

Gamania Digital Entertainment Co., Ltd.

Rules of Organization for Audit Committee

Article 1

The Rules are formulated in accordance with Article 3 of the “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies”.

Article 2

The Rule should be followed for matters including the number of committee members, term of office, responsibilities, rules of procedure, and resources to be provided by the Company to facilitate the performance of responsibilities.

Article 3

The main purpose of the operation of this Committee is to supervise the following matters:

- I Proper expression of the Company's financial statements.
- II Selection (dismissal), independence, and performance of certified public accountants.
- III Effective implementation of internal control of the Company.
- IV The Company's compliance with relevant laws and regulations.
- V Control of the Company's existing or potential risks.

Article 4

The Committee is composed of all the independent directors, and the number of members shall not be less than three; one of them shall be the convener, and at least one shall have accounting or financial expertise.

The term of office of the Committee's independent directors is three years, and the members may be reelected. If some of the members are discharged which makes the number of members less than that specified in the preceding paragraph or the articles of association, a by-election shall be held in the most recent shareholders' meeting to fill the vacancy. When all the independent directors are discharged, the Company shall convene an extraordinary shareholders meeting within 60 days of the occurrence of the fact to hold a by-election.

Article 5

The responsibilities required by the Securities and Exchange Act, the Company Act and other laws to be exercised by supervisors shall be exercised by this Committee, except those stipulated in paragraph 4, Article 14-4 of the Securities and Exchange Act.

The provisions of paragraph 4, Article 14-4 of the Securities and Exchange Act regarding the conduct of supervisors or the company representative under the Company Act shall apply mutatis mutandis to the independent directors of this Committee.

Article 6

The responsibilities of this Committee are as follows:

- I Establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
- II Assessment of the effectiveness of the internal control system.
- III Formulation or amendment of procedures for acquisition or disposal of assets, derivative transactions, loans to others, and endorsements or guarantees for others in accordance with the provisions of Article 36-1 of the Securities and Exchange Act.
- IV Matters involving the interests of the directors themselves.

- V Significant asset or derivative transactions.
- VI Significant fund lending, endorsements or guarantees provided.
- VII Offering, issuing or private placement of securities with equity nature.
- VIII Appointment, dismissal or remuneration of the certifying accountant.
- IX Appointment and dismissal of financial, accounting or internal audit supervisors.
- X Annual and semi-annual financial reports.
- XI Other major matters specified by the Company or regulatory authority.

The resolution on the preceding matters shall be approved by more than half of the members of this Committee and submitted to the board of directors for resolution.

If the matters referred to in all the subparagraphs except subparagraph 10 of paragraph 1 are not approved by more than half of the members of this Committee, they may be approved for execution by more than two-thirds of all directors.

All members referred to in the Rules are the actual incumbents. The convener of this Committee represents this Committee externally.

Article 7

This Committee shall convene a meeting at least once a quarter, and may convene a meeting as necessary at any time.

For the convening of a committee meeting, the meeting notice shall specify the reasons for the convening, and each independent director member of this Committee shall be notified seven days in advance. However, this requirement is not applicable in case of emergency.

The committee members shall elect one from all of them to serve as the convener and chairman of the meeting. If the convener is on leave or unable to convene the meeting for any reason, he/she shall designate another independent director member to act as the proxy; if the convener has not designated a proxy, the independent directors of the Committee shall have one of them appointed as the proxy.

This Committee may invite the Company's relevant department managers or internal auditors, or accountants, legal advisors or other personnel to attend the meeting as non-voting representatives and provide necessary information. However, they shall leave the meeting during discussions and voting.

When a committee meeting is convened, relevant data should be prepared for the reference of the attending committee members at any time.

Article 8

When a committee meeting is convened, the Company shall have a signature book available for the independent directors to sign in and for reference.

The independent director members of this Committee shall personally attend the committee meeting. If unable to attend in person, they may entrust other independent director members to attend on their behalf; if their participation in the meeting is via video conference, it shall be deemed that they have personally attended the meeting.

