

# **Mega Financial Holding Company**

## **Meeting Notice of 2012 Annual General Shareholders' Meeting ( Summary Translation )**

The 2012 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 15, 2012.

1. The agenda of the Meeting are as follows:

A. Company Reports

- (1) 2011 Business Report
- (2) Supervisors' Review Report on the 2011 Financial Statements
- (3) Issuance of Corporate Bonds in 2011

B. Matters for Recognition

- (1) Adoption of the 2011 Business Report and Financial Statements
- (2) Adoption of the Proposal for Distribution of 2011 Earnings

C. Matters for Discussion and Election

- (1) Proposal for issuing new shares through capitalization of earnings
- (2) Amendment to the Company's Articles of Incorporation
- (3) Amendment to the "Procedures for Acquisition or Disposal of Assets"
- (4) Amendment to the "Election Procedures of Directors and Supervisors"
- (5) Election of the fifth term Board of Directorss
- (6) Proposal for exemption of the prohibition on directors from participation in competitive business

D. Questions and Motions

2. The distribution of 2011 profits as proposed by the board of directors is as follows:

- A. NT\$ 0.85 per share in cash with aggregate cash dividends of NT\$ 9,588,522,548.
  - B. NT\$ 0.15 per share in stock with aggregate stock dividends of NT\$1,692,092,210.
  - C. Remuneration to directors and supervisors in cash for NT\$79,559,000, and employees' profit sharing in cash for NT\$10,185,989.
3. It is proposed to release the prohibition on fifth term directors from participation in competitive business in accordance with Article 209 of the Company Act.
  4. Share transfer registration shall be suspended from Apr. 17, 2012 to June 15, 2012 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 15, 2012. 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.
  7. The independent directors shall be elected from the nominated candidates. Personal information of the three independent director candidates is provided as below:

Name	Education	Major Experience	Current Position	Share-holding
Tsun-Siou Lee	Ph. D. in Finance, University of California, Berkely	Chairman, Department of Finance, National Taiwan University	Professor, Department of Finance, National Taiwan University	0
Shean-Bii Chiu	Ph. D. in Finance, University of Washington, Seattle	Chairman, Pension Fund Association, R.O.C.	Professor, Department of Finance, National Taiwan University	0
Chi-Hung Lin	Ph. D. of Juridical Science, National Cheng Chi University	(1)Associate Professor of Laws, Soochow Law School (2)Senior Attorney, Lee & Li Attorneys-At-Law	Managing Partner of Lin & Partners Attorneys at Law	0

Board of Directors

Mega Financial Holding Co., Ltd.