

Ping Ho Environmental Technology Co., Ltd.

Audit Committee Charter

Article 1

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

Article 2

The number of members, term of office, duties, rules of procedure, and resources provided by the company for the exercise of powers shall be in accordance with the provisions of the Regulations.

Article 3

The operation of the Committee is primarily aimed at supervising the following matters:

1. The fair presentation of the company's financial statements.
2. The appointment or dismissal of the certifying accountant and their independence and performance.
3. Effective implementation of the company's internal control.
4. The company follows relevant laws and regulations.
5. Control of existing or potential risks of the company.

Article 4

This committee is composed entirely of independent directors, with no less than three members. One of them serves as the convener, and at least one member should have accounting or financial expertise. The term of office for the independent directors of this committee is three years, and they may be re-elected consecutively. If a director is dismissed for any reason and the number of directors falls below the requirement set in the preceding paragraph or the Articles of Association, a supplementary election shall be held at the next shareholders' meeting. If all independent directors are removed, an extraordinary shareholders' meeting shall be convened to hold a supplementary election within 60 days from the occurrence of the event.

Article 5

The regulations of supervisors as set forth in the Securities and Exchange Act, the Company Act, and other laws shall apply mutatis mutandis to this committee.

The provisions of Article 14-4, Paragraph 4 of the Securities and Exchange Act regarding the powers of supervisors prescribed in the Company Act shall apply mutatis mutandis to the independent director members of this committee.

The company's representative for matters under Article 213, Article 214, and Article 223 of the Company Act shall be selected by this Committee in accordance with the preceding procedures. The

Committee may resolve for the member to act as a sole representative or as a joint representative. If the representative is not selected in accordance with the procedures in Article 8, paragraph 4, all members shall act as joint representatives.

Article 6

The duties of this Committee are as follows:

1. Establish or revise the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
2. Evaluation of the effectiveness of the internal control system.
3. Establish or revise the procedures for handling major financial and business activities regarding the acquisition or disposal of assets, engaging in derivative transactions, loaning funds to others, and providing endorsements or guarantees for others, in accordance with Article 36-1 of the Securities and Exchange Act.
4. Matters involving the personal interest of directors.
5. Major asset or derivative transactions.
6. Major monetary loans, endorsements, or guarantees.
7. Raising funds, issuing, or conducting a private placement of equity-like securities.
8. The appointment, dismissal, or remuneration of the certifying accountant.
9. The appointment or dismissal of the financial officer, accounting officer, or chief internal auditor.
10. Annual financial report signed or stamped by the Chairperson, managers, and accounting officer, as well as the second-quarter financial report that must be audited by a CPA.
11. Other significant matters as regulated by other companies or competent authorities.

The resolution of the preceding matter must be approved by more than half of all members of this committee and submitted for a resolution by the Board of Directors.

If each subparagraph of the first item, except for the tenth subparagraph, is not approved by more than half of all the members of this committee, it may proceed with the approval of more than two-thirds of all directors.

The term "all members" refers to the actual number of serving members.

The convener of this committee represents the committee externally.

Article 7

The committee shall meet at least once each quarter and may convene meetings as needed.

The convening of this committee shall state the cause for convening the meeting, and the independent director members of the committee should be notified seven days in advance. However, emergencies are not subject to this limitation.

The location and time for this committee to convene should be at the company's premises and during office hours, or at a place and time convenient for the members to attend and suitable for holding the committee meeting.

Among all the members, one shall be elected as the convener and chairperson of the meetings. If the members of this committee are unable to elect a convener, the independent director who receives the most votes shall assume the role.

If the convener takes a leave of absence or is unable to convene the meeting for any reason, another independent director of the committee designated by the convener shall act as the proxy. If the convener has not designated a proxy, one of the independent director members of the committee shall be elected as the proxy.

More than half of the independent directors among all the members of this committee may, in writing, specify the proposed matters and reasons to request the convener to convene a meeting of this committee. If the convener does not convene a meeting of this committee within fifteen days of the request, more than half of the independent directors of all members of this committee may convene the meeting themselves.

The committee may invite managers from relevant departments of The Company, internal auditors, accountants, legal advisors, or other personnel to attend the meeting and provide the necessary information. However, they must leave the meeting during discussions and voting.

When the committee convenes, relevant information should be prepared for committee members present to review at any time.

Article 8

When the committee convenes, the company shall provide a sign-in sheet for attending Independent director members to sign, for review and reference.

Independent director members of this committee shall attend the committee in person. If unable to attend in person, they may appoint another independent director member to attend on their behalf; participants attending the meeting via video conferencing are considered as attending in person.

When a member of this committee entrusts another independent director member to attend the committee on their behalf, they must issue a letter of authorization each time, specifying the scope of authorization for the cause for convening the meeting.

