

Eastern Media International Corporation
2022 Annual Shareholders' Meeting

Meeting Agenda
(Translation)

Means of convention: Physical shareholders' meeting

Time: June 13, 2022

Place: Place: No.160, Section 3, Ren-Ai Road, Taipei City

(The Howard Plaza Hotel – Level B2 Fu-Hua Hall Section III)

Notice to readers

This English-version annual report is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

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Report Items

(1) 2021 Business Report

1. Status of the warehousing division from January to December 2021:

Warehousing Division		Jan. - Dec. 2021	Compared to the previous year		
			Jan. - Dec. 2020	Increase (decrease)	Growth rate
Amount (unit: NTD thousand)	Operating revenue	1,369,908	1,338,004	31,904	2.4%
	Operating costs	641,701	609,271	32,430	5.3%
	Operating income	728,207	728,733	(526)	(0.1) %

2. Status of the trading division from January to December 2021:

Trading division		Jan. - Dec. 2021	Compared to the previous year		
			Jan. - Dec. 2020	Increase (decrease)	Growth rate
Amount (unit: NTD thousand)	Operating revenue	2,099,886	1,839,727	260,159	14.1%
	Operating costs	1,341,488	1,144,781	196,707	17.2%
	Operating income	758,398	694,946	63,452	9.1%

3. Status of the media division from January to December 2021:

Media Division		Jan. - Dec. 2021	Compared to the previous year		
			Jan. - Dec. 2020	Increase (decrease)	Growth rate
Amount (unit: NTD thousand)	Operating revenue	1,998,101	1,434,819	563,282	39.3%
	Operating costs	1,840,938	1,452,824	388,114	26.7%
	Operating income	157,163	(18,005)	175,168	972.9%

4. Status of the others divisions from January to December 2021:

Others		Jan. - Dec. 2021	Compared to the previous year		
			Jan. - Dec. 2020	Increase (decrease)	Growth rate
Amount (unit: NTD thousand)	Operating revenue	44,024	115,464	(71,440)	(61.9) %
	Operating costs	19,531	76,205	(56,674)	(74.4) %
	Operating income	24,493	39,259	(14,766)	(37.6) %

5. Consolidated income report from January to December 2021:

Unit: NTD Thousand

Item	Jan. - Dec. 2021	Compared to the previous year		
		Jan. - Dec. 2020	Increase (decrease)	Growth rate
Operating revenue	5,511,919	4,728,014	783,905	16.6%
Operating costs	3,843,658	3,283,081	560,577	17.1%
Operating income	1,668,261	1,444,933	223,328	15.5%
Operating expenses	1,511,139	1,455,088	56,051	3.9%
Net operating gain (loss)	157,122	(10,155)	167,277	1,647.2%
Non-operating income and expenses	553,030	319,874	233,156	72.9%
Profit before tax	710,152	309,719	400,433	129.3%
Add: Tax benefit	39,138	183,387	(144,249)	(78.7) %
Profit for the period	749,290	493,106	256,184	52.0%
Profit (loss) attributable to:				
Owners of parent	745,493	520,859	224,634	43.1%
Non-controlling interests	3,797	(27,753)	31,550	113.7%
Earnings per share (NT\$)	1.37	0.94	0.43	45.7%

Explanatory notes: 1. Operating expenses increased by NT\$56,051 thousand compared to the previous year.

- (1) That of the warehousing division increased by NT\$139,176 thousand. This is mainly due to the increase in management fees allocation as a result of the re-organization of organizational structure.
 - (2) The expenses of the trading division increased by NT\$56,639 thousand. This is mainly due to an increase of 12 pet shops (119 in the current period) compared to the previous year which resulted in a relative increase in expenses.
 - (3) The expenses of the media division decreased by NT\$9,645 thousand. This is mainly due to the reversal of sales expenses for ET coins (approximately NT\$6,245 thousand) for the previous year.
 - (4) The expenses of the other divisions decreased by NT\$130,119 thousand. This is mainly due to the suspension of year-end activity for the year 2021, and the re-organization of organizational structure.
2. Non-operating income and expenses increased by NT\$233,156 thousand compared to the net income in the previous year.
- (1) Interest income of the current period decreased by NT\$9,271 thousand.
 - (2) Interest expense of the current period decreased by NT\$1,622 thousand.
 - (3) Gain on sales (including valuation) of shares and dividend income for the period decreased by NT\$4,353 thousand.
 - (4) Gain on the share of associates and joint ventures accounted for using equity method for the period increased by NT\$117,869 thousand.
 - (5) Other income for the current period increased by NT\$93,420 thousand. This is mainly due to the increase of approximately NT\$81,966 thousand from the out-of-home media division's recognition of the amendment to the Taipei Metro lease contract, and lease deduction benefit.
 - (6) Net income from other gains and losses decreased by NT\$26,768 thousand. This is mainly due to the recognition of repayment income for

the indemnity and the share of the general average claim payment from the owner of cargo for the collision in the previous period, and no gain for the current period.

- (7) Other impairment losses decreased by NT\$60,637 thousand for the current period. This is mainly due to the recognition of the increase of approximately NT\$ 85,073 thousand in the renovation impairment losses of HER Hotels & Resorts Yilan (HER), and the decrease of approximately NT\$139,808 thousand in the right-of-use asset impairment loss compared to the previous year.

Chairman:
Shang-Wen Liao

Manager:
Shang-Wen Liao

Chief Accountant:
Ying-Na Cheng

Audit Report by the Audit Committee of EMI Corporation

The Board of Directors has prepared EMI's 2021 Business Report, Financial Statements, and proposal for allocation of earnings. The CPAs Shih-Chin Chih and Hsin-Ting Huang from KPMG were retained to audit EMI's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and earnings allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of Eastern Media International Corporation. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

Sincerely yours,

Eastern Media International Corporation

2022 Annual General Meeting

Chairman of the Audit Committee: Kuen-Chang Lee

A handwritten signature in black ink, appearing to read 'C. John', written in a cursive style.

March 23, 2022

(3) Distribution of 2021 remuneration to employees

1. The Company's 2021 remuneration to employees was resolved at the 18th Board Meeting of the 17th term on March 23, 2022, and the remuneration to employees shall be distributed in cash.
2. The Company's 2021 remuneration to employees was NT\$25,401,848.

(4) Report of the Proposal for Distribution of 2021 Profits

1. The Company's distribution of 2021 profits to shareholders by retained earnings was resolved at the 18th Board Meeting of the 17th term on March 23, 2022.
2. The Company's distribution of 2021 profits to shareholders by retained earnings were NT\$528,950,395 (NT\$1.0 per share). The ex-dividend date was April 19, 2022, and the distribution was completed on April 29, 2022.

(5) Formulation of the Company's "Ethical Corporate Management Best Practice Principles"

1. The "Ethical Corporate Management Best Practice Principles" are adopted, pursuant to the "Ethical Corporate Management Best Practice Principles for TWSE/TEPx Listed Companies", to foster a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices.
2. The motion is approved at the 18th Board Meeting of the 17th term on March 23, 2022. For full articles, please refer to page 58-65 of the Handbook.

(6) Formulation of the Company's "Ethical Corporate Management Operational Procedures and Guidelines for the Conduct"

1. In order to carry out the ethical corporate management policies and actively prevent unethical conduct, the Company adopts the "Ethical Corporate Management Operational Procedures and Guidelines for the Conduct" pursuant to the provisions of its own Ethical Corporate Management Best Practice Principles and relevant laws and regulations of the territory where the Company and the Group are operating to prescribe matters that all personnel of the Company shall pay attention to when performing their duty.
2. The motion is approved at the 18th Board Meeting of the 17th term on March 23, 2022. For full articles, please refer to page 66-76 of the Handbook.

Adoptions

Adoptions

Motion 1: Proposed by the Board of Directors
Motion: 2021 business report and financial statements. Please ratify.

Explanatory notes: 1. The Company's financial statements were reported to the shareholders' meeting upon the approval at the 18th Board Meeting of the 17th term on March 23, 2022.
2. For the business report, please refer to "Reports on Company Affairs." 2021 individual and consolidated financial statements (page 10-30 of the Handbook). Please ratify.

Resolution:

Independent Auditors' Report

To the Board of Directors of Eastern Media International Corporation:

Opinion

We have audited the the parent Company only financial statements of Eastern Media International Corporation ("the Company"), which comprise the parent Company only balance sheets as of December 31, 2021 and 2020, the parent Company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent Company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying parent Company only financial statements present fairly, in all material respects, the parent Company only financial position of the Company as of December 31, 2021 and 2020, and its parent Company only financial performance and its parent Company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit of the parent Company only financial statements as of and for the year ended December 31, 2021 and 2020 in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the reports of other auditors, we believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis of our opinion.

Other Matter

We did not audit the parent Company only financial statements of partial companies, associates of the Company, which represented investments in other entities accounted for using the equity method. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for partial companies, is based solely on the reports of other auditors. The investments in partial companies accounted for using the equity method constituting 22.04% and 17.81% of total assets at December 31, 2021 and 2020, respectively, and the related share of profit of associates accounted for using the equity method constituting 66.77% and (7.01)% of total profit before tax for the years then ended, respectively.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent Company only financial statements of the current period. These matters were addressed in the context of our audit of the parent Company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Warehousing Revenue recognition

Please refer to Note 4n "Revenue recognition" for accounting policy related to revenue recognition, and Note 21 "Revenue from contracts with customers" to the parent Company only financial statements.

Description of key audit matter:

Major of the operating revenue sources of the Company are the services of warehousing amounted to \$1,369,908 thousand, constituting 100.00% of its Company revenue. The impact of revenue recognition on financial report is significant. Therefore, revenue recognition is one of the key matters in our audit.

How the matter was addressed in our audit:

In response to the risk mentioned above, we planned to perform the following audit procedures: understanding the sales and collection cycle, and sampling to test the effectiveness of manual control and internal control. Additionally, we would perform test of detail on revenue of warehousing; as well as perform sales cut off test on the periods before and after the balance sheet date by inspecting relevant documents of sales transactions to determine whether sales had been appropriately recognized.

2.The investments accounted of using equity method impairment

Please refer to Note 4m "Impairment of non-financial assets" for accounting policy related to the investments accounted of using equity method impairment, and Note 12 " investments accounted for using equity method " to the parent Company only financial statements.

Description of key audit matter:

The investments accounted of using equity method of the Company constituted 41% of its parent Company only assets. The evaluation of the impairment on December 31 is significant to the parent Company only financial statements. There are risks that the assumption of the financial performance and cash flows related to the Company' s subsidiaries and associates which Management uses remains a highly uncertainty. This risk may affect the recoverability of the asset mentioned above. Therefore, the evaluation of the investments accounted of using equity method impairment is one of the key matters in our audit.

How the matter was addressed in our audit:

In response to the risk mentioned above, we planned to perform the following audit procedures: obtaining the information on which the management relied to make assumptions and evaluations for the report made by external expert; engaging evaluation experts to assess the appropriateness of the evaluation methods and assumptions used by them, including the discount rate and the forecast of future cash flows; comparing the forecasted and historical data, past forecasts and actual conditions; evaluating the reasonableness of past management' s estimates.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent Company only financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of the parent Company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent Company only financial statements, management is responsible for assessing the Company' s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company' s financial reporting process.

Auditors' Responsibilities for the Audit of the parent Company only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent Company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent Company only financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent Company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent Company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent Company only financial statements, including the disclosures, and whether the parent Company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent Company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent Company only financial statements of the

current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Shih Chin Chih and Hsin-Ting Huang.

KPMG

Taipei, Taiwan (Republic of China)

March 23, 2022

Notes to Readers

The accompanying parent company only financial statements are intended only to present the parent company only statement of financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and parent company only financial statements, the Chinese version shall prevail.

EASTERN MEDIA INTERNATIONAL CORPORATION

Balance Sheets

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2021		December 31, 2020	
	Amount	%	Amount	%
Current assets:				
1100 Cash and cash equivalents (Note 6)	\$ 633,416	6	\$ 889,244	8
1110 Current financial assets at fair value through profit or loss (Note 7)	685,939	6	231,123	2
1170 Accounts receivable, net (Notes 9 and 21)	16,065	-	11,148	-
1200 Other receivables, net (Notes 10)	14,033	-	3,009	-
1210 Other receivables due from related parties, net (Notes 10 and 28)	410,876	4	627,539	6
130X Inventories (Note 11)	29,066	-	28,046	-
1410 Prepayments	9,771	-	8,648	-
1476 Other current financial assets (Notes 29)	1,288	-	14,592	-
1479 Other current assets, others	196	-	-	-
	<u>1,800,650</u>	<u>16</u>	<u>1,813,349</u>	<u>16</u>
Non-current assets:				
1517 Non-current financial assets at fair value through other comprehensive income (Note 8)	7,500	-	7,500	-
1550 Investments accounted for using equity method, net (Note 12 and 29)	4,445,308	41	4,397,379	40
1600 Property, plant and equipment (Notes 13 and 29)	570,737	5	387,257	4
1755 Right of use assets (Note 14)	3,496,274	32	3,709,212	34
1780 Intangible assets	1,351	-	817	-
1840 Deferred tax assets (Note 18)	431,634	4	399,839	4
1920 Refundable deposits (Notes 29)	117,486	1	117,450	1
1990 Other non-current assets, others (Note 30)	60,784	1	128,954	1
	<u>9,131,074</u>	<u>84</u>	<u>9,148,408</u>	<u>84</u>
Total assets	<u>\$ 10,931,724</u>	<u>100</u>	<u>\$ 10,961,757</u>	<u>100</u>

EASTERN MEDIA INTERNATIONAL CORPORATION

Balance Sheets (Cotn'd)

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2021		December 31, 2020	
		Amount	%	Amount	%
Liabilities and Equity					
Current liabilities:					
2150	Notes payable	\$ 38	-	\$ -	-
2200	Other payables (Notes 22 and 27)	259,141	2	167,000	2
2220	Other payables due from related parties, net (Notes 28)	177,233	2	202,172	2
2230	Current tax liabilities	-	-	4,745	-
2280	Current lease liabilities (Note 16)	173,939	2	169,657	2
2320	Long-term liabilities, current portion (Notes 15)	19,574	-	-	-
2399	Other current liabilities, others	10,113	-	11,000	-
		<u>640,038</u>	<u>6</u>	<u>554,574</u>	<u>6</u>
Non-current liabilities:					
2540	Long-term borrowings (Notes 15)	76,667	1	-	-
2570	Deferred tax liabilities (Note 18)	525	-	22	-
2580	Non-current lease liabilities (Note 16)	3,457,183	31	3,630,042	33
2640	Non-current net defined benefit liability (Note 17)	17,281	-	21,525	-
2645	Guarantee deposits received	360	-	360	-
2670	Non-current liabilities, others (Note 12)	495,987	5	478,618	4
		<u>4,048,003</u>	<u>37</u>	<u>4,130,567</u>	<u>37</u>
	Total liabilities	<u>4,688,041</u>	<u>43</u>	<u>4,685,141</u>	<u>43</u>
Equity attributable to owners of parent (Note 19)					
3100	Capital stock	5,289,504	48	5,567,899	51
3200	Capital surplus	16,243	-	20,769	-
3300	Retained earnings	1,284,545	12	983,904	9
3400	Other equity interest	(346,609)	(3)	(295,956)	(3)
	Total equity	<u>6,243,683</u>	<u>57</u>	<u>6,276,616</u>	<u>57</u>
	Total liabilities and equity	<u>\$10,931,724</u>	<u>100</u>	<u>\$10,961,757</u>	<u>100</u>

