

Stock Code : 2886

Mega Financial Holding Co., Ltd.
Handbook for the 2022 Annual Shareholders' Meeting

Meeting Time: 9:00 a.m., June 17, 2022

Venue: No. 100, Jilin Road, Taipei

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.)

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Mega Financial Holding Co., Ltd.

Procedure for the 2022 Annual Shareholders' Meeting

1. Call the Meeting to Order
2. Chairperson Remarks
3. Report Items
4. Matters for Ratification
5. Matters for Discussion
6. Questions and Motions
7. Adjournment

Mega Financial Holding Co., Ltd.
Year 2022
Agenda of Annual Shareholders' Meeting

Time: 09:00 a.m. on Friday, June 17, 2022

Shareholders meeting will be held by means of: physical shareholders
meeting

Venue: Jilin Bldg. of Mega International Commercial Bank (the “Bank”)
No. 100, Jilin Road, Taipei, Taiwan

Attendants: Shareholders or their representatives

Chairperson: Chairman Chao-Shun Chang

1. Announce a quorum is present and call the meeting to order

2. Chairperson Remarks

3. Report Items

- (1) 2021 Business Report
- (2) The Audit Committee's Review Report on 2021 Business Report, Consolidated Financial Statements and the Proposal for Distribution of 2021 Earnings
- (3) The Distribution of Directors' and Employees' Compensation for 2021

4. Matters for Ratification

- (1) 2021 Business Report and Consolidated Financial Statements
- (2) The Proposal for Distribution of 2021 Earnings

5. Matters for Discussion

- (1) Amendment to the Company's Articles of Incorporation
- (2) Amendment to the Rules of Procedures for Shareholders' Meetings
- (3) Amendment to the Procedures for Acquisition or Disposal of Assets
- (4) The Proposal for Issuing New Shares through Capitalization of 2021 Earnings
- (5) Proposal of Releasing the Prohibition on Directors from Participation in
Competitive Business

6. Questions and Motions

7. Adjournment

Report Items

Agenda 1: 2021 Business Report.

Explanation: The 2021 Business Report is attached as Attachment 1. (page 13)

Agenda 2: The Audit Committee's Review Report on 2021 Business Report, Consolidated Financial Statements and the Proposal for Distribution of 2021 Earnings.

Explanation: The Audit Committee's Review Report is attached as Attachment 2. (page 23)

Agenda 3: The Distribution of Directors' and Employees' Compensation for 2021.

Explanation:

- (1) This proposal is made in accordance with Article 31-1 of the Company's Articles of Incorporation.
- (2) The employees' and directors' remuneration for 2021 are NT\$126,874,594 (appropriation rate being 0.5%) and NT\$18,612,503 (appropriation rate being 0.07335%), respectively. Both remunerations are distributed in cash.
- (3) This proposal has been approved by the 10th meeting of the 8th term of Board of Directors on March 15, 2022.

Matters for Ratification

Agenda 1: 2021 Business Report and Consolidated Financial Statements.
(Proposed by the Board of Directors)

Explanation: The Company's 2021 consolidated financial statements have been audited by CPA Chi, Shu-Mei and Kuo, Puo-Ju of PricewaterhouseCoopers, Taiwan. The above-mentioned 2021 business report and consolidated financial statements have been approved by the Board and reviewed by the Audit Committee. The 2021 business report and consolidated financial statements are attached as Attachment 1 (page 13) and Attachment 3 (page 24).

RESOLUTION:

Agenda 2: The Proposal for Distribution of 2021 Earnings. (Proposed by the Board of Directors)

Explanation:

- (1) The 2021 financial statements have been audited by PricewaterhouseCoopers, Taiwan. The net profit after income tax of the Company in 2021 is NT\$25,731,069,912, after plusing remeasurements of defined benefit plans amounted to be NT\$599,598,425 and deducting loss on disposal of investments in equity instruments measured at fair value through other comprehensive income amounted to be NT\$4,216,857, the 2021 distributable earnings is NT\$26,326,451,480, of which needs to deduct the provision for 10% legal reserve NT\$2,632,645,148 and plus the previous retained earnings of 2021 NT\$40,837,146,309; therefore, the total distributable earnings of 2021 is NT\$64,530,952,641 and the 2021 distributable earnings shall be distributed as a priority as follows:
 - A. NT\$19,039,753,576 as cash dividends (NT\$1.4 per share)
 - B. NT\$3,399,955,990 as stock dividends (NT\$0.25 per share)
 - C. The balance of unappropriated retained earnings after distribution is NT\$42,091,243,075.
- (2) In order to execute this proposal, the annual general shareholders' meeting is proposed to authorize the Board to do the following:
 - A. To set the ex-dividend date.
 - B. To set the ex-right date after the stock dividends approved by the competent authority.
- (3) To deal with relevant changes if the number of the outstanding shares is changed due to share buyback, transfer, conversion, cancellation of treasury shares or other circumstances that affect dividend payout ratio.
- (4) 2021 Earnings Distribution Table is attached as Attachment 4 (page 39).

RESOLUTION:

Matters for Discussion

Agenda 1: Amendment to the Company's Articles of Incorporation. (Proposed by the Board of Directors)

Explanation:

- (1) In response to amendment to the Company Act and our operational needs, it is proposed to amend the Company's Articles of Incorporation. The main points of the amendments are as follows:
 - A. According to the article 172-2 of Company Act, the Company can convene a virtual shareholders meeting or other methods disclosed by competent authority. The company convened a virtual shareholders meeting, they should comply with other laws and Mega Financial Holding Company Rules of Procedures for Shareholders' Meetings.(Article 12-1)
 - B. According to the article 24 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the company amended the number of independent directors and proportion.(Article 19)
- (2) Please refer to Attachment 5 for the comparison table and the Company's amended Articles of Incorporation. (see page 40 of this Handbook for details)
- (3) This proposal has been approved by the 11th meeting of the 8th term of Board of Directors held on April 26, 2022.

RESOLUTION:

Agenda 2: Amendment to the Rules of Procedures for Shareholders' Meetings.
(Proposed by the Board of Directors)

Explanation:

- (1) The Ministry of Economic Affairs has relaxed regulations on public companies to allow shareholder's meetings to be convened by means of a virtual shareholders meeting, and the amendment of related articles in the Company Act was completed in December 2021. In response to the aforementioned changes, the Company amended the Rules of Procedure for Shareholders' Meetings in accordance with the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" announced by Taiwan Stock Exchange Corporation on March 8, 2022.
- (2) The key points of the amendment are as follows:
 - A. Specified the method with which the shareholder's meetings are convened and held and the method for providing the information on the proceedings. (Added Article 3)
 - B. Specified related regulations for shareholders to appoint or withdraw proxies for attending the shareholders' meetings. (Added Article 4)
 - C. Added related regulations to allow shareholder's meetings to be convened by means of a virtual shareholders meeting. (Articles 5 to 8, 10, 12, 16, and 20 to 22)
 - D. Specified related regulations for the documentation of shareholders' meetings by audio or video. (Added Article 9)
 - E. Added related regulations for the exercise of voting rights by correspondence or electronic means. (Added Article 14)
 - F. Specified the method for proceeding with votes and related regulations for the secure storage of ballots. (Added Article 15)
 - G. Specified related items for public disclosure. (Added Article 17)
- (3) Please refer to Attachment 6 for the comparison table and the Company's of amended the Rules of Procedure for Shareholders' Meetings (see page 52 of this Handbook for details).
- (4) This proposal has been approved by the 11th meeting of the 8th term of Board of Directors held on April 26, 2022.

RESOLUTION:

Agenda 3: Amendment to the Procedures for Acquisition or Disposal of Assets. (Proposed by the Board of Directors)

Explanation:

- (1) In order to cooperate with the practical operation and strengthen the management of related party transactions, the Financial Supervisory Commission revised some provisions of the "Procedures for the Acquisition or Disposal of Assets by Publicly Issued Companies" on January 28, 2022, and intends to cooperate with the amendment of the Company's "Acquisition or Disposal of Assets Handling Procedures". Clause.
- (2) The key points of this revision are as follows:
 - A. The addition of article regulates that when issuing an appraisal report or opinion, professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters and other external experts, they shall follow the self-discipline regulations of their respective trade associations to clarify the procedures and responsibilities that external experts shall comply. (Amendment Article 5)
 - B. In order to complete the items to be recorded in this processing procedure, the addition of the total amount and individual marketable securities limits for the company and its subsidiaries to acquire real estate and right-of-use assets or securities that are not for business use shall comply with relevant internal and external regulations. (Additional Article 6-1)
 - C. When the company or its non-domestic publicly issued subsidiary has a significant transaction with related party, it shall submit the handling procedures approved by the shareholders' meeting. (Amendment Article 13)
 - D. Information disclosure should also be handled if the loss from trading in derivative commodities reaches a certain amount; that is, the addition of foreign government bonds with a credit rating of not lower than my country's sovereign rating, and the acquisition of foreign government bonds in the primary market, and the purchase or sale of index investment securities. Exemption Notice. (Amendment Article 25)
- (3) Please refer to Attachment 7 for the comparison table and the Company's of amended Procedures for Acquisition or Disposal of Assets (see page 96 of this Handbook for details).
- (4) This proposal has been approved by the 11th meeting of the 8th term of Board of Directors held on April 26, 2022.

RESOLUTION:

Agenda 4: The Proposal for Issuing New Shares through Capitalization of 2021 Earnings. (Proposed by the Board of Directors)

Explanation:

- (1) To raise capital adequacy ratio and strengthen financial structure, the Company, in accordance with Article 240 of the Company Act, proposes to appropriate NT\$3,399,955,990, from 2021 distributable earnings for issuance of new 339,995,599 shares, with par value of NT\$10 per share.
- (2) The Company's authorized capital is NT\$220,000,000,000, and paid-in capital is NT\$135,998,239,830. After capitalization of retained earnings of NT\$3,399,955,990, the Company's paid-in capital will be NT\$139,398,195,820.
- (3) In order to execute this proposal, the annual general shareholders' meeting is proposed to authorize the following:
 - A. After this proposal is approved by the competent authority, the Board is authorized to set the ex-right date. 25 free shares will be distributed per one thousand shares based on the shareholding percentage recorded in the shareholders register on the ex-right date. If the stock dividends include any fractional shares which are less than one full share, the shareholders may go to the Company's stock agent to form one full share by pooling together of their fractional shares within 5 days after the ex-right date, otherwise the distribution will be made in the form of cash in a dollar amount. The Chairman is authorized to contact specific persons to subscribe remainder fractional shares at par value.
 - B. If the number of the outstanding shares is changed due to share buyback, transfer, conversion, cancellation of treasury shares or other circumstances that affect dividend payout ratio, the Board is authorized to deal with relevant changes.
 - C. If this proposal requires adjustment due to changes in regulations, amendments approved by the competent authority, or amendments from changes in objective circumstances, the Board is authorized to make the necessary adjustments.
- (4) Rights and obligations of the newly issued shares are the same as the existing shares.
- (5) This proposal has been approved by the 11th meeting of the 8th term of Board of Directors held on April 26, 2022.

RESOLUTION:

Agenda 5: Proposal of Releasing the Prohibition on Directors from Participation in Competitive Business (Proposed by the Board of Directors)

Explanation:

- (1) In accordance with Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the shareholders' meeting the essential contents of such an act and secure its approval.
- (2) Certain directors, including juristic person and its representative, of the Company participate in the operations, or appoint representative to serve as director of another company that is engaged in the same or similar business as the Company. These Directors have not obtained approval from the shareholders' meeting. It is proposed that the shareholders' meeting release the following directors from participation in competitive business during the tenure, according to Article 209 of the Company Act.

Position	Name of Director	Company	Concurrent Post
Director	Kuang-Hua Hu	Taipei Financial Center Corp.	Director

- (3) This proposal has been approved by the 11th meeting of the 8th term of Board of Directors held on April 26, 2022.

RESOLUTION:

Questions and Motions

Attachment 1

Mega Financial Holding Co., Ltd.

2021 Business Report

Benefiting from increased vaccination rate and restoration of economic activities around the world, the global economy in 2021 boosted consumer spending growth, driving the development of new digital economies (e.g., big data, Internet of Things, blockchain, and artificial intelligence) and the development of green transformation and environmental, social, and governance (ESG) policies which have garnered increasing global attention. The world is finally reaching the light at the end of the tunnel, ushering in the long-awaited economic recovery after enduring two years of challenges brought by the pandemic. The economy performed well in 2021. Major international forecast institutions (IMF, IHS Markit, World Bank, and EIU) estimated the global economic growth rate to be between 5.5% and 5.9%.

Driven by a couple of favorable factors such as the stable recovery of the global economy and the continuously strong demand for semiconductors and integrated circuit (IC), Taiwan's exports in 2021 remained strong. The amount of total export and export order for the year reached US\$440 billion and US\$670 billion respectively, both hitting record highs. In addition, the expansion of public constructions by the government and continued inflow of foreign investments in Taiwan, placed the total investment rate (total investment as the percentage of GDP) of Taiwan at 26.85%, the highest in 21 years, and economic growth rate reached 6.45%, also a new record high in 11 years. These outcomes mitigated the impact of domestic demand decline in the second and third quarters due to the Level 3 COVID-19 alert in Taiwan. Looking forward to the coming year, although the Russia-Ukraine war and the sanctions imposed by major countries on Russia may impact global trade, Taiwan's private investments and export momentum are expected to continue, which will resume the growth of private spending. Major foreign institutions forecast the economic growth rate of Taiwan to be between 3.11% and 3.80% in 2022.

Mega Financial Holding Co., Ltd. (the Company) and its subsidiaries will continuously provide all-inclusive financial services and undergo business development in response to future ESG trends and digital transformation. As a long-time operator of businesses in the syndicated loan market and New Southbound countries, Mega Bank has, for two years in a row, been rated as Taiwan's Best Syndicated Loan Bank for the Year and won a number of special awards, such as: the Award of Excellence for the Lending in New Southbound Policy Country and Special Award for Lending for SMEs in New Southbound Policy Country, which were organized by the Financial Supervisory Commission (FSC); the 2021 Award of Excellence for Financial Institutions in Insurance Enrollment and Referrals, which was awarded by the Ministry of Finance; Award of Excellence for Best Private Bank for HNW Clients by the Digital Banker; the Best Digital Mortgage Award organized by Excellence Magazine; and the 2022 Award for Financial Institutions and Manager

Outstanding in Implementing Guaranteed Financing for SMEs, which was organized by the Small and Medium Enterprise Credit Guarantee Fund of Taiwan. Mega Securities has been repeatedly ranked in the top 20% securities companies that adopt the Principles for Fair Treatment of Customers in the securities industry (thirty securities companies). Under the dedicated efforts from all members, the consolidated profit of 2021 reached NT\$25,731 million. The EPS was NT\$1.89. The operational guidelines, implementation overview, implementation of business plans, implementation of budget, financial results and profitability analysis, and research and development of the Company in 2021 are shown below:

I. Operational Guidelines

1. Secure existing business and diversify source of profits.
2. Strengthen overseas presence and cultivate customer service.
3. Fortify relations with institutional investors and increase information transparency.
4. Monitor political, economic, and industrial changes and reinforce awareness on risk management.
5. Improve protection against information security risks and optimize the innovation of management services.
6. Implement legal compliance and forge a culture of legal compliance.
7. Integrate ESG strategies to maximize the value of sustainability.

II. Implementation Overview

(1) Continue to enhance the subsidiary's business

The subsidiaries of the Company had continued to enhance their business operations in 2021 based on the existing foundation. In terms of corporate finance business, the market share of Mega Bank's syndicated loan and the agent business were 9.99% and 17.30% and ranked 3rd and 2nd in Taiwan syndicated loan market, respectively. By the end of 2021, its profit before tax of oversea branches ranked 2nd among local banks; the credit business ranked 5th with a market share of 6.24%; the loan business ranked the 6th with a market share of 6.07%; the corporate loan business ranked 5th with a market share of 6.26%; and the SME loan business ranked 5th with a market share of 6.81%. As for consumer finance business, after making every effort to expand the business and expansion of the second profit generating source, the consumer loan business ranked 11th with the market share of 4.09%, which is increased by 0.35% compared to 2020. In 2021, the market share of Mega Bills Finance's CP2 issued amounts was 26.41%; the market share of bills trading and

bond trading business in the secondary market were 29.19% and 28.17%, respectively; and the market share of bills guarantee business was 30.53%, all ranked as the first place in the market. Mega Securities' securities brokerage market share slightly declined to 3.20% in 2021, ranked 10th in the market. Number of IPO underwriting ranked 7th and number of bond underwriting lead managed ranked 6th in the market. In 2021, the market share of Chung Kuo Insurance's marine insurance business was 18.60%, ranked 2nd in the market; the market share of residential building insurance and aviation insurance business were 9.96% and 12.84%, respectively, both ranked 3rd in the market.

