

Eastern Media International Corporation

Ethical Corporate Management Best Practice Principles

Adopted on March 23, 2022

Article 1 Purpose and applicable scope

These Principles are adopted, pursuant to the “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies”, to foster a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices.

These Principles are applicable to the Company’s subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by the Company (hereinafter referred to as “the Group”).

Article 2 Prohibition of unethical conduct

When engaging in commercial activities, Directors (including Independent Directors, the same below), managers, employees, and mandataries of the Company or persons having substantial control over the Company (hereinafter referred to as “substantial controllers”) shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty (hereinafter referred to as “unethical conduct”) to acquire or maintain benefits.

Counterparties of the unethical conduct referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-owned or private-owned businesses or institutions, and the Directors, supervisors, managers, employees, or substantial controllers or other stakeholders thereof.

Article 3 Type of benefits

The “benefits” in these Principles refers to any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. However, benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 4 Legal compliance

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Application of Anti-Corruption Act, Government Procurement Act, Public Officer Conflict of Interest Avoidance Act, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate

management.

Article 5 Policies

The Company shall abide by the operational philosophies of honesty, transparency, and responsibility, establish policies based on the principle of good faith and passed by the Board of Directors, and establish good corporate governance and risk control mechanism so as to create a sustainable business environment.

Article 6 Prevention programs

The Company shall, in the ethical management policies, clearly and thoroughly prescribe the specific ethical management practices and the programs to prevent unethical conduct (hereinafter referred to as “prevention programs”), including operational procedures, guidelines, and training.

When establishing prevention programs, the Company shall comply with relevant laws and regulations of the territory where the Company and the Group are operating.

In the process of developing prevention programs, the Company shall communicate with staff, labor unions members, important trading counterparties, or other stakeholders.

Article 7 Scope of prevention programs

The Company shall establish a risk assessment mechanism against unethical conduct, analyze and assess business activities that are at a higher risk of being involved in unethical conduct on a regular basis and within their business scope, and establish prevention programs accordingly and review the adequacy and effectiveness thereof regularly.

The Company shall establish prevention programs with reference to prevailing domestic and international standards or guidelines, which shall at least include preventive measures against the following:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
5. Infringement of trade secrets, trademark rights, patent rights, copyrights, and other intellectual property rights.
6. Engaging in unfair competitive activities.
7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or the sale of products and services.

Article 8 Commitment and implementation

The Company shall request its Directors and senior management to issue a statement of compliance with the ethical management policies

and require in the terms of employment that employees comply with such policies.

The Company and the Group shall clearly specify in their rules and external documents and on the company website the ethical corporate management policies and the commitment by the Board of Directors and senior management to rigorous and thorough implementation of such policy, and shall carry out the policies in internal management and in commercial activities.

The Company shall document the ethical corporate management policies, statement, commitment, and implementation information prescribed in the first and second paragraphs and retain said information properly.

Article 9 Commercial activities under ethical management

The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.

Before engaging in commercial trade, the Company shall take into account the legitimacy of the agent, supplier, client, or other trading counterparties and whether any of them are involved in unethical conduct to avoid trading with a counterparty that is involved in unethical conduct.

Any contract that the Company enters into with the agent, supplier, client, or other trading counterparties, shall stipulate the term requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.

Article 10 Prohibition on offering and acceptance of bribes

When conducting business, the Company and its Directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

Article 11 Prohibition on improper political donation

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its Directors, managers, employees, mandataries, and substantial controllers shall comply with the Political Donations Act and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial benefits or business advantages.

Article 12 Prohibition on improper charitable donations or sponsorship

The Company and its Directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and its own internal operational procedures, and shall not engage in bribery activities in disguise.

Article 13 Prohibition on offering or acceptance of unreasonable presents or hospitality, or other improper benefits

The Company and its Directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

Article 14 Prohibition on infringing intellectual property rights

The Company and its Directors, managers, employees, mandataries, and substantial controllers shall comply with applicable laws and regulations, its own internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 15 Avoid engaging in unfair competitive activities

The Company shall conduct business activities according to relevant laws and regulations governing competition and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 16 Preventing products or services from damaging stakeholders

In terms of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its Directors, managers, employees, mandataries, and substantial controllers shall comply with applicable laws and regulations and international standards to ensure the transparency of information about, and safety of their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Company shall, in principle, recall those products or suspend the services immediately.

