

Stock Code: 8454

momo.com Inc.

Agenda for 2023 Annual General Shareholders' Meeting

(Translation)

Date: May 19, 2023 (Friday)

Address: 6F, No. 88, Yanchang Rd., Xinyi Dist., Taipei City
(Taipei New Horizon Building)

Method of Convening the Meeting: Hybrid Shareholders' Meeting

Note to Readers:

If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

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momo.com Inc.

Meeting Procedures

1. The Chairman – Call the meeting to order
2. Chairman's Remarks
3. Matters to Report
4. Matters to Ratify
5. Matters to Discuss and Elect
 Voting by Poll
6. Extemporaneous Motions
7. Meeting Adjourned

momo.com Inc.

Meeting Agenda

Date: May 19, 2023(Friday) at 9:00 a.m.

Venue: 6F, No. 88, Yanchang Rd., Xinyi Dist., Taipei City
(Taipei New Horizon Building)

Method of Convening the Meeting: Hybrid (in-person and video conference)

E-Meeting Platform: Taiwan Depository & Clearing Corporation website:

<http://www.stockvote.com.tw>

1. The Chairman call the meeting to order (Report of the number of shares represented by shareholders present at the meeting)
2. Chairman's remarks
3. Matters to report
 - (1) 2022 Business Report
 - (2) Audit Committee's Report
 - (3) Corporate Governance Implementation Status Report
 - (4) Distribution of remuneration to employees and directors for 2022
4. Matters to Ratify
 - (1) 2022 Business Report and Financial Statement
 - (2) Distribution of Earnings for 2022
5. Matters to Discuss and Elect
 - (1) New common share issuance through the increase of capital by capitalization of capital surplus
 - (2) Amendments to the Company's "Articles of Incorporation"
 - (3) To elect Director (including Independent Directors) of the Eighth term
 - (4) To release the Eighth term of the Board of Directors from the non-competition restrictions

Voting by Poll
6. Extemporaneous Motions
7. Meeting adjourned

Matters to Report

1. 2022 Business Report. Please refer to Attachment I (see pages 13 – 15 of the present agenda).

2. Audit Committee's Report.

Explanation:

(1) The Examination Report of the Audit Committee on the Business Report, the Financial Statements and Proposal for 2022 Earnings Distribution, Please refer to Attachment II (see pages 16 – 17 of the present agenda).

(2) 2022 Audit Committee's Operating Report, Please refer to Attachment III (see pages 18 of the present agenda).

3. The Company's Corporate Governance Implementation Status Report, Please refer to Attachment IV (see pages 19 – 22 of the present agenda).

4. Distribution of remuneration to employees and directors for 2022.

Explanation:

(1) As stated in Article 31 of the Company's Articles of Incorporation, if the Company has any profits for the year, it shall allocate 0.1% to 1% of those profits as employee remuneration and a maximum of 0.3% of those profits as director remuneration.

(2) The 2022 employees' and directors' compensations are NT\$4,291,145 and NT\$6,436,717 respectively, which were approved by the Board and the total amounts were distributed in cash.

Matters to Ratify

Agenda 1

Proposed by: Board of Directors

Agenda: 2022 Business Report and Financial Statement.

Explanation:

1. 2022 Financial Statement was audited by Pei-de Chen and Jeff Chen of Deloitte & Touche.
2. Please refer to Attachment I and Attachment V (see pages 13 – 15 & 23 – 42 of the present agenda) for the Business Report, Financial Statement, and consolidated financial statement.
3. Ratification is respectfully requested.

Agenda 2

Proposed by: Board of Directors

Agenda: Distribution of Earnings for 2022.

Explanation:

1. The Company's net profit for 2022 totaled NT\$3,434,625,322. The earnings distribution table is hereby formulated for distribution, please refer to Attachment VI (see page 43 of the present agenda).
2. The Company plans to distribute cash dividends of NT\$15 per share totaling NT\$3,277,368,900 from the distributable earnings. After receiving approval from the Annual General Shareholders' Meeting, the chairman is authorized to set the ex-dividend record date, and calculate the amount of dividends to be distributed according to the actual number of outstanding shares. Cash dividends shall be rounded down to the nearest integer. When insufficient to add up to an integer, the total fractional amount of distribution will be recognized as other income of the Company.
3. Thereafter, if the number of outstanding shares is affected by the requirements of the competent authorities, or by subjective and objective factors causing necessary adjustments to shareholders' percentage of distribution, the General Shareholders' Meeting shall give the chairman full authority to make necessary adjustments, and the same shall apply for matters not covered herein.
4. Ratification is respectfully requested.

Matters to Discuss and Elect

Agenda 1

Proposed by: Board of Directors

Agenda: New common share issuance through the increase of capital by capitalization of capital surplus.

Explanation:

1. The Company plans to allocate NT\$218,491,260 from the capital surplus (stock premium), to issue new stocks totaling 21,849,126 shares with a par value of NT\$10 per share.
2. The issuance of new shares in the capital increase shall be based on the number of shares held by shareholders specified on the shareholders' roster on ex-rights and capital increase record date. For every 1,000 shares, 100 shares shall be distributed. Shareholding of less than one share may be grouped by shareholders within 5 days after the book closure date at the Company's shareholder service agency. Fractions of a share that cannot be grouped into full shares shall be paid in cash and calculated to the amount of one whole NTD in accordance with Article 240 of the Company Act (rounded down to the nearest integer). The Chairman is authorized to designate specific persons to purchase the fractional shares at the par value.
3. The new shares issued from capital increase adopt non-physical issuance. The shareholder rights and obligations of the new shares are the same as those of existing shares. After the capital increase, the number of outstanding common shares shall be increased from 218,491,260 shares to 240,340,386 shares.
4. After the proposal has been passed at the Annual General Shareholders' Meeting, the board is authorized to set ex-rights and capital increase record date after submitted to the competent authority for approval.
5. Thereafter, if the number of outstanding shares is affected by the requirements of the competent authorities, or by subjective and objective factors causing necessary adjustments to shareholders' dividend rates, the General Shareholders' Meeting shall give the board full authority to make necessary adjustments, and the same shall apply for matters not covered herein.
6. Approval is respectfully requested.

Agenda 2

Proposed by: Board of Directors

Agenda: Amendments to the Company's "Articles of Incorporation".

Explanation:

1. In line with the provisions of the Company Act and to reflect the actual operating conditions, it is proposed for the Company's "Articles of Incorporation" to be amended as follows :
 - (1) To reflect the actual operating conditions, the following businesses were deleted: "F108021 Wholesale of Western Pharmaceutical" and "F108011 Wholesale of Traditional Chinese Medicine". (Article 2)
 - (2) In line with the provisions of Article 237 of the Company Act, which clearly defines the exemption from setting aside the legal reserve where such legal reserve amounts to the total paid-in capital, the "authorized capital" in existing article was amended to "paid-in capital". (Article 31-1)
2. Please refer to Attachment VII (see page 44 – 45 of the present agenda) for the amendment comparison chart of the "Articles of Incorporation".
3. Approval is respectfully requested.

Agenda 3

Proposed by: Board of Directors

Agenda: To elect Directors (including Independent Directors) of the Eighth term.

Explanation:

1. The current Board of Directors with their terms will expire on May 14, 2023. According to the Company's Articles of Incorporation, the company is proposing to elect the Eighth term Board of Directors (including 3 Independent Directors) at the 2023 Annual General Shareholders' Meeting.
2. According to Article 19 of the Company's "Articles of Incorporation", the Company shall have 9-11 directors on the board of directors (at least 3 independent directors) with a three – year term, and directors shall be elected by the shareholders during the shareholders' meeting. The election of directors shall be by way of a candidate nomination system. The Company is proposing to elect 9 directors of the Eighth term Board of Directors (including 3 independent directors), and the directors will hold office from May 19, 2023 to May 18, 2026.
3. The candidate list of the Company's Eighth term Board of Directors (including independent directors) have been reviewed and approved during the 25th meeting of the Company's Seventh term of Board of Directors. The list is as follows and hereby submitted to the Annual Shareholders' Meeting to conduct election. Please refer to Attachment VIII (see pages 46 – 48 of the present agenda) for the Company's "Procedures for Elections of Directors".

Category of Candidates	Name	Education	Experience	Current Major Position	Current Shareholding (share)
Director	Wealth Media Technology Co., Ltd. Representative: Daniel M. Tsai	LLM, Georgetown University LLB, National Taiwan University	- Chairman, Fubon Financial Holding Co., Ltd. - Chairman, Taipei Fubon Commercial Bank Co., Ltd. - Chairman, Fubon Insurance Co., Ltd.	- Chairman, momo.com Inc. - Chairman, Taiwan Mobile Co., Ltd. - Managing Director, Taipei Fubon Commercial Bank Co., Ltd. - Director, Fubon Financial Holding Co., Ltd.	98,353,639
Director	Wealth Media Technology Co., Ltd. Representative: Jeff Ku	EMBA, National Taiwan University MBA, University of Wollongong, Australia	- Senior Vice President and Chief Business Officer / Consumer Business Group, Taiwan Mobile Co., Ltd. - Vice President, Taiwan High Speed Rail Corp.	- President, momo.com Inc. - Chairman, Fu Sheng Logistics Co., Ltd. - Director, Gaius Automotive Inc.	98,353,639

Category of Candidates	Name	Education	Experience	Current Major Position	Current Shareholding (share)
Director	Wealth Media Technology Co., Ltd. Representative: Jamie Lin	MBA, NYU Stern School of Business BS in Chemical Engineering and minor in Economic, National Taiwan University	- Co-founder and product manager, Social Sauce - Co-founder and General Manager of Greater China, Intumit Inc.	- Director and President, Taiwan Mobile Co., Ltd. - Chairman, Appworks Ventures Co., Ltd. - Director, Winbond Electronics Corporation - Director, 91APP, Inc.	98,353,639
Director	Wealth Media Technology Co., Ltd. Representative: Chris Tsai	BS in Economics, Wharton School of the University of Pennsylvania	- Director and President, Fubon Financial Holding Venture Capital Corporation - President and Chairman, Fubon Sports & Entertainment Co., Ltd. - Vice Chairman, Shenzhen Tengfu Investment Co., Ltd. - Convener, Innovation and Technology Office, Fubon Financial Holding Co., Ltd. - Special Assistant of President, Fubon Life Insurance Co Ltd.	- EVP and Deputy CIO of Investment Management Group, Fubon Financial Holding Co., Ltd. - Director, Taiwan Mobile Co., Ltd. - Director, Fubon Life Insurance Co., Ltd. - Director, Fubon Asset Management Co., Ltd.	98,353,639
Director	Wealth Media Technology Co., Ltd. Representative: George Chang	MBA, University of Southern California Bachelor of Accounting, California State University	- Chief Financial Officer, Egis Technology Inc. - Director, FocalTech Systems Co., Ltd. - Executive Vice President, Yuanta Securities Investment Consulting Co., Ltd. - Director, Citigroup	- Vice President and CFO, Taiwan Mobile Co., Ltd. - Supervisor, Taiwan Cellular Co., Ltd. - Supervisor, TWM Venture Co., Ltd.	98,353,639
Director	Tong-An Investment Co., Ltd. Representative: Mao-Hsiung, Huang	MBA, Wharton School, University of Pennsylvania	- Chairman, TECO Electric and Machinery Co., Ltd.	- Chairman, Century Development Corporation - Chairman, Royal Park Taiwan, Co., Ltd. - Director, Taiwan High Speed Rail Corporation	23,008,800
Independent Director	Chieh Wang	Bachelor of Finance and Taxation, National Chengchi University	- Vice President of The Financial Investment Department and CIO, Fubon Financial Holding Co., Ltd. - Vice President of The Financial Department and CIO, Fubon Life Insurance Co., Ltd. - Vice Chairman and CEO, Cashbox Partyworld Co., Ltd. - Chairman, Holiday Entertainment Co., Ltd.	- Chairman, Conti Invest Co., Ltd. - Chairman, Digiflow Company Limited - Chairman, Pai Pai Enterprise Co., Ltd. - Chairman, The Cool Media Co., Ltd.	0

Category of Candidates	Name	Education	Experience	Current Major Position	Current Shareholding (share)
Independent Director	Emily Hong	Executives Program, Graduate School of Business Administration, National Chengchi University Bachelor of Political Science, National Taiwan University	- General Manager of Enterprise Product Group and Business General Manager, Wistron Corp. - Chief BPR Officer and Vice President, Acer Inc.	- Vice Chairman and CEO, Wiwynn Corporation	0
Independent Director	Mike Jiang	Bachelor of Computer Science and Information Engineering, National Taiwan University	- Director general, TWP Corporation - Assistant Vice President, Acer Internet Service Inc.	- Chairman and President, Gamesofa Inc.	0

4. Please elect directors accordingly.

Agenda 4

Proposed by: Board of Directors

Agenda: To release the Eighth term of the Board of Directors from the non-competition restrictions.

Explanation:

1. According to Article 209 of the Company Act, a director who acts for himself or on behalf of another person that is within the scope of the Company's business, shall clarify the essential content of his act to the meeting of shareholders and secure Annual Shareholders' Meeting's approval.
2. The Eighth term of the Board of Directors are proposing to approve the removal of the non-competition restrictions for all act of investing or managing other companies that has the same or similar scope of business by the Company's directors. Please refer to Attachment IX (see page 49 – 50 of the present agenda). It is proposed to request the Annual General Shareholders' Meeting to approve the release of non-competition restrictions for individual directors up to the Eighth term Board of Directors.
3. According to Article 178 of the Company Act, a shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.
4. Approval is respectfully requested.

