

United Renewable Energy Co., Ltd.

2024 Annual General Shareholders' Meeting Agenda

Time : 10:00 AM, Friday, June 21, 2024

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

Total URECO shares: 1,626,729,696 shares Total shares represented by shareholders present in person or by proxy: 863,284,374 shares(including 323,285,267 shares of e-voting), Percentage of shares held by shareholders present in person or by proxy: 53.06%

Chairman : Chum-Sam Hong

Recorder : LJ Lin

Directors present : Wen-Whe Pan

Independent Director : Jing-Shin Chang

Others : Lay-lay Pan (Financial Officer) 、 Mita Chen (Legal Officer) 、 Jim Huang (Accounting Officer)
、 Edgar Tien (Lawyer) 、 Yung-Hua Huang (Accountant)

1.Chairman's Address : (Omitted)

2.Report Items

Item 1

Motion : 2023 business report.

Please refer to ANNEX 1 ,the 2023 Business Report.

Item 2

Motion : Audit committee's report of 2023.

Please refer to ANNEX 2 ,the Audit Committee's report of 2023.

Item 3

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 4

Motion : The Company resolved to abandon the private placement of common shares approved at the 2023 Annual Shareholders' Meeting for the remaining period.

1. The Company at the annual shareholders' meeting dated 28 June 2023, 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. URECO plans to abandon the original private placement for the remaining period.

Item 5

Motion : The status of sound business plan.

1. According to 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.

3. Matters for Ratification

Item 1

(Proposed by the Board of Directors)

Motion : 2023 business report and financial statements.

Explanatory Notes:

1. URECO's 2023 Standalone and Consolidated Financial Statements were audited by KPMG Taiwan CPAs, Yung-hua Huang, and Chou Pao Lian. The aforementioned and FY 2023 business report have been approved by the audit committee.
2. 2023 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements are attached hereto as ANNEX 1 & 5.

Resolution : Approved by the voting result as follows

Approved by the voting	% of the total represented share present
For : 648,347,771 votes (including e-voting)	91.91%
Against : 2,307,106 votes (including e-voting)	0.32%
Nullification : 0 votes	0.00%
Abstain : 54,758,306 votes (including e-voting)	7.76%

Item 2

(Proposed by the Board of Directors)

Motion : 2023 appropriation of loss.

Explanatory Notes:

To accept 2023 appropriation of loss, For the loss offsetting list, please refer to ANNEX 6.

Resolution : Approved by the voting result as follows

Approved by the voting	% of the total represented share present
For : 647,793,984 votes (including e-voting)	91.83%

Against : 3,241,458 votes (including e-voting)	0.45%
Nullification : 0 votes	0.00%
Abstain : 54,377,741 votes (including e-voting)	7.70%

4. Matters for Discussion

Item 1

(Proposed by the Board of Directors)

Motion : Amendment to the “Articles of Incorporation”.

Explanatory Notes:

In compliance with laws and operation need of the Company, amendment has been made to the “Articles of Incorporation.” , Please refer to the comparison chart of the Articles of Incorporation as ANNEX 7.

Resolution : Approved by the voting result as follows

Approved by the voting	% of the total represented share present
For : 648,526,986 votes (including e-voting)	91.93%
Against : 2,524,884 votes (including e-voting)	0.35%
Nullification : 0 votes	0.00%
Abstain : 54,361,313 votes (including e-voting)	7.70%

5. Matters for Election

Item 1

(Proposed by the Board of Directors)

Motion : Election for directors (Including Independent Directors).

Explanatory Notes

1. Since the term of the Company’s current set of directors has expired on May 6, 2024, it is planned to conduct a comprehensive re-election of directors (including independent directors) during this year’s regular Shareholders’ Meeting.
2. The term of new directors is effective immediately after the election, and shall serve for a term of three years (2024/6/21~2027/6/20).
3. Pursuant to “Articles of Incorporation”, the Company elects 11 directors among whom include three independent directors for the 7th-term. The Company adopts the candidate nomination system as per Article 192-1 of Company Act. The candidates was approved by existing directors in 21th board meeting of directors, please refer to the Director Candidates as attached in this handbook, please refer to ANNEX 8.

Resolution : Approved by the voting result as follows

Position	Name	Approved by the voting
Director	Hong, Chum-Sam	802,073,306
Director	Lin, Kun-Si	770,182,484
Director	Pan, Wen-Whe	757,438,419
Director	National Development Fund, Executive Yuan Delegate: Lin, Yi-Hui	749,456,147
Director	Long Deed Corporation Delegate: Chady Liu	526,656,150

Director	Yaohua Glass Co., Ltd. Management Commission	435,709,299
Director	Chiang, Wen-Hsing	413,529,527
Independent Director	Fang, Jenn-Ming	752,879,580
Independent Director	Tsai, Ming-Fang	718,916,839
Independent Director	Chang, Chien-Yi	714,666,847
Independent Director	Lin, Camille-Chiaying	433,346,315

6. Matters for Other

Item 1

(Proposed by the Board of Directors)

Motion : To remove restrictions on the prohibition of business for newly elected directors (Including Independent Directors).

Explanatory Notes

1. According to the Article 209 of Company Act, any director acting for himself/herself, or for any other person within the scope of the Company business, should provide the shareholders' meeting with explanations about any important matters of such acts and should acquire the approval of the shareholders' meeting.
2. The newly elected directors (including independent directors) may invest in or operate other companies with the same or similar line of business as the Company and serve as directors (including independent directors). In order to meet the actual business needs without damaging the interests of the Company, in accordance with the law, a proposal is submitted during the shareholders' meeting to agree to lift the non-competition restrictions of the newly elected directors (including independent directors).

Resolution : Approved by the voting result as follows

Approved by the voting	% of the total represented share present
For : 508,287,336 votes (including e-voting)	72.05%
Against : 141,700,352 votes (including e-voting)	20.08%
Nullification : 0 votes	0.00%
Abstain : 55,425,495 votes (including e-voting)	7.85%

7. Extempore Motion : None.

8. Meeting Adjourned : AM 11:04

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.

In 2023, the global political economy continued to fall into turmoil: the Russia-Ukraine war is in a stalemate, the Israeli-Palestinian conflict is intensifying, the United States is violently raising interest rates, and Europe is implementing deindustrialization measures. In addition, with the restructuring of the global supply chain, the global economy is even more rapidly showing a downward trend. At the same time, the solar energy industry suffered from the Taiwan election with the "cliff-like" price drop of solar energy raw materials in 2023. Coupled with the impact of excessive inventory in the European and American markets, the Company's consolidated revenue totaled only NT\$12.5 billion in 2023, a decrease of 33.5% from 2022. The United Nations estimates that the global GDP growth rate in 2024 will be approximately 2.4%, which is lower than the expected growth rate in 2023. The political situation and war conflicts continue to affect the global economy, but countries around the world remain unchanged in their overall goals of combating climate disasters, accelerating the use of renewable energy and achieving carbon neutrality. Both the International Energy Agency and the International Renewable Energy Agency predict that if the upper limit of warming of 1.5 C° is to be maintained, global renewable energy production capacity must reach 11,000GW in 2030. Therefore, the global new construction volume of solar energy in 2024 is likely to reach 500GW.

In order to achieve the goal of "net-zero carbon emissions" in Taiwan, among the 12 key strategies announced by the National Development Council, optoelectronics is listed as one of the top development priorities. Regarding the new generation of high-efficiency solar photovoltaic technology and the goal of high-value recycling of modules, its high conversion efficiency is particularly suitable for Taiwan's narrow and densely populated environment, and the higher conversion efficiency per unit area means that less land resources can be used to achieve the required power generation. In this regard, United Renewable Energy (URECO) Co., Ltd., in addition to mass production of M10 large-size batteries and modules, is currently actively developing the next generation N-type TOPCon (tunnel heterojunction) battery. As the first manufacturer in Taiwan to fully introduce bifacial cells and mass-produced bifacial modules, URECO's bifacial modules feature more effective power generation area and more effectively utilize ambient reflected light to increase system power generation. The Company successfully launched a double-sided double-glass module, and the double-sided power generation efficiency has been widely praised by customers and has exceeded expectations. This double-sided power generation product, combined with the newly developed M10 TOPCon technology, is expected to further improve the photoelectric conversion efficiency and enable Taiwan to achieve optimal power generation energy within a limited land area. URECO also has outstanding performance in high-efficiency optoelectronic products. Its "Spade High-efficiency PEACH VLM" series of products has a power generation efficiency of up to 560W (M10), and its module performance is the industry leader in Taiwan among similar products. In terms of next-generation overseas product layout, the Company recently launched the M10 N-Type "GLORY HELLO, GLORY TOPCon" product, which has a power generation efficiency of up to 700W. In addition, in response to solar panel recycling, the next-generation detachable module "PEACH RE" design is used to recycle complete silicon wafers, glass and high unit price precious metal materials, obtain recycled batteries, and successfully manufacture regenerated modules to achieve secondary use. Through this, the Company can increase the value of waste recycling, reduce environmental burden, and create higher "circular economy" value.

