

同欣電子工業股份有限公司
薪資報酬委員會組織規程
Tone Hsing Electronic Industries, Ltd.
Remuneration Committee Charter

第一條：目的及依據

為強化公司治理及健全本公司董事及經理人薪資報酬制度，爰依證券交易法第十四條之六及行政院金融監督管理委員會頒佈之「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」，訂定本薪資報酬委員會(以下簡稱本委員會)組織規程，以茲遵循。

Article 1: Purpose and basis for adoption

To ensure a sound system for compensation of the directors and managerial officers of the Company, the Remuneration Committee Charter (the "Charter") is adopted pursuant to Article 3 of the "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter" (the "Regulations") for compliance therewith.

第二條：適用範圍

本委員會之組成成員、人數、任期、職權、議事規則及行使職權時公司應提供資源等事項，除法令另有規定外，應依本組織規程之規定。

Article 2: Scope of application

Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the Remuneration Committee ("the Committee") exercises its powers shall be handled in accordance with the Charter.

第三條：成員

- 一、本委員會成員由董事會決議委任之，其人數不得少於三人，成員中至少應有獨立董事一人參與，並由全體成員推舉獨立董事擔任召集人及會議主席；獨立董事超過一人時，互推一位擔任召集人及會議主席。
- 二、本委員會成員之任期與委任之董事會屆期相同，委員如有異動時，其任期至原任期屆滿為止。
- 三、本委員會之成員因故解任，致人數不足三人者，公司應自事實發生之日起算三個月內召開董事會補行委任。
- 四、本委員會之成員於委任及異動時，公司應於事實發生之日起算二日內於主管機關指定之資訊申報網站辦理公告申報。

Article 3: Committee composition

1. The Committee shall not consist be fewer than three members and appointed by resolution of the board of directors, one of whom shall be the independent director. All members shall elect an independent director to serve as the convener and chairman of the meeting; when there is more than one independent director, one shall be elected from each other to serve as the convener and chairman of the meeting.
2. The term of the remuneration committee members shall end at the same time as that of the board of directors that appointed the members.
3. When a member of the Committee is dismissed for any reason, resulting in there being less than 3 members, a board of directors meeting shall be held within 3 months counting from the date of occurrence of the event to appoint a replacement.
4. When there is any appointment of, or change in, a member of the Committee, the Company shall, within 2 days counting from the date of occurrence of the event, publicly announce and report it on the information reporting website designated by the competent authority.

第四條：專業資格

薪資報酬委員會之成員，應取得下列專業資格條件之一，並具備五年以上工作經驗：

一、商務、法務、財務、會計或公司業務所需相關科系之公私立大專院校講師以上。
二、法官、檢察官、律師、會計師或其他與公司業務所需之國家考試及格領有證書之專門職業及技術人員。

三、具有商務、法務、財務、會計或公司業務所需之工作經驗。

有下列情事之一者，不得充任本委員會成員；其已充任者，解任之：

- 一、有公司法第三十條各款情事之一。
- 二、違反本辦法所定薪資報酬委員會成員之資格。

Article 4: Professional qualifications

A Committee member shall meet one of the following professional qualification requirements, together with at least 5 years work experience:

1. An lecturer or higher in a department of commerce, law, finance, accounting, or other academic department related to the business needs of the Company in a public or private junior college, college, or university;
2. A judge, public prosecutor, attorney, certified public accountant, or other professional or technical specialist who has passed a national examination and been awarded a certificate in a profession necessary for the business of the Company.
3. Have work experience in the area of commerce, law, finance, or accounting, or otherwise necessary for the business of the Company.

A person to whom any of the following circumstances applies may not serve as a Committee member; if already serving in such capacity, the person shall be dismissed:

1. Any of the circumstances in the subparagraphs of Article 30 of the Company Act.
2. Any violation of the remuneration committee member qualification requirements set out in the Regulations.

