

Jia Jie Biomedical Company Limited
(Formerly: Murad Jia Jie Biomedical Co., Ltd.)
Remuneration Committee Charter

Established on October 14, 2011

Amended on March 17, 2021

Article 1 (Purpose and Legal Basis)

To establish a sound remuneration system for Jia Jie Biomedical Co., Ltd. (the “Company”) Directors and Managers, this Remuneration Committee Charter (the “Charter”) is formulated pursuant to Article 3 of the *Regulations Governing the Establishment and Exercise of Powers of Remuneration Committees of Companies Whose Shares Are Listed on a Stock Exchange or Traded Over-the-Counter* (the “Remuneration Committee Regulations”) for compliance.

Article 2 (Scope of Application)

Unless otherwise provided by applicable laws or regulations, matters relating to the powers and duties of the Remuneration Committee of the Company (the “Committee”) shall be governed by this Charter.

Article 3 (Public Disclosure)

The Company shall publish this Charter on its website and the Market Observation Post System (MOPS) for public reference.

Article 4 (Functions of the Committee)

The Committee shall, in a professional and objective capacity, evaluate the remuneration policies and systems for the Company’s Directors and Managers and submit recommendations to the Board of Directors for reference in decision-making.

Article 5 (Composition of the Committee)

The Committee shall consist of three (3) members appointed by the Board of Directors, with a majority being Independent Directors.

The professional qualifications and independence of Committee members shall comply with Articles 5 and 6 of the Remuneration Committee Regulations.

Within three (3) years from the effective date of this Charter, no more than one-third of the Committee members may be non-independent Directors, provided that such Directors do not fall under any of the following circumstances:

1. Serving concurrently as a director or supervisor of an affiliated enterprise of the Company.
2. Holding, in their own name or in the name of their spouse, minor children, or others, more than 1% of the Company's shares or being among the top ten individual shareholders of the Company.
3. Being the spouse, a relative within the second degree of kinship, or a lineal blood relative within the third degree of kinship of any of the following persons:
 - (1) Employees of the Company or its affiliated enterprises;
 - (2) Directors or supervisors of the Company or its affiliated enterprises;
 - (3) Individuals holding more than 1% of the Company's shares or being among the top ten individual shareholders.

Article 6 (Term of Office and Replacement)

The term of office of Committee members shall be the same as that of the appointing Board of Directors.

If, for any reason, the number of Committee members falls below three (3), the Company shall convene a Board meeting to appoint replacements within three (3) months from the date of occurrence.

Where Independent Directors are dismissed and no other Independent Director is available, the Company may temporarily appoint non-independent Directors as Committee members until Independent Directors are re-elected.

Any appointment or change of Committee members shall be publicly announced and reported on the designated information reporting website within two (2) days from the date of occurrence.

Article 7 (Scope of Duties)

The Committee shall perform the following duties with the due care of a prudent administrator and submit its recommendations to the Board of Directors for deliberation:

1. Periodically review this Charter and propose amendments.
2. Establish and periodically review the policies, systems, standards, and structures for the annual and long-term performance evaluation and remuneration of Directors and Managers.
3. Periodically evaluate the achievement of performance goals by Directors and Managers and determine their individual remuneration packages and amounts.

In performing the foregoing duties, the Committee shall adhere to the following principles:

1. Ensure that remuneration arrangements comply with applicable laws and regulations and are sufficient to attract outstanding talent.
2. Performance evaluation and remuneration shall take into account industry benchmarks, individual time commitment, responsibilities, achievement of personal goals, performance in other positions, historical remuneration for comparable positions, achievement of the Company's short-term and long-term business objectives, financial condition, and the reasonable linkage between individual performance, corporate performance, and future risks.
3. Remuneration arrangements shall not encourage Directors or Managers to engage in activities exceeding the Company's risk appetite.
4. The proportion of bonuses and the timing of variable remuneration payments shall reflect industry characteristics and the nature of the Company's business.
5. Committee members shall not participate in discussion or voting on matters concerning their own remuneration.

For purposes of this Article, "remuneration" includes cash compensation, stock options, profit-sharing, retirement or severance benefits, allowances, and other substantive incentive measures, consistent with the disclosure requirements for Directors' and Managers' remuneration under applicable regulations.

If the Board of Directors does not adopt or modifies the Committee's recommendations, such decision shall require attendance by at least two-thirds of all Directors and approval by a majority of the attending Directors, with specific explanation as to whether the approved remuneration is more favorable than the Committee's recommendation.

If the remuneration approved by the Board is more favorable than the Committee's recommendation, the Company shall disclose the differences and reasons in the Board meeting minutes and report such information within two (2) days from the date of approval.

Remuneration matters for Directors and Managers of the Company's subsidiaries that require approval by the Company's Board shall first be reviewed by the Committee before submission to the Board.

For purposes of this Charter, "Managers" include:

1. The President or equivalent;
2. Vice Presidents or equivalents;
3. Assistant Vice Presidents or equivalents;
4. Heads of the finance department;

5. Heads of the accounting department;
6. Other persons responsible for management affairs and authorized to sign on behalf of the Company.

Article 8 (Meetings and Convening)

The Committee shall convene at least two (2) meetings per year. Notices specifying the agenda shall be delivered to members at least seven (7) days in advance, except in emergency circumstances.

The Committee shall elect an Independent Director as the convener and chairperson. If the convener is unable to convene a meeting, another Independent Director designated by the convener shall act as proxy; if no Independent Director is available, another Committee member shall be designated or elected as proxy.

Article 9 (Agenda Setting)

The meeting agenda shall be set by the convener, and other members may propose agenda items. The agenda shall be provided to members in advance.

The Company shall prepare a sign-in sheet for attendance records. Members shall attend meetings in person; proxy attendance by another member is permitted, and participation via videoconference shall be deemed attendance in person.

Each proxy may represent only one member.

Article 10 (Resolutions)

Resolutions of the Committee shall require the consent of more than one-half of all members.

If, upon inquiry by the chairperson, no objection is raised, the proposal shall be deemed approved with the same effect as a vote.

Voting results shall be announced on-site and recorded.

Article 10-1 (Recusal)

When the Committee discusses remuneration matters concerning a member, such member shall disclose the matter and, where there is a risk of prejudice to the Company's interests, shall abstain from discussion and voting and may not exercise voting rights on behalf of other members.

Article 11 (Minutes)

The Committee shall prepare meeting minutes detailing:

1. Session number, date, time, and location;

2. Name of the chairperson;
3. Attendance status of members;
4. Names and titles of attendees;
5. Name of the recorder;
6. Matters reported;
7. Matters discussed, including resolutions, recusals, and dissenting or qualified opinions;
8. Extraordinary motions;
9. Other matters required to be recorded.

Where a member dissents or expresses reservations, the Company shall publicly disclose such information within two (2) days.

Sign-in sheets and videoconference records form part of the minutes.

Minutes shall be signed or sealed by the chairperson and recorder, distributed within twenty (20) days, reported to the Board, and retained for five (5) years.

Article 12 (Implementation of Resolutions)

Execution of resolutions adopted pursuant to Article 7 may be delegated to the convener or other members, with progress reported in writing; ratification may be required at the next meeting.

Article 13 (Resources for Exercising Authority)

The Committee may invite Directors, managers, internal auditors, accountants, legal counsel, or other relevant personnel to attend meetings and provide information.

The Committee may engage external professionals as necessary, with expenses borne by the Company.

Article 13-1

Where recusal results in the Committee being unable to pass a resolution, the matter shall be submitted to the Board of Directors for decision.

Article 14 (Effectiveness)

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