

# 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-Chen		<ul style="list-style-type: none"><li>● Department of Philosophy and Department of Business Management, Fu Jen Catholic University</li><li>● More than five years of work experience for business and corporate affairs</li><li>● Current Chairman (legal representative) of Cenra Inc./ Chairman (legal representative) of China Chemical &amp; Pharmaceutical Co., Ltd. / Chairman (legal representative) of Sinochem Yumin Health Co., Ltd. /Chairman (legal representative) of Chunghwa Senior Care Co., Ltd. / Chairman and President of Tairung Development Co., Ltd., /Chairman of HU-YU Co., Ltd. /Chairman of Majiade Enterprises Co., Ltd. / Supervisor of Sela Holdings Inc. / Director of Suzhou Chung-hwa Chemical &amp; pharmaceutical Industrial Co., Ltd. /Chairman of Wang Ming-Ning Memorial Foundation .</li></ul>
Vice Chairman: 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>● More than five years of work experience for business and corporate affairs</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 Chairman of Sela Holdings Inc. / Chairman (legal representative) of Providence Investments Inc. / Director (legal representative) and CEO of Cenra Inc./ Director (legal representative) of Sino-Japan Chemical Co., Ltd. / Director (legal representative) of China Chemical &amp; Pharmaceutical Co., Ltd./ Director (legal representative) of Sinochem Yumin Health Co., Ltd./ Director (legal representative) of Chunghwa Senior Care Co., Ltd./ Director (legal representative) of Tairung Development Co., Ltd., / Supervisor of Majiade Enterprises Co., Ltd. / Director of Suzhou Chung-hwa Chemical &amp; pharmaceutical Industrial Co., Ltd. /Director of Wang Ming-Ning Memorial Foundation.</li></ul>
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>● More than five years of work experience for business and corporate affairs</li><li>● Current Director of Cenra Inc./ Director of Tairung Development Co., Ltd., / Director of Suzhou Chung-hwa Chemical &amp; pharmaceutical Industrial Co., Ltd./ Executive Director of PIP (Shanghai) Co., Ltd.</li></ul>

Name	Qualification	Resume, Professional Qualifications and Experience
Director: Wang Ming-Ning Memorial Foundation Representative: Wu, Shih-Hsuan	<ul style="list-style-type: none"> <li>● Master of Statistics in the College of Law and Business of National Chung Hsing University (now Taipei University)</li> <li>● More than five years of work experience for business and corporate affairs</li> <li>● Experience Assistant President of Hon Hai Precision Industry Co., Ltd.; Director of Lite-On Technology Corporation</li> <li>● Current Director (legal representative) and COO of China Chemical &amp; Pharmaceutical Co., Ltd. / Director (legal representative) of Chunghwa Yuming Healthcare Co., Ltd. / Supervisor of Tairung Development Co., Ltd. / Director of Suzhou Chung-Hwa Chemical Pharmaceutical Industrial Co., Ltd./ Vice President of Operational Performance/Strategic Procurement, China Chemical &amp; Pharmaceutical Investment Holding Co., Ltd.</li> </ul>	

Qualification Name	Resume, Professional Qualifications and Experience
Independent Director: Wang, Kuo-Chiang	<ul style="list-style-type: none"> <li>● Master's Degree from the NCTU Executive Masters of Business Administration; BA of National Chung Hsing University accounting department.</li> <li>● More than five years of work experience in business, finance, accounting and corporate affairs.</li> <li>● Current Chairman of Lien Chieh Management and Consultation Co., Ltd., / Partner Tech Corporation, independent director, Remuneration Committee(convenor); Audit Committee(convenor). / Feng Yuan Group Co., Ltd. (KY Company), independent director; Remuneration Committee(convener); Audit Committee(convener). / oToBrite Electronics, Inc. , independent director; Remuneration Committee(convener);Audit Committee(convener). /National Yang Ming Chiao Tung University, Adjunct Assistant Professor/ Served as Auditor of PWC Certified Public Accountant Firm / the acting general manager and audit supervisor of Dafeng Cable TV (stock) Company. / the President of Digitai TV Ltd. / 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: Kuan, Arthur	<ul style="list-style-type: none"> <li>● Johns Hopkins Biotechnology M.S.; University of Pennsylvania Biology B.A.</li> <li>● More than five years of work experience for business and corporate affairs.</li> <li>● Current Chief Executive Officer and Chairman . CG Oncology (Eternal Facial Biotechnology Co., Ltd.).</li> </ul>
Independent Director: Lee, Ming-Jye	<ul style="list-style-type: none"> <li>● Master of Business Administration, Master of Information Management, University of Pittsburgh, USA</li> <li>● More than five years of work experience in business, finance, and corporate affairs.</li> <li>● Current Vice President of the Young Women's Christian Association.</li> <li>● Experience Director and finance officer of the Taipei Young Women's Christian Association. / Fidelity Investments (HK) Ltd. Director of Investment Operation Management Department. / Jardine Fleming (HK) Ltd. Senior Manager.</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 2 directors in the ages within 61~70 range, with 2 directors in the ages within 51~60 range, 3 director in 31~40 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 Arthur Kuan holds the expertise in biotechnology, investment and business management ; Director Lee, Ming-Jye possesses expertise in overseeing international affairs development and human resources and organizational governance. 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 emphasizes the diversity and gender equality of its board members. Currently, there are 2 female directors out of 7, representing 29%. The company plans to select female directors and increase their number of seats before the election of the next (24th) board, aiming to achieve a total of one-third of the seats, in line with the Financial Supervisory Commission's policy objectives and the trend towards gender diversity on the board.