第五條：獨立性

薪資報酬委員會之成員於執行業務範圍內應保持其獨立性，不得與公司有直接或間接之利害關係，應於委任前二年及任職期間無下列情事之一：

- 一、公司或其關係企業之受僱人。
- 二、公司或其關係企業之董事、監察人。
- 三、本人及其配偶、未成年子女或以他人名義持有公司已發行股份總數百分之一以上或持股前十名之自然人股東。
- 四、第一款之經理人或前二款所列人員之配偶、二親等以內親屬或三親等以內直系血親親屬。
- 五、直接持有公司已發行股份總數百分之五以上、持股前五名或依公司法第二十七條第一項或第二項指派代表人擔任公司董事或監察人之法人股東之董事、監察人或受僱人。
- 六、公司與他公司之董事席次或有表決權之股份超過半數係由同一人控制，他公司之董事、監察人或受僱人。
- 七、公司與他公司或機構之董事長、總經理或相當職務者互為同一人或配偶，他公司或機構之董事（理事）、監察人（監事）或受僱人。
- 八、與公司有財務或業務往來之特定公司或機構之董事（理事）、監察人（監事）、經理人或持股百分之五以上股東。
- 九、為公司或關係企業提供審計或最近二年取得報酬累計金額逾新臺幣五十萬元之商務、法務、財務、會計等相關服務之專業人士、獨資、合夥、公司或機構之企業主、合夥人、董事（理事）、監察人（監事）、經理人及其配偶。但依本法或企業併購法相關法令履行職權之薪資報酬委員會、公開收購審議委員會或併購特別委員會成員，不在此限。

本公司與其母公司、子公司或屬同一母公司之子公司依本法或當地國法令設置之獨立董事相互兼任者，不適用前項第二款、第五款至第七款及第四項第一款規定。

薪資報酬委員會之成員曾任第一項第二款或第八款之公司或其關係企業或與公司有財務或業務往來之特定公司或機構之獨立董事而現已解任者，不適用第一項於委任前二年之規定。

第一項第八款所稱特定公司或機構，係指與公司具有下列情形之一者：

- 一、持有公司已發行股份總數百分之二十以上，未超過百分之五十。
- 二、他公司及其董事、監察人及持有股份超過股份總數百分之十之股東總計持有該公司已發行股份總數百分之三十以上，且雙方曾有財務或業務上之往來紀錄。前述人員持有之股票，包括其配偶、未成年子女及利用他人名義持有者在內。

三、公司之營業收入來自他公司及其集團公司達百分之三十以上。

四、公司之主要產品原料（指占總進貨金額百分之三十以上者，且為製造產品所不可缺乏關鍵性原料）或主要商品（指占總營業收入百分之三十以上者），其數量或總進貨金額來自他公司及其集團公司達百分之五十以上。

第一項、第二項及前項所稱母公司、子公司及集團，應依國際財務報導準則第十號之規定認定之。

第一項及第三項所稱關係企業，為公司法第六章之一之關係企業，或依關係企業合併營業報告書關係企業合併財務報表及關係報告書編製準則、國際財務報導準則第十號規定應編製合併財務報告之公司。

Article 5: Independence

Within the scope of execution of business, a Committee member of the Company shall maintain independence, and may not have any direct or indirect interest relationship with the Company. During the 2 years before being appointed or during the term of office, a Committee member shall not have been or be any of the following:

1. An employee of the Company or any of its affiliates.
2. A director or supervisor of the Company or any of its affiliates.
3. A natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under any other's name, in an aggregate amount of 1 percent or more of the total number of issued shares of the Company or ranking in the top 10 in shareholding.
4. A spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of a managerial officer under subparagraph 1 or any of the persons in the preceding two subparagraphs.
5. A director, supervisor, or employee of a corporate shareholder that directly holds 5 percent or more of the total number of issued shares of the company, or that ranks in the top 5 in shareholding, or that designates its representative to serve as a director or supervisor of the Company under Article 27, paragraph 1 or 2 of the Company Act.
6. If a majority of the Company's director or voting shares and those of any other company are controlled by the same person: a director, supervisor, or employee of that other company.
7. If the chairperson, general manager, or person holding an equivalent position of the company and a person in any of those positions at another company or institution are the same person or are spouses: a director (or governor), supervisor, or employee of that other company or institution.
8. A director, supervisor, managerial officer, or shareholder holding 5 percent or more of the shares, of a specified company or institution that has a financial or business relationship with the Company.

