

Sustainability and Risk Management Committee Charter of Primax Electronics Ltd.

Establishment date: November 4, 2021

Amendment Date: May 8, 2024

Article 1: Basis and Purpose

In order to realize the Company's sustainable development goals, improve the risk management mechanism and strengthen corporate governance, the Board of Directors of Primax Electronics Ltd. (hereinafter referred to as the "Company"), has resolved to establish a Sustainability and Risk Management Committee (hereinafter referred to as the "Committee"), and has established the Committee's Organizational Charter (hereinafter referred to as the "Charter") in accordance with Article 7 of the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and Article 27 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2: Scope of Application

The number of members, term of office, duties, and rules of procedure of the Committee shall be governed by the Charter, unless otherwise specified in the Articles of Incorporation.

Article 3: Composition of the Committee

The committee members are appointed by resolution of the Board of Directors. The Committee shall consist of not less than three persons, one of whom shall be the convener, and at least one independent director shall be included.

The convener and Chairman of the Committee's meetings shall be elected by all the members.

The term of office of the members of the Committee is the same as the term of the Board of Directors, and they may be re-elected. The Committee members, if any, shall hold office until the expiry of the original term of office.

If the Committee members are dismissed for any cause and the number is less than three, a board of directors meeting shall be convened to make a replacement of a new member within three months from the date of occurrence.

The Committee may, depending on the nature of the industry or other considerations related to sound management of sustainable development, establish dedicated (or part-time) positions for sustainable development and risk management. Additionally, senior management may be appointed as Head of Sustainability to ensure the promotion of sustainable development and risk management-related initiatives within the Company.

The Head of Sustainability or a person of equivalent position may form an inter-departmental team to execute sustainable development and risk management matters depending on the sustainable business development needs of each department.

Article 4: Scope of Responsibilities

The Committee shall exercise the due care of a good administrator and faithfully perform the following duties under the Charter, and submit the proposed recommendations to the Board of Directors for resolution.

- I. Formulate, promote and strengthen the Company's sustainable development and risk management policies, annual plans and strategies.
- II. Review the appropriateness of the risk management framework.

- III. Review the early warning measures for material risk management issues and supervised the improvement mechanism.
- IV. Supervise the disclosure of sustainability information and reviewing the sustainability report.
- V. Supervise the implementation of business or other sustainability-related work relevant to the Company's sustainable development practices or as decided by the Board of Directors.
- VI. Review, track and amend the implementation and effectiveness of sustainable development and risk management, and report the implementation status to the Board of Directors on a regular basis.

The dedicated (or part-time) unit for sustainable development and risk management assists the Committee in the implementation of various plans, covering the following tasks, and reports to the Committee on the execution of sustainable development:

- I. Corporate Governance Team: Responsible for legal compliance in corporate governance, establishment of reasonable remuneration policy and employee performance evaluation systems, education and training, and communication mechanisms with stakeholders, to achieve the goals of corporate sustainable development.
- II. Sustainable Environment Team: Responsible for the environmental management system, compliance with environmental regulations and international standards, assessment of sustainable transformation, improve resource efficiency, climate change response mechanisms, and establishment of dedicated environmental management units or personnel to achieve the goal of environmental sustainability.
- III. Social Welfare Team: Responsible for human rights management policies and procedures, compliance with human rights-related laws and international standards, establishment of internal and external communication for all members of the organization (such as employees, subsidiaries, joint ventures, etc.), and key members of the value chain, assessment of relevant risks, and management mechanisms, as well as promoting community and cultural development to achieve the goal of sustainable development.
- IV. Sustainability Information Disclosure Team: Responsible for sustainability information management policies, compliance with relevant laws and international standards on sustainability information disclosure, and full disclosure of relevant and reliable sustainability information to enhance sustainability information transparency.

The cross-departmental team executes the business organized in the preceding paragraph, compiles the implementation plan or other sustainability-related affairs, and reports the execution results to the dedicated (part-time) unit of sustainable development and risk management or to the Committee.

Article 5: Convening of the Meeting

The Committee shall convene at least once a year and may convene a meeting whenever necessary.

