

POYA International Co., Ltd.

Remuneration Committee Charter

Article 1 (Purpose and basis for adoption)

To improve the compensation system of the directors, supervisors and managerial officers of the Company, this Remuneration Committee Charter (hereinafter, “this Charter”) is enacted according 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 (hereinafter, “the Regulations”).

Article 2 (Scope of application)

The matters relating to the powers of the Remuneration Committee (hereinafter, “the Committee”) of the Company shall be regulated by this Charter, except those governed by laws or Articles of the Company.

Article 3 (Disclosure for public reference)

The content of this Charter shall be uploaded on the Company’s website and the Market Observation Post System (MOPS) for public reference.

Article 4 (Functions of the Committee)

The functions of the Committee are to professionally and objectively evaluate the Company’s compensation policies and systems of the directors, supervisors, and managerial officers, and submit recommendations to the Board of Directors for reference in order to assist the directors in decision-making.

Article 5 (Composition of the Committee)

The Committee shall be composed of three members who are resolved by the Board of Directors. One of the members shall serve as the convener. The professional qualification and degree of the independence of the Committee members shall meet the requirement set out in Article 5 and 6 of the Regulations.

Article 6 (Terms and by-election of the Committee members)

Both the Committee members and the directors who make the appointment of the Committee shall have the same term of office. When the number of the Committee members falls below three persons due to the dismissal for any reason, a board meeting shall

be called within 3 months from the occurrence to make a new appointment.

Article 7 (Responsibilities of the Committee)

The Committee shall exercise the due care of a good administrator, faithfully perform the following duties and present the recommendations to the Board of Directors for discussion. However, recommendations relating to compensation of supervisors may be submitted to the Board of Directors for discussion only when the matter is resolved by the Board of Directors authorized according to the Article of the Company or resolution of the shareholders meeting:

1. To review this Charter periodically and make recommendations for amendments.
2. To establish and periodically review the annual and long-term goals of the performance made by the directors, supervisors and managerial officers of the Company; to set up and regularly inspect the policies, systems, standards and structure of the compensation.
3. To periodically assess the goal achievements of the performance made by the directors, supervisors and managerial officers and determine the types and amounts of the individual compensation.

The Committee shall perform the duties under the preceding paragraph according to the following principles:

1. To ensure the Company's compensation system well comply with relative laws and regulations, and is enforced completely to recruit outstanding talents.
2. To ensure the performance assessment and compensation package of the directors, supervisors and managerial officers comply with the general payment levels in the industry, taking account of personal involvement of time, the responsibilities of the positions, personal achievement of goals, performance in other positions, the compensation paid to other employees holding equivalent positions in recent years. To assess the reasonableness of the correlation among the individual's performance, the Company's operation performance and future risk exposure, with respect to the achievement of short-term and long-term business goals and financial situation of the Company.

3. To avoid any incentive for the directors or managerial officers to pursue better compensation by engaging in the activities which exceed risk tolerance of the Company.
4. To determine the percentage of bonus distributed based on the short-term performance and the time for payment of any variable compensation of the directors and senior managers with regard to the characteristics of the industry and the business nature of the Company.
5. To avoid the Committee member from participating in the discussion and voting on the matters relating to their personal compensation.

"Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. The scope shall be consistent with the compensation of the directors, supervisors, and managerial officers as set out in the "Regulations Governing Information to be Published in Annual Reports of Public Companies".

The matters relating to the compensation of the directors and managerial officers of the subsidiaries, which are delegated to the subsidiaries for decision-making but still require ratification of the Board of Directors, shall be given recommendations by the Committee before submitting to the Board of Directors.

Article 8 (Convening and holding a meeting)

The Committee shall convene a meeting at least twice annually. When calling a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each Committee members at least 7 days in advance. Under emergencies, however, the meeting may be called on shorter notice.

There are three independent directors in the Committee of the Company. One of the independent directors shall be elected by all the Committee members as the convener and meeting chair. When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee as acting convener; if there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf; if the convener does

not make such an appointment, a Committee member shall be elected by the other Committee members to serve as acting convener.

Article 9 (Draft of meeting agenda)

The meeting agenda of the Committee shall be drafted by the convener. Other members can also raise a proposal to the Committee for discussion. The meeting agenda shall be offered to the Committee members in advance.

When the Committee calls a meeting, an attendance book shall be made available for signing-in by the Committee members present at the meeting, and thereafter made available for reference.

The Committee members shall attend the meetings in person; if unable to attend personally, the member may appoint another Committee member as proxy to attend the meeting. Attendance via telecommunications is regarded as attendance in person.

When a Committee member appoints another member as proxy to attend the meeting, the member shall offer a written proxy statement, declaring the scope of authorization with respect to the meeting agenda.

The proxy mentioned in paragraph 3 shall accept a proxy from one person only.

Article 10 (Resolution method)

Resolutions of the Committee shall be approved by half or more of all the Committee members. When voting at a Committee meeting, the matter will be regarded to be adopted after Chairman of the Committee inquires all the members' opinion and no objection is raised. It is the same effect as approval by vote.

The result of the vote under the preceding paragraph shall be announced and recorded immediately.

Article 11 (Meeting minutes)

The matters discussed at the Committee meeting shall be included in the meeting minutes, which shall faithfully record the following items:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance of the Committee members, including the names and number of the present, excused, and absent members.

4. The names and titles of the guests, who attend the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. The matters discussed at the meeting: The method of resolution and the result for each proposal; any objection or reservation expressed by the Committee members.
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 Committee members, experts and other persons present at the meeting; any objection or reservation.
9. Other matters required to be recorded.

The attendance book constitutes part of the meeting minutes of the Committee; the audio and video materials are also included in the meeting minutes if the Committee meeting is held via telecommunications.

The meeting minutes shall bear the signatures or seals of both the chair and the minute taker; a copy of the minutes shall be distributed to each member of the Committee within 20 days after the meeting. The minutes shall be submitted to the Board of Directors, be regarded as important records of the Company, and be appropriately preserved 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 occurs with respect to any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

Article 12 (Implementation of meeting resolutions)

The execution of the matters approved by the Committee based on its duties under Article 7, or subsequent implementation to be done by the professionals which is resolved according to Article 13, paragraph 2, may be delegated to the convener or other Committee members for follow-up, with a written or verbal report presented to the Committee during the implementation period. If necessary, the matters shall be presented to the Committee for ratification or a report at the next meeting.

Article 13 (Resources to be provided when the Committee exercises its powers)

When the Committee calls a meeting, it may request the directors, 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.

The Committee may resolve to retain the attorneys, certified public accountants, or other professionals to conduct a necessary audit or to provide advice with respect to the matters relating to the exercise of the Committee's powers. The costs of the services shall be borne by the Company.

Article 14 (Enforcement)

This Charter and any amendment hereto shall come into force after being approved by the Board of Directors.