

The Board of CTBC Holding appointed the Company's General Secretary, who is a managerial officer who previously served for more than three years in a managerial position in a public company handling stock and corporate governance affairs, as Corporate Governance Officer in February 2019. The position is responsible for supervising the Corporate Governance Department and the Board Secretariat, providing relevant information and other necessary assistance for directors to perform their duties, and continuing to promote the strengthening of the corporate governance of CTBC Holding and its subsidiaries.

The main duties of the officer are (1) handling matters related to Board and shareholder meetings in accordance with the law, (2) producing Board and shareholder meeting minutes, (3) assisting directors in their appointments and continuing education, (4) providing information required by directors and supervisors to conduct business, (5) assisting directors in legal compliance, and (6) other matters stipulated in the Company's Articles of Association or contracts.

Tasks performed in 2019 were as follows:

1. Assisting directors in performing their duties, providing required information, and arranging education and training courses for directors:
 - (1) Introducing the hierarchical organization of the Company and providing business briefings to new directors.
 - (2) Providing directors with the information they need to perform their duties and assisting directors in maintaining good communication with the Company's management.
 - (3) Providing information on the Company's business areas and the latest regulations and developments pertaining to the Company's governance.
 - (4) Assisting independent directors in communicating with the internal audit supervisors and CPAs.
 - (5) Implementing annual training for directors for the year.
2. Meeting procedures for the Board of Directors, functional committees, and shareholders:
 - (1) Ensuring that the operations of the Board of Directors and functional committees comply with relevant practices and procedures, and that all directors have sufficient and complete meeting information.
 - (2) Holding the annual shareholders' meeting and completing the election of the seventh term of the Board of Directors.

3. Ensuring that Board members are immediately notified of important Company messages.
4. Supervising the Company's governance system and relevant procedures as well as planning, revising, and implementing such procedures.

Continuing education in 2019:

Date		Organizer	Course	Hours of training	Total annual hours of training
From	To				
April 23, 2019	April 23, 2019	Taiwan Corporate Governance Association	Practice of Convening and Holding Board Meetings and Shareholders' Meetings of Public Companies in Taiwan	3.0	18.0
May 3, 2019	May 3, 2019	Taiwan Corporate Governance Association	Operational Practices of Audit Committee	3.0	
July 26, 2019	July 26, 2019	Taiwan Corporate Governance Association	Roles and Responsibilities of Company Directors, Supervisors and Managerial Officers	3.0	
Aug. 2, 2019	Aug. 2, 2019	Taiwan Corporate Governance Association	The Role and Responsibility of Corporate Governance Officer	3.0	
Aug. 29, 2019	Aug. 29, 2019	Taiwan Corporate Governance Association	Instances of the National Risk Assessment Report Identifying Pre-criminal Threats	3.0	
Aug. 29, 2019	Aug. 29, 2019	Taiwan Academy of Banking and Finance	Emerging Technology Trends and Information Security Risks General Trends in CSR and Sustainable Governance	3.0	

Key duties in 2020:

1. Continuing to strengthen corporate governance culture and implementation:
 - (1) Reviewing corporate governance regulations and revising them where required.
 - (2) Strengthening the competence of corporate governance personnel, conducting on-the-job training, and devising plans to receive certification.

2. Supporting the Board to carry out its functions effectively and efficaciously and providing directors with the materials required to conduct business:
 - (1) Maintaining smooth communication between directors and business units and facilitating communication of independent directors with internal audit managers and accountants, in order to help independent directors perform their duties.
 - (2) Arranging training for directors on industry and Board diversity.
 - (3) Developing plans to improve Board efficiency based on the suggestions of external consultants.