9. A professional individual who, or an owner, partner, director, supervisor, or managerial officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the Company or any affiliate of the Company, or that provides commercial, legal, financial, accounting or related services to the Company or any affiliate of the Company for which the provider in the past 2 years has received cumulative compensation exceeding NT\$500,000, or a spouse thereof; provided that this restriction does not apply to a member of the Committee, public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Act or to the Business Mergers and Acquisitions Act or related laws or regulations.

Subparagraph 2 and subparagraphs 5 to 7 of the preceding paragraph and subparagraph 1 of paragraph 4 do not apply to independent directors appointed in accordance with the Securities and Exchange Act (the "Act") or the laws and regulations of the local country by, and concurrently serving as such at, the Company and its parent or subsidiary or a subsidiary of the same parent.

The requirement of paragraph 1 in relation to "during the two years before being appointed" does not apply where a Committee member has served as an independent director of the Company or any of its affiliates, or of a specified company or institution that has a financial or business relationship with the Company, as stated in subparagraph 2 or 8 of paragraph 1, but is currently no longer in that position.

The term "specified company or institution" as used in paragraph 1, subparagraph 8, means a company or institution that has one of the following relationships with the Company:

1. It holds 20 percent or more and no more than 50 percent of the total number of issued shares of the Company;
2. It holds shares, together with those held by any of its directors, supervisors, and shareholders holding more than 10 percent of the total number of shares, in an aggregate total of 30 percent or more of the total number of issued shares of the Company, and there is a record of financial or business transactions between it and the Company. The shareholdings of any of the aforesaid persons include shares held by the spouse or minor children of the person or by the person under any other's name.
3. It and its group companies are the source of 30 percent or more of the operating revenue of the Company.
4. It and its group companies are the source of 50 percent or more of the quantity or the total purchase amount of principal raw materials (those that account for 30 percent or more of the total purchase amount, and are indispensable and key raw materials in

product manufacturing) or principal products (those accounting for 30 percent or more of the total operating revenue) of the Company.

For the purposes of paragraphs 1 and 2 and the preceding paragraph, the terms "parent", "subsidiary", and "group" shall have the meanings as determined under International Financial Reporting Standards 10.

The term "affiliate" in paragraphs 1 and 3 means an affiliated enterprise under Chapter VI-1 of the Company Act, or a company for which consolidated financial reports are required to be prepared under the Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises or under International Financial Reporting Standard 10.

第六條：職權

本委員會成員應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論：

- 一、訂定並定期檢討董事及經理人績效評估與薪資報酬之政策、制度、標準與結構。
- 二、定期評估並訂定董事及經理人之薪資報酬。

本委員會履行前條職權時，應依下列原則為之：

- 一、薪酬管理應符合公司之薪酬理念。
- 二、董事及經理人之績效評估及薪資報酬應參考同業通常水準支給情形，並考量與個人表現、公司經營績效及未來風險之關連合理性。
- 三、不應引導董事及經理人為追求薪資報酬而從事逾越公司風險胃納之行為。
- 四、針對董事及高階經理人短期績效發放紅利之比例及部分變動薪資報酬支付時間應考量行業特性及公司業務性質予以決定。

前二項所稱之薪資報酬，包括現金報酬、認股權、分紅入股、退休福利或離職給付、各項津貼及其他具有實質獎勵之措施；其範疇應與公開發行公司年報應行記載事項準則中有關董事、監察人及經理人酬金一致。

董事會討論本委員會之建議時，應綜合考量薪資報酬之數額、支付方式及公司未來風險等事項。

董事會不採納或修正本委員會之建議，應由全體董事三分之二以上出席，及出席董事過半數之同意行之，並於決議中依前項綜合考量及具體說明通過之薪資報酬有無優於本委員會之建議。

董事會通過之薪資報酬如優於薪資報酬委員會之建議，除應就差異情形及原因於董事會議事錄載明外，並應於董事會通過之即日起算二日內於主管機關指定之資訊申報網站辦理公告申報。

本公司之子公司董事及經理人薪資報酬事項如依子公司分層負責決行事項須經本公司董事會核定者，應先請本公司本委員會提出建議後，再提交董事會討論。

Article 6: Scope of duties

The Committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors:

1. Prescribe and periodically review the performance evaluation and remuneration policy, system, standards, and structure for directors and managerial officers.
2. Periodically evaluate and prescribe the remuneration of directors, supervisors, and managerial officers.

