

Audit Committee

Member of the fourth Audit Committee is composed of five independent directors. The Audit Committee exists as an enhancement to the Company's supervisory and management function. It assists the Board of Directors in various decisions such as review of financial statement, internal control policy, internal audit, accounting policies and procedures, major asset transactions, appointment/dismissal/independence /suitability of certified public accountants, appointment/dismissal of chief accountant and chief auditor, etc., thereby ensuring that the Company operates in compliance with the competent authority's instructions and relevant laws.

Once the internal audit report and tracking report have been prepared and approved by Compal's Chief Auditor, he/she is presented to each independent director for review before the end of the month following the audit. Independent directors may contact the Chief Auditor at any time should they require further information on the audit task or follow-up progress. The Chief Auditor reports the Audit Committee on a quarterly basis regarding the audit progress, and discusses with during the meetings. Independent directors engage external auditors to discuss the outcome of the financial statement audit and other relevant legal issues at least once a year. Independent directors are also involved in decisions such as appointment, independence review, and suitability review of certified public accountants.

■ 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. Asset 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, or their compensation.
9. The appointment or discharge of a financial, accounting, or internal audit officer.
10. Annual financial report which are signed or sealed by the chairperson, managerial officer, and accounting officer.
11. Proposals for business report, proposal for distribution of profits or covering of losses.
12. Other material matters as may be required by this Corporation or by the competent authority.

■ Professional Qualifications and Experience of Audit Committee Members

Identity	Name	Qualifications and Experience
Independent Director	Duh Kung Tsai	Bachelor of Industrial Engineering Dept., Taipei Institute of Technology Chairman & Chief Strategy Officer of Powertech Technology Inc., Director of Greatek Electronics Inc. The individual has rich knowledge and adequate experience in the electronics industry, business operations, risk management, and corporate merger/acquisition, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent	Wen-Chung Shen	Bachelor of Electrical Engineering Dept., National Taiwan University

Identity	Name	Qualifications and Experience
Director		Chairman of Her Tuo Co., Ltd., and Director and Executive Vice President of Compal The individual has rich knowledge and adequate experience in the electronics industry, business operations, and risk management, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent Director	Lee-Chiou Chang	Bachelor of Public Finance Dept., Master of Insurance Dept., NCCU Chairman of Yuanta Securities Co., Ltd., Team leader of Securities and Futures Bureau, FSC Chairman of Sun Ten Group., Chairman of Panion & BF Biotech Inc., Chairman of Ho Tung Chemical Corp. The individual has rich knowledge and adequate experience in biotechnology, medical, business operations, and financial accounting, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent Director	Shui-Shu Hung	Bachelor of Medicine Dept., National Taiwan University Chairman, President of Catcher Technology Co., Ltd. The individual has rich knowledge and adequate experience in the electronics industry, business operations, and risk management, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent Director	Tzu-Ting Huang	Bachelor of Law Dept., National Chung Hsing University Co-Chief Operating Officer, President of Corporate Marketing, Business Planning and Operations of Acer Incorporated Independent Director of Flytech Technology Co., Ltd., AUO Corporation The individual has rich knowledge and adequate experience in the electronics industry, Property Rights and Marketing Department Services and Supply Chain Management, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.

■Attendance of Members at Audit Committee Meetings

- The term of the 4th committee is from May 31, 2024 to May 30, 2027.
- There were six (A) Audit Committee meetings during 2025 and the committee members attendance records were as follows:

Title	Name	Attendance in Person (B)	By Proxy	Attendance Rate (%) [B/A]	Remarks
Convener	Duh Kung Tsai	6	0	100%	-
Committee Member	Wen-Chung Shen	6	0	100%	-
Committee Member	Lee-Chiou Chang	5	1	83.33%	-
Committee Member	Shui-Shu Hung	3	3	50%	-
Committee Member	Tzu-Ting Huang	5	1	83.33%	-

■The major audit items of the Audit Committee in 2025 are as follows:

1. Annual and interim financial reports, Business report, Proposal for distribution of profits
2. The hiring or dismissal of a certified public accountant, or their compensation.
3. To evaluate the CPAs' independence and competence for performing the financial report audit
4. Communicate and interact with the company's audited CPA.
5. Matters in which a Director is an interested party
6. A material monetary loan, providing of endorsements and Corporate Guaranty Letter
7. A material asset transaction.
8. The offering, issuance, or private placement of equity-type securities.
9. The amendments to the internal control system pursuant
10. Assessment of the design and operation effectiveness of the internal control system.
11. The defects, irregularities, and the status of corrections in the internal control system.
12. Annual audit plan for year 2026
13. Compliance with the relevant laws and regulations by the Corporation.

