

91APP, Inc.

Enacted by : Accounting Division	Rules of procedure for Board of director meetings	Date: 2020/08/13
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Article 1. To establish a system of good governance for the company's board of directors, sound supervisory functions and to enhance regulatory capabilities, these Rules are adopted pursuant to Article 2 of Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2. The company's Rules of Procedures for the board of directors shall be applied to the main agenda, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with these Rules.

Article 3. The company's board of director shall convene once every quarter.

Each director shall be notified of the reasons for calling a board of directors meeting at least seven days in advance. In emergency circumstances, however, this requirement does not apply.

All matters set out in the subparagraphs of paragraph 1, Article 12 in this Rules of Procedures, shall be specified in the notice of the reasons for calling a board of directors meeting; none of said matters may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

The notice set forth in the preceding paragraph shall be communicated electronically, after obtaining prior consent from the recipients thereof.

Article 4. The agenda working unit designated by the board of directors shall be the Financial and Accounting Division.

The agenda working unit shall prepare agenda items for board of directors meetings and provide comprehensive materials for the meeting to be held, which shall be sent together with the notice of the meeting.

Where a director is of the opinion that the pre-meeting materials provided are insufficiently comprehensive, the individual may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5. When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and shall be made available thereafter for future reference.

All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company's articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.

Where a director appoint another director to attend a board meeting in his or her place shall in each case give to the latter a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy in paragraph 2 may be a proxy for one individual only.

Article 6. A board of directors meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding such a meeting.

Article 7. Where a meeting of the Company's board of directors is called by the chairperson of the board, the meeting shall be chaired by the chairperson. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

In the event that a chairman has not been elected, or when the chairman is absent from any board meeting, the directors present may elect one of the directors to serve as the acting interim chairman.

In the event that a matter is submitted in writing by more than one half of the directors, whereby the directors request the chairman to convene the board of directors to discuss said matter; if, within a period of fifteen days the chairman does not convene, then the board of directors may convene alone, where more than half of the directors are present.

Article 8. When a board meeting is held, the management (or the designated unit responsible for the board meetings) shall furnish the attending directors with relevant materials for ready reference.

As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. Where necessary at a meeting of the board of directors, the company shall notify personnel of relevant departments or subsidiaries

for the agenda items of the meeting to attend the meeting as nonvoting participants.

Where at the specified time of a meeting and over one-half of the board directors are present, the meeting chair shall commence with the meeting. Where at the specified time of a meeting and one-half of the board directors are not present, the meeting chair may announce postponement of the meeting time, where no more than two postponements may be made, and total postponement time must not exceed one hour. If the quorum is still not met after two such postponements, the chair shall re-call the meeting following the procedures provided in paragraph 2, Article 3.

The term "all board directors" as used in the preceding paragraph, shall be calculated as the number of directors actually in office.

Article 9. The company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph, any litigation arises in connection with a resolution passed at a board of directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a board of directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be properly preserved during the existence of the company.

Article 10. Agenda items for regular the company's board of directors meetings shall include at least the following:

1. Reports:

- (1) Minutes of the last meeting and actions arising thereof.
- (2) Reporting on important financial and business matters.
- (3) Reporting on internal audit activities.
- (4) Other important matters to be reported.

2. Discussions:

- (1) Items discussed and continued from the last meeting.
- (2) Items for discussion at this meeting.

3. Extraordinary motions

Article 11. A board of directors meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.

The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.

If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a

suspension of meeting, in which case paragraph 5, Article 8 shall apply mutatis mutandis.

Article 12. The company's board of directors meetings shall discuss the following matters:

1. The company's corporate business plan.
2. Annual financial reports and semi-annual financial reports that must be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system, and the evaluation of the system's effectiveness pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter known as the Act).
4. Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others pursuant to Article 36-1 of the Act.
5. The offering, issuance, or private placement of any equity-type securities.
6. The appointment or discharge of a financial, accounting, or internal audit officer.
7. A donation to a related party or a major donation to a non-related party, excepting in events of a public-interest disaster relief donation for a major natural disaster, which may be submitted to the next board of directors meeting for retroactive recognition.
8. Any matter that is required by Article 14-3 of the Act or any other law, regulation, or bylaw, to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding paragraph is a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" is any individual donation, or cumulative donations within a 1-year period to a single recipient, up to an amount of 100 million NTD or more, or an amount equal to or greater than 1% of net operating revenue or 5% of paid-in capital as stated in the CPA-attested financial report for the most recent year. (If the company's shares have no par value or the par value per share is not NT\$10, the amount of 5% of the paid-in capital in this item is calculated based on 2.5% of the shareholders' equity.)

