DELPHA CONSTRUCTION CO., LTD.

Audit Committee Organizational Regulations

Chapter 1 – General Provisions

Article 1.

To enhance the Company's corporate governance, strengthen the audit and supervisory functions, these Audit Committee Organizational Regulations (hereinafter referred to as the "Regulations") are adopted in accordance with applicable laws and regulations released by the competent authority, Article 3 of the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies," and the Company's "Regulations Governing the Control of Internal Regulations" and "Detailed Guidelines for the Control of Internal Regulations," for compliance.

Article 2.

All matters concerning the composition, term of office, authority, procedural Regulations, and resources to be provided by the Company for the execution of duties by the Audit Committee shall be governed by these Regulations.

Article 3.

The operation of the Audit Committee shall primarily supervise the following matters:

1. The fair presentation of the Company's financial statements.
2. The selection (dismissal), independence, and performance of the certified public accountants.
3. The effective implementation of the Company's internal control systems.
4. The Company's compliance with relevant laws and regulations.
5. The control of the Company's existing or potential risks.

Article 4.

The Audit Committee shall be composed entirely of independent directors, and the members shall be no fewer than three. One member shall be appointed as the convener, and at least one member shall have accounting or financial expertise.

The term of office of the independent directors on the Audit Committee shall be three years and

may be renewed upon re-election. If an independent director is dismissed and the number of committee members falls below the requirements set forth in the preceding paragraph or the Articles of Incorporation, a by-election shall be held at the next shareholders' meeting. If all independent directors are dismissed, the Company shall convene an extraordinary shareholders' meeting for a by-election within sixty days from the date of occurrence.

Chapter 2 – Powers and Duties of the Audit Committee

Article 5.

The provisions of the Securities and Exchange Act, the Company Act, and other relevant laws regarding supervisors shall apply mutatis mutandis to this Committee.

Article 14-4, paragraph 4 of the Securities and Exchange Act concerning the powers of supervisors under the Company Act shall apply mutatis mutandis to the independent directors of this Committee.

The Company's representatives for matters governed by Articles 213, 214, and 223 of the Company Act shall be appointed by the Committee in accordance with the procedures set forth in Paragraph 2 of Article 6. The Committee may resolve that one or more members shall represent the Committee individually or jointly. If no representative is appointed pursuant to Article 6, Paragraph 2, all members shall act jointly as representatives.

Article 6.

The powers and duties of the Committee are as follows:

1. Adoption or amendment of 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. Adoption or amendment of the procedures for handling material financial and business activities such as the acquisition or disposal of assets, derivative transactions, lending of funds to others, and endorsements or guarantees for others pursuant to Article 36-1 of the Securities and Exchange Act.
4. Matters involving directors' personal interests.
5. Material assets or derivative transactions.
6. Material lending funds, endorsements, or guarantees.
7. The offering, issuance, or private placement of equity-type securities.
8. Appointment, dismissal, or compensation of the certified public accountants.
9. Appointment or dismissal of financial, accounting, or internal audit officers.

10. Annual financial reports signed or sealed by the chairperson, manager, and accounting officer, and the second quarter financial reports that must be audited and attested by CPAs.
11. Other material matters as prescribed by the Company or competent authority.

Resolutions on the foregoing matters shall be approved by more than one-half of all members of the Committee and submitted to the Board of Directors for resolution.

Except for Item 10 above, if a resolution on any of the foregoing matters fails to obtain the consent of more than one-half of all members of the Committee, it may be adopted with the consent of at least two-thirds of all directors.

The term “all members” as used in these Regulations refers to the actual incumbents.

The convener represents the Committee externally.

Chapter 3 – Regulations of Procedure for the Audit Committee

Article 7.

The Audit Committee shall convene at least once every quarter and may hold meetings as needed.

Notice of a meeting shall state the purpose of the meeting and be delivered to all independent directors of the Committee at least seven days in advance, except in the case of emergencies.

The meeting notice shall state the purpose and may be delivered electronically with the recipient’s consent.

Meetings of the Committee shall be held at the Company’s principal place of business during business hours or at another time and place convenient for Committee members to attend.

The Committee shall elect one member from among all members to serve as the convener and chairperson of the meeting. If the Committee is unable to elect a convener, the independent director who received the highest number of votes in the most recent election shall serve as the convener.

If the convener is on leave or otherwise unable to convene a meeting, they shall appoint another independent director to act on their behalf. If no deputy is designated, the Committee members shall elect one from among themselves to serve as deputy.

More than one-half of all members of the Committee may submit a written request specifying the agenda and reasons for convening a meeting. If the convener fails to call a meeting within fifteen days of the request, more than one-half of all members of the Committee may convene the meeting themselves.

The Committee may invite relevant managers, internal auditors, CPAs, legal counsel, or other personnel of the Company to attend the meeting and provide necessary information. However,

such people shall leave the meeting during discussions and voting.
Relevant materials shall be prepared and made available for Committee members to consult during the meeting.

Article 8.

