

# Chunghwa Chemical Synthesis & Biotech Co.,Ltd

## Boad of Directors

### I. Responsibilities of the board of directors:

The company's board of directors should guide the company's strategy, supervise the management, and be responsible to the company and shareholders. The operations and arrangements of its corporate governance system should ensure that the board of directors exercises its powers in accordance with laws, regulations of the company's articles of association, or resolutions of the shareholders' meeting.

### II. Resume, Professional Qualifications and Experience of board of directors:

Name	Qualification	Resume, Professional Qualifications and Experience
Chairman: China Chemical & Pharmaceutical Co., Ltd. Representative: Wang Hsieh, I-Che		<ul style="list-style-type: none"> <li>● Department of Philosophy and Department of Business Management, Fu Jen Catholic University</li> <li>● Commercial or other work experiences required to perform the assigned duties</li> <li>● Current China Chemical &amp; Pharmaceutical Co., Ltd. (Chunghwa Chemical Synthesis &amp; Biotech Co. Ltd., legal representative), Sinochem Yumin Health Co., Ltd. (China Chemical Pharmaceutical Co., Ltd., legal representative) , Chunghwa Senior Care Co., Ltd. (China Chemical Pharmaceutical Co., Ltd., legal representative) , Tairung Development Co., Ltd., HU-YU Co., Ltd. ; Majiade Enterprises Co., Ltd.- Chairman ; Supervisor of Sela Holdings Inc. ; Director of Suzhou Chung-hwa Chemical&amp;pharmaceutical Industrial Co., Ltd.</li> </ul>
Director: China Chemical & Pharmaceutical Co., Ltd. Representative: Wang, Hou-Kai		<ul style="list-style-type: none"> <li>● Bachelor of Science, Leonard N. Stern School of Business, New York University</li> <li>● Commercial or other work experiences required to perform the assigned duties</li> <li>● Experience Private Equity Investment Manager, KKR &amp; Co.; Private Equity Investment Manager Baring Private Equity Asia, M&amp;A Analyst of Healthcare Industry, Lazard Frères &amp; Co.</li> <li>● Current Strategic Business Development Vice President and Director of Chunghwa Yuming Healthcare Co., Ltd. (China Chemical Pharmaceutical Co., Ltd., legal representative) ; Chunghwa Senior Care Co., Ltd. (China Chemical Pharmaceutical Co., Ltd., legal representative) ; Director of Suzhou Chung-hwa Chemical&amp;pharmaceutical Industrial Co., Ltd. ; Supervisor of Majiade Enterprises Co., Ltd. ; Chairman of Sela Holdings Inc.</li> </ul>
Director: Wang Ming-Ning Memorial Foundation Representative: Huang, Chung-Hsin		<ul style="list-style-type: none"> <li>● Chemical Engineering Department of Chung Yuan University.</li> <li>● Commercial or other work experiences required to perform the assigned duties</li> <li>● Experience China CCSB Pharmaceuticals president; Business Division, Administrative Center of Chunghwa Chemical Synthesis &amp; Biotech Co. Ltd. Vice President; President of Chunghwa Chemical Synthesis &amp; Biotech Co., Ltd.</li> <li>● Current General director of Sino-Japan Chemical Co., Ltd. (China Chemical &amp; Pharmaceutical Co., Ltd., legal representative)</li> </ul>

Name	Qualification	Resume, Professional Qualifications and Experience
Director: Wang Ming-Ning Memorial Foundation Representative: Wang, Hou-Jie	<ul style="list-style-type: none"> <li>● Department of Psychology, University of Southern California.</li> <li>● Commercial or other work experiences required to perform the assigned duties</li> <li>● Current Director, vice general manager of China Chemical &amp; Pharmaceutical(Suzhou) Co., Ltd. ; Director of China Chemical and Pharmaceutical Co., Ltd. (Mr. Wang Min-Ning's Memorial Foundation, legal representative ) ; Director of Tairung Development Co., Ltd. ; Executive Director of PIP (Shanghai) Co., Ltd.</li> </ul>	