Voting by Poll

Extemporaneous Motions

Meeting Adjourned

Attachment

Attachment I

momo.com Inc. 2022 Business Report

In 2022, the global retail industry had been actively embracing the new normal of consumption in the post-pandemic era, and with that, challenges such as rising inflation, interest rate hikes and monetary tightening policies came thick and fast. momo.com Inc. (8454-TW) is a leading brand of virtual channels in Taiwan, and “challenge” has been the representative keyword of our annual operations. Thanks to the efforts of the entire management team and all colleagues, our annual revenue hit 103.4 billion NTD, an annual increase of 17%, with the after-tax net profit of approximately 3.4 billion NTD, successfully reaching the 100 billion NTD threshold and creating a new milestone in Taiwan’s e-commerce industry. At the same time, momo has also accelerated its investment in sustainable retail development, aspiring to become “NO.1 green e-commerce in Taiwan”, shouldering the responsibility of being Taiwan’s sustainable e-commerce leader with a view to lead the industry chain to create new opportunities for sustainable growth.

The key actions of the Company in 2022 were as follows:

1. High quality and inexpensive products go hand in hand with sustainable consumption

“Everything in life, everything in momo” is the core strategy of the Company’s operations. With the advantage of virtual channels and unlimited shelves, momo actively expands the depth and breadth of 3C household electric appliance, home and lifestyle, fashion boutiques, beauty and health care, health and leisure, and other categories of products. So far, there are as many as 25,000 collaborating brands on the site, and around 4 million products have been assembled for consumers to choose from.

On the issue of sustainable consumption, the “Green Living” section on momo’s website actively promotes green products and sustainable concepts. More than 100 brand partners that embrace sustainable concepts have been gathered to provide up to 5,200 green products, which are favored by consumers. momo continues to enhance its product development abilities and strengthens the development of local agricultural specialties, MIT products, and green food, etc., in order to lay equal stress on the Company’s operating performance and ESG.

2. Promoting industrial competitiveness with green logistics

Strengthening the competitiveness of the e-commerce industry with smart logistics while leading the Company to sustainable development with green logistics! momo’s short-chain logistics construction continues to move forward. In 2022, there were a total of 54 logistics centers, main warehouses and satellite warehouses operating in Taiwan; the main construction works of the “Southern Logistics Center” have been completed one after another, and it is expected to be put into operation by the end of 2023; and the preparation and construction of the “Central District Logistics Center” have been in full swing. Regarding the last mile planning, we strive to shorten the distance between products and

consumers, and optimize delivery service time. For example, momo's "3h supermarket" service in Taipei City and New Taipei City area offers express ordering and delivery within 3 hours, the distribution speed has been noticeably improved.

Facing the 2050 global net zero carbon emission goal, momo has been actively taking green actions. In response to the issue of "green packaging", momo starts from streamlined packaging to reduce the average weight of single packaging material; at the same time, it adopts biodegradable "environmentally friendly bags"; and it continues to expand the use of recyclable packaging and recycling points, including launching the "recyclable carton" recycle project along with Tzu Chi Foundation. As for the "recyclable bag" recycle channel, following the Chunghwa Post's postal service system, all stores of Simple Mart in Taiwan have been newly included, so as to provide customers with easier and more convenient channels to go green. The green fleet that momo is committed to building has newly introduced "momo electric tricycles" to join the service lineup, providing assistance to the short-chain green logistics layout.

3. Connecting mo coins with group services to accelerate the scale-up of the ecosystem

The "point economy" is an important tool for customer retention and a catalyst for enhancing member stickiness. mo coins launched by momo actively expands the industry chain of point economy. In addition to being redeemed in momoshop, the accumulation of the points for momo co-branded credit cards, Taiwan Mobile telecom bill discount, myVideo rental/purchase discount, and MyMusic online music discount, this year, services such as kbro cable TV and landline bill discount have been added. Starting from connecting the Group services, mo coin accelerates the economic scale-up of the ecosystem.

4. Enhancing customer experience with data empowerment

Although momo is a digital native enterprise, it continues to promote digital transformation to strengthen customer service capabilities. momo constructs the "CDP customer image tagging system", using AI big data to understand consumer preferences and needs, so as to improve accurate communication with members. When consumers use momo's services, the "thousand people with thousand faces" project further recommends products that meet consumer needs based on their different preferences. At the same time, momo continues to enhance its on-site and off-site search services, including search engine optimization (SEO), image search, and voice search, allowing consumers to find their favorite products more quickly and conveniently.

momo also dedicates itself to implementing information security and personal data protection and control. It is viewed as a bellwether in the industry in building the secure communication platform of "call the deliveryman safely", building an information security defense line for the last mile, ensuring information security in the logistics and distribution process, creating a comfortable and safe shopping environment for consumers.

5. ESG leader in Taiwan's e-commerce industry

momo is a leader in Taiwan's e-commerce industry. While pursuing business growth, momo is actively deepening and expanding its sustainable development footprint. In 2022, momo was deeply recognized for its efforts in promoting the environmental (E) "sustainable e-commerce leader", social (S) "sustainability and co-prosperity pilot", and governance (G) "sustainability advocate". momo has received the highest honor of being ranked "top 5% in the corporate governance evaluation" for 6 consecutive years, and has also been selected as a constituent stock of "FTSE4Good TIP Taiwan ESG Index" for the first time, truly being a star student in corporate governance. This year, it also won several national awards, such as the "National Sustainable Development Award (Corporate Sustainable Development Award)", the "Bronze Award of the Annual Enterprises Environmental Protection Award", and the "Gold Award of the Taipei City Workplace Gender Equality Certification". At the same time, it has also won many honors such as the "Corporate Social Responsibility and ESG Award by Global Views Monthly", the "Taiwan Sustainability Action Awards", the "Excellence in Corporate Social Responsibility Award presented by the Commonwealth Magazine", and the "TCSA Taiwan Corporate Sustainability Awards". momo shoulders corporate social responsibility and spares no effort, and can be described as an industry benchmarking enterprise.

In 2023, momo will continue to adhere to the beliefs of "integrity, friendliness, professionalism and innovation", implement the corporate mission of "providing high-quality and inexpensive products and decent services to improve people's lives", and expand and build a service ecosystem to enhance customer satisfaction and create shareholder interests, making momo the preferred virtual shopping platform for consumers and suppliers.

Attachment II

momo.com Inc.

Examination Report of the Audit Committee

February 17, 2023

The Board of Directors of momo.com Inc. has submitted the Company's 2022 business report and financial statements to the Audit Committee. The CPA firm, Deloitte & Touche, was retained by the Board to audit momo's financial statements and has issued an audit report relating to the financial statements. The business report and financial statements have been reviewed and determined to be correct and accurate by the Audit Committee of momo. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Sincerely,

The 2023 General Shareholders Meeting of momo.com Inc.

momo.com Inc.

Audit committee convener: Hong-So Chen

momo.com Inc.

Examination Report of the Audit Committee

March 31, 2023

The Board of Directors of momo.com Inc. has submitted the Company's proposal for distribution of the 2022 earnings to the Audit Committee. The proposal has been reviewed and determined to be correct and accurate by the Audit Committee of momo. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Sincerely,

The 2023 General Shareholders Meeting of momo.com Inc.

momo.com Inc.

Audit committee convener: Hong-So Chen

Attachment III

2022 Audit Committee's Operating Report

1. Appointment, performance and independence evaluation of the certified public accountants (CPAs)

With respect to the appointment proposal of 2022 CPAs, the audit committee has reviewed and approved the appointment of CPAs after evaluating their performance, independence and professional quality to be meeting expectations.

2. Effectiveness of the internal control system

The audit committee has evaluated the effectiveness of the Company's overall internal control system based on the compiled results of internal control self-assessment. It believes that the design and implementation of the Company's internal control system (including the supervision and management of subsidiaries), including the understanding of operational effects and achievement of efficiency goals, the reliability, timeliness, and transparency of the report, and the compliance with relevant laws, regulations and rules, have all been effective, and a "Statement of Internal Control" indicating that the design and implementation of the internal control system are effective has been reviewed, approved, and issued.

3. Communication situation among the audit committee and the internal audit officers and the accountants

(1) Scheduled: During the quarterly audit committee meetings, the auditing officers and accountants report to the independent directors, respectively and separately, on the implementation status of the audit business, financial statements, and internal control audits. Thorough communication has been made with respect to the implementation situation, effectiveness and recommendations.

(2) Unscheduled:

a. During the audit committee meetings, if any independent director raises matters that require further understanding or handling, such matters will be followed up and reported back by the accountants or auditing officers.

b. The auditing officers and accountants may directly contact the independent directors whenever necessary, and the communication situation has been good.

4. Risk supervision

The audit committee, from time to time, listens to the risk management report compiled by the auditing unit in accordance with the "Measures for Risk Management", which includes the risk categories, scope of impact and corresponding measures, to effectively supervise the management's grasp on and response to various risks of the Company.

Attachment IV

Corporate Governance Implementation Status Report

The Company has established related systems and regulations to implement corporate governance. The Company has also reported the status of corporate governance in the 25th meeting of the 7th-term Board of Directors on March 31, 2023 to protect shareholders' equity and improve information transparency. These items will also be reported in the annual general shareholders' meeting this year (2023).

1. Corporate governance structure:

(1) Board of Directors and functional committees

- a. The board of directors is the highest governance body of the Company, and its members are composed of 9 directors with rich education and career experience (including 3 independent directors), with a three - year term. Their professional capabilities cover diverse specialized fields including finance, commerce, information technology, business management, e-commerce/marketing and law. In addition, in order to ensure the independence of directors and avoid conflicts of interest, the consecutive terms of office of the three independent directors elected have not exceeded 9 years.
- b. The Company established the Remuneration Committee and Audit Committee under the jurisdiction of the Board of Directors in accordance with laws on February 14, 2014. The Committee members include all independent directors.
- c. In order to strengthen the control and supervision of information security risks, the Company approved the establishment of the “Information Security Committee” on October 29, 2020, and in order to deepen the Company’s sustainable governance culture and accelerate the Company’s sustainable development, on July 27, 2022, the board of directors approved upgrading the “Sustainable Development Committee” to a functional committee under the board of directors, through the committee’s professional division of labor and detached and independent position, assisting the board of directors to make decisions and exert their effect, so as to achieve the goal of strengthening the functions of the board of directors.

(2) Corporate governance unit operations and division of management duties

- a. With the approval in the board meeting on October 29, 2018, the Company appointed Vice President Gina Lu, top management of Financial & Accounting Division, to hold a concurrent post as Chief Governance Officer. She has more than nine years of experience in financial, stock, meeting affairs and other management roles in public companies. The stock affairs section is set up under the financial and accounting division. It is responsible for corporate governance matters and assists in providing directors with the information they need to conduct business and meetings.

- b. The Company's Chairman does not serve concurrently as the managerial officer of the Company to ensure clear division of responsibilities and strengthen balancing mechanisms.

(3) Improve corporate governance procedures

The Company is committed to pursuing sustainability, ethical management, and fulfillment of social responsibility, and has established sound governance regulations. The Company has established important governance regulations such as the "Corporate Governance Best Practice Principles", "Ethical Corporate Management Best Practice Principles", "Procedures for Ethical Management and Guidelines for Conduct", "Code of Ethical Conduct", "Human Rights Policy", "Procedures for handling material inside information and management of the prevention of insider trading", "Code of Conduct for Reporting Illegal, Unethical or Dishonest Cases", and the "Regulations Governing Performance Evaluation of the Board of Directors and Functional Committees", and continues to amend internal regulations in accordance with domestic and foreign corporate governance regulations and practical operations.

2. Specific measures and implementation results:

(1) Establishment and amendment of company regulations

- a. Establishment: "Procedures for handling material inside information and management of the prevention of insider trading", "Sustainable Development Management Committee Charter", a total of 2 items.
- b. Amendment: "Articles of Incorporation", "Regulations and Procedures of Shareholders' Meeting", "Procedures for Acquisition or Disposal of Assets", "Internal Control Systems including internal audit implementation rules", "Amendments to the Company's "Corporate Social Responsibility Best Practice Principles" including its name changing to Sustainable Development Best Practice Principles", "Rules of procedure for Board of director meetings", "Rules Governing Board of Directors and Functional Committees Performance Assessment", and "Ethical Corporate Management Best Practice Principles", a total of 8 items.

(2) Strengthening the functions of the Board of Directors

- a. The members of the Company's Board of Directors actively participate in the operation of the board of directors, and the attendance rate of all directors reached 100% in 2022.
- b. In order to better enable the directors to understand the Company's operation overview and strategy implementation process, the Company has provided relevant business performance reports to the directors for reference on a monthly basis since September 2018. In addition, a strategy meeting is held regularly every year, and board members (including independent directors) and the management team are invited to participate to discuss medium and long-term development strategies. The members of the Board of Directors interact closely and communicate well with the management team, giving full play to the role of the Board of Directors in guiding and supervising.

