

Stock Code: 8454

momo.com Inc.

Agenda for 2024 Annual General Shareholders' Meeting

(Translation)

Date: June 19, 2024 (Wednesday)

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 and Discuss
 Voting by Poll
5. Extemporaneous Motions
6. Meeting Adjourned

momo.com Inc.

Meeting Agenda

Date: June 19, 2024(Wednesday) 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: Shareholders meeting e-Services by Taiwan Depository &
Clearing Corporation: <https://stockservices.tdcc.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) 2023 Business Report
 - (2) Audit Committee's Report
 - (3) Related-party Transactions Report for 2023
 - (4) Distribution of remuneration to employees and directors for 2023
4. Matters to Ratify and Discuss
 - (1) 2023 Business Report and Financial Statement
 - (2) Distribution of Earnings for 2023
 - (3) New common share issuance through the increase of capital by capitalization of capital surplus
 - (4) Amendments to the Company's "Regulations and Procedures of Shareholders' Meeting"
 - (5) To release the Board of Directors from non-competition restrictions

Voting by Poll
5. Extemporaneous Motions
6. Meeting adjourned

Matters to Report

1. 2023 Business Report. Please refer to Attachment I (see pages 10 – 12 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 2023 Earnings Distribution, Please refer to Attachment II (see pages 13 – 14 of the present agenda).

(2) 2023 Audit Committee's Operating Report, Please refer to Attachment III (see pages 15 of the present agenda).

3. Related-party Transactions Report for 2023, Please refer to Attachment IV (see pages 16 – 17 of the present agenda).

4. Distribution of remuneration to employees and directors for 2023.

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 2023 employees' and directors' compensations are NT\$4,420,342 and NT\$6,630,512 respectively, which were approved by the Board and the total amounts were distributed in cash.

Matters to Ratify and Discuss

Agenda 1

Proposed by: Board of Directors

Agenda: 2023 Business Report and Financial Statement.

Explanation:

1. 2023 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 10 – 12 & 18 – 37 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 2023.

Explanation:

1. The Company's net profit for 2023 totaled NT\$3,628,069,440. The earnings distribution table is hereby formulated for distribution, please refer to Attachment VI (see page 38 of the present agenda).
2. The Company plans to distribute cash dividends of NT\$14.8 per share totaling NT\$3,557,037,713 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 Annual 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.

Agenda 3

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\$120,170,190 from the capital surplus (stock premium), to issue new stocks totaling 12,017,019 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, 50 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 240,340,386 shares to 252,357,405 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 Annual 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 4

Proposed by: Board of Directors

Agenda: Amendments to the Company's "Regulations and Procedures of Shareholders' Meeting".

Explanation:

1. In accordance with the amendments to the "Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies" and the "Regulations Governing the Administration of Shareholder Services of Public Companies" by the Financial Supervisory Commission, and in order to protect the rights and interests of shareholders, the Company's "Regulations and Procedures of Shareholders' Meeting" is amended by referring to the amended "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" announced by the TWSE, the amendments are as follows :
 - (1) To specify the conditions for convening a virtual-only shareholders' meeting and the threshold for board resolutions, and in compliance with regulations, TWSE or TPEx listed companies with paid-in capital exceeding NT\$2 billion shall disclose the shareholders' meeting agenda and supplementary meeting materials 30 days before the Annual General Shareholders' Meeting. The relevant information transmission period is revised. (Article 3)
 - (2) To specify that when a company convenes a virtual-only shareholders' meeting, it shall provide, at minimum, meeting connection equipment and necessary assistance to shareholders who encounter difficulties participating via video conferencing. The notice of the shareholders' meeting shall also include the period during which shareholders can apply for video conferencing assistance from the company and the relevant instructions. However, this provision shall not apply in the event of natural disasters, unforeseen events, or other force majeure circumstances. (Article 6-1, Article 22)
2. Please refer to Attachment VII (see page 39 – 42 of the present agenda) for the amendment comparison chart of the "Regulations and Procedures of Shareholders' Meeting".
3. Approval is respectfully requested.

Agenda 5

Proposed by: Board of Directors

Agenda: To release the Board of Directors from 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. Please refer to Attachment VIII (see page 43 of the present agenda) for the Directors' investments or operations of companies with the same or similar business operations of the Company, and request the Annual General Shareholders' Meeting to approve the release of non-competition restrictions for individual Directors up to the 8th 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. 2023 Business Report

As the COVID-19 dividend receded and consumer lifestyles changed after the pandemic, being the leading virtual channel brand in Taiwan, momo.com Inc. (8454-TW) adjusted its operating direction in a timely manner and launched corresponding products and services in response to the lifestyle changes, demonstrating operational resilience while continuing to work on ESG, actively creating sustainable competitiveness of the enterprise. In 2023, thanks to the efforts of the management team and all colleagues, momo's operations reached a new peak, with an annual revenue reaching NT\$109.2 billion and a net income after tax of approximately NT\$3.6 billion. In the new retail showdown, momo regards itself to be Taiwan's green e-commerce leader, by connecting the core of e-commerce industry, digital empowerment and sustainable value chain, momo turns the green circular economy and develops a new sustainable look for the industry.

The key actions of the Company in 2023 were as follows:

1. Enhance service competitiveness by being “more, faster, better and cheaper”

Faced with the challenging environment of rapid changes in the retail market, momo has adopted the concept of “more, faster, better, and cheaper” for its channel to enhance the product and service capabilities of the platform. momo continues to expand the breadth and depth of its products and services while actively gathers green products. So far, there are millions of products available for purchase on the website to meet the diverse needs of consumers. At the same time, momo strictly controls the quality of products and services, so that consumers can buy and use with confidence. We also speed up the logistics, distribution, and return and exchange processes to provide consumers with a fast and convenient shopping experience. All along, momo adheres to the principle of “affordable quality products”, offering consumers the best service while shopping. Only in this way can we win the trust and support of consumers in the fierce market competition.

