

InnoCare Optoelectronics Corporation

Audit Committee Charter

- Article 1 This Charter is adopted pursuant to Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.
- Article 2 Unless otherwise specified by law or the Articles of Incorporation, matters concerning the number, term of office, powers, rules of procedure for the meetings, and resources to be provided by the Company when the Audit Committee (“the Committee”) exercises its powers shall be handled in accordance with this Charter.
- Article 3 The main function of the Committee is to supervise the following matters:
1. Fair presentation of the financial reports of the Company.
 2. The hiring (and dismissal), independence of certificated public accountants and their performance.
 3. The effective implementation of the internal control system of the Company.
 4. Compliance with relevant laws and regulations by the Company.
 5. Management and control of the existing or potential risks of the Company.
- Article 4 The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be committee convener, and at least one of whom shall have accounting or financial expertise. The independent director members of the Committee shall serve a 3-year term and may be re-elected to further term. When the number of the independent director members on the Committee falls below that prescribed in the preceding paragraph or in the Articles of Incorporation due to an independent director's dismissal for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancies.
- Article 5 The provisions regarding supervisors in the Securities and Exchange Act (“the Act”), the Company Act, and other laws and regulations shall apply mutatis mutandis to the Committee. The provisions of Article 14-4, paragraph 4 of the Act, in regard to the Company Act as concerns the powers of supervisors shall apply mutatis mutandis to the independent director members of the Committee. The role as representatives of the Company in provisions of Article 213, Article 214, and Article 223 of the Company Act shall be appointed according to the preceding procedures. The Committee may decide by a resolution to be represented by members individually or jointly, if a representative is not appointed according to the preceding procedures, the entire membership shall be jointly represented.
- Article 6 The powers of the Committee are as follows:
1. The adoption or amendment of an internal control system pursuant to Article 14-1 of the Act.
 2. Assessment of the effectiveness of the internal control system.
 3. The adoption or amendment, pursuant to Article 36-1 of the Act, of the procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
 4. Matters in which a director is an interested party.
 5. Asset transactions or derivatives trading of a material nature.

6. Loans of funds, endorsements, or provision of guarantees of a material nature.
7. The offering, issuance, or private placement of any equity-type securities.
8. The hiring or dismissal of a certified public accountant, or their compensation.
9. The appointment or discharge of a financial, accounting, or internal audit officer.
10. Annual financial reports signed or sealed by the chairman, a manager or an accounting chief, and financial reports for the second quarter audited and attested by a certified public accountant.
11. Other material matters as may be required by the Company or by the competent authority.

The matters under the preceding paragraph shall be subject to the consent of one-half or more of all Committee members and be submitted to the board of directors for a resolution. Any matter in paragraph 1, with the exception of subparagraph 10, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval of two thirds or more of the entire board of directors.

“The entire membership,” 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 convene at least once a quarter, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

A meeting of the Committee shall be held at the location and during the business hours of the Company, or at a place and time convenient to all members and suitable for holding such a meeting.

A member of the Committee shall be elected as the convener and meeting chair by and from the entire membership of the Committee. However, if the convener shall not be elected by the members of the Committee, the independent director who received votes representing the largest portion of voting rights shall be the convener.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on the Committee as acting convener; if the convener does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener.

One half or more of all independent directors members of the Committee may, by a proposal in writing, with reasons stated therein, request the the convener to convene a meeting. If the convener fails to convene a meeting within fifteen days after the request is made, one half or more of all independent directors members of the Committee may convene the meeting on their own initiative.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide pertinent and necessary information, provided that they shall leave the meeting when discussion or voting takes place.

When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

Article 8 When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the independent director members in attendance, and thereafter made available for reference.

Independent director members shall attend meetings of the Committee in person; if an independent director member is unable to attend in person, the independent director member may appoint another independent director member as proxy to attend the meeting.

Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another independent director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. 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 meeting of the Committee, matters on the meeting agenda shall be adopted with the consent of two thirds or more of the entire board of directors. Nevertheless, a written opinion indicating approval shall be obtained from each independent director member with respect to the matters under Article 6, paragraph 1, subparagraph 10.

The proxy under paragraph 2 may accept a proxy from one person only.

Article 8-1 When the time of a meeting has arrived and one-half all independent directors members are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 7, paragraph 2.

Article 8-2 A meeting of the Committee shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval by one half or more of the entire membership of the Committee.

The meeting chair may not declare the meeting closed without the approval by one half or more of the entire membership of the Committee present at the meeting.

If at any time during the proceeding of a meeting of the Committee the members sitting at the meeting are not more than half of the members present at the meeting, then upon motion by the members sitting at the meeting, the chair shall declare a suspension of meeting, in which case of the preceding article shall apply mutatis mutandis.

During the proceedings of a meeting of the Committee, if the convener is unable to preside over the meeting for some reason or the chair fails to declare the meeting to adjourn in accordance with the provisions of paragraph 2, the acting convener shall be elected by following the procedures provided in Article 7, paragraph 5.

Article 9 Discussions at the audit committee meeting shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance by the independent director members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; name of the independent director who is an interested party as referred to in paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has recused; and any objections or reservations expressed.
8. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; name of the

independent director who is an interested party as referred to in paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has recused; and any objections or reservations expressed.

9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee and shall be appropriately preserved during the existence of the Company.

The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

Article 10 The Committee's meeting agenda shall be drafted by the staffs appointed by the convener. Other members of the Committee may also put forward proposals for discussion by the Committee.

Article 11 An independent director member of the Committee shall explain the material aspects of the interest he or she has when he or she is an interested party with respect to a given agenda item. When such a relationship is likely to prejudice the interests of the Company, the director shall not attend the discussion and voting and shall recuse himself or herself therefrom. Also, they shall not exercise the voting right for and on behalf of another independent director member.

An independent director is deemed to be an interested party with respect to an agenda item in respect of which its spouse or a blood relative within the second degree of kinship is an interested party.

If, for the reason stated in the first paragraph, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the board of directors, which shall resolve on the item.

Article 12 Any and all meetings of the Committee shall be audio-recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five years. The files may be stored in the electronic form.

If any litigation relating to a resolution of the meeting of the Committee commences before the expiry of the period in which the evidence shall be kept in accordance with the preceding paragraph, the relevant data of audio-recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

For a meeting of the Committee convened via videoconferencing, the audio-recorded and videotaped data shall be part of the minutes of the meeting and shall be properly kept during the existence of the Company.

Article 13 The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 6. The costs of their services shall be borne by the Company.

Article 14 The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter; they shall be accountable to the board of directors and shall submit their proposals to be resolved by the board.

Article 15 The Committee shall conduct periodic reviews of matters relating to this Charter and present the results for amendment by the board of directors.

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the

matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 16 This Charter, shall take effect after adoption by a resolution of the board of directors. Subsequent amendments thereto shall be effected in the same manner.

Article 17 This Charter was established on September 24, 2021. The first amendment was made on February 20, 2024.