EASTERN MEDIA INTERNATIONAL CORPORATION

Statements of Comprehensive Income

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		For the years ended December 31			
		2021		2020	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	Operating revenue (Note 21)	\$ 1,369,908	100	\$ 1,338,004	100
5000	Operating costs (Note 11, 17 and 28)	<u>641,701</u>	<u>47</u>	<u>609,271</u>	<u>46</u>
	Gross profit from operations	728,207	53	728,733	54
6000	Operating expenses (Note 17 and 28)	<u>337,248</u>	<u>25</u>	<u>300,024</u>	<u>22</u>
	Net operating income (loss)	<u>390,959</u>	<u>28</u>	<u>428,709</u>	<u>32</u>
	Non-operating income and expenses:				
7100	Interest income (Note 23 and 28)	19,064	1	28,690	2
7010	Other income (Note 7, 8, 23 and 28)	38,404	3	10,727	1
7020	Other gains and losses, net (Note 12, 14, 23 and 28)	7,061	1	41,915	3
7050	Finance costs, net (Note 16, 23 and 28)	(114,337)	(8)	(118,171)	(9)
7060	Share of profit of associates and joint ventures accounted for using equity method (Note 12)	<u>359,214</u>	<u>26</u>	<u>(71,018)</u>	<u>(5)</u>
7900	Profit before tax	700,365	51	320,852	24
7950	Less: tax income (Note 18)	<u>(45,128)</u>	<u>(3)</u>	<u>(200,007)</u>	<u>(15)</u>
	Net profit	<u>745,493</u>	<u>54</u>	<u>520,859</u>	<u>39</u>
8300	Other comprehensive income:				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans	806	-	997	-
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	<u>(181)</u>	<u>-</u>	<u>18,570</u>	<u>1</u>
	Total number of items not reclassified to profit or loss	<u>625</u>	<u>-</u>	<u>19,567</u>	<u>1</u>
8360	Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(43,961)	(3)	(59,795)	(4)
8380	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(6,659)	-	(8,365)	(1)
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total components of other comprehensive income that will be reclassified to profit or loss	<u>(50,620)</u>	<u>(3)</u>	<u>(68,160)</u>	<u>(5)</u>
8300	Other comprehensive income, net of tax	<u>(49,995)</u>	<u>(3)</u>	<u>(48,593)</u>	<u>(4)</u>
	Total comprehensive income	<u><u>\$ 695,498</u></u>	<u><u>51</u></u>	<u><u>\$ 472,266</u></u>	<u><u>35</u></u>
	Earnings per share (Unit: NT\$)(Note 20)				
9750	Basic earnings per share	<u><u>\$ 1.37</u></u>		<u><u>\$ 0.94</u></u>	
9850	Diluted earnings per share (Unit: NT\$)	<u><u>\$ 1.37</u></u>		<u><u>\$ 0.94</u></u>	

EASTERN MEDIA INTERNATIONAL CORPORATION
Statements of Changes in Equity
(In Thousands of New Taiwan Dollars)

	Share capital		Retained earnings			Total other equity interest		Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	
	Balance at January 1, 2020	<u>\$ 5,567,899</u>	<u>\$ 20,769</u>	<u>\$ 147,303</u>	<u>\$ 183,222</u>	<u>\$ 669,748</u>	<u>(\$ 224,130)</u>	
Profit for the year ended December 31, 2020	-	-	-	-	520,859	-	-	520,859
Other comprehensive income, for the year ended December 31, 2020	-	-	-	-	70	(68,160)	19,497	(48,593)
Total comprehensive income for the year ended December 31, 2020	-	-	-	-	520,929	(68,160)	19,497	472,266
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	37,423	-	(37,423)	-	-	-
Special reserve appropriated	-	-	-	44,579	(44,579)	-	-	-
Cash dividends of ordinary share	-	-	-	-	(556,790)	-	-	(556,790)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	19,492	-	(19,492)	-
Balance at December 31, 2020	<u>\$ 5,567,899</u>	<u>\$ 20,769</u>	<u>\$ 184,726</u>	<u>\$ 227,801</u>	<u>\$ 571,377</u>	<u>(\$ 292,290)</u>	<u>(\$ 3,666)</u>	<u>\$ 6,276,616</u>
Balance at January 1, 2021	\$ 5,567,899	\$ 20,769	\$ 184,726	\$ 227,801	\$ 571,377	(\$ 292,290)	(\$ 3,666)	\$ 6,276,616
Profit for the year ended December 31, 2021	-	-	-	-	745,493	-	-	745,493
Other comprehensive income, for the year ended December 31, 2021	-	-	-	-	603	(50,620)	22	(49,995)
Total comprehensive income for the year ended December 31, 2021	-	-	-	-	746,096	(50,620)	22	695,498
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	54,042	-	(54,042)	-	-	-
Special reserve appropriated	-	-	-	68,155	(68,155)	-	-	-
Cash dividends of ordinary share	-	-	-	-	(445,432)	-	-	(445,432)
Capital reduction	(278,395)	-	-	-	-	-	-	(278,395)
Difference between consideration and carrying-amount of subsidiaries acquired or disposed	-	(4,526)	-	-	(78)	-	-	(4,604)
Loss of control over the subsidiary	-	-	-	-	55	-	(55)	-
Balance at December 31, 2021	<u>\$ 5,289,504</u>	<u>\$ 16,243</u>	<u>\$ 238,768</u>	<u>\$ 295,956</u>	<u>\$ 749,821</u>	<u>(\$ 342,910)</u>	<u>(\$ 3,699)</u>	<u>\$ 6,243,683</u>

EASTERN MEDIA INTERNATIONAL CORPORATION
Statements of Cash Flows
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2021	2020
Cash flows (used in) from operating activities:		
Profit before tax	\$ 700,365	\$ 320,852
Adjustments:		
Adjustments to reconcile profit (loss)		
Depreciation expense	258,906	242,734
Amortization expense	609	419
Net gain on financial assets or liabilities at fair value through profit or loss	(10,516)	(49,151)
Interest expense	114,337	118,171
Interest income	(19,064)	(28,690)
Dividend income	(21,879)	(1,874)
Share of (profit) loss of subsidiaries associates and joint ventures accounted for using equity method	(359,214)	71,018
Gain on disposal of property, plant and equipment	(193)	(53)
Loss on disposal of investments	4,327	3,806
Gain from lease modification	(5)	-
Total adjustments to reconcile profit	<u>(32,692)</u>	<u>356,380</u>
Changes in operating assets and liabilities:		
Changes in operating assets, net:		
(Increase) decrease in current financial assets at fair value through profit or loss	(444,300)	60,567
(Increase) decrease in accounts receivable	(4,917)	2,564
Decrease in other receivable	290	6,364
Increase in inventories	(3,268)	(1,976)
(Increase) decrease in prepayments	(1,122)	10,977
Decrease in other current assets	13,108	15,461
Total changes in operating assets, net	<u>(440,209)</u>	<u>93,957</u>
Changes in operating liabilities, net:		
Increase (decrease) in notes payable	38	(616)
Increase in other payable	86,665	8,380
Decrease in receipts in advance	-	(1)
Decrease in other current liabilities	(887)	(505)
Decrease in non-current net defined benefit liability	(3,438)	(4,827)
Total changes in operating liabilities	<u>82,378</u>	<u>2,431</u>
Net changes in operating assets and liabilities	<u>(357,831)</u>	<u>96,388</u>
Total adjustments	<u>(390,523)</u>	<u>452,768</u>
Cash inflow generated from operations	309,842	773,620
Income taxes paid	(1,851)	(9,166)
Net cash inflow from operating activities	<u>307,991</u>	<u>764,454</u>

EASTERN MEDIA INTERNATIONAL CORPORATION

Statements of Cash Flows (Cotn'd)

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2021	2020
Cash flows from (used in) investing activities:		
Acquisition of investments accounted for using equity method	(\$ 120,800)	(\$ 495,000)
Proceeds from capital reduction of investments accounted for using equity method	-	11,230
Proceeds from disposal of investments accounted for using equity method	35,294	24,473
Acquisition of property, plant and equipment	(109,713)	127,332
Proceeds from disposal of property, plant and equipment	193	53
Increase in refundable deposits	(36)	(67)
Decrease in other receivables due from related parties	216,500	368,000
Acquisition of intangible assets	(995)	(698)
Decrease in other financial assets	-	59,666
Increase in other non-current assets	(43,644)	(100,896)
Interest received	18,854	28,823
Dividends received	376,307	158,155
Net cash flows from (used in) investing activities	<u>371,960</u>	<u>(73,593)</u>
Cash flows from (used in) financing activities:		
Increase in long-term debt	96,667	-
Decrease in other payables due from related parties	(24,693)	201,708
Payment of lease liabilities	(169,947)	(164,736)
Decrease in guarantee deposits received	-	360
Capital reduction	(278,395)	-
Issuance cash dividends	(445,432)	(556,790)
Interest paid	(113,979)	(118,132)
Net cash flows used in financing activities	<u>(935,779)</u>	<u>(637,590)</u>
Net (decrease) increase in cash and cash equivalents	(255,828)	53,271
Cash and cash equivalents at beginning of period	889,244	835,973
Cash and cash equivalents at end of period	<u>\$ 633,416</u>	<u>\$ 889,244</u>

Independent Auditors' Report

To the Board of Directors of Eastern Media International Corporation:

Opinion

We have audited the consolidated financial statements of Eastern Media International Corporation and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audit of the consolidated financial statements as of and for the year ended December 31, 2021 and 2020 in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the reports of other auditors, we believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis of our opinion.

Other Matter

We did not audit the financial statements of partial companies, associates of the Group, which represented investments in other entities accounted for using the equity method. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for partial companies, is based solely on the reports of other auditors. The investments in partial companies accounted for using the equity method constituting 15.14% and 12.03% of consolidated total assets at December 31, 2021 and 2020, respectively, and the related share of profit of associates accounted for using the equity method constituting 65.85% and (7.26)% of consolidated total profit before tax for the years then ended, respectively.

Eastern Media International Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unqualified opinion with other matters paragraph and unqualified opinion with emphasis paragraph and other matter paragraph respectively.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition

Please refer to Note 4r "Revenue recognition" for accounting policy related to revenue recognition, and Note 30 "Revenue from contracts with customers" to the consolidated financial statements.

Description of key audit matter:

Major of the operating revenue sources of the Group are the services of warehousing, media advertising, and pet merchandise sales. The impact of revenue recognition on financial report is significant. Therefore, revenue recognition is one of the key matters in our audit.

How the matter was addressed in our audit:

In response to the risk mentioned above, we planned to perform the following audit procedures: understanding the sales and collection cycle, and sampling to test the effectiveness of manual control and internal control. Additionally, we would perform test of detail on revenue; as well as perform sales cut off test on the periods before and after the balance sheet date by inspecting relevant documents of sales transactions to determine whether sales had been appropriately recognized.

2. Right of use assets impairment

Please refer to Note 4o "Leases " and Note 4q "Impairment of non-financial assets" for accounting policy related to right-of-use assets impairment, and Note 18 " Right-of-use assets" to the consolidated financial statements.

Description of key audit matter:

The right-of-use assets of the Group constituted 39.60% of its consolidated assets. The assets mentioned above is likely to be influenced by the government policies and economic environments, which may result in the recoverability of the assets valued with discounted cash flow to be highly uncertain. Therefore, right-of-use assets impairment is one of the key matters in our audit.

How the matter was addressed in our audit:

In response to the risk mentioned above, we have performed the following audit procedures: evaluating the consistency of discounted cash flow and the future operating plans; verifying the assumptions made by the management according to (i) external information, (ii) understanding of the Group, and (iii) relative business information; evaluating the ratios such as the growth rate, discount rate, gross profit rate, etc. to determine whether they were adopted properly.

3. The investments accounted of using equity method impairment

Please refer to Note 4m " Investment in associates " and Note 4q "Impairment of non-financial assets" for accounting policy related to the investments accounted of using equity method impairment, and Note 13 " investments accounted for using equity method " to the consolidated financial statements.

Description of key audit matter:

The investments accounted of using equity method of the Group amounted to \$2,409,481 thousand, constituting 15.14% of its consolidated assets. The evaluation of the impairment on December 31 is significant to the consolidated financial statements. There are risks that the assumption of the financial performance and cash flows related to the Group's associates which Management uses remains a highly uncertainty. This risk may affect the recoverability of the asset mentioned above. Therefore, the evaluation of the investments accounted of using equity method impairment is one of the key matters in our audit.

How the matter was addressed in our audit:

In response to the risk mentioned above, we planned to perform the following audit procedures: obtaining the information on which the management relied to make assumptions and evaluations for the report made by external expert; engaging evaluation experts to assess the appropriateness of the evaluation methods and assumptions used by them, including the discount rate and the forecast of future cash flows; comparing the forecasted and historical data, past forecasts and actual conditions; evaluating the reasonableness of past management's estimates.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRIC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are

based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the group financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Shih Chin Chih and Hsin-Ting Huang.

KPMG

Taipei, Taiwan (Republic of China)

March 23, 2022

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

EASTERN MEDIA INTERNATIONAL CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

(Expressed in Thousands of New Taiwan Dollars)

	<u>December 31, 2021</u>		<u>December 31, 2020</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Assets				
Current assets:				
1100 Cash and cash equivalents (Note 6 and 16)	\$ 1,761,806	11	\$ 1,855,653	11
1110 Current financial assets at fair value through profit or loss (Note 7)	961,420	6	381,611	2
1151 Notes receivable (Notes 9 and 30)	49,092	-	63,006	-
1160 Notes receivable due from related parties, net (Notes 9, 30 and 37)	76,382	1	54,568	-
1170 Accounts receivable, net (Notes 9, 16 and 30)	417,572	3	333,369	2
1180 Accounts receivable due from related parties, net (Notes 9, 30 and 37)	29,065	-	22,573	-
1200 Other receivables, net (Notes 7, 10 and 16)	85,626	1	93,616	1
1210 Other receivables due from related parties, net (Notes 10 and 37)	9,118	-	7,392	-
130X Inventories (Note 11 and 16)	381,297	2	346,909	2
1400 Current biological assets, net	21,386	-	12,405	-
1410 Prepayments (Note 37)	61,316	-	65,036	1
1476 Other current financial assets (Notes 6, 38 and 39)	52,440	-	43,934	1
1479 Other current assets, others (Note 16)	<u>333</u>	<u>-</u>	<u>915</u>	<u>-</u>
	<u>3,906,853</u>	<u>24</u>	<u>3,280,987</u>	<u>20</u>
Non-current assets:				
1517 Non-current financial assets at fair value through other comprehensive income (Note 8)	7,510	-	8,104	-
1550 Investments accounted for using equity method, net (Note 13 and 38)	2,409,481	15	2,443,035	15
1600 Property, plant and equipment (Notes 16, 17, 37 and 38)	1,764,631	11	1,669,684	10
1755 Right of use assets (Note 16 and 18)	6,303,591	40	7,210,677	45
1780 Intangible assets (Notes 16, 19 and 37)	405,966	3	467,334	3
1840 Deferred tax assets (Note 27)	446,453	3	414,169	3
1920 Refundable deposits (Notes 18 and 38)	582,267	4	562,689	3
1980 Other non-current financial assets (Note 38)	25,272	-	33,760	-
1990 Other non-current assets, others (Note 16 and 39)	<u>67,783</u>	<u>-</u>	<u>133,035</u>	<u>1</u>
	<u>12,012,954</u>	<u>76</u>	<u>12,942,487</u>	<u>80</u>
Total assets	<u>\$15,919,807</u>	<u>100</u>	<u>\$16,223,474</u>	<u>100</u>

EASTERN MEDIA INTERNATIONAL CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets (Cotn'd)
(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2021		December 31, 2020	
	Amount	%	Amount	%
Liabilities and Equity				
Current liabilities:				
2100	\$ 93,445	1	\$ 62,295	1
2110	79,848	1	-	-
2130	32,238	-	37,439	-
2150	190,461	1	94,604	1
2170	274,282	2	204,805	1
2180	9,097	-	11,483	-
2200	662,071	4	623,289	4
2220	32,124	-	16,660	-
2230	2,412	-	14,111	-
2280	1,066,678	7	1,174,478	7
2310	6,891	-	23,125	-
2320	1,066,787	7	290,529	2
2399	29,627	-	28,433	-
	<u>3,545,961</u>	<u>23</u>	<u>2,581,251</u>	<u>16</u>
Non-current liabilities:				
2540	331,125	2	637,986	4
2570	525	-	48	-
2580	5,320,955	33	6,167,307	38
2610	35,843	-	60,886	-
2640	20,976	-	25,717	-
2645	4,317	-	4,756	-
	<u>5,713,741</u>	<u>35</u>	<u>6,896,700</u>	<u>42</u>
Total liabilities	<u>9,259,702</u>	<u>58</u>	<u>9,477,951</u>	<u>58</u>
Equity attributable to owners of parent (Note 14 and 28)				
3100	5,289,504	33	5,567,899	35
3200	16,243	-	20,769	-
3300	1,284,545	8	983,904	6
3400	(346,609)	(2)	(295,956)	(2)
	<u>6,243,683</u>	<u>39</u>	<u>6,276,616</u>	<u>39</u>
36XX	416,422	3	468,907	3
Total equity	<u>6,660,105</u>	<u>42</u>	<u>6,745,523</u>	<u>42</u>
Total liabilities and equity	<u>\$15,919,807</u>	<u>100</u>	<u>\$16,223,474</u>	<u>100</u>

