

Audit Committee Charter of Oriental Union Chemical Corporation (the “Company”)

Last update: 2019/05/09

- Article 1 This Charter is adopted pursuant to Article 3 of the Regulations Governing the Exercise of Powers by Audit Committee of Public Companies.
- Article 2 Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the Audit Committee (“the Committee”) exercises its powers shall be handled in accordance with this Charter.
- Article 3 The main function of the Audit Committee is to supervise the following matter:
- 1) Fair presentation of the financial reports of the Company
 - 2) The hiring (and dismissal), independence, and performance of certificated public accountants of the Company.
 - 3) The effective implementation of the internal control system of the Company.
 - 4) Compliance with relevant laws and regulations by the Company.
 - 5) Management of the existing or potential risks of the Company.
- Article 4 The Committee shall be composed of the entire number of Independent Directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The Independent Director members of the Committee shall serve a 3-year term, and may be re-elected to further terms. When the number of the Independent Director members on the Committee falls below that prescribed in the preceding paragraph or in the Articles of Incorporation

due to an Independent Director's dismissal for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the Independent Directors are dismissed en masse or all of their positions are vacant, a special shareholders meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancies.

Article 5 Powers conferred by the Securities and Exchange Act, the Company Act, and any other law to be exercised by Supervisors, excepting those set forth in Article 14-4, paragraph 5 of the Securities and Exchange Act, shall be exercised by the Committee.

The provisions of Article 14-4, paragraph 4 of the Securities and Exchange Act, in regard to the Company Act as concerns the actions of Supervisors or their role as representatives of the Company, apply mutatis mutandis to the Independent Director members of the Committee.

Article 6 The powers of the Committee are as follows:

- 1) The adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
- 2) Assessment of the effectiveness of the internal control system.
- 3) The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
- 4) Matters in which a Director is an interested party.
- 5) Assets transactions or derivatives trading of a material nature.
- 6) Loans of funds, endorsements, or provision of guarantees of a material nature.
- 7) The offering, issuance, or private placement of equity-type securities.
- 8) The hiring or dismissal of a certified public accountant, of their compensation.

- 9) The appointment or discharge of a financial, accounting, or internal audit officer.
- 10) Annual financial report.
- 11) Other material matters as may be required by the Company or by the competent authority.

The matters under the preceding paragraph shall be subject to the approval of one half or more of the entire membership of the Committee and shall be submitted to the Board of Directors for a resolution.

Any matter in the paragraph 1, with the exception of subparagraph 10, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval or two thirds or more of the entire Board of Directors.

“The entire membership”, as used herein, shall be counted as the number of members actually in office at the given time.

The convener of the Committee shall represent the Committee to the public.

Article 7 The Administration Department shall be charged with the meeting of the Committee, such as meeting notice, proceeding of meeting and meeting minutes.

The Committee shall convene at least once quarterly. In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each Independent Director member at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice. A notice to convene a meeting of the Committee shall be sent to all Independent Directors via postal mail, email or facsimile.

A member of the Committee shall be elected as the convener and meeting chair by and from the entire membership of the Committee. When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another Independent Director member on the Committee as acting convener; if the convener does not

make such an appointment, one Independent Director member of the Committee shall be elected by and from the other Independent Director members of the Committee to serve as convener.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide pertinent and necessary information. However, the participants mentioned above shall leave during the discussion and voting.

When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

Article 8 When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the Independent Director members in attendance, and thereafter made available for reference

Independent Director member shall attend meetings of the Committee in person; if an Independent Director member is unable to attend in person, the Independent Director member may appoint another Independent Director member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another Independent Director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

If for legitimate reason it is impossible to hold a meeting of the Committee, matters on the meeting agenda shall be adopted with the consent of two thirds or more of the entire Board of Directors.

Nevertheless, a written opinion indicating approval or disapproval shall be obtained from each Independent Director member with respect to the matters under Article 6, paragraph 1, subparagraph 10.

The proxy under paragraph 2 may accept a proxy from one person only.

Article 9

Discussion at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

- 1) The session, time, and place of the meeting.
- 2) The name of the meeting chair.
- 3) Attendance by the Independent Director members, including the names and the number of members present, excused, and absent.
- 4) The names and titles of those attending the meeting as non-voting participants.
- 5) The name of the minute taker.
- 6) The matters reported at the meeting.
- 7) Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the Independent Director members of the Committee and experts and other persons present at the meeting; the name of any Independent Director who is an interested party as referred to paragraph 1 of Article 10; an explanation of the critical part of personal interest matter; the reasons why the Independent Director was required or not required to enter recusal, and the status of their recusal; and any objections or reservations expressed.
- 8) Extempore motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the Independent Director members of the Committee and experts and other persons present at the meeting; the name of any Independent Director who is any interested party as referred to paragraph 1 of Article 10; and explanation of the critical part of personal interest matter; the reasons why the Independent Director was required or not required to enter recusal, and the status of their recusal; and any objections or reservations expressed.
- 9) Others matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee. The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each Independent Director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company. The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

Article 9-1 The meeting process shall be preserved as audio or video record for at least 5 years. The aforesaid record may be preserved in electronic form.

If a litigation with respect to the resolution at meeting of the Committee occurs prior to expiration of the term specified in preceding paragraph, the audio or video record shall be preserved until the litigation ends.

If the meeting are convened via telecommunications, the videos constitute part of the minutes for each meeting of the Committee, and shall be appropriately preserved during the existence of the Company.

Article 10 An Independent Director member of the Committee who has a personal interest with respect to a given agenda shall explain to the Committee the critical part of such interest; if such interest is likely to prejudice the interests of the Company, such Independent Director shall not join discussion, vote nor exercise the voting right on behalf of another Independent Director, and shall recuse himself or herself during the discussion and voting.

Where the spouse, a lineage relative within the second degree of kinship of an Independent Director has interests with respect to the matter of aforementioned meeting in the preceding paragraph, such Independent Director shall be deemed to have a personal interest in the matter.

If, for the reason stated in the preceding 1, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the Board of Directors, which shall resolve on the item.

- Article 11 The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in accordance with Article 6. The costs of their services shall be borne by the Company.
- Article 12 The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter; they shall be accountable to the Board of Directors and shall submit their proposals to be resolved by the Board.
- Article 13 The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.
- Article 14 The Charter herein takes effect after approval at the Director's meeting. The same applies for any amendments.

** In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*