

# **IKKA HOLDINGS(CAYMAN) LIMITED**

## **Rules on the Scope of Responsibilities of Independent Directors**

### **Article 1**

In order to establish a good corporate governance and independent director system of the company and enable independent directors to play their functions on the board of directors and company operations, these rules are formulated with reference to the provisions of Article 26, Item 1, of the Code of Practice for the Governance of Listed Overseas Companies for compliance.

### **Article 2 (Scope of application of these rules)**

Matters related to the responsibilities of the Company's independent directors shall be governed by these Rules, unless otherwise provided by laws or articles of association.

### **Article 3**

At least one independent director should attend the board of directors in person; for the following matters that should be submitted to the board of directors, all independent directors should attend the board of directors. If an independent director is unable to attend in person, he should appoint other independent directors to attend on his behalf. If an independent director has objections or reservations, they should be stated in the minutes of the board of directors meeting; if an independent director is unable to attend the board of directors in person to express objections or reservations, unless there are legitimate reasons, he should issue a written opinion in advance and state it in the minutes of the board of directors meeting. record:

1. The company's business plan.
2. The annual financial report signed or stamped by the chairman, manager and accounting director and the required meeting

An accountant reviews Visa's second quarter financial report.

3. Establish or amend internal controls in accordance with Article 14-1 of the Securities and Exchange Act (hereinafter referred to as the Securities and Exchange Act)

system, and assessment of the effectiveness of the internal control system.

4. To stipulate or amend the requirements for acquiring or disposing of assets and engaging in derivatives in accordance with Article 36-1 of the Securities and Exchange Act.

Natural commodity transactions, lending funds to others, endorsing guarantees for others or providing guarantees are significant

Processing procedures for financial business activities.

5. Matters involving the directors' or supervisors' own interests.

6. Significant asset or derivatives transactions.
7. Significant capital loans, endorsements or guarantees.
8. Raising, issuing or privately placing securities of an equity nature.
9. Appointment, dismissal or remuneration of certified accountants.
10. Appointment and removal of finance, accounting or internal audit supervisors.
11. Donations to related parties or major donations to non-related parties.  
However, public welfare donations for emergency relief due to major natural disasters may be submitted to the next board of directors for ratification.
12. Other matters that should be resolved by the shareholders' meeting or proposed to the board of directors in accordance with laws and articles of association, or other major matters that are prescribed by the competent authority.

The "related parties" mentioned in paragraph 11 of the preceding paragraph refer to the persons regulated by the financial reporting standards of the securities issuer.

Related parties; the so-called major donations to non-related parties refer to the amount of each donation or the accumulation within one year.

The amount of donations to the same object exceeds NT\$100 million, or the amount of donations signed by an accountant in the most recent year

The net operating income of the certified financial report is more than 1% or the paid-in capital is more than 5%.

(If the shares of a foreign company have no par value or the par value per share is not NT\$10, the amount of 5% of the paid-in capital in this item shall be calculated as 2.5% of shareholders' equity.)

The term "within one year" mentioned in the preceding paragraph is based on the date of the current board meeting and is calculated retrospectively for one year.

Parts that have been approved by the board of directors are not included in the calculation.

#### Article 4

The company shall be responsible for the compensation that all independent directors shall bear in accordance with the law for the execution of their business scope during their term of office.

Any liability insurance.

After the company has purchased or renewed liability insurance for independent directors, it shall report the insured amount,

For important information such as coverage and insurance rates, please submit the latest board of directors report.

#### Article 5 (Remuneration)

The remuneration of the company's independent directors should be stipulated in the company's articles of association or in accordance with the resolution of the shareholders' meeting, and reasonable remuneration that is different from that of general directors may be determined at the discretion. The remuneration of the independent director may also be determined as a monthly fixed remuneration through relevant legal procedures and will not participate in the company's earnings distribution.

#### Article 6 (further education)

The company's independent directors should continue their education, including attending necessary and relevant training courses.

#### Article 7

The company shall not hinder, refuse or circumvent independent directors from performing their duties. Independent directors' business execution

When necessary, the board of directors may be asked to appoint relevant personnel or hire experts on its own to assist in handling the matter.

Necessary expenses will be borne by our company.

#### Article 8

These rules shall come into effect after being approved by the board of directors, and the same shall apply when amended.

Enacted on September 29, 2020.