The long-term, reliable, and stable power generation life of solar photovoltaics is the most important requirement for owners' investment returns, as well as for the investors. With the popularization of large-size and high-power solar photovoltaic modules in Taiwan, the requirements for wind pressure resistance are increasing.

Taiwan is located in the subtropics, with significant monsoons and changeable weather. Take Typhoon Sudila in the past as an example. The observed wind speed at that time was Category 9. However, many solar panels were distorted and deformed, and the typhoon caused heavy losses and the owners lost their money. Natural disaster losses caused by typhoons are risks that cannot be ignored in investments. URECO's self-made solar photovoltaic modules adopt material specifications that are superior to those of overseas modules and strengthen the relevant frame design and are equipped with a 40mm frame height to enhance the locking strength. In addition, the module materials also adhere to the highest material standards. In addition to the excellent performance in "salt damage resistance," wind level 17 is also used as the strength threshold to provide customers with better service and product quality assurance, creating a win-win situation.

The solar photovoltaic policy gives priority to promoting the diversified use of land, which combines the existing uses of the land with solar photovoltaic settings. In particular, the "fishery and electricity symbiosis" circular economy is a new economic model that combines aquaculture fisheries and green energy power generation: with "agriculture and fishery are the basis, green electricity adds value" as the core value, using green energy to drive fishery upgrades and create local employment economy, optimize the breeding technology environment, ensure a sustainable land development, and achieve the goal of symbiosis and mutual prosperity of "fisheries and green energy". In response to some public concerns about solar panels contaminating water quality, URECO sent solar modules to Industrial Technology Research Institute (ITRI) and SGS for "broken module" immersion testing. Among them, 8 major heavy metals, general metals and organic compounds, a total of 25 items. All results are: "The water quality is safe and non-toxic, well below the river and reservoir water quality standards set by the Environmental Protection Agency." At the same time, it has passed the test of substances of high concern [REACH SVHC 211 items] and the restriction of hazardous substances [RoHS] test, proving that it is an environmentally friendly product, dispelling the myth that solar panels will produce pollutants when soaked in water. URE's module products are in line with "breeding, power generation, dual use in one place" and combine solar photovoltaics with agriculture, fishery and water ponds, select suitable breeding crops, and create diversified values of "agriculture, fishery and green energy" symbiosis, co-prosperity and coexistence.

URECO's solar photovoltaic module products have obtained multiple international and domestic agency certifications, such as: IEC, VPC, UL, and CEC, covering product layout in overseas and domestic markets. Evaluated as "Tier1 Module Manufacturer List" by the U.S.-based Bloomberg New Energy Finance, URECO is also the only company that has won the "Golden Energy Award" from the Energy Bureau of the Ministry of Economic Affairs for 11 consecutive years, setting a good benchmark for the industry. The Company has enhanced the international competitiveness of Taiwan's module manufacturing, and the world has seen Taiwan's technology R&D momentum, especially the coexistence and co-prosperity of economic and environmental development.

URECO actively develops solar power generation systems with a business model focusing on "system business and module brands," including development, construction and provision of power plant asset management services. It is one of the largest solar system developers and builders in Taiwan. The Company has formed strategic alliances with several internationally renowned renewable energy asset management companies. By leveraging URECO's advantages in project development, each project is sold to overseas asset management companies after it has been developed to the starting stage (and also to the completion stage). This strategy is currently quite effective, with more than 600MW of solar projects completed around the world. As for the main island of Taiwan, URECO currently has manufacturing factories and offices (or field offices) in Hsinchu, Miaoli, Tainan and Kaohsiung to actively participate in local school bidding projects in neighboring counties and cities. At the same time, the Company holds many local briefings and green energy education visits, combining the advantages of system engineering and module manufacturing to continue to expand its domestic system business. In addition, the National Development Council announced the implementation direction of "Taiwan's 2050 Net-Zero Emission Pathway and Strategy" and reiterated that the solar policy goal is "solar rooftop type and solar ground type." In addition to continuing to expand the inventory of potential case sources, it is promoted in the manner of "rooftop priority, dual use in one place." The rooftop type has been promoted for many years, but due to its small scale, its contribution to the overall construction volume is low. The ground-type setting is mainly to improve the land use value, including public land activation, unfavorable farming, land utilization, and land composite utilization. In order to achieve the goal of "net-zero transformation" in the future, in addition to

continuing the mixed use type, the land use value will also be increased, combined with diversified applications, to evaluate and promote offshore system projects. The Ministry of the Interior is also planning to include new

"green energy development zones" in the land plan and formulate a simple and fast application mechanism to achieve fair, equitable, and open development of the energy and agricultural and fishery industries. URECO actively responds to government policies and expects to develop a "fish and electricity symbiosis" project in 2024, mainly on unfavorable agricultural land in subsidence areas. This part has a total development of approximately 200MW throughout the year. Due to the growing demand for green electricity in Taiwan, URECO expects to release approximately 50 million kilowatt-hours of green electricity in 2024. In the future, as the scale of its project sites expands, more green electricity will continue to be released to ease corporate demand for green electricity. Bloomberg New Energy Finance predicts that global new solar installations will increase by more than 400GW annually in 2024, and may even reach 500GW. In view of the development of renewable energy and the stable income of solar power plants, the Company will strive to expand the global solar power plant business and continue to increase sales outlets of related cells and modules to inject growth momentum into its future operations.

Although the issues of solar power generation and offshore wind power generation in Taiwan are controversial, the government's policy goal of reaching 20% of power generation from renewable energy by 2025 remains unchanged. Due to the intermittency and uncertainty of renewable energy, the role of energy storage systems is increasingly important. URECO's Tainan factory has completed the development of the automatic frequency control (AFC) energy storage system in 2023 and plans to participate in Taipower's AFC services, while bringing stable cash revenue to the Company. Looking forward to 2024, URECO will continue the development and construction business of photovoltaic + storage sites, provide customer engineering services, and participate in public bidding projects for energy storage. Bloomberg New Energy Finance predicts that the global energy storage installation volume is expected to reach 650GW/1,877GWh in 2030, and the global annual increase will exceed 110GW. Energy storage equipment will eventually increase the application and popularity of renewable energy.

As a leading solar manufacturer and corporate citizen, URECO strives for sustainable growth in company operations while also promoting the concepts of green energy, energy conservation, and environmental protection to customers, users, partners, and the general public around the world. The Company hopes to not only fulfill its responsibilities to shareholders, customers, and employees, but also care and contribute to the environment and society. With module brands and solar systems as its main businesses, URECO helps enhance the competitiveness of Taiwan's solar industry. At the same time, it cooperates with the government's national energy policy to help Taiwan implement the "2025 Energy Transformation" and move towards the goal of "Asia's Green Energy Development Center".

