

E.SUN FINANCIAL HOLDING CO., LTD.
GENERAL SHAREHOLDERS MEETING 2021

Shareholders Meeting Agenda Handbooks

Time : 09 : 00 AM, 11 June 2021(Friday)

Place : R.O.C. Armed Forces Cultural Activity Center
No.69, Sec. 1, Zhonghua Rd., Taipei, Taiwan

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I. Procedure of meeting

1. Meeting in session.
2. Address by Chairman.
3. Matters for report.
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5. Matters for discussion.
6. Extempore motion.
7. Meeting adjourned.

II. Matters for report

1. Report on the state of business of the Company in fiscal year 2020 by the President.

2. Report on the inspection and auditing of the final account for fiscal year 2020 and communications with internal auditing officers by the Audit Committee.

Explanation:

(1) The Company's financial statements for 2020 were audited by the Audit Committee, and all the independent directors jointly issued an audit report thereof.

(2) The communication between the Audit Committee and the internal audit supervisor is as follows:

Date	Object	Issues to communicate	Result
January 08, 2020	General Auditor	Submission of the 2019 Q4 audit working papers and the reports from the bank subsidiaries to the directors	Duly noted without further recommendations.
April 22, 2020	General Auditor	Submission of the 2020 Q1 audit working papers	1.Explain and exchange opinions on issues raised by independent directors. 2.Duly noted and epidemic prevention measures of the bank subsidiaries were reported to independent directors.
July 21, 2020	General Auditor	Submission of the 2020 Q2 audit working papers	Duly noted without further recommendations.
November 11, 2020	General Auditor	Submission of the 2020 Q3 audit working papers and the reports from the bank subsidiaries to the directors	Duly noted and proceed as recommended.
		Submission of the 2021 audit plan	1. Explain and respond to questions raised by independent directors. 2. The plan was passed by a unanimous vote and submitted to the Board of Directors for approval.

3. The state of issuing corporate bonds.

Explanation:

(1) This report is made in accordance with Article 246 of the Company Act.

(2) In order to redeem the company's upcoming corporate bonds (NT\$900 million due on September 22, 2021, and NT\$1.1 billion due on January 20, 2022), the company has reported to the competent authority for the issuance of corporate bonds worth NT\$2 billion on April 29, 2021. Please refer to Appendix 1 on page 21 to page 22 of this Handbook for Term Sheet (draft).

4. Report on the company's project for promoting sustainable development.

Explanation:

(1) This report is made in accordance with the Corporate Social Responsibility Best Practice Principles, Article 5 and Article 7.

(2) To fulfill its social responsibility as well as sustainable development, the Company, with a long-term commitment and systematic measures, endeavors to focus on three main dimensions; governance, social, and environmental. A summary of the Company's 2021 Plan for Fulfilling Corporate Social Responsibility is as follows:

2.1 Governance Dimension

2.1.1 Legal Compliance:

Establish a consensus and culture of legal compliance for all employees, strengthen cooperation as well as communication between three lines of defense, and continuously improve in employee management, regulations and implementation by 3C method (Coordination, Collaboration and Communication). In addition, the company will optimize legal compliance management mechanism by 3-stage measures: Pre-warning (confirm that operating activities comply with laws and regulations), in-process calibration (check the effectiveness of control measures), and post-mortem verification (test and improve legal compliance control measures).

2.1.2 Information Security:

Improve overall information security maturity, protect customer assets and ensure continuity of operations. Based on the ISO 27001 international standard, the company will expand the scope of implementation of the Information Security Management System (ISMS), and continue to improve information security governance through the PDCA cycle mechanism. In addition, the company has built its own Security Operation Center (SOC) to monitor incidents and analyze threats intelligence in real time. Furthermore, by sharing intelligence with the financial industry through the Financial Security Operation Center (F-SOC), the company is able to fulfill social responsibility of the joint defense.

2.1.3 Anti-Money Laundering:

Integrate and promote the establishment and operation of risk management mechanisms, continue to comply with international standards, and refine internal regulations and operating procedures. At the same time, the AML/CFT system is improved and supplemented by the use of intelligent technology, committed to preventing financial crimes, and through various training program and AML certification system to enhance employee professionalism and risk awareness.

2.1.4 Corporate Governance:

Promote the establishment of risk management committee to be in line with the international conventions; continue to strengthen the transparency of the company's English website information to improve the quality of non-financial information disclosure; formulate intellectual property management plans and actively obtain intellectual property rights management system certificates. The unscored indicators in the corporate governance evaluation of the Stock Exchange and the recommendations of the commissioning of external professional evaluation agencies are listed as priority strengthening plans for corporate governance. In the future, the corporate governance will continue to be improved.

2.2 Social Aspect

2.2.1 Care for Employees:

Create a friendly workplace environment, promote employee health and workplace safety measures, committed to workplace maternal care through promoting the E.SUN Baby Development Fund. In response to business needs, the company implements flexible working hours to help employees balance work and family life, build a high-quality working environment and smooth multiple communication channels.

2.2.2 Financial Inclusion:

Use the power of technology to establish a pre-review mechanism to optimize customer experience, and improve the competitiveness of digital native products at the same time. The company also provides customers with a full range of digital services by promoting its digital brand, e.Fingo. In addition, the company develops a financial ecosystem and creates convenient financial services for customers based on their needs and experience.

2.2.3 Consumer Protection and Equitable and Fair Treatment of Consumers:

Implement the protection of financial consumers' rights and interests, hold regular education and training courses, and plan to establish a Treating Customer Fairly area on the bank's official website to continually improve the disclosure of information of the Treating Customer Fairly Principle. Also, expand the scope of customer satisfaction surveys, improve service quality management, and enhance financial service experience.

2.2.4 Talent Cultivation:

Recruit diversified talents, promote the cultivation structure of integrating financial business and technology professional talents, and combine various professional certification mechanisms through the e-Learning platform to create an environment for learning anytime and anywhere. Besides, the company continues to improve the talents management system and provide employees with diverse learning and broad career development opportunities through various development plans such as job rotation.

2.2.5 Social Welfare:

2.2.5.1 Academic Education

The E.SUN Golden Seed Project has built 12 E.SUN libraries and promotes the after-school English tutoring program in Hsinchu County, Yunlin County, Chiayi County and Tainan City. In addition, the company offers outstanding talent cultivation scholarships in the three fields of management, technology, and humanities, ASEAN talent scholarships, and nursing talent scholarships to cultivate more outstanding young students. Furthermore, through collaboration with 36 institutions of higher learning, E.SUN works with academia to develop AI and fintech applications.

2.2.5.2 Social Engagement

Persist with the long-term initiative to give relief to disadvantaged schoolchildren or those hit by distressing occurrences and to orphanages, and team up with preferred partners to undertake such charity endeavors as blood donation sessions and free clinic in the remote area. Moreover, the company provides customized financing projects for Taiwan's local characteristic industries, social enterprises, and the Reconstruction of Urban Unsafe and Old Buildings Projects to assist the hidden champion customers to develop ESG. By doing so, the company aims to create maximum value with customers.

2.2.5.3 Sports

E.SUN honors its commitment to Taiwan's baseball, in particular youth baseball, by hosting the E.SUN Cup National Youth Baseball Championship, E.SUN Youth Baseball Training Camp, and E.SUN High School Baseball Camp on Sports Injury Prevention and Rehabilitation, as well as giving assistance to baseball teams in remote areas. Meanwhile, E.SUN is an avid sponsor of Taiwan's U18 team in international competitions so that young baseball players can prove themselves on the international stage.

2.2.5.4 Arts and Humanities

Sponsor domestic and overseas artistic and cultural events to express E.SUN's humanistic concern and enhance the populace's humanities capacity. Previous

highlights include “For Mothers” Mother's Day Music Concerts, performances of the Vienna Boys Choir, Play ARTs Children's Workshop, "Standing on E.SUN and Seeing Taiwanese Fine Arts" Art and Literature Lecture, “Climbing the Stories Mountain” reading promotion activity, Relaxed Performance, and Theater Art Experience Education Project, etc.

2.3 Environmental Aspect

2.3.1 Environmental protection and saving energy:

Introduce Taiwan and International Green Building Label certification into both new and old branches, develop renewable energy through green energy certificates and branches that are driven by solar power, continue to discard old energy-consuming air-conditioning and lighting equipment, and gradually replace R22 refrigerant air-conditioning equipment with more environmentally friendly one. In addition, it is the first time to introduce smart building certification in the new building to create a green and sustainable environment through the power of technology and practical actions.

2.3.2 Low Carbon Operations:

Continue to implement ISO50001 energy management system and ISO14001 environmental management system to control the bank's energy and environmental aspects to comply with international standards. Moreover, the company implements ISO14064 greenhouse gas inventory and ISO14046 water footprint inventory to review the achievement of various operational management indicators.

2.3.3 Climate Change Risks:

In response to the Green Finance Action Plan 2.0 policy, the company will continue to deepen the analysis of the TCFD climate situation, and refine the disclosure content in all aspects. In addition, the company will incorporate climate change into one of the considerations of credit business, implement the concept of sustainable operation, and strengthen climate change management.

2.4 Sustainable Finance:

In accordance with the new version of the Equator Principles (EP4), factors such as climate-related risks are included in the case evaluation process, and the company actively supports the financing of large-scale domestic renewable energy projects. The company will fulfill responsible lending, plan to jointly propose with important corporate customers to respond to the United Nations SDGs, and encourage the setting of energy-saving and carbon-reduction goals. The company aims to combine the ESG spirit with the financial industry and continues to issue sustainable financial products such as green finance, sustainable development bonds, carbon neutral credit cards, and green building loans.

- (3) The foregoing programs may, if the circumstance required or if needed, be adjusted by the Chairman or its designated person on the basis of the environment or special needs.

5. The status of remuneration distribution to employees and directors.

Explanation:

- (1) This proposal is made in accordance with Article 36 of the Articles of Incorporation of the Company.
- (2) Prior to remuneration distribution to employees and directors, the Company's pretax profit for 2020 came in at NT\$17,949,446,966. After deducting the pre-retained accumulated loss to be made up of NT\$965,386,124, the pre-tax net profit before the distribution after making up the loss is NT\$16,984,060,842. In accordance with the ratios in the Articles of Incorporation, employee compensation (2%~5%) was NT\$509,521,825 (including stock and cash compensation), and director compensation (not exceeding 0.9%) was NT\$73,000,000 in cash.
- (3) In accordance with Financial Supervisory Commission regulations Jin-Guan-Zheng-Shen-Zi No. 1050001900 of January 30, 2016, calculation of the foregoing number of allocated shares shall be made on the basis of the closing price NT\$26 per share on the day before the Board resolution.

III. Matters for ratification

Proposal No. 1 as proposed by the Board of Directors:

Proposal: Recognition of the Company's business report and financial statements for fiscal year 2020.

