

Information and Instruction of The Independent Director Election

The method of Nomination and Election

According to the Incorporation Articles , 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 ; 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 19-1 of the Incorporation Articles**

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 3 of The Rules for Election of Directors**

The disclosed cumulative voting method shall be used to elect directors at the shareholders' meeting of the Company, and each share shall have voting rights in a number equal to the number of directors to be elected and may be cast for a single candidate or split among multiple candidates. Shareholders may opt to exercise their voting rights by way of electronic means or in person at the shareholders' meeting.

Elections of the Company's directors (including independent directors) shall be conducted in accordance with the candidate nomination system. The Board of Directors shall, unless under any of the circumstances listed in Article 192-1,

paragraph 5 of the Company Act, include all qualified candidates in the final roster of director candidates.

The election of independent directors and the election of non-independent directors shall be conducted at the same time, and the number of elected candidates shall be separately calculated.

Candidates with the highest number of votes shall be assigned to fill independent director positions, followed by non-independent director positions.

Process of Nomination

1. The list of candidates for independent directors was nominated by resolution of the 6th Corporate Governance and Nomination Committee of the Company on March 12, 2020.
2. List of Candidates for Independent Directors Upon review and approval by the Corporate Governance and Nomination Committee, the resolution was passed by the 20th Meeting of the 6th Board of Directors on March 12, 2020, and was proposed to the Company during the nomination period with nominees' education, experience, Commitment of being director, Statement of having no matters of the Article 30 of the Company Act, and other information.
3. The qualifications of candidates for independent directors have been examined by the 20th Meeting of the 6th Board of Directors on March 12, 2020.

Data of Candidates (Situation of Qualification)

The qualifications to be reviewed by the independent directors on the basis of "Measures for the Establishment and Compliance of Independent Directors in Public Offering Companies" are as follows:

i. Independent directors of the Company meet the relevant qualifications such as professional qualifications and independence

Name	Criteria	Whether individual possesses for at least five years' work experience and the following professional qualifications			Complies with the requirement of independence (Note 2)											
		At least a lecturer in the business, law, finance, or accounting department or other department connected with corporate business needs of a public or private university	A judge, prosecutor, lawyer, CPA, or other professional or technical worker who has received national certification in an area needed by the Company	Possesses business, law, finances, accounting, or other work experience needed by the company	1	2	3	4	5	6	7	8	9	10	11	12
Ryh-Yan Chang	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chun-Yao Huang	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ying-Hsin Tsai	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Hung-Chang Chiu	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ruey-Lin Hsiao	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Note: Please tick the corresponding boxes if directors or supervisors have been any of the following during the two years prior to being elected or during the term of office.

1. Not an employee of the Company or any of its affiliates.
2. Not a director or supervisor of the company or any of its affiliates (except where the person is simultaneously an independent director of the company and its parent company, a subsidiary or another subsidiary of the same parent company appointed pursuant to the Securities and Exchange Act or local regulations)
3. Not a natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate number of 1% or more of the shares of the company or ranks as one of its top ten shareholders.
4. Not a manager listed in (1) or a spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship or closer to anyone listed in (2) or (3).
5. Not a director, supervisor or employee of an institutional shareholder holding directly 5% or more of the company's shares, being one of the top five shareholders, or being appointed a director or supervisor of the company pursuant to Article 27, Paragraph 1 of the Securities and Exchange Act (except where the person is simultaneously an independent director of the company and its parent company, a subsidiary or another subsidiary of the same parent company appointed pursuant to the Securities and Exchange Act or local regulations)
6. Not a director, supervisor or employee of another company that has the same directors as the company or is controlled by the same person that has more than half of the voting power in the company (except where the person is simultaneously an independent director of the company or its parent company, a subsidiary or another subsidiary of the same parent company appointed pursuant to the Securities and Exchange Act or local regulations)
7. Not a director, supervisor or employee of another company or institution that has the same chairman, president, or the equivalent or a spouse in one of the roles as the company (except where the person is

simultaneously an independent director of the company and its parent company, a subsidiary or another subsidiary of the same parent company appointed pursuant to the Securities and Exchange Act or local regulations)

8. Not a director, supervisor, manager or shareholder holding 5% or more of the company's shares of certain company or institution that has a financial or business relationship with the company (except where the certain company or institution holds 20% or more but no more than 50% of the company's shares and is simultaneously an independent director of the company and its parent company, a subsidiary or another subsidiary of the same parent company appointed pursuant to the Securities and Exchange Act or local regulations)
9. Not a professional who provides audit or receives no more than NT\$500,000 in cumulative compensation in the last two years for commercial, legal, financial, or accounting services to the company or its affiliates, nor is an owner, partner, director, supervisor, or manager, or the spouse of any of the above, of a sole proprietorship, partnership, company, or organization that provides such services to the company or its affiliates. However, exception applies to members of a remuneration committee, a public tender review committee, or a special committee for merger, consolidation and acquisition exercising their authority pursuant to the Securities and Exchange Act or the Business Mergers and Acquisitions Act.
10. Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Company.
11. Not been a person of any conditions defined in Article 30 of the Company Law.
12. Not a governmental, juridical person or its representative as defined in Article 27 of the Company Law.

ii. Information of Independent Directors

Data date : 2020.06.12

No.	Title	Name	Gender	Education	Professional experience
1	Independent director	Ryh-Yan Chang	Male	Master of Finance, EMBA, National Taiwan University Bachelor of Accounting, National Taipei University	Current: Chairman of Diligence Financial Consultant Co., Ltd. Managing CPA, Ray Chang & Co. Experience: Director and CEO of Deloitte & Touche, Taiwan
2	Independent director	Chun-Yao Huang	Male	PhD of Marketing at London Business School	Current: Professor of Business Administration at National Taiwan University, Independent director of E.SUN FHC Experience: Dean, College of Business Administration at National Taiwan University
3	Independent director	Ying-Hsin Tsai	Female	LLM and Ph.D. in Law, University of Tokyo LLB and LLM, National Taiwan University	Current: Professor of Law, National Taiwan University Experience: Practicing Lawyer, Formosa Transnational Attorneys at Law

No.	Title	Name	Gender	Education	Professional experience
4	Independent director	Hung-Chang Chiu	Male	PhD of Business and Administration, National Taiwan University Bachelor and Master of Industrial Engineering, National Tsing Hua University	Current: Professor, Institute of Technology Management, National Tsing Hua University Experience: Associate Dean and EMBA director, National Tsing Hua University Director, Career Development Center of College of Technology Management, National Tsing Hua University
5	Independent director	Ruey-Lin Hsiao	Male	Ph.D. of Industrial and Business Studies, Department of Information Systems & Management, Warwick Business School, University of Warwick Master of Science, Engineering Business Management, Warwick Manufacturing Group, University of Warwick M.Phil, Information Systems School of Management Cranfield University	Current: Professor of Graduate Inst. of Technology Innovation & Intellectual Property Management, National Cheng-Chi University Experience: Director of Graduate Inst. of Technology Innovation & Intellectual Property Management, National Cheng-Chi University Adjunct Professor, NUS Business School, National University of Singapore

The Process and Results of the Election

On June 12, 2020, E.SUN FINANCIAL HOLDING CO., LTD. elect 12 directors, including 5 independent directors at General Shareholdings Meeting.

(The detail of election, please refer to the Meeting Minutes of E.SUN FINANCIAL HOLDING CO., LTD. General Shareholdings Meeting 2020.)