

Stock Code: 8454

momo.com Inc.

Agenda for 2016 Shareholders' Meeting

Date: April 20, 2016 (Wednesday)

Address: Lily Conference, No. 327, Section 1, Tiding Blvd,
Neihu District, Taipei City.

Table of Contents

Meeting Procedures -----	1
Meeting Agenda-----	2
Matters to Discuss (I) -----	3
Matters to Report -----	4
Matters to Ratify -----	5
Matters to Discuss (II) -----	7
Extemporaneous Motion -----	8
Meeting Adjourned -----	8
Attachment -----	9
Attachement I Comparison Table of Revised Articles of Incorporation -----	9
Attachement II 2015 Business Report -----	12
Attachement III Audit Committee’s Report-----	14
Attachement IV Report on the Progress of Treasury Stocks Repurchase and the Establishment of the Company’s Guidelines for Transferring Share Repurchased Shares to Employees -----	16
Attachement V Financial Statement and Audit Review Report -----	19
Attachement VI Table of 2015 Distribution of Earnings -----	28
Appendices -----	29
Shareholdings of the Directors-----	29
The Effects of Issuance of bonus Shares Resolved in the Shareholders’ Meeting on Company Business Performance, Earnings per Share, and Shareholders’ Return on Investment -----	29
Investment -----	29
Articles of Incorporation (Prior to Amendment) -----	30
Regulations and Procedures of Shareholders’ Meeting -----	37

momo.com Inc.
Meeting Procedures

1. Announcement of Commencement of the Meeting
2. Chairman's Remarks
3. Matters to Discuss (I)
4. Matters to Report
5. Matters to Ratify
6. Matters to Discuss (II)
7. Extemporaneous Motions
8. Meeting Adjourned

momo.com Inc.

Meeting Agenda

Date: April 20, 2016 (Wednesday) at 9:00 a.m.

Venue: Lily Conference, No. 327, Section 1, Tiding Blvd, Neihu District,
Taipei City

1. Reporting the number of shares represented by the attending shareholders and announcing the commencement of the meeting
2. Chairman's remarks
3. Matters to discuss (I):
 - (1) Revision to the company's articles of incorporation.
4. Matters to report:
 - (1) 2015 Business Report
 - (2) Audit Committee's Report
 - (3) Implementation status regarding repurchase of treasury stocks and establishment of the company's Guidelines for Transferring Share Repurchase to Employees.
 - (4) Distribution of remuneration to employees and directors for 2015.
5. Matters to Ratify:
 - (1) 2015 Business Report and Financial Statement
 - (2) 2015 Distribution of Earnings
6. Matters to Discuss (II):
 - (1) Proposal for cash distribution of capital surplus.
7. Extemporaneous motion
8. Meeting adjourned

Matters to Discuss (I)

Discussion I-1 (Proposed by Board of Directors)

Revision to the Company's Articles of Incorporation.

Explanation:

1. In response to the amendments made to the Company Act and the revisions to the operating item codes by competent authorities, the board hereby proposes to revise the company's articles of incorporation. Please refer to Attachment I (see pages 9–11 of the present agenda) for the proposed revisions.
2. The review is respectfully requested.

Resolution:

Matters to Report

1. 2015 Business Report. Please refer to Attachment II (see pages 12–13 of the present agenda).
2. Audit Committee's Report. Please refer to Attachment III (see pages 14–15 of the present agenda).
3. Implementation status regarding purchase of treasury stocks and establishment of the company's Guidelines for Transferring Share Repurchase to Employees. Please refer to Attachment IV (see pages 16–18 of the present agenda).
4. Distribution of remuneration to employees and directors for 2015.

Explanation:

1. The remuneration to employees and directors was determined on January 27, 2016 by the board of directors. A total remuneration of NT \$1,303,018 shall be distributed to employees and a total remuneration of NT \$1,303,018 shall be distributed to directors. All remunerations shall be distributed in cash.
2. The remunerations amount differed from the recognized expenses for 2015 by NT \$3,636, as the accounting estimate differed from the amount determined by the board of directors. This difference shall be deducted from expenses of 2016 in accordance with changes and adjustments made to the accounting estimates.

Matters to Ratify

Ratification 1 (Proposed by: Board of Directors)

2015 Business Report and Financial Statement

Explanation:

1. 2015 Financial Statement was reviewed by Li-Wen Kuo and Wen-Ching Lin of Deloitte.
2. Please refer to Attachment V (see pages 19–27 of the present agenda) for the Business Report, Financial Statement, and consolidated financial statement.
3. Ratification is respectfully requested.

Resolution:

Ratification 2 (Proposed by: Board of Directors)

Distribution of Earnings for 2015.

Explanation:

1. The company's net profit for 2015 totaled to NT \$1,060,780,829 and shall be distributed in accordance with the earnings distribution table. Please refer to Attachment VI (see page 28 of the present agenda).
2. The company proposes to distribute a total of NT \$801,134,620 from the distributable earnings. Cash dividend of NT \$5.72 per share shall be distributed to the shareholders. It is proposed that after the distribution is approved at the shareholders' meeting, the Chairman of the board shall be authorized to decide on the record date, the distribution date, and other matters relevant to dividends distribution.
3. Pursuant to Article 28-2 of the Securities and Exchange Act, if the number of issued and outstanding shares is affected by the company's transfer of repurchased treasury stocks to its employees, or by the requirement of competent authorities, or by subjective and objective

factors causing necessary adjustments to shareholders' percentage of distribution, the shareholders' meeting shall authorize the Chairman of the board to make such adjustment.

4. Ratification is respectfully requested.

Resolution:

Matters to Discuss (II)

Discussion (II-1) (Proposed by Board of Directors)

Proposal for Cash Distribution from Capital Surplus.

Explanation:

1. According to Article 241 of the Company Act, where a company incurs no loss, it may distribute its capital surplus, in whole or in part, in cash or by issuing new shares to shareholders in proportion to the number of shares being held.
2. The company proposes to distribute NT \$179,274,880 of capital surplus generated from the issuance of share premium to its shareholders as cash at NT \$1.28 per share.
3. The capital surplus and earnings are expected to be distributed in cash at NT \$7 per share (i.e., the capital surplus shall be distributed in cash at NT \$1.28 per share and earnings shall be distributed at NT \$5.72 per share). Distribution shall be based on the number of shares held by the shareholders as listed in the shareholders list on the date of record. The amount distributed shall be paid to denomination of NT \$1, where amount less than NT \$1 shall be rounded off. The shareholders' meeting is proposed to authorize the Chairman of the board to make the appropriate adjustment for the rounding of amount less than NT \$1. The approval of the present proposal by the shareholders' meeting authorizes the Chairman of the board to set a record date for distribution, the date of distribution, and manage relevant matters. In addition, cash distribution shall be calculated based on the number of total outstanding shares in issuance.
4. Thereafter, if the number of outstanding shares issued is affected by the company's transfer of repurchased treasury stocks to its employees, causing necessary adjustments to shareholders' percentage of distribution, the shareholders' meeting is proposed to authorize the Chairman of the board to make the appropriate adjustment as needed.
5. Approval is respectfully requested.

Resolution:

Extemporaneous Motion
Meeting Adjourned
Attachment

Fubon Multimedia Technology Co., Ltd.