Explanation:

1. This proposal is made pursuant to Article 230 of the Company Act and Article 35 of the Articles of Incorporation of the Company.
2. The financial statements of the Company produced on the year 2020 along with the books and accounts including the business report approved on 11 March 2021 by the 9th meeting of the 7th Board of Directors were audited and certified by Mr. Chen Yin-Chou and Mr. Chen-Hsiu Yang, both of whom were CPA of Deloitte & Touche (Taiwan). The books and accounts were inspected by the Audit Committee and further examined by the independent directors in their inspection report as containing no irregularity afterwards. (Please refer to Appendix 2 and 3 on p.23~p.39 of this Handbook.)

Resolution:

Proposal No. 2 as proposed by the Board of Directors:

Proposal: Proposal of net income distribution for fiscal year 2020.

Explanation:

1. The proposed is in accordance with Article 36-1 of the Articles of Incorporation of the Company.
2. The company's after-tax net profit for the year 2020 is NT\$18,026,591,051 (the same below), minus NT\$968,413,190 for items other than the after-tax net profit for the current period, totaling NT\$17,058,177,861. The legal reserve deducts NT\$1,705,817,786, plus the undistributed net income at the beginning of the period NT\$3,027,066, the net income available for distribution for the current period totals NT\$15,355,387,141. It is planned to distribute earnings totaling NT\$15,345,931,000, where share dividends will be circa NT\$ 0.61 per share (totaling NT\$7,680,000,000) while cash dividends will be NT\$0.61 per share (totaling NT\$7,665,931,000). The balance of NT\$9,456,141 is retained as non-distributed earnings as of the end of the period.
3. 768,000,000 shares of the new shares to be issued on the capital increase proposed shall be distributed, with no consideration paid, to the shareholders as registered in the shareholders roster at the rate circa 61 per 1,000 shares in proportion to their shareholding. Fractional shares may be paired with one another, held by other shareholders, into a whole share within the specified time period. For shares remained fractional with or without being paired, upon expiration of the said period, cash will nevertheless be paid according to their par value (and rounded to the nearest full Taiwan Dollar) and the Chairman is authorized to look for specified persons to buy the fraction of shares according to the face value.
4. The cash dividend being distributed shall be rounded off proportionately to the nearest Taiwan dollar; where there is any cash dividends less than TWD 1, its calculation shall be adjusted in line with a progressive decrease in decimal numbers and a progressive increase in shareholder numbers so that the total of dividend distribution is fully accounted for.
5. It is proposed that the Chairman of the Company would be fully authorized to deal with matters in connection with the change (if any) to the stock (cash) dividend ratio distributable to shareholders as a result of a change in the total outstanding shares of the Company arising from any reasons.

6. Subject to approval of the shareholders' meeting, the Board of Directors and /or the chairman of the Company is authorized to determine the cash dividend record date. Upon approval of the competent authority, the Board of Directors and /or the Chairman of the Company is authorized to determine the stock dividend record date.

Resolution:

E.SUN FINANCIAL HOLDING CO., LTD.**PROPOSED DISTRIBUTION OF EARNINGS**

As of 31 December 2020

Currency: NT\$

Balance of beginning undistributed earnings		3,027,066
After-tax net profit of this period	18,026,591,051	
Retained earnings from confirmed benefit plan re-assessment number	17,723,750	
Retained earnings from the adjusted investments due to employing the equity method	(986,136,940)	
The total amount of after-tax net income for the period and other items adjusted to the current year's undistributed earnings other than after-tax net income for the period		17,058,177,861
Ten percent (10%) to be recorded as legal reserve		(1,705,817,786)
Distributable earnings for the period		15,355,387,141
Distribution items:		
Stock dividend (circa NT\$0.61 per share)	7,680,000,000	
Cash dividend (NT\$0.61 per share)	7,665,931,000	
Total shareholders' bonuses		(15,345,931,000)
Profit undistributed as of the end of the period		9,456,141

Note: Dividend distribution shall be based on after-tax earnings for the year as a first priority.

IV. Matters for discussion

Proposal No. 1 as proposed by the Board of Directors:

Proposal: For the purpose of increasing the BIS ratio of the Company in consideration of the Company's long-term development and operation, it is proposed to implement a capital increase by recapitalization of both earnings and employee compensation.

Explanation:

1. Amount of the capital increase and number of shares:

The Company currently has NT\$125,671,000,000 in paid-in capital from a total of 12,567,100,000 issued shares. It is proposed that 768,000,000 new shares be issued on the amount of NT\$7,680,000,000 which is the profit distributable to shareholders as dividend; while employee compensation of NT\$509,521,825 included cash and stock remuneration, where, in accordance with Financial Supervisory Commission regulations Jin-Guan-Zheng-Shen-Zi No. 1050001900 of January 30, 2016, calculation of the foregoing stock compensation shall be made on the basis of the closing price NT\$26 per share one day prior to the day on when the Board resolution is made. A total of 19,500,000 new shares were issued. The foregoing recapitalized earnings totaled NT\$7,875,000,000 and 787,500,000 shares with a face value of NT\$10 per share were issued. After recapitalization, the Company's paid-in capital increased to NT\$133,546,000,000, and 13,354,600,000 shares were issued.

2. Source of the fund proposed to be capitalized:

Shareholder stock bonuses and employee stock bonuses from fiscal year 2020 will be recapitalized.

3. Purpose of the fund from the capital increase:

The increased capital fund will be used to increase the BIS ratio of the Company in consideration of the Company's long-term development and operation and strengthened competitiveness of the Company.

4. Issuance of new shares:

It is proposed that the new shares be issued in full with a par value of TWD 10 per share. Holders of the new shares shall hold the same rights and bear the same obligations as the holders of the original issued shares.

5. 768,000,000 shares of the new shares to be issued on the capital increase proposed shall be distributed, with no consideration paid, to the shareholders as registered in the shareholder's roster at the rate circa 61 new shares on each 1,000 shares held in proportion to their shareholding. Fractions of a share may be combined for full shares with the fractions of shares held by other shareholders within the specified time period. Upon expiration of the specified time period or fractions of a share still remain, cash will be paid according to the par value (and rounded to the nearest full Taiwan Dollar) and the chairman of the Company would be authorized to look for specified persons to buy the fraction of shares according to the par value.
6. Stock Dividend Record Date:

Subject to approval of the proposal by the shareholders' meeting and that of the competent authority, it is proposed that the Board of Directors and or/ chairman of the Company be authorized to determine and announce the date.
7. As of now, the outstanding shares of the Company amount to 12,567,100,000 in total. It is proposed that the chairman of the Company would be authorized with full powers to deal with matters in connection with the change (if any) to the stock (cash) dividend ratio distributable to shareholders as a result of a change in the total outstanding shares of the Company arising from any reasons.

Resolution:

Proposal No. 2 as proposed by the Board of Directors:

Proposal: Amendment to the Rules for Procedure of Shareholders' Meeting.

Explanation:

1. Per 2021.01.28 Letter No. Taiwan-Stock-Governance-1100001446 of the Taiwan Stock Exchange Corporation, amending “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings”, to revise the narrative rules.
2. The key point of the amendment is as follows:
 - (1) Delete the rules regarding announcement of convening and notice of shareholders’ meeting. (Article 3).
 - (2) Add to the second item that the number of shares having no voting right and the number of shares in attendance shall be announced at the same time as the chair call the meeting. (Article 10).
 - (3) Add to the first item that the announcement of the election results shall include the list of non-elected directors and the percentages of their winning votes. (Article 15).
3. A comparison chart on the amendment to the Company’s Rules for Procedure of Shareholders’ Meeting can be found below (please refer to Appendix 4 on p.51~p.61 of this Handbook for the full amended version)

Resolution:

Comparison Chart :

Amendment of the Rules for Procedure of Shareholders' Meeting of E.SUN FHC

After amended	Before amended	Explanations
<p>Article3 (Convening shareholders meetings and shareholders meeting notices)</p> <p>(The first and second items are omitted.)</p> <p>The cause(s) or subject(s) of a shareholders' meeting to be convened shall be indicated in the individual notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining prior consent from the recipient(s) thereof.</p> <p>Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for ceasing the Company's status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185, paragraph 1 hereof shall be itemized in the causes or subjects to be listed in the notice to convene a shareholders' meeting, and shall not be brought up as extemporary motions.</p> <p>(The fifth item is omitted.)</p>	<p>Article3 (Convening shareholders meetings and shareholders meeting notices)</p> <p>(The first and second items are omitted.)</p> <p>The cause(s) or subject(s) of a shareholders' meeting to be convened shall be indicated in the individual notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining prior consent from the recipient(s) thereof.</p> <p>Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for ceasing the Company's status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185, paragraph 1 hereof shall be itemized in the causes or subjects to be listed in the notice to convene a shareholders' meeting, and shall not be brought up as extemporary motions. <u>The main content may be placed on a website designated by the competent authority or the company itself, in which case the URL should be shown in the notice.</u></p> <p>(The fifth item is omitted.)</p>	<p>Comply with Article 3 of the revised version of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" announced by the Stock Exchange on January 28, 2021, delete the announcement rule in the third item.</p>

After amended	Before amended	Explanations
<p>Article 10 (Calculation of the number of shares in attendance at the shareholders meeting and holding of the meeting)</p> <p>(The first item is omitted.)</p> <p>The chair shall call the meeting to order at the appointed meeting time, <u>and the number of shares having no voting right and the number of shares in attendance shall be announced at the same time.</u> 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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>(The third and fourth items are omitted.)</p>	<p>Article 10 (Calculation of the number of shares in attendance at the shareholders meeting and holding of the meeting)</p> <p>(The first item is omitted.)</p> <p>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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>(The third and fourth items are omitted.)</p>	<p>To enhance corporate governance and protect the rights of shareholders, the company comply with Article 9 of the revised version of the “Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings” announced by the Stock Exchange on January 28, 2021, add to the second item that the number of shares having no voting right and the number of shares in attendance shall be announced at the same time as the chair call the meeting.</p>
<p>Article 15 (Election of directors and supervisors)</p> <p>When a shareholders meeting elects directors, the election shall be held in accordance with this company's "director election regulations," and the election results shall be announced on the spot, including the list of directors elected <u>and non-elected, and the percentages of votes received by</u></p>	<p>Article 15 (Election of directors and supervisors)</p> <p>When a shareholders meeting elects directors, the election shall be held in accordance with this company's "director election regulations," and the election results shall be announced on the spot, including the list of directors elected and the percentages of winning votes.</p>	<p>To enhance corporate governance and protect the rights of shareholders, the company comply with Article 14 of the revised version of the “Sample Template for XXX Co., Ltd. Rules of Procedure for</p>

After amended	Before amended	Explanations
<p><u>elected and non-elected directors.</u> (The second item is omitted.)</p>	<p>(The second item is omitted.)</p>	<p>Shareholders Meetings” announced by the Stock Exchange on January 28, 2021, add to the first item that the announcement of the election results shall include the list of non-elected directors and the percentages of their votes received.</p>
<p>Article 21 These Rules were formulated on December 10, 2001. Amended for the first time at the shareholders' meeting on June 28, 2011. Amended for the second time at the shareholders' meeting on June 22, 2012. Amended for the third time at the shareholders' meeting on June 12, 2015 Amended for the fourth time at the shareholders' meeting on June 14, 2019. Amended for the fifth time at the shareholders' meeting on June 12, 2020. <u>Amended for the sixth time at the shareholders' meeting on June 11, 2021</u></p>	<p>Article 21 These Rules were formulated on December 10, 2001. Amended for the first time at the shareholders' meeting on June 28, 2011. Amended for the second time at the shareholders' meeting on June 22, 2012. Amended for the third time at the shareholders' meeting on June 12, 2015 Amended for the fourth time at the shareholders' meeting on June 14, 2019. Amended for the fifth time at the shareholders' meeting on June 12, 2020.</p>	<p>List the amended date.</p>

V. Extempore motion

(The Handbook is available in Chinese and in English. If there is any discrepancy between Chinese and English version, the Chinese version shall govern.)

