



Taiwan Hon Chuan Enterprise Co., Ltd

Nominating Committee Charter

Date : 2025.08.08

- Article 1 To ensure the soundness of the board and strengthen the management mechanism of Taiwan Hon Chuan Enterprise Co., Ltd's (below, "the Company"), the Nominating Committee Charter (below, "the Charter") is adopted pursuant to Article 27, Paragraph 3 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 Except as otherwise provided by law and regulation or by the articles of incorporation, matters relating to the official powers of the Nominating Committee (below, "the Committee") shall be handled in accordance with the Charter.
- Article 3 The Committee consists of at least three directors as resolved by the Board of Directors, with a majority being independent directors. The tenure for directors joining the Committee, unless otherwise stipulated by laws and regulations or the Company's Articles of Incorporation, shall commence from the date of the Board resolution and continue until the expiration of the director's term, the director's resignation from the Committee or Board, or the date the Board resolves to replace the original director with another member to sit on the Committee.
- Article 4 With authorization from the board of directors (below, "the board"), 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, etc. of members of the board and senior executives, and nominating and reviewing, candidates for directors, independent director, and senior executives based on such standards.



2. The Committee shall nominate and review the qualifications of candidates for directors, independent directors, and managerial officers based on the established selection criteria.
3. Other matters to be performed by the Committee pursuant to the resolution of the board of directors.

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 the 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 or a blood relative within the second degree of kinship of a committee member is an interested party with respect to a matter being discussed as described in the preceding paragraph, such committee member shall be deemed to be an interested party with respect to that matter.

To decline to adopt a recommendation of the Committee, the board of directors shall require the agreement of a majority of the directors in attendance at a meeting attended by two-thirds or more of all of the directors. In such event, the Company shall specify the details and cause of the discrepancy in the board meeting minutes, and within two days counting inclusively from the date of the board meeting resolution, shall furthermore carry out public announcement and reporting on the MOPS.

Article 5 Pursuant to the preceding Article, the Committee shall undertake the following tasks:

1. Prescribing and reviewing on a regular basis the number and qualifications of the directors and senior executives based on the scale and business nature of the Company, taking into account the expertise, skills, experience, gender and independence required of them.
2. Identifying qualified candidates for director and independent director based on the number and qualifications prescribed pursuant to the



preceding subparagraph and presenting a list of such candidates to the board, and conducting reviews in advance of their qualifications, and the existence of any matters set forth in Article 30 of the Company Act. The Committee shall undertake the following tasks pursuant to Article 192, Paragraph 1 of the Company Act.

3. In nominating independent directors, the Committee shall take note of the experience, professional qualifications, and integrity of the nominee (compared to other candidates), any concurrent position of director, independent director committee member or chairperson that the nominee may hold in another company, as well as whether the nominee meets the requirements for independent director set out in the Securities and Exchange Act and the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and as set by the Taiwan Stock Exchange Corporation or GreTai Securities Market; the prime consideration shall be that the nominee will act in the long-term interests of shareholders.

Article 6 The Committee shall convene at least once a year, and 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 Committee convener and chairperson shall be appointed by the Committee members from among themselves. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Article 4, Paragraph 2, the convener shall appoint another Committee member to act as the convener. If the convener does not make such an appointment, the Committee members shall select one among themselves to serve as the 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 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 videoconferencing 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.

Article 8 Except as otherwise provided by law and regulation or by the 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.

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 videoconference 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 The Committee may resolve to retain the service of an attorney, professional human resources agency, investment bank, certified public accountant, or other professionals to provide advice with respect to matters in connection with Articles 4 and 5. The costs of their services shall be borne by the Company.

Article 10 The Company shall disclose the Charter and the operation of the Committee in the annual report, on the Company website, or through the MOPS.



Article 11 The execution of tasks relating to resolutions adopted by the Committee 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 12 The Charter, and any amendments hereto, shall come into force after approval by the board of directors.