

# **IKKA HOLDINGS(CAYMAN) LIMITED**

## **Audit Committee Organizational Rules**

### **Article 1**

These regulations are formulated in accordance with the provisions of Article 3 of the "Measures for the Exercise of Functions and Powers of Audit Committees of Publicly Offered Companies".

### **Article 2**

The committee's number of members, term of office, powers, rules of procedure, and resources to be provided by the company when exercising its powers shall be in accordance with the provisions of these regulations.

### **Article 3**

The main purpose of the operation of this committee is to supervise the following matters:

1. Proper presentation of the company's financial statements.
2. Selection (removal), independence and performance of visa accountants.
3. Effective implementation of the company's internal controls.
4. The company complies with relevant laws and regulations.
5. Management and control of existing or potential risks of the company.

### **Article 4**

This committee shall consist of all independent directors, the number of which shall be no less than three, one of whom shall be the convener, and at least one shall have accounting or financial expertise.

The term of independent directors of this committee is three years, and they can be re-elected. If they are dismissed for any reason and the number of independent directors is insufficient as specified in the preceding paragraph or the articles of association, they shall be replaced by by-election at the latest shareholders' meeting. When all independent directors are dismissed, the company shall convene an extraordinary shareholders' meeting for by-election within 60 days from the date of occurrence.

### **Article 5**

The provisions on supervisors provided by the Securities and Exchange Law, the Company Law and other laws shall apply mutatis mutandis to this committee.

The provisions of Article 14-4, Paragraph 4 of the Securities and Exchange Act regarding the Company Act regarding the conduct of supervisors or their representation as company representatives shall apply mutatis mutandis to the independent director members of this committee.

Resolutions of this committee must be approved by more than half of all members of the committee; the convener of this committee represents the committee to the outside world.

The company representatives for matters related to Articles 213, 214 and 223 of the Company Law shall be selected by this committee in accordance with the procedures in the preceding paragraph. This committee may decide to appoint members to represent individually or jointly; If a representative is not selected according to the procedure in the preceding paragraph, all members shall be jointly represented.

The total number of members mentioned in these regulations shall be calculated based on those who are actually in office.

#### Article 6

The terms of reference of this committee are as follows:

1. Formulate or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Law.
2. Assessment of the effectiveness of the internal control system.
3. Establish or amend the procedures for handling major financial business activities such as acquiring or disposing of assets, engaging in derivatives transactions, lending funds to others, endorsing or providing guarantees for others, in accordance with Article 36-1 of the Securities and Exchange Act.
4. Matters involving the directors' own interests.
5. Significant asset or derivatives transactions.
6. Significant capital loans, endorsements or guarantees.
7. Raising, issuing or privately placing securities of an equity nature.
8. Appointment, dismissal or remuneration of certified accountants.
9. Appointment and removal of finance, accounting or internal audit supervisors.
10. Annual financial report and semi-annual financial report.
11. Other major matters stipulated by the company or the competent authority.

The resolution on the matters mentioned in the preceding paragraph shall be approved by more than half of all members of the committee and submitted to the board of directors for resolution.

Except for the matters in Paragraph 10 of Paragraph 10, if the matter does not have the consent of more than one-half of all members of the committee, it may be implemented with the consent of more than two-thirds of all directors.

The total number of members mentioned in these regulations shall be calculated based on those who are actually in office.

The convener of this committee represents the committee externally.

#### Article 7

This committee meets at least once every quarter and may convene meetings at any time as necessary.

When convening this committee, the reasons for the convening shall be stated, and each independent director member of this committee shall be notified seven days in advance. However, this does not apply to emergencies.

The place and time for the convening of this committee shall be at the company's location and during office hours, or at a place and time that is convenient for the members of this committee to attend and suitable for convening this committee.

All members of this committee shall elect one person from each other to serve as the convener and chairman of the meeting. However, if the members of this committee are unable to elect a convener, the independent director with the most votes representing the most voting rights shall serve as the convener.

If the convener takes leave or is unable to convene a meeting for any reason, he or she shall designate one other independent director to act as his agent. If the convener fails to designate an agent, the independent director members of the committee shall nominate one person to act as his agent.

More than half of the independent directors of the committee may record the proposed matters and reasons in writing and request the convener to convene the committee. If the convener fails to convene the committee within fifteen days after the request is made, more than one-half of all independent directors of the committee may convene the committee on their own initiative.

The committee may invite relevant department managers, internal auditors, accountants, legal advisors or other personnel of the company to attend the meeting and provide relevant necessary information. However, members should leave the meeting during discussions and voting.

When the committee is convened, relevant meeting materials should be prepared together with the convening notice for the participating committee members to check at any time.

#### Article 8

When this committee is convened, the company should set up a signature book for attendance of independent directors to sign in and make it available for inspection.