Amendment of Articles of Incorporation

Original Article	Amended Article	Description
<p>Article 2.</p> <p>The scope of business of the Company is as follows:</p> <ol style="list-style-type: none"> 1. J503021 Television Production 2. J503011 Broadcast Production 3. J503031 Broadcasting and Television Program Distribution 4. J503041 Broadcasting and Television Commercial 5. J503051 Video Program Distribution 6. F108031 Wholesale of Medical Equipment 7. F208031 Retail Sale of Medical Equipment 8. F208021 Retail Sale of Drugs and Medicine 9. F208011 Retail Sale of Chinese Medicine 10. F108021 Wholesale of Drugs and Medicine 11. F108011 Wholesale of Chinese Medicine 12. F401161 Tobacco Products Import 13. F401171 Alcohol Drink Import 14. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special permission. 	<p>Article 2.</p> <p>The scope of business of the Company is as follows:</p> <ol style="list-style-type: none"> 1. <u>J503020</u> Television Production 2. <u>J503010</u> Broadcast Production 3. <u>J503030</u> Broadcasting and Television Program Distribution 4. <u>J503040</u> Broadcasting and Television Commercial 5. <u>J503050</u> Video Program Distribution 6. F108031 Wholesale of Medical Equipment 7. F208031 Retail Sale of Medical Equipment 8. F208021 Retail Sale of Drugs and Medicine 9. F208011 Retail Sale of Chinese Medicine 10. F108021 Wholesale of Drugs and Medicine 11. F108011 Wholesale of Chinese Medicine 12. F401161 Tobacco Products Import 13. F401171 Alcohol Drink Import 14. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special permission. 	Revised pursuant to the amendment of the competent authority
<p>Article 31.</p> <p>If the Company has any profit upon closing of accounts, the Company shall first settle outstanding taxes and offset accumulated losses of the preceding years according to regulations, and then set aside 10% of such profits as a legal surplus. However, when the legal surplus amounts to the authorized capital, this shall not apply. An additional sum of the special surplus may be retained in accordance with relevant rules and regulations or business requirements. The surplus, if any, shall be distributed as follows:</p> <ol style="list-style-type: none"> 1. 0.1% to 0.3% as director remuneration 2. 0.1% to 1% as employee bonus 3. The remaining surplus shall be allocated as shareholder bonus to be distributed, along with unallocated earnings 	<p>Article 31.</p> <p><u>If the Company has any profit upon closing of accounts, a percentage of the profits shall be distributed as director and employee remuneration, as follows:</u></p> <ol style="list-style-type: none"> 1. <u>a maximum of 0.3% as director remuneration</u> 2. 0.1% to 1% as employee <u>remuneration</u> <p><u>However, if the Company is operating at a loss, profits shall be retained to make up the losses of preceding years.</u></p> <p>Subjects for the distribution of <u>remuneration</u> all include all subordinate</p>	Revised pursuant to the amendment of the Company Act

Original Article	Amended Article	Description
of previous years, pursuant to the decision by the board meeting. At least 10% shall be distributed, and an earnings distribution plan shall be provided to be resolved by the shareholders' meetings for distribution. Subjects for the distribution of dividends and bonuses include all subordinate employees that meet stipulated criteria.	employees who meet stipulated criteria.	
Article 31-1 N/A	Article 31-1 <u>If the Company has any profit upon closing of accounts, the Company shall first settle outstanding taxes and offset accumulated losses of the preceding years, and then set aside 10% of such profits as a legal surplus.</u> However, when the legal surplus amounts to the authorized capital, this shall not apply. <u>An additional sum of the special surplus may be retained in accordance with relevant rules and regulations or business requirements. The remaining surplus, if any, shall be allocated as shareholder bonus to be distributed, along with unallocated earnings of previous years, pursuant to the decision by the board meeting. At least 10% shall be set aside, and an earnings distribution plan shall be provided to be resolved by the shareholders' meeting for distribution.</u>	Revised and added in accordance with the amendment of the Company Act
Article 37. These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004. First amendment on 10 March, 2005 Second amendment on 30 June, 2006 Third amendment on 17 May, 2007 Fourth amendment on 5 October, 2007 Fifth amendment on 30 January, 2008	Article 37. These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004. First amendment on 10 March, 2005 Second amendment on 30 June, 2006 Third amendment on 17 May, 2007 Fourth amendment on 5 October, 2007 Fifth amendment on 30 January, 2008	Added amendment date

Original Article	Amended Article	Description
Sixth amendment on 17 November, 2009	Sixth amendment on 17 November, 2009	
Seventh amendment on 19 August, 2010	Seventh amendment on 19 August, 2010	
Eighth amendment on 5 June, 2012	Eighth amendment on 5 June, 2012	
Ninth amendment on 19 November, 2013	Ninth amendment on 19 November, 2013	
Tenth amendment on 14 February, 2014	Tenth amendment on 14 February, 2014	
Eleventh amendment on 14 May, 2014	Eleventh amendment on 16 May, 2014	
Twelfth amendment on 6 May, 2015	Twelfth amendment on 6 May, 2015	
	<u>Thirteenth amendment on 20 April, 2016</u>	

momo.com Inc.

2015 Business Report

As a leading brand in Taiwan's virtual retail channels, momo.com Inc. operates E-commerce portals of "momoshop.com.tw" and "momomall.com.tw", three TV shopping channels, and also catalogues. momo offers consumers inexpensive, quality products through diverse shopping experiences 24 hours a day, every day of the year, while managing our operations with core philosophy of integrity, professionalism, and continued innovation. .

The groundbreaking ceremony for momo's logistics center in Taoyuan was held in December 2015. The construction is expected to be completed before year-end 2016, with trial operations to take place during the first quarter of 2017. The logistics center aims to enhance momo's customer service by providing quality and efficient services. The 2015 annual consolidated revenue was nearly NT \$25.64 billion, an increase of more than 7% YoY and net profit after tax was NT \$1.061 billion. Online shopping, the most rapidly developing channel, accounted for more than 60% of the total revenue. In the future, momo will look to sustain the momentum of its market share gains in the Taiwan retail market and to diversity its operations overseas, while setting the standard for companies with aspiration for future growth in the industry. .

The company's major accomplishments in 2015 are listed below:

(I) Expanding E-Commerce channels: The revenue of the momoshop and momomall in 2015 totaled NT\$ 17.224 billion, an increase of 15% YoY. In respect to mobile shopping, the total number of downloads for momo's three mobile apps reached nearly 2 million downloads, benefitting from improving user interface and increasing product offerings.

(II) Plans for overseas expansion: Fubon Gehua (Beijing) Trading Co., Ltd. was established in May 2011 and a JV with TVD Shopping Co., Ltd. was established in Thailand in March 2014. In addition, investments were made in Beijing Global Guoguang Media Technology Co., Ltd. in June 2015. As a Taiwanese business, momo aims to provide the best service to domestic customers. By expanding operations overseas, momo can leverage the strength of its suppliers and collaborate with suppliers to expand operations overseas.

(III) Strengthening logistics services: In 2014, the company purchased 82,580 square meters (24,980 *píng*) of land for approximately NT \$1.7 billion in Taoyuan, anticipating the need to expand logistic service capabilities as businesses increased. In 2015, an additional NTD \$2 billion were earmarked for warehouse and automated equipment. The automated logistics center, can reduce overall transportation costs and vastly improve delivery efficiency through automated and centralized storage management systems. It will aid in supporting momo's operation and future expansion needs.

Looking forward into 2016, in addition to the existing overseas operations, momo will actively seek additional collaborative opportunities in other Southeast Asian countries. We hope to duplicate momo's successful experience in Taiwan and provide the best virtual shopping experience to customers in other Southeast Asian markets

momo.com Inc.

Audit Committee's Report

January 27, 2016

Hereby, the 2015 Annual Financial Statements submitted by the board of directors were verified and compiled into a report by accountants Li-Wen Kuo and Wen-Ching Lin at Deloitte and Touche Accounting Firm. An examination by this audit committee did not find inconsistencies in the abovementioned financial statements. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, the report is presented for review.

Sincerely,

The 2016 General Shareholders Meeting of momo.com Inc.

momo.com Inc.

Audit committee convener: Si-Kuan Chen

momo.com Inc.

Audit Committee's Report

March 4, 2016

Hereby are the 2015 Annual Business Report and Disposition of Net Earnings submitted by the board of directors. An examination by this audit committee did not find inconsistencies in the abovementioned documents from the board of directors. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, the report is presented for review.

Sincerely,

The 2016 General Shareholders Meeting of momo.com Inc.

momo.com Inc.

Audit committee convener: Si-Kuan Chen

Attachment IV

Report on the progress of treasury stock repurchase and the establishment of the company's "Guidelines for Transferring Share Repurchase to Employees."

Plan for the First Share Repurchase	
Item	Explanation
Board of Directors Meeting Date	October 26, 2015
Repurchase Objective	To transfer shares to employees.
Expected Repurchase Period	From October 27, 2015 to December 26, 2015
Expected Number of Shares Repurchased	2,000,000 shares
Expected Repurchase Price	NT \$160 to NT \$250 per share (Repurchase will continue if the price is less than the lower limit of the price range)
The Practical Execution of the First Repurchase of the Company's Shares	
Item	Explanation
Actual Number of Shares Repurchased	2,000,000 shares
Actual Execution Period	From October 27, 2015 to December 15, 2015
Total Amount for Repurchase	NT \$397,175,061
Average Amount for Repurchase	NT \$198.59 per share
Execution Results	The execution was completed before the end of the period; the transfer to employees is not yet completed.
The Number of Written-Off and Transferred Shares	0 shares
The Number of the Company's Accumulated Shareholding	2,000,000 shares
Percentage of the Number of the Company's Accumulated Shareholding over Total Issued Share Capital (%) (Note 2)	1.41%

Note 2: The calculation is based on the amount of total issued share at the end of the registration period for share repurchase or at the time of execution completion.

