DELPHA CONSTRUCTION CO., LTD.

Compensation and Compensation Committee Organization Rules

Article 1. Purpose

To enhance corporate governance and establish a sound remuneration system for directors and managerial officers, the Remuneration Committee (hereinafter referred to as the "Committee") is established pursuant to Article 14-6, Paragraph 1 of the Securities and Exchange Act and 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," and these Organizational Rules are adopted accordingly for compliance.

Article 2. Scope of Application

Unless otherwise provided by law or the Company's Articles of Incorporation, matters relating to the Committee's composition, number of members, term of office, powers and duties, rules of procedure, and the resources to be provided by the Company for the execution of its duties shall be governed by these Rules.

Article 3. Composition, Number of Members, and Term of Office

1. The Committee members shall be appointed by resolution of the Board of Directors and shall consist of no fewer than three people. A majority of the members shall be independent directors, and the Committee shall include at least one independent director. The convener and the chairperson of the meeting shall be elected by all members from among the independent directors.
2. The term of office of the Committee members shall be the same as the current term of the Board of Directors.
3. If a member is dismissed for any reason and the number of members falls below three, the Board of Directors shall make a supplemental appointment within three months from the date of occurrence.
4. Upon appointment or change of Committee members, the Company shall report and announce such facts on the information reporting website designated by the competent authority within two days from the date of occurrence.
5. The qualifications and independence of Committee members shall comply with 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."

Article 4. Powers and Duties

1. The Committee shall implement the duty of care of a prudent manager and perform its duties faithfully. It shall submit recommendations to the Board of Directors for discussion on the following matters:
   (1) Establish and periodically review policies, systems, standards, and structures for performance evaluation and remuneration of directors and managerial officers.
   (2) Periodically evaluate and determine the remuneration of directors and managerial officers.
2. The Committee shall perform its duties in accordance with the following principles:
   (1) Performance evaluations and remuneration of directors and managerial officers shall be determined with reference to general industry standards and the correlation with individual performance, the Company's business performance, and future risks.
   (2) The remuneration system shall not encourage directors and managerial officers to engage in risk-taking behaviors exceeding the Company's risk appetite in pursuit of compensation.
   (3) The bonus allocation for short-term performance and the timing for payment of variable remuneration to directors and senior managerial officers shall be determined with due consideration to the characteristics of the industry and the nature of the Company's operations.
3. The term "remuneration" referred to in the preceding two paragraphs includes cash compensation, stock options, profit-sharing, retirement benefits or severance pay, various allowances, and other substantive incentive measures. The scope shall be consistent with that required to be disclosed in the annual report of public companies.
4. When deliberating on the Committee's proposals, the Board of Directors shall comprehensively consider the amount and method of payment and the Company's future risks.
5. If the Board of Directors does not adopt or amend the Committee's proposals, the resolution must be approved by at least two-thirds of all directors in attendance, and the resolution must specify whether the adopted remuneration is more favorable than the Committee's proposal, based on a comprehensive consideration.
6. If the remuneration approved by the Board of Directors is more favorable than the Committee's proposal, the differences and reasons shall be recorded in the minutes of the Board meeting, and the matter shall be announced and reported on the information reporting

website designated by the competent authority within two days from the date of the Board resolution.

Article 5. Rules of Procedure

1. The administrative matters of the Committee's meetings shall be handled by the personnel unit, while matters requiring reporting to the competent authority shall be coordinated with other relevant departments.
2. The Committee shall convene at least twice annually. Notices of meetings shall specify the purpose of the meeting and be delivered to all members at least seven days in advance, except in case of emergencies.
3. If the convener is on leave or otherwise unable to convene a meeting, another independent director of the Committee shall be designated as proxy by the convener. If there is no other independent director, another member shall be designated by the convener as proxy. If no proxy is designated, one shall be elected by the other members of the Committee.
4. Meeting agendas shall be prepared by the convener. Other members may also propose motions for Committee discussion. The agenda should be provided in advance to all Committee members.
5. At each meeting, the Company shall provide a sign-in book for attending members to sign. Committee members shall attend meetings in person. If unable to attend in person, a member may appoint another member as a proxy, provided that each proxy may represent only one member. Attendance via video conference shall be deemed attendance in person.
6. When a member appoints another member as proxy, a written proxy shall be issued for each meeting, specifying the scope of authorization and the matters to be discussed.
7. Committee resolutions shall be adopted with the approval of more than one-half of all members. If no objection is raised by any member when the chairperson consults the members, the resolution shall be deemed adopted with the same effect as a vote. The result of the resolution shall be announced at the meeting and recorded accordingly.
8. The Committee may invite directors, managerial officers of relevant departments, internal auditors, accountants, legal counsel, or other personnel to attend meetings and provide necessary information. However, they shall leave the meeting during discussions and voting.

Article 6. Meeting Minutes

1. The minutes of Committee meetings shall contain a detailed record of the following:
   (1) The session, date, time, and location of the meeting.
   (2) The name of the chairperson.

(3) Attendance status of the members, including names and number of attendees, those on leave, and absentees.
(4) Names and titles of attendees present by invitation.
(5) Name of the recorder.
(6) Matters reported.
(7) Matters discussed: the resolution method and result for each agenda item; names of Committee members whose own remuneration is involved under Article 7, including the content of their remuneration, recusal status, and any objections or reservations expressed.
(8) Ad hoc motions: the name of the proposer, resolution method and result, summaries of comments from Committee members, experts, and other participants; names of Committee members whose own remuneration is involved under Article 7, including the content of their remuneration, recusal status, and any objections or reservations expressed.
(9) Other matters required to be recorded.

2. If any Committee member expresses objections or reservations regarding resolutions, such opinions shall be documented in the minutes or submitted in writing. In such a case, the Company shall report the matter via the information reporting website designated by the competent authority within two days from the date of occurrence.
3. The sign-in sheet shall form part of the meeting minutes. If the meeting is held via video conference, the audiovisual records shall also constitute part of the minutes.
4. The minutes shall be signed or sealed by the meeting chairperson and the recorder, distributed to all Committee members within twenty days after the meeting, reported to the Board of Directors, included in the Company's important records, and retained for a minimum period of five years.
5. If litigation arises relating to matters addressed by the Committee before the expiration of the retention period, the minutes shall be preserved until the conclusion of the litigation.
6. The preparation and distribution of meeting minutes may be conducted electronically.

Article 7. Recusal

If matters concerning the remuneration of any Committee member are to be discussed during a meeting, such members shall make a statement during that meeting. Where such participation may jeopardize the interests of the Company, the members shall not participate in the discussion and voting and shall recuse himself or herself. The member shall also not act as a proxy for other Committee members in exercising voting rights on such matters.

Article 8. Audit and Consultation

The Committee may, by resolution, engage attorneys, accountants, or other professionals to conduct necessary audits or provide advisory services in connection with the exercise of its powers. All related fees shall be borne by the Company.

Article 9. Miscellaneous

1. Any matter resolved by the Committee may, as necessary, be delegated to the convener or other Committee members for execution, with written reports submitted to the Committee during the execution period. Where necessary, such matters shall be submitted to the next Committee meeting for ratification or reporting.
2. Any matters not provided for in these Rules shall be governed by the Company's other internal regulations or the applicable laws and regulations of the competent authority.

Article 10. Authority of Approval

These Rules shall be implemented upon approval by the Board of Directors; the same shall apply to any amendments.

Article 11. Dates of Adoption and Amendment

These Rules were initially adopted on December 20, 2011.

The first amendment was made on August 9, 2017.

The second amendment was made on November 11, 2020.