

TAIYEN BIOTECH COMPANY LIMITED

Remuneration Committee Charter

amended on Mar 20, 2020

Article 1 This foundation principle has been established in accordance with Article 14-6, Paragraph 1 of the Securities and Exchange Act, and "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."

Article 2 Committee members are to be appointed under board of directors' resolutions, and shall comprise a total of three members. More than half of the committee members must be independent directors, who shall be the convener and chairperson of all Committee meetings.

Committee members shall the same term as do the board of directors.

If the size of the Committee is reduced below three due to dismissal of any of its members, the board of directors shall convene a meeting and appoint additional committee members within three months after the shortfall arises. Services of newly appointed members will end upon expiry of the current board of directors.

Any appointment or change of Committee members must be announced within two days on the reporting website designated by the authority.

Article 3 Committee members shall meet one of the following professional qualification requirements, together with at least 5 years work experience:

1. An instructor or higher in a department of commerce, law, finance, accounting, or other academic department related to the business needs of the company in a public or private junior college, college, or university.
2. A judge, public prosecutor, attorney, certified public accountant, or other professional or technical specialist who has passed a national examination and been awarded a certificate in a profession necessary for the business of the company.
3. Have work experience in the area of commerce, law, finance, or accounting, or otherwise necessary for the business of the company.

A person to whom any of the following circumstances applies may not serve as a remuneration committee member; if already serving in such capacity, the person shall be dismissed:

1. Any of the circumstances in the subparagraphs of Article 30 of the Company Act.
2. Any violation of the remuneration committee member qualification requirements set out in these Regulations.

Article 4 Within the scope of execution of business, a committee member of the company shall maintain independence, and may not have any direct or indirect interest relationship with the company. During the 2 years before being appointed or during the term of office, a committee member shall not have been or be any of the following:

1. An employee of the company or any of its affiliates.
2. A director or supervisor of the company or any of its affiliates.
3. A natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under any other's name, in an aggregate amount of 1 percent or more of the total number of issued shares of the company or ranking in the top 10 in shareholding.
4. A spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of a managerial officer under subparagraph 1 or any of the persons in the preceding two subparagraphs.
5. A director, supervisor, or employee of a corporate shareholder that directly holds 5 percent or more of the total number of issued shares of the company, or that ranks in the top 5 in shareholding, or that designates its representative to serve as a director or supervisor of the company under Article 27, paragraph 1 or 2 of the Company Act.
6. If a majority of the company's director seats or voting shares and those of any other company are controlled by the same person: a director, supervisor, or employee of that other company.
7. If the chairperson, general manager, or person holding an equivalent position of the company and a person in any of those positions at another company or institution are the same person or are spouses: a director (or governor), supervisor, or employee of that other company or institution.
8. A director, supervisor, managerial officer, or shareholder holding 5 percent or more of the shares, of a specified company or institution that has a financial or business relationship with the company.
9. A professional individual who, or an owner, partner, director, supervisor, or managerial officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the company or any affiliate of the company, or that provides

commercial, legal, financial, accounting or related services to the company or any affiliate of the company for which the provider in the past 2 years has received cumulative compensation exceeding NT\$500,000, or a spouse thereof; provided that this restriction does not apply to a member of the remuneration committee, public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Act or to the Business Mergers and Acquisitions Act or related laws or regulations.

Subparagraph 2 and subparagraphs 5 to 7 of the preceding paragraph and subparagraph 1 of paragraph 4 do not apply to independent directors appointed in accordance with "Securities and Exchange Act" or the laws and regulations of the local country by, and concurrently serving as such at, the company and its subsidiaries established of the same parent.

The requirement of paragraph 1 in relation to "during the two years before being appointed" does not apply where a committee member has served as an independent director of the company or any of its affiliates, or of a specified company or institution that has a financial or business relationship with the company, as stated in subparagraph 2 or 8 of paragraph 1, but is currently no longer in that position.

The term "specified company or institution" as used in paragraph 1, subparagraph 8, means a company or institution that has one of the following relationships with the company:

1. It holds 20 percent or more and no more than 50 percent of the total number of issued shares of the company;
2. It holds shares, together with those held by any of its directors, supervisors, and shareholders holding more than 10 percent of the total number of shares, in an aggregate total of 30 percent or more of the total number of issued shares of the company, and there is a record of financial or business transactions between it and the company. The shareholdings of any of the aforesaid persons include shares held by the spouse or minor children of the person or by the person under any other's name.
3. It and its group companies are the source of 30 percent or more of the operating revenue of the company.
4. It and its group companies are the source of 50 percent or more of the quantity or the total purchase amount of principal raw materials (those that account for 30 percent or more of the total purchase amount, and are indispensable and key raw materials in product manufacturing) or principal products (those accounting for 30 percent or more of the total operating revenue) of the company.

For the purposes of paragraphs 1 and 2 and the preceding paragraph, the terms "parent", "subsidiary", and "group" shall have the meanings as determined under International Financial Reporting Standards 10.

The term "affiliate" in paragraphs 1 and 3 means an affiliated enterprise under Chapter VI-1 of the Company Act, or a company for which consolidated financial reports are required to be prepared under the Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises or under International Financial Reporting Standard 10.

