

# Mega Financial Holding Company

## Minutes of the 2015 Annual General Shareholders' Meeting ( Summary Translation )

**Time and Date:** 9:00 a.m., June 26, 2015

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

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

9,241,652,226 shares

**Percentage of shares held by shareholders present in person or by proxy:** 83.645%

of the total number of 11,048,692,252 issued shares, excluding 1,401,131,731 shares held by shareholders residing in China.

**Chairman:** Yeou-Tsair Tsai, Chairman of the Board of Directors

**Attending directors: (eleven)**

Directors: Yeou-Tsair Tsai, Meei-Yeh Wei, Chia-Chi Hsiao, I-Min Chen, Joanne Ling, Jan-Lin Wei, Ta-Pei Liu, Yaw-Chung Liao, Chung Hsiang Lin

Independent Director: Shean-Bii Chiu, Chi-Hung Lin

**Recorder:** Chia-Lin Chang

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

**2. Chairman's Remarks (omitted)**

**3. Company Reports**

(1) 2014 Business Report (omitted)

(2) Audit Committee's Review Report on the 2014 Financial Statements (omitted)

(3) Report of the Company's "Corporate Social Responsibility Policy" and "2015 Corporate Social Responsibility Action Plan"

(4) In order for the Bank to (1) collect, as earlier as possible, the proceeds, which is currently being held by the court pending for distribution to the creditors, from the disposition of collaterals under the bad debt (debtor: Hualon Corporation), and (2) fulfill the corporate social responsibility, the Bank has approved to make donation of NT\$220,844,000 to the Ministry of Labor being part of the source of funds for payment of retirement pension and /or severance pay for the employees of Hualon Corporation.

We hope in so doing will expedite the distribution of the proceeds to the creditors by court. The donation will be made after this Meeting.

(Shareholders' questions and the management's responses are omitted)

#### 4. Matters for Recognition

**Proposal 1:** Adoption of the 2014 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanation: The Company Financial Statements were audited by CPA, Chien-Hung Chou and King-Tse Huang, of PricewaterhouseCoopers, Taiwan. The Consolidated Financial Statements described above and the Business Report of 2014 have been authorized by the Board and examined by the Audit Committee. The 2014 Business Report (omitted) and Financial Statements are attached as Attachment 1.

(Shareholders' questions and the management's responses are omitted)

Voting results:

Shares present at the time of voting: 9,241,652,223

	Number of Votes	Percentage
Votes in favor	7,899,837,152	85.48%
Votes against	581,053	0.01%
Votes abstained	1,341,234,018	14.51%

**RESOLVED**, that the 2014 Business Report and Financial Statements be and hereby were accepted as submitted.

**Proposal 2:** Adoption of the Proposal for Distribution of 2014 Earnings. (Proposed by the Board of Directors)

Explanation: 1. The Board of Directors is proposed to distribute the dividends as follows:

(1) NT\$ 1.40 per share in cash with aggregate cash dividends of NT\$17,429,753,576.

(2) Remuneration to directors in cash of NT\$136,163,000, and employees profit sharing in cash for NT\$10,307,000.

2. If the number of shares outstanding is changed due to share buyback, transfer, conversion, cancellation of treasury shares or other circumstances, the Board is authorized to adjust the dividend pay-out ratio based on the cash dividend resolved to be distributed and the number of shares outstanding on the ex-dividend date.

3. The 2014 Profit Distribution Proposal is attached as Attachment 2.  
(Shareholders' questions and the management's responses are omitted)

Voting results:

Shares present at the time of voting: 9,241,652,226

	Number of Votes	Percentage
Votes in favor	7,948,462,761	86.00%
Votes against	539,565	0.01%
Votes abstained	1,292,649,900	13.99%

**RESOLVED**, that the above proposal for distribution of 2014 earnings be and hereby was accepted as proposed.

## 5. Matters for Election and Discussion

**Proposal 1:** To Elect the 6th Term Board of Directors (Proposed by the Board of Directors)

Explanation: 1. The tenure of the Company's 5th term Board of Directors has expired on June 14, 2015. The Company proposes to elect board members at this Annual Meeting of Shareholders.

2. According to the Company's Articles of Incorporation, a total of 15~21 directors shall be elected. However, in consideration of the scale of the Company's operation and the practical operation of the Board, the Company proposes to elect 15 directors (including 3 independent directors) for the 6th Term Board of Directors. The tenure of the 6th term Board of Directors shall commence on July 1, 2015 and expire on June 30, 2018. The incumbent directors (including independent directors) will abdicate on July 1, 2015.

3. The directors and independent directors shall be elected from the following nominated candidates, whose personal information is attached as Attachment 3:

### **Directors:**

No.	Name	Representative of Legal Entity	Shareholding
1	Yeou-Tsair Tsai	Ministry of Finance, R.O.C.	1,143,043,883
2	Hann-Ching Wu	Ministry of Finance, R.O.C.	1,143,043,883
3	Chia-Chi Hsiao	Ministry of Finance, R.O.C.	1,143,043,883
4	I-Min Chen	Ministry of Finance, R.O.C.	1,143,043,883
5	Joanne Ling	Ministry of Finance, R.O.C.	1,143,043,883

6	Tzong-Yau Lin	Ministry of Finance, R.O.C.	1,143,043,883
7	Ta-Pei Liu	Ministry of Finance, R.O.C.	1,143,043,883
8	Yaw-Chung Liao	Ministry of Finance, R.O.C.	1,143,043,883
9	Chung Hsiang Lin	Ministry of Finance, R.O.C.	1,143,043,883
10	Hsueh-Ju Tseng	National Development Fund, Executive Yuan, R.O.C.	759,771,091
11	Wen-Chyi Ong	Chunghwa Post Co., Ltd.	358,438,634
12	Jan-Lin Wei	Bank of Taiwan Co., Ltd.	262,273,049

