

同欣電子工業股份有限公司
提名委員會組織規程
Tone Hsing Electronic Industries, Ltd.
Charter of Nominating Committee

第一條：為健全本公司董事會功能及強化管理機制，爰依上市上櫃公司治理實務守則第二十七條第三項之規定訂定本委員會組織規程（以下簡稱組織規程）以資遵循。

Article 1: To ensure the soundness of the board of the directors and strengthen the management mechanism of the Company, the Charter of the Nominating Committee (the "Charter") is adopted pursuant to Article 27, Paragraph 3 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies".

第二條：本公司提名委員會之職權相關事項，除法令或章程另有規定者外，應依本組織規程之規定。

Article 2: Except as otherwise provided by law and regulation or by the "Articles of Incorporation" of the Company, matters relating to the official powers of the Nominating Committee (the "Committee") shall be handled in accordance with the Charter.

第三條：本公司應將本組織規程之內容置於本公司網站及公開資訊觀測站，以備查詢。

Article 3: The Company shall make the content of the Charter available on its website and the Market Observation Post System (MOPS) for public reference.

第四條：本委員會由董事會推舉至少三名董事組成之，其中應有過半數獨立董事參與。

董事加入本委員會之任期，除法令或本公司章程、規則另有規定者外，為董事會推舉之日起，至董事任期屆滿、辭任本委員會或董事之職務、或董事會另行推舉以代替原董事為本委員會成員之日止。

Article 4: The Committee shall be composed of at least three directors selected by the board of directors (the "Board") from among themselves; a majority of the Committee members shall be independent directors.

The term of a Committee member, except as otherwise provided by law and regulation or "Articles of Incorporation" of the Company or bylaws, shall be effected from the date of the director's selection as Committee member by the Board to the date of expiration of the director's term, the director's resignation from the Committee or the Board, or the director's replacement by another director selected as Committee member by the Board.

第五條：本委員會秉於董事會之授權，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、制定董事會成員及高階經理人所需之專業知識、技術、經驗及性別等多元化背景暨獨立性之標準，並據以覓尋、審核及提名董事及高階經理人候選人。
- 二、建構及發展董事會及各委員會之組織架構，進行董事會、各委員會、各董事及高階經理人之績效評估，並評估獨立董事之獨立性。
- 三、訂定並定期檢討董事進修計畫及董事與高階經理人之繼任計畫。
- 四、訂定本公司之公司治理實務守則。

本委員會成員於履行前項職權時，有利害關係者，應於當次委員會會議說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他委員會成員行使其表決權。

本委員會成員之配偶、二親等內血親，或與委員會成員具有控制從屬關係之公司，就會議之事項有利害關係者，視為委員就該事項有自身利害關係。

董事會不採納本委員會之建議，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，公司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公開資訊觀測站辦理公告申報。

Article 5: With authorization from 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:

- I. To adopt the standards of independence and a diversified background covering the expertise, skills, experience, gender, etc. of members of the Board and senior executives. In addition, based on such standards, to find, review and nominate candidates for directors and senior executives.
- II. To establish and develop the organizational structure of the Board and each committee, and to evaluate the performance of the Board, committees, directors and senior executive as well as the independence of the independent directors.
- III. To establish and review a regular basis program for director continuing education and the succession plans of directors and senior executives.
- IV. To establish corporate governance guidelines of the Company.

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.

If the spouse, blood relative within the second degree of kinship of a committee member, or a company that has a controlling or subordinate relationship with a committee member, there will has a stake in a matter of the meeting, the member shall be deemed to have a stake in the matter.

To decline to adopt a recommendation of the Committee, the Board 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 on the MOPS.

第六條：本委員會依前條第一項第一款之規定，應辦理下列事項：

- 一、依本公司規模及業務性質，考量本公司董事及高階經理人所需之專業知識、技術及經驗暨性別及獨立性，訂定並定期檢討董事及高階經理人之人數及應符合之條件。
- 二、依據前款所訂定之人數及條件，尋找適任之董事人選，向董事會提出董事候選人名單，並審慎評估被提名人之資格條件及有無公司法第三十條所列各款情事等事項，並依公司法第一百九十二條之一規定辦理。
- 三、提名獨立董事候選人名單時，應注意被提名人（相較於其他候選人）之資歷、專業、誠信及兼任其他公司董事、委員會成員或主席之情形暨是否符合證券交易法、公開發行公司獨立董事設置及應遵循事項辦法暨臺灣證券交易所定獨立董事之條件，務以能契合股東長遠利益為主要考量。
- 四、依據第一款所訂定之人數及條件，尋找適任高階經理人人選，進行事先審查，並將審查結果暨高階經理人建議參考名單，提經董事會議定。

Article 6: Pursuant to the Paragraph 1, Subparagraph 1 of preceding Article, the Committee shall undertake the following tasks:

- I. Based on the scale and business nature of the Company, as well as to consider the expertise, skills, experience, gender and independence required of them, to adopt and review the number and qualifications of the directors and senior executives on a regular basis.

- II. To identify the qualified candidates for director positions based on the number and qualifications pursuant to the preceding subparagraph and to present a list of such candidates to the Board. To conduct reviews of their qualifications and whether they have any matters set forth in Article 30 of the Company Act, and shall be handled in accordance with Article 192-1 of the Company Act.
- III. In nominating independent directors, compared to other candidates, the Committee shall take note of the experience, professional qualifications, and integrity of the nominee, any concurrent position of director, supervisor, 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”, 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.
- IV. Based on the number and qualifications set forth in Subparagraph 1, identifying competent candidates for senior executives, conducting review in advance, and present the results of the review and a recommended slate of senior executives to the board for approval.

