

NOVA TECHNOLOGY CORP.

Remuneration Committee Charter

Article 1 (Purpose and basis for adoption)

To ensure a sound system for compensation of the directors and managerial officers of the Company, this Remuneration Committee Charter (hereinafter, "this Charter") is adopted pursuant to Article 14-6, first paragraph of Securities and Exchange Act and the "Taiwan 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" (hereinafter, "the Regulations").

The functions of the Committee are to professionally and objectively evaluate the policies and systems for compensation of the directors, and managerial officers of the Company, and submit recommendations to the board of directors for its reference in decision making.

Article 2 (Scope of application)

The consist of member, member, tenure, authority, procedure of meeting and matters in connection with the official powers of the Committee shall be handled in accordance with this Charter, except as otherwise provided by law or regulation or by the Articles of Incorporation.

Article 3 (Committee composition and terms)

The Committee appointed by resolution of the board of directors. A majority of the members shall serve as independent directors. The term of the Committee members shall be the same as that of the Board of Directors by whom they were appointed and may be eligible for re-election.

When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence. In the event that an independent director is dismissed and there is no other independent director, the Corporation may appoint someone who is not qualified to act as independent director to be a member of the Committee until the appointment of an independent director at a by-election as required, and the independent director elected in the by-election will be appointed after the by-election.

Upon appointment or change to members of the Committee, the Company shall file announcement thereof on the information website designated by the relevant regulatory authority within two days from the date of occurrence.

Article 3-1 (Disclosure for public reference)

The Company shall upload the content of this Charter to its website and the Market Observation Post System (MOPS) for public reference.

Article 4 (Qualifications of the member)

Pursuant to Article 5 of "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee" the member of the Committee shall meet the professional qualification requirements and shall not violate independence of Article 6 of the same law.

Article 5 (Obligation)

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the Board of Directors for discussion.

Article 6 (Scope of duties)

The scope of duties of the Committee are as the follows:

1. Periodically reviewing this Charter and making recommendations for amendments.
2. Establishing and periodically reviewing the annual and long-term performance goals for the directors and managerial officers of this Corporation and the policies, systems, standards, and structure for their compensation.
3. Periodically assessing the degree to which performance goals for the directors and managerial officers of this Corporation have been achieved, and setting the types and amounts of their individual compensation.

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

1. Ensuring that the compensation arrangements of the Company comply with applicable laws and regulations and are sufficient to recruit outstanding talent.
2. Performance assessments and compensation levels of directors and managerial officers shall take into account the general pay levels in the industry, the time spent by the individual and their responsibilities, the extent of goal achievement, their performance in other positions, and the compensation paid to employees holding equivalent positions in recent years. Also to be evaluated are the reasonableness of the correlation between the individual's performance and the Company's operational performance and future risk exposure, with respect to the achievement of short-term and long-term business goals and the financial position of the Company.
3. There shall be no incentive for the directors or managerial officers to pursue

compensation by engaging in activities that exceed the tolerable risk level of the Company.

4. For directors and managerial officers, the percentage of bonus to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of the Company's business.
5. The content and amount of the remuneration of directors and managerial officers should be considered reasonable. The decision on the remuneration of directors and managerial officers should not be significantly different from the financial performance. If there is a major profit decline or long-term loss the remuneration should not be higher than the previous year. If it is still higher than the previous year, the rationality statement should be disclosed in the annual report.
6. No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

"Compensation" 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 the compensation for directors and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

When deliberating the recommendations of the remuneration 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 remuneration 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, which in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed by it exceeds in any way the recommendation of the remuneration committee.

If the remuneration passed by the Board of Directors exceeds the recommendation of the remuneration committee, the circumstances and cause for the difference shall be specified in the board meeting minutes, and shall be publicly announced and reported on the information website designated by the relevant regulatory authority within two days counting from the date of passage by the Board of Directors.

If the decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors of the Company, the Committee shall be asked to make recommendations before the matter is submitted to the board of directors for deliberation.

Article 7 (Convening and holding of meetings)

Meetings of the Committee shall be held at least two times a year.

In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least seven days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice.

One of the independent directors shall be elected by all members the Committee as the convener and meeting chair. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

Article 8 (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. In convening a meeting of the Committee, the meeting agenda shall be provided to the members with the notice of the convening of the meeting and may be produced and distributed in electronic form.

When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter made available for reference.

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, is able to appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda. The proxy may accept from one person only and the member attending a meeting via telecommunications will be deemed attendance in person.

The committee may set up an executive secretary to assist in the planning of the committee's agenda, the convening of meetings, notices, meetings, meeting minutes and other related matters.

Article 9 (Resolution method)

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. 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 the vote shall be made known immediately and recorded in writing.

Article 10 (Meeting minutes)

Discussions at a meeting of the Committee shall be included in the meeting minutes, which may be produced and distributed in electronic form and shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
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 name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by any member.
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 independent director members of the Committee and experts and other persons present at the meeting; the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article; and any objections or reservations expressed by a member.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be

distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for 5 years. If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

Any objections or reservations expressed with record in writing by any members in connection with the resolutions of the Committee, should, other than recorded in the meeting minutes, be filed on the information website designated by the relevant regulatory authority within two days from the occurrence of fact.

Article 11 (Avoiding of discussion)

When a meeting of the Committee will discuss the remuneration of any member of the Committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Corporation, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another Committee member's proxy to exercise voting rights on that matter.

Due to the preceding paragraph, the items cannot be resolved by the Committee; the Committee shall report to the Board and the unresolved items shall be resolved by the Board.

The independent director is also the member of the Committee shall avoid discussing and voting for the personal items of the Board meeting.

Article 12 (Resources to be provided when the Committee exercises its powers)

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and to provide pertinent and necessary information, provided that they shall leave the meeting when deliberation and voting take place.

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

The professional advice provided by an attorney, certified public accountant, or other professional provide are deemed as confidential information. Otherwise confidential information is required by law to disclose, the company and Committee shall take all measures to protect the confidential information.

Article 13 (Implementation of meeting resolutions)

The execution of tasks relating to resolutions adopted by the Committee in accordance with its duties under Article 6, or subsequent work resolved to be delegated to professionals pursuant to Article 12, paragraph 2, may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 14 (Remuneration for the member)

The Committee shall consist at least three members, and each member of the Committee will be paid. He or she shall attend to the meeting in person and discharge its responsibilities relating to compensation and benefit policies, plans, structure for directors and managerial officers and recommend to the Board of Directors for approval. The Board of Directors will refer to the typical pay levels adopted by peer companies to resolve the compensation of the Committee. When the compensation of the Committee will be resolved, it will be stated in the attorney contract.

Article 15 (Enforcement)

This Charter, and any amendments hereto, shall enter into force after adoption by the Board of Directors.

Article 16 (Formulate and amendment)

This Charter formulate and adopted by the Board of Directors in Nov.09, 2016.

This Charter amendment was made and adopted by the Board of Directors in Feb.22, 2018.

This Charter amendment was made and adopted by the Board of Directors in Jan.17, 2020.

This Charter amendment was made and adopted by the Board of Directors in Feb.05, 2021.