

Stock Code:3576

United Renewable Energy Co., Ltd.

Handbook for the 2023 Annual Meeting of Shareholders

Convening Method: Physical Shareholders Meeting

MEETING TIME : June 28, 2023

**PLACE : No.7, Li-Hsin 3rd Rd., Hsinchu Science Park,
Hsinchu, Taiwan (International Conference
Hall)**

Table of Contents

1、Meeting Procedure	1
2、Meeting Agenda.....	2
3、Report Items	3
4、Matters for Ratification	4
5、Matters for Discussion.....	5
6、Other Business and Special Motion	9
7、Meeting Adjourned.....	9

ANNEX

1、Business Report.....	11
2、Audit Committee’s Review Report	15
3、Processing situation private placement of common share	16
4、The status of sound business plan	17
5、Independent Auditors’ Report and 2022 Parent Company Only Financial Statements.....	19
6、Statement of Appropriation of Profit and Loss for 2022	35

Appendix

1、Articles of incorporation	37
2、Rules and Procedures of Shareholders’ Meeting	44
3、Shareholdings of Directors.....	47

United Renewable Energy Co., Ltd.
Procedure for the 2023 Annual
Meeting of Shareholders

- 1 Call the Meeting to Order**
- 2 Chairman's Address**
- 3 Report Items**
- 4 Matters for Ratification**
- 5 Matters for Discussion**
- 6 Other Business and Special Motion**
- 7 Meeting Adjourned**

United Renewable Energy Co., Ltd.

2023 Annual General Shareholders' Meeting Agenda

Time : 9:30 AM, Wednesday, June 28, 2023

Place : No.7, Li-Hsin 3rd Rd., Hsinchu Science Park, Hsinchu, Taiwan
(International conference hall)

1. Call Meeting to Order
2. Chairman's Address
3. Report Items :
 - (1)2022 business report.
 - (2)Audit committee's report of 2022.
 - (3)The distribution of employees' compensation and directors' remuneration of 2022.
 - (4)The distribution of cash dividends from earnings of 2022.
 - (5)The status of issuing common stock to increase capital by private placement.
 - (6)The Company resolved to abandon the private placement of common shares approved at the 2022 Annual Shareholders' Meeting for the remaining period.
 - (7)The status of sound business plan.
4. Matters for Ratification :
 - (1)2022 business report and financial statements.
 - (2)2022 appropriation of profits.
5. Matters for Discussion :
 - (1)Proposal for a capital increased by cash or issuing overseas depositary receipt through issuing common stock.
 - (2)Proposal for a capital increased by private placement.
6. Other Business and Special Motion
7. Meeting Adjourned

Report Items

Item 1

Motion : 2022 business report.

Please refer to ANNEX 1 ,the 2022 Business Report.

Item 2

Motion : Audit committee's report of 2022.

Please refer to ANNEX 2 ,the Audit Committee's report of 2022.

Item 3

Motion : The distribution of employees' compensation and directors' remuneration of 2022, proposed for approval.

1. In accordance with Article 32 of the Company's Articles of Incorporation, the Company shall, after retaining the amount of accumulated deficit cover, deduct the profit before appropriating remuneration of employees and directors from the current profit before tax. If there is still a surplus, the remuneration of employees shall be no less than 3%, and the remuneration of directors shall not exceed 2%. The Company's Board of Directors resolved on December 22, 2022 to appropriate 10% of the earnings for employees' compensation and 1% for directors' remuneration, all of which shall be paid in the form of cash.
2. The Company proposed to appropriate NT\$39,856,893 for employees' compensation and NT\$3,985,689 for directors' remuneration in 2022.

Item 4

Motion : 2022 Annual Dividend Distribution Report, proposed for approval.

In accordance with Article 240 of the Company Act and the Company's Articles of Incorporation, the Company's Board of Directors resolved on March 13, 2022 to distribute cash dividends of NT\$162,779,050, or NT\$0.1 per share for 2022. If the number of outstanding shares is affected by the issuance of new restricted employee shares, cancellation of new restricted employee shares, cash capital increase, merger and conversion, issuance of overseas depositary receipts, convertible bonds, private placement of new shares, etc., resulting in a change in the dividend distribution ratio, it is proposed that the Board of Directors authorize the Chairman of the Board of Directors to exercise his full authority to handle the change. Cash dividends are paid up to NT\$ (rounded down to the nearest NT\$), and the total amount of the fractional dividends recognized as other income of the Company.

Item 5

Motion : The status of issuing common stock to increase capital by private placement.

1. Based on the need of the operational plan of the company, on March 28, 2018, the company submitted the following proposal to the shareholders' meeting for the first approval: Cash capital increase via the issuance of privately placed ordinary shares within the limit of 380,000 thousand shares: Passed. The same proposal was revised in the fifth shareholders meeting on October 1, 2018 in which the total amount of the private placement was NT \$2,781,306,962 with the issuance of 334,291,702 shares of common stock at par value of NT \$8.32 (dollars) per share. The subscribers of the private placement shall be affiliated to the National Development Fund, Executive Yuan or the management committee member of Yaohua Glass Co., Ltd.
2. Please refer to ANNEX 3.

Item 6

Motion : The Company resolved to abandon the private placement of common shares approved at the 2022 Annual Shareholders' Meeting for the remaining period.

1. The Company at the annual shareholders' meeting dated 24 June 2022, resolved to issue up to 200,000,000 common shares for capital increase through private placement. According to Item 7 of Article 43-6 of the Securities and Exchange Act, a private placement of common shares may be carried out in installments within one year from the date of the resolution of the shareholders' meeting.
2. To date the aforesaid private placement of common shares has not been executed. URE plans to abandon the original private placement for the remaining period.

Item 7

Motion : The status of sound business plan.

1. According to Tai-Certificate(1) No.1101803140 issued by the Taiwan Stock Exchange on June 22, 2021, and the certificate No. 1100356583 and No. 11003565831 issued by the Financial Supervision and Administration Commission of the Republic of China on September 22, 2021, the company reported a sound operational plan for capital increase through the issuance of ordinary shares and 3rd secured domestic convertible bonds. The implementation status of this plan requires a report from the shareholders' meeting.
2. The status of sound business plan, Please refer to ANNEX 4.

Matters for Ratification

Item 1

(Proposed by the Board of Directors)

Motion : 2022 business report and financial statements.

Explanatory Notes:

1. URE's 2022 Standalone and Consolidated Financial Statements were audited by KPMG Taiwan CPAs, Yung-hua Huang, and Chou Pao Lian. The aforementioned and FY 2022 business report have been approved by the audit committee.
2. 2022 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements are attached hereto as ANNEX 1 & 5.

Resolution :

Item 2

(Proposed by the Board of Directors)

Motion : 2022 appropriation of profits.

Explanatory Notes:

1. The proposal for 2022 appropriation of profits was approved at the 13th meeting of the 7th Board of Directors.
2. For the profits offsetting list, Please refer to ANNEX 6.

Resolution :

Matters for Discussion

Item 1

(Proposed by the Board of Directors)

Motion : Proposal for a capital increased by cash or issuing overseas depository receipt through issuing common stock.

Explanatory Notes:

1. For the purpose of fulfilling the capital needs of the Company's quest for prime competitiveness via business expansion and development, sound financial operations, strong ability to pay back loans, additional funding may be required, thus, the board submits plans to issue, at an appropriate time and quantity schedule, up to 200,000,000 common shares and/or common shares for Global Depository Receipts (later referred as "the issuance").

(1) For the issuance of new common shares by capital increase.

According to Article 28, Section 1 of the Regulations Governing the Offering and Issuance of Securities, it is proposed to authorize the Board of Directors to adopt either "Book Building" or "Public Subscription for public offering". The percentage allocated for public offering is detailed in the following sections.

A. Book Building

(a) According to Article 267 of the Company Act, 10% to 15% of the new shares to be issued will be reserved for subscription by the employees of the Company, although for those unsubscribed or renounced by the employees, it is further proposed to authorize the Chairman to allot these shares for subscription by designated persons at its issue price. According to Article 28 Section 1 of the Regulations Governing the Offering and Issuance of Securities, for the remaining 85% to 90% of the new shares to be issued, it is proposed to have all existing shareholders waive their pre-emptive rights in proportion to their respective shareholding and conduct a public offering through book building, which will be made in strict accordance with the Rules Governing Underwriting and Resale of Securities by Securities Firms issued by the Taiwan Securities Association.

(b) According to Article 7 of the Disciplinary Rules for Securities Underwriters Assisting Issuing Companies in the Offering and Issuance of Securities issued by the Taiwan Securities Association ("Disciplinary Rules"), the actual price of the new common shares for cash by capital increase may not lower than 90% of average closing price of the common shares of the Company for either one, three or five business days prior to the pricing date after adjustment for any distribution of stock/cash dividends or capital reduction. It is proposed to authorize, after the expiry of the book building period, the Chairman to determine the actual issue price of the new common shares after discussion with and agreed by the lead underwriter considering the status of book building.

B. Public Subscription

(a) According to Article 267 of the Company Act, 10% to 15% of the new shares to be issued will be reserved for subscription by the employees of the Company. 10% of the new shares will be allotted for public offering. The remaining 75%-80% of the new shares to be issued will be allocated for the subscription by the shareholders in proportion to their respective shareholding as shown on the shareholder register as of the record date. For those unsubscribed shares by employees and shareholders, it is further proposed to authorize the Chairman to allot these shares for subscription by designated persons at its issue price.

(b) According to Article 6 of the Disciplinary Rules, the actual issue price of

the new common shares by capital increase may not be lower than 70% of the average closing price of the common shares of the Company for either one, three or five business days prior to the date of pricing date after adjustment for any distribution of stock/cash dividends or capital reduction. It is proposed to authorize the Chairman to determine the actual issue price of the new common shares after discussion with and agreed by the lead underwriter.

C. It is proposed to authorize the Board of Directors to handle all relevant matters of the issuance of new shares such as but not limited to its conditions, number of shares to be issued, price, raised amount, capital purpose plan, forecasted schedule, estimated potential impacts, determination of the respective effective date and receipt period of proceeds, underwriting and fundraising agreements. It is proposed to authorize the Board of Directors to handle all relevant matters of the issuance of new shares upon receipt of approvals from the competent authorities.

(2) Capital increase by issuing underlying common stock for Global Depositary Receipts (GDR) offering.

A. According to Article 267 of the Company Act, 10% to 15% of the new shares to be issued will be reserved for subscription by the employees of the Company, although for those unsubscribed by the employees, it is further proposed to authorize the Chairman to allot these shares for subscription by designated persons at its issue price. According to Article 28 Section 1 of the Regulations Governing the Offering and Issuance of Securities, for the remaining 85% to 90% of the new shares to be issued, it is proposed to have all existing shareholders waive their pre-emptive rights in proportion to their respective shareholding and conduct a public offering as the underlying shares of the proposed issuance of GDRs.

B. According to Article 9 of the Disciplinary Rules, the issue price of the new common shares by capital increase may not be lower than 90% of the closing price of common shares on the Taiwan Stock Exchange or 90% of average closing price of the common shares of the Company for either one, three or five business days prior to the pricing date, after adjustment for any distribution of stock/cash dividends or capital reduction. It is proposed to authorize the Chairman, within the scope of the local regulations and capital market situation to negotiate with the actual issue price with the lead underwriter.