Article 17 Organization and responsibilities

The Company and its Directors, managers, employees, mandataries, and substantial controllers shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

The Company establishes the Ethical Corporate Management Unit as the dedicated unit to achieve sound ethical corporate management and avail the unit of adequate resources and staff the unit with competent personnel which is responsible for formulating and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall submit the matters to the Corporate Governance and Sustainable Development Committee for review and report to the Board of Directors regularly (at least once a year):

1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting measures to ensure ethical management in accordance with the applicable laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating the training of ethical policies.
5. Establishing a whistleblowing system and ensuring its operating effectiveness.
6. Assisting the Board of Directors and the management in auditing and assessing whether the prevention measures for implementing ethical corporate management are operating effectively, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18 Legal compliance of business conduct

The Company and its Directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.

Article 19 Avoid conflicts of interest

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for Directors, managers, and other stakeholders attending or present at Board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company.

When a proposal at a given Board of Directors meeting concerns the personal interest of, or the interest of the juristic person represented by any of the Directors, managers, and other stakeholders attending or

present at Board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given Board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another Director. The Directors shall practice self-discipline and may not support one another improperly.

The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 20 Accounting and internal control

The Company shall establish effective accounting and internal control systems for business activities with higher risk of being involved in an unethical conduct, may not have under-the-table accounts or keep secret accounts, and shall review the systems regularly so as to ensure that the design and enforcement of the systems show results.

The internal audit unit of the Company shall, based on the assessment results of the risk of involvement in unethical conduct, develop relevant audit plans including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist when necessary.

The audit results in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the Board of Directors.

Article 21 Operational procedures and guidelines for the conduct

The Company establishes, in accordance with Article 6 hereof, operational procedures and guidelines for the conduct which prescribe the matters that Directors, managers, employees, and substantial controllers shall pay attention to when conducting business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Handling procedures for offering legitimate political donations.
3. Handling procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding job-related conflicts of interest and the reporting and handling procedures thereof.
5. Rules for the confidentiality of trade secrets and sensitive business

information obtained when conducting business.

6. Regulations and handling procedures for suppliers, clients, and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22 Educational training and appraisal

The Company's Chairman, General Manager, or senior management shall communicate the importance of ethics to its Directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for Directors, managers, employees, mandataries, and substantial controllers and engage the Company's commercial activity counterparties to understand the Company's resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of unethical conduct.

The Company shall combine the policies of ethical corporate management, the employee performance appraisal system, and human resource policies to establish a clear and effective reward and discipline system.

Article 23 Whistleblowing system

The Company shall adopt a concrete whistleblowing system and scrupulously operate the system. The whistleblowing system shall include at least the following:

1. Set up and announce an independent internal whistleblower mailbox or hotline for internal and external personnel of the Company to use.
2. Appoint dedicated personnel or unit to handle the whistleblowing report. Any affairs involving a Director or senior management shall be reported to the Independent Directors. Define categories of the reported misconducts and develop corresponding standard operating procedures for the investigation respectively.
3. Develop follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation and safekeeping of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistleblowers and the content of reported cases, and the allowance for anonymous reporting.
6. Protect the whistleblower from being improperly dealt with as a consequence of the report.
7. Whistleblower incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated

personnel or unit handling the whistleblowing system shall immediately prepare a report and notify the Independent Directors in writing.

Article 24 Disciplinary and appeal system

The Company shall adopt and publish a specified disciplinary and appeal system for breaching the ethical corporate management rules, and shall make immediate disclosure on the its internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 25 Information disclosure

The Company shall maintain quantitative data for promoting ethical corporate management, continuously analyze and assess the effectiveness of the promotion of ethical policies; disclose the measures taken for implementing ethical corporate management, the status of implementation, and the effectiveness of promotion on the Company websites, annual reports, and prospectuses, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System.

Article 26 Review and revision of ethical corporate management policies and measures

The Company shall always monitor the development of relevant domestic and international regulations concerning ethical corporate management and encourage its Directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved to achieve better implementation of ethical management.

Article 27 Implementation

These principles will be implemented after resolved by the Board of Directors and submitted to the shareholders' meeting; the same applies to amendments.

When these Principles are submitted to the Board of Directors for discussion, each Independent Director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the Board of Directors meeting minutes. An Independent Director that is unable to attend a Board meeting in person to express objection or reservation shall provide a written opinion before the Board meeting unless there is a legitimate reason to do otherwise. The opinion shall be recorded in the Board of Directors meeting minutes.