- c. To provide coverage for the risks undertaken by directors and managers in their business operations, the Company purchases the "Directors & Officers Liability Insurance" for directors and managerial officers each year and reviews the content of policies periodically to ensure that the insurance compensation amount and coverage meet requirements. The insurance policies are reported to the Board of Directors.
- d. The Company conducts performance evaluations in accordance with the "Regulations Governing Performance Evaluation of the Board of Directors and Functional Committees" each year. The results of performance evaluation of the Board of Directors and functional committees are submitted to the Remuneration Committee, which analyzes the results and provides the Board of Directors with assessment reports and specific improvement plans.
- e. In order to urge the functional committees to perform their duties, the Company has, since 2019, required the conveners to submit work results reports to the Board of Directors on a regular basis. To strengthen the supervisory functions of the Audit Committee on the Company's finances, the annual financial statements and the quarterly financial statements are all reviewed and approved by the Audit Committee.
- f. In 2022, a total of 3 continuing education courses for directors were held by the Company, and directors were encouraged to actively participate in order to continue to acquire new knowledge and improve their professional skills. The courses included "digital technology development and application trends", "2030/2050 green industrial revolution", "digital transformation and the strategic use of artificial intelligence" and so on. The total training hours of all directors reached 85 hours.

(3) Protect shareholders' equity and increase information transparency

The Company strengthens and maintains sound and sufficient communication with investors and shareholders to reduce the information asymmetry between company managers and stakeholders and create mutual trust.

- a. The Company has established an official website and assigns dedicated personnel to maintain the website and provide regular/immediate updates of information in Chinese and English including financial and non-financial information, corporate responsibilities, and the stakeholders' section. The Company also publishes a business report every quarter.
- b. The Company has set up the Institutional Investor Relations Department and assigned dedicated personnel to take charge of investor relations. The Company is invited to attend regular/irregular institutional investor conferences, institutional activities, and meetings each year. The Company attended 253 institutional activities in 2022 and communicated with investors 1,312 times.

(4) Improvement items

- a. In response to the government's 2050 net-zero carbon emission goal, the Company committed to joining the Science Based Targets initiative (SBTi) in 2022, and started planning a net-zero emission path.

- b. In order to meet the sustainable management trend of the international e-commerce logistics industry in recent years and reduce the goodwill risk from the supply chain, the Company has expanded the applicable targets of the “Human Rights Policy” from the Company and its subsidiaries to suppliers and business partners.
- c. To bring the social influence of Taiwan’s largest e-commerce platform into full play, the Company has added basic requirements such as low-carbon operations, information security and personal information protection, and sustainable procurement to the “Sustainable Development Principles for Suppliers / Contractors”. And from March 2023, new suppliers and contractors are required to cooperate and sign the Principles.
- d. The Company launched the TCFD project in the third quarter of 2022, introducing the TCFD climate-related financial information disclosure framework published by the United Nations’ Financial Stability Board. By using rigorous methodology to identify short-, medium- and long-term physical risks, transformation risks and opportunities, conducting quantitative analysis of financial impact, the Company formulates low-carbon transformation strategies and enhances operational resilience.

3. Conclusion:

The Company has been ranked among the top 5% in the Corporate Governance Evaluation for Listed Companies for six consecutive years; on December 27, 2021, it was awarded the top corporate governance system assessment CG6012(2021) Excellent Certification by the Taiwan Corporate Governance Association; and it has been consecutively selected as the constituent of the “FTSE4Good TIP Taiwan ESG index”.

The Company will continue to review corporate governance mechanisms, improve related management systems, and implement the five major strategies for protecting shareholders' equity, equal treatment of shareholders, enhancing information transparency, strengthening the structure and operation of the Board of Directors, and promoting sustainable development to meet to stakeholders' expectations. We will continue to create value for stakeholders and become a benchmark for sustainable enterprises.

Attachment V



勤業眾信

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
momo.com Inc.

Opinion

We have audited the accompanying financial statements of momo.com Inc. ("momo"), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of momo as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China (ROC). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of momo in accordance with The Norm of Professional Ethics for Certified Public Accountant of the ROC, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the momo's financial statements for the year ended December 31, 2022 are stated as follows:

Risk of Revenue Recognition

momo's primary source of revenue is generated from virtual channels, including TV shopping channels, E-commerce portals and catalogues. Due to the nature of momo's core sales, momo offers a wide range of products and services to different customers; the trading quantity is rather high while each transaction is individually low in value and is highly automated through the website and related system. As a result of momo's business model being highly relying on IT infrastructure and the fact that momo processes, stores and transmits large amounts of data through digital and web-based environment, the risk derived from revenue recognition depends on whether the sales amount can be transferred into the IT system and recognized appropriately.

By conducting compliance tests, we obtained an understanding of the revenue recognition process and of the design and execution for relevant controls. The major audit procedures were as follows:

1. Verify the details of invoices in the system to check if the sales amount of each invoice is consistent with its shipping notice and sales order.
2. Confirm the completeness and consistency of transmission through IT system by testing the information transferred from front-end system to general ledger system, and further perform tests on whether the Daily Sales Report in the system is consistent with journal entries of revenue each day.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing momo's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate momo or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the audit committee) are responsible for overseeing momo's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the ROC will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of momo's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on momo's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause momo to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within momo to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Pei-De Chen and Chun-Hung Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 17, 2023

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the ROC and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the ROC.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

momo.com Inc.
BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 7,128,301	27	\$ 8,084,518	35
Financial assets at fair value through other comprehensive income – current	4,217	-	15,179	-
Accounts receivable, net	177,218	1	115,456	1
Accounts receivable from related parties	286,267	1	103,934	1
Other receivables, net	2,265,399	9	1,693,075	7
Inventories	4,447,225	17	3,684,463	16
Prepayments	58,149	-	55,037	-
Other financial assets - current	67,550	-	64,000	-
Other current assets	13,033	-	14,253	-
Right to recover products - current	175,124	1	162,519	1
Total current assets	14,622,483	56	13,992,434	61
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current	237,546	1	-	-
Financial assets at fair value through other comprehensive income - non-current	403,487	2	61,177	-
Investments accounted for using equity method	1,365,182	5	1,512,478	7
Property, plant and equipment	7,262,200	28	5,033,347	22
Right-of-use assets	1,588,102	6	1,505,291	7
Intangible assets	55,043	-	75,506	-
Deferred tax assets	25,192	-	55,872	-
Prepayments for equipment	91,235	-	270,265	1
Refundable deposits	235,635	1	138,786	1
Net defined benefit assets - non-current	3,952	-	803	-
Other financial assets - non-current	218,129	1	189,336	1
Total non-current assets	11,485,703	44	8,842,861	39
TOTAL	\$ 26,108,186	100	\$ 22,835,295	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current	\$ 203,414	1	\$ 85,916	-
Accounts payable	10,511,531	40	8,479,438	37
Accounts payable to related parties	622,376	2	614,388	3
Other payables	1,499,452	6	1,557,962	7
Current tax liabilities	402,758	2	567,642	3
Lease liabilities - current	628,254	2	535,770	2
Refund liabilities - current	191,002	1	180,104	1
Other current liabilities	827,152	3	687,263	3
Total current liabilities	14,885,939	57	12,708,483	56
NON-CURRENT LIABILITIES				
Provisions - non-current	26,709	-	24,160	-
Deferred tax liabilities	28,298	-	15,055	-
Lease liabilities - non-current	997,045	4	998,402	4
Guarantee deposits received	354,820	1	330,204	2
Total non-current liabilities	1,406,872	5	1,367,821	6
Total liabilities	16,292,811	62	14,076,304	62
EQUITY				
Common stock	2,184,913	8	1,820,761	8
Capital surplus	2,259,399	9	2,446,415	11
Retained earnings				
Legal reserve	1,461,632	6	1,128,868	5
Special reserve	206,677	1	142,530	1
Unappropriated earnings	3,913,139	15	3,427,094	14
Total retained earnings	5,581,448	22	4,698,492	20
Other equity	(210,385)	(1)	(206,677)	(1)
Total equity	9,815,375	38	8,758,991	38
TOTAL	\$ 26,108,186	100	\$ 22,835,295	100

momo.com Inc.

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 103,403,362	100	\$ 88,360,085	100
OPERATING COSTS	<u>93,341,963</u>	<u>90</u>	<u>79,594,594</u>	<u>90</u>
GROSS PROFIT FROM OPERATIONS	<u>10,061,399</u>	<u>10</u>	<u>8,765,491</u>	<u>10</u>
OPERATING EXPENSES				
Marketing expenses	3,313,679	3	2,757,176	3
Administrative expenses	2,587,429	3	1,950,611	2
Research and development expenses	227,377	-	202,289	-
Expected credit loss	<u>1,193</u>	<u>-</u>	<u>3,005</u>	<u>-</u>
Total operating expenses	<u>6,129,678</u>	<u>6</u>	<u>4,913,081</u>	<u>5</u>
NET OTHER INCOME AND EXPENSES	<u>211,515</u>	<u>-</u>	<u>123,249</u>	<u>-</u>
OPERATING INCOME	<u>4,143,236</u>	<u>4</u>	<u>3,975,659</u>	<u>5</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	50,522	-	24,354	-
Other income	6,031	-	5,916	-
Other gains and losses, net	119,592	-	97,361	-
Finance costs	(13,026)	-	(12,669)	-
Share of loss of subsidiaries and associates accounted for using equity method	<u>(25,938)</u>	<u>-</u>	<u>(19,459)</u>	<u>-</u>
Total non-operating income and expenses	<u>137,181</u>	<u>-</u>	<u>95,503</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	4,280,417	4	4,071,162	5
INCOME TAX EXPENSE	<u>845,791</u>	<u>1</u>	<u>790,862</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>3,434,626</u>	<u>3</u>	<u>3,280,300</u>	<u>4</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	3,145	-	136	-

(Continued)

momo.com Inc.

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2022		2021	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	\$ (41,514)	-	\$ (2,429)	-
Share of remeasurement of defined benefit plans of associates accounted for using equity method	367	-	-	-
Share of unrealized gain on investments in equity instruments at fair value through other comprehensive income of associates accounted for using equity method	-	-	17,700	-
Income tax expense related to items that will not be reclassified subsequently to profit or loss	(629)	-	(27)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation	22,053	-	(21,133)	-
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	<u>16,263</u>	<u>-</u>	<u>(7,447)</u>	<u>-</u>
Other comprehensive loss, net of tax	<u>(315)</u>	<u>-</u>	<u>(13,200)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,434,311</u>	<u>3</u>	<u>\$ 3,267,100</u>	<u>4</u>
EARNINGS PER SHARE				
Basic	<u>\$ 15.72</u>		<u>\$ 15.01</u>	
Diluted	<u>\$ 15.72</u>		<u>\$ 15.01</u>	

(Concluded)

momo.com Inc.
**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Common Stock	Capital Surplus	Retained Earnings			Other Equity		Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2021	\$ 1,400,585	\$ 2,624,386	\$ 934,425	\$ 172,693	\$ 1,944,434	\$ (79,312)	\$ (63,218)	\$ 6,933,993
Distribution of 2020 earnings								
Legal reserve	-	-	194,443	-	(194,443)	-	-	-
Cash dividends	-	-	-	-	(1,400,585)	-	-	(1,400,585)
Stock dividends	280,117	-	-	-	(280,117)	-	-	-
Reversal of special reserve	-	-	-	(30,163)	30,163	-	-	-
Changes in equity of associates accounted for using equity method	-	4,940	-	-	(3,605)	-	-	1,335
Issue of stock dividends from capital surplus	140,059	(140,059)	-	-	-	-	-	-
Net profit for the year ended December 31, 2021	-	-	-	-	3,280,300	-	-	3,280,300
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	109	(28,580)	15,271	(13,200)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	3,280,409	(28,580)	15,271	3,267,100
Disposal of investments accounted for using equity method	-	(42,852)	-	-	50,838	-	(50,838)	(42,852)
BALANCE AT DECEMBER 31, 2021	1,820,761	2,446,415	1,128,868	142,530	3,427,094	(107,892)	(98,785)	8,758,991
Distribution of 2021 earnings								
Legal reserve	-	-	332,764	-	(332,764)	-	-	-
Special reserve	-	-	-	64,147	(64,147)	-	-	-
Cash dividends	-	-	-	-	(2,366,989)	-	-	(2,366,989)
Stock dividends	182,076	-	-	-	(182,076)	-	-	-
Changes in equity of associates accounted for using equity method	-	-	-	-	(1,244)	-	-	(1,244)
Issue of stock dividends from capital surplus	182,076	(182,076)	-	-	-	-	-	-
Net profit for the year ended December 31, 2022	-	-	-	-	3,434,626	-	-	3,434,626
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	2,883	38,316	(41,514)	(315)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	3,437,509	38,316	(41,514)	3,434,311
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	(4,754)	-	-	(4,754)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	510	-	(510)	-
Changes in equity of non-current assets held for sale	-	(4,940)	-	-	-	-	-	(4,940)
BALANCE AT DECEMBER 31, 2022	<u>\$ 2,184,913</u>	<u>\$ 2,259,399</u>	<u>\$ 1,461,632</u>	<u>\$ 206,677</u>	<u>\$ 3,913,139</u>	<u>\$ (69,576)</u>	<u>\$ (140,809)</u>	<u>\$ 9,815,375</u>

momo.com Inc.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 4,280,417	\$ 4,071,162
Adjustments for:		
Depreciation expenses	1,034,829	877,418
Amortization expenses	58,682	60,487
Expected credit loss	1,193	3,005
Gain on financial assets at fair value through profit or loss	(7,546)	-
Finance costs	13,026	12,669
Interest income	(50,522)	(24,354)
Share of loss of subsidiaries and associates accounted for using equity method	25,938	19,459
Loss on disposal of property, plant and equipment	135	124
Gain on disposal of non-current assets held for sale	(109,805)	-
Gain on disposal of investments accounted for using equity method	-	(97,762)
Others	1,430	145
Changes in operating assets and liabilities		
Accounts receivable	(62,442)	30,894
Accounts receivable from related parties	(182,333)	(51,830)
Other receivables	(571,337)	(847,180)
Inventories	(762,762)	(327,609)
Prepayments	(3,112)	(16,305)
Other current assets	1,220	3,349
Right to recover products	(12,605)	(27,182)
Contract liabilities	117,498	50,464
Accounts payable	2,032,093	1,874,455
Accounts payable to related parties	7,988	129,196
Other payables	136,320	381,495
Provisions	(140)	-
Other current liabilities	139,889	105,450
Net defined benefit plans	(4)	(946)
Refund liabilities	10,898	27,503
Cash generated from operations	6,098,948	6,254,107
Interest received	61	46
Income tax paid	(967,381)	(530,628)
Net cash generated from operating activities	<u>5,131,628</u>	<u>5,723,525</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	(375,000)	-
Disposal of financial assets at fair value through other comprehensive income	2,138	-
Acquisition of financial assets at fair value through profit or loss	(230,000)	-
Acquisition of investments accounted for using equity method	(5,880)	(220,850)
Disposal of investments accounted for using equity method	-	466,547