C. It is proposed to authorize the Board of Directors to handle all relevant matters of the issuance of new shares such as but not limited to its conditions, number of shares to be issued, price, raised amount, capital purpose plan, forecasted schedule, estimated potential benefits, determination of the respective underwriters and other relevant matters. It is proposed to authorize the Chairman to execute all agreements and documents and handle all relevant matters of the issuance of new shares upon receipt of approvals from the competent authorities.

2. Calculated based upon the maximum number of the issuance of new shares for cash by capital increase for the issuance of GDRs (i.e., 200,000,000 common shares), the shareholder equity may be diluted by 12% to the maximum. As the funds raised from the issuance of GDRs will be used to support and strengthen the expansion of the Company, its financial operations, its ability to pay back loans and/or other future developments, this proposal shall have positive impact on the shareholder equity.
3. The pricing of this issuance shall abide all existent regulations and be governed by

- the verifiable fair pricing mechanisms established by the Taiwan Stock Exchange, thus, is expected to fulfill the highest standards of rationality.
4. The shareholder's rights and obligations of the new shares to be issued for cash by capital increase or for the issuance of GDRs shall rank pari passu in all respects with the issued and outstanding common shares of the Company.
 5. It is proposed to authorize the Board of Directors to handle all relevant matters of the issuance of new shares upon receipt of approvals from the competent authorities.

Resolution :

Item 2 **(Proposed by the Board of Directors)**

Motion : Proposal for a capital increased by private placement.

Explanatory Notes

1. In order to expand operational scale, increase operation fund, or meet the Company's need for funds for its future development to maintain the Company's continuing business development and increase its competitiveness relieve funding needs, the Company plans to proceed with a private placement by no more than 200,000,000 common shares, at NT\$10 per share face value.
2. In accordance with Provision 6, Article 43 in the Securities and Exchange Law, the private placement is described as follows:
 - (A) Base and reason for price setting:
 - (1) Price for the private placement must not be set lower than 80% of either of the following two bases, whichever is higher, on the price fixing day on the price fixing base authorized to the Board of Directors by a resolution from shareholders meeting.
 - (a) the simple arithmetical average closing price of the common shares of the Company for either 1, 3 or 5 consecutive business days before pricing date, after adjustment for any gratuitous distribution of stock dividends, cash dividends or capital reduction.
 - (b) the simple arithmetical average closing price of the common shares of the Company for the 30 consecutive business days before pricing date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - (2) In respect of actual issue price for this private placement of the Company's common shares, at no lower than the percentage resolved by shareholders' meeting, the Board of Directors is authorized to determine it to consult particular persons and according to the market's situation in the future. This private placement of the Company's common shares might have to be issued under face value due to changes in the market, under consideration of stable management and sound financial structure of the Company. If for every share issue under face value, the difference between face value and actual private placement price lead to accumulated deficit on the books, which will be offset depending on future operation of the Company. After benefit from capital increase occurs, financial structure improves, which will benefit long term development of the Company and have positive impact on Shareholder's Equity.
 - (3) The aforementioned private placement price is determined in accordance with relevant regulations for listed firms for private placement of securities. Therefore, the basis for pricing of private placement for the Company's common shares is quite reasonable.
 - (B) Selection of specific persons:

Pursuant to the specific persons specified in Article 43-6 in the Securities and Exchange Law, as well as Letter No.0990046878 dated 1 Sept. 2010 from the

Financial Supervisory Commission, Executive Yuan. As the Company has not yet decided any specific fund-raisers, it is proposed that the Board of Directors authorizes the Chairman to place one who can yield direct or indirect benefits in the future as the top consideration and selects from specific persons who meet regulations of the Competent Authorities.

(C) Essential reasons for the private placement:

- (1) Reasons for not adopting public issue: As currently the fund-raising market's condition is not easy to grasp, and in order to ensure the efficiency and feasibility of raising a fund and effectively lower its cost, the Company desires to increase its cash capital by private placement of its common shares. In addition, by authorizing the Board of Directors to undertake a private placement depending on the market's condition and as the Company actually needs, mobility and efficiency of the Company's fund-raising will be increased.
 - (2) Privately-placed amount: not more than 200,000,000 common shares of the Company; In respect of total amount for the private placement in accordance with the actual situation, the Board of Directors is authorized to decide it. It can be handled once or twice within a year.
 - (3) Purposes for the privately-placed fund: to expand the operational scale, increase the operational fund, or meet the needs for the Company's future development.
 - (4) Expected benefits: In addition to expanding the Company's operational scale in the future, effectively decreasing fund costs, and ensuring fund-raising efficiency, this plan expects to increase the Company's competitiveness, And strengthen the overall financial structure and solvency. raise its operational efficiency and benefit shareholders' equities positively.
3. All the rights and obligations for the privately placed common shares are the same as those for the issued common shares of the Company. However, according to the Securities Exchange Act, except for being transferred to a transferee meeting the requirement under Article 43-8 of the Securities Exchange Act, the privately placed common shares cannot be sold within three years after their delivery. After three years from the delivery of privately placed common shares, according to related regulations, the Company shall apply with the competent authorities for public issuance.
 4. In the case of this private placement of ordinary shares, if later the private placement cannot be completed within one year. It is proposed that the Shareholders' Meeting authorizes the Board of Directors with full power and authority to handle related matters. the Board of Directors will be convened before the deadline for discussing not to continue the private placement and publish the information compared to a major message on the Market Observation Post System (MOPS).
 5. If corrections to issue conditions, plan items, fund utilizing progress, expected potential benefits, as well as matters not specified, or corrections required due to change in law or regulation or opinions of the Competent Authorities and based on operational assessment or objective environment, It is proposed that the Shareholders' Meeting authorizes the Board of Directors with full power and authority to handle related matters.
 6. For the sake of proceeding with the private placement of common shares, It is proposed that the Board of Directors authorizes the Chairman or the Chairman may authorize a company manager designated by him/her to sign and deliberate all contracts and documents related to this private placement and sign all affairs related to this private placement on behalf of the Company.
 7. Regarding proposal 1 and 2 proposed to this shareholders' meeting, after the proposals are resolved during the shareholders' meeting, the company proposes to

authorize board of directors to conduct capital increase in cash by issuing ordinary shares at an appropriate timing within the ceiling amount of 200,000 thousand ordinary shares and participate in the issuance of overseas depositary receipt by conducting capital increase in cash from issuance of ordinary shares or conducting fund raising by methods such as issuing ordinary shares by private placement at an appropriate timing where the above may be conducted simultaneously, separately, in multiple times or only one of them is selected to conduct depending on actual situation.

Resolution :

Other Business and Special Motion

Meeting Adjourned

Annex

Annex 1

United Renewable Energy Co., Ltd. Business Report

Dear Shareholders,

On behalf of the Management Team of United Renewable Energy Co., Ltd. (the Company), I would like to thank you all for your continued support.

Global economy is under pressure from geopolitical tension, energy crisis, inflation, China's zero Covid policies and raising interest rate by U.S. Fed in 2022. Solar industry is busted by the energy crisis, geopolitical tension and Inflation Reduction Act from U.S.A., the total global annual installed capacity reached 268GW (predicted by BNEF), annual growth rate about 47.3%, became second highest growth rate in the history of solar development. However 2022 is not without its challenges such as impact of China's zero Covid policy on supply chain and sharp increase in price of raw material. But despite those challenges, the consolidated revenue of the Company reached NT\$18.8 billion; annual growth rate reached 31.5%, breaking 7 year record. At same time, the Company recorded net profit of NT\$940 million, EPS NT\$0.61, shows that the Company is returning to stable profitability on the annual basis. With hard work and dedication from all our employees, the sales volume of solar cell and module increased significantly and the Company retained leadership position in Taiwan market. According to IMF prediction 2023 global economic growth rate to be around 2.9%, inflation, energy crisis and geopolitical tension will continue to impact global economy. Global community still work hard to fight climate change and consensus is to increase the use of green energy with expectation that use of green energy could lessen the severity of environmental disaster and ultimately help the world reach Net Zero. IRENA predicted less than 1.5°C Scenario, almost 45% of the total energy source will be renewable energy, and annual installed solar capacity could reach 400GW.

The Company continued to develop high efficiency solar products with 6 major advantages such as "high efficiency", "high value", "environmental sustainable", "highly reliable", "vertically integrated" and "highly rated". With PEACH VLM products, generating efficiency could reach 460W (M6) and 550W (M10), it's leading the Taiwan industry. The Company also developed easy dismantled solar module, which overturn traditional module production, and leading the industry toward sustainable development. The Company's products also pass the test by ITRI and SGS, and water quality standard by EPA. The Company's products also pass REACH SVHC 221 and RoHS tests by ETC and proved to be environmental friendly. At same time, the Company's products also pass TUV Rheinland's electromagnetic compatibility standard such as EN IEC61000-6-1:2019 and EN IEC61000-6-3:2021. In order to adapt to Taiwan's unique environment, the Company's module pass ITRI's IEC 60068-2-52 Severity 8 tests and also PID for 300 hours. The raw material used can withstand CASS 288 hours (ASTM B368), equivalent to reliability of 40 years in coastal area. The Company is the only company with products that are resistant to salt erosion and environmental friendly.

The Company received many awards and recognition from international and domestic organizations such as IEC, VPC, UL, CEC, .Etc. the Company product also certified as clean energy product by organizations from numerous countries. The Company's solar cell and module was awarded Taiwan Excellent PV award by Bureau of Energy, Ministry of Economic Affairs in 2022, and its tenth consecutive years that the Company has the honor of receiving this award. The Company was also on the list of Bloomberg New Energy Finance Tier 1 Module Manufacturer List in 2022, further recognized the Company's excellence in the PV field.

The Company expands downstream solar system project business actively. The Company has built up its core competences in development, construction, sales, and financing of global solar system projects. As well as providing O&M service for solar system. The Company is largest developer of PV systems in Taiwan. In overseas market, the Company forms strategic alliances with internationally renowned renewable energy management companies. The Company focuses on the development of the projects and sold it to asset management companies. In Taiwan, the Company is able to provide one stop services from professional consultation to module supply to customers, which increase the Company's competitiveness. The Company also have large utility scale projects in Yunlin, Changhua, Pingtung in development, those will be largest projects in next 5years. According to Bloomberg New Energy Finance forecast, as much as 400 GW of solar PV could be installed globally in 2023. Due to the future potential and stable income from solar system, the Company will aggressively develop global solar system business which can also create demand for solar cell and module products and driving future growth.

In order to provide total solutions for the renewable energy, the Company invested in design and development of Energy Storage System (ESS) products, and is one of the important system integrator for ESS in Taiwan. The Company completed Taipower's South Yan-Tian (SYT) ESS system project. The energy-storage system at SYT coupled with a 150MW solar photo-voltaic (PV) site at the same location. The combined facility will become Taiwan's largest PV-plus-storage project; the total capacity is 15MW/15MWh. This energy-storage system will enable Taipower to perform grid-scale automatic frequency control, photo-voltaic (PV) smoothing, frequency regulation, and ancillary services. According to Bloomberg New Energy Finance, global ESS market could reach 28GW/69GWh by 2023 with compound annual growth rate of 75%.

As leader in the Solar industry and outstanding Corporate Citizen, the Company feels obliged to promote clean energy, energy conservation to our customers, user, partner and general public around the world, the Company feels it's our duty to care for the environment and make contribution to society. The Company will continue to focus on module brand and solar system business, improve competitiveness of Taiwan solar industry. With the support from government fund and policy, the Company will strive to assist Taiwan energy supply sector complete transformation, and reached government target of cumulated installed solar PV capacity of 20GW by 2025.

