

momo.com Inc.

Remuneration Committee Charter

Approved by BOD on Jan. 02, 2014

Amended by BOD for first time on Oct. 29, 2020

Article 1 Purpose of Establishment

The Remuneration Committee (the "Committee") and the Remuneration Committee Charter are established in accordance with Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter, in order to enhance corporate governance and perfect the remuneration system of the Company's directors and managers.

Article 2 Applicability

The Committee's composition, size, terms of service, authorities, meeting rules, and resources that the Company is bound to provide when exercising its powers are governed by the Remuneration Committee Charter.

Article 3 Committee composition

1. The members of the Committee shall be appointed by the Board of Directors and shall be no fewer than three, of which a majority shall serve as independent directors. One of the independent directors shall be elected by all members of the Committee as the convener and meeting chair.
2. The terms of the Committee members shall be the same as that of the board of directors by whom they were appointed. When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence. In the event that an independent director is dismissed and there is no other independent director, the Corporation may appoint someone who is not qualified to act as independent director to be a member of the Committee until the appointment of an independent director at a by-election as required, and the independent director elected in the by-election will be appointed after the by-election.
3. The Company shall announce any appointment or change of Committee members within two days by posting relevant information onto the reporting website designated by the authority.

Article 4 Power

Committee members must exercise the care of a prudent manager to fulfill the following duties, and offer recommendations for discussion by the board of directors.

1. Stipulating and reviewing regularly the performance evaluation and compensation policies, systems, standards and structures of the Directors and managers.
2. Regularly reviewing and stipulating Directors' and managers' remuneration.

The term "remuneration" mentioned in the preceding paragraph include cash compensations, warrants, dividends, share of ownership, retirement benefits, severance pay, allowances, and any incentives of material value. This definition should be consistent with the scope of directors' and managers' remuneration stated in Regulations Governing Information to be published in Annual Reports of Public Companies.

Article 5

Principles for executing powers

1. With respect to the performance assessments and remuneration of directors and managers, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the Company's business performance, and future risks.
2. It shall not produce an incentive for the directors or managers to engage in activity to pursue remuneration exceeding the risks that the Company may tolerate.
3. It shall take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonus for the short-term performance of its directors and senior management and the time at which the variable part of remuneration is paid.

When discussing recommendations proposed by the Committee, the Board of Directors shall take into consideration the amount of remuneration, the method of payment, and risks that the Company may be prone to in the future.

Any rejections or amendments by the Board of Directors to the proposals of the Committee must be implemented with the presence of more than two-thirds of directors, and supported by half of those present at the meeting. The Board's resolution also needs to explain whether the approved remuneration is more favorable compared to the one proposed by the Remuneration Committee based on the overall considerations in the preceding paragraph.

If the Board of Directors approves a remuneration package that is more favorable than the solution proposed by the Committee, the Board meeting minutes shall address the discrepancies between the two solutions, and such information must be published onto the website specified by the authority within two days after the Board meeting.

Where remunerations of a subsidiary's directors and managers are subject to the subsidiary's approval and resolution by the Company's Board of Directors, the subsidiary's remuneration proposals need to be recommended by the Remuneration Committee of the Company before they are presented to the Board of Directors.

Article 6

Meeting

1. The Committee shall convene meetings at least twice a year and may do so at any time deemed necessary.
2. Convention of a Committee meeting must be notified to all Committee members at least 7 days in advance with detailed agenda communicated. However, this requirement shall not apply to emergencies.
3. If the convener of the Committee is unable to host a meeting due to leave of absence or other reasons, another independent director within the Committee may be appointed to act on behalf. Where no other independent director is available within the Committee, the convener shall appoint another Committee member to

act on one's behalf. Where the convener does not appoint anyone to act on one's behalf, the remaining members of the Committee shall appoint one amongst themselves.

4. When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Corporation to attend the meeting as non-voting participants and to provide pertinent and necessary information, provided that they shall leave the meeting when deliberation and voting take place.

Article 7

Meeting proceedings and rules

1. The convener shall determine the proceedings of Committee meeting; other Committee members may also propose agendas for discussion during the meeting. Details of the proceeding must be given to Committee members prior to the meeting.
2. Attendance logs shall be provided during Committee meetings and signed by Committee members for future reference.
3. Committee members shall attend Committee meetings personally, or seek proxy attendance by another director if unable to do so. Directors who participate in meetings via video conferencing shall be deemed to have personally attended the meeting.
4. If a Committee member wishes to seek proxy attendance by another director, a new proxy form shall be issued for each Committee meeting, and the extent of delegated authority shall be specified for each agenda. Each proxy may only represent one absent director.
5. A Committee resolution is approved when supported by more than half of the entire members. An agenda is considered passed if the chairman receives no objections from any attendants. This voting method is as effective as does the conventional ballot method. The outcome of the vote must be documented and announced on site.

Article 7-1

Recusal

When a meeting of the Committee will discuss the remuneration of any member of the Committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Corporation, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another Committee member's proxy to exercise voting rights on that matter.

Article 8

Meeting minutes and their retention

The details of the Committee's meetings shall be recorded in the meeting minutes, which shall truthfully detail the following matters:

1. The meeting session, time, and venue.
2. Name of the chairperson.
3. Members' attendance, including the number and names of attendants, absentees, and those who are on leave of absence.
4. The names and titles of other participants invited to the meeting.
5. Name of the minute taker.
6. Items to be reported.

7. Agenda items: for each proposal, the method of resolution and the result; the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by any member.
8. Extempore motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by a member.
9. Other details that need to be recorded in meeting minutes

Any objections or reservations from the Committee members against the Committee's resolution, whether on record or in writing, shall be detailed in meeting minutes and published onto the website designated by the competent authority within two days after the occurrence.

The attendance log constitutes part of the meeting minutes. Where a Remuneration Committee meeting is convened in the form of video conference, and video and audio data shall be treated as part of the meeting minutes.

The meeting minutes must be signed or stamped by the chairperson and the minute taker, and distributed to each Committee member within 20 days after the meeting. The minutes also need to be presented to the Board of Directors, treated as one of the key files of the Company, and retained for five years. If any litigation arises with respect to a specific resolution by the Remuneration Committee before the aforementioned expiry, then all relevant records must be retained until the litigation is concluded.

The preparation and distribution of meeting minutes can be made in electronic form.

Article 9 **Audit and consultation**

The Committee may resolve to engage lawyers, accountants, or other professionals to provide the necessary audits or consultations regarding the performance duties. The Company shall bear all costs incurred in this regard.

Article 10 **Execution of resolutions**

The Committee may authorize the convener or any of its members to execute its resolutions. The executor shall provide written reports to the Committee over the course of execution, and brief the Committee on the current progress or seek acknowledgment for the decisions made in the upcoming meeting.

Article 11 **Enactment**

This Policy shall take effect after being approved by the Board of Directors and any future amendments shall follow the same principle.