Guidelines for Transferring the Company's Repurchased Shares to Employees

Article 1

In order to encourage employees and promote a team oriented work environment, the company established the Guidelines for Transferring Share Repurchase to Employees in accordance with Subparagraph 1, Paragraph 1, Article 28-2, of the Securities and Exchange Act, the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies," and relevant regulations outlined by the Financial Supervisory Commission. In addition to relevant laws and regulations, the company's transfer of share repurchase to employees will also be in accordance with this particular set of guidelines.

Article 2

The shares to be transferred to employees on this occasion are common shares, whose rights and obligations are the same as those of other outstanding common shares unless otherwise specified by relevant laws and regulations or the present guidelines.

Article 3

As regulated by the present guideline, the repurchased shares on this occasion shall be transferred to employees over one or several transactions within three years of the repurchase date.

Article 4

The company's full-time employees on the day of stock subscription or employees with special contributions in subsidiary companies may subscribe stock shares according to Article 5 of the present guidelines. The subsidiary companies mentioned above refer to invested companies where more than 50% of the voting shares are owned either directly or indirectly by the company.

Article 5

The number of available shares for employees to subscribe shall take into account criteria such as employees' positions and ranks, years of service, and special contributions to the company. The aforementioned criteria may help to determine the number of shares to be transferred to employees. Moreover, in consideration of factors, such as the total number of repurchased shares owned by the company as of the stock subscription day and the upper limit of stock subscription for individual employees, the Chairman of the board is authorized to determine the number of shares for employees to subscribe.

Article 6

The procedures for transferring of repurchased shares to employees are described below:

1. Repurchasing the company's shares shall be executed during designated period in accordance with the board of directors' resolution, public notice, and registration.
2. The Board of Directors shall announce, based on the current Guidelines for Transferring pf the Company's Repurchased Shares to Employees to establish and announce the details of the transfer of the repurchased shares, such as the date for employees' stock subscription, the standard number of available shares for subscription, the period for subscription and payment, the rights, and restrictions by the board of directors in accordance with the present guideline, devises and announces such as.
3. Calculating the actual number of share subscription and payment and processing the transfer and registration of repurchased shares

Article 7

The repurchased shares are transferred to employees at price equal to the average of actual repurchase. However, if the company's number of issued common stock shares increases before the transfer, adjustments shall be made in proportion to the increase in issued stock.

Article 8

Unless otherwise specified, the repurchased shares that are transferred to and registered for employees on this occasion are subjected to the same rights and obligations as that of the original

shares.

Article 9

The present guidelines shall take effect following the approval of the board of directors. Any amendments to the guidelines shall be submitted to and revised by the board of directors.

Article 10

The present guidelines shall be presented at the shareholders meeting. The same procedure shall be carried out when amendments are made.

The present guidelines were established by the board of directors on October 26, 2015.

The first amendment was made on January 27, 2016.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
momo.com Inc.

We have audited the accompanying consolidated balance sheet of momo.com Inc. and its subsidiaries (the "Group") as of December 31, 2015, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the year ended December 31, 2015. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to issue a report on these consolidated financial statements based on our audit. The consolidated financial statements of the Group as of December 31, 2014 and for the year then ended have been audited by other auditors who have issued an unqualified audit report dated January 27, 2015.

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those regulations and standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above for 2015 present fairly, in all material respects, the financial position of the Group as of December 31, 2015, and the consolidated results of their operations and their cash flows for the year ended December 31, 2015, in conformity with the amended Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed by the Financial Supervisory Commission of the Republic of China with the effective dates.

The parent company only financial statements of momo.com Inc. as of and for the years ended December 31, 2015 and 2014 have been audited by us and by other auditors, who have issued a modified unqualified audit report and an unqualified audit report, respectively.

January 27, 2016

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

MOMO.COM INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

ASSETS	2015		2014	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4, 6 and 31)	\$ 3,128,081	33	\$ 1,958,210	20
Available-for-sale financial assets - current (Notes 4, 7 and 31)	812,737	9	2,009,447	20
Accounts receivable, net (Notes 4 and 9)	29,611	-	50,539	-
Accounts receivable from related parties (Notes 4 and 31)	15,830	-	3,333	-
Other receivables, net (Notes 4 and 9)	411,248	4	323,900	3
Other receivables from related parties (Notes 4 and 31)	132,155	2	158,388	2
Current tax assets (Note 4)	3,921	-	125	-
Inventories (Notes 4 and 10)	124,639	1	105,069	1
Prepayments	32,076	-	38,628	-
Other financial assets - current (Notes 4, 11, 31 and 32)	1,232,202	13	2,129,434	21
Other current assets	<u>18,274</u>	<u>-</u>	<u>15,603</u>	<u>-</u>
Total current assets	<u>5,940,774</u>	<u>62</u>	<u>6,792,676</u>	<u>67</u>
NON-CURRENT ASSETS				
Financial assets at cost - non-current (Notes 4 and 8)	60,000	1	60,000	1
Investments accounted for using equity method (Notes 4, 14 and 31)	1,290,779	13	606,229	6
Property, plant and equipment (Notes 4 and 15)	2,190,151	23	2,264,717	23
Intangible assets (Note 4)	19,837	-	27,815	-
Deferred tax assets (Notes 4 and 25)	20,973	-	20,173	-
Refundable deposits (Note 31)	50,186	1	65,208	1
Other financial assets - non-current (Notes 4, 11, 31 and 32)	<u>34,750</u>	<u>-</u>	<u>197,693</u>	<u>2</u>
Total non-current assets	<u>3,666,676</u>	<u>38</u>	<u>3,241,835</u>	<u>33</u>
TOTAL	<u>\$ 9,607,450</u>	<u>100</u>	<u>\$ 10,034,511</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 16 and 32)	\$ 70,938	1	\$ -	-
Accounts payable (Note 17)	2,476,640	26	2,307,794	23
Accounts payable to related parties (Note 31)	45,949	-	61,979	1
Other payables (Note 18)	394,020	4	396,873	4
Other payables to related parties (Note 31)	42,315	-	45,456	-
Current tax liabilities (Note 4)	101,337	1	194,934	2
Advance receipts	58,462	1	60,962	1
Other current liabilities (Note 19)	<u>493,359</u>	<u>5</u>	<u>317,991</u>	<u>3</u>
Total current liabilities	<u>3,683,020</u>	<u>38</u>	<u>3,385,989</u>	<u>34</u>
NON-CURRENT LIABILITIES				
Provisions - non-current (Note 4)	13,773	-	13,340	-
Deferred tax liabilities (Notes 4 and 25)	7,430	-	-	-
Net defined benefit liabilities (Notes 4 and 20)	5,012	-	5,508	-
Guarantee deposits (Note 21)	241,663	3	234,704	2
Other non-current liabilities	<u>-</u>	<u>-</u>	<u>109</u>	<u>-</u>
Total non-current liabilities	<u>267,878</u>	<u>3</u>	<u>253,661</u>	<u>2</u>
Total liabilities	<u>3,950,898</u>	<u>41</u>	<u>3,639,650</u>	<u>36</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4 and 22)				
Common stock	<u>1,420,585</u>	<u>15</u>	<u>1,420,585</u>	<u>14</u>
Capital surplus	<u>3,354,858</u>	<u>35</u>	<u>3,329,617</u>	<u>33</u>
Retained earnings				
Legal reserve	355,652	4	370,788	4
Special reserve	-	-	20,017	-
Unappropriated earnings	<u>1,058,963</u>	<u>11</u>	<u>1,169,790</u>	<u>12</u>
Total retained earnings	<u>1,414,615</u>	<u>15</u>	<u>1,560,595</u>	<u>16</u>
Other equity	<u>(151,358)</u>	<u>(2)</u>	<u>193</u>	<u>-</u>
Treasury shares	<u>(397,175)</u>	<u>(4)</u>	<u>-</u>	<u>-</u>
Total equity attributable to owners of the Company	<u>5,641,525</u>	<u>59</u>	<u>6,310,990</u>	<u>63</u>
NON-CONTROLLING INTERESTS (Note 22)	<u>15,027</u>	<u>-</u>	<u>83,871</u>	<u>1</u>
Total equity	<u>5,656,552</u>	<u>59</u>	<u>6,394,861</u>	<u>64</u>
TOTAL	<u>\$ 9,607,450</u>	<u>100</u>	<u>\$ 10,034,511</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.