The following are highlight of 2022 performance and business plan for the 2023:

1. The report on 2022 business result

1.1.2022 Financial Performance

Item	Unit: NT\$'000	
	2022	2021
Consolidated Net Sales	18,808,051	14,302,408
Consolidated Gross Income (Loss)	2,142,197	728,819
Consolidated Loss from Operation	739,171	(820,746)
Consolidated Loss After Income Tax	938,747	(1,341,587)
Net Loss Attributable to Shareholders of the Parent	993,643	(1,288,203)

1.2.Budget Implementation

The Company did not provide nor disclose any budget forecast to the public.

1.3.Analysis of Receipts, Expenditures, and Profitability

1.3.1.Analysis of Receipts and Expenditures

In 2022, the net cash used in operating activities amount to NT\$960 million, net cash used in investing activities amount to NT\$1.8 billion, the net cash generated from financing activities amount to NT\$2.2 billion. The Company will continue to maintain sufficient cash position and finance operation will continue to be conservative and prudent.

1.3.2.Analysis of Profitability

The consolidated revenue increased by 31.5% from previous year to NT\$18.8 billion, which was mainly due to strong overseas demand and stable growth from domestic market. The gross margin is 11%, the operating expenses declined by 3%, the net profit for the year was NT\$939 million, increased by 170% compared to same period previous year. The Company's finance is stable and sound, cash and cash equivalents amount to NT\$4.8 billion by the end of 2022, the Company will continue to maintain sufficient cash position and finance operation will continue to be conservative and prudent.

1.4.Examine Research and Development Work

The Company developed products for different types of solar project (rooftop, ground mount, floating, and agrivoltaic....etc.). The Company products include large size PEACH VLM, M6 and M10 is better suited to utility scale projects. Bifacial Glory PEACH is structurally more durable, and is suitable to non-arable land, its wind pressure resistant, and fireproof. PEACH BiFi has light structural design and high efficiency performance, suited to roof top projects. As system power station voltage increase, module and ground have higher voltage difference, which can impact on long term performance of the bifacial module. The Company with support and subsidy from Bureau of Energy, Ministry of Economic Affairs, improved quality of solar cell as well as performance of the products. From reliability test by ITRI, it's proved that

up to 10% more power can be generated. The Company applied for patent in Taiwan and USA, the new products are plan for the new production line, and will target the global market.

2.2023 Business Plan and Future Developmental Strategy

Business Policy, Sales Volume Forecast and Other Important Production and Sales Policies

2.1.Production Policies

Total production capacity of solar cell is about 2.8GW, the module production capacity will reach 1.5GW in 2-3 years with vertical integration, and downstream system business will reach 1GW within next 5 years.

2.2.Research and Development

Continue to improve the photoelectric conversion efficiency on the basis of P-type PERC cells, and simultaneously study the next-generation N-type high-efficiency solar cell process (Tunnel oxide passivated contact TOPCon and heterojunction HJT). P-type PERC cells have continuously optimized process parameters and applied new materials in recent years. The mass production efficiency of G1 (158.75mm*158.75mm) size cells has reached 22.9%. In response to the keen demand of the global market for high efficiency and high power generation wattage, in the first half of this year, the company will invest in a new large-size battery mass production line. It is expected to launch a new P-type PERC cell with a photoelectric conversion efficiency exceeding 23% in the second half of the year.

The company is following closely to the development and trend of the commonly discussed Perovskite Solar Cells, the star of next era. In the future, it will be developed through joint efforts with consortium legal persons (such as Industrial Technology Research Institute, Metal Industry Research Center, etc.) and academic research units (such as National Taiwan University, Qingda University, Chengda University, etc.). The Company has cooperated with the Industrial Technology Research Institute and its supply chain to cooperate to accelerate the development of easy-to-disassemble solar modules to reach the commercialization level. Through the new dismantling technology, the problem of disposal of waste solar panels from the past can be solved. The recycling of materials such as wafers and glass cover plates can increase the value of waste recycling and reduce the burden on the environment, create higher value for a circular economy, bring new opportunities for the solar energy industry, and work with the government to promote the goal of sustainable Taiwan. In the future, in addition to meeting the recycling market of discarded solar panels in my country, it can also export related technical service energy overseas.

2.3.Sales Policies

In order to keep up with growing global demand for renewable energy, the Company will continue to expand in existing market and improve penetration to the newly developed market for customers. At same time, utilized growth potential in Taiwan domestic market, expand module production capacity and develop high end module brand. The Company will build a strong system sales team in order to develop global system business and sales channel.

2.4.System Business

In domestic market, with the Company's premium quality solar cell and module products, and Taiwan Government's long term goal of 20GW accumulated PV capacity by 2025, the Company will continue to expand domestic system business. And use experience accumulated in domestic market to aggressively develop international system business. As the world recovers from pandemic and governments increase investment in green energy, the Company expected overseas business to improve, with vertical integration of solar industry, the Company will be able to provide total solution to our customers.

2.5.New Business Development

The Company is dedicated to providing co-generation solutions, including PV plus storage, for Taiwan's large energy users, carbon reduction/green energy certification services, and dReg0.25 frequency control ancillary-services to use in Taipower energy trading platform. The Company will take part in building of large ESS systems in Taiwan in the foreseeable future.

3. Effect of External Competition, the Legal Environment and the Overall Business Environment

3.1.After the COP27, global consensus is to increase the use of green energy with expectation that use of green energy could lessen the severity of environmental disaster and ultimately reach Net Zero. This

should increase the government investment in green energy infrastructure such as USA's IRA and Europe's FIT55, at same time bring tremendous development opportunity to green energy sector. The Company has always been aggressive in the international solar market; the Company is expected to expand solar system business internationally.

- 3.2.Many International company already set Net Zero target, as RE100 and clean energy regulations by various government on the way, the Company is expected to increase company's investment in solar power and ESS. The Company will aggressively work with our clients to total provide solution for renewable energy generation and storage, and achieve the target set by government of renewable energy to total energy generated ratio of 20% by 2025.
- 3.3.The Council of Agriculture issue working guideline regarding agricultural land alternation, which limited large utility scale project development.
- 3.4.Taiwan government promote carbon reduction and increase in renewable energy, the green energy industry is one of the "5+2" innovative industries plan and 20GW PV installed target still on track for 2025, the Company will aggressively develop and construct solar system business in order to achieve target set by government.
- 3.5.The Company will continue to diversify and expand system investment to gain global market share in response to the trade war, it is expect to low the risk of international trade dispute.
- 3.6.Many countries have reach grid parity, the outlook for solar industry are optimistic. The Company implemented strategic transformation to compete in the global market, the Company will also maintain competitive advantage in terms of cost and R&D, the Company will continue to achieve the annual target in terms of business plan.
- 3.7.The Company kept close watch on the foreign exchange risk control as our products tend to export to overseas market, the Company monitor foreign exchange fluctuation and utilize hedge instrument to lower the risk of foreign exchange fluctuation.
- 3.8.The Company will focus on strength module brand and increase solar system business, and hope to integrate the green energy supply chain to provide more added values, at same time regain profitability and growth for our shareholders.

Chairman Dr. Hong

Annex 2

United Renewable Energy Co., Ltd. Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements, and profits offsetting list. The CPA firm of KPMG Taiwan was retained to audit URE's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profits offsetting list have been reviewed and determined to be correct and accurate by the Audit Committee members of United Renewable Energy Co., Ltd.. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

The Audit Committee of United Renewable Energy Co., Ltd

Chairman : Independent Director Tsai,Ming-Fang

March 13, 2023

Annex 3

Processing situation of 2018 private placement of common shares

Item	Private placement of common shares of 2018			
Type of private placement security	Common shares			
The date and amount approved by Shareholdings' Meeting	The total amount of private placement of common share approved by Extraordinary Shareholdings' Meeting of March.28, 2018 is within 380 million shares.			
The criteria and the reasonableness for determination of the price.	<p>1. According to "Directions for Public Companies Conducting Private Placements of Securities", the reference price shall be the higher of the following two calculations:</p> <p>a. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.</p> <p>b. The simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.</p> <p>The price per share fixed for privately placed common shares would be not lower than 80 percent of the reference price.</p> <p>2. As above, The simple average closing price for the 30 business days before May 11, 2018, after adjustment for capital reduction is reference price, NT\$10.4. The price per share for private placement of common share is NT\$8.32, equal to 80% of the reference price. It's conformed to the resolution of Extraordinary Shareholders' Meeting.</p>			
The method for selecting the specific persons	In accordance with Article 43-6 of the Securities and Exchange Act.			
In the reasons for the necessity for conducting the private placement	Comparing to public offering, private placement of common stock can ensure the mobility and the timeliness of raising fund, and also reduce the cost of funding.			
The date of the price has been paid up in full	Oct 15, 2018			
Placee	Placee	Qualification	Shares	Relationship with the company
	National Development Fund, Executive Yuan Delegate: Chiou Yih-Peng	Article 43-6, paragraph 1, subparagraph 2 of the Securities and Exchange Act	167,145,851	NA
	United Renewable Energy Co., Ltd Delegate: Chou Chung-Pin	Article 43-6, paragraph 1, subparagraph 2 of the Securities and Exchange Act	167,145,851	NA
The actual private placement price	NT\$8.32 per share.			
The discrepancy between actual private price and reference price	The actual private placement price NT\$8.32 is 80% of the reference price NT\$10.4.			
Any effect of the private placement on shareholder equity	The Securities and Exchange Act regulates the qualification of placee, 3-year limit of transference, so there is certain protection on shareholder equity. °			
The status of utilization of the funds and the plan implementation progress	To enrich working capital and refund the short-term loan. As of Dec. 31, 2022, the NTD\$2,702,568 thousand from private placement has been utilized.			
The realization of plan benefits	After capital increase, it would improve the financial structure, business operation and development, and benefit to the shareholders' equity.			