2. Accelerate the expansion of multiple scene services with the “mo coins ecosystem”

mo coins actively expands its application in multiple scenarios and accelerates the economic scale-up of the “mo coins ecosystem”. In 2023, the issuance volume had exceeded NT\$10 billion. Starting from the redemption of e-commerce, mo coins connects group resources to expand its usage scenarios. This year, in the Taipei Fubon Bank momo co-branded credit card consumption service, momo integrated 2,500 major brand marketing resources and launched various mo coin purchase reward campaigns. In terms of TWM services, in addition to telecom bill discount and redemption of TWM-owned audio-visual entertainment services, mo coins entered the physical channel and can be used for discounts and purchases in direct stores of TWM. Meanwhile, discount and redemption service can also be applied to Kbro cable TV and Taiwan Fixed Network bills. mo coins continues to expand its circulation plan, including collaboration in marketing campaigns with life insurance,

property insurance, securities, etc. under Fubon Financial Holdings; at the same time, it also steps into cross-industry joint marketing, corporate welfare committees, corporate year-end raffle gifting, and other business expansions, being committed to increasing the economic influence of mo coins.

3. Low-carbon transition through green e-commerce, having sustainable logistics is the key to success in new retail

AI intelligent short-chain layout accelerates the rapid delivery of goods across Taiwan; sustainable green logistics is the key to the success of the new generation of e-commerce. Net-zero carbon emissions are a global consensus. momo is committed to moving towards “low-carbon transition” in line with the international standards, actively deploying short-chain logistics, and striving to complete the last mile of carbon emission reduction. In 2023, momo sped up the completion of the entire short-chain logistics layout by having a total of 58 main satellite warehouses. The “southern logistics center” will join operations in 2024; and the “central logistics center” will start construction in the fourth quarter of this year and is expected to join the logistics service lineup in year 2027. momo is also leading the industry in building green fleet and introducing new commercial electric tricycles to reduce carbon emissions from parcel transportation. momo also continues to develop environmentally friendly packaging materials, and use big data to assist the packaging material reduction and the carton weight reduction project to ensure the safety of product distribution and the ability to improve environmental protection.

With the advent of the online shopping era, momo launched the “Green Living Membership” program in the third quarter to work with consumers to build a “packaging recycling ecosystem”, providing a new carbon-reducing logistics option with “centralized delivery” for fast-delivery goods and “no missed green living promotions”, hoping to make full use of the power of the platform to promote green consumption and environmental protection awareness, and start a brand new sustainable look for the online shopping journey side by side with consumers.

4. Live-streaming e-commerce transformation project

Live-streaming commerce is a prominent subject in the new generation of retail sales. momo has entered the field of online live-streaming since 2016, combining the advantages of TV shopping to create the first cross-channel live-streaming model in Taiwan. In recent years, the development trend of live streaming has been strong and momo continues to adjust its pace. This year, it has further expanded its scale and launched the “live-streaming e-commerce transformation project”. In addition to creating a new “momo-themed live stream room” operating model, it has planned a “synchronized” and “uninterrupted live-streaming” LIVE channel with diverse themes and actively participates in Taiwan’s new generation live-streaming talent cultivation plan; at the same time, cross-border exchanges and collaborations on the MCN influencer economy model also injects new momentum into the upgrade of momo's live-streaming e-commerce.

5. Inject innovative energy and develop new business models

momo keeps pace with the times and continuously accumulates innovation energy. In the digital era, consumers are good at searching for product information through digital channels, and brand suppliers are also actively investing in the online marketing environment. In view of the importance of digital media advertising in today's retail industry, momo officially launched the "retail media advertising" platform in the second half of the year to implement its core competency in monetizing data traffic.

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

In the face of a treacherous and ever-changing environment, momo adheres to the goal of "No. 1 green e-commerce company in Taiwan", improves corporate governance and green operation efficiency, practices ethical management, and establishes long-term trust with all stakeholders. momo's performance in sustainability speaks for itself. In 2023, it won a number of international and official certifications, including being awarded the "Asia Responsible Enterprise Awards (AREA)" for the first time, winning the "MSCI ESG Rating: AA" for the first time, being selected as a "constituent stock of FTSE4Good TIP Taiwan ESG Index" by Taiwan Index Plus Corporation and FTSE Russell for the fourth time, winning the highest honor of "being ranked top 5% in the TWSE corporate governance evaluation" for 7 consecutive years, and winning the "5th National Enterprise Environmental Protection Award". At the same time, it also won recognition from multiple awards, including the "Corporate Social Responsibility and ESG Award by Global Views Monthly", the "Excellence in Corporate Social Responsibility Award presented by the Commonwealth Magazine", the "TSAA Taiwan Sustainability Action Award", the "TCSA Taiwan Corporate Sustainability Awards", and the "2023 Business Weekly Carbon Competitiveness Top 100". momo leverages the influence of Taiwan's leading brand and continues to create sustainable value for society.

Looking forward to 2024, while taking into account risk management and stable operational development, momo will start from strengthening the core competitiveness of services, prepare capacity for innovative services, and continue to create the company's long-term investment value to improve customer satisfaction and safeguard shareholder interests, moving towards becoming the preferred shopping platform for consumers and suppliers.

Attachment II

momo.com Inc.

Examination Report of the Audit Committee

February 16, 2024

The Board of Directors of momo.com Inc. has submitted the Company's 2023 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 2024 General Shareholders Meeting of momo.com Inc.

momo.com Inc.

Audit committee convener: Chieh Wang

momo.com Inc.

Examination Report of the Audit Committee

May 2, 2024

The Board of Directors of momo.com Inc. has submitted the Company's proposal for distribution of the 2023 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 2024 General Shareholders Meeting of momo.com Inc.

momo.com Inc.