**Independent Directors:**

No.	Name	Representative of Legal Entity	Shareholding
1	Tsun-Siou Li	N.A.	0
2	Keh-Nan Sun	N.A.	0
3	Chi-Hung Lin	N.A.	0

(Shareholders' questions and the management's responses are omitted)

Election result: Fifteen directors, including three independent directors, were elected by the shareholders present. The list of the newly elected directors with votes received is as follows:

Directors: (twelve)

No.	Shareholder or ID No.	Name of Elected Directors	Shares in Favor
1	100001	Yeou-Tsair Tsai (Representative of Ministry of Finance)	10,296,451,252
2	100001	Hann-Ching Wu (Representative of Ministry of Finance)	8,186,043,201
3	100001	Chia-Chi Hsiao (Representative of Ministry of Finance)	7,702,837,519
4	100001	I-Min Chen (Representative of Ministry of Finance)	7,647,317,183
5	100001	Joanne Ling (Representative of Ministry of Finance)	7,604,227,409
6	300237	Hsueh-Ju Tseng (Representative of National Development Fund, Executive Yuan, R.O.C.)	7,580,659,633
7	837938	Wen-Chyi Ong (Representative of Chunghwa Post Co., Ltd.)	7,558,336,502

8	100001	Tzong-Yau Lin (Representative of Ministry of Finance)	7,528,908,093
9	637985	Jan-Lin Wei (Representative of Bank of Taiwan)	7,388,415,117
10	100001	Ta-Pei Liu (Representative of Ministry of Finance)	7,328,692,741
11	100001	Yaw-Chung Liao (Representative of Ministry of Finance)	7,278,244,013
12	100001	Chung-Hsiang Lin (Representative of Ministry of Finance)	7,214,921,496

Independent Directors: (three)

No.	Shareholder or ID No.	Name of Elected Directors	Shares in Favor
1	N10332XXXX	Tsun-Siou Li	3,026,896,660
2	J10019XXXX	Keh-Nan Sun	2,982,372,669
3	A12063XXXX	Chi-Hung Lin	2,979,582,711

**Proposal 2:** To Propose releasing the prohibition on the 6th Term Board of Directors from participation in competitive business (Proposed by the Board of Directors)

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

2. As some newly elected directors participate in the operations of another company that is the same or similar to that of the Company. It is proposed that the shareholders' meeting release directors from the non-competition restrictions according the Article 209 of the Company Act.

Position	Name of Director	Concurrent Position	Position Held
Director	Bank of Taiwan Co., Ltd.	BankTaiwan Insurance Brokers Co., Ltd.	Director
Director	Yeou-Tsair Tsai	Taiwan Asset Management Corporation	Director
Director	Hann-Ching Wu	Hotung Investment Holdings Ltd.	Director

Position	Name of Director	Concurrent Position	Position Held
		Asia Pacific Emerging Industry Venture Capital Co. Ltd.	Director
		Taiwan Finance Corporation	Director
Director	Wen-Chyi Ong	Chunghwa Post Co., Ltd.	Chairman

(Shareholders' questions and the management's responses are omitted)

Voting results:

Shares present at the time of voting, excluding votes cast by interested parties: 8,573,211,654

	Number of Votes	Percentage
Votes in favor	6,946,248,211	81.02%
Votes against	1,598,652	0.02%
Votes abstained	1,625,364,791	18.96%

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

## 6. Questions and Motions

(Shareholders' questions and the management's responses are omitted)

## 7. Adjournment: 12:57 p.m.

[Attachment 1: The 2014 Financial Statements](#)

[Attachment 2: The 2014 Profit Distribution Proposal](#)

[Attachment 3: Profile of Director Candidates](#)

## Attachment 1

PWCR 14000380

### Report of Independent Accountants

To the Board of Directors and Stockholders

Mega Financial Holding Co., Ltd.

We have audited the accompanying consolidated balance sheets of Mega Financial Holding Co., Ltd. and its subsidiaries (collectively the “Mega Group”) as of December 31, 2014 and 2013, and the related consolidated statements of comprehensive income for the years ended December 31, 2014 and 2013, and the consolidated statements of changes in equity and of cash flows for the years ended December 31, 2014 and 2013. These financial statements are the responsibility of the Company’s management. Our responsibility is to issue a report on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the “Regulations Governing Auditing and Attestation of Financial Statements of Financial Institutions by Certified Public Accountants” and generally accepted auditing standards in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Mega Group as of December 31, 2014, and 2013, and their financial performance and cash flows for the years ended December 31, 2014 and 2013 in conformity with the “Regulations Governing the Preparation of Financial Reports by Financial Holding Companies”, “Regulations Governing the Preparation of Financial Reports by Public Banks”, “Regulations Governing the Preparation of Financial Reports by Public Held Bills Finance Companies”, “Regulations Governing the Preparation of Financial Reports by Securities Firms”, “Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants”, “Regulations Governing the Preparation of Financial Reports by Enterprises Engaging in Insurance” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations as endorsed by the Financial Supervisory Commission (FSC).

March 24, 2015

---

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such consolidated financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and review report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.