Annex 4

United Renewable Energy Co., Ltd. The status of sound business plan

In Million of New Taiwan Dollars

Quarter Account Names	Fourth quarter of 2022 (Estimate)		Fourth quarter of 2022 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	4,275	100.0	5,447	100.0	27.4	Mainly due to the continuous increase in sales in overseas markets.
Operating Costs	4,046	94.6	4,965	90.7	22.7	—
Gross Profit (or Loss)	229	5.4	511	9.3	123.1	Strong overseas demand led to higher gross profit.
Operating Expenses	307	7.2	396	7.2	29.0	Due to the increase in sales in overseas markets, resulting in increased freight and commissions.
Profit (or Loss) from Operations	(78)	(1.8)	116	2.1	248.7	—
Non-Operating Income and Expenses	55	1.3	(110)	(2.0)	(300.0)	Mainly due to recognized impairment loss of production equipment.
Loss before income tax	(23)	(0.5)	6	0.1	126.1	—
Net loss attributable to Shareholders of the parent	(23)	(0.5)	26	0.5	Turn to profit	—

Quarter Account Names	three quarter of 2022 (Estimate)		three quarter of 2022 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	3,761	100.0	4,746	100.0	26.2	Due to the U.S. IRA Act, which led to a boom in installations, resulting in a significant increase in sales in overseas markets.
Operating Costs	3,481	92.5	4,273	90.0	22.8	—
Gross Profit (or Loss)	280	7.4	473	10.0	68.9	Mainly due to the significant increase in sales and gross profit in overseas markets.
Operating Expenses	311	8.27	472	10.0	51.8	Due to the increase in sales in overseas markets, resulting in increased freight and commissions.
Profit (or Loss) from Operations	(31)	(0.8)	1	0.0	103.2	—
Non-Operating Income and Expenses	(54)	(1.4)	187	3.9	446.3	Mainly due to the settlement of the Wafer Works case which reversed the loss recognized.
Loss before income tax	(85)	(2.3)	188	3.9	321.2	—
Net loss attributable to Shareholders of the parent	(85)	(2.3)	193	4.1	327.1	—

Quarter Account Names	second quarter of 2022 (Estimate)		second quarter of 2022 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	3,587	100.0	3,903	100.0	8.8	—
Operating Costs	3,412	95.1	3,497	89.6	2.5	—
Gross Profit (or Loss)	175	4.9	406	10.4	132.0	Due to higher-than-expected sales prices of our own products, resulting in more favorable gross profit than estimated.
Operating Expenses	310	8.6	283	7.3	(8.7)	Decrease in employment costs and transfer of some costs to production costs.
Profit (or Loss) from Operations	(135)	(3.8)	122	3.1	190.4	—
Non-Operating Income and Expenses	(32)	(0.9)	22	0.6	168.8	Mainly due to the decrease in interest expense.
Income tax expense (or Benefit)	—	—	(20)	(0.5)	—	—
Net loss attributable to Shareholders of the parent	(167)	(4.6)	174	4.5	204.2	—

Quarter Account Names	first quarter of 2022 (Estimate)		first quarter of 2022 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	2,880	100.0	4,682	100.0	62.6	Mainly due to the strong demand for domestic modules, the price has also raised in response to the supply chain price hikes.
Operating Costs	2,827	98.2	3,930	83.9	39.0	—
Gross Profit (or Loss)	52	1.8	752	16.1	1,346.2	Due to the growth of production and sales volume, the utilization of production capacity has increased, resulting in higher gross profit.
Operating Expenses	304	10.5	252	5.4	(17.1)	Decrease in employment costs and transfer of some costs to production costs.
Profit (or Loss) from Operations	(251)	(8.7)	501	10.7	299.6	—
Non-Operating Income and Expenses	(15)	(0.5)	108	2.3	820.0	Income from insurance claims and exchange gain.
Net loss attributable to Shareholders of the parent	(266)	(9.2)	600	12.8	325.6	—

Annex 5

Independent Auditors' Report

To the Board of Directors of United Renewable Energy Co., Ltd.:

Opinion

We have audited the financial statements of United Renewable Energy Co., Ltd. (“the Company”), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the year ended December 31, 2022 and 2021, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgment, the key audit matters that should be disclosed in this audit report are as follows:

1. Revenue recognition

Please refer to note 4 (q) “Revenue recognition” for accounting policy and note 6 (z) “Revenue from contracts with customers” of the parent company only financial statements for further information.

Description of key audit matter:

The Company's revenues are derived from the sales of solar modules and cells. Revenue recognition is also dependent on whether the specified sales terms in each individual contract are met. In consideration of the high volume of sales transactions, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

Our principal audit procedures included: understanding of revenue recognition policies and assessing whether revenue recognition policies are appropriate based on sales terms and revenue recognition criteria; understanding the design and process of implementation of internal controls and testing operating effectiveness; testing selected sales samples and agreeing to customer orders, delivery note and related documentation supporting sales recognition; testing sales cut-off, on a sample basis, for transactions incurred within a certain period before or after the balance sheet date by reviewing related sales terms, inspecting delivery documents, and other related supporting document to evaluate whether the revenue was recorded in proper period.

2. Assessment of impairment of non-financial assets

Please refer to note 4 (o) “Impairment of non-financial assets” for accounting policy and note 5 “assumptions and judgments, and major sources of estimation uncertainty for impairment of non-financial assets” of the parent company only financial statements for further information.

Description of key audit matter:

The Company belongs to a high capital expenditure industry, and its production capacity is essential for the industry development. However, in an environment where market demands and technology change rapidly, existing equipment may not be economically effective in the future due to product or technology upgrades. Therefore, the assessment of long-term non-financial asset impairment is important. The process of asset impairment assessment relies on the subjective judgment of the management. It is an accounting estimate with a high degree of uncertainty. Therefore, the assessment of impairment of non-financial assets is one of the key areas our audit focused on.

How the matter was addressed in our audit:

Our principal audit procedures included: assessing the cash-generating units recognized by the management that might have internal and external signs of impairment, and considering whether all assets that required annual impairment tests have been fully included in the assessment scope; evaluating whether the evaluation method used by the management to measure the recoverable amount of each cash-generating unit complies with the International Financial Reporting Standards, and reviewing its related calculations and various assumptions used, as well as conducting sensitivity analysis on important assumptions.

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

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

In preparing the financial statements, management is responsible for assessing the Company’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 Company 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 Company’s financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investments accounted for using the equity method to express an opinion on these 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period 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 audit resulting in this independent auditors' report are Yung-Hua Huang and Pao-Lian Chou.

KPMG

Taipei, Taiwan (Republic of China)
March 13, 2023

UNITED RENEWABLE ENERGY CO., LTD.

Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2022		December 31, 2021		Liabilities and Equity		December 31, 2022		December 31, 2021	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 3,516,679	12	3,655,826	14	2100	Short-term borrowings (note 6(n))	\$ 1,411,880	5	-	-
1110	Financial assets at fair value through profit or loss - current (note 6(b))	-	-	7,384	-	2110	Short-term bills payable (note 6(o))	99,931	-	-	-
1120	Financial assets at fair value through other comprehensive income - current (note 6(c))	152,171	1	111,712	-	2120	Financial liabilities at fair value through profit or loss - current (note 6(b))	4,504	-	-	-
1140	Contract assets - current (note 6(z))	183,149	1	-	-	2130	Contract liabilities - current (note 6(z))	228,953	1	337,967	1
1170	Notes and accounts receivable, net (note 6(e))	2,310,895	8	1,564,893	6	2170	Notes and accounts payable	909,217	3	1,077,242	4
1180	Accounts receivable from related parties (note 7)	3,733	-	400,842	2	2180	Accounts payable to related parties (note 7)	233,224	1	136,307	1
1200	Other receivables	66,095	-	68,958	-	2280	Lease liability - current (note 6(r))	46,094	-	26,780	-
1210	Other receivables from related parties (notes 6(d) and 7)	203,700	1	298,908	1	2320	Current portion of long-term liabilities (note 6(p))	506,000	2	-	-
130X	Inventories (note 6(f))	2,922,088	10	1,211,447	5	2399	Other current liabilities (note 7)	1,601,502	5	1,775,571	7
1410	Prepayments (note 9)	1,281,952	4	704,222	3		Total current liabilities	5,041,305	17	3,353,867	13
1460	Non-current assets held for sale (note 6(g))	9,336	-	-	-	2500	Financial liabilities at fair value through profit or loss - non-current (note 6(b))	14,249	-	-	-
1476	Other financial assets (note 8)	592,105	2	873,956	3	2530	Bonds payable (note 6(q))	2,969,315	10	2,952,450	12
1479	Other current assets	383,322	1	166,987	1	2540	Long-term borrowings (note 6(p))	3,077,985	10	2,657,486	10
	Total current assets	11,625,225	40	9,065,135	35	2580	Lease liability - non-current (note 6(r))	757,662	3	252,628	1
Non-current assets:						2650	Credit balance of investments accounted for using equity method (note 6(h))	769,811	3	995,054	4
1510	Financial assets at fair value through profit or loss - non-current (notes 6(b) and (q))	900	-	6,900	-	2670	Other non-current liabilities (notes 6(s) and (v))	313,120	1	236,757	1
1517	Financial assets at fair value through other comprehensive income - non-current (notes 6(c), 7 and 8)	520,559	2	333,791	1		Total non-current liabilities	7,902,142	27	7,094,375	28
1535	Financial assets at amortized cost - non-current (note 6(d))	-	-	-	-		Total liabilities	12,943,447	44	10,448,242	41
1550	Investments accounted for using the equity method (notes 6(h) and 7)	3,139,172	11	3,660,075	14	3110	Equity (notes 6(w) and (x))	16,277,905	55	16,278,140	64
1600	Property, plant and equipment (notes 6(j), 7 and 8)	5,996,757	20	4,288,600	17	3200	Ordinary shares	187,699	1	999,749	4
1755	Right-of-use assets (note 6(k))	758,405	3	201,636	1	3350	Capital surplus	354,726	1	(1,461,427)	(6)
1760	Investment property, net (notes 6(l) and 8)	2,533,165	8	2,637,221	10	3400	Accumulated profit or loss	(345,028)	(1)	(667,163)	(3)
1780	Intangible assets (note 6(m))	2,789	-	4,134	-	3500	Other equity	(18,699)	-	(18,699)	-
1840	Deferred tax assets (note 6(v))	619,240	2	622,050	2		Treasury shares				
1915	Prepayments - non-current (note 9)	2,020,363	7	1,920,057	8		Total equity	16,456,603	56	15,130,600	59
1920	Refundable deposits (note 8)	140,646	-	634,844	3						
1942	Other receivables from related parties - non-current (note 7)	1,845,085	6	2,002,155	8						
1990	Other non-current assets (note 8)	197,744	1	202,244	1						
	Total non-current assets	17,774,825	60	16,513,707	65						
	Total assets	\$ 29,400,050	100	25,578,842	100		Total liabilities and equity	\$ 29,400,050	100	25,578,842	100

UNITED RENEWABLE ENERGY CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

		2022		2021	
		%	Amount	%	Amount
4000	Net operating revenues (notes 6(z) and 7)	\$ 16,353,377	100	12,027,712	100
5110	Operating costs (notes 6(f), (r), (u), (aa), 7 and 12)	14,655,974	90	11,558,981	96
5900	Gross gain from operations	1,697,403	10	468,731	4
	Operating expenses (notes 6(e), (r), (u), (aa) and 12):				
6100	Selling expenses	471,259	3	352,317	3
6200	General and administrative expenses	507,505	3	647,413	5
6300	Research and development expenses	70,009	-	100,492	1
6450	Impairment losses (reversal of impairment losses) on trade receivable	15,152	-	(2,971)	-
	Total operating expense	1,063,925	6	1,097,251	9
	Income (loss) from operations	633,478	4	(628,520)	(5)
	Non-operating income and expenses:				
7010	Other income (notes 6(t), (ab) and 7)	319,686	2	284,075	2
7020	Other gains and losses (note 6(ab))	487,814	3	(327,904)	(3)
7050	Finance costs (notes 6(q) and (r))	(136,533)	(1)	(215,220)	(2)
7060	Share of gain (loss) of associates and joint ventures accounted for using equity method (note 6(h))	(318,372)	(2)	(402,473)	(3)
7100	Interest income	7,570	-	1,839	-
		360,165	2	(659,683)	(6)
	Income (loss) before income tax	993,643	6	(1,288,203)	(11)
7950	Less: income tax expense (note 6(v))	-	-	-	-
8200	Net Income (loss)	993,643	6	(1,288,203)	(11)
8300	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss:				
8316	Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	(6,652)	-	61,118	-
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign statements	299,497	2	(58,399)	-
8380	Share of other comprehensive income (loss) of subsidiaries accounted for using equity method	28,423	-	(47,287)	-
8300	Total other comprehensive income (loss)	321,268	2	(44,568)	-
	Total comprehensive income (loss)	\$ 1,314,911	8	(1,332,771)	(11)
	Earnings (loss) per share				
9750	Basic earnings (loss) per share (NT dollars) (note 6(y))	\$ 0.61		(0.84)	
9850	Diluted earnings per share (NT dollars) (note 6(y))	\$ 0.57			