(2) Management Goals

To cope with the risks from the pandemic, global supply chain bottlenecks, soaring raw material prices, rising inflationary pressures, the competition between the US and China, and Russia–Ukraine conflict, the Company will face the challenge actively (Challenge), be aggressive to change (Change), seize new business opportunities (Chance), think innovatively, and take steady steps, to continuously create the maximum value for shareholders. The specific approaches are as below:

- Seize global interest hike opportunities to allocate assets and liabilities properly;
- Strengthen overseas lending business and strive for business opportunities in supply chain restructuring;
- Connect domestic and foreign branch resources to provide customized financing services;
- Implement ESG action plans and identify investment and financing opportunities continuously;
- Promote digital transformation actively to expand the financial ecosystem;
- Enhance financial operations abilities to increase profit contributions;
- Strengthen online–offline cross-selling mechanisms to effectively integrate group resources.

III. Implementation of Business Plans

According to the Financial Holding Company Act, the business scope of a financial holding company shall be limited to investment in, and management of, its investee enterprises. At the end of 2021, the seven subsidiary companies, in which the Company has direct controlling interest, are Mega International Commercial Bank Co., Ltd. (Mega Bank), Mega Securities Co., Ltd. (Mega Securities), Mega Bills Finance Co., Ltd. (Mega Bills Finance), Chung Kuo Insurance Co., Ltd. (Chung Kuo Insurance), Mega International Investment Trust Co., Ltd., Mega Asset Management Co., Ltd., and Mega Venture Capital Co., Ltd. The operation results of our subsidiary companies are summarized as follows:

(1) Mega International Commercial Bank Co., Ltd.

Units: NT\$ million, except foreign exchange business in US\$ million

Item	Year		
	2021	2020	Change (%)
Deposits (including due to Chunghwa Post Co., Ltd.)	2,775,818	2,466,983	12.52
Loans, Import/export bills negotiated	1,979,646	1,878,342	5.39
Corporate financing	1,442,298	1,424,607	1.24
Consumers financing (excluding credit card revolving loans)	537,348	453,735	18.43
Foreign exchange business	842,683	845,295	-0.31
Securities purchased	934,101	712,320	31.14
Long-term equity investments	21,012	20,903	0.52
Credit card revolving loans	1,618	1,436	12.67

Note: 1. All figures above are in average yearly basis, except foreign exchange business as in aggregation basis.

2. The non-performing loans outstanding at the end of 2021 amounted to NT\$5,253 million, representing a non-performing loan ratio of 0.26%, while the bad debt coverage ratio reached 573.23%.

(2) Mega Securities Co., Ltd.

Item		2021	2020	Change (%)
Securities brokerage	Market share of brokerage	3.20% (Rank 10 th)	3.29% (Rank 8 th)	-0.09
	Market share of margin loan	5.38% (Rank 7 th)	5.36% (Rank 6 th)	0.02
Equity underwriting	Number of IPO lead managed	1 (Rank 7 th)	3 (Rank 1 st)	-66.67
Bond underwriting	Number of corporate bond issues lead managed	3 (Rank 12 th)	8 (Rank 6 th)	-62.50
	Amount of corporate bond issues lead managed (NT\$ billion)	14.9 (Rank 10 th)	23.2 (Rank 10 th)	-35.78
New financial products	Number of warrants issued	1,457 (Rank 11 th)	1,545 (Rank 8 th)	-5.70
	Amount of warrants issued (NT\$ billion)	7.4 (Rank 13 th)	8.7 (Rank 11 th)	-14.94

Note: 1. It is the ranking among local securities peers in 2021.

2. The market share of brokerage declined because of the high discount of peers and the major clients' wait-and-see attitudes.
3. The number of IPO lead managed decreased in 2021 is due to the difficulties of due-diligence under the pandemic.
4. Mega Securities has decreased the number of warrants issued to lower the hedge loss from fluctuation of the market, considering the warrant business is highly sensitive to random events, leading the impacts of profit.

(3) Mega Bills Finance Co., Ltd.

Units: NT\$ million

Item	2021	2020	Change (%)
Underwriting and purchasing of bills	2,983,432	2,912,991	2.42
Underwriting amount of commercial paper issued for funding purpose (CP2)	2,778,195	2,701,061	2.86
Trading volume of bills	8,842,570	9,104,451	-2.88
Trading volume of bonds	3,308,624	4,324,507	-23.49
Average outstanding balance of guaranteed issues of commercial paper	179,311	167,654	6.95
Overdue credit amounts	0	0	-
Percentage of overdue credits (%)	0	0	-

Note: The decrease of trading volume of bonds in 2021 compared to 2020 is due to the decrease of position held.

(4) Chung Kuo Insurance Co., Ltd.

Unit: NT\$ million

Item	2021	2020	Change (%)
Direct written premiums	8,079	7,813	3.40
Reinsurance premiums	894	752	18.88
Total	8,973	8,565	4.78

(5) Mega International Investment Trust Co., Ltd.

Unit: NT\$ million

Item	2021	2020	Change (%)
Public funds under management	83,711	88,172	-5.06
Private placement funds under management	15,254	15,626	-2.38
Discretionary account	788	758	3.96
Total	99,753	104,556	-4.59

Note: The decrease of public funds under management in 2021 compared to 2020 is mainly due to redemption of domestic money market fund from legal persons. The decrease of private placement funds under management and discretionary account is due to the change of NTD/USD exchange rate.

(6) Mega Asset Management Co., Ltd

Unit: NT\$ million

Item	2021	2020	Change (%)
Service Income	410	413	-0.73
Gain from recovery of NPL purchased and the disposal of related collateral (Note 1)	16	7	128.57
Rental income (Note 2)	5	4	25.00
Interest income	2	2	0.00
Net gain from disposal of investment property (Note 3)	5	0	-
Total	438	426	2.82

Note:

1. The increase of gain from recovery of NPL purchased and the disposal of related collateral in 2021 is because the debtors and joint guarantors of NPLs initiated the negotiation of payment.
2. The increase is from the rent of newly-acquired investment property since Nov. 2020.
3. The gain from disposal is recognized from disposal of north Hsinchu property in 2021.

(7) Mega Venture Capital Co., Ltd.

Unit: NT\$ million

Item	2021	2020	Change (%)
Drawdown of long term equity investment	224	195	14.87
Balance of long term equity investment	820	709	15.66

IV. Implementation of Budget

(1) The Company's 2021 budget and its implementation are as follows:

Unit: NT\$ million, except EPS in NT\$

Item	Actual	Budget	Achievement Rate (%)
Revenues	25,675	26,527	96.79
Expenses and losses	445	484	91.90
Profit from continuing operations before tax	25,230	26,043	96.88

Profit	25,731	25,920	99.27
Earnings per share	1.89	1.91	98.95

Note: The figures are in unconsolidated basis. The unit used to calculate the achievement rate is NT\$ thousand.

(2) The Company's Subsidiaries' 2021 budget and its implementation are as follows:

Unit: NT\$ million

Name of the subsidiary	Profit from continuing operations before tax		Achievement Rate (%)
	Actual	Budget	
Mega International Commercial Bank Co., Ltd.	20,510	24,647	83.21
Mega Securities Co., Ltd.	3,102	1,506	205.93
Mega Bills Finance Co., Ltd.	3,996	3,629	110.10
Chung Kuo Insurance Co., Ltd.	628	584	107.56
Mega International Investment Trust Co., Ltd.	102	118	86.65
Mega Asset Management Co., Ltd.	324	263	123.35
Mega Venture Capital Co., Ltd.	276	38	719.54

Note:

1. The figures are in unconsolidated basis. The unit used to calculate the achievement rate is NT\$ thousand.
2. The low interest rate environment caused lower net interest margin and thus impacted the interest net income. The growth of fee income was limited. The finance operation revenue declined due to the fluctuation of financial market. The above under-performance caused Mega Bank reached 83.21% of the budget.
3. Mega International Investment Trust Co., Ltd. reached 86.65% of the budget due to the non-money market fund size is lower than budget.

V. Financial Results and Profitability Analysis

The Company and its subsidiaries' consolidated profit from continuing operations before tax in 2021 amounts to NT\$28,656 million, a decrease of NT\$ 674 million or 2.3% compared to previous year. The decrease are mainly due to the below: net interest revenue increased NT\$ 917 million; net revenue other than interest decreased NT\$ 1,497 million, which is caused by the decrease of gain on financial asset and liabilities at fair value through profit or loss and the decrease of realized gain on financial assets at fair value through other comprehensive income, offset by the increase of foreign exchange gains and the increase of net service fee revenue and commissions; bad debts expense and provisions decreased by NT\$ 410 million; operating expense increased by NT\$505 million. The Company and its subsidiaries' consolidated profit is NT\$ 25,731 million, an increase of

NT\$713 million or 2.85% compared to previous year. The Company's consolidated ROA is 0.64%, and ROE 7.86%. A breakdown of the financial results of the Company and its subsidiaries in 2021 are shown in the table below:

Unit: NT\$ million

Company	Profit from continuing operations before tax	Profit	Earnings per share (NT\$)	Return on assets (%)	Return on equity (%)
The Company & Its Subsidiaries (Consolidated)	28,656	25,731	1.89	0.64	7.86
The Company (Unconsolidated)	25,230	25,731	1.89	6.92	7.86
Mega International Commercial Bank Co., Ltd.	20,510	18,457	2.16	0.51	6.22
Mega Securities Co., Ltd.	3,102	2,748	2.37	3.39	14.99
Mega Bills Finance Co., Ltd.	3,996	3,278	2.50	1.18	7.96
Chung Kuo Insurance Co., Ltd.	628	505	1.68	2.58	6.69
Mega International Investment Trust Co., Ltd.	102	83	1.57	8.86	9.71
Mega Asset Management Co., Ltd.	324	259	1.29	1.76	9.19
Mega Venture Capital Co., Ltd.	276	272	2.72	27.80	28.17

Note:

1. Return on assets = Profit / Average assets; Return on equity = Profit / Average equity.
2. Except for the consolidated financials of The Company & Its Subsidiaries, all financials are in unconsolidated basis.

VI. Research and Development

The Company and its subsidiaries' research and development progress in 2021 are summarized as follows:

- (1) The Company continues to introduce the Group's ESG sustainable management systems and mechanisms for measuring and managing risks related to climate change such as mechanisms to identify emission-intensive industries, calculate the risk exposure of customers based in high climate risk areas, and identify the high climate risk distribution of subsidiaries' real estate collaterals in RCP8.5 and RCP2.6 scenarios. In addition, we continue to optimize the Group's long-term equity investment management system and adopt the Corporate Governance 3.0

Roadmap to improve the timeliness and quality of financial information disclosure, comprehensively develop a self-prepared financial statement system of every subsidiary, and strengthen IT system, network structure, and information security protection capabilities.

- (2) To actively develop new financial products and keep up with the trends in the technological and digital transformation of banking services, the following new financial products and digital banking applications were introduced and optimized in 2021: A consumer banking smart decision-making management system, which shortens the process of branches review loan applications; A process for opening securities-integrated digital savings account, which is a collaboration with Mega Securities to simplify operating procedures and attract new customers; optimized Global E-banking website, which now features a “Mobile Security Code” that replaces physical pin cards to increase convenience and willingness to use this service; Open Banking service, developed jointly with Taiwan Depository & Clearing Corporation, which enables customers to link to and check their bank account via Epass Book app, thus experiencing services in different financial scenarios; and “zero-carbon credit card” which has been certified by ISO for its Carbon Footprint and Water Footprint, received the Carbon Footprint Label as reviewed and approved by the Environmental Protection Administration, and completed the Carbon Neutrality certification for credit cards. Mega Bank became the first government-owned zero-carbon credit card issuer. While Mega Bank is investing in digital financial research and development, it is also actively applying for financial patent protection. As of the end of 2021, a total of 331 utility model patents and 69 invention patents had been approved by the Ministry of Economic Affairs; in addition, there were 22 utility model patents and 57 invention patents in review process.
- (3) On June 25, 2021, Mega Securities began trading ESG-related ETNs on the stock exchange, selecting the TIP Customized TPEX ESG IT Elite Total Return Index, which was compiled by Taiwan Index Plus Corp., the Taipei Exchange, and the BCSD Taiwan, providing market investors with more diversified investment options. In response to the development of digital banking, the company launched two digital transformation projects in 2021, namely “Digital Strategy Development Roadmap” and “Automation of Account Opening Procedures.” Meanwhile, the company continued to develop “one-stop online account opening integrated services,” launching a service at the beginning of 2022 that processes document submission and opening of securities and sub-brokerage accounts at the same time. This service features an Optical Character Recognition (OCR) function to reduce the time customers spend on filling out paperwork. The “Mobile VIP” a mobile transaction platform was upgraded to integrate a securities flash order function and NYSE real-time quotes services to increase the convenience of trade for customers.
- (4) Mega Bills Finance subsidiary was engaged in the following activities: Revised

departmental performance evaluation systems; developed a “self-prepared financial statement system;” continued promoting the adoption of paperless conferencing systems and paperless core report management systems; continued to promote the second-phase (total market) secondary-market electronic delivery of transaction orders service; developed a “Digital Supervision and Reporting Procedures for Bills Finance Company” and “Procedure for Bills Enquiry and Confirmation;” continued to promote the electronic operation of bond passbooks and transaction orders; developed a new virtual machine (VM); strengthened the implementation of AML/CFT operations and transaction monitoring; improved existing operational risk self-assessment systems; and upgraded its database systems, taking into consideration the risks of information security.

- (5) To keep pace with market trends and satisfy the needs of firms and consumers, subsidiary Chung Kuo Insurance actively collected market information and built databases, combining FinTech applications and digital processes to simplify procedures and improve efficiency, and using data to analyze the market and consumer behavior to develop insurance products that are marketable, competitive, and profitable. There was a total of 240 insurance products submitted in 2021. Among them, there were 3 items on prior approval basis, 151 items on file for recordation basis, and 86 items on simple file for recordation basis.

Chairman: Chao-Shun Chang President: Kuang-Hua Hu Chief-Accountant: Ching-Yi Li

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared and delivered this Company's 2021 consolidated financial statements, audited by CPA Chi, Shu-Mei and Kou, Po-Ju of PricewaterhouseCoopers, Taiwan, the business report and the proposal for distribution of 2021 earnings. The above statements, report and proposal have been reviewed by the Audit Committee and considered in compliance with applicable laws and regulations. We hereby submit this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your ratification.

To:

2022 Annual General Shareholders' Meeting

Mega Financial Holding Co., Ltd.

Chairman of the Audit Committee: Wu, Ying

Date : May 17, 2022



INDEPENDENT AUDITORS' REPORT

PWCR21004255

To the Board of Directors and Shareholders of Mega Financial Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Mega Financial Holding Co., Ltd. and subsidiaries (collectively the “Mega Group”) as of December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Mega Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Public Held Bills Finance Companies, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Enterprises Engaging in Insurance and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the “Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants”, Jin-Guan-Yin-Fa-Zi Letter No.10802731571 and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of Mega Group in accordance with the Norm of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Mega Group's key audit matters for the year ended December 31, 2021 are addressed as follows:

Recognition and measurement of expected credit losses on loans discounted

Description

The recognition and measurement of expected credit losses on loans discounted complies with the regulations under IFRS 9 "Financial Instruments" and relevant regulations issued by the competent authority. For the accounting policy of recognition and measurement of expected credit losses on loans discounted, please refer to Note 4(9); for critical accounting judgements, estimates, and assumption uncertainty of the recognition and measurement of expected credit losses on loans discounted, please refer to Note 5(2). For information on gross loans discounted and allowance for bad debts, which amounted to \$2,067,692,709 thousand and \$30,337,729 thousand, respectively, as at December 31, 2021, please refer to Note 6(7); for disclosures of related credit risks, please refer to Note 8(3).

The subsidiary, Mega International Commercial Bank Co., Ltd. ("MIBC"), assesses the impairment of its loans discounted based on the expected credit loss model. At each financial reporting date, financial instruments are categorized into three stages based on the degree of change in its credit risk since initial recognition. Provision for impairment loss is measured either using 12-month expected credit losses (i.e. stage 1, there has been no significant increase in credit risk since initial recognition) or lifetime expected credit losses (i.e. stage 2, there has been a significant increase in credit risk since initial recognition; or stage 3, the credit has impaired). The measurement of expected credit losses is based on a complex model, which includes various parameters and assumptions and reflects reasonable and supportable information about past events, current conditions and forecasts of future economic conditions. For example, the probability of default and loss given default are estimated using grouping and historical data and subsequently calibrated according to forward-looking information.

The aforementioned recognition and measurement of expected credit losses on loans

discounted use a complex model, which involves various assumptions, estimates, and judgements, as well as predictions and assessments of future economic conditions and credit behavior of debtors. The amounts, recognized in a manner consistent with regulations and interpretations, are directly subject to the measurement results. Thus, we have included recognition and measurement of expected credit losses on loans discounted as one of the key audit matters in our audit.