The term "within a 1-year period" in the preceding paragraph is a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

If the company has independent directors who meet the qualifications required by the Securities and Exchange Act and related administrative rules, at least one independent director shall attend in person at any board of director meeting. Where any matters in paragraph 1 is to be resolved by the board of directors, all independent directors shall attend the meeting, or shall appoint another independent director to attend as his or her proxy. If an independent director objects to or expresses reservations about the matter, it shall be recorded in the board

meeting minutes; an independent director intending to express objection or reservations but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 13. When the chair at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.

When a proposal comes to a vote at a board of directors meeting, if the chair puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. Where there is an objection, the matter shall be put to a vote.

The method of voting on matters at board of directors meetings shall be one of the methods specified below:

1. Voting by show of hands or machine voting.
2. Roll-call voting.
3. Voting by ballot.
4. A voting process which the company has chosen.

Where there are objections, the majority decision shall prevail. "All directors present at the meeting" in the preceding two paragraphs does not include directors prohibited from exercising voting rights pursuant to paragraph 1, Article 15.

Article 14. Unless otherwise specified in the Company Law or the Articles of Incorporation of the Company, resolutions shall be adopted by a majority vote at a meeting attended by the shareholders.

If there shall be an amendment or alternative to one motion, the chairman may combine the amendment or alternative into the original motion, and determine their orders for resolution. Where any said motions are resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

Where the resolution requires supervision of the casting of votes and the counting thereof for resolutions, the supervisor shall be designated by the chairman, provided that the person supervising the casting of votes is be a director.

The results of resolution(s) shall be announced in the meeting, and recorded in the meeting minutes.

Article 15. If a director, a juristic person that the director represents, or an officer is an interested party in relation to an agenda item, the director or officer shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of the Company, that director or officer may not participate in discussion or voting on that agenda item and shall recuse

himself or herself from the discussion or the voting on the item, and the aforementioned director may not act as another director's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

The provisions of paragraph 2, Article 180, of the Company Act, as applied mutatis mutandis under paragraph 4, Article 206 of the same Act, apply to resolutions of board of directors meetings when a board director is prohibited by the preceding paragraph from exercising voting rights. It is not included in the voting rights of the directors present.

- Article 16. Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall accurately record the following:
1. Session (or year), time, and place of meeting.
 2. Name of the meeting chair.
 3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
 4. Names and titles of those attending the meeting.
 5. Name of minutes taker.
 6. Matters reported on.
 7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under paragraph 4, Article 12.
 8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
 9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the

competent authority:

- (1) Any matter on which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- (2) A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company.

The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of the company.

The minutes of a board of directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting and shall be properly preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 17. Apart from matters referred to in paragraph 1 of Article 12, the chairman of the board is authorized to exercise the powers of the board of directors, and the authorization content is as follows:

1. According to the company's capital needs, it shall have full authority to deal with matters related to the loan quotas and conditions of various financial institutions, and report the implementation to the board of directors.
2. According to the company's capital needs, conduct endorsements and guarantees within the limits specified in the endorsement and guarantee operating procedures, and conduct transactions in accordance with the limits specified in the acquisition or disposal of assets processing procedures, and report the execution to the board of directors.
3. The appointment or selection of directors, supervisors and representatives of the reinvested company.
4. Adjustment of the company's organizational structure.
5. Approval of various important contracts.
6. Other matters authorized in accordance with the company's articles of association and regulations.

Article 18. The formulation and amendment of these rules of procedure shall be approved by the company's board of directors and submitted to the shareholders meeting.