

Apex International Co., Ltd.

Sustainable Development Committee Charter

Article 1. Basis

To fulfill the Company's corporate social responsibility initiatives and to promote economic, environmental, and social advancement to achieve sustainable development, the Charter of Sustainable Development Committee (hereinafter referred to as SDC) is established. Except as otherwise provided by law or Memorandum and Articles of Association, matters relating to SDC shall be governed in accordance with this Charter.

Article 2. Composition

1. The members of SDC 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 SDC.
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 purpose of SDC is to assist the Board of Directors to promote sustainable affairs in the Company and its subsidiaries, which include:

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. Other matters which is resolved and assigned by the Board of Directors.
4. After the preceding matters is set up by SDC and is reported to the Board of Directors, Chairperson or members of SDC 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. SDC 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 SDC 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 SDC 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 SDC 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.

Article 6. Recusal of Interests

A member of SDC 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 SDC, it shall be reported to the Board of Directors, which shall resolve on the item.

Article 7. Demand of Resource

SDC is authorized to, based on SDC resolution, assign or hire external experts or institution to provide resource or service of inspection, consult, coach or other types relating to sustainable development. Relative costs will be paid by the Company.

Article 8. Obligation

SDC 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.