Article 5 The committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors:

1. Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors and managerial officers. (including travel allowances for directors)
2. Periodically evaluate and prescribe the remuneration of directors and managerial officers. (including travel allowances for directors)

When performing the official powers of the preceding paragraph, the committee shall pursue internal fairness, reasonableness and external competitiveness and follow the principles listed below:

1. With respect to the performance assessment and remuneration of directors and managerial personnel of the company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the company's business performance, and future risk exposure.
2. It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the company may tolerate.
3. It shall take into consideration the characteristics of the industry and the nature of the company's business when determining the ratio of bonus payout based on the short-term performance of its directors and senior management and the time for payment of the variable part of remuneration.

"Remuneration" 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. Its scope shall be consistent with that of remuneration for directors and managerial officers as set out

in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

When deliberating the recommendations of the committee, the board of directors shall give comprehensive consideration to matters including amounts of remuneration, payment methods, and the company's future risk.

If the board of directors will decline to adopt, or will modify, a recommendation of the committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire board, which in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed by it exceeds in any way the recommendation of the committee.

If the remuneration passed by the board of directors exceeds the recommendation of the committee, the circumstances and cause for the difference shall be specified in the board meeting minutes, and shall be publicly announced and reported on the information reporting website designated by the competent authority within 2 days counting from the date of passage by the board of directors.

If decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors, the committee shall be asked to make recommendations before the matter is submitted to the board of directors for deliberation.

The term “managerial officers” in this article refers to the general manager, deputy general manager, associate and equivalent, and others who have the right to manage affairs and sign for the company.

Article 6 The committee shall convene at least twice a year, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened at any time.

When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another independent director of the committee designated by the convener, or if there is no other independent director on the committee, by another member elected by and from among the other members of the committee.

Article 7 During meetings, the Committee may request for the presence of the Company's directors, department managers, internal audit personnel,

accountants, legal advisors, or other relevant personnel from outside the Company to provide the necessary information. However, they shall leave the meeting when deliberation or voting takes place. The convener shall determine the proceedings of the Committee meeting; other Committee members may also propose agendas for discussion during the meeting. The meeting agenda shall be provided to the committee members in advance.

Attendance logs shall be provided during Committee meetings and signed by Committee members for future reference.

Committee members should attend meetings in person. If a member is unable to attend personally, another member can be appointed to attend on behalf, provided that a letter of authorization detailing the scope of delegated authority with respect to the discussed agenda is issued for the arrangement. A Committee member can only represent the presence of one other Committee member. Those who participate in the meeting using video conferencing are deemed to have attended in person, provided that an attendance form is signed and faxed in.

A resolution of the remuneration committee shall require the approval of one-half or more of all of the members. An agenda is considered passed if the chairperson receives no objections from any attendants. This voting method is deemed as effective as does the conventional ballot method. The outcome of the vote must be documented and announced on site.

Article7-1 When a meeting of the committee will discuss the remuneration of any member of the remuneration committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the company, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another remuneration committee member's proxy to exercise voting rights on that matter.

Article 8 Minutes shall be prepared of the discussions at the remuneration committee, and the minutes shall record the matters listed below in a detailed and accurate manner:

1. Session, time, and place of the meeting.
2. Name of the meeting chair.
3. Member attendance, specifying the names and number of members in attendance, excused, and absent.
4. Names and titles of those present at the meeting as nonvoting participants.

5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the resolution method and outcome of each motion; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
8. Extraordinary motions: the name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
9. Other matters required to be recorded.

If with respect to any resolution of the committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and additionally, within two days counting inclusively from the date of occurrence, shall be publicly disclosed and reported on the information reporting website designated by the competent authority.

The meeting minutes shall bear the signature or seal of the chair and the minute taker. The minutes shall be distributed to each committee member within 20 days after the meeting, and shall be submitted to the board of directors and treated as important records of the company, and shall be preserved for 5 years. The committee attendance book constitutes an integral part of the minutes of each meeting of the committee.

If before the end of the preservation period under the preceding paragraph, any litigation arises with respect to any matter in connection with the committee, the minutes shall be preserved until the litigation is concluded.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

If a committee meeting is convened by video conference, the video conference audiovisual data constitute an integral part of the meeting minutes.

Article 9 The committee may by resolution, at the cost of the company, engage an attorney, certified public accountant, or other professional to conduct a

necessary audit or provide advice with respect to any matter related to the exercise of the committee's powers.

Article10 The execution of tasks relating to matters resolved by the committee may be delegated to the convenor or other member or members of the committee for follow-up and handling, and they shall make written reports to the committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the committee at the subsequent meeting.

Article11 Proceedings of Committee meetings and other related matters shall be handled by the general affairs department; assist by Chairman's Office.

Article12 If there are amendments to the laws or regulations referred to in Article 1 of the Organization's Regulations, this Regulation and its contradictions shall be handled in accordance with the revised regulations.

Article13 This Charter shall take effect after having been submitted to and adopted by the board of directors. Subsequent amendments thereto shall be effected in the same manner.