



Mega Financial Holding Company

Minutes of the 2024 Annual General Shareholders' Meeting

Date and Time: 9:00 a.m., June 21, 2024

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

Venue: 13/F, Jilin Bldg. of Mega International Commercial Bank, No. 100, Jilin Road, Taipei, Taiwan, R.O.C.

Attendance: The number of shares in attendance is 9,955,940,540 shares (including 8,866,104,763 shares attended through electronic means). This constitutes 76.85% of the total 12,953,688,836 shares issued, excluding 1,447,649,302 shares retained in China.

Attending directors (9 directors, More than half of the directors) :

Directors (7 directors)

Chung-Dar Lei, Yu-Mei Hsiao , Pei-Chun Chen, Yih-Jiuan Wu, Hui-Chuan Chen
Po-Cheng Chen, I-Kan Chiu

Independent Directors (2 Independent Directors)

Ying Wu (Chairperson of Audit Committee), Chang-Ching Lin

Observers:

Hwa-Inn Kai, Attorney-at-Law, Partner, Lotus International Law Office
Puo-Ju Kuo, CPA, PricewaterhouseCoopers, Taiwan

Chairman: Chung-Dar Lei, Chairman of the Board of Directors

Minutes taken down by Chia-Lin Chang, Ching-Lun Liao

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

2. Chairman's Remarks (omitted)

3. Reports Items

Proposal 1 : 2023 Business Report. (Proposed by the Board of Directors)

Explanation : The 2023 Business Report is attached as **Attachment 1**.

(Noted)

Proposal 2 : The Audit Committee's Review Report on 2023 Business Report, Consolidated

**Financial Statements and the Proposal for Distribution of 2023 Earnings.
(Proposed by the Board of Directors)**

Explanation: The Audit Committee's Review Report is attached as **Attachment 2**.

Statement Summary:

- 1.Shareholder No. 600337: Expressed recognition for the Group's operating performance and excellence of the management teams, and hoped that the stock price will move towards NT\$50. (**The Chairman:** Thank you for your recognition. We will continue making our best efforts.)

(Noted)

**Proposal 3 : The Distribution of Directors' and Employees' Compensation for 2023.
(Proposed by the Board of Directors)**

Explanation:

- (1) This proposal is made in accordance with Article 31-1 of the Company's Articles of Incorporation.
- (2) The Company provided NT\$166,759,926 (appropriation rate being 0.5%) and NT\$25,347,508 (appropriation rate being 0.076%) as the remuneration to directors and employees respectively for 2023, paid in cash only.
- (3) This proposal has been approved by the 38th meeting of the 8th term of Board of Directors on March 12, 2024.

(Noted)

Proposal 4 : The Company's issuance of Corporate Bonds in 2023. (Proposed by the Board of Directors)

Explanation:

- (1) The Company's Board approved the issuance of unsecured corporate bonds for an amount of up to NT\$10 billion on June 27, 2023, and the Company raised NT\$10 billion on August 24, 2023. All the raised funds were used to repay loans from financial institutions.
- (2) The key terms of the bonds are as follows, and the whole terms is attached as **Attachment 3**.

Issue	Tranche of Bond	Terms	Issue Amount	Coupon Rate	Issue Date	Maturity Date
112-1	A	3 years	NT\$1.2 billion	Fixed Rate 1.50%	2023.8.24	2026.8.24
112-1	B	5 years	NT\$6.6 billion	Fixed Rate 1.60%	2023.8.24	2028.8.24
112-1	C	7 years	NT\$2.2 billion	Fixed Rate 1.64%	2023.8.24	2030.8.24

(Noted)

Proposal 5 : Amendment to the “Principles for Ethical Management”. (Proposed by the Board of Directors)

Explanation :

- (1) The company's “Principles for Ethical Management” was made on March 25, 2014, and has been amended two times during the period.
- (2) In conjunction with the renaming of internal organization, the Board of Directors hereby approved the third amendment on April 23, 2024 as follows:
 - A. Article 1-1: In conjunction with the renaming of departments, the Principles are amended to accommodate the current department names.
 - B. Article 28: This is a new article to add the revision (amendment) process of the Principles.
- (3) The Company’s “Principles for Ethical Management” is herewith attached as Attachment 4.