VI. Appendices

1. E.SUN Financial Holding Company 1st Unsecured Corporate Bonds in 2021 Term Sheet(draft)
2. Business report
3. Financial Statements of fiscal 2020
4. the Rules for Procedure of Shareholders' Meeting
5. Articles of Incorporation
6. Shareholdings of members of the 7th Board of Directors

<Appendix 1>

E.SUN Financial Holding Company
1st Unsecured Corporate Bonds in 2021
Term Sheet(draft)

E.SUN Financial Holding Co., Ltd. (the "Issuer") issues Corporate Bonds in accordance with the letter, dated [], issued by R.O.C. Taipei Exchange (Ref. No.: []). It is issuance condition as follows :

1. Bond name : 1st Unsecured Corporate Bonds of E.SUN FHC in 2021 (the "Notes").
2. Issue amount : NT\$2,000,000,000
3. Face value : NT\$10,000,000
4. Issue price : 100% face value.
5. Issue period : 5 years (2021/5/25~2026/5/25)
6. Issue coupon/interest rate : Annual fixed rate of 0.50%
7. Coupon Payment method: Every 1 year starting 1 year from Issue Date, to and including Maturity Date. For every NT\$10,000,000, the interest payment shall be calculated and rounded to integer. The interest amount shall be based on the company's calculation. If the maturity date or interest payment date is non-business date, the principal and interest will be paid on the next business day, and no additional interest will be paid. In addition, if the bondholders defer to receive the payment, no interest will be paid during the overdue period.
8. Matured type : The principal is fully paid at the maturity day.
9. Bond type : The Notes would be issued by non-physical type and registered at Taiwan Depository & Clearing Corporation ("TDCC").
10. Trustees for the bonds : The issuer appoints Trust Department of Hua Nan Commercial Bank Co., Ltd. as trustees to audit and supervise the issuer executing obligations of corporate bond issuance for bondholders' benefit. All the bondholders, whether it is subscribed at primary or secondary market, agree to the rights and obligations of the trustee under the Trustee Agreement and grant the full authority of the relevant trustee. The authorization couldn't be withdrawn during the issue period. As for the content of the Trustee Agreement, the bondholders could access to the information at issuer's and trustee's business office at any time during the specified business hours.
11. Guarantor(s) for the issue : None.
12. Institution serving as agent for payment of the principal and interest :
Issuer appoints Head Office Business Division of E.SUN Commercial Bank, Ltd. as payment of the principal and interest. On each interest payment date, the appointed institution would withhold the income tax according to the Income Tax Act, and arrange the payment of interest and principal in accordance with list of bond holders provided by TDCC.
13. Underwriting method : Public offering by underwriters. The lead manager is E.SUN Commercial Bank, Ltd.
14. Inform method : Regarding to the matters that issuer shall inform the bondholders, except as otherwise provided by the Act, those information shall be disclosed on the

Market Observation Post System ("MOPS") and be processed in accordance with the announcement.

15. Selling Restriction : Only "professional investors" as defined under the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds.

16. Other matters :

- (1) The Notes are eligible for the transaction of trade, transfer and pledge.
- (2) According to the Civil Code, bondholders will not be able to collect principals paid from the Corporate Bond due to not collecting for more than fifteen years starting on the respective payment date or interests paid due to not collecting for more than five years.
- (3) To facilitate the bond transaction in the secondary market, the issuer shall apply for the bond listing at Taipei Exchange ("TPEX").
- (4) For others not covered by the Term Sheet shall be governed by the relevant regulations of The Competent Authority.

<Appendix 2>

Business Report

Dear Shareholders :

Due to the impact of COVID-19 on the global economy and financial markets in 2020, central banks around the world have one after another introduced larger interest-reducing and quantitative easing policies. Amid the transfer, competition, and cooperation among supply chains in different countries, Taiwan has kept the pandemic well under control, overseas Taiwanese businesses are continuing to make investments in Taiwan, and investments in semiconductors, ICT, and electronic components are increasing. All of these activities have driven a stable economic growth for Taiwan. The pandemic has prompted companies to speed up their digital transformation, and the increase in the prevalent use of digital services has to an extent promoted a lifestyle change in society.

Environmental, social, and governance (ESG) factors are a key global trend and important indicators of corporate sustainable development. The impact of climate change is spreading across the globe, prompting international leading companies to successively announce their commitment to carbon neutrality and request suppliers to take actions against carbon emission. As a result, energy conservation and carbon reduction have become a crucial issue in sustainable development. For this reason, financial institutions should work on their main business activities in the areas of responsible lending, responsible investment, and ESG products, and join forces with like-minded individuals, including clients and stakeholders, to work together for the benefit of the society and environment.

Strengthening capability for robust development

E.SUN FHC has continued to strengthen its capabilities in 2020, delivering robust performance. E.SUN FHC reported net earnings of NT\$56.2 billion, with an annual growth rate of 3.17%, after-tax earnings amount of NT\$18.0 billion, with an annual reduction of 10.34%, EPS at NT\$1.43, ROA at 0.66%, ROE at 10.17%, and capital adequacy ratio at 136.54%. E.SUN has been keeping asset quality sound with an NPL ratio of 0.19% and an NPL coverage ratio of 656.29%.

E.SUN FHC has total assets at NT\$2.97 trillion, total deposits at NT\$2.48 trillion, total loans at NT\$1.64 trillion. Due to the cross-border platform and digital banking, foreign currency deposits are equivalent to NT\$888.3 billion. a growth of 15.3%. Fee revenues have registered record-high growth for 12 consecutive years. Fee revenues and net commissions reached NT\$19.83 billion, with an annual growth rate of 5.9%, out of which 9.3% came from Wealth Management.

With respect to ESG and sustainable development, we actively improve corporate governance and information disclosure. E.SUN is the only financial institution in the industry to be ranked top 5% by TWSE Corporate Governance Evaluation for 6 consecutive years and obtain the “Excellent” rating in the Corporate Governance Assessment. In response to climate change, E.SUN has been a long-term participant of financing and investments in green energy industries that involve wind power and solar energy. We continue to issue green bonds. In total, E.SUN has approved the financing of 26 Equator Principles projects, as part of our effort to maximize the influence of green finance. Apart from setting ourselves as example, E.SUN also cooperates with various outstanding

companies in Taiwan to launch ESG sustainability campaigns and commit to the fight against climate change. Regarding social inclusion, E.SUN continues to invest in education, social participation, arts and culture, and sports development. We have built 158 E.SUN libraries and rewarded Outstanding Management Talent Scholarship to experts in the fields of management, science and technology, humanities, ASEAN, and nursing.

E.SUN has been included as a constituent of the DJSI for 7 consecutive years and ranked 1st in the banking sector of Taiwan, setting another record for the financial institutions. For 4 years in a row, E.SUN has obtained the highest MSCI ESG rating of AA in the banking sector of Taiwan. We were also rated as the Best Bank in Taiwan by Global Finance and the Best Performing Bank in Taiwan by The Banker.

A focus on cross-border, digital, and risk management

For our future development strategy, E.SUN will focus on cross-border, digital, and risk management. Concerning cross-border expansion, we will continue to build financial platforms in Taiwan and overseas, link up locations in the Asia Pacific, Greater China, and ASEAN countries, cultivate the Asian market, and provide customers with complete banking solutions. Given the growing demand for business succession and family inheritance, we will further integrate corporate and private banking services and provide the best family inheritance advisory services for business owners so that we may hope to become a strong supporter of business success and a reliable partner for sustainable succession.

With respect to digital development, E.SUN has completed switching its banking core system, becoming the first financial institution in Taiwan to independently develop and design a new banking core system. Using an open platform and micro service structure, the system is able to process large volumes of transactions in the current digital era and launch financial products more efficiently, thereby strengthening the key basic engineering for FinTech development and digital transformation. Integrating digital banking services, E.SUN introduces the digital brand e.Fingo that offers membership and reward points to create memorable digital experiences for customers.

"Honesty, integrity, professionalism, and accountability" are the core values of E.SUN. We are deeply regrettable for the events that occurred in 2020 involving our financial consultants. We conducted self-inspection with a responsible attitude and actively made improvements. We will continue to improve our operating procedures, risk management, internal audit and control, and disciplinary culture, while exerting a firm resolve and taking disciplinary actions to prevent similar occurrences in the future.

Marching toward sustainable development

Named after the tallest mountain in Taiwan, E.SUN vows to be the best bank in Taiwan when it was established in 1992. E.SUN is committed to advancing and achieving our three aims: overall performance, corporate social responsibility, and sustainable development. In a rapidly changing environment, companies must firmly uphold their core values, possess the ability to identify trends and quickly respond to changes, and have the courage and resilience to face all kinds of challenges, in order to realize their vision and strive toward sustainable development. We will continue to focus on improvements that will make E.SUN better and the world a better place. Thank you for continuous support and valuable advices.