EASTERN MEDIA INTERNATIONAL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

	For the years ended December 31			
	2021		2020	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000 Operating revenue (Note 30 and 37)	\$ 5,511,919	100	\$ 4,728,014	100
5000 Operating costs (Note 11, 26, 31 and 37)	<u>3,843,658</u>	<u>70</u>	<u>3,283,081</u>	<u>69</u>
Gross profit from operations	<u>1,668,261</u>	<u>30</u>	<u>1,444,933</u>	<u>31</u>
6000 Operating expenses (Note 26, 31 and 37)	1,497,702	27	1,444,426	31
6450 Impairment loss determined in accordance with IFRS 9 (Note 9)	<u>13,437</u>	<u>-</u>	<u>10,662</u>	<u>-</u>
Net operating income (loss)	<u>157,122</u>	<u>3</u>	<u>(10,155)</u>	<u>(-)</u>
Non-operating income and expenses:				
7100 Interest income (Note 32 and 37)	5,682	-	14,953	-
7010 Other income (Note 7, 8, 25, 32 and 37)	346,482	6	224,352	5
7020 Other gains and losses, net (Note 13, 16, 17, 18, 19, 32 and 37)	(42,655)	(1)	(43,461)	(1)
7050 Finance costs, net (Note 25, 32 and 37)	(224,123)	(4)	(225,745)	(5)
7060 Share of profit of associates and joint ventures accounted for using equity method (Note 13)	<u>467,644</u>	<u>9</u>	<u>349,775</u>	<u>7</u>
7900 Profit before tax	710,152	13	309,719	6
7950 Less: tax income (Note 27)	<u>(39,138)</u>	<u>(1)</u>	<u>(183,387)</u>	<u>(4)</u>
Net profit	<u>749,290</u>	<u>14</u>	<u>493,106</u>	<u>10</u>
8300 Other comprehensive income:				
8310 Components of other comprehensive income that will not be reclassified to profit or loss				
8311 Losses on remeasurements of defined benefit plans	655	-	997	-
8316 Unrealized losses from investments in equity instruments measured at fair value through other comprehensive income	14	-	19,488	-
8320 Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	(78)	-	(935)	-
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total number of items not reclassified to profit or loss	<u>591</u>	<u>-</u>	<u>19,550</u>	<u>-</u>
8360 Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(4,268)	-	680	-
8370 Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(46,459)	(1)	(68,973)	(1)
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Components of other comprehensive income that will be reclassified to profit or loss	<u>(50,727)</u>	<u>(1)</u>	<u>(68,293)</u>	<u>(1)</u>
8300 Other comprehensive income, net of tax	<u>(50,136)</u>	<u>(1)</u>	<u>(48,743)</u>	<u>(1)</u>
Total comprehensive income	<u>\$ 699,154</u>	<u>13</u>	<u>\$ 444,363</u>	<u>9</u>

EASTERN MEDIA INTERNATIONAL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Cotn'd)
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		For the years ended December 31			
		2021		2020	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Profit attributable to:					
8610	Owners of parent	\$ 745,493	14	\$ 520,859	11
8620	Non-controlling interests	<u>3,797</u>	<u>-</u>	<u>(27,753)</u>	<u>(1)</u>
		<u>\$ 749,290</u>	<u>14</u>	<u>\$ 493,106</u>	<u>10</u>
Comprehensive income attributable to:					
	Owners of parent	\$ 695,498	13	\$ 472,266	10
	Non-controlling interests	<u>3,656</u>	<u>-</u>	<u>(27,903)</u>	<u>(1)</u>
		<u>\$ 699,154</u>	<u>13</u>	<u>\$ 444,363</u>	<u>9</u>
Earnings per share (Unit: NT\$)(Note 29)					
9750	Basic earnings per share	<u>\$ 1.37</u>		<u>\$ 0.94</u>	
9850	Diluted earnings per share (Unit: NT\$)	<u>\$ 1.37</u>		<u>\$ 0.94</u>	

EASTERN MEDIA INTERNATIONAL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
(In Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent									
	Share capital		Retained earnings			Total other equity interest		Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income			
Balance at January 1, 2020	<u>\$ 5,567,899</u>	<u>\$ 20,769</u>	<u>\$ 147,303</u>	<u>\$ 183,222</u>	<u>\$ 669,748</u>	<u>(\$ 224,130)</u>	<u>(\$ 3,671)</u>	<u>\$ 6,361,140</u>	<u>\$ 89,039</u>	<u>\$ 6,450,179</u>
Profit (loss) for the year ended December 31, 2020	-	-	-	-	520,859	-	-	520,859	(27,753)	493,106
Other comprehensive income, for the year ended December 31, 2020	-	-	-	-	70	(68,160)	19,497	(48,593)	(150)	(48,743)
Total comprehensive income for the year ended December 31, 2020	-	-	-	-	520,929	(68,160)	19,497	472,266	(27,903)	444,363
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	37,423	-	(37,423)	-	-	-	-	-
Special reserve appropriated	-	-	-	44,579	(44,579)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(556,790)	-	-	(556,790)	-	(556,790)
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	19,492	-	(19,492)	-	418	418
Changes in non-controlling interests	-	-	-	-	-	-	-	-	413,265	413,265
Cash dividends contributed by subsidiaries	-	-	-	-	-	-	-	-	(5,912)	(5,912)
Balance at December 31, 2020	<u>\$ 5,567,899</u>	<u>\$ 20,769</u>	<u>\$ 184,726</u>	<u>\$ 227,801</u>	<u>\$ 571,377</u>	<u>(\$ 292,290)</u>	<u>\$ (3,666)</u>	<u>\$ 6,276,616</u>	<u>\$ 468,907</u>	<u>\$ 6,745,523</u>
Balance at January 1, 2021	<u>\$ 5,567,899</u>	<u>\$ 20,769</u>	<u>\$ 184,726</u>	<u>\$ 227,801</u>	<u>\$ 571,377</u>	<u>(\$ 292,290)</u>	<u>(\$ 3,666)</u>	<u>\$ 6,276,616</u>	<u>\$ 468,907</u>	<u>\$ 6,745,523</u>
Profit for the year ended December 31, 2021	-	-	-	-	745,493	-	-	745,493	3,797	749,290
Other comprehensive income, for the year ended December 31, 2021	-	-	-	-	603	(50,620)	22	(49,995)	(141)	(50,136)
Total comprehensive income for the year ended December 31, 2021	-	-	-	-	746,096	(50,620)	22	695,498	3,656	48,509
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	54,042	-	(54,042)	-	-	-	-	-
Special reserve appropriated	-	-	-	68,155	(68,155)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(445,432)	-	-	(445,432)	-	(445,432)
Capital reduction	(278,395)	-	-	-	-	-	-	(278,395)	-	(278,395)
Difference between consideration and carrying-amount of subsidiaries acquired or disposed	-	(4,526)	-	-	(78)	-	-	(4,604)	(40,188)	(44,722)
Cash dividends contributed by subsidiaries	-	-	-	-	-	-	-	-	(8,623)	(8,623)
Loss of control over the subsidiary	-	-	-	-	55	-	(55)	-	(7,400)	(7,400)
Balance at December 31, 2021	<u>\$ 5,289,504</u>	<u>\$ 16,243</u>	<u>\$ 238,768</u>	<u>\$ 295,956</u>	<u>\$ 749,821</u>	<u>(\$ 342,910)</u>	<u>(\$ 3,699)</u>	<u>\$ 6,243,683</u>	<u>\$ 416,422</u>	<u>\$ 6,660,105</u>

EASTERN MEDIA INTERNATIONAL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2021	2020
Cash flows (used in) from operating activities:		
Profit before tax	\$ 710,152	\$ 309,719
Adjustments:		
Adjustments to reconcile profit (loss)		
Depreciation expense	1,315,987	1,237,463
Amortization expense	40,401	34,016
Net gain on financial assets or liabilities at fair value through profit or loss	(40,997)	(68,993)
Interest expense	224,123	225,745
Interest income	(5,682)	(14,953)
Dividend income	(28,408)	(4,765)
Share of profit of associates and joint ventures accounted for using equity method	(467,644)	(349,775)
Loss on disposal of property, plant and equipment	4,722	3,669
Loss on disposal of investments	4,327	4,809
Expected credit gain	13,765	10,662
Impairment loss on non-financial assets	95,699	156,336
Rent reductions listed as other income	(248,391)	(174,520)
Gain from lease modification	(474)	(732)
Total adjustments to reconcile profit	<u>907,428</u>	<u>1,058,962</u>
Changes in operating assets and liabilities:		
Changes in operating assets, net:		
Increase in current financial assets at fair value through profit or loss	(538,812)	(76,707)
Increase in notes receivable	(8,000)	(54,326)
Increase in accounts receivable	(104,477)	(13,970)
Increase in accounts receivable due from related parties	(10,581)	(774)
Decrease (increase) in other receivable	13,702	(33,969)
Increase in inventories	(59,321)	(73,092)
Increase in biological assets	(8,982)	(4,024)
Decrease in prepayments	595	11,735
Decrease (increase) in other current assets	458	(561)
Decrease in other operating assets	2,358	10,588
Total changes in operating assets, net	<u>(713,060)</u>	<u>(235,100)</u>
Changes in operating liabilities, net:		
(Decrease) increase in contract liabilities	(2,405)	12,526
Decrease in notes payable	(34,394)	(16,847)
Increase in accounts payable	67,104	8,954
Increase in other payable	60,498	52,996
Increase in receipts in advance	716	8,416
Increase (decrease) in other current liabilities	6,001	(564)
Decrease in non-current net defined benefit liability	(4,087)	(4,835)
Total changes in operating liabilities	<u>93,433</u>	<u>60,646</u>
Net changes in operating assets and liabilities	<u>(619,627)</u>	<u>(174,454)</u>
Total adjustments	<u>287,801</u>	<u>884,508</u>
Cash inflow generated from operations	997,953	1,194,227
Income taxes paid	(16,006)	(24,810)
Net cash inflow from operating activities	<u>981,947</u>	<u>1,169,417</u>

EASTERN MEDIA INTERNATIONAL CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows (Cotn'd)

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2021	2020
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	\$ -	\$ 24,925
Proceeds from disposal of investments accounted for using equity method	-	24,473
Net cash flow from acquisition of subsidiaries	(44,722)	16,235
Proceeds from disposal of subsidiaries	28,266	734
Acquisition of property, plant and equipment	(230,410)	(371,047)
Proceeds from disposal of property, plant and equipment	1,655	1,310
Increase in refundable deposits	(21,925)	(281,016)
Decrease in other receivables	-	100,000
Acquisition of intangible assets	(11,026)	(18,294)
Increase in other financial assets	(15,744)	107,387
Increase in other non-current assets	(46,726)	(97,897)
Interest received	5,708	15,103
Dividends received	482,630	270,252
Net cash flows from (used in) investing activities	147,706	(207,835)
Cash flows from (used in) financing activities:		
Increase in short-term loans	51,150	4,295
Increase (decrease) in short-term notes and bills payable	80,000	(20,000)
Increase in long-term debt	432,033	404,522
Increase in notes payable	121,195	63,715
Decrease in guarantee deposits received	(289)	(2,432)
Decrease in other payables due from related parties	-	(180,000)
Payment of lease liabilities	(943,703)	(979,074)
Increase in long-term notes payable	26,470	176,890
Capital reduction	(278,395)	-
Issuance cash dividends	(454,055)	(562,702)
Interest paid	(250,833)	(241,151)
Change in non-controlling interests	-	405,000
Net cash flows used in financing activities	(1,216,427)	(930,937)
Effect of exchange rate changes on cash and cash equivalents	(7,073)	(4,570)
Net (decrease) increase in cash and cash equivalents	(93,847)	26,075
Cash and cash equivalents at beginning of period	1,855,653	1,829,578
Cash and cash equivalents at end of period	\$ 1,761,806	\$ 1,855,653

Adoptions

Motion 2: Proposed by the Board of Directors

Motion: The 2021 earnings distribution. Please ratify.

Explanatory notes: 1. The Company's 2021 cash dividends to shareholders by retained earnings was NT\$528,950,395 (NT\$1.0 per share) and was resolved at the 18th Board Meeting of the 17th term on March 23, 2022.

2. The Company's distribution of 2021 profits are as follows:

Eastern Media International Corporation
Distribution of profits
2021

Unit: NTD

Item	Amount
Beginning undistributed profits	\$ 3,749,051
Changes	
(1) Net effects of non-controlling interests in subsidiaries under equity method	(78,353)
(2) Accumulation in other equity transferred to retained profits due to the disposal of subsidiaries under equity method	55,078
(3) Current effect of actuarial gains and losses of defined benefit plans	806,111
(4) Changes in actuarial gains and losses of equity of affiliated companies under equity method	(202,682)
(5) Net income after tax	745,492,862
Ending distributable profits	749,822,067
Allocation:	
(6) 10% Statutory legal reserve (Note)	(74,607,302)
(7) Deduction in equity as special reserve	(50,653,828)
Distributable profits of the year	624,560,937
(8) Cash dividend to shareholders (NT\$1.0 / share)	(528,950,395)
Ending undistributed profits	\$ 95,610,542
Note: The appropriation to legal reserve is based on the "The sum of the total amount of after-tax net income for the period and other profit items adjusted to the current year's undistributed profits"	

Chairman:
Shang-Wen Liao

Manager:
Shang-Wen Liao

Chief Accountant:
Ying-Na Cheng

Resolution:

Discussions

Discussions

Motion 1:

Proposed by the Board of Directors

Motion: The Company's cash capital reduction. Please resolve.

- Explanatory notes:
1. Reason for cash capital reduction: In order to increase return on equity and profits per share, the Company carried out cash capital reduction by returning share prices to shareholders.
 2. Amount of reduction: The Company proposes to reduce NT\$528,950,400 of capital by cash, and return share prices of NT\$1.0 per share in cash according to individual shareholders' shareholding. There were 528,950,395 outstanding shares as of April 15, 2022 (suspension of share transfer date), and anticipated a reduction of 52,895,040, or a capital reduction of approximately 10%.
 3. Cancellation of shares: Based on the number of shares registered on the shareholders' roster on the date of share exchange, every 1000 shares are exchanged for 900 shares (i.e. 100 shares less for every 1000 shares), and the difference in the number of shares is returned to the shareholders at NT\$10 par per share. After the capital reduction, shareholders may register for fractional share combination at the Company's stock affair agency within the window from 5 days to 1 day before the suspension of share transfer date. Fractional shares that are not combined or not enough to combined into 1 share are paid out in cash at discounted price (less book-entry operation fees for Centrally Deposited Securities, or registration fees for non-physical shares) rounded down to the nearest NT\$, and the Chairman is authorized to designate specific persons to purchase those shares at par value. After the capital reduction, the Company does not print physical shares.
 4. Paid-in capital is expected to be NT\$4,760,553,550 after capital reduction.
 5. After the capital reduction is approved by the competent authority, the Board of Directors are authorized to determine the capital reduction date, capital reduction share exchange date and other relevant matters. In the event of changes in the Company's shares to the extent that the total quantity of outstanding shares is affected and the aforementioned capital reduction ratio is needed to be adjusted, it shall be proposed at the shareholders' meeting to authorize the Board to have full authority to handle such matters.

6. If this motion requires modification or revision due to amendments to the laws and regulations or approval of the competent authority, such matter shall be proposed at the shareholders' meeting to authorize the Board to have full authority to handle such matters.
7. The motion was approved at the 18th Board Meeting of the 17th term on March 23, 2022.
8. Please resolve.

Resolution:

Discussions

Motion 2: Proposed by the Board of Directors
 Motion: Amendments to the Company's Articles of Incorporation.