(Noted)

4. Matters for Recognition

(There were two motions for acknowledgment in this session. After discussing the motions one-by-one, they were voted and counted aggregately in one voting session, and the outcomes were announced separately; the Chairman designated Mr. Chih-Yuan Chang (shareholder No. 1131281) and Mr. Chien-Chung Yen (shareholder No. 1131370) to serve as ballot examiners, whereas employees of the stock transfer agent - Yuanta Securities served as the ballot counters)

Proposal 1 : 2023 Business Report and Consolidated Financial Statements. (Proposed by the Board of Directors)

Explanation: The Company’s 2023 consolidated financial statements have been audited by CPA Kuo, Puo-Ju and Lai, Chung-Hsi of PricewaterhouseCoopers, Taiwan. The above-mentioned 2023 business report and consolidated financial statements have been approved by the Board and reviewed by the Audit Committee. The 2023 business report and consolidated financial statements are attached as **Attachment 1** and **Attachment 5**.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and no shareholder requested to speak. The Chairman then made the decision to vote in aggregate after all the motions proposed for acknowledgment have been discussed individually.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes) for this motion was 9,955,890,059:

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,123,925,371	8,861,292	823,097,706	5,690
91.64%	0.08%	8.26%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

Proposal 2 : The Proposal for Distribution of 2023 Earnings. (Proposed by the Board of Directors)

Explanation:

- (1) The 2023 financial statements have been audited by PricewaterhouseCoopers, Taiwan. The net profit after income tax of the Company in 2023 is NT\$33,246,977,273, after plusing Gain on disposal of investments in equity instruments measured at fair value through other comprehensive income amounted to be NT\$867,399,602, Reversal of special reserve for first-time adoption of TIFRS amounted to be NT\$2,586,853 and deducting Remeasurements of defined benefit plans amounted to be NT\$995,445,434, the 2023 distributable earnings is NT\$33,121,518,294, of which needs to deduct the provision for 10% legal reserve NT\$3,312,151,829, plus Reversal of special reserve for other equity reduction NT\$13,625,011,623 and the previous retained earnings of 2023 NT\$25,307,930,504; therefore, the total distributable earnings is NT\$68,742,308,592 and the 2023 distributable earnings shall be distributed as a priority 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)
 - C. The balance of unappropriated retained earnings after distribution is NT\$42,819,899,945.
- (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.
 - C. 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.

(3) 2023 Earnings Distribution Statement is attached as **Attachment 6**.

(4) This proposal has been approved by the 39th meeting of the 8th term of Board of Directors held on April 23, 2024.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and the following shareholders requested to speak:

Statement Summary:

1. Shareholder No. 0962593: (1) Expressed recognition and gratitude for Chairman Lei's implementation of employee shareholding trust for the Group's subsidiaries after taking office. (2) Provided suggestions on adopting ESG, energy conservation, carbon reduction, paperless, and digital transformation practices. (3) Expressed hope to see the welfare of Mega Securities' employees being associated with organizational performance, as well as the signing of collective bargaining agreement with the labor union of Mega Securities. (**The Chairman:** (1) The board of directors of the financial holding company passed a resolution on November 28 last year to expand the employee shareholding trust to include group subsidiaries, thereby benefiting approximately 2,800 employees. The Company also increased food allowance for group employees in line with government policies. My business philosophy is to treat every member of Mega Group as family. Companies that perform well will surely reward stakeholders without disappointment. (2) The securities segment delivered strong profit performance last year. I would like to thank all colleagues of Mega Securities as well as Chairman Chen and General Manager Wu for their efforts, and encourage employees to continue making contributions to environmental protection, reducing paper and power usage as part of the Group's ESG initiative.)
2. Shareholder No. 0718956: Thanked Chairman Lei for supporting the Chung Kuo Insurance Labor Union by increasing employees' welfare and rewards. The shareholder expressed recognition for the Chairman's efforts at promoting harmony between labor and management and for making Chung Kuo Insurance a satisfying workplace. (**The Chairman:** Thanks to Chairman Chang of Chung Kuo Insurance Labor Union for the affirmation. The financial holding company treats each of its subsidiaries a member of one big family and shares all benefits. The Group has planned its employee shareholding trust and meal allowances based on this principle. In addition, considering that employees of Chung Kuo Insurance should not be held entirely accountable for the incident involving claim of COVID-19 insurance, the Group has decided to pay bonus out of empathy for the stress that employees had endured while handling claims. We hope to see our businesses move past the COVID-19 insurance slump and resume the growth track at an earlier time.)

