

Mega Financial Holding Company

Minutes for the 2011 Annual General Shareholders' Meeting (Summary Translation)

Time and Date: 9:00 a.m., June 28, 2011

Place: 13/F, Jinlin Bldg. of Mega International Commercial Bank, No. 100, Jinlin Road,
Taipei, Taiwan, R.O.C.

Total shares represented by shareholders present in person or by proxy:

7,896,685,308 shares

Percentage of shares held by shareholders present in person or by proxy:

81.358% of the total number of 9,706,068,048 issued shares, excluding 1,353,358,190 shares held by shareholders residing in China.

Chairperson: Mr. Yeou-Tsair Tsai, Chairman of the Board of Directors

Recorder: Ms. Chia-Min Hong and Ms. Chia-Lin Chang

1. Announce a quorum is present and call the meeting to order

2. Chairperson's Remarks (omitted)

3. Company Reports

(1) 2010 Business Report (omitted)

(2) Supervisors' Review Report on the 2010 Financial Statements (omitted)

(3) Report on the promulgation of relevant laws and regulations governing the holding of voting shares of the same financial holding company which are exceeding a certain percentage by the same person or the same affiliated persons (omitted)

(Questions raised by the shareholders and the management's' responses were omitted)

4. Matters for Recognition

**Proposal 1: Adoption of the 2010 Business Report and Financial Statements
(Proposed by the Board)**

Explanation: The Company and its consolidated financial statements were audited by CPA, Li, Chang-Chou and Lee, Hsiu-Ling of PricewaterhouseCoopers. The 2010 Business Report and Financial Statements are attached as

Attachments 1 (omitted) and 3.

(Questions raised by the shareholders and the management's responses were omitted)

Voting results: the number of shares represented by the shareholders present at the time of voting was 7,896,685,308, and 6,409,213,168 votes were cast for the proposal, which was 81.16% of the votes represented by the shareholders present.

RESOLVED, that the 2010 Business Report and Financial Statements be and hereby were accepted as proposed.

Proposal 2: Adoption of the Proposal for Distribution of 2010 Earnings

(Proposed by the Board)

- Explanation:
1. The proposal is handled in accordance with Article 228 of the Company Act and Article 33 of the Company's Articles of Incorporation.
 2. The Company's 2010 earning is NT\$15,110,720,506 which was audited by PricewaterhouseCoopers, Taiwan. After adding the retained earning of NT\$3,713,960,137, and deducting the legal reserve NT\$1,511,072,051, the distributable earning is NT\$17,313,608,592. According to the Company's Articles of Incorporation and related regulation, the Board of Directors is proposed to distribute the dividends as follows:
 - (1) NT\$ 0.9 per share in cash with aggregate cash dividends of NT\$9,953,483,614.
 - (2) NT\$ 0.2 per share in stock with aggregate stock dividends of NT\$2,211,885,240.
 - (3) Remuneration to directors and supervisors in cash of NT\$67,998,000, and employees profit sharing in cash for NT\$10,892,000.
 3. To accommodate the adoption of income tax integration, the 2010 earnings shall be applied to the funds of dividends distribution first.
 4. After this proposal is approved by the annual general shareholders' meeting, the board is authorized to set the ex-dividend date, and after authority approves the stock dividends, the board is authorized to set the ex-right date.
 5. If shares outstanding number is changed due to share buyback, transfer, conversion, cancellation of treasury shares or other circumstances that affect dividend pay out ratio, the Board is authorized to make the necessary adjustment on the pay out ratio.
 6. If this proposal requires adjustment due to amendment of regulation, order

from regulator or changes from external factors, the board is authorized to make the necessary adjustment.

(Questions raised by the shareholders and the management's responses were omitted)

Voting results: the number of shares represented by the shareholders present at the time of voting was 7,896,682,145 and 6,285,640,220 votes were cast for the proposal, which was 79.60% of the votes represented by the shareholders present.

RESOLVED, that the above proposal for distribution of 2010 earnings be and hereby was accepted as proposed.