(With Deloitte & Touche audit report dated January 27, 2016)

MOMO.COM INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2015		2014	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 4, 23 and 31)	\$ 25,639,898	100	\$ 23,897,005	100
OPERATING COSTS (Notes 10 and 31)	<u>22,536,236</u>	<u>88</u>	<u>20,592,348</u>	<u>86</u>
GROSS PROFIT FROM OPERATIONS	<u>3,103,662</u>	<u>12</u>	<u>3,304,657</u>	<u>14</u>
OPERATING EXPENSES (Notes 4, 20, 24 and 31)				
Marketing expenses	1,059,398	4	985,224	4
Administrative expenses	<u>983,867</u>	<u>4</u>	<u>894,460</u>	<u>4</u>
Total operating expenses	<u>2,043,265</u>	<u>8</u>	<u>1,879,684</u>	<u>8</u>
NET OTHER INCOME AND EXPENSES	<u>(1,628)</u>	<u>-</u>	<u>2,442</u>	<u>-</u>
OPERATING INCOME	<u>1,058,769</u>	<u>4</u>	<u>1,427,415</u>	<u>6</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4 and 24)				
Other income (Note 31)	107,000	1	72,776	-
Other gains and losses, net	2,382	-	(4,567)	-
Finance costs	(239)	-	(10,041)	-
Share of profit of associates accounted for using equity method (Note 14)	<u>68,147</u>	<u>-</u>	<u>24,167</u>	<u>-</u>
Total non-operating income and expenses	<u>177,290</u>	<u>1</u>	<u>82,335</u>	<u>-</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	1,236,059	5	1,509,750	6
INCOME TAX EXPENSE (Notes 4 and 25)	<u>242,970</u>	<u>1</u>	<u>298,556</u>	<u>1</u>
NET PROFIT FROM CONTINUING OPERATIONS	993,089	4	1,211,194	5
LOSS FROM DISCONTINUED OPERATIONS, NET OF INCOME TAX (Notes 4 and 12)	<u>-</u>	<u>-</u>	<u>(78,329)</u>	<u>-</u>
PROFIT	<u>993,089</u>	<u>4</u>	<u>1,132,865</u>	<u>5</u>

(Continued)

MOMO.COM INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2015		2014	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME				
Items that may not be reclassified to profit or loss:				
Remeasurement of defined benefit plans	\$ (1,000)	-	\$ (1,651)	-
Share of other comprehensive loss of associates accounted for using the equity method	(1,274)	-	-	-
Income tax relating to items that may not be reclassified to profit or loss	170	-	281	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation	(11,110)	-	12,161	-
Unrealized loss on available-for-sale financial assets	(101,848)	(1)	(42,857)	-
Share of other comprehensive income (loss) of associates accounted for using equity method	<u>(39,745)</u>	<u>-</u>	<u>53,513</u>	<u>-</u>
Other comprehensive income (loss), net of income tax	<u>(154,807)</u>	<u>(1)</u>	<u>21,447</u>	<u>-</u>
COMPREHENSIVE INCOME	<u>\$ 838,282</u>	<u>3</u>	<u>\$ 1,154,312</u>	<u>5</u>
PROFIT ATTRIBUTABLE TO:				
Owners of the Parent	\$ 1,060,781	4	\$ 1,170,042	5
Non-controlling interests	<u>(67,692)</u>	<u>-</u>	<u>(37,117)</u>	<u>-</u>
	<u>\$ 993,089</u>	<u>4</u>	<u>\$ 1,132,925</u>	<u>5</u>
COMPREHENSIVE INCOME (LOSS)				
ATTRIBUTABLE TO:				
Owners of the Parent	\$ 907,126	3	\$ 1,188,882	5
Non-controlling interests	<u>(68,844)</u>	<u>-</u>	<u>(34,570)</u>	<u>-</u>
	<u>\$ 838,282</u>	<u>3</u>	<u>\$ 1,154,312</u>	<u>5</u>
EARNINGS PER SHARE (Note 26)				
Basic				
Basic earnings per share from continuing operations	\$ 7.48		\$ 9.72	
Basic loss per share from discontinued operations	-		(0.61)	
Total basic earnings per share	<u>\$ 7.48</u>		<u>\$ 9.11</u>	

(Continued)

MOMO.COM INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2015		2014	
	Amount	%	Amount	%
Diluted				
Diluted earnings per share from continuing operations	\$ 7.48		\$ 9.72	
Diluted loss per share from discontinued operations	-		(0.61)	
Total diluted earnings per share	<u>\$ 7.48</u>		<u>\$ 9.11</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(With Deloitte & Touche audit report dated January 27, 2016)

(Concluded)

MOMO.COM INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company										
	Retained Earnings					Other Equity		Treasury Shares	Total	Non-controlling Interests	Total Equity
						Exchange Differences on Translation	Unrealized Gain (Loss) on Available-for-sale Financial Assets				
	Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation	Unrealized Gain (Loss) on Available-for-sale Financial Assets	Treasury Shares	Total	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2014	\$ 1,278,585	\$ 58,044	\$ 379,805	\$ -	\$ 459,623	\$ 25,406	\$ (45,423)	\$ -	\$ 2,156,040	\$ 16,888	\$ 2,172,928
Distribution of 2013 earnings											
Legal reserve	-	-	45,962	-	(45,962)	-	-	-	-	-	-
Special reserve	-	-	-	20,017	(20,017)	-	-	-	-	-	-
Cash dividends	-	-	(54,979)	-	(392,526)	-	-	-	(447,505)	-	(447,505)
Other changes in capital surplus											
Change in capital surplus from investments in associates accounted for by using equity method	-	(515)	-	-	-	-	-	-	(515)	-	(515)
Adjustments arising from changes in percentage of ownership of subsidiaries	-	148,277	-	-	-	-	-	-	148,277	101,553	249,830
Profit for the year ended December 31, 2014	-	-	-	-	1,170,042	-	-	-	1,170,042	(37,177)	1,132,865
Other comprehensive income (loss) for the year ended December 31, 2014	-	-	-	-	(1,370)	9,613	10,597	-	18,840	2,607	21,447
Total comprehensive income (loss) for the year ended December 31, 2014	-	-	-	-	1,168,672	9,613	10,597	-	1,188,882	(34,570)	1,154,312
Issue of ordinary shares for cash	142,000	3,120,971	-	-	-	-	-	-	3,262,971	-	3,262,971
Issue of ordinary shares under employee share options	-	2,840	-	-	-	-	-	-	2,840	-	2,840
BALANCE AT DECEMBER 31, 2014	1,420,585	3,329,617	370,788	20,017	1,169,790	35,019	(34,826)	-	6,310,990	83,871	6,394,861
Distribution of 2014 earnings											
Legal reserve	-	-	116,979	-	(116,979)	-	-	-	-	-	-
Cash dividends	-	-	(132,115)	-	(1,072,542)	-	-	-	(1,204,657)	-	(1,204,657)
Reversal of special reserve	-	-	-	(20,017)	20,017	-	-	-	-	-	-
Other changes in capital surplus											
Change in capital surplus from investments in associates accounted for by using equity method	-	25,241	-	-	-	-	-	-	25,241	-	25,241
Profit for the year ended December 31, 2015	-	-	-	-	1,060,781	-	-	-	1,060,781	(67,692)	993,089
Other comprehensive income (loss) for the year ended December 31, 2015	-	-	-	-	(2,104)	(17,078)	(134,473)	-	(153,655)	(1,152)	(154,807)
Total comprehensive income (loss) for the year ended December 31, 2015	-	-	-	-	1,058,677	(17,078)	(134,473)	-	907,126	(68,844)	838,282
Buy-back of ordinary shares	-	-	-	-	-	-	-	(397,175)	(397,175)	-	(397,175)
BALANCE AT DECEMBER 31, 2015	\$ 1,420,585	\$ 3,354,858	\$ 355,652	\$ -	\$ 1,058,963	\$ 17,941	\$ (169,299)	\$ (397,175)	\$ 5,641,525	\$ 15,027	\$ 5,656,552

The accompanying notes are an integral part of the consolidated financial statements.