This motion was thoroughly discussed among shareholders. The Chairman decided that, since all motions proposed for acknowledgment had been individually discussed, a voting session shall be held to vote on all motions raised for acknowledgment.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes) for this motion was 9,955,890,059:

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,139,616,267	1,848,905	814,424,887	0
91.80%	0.01%	8.18%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

5.Matters for Discussion and Election

(There were a total of five discussions including one election. After discussing the motions one-by-one, Discussions #1-#3, #4, and #5 were voted and counted aggregately in one voting session, and outcomes of the vote and election were announced separately; the Chairman designated Mr. Chih-Yuan Chang (shareholder No. 1131281) and Mr. Chien-Chung Yen (shareholder No. 1131370) to serve as ballot examiners, whereas employees of the stock transfer agent - Yuanta Securities served as the ballot counters)

**Proposal 1 : The Proposal for Issuing New Shares through Capitalization of 2023 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\$4,320,401,440 from 2023 distributable earnings for issuance of new 432,040,144 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\$144,013,381,380. After capitalization of retained earnings of NT\$4,320,401,440, the Company's paid-in capital will be NT\$148,333,782,820.
- (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. 30 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 39th meeting of the 8th term of Board of Directors held on April 23, 2024.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and no shareholder requested to speak. The Chairman then made the decision to vote motions/election #1-#3 in aggregate after the motions have been discussed individually.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes) for this motion was 9,955,940,540 :

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,122,429,324	2,086,241	831,424,975	0
91.62%	0.02%	8.35%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

Proposal 2 : Amendment to the Company's Articles of Incorporation. (Proposed by the

Board of Directors)

Explanation:

- (1) The company's Articles of Incorporation were established on December 19, 2001, and have been revised 15 times during this period. The latest amendment was approved by the shareholders' regular meeting on June 16, 2023.
- (2) In order to conform to our operational needs, it is proposed to amend Article 22 of the Company's Articles of Incorporation regarding audit system. The main points of the amendments are as follows :
 - A. In consideration of the fact that the audit units of other governmental financial holding companies do not have an official position as Deputy Chief Auditor, and that the board of directors of Mega Bank also approved the amendment of the organization rules in October, 2016, and canceled the position of Deputy Chief Auditor.
 - B. Considering the consistency of the audit system across this financial holding group, the company hereby proposes to adopt the audit regime of Mega Bank, whereby one Chief Auditor is appointed as the head of the head quarter's audit function, the title and its corresponding grade description of Deputy Chief Auditor are concurrently abolished.
 - C. Please refer to **Attachment 7** for the comparison table and amended Articles of Incorporation.
 - D. This proposal has been approved by the 39th meeting of the 8th term of Board of Directors held on April 23, 2024.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and no shareholder requested to speak. The Chairman then made the decision to vote motions/election #1-#3 in aggregate after the motions have been discussed individually.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes) for this motion was 9,955,940,540 :

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,122,386,387	1,923,953	831,630,200	0
91.62%	0.01%	8.35%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

**Proposal 3 : Amendment to the Company’s “Procedures for Acquisition or Disposal of Assets”
(Proposed by the Board of Directors)**

Explanation:

- (1) The company's "Procedures for Acquisition or Disposal of Assets" was made on June 6, 1992, and has been amended six times during the period. The latest amendment was adopted by the Annual Shareholders’ Meeting on June 17, 2011.
- (2) In conjunction with the "Corporate Governance 3.0-Sustainable Development Roadmap" and to promote the reporting of related party transactions in non-business activities in the shareholders' meeting, the Taiwan Stock Exchange added Article 11 of the Sample Template for XXX Co., Ltd. Rules Governing Financial and Business Matters Between this Corporation and its Affiliated Enterprises, whereby related party transactions approved by the board of directors by resolutions shall be reported to the annual shareholders' meeting following the end of the year, and the compliance of such transactions shall be listed as part of the corporate governance evaluation indicators. As such, the Company amended the Articles of Procedures for Acquisition and Disposal of Assets.
- (3) Key points of the amendment are as follows:
 - A. Article 13: Paragraph 2 is added, whereby for related party transactions listed in paragraph 1 of this article, the actual transaction status shall be reported to the latest shareholders' meeting after the end of the year.
 - B. Article 33: This is a new article to add the revision (amendment) process of these Articles.
- (4) Please refer to **Attachment 8** for the comparison table and amended Procedures for Acquisition or Disposal of Assets.
- (5) This proposal has been approved by the 39th meeting of the 8th term of Board of Directors held on April 23, 2024.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and no shareholder requested to speak. Considering that motions/election #1-#3 had been thoroughly discussed, the Chairman made the decision to vote on motions/election #1-#3.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes) for this motion was 9,955,940,540 :