Audit committee convener: Chieh Wang

Attachment III

2023 Audit Committee's Operating Report

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

With respect to the appointment proposal of 2023 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, 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

momo.com Inc. Related-party Transactions for 2023

The status of acquisition and disposal of real property or right-of-use assets by momo from related parties in 2023, please refer as below:

Board resolution date and session	2023/04/28 26th meeting of the Seventh session of Board of Directors	2023/07/28 2nd meeting of the eighth session of Board of Directors	2023/11/07 3rd meeting of the eighth session of Board of Directors
Nature of the transaction	Acquisition of the right-of-use assets of real property	Acquisition of the right-of-use assets of real property	Acquisition of the right-of-use assets of real property
Counterparty to the trade	Fubon Life Insurance Co., Ltd.	Fubon Life Insurance Co., Ltd.	Fubon Life Insurance Co., Ltd.
Relationship between momo and the trading counterparty	Other related party	Other related party	Other related party
Name of the underlying asset	No.90, No.90-1 and No.98-1, Zhouzi Street, Neihu District, Taipei City [1F to 3F]; No.92, No.96 and No.98, Zhouzi Street, Neihu District, Taipei City [1F to 9F] No.92, Zhouzi Street, Neihu District, Taipei City [Area E, 10F]	5F, No.4*0, Sec.7, Chengde Rd., Beitou Dist., Taipei City	Kaohsiung Aozihdi Development Project Buildings 1F and B3F (All lease partial areas)- Land serial No. 1 and 2 of Longnan Section, No. 26 of Longzhong Section, 40, 41, 41-1, 41-2, 42, 42-1, 42-2, 43, 44, 45-1, 45-3, 46, 46-1, 48-1, 48-3 of Longhua Section Fourth Subsection, Gushan District, Kaohsiung City, Totaled 18 land serial numbers.
Actual transaction circumstances	1. The right-of-use asset amount: NT\$704,593,995 2. Payment terms: Accordance with the contract	1. The right-of-use asset amount: NT\$6,482,435 2. Payment terms: Accordance with the contract	1. The right-of-use asset amount: NT\$217,413,363 2. Payment terms: Accordance with the contract
The purpose, necessity, and anticipated benefits of the acquisition or disposal of assets	Meet the needs of office space	In order to provide fast delivery service and maintain the overall logistics efficiency	In order to provide fast delivery service and enhance overall logistics efficiency
The reason for choosing the related party as a trading counterparty	Renew the original leased office and add new leased office space to meet the needs of the company	The location and structure design of the subject matter are in line with logistics and warehouse needs	The location and structure design of the subject matter are in line with logistics and warehouse needs

With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17	NA	NA	The CPA opinion issued by CPA Feng-Hui Li of KPMG in Taiwan, and the assessed price is NT\$227,345,369
The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party	1. The originally-acquired date, unit amount and price: 2012/06/27; 35,518.9 square meters, equivalent to 10,744.5 pings; NT\$7,090,000,000 (Tax included) 2. Previous owner's relationship with the Company and its related party: Chong Hong Construction Co., Ltd.; Non related-party; Non related-party	1. The originally-acquired date, unit amount and price: 2011/11/23; 47,144.5 square meters, equivalent to 14,261.21 pings; NT\$ 7,005,411,734 (Tax included) 2. Previous owner's relationship with the Company and its related party: Shang-Chih Asset Development Co.; Non related-party; Non related-party	N/A (The leased building in this project is being planned and constructed by Fubon Life Insurance Co., Ltd.)
Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization	Yes. After evaluation, this transaction will not have a significant impact on the overall capital utilization of the Company.	Yes. After evaluation, this transaction will not have a significant impact on the overall capital utilization of the Company.	Yes. After evaluation, this transaction will not have a significant impact on the overall capital utilization of the Company.
Restrictive covenants and other important stipulations associated with the transaction	None	None	None
An appraisal report issued by a professional appraiser or a CPA opinion	The appraisal report issued by appraiser Li, Ching-Tang of Home Ban Appraisers Joint Firm, and the appraisal price is NT\$740,876,629	NA	NA

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
momo.com Inc.

Opinion

We have audited the accompanying parent company only financial statements of momo.com Inc. ("momo"), which comprise the parent company only balance sheets as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policy information.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of momo as of December 31, 2023 and 2022, and its parent company only financial performance and its parent company only 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 Financial Statement Audit and Attestation Engagements of 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 Parent Company Only 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 parent company only financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent company only 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, 2023 are stated as follows:

Risk of Revenue Recognition

momo's primary source of revenue is generated from virtual channels, including multimedia business, 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 Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only 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 parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only 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 Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only 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 parent company only 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 parent company only 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 parent company only 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 parent company only financial statements, including the disclosures, and whether the parent company only 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 parent company only 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 parent company only financial statements for the year ended December 31, 2023, 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 16, 2024

Notice to Readers

The accompanying parent company only 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 parent company only financial statements are those generally applied in the ROC.

