

Zhen Ding Technology Holding Limited

Nominating Committee Charter

Article 1

(Basis for adoption)

To ensure the soundness of the board and strengthen the management mechanism of this Company, the Organizational Charter of the Nominating Committee (below, "this Charter") is adopted pursuant the "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies".

Article 2

(Scope of application)

Except as otherwise provided by law and regulation, matters relating to the official powers of the Nominating Committee (below, "the Committee") shall be handled in accordance with this Charter.

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

(Functions of the Committee)

The Committee 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. Other matters that the board of directors instructs the Committee to handle.

Article 5

(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, or any company which has a controlling

or subordinate relation with 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 6

(Committee convener and procedures for calling meetings)

The Committee may call a meeting at its discretion whenever necessary.

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice.

The convener and chairperson of a Committee meeting shall be an independent director. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant rules, the convener shall appoint another member of the Committee to act as a convener. If the convener does not make such an appointment, the other Committee members shall select one member to serve as a convener.

The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

Article 7

(Attendance and resolution)

The Committee's meeting agenda shall be drafted by the convener. Other members may also propose motions to the Committee for discussion. The meeting agenda shall be provided to members of the Committee in advance.

When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign and also for reference.

Committee members shall attend meetings in person. If a Committee member is unable to do so, it may appoint another member to do so as its proxy. Attendance via video conferencing is deemed attendance in person.

A Committee member appointing another member to attend a meeting as its proxy shall issue a letter of authorization for each such appointment setting out the authorization in regard to matters for which the meeting is convened.

The proxy mentioned in Paragraph 3 above may accept the appointment by one person only. Except as otherwise provided by law and regulation or by this Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by two-thirds or more of all Committee members.

Article 8

(Meeting minutes)

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. Session, time, and place of the meeting.
2. Chairperson's name.

3. Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting.
4. Names and titles of nonvoting delegates at the meeting.
5. Name of minutes taker.
6. Matters reported on.
7. Matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member.
8. Extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of statements and objections or reservations expressed by members of the Committee, experts and other persons.
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 9

(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 10

(Information disclosure)

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

Article 11

(Enforcement)

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, 1st Amendment on August 9, 2023.