(With Deloitte & Touche audit report dated January 27, 2016)

MOMO.COM INC. AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax from continuing operations	\$ 1,236,059	\$ 1,509,750
Loss before tax from discontinued operations	-	(94,363)
Profit before income tax	<u>1,236,059</u>	<u>1,415,387</u>
Adjustments:		
Depreciation expenses	115,051	128,957
Amortization expenses	16,943	14,913
Provision for bad debt expense	3,689	2,972
Gain on financial assets at fair value through profit or loss, net	(1,533)	-
Finance costs	239	10,041
Interest income	(83,675)	(58,124)
Compensation cost of employee share options	-	2,840
Share of profit of associates accounted for using equity method	(68,147)	(24,167)
Loss on disposal of property, plant and equipment, net	18,925	5,088
Loss on disposal of non-current assets held for sale, net	-	4,862
Gain on disposal of investments	(12,437)	-
Impairment loss on non-financial assets (from discontinued operations)	-	17,794
Gain on foreign currency exchange, net	(4,094)	-
Others	(690)	28
Changes in operating assets and liabilities		
Financial assets held for trading	1,478	-
Notes receivable	-	150
Accounts receivable	20,008	438,019
Accounts receivable from related parties	(12,497)	2,141
Other receivables	(89,974)	(319,960)
Other receivables from related parties	26,403	(104,801)
Inventories	(19,570)	190,354
Prepayments	6,552	17,093
Other current assets	(2,671)	25,224
Notes payable	-	(1,483)
Accounts payable	168,846	230,302
Accounts payable to related parties	(16,030)	(37,803)
Other payables	(9,191)	23,873
Other payables to related parties	(1,743)	38,855
Provisions	-	(6,120)
Advance receipts	(2,500)	8,685
Other current liabilities	175,368	(85,004)
Net defined benefit liabilities	<u>(1,495)</u>	<u>(634)</u>
Cash generated from operations	1,463,314	1,939,482
Interest received	423	-
Income tax paid	<u>(333,562)</u>	<u>(152,027)</u>
Net cash generated by operating activities	<u>1,130,175</u>	<u>1,787,455</u>

(Continued)

MOMO.COM INC. AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

	2015	2014
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of available-for-sale financial assets	\$ -	\$(1,293,724)
Proceeds on sale of available-for-sale financial assets	1,192,504	-
Acquisition of convertible notes	(79,980)	-
Acquisition of financial assets at cost	-	(60,000)
Acquisition of associates accounted for using equity method	(670,448)	(148,118)
Proceeds from disposal of non-current assets held for sale	-	41,448
Acquisition of property, plant and equipment	(57,036)	(1,871,754)
Proceeds from disposal of property, plant and equipment	997	1,285
Increase in refundable deposits	(12,295)	(2,982)
Decrease in refundable deposits	26,533	18,095
Acquisition of intangible assets	(8,546)	(12,212)
Increase in other financial assets	(1,199,201)	(2,280,134)
Decrease in other financial assets	2,259,551	446,443
Interest received	81,818	58,174
Dividend received	31,407	25,340
Net cash generated by (used in) investing activities	<u>1,565,304</u>	<u>(5,078,139)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	70,938	146,379
Repayments of short-term borrowings	-	(255,823)
Proceeds from guarantee deposits received	37,792	39,778
Refund of guarantee deposits received	(30,733)	(57,747)
Increase in lease payables	25	99
Decrease in lease payables	(1,413)	(2,607)
Cash dividends	(1,204,657)	(447,505)
Proceeds from issue of ordinary shares	-	3,262,971
Payments for buy-back of ordinary shares	(397,175)	-
Interest paid	(67)	(10,273)
Increase in non-controlling interests	-	249,830
Net cash generated by (used in) financing activities	<u>(1,525,290)</u>	<u>2,925,102</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>(318)</u>	<u>7,469</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,169,871	(358,113)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,958,210</u>	<u>2,316,323</u>

CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,128,081</u>	<u>\$ 1,958,210</u>
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The accompanying notes are an integral part of the consolidated financial statements.

(With Deloitte & Touche audit report dated January 27, 2016)	(Concluded)
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Attachment VI

momo.com Inc.

2015 Disposition of Net Earnings

Unit: NT \$

Item	Amount
Initial Undistributed Net Earnings	\$ 286,539
Subtract: changes of actuarial gains and losses during this period	2,104,566
Add: 2015 annual net profit after tax	1,060,780,829
Subtract: appropriated legal surplus (10%)	105,896,280
Subtract: appropriated special capital surplus	151,357,962
Available net earnings for distribution during this period	\$ 801,708,560
Items for Distribution:	
Subtract: appropriated shareholder bonus-cash (@\$5.72)	801,134,620
Final Undistributed Net Earnings	\$ 573,940

Appendix

Shareholdings of the Directors

February 21, 2016

Title	Name	Shareholding on final day for stock transfer	Percentage of total issued share capital (%) (Note 3)
Chairperson	Wealth Media Technology Co., Ltd. Representative: Howard Lin	63,047,205	44.38%
Director	Wealth Media Technology Co., Ltd. Representative: James Cheng	63,047,205	44.38%
Director	Wealth Media Technology Co., Ltd. Representative: C. F. Lin	63,047,205	44.38%
Director	Wealth Media Technology Co., Ltd. Representative: Su-Yuan Gao	63,047,205	44.38%
Director	Tong-An Investment Co., Ltd. Representative: Theodore Huang	15,715,000	11.06%
Director	WOORI HOME SHOPPING Representative: Kim, In Ho	14,014,000	9.86%
Independent Director	Si-Kuan Chen	0	0%
Independent Director	Yi-Hong Hsieh	0	0%
Independent Director	Hong-Shou Chen	0	0%
Directors' Total Shareholding: 92,776,205 shares, which accounts for 65.30% of the total issued share capital.			

- Notes: 1. According to Article 26 of the Securities and Exchange Act, the sum of registered shares owned by this company's entire board of directors cannot be less than 6% of the company's total number of shares issued (8,523,510 shares).
2. As an audit committee is set up in the company, there is no application of statutory shares held by supervisors.
3. As a percentage of total issued share capital = shares held ÷ total number of shares issued of 142,058,500 (including treasury shares of 2,000,000 shares)

This shareholders meeting is proposed to discuss the effects of stock dividends on the company's operating performance, earning per share, and equity IRR (internal rate of return).

This is not applicable as the company plans to distribute cash dividend in full.

Fubon Multimedia Technology Co., Ltd.

Articles of Incorporation (Prior to Amendment)

CHAPTER 1. GENERAL PROVISIONS

- Article 1. Fubon Multimedia Technology Co., Ltd, trading under “momo.com Inc.” (hereinafter referred to as “the Company”), is incorporated in accordance with the Company Act.
- Article 2. The scope of business of the Company is as follows:
- A. J503021 Television Production
 - B. J503011 Broadcast Production
 - C. J503031 Broadcasting and Television Program Distribution
 - D. J503041 Broadcasting and Television Commercial
 - E. J503051 Video Program Distribution
 - F. F108031 Wholesale of Medical Equipment
 - G. F208031 Retail Sale of Medical Equipment
 - H. F208021 Retail Sale of Drugs and Medicine
 - I. F208011 Retail Sale of Chinese Medicine
 - J. F108021 Wholesale of Drugs and Medicine
 - K. F108011 Wholesale of Chinese Medicine
 - L. F401161 Tobacco Products Import
 - M. F401171 Alcohol Drink Import
 - N. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special permission.
- Article 3. The company’s headquarter is located in Taipei, Taiwan, and may establish domestic and/or overseas branch offices at appropriate locations when necessary. The establishment and closure of offices shall be decided by the board of directors.
- Article 4. Public notices of the Company are handled in accordance with Article 28 of the Company Act and other relevant laws and regulations.

CHAPTER 2. SHARES

- Article 5. The authorized capital of the Company is NT \$2 billion, representing 200 million common shares at a par value of NT \$10 per share. The board of directors is authorized to issue the unissued shares in installments. NT \$50 million of the aforementioned capital is reserved as 5 million shares worth of stock subscription warrants, to be issued to employees in installments pursuant to the resolution by the board of directors.
- Article 6. The Company is not restricted by Article 13 of the Company Act, which

stipulates that its reinvestments shall not exceed forty percent of the amount of its own paid-up capital.

- Article 7. All shares of the Company are registered shares. Share certificates are assigned with serial numbers and affixed with the signatures or personal seals of three or more directors of the Company, and duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance.

For the shares to be issued to the public by a company, the issuing company may be exempted from printing any physical share certificate for the shares issued.

For the shares to be issued in accordance with the provision of the preceding Paragraph, the issuing company shall appoint a custodian institution for the recordation of the issuance of such shares.

- Article 8. The entries in the shareholders' list referred to in the preceding paragraph shall not be altered and all transfer of shares shall be suspended 30 days prior to the meeting date of the annual general shareholders' meeting, 15 days prior to the meeting date of the special shareholders' meeting, and five days prior to the target date fixed by the Company for distribution of dividend, bonus, or other benefits.

Once the Company's shares are issued to the public, all transfer of shares are suspended 60 days prior to the meeting date of the general shareholders' meeting, 30 days prior to the meeting date of the special shareholders' meeting, and five days prior to the date of distribution of dividend, bonus, or other benefits.