The composition diversity of the Board of Directors is as follows:

Diversified core projects Name of director	Basic composition						Industrial experience				Professional skills							
	Gender,	With employee status	Age		Term of independent directors		More than 9 years	6~9 years	3 years	Technology	Securities	Accounting audit	Investment	international organizations	Financial Accounting	Risk Management	operating strategy	International Affairs Development
			31~40	51~60	61~70	71~80												
Wang Hsieh, I-Chen	Female	V	-	V			V							V		V		
Wang, Hou-Kai	Male	V	-	V				V					V		V	V		
Wang, Hou-Jie	Male	V	-	V				V							V	V		
Wu, Shih-Hsuan	Male	V	-	V			V			V	V	V			V	V	V	
Wang, Kuo-Chiang	Male	V	-		V			V			V	V	V	V	V	V	V	V
Kuan, Arthur	Male	V	-	V				V			V			V		V	V	
Lee, Ming-Jye	Female	V	-		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 and Nomination 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.
- (C) Establish selection criteria for board members and senior managers, including their composition and qualifications, and select and review candidates for board members and senior managers.
- (D) Plan and implement performance evaluations for the board of directors, functional committees, board members, and senior 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 and Nomination Committee
Independent Director	Wang, Kuo-Chiang	V(Convener and chairman)	V(Convener and chairman)
Independent Director	Kuan, Arthur	V	V
Independent Director	Lee, Ming-Jye	V	V

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

Qualification Name	Resume, Professional Qualifications and Experience
Independent Director: Wang, Kuo-Chiang	<ul style="list-style-type: none"> <li>● Master's Degree from the NCTU Executive Masters of Business Administration; BA of National Chung Hsing University accounting department.</li> <li>● More than five years of work experience in business, finance, accounting and corporate affairs.</li> <li>● Current Chairman of Lien Chieh Management and Consultation Co., Ltd., / Partner Tech Corporation, independent director, Remuneration Committee(convenor); Audit Committee(convenor). / Feng Yuan Group Co., Ltd. (KY Company), independent director; Remuneration Committee(convener); Audit Committee(convener). / oToBrite Electronics, Inc. , independent director; Remuneration Committee(convener); Audit Committee(convener). /National Yang Ming Chiao Tung University, Adjunct Assistant Professor/ Served as Auditor of PWC Certified Public Accountant Firm / the acting general manager and audit supervisor of Dafeng Cable TV (stock) Company. / the President of Digitai TV Ltd. / 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: Kuan, Arthur	<ul style="list-style-type: none"> <li>● Johns Hopkins Biotechnology M.S.; University of Pennsylvania Biology B.A.</li> <li>● More than five years of work experience for business and corporate affairs.</li> <li>● Current Chief Executive Officer and Chairman . CG Oncology (Eternal Facial Biotechnology Co., Ltd.).</li> </ul>
Independent Director: Lee, Ming-Jye	<ul style="list-style-type: none"> <li>● Master of Business Administration, Master of Information Management, University of Pittsburgh, USA</li> <li>● More than five years of work experience in business, finance, and corporate affairs.</li> <li>● Current Vice President of the Young Women's Christian Association.</li> <li>● Experience Director and finance officer of the Taipei Young Women's Christian Association. / Fidelity Investments (HK) Ltd. Director of Investment Operation Management Department. / Jardine Fleming (HK) Ltd. Senior Manager.</li> </ul>