(Continued)

momo.com Inc.**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	2022	2021
Disposal of non-current assets held for sale	\$ 200,156	\$ -
Acquisition of property, plant and equipment	(2,396,014)	(289,145)
Disposal of property, plant and equipment	161	-
Increase in refundable deposits	(102,829)	(46,545)
Decrease in refundable deposits	5,818	28,029
Acquisition of intangible assets	(34,782)	(37,917)
Increase in other financial assets	(189,035)	(5,577)
Decrease in other financial assets	156,692	5,237
Increase in prepayments for equipment	(228,985)	(282,076)
Interest received	47,794	22,885
Dividends received	<u>63,199</u>	<u>14,558</u>
Net cash used in investing activities	<u>(3,086,567)</u>	<u>(344,854)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposits received	67,440	68,529
Decrease in guarantee deposits received	(42,824)	(35,046)
Repayment of the principal portion of lease liabilities	(646,220)	(513,544)
Cash dividends paid	(2,366,989)	(1,400,585)
Interest paid	<u>(12,685)</u>	<u>(12,454)</u>
Net cash used in financing activities	<u>(3,001,278)</u>	<u>(1,893,100)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(956,217)	3,485,571
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>8,084,518</u>	<u>4,598,947</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 7,128,301</u>	<u>\$ 8,084,518</u>

(Concluded)



勤業眾信

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
momo.com Inc.

Opinion

We have audited the accompanying consolidated financial statements of momo.com Inc. and its subsidiaries (the "Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China (ROC).

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the ROC. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the ROC, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2022 are stated as follows:

Risk of Revenue Recognition

The Group's primary source of revenue is generated from virtual channels, including TV shopping channels, E-commerce portals and catalogues. Due to the nature of the Group's core sales, the Group offers a wide range of products and services to different customers; the trading quantity is rather high while each transaction is individually low in value and is highly automated through the website and related system. As a result of the Group's business model being highly relying on IT infrastructure and the fact that the Group processes, stores and transmits large amounts of data through digital and web-based environment, the risk derived from revenue recognition depends on whether the sales amount can be transferred into the IT system and recognized appropriately.

By conducting compliance tests, we obtained an understanding of the revenue recognition process and of the design and execution for relevant controls. The major audit procedures were as follows:

1. Verify the details of invoices in the system to check if the sales amount of each invoice is consistent with its shipping notice and sales order.
2. Confirm the completeness and consistency of transmission through IT system by testing the information transferred from front-end system to general ledger system, and further perform tests on whether the Daily Sales Report in the system is consistent with journal entries of revenue each day.

Other Matter

We have also audited the parent company only financial statements of momo.com Inc. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified report.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the FSC of the ROC, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the audit committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the ROC will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Pei-De Chen and Chun-Hung Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 17, 2023

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the ROC and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the ROC.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

momo.com Inc. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 8,044,437	30	\$ 8,804,124	38
Financial assets at fair value through other comprehensive income - current	4,217	-	15,179	-
Notes and accounts receivable, net	178,680	1	116,728	1
Accounts receivable from related parties	286,633	1	104,783	1
Other receivables, net	2,259,749	9	1,689,565	7
Inventories	4,479,408	17	3,728,410	16
Prepayments	69,661	-	69,244	-
Other financial assets - current	134,752	-	217,047	1
Other current assets	16,505	-	15,955	-
Right to recover products - current	175,124	1	162,519	1
Total current assets	15,649,166	59	14,923,554	65
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current	237,546	1	-	-
Financial assets at fair value through other comprehensive income - non-current	403,487	2	61,177	-
Investments accounted for using equity method	486,008	2	691,559	3
Property, plant and equipment	7,322,583	28	5,079,849	22
Right-of-use assets	1,588,102	6	1,505,291	7
Intangible assets	57,354	-	77,801	-
Deferred tax assets	27,716	-	57,298	-
Prepayments for equipment	91,692	-	270,265	1
Refundable deposits	239,774	1	142,913	1
Net defined benefit assets - non-current	3,952	-	803	-
Other financial assets - non-current	233,329	1	204,536	1
Total non-current assets	10,691,543	41	8,091,492	35
TOTAL	\$ 26,340,709	100	\$ 23,015,046	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current	\$ 203,414	1	\$ 85,916	-
Accounts payable	10,659,957	40	8,537,131	37
Accounts payable to related parties	344,214	1	447,295	2
Other payables	1,580,298	6	1,623,417	7
Current tax liabilities	427,759	2	585,583	3
Lease liabilities - current	628,254	2	535,770	2
Refund liabilities - current	191,002	1	180,104	1
Other current liabilities	990,389	4	798,388	4
Total current liabilities	15,025,287	57	12,793,604	56
NON-CURRENT LIABILITIES				
Provisions - non-current	26,709	-	24,160	-
Deferred tax liabilities	28,302	-	15,064	-
Lease liabilities - non-current	997,045	4	998,402	4
Guarantee deposits received	359,770	1	334,803	2
Total non-current liabilities	1,411,826	5	1,372,429	6
Total liabilities	16,437,113	62	14,166,033	62
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Common stock	2,184,913	8	1,820,761	8
Capital surplus	2,259,399	9	2,446,415	11
Retained earnings				
Legal reserve	1,461,632	6	1,128,868	5
Special reserve	206,677	1	142,530	1
Unappropriated earnings	3,913,139	15	3,427,094	14
Total retained earnings	5,581,448	22	4,698,492	20
Other equity	(210,385)	(1)	(206,677)	(1)
Total equity attributable to owners of the Company	9,815,375	38	8,758,991	38
NON-CONTROLLING INTERESTS	88,221	-	90,022	-
Total equity	9,903,596	38	8,849,013	38
TOTAL	\$ 26,340,709	100	\$ 23,015,046	100

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 103,436,435	100	\$ 88,396,696	100
OPERATING COSTS	<u>93,164,417</u>	<u>90</u>	<u>79,451,893</u>	<u>90</u>
GROSS PROFIT FROM OPERATIONS	<u>10,272,018</u>	<u>10</u>	<u>8,944,803</u>	<u>10</u>
OPERATING EXPENSES				
Marketing expenses	3,379,974	3	2,857,970	3
Administrative expenses	2,590,355	3	1,963,051	2
Research and development expenses	227,377	-	202,289	-
Expected credit loss	<u>1,228</u>	<u>-</u>	<u>2,983</u>	<u>-</u>
Total operating expenses	<u>6,198,934</u>	<u>6</u>	<u>5,026,293</u>	<u>5</u>
NET OTHER INCOME AND EXPENSES	<u>211,735</u>	<u>-</u>	<u>123,562</u>	<u>-</u>
OPERATING INCOME	<u>4,284,819</u>	<u>4</u>	<u>4,042,072</u>	<u>5</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	55,669	-	26,834	-
Other income	8,609	-	4,317	-
Other gains and losses, net	39,591	-	96,577	-
Finance costs	(13,026)	-	(12,669)	-
Share of loss of associates accounted for using equity method	<u>(63,871)</u>	<u>-</u>	<u>(72,418)</u>	<u>-</u>
Total non-operating income and expenses	<u>26,972</u>	<u>-</u>	<u>42,641</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	4,311,791	4	4,084,713	5
INCOME TAX EXPENSE	<u>877,889</u>	<u>1</u>	<u>809,447</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>3,433,902</u>	<u>3</u>	<u>3,275,266</u>	<u>4</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	3,145	-	136	-

(Continued)

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	\$ (41,514)	-	\$ (2,429)	-
Share of remeasurement of defined benefit plans of associates accounted for using equity method	367	-	-	-
Share of unrealized gain on investments in equity instruments at fair value through other comprehensive income of associates accounted for using equity method	-	-	17,700	-
Income tax expense related to items that will not be reclassified subsequently to profit or loss	(629)	-	(27)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation	30,407	-	(26,147)	-
Share of other comprehensive income (loss) of associates accounted for using equity method	<u>7,958</u>	<u>-</u>	<u>(2,514)</u>	<u>-</u>
Other comprehensive loss, net of tax	<u>(266)</u>	<u>-</u>	<u>(13,281)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,433,636</u>	<u>3</u>	<u>\$ 3,261,985</u>	<u>4</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 3,434,626	3	\$ 3,280,300	4
Non-controlling interests	<u>(724)</u>	<u>-</u>	<u>(5,034)</u>	<u>-</u>
	<u>\$ 3,433,902</u>	<u>3</u>	<u>\$ 3,275,266</u>	<u>4</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 3,434,311	3	\$ 3,267,100	4
Non-controlling interests	<u>(675)</u>	<u>-</u>	<u>(5,115)</u>	<u>-</u>
	<u>\$ 3,433,636</u>	<u>3</u>	<u>\$ 3,261,985</u>	<u>4</u>
EARNINGS PER SHARE				
Basic	<u>\$ 15.72</u>		<u>\$ 15.01</u>	
Diluted	<u>\$ 15.72</u>		<u>\$ 15.01</u>	

(Concluded)

momo.com Inc. AND SUBSIDIARIES
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to Owners of the Company					Other Equity		Total	Non-controlling Interests	Total Equity
	Common Stock	Capital Surplus	Retained Earnings			Exchange Differences on Translation	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income			
			Legal Reserve	Special Reserve	Unappropriated Earnings					
BALANCE AT JANUARY 1, 2021	\$ 1,400,585	\$ 2,624,386	\$ 934,425	\$ 172,693	\$ 1,944,434	\$ (79,312)	\$ (63,218)	\$ 6,933,993	\$ 15,987	\$ 6,949,980
Distribution of 2020 earnings										
Legal reserve	-	-	194,443	-	(194,443)	-	-	-	-	-
Cash dividends	-	-	-	-	(1,400,585)	-	-	(1,400,585)	-	(1,400,585)
Stock dividends	280,117	-	-	-	(280,117)	-	-	-	-	-
Reversal of special reserve	-	-	-	(30,163)	30,163	-	-	-	-	-
Changes in equity of associates accounted for using equity method	-	4,940	-	-	(3,605)	-	-	1,335	-	1,335
Issue of stock dividends from capital surplus	140,059	(140,059)	-	-	-	-	-	-	-	-
Net profit (loss) for the year ended December 31, 2021	-	-	-	-	3,280,300	-	-	3,280,300	(5,034)	3,275,266
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	109	(28,580)	15,271	(13,200)	(81)	(13,281)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	3,280,409	(28,580)	15,271	3,267,100	(5,115)	3,261,985
Disposal of investments accounted for using equity method	-	(42,852)	-	-	50,838	-	(50,838)	(42,852)	-	(42,852)
Increase in non-controlling interests	-	-	-	-	-	-	-	-	79,150	79,150
BALANCE AT DECEMBER 31, 2021	1,820,761	2,446,415	1,128,868	142,530	3,427,094	(107,892)	(98,785)	8,758,991	90,022	8,849,013
Distribution of 2021 earnings										
Legal reserve	-	-	332,764	-	(332,764)	-	-	-	-	-
Special reserve	-	-	-	64,147	(64,147)	-	-	-	-	-
Cash dividends	-	-	-	-	(2,366,989)	-	-	(2,366,989)	-	(2,366,989)
Stock dividends	182,076	-	-	-	(182,076)	-	-	-	-	-
Changes in equity of associates accounted for using equity method	-	-	-	-	(1,244)	-	-	(1,244)	-	(1,244)
Issue of stock dividends from capital surplus	182,076	(182,076)	-	-	-	-	-	-	-	-
Net profit (loss) for the year ended December 31, 2022	-	-	-	-	3,434,626	-	-	3,434,626	(724)	3,433,902
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	2,883	38,316	(41,514)	(315)	49	(266)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	3,437,509	38,316	(41,514)	3,434,311	(675)	3,433,636
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	(4,754)	-	-	(4,754)	(1,126)	(5,880)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	510	-	(510)	-	-	-
Changes in equity of non-current assets held for sale	-	(4,940)	-	-	-	-	-	(4,940)	-	(4,940)
BALANCE AT DECEMBER 31, 2022	\$ 2,184,913	\$ 2,259,399	\$ 1,461,632	\$ 206,677	\$ 3,913,139	\$ (69,576)	\$ (140,809)	\$ 9,815,375	\$ 88,221	\$ 9,903,596