The reasons for calling a Committee meeting shall be notified to each member at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The notice referred to in the preceding paragraph may be made by electronic means.

The Committee may invite the managers or other personnel of the relevant departments of the Company to attend the meeting and provide necessary information.

Article 6: Meeting Agenda

The meeting agenda of the Committee shall be set by the convener, and other members may also

submit motions for the Committee's discussion.

Article 7: Meeting Attendance and Resolution

The Committee shall be convened by the convener, who will also serve as the Chairman of the meetings. If the convener is on leave or otherwise unable to convene or chair the meeting, they shall designate another committee member to act on their behalf. If no such designation is made, the other committee members shall elect one among themselves to act as the Chairman.

At the meeting of the Committee, the Company shall prepare a sign-in book for the attending members to sign and will be available for reference.

Members of the Committee shall attend the meetings in person. If a member is unable to attend the meeting in person, they may issue a proxy specifying the scope of authorization for the agenda and appoint another member to attend on their behalf. Participation via video conference shall be deemed as attendance in person.

Any resolution shall require the consent of half or more of all members and shall be submitted to the Board of Directors for resolution. If there is no objection after the Chairman's inquiry, it is deemed to have been approved, and the effect is the same as that for a poll. The results of the voting shall be announced on the spot and recorded.

Article 8: Minutes of the Meeting

Minutes shall be prepared of the discussions at Committee meetings. The meeting minutes shall record the following:

- I. Term, time and place of the meeting.
- II. Name of the Chairman.
- III. Attendance of members at the meeting, specifying the names and number of members present, excused, and absent.
- IV. Names and titles of those attending the meeting as nonvoting participants.
- V. The name of the person making the minutes.
- VI. Report items.
- VII. Matters for discussion: Resolution methods and results of each motion, summaries of speeches, objections or reservations by committee members, experts and other personnel.
- VIII. Extemporaneous motion: The name of the proposer, the method and result of the resolution on the motion, summaries of speeches, objections, or reservations by committee members or other personnel.
- IX. Other matters required to be recorded.

The decision of this committee, if there are dissenting or reserved opinions from members with recorded or written statements, shall be clearly stated in the minutes of the meeting.

The attendance book of the Committee is an integral part of the minutes of meeting.

The minutes of a Committee meeting shall bear the signature or seal of both the meeting Chairman and the minutes taker, and a copy of the minutes shall be distributed to each committee member within 20 days after the meeting. The minutes shall be reported to the Board of Directors and included in the Company's important files, and shall be kept for five years. However, before the expiry of the retention period referred to in the preceding paragraph, in the event of a lawsuit on matters related to the Committee, the records shall be kept until the end of the lawsuit.

The production and distribution of the aforementioned minutes may be made by electronic means. If the Committee is convened by video conference, the video and audio data shall be part of the minutes of meeting.

Article 9: Recusal

Members of the Committee shall recuse themselves from the deliberation and voting of the following matters:

- I. Those who have a conflict of interest, which could be harmful to the interests of the Company,
- II. Members who think that they should recuse themselves,
- III. Those who should recuse upon resolution of the Committee.

Where a committee members' spouse or blood relative within the second degree of kinship has a conflict of interest regarding the agenda item in the preceding paragraph, such member shall be considered to have personal interest in that agenda item.

If the Committee is unable to make a resolution due to the provisions of Paragraph 1, the Committee shall report to the Board of Directors for a resolution.

Article 10: Employment of External Professionals

The Committee may, by resolution, appoint lawyers, accountants or other external experts to provide consultation or attend meetings. The expenses incurred shall be borne by the Company.

Article 11: Processing of Resolutions of the Meeting

Upon resolution by the Committee based on the powers stipulated in Article 4 or subsequent execution work delegated by resolution under Article 10 to appoint professionals, the convener or other members of the Committee may be authorized to continue handling such matter. Written reports shall be submitted to the Committee during the execution period, and if necessary, they shall be presented for ratification or reporting at the next meeting of the Committee.

Article 12: Enforcement and Revision

The Charter of the Committee shall be implemented after being approved by the Board of Directors. The same procedures shall apply to all amendments.