<Appendix 3>

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2020 AND 2019
(In Thousands of New Taiwan Dollars)

	2020		2019	
	Amount	%	Amount	%
ASSETS				
CASH AND CASH EQUIVALENTS (Notes 4 and 6)	\$ 54,640,670	2	\$ 43,023,628	2
DUE FROM THE CENTRAL BANK AND CALL LOANS TO OTHER BANKS (Notes 4, 7 and 40)	121,080,836	4	85,555,267	3
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Notes 4, 8 and 40)	715,809,282	24	519,648,673	21
FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Notes 4, 9, 40 and 43)	263,902,860	9	215,878,199	9
INVESTMENTS IN DEBT INSTRUMENTS AT AMORTIZED COST (Notes 4, 10, 40 and 43)	16,465,798	1	12,599,698	1
SECURITIES PURCHASED UNDER RESELL AGREEMENTS (Notes 4 and 11)	2,300,196	-	4,971,085	-
RECEIVABLES, NET (Notes 4, 12 and 39)	116,686,211	4	113,150,366	5
CURRENT TAX ASSETS (Notes 4 and 36)	106,412	-	7,200	-
ASSETS HELD FOR SALE, NET (Notes 4 and 13)	-	-	158,036	-
DISCOUNTS AND LOANS, NET (Notes 4, 14, 39 and 40)	1,620,374,068	55	1,444,322,101	58
OTHER FINANCIAL ASSETS, NET (Notes 4 and 15)	6,235,133	-	8,039,483	-
INVESTMENT PROPERTIES, NET (Notes 4 and 16)	1,827,047	-	1,853,907	-
PROPERTIES AND EQUIPMENT, NET (Notes 4 and 17)	33,290,884	1	33,351,444	1
RIGHT-OF-USE ASSETS, NET (Notes 4 and 18)	3,168,210	-	3,181,031	-
INTANGIBLE ASSETS, NET (Notes 4 and 19)	6,167,861	-	6,188,674	-
DEFERRED TAX ASSETS (Notes 4 and 36)	1,842,000	-	1,456,489	-
OTHER ASSETS, NET (Notes 4, 18, 20 and 29)	7,847,214	-	4,972,910	-
TOTAL	\$ 2,971,744,682	100	\$ 2,498,358,191	100
LIABILITIES AND EQUITY				
DEPOSITS FROM THE CENTRAL BANK AND OTHER BANKS (Note 21)	\$ 54,968,986	2	\$ 57,903,786	2
DUE TO THE CENTRAL BANK AND OTHER BANKS	8,044,340	-	-	-
FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Notes 4, 8 and 26)	70,441,442	3	59,630,516	3
SECURITIES SOLD UNDER REPURCHASE AGREEMENTS (Notes 4, 9, 10 and 22)	11,305,248	1	7,228,239	-
COMMERCIAL PAPER ISSUED, NET (Note 23)	3,257,632	-	3,681,576	-
PAYABLES (Notes 24 and 39)	33,872,856	1	29,184,083	1
CURRENT TAX LIABILITIES (Notes 4 and 36)	830,714	-	1,899,196	-
DEPOSITS AND REMITTANCES (Notes 25 and 39)	2,491,467,253	84	2,082,984,629	83
BOND PAYABLES (Note 26)	39,970,000	1	38,070,000	2
OTHER BORROWINGS (Note 27)	1,213,342	-	381,356	-
PROVISIONS (Notes 4, 28 and 29)	1,159,384	-	656,223	-
OTHER FINANCIAL LIABILITIES (Notes 16 and 30)	64,583,767	2	35,167,492	2
LEASE LIABILITIES (Notes 4 and 18)	3,275,399	-	3,177,727	-
DEFERRED TAX LIABILITIES (Notes 4 and 36)	1,422,381	-	1,306,719	-
OTHER LIABILITIES (Note 31)	4,331,361	-	3,905,549	-
Total liabilities	<u>2,790,144,105</u>	<u>94</u>	<u>2,325,177,091</u>	<u>93</u>
EQUITY ATTRIBUTABLE TO OWNERS OF ESFHC				
Capital stock				
Common stock	125,671,000	4	116,195,000	5
Capital surplus				
Additional paid-in capital from share issuance in excess of par value	21,967,730	1	21,583,250	1
From treasury stock transactions	3,382,484	-	3,382,484	-
Total capital surplus	25,350,214	1	24,965,734	1
Retained earnings				
Legal reserve	13,078,728	-	11,068,215	-
Special reserve	164,235	-	164,235	-
Unappropriated earnings	17,061,205	1	20,465,306	1
Total retained earnings	30,304,168	1	31,697,756	1
Other equity	143,010	-	199,431	-
Total equity attributable to owners of ESFHC	<u>181,468,392</u>	<u>6</u>	<u>173,057,921</u>	<u>7</u>
NON-CONTROLLING INTERESTS	<u>132,185</u>	<u>-</u>	<u>123,179</u>	<u>-</u>
Total equity	<u>181,600,577</u>	<u>6</u>	<u>173,181,100</u>	<u>7</u>
TOTAL	\$ 2,971,744,682	100	\$ 2,498,358,191	100

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019		Percentage Increase (Decrease)
	Amount	%	Amount	%	%
INTEREST REVENUE (Notes 4, 32 and 39)	\$ 36,089,321	64	\$ 41,263,631	75	(13)
INTEREST EXPENSE (Notes 4, 32 and 39)	<u>(14,750,803)</u>	<u>(26)</u>	<u>(21,392,562)</u>	<u>(39)</u>	(31)
NET INTEREST	<u>21,338,518</u>	<u>38</u>	<u>19,871,069</u>	<u>36</u>	7
NET REVENUES AND GAINS OTHER THAN INTEREST					
Service fee and commission income, net (Notes 4, 33 and 39)	19,831,103	35	18,725,133	34	6
Gains on financial assets and liabilities at fair value through profit or loss (Notes 4, 8 and 34)	12,327,602	22	15,306,337	28	(19)
Realized gains on financial assets at fair value through other comprehensive income (Notes 4 and 9)	1,928,603	3	1,092,762	2	76
Foreign exchange gains (losses), net (Note 4)	450,867	1	(770,449)	(1)	159
Reversal of impairment losses (impairment losses) on assets (Notes 4 and 16)	(16,066)	-	4,710	-	(441)
Other noninterest gains, net (Note 4)	<u>388,417</u>	<u>1</u>	<u>293,056</u>	<u>1</u>	33
Total net revenues and gains other than interest	<u>34,910,526</u>	<u>62</u>	<u>34,651,549</u>	<u>64</u>	1
TOTAL NET REVENUES	<u>56,249,044</u>	<u>100</u>	<u>54,522,618</u>	<u>100</u>	3
BAD-DEBT EXPENSES AND PROVISION FOR LOSSES ON COMMITMENTS AND GUARANTEES (Notes 4 and 14)	<u>(3,225,752)</u>	<u>(6)</u>	<u>(1,598,078)</u>	<u>(3)</u>	102

(Continued)

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019		Percentage Increase (Decrease) %
	Amount	%	Amount	%	
OPERATING EXPENSES (Notes 4, 16, 17, 18, 19, 29, 35 and 39)					
Employee benefits	\$ (14,216,281)	(25)	\$ (12,779,300)	(24)	11
Depreciation and amortization	(3,442,951)	(6)	(3,317,609)	(6)	4
General and administrative	<u>(14,834,968)</u>	<u>(27)</u>	<u>(13,757,355)</u>	<u>(25)</u>	8
Total operating expenses	<u>(32,494,200)</u>	<u>(58)</u>	<u>(29,854,264)</u>	<u>(55)</u>	9
INCOME BEFORE INCOME TAX	20,529,092	36	23,070,276	42	(11)
INCOME TAX EXPENSE (Notes 4 and 36)	<u>(2,481,236)</u>	<u>(4)</u>	<u>(2,949,766)</u>	<u>(5)</u>	(16)
NET INCOME FOR THE YEAR	<u>18,047,856</u>	<u>32</u>	<u>20,120,510</u>	<u>37</u>	(10)
OTHER COMPREHENSIVE INCOME					
Items that will not be reclassified subsequently to profit or loss (Notes 4, 29 and 36):					
Remeasurement of defined benefit plans	(306,696)	(1)	292,764	-	(205)
Changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss	(594,833)	(1)	(131,554)	-	352
Unrealized gains (losses) on investments in equity instruments at fair value through other comprehensive income	(8,750)	-	409,064	1	(102)
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>10,329</u>	<u>-</u>	<u>(3,044)</u>	<u>-</u>	439
Items that will not be reclassified subsequently to profit or loss, net of income tax	<u>(899,950)</u>	<u>(2)</u>	<u>567,230</u>	<u>1</u>	(259)

(Continued)

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019		Percentage Increase (Decrease)
	Amount	%	Amount	%	%
Items that may be reclassified subsequently to profit or loss (Notes 4 and 36):					
Exchange differences on the translation of financial statements of foreign operations	\$ (957,715)	(2)	\$ (967,049)	(2)	(1)
Unrealized gains on investments in debt instruments at fair value through other comprehensive income	783,364	2	373,499	1	110
Income tax relating to items that may be reclassified subsequently to profit or loss	<u>49,333</u>	-	<u>165,078</u>	-	(70)
Items that may be reclassified subsequently to profit or loss, net of income tax	<u>(125,018)</u>	-	<u>(428,472)</u>	(1)	(71)
Other comprehensive income (loss) for the year, net of income tax	<u>(1,024,968)</u>	(2)	<u>138,758</u>	-	(839)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u><u>\$ 17,022,888</u></u>	<u>30</u>	<u><u>\$ 20,259,268</u></u>	<u>37</u>	(16)
NET INCOME ATTRIBUTABLE TO:					
Owners of ESFHC	\$ 18,026,592	32	\$ 20,105,129	37	(10)
Non-controlling interests	<u>21,264</u>	-	<u>15,381</u>	-	38
	<u><u>\$ 18,047,856</u></u>	<u>32</u>	<u><u>\$ 20,120,510</u></u>	<u>37</u>	(10)
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:					
Owners of ESFHC	\$ 17,001,757	30	\$ 20,244,626	37	(16)
Non-controlling interests	<u>21,131</u>	-	<u>14,642</u>	-	44
	<u><u>\$ 17,022,888</u></u>	<u>30</u>	<u><u>\$ 20,259,268</u></u>	<u>37</u>	(16)

(Continued)

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019		Percentage Increase (Decrease) %
	Amount	%	Amount	%	
EARNINGS PER SHARE (NEW TAIWAN DOLLARS; Note 37)					
Basic	<u>\$ 1.43</u>		<u>\$ 1.60</u>		
Diluted	<u>\$ 1.43</u>		<u>\$ 1.60</u>		