When performing the official powers of the preceding paragraph, the Committee shall follow the principles listed below:

1. Remuneration management should be consistent with the Company's remuneration philosophy.
2. With respect to the performance assessment and remuneration of directors and managerial personnel of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the Company's business performance, and future risk exposure.
3. It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the Company may tolerate.
4. It shall take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonus payout based on the short-term performance of its directors and senior management and the time for payment of the variable part of remuneration.

"Remuneration" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with that of remuneration for directors, supervisors, and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

When deliberating the recommendations of the Committee, the board of directors shall give comprehensive consideration to matters including amounts of remuneration, payment methods, and the Company's future risk.

If the board of directors will decline to adopt, or will modify, a recommendation of the Committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire board, which in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed by it exceeds in any way the

recommendation of the remuneration committee.

If the remuneration passed by the board of directors exceeds the recommendation of the Committee, the circumstances and cause for the difference shall be specified in the board meeting minutes, and shall be publicly announced and reported on the information reporting website designated by the competent authority within 2 days counting from the date of passage by the board of directors.

If the decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors of the Company, the Committee shall be asked to make recommendations before the matter is submitted to the board of directors for deliberation.

第七條：會議

- 一、本委員會應至少每年召開二次，並得視需要隨時召開會議。
- 二、本委員會之召集，應載明召集事由，於七日前通知委員會成員。但有緊急情事者，不在此限。
- 三、本委員會應由召集人召集並擔任會議主席，召集人請假或因故不能召集會議，由其指定委員會之其他獨立董事代理之；該召集人未指定代理人者，由本委員會之成員推舉一人代理之。
- 四、本委員會召集人對外代表本委員會。
本委員會得請董事、公司相關部門經理人員、內部稽核人員、會計師、法律顧問或其他人員列席會議並提供相關必要之資訊。但討論及表決時應離席。

Article 7: Convening and holding of meetings

1. Meetings of the Committee shall be held at least 2 times a year and may call a meeting at its discretion whenever necessary.
2. In calling a meeting of the remuneration committee, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened at any time.
3. The Committee shall be held by the convener and as meeting chair. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.
4. The Committee convener shall represent the Committee to the public.

The remuneration committee may invite directors, managerial officers of relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to attend meetings as nonvoting participants and provide relevant necessary information, provided that they shall leave the meeting when deliberation and voting take place.

第八條：召集

- 一、本委員會會議議程由召集人訂定，其他成員亦得提供議案供委員會討論。會議議程應事先提供予委員會成員。
前項通知與議程之製作與分發，得以電子方式為之。
- 二、召開本委員會時，公司應設簽名簿供出席成員簽到，並供查考。
- 三、本委員會之成員應親自出席本委員會，如不能親自出席，得委託其他成員代理出席；惟代理人以受一人之委託為限。本委員會成員委託其他成員代理出席本委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。如以視訊參與會議者，視為親自出席。
- 四、薪資報酬委員會成員委託其他成員代理出席委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。
- 五、本委員會任何決議事項應有全體成員二分之一以上同意。表決時如經委員會主席徵詢無異議者，視為通過，其效力與投票表決同。表決之結果，應當場報告，並作成紀錄。

本委員會對於會議討論其成員之薪資報酬事項，應於當次會議說明，如有害於公司利益之虞時，該成員不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他薪資報酬委員會成員行使其表決權。

Article 8: Convening and holding of meetings-2

1. The Committee meeting agenda shall be drawn up by the convenor. Other members also may submit motions for deliberation by the committee. The meeting agenda shall be provided to the committee members in advance.
The production and distribution of the meeting notice and agenda referred to in paragraph 1 may be made in electronic form.
2. When the Committee is held, the Company shall provide an attendance book for signature by the members attending the meeting and thereafter made available for reference.
3. Committee members shall attend the committee in person; a member who cannot attend in person may appoint another member to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.
4. A remuneration committee member appointing another member to attend the committee meeting in his or her place shall in each instance issue a written proxy

stating the scope of authorization with respect to the reasons for the meeting.

