

Giantplus Technology Co., Ltd.

Functional Committee

The Audit Committee

The Company established an audit committee in 2014 to replace the original supervisor system. The members of the audit committee are 3 independent directors of the board of directors. All members elected an independent director as the convener and chairman of the meeting. Mr. Jau-Shin Hon, an independent director, is the convener of the fourth audit committee. A total of 5 audit committee meetings were held in 2023. All proposals have been reviewed or approved by independent directors, and all independent directors have not issued any objections or reservations.

Independent directors who have a conflict of interest in the matters of the meeting shall explain the important content of their conflict of interest. If there is any conflict of interest, they shall not participate in the discussion and voting, and shall abstain from the discussion and voting, and shall not exercise their voting rights on behalf of other independent directors.

In March 2021, in accordance with Article 14-5 of the "Securities and Exchange Act", the company's "Organization Regulations of the Audit Committee" was amended to strengthen corporate governance. The audit committee is held at least once a quarter. Please refer to the Annual Report of the Shareholders' Meeting of the Company for details of the meeting of the Committee and the attendance rate of each member.

Matters considered by the Audit Committee include:

- Internal Control system;
- The adoption or amendment 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.
- Matters in which a director is an interested party;
- Asset transactions or derivatives trading of a material nature;
- Loans of funds, endorsements, or provision of guarantees of a material nature;
- The offering, issuance, or private placement of equity-type securities;
- The hiring or dismissal of a certified public accountant, or their compensation;
- The appointment or discharge of a financial, accounting, or internal audit officer;
- The annual financial report signed or stamped by the chairman, manager and accounting supervisor, and the second quarter financial report that must be verified and certified by an accountant;
- Other material matters as may be required by the Company or by the competent authority.

Annual key points and operation:

- Reporting regularly the audit results to internal audit supervisor according to annual audit plans;
- Reviewing financial report;
- Assessment of the effectiveness of the internal control system;
- Assessment of Procedures for Acquisition or Disposal of Assets, Financial Derivatives Transactions, Capital Lending to Others, Making Endorsements and Guarantees, and

major transactions of assets, capital lending, and endorsements and guarantees;

- Regulatory compliance;
- Assessment of the independence of the Company's CPA;
- Dismissal and appointment of financial and accounting supervisor; and
- Other major items stipulated by the Company or the authorities.

Performance Evaluation

The Company's audit committee performance evaluation was completed in December 2022, the assessment items and evaluation results of the audit committee:

Assessment Items	Scores	Outcome of the evaluation
Engagement in the operations of the Company	5	The overall evaluation results of the audit committee, the average score is 5. The overall evaluation results were excellent.
Awareness of the duties of an audit committee	5	
Enhancement to the quality of audit committee decision-making	5	
Composition of the audit committee and selection of committee members	5	
Internal control	5	

The performance evaluation of the audit committee is carried out by the corporate governance officer, using internal questionnaires, and each committee member evaluates the operation of the audit committee. The performance evaluation results will serve as a reference for company review and improvement.

Attendance of Audit Committee

A total of 5 (A) Audit Committee meetings were held in 2023.

The attendance of the independent directors was as follows:

T i t l e	N a m e	Attendance in P e r s o n (B)	B y P r o x y	Attendance Rate (%) 【 B / A 】	R e m a r k s
Chairman	JAU-SHIN HON	5	0	100.00%	
Member	JIA-LI SHIH	5	0	100.00%	
Member	PO-TSUN LIU	3	0	100.00%	Re-elected (Resigned on July 31, 2022) Should attend 3 times

Compensation Committee

To ensure a sound system for compensation of the directors, supervisors and managerial officers of the Company, this Compensation Committee Charter is adopted pursuant to Article 3 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter. The Company established a compensation committee on October 24, 2011.

According to Compensation Committee Regulations, there are 3 members of the Compensation Committee. Mr. Jau-Shin Hon is the convener of compensation committee. A total of 4 meetings were held in 2023, and all members have no objections or reservations.

Principles for the Compensation Committee to perform its functions and powers:

- Ensuring that the compensation arrangements of the Company comply with applicable laws and regulations and are sufficient to recruit outstanding talent.
- Performance assessments and compensation levels of directors and managerial officers shall take into account the general pay levels in the industry, individual performance assessment results, the time spent by the individual and their responsibilities, the extent of goal achievement, their performance in other positions, and the compensation paid to employees holding equivalent positions in recent years. Also, to be evaluated are the reasonableness of the correlation between the individual's performance and the Company's operational performance and future risk exposure, with respect to the achievement of short-term and long-term business goals and the financial position of the Company.
- There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of the Company.
- For directors and senior managerial officers, the percentage of remuneration to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of the Company's business.

Scope of duties:

The functions of the Committee are to professionally and objectively evaluate the policies and systems for compensation of the directors, supervisors, and managerial officers of the Company, and submit recommendations to the board of directors for its reference in decision making. Moreover, the Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion.

- Periodically reviewing this Charter and making recommendations for amendments.
- Establishing and periodically reviewing the performance assessment standards, annual and long-term performance goals, and the policies, systems, standards, and structure for the compensation of the directors and managerial officers of the Company.
- Periodically assessing the degree to which performance goals for the directors and managerial officers of the Company have been achieved and setting the types and amounts of their individual compensation.

Performance Evaluation

The Company's compensation committee performance evaluation was completed in December 2022, the assessment items and evaluation results of the compensation committee:

Assessment Items	Scores	Outcome of the evaluation
Engagement in the operations of the Company	5	The overall evaluation results of the compensation committee, the average score is 5. The overall evaluation results were excellent.
Awareness of the duties of a compensation committee	5	
Enhancement to the quality of compensation committee decision-making	5	
Composition of the compensation committee and selection of compensation committee members	5	
Internal control	5	

The performance evaluation of the compensation committee is carried out by the corporate governance officer, using internal questionnaires, and each committee member evaluates the operation of the compensation committee. The performance evaluation results will serve as a reference for company review and improvement.

Attendance of Compensation Committee

Committee members' tenure of their current term: From July 11, 2022 to June 22, 2025, and the Compensation Committee held four meetings (A) during the most recent year, their attendance are listed below.

T i t l e	N a m e	Attendance in P e r s o n (B)	Attendance by Proxy	Attendance rate (%) B / A	R e m a r k s
Convener	JAU-SHIN HON	4	0	100%	Re-elected (July 11, 2022 reelection) Should attend 4 times
Member	PO-TSUN LIU	2	0	100%	Former (Term expires on June 22, 2022) Should attend 2 times
Member	JIA-LI SHIH	4	0	100%	(July 11, 2022 reelection) Should attend 4 times
Member	JIA-MO HUANG	2	0	100%	(Resigned on June.23, 2023) Should attend 2 times

Risk Management Committee

In order to establish a risk management mechanism and strengthen corporate governance to improve the Company's sustainability, the board of directors approved to establish the Risk Management Committee on November 9, 2022.

According to Corporate Governance Best Practice Principles, the Company newly formulated the Risk Management Committee Organization Regulations. Therefore, according to Risk Management Committee Organization Regulations, there are 3 members at the Risk Management Committee, included at least 2 independent directors. The Company hold the first time of Risk Management Committee on December 23 and the independent director Mr. Jau-Shin Hon was unanimously elected by the members as the convener.

Duties of the Risk Management Committee:

- Review various risk management policies
- Examine the adequacy of the risk management framework.
- Review the early warning and response measures for major risk management issues and supervise the improvement mechanism.
- Regularly report the implementation of risk management to the board of directors

Risk management organizational structure and responsibilities:

1. The board of directors: the highest responsible unit for risk management of the company, responsible for approving the company's risk management policies and related regulations, supervising the overall implementation of risk management, and ensuring effective risk management and control.
2. Risk Management Committee: The company has set up a risk management committee subordinate to the board of directors to supervise the operation mechanism related to risk management and report to the board of directors on a regular basis every year.
3. The risk management team, with President as the convener, conducts a comprehensive assessment of the company's operational risks and emerging risks and submits a risk management report to the risk management committee.
4. Each authority and responsibility unit: The management of each business unit and functional unit regularly conducts relevant risk assessments in the operation meeting, and formulates countermeasures and reviews. The managers of each unit are responsible for risk management, and should analyze, monitor, and report the relevant risks of their units, and implement risk control mechanisms and procedures.
5. Internal Audit Office: Responsible for assessing the internal risks of the organization or company in operation, through a series of cyclical audits to ensure that all operating units are properly managed.

Risk management operation status:

In order to improve the functions of the company's board of directors and strengthen the risk management mechanism, the company's board of directors passed the organizational regulations of the risk management committee on November 9, 2011, as well as the risk management policies and procedures, hoping to provide correct concepts and unified communication of risk management through this procedure and integrated structure to

successfully establish and promote risk management and enhance the energy of risk management, effectively reduce the possibility of operational risks, and avoid the negative effects of various operational risk events on the organization, so as to effectively achieve organizational assistance to customers, supply Business development, and the goal of sustainable management of the organization. The board of directors approved the appointment of three risk management committee members whose term of office will end on the expiry date of the term of the current session of the board of directors.

On December 20, 2023, the risk management team submitted a report on the implementation of risk management to the risk management committee and the board of directors.

Attendance of Risk Management Committee:

the Committee held one meeting (A) during the most recent year, their attendance is listed below.

T i t l e	N a m e	Attendance in Person (B)	Attendance b y P r o x y	Attendance rate (%)	R e m a r k s
Convener	JAU-SHIN HON	1	0	100%	Should attend once
Member	JIA-LI SHIH	1	0	100%	Should attend once
Member	PO-TSUN LIU	1	0	100%	Should attend once

Member of Functional Committee:

Name	Audit Committee	Compensation Committee	Risk Management Committee
Independent Director Jau-Shin Hon	V (Convener)	V (Convener)	V (Convener)
Independent Director Chia-Li Shih	V	V	V
Independent Director Po-Tsun Liu	V	V	V

Note: Mr. Liu was by-elected as an independent director at the shareholders' meeting on June 30, 2023.