**MEGA FINANCIAL HOLDING CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Assets	Notes	December 31, 2014		December 31, 2013		January 1, 2013	
		Amount	%	Amount	%	Amount	%
<b>Assets</b>							
Cash and cash equivalents	6(1)	\$ 171,560,274	5	\$ 160,288,195	5	\$ 93,059,992	4
Due from the Central Bank and call loans to banks	6(2)	462,986,081	14	390,959,236	13	365,430,137	13
Financial assets at fair value through profit or loss, net	6(3) and 12	181,366,843	6	195,800,759	6	184,716,442	7
Available-for-sale financial assets, net	6(7) and 12	280,703,020	9	272,943,633	9	223,271,043	8
Bills and bonds purchased under resale agreements		11,874,327	-	2,585,345	-	2,282,052	-
Receivables, net	6(4)(5)	201,540,361	6	184,587,941	6	122,685,220	5
Current income tax assets		1,534,999	-	921,969	-	953,192	-
Non-current assets held for sale		2,739	-	2,576	-	-	-
Bills discounted and loans, net	6(5) and 11	1,733,994,271	53	1,654,577,193	53	1,502,700,861	55
Reinsurance contract assets, net	6(6)(23)	3,217,685	-	3,293,937	-	3,301,550	-
Held-to-maturity financial assets, net	6(8) and 12	163,708,076	5	184,411,233	6	161,253,982	6
Equity investments accounted for by the equity method, net	6(9)	2,761,637	-	2,697,551	-	2,966,843	-
Other financial assets, net	6(5)(10) and 12	20,626,729	1	23,430,204	1	27,629,411	1
Investment property, net	6(11) and 12	1,976,764	-	2,059,428	-	2,101,127	-
Property and equipment, net	6(12) and 12	22,125,875	1	22,150,245	1	22,331,091	1
Intangible assets, net		307,693	-	318,046	-	303,612	-
Deferred income tax assets	6(38)	3,972,457	-	3,785,582	-	3,098,020	-
Other assets, net	6(13) and 12	6,320,035	-	8,815,345	-	8,884,722	-
<b>Total assets</b>		<b>\$ 3,270,579,866</b>	<b>100</b>	<b>\$ 3,113,628,418</b>	<b>100</b>	<b>\$ 2,726,969,297</b>	<b>100</b>

(Continued)

**MEGA FINANCIAL HOLDING CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Liabilities and equity	Notes	December 31, 2014		December 31, 2013		January 1, 2013	
		Amount	%	Amount	%	Amount	%
<b>Liabilities</b>							
Due to the Central Bank and financial institutions	6(14) and 11	\$ 474,623,325	15	\$ 490,935,730	16	\$ 328,810,493	12
Funds borrowed from the Central Bank and other banks	6(15)	53,906,541	2	32,330,245	1	84,826,943	3
Financial liabilities at fair value through profit or loss	6(16)	29,582,637	1	14,856,685	1	14,676,886	1
Bills and bonds sold under repurchase agreements	6(17)	221,809,530	7	219,651,334	7	187,481,840	7
Commercial paper payable, net	6(18) and 11	15,363,080	-	4,393,653	-	1,880,597	-
Payables	6(19)	60,564,578	2	66,105,983	2	59,583,525	2
Current income tax liabilities		9,123,049	-	5,522,518	-	5,993,633	-
Deposits and remittances	6(20) and 11	2,036,403,864	62	1,933,722,541	62	1,717,989,498	63
Bonds payable	6(21)	56,200,000	2	55,898,677	2	62,449,668	2
Other loans	6(22)	5,926,763	-	5,509,213	-	6,541,000	-
Provisions for liabilities	6(23)	21,305,487	1	22,419,391	1	22,045,319	1
Other financial liabilities	6(24)	10,778,269	-	10,094,610	-	11,728,176	1
Deferred income tax liabilities	6(38)	2,169,411	-	2,051,201	-	1,694,706	-
Other liabilities	6(25)	11,640,531	-	8,544,561	-	10,786,252	-
<b>Total liabilities</b>		<u>3,009,397,065</u>	<u>92</u>	<u>2,872,036,342</u>	<u>92</u>	<u>2,516,488,536</u>	<u>92</u>
<b>Equity</b>							
<b>Equity attributable to owners of parent</b>							
<b>Share capital</b>							
Common stock	6(26)	124,498,240	4	124,498,240	4	114,498,240	4
<b>Capital surplus</b>	6(26)	55,270,198	2	55,271,623	2	43,425,270	2
<b>Retained earnings</b>							
Legal reserve	6(26)	24,469,127	1	22,220,204	1	20,066,890	1
Special reserve	6(26)	2,547,719	-	2,547,719	-	2,569,119	-
Unappropriate retained earnings	6(27)	50,873,327	1	36,766,912	1	29,461,030	1
<b>Other equity interest</b>	6(28)						
Other equity interest		3,362,257	-	100,838	-	179,145	-
<b>Non-controlling interest</b>		161,933	-	186,540	-	281,067	-
<b>Total equity</b>		<u>261,182,801</u>	<u>8</u>	<u>241,592,076</u>	<u>8</u>	<u>210,480,761</u>	<u>8</u>
<b>Total liabilities and equity</b>		<u>\$ 3,270,579,866</u>	<u>100</u>	<u>\$ 3,113,628,418</u>	<u>100</u>	<u>\$ 2,726,969,297</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

**MEGA FINANCIAL HOLDING CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS PER SHARE AMOUNTS)

Items	Notes	Years ended December 31,				Changes percentage (%)
		2014		2013		
		Amount	%	Amount	%	
Interest income	6(29) and 11	\$ 56,213,248	93	\$ 46,533,690	85	21
Less: interest expense	6(29) and 11	( 19,539,068)	( 32)	( 15,257,563)	( 28)	28
<b>Interest income, net</b>		<u>36,674,180</u>	<u>61</u>	<u>31,276,127</u>	<u>57</u>	17
<b>Revenues other than interest, net</b>						
Service fee revenue and commissions, net	6(30)	11,121,423	18	10,367,465	19	7
Insurance revenue, net		1,529,154	3	1,480,026	3	3
Financial assets and liabilities at fair value through profit or loss	6(31) and 11	3,825,892	6	3,622,163	7	6
Realized gain on available-for-sale financial assets, net	6(32)	1,812,054	3	2,123,657	4	( 15)
Foreign exchange gain		3,283,164	6	2,947,572	5	11
Share of profit of associates and joint ventures accounted for under equity method	6(9)	152,363	-	203,681	-	( 25)
Loss on asset impairment	6(33)	( 374,423)	( 1)	( 333,187)	( 1)	12
Other revenue other than interest income	6(34)	1,183,348	2	1,616,776	3	( 27)
Revenue on disposal of non-performing loans	11	<u>1,297,812</u>	<u>2</u>	<u>1,704,188</u>	<u>3</u>	( 24)
<b>Net revenue</b>		60,504,967	100	55,008,468	100	10
Bad debts expense and provisions for guarantee reserve	6(4)(5)(6) (10)(23)	( 1,588,465)	( 3)	( 5,276,424)	( 10)	( 70)
Reversal of insurance reserve	6(23)	207,527	-	183,695	-	13
<b>Operating expenses</b>						
Employee benefit expense	6(35)	( 15,751,179)	( 26)	( 15,689,350)	( 28)	-
Depreciation and amortization	6(36)	( 703,700)	( 1)	( 739,528)	( 1)	( 5)
Other business and administrative expenses	6(37)	( 7,340,324)	( 12)	( 6,486,779)	( 12)	13
<b>Income before income tax</b>		35,328,826	58	27,000,082	49	31
Income tax expense	6(38)	( 5,089,109)	( 8)	( 4,505,513)	( 8)	13
<b>Profit for the period</b>		<u>30,239,717</u>	<u>50</u>	<u>22,494,569</u>	<u>41</u>	34

