

# **Mega Financial Holding Co., Ltd.**

## **Meeting Notice of 2017 Annual General Shareholders' Meeting (Summary Translation)**

The 2017 Annual General Shareholders' Meeting (the "Meeting") of Mega Financial Holding Co., Ltd. (the "Company") will be held at 13F, Jilin Bldg. of Mega International Commercial Bank (the "Bank"), No. 100, Jilin Road, Taipei, Taiwan at 09:00 a.m., on June 16, 2017. The check-in process for shareholders will start at 8:30 a.m. at 1F, No. 100, Jilin Road, Taipei City.

1. The agenda of the Meeting is as follows:

### **A. Company Reports**

- (1) 2016 Business Report
- (2) Audit Committee's Review Report on the 2016 Financial Statements
- (3) The Distribution of Employees' and Directors' Remuneration for the Year 2016
- (4) 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 a Same Person or Same Affiliated Person

### **B. Matters for Recognition**

- (1) Adoption of the 2016 Business Report and Financial Statements
- (2) Adoption of the Proposal for Distribution of 2016 Earnings

### **C. Matters for Discussion**

- (1) Amendment to the Company's "Procedures for Acquisition or Disposal of Assets"
- (2) Proposal of Releasing the Prohibition on Directors from Participation in Competitive Business

### **D. Questions and Motions**

2. The distribution of 2016 profits as proposed by the Board of Directors is NT\$1.42 per share in cash with aggregate cash dividends of NT\$19,311,750,056. The Board of Directors is authorized by shareholders

- to set the ex-dividend record date.
3. Pursuant to Article 209 of the Company Act, it is proposed to release the prohibition on Directors from participation in competitive business:
    - (1) Ministry of Finance, R.O.C. and its representatives Chao-Shun Chang, Li-Yen Yang and Chiu-Fa Tsai.
    - (2) Bank of Taiwan and its representative Ye-Chin Chiou.
    - (3) Independent Director Tsun-Siou Li.
  4. A Notice to Attend 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 and address of the proxy. The completed Proxy must be delivered to the Company's stock affairs agent, Yuanta Securities Co., Ltd., at B1, No. 210, Sec. 3, Chengde Road., Taipei, at least five days prior to the date of the Meeting.
  5. The Agency Department of Stock Services, Yuanta Securities Co., Ltd. has been appointed as the agent for proxy tallying and verification.
  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 16, 2017. For such information, shareholders may visit the website <http://free.sfi.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. Voting rights of the Meeting may be exercised via electronic means from May 17, 2017 to June 13, 2017. 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.

**Board of Directors**

**Mega Financial Holding Co., Ltd.**