

Remuneration Committee Charter

Doc. Name	Remuneration Committee Charter	Document No.	
<p>Article 1 (Basis of Preparation)</p> <p>In order to improve corporate governance and ensure a sound system for compensation of Directors and managerial officers, BIZLINK HOLDING INC. (the "Company") established the Remuneration Committee (the "Committee") and formulated the Remuneration Committee Charter (the "Charter") pursuant to Article 14-6 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 Taiwan Stock Exchange or on the Taipei Exchange (the "Regulations").</p> <p>Article 2 (Duties)</p> <p>The Committee shall exercise the care of a good administrator and faithfully perform the following duties and present its recommendations to the Board of Directors for discussion.</p> <ol style="list-style-type: none"> 1. Establish and regularly review the performance evaluation and the remuneration policy, system, standard, and structure of Directors and managerial officers. 2. Regularly evaluate and set the remunerations of Directors and managerial officers. <p>The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:</p> <ol style="list-style-type: none"> 1. The Directors' and managerial officers' performance evaluation and remuneration should refer to the general standards in the sector and take into account the reasonable connection to individual performance, management performance, and future risks. 2. Directors and managerial officers shall not be encouraged to engage in risky behaviors unacceptable to the Company for the pursuit of remuneration. 3. The proportion of dividends for Directors and senior managerial officers for short-term performance and the timing of issuing variable pay shall be determined based on the characteristics of a given sector and the nature of the Company's business. 4. Members of the Committee shall not determine the remuneration of themselves and their related persons. <p>"Remuneration" mentioned in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures.</p> <p>Matters of the subsidiaries of the Company subject to the resolution of the Company's Board of Directors according to its power of authority shall obtain recommendations from the Committee before submitting to the Board of Directors for discussion.</p>			

The managerial officers referred to in this article includes the following:

1. General Manager and its equivalent.
2. Deputy General Manager and its equivalent.
3. Assistant Manager and its equivalents.
4. Finance Department Supervisor.
5. Accounting Department Supervisor.
6. Other personnel authorized to manage and sign on behalf of the Company.

Article 3 (Members)

Members of the Committee shall meet the professional qualifications and work experience as stipulated in Article 5 of the Regulations, and shall not be involved in restricted or prohibited actions stated in Article 6 of the Regulations. Members of the Committee shall include the Company's Independent Directors. The remaining members shall be appointed through Board of Directors' resolutions. The total number of members cannot be less than three, while one Independent Director shall be elected as the convener of the meeting, and act as the external representative of the Committee.

The term of office of the Committee members shall be the same as that of the Board of Directors. A by-election shall be held at the next Board of Directors meeting to fill the vacancy in the case of a change in the number of Committee members.

Less than one-third of the Committee members shall be served by Directors within the three years from the date of implementation of the Regulations. Article 6, paragraph 1, subparagraph 2 of the Regulations related to the Company's Directors is not applicable. However, such Directors shall not be the convener and chairperson of the meeting.

Article 4 (Convening of Meetings)

The convener of the Committee shall convene at least two meetings a year.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another Independent Director member of the Committee as acting convener; if there are no other Independent Directors, the convener shall appoint other members of the Committee as acting convener; if the convener does not make such an appointment, one Independent Director member of the Committee shall be elected by and from the other Independent Director members of the Committee to serve as convener.

In calling a meeting of the Committee, a notice shall be given to each Committee member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice.

Article 5 (Drafting of Meeting Agendas)

The Committee's meeting agenda shall be drafted by the convener. Other members may

submit motions to the Committee for discussion. Meeting agendas shall be forwarded to the Committee members in advance.

When a meeting of the Committee is held, an attendance book shall be made available to record the attendance of the Committee members.

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member shall appoint another member with a written proxy stating the scope of authorization. Each member may accept a proxy from one person only.

Attendance via telecommunications is deemed as attendance in person.

The Committee may invite the directors, the managers of relevant departments, internal auditors, CPAs, legal consultants or other personnel of the Company to attend the meeting and provide necessary information, provided that they shall leave the meeting when discussion or voting takes place.

The Committee shall explain in detail at meetings where member remuneration is discussed. If such member is deemed harmful to the interests of the Company, the member shall not participate in and shall be exempted from discussion and voting, and shall not exercise voting rights on behalf of other members of the Committee.

Article 6 (Resolutions and Records of Meetings)

Except as otherwise provided in the laws and regulations and the Company's Articles of Incorporation, resolutions of the Committee shall be approved by the majority of its members. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote. The result of a vote shall be made known immediately and recorded in writing.

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chairperson.
3. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result, the names of the Committee members and their compensation, recusal, and the objections or

- reservations of the Committee members in accordance with Article 5, paragraph 5.
8. Extraordinary motions: The name of the mover, the method of resolution and the result for each motion, a summary of the comments of the Committee members, experts, and other persons, the names of the Committee members and their compensation, recusal, and any objections or reservations expressed.
 9. Other matters required to be recorded.

The attendance book of the Committee meeting is part of the meeting minutes. For a meeting of the Committee convened via videoconferencing, the audio-recorded and video-taped data shall be part of the meeting minutes.

The minutes of a Committee meeting shall bear the signature or seal of both the chairperson and the minute taker, and a copy of the minutes shall be distributed to each Committee member and the Board of Directors within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved for 5 years. The meeting minutes may be produced and distributed in electronic form.

When a lawsuit concerning relevant resolutions of the Committee occurs before the expiration of the preservation period for the meeting minutes as specified in the preceding paragraph, the meeting minutes shall be preserved until the end of the lawsuit.

Article 7 (Review and Consultation)

The Committee may, by resolution, appoint an attorney, CPA or other professionals to conduct necessary reviews or provide advice on the matters regarding the exercise of powers. The expenses incurred by the Committee shall be borne by the Company.

Article 8 (Implementation of Resolutions)

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written report to be presented to the Committee. If this committee deems it necessary, implementation items shall be tracked and reported on in the next meeting.

Article 9 (Amendment of Regulations)

The Charter of the Committee shall be approved by the Board of Directors. Subsequent amendments thereto shall be effected in the same manner.