For the convenience of readers, the independent auditors' report and the accompanying parent company only 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 parent company only financial statements shall prevail.

momo.com Inc.
BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 5,469,353	20	\$ 7,128,301	27
Financial assets at fair value through other comprehensive income - current	623	-	4,217	-
Accounts receivable, net	197,758	1	177,218	1
Accounts receivable from related parties	390,562	1	286,267	1
Other receivables, net	2,714,047	10	2,265,399	9
Inventories	4,588,519	16	4,447,225	17
Prepayments	56,985	-	58,149	-
Other financial assets - current	63,300	-	67,550	-
Other current assets	11,261	-	13,033	-
Right to recover products - current	168,496	1	175,124	1
Total current assets	13,660,904	49	14,622,483	56
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current	287,500	1	237,546	1
Financial assets at fair value through other comprehensive income - non-current	405,306	1	403,487	2
Investments accounted for using equity method	1,268,190	5	1,365,182	5
Property, plant and equipment	8,101,233	29	7,262,200	28
Right-of-use assets	3,603,750	13	1,588,102	6
Intangible assets	38,043	-	55,043	-
Deferred tax assets	119,980	-	25,192	-
Prepayments for equipment	133,464	-	91,235	-
Refundable deposits	224,612	1	235,635	1
Net defined benefit assets - non-current	3,973	-	3,952	-
Other financial assets - non-current	257,795	1	218,129	1
Total non-current assets	14,443,846	51	11,485,703	44
TOTAL	\$ 28,104,750	100	\$ 26,108,186	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current	\$ 131,911	-	\$ 203,414	1
Accounts payable	9,987,484	36	10,511,531	40
Accounts payable to related parties	594,372	2	622,376	2
Other payables	1,520,824	5	1,499,452	6
Current tax liabilities	467,076	2	402,758	2
Lease liabilities - current	796,384	3	628,254	2
Refund liabilities - current	179,947	1	191,002	1
Other current liabilities	1,075,513	4	827,152	3
Total current liabilities	14,753,511	53	14,885,939	57
NON-CURRENT LIABILITIES				
Provisions - non-current	31,252	-	26,709	-
Deferred tax liabilities	20,250	-	28,298	-
Lease liabilities - non-current	2,826,367	10	997,045	4
Guarantee deposits received	379,788	1	354,820	1
Total non-current liabilities	3,257,657	11	1,406,872	5
Total liabilities	18,011,168	64	16,292,811	62
EQUITY				
Common stock	2,403,404	8	2,184,913	8
Capital surplus	1,969,928	7	2,259,399	9
Retained earnings				
Legal reserve	1,804,834	6	1,461,632	6
Special reserve	210,385	1	206,677	1
Unappropriated earnings	3,831,533	14	3,913,139	15
Total retained earnings	5,846,752	21	5,581,448	22
Other equity	(126,502)	-	(210,385)	(1)
Total equity	10,093,582	36	9,815,375	38
TOTAL	\$ 28,104,750	100	\$ 26,108,186	100

momo.com Inc.
**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 109,205,957	100	\$ 103,403,362	100
OPERATING COSTS	<u>98,871,222</u>	<u>90</u>	<u>93,341,963</u>	<u>90</u>
GROSS PROFIT FROM OPERATIONS	<u>10,334,735</u>	<u>10</u>	<u>10,061,399</u>	<u>10</u>
OPERATING EXPENSES				
Marketing expenses	3,167,840	3	3,313,679	3
Administrative expenses	2,786,107	3	2,587,429	3
Research and development expenses	283,288	-	227,377	-
Expected credit loss	<u>2,080</u>	<u>-</u>	<u>1,193</u>	<u>-</u>
Total operating expenses	<u>6,239,315</u>	<u>6</u>	<u>6,129,678</u>	<u>6</u>
NET OTHER INCOME AND EXPENSES	<u>149,803</u>	<u>-</u>	<u>211,515</u>	<u>-</u>
OPERATING INCOME	<u>4,245,223</u>	<u>4</u>	<u>4,143,236</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	97,354	-	50,522	-
Other income	4,665	-	6,031	-
Other gains and losses, net	48,996	-	119,592	-
Finance costs	(19,878)	-	(13,026)	-
Share of profit (loss) of subsidiaries and associates accounted for using equity method	<u>32,931</u>	<u>-</u>	<u>(25,938)</u>	<u>-</u>
Total non-operating income and expenses	<u>164,068</u>	<u>-</u>	<u>137,181</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	4,409,291	4	4,280,417	4
INCOME TAX EXPENSE	<u>781,222</u>	<u>1</u>	<u>845,791</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>3,628,069</u>	<u>3</u>	<u>3,434,626</u>	<u>3</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(38)	-	3,145	-

(Continued)

momo.com Inc.

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2023		2022	
	Amount	%	Amount	%
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	\$ 17,364	-	\$ (41,514)	-
Share of remeasurement of defined benefit plans of associates accounted for using equity method	-	-	367	-
Income tax benefit (expense) related to items that will not be reclassified subsequently to profit or loss	8	-	(629)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation	-	-	22,053	-
Share of other comprehensive (loss) income of subsidiaries and associates accounted for using equity method	(12,341)	-	16,263	-
Other comprehensive income (loss), net of tax	4,993	-	(315)	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 3,633,062	3	\$ 3,434,311	3
EARNINGS PER SHARE				
Basic	<u>\$ 15.10</u>		<u>\$ 14.29</u>	
Diluted	<u>\$ 15.10</u>		<u>\$ 14.29</u>	

(Concluded)

momo.com Inc.
**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)**

	Common Stock	Capital Surplus	Retained Earnings			Exchange Differences on Translation	Other Equity	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings		Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2022	\$ 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	2,184,913	2,259,399	1,461,632	206,677	3,913,139	(69,576)	(140,809)	9,815,375
Distribution of 2022 earnings								
Legal reserve	-	-	343,202	-	(343,202)	-	-	-
Special reserve	-	-	-	3,708	(3,708)	-	-	-
Cash dividends	-	-	-	-	(3,277,369)	-	-	(3,277,369)
Issue of stock dividends from capital surplus	218,491	(218,491)	-	-	-	-	-	-
Net profit for the year ended December 31, 2023	-	-	-	-	3,628,069	-	-	3,628,069
Other comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	(30)	(12,341)	17,364	4,993
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	3,628,039	(12,341)	17,364	3,633,062
Reorganization	-	(70,980)	-	-	-	-	-	(70,980)
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	(6,506)	-	-	(6,506)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	(78,860)	-	78,860	-
BALANCE AT DECEMBER 31, 2023	<u>\$ 2,403,404</u>	<u>\$ 1,969,928</u>	<u>\$ 1,804,834</u>	<u>\$ 210,385</u>	<u>\$ 3,831,533</u>	<u>\$ (81,917)</u>	<u>\$ (44,585)</u>	<u>\$ 10,093,582</u>

momo.com Inc.