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND ITS SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT EARNINGS PER SHARE AMOUNTS)

Items	Notes	Years ended December 31,				Changes percentage (%)
		2014		2013		
		Amount	%	Amount	%	
<b>Other comprehensive income</b>	6(28)					
Cumulative translation differences of foreign operations		\$ 1,496,054	2	\$ 40,248	-	3617
Unrealized gain on valuation of available-for-sale financial assets		1,686,320	3	( 94,537)	-	( 1884)
Actuarial loss on defined benefit plan		( 101,231)	-	( 550,157)	( 1)	( 82)
Share of other comprehensive income of associates and joint ventures accounted for under equity method		78,164	-	( 24,342)	-	( 421)
Income tax relating to the components of other comprehensive income		17,209	-	93,527	-	( 82)
<b>Total other comprehensive income (after income tax)</b>		<u>3,176,516</u>	<u>5</u>	<u>( 535,261)</u>	<u>( 1)</u>	<u>( 693)</u>
<b>Total comprehensive income</b>		<u>\$ 33,416,233</u>	<u>55</u>	<u>\$ 21,959,308</u>	<u>40</u>	<u>52</u>
<b>Profit attributable to:</b>						
Owners of parent		\$ 30,258,664	50	\$ 22,489,232	41	35
Non-controlling interests		( 18,947)	-	5,337	-	( 455)
<b>Profit attributable to:</b>		<u>\$ 30,239,717</u>	<u>50</u>	<u>\$ 22,494,569</u>	<u>41</u>	<u>34</u>
<b>Comprehensive income attributable to:</b>						
Owners of parent		\$ 33,436,061	55	\$ 21,954,295	40	52
Non-controlling interests		( 19,828)	-	5,013	-	( 496)
		<u>\$ 33,416,233</u>	<u>55</u>	<u>\$ 21,959,308</u>	<u>40</u>	<u>52</u>
<b>Earnings per share</b>	6(39)					
Basic earnings per share (in dollars)		<u>\$</u>	<u>2.43</u>	<u>\$</u>	<u>1.96</u>	
Diluted earnings per share (in dollars)		<u>\$</u>	<u>2.43</u>	<u>\$</u>	<u>1.96</u>	

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND ITS SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Equity attributable to owners of the parent

	Retained earnings					Other equity interest		Total	Non-controlling interest	Total
	Share capital – common stock	Capital surplus	Legal reserve	Special reserve	Unappropriate retained earnings	Cumulative translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets			
<u>For the year ended December 31, 2013</u>										
Balance, January 1, 2013	\$ 114,498,240	\$ 43,425,270	\$ 20,066,890	\$ 2,569,119	\$ 29,461,030	(\$ 944,493)	\$ 1,123,638	\$ 210,199,694	\$ 281,067	\$ 210,480,761
Earnings distribution for 2012										
Legal reserve	-	-	2,153,314	-	( 2,153,314)	-	-	-	-	-
Cash dividends	-	-	-	-	( 12,594,806)	-	-	( 12,594,806)	( 9,540)	( 12,604,346)
Disposal of land transferred as special reserve	-	-	-	( 21,400)	21,400	-	-	-	-	-
Profit for the period	-	-	-	-	22,489,232	-	-	22,489,232	5,337	22,494,569
Other comprehensive income for the period	-	-	-	-	( 456,630)	43,114	( 121,421)	( 534,937)	( 324)	( 535,261)
Issuance of common stock	10,000,000	11,500,000	-	-	-	-	-	21,500,000	-	21,500,000
Share based payment transactions	-	346,353	-	-	-	-	-	346,353	-	346,353
Change in non-controlling interest by capital reduction of subsidiary	-	-	-	-	-	-	-	-	( 90,000)	( 90,000)
Balance, December 31, 2013	<u>\$ 124,498,240</u>	<u>\$ 55,271,623</u>	<u>\$ 22,220,204</u>	<u>\$ 2,547,719</u>	<u>\$ 36,766,912</u>	<u>(\$ 901,379)</u>	<u>\$ 1,002,217</u>	<u>\$ 241,405,536</u>	<u>\$ 186,540</u>	<u>\$ 241,592,076</u>
<u>For the year ended December 31, 2014</u>										
Balance, January 1, 2014	\$ 124,498,240	\$ 55,271,623	\$ 22,220,204	\$ 2,547,719	\$ 36,766,912	(\$ 901,379)	\$ 1,002,217	\$ 241,405,536	\$ 186,540	\$ 241,592,076
Earnings distribution for 2013										
Legal reserve	-	-	2,248,923	-	( 2,248,923)	-	-	-	-	-
Cash dividends	-	-	-	-	( 13,819,304)	-	-	( 13,819,304)	( 4,779)	( 13,824,083)
Changes in capital surplus of associates and joint ventures accounted for under equity method	-	( 1,425)	-	-	-	-	-	( 1,425)	-	( 1,425)
Profit for the period	-	-	-	-	30,258,664	-	-	30,258,664	( 18,947)	30,239,717
Other comprehensive income for the period	-	-	-	-	( 84,022)	1,506,861	1,754,558	3,177,397	( 881)	3,176,516
Balance, December 31, 2014	<u>\$ 124,498,240</u>	<u>\$ 55,270,198</u>	<u>\$ 24,469,127</u>	<u>\$ 2,547,719</u>	<u>\$ 50,873,327</u>	<u>\$ 605,482</u>	<u>\$ 2,756,775</u>	<u>\$ 261,020,868</u>	<u>\$ 161,933</u>	<u>\$ 261,182,801</u>