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 4,311,791	\$ 4,084,713
Adjustments for:		
Depreciation expenses	1,048,464	887,563
Amortization expenses	60,005	62,232
Expected credit loss	1,228	2,983
Gain on financial assets at fair value through profit or loss	(7,546)	-
Finance costs	13,026	12,669
Interest income	(55,669)	(26,834)
Share of loss of associates accounted for using equity method	63,871	72,418
Loss on disposal of property, plant and equipment	135	124
Gain on disposal of non-current assets held for sale	(109,805)	-
Gain on disposal of investments accounted for using equity method	-	(97,762)
Impairment loss on non-financial assets	82,231	-
Others	391	564
Changes in operating assets and liabilities		
Notes and accounts receivable	(62,667)	31,942
Accounts receivable from related parties	(181,850)	(52,642)
Other receivables	(568,832)	(846,856)
Inventories	(750,998)	(338,398)
Prepayments	(417)	(15,249)
Other current assets	71	4,963
Right to recover products	(12,605)	(27,182)
Contract liabilities	117,498	50,464
Accounts payable	2,122,826	1,917,511
Accounts payable to related parties	(103,081)	9,665
Other payables	155,294	394,778
Provisions	(140)	-
Other current liabilities	192,001	99,034
Net defined benefit plans	(4)	(946)
Refund liabilities	10,898	27,503
Cash generated from operations	6,326,116	6,253,257
Interest received	61	46
Income tax paid	(994,143)	(532,456)
Net cash generated from operating activities	<u>5,332,034</u>	<u>5,720,847</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	(375,000)	-
Disposal of financial assets at fair value through other comprehensive income	2,138	-
Acquisition of financial assets at fair value through profit or loss	(230,000)	-
Disposal of investments accounted for using equity method	-	466,547
Disposal of non-current assets held for sale	200,156	-

(Continued)

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
Acquisition of property, plant and equipment	\$ (2,404,718)	\$ (291,966)
Disposal of property, plant and equipment	733	-
Increase in refundable deposits	(103,246)	(46,616)
Decrease in refundable deposits	6,259	28,029
Acquisition of intangible assets	(36,144)	(37,917)
Increase in other financial assets	(355,006)	(54,424)
Decrease in other financial assets	409,547	51,616
Increase in prepayments for equipment	(252,228)	(306,552)
Interest received	52,576	25,368
Dividends received	<u>-</u>	<u>7,914</u>
Net cash used in investing activities	<u>(3,084,933)</u>	<u>(158,001)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposits received	68,240	69,729
Decrease in guarantee deposits received	(43,424)	(35,746)
Repayment of the principal portion of lease liabilities	(646,220)	(513,544)
Cash dividends paid	(2,366,989)	(1,400,585)
Interest paid	(12,685)	(12,454)
Changes in non-controlling interests	<u>(5,880)</u>	<u>79,150</u>
Net cash used in financing activities	<u>(3,006,958)</u>	<u>(1,813,450)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>170</u>	<u>(245)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	<u>(759,687)</u>	<u>3,749,151</u>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>8,804,124</u>	<u>5,054,973</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 8,044,437</u>	<u>\$ 8,804,124</u>

(Concluded)

Attachment VI

momo.com Inc.

Proposal for 2022 Earnings Distribution

Unit : NT\$

Items	Amount
Unappropriated retained earnings as of December 31,2021	\$ 481,117,299
Add: Disposal of investments in equity instruments designated as at fair value through other comprehensive income	509,961
Add: Remeasurement of defined benefit obligation	2,882,874
Less: Changes in equity of associates accounted for using equity method	(1,243,795)
Less: Difference between consideration and carrying amount of subsidiaries acquired	(4,753,548)
Add: Net income of 2022	3,434,625,322
Less: Legal reserve appropriation (10%)	(343,202,081)
Less: Special reserve appropriation	<u>(3,708,527)</u>
Retained earnings available for distribution as of December 31, 2022	\$ 3,566,227,505
Distribution item :	
Cash dividends to common shareholders (NT\$15 per share)	<u>(3,277,368,900)</u>
Unappropriated retained earnings balance	<u><u>\$ 288,858,605</u></u>

Note : Priority to distribute 2022 available earnings.

Attachment VII

momo.com Inc.

Amendment Comparison Chart for the “Articles of Incorporation”

Amended articles	Existing articles	Description
<p>Article 2</p> <p>The Company shall be engaged in the following business:</p> <p>1. J503020 Television Program Production</p> <p>2. J503010 Broadcast Program Production</p> <p>3. J503030 Broadcasting and Television Program Distribution</p> <p>4. J503040 Broadcasting and Television Commercial</p> <p>5. J503050 Video Tape Program</p> <p>6. F108031 Wholesale of Medical Devices</p> <p>7. F208031 Retail Sale of Medical Apparatus</p> <p>8. F208021 Retail Sale of Western Pharmaceutical</p> <p>9. F208011 Retail Sale of Traditional Chinese Medicine</p> <p><u>10. F401161 Tobacco Products Import</u></p> <p><u>11. F401171 Alcohol Products Importation</u></p> <p><u>12. J506021 Satellite Channel Program Supply</u></p> <p><u>13. F203020 Retail Sale of Tobacco and Alcohol</u></p> <p><u>14. I301040 The Third Party Payment</u></p> <p><u>15. G801010 Warehousing</u></p> <p><u>16. F107080 Wholesale of Environmental Agents</u></p> <p><u>17. F207080 Retail Sale of Environmental Agents</u></p>	<p>Article 2</p> <p>The Company shall be engaged in the following business:</p> <p>1. J503020 Television Program Production</p> <p>2. J503010 Broadcast Program Production</p> <p>3. J503030 Broadcasting and Television Program Distribution</p> <p>4. J503040 Broadcasting and Television Commercial</p> <p>5. J503050 Video Tape Program</p> <p>6. F108031 Wholesale of Medical Devices</p> <p>7. F208031 Retail Sale of Medical Apparatus</p> <p>8. F208021 Retail Sale of Western Pharmaceutical</p> <p>9. F208011 Retail Sale of Traditional Chinese Medicine</p> <p><u>10. F108021 Wholesale of Western Pharmaceutical</u></p> <p><u>11. F108011 Wholesale of Traditional Chinese Medicine</u></p> <p><u>12. F401161 Tobacco Products Import</u></p> <p><u>13. F401171 Alcohol Products Importation</u></p> <p><u>14. J506021 Satellite Channel Program Supply</u></p> <p><u>15. F203020 Retail Sale of Tobacco and Alcohol</u></p> <p><u>16. I301040 The Third Party Payment</u></p> <p><u>17. G801010 Warehousing</u></p> <p><u>18. F107080 Wholesale of Environmental Agents</u></p> <p><u>19. F207080 Retail Sale of Environmental Agents</u></p>	<p>Deleted business items “ F108021 Wholesale of Western Pharmaceutical” 、 “ F108011 Wholesale of Traditional Chinese Medicine” and adjusted the item number to reflect the actual operating conditions.</p>

Amended articles	Existing articles	Description
<u>18.</u> F401181 Measuring Instruments Import <u>19.</u> IZ06010 Tally Packaging <u>20.</u> F399040 Retail Sale No Storefront <u>21.</u> ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval	<u>20.</u> F401181 Measuring Instruments Import <u>21.</u> IZ06010 Tally Packaging <u>22.</u> F399040 Retail Sale No Storefront <u>23.</u> ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval	
<p>Article 31-1</p> <p>If the Company has any profit upon closing of accounts, the Company shall first settle outstanding taxes and offset accumulated losses of the preceding years, and then set aside 10% of such profits as a legal surplus. However, when the legal surplus amounts to the <u>paid-in capital</u>, this shall not apply. An additional sum of the special surplus may be retained in accordance with relevant rules and regulations or business requirements. The remaining surplus, if any, along with unallocated earnings of previous years, shall be eligible to be distributed pursuant to the decision by the board meeting. At least 10% of the earnings surplus each year shall be set aside, and an earnings distribution plan shall be provided to be resolved by the shareholders' meeting for distribution.</p>	<p>Article 31-1</p> <p>If the Company has any profit upon closing of accounts, the Company shall first settle outstanding taxes and offset accumulated losses of the preceding years, and then set aside 10% of such profits as a legal surplus. However, when the legal surplus amounts to the <u>authorized capital</u>, this shall not apply. An additional sum of the special surplus may be retained in accordance with relevant rules and regulations or business requirements. The remaining surplus, if any, along with unallocated earnings of previous years, shall be eligible to be distributed pursuant to the decision by the board meeting. At least 10% of the earnings surplus each year shall be set aside, and an earnings distribution plan shall be provided to be resolved by the shareholders' meeting for distribution.</p>	<p>In line with the provisions of Article 237 of the Company Act, which clearly defines the “authorized capital” stipulated in the proviso of Paragraph 1 as “paid-in capital”.</p>
<p>Article 37</p> <p>These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004. First amendment on 10 March, 2005</p> <p>Seventeenth amendment on 15 May, 2020 Eighteenth amendment on 18 May, 2021 Nineteenth amendment on 20 May, 2022 <u>Twentieth amendment on 19 May, 2023</u></p>	<p>Article 37</p> <p>These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004. First amendment on 10 March, 2005</p> <p>Seventeenth amendment on 15 May, 2020 Eighteenth amendment on 18 May, 2021 Nineteenth amendment on 20 May, 2022</p>	<p>To include the dates of amendment.</p>

Attachment VIII

momo.com Inc.

Procedures for Elections of Directors

Article 1: To ensure a just, fair and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2: Unless otherwise provided by laws and regulations or the Articles of Association, elections of directors of the Company shall be conducted in accordance with these Procedures.

Article 3: The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration. An appropriate policy on diversity based on the Company's business operations, operating model, and development needs shall be formulated. It is advisable that the policy include, without being limited to, the following two general standards:

- I. Basic requirements and values: Gender, age, nationality, culture, etc.
- II. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skills, and competencies to perform their duties. The overall abilities advised for the directors include the following:

- I. Ability to make sound business judgments.
- II. Ability to conduct accounting and financial analyses.
- III. Operation and management ability.
- IV. Crisis management ability.
- V. Industry knowledge.
- VI. International market perspectives.
- VII. Leadership.
- VIII. Decision-making ability.
- IX. Information security knowledge and management ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Company's board of directors shall consider adjusting its composition based on the results of performance evaluation.

Article 4: (Article deleted)

Article 5: The qualifications for and the election of independent directors of the Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 6: The election of directors at the Company is subject to the provisions of Article 192-1 of the Company Act in that a candidate nomination system shall be adopted, that such system shall be expressly stated in the Articles of Incorporation of the Company, and that the shareholders shall elect the directors from among the nominees in a roster of director candidates. The nomination and election methods shall comply with the Company Act and the Securities and Exchange Act.

When the number of directors falls below five due to the dismissal of a director for any reason, a by-election for directors shall be held by the Company at the next shareholders' meeting. When the number of vacancies in the board of directors equals to one third of the total number of directors stipulated in the Articles of Incorporation, the Company shall convene a special shareholders' meeting to hold a by-election within 60 days from the date of occurrence.

If the number of independent directors is below that required under the proviso of Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election for independent directors shall be held at the next shareholders' meeting; In the event that all the independent directors have been dismissed, the Company shall convene a special shareholders' meeting to hold a by-election within 60 days from the date of occurrence.

Article 7: The Company shall adopt a cumulative voting system when electing directors. Each share shall have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 8: The board of directors shall prepare ballots for directors in numbers corresponding to the directors to be elected, which shall include voting weight and be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 9: The director positions of the Company shall be based on the number specified in the Articles of Incorporation and the resolution to be adopted by the board of directors, with voting rights separately calculated for independent and non-independent directors. Those receiving ballots representing the highest number of voting rights shall be elected sequentially. When two or more persons receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person(s) not in attendance.

Article 10: Before the election begins, the chairman shall appoint several vote counters and scrutineers with shareholder status to perform respective duties relating to the election. The ballot boxes shall be prepared by the board of directors and be publicly inspected by the scrutineers before voting commences.

Article 11: Voters shall enter the name of candidates according to the announced list of director candidates.

If there are identical names in the list of director candidates, they shall be distinguished by the board of directors or other authorized conveners with notes.

Article 12: A ballot is invalid under any of the following circumstances:

- I. The ballot was not prepared by the board of directors or other authorized conveners.
- II. A blank ballot was placed in the ballot box.
- III. The writing was unclear and indecipherable or has been altered.
- IV. The name of the candidate entered on the ballot did not conform with the announced list of director candidates.
- V. The candidate entered received a total number of voting rights exceeding the voting rights under the cumulative voting system.
- VI. Other words or marks are entered in addition to the candidate's name and the number of voting rights allotted.

Article 13: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chairman or a designated person on site.

The ballots for the election referred to in the preceding Paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 14: The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 15: These Procedures shall be implemented after the approval by a shareholders meeting. The same procedures apply to any revision.