Explanatory notes: 1. The Company proposes partial amendments to the Company's Articles of Incorporation in accordance with Articles 172-2, and 205 of the Company Act, and actual company operation. For comparison tables and reasons for amendments, please refer to the table below:

After amendment	Before amendment	Reason for amendment
<p><u>Article 11-1. When the Company holds a shareholders' meeting, the meeting may be held in means of video conference, or other methods announced by the competent authorities.</u></p>		<p>This article is added in accordance with amendment of Article 172-2 of the Company Act, stipulating that public companies may hold shareholders' meetings in means of video conference.</p>
<p>Article 17. When organizing the Board of Directors, the Board shall elect a chairman from among the directors by a majority vote at a meeting attended by over two-thirds of the directors and approved by more than half of the directors' present. The Chairman of the Board shall represent the Company externally. When a director cannot attend a meeting of the Board of Directors for some reason, a proxy may be issued</p>	<p>Article 17. When organizing the Board of Directors, the Board shall elect a chairman from among the directors by a majority vote at a meeting attended by over two-thirds of the directors and approved by more than half of the directors' present. The Chairman of the Board shall represent the Company externally. When a director cannot attend a meeting of the Board of Directors for some reason, a proxy may be issued</p>	<p>Deleted in accordance with Article 205 of the Company Act.</p>

After amendment	Before amendment	Reason for amendment
<p>beforehand specifying the scope of authorization and entrusting another directors to attend as a representative. The representative mentioned in the preceding paragraph shall be limited to the entrustment of one person.</p>	<p>beforehand specifying the scope of authorization and entrusting another directors to attend as a representative. The representative mentioned in the preceding paragraph shall be limited to the entrustment of one person. <u>Directors residing abroad may entrust other shareholders residing in the country in writing to attend the Board of Directors regularly as representatives.</u> <u>However, registration should be applied to the competent authority, and the same applies for changes.</u></p>	
<p>Article 26. If the Company makes a profit during the year (referring to profit before tax minus the profit before the distribution of employee compensation), then after deducting any accumulated loss, 3.5% of the balance shall be allocated as employee compensation and the amount allocated shall be used as the current year's expense. Employee remuneration is based on stocks or cash, subject to a special resolution of the Board of Directors, and reported to the regular shareholders meeting. In respect to the Company's dividend policy, in order to cope</p>	<p>Article 26. If the Company makes a profit during the year (referring to profit before tax minus the profit before the distribution of employee compensation), then after deducting any accumulated loss, 3.5% of the balance shall be allocated as employee compensation and the amount allocated shall be used as the current year's expense. Employees' remuneration is based on stocks or cash, subject to a special resolution of the Board of Directors and reporting to the regular shareholders meeting. In respect to the Company's dividend</p>	<p>The article is amended to reflect the Company's actual company operation.</p>

After amendment	Before amendment	Reason for amendment
<p>with the Company's diversified operations and the capital expenditure required for future expansion of the scope of operations and long-term financial planning, it can be based on the needs of the business climate and industry changes and take the interests of shareholders into account, making appropriate assignments or reservations. Shareholders' dividends are allocated with distributable profits. They should not be less than 15% of the current year's distributable earnings and the cash dividend is not to be less than 10%. <u>However, the Company may be exempt from dividend distribution if distributable profits per share is less than NT\$0.1.</u> The policy requires that all after tax earnings shall first offset any deficit (including adjustment of the amount of undistributed profits), and 10% of the balance shall be set aside as legal reserve. The appropriation for legal reserve is discontinued when the balance of the legal reserve equals the amount of issued share capital. Aside from the aforesaid legal reserve, the Company may, under its articles of incorporation or as</p>	<p>policy, in order to cope with the Company's diversified operations and the capital expenditure required for future expansion of the scope of operations and long-term financial planning, it can be based on the needs of the business climate and industry changes and take the interests of shareholders into account, making appropriate assignments or reservations. Shareholders' dividends are allocated with distributable profits. They should not be less than 15% of the current year's distributable profits and the cash dividend is not to be less than 10%. The policy requires that all after tax earnings shall first offset any deficit (including adjustment of the amount of undistributed profits), and 10% of the balance shall be set aside as legal reserve. The appropriation for legal reserve is discontinued when the balance of the legal reserve equals the amount of issued share capital. Aside from the aforesaid legal reserve, the Company may, under its articles of incorporation or as required by the government, appropriate a special reserve. If there is still a profit, and the undistributed profit at the</p>	

After amendment	Before amendment	Reason for amendment
<p>required by the government, appropriate a special reserve. If there is still a profit, and the undistributed profit at the beginning of the same period (including adjustment of the amount of undistributed profit), the Board of Directors shall prepare a profit distribution proposal and submit it to the General Meeting of Shareholders for resolution.</p> <p>If the profit, legal reserve, and capital surplus in the preceding paragraph are issued in cash, they shall be authorized for distribution by resolution of Board of Directors with at least two-thirds of the directors present and more than half of the attending directors in agreement, and this shall be reported to the shareholders meeting.</p> <p>When issuing new shares, this shall be handled by a resolution of the shareholders meeting in accordance with the regulations.</p>	<p>beginning of the same period (including adjustment of the amount of undistributed profits), the Board of Directors shall prepare a profit distribution proposal and submit it to the General Meeting of Shareholders for resolution.</p> <p>If the profit, legal reserve, and capital surplus in the preceding paragraph are issued in cash, they shall be authorized for distribution by resolution of Board of Directors with at least two-thirds of the directors present and more than half of the attending directors in agreement, and this shall be reported to the shareholders meeting.</p> <p>When issuing new shares, this shall be handled by a resolution of the shareholders meeting in accordance with the regulations.</p>	
<p>Article 29. This charter was established on April 25, 1975. The 1st amendment was on June 6, 1978. The 2nd amendment was on May 21, 1980. The 3rd amendment was on May 25, 1982. The 4th amendment was on July 30, 1983. The 5th amendment was on May 15, 1984. The 29th</p>	<p>Article 29. This charter was established on April 25, 1975. The 1st amendment was on June 6, 1978. The 2nd amendment was on May 21, 1980. The 3rd amendment was on May 25, 1982. The 4th amendment was on July 30, 1983. The 5th amendment was on May 15, 1984. The</p>	<p>Add amendment</p>

After amendment	Before amendment	Reason for amendment
<p>amendment was on May 30, 2007. The 30th amendment was on June 19, 2009. The 31st amendment was made on June 21, 2010. The 32nd amendment was on June 18, 2012. The 33rd amendment was on June 13, 2013. The 34th amendment was on June 23rd, 2014. The 35th amendment was on June 20, 2016. The 36th amendment was on May 11, 2017. The 37th amendment was on May 29th, 2019. The 38th amendment was on June 29, 2020. <u>The 39th amendment was on June 13, 2022.</u></p>	<p>29th amendment was on May 30, 2007. The 30th amendment was on June 19, 2009. The 31st amendment was made on June 21, 2010. The 32nd amendment was on June 18, 2012. The 33rd amendment was on June 13, 2013. The 34th amendment was on June 23rd, 2014. The 35th amendment was on June 20, 2016. The 36th amendment was on May 11, 2017. The 37th amendment was on May 29th, 2019. The 38th amendment was on June 29, 2020.</p>	

2. The motion was approved at the 18th Board Meeting of the 17th term on March 23, 2022.
3. For the full amended Articles of Incorporation, please refer to page 77-84 of the Handbook.
4. Please resolve.

Resolution:

Discussions

Motion 3: Proposed by the Board of Directors
 Motion: Amendments to the Company's "Procedures for the Acquisition or Disposal of Assets". Please approve.

- Explanatory notes: 1. The Company proposes partial amendments to the Company's "Procedures for Acquisition and Disposal of Assets" for the practical operating needs of the Company and in accordance with Jin-Guan-Zheng-Fa-Zi Letter Number 1110380465 dated January 28, 2022, issued by the FSC.
2. The motion was approved at the 18th Board Meeting of the 17th term on March 23, 2022.
3. The comparison table is as follows:

After revision	Before revision	Description
<p>Article 5. Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> 1. Have not previously received a sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different 	<p>Article 5. Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> 1. Have not previously received a sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different 	<p>The article is amended to clearly specify the procedures and responsibilities that the external experts shall comply with or fulfill with consideration of the sources of data used, the parameters, the information, and actual appraisal situation, in order to improve the quality of opinions issued by external experts.</p>

After revision	Before revision	Description
<p>professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with <u>the self-discipline standards of the Company's associations and</u> the following:</p> <ol style="list-style-type: none"> 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When <u>executing</u> a case, they shall appropriately plan and adequately execute working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item evaluation of the <u>appropriateness</u>, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and</u> reasonable, and that they have complied with applicable laws and regulations. 	<p>professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <ol style="list-style-type: none"> 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When <u>examining</u> a case, they shall appropriately plan and adequately execute working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy,</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable <u>and accurate,</u> and that they have complied with applicable laws and regulations. 	
<p>Article 7. The Company shall specify the following items in its procedures for the acquisition or disposal of assets:</p> <ol style="list-style-type: none"> 1. Appraisal procedures: <ol style="list-style-type: none"> (1) The acquisition or disposal of assets shall be 	<p>Article 7. The Company shall specify the following items in its procedures for the acquisition or disposal of assets:</p> <ol style="list-style-type: none"> 1. Appraisal procedures: <ol style="list-style-type: none"> (1) The acquisition or disposal of assets shall be 	<p>The article is partially deleted to reflect the practical operating needs of the Company.</p>

After revision	Before revision	Description
<p>based on the Company's business plan, long-term development strategy, and the government's industrial policy to formulate Company investment policies.</p> <p>(2) The relevant operating procedures for the acquisition or disposal of assets are handled in accordance with the Company's internal control system and the relevant regulations of the division of work matters.</p> <p>2. Core decision procedures:</p> <p>(1) When acquiring or disposing of real estate, the Chairman of the Board shall designate the relevant authority and responsible department to consider the appraisal results and negotiate the transaction price through bidding, price comparison or bargaining. With the approval of the Audit Committee, it shall be submitted to the Board of Directors after the resolution is passed. If the amount exceeds 10% of the capital of the Company, it shall be reported to the shareholders meeting.</p> <p>(2) The Chairman of the Board of Directors shall be authorized to deal with securities acquired or disposed of in the centralized trading market or the business premises of securities firms or other open markets.</p>	<p>based on the Company's business plan, long-term development strategy, and the government's industrial policy to formulate Company investment policies.</p> <p>(2) The relevant operating procedures for the acquisition or disposal of assets are handled in accordance with the Company's internal control system and the relevant regulations of the division of work matters.</p> <p>2. Core decision procedures:</p> <p>(1) When acquiring or disposing of real estate, the Chairman of the Board shall designate the relevant authority and responsible department to consider the appraisal results and negotiate the transaction price through bidding, price comparison or bargaining. With the approval of the Audit Committee, it shall be submitted to the Board of Directors after the resolution is passed. If the amount exceeds 10% of the capital of the Company, it shall be reported to the shareholders meeting.</p> <p>(2) The Chairman of the Board of Directors shall be authorized to deal with securities acquired or disposed of in the centralized trading market or the business premises of securities firms or other open markets. <u>If the securities transaction balance reaches 20% of the Company's capital, it is subject to approval by the Audit Committee and then submitted to the Board</u></p>	

After revision	Before revision	Description
<p>(3) For securities not acquired or disposed of in the centralized market or the business premises of securities firms or other open markets, the accumulated transaction amount of a single security within one year within NTD 30 million shall be carried out by the responsible department after approval in writing by the Chairman of the Board. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors for approval.</p> <p>(4) For the acquisition or disposal of memberships or intangible assets, the transaction amount of a single item within NTD 30 million shall be carried out by the responsible department after approval in writing by the Chairman of the Board. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors for approval.</p> <p>(5) For acquisition or disposal of right-of-use assets and other fixed assets, it shall be done by means of bidding, price comparison or negotiation, etc. When the transaction amount of a single item is within NTD 30 million, it shall be done according to the Company's approval authority. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors</p>	<p style="text-align: center;"><u>of Directors for approval.</u></p> <p>(3) For securities not acquired or disposed of in the centralized market or the business premises of securities firms or other open markets, the accumulated transaction amount of a single security within one year within NTD 30 million shall be carried out by the responsible department after approval in writing by the Chairman of the Board. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors for approval.</p> <p>(4) For the acquisition or disposal of memberships or intangible assets, the transaction amount of a single item within NTD 30 million shall be carried out by the responsible department after approval in writing by the Chairman of the Board. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors for approval.</p> <p>(5) For acquisition or disposal of right-of-use assets and other fixed assets, it shall be done by means of bidding, price comparison or negotiation, etc. When the transaction amount of a single item is within NTD 30 million, it shall be done according to the Company's approval authority. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors</p>	

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<p>for approval.</p> <p>(6) When the Company acquires or disposes of assets, if approval of one-half or more of all Audit Committee members is not obtained, it 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.</p> <p>3. Public announcement and regulatory filing procedures: If the transaction amount of assets acquired or disposed of by the Company reaches the standard set by the securities authority, the performance unit shall input the announcement data into the Internet reporting system within the time limit set by the securities authority from the date of occurrence. The Company's related party transactions, derivative transactions, business mergers, divisions, acquisitions or share transfers shall be handled in accordance with the procedures in Section 3 to 5 of this chapter, in addition to the provisions of the preceding paragraph.</p>	<p>for approval.</p> <p>(6) When the Company acquires or disposes of assets, if approval of one-half or more of all Audit Committee members is not obtained, it 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.</p> <p>3. Public announcement and regulatory filing procedures: If the transaction amount of assets acquired or disposed of by the Company reaches the standard set by the securities authority, the performance unit shall input the announcement data into the Internet reporting system within the time limit set by the securities authority from the date of occurrence. The Company's related party transactions, derivative transactions, business mergers, divisions, acquisitions or share transfers shall be handled in accordance with the procedures in Section 3 to 5 of this chapter, in addition to the provisions of the preceding paragraph.</p>	
<p>Article 9. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NTD 300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date</p>	<p>Article 9. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NTD 300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date</p>	<p>Part of the content in the article is deleted to clearly specify the procedures and responsibilities of the external experts. Considering the actual time required to obtain a CPA's opinion in the construction industry, the</p>

After revision	Before revision	Description
<p>of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction in the future.</p> <p>Term definitions: Limited price: Refers to marketable real estate, and the value formed under the premise of the purpose of merging other rights and ownership other than the ownership of real property, or the division of real property that is against economic rationality.</p> <p>Specified price: Refers to marketable real estate based on the value formed under specific conditions.</p> <p>Special price: Refers to the estimated value of non-marketable real estate.</p> <p>2. Where the transaction amount is NTD 1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's results, unless all the appraisal results for the assets to be acquired</p>	<p>of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction in the future.</p> <p>Term definitions: Limited price: Refers to marketable real estate, and the value formed under the premise of the purpose of merging other rights and ownership other than the ownership of real property, or the division of real property that is against economic rationality.</p> <p>Specified price: Refers to marketable real estate based on the value formed under specific conditions.</p> <p>Special price: Refers to the estimated value of non-marketable real estate.</p> <p>2. Where the transaction amount is NTD 1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's results, unless all the appraisal results for the assets to be</p>	<p>deadline is extended.</p>

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<p>are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>(2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. However, where the publicly announced current value for the same period is used and no more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser. Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, <u>the report shall be obtained within 2 weeks</u> counting inclusively from the date of occurrence, and the certified public accountant's opinion under subparagraph 3 of the preceding</p>	<p>acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal <u>in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research</u>, and Development Foundation and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>(2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. However, where the publicly announced current value for the same period is used and no more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser. Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the report, <u>and</u> the certified public accountant's opinion under subparagraph 3 of the preceding paragraph, shall be obtained within 2 weeks counting inclusively from the date of</p>	

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<p>paragraph shall be obtained within two weeks counting inclusively from the receipt of the report.</p>	<p>occurrence.</p>	
<p>Article 10. When the Company acquires or disposes of securities, it shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NTD 300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the securities authority.</p>	<p>Article 10. When the Company acquires or disposes of securities, it shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NTD 300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the securities authority.</p>	<p>Part of the content in the article is deleted to clearly specify the procedures and responsibilities of the external experts.</p>
<p>Article 11. When the Company's acquisition or disposal of intangible assets or the right-of-use thereof, or membership exceeds 20 percent of the Company's paid-in-capital or NT\$ 3 billion, unless the transaction is conducted with domestic government bodies, the Company shall engage a certified public accountant to render an opinion on the reasonableness of the transaction price prior to the date of the event.</p>	<p>Article 11. When the Company's acquisition or disposal of intangible assets or the right-of-use thereof, or membership exceeds 20 percent of the Company's paid-in-capital or NT\$ 3 billion, unless the transaction is conducted with domestic government bodies, the Company shall engage a certified public accountant to render an opinion on the reasonableness of the transaction price prior to the date of event. <u>The certified public accountant shall handle relevant matters in accordance with the Statement of Auditing Standards No. 20 published by</u></p>	<p>Part of the content in the article is deleted to clearly specify the procedures and responsibilities that the external experts.</p>

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	<u>the Accounting Research and Development Foundation.</u>	
<p>Article 15. When a public company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NTD 300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until after the following matters have gained the approval of the Audit Committee and the approval of the Board of Directors:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17. 4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party. 5. Monthly cash flow forecasts for the year commencing from 	<p>Article 15. When a public company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NTD 300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until after the following matters have gained the approval of the Audit Committee and the approval of the Board of Directors:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17. 4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party. 5. Monthly cash flow forecasts for the year commencing from 	<p>Paragraphs 3 to 4 of the existing article are moved to Paragraphs 2 to 3 of the amended article. Paragraph 2 of the existing article are moved to Paragraph 5 of the amended article, and Paragraph 4 is added to strengthen the management of the transaction with related parties.</p>