**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)**

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 4,409,291	\$ 4,280,417
Adjustments for:		
Depreciation expenses	1,146,488	1,034,829
Amortization expenses	38,756	58,682
Expected credit loss	2,080	1,193
Gain on financial assets at fair value through profit or loss	(49,954)	(7,546)
Finance costs	19,878	13,026
Interest income	(97,354)	(50,522)
Share of (profit) loss of subsidiaries and associates accounted for using equity method	(32,931)	25,938
Loss on disposal of property, plant and equipment	956	135
Gain on disposal of non-current assets held for sale	-	(109,805)
Others	(186)	1,430
Changes in operating assets and liabilities		
Accounts receivable	(20,337)	(62,442)
Accounts receivable from related parties	(104,295)	(182,333)
Other receivables	(449,781)	(571,337)
Inventories	(141,294)	(762,762)
Prepayments	1,164	(3,112)
Other current assets	1,772	1,220
Right to recover products	6,628	(12,605)
Contract liabilities	(71,503)	117,498
Accounts payable	(524,047)	2,032,093
Accounts payable to related parties	(28,004)	7,988
Other payables	18,870	136,320
Provisions	(519)	(140)
Other current liabilities	248,361	139,889
Net defined benefit plans	(59)	(4)
Refund liabilities	(11,055)	10,898
Cash generated from operations	4,362,925	6,098,948
Interest received	132	61
Income tax paid	(804,678)	(967,381)
Net cash generated from operating activities	<u>3,558,379</u>	<u>5,131,628</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	4,028	2,138
Acquisition of financial assets at fair value through profit or loss	-	(230,000)
Acquisition of investments accounted for using equity method	(8,085)	(5,880)
Disposal of subsidiary accounted for using equity method	1,634	-
Disposal of non-current assets held for sale	-	200,156

(Continued)

momo.com Inc.**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)**

	2023	2022
Acquisition of property, plant and equipment	\$ (1,198,409)	\$ (2,396,014)
Disposal of property, plant and equipment	750	161
Increase in refundable deposits	(82,490)	(102,829)
Decrease in refundable deposits	85,180	5,818
Acquisition of intangible assets	(9,420)	(34,782)
Increase in other financial assets	(45,419)	(189,035)
Decrease in other financial assets	10,003	156,692
Increase in prepayments for equipment	(79,444)	(228,985)
Interest received	94,439	47,794
Dividends received	117,527	63,199
Net cash outflow on acquisition of e-book business	<u>(43,000)</u>	<u>-</u>
Net cash used in investing activities	<u>(1,152,706)</u>	<u>(3,086,567)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposits received	65,884	67,440
Decrease in guarantee deposits received	(40,916)	(42,824)
Repayment of the principal portion of lease liabilities	(793,028)	(646,220)
Cash dividends paid	(3,277,369)	(2,366,989)
Interest paid	<u>(19,192)</u>	<u>(12,685)</u>
Net cash used in financing activities	<u>(4,064,621)</u>	<u>(3,001,278)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,658,948)	(956,217)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>7,128,301</u>	<u>8,084,518</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 5,469,353</u>	<u>\$ 7,128,301</u>

(Concluded)

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, 2023 and 2022, 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 material accounting policy information.

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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of 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, 2023. 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, 2023 are stated as follows:

Risk of Revenue Recognition

The Group's primary source of revenue is generated from virtual channels, including multimedia business, 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, 2023 and 2022 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, 2023, 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 16, 2024

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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, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 6,277,880	22	\$ 8,044,437	30
Financial assets at fair value through other comprehensive income - current	623	-	4,217	-
Accounts receivable, net	199,630	1	178,680	1
Accounts receivable from related parties	391,306	1	286,633	1
Other receivables, net	2,710,831	10	2,259,749	9
Inventories	4,621,814	16	4,479,408	17
Prepayments	68,856	-	69,661	-
Other financial assets - current	199,851	1	134,752	-
Other current assets	13,652	-	16,505	-
Right to recover products - current	168,496	1	175,124	1
Total current assets	14,652,939	52	15,649,166	59
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current	287,500	1	237,546	1
Financial assets at fair value through other comprehensive income - non-current	405,306	1	403,487	2
Investments accounted for using equity method	391,900	1	486,008	2
Property, plant and equipment	8,181,371	29	7,322,583	28
Right-of-use assets	3,603,750	13	1,588,102	6
Intangible assets	39,331	-	57,354	-
Deferred tax assets	121,505	-	27,716	-
Prepayments for equipment	134,655	1	91,692	-
Refundable deposits	226,334	1	239,774	1
Net defined benefit assets - non-current	3,973	-	3,952	-
Other financial assets - non-current	272,995	1	233,329	1
Total non-current assets	13,668,620	48	10,691,543	41
TOTAL	\$ 28,321,559	100	\$ 26,340,709	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities - current	\$ 131,911	1	\$ 203,414	1
Accounts payable	10,133,305	36	10,659,957	40
Accounts payable to related parties	286,726	1	344,214	1
Other payables	1,626,233	5	1,580,298	6
Current tax liabilities	479,497	2	427,759	2
Lease liabilities - current	796,384	3	628,254	2
Refund liabilities - current	179,947	1	191,002	1
Other current liabilities	1,244,530	4	990,389	4
Total current liabilities	14,878,533	53	15,025,287	57
NON-CURRENT LIABILITIES				
Provisions - non-current	31,252	-	26,709	-
Deferred tax liabilities	20,250	-	28,302	-
Lease liabilities - non-current	2,826,367	10	997,045	4
Guarantee deposits received	385,188	1	359,770	1
Total non-current liabilities	3,263,057	11	1,411,826	5
Total liabilities	18,141,590	64	16,437,113	62
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Common stock	2,403,404	8	2,184,913	8
Capital surplus	1,969,928	7	2,259,399	9
Retained earnings				
Legal reserve	1,804,834	6	1,461,632	6
Special reserve	210,385	1	206,677	1
Unappropriated earnings	3,831,533	14	3,913,139	15
Total retained earnings	5,846,752	21	5,581,448	22
Other equity	(126,502)	-	(210,385)	(1)
Total equity attributable to owners of the Company	10,093,582	36	9,815,375	38
NON-CONTROLLING INTERESTS	86,387	-	88,221	-
Total equity	10,179,969	36	9,903,596	38
TOTAL	\$ 28,321,559	100	\$ 26,340,709	100