The independent director members of this committee shall attend the committee in person. If they are unable to attend in person, they may entrust other independent director members to attend on their behalf. Those who participate in the meeting via video conference shall be deemed to have attended in person.

When a member of the Committee entrusts another independent director member to attend the Committee as a proxy, he or she shall issue a power of attorney each time and list the scope of authorization for the reason for the convening.

Resolutions of this committee must be approved by more than half of all members. The results of the voting shall be reported on the spot and recorded.

If there are legitimate reasons why the committee cannot convene, it shall be convened with the consent of more than two-thirds of all directors of the board of directors. However, the independent directors shall still give their consent to matters concerning Paragraph 1, Subparagraph 10 of Article 6.

The agent mentioned in Paragraph 2 is limited to being entrusted by one person.

#### Article 8-1

If the meeting time has expired and the number of members present in the committee does not reach one-half of all members, the chairman may announce that the meeting will be postponed on that day, and the number of postponements is limited to two times. If the number is still insufficient after two postponements, the chairman may reconvene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 7.

#### Article 8-2

The committee shall conduct its proceedings in accordance with the procedures scheduled in the meeting notice. However, it may be changed with the consent of more than half of all members of the committee.

The chairman shall not declare a meeting to adjourn without the consent of more than half of all members of the committee.

During the proceedings of this committee, if the number of members present does not account for half of all members, upon the proposal of the independent director present, the chairman shall announce the suspension of the meeting, and the provisions of the preceding article shall apply mutatis mutandis.

During the proceedings of this committee, if the convener is unable to preside over the meeting for some reason or the chairman fails to declare the meeting to adjourn in accordance with the provisions of Paragraph 2, the provisions of Paragraph 5 of Article 7 shall apply mutatis mutandis to the selection and appointment of his agent.

#### Article 9

The proceedings of this committee shall be kept in minutes, and the minutes shall record the following matters in detail:

1. Session, time and place of the meeting.
2. The name of the chairman.
3. Attendance status of independent directors, including the names and number of those present, on leave and absent.
4. Names and professional titles of those present.
5. Name recorded.
6. Reporting matters.

7. Discussion matters: resolution methods and results of each proposal, summaries of speeches by independent directors, experts and other personnel of the committee, independent directors with interests in accordance with Paragraph 1 of Article 11 Names of the involved members, description of important aspects of their interests, reasons why they should recuse themselves or not, circumstances of their recusal, and objections or reservations.

8. Temporary motion: the name of the proposer, the resolution method and result of the motion, the summary of the speeches of independent directors, experts and other personnel of the committee, the relevant interests in accordance with the provisions of Article 11, Paragraph 1

The name of the independent director member, an explanation of important aspects of his or her interests, the reasons why he or she should recuse himself or herself, the circumstances of his recusal, and his objections or reservations.

9. Other matters that should be recorded.

This committee sign-in book is part of the minutes and should be properly kept during the existence of the company.

The minutes must be signed or stamped by the chairman of the meeting and the record-keeper, and distributed to each independent director member of the committee within 20 days after the meeting. They should be included in the important files of the company and properly kept during the existence of the company.

The production and distribution of the proceedings mentioned in Paragraph 1 may be done electronically.

#### Article 10

The agenda of this committee is set by the convener, and other members may also provide proposals for discussion by this committee.

#### Article 11

Independent director members of this committee who have an interest in meeting matters shall explain the important content of their interests. If they are likely to be harmful to the interests of the company, they shall not participate in discussions and voting, and shall recuse themselves from discussions and voting. and shall not act as an agent for other independent directors to exercise their voting rights.

If the committee is unable to make a resolution due to the provisions of the preceding paragraph, it shall report to the board of directors, who will make the resolution.

#### Article 11-1

The company shall record or videotape the entire meeting of the committee as evidence and keep it for at least five years. The storage shall be done electronically.

Before the retention period in the preceding paragraph has expired, if a lawsuit occurs regarding matters decided by the Committee, the relevant audio or video evidence shall be retained until the conclusion of the litigation.

If the committee is convened by video conference, the video and audio materials shall be part of the minutes and shall be properly preserved during the existence of the company.

#### Article 12

The committee may, by resolution, appoint lawyers, accountants or other professionals to conduct necessary inspections or provide consultation on matters stipulated in Article 6, and the expenses incurred shall be borne by the company.

#### Article 13

Members of this committee shall faithfully perform their duties stipulated in the organization's regulations with the care of good managers, be accountable to the board of directors, and submit proposed proposals to the board of directors for resolution.

#### Article 14

This committee should regularly review matters related to the organizational regulations and provide amendments to the board of directors.

For matters resolved by this committee, the relevant implementation work may be authorized by the convener or other members of this committee to handle the continuation, and a written or oral report shall be made to this committee during the implementation period. If necessary, it shall be reported to this committee at the next meeting, ratify or report.

#### Article 15

These organizational regulations shall come into effect after being approved by the board of directors, and the same shall apply when amended.