

Fubon Financial Holding Co., Ltd.
Rules Governing the Scope of Powers of Independent Directors

Adopted by the Board of Directors on April 19, 2004
1st amendment by the Board of Directors on December 8, 2006
2nd amendment by the Board of Directors on August 15, 2008

Article 1 (Basis for the Establishment of the Rules)

To ensure good corporate governance and establish a sound independent director system, these Rules are adopted pursuant to Article 19, paragraph 1 of the Company's Corporate Governance Best-Practice Principles.

Article 2 (Scope of Application for these Rules)

Except as otherwise provided by law and regulation or by the Articles of Incorporation, matters concerning the duties of the independent supervisors of this Company shall be as set out in these Rules.

Article 3 (Scope of Responsibilities)

The following matters shall be submitted to the Board of Directors for resolution. When an independent director objects to or expresses reservations about any of the matters, it shall be recorded in the board meeting minutes. If an independent director intends to express an objection or reservations is but unable to attend the board meeting in person, then unless there is a legitimate reason to do otherwise, the independent director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes:

1. This Company's business plan.
2. Annual and semi-annual financial reports.
3. Review of the adoption of or amendments to the internal control system of this Company.
4. Review of the adoption of or amendments to the procedures for handling material financial or business activities, such as acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. Matters in which a director or a supervisor is an interested party.
6. Material asset transactions or derivatives trading of this Company.
7. Material loans of funds, endorsements, or provision of guarantees by this Company.
8. The offering, issuance, or private placement of equity-type securities.
9. The hiring or dismissal of an auditor of the Company and their compensation.
10. The appointment or discharge of a financial, accounting, or internal audit officer.
11. Other matters required by law, regulation, or the Articles of Incorporation to be approved by resolution at a shareholders meeting or a board meeting, or any matter of a material nature as prescribed by the competent authority.

Article 4 (Liability Insurance)

This Company may purchase liability insurance for its independent directors.

Article 5 (Remuneration)

This Company shall set the remuneration of the independent directors in accordance with its Articles of Incorporation, the resolutions of a shareholders meeting, and this Company's Remuneration Standard for Directors and may set the remuneration that is reasonable but different from those that are common for directors.

Article 6 (Continuing Education)

The independent directors of this Company should continue to attend continuing education courses on subjects related to corporate governance such as finance, business operations, commerce, accounting, law, etc.

Article 7 (Exercise of Authority)

Neither this Company nor members of the Board of Directors may obstruct, refuse, or evade the actions of the independent directors in the performance of their duties. The independent directors may request the board to appoint relevant personnel or to hire experts for assistance as they deem necessary to performing their duties.

Any necessary expenses for the hiring of experts or the exercise of powers by the independent directors under the preceding paragraph shall be borne by this Company.

Article 8 (Enforcement)

These Rules, and any amendments hereto, shall be implemented after adoption by the Board of Directors.