

# Wiwynn Corporation

## Audit Committee Charter

Article 1. Wiwynn Corporation (the “Company”) has enacted this Audit Committee Charter (the “Charter”) pursuant to Article 14-4 of Securities and Exchange Act (the “Act”) and Article 3 of Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

Article 2. The matters, relating to the Audit Committee’s (the “Committee”) number, term of office, responsibilities and duties, rules and procedures of meetings, and resources to be provided by the Company when the Committee exercises its powers, shall be in accordance with the Charter.

Article 3. The Committee’s primary purpose is to supervise the following items:

1. The reliability and integrity of the financial report of the Company.
2. Appointment and dismissal the Company’s certified public accountants and assessing such accountants’ qualifications, independence and performance.
3. The effectiveness of the Company’s internal controls.
4. To ensure the Company complies with legal or regulatory requirements.
5. To control over existing or potential risks within the Company.

Article 4. The Committee shall be composed of all the independent directors of the Company. The number of the Committee members shall not be less than three persons, one of whom shall be assigned as Committee convener, and at least one of whom shall have accounting or financial expertise.

The term of each independent director is three years, but they can serve another term if been re-elected. When a member of the Committee resigns or is dismissed for any reason, resulting in the number of Committee members less than that required, a by-election for independent director shall be held at the coming annual shareholder meeting. If all members of the Committee have been dismissed, the Company shall convene a special shareholder meeting to hold a by-election of independent directors within 60 days from the date of occurrence of the event.

Article 5. Responsibilities and duties conferred by the Act, the Company Act, and any other law to be exercised by supervisors, except those responsibilities and duties set out in Article 14-4, paragraph 4, of the Act, shall be executed by the Committee. The provisions of Article 14-4, paragraph 4, of the Act concerning provisions of the

Company Act concerning acts done by supervisors, and the role of supervisors as representatives of the Company, shall apply mutatis mutandis to the independent director members of the Committee.

Article 6. The responsibilities and duties of the Committee are as followed:

1. Adoption of or amendment to internal control systems pursuant to Article 14-1 of the Act.
2. Assessment of the effectiveness of the internal control systems.
3. Adoption of or amendment to material financial or operational procedures concerning the acquisition or disposal of assets, engaging in derivatives trading, lending funds to others, and endorsements or guarantees for others, pursuant to Article 36-1 of the Act.
4. Matters that involve personal interests of directors.
5. Material transactions of assets or derivatives.
6. Material loans, endorsements or guarantees.
7. Public offering, issuance or private placement of any type of equity securities.
8. Appointment or dismissal of the Company's certified public accountants and assessing such accountants' remuneration.
9. Appointment or dismissal of the officer-in-charge of finance, accounting or internal auditing departments.
10. Annual and semi-annual financial reports that must be audited and attested by a CPA, which are signed or sealed by the Chairman, managerial officer, and accounting officer.
11. Any other material matter related to the Company or required by the competent authority.

Resolutions pursuant to any of the preceding subparagraphs shall be subject to the consent by one-half or more of all Committee members, and then such resolutions shall be submitted to the Board of Directors for a resolution.

If any resolution pursuant to any of the preceding subparagraphs, except subparagraph 10, has not been consented to by one-half or more of all the Committee members, it may be adopted upon the consent of two-thirds or more of the entire board of directors and the resolution of the Committee shall be recorded in the minutes of the directors meeting.

"All the Committee members" as used herein, shall be counted as the number of members actually in office at the given time.

The convener of the Committee shall represent the Committee to the public.

Article 7. The Committee shall meet at least once every quarter, and shall be convened at any time if necessary.

Each independent director of Committee member shall be notified of the reasons for the convening of a Committee meeting at least seven (7) days in advance. In emergency circumstances, however, this requirement does not apply.

The Meeting notice may be distributed in either written or electronic format.

One member shall be elected as the convener and meeting chair by and from among all the members of the Committee. When the convener goes on leave or is otherwise for any reason unable to convene a meeting, the meeting shall be convened by another independent director of Committee member designated by the convener, or if no such designation is made, by another Committee member elected by and among the independent director members of the Committee.

The Committee may by resolution request relevant department officers, internal auditors, accountants, legal counsels, or other personnel to attend the meeting as nonvoting participants and to provide pertinent and necessary information. And they shall leave the meeting when discussion and voting take place.

