

**SinoPac Financial Holdings Company Limited**  
**Procedures for Election of Directors**

Article 1

Except as otherwise provided by the Financial Holding Company Act, the Company Act, other relevant laws and regulations or by the articles of incorporation (“Articles of Incorporation”) of the SinoPac Financial Holdings Company Limited (the “Company”), the election of the Company’s directors (“Director(s)”) shall be conducted in accordance with these Procedures for Election of Directors (these “Procedures”).

Article 2

The election of Directors shall be held at the promoter meeting or shareholders’ meeting.

Article 3

Any individual who has the capacity to perform any juristic act is eligible to be elected as a Director.

Article 4

The number of Directors is specified as those indicated in the Articles of Incorporation and resolutions of the Company’s board of directors (the “Board”).

Article 4-1

The Company has adopted the candidate nomination system for the election of Directors. The Company’s shareholders shall elect Directors from those nominees on the candidate list.

The Company shall, prior to the share transfer suspension date dedicated before the meeting date of a shareholders’ meeting, announce in a public notice, the period for accepting the nomination of Director candidates, the quota of Directors to be elected, the place designated for accepting the roster of Director candidates nominated, and other necessary matters.

Article 5

The Company has adopted the cumulative voting method for the election of Directors. Each share will have voting rights in number equal to

Directors to be elected, and may be cast for a single candidate or split among multiple candidates. Attendance card numbers printed on the ballots may be used as record of the names of voting shareholders.

When the Company has created positions of the Company's independent directors ("Independent Director(s)") in accordance with the Articles of Incorporation, Independent Directors and non-Independent Directors shall be elected in the same election, but the respective votes shall be separately calculated to determine the elected Independent Directors and non-Independent Directors. The election of Independent Directors shall comply with the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and other relevant laws and regulations.

#### Article 6

In the election of Directors, candidates receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more candidates receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any candidate not in attendance.

#### Article 7

The Board shall prepare separate ballots, affixed with the Board's seal, for directors to be elected. The attendance card numbers of shareholders and the number of voting rights associated with each ballot shall be specified on the ballots.

#### Article 8

Prior to the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote counting personnel and also ask a number of presenting shareholders to volunteer for vote monitoring personnel. If no presenting shareholders volunteers for vote monitoring personnel, the chair may use his discretion to appoint vote monitoring personnel.

#### Article 9

The ballot boxes shall be prepared by the Board and publicly checked by the vote monitoring personnel before voting commences.

#### Article 10

When filling the ballot, a voter shall enter the candidate's full name and account number in the "candidate" column of the ballot. If a

candidate is a governmental organization or juristic-person, the name of the governmental organization or juristic-person shall be specified in the ballot. If a candidate is a representative of a governmental organization or juristic-person, both the name of the governmental organization or juristic-person and the name of its representative shall be specified in the ballot.

Both the governmental organization or juristic-person and its representative must have the capacity to perform any juristic act.

#### Article 11

A ballot is invalid under any of the following circumstances:

1. A ballot is not prepared by the Board, has not been affixed with the Board's seal, or has no attendance card numbers of shareholders or the number of voting rights.
2. A blank ballot which has not been filled in by a voter.
3. A ballot with candidate's name, shareholder account number, unified business number, or identity card number that does not match with those specified in candidate's business license or identity card.
4. A ballot with marks, words, symbols, or unidentified items other than the candidate's name, shareholder account number, unified business number, or identity card number.
5. A ballot with writing that is unclear and indecipherable.
6. A ballot with candidate's name, shareholder account number, unified business number, or identity card number while any of the foregoing has been altered.
7. A ballot that only has the name of a candidate but without shareholder account number, unified business number, or identity card number, or a ballot that only has shareholder account number, unified business number, or identity card number but without the candidate's name.
8. A ballot with more than one candidate's name.

#### Article 12

Immediately after the end of the poll, the voting rights shall be calculated on site before the vote monitoring personnel. The results of the

calculation shall be announced by the chair on site.

Article 13

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

End of the Document

These Procedures were adopted by the Company's promoters meeting on November 19, 2001. Amendments to these Procedures are as follows: the 1st amendment was made on June 11, 2007; and the 2nd amendment was made on June 12, 2014.