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND ITS SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	For the years ended December 31,	
	2014	2013
<u>Cash flows from operating activities</u>		
Profit before tax	\$ 35,328,826	\$ 27,000,082
Adjustments to reconcile profit before tax to net cash provided by operating activities:		
Depreciation	666,646	701,988
Amortization	37,054	37,540
Bad debts expense and provisions for guarantee reserve	1,588,465	5,276,424
Interest expense	19,794,401	15,468,578
Interest income	( 58,137,682 )	( 48,619,411 )
Dividend income	( 805,145 )	( 219,419 )
Share based payment transaction	-	346,353
Net change in insurance reserve	( 207,527 )	( 183,695 )
Loss on financial asset impairment	374,423	333,187
Loss on disposal of property and equipment	79	51
Gain on disposal of investment property	( 42,252 )	( 36,302 )
Share of profit of associates accounted for under equity method	( 152,363 )	( 203,681 )
Changes in assets/liabilities relating to operating activities		
Changes in assets relating to operating activities		
Decrease in due from Central Bank and call loans to other banks	11,542,898	558,711
Decrease (increase) in financial assets at fair value through profit or loss	14,433,916	( 11,084,317 )
Increase in available-for-sale financial assets	( 6,200,811 )	( 49,848,233 )
Increase in receivables	( 19,603,693 )	( 60,155,809 )
Increase in non-current assets held-to-sale	( 163 )	( 2,576 )
Increase in bills discounted and loans	( 80,685,890 )	( 158,402,839 )
Decrease in reinsurance contract assets	76,252	7,613
Decrease (increase) in held-to-maturity financial assets	20,703,157	( 23,157,251 )
Decrease in other financial assets	2,413,258	3,845,982
Decrease in other assets	2,530,234	69,155
Changes in liabilities relating to operating activities		
(Decrease) increase in due to the Central Bank and financial institutions	( 16,312,405 )	162,125,237
Increase in financial liabilities at fair value through profit or loss	14,725,952	179,799
Increase in bills and bonds purchased under resale agreements	2,158,196	32,169,494
(Decrease) increase in payables	( 7,008,637 )	5,320,507
Increase in deposits and remittances	102,681,323	215,733,043
Increase (decrease) in other financial liabilities	683,659	( 1,633,566 )
Increase in liabilities reserve	9,840	63,363
(Decrease) increase in liabilities reserve for employee benefits	( 118,944 )	49,868
Increase (decrease) in other liabilities	2,769,853	( 1,571,082 )
Cash provided by operations	43,242,920	114,168,794
Interest received	58,629,026	47,942,040
Cash dividend received	941,091	459,744
Interest paid	( 19,564,672 )	( 15,427,301 )
Income tax paid	( 2,170,273 )	( 5,276,472 )
Net cash provided by operating activities	81,078,092	141,866,805

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND ITS SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	For the years ended December 31,	
	2014	2013
<u>Cash flows from investing activities</u>		
Proceeds from capital reduction of investments accounted for by the equity method	\$ -	\$ 214,431
Acquisition of property and equipment	( 463,155 )	( 457,437 )
Proceeds of property and equipment	1,047	2,488
Acquisition of intangible asset	( 26,701 )	( 51,809 )
Acquisition of investment property	( 292,334 )	( 2,324 )
Proceeds from disposal of investment property	<u>391,866</u>	<u>277,772</u>
Net cash used in investing activities	<u>( 389,277 )</u>	<u>( 16,879 )</u>
<u>Cash flows from financing activities</u>		
Increase (decrease) in due to the Central Bank and financial institutions	21,576,296	( 52,496,698 )
Increase in commercial papers payable	10,975,000	2,513,000
Redemption of bonds payable	( 6,000,000 )	( 6,600,000 )
Redemption of financial bonds	( 5,700,000 )	-
Issuance of bank debenture	12,000,000	-
Increase (decrease) in other loans	417,550	( 1,031,787 )
Increase (decrease) in guarantee deposits received	1,267,889	( 670,609 )
Payment of cash dividends	( 12,590,800 )	( 11,394,773 )
Change in non-controlling interest by capital reduction of subsidiary	-	( 90,000 )
Issuance of common stock	<u>-</u>	<u>21,500,000</u>
Net cash provided by (used in) financing activities	<u>21,954,935</u>	<u>( 48,270,867 )</u>
Effect of exchange rate changes on cash and cash equivalents	<u>1,496,054</u>	<u>40,247</u>
Net increase in cash and cash equivalents	104,130,804	93,619,306
Cash and cash equivalents at beginning of the period	<u>311,013,320</u>	<u>217,394,014</u>
Cash and cash equivalents at end of the period	<u>\$ 415,144,124</u>	<u>\$ 311,013,320</u>
Cash and cash equivalents composition :		
Cash and cash equivalents as shown in the balance sheet	\$ 171,560,274	\$ 160,288,195
Central Bank and call loans to other banks meeting the definition of cash and cash equivalents as stated in IAS No. 7 “Cash Flow Statements”	231,709,523	148,139,780
Investments in bills and bonds under resale agreements meeting the definition of cash and cash equivalents as stated in IAS No. 7 “Cash Flow Statements”	<u>11,874,327</u>	<u>2,585,345</u>
Cash and cash equivalents at end of the period	<u>\$ 415,144,124</u>	<u>\$ 311,013,320</u>

The accompanying notes are an integral part of these consolidated financial statements.