How our audit addressed the matter

We performed the following audit procedures on the key audit matter mentioned above:

1. Obtained an understanding and assessed the related written policies and internal control system of loans discounted, the expected credit loss impairment model and methodology (including various parameters and assumptions, reasonableness of the measurement criteria for the three stages of credit risk, and the relevancy of future economic condition criteria in forward-looking information), and the approval process.
2. Sampled and tested the implementation effectiveness of internal controls related to the recognition and measurement of expected credit losses, including management of collateral and its value assessment, controls for changes in parameters, and approval for provisioning of expected credit losses.
3. Sampled and tested the consistency of measurement criteria for the samples in the three stages of expected credit loss with the judgement results of the system.
4. Sampled and tested probability of default, loss given default, exposure at default, and the discount rate.
 - (1) Sampled and tested assumptions for the parameters of the expected credit loss model, including the reasonableness of historical data on probability of default, loss given default, and exposure at default.
 - (2) Sampled and tested whether the calculation method of the discount rate of loss given default is in accordance with existing policy.
5. Sampled and tested forward-looking information.
 - (1) Sampled and tested the reliability of data on historical economic conditions (economic growth rate, annual inflation rate, etc.) adopted by management to measure expected credit losses under IFRS 9.
 - (2) Assessed the reasonableness of the forward-looking scenarios and their respective weights adopted by the management.
6. Assessed cases in stage 3 (credit impaired) with material amounts that were previously

assessed individually.

Assessed the reasonableness and calculation accuracy of the various assumed parameter values (including debtor due period, financial and operational conditions, guarantees by external parties and historical data) adopted in the estimation of future cash flows.

Fair value measurement of unlisted stocks without an active market

Description

For the accounting policy for unlisted stocks without an active market (included financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income), please refer to Note 4(7) ; for critical accounting judgements, estimates, and assumption uncertainty of unlisted stocks without an active market, please refer to Note 5(1); for details on financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, please refer to Notes 6(3) and (4). The fair values of unlisted stocks without an active market were classified as financial assets at fair value through profit or loss amounting to \$7,701,918 thousand and financial assets at fair value through other comprehensive income amounting to \$20,597,180 thousand as at December 31, 2021.

The fair value of unlisted stocks is determined by valuation methods since these financial instruments have no quoted prices from active market. Management uses the market approach and net asset approach to measure the fair value. The market approach is based on the fair value of comparable listed companies in similar industries or recently published price-to-book ratios of industries in which the valuation target operates, and incorporates discounting according to market liquidity or specified risk.

The aforementioned fair value measurement involves various assumptions and significant inputs that are not observable. This leads to estimates that are highly uncertain and rely on the subjective judgement of management. Any changes to the judgements and estimates will affect the final measurement results, and in turn affect the financial condition of the Mega Group. Thus, we have included the fair value measurement of unlisted stock without active market as one of the key audit matters in our audit.

How our audit addressed the matter

We performed the following audit procedures on the key audit matter mentioned above:

1. Obtained an understanding and assessed the related written policies, internal control system, fair value measurement models, and approval process of the fair value

- measurement of stocks of unlisted companies.
2. Ascertained whether the measurement used by the management is commonly utilized by the industry.
 3. Assessed the reasonableness of similar and comparable companies used by management.
 4. Sampled and examined inputs and calculation formulas used in valuation methods and agreed such data to their supporting documents.

Claims reserve and ceded claims reserve

Description

For the accounting policy for claims reserve (including those prior to and after reinsurance), please refer to Notes 4(20)4 and (26); for critical accounting judgements, estimates, and assumption uncertainty of claims reserve (including ceded reserves), please refer to Note 5(4); for details on claims reserve (and ceded reserves), please refer to Note 6(26).

The subsidiary, Chung Kuo Insurance Co., Ltd (CKI)'s claims reserve (including ceded reserve) uses the loss development triangle to estimate the reasonable amount of ultimate claims according to the Actuarial Department's historical claim experience and expenses by insurance type. As of December 31, 2021, subsidiary CKI's claims reserve and ceded claims reserve was \$4,187,578 thousand and \$2,116,411 thousand, respectively. Because the calculation method and assumptions for claims reserve involve the professional judgment of management, and because claims reserve is material to the financial statements, we have thus included the estimation of claims reserve and ceded claims reserve as a key audit matter in our audit.

How our audit addressed the matter

The procedures that we have conducted in response to specific aspects of the above-mentioned key audit matter are summarized as follows:

1. Obtained an understanding and assessed CKI's policies, internal controls and processing procedures for the calculation of CKI's claims reserves (included ceded reserves). Also, on a sampling basis tested the effectiveness of internal controls for provisions.
2. Sampled and inspected whether there were differences between the numbers referred to claims reserves (including those prior to and after reinsurance) and carrying amount in order to confirm the accuracy and completeness.
3. Used the work of actuarial specialists to assists us in assessing the reasonableness of the claims reserves (including those prior to and after reinsurance). This included the following procedures:



- (1) Sampled and inspected the reasonableness of method used in the estimation of claims reserves;
 - (2) Sampled and inspected how provision were calculated to ensure the accuracy of CKI's contributed provision.
4. Sampled and inspected significant reported but not paid cases to assess the reasonableness of the estimated amount.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair representation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Publicly Held Bill Finance Companies, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Enterprises Engaging in Insurance, and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Mega Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate Mega Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing Mega Group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of



assurance, but is not a guarantee that an audit conducted in accordance with the generally accepted auditing standards in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the generally accepted auditing standards in the Republic of China, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Mega Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Mega Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Mega Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Mega Group to express an opinion on the



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consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Chi, Shu-Mei

Chi, Shu-Mei

Kuo, Puo-Ju

Kuo, Puo-Ju

For and on behalf of PricewaterhouseCoopers, Taiwan

March 15, 2022

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditor's report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2021		December 31, 2020		
		AMOUNT	%	AMOUNT	%	
Assets						
11000	Cash and cash equivalents, net	6(1) and 11	\$ 140,618,308	3	\$ 119,427,578	3
11500	Due from the Central Bank and call loans to banks, net	6(2) and 11	441,542,195	11	375,465,228	10
12000	Financial assets at fair value through profit or loss	6(3), 11 and 12	202,834,657	5	228,608,073	6
12150	Financial assets at fair value through other comprehensive income	6(4), 11 and 12	543,790,346	13	560,779,813	15
12200	Investments in debt instruments at amortized cost, net	6(5) and 12	648,132,418	16	534,327,284	14
12500	Securities purchased under resell agreements		949,170	-	950,137	-
13000	Receivables, net	6(6)	96,630,962	2	89,970,775	2
13200	Current tax assets		331,977	-	379,014	-
13300	Assets classified as held for sale	6(8)	15,813	-	15,813	-
13500	Loans discounted, net	6(7) and 11	2,037,354,980	49	1,889,958,222	49
13700	Reinsurance contract assets, net	6(9)	4,990,018	-	5,170,035	-
15000	Investments accounted for using equity method	6(10)	5,449,161	-	5,519,229	-
15500	Other financial assets, net	6(11) and 12	6,095,575	-	5,134,375	-
18000	Investment property, net	6(14) and 12	1,341,321	-	1,111,518	-
18500	Property and equipment, net	6(15) and 12	21,670,526	1	21,950,817	1
18600	Right-of-use assets, net	6(12)	1,854,439	-	1,837,841	-
19000	Intangible assets, net		1,017,030	-	960,918	-
19300	Deferred income tax assets	6(41)	6,505,527	-	5,629,637	-
19500	Other assets, net	6(16) and 12	7,140,436	-	9,180,225	-
Total Assets			<u>\$ 4,168,264,859</u>	<u>100</u>	<u>\$ 3,856,376,532</u>	<u>100</u>

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

Liabilities and equity		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Liabilities						
21000	Deposits from the Central Bank and banks	6(17) and 11	\$ 385,049,995	9	\$ 405,296,111	11
21500	Due to the Central Bank and banks	6(18)	46,890,696	1	20,363,979	1
22000	Financial liabilities at fair value through profit or loss	6(19)	19,344,092	1	20,934,933	1
22500	Securities sold under repurchase agreements	6(3)(4)(20) and 11	225,056,762	5	269,355,119	7
22600	Commercial paper issued, net	6(21)(43) and 11	32,917,848	1	22,392,125	1
23000	Payables	6(22)	84,963,858	2	89,502,574	2
23200	Current tax liabilities		12,298,301	-	11,007,264	-
23500	Deposits and remittances	6(23)	2,959,789,704	71	2,613,890,191	68
24000	Bonds payable	6(24)(43)	6,000,000	-	18,000,000	-
24400	Other borrowings	6(25)(43)	1,260,000	-	338,028	-
24600	Provisions	6(26)	29,941,604	1	30,059,406	1
25500	Other financial liabilities	6(27)	12,453,364	-	13,160,602	-
26000	Lease liabilities	6(12)(43)	1,903,356	-	1,881,625	-
29300	Deferred income tax liabilities	6(41)	2,635,979	-	3,370,193	-
29500	Other liabilities	6(28)	19,360,417	1	10,235,422	-
Total Liabilities			3,839,865,976	92	3,529,787,572	92
Equity						
Equity attributable to owners of parent						
31100	Capital					
31101	Common stock	6(29)	135,998,240	3	135,998,240	3
31500	Capital surplus	6(29)	68,194,233	2	68,194,233	2
Retained earnings						
32001	Legal reserve	6(29)	43,343,934	1	40,962,325	1
32003	Special reserve	6(29)	2,538,952	-	2,538,952	-
32011	Unappropriated earnings	6(30)	67,163,598	2	64,706,477	2
Other equity interest		6(31)				
32500	Other equity interest		11,159,926	-	14,188,733	-
Total Equity			328,398,883	8	326,588,960	8
TOTAL LIABILITIES AND EQUITY			\$ 4,168,264,859	100	\$ 3,856,376,532	100

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Years ended December 31				Changes Percentage (%)	
		2021		2020			
		AMOUNT	%	AMOUNT	%		
41000	Interest income	6(32) and 11	\$ 42,796,556	71	\$ 49,724,053	82	(14)
51000	Less: interest expense	6(32) and 11	(10,328,211)	(17)	(18,173,179)	(30)	(43)
	Net interest revenue		32,468,345	54	31,550,874	52	3
	Net revenue other than interest						
49800	Net service fee revenue and commissions	6(33)	12,037,236	20	9,876,263	16	22
49810	Net insurance revenue		2,234,552	4	2,042,767	3	9
49820	Gain on financial assets and liabilities at fair value through profit or loss	6(34) and 11	7,839,449	13	9,002,001	15	(13)
49825	Gain on investment property	6(8)(14)	27,346	-	357,223	1	(92)
49835	Realized gain on financial assets at fair value through other comprehensive income	6(4)(35)	2,973,300	5	5,568,609	9	(47)
49850	Loss arising from derecognition of financial assets measured at amortized cost	6(5)	(39,147)	-	(155,917)	-	(75)
49870	Foreign exchange gains		1,443,881	2	1,399,058	2	3
49890	Share of profit (loss) of associates and joint ventures accounted for using equity method	6(10)	125,017	-	(19,633)	-	(737)
49898	Gain (loss) on reclassification under the overlay approach	6(3)(31)	(43,085)	-	37,841	-	(214)
49900	Net other revenue other than interest income	6(37)	1,163,633	2	1,213,657	2	(4)
55000	Reversal of loss on assets (impairment of loss on assets)	6(36)	319	-	(62,821)	-	(101)
	Net revenue		60,230,846	100	60,809,922	100	(1)
58100	Bad debts expense, commitment and guarantee liability provision	6(6)(7)(9)(11)(26) and 8(3)	(1,904,434)	(3)	(2,151,568)	(4)	(11)
58300	Net change in provisions for insurance liabilities	6(26)	(64,520)	-	(227,160)	-	(72)
	Operating expenses						
58501	Employee benefit expenses	6(38)	(20,146,203)	(33)	(19,736,020)	(32)	2
58503	Depreciation and amortization expenses	6(39)	(1,595,367)	(3)	(1,544,318)	(3)	3
58599	Other general and administrative expenses	6(40)	(7,863,909)	(13)	(7,820,218)	(13)	1
61000	Profit from continuing operations before tax		28,656,413	48	29,330,638	48	(2)
61003	Income tax expense	6(41)	(2,925,343)	(5)	(4,312,670)	(7)	(32)
69000	Profit		25,731,070	43	25,017,968	41	3

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Years ended December 31				Changes Percentage (%)	
		2021		2020			
		AMOUNT	%	AMOUNT	%		
Components of other comprehensive income that will not be reclassified to profit or loss, net of tax							
69561	Gain (loss) on remeasurement of defined benefit plan	6(26)	\$ 749,495	1	(\$ 644,353)	(1)	(216)
69563	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		1,496	-	2,242	-	(33)
69567	Revaluation gain on investments in equity instruments measured at fair value through other comprehensive income	6(4)(31)	3,262,980	5	616,713	1	429
69569	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(41)	(149,896)	-	128,278	-	(217)
Components of other comprehensive income that will be reclassified to profit or loss, net of tax							
69571	Exchange differences on translation	6(31)	(1,163,898)	(2)	(1,692,991)	(3)	(31)
69575	Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	6(10)(31)	(24,723)	-	58,197	-	(142)
69585	Revaluation (loss) gain from investments in debt instruments measured at fair value through other comprehensive income	6(4)(31)	(5,462,256)	(9)	2,440,898	4	(324)
69587	(Reversal of impairment loss) impairment loss from investments in debt instruments measured at fair value through other comprehensive income	6(4)(31)	(23,552)	-	94,520	-	(125)
69590	Other comprehensive income (loss) on reclassification under the overlay approach	6(3)(31)	43,085	-	(37,841)	-	(214)
69579	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(31)(41)	333,844	1	(336,218)	-	(199)
69500	Other comprehensive (loss) income		(2,433,425)	(4)	629,445	1	(487)
69700	Total comprehensive income		\$ 23,297,645	39	\$ 25,647,413	42	(9)
Profit attributable to:							
69901	Owners of parent		\$ 25,731,070	43	\$ 25,017,968	41	3
Comprehensive income attributable to:							
69951	Owners of parent		\$ 23,297,645	39	\$ 25,647,413	42	(9)
Earnings per share							
70000	Basic and diluted earnings per share (in dollars)	6(42)	\$ 1.89		\$ 1.84		

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2021 AND 2020
(Expressed in thousands of New Taiwan dollars)

Notes	Equity attributable to owners of the parent									Total equity
	Retained Earnings					Other equity interest				
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences on translation of foreign operations	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Other comprehensive income (loss) on reclassification using overlay approach	Other equity, other	
For the year ended December 31, 2020										
Equity at beginning of year	\$ 135,998,240	\$ 68,194,233	\$ 38,066,701	\$ 2,545,151	\$ 66,899,512	(\$ 2,413,580)	\$ 14,799,177	\$ 1,907	(\$ 30,093)	\$ 324,061,248
Profit for the year	-	-	-	-	25,017,968	-	-	-	-	25,017,968
Other comprehensive income (loss) for the year	6(31)	-	-	-	(516,075)	(1,694,048)	2,864,029	(37,841)	13,380	629,445
Total comprehensive income (loss)	-	-	-	-	24,501,893	(1,694,048)	2,864,029	(37,841)	13,380	25,647,413
Earnings distribution for 2019										
Legal reserve	-	-	2,895,624	-	(2,895,624)	-	-	-	-	-
Reversal of special reserve	-	-	-	(6,199)	6,199	-	-	-	-	-
Cash dividends	-	-	-	-	(23,119,701)	-	-	-	-	(23,119,701)
Disposal of investment in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	(685,802)	-	685,802	-	-	-
Equity at end of year	\$ 135,998,240	\$ 68,194,233	\$ 40,962,325	\$ 2,538,952	\$ 64,706,477	(\$ 4,107,628)	\$ 18,349,008	(\$ 35,934)	(\$ 16,713)	\$ 326,588,960
For the year ended December 31, 2021										
Equity at beginning of year	\$ 135,998,240	\$ 68,194,233	\$ 40,962,325	\$ 2,538,952	\$ 64,706,477	(\$ 4,107,628)	\$ 18,349,008	(\$ 35,934)	(\$ 16,713)	\$ 326,588,960
Profit for the year	-	-	-	-	25,731,070	-	-	-	-	25,731,070
Other comprehensive income (loss) for the year	6(31)	-	-	-	599,599	(1,158,569)	(1,919,573)	43,085	2,033	(2,433,425)
Total comprehensive income (loss)	-	-	-	-	26,330,669	(1,158,569)	(1,919,573)	43,085	2,033	23,297,645
Earnings distribution for 2020										
Legal reserve	-	-	2,381,609	-	(2,381,609)	-	-	-	-	-
Cash dividends	-	-	-	-	(21,487,722)	-	-	-	-	(21,487,722)
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	(4,217)	-	(15,874)	-	20,091	-
Equity at end of year	\$ 135,998,240	\$ 68,194,233	\$ 43,343,934	\$ 2,538,952	\$ 67,163,598	(\$ 5,266,197)	\$ 16,413,561	\$ 7,151	\$ 5,411	\$ 328,398,883

