

91APP, Inc.

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Article 1. Purpose

To meet the actual business requirements of the Company, these Operating Procedures were established without violating the rules prescribed in Article 15 of the Company Act. Matters relating to the Company's granting of loans shall be governed by these Operating Procedures, except the regulations provide otherwise.

Article 2. Legal basis

The Company's Operating Procedures in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees" by Financial Supervisor Commission (hereinafter referred to as the Financial Regulatory Commission).

Article 3. The party to whom the Company may lend its funds

The company's loaning of funds is limited to the following objects:

1. Where an inter-company or inter-firm business transaction.
2. If the board of director recognizes the need for a short-term fund where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40% of the company's net worth.

The term "short-term" as used in the preceding paragraph means one year, or where the company's operating cycle exceeds one year, one operating cycle.

When a responsible person of a company violates paragraph 1 or the proviso of the preceding paragraph, the responsible person shall bear joint and several liability with the borrower for repayment; if the company suffers damage, the responsible person also shall be liable for damages

Article 4. Evaluation standards for loaning funds to others:

If the company engages in loaning funds due to an inter-company or inter-firm business transaction, it shall comply with the provisions of Paragraph 3 of Article 5.

If the board of directors recognizes the need for short-term financing of funds between the company and an inter-company or inter-firm, the following circumstances shall be the limit:

1. The relationship with the company is a parent-subsidary company and there is a need for short-term financing due to business needs.
2. An inter-company or inter-firm that the company uses the equity method to invest in is necessary for short-term financing due to the needs of operating turnover.

"Subsidiary" and "parent company" as referred to in these Regulations shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 5. The aggregate amount of loans and the maximum amount permitted to a single borrower

The aggregate amount of loans to others is limited to 40% of the company's net worth.

Where there exists an inter-company or inter-firm business transaction, the aggregate amount of loans to others is limited to 40% of the company's net worth. The individual amount of loans may not exceed the amount of business dealings. The so-called business dealing refers to the expenses of goods and services between the two parties or the amount of sale income and service income in the last year, whichever is higher.

Where an inter-company or inter-firm short-term financing facility is necessary, such financing amount shall not exceed 40% of the company's net worth. The individual amount of loans may not exceed 20% of the company's net worth. The term "financing amount" refers to the cumulative balance of the company's short-term financing.

The restriction of preceding limit of net worth shall not apply to loans made between foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares, or between the Company and a foreign company in which the Company holds, directly or indirectly, 100% of the voting shares. However, the maximum aggregate amount of loans shall not exceed 40% of the company's net worth and the maximum amount permitted to an individual borrower shall not exceed 10% of the company's net worth.

The term "net worth" means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 6 Duration of loans

The term for loans granted may not exceed one year or one operation cycle (whichever is longer), and the date of settlement shall be specified upon the granting of loans.

Article 7 Calculation of interest

The interest rate for the loan may not fall below the highest interest rate with which the Company borrows short-term loans from financial institutions. Interest on the loan is to be paid monthly. In special circumstances, frequency of payments may be adjusted, pending approval by the Board of Directors.

Article 8 Hierarchy of decision-making authority and delegation thereof

Before making a loan of funds to others, the company shall carefully evaluate whether the loan is in compliance with these Regulations and the company's Operational Procedures for Lending Funds to Others. The company may loan funds to others only after the evaluation results under this paragraph and Article 9, paragraph 1, subparagraph 2(3) have been submitted to and resolved upon by the board of directors. The company shall not empower any other person to make such decision.

Loans of the company and its parent company or subsidiaries, or between its subsidiaries, shall be submitted for a resolution by the board of directors pursuant to the preceding paragraph, and the chairperson may be authorized, for a specific borrowing counterparty, within a certain monetary limit resolved by the board of directors, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.

The "certain monetary limit" mentioned in the preceding paragraph on authorization for loans extended by the company or any of its subsidiaries to any single entity shall not exceed 10% of the net worth on the most current financial statements of the lending company, except in cases of

companies in compliance with Article 5, paragraph 5.

Where the company has appointed independent directors, when it loans funds to others, it shall take into full consideration each independent director's opinions; independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board of directors' meeting.

Article 9 Reviewing loans of funds

1. Execution Unit

The financial and accounting unit is responsible for the handling of the company's capital loan and other related operations. When necessary, the general manager may appoint other specialized personnel to assist in the handling.