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,122,434,501	1,935,456	831,570,583	0
91.62%	0.01%	8.35%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

Proposal 4 : The Election of the 9th Term Board of Directors. (Proposed by the Board of Directors)

Explanation:

- (1) The tenure of the Company's 8th term Board of Directors will expire on July 19, 2024. According to The Company Act, the Company proposes to elect board members at this Annual Meeting of Shareholders.
- (2) According to Article 19 of the Company's Articles of Incorporation, the Company shall have 15 to 21 directors, of which the number of independent directors shall not be less than three and shall not be less than 1/5 of the board seats. Directors shall be elected by means of the candidate nomination system.
- (3) As approved by the board meeting, the Company will elect 15 directors (including 5 independent directors) for the 9th term Board of Directors. The tenure of the 9th term Board of Directors shall be 3 years, commencing from June 21, 2024 to June 20, 2027. The director candidates nominated have been reviewed and approved by the 39th meeting of the 8th term Board of Directors on April 23, 2024. For candidates' profiles, please refer to **Attachment 9**.

No.	Position	Name	Representative of Legal Entity
1	Director	Chung-Dar Lei	Ministry of Finance, R.O.C.
2		Yu-Mei Hsiao	Ministry of Finance, R.O.C.
3		Po-Cheng Chen	Ministry of Finance, R.O.C.
4		Pei-Chun Chen	Ministry of Finance, R.O.C.
5		Yih-Jiuan Wu	Ministry of Finance, R.O.C.
6		Ing-Ren Lee	Ministry of Finance, R.O.C.
7		Keh-Her Shih	National Development Fund, Executive Yuan, R.O.C.
8		Yi-Hong Deng	National Development Fund, Executive Yuan, R.O.C.

9		Hong-Mo Wu	Chunghwa Post Co., Ltd.
10		Hui-Chuan Chen	Bank of Taiwan Co., Ltd
11	Independent Director	Ying Wu	—
12		Chang-Ching Lin	—
13		Hung-Ju Chen	—
14		Tsai-Jyh Chen	—
15		Yung-Chih Lien	—

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and no shareholder requested to speak. The Chairman then announced to vote on motion/election #4.

Outcome of election:

Below is a list of director and independent director elects and the number of votes obtained:

No.	Category	Account name/ Name	Shares in Favor
1	Director	Representative of Ministry of Finance - Chung-Dar Lei	16,303,165,304
2	Director	Representative of Ministry of Finance- Yu-Mei Hsiao	10,275,789,605
3	Director	Representative of National Development Fund, Executive Yuan, R.O.C.- Yi-Hong Deng	10,174,050,520
4	Director	Representative of National Development Fund, Executive Yuan, R.O.C.- Keh-Her Shih	9,974,626,166
5	Director	Representative of Chunghwa Post Co., Ltd.- Hong-Mo Wu	7,471,945,532
6	Director	Representative of Bank of Taiwan Co., Ltd.- Hui-Chuan Chen	7,470,034,718
7	Director	Representative of Ministry of Finance- Po-Cheng Chen	6,837,380,196
8	Director	Representative of Ministry of Finance- Yih-Jiuan Wu	6,517,495,809
9	Director	Representative of Ministry of Finance- Pei-Chun Chen	6,514,547,350
10	Director	Representative of Ministry of Finance- Ing-Ren Lee	6,150,125,264
11	Independent Director	Yung-Chih Lien	8,492,064,444
12	Independent	Chang-Ching Lin	5,956,353,851

	Director		
13	Independent Director	Hung-Ju Chen	5,946,073,534
14	Independent Director	Ying Wu	5,945,927,778
15	Independent Director	Tsai-Jyh Chen	5,942,949,806

Proposal 5 : Proposal of Releasing the Prohibition of the 9th Term Board of 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. It is proposed that the shareholders' meeting releases 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
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 shareholder	Chunghwa Post Co., Ltd.	Chang Hwa Commercial Bank, Ltd.	Director
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

(3) This proposal has been approved by the 39th meeting of the 8th term of Board of Directors held on April. 23, 2024.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and no shareholder requested to speak. The Chairman then announced to vote on motion/election #5.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes) for this motion, after deducting voting rights of those who recused from conflict of interest, was as follows:

Director	Shares voted	Votes in favor/ percentage	Votes against/ percentage	Votes abstained / percentage	Votes invalid/ percentage
Ministry of Finance	8,774,947,601	7,942,800,117 (90.51%)	7,687,092 (0.08%)	824,460,392 (9.39%)	0 (0.00%)
National Development Fund, Executive Yuan, R.O.C.	9,064,372,088	8,161,276,540 (90.03%)	78,636,224 (0.86%)	824,452,928 (9.09%)	6,396 (0.00%)
Bank of Taiwan Co., Ltd	9,578,064,240	8,675,515,062 (90.57%)	78,003,792 (0.81%)	824,538,990 (8.60%)	6,396 (0.00%)
Chunghwa Post Co., Ltd.	9,438,306,847	8,596,254,464 (91.07%)	17,537,415 (0.18%)	824,508,572 (8.73%)	6,396 (0.00%)
Representative of Ministry of Finance - Chung-Dar Lei	8,774,947,601	7,937,169,063 (90.45%)	15,645,377 (0.17%)	822,133,161 (9.36%)	0 (0.00%)
Representative of Ministry of Finance- Pei-Chun Chen	8,774,947,601	7,937,073,424 (90.45%)	15,658,662 (0.17%)	822,215,515 (9.37%)	0 (0.00%)
Representative of Chunghwa Post Co., Ltd.- Hong-Mo Wu	9,438,306,847	8,600,301,847 (91.12%)	15,802,137 (0.16%)	822,202,863 (8.71%)	0 (0.00%)
Motion was passed as proposed through vote.					

Resolution: Approved as proposed.

6. Special Motions

1. Shareholder No. 1032266: Raised suggestions to integrate AI/digital technologies into business activities of the financial holding company, and to commit related resources, recruit AI specialists, establish dedicated institutions, and apply for patents. The shareholder also made suggestions on the performance of Remuneration Committee and member composition. **(The Chairman:** (1) Mega Bank has established a Digital Development Committee, with General Manager Hu being the convener. Related talent recruitment activities are being carried out, and the Bank had recruited more than 30 IT personnel in the first half of this year. Furthermore, as the chairperson of the Bankers Association, I led 37 members of the association on a tour to the Silicon Valley, San

Francisco, on June 1, 2024, and visited several Fintech and cybersecurity companies including NVIDIA, Microsoft, and Google. In the future, the Group will continue exploring opportunities in the AI field. (2) The board of directors of the financial holding company recently approved the decision to appoint the five independent directors as members of the Remuneration Committee. (3) With regards to the integration of FinTech and AI into business activities and responsibilities of the Remuneration Committee, I would like to ask Manager Chien-An Chen and Vice President Han-Yin Ting from IT Department of the financial holding company to provide explanations. **Manager Chien-An Chen:** The Group places great emphasis on financial technology. In addition to assigning employees to the first series of courses organized by Taiwan AI Academy in 2018, the Group has also been engaging academic institutions in various research projects, and has created a team that works with academic counterparts in the development of explainable AI models. Meanwhile, resources are being committed pro-actively into AI development. With the introduction of ChatGPT at the end of 2022, the financial holding company has since assembled a team to experiment and explore scenarios for implementation. The Financial Supervisory Commission recently issued "Guidelines for the Use of AI in the Financial Industry," which states that financial institutions must engage in responsible innovations while using technology, and shall protect customers' privacy while taking relevant risks into consideration. As for the Digital Development Committee, it has established an AI Big Data Team to carry out AI governance and talent training. **Vice President Han-Yin Ting:** Duties of the Remuneration Committee are to evaluate the salary and compensation policy for the Group's directors and managers in the utmost professionalism and objectivity. The Committee then presents its recommendations to the board of directors for decision-making. Last year, the Remuneration Committee held a total of six meetings, and the committee members were able to discuss thoroughly the issues presented to them.)