**MEGA FINANCIAL HOLDING CO., LTD.**  
**BALANCE SHEETS**  
**(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLAR)**

Assets	Notes	December 31, 2014		December 31, 2013	
		Amount	%	Amount	%
<b>Assets</b>					
Cash and cash equivalents	1(1)	\$ 27,368	-	\$ 1,044,333	1
Receivables, net		463	-	-	-
Current income tax assets		630,319	-	630,319	-
Available-for-sale financial assets, net	1(2)	5,849,267	2	5,550,855	2
Equity investments accounted for by the equity method, net	1(3)	276,634,930	97	256,786,037	97
Other financial assets, net	1(4)	758,293	1	758,293	-
Property and equipment, net	1(5)	757,220	-	771,442	-
Deferred income tax assets		7,737	-	7,737	-
Other assets, net		5,826	-	8,507	-
<b>Total assets</b>		<b>\$ 284,671,423</b>	<b>100</b>	<b>\$ 265,557,523</b>	<b>100</b>
<b>Liabilities and equity</b>					
<b>Liabilities</b>					
Commercial paper payable, net	1(6)	\$ 2,549,078	1	\$ -	-
Payables	1(7)	13,264,258	5	11,975,327	4
Current income tax liabilities		1,385,649	-	121,298	-
Bonds payable	1(8)	6,000,000	2	11,998,677	5
Other loans	1(9)	400,000	-	-	-
Provisions for liabilities	1(10)	45,931	-	52,431	-
Deferred income tax liabilities		3,500	-	2,168	-
Other liabilities		2,139	-	2,086	-
<b>Total liabilities</b>		<b>23,650,555</b>	<b>8</b>	<b>24,151,987</b>	<b>9</b>
<b>Equity</b>					
<b>Share capital</b>					
Common stock	1(11)	124,498,240	44	124,498,240	47
<b>Capital surplus</b>	1(11)	<b>55,270,198</b>	<b>19</b>	<b>55,271,623</b>	<b>21</b>
<b>Retained earnings</b>					
Legal reserve	1(11)	24,469,127	9	22,220,204	8
Special reserve	1(11)	2,547,719	1	2,547,719	1
Unappropriated retained earnings	1(12)	50,873,327	18	36,766,912	14
<b>Other equity interest</b>					
Other equity interest	1(13)	3,362,257	1	100,838	-
<b>Total equity</b>		<b>261,020,868</b>	<b>92</b>	<b>241,405,536</b>	<b>91</b>
<b>Total liabilities and equity</b>		<b>\$ 284,671,423</b>	<b>100</b>	<b>\$ 265,557,523</b>	<b>100</b>



**MEGA FINANCIAL HOLDING CO., LTD.**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT AS OTHERWISE INDICATED.)

Items	Notes	For the years ended December 31				Changes percentage (%)
		2014		2013		
		Amount	%	Amount	%	
<b>Revenues</b>						
Interest income		\$ 36,517	-	\$ 4,732	-	672
Gain from financial assets and liabilities at fair value	1(14)	-	-	1,200	-	(100)
Share of profit of associates and joint ventures	1(3)	30,851,743	100	23,768,937	100	30
Other revenue other than interest income		32,244	-	6,895	-	368
<b>Total revenue</b>		<u>30,920,504</u>	<u>100</u>	<u>23,781,764</u>	<u>100</u>	30
<b>Expenses and losses</b>						
Interest expense		( 216,569)	( 1)	( 290,181)	( 1)	( 25)
Foreign exchange loss		( 2)	-	( 4)	-	( 50)
Employee benefit expense	1(15)	( 286,218)	( 1)	( 229,477)	( 1)	25
Depreciation and amortization	1(16)	( 17,549)	-	( 19,055)	-	( 8)
Other business and administrative expenses		( 101,071)	-	( 88,166)	( 1)	15
<b>Total Expenses and losses</b>		<u>( 621,409)</u>	<u>( 2)</u>	<u>( 626,883)</u>	<u>( 3)</u>	( 1)
<b>Income before income tax</b>		30,299,095	98	23,154,881	97	31
Income tax expense	1(17)	( 40,431)	-	( 665,649)	( 3)	( 94)
<b>Profit for the period</b>		<u>30,258,664</u>	<u>98</u>	<u>22,489,232</u>	<u>94</u>	35
<b>Other comprehensive income</b>						
Unrealized gains on valuation of available-for-sale financial assets		298,412	1	407,687	2	( 27)
Actuarial gains on defined benefit plan		7,835	-	6,716	-	17
Share of other comprehensive income of associates and		2,872,482	9	( 948,198)	( 4)	( 403)
Income taxes relating to the components of other comprehensive incomes		( 1,332)	-	( 1,142)	-	17
<b>Total other comprehensive income(after Income Tax)</b>		<u>3,177,397</u>	<u>10</u>	<u>( 534,937)</u>	<u>( 2)</u>	( 694)
<b>Total comprehensive income</b>		<u>\$ 33,436,061</u>	<u>108</u>	<u>\$ 21,954,295</u>	<u>92</u>	52
<b>Earnings per share</b>						
Basic earnings per share (in dollars)	1(18)	\$ 2.43		\$ 1.96		
Diluted earnings per share (in dollars)		\$ 2.43		\$ 1.96		

