

ENNOSTAR Inc. Audit Committee Charter

(Approved by the Board of Directors on June 24, 2021 and effective on August 11, 2021.)

- Article 1 This Charter is pursuant to Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.
- Article 2 Matters concerning the number, term of office, powers, rules of procedure for 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 Audit Committee is to supervise the following matters:
1. Fair presentation of the financial reports of the Company.
 2. The hiring (and dismissal), independence, and performance of certificated public accountants of the Company.
 3. The effective implementation of the internal control system of the Company.
 4. Compliance with relevant laws and regulations by the Company.
 5. Management of the existing or potential risks of the Company.
- Article 4 The Committee shall be composed of the entire independent directors. It shall not be fewer than three persons in number, one of whom shall be the 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 for further terms. 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 or all of their positions are vacant, a shareholders meeting shall be convened to hold a by-election to fill the vacancies within 60 days from the date of the occurrence.
- Article 5 Powers conferred by the Securities and Exchange Act, the Company Act, and any other law to be exercised by supervisors, excepting those set forth in Article 14-4, paragraph 4 of the Securities and Exchange Act, shall be exercised by the Committee.

The provisions of Article 14-4, paragraph 4 of the Securities and Exchange Act, in regard to the Company Act as concerns the actions of supervisors or their role as representatives of a company, apply mutatis mutandis to the independent director members of the Committee.

The relevant document of the company which does not belong to the financial statements, by following the Article 14-5, paragraph 1, subparagraph 11 of the Securities Exchange Law and paragraph 2 of the same article, submitted to the audit committee and resolved by the board of directors shall not be resubmitted to the Audit Committee for review.

Article 6

The powers of the Committee are as follows:

1. The adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. The adoption of or amendment to, pursuant to Article 36-1 of the Securities and Exchange Act, 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 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. The annual financial report shall be signed or stamped by the chairman, manager, and accountant, and the semi-annual financial reports shall be audited by the 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 approval of one half or more of the entire membership of the Committee and shall be submitted to the board of directors for a resolution.

Any matter in the 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 a meeting at least once quarterly and at its discretion whenever necessary.

In convening 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 convened on shorter notice.

Notifications can be sent via e-mail to each Committee, given his or her consent.

A member of the Committee shall be elected as the convener and the chair of the meeting by and from the entire membership of the Committee. 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.

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 to provide pertinent and necessary information. And those aforementioned non-voing participants should leave the meeting during discussion or voting.

When the Committee convenes a meeting, the company 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 available for signing-in by the independent director members in attendance, and thereafter 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 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 or disapproval 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 9

Discussions at a meeting of the Committee 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 chair of the meeting.
3. Attendance of the independent director members, including the names and the number of members present, excused, and absent.
4. The names and titles of those people 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, experts and other persons present at the meeting; in accordance with the provisions of Article 11, paragraph 1, the name and interest of the independent directors who are interested in the relationship ; a description of the important contents of the interest which shall be evaded or not and evaded situation; and any objections or reservations expressed.

8. Extraordinary motions: The name of the proposer; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee, experts and other persons present at the meeting; in accordance with the provisions of Article 11, paragraph 1, the name and interest of the independent directors who are interested in the relationship; a description of the important contents of the interest which shall be evaded or not and evaded situation; 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 preserved during the existence of the company.

The minutes of a Committee meeting shall bear the signature or seal of both the chair of the meeting 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 this Company.

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

Article 9-1 The Company shall record the audio or videotaping of the proceedings of the Committee meeting and shall keep it for at least five years. Records kept in electronic form is acceptable.

If the occurrence of litigation in respect of the relevant matters of the Committee before the expiry of records retention term, the relevant audio or videotaping shall be kept to the end of litigation.

The videotaping of the Committee's video conference is a part of the proceedings and should be kept during the existence of the company.

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

Article 11 An independent director member of the Committee should explain the important content of its interest when they are an interested party with respect to a given agenda item. The independent director should not discuss and vote when such a relationship is likely to prejudice the interests of the Company and should evade during discussing and voting; in addition, he or she shall not act on behalf of other independent directors to exercise their voting rights on such given agenda item.

If independent directors' spouses or blood relatives such as their second relatives have interest conflict in the matter at the previous meeting, the independent director shall be deemed to have interest conflict in this matter. If, for the reason stated in the preceding 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 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 13 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 14 The Committee shall conduct periodical reviews of matters relating to this Charter and present the results for amendment made 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 followingup with a written or verbal report to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or reported at the next meeting of the Committee.

Article 15 This Charter, and any amendments hereto, shall come into force after adoption by a resolution of the board of directors. During the implementation of the organizational rules of the Audit Committee of the Company to replace supervisors.