

Organizational Charter of Sustainability Committee of China Development Financial Holding Corporation

Competent Authority: Group Marketing Office

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- Article 1 With the aim of actively participating in public affairs and practicing corporate social responsibility to promote the balance and sustainable development of the economy, society, and environment, China Development Financial Holding Corporation (hereinafter referred to as “the Company”) has set up the Sustainability Committee of China Development Financial Holding Corporation (hereinafter referred to as “the Committee”) under the Board of Directors and established the Sustainability Committee Charter of China Development Financial Holding Corporation (hereinafter referred to as “the Charter”) in accordance with Article 26 of the Company’s Articles of Incorporation that reads, “The Company may establish various functional committees pursuant to organization rules and internal rules approved by the Board of Directors according to relevant laws and regulations,” and Article 9 of the Sustainable Development Best Practice Principles for TWSE/TPEX-listed Companies that reads, “For the purpose of managing Sustainable development initiatives, TWSE/TPEX-listed companies are advised to establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the sustainable development policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.”
- Article 2 Matters concerning the members, powers, rules of procedure for meetings, and resources to be provided by the Company when the Committee exercises its powers shall be handled in accordance with the Charter.
- Article 3 The Committee shall be composed of 7 to 11 members, who are categorized as follows:
- I. Ex officio member: The Chairman of the Company, as an ex officio member, shall serve as the chairperson of the Committee. When the chairperson is unable to exercise his/her powers for any reason, the chairperson shall appoint another member of the Committee as acting chairperson; if the chairperson does not make such an appointment, one member of the Committee shall be elected by and from among other members of the Committee to serve as chairperson.

- II. Ordinary members: The Board of Directors shall elect ordinary members from among the following candidates:
 - (I) Independent directors of the Company.
 - (II) President and CEO of the Company.
 - (III) Chairmen of the Company's directly held subsidiaries.
 - (IV) Outside directors of the Company's directly held subsidiaries.
 - (V) Those nominated by the Chairman of the Company.

Members of the Committee shall serve the same term of office as the Board of Directors.

Article 4 The powers of the Committee are as follows:

- I. Deliberate and approve annual sustainable development plans and strategic directions.
- II. Deliberate and approve sustainable development projects and activity plans.
- III. Track and review the implementation and effectiveness of annual sustainable development plans, strategic directions, projects, and activity plans.
- IV. Review ESG reports on a regular basis.
- V. Resolution of other matters concerning sustainable development and participation in public affairs as assigned by the Board of Directors.

The Committee shall report the implementation of annual sustainable development plan to the Board of Directors each year.

Article 5 The Committee may set up six working groups (WG) according to the nature of the tasks, including Corporate Governance, Social Philanthropy, Environmental Sustainability, Responsible Finance, Client Relations, and Employee Wellbeing. Each WG shall be headed by a leader, who is responsible for overseeing the tasks of the WG. The chairperson of the Committee shall elect the leader of these WGs from among the managers of the Company and its subsidiaries, or appoint directors and supervisors of the Company's subsidiaries to concurrently serve as the leaders of these WGs. The leader of each WG shall appoint employees at the Company and its subsidiaries to concurrently serve as members of the WG.

The primary tasks of each WG under the Committee are as follows:

- I. Corporate Governance WG: Draw up recommendations and proposals to enhance corporate transparency and risk management; implement legal compliance and internal audit and control; and track the development of external factors associate with the operations of the Company.

- II. Social Philanthropy WG: Integrate the strength of the Group to engage in various material issues related to social philanthropy, such as disaster relief, academic research, talent cultivation, and care for disadvantaged groups; carry out social care in all areas; and exercise key influence in social philanthropy.
- III. Environmental Sustainability WG: Establish specific goals and practices in connection with environmental protection, energy conservation, and carbon reduction to actively promote and co-manage a sustainable living environment.
- IV. Responsible Finance WG: Promote and support economic activities for sustainable development according to the three pillars of responsible finance - the United Nations Principles for Responsible Investment (PRI), Principles for Sustainable Insurance (PSI), and Principles for Responsible Banking (PRB).
- V. Client Relations WG: Ensure that services are properly provided to clients and client rights are protected, and carry out research and develop financial innovation to offer comprehensive financial services.
- VI. Employee Wellbeing WG: Implement employee development and care in compliance with relevant labor laws and regulations, and provide a corporate system that is suitable for employees' career development.

Article 6 The Committee shall comprise an executive secretary and a number of secretaries. The executive secretary shall be appointed or removed upon approval by the Committee after the relevant proposal is submitted by the chairperson to the Committee for deliberation, whereas a secretary shall be appointed or removed upon approval by the chairperson after the relevant proposal is submitted by the executive secretary.

