

Fu Chun Shin Machinery Manufacture Co., Ltd.

Remuneration Committee Charter

Article 1: (Basis of Establishment)

The Fu Chun Shin Machinery Manufacture Co., Ltd. Compensation Committee (hereinafter referred to as "the Committee") Charter is established in accordance with Article 14-6 of 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 the Taipei Exchange or Traded Over the Counter (hereinafter, "the Regulations").

Article 2: (Applicable Laws and Regulations)

The organization, number of members, term of office, powers, rules of procedure, and resources to be provided by the company for the exercise of powers by the Committee shall be governed by this Charter. Matters not provided for in this Charter shall be handled in accordance with the Securities and Exchange Act, relevant laws and regulations, administrative orders of the competent authorities, and other regulations of the company.

Article 3: (Members and Term of Office)

The committee members shall be appointed by resolution of the board of directors. The committee shall consist of no fewer than three members, one of whom shall be the convener and represent the Committee externally. The convener and chairperson of the meetings shall be an independent director elected by all members of the Committee.

The members of the Committee shall meet the qualifications and restrictions stipulated in Articles 5 and 6 of the Regulations and shall include at least one independent director. No member shall have any of the circumstances restricted or prohibited

under Article 6 of the Regulations.

When a member of the Committee is dismissed for any reason, resulting in there being less than 3 members, a board of directors meeting shall be held within 3 months counting from the date of occurrence of the event to appoint a replacement.

When there is any appointment of, or change in, a member of the Committee, the company shall, within 2 days counting from the date of occurrence of the event, publicly announce and report it on the information reporting website designated by the competent authority.

The term of the Committee members shall be the same as that of the board of directors by whom they were appointed.

Article 4: (Powers of the Committee)

The committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors:

1. Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors and managerial officers.
2. Periodically evaluate and prescribe the remuneration of directors and managerial officers.

When performing the official powers of the preceding paragraph, the remuneration committee shall follow the principles listed below:

1. With respect to the performance assessment and remuneration of directors and managerial personnel of the company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the company's business performance, and future risk exposure.

2.It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the company may tolerate.

3.It shall take into consideration the characteristics of the industry and the nature of the company's business when determining the ratio of bonus payout based performance of its directors and managers and the time for payment of the variable part of remuneration.

"Remuneration" as used 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. Its scope shall be consistent with that of remuneration for directors and managers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

For matters related to the remuneration of the directors and managers of subsidiaries directly controlled by the company that are required to be approved by the board of directors of the parent company in accordance with the division of powers and responsibilities, the Committee shall make recommendations before submission to the board of directors for discussion.

Article 5: (Handling of Recommendations)

When deliberating the recommendations of the committee, the board of directors shall give comprehensive consideration to matters including amounts of remuneration, payment methods, and the company's future risk.

If the board of directors will decline to adopt, or will modify, a recommendation of the committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire board, and the

differences and reasons shall be recorded in the minutes of the board of directors meeting.

If the remuneration passed by the board of directors exceeds the recommendation of the Committee, it shall be publicly announced and reported on the information reporting website designated by the competent authority within 2 days counting from the date of approval by the board of directors.

Article 6: (Convening of meetings)

The committee shall convene at least twice a year.

In calling a meeting of the Committee, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened at any time.

The notice in the preceding paragraph may be sent electronically.

When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another independent director of the Committee designated by the convener, or if there is no other independent director on the Committee, by another member elected by and from among the other members of the Committee.

The committee may invite directors, audit committee, managerial officers of relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to attend meetings as nonvoting participants and provide relevant necessary information.

Article 7: (Meeting Agenda and Resolutions)

The committee meeting agenda shall be drawn up by the convenor. Other members also may submit motions for deliberation by the remuneration committee. The meeting agenda shall be provided to the Committee members in

advance.

When the Committee holds a meeting, an attendance book shall be provided for signature by the members attending the meeting, which shall then be made available for reference.

The committee members shall attend the committee in person; a member who cannot attend in person may appoint another member to attend the Committee meeting in his or her place shall in each instance issue a written proxy stating the scope of authorization with respect to the reasons for the meeting.

However, each member is limited to being entrusted by one person only ; Attendance via tele- or video-conference is deemed as attendance in person.

A Committee meeting shall not be convened or a resolution passed unless more than half of the members attend the meeting in person and more than half of all members agree.

During voting, if the Committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote. The results of voting shall be made known immediately, and recorded in writing.

The term "all members" as used in this Charter refers to the actual number of members holding office.

If a member of the Committee has a personal interest in a matter to be discussed at the meeting that may be detrimental to the interests of the company, the member shall recuse himself/herself.

Article 8: (Minutes of Meetings and Distribution)

Minutes shall be prepared of the discussions at the Committee, and the minutes shall record the matters listed below in a detailed and accurate manner:

1. Session, time, and place of the meeting.
2. Name of the meeting chair.
3. Member attendance, specifying the names and number of

members in attendance, excused, and absent.

4. Names and titles of those present at the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the resolution method and outcome of each motion; and any objections or reservations expressed by the member, and summaries of speeches by attendees.
8. Extraordinary motions: the name of the mover, the resolution method and outcome of the motion; and any objections or reservations expressed by the member, and summaries of speeches by attendees.
9. Other matters required to be recorded.

The committee attendance book constitutes an integral part of the minutes of each meeting of the committee. If a remuneration committee meeting is convened by video conference, the video conference audiovisual data constitute an integral part of the meeting minutes.

If with respect to any resolution of the Committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and additionally, within two days counting inclusively from the date of occurrence, shall be publicly disclosed and reported on the information reporting website designated by the competent authority.

The meeting minutes shall bear the signature or seal of the chair and the minute taker. The minutes shall be distributed to each committee member within 20 days after the meeting, and shall be submitted to the board of directors and treated as important records of the company, and shall be preserved for 5 years. The meeting minutes may be produced and distributed in electronic form.

If before the end of the preservation period under the preceding paragraph, any litigation arises with respect to any matter in connection with the Committee, the minutes shall be preserved until the litigation is concluded.

Article 9: (Audit and Consultation)

The committee may by resolution, at the cost of the company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the Committee's powers.

Article 10: (Execution of Resolutions)

The execution of tasks relating to matters resolved by the Committee may be delegated to the convenor or other member or members of the Committee for follow-up and handling, and they shall make written reports to the Committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the Committee at the subsequent meeting.

Article 11: (Working Unit)

The human resources department shall handle the Committee's meeting-related work.

Article 12: (Implementation and Amendment)

These Rules, and any amendments hereto, shall be implemented after adoption by the board of directors.