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<p>the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Chairman of the Board shall be authorized to make a decision first within a limit of NTD 30 million and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>(1) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>(2) Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>When a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 1, the Board of Directors shall take</p>	<p>the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p><u>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 31, Paragraph 2 herein, and within the preceding year as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been agreed to by the Audit Committee and approved by the Board of Directors need not be counted toward the transaction amount.</u></p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Chairman of the Board shall be authorized to make a decision first within a limit of NTD 30 million and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>(1) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>(2) Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>When a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 1, the Board of Directors shall</p>	

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<p>each independent director's opinions into full consideration. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</p> <p><u>When the Company or its subsidiaries that are not public companies in Taiwan involve in a transaction mentioned in Paragraph 1, and the transaction amount exceeds 10 percent of the total capital held by the Company, the Company shall report all information specified in Paragraph 1 to the shareholders meeting for approval, and may only proceed to the signing of contracts or payments only after approval. However, the above shall not be subject to transactions between the Company, its parent company and subsidiaries, or between its subsidiaries. The calculation of the transaction amounts referred to in Paragraph 1 and the preceding paragraph shall be made in accordance with Article 31, Paragraph 2 herein, and within the preceding year as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been agreed to by the shareholders' meeting and the Audit Committee and approved by the Board of Directors need not be counted toward the transaction amount.</u></p>	<p>take each independent director's opinions into full consideration. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</p>	
<p>Article 31. Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce, and report the relevant information on the securities authority's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1. Acquisition or disposal of real</p>	<p>Article 31. Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the securities authority's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1. Acquisition or disposal of real</p>	<p>Loosened the requirements for information disclosure on certain transactions.</p>

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<p>property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NTD 300 million or more. However, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <ol style="list-style-type: none"> 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: <ol style="list-style-type: none"> (1) For a public company whose paid-in capital is less than NTD 10 billion, the transaction amount reaches NTD 500 million or more. (2) For a public company whose paid-in capital is NTD 10 billion or more, the transaction amount reaches NTD 1 billion or more. 5. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the 	<p>property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NTD 300 million or more. However, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <ol style="list-style-type: none"> 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: <ol style="list-style-type: none"> (1) For a public company whose paid-in capital is less than NTD 10 billion, the transaction amount reaches NTD 500 million or more. (2) For a public company whose paid-in capital is NTD 10 billion or more, the transaction amount reaches NTD 1 billion or more. 5. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction 	

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<p>transaction counterparty is not a related party, and the transaction amount reaches NTD 500 million; among such cases, if the public company has paid-in capital of NTD 10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NTD 1 billion or more.</p> <p>6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NTD 500 million.</p> <p>7. Where an asset transaction other than any of those referred to in the preceding six Subparagraph, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NTD 300 million. However, this shall not apply to the following circumstances:</p> <p>(1) Trading of government bonds <u>or foreign bonds with credit rating no less than the sovereign credit rating of Taiwan.</u></p> <p>(2) Where done by professional investors—securities trading on securities exchanges or OTC</p>	<p>counterparty is not a related party, and the transaction amount reaches NTD 500 million; among such cases, if the public company has paid-in capital of NTD 10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NTD 1 billion or more.</p> <p>6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NTD 500 million.</p> <p>7. Where an asset transaction other than any of those referred to in the preceding six Subparagraph, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NTD 300 million. However, this shall not apply to the following circumstances:</p> <p>(1) Trading of domestic government bonds.</p> <p>(2) Where done by professional investors—securities trading on securities exchanges or OTC</p>	

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<p>markets, or subscription of <u>foreign government bonds</u>, ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>or subscription or redemption of exchange traded note</u>, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>(3) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust).</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding 	<p>markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>(3) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust).</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding 	

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<p>year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>Within the preceding year as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these procedures need not be counted toward the transaction amount.</p> <p>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company, and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the securities authority by the 10th day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 days counting inclusively from the date of knowing of such error or omission.</p> <p>When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p>	<p>year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>Within the preceding year as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these procedures need not be counted toward the transaction amount.</p> <p>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company, and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the securities authority by the 10th day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 days counting inclusively from the date of knowledge of such error or omission.</p> <p>When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p>	

4. For the full amended Articles, please refer to page 85-107 of the Handbook.

5. Please resolve.

Resolution:

Extempore Motions

**Extempore
Motions**

Attachments

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.

Eastern Media International Corporation

Ethical Corporate Management Operational Procedures and Guidelines for the Conduct

Adopted on March 23, 2022

Article 1 Purpose and applicable scope

The Company conducts business activities based on the principles of fairness, honesty, faithfulness, and transparency. In order to carry out the ethical corporate management policies and actively prevent unethical conduct, the Company adopts these Ethical Corporate Management Operational Procedures and Guidelines for the Conduct pursuant to the provisions of its own Ethical Corporate Management Best Practice Principles and relevant laws and regulations of the territory where the Company and the Group are operating to prescribe matters that all personnel of the Company shall pay attention to when performing their duty.

These Procedures and Guidelines for the Conduct 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.

Article 2 Applicable subjects

The term "personnel of the Company" in these Procedures and Guideline refers to the Directors (including Independent Directors, the same below), managers, employees, mandataries, and substantial controllers of the Company and the Group.

Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.

Article 3 Unethical conduct

The term "unethical conduct" in these Procedures and Guidelines refers to the personnel of the Company directly or indirectly offer, promise to offer, request or accept any improper benefits, or commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty in order to acquire or maintain benefits when performing their duty.

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 4 Type of benefits

The benefits in these Procedures and Guidelines refers to money,

endowments, gifts, commissions, positions, services, preferential treatment, rebates, facilitating payment, entertainment, dining, or other valuable things of any type or in any name.

Article 5 Dedicated unit and responsibility

The Company establishes the Ethical Corporate Management Unit as the dedicated unit (hereinafter referred to as the “dedicated unit”) and avails it of adequate resources and staffs it with competent personnel responsible for the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. 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 prevention measures to ensure ethical management in accordance with the applicable laws and regulations.
2. Analyzing and assessing on a regular basis at 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.
7. Formulating and properly retaining relevant documentary information of ethical corporate management policies, statement of compliance, the commitment of implementation, and implementation status.

Article 6 Prohibition on offering or accepting improper benefits

Except under one of the following circumstances, when offering, accepting, promising to offer, or requesting the benefits stipulated in Article 4 directly or indirectly, the conduct of the given personnel of

the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for the Company and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. A normal social event attended or held for the purpose of inviting others on the basis of normal social etiquette, business purposes, or relationship promotion.
3. Invited or invite customers to participate in specific business events, factory visits, etc. for business purposes where the payment method for the expenses, the number of participants, the level of accommodation and the duration of the preceding events have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Other conduct that complies with the rules of the Company.

Article 7 Handling procedures for the acceptance of improper benefits

Except under any of the circumstances set forth in the preceding article, when being offered or promised to offer the benefits stipulated in Article 4 directly or indirectly by a third party, the personnel of the Company shall handle it in accordance with the following procedures:

1. If there is no relationship of interest between the party offering or promising to offer and the official duties of the personnel of the Company, he/she shall report to his/her immediate supervisor within 3 days from the acceptance of the benefit, and shall notify the dedicated unit if necessary.
2. If a relationship of interest does exist between the party offering or promising to offer the benefit and the official duties of the personnel of the Company, he/she shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the dedicated unit. When the benefit cannot be returned, the personnel shall refer the matter to the dedicated unit for handling within 3 days from the acceptance of the benefit.

The term “relationship of interest between the party offering or promising to offer and the official duties of the personnel of the Company”, as referred to in the preceding paragraph, refers to one of the following circumstances:

1. There exist the relationships of business dealings, direction, supervision, or subsidies (or rewards) for expenses, etc.

2. A contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other parties that will suffer a favorable or unfavorable impact as a result of the decision, execution, or non-execution of the Company's business.

The dedicated unit of the Company shall make a proposal, based on the nature and value of the benefits in Paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported to and approved by the Chairman.

Article 8 Prohibition on facilitating payment and the handling procedures thereof

Prohibition on and handling procedures for facilitating payments.

When being threatened or intimidated to offer or promise to pay for the facilitating payments, the personnel of the Company shall record the process and report to their immediate supervisor and notify the Company's dedicated unit.

The Company's dedicated unit shall immediately address the matter upon receipt of the aforementioned notification and review the relevant circumstances in order to reduce the risk of recurrence. Should any illegal activity be involved, it should be reported to the judicial authorities immediately.

Article 9 Political neutrality

The political donations made by the Company shall comply with the laws and regulations related to political donation in the recipient's country or region, and such donations shall not be made in exchange for commercial benefits or business advantages.

Article 10 Handling procedures for charitable donation or sponsorship

The charitable donations and sponsorships made by the Company shall meet with the following matters:

1. It shall comply with the laws and regulations of the territory where the Company and the Group are operating.
2. The decision-making process shall be recorded and kept in writing or digital format.
3. A charitable donation may not be a disguised form of bribery.
4. The returns received as a result of any sponsorship shall be specific and reasonable.
5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the donation.

The handling procedures for charitable donation or sponsorship in the preceding paragraph shall be adopted in accordance with the Company's Rules and Procedures of Board of Directors Meetings.

Article 11 1Avoid conflicts of interest

When 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 must not support one another improperly.

Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the meeting of the preceding paragraph, such Director shall be deemed to have a personal interest in the matter.

If, when conducting company business, any personnel of the Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, such personnel shall report the relevant matters to both his or her immediate supervisor and the dedicated unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of the Company may use the Company's resources on commercial activities out of the Company, nor may they compromise their job performance by participating in the commercial activities out of the Company.

Article 12 Organization and responsibilities of confidentiality regime

The Company sets up a dedicated unit which is in the charge of formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of the Company's trade secrets, trademarks, patents, works, and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of the Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, works and other intellectual properties of the Company unrelated to their individual duties.

Article 13 Prohibition on engaging in unfair competitive activities

The Company shall conduct business activities according to the Fair Trade Act and 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 14 Preventing products or services from damaging stakeholders

The Company shall collect and understand the relevant laws, regulations and international standards to be followed when providing products and services, and shall compile and publish matters that should be paid attention to, so as to make the personnel of the Company ensure the transparency of information about, and safety of their products and services in terms of research and development, procurement, manufacture, provision, or sale of products and services. The Company adopts and publishes on the corporate website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

When the media reports or there are facts confirming that the Company's products or services are hazardous to the safety and health of consumers or other stakeholders, the Company shall immediately investigate whether the facts are true and propose a review and improvement plan.

The dedicated unit of the Company shall report the matters in the preceding paragraph, the handling methods thereof, and the subsequent review and improvement measures to the Board of Directors.

Article 15 Prohibition of insider trading and non-disclosure agreement

The personnel of the Company shall adhere to the provisions of the Securities and Exchange Act and shall not take advantage of the undisclosed information known to them to engage in insider trading, nor shall they disclose it to others in order to prevent others from using such undisclosed information to engage in insider trading.

Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company known to them, and that they may not use such information without prior consent.

Article 16 Adherence and announcement of ethical corporate management policies

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 shall disclose its ethical corporate management policies in its internal rules, annual reports, on the Company's websites, and in other promotional materials, and shall make timely announcements of the policies in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical corporate management.

Article 17 Ethical corporate management evaluation prior to development of commercial relationships

The Company shall, prior to establish commercial relationship with other party, evaluate the legitimacy and ethical corporate policies of the agent, supplier, client, or other trading counterparties and whether any of them have been involved in unethical conduct to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or accept bribes.

When carrying out the evaluation under the preceding paragraph, the Company may adopt appropriate audit procedures to review the counterparty with which it will have commercial dealings with respect to the following matters, in order to understand the ethical corporate management of the counterparty:

1. The nationality, location of business operations, organizational structure, and management policy of the enterprise, and the place where it will make payment.
2. Whether or not the enterprise formulates its ethical corporate management policies and the implementation status thereof.
3. Whether enterprise's business operations are in a country with a high risk of corruption.
4. Whether the enterprise's business is in an industry with a high risk of bribery.
5. Long-term business status and the goodwill of the enterprise.
6. Consult the enterprise's business partners for their opinion on this enterprise.
7. Whether or not the enterprise has a record of being involved in unethical conduct such as bribery or illegal political donation.

Article 18 Explain ethical management policy to counterparties in commercial dealings

When engaging in a commercial dealing, the personnel of the Company shall explain the Company's ethical corporate management policies and relevant rules to the counterparty and shall clearly refuse to offer, promise to offer, request, or accept directly or indirectly, any improper benefit of any type or in any name.

Article 19 Avoid commercial dealings with unethical enterprises

All personnel of the Company shall avoid commercial dealings with an agent, supplier, client, or other trading counterparties that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical corporate management policies.

Article 20 Stipulate terms of ethical management in contracts

When entering into a contract with another party, the Company shall fully understand the party's ethical management status and include the adherence to the Company's ethical corporate management policies in the contract. The contract shall at least stipulate the followings:

1. When any party is aware of a person violating the provision of the prohibition on accepting commissions, rebates, or other improper benefits, it shall report the identity, the way and amount of offer, promise, request or acceptance, or other improper benefits to the counterparty immediately and shall provide relevant evidence to and cooperate fully with the investigation of the counterparty. Where any party suffers damage as a result, it may claim damages from the other party and may deduct the damages in full from the contract price payable.
2. In the event of any party in the commercial dealing is involved in unethical conduct, the other party may terminate or rescind the contracts at any time.
3. Stipulate specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21 Handling of unethical conduct by personnel of the Company

The Company encourages internal and external people to report unethical conduct or improper behaviors. It has set up and publicly announced on its website and the intranet, an independent whistleblowing mailbox, and hotline for the Company's internal and external people to use.

A whistleblower shall at least provide the following information:

1. The whistleblower's name and I.D. number (or he/she may report anonymously), and an address, telephone number, and e-mail address where he/she can be reached.
2. The informed party's name or other information sufficient to distinguish its identifying features
3. Specific evidence available for the investigation of illegal or improper activities. If the whistleblower fails to provide such evidence and does not make corrections within 30 days of notification or is unable to do so, the dedicated unit may decide

to reject the case as appropriate.

The personnel of the Company handling whistleblowing matters shall declare in writing that they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The Company's dedicated unit shall handle whistleblowing matters in accordance with following procedures:

1. Any affairs involving general employees shall be reported to department head; any affairs involving a Director or senior management shall be reported to the Independent Directors.
2. The Company's dedicated unit and the personnel being reported to the preceding subparagraph shall verify the relevant facts immediately and shall be assisted by legal compliance or other related departments.
3. If the informed party is verified to breach relevant laws, regulations or the provisions of the Company's ethical corporate management policies, the Company shall request the informed party to cease the conduct immediately and shall make an appropriate disposition. The Company shall report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
4. Case acceptance, investigation processes and investigation results shall be documented and retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
5. If a case is confirmed to be true, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
6. The dedicated unit of the Company shall report the whistleblowing matters, the handling methods thereof, and the subsequent review and improvement measures to the Board of Directors.

If a case is confirmed to be true and its contribution to the Company and the economic benefit generated is significant, the accepting unit may propose to the Chairman for approval of the award of the whistleblowing, the relevant regulations are as follows:

1. For a confirmed case, the whistleblower may be given a reward equivalent to five percent of the improper benefit of the case. However, the reward shall be up to a maximum of NT\$100,000

- per case.
2. If an improperly case is reported by several people jointly, the reward will be divided equally among all whistleblowers.
 3. If several people reported the same improperly case one after another with specific evidence attached, the first person to report the case shall receive the award.
 4. Those who report anonymously or under false names shall not be rewarded.
 5. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.

Article 22 Handling event of unethical conduct by others towards the Company

If any personnel of the Company discover that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, the Company shall additionally notify the governmental anti-corruption agency.

Article 23 Internal awareness sessions and establishment of a system for rewards, penalties, grievance system, and related disciplinary measures

The dedicated unit of the Company shall organize an awareness session each year and arrange for the Chairman, General Manager, or senior management to communicate the importance of ethics to its Directors, employees, and mandataries.

The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and grievance system.

If any personnel of the Company violate ethical conduct seriously, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article 24 Implementation

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the Board of Directors, and shall be delivered to each supervisor and reported to the shareholders meeting.

When these Procedures and Guidelines 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. If an Independent Director that is unable to attend a Board meeting in person to express objection or reservation, he shall provide a written opinion before the Board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the Board of Directors meeting minutes.

Eastern Media International Corporation Articles of Incorporation (after revision)

Amended on June 13, 2022

Chapter I General Provisions

Article 1 The Company is organized in accordance with the Company Act under the name 東森國際股份有限公司. Its English name is Eastern Media International Corporation.

