

**Jia Jie Biomedical Company Limited**  
**Risk Management Committee Charter**

**Approved by the Board of Directors on August 5, 2025**

**Article 1 Purpose**

To provide guidelines for Jia Jie Biomedical Co., Ltd. (the “Company”)’s risk management practices and to ensure effective risk control, this Charter establishes the standard procedures for risk identification, assessment, decision-making, monitoring, and improvement. It serves as the governing principles for the Company’s risk management and ensures the achievement of operational objectives.

**Article 2 Basis for Establishment**

This Charter is established in accordance with the “Regulations Governing Establishment of Internal Control Systems by Public Companies” issued by the Financial Supervisory Commission and the “Corporate Risk Management Best Practice Principles for TWSE/TPEX Listed Companies.” It aims to establish an effective risk management mechanism by assessing and overseeing the Company’s risk tolerance, current risk exposure, risk response strategies, and compliance with risk management procedures.

**Article 3 Scope of Application**

This Charter applies to risk management activities at all levels of the Company.

**Article 4 Definition of Risk**

Risk management refers to the processes undertaken to achieve the Company’s objectives, enhance management effectiveness, provide reliable information, and allocate resources efficiently. It involves identifying significant potential risks and formulating corresponding control and contingency measures to keep risks within manageable levels, thereby minimizing impacts and reasonably ensuring the achievement of the Company’s objectives.

**Article 5 Composition of the Committee**

Members of the Committee shall be appointed by the Board of Directors and shall consist of no fewer than three members, with a majority being independent directors. The term of the Committee members shall coincide with the term of the appointing Board.

## **Article 6 Duties and Responsibilities**

Committee members shall exercise the duty of care of a prudent administrator and faithfully perform the following duties, reporting to and submitting recommendations to the Board of Directors:

1. Reviewing the risk management policies.
2. Reviewing the adequacy of the risk management framework.
3. Reviewing major risk management strategies, including risk appetite or tolerance levels.
4. Reviewing reports on major risk issues and overseeing improvement mechanisms.
5. Reporting regularly to the Board of Directors on the implementation status of risk management.

## **Article 7 Convening of Meetings**

The Committee shall convene at least once a year and may meet at any time as necessary.

Notices of meeting shall specify the purpose of the meeting and be given to Committee members at least seven days in advance, except in emergencies. Meeting notices may be delivered in writing, by fax, or electronically.

A convener and chairperson shall be elected by all Committee members. If the convener is on leave or unable to convene the meeting, another Committee member designated by the convener shall act in place; if no designee is appointed, the Committee members shall elect one among themselves.

## **Article 8 Meeting Agenda**

The meeting agenda shall be set by the convener, and other Committee members may propose items for discussion.

Upon the convening of the meeting, the Company shall prepare a sign-in sheet for attending members. Committee members shall attend meetings in person; if they cannot attend, they may appoint another member as proxy. Participation via video conferencing shall be deemed attendance in person.

When appointing a proxy, a Committee member shall issue a written proxy form for each meeting, specifying the scope of authorization; each member may act as proxy for only one other member.

## **Article 9 Resolutions and Meeting Minutes**

A resolution of the Committee requires the approval of more than half of all Committee members. If the chair inquires and receives no objection, the resolution is deemed approved, with the same effect as a vote. Voting results shall be announced on-site and recorded.

Minutes of the Committee meetings shall be prepared and shall accurately record:

1. The session, time, and venue of the meeting.
2. The name of the chairperson.
3. Attendance status of members (attending, excused, absent).
4. Names and titles of attendees.
5. Name of the minute taker.
6. Reported matters.
7. Discussion items: resolution methods and results, dissenting or reserved opinions of members.
8. Extraordinary motions: name of the proposer, resolution methods and results, summaries of speeches by members, experts, and other attendees, and any dissenting or reserved opinions.

#### **Article 10 Execution of Resolutions**

Matters resolved by the Committee may be delegated to the convener or other Committee members for follow-up and execution. During implementation, written or verbal reports shall be made to the Committee, and when necessary, matters shall be submitted to the next Committee meeting for acknowledgment or reporting.

#### **Article 11 Resources for Exercising Authority**

When convening the Committee, the Company may invite directors, relevant department managers, internal auditors, accountants, legal counsel, or other personnel to attend and provide necessary information. However, such attendees shall leave during discussions and voting.

The Company shall prepare relevant materials for review by Committee members at any time.

With Committee approval, attorneys, accountants, or other professionals may be engaged to conduct necessary investigations or provide consultation on matters related to the exercise of the Committee's duties, with expenses borne by the Company.

## **Article 12 Enforcement**

This Charter shall take effect upon approval by the Board of Directors. Amendments shall follow the same procedure.