

Mega Financial Holding Co., Ltd.
Handbook for the 2015 Annual Meeting of Shareholders
(Summary Translation)

Meeting Time: June 26, 2015

Place: 13th Floor, No. 100, Jinlin Road, Taipei

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

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Mega Financial Holding Co., Ltd.

Procedure for the 2015 Annual Meeting of Shareholders

1. Call the Meeting to Order
2. Chairperson Remarks
3. Company Reports
4. Matters for Recognition
5. Matters for Election and Discussion
6. Questions and Motions
7. Adjournment

Mega Financial Holding Co., Ltd.
Year 2015
Agenda of Annual Meeting of Shareholders

Time: 09:00 a.m on Friday, June 26, 2015

Place: 13/F, Jinlin Bldg. of Mega International Commercial Bank (the “Bank”)
No. 100, Jinlin Road, Taipei, Taiwan

Attendants: Shareholders or their representatives

Chairperson: Yeou-Tsair Tsai

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

2. Chairperson Remarks

3. Company Reports

- (1) 2014 Business Report
- (2) Audit Committee’s Review Report on the 2014 Financial Statements
- (3) Report of the Company’s Corporate Social Responsibility Policy and 2015 Corporate Social Responsibility Implementation Plan
- (4) In order for the Bank to (1) collect, as earlier as possible, the proceeds, which are 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) fulfil 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.

4. Matters for Recognition

- (1) Adoption of the 2014 Business Report and Financial Statements
- (2) Adoption of the Proposal for Distribution of 2014 Earnings

5. Matters for Election and Discussion

- (1) To Elect the 6th Term Board of Directors
- (2) Proposal of Releasing the Prohibition on the 6th Term Board of Directors from Participation in Competitive Business

6. Questions and Motions

7. Adjournment

Company Reports

Agenda 1: 2014 Business Report

Explanation: The 2014 Business Report is attached as Attachment 1 (omitted).

Agenda 2: Audit Committee's Review Report on the 2014 Financial Statements

Explanation: The 2014 Audit Committee's Review Report is attached as Attachment 2.

Agenda 3: Report of the Company's "Corporate Social Responsibility Policy" and "2015 Corporate Social Responsibility Action Plans"

Explanation:

- (1) In accordance with the Article 5 of the Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies, corporate social responsibility policy and action plans shall be approved by the Board of Directors and reported in the Shareholders' Meeting.
- (2) The Company's Corporate Social Responsibility Policy and 2015 Corporate Social Responsibility Action Plans were approved by the 24th Board meeting on April 22nd 2015 and the 35th meeting on February 24th 2015 of the Fifth term Board of Directors, respectively.

Agenda 4: In order for the Bank to (1) collect, as earlier as possible, the proceeds, which are 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) fulfil 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.

Explanation:

- (1) Being one of the creditors of Hualon Corporation, the Bank is entitled to collect the proceeds of NT\$1,104,220,000 from the disposition of the Tayuan factory of said company by the court. In pursuant to a resolution adopted in the meeting convened by the Ministry of Labor on October 8, 2014, for purposes of advancing social stability, 20% of the disposition proceeds will be donated to the Ministry as the source of fund for retirement or severance pays for the employees of Hualon Corporation. Hence, the donation amounts of NT\$220,844,000 is the portion of the Bank.
- (2) The employees of Hualon Corporation have withdrawn from the court their lawsuit over the distribution of money. The donation will be effected after the money distributed by court has been received by the Bank.

Matters for Recognition

Agenda 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 and Financial Statements are attached as Attachments 1 (omitted) and 5.

RESOLVED:

Agenda 2: Adoption of the Proposal for Distribution of 2014 Earnings

(Proposed by the Board of Directors)

Explanation:

- (1) The proposal is handled pursuant to Article 228 of the Company Act and Article 31 of the Company's Articles of Incorporation.
- (2) The Company's 2014 earning was audited by PricewaterhouseCoopers, Taiwan. The Company's beginning retained earnings is NT\$20,698,684,485, which after adding reverse of special reserve for first-time adoption of TIFRS NT\$2,561,187, deducting retained earnings due to actuarial pension loss NT\$84,020,803, and adding the Company's 2014 earnings NT\$30,258,663,778 and deducting the legal reserve NT\$3,025,866,378, the distributable earnings is NT\$47,850,022,269. Pursuant to the Company's Articles of Incorporation and related regulation, the Board of Directors is proposed to distribute the dividends as follows:
 - (i) NT\$ 1.40 per share in cash with aggregate cash dividends of NT\$17,429,753,576.
 - (ii) Remuneration to directors in cash of NT\$136,163,000, and employees profit sharing in cash for NT\$10,307,000, which have been recognized as 2014 expenses. Remuneration to directors increases NT\$182,270 versus booking amount due to CPA's adjustment of 2014 earnings, and employees profit sharing increases NT\$41 versus booking amount due to difference of estimation. The differences would be treated as changes in accounting estimation of 2015.
- (3) To accommodate the adoption of income tax integration, the 2014 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.
- (5) Cash dividends will be calculated in accordance with distribution ratio and rounded down to the NT\$1. The aggregation of the fractional cash dividends under NT\$1 will be allocated in order of the biggest decimal point number to the smallest and shareholders' account number in ascending order until all the cash dividends are fully paid.
- (6) 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.

(7) The 2014 Profit Distribution Proposal is attached as Attachment 6.

RESOLVED:

Matters for Election and Discussion

Agenda 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 are attached hereto as Attachment 7:

No.	Position	Name	Representative of Legal Entity	Shareholding
1	Director	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		Philip Wen-chyi Ong	Chunghwa Post Co., Ltd.	358,438,634
12		Justin Jan-Lin Wei	Bank of Taiwan Co., Ltd.	262,273,049
13	Independent Director	Tsun-Siou Li	N.A.	0
14		Keh-Nan Sun	N.A.	0
15		Chi-Hung Lin	N.A.	0

VOTING RESULTS:

Agenda 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
		Asia Pacific Emerging Industry Venture Capital Co. Ltd.	Director
		Taiwan Finance Corporation	Director
Director	Wen-Chyi Ong	Chunghwa Post Co., Ltd.	Chairman

RESOLVED:

Questions and Motions

Attachment 2

Mega Financial Holding Co., Ltd.

Audit Committee's Review Report

The Board of Directors of the Company has compiled and delivered the business report, the consolidated financial statements, and the proposal for distribution of earnings for 2014. Wherein, the consolidated financial statements were audited by CPA Chou, Chien-Hung and Huang, King-Tse of PricewaterhouseCoopers. The Audit Committee have examined the above statements and found nothing non-compliance and thus prepared this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your ratification.

To:

2015 General Shareholders' Meeting

Mega Financial Holding Co., Ltd.

Chairman of the Audit Committee: Tsun-Siou Li

Date: April 28, 2015

Attachment 3

Mega Financial Holding Co., Ltd.

Corporate Social Responsibility Policy

April 22nd 2014, 24th Meeting of the Fifth Term Board of Directors

Article 1 Mega Holdings and its subsidiaries (hereinafter collectively referred to as the "Group") is committed to the practice of corporate social responsibility under the Group's guiding principles of integrity, steady growth and sustainable development when engaging in any operations and activities. This Policy is laid out as a guidance for related activities.

Article 2 The Group shall fulfill its corporate social responsibility and disclose the following issues relating to the stakeholders and social responsibility.

1. Customers

The Group strives to become the best partner in financial services to our customers. We seek the highest level of customer satisfaction and trust by meeting customers' needs in financial products and continuously enhancing the quality of our services.

Actions will include:

- (1) Set up and disclose Consumer Rights Policy.
- (2) Provide complete information of products and services and establish an effective channel for customer communication.
- (3) Implement strict personal information protection guidelines to protect the customers' privacy.

2. Employees

The Group is committed to protecting the legal rights of the employees and providing adequate workplaces under the standards of relevant labor laws and international practice of labor rights.

Actions will include:

- (1) Establish an adequate remuneration system and benefit policies.
- (2) Create an equal opportunity workplace and protect employees' legal rights.
- (3) Respect employees' human rights and establish a communication mechanism.
- (4) Provide employee education and training.

- (5) Care for employees' health through activities, such as health seminars and free health checkups

3. Shareholders

The Group is committed to continuously reinforce corporate governance, enhance operational performance and maximize shareholder value.

Actions will include:

- (1) Upgrade the competencies of the Board of Directors, enhance protection of shareholder's equity and reinforce communication with shareholders.
- (2) Reinforce disclosure of financial and non-financial information for high information transparency.
- (3) Stress product innovation and strengthen risk control.

4. Environmental Protection

The Group is committed to the guiding principles of sustainable development and strives to achieve the goals of environment sustainability.

Actions will include:

- (1) Push forward energy-saving and carbon reduction policy and cut down use of water, electricity and fossil fuels.
- (2) Cut down use of paper through digitalized operational procedures.
- (3) Give priority to green procurement and products of suppliers certified for green marks.
- (4) Encourage resource recycling and reuse and handle wastes properly.

5. Community Involvement

The Group strives to establish good relationships with the local communities through the Group's service contact points.

Actions will include:

- (1) Enhance the quality of living for the community residents through organizing various arts and culture events, health and financial seminars.
- (2) Encourage the employees to get involved in community services.

6. Social Welfare

The Group will consolidate the resources of the subsidiaries, ICBC Foundation and Mega Charity Foundation to push forward a series of social welfare activities under the concept of "giving back to the

community”.

Actions will include:

- (1) Care for the minority groups, improve their lives and help them learn employment skills.
- (2) Sponsor breakfast, lunch and after-school tutoring programs for students in the rural areas.
- (3) Push forward various social aid programs through working with other public welfare or social service organizations.
- (4) Support the development of the cultural and creative industry through sponsoring performance of arts and culture groups.
- (5) Build an elderly friendly society through life education.
- (6) Develop environmental awareness through environmental education.
- (7) Promote healthy and active lifestyles through sponsorships for sports and athletic events.

7. Trust and Integrity

The Group strives to build a corporate culture of trust and integrity, leading the Company into healthy and sustainable development through the management models of honesty, transparency and responsibility.

Actions will include:

- (1) Achieve full compliance to the laws and regulations and practice under the strict principles of trust and integrity.
- (2) Strictly prohibit corruption, malpractice or accepting or soliciting commissions, rewards or other improper benefits from trading parties or customers.
- (3) Conduct all operational activities under the principles of fairness and honesty.

Article 3 The Group set up the Corporate Social Responsibility Committee to take charge of planning and implementing corporate social responsibility related policies and actions. This Committee is chaired by the Company’s President with a panel of members formed by the Executive Vice Presidents.

Article 4 The Group will publish a Corporate Social Responsibility Report to disclose information relating to the Group’s corporate social responsibility practices. The report will be published on the Group’s website.

Attachment 4

Mega Financial Holding Co., Ltd.

2015 Corporate Social Responsibility Action Plans

Approved on April 24th 2015 in the 35th Meeting of the Fifth Term Board of Directors

1. Corporate Governance

1. Set up a Board Diversity Policy. Relevant standards include “basic criteria and values” and “professional knowledge and skills”.
2. Set up Board Performance Evaluation Guidelines and Procedures. The Board of Directors, functional committees and individual board members will conduct performance assessment through self-evaluation, peer evaluation or other suitable ways.
3. Set up a Stakeholder Area on the external website. This area will provide as a communication channel for stakeholders, including shareholders, employees, suppliers and customers. The stakeholders will be able to forward inquiries and express their opinions through this channel, and this channel will supply as a portal of information for the Group to survey the expectations and needs of the stakeholders and take timely response to resolve the issues concerned by the stakeholders.
4. Reinforce employee training in corporate social responsibility and anti-corruption.

2. Environmental Protection

The Group is committed to environmental sustainability. To achieve the goals, the Group is planning to introduce the ISO 14064-1 Greenhouse Gas Inventory System into the operations. The standards will include setting up GHG emission limits, quantifying organizational emission and elimination of GHG, verifying the Company’s policies set forward to improve GHG management and documentation management. The Group will also complete the emission inventory list and report.

3. Social Welfare

The Group is committed to play a part in the development of a peaceful and caring society; therefore, we listen carefully to the social issues and push forward various social welfare activities on a continuous basis. Our actions of social services cover the following scopes:

1. Care for the disadvantaged: Scope covers the handicap, elderly, youth and

children groups.

2. Care for the elderly: We work with social welfare organizations to offer services of health enhancement for the body, mind and soul.
3. Sponsorship for culture, creativity and arts: We support and sponsor the development of the cultural and creative industry.
4. Community involvement: We work side by side with the communities through active participation in the various community services and activities.
5. Disaster relief and emergency aids: We help the low income and disadvantaged families by easing their financial burdens, secure their lives and enhance their competitiveness in the society.



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, of changes in equity and of cash flows for the years then ended. These financial statements are the responsibility of the Mega Group’s management. Our responsibility is to issue an opinion 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 Financial Holding Co., Ltd and its subsidiaries as of December 31, 2014, and 2013, and their financial performance and cash flows for the years then ended 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).

PricewaterhouseCoopers Taiwan

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 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	%
Assets							
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	-
Total assets		<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>

(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	%
Liabilities							
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	-
Total liabilities		<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>
Equity							
Equity attributable to owners of parent							
Share capital							
Common stock	6(26)	124,498,240	4	124,498,240	4	114,498,240	4
Capital surplus	6(26)	55,270,198	2	55,271,623	2	43,425,270	2
Retained earnings							
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
Other equity interest	6(28)						
Other equity interest		3,362,257	-	100,838	-	179,145	-
Non-controlling interest		<u>161,933</u>	<u>-</u>	<u>186,540</u>	<u>-</u>	<u>281,067</u>	<u>-</u>
Total equity		<u>261,182,801</u>	<u>8</u>	<u>241,592,076</u>	<u>8</u>	<u>210,480,761</u>	<u>8</u>
Total liabilities and equity		<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
Interest income, net		<u>36,674,180</u>	<u>61</u>	<u>31,276,127</u>	<u>57</u>	17
Revenues other than interest, net						
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)
Net revenue		<u>60,504,967</u>	<u>100</u>	<u>55,008,468</u>	<u>100</u>	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
Operating expenses						
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
Income before income tax		<u>35,328,826</u>	<u>58</u>	<u>27,000,082</u>	<u>49</u>	31
Income tax expense	6(38)	(5,089,109)	(8)	(4,505,513)	(8)	13
Profit for the period		<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	%	
Other comprehensive income	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)
Total other comprehensive income (after income tax)		<u>3,176,516</u>	5	<u>(535,261)</u>	(1)	(693)
Total comprehensive income		<u>\$ 33,416,233</u>	55	<u>\$ 21,959,308</u>	40	52
Profit attributable to:						
Owners of parent		\$ 30,258,664	50	\$ 22,489,232	41	35
Non-controlling interests		(18,947)	-	5,337	-	(455)
Profit attributable to:		<u>\$ 30,239,717</u>	50	<u>\$ 22,494,569</u>	41	34
Comprehensive income attributable to:						
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>	55	<u>\$ 21,959,308</u>	40	52
Earnings per share	6(39)					
Basic earnings per share (in dollars)		<u>\$</u>	2.43	<u>\$</u>	1.96	
Diluted earnings per share (in dollars)		<u>\$</u>	2.43	<u>\$</u>	1.96	

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			
For the year ended December 31, 2013										
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	\$ 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
For the year ended December 31, 2014										
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	\$ 124,498,240	\$ 55,270,198	\$ 24,469,127	\$ 2,547,719	\$ 50,873,327	\$ 605,482	\$ 2,756,775	\$ 261,020,868	\$ 161,933	\$ 261,182,801

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)

	<u>For the years ended December 31,</u>	
	<u>2014</u>	<u>2013</u>
<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	<u>81,078,092</u>	<u>141,866,805</u>

(Continued)

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

	<u>For the years ended December 31,</u>	
	<u>2014</u>	<u>2013</u>
<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	391,866	277,772
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	-	21,500,000
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	1,496,054	40,247
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	%
Assets					
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	-
Total assets		\$ 284,671,423	100	\$ 265,557,523	100
Liabilities and equity					
Liabilities					
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	-
Total liabilities		23,650,555	8	24,151,987	9
Equity					
Share capital					
Common stock	1(11)	124,498,240	44	124,498,240	47
Capital surplus	1(11)	55,270,198	19	55,271,623	21
Retained earnings					
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
Other equity interest					
Other equity interest	1(13)	3,362,257	1	100,838	-
Total equity		261,020,868	92	241,405,536	91
Total liabilities and equity		\$ 284,671,423	100	\$ 265,557,523	100

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	%	
Revenues						
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
Total revenue		<u>30,920,504</u>	<u>100</u>	<u>23,781,764</u>	<u>100</u>	<u>30</u>
Expenses and losses						
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
Total Expenses and losses		<u>(621,409)</u>	<u>(2)</u>	<u>(626,883)</u>	<u>(3)</u>	<u>(1)</u>
Income before income tax		30,299,095	98	23,154,881	97	31
Income tax expense	1(17)	(40,431)	-	(665,649)	(3)	(94)
Profit for the period		<u>30,258,664</u>	<u>98</u>	<u>22,489,232</u>	<u>94</u>	<u>35</u>
Other comprehensive income						
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 joint ventures accounted for under equity method		2,872,482	9	(948,198)	(4)	(403)
Income taxes relating to the components of other comprehensive incomes		(1,332)	-	(1,142)	-	17
Total other comprehensive income(after Income Tax)		<u>3,177,397</u>	<u>10</u>	<u>(534,937)</u>	<u>(2)</u>	<u>(694)</u>
Total comprehensive income		<u>\$ 33,436,061</u>	<u>108</u>	<u>\$ 21,954,295</u>	<u>92</u>	<u>52</u>
Earnings per share						
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	
For the year ended December 31, 2013								
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>
For the year ended December 31, 2014								
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
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
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 method	(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
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
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)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
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 6**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 7

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 & General Manager of Business Center – Kaohsiung, MEGA Bank Senior Vice President & 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</p>	Political Deputy Minister, Ministry of Labor, R.O.C.	0

		<p>Employment and Vocational Training, Council of Labor Affairs, Executive Yuan, R.O.C.</p> <p>President & CEO, Bureau of Labor Insurance</p> <p>Counselor, Council of Labor Affairs, Executive Yuan, R.O.C.</p> <p>(M.A. in Labor Science, Chinese Culture University)</p>		
5	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.,</p> <p>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
6	Tzong-Yau Lin	<p>Representative of New York Representative Office, Central Bank of the R.O.C.,</p> <p>Deputy Director General, Department of Economic Research, Central Bank of the R.O.C.</p> <p>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
7	Ta-Pei Liu	<p>Director of ChungHsing Bills Finance Corporation,</p> <p>Director of Central Investment Holding Company, Chairman & President of Uni-Chine Investment & Development Company Limited,</p> <p>Chairman of Capital VC Limited,</p> <p>Executive Director & President of Core Pacific (Hong Kong) Corp.,</p> <p>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

8	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
9	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
10	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
11	Philip 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
12	Justin 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

Appendix 3

Mega Financial Holding Co., Ltd.

Shareholding of Directors

Book closure date: Apr. 28, 2015

Position	Name	Shareholding (shares)	Percentage
Chairman	Yeou-Tsair Tsai (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	9.18%
Director	Meei-Yeh Wei (Representative of Ministry of Finance, R.O.C.)		
Director	Chia-Chi Hsiao (Representative of Ministry of Finance, R.O.C.)		
Director	Joanne Ling (Representative of Ministry of Finance, R.O.C.)		
Director	I-Min Chen (Representative of Ministry of Finance, R.O.C.)		
Director	Tzong-Yau Lin (Representative of Ministry of Finance, R.O.C.)		
Director	Ta-Pei Liu (Representative of Ministry of Finance, R.O.C.)		
Director	Yaw-Chung Liao (Representative of Ministry of Finance, R.O.C.)		
Director	Hsueh-Ju Tseng (Representative of National Development Fund, Executive Yuan, R.O.C.)	759,771,091	6.10%
Director	Wen-Chyi Ong (Representative of Chunghwa Post Co., Ltd.)	358,438,634	2.88%
Director	Justin Jan-Lin Wei (Representative of Bank of Taiwan)	262,273,049	2.11%
Director	Chung-Hsiang Lin (Representative of Labor Union of Mega Int'l Commercial Bank Co., Ltd.)	2,921,848	0.02%
Independent Director	Tsun-Siou Li	0	-
Independent Director	Shean-Bii Chiu	0	-
Independent Director	Chi-Hung Lin	0	-
Number of the shares held by all directors: 2,526,448,505 shares (20.29%)			
Minimum number of directors' shareholding required by the FSC: 160,000,000 shares (1.29%)			

Note: As the Company has established the Audit Committee, the minimum shareholding requirements for supervisors shall not apply.