The following are highlight of 2023 performance and business plan for the 2024:

1. The report on 2023 business result

1.1.2023 Financial Performance

Item	Unit: NT\$'000	
	2023	2022
Consolidated Net Sales	12,516,227	18,808,051
Consolidated Gross Income (Loss)	(1,767,860)	2,142,197
Consolidated Loss from Operation	(2,979,643)	739,171
Consolidated Loss After Income Tax	(3,914,958)	938,747
Net Loss Attributable to Shareholders of the Parent	(3,888,981)	993,643

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 2023, the net cash used in operating activities amount to NT\$4,427,983, net cash used in investing activities amount to NT\$2,853,522, the net cash generated from financing activities

amount to NT\$1,928,652. 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 Company's consolidated revenue in 2023 totaled NT\$12,516,227 thousand, down by 33.5% from the previous year. This is mainly due to the impact of the Taiwan election on the progress of system projects in the domestic market. In the global market, the cliff-like drop in solar raw material prices and excessive inventory in the European and American markets further affected product prices. The violent interest rate hike in the United States also negatively affected the return on investment of overseas system projects, resulting in an operating gross profit loss of 14%. The actual amount of operating expenses for the year decreased by 13.6% compared with last year. The net loss after tax for the year was NT\$3,914,958,000. The Company's overall financial revenue and expenditure are all normal. As of the end of 2023, the combined cash and equivalent cash totaled NT\$4,474,941,000. The Company will continue to have sufficient cash positions and conduct overall financial operations in a conservative and stable manner.

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, 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.

URECO has made unrelenting efforts to develop and invest in new solar process technology and continues to grow. In particular, the "high salt damage resistance and high wind pressure resistance" modules launched for Taiwan's special terrain and climate have been widely recognized by customers. High reliability products are just around the corner. For example, the TOPCon M10 high-power module has recently begun mass production and can provide optimized products according to customer needs. The newly developed "GLORY TOPCon" M10 N-type high-efficiency module has a power of up to 580W. TOPCon battery series has high photoelectric conversion efficiency. In addition to greatly improving power generation efficiency, the annual decline and linear decline rate of module power generation are better than those of current mainstream products. It can increase the return on investment of the solar system by more than 0.5% and is suitable for double-sided power generation and high-temperature areas, such as "large ground type, fishery and electricity symbiosis and agricultural electricity symbiosis" case sites.

2. 2024 Business Plan and Future Developmental Strategy

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

2.1. Production Policies

The Company's current total battery capacity reaches 2.6GW (2.6 billion watts).

2.2. Research and Development

In response to the hectic demand for high power generation wattage solar products in the global market, the Company continues to improve the photoelectric conversion efficiency of P-type PERC cells and has started mass production of new M10 (182 mm*182mm) large-size cells at the Zhunan factory in the first half of 2023. Through the introduction of large-size M10 chip products, the Company has achieved the ultimate in battery patterns and the application of new technologies. The current mass production efficiency is as high as 23.3%, which is close to the limit of theoretical efficiency. The Company is also simultaneously studying next-generation N-type high-efficiency solar cell manufacturing process and tunnel oxide back passivation TOPCon. The M10 TOPCon battery mass production line has been

officially put into operation in the second half of 2023. Utilizing M10 PERC equipment for upgrades and construction of some key TOPCon process equipment, it is expected to obtain the module VPC certificate in the second half of 2024 and launch dual-glass module products with high power generation wattage (570 watts) and high reliability in the Taiwan market. The Company is also paying close attention to the

future research and development trend of the rising star "perovskite stacked battery" that has attracted much attention in recent years. In addition, through cooperation with legal entities (such as ITRI and the Metal Industry Research Center) and academic research units (such as National Taiwan University, National Tsinghua University, and National Cheng Kung University), we work together to carry out relevant research and development.

The "recycling problem" is an important issue that cannot be ignored in the green energy industry, and it is also the last mile. Based on the latest research and development of packaging material technology, this type of detachable module design can solve the recycling problem of discarded solar photovoltaic modules. It is enough to recycle complete silicon wafers and high unit price precious metal materials. It not only greatly reduces the difficulty and labor cost of recycling, but also implements green energy to create a higher circular economy and give resources a reborn value. In the future, industrial development can transform from a linear economy of "exploitation, manufacturing, use, discard" to a circular economy of "reuse, remanufacture, and renew." The so-called next-generation disassembly module "PEACH RE" design is to recycle complete silicon wafers, glass covers, and high-unit-price precious metal materials. The recycled batteries can be obtained, and recycled modules can be successfully manufactured for secondary use. This move increases the value of waste recycling and reduces environmental burdens, creating a higher circular economy, sustainable development, and zero waste. It also implements the value of green energy and environmental friendliness that regenerates resources. Under the cooperation between URECO and ITRI, a new concept of dismantling solar photovoltaic modules was launched, and the newly developed film materials and recycling model are used to greatly increase the value of photovoltaics after decommissioning. In the future, decommissioned module materials can be effectively recycled, while enhancing the competitiveness of Taiwan's module products in the international market.

The Company adheres to its original intention and is an enterprise that provides comprehensive solutions in the field of renewable energy. It is also the only company in the world that has obtained disassembly module certification, providing breakthrough solutions to the "net-zero sustainability" issue.

2.3.Sales Policies

Major countries around the world are accelerating energy transformation. Since solar energy is more cost-effective than other renewable energy sources, its construction volume continues to grow rapidly. In response to future development trends, the Company will strive to deepen its business, find new customers, and strengthen penetration into emerging markets. Meanwhile, it will take advantage of Taiwan's domestic demand growth opportunities to increase sales outlets with high-efficiency, high-quality products and Taiwan's high-end module brands, and establish an excellent business team to develop global system business and advantageous sales channels.

2.4.System Business

In line with the goal of self-producing high-efficiency and high-quality products and the government's cumulative installation capacity of 40GW-80GW in 2050, the Company will continue to expand solar system development and participate in relevant government public tenders. With the help of domestic accumulated experience, it will actively promote overseas large power plant system business and create global terminal outlets. In the overseas market segment, the global economy is accelerating its recovery in 2024 after the pandemic has slowed down, and with the government's active investment in green energy, it will show substantial growth compared with 2023. In response, the Company continues to expand its global solar power plant business, mainly in the European and American markets. The Company will fully integrate the battery, module brand, and solar system business to create the most complete layout in the mid- and downstream industries of the solar energy supply chain.

2.5.New Business Development

"Energy storage" serves as one of the important roles in URECO's strategic layout of integrating green energy. In order to become as a top player in Taiwan's power trading market, URECO strives to develop a

"container energy storage" product portfolio to support the most advanced dReg0.25 frequency modulation service and apply it to Taipower's power trading platform. The newly installed "renewable energy power generation equipment" is expected to appear all over Taiwan in the next few years, and its energy storage equipment has the function of stabilizing the power grid. The construction of energy storage projects and the installation of new energy storage equipment for solar photovoltaic power stations due to reserve capacity will be the key services of URECO's energy storage department in 2024. URECO actively participates in the construction of energy storage sites at the power distribution and transmission levels. In addition to continuing to develop and build photovoltaic + storage sites and providing engineering services to customers, it also actively participates in government energy storage public bidding projects. In addition, through the cooperation between URE's energy storage team and top investors and investment funds, more business opportunities will be created to serve solar photovoltaic manufacturers and customers in the future.

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

- 3.1. The 28th United Nations Climate Change Conference (COP28) adopted a fossil fuel phase-out agreement, promising that all parties will transition to a non-fossil fuel energy system in a just, orderly, and equitable manner and achieve "net-zero emissions" by 2050. Countries around the world will actively invest in and build renewable energy infrastructure, replace coal power generation with renewable energy in 2035, and achieve the goal of "zero energy consumption" in 2050. The Company has been deeply involved in the overseas solar energy market over the years, and will further develop the solar system business and expand overseas markets in the future.
- 3.2. Many international companies already set Net Zero target, as RE100 and clean energy regulations by various governments on the way, the Company is expected to increase its 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 Ministry of the Interior has recently announced the draft amendment to Schedule 1 of Article 6 of the "Non-Urban Land Use Control Rules." After taking stock of the available agricultural and animal husbandry land, the Ministry of Agriculture plans to establish a "Green Energy Development Zone." If passed, this case is expected to greatly assist the development of solar energy projects and at the same time increase the effective use of land.
- 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 expected to low the risk of international trade dispute.
- 3.6. Many countries have reach grid parity, the outlook for solar industry is 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.

Annex 2

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

The Board of Directors has prepared the Company's 2023 Business Report, Financial Statements, and loss offsetting list. The CPA firm of KPMG Taiwan was retained to audit URECO's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and loss 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 Act, we hereby submit this report.

