

AUDIT COMMITTEE CHARTER
SEMILUX INTERNATIONAL LTD.

Effective: February 7, 2024

PURPOSE

The purpose of the Audit Committee (the “*Audit Committee*”) of the board of directors (the “*Board*”) of Semilux International Ltd., a Cayman Islands exempted company with limited liability (the “*Company*”), is to oversee the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements.

In fulfilling its purpose, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; both management and the Company’s internal audit department for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company’s independent auditor (the “*Independent Auditor*”) for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Audit Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

MEMBERSHIP

Size: The Audit Committee will consist of three or more members of the Board.

Independence: Each member of the Audit Committee must be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of The Nasdaq Stock Market LLC. No member of the Audit Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

Financial Expertise: Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibility, and must meet the definition of “audit committee financial expert,” as set forth in Item 407(d)(5)(ii) of Regulation S-K.

Appointment/Term/Removal: The Board shall appoint the members of the Audit Committee. The members of the Audit Committee will serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Audit Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Audit Committee as the chairperson.

Meetings: The Audit Committee must meet at least twice per year, at such times and places as it deems necessary to fulfill its responsibilities. The Audit Committee shall report to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Audit Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Onboarding/Education: The Company may provide new members of the Audit Committee with appropriate onboarding briefings, and the full Audit Committee with educational resources and opportunities related to accounting principles and procedures, current accounting topics pertinent to the Company and other matters as may be appropriate or requested by the Audit Committee.

Outside Advisors: The Audit Committee has the authority, in its sole discretion, to retain and terminate the Independent Auditor, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Audit Committee Charter (this “*Charter*”). However, the Audit Committee is not required to implement or act consistently with the advice or recommendations of the Independent Auditor, outside legal counsel or other advisors, and the authority granted in this Charter will not affect the ability or obligation of the Audit Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Audit Committee shall set the compensation and retention terms and oversee the work of the Independent Auditor, outside legal counsel or any other advisors. Any communications solely between the Audit Committee and its outside legal counsel will be privileged communications, to the extent possible.

Funding: The Company shall provide appropriate funding to the Audit Committee, as determined by the Audit Committee in its capacity as a committee of the Board, for the payment of compensation to the Independent Auditor, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: The Audit Committee has the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Audit Committee may deem appropriate in its sole discretion.

Books and Records: The Audit Committee shall have access to the Company’s books, records, and personnel.

DUTIES AND RESPONSIBILITIES

The Audit Committee has the following authority and responsibilities:

1. Auditor Appointment: To (1) appoint, retain or replace, an independent registered public accounting firm compliant with applicable laws to act as the Independent Auditor for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting or performing other audit, review or attest services for the Company; (2) set the compensation of the Independent Auditor; (3) establish an understanding of the terms of the audit engagement with the Independent Auditor and approve all audit engagement fees and terms (including reviewing the engagement letter from the Independent Auditor); (4) oversee the work done by the Independent Auditor (including resolution of disagreements between management and the Independent Auditor regarding financial reporting); and (5) terminate the Independent Auditor, if necessary. The Independent Auditor shall report directly to the Audit Committee.
2. Pre-Approval: To pre-approve all audit and permitted non-audit and tax services that may be provided by the Independent Auditor or other registered public accounting firms, and establish policies and procedures for the Audit Committee's pre-approval of permitted services by the Independent Auditor or other registered public accounting firms in compliance with applicable Securities and Exchange Commission ("**SEC**") rules, and review such pre-approval policies on an ongoing basis as necessary.
3. Auditor Communications and the Independent Auditor's Report: To review and discuss with the Independent Auditor matters to be discussed by the applicable requirements of the SEC and the Public Company Accounting Oversight Board ("**PCAOB**"), including: (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information within U.S. generally accepted accounting principles (or International Financial Reporting Standards, as applicable) that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Independent Auditor; (3) other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences; (4) the Independent Auditor's evaluation of the quality of the Company's financial reporting; (5) information relating to significant unusual transactions and the business rationale for such transactions; and (6) the Independent Auditor's evaluation of the Company's ability to continue as a going concern. Prior to filing the Independent Auditor's report with the SEC, the Audit Committee must receive a report from the Independent Auditor on the matters set forth in clauses (1) to (3) of this Section 3, as well as on: the Independent Auditor's opinion on the financial statements; the basis for such opinion; and critical audit matters.
4. Written Statement of Independence; Discussion of Relationships Between the Company and the Independent Auditor: At least annually, to request and review a written statement by the Independent Auditor that describes all relationships between the Independent Auditor and the Company or any of its subsidiaries in order to assess the Independent Auditor's independence. Additionally, the Audit Committee shall actively engage in a dialogue with the Independent Auditor regarding the relationships disclosed in such written statement which may impact the objectivity and independence of the Independent Auditor and take, or recommend that the Board take, appropriate action to oversee the independence of the Independent Auditor.

5. Audit Committee Report: To produce the audit committee report required to be included in the Company's proxy statement, and review the disclosure in the Company's proxy statement regarding the Audit Committee.
6. Related Party Transactions: To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with Company policies and procedures; to keep the Independent Auditor informed of the Audit Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and whether any of the Audit Committee has concerns regarding relationships or transactions with related persons and, if so, the substance of those concerns; and to review and discuss with the Independent Auditor the Independent Auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
7. Whistleblowers: To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
8. Audit Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.
9. Ongoing Legal Compliance: To review, with the General Counsel and outside legal counsel, any legal and regulatory matters brought to its attention that could have a significant impact on the Company's financial statements.