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 109,242,918	100	\$ 103,436,435	100
OPERATING COSTS	<u>98,700,012</u>	<u>90</u>	<u>93,164,417</u>	<u>90</u>
GROSS PROFIT FROM OPERATIONS	<u>10,542,906</u>	<u>10</u>	<u>10,272,018</u>	<u>10</u>
OPERATING EXPENSES				
Marketing expenses	3,248,404	3	3,379,974	3
Administrative expenses	2,787,206	3	2,590,355	3
Research and development expenses	283,288	-	227,377	-
Expected credit loss	<u>2,080</u>	<u>-</u>	<u>1,228</u>	<u>-</u>
Total operating expenses	<u>6,320,978</u>	<u>6</u>	<u>6,198,934</u>	<u>6</u>
NET OTHER INCOME AND EXPENSES	<u>162,734</u>	<u>-</u>	<u>211,735</u>	<u>-</u>
OPERATING INCOME	<u>4,384,662</u>	<u>4</u>	<u>4,284,819</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	107,548	-	55,669	-
Other income	2,489	-	8,609	-
Other gains and losses, net	(35,932)	-	39,591	-
Finance costs	(19,878)	-	(13,026)	-
Share of profit (loss) of associates accounted for using equity method	<u>1,340</u>	<u>-</u>	<u>(63,871)</u>	<u>-</u>
Total non-operating income and expenses	<u>55,567</u>	<u>-</u>	<u>26,972</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	4,440,229	4	4,311,791	4
INCOME TAX EXPENSE	<u>811,437</u>	<u>1</u>	<u>877,889</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>3,628,792</u>	<u>3</u>	<u>3,433,902</u>	<u>3</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(38)	-	3,145	-

(Continued)

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	\$ 17,364	-	\$ (41,514)	-
Share of remeasurement of defined benefit plans of associates accounted for using equity method	-	-	367	-
Income tax benefit (expense) related to items that will not be reclassified subsequently to profit or loss	8	-	(629)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation	(10,752)	-	30,407	-
Share of other comprehensive (loss) income of associates accounted for using equity method	<u>(1,605)</u>	<u>-</u>	<u>7,958</u>	<u>-</u>
Other comprehensive income (loss), net of tax	<u>4,977</u>	<u>-</u>	<u>(266)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,633,769</u>	<u>3</u>	<u>\$ 3,433,636</u>	<u>3</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 3,628,069	3	\$ 3,434,626	3
Non-controlling interests	<u>723</u>	<u>-</u>	<u>(724)</u>	<u>-</u>
	<u>\$ 3,628,792</u>	<u>3</u>	<u>\$ 3,433,902</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ 3,633,062	3	\$ 3,434,311	3
Non-controlling interests	<u>707</u>	<u>-</u>	<u>(675)</u>	<u>-</u>
	<u>\$ 3,633,769</u>	<u>3</u>	<u>\$ 3,433,636</u>	<u>3</u>
EARNINGS PER SHARE				
Basic	<u>\$ 15.10</u>		<u>\$ 14.29</u>	
Diluted	<u>\$ 15.10</u>		<u>\$ 14.29</u>	

(Concluded)

momo.com Inc. AND SUBSIDIARIES
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to Owners of the Company						Other 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	Total	Non-controlling Interests	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings					
BALANCE AT JANUARY 1, 2022	\$ 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
Distribution of 2022 earnings										
Legal reserve	-	-	343,202	-	(343,202)	-	-	-	-	-
Special reserve	-	-	-	3,708	(3,708)	-	-	-	-	-
Cash dividends	-	-	-	-	(3,277,369)	-	-	(3,277,369)	-	(3,277,369)
Issue of stock dividends from capital surplus	218,491	(218,491)	-	-	-	-	-	-	-	-
Net profit for the year ended December 31, 2023	-	-	-	-	3,628,069	-	-	3,628,069	723	3,628,792
Other comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	(30)	(12,341)	17,364	4,993	(16)	4,977
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	3,628,039	(12,341)	17,364	3,633,062	707	3,633,769
Reorganization	-	(70,980)	-	-	-	-	-	(70,980)	-	(70,980)
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	(6,506)	-	-	(6,506)	(1,579)	(8,085)
Cash dividends for non-controlling interests of subsidiaries	-	-	-	-	-	-	-	-	(962)	(962)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	(78,860)	-	78,860	-	-	-
BALANCE AT DECEMBER 31, 2023	\$ 2,403,404	\$ 1,969,928	\$ 1,804,834	\$ 210,385	\$ 3,831,533	\$ (81,917)	\$ (44,585)	\$ 10,093,582	\$ 86,387	\$ 10,179,966