The Audit Committee of United Renewable Energy Co., Ltd

Convener : Independent Director Tsai,Ming-Fang

March 11, 2024

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			
Place	Place	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 place, 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, 2023, the NTD\$2,787,612 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 Millions of New Taiwan Dollars

Quarter Account Names	Fourth quarter of 2023 (Estimate)		Fourth quarter of 2023 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	3,715	100.0	2,246	100.0	(39.5)	In the 4th quarter, it continued to be affected by weakening domestic demand and oversupply in foreign markets.
Operating Costs	3,365	90.6	3,516	156.5	4.5	—
Gross Profit (or Loss)	351	9.4	(1,270)	(56.5)	—	Capacity utilization is not as good as expected, and impairment losses on prepayments.
Operating Expenses	305	8.2	384	17.1	25.8	Due to provision of expected credit losses
Profit (or Loss) from Operations	46	1.2	(1,654)	(73.6)	—	—
Non-Operating Income and Expenses	(59)	(1.6)	(300)	(13.4)	411.3	Provision for impairment of overseas power station assets and reinvestment
Loss before income tax	(13)	(0.3)	(1,954)	(87.0)	15,007.8	—
Net loss attributable to Shareholders of the parent	(13)	(0.3)	(2,158)	(96.1)	16,589.7	—

Quarter Account Names	third quarter of 2023 (Estimate)		third quarter of 2023 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	3,838	100	2,630	100	(31.5)	Domestically, module shipments decreased due to delays in power plant construction permits. Overseas sales fell due to the impact of global oversupply.
Operating Costs	3,393	88.4	3,501	133.1	3.2	—
Gross Profit (or Loss)	444	11.6	(870)	(33.1)	(295.9)	The main reasons were the decline in capacity utilization and the fact that overseas sales were not as expected.
Operating Expenses	305	8.0	219	8.3	(28.1)	Refers to the reduction in sales freight
Profit (or Loss) from Operations	139	3.6	(1,090)	(41.4)	(883.0)	—
Non-Operating Income and Expenses	(70)	(1.8)	(277)	(10.5)	294.2	Refers to the provision of production equipment impairment losses
Loss before income tax	69	1.8	(1,367)	(52.0)	(2,085.1)	—
Net loss attributable to Shareholders of the parent	69	1.8	(1,368)	(52.0)	(2,086.1)	—

Quarter Account Names	second quarter of 2023 (Estimate)		second quarter of 2023 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	3,659	100.0	2,962	100.0	(19.1)	This refers to the decrease in revenue from system construction and sales, as well as the shift from original battery sales to module production, resulting in a decrease in turnover.
Operating Costs	3,291	89.9	2,943	99.4	(10.6)	—
Gross Profit (or Loss)	368	10.1	19	0.6	(95.0)	This is mainly due to changes in market product demand, resulting in a decrease in capacity utilization.
Operating Expenses	305	8.3	322	10.9	5.6	—
Profit (or Loss) from Operations	63	1.7	(304)	(10.3)	(578.9)	—
Non-Operating Income and Expenses	(39)	(1.1)	(102)	(3.4)	(158.2)	Refers to overseas business litigation losses and overseas asset impairment losses
Loss before income tax	24	0.7	(406)	(13.7)	(1,788.3)	—
Net loss attributable to Shareholders of the parent	24	0.7	(405)	(13.7)	(1,788.0)	—

Quarter Account Names	first quarter of 2023 (Estimate)		first quarter of 2023 (Actual number)		difference	Description
	Amount	%	Amount	%	%	
Operating Revenue	3,319	100.0	4,677	100.0	40.9	Refers to overseas market sales higher than expected
Operating Costs	3,046	91.8	4,323	92.4	41.9	—
Gross Profit (or Loss)	273	8.2	354	7.6	29.7	Refers to gross profit contribution from overseas markets
Operating Expenses	303	9.1	287	6.1	(5.5)	—
Profit (or Loss) from Operations	(30)	(0.9)	67	1.4	Turn to profit	—
Non-Operating Income and Expenses	(35)	(1.1)	(34)	(0.7)	3.0	—
Loss before income tax	(65)	(2.0)	34	0.7	Turn to profit	—
Net loss attributable to Shareholders of the parent	(65)	(2.0)	43	0.9	Turn to profit	—

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 sheet as of December 31, 2023 and 2022, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material 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, 2023 and 2022, and its financial performance and its cash flows for the year ended December 31, 2023 and 2022, in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with 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 Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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 investment in other entities 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 11, 2024

UNITED RENEWABLE ENERGY CO., LTD.

Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2023		December 31, 2022 (After Restatement)			Liabilities and Equity	December 31, 2023		December 31, 2022 (After Restatement)	
	Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:				
1100 Cash and cash equivalents (note 6(a))	\$ 3,093,156	13	3,516,679	12	2100	Short-term borrowings (note 6(n))	\$ 204,000	1	1,411,880	5
1110 Financial assets at fair value through profit or loss - current (note 6(b))	16,022	-	-	-	2110	Short-term bills payable (note 6(o))	-	-	99,931	-
1120 Financial assets at fair value through other comprehensive income - current (note 6(c))	150,676	1	152,171	1	2120	Financial liabilities at fair value through profit or loss - current (note 6(b))	-	-	4,504	-
1140 Contract assets - current (note 6(z))	4,401	-	183,149	1	2130	Contract liabilities - current (note 6(z))	135,323	1	228,953	1
1170 Notes and accounts receivable, net (note 6(e))	958,339	4	2,310,895	8	2170	Notes and accounts payable	507,912	2	909,217	3
1180 Accounts receivable from related parties (notes 6(e) and 7)	42	-	3,733	-	2180	Accounts payable to related parties (note 7)	63,701	-	233,224	1
130X Inventories (note 6(f))	1,131,041	5	2,922,088	10	2280	Lease liability - current (note 6(r))	58,576	-	46,094	-
1410 Prepayments (note 9)	117,979	-	1,281,952	4	2320	Current portion of long-term borrowings, preference share liabilities and bonds payable (notes 6(p) and (q))	3,572,094	15	506,000	2
1460 Non-current assets held for sale (note 6(g))	-	-	9,336	-	2399	Other current liabilities (note 7)	1,524,616	7	1,601,502	5
1476 Other financial assets (notes 7 and 8)	2,304,957	10	861,900	3		Total current liabilities	6,066,222	26	5,041,305	17
1479 Other current assets	298,636	1	383,322	1		Non-Current liabilities:				
Total current assets	8,075,249	34	11,625,225	40	2500	Financial liabilities at fair value through profit or loss - non-current (note 6(b))	11,643	-	14,249	-
Non-current assets:					2530	Bonds payable (note 6(q))	-	-	2,969,315	10
1510 Financial assets at fair value through profit or loss - non-current (notes 6(b) and (q))	-	-	900	-	2540	Long-term borrowings (note 6(p))	2,936,271	12	3,077,985	10
1517 Financial assets at fair value through other comprehensive income - non-current (notes 6(c), 7 and 8)	610,925	3	520,559	2	2580	Lease liability - non-current (note 6(r))	999,486	4	757,662	3
1535 Financial assets at amortized cost - non-current (note 6(d))	-	-	-	-	2650	Credit balance of investments accounted for using equity method (note 6(h))	423,270	2	769,811	3
1550 Investments accounted for using the equity method (notes 6(h) and 7)	2,046,407	9	3,139,172	11	2670	Other non-current liabilities (notes 6(s) and (v))	358,177	2	327,524	1
1600 Property, plant and equipment (notes 6(j), 7 and 8)	6,505,565	27	5,996,757	20		Total non-current liabilities	4,728,847	20	7,916,546	27
1755 Right-of-use assets (note 6(k))	985,977	4	758,405	3		Total liabilities	10,795,069	46	12,957,851	44
1760 Investment property, net (notes 6(l) and 8)	2,429,129	10	2,533,165	8	3110	Equity (notes 6(w) and (x))				
1780 Intangible assets (note 6(m))	1,565	-	2,789	-	3200	Ordinary shares	16,277,954	69	16,277,905	55
1840 Deferred tax assets (note 6(v))	392,721	2	633,644	2	3310	Capital surplus	211,412	1	187,699	1
1915 Prepayments - non-current (note 9)	1,188,760	5	2,020,363	7	3350	Legal reserve	35,473	-	-	-
1920 Refundable deposits (note 8)	146,538	1	140,646	-	3400	Accumulated profit or loss	(3,707,474)	(16)	354,726	1
1990 Other non-current assets (notes 7 and 8)	1,163,240	5	2,042,829	7	3500	Other equity	(47,659)	-	(345,028)	(1)
Total non-current assets	15,470,827	66	17,789,229	60		Treasury shares	(18,699)	-	(18,699)	-
Total assets	\$ 23,546,076	100	29,414,454	100		Total equity	12,751,007	54	16,456,603	56
						Total liabilities and equity	\$ 23,546,076	100	29,414,454	100