2. Review procedures and loan approval

(1) Credit investigation

Except for subsidiaries, all inter-companies and inter-firms that apply for loan funds should conduct a detailed credit investigation. The principles are as follows:

- 1) For the first-time borrower, the borrower shall present the company's relevant certificates and the photocopy of the person in charge's identification documents, and provide the necessary financial information to handle the credit investigation.
- 2) Those who continue to borrow should, in principle, conduct a credit investigation once a year. If it is a major case, conduct regular credit investigations based on actual needs.
- 3) If the borrower's financial and credit status is good, and the annual financial statement has been certified by an accountant, it may continue to use the survey report for more than one year, but less than two years, and the financial statement of the accountant for verification of the visa can be used for the loan case.

(2) Review evaluation

For loans within the limits of Article 5, the borrower shall fill in an application form, and the handling unit shall prepare a specific review and evaluation report. The content of the evaluation report shall include the following items:

- 1) The necessity and rationality of loaning funds to others.
- 2) Credit investigation and risk assessment of the loan object.
- 3) The impact on the company's operating risks, financial status and shareholders' equity.
- 4) Whether the collateral and the appraised value of the collateral should be obtained.

(3) Loan approval

- 1) After review and evaluation, if the borrower's credit rating is poor, or if there are other reasons that would demonstrate it not appropriate to lend, the handling staff shall reply to the borrower as soon as possible after signing the application and verify the reason(s) for the loan rejection.
- 2) After review and evaluation, for cases with good credit rating, proper borrowing, and no adverse effects on the company's financial business and shareholders' equity, the handling staff shall submit the credit investigation and review the evaluation report together with the proposed loan amount. The time limit, interest rate and other conditions shall be submitted to the chairman of the board for approval and submitted to the board of directors for resolution in accordance with Article 8 to be processed.

3. Inform the borrower

After signing the contract and verifying the guaranteed loan case, the handling personnel should inform the borrower by letter or telegram as soon as possible, detailing the company's borrowing conditions, including the amount, term, interest rate, collateral and guarantor, etc.

The borrower is requested to sign the contract within the time limit. After the verification of loan conditions is completed, the guarantee quality (mortgage) pledge right setting or the guarantor's guarantee is completed, and the appropriation is based on the appropriation.

4. Contracts Signing and Identity Verification

- (1) For a loan case, the handling person shall draw up the terms of the agreement, which shall be reviewed by the supervisor and submitted to the chairman of the board for approval before going through the signing procedures.
- (2) The content of the agreement shall be consistent with the approved loan conditions. After the borrower and the joint guarantor have signed the agreement, the handling personnel shall complete the guarantee procedures.

5. Collateral and Insurance

- (1) If the company's funds are loaned to others, the board of directors, if deemed necessary, shall require the borrower to provide collateral equivalent to the loan amount, and go through the pledge or mortgage setting procedures to ensure the company's creditor's rights. If the borrower provides a person or company with considerable financial resources and credit as a guarantee, instead of providing collateral, the board of directors may consult with the financial department; if the company is the guarantee, the guarantee company should be provided in the company's articles of association as a guarantee. The terms of the meeting, and the minutes of the resolutions of the shareholders' meeting or board of directors on the relevant matters shall be submitted.
- (2) Except for land and marketable securities, all collaterals shall be insured against fire. Ships and vehicles shall be insured against all risks. The amount of insurance shall be based on the principle of not less than the pledged value of the collateral. The insurance policy shall note that the company is the beneficiary. The name, quantity, storage location, insurance conditions, and insurance endorsements of the subject matter contained in the insurance policy should be consistent with the company's original loan conditions; No. marking.
- (3) The handling personnel should pay attention to notify the borrower to continue the insurance before the expiry of the insurance period.

6. Appropriations

After the loan case has been approved and completed in accordance with the provisions of this operating procedure, the funds can be allocated after the accounting unit has verified that there are no errors.

Article 10 Management of outstanding loans and procedures for handling overdue claims

The Company shall frequently observe the financial, business and credit conditions of the borrower and the guarantor after the release of loans. In the case of collateral, the Company shall observe for any change in the value of the collateral and in the event of a major change, the Company shall immediately report to the Chairman for instructions on proper handling.

When the borrower repays the loan before maturity or maturity, the interest payable shall be calculated first, and the principal shall be paid off before the promissory note or IOU can be cancelled and returned to the borrower or the mortgage is cancelled.

When the loan expires, the borrower should pay off the principal and interest immediately.

Article 11 Prepare a memorandum book

The company shall prepare a memorandum book for its fund-loaning activities and truthfully record the following information: borrower, amount, amount, date of approval by the board of

directors, lending/borrowing date, and matters to be carefully evaluated under the preceding Article.

Article 12 Internal Audit

The company's internal auditors shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. The auditors shall promptly notify the Audit Committee in writing of any material violation found. (If the company established the independent directors or the Audit Committee in according to Securities Exchange Act of the Republic of China).

