

Primax Electronic Ltd.,
Remuneration Committee Organizational Charter

Chapter 1 General Provisions

Article 1: In order to strengthen corporate governance and enhance the functions of the board of directors of Primax Electronic Ltd., (hereinafter referred to as "the Company"), a Remuneration Committee (hereinafter referred to as "the Committee") is established based on the resolution of the board of directors of the Company. This Committee is established in accordance with the provisions of Article 14-6, Paragraph 1 of the Securities Exchange Act and the Regulations Governing the Establishment and Exercise of Powers of Remuneration Committees of Companies Listed on the Stock Exchange or Traded Over-the-Counter (hereinafter referred to as "the Regulations") for compliance purposes.

Article 2: The number of members, term of office, powers, rules of procedure, and the allocation of resources by the Company when exercising its powers shall be determined in accordance with the provisions of this organizational charter.

Article 3: The function of the Committee is to assess and approve the compensation policies and systems for directors and executives of the Company from a professional and objective standpoint. It shall provide recommendations to the board of directors for their decision-making.

Chapter 2 Members

Article 4: The members of this committee are appointed by resolution of the board of directors. The number of members of this committee shall not be less than three, one of whom shall be the convener, and more than half of the members shall be independent directors.

The chairman of the Committee and the meeting chairperson shall be elected from among all members and shall be an independent director.

Article 5: The term of office of Committee members shall be the same as that of the appointing board of directors. In the event of a change in Committee membership, the term of office shall continue until the original term expires. If, due to dismissal or other reasons, the number of Committee members falls below three, the board of directors shall convene a meeting within three months from the date of such occurrence to make

new appointments. When Committee members are appointed or changed, the Company shall make a public announcement on the designated information reporting website of the competent authority within two days from the date of the occurrence.

Article 6: Committee members shall meet the professional and independence requirements stipulated in Article 5 and Article 6 of the Regulations Governing the Establishment and Exercise of Powers of Compensation Committees of Companies Listed on the Stock Exchange or Traded Over-the-Counter.

Article 7: When necessary, the Committee may invite directors, relevant department managers of the Company, internal auditors, accountants, legal advisors, or other personnel to attend meetings and provide relevant necessary information.

Article 8: The Committee may appoint one advisory member to assist in the execution of its responsibilities. The advisory member shall be the highest-ranking executive of the Human Resources Department and shall attend meetings solely in an advisory capacity without voting rights.

Chapter 3 Responsibilities

Article 9: The Committee shall diligently fulfill the following responsibilities as set forth in this organizational charter and shall submit its recommendations to the board of directors for resolution:

1. Develop policies, systems, standards, and structures for the compensation of directors (including the chairman of the board), the general manager, and managers at the level of vice general manager and above, taking into consideration factors such as company objectives, operational performance, and competitive environment. Periodically review and revise these policies as needed.
2. Regularly assess the achievement of performance goals by directors, the chairman of the board, the general manager, and managers at the level of vice general manager and above. Based on individual performance assessments of directors and managers, determine the content and amount of individual compensation. Disclose in the annual report the results of individual performance assessments of directors and managers, as well as the relationship and reasonableness between the content and amount of director compensation and the results of performance assessments.
3. Evaluate and approve the level of benefits for managers at the level of general manager and above.

4. Periodically review this charter and propose amendments as necessary.

The Committee shall adhere to the following principles:

1. Ensure that the company's compensation arrangements comply with relevant laws and are sufficient to attract, retain, and develop the necessary talent.
2. Compensation for directors and executives should be benchmarked against industry norms, taking into consideration the reasonableness of the relationship between individual performance, company operational performance, and future risks.
3. Compensation arrangements should not encourage directors and executives to engage in actions that exceed the company's risk tolerance in pursuit of compensation.
4. When determining the proportion of compensation tied to performance and the timing of compensation payments, consider industry characteristics and the nature of the company's business.
5. Committee members should not participate in discussions or voting regarding their own compensation decisions.
6. The content and amount of compensation for directors and executives should be reasonable, and such compensation decisions should not significantly deviate from financial performance. In the event of significant profit decline or prolonged losses, compensation should not exceed that of the previous year, and if it does, a reasonable explanation should be disclosed in the annual report.

The term "compensation" referred to above includes cash rewards, stock options, bonus shares, retirement benefits or severance pay, various allowances, and other substantial incentive measures. Its scope should be consistent with the guidelines for items to be disclosed in the annual report of publicly traded companies regarding compensation for directors and executives.

After the Committee's resolution on the aforementioned items, they shall be submitted to the board of directors for approval.

If the board of directors does not adopt or amends the recommendations of the Committee, such actions shall require approval by two-thirds or more of the directors present and the consent of more than half of the attending directors. In the resolution, the compensation approved by the board of directors, taking into consideration the comprehensive considerations mentioned in the preceding paragraph, shall be specifically explained, along with whether it is superior to the Committee's recommendations. If the compensation approved by the board of directors is higher than the Committee's recommendations, in addition to documenting the differences and reasons in the board of directors' meeting minutes, an announcement shall be made on the designated information reporting website of the competent authority within two days from the date of board approval.

Regarding the compensation matters of subsidiaries of the Company, if they require approval by the Company's board of directors due to the hierarchical responsibility within that subsidiary, recommendations shall first be made by the Committee before being submitted for discussion by the board of directors.

Article 10: Before the end of each fiscal year, the Committee shall submit a self-assessment report along with specific improvement proposals to the board of directors.

The report mentioned in the preceding paragraph shall include, but not be limited to, the following items:

1. Attendance records of Committee members.
2. The number of meetings held by the Committee and the resolutions made during the fiscal year.
3. The execution status of matters handled by the Committee.
4. Improvement proposals made by the Committee regarding the oversight of director and executive compensation, as well as compensation structures for the Company or its subsidiaries.
5. Other matters that can enhance the operational efficiency of the Committee.

Chapter 4 Meetings

Article 11: The organizational unit responsible for Committee meetings is the Human Resources Department, which is responsible for assisting in preparing meeting agendas, sending out meeting notices, conducting meetings, recording minutes, and other related matters.

Article 12: The Committee shall convene meetings at least twice a year and may hold meetings at any time as needed.

Article 13: The Committee meetings shall be convened and chaired by the chairman. In the event that the chairman is absent or unable to convene or preside over the meeting for any reason, the chairman shall designate another independent director from the Committee to act as a proxy. If there are no other independent directors in the Committee, the chairman shall designate another member as a proxy. If the chairman does not designate a proxy, the other members of the Committee shall mutually select a proxy.

Article 14: The notice of Committee meetings shall state the purpose of the meeting

and be sent to all Committee members at least seven days in advance, unless there are urgent circumstances that require an exception.

Article 15: Committee members are required to attend meetings in person. If they cannot attend in person, they may provide a written proxy specifying the scope of authorization and naming another member to attend on their behalf. Participation in meetings via video conference is considered as attending in person, but a signed fax document is required for attendance verification.

Proxy representation is limited to one member per proxy.

Article 16: Any decision shall require the agreement of more than half of all members present and shall be reported to the board of directors for resolution. To prevent attendance from affecting the Committee's discussions and voting, attendees shall leave the meeting when the Committee conducts discussions and voting. If there are no objections after the chairman's inquiry during voting, it shall be considered as passed, with the same effect as a formal vote. The voting results shall be reported on the spot and recorded.

Article 17: In matters related to its responsibilities, the Committee has the authority to seek opinions from any individuals it deems capable of providing insights, including external professional consultants.

Article 18: Information shall be provided to Committee members first.

Article 19: The Committee's proceedings shall be documented in meeting minutes, which shall comprehensively record the following:

1. Meeting sequence and date, time, and location.
2. Chairman's name.
3. Attendance status of members, including those present, on leave, and absent, along with their names and numbers.
4. Names and titles of attendees.
5. Name of the recorder.
6. Agenda items.
7. Discussion items: Method and outcome of resolutions for each proposal, summaries of statements made by Committee members, experts, and other individuals, objections or reservations, and names of members involved in conflicts of interest and details of their recusals.
8. Temporary discussion items: Name of the proposer, method and outcome of resolutions for each proposal, summaries of statements made by Committee members and other individuals, objections or reservations.

9. Other matters that should be recorded.

Decisions made by the Committee, along with any documented objections or reservations from members, shall be recorded in the meeting minutes. Additionally, within two days from the date of the occurrence, this information shall be publicly disclosed on the designated information reporting website of the competent authority.

Article 20: The sign-in log is considered part of the meeting records.

Article 21: Meeting minutes must be signed or stamped by the meeting chairman and the recorder. They shall be distributed to all Committee members within twenty days after the meeting, reported to the board of directors, and filed in the important records of the Company. These records shall be retained for five years. However, if litigation arises related to Committee matters before the expiration of the retain period, they shall be retained until the conclusion of the litigation.

The creation and distribution of the meeting minutes mentioned above may be done electronically. In the case of Committee meetings held via video conference, the video and audio recordings shall be considered part of the meeting minutes.

Article 22: Matters resolved by the Committee, including related implementation tasks, may be delegated to the chairman or other Committee members for execution. During the execution period, they shall provide written reports to the Committee, and when necessary, report to the Committee for approval or provide updates at the next meeting.

Chapter 5 Conflicts of Interest

Article 23: Committee members shall not participate in decisions related to the determination of their own compensation. Furthermore, for any agenda items where they have a conflict of interest that may harm the interests of the company, they shall recuse themselves, except in cases involving the interests of all directors.

If, due to the provisions of the preceding paragraph, the Committee is unable to make decision, it shall report to the board of directors for resolution.

Chapter 6 Others

Article 24: The Committee may, through a resolution, appoint lawyers, accountants, or other experts to conduct necessary audits or provide consultations on matters related to Article 9. The expenses incurred shall be borne by the Company.

Article 25: The organizational regulations of the Committee shall be approved by the board of directors, and any revisions shall also require board approval.