UNITED RENEWABLE ENERGY CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	Share capital			Other equity				Total equity
	Ordinary shares	Capital surplus	Accumulated profit or loss	Exchange differences on translation of foreign financial statements	Unrealized gains (loss) on financial assets at fair value through other comprehensive income	Unearned employees benefits	Treasury shares	
Balance at January 1, 2021	\$ 26,650,863	7,877	(11,581,063)	(669,674)	(124,956)	(7,416)	(18,699)	14,256,932
Net loss for the year ended December 31, 2021	-	-	(1,288,203)	-	-	-	-	(1,288,203)
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	(105,686)	61,118	-	-	(44,568)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	(1,288,203)	(105,686)	61,118	-	-	(1,332,771)
Offset of deficit against capital surplus	-	(9,887)	9,887	-	-	-	-	-
Capital increase by cash	1,200,000	792,000	-	-	-	-	-	1,992,000
Capital reduction to offset accumulated deficits	(11,571,175)	-	11,571,175	-	-	-	-	-
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	(12)	-	-	-	-	-	(12)
Compensation cost and cancellation of restricted shares for employees	(1,548)	282	-	-	-	6,549	-	5,283
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	(172,902)	-	172,902	-	-	-
Adjustments to capital surplus and retained earnings for changes in subsidiaries equity	-	3,291	(321)	-	-	-	-	2,970
Issuance of convertible bond	-	177,366	-	-	-	-	-	177,366
Compensation cost of issuing shares	-	28,832	-	-	-	-	-	28,832
Balance at December 31, 2021	16,278,140	999,749	(1,461,427)	(775,360)	109,064	(867)	(18,699)	15,130,600
Net Income for the year ended December 31, 2022	-	-	993,643	-	-	-	-	993,643
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	327,920	(6,652)	-	-	321,268
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	993,643	327,920	(6,652)	-	-	1,314,911
Changes in equity of associates and joint ventures accounted for using the equity method	-	10,482	-	-	-	-	-	10,482
Offset of deficit against capital surplus	-	(822,510)	822,510	-	-	-	-	-
Adjustments to capital surplus and retained earnings for changes in subsidiaries equity	-	(42)	-	-	-	-	-	(42)
Compensation cost and cancellation of restricted shares for employees	(235)	20	-	-	-	867	-	652
Balance at December 31, 2022	\$ 16,277,905	187,699	354,726	(447,440)	102,412	-	(18,699)	16,456,603

UNITED RENEWABLE ENERGY CO., LTD.
Statements of Cash Flows
For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
Profit (loss) before income tax	\$ 993,643	(1,288,203)
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	779,310	825,388
Amortization expense	2,065	1,679
Expected credit loss	15,152	26,205
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	17,644	(11,016)
Finance cost	76,633	162,879
Interest income	(7,570)	(1,839)
Dividends income	(19,220)	(14,178)
Compensation cost of restricted shares for employees	652	34,115
Share of loss of subsidiaries and associates accounted for using equity method	318,372	402,473
(Gain) loss on disposal of property, plant and equipment	(33,529)	108,620
Gain on disposal of investments	(131,837)	(83)
Impairment loss on property, plant and equipment	105,248	-
Reversal gain of impairment	-	(3,521)
Impairment loss on financial assets	-	163,650
Others	21,641	(87,010)
Total adjustments to reconcile profit (loss)	<u>1,144,561</u>	<u>1,607,362</u>
Changes in operating assets and liabilities:		
Contract assets - current	(183,149)	-
Notes and accounts receivable	(745,973)	235,400
Accounts receivable from related parties	398,609	(242,848)
Other receivables	26,579	(49,145)
Other receivables from related parties	459,300	57,636
Inventory	(1,927,910)	379,975
Prepayments (including non-current)	(590,033)	(406,196)
Other current assets	(217,768)	30,968
Contract liabilities - current	(109,014)	75,991
Notes and accounts payable (including related parties)	(119,620)	(104,878)
Provisions	28,724	(103,613)
Other current liabilities	(291,612)	183,733
Total changes in operating assets and liabilities	<u>(3,271,867)</u>	<u>57,023</u>
Cash inflow (used in) generated from operations	(1,133,663)	376,182
Income taxes received (paid)	1,434	(122)
Net cash flows (used in) generated from operating activities	<u>(1,132,229)</u>	<u>376,060</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(213,770)	(27,098)
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	-	6,614
Acquisition of investments accounted for using equity method	(498,957)	(439,994)
Proceeds from disposal of associates	518,837	198,382
Proceeds from capital reduction of investments accounted for using equity method	96,617	358,167
Acquisition of property, plant and equipment	(1,909,897)	(545,548)
Proceeds from disposal of property, plant and equipment	33,921	3,136
Decrease in refundable deposits	495,458	72,143
Acquisition of intangible assets	(720)	(3,889)
Decrease (increase) in other financial assets	287,576	(47,501)
Interest received	7,015	1,643
Dividends received	26,276	253,832
Net cash flows used in investing activities	<u>(1,157,644)</u>	<u>(170,113)</u>
Cash flows from financing activities:		
Increase in short-term loans	1,414,348	-
Decrease in short-term loans	-	(2,297,495)
Increase in short-term bills payable	100,000	-
Issuance of convertible bonds	-	3,120,780
Proceeds from long-term borrowings	1,310,042	4,748,425
Repayments of long-term borrowings	(400,000)	(7,486,342)
Increase in guarantee deposits received	12,364	4,327
Payment of lease liabilities	(28,433)	(24,610)
Proceeds from issuance of ordinary shares	-	1,992,000
Interest paid	(83,890)	(175,764)
Net cash generated from (used in) financing activities	<u>2,324,431</u>	<u>(118,679)</u>
Effect of exchange rate changes	<u>(173,705)</u>	<u>(37,119)</u>
Net (decrease) increase in cash and cash equivalents	(139,147)	50,149
Cash and cash equivalents at beginning of period	3,655,826	3,605,677
Cash and cash equivalents at end of period	<u>\$ 3,516,679</u>	<u>3,655,826</u>

Independent Auditors' Report

To the Board of Directors of United Renewable Energy Co., Ltd.:

Opinion

We have audited the consolidated financial statements of United Renewable Energy Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2022 and 2021, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. 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 Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 of the current period. 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. Based on our judgment, the key audit matters that should be disclosed in this audit report are as follows.

1. Revenue recognition

Please refer to note 4 (r) "Revenue recognition" for accounting policy and note 6 (aa) "Revenue from contracts with customers" of the consolidated financial statements for further information.

Description of key audit matter:

The Group' s revenues are derived from the sales of solar modules, power plant and cells. Revenue recognition is also dependent on whether the specified sales terms in each individual contract are met. In consideration of the high volume of sales transactions generated from world-wide operations, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

Our principal audit procedures included: understanding of revenue recognition policies and assessing whether revenue recognition policies are appropriate based on sales terms and revenue recognition criteria; understanding the design and process of implementation of internal controls and testing operating effectiveness; testing selected sales samples and agreeing to customer orders, delivery note and related documentation supporting sales recognition; testing sales cut-off, on a sample basis, for transactions incurred within a certain period before or after the balance sheet date by reviewing related sales terms, inspecting delivery documents, and other related supporting document to evaluate whether the revenue was recorded in proper period.

2. Assessment of impairment of non-financial assets

Please refer to note 4 (p) “Impairment of non-financial assets” for accounting policy and note 5 “assumptions and judgments, and major sources of estimation uncertainty for impairment of non-financial assets” of the consolidated financial statements for further information.

Description of key audit matter:

The Group belongs to a high capital expenditure industry, and its production capacity is essential for the industry development. However, in an environment where market demands and technology change rapidly, existing equipment may not be economically effective in the future due to product or technology upgrades. Therefore, the assessment of long-term non-financial asset impairment is important. The process of asset impairment assessment relies on the subjective judgment of the management. It is an accounting estimate with a high degree of uncertainty. Therefore, the assessment of impairment of non-financial assets is one of the key areas our audit focused on.

How the matter was addressed in our audit:

Our principal audit procedures included: assessing the cash-generating units recognized by the management that might have internal and external signs of impairment, and considering whether all assets that required annual impairment tests have been fully included in the assessment scope; evaluating whether the evaluation method used by the management to measure the recoverable amount of each cash-generating unit complies with the International Financial Reporting Standards, and reviewing its related calculations and various assumptions used, as well as conducting sensitivity analysis on important assumptions.

Other Matter

United Renewable Energy Co., Ltd. has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2022 and 2021, on which we have issued an unqualified opinion.

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, interpretation developed by IFRIC or SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, 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 Republic of China 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 Republic of China, we exercise professional judgment and 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 the 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 of the current period 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 audit resulting in this independent auditors' report are Yung-Hua Huang and Pao-Lian Chou.