Article 2 Businesses operated by the Company are as follows:

1. G406061 Harbor Cargoes Forwarding Services
2. A102060 Food Dealers
3. A102020 Agricultural Products Preparations
4. H701010 Housing and Building Development and Rental
5. H701040 Specific Area Development
6. H701050 Investment, Development and Construction in Public Construction
7. G801010 Warehousing
8. G403011 Vessel Rental
9. G101061 Automobile Cargo Transportation Business
10. G902011 Type II Telecommunications Business
11. J503010 Broadcast Program Production
12. J503020 Television Program Production
13. J503030 Broadcasting and Television Program Distribution
14. J503040 Broadcasting and Television Commercial
15. J503050 Video Tape Program
16. J506021 Satellite Channel Program Supply
17. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
18. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
19. F101061 Wholesale of Agricultural Products
20. F101081 Wholesale of Plant Seeds
21. F101111 Wholesale of Pets
22. F107041 Wholesale of Agro-pesticides
23. F108011 Wholesale of Traditional Chinese Medicine
24. F108021 Wholesale of Western Pharmaceutical
25. F108031 Wholesale of Medical Devices
26. F108051 Wholesale of Cosmetics Ingredients
27. F113060 Wholesale of Measuring Instruments
28. F201061 Retail Sale of Seedling
29. F201081 Retail Sale of Pets

- 30. F207041 Retail Sale of Agro-pesticides
- 31. F208011 Retail Sale of Traditional Chinese Medicine
- 32. F208021 Retail Sale of Western Pharmaceutical
- 33. F208031 Retail Sale of Medical Apparatus
- 34. F212011 Gas Stations
- 35. F212021 Fishing Vessels Gas Stations
- 36. F213050 Retail Sale of Measuring Instruments
- 37. F401071 Plant Seed Export and Import
- 38. A401031 Specific Pet Service
- 39. A101011 Seedling
- 40. ID01010 Measuring Instruments Certification
- 41. JA02051 Weights and Measuring Instruments Repair
- 42. D501010 Hot Spring Water Obtains and Provides
- 43. J901020 Regular Hotel
- 44. JZ99120 General Bathhouse
- 45. JZ99990 Unclassified Other Services
- 46. F102170 Wholesale of Foods and Groceries
- 47. F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 48. F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures
- 49. F106010 Wholesale of Hardware
- 50. F106020 Wholesale of Daily Commodities
- 51. F203010 Retail Sale of Food, Grocery and Beverage
- 52. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 53. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures
- 54. F206010 Retail Sale of Hardware
- 55. F206020 Retail Sale of Daily Commodities
- 56. F501030 Beverage Shops
- 57. F501060 Restaurants
- 58. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company has its head office in Taipei City, and sets up operations and management at various ports and terminals of Taiwan Province. When necessary, branches or business premises may be established domestically or abroad, and their establishment, modification and revocation shall be handled by the resolution of the Board of Directors.

Article 4 The Company may endorse or provide guarantees in accordance with laws and related regulations.

Article 4-1 Due to Company's business needs, its total amount of reinvestment

in other companies is not subject to the restrictions stipulated in Article 13 of the Company Act.

Chapter II Shares

- Article 5 The total capital of the Company is set at NTD 15 billion divided into 1.5 billion shares or ten New Taiwan Dollars per share, to be issued in installments.
- Article 6 The Company's stocks are all registered, signed or stamped by the Director representing the Company, and issued after obtaining certification according to law. The Company's shares are exempted from being in the form of printed stocks and the same shall apply to other priced securities, but the centralized securities custodial institution must be contacted for registration.
- Article 7 Renaming and transfer of stocks shall not be done within 60 days before the General Meeting of Shareholders, within 30 days before an interim shareholders meeting, or within 5 days before the base date when the Company has decided to distribute dividends and bonuses or other benefits.
- Article 8 When a shareholder wants to transfer shares, an application form for the transfer of shares shall be filled out, signed and sealed by the transferor and the transferee, and applied to the Company for transfer. Unless it is recorded in the Company's shareholder register, it cannot be transferred in opposition to the Company.
- Article 9 In the case of loss or destruction of stocks, this shall be handled in accordance with the Company Act and relevant laws and regulations.
- Article 10 If seals retained by the shareholders are lost or destroyed, they shall be reported immediately to the Company to be declared invalid, and a new seal certificate shall be checked and applied to the Company for a new seal.

Chapter III Shareholders' Meetings

- Article 11 Shareholders' meetings of the Company are of two types, namely general meetings and interim meetings. The general meeting is to be held once a year by the Board of Directors in accordance with the law within six months after the end of each fiscal year. Interim meetings shall be convened according to law when necessary.
- Article 11-1. When the Company holds a shareholders' meeting, the meeting may be held in means of visual communication, or other methods announced by the competent authorities.**
- Article 12 Shareholders of the Company shall have one voting right per share except in the case where the shares have no voting rights as

- stipulated in Article 179 of the Company Act.
- Article 13 A shareholder that will be absent of the meeting for a particular reason may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization. When one person is entrusted by two or more shareholders at the same time, the voting rights of his or her proxy shall not exceed 3% of the total number of shares issued; if it exceeds this level, the excess voting rights shall not be counted.
- Article 14 Unless otherwise stipulated by the Company Act, the resolutions of the shareholders' meeting shall be attended by shareholders representing more than half of the total number of shares, and shall be implemented with more than half of the voting rights of the shareholders present.
- Article 15 The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Company. When the Chairman is on leave or for any reason unable to exercise the powers of the chair, the Chairman shall appoint one of the directors to act as chair. If the Chairman does not appoint such a representative, the directors shall recommend one person from among themselves to act as chair. If convened by someone other than the Board of Directors, the convening party shall chair the meeting. When there are two or more conveners, one person from among them shall serve as chair.
- Article 15-1 The rules of procedure of the Company's shareholders' meeting shall be determined in accordance with the regulations of the competent authority and approved by the shareholders' meeting. The same shall be true for amendments.

Chapter IV Directors and Audit Committee

- Article 16 The Company shall have between 7 and 11 directors. The Board of Directors shall be elected from the list of director candidates for a term of three years and may be re-elected. The total shareholding ratio of all directors shall not be less than the provisions of the securities regulatory authority.
- In the election of directors of the Company, each share has the same voting rights as the number of directors to be elected. One person may be elected collectively, or a number of people may be distributed. Those with more voting rights represented by the votes obtained are elected as directors.
- The election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. Relevant matters such as the acceptance method and announcement of candidate nomination shall be handled in

accordance with the relevant laws and regulations of the Company Act and the Securities and Exchange Act. Independent directors and non-independent directors shall be elected together, and the number of elected positions shall be calculated separately. Among the aforementioned number of directors, the number of independent directors shall not be fewer than three and not less than one-fifth of the number of directors. Shareholders shall choose from the list of candidates for independent directors.

Regarding independent directors' professional qualifications, shareholdings, restrictions on concurrent positions, determination of independence, methods of nomination and selection, and other matters to be complied with, they shall be handled in accordance with the Company Act and relevant regulations of the securities authority.

The Company may purchase liability insurance for the directors' legal liability for the execution of the scope of business during their tenure.

Article 16-1 The Board of Directors of the Company shall convene at least once every quarter. The reason for the convening of the Board of Directors shall be stated and the directors shall be notified seven days in advance. However, when there is an emergency or something that cannot be resolved at a regular meeting, it may be called at any time. The notice of the convening of the Board of Directors can be done by written notification, e-mail, fax, or other methods.

Article 17 When organizing the Board of Directors, the Board shall elect a chairman from among the directors by a majority vote at a meeting attended by over two-thirds of the directors and approved by more than half of the directors present. The Chairman of the Board shall represent the Company externally.

When a director cannot attend a meeting of the Board of Directors for some reason, a proxy may be issued beforehand specifying the scope of authorization and entrusting another director to attend as a representative. The representative mentioned in the preceding paragraph shall be limited to entrustment of one person.

Article 18 In respect to the remuneration of directors, the Board of Directors is authorized to make decisions based on its degree of participation and contribution to the operation of the Company, and to negotiate with reference to industry standards.

Article 19 The functions and powers of the Board of Directors are as follows:

1. Approval of important Company rules.
2. Approval of the Company's business policies.
3. Compilation of the Company's budget and final accounts.

4. Drafting of the Company's profit distribution.
5. Planned capital increases or decreases for the Company.
6. Appointment and removal of important Company personnel.
7. Review of Company business reports.
8. Approval of the Company's important property and real estate purchases, construction, and disposal.
9. Review of the Company's external guarantees.
10. Other functions and powers granted by the shareholders' meeting in accordance with laws and regulations.

Article 20 The Company shall set up an Audit Committee to replace the authority of supervisors in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed exclusively of independent directors and number not be less than three. Among them, one shall act as convener and at least one shall have accounting or financial expertise. The exercise of its powers and other matters that shall be complied with shall be handled in accordance with the Company Act, Securities and Exchange Act, and relevant laws and regulations.

Chapter V Managers and Staff

Article 21 The Company appoints managers, whose appointment, removal and remuneration shall be made by the Board of Directors with a majority of the directors present and via a resolution approved by the majority of the directors present.

Article 22 The General Manager shall handle the Company's daily affairs in accordance with the orders of the Chairman and the resolutions of the Board of Directors.

Article 23 The Company may employ a number of consultants whose appointment, dismissal and remuneration shall be determined by the Board of Directors or authorized by the Chairman of the Board to be executed by the Board of Directors.

Article 24 The Company may purchase liability insurance for managers' legal liability for the execution of the scope of business during their tenure.

Chapter VI Accounting

Article 25 The Company sets a fiscal year from January 1st to December 31st. At the end of the fiscal year, the following forms are prepared and submitted to the Audit Committee for audit and review. With the consent of more than half of all members of the Audit Committee and after submitting the resolution of the Board of Directors, they shall be submitted to the General Meeting of Shareholders for approval.

Article 26

1. Business Report.
2. Financial Statements.
3. Proposals concerning profit distributions or covering of losses.

If the Company makes a profit during the year (referring to profit before tax minus the profit before the distribution of employee compensation), then after deducting any accumulated loss, 3.5% of the balance shall be allocated as employee compensation and the amount allocated shall be used as the current year's expense. Employees' remuneration is based on stocks or cash, subject to a special resolution of the Board of Directors and reporting to the regular shareholders meeting.

In respect to the Company's dividend policy, in order to cope with the Company's diversified operations and the capital expenditure required for future expansion of the scope of operations and long-term financial planning, it can be based on the needs of the business climate and industry changes and take into account the interests of shareholders, making appropriate assignments or reservations. Shareholders' dividends are allocated with distributable earnings. They shall not be less than 15% of the current year's distributable earnings and the cash dividend is not to be less than 10%. **However, the Company may be exempt from dividend distribution if distributable earnings per share is less than NT\$0.1.** The policy requires that all after tax earnings shall first offset any deficit, and 10% of the balance shall be set aside as legal reserve. The appropriation for legal reserve is discontinued when the balance of the legal reserve equals the amount of issued share capital. Aside from the aforesaid legal reserve, the Company may, under its articles of incorporation or as required by the government, appropriate a special reserve. If there is still a profit, and the undistributed profit at the beginning of the same period (including adjustment of the amount of undistributed profit), the Board of Directors shall prepare a profit distribution proposal and submit it to the General Meeting of Shareholders for resolution.

If the profit, legal reserve, and capital surplus in the preceding paragraph are issued in cash, they shall be authorized for distribution by resolution of Board of Directors with at least two-thirds of the directors present and more than half of the attending directors in agreement, and this shall be reported to the shareholders meeting. When issuing new shares, this shall be handled by a resolution of the shareholders meeting in accordance with theregulations.

Article 26-1

When the Company distributes dividends in accordance with the profit distribution plan, that portion of legal reserve exceeding

25% of the paid-in capital and all or part of the following capital reserve items may be used, with new shares or cash to be issued in proportion to the shareholders' original shares:

1. Income derived from the issue of new shares at a premium over par value.
2. Income from endowments received by the Company.

Chapter VII Supplementary Provisions

Article 27 The organizational rules and working rules of the Company and its subsidiaries shall be separately formulated by the Board of Directors.

Article 28 Matters not stipulated in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 29 This charter was established on April 25, 1975. The 1st amendment was on June 6, 1978. The 2nd amendment was on May 21, 1980. The 3rd amendment was on May 25th, 1982. The 4th amendment was on July 30, 1983. The 5th amendment was on May 15, 1984. The 6th amendment was on August 14, 1985. The 7th amendment was on May 6, 1988. The 8th amendment was on October 27, 1988. The 9th amendment was on June 15, 1989. The 10th amendment was on December 7, 1989. The 11th amendment was on April 26, 1990. The 12th amendment was on July 2, 1990. The 13th amendment was on June 6, 1991. The 14th amendment was on May 21, 1992. The 15th amendment was on August 24, 1992. The 16th amendment was on April 7, 1994. The 17th amendment was on May 12, 1995. The 18th amendment was on August 10, 1995. The 19th amendment was on June 24, 1996. The 20th amendment was on April 7, 1997. The 21st amendment was on April 15, 1998. The 22nd amendment was on May 24, 1999. The 23rd amendment was on May 11, 2000. The 24th amendment was on June 21, 2001. The 25th amendment was on June 24, 2002. The 26th amendment was on March 29, 2004. The 27th amendment was on June 29, 2005. The 28th amendment was on June 29, 2006. The 29th amendment was on May 30, 2007. The 30th amendment was on June 19, 2009. The 31st amendment was made on June 21, 2010. The 32nd amendment was on June 18, 2012. The 33rd amendment was on June 13, 2013. The 34th amendment was on June 23rd, 2014. The 35th amendment was on June 20, 2016. The 36th amendment was on May 11, 2017. The 37th amendment was on May 29th, 2019. The 38th amendment was on June 29, 2020. **The 39th amendment was on June 13, 2022.**

Eastern Media International Corporation Procedures for the Acquisition or Disposal of Assets (after revision)

Amended on June 13,2022

- Chapter I General Provisions
- Article 1 These Procedures are based on the relevant procedural guidelines announced by the securities authority.
- Article 2 When the Company acquires or disposes of assets, it should be handled in accordance with the provisions of these Procedures. However, if other laws provide otherwise, such regulations should be followed.
- Article 3 The term "assets" as used in these Procedures includes the following:
1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
 2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
 3. Memberships.
 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
 5. Right of use assets
 6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
 7. Derivatives.
 8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
 9. Other major assets.
- Article 4 The terms used in these Procedures are defined as follows:
1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
 2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or

acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.

3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Boards of directors' resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier. However, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign

competent authority and that is permitted to conduct securities business.

10. Net value of the most recent financial statements: Refers to the net value of a company's self-prepared consolidated financial statements (i.e. the net value of financial statements as of monthly settlement or the net value of the financial statements on the day of capital increase or decrease in the current month) and used to calculate the investment limit.

Article 5. Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the **self-discipline standards of the Company's associations** and the following:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When **executing** a case, they shall appropriately plan and execute adequate working procedures in order to produce a conclusion, and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. They shall undertake an item-by-item evaluation of the **appropriateness**, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.

4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is **appropriate and** reasonable, and that they have complied with applicable laws and regulations.

Chapter II Disposition Procedures

Section 1 Establishment of Disposition Procedures

Article 6 The Company has established these Procedures for the Acquisition or Disposal of Assets, and they shall be approved by one-half or more of all Audit Committee members and submitted to the Board of Directors for a resolution; and they shall be implemented after submission to the shareholders meeting for approval. The same shall apply for amendments.

During the Board discussion, the Board of Directors shall take into full consideration each independent director's opinions and include their clear opinions of agreement or opposition and the reasons for their opposition in the Board of Directors records. If an independent director objects to or expresses reservations about any matter, the Company shall send these objections to each independent director and report it to the shareholders meeting for discussion.

If approval of one-half or more of all Audit Committee members is not obtained, it 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.

Article 7 The Company shall specify the following items in its procedures for the acquisition or disposal of assets:

1. Appraisal procedures:

- (1) The acquisition or disposal of assets shall be based on the Company's business plan, long-term development strategy, and the government's industrial policy to formulate Company investment policies.
- (2) The relevant operating procedures for the acquisition or disposal of assets are handled in accordance with the Company's internal control system and the relevant regulations of the division of work matters.

2. Core decision procedures:

- (1) When acquiring or disposing of real estate, the Chairman of the Board shall designate the relevant authority and responsible department to consider the appraisal results and negotiate the transaction price through bidding, price comparison or bargaining. With the approval of the Audit

Committee, it shall be submitted to the Board of Directors after the resolution is passed. If the amount exceeds 10% of the capital of the Company, it shall be reported to the shareholders meeting.