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to Owners of ESFHC						Other Equity			Non-controlling Interests (Notes 4 and 38)	Total Equity
	Capital Stock (Note 38)		Capital Surplus (Notes 4 and 38)	Retained Earnings (Notes 4, 9 and 38)			Exchange Differences on the Translation of Financial Statements of Foreign Operations (Note 4)	Unrealized Gains on Financial Assets at Fair Value Through Other Comprehensive Income (Notes 4 and 9)	Changes in the Fair Value Attributable to Changes in the Credit Risk of Financial Liabilities Designated as at Fair Value Through Profit or Loss (Note 4)		
	Shares (In Thousands)	Common Stock		Legal Reserve	Special Reserve	Unappropriated Earnings					
BALANCE AT JANUARY 1, 2019	10,828,900	\$ 108,289,000	\$ 24,710,706	\$ 9,361,366	\$ 164,235	\$ 17,102,179	\$ (540,844)	\$ 848,690	\$ 78,956	\$ 115,812	\$ 160,130,100
Effect of retrospective application	-	-	-	-	-	25,846	-	-	-	-	25,846
BALANCE AT JANUARY 1, 2019 AS APPLIED RETROSPECTIVELY	10,828,900	108,289,000	24,710,706	9,361,366	164,235	17,128,025	(540,844)	848,690	78,956	115,812	160,155,946
Appropriation of 2018 earnings											
Legal reserve	-	-	-	1,706,849	-	(1,706,849)	-	-	-	-	-
Cash dividends	-	-	-	-	-	(7,688,367)	-	-	-	-	(7,688,367)
Stock dividends	769,950	7,699,500	-	-	-	(7,699,500)	-	-	-	-	-
Issuance of common stock from employees' compensation	20,650	206,500	255,028	-	-	-	-	-	-	-	461,528
Cash dividends distributed by subsidiary	-	-	-	-	-	-	-	-	-	(7,275)	(7,275)
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	32,223	-	(32,223)	-	-	-
Transfer of changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss upon derecognition	-	-	-	-	-	747	-	-	(747)	-	-
Net income for the year ended December 31, 2019	-	-	-	-	-	20,105,129	-	-	-	15,381	20,120,510
Other comprehensive income (loss) for the year ended December 31, 2019, net of income tax	-	-	-	-	-	293,898	(775,569)	752,722	(131,554)	(739)	138,758
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	20,399,027	(775,569)	752,722	(131,554)	14,642	20,259,268
BALANCE AT DECEMBER 31, 2019	11,619,500	116,195,000	24,965,734	11,068,215	164,235	20,465,306	(1,316,413)	1,569,189	(53,345)	123,179	173,181,100
Appropriation of 2019 earnings											
Legal reserve	-	-	-	2,010,513	-	(2,010,513)	-	-	-	-	-
Cash dividends	-	-	-	-	-	(9,191,766)	-	-	-	-	(9,191,766)
Stock dividends	926,000	9,260,000	-	-	-	(9,260,000)	-	-	-	-	-
Issuance of common stock from employees' compensation	21,600	216,000	384,480	-	-	-	-	-	-	-	600,480
Cash dividends distributed by subsidiary	-	-	-	-	-	-	-	-	-	(12,125)	(12,125)
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(664,477)	-	664,477	-	-	-
Transfer of changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss upon derecognition	-	-	-	-	-	2,892	-	-	(2,892)	-	-
Net income for the year ended December 31, 2020	-	-	-	-	-	18,026,592	-	-	-	21,264	18,047,856
Other comprehensive income (loss) for the year ended December 31 2020, net of income tax	-	-	-	-	-	(306,829)	(772,986)	649,813	(594,833)	(133)	(1,024,968)
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	17,719,763	(772,986)	649,813	(594,833)	21,131	17,022,888
BALANCE AT DECEMBER 31, 2020	<u>12,567,100</u>	<u>\$ 125,671,000</u>	<u>\$ 25,350,214</u>	<u>\$ 13,078,728</u>	<u>\$ 164,235</u>	<u>\$ 17,061,205</u>	<u>\$ (2,089,399)</u>	<u>\$ 2,883,479</u>	<u>\$ (651,070)</u>	<u>\$ 132,185</u>	<u>\$ 181,600,577</u>

The accompanying notes are an integral part of the consolidated financial statements.

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 20,529,092	\$ 23,070,276
Adjustments for:		
Depreciation expenses	2,787,307	2,698,912
Amortization expenses	655,644	618,697
Expected credit losses/bad-debt expenses	3,175,679	1,545,708
Gains on financial assets and liabilities at fair value through profit or loss	(12,327,602)	(15,306,337)
Interest expense	14,750,803	21,392,562
Interest revenue	(36,089,321)	(41,263,631)
Dividend income	(360,957)	(386,034)
Provision for losses on guarantees	49,804	50,988
Salary expenses on share-based payments	518,777	601,387
Gains on disposal of properties and equipment	(1,526)	(52,141)
Losses on disposal of intangible assets	-	21
Gains on disposal of assets held for sale	(173,592)	-
Gains on disposal of investments	(1,567,646)	(706,728)
Impairment losses (reversal of impairment losses) on non-financial assets	(630)	704
Others	9,607	10,993
Changes in operating assets and liabilities		
Due from the Central Bank and call loans to other banks	(28,705,429)	(6,580,307)
Financial assets at fair value through profit or loss	(162,981,789)	(18,137,793)
Financial assets at fair value through other comprehensive income	(46,464,409)	(32,384,764)
Investments in debt instruments at amortized cost	(4,076,817)	(4,516,329)
Receivables	(4,257,641)	(19,622,172)
Discounts and loans	(178,340,103)	(113,243,466)
Other financial assets	1,804,409	5,602,895
Other assets	(1,368,528)	59,645
Deposits from the Central Bank and other banks	(2,934,800)	(14,319,234)
Financial liabilities at fair value through profit or loss	(16,917,798)	(9,358,822)
Securities sold under repurchase agreements	4,077,009	(5,298,550)
Payables	6,291,632	(9,204)
Deposits and remittances	408,482,624	196,290,648
Provision for employee benefits	(13,327)	(15,790)
Provisions	(820)	-
Other financial liabilities	25,780,916	10,539,998
Other liabilities	440,254	1,429,270
Cash used in operations	(7,229,178)	(17,288,598)
Interest received	43,819,965	50,238,583
Dividend received	442,630	462,785
Interest paid	(17,418,901)	(22,495,393)
Income tax paid	(3,840,779)	(2,753,808)
Net cash generated from operating activities	<u>15,773,737</u>	<u>8,163,569</u>

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E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of assets held for sale	\$ 334,178	\$ -
Payments for properties and equipment	(1,963,191)	(2,849,593)
Proceeds from disposal of properties and equipment	19,845	106,739
Decrease in operating deposits	15,000	-
Increase in settlement fund	(329)	(3,591)
Decrease in settlement fund	6,199	10,521
Increase in refundable deposits	(1,591,956)	-
Decrease in refundable deposits	-	516,412
Payments for intangible assets	(381,627)	(516,210)
Payments for right-of-use assets	(430)	(381)
Increase in other assets	<u>(912)</u>	<u>(382)</u>
Net cash used in investing activities	<u>(3,563,223)</u>	<u>(2,736,485)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	848,371	-
Decrease in short-term borrowings	-	(10,000)
Increase in due to the Central Bank and other banks	8,044,340	-
Increase in commercial paper issued	-	1,012,907
Decrease in commercial paper issued	(424,867)	-
Proceeds from issue of corporate bonds	-	4,000,000
Repayments of corporate bonds	-	(3,800,000)
Proceeds from issue of bank debentures	7,000,000	3,000,000
Repayments of bank debentures	(5,100,000)	(7,780,000)
Proceeds from long-term borrowings	2,851	-
Increase in financial liabilities designated as at fair value through profit or loss	-	309,100
Decrease in financial liabilities designated as at fair value through profit or loss	-	(310,060)
Increase in guarantee deposits received	3,635,359	-
Decrease in guarantee deposits received	-	(391,648)
Repayments of the principal portion of lease liabilities	(1,063,280)	(1,053,259)
Cash dividends paid	(9,191,766)	(7,688,367)
Cash dividends paid to non-controlling interests	<u>(12,125)</u>	<u>(7,275)</u>
Net cash generated from (used in) financing activities	<u>3,738,883</u>	<u>(12,718,602)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>(183,104)</u>	<u>1,817,254</u>

(Continued)

E.SUN FINANCIAL HOLDING COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019 (In Thousands of New Taiwan Dollars)

	2020	2019
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ 15,766,293	\$ (5,474,264)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>54,299,407</u>	<u>59,773,671</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 70,065,700</u>	<u>\$ 54,299,407</u>
	December 31	
	2020	2019
RECONCILIATIONS OF THE AMOUNTS IN THE CONSOLIDATED STATEMENTS OF CASH FLOWS WITH THE EQUIVALENT ITEMS REPORTED IN THE CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2020 AND 2019		
Cash and cash equivalents in the consolidated balance sheets	\$ 54,640,670	\$ 43,023,628
Due from the Central Bank and call loans to other banks in accordance with cash and cash equivalents under IAS 7 "Statement of Cash Flows"	13,124,834	6,304,694
Securities purchased under resell agreements in accordance with cash and cash equivalents under IAS 7 "Statement of Cash Flows"	<u>2,300,196</u>	<u>4,971,085</u>
Cash and cash equivalents at the end of the year	<u>\$ 70,065,700</u>	<u>\$ 54,299,407</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
E.SUN Financial Holding Company, Ltd.

Opinion

We have audited the accompanying consolidated financial statements of E.SUN Financial Holding Company, Ltd. (ESFHC) and its subsidiaries (collectively, the Company), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2020 and 2019, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon,

and we do not provide a separate opinion on these matters.

The key audit matters of the Company's consolidated financial statements for the year ended December 31, 2020 are described as follows:

Assessment of Allowance for Possible Losses on Loans

The Company is engaged principally in providing loans to customers. As of December 31, 2020, the net amount of discounts and loans of the Company represented approximately 55% of total consolidated assets, and is considered material to the consolidated financial statements as a whole. Besides assessing expected credit losses of loans in accordance with IFRS 9 "Financial Instruments", the management of E.SUN Commercial Bank, Ltd. (E.SUN Bank), a subsidiary of ESFHC, complies with the Regulations Governing the Procedures for Banking Institutions to Evaluate Assets and Deal with Non-performing/Non-accrual Loans and related regulations (collectively, the Regulations) when assessing classification of credit assets and recognizing allowance for possible losses. For accounting policies and relevant information about loan impairment assessment of E.SUN Bank, please refer to Notes 4, 5 and 14 to the consolidated financial statements.

We determined the assessment of allowance for possible losses on loans to be a key audit matter for the year ended December 31, 2020 because the assessment made by E.SUN Bank to assess the classification of credit assets and recognize allowance for possible losses in accordance with the Regulations involves critical estimates and judgements.

The main audit procedures we performed in response to certain aspects of the key audit matter described above are as follows:

1. We obtained an understanding of and performed test on the relevant internal controls in respect of E.SUN Bank's loan impairment assessment.
2. We acquired the loan evaluation form used by management of E.SUN Bank and assessed the provision for possible losses on credit assets; we tested the completeness of the loan assets.
3. We assessed that the loans of E.SUN Bank were classified in accordance with the definition of the Regulations.
4. We calculated the required provision of allowance for possible losses on loans of E.SUN Bank in order to assess whether it complied with the Regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine

that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yin-Chou Chen and Chen-Hsiu Yang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 19, 2021

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

Audit Committee Report

To: E.SUN Financial Holding Company 2021 General Shareholders' Meeting

The board of directors has complied and submitted the company's 2020 consolidated financial statements audited by Certified Public Accountants of Deloitte & Touche, business report and statement of distribution of retained earnings to Audit Committee. After reviewing the abovementioned statements and reports and discussing with the CPAs, the Audit Committee has found them to meet the requirements of applicable laws and regulations. This report is hereby prepared in accordance with Article 14-4 of Security and Exchange Act and Article 219 of Company Act and submitted for your approval.