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31	
		2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 28,656,413	\$ 29,330,638
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(39)	1,516,907	1,467,409
Amortization expense	6(39)	78,460	76,909
Bad debts expense, commitment and guarantee liability provision		1,904,434	2,151,568
Interest expense	6(32)	10,328,211	18,173,179
Interest income	6(32)	(42,796,556)	(49,724,053)
Dividend income	6(34)(35)	(3,287,543)	(1,833,208)
Net change in provisions for insurance liabilities		64,520	227,160
Impairment losses (reversal of impairment losses) on assets	6(36)	(319)	62,821
Gain on disposal of property and equipment		(8,343)	(561)
Gain on disposal of investment property		(4,643)	-
Gain on disposal of assets classified as held for sale	6(8)	-	(334,651)
Share of (profit) loss of associates accounted for using equity method	6(10)	(125,017)	19,633
Profit reclassified by applying overlay approach	6(3)	43,085	(37,841)
Changes in operating assets and liabilities			
Changes in operating assets			
Decrease (increase) in due from Central Bank and call loans to other banks		8,191,233	(42,487,815)
Decrease (increase) in financial assets at fair value through profit or loss		25,773,416	(20,294,943)
Decrease (increase) in financial assets at fair value through other comprehensive income		14,813,743	(21,584,077)
Increase in investments in debt instruments measured at amortized cost		(113,837,345)	(259,124,391)
(Increase) decrease in receivables		(6,971,722)	7,427,837
Increase in discounts and loans		(149,604,839)	(18,623,564)
Decrease (increase) in reinsurance contract assets		180,017	(1,185,418)
Increase in other financial assets		(964,874)	(226,808)
Decrease (increase) in other assets		2,505,700	(1,824,759)
Changes in operating liabilities			
Decrease in deposits from the Central Bank and banks		(20,246,116)	(15,537,051)
Decrease in financial liabilities at fair value through profit or loss		(1,590,841)	(1,180,776)
(Decrease) increase in bills and bonds purchased under resale agreements		(44,298,357)	10,162,857
(Decrease) increase in payables		(5,952,967)	14,269,286
Increase in deposits and remittances		345,899,513	154,433,056
Decrease in other financial liabilities		(707,238)	(2,657,744)
Increase in liabilities reserve		583,906	1,194,669
Increase in other liabilities		7,551,112	989,186
Cash inflow (outflow) generated from operations		57,693,950	(196,671,452)
Interest received		43,393,789	51,685,274
Cash dividend received		3,453,442	1,978,950
Interest paid		(10,666,130)	(20,524,076)
Income tax paid		(3,013,425)	(2,180,174)
Net cash flows from (used in) operating activities		<u>90,861,626</u>	<u>(165,711,478)</u>

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31	
		2021	2020
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of property and equipment	6(15)	(\$ 935,944)	(\$ 774,165)
Proceeds from disposal of property and equipment		13,964	2,160
Acquisition of intangible assets		(594,594)	(733,515)
Acquisition of investment properties	6(14)	(3,541)	(93,642)
Proceeds from disposal of investment property		26,377	-
Proceeds from disposal of assets classified as held for sale	6(8)	-	611,551
Net cash flows used in investing activities		(1,493,738)	(987,611)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase (decrease) in due to the Central Bank and banks		26,526,717	(797,342)
Increase in commercial papers payable	6(43)	10,529,000	2,423,000
Proceeds from issuing bonds	6(43)	-	5,000,000
(Decrease) increase in bank notes payable	6(43)	(12,000,000)	1,000,000
Increase (decrease) in other borrowings	6(43)	921,972	(3,126,881)
Increase in guarantee deposits received		1,568,330	1,220,380
Payment of lease liabilities	6(43)	(561,774)	(548,037)
Cash dividends paid		(19,738,829)	(20,737,777)
Net cash flows from (used in) financing activities		7,245,416	(15,566,657)
Effect of exchange rate changes on cash and cash equivalents		(1,154,927)	(1,606,178)
Net increase (decrease) in cash and cash equivalents		95,458,377	(183,871,924)
Cash and cash equivalents at beginning of year		313,126,220	496,998,144
Cash and cash equivalents at end of year		\$ 408,584,597	\$ 313,126,220
The components of cash and cash equivalents			
Cash and cash equivalents reported in the balance sheet	6(1)	\$ 140,618,308	\$ 119,427,578
Due from Central Bank and call loans to other banks qualified as cash and cash equivalents as defined by IAS 7	6(2)	267,017,119	192,748,505
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7		949,170	950,137
Cash and cash equivalents at end of reporting year		\$ 408,584,597	\$ 313,126,220

The accompanying notes are an integral part of these consolidated financial statements.

Attachment 4

Mega Financial Holding Co., Ltd.

Earnings Distribution Table

Year 2021

Unit : NT\$

Items	Amount
Beginning undistributed retained earnings in 2021	40,837,146,309
Net profit after income tax in 2021	25,731,069,912
Add : Remeasurements of defined benefit plans	599,598,425
Less : Loss on disposal of investments in equity instruments measured at fair value through other comprehensive income	(4,216,857)
2021 distributable earnings	26,326,451,480
Less : 10% legal reserve	(2,632,645,148)
Total distributable earnings	64,530,952,641
Less : Distribution item	
Cash dividend to shareholders (NT\$1.4 per share)	(19,039,753,576)
Stock dividend to shareholders (NT\$0.25 per share)	(3,399,955,990)
Distribution amount	(22,439,709,566)
Unappropriated retained earnings	42,091,243,075

Note1 : The 2021 distributable earnings shall be distributed as a priority.

Note2 : The amount of cash dividend per share shall be calculated and truncated to NT\$1. The sum of all cash dividends less than NT\$1 shall be allocated in line with a progressive decrease in decimal numbers and a progressive increase in shareholders' ID number so that the total dividend distribution is fully paid.

Attachment 5

Mega Financial Holding Co., Ltd.

The Comparison Table of Amended Articles of Incorporation

Amended Article	Original Article	Explanation
<p><u>ARTICLE 12-1</u></p> <p><u>The company convened shareholders meetings, they shall convene a virtual shareholders meeting or other methods disclosed by competent authority.</u></p> <p><u>The company convened a virtual shareholders meeting, they should comply with other laws and Mega Financial Holding Company Rules of Procedures for Shareholders' Meetings.</u></p>		<p>According to the article 172-2 of Company Act, the Company can convene a virtual shareholders meeting or other methods disclosed by competent authority. The company convened a virtual shareholders meeting, they should comply with other laws and Mega Financial Holding Company Rules of Procedures for Shareholders' Meetings.</p>
<p>ARTICLE 19</p> <p>The Company shall have a Board of Directors composed of fifteen to twenty one Directors. Starting from 2013, the candidate nomination system is adopted for directors; the shareholders shall elect directors from a list of the candidates. The term of office of a director is three years, and may be eligible for re-election.</p> <p>Among the directors prescribed in the preceding Paragraph, at least <u>five</u> independent directors and a number of independent directors no less than $1/3$ of the board seats shall be included.</p> <p>The independent directors' professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other</p>	<p>ARTICLE 19</p> <p>The Company shall have a Board of Directors composed of fifteen to twenty one Directors. Starting from 2013, the candidate nomination system is adopted for directors; the shareholders shall elect directors from a list of the candidates. The term of office of a director is three years, and may be eligible for re-election.</p> <p>Among the directors prescribed in the preceding Paragraph, at least <u>three</u> independent directors and a number of independent directors no less than $1/5$ of the board seats shall be included.</p> <p>The independent directors' professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other</p>	<p>According to the article 24 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the company amended the number of independent directors and proportion.</p>

<p>compliance requirements shall be handled in accordance with the relevant laws and regulations.</p> <p>The remuneration of the independent directors of the Company shall be determined by the Board, considering degrees of participation and value of contribution of said directors in business operation of the Company, as well as based on levels of remuneration generally adopted by the same industry. The total number of the shares held by all the Directors shall not be less than that required by the competent authority in charge of securities affairs.</p> <p>The Company may purchase liability insurance for Directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy.</p>	<p>and other compliance requirements shall be handled in accordance with the relevant laws and regulations.</p> <p>The remuneration of the independent directors of the Company shall be determined by the Board, considering degrees of participation and value of contribution of said directors in business operation of the Company, as well as based on levels of remuneration generally adopted by the same industry. The total number of the shares held by all the Directors shall not be less than that required by the competent authority in charge of securities affairs.</p> <p>The Company may purchase liability insurance for Directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy.</p>	
<p>ARTICLE 33</p> <p>These Articles of Incorporation were promulgated on December 19, 2001. The first amendment was made on June 12, 2002, the second amendment was made on November 11, 2002, the third amendment was made on June 6, 2003, the fourth amendment was made on June 11, 2004, the fifth amendment was made on June 23, 2006, the sixth amendment was made on June 13, 2008, the seventh amendment was made on June 19, 2009, the eighth amendment was made on June 23, 2010, the ninth</p>	<p>ARTICLE 33</p> <p>These Articles of Incorporation were promulgated on December 19, 2001. The first amendment was made on June 12, 2002, the second amendment was made on November 11, 2002, the third amendment was made on June 6, 2003, the fourth amendment was made on June 11, 2004, the fifth amendment was made on June 23, 2006, the sixth amendment was made on June 13, 2008, the seventh amendment was made on June 19, 2009, the eighth amendment was made on June 23, 2010, the ninth amendment was made on June 28, 2011, the tenth amendment was</p>	<p>The date of this amendment is newly added.</p>

<p>amendment was made on June 28, 2011, the tenth amendment was made on June 15, 2012, the eleventh amendment was made on June 24, 2014, the twelfth amendment was made on June 24, 2016, and the thirteenth amendment was made on June 21, 2019, <u>and the fourteenth amendment was made on June 17, 2022.</u></p>	<p>made on June 15, 2012, the eleventh amendment was made on June 24, 2014, and the twelfth amendment was made on June 24, 2016, and the thirteenth amendment was made on June 21, 2019.</p>	
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Mega Financial Holding Company Limited
Articles of Incorporation

CHAPTER I
GENERAL PROVISIONS

ARTICLE 1

The Company is organized under the Financial Holding Company Act and the Company Act, and its name shall be 兆豐金融控股股份有限公司 in the Chinese language, and Mega Financial Holding Company Limited (hereinafter referred to as the "Company") in the English language to enhance the economic scale, achieve synergy of the financial holding company and promote the development of the financial market.

ARTICLE 2

The Company shall establish its head office at Taipei, Taiwan, the Republic of China and may set up branch offices as deemed necessary for its business operations.

The establishment, dissolution and change of status of branches as referred to in the preceding Paragraph shall be executed pursuant to the resolutions to be adopted by the Board of Directors.

CHAPTER II
SCOPE OF BUSINESS

ARTICLE 3

The scope of business of the Company shall be financial holding company (business code H801011).

ARTICLE 4

The Company shall engage in the following business:

1. To invest in the following industry:

- (1) financial holding company;
- (2) banks;
- (3) bills finance company;
- (4) credit card company;
- (5) trust company;
- (6) insurance company;
- (7) securities company;
- (8) futures company;
- (9) venture capital company;
- (10) foreign financial company approved by the competent authority; and
- (11) other financial related company recognized by the competent authority

2. To manage the investment of the aforesaid company invested
3. To apply to the competent authority to invest in industry not specified in the first Paragraph of this Article but not involved in the operation of the company invested
4. To conduct other business approved by the competent authority

ARTICLE 5

The Company is a professional investment company. The total amount of investments made by the Company may exceed forty percent of the amount of its own paid-up capital without being subject to the requirement set out in Paragraph 2, Article 13 of the Company Act.

CHAPTER III CAPITAL STOCK

ARTICLE 6

The total authorized capital of the Company is two hundred twenty billion New Taiwan Dollars (NT\$220,000,000,000), divided into twenty two billion (22,000,000,000) shares at par value of ten New Taiwan Dollars (NT\$10.00) per share. The shares are issued in installments.

When the Company issues new shares, employees meeting certain specific requirements, of the subsidiaries are entitled to subscribe new shares reserved for subscription by employees in accordance with applicable laws.

ARTICLE 7

Prior to the reunification of the country, all shares held by shareholders in mainland China are treated as reserved shares according to the law. Such reserved shares are not entitled to vote at any shareholders' meeting of the Company, and the number of such reserved shares is not counted in the total number of the issued and outstanding shares of the Company.

ARTICLE 8

All share certificates of the Company shall indicate thereon the name of the shareholder thereof.

For the shares to be issued by the Company, the Company may be exempted from printing any share certificate for the share issued, while the Company shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.

ARTICLE 9

Each of the shareholders shall submit to the shareholders' registrar retained by the Company his/her/its seal specimen card. Shareholders applying to the shareholders' registrar retained by the Company for processing of share matters or exercise of shareholders' rights in writing should sign or affix the seal as shown in the specimen card.

The shareholders' registrar referred to in the preceding Paragraph shall provide the relevant information of the shareholders upon the Company's request.

ARTICLE 10

Any juristic person or a government agency shareholder may be elected as a Director; provided, however, that it shall appoint a natural person to act on its behalf.

ARTICLE 11

Share registrar matters shall be handled pursuant to the Guidelines Governing Share Registrar Matters of Public Companies, as promulgated by the competent authority, and other relevant laws and regulations.

CHAPTER IV MEETINGS OF SHAREHOLDERS

ARTICLE 12

The meeting of shareholders shall be convened by the Board of Directors unless the Company Act shall require otherwise.

The shareholders' meetings are of the following two kinds:

1. Regular meetings of the shareholders: to be convened at least once a year; and
2. Special meetings of the shareholders: to be convened whenever necessary.

Regular meetings of the shareholders shall be convened within six months after the close of each fiscal year.

ARTICLE 12-1

The company convened shareholders meetings, they shall convene a virtual shareholders meeting or other methods disclosed by competent authority.

The company convened a virtual shareholders meeting, they should comply with other laws and Mega Financial Holding Company Rules of Procedures for Shareholders' Meetings.

ARTICLE 13

The entries in the shareholders' book shall be closed in a period from 60 days prior to the convening date of a regular shareholders' meeting, from 30 days prior to the convening date of a special shareholders' meeting, or from 5 days prior to the record date set by the Company for distribution of dividends, bonus or other benefits.

ARTICLE 14

A shareholder who is unable to attend a shareholders' meeting may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.

A shareholder may only execute one power of attorney and appoint one proxy only.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

When the government or a juristic person is a shareholder, its proxy shall not be limited to one person.

ARTICLE 15

Unless otherwise required by laws and regulations, each share holding by the shareholders shall have one vote.

A shareholder who has conflict of interest in the matter under discussion at a shareholders' meeting, which will likely impair the interest of the Company, shall not vote nor exercise the voting right on behalf of other shareholders.

ARTICLE 16

A written notice to convene a regular meeting of shareholders shall be sent to each shareholder no later than 30 days prior to the scheduled meeting date. In case of a special meeting of shareholders, a meeting notice shall be sent to each shareholder no later than 15 days prior to the scheduled meeting date. The agenda of a meeting of shareholders shall be stated in the meeting notice to be sent to shareholders. A public notice to shareholders holding less than 1000 shares may be placed instead of a written notice.

The aforesaid agenda of a meeting may be proposed by "extemporary motions"; provided, however, that matters which shall be stated in the meeting notice in accordance with relevant laws and regulations may not be proposed by "extemporary motions".

The first Paragraph of this Article shall not apply to the situation where the meeting of shareholders resolves to postpone or reconvene the meeting within five days.

ARTICLE 17

Unless otherwise required by law, resolutions of the shareholders' meeting shall be adopted by a majority of the issued shares held by the shareholders present at the meeting (quorum), and a majority of shareholders present at the meeting vote for such resolution.

ARTICLE 18

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within 20 days after the meeting. The distribution of the minutes of shareholders' meeting may be made by means of public announcement. The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Company.

The attendance list bearing the signatures of shareholders present at the meeting and the proxies shall be kept by the Company for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the above documents shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

BOARD OF DIRECTORS

ARTICLE 19

The Company shall have a Board of Directors composed of fifteen to twenty one Directors. Starting from 2013, the candidate nomination system is adopted for directors; the shareholders shall elect directors from a list of the candidates. The term of office of a director is three years, and may be eligible for re-election.

Among the directors prescribed in the preceding Paragraph, at least five independent directors and a number of independent directors no less than $1/3$ of the board seats shall be included.

The independent directors' professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other compliance requirements shall be handled in accordance with the relevant laws and regulations.

The remuneration of the independent directors of the Company shall be determined by the Board, considering degrees of participation and value of contribution of said directors in business operation of the Company, as well as based on levels of remuneration generally adopted by the same industry. The total number of the shares held by all the Directors shall not be less than that required by the competent authority in charge of securities affairs. The Company may purchase liability insurance for Directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy.

ARTICLE 19-1

The Fifth Term of the Board of Directors of the Company starts to set up the audit committee, composed entirely of independent directors. It shall be no less than three in number, one of whom shall serve as the convener, and at least one of whom shall have accounting or finance expertise. The exercise of powers, organizational charter, and other compliance requirements of the audit committee shall be handled in accordance with the relevant laws and regulations, as well as the Company's internal guidelines.

