

# **Apex International Co., Ltd.**

## **Sustainability and Nomination Committee Charter**

### **Article 1. Basis**

For the purpose of enhancing the effectiveness of the Board of Directors and strengthening sustainability and corporate governance, the Charter of Sustainability and Nomination Committee (hereinafter referred to as SNC) is established. Except as otherwise provided by law or Memorandum and Articles of Association, matters relating to SNC shall be governed in accordance with this Charter.

### **Article 2. Composition**

1. The members of SNC shall be appointed by resolution of the Board of Directors. Number of members shall not be less than 3 persons and more than half shall be independent directors. The Board of Directors has right to assign one of the members to be Chairperson of SNC.
2. The term of the Committee members shall be the same as that of the Board of Directors that appointed the members. When the number of the members on the Committee falls below that prescribed in the preceding paragraph due to a member's dismissal for any reason, the Board may appoint new members to fill up the vacancies.

### **Article 3. Authority**

The SNC, under the authorization of the Board of Directors, shall exercise the duty of care of a prudent manager and faithfully perform the following functions, and shall report its actions to the Board of Directors. The duties of the SNC are as follows:

1. Set up sustainable development policy.
2. Instruct, monitor and review execution performance of sustainable development activities and report to the Board of Directors.
3. Be responsible for the nomination of directors (including independent directors), and prudently evaluate nominees' qualifications, selection criteria, and succession plans.
4. Periodically assess the appropriateness of the organizational structure and professional background of the Board and each committee, and evaluate their performance and independence.
5. Other matters which is resolved and assigned by the Board of Directors.
6. After the preceding matters is set up by SNC and is reported to the Board of Directors, Chairperson or members of SNC are authorized to discuss and collaborate with the Company and its subsidiaries about subsequent practically executive plans. Collaborative pattern and executive organization structure could be designed based on practical demand.

### **Article 4. Procedures for convening a meeting**

1. SNC shall convene at least once a year and is authorized to convene other meeting if necessary. Meeting can be executed via physical attendance or via video conference. If a Committee member is unable to attend meeting in person, he or she may appoint another member as his or her proxy, and

the proxy may accept the appointment by one person only.

2. Convener of SNC shall be the Chairperson. If convener requests leave or is unable to convene for any reasons, Chairperson could assign a member to represent the convener. If Chairperson can't assign for any reason, the members is able to select one member to represent.
3. When SNC meeting is convened, the members is able to, depends on practical demand, invite managerial personnel of the Company or its subsidiaries, external experts, consultants or other helpful people to attend meeting and provide necessary information.
4. When a meeting is convened, a notice detailing reasons for the meeting is required and shall be sent to each SNC member seven days prior to the meeting day. However, in emergency circumstances, a meeting could be convened on short notice.

#### **Article 5. Resolution and Minutes**

1. Adoption of a resolution shall be subject to vote from more than a half of the members and report to the Board of Directors.
2. Discussions and result of resolutions shall be recorded in the meeting minutes. All objections or reservations, if any, from the members shall be recorded in the minutes.
3. Discussions at an audit committee meeting shall be included in the meeting minutes, which shall faithfully record the following:
  - (a) The session, time, and place of the meeting.
  - (b) The name of the meeting chair.
  - (c) Attendance by members, including the names and the number of members present, excused, and absent.
  - (d) The names and titles of those attending the meeting.
  - (e) The name of the minute taker.
  - (f) The matters reported at the meeting.
  - (g) The method of resolution and the result of each agenda item, as well as any objections or reservations expressed by the Committee members.
  - (h) For extraordinary motions, the name of the proposer, the method of resolution and the result of the motion, and any objections or reservations expressed by the Committee members.
  - (i) Other matters required to be recorded.

All meetings of the SNC shall be audio-recorded or video-recorded in their entirety, from commencement to adjournment, as evidentiary documentation. Such recordings shall be retained for a minimum of five (5) years, and may be stored in electronic form.

If any litigation arises in connection with a resolution of the SNC before the expiry of the retention period set forth in the preceding paragraph, the relevant audio or video recordings shall continue to be preserved until the conclusion of the litigation.

Where a meeting of the SNC is convened via videoconferencing, the audiovisual recordings of the meeting shall constitute an integral part of the minutes and shall be properly preserved throughout the duration of the Company's existence.

#### **Article 6. Recusal of Interests**

A member of SNC shall explain the material aspects of the interest this member has when this member is an interested party with respect to a given agenda item. When such a relationship is likely to prejudice the interests of the Company, this member shall not attend the discussion and voting and shall recuse himself or herself therefrom. Also, they shall not exercise the voting right for and on behalf of another member. If, for the reason stated in the preceding paragraph, an agenda item cannot be resolved at a meeting of the SNC, it shall be reported to the Board of Directors, which shall resolve on the item.

#### **Article 7. Demand of Resource**

The SNC may, upon resolution, engage external experts or institutions to provide audit, advisory, counseling, or other resources or services related to sustainability and nomination matters. The expenses incurred therefrom shall be borne by the Company.

#### **Article 8. Obligation**

SNC members shall exercise due diligence and perform faithfully the responsibilities prescribed in the Charter.

#### **Article 9. Enforcement and Amendment**

This Charter and any amendment hereto, shall come into force after approval by the Board of Directors.

This Charter was established on June 24, 2022.

The first amendment was made on December 19, 2025.