E.SUN Financial Holding Company Audit Committee

Independent Director:



Independent Director:



Independent Director:



Independent Director:



Independent Director:



Date: April 21 2021

<Appendix 4>

The Current Version

E.SUN FHC Rules for Procedure of Shareholders' Meeting

(If there is any discrepancy between Chinese version and English version of the articles of incorporation of the Company, the Chinese version shall prevail.)

Article 1 (Basis)

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 182-1, paragraph 2 of the Company Act and Article 11 of Corporate Governance Best-Practice Principles for Financial Holding Companies.

Article 2 The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3 (Convening shareholders meetings and shareholders meeting notices)

The Company's shareholders' meetings shall, unless otherwise provided for in applicable laws and regulations, be convened by the Board of Directors.

The background and details of the notice to convene a General Meeting of Shareholders, the proxy form, the proposals to be acknowledged or discussed, and the list of directors to be elected or dismissed shall be prepared in electronic format and sent to the Market Observation Post System not later than 30 days prior to the scheduled meeting date for a general meeting and 15 days for an extraordinary meeting. The agenda and supplemental documents shall be prepared in electronic format and sent to the Market Observation Post System not later than 21 days prior to the scheduled meeting date for a general meeting and 15 days for an extraordinary meeting. The agenda and supplemental documents for an upcoming shareholders meeting shall be made readily available to shareholders and displayed at the company not later than 15 days prior to the scheduled meeting date. The same agenda and supplemental documents shall also be distributed at the venue during the shareholders meeting.

The cause(s) or subject(s) of a shareholders' meeting to be convened shall be indicated in the individual notice to be given to shareholders; and the notice may, as an alternative, be

given by means of electronic transmission, after obtaining prior consent from the recipient(s) thereof.

Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for ceasing the Company's status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185, paragraph 1 hereof shall be itemized in the causes or subjects to be listed in the notice to convene a shareholders' meeting, and shall not be brought up as extemporary motions. The main content may be placed on a website designated by the competent authority or the company itself, in which case the URL should be shown in the notice.

Where the cause(s) of a shareholders meeting already includes a re-election of directors and states the effective date for the appointment, the effective date cannot be changed by extemporary motion or any other means in the same meeting after the re-election is completed.

Article 4 (Shareholders' right of proposal)

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. However, the board of directors may include a proposal in the agenda if the proposal urges this Corporation to contribute to public interest or fulfill its corporate social responsibility. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, Written acceptance and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 5 (Proxy attendance at the shareholders meeting and authorization)

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 6 (Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 7 (Preparation of shareholders' meeting agenda handbook and attendance book, etc.)

This Corporation shall state the time and venue of registration and other important information for shareholders in a notice of shareholders meeting.

The time of registration in the preceding paragraph shall start at least thirty minutes prior to the meeting. The venue of registration shall be clearly indicated and sufficiently staffed.

This Corporation shall furnish the attending shareholders and their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The attendance book, sign-in cards, and proxy attendance letters of authorization must be preserved for at least one year. However, when shareholders initiate a suit in accordance with Article 189 of the Company Act, such documents shall be preserved until the conclusion of the suit.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 8 (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

If the powers of the chairperson is exercised by a managing director or director in the preceding paragraph, the managing director or director should be one who has been in office for six months or longer and be familiar with this Corporation's finance and business

activities. The same requirement shall also apply if the chairperson is a representative of an institutional director.

The Chairperson shall preside in person at the board meeting convening the shareholders meeting, and at least one-half of the directors on the board and at least one person from each functional committee must be in attendance; the state of attendance shall be recorded in the shareholders meeting minutes.

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

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

Article 9 (Documentation of a shareholders meeting by audio or video)

The company, starting at the time of registration, shall make a video or audio recording of the entire shareholders meeting in a continuous uninterrupted manner and including the registration process, the meeting, and the voting process.

The aforesaid recordings shall preserve for at least one year. However, when shareholders initiate a suit in accordance with Article 189 of the Company Act, such recordings shall be preserved until the conclusion of the suit.

Article 10 (Calculation of the number of shares in attendance at the shareholders meeting and holding of the meeting)

Attendance at shareholders meetings shall be calculated based on numbers of shares. 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 the number of shares whose voting rights are exercised by correspondence or electronically.

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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, 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; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

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 11 (Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Related proposals (including extemporary motions and amendments of existing proposals) shall be voted on a case-by-case basis. 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 a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair 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 for a vote, and allocate sufficient time for voting.

Article 12 (Shareholder speech)

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.

Each shareholders speaking concerning a proposal may speak only once concerning a reporting matter, and each instance of speaking may not exceed 5 min. In the case of other proposals (including motions from the floor), shareholders may not speak more than twice without the chair's consent, and each instance may not exceed 5 min. However, the chair may terminate a shareholder's speaking if the shareholder violates regulations or speaks concerning issues outside the scope of the proposal topic.

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.

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.

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

Article 13 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

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

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.

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 3 percent 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.

Article 14 (Voting on proposals, supervision of voting, and ballot counting method)

A shareholder shall be entitled to one vote for each share held; this requirement shall not apply to those who are restricted by law from voting or have no voting rights.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require a majority of the voting rights represented by the attending shareholders to be in favor. At the time of a vote, 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. The shareholders will vote on the proposals on a case-by-case basis. The results, including the numbers of votes in favor, against, and forfeited, will be entered into the Market Observation Post System after the shareholders meeting.

When there are no objections after the chair has asked the shareholders in attendance whether they have any objections to a proposal, the proposal shall be deemed to have passed, and the effectiveness of this method shall be equivalent to that of voting; if there are any objections, however, voting shall be performed as specified in the previous paragraph.

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.

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 Corporation.

For voting at a shareholders meeting or an election, vote counting shall be conducted in public at the place of the shareholders meeting. The results of the voting, including the percentages, shall be announced on-site after all the votes are counted at the meeting, and a record made of the vote.

Article 14-1 (Electronic voting)

When this company holds a shareholders meeting, it shall include electronic means as a possible channel for the exercise of voting rights, and this method shall be stated in the shareholders meeting notification. A shareholder exercising voting rights by electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation 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 electronic means, in the event the shareholder intends to attend the shareholders meeting in person, that shareholder should be able to use the same method as used to exercise his or her voting rights to express his or her wish to retract the exercise of voting rights in the previous paragraph 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 electronic means shall prevail.

When a shareholder has exercised voting rights by electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Article 15 (Election of directors and supervisors)

When a shareholders meeting elects directors, the election shall be held in accordance with this company's "director election regulations," and the election results shall be announced on the spot, including the list of directors elected and the percentages of winning votes.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 16 (meeting minutes)

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 in the preceding paragraph may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the paragraph 1 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 (including the percentages). In an election of directors, the percentage of winning votes for each candidate shall be disclosed, and shall be retained for the duration of the existence of this Corporation.

Article 17 (Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 18 (Maintaining order at the meeting place)

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

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

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 19 (Recess and resumption of a shareholders meeting)

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 20 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Article 21 These Rules were formulated on December 10, 2001.

Amended for the first time at the shareholders' meeting on June 28, 2011.

Amended for the second time at the shareholders' meeting on June 22, 2012.

Amended for the third time at the shareholders' meeting on June 12, 2015

Amended for the fourth time at the shareholders' meeting on June 14, 2019.

Amended for the fifth time at the shareholders' meeting on June 12, 2020.

E.SUN FHC Rules for Procedure of Shareholders' Meeting

(If there is any discrepancy between Chinese version and English version of the articles of incorporation of the Company, the Chinese version shall prevail.)

Article 1 (Basis)

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 182-1, paragraph 2 of the Company Act and Article 11 of Corporate Governance Best-Practice Principles for Financial Holding Companies.

Article 2 The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3 (Convening shareholders meetings and shareholders meeting notices)

The Company's shareholders' meetings shall, unless otherwise provided for in applicable laws and regulations, be convened by the Board of Directors.

The background and details of the notice to convene a General Meeting of Shareholders, the proxy form, the proposals to be acknowledged or discussed, and the list of directors to be elected or dismissed shall be prepared in electronic format and sent to the Market Observation Post System not later than 30 days prior to the scheduled meeting date for a general meeting and 15 days for an extraordinary meeting. The agenda and supplemental documents shall be prepared in electronic format and sent to the Market Observation Post System not later than 21 days prior to the scheduled meeting date for a general meeting and 15 days for an extraordinary meeting. The agenda and supplemental documents for an upcoming shareholders meeting shall be made readily available to shareholders and displayed at the company not later than 15 days prior to the scheduled meeting date. The same agenda and supplemental documents shall also be distributed at the venue during the shareholders meeting.

The cause(s) or subject(s) of a shareholders' meeting to be convened shall be indicated in the individual notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining prior consent from the recipient(s) thereof.

Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for ceasing the Company's status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185, paragraph 1 hereof shall be itemized in the causes or subjects to be listed in the notice to convene a shareholders' meeting, and shall not be brought up as extemporary motions.

Where the cause(s) of a shareholders meeting already includes a re-election of directors and states the effective date for the appointment, the effective date cannot be changed by extemporary motion or any other means in the same meeting after the re-election is completed.

Article 4 (Shareholders' right of proposal)

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. However, the board of directors may include a proposal in the agenda if the proposal urges this Corporation to contribute to public interest or fulfill its corporate social responsibility. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, Written acceptance and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article.

At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 5 (Proxy attendance at the shareholders meeting and authorization)

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 6 (Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 7 (Preparation of shareholders' meeting agenda handbook and attendance book, etc.)

This Corporation shall state the time and venue of registration and other important information for shareholders in a notice of shareholders meeting.

The time of registration in the preceding paragraph shall start at least thirty minutes prior to the meeting. The venue of registration shall be clearly indicated and sufficiently staffed.

This Corporation shall furnish the attending shareholders and their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The attendance book, sign-in cards, and proxy attendance letters of authorization must be preserved for at least one year. However, when shareholders initiate a suit in accordance with Article 189 of the Company Act, such documents shall be preserved until the conclusion of the suit.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 8 (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

If the powers of the chairperson is exercised by a managing director or director in the preceding paragraph, the managing director or director should be one who has been in office for six months or longer and be familiar with this Corporation's finance and business activities. The same requirement shall also apply if the chairperson is a representative of an institutional director.

The Chairperson shall preside in person at the board meeting convening the shareholders meeting, and at least one-half of the directors on the board and at least one person from each functional committee must be in attendance; the state of attendance shall be recorded in the shareholders meeting minutes.