2. Shareholder No. 0883241: Acknowledged the efforts that the Chairman has made to promoting employee welfare, labor-management relations, and employee care since commencing duty, and looked forward to the signing of collective bargaining agreement across the financial group for the mutual benefit of the labor and the management. (**The Chairman:**(1) ESG, digital finance, and operational resilience are three priorities of Mega Group, and we will continue making progress along this path in the future. (2) With regards to the collective bargaining agreement, General Manager Hsiao of the financial holding company will actively negotiate with the union, and we look forward to favorable outcomes in the future.)
3. Shareholder No. 1456790: Mega Securities' cybersecurity equipment may be too outdated to support the organization's ESG goals, particularly with regards to sustainable operation,

paperless process, and media transformation. It is recommended to take prompt actions to make improvements in this respect. (**The Chairman:** The financial holding company will surely provide full support to address Mega Securities' IT weaknesses, cybersecurity concerns, and outdated equipment in a cost-effective manner.)

4. Shareholder No. 0358647: Raised questions about Mega Group share price, whether the Youth Home Purchase Scheme would compromise the interests of existing bank customers, and whether the use of AI technology in business activities will result in the leak of customer data or pose additional challenges for risk control in the future. (**The Chairman:**(1) Several securities firms have recently issued recommendations to buy and hold the Group's shares, which indicates that domestic and foreign analysts are favorable about the Group's operating and profit performance. (2) The authority, too, is concerned about whether the Youth Home Purchase Scheme will be over-subscribed at the expense of existing mortgage holders. Considering that the Youth Home Purchase Scheme is mainly targeted at consumers who are purchasing property for self-occupation for the first time, the Group will exercise care not to crowd out existing mortgage holders, and conduct more thorough pre-lending review and post-lending management in the future. (3) As for the concern about how AI development may endanger personal data, we will strive to implement personal data protections and controls. During our recent visit to California Department of Financial Protection and Innovation, the commissioner, too, reminded us to protect consumers' interests including personal data before adopting AI technology.)
5. Shareholder No. 1133074: Affirmed the implementation of employee shareholding trust by Mega Securities, and raised suggestions on issues concerning shortage of mid-level managers at Mega Securities, the education and training of new managers, and reward for top-performing employees. (**The Chairman:** Since I took office, I have hoped to fill managerial positions through internal promotion as a way to boost employees' morale. However, I did find that some employees are reluctant to bear the responsibilities associated with a managerial role, and I believe it to be attributed to the personnel system. We shall address this shortcoming from a system perspective, and hope to bring more incentives and promotion opportunities for those who are willing to take on responsibilities.)
6. Shareholder No. 0970388: Offered suggestions on the new construction project mentioned in previous shareholder meetings and the bank's current efforts in social welfare and employee care. In addition, suggestions were made on the reuse of water resources by the Group, hiring of psychologists by the Bank, and contribution to SDG - Quality education. (**The Chairman:** (1) The old building requires well-rounded planning, so the Bank will take it into consideration. (2) With regards to social welfare, I have always been concerned with how Taiwan is turning into a super-aged society by 2025, which was why we

commissioned Lanya Branch, the nation's first dementia-friendly branch, in the last year (2023). (3) As for the issues concerning reuse of water resource and hiring of psychologists, we shall assign relevant departments to oversee improvements.)

7. Shareholder No. 0771053: Recommendation to make employee care part of managers' work goals and performance indicators. The shareholder also affirmed Chairman Lei for being consistent in his words and deeds and for his contribution to maintaining harmonious employment relationship. The shareholder hoped that the Chairman may lead managers of various business units by example and create a consensus for friendly workplace among managers. The shareholder expressed gratitude to the management team for delivering excellent performance results for Mega Group in the past year. **(The Chairman:** (1) The Group's outstanding achievements were made possible not just by the management team, but also by the employees. We have always recognized employees as more than just cogs in the wheel, but also family members. Therefore, all managers assigned to duty during my term of office have been reminded time and time again to treat branch employees properly. Any unit that receives transfer orders from multiple employees at the same time will be investigated to determine whether changes are needed for the manager's leadership style. (2) With regards to the