

Mega Financial Holding Co., Ltd.

Meeting Notice of 2015 Annual General Shareholders' Meeting (Summary Translation)

The 2015 Annual General Shareholders' Meeting (the "Meeting") of Mega Financial Holding Co., Ltd. (the "Company") will be held at 13/F, Jilin Bldg. of Mega International Commercial Bank (the "Bank"), No. 100, Jilin Road, Taipei, Taiwan at 09:00 a.m., on June 26, 2015.

1. The agenda of the Meeting are as follows:

A. 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.

B. Matters for Recognition

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

C. Matters for Election and Discussion

- (1) To elect the 6th Term Board of Directors

- (2) To Propose releasing the prohibition on the 6th term Board of Directors from participation in competitive business

D. Questions and Motions

2. The distribution of 2014 profits as proposed by the Board of Directors is as follows:
 - A. NT\$ 1.40 per share in cash with aggregate cash dividends of NT\$17,429,753,576.
 - B. Remuneration to directors in cash of NT\$136,163,000, and employees' profit sharing in cash for NT\$10,307,000.
3. It is proposed to release the non-competition restriction on the 6th Term Board of Directors in accordance with Article 209 of the Company Act.
4. Share transfer registration shall be temporarily suspended from Apr. 28, 2015 to June 26, 2015 according to Article 165 of the Company Act.
5. A Notice to Attend (Notice) the Meeting 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, I.D. number 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 no later than May 26, 2015. 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 Stock Affairs Agency Department of Mega Securities Company has been

appointed as the agent for proxies tallying and verification.

8. Voting rights of the Meeting may be exercised via electronic means from May 27, 2015 to June 23, 2015. Please log in the "Electronic Voting Platform for Shareholders" of the website of Taiwan Depository and Clearing Corporation (<http://www.stockvote.com.tw>), and vote according to the relevant instructions.
9. No souvenirs will be provided to the persons who attend this Meeting.

Board of Directors

Mega Financial Holding Co., Ltd.