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 4,440,229	\$ 4,311,791
Adjustments for:		
Depreciation expenses	1,168,317	1,048,464
Amortization expenses	39,778	60,005
Expected credit loss	2,080	1,228
Gain on financial assets at fair value through profit or loss	(49,954)	(7,546)
Finance costs	19,878	13,026
Interest income	(107,548)	(55,669)
Share of (profit) loss of associates accounted for using equity method	(1,340)	63,871
Loss on disposal of property, plant and equipment	978	135
Gain on disposal of non-current assets held for sale	-	(109,805)
Impairment loss on non-financial assets	83,158	82,231
Others	936	391
Changes in operating assets and liabilities		
Accounts receivable	(20,747)	(62,667)
Accounts receivable from related parties	(104,673)	(181,850)
Other receivables	(452,158)	(568,832)
Inventories	(142,406)	(750,998)
Prepayments	805	(417)
Other current assets	2,982	71
Right to recover products	6,628	(12,605)
Contract liabilities	(71,503)	117,498
Accounts payable	(526,652)	2,122,826
Accounts payable to related parties	(57,488)	(103,081)
Other payables	35,948	155,294
Provisions	(519)	(140)
Other current liabilities	254,141	192,001
Net defined benefit plans	(59)	(4)
Refund liabilities	(11,055)	10,898
Cash generated from operations	4,509,756	6,326,116
Interest received	132	61
Income tax paid	(846,607)	(994,143)
Net cash generated from operating activities	<u>3,663,281</u>	<u>5,332,034</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	4,028	2,138
Acquisition of financial assets at fair value through profit or loss	-	(230,000)
Disposal of non-current assets held for sale	-	200,156
Acquisition of property, plant and equipment	(1,215,008)	(2,404,718)

(Continued)

momo.com Inc. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
Disposal of property, plant and equipment	\$ 750	\$ 733
Increase in refundable deposits	(82,507)	(103,246)
Decrease in refundable deposits	87,254	6,259
Acquisition of intangible assets	(9,420)	(36,144)
Increase in other financial assets	(199,966)	(355,006)
Decrease in other financial assets	94,382	409,547
Increase in prepayments for equipment	(97,700)	(252,228)
Interest received	104,590	52,576
Net cash outflow on acquisition of e-book business	<u>(43,000)</u>	<u>-</u>
Net cash used in investing activities	<u>(1,356,597)</u>	<u>(3,084,933)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposits received	66,784	68,240
Decrease in guarantee deposits received	(41,366)	(43,424)
Repayment of the principal portion of lease liabilities	(793,028)	(646,220)
Cash dividends paid (including paid to non-controlling interests)	(3,278,331)	(2,366,989)
Acquisition of additional interests in subsidiary	(8,085)	(5,880)
Interest paid	<u>(19,192)</u>	<u>(12,685)</u>
Net cash used in financing activities	<u>(4,073,218)</u>	<u>(3,006,958)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	<u>(23)</u>	<u>170</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,766,557)	(759,687)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>8,044,437</u>	<u>8,804,124</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 6,277,880</u>	<u>\$ 8,044,437</u>

(Concluded)

Attachment VI

momo.com Inc.

Proposal for 2023 Earnings Distribution

		Unit : NT\$
Items	Amount	
Unappropriated retained earnings as of December 31,2022	\$	288,858,605
Less : Disposal of investments in equity instruments designated as at fair value through other comprehensive income		(78,860,305)
Less : Remeasurement of defined benefit obligation		(30,209)
Less : Difference between consideration and carrying amount of subsidiaries acquired		(6,505,503)
Add : Net income of 2023		3,628,069,440
Less : Legal reserve appropriation (10%)		(354,267,342)
Add : Reversal of special reserve		83,882,905
Retained earnings available for distribution as of December 31, 2023	\$	3,561,147,591
Distribution item :		
Cash dividends to common shareholders (NT\$14.8 per share)		(3,557,037,713)
Unappropriated retained earnings balance	\$	<u>4,109,878</u>

Note : Priority to distribute 2023 available earnings.

Attachment VII

momo.com Inc.

Amendment Comparison Chart for the “Regulations and Procedures of Shareholders’ Meeting”

Amended articles	Existing articles	Description
<p>Article 3</p> <p>The Company’s shareholders’ meetings shall be convened by the board of directors unless otherwise specified in laws and regulations.</p> <p>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.</p> <p><u>Unless otherwise provided in Regulations Governing the Administration of Shareholder Services of Public Companies, the Company convening a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors.</u></p> <p><u>Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.</u></p> <p>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, <u>shareholders’ meeting agenda and supplementary meeting materials</u> and upload them to the Market Observation Post System (MOPS) 30 days before</p>	<p>Article 3</p> <p>The Company’s shareholders’ meetings shall be convened by the board of directors unless otherwise specified in laws and regulations.</p> <p>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.</p> <p>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</p>	<p>1. In coordination with the amendment to Article 3 of the Sample Template for “XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”, Since the company holds virtual-only shareholders' meetings, shareholders cannot participate in the physical meeting and can only participate in the shareholders' meeting by means of video conference, resulting in more restrictions on shareholders’ rights and interests. In order to protect the rights and interests of shareholders, Paragraph 2 of this Article is added to stipulate conditions that the company must meet to hold a virtual-only shareholders' meeting and the required board approval.</p> <p>2. In coordination with</p>

