

# **Eastern Media International Corporation Rules of Procedure for Board of Directors Meetings**

Established December 6, 2006

8th Amendment as of February 20, 2020

Article 1 The Company's Board of Directors shall be conducted in accordance with the provisions of these Rules and Procedures unless otherwise prescribed by the law or the Articles of Incorporation.

Article 2 The board of directors shall meet at least quarterly.

A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, or when there is something that cannot be resolved at a regular meeting, a board meeting may be called on shorter notice. The notice to be given may be effected by means of electronic transmission with the prior consent of the recipients.

Article 3 The board of directors of the company shall appoint the Management Department as the unit to handle deliberative affairs. The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting according to the time specified in the preceding article.

A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 4 Agenda items for regular board meetings shall include at least:

1. Matters to be reported:
  - (1) Minutes of the last meeting and action taken.
  - (2) Important financial and business matters.
  - (3) Internal audit activities.
  - (4) Other important matters to be reported.
2. Matters for discussion:

- (1) Items for continued discussion from the last meeting.
- (2) Items for discussion at this meeting.
3. Extraordinary motions.

Article 5 The following matters should be discussed by the company's board of directors. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.

1. The Company's business plan.
2. Annual financial reports.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of 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, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding paragraph means 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" means

an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means 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.

In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under paragraph 2.

At least one independent director of this Corporation shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 6 With the exception of matters required to be discussed at a board meeting under Article 5, paragraph 1, when the Company's board of directors appoints a party to exercise the powers of the board in accordance with applicable laws and regulations or the Company's Articles of Incorporation, such authorization is as follows:

1. Approval of various important contracts.
2. Approval of real estate mortgage loans and other loans.

3. Appointment of directors and supervisors of reinvestment companies.
4. Approval of the base date of capital increase or decrease and the base date of cash dividend distribution.

Article 7 When a board meeting is held, an attendance book shall be provided for signing-in by attending directors. Those who participate in the meeting by videoconference shall be regarded as attending in person.

A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.

The proxy referred to in the preceding paragraph may be the appointed proxy of only one person.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of this Corporation.

Article 8 The convening of the board of directors should be done on company premises during office hours. However, as business needs dictate, it can be done at other places and times that facilitate the attendance of directors and are suitable for the board meeting.

Article 9 Board meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.

If the board of directors is convened by a majority of directors in accordance with Article 203, Paragraph 4 of the Company Act or Article 203-1, Paragraph 3 of the Company Act, the directors will choose a presiding chair from among themselves.

When the Chairman asks for leave or is unable to exercise his authority for some reason, he shall be represented by one of the

directors present.

Article 10 When a board meeting is held, the designated unit responsible for the board meetings shall furnish the attending directors with relevant materials for ready reference.

In convening the board of directors and depending on the content of the proposal, personnel of relevant departments or subsidiaries may be notified to attend the meeting, report the current company's business conditions and answer questions from directors, so as to help directors understand the company's current situation and make appropriate resolutions.

In addition, accountants, lawyers or other professionals may also be invited to attend meetings and give explanations, and provide expert opinions for the reference of the board of directors provided that they shall leave the meeting when deliberation or voting takes place.

Article 11 Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of this Corporation.

Article 12 The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. However, if more than one-half of all the directors are not in attendance, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair may announce that the meeting shall be reconvened. A tentative resolution is not allowed for such a motion.

After a meeting is postponed by the presiding chair, the meeting shall be reconvened in accordance with the procedures stipulated in Article 2 before the meeting can be held again.

The number of "all directors" as used in paragraph 1 shall be counted as the number of directors then actually in office.

Article 13 In principle, proposals discussed by the board of directors should be conducted in accordance with the scheduled agenda of the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

When the scheduled agenda set out in the preceding item is not approved by more than half of the directors present before the end of the discussion (including extraordinary motions), the chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

While the meeting is in progress, the chair may announce a break or consultation at his or her discretion.

Article 14 After an attending director has spoken, the chair may respond in person or direct relevant personnel to make response, or may designate professionals to provide relevant and necessary information.

If a director makes repeated speeches on the same proposal or speeches that go beyond the bounds of the topic, such that it affects the speeches of other directors or hinders the progress of the discussion, the chair may cut short his or her remarks.

Article 15 When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority with a show of hands to make a decision.

1. A show of hands
2. A vote by ballot.
3. A vote by a method selected at the Company's discretion.

"Attending directors," as used in paragraph 2 does not include directors that may not exercise voting rights pursuant to Article 17, paragraph 1.

Article 16 Except where otherwise provided by the Regulations Governing Procedure for Board of Directors Meetings of Public Companies and by the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

Voting results shall be made known on-site immediately and recorded in writing.

In respect to a board resolution matter, if required by law or if it constitutes material information as stipulated by the Taiwan Stock Exchange Corporation, the Company shall transmit such content to the Market Observation Post System within the specified time.

Article 17 Directors shall uphold a high degree of self-discipline. In respect to meeting matters, if a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director 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 may not exercise voting rights as proxy for another director.

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.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 4 of the same Act.

Article 18 The summary, resolution method and results of each proposal of the board of directors shall be recorded in detail and completely in accordance with relevant regulations. If there are any objections, they should be stated at the same time. The minutes shall fully and accurately state the matters listed below:

1. The meeting session (or year) and the time and place of the meeting.
2. The name of the chairman.
3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, 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.
8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any



director, expert, or other person; 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; and their objections or reservations and any recorded or written statements.

9. Other matters required to be recorded.

The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

- (1) Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
- (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 this Corporation.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of this Corporation.

The minutes of a board meeting must be stamped with the company's seal and shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes of the board of directors meeting shall be deemed important corporate records and appropriately preserved during the existence of the Company. The meeting minutes may produced and distributed in electronic form.

Article 19: These Rules of Procedure and amendments shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting.