

momo.com Inc.

Ethical Corporate Management Best Practice Principles

Article 1

Purpose

These Principles are adopted to assist the Company to foster a corporate culture of ethical management for future development and offer a reference framework for establishing sound commercial practices.

Article 2

Scope

The Principles apply to its subsidiaries, corporations which the Company's directly or indirectly contribution of funds exceeding 50 percent of the total funds received on an accumulated basis. Also applies to companies or institutions that are substantially controlled by the Company.

Article 3

Prohibition of Unethical Conducts

When engaging in commercial activities, directors, managers, employees, and mandataries of the Company or persons having substantial control over the Company (hereinafter referred to as the 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) for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, audit committee members, managers, employees, substantial controllers or other stakeholders.

Article 4

Aspects of Benefits

"Benefits" in these Principles mean valuables that include money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits that are received or given occasionally in accordance with accepted social customs and do not adversely affect specific rights and obligations shall be excluded.

Article 5

Regulatory Compliance

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 6

Policy

The Company shall comply with the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 7

Commitment and Implementation

The Company shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with this policy.

The Company shall clearly specify in its management rules, external documents and website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retains said information properly.

Article 8 **Prevention programs**

The Company shall in its own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conducts ("prevention programs"), including operational procedures, guidelines, and training.

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

In the course of developing the prevention programs, the Company is advised to maintain communication with staff, labor unions members, important trading counterparties, or other stakeholders.

Article 9 **Scope of prevention programs**

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

It is advisable for the Company to refer to prevailing domestic and foreign standards or guidelines in establishing the prevention programs, 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. Breach of trade secrets and infringement of trademark rights, patent rights, copyrights, or other intellectual property rights.
6. Engaging in unfair competitive practices.
7. Damage directly or indirectly caused to the rights, interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, provision, or sale of products and services.

Article 10 **Ethical Corporate Management of Commercial Activities**

The Company shall engage in commercial activities in a fair and transparent manner.

Prior to any commercial transactions, the Company shall take into consideration the legal status of their agents, suppliers, clients or other trading counterparties and whether they are involved in any unethical conducts and shall avoid dealings with persons so involved.

When entering into contracts with agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms 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 11 **Prohibition of Offering and Acceptance of Bribes**

When conducting business, the Company and the 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, including rebate, commission, facilitating payment or other means to or from clients, agents, contractors, suppliers, public servants or other stakeholders. Those complying with relevant laws and regulations of the territory where the Company is operating may be exempt.

Article 12 **Prohibition of Illegal Political Donations**

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

Article 13 **Prohibition of Improper Charitable Donations or Sponsorship**

When making or offering donations and sponsorship, the Company and the directors, managers, employees, mandataries and substantial controllers shall comply with relevant laws and regulations and internal operational procedures and shall not surreptitiously engage in bribery.

Article 14 **Prohibition of unreasonable presents or hospitality, or other improper benefits**

The Company and the 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 15 **Prohibition against infringing intellectual property rights**

The Company and its directors, managers, employees, mandataries and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures and contractual provisions concerning intellectual property, and they may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holders.

Article 16 **Conduct of unfair competition is prohibited**

The Company shall engage in business activities in accordance with applicable competition laws and regulations, 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 17 **Preventing products and services from damaging the safety of its stakeholders**

In the course 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 observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of , its products and services. It 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 its operations, with a view to preventing its 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 18 **Organization and Responsibility**

The directors, managers, employees, mandataries and substantial controllers of the Company 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.

To achieve sound ethical corporate management, the Company shall establish a dedicated unit called the Legal Office with enough resources and personnel. The unit shall be responsible for establishing 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 report to the board of directors on a regular basis (at least once a year):

1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, accordingly adopting 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 the mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether

the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 19 **Regulatory compliance when conducting business**

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

Article 20 **Conflicts of interest by the Directors and Managers**

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 must not support one another in improper dealings.

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 21 **Accounting and Internal Control**

The Company shall establish effective accounting systems and internal control systems for business activities that are potentially at higher risks of being involved in unethical conducts. The Company shall conduct reviews regularly so as to ensure that the design and enforcement of the systems are working and that under-the-table accounts or keeping secret accounts are active.

The internal audit unit of the Company shall devise relevant audit plans based on the results of assessment of the risk of involvement in unethical conduct. The plans shall include the parties to audit and audit scope, items and 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 if necessary.

The results of examination in the preceding paragraph shall be reported to the senior management and the ethical management dedicated unit submitted in the form of an audit report to the board of directors.

Article 22 **Operational procedures and guidelines**

The Company establishes the operational procedures and guidelines for the unethical conduct prevention program which clearly and thoroughly guide the

directors, managers, employees, mandataries and substantial controllers on how to conduct business. The prevention program shall contain the following items:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the acceptable amount for charitable donations or sponsorship.
4. Rules for avoiding conflicts of interests at work and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures for violators.

Article 23

Training and Performance Evaluation

The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.

The Company may routinely organize training and awareness programs for directors, managers, employees, mandataries and substantial controllers and invite the Company's operational sections corresponding to the commercial transaction counterparties so they understand the Company's resolution to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

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

Article 24

Whistle-blowing system

The company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow company insiders and outsiders to submit reports.
2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior manager shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. After reported cases are fully investigated, follow-up measures should be taken according to the seriousness of the circumstances. When necessary, cases should be reported to the competent authority or transferred to the judicial authority for further investigation.
4. Documentation of case acceptance, investigation processes, investigation results, and

relevant documents.

5. Confidentiality of the identity of whistle-blowers and the content of reported cases.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to its awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors in written form,

Article 25 **Disciplinary and Appeal system**

The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 26 **Information Disclosure**

The Company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. It shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on the website, annual report, and Prospectus, and shall disclose its ethical corporate management best practice principles on the Market Observation Post System.

Article 27 **Review and Correction of Ethical Corporate Management Best Practice Principles**

The Company monitors the development of regulations related to the domestic and international ethical corporate management and encourages the directors and managers to propose suggestions so as to review and improve the Ethical Corporate Management Best Practice Principles developed by the Company, thereby enhancing the effectiveness of the Company's ethical management policies.

Article 28 **Implementation**

The Principles shall be adopted by the board of directors before implementation, which will be submitted to the Audit Committee and reported to the shareholders meeting. The same apply to any future revision.

When the 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 minutes of the board of directors meeting. 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, and the opinion shall be recorded in the minutes of the board of directors meeting.