UNITED RENEWABLE ENERGY CO., LTD.
Statements of Comprehensive Income
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

	<u>2023</u>		<u>2022</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000 Net operating revenues (notes 6(z) and 7)	\$ 10,150,303	100	16,353,377	100
5110 Operating costs (notes 6(f), (r), (u), (aa), 7 and 12)	10,878,887	107	14,655,974	90
5900 Gross gain (loss) from operations	<u>(728,584)</u>	<u>(7)</u>	<u>1,697,403</u>	<u>10</u>
Operating expenses (notes 6(e), (r), (u), (aa) and 12):				
6100 Selling expenses	343,465	3	471,259	3
6200 General and administrative expenses	536,354	5	507,505	3
6300 Research and development expenses	88,148	1	70,009	-
6450 Impairment losses (Reversal of impairment losses) on trade receivable	<u>(2,571)</u>	<u>-</u>	<u>15,152</u>	<u>-</u>
Total operating expense	<u>965,396</u>	<u>9</u>	<u>1,063,925</u>	<u>6</u>
Income (loss) from operations	<u>(1,693,980)</u>	<u>(16)</u>	<u>633,478</u>	<u>4</u>
Non-operating income and expenses:				
7010 Other income (notes 6(t), (ab) and 7)	259,079	3	319,686	2
7020 Other gains and losses (note 6(ab))	(362,964)	(4)	487,814	3
7050 Finance costs (notes 6(q) and (r))	(215,343)	(2)	(136,533)	(1)
7060 Share of gain (loss) of associates and joint ventures accounted for using equity method (note 6(h))	(1,692,884)	(17)	(318,372)	(2)
7100 Interest income	<u>30,731</u>	<u>-</u>	<u>7,570</u>	<u>-</u>
	<u>(1,981,381)</u>	<u>(20)</u>	<u>360,165</u>	<u>2</u>
Income (loss) before income tax	<u>(3,675,361)</u>	<u>(36)</u>	<u>993,643</u>	<u>6</u>
7950 Less: income tax expense (note 6(v))	<u>213,620</u>	<u>2</u>	<u>-</u>	<u>-</u>
8200 Net Income (loss)	<u>(3,888,981)</u>	<u>(38)</u>	<u>993,643</u>	<u>6</u>
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	150,054	1	(6,652)	-
8360 Items that may be reclassified subsequently to profit or loss:				
8361 Exchange differences on translation of foreign statements	154,042	2	299,497	2
8380 Share of other comprehensive income (loss) of subsidiaries accounted for using equity method	<u>18,306</u>	<u>-</u>	<u>28,423</u>	<u>-</u>
8300 Total other comprehensive income (loss)	<u>322,402</u>	<u>3</u>	<u>321,268</u>	<u>2</u>
Total comprehensive income (loss)	<u>\$ (3,566,579)</u>	<u>(35)</u>	<u>1,314,911</u>	<u>8</u>
Earnings (loss) per share				
9750 Basic earnings (loss) per share (NT dollars) (note 6(y))	<u>\$ (2.39)</u>		<u>0.61</u>	
9850 Diluted earnings per share (NT dollars) (note 6(y))			<u>\$ 0.57</u>	

UNITED RENEWABLE ENERGY CO., LTD.
Statements of Changes in Equity
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Retained earnings			Other equity			Total equity
	Ordinary shares	Capital surplus	Legal reserve	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, 2022	\$ 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	-	-	-	-	-
Difference between the price that has not been increased in proportion to shareholding and net value	-	(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
Net Loss for the year ended December 31, 2023	-	-	-	(3,888,981)	-	-	-	-	(3,888,981)
Other comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	172,348	150,054	-	-	322,402
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	(3,888,981)	172,348	150,054	-	-	(3,566,579)
Legal reserve appropriated	-	-	35,473	(35,473)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(162,779)	-	-	-	-	(162,779)
Adjustments of capital surplus for dividends distributed to subsidiaries	-	107	-	-	-	-	-	-	107
Changes in equity of associates and joint ventures accounted for using the equity method	-	23,560	-	-	-	-	-	-	23,560
Conversion of convertible bonds	49	50	-	-	-	-	-	-	99
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	25,033	-	(25,033)	-	-	-
Difference between the price that has not been increased in proportion to shareholding and net value	-	(4)	-	-	-	-	-	-	(4)
Balance at December 31, 2023	\$ 16,277,954	211,412	35,473	(3,707,474)	(275,092)	227,433	-	(18,699)	12,751,007

UNITED RENEWABLE ENERGY CO., LTD.
Statements of Cash Flows
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from operating activities:		
Profit (loss) before income tax	\$ (3,675,361)	993,643
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	740,883	779,310
Amortization expense	2,268	2,065
Expected credit loss (gain)	(2,571)	15,152
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(22,232)	17,644
Interest expense	134,884	76,633
Interest income	(30,731)	(7,570)
Dividends income	(18,408)	(19,220)
Compensation cost of restricted shares for employees	-	652
Share of loss of subsidiaries and associates accounted for using equity method	1,692,884	318,372
Gain on disposal of property, plant and equipment	(5,114)	(33,529)
Gain on disposal of investments	-	(131,837)
Impairment loss on property, plant and equipment	253,494	105,248
Impairment loss on prepayments	794,285	-
Write-down of inventories	518,109	37,155
Others	(34,120)	(15,514)
Total adjustments to reconcile profit (loss)	<u>4,023,631</u>	<u>1,144,561</u>
Changes in operating assets and liabilities:		
Contract assets - current	178,748	(183,149)
Notes and accounts receivable	1,355,748	(745,973)
Accounts receivable from related parties	3,691	398,609
Inventory	1,290,237	(1,927,910)
Prepayments (including non-current)	1,043,470	(590,033)
Other current assets	106,589	(217,768)
Contract liabilities - current	(93,630)	(109,014)
Notes and accounts payable (including related parties)	(524,985)	(119,620)
Provisions	23,865	28,724
Other current liabilities	36,300	(291,612)
Total changes in operating assets and liabilities	<u>3,420,033</u>	<u>(3,757,746)</u>
Cash flows generated from (used in) operations	3,768,303	(1,619,542)
Income taxes received (paid)	(1,873)	1,434
Net cash flows generated from (used in) operating activities	<u>3,766,430</u>	<u>(1,618,108)</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(11,100)	(213,770)
Proceeds from disposal of financial assets at fair value through other comprehensive income	72,283	-
Acquisition of investments accounted for using equity method	(660,813)	(498,957)
Proceeds from disposal of associates	-	518,837
Proceeds from capital reduction of investments accounted for using equity method	-	96,617
Acquisition of property, plant and equipment	(1,359,297)	(1,909,897)
Proceeds from disposal of property, plant and equipment	14,450	33,921
Decrease (increase) in refundable deposits	(6,019)	495,458
Acquisition of intangible assets	(1,044)	(720)
Decrease (increase) in other financial assets	(631,733)	773,455
Interest received	29,905	7,015
Dividends received	25,219	26,276
Net cash flows used in investing activities	<u>(2,528,149)</u>	<u>(671,765)</u>
Cash flows from financing activities:		
Increase (decrease) in short-term loans	(1,198,929)	1,414,348
Increase (decrease) in short-term bills payable	(100,000)	100,000
Proceeds from long-term borrowings	2,735,095	1,310,042
Repayments of long-term borrowings	(2,778,386)	(400,000)
Increase in guarantee deposits received	37,095	12,364
Payment of lease liabilities	(32,043)	(28,433)
Cash dividends paid	(162,779)	-
Interest paid	(149,923)	(83,890)
Net cash generated from (used in) financing activities	<u>(1,649,870)</u>	<u>2,324,431</u>
Effect of exchange rate changes	<u>(11,934)</u>	<u>(173,705)</u>
Net decrease in cash and cash equivalents	<u>(423,523)</u>	<u>(139,147)</u>
Cash and cash equivalents at beginning of period	<u>3,516,679</u>	<u>3,655,826</u>
Cash and cash equivalents at end of period	<u>\$ 3,093,156</u>	<u>3,516,679</u>