Amended articles	Existing articles	Description
<p>the date of an annual general shareholders' meeting or 15 days before the date of a special shareholders' meeting. 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.</p> <p>(The following is omitted)</p>	<p>days before the date of a special shareholders' meeting. <u>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 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.</u> 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.</p> <p>(The following is omitted)</p>	<p>the amendment to Article 6 of the Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies, TWSE or TPEx listed companies with a paid-in capital of more than NT\$2 billion shall disclose the shareholders' meeting agenda handbook and meeting supplementary information 30 days prior to the annual general shareholders' meeting; therefore, relevant information transmission period is revised and editorial amendment has been made as appropriate.</p>
<p>Article 6-1</p> <p>The Company shall specify the following matters in the shareholders' meeting notice before convening a virtual shareholders' meeting:</p> <ol style="list-style-type: none"> 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 	<p>Article 6-1</p> <p>The Company shall specify the following matters in the shareholders' meeting notice before convening a virtual shareholders' meeting:</p> <ol style="list-style-type: none"> 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 	<p>1. In coordination with the amendment to Article 6-1 of the Sample Template for "XXX Co., Ltd. Rules of Procedure for Shareholders Meetings", It is clearly stipulated that when a company</p>

Amended articles	Existing articles	Description
<p>call due to natural disasters, incidents, or other force majeure events, and must at least include the following matters:</p> <p>(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.</p> <p>(2) Shareholders that did not register to attend in the original shareholders' meeting via video call may not attend the postponed or resumed meeting.</p> <p>(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.</p> <p>(4) How to handle the meeting if the results of all agenda items were already announced but there were no extraordinary motions.</p> <p>3. If a virtual shareholders' meeting is convened, suitable alternatives for shareholders who have difficulty attending the shareholders' meeting</p>	<p>call due to natural disasters, incidents, or other force majeure events, and must at least include the following matters:</p> <p>(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.</p> <p>(2) Shareholders that did not register to attend in the original shareholders' meeting via video call may not attend the postponed or resumed meeting.</p> <p>(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.</p> <p>(4) How to handle the meeting if the results of all agenda items were already announced but there were no extraordinary motions.</p> <p>3. If a virtual shareholders' meeting is convened, suitable alternatives for shareholders who have difficulty attending the shareholders' meeting</p>	<p>convenes a virtual-only shareholders' meeting, it shall at least provide shareholders who have difficulty participating via video conferencing with meeting connection equipment, venue, and designated personnel to provide necessary assistance on the spot. The period during which shareholders can apply for video conferencing assistance to the company and the matters to note shall also be stated in the notice of the shareholders' meeting. Therefore, the latter part of Subparagraph 3 of this Article is added.</p> <p>2. In coordination with the amendment to Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, in the event of a natural disaster, unforeseen event, or other force majeure event, the company may provide relevant necessary supporting</p>

Amended articles	Existing articles	Description
<p>via video call must be specified. <u>Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.</u></p>	<p>via video call must be specified.</p>	<p>measures depending on the situation at that time, and it is expressly stipulated that the provisions in the latter part of Subparagraph 3 on providing shareholders with connection equipment and necessary assistance shall not be applicable.</p>
<p>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. <u>Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the company and other related matters requiring attention.</u></p>	<p>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.</p>	<p>The reason for the amendment is the same as that of Article 6-1.</p>
<p>Article 24 Paragraphs 1~3 (omitted) Regulations and Procedures of Shareholders' Meeting 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 Fourth amendment on 20 May, 2022 <u>Fifth amendment on 19 June, 2024</u></p>	<p>Article 24 Paragraphs 1~3 (omitted) Regulations and Procedures of Shareholders' Meeting 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 Fourth amendment on 20 May, 2022</p>	<p>To include the dates of amendment, and adjust the description.</p>

Attachment VIII

List of Directors' Competitive Behavior to be released

Name	Name of Other Company	Concurrent Position Held
Mao-Hsiung, Huang	Foremost International Food & Beverage Co., Ltd.	Chairman
	Blue Pacific International Co., Ltd.	Director
Emily Hong	Wiwynn Corporation	Chairman and CSO
Jamie Lin	Yeong Jia Leh Cable TV Co., Ltd.	Chairman
	FullSynergy New Retail Co., Ltd.	Chairman
	Phoenix Cable TV Co., Ltd.	Chairman
	Union Cable TV Co., Ltd.	Chairman
	Globalview CATV Co., Ltd.	Chairman
George Chang	WT Microelectronics Co., Ltd.	Independent Director
	Yeong Jia Leh Cable TV Co., Ltd.	Director
	Phoenix Cable TV Co., Ltd.	Director
	Union Cable TV Co., Ltd.	Director
	Mistake Entertainment Co., Ltd.	Director
	Globalview CATV Co., Ltd.	Director

Appendix

Directors' Shareholdings

April 21, 2024

Title	Name	Shareholding on final day for stock transfer	Percentage of total issued share capital (%)
Chairman	Wealth Media Technology Co., Ltd. Representative: Daniel M. Tsai	108,189,002	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: Jeff Ku	108,189,002	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: Jamie Lin	108,189,002	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: Douglas Tsai	108,189,002	45.01%
Director	Wealth Media Technology Co., Ltd. Representative: George Chang	108,189,002	45.01%
Director	Tong-An Investment Co., Ltd. Representative: Mao-Hsiung, Huang	25,309,680	10.53%
Independent Director	Chieh Wang	0	0%
Independent Director	Emily Hong	0	0%
Independent Director	Mike Jiang	0	0%
Directors' Total Shareholding: 133,498,682 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 (9,613,615 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

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. F401161 Tobacco Products Import
11. F401171 Alcohol Products Importation
12. J506021 Satellite Channel Program Supply
13. F203020 Retail Sale of Tobacco and Alcohol
14. I301040 The Third Party Payment
15. G801010 Warehousing
16. F107080 Wholesale of Environmental Agents
17. F207080 Retail Sale of Environmental Agents
18. F401181 Measuring Instruments Import
19. IZ06010 Tally Packaging
20. F399040 Retail Sale No Storefront
21. 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 paid-in 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

Twentieth amendment on 19 May, 2023

momo.com Inc.
Regulations and Procedures of Shareholders' Meeting
(prior to the proposed revision)

- 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 4-5, 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