ARTICLE 19-2

The Company shall set up a remuneration committee in accordance with the laws, and may set up other functional committees. Organizational charter of such committees shall be approved by the Board of Directors.

ARTICLE 20

The Chairman of the Board of Directors shall be elected by and among the directors and shall hold such office for a period corresponding to the term of director.

The remuneration of the Chairman of the Board of Directors is calculated based on 1.25 times the remuneration of the President of the Company.

The pension or severance pay of the Chairman of the Board of Directors shall be calculated in accordance with the relevant pension provisions of the Labor Standards Act, but not being subject to restrictions on age and seniority.

ARTICLE 21

Business operations of the Company shall be executed pursuant to the resolutions to be adopted by the Board of Directors, except for the matters the execution of which shall be effected pursuant to the resolutions of the shareholders' meeting as required by the Company Act or the Articles of Incorporation of the Company. The powers of the Board of Directors shall be as follows:

- (1) To review and approve the business policies and plans of the Company;
- (2) To review and approve the regulations with respect to the organization structure and unit functions of the Company;
- (3) To review and approve the budget and the financial statements of the Company;
- (4) To appoint or discharge a financial, accounting, internal auditor or senior officers;
- (5) To review and approve important rules and regulations of the Company and contracts entered into by the Company;
- (6) To review and approve the increase or reduction of the capital, and the issuance of the stocks of the Company;
- (7) To review and approve a material asset transaction;
- (8) To determine the date for regular or special meetings of shareholders;
- (9) To determine the proposals for earning distribution or loss off-setting;
- (10) To determine the proposal for buying back of the stocks of the Company;
- (11) To appoint or discharge the directors and supervisors of subsidiaries of the Company;
- (12) To retain or release a certifying CPA, or the compensation given thereto;
- (13) To review and approve the organizational charters of functional committees;
- (14) To conduct any other business pursuant to the laws and the authorization of the shareholders' meeting.

The Board of Directors consists of one Chief Secretariat, Secretariats and staffs, handling the proposal, documents of the meeting of the Board of Directors and other secretariat related matters.

ARTICLE 22

The Auditing Department organized under the Board of Directors, consists of one Chief Auditor, one Deputy Chief Auditor, Auditors and staffs, handling internal auditing and

related matters. Divisions can be set up in need to engage in different business.

The Chief Auditor is ranking the same as Executive Vice President and the Deputy Chief Auditor is ranking the same as Senior Vice President or Vice President of the Company.

ARTICLE 23

The Chairman of the Board of Directors shall internally chair the shareholders' meeting and the meeting of the Board of Directors; and shall externally represent the Company. In case the Chairman of the Board of Directors is absent or cannot exercise his power and authority for any cause, the Chairman of the Board of Directors shall designate one of the Directors to act on his behalf. In the absence of such a designation, the Directors shall elect from among themselves an acting Chairman of the Board of Directors.

ARTICLE 24

A meeting of the Board of Directors shall, unless otherwise provided for in relevant laws and regulations, be convened by the Chairman of the Board of Directors. Unless otherwise provided in laws, resolutions of the Board of Directors shall be adopted by the approval of a majority of the Directors at a meeting of the Board of Directors, attended by a majority of all the Directors.

Directors shall attend the meetings of the Board of Directors in person. In the event a Director is unable to attend the meeting for cause, he may execute a power of attorney appointing another Director as his proxy, stating therein the scope of his authorities with reference to the items on the agenda. The aforesaid proxy may serve as proxy for one Director only.

In case a meeting of the Board of Directors is proceeding via video conference, then the Directors attending such video conference shall be deemed to have attended the meeting in person.

ARTICLE 25

Meeting of the Board of Directors shall be held once a month in principle. In the case of emergency, the meeting of the Board of Directors may be convened at any time. The notice of the Board meeting may be served in writing by mail, E-mail or fax.

The procedure for meetings of the Board of Directors shall be governed by the relevant laws and regulations, the Articles of Incorporation of the Company, and the rules otherwise adopted by the Board of Directors.

ARTICLE 26

Minutes of the meeting of the Board of Directors shall be prepared to record all resolutions passed at said meetings.

Article 18 hereof shall apply mutatis mutandis to the preparation and safekeeping of the minutes referred to in the preceding Paragraph.

CHAPTER VI
MANAGERIAL OFFICERS

ARTICLE 27

The Company shall have a President and several Executive Vice Presidents, Senior Vice Presidents and Vice Presidents, all of whom shall be nominated by the Chairman for the consent of the Board of Directors.

ARTICLE 28

The President shall, pursuant to the instructions of the Chairman of the Board of Directors, manage all the business of the Company, implement all the resolutions adopted at the meeting of Board of Directors.

The Executive Vice President(s) shall assist the President in the matters referred to in the preceding Paragraph. In the event that the President is unable to perform his duties for cause, one of the Executive Vice Presidents shall be appointed by the Chairman to act on behalf of the President.

CHAPTER VII
ACCOUNTING

ARTICLE 29

The fiscal year of the Company shall be from January 1 to December 31 of every year.

ARTICLE 30

At the close of each fiscal year, the Board of Directors shall prepare the following statements and reports, and shall submit the same to the regular meeting of shareholders for ratification in accordance with the legal procedures:

1. the business report;
2. the financial statements; and
3. the earning distribution or loss off-setting proposals.

After the ratification of the statements and reports mentioned in the preceding Paragraph by the regular meeting of shareholders, the Board of Directors shall announce or distribute to each shareholder the ratified financial statements and the resolutions on the earning distribution and/or loss offsetting.

ARTICLE 31

After paying all taxes and covering its accumulated losses of the previous years in accordance with the laws, the Company shall set aside a legal reserve in accordance with the laws. Aside from the aforesaid legal reserve, the Company may set aside special reserve, in accordance with laws or its actual needs. The remaining balance plus prior years' accumulated undistributed earnings are earnings available for distribution, for which the

Company shall appropriate 30% to 100% as earnings distribution subject to the Board of Directors' decision to propose a distribution plan and to be submitted to the shareholders' meeting for approval.

At least 50% of the shareholders' dividends in the above Paragraph shall be paid in cash, and the rest paid by stock dividend. However, the percentage of cash dividend and stock dividend may be adjusted by resolution at a shareholders' meeting.

ARTICLE 31-1

The current year's earnings (pre-tax income before deducting the remuneration to employees and Directors) of the Company shall first be applied to cover all its accumulated losses, and the remaining balance shall be appropriated 0.02% to 0.15% as remuneration to employees; and not more than 0.5% as remuneration to Directors.

The employees' remuneration mentioned in the preceding Paragraph of this Article shall be distributed in cash or stock. Employees of the affiliated companies meeting certain specific requirements may be entitled to the employees' stock remuneration, subject to the rules set forth by the Board of Directors.

CHAPTER VIII ADDENDUM

ARTICLE 32

Any matters not otherwise provided in the Articles of Incorporation of the Company shall be governed by the Financial Holding Company Act, the Company Act, the Banking Act and other applicable regulations.

ARTICLE 33

These Articles of Incorporation were promulgated on December 19, 2001. The first amendment was made on June 12, 2002, the second amendment was made on November 11, 2002, the third amendment was made on June 6, 2003, the fourth amendment was made on June 11, 2004, the fifth amendment was made on June 23, 2006, the sixth amendment was made on June 13, 2008, the seventh amendment was made on June 19, 2009, the eighth amendment was made on June 23, 2010, the ninth amendment was made on June 28, 2011, the tenth amendment was made on June 15, 2012, the eleventh amendment was made on June 24, 2014, the twelfth amendment was made on June 24, 2016, and the thirteenth amendment was made on June 21, 2019, and the fourteenth amendment was made on June 17, 2022.

Attachment 6

Mega Financial Holding Company Limited The Comparison Table of Amended Rules of Procedures for Shareholders' Meetings

Amended Article	Original Article	Explanation
<p>Article 1</p> <p>To establish a strong governance system and sound supervisory functions for this Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted.</p>	<p>Article 1</p> <p>To establish a strong governance system and sound supervisory functions for this Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted.</p>	unmodified
<p>Article 2</p> <p>The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.</p>	<p>Article 2</p> <p>The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.</p>	unmodified
<p><u>Article 3</u></p> <p><u>Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.</u></p> <p><u>Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p><u>The Company shall prepare electronic versions of the</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company specified the method with which the shareholder's meetings are convened and held in Paragraphs 1 and 2, and the method for providing the

<p><u>procedures manual, shareholders meeting notice, and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) in accordance with the regulations of the competent authority.</u></p> <p><u>This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <p><u>1.For physical shareholders meetings, to be distributed on-site at the meeting.</u></p> <p><u>2.For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></p> <p><u>3.For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u></p>		<p>procedures manual and supplementary information for the shareholders meeting in Paragraph 3 and 4 in accordance with Articles 3 of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" (hereinafter referred to as the "TWSE Sample Template") amended and promulgated by Taiwan Stock Exchange Corporation.</p>
<p><u>Article 4</u></p> <p><u>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the</u></p>		<p>1. This Article is newly added.</p> <p>2. The Company specified related</p>

<p><u>proxy form issued by this Corporation and stating the scope of the proxy's authorization.</u></p> <p><u>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</u></p> <p><u>After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p> <p><u>If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be</u></p>		<p>regulations for shareholders to appoint or withdraw proxies for attending the shareholders meetings in accordance with Article 4 of the TWSE Sample Template.</p>
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<p><u>submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>		
<p><u>Article 5</u> The venue for a shareholders’ meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders’ meeting. The meeting shall not start earlier than 9 a.m. or later than 3 p.m. <u>The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting. When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>	<p><u>Article 3</u> The venue for a shareholders’ meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders’ meeting. The meeting shall not start earlier than 9 a.m. or later than 3 p.m.</p>	<ol style="list-style-type: none"> 1. The sequence number of this Article is adjusted. 2. The Company added Paragraph 2 which states that the restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting, but both the chair and minute taker shall be in the same location, and the chair shall state the address of their location when the meeting is called to order in accordance

		with Articles 5 and 20 of the TWSE Sample Template.
<p><u>Article 6</u></p> <p><u>This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.</u></p> <p><u>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u></p>	<p><u>Article 4</u></p> <p><u>When attending shareholders' meetings, shareholders or their</u></p>	<ol style="list-style-type: none"> 1. The sequence number of this Article is adjusted. 2. The Company added Paragraphs 1 and 2, which state the items that must be specified in the shareholders meeting notices and the time and procedures for the attendance registrations of shareholders in accordance with Article 6, Paragraphs 1 and 2 of the TWSE Sample Template. 3. Paragraphs 1 and 2 are merged and moved to Paragraph 3 based on the actual operating

<p>Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting</u></p>	<p><u>proxies shall</u> exchange a sign-in card for attendance cards in lieu of signing.</p> <p>Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p>	<p>status.</p> <p>4. The Company states in Paragraphs 5 and 6 that in the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date, and the Company shall upload the meeting procedures manual, annual report, and related information to the virtual meeting platform in accordance with Article 6, Paragraphs 7 and 8, of the TWSE Sample Template.</p>
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<p><u>Article 7</u></p> <p><u>To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:</u></p> <p>1. <u>How shareholders attend the virtual meeting and exercise their rights.</u></p> <p>2. <u>Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> <p>A. <u>To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p>B. <u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p>C. <u>In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number</u></p>		<p>1. This Article is newly added.</p> <p>2. The Company added items that must be specified in the shareholders meeting notices for a virtual shareholders meeting in accordance with Article 6-1 of the TWSE Sample Template.</p>
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of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders

<p><u>meeting online shall be specified.</u></p>		
<p><u>Article 8</u></p> <p>If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.</p> <p>It is advisable that shareholders' meetings convened by the board of directors <u>be chaired by the chairperson of the board in person and attended by a majority of the directors in person, and at least one member of each functional committee on behalf of the committee.</u> The attendance shall be recorded in the meeting minutes.</p>	<p><u>Article 5</u></p> <p>If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.</p> <p><u>If a shareholders' meeting is convened by any person, other than the board of directors, entitled to convene the meeting, such person or the person elected from among the convening persons shall chair the meeting.</u></p> <p>It is advisable that this Company's shareholders' meetings convened by the board of directors will be attended by a majority of the directors in person. The attendance shall be recorded in the meeting minutes.</p>	<ol style="list-style-type: none"> 1. The sequence number of this Article is adjusted. 2. The Company added requirements for the attendance of at least one representative of functional committees and revised wording and paragraph numbers in accordance with Article 7 of the TWSE Sample Template.

<p><u>If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.</u></p> <p>This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.</p>	<p>This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.</p>	
<p><u>Article 9</u></p> <p><u>This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</u></p> <p><u>Where a shareholders meeting is held online, this Corporation shall</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company added related regulations for the documentation of shareholders meetings by audio or video in accordance with Article 8 of the TWSE Sample Template. 3. Article 15 of the original Rules is moved to and merged with the regulations in

<p><u>keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>		<p>Paragraph 1.</p>
<p><u>Article 10</u></p> <p>Attendance at shareholders' meetings shall be calculated based on numbers of shares. <u>The number of shares in attendance shall be calculated based on the shares indicated by the sign-in cards handed in , and the shares checked in on the virtual meeting platform,</u> plus the number of shares whose</p>	<p><u>Article 6</u></p> <p>Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated based on the shares indicated by the sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronic</p>	<ol style="list-style-type: none"> 1. The sequence number of this Article is adjusted. 2. The Company specified in Paragraph 1 that in case of a virtual shareholders

<p>voting rights are exercised by correspondence or electronic transmission.</p> <p>The chair shall call the meeting to order at the appointed meeting time <u>and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</u></p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. <u>If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p><u>If the quorum is not met</u> after two postponements <u>as referred to in the preceding paragraph,</u> but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution</p>	<p>transmission.</p> <p>The chair shall call the meeting to order at the appointed meeting time.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. <u>If the attending shareholders do not constituted a majority of all issued shares</u> after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.</p>	<p>meeting, the total number of shares in attendance must include the number of shares held by shareholders checked in on the virtual meeting platform in accordance with Article 9 of the TWSE Sample Template. In addition, the Company specified related regulations in Paragraphs 2 and 3 regarding the adjournment of the meeting by the chair if the quorum is not met and tentative resolution in case of a virtual shareholders meeting.</p>
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<p>may be adopted pursuant to Article 175, paragraph 1 of the Company Act; <u>all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.</u></p> <p>If the attending shareholders have constituted a majority of all issued shares by the end of the meeting, the chair may resubmit the tentative resolution for approval pursuant to Article 174 of the Company Act.</p>	<p>If the attending shareholders have constituted a majority of all issued shares by the end of the meeting, the chair may resubmit the tentative resolution for approval pursuant to Article 174 of the Company Act.</p>	
<p><u>Article 11</u></p> <p>If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. <u>Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda).</u> The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.</p> <p>The provisions of the preceding</p>	<p><u>Article 7</u></p> <p>If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.</p> <p>The provisions of the preceding</p>	<ol style="list-style-type: none"> 1. The sequence number of this Article is adjusted. 2. The Company added a requirement in Paragraph 1 for votes to be cast on each separate proposal in the agenda in accordance with Article 10 of the TWSE Sample

<p>paragraph apply mutatis mutandis to a shareholders' meeting convened by a party, other than the board of directors, entitled to convene such meeting.</p> <p>Unless otherwise resolved by the meeting, the chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions).</p> <p><u>The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.</u></p>	<p>paragraph apply mutatis mutandis to a shareholders' meeting convened by a party, other than the board of directors, entitled to convene such meeting.</p> <p>Unless otherwise resolved by the meeting, the chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions).</p> <p><u>After adjournment of the meeting, shareholders may not elect a new chair and then resume the meeting at the same venue or another place.</u></p>	<p>Template.</p> <p>3. Article 9 of the original Rules is moved to and merged with the regulations in Paragraph 4.</p> <p>4. As Paragraph 4 of the original Rules conflict with Article 182-1 of the Company Act "If the chairman announces adjournment of the meeting and violates these rules of procedure, the meeting may be continued after electing one of the attendees to be the meeting chairman in accordance to the approval of the majority of the votes represented by the attending shareholders", it is therefore</p>
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		removed.
<p><u>Article 12</u></p> <p>Before speaking at the shareholders' meeting, an attending shareholder must specify on a speaker's slip the summary of the speech, his/her shareholder account number (or attendance card number), and account name. The sequence of shareholders' speech will be determined by the chair.</p> <p>If any attending shareholder submits a speaker's slip but does not actually speak, no speech shall be deemed to have been made by the shareholder. In case the content of the speech does not correspond to the contents given on the speaker's slip, the contents of actual speech shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the above rules or exceeds the scope of the agenda item, the chair may stop the speech of the shareholder.</p> <p>The provisions of the preceding paragraph apply mutatis mutandis to the time and times of an attending shareholder's speech on</p>	<p><u>Article 8</u></p> <p>Before speaking at the shareholders' meeting, an attending shareholder must specify on a speaker's slip the summary of the speech, his/her shareholder account number (or attendance card number), and account name. The sequence of shareholders' speech will be determined by the chair.</p> <p>If any attending shareholder submits a speaker's slip but does not actually speak, no speech shall be deemed to have been made by the shareholder. In case the content of the speech does not correspond to the contents given on the speaker's slip, the contents of actual speech shall prevail.</p> <p>Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the above rules or exceeds the scope of the agenda item, the chair may stop the speech of the shareholder.</p> <p>The provisions of the preceding paragraph apply mutatis mutandis to the time and times of an attending shareholder's speech on</p>	<p>1. The sequence number of this Article is adjusted.</p> <p>2. The Company added related Paragraphs 8 and 9 in accordance with Article 11 of the TWSE Sample Template to specify the methods, procedures, and restrictions for questions raised by shareholders. The Company may screen questions unrelated to each agenda item but it is advisable to disclose shareholders' questions on the virtual meeting platform.</p>

