

# **Mega Financial Holding Company**

## **Meeting Notice of 2011 Annual General Shareholders' Meeting ( Summary Translation )**

The 2011 Annual General Shareholders' Meeting ( the "Meeting" ) of Mega Financial Holding Company (the "Company") will be convened at 13/F, Jilin Bldg. of Mega International Commercial Bank, No. 100, Jilin Road, Taipei, Taiwan at 09:00 a.m., June 28, 2011.

1. The agenda of the Meeting are as follows:

A. Company Reports

- (1) 2010 Business Report
- (2) Supervisors' Review Report on the 2010 Financial Statements
- (3) Report on the promulgation of relevant laws and regulations governing the holding of voting shares of the same financial holding company exceeding a certain percentage by the same person or the same connected persons

B. Matters for Recognition

- (1) Adoption of the 2010 Business Report and Financial Statements
- (2) Adoption of the Proposal for Distribution of 2010 Profits

C. Matters for Discussion

- (1) Proposal for a new share issue through capitalization of earnings
- (2) Amendment to the Company's Articles of Incorporation
- (3) Proposal for release of the prohibition on directors from participation in competitive business

D. Questions and Motions

2. The distribution of 2010 profits as proposed by the board of directors is as follows:

- A. NT\$ 0.9 per share in cash with aggregate cash dividends of NT\$ 9,953,483,614.

- B. NT\$ 0.2 per share in stock with aggregate stock dividends of NT\$2,211,885,240.
- C. Remuneration to directors and supervisors in cash NT\$67,998,000, and employees profit sharing in cash for NT\$10,892,000.
3. It is proposed to release the prohibition on Chairman Yeou-Tsair Tsai, Independent Director Chun-Tien Cheng and Independent Director Song-Chin Su from participation in competitive business in accordance with Article 209 of the Company Act.
  4. Share transfer registration shall be suspended from Apr. 30, 2011 to June 28, 2011 according to Article 165 of the Company Act.
  5. A Notice to Attend (Notice) and a Proxy are attached herewith. Shareholders who propose to attend the Meeting in person are required to sign or seal to the Notice and bring it to the Meeting for attendance. Shareholders who wish to appoint a proxy to attend the Meeting are required to sign or seal to the Proxy and personally fill in the name and address of the proxy. The completed Proxy must be returned to the Company's stock affairs agent, Mega Securities Co., Ltd., at least five days prior to the date of the Meeting.
  6. If there is public solicitation of proxy, the Company will publish such information on the website of Securities and Futures Institute prior to May 27, 2011. For such information, shareholders may visit the website <http://free.sfib.org.tw> and use its "Proxy Information Free Search System" by clicking "Enter to Search for Proxy Information" and then entering relevant search conditions.

Board of Directors  
Mega Financial Holding Co., Ltd.