

Zhen Ding Technology Holding Limited

Corporate Sustainable Development Committee Charter

Article 1

(Basis for adoption)

In order to implement the concept of sustainable development of the Company, keep in line with international trends, actively promote and strengthen the Company's sustainable management and corporate governance functions related to corporate social responsibility, in order to achieve the goal of sustainable management, the organization of the corporate sustainable development committee(below, "the Committee") is specially set up regulations. And in accordance with the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies "and" Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies ", the Company's "Corporate Sustainable Development Committee Charter" is formulated. Unless otherwise stipulated by laws or regulations, the organizational regulations shall be followed according to the regulations.

Article 2

(Organization and Structure)

The Committee is affiliated to the board of directors, and the corporate governance unit is responsible for the promotion of corporate sustainable development and the preparation of corporate sustainability reports. Report to the board of directors at least once a year on the implementation of the current year.

Article 3

(The Committee members)

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 4

(Obligations and Responsibilities)

The members of the Committee assist the board of directors to continuously promote the sustainable operation of the enterprise and improve corporate governance in order to achieve the purpose of sustainable operation, their responsibilities should include the following matters:

1. Formulate corporate social responsibility, sustainable development direction and goals, and formulate relevant management policies and specific promotions animation plan.

2. Propagate and implement the Company's integrity management and risk management related work.
3. Tracking, inspection and revision of the implementation status and effectiveness of the sustainable development of enterprises.
4. Other matters to be handled by the Committee upon resolution of the board of directors.

The Committee shall regularly review matters related to the organizational regulations, and provide amendments to the board of directors when necessary.

Article 5

(Supervision and Management)

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 6

(Convening and Calling of meetings)

The Committee shall convene at least twice 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 member on the Committee as acting convener; if the convener does not make such an appointment, one member of the Committee shall be elected by and from the other 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 7

(Attendance and resolution)

The meeting agenda of the Committee is determined by the convener and other members may also provide proposals for discussion by the Committee. 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.

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. If there is no objection after consulting the chairman during the voting, it is deemed to be passed, and its effect is the same as voting

Article 8

(Avoidance of interests)

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.

Article 9

(Meeting minutes)

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 recused; 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 recused; 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 10

(Appointment of experts)

The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with Articles 4. The costs of their services shall be borne by this Company.

Article 11

(Information disclosure)

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

Article 12

(Affairs authorization)

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 13

(Approved level)

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

This Charter is established on December 28, 2021.