<p>non-proposal at the proceeding of extraordinary motions.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless otherwise permitted by chair and the speaking shareholder; otherwise, the chair shall stop such interruption.</p> <p>When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After the speech of an attending shareholder, the chair may respond in person or designate relevant personnel to respond.</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 6 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding</u></p>	<p>non-proposal at the proceeding of extraordinary motions.</p> <p>When an attending shareholder is speaking, other shareholders may not speak or interrupt unless otherwise permitted by chair and the speaking shareholder; otherwise, the chair shall stop such interruption.</p> <p>When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.</p> <p>After the speech of an attending shareholder, the chair may respond in person or designate relevant personnel to respond.</p>	
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<p><u>paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>		
	<p><u>Article 9</u> When the chair is of the opinion that a proposal has been sufficiently discussed to put it to a vote, the chair may announce the discussion closed and call for a vote.</p>	<p>The contents of this Article are moved to Article 11, Paragraph 4 after the amendment and are thus removed.</p>
	<p><u>Article 10</u> Except as otherwise provided by laws and regulations, a resolution of a shareholders' meeting shall be adopted by the majority vote represented at the meeting. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.</p> <p>If the same agenda has an amended or substitute agenda, the chair shall decide the sequence of voting for</p>	<p>The contents of this Article are moved to Article 14 after the amendment and are thus removed.</p>

	<p>such agenda; provided that if any one of them has been approved, the others shall be deemed vetoed and no further voting will be required.</p>	
<p><u>Article 13</u></p> <p>Voting at a shareholders’ meeting shall be calculated based on the number of shares.</p> <p>With respect to resolutions of shareholders’ meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.</p> <p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under paragraph 2 of Article 179 of the Company Act. Except for trust enterprises or a shareholder services agent approved by the competent securities authority, the proxy right of a person who acts as the proxy for two or more shareholders shall not exceed 3 percent of the total issued voting shares of this Company. If that percentage is exceeded, the excess portion of voting rights shall not be counted.</p> <p>When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such</p>	<p><u>Article 11</u></p> <p>Voting at a shareholders’ meeting shall be calculated based on the number of shares.</p> <p>With respect to resolutions of shareholders’ meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.</p> <p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under paragraph 2 of Article 179 of the Company Act. Except for trust enterprises or a shareholder services agent approved by the competent securities authority, the proxy right of a person who acts as the proxy for two or more shareholders shall not exceed 3 percent of the total issued voting shares of this Company. If that percentage is exceeded, the excess portion of voting rights shall not be counted.</p> <p>When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such</p>	<p>The sequence number of this Article is adjusted.</p>

<p>a relationship would prejudice the interests of this Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder, unless otherwise provided by laws or regulations.</p> <p>The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.</p>	<p>a relationship would prejudice the interests of this Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder, unless otherwise provided by laws or regulations.</p> <p>The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.</p>	
<p><u>Article 14</u></p> <p><u>When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.</u></p> <p><u>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company specified related regulations for the exercise of voting rights by correspondence or electronic means in accordance with Article 13 of the TWSE Sample Template. 3. Articles 10, 12, and 13 of the original Rules are moved to and merged with the regulations in

<p><u>Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</u></p> <p><u>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail.</u></p> <p><u>When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.</u></p>		<p>Paragraphs 1, 3, 4, and 5 of this Article.</p>
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Except as otherwise provided in the law, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of

this Corporation. Vote counting shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the

<p><u>same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>		
	<p><u>Article 12</u></p> <p>The voting right at a shareholders' meeting shall be exercised by electronic transmission or correspondence. A shareholder exercising voting rights by correspondence or electronic transmission will be deemed to have attended the meeting in person, but shall be deemed to have waived his/her voting rights with respect to the extraordinary motions and amendments to the original proposals of that meeting.</p> <p>In case a shareholder has exercised his/her/its voting right by way of</p>	<p>The contents of this Article are moved to Article 14, Paragraph 1 and 3 after the amendment and are thus removed.</p>

	<p>electronic transmission or correspondence, and has also authorized a proxy to attend the shareholders' meeting in his/her/its behalf, then the voting right exercised by the authorized proxy for the said shareholder shall prevail.</p>	
	<p><u>Article 13</u> Vote monitoring and counting personnel for the voting on proposals or elections shall be appointed by the chair, provided, however, that all monitoring personnel shall be shareholders of this Company. Vote counting shall be conducted in public at the meeting venue. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.</p>	<p>The contents of this Article are moved to Article 14, Paragraph 5 after the amendment and are thus removed.</p>
<p><u>Article 15</u> <u>The election of directors at a shareholders meeting, the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company specified the method for proceeding with votes and related regulations for the secure storage

<p><u>votes they received.</u></p> <p><u>The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year.</u></p> <p><u>If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</u></p>		<p>of ballots in accordance with Article 14 of the TWSE Sample Template.</p>
<p><u>Article 16</u></p> <p><u>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes.</u></p> <p><u>The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</u></p> <p><u>This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</u></p> <p><u>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company specified the production and distribution of the meeting minutes in Paragraphs 1 to 3 in accordance with Article 15 of the TWSE Sample Template. The Company added items that must be specified in the meeting minutes of virtual shareholders meetings in Paragraphs 4 and 5.

their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting

<p><u>online.</u></p>		
<p><u>Article 17</u></p> <p><u>On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u></p> <p><u>During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company specified related items for external announcements in accordance with Article 16 of the TWSE Sample Template.

<p><u>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.</u></p>		
<p><u>Article 18</u></p> <p>When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.</p> <p>A resolution may be adopted at a shareholders’ meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.</p>	<p><u>Article 14</u></p> <p>When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.</p> <p>A resolution may be adopted at a shareholders’ meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.</p>	<p>The sequence number of this Article is adjusted.</p>
	<p><u>Article 15</u></p> <p>This Company, beginning from the time it accepts shareholder attendance registrations, shall make an audio and video recording of the registration procedure, the proceedings of the shareholders’ meeting, and the voting and vote counting procedures. The recorded materials shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant</p>	<p>The contents of this Article are moved to Article 9 after the amendment and are thus removed.</p>

	to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.	
<p><u>Article 19</u></p> <p>Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm badges.</p> <p>The chair may direct the proctors or security personnel to help maintain order at the meeting place. <u>When</u> proctors or security personnel help maintain <u>order</u> at the meeting place, they shall wear an identification card or arm badges bearing the word "Proctor."</p> <p>If the meeting place is equipped with loudspeaker equipment, the chair may stop any shareholders using equipment not installed by the Company from speaking.</p> <p>When a shareholder violates <u>these Rules</u> and defies the chair's correction, obstructs the proceedings of the meeting and fails to desist, the chair may direct the proctors or security personnel to escort the shareholder to leave the meeting place.</p>	<p><u>Article 16</u></p> <p>Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm badges.</p> <p>The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain <u>order at the meeting place</u>, they shall wear an identification card or arm badges bearing the word "Proctor."</p> <p>If the meeting place is equipped with loudspeaker equipment, the chair may stop any shareholders using equipment not installed by the Company from speaking.</p> <p>When a shareholder violates <u>these Rules</u> and defies the chair's correction, obstructs the proceedings of the meeting and fails to desist, the chair may direct the proctors or security personnel to escort the shareholder to leave the meeting place.</p>	<p>The article number was adjusted and wording was revised.</p>
<p><u>Article 20</u></p> <p><u>In the event of a virtual shareholders meeting, this Corporation shall</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company

<p><u>disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>		<p>specified related items that must be disclosed when a virtual shareholders meeting is convened in accordance with Article 19 of the TWSE Sample Template.</p>
<p><u>Article 21</u> <u>In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u> <u>In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company specified the methods for handling disconnection in case of a virtual shareholders meeting in accordance with Article 21 of the TWSE Sample Template.

natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or

resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting.

<p><u>provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p>		
<p><u>Article 22</u></p> <p><u>When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u></p>		<ol style="list-style-type: none"> 1. This Article is newly added. 2. The Company specified the handling of digital divide when convening a virtual-only shareholders meeting in accordance with Article 22 of the TWSE Sample Template.
<p><u>Article 23</u></p> <p>Any matters not otherwise <u>specified</u> in these Rules shall be governed by the Company Act, other applicable</p>	<p><u>Article 17</u></p> <p>Any matters not otherwise <u>provided</u> in these Rules shall be governed by the Company Act, other applicable</p>	<p>The article number was adjusted and wording was revised.</p>

regulations, and the Articles of Incorporation.	regulations and the Articles of Incorporation.	
<u>Article 24</u> These Rules shall enter into force after adoption by shareholders' meetings. The same shall apply in case of amendment or revocation.	<u>Article 18</u> These Rules shall enter into force after adoption by shareholders' meetings. The same shall apply in case of amendment or revocation.	The sequence number of this Article is adjusted.

Mega Financial Holding Company

Rules of Procedures for Shareholders' Meetings

Established on June 12, 2002
Amended on November 11, 2002
Amended on June 11, 2004
Amended on June 21, 2013
Amended on June 19, 2020
Amended on June 17, 2022

Article 1

To establish a strong governance system and sound supervisory functions for this Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted.

Article 2

The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The Company shall prepare electronic versions of the procedures manual, shareholders meeting notice, and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) in accordance with the regulations of the competent authority.

This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's

authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders' meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting shall not start earlier than 9 a.m. or later than 3 p.m.

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting. When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 6

This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences.

The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards. Solicitors soliciting proxy forms shall also bring identification documents for verification.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end

of the meeting

Article 7

To convene a virtual shareholders meeting, this Corporation shall include the following particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 8

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 9

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 10

Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated based on the shares indicated by the sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronic transmission.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

If the attending shareholders have constituted a majority of all issued shares by the end of the meeting, the chair may resubmit the tentative resolution for approval pursuant to Article 174 of the Company Act.

Article 11

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party, other than the board of directors, entitled to convene such meeting.

Unless otherwise resolved by the meeting, the chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions).

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 12

Before speaking at the shareholders' meeting, an attending shareholder must specify on a speaker's slip the summary of the speech, his/her shareholder account number (or attendance card number), and account name. The sequence of shareholders' speech will be determined by the chair.

If any attending shareholder submits a speaker's slip but does not actually speak, no speech shall be deemed to have been made by the shareholder. In case the content of the speech does not correspond to the contents given on the speaker's slip, the contents of actual speech shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the above rules or exceeds the scope of the agenda item, the chair may stop the speech of the shareholder.

The provisions of the preceding paragraph apply mutatis mutandis to the time and times of an attending shareholder's speech on non-proposal at the proceeding of extraordinary motions.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless otherwise permitted by chair and the speaking shareholder; otherwise, the chair shall stop such interruption.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After the speech of an attending shareholder, the chair may respond in person or designate relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 6 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 13

Voting at a shareholders' meeting shall be calculated based on the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under paragraph 2 of Article 179 of the Company Act. Except for trust enterprises or a shareholder services agent approved by the competent securities authority, the proxy right of a person who acts as the proxy for two or more shareholders shall not exceed 3 percent of the total issued voting shares of this Company. If that percentage is exceeded, the excess portion of voting rights shall not be counted.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder, unless otherwise provided by laws or regulations.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

Article 14

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the law, the passage of a proposal shall require an

affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. Vote counting shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 15

The election of directors at a shareholders meeting, the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 16

Matters relating to the resolutions of a shareholders meeting shall be recorded in the

meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors.

The minutes shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

Article 17

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting.

In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm badges.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or arm badges bearing the word "Proctor."

If the meeting place is equipped with loudspeaker equipment, the chair may stop any shareholders using equipment not installed by the Company from speaking.

When a shareholder violates these Rules and defies the chair's correction, obstructs the proceedings of the meeting and fails to desist, the chair may direct the proctors or security personnel to escort the shareholder to leave the meeting place.

Article 20

In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 21

In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual

shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 22

When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 23

Any matters not otherwise specified in these Rules shall be governed by the Company Act, other applicable regulations, and the Articles of Incorporation.

Article 24

These Rules shall enter into force after adoption by shareholders' meetings. The same shall apply in case of amendment or revocation.

Attachment 7

Mega Financial Holding Co., Ltd.

Procedures for Acquisition or Disposal of Assets Comparison of the Proposed

Amendments to Some Articles

Amended articles	Existing articles	Description
<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the Company is required to 	<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <ol style="list-style-type: none"> 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the Company is required to 	<p>The various sector associations to which the external experts belong have already established relevant regulations for business undertaking, and therefore, in accordance with Article 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies (hereinafter referred to as the "Acquisition and Disposal Regulations"), which amendment was announced on January 28, 2022, the Company has added a second paragraph that professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters shall comply with the self-regulatory rules of their respective sector associations when issuing an appraisal report or opinion, so as to clarify the responsibilities of external experts and the procedures with which they shall comply.</p>

Amended articles	Existing articles	Description
<p>obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of their respective sector associations.</u></p>	<p>obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p>	
<p>Article 6 In acquisition or disposal of assets, the Company shall handle the assessment and transaction in compliance with the following provisions:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of real property, equipment, other assets and right-of-use assets thereof shall be handled in compliance with the Company’s “Guidelines for Procurement, Leasing and Disposal of Assets”. 2. The acquisition or disposal of <u>marketable securities</u> shall be governed by the <u>Financial Holding Company Act and applicable laws and regulations,</u> <u>as well as</u> the Company's Regulations Governing the Use of Short-term Funds. 3. Long-term equity investments and their disposal shall be governed by the Financial Holding Company Act and applicable laws and regulations. 	<p>Article 6 In acquisition or disposal of assets, the Company shall handle the assessment and transaction in compliance with the following provisions:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of real property, equipment, other assets and right-of-use assets thereof shall be handled in compliance with the Company’s “Guidelines for Procurement, Leasing and Disposal of Assets”. 2. Acquirement or disposal of <u>financial bonds and government bonds</u> shall be handled in compliance with “Procedures for Short-Term Funds Application”. 3. Acquisition or disposal of long-term equity investments shall be handled in compliance with “Financial Holding Company Act” and other applicable laws or regulations. 	<p>The wording of Subparagraph 2 has been amended to perfect the regulations on asset transactions.</p>

Amended articles	Existing articles	Description
<p>4. Financial derivative transactions shall be governed by the Company's Procedures for Engaging in Financial Derivative Transactions.</p>	<p>4. Derivatives transaction shall be handled in compliance with the Company's "Procedures for Derivatives Trading".</p>	
<p><u>Article 6-1</u> <u>The total amount of real estate that is not for business use and its right-of-use assets or marketable securities acquired by the Company and its subsidiaries, as well as the cap on individual marketable securities, shall be governed by the Financial Holding Company Act, applicable laws and regulations, and the relevant regulations of each company.</u></p>		<ol style="list-style-type: none"> 1. This is a new provision. 2. To perfect Paragraph 1, Article 7 of the Acquisition and Disposal Regulations, new provisions have been added governing the acquisition of real estate that is not for business use and its right-of-use assets or the cap on marketable securities.
<p>Article 7 In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <ol style="list-style-type: none"> 1. Where due to special 	<p>Article 7 In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <ol style="list-style-type: none"> 1. Where due to special 	<p>Considering that Article 5 of this handling procedure has been added, it requires external experts to issue opinions in accordance with the self-discipline of their own trade associations, covering the procedures for accountants to issue opinions, and delete the relevant words in subparagraph 3 of item 1.</p>

Amended articles	Existing articles	Description
<p>circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant (CPA) shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>	<p>circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant (CPA) shall be engaged to perform the appraisal <u>in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>	

Amended articles	Existing articles	Description
<p>A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	<p>A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p>	
<p>Article 8</p> <p>When acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the</p>	<p>Article 8</p> <p>When acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the</p>	<p>The reasons for the amendment are the same as those described in Article 7.</p>

Amended articles	Existing articles	Description
<p>transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p>	<p>transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p>	
<p>Article 9 In acquiring or disposing of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, shall engage a certified public accountant (CPA) prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p>	<p>Article 9 In acquiring or disposing of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, shall engage a certified public accountant (CPA) prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p>	<p>The reasons for the amendment are the same as those described in Article 7.</p>
<p>Article 13 When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the</p>	<p>Article 13 When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the</p>	<ol style="list-style-type: none"> 1. The existing clauses of Paragraphs 3-5 are moved to the amended clauses of Paragraphs 2-4. 2. Paragraph 5 is added: <ol style="list-style-type: none"> (1) To strengthen the management of related party transactions and