■Matters listed in Item 5, Article 14 of the Security Act:

Board of Directors Meeting	Content of discussion and actions taken in response	Matters listed in Item 5, Article 14 of the Security Act	Not approved by the Audit Committee but had the consent of more than two-thirds of all directors.
4th Meeting (15th Term) 2025.2.14	<p>1. To approve the investment in CGS Technology (Poland) sp. z o.o. (a Polish subsidiary) by participating in the capital injection with the cash.</p> <p>2. To approve the indirect participation in cash capital injection by the US subsidiary Compal USA (Indiana), Inc. through a BVI subsidiary Billion Sea Holdings Ltd., which is owned 100% by Compal Electronics, Inc.</p>	V V	None None
<p>▲Resolution adopted by the Audit Committee (2025.2.14): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.</p> <p>▲Action taken by the Company in response to the opinion of the Audit Committee: Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present.</p>			
5th Meeting (15th Term) 2025.2.27	<p>1. To approve the Audited Consolidated Financial Report and Parent Company Only Financial Report for the year 2024</p> <p>2. To approve the Business Report for the year 2024</p> <p>3. To approve the proposal for Distribution of Earnings for the year 2024</p> <p>4. To approve fund loan to 100% owned subsidiary Compal Tecnologia Do Brasil Ltda.</p> <p>5. To approve the Internal Control System Statement for the year 2024</p>	V V V V V	None None None None None
<p>▲Resolution adopted by the Audit Committee (2025.2.27): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.</p> <p>▲Action taken by the Company in response to the opinion of the Audit Committee: Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present.</p>			

Board of Directors Meeting	Content of discussion and actions taken in response	Matters listed in Item 5, Article 14 of the Security Act	Not approved by the Audit Committee but had the consent of more than two-thirds of all directors.
6th Meeting (15th Term) 2025.3.20	<p>1. To approve the release of non-competition restrictions for the managers</p> <p>2. To approve the change of independent auditors</p> <p>3. To evaluate CPAs' independence and competence in performing financial report audits.</p> <p>4. To approve fund loan to a 100% owned subsidiary Compalead Eletronica do Brasil Industria e Comercio Ltda.</p> <p>▲Resolution adopted by the Audit Committee (2025.3.20): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.</p> <p>▲Action taken by the Company in response to the opinion of the Audit Committee:</p> <ul style="list-style-type: none"> Motion 1 An interested party relationship existed with Director Sheng-Hua Peng. In order to avoid a conflict of interest, this Director excused himself from discussion and voting on this proposal. Upon solicitation of comments by the Chairman of the meeting, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present. Except for motion 1 Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present. 	V V V V	None None None None
7th Meeting (15th Term) 2025.5.14	<p>1. To approve the 1Q 2025 Consolidated Financial Review Report</p> <p>2. To approve the proposal of the subsidiary's total project budget increasing on the leased land to build the new group operating headquarters building</p> <p>▲Resolution adopted by the Audit Committee (2025.5.14): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.</p> <p>▲Action taken by the Company in response to the opinion of the Audit Committee:</p> <ul style="list-style-type: none"> Motion 2 The Independent Director Duh Kung Tsai to act as a deputy chairman to preside at this meeting to discuss and vote on this proposal. Directors of the Company, Jui-Tsung Chen, Sheng-Hua Peng, Sheng-Chieh Hsu, and Chieh-Li Hsu are also acting as Directors of Kinpo&Compal Group Assets Development Corporation. To avoid conflict of interest, they recuse and exclude themselves from discussion and voting on this proposal in accordance with the Company's Regulations Governing the Proceedings of Board of Directors Meetings. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present. Except for motion 2 Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present. 	V V	None None
8th Meeting (15th Term) 2025.8.12	<p>1. To approve the 1H 2025 Consolidated Financial Review Report</p> <p>2. To approve the investment in Compal Americas (US) Inc. (a US subsidiary) by participating in its capital injection by cash</p> <p>3. To approve the investment in the incorporation of the newly established US subsidiaries Compal USA</p>	V V V	None None None