MEGA FINANCIAL HOLDING CO., LTD.  
STATEMENTS OF CHANGES IN EQUITY  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Retained earnings					Other equity interest		Total equity
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Cumulative translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets	
<u>For the year ended December 31, 2013</u>								
Balance, January 1, 2013	\$ 114,498,240	\$ 43,425,270	\$ 20,066,890	\$ 2,569,119	\$ 29,461,030	(\$ 944,493 )	\$ 1,123,638	\$ 210,199,694
Earnings distribution for 2012								
Legal reserve	-	-	2,153,314	-	( 2,153,314 )	-	-	-
Cash dividend	-	-	-	-	( 12,594,806 )	-	-	( 12,594,806 )
Disposal of land transferred as special reserve	-	-	-	( 21,400 )	21,400	-	-	-
Profit for the period	-	-	-	-	22,489,232	-	-	22,489,232
Other comprehensive income for the period	-	-	-	-	( 456,630 )	43,114	( 121,421 )	( 534,937 )
Issuance of common stock	10,000,000	11,500,000	-	-	-	-	-	21,500,000
Share based payment transaction	-	346,353	-	-	-	-	-	346,353
Balance at December 31, 2013	<u>\$ 124,498,240</u>	<u>\$ 55,271,623</u>	<u>\$ 22,220,204</u>	<u>\$ 2,547,719</u>	<u>\$ 36,766,912</u>	<u>(\$ 901,379 )</u>	<u>\$ 1,002,217</u>	<u>\$ 241,405,536</u>
<u>For the year ended December 31, 2014</u>								
Balance at January 1, 2014	\$ 124,498,240	\$ 55,271,623	\$ 22,220,204	\$ 2,547,719	\$ 36,766,912	(\$ 901,379 )	\$ 1,002,217	\$ 241,405,536
Earnings distribution for 2013								
Legal reserve	-	-	2,248,923	-	( 2,248,923 )	-	-	-
Cash dividends	-	-	-	-	( 13,819,304 )	-	-	( 13,819,304 )
Change in equity investments accounted for by the equity method	-	( 1,425 )	-	-	-	-	-	( 1,425 )
Profit for the period	-	-	-	-	30,258,664	-	-	30,258,664
Other comprehensive income for the period	-	-	-	-	( 84,022 )	1,506,861	1,754,558	3,177,397
Balance at December 31, 2014	<u>\$ 124,498,240</u>	<u>\$ 55,270,198</u>	<u>\$ 24,469,127</u>	<u>\$ 2,547,719</u>	<u>\$ 50,873,327</u>	<u>\$ 605,482</u>	<u>\$ 2,756,775</u>	<u>\$ 261,020,868</u>

MEGA FINANCIAL HOLDING CO., LTD.  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31,  
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	2014	2013
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>		
Profit before tax for the year	\$ 30,299,095	\$ 23,154,881
Adjustments to reconcile net income to net cash provided by operating activities		
Income and expenses having no effect on cash flows		
Depreciation	14,997	15,535
Amortization	2,552	3,520
Interest expense	216,569	290,181
Interest income	( 36,517 )	( 4,732 )
Dividend income	( 30,363 )	( 1,531 )
Share of profit of associates accounted for under equity	( 30,851,743 )	( 23,768,937 )
Share based payment transaction	-	2,054
Changes in assets/liabilities relating to operating activities		
Net changes in assets relating to operating activities		
(Increase) decrease in receivables	( 463 )	158
Decrease (increase) in other assets	393	( 4,015 )
Net changes in liabilities relating to operating activities		
Decrease in financial liabilities at fair value through profit or loss	-	( 1,200 )
Increase (decrease) in payables	44,726	( 16,801 )
Increase in provisions for liabilities	1,335	2,637
Increase (decrease) in other liabilities	53	( 172 )
Cash used in operations	( 339,366 )	( 328,421 )
Interest received	36,517	4,732
Interest paid	( 216,168 )	( 322,655 )
Income tax received (paid)	1,223,921	( 1,693,890 )
Cash dividend received	13,904,269	13,154,143
Net cash provided by operating activities	14,609,173	10,813,909
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>		
Acquisition of equity investments accounted for by the equity	-	( 15,000,000 )
Acquisition of property and equipment	( 775 )	( 3,058 )
Acquisition of intangible asset	( 263 )	-
Net cash used in investing activities	( 1,038 )	( 15,003,058 )
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>		
Increase (decrease) in commercial papers payable	2,550,000	( 882,000 )
Redemption of corporate bonds	( 6,000,000 )	( 4,100,000 )
Increase in other loans	400,000	-
Payment of cash dividends	( 12,575,100 )	( 11,361,810 )
Issuance of common stock	-	21,500,000
Net cash (used in) provided by financing activities	( 15,625,100 )	5,156,190
(Decrease) increase in cash and cash equivalents	( 1,016,965 )	967,041
Cash and cash equivalents at beginning of year	1,044,333	77,292
Cash and cash equivalents at end of year	\$ 27,368	\$ 1,044,333

## Attachment 2

### Mega Financial Holding Co., Ltd.

### 2014 Profit Distribution Proposal

Unit : NT\$

Items	Amount
Beginning retained earnings	20,698,684,485
Add : Reverse of special reserve for first-time adoption of TIFRS	2,561,187
Less : Retained earnings decreased due to actuarial pension loss	(84,020,803)
Add : Net income of 2014	30,258,663,778
Subtotal	50,875,888,647
Less : 10% legal reserve	(3,025,866,378)
Total distributable earnings	47,850,022,269
Less : Distribution item	
Cash dividend to shareholders(NT\$1.40 per share)	(17,429,753,576)
Unappropriated retained earnings	30,420,268,693
Note :	
1. Remuneration to directors-cash NT\$136,163,000.	
2. Employee profit sharing-cash NT\$10,307,000.	
3. The 2014 earnings shall be distributed first.	