Name \ Qualification	Resume, Professional Qualifications and Experience
Independent Director: Wang, Kuo-Chiang	<ul style="list-style-type: none"> <li>● BA of National Chung Hsing University accounting department, Master's Degree from the NCTU Executive Masters of Business Administration</li> <li>● With more than 20 years of experience required for commercial, financial, and corporate affairs.</li> <li>● Current Lien Chieh Management and Consultation Co., Ltd., responsible person(principal); Partner Tech Corporation, independent director, Remuneration Committee, convenor; Audit Committee, convenor; Xiangming Technology Co., Ltd., independent director; Remuneration Committee, convenor; Audit Committee, convenor; Feng Yuan Group Co., Ltd. (KY Company), independent director; Remuneration Committee, convenor; Audit Committee, convenor; National Yang Ming Chiao Tung University; Adjunct Assistant Professor. Auditor of PWC Certified Public Accountant Firm; the acting general manager and audit supervisor of Dafeng Cable TV (stock) Company; the President of Dafeng Cable Co., Ltd. and Assistant Professor of National Taipei University of Technology</li> <li>● Holds license of the internal auditor of the Republic of China</li> </ul>
Independent Director: Chang, Chih-Hsien	<ul style="list-style-type: none"> <li>● Bachelor of Agricultural Economics, National Taiwan University; Master of Statistics, Stanford University.</li> <li>● With more than 20 years of experience required for commercial, financial, and corporate affairs.</li> <li>● Current Chief Executive Officer (CEO) of Prospect Think Tank; Special Assistant to the Head Architect of Hsiao Chia-Fu Architects &amp; Associates; Financial Supervisor of Chia Tang Construction Co., Ltd. Prior Manager at the Division of Appraisal and Pension Fund Service of PricewaterhouseCoopers; Associate Manager at the VIP Wealth Management Center of Taishin International Bank, Manager at the Investment and Wealth Management Department of Fuh Hwa Securities Investment Trust Co., Ltd., Vice General Manager of Chia Hsin Asset Management and Development Co., Ltd. (A subsidiary of Chia Hsin Cement Company), Vice President of Marketing for the Greater China Area, Asia Investment Management Center (Hong Kong) of Robeco Investment Management Group, Supervisor of Adlink Technology Inc.</li> </ul>
Independent Director: Kuan, Arthur	<ul style="list-style-type: none"> <li>● Johns Hopkins Biotechnology M.S.; University of Pennsylvania Biology B.A.</li> <li>● With more than 6 years of experience required for commercial and corporate affairs.</li> <li>● Current Chief Executive Officer and Board Director, CG Oncology (Eternal Facial Biotechnology Co., Ltd.); served as Chairman and President (Acting), Allied Industrial Corp., Ltd.</li> </ul>

### III. Diversification and Fulfillment of Board of Directors:

#### A. Board of Directors Diversification Policy:

The Company has adopted the “Procedures for Election of Directors” and “Best Practice and Principle for Corporate Governance” and taken diversity into consideration in determining the composition of the board of directors. To implement the diversity of the board of directors of the Company, the directors of the Company are based on professionalism and dedication. As expressly provided for in Article 20 of the Company's “Corporate Governance Best-Practice Principles” (The overall capabilities required for the Board of Directors): The Board of Directors shall be organized in a diversified, comprehensive and multifaceted manner. The directors concurrently serving as the Company's managerial officers shall not exceed one-third of the total number of director seats. Besides, toward the board of directors’ operations, operating style and requirements in development, the Company should work out diversified, comprehensive and multifaceted policies which should include standards/criteria of the two major aspects below:

1. Basic conditions and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: Professional background (such as, law, accounting, industry, finance, marketing, or technology), professional skills, and industrial experience.