Article 16: Procedures for Elections of Directors and Supervisors were approved by shareholders' meetings on May 17, 2007

First amendment on November 19, 2013

Second amendment on May 17, 2017

Third amendment on 15 May, 2020

Attachment IX

List of Directors' Competitive Behavior to be released

Name	Name of Other Company	Concurrent Position Held
Daniel M. Tsai	TFN Media Co., Ltd.	Chairman
	Taiwan Mobile Co., Ltd.	Chairman
	Taiwan Digital Service Co., Ltd.	Director
	Taipei New Horizon Co., Ltd.	Chairman
	Win TV Broadcasting Co., Ltd.	Director
Jeff Ku	Bebe Poshe International Co., Ltd.	Chairman
	Prosperous Living Co.,Ltd.	Chairman
	Fubon Gehua (Beijing) Enterprise Ltd.	Director
	GHS Co., Ltd.	Director
Jamie Lin	AppWorks Ventures Co., Ltd.	Chairman
	TFN Media Co., Ltd.	Director and President
	Taiwan Mobile Co., Ltd.	Director and President
	TWM Film Co., Ltd.	Chairman
	Taiwan Digital Service Co., Ltd.	Chairman
	Taiwan Stampede Franchise Film Co., Ltd.	Chairman and President
	Taiwan Kuro Times Co., Ltd.	Chairman
	Fu Sheng Digital Co., Ltd.	Chairman
	Taipei New Horizon Co., Ltd.	Director
	Win TV Broadcasting Co., Ltd.	Chairman
	91APP,Inc.	Director
Chris Tsai	AppWorks Ventures Co., Ltd.	Director
	Taiwan Mobile Co., Ltd.	Director

Name	Name of Other Company	Concurrent Position Held
George Chang	Taiwan Mobile Co., Ltd.	Vice President and CFO
Mao-Hsiung, Huang	Century Biotech Development Corporation	Chairman
	Inotec Taiwan Co., Ltd.	Chairman
	Taiwan Pelican Express Co., Ltd.	Director
	E-Joy Electronics International Co., Ltd.	Chairman
	Fujio Food System Taiwan Co., Ltd.	Chairman
	MCOM Technology Co., Ltd.	Chairman
	Royal Park Taiwan Co. Ltd.	Chairman
	Mos Food Industry Corp.	Director
Chieh, Wang	Digiflow Company Limited	Chairman
	Enjoy Records Co., Ltd.	Director
Emily Hong	Wiwynn Corporation	Vice Chairman and CEO
Mike Jiang	Gamesofa Inc.	Chairman and President

Appendix

Directors' Shareholdings

March 21, 2023

Title	Name	Shareholding on final day for stock transfer	Percentage of total issued share capital (%) (Note 3)
Chairman	Wealth Media Technology Co., Ltd. Representative: Daniel M. Tsai	98,353,639	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: Jeff Ku	98,353,639	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: Jamie Lin	98,353,639	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: Chris Tsai	98,353,639	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: George Chang	98,353,639	45.01%
Director	Tong-An Investment Co., Ltd. Representative: Mao-Hsiung, Huang	23,008,800	10.53%
Independent Director	Hong-So, Chen	0	0%
Independent Director	Yi-Hong, Hsieh	0	0%
Independent Director	Chieh, Wang	0	0%
Directors' Total Shareholding: 121,362,439 shares, which accounts for 55.54% of the total issued share capital.			

Notes: 1. According to Article 26 of the Securities and Exchange Act, the sum of registered shares owned by this company's board of directors cannot be less than 4% of the company's total number of shares issued (8,739,650 shares).

2. As an audit committee has been set up in the company, there is no application of minimum number of shares to be held by supervisors.

3. As a percentage of total issued share capital = shares held ÷ total number of shares

momo.com Inc.
Articles of Incorporation
(prior to the proposed revision)

CHAPTER 1 GENERAL PROVISIONS

Article 1 Fubon Multimedia Technology. Co., Ltd, trading under “momo.com Inc.” (hereinafter referred to as “the Company”), is incorporated in accordance with the Company Act.

Article 2 The Company shall be engaged in the following business::

1. J503020 Television Program Production
2. J503010 Broadcast Program Production
3. J503030 Broadcasting and Television Program Distribution
4. J503040 Broadcasting and Television Commercial
5. J503050 Video Tape Program
6. F108031 Wholesale of Medical Devices
7. F208031 Retail Sale of Medical Apparatus
8. F208021 Retail Sale of Western Pharmaceutical
9. F208011 Retail Sale of Traditional Chinese Medicine
10. F108021 Wholesale of Western Pharmaceutical
11. F108011 Wholesale of Traditional Chinese Medicine
12. F401161 Tobacco Products Import
13. F401171 Alcohol Products Importation
14. J506021 Satellite Channel Program Supply
15. F203020 Retail Sale of Tobacco and Alcohol
16. I301040 The Third Party Payment
17. G801010 Warehousing
18. F107080 Wholesale of Environmental Agents
19. F207080 Retail Sale of Environmental Agents
20. F401181 Measuring Instruments Import
21. IZ06010 Tally Packaging
22. F399040 Retail Sale No Storefront
23. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval

Article 3 The company’s headquarter is located in Taipei, Taiwan, and may establish domestic and/or overseas branch offices at appropriate locations when necessary. The establishment and closure of offices shall be decided by the board of directors.

Article 4 Public notices of the Company are handled in accordance with Article 28 of the Company Act and other relevant laws and regulations.

CHAPTER 2 SHARES

- Article 5 The authorized capital of the Company is NT\$3 billion, divided into 300 million common shares at a par value of NT\$10 per share. The board of directors is authorized to issue the unissued shares in installments. Within the aforementioned capital, NT\$50 million are reserved as 5 million shares at a par value of NT\$10 per share, to be used in the issuance of employee stock warrants in installments pursuant to resolution by the board of directors.
- Article 6 The Company is not restricted by Article 13 of the Company Act, which stipulates that the total of its investments in subsidiaries shall not exceed forty percent of the amount of its own paid-up capital.
- Article 7 All shares of the Company are registered shares and shall be issued in accordance with the provisions of the Company Act and related laws and regulations.
- For the shares to be issued to the public by the Company, the Company may be exempted from printing any physical share certificates. However, the Company shall engage a centralized securities depository institution to register the shares.
- Article 8 The entries in the shareholders' roster shall not be altered within 60 days prior to the meeting date of the annual general shareholders' meeting; within 30 days prior to the meeting date of the special shareholders' meeting; or within 5 days prior to the record date fixed by the Company for distribution of dividend, bonus, or other benefits.
- Article 9 All of the Company's shares shall be handled in accordance with the provisions of the Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 10 The exercise price for employee stock warrants that are issued by the Company may be lower than the closing price of the Company's common shares as of the issuing date. However, the issuance of the aforementioned employee stock warrants must obtain the consent of at least two-thirds of the voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares.
- Article 11 Repurchased treasury shares may be transferred to company employees at a transfer price lower than the average repurchase price pursuant to relevant regulations and the resolution by the most recent shareholders' meeting.
- Article 11-1 The treasury shares purchased by the Company in accordance with the Company Act may be transferred to, including but not limited to, employees of parents or subsidiaries of the Company meeting certain specific requirements set by the Board of Directors or its authorized persons.
- The share subscription warrants of the Company may be issued to, including but not limited to, employees of parents or subsidiaries of the Company meeting certain specific requirements set by the Board of Directors or its authorized persons.

When the Company issues new shares, the employees entitled to subscribe for new shares may include employees of parents or subsidiaries of the Company meeting certain specific requirements set by the Board of Directors or its authorized persons.

The restricted stock for employees issued by the Company may be transferred to, including but not limited to, employees of parents or subsidiaries of the Company meeting certain specific requirements set by the Board of Directors or its authorized persons.

CHAPTER 3 SHAREHOLDERS' MEETING

Article 12 The Company holds two types of shareholders' meetings: annual general shareholders' meetings and special shareholders' meetings. Annual general shareholder's meeting shall be convened within six months after close of each fiscal year; special shareholders' meetings may be convened in accordance with the laws when necessary.

A notice to convene a general/special shareholders' meeting referred to in the preceding Paragraph shall be given to the shareholders thirty/fifteen days in advance. The notice shall indicate the meeting date, meeting place, and the reason for convening the meeting. Shareholders holding less than 1,000 registered shares shall be notified of the shareholders' meeting by way of public notice.

The notice may be given by means of electronic transmission after obtaining prior consent from the recipients thereof.

Article 12-1 A shareholders' meeting can be held by means of videoconferencing or other methods announced by the Ministry of Economic Affairs.

Article 13 A shareholders' meeting shall, unless otherwise provided for in the Company Act or other relevant laws and regulation, be convened by the board of directors. For a shareholders' meeting convened by the board of directors, the chairman of the board shall assume the chairman of the meeting. If the chairman of the board is absent or unable to exercise authority, the Chairman should appoint an elected representative of the Board to assume the responsibility of chairing the meeting. If no representative of the board is appointed, members of the board shall nominate a representative among themselves to chair the meeting. For a shareholders' meeting convened by any other person having convening rights, he/she shall act as the chairman of that meeting provided. However, if there are two or more persons with convening rights, the chairman of the meeting shall be elected from among themselves. Shareholder meetings will be held as stipulated by the Company's Regulations and Procedures of Shareholders' Meeting.

Article 14 Shareholders that are unable to attend shareholders' meetings for any reason shall state the scope of power authorized to the proxy on the proxy form printed by the Company, affixed with their signature or seal, and appoint a proxy to attend the meeting on their behalf in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies stipulated by the competent authority, unless otherwise stipulated by Article 177, Article 177-1, and Article 177-2 of the Company Act and Article 25-1 of the Securities and Exchange Act.

Article 15 Unless set forth in Article 179 of the Company Act stating the restriction or no voting right on the exercise of voting power, a shareholder shall have one voting power in respect of each share in his/her/its possession

Article 15-1 Shareholders may exercise their voting power at a shareholders' meeting held by the Company in writing or by way of electronic transmission.

Article 16 Resolutions at a shareholders' meeting shall, unless otherwise provided for in relevant laws and regulations, be adopted by a majority vote of the shareholders or their proxies present, who represent more than one-half of the total number of voting shares.

Article 17 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting.

The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be completed by means of electronic transmission. Once the Company's shares are issued to the public, the minutes of shareholders' meeting may be disclosed to the shareholders via a public notice.

Article 18 The Company may, in pursuance of the resolution adopted by its board of directors, apply to the competent authority in charge for an approval of the public issuance of its shares. The Company may apply for an approval of ceasing its status as a public company by a resolution adopted, at a shareholders' meeting, by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares. Article 18 shall remain unchanged during the Company's listing in emerging, OTC, and stock exchange markets.

In the event the total number of shares represented by the shareholders present at the shareholders' meeting whose shares have been issued to the public is less than the percentage of the total shareholdings required in the preceding Paragraph, the resolution may be adopted by two-third of the voting rights exercised by the shareholders present at the shareholders' meeting who represent a majority of the outstanding shares of the company.

CHAPTER 4 BOARD OF DIRECTORS, OF THE AUDIT COMMITTEE, AND MANAGERIAL OFFICERS

Article 19 The Company shall have nine to eleven directors on the board of directors, with a term of office of three years. Directors shall be elected by the shareholders during the shareholders' meeting and may be eligible for re-election. In case no election of new directors is effected after the expiration of the term of office of existing directors, the term of office shall be extended until a time when new directors are elected and assume their roles as directors. However, the competent authority may, ex officio, order the Company to elect new directors within a given time limit; if no re-election is effected after the expiry of the given time limit, the incumbent directors shall be discharged ipso facto from such expiration date.

In order to fulfill corporate governance, the Company shall appoint independent directors, no less than three in number and not less than one-fifth of the board of directors, in accordance with Article 14-2 of the Securities and Exchange Act. Professional qualifications, restrictions on shareholding and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall all be subject to the relevant regulations of the competent authority in charge of securities affairs.

A candidate nomination system shall be adopted for election of directors. Directors shall be elected from among the nominees in a list of director candidates during a shareholders' meeting. Independent directors and non-independent directors shall be elected at the same time, but there shall be separate number of seats for independent and non-independent directors. The candidate with the highest number of votes shall be deemed independent/non-independent director-elect.

Total registered shares held by the Company's entire board of directors shall not be less than certain percentage of the outstanding shares specified by the competent authority.

The Company may purchase liability insurance for its directors.

Article 20 In Accordance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an audit committee composed by all independent directors. The exercise of authority of the audit committee and other compliance matters shall be handled in accordance with the provisions in the Company Act, Securities and Exchange Act, other related laws and regulations, and the Company's Articles of Incorporation.

Article 21 The Company adopts a cumulative voting method when electing directors. Each share shall have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. Candidates with the highest number of votes shall be elected as the directors.

Article 22 The board shall be comprised of the board of directors. The powers and duties of the board of directors are as follows:

1. Draft business plans;
2. Propose earnings distribution or loss make-up proposals;
3. Propose plans for capital increase and/or reduction;
4. Establish key articles of incorporation and organizational structure;
5. Appoint or discharge managers of the Company;
6. Establish or terminate branch units of the Company;
7. Propose annual budgets and closures of accounts; and
8. Other duties and power authorized by the Company Act and the resolution by the board meeting.

Article 23 The board of directors shall elect a chairman of the board from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman represents the Company externally.

Article 24 Unless otherwise stipulated in the Company Act, meetings of the board of directors shall be convened by the chairman of the board. Unless otherwise stipulated in the Company Act, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 25 The Chairman of the board shall assume the role of the chairman at the board meetings. If the chairman of the board is absent or unable to exercise his/or authority, the Chairman shall appoint a director to assume responsibility as Chairman. If no director is appointed, the directors shall elect an acting chairman amongst themselves. The directors shall attend the board meeting in person. Directors who are unable to attend shall appoint another director to attend on their behalf. A director may accept the appointment to act as the proxy of only one other director referred to in the preceding Paragraph.