When a Committee meeting is held, relevant materials shall be duly prepared for reference and review by the Committee members participating in the meeting at any time.

Article 8. When a Committee meeting is held, the Company shall prepare an attendance book for signature by the independent director in Committee members attending the meeting and thereafter make it available for future reference.

All independent director members of the Committee shall attend Committee meetings in person; a member who cannot attend in person may appoint another independent director of Committee member to attend as his/her proxy. Attendance through tele- or video-conference is hereby deemed to be attendance in person.

A member of the Committee appointing another independent director in Committee member to attend a Committee meeting as his/her proxy shall in each instance provide a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions of the Committee meeting shall be adopted with the consent of one-half or more of all the members. The result of a vote shall be made known immediately, and recorded in writing.

If for a legitimate reason it is impossible to hold a Committee meeting, the items on the meeting agenda shall be adopted with the consent of two-thirds or more of the entire Board of the directors. Notwithstanding the foregoing, with respect to the matters in Article 6, paragraph 1, subparagraph 10, a written opinion shall be obtained from each independent director as Committee member indicating approval

or disapproval.

A member serving as proxy under paragraph 2 of this Article may represent as a proxy for only one Committee member only.

Article 9. Discussions at a Committee meeting shall be included in the meeting minutes. The following items shall be recorded faithfully and in detail in the minutes:

1. Session, time, and place of meeting.
2. Name of meeting chair.
3. Attendance of independent director as Committee members at the meeting, specifying names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported.
7. Agenda items: resolution method and result of each proposal; summary of the comments made by the independent director members on the Committee and the experts and any other persons present at the meeting; the name of any independent director member possibly having an interest relationship as referred to Article 11 paragraph 1, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.
8. Extraordinary motions: Name of the mover; the resolution method and result of each proposal; summary of the comments made by the independent director members on the Committee and the experts and any other persons present at the meeting; the name of any independent director member possibly having an interest relationship as referred to Article 11 paragraph 1, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.
9. Other matters required to be recorded.

The attendance book of the Committee meetings is a part of the minutes and shall be preserved permanently.

The meeting minutes shall be signed or sealed by both the meeting chair and the minutes-taker, and a copy shall be distributed to each member of the Committee within twenty days after the meeting and be carefully preserved as part of important company records during the existence of the Company.

The meeting minutes under paragraph 1 of this Article may be generated, distributed and conducted electronically.

- Article 10. The Company shall record on audio or video tape the entire proceedings of the Committee meeting, and preserve the recordings for at least five years, in electronic form or otherwise.
- If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of the Committee meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded. Where the Committee meeting is held by video conference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be well preserved for the duration of the existence of the company.
- Article 11. The convener shall set out the agenda of Committee meetings; other Committee members may also submit proposals for discussion by the Committee.
- Article 12. If an independent director member of the Committee has a personal interest in any agenda item, the director shall explain the essential content of the interest. If the director's personal interest is likely to prejudice the interest of the company, the director member may not participate in discussion and voting, and shall recuse himself or herself from the discussion and voting, and also may not exercise voting rights as a proxy for any other independent director member.
- Where a matter is unable to be resolved at a committee meeting for the reason stated in the preceding paragraph, the fact shall be reported to the board of directors and the matter shall be resolved by the board instead.
- Article 13. The Committee may, on behalf and at the cost of the Company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to Article 6 hereunder.
- Article 14. The Committee members shall exercise the due care of a good manager when performing the responsibilities and duties specified by the Charter, be responsible to the Board of Directors, and submit the proposals to the Board of Directors for a resolution.
- Article 15. The Committee should periodically review and reassess the adequacy of the Charter. If any amendment is required, it shall be proposed to the Board of Directors for a resolution.
- The execution of the matters resolved by the Committee may be delegated to the convener or other members of the Committee for follow-up and handling. Written or oral report(s) shall be provided to the Committee during such period of execution and when necessary, proposed to the Committee at the next meeting for ratification

or report.

Article 16. This Charter, and any amendment thereto, shall enter into force upon the approval of the Board of Directors. However, when there is a specified date of enforcement, the Charter shall become effective since the date of enforcement.

This Charter was enacted on October 30, 2017 and took effect once the Committee has been set up.

The 1st amendment was made on March 20, 2020.