- Article 9. Once the Company's shares are issued to the public, all shares are handled in accordance with the regulations stipulated in the Regulations Governing the Administration of Shareholder Services of Public Companies unless otherwise stipulated in other laws or regulations.

- Article 10. Once the Company's shares are issued to the public, the exercise price for employee-exclusive stock subscription warrants that are listed as an emerging stock, or are neither listed on an exchange nor traded over-the-counter (OTC) at securities firms, may be lower than its net value per share as reported, and be verified and certified by the accountant, in the financial reports for the most recent fiscal period. After the company becomes an exchange-listed or OTC-listed company, the exercise price of stock subscription warrants for employees that are issued by the Company, may be lower than the closing price of the Company's common shares as of the issuing date. However, the issuance of the preceding stock subscription warrants to employees must obtain the consent of at least two-thirds of the voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares.

- Article 11. Once the Company becomes an exchange-listed or OTC-listed company, repurchased shares may be transferred to company employees at a transfer price lower than the average repurchase price pursuant to relevant regulations and the resolution by the most recent shareholders' meeting.

CHAPTER 3. SHAREHOLDERS' MEETING

- Article 12. Once the Company's shares are issued to the public, a notice to convene a

general/special shareholders' meeting shall be given to the shareholdersthirty/fifteen days in advance. The notice shall indicate the meeting date, meeting place, and the reason for convening the meeting. Shareholders holding less than 1000 shares shall be notified of the shareholders' meeting by public notice. The notice may be given as a means of electronic transmission after obtaining a prior consent from the recipients thereof.

- Article 13. A shareholders' meeting shall, unless otherwise provided for in the Company Act or other relevant laws and regulation, be convened by the board of directors. For a shareholders' meeting convened by the board of directors, the chairman of the board shall assume the chairman of the meeting. If the chairman of the board is absent or unable to exercise authority, the Chairman should appoint an elected representative of the Board to assume the responsibility of chairingthe meeting. If no representative of the board is appointed, members of the board shall nominatea representative among themselves to chair the meeting. For a shareholders' meeting convened by any other person having convening rights, he/she shall act as the chairman of that meeting provided. However, if there are two or more persons with convening rights, the chairman of the meeting shall be elected from among themselves.
- Article 14. Once the Company's shares are issued to the public, shareholders that are unable to attend shareholders' meetings shall state the scope of power authorized to the proxy on the proxy form printed by the Company, affixed with signature or seal, and appoint a proxy to attend the meeting on their behalf in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies stipulated by the competent authorities, unless otherwise stipulated in Article 177, Article 177-1, and Article 177-2 of the Company Act and Article 25-1 of the Securities and Exchange Act.
- Article 15. Unless set forth in Article 179 of the Company Act stating the restriction or no voting right on the exercise of voting power, a shareholder shall have one voting power in respect of each share in his/her/its possession
- Article 16. Resolutions at a shareholders' meeting shall, unless otherwise provided for in relevant laws and regulations, be adopted by a majority vote of the shareholders or their proxies present, who represent more than one-half of the total number of voting shares.
- Article 17. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting.
The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be affected by means of electronic transmission. Once the Company's shares are issued to the public, the minutes of shareholders' meeting may be disclosed to the shareholders through a public notice.
- Article 18. The Company may, in pursuance of the resolution adopted by its board of directors, apply to the competent authority in charge for an approval of the public issuance of its shares. The Company may apply for an approval of ceasing its status as a public company by a resolution adopted, at a shareholders' meeting, by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares. The present

Article shall remain unchanged during the Company's listing in emerging, OTC, and stock exchange markets.

In the event the total number of shares represented by the shareholders present at the shareholders' meeting whose shares have been issued to the public is less than the percentage of the total shareholdings required in the preceding Paragraph, the resolution may be adopted by two-third of the voting rights exercised by the shareholders present at the shareholders' meeting who represent a majority of the outstanding shares of the company.

CHAPTER 4. BOARD OF DIRECTORS, OF THE AUDIT COMMITTEE, AND MANAGERIAL OFFICERS

Article 19. The Company shall have nine to eleven directors on the board of directors, with a term of office of three years. Directors shall be elected by the shareholders during the shareholders' meeting and Directors may be re-elected. In case no election of new directors is affected after the expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until a time when new directors are elected and assumed their roles as directors. However, the competent authority may, ex officio, order the Company to elect new directors within a given time limit; and if no re-election is effected after the expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date. Once the Company's shares are issued to the public, to fulfill Company governance, the board of directors of the Company shall establish no less than three in number and not less than one-fifth of the total number of independent directors, in accordance with Article 14-2 of the Securities and Exchange Act. A nomination system shall be used to elect independent directors, where candidates from a list of independent directors are chosen in the shareholders' meeting. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be prescribed by the competent securities and exchange authority.

During director elections, independent and dependent directors are elected concurrently, but count towards separate quorums. A candidate to whom the ballots cast represents a prevailing number of votes shall be deemed a(n) dependent/independent director-elect.

The total registered shares to be held by the Company's board of directors shall be no less than the percentage of total outstanding shares specified by the competent authority.

The Company shall purchase liability insurance for its directors.

Article 20. In Accordance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an audit committee comprising of all independent directors. The exercise of authority of the audit committee and other compliance requirements are stipulated by the Company Act, Securities and Exchange Act, and the Company's Articles of Incorporation

Supervisors shall be disbanded on the establishment date of the audit committee.

Article 21. Member of the board of directors is selected through a registered cumulative

voting method. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for the election of one candidate or may be split for the election of two or more candidates. A candidate to whom the ballots are cast represent a prevailing number of votes shall be deemed a director-elect.

Article 22. The board shall organize the board of directors. The powers and duties of the board of directors are as follows:

1. Draft up business plans;
2. Propose earnings distribution or loss make-up proposals;
3. Propose capital increase and reduction plans;
4. Establish key articles and organizational regulations;
5. Appoint or discharge the Company's managers;
6. Establish or withdraw the Company's branch units;
7. Propose budgets and closeure accounts; and
8. Other duties and power authorized by the Company Act and the resolution by the board meeting.

Article 23. The board of directors shall elect a chairman of the board from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman is the the Company's representative.

Article 24. Unless otherwise stipulated in the Company Act, meetings of the board of directors shall be convened by the chairman of the board. Unless otherwise stipulated in the Company Act, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 25. The Chairman of the board shall assume the role of the chairman at the board meetings. If the chairman of the board is absent or unable to exercise his/or authority, the Chairman shall appoint a director to assume responsibility as Chairman. If no director is appointed,, the directors shall elect from amongst themselves an acting chairman. The directors shall attend the board meeting in person. Directors who are unable to attend shall appoint another director to attend on their behalf. A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only.

Meeting of the board of directors could proceed via a visual communication network. The directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

In calling a meeting of the board of directors, a notice in the form of a fax or electronic mail setting forth therein the subject(s) to be discussed at the meeting shall be given to each director and no later than seven days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time.

Article 26. All directors of the board who are engaged in the Company's business shall be paid travel costs and remuneration. The allocation of remuneration shall be decided upon at the meeting of the board of directors based on industry standards. When the Company generates a profit, remuneration shall be allocated to the board of directors in accordance with Article 31 of the present

Articles of Incorporation.

Once the Company's shares are issued to the public, reasonable remuneration may be allocated to independent directors separately from the amount allocated to non-independent directors.

Shareholders or directors assuming the roles of managers or employees at the Company shall be deemed a member of the general staff and paid a manager or employee salary based on their duties. The salary amount shall be stipulated as per contract or in accordance with relevant laws and regulations.

Article 27. The Company shall appoint managers. The appointment, discharge, and remuneration of managers at the Company shall be handled in accordance with Article 29 of the Company Act.

CHAPTER 5. ACCOUNTING

Article 28. The Company adopts the period from 1 January each calendar year through 31 December of the same calendar year for the fiscal year. Closing for the year shall be made after each fiscal year end.

Article 29. In accordance with Article 228 of the Company Act, the board of directors shall prepare the following statements and records at the close of the fiscal year and shall present the said statements for approval at the annual general meeting of shareholders:

1. The business report;
2. The financial statements; and
3. The earning surplus distribution or loss off-setting proposals.

Article 30. Distribution of the dividends and bonuses shall be effected in proportion to the number of shares held by each shareholder accordingly. In the instance of no earnings surplus, the Company shall not distribute dividends or bonuses.