The executive secretary shall follow the directions provided by the chairperson and assist the chairperson in overseeing the operation of the Committee, coordinate the execution of the Committee's duties with relevant units, and track the implementation and progress of the resolutions passed by the Committee. A secretary shall assist the executive secretary in handling the Committee's affairs and other matters as assigned.

Article 7 The agenda of the Committee's meetings shall be approved by the chairperson, whereas other members may also submit proposals for discussion in these meetings.

Article 8 The Committee may, by resolution, engage attorneys, certified public accountants, or other professionals or companies in the field of sustainable development to provide assistance related to the Committee's exercise of power. Expenses arising therefrom shall be paid by the Company.

A consultant may be appointed if the Committee deems necessary. The appointment of consultant shall be governed by the Company's Management Guidelines for the Appointment of Consultants.

Article 9 The Committee may convene at least twice a year and at any time whenever necessary.

A meeting of the Committee shall be chaired and called by the chairperson. When a meeting is called, a notice stipulating the reason for calling the meeting shall be sent to each member of the Committee at least seven days in advance. However, this provision does not apply in case of an emergency.

When the Committee calls a meeting, it shall furnish the members of the Committee in attendance with the relevant materials for reference at any time.

Each WG shall draw up proposals in relation to the provisions of Article 4 or matters directed by the Committee and report them to the Committee for deliberation.

The resolutions passed or matters approved by the Committee shall be recorded in writing and implemented by each WG.

The chairperson may invite or designate relevant personnel at the Company and its subsidiaries to sit in on a meeting convened by the Committee.

Article 10 Members of the Committee shall exercise the due care of a good administrator and faithfully perform the duties prescribed in the Charter, and shall be accountable to the Board of Directors. The chairperson may, if he/she deems necessary, submit the resolutions passed by the Committee to the Board of Directors for deliberation and approval.

If the resolutions passed by the Committee involve amendments to the rules and regulations adopted by the Board of Directors or the shareholders' meeting, such resolutions shall be submitted to the Board of Directors for approval or the shareholders' meeting for discussion in accordance with the Company's rules and regulations.

Article 11 In order to promote the Committee's affairs, the Group Marketing Office shall serve as the agenda working group for the Committee to take charge of the following matters:

I. Communicate and liaise on meeting-related administrative matters.

- II. Collect, compile, and verify meeting agenda.
- III. Assist in matters related to meeting notice and meeting minutes.
- IV. Assist the Committee in submission of proposals to the Board of Directors.

Article 12 When the Committee calls a meeting, an attendance book shall be made available for members of the Committee in attendance and attendees sitting in on the meeting to sign in, and thereafter made available for reference.

Members of the Committee shall attend meetings of the Committee in person. If a member of the Committee is unable to attend in person, the member may appoint another member as proxy to attend the meeting. Attendance via video conference is deemed as attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting convened by the Committee shall in each instance issue a proxy letter.

Where a proxy has been appointed by a member of the Committee as mentioned in the preceding paragraph, he/she shall only be appointed as proxy by one member only.

Resolutions at a meeting convened by the Committee, which shall be attended by more than half the members of Committee, shall be adopted with the approval of more than half the members of the Committee in attendance. The result of a vote shall be made known immediately and recorded in writing. If the chairperson solicits opinion from the members in attendance but receives no dissenting opinion during voting, the resolution is deemed passed, with equivalent effect as a resolution by vote.

Members of the Committee shall recuse themselves if they have any interest in matters that may be detrimental to the interests of the Company.

Article 13 Discussions at a meeting convened by the Committee shall be included in the meeting minutes. The minutes of a Committee meeting shall be signed or sealed of both the chairperson and the minute taker, and a copy of the minutes shall be distributed to each member of the Committee within 20 days after the meeting. The meeting minutes shall record the session, time, and place of the meeting, the name of the chairperson, and the resolution method and results.

The attendance book for signing-in at a meeting convened by the Committee shall be part of the meeting minutes. The meeting minutes shall be deemed important corporate records and appropriately stored for the duration of the existence of the Company.

The meeting minutes mentioned in Paragraph 1 may be produced and distributed in electronic form.

The meeting minutes of the Committee shall be reported to the Board of Directors.

Article 14 The Company's Remuneration Committee Charter, Meeting Rules of Board of Directors, and other relevant rules and regulations shall apply mutatis mutandis to matters not covered in the Charter. Such matters shall also be governed by the relevant laws and regulations.

Article 15 The Charter shall be implemented from the day it is announced following approval by the Board of Directors, and the same procedures also apply to any amendment thereto.