Meeting of the board of directors could proceed via a visual communication network. The directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

In calling a meeting of the board of directors, a notice in the form of a fax or electronic mail setting forth therein the subject(s) to be discussed at the meeting shall be given to each director and no later than seven days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time.

Article 26. The remuneration of the directors of the Company (including independent directors) is authorized to be resolved by the board of directors after considering their degree of participation in and contribution to the Company's operations, and based on the normal remuneration standard of the industry. A certain amount of reimbursement for travel expenses or other allowances may also be provided. In the event that the Company generates profit, bonuses shall be allocated to the board of directors in accordance with Article 31.

Different but reasonable remuneration from that of other directors may be set forth for the independent directors.

Shareholders or directors of the Company assuming the roles of managers or employees shall be deemed members of the general staff and be paid the salary of a manager or employee separately based on their duties. The salary amount shall be stipulated in accordance with relevant laws or per the contract.

Article 27. The Company may appoint managers. The appointment, discharge, and remuneration of the managers shall be handled in accordance with Article 29 of the Company Act.

The President shall oversee the execution of the Company's business within the scope authorized by the Company's internal regulations.

CHAPTER 5 ACCOUNTING

Article 28 The Company adopts the period from 1 January each calendar year through 31 December of the same calendar year for the fiscal year. Closing for the year shall be made after each fiscal year end.

Article 29 In accordance with Article 228 of the Company Act, the board of directors shall prepare the following statements and records at the close of the fiscal year and shall present the said statements for approval at the annual general meeting of shareholders:

1. The business report;
2. The financial statements;
3. The earning surplus distribution or loss off-setting proposals.

Article 30 Distribution of the dividends and bonuses shall be based on the proportion of the number of shares held by each shareholder accordingly. In the instance of no earnings surplus, the Company shall not distribute dividends or bonuses.

Article 31 If the Company has any profit upon closing of accounts, a percentage of the profits shall be distributed as director and employee remuneration, as follows:

1. a maximum of 0.3% as director remuneration
2. 0.1% to 1% as employee remuneration

However, if the Company is operating at a loss, profits shall be retained to make up the losses of preceding years.

Employees' compensation may be distributed to, including but not limited to, employees of parents or subsidiaries of the Company meeting certain specific requirements set by the Board of Directors or its authorized persons.

Article 31-1 If the Company has any profit upon closing of accounts, the Company shall first settle outstanding taxes and offset accumulated losses of the preceding years, and then set aside 10% of such profits as a legal surplus. However, when the legal surplus amounts to the authorized capital, this shall not apply. An additional sum of the special surplus may be retained in accordance with relevant rules and regulations or business requirements. The remaining surplus, if any, along with unallocated earnings of previous years, shall be eligible to be distributed pursuant to the decision by the board meeting. At least 10% of the earnings surplus each year shall be set aside, and an earnings distribution plan shall be provided to be resolved by the shareholders' meeting for distribution.

Article 32 Only shareholders of record five days prior to the distribution date of dividend and earnings distribution are eligible for distribution.

Article 33 In consideration of the current status and development stage of the Company, the Company intends to adopt a dividend policy that seeks to best balance the operating requirements and shareholder interests. A suitable dividend distribution plan shall be drafted upon the board meeting based on the future capital budget plan of the Company to assess future fund requirement, profitability, financial structure, and earnings dilution impact. The dividend distribution plan shall be submitted to be resolved by the shareholders' meeting.

Dividends are distributed in the form of stock dividends or cash dividends, of which, cash dividends shall amount to at least 10%, in order to sustain company operations and growth while balancing the need for dividend distribution and shareholders rights.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 34 The Company shall make external guarantees in accordance with business operations.

Article 35 The Company shall alternatively establish organizational structure and protocols of procedure.

Article 36 Matters not provided in these Articles of Incorporation shall be conducted pursuant to the Company Act.

Article 37 These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004.

First amendment on 10 March, 2005

Second amendment on 30 June, 2006

Third amendment on 17 May, 2007

Fourth amendment on 5 October, 2007

Fifth amendment on 30 January, 2008

Sixth amendment on 17 January, 2009

Seventh amendment on 19 August, 2010

Eighth amendment on 5 June, 2012

Ninth amendment on 19 November, 2013

Tenth amendment on 14 February, 2014

Eleventh amendment on 14 May, 2014

Twelfth amendment on 6 May, 2015

Thirteenth amendment on 20 April, 2016

Fourteenth amendment on 17 May, 2017

Fifteenth amendment on 7 September, 2018

Sixteenth amendment on 16 May, 2019

Seventeenth amendment on 15 May, 2020

Eighteenth amendment on 18 May, 2021

nineteenth amendment on 20 May, 2022

momo.com Inc.

Regulations and Procedures of Shareholders' Meeting

- Article 1 The present regulations and procedures are established in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies to set guidelines for the governance, supervision, and management of the shareholders' meeting of Fubon Multimedia Technology Co., Ltd., trading under "momo.com Inc." (hereinafter referred to as the Company).
- Article 2. The Company's shareholders' meetings shall be held pursuant to the present regulations and procedures unless otherwise specified in laws and regulations.
- Article 3 The Company's shareholders' meetings shall be convened by the board of directors unless otherwise specified in laws and regulations.

Changes to the method for convening the shareholders' meeting must be passed by a resolution of the Board of Directors, and must be effected before the shareholders' meeting notice is sent.

The Company shall prepare an electronic file that contains the meeting notice, proxy form, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of an annual general shareholders' meeting or 15 days before the date of a special shareholders' meeting. An electronic copy of the shareholders' meeting agenda and supplementary information shall be uploaded to the Market Observation Post System (MOPS) 21 days before the date of the annual general shareholders' meeting or 15 days before the date of a special shareholders' meeting. However, the electronic copy must be uploaded 30 days before the annual general shareholders' meeting if the Company's paid-in capital reaches NT\$10 billion and above before the end of the most recent fiscal year, or if foreign and Chinese shareholders on the shareholders' roster for the annual general shareholders' meeting in the most recent year collectively accounts for 30% of all shares. Physical copies of the shareholders' meeting agenda and supplementary materials shall also be prepared 15 days before the date of the shareholders' meeting and made available for review by shareholders at any time. These documents shall be placed within the Company's premises and professional shareholder services agent commissioned thereby.

The Company shall provide the meeting agenda and supplementary information in the preceding paragraph to shareholders on the day of the shareholders' meeting via one of the following methods:

1. Distributed at the venue of the shareholders' meeting if a physical shareholders' meeting is held.
2. Distributed at the venue of the shareholders' meeting and electronic copies uploaded to the video conferencing platform if a physical shareholders' meeting is held with video calls.

3. Electronic copies must be uploaded to the video conferencing platform if a virtual shareholders' meeting is held.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendment to the Articles of Incorporation, capital reduction, application for delisting of shares, competition approval for directors, capitalization of earnings, capitalization of reserves, the dissolution, merger, spin-off or demerger of the Company, or any matters set forth in Paragraph 1, Article 185 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act; and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and their essential contents shall be explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

If a full re-election of the directors and their date of appointment has been stated in the notice of the reasons for convening the shareholders' meeting, after the re-election has been completed in such shareholders' meeting, the appointment date may not be changed by extemporary motions or other means in the same meeting.

A shareholder holding 1 percent or more of the total shares may submit to this Company a proposal for discussion at the annual general shareholders meeting. Such proposals, however, are limited to one item only. No proposal containing more than one item will be included in the meeting agenda. Proposals put forward by shareholders urging the Company to promote public interests or fulfill its social responsibilities may still be included in the meeting agenda by the board of directors. In addition, when the circumstances of any subparagraph of Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before an annual general shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, means of acceptance (in writing or by way of electronic transmission), and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words. A proposal containing more than 300 words will not be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the annual general shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting, the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 A shareholder may issue the Company's proxy form with the scope of authorization indicated to appoint a proxy to attend a shareholders' meeting.

Each shareholder may issue one proxy form and appoint one proxy only. The proxy form shall be delivered to the Company at least five days before the shareholders' meeting in concern is convened. In a case where more than one proxy form is received, the first one received by the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the Company receives the proxy form, a shareholder intending to attend the shareholders' meeting in person or exercise his/her/its voting rights in writing or by way of electronic transmission shall file a proxy rescission notice at least two days before the shareholders' meeting is convened. Otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

Once the proxy has been delivered to the Company and the shareholder wishes to attend the meeting via video call, the concerned shareholder should notify the Company in writing two days prior to the shareholders' meeting to rescind the notice for proxy. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 Shareholders' meetings shall be held at the premises of the Company or locations that are convenient for shareholders to attend and appropriate for shareholders' meetings. Meetings shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. Opinions of independent directors regarding the location and time of shareholders' meetings shall be given full consideration.

The restrictions on venue in the preceding paragraph do not apply if the Company convenes a virtual shareholders' meeting.

Article 6 The Company shall specify in shareholders' meeting notices the time and location for the registration of shareholders, solicitors, and proxies (hereinafter collectively referred to as "Shareholders") and other matters of attention.

The registration of shareholders shall begin at least 30 minutes before the meeting commences. The registration counter shall be clearly indicated. A sufficient number of competent personnel shall be assigned to process registration. The registration of shareholders for virtual shareholders' meetings shall begin 30 minutes before the meeting commences. Shareholders that complete registration shall be deemed as personally attending the shareholders' meeting.

Attending shareholders must present their attendance card, sign-in card, or other certificates for admittance when attending a shareholders' meeting. The Company shall not arbitrarily require additional supporting documents other than the certificates for admittance when shareholders attend a meeting. Proxy solicitors shall also bring their identification certificates for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

A shareholder who is a government agency or a juristic person may send more than one representative to attend shareholders' meetings. However, a juristic person serving as a proxy to attend a shareholders' meeting may appoint only one representative to attend the meeting.

If a virtual shareholders' meeting is convened and a shareholder wishes to attend the meeting via video call, the shareholder shall register the attendance method with the Company two days prior to the shareholders' meeting.

If a virtual shareholders' meeting is convened, the Company shall upload the meeting agenda, annual report, and related materials to the shareholders' meeting video conferencing platform at least 30 minutes before the meeting commences, and shall continue to disclose the materials until the meeting ends.

Article 6-1 The Company shall specify the following matters in the shareholders' meeting notice before convening a virtual shareholders' meeting:

1. How shareholders can attend the virtual shareholders' meeting and exercise their rights.
2. How to handle malfunctions of the video conferencing platform or video call due to natural disasters, incidents, or other force majeure events, and must at least include the following matters:
 - (1) The duration of the malfunction resulting in a postponement or resumption of the meeting, and the date that a postponed meeting will be resumed.
 - (2) Shareholders that did not register to attend in the original shareholders' meeting via video call may not attend the postponed or resumed meeting.
 - (3) If a physical shareholders' meeting that allowed attendance via video call cannot resume the video calls, the number of shares represented by shareholders attending via video call will be deducted, and the shareholders' meeting shall continue if the total number of shares in attendance reaches the threshold for convening a shareholders' meeting. If the shareholders' meeting continues, the number of shares represented by shareholders who originally attended via video call shall be counted in the total number of shares in attendance, but counted as abstentions in all agenda items of the shareholders' meeting.
 - (4) How to handle the meeting if the results of all agenda items were already announced but there were no extraordinary motions.
3. If a virtual shareholders' meeting is convened, suitable alternatives for shareholders who have difficulty attending the shareholders' meeting via video call must be specified.

Article 7 If a shareholders' meeting is convened by the board of directors, the chairman shall preside over the meeting. If the chairman is on leave or is unable to perform his/her duties, the vice chairman shall preside over the meeting. If the Company does not have a vice chairman or the vice chairman is also on leave or unable to perform his/her duties, the chairman shall appoint an executive director to preside over the meeting. If there is no executive director, the chairman shall appoint a director to act on his/her behalf. If the chairman has not appointed an agent, the directors shall elect among themselves one director to act on behalf of the chairman.

To serve as an agent for the chairman to preside over a shareholders' meeting, a director must have been on the board for at least six months and is familiar with the financial and business operations of the Company. The same requirement shall apply when a representative of the director of a juristic person is to chair a shareholders' meeting.

It is advisable for the chairman of the board to personally preside any shareholders' meetings convened by the board of directors. It is also preferable that at least one-half of the directors (including at least one independent director) and the audit committee's convener attend in person, and at least one member representing other functional committees is present. Attendance shall be recorded in the shareholders' meeting minutes.

When a shareholders' meeting is convened by a party entitled to do so, the said party shall chair the meeting. If there are two such parties, one shall be elected to chair the meeting.

The Company may appoint its legal counsels, accountants, or relevant personnel to attend shareholders' meetings.

Article 8 The Company shall make uninterrupted audio and video recordings over the entire meeting process, including the shareholders' registration process, meeting proceedings, and election and vote-count in each shareholders' meeting.

The recorded materials of the preceding paragraph shall be retained the audio and video recordings for at least one year. However, if any shareholder files a lawsuit in regard to a meeting in accordance with Article 189 of the Company Act, the audio and video recordings of the meeting shall be retained until the lawsuit is concluded.

If a virtual shareholders' meeting is convened, the Company shall keep records of shareholder registration, sign-in, questions, voting, and vote counting results, and the entire course of the virtual shareholders' meeting shall be recorded in audio and video without any interruptions.

