



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

Nomination Committee Organizational Rules



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

Revise History				
Version	Owner	Review	Release Date	Release Explain
A	Huang Anbang	Huang Anbang	161223	To improve the functions of the board of directors and strengthen the management mechanism of the company
B	Zhao Yanling	Huang Meifang	210114	In accordance with Announcement No. 10900582661 of the Taiwan Securities Exchange Commission on June 12, 2020



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

1. Purpose :

To improve the functions of the Board of Directors and strengthen the management mechanism of this company, the Organizational Rules of this Committee (hereinafter referred to as the Organizational Rules) are hereby established in accordance with Article 27, Paragraph 3 of the Code of Corporate Governance for Listed and OTC Companies for your reference.

2. Scope :

Matters related to the powers of the Company's Nomination Committee shall be governed by its organizational charter, unless otherwise provided by law or the Articles of Association.

3. Rights and Responsibilities :

The Company shall place the contents of this Organizational Rules on the Company's website and public information observation station for easy reference.

4. Rights and Responsibilities :

- 4.1 This Committee shall consist of at least three directors nominated by the Board of Directors, of whom a majority shall be independent directors.
- 4.2 The term of office of a director on this Committee shall, unless otherwise provided by law or the Company's Articles of Association or Rules, be from the date of nomination by the Board of Directors until the expiration of the director's term, the date the director resigns from the Committee or a director, or the date the Board of Directors nominates another director to replace the director as a member of the Committee.
- 4.3 Under the authorization of the Board of Directors, this Committee shall, with the care of a good steward, faithfully perform the following duties and submit its recommendations to the Board of Directors for consideration: :



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

- 4.3.1 Establish standards for the required professional knowledge, skills, experience, gender diversity, and independence of Board members and senior management personnel, and identify, review, and nominate director and senior management candidates accordingly.
- 4.3.2 Establish and develop the organizational structure of the Board of Directors and its committees, conduct performance evaluations of the Board of Directors, its committees, directors, and senior management personnel, and assess the independence of independent directors. 4.3.3 Establish and regularly review director development programs and director and senior management succession plans.
- 4.3.3 Establish the Company's Code of Corporate Governance Practices.
- 4.4 When performing the duties and responsibilities set forth in 4.3, any member of the Committee who has a vested interest shall disclose the material aspects of their interest at the Committee meeting. If such interest is likely to be detrimental to the interests of the Company, the member shall not participate in discussions or votes, shall recuse themselves from such discussions or votes, and shall not exercise voting rights on behalf of other Committee members.
- 4.5 4.5 If the spouse, blood relative within the second degree of kinship of a Committee member, or a company with which the Committee member has a controlling interest has an interest in a matter before the meeting, the member shall be deemed to have a personal interest in that matter.
- 4.6 If the Board of Directors rejects the Committee's recommendation, it must be approved by a majority of the directors present at a meeting of at least two-thirds of all directors present. The Company shall record the circumstances and reasons for the disagreement in the minutes of the Board of Directors' meeting and shall, within two days of the Board of Directors' approval, make a public announcement on the Public Information Observation Center.
- 4.7 The Committee shall meet at least twice a year and may convene meetings at any time as necessary.
- 4.8 When convening a meeting of the Committee, the reason for the meeting must be clearly stated, and seven days' notice shall be given to the Committee members. However, this requirement shall not apply in the case of emergencies.



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

- 4.9 An independent director shall serve as the convener and chairperson of the Committee meetings. If the convener is on leave, unable to convene the meeting for any reason, or is required to recuse himself in accordance with 4.4 and 4.5, he shall designate another independent director of the Committee to act in his place. If necessary, he may also designate another member of the Committee to act in his place. If the convener fails to designate a proxy, the other members of the Committee shall nominate an independent director to act in his place.
- 4.10 The Committee may invite relevant department managers, internal auditors, accountants, legal advisors, or other personnel to attend meetings and provide necessary information, but they must be absent during discussions and votes.
- 4.11 The agenda for Committee meetings shall be set by the convener, and other members may also submit proposals for the Committee's discussion. The meeting agenda shall be provided to Committee members in advance.
- 4.12 When the Committee meets, the Company shall maintain a signature book for attending members to sign in and for review.
- 4.13 Members of the Committee shall attend meetings in person. If unable to attend in person, they may authorize another member to attend on their behalf. Meetings attended via videoconference shall be deemed to be in person.
- 4.14 When a Committee member authorizes another member to attend a meeting on their behalf, a power of attorney must be provided at each meeting, specifying the scope of authorization for the purpose of the meeting.
- 4.15 4.14 Proxy appointments may be authorized by only one person.
- 4.16 Decisions of the Committee shall be made by the presence of at least two-thirds of the Committee members and by the approval of a majority of the members present, unless otherwise provided by law, the Company's Articles of Association, or its Rules.