For this committee to make a resolution, it must be approved by more than half of all members. The results of the voting should be reported on the spot and made into records.

If there is a legitimate reason that prevents this committee from convening, it should proceed with the approval of more than two-thirds of all directors. However, the matters in the tenth subparagraph of the first item of Article 6 must still be approved by the independent director members.

A proxy may only be entrusted by one member.

Article 8-1

When the meeting time has arrived and the attending members of this committee do not constitute more than half of all members, the chairperson may announce a postponement of the meeting to later that day, with the number of postponements limited to two. If, after being postponed twice, quorum is

still not met, the chairperson may reconvene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 7.

Article 8-2

The committee shall conduct its proceedings according to the agenda set forth in the meeting notice. However, with the approval of more than half of all members of this committee, an amendment can be made.

The chairperson shall not unilaterally announce the adjournment of the meeting unless approved by more than half of all members of this committee.

During the proceedings of this committee, if the number of members present does not reach more than half of all members, upon the proposal of the independent directors present, the chairperson should announce a suspension of the meeting, and the provisions of the previous article shall apply.

During the proceedings of this committee, if the convener is unable to preside over the meeting for any reason or the chairperson does not announce the adjournment of the meeting in accordance with the provisions of the second paragraph, the selection of the proxy shall apply *mutatis mutandis* to Article 7, paragraph 4.

Article 9

Minutes of the Committee's meetings shall be prepared, and the minutes shall accurately record the following items:

1. The session, time, and location of the meeting.
2. The name of the chairperson.
3. The attendance status of independent directors, including the names and number of those present, excused, and absent.
4. The name and position of the attendees.
5. The name of the record.
6. Reporting items.
7. Discussion items: Methods and results of the resolution of each proposal, independent director members of the committee, summaries of speeches by experts and other personnel, names of independent director members involving conflicts of interest according to Article 11, important contents of the conflicts of interest, reasons for recusal or non-recusal, recusal situations, opposition or qualified opinions.
8. Emergency motion: Proposer's name, methods and results of the resolution of the proposal, independent director members of the committee, summaries of speeches by experts and other personnel, names of independent director members involving conflicts of interest according to Article 11, important contents of the conflicts of interest, reasons for recusal or non-recusal, recusal situations, opposition or qualified opinions.
9. Other matters to be recorded.

The sign-in sheet of this committee is part of the meeting minutes and should be properly preserved for the duration of The Company's existence.

The minutes of the meeting must be signed or stamped by the chairperson and the recorder of the meeting, and distributed to each independent director member of the committee within twenty days after the meeting. They should be included in The Company's important files and properly preserved for the duration of The Company's existence.

The preparation and distribution of the minutes may be done electronically.

Article 10

The meeting agenda of this committee is set by the convener, but other members may also propose items for discussion by the committee.

Article 11

Independent director members of this committee who have a conflict of interest with the meeting matters must disclose the significant contents of their interest. If there is a potential detriment to the Company's interests, they shall not participate in the discussion or voting and must recuse themselves during discussions and voting, and cannot act as a proxy for other independent director members in exercising voting rights.

The spouse or direct blood relatives within two degrees of kinship of an Independent director, who have an interest in the matters of the aforementioned meeting, shall be deemed to have a personal interest in those matters as if the Independent director has a personal interest in them.

If due to the provisions of the first item the committee is unable to reach a resolution, it should report to the Board of Directors, which will make the resolution.

Article 11-1

The Company itself should record or videotape the entire meeting process of this committee for evidence, and preserve it for at least five years, with the option of electronic storage.

If litigation related to the resolutions of this committee occurs prior to the expiry of the custody period, the related audio or video evidence should continue to be retained until the conclusion of the legal proceedings.

For meetings of this committee held via video conferencing, the video and audio recordings are part of the meeting minutes and should be properly preserved for the duration of The Company's existence.

Article 12

The Committee may, by resolution, appoint lawyers, accountants, or other professionals to conduct necessary audits or provide consultations on matters related to the provisions of Article 6, with the expenses incurred borne by the company.

Article 13

The members of this committee shall perform their duties as prescribed by the organization's

regulations with the care of a good administrator, and be accountable to the Board of Directors, submitting their proposed motions for a resolution by the Board of Directors.

Article 14

The Committee shall regularly review matters related to the organizational regulations and provide suggestions for revisions to the Board of Directors.

Resolutions of this committee, along with the relevant execution work, may authorize the convener or other members of the committee to continue handling them, providing a written or oral report to the committee during execution. If necessary, they should be submitted to the committee for ratification or reporting at the next meeting.

Article 15

The organizational regulations shall be implemented after being approved by the Board of Directors; any revisions shall follow the same procedure.

The procedure was established on December 12, 2019.

The 1st amendment was made on February 3, 2021.

The 2nd amendment was made on March 12, 2024.