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

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

Article 9 (Documentation of a shareholders meeting by audio or video)

The company, starting at the time of registration, shall make a video or audio recording of the entire shareholders meeting in a continuous uninterrupted manner and including the registration process, the meeting, and the voting process.

The aforesaid recordings shall preserve for at least one year. However, when shareholders initiate a suit in accordance with Article 189 of the Company Act, such recordings shall be preserved until the conclusion of the suit.

Article 10 (Calculation of the number of shares in attendance at the shareholders meeting and holding of the meeting)

Attendance at shareholders meetings shall be calculated based on numbers of shares. 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 the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time, and the number of shares having no voting right and the number of shares in attendance shall be announced at the same 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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, 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; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

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 11 (Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Related proposals (including extemporary motions and amendments of existing proposals) shall be voted on a case-by-case basis. 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 a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair 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 for a vote, and allocate sufficient time for voting.

Article 12 (Shareholder speech)

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.

Each shareholders speaking concerning a proposal may speak only once concerning a reporting matter, and each instance of speaking may not exceed 5 min. In the case of other proposals (including motions from the floor), shareholders may not speak more than twice without the chair's consent, and each instance may not exceed 5 min. However, the chair may terminate a shareholder's speaking if the shareholder violates regulations or speaks concerning issues outside the scope of the proposal topic.

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.

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.

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

Article 13 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

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

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.

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 3 percent 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.

Article 14 (Voting on proposals, supervision of voting, and ballot counting method)

A shareholder shall be entitled to one vote for each share held; this requirement shall not apply to those who are restricted by law from voting or have no voting rights.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require a majority of the voting rights represented by the attending shareholders to be in favor. At the time of a vote, 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. The shareholders will vote on the proposals on a case-by-case basis. The results, including the numbers of votes in favor, against, and forfeited, will be entered into the Market Observation Post System after the shareholders meeting.

When there are no objections after the chair has asked the shareholders in attendance whether they have any objections to a proposal, the proposal shall be deemed to have passed, and the effectiveness of this method shall be equivalent to that of voting; if there are any objections, however, voting shall be performed as specified in the previous paragraph.

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.

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 Corporation.

For voting at a shareholders meeting or an election, vote counting shall be conducted in public at the place of the shareholders meeting. The results of the voting, including the percentages, shall be announced on-site after all the votes are counted at the meeting, and a record made of the vote.

Article 14-1 (Electronic voting)

When this company holds a shareholders meeting, it shall include electronic means as a possible channel for the exercise of voting rights, and this method shall be stated in the shareholders meeting notification. A shareholder exercising voting rights by electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation 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 electronic means, in the event the shareholder intends to attend the shareholders meeting in person, that shareholder should be able to use the same method as used to exercise his or her voting rights to express his or her wish to retract the exercise of voting rights in the previous paragraph 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 electronic means shall prevail.

When a shareholder has exercised voting rights by electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Article 15 (Election of directors and supervisors)

When a shareholders meeting elects directors, the election shall be held in accordance with this company's "director election regulations," and the election results shall be announced on the spot, including the list of directors elected and non-elected, and the percentages of winning votes of elected and non-elected directors.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 16 (meeting minutes)

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 in the preceding paragraph may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the paragraph 1 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 (including the percentages). In an election of directors, the percentage of winning votes for each candidate shall be disclosed, and shall be retained for the duration of the existence of this Corporation.

Article 17 (Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 18 (Maintaining order at the meeting place)

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

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

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 19 (Recess and resumption of a shareholders meeting)

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 20 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Article 21 These Rules were formulated on December 10, 2001.

Amended for the first time at the shareholders' meeting on June 28, 2011.

Amended for the second time at the shareholders' meeting on June 22, 2012.

Amended for the third time at the shareholders' meeting on June 12, 2015

Amended for the fourth time at the shareholders' meeting on June 14, 2019.

Amended for the fifth time at the shareholders' meeting on June 12, 2020.

Amended for the sixth time at the shareholders' meeting on June 11, 2021

<Appendix 5>

**E.SUN FINANCIAL HOLDING COMPANY, LTD.
ARTICLES OF INCORPORATION**

(If there is any discrepancy between Chinese version and English version of the articles of incorporation of the Company, the Chinese version shall prevail.)

Chapter 1: GENERAL PROVISIONS

- Article 1: The Company is incorporated in accordance with the provisions of Company Act, Financial Holding Company Act and other relevant laws and regulations, with the aim to increase its economic scale, achieve operating synergies, and increase competitiveness.
- Article 2: The name of the Company shall be “E.SUN FINANCIAL HOLDING COMPANY, LTD.” (abbreviated to “E.SUN FHC”).
- Article 3: The headquarters of the Company shall be established in Taipei City, and the Company may establish branches in other appropriate locations inside or outside Taiwan as necessary. The establishment, cancellation or alteration of branches shall be subject to resolutions of the board of directors of the Company and the approval from and registration with the competent authorities.
- Article 4: The public announcements of the Company shall be published in a conspicuous place on a daily newspapers commonly circulated in the area where the headquarters of the Company is located, unless otherwise required by laws and regulations, the competent securities authorities, or regulations of the Company.

CHAPTER 2: SHARES

- Article 5: The total capital amount of the Company shall be One Hundred and Fifty Billion New Taiwan Dollars (NT\$150,000,000,000), divided into Fifteen Billion (15,000,000,000) shares at a par value of Ten New Taiwan Dollars (NT\$10) per share. The board of directors is authorized to issue such shares in installments.
- Within the total amount of shares given above, the Company may conduct buybacks and issue share subscription warrants and restricted stock for employees, with the Board of Directors authorized to resolve on doing so in installments. The intended recipients shall include employees of affiliate companies who meet certain criteria.
- Article 6: The share certificates of the Company shall be issued in registered form after being signed or sealed by the chairman and three (3) directors, and certified and issued in accordance with laws and regulations of the competent authority.
- The Company may issue registered stock without printing share certificates or may print

a global share certificate representing the total number of the new shares to be issued in one issuance; however, the shares shall be registered by or placed under the custody of a centralized securities custodian.

Article 7: The shareholders of the Company shall supply a specimen chop to the Company for record. Collection of dividends, bonuses or exercise of shareholders rights in writing shall be based on the said chop impressions.

Article 8: The entries in the shareholders' roster in relation to the transfer of shares of the Company shall not be altered within sixty (60) days before an annual shareholders meeting, thirty (30) days before an extraordinary shareholders meeting, or five (5) days before the record date for distribution of dividends, bonuses or other benefits.

Article 9: Matters relating to shares of the Company shall be performed in accordance with the provisions of the Company Act, directions of the competent authorities, and other relevant laws and regulations.

CHAPTER 3: SCOPE OF BUSINESS

Article 10: The Company shall engage in: H801011 financial holding company business.

Article 11: The scope of business of the Company shall be as follows:

1. The Company may invest in the following businesses:

- (1) Financial Holding Companies;
- (2) Banking businesses;
- (3) Bills finance businesses;
- (4) Credit card businesses;
- (5) Trust businesses;
- (6) Insurance businesses;
- (7) Securities businesses;
- (8) Futures businesses;
- (9) Venture capital businesses;
- (10) Foreign financial institutions approved for investment by the competent authorities;
- (11) Other businesses approved by the competent authorities as related to the financial industry.

2. Management of the invested business listed in the preceding paragraph.

3. The Company may apply to the competent authorities for investment in businesses other than those described in Paragraph 1 above.

4. Other businesses approved by the competent authorities.

CHAPTER 4: SHAREHOLDERS MEETING

Article 12: The shareholders' meetings of the Company include annual meetings and extraordinary meetings:

1. Annual meetings shall be convened by the board of directors within six (6) months after the end of each fiscal year.
2. If necessary, extraordinary meetings are convened according to the Company Act.

Article 13: Where a shareholder intends to appoint a proxy to attend a shareholders' meeting, such shareholder shall execute the proxy form prepared by the Company, specifying the scope of authority granted to the proxy, and sign or seal the proxy form. Proxy forms shall be delivered to the Company five (5) days before a shareholders' meeting. A shareholder may issue only one proxy form and appoint only one proxy. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the proxy to the Company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person or to exercise his/her/its voting power by way of electronic transmission, a proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

When a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

Article 14: The shareholders' meetings shall be chaired by the chairman of the Company. Where the chairman is absent or unable to exercise his/her powers for any reason, the chairman shall designate a director to do so on his/her behalf. Whenever the chairman does not make a designation, the directors shall elect a director one (1) from amongst themselves to preside the meeting.

Article 15: Unless otherwise provided by these Articles, or the laws and regulations, each shareholder of the Company shall be entitled to one vote for each share owned.

Juristic persons may have more than one (1) representative, but exercise of voting rights by such representative/s shall be based on the total number of shares held by the juristic person. Where there are more than two (2) representatives, they shall exercise the said voting rights jointly.

Article 16: The shareholders meeting shall have the following powers and duties:

1. Review and amend the articles of incorporation of the Company.

2. Elect directors.
3. Inspect statements prepared by the board of directors and reports prepared by the audit committee.
4. Resolutions for increase or reduction of capital.
5. Resolutions for distribution of profits, dividends and bonuses.
6. Other matters subject to resolutions of the shareholders' meeting according to relevant laws or regulations.

Article 17: Unless otherwise provided by the Company Law, resolutions made by shareholders' meeting shall be adopted if approved by a meeting attended by shareholders representing more than half (1/2) of total issued shares, and approved by more than half (1/2) of the voting rights present.

Where the number of shares represented by the shareholders present is less than half but those present represent one-third (1/3) or more of total number of issued shares, a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a shareholders' meeting within one month.

In the aforementioned shareholders meeting, if the tentative resolution is again adopted by a majority of those present who represent one-third (1/3) or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the first paragraph.

The tentative resolution referred to in the preceding two paragraphs does not apply to the election of directors, and other matters that require a special resolution according to provisions of the Company Law.

Article 18: Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting, and distributed to all shareholders within twenty (20) days after the meeting in accordance with the Procedural Rules Governing Shareholders' Meetings of the Company.

CHAPTER 5: BOARD OF DIRECTORS

Article 19: The Company shall have nine (9) to thirteen (13) directors. A director shall hold office for a term of three (3) years and shall be eligible for reelection. Directors shall be elected by the shareholders meeting from persons with capacity and good morals.

The aggregate number of shares held by the aforementioned board of directors may not be lower than the minimum percentage stipulated in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies".

Article 19-1: Among the directors of the Company, the independent directors shall not be less than three (3) in number and not be less than one-fifth (1/5) of the total number of directors. The directors of the Company include independent directors and shall be elected with a candidate nomination system by shareholders from among those listed in the slate of director candidates. The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to directors shall be handled in accordance with the rules promulgated by the competent authority.