Amended articles	Existing articles	Description
<p>transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and board of directors:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 14 and Article 15. 4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the 	<p>transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and board of directors:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 14 and Article 15. 4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the 	<p>protect the rights of minority shareholders of publicly-listed companies to express their opinions on transactions between the Company and related parties, Paragraph 5 is added with reference to Article 15 of the Acquisition and Disposal Regulations, as to specify the disposal procedures that shall be implemented in the event that the Company and any of its non-domestic publicly-listed subsidiaries engage in the material related party transactions described in Paragraph 1. The Company's publicly-traded subsidiaries comply with the Acquisition and Disposal Regulations at their own discretion, and the regulations are not repeated in the Disposal Procedures.</p> <p>(2) In consideration of the need to plan overall business between the Company and its subsidiaries or between</p>

Amended articles	Existing articles	Description
<p>anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p>	<p>anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p><u>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 25, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the supervisors need not be counted toward the transaction amount.</u></p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p>	<p>its subsidiaries, and with reference to the exemption norms of major international capital markets, the proviso is relaxed so that such intercompany transactions are exempted from shareholders' meeting resolutions.</p> <p>3. The existing clause of Paragraph 2 is moved to the amended clause of Paragraph 6, and with the addition of Paragraph 5, the calculation of transaction amounts is amended to be included in the transactions submitted to and approved by the shareholders' meeting.</p>

Amended articles	Existing articles	Description
<p>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>2. Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p>When a matter is submitted for discussion by the audit committee pursuant to paragraph 1, it shall be approved by more than half of all audit committee members and submitted to the board of directors for resolution, Article 31, paragraph 3 and paragraph 4 shall apply mutatis mutandis to the audit committee.</p> <p><u>In the event that the Company or a non-domestic publicly-listed subsidiary carries out a transaction specified in Paragraph 1 and the transaction amount reaches 10% or more of the Company's total assets, the information listed in Paragraph 1 shall be submitted to the Company's shareholders' meeting for approval before the transaction contract is signed and the payment is made. However, transactions between the Company and its</u></p>	<p>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>2. Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> <p>When a matter is submitted for discussion by the audit committee pursuant to paragraph 1, it shall be approved by more than half of all audit committee members and submitted to the board of directors for resolution, Article 31, paragraph 3 and paragraph 4 shall apply mutatis mutandis to the audit committee.</p>	

Amended articles	Existing articles	Description
<p><u>subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or authorized capital, are not subject to this limitation.</u></p> <p><u>The calculation of the transaction amounts referred to in Paragraph 1 and the preceding paragraph shall be made in accordance with Paragraph 2, Article 25, and "within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted to the shareholders' meeting, the Audit Committee, and the Board of Directors for acknowledgment in accordance with the provisions of the Disposal Procedures need not be counted toward the transaction amount.</u></p>		
<p>Article 25</p> <p>Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the 	<p>Article 25</p> <p>Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the 	<ol style="list-style-type: none"> 1. In the interest of completeness, with reference to Paragraph 1, Article 31 of the Acquisition and Disposal Regulations, Subparagraph 3 is added to Paragraph 1 to stipulate that losses from derivative transactions shall also be announced and reported. 2. In the consideration that publicly-listed companies are exempted from public announcement and

Amended articles	Existing articles	Description
<p>transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. Merger, demerger, acquisition, or transfer of shares.</p> <p>3. <u>Losses from financial derivative transactions reach the full amount specified by the Disposal Procedures or the maximum amount of loss specified by individual contracts.</u></p> <p>4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$1 billion or more.</p> <p>5. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the</p>	<p>transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. Merger, demerger, acquisition, or transfer of shares.</p> <p>3. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$1 billion or more.</p> <p>4. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the</p>	<p>reporting when trading domestic government bonds, and with reference to Article 31 of the Acquisition and Disposal Regulations, Item 1, Subparagraph 6, Paragraph 1 is amended to stipulate that trading of foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C. is also exempted from public announcement and reporting.</p> <p>3. In the consideration that foreign government bonds are products simple in nature, that their creditworthiness is usually better than that of ordinary foreign corporate bonds, that exchange-traded notes and exchange-traded funds are similar products, and with reference to Article 31 of the Acquisition and Disposal Regulations, Item 2, Subparagraph 6, Paragraph 1 is amended to stipulate that subscriptions of foreign government bonds, or subscriptions</p>

Amended articles	Existing articles	Description
<p>Company expects to invest in the transaction reaches NT\$500 million or more.</p> <p>6. Where an asset transaction other than any of those referred to in the preceding <u>five</u> subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds <u>or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C.</u></p> <p>B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of <u>foreign government bonds or</u> offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; <u>or subscription or repurchase of exchange-traded notes.</u></p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p>	<p>Company expects to invest in the transaction reaches NT\$500 million or more.</p> <p>5. Where an asset transaction other than any of those referred to in the preceding <u>four</u> subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds.</p> <p>B. Where securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds.</p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p>	<p>or repurchases of exchange-traded notes in the primary market are also exempted from public announcement and reporting.</p>

Amended articles	Existing articles	Description
<p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>"Within one year" in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items which have been announced according to the <u>Disposal Procedures</u> may be excluded.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced</p>	<p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced</p>	

Amended articles	Existing articles	Description
<p>and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p>	<p>and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p>	
<p>Article 30</p> <p>The Company’s subsidiaries shall enact “Procedures for Acquisition or Disposal of Assets” and sent to supervisors and the shareholders meeting for approval, after adopted by the Board of Directors.</p> <p>In acquiring or disposal of assets, subsidiary of the Company shall handle pursuant to its Procedures for Acquisition or Disposal of Assets and <u>the Company’s Rules for Subsidiary Supervisory Operation.</u></p>	<p>Article 30</p> <p>The Company’s subsidiaries shall enact “Procedures for Acquisition or Disposal of Assets” and sent to supervisors and the shareholders meeting for approval, after adopted by the Board of Directors.</p> <p>In acquiring or disposal of assets, subsidiary of the Company shall handle pursuant to its Procedures for Acquisition or Disposal of Assets and <u>the Company’s Rules for Subsidiary Supervisory Operation.</u></p>	<p>In accordance with the company's regulations, the name was changed, and the wording of item 2 was revised.</p>
<p>Article 32</p> <p>The Disposal Procedures shall be <u>approved</u> by the Audit Committee and submitted to the Board of Directors for approval, and then reported at the shareholders' meeting for approval <u>prior to implementation.</u> The same shall apply to future amendments.</p>	<p>Article 32</p> <p>These Procedures, and any amendments to them, shall be sent to the audit committee for recordation <u>and</u> shareholder’s meeting for approval, after adopted by <u>the audit committee and</u> board of directors.</p>	<p>The wording for the level of approval authority is amended in accordance with actual operations.</p>

Mega Financial Holding Co., Ltd.

Articles of Procedures for Acquisition or Disposal of Assets

Adopted by Meeting of Shareholders on June 6, 2003

1st amendment by Annual Shareholders' Meeting on June 15, 2007

2nd amendment by Annual Shareholders' Meeting on June 15, 2012

3rd amendment by Annual Shareholders' Meeting on June 24, 2014

4th amendment by Annual Shareholders' Meeting on June 16, 2017

5th amendment by Annual Shareholders' Meeting on June 21, 2019

6th amendment by Annual Shareholders' Meeting on June 17, 2021

Chapter I General Principles

Article 1

These Procedures are established in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies (hereinafter referred to as the "Regulations") promulgated by the Financial Supervisory Commission (FSC).

Article 2

The Company shall handle the acquisition or disposal of assets in compliance with these Procedures; provided, where financial laws or regulations provide otherwise, such provisions shall govern.

Article 3

The term "assets" as used in these Procedures includes the following:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Other major assets.

Article 4

Terms used in these Procedures are defined as follows:

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
8. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 5

Professional appraisers and their officers, certified public accounts, attorneys, and securities

underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of their respective sector associations.

Article 6

In acquisition or disposal of assets, the Company shall handle the assessment and transaction in compliance with the following provisions:

1. Acquisition or disposal of real property, equipment, other assets and right-of-use assets thereof shall be handled in compliance with the Company's "Guidelines for Procurement, Leasing and Disposal of Assets".
2. The acquisition or disposal of marketable securities shall be governed by the Financial Holding Company Act and applicable laws and regulations, as well as the Company's Regulations Governing the Use of Short-term Funds.
3. Long-term equity investments and their disposal shall be governed by the Financial Holding Company Act and applicable laws and regulations.
4. Financial derivative transactions shall be governed by the Company's Procedures for Engaging in Financial Derivative Transactions.

Article 6-1

The total amount of real estate that is not for business use and its right-of-use assets or marketable securities acquired by the Company and its subsidiaries, as well as the cap on individual marketable securities, shall be governed by the Financial Holding Company Act, applicable laws and regulations, and the relevant regulations of each company.

Chapter II Disposition Procedures

Section I Establishment of Disposition Procedures

Article 7

In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant (CPA) shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 8

When acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

Article 9

In acquiring or disposing of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, shall engage a certified public accountant (CPA) prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

Article 10

The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 25, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 11

Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Section II Related Party Transactions

Article 12

When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the applicable regulations.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 10 herein.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 13

When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money

market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and board of directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 14 and Article 15.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

When a matter is submitted for discussion by the audit committee pursuant to paragraph 1, it shall be approved by more than half of all audit committee members and submitted to the board of directors for resolution, Article 31, paragraph 3 and paragraph 4 shall apply mutatis mutandis to the audit committee.

In the event that the Company or a non-domestic publicly-listed subsidiary carries out a transaction specified in Paragraph 1 and the transaction amount reaches 10% or more of the Company's total assets, the information listed in Paragraph 1 shall be submitted to the Company's shareholders' meeting for approval before the transaction contract is signed and the payment is made. However, transactions between the Company and its subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or authorized capital, are not subject to this limitation.

The calculation of the transaction amounts referred to in Paragraph 1 and the preceding

paragraph shall be made in accordance with Paragraph 2, Article 25, and "within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted to the shareholders' meeting, the Audit Committee, and the Board of Directors for acknowledgment in accordance with the provisions of the Disposal Procedures need not be counted toward the transaction amount.

Article 14

In acquiring real property or right-of-use assets thereof from a related party, the Company shall evaluate the reasonableness of the transaction costs by the following means:

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the Company from its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 15

When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 16. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - A. Where undeveloped land is appraised in accordance with the means in the preceding article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land of a similar size, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
2. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 16

Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:

1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction

price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.

2. The independent director members of the audit committee shall comply with Article 218 of the Company Act.
3. Actions taken pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any prospectus.

If the Company has set aside a special reserve under the preceding paragraph, it may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

In acquiring real property or right-of-use assets thereof from a related party, the Company shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arm's length transaction.

Section III Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

Article 17

When conducting a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, the Company shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

Article 18

When participating in a merger, demerger, acquisition, or transfer of shares, the Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a

provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the Company shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 19

When participating in a merger, demerger, or acquisition, the Company shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a transfer of shares, the Company shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall prepare a full written record of the following information and retain it for 5 years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the Company shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

Article 20

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

Article 21

When participating in a merger, demerger, acquisition, or transfer of shares, the Company may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets, that affects the company's financial operations.
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 22

The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 23

After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

Article 24

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company(s) shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 19, Article 20, and the preceding article.

Chapter III Public Disclosure of Information

Article 25

Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:

1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from financial derivative transactions reach the full amount specified by the Disposal Procedures or the maximum amount of loss specified by individual contracts.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$1 billion or more.
5. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a

related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million or more.

6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 - A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C.
 - B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of foreign government bonds or offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; or subscription or repurchase of exchange-traded notes.
 - C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within one year" in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items which have been announced according to the Disposal Procedures may be excluded.

When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.

Article 26

Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of

occurrence of the event:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. Change to the originally publicly announced and reported information.

Chapter IV Additional Provisions

Article 27

Information required to be publicly announced and reported in accordance with the provisions of the preceding Chapter on acquisitions and disposals of assets by the Company's subsidiary that is not itself a public company in Taiwan shall be reported by the Company.

The paid-in capital or total assets of the Company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 25, paragraph 1.

Article 28

Information required to be publicly announced and reported in accordance with the provisions of the preceding Chapter on acquisitions and disposals of assets by the Company's subsidiary that is not itself a public company in Taiwan shall be reported by the public company.

The paid-in capital or total assets of the Company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 31, paragraph 1.

Article 29

Matters not addressed by these Procedures shall be governed by other applicable laws and regulations, and the Company's relevant requirements.

Article 30

The Company's subsidiaries shall enact "Procedures for Acquisition or Disposal of Assets" and sent to supervisors and the shareholders meeting for approval, after adopted by the Board of Directors.

In acquiring or disposal of assets, subsidiary of the Company shall handle pursuant to its Procedures for Acquisition or Disposal of Assets and the Company's Rules for Subsidiary Supervisory Operation.

Article 31

When these Procedures are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting and sent the audit committee.

Material asset transaction and formulation or amendment to these Procedures shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.

If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 2 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

Article 32

The Disposal Procedures shall be approved by the Audit Committee and submitted to the Board of Directors for approval, and then reported at the shareholders' meeting for approval prior to implementation. The same shall apply to future amendments.

Appendix 1

Mega Financial Holding Company Limited

Articles of Incorporation

CHAPTER I

GENERAL PROVISIONS

ARTICLE 1

The Company is organized under the Financial Holding Company Act and the Company Act, and its name shall be 兆豐金融控股股份有限公司 in the Chinese language, and Mega Financial Holding Company Limited (hereinafter referred to as the "Company") in the English language to enhance the economic scale, achieve synergy of the financial holding company and promote the development of the financial market.

ARTICLE 2

The Company shall establish its head office at Taipei, Taiwan, the Republic of China and may set up branch offices as deemed necessary for its business operations.

The establishment, dissolution and change of status of branches as referred to in the preceding Paragraph shall be executed pursuant to the resolutions to be adopted by the Board of Directors.

CHAPTER II

SCOPE OF BUSINESS

ARTICLE 3

The scope of business of the Company shall be financial holding company (business code H801011).

ARTICLE 4

The Company shall engage in the following business:

1. To invest in the following industry:

- (1) financial holding company;
- (2) banks;
- (3) bills finance company;
- (4) credit card company;
- (5) trust company;
- (6) insurance company;
- (7) securities company;
- (8) futures company;
- (9) venture capital company;

- (10) foreign financial company approved by the competent authority; and
 - (11) other financial related company recognized by the competent authority
2. To manage the investment of the aforesaid company invested
 3. To apply to the competent authority to invest in industry not specified in the first Paragraph of this Article but not involved in the operation of the company invested
 4. To conduct other business approved by the competent authority

ARTICLE 5

The Company is a professional investment company. The total amount of investments made by the Company may exceed forty percent of the amount of its own paid-up capital without being subject to the requirement set out in Paragraph 2, Article 13 of the Company Act.

CHAPTER III CAPITAL STOCK

ARTICLE 6

The total authorized capital of the Company is two hundred twenty billion New Taiwan Dollars (NT\$220,000,000,000), divided into twenty two billion (22,000,000,000) shares at par value of ten New Taiwan Dollars (NT\$10.00) per share. The shares are issued in installments.

When new shares are issued, employees meeting certain specific requirements, of the subsidiaries are entitled to subscribe new shares reserved for subscription by employees in accordance with applicable laws.

ARTICLE 7

Prior to the reunification of the country, all shares held by shareholders in mainland China are treated as reserved shares according to the law. Such reserved shares are not entitled to vote at any shareholders' meeting of the Company, and the number of such reserved shares is not counted in the total number of the issued and outstanding shares of the Company.

ARTICLE 8

All share certificates of the Company shall indicate thereon the name of the shareholder thereof.

For the shares to be issued by the Company, the Company may be exempted from printing any share certificate for the share issued, while the Company shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.

ARTICLE 9

Each of the shareholders shall submit to the shareholders' registrar retained by the Company his/her/its seal specimen card. Shareholders applying to the shareholders' registrar retained

by the Company for processing of share matters or exercise of shareholders' rights in writing should sign or affix the seal as shown in the specimen card.

The shareholders' registrar referred to in the preceding Paragraph shall provide the relevant information of the shareholders upon the Company's request.

ARTICLE 10

Any juristic person or a government agency shareholder may be elected as a Director; provided, however, that it shall appoint a natural person to act on its behalf.

ARTICLE 11

Share registrar matters shall be handled pursuant to the Guidelines Governing Share Registrar Matters of Public Companies, as promulgated by the competent authority, and other relevant laws and regulations.

CHAPTER IV MEETINGS OF SHAREHOLDERS

ARTICLE 12

The meeting of shareholders shall be convened by the Board of Directors unless the Company Act shall require otherwise.

The shareholders' meetings are of the following two kinds:

1. Regular meetings of the shareholders: to be convened at least once a year; and
2. Special meetings of the shareholders: to be convened whenever necessary.

