

**ThinTech Materials Technology Co., Ltd.**  
**Risk Management Committee Organizational Procedures**

Article 1 Purpose

In order to enhance the Company's risk management operation mechanism, strengthen the integrated risk management communication platform, and establish a sound risk management mechanism so as to make risk management effective and enhance the Company's stable operation and sustainable development, I hereby set up the Risk Management Committee (the "Committee") in accordance with Article 27 of the "Code of Corporate Governance Practices for Listed Companies" to effectively plan, supervise, and execute risk management affairs. In accordance with Article 27 of the "Code of Corporate Governance Practices for Listed OTC Companies", I hereby establish the organizational procedures of the Risk Management Committee ("RMC") to effectively plan, supervise and execute risk management matters.

Article 2 Duties

This Committee shall direct and oversee the establishment and implementation of a risk management framework and its responsibilities shall be in respect of the matters set out in the following paragraphs:

- I. To formulate risk management policies, structure, organizational functions, establish qualitative and quantitative management standards, report to the Board of Directors on a regular basis and make timely responses to the Board of Directors on the implementation of risk management, and propose necessary improvements.
- II. The Board of Directors makes risk management decisions and regularly reviews the development, establishment and effectiveness of the Company's overall risk management mechanism.

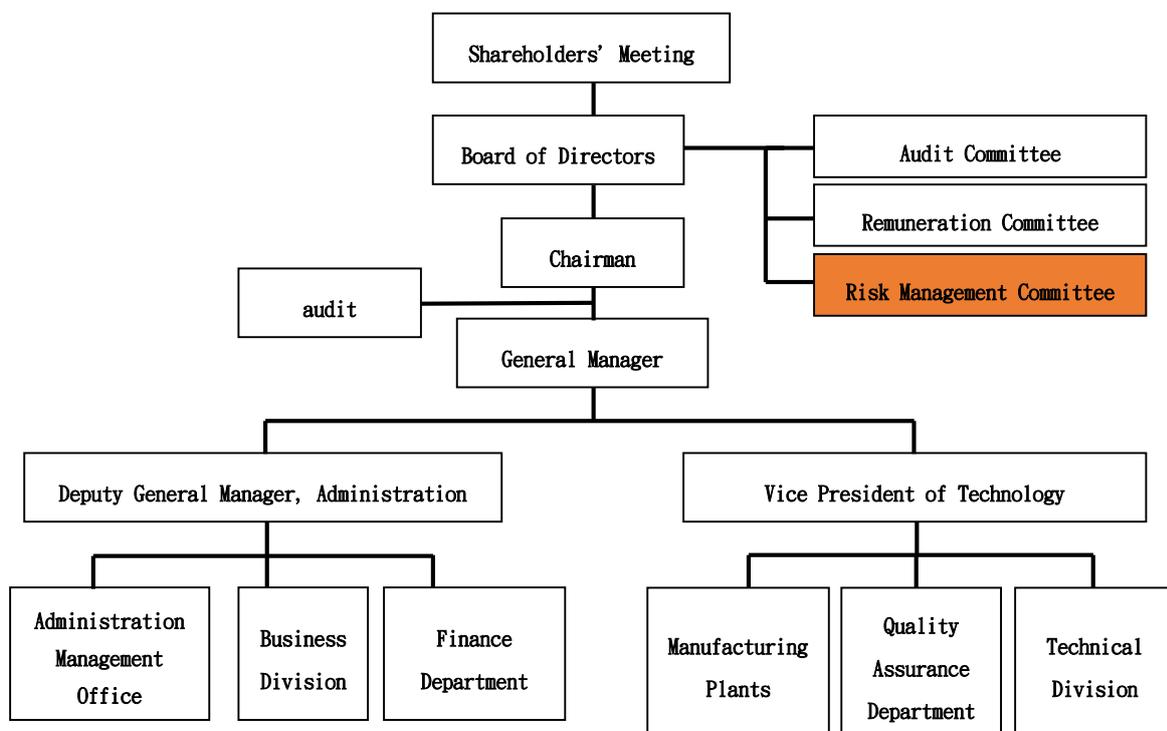
- III. Assisting and overseeing departments in risk management activities
- IV. Adjustment of risk categories, risk limit allocations and commitment modalities in response to changes in the environment
- V. Coordinate the interaction and communication of the risk management function across departments.
- VI. Responsible for the overall risk management of the company

