

91APP, Inc.

Enacted by : Accounting Division	Procedures for Elections of Directors	Date : 2021/04/16
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Article 1: To ensure a just, fair and open election of directors, these Procedures are adopted pursuant to Articles 21 of the Corporate Governance Best Practice Principles.

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

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

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

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

1. Ability to make sound business judgments.
2. Ability to conduct accounting and financial analyses.
3. Operation and management ability.
4. Crisis management ability.
5. Industry knowledge.
6. International market perspectives.
7. Leadership.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director. The Company's board of directors shall consider adjusting its composition based on the results of performance evaluation.

Article 4: The qualifications of independent directors of the company shall comply with the provisions of Articles 2, 3 and 4 of the " Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".
The selection of independent directors of the company shall comply with the provisions

of Article 5, Article 6, Article 7, Article 8 and Article 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall comply with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies stipulates in Article 24.

Article 5: The election of directors at the Company is subject to the provisions of Article 192- 1 of the Company Act in that a candidate nomination system shall be adopted, that such system shall be expressly stated in the Articles of Incorporation of the Company, and that the shareholders shall elect the directors from among the nominees in a roster of director candidates. The nomination and election methods shall comply with the Company Act and the Securities and Exchange Act.

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

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

Article 6: The Company shall adopt a cumulative voting system when electing directors. Each share shall have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7: The board of directors shall prepare ballots for directors in numbers corresponding to the directors to be elected, which shall include voting weight and be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8: The director positions of the Company shall be based on the number specified in the Articles of Incorporation and the resolution to be adopted by the board of directors, with voting rights separately calculated for independent and non-independent directors. Those receiving ballots representing the highest number of voting rights shall be elected sequentially. When two or more persons receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person(s) not in attendance.

Article 9: Before the election begins, the chairman shall appoint several vote counters and scrutineers with shareholder status to perform respective duties relating to the election. The ballot boxes shall be prepared by the board of directors and be publicly inspected by the scrutineers before voting commences.

Article 10: A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the board of directors or other authorized conveners.

2. A blank ballot was placed in the ballot box.
3. The writing was unclear and indecipherable or has been altered.
4. The name of the candidate entered on the ballot did not conform with the announced list of director candidates.
5. Other words or marks are entered in addition to the candidate's name and the number of voting rights allotted.

Article 11: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chairman or a designated person on site.

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

Article 12: The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 13: These Procedures shall be implemented after the approval by a shareholders meeting. The same procedures apply to any revision.