

The Shanghai Commercial & Savings Bank

The Rules of Procedure for Board of Directors Meetings

Formulation Secretarial office of Board of Directors

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Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to the Banking Governance Code of Practice and the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

With respect to the board of directors meetings ("board meetings") of this Corporation, except as otherwise provided in any regulation or the Corporation's articles of incorporation, requirements shall be handled in accordance with the provisions of these Rules.

Article 2 The board of directors shall meet at least quarterly.

A notice of the reasons for convening a board meeting shall be given to each director before 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 6, paragraph 1 of these Rules 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 3 A board meeting shall be held at the premises and during the business hours of this Corporation, or at a place and time

convenient for all directors to attend and suitable for holding board meetings.

Article 4 The designated unit responsible for the board meetings of this Corporation shall be Secretarial Office of Board ("unit ").
The unit responsible for board meetings shall draft agenda items, be approved by the chairman of the board, notice all directors in accordance with the provisions of Article 2 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 order the unit to notice the related business department to replenish to board meetings.
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 board meetings.

Article 5 Agenda items for regular board meetings of this Corporation shall include at least the following:

1. Matters to be reported:
 - A. Minutes of the last meeting and action taken.
 - B. Important financial and business matters.
 - C. Internal audit activities.
 - D. Other important matters to be reported.
2. Matters to admit : Subject to approval by the meeting of the managing directors and should to be admitted
3. Matters for discussion:
 - A. Items for continued discussion from the last meeting.
 - B. Items for discussion at this meeting.
4. Extraordinary motions.

Article 6 The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting:

1. Annual and semi-annual financial reports
2. The Corporation's medium and long term strategic plan, operating budget and business plan.
3. Adoption or amendment of an internal control system, evaluate the overall efficacy of the internal control system.
4. Adoption or amendment 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 appointment or discharge of a financial, accounting, risk management, legal compliance and internal audit officer.
7. The remuneration committee provide the performance review and remuneration policy, system, standards, and structure for directors and managerial officers, and their remuneration.
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 of directors meeting for retroactive recognition.
9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or the Corporation's articles of incorporation, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.

If the board of directors will decline to adopt, or will modify, a recommendation of the remuneration committee in subparagraph 7 of the preceding paragraph , it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire board, which in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed by it exceeds in any way the recommendation of the remuneration committee.

If the remuneration passed by the board of directors exceeds the recommendation of the remuneration committee, the circumstances and cause for the differences shall be specified in the board meeting minutes, and shall be publicly announced and reported on the information reporting website designated by the competent authority two hours before trading hours of the first business day following the date , or within 2 days counting from the date of passage by the board of directors, whichever earlier.

The term "related party" in subparagraph 8 of the paragraph 1 means a related party as defined in the 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 NTD 50 million or more, or at an

amount equal to or greater than 1 percent of net operating revenue or 5 percent 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 of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

With respect to a matter that, under Article 14-3 of the Securities and Exchange Act, must be approved by resolution at a board meeting, any and all independent directors of this Corporation shall attend the meeting in person or appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 7 When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, the attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of this Corporation 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 this Corporation'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 8 Unless the law provides otherwise, board meetings shall be convened and chaired by the chairman of the board. 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 chairman.

Pursuant to Article 203, Paragraph 4, or Article 203-1, Paragraph 3 of the Company Act, a meeting of the board of directors may be convened by the majority or more of the directors on their own, and the directors shall select from among themselves one director to chair the meeting.

When the chairman of the board 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 there is no vice chairman or 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 managing directors to act. If no such designation is made by the chairman, the managing directors or directors shall select one person from among themselves to serve as chairman.

The majority or more of the directors may, by filing a written proposal setting forth therein the subjects for discussions and the reasons, request the chairman of the board of directors to convene a meeting of the board of directors.

If the chairman of the board of directors fails to convene a meeting of board of directors within 15 days after the filing of the request under the preceding paragraph, the proposing directors may convene a meeting of board of directors on their own.

Article 9 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, report the company's business and answer questions raised by the directors.

