

**SinoPac Financial Holdings Company Limited**  
**Rules of Procedure for Shareholders' Meetings**

**Article 1**

The rules of procedures for shareholders' meetings of SinoPac Financial Holdings Company Limited (hereinafter the "Company"), except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules of Procedure for Shareholders' Meetings (hereinafter the "Rules").

**Article 2**

Call notices for general shareholders' meetings of this Company shall be given to shareholders at least thirty (30) days prior to the date of the meetings; Call notices for extraordinary shareholders' meetings of this Company shall be given to shareholders at least fifteen (15) days prior to the date of the meetings.

**Article 3**

When convening a shareholders' meeting, this Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus number of shares whose voting rights are exercised by correspondence or electronically.

**Article 4**

Attendance and voting at shareholders' meetings shall be calculated based on numbers of shares.

**Article 5**

The venue for a shareholders' meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

**Article 6**

If a shareholders' meeting is convened by the Board of Directors (hereinafter the "Board"), the meeting shall be chaired by the Chairperson of the Board (hereinafter the "Chairperson"). When the Chairperson is on leave or unable to perform his duties for cause, the Deputy Chairperson of the Board (hereinafter the "Deputy Chairperson") shall chair the meeting on behalf of the Chairperson. If there is no

Deputy Chairperson or the Deputy Chairperson is on leave or unable to perform his duties for cause, the Chairperson shall appoint one of the Directors to chair the meeting on behalf of the Chairperson. Where the Chairperson does not appoint anyone to act on his behalf, the Directors shall elect one person from among themselves to chair the meeting on behalf of the Chairperson.

If a shareholders' meeting is convened by a party with power to convene but other than the Board, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select one meeting chair from among themselves.

#### **Article 7**

This Company may appoint attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

#### **Article 8**

This Company shall record the entire proceedings of shareholders' meeting by video or audio, and the recorded materials shall be retained for at least one year.

#### **Article 9**

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

#### **Article 10**

If a shareholders' meeting is convened by the Board, the meeting agenda shall be set by the Board. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by any parties, other than the Board, with the power to convene.

Before the completion of discussion of all proposals/items on the meeting agenda (including extraordinary motions), set forth in accordance with the two preceding paragraphs, the chair shall not announce the adjournment of the meeting without a resolution of adjournment is adopted by the shareholders' meeting.

Shareholders shall not elect a new meeting chair and continue holding the shareholders' meeting at the same venue or elsewhere after the meeting is adjourned.

#### **Article 11**

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

#### **Article 12**

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If a shareholder's speech violates the rule specified in the preceding paragraph or exceeds the scope of the agenda items, the chair may terminate the shareholder's speech.

#### **Article 13**

When a juristic person is appointed to attend a shareholders' meeting as proxy, the juristic person may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

#### **Article 14**

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

#### **Article 15**

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

#### **Article 16**

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Company. The results of the voting shall be announced on-site at the meeting and be recorded accordingly.

#### **Article 17**

When a meeting is in progress, the chair may, at his discretion, set time for intermission and announce a break based on time considerations. When shareholders could not finish their discussion on all proposals in one meeting, shareholders may adopt a resolution to resume the meeting within the next five days without further notice or public announcement.

#### **Article 18**

A shareholder shall be entitled to one vote for each share held, except when the shares are issued with certain restrictions or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

With respect to resolutions of shareholders' meetings, the number of shares held by shareholders with no voting rights shall not be calculated as part of the total number of issued shares.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent (3%) of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

#### **Article 18-1**

When this Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Company before 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System (hereinafter the "MOPS").

#### **Article 19**

Proposals submitted by shareholders shall not be in violation of the Financial Holding Company Act, the Company Act, or any other relevant laws and regulations.

When there is an amendment or an 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. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

There shall be no discussion or resolution on any matters that is not a proposal submitted to the shareholders' meetings.

#### **Article 20**

Business operations of the Company shall be executed pursuant to the resolutions to be adopted by the Board, except for the matters the execution of which shall be effected pursuant the resolutions of the shareholders' meeting as required by the laws, regulations, or the Company's Articles of Incorporation.

#### **Article 21**

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of this Company.

#### **Article 22**

The chair may direct proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) are helping maintain order at the meeting place, they shall wear an armband bearing the word "Proctor."

#### **Article 23**

The Company shall follow the "Guidelines for Online Filing of Public Information by Public Companies" established by the competent authority and act accordingly when dealing with shareholders' meetings information required to be

announced to the public.

When dealing with the shareholders' meetings resolutions required to be filed or announced to the public according to the regulations of the competent authority, the Company shall act in accordance with those regulations. The Company shall also publish the meeting minutes of shareholders' meetings on its website.

#### **Article 24**

These Rules and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

#### **Article 25**

These Rules were adopted on November 19, 2001. Amendments to these Rules are as follows: the 1st amendment on June 27th, 2003; the 2nd amendment on June 15th, 2012; and the 3rd amendment on June 12th, 2014.