

Ping Ho Environmental Technology Co., Ltd.

Remuneration Committee Charter

Article 1 (Purpose and Basis)

To strengthen the remuneration system for directors and managers of the Company itself, a Remuneration Committee has been established in accordance with the "Regulations Governing the Establishment and Exercise of Powers by the Remuneration Committees of Companies Listed on Stock Exchange or Traded on Over-the-Counter Markets" (hereinafter referred to as "the Committee"), and organizational regulations (hereinafter referred to as "the Regulations") have been formulated for compliance.

Article 2 (Scope of Application)

The composition, number of members, term of office, duties, rules of procedure, and resources provided by the company for the exercise of powers of the Committee shall be handled in accordance with the provisions of the Regulations. Matters not specified in these organizational regulations will be handled in accordance with relevant laws, regulations set by the competent authority, and other rules of the Company itself.

Article 3 (Composition, Number of Members, and Term)

1. The members of this committee are appointed by a Resolution by the Board of Directors and shall consist of no less than three members. Among all the members, one shall be elected as the convener and chairperson of the meetings. More than half of the members should be independent directors, and one of the independent directors shall be elected by all the members as the convener and chairperson of the meetings.
2. The professional qualifications and independence of the Committee members shall comply with the provisions of Article 5 and Article 6 of the Regulations Governing the Appointment of Remuneration Committee Members.
3. The term of the members of this committee shall coincide with that of the appointing Board of Directors.
4. If a member of this committee is dismissed for any reason and the number of members falls below three, a Board of Directors meeting should be convened to fill the vacancy within three months from the occurrence of the fact. However, if an independent director member is dismissed and there are no other independent directors, the company may first appoint a non-independent director as a member of the Remuneration Committee, and after the supplementary election of an independent director, appoint them accordingly.

Article 4 (Scope of Duties)

The Committee shall perform the following duties with the care of a good administrator and faithfully submit its recommendations to the Board of Directors for discussion:

1. Regularly review these regulations and propose revisions.
2. Formulate and regularly review the policies, systems, standards, and structures for the performance evaluation and remuneration of the directors and managers of the Company itself.
3. Regularly evaluate the content and amount of remuneration for the directors and managers of the Company itself.

When the Committee performs the aforementioned duties, it shall do so in accordance with the following principles:

1. Ensure that the company's remuneration arrangements comply with relevant laws and are sufficient to attract outstanding talent.
2. The performance evaluation and remuneration of directors and managers should reference the standard practice within the industry and consider individual performance evaluation results, time commitment, responsibilities undertaken, achievement of personal goals, performance in other positions, remuneration given by the Company to other individuals in similar positions in recent years, as well as the achievement of the Company's short-term and long-term business objectives. It should also evaluate the Company's financial status and the relevance of individual performance with the Company's business performance and future risk.
3. Directors and managers should not be encouraged to engage in activities exceeding the company's risk appetite in pursuit of remuneration.
4. The proportion of remuneration awarded for the short-term performance of directors and senior managers, as well as the timing of payment for certain variable remuneration, should be determined by considering the characteristics of the industry and the nature of the company's business.
5. When determining the content and amount of remuneration for directors and managers, its reasonableness should be considered. The determination of directors' and managers' remuneration should not significantly deviate from financial performance. In the event of significant profit decline or long-term losses, their remuneration should not exceed that of the previous year.
6. Members of this committee shall not participate in discussions or vote on decisions regarding their personal salary and remuneration.

The remuneration referred to in the preceding two items includes cash compensation, stock options, profit sharing through equity, retirement benefits or severance pay, various allowances, and other substantial incentive measures. Its scope should be

consistent with the guidelines for directors' and managers' remuneration outlined in the "Regulations Governing Information to be Published in Annual Reports of Public Companies".

If the salary and remuneration of the directors and managers of a Subsidiary of the Company itself require approval by the Board of Directors of the Company in accordance with the Subsidiary's hierarchical responsibility decision-making matters, it should first be recommended by this committee before being submitted to the Board of Directors for discussion.

Article 5 (Meeting Convening and Notification)

The committee shall meet at least twice a year. When convening, the cause for convening the meeting should be stated, and committee members should be notified seven days in advance. However, emergencies are not subject to this limitation.

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 other members of the committee shall be elected to act as the proxy.

Article 6 (Setting of the Agenda)

The meeting agenda of this committee is set by the convener, but other members may also propose items for discussion by the committee. The meeting agenda should be provided to the members of the committee in advance.

Article 7 (Attendance and Proxy)

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

Members of this committee shall attend the committee meetings in person. If unable to attend in person, they may appoint another member to attend on their behalf, but a proxy may only be entrusted by one member; participants attending the meeting via video conferencing are considered as attending in person.

When a member of this committee entrusts another 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.

Article 8 (Resolution Method)

For this committee to make a resolution, it must be approved by more than half of all members. If the committee chair inquires and there is no opposition during voting, it is considered approved, having the same effect as a vote. The results of the voting should be reported on the spot and made into records.

Article 8-1 (Conflict of Interest Avoidance)

For meetings where the Remuneration Committee discusses the salary and remuneration of its members, the relevant matters should be disclosed at the said meeting. If there is a potential detriment to the Company's interests, that member shall not participate in the discussion or voting. They must recuse themselves during discussions and voting and cannot act as a proxy for other members of the Remuneration Committee in exercising voting rights.

Article 9 (Meeting Minutes)

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 members, 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, names of members involved in matters related to their own remuneration and details of their remuneration as prescribed by the preceding article, recusal situations, and members' opposition or qualified opinions.
8. Motion for temporary resolution: Name of the proposer, methods and results of the resolution of the proposal, summaries of speeches by members, experts, and other personnel, names of members involved in matters related to their own remuneration and details of their remuneration as prescribed by the preceding article, recusal situations, and members' opposition or qualified opinions.
9. Other matters to be recorded.

The sign-in sheet of this committee is part of the meeting minutes; for meetings held via video conferencing, the video and audio recordings are also part of the meeting minutes.

The minutes of the meeting must be signed or stamped by the chairperson and the recorder of the meeting, and distributed to committee members within twenty days after the meeting. They should be reported to the Board of Directors and included in the company's important files, and must be retained for five years. The preparation and distribution of the minutes may be done electronically.

If litigation related to the matters of this committee occurs prior to the expiry of the custody period, it should be retained until the Termination of the legal proceedings.

Article 10 (Handling of Meeting Resolutions)

Resolutions based on the duties prescribed in Article 4 or subsequent execution work such as the appointment of professionals according to Article 11, Paragraph 2, may authorize the convener or other committee members to continue handling them, with a written report to the committee during execution. If necessary, they should be submitted to the committee for ratification or reporting at the next meeting.

Article 11 (Resources for Exercising Powers)

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

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

Article 12 (Announcement for Reference)

The Company itself should place the contents of these organizational procedures on the Company's website and the Market Observation Post System for reference.

Article 13 (Implementation)

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 November 20, 2019.

The 1st amendment was made on March 20, 2020.

The 2nd amendment was made on March 31, 2021.