The members of the Board are disciplined with the kinds of knowledge, skills, and education necessary for their performance of professed duties. The Board shall be capable of performing the following for achieving the goal of corporate governance:

1. Operating judgment.
2. Accounting and financial analysis.
3. Management capability.
4. Crisis management capabilities.
5. Industry knowledge.
6. International market viewpoint.
7. Leadership capability.
8. Decision-making ability.

#### **B. Goals of Board of Directors and Their Fulfillment:**

In the current Board of Directors of the Company, the independent directors account for 43% of the total director seats, with 1 director in the ages within 71~80 range, with 1 directors in the ages within 61~70 range, with 2 directors in the ages within 51~60 range, 2 director in 31~40 age range, and 1 directors in 21~30 age range. No member of the board of directors concurrently serves as an employee at present. Among directors, Director Wang Kuo-Chiang holds license of the internal auditor of the Republic of China, Director Chang Chih-Hsien is a licensed securities investment analyst, personnel of Taiwan Investment Consultation Co., Ltd., with license(s)/certificate(s) of Life Insurance Managerial Specialist in both Taiwan and the United States; Director Arthur Kuan holds the expertise in biotechnology, investment and business management. All members of the Board of Directors have been experts in finance and banking, commerce, management, mass media, biotechnology and securities investment fields, with proficient experiences and expertise to boost the diversified development of the Board of Directors.

The Company highly stresses on the diversity of the composition of the board of directors and the gender equality among the composition of the board of directors. The target of the ratio of female directors is 20% or more. At present, the total of 7 directors includes 2 female director, at the ratio of 29% of the total. . The composition diversity of the Board of Directors is as follows:

Diversified core projects  Name of director	Industrial experience										Industrial experience			Professional skills									
	Gender,	Republic of China Nationality	With employee status	Age				Term of independent directors			Pharmaceutical biotechnology	Mass media	Technology	Securities	Accounting audit	Investment	Asset Management	Financial Accounting	Risk Management	operating strategy	Securities	Banking and insurance	
				21~31	31~40	51~60	61~70	71~80	Under 3 years	6~9 years													More than 9 years
Wang Hsieh, I-Che	Female	V	-			V						V						V	V				
Wang, Hou-Kai	Male	V	-	V								V				V		V	V				
Huang, Chung-Hsin	Male	V	-					V				V						V	V				
Wang, Hou-Jie	Male	V	-		V							V						V	V				
Wang, Kuo-Chiang	Male	V	-				V				V		V	V			V	V	V	V			
Chang, Chih-Hsien	Female	V	-			V				V				V			V	V	V	V	V		
Kuan, Arthur	Male	V	-		V				V			V				V		V	V				

#### IV. Functional committee operation:

##### A. Audit Committee Responsibilities:

The Audit Committee is responsible for assisting the board of directors in performing supervisory duties and exercising the powers stipulated in the Securities and Exchange Act, Company Law and other laws and regulations, and regularly communicates with the company's certified accountants and conducts audits on the independence of certified accountants. At the same time, the company's internal auditors will regularly submit audit reports to the Audit Committee in accordance with the annual audit plan. The Audit Committee also regularly supervises and evaluates the effective implementation of the internal control system. The main duties of this committee are as follows:

- (A) Supervise and audit the fair presentation of the company's financial statements
- (B) Supervise and evaluate the effective implementation of the internal control system
- (C) Supervise the company's compliance with legal norms
- (D) Review the transactions of the company's acquisition or disposal of assets, major capital loans, endorsement or guarantee for others, and

matters involving the director's own interests

(E) Raising, issuing or private placement of securities with equity nature

(F) Appointment, dismissal or remuneration of certified accountants

(G) Appointment and dismissal of financial, accounting or internal audit supervisors.

The committee is composed of all independent directors (at least one of whom should have accounting or financial expertise). The three independent directors all meet the professional qualifications, work experience, independence, and the number of concurrently serving as independent directors stipulated by the law, and regularly conduct internal performance evaluations of the audit committee every year.