Board of Directors Meeting	Content of discussion and actions taken in response	Matters listed in Item 5, Article 14 of the Security Act	Not approved by the Audit Committee but had the consent of more than two-thirds of all directors.
	Holding Inc. (a tentative name) and Compal USA (Texas) Inc. (a tentative name).		
	4. To approve the investment in a newly incorporated Romania subsidiary.	V	None
	5. To approve the revocation of the endorsement and guarantee granted by the Company to Compalead Eletrônica do Brasil Indústria e Comércio Ltda. (“CEB”).	V	None
	6. To approve the issuance of Letter of Support by the Company to facilitate its subsidiaries Aco Healthcare Co., Ltd. in obtaining credit facilities from financial institutions.	V	None
	▲Resolution adopted by the Audit Committee (2025.8.12): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.		
	▲Action taken by the Company in response to the opinion of the Audit Committee: • Motion 6 The Independent Director Duh Kung Tsai to act as a deputy chairman to preside at this meeting to discuss and vote on this proposal. Directors of the Company, Jui-Tsung Chen and Sheng-Hua Peng are also acting as Directors of Aco Healthcare Co., Ltd. Assets Development Corporation. To avoid conflict of interest, they recuse and exclude themselves from discussion and voting on this proposal in accordance with the Company’s Regulations Governing the Proceedings of Board of Directors Meetings. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present. • Except for motion 6 Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present.		
9th Meeting (15th Term) 2025.11.12	1. To approve the 3Q 2025 Consolidated Financial Report	V	None
	2. To approve the amendment to the internal control system for “Salary payment and payroll withholding operations”	V	None
	3. To approve the amendment to the internal control system for “Computerized Information System Processing”	V	None
	4 To approve to obtain newly issued shares of Kinpo&Compal Group Assets Development Corporation by participating in the capital injection by cash.	V	None
	5. To approve to adjust and decrease the investment in Compal Americas (US) Inc. (a US subsidiary) in its capital injection by cash	V	None
	6.To approve the indirect investment in the subsidiary of Compal USA Technology Inc. by participating in its cash capital injection through investing in the Company’s subsidiary of Compal USA Holding Inc.	V	None
	7.To approve the Fifth Issuance of Unsecured Overseas Convertible Bonds	V	None
	8.To approve providing a Corporate Guarantee Letter for COMPAL TECNOLOGIA DO BRASIL LTDA.,	V	None

Board of Directors Meeting	Content of discussion and actions taken in response	Matters listed in Item 5, Article 14 of the Security Act	Not approved by the Audit Committee but had the consent of more than two-thirds of all directors.
	a 100% owned -subsidiary of the Company, to Quanta Computer Inc..		
	9. To approve providing a Corporate Guarantee Letter for COMPALEAD ELETTRONICA DO BRASIL IND. E COM. LTDA., a 100% owned -subsidiary of the Company, to Quanta Computer Inc.	V	None
	10. To propose for approval of annual audit plan for year 2026	V	None
▲Resolution adopted by the Audit Committee (2025.11.12): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.			
<p>▲Action taken by the Company in response to the opinion of the Audit Committee:</p> <ul style="list-style-type: none"> • Motion 4 The Independent Director Duh Kung Tsai to act as a deputy chairman to preside at this meeting to discuss and vote on this proposal. Directors of the Company, Jui-Tsung Chen, Sheng-Hua Peng, Sheng-Chieh Hsu, and Chieh-Li Hsu are also acting as Directors of Kinpo&Compal Group Assets Development Corporation. To avoid conflict of interest, they recuse and exclude themselves from discussion and voting on this proposal in accordance with the Company's Regulations Governing the Proceedings of Board of Directors Meetings. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present. • Except for motion 4 Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present. 			

Note: With the exception of the aforementioned matter, other matters not approved by the Audit Committee but had the consent of more than two-thirds of all directors: None.

■ **The actions of the independent directors with respect to the avoidance: None.**