The Company shall properly preserve the materials and audio and video recordings in the preceding paragraph, and provide the audio/video recordings to the party commissioned to organize the virtual shareholders' meeting for retention.

If a virtual shareholders' meeting is convened, the Company should record video and audio of the back-end interface of the video conferencing platform.

Article 9 The attendance of shareholder meetings shall be determined based on the number of outstanding shares. The number of shares of the attending shareholders shall be calculated based on the signatures on the attendance list, the submitted attendance cards, the number of shares represented on the video conferencing platform, and the shares from shareholders exercising their right to vote in writing or by way of electronic transmission.

The chairman shall call a meeting to order according to the schedule, and shall also announce the number of shares without voting rights and number of shares in attendance.

However, if the number of outstanding shares represented by the attending shareholders is less than one half of the total outstanding shares, the chairman may postpone the meeting up to two times for no more than one hour in total. If the number of shares represented by the attending shareholders is still less than one third of the total outstanding shares after two postponements, the chairman shall declare the meeting aborted. If a virtual shareholders' meeting is convened, the Company shall also announce the meeting was aborted on the video conferencing platform.

If the number of shares represented by the attending shareholders remains less than one half but more than one third of the total outstanding shares after two postponements, tentative resolutions may be passed according to Paragraph 1, Article 175 of the Company Act. Shareholders shall be notified of such tentative resolutions and that a shareholders' meeting is to be convened within one month. If a virtual shareholders' meeting is convened and a shareholder wishes to attend the meeting via video call, the shareholder shall register with the Company again according to Article 6.

If the number of shares represented by the attending shareholders totals more than one half of the total outstanding shares before the end of the meeting, the chairman may act pursuant to Article 174 of the Company Act and request the attending shareholders to vote on the tentative resolutions.

Article 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Relevant proposals shall all be discussed first and then voted on by poll. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The preceding paragraph shall apply *mutatis mutandis* to meetings convened by other parties entitled to convene shareholders' meetings.

The chairman may not adjourn a meeting before the agenda established as specified in the two preceding paragraphs (including extemporary motions) is concluded, unless it is otherwise resolved during the meeting. If the chairman adjourns the meeting in violation of the Regulations and Procedures of Shareholders' Meeting, the other members of the board of directors shall immediately assist the attending shareholders to elect a new chairman, by majority vote, pursuant to legal procedures to continue the meeting.

The chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed and call for a vote, and shall arrange sufficient voting time.

Article 11 A shareholder who wishes to speak during a shareholders' meeting is required to fill out containing the summary of the speech and the shareholder account number (or attendance card number) and account name in advance a speech note. The chairman shall decide the speaking order of the shareholders.

Any attending shareholder who submits a speech note but does not speak shall be considered unspoken. If a shareholder's speech is inconsistent with his/her/its speech note, the content of the actual speech shall prevail.

Each shareholder shall not speak about the same proposal more than twice without the permission of the chairman and exceed five minutes in each speech session. The chairman shall stop a speech of any shareholder whose speech is in violation of relevant regulations or concerns issues beyond the subject.

Shareholders shall not interrupt the speech of a speaking shareholder without the permission of the chairman and the speaking shareholder; otherwise the chairman shall stop such interruptions.

When a shareholder, who's a juristic person, has two or more representatives attending a shareholders' meeting only one representative may speak about each proposal.

The chairman or whose relevant designated personnel may respond after an attending shareholder has finished speaking.

If a virtual shareholders' meeting is convened, shareholders who participate via video call may ask questions on the video conferencing platform via text after the chairperson announces the commencement of the meeting until the chairperson announces the meeting is adjourned. Each shareholder may not ask more than two questions on each agenda item, and each question may not exceed 200 characters. Paragraphs 1 to 5 are not applicable.

If a question in the preceding paragraph does not violate any regulations and does not exceed the scope of the agenda item, it should be disclosed on the shareholders' meeting video conferencing platform for all to see.

Article 12 Votes at a shareholders' meeting shall be counted based on the number of shares.

The shares held by shareholders without voting rights shall not be included in the total number of outstanding shares.

If there is any concern that the interest of a shareholder regarding an issue discussed during a shareholders' meeting may jeopardize the Company's interests, the shareholder may not participate in voting or serve as a proxy to exercise the voting rights of any other shareholder.

The number of shares held by a shareholder who is prohibited from exercising his/her voting rights as described in the preceding paragraph shall not be included in the total number of shares in voting.

Besides the shareholder service agents ratified by the trust enterprise or securities authority, the voting rights of an individual serving as the proxy for two or more shareholders shall not exceed 3% of the total number of outstanding shares. The excess shares shall not be calculated.

Article 13 Each shareholder is entitled to one vote for each share in his/her possession. This does not apply to shareholders who has restricted or no voting rights according to Paragraph 2, Article 179 of the Company Act.

When the Company holds a shareholders meeting, shareholders shall exercise voting rights by electronic means, and they may also choose to do so by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the shareholders' meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extemporary motions and amendments to original proposals.

A shareholder who chooses to exercise his/her voting rights in writing or by way of electronic transmission shall have the decision delivered to the Company at least two days before the meeting. If two or more decisions are delivered to the Company, the first one received shall prevail unless a notice of revocation of the foregoing decisions is issued.

A shareholder intending to attend the shareholders' meeting in person or via video call after expressing the decision to exercise his/her voting rights in writing or by way of electronic transmission shall revoke the decision by the same means previously used in exercising his/her voting rights at least two days before the meeting; otherwise, the voting right exercised in writing or by way of electronic transmission shall prevail. If a shareholder expresses the intention to exercise his/her voting rights in writing or by way of electronic transmission and at the same time appoints a proxy to attend the meeting, the voting rights shall be exercised by the proxy.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chairman or a person designated by the chairman shall first declare the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against, and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of this Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be disclosed on-site at the meeting, and a record made of the vote.

If the Company convenes a virtual shareholders' meeting, shareholders attending via video call shall cast their vote for agenda items and elections on the video conferencing platform before the chairperson declares the voting has ended. Shareholders shall be deemed to have abstained from voting if they cast their vote after the voting has ended.

If a virtual shareholders' meeting is held, votes shall be counted in a single session after the chairperson declares that voting has ended, and the results of voting and elections shall be announced.

If the Company convenes a physical shareholders' meeting that allows attendance via video call, if a shareholder who has registered to attend via video call according to Article 6 intends to attend the physical shareholders' meeting in person, the shareholder shall use the same way to cancel the registration two days prior to the shareholders' meeting. If the shareholder fails to cancel the registration before the deadline, the shareholder may only attend the shareholders' meeting via video call.

If a shareholder does not retract votes exercised in writing or by way of electronic transmission, and attends a shareholders' meeting via video call, except for extraordinary motions, the shareholder may not exercise the right to vote on original agenda items, propose a revision of original agenda items, or exercise the right to vote on revised agenda items.

Article 14 The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be disclosed on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected. List of candidates who were not elected and number of votes they received.

The ballots casted in the elections stated in the preceding paragraph shall be sealed with the signatures of the scrutineers and properly kept for at least one year. If a shareholder files a lawsuit over election results in accordance with Article 189 of the Company Act, the ballots shall be kept until the lawsuit is concluded.

Article 15 Resolutions established during a shareholders' meeting shall be recorded in the meeting minutes carrying the signature or personal seal of the chairman. The meeting minutes shall be distributed to shareholders within 20 days after the end of the meeting. Drafting and distribution of meeting minutes may be conducted electronically.

The Company may distribute meeting minutes electronically by uploading them to the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairman's full name, the methods by which resolutions were adopted, and a summary of the deliberations and voting results (including the numbers of votes counted) of each meeting shall be clearly indicated in the meeting minutes; when an election of directors takes place, the number of votes with which each candidate was elected shall be disclosed. These minutes shall be retained for the duration of the existence of the Company.

If a virtual shareholders' meeting is convened, in addition to the matters required to be recorded in the meeting minutes in the preceding paragraph, the start and end time of the shareholders' meeting, how the meeting is convened, the name of the chairperson and minutes taker, and how malfunction of the video conferencing platform or video call due to natural disasters, incidents, or other force majeure events was handled and the current status.

In addition to the preceding paragraph, if the Company convenes a virtual shareholders' meeting, the Company must specify suitable alternatives for shareholders who have difficulty attending the shareholders' meeting via video call in the meeting minutes.

Article 16 On the day of each shareholders' meeting, the Company shall compile in tables the numbers of shares obtained by solicitors and the numbers of shares represented by proxies, and the number of shares from shareholders exercising their right to vote in writing or by way of electronic transmission in the specified format. These tables shall be posted at noticeable locations inside the meeting venue. If a virtual shareholders' meeting is convened, the Company shall upload the abovementioned materials to the shareholders' meeting video conferencing platform at least 30 minutes before the meeting commences, and shall continue to disclose the materials until the meeting ends.

When the Company convenes a virtual shareholders' meeting and announces the commencement of the meeting, the total number of shares in attendance shall be disclosed on the video conferencing platform. The same shall apply if the total number of shares and votes in attendance is counted during the meeting.

If any resolutions achieved during a shareholders' meeting are defined as critical information in relevant laws and regulations or the regulations of Taiwan Stock Exchange Corporation, the Company shall upload the contents of such resolutions to the MOPS within the specified period.

Article 17 The personnel handling the affairs of shareholders' meetings shall wear identification passes or armbands.

The chairman may command disciplinary personnel or security guards to maintain order in the meeting venue. Such disciplinary personnel or security guards shall wear armbands or identification passes carrying the wording of "Disciplinary Personnel" when on duty.

If the meeting venue is equipped with audio equipment by the company, the chairman may stop shareholders from using other equipment while speaking.

If any shareholders violate the meeting regulations and procedures, disobey the chairman's correction, disrupt meeting proceedings, and refuse to cooperate when ordered to discontinue their misbehaviors, the chairman may instruct disciplinary personnel or security guards to escort them to leave the meeting venue.

Article 18 When a meeting is in session, the chairman may set time for breaks. In force majeure situations, the chairman may decide to temporarily suspend the meeting and announce when to resume the meeting depending on the circumstances.

If a meeting cannot be continued at the meeting venue before the agenda, (including extemporary motions) of the meeting is concluded, the shareholders' meeting may be adjourned to another location by vote to continue the meeting.

The shareholders' meeting may resolve to postpone or resume a meeting within five days in accordance with Article 182 of the Company Act.

Article 19 If a virtual shareholders' meeting is convened, after a vote is concluded, the Company shall immediately disclose voting and election results on the shareholders' meeting video conferencing platform according to regulations, and shall continue to disclose the results for at least 15 minutes after the chairperson announces the meeting is adjourned.

Article 20 When the Company convenes a virtual shareholders' meeting, the chairperson and minutes taker must be in the same location in Taiwan, and the chairperson must announce the address of the location during the meeting.

Article 21 If a virtual shareholders' meeting is convened, the Company may provide shareholders with a simple connection test before the meeting, and provide services before and during the meeting to help handle technical issues with communication.

If a virtual shareholders' meeting is convened, the chairperson shall announce situations where postponement or resumption of the meeting is not required according to Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies when calling the meeting to order. Furthermore, if the video conferencing platform or video call malfunctions for 30 minutes or longer due to natural disasters, incidents, or other force majeure events before the chairperson announces the meeting is adjourned, and the meeting must be postponed or resumed within 5 days, Article 182 of the Company Act shall not be applicable.

If a shareholders' meeting is postponed or resumed, shareholders that did not register to attend in the original shareholders' meeting via video call may not attend the postponed or resumed meeting.

If a meeting is postponed or resumed according to Paragraph 2, if shareholders who registered to attend the original shareholders' meeting via video call and signed-in during the original meeting but did not attend the postponed or resumed meeting, the number of shares they hold and voting and election rights already exercised during the original shareholders' meeting shall be counted in the total number of shares, voting rights, and election rights in the postponed or resumed meeting.

When a shareholders' meeting is postponed or resumed according to Paragraph 2, there is no need to discuss and adopt a resolution on agenda items and elections that have already completed voting, vote counting, and announced the results or list of elected directors.

If the Company convenes a physical shareholders' meeting that allows attendance via video call and cannot resume the video calls due to an event specified in Paragraph 2, if the total number of shares in attendance reaches the threshold for convening a shareholders' meeting after deducting the number of shares represented by shareholders attending via video call, then the shareholders' meeting shall continue and it is not necessary to postpone or resume the meeting according to Paragraph 2.

If the shareholders' meeting should continue in the preceding paragraph, the number of shares held by shareholders attending via video call shall be counted in the total number of shares in attendance, but shall be deemed as abstaining from voting on all agenda items of the shareholders' meeting.

If the Company postpones or resumes a meeting according to Paragraph 2, the Company shall make preparations according to the date of the original shareholders' meeting and relevant articles according to Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

The Company shall handle matters for postponed or resumed shareholders' meetings in Paragraph 2 according to the time periods set forth in the second half of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 22 If the Company convenes a virtual shareholders' meeting, suitable alternatives must be provided for shareholders who have difficulty attending the shareholders' meeting via video call.

Article 23 The Regulations and Procedures shall take effect after approval by the shareholders' meeting and the same procedure shall apply when amendments are made.

Article 24 Regulations and Procedures of Shareholders' Meeting were approved by shareholders' meetings on 17 May, 2007

First amendment on 19 November, 2013

Second amendment on 17 May, 2017

Third amendment on 15 May, 2020

Fourth amendment on 20 May, 2022