5. A resolution of the remuneration committee shall require the approval of one-half or more of all of the members. During voting, if the committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote.

The results of voting shall be made known immediately, and recorded in writing.

If the Committee has a agenda of member's remuneration, the Committee shall explain the essential content of the interest. If the agenda is likely to prejudice the interest of the Company, the director member may not participate in discussion and voting, and shall recuse himself or herself from the discussion and voting, and also may not exercise voting rights as a proxy for any other Committee member.

第九條：議事錄

本委員會之議事，應作成議事錄，議事錄應詳實記載下列事項：

- (一) 會議屆次及時間地點。
- (二) 主席之姓名。
- (三) 成員出席狀況，包括出席、請假及缺席者之姓名與人數。
- (四) 列席者之姓名及職稱。
- (五) 紀錄之姓名。
- (六) 報告事項。
- (七) 討論事項：各議案之決議方法與結果、委員會成員、專家及其他人員發言摘要、反對或保留意見。
- (八) 臨時動議：提案人姓名、議案之決議方法與結果、委員會之成員、專家及其他人員發言摘要、反對或保留意見。
- (九) 其他應記載事項。

薪資報酬委員會之議決事項，如成員有反對或保留意見且有紀錄或書面聲明者，除應於議事錄載明外，並應於事實發生之日起算二日內於主管機關指定之資訊申報網站辦理公告申報。

本委員會簽到簿為議事錄之一部分；議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送委員會成員，並應呈報董事會及列入公司重要檔案，且應保存五年。

前項保存期限未屆滿前，發生關於本委員會相關事項之訴訟時，應保存至訴訟終止為止。議事錄之製作及分發，得以電子方式為之；以視訊會議召開本委員會者，其視訊影音資料為議事錄之一部分。

Article 9: Meeting minutes

Minutes shall be prepared of the discussions at the Committee, and the minutes shall record the matters listed below in a detailed and accurate manner:

1. Term, time, and place of the meeting.

2. Name of the meeting chair.
3. Member attendance, specifying the names and number of members in attendance, excused, and absent.
4. Names and titles of those present at the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items:

The resolution method and outcome of each motion; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
8. Extraordinary motions:

The name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
9. Other matters required to be recorded.

If with respect to any resolution of the Committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and additionally, within two days counting inclusively from the date of occurrence, shall be publicly disclosed and reported on the information reporting website designated by the competent authority.

The Committee attendance book constitutes an integral part of the minutes of each meeting of the committee.

The meeting minutes shall bear the signature or seal of the chair and the minute taker. The minutes shall be distributed to each committee member within 20 days after the meeting, and shall be submitted to the board of directors and treated as important records of the company, and shall be preserved for 5 years.

If before the end of the preservation period under the preceding paragraph, any litigation arises with respect to any matter in connection with the Committee, the minutes shall be preserved until the litigation is concluded.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form. If a Committee meeting is convened by video conference, the video conference audiovisual data constitute an integral part of the meeting minutes.

第十條：查核諮詢

本委員會得經決議，委任律師、會計師或其他專業人員，就行使職權有關之事項為必要之查核或提供諮詢，其費用由公司負擔。

Article 10: Audit and advice

The Committee may, at the expense of this Corporation, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

第十一條：委員會之授權

經本委員會決議之事項，其相關執行工作，得授權召集人或本委員會其他成員續行辦理，並於執行期間向本委員會為書面報告，必要時應於下一次會議提報本委員會追認或報告。

Article 11: The delegation of the Committee

The execution of tasks relating to matters resolved by the Committee may be delegated to the convenor or other member or members of the Committee for follow-up and handling, and they shall make written reports to the Committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the Committee at the subsequent meeting.

第十二條：規章修訂

本組織規程經董事會決議通過後施行，修正時亦同。

本規則訂定於民國一〇〇年十月二十五日。

第一次修訂於民國一〇八年三月十五日。

第二次修訂於民國一〇九年三月十八日。

Article 12: Enforcement and amendment of the Charter

The Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the board of directors.

The Charter shall come into force from the October 25, 2011.

The first amendment was made on March 15, 2019.

The second amendment was made on March 18, 2020.