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 sheet as of December 31, 2023 and 2022, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material 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, 2023 and 2022, and its financial performance and its cash flows for the year ended December 31, 2023 and 2022, in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with 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 Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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 investment in other entities 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 11, 2024

UNITED RENEWABLE ENERGY CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2023		December 31, 2022 (After Restatement)			Liabilities and Equity	December 31, 2023		December 31, 2022 (After Restatement)	
	Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:				
1100 Cash and cash equivalents (note 6(a))	\$ 4,474,941	15	4,755,068	14	2100	Short-term borrowings (note 6(n))	\$ 434,223	2	1,895,215	6
1110 Financial assets at fair value through profit or loss - current (note 6(b))	80,691	-	-	-	2110	Short-term bills payable (note 6(o))	-	-	99,931	-
1120 Financial assets at fair value through other comprehensive income - current (notes 6(c) and 8)	150,676	-	152,171	-	2120	Financial liabilities at fair value through profit or loss - current (note 6(b))	331	-	4,504	-
1140 Contract assets - current (notes 6(aa) and 7)	163,256	1	339,307	1	2130	Contract liabilities - current (notes 6(aa) and 7)	580,676	2	381,104	1
1170 Notes and accounts receivable, net (note 6(e))	1,067,568	4	2,416,503	7	2170	Notes and accounts payable	668,796	2	1,194,056	4
1180 Accounts receivable from related parties (notes 6(e) and 7)	-	-	126,959	-	2280	Lease liability - current (note 6(s))	114,019	-	95,525	-
130X Inventories (notes 6(f) and 9)	1,679,838	6	4,377,410	13	2320	Current portion of long-term borrowings, preference share liabilities and bonds payable (notes 6(p), (q) and (r))	5,878,968	20	2,846,541	8
1410 Prepayments (note 9)	143,975	1	1,662,780	5	2399	Other current liabilities (note 7)	1,600,638	6	1,829,246	5
1460 Non-current assets held for sale (note 6(g))	-	-	530,209	2		Total current liabilities	9,277,651	32	8,346,122	24
1476 Other financial assets (notes 7 and 8)	2,228,561	8	1,080,324	3		Non-Current liabilities:				
1479 Other current assets	335,592	1	424,192	1	2500	Financial liabilities at fair value through profit or loss - non-current (notes 6(b) and (p))	11,643	-	21,775	-
Total current assets	10,325,098	36	15,864,923	46	2530	Bonds payable (note 6(q))	-	-	2,969,315	9
Non-current assets:					2540	Long-term borrowings (note 6(p))	4,098,246	14	3,993,300	12
1510 Financial assets at fair value through profit or loss - non-current (notes 6(b) and (q))	-	-	71,287	-	2580	Lease liability - non-current (note 6(s))	1,716,006	6	1,376,919	4
1517 Financial assets at fair value through other comprehensive income - non-current (notes 6(c) and 8)	610,925	2	520,559	2	2670	Other non-current liabilities (notes 6(t) and (w))	531,058	2	448,940	1
1535 Financial assets at amortized cost - non-current (note 6(d))	-	-	-	-		Total non-current liabilities	6,356,953	22	8,810,249	26
1550 Investments accounted for using the equity method (note 6(h))	256,302	1	235,382	1		Total liabilities	15,634,604	54	17,156,371	50
1600 Property, plant and equipment (notes 6(j), 7 and 8)	11,125,753	39	10,188,315	30		Equity attributable to owners of parent (notes 6(x) and (y))				
1755 Right-of-use assets (note 6(k))	1,681,614	6	1,344,837	4	3110	Ordinary shares	16,277,954	57	16,277,905	48
1760 Investment property, net (notes 6(l) and 8)	2,596,726	9	2,722,066	8	3200	Capital surplus	211,412	1	187,699	-
1780 Intangible assets (note 6(m))	2,964	-	3,250	-	3310	Legal reserve	35,473	-	-	-
1840 Deferred tax assets (note 6(w))	414,183	1	649,096	2	3350	Accumulated profit or loss	(3,707,474)	(13)	354,726	1
1915 Prepayments - non-current (note 9)	1,215,978	4	2,051,077	6	3400	Other equity	(47,659)	-	(345,028)	(1)
1920 Refundable deposits (note 8)	175,340	1	156,092	-	3500	Treasury shares	(18,699)	-	(18,699)	-
1990 Other non-current assets (notes 7 and 8)	334,991	1	445,906	1		Total equity attributable to owners of parent	12,751,007	45	16,456,603	48
Total non-current assets	18,414,776	64	18,387,867	54	36XX	Non-controlling interests	354,263	1	639,816	2
Total assets	\$ 28,739,874	100	34,252,790	100		Total equity	13,105,270	46	17,096,419	50
						Total liabilities and equity	\$ 28,739,874	100	34,252,790	100

UNITED RENEWABLE ENERGY CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

	<u>2023</u>		<u>2022</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000 Net operating revenues (notes 6(aa) and 7)	\$ 12,516,227	100	18,808,051	100
5110 Operating costs (notes 6(f), (s), (v), (ab) and 12)	14,284,087	114	16,665,854	89
5900 Gross profit (loss) from operations	<u>(1,767,860)</u>	<u>(14)</u>	<u>2,142,197</u>	<u>11</u>
Operating expenses (notes 6(e), (s), (v), (ab) and 12):				
6100 Selling expenses	397,591	3	526,995	3
6200 General and administrative expenses	699,404	5	706,092	4
6300 Research and development expenses	88,148	1	70,392	-
6450 Impairment losses on trade receivable	26,640	-	99,547	-
Total operating expense	<u>1,211,783</u>	<u>9</u>	<u>1,403,026</u>	<u>7</u>
Income (Loss) from operations	<u>(2,979,643)</u>	<u>(23)</u>	<u>739,171</u>	<u>4</u>
Non-operating income and expenses:				
7010 Other income (note 6(ac))	275,304	2	344,934	2
7020 Other gains and losses (notes 6(i), (j) and (ac))	(685,543)	(5)	121,864	1
7050 Finance costs (notes 6(q) and (s))	(350,992)	(3)	(276,964)	(2)
7060 Share of gain of associates and joint ventures accounted for using equity method (note 6(h))	7,583	-	6,655	-
7100 Interest income	40,491	-	10,783	-
	<u>(713,157)</u>	<u>(6)</u>	<u>207,272</u>	<u>1</u>
Income (Loss) before income tax	<u>(3,692,800)</u>	<u>(29)</u>	<u>946,443</u>	<u>5</u>
7950 Less: income tax expense (note 6(w))	222,158	2	7,696	-
8200 Net income (loss)	<u>(3,914,958)</u>	<u>(31)</u>	<u>938,747</u>	<u>5</u>
8300 Other comprehensive income :				
8310 Items that may not be reclassified subsequently to profit or loss:				
8316 Unrealized gain on investments in equity instruments at fair value through other comprehensive income	150,054	1	(6,652)	-
8360 Items that may be reclassified subsequently to profit or loss:				
8361 Exchange differences on translation of foreign statements	177,668	1	399,477	2
8300 Total other comprehensive income	<u>327,722</u>	<u>2</u>	<u>392,825</u>	<u>2</u>
Total comprehensive income (loss)	<u>\$ (3,587,236)</u>	<u>(29)</u>	<u>1,331,572</u>	<u>7</u>
Net income (loss) attributable to:				
Shareholders of the parent	\$ (3,888,981)	(31)	993,643	5
Non-controlling interests	(25,977)	-	(54,896)	-
	<u>\$ (3,914,958)</u>	<u>(31)</u>	<u>938,747</u>	<u>5</u>
Total comprehensive income (loss) attributable to:				
Shareholders of the parent	\$ (3,566,579)	(29)	1,314,911	7
Non-controlling interests	(20,657)	-	16,661	-
	<u>\$ (3,587,236)</u>	<u>(29)</u>	<u>1,331,572</u>	<u>7</u>
Earnings (Loss) per share				
9750 Basic earnings (loss) per share (NT dollars) (note 6(z))	<u>\$ (2.39)</u>		<u>0.61</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, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	Attributable to owners of parent										
	Retained earnings				Other equity				Total equity attributable to owners of parent	Non-controlling interest	Total equity
	Share capital Ordinary shares	Capital surplus	Legal reserve	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, 2022	\$ 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 capital surplus from investments in 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)
Compensation cost and cancellation of restricted shares for employees	(235)	20	-	-	-	-	867	-	652	-	652
Difference between the price that has not been increased in proportion to shareholding and net value	-	(42)	-	-	-	-	-	-	(42)	42	-
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
Net Loss for the year ended December 31, 2023	-	-	-	(3,888,981)	-	-	-	-	(3,888,981)	(25,977)	(3,914,958)
Other comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	172,348	150,054	-	-	322,402	5,320	327,722
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	(3,888,981)	172,348	150,054	-	-	(3,566,579)	(20,657)	(3,587,236)
Legal reserve appropriated	-	-	35,473	(35,473)	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(162,779)	-	-	-	-	(162,779)	-	(162,779)
Changes in equity of associates and joint ventures accounted for using the equity method	-	23,560	-	-	-	-	-	-	23,560	-	23,560
Conversion of convertible bonds	49	50	-	-	-	-	-	-	99	-	99
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	25,033	-	(25,033)	-	-	-	-	-
Adjustments of capital surplus for dividends distributed to subsidiaries	-	107	-	-	-	-	-	-	107	-	107
Non-controlling interests	-	-	-	-	-	-	-	-	-	(264,900)	(264,900)
Difference between the price that has not been increased in proportion to shareholding and net value	-	(4)	-	-	-	-	-	-	(4)	4	-
Balance at December 31, 2023	\$ 16,277,954	211,412	35,473	(3,707,474)	(275,092)	227,433	-	(18,699)	12,751,007	354,263	13,105,270