When convening a meeting, the Company shall prepare an attendance register for independent directors to sign, which shall be available for inspection.
Independent directors shall attend Committee meetings in person. If unable to attend in person, they may authorize another independent director to attend on their behalf. Participation via video conference shall be deemed as attendance in person.
A written proxy specifying the authorization scope and reasons for delegation shall be issued for each instance of proxy attendance.
A resolution of the Committee shall require the approval of more than one-half of all members. The voting result shall be reported immediately and recorded in the meeting minutes.
If the Committee is unable to convene for legitimate reasons, resolutions may be adopted with the approval of at least two-thirds of all directors of the Board. However, matters under Article 6, Paragraph 1, Item 10 shall still require written consent from independent directors.
Each proxy may only act for one principal at a time.

Article 8-1.

If, at the scheduled meeting time, less than one-half of all Committee members are present, the chairperson may announce a postponement of the meeting on that day, with a maximum of two postponements allowed. If a quorum is still not met after two postpones, the chairperson may reconvene the meeting pursuant to the procedure set forth in Article 7, Paragraph 2.

Article 8-2.

The Committee shall proceed in accordance with the agenda set forth in the meeting notice. However, changes may be made with the approval of more than one-half of all Committee members.
The chairperson shall not adjourn the meeting without the consent of more than one-half of all Committee members.
If, during the meeting, the number of members present falls below one-half of all Committee members, and a present independent director so proposes, the chairperson shall suspend the meeting and apply the provisions of the preceding article mutatis mutandis.
If, during the meeting, the convener is unable to preside or the chairperson fails to adjourn the

meeting as required by Paragraph 2, the selection of the acting chairperson shall follow the provisions of Article 7, Paragraph 6.

Article 9.

The proceedings of the Committee shall be recorded in minutes, which shall contain the following information in detail:

1. The meeting session, time, and place.
2. The name of the chairperson.
3. The attendance status of independent directors, including the names and numbers of those present, on leave, or absent.
4. Names and titles of attendees.
5. Name of the recorder.
6. Reporting items.
7. Discussion items:
8. Methods and results of resolutions on each agenda item, summary of statements made by Committee members, experts, and other attendees; names of independent directors with conflicts of interest as defined in Article 11, Paragraph 1; description of material interests involved; whether recusal was required and the reason for such determination; recusal status; and any dissenting or qualified opinions.
9. Ad hoc motions:
10. Names of proposers, methods and results of resolutions, summary of statements made by Committee members, experts, and other attendees; names of independent directors with conflicts of interest as defined in Article 11, Paragraph 1; description of material interests involved; whether recusal was required and the reason for such determination; recusal status; and any dissenting or qualified opinions.
11. Other matters are required to be recorded.

The Committee’s attendance register shall form part of the meeting minutes and shall be properly maintained throughout the duration of the Company's existence.

The meeting minutes shall be signed or sealed by the chairperson and the recorder and distributed to all independent directors of the Committee within 20 days after the meeting. The minutes shall be included as an important Company record and preserved permanently throughout the Company’s existence.

The preparation and distribution of the minutes may be conducted electronically.

Article 10.

The meeting agenda of the Committee shall be determined by the convener. Other members may also propose matters for discussion by the Committee.

Article 11.

If an independent director of the Committee has a conflict of interest in any matter on the meeting agenda, they shall explain the material aspects of the conflict. Where such conflict may be detrimental to the Company's interests, the director shall not participate in the discussion or voting of the matter and shall recuse themselves during deliberation and voting. They shall not act as a proxy for other independent directors to exercise their voting rights.

If the spouse or a relative within the second degree of kinship of an independent director has a conflict of interest in a matter under discussion, such director shall be deemed to have a conflict of interest in that matter.

If, due to the aforementioned circumstances, the Committee is unable to reach a resolution, the matter shall be referred to the Board of Directors for resolution.

Article 11-1.

The entire process of each Committee meeting shall be recorded by audio or video, and such records shall be preserved for at least five years. Preservation may be in electronic form.

If any litigation arises concerning any resolution of the Committee before the expiration of the aforementioned retention period, the audio or video records shall continue to be preserved until the conclusion of such litigation.

Where a Committee meeting is held via video conference, the video recordings shall form part of the minutes of the meeting and shall be properly preserved throughout the duration of the Company's existence.

Article 12.

The Committee may, by resolution, appoint attorneys, accountants, or other professionals to conduct necessary audits or provide consulting services regarding matters under Article 6. The related expenses shall be borne by the Company.

Article 13.

Members of the Committee shall perform their duties under these Regulations with the care of a good administrator, shall faithfully fulfill their responsibilities, and shall be accountable to the Board of Directors. All proposals raised by the Committee shall be submitted to the Board of Directors for resolution.

Article 14.

The Committee shall regularly review matters relating to these Regulations and make recommendations to the Board of Directors for amendments.

Matters resolved by the Committee may, upon resolution, be delegated to the convener or other Committee members for follow-up action. During implementation, a written or oral report shall be submitted to the Committee, and if necessary, such matters shall be submitted for ratification or reporting at the next meeting.

Chapter 4 – Supplementary Provisions

Article 15.

These Regulations shall take effect upon approval by the Board of Directors. The same shall apply to any amendments hereto.

Article 16.

Date of initial adoption: March 9, 2017.

First amendment: March 23, 2018.

Second amendment: May 8, 2020.

Third amendment: March 29, 2024.