#### **B. Remuneration Committee Responsibilities:**

The Remuneration Committee establishes a performance-linked remuneration system for the company from an independent and detached perspective, faithfully performs the functions and powers assigned by the board of directors, and regularly proposes remuneration system plans or suggestions to the board of directors for discussion and resolution. The main duties of this committee are as follows:

(A) Formulate and regularly review the policies, systems, standards and structures for performance evaluation and salary of directors and managers.

(B) Regularly assess and determine the remuneration of directors and managers.

The company's remuneration committee is currently composed of three independent directors. It meets at least twice a year, and can hold meetings at any time as needed to make recommendations to the board of directors for reference in its decision-making.

#### **C. Committee members:**

Job Title	Name	Audit Committee	Remuneration Committee
Independent Director	Wang, Kuo-Chiang	V(Convener and chairman)	V
Independent Director	Chang, Chih-Hsien	V	V(Convener and chairman)
Independent Director	Kuan, Arthur	V	V

**D. Audit/Remuneration committee resume, professional qualifications and experience:**

Name \ Qualification	Resume, Professional Qualifications and Experience
Independent Director: Wang, Kuo-Chiang	<ul style="list-style-type: none"> <li>● BA of National Chung Hsing University accounting department, Master's Degree from the NCTU Executive Masters of Business Administration</li> <li>● With more than 20 years of experience required for commercial, financial, and corporate affairs.</li> <li>● Current Lien Chieh Management and Consultation Co., Ltd., responsible person(principal); Partner Tech Corporation, independent director, Remuneration Committee, convenor; Audit Committee, convenor; Xiangming Technology Co., Ltd., independent director; Remuneration Committee, convenor; Audit Committee, convenor; Feng Yuan Group Co., Ltd. (KY Company), independent director; Remuneration Committee, convenor; Audit Committee, convenor; National Yang Ming Chiao Tung University; Adjunct Assistant Professor. Auditor of PWC Certified Public Accountant Firm; the acting general manager and audit supervisor of Dafeng Cable TV (stock) Company; the President of Dafeng Cable Co., Ltd. and Assistant Professor of National Taipei University of Technology</li> <li>● Holds license of the internal auditor of the Republic of China</li> </ul>
Independent Director: Chang, Chih-Hsien	<ul style="list-style-type: none"> <li>● Bachelor of Agricultural Economics, National Taiwan University; Master of Statistics, Stanford University.</li> <li>● With more than 20 years of experience required for commercial, financial, and corporate affairs.</li> <li>● Current Chief Executive Officer (CEO) of Prospect Think Tank; Special Assistant to the Head Architect of Hsiao Chia-Fu Architects &amp; Associates; Financial Supervisor of Chia Tang Construction Co., Ltd. Prior Manager at the Division of Appraisal and Pension Fund Service of PricewaterhouseCoopers; Associate Manager at the VIP Wealth Management Center of Taishin International Bank, Manager at the Investment and Wealth Management Department of Fuh Hwa Securities Investment Trust Co., Ltd., Vice General Manager of Chia Hsin Asset Management and Development Co., Ltd. (A subsidiary of Chia Hsin Cement Company), Vice President of Marketing for the Greater China Area, Asia Investment Management Center (Hong Kong) of Robeco Investment Management Group, Supervisor of Adlink Technology Inc.</li> </ul>
Independent Director: Kuan, Arthur	<ul style="list-style-type: none"> <li>● Johns Hopkins Biotechnology M.S.; University of Pennsylvania Biology B.A.</li> <li>● With more than 6 years of experience required for commercial and corporate affairs.</li> <li>● Current Chief Executive Officer and Board Director, CG Oncology (Eternal Facial Biotechnology Co., Ltd.) ; served as Chairman and President (Acting), Allied Industrial Corp., Ltd.</li> </ul>