

Yuanta Financial Holding Company
Scope of Duties for Independent Directors

Approved by the Board of Directors on March 27, 2007 (12th meeting of the 3rd board)

Amendments approved on September 26, 2007 (5th meeting of the 4th board)

Amendments approved on May 25, 2010 (44th meeting of the 4th board)

Amendments approved on December 28, 2010 (7th meeting of the 5th board)

Article 1

In order to establish good corporate governance practices and a system of independent directors in which they contribute to the board of directors and company operations, these guidelines have been established in accordance with Article 26-1 in the *TSE/GTSM Listed Companies Corporate Governance Guidelines*.

Article 2

In addition to duties mentioned in related regulations and the company's Articles of Incorporation, independent directors are to follow the guidelines set forth in this document.

Article 3

The items below are to be approved by the board of directors. If any independent director has a dissenting opinion or qualified opinion it should be recorded at a meeting of the board of directors. If an independent director is unable to be present at the meeting to express their dissenting or qualified opinion, except for in the case of an appropriate reason, it should be prepared in writing prior to the meeting, and recorded at the meeting:

1. Company's business plan.
2. Year-end financial report and bi-annual financial report.
3. Review the company's established internal control system or any amendments made to it.
4. Review the company's established procedures, and any amendments, for the following handling procedures: acquisition and disposal of assets, engagement in derivative product trading, loans to other parties, endorsements or guarantees provided for significant financial transactions.
5. Any items involving directors who are affiliated parties.
6. Trading of significant assets or derivative products.

Disclaimer: this document is a translation from the original Chinese version. In the case of any discrepancy the original document shall supersede this version.

7. Significant loans, endorsements or providing guarantees.
8. Fundraising, issuances or private equity possessing share rights.
9. Retention, succession and compensation issues relating to independent auditors.
10. Employment and discharge of financial, accounting, risk management, legal counsel or internal auditing personnel.
11. Determining the standards used for evaluating managers' performance and compensation, and directors' compensation structure and system.
12. Any other significant item relating to laws or the company's Articles of Incorporation approved at a meeting of shareholders or raised at a board meeting or significant items relating to regulations by the governing authorities.

Article 4

The company is to purchase personal liability insurance for independent directors.

Article 5

Remuneration for independent directors is to follow the company's Articles of Incorporation or resolutions approved at a meeting of shareholders. They may be provided with reasonable remuneration that is different from other non-independent directors. The remuneration for independent directors is a monthly fixed amount set forth by relevant statutory procedures, not from participation in the distribution of profit from the company's earnings.

Article 6

Independent directors are to take part in continuing education, including attending related required courses.

Article 7

The company or other board members cannot in any way obstruct, reject, or evade the executive function of independent directors. When an independent director deems it necessary to perform their executive function, they may request the board of directors to appoint related personnel or retain professional assistance. The company shall bear any associated cost for assistance provided by any retained persons.

Article 8

These guidelines are effective upon approval by the board of directors.