UNITED RENEWABLE ENERGY CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from operating activities:		
Profit (Loss) before income tax	\$ (3,692,800)	946,443
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,232,976	1,220,246
Amortization expense	2,375	2,273
Expected credit (gain) loss	325,250	99,547
Net (gain) loss on financial assets or liabilities at fair value through profit or loss	(23,656)	1,318
Interest expense	266,668	212,083
Interest income	(40,491)	(10,783)
Dividends income	(18,408)	(19,220)
Compensation cost of restricted shares for employees	-	652
Share of profit of associates and joint ventures accounted for using the equity method	(7,583)	(6,655)
Gain on disposal of property, plant and equipment and power facilities business held for sale	(5,114)	(33,529)
Loss (gain) on disposal of investment properties	(44,251)	648
Impairment loss on property, plant and equipment	280,528	226,793
Reversal of provisions	(17,087)	(64,637)
Write-down and retirement of inventories	1,709,191	40,833
Impairment loss on prepayments	794,285	-
Others	40,009	(236,796)
Total adjustments to reconcile profit (loss)	4,494,692	1,432,773
Changes in operating assets and liabilities:		
Contract assets - current	159,250	(126,032)
Notes and accounts receivable	1,349,435	(549,445)
Accounts receivable from related parties	8,667	17,328
Inventory	1,065,685	(1,954,723)
Prepayments (including non-current)	1,428,603	(499,024)
Other current assets	90,678	(97,533)
Contract liabilities - current	199,572	(125,562)
Notes and accounts payable (including related parties)	(488,046)	(133,106)
Provisions	23,865	28,724
Other current liabilities	(201,971)	62,482
Total changes in operating assets and liabilities	3,635,738	(3,376,891)
Cash flows generated from (used in) operations	4,437,630	(997,675)
Income taxes (paid) received	(9,647)	2,373
Net cash flows generated from (used in) operating activities	4,427,983	(995,302)
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(11,100)	(213,770)
Proceeds from disposal of financial assets at fair value through other comprehensive income	72,283	-
Acquisition of investments accounted for using the equity method	-	(4,000)
Proceeds from disposal of associates	-	2,469
Proceeds from disposal of subsidiaries	276,489	386,976
Acquisition of property, plant and equipment	(2,020,109)	(2,718,952)
Proceeds from disposal of property, plant and equipment and power facilities business	14,450	33,921
Decrease (increase) in refundable deposits	(19,248)	498,838
Acquisition of intangible assets	(2,089)	(720)
Decrease (increase) in other financial assets	(1,280,754)	364,288
(Increase) decrease in other non-current assets	55,235	(137,050)
Interest received	40,786	12,520
Dividends received	20,535	20,821
Net cash flows used in investing activities	(2,853,522)	(1,754,659)
Cash flows from financing activities:		
Increase (decrease) in short-term loans	(1,452,041)	1,847,295
Decrease in short-term bills payable	(100,000)	(121,300)
Proceeds from long-term borrowings	3,331,586	1,394,529
Repayments of long-term borrowings	(3,232,132)	(684,304)
Repayments of preference share liabilities	(8,695)	(17,799)
Payment of lease liabilities	(71,392)	(62,455)
Cash dividends paid	(162,672)	-
Interest paid	(266,777)	(209,975)
Others	33,471	14,030
Net cash flows generates from (used in) financing activities	(1,928,652)	2,160,021
Effect of exchange rate changes on cash and cash equivalents	74,064	90,835
Net increase (decrease) in cash and cash equivalents	(280,127)	(499,105)
Cash and cash equivalents at beginning of period	4,755,068	5,254,173
Cash and cash equivalents at end of period	\$ 4,474,941	4,755,068

Annex 6**United Renewable Energy Co., Ltd.**
Appropriation of Loss Statement
Year 2023

Unit: NT\$

Item	Amount	
	Total	Grand Total
Cumulative undistributed earnings at the beginning of the period		156,474,664
Net loss after tax for the current period	(3,888,981,073)	
Disposal of financial instruments measured at fair value through other comprehensive profit or loss	25,033,243	
Accumulated losses to be made up		(3,707,473,166)
Loss items to be made up :		
Statutory surplus reserve	35,472,635	
Capital Reserve – Long-term Equity Investment	0	
Capital surplus – changes in equity of investment in associates and joint ventures accounted for using equity method	34,041,521	
Capital surplus – treasury share transactions	106,567	
Capital surplus – additional paid-in capital arising from bond conversion	56,229	
Losses to be made up at the end of the period		(3,637,796,214)
Note: The Company used statutory surplus reserve of NT\$35,472,635 and capital reserve of NT\$34,204,317 to make up for losses. The total amount of losses to be made up thereafter was NT\$3,637,796,214.		

Annex 7

United Renewable Energy Co., Ltd. Articles of Incorporation Comparison Chart

Item	After the Revision	Before the Revision	Explanations for the Revision
Article. 2	<p>The scope of business of the Corporation shall be:</p> <ol style="list-style-type: none"> 1. CC01080 Electronic Parts and Components Manufacturing 2. CC01090 Batteries Manufacturing. 3. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery. 4. D101060 Self-usage power generation equipment utilizing renewable energy industry. 5. IG03010 Energy Technology Services. 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. <u>D101011 Power generation industry</u> 10. F401010 International Trade. Research & development, design, manufacture and sale of the following products: <ol style="list-style-type: none"> (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. 	<p>The scope of business of the Corporation shall be:</p> <ol style="list-style-type: none"> 1. CC01080 Electronic Parts and Components Manufacturing 2. CC01090 Batteries Manufacturing. 3. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery. 4. D101060 Self-usage power generation equipment utilizing renewable energy industry. 5. IG03010 Energy Technology Services. 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: <ol style="list-style-type: none"> (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. 	<p>In order to meet the company's future operation plan, add the business items in operation.</p>

