

Kedge Construction Co., Ltd.

Audit Committee members and operation status :

I. The Audit Committee of the company was established on June 15, 2020, with 3 members.

Information of the Audit Committee members is as follows:

Condition Name	Professional qualifications and experience (Note 1)
Independent Directors Hung-Chin Huang	<ol style="list-style-type: none"> 1. Convener of the Audit Committee and the Remuneration Committee. He has previously served in PwC Taiwan and served as Director of the Tax Agents Association. He is currently the Director of Heng Hui CPAs, Assistant Professor of Accounting Department of Fu Jen Catholic University, and Independent Director of Fu Jen Catholic University. 2. Possess a sound background in finance and accounting, as well as business judgment, Business administration , industry knowledge, financial accounting and decision-making leadership ability and experience. 3. Not subject to the provisions of Article 30 of the Company Act.
Independent Directors Shen-Yu Kung	<ol style="list-style-type: none"> 1. Member of the Audit Committee, has previously served as an independent director of DONPON PRECISION INC. successively. Currently, he is the investment director of Gold Paper (China), representative of juristic person director of PharmaEssentia Corp., independent director of EVER POWER IPP CO., LTD., and independent director of Kindom Development Corp.. 2. Possess a sound business background, and Business administration , industry knowledge, financial accounting and decision-making leadership ability and experience. 3. Not subject to the provisions of Article 30 of the Company Act.
Independent Directors Kuo-Feng Lin	<ol style="list-style-type: none"> 1. Member of the Audit Committee and the Remuneration Committee. Currently, he is a Distinguished Professor of the Department of Civil Engineering of National Taiwan University, an independent director of Ruentex Engineering & Const.Co and TaiMed Biologics, and an independent director of Kindom Development Corp.. 2. Possessed extensive professional knowledge and technical background in the field of civil engineering, industry knowledge and decision-making leadership ability and experience. 3. Not subject to the provisions of Article 30 of the Company Act.

II. Term of the current committee member : From June 2, 2023 to June 1,

2026. Among them, the convener Hung-Chin Huang independent director has accounting and audit expertise, and meets the professional capabilities required by the committee.

The Audit Committee held 6 times meetings during 2024, and the membership attendance are as follows :

Title	Name	Attendance in person	Attendance by Proxy	Actual attendance rate (%)	Remarks
Independent Director (Convener)	Hung-Chin Huang	6	0	100	
Independent Director	Shen-Yu Kung	5	1	83.33	
Independent Director	Gwo-Fong Lin	6	0	100	

III. The Audit Committee is set up to assist the Board of Directors in fulfilling its supervision of the quality and integrity of the Company in the execution of accounting, auditing, financial reporting procedures and financial controls.

The Audit Committee mainly considers the following items:

1. Financial Statements.
2. Audit and accounting policies and procedures.
3. Internal control systems and related policies and procedures.
4. Material transactions in assets or derivatives.
5. Material loaning of funds, and endorsements/guarantees.
6. Placement or issuance of securities.
7. Derivatives and cash investments
8. Legal compliance.
9. Related-party transactions and potential conflicts of interests involving managers and directors.
10. Complaint report.
11. Fraud prevention and investigation report.
12. Information security.
13. Corporate risk management.
14. Evaluation of the qualifications, independence, and performance of the CPAs.
15. Appointment, discharge or remuneration of CPAs.
16. Appointment or discharge of a finance manager, accounting manager or chief internal auditor.
17. Performance Self-evaluation Questionnaire of the Audit Committee, etc.

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Key duties:

1. Review of business reports, financial statements and earnings distribution: The Audit Committee reviews the business reports, financial statements and earnings distribution, and the convener of the Audit Committee issues an audit report.
2. Review material asset transactions, major capital loans, and endorsement/guarantees.
3. Evaluate the effectiveness of the internal control system.
4. Appoint of CPAs (CPA Independence Evaluation): The Audit Committee formulated an independence and suitability evaluation form with reference to The Norm of Professional Ethics for Certified Public Accountant No. 10, "Integrity, Objectivity, and Independence," which was approved at the Board of Directors Meeting. The Board of Directors is of opinion that KPMG International Limited CPAs fulfilled the independence and suitability standards of the evaluation and are sufficient to be the Company's CPAs.
5. Establish and amend the Articles of Association and relevant procedures.

IV. The Implementation Status of the Audit Committee in 2024:

Audit Committee	Resolutions	Audit Committee's major suggestions	Resolution of the Audit Committee	Company's response to the Audit Committees' opinions:
The 4th meeting of the 2nd Audit Committee on March 12, 2024	1. Proposed to prepare the Company's Business Report and Financial Statements for 2023. 2. Proposed to prepare the Company's Earnings Distribution Proposal for 2023 3. Issuance of new shares through capitalization of the 2023 annual earnings. 4. Proposal to lift the non-compete restriction for the director Chun-Ming Chen. 5. Approval of the "Statement of Internal Control System" for 2023	None	All the committee members present unanimously approved the proposal.	All the directors present unanimously approved the proposal.

The 4th meeting of the 2nd Audit Committee on May 10,2024	1. The Company's consolidated financial statements for 2023 Q1.	None	All the committee members present unanimously approved the proposal.	All the directors present unanimously approved the proposal.
The 4th meeting of the 2nd Audit Committee on July 10,2024	1. The company has secured a partial engineering contract from the Ministry of Transportation's Railway Bureau.	None	All the committee members present unanimously approved the proposal.	All the directors present unanimously approved the proposal.
The 4th meeting of the 2nd Audit Committee on August 9,2024	1. Matter of the Company's second quarter 2023 financial statements . 2. Obtained the engineering bid-Taiwan Semiconductor Manufacturing Co., Ltd.	None	All the committee members present unanimously approved the proposal.	All the directors present unanimously approved the proposal.
The 4th meeting of the 2nd Audit Committee on November 8,2024	1. The Company's consolidated financial report for the third quarter of 2024. 2. Revised some of the provisions of the Company's "Board of Directors' Rules of Procedure" and "Audit Committee Organizational Rules". 3. Revised some of the provisions of the Company's "Procedures for Acquisition or Disposal of Assets". 4. Revisions to the system manual and some procedures of the company's internal control system.	None	All the committee members present unanimously approved the proposal.	All the directors present unanimously approved the proposal.
The 4th meeting of the 2nd Audit Committee on December 20,2024	1. Formulate the company's 2025 audit plan. 2. Assess the independence and suitability of the company's appointed certified public accountants. 3. Revised the company's "Risk Management Policy and	None	All the committee members present unanimously approved the proposal.	All the directors present unanimously approved the proposal.

	Regulations". 4. Our company won the bid of Taiwan Semiconductor Manufacturing Co., Ltd.			
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