

Sitronix Technology Corp.

Remuneration Committee Charter

Article 1 To strengthen corporate governance and ensure a sound system for compensation of the directors and managerial officers of the Company, the Remuneration Committee (hereinafter, "the Committee ") is established and this Remuneration Committee Charter (hereinafter, "this Charter") is adopted pursuant to Article 3 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter (hereinafter, "the Regulations").

Article 2 Matters concerning Committee composition, member numbers, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the Committee implements its duties shall be handled in accordance with this Charter, except where otherwise provided by laws and regulations.

Article 3 The Committee shall consist of three members appointed by resolution of the board of directors, one of whom shall be the convenor. The term of the remuneration committee members shall end at the same time as that of the board of directors that appointed the members.

When a member of the remuneration committee is dismissed for any reason, resulting in there being less than 3 members, a board of directors meeting shall be held within 3 months counting from the date of occurrence of the event to appoint a replacement.

When there is any appointment of, or change in, a member of the remuneration committee, the Company shall, within 2 days counting from the date of occurrence of the event, publicly announce and report it on the information reporting website designated by the competent authority.

Article 4 The professional qualifications and degree of independence of the members of the Committee shall meet the requirements set out in Articles 5 and 6 of the Regulations.

Article 5 The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion:

I. Establishing and periodically reviewing the performance assessment, and

the policies, systems, standards, and structure for the compensation of the directors, and managerial officers of the Company.

- II. Periodically evaluate and prescribe the remuneration of directors, and managerial officers.

Article 6 The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

- I. With respect to the performance assessment and remuneration of directors, and managerial personnel of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the Company's business performance, and future risk exposure.
- II. There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of the Company.
- III. For directors and senior managerial officers, the percentage of remuneration to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of the Company's business.

"Compensation" as used in this Charter includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the compensation for directors, supervisors, and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

If the decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors of the Company, the Committee shall be asked to make recommendations before the matter is submitted to the board of directors for deliberation.

Article 7 Meetings of the Committee shall be held at least two times a year, and shall be convened as often as necessary.

In calling a meeting of the remuneration committee, a notice setting forth

therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. The notice period does not apply to extraordinary Committee Meetings.

The preceding notice shall be delivered by electronic means.

At least one independent director shall participate on the remuneration committee, and the entire membership shall elect the independent director to serve as the convener and meeting chair. When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another independent director of the committee designated by the convener, or if there is no other independent director on the committee, by another member elected by and from among the other members of the committee.

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and to provide pertinent and necessary information. However, they shall leave the meeting when deliberation and voting take place.

Article 8 The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion. Meeting agendas shall be forwarded to the Committee members in advance.

When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter made available for reference. The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Attending a meeting via telecommunications will be deemed attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting 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 consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote. A resolution shall be announced onsite and maintained in the meeting minutes.

The proxy under paragraph 3 may accept a proxy from one person only.

When a meeting of the Committee will discuss the remuneration of any member of the Committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Corporation, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another Committee member's proxy to exercise voting rights on that matter.

Article 9 Discussions at the Committee Meeting shall be recorded in the minutes containing the following information:

- I. Session, time, and place of the meeting.
- II. Name of the meeting chair.
- III. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
- IV. The names and job title of guests attending the meeting.
- V. Name of the notetaker.
- VI. Reported items.
- VII. Agenda items: For each proposal, the method of resolution and the result; the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by any member.
- VIII. Extraordinary 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, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by a member.
- IX. Other matters required to be recorded.

If with respect to any resolution of the remuneration committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and additionally, within two days counting inclusively from the date of occurrence, shall be publicly disclosed and reported on the information reporting website designated by the competent authority.

The attendance book constitutes part of the minutes for each meeting of the

Committee.

The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for 5 years.

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

The production and delivery of the minutes as stated in paragraph 1 shall be done electronically.

If the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

Article 10 The Committee may, at the expense of this Corporation, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 11 The Committee shall periodically review matters related to the Articles of Incorporation and provide the Board of Directors with amendments.

The Convener or other members of the Committee may be authorized to carry out missions in relation to resolutions made at the Committee Meeting. The Convener or authorized members shall submit written reports on the status of the mission to the Committee during implementation or present the report to the next Committee Meeting for ratification as necessary.

Article 12 This Charter shall take effect after having been submitted to and adopted by the board of directors. Subsequent amendments thereto shall be effected in the same manner.