5. Matters for Discussion

Proposal 1: Proposal for issuing new shares issue through capitalization of earnings (Proposed by the Board)

- Explanation:
1. To strengthen financial structure and raise capital adequacy ratio, the Company, in accordance with Article 240 of the Company Act, proposes to appropriate NT\$2,211,885,240 from 2010 earnings as capital for issuance of new 221,188,524 shares, with par value of NT\$10 per share.
 2. The Company's authorized capital is NT\$120,000,000,000, and paid-in capital is NT\$110,594,262,380. After capitalization of retained earnings of NT\$2,211,885,240, the Company's paid-in capital will be NT\$112,806,147,620.
 3. After this proposal is approved by the annual general shareholders' meeting and official authorities, the board is authorized to set the ex-right date. 20 free shares will be distributed per one thousand shares based on the shareholding percentage recorded in the shareholders register on the ex-right date. If the stock dividends include any fractional shares which are less than one full share, the shareholders may go to the Company's stock agent to form one full share by pooling together of their fractional shares within 5 days after the ex-right date, otherwise the distribution will be made in the form of cash in a dollar amount. The Chairman is authorized by the board to contact specific persons to subscribe remainder fractional shares at par value.
 4. Rights and obligations of the newly issued shares are same as the existing shares.
 5. If shares outstanding number is changed due to share buyback, transfer, conversion, cancellation of treasury shares or other circumstances that affect dividend pay out ratio, the board is authorized to make the

necessary adjustment on the pay out ratio.

6. If this proposal requires adjustment due to amendment of regulation, order from regulator or changes from external factors, the board is authorized to make the necessary adjustment.

(Questions raised by the shareholders and the management's responses were omitted)

Voting results: the number of shares represented by the shareholders present at the time of voting was 7,896,685,308 and 6,563,081,761 votes were cast for the proposal, which was 83.11% of the votes represented by the shareholders present.

RESOLVED, that the above proposal be and hereby was approved as proposed.

Proposal 2: Amendment to the Company's Articles of Incorporation

(Proposed by the Board)

Explanation:1. It is proposed to amend the Company's Articles of Incorporation according to the regulations governing the remuneration committee. The major amendments are briefed as follows:

(1) Article 19-1:

It is proposed to prescribe that the Company shall establish a remuneration committee according to the Article 14-6 of Securities and Exchange Act.

(2) Article 29:

To further implement group policies and strengthen subsidiary supervision, it is proposed that the limit on numbers of executive vice president be lifted.

2. Comparison Table for Amended Articles of Incorporations is omitted.

(Questions raised by the shareholders and the management's responses were omitted)

Voting results: the number of shares represented by the shareholders present at the time of voting was 7,896,685,308 and 6,399,873,685 votes were cast for the proposal, which was 81.05% of the votes represented by the shareholders present.

RESOLVED, that the above proposal be and hereby was approved as proposed.

Proposal 3: Proposal for exemption of the Prohibition on Directors from Participation in Competitive Business (Proposed by the Board)

Explanation:1. In accordance with Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders

the essential contents of such an act and secure its approval.

2. Directors who participate in the operations of another company that has the same or similar business scope to that of the Company, who have not obtained the approval from the shareholders' meeting, hereby requests the approval of the shareholders' meeting to exempt the prohibition on directors from participation in competitive business in accordance with Article 209 of the Company Act. Details of the above referenced competition activities of the directors are as follows:

Name of Director	Concurrent Position	Position Held
Yeou-Tsair Tsai	Mega Int'l Commercial Bank Co., Ltd.	Chairman
	National Credit Card Center of R.O.C.	Director
	Taiwan Futures Exchange Corporation	Director
	Taiwan Asset Management Corporation	Director
	Taipei Financial Center Corporation	Director
Chun-Tien Cheng	Mega Bills Finance Co., Ltd.	Independent Director
Song-Chin Su	Mega Securities Co., Ltd.	Independent Director

(Questions raised by the shareholders and the management's responses were omitted)

Voting results: the number of shares represented by the shareholders present at the time of voting was 6,792,615,103 (excluding 1,104,070,205 shares held by Ministry of Finance, R.O.C.) and 5,082,099,800 votes were cast for the proposal, which was 74.82% of the votes represented by the shareholders present.

RESOLVED, that the above proposal be and hereby was approved as proposed.

6. Questions and Motions

(Questions raised by the shareholders and the management's responses were omitted)

7. Adjournment: 12:13 p.m.

Attachment 1: The 2010 Business Report (omitted)

Attachment 2: The 2010 Profit Distribution Table

Attachment 3: The 2010 Financial Statements