

SinoPac Holdings Co., Ltd.
Audit Committee Organizational Charter

Not formulated in accordance with external regulations

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Formulation unit: Secretariat
Directors

Approval Level: Board of

Article 1 To improve the corporate governance of the Company and strengthen the professionalism of the Board of Directors, the Company has established the Audit Committee (hereinafter referred to as the Committee) Organizational Charter (hereinafter referred to as the Charter) of the Company in accordance with Article 14-4 of the Securities and Exchange Act (hereinafter referred to as the SEA) and Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies for compliance.

Article 2 The number of members, term, powers, rules of procedure, and provision of resources by the Company when exercising its powers shall be subject to the provisions of the Charter.

Article 3 The main purpose of the operations of the Committee is to supervise the following matters:

1. The appropriate expression of the Company's financial statements.
2. The selection (dismissal), independence, and performance of external auditors.
3. Effective implementation of the Company's internal control.
4. The Company compliance with relevant laws and regulations.
5. The existence of potential risks or control of potential risks in the Company.

Article 4 The Committee consists of the entire board of Independent Directors, the number of which shall not be fewer than three, one of whom is the convener, and at least one shall have accounting or financial expertise.

The Independent Directors of the Committee shall serve for a term of three years and may be re-elected. If any of the directors is dismissed for any reason, making the number of members fewer than the required number in the preceding paragraph or the Articles of Incorporation, a by-election shall be

held in the latest shareholders' meeting. When the Independent Directors are all dismissed, the Company shall convene a provisional shareholders' meeting for a by-election within 60 days from the date of the fact.

Article 5 The matters under the powers of Supervisors regarding the SEA, the Company Act, and other laws and regulations, except for the provisions regarding the exercise of powers in Paragraph 4 of Article 14-4 of the SEA, shall be governed by the Committee.

The provisions regarding the Company Act that involves the behavior of Supervisors or company representatives in Paragraph 4 of Article 14-4 of the SEA shall be applicable to the Independent Directors of the Committee.

Article 6 The powers of the Committee are as follows:

1. Establish or amend the internal control system in accordance with Article 14-1 of the SEA.
2. Assess the effectiveness of the internal control system.
3. Establish or amend procedures for obtaining or disposing of assets, engaging in derivatives transactions, and handling material monetary loans in accordance with Article 36-1 of the SEA.
4. Matters involving Director's personal interests.
5. Material asset or derivatives transactions.
6. Material monetary loans.
7. The offering, issuance, or private placement of any equity-type securities.
8. Appointment, dismissal, or remuneration of external auditors.
9. Appointment and dismissal of financial, accounting, or internal auditing supervisors.
10. Annual financial report and semi-annual financial report.
11. Material matters related to other companies or competent authorities.

The resolution of the preceding paragraph shall be approved by more than one-half of all members of the Committee and shall be submitted to the Board of Directors for resolution.

Except for Subparagraph 10 of Paragraph 1, if less than one-half of the members of the Committee agree to the provisions, it requires the approval of more than two-thirds of all Directors to implement the provisions.

All members referred to in the Charter are based on the actual incumbent members.

The convener of the Committee represents the Committee externally.

Article 7 The Committee meets at least once a quarter and may meet at any time as needed.

The reasons for the convening of the Committee meeting shall be stated and all Independent Directors of the Committee shall be notified seven days before the meeting. However, emergencies are not subject to this requirement.

The Committee members shall mutually select one person as the convener and chairman of the meeting. If the convener is absent or unable to convene the meeting for any reason, the convener shall designate another Independent Director as his/her substitute; if the convener did not designate a substitute, the other Independent Directors shall mutually select one person as the substitute.

The Committee may invite the Company's relevant department managers, internal auditors, accountants, legal consultants, or other personnel to attend meetings and provide relevant necessary information. However, they shall leave the meeting during discussions and voting.

When the Committee meeting is convened, relevant information shall be prepared for the members of the Committee to refer to at any time.

The membership of the Committee is a non-paid position, but each time they attend the Committee meeting in person, they will be paid an attendance fee of NT\$10,000.

Article 8 When the Committee meeting is convened, the Company shall provide an attendance book for the Independent Directors to sign in as a reference.

The Independent Directors of the Committee shall attend the Committee meeting in person. If they are unable to attend in person, they may entrust another Independent Director to attend the Committee meeting; if they participate in the meeting by video, they are regarded as present in person.

When a member of the Committee entrusts another Independent Director to attend the Committee meeting, he/she shall show a power of attorney each time and list the scope of the authority for the meeting.

The resolution of the Committee shall be approved by more than one-half of the members. The result of the voting shall be reported on the spot and

recorded.

If the Committee meeting is unable to be convened for a valid reason, it shall be approved by more than two-thirds of the Board of Directors. However, the matters in Subparagraph 10 of Paragraph 1 of Article 10 shall still be voted on by Independent Directors.

The provisions regarding the substitute in Paragraph 2 is limited to that a member can only be entrusted by one person.

Article 9 The proceedings of the Committee meeting shall be recorded in the meeting minutes, which shall record the following matters in detail:

1. Meeting No. and time and place.
2. The name of the chairman.
3. The attendance of Independent Directors, including the name and number of attendees and absentees.
4. The name and title of the attendees.
5. Name of minute taker.
6. Reporting matters.
7. Discussion matters: Resolution methods and results of each motion, speech summary of the Independent Directors of the Committee, experts, and other personnel, and the name of the Independent Directors with personal interests involved in accordance with Paragraph 1 of Article 11, explanation of the important contents of the interests, the reason for avoidance or non-avoidance, the situation of avoidance, as well as objection or reserved opinions.
8. Temporary motions: The names of motion proposers, resolution methods and results of each motion, speech summary of the Independent Directors of the Committee, experts, and other personnel, and the name of the independent directors with personal interests involved in accordance with Paragraph 1 of Article 11, explanation of the important contents of the interests, the reason for avoidance or non-avoidance, the situation of avoidance, as well as objection or reserved opinions.
9. Other matters to be recorded.

The attendance book of the Committee meeting is part of the meeting minutes and shall be properly preserved during the Company's preservation period.

The meeting minute shall be signed or sealed by the chairman and minute taker, be distributed to each Independent Director of the Committee within 20 days after the meeting, be included in the important files of the Company, and preserved properly during the Company's preservation period

The production and distribution of the meeting minutes in Paragraph 1 may be made electronically.

Article 10 The agenda of the Committee meeting is set by the convener. The unit in charge of the meeting is the secretariat. Other members may also provide proposals for the Committee to discuss.

Article 11 An Independent Director of the Committee shall explain the important contents of his/her interests involved in the matters of the committee meeting; if the interests are harmful to the interests of the Company, he/she shall not participate in the discussion and voting, and shall avoid the discussion and voting, while not allowed to act on behalf of other Independent Directors to exercise their voting rights.

Where the spouse, a blood relative within the second degree of kinship of a independent director has interests in the matters under discussion in the meeting , such independent director shall be deemed to have a personal interest in the matter.

If the Committee is unable to reach an agreement on a resolution due to the provisions of the first paragraph, it shall report to the Board of Directors, and the Board of Directors shall vote on the resolution instead.

Article 11-1 The Company shall audio or video record the entire process of a Committee meeting and preserve the record for at least five years, and the file shall be preserved electronically.

When a lawsuit concerning relevant resolutions of the Committee occurs before the expiration of the preservation period in the preceding paragraph, relevant audio or video records shall be preserved until the end of the lawsuit.

In the case of a video Committee meeting, its video and audio material is part of the meeting minutes and shall be properly preserved during the Company's preservation period.

Article 12 The Committee may, by resolution, appoint an attorney, accountant, or other professionals to conduct necessary reviews or provide advice on the matters required by Article 6. The expenses incurred by the Committee shall be borne by the Company.

Article 13 The members of the Committee shall exercise the care of a good administrator and faithfully perform the duties set out in the Charter and shall be responsible to the Board of Directors and submit proposals to the Board of Directors for resolution.

Article 14 The Committee shall periodically review matters related to the Charter for the Board of Directors to make amendments.

For the matters decided by the Committee by resolution, the convener, other members of the Committee or the designated managers and departments may be authorized for the relevant implementation work and report to the Committee in writing or orally during the implementation period, and may report to the Committee for ratification at the next meeting, if necessary.

Article 15 The Charter shall be implemented after the approval of the Board of Directors by resolution, and the same shall apply to any amendments.

June 12th, 2014. Approved by the 5th session of the Board of Directors at the 1st meeting in 2014.

Amended and approved by the 6th session of the Board of Directors on December 22, 2017, on the 8th meeting in 2017.

Amended and approved by the 7th session of the Board of Directors on July 24, 2020, on the 4th meeting in 2020.