



## Directors' Profile

### The 27th Directors

Title	Name	Representative	Prime Experience & Education
Chairman	Steve Lee		PhD, Political Economics, School of Economics, Nankai University Chairman, TFMI Assets Management Co., Ltd.
Director	Yong-Shin Development Co., Ltd.	Charles Sung	Master, College of Management, National Taiwan University President, Central Insurance Co., Ltd. President, AIG General Insurance (Taiwan) Co., Ltd.
Director	Bank of Taiwan Co., Ltd.	Lin, Yi-Bao	Bachelor of Laws, National Chengchi University Senior Executive Vice President & Chief Compliance Officer (Concurrently GM of Department of Compliance), Bank of Taiwan Co., Ltd. Senior Executive Vice President & Chief Compliance Officer, Taiwan Financial Holding Co., Ltd.
Director	Bank of Taiwan Co., Ltd.	Mei-Ling, Wu	Master, Department of International Business, National Dong Hwa University SVP and General Manager, Department of Consumer Finance, Bank of Taiwan Co., Ltd.
Director	Bank of Taiwan Co., Ltd.	Wei-Hsin , Wang	Master of Finance Department, National Taiwan University EVP & General Manager, Department of Business, Bank of Taiwan.
Director	Yong-Shin Development Co., Ltd.	Chung-Chou Chang	Master, Department of Computer Science, Northrop University Chairman, Ambassador Co. Ltd.
Director	Yong-Shin Development Co., Ltd.	Bin-Fu Chen	EMBA, College of Management, National Taiwan University Chairman, Guang Shi Co., Ltd.



Title	Name	Representative	Prime Experience & Education
Director	Shan-Yue Industrial Co., Ltd.	Chain-Cheng Lee	Ph.D., Economics, Shanghai University of Finance and Economics, Shanghai Master of Business Administration, Financial Risk Management, St John's University, USA Chairman of Yong-Shin Development Co., Ltd.
Independent Director	Christopher Chang		College of Law, National Chengchi University Member, TFMI Remuneration Committee Executive Director, Grand River Development Limited Independent Director, Wistron Corporation
Independent Director	Cheng Ching Huang		Master of Business Administration, University of Tennessee, Knoxville Bachelor of Business Administration, National Cheng Chi University Executive Vice President, Land Bank of Taiwan
Independent Director	Nien-Tsu Chiang		Ph.D of Law, National Chengchi University. Ph.D of Business Administration, Macau University of Science and Technology. Executive master of Business Administration, National Chengchi University. Adjunct Assistant Professor, College of Law, National Chengchi University. Adjunct Assistant Professor, Department of Business Administration, Nanhua University.



**The authorities of the Board of Directors are as follows:**

- I. Review and approval of important rules and regulations.
- II. Approval of business plans.
- III. Establish proposals for capital increases/decreases.
- IV. Approval of addition, relocation or abolishment of all business locations engaged in developing the Company's business, such as branches and overseas offices, or changes in the names, subordination or responsible persons thereof.
- V. Approval of major contracts.
- VI. Approval of budget and final accounts.
- VII. Approval of disposal of the Company's substantial assets.
- VIII. Approval of investment in other companies.
- IX. Draft of the motion for distribution of earnings.
- X. Review on audit report.
- XI. Authorization of important businesses.
- XII. Decision of appointment, dismissal, remuneration and job duty of the president, vice president and other managerial officers or equivalents.
- XIII. Other job duties granted by laws and a general meeting.

The Board of Directors' exercise of job duty pursuant to subparagraph 8 of the preceding paragraph may be exempted from the restrictions posed in Paragraph 1 of Article 13 of the Company Act, which provides that the Company's total investment in other companies shall be no more than 40% of the Company's paid-in capital.



## **Diversity and Independence of the Board of Directors**

- (I) Management goals for the Board of Directors diversity policy and attainment thereof

The Company expressly states in its “Corporate Governance Best Practice Principles” that the composition of the Board of Directors shall take diversity into consideration and formulating an appropriate policy on diversity based on the Company’s business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards: 1. Basic requirements and values: gender, age, nationality and culture. 2. Professional knowledge and skills: professional background (e.g. law, accounting, industry, finance, marketing and technology), professional skills, and industry experience.

The Company’s 27th Board of Directors consist of eleven (11) directors (including three (3) independent directors). The Company adopts the member diversity policy, and the members comprise of the elites from the areas of law, finance and insurance industry, including three (3) doctorates and six (6) masters specialized in business administration, information, law and business; all possess the knowledge, skill and literacy required by their job duties. For terms served, one independent director has taken the position for less than three years, and two independent directors for three to six years. Age-wise, six (6) directors are between 51–60 years of age, and three (3) directors are between 61–70 years of age, and two (2) directors are between 70-75 years of age. The Company also values the gender equality in the composition of the Board members. Currently, two (2) of our independent directors are women, marking our board female member reached four (4) and composition 36% in total. We have also achieved our goal of having at least one female independent director and whose professional background is law and with large law firm partnership experience.

The expertise Board member possessed is summarized in the table below.

Name	Diversified evaluation Items	Gender	Ability to make sound business judgments	Ability to conduct accounting and financial analysis	Ability to manage a business	Risk management knowledge and skills	Ability to respond to crisis	Industry knowledge	Understanding of international markets	Leadership ability	Decision making abilities
Steve Lee		Male	V	V	V	V	V	V	*	V	V
Charles Sung		Male	V	*	V	V	V	V	V	V	V
Mei-Ling Wu		Female	V	V	V	V	V	V	V	*	*
Yi-Bao Lin		Female	V	V	V	V	V	V	*	V	V
Wei-Hsin Wang		Male	V	V	V	V	*	V	V	V	*
Chung-Chou Chang		Male	V	V	V	V	V	*	*	V	V
Bin-Fu Chen		Male	V	V	V	V	V	*	*	V	V
Chain-Cheng Lee		Male	V	*	V	V	V	V	V	V	V
Christopher Chang		Male	*	V	V	V	V	V	*	V	V
Cheng-Ching Huang		Female	V	V	V	V	V	V	V	V	V
Nien-Tsu Chiang		Female	V	V	V	V	*	V	V	V	V

Note: \* Possess partial capabilities

## (II) Independence of the Board of Directors

As it states in the Company “Corporate Governance Best Practice Principles,” the structure of the Board of Directors shall be determined by choosing an appropriate number of Board members, with consideration of its business scale, the shareholdings of its major shareholders and practical operational needs, and that directors concurrently serving as the Company’s managerial officers should not exceed one-third of the total Board members. If the Company appoints independent directors, it shall give careful consideration to the professional composition of the Board and their independence in fulfilling duties.

The Company’s Board of Directors comprise of eleven (11) directors, including three (3) independent directors, which represents 27% of the Board. None of the Company’s directors serves as the Company’s managerial officer concurrently nor as an employee of the Company. More than 81% of the Board have no spousal relationship nor relatives of the second degree of kinship with each other. The Company has satisfied Paragraph 3 of Article 26-3 of the Securities and Exchange Act.