If a committee member entrusts another independent director member to attend on his/her behalf, he/she shall issue a power of attorney each time and state therein the scope of authorization with reference to the subjects to be discussed at the meeting.

The Committee's resolution should be approved by more than half of all members. The results of voting shall be reported on the spot and made into a record.

If there are legitimate reasons preventing the convening of a committee meeting, the meeting subjects shall be approved for execution by more than two-thirds of all directors of the board. However, independent director members shall still issue opinions on whether they agree or not on the matters referred to in subparagraph 10, paragraph 1, Article 6.

The proxy in item 2 may only be entrusted by one person.

Article 9

The proceedings of the committee meeting shall be recorded into minutes, which shall cover the following items in detail:

- I Session, time, and location of the meeting.
- II The name of the chairman.
- III The attendance status of independent directors, including the names and numbers of the attendees, those on leave and absentees.
- IV The names and titles of the attendees with no voting rights.
- V The name of the minute taker.
- VI Matters reported.
- VII Extraordinary motions: The resolution method and result of each proposal, the summary of the speeches of the Committee's independent directors, experts and other personnel, the names of the independent directors with personal interests involved as in paragraph 1 of Article 11, the explanation of the important content of such personal interests, the reasons for avoidance or non-avoidance, the status of avoidance, and objections or qualified opinions with records or written statements.
- VIII Extraordinary motions: The names of the proposers, resolution methods and results of the motions, independent director members of the Committee, summary of speeches by committee members, experts and other personnel, names of the independent directors with personal interests involved as in paragraph 1 of Article 11, explanation of the important content of such personal interests, reasons for avoidance or non-avoidance, status of avoidance, and objections or qualified opinions with records or written statements.
- IX Other matters to be documented.

The meeting sign-in book is a part of the minutes of the proceedings, and should be properly kept during the Company's existence.

The meeting minutes must be signed or stamped by the chairman and recorder of the meeting, distributed to the independent director members within 20 days after the meeting, archived as the Company's important file, and properly kept during the Company's existence. The production and distribution of the meeting minutes in paragraph 1 may be done electronically.

Article 10

The agenda of the committee meeting is set by the convener, and other members may also provide proposals for discussion by the Committee.

Article 11

If a meeting item involves the interest of an independent director, he/she shall explain the important content of the interest; if it is harmful to the Company's interests, the independent director shall not join the discussion and voting and shall avoid the discussion and voting sessions, and may not represent any other independent director member to exercise the voting rights.

If the Committee is unable to make a resolution due to the provisions of the preceding paragraph, it shall report to the board of directors, and the board of directors shall make the resolution on its behalf.

Article 11-1

The entire process of the committee meeting of the Company shall be audio or video recorded, and the recording shall be kept for at least five years; the recording may be kept in electronic form.

Before the expiry of the retention period mentioned in the preceding paragraph, when a lawsuit occurs on the matters discussed at the committee meeting, the relevant audio or video recording evidence shall be kept until the end of the lawsuit.

If a committee meeting is held via video conference, the video and audio data shall be part of the

meeting minutes and properly kept during the Company's existence.

Article 12

The Committee may, by resolution, appoint lawyers, accountants or other professionals to conduct necessary audits or provide advice on matters stated in Article 6, and the relevant expenses shall be borne by the Company.

Article 13

The members of the Committee shall exercise the attention of a good manager, faithfully fulfill their duties as stipulated in the Rules, be responsible to the board of directors, and submit the proposals to the board of directors for resolution.

Article 14

The Committee should regularly review matters related to the Rules for the amendments by the board of directors.

The Committee may authorize the convener or other members of the Committee to proceed with the resolutions, and shall provide a written or verbal report to the Committee during the execution period; if necessary, it should be submitted to the Committee for ratification or report at the next meeting.

Article 15

The Rules shall be implemented after the approval of the board meeting; the same procedure shall apply to the amendments.

The Rules were established on March 12, 2020.