When necessary, certified public accountants, attorneys, or other professionals retained by this Corporation 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.

Article 10 If half of all directors are not present at the scheduled meeting time of the board of directors, the chairman may announce that the meeting will be postponed on the same day, and the number

of postponements is limited to two times. If the meeting is still insufficient after two postponements, the chairman may reconvene the meeting in accordance with the procedures stipulated in Article 2.

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

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 chairman may not declare the meeting closed 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 chairman shall declare a suspension of the meeting, in paragraph 1 of the preceding article shall apply *mutatis mutandis*.

At any time during the course of a board meeting, the chairman may declare a break or negotiation at the chairman's discretion.

At any time during the course of a board meeting, if the chairman is unable to preside over the meeting or fails to declare the adjournment of the meeting in accordance with the provisions of paragraph 2, the provisions of paragraph 3 of Article 8 shall apply *mutatis mutandis* to the selection and appointment of the chairman's agent.

Article 12 After an attending the director has spoken, the chairman may respond in person or direct relevant personnel to respond, or request to attend the meeting as professional provide pertinent and necessary information.

Director for the same motion have repeated speeches, and speeches beyond the issue, affecting other directors to speak or obstruct the proceedings, the chairman shall stop any violation.

Article 13 When the chairman at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman 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 an objection following an inquiry by the chairman, the proposal will be deemed approved. If there is an objection following an inquiry by the chairman, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chairman from among those below, provided that when an attending director has an objection, the chairman 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.

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

Article 14 Except where otherwise provided by the Company Act, the Securities and Exchange Act, the Banking Act and the Corporation's articles of incorporation, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chairman 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 chairman 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 is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the

item, and may not exercise voting rights as proxy for another 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 two preceding paragraphs from exercising voting rights with respect to a resolution at a board meeting, shall be included in the number of directors present, but not be counted in the number of the directors present at the meeting.

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 meeting session (or year) and the time and place of the meeting.
2. The name of the chairman.
3. The directors' attendance at the meeting, 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: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the 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, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 6, paragraph 6.
8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, supervisor, expert, or other person; the 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, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.

9. Other matters required to be recorded.

The occurrence of any of any objection or expression of reservations by an independent director expresses of which there is a record or written statement; or in accordance with the constitution of the audit committee, the audit committee shall adopt the opinion a resolution, without having been passed by the audit committee of this Corporation, and adopted with the approval of two-thirds or more of all directors 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 designated by the Financial Supervisory Commission, before trading hours of the first business day following the date , or within 2 days counting from the date of passage by the board of directors, both to the first to prevail.

The minutes of a board meeting shall bear the signature or seal of both the chairman and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting, the attendance book constitutes part of the minutes for each board meeting and shall be deemed important corporate records and appropriately preserved during the existence of this Corporation.

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

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

Article 17

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 this Corporation.

Article 18 During the adjournment of the board of directors of the Company, the board of managing directors may exercise the powers of the board of directors. However, exercise of powers of the board of directors in accordance with the laws and regulations shall still be decided by the board of directors.

The scope of the duties of the board of managing directors is as follows:

1. Validation of the extending credit cases.
2. Authorized items in accordance with the company's detailed charts of hierarchical responsibilities.
3. Engage a project advisor or business consultant
4. other matters authorized by the board of directors.
5. To deal with any matter assigned by the chairman.

Article 18-1 The provisions of the paragraph 2 of Article 1, paragraph 2 of Article 2, Articles 3 to 5, Articles 7, and Articles 9 to 17 apply, mutatis mutandis, to this Corporation's meetings of the board of managing directors, the provisions of the paragraph 4 of Article 2 apply, mutatis mutandis, election or dismissal of the chairman, provided that when meetings of the board of managing directors are held at regular intervals of 7 days or less, notices of such meetings may be given to each managing director before 2 days before the meeting.

Article 19 Unless otherwise stated in regulations and the Corporation's articles of incorporation, according to the chairman's ruling.

Article 20 These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution, any future amendments to these Rules.