### Article 3 Organization

The members of this Committee shall be appointed by resolution of the Board of Directors, and the number of members shall not be less than three, of which at least half shall be independent directors, and one of them shall be elected by the members from among themselves to be the convenor and the chairman of the meeting. The term of office of the members of the Committee shall be the same as the term of the Board of Directors who appointed them. If the number of members of the Committee is less than three due to the termination of the Committee's term of office, a board of directors meeting shall be convened to reappoint the members of the Committee within three months from the date of the occurrence of the event, and the term of office shall be until the expiration of the term of office of the Board of Directors. If the number of independent directors is less than the number of members stipulated in the preceding paragraph due to the termination of their terms of office, they shall be appointed by the Board of Directors at a by-election held at the most recent shareholders' meeting; if all of the independent directors have been terminated, an interim shareholders' meeting shall be held within 60 days from the date of the occurrence of the event to hold a by-election, and the appointment shall be made by a resolution of the Board of Directors, with the terms of office to be extended to the expiration of that particular term of office of the Board of Directors.

The Risk Management Committee has set up a "Risk Management

Staff Executive Team” to assist the Risk Management Committee in carrying out its risk management duties. The Risk Management Staff Executive Team is comprised of one supervisor from each plant and is responsible for overall risk management issues, including submitting risk management reports, integrating and coordinating cross-departmental common risk management issues, advocating and communicating important risk management issues, and executing and tracking various risk management resolutions submitted by the Board of Directors or the Risk Management Committee.



#### Article 4 Convening of Meetings

The Committee shall be convened and chaired by the Convener. At least two-thirds (inclusive) of the members of the Committee shall be present at the meetings, and the Committee shall convene at least two meetings per year, notifying the members of the date, place, agenda and relevant meeting information seven days in advance. However, in case of emergency, this shall not be the case.

If the convenor is on leave of absence or is unable to convene a meeting for any reason, the convenor shall designate another member of the Committee to act on his/her behalf; if the convenor has not designated a proxy, the other members of the Committee shall elect one to act on his/her behalf.

The members of the Committee shall attend the meeting in person. If they are unable to attend the meeting in person, they may appoint other members to attend the meeting as their proxy by issuing a letter of proxy stating the scope of authorization for the convening of the meeting, and the proxy shall be limited to one person, and the participation in the meeting by video message shall be deemed to be attending the meeting in person.

A sign-in book shall be kept for members to sign in at the meetings of the Committee. The managers of the relevant departments of the Company, internal auditors or other personnel may be invited to attend the meetings of the Committee and provide relevant information.

#### Article 5 Committee Authorization

The Convenor or other members of the Committee may be authorized to continue the execution of the matters resolved by the Committee and to report to the members of the Committee during the execution period, and if necessary, to submit a report to the Committee at the next meeting for confirmation or report.

#### Article 6 Manner of Resolution

The resolution of this Committee shall be approved by a majority of the members present. If no objection is raised by the chairman of the meeting, the resolution shall be deemed to have been passed and shall have the same effect as a vote by ballot. The results of the voting shall be reported and recorded on the spot.

## Article 7 Records of meetings

Minutes shall be made of the proceedings of this Committee and shall contain a detailed account of the following matters:

- I. Session and Venue
- II. Name of the Chairperson
- III. Attendance status of members, including the names and number of attendees, absentees and vacationers.
- IV. Name and title of attendee
- V. Name of Record
- VI. Reporting Matters
- VII. Discussion Items: Methods and results of resolution of the motions, objections or reservations of the committee members.
- VIII. Provisional motions: name of the sponsor, method of resolution and result of the motion, summaries of speeches made by members of the committee and other officers, objections or reservations
- IX. Other Matters to be recorded

The signature book of the Committee shall be part of the minutes of the meetings and shall be kept properly for the duration of the Company. The minutes shall be signed or sealed by the chairman of the meeting and distributed to members and relevant attendees within 20 days after the meeting, and shall be included in the important files of the Company for proper retention for the duration of the Company's existence. The production and distribution of minutes may be done by electronic means.

## Article 8 Performance Evaluation

The Association shall conduct performance evaluation after the end of each year, and the evaluation period shall be from January 1 to December 31 of that year, and the members of the Association shall fill in

the performance evaluation questionnaire and compile the results of the performance evaluation and submit them to the Board of Directors.

#### Article 8 Implementation date

These Articles of Incorporation shall come into force after they have been approved by the Board of Directors and shall be amended accordingly.

These Articles of Incorporation were established on July 28, 2011, in the Republic of China.