KPMG

Taipei, Taiwan (Republic of China)
March 13, 2023

UNITED RENEWABLE ENERGY CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

		<u>December 31, 2022</u>		<u>December 31, 2021</u>				<u>December 31, 2022</u>		<u>December 31, 2021</u>	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 4,755,068	14	5,254,173	17	2100	Short-term borrowings (note 6(n))	\$ 1,895,215	6	50,389	-
1110	Financial assets at fair value through profit or loss - current (note 6(b))	-	-	74,255	-	2110	Short-term bills payable (note 6(o))	99,931	-	221,253	1
1120	Financial assets at fair value through other comprehensive income - current (note 6(c))	152,171	-	111,712	-	2120	Financial liabilities at fair value through profit or loss - current (note 6(b))	4,504	-	1,924	-
1140	Contract assets - current (notes 6(aa) and 7)	339,307	1	215,187	1	2130	Contract liabilities - current (notes 6(aa) and 7)	381,104	1	506,666	2
1170	Notes and accounts receivable, net (note 6(e))	2,416,503	7	1,871,520	6	2170	Notes and accounts payable	1,194,056	4	1,355,764	4
1180	Accounts receivable from related parties (notes 6(e) and 7)	126,959	-	225,389	1	2260	Liabilities related to non-current assets held for sale (note 6(g))	-	-	1,607,188	5
1200	Other receivables	139,892	-	141,706	-	2280	Lease liability - current (note 6(s))	95,525	-	59,058	-
1210	Other receivables from related parties (note 7)	311,000	1	407,956	1	2320	Current portion of long-term borrowings and preference share liabilities (notes 6(p) and (r))	2,846,541	8	2,446,656	8
130X	Inventories (note 6(f))	4,377,410	13	2,653,595	9	2399	Other current liabilities (notes 6(t) and 7)	1,829,246	5	1,727,778	6
1410	Prepayments (note 9)	1,662,780	5	1,149,948	4		Total current liabilities	<u>8,346,122</u>	<u>24</u>	<u>7,976,676</u>	<u>26</u>
1460	Non-current assets held for sale (notes 6(g) and 8)	530,209	2	2,145,372	7		Non-Current liabilities:				
1476	Other financial assets (note 8)	629,432	2	924,036	3	2500	Financial liabilities at fair value through profit or loss - non-current (notes 6(b) and (p))	21,775	-	49,896	-
1479	Other current assets	424,192	1	211,531	1	2530	Bonds payable (note 6(q))	2,969,315	9	2,952,450	10
	Total current assets	<u>15,864,923</u>	<u>46</u>	<u>15,386,380</u>	<u>50</u>	2540	Long-term borrowings (note 6(p))	3,993,300	12	3,525,712	11
Non-current assets:						2580	Lease liability - non-current (note 6(s))	1,376,919	4	560,061	2
1510	Financial assets at fair value through profit or loss - non-current (notes 6(b), (q) and (r))	71,287	-	97,096	-	2635	Preference share liabilities - non-current (note 6(r))	-	-	4,377	-
1517	Financial assets at fair value through other comprehensive income - non-current (notes 6(c), 7 and 8)	520,559	2	333,791	1	2670	Other non-current liabilities (notes 6(t) and (w))	426,101	1	313,704	1
1535	Financial assets at amortized cost - non-current (note 6(d))	-	-	-	-		Total non-current liabilities	<u>8,787,410</u>	<u>26</u>	<u>7,406,200</u>	<u>24</u>
1550	Investments accounted for using the equity method (note 6(h))	235,382	1	211,473	1		Total liabilities	<u>17,133,532</u>	<u>50</u>	<u>15,382,876</u>	<u>50</u>
1600	Property, plant and equipment (notes 6(j), 7 and 8)	10,188,315	30	8,213,695	26		Equity attributable to owners of parent (notes 6(x) and (y))				
1755	Right-of-use assets (note 6(k))	1,344,837	4	431,008	2	3110	Ordinary shares	16,277,905	48	16,278,140	52
1760	Investment property, net (notes 6(l) and 8)	2,722,066	8	2,844,125	9	3200	Capital surplus	187,699	-	999,749	3
1780	Intangible assets (note 6(m))	3,250	-	4,803	-	3350	Accumulated profit or loss	354,726	1	(1,461,427)	(5)
1840	Deferred tax assets (note 6(w))	626,257	2	629,448	2	3400	Other equity	(345,028)	(1)	(667,163)	(2)
1915	Prepayments - non-current (note 9)	2,051,077	6	1,934,036	6	3500	Treasury shares	(18,699)	-	(18,699)	-
1920	Refundable deposits (note 8)	156,092	-	654,938	2		Total equity attributable to owners of parent	<u>16,456,603</u>	<u>48</u>	<u>15,130,600</u>	<u>48</u>
1942	Other receivables from related parties - non-current (note 7)	23,605	-	21,255	-	36XX	Non-controlling interests	639,816	2	701,780	2
1990	Other non-current assets (note 8)	422,301	1	453,208	1		Total equity	<u>17,096,419</u>	<u>50</u>	<u>15,832,380</u>	<u>50</u>
	Total non-current assets	<u>18,365,028</u>	<u>54</u>	<u>15,828,876</u>	<u>50</u>		Total liabilities and equity	<u>\$ 34,229,951</u>	<u>100</u>	<u>\$ 31,215,256</u>	<u>100</u>
	Total assets	<u>\$ 34,229,951</u>	<u>100</u>	<u>31,215,256</u>	<u>100</u>						

UNITED RENEWABLE ENERGY CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		<u>2022</u>		<u>2021</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	Net operating revenues (notes 6(aa) and 7)	\$ 18,808,051	100	14,302,408	100
5110	Operating costs (notes 6(f), (s), (v), 7 and 12)	<u>16,665,854</u>	89	<u>13,573,589</u>	95
5900	Gross gain from operations	<u>2,142,197</u>	11	<u>728,819</u>	5
Operating expenses (notes 6(e), (s), (v) and 12):					
6100	Selling expenses	526,995	3	465,493	3
6200	General and administrative expenses	706,092	4	836,757	6
6300	Research and development expenses	70,392	-	101,435	1
6450	Impairment losses on trade receivable	<u>99,547</u>	-	<u>43,283</u>	-
	Total operating expense	<u>1,403,026</u>	7	<u>1,446,968</u>	10
6500	Other income and expenses	-	-	<u>(102,597)</u>	(1)
	Income (loss) from operations	<u>739,171</u>	4	<u>(820,746)</u>	(6)
Non-operating income and expenses:					
7010	Other income (notes 6(ac) and 7)	344,934	2	288,158	2
7020	Other gains and losses (notes 6(g), (i), (j) and (ac))	121,864	1	(407,284)	(3)
7050	Finance costs (notes 6(q) and (s))	(276,964)	(2)	(390,719)	(2)
7060	Share of gain (loss) of associates and joint ventures accounted for using equity method (note 6(h))	6,655	-	(15,628)	-
7100	Interest income	<u>10,783</u>	-	<u>5,434</u>	-
		<u>207,272</u>	1	<u>(520,039)</u>	(3)
	Income (loss) before income tax	946,443	5	(1,340,785)	(9)
7950	Less: income tax expense (note 6(w))	<u>7,696</u>	-	<u>802</u>	-
8200	Net income (loss)	<u>938,747</u>	5	<u>(1,341,587)</u>	(9)
8300	Other comprehensive income (loss):				
8310	Items that may not be reclassified subsequently to profit or loss:				
8316	Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	(6,652)	-	61,118	-
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign statements	<u>399,477</u>	2	<u>(116,017)</u>	-
8300	Total other comprehensive income (loss)	<u>392,825</u>	2	<u>(54,899)</u>	-
	Total comprehensive income (loss)	<u>\$ 1,331,572</u>	7	<u>(1,396,486)</u>	(9)
	Net income (loss) attributable to:				
	Shareholders of the parent	\$ 993,643	5	(1,288,203)	(9)
	Non-controlling interests	<u>(54,896)</u>	-	<u>(53,384)</u>	-
		<u>\$ 938,747</u>	5	<u>(1,341,587)</u>	(9)
	Total comprehensive income (loss) attributable to:				
	Shareholders of the parent	\$ 1,314,911	7	(1,332,771)	(9)
	Non-controlling interests	<u>16,661</u>	-	<u>(63,715)</u>	-
		<u>\$ 1,331,572</u>	7	<u>(1,396,486)</u>	(9)
	Earnings (loss) per share				
9750	Basic earnings (loss) per share (NT dollars) (note 6(z))	<u>\$ 0.61</u>		<u>(0.84)</u>	
9850	Diluted earnings per share (NT dollars) (note 6(z))	<u>\$ 0.57</u>			

UNITED RENEWABLE ENERGY CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	Attributable to owners of parent											
	Share capital			Other equity				Total equity attributable to owners of parent			Non-controlling interest	Total equity
	Ordinary shares	Capital surplus	Accumulated profit or loss	Exchange differences on translation of foreign financial statements	Unrealized gains (loss) on financial assets at fair value through other comprehensive income	Unearned employees benefits	Treasury shares					
Balance at January 1, 2021	\$ 26,650,863	7,877	(11,581,063)	(669,674)	(124,956)	(7,416)	(18,699)	14,256,932	767,182	15,024,114		
Net loss for the year ended December 31, 2021	-	-	(1,288,203)	-	-	-	-	(1,288,203)	(53,384)	(1,341,587)		
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	(105,686)	61,118	-	-	(44,568)	(10,331)	(54,899)		
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	(1,288,203)	(105,686)	61,118	-	-	(1,332,771)	(63,715)	(1,396,486)		
Offset of deficit against capital surplus	-	(9,887)	9,887	-	-	-	-	-	-	-		
Issue of shares	1,200,000	792,000	-	-	-	-	-	1,992,000	-	1,992,000		
Capital reduction to offset accumulated deficits	(11,571,175)	-	11,571,175	-	-	-	-	-	-	-		
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	(12)	-	-	-	-	-	(12)	12	-		
Non-controlling interests	-	-	-	-	-	-	-	-	(2,048)	(2,048)		
Compensation cost and cancellation of restricted shares for employees	(1,548)	282	-	-	-	6,549	-	5,283	-	5,283		
Disposal of investment in equity instruments designated at fair value through other comprehensive income	-	-	(172,902)	-	172,902	-	-	-	-	-		
Difference between the price that has not been increased in proportion to shareholding and net value	-	3,291	(321)	-	-	-	-	2,970	349	3,319		
Issuance of convertible bonds	-	177,366	-	-	-	-	-	177,366	-	177,366		
Compensation cost of issuing shares	-	28,832	-	-	-	-	-	28,832	-	28,832		
Balance at December 31, 2021	16,278,140	999,749	(1,461,427)	(775,360)	109,064	(867)	(18,699)	15,130,600	701,780	15,832,380		
Net Income for the year ended December 31, 2022	-	-	993,643	-	-	-	-	993,643	(54,896)	938,747		
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	327,920	(6,652)	-	-	321,268	71,557	392,825		
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	993,643	327,920	(6,652)	-	-	1,314,911	16,661	1,331,572		
Changes in equity of associates and joint ventures accounted for using the equity method	-	10,482	-	-	-	-	-	10,482	-	10,482		
Offset of deficit against capital surplus	-	(822,510)	822,510	-	-	-	-	-	-	-		
Non-controlling interests	-	-	-	-	-	-	-	-	(78,667)	(78,667)		
Difference between the price that has not been increased in proportion to shareholding and net value	-	(42)	-	-	-	-	-	(42)	42	-		
Compensation cost and cancellation of restricted shares for employees	(235)	20	-	-	-	867	-	652	-	652		
Balance at December 31, 2022	\$ 16,277,905	187,699	354,726	(447,440)	102,412	-	(18,699)	16,456,603	639,816	17,096,419		