- (2) The Chairman of the Board of Directors shall be authorized to deal with securities acquired or disposed of in the centralized trading market or the business premises of securities firms or other open markets. If the securities transaction balance reaches 20% of the Company's capital, it is subject to approval by the Audit Committee and then submitted to the Board of Directors for approval.
 - (3) For securities that are not acquired or disposed of in the centralized market or the business premises of securities firms or other open markets, the accumulated transaction amount of a single security within one year within NTD 30 million shall be carried out by the responsible department after approval in writing by the Chairman of the Board. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors for approval.
 - (4) For the acquisition or disposal of memberships or intangible assets, the transaction amount of a single item within NTD 30 million shall be carried out by the responsible department after approval in writing by the Chairman of the Board. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors for approval.
 - (5) For acquisition or disposal of right-of-use assets and other fixed assets, it shall be done by means of bidding, price comparison or negotiation, etc. When the transaction amount of a single item is within NTD 30 million it shall be done according to the Company's approval authority. If it exceeds NTD 30 million, it shall be approved by the Audit Committee and submitted to the Board of Directors for approval.
 - (6) When the Company acquires or disposes of assets, if approval of one-half or more of all Audit Committee members is not obtained, it 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.
3. Public announcement and regulatory filing procedures:
If the transaction amount of assets acquired or disposed of by the Company reaches the standard set by the securities authority, the

performance unit shall input the announcement data into the Internet reporting system within the time limit set by the securities authority from the date of occurrence.

The Company's related party transactions, derivative transactions, business mergers, divisions, acquisitions or share transfers shall be handled in accordance with the procedures in Sections 3 to 5 of this chapter, in addition to the provisions of the preceding paragraph.

Section 2 Acquisition or Disposal of Assets

Article 8 Requirements for total amounts of real property and right-of-use assets thereof not for business use and limits on individual securities:

1. The total amount of real estate and its right to use assets acquired by the Company that are not for business use shall not exceed 30% of the Company's net value of its most recent financial statements. The total amount of real estate and its right to use assets acquired by each subsidiary for non-business use shall not exceed 30% of the net value of its most recent financial statements.
2. The total amount of securities invested by the Company shall not exceed 200% of the net value of the Company's most recent financial statements. The investment limit for a single marketable security shall not exceed 100% of the net value of the Company's most recent financial statements.
3. The limits for each subsidiary to invest in securities shall follow the following regulations:
 - (1) The total amount of individual investment securities of each subsidiary shall not exceed 300% of the net value of the Company's most recent financial statements or 10% of the net value of the Company's most recent financial statements, whichever is higher.
 - (2) The limit for each subsidiary's individual investment in a single marketable security shall not exceed 300% of the net value of the Company's most recent financial statements or 10% of the Company's most recent financial statements, whichever is higher.
4. In the provisions of the preceding paragraphs concerning the limits of investments in securities by subsidiaries, when the total amount of individual investment securities of each subsidiary or the amount of individual investment of a single securities reaches 300% of the Company's net worth, the excess investment shall be submitted to the Company's Board of Directors for resolution before being handled.

Article 9 In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the

Company's paid-in capital or NTD 300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.

Term definitions:

Limited price: Refers to marketable real estate, and the value formed under the premise of the purpose of merging other rights and ownership other than the ownership of real property, or the division of real property that is against economic rationality.

Specified price: Refers to marketable real estate based on the value formed under specific conditions.

Special price: Refers to the estimated value of non-marketable real estate.

2. Where the transaction amount is NTD 1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - (1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - (2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.

4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. However, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the report, shall be obtained within 2 weeks counting inclusively from the date of occurrence, and the certified public accountant's opinion under Subparagraph 3 of the preceding paragraph **shall be obtained within 2 weeks counting inclusively from the receipt of the report.**

Article 10 When the Company acquires or disposes of securities it shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NTD 300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the securities authority.

Article 11 Where a public company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NTD 300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation.

Article 12 The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 31, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction

amount.

Article 13 When the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Section 3 Related Party Transactions

Article 14 When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 12 herein.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 15 When a public company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NTD 300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until after the following matters have gained the approval of the Audit Committee and the approval of the Board of Directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the

necessity of the transaction, and reasonableness of the funds utilization.

6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Chairman of the Board shall be authorized to make a decision first within a limit of NTD 30 million and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:

- (1) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
- (2) Acquisition or disposal of real property right-of-use assets held for business use.

When a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.

When the Company or its subsidiaries that are not public companies in Taiwan involve in a transaction mentioned in Paragraph 1 and the transaction amount exceeds 10% of the total capital held by the Company, the Company shall report all information specified in Paragraph 1 to the shareholders meeting for approval, and may only proceed to the signing of contracts or payments only after approval. However, the above shall not be subject to transactions between the Company, its parent company and subsidiaries, or between its subsidiaries.

The calculation of the transaction amounts referred to in **Paragraph 1** and the preceding paragraph shall be made in accordance with Article 31, Paragraph 2 herein, and within the preceding year as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been agreed to by **the shareholders' meeting** and the Audit Committee and approved by the Board of Directors need not be counted toward the transaction amount.

Article 16 When the Company acquires real property or right-of-use assets thereof from a related party, it shall evaluate the reasonableness of the transaction costs by the following means:

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted

average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
3. Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
4. When the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where a public company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

- (1) The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
- (2) More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
- (3) The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
- (4) The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 17 When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 18. However, where the following

circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
2. When the Company, in acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 18 When the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:

1. A special reserve shall be set aside in accordance with the Securities and Exchange Act and may not be distributed or used for capital increase or issuance of bonus shares. When the Company uses the equity method to account for its investment in another company, then the special reserve called for under the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.
2. Independent Directors of the Audit Committee shall comply with Article 218 of the Company Act.
3. Actions taken pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

A public company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the securities authority has given its consent.

When a public company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.

Section 4 Engaging in Derivatives Trading

Article 19 The trading principles and guidelines for the Company to engage in derivatives transactions:

1. Purpose of transaction:
 - (1) Non-trading-oriented: refers to derivatives that avoid the risks of changes in existing assets or liabilities, expected transactions or fixed commitments, such as interest rates, exchange rates, and prices (hedging).
 - (2) Trading-oriented: refers to derivatives that earn interest rate, exchange rate and price differences (non-hedging).
2. Types of derivative transactions that may be traded:
 - (1) These Procedures are applicable to any transaction contract whose commodity value is derived from commodities such as assets, interest rates, exchange rates, indices or other interests (such as forward contracts, options, futures, exchanges, and compound contracts formed by combining the above commodities, etc.).
 - (2) Bond margin trading.

3. Operations or hedging strategies: The performance unit proposes an execution plan based on the market outlook and meets the Company's operational needs. After the financial investment team has reviewed it, it is reported to the chairman for approval, and reviewed and revised at any time.
4. Performance unit:
 - (1) In order to ensure the decision-making quality and implementation effectiveness of various derivative transactions, the chairman shall authorize the General Manager to convene relevant personnel to set up a financial investment team to be responsible for the evaluation and review of various derivative transaction plans.
 - (2) Derivative transactions shall be planned by various business departments, reviewed by the financial investment team and approved by the Chairman of the Board, and approved by more than half of all members of the Audit Committee, and implemented after being submitted to the Board of Directors for approval.
5. Segregation of duties:
 - (1) Within the scope of the approved execution plan, the financial investment team shall authorize the head of the transaction execution department to verify the execution of the transaction in accordance with the group's authorization and approval authority.
 - (2) The transaction execution department shall periodically submit a report to the financial investment team and submit it to the Chairman of the Board for approval after review.
 - (3) The financial investment team must always pay attention to the supervision and control of derivative transaction risks.
 - (4) The audit unit shall regularly check whether the operation of each transaction complies with the requirements of these Procedures.
 - (5) The financial investment team shall report to the Chairman of the Board and the Board of Directors immediately when a major abnormality occurs in operations or transactions and take necessary countermeasures.
6. Essentials of performance evaluation:
 - (1) Regularly assess and confirm whether the actual profit or loss is within the scope of the original approved evaluation plan.
 - (2) Regularly assess and confirm whether the actual profit or loss rate is within the originally approved range.
 - (3) Regularly evaluate and confirm whether to adjust the profit and stop loss point settings in accordance with market

dynamics.

- (4) The General Manager may, if necessary, make a proposal to reward members of the investment team when the performance of the derivative trading operations is better than the scheduled target, and report to the chairman for approval.
7. Total contract amount: The total amount of derivative contracts shall not exceed 100% of the Company's current capital.
 - (1) The total amount of derivative contracts for the purpose of hedging transactions shall not exceed 100% of the Company's current capital.
 - (2) The total amount of derivative contracts for the purpose of non-hedging transactions shall not exceed 100% of the Company's current capital.
8. Maximum loss limits:

The total losses of all derivatives contracts for the current year shall not exceed 20% of the Company's current capital. The losses of individual derivative contracts shall not exceed 20% of the transaction amount of individual contracts.

Article 20 Internal control and risk management measures.

1. Internal Control
 - (1) Transaction personnel and confirmation and delivery personnel shall not serve concurrently.
 - (2) Records shall be kept of each transaction and used to verify transaction details.
 - (3) The trader should record each transaction in the transaction ledger, and in addition to sending it to the accounting office for confirmation and entry, it should be recorded in the total list of open positions and archived for future reference.
 - (4) Weekly/monthly statements of holding positions and monthly statements of transaction records should be prepared regularly.
 - (5) Accountants should regularly check accounts with correspondent banks or brokers.
 - (6) Accountants should check whether the total transaction amount exceeds the authorized amount.
 - (7) The holding position of derivatives should be assessed once a week (hedging once every two weeks), and should be submitted to the financial investment team and the chairman for review.
 - (8) The Board of Directors shall authorize the chairman to supervise various investment operations of the financial investment team. The financial investment team should also regularly report on its performance to the Board of

Directors.

2. Risk management measures: When engaging in derivative transactions, attention shall be continually paid to the management and control of the following risks.
 - (1) Credit risk management: refers to the possible losses that may occur when the transaction partner fails to fulfill the contract when the market conditions change substantially. (This risk should be assessed on the basis of replacement cost.). Transaction counterparties are limited to banks and brokers that have signed a transaction contract with the Company and can provide professional information and market conditions. (Credit risk may occur when the market moves in favor of oneself; otherwise this is considered as market risk)
 - (2) Market risk management: The fluctuation of the delivery price and market price, including whether the trend of interest rate, exchange rate and index is as expected, should be appropriately monitored.
 - (3) Liquidity risk management: involves rigorous cash flow management, including the amount and timing of future cash flows.
 - (4) Operational risk management: Employ professional operations personnel, and do it in accordance with operating procedures and rights and responsibilities, to avoid excessive trust in experience and professional knowledge; the audit unit should conduct inspections by correspondence or other means.
 - (5) Legal risk management: When traders conduct transactions with brokers or banks, complete records should be kept on file to clarify responsibility.

Article 21 Internal Audit System

1. Auditors should regularly understand the adequacy of the internal control of derivative transactions, and regularly check whether the transaction personnel have handled them in accordance with regulations. If a major violation is found, the Audit Committee shall be notified in writing.
2. Auditors should supervise transactions and profit and loss situations, and should report to the latest Board of Directors immediately when any abnormalities are found.
3. The internal audit plan and implementation results of the same year shall be reported to the securities authority before the end of February of the following year.

Article 22 When the Company engages in derivative transactions, it shall establish a log book. The types and amounts of derivative transactions,

the date of approval by the Board of Directors, and other matters that should be carefully evaluated shall be published in the log book for reference.

Section 5 Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

Article 23 When the Company conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the Board of Directors to resolve on the matter, it shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by a public company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

Article 24 When the Company participates in a merger, demerger, acquisition, or transfer of shares, it shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. However, where a provision of another act exempts the Company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the Company shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 25 When the Company participates in a merger, demerger, or acquisition, it shall convene a Board of Directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the securities authority is notified in advance of extraordinary circumstances and grants consent.

A company participating in a transfer of shares shall call a Board of Directors meeting on the day of the transaction, unless another act

provides otherwise or the securities authority is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a Board of Directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of Board of Directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the securities authority for recommendation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

Article 26 Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

Article 27 When participating in a merger, demerger, acquisition, or transfer of shares, the Company may not arbitrarily alter the share exchange ratio

or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets, that affects the Company's financial operations.
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 28 The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 29 After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer;

except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the Board of Directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

Article 30 Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 25, Article 26, and the preceding article.

Chapter III Public Disclosure of Information

Article 31 Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the securities authority's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:

1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NTD 300 million or more. However, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - (1) For a public company whose paid-in capital is less than NTD 10 billion, the transaction amount reaches NTD 500 million or more.
 - (2) For a public company whose paid-in capital is NTD 10 billion or more, the transaction amount reaches NTD 1 billion or more.
5. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NTD 500

million; among such cases, if the public company has paid-in capital of NTD 10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NTD 1 billion or more.

6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NTD 500 million.
7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NTD 300 million. However, this shall not apply to the following circumstances:

- (1) Trading of government bonds **or foreign bonds with credit rating no less than the sovereign credit rating of Taiwan.**
- (2) Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of **foreign government bonds,** ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, **or subscription or redemption of exchange traded note,** or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
- (3) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.

3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount.

The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the securities authority by the 10th day of each month.

When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.

Article 32 Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the securities authority within 2 days counting inclusively from the date of occurrence of the event:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. Change to the originally publicly announced and reported information.

Chapter IV Additional Provisions

Article 33 The relevant authorities of the Company shall supervise the acquisition or disposal of assets by subsidiaries. If a subsidiary of the Company acquires or disposes of assets that require an announcement as in the

previous chapter, it shall inform the parent company of the public offering before the date of the occurrence, and report the relevant information to the parent company of the public offering on the date of the occurrence.

Article 34 Information required to be publicly announced and reported in accordance with the provisions of the preceding Chapter on acquisitions and disposals of assets by the Company's subsidiary that is not itself a public company shall be reported by the Company.

The paid-in capital or total assets of the public parent company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 31, paragraph 1.

Article 35 For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. In the case where the Company's shares have no par value or a par value other than NTD 10—for the calculation of transaction amounts of 20 percent of paid-in capital under these Procedures, 10 percent of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Procedures regarding transaction amounts relative to paid-in capital of NTD 10 billion, NTD 20 billion of equity attributable to owners of the parent shall be substituted.

Article 36 The penalties for relevant personnel who violate the Company's Procedures for the Acquisition or Disposal of Assets shall be handled in accordance with the relevant provisions of the Company's employee work rules.

Article 37 If there are matters not covered in these Procedures or otherwise stipulated by laws and regulations, they shall be handled in accordance with relevant laws and regulations and relevant Company rules.

Appendices

Eastern Media International Corporation Articles of Incorporation

Chapter I General Provisions

- Article 1 The Company is organized in accordance with the Company Act under the name 東森國際股份有限公司. Its English name is Eastern Media International Corporation.
- Article 2 Businesses operated by the Company are as follows:
1. G406061 Harbor Cargoes Forwarding Services
 2. A102060 Food Dealers
 3. A102020 Agricultural Products Preparations
 4. H701010 Housing and Building Development and Rental
 5. H701040 Specific Area Development
 6. H701050 Investment, Development and Construction in Public Construction
 7. G801010 Warehousing
 8. G403011 Vessel Rental
 9. G101061 Automobile Cargo Transportation Business
 10. G902011 Type II Telecommunications Business
 11. J503010 Broadcast Program Production
 12. J503020 Television Program Production
 13. J503030 Broadcasting and Television Program Distribution
 14. J503040 Broadcasting and Television Commercial
 15. J503050 Video Tape Program
 16. J506021 Satellite Channel Program Supply
 17. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
 18. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
 19. F101061 Wholesale of Agricultural Products
 20. F101081 Wholesale of Plant Seeds
 21. F101111 Wholesale of Pets
 22. F107041 Wholesale of Agro-pesticides
 23. F108011 Wholesale of Traditional Chinese Medicine
 24. F108021 Wholesale of Western Pharmaceutical
 25. F108031 Wholesale of Medical Devices
 26. F108051 Wholesale of Cosmetics Ingredients
 27. F113060 Wholesale of Measuring Instruments
 28. F201061 Retail Sale of Seedling
 29. F201081 Retail Sale of Pets
 30. F207041 Retail Sale of Agro-pesticides
 31. F208011 Retail Sale of Traditional Chinese Medicine
 32. F208021 Retail Sale of Western Pharmaceutical

- 33. F208031 Retail Sale of Medical Apparatus
- 34. F212011 Gas Stations
- 35. F212021 Fishing Vessels Gas Stations
- 36. F213050 Retail Sale of Measuring Instruments
- 37. F401071 Plant Seed Export and Import
- 38. A401031 Specific Pet Service
- 39. A101011 Seedling
- 40. ID01010 Measuring Instruments Certification
- 41. JA02051 Weights and Measuring Instruments Repair
- 42. D501010 Hot Spring Water Obtains and Provides
- 43. J901020 Regular Hotel
- 44. JZ99120 General Bathhouse
- 45. JZ99990 Unclassified Other Services
- 46. F102170 Wholesale of Foods and Groceries
- 47. F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 48. F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures
- 49. F106010 Wholesale of Hardware
- 50. F106020 Wholesale of Daily Commodities
- 51. F203010 Retail Sale of Food, Grocery and Beverage
- 52. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 53. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures
- 54. F206010 Retail Sale of Hardware
- 55. F206020 Retail Sale of Daily Commodities
- 56. F501030 Beverage Shops
- 57. F501060 Restaurants
- 58. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company has its head office in Taipei City, and sets up operations and management at various ports and terminals of Taiwan Province. When necessary, branches or business premises may be established domestically or abroad, and their establishment, modification and revocation shall be handled by the resolution of the Board of Directors.