<p>Article. 17</p>	<p>The Company shall have 9 to 13 directors, with three-year terms. They shall be appointed during the shareholders' meeting with the ability to act and may be re-elected.</p> <p>Among the number of directors listed in the preceding paragraph, the number of independent directors shall not be less than <u>one-third</u> of the number of directors.</p> <p>Directors (including independent directors) are selected through the candidate nomination system specified in Article 192-1 of the Company Act, where shareholders select candidates from a list of candidates for directors (including independent directors). Implementation related matters are handled in accordance with the Company Act, the Securities and Exchange Act, and other relevant laws. The professional qualifications, shareholdings, part-time restrictions, nominations, and other matters to be followed by independent directors shall be handled in accordance with the relevant regulations of the securities regulatory authority.</p>	<p>The Company shall have 9 to 13 directors with three-year terms. They shall be appointed during the shareholders' meeting with the ability to act and may be re-elected.</p> <p>Among the number of directors in the preceding paragraph, the number of independent directors shall not be less than <u>one-fifth</u> of the director seats.</p> <p>Directors (including independent directors) are selected through the candidate nomination system specified in Article 192-1 of the Company Act, where shareholders select candidates from a list of candidates for directors (including independent directors). Implementation related matters are handled in accordance with the Company Act, the Securities and Exchange Act, and other relevant laws. The professional qualifications, shareholdings, part-time restrictions, nominations, and other matters to be followed by independent directors shall be handled in accordance with the relevant regulations of the securities regulatory authority.</p>	<p>Revised in accordance with legal provisions.</p>
<p>Article. 36</p>	<p>This article was concluded on August 12, 2005.</p> <p>The first amendment was made on September 12, 2005.</p> <p>.....</p> <p>The 21st amendment was made on June 17, 2019.</p> <p>The 22st amendment was made on June 22, 2020.</p> <p>The 23st amendment was made on June 24, 2022.</p> <p><u>The 24st amendment was made on June 21, 2024.</u></p>	<p>This article was concluded on August 12, 2005.</p> <p>The first amendment was made on September 12, 2005.</p> <p>.....</p> <p>The 21st amendment was made on June 17, 2019.</p> <p>The 22st amendment was made on June 22, 2020.</p> <p>The 23st amendment was made on June 24, 2022.</p>	<p>Revision date is added.</p>

Annex 8

United Renewable Energy Co., Ltd. Director (Includes Independent Director) Candidates

Position	Name	Major Education/ Work Experience	Current Occupation	The name of the government or legal person represented	Shareholdings
Director	Hong, Chum-Sam	Electrical Engineering from National Tsing Hua University Chairman and CEO, Neo Solar Power Corp. Deputy General Manager and Factory Director, Guanghua Amorphous Silicon Co. Section Chief, ITRI Materials Laboratory-Battery Pack/Thin Film Pack National Space Center-Space Program Power Subsystem Moderator Won the highest honor in the international solar cell field-PVSEC-23 Special Award. Academician, Asia Pacific Institute of Materials	Chairman, NSP System Development Corp. Chairman, Zhongyang Corp. Chairman, Yong Liang Ltd. Chairman, Yong Zhou Ltd. Chairman, Si Two Corp. Director, V5 Technologies Co., Ltd. Director, United Renewable Energy Engineering Co., Ltd	-	1,561,591
Director	Lin, Kun-Si	PhD in Business Administration from University of Kentucky, USA Business Administration from Jiaotong University Bachelor of Electronic Engineering, Jiaotong University Chairman and CEO, Neo Solar Power Corp. Senior Deputy General Manager, Taiwan Semiconductor Manufacturing Co., Ltd. Chairman, Rafael Microelectronics, Inc.	Chairman, V5 Technologies Co., Ltd. Vice Chairman, V5med Inc. Director, Rafael Microelectronics, Inc. Director, United Renewable Energy Co., Ltd.	-	2,253,854
Director	Pan, Wen-Whe	Ph.D. in Fiber Polymers, North Carolina State University, USA Department of Fiber and Composite Materials, Fengjia University Director and General Manager. GINTECH ENERGY CORPORATION President, SO YANG ENTERPRISE GROU Chief Engineer and Laboratory Supervisor of Sumitomo Electronics USA	Director, United Renewable Energy Co., Ltd.	-	1,713,703

Position	Name	Major Education/ Work Experience	Current Occupation	The name of the government or legal person represented	Shareholdings
		Camel Precision Co. Director/Supervisor Director of Kunding Investment Holdings (Co., Ltd.) Chairman of ECOVE Solar Energy Corporation Director of Zhongwei Investment (Co., Ltd.)			
Director	Chady Liu	Department of Mathematics, National Cheng Kung University Master of Financial Engineering from Columbia University Vice President of Citibank USA Vice President, Citibank Taiwan Deputy General Manager of Long Deed Corporation	Director, Long Deed Corporation Chairman, Long Light Corporation	Long deed corporation	998,770
Director	Lin, Yi-Hui	Master of Public Policy, National Chung Hsing University Department of English Language and Literature, Chinese Culture University Researcher of Management Business Team, National Development Fund, Executive Yuan Deputy Researcher of Management Business Team, National Development Fund, Executive Yuan	Chief of Management Audit Team, National Development Fund, Executive Yuan	National Development Fund, Executive Yuan	99,084,679
Director	Yaohua Glass Co., Ltd. Management Commission	Director, United Renewable Energy Co., Ltd.	Director, United Renewable Energy Co., Ltd.	Yaohua Glass Co., Ltd. Management Commission	94,573,203
Director	Chiang, Wen-Hsing	Master of Finance, National Chung Cheng University Bachelor of Materials Science and Engineering, National Tsing Hua University Senior Division Director, DC Power Supply Division, Parts Business Group, Delta Electronics Industry Co., Ltd. Review committee member, "Industrial-Academic Cooperation Project Using Legal Persons", Ministry of Science and Technology Supervisor, Optoelectronics Technology Industry Association	General Manager, Building Automation BU Delta Electronics, Inc.	-	0

Position	Name	Major Education/ Work Experience	Current Occupation	The name of the government or legal person represented	Shareholdings
		Vice Chairman, Taiwan Optoelectronics and Semiconductor Industry Association (TOSIA)			
Independent Director	Fang, Jenn-Ming	Master of Business Administration, MIT Department of Physics, National Tsing Hua University Associate Manager, Winbond Electronics Co., Ltd. Wafer Fab Memory Marketing Director, Winbond Electronics Co., Ltd.	Chairman, Danen Technology Co., Ltd.	-	0
Independent Director	Lin, Camille-Chiaying	Master of Laws, University College London, UK Graduate of Law, National Taiwan University Department of Law, National Taiwan University Chairman, Taipei Bar Association Intellectual Property Committee Member Representative, National Lawyers Federation Member, National Lawyers Association Intellectual Property Rights Committee Vice Chairman, Taiwan Sports Law and Entertainment Law Society	Senior Partner, ToMoDaChi Attorneys-At-Law	-	0
Independent Director	Tsai Ming-Fang	PhD, Institute of Industrial Economics, National Central University Independent Director, First Financial Holdings Life Insurance Co., Ltd. Independent Director, Bank of Taiwan Consolidated Securities Co., Ltd.	Professor, Department of Industrial Economics, Tamkang University Director, Grand Cathay Venture Capital Co., Ltd. Independent Director, Taiwan Financial Holdings (Co., Ltd.) Independent Managing Director, Taiwan Bank Corporation Director, Eminent II VC Corp. Director, China Development Medical Venture Capital Co., Ltd. Independent Director, Choice Development,	-	0

Position	Name	Major Education/ Work Experience	Current Occupation	The name of the government or legal person represented	Shareholdings
			Inc.		
Independent Director	Chang, Chien-Yi	<p>PhD, Department of Economics, National Taipei University</p> <p>Director/Deputy Director/Associate Researcher of Taiwan Economic Research Institute II</p> <p>Assistant Researcher, China Economic Research Institute</p> <p>Deputy Executive Secretary, Industrial Council, Industrial Advisory Committee, Ministry of Economic Affairs</p> <p>Deputy Executive Secretary, Business Council, Industrial Advisory Committee, Ministry of Economic Affairs</p> <p>Vice Chairman of the Economic and Trade Policy Research Committee of the Chamber of Commerce of the Republic of China</p> <p>Adjunct Associate Professor, Department of International Business and Trade, Soochow University</p>	<p>President, Taiwan Economic Research Institute</p> <p>Director, Central Bank of the Republic of China (Taiwan)</p> <p>Director, Changhua Bank (appointed by National Development Fund)</p> <p>Director, Yang Ming Shipping Co., Ltd. (appointed by the National Development Fund)</p> <p>Director, Asia Pacific Emerging Industry Management Co., Ltd.</p> <p>Director, Taipei Exchange, TPEx</p> <p>Member, Wholesale and Retail Committee of Taiwan Service Industry Alliance Association</p>	-	0