Article 31. If the Company has any surplus profit upon closing of accounts, the Company shall first settle outstanding taxes and offset accumulated losses of the preceding years according to regulations, and then set aside 10% of such profits as a legal surplus. However, when the legal surplus amount exceeds that of the authorized capital, this shall not apply. An additional sum of the special surplus may be retained in accordance with relevant rules and regulations or business requirements. The remaining surplus, if any, shall be distributed as follows:

1. 0.1% to 0.3% as director remuneration
2. 0.1% to 1% as employee bonus
3. The remaining surplus shall be allocated as shareholder bonus to be distributed, along with unallocated earnings of previous years, pursuant to the decision by the board meeting. At least 10% shall be distributed, and an earnings distribution plan shall be provided to be resolved by the shareholders' meetings for distribution.

Subjects for the distribution of stock bonuses include all subordinate employees that meet stipulated criteria.

Article 32. Only shareholders of record five days prior to the distribution date of dividend and bonus distribution, are eligible for distribution.

Article 33. In consideration of the current status and development stage of the Company,

the Company intends to adopts a dividend policy that seeks to best balance the operating requirements and shareholder interests. A suitable dividend distribution plan shall be drafted upon the board meeting based on the future capital budget plan of the Company to assess future fund requirement, profitability, financial structure, and earnings dilution impact. The dividend distribution plan shall be submitted to be resolved by the shareholders' meeting.

Dividends are distributed in the form of stock dividends or cash dividends, of which, cash dividends shall amount to at least 10% to sustain company operations and growth while protecting dividend balance and shareholders rights.

CHAPTER 6. SUPPLEMENTARY PROVISIONS

Article 34. The Company shall make external guarantees in accordance with business operations.

Article 35. The Company shall alternatively establish organizational regulations and rules of procedure.

Article 36. Matters not provided in these Articles of Incorporation shall be conducted pursuant to the Company Act.

Article 37. These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004.

First amendment on 10 March, 2005

Second amendment on 30 June, 2006

Third amendment on 17 May, 2007

Fourth amendment on 5 October, 2007

Fifth amendment on 30 January, 2008

Sixth amendment on 17 January, 2009

Seventh amendment on 19 August, 2010

Eighth amendment on 5 June, 2012

Ninth amendment on 19 November, 2014

Tenth amendment on 14 February, 2014

Eleventh amendment on 14 May, 2014

Twelfth amendment on 6 May, 2015

Fubon Multimedia Technology. Co., Ltd

Chairman: Fu-Hsing Lin

Fubon Multimedia Technology Co. Ltd.
Regulations and Procedures of Shareholders' Meeting

Approved by the board of directors on April 20, 2007

Amended on November 19, 2013

- Article 1. The present regulations and procedures are established in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies to set guidelines for the governance, supervision, and management of the shareholders' meeting of Fubon Multimedia Technology Co., Ltd., trading under "momo.com Inc." (hereinafter referred to as the Company).
- Article 2. The Company's shareholders' meetings shall be conducted pursuant to the present regulations and procedures unless otherwise specified in laws and regulations.
- Article 3. The Company's shareholders' meetings shall be convened by the board of directors unless otherwise specified in laws and regulations.

The Company shall prepare electronic files of the shareholders' meeting notice, proxy form, causes and descriptions of proposals for ratification, matters for deliberation, appointment or dismissal of directors or supervisors, and other matters on the shareholders' meeting agenda, and upload the aforementioned information to the Market Observation Post System (MOPS) 30 days before a general shareholders' meeting or 15 days before an extemporary shareholders' meeting. The Company shall also prepare electronic files of the shareholders' meeting agenda and supplementary meeting materials and upload them to the MOPS 21 days before a general shareholders' meeting or 15 days before an extemporary shareholders' meeting. The meeting agenda and supplementary meeting materials shall be prepared 15 days before each shareholder meeting and made accessible to shareholders; they shall also be displayed at the Company and its shareholder service agents and distributed at the meeting venue.

Shareholders' meeting notices and public announcements shall indicate the purposes of the meetings and may be issued by way of electronic transmission provided that the consent of the counterpart(s) is obtained in advance.

Matters pertaining to appointment or dismissal of directors and supervisors, alteration of incorporation articles, and dissolution, merger, split, or specifications in Paragraph 1, Article 185 of the Company Act and Articles 26-1 and 43-6 of the Securities and Exchange Act hereof shall be itemized in the causes or subjects to be described in the notice of convening a shareholders' meeting, and shall not be presented as extemporary motions.

Each shareholder in possession of over 1% of the total outstanding shares of the Company shall be allowed a single proposal in writing to be discussed in each shareholders' meeting. Proposals that involve more than one item shall not be included in the agenda. If a proposal involves one of the situations described in Paragraph 4, Article 172-1 of the Company Act, the board of directors may exclude the proposal from the agenda.

Prior to the share transfer suspension date set before a general shareholders' meeting is convened, the Company shall publicly announce the location and period for shareholders to submit their proposals to be discussed at the

meeting. The period for submitting such proposals shall not be less than 10 days.

Each shareholder's proposal shall contain no more than 300 words. Proposals in excess of 300 words shall not be included in the agenda. A shareholder who has submitted a proposal shall attend the general shareholders' meeting in person or by a proxy and participate in the discussion of such proposal.

The Company shall inform shareholders who have submitted proposals of the processing results before the shareholders' meeting is convened and include proposals complying with the present article in the meeting notice. The board of directors shall explain the reasons for excluding any shareholder's proposal in the agenda during the shareholders' meeting.

Article 4. A shareholder may issue the Company's proxy form with the scope of authorization indicated to appoint a proxy to attend a shareholders' meeting.

Each shareholder may issue one proxy form and appoint one proxy only. The proxy form shall be delivered to the Company at least five days before the shareholders' meeting in concern is convened. In case more than one proxy form is received, the first one received by the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the Company receives the proxy form, a shareholder intending to attend the shareholders' meeting in person or exercise his/her voting rights in writing or by way of electronic transmission shall file a proxy rescission notice at least two days before the shareholders' meeting is convened. Otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

Article 5. Shareholders' meetings shall be held at the premises of the Company or locations convenient for shareholders and appropriate for shareholders' meetings. Meetings may not begin earlier than 9:00 a.m. or later than 3:00 p.m. After independent directors are appointed, their opinions regarding the location and time of shareholders' meetings shall be given full consideration.

Article 6. The Company shall specify in shareholders' meeting notices the time and location for the registration of shareholders and other matters of attention.

The registration of shareholders shall begin at least 30 minutes before the meeting commences. The registration counter shall be clearly indicated. A sufficient number of competent personnel shall be assigned to process registration.

Attending shareholders or their appointed proxies must present their attendance passes, attendance cards, or other certificates for admittance. Proxy solicitors shall also bring their identification certificates for verification.

The Company shall provide an attendance list for the registration of attending shareholders; attending shareholders may choose to submit their attendance cards instead of signing the attendance list.

The Company shall distribute the shareholders' meeting agenda, annual report, attendance passes, speech notes, ballots, and other meeting materials to shareholders attending the shareholders' meeting; separate ballots shall be given for director or supervisor elections.

A shareholder who is a government agency or a juristic person may send more than one representative to attend shareholders' meetings. However, a juristic

person serving as a proxy to attend a shareholders' meeting may appoint only one representative to attend the meeting.

- Article 7. If a shareholders' meeting is convened by the board of directors, the chairman shall preside over the meeting. If the chairman is on leave or unable to perform his/her duties, the vice chairman shall preside over the meeting. If the Company does not have a vice chairman or the vice chairman is also on leave or unable to perform his/her duties, the chairman shall appoint an executive director to preside over the meeting. If there is no executive director, the chairman shall appoint a director to act on his/her behalf. If the chairman has not appointed an agent, the directors shall elect among themselves one director to act on behalf of the chairman.

To serve as an agent for the chairman to preside over a shareholders' meeting, a director must have been on the board for at least six months and is familiar with the financial and business operations of the Company. The same requirement shall apply when a representative of the director of a juristic person is to chair a shareholders' meeting.

It is considered appropriate that the majority of the directors attend shareholders' meetings convened by the board of directors.

When a shareholders' meeting is convened by a party entitled to do so, the said party shall chair the meeting. If there are two such parties, one shall be elected to chair the meeting.

The Company may appoint its legal counsels, accountants, or relevant personnel to attend shareholders' meetings.

- Article 8. The Company shall make uninterrupted audio and video recordings over the entire meeting process, including the shareholders' registration process, meeting proceedings, and election and vote-count in each shareholders' meeting and retain the audio and video recordings for at least one year. However, if any shareholder files a lawsuit in regard to a meeting in accordance with Article 189 of the Company Act, the audio and video recordings of the meeting shall be retained until the lawsuit is concluded.