Article 4 The Company may endorse or provide guarantees in accordance with laws and related regulations.

Article 4-1 Due to Company's business needs, its total amount of reinvestment in other companies is not subject to the restrictions stipulated in Article 13 of the Company Act.

Chapter II Shares

- Article 5 The total capital of the Company is set at NTD 15 billion divided into 1.5 billion shares or ten New Taiwan Dollars per share, to be issued in installments.
- Article 6 The Company's stocks are all registered, signed or stamped by the Director representing the Company, and issued after obtaining certification according to law. The Company's shares are exempted from being in the form of printed stocks and the same shall apply to other priced securities, but the centralized securities custodial institution must be contacted for registration.
- Article 7 Renaming and transfer of stocks shall not be done within 60 days before the General Meeting of Shareholders, within 30 days before an interim shareholders meeting, or within 5 days before the base date when the Company has decided to distribute dividends and bonuses or other benefits.
- Article 8 When a shareholder wants to transfer shares, an application form for the transfer of shares shall be filled out, signed and sealed by the transferor and the transferee, and applied to the Company for transfer. Unless it is recorded in the Company's shareholder register, it cannot be transferred in opposition to the Company.
- Article 9 In the case of loss or destruction of stocks, this shall be handled in accordance with the Company Act and relevant laws and regulations.
- Article 10 If seals retained by the shareholders are lost or destroyed, they shall be reported immediately to the Company to be declared invalid, and a new seal certificate shall be checked and applied to the Company for a new seal.

Chapter III Shareholders' Meetings

- Article 11 Shareholders' meetings of the Company are of two types, namely general meetings and interim meetings. The general meeting is to be held once a year by the Board of Directors in accordance with the law within six months after the end of each fiscal year. Interim meetings shall be convened according to law when necessary.
- Article 12 Shareholders of the Company shall have one voting right per share except in the case where the shares have no voting rights as stipulated in Article 179 of the Company Act.
- Article 13 A shareholder that will be absent of the meeting for a particular reason may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization. When one person is entrusted by two or more shareholders at the same time, the voting rights of his or her

- proxy shall not exceed 3% of the total number of shares issued; if it exceeds this level, the excess voting rights shall not be counted.
- Article 14 Unless otherwise stipulated by the Company Act, the resolutions of the shareholders' meeting shall be attended by shareholders representing more than half of the total number of shares, and shall be implemented with more than half of the voting rights of the shareholders present.
- Article 15 The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Company. When the Chairman is on leave or for any reason unable to exercise the powers of the chair, the Chairman shall appoint one of the directors to act as chair. If the Chairman does not appoint such a representative, the directors shall recommend one person from among themselves to act as chair. If convened by someone other than the Board of Directors, the convening party shall chair the meeting. When there are two or more conveners, one person from among them shall serve as chair.
- Article 15-1 The rules of procedure of the Company's shareholders' meeting shall be determined in accordance with the regulations of the competent authority and approved by the shareholders' meeting. The same shall be true for amendments.

Chapter IV Directors and Audit Committee

- Article 16 The Company shall have between 7 and 11 directors. The Board of Directors shall be elected from the list of director candidates for a term of three years and may be re-elected. The total shareholding ratio of all directors shall not be less than the provisions of the securities regulatory authority.
- In the election of directors of the Company, each share has the same voting rights as the number of directors to be elected. One person may be elected collectively, or a number of people may be distributed. Those with more voting rights represented by the votes obtained are elected as directors.
- The election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. Relevant matters such as the acceptance method and announcement of candidate nomination shall be handled in accordance with the relevant laws and regulations of the Company Act and the Securities and Exchange Act. Independent directors and non-independent directors shall be elected together, and the number of elected positions shall be calculated separately. Among the aforementioned number of directors, the number of independent directors shall not be fewer than three and not less

than one-fifth of the number of directors. Shareholders shall choose from the list of candidates for independent directors.

Regarding independent directors' professional qualifications, shareholdings, restrictions on concurrent positions, determination of independence, methods of nomination and selection, and other matters to be complied with, they shall be handled in accordance with the Company Act and relevant regulations of the securities authority.

The Company may purchase liability insurance for the directors' legal liability for the execution of the scope of business during their tenure.

Article 16-1

The Board of Directors of the Company shall convene at least once every quarter. The reason for the convening of the Board of Directors shall be stated and the directors shall be notified seven days in advance. However, when there is an emergency or something that cannot be resolved at a regular meeting, it may be called at any time. The notice of the convening of the Board of Directors can be done by written notification, e-mail, fax, or other methods.

Article 17

When organizing the Board of Directors, the Board shall elect a chairman from among the directors by a majority vote at a meeting attended by over two-thirds of the directors and approved by more than half of the directors present. The Chairman of the Board shall represent the Company externally.

When a director cannot attend a meeting of the Board of Directors for some reason, a proxy may be issued beforehand specifying the scope of authorization and entrusting another director to attend as a representative. The representative mentioned in the preceding paragraph shall be limited to entrustment of one person.

Directors residing abroad may entrust other shareholders residing in the country in writing to attend the Board of Directors regularly as representatives. However, registration shall be applied to the competent authority, and the same applies for changes.

Article 18

In respect to the remuneration of directors, the Board of Directors is authorized to make decisions based on its degree of participation and contribution to the operation of the Company, and to negotiate with reference to industry standards.

Article 19

The functions and powers of the Board of Directors are as follows:

1. Approval of important Company rules.
2. Approval of the Company's business policies.
3. Compilation of the Company's budget and final accounts.
4. Drafting of the Company's profit distribution.
5. Planned capital increases or decreases for the Company.

6. Appointment and removal of important Company personnel.
7. Review of Company business reports.
8. Approval of the Company's important property and real estate purchases, construction, and disposal.
9. Review of the Company's external guarantees.
10. Other functions and powers granted by the shareholders' meeting in accordance with laws and regulations.

Article 20 The Company shall set up an Audit Committee to replace the authority of supervisors in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed exclusively of independent directors and number not be less than three. Among them, one shall act as convener and at least one shall have accounting or financial expertise. The exercise of its powers and other matters that shall be complied with shall be handled in accordance with the Company Act, Securities and Exchange Act, and relevant laws and regulations.

Chapter V Managers and Staff

Article 21 The Company appoints managers, whose appointment, removal and remuneration shall be made by the Board of Directors with a majority of the directors present and via a resolution approved by the majority of the directors present.

Article 22 The General Manager shall handle the Company's daily affairs in accordance with the orders of the Chairman and the resolutions of the Board of Directors.

Article 23 The Company may employ a number of consultants whose appointment, dismissal and remuneration shall be determined by the Board of Directors or authorized by the Chairman of the Board to be executed by the Board of Directors.

Article 24 The Company may purchase liability insurance for managers' legal liability for the execution of the scope of business during their tenure.

Chapter VI Accounting

Article 25 The Company sets a fiscal year from January 1st to December 31st. At the end of the fiscal year, the following forms are prepared and submitted to the Audit Committee for audit and review. With the consent of more than half of all members of the Audit Committee and after submitting the resolution of the Board of Directors, they shall be submitted to the General Meeting of Shareholders for approval.

1. Business Report.

2. Financial Statements.
3. Proposals concerning profit distributions or covering of losses.

Article 26

If the Company makes a profit during the year (referring to profit before tax minus the profit before the distribution of employee compensation), then after deducting any accumulated loss, 3.5% of the balance shall be allocated as employee compensation and the amount allocated shall be used as the current year's expense. Employees' remuneration is based on stocks or cash, subject to a special resolution of the Board of Directors and reporting to the regular shareholders meeting.

In respect to the Company's dividend policy, in order to cope with the Company's diversified operations and the capital expenditure required for future expansion of the scope of operations and long-term financial planning, it can be based on the needs of the business climate and industry changes and take into account the interests of shareholders, making appropriate assignments or reservations. Shareholders' dividends are allocated with distributable earnings. They shall not be less than 15% of the current year's distributable earnings and the cash dividend is not to be less than 10%. The policy requires that all after tax earnings shall first offset any deficit, and 10% of the balance shall be set aside as legal reserve. The appropriation for legal reserve is discontinued when the balance of the legal reserve equals the amount of issued share capital. Aside from the aforesaid legal reserve, the Company may, under its articles of incorporation or as required by the government, appropriate a special reserve. If there is still a profit, and the undistributed profit at the beginning of the same period (including adjustment of the amount of undistributed profit), the Board of Directors shall prepare a profit distribution proposal and submit it to the General Meeting of Shareholders for resolution.

If the profit, legal reserve, and capital surplus in the preceding paragraph are issued in cash, they shall be authorized for distribution by resolution of Board of Directors with at least two-thirds of the directors present and more than half of the attending directors in agreement, and this shall be reported to the shareholders meeting. When issuing new shares, this shall be handled by a resolution of the shareholders meeting in accordance with theregulations.

Article 26-1

When the Company distributes dividends in accordance with the profit distribution plan, that portion of legal reserve exceeding 25% of the paid-in capital and all or part of the following capital reserve items may be used, with new shares or cash to be issued in

proportion to the shareholders' original shares:

1. Income derived from the issue of new shares at a premium over par value.
2. Income from endowments received by the Company.

Chapter VII Supplementary Provisions

Article 27 The organizational rules and working rules of the Company and its subsidiaries shall be separately formulated by the Board of Directors.

Article 28 Matters not stipulated in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 29 This charter was established on April 25, 1975. The 1st amendment was on June 6, 1978. The 2nd amendment was on May 21, 1980. The 3rd amendment was on May 25th, 1982. The 4th amendment was on July 30, 1983. The 5th amendment was on May 15, 1984. The 6th amendment was on August 14, 1985. The 7th amendment was on May 6, 1988. The 8th amendment was on October 27, 1988. The 9th amendment was on June 15, 1989. The 10th amendment was on December 7, 1989. The 11th amendment was on April 26, 1990. The 12th amendment was on July 2, 1990. The 13th amendment was on June 6, 1991. The 14th amendment was on May 21, 1992. The 15th amendment was on August 24, 1992. The 16th amendment was on April 7, 1994. The 17th amendment was on May 12, 1995. The 18th amendment was on August 10, 1995. The 19th amendment was on June 24, 1996. The 20th amendment was on April 7, 1997. The 21st amendment was on April 15, 1998. The 22nd amendment was on May 24, 1999. The 23rd amendment was on May 11, 2000. The 24th amendment was on June 21, 2001. The 25th amendment was on June 24, 2002. The 26th amendment was on March 29, 2004. The 27th amendment was on June 29, 2005. The 28th amendment was on June 29, 2006. The 29th amendment was on May 30, 2007. The 30th amendment was on June 19, 2009. The 31st amendment was made on June 21, 2010. The 32nd amendment was on June 18, 2012. The 33rd amendment was on June 13, 2013. The 34th amendment was on June 23rd, 2014. The 35th amendment was on June 20, 2016. The 36th amendment was on May 11, 2017. The 37th amendment was on May 29th, 2019. The 38th amendment was on June 29, 2020.

Eastern Media International Corporation Rules of Procedure for Shareholders' Meetings

Amended at the General Meeting of Shareholders of June 13, 2013

1. The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
2. The Company shall specify in the meeting notice the time and location of the registration office for shareholders as well as other matters to be noted. The aforementioned time for accepting the registration of the shareholders shall be processed at least 30 minutes before the start of the meeting, and the registration office shall be clearly marked and appropriate. Adequate and qualified personnel shall be provided to handle this matter. A shareholder shall attend the general meeting in person or in proxy (hereinafter referred to as the "Shareholders") with the attendance certificate, sign-in card or other certificate of attendance. The proxy acting on behalf of the shareholder shall provide ID document for verification. The Company shall have a visitors' book for the attending shareholders (or proxies) to sign in, or the attending shareholders (or proxies) shall hand in sign-in cards instead. The number of attending shares is calculated based on the signature book or the handed in sign-in card plus the number of shares exercised in writing or electronically. Sign-in cards and proxy forms for proxy attendance shall be retained for at least one year.
3. Attendance and voting at a shareholders meeting shall be calculated based on the number of shares. The shares held by any shareholder without voting rights shall not be included in the total number of outstanding shares while voting on resolutions at the shareholders' meeting. A shareholder shall abstain from exercise of voting rights for himself/herself or on behalf of another shareholder in respect of any proposed matter for consideration at a general meeting if he/she bears personal interest therein that may conflict with and impair the interest of the Company. The shares represented by the voting rights contained in the preceding paragraph shall not be counted in the number of votes of the shareholders present at the said meeting. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

4. The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
5. If a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise the powers of the presiding chair, the Chairman shall appoint one of the directors to act as presiding chair. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as presiding chair. For a shareholders' meeting convened by the Board of Directors, it is advisable for more than half of the directors of the board to attend in person.

If the presiding chair in the preceding paragraph is represented by a director, this shall be a director who has served for more than six months and understands the Company's financial and business conditions. The same applies if the presiding chair is the representative of a corporate director.

If the shareholders' meeting is convened by a convening party other than the Board of Directors, the convener shall be the presiding chair. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
6. The Company may appoint the designated counsel, CPAs, or other related persons to attend the meeting.

Staff handling the administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
7. This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
8. When the meeting time has arrived and shareholders (or proxies) representing more than half of the total issued shares are present, the presiding chair shall announce the meeting. If the meeting time has arrived and the number of represented shares is less than the stipulated amount, the presiding chair may announce a postponement of the meeting. The number of postponements is limited to two, and the total postponement time shall not exceed one hour.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act;

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

9. If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions).

After the meeting is adjourned, shareholders may not elect a new presiding chair to continue the meeting at the meeting site or at another venue. However, if the presiding chair announces the adjournment of the meeting in violation of the rules of procedure, then with the approval of more than half of the voting rights of shareholders present, one person may be elected as presiding chair to continue the meeting.

10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder (or proxy) in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

11. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

12. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

13. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
14. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote
15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. The result of the voting shall be reported on the spot and recorded.
16. When a meeting is in progress, the chair may announce a break based on time considerations.
17. Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. (or proxies).
At the time of voting, if there is no objection after consultation by the presiding chair, it shall be deemed as passed, and its effect is the same as that of voting.
18. When there is an amendment or an 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. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
19. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor".
20. Matters left unresolved in these Rules of Procedure shall be handled in accordance with relevant government laws and regulations and the Company's Articles of Incorporation.
21. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Eastern Media International Corporation Shareholding of Directors

Job Title	Name of shareholders	Representative	Book closure date prior to the 2022 Shareholders' Meeting The number of shares held (2022.04. 15)	
			Shares	Percentage %
Chairman	Far Rich International Corporation	Liao Shang-Wen	22,779,378	4.307
Director	Far Rich International Corporation	Chiu Chao-Hsin	22,779,378	4.307
Director	Ding-Fong Broadcasting Co., Ltd.	Tsai Kao-Ming	6,617,870	1.251
Director	Ding-Fong Broadcasting Co., Ltd.	Chen Ching-Chi	6,617,870	1.251
Independent Director	Li Kun-Chang		0	0.000
Independent Director	Chen Su-Chang		223	0.000
Independent Director	Shih Tien-Wei		9,207	0.002
Total shares held by all Directors (including Independent Director)			29,406,678	5.559

Note: 1. The Company issued 528,950,395 shares.

2. The total shares held by all Directors shall be no less than (4%*0.8): 16,926,413 shares.

Description of shareholders proposals :

- I. Pursuant to Article 172-1 of the Company's Act, shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a shareholders' meeting, provided that only one matter shall be allowed in each single proposal and no more than 300 words in such proposal, and in case a proposal contains more than 300 words, such proposal shall not be included in the agenda. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.
- II. The shareholders' meeting in 2022 shall accept shareholder's proposals from April 1, 2022 to April 11, 2022. No shareholder holding one percent (1%) or more of the total number of outstanding shares submitted a proposal to the Company during the proposal period.