Rules of Procedure for Meetings of Board of Directors
Of
CHC Healthcare Group (The “Company”)

Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's Board of Directors and to strengthen management capabilities, the Rule is adopted pursuant to Article 2 of “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” for compliance.

Article 2

With respect to the meetings of Board of Directors ("board meetings") of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of the Rule.

Article 3

Board meetings of the Company shall be convened at least quarterly.

A notice of the reasons for convening a board meeting shall be given to each director at least 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.

The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.

All matters set forth under Article 12, paragraph 1 of the Rule shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.

Article 4

The designated unit responsible for the board meetings of the Company shall be the Finance Accounting Department.

The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.

A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the Finance Accounting Department. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the Board of Directors.

Article 5

When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.

Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with

the Company's “Articles of Incorporation”. Attendance by videoconference will be deemed attendance in person.

A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.

The proxy referred to in paragraph 2 may be the appointed proxy of only one person.

Article 6

A board meeting shall be held at the premises and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding board meetings.

Article 7

Board meetings convened by the Chairman shall be chaired by the Chairman. However, with respect to the first meeting of each newly elected Board of Directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders’ meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.

When the majority or more of the directors convene a board meeting on their own according to Article 203, paragraph 4 or Article 203-1, paragraph 3 of “Company Act”, the directors shall select one person from among themselves to serve as chair.

When the Chairman is on leave or for any reason unable to exercise the powers of Chairman, the Vice Chairman shall act in place of the Chairman; if the Vice Chairman is also on leave or for any reason unable to exercise the powers of Vice Chairman, the Chairman shall appoint one of the directors to act as chair. If no such designation is made by the Chairman, the directors shall select one person from among themselves to serve as chair.

Article 8

When a board meeting of the Company is held, the Finance Accounting Department shall furnish the attending directors with relevant materials for ready reference.

As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants (CPA), attorneys, or other professionals retained by the Company may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

The chair of the board meeting shall call the meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.

If one-half of all directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such

postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2.

The number of "all directors," as used in the preceding paragraph and in Article 16, paragraph 2, subparagraph 2, shall be counted as the number of directors then actually in office.

Article 9

Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of the Company.

Article 10

Agenda items for regular board meetings of the Company shall include at least the following:

1. Matters to be reported:
   (1). Minutes of the last meeting and action taken.
   (2). Important financial and business matters.
   (3). Internal audit activities.
   (4). Other important matters to be reported.
2. Matters for discussion:
   (1). Items for continued discussion from the last meeting.
   (2). Items for discussion at this meeting.
3. Extraordinary motions.

Article 11

A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting adjourned without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 4 shall apply mutatis mutandis.

Article 12

The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:

1. The Company's business plan.
2. Annual financial report; and second quarter financial report audited and attested by a CPA.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of “Securities and Exchange Act”, and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of “Securities and Exchange Act”, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of equity-type securities.
6. The election or discharge of the Chairman.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. 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.
9. Any matter that, under Article 14-3 of “Securities and Exchange Act” or any other law, regulation, or bylaw, must be approved by resolution at a shareholders’ meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 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 meeting is convened. Amounts already submitted to and passed by a resolution of the Board of Directors are exempted from inclusion in the calculation.

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 under paragraph 1, 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. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board meeting; if an independent director cannot attend the board meeting in person to voice his or her

dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the board meeting.

Article 13

When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote at a board meeting, if no attending director voices a dissenting opinion following an inquiry by the chair, the proposal will be deemed approved. If there is a dissenting opinion following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has a dissenting opinion, the chair shall seek the opinion of the majority to make a decision:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.
4. A vote by a method selected at the Company's discretion.

"Attending directors" as used in paragraph 2 does not include directors that may not exercise voting rights pursuant to Article 15, paragraph 1.

Article 14

Except where otherwise provided by “Securities and Exchange Act” and “Company Act”, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If anyone among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

Article 15

If a director or a juristic person that the director represents has a personal interest in any agenda item, the director shall explain the essential content of the interest when discussing the item. The director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion and voting on the item, and also may not exercise voting rights as a proxy for any other director.

Where the spouse, a blood relative within the second degree of kinship of a director, or

any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

Where a director is prohibited by the preceding two paragraphs from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of “Company Act” apply mutatis mutandis in accordance with Article 206, paragraph 4 of the same Act.

Article 16

Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. The session (or year), time and place of the meeting.
2. The name of the chair.
3. The directors' attendance, including the names and the number of directors in attendance, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: resolution method and result of each proposal; summary of the comments made by directors, experts, or other persons present at the meeting; name of any director that is an interested party as referred to in paragraph 1 of the preceding article; an explanation of the important aspects of the relationship of interest; reasons why the director was required or not required to enter recusal; status of the recusal; dissenting or qualified opinions expressed at the meeting that were on record or stated in a written statement; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4.
8. Extraordinary motions: name of the mover; resolution method and result of each motion; summary of the comments made by directors, experts, or other persons present at the meeting; name of any director that is an interested party as referred to in paragraph 1 of the preceding article; an explanation of the important aspects of the relationship of interest; reasons why the director was required or not required to enter recusal, status of the recusal; and dissenting or qualified opinions expressed at the meeting that were on record or stated in a written statement.
9. Other matters required to be recorded.

The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System (MOPS) designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.

2. The matter was not approved by the audit committee, but had the consent of more than two-thirds of all directors.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company.

The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

Article 17

With the exception of matters required to be discussed at a board meeting under Article 12, paragraph 1, when the Board of Directors appoints a party to exercise the powers of the Board of Directors in accordance with applicable laws and regulations or the Company's "Articles of Incorporation", the levels of such delegation and the content or matters it covers shall be definite and specific, and carried out in accordance with the principles below:

1. Plan and review the Company's management policies, operating plans and future development.
2. Review of set up the Company's financial goals.
3. Supervise results of the Company's operations.
4. Evaluate, check, supervise and handle risks faced by the Company.
5. Ensure the Company is compliance with applicable acts and regulations.

Article 18

The Rule shall take effect after approved by Board of Directors. Subsequent amendments thereto shall be effected in the same manner.

Version	Date of Implementation/Amendment	Type of Approval
1	2011/05/19	Approved by Board of Directors
2	2012/09/13	Approved by Board of Directors
3	2017/05/02	Approved by Board of Directors
4	2017/11/13	Approved by Board of Directors
5	2020/03/23	Approved by Board of Directors
6	2020/08/05	Approved by Board of Directors
7	2023/03/22	Approved by Board of Directors