

## **Zhen Ding Technology Holding Limited**

### **Corporate Governance, Sustainability and Nominating Committee Charter**

#### Article 1

To ensure the soundness of the board and strengthen the management mechanism and sustainable governance of this Company, the Organizational Charter of the Corporate Governance, Sustainability and Nominating Committee (below, "this Charter") is adopted pursuant to Article 27, Paragraph 3 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" and Article 9, Paragraph 1 of the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies".

#### Article 2

Except as otherwise provided by law and regulation, matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by this Corporation when the Corporate Governance, Sustainability and Nominating Committee ("the Committee") exercises its powers shall be handled in accordance with this Charter.

#### Article 3

The Company shall disclose this Charter and the operation of the Committee in the annual report, Company website or Market Observation Post System.

#### Article 4

The Committee shall be composed of at least three directors selected by the board of directors from among themselves; a majority of the Committee members shall be independent directors. The term of the Committee members shall be the same as that of the board of directors by whom they were appointed. When the number of members falls short of the preceding paragraph, may be appointed by the board of directors to replace them.

#### Article 5

The Committee shall act in accordance with the authorization of the board of directors and shall exercise the due care of a good administrator to faithfully perform the following duties and shall submit its proposals to the board for discussion :

1. Laying down the standards of independence and a diversified background covering the expertise, skills, experience, gender, age, nationality, culture etc. of members of the board, supervisors and senior executives, and finding, reviewing, and nominating candidates for directors based on such standards.
2. Review of the Company's Corporate Governance Best Practice Principles.
3. Formulate, promote and strengthen the Company's sustainable development policies, annual plans and strategies, etc.
4. Review, track and revise the implementation and effectiveness of sustainable development.



5. Supervise sustainability information disclosure matters and review sustainability reports.
6. Supervise the Company's sustainable development business practices.
7. Other matters to be handled by the Committee upon resolution of the board of directors.

#### Article 6

The Committee has an executive unit and related working groups, and each working group should provide annual plans and implementation status to the Committee's executive unit every year.

Each working group shall hold a working group meeting every quarter to discuss the latest progress and future direction of the relevant business, and shall provide the meeting minutes and relevant materials to the executive unit of the Committee within 20 days after the end of each quarter.

The resolutions of the Committee are handled by the relevant units in accordance with the division of labor and powers and responsibilities of the Company.

The executive unit of the Committee is responsible for the following matters:

1. Responsible for the meeting agenda, meeting minutes, tracking of resolutions, attendance statistics and sign-in.
2. Collect and compile the meeting minutes and implementation results of each working group, and compile the information for discussion.
3. Assist the various working groups in contacting, coordinating and integrating their work.
4. Responsible for the formulation and compilation of the report structure.
5. Other matters to assist the Committee in exercising its duties.

#### Article 7

The Committee shall convene at least once a year, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice. The notification in the preceding Paragraph may be done in writing or electronically.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on 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.

The Committee may request the 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 provide pertinent and necessary information, provided that they shall leave the meeting when discussion or voting takes place.



#### Article 8

The meeting agenda of the Committee is determined by the convener and other members may also provide proposals for discussion by the Committee. The meeting agenda should be provided to committee members in advance.

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

Members shall attend meetings of the Committee in person; if a member is unable to attend in person, the member may appoint another member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

The agent in Paragraph 3 is limited to being entrusted by one person.

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

When the Committee makes a resolution, unless otherwise stipulated by the laws or the Company's Articles of Association, more than half of the Committee members should be present, and more than half of the members present should agree to act.

#### Article 9

If a member of the Committee has a stake in performing the duties in the preceding paragraph, he/she shall state the important aspects of its stake in the meeting of the Committee concerned, and where there is a likelihood that the interests of this Company would be prejudiced, he/she may not participate in discussion or voting, shall recuse himself/herself from any such discussion and voting, and may not exercise voting rights as proxy on behalf of another member of the Committee. Where the spouse, a blood relative within the second degree of kinship of a member, has interests in the matters under discussion in the meeting, he/she shall be deemed to have a personal interest in the matter.

If the committee is unable to make a resolution due to the provisions of Paragraph 1, it shall report to the board of directors, who will make the resolution.

If the board of directors does not adopt the recommendation of the Committee, more than two-thirds of all directors must be present, and more than half of the directors present must agree to do so. The company should record the discrepancy and the reasons in the minutes of the board meeting.

#### Article 10

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 chair.
3. Attendance by the members, including 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; a summary of the comments of the members of the Committee and experts and other persons present at the meeting; name of the members who is an interested party as referred to previous Article, explanation of the material aspects of the interest the member has, the reason why the member should or should not recuse himself or herself and whether or not the director has rescued; and any objections or reservations expressed.
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 members of the Committee and experts and other persons present at the meeting; name of the member who is an interested party as referred to previous Article, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has rescued; and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a video conference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board and be deemed important files of the Company, and shall be retained for five years. Preparation and distribution of the minutes of the proceedings may be done electronically.

In the event of a suit in respect of a matter concerning the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

#### Article 11

The convener or other members of the Committee may be authorized to continue to handle matters that have been resolved by the Committee, and the relevant implementation work shall be reported to the committee in writing or orally during the implementation period, and shall be submitted to the Committee for ratification or report at the next meeting if necessary.

#### Article 12

The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to conduct necessary inspections or provide advice with respect on matters related to the exercise of its powers. The costs of their services shall be borne by this Company.

Article 13

This Charter and any amendments hereto, shall come into force after approval by the board of directors.

This Charter is established on December 26, 2024.