

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

## **Notice of 2024 Annual General Shareholders' Meeting**

The 2024 Annual General Shareholders' Meeting (the "Meeting") of Mega Financial Holding Co., Ltd. (the "Company") will be held at Jilin Bldg. of Mega International Commercial Bank (the "Bank"), No. 100, Jilin Road, Taipei, Taiwan at 9:00 a.m., on June 21, 2024. The check-in process for shareholders will start at 8:30 a.m. at 1F, No. 100, Jilin Road, Taipei, Taiwan.

1. The agenda of the Meeting is as follows:

### **A. Company Reports:**

- (1) 2023 Business Report
- (2) The Audit Committee's Review Report on 2023 Business Report, Consolidated Financial Statements and the Proposal for Distribution of 2023 Earnings
- (3) The Distribution of Directors' and Employees' Compensation for 2023
- (4) The Company's issuance of Corporate Bonds in 2023
- (5) Amendment to the "Principles for Ethical Management"

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

- (1) 2023 Business Report and Consolidated Financial Statements
- (2) The Proposal for Distribution of 2023 Earnings

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

- (1) The Proposal for Issuing New Shares through Capitalization of 2023 Earnings
- (2) Amendment to the Company's Articles of Incorporation.
- (3) Amendment to the Company's "Procedures for Acquisition or Disposal of Assets"
- (4) The Election of the 9th Term Board of Directors.
- (5) Proposal of Releasing the Prohibition of the 9th Term Board of Directors from Participation in Competitive Business

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

2. The distribution of 2023 Earnings as proposed by the Board of Directors is as follows:
  - A. NT\$21,602,007,207 as cash dividends (NT\$1.5 per share)
  - B. NT\$4,320,401,440 as stock dividends (NT\$0.3 per share)
3. There will be 15 directors (including 5 independent directors) to be elected in this Annual General Shareholders' Meeting.
4. List of the director candidates:

1. Representative of Ministry of Finance, R.O.C.: Chung-Dar Lei
2. Representative of Ministry of Finance, R.O.C.: Yu-Mei Hsiao
3. Representative of Ministry of Finance, R.O.C.: Po-Cheng Chen
4. Representative of Ministry of Finance, R.O.C.: Pei-Chun Chen
5. Representative of Ministry of Finance, R.O.C.: Yih-Jiuan Wu
6. Representative of Ministry of Finance, R.O.C.: Ing-Ren Lee
7. Representative of National Development Fund, Executive Yuan, R.O.C.: Keh-Her Shih
8. Representative of National Development Fund, Executive Yuan, R.O.C.: Yi-Hong Deng
9. Representative of Chunghwa Post Co., Ltd.: Hong-Mo Wu
10. Representative of Bank of Taiwan Co., Ltd.: Hui-Chuan Chen

List of the independent director candidates:

1. Ying Wu
2. Chang-Ching Lin
3. Hung-Ju Chen
4. Tsai-Jyh Chen
5. Yung-Chih Lien

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

5. Pursuant to Article 209 of the Company Act, it is proposed to release the prohibition on the following Directors from participation in competitive business. For details, please refer to the Handbook of the Annual General Shareholders' Meeting.

Position	Name of Director	Company	Concurrent Post
Juristic Person Shareholder	Ministry of Finance, R.O.C.	Taiwan Financial Holding Co., Ltd.	Director
		Land Bank of Taiwan Co., Ltd.	Director

		The Export-Import Bank of the Republic of China	Director
		Taiwan Cooperative Holding Co., Ltd.	Director
		First Financial Holding Co., Ltd.	Director
		Hua Nan Financial Holdings Co., Ltd.	Director
		Chang Hwa Commercial Bank, Ltd.	Director
		Taiwan Business Bank, Ltd.	Director
		Central Reinsurance Co., Ltd.	Director
Juristic Person shareholder	National Development Fund, Executive Yuan, R.O.C.	iPASS Corporation	Director
		Chang Hwa Commercial Bank, Ltd.	Director
		Taiwan Business Bank, Ltd.	Director
Juristic Person shareholder	Bank of Taiwan Co., Ltd.	First Financial Holding Co., Ltd.	Director
		Hua Nan Financial Holdings Co., Ltd	Director
		Taiwan Business Bank, Ltd.	Director
		Taiwan Fire & Marine Insurance Company	Director
		United Taiwan Bank S.A.	Director
		Taiwan Stock Exchange Corporation	Director
		Taipei Forex Inc.	Director
		Taiwan Futures Exchange Corporation	Director
		Taiwan Insurance Brokers Co., Ltd.	Director
		Financial eSolution Co., Ltd.	Director
		Taiwan Financial Asset Service Corporation	Director
		Taiyi Real-Estate Management Co., Ltd.	Director
		Taiwan Urban Regeneration & Financial Services Co., Ltd.	Director
Juristic Person	Chunghwa Post Co., Ltd.	Chang Hwa Commercial Bank, Ltd.	Director

shareholder			
Director	Chung-Dar Lei (Representative of the Ministry of Finance, R.O.C.)	Taipei Financial Center Corp.	Director
		Taiwan Asset Management Corporation	Director
		Taiwania Capital Management Corporation	Director
		Taiwania Capital Buffalo Fund Co., Ltd.	Supervisor
Director	Pei-Chun Chen (Representative of the Ministry of Finance, R.O.C.)	Taiwan Futures Exchange Corp.	Director
Director	Hong-Mo Wu (Representative of Chunghwa Post Co., Ltd.)	Chunghwa Post Co., Ltd.	Chairman

6. A Sign-in Card and a Proxy are attached herewith. Shareholders who propose to attend the Meeting in person are required to sign or seal to the Sign-in Card and bring it to the Meeting for attendance. Shareholders who wish to appoint a proxy to attend the Meeting are required to sign or seal to the Proxy and personally fill in the name and address of the proxy. The completed Proxy must be delivered to the Company's stock affairs agent, Yuanta Securities Co., Ltd., at B1, No. 210, Sec. 3, Chengde Road., Taipei 103432 at least five days prior to the date of the Meeting.
7. The Registrar & Transfer Agency Department, Yuanta Securities Co., Ltd. has been appointed as the agent for proxy tallying and verification.
8. If there is public solicitation of proxy, the Company will publish such information on the website of Securities and Futures Institute no later than May 21, 2024. For such information, shareholders may visit the website <https://free.sfi.org.tw> and use its "Proxy Information Free Search System" and then enter relevant search conditions.
9. For other information required by Article 172 of Company Act, Please log in Market Observation Post System (website: <https://mops.twse.com.tw>) and click on Electronic Books/Annual Report and Shareholders' Meetings.
10. Voting rights of the Meeting may be exercised via electronic means from May 22, 2024 to June 18, 2024. Please log in the "Electronic Voting Platform

for Shareholders” of the Taiwan Depository and Clearing Corporation (website: <https://stockservices.tdcc.com.tw>), and vote according to the relevant instructions.

**Board of Directors**  
**Mega Financial Holding Co., Ltd.**

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