UNITED RENEWABLE ENERGY CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
Profit (loss) before income tax	\$ 946,443	(1,340,785)
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,220,246	1,197,448
Amortization expense	2,273	4,808
Expected credit loss	99,547	72,459
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	1,318	(35,473)
Finance cost	212,083	315,215
Interest income	(10,783)	(5,434)
Dividends income	(19,220)	(14,178)
Compensation cost of restricted shares for employees	652	34,115
Share of (profit) loss of associates and joint ventures accounted for using the equity method	(6,655)	15,628
(Gain) loss on disposal of property, plant and equipment and power facilities business held for sale	(33,529)	108,823
Loss on disposal of investments	648	88,312
Impairment loss on property, plant and equipment	226,793	102,597
Impairment loss on financial assets	-	163,650
Reversal of provisions	(64,637)	(130,985)
Others	(195,963)	(168,656)
Total adjustments to reconcile profit (loss)	<u>1,432,773</u>	<u>1,748,329</u>
Changes in operating assets and liabilities:		
Contract assets - current	(126,032)	(40,146)
Notes and accounts receivable	(549,445)	85,133
Accounts receivable from related parties	17,328	(16,446)
Other receivables	35,083	80,996
Other receivables from related parties	(241)	33,159
Inventory	(1,954,723)	739,094
Prepayments (including non-current)	(499,024)	(443,098)
Other current assets	(97,533)	31,516
Contract liabilities - current	(125,562)	157,755
Notes and accounts payable (including related parties)	(133,106)	31,894
Provisions	28,724	31,907
Other current liabilities	62,482	245,627
Total changes in operating assets and liabilities	<u>(3,342,049)</u>	<u>937,391</u>
Cash flows (used in) generated from operations	(962,833)	1,344,935
Income taxes received (paid)	2,373	(9,268)
Net cash flows (used in) generated from operating activities	<u>(960,460)</u>	<u>1,335,667</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(213,770)	(27,098)
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	-	6,614
Acquisition of investments accounted for using the equity method	(4,000)	(60,000)
Proceeds from disposal of associates	2,469	341,827
Proceeds from disposal of subsidiaries	386,976	549,456
Acquisition of property, plant and equipment	(2,718,952)	(681,490)
Proceeds from disposal of property, plant and equipment and power facilities business held for sale	33,921	3,213
Decrease in refundable deposits	498,838	66,342
Acquisition of intangible assets	(720)	(3,889)
Decrease (increase) in other financial assets	329,446	(223,967)
(Increase) decrease in other non-current assets	(137,050)	38,994
Interest received	12,520	7,432
Dividends received	20,821	14,924
Net cash flows (used in) generated from investing activities	<u>(1,789,501)</u>	<u>32,358</u>
Cash flows from financing activities:		
Increase (decrease) in short-term loans	1,847,295	(2,247,103)
(Decrease) increase in short-term bills payable	(121,300)	46,400
Proceeds from issuing bonds	-	3,120,780
Proceeds from long-term borrowings	1,394,529	4,961,736
Repayments of long-term borrowings	(684,304)	(8,412,911)
Repayments of preference share liabilities	(17,799)	(16,903)
Payment of lease liabilities	(62,455)	(56,629)
Proceeds from issuance of ordinary shares	-	1,992,000
Interest paid	(209,975)	(339,293)
Others	14,030	1,581
Net cash flows generated from (used in) financing activities	<u>2,160,021</u>	<u>(950,342)</u>
Effect of exchange rate changes	<u>90,835</u>	<u>(115,717)</u>
Net (decrease) increase in cash and cash equivalents	<u>(499,105)</u>	<u>301,966</u>
Cash and cash equivalents at beginning of period	<u>5,254,173</u>	<u>4,954,658</u>
Cash and cash equivalents at end of period	<u>\$ 4,755,068</u>	<u>\$ 5,256,624</u>
The components of cash and cash equivalents		
Cash and equivalents listed on consolidated balance sheets	\$ 4,755,068	5,254,173
Cash and equivalents related to non-current assets held for sale	-	2,451
Cash and equivalents at end of period	<u>\$ 4,755,068</u>	<u>\$ 5,256,624</u>

Annex 6

United Renewable Energy Co., Ltd. Appropriation of Profits Statement Year 2022

Unit: NT\$

Item	Amount	
	Total	Grand Total
Losses to be covered, Beginning of Year		(638,916,013)
Current period after-tax net income	993,642,362	
Accumulated unappropriated earnings for the year		354,726,349
Legal reserve	(35,472,635)	
Distributable earnings for the year		319,253,714
Cash dividends to shareholders (NT\$0.1 per share)	(162,779,050)	
Unappropriated Earnings, End of Year		156,474,664

Note: Employees' compensation of NT\$39,856,893 and directors' remuneration of NT\$3,985,689 have been deducted.

APPENDIX

APPENDIX 1

Articles of Incorporation of United Renewable Energy Co., Ltd. (Before the Revision)

Amended on June 24, 2022

Chapter I. General Provisions

Article 1

This Corporation, organized under the Company Act of the Republic of China, shall be named: United Renewable Energy Co., Ltd. (the "Corporation").

Article 2

The scope of business of the Corporation shall be:

1. CC01080 Electronic Parts and Components Manufacturing
2. CC01090 Batteries Manufacturing
3. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
4. D101060 Self usage power generation equipment utilizing renewable energy industry
5. D101040 Non-Public Electric Power Generation
6. E601010 Electrical Systems Business
7. F119010 Wholesale of Electronic Materials (Operation is restricted to be made outside Hsinchu Science Park)
8. F219010 Retail Sale of Electronic Materials(Operation is restricted to be made outside Hsinchu Science Park)
9. F401010 International Trade.

Research & development, design, manufacture and sale of the following products:

- (1) Solar cells and related systems.
- (2) Solar power generation modules and wafers..
- (3) Import and export trade business related to the Company's products.

Article 3

The Corporation may make investment in other company to meet business demand. The Corporation may, upon the resolution adopted by the board of directors, also act as a shareholder with limited liability of another company, and its investment may exceed 40% of the paid-in capital of the Corporation, notwithstanding Article 13 of the Company Act.

Article 4

The Corporation may, upon the resolution adopted by the board of directors, provide guarantee or endorsement to other company to meet business or investment demand.

Article 5

The Corporation shall have its head office in Hsinchu Science Park. When deemed necessary, branches, factories and offices may be set up at appropriate locations within or outside the territories of the Republic of China by resolution of the Board of Directors.

Chapter II. Shares

Article 6

The total capital of the Corporation is authorized at NT\$36,000,000,000, which is divided into 3,600,000,000 common shares with a par value of NT\$10 per share. Out of the total capital, NT\$800,000,000, which are divided into 80,000,000 common shares with a par value of NT\$10 per share, are reserved for issuing employee stock options, with the board of directors authorized to handle it in accordance with the Company Acts and relevant laws and regulations.

Article 6-1

The treasury stock purchased in accordance with law by the Company can be transferred to the targets including the employees who are eligible to the control of conditions or the subsidiary employees.

The Company's employee stock option certificates are issued to the targets including the employees who are eligible to the control of certain conditions or the subsidiary employees.

When the Company issues new shares, the employees who purchased the shares include the employees who are eligible to the control of certain conditions or the subsidiary employees.

The Company's issuance of new restricted employee shares to the targets include the employees who are eligible to the control of certain conditions or the subsidiary employees.

Article 7

The Company's stock adopts an inscribed manner. And, with signatures or seals by 3 or more directors, after being approved by the Competent Authorities or an issue registration institution ratified by the Competent Authorities under law, the stock can then be issued. Shares issued by the Company are free of printing share, but they should be registered at a Central Securities Depository (CSD).

Article 8

The share certificates of the Corporation shall bear the shareholders' names. If the shareholder is an individual shareholder, his/her name and resident address shall be stated in the roster of shareholders. If the shareholder is a corporate shareholder, the name of its representative and his/her resident address shall be stated in the roster of shareholders. If the share certificate is owned by two shareholders or more, a representative shall be elected among them.

Article 9

Regarding registration of share transfer, no change of account name and ownership transfer is allowed within 60 days before a shareholders' meeting is held, within 30 days before an extraordinary shareholders' meeting is held, or within 5 days before the base day when Company decides to distribute dividends and bonus or other benefits.

The Company's shareholders proceed with share related affairs, including share transfer, loss, inheritance, grant, and loss, change of chop or address change under the Company Law, "Criteria Governing Handling of Stock Affairs by Public Stock Companies", and other related law and regulation.

Chapter III. Shareholders' Meetings

Article 10

Shareholders' meetings of the Corporation are of two kinds, namely, general meetings and special meetings.

General meetings shall be called by the Board of Directors, within six months after the end of each fiscal year. Special meetings may be called by the Board of Directors in accordance with law, if necessary. The Company's shareholders' meetings can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.

Article 11

30-day prior written notice shall be sent to all shareholders at their latest places of residence as registered with the Corporation for the convocation of a general meeting; 15-day written prior notice shall be sent to all shareholders at their latest places of residence as registered with the Corporation for the convocation of a special meeting. All notices shall state the purpose for the convocation of the meeting.

After the Corporation publicly issues share certificates, notice of convocation of meeting by

publication may be made to the shareholder holding less than 1,000 registered shares.

Article 12

The quorum for all shareholders' meetings shall be the presence of shareholders representing more than one half of the total issued and outstanding shares; unless otherwise provided in the Company Act. All resolutions shall be passed by the concurrence of shareholders representing a majority of votes of the shareholders present, unless otherwise provided in the Company Act.

Article 13

If a shareholder is unable to attend a shareholders' meeting in person, such shareholder may authorize a proxy to attend the meeting, and exercise all rights of such shareholder, by the power of attorney printed by the Corporation specifying the scope of authorization to represent him/her at the meeting, in accordance with Article 177 of the Company Act.

Article 14

The shareholders of the Corporation shall be entitled to one vote for each share, but a shareholder have no voting power, if such shareholder is subject to the circumstance as specified in Article 179 of the Company Act.

Article 15

When a Shareholders' meeting is called by the Board of Directors, the Chairman of the Board shall serve as chairman of the meeting. In case the Chairman of the Board is unable to exercise his functions because of leave of absence, the Vice Chairman of the Board of Directors, shall preside in lieu of him; or if the Vice Chairman of the Board of Directors is unable to exercise his functions because of leave of absence, the Chairman of the Board shall designate one of the Directors to preside in lieu of him, otherwise the Directors shall elect one from among themselves to preside in lieu of the Chairman.

Article 16

Shareholders meeting's resolutions shall be made into minutes, which, after being signed or sealed by the Chairman, are distributed to all shareholders within 20 days after the meeting. Distribution of the above-said minutes shall proceed pursuant to the Company Law. The minutes, along with the signature book of attending shareholders and power of attorney for attendance forms, shall be kept in the Company.

Chapter IV. Directors

Article 17

The Corporation shall have 9 to 13 Directors, all to be elected at a shareholders' meeting from the persons with disposing capacity. The tenure of office of Directors will be 3 years and they will be eligible for re-election. The independent directors shall not be less than three in number and shall not be less than one-fifth of the total number of directors. The directors (, which includes independent directors,) are elected according to Article 192-1 of the Company Law shareholders from the list of candidates who are nominated. All relevant matters are followed by the Company Law and Securities and Exchange Act. For regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors, it shall be handled in accordance with the related provisions of the competent authority.

Article 17-1

The Corporation may secure liability insurance against any claims against directors in their performance of the business of the Corporation, to protect the rights and interest of all directors and

minimize the risk of the Corporation's business operation.

Article 18

The Directors are members of the Board and shall elect from among themselves a Chairman of the Board with concurrence of a majority of Directors present at a Board meeting attended by at least two-thirds of the Directors. The Vice Chairman shall also be elected in the same manner. For the aggregate shareholding ratio of all shareholders after the Corporation publicly issued its share certificates, it shall be handled in accordance with the related provisions of the competent authority.

Article 19

The Chairman shall externally represent the Corporation and shall internally preside at the shareholders' meetings and the Board of Directors' meeting.

Article 20

The Chairman of the Board shall serve as the chairman of the Board of Directors' meeting. In case the Chairman of the Board cannot exercise his functions for some reasons, the Vice Chairman of the Board shall preside in lieu of him; or the Vice Chairman of the Board is unable to exercise his functions for some reasons, the Chairman of the Board shall designate one of the Directors to preside in lieu of him, otherwise the Directors shall elect one from among themselves to preside in lieu of the Chairman.

Article 21

The Board of Directors' meeting shall be called by the Chairman of the Board; provided that the initial meeting of each term of the Board of Directors shall be called by the director who receives the number of ballots representing the greatest number of votes. The notice for the Board of Directors' Meeting shall state the date, place and agenda of the meeting, and shall be sent by letter, e-mail or fax to each Director 7 days prior to the meeting; provided, however, that in case of emergency, the meeting may be called by the Board of Directors at any time by email or telephone. If Director can attend the meeting in person, it shall be deemed as a waiver of notice.

Article 22

The Board of Directors is authorized to determine the remuneration of the Directors, with reference to the standards of the same industry in Taiwan. For payment of remuneration of the Directors in their participation in performance of business or their holding concurrent positions of the Corporation, the Shareholders' meeting authorize the Chairman of the Board to handle it in accordance with the Rules for Internal Administration of the Corporation.