### Attachment 3

## Profile of Director Candidates

No.	Name	Experience (Education)	Present position	Shareholding
1	Yeou-Tsair Tsai	<p>President of Taiwan Cooperative Bank, President of the Int'l Commercial Bank of China, Chairman of Mega Int'l Commercial Bank Co., Ltd., (MEGA Bank) President of Mega Financial Holding Co., Ltd., Chairman of Mega Int'l Investment Trust Co., Ltd., Chief Executive Officer of SinoPac Holdings, Chairman of Bank SinoPac</p> <p>(M.A. in Public Finance, National Chengchi University)</p>	Chairman of Mega Financial Holding Co., Ltd. and Mega Int'l Commercial Bank Co., Ltd.	202,000
2	Hann-Ching Wu	<p>Senior Vice President &amp; General Manager of Business Center – Kaohsiung, MEGA Bank Senior Vice President &amp; General Manager of Credit Control Department, MEGA Bank</p> <p>(M.A. in Commercial Science, National Taiwan University )</p>	Executive Vice President of Mega Financial Holding Co., Ltd. and Mega Int'l Commercial Bank Co., Ltd.	35,665
3	Chia-Chi Hsiao	<p>Director-General, Department for General Administration, Directorate General of Budget, Accounting and Statistics, Executive Yuan, R.O.C. Director-General, Department of Accounting, Ministry of Finance, R.O.C. Deputy Director-General, National Treasury Agency, Ministry of Finance, R.O.C.</p> <p>(M.A. in Management Science, National Chiao Tung University)</p>	Director-General, Department of Fiscal, Statistical and Financial Affairs, Executive Yuan, R.O.C.	3,352
4	I-Min Chen	<p>Director, Department of Labor Standards, Council of Labor Affairs, Executive Yuan, R.O.C. Director General, Bureau of Employment and Vocational Training,</p>	Political Deputy Minister, Ministry of Labor, R.O.C.	0

		<p>Council of Labor Affairs, Executive Yuan, R.O.C.  President &amp; CEO, Bureau of Labor Insurance  Counselor, Council of Labor Affairs, Executive Yuan, R.O.C.</p> <p>(M.A. in Labor Science, Chinese Culture University)</p>		
<b>5</b>	Joanne Ling	<p>Chief Secretary, Ministry of Finance (MOF), R.O.C., Director-General, National Tax Administration of Northern Taiwan Province, MOF, R.O.C.,  Director-General, Taipei National Tax Administration, MOF, R.O.C.</p> <p>(M.A. in Public Finance, National Chengchi University)</p>	Director-General, National Treasury Agency, Ministry of Finance, R.O.C.	657
<b>6</b>	Tzong-Yau Lin	<p>Representative of New York Representative Office, Central Bank of the R.O.C.,  Deputy Director General, Department of Economic Research, Central Bank of the R.O.C.  Associate Professor of Economics Department, Soochow University</p> <p>(Ph. D. in Economics, University of Southern California, U.S.A.)</p>	Director General, Dept. of Economic Research, Central Bank of the R.O.C.	0
<b>7</b>	Ta-Pei Liu	<p>Director of ChungHsing Bills Finance Corporation,  Director of Central Investment Holding Company, Chairman &amp; President of Uni-Chine Investment &amp; Development Company Limited,  Chairman of Capital VC Limited,  Executive Director &amp; President of Core Pacific (Hong Kong) Corp.,  Chairman of Mega Bills Finance Co., Ltd.</p> <p>(Ph. D. in Public Administration, University of Raffles)</p>	Chairman of Mega Securities Co., Ltd.	15,000

<b>8</b>	Yaw-Chung Liao	Director-General, Dept. of Overall Planning, Council for Economic Planning and Development, Executive Yuan, R.O.C.  (Ph. D. in Agricultural Economics, National Taiwan University)	Director-General, Department of Economics, Energy and Agriculture, Executive Yuan, R.O.C.	0
<b>9</b>	Chung-Hsiang Lin	Chairman of The Labor Union of Mega Int'l Commercial Bank Co., Ltd.  (B.A. in Business Administration, Soochow University)	Vice President & Deputy Manager of Mega Int'l Commercial Bank Co., Ltd., Chung Ho Branch	195,757
<b>10</b>	Hsueh-Ju Tseng	Deputy Director-General, Council for Economic Planning and Development, Executive Yuan, R.O.C. Director-General, Council for Economic Planning and Development, Executive Yuan, R.O.C. Counselor of National Development Council  (M.A. in International Development Economics, Yale University, U.S.A.)	Chief Secretary of National Development Council, R.O.C.	0
<b>11</b>	Wen-Chyi Ong	Director, International Banking Division, Bureau of Monetary Affairs, Ministry of Finance, R.O.C., Counselor, Permanent Mission of Taiwan to the WTO (Geneva), Director, Taiwan's Financial Supervisory Commission, Office in New York, Representative (Ambassadorial ranking), Taipei Economic and Cultural Center in India  (MSc, Investment and Risk Management, Cass Business School, City University, London)	Chairman, Chunghwa Post Co., Ltd.	0
<b>12</b>	Jan-Lin Wei	Senior Vice President and General Manager, Dept. of Treasury, Bank of Taiwan  (M.A. in Economics, Soochow University)	Executive Vice President, Bank of Taiwan Co., Ltd.	0

## Profile of Independent Director Candidates

No.	Name	Experience (Education)	Present Position	Shareholding
1	Tsun-Siou Li	Visiting Professor, Hitotsubashi University, Japan, Chairman, Department of Finance of National Taiwan University, Director of Securities and Futures Institute, Independent Director of First Financial Holding Co., Ltd.  (Ph.D. in Finance, University of California, Berkeley)	Professor, Dept. of Finance, National Taiwan University	0
2	Keh-Nan Sun	Research Fellow/Economic Policy Advisor, Chung-Hua Institution of Economic Research, Chairman, Department of Public Finance and Tax Administration, National Taipei University of Business, Member of Fiscal Reform/Tax Reform Commission, Executive Yuan, Director/Supervisor, Chunghua Association of Public Finance  (Ph.D. in Economics, National Taiwan University, R. O. C.)	Associate Professor, Dept. of Public Finance and Tax Administration, National Taipei University of Business	0
3	Chi-Hung Lin	Associate Professor of Laws Dept., Soochow Law School, Legal counsel of the Bankers Association of the Republic of China  (Ph.D. in Juridical Science, National Chengchi University)	Managing Partner of Lin & Partners Attorneys at Law	0