



## **Advanced Optoelectronic Technology Inc.**

### **Corporate Governance and Nomination Committee Charter**

#### **Article 1 (Purpose and Legal Basis)**

For the purpose of enhancing the functions of the Board of Directors and strengthening the Company's corporate governance and management mechanisms, the Company hereby establishes the Nomination Committee and formulates these Organizational Regulations of the Nomination Committee (hereinafter referred to as the "Regulations") in accordance with Article 27, Paragraph 3 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

#### **Article 2 (Scope of Application)**

Unless otherwise provided by applicable laws and regulations or the Articles of Incorporation of the Company, matters relating to the authorities and responsibilities of the Nomination Committee of the Company shall be governed by these Regulations.

#### **Article 3 (Disclosure)**

The Company shall disclose the composition, duties, and operation of the Nomination Committee in the annual report, on the Company's website, or on the Market Observation Post System.

#### **Article 4 (Composition of the Committee)**

The Nomination Committee shall be composed of no fewer than three directors appointed by the Board of Directors, a majority of whom shall be independent directors.

Unless otherwise provided by applicable laws and regulations, the Articles of Incorporation, or relevant rules of the Company, the term of office of a director serving as a member of the Committee shall commence on the date of appointment by the Board of Directors and shall expire upon the expiration of the director's term of office, resignation from the Committee or the Board of

Directors, or replacement by another director appointed by the Board of Directors to serve as a member of the Committee.

### **Article 5 (Powers and Duties of the Committee)**

Under the authorization of the Board of Directors, the Nomination Committee shall exercise the duty of care of a good administrator and faithfully perform the following duties, and submit its recommendations to the Board of Directors for deliberation:

1. Nominate candidates for directors of the Company, review the qualifications of director candidates, and assess the independence of independent directors.
2. Establish the organizational structure of functional committees under the Board of Directors and review the formulation and amendments of the organizational regulations of such functional committees.
3. Review the Company's Corporate Governance Best Practice Principles.
4. Supervise and guide the performance evaluation of the Board of Directors, and submit the evaluation results to the Board of Directors for review and improvement.
5. Other matters as instructed by the Board of Directors.

If a Committee member has a personal interest in a matter under the preceding paragraph, the member shall disclose the essential details of such interest at the relevant Committee meeting. Where such interest may impair the interests of the Company, the member shall not participate in the discussion or voting, shall recuse himself or herself during the discussion and voting, and shall not exercise voting rights on behalf of another Committee member.

Where the spouse of a Committee member, a blood relative within the second degree of kinship, or an entity having a controlling or subordinate relationship with the Committee member has an interest in a matter under discussion, such interest shall be deemed to be the Committee member's own interest with respect to that matter.

If the Board of Directors does not adopt the recommendations of the Committee, the matter shall be approved by a meeting attended by at least two-thirds of all directors and by the consent of a majority of the directors present. The differences and reasons therefor shall be recorded in the minutes of the Board of Directors meeting.

## **Article 6 (Convening and Meeting Procedures)**

The Nomination Committee shall convene meetings as necessary.

A notice specifying the agenda shall be given to Committee members at least seven days prior to the meeting; however, this requirement shall not apply in the event of an emergency.

Meetings of the Committee shall be convened and chaired by an independent director. If the convener is on leave, unable to convene the meeting for any reason, or is required to recuse himself or herself pursuant to Article 5, Paragraph 2, another independent director designated by the convener shall act as the convener and chairperson. If no proxy is designated, the other Committee members shall elect one independent director to act as proxy; where necessary, another Committee member may be designated.

The Committee may invite managers of relevant departments, internal auditors, certified public accountants, legal advisors, or other personnel to attend meetings and provide relevant information. Such invitees shall leave the meeting during discussions and voting.

## **Article 7 (Agenda and Attendance)**

The agenda of the Committee meeting shall be prepared by the convener. Other Committee members may also submit proposals for discussion. The agenda shall be provided to Committee members in advance.

The Company shall prepare a sign-in roster for attending members to sign, which shall be kept on file for reference.

Committee members shall attend meetings in person. If a member is unable to attend in person, he or she may appoint another Committee member as proxy. Attendance via video conference shall be deemed attendance in person.

A proxy appointment shall be made in writing for each meeting and shall specify the scope of authorization with respect to the agenda items. Each proxy may accept a proxy from only one Committee member.

## **Article 8 (Resolutions and Minutes)**

Unless otherwise provided by applicable laws and regulations, the Articles of Incorporation, or relevant rules of the Company, resolutions of the Committee shall be adopted by the consent of a majority of the members present at a meeting attended by at least two-thirds of all Committee members.

Minutes shall be prepared for each Committee meeting and shall accurately record the following matters:

1. Session number, time, and place of the meeting.
2. Name of the chairperson.
3. Attendance status of Committee members, including names and numbers of members present, on leave, or absent.
4. Names and titles of attendees.
5. Name of the recorder.
6. Matters reported.
7. Matters discussed, including resolution methods and results of each proposal, and any dissenting or qualified opinions of Committee members.
8. Extraordinary motions, including the proposer's name, resolution methods and results, summaries of statements made by Committee members, experts, and other attendees, and any dissenting or qualified opinions.
9. Other matters required to be recorded.

The sign-in roster shall form part of the minutes. For meetings held via video conference, video and audio records shall also form part of the minutes.

The minutes shall be signed or sealed by the chairperson and the recorder, distributed to Committee members within twenty days after the meeting, submitted to the Board of Directors, and kept as important Company records for a period of five years. The preparation and distribution of the minutes may be conducted electronically.

If litigation relating to matters of the Committee arises before the expiration of the retention period, the minutes shall be preserved until the conclusion of the litigation.

## **Article 9 (Resources)**

The Committee may, by resolution, engage attorneys, professional human resource agencies, investment banks, certified public accountants, or other professional advisors to provide consultation or assistance with matters relating to the exercise of its powers. All expenses incurred shall be borne by the Company.

#### **Article 10 (Authorization)**

Matters resolved by the Committee may have their execution authorized to the convener or other Committee members. The authorized person shall report the execution status to the Committee in writing or orally during the execution period and, where necessary, submit the matter to the next Committee meeting for ratification or reporting.

#### **Article 11 (Implementation)**

These Regulations shall become effective upon approval by the Board of Directors. The same shall apply to any amendments hereto.

These Regulations were adopted on December 19, 2025