Regular meetings of the shareholders shall be convened within six months after the close of each fiscal year.

ARTICLE 13

The entries in the shareholders' book shall be closed in a period from 60 days prior to the convening date of a regular shareholders' meeting, from 30 days prior to the convening date of a special shareholders' meeting, or from 5 days prior to the record date set by the Company for distribution of dividends, bonus or other benefits.

ARTICLE 14

A shareholder who is unable to attend a shareholders' meeting may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.

A shareholder may only execute one power of attorney and appoint one proxy only. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

When the government or a juristic person is a shareholder, its proxy shall not be limited to one person.

ARTICLE 15

Unless otherwise required by laws and regulations, each share holding by the shareholders shall have one vote.

A shareholder who has conflict of interest in the matter under discussion at a shareholders' meeting, which will likely impair the interest of the Company, shall not vote nor exercise the voting right on behalf of other shareholders.

ARTICLE 16

A written notice to convene a regular meeting of shareholders shall be sent to each shareholder no later than 30 days prior to the scheduled meeting date. In case of a special meeting of shareholders, a meeting notice shall be sent to each shareholder no later than 15 days prior to the scheduled meeting date. The agenda of a meeting of shareholders shall be stated in the meeting notice to be sent to shareholders. A public notice to shareholders holding less than 1000 shares may be placed instead of a written notice.

The aforesaid agenda of a meeting may be proposed by "extemporary motions"; provided, however, that matters which shall be stated in the meeting notice in accordance with relevant laws and regulations may not be proposed by "extemporary motions".

The first Paragraph of this Article shall not apply to the situation where the meeting of shareholders resolves to postpone or reconvene the meeting within five days.

ARTICLE 17

Unless otherwise required by law, resolutions of the shareholders' meeting shall be adopted by a majority of the issued shares held by the shareholders present at the meeting (quorum), and a majority of shareholders present at the meeting vote for such resolution.

ARTICLE 18

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within 20 days after the meeting. The distribution of the minutes of shareholders' meeting may be made by means of public announcement. The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Company.

The attendance list bearing the signatures of shareholders present at the meeting and the proxies shall be kept by the Company for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the above documents shall be kept by the Company until the legal

proceedings of the foregoing lawsuit have been concluded.

CHAPTER V BOARD OF DIRECTORS

ARTICLE 19

The Company shall have a Board of Directors composed of fifteen to twenty one Directors. Starting from 2013, the candidate nomination system is adopted for directors; the shareholders shall elect directors from a list of the candidates. The term of office of a director is three years, and may be eligible for re-election.

Among the directors prescribed in the preceding Paragraph, at least three independent directors and a number of independent directors no less than 1/5 of the board seats shall be included.

The independent directors' professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other compliance requirements shall be handled in accordance with the relevant laws and regulations.

The remuneration of the independent directors of the Company shall be determined by the Board, considering degrees of participation and value of contribution of said directors in business operation of the Company, as well as based on levels of remuneration generally adopted by the same industry. The total number of the shares held by all the Directors shall not be less than that required by the competent authority in charge of securities affairs. The Company may purchase liability insurance for Directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy.

ARTICLE 19-1

The Fifth Term of the Board of Directors of the Company starts to set up the audit committee, composed entirely of independent directors. It shall be no less than three in number, one of whom shall serve as the convener, and at least one of whom shall have accounting or finance expertise. The exercise of powers, organizational charter, and other compliance requirements of the audit committee shall be handled in accordance with the relevant laws and regulations, as well as the Company's internal guidelines.

ARTICLE 19-2

The Company shall set up a remuneration committee in accordance with the laws, and may set up other functional committees. Organizational charter of such committees shall be approved by the Board of Directors.

ARTICLE 20

The Chairman of the Board of Directors shall be elected by and among the directors and shall hold such office for a period corresponding to the term of director.

The remuneration of the Chairman of the Board of Directors is calculated based on 1.25 times the remuneration of the President of the Company.

The pension or severance pay of the Chairman of the Board of Directors shall be calculated in accordance with the relevant pension provisions of the Labor Standards Act, but not being subject to restrictions on age and seniority.

ARTICLE 21

Business operations of the Company shall be executed pursuant to the resolutions to be adopted by the Board of Directors, except for the matters the execution of which shall be effected pursuant to the resolutions of the shareholders' meeting as required by the Company Act or the Articles of Incorporation of the Company. The powers of the Board of Directors shall be as follows:

- (1) To review and approve the business policies and plans of the Company;
- (2) To review and approve the regulations with respect to the organization structure and unit functions of the Company;
- (3) To review and approve the budget and the financial statements of the Company;
- (4) To appoint or discharge a financial, accounting, internal auditor or senior officers;
- (5) To review and approve important rules and regulations of the Company and contracts entered into by the Company;
- (6) To review and approve the increase or reduction of the capital, and the issuance of the stocks of the Company;
- (7) To review and approve a material asset transaction;
- (8) To determine the date for regular or special meetings of shareholders;
- (9) To determine the proposals for earning distribution or loss off-setting;
- (10) To determine the proposal for buying back of the stocks of the Company;
- (11) To appoint or discharge the directors and supervisors of subsidiaries of the Company;
- (12) To retain or release a certifying CPA, or the compensation given thereto;
- (13) To review and approve the organizational charters of functional committees;
- (14) To conduct any other business pursuant to the laws and the authorization of the shareholders' meeting.

The Board of Directors consists of one Chief Secretariat, Secretariats and staffs, handling the proposal, documents of the meeting of the Board of Directors and other secretariat related matters.

ARTICLE 22

The Auditing Department organized under the Board of Directors, consists of one Chief Auditor, one Deputy Chief Auditor, Auditors and staffs, handling internal auditing and related matters. Divisions can be set up in need to engage in different business.

The Chief Auditor is ranking the same as Executive Vice President and the Deputy Chief Auditor is ranking the same as Senior Vice President or Vice President of the Company.

ARTICLE 23

The Chairman of the Board of Directors shall internally chair the shareholders' meeting and the meeting of the Board of Directors; and shall externally represent the Company. In case the Chairman of the Board of Directors is absent or cannot exercise his power and authority for any cause, the Chairman of the Board of Directors shall designate one of the Directors to act on his behalf. In the absence of such a designation, the Directors shall elect from among themselves an acting Chairman of the Board of Directors.

ARTICLE 24

A meeting of the Board of Directors shall, unless otherwise provided for in relevant laws and regulations, be convened by the Chairman of the Board of Directors. Unless otherwise provided in laws, resolutions of the Board of Directors shall be adopted by the approval of a majority of the Directors at a meeting of the Board of Directors, attended by a majority of all the Directors.

Directors shall attend the meetings of the Board of Directors in person. In the event a Director is unable to attend the meeting for cause, he may execute a power of attorney appointing another Director as his proxy, stating therein the scope of his authorities with reference to the items on the agenda. The aforesaid proxy may serve as proxy for one Director only.

In case a meeting of the Board of Directors is proceeding via video conference, then the Directors attending such video conference shall be deemed to have attended the meeting in person.

ARTICLE 25

Meeting of the Board of Directors shall be held once a month in principle. In the case of emergency, the meeting of the Board of Directors may be convened at any time. The notice of the Board meeting may be served in writing by mail, E-mail or fax.

The procedure for meetings of the Board of Directors shall be governed by the relevant laws and regulations, the Articles of Incorporation of the Company, and the rules otherwise adopted by the Board of Directors.

ARTICLE 26

Minutes of the meeting of the Board of Directors shall be prepared to record all resolutions passed at said meetings.

Article 18 hereof shall apply mutatis mutandis to the preparation and safekeeping of the minutes referred to in the preceding Paragraph.

CHAPTER VI MANAGERIAL OFFICERS

ARTICLE 27

The Company shall have a President and several Executive Vice Presidents, Senior Vice Presidents and Vice Presidents, all of whom shall be nominated by the Chairman for the consent of the Board of Directors.

ARTICLE 28

The President shall, pursuant to the instructions of the Chairman of the Board of Directors, manage all the business of the Company, implement all the resolutions adopted at the meeting of Board of Directors.

The Executive Vice President(s) shall assist the President in the matters referred to in the preceding Paragraph. In the event that the President is unable to perform his duties for cause, one of the Executive Vice Presidents shall be appointed by the Chairman to act on behalf of the President.

CHAPTER VII ACCOUNTING

ARTICLE 29

The fiscal year of the Company shall be from January 1 to December 31 of every year.

ARTICLE 30

At the close of each fiscal year, the Board of Directors shall prepare the following statements and reports, and shall submit the same to the regular meeting of shareholders for ratification in accordance with the legal procedures:

1. the business report;
2. the financial statements; and
3. the earning distribution or loss off-setting proposals.

After the ratification of the statements and reports mentioned in the preceding Paragraph by the regular meeting of shareholders, the Board of Directors shall announce or distribute to each shareholder the ratified financial statements and the resolutions on the earning distribution and/or loss offsetting.

ARTICLE 31

After paying all taxes and covering its accumulated losses of the previous years in accordance with the laws, the Company shall set aside a legal reserve in accordance with the laws. Aside from the aforesaid legal reserve, the Company may set aside special reserve, in accordance with laws or its actual needs. The remaining balance plus prior years' accumulated undistributed earnings are earnings available for distribution, for which the Company shall appropriate 30% to 100% as earnings distribution subject to the Board of Directors' decision to propose a distribution plan and to be submitted to the shareholders' meeting for approval.

At least 50% of the shareholders' dividends in the above Paragraph shall be paid in cash, and the rest paid by stock dividend. However, the percentage of cash dividend and stock dividend may be adjusted by resolution at a shareholders' meeting.

ARTICLE 31-1

The current year's earnings (pre-tax income before deducting the remuneration to employees and Directors) of the Company shall first be applied to cover all its accumulated losses, and the remaining balance shall be appropriated 0.02% to 0.15% as remuneration to employees; and not more than 0.5% as remuneration to Directors.

The employees' remuneration mentioned in the preceding Paragraph of this Article shall be distributed in cash or stock. Employees of the affiliated companies meeting certain specific requirements may be entitled to the employees' stock remuneration, subject to the rules set forth by the Board of Directors.

CHAPTER VIII ADDENDUM

ARTICLE 32

Any matters not otherwise provided in the Articles of Incorporation of the Company shall be governed by the Financial Holding Company Act, the Company Act, the Banking Act and other applicable regulations.

ARTICLE 33

These Articles of Incorporation were promulgated on December 19, 2001. The first amendment was made on June 12, 2002, the second amendment was made on November 11, 2002, the third amendment was made on June 6, 2003, the fourth amendment was made on June 11, 2004, the fifth amendment was made on June 23, 2006, the sixth amendment was made on June 13, 2008, the seventh amendment was made on June 19, 2009, the eighth amendment was made on June 23, 2010, the ninth amendment was made on June 28, 2011, the tenth amendment was made on June 15, 2012, the eleventh amendment was made on June 24, 2014, the twelfth amendment was made on June 24, 2016, and the thirteenth amendment was made on June 21, 2019.

Appendix 2

Mega Financial Holding Company Rules of Procedures for Shareholders' Meetings

Established on June 12, 2002

Amended on November 11, 2002

Amended on June 11, 2004

Amended on June 21, 2013

Amended on June 19, 2020

Article 1

To establish a strong governance system and sound supervisory functions for this Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted.

Article 2

The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

The venue for a shareholders' meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting shall not start earlier than 9 a.m. or later than 3 p.m.

Article 4

When attending shareholders' meetings, shareholders or their proxies shall exchange a sign-in card for attendance cards in lieu of signing.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards. Solicitors soliciting proxy forms shall also bring identification documents for verification.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 5

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

If a shareholders' meeting is convened by any person, other than the board of directors, entitled to convene the meeting, such person or the person elected from among the convening persons shall chair the meeting.

It is advisable that this Company's shareholders' meetings convened by the board of directors will be attended by a majority of the directors in person. The attendance shall be recorded in the meeting minutes.

This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 6

Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated based on the shares indicated by the sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronic transmission.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the attending shareholders do not constitute a majority of all issued shares after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.

If the attending shareholders have constituted a majority of all issued shares by the end of the meeting, the chair may resubmit the tentative resolution for approval pursuant to Article 174 of the Company Act.

Article 7

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party, other than the board of directors, entitled to convene such meeting.

Unless otherwise resolved by the meeting, the chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions).

After adjournment of the meeting, shareholders may not elect a new chair and then resume the meeting at the same venue or another place.

Article 8

Before speaking at the shareholders' meeting, an attending shareholder must specify on a speaker's slip the summary of the speech, his/her shareholder account number (or attendance card number), and account name. The sequence of shareholders' speech will be determined by the chair.

If any attending shareholder submits a speaker's slip but does not actually speak, no speech shall be deemed to have been made by the shareholder. In case the content of the speech does not correspond to the contents given on the speaker's slip, the contents of actual speech shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the above rules or exceeds the scope of the agenda item, the chair may stop the speech of the shareholder.

The provisions of the preceding paragraph apply mutatis mutandis to the time and times of an attending shareholder's speech on non-proposal at the proceeding of extraordinary motions.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless otherwise permitted by chair and the speaking shareholder; otherwise, the chair shall stop such interruption.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After the speech of an attending shareholder, the chair may respond in person or designate relevant personnel to respond.

Article 9

When the chair is of the opinion that a proposal has been sufficiently discussed to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 10

Except as otherwise provided by laws and regulations, a resolution of a shareholders' meeting shall be adopted by the majority vote represented at the meeting. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

If the same agenda has an amended or substitute agenda, the chair shall decide the sequence of voting for such agenda; provided that if any one of them has been approved, the others shall be deemed vetoed and no further voting will be required.

Article 11

Voting at a shareholders' meeting shall be calculated based on the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under paragraph 2 of Article 179 of the Company Act. Except for trust enterprises or a shareholder services agent approved by the competent securities authority, the proxy right of a person who acts as the proxy for two or more shareholders shall not exceed 3 percent of the total issued voting shares of this Company. If that percentage is exceeded, the excess portion of voting rights shall not be counted.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder, unless otherwise provided by laws or regulations.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

Article 12

The voting right at a shareholders' meeting shall be exercised by electronic transmission or correspondence. A shareholder exercising voting rights by correspondence or electronic transmission will be deemed to have attended the meeting in person, but shall be deemed to have waived his/her voting rights with respect to the extraordinary motions and amendments to the original proposals of that meeting.

In case a shareholder has exercised his/her/its voting right by way of electronic transmission or correspondence, and has also authorized a proxy to attend the shareholders' meeting in his/her/its behalf, then the voting right exercised by the authorized proxy for the said shareholder shall prevail.

Article 13

Vote monitoring and counting personnel for the voting on proposals or elections shall be appointed by the chair, provided, however, that all monitoring personnel shall be shareholders of this Company. Vote counting shall be conducted in public at the meeting venue. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 15

This Company, beginning from the time it accepts shareholder attendance registrations, shall make an audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures. The recorded materials shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 16

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm badges.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or arm badges bearing the word "Proctor."

If the meeting place is equipped with loudspeaker equipment, the chair may stop any shareholders using equipment not installed by the Company from speaking.

When a shareholder violates these Rules and defies the chair's correction, obstructs the proceedings of the meeting and fails to desist, the chair may direct the proctors or security personnel to escort the shareholder to leave the meeting place.

Article 17

Any matters not otherwise provided in these Rules shall be governed by the Company Act, other applicable regulations and the Articles of Incorporation.

Article 18

These Rules shall enter into force after adoption by shareholders' meetings. The same shall apply in case of amendment or revocation.

Appendix 3

Mega Financial Holding Co., Ltd. Shareholding of Directors

Book closure date: April 19, 2022

Position	Name	Shareholding (shares)	Percentage
Chairman	Chao-Shun Chang (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	8.40%
Director	Kuang-Hua Hu (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	8.40%
Director	Chia-Chung Chen (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	8.40%
Director	Pei-Chun Chen (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	8.40%
Director	Yih-Jiuan Wu (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	8.40%
Director	Chun-Lan Yen (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	8.40%
Director	I-Kan Chiu (Representative of Ministry of Finance, R.O.C.)	1,143,043,883	8.40%
Director	Keh-Her Shih (Representative of National Development Fund, Executive Yuan, R.O.C.)	830,973,202	6.11%
Director	Hong-Mo Wu (Representative of Chunghwa Post Co., Ltd.)	490,778,910	3.61%
Director	Hui-Chuan Chen (Representative of Bank of Taiwan Co., Ltd.)	334,951,379	2.46%
Independent Director	Ying Wu	0	-
Independent Director	Chang-Ching Lin	0	-
Independent Director	Hung-Ju Chen	0	-
Independent Director	Tsai-Jyh Chen	0	-
Independent Director	Chi-Chang Yu	0	-
Number of the shares held by all directors: 2,799,747,374 shares (20.59%)			
Minimum number of directors' shareholding required by the FSC: 160,000,000 shares (1.18%)			

Note: As the Company has established the Audit Committee, the minimum shareholding requirements for supervisors shall not apply.