

Chailease Holding Company, Limited

Organizing Rules of the Sustainable Development Committee

Classified Document of Chailease Holding Company
Approved by the Board of Directors on December 14, 2018
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Article 1 (Sources)

For strengthening corporate governance, fulfilling corporate social responsibility and pursuing sustainable development, the Organizing Rules ("the Rules") of the Sustainable Development Committee ("the Committee") is hereby promulgated pursuant to Paragraph (f) of Article 97 of the Memorandum and Articles of Association of Chailease Holding Company, Limited ("the Company") and Paragraph 3 of Article 27 of the Corporate Governance Best Practice Principles and Article 9 of the Corporate Sustainable Development Best Practice Principles of the Company.

Article 2 (Coverage)

Unless the Memorandum and Articles of Association and the by-laws of the Company stipulate otherwise, the Rules govern the organization, Committee member term, authority, meeting agenda and other related matters of the Committee.

Article 3 (Disclosure)

The Company shall disclose the Rules on the Company's website and Market Observation Post System for inspection.

Article 4 (Composition and Term)

The Committee is composed of three members, including the Chairman of Board and two directors, at least one of whom shall be an independent director, with the Chairman of the Board acting as

the chairman of the Committee.

Unless the Memorandum and Articles of Association and the by-laws of the Company stipulate otherwise, the term of each member of the Committee begins on the date of the Board's resolution and terminates upon the expiration of the term of the director, the resignation of the director, re-election of the directors, a resolution adopted by the Board for replacing a Committee member who is an independent director, and other events causing the loss of the status as a director.

If any member of the Committee is discharged due to any event listed in the second paragraph of this Article, causing the number of Committee members to fall short of that required by the first paragraph of this Article, the deficiency of Committee members should be remedied by the Board at its next meeting.

An "ESG Committee" is established under the Committee, composed of directors and appointed department head with the Chairman of the Board acting as the convener of the ESG Committee.

The Committee may form a cross-department "Working Groups" to support sustainability initiatives and integrate sustainability issue into the Company's strategic priorities, and the Chief Strategy Officer served as the Company's top sustainability executive and the leader of the Working Groups.

Article 5 (Responsibilities)

I. The Committee :

Unless laws, regulations and the by-laws of the Company stipulate otherwise or the Board resolves differently, the Committee are responsible for the following matters respectively:

1. Formulate, promote, and enhance the Company's sustainability policies, annual plans, and strategies.
2. Oversee the management of sustainability-related risks and opportunities.
3. Review, monitor, and revise the implementation status and effectiveness of sustainability initiatives.
4. Oversee sustainability-related disclosures and review the Sustainability Report and the sustainability section of the annual report's financial information.
5. Oversee the implementation of the Company's sustainable development best practice principles or other sustainability-related matters as resolved by the Board.

II. The ESG Committee:

1. Guide ESG initiatives and overall strategic directions.
2. Offer recommendations on key ESG matters and strengthen coordination among business units.
3. Formulate ESG key performance indicators for the member of the ESG Committee.
4. Ensure the supervision and governance of the climate-related risks.
5. Implement other actions that enhance the Company's sustainability impact.

III. The Working Groups:

1. Sustainability Development and Disclosure Group:

- i. Responsible for promoting the management of sustainability risks and opportunities, and supporting the ESG Committee in advancing related plans and initiatives; including coordinating, consolidating, and tracking the work of each group, and coordinating all ESG evaluation while acting as the single external point of contact.
- ii. Responsible for sustainability information management policies and ensuring compliance with relevant disclosure regulations, and international standards, with adequate and reliable disclosure to enhance the transparency of sustainability information.

2. Corporate Governance Group:

Responsible for governance-related legal compliance, establishing unethical conducts prevention and integrity measures in line with applicable laws and regulations, formulating reasonable compensation policies and employee performance system, providing training program, and maintaining communication mechanisms to stakeholders, in order to support the Company's sustainability development goals.

3. Customer Service Group:

Responsible for protecting customer's right and improving service quality and addressing customers concerns, and promoting initiatives that enhance customer satisfaction to support the Company's goal for sustainable customer service.

4. Employee Care Group:

Responsible for human resource development policies and systems, employee safety and health management, and reasonable employee benefit measures (including compensation, leave, and other welfare programs.) The group also develops effective career development training plans and lifelong learning mechanisms to support recruitment, retention, motivation, in order to achieve the Company's talent sustainability goals.

5. Sustainability Environment Group:

Responsible for environment management system, complying with environment-related regulations, and international standards, assessing sustainability transitions, improving resource efficiency, and establishing dedicated environment management unit or personnel, to achieve the Company's environmental sustainability goals.