Article 20: When the number of vacancies in the board of directors of the Company equals to one-third (1/3) of the total number of directors, the board of directors shall convene an extraordinary shareholders meeting within sixty (60) days to elect succeeding directors to fill the vacancies, who shall serve for the remaining part of the prevailing term.

Article 21: The chairman of the board of directors shall be elected from amongst the directors, by a board meeting attended by more than two-thirds (2/3) of directors, and approved by more than half of attending directors.

The chairman of the board of directors shall internally reside the shareholders' meetings and the meetings of the board of directors and externally represent the Company. Where the chairman of the board of directors is absent or unable to exercise his/her powers for any reason, the chairman shall designate a director to do so on his/her behalf. Where the chairman has not made a designation, the directors shall elect one from amongst themselves an acting chairman of the board of directors.

Article 22: The board of directors shall have the following powers and duties:

1. Determination of significant businesses and proposals.
2. Proposal for increase or reduction of capital.
3. Decision in regard with establishment, cancellation or change of domestic or overseas branches.
4. Review of major contracts.
5. Determination of budgets and preparation of final accounts.
6. Decisions for purchase, sale, lease, or disposal of significant real estate.
7. Proposal of profits distribution.
8. Appointment and dismissal of President, Deputy President, Senior Executive Vice President, General Managers and Chief Auditor.
9. Appoint directors and supervisors of subsidiaries.
10. Establishment of functional special committees.
11. Other powers granted by law and resolutions of the shareholders meeting.

Where a matter referred to in subparagraph 6 of the preceding paragraph is a matter

stipulated in Article 185 of the Company Law, such matter shall be subject to special resolution of the shareholders meeting.

Article 23: The meetings of board of directors shall be held at least quarterly, and shall be convened by the chairman of the board of directors unless otherwise provided by Company Act.

In calling a meeting of the board of directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director no later than seven (7) days prior to the scheduled meeting date. In emergency circumstances, however, the meeting may be convened at any time.

The notice shall be affected by means of mail, deliver in person, fax, telex, telegram, wire, e-mail, or other forms of electronic transmission.

Except for the matters which shall be decided by the board of directors according to laws and regulations, the board of directors of the Company may authorize the chairman of the board of directors to exercise the power and authority of the board of directors during the recess of the board of directors. The authorized matters are as follows:

1. Appoint directors, supervisors, and authorized representatives of subsidiaries(including overseas branches, affiliates or subsidiaries).
2. Adjustment on the Company's organization or revision of charter of the Company.
3. Supervising and managing the trading of financial derivatives of the Company.
4. The applicable record dates for capital increase or capital reduction, cash dividends allocation, and stock subscription or allocation, etc.
5. Other matters authorized by the board of directors.

Article 24: The directors shall attend the meeting of the board of directors in person. Where a director is unable to attend for any reason, he/she may authorize another director to be a proxy, provided that he/she shall issue a proxy form each time and enumerate the scope of authority granted to the proxy.

A director may only serve as proxy for one (1) other director at the same time.

Article 25: Unless otherwise provided by the Company Law, resolutions made by the meeting of board of directors shall be adopted only if approved by a meeting attended by more than half (1/2) of directors, and approved by more than half (1/2) of the directors present.

Article 26: Resolutions adopted in the meeting of the board of directors shall be recorded in the minutes of the meetings, which shall be affixed with the signature or seal of the chairman of the board of directors, and distributed to all directors within twenty (20) days after the meeting.

Minutes of the meeting of board of directors shall record the date and place of the meeting, name of the chairman, and the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting.

Minutes of the meetings of the board of directors shall be kept together with the attendance book bearing the signatures of directors present at the meetings and the proxy forms.

The distribution of minutes of the meetings in first paragraph of this article may be effected by means of electronic transmission.

Article 27: When holding a meeting of the board of directors, the Company may, as necessary for the agenda items of the meeting, notify non-director officers from relevant departments to attend the meeting as non-voting participants, and when necessary, the Company may also invite certified public accountants, attorneys, or other professionals to attend the meeting as non-voting participants.

Article 27-1: The Company may purchase liability insurance policies for directors and key employees in accordance with resolutions of the board of directors.

Following the suggestion of the compensation committee, the board of directors is authorized to determine the proportions of remuneration to the chairman and directors, according to their involvement and contribution to the operations of the Company, taking into account the standards of other firms of the same industry.

CHAPTER 6: AUDIT COMMITTEE

Article 28: The Company shall establish an audit committee. The audit committee shall be composed of the entire number of independent directors, and shall not be fewer than three (3) persons in number, one (1) of whom shall be convener, and at least one (1) of whom shall have accounting or financial expertise.

Article 29: The audit committee shall have the following authority:

1. Adoption or amendment of an internal control system pursuant to Article 14-1 of Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. Adoption or amendment, pursuant to Article 36-1 of Securities and Exchange Act, of handling procedures for acquisition or disposal of assets, and handling derivatives trading transactions.
4. A matter bearing on the personal interest of a director.
5. A material asset or derivatives transaction.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring or dismissal of an attesting CPA, or the compensation given thereto.
8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Annual and semi-annual financial reports.
10. Any other material matter so required by the Company or the competent authorities.

Article 30: The exercise of the powers and duties and other compliance matters of the audit committee shall be handled in accordance with the relevant laws and regulations or the regulations of the Company.

CHAPTER 7: MANAGERS

Article 31: The Company shall have a president, deputy presidents, senior executive vice presidents, a general auditor, executive vice presidents and managers, all of whom shall be appointed or discharged by resolution of the meeting of the board of directors according to Company Act, Financial Holding Company Act and related laws and regulations.

Article 32: The president shall handle all operations of the Company in accordance with resolutions of the meeting of the board of directors. The deputy presidents, senior executive vice presidents and the executive vice presidents shall assist the president.

Article 33: Where the president takes a leave or is unable to exercise his/her powers for any reason, the chairman of the board of directors may designate one (1) deputy president or senior executive vice president to exercise the powers of the president on his/her behalf.

CHAPTER 8: ACCOUNTING

Article 34: Fiscal year of the Company shall commence from January 1 to December 31 of each year.

Article 35: Upon the end of each fiscal year, the board of directors shall prepare the following accounts and statements, and submit the same to the shareholders at the annual shareholders' meeting for recognition in accordance with relevant laws:

1. Business report;
2. Financial statements;
3. Proposal for distribution of profits or making up of losses.

The aforementioned final accounts shall be submitted to the competent authorities in accordance with provisions of the Company Act, Securities and Exchange Act, Financial Holding Company Act, and other relevant laws and regulations, and be publicly disclosed according to relevant laws and regulations.

Article 36: The earnings of the Company in a given year (pretax profit before distribution of employee and director compensation) shall be reserved to cover the losses accumulated from previous years. 2% to 5% of the balance from the above shall be allocated as employee compensation, while not more than 0.9% shall be allocated as director compensation.

If employee compensation is to be distributed in the form of shares, the Company may either issue new shares or repurchase existing shares.

Recipients of employee compensation shall include employees of affiliate companies who fulfill certain criteria. Proposals of employee and director compensation distribution shall be presented to shareholders' meetings.

Article 36-1: If the final accounting of the Company shows profit, after having paid all taxes and duties, the losses accumulated in the preceding years shall be first covered before the

remaining amount is appropriated as legal reserve and special reserve in accordance with the law. If necessary, a special reserve may also be appropriated. The distribution of remaining profits together with the reversal of special reserve as well as the retained earnings accumulated from previous years shall then be proposed by the board of directors and submitted for resolution at shareholders' meetings.

In order to achieve the goal of sound financial structure and to increase the ratio of self-owned capital, the dividend distribution policy of the Company shall be formulated primarily on the basis of stock dividend. In the event that the BIS ratio of the Company at the time final dividends are proposed to be distributed after compilation of final financial statements is greater than that required by the competent authority, a portion of no less than 10% of total dividends may be distributed as cash dividend. However, in the event the proposed distribution of cash dividend is lower than NT\$0.1 per share, the Company may, at its sole discretion, opt to make such distribution in the form of stock dividends.

The distribution of dividends shall be conducted based on the shareholdings of shareholders as recorded in the shareholders register on the dividend distribution baseline date.

CHAPTER 9: MISCELLANEOUS

- Article 37: The organization and procedural rules governing meetings of the board of directors, organizational rules, responsibilities of the board of directors and managers, the departmental responsibilities and other company regulations shall be separately determined.
- Article 38: Any matters not provided for in these Articles shall be governed by Financial Holding Company Act, Company Act and other relevant laws and regulations.
- Article 39: These Articles shall enter into force upon registration with the competent authorities. The same applies to any amendments.
- Article 40: These Articles are established on December 10, 2001.
The first amendment was made in the shareholders' meeting of June 26, 2002
The second amendment was made in the shareholders' meeting of June 11, 2004.
The third amendment was made in the shareholders' meeting of June 10, 2005.
The fourth amendment was made in the shareholders' meeting of June 9, 2006.
The fifth amendment was made in the shareholders' meeting of June 13, 2008.
The sixth amendment was made in the shareholders' meeting of June 22, 2012.
The seventh amendment was made in the shareholders' meeting of June 21, 2013.
The eighth amendment was made in the shareholders' meeting of June 20, 2014.
The ninth amendment was made in the shareholders' meeting of June 8, 2016.
The tenth amendment was made in the shareholders' meeting of June 16, 2017.
The eleventh amendment was made in the shareholders' meeting of June 14, 2019.

<Appendix 6>

E.SUN Financial Holding Co., Ltd.
Shareholdings of members of the 7th Board of Directors

Title	Name	Number of shares held
Chairman	Representative of E.SUN Volunteer & Social welfare Foundation Yung-Jen Huang	39,622,547
Director	Representative of E.SUN Culture and Education Foundation Joseph N.C. Huang	20,302,972
Director	Representative of Hsin Tung Yang Co., Ltd. Jackson Mai	69,619,494
Director	Representative of Fu-Yuan Investment Co.,Ltd. Ron-Chu Chen	50,827,418
Director	Representative of Shang Li Car Co.,Ltd. Chien-Li Wu	56,352,000
Director	Magi Chen	2,351,097
Director	Mao-Chin Chen	1,867,147
Independent director	Ryh-Yan Chang	0
Independent director	Chun-Yao Huang	0
Independent director	Ying-Hsin Tsai	0
Independent director	Hung-Chang Chiu	0
Independent director	Ruey-Lin Hsiao	0
The minimum legal number of shares that all directors should hold		160,000,000
Number of shares held by all directors		240,942,675

- Notes :
- 1.This report is made in accordance with Securities and Exchange Act Article 26 and Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies Article 3.
 - 2.The shareholdings of above (including shares that retain the power to decide the allocation of the trust fund) are shares held by individual and all directors recorded on shareholder roster as of the book closure date (2021/4/13).
 - 3.The shareholdings of all directors of the Company are compliant with the standards set by the Securities and Futures Bureau for the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies” .