- Article 9. The attendance of shareholder meetings shall be determined based on the number of outstanding shares. The number of shares of the attending shareholders shall be calculated based on the signatures on the attendance list, the submitted attendance cards, and the shares from shareholders exercising their right to vote in writing or by way of electronic transmission.

The chairman shall call a meeting to order according to the schedule. However, if the number of outstanding shares represented by the attending shareholders is less than one half of the total outstanding shares, the chairman may postpone the meeting up to two times for no more than one hour in total. If the number of shares represented by the attending shareholders is still less than one third of the total outstanding shares after two postponements, the chairman shall declare the meeting aborted.

If the number of shares represented by the attending shareholders remains less than one half but more than one third of the total outstanding shares after two postponements, tentative resolutions may be passed according to Paragraph 1, Article 175 of the Company Act. Shareholders shall be notified of such tentative resolutions and that a shareholders' meeting is to be convened within one month.

If the number of shares represented by the attending shareholders achieves more than one half of the total outstanding shares before the end of the meeting, the chairman may act pursuant to Article 174 of the Company Act and request the attending shareholders to vote on the tentative resolutions.

- Article 10. The agendas of meetings convened by the board of directors shall be set by the board of directors and such meetings shall be conducted pursuant to the agendas unless the shareholders' meeting changes the agendas by resolution.

The preceding paragraph shall apply mutatis mutandis to meetings convened by other parties entitled to convene shareholders' meetings.

The chairman may not adjourn a meeting before the agenda established as specified in the two preceding paragraphs (including extemporary motions) is concluded, unless it is otherwise resolved during the meeting. If the chairman adjourns the meeting in violation of the Regulations and Procedures of Shareholders' Meeting, the other members of the board of directors shall immediately assist the attending shareholders to elect a new chairman, by majority vote, pursuant to legal procedures to continue the meeting.

The chairman shall provide shareholders, who are submitting proposals or proposing amendments or extemporary motions, sufficient time to explain and discuss their issues until they are ready to be put to a vote.

- Article 11. A shareholder who wishes to speak during a shareholders' meeting is required to fill out in advance a speech note containing the summary of the speech and the shareholder account number (or attendance card number) and account name. The chairman shall decide the speaking order of the shareholders.

Any attending shareholder who submits a speech note but does not speak shall be considered unspoken. If a shareholder's speech is inconsistent with his/her/its speech note, the content of the actual speech shall prevail.

Each shareholder shall not speak about the same proposal more than twice without the permission of the chairman and exceed five minutes in each speech session. The chairman shall stop a speech of any shareholder whose speech is in violation of relevant regulations or concerns issues beyond the subject.

Shareholders shall not interrupt the speech of a speaking shareholder without the permission of the chairman and the speaking shareholder; otherwise the chairman shall stop such interruptions.

When a shareholder, who's a juristic person, has two or more representatives attending a shareholders' meeting, only one representative may speak about each proposal.

The chairman or whose relevant designated personnel may respond after an attending shareholder has finished speaking.

- Article 12. Votes at a shareholders' meeting shall be counted based on the number of shares.

The shares held by shareholders without voting rights shall not be included in the total number of outstanding shares.

If there is any concern that the interest of a shareholder regarding an issue discussed during a shareholders' meeting may jeopardize the Company's interests, the shareholder may not participate in voting or serve as a proxy to exercise the voting rights of any other shareholder.

The number of shares held by a shareholder who is prohibited from exercising his/her voting rights as described in the preceding paragraph shall not be included in the total number of shares in voting.

Besides the shareholder service agents ratified by the trust enterprise or securities authority, the voting rights of an individual serving as the proxy for two or more shareholders shall not exceed 3% of the total number of outstanding shares. The excess shares shall not be calculated.

Article 13. Each shareholder is entitled to one vote for each share in his/her possession. This does not apply to shareholders who has restricted or no voting rights according to Paragraph 2, Article 179 of the Company Act.

During a shareholders' meeting, shareholders may exercise their voting rights by way of electronic transmission or in writing. The means of exercising the voting rights shall be specified in the shareholders' meeting notice. Shareholders who exercise their voting rights by way of electronic transmission or in writing shall be deemed to have attended the shareholders' meeting in person, but shall be deemed to have waived their rights to vote in extemporary motions or the amendments to the original proposals at the meeting. Therefore, the Company shall avoid proposing extemporary motions and amendments.

A shareholder who chooses to exercise his/her voting rights in writing or by way of electronic transmission shall have the decision delivered to the Company at least two days before the meeting. If two or more decisions are delivered to the Company, the first one received shall prevail unless a notice of revocation of the foregoing decisions is issued.

A shareholder intending to attend the shareholders' meeting in person after expressing the decision to exercise his/her voting rights in writing or by way of electronic transmission shall revoke the decision by the same means previously used in exercising his/her voting rights at least two days before the meeting; otherwise, the voting right exercised in writing or by way of electronic transmission shall prevail. If a shareholder expresses the intention to exercise his/her voting rights in writing or by way of electronic transmission and at the same time appoints a proxy to attend the meeting, the voting rights shall be exercised by the proxy.

Unless otherwise specified in the Company Act or the Company's incorporation articles, a resolution shall be adopted with the consent of the majority of the attending shareholders. When voting is conducted, the chairman or designated personnel shall announce the total number of voting rights of the attending shareholders for each proposal before voting begins. The Company shall upload the shareholders' approvals, disapprovals, and waivers to the MOPS on the same day after the shareholders' meeting.

If amendments or alternative proposals are submitted for the same proposal, the chairman shall decide the voting sequence on the amendments and/or alternative proposals along with the original proposal. Once one of them is passed, the others shall be considered vetoed and no further voting is needed. The Chairman shall appoint scrutineers and vote counters for votes on proposals. Scrutineers shall be appointed from shareholders.

Vote-count during a shareholders meeting shall be conducted publicly at the meeting venue. The results, including the numbers of votes, shall be announced immediately after counting and filed to records.

Article 14. Elections of directors and supervisors taking place during a shareholders' meeting shall be conducted pursuant to election regulations established by the Company. The results shall be announced immediately at the election, including the names of the elected directors and supervisors and the numbers of votes they received.

The ballots casted in the elections stated in the preceding paragraph shall be sealed with the signatures of the scrutineers and properly kept for at least one year. If a shareholder files a lawsuit over election results in accordance with Article 189 of the Company Act, the ballots shall be kept until the lawsuit is concluded.

Article 15. Resolutions established during a shareholders' meeting shall be recorded in the meeting minutes carrying the signature or personal seal of the chairman. The meeting minutes shall be distributed to shareholders within 20 days after the end of the meeting. Production and distribution of meeting minutes may be conducted electronically.

The Company may distribute meeting minutes electronically by uploading them to the MOPS.

The date, location, name of chairman, method of adopting resolutions, summary of meeting proceedings, and results of each meeting shall be clearly indicated in the meeting minutes, which shall be kept as long as the Company exists.

Article 16. On the day of each shareholders' meeting, the Company shall compile in tables the numbers of shares obtained by solicitors and the numbers of shares represented by proxies in the specified format. These tables shall be posted at noticeable locations inside the meeting venue.

If any resolutions achieved during a shareholders' meeting are defined as critical information in relevant laws and regulations or the regulations of Taiwan Stock Exchange Corporation, the Company shall upload the contents of such resolutions to the MOPS within the specified period.

Article 17. The personnel handling the affairs of shareholders' meetings shall wear identification passes or armbands.

The chairman may command disciplinary personnel or security guards to maintain order in the meeting venue. Such disciplinary personnel or security guards shall wear armbands or identification passes carrying the wording of "Disciplinary Personnel" when on duty.

If the meeting venue is equipped with loudspeakers, the chairman may stop shareholders from using other equipment.

If any shareholders violate the meeting regulations and procedures, disobey the chairman's correction, disrupt meeting proceedings, and refuse to cooperate when ordered to discontinue their misbehaviors, the chairman may instruct disciplinary personnel or security guards to escort them to leave the meeting venue.

Article 18. When a meeting is in session, the chairman may set time for breaks. In force majeure situations, the chairman may decide to temporarily suspend the meeting and announce when to resume the meeting depending on the circumstances.

If a meeting cannot be continued at the meeting venue before the agenda,

(including extemporary motions) of the meeting is concluded, the shareholders' meeting may be adjourned to another location by vote to continue the meeting.

The shareholders' meeting may resolve to postpone or resume a meeting within five days in accordance with Article 182 of the Company Act.

Article 19. The Regulations and Procedures shall take effect after approval by the shareholders' meeting and the same procedure shall apply when amendments are made.