6. Social Responsibility Group:

Responsible for human rights policies, complying with human rights-related regulations, and international standards, establishing communication mechanisms for all organizational members and key value chain partners, assessing related risks and management measures, and promoting community and cultural development to support the Company's sustainability goals.

Article 6 (Forms of Meeting)

Unless it is necessary to adjust according to the circumstance, the Committee should hold at least a meeting once a year.

The convening notice of the Committee should include the reasons for the convening and, except for pressing circumstances, should reach each member of the Committee three days before the meeting date.

The chairman of the Committee should act as the convener of any meeting of the Committee. If the chairman is excused for leave or any reasons, the chairman should appoint an acting member; or, if the chairman does not appoint an acting member, the other members of the Committee should appoint an acting member by consensus.

In connection with performing its responsibilities, the Committee

may call for the appearance of relevant supervisors and staff of the Company and its subsidiaries, outside experts, and other required personnel for providing necessary information.

The ESG Committee shall hold at least two meetings a year to review and discuss the implementation of ESG-related matters and the latest ESG issues.

Article 7 (Meeting Agenda)

The convener should prescribe the meeting agenda of the Committee; nevertheless, the other members may offer a meeting agenda for the consideration of the Committee. If the convener does not prescribe the meeting agenda, the meeting should proceed according to the following agenda:

1. The existing performance on corporate governance, corporate social responsibility, sustainable development, and business ethics
2. Motions for discussion
3. Incidental motions

The Committee should have one Executive Secretary, assumed by the Corporate Governance Officer of the Company and is charged with the responsibilities of assisting the convener on scheduling the meetings and other related matters.

Article 8 (Attendance and Resolution)

During the meeting of the Committee, the Company should, for record-keeping purpose, provide attending members with an attendance book for the signatures of the attending members

Members of the Committee should attend the meeting in person. If a member cannot attend the meeting in person, such member may delegate the attendance to other member. A member is deemed to attend the meeting in person when such attendance is accomplished through video conferencing.

When a member of the Committee delegates the attendance to other member, such member should execute a proxy stating the scope of delegation for each reason of the convening. A member acting on delegation should be limited to one delegation by other member.

Unless the Memorandum and Articles of Association and by-laws of the Company stipulate otherwise, the Committee should resolve by the attendance of more than one half (1/2) of its members and approval by more than half (1/2) of the attending members.

The resolution stated in the preceding paragraph is deemed to occur and should be effective as a voting when the members are called upon by the chairman to show dissent but remain silent.

Article 9 (Minutes of Meeting)

There should be a minutes compiled for each meeting of the Committee and distributed to each member within twenty (20) days after the meeting. An abstract of the minutes should be submitted to the next meeting of the Board and disclosed in due time in the webpage associated with corporate governance and other relevant sites of the Company.

The minutes of the Committee should bear truthfully the following matters:

1. The specific session, time and location of a meeting
2. The name of the chairman
3. Attendance records of the members, including the numbers of attending, excused and absent members
4. The names and titles of attending members
5. The name of the scribe
6. Matters of report
7. Matters of discussion, including the methods and results of resolution, and abstracts of statements of members of the Committee, experts and other relevant attendees including dissenting and reserved opinions
8. Other matters required to be recorded

The compilation, distribution and keeping of the minutes may be accomplished by electronic means.

The attendance book of the Committee is an integral part of the minutes, which should be classified as an important document of the Company and kept for a time equal to the existence of the Company.

Article 10 (Avoidance of Voting)

The members of the Committee should avoid to vote on matters under the following circumstances:

1. The existence of conflict of interests, posing a potential harm to the interests of the Company
2. In the judgment of a member, affirmative action should be taken for avoidance

3. Avoidance should be taken upon a resolution of the Company

Conflict of interests mentioned in clause one of the preceding paragraph is deemed to be found with a member as long as such conflict is found with the spouse of such member, lineal relatives within the second tier, and companies controlled or affiliated with such member.

If abstaining from passing a resolution pursuant to paragraph one, the Committee should notify such to the Board, which will then make such a resolution.

Article 11 (Retention of outside experts)

For providing examinations and advices associated with performing its responsibilities, the Committee may resolve to retain lawyers, accountants and other outside experts, for whom the Company should bear the related expenses.

Article 12 (Delegation of Responsibilities)

Matters resolved by the Committee may be delegated for performance by members of the Committee, or, when necessary, by a special division created for such performance and for submitting a written report on the result of performance to the Committee.

Article 13 (Effectiveness)

The Rules, including revisions, become effective upon the resolution of the Board.