

# **Rules Governing the Scope of Powers of Independent Directors Of CHC Healthcare Group (The “Company”)**

## **Article 1**

To ensure good corporate governance and establish a sound independent director system of the Company, the Rule is adopted pursuant to Article 26, paragraph 1 of “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies”.

## **Article 2**

Except as otherwise provided by law, regulations or “Articles of Incorporation” of the Company, matters concerning the duties of independent directors of the Company shall be as set out in the Rule.

## **Article 3**

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors as follows, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes:

1. The Company's business plan.
2. Annual financial report signed or sealed by the Chairman, managerial officer, and accounting officer; and second quarter financial report audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of “Securities and Exchange Act” (the Act), and an assessment of the effectiveness of the internal control system.
4. Adoption of or amendments to the procedures for handling material financial or business activities, such as acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others according to Article 36-1 of the Act.
5. Matters in which a director is an interested party.
6. Asset transactions or derivatives trading of a material nature.
7. Loans of funds, endorsements, or provision of guarantees of a material nature.
8. The offering, issuance, or private placement of equity-type securities.
9. The hiring or dismissal of a certified public accountant and their compensation.
10. The appointment or discharge of a financial, accounting, or internal audit officer.
11. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board meeting for retroactive recognition.
12. Other matters required by law, regulation, or the Company’s “Articles of Incorporation” to be

approved by resolution at a shareholders meeting or a board meeting, or any matter of a material nature as prescribed by the competent authority.

The term "related party" in subparagraph 11 of the preceding paragraph means a related party as defined in "Regulations Governing the Preparation of Financial Reports by Securities Issuers". The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1% of net operating revenue or 5% of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board of Directors meeting is convened. Amounts already submitted to and passed by a resolution of the Board of Directors are exempted from inclusion in the calculation.

#### **Article 4**

The Company shall take out liability insurance for all independent directors with respect to liabilities resulting from exercising their duties during their terms of occupancy.

The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for independent directors, at the next board meeting.

#### **Article 5**

The Company shall set the remuneration of the independent directors in "Articles of Incorporation" or by a resolution of a shareholders' meeting, and may consider providing a reasonable level of remuneration different from that of ordinary directors. The Company may also, in accordance with procedures prescribed by law, consider providing remuneration for independent directors in the form of a fixed monthly salary, rather than as distributions from the earnings of the Company.

#### **Article 6**

All independent directors of the Company shall pursue continuing studies including attending the relevant training courses as required.

#### **Article 7**

The Company may not obstruct, refuse, or evade the actions of independent directors in the performance of their duties. As the independent directors deem necessary to the performance of their duties, they may request the Board of Directors to appoint relevant personnel, or may hire professionals for assistance at their own discretion. The related expenses will be borne by the Company.

#### **Article 8**

The Rule, and any amendments hereto, shall be implemented after adoption by the Board of Directors.

<b>Version</b>	<b>Date of Implementation/Amendment</b>	<b>Type of Approval</b>
1	2014/03/27	Approved by Board of Directors
2	2017/07/28	Approved by Board of Directors
3	2017/11/13	Approved by Board of Directors
4	2020/08/05	Approved by Board of Directors