第七條：本委員會依第五條第一項第二款之規定，應辦理下列事項：

- 一、為董事會所屬之各委員會制定建置標準及成員之資格條件，並建議其組織規程。每年並應至少複核一次，暨適時向董事會提出修正建議。
- 二、審查各委員會成員候選人之資格及潛在之利益衝突，向董事會建議各委員會之新成員及召集人人選。
- 三、逐年進行各董事、各委員會召集人及其成員、高階經理人之績效評估，並向董事會建議是否需要進行替換。各委員會召集人及其成員之任期應配合董事之任期，以三年一任為原則。

Article 7: The Committee shall undertake the following tasks pursuant to Paragraph 1, Subparagraph 2 of the Article 5:

- I. To adopt the standards for establishment and qualifications for members and to recommend an charter for each committee under the Board, to review these standards and charters at least once every year, and to present timely recommendations to the Board regarding amendments.
- II. To review the qualifications of member candidates for each committee and any

potential conflict of stakes. To recommend the new members and candidates for the conveners to each committee.

- III. To evaluate the performance of directors, the convener and members of each committee, and the senior executives every year and to provide recommendations to the Board on the necessity of replacements. The terms of the convener and the members of each committee shall be consistent with the terms of the directors and shall be three-year terms in principle.

第八條：本委員會視需要隨時召開會議。

本委員會之召集應載明召集事由，於七日前通知本委員會成員。但有緊急情事者，不在此限。

本委員會會議由獨立董事擔任召集人及會議主席；召集人請假、因故不能召集會議或依第五條第二項規定應行迴避時，由其指定本委員會之其他獨立董事代理之，於必要時並得指定本委員會之其他成員代理之；該召集人未指定代理人者，由該委員會之其他成員推舉獨立董事一人代理之。

本委員會得請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 8: 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 an emergency, 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 to Article 5, Paragraph 2, the convener shall appoint another independent director on the Committee to act as a convener, or, when necessary, may 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 independent director to serve as a convener.

The Committee may request managers of relevant departments, internal auditors, CPA, legal consultants, or others 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.

第九條：本委員會會議議程由召集人訂定之，其他成員亦得提供議案供本委員會討論。會議議程應事先提供予委員會成員。

本委員會召開時，公司應設簽名簿供出席成員簽到，並供查考。

本委員會之成員應親自出席委員會，如不能親自出席，得委託其他成員代理出席；以視訊參與會議者，視為親自出席。

本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。

第三項代理人，以受一人之委託為限。

Article 9: 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 prepare an attendance book for attending members to sign and for reference.

Committee members shall attend meetings in person. If a 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.

第十條：本委員會為決議時，除法令或公司章程、規則另有規定外，應有三分之二以上委員會成員之出席，出席委員過半數之同意行之。

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、記錄之姓名。

六、報告事項。

七、討論事項：各議案之決議方法與結果、委員會成員之反對或保留意見。

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。

本委員會簽到簿為議事錄之一部分；以視訊會議召開者，其視訊影音資料亦為議事錄之一部分。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本委員會成員，並應呈報董事會及列入公司重要檔案，且應保存五年；議事錄之製作及分發，得以電子方式為之。

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。

Article 10: Except as otherwise provided by law and regulation or by the “Articles of Incorporation” of the Company 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. Term, 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. Reporting items.
7. Discussion items:

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.

第十一條：本委員會得經決議，委任律師、專業人力仲介公司、投資銀行、會計師或其他專業人員，就第五條及第六條規定有關之事項，提供諮詢協助，其所生之費用，由本公司負擔之。

前項委任專業人士或機構協助執行職務之情形受委任者與本公司之關係及所生之費用應於年報公司治理運作情形附中揭露。

Article 11: 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 provisions on the Articles 5 and 6. The costs of their services shall be borne by this Company.

In the event of retention of a professional individual or institution mentioned in the preceding paragraph to assist with the performance of duties, the relationship between such appointee and the Company and the costs arising out of the retention shall be disclosed in the Tables of “State of the company's implementation of corporate governance” contained in the Company's annual report.

第十二條：本公司年報應揭露本委員會之相關資訊，包括建議候選人名單之程序、候選人應符合之標準、董事會多元化政策，及前開程序、標準、政策之達成情形，暨本委員會之運作情形，包括委員會之組成、開會次數、委員出席會議情形。

前項本委員會之運作情形應揭露於公開資訊觀測站。

Article 12: The Company shall disclose, in the annual report, information relevant to the Committee, including procedure of recommending slates of nominees, standards which nominees shall meet, board diversity policy, and the accomplishment of such procedure, standards and policy, as well as the operation of the Committee, including the composition of the Committee, number of meetings held, and attendance of members.

The operation of the Committee as mentioned in the preceding paragraph shall be disclosed on the MOPS.

第十三條：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或口頭報告，必要時應於下一次會議提報本委員會追認或報告。

Article 13: 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.

第十四條：本組織規程經董事會通過後施行，修正時亦同。

本規則訂定於中華民國一一〇年十一月十一日。

Article 14: The Charter, and any amendments hereto, shall come into force after approval by the board of directors.

The Charters shall come into in force from the November 11, 2021.