Article 13 Internal Audit

Procedures for controlling and managing loans of funds granted by subsidiaries

The subsidiary of the Company planning to grant loans shall formulate Operating Procedures for Granting Loans in accordance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, and shall adhere to its established procedures. After being approved by the board of directors of the subsidiary, it shall be submitted to the company for reference, and the same shall apply for amendments.

A subsidiary of the Company planning to grant loans shall inform the Company and obtain approval before it may grant such loans. The Company's finance and accounting department and personnel appointed by the President shall specifically assess the necessity, reasonableness, and risk of granting loans, as well as the impact on the business operations, financial condition, and shareholders' equity on the parent company and subsidiaries, and present results to the Chairman for approval.

Subsidiaries shall prepare a detailed list of funds loaned to others for the previous month before the tenth (excluding) of each month, and submit it to the company.

The internal auditor of the subsidiary company shall, quarterly (at the very least), audit the operating procedures and implementation of the fund loan to others, and make a written record. If a major violation is found, the company's audit unit should be notified in writing immediately, and the company's audit unit should provide written information. Send to independent directors and audit committees (if the company has established independent directors or audit committees that comply with the requirements of the Securities and Exchange Act of the Republic of China). When the company's auditors go to the subsidiaries to conduct audits in accordance with the annual audit plan, they should also understand the subsidiaries. The implementation of the operating procedures of the fund loan and others, if any missing items are found, the improvement shall be tracked continuously.

Article 14 Announcing and reporting procedures

After the company has filed a public offering declaration in accordance with the Securities and Exchange Regulations of the Republic of China to take effect, it shall announce the declaration of the company's balance of loan and its subsidiaries in the previous month before the tenth of each month.

The company whose loans of funds reach one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence:

1. The aggregate balance of loans to others by the public company and its subsidiaries reaches 20% or more of the public company's net worth as stated in its latest financial statement.
2. The balance of loans by the public company and its subsidiaries to a single enterprise reaches

10% or more of the public company's net worth as stated in its latest financial statement.

3. The amount of new loans of funds by the public company or its subsidiaries reaches NT\$10 million or more, and reaches 2% or more of the public company's net worth as stated in its latest financial statement.

The company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 3 of the preceding paragraph.

The calculation of the balance of loans provided by a subsidiary as a percentage of its net worth in the preceding paragraph shall be based on the balance of loans provided by the subsidiary as a percentage of the Company's net worth.

Date of occurrence in these Regulations refers to, the earliest of, the signing date, payment date, deal date, date of ownership transfer, the board of directors' resolution date or any other dates when the loan counterparty and the amount can be verified with certainty.

Article 15 Penalties

If managers or relevant implementing personnel of the Company violate the FSC Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies or the Company's Operating Procedures for Granting Loans, appraisals shall be regularly reported in accordance with the Company's Personnel Management Regulation and work rules and disciplinary action shall be taken in accordance with situations.

Article 16 Supplementary Provisions

Due to changes in circumstances, the company shall formulate an improvement plan when the loan does not meet the requirements of this operating procedure, or the balance exceeds the limit, and the relevant improvement plan shall be sent to the independent directors and the audit committee, and the improvement shall be completed in accordance with the planned schedule. (Before the establishment of the audit committee, it will be replaced by each supervisor).

The company should assess the capital loan and the situation and make adequate allowances for bad debts, and appropriately disclose relevant information in the financial report, and provide relevant information to the certified accountant to perform the necessary verification procedures.

Article 17 Any matters not covered in this Procedure shall be handled in accordance with relevant laws and regulations.

Article 18 Implement

The company intending to loan funds to others shall formulate its Operational Procedures for Loaning Funds to Others in compliance with these Regulations, and, after passage by the board of directors, submit the Procedures for approval by the shareholders' meeting; where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to the shareholders' meeting. The same shall apply to any amendments to the Procedures.

Where the company has appointed independent directors, when it submits its Operational Procedures for Loaning Funds to Others for discussion by the board of directors under the preceding paragraph, the board of directors shall take into full consideration each independent director's opinion. If an independent director expresses any dissent or reservation, it shall be noted in the minutes of the board of directors meeting.

The company without the intention of loaning funds to others may, after passage by the board of

directors, be relieved from the obligation of formulating the Operational Procedures for Loaning Funds to Others. If such a company subsequently intends to loan funds to others, it shall still comply with the preceding two paragraphs.

Where the company has established an audit committee, when it adopts or amends its Operational Procedures for Loaning Funds to Others, the procedures or amended procedures shall require the approval of one-half or more of all audit committee members, and furthermore shall be submitted for a resolution by the board of directors, and the provisions of paragraph 2 shall not apply.

If the approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the Operational Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.