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

- 4.17 Minutes of the Committee's proceedings shall be kept, and shall include the following details: :
- 4.17.1 Meeting session, time, and location.
- 4.17.2 Name of the Chairperson.
- 4.17.3 Member attendance, including the names and number of attendees, those on leave, and those absent.
- 4.17.4 Names and titles of attendees.
- 4.17.5 Names recorded.
- 4.17.6 Matters to be reported.
- 4.17.7 Matters discussed: resolution method and outcome of each motion, objections or reservations by committee members.
- 4.17.8 Prompt motions: name of proposer, resolution method and outcome of each motion, summaries of speeches by committee members, experts, and other personnel, and objections or reservations.
- 4.17.9 Any other matters that should be recorded.
- 4.18 The Committee's attendance book shall be part of the minutes of the meeting. If the meeting is held via videoconference, the video and audio recordings shall also be part of the minutes.
- 4.19 Minutes of meetings shall be signed or stamped by the chairperson and the person taking the minutes. They shall be distributed to the members of the Committee within twenty days of the meeting, submitted to the Board of Directors, and included in the Company's important records. They shall be retained for five years. Minutes may be prepared and distributed electronically.
- 4.20 If litigation regarding matters related to the Committee occurs before the expiration of the minutes' retention period, the minutes shall be retained until the litigation is concluded.
- 4.21 The Committee may, by resolution, appoint an attorney, professional human resources agency, investment bank, accountant, or other professional to provide consulting assistance regarding matters referred to in 4.3. The Company shall bear the expenses incurred.
- 4.22 The details of the appointment of professionals or institutions to assist in the performance of duties, the relationship between the appointed individuals and the Company, and the expenses incurred shall be



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

disclosed in the appendix to the annual report on corporate governance operations.

- 4.23 The Company's annual report shall disclose relevant information regarding this Committee, including the procedures for recommending candidate lists, the criteria required of candidates, the Board Diversity Policy, and the status of implementation of these procedures, criteria, and policies, as well as the Committee's operations, including its composition, meeting frequency, and member attendance.
- 4.24 The Committee's operations shall be disclosed on the Public Information Observation Platform.
- 4.25 The convener or other members of the Committee may be authorized to carry out the relevant implementation work of matters resolved by the Committee, and shall submit written or oral reports to the Committee during the implementation period. If necessary, the Committee shall submit the report to the Committee for ratification or at the next meeting.

5 Assignment Details :

- 5.1 This Committee shall, in accordance with 4.3.1, perform the following tasks: :
- 5.1.1 Based on the Company's size and business nature, and taking into account the required professional knowledge, skills, experience, gender, and independence of the Company's directors and senior managers, determine and regularly review the number of directors and senior managers and the qualifications they must meet.
- 5.1.2 Based on the number and qualifications specified in 5.1.1, identify suitable candidates for the position of director and submit a list of director candidates to the Board of Directors. The Committee shall also conduct a preliminary review of the qualifications, educational background, and any conditions listed in Article 30 of the Company Act regarding the director candidates recommended by shareholders or directors. The Committee shall submit the results of this review and a list of recommended director and supervisor candidates to the Board of Directors for consideration by the shareholders' meeting for their selection of suitable directors, subject to approval by the Board of Directors.
- 5.1.3 When nominating independent director candidates, consideration should be given to the nominee's



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

qualifications, expertise, integrity, and concurrent service as a director, committee member, or chairperson of other companies (compared to other candidates), as well as whether the nominee meets the Securities and Exchange Act, the Regulations Governing the Establishment and Compliance of Independent Directors of Publicly Listed Companies, and the requirements for independent directors set forth by the Taiwan Stock Exchange or the GreTai Securities Market, with the primary consideration being whether the nominee is aligned with the long-term interests of shareholders.

5.1.4 Based on the number of candidates and requirements specified in 5.1.1, identify and pre-screen suitable senior management candidates, and submit the results of the screening and a list of recommended senior management candidates for approval by the Board of Directors.

5.2 In accordance with 4.3.2, this Committee shall perform the following tasks: :

5.2.1 Establish the establishment standards and membership requirements for each committee under the Board of Directors, and recommend their organizational charters. This committee shall review the criteria at least annually and submit revision recommendations to the Board of Directors as appropriate.

5.2.2 Review the qualifications and potential conflicts of interest of candidates for each committee member and recommend to the Board of Directors new members and chairpersons for each committee.

5.2.3 Conduct annual performance evaluations of each director, committee chairpersons and their members, and senior management, and recommend to the Board of Directors whether replacements are necessary. The terms of office of each committee chairperson and their members shall be consistent with the terms of office of the directors, with a three-year term as a rule.

5.3 These Articles of Association shall take effect upon approval by the Board of Directors, including any amendments.

6 Reference Documents : None



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

7 Related Forms : None

8 Attachments: None

DRAFT COPY



Document No	W-FA-I-023	Release Date	210114
Document Name	Nomination Committee Organizational Rules	Version	B

作業憑證：

無

注意事項：

無