Article 23

The Board of Directors adopts resolutions in the Board of Directors' Meeting to perform its functions. At least one Board of Directors' meeting shall be held each quarter.

Article 24

The functions and powers of the Board of Directors are as follows:

- (1) To formulate important rules and regulations;
- (2) To decide the business policies and plans for the Corporation;
- (3) To approve budget and closing of books;
- (4) To appoint and discharge managerial officers;
- (5) To recommend distribution of profits or covering of losses;
- (6) To formulate and approve the purchase and disposition of important assets and immovable;
- (7) To provide, in the name of the Corporation, guarantee, endorsement, acceptance of bills, and undertaking to other party; to formulate rules for advancing money to, lending money to,

and borrowing money from other person.

The Board of Directors may set up all kinds of functional committees. These functional committees shall formulate the rules for their own functions and powers. Implementation shall be made of these rules after the Board of Directors approves them.

Article 25

A Director may by written authorization appoint another Director to attend a Board meeting on his behalf and to vote for him on all matters presented at such meeting. No Director may act as a proxy for more than one other Director.

Article 26

Resolution matters of the Board of Directors shall be made into minutes, which, after being signed or sealed by the Chairman or chair of the Board of Directors, are distributed to all directors. The minutes, along with the signature book of attending directors and power of attorney for attendance forms, shall be kept in the Company.

Article 27

The Corporation establishes an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee is composed of 3 independent directors, one of them is convener, and at least one of them shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of all members. The audit committee established by the Corporation in accordance with law is responsible for exercising the functions and powers of supervisor prescribed in the Company Act, Securities and Exchange Act, other laws and regulations, the Articles of Incorporation of the Corporation, and all Rules. The provisions of Article 25 of these Articles of Incorporation hereto with regard to attendance by proxy at meeting shall apply *mutatis mutandis* to the attendance of independent directors at audit committee.

Article 28

The supervisor system will be revoked at the establishment date of audit committee. The term of incumbent supervisor ends at the establishment date of audit committee of the Corporation.

Article 29

The Board of Directors may appoint several secretaries and assistants to handle and keep the minutes of Board of Directors' meeting and Shareholders' meeting, and the important documents and contracts for the Corporation.

Chapter V Managerial Officers

Article 30

The Corporation may have managerial officers. Their appointment and dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Article 31

The Corporation may have one Chief Operating Officer, who shall take charge of all daily affairs of the Corporation, supervise, execute and manage the business of the Corporation in compliance with the instruction of the Chairman of the Board.

Chapter VII. Accounting

Article 32

At the end of each fiscal year, the Board of Directors shall prepare the following statements and forward them on to the audit committee for examination; the audit committee shall examine them

and submit an audit report to the General Shareholders' Meeting for ratification:

- (1) Business report.
- (2) Financial statements.
- (3) Proposal concerning appropriation of net profits or covering of losses.

Article 33

The Company shall, after retaining the amount of accumulated deficit cover, deduct the profit before appropriating remuneration of employees and directors from the current profit before tax. If there is still a surplus, the remuneration of employees shall be no less than 3%, and the remuneration of directors shall not exceed 2%. Actual value of appropriation shall be made by the Board of Directors with more than two-thirds of the directors' attendance and the resolution by more than half of the directors.

Targets of the employees' remuneration issuance shall include the employees who are eligible to the control of certain conditions or the subsidiary employees. The Board of Directors or its authorized person are authorized to set the relevant conditions and procedures.

Whether the employees' remuneration should be in stock or cash shall be made by the Board of Directors with more than two-thirds of the directors' attendance and the resolution by more than half of the Directors and reported to the shareholders' meeting.

Article 33-1

If the Company has surplus earnings after settlement of each fiscal year, the company shall, after all taxes have been paid and its accumulated losses have been covered, first set aside 10% of such earnings as a legally required reserve and then set a certain amount by law as special reserve at the time of earnings distribution. When the legal reserve reaches the total amount of paid-in capital, it shall not be appropriated, If earnings still left after the arrangements above, with cumulative unappropriated retained earnings, the Board of Directors shall propose to distribute the proposal. When issuing new shares, it should be first submitted to the shareholders' meeting for resolution and then distributed.

In accordance with the provisions of the Company Act, the Company authorizes more than two-thirds of the directors from the Board of Directors to attend, and the resolution by more than half of the directors. All or a part of dividends and bonuses or the legal reserve and additional paid-in capital stipulated by Paragraph 1 of Article 241 of the Company Act shall be distributed in cash and reported to the shareholders' meeting.

The shareholders' bonus is based on the principle of matching stock dividends and cash dividends, and the distributed cash dividends are not be less than 10% of the total bonus of shareholders.

Chapter VIII. Supplement Provisions

Article 34

After the Company's shares go public, if the Company's shares are to be cancelled of going public, the Board of Directors shall be requested for a special_resolution. And this article shall not be changed during emerging stock period and listed period.

Article 35

Any matters not provided for in these Articles of Incorporation shall be governed by the Company Act and related laws and regulations.

Article 36

These Articles of Incorporation are adopted on August 12, 2005.

The 1st amendment is made on September 12, 2005.

The 2nd amendment is made on November 3, 2005.

The 3rd amendment is made on November 21, 2005.

The 4th amendment is made on December 30, 2005.

The 5th amendment is made on May 17, 2006.

The 6th amendment is made on July 28, 2006.

The 7th amendment is made on August 28, 2006.

The 8th amendment is made on May 17, 2007.

The 9th amendment is made on December 26, 2007.

The 10th amendment (Part I) is made on May 30, 2008.

The 10th amendment (Part II, 1st revision) is made on May 30, 2008.

The 10th amendment (Part II, 2nd revision) is made on May 30, 2008.

The 11th amendment is made on June 30, 2008.

The 12th amendment is made on June 19, 2009.

The 13th amendment is made on June 18, 2010.

The 14th amendment is made on April 11, 2011

The 15th amendment is made on June 19, 2012

The 16th amendment is made on May 31, 2013

The 17th amendment is made on June 11, 2014

The 18th amendment is made on June 16, 2016

The 19th amendment is made on June 14, 2017

The 20th amendment is made on March 28, 2018. The amendment to Articles 6 and 17 were effected on March 28, 2018. The amendment to Article 1 will be effective on the merger record date with Gintech Energy Corporation and Solartech Energy Corporation.

The 21st amendment was made on June 17, 2019

The 22st amendment was made on June 22, 2020

The 23st amendment was made on June 24, 2022

United Renewable Energy Co., Ltd.
Chairman: Sam Chum-Sam Hong

APPENDIX 2

United Renewable Energy Co., Ltd. Rules and Procedures of Shareholders' Meeting

Established on May 17, 2007

Article 1

The rules of procedures for the company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 2

Unless otherwise provided by law or regulation, the company's shareholders meetings shall be convened by the board of directors.

Article 3

The venue for a shareholders meeting shall be the premises of the company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

Article 4

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, its proxy shall be assigned in accordance with the provisions in the Company Act.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 5

When the shareholder cannot attend the shareholders meeting in person, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the company and stating the scope of the proxy's authorization.

If one person is entrusted by two or more shareholders at the same time, its acting voting rights shall not exceed 3 percent of the total number of voting rights of the issued shares unless approved by stock transfer agency of trust business or competent agencies for securities. When it exceeds the voting rights, it shall not be counted towards number of votes.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting and shall deliver the proxy form to the company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

Article 6

The company shall prepare attendance book for the shareholders attended in person or the entrusted proxy by the shareholder to sign-in his/her attendance. Sign-in cards handed in by the attending shareholders can also be considered as sign-in attendance to replace signing in on the attendance book. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

Article 7

Attendance at shareholders meetings shall be calculated based on numbers of shares.

Article 8

The chair shall call the meeting to order when the attending shareholders represent a majority of the total number of issued shares. When the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made.

If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the agreement of a majority of the votes represented by the attending shareholders can be formed as tentative resolution.

After the tentative resolution formed in accordance with the preceding paragraph, when, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 9

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. However, the execution of its voting rights is calculated based on its shareholdings.

Article 10

The company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 11

The company shall make an uninterrupted audio and video recording of the proceedings of the shareholders meeting and the recorded materials shall be retained for at least 1 year.

Article 12

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

Article 13

Before speaking, an attending shareholder or proxy must specify on a speaker's slip the subject of the speech, his/her shareholder account number or attendance card number, and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance or proxy who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

Article 14

For the proposals listed in the meeting agenda by the shareholders or proxies, if there is an amendment or an alternative to a proposal or extraordinary motions put forward by the shareholders, it shall be seconded by other shareholders or proxies. Same applies when there is a change to the meeting agenda or extraordinary motions of meeting adjourned.

Article 15

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Article 16

When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

Article 17

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 18

For the discussion of proposals, when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 19

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

Vote counting shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting shall be announced on-site at the meeting, and a record made of the vote.

Article 20

When a meeting is in progress, the chair may announce a break based on time considerations.

Article 21

Except as otherwise provided in the Company Act and in this company's articles of incorporation, the passage of a proposal shall require over an affirmative vote of the majority number of the voting rights represented by the attending shareholders.

The passage of a proposal shall consider as passed after the chair asking for all the shareholders in attendance and none holds other opinions. This is as effective as voting.

If other opinions exist, then the passage of a proposal shall undergo discussion and voting. However, after the chair has asked for other opinions and announced with confirmation, other opinions shall not be submitted additionally.

Article 22

When there is an amendment or an alternative to a proposal, the chair 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.

Article 23

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 24

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting. The meeting minutes may be produced and distributed in electronic form in accordance with the provisions in the Company Act.

Article 25

When a meeting is in progress, the chair may announce a break based on time considerations.

If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 26

Provisions in the Company Act and the company's articles of incorporation shall be complied for matters not mentioned herein.

Article 27

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

APPENDIX 3

United Renewable Energy Co., Ltd. Shareholdings of Directors

1. The paid-in capital of the company is NT\$ 16,277,953,750 and the total number of issued shares is 1,627,795,375 shares till book closure date for the current annual shareholders meeting, April 30, 2023.
2. According to Article 26 of Securities Exchange Act, the legal least shareholdings of directors and the shareholdings of the individual and all directors registered on shareholders list till book closure date for the current annual shareholders meeting, April 30, 2023 have satisfied legal standard numbers.

(1) Legal least shareholdings of directors till April 30, 2023.

Position	Minimum shares	Recorded of the shareholders register
Directors	39,067,089 Shares	200,185,800 Shares

(2) Details for shareholdings of the directors till April 30, 2023.

Position	Name	Shareholdings
Chairman	Hong, Chum-Sam	1,561,591
Director	Lin, Kun-Si	2,253,854
Director	Pan, Wen-Whe	1,713,703
Director	Lin, Wen-Yuan	0
Director	LONG DEED CORPORATION Delegate: Liu, Kong-Hsin	998,770
Director	National Development Fund, Executive Yuan Delegate: Faa-Jeng Lin	99,084,679
Director	Yaohua Glass Co., Ltd. Management Commission Delegate: Chou, Chung-Pin	94,573,203
Director	Chiang, Wen-Hsing	0
Independent Director	Chien-Yi Chang	0
Independent Director	Chang Jing-Shin	0
Independent Director	Tsai, Ming-Fang	0
Total		200,185,800

3. The Company has established the audit committee. Therefore, supervisors' shareholding requirements are not applicable.