

SynPower Co., Ltd.  
Audit Committee Charter

Approved at the Board of Directors on held on February 22, 2024

Article 1 The Charter is established in accordance with Article 3 of the “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.”

Article 2 Matters concerning the number of members, term of office, duties and powers, rules of procedure, and the resources to be provided by the Company for the exercise of its powers shall be governed by the provisions of the Charter.

Article 3 The operation of the Committee shall be primarily aimed at supervising the following matters:

1. The fair presentation of the Company’s financial statements.
2. The selection, dismissal, independence, and performance of the certified public accountants.
3. The effective implementation of the Company’s internal control system.
4. The Company’s compliance with relevant laws and regulations.
5. The control of the Company’s existing or potential risks.

Article 4 The Committee shall be composed entirely of independent directors and shall have no fewer than three members. One of the members shall serve as the convener, and at least one member shall have expertise in accounting or finance.

The term of office for the independent directors serving on the Committee shall be three years and they may be re-elected. In the event of a dismissal resulting in the number of members falling below the requirement stated above or as stipulated in the Articles of Incorporation, a by-election shall be held at the next shareholders' meeting. If all independent directors are dismissed or vacancies arise, the Company shall convene an extraordinary shareholders' meeting within 60 days from the date the fact occurs to hold a by-election.

Article 5 The provisions of the Securities and Exchange Act, the Company Act, and other applicable laws concerning supervisors shall apply mutatis mutandis to the Committee.

The provisions of Paragraph 4, Article 14-4 of the Securities and Exchange

Act regarding the powers and duties of supervisors under the Company Act shall apply mutatis mutandis to the independent directors serving as members of the Committee.

Article 6 The duties and powers of the Committee shall include the following matters:

1. Establishment or amendment of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act.
2. Evaluation of the effectiveness of the internal control systems.
3. Establishment or amendment of procedures for handling significant financial and business activities such as acquisition or disposal of assets, engaging in derivative transactions, lending of funds to others, or providing endorsements or guarantees, in accordance with Article 36-1 of the Securities and Exchange Act.
4. Matters involving the personal interest of any director.
5. Significant asset or derivative transactions.
6. Significant lending of funds, endorsements, or provision of guarantees.
7. The offering, issuance, or private placement of equity-type securities.
8. Appointment, dismissal, or remuneration of certified public accountants.
9. Appointment or dismissal of financial, accounting, or internal audit officers.
10. Annual financial reports signed or sealed by the chairperson, managerial officers, and accounting officers, as well as second-quarter financial reports that are subject to CPA review and attestation.
11. Other significant matters as stipulated by the Company or competent authorities.

Resolutions on the aforementioned matters must be approved by more than one-half of all members of the Committee and submitted to the Board of Directors for resolution.

Except for Item 10 above, if any of the aforementioned matters are not approved by more than one-half of all Committee members, they may be adopted with the approval of at least two-thirds of all directors.

The term "all members" as used in the Charter refers to the actual number of members currently in office.

The convener of the Committee shall act as its external representative.

Article 7 The Committee shall convene at least once every quarter and may hold

meetings at any time as necessary.

The notice for convening the Committee shall specify the purpose of the meeting and be delivered to all independent director members at least seven days in advance. However, this requirement may be waived in the event of an emergency.

The time and venue of the Committee meetings shall be within the Company's location and during office hours or at a time and place convenient for the members to attend and appropriate for holding the meeting.

The Committee members shall elect one member among themselves to serve as the convener and meeting chair. If no convener is elected, the independent director who receives the highest number of votes shall serve as the convener. If the convener is on leave or unable to convene the meeting, he or she shall appoint another independent director member as a proxy; if no proxy is designated, the Committee members shall elect one among themselves to act as proxy.

If more than one-half of all Committee members submit a written request stating the proposed matters and reasons, the convener shall call a Committee meeting. If the convener fails to call a meeting within 15 days after the request is made, more than one-half of all Committee members may convene the meeting on their own.

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

Relevant materials shall be prepared and made available during Committee meetings for members to review as needed.

Article 8 When the Committee convenes, the Company shall prepare a sign-in book for attending independent director members to sign in, which shall also be available for inspection.

Independent director members of the Committee shall attend meetings in person. If a member is unable to attend in person, they may authorize another independent director member to attend on their behalf. Participation via video conferencing shall be deemed as attendance in person.

When a Committee member authorizes another independent director to attend the meeting as a proxy, a separate proxy letter shall be issued for each meeting, specifying the scope of authorization for the matters listed in the meeting notice.

Resolutions of the Committee shall require the approval of more than one-half of all members. The voting results shall be reported on the spot and recorded in the meeting minutes.

If, for a legitimate reason, the Committee is unable to convene, resolutions may be adopted with the consent of at least two-thirds of all directors of the Board. However, matters under Article 6, Paragraph 1, Item 10 must still be approved by the independent directors.

Each proxy may act on behalf of only one independent director.

Article 8-1 If, at the scheduled meeting time, the number of attending Committee members does not reach one-half of all members, the chairperson may announce a postponement of the meeting on the same day. The meeting may be postponed up to two times. If after two postponements the quorum is still not met, the chairperson may reconvene the meeting following the procedure specified in Article 7, Paragraph 2.

Article 8-2 The Committee shall conduct its meetings according to the agenda specified in the meeting notice. However, the agenda may be changed with the approval of more than one-half of all Committee members.

The chairperson shall not unilaterally declare the meeting adjourned without the consent of more than one-half of all Committee members.

If, during the meeting, the number of members present falls below one-half of all members, and an independent director present proposes so, the chairperson shall declare a suspension of the meeting and apply the provisions of the preceding article accordingly.

If the convener is unable to preside over the meeting for any reason, or if the chairperson fails to declare adjournment as required in the second paragraph, the selection of a proxy shall follow the procedures set forth in Article 7, Paragraph 4.

Article 9 Minutes of the Committee meetings shall be prepared, and the minutes shall accurately record the following matters:

1. The session number, date, time, and location of the meeting.

2. The name of the chairperson.
3. Attendance status of independent director members, including the names and number of those present, on leave, and absent.
4. The names and titles of attendees.
5. The name of the recorder.
6. Reported matters.
7. Discussion items: the methods and results of resolutions on each agenda item; summaries of statements made by the Committee's independent directors, experts, and other personnel; names of independent directors involved in conflicts of interest as per Article 11, Paragraph 1; explanation of significant conflict of interest details; reasons for recusal or non-recusal; recusal status; and any objections or reservations.
8. Motions: the name of the proposer; methods and results of resolutions; summaries of statements made by the Committee's independent directors, experts, and other personnel; names of independent directors involved in conflicts of interest as per Article 11, Paragraph 1; explanation of significant conflict of interest details; reasons for recusal or non-recusal; recusal status; and any objections or reservations.
9. Other matters that should be recorded.

The Committee's attendance book shall be part of the meeting minutes and must be permanently preserved.

The minutes shall be signed or sealed by the meeting chairperson and recorder, distributed to all independent director members within twenty days after the meeting, and included in the Company's important files to be properly and permanently preserved throughout the Company's existence.

The preparation and distribution of the minutes under the preceding paragraph may be conducted electronically.

Article 10 The agenda of the Committee meetings shall be set by the convener, and other members may also propose items for the Committee's discussion.

Article 11 If an independent director member of the Committee has a conflict of interest concerning any meeting matter, they shall disclose the significant details of the conflict. If there is a risk of harming the Company's interests, the director shall not participate in the discussion or voting and must recuse themselves during the discussion and voting. They are also prohibited from

acting as a proxy to exercise the voting rights of other independent directors. If the spouse or blood relatives within the second degree of kinship of an independent director have a conflict of interest concerning the matter in the preceding paragraph, it shall be deemed that the independent director has a personal conflict of interest regarding that matter.

If, due to the provisions of the preceding paragraph, the Committee is unable to make a resolution, the matter shall be reported to the Board of Directors for resolution.

Article 11-1 The Company shall record the entire proceedings of the Committee meetings by audio or video and keep the recordings for at least five years. Such recordings may be stored electronically.

If a lawsuit arises regarding any resolution made by the Committee before the expiration of the retention period mentioned above, the relevant audio or video recordings shall continue to be preserved until the conclusion of the litigation.

Article 12 The Committee may, by resolution, engage attorneys, certified public accountants, or other professionals to conduct necessary audits or provide advisory services regarding matters specified in Article 6. Any expenses incurred shall be borne by the Company.

Article 13 Members of the Committee shall perform their duties faithfully and with the care of a good administrator in accordance with the Charter. They shall be accountable to the Board of Directors and submit their proposals to the Board for resolution.

Article 14 The Committee shall periodically review matters related to the Charter and provide recommendations for amendments to the Board of Directors. Matters resolved by the Committee may be delegated to the convener or other Committee members for further execution. During the execution period, a written or verbal report shall be submitted to the Committee, and when necessary, the matter shall be submitted to the Committee for ratification or reporting at the next meeting.

Article 15 The Charter shall take effect after having been submitted to and adopted by the board of directors. Subsequent amendments thereto shall be effected in the same manner.