

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

**Risk Management Committee Charter**

**Article 1 (Purpose and basis for adoption)**

To ensure a sound system for risk management of this Corporation and strengthen corporate governance, this Risk Management Committee (hereinafter, "this Committee") Charter (hereinafter, "this Charter") is adopted pursuant to Article 27 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

**Article 2 (Scope of application)**

The composition, number of members, term of office, powers, rules of procedure, and resources that the company should provide when exercising powers of this Committee shall be in accordance with this Charter.

**Article 3 Committee members and terms of office**

Members of this Committee are appointed by resolution of the board of directors. This Committee shall have at least three members, more than half of whom shall be independent directors, and shall be chaired by an independent director.

The term of office of this Committee members is the same as that of the appointed directors. If the members of this Committee are changed, the term of office will expire until the original term expires.

If the members of this Committee are dismissed for any reason and the number is less than three, a board meeting shall be held within three months from the day when the fact occurs for supplementary appointment.

**Article 4 Scope of duties**

This Committee shall faithfully perform the following functions and powers stipulated in this Charter with the attention of a good administrator, and submit the recommendations to the board of directors for resolution.

1. Examine various risk management policies.
2. Review the appropriateness of the risk management framework.
3. Examine the early warning and response measures for major risk management issues and supervise the improvement mechanism.
4. Regularly report the implementation of risk management to the board of directors.

**Article 5 Convening of meetings**

This Committee shall meet at least once a year and may hold meetings at any time as needed.

When this committee is convened, the reason for the convening shall be clearly stated, and the members of this committee shall be notified seven days in advance, unless there is an emergency.

The notification in the preceding Paragraph may be done electronically.

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**Article 6 Agenda of the meeting**

The meeting agenda of this Committee is determined by the convener, and other members may also provide proposals for discussion by this Committee. The meeting agenda shall be provided to the members of this Committee in advance.

**Article 7 Meeting Attendance and Resolutions**

This Committee shall be convened by the convener and serve as the chairman of the meeting. If the convener asks for leave or is unable to convene or preside over the meeting for some reason, he shall designate another member to act as an agent; if the convener does not designate an agent, other members of this Committee shall recommend one person to act.

Members of this Committee should attend this Committee in person. If they cannot attend in person, they must issue a proxy and enumerate the scope of authorization for the reason for the convening, and appoints other members to attend the meeting on their behalf. If they participate in the meeting through video conference, it is deemed to be present in person.

Any resolution should be approved by more than half of all members and submitted to the board of directors for resolution. If there is no objection after consulting the chairman during the voting, it is deemed to be passed, and its effect is the same as voting by ballot. The voting results shall be reported on the spot and recorded.

**Article 8 (Meeting minutes)**

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 meeting chair.
3. Attendance of this Committee members at the meeting, specifying 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; the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by any member.
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; the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by a member.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of this Committee; if

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the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

The minutes of each meeting of this Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for five years. The meeting minutes may be produced and distributed in electronic form.

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

The preparation and distribution of the minutes of the proceedings referred to in the preceding paragraph may be done electronically.

**Article 9 Avoidance of conflict of interest**

Members of this Committee shall withdraw from the deliberation and voting of the following matters:

1. Those who have an interest relationship with themselves and cause harm to the interests of the Company;
2. The member thinks that he should withdraw himself;
3. Those who should be recused by this Committee's decision.

If the spouse or blood relative within the second degree of a member of this Committee has an interest in the matters of the preceding meeting, it shall be deemed that the members have their own interests in the matter.

**Article 10 Resources to be provided when this Committee exercises its powers**

When this Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and to provide pertinent and necessary information, provided that they shall leave the meeting when deliberation and voting take place.

This Committee may, at the expense of this Corporation, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

**Article 11 Enforcement**

This Charter shall take effect after having been submitted to and adopted by the board of directors. Subsequent amendments thereto shall take effect in the same manner.

**Article 12**

This Charter have been adopted on November 9, 2022 by the board of directors.