

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

## **Meeting Notice of 2018 Annual General Shareholders' Meeting (Summary Translation)**

The 2018 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 9:00 a.m., on June 15, 2018. The check-in process for shareholders will start at 8:30 a.m. at 1F, No. 100, Jilin Road, Taipei, Taiwan.

1. The agenda of the Meeting is as follows:

### **A. Company Reports**

- (1) 2017 Business Report
- (2) Audit Committee's Review Report on the 2017 Business Report and Financial Statements
- (3) Report on the Distribution of Employees' and Directors' Compensation for 2017

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

- (1) 2017 Business Report and Financial Statements
- (2) Proposal for Distribution of 2017 Earnings

### **C. Matters for Election and Discussion**

- (1) The Election of the 7th Term Board of Directors
- (2) Proposal of Releasing the Prohibition on the 7th Term Board of Directors from Participation in Competitive Business

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

2. The distribution of 2017 profits as proposed by the Board of Directors is NT\$1.5 per share in cash with aggregate cash dividends of NT\$20,399,735,975.
3. There will be 15 directors (including 3 independent directors) to be elected in this Annual General Shareholders' Meeting.

#### 4. List of the director candidates:

1. Representative of Ministry of Finance, R.O.C.: Chao-Shun Chang
2. Representative of Ministry of Finance, R.O.C.: Kuang-Hua Hu
3. Representative of Ministry of Finance, R.O.C.: Chia-Chi Hsiao
4. Representative of Ministry of Finance, R.O.C.: Cheng-Te Liang
5. Representative of Ministry of Finance, R.O.C.: Chun-Lan Yen
6. Representative of Ministry of Finance, R.O.C.: Tzong-Yau Lin
7. Representative of Ministry of Finance, R.O.C.: Pei-Chun Chen
8. Representative of Ministry of Finance, R.O.C.: Wen-Ling Hung
9. Representative of Ministry of Finance, R.O.C.: Chi-Hsu Lin
10. Representative of National Development Fund, Executive Yuan, R.O.C.: Jiunn-Rong Chiou
11. Representative of Chunghwa Post Co., Ltd.: Jui-Chi Chou
12. Representative of Bank of Taiwan Co., Ltd.: Ye-Chin Chiou

#### List of the independent director candidates:

1. Jiun-Wei Lu
2. Ying-ko Lin
3. Chang-Ching Lin

For the candidates' resumes, please visit Market Observation Post System (Website: <http://mops.twse.com.tw>)

5. Pursuant to Article 209 of the Company Act, it is proposed to release the prohibition on the 7th term Board of Directors and their representatives from participation in competitive business.
6. 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.
7. The Registrar & Transfer Agency Department, Yuanta Securities Co., Ltd. has been appointed as the agent for proxy tallying and verification.
8. 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 15, 2018. For such information, shareholders may visit the website <http://free.sfi.org.tw> and use its “Proxy Information Free Search System” and then enter relevant search conditions.

9. Voting rights of the Meeting may be exercised via electronic means from May 16, 2018 to June 12, 2018. Please log in the “Electronic Voting Platform for Shareholders” of the website of Taiwan Depository and Clearing Corporation (<https://www.stockvote.com.tw>), and vote according to the relevant instructions.

**Board of Directors**

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