

Catcher Technology Co., Ltd.

Audit Committee Charter

Amended on March 10, 2020

Article 1 The Basis

This Charter is formulated in accordance with Article 3 of the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies."

Article 2 Scope of Applications

Matters concerning the number of members, term of office, duties and responsibilities, meeting procedures, and the resources provided by the Company to support the Audit Committee in performing its functions shall be governed by the provisions of this Charter.

Article 3 Purpose of Operations

The primary purpose of the operations of the Audit Committee is to oversee the following matters:

1. The fair presentation of the Company's financial statements.
2. The appointment, dismissal, independence, and performance of the certified public accountants.
3. The effective implementation of the Company's internal control system.
4. The Company's compliance with applicable laws and regulations.
5. The management of existing or potential risks faced by the Company.

Article 4 Composition of the Committee

The Audit Committee shall consist exclusively of all Independent Directors of the Company, with no fewer than three members. One member shall be designated as the Committee convener, and at least one member must possess accounting or financial expertise.

Each Independent Director serving on the Audit Committee shall hold a term of three years, concurrent with their term as a director, and may be re-elected.

If a dismissal reduces the number of Committee members below the required minimum as stipulated herein or in the Company's Articles of Incorporation, a by-election shall be conducted at the next shareholders'

meeting.

In the event that all Independent Directors are dismissed, the Company must convene an extraordinary shareholders' meeting within 60 days to hold a by-election.

Article 5 Exercise of Powers by the Audit Committee and Independent Directors

Powers and duties originally assigned by the Securities and Exchange Act, the Company Act, or other applicable laws and regulations to supervisors, except those stipulated under Paragraph 4, Article 14-4 of the Securities and Exchange Act, shall be exercised by the Audit Committee.

The provisions under Paragraph 4, Article 14-4 of the Securities and Exchange Act regarding actions or representations by supervisors under the Company Act shall apply mutatis mutandis to the Independent Directors serving on the Audit Committee.

Article 6 Powers and Duties

The powers and duties of the Audit Committee are as follows:

1. To establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
2. To assess the effectiveness of the internal control system.
3. To establish or amend procedures for material financial or operational transactions such as the acquisition or disposal of assets, engaging in derivative transactions, lending funds to others, or providing endorsements or guarantees, in accordance with Article 36-1 of the Securities and Exchange Act.
4. Matters involving the personal interests of any Director.
5. Material asset or derivative transactions.
6. Material lending of funds, endorsements, or provision of guarantees.
7. Raising, issuing, or privately placing securities with equity characteristics.
8. Appointing, dismissing, or determining the compensation of certified public accountants.
9. Appointing or dismissing financial, accounting, or internal audit officers.
10. Annual financial reports signed or sealed by the Chairperson, managerial officers, and accounting officers.
11. Business reports and proposals for earnings distribution or loss compensation.

12. Any other material matters as required by the Company or competent authorities.

Resolutions on the above matters must be approved by at least one-half of all Audit Committee members and submitted to the Board of Directors for final approval.

Except for Item 10, any matter listed above that fails to receive the approval of more than half of all Audit Committee members may still be approved with the consent of at least two-thirds of all Directors.

The term “all members” as used herein refers to the actual number of members currently in office.

The convener shall represent the Audit Committee externally.

Article 7 Meeting Convening and Notification

The Audit Committee shall convene at least once every quarter and may hold additional meetings as needed.

Notices of Committee meetings shall specify the purpose of the meeting and be delivered to all Independent Directors on the Committee at least seven days in advance. However, this requirement may be waived in the case of emergencies.

The Committee shall elect one member from among themselves to serve as the convener and chairperson of meetings. If the convener is on leave or unable to convene a meeting for any reason, they shall appoint another Independent Director on the Committee to act on their behalf. If no proxy is appointed, the Committee members shall elect one Independent Director to serve in that capacity.

The Committee may invite managers from relevant departments, internal auditors, accountants, legal counsel, or other personnel of the Company to attend meetings and provide necessary information. However, such individuals shall leave the meeting during discussions and voting.

Relevant documents shall be prepared and made available during the meeting for reference by attending Committee members.

Article 8 Attendance and Voting Procedures

The Company shall maintain an attendance log for Audit Committee meetings, which Independent Directors must sign upon attendance. This log shall be retained for future inspection.

Independent Directors are expected to attend meetings in person. If a member is unable to do so, they may appoint another Independent Director

on the Committee as their proxy. Attendance via video conferencing shall be considered equivalent to attending in person.

When appointing a proxy, the Independent Director must issue a written authorization for each specific meeting, clearly stating the scope of delegated authority with respect to the items listed in the meeting notice.

Resolutions of the Audit Committee shall be approved by a majority of all members currently in office. Voting results shall be announced immediately and documented in the meeting minutes.

If a meeting cannot be convened for valid reasons, resolutions may be passed with the approval of at least two-thirds of all Directors. However, for matters specified under Item 10, Paragraph 1, Article 6, an opinion from the Independent Directors indicating their agreement or disagreement must still be provided.

Each proxy may only represent one Independent Director at a time.

Article 9 Meeting Minutes

Minutes shall be prepared for all Audit Committee meetings and must clearly and accurately document the following information:

1. The meeting session, date, time, and location.
2. The name of the chairperson.
3. Attendance of Independent Directors, including the names and number of those present, on leave, or absent.
4. Names and titles of all attendees.
5. The name of the meeting recorder.
6. Reports presented during the meeting.
7. Discussion items: the resolution methods and results for each proposal; a summary of comments made by Independent Directors, experts, and other participants; identification of any Independent Director with a conflict of interest under Paragraph 1 of Article 11; a description of the material aspects of such conflicts, reasons for recusal or non-recusal, details of any recusals, and any dissenting or qualified opinions.
8. Special motions: the name of the proposer, method and outcome of the resolution, a summary of comments made by Independent Directors, experts, and other participants; identification of any Independent Director with a conflict of interest under Paragraph 1 of Article 11; a description of the material aspects of such conflicts, reasons for recusal or non-recusal, details of any recusals, and any dissenting or qualified opinions.

9. Any other matters required to be recorded.

The sign-in sheet for the Audit Committee meetings shall be deemed part of the meeting minutes and must be properly retained by the Company for the duration of its existence.

The minutes must be signed or sealed by both the chairperson and the recorder and distributed to all Independent Directors of the Committee within 20 days following the meeting. The minutes shall be classified as important corporate records and retained permanently by the Company.

The preparation and distribution of meeting minutes as described above may be conducted electronically.

Article 10 Agenda Setting

The meeting agenda shall be formulated by the convener in coordination with relevant personnel and shall serve as the basis for conducting the meeting.

Article 11 Conflict of Interest

If an Independent Director serving on the Audit Committee has a conflict of interest in a matter under discussion, they shall disclose the nature and material details of the conflict. Where the conflict is likely to compromise the Company's interests, the Director shall abstain from participating in the discussion or voting on the matter and must recuse themselves. Additionally, they shall not act as a proxy to vote on behalf of other Independent Directors.

If the spouse or a relative within the second degree of kinship of an Independent Director has an interest in the matter, the Director shall be deemed to have a personal interest.

If recusals under the above provisions prevent the Audit Committee from reaching a resolution, the matter shall be referred to the Board of Directors for a decision.

Article 11-1 Audio or Video Recording

The Company shall maintain complete audio or video recordings of all Audit Committee meetings, with such records preserved for a minimum of five years. Electronic storage is permissible.

In the event of any litigation related to matters resolved by the Committee arising within the retention period, the recordings shall be retained until the legal proceedings are fully concluded.

For meetings conducted via video conferencing, the audio and video recordings shall constitute part of the official meeting minutes and must be properly preserved for the duration of the Company's existence.

Article 12 Resources Provided by the Company

The Audit Committee may, by resolution, engage legal counsel, accountants, or other professionals to conduct necessary audits or provide advisory services on matters outlined in Article 6. All associated expenses shall be borne by the Company.

Article 13 Duties of Committee Members

Members of the Audit Committee shall diligently fulfill the responsibilities outlined in this Charter, exercising the duty of care expected of a prudent administrator. They shall be accountable to the Board of Directors and submit their proposals for the Board's review and approval.

Article 14 Periodic Review

The Audit Committee shall periodically review the provisions of this Charter and submit any proposed revisions to the Board of Directors for approval. Resolutions adopted by the Committee may authorize the convener or a designated member to undertake follow-up actions and provide written or verbal updates during the implementation process. When necessary, such actions shall be reported or submitted for ratification at the subsequent Committee meeting.

Article 15 Implementation

This Charter shall take effect upon approval by the Board of Directors. Any subsequent amendments shall likewise become effective upon Board approval.

Originally enacted on November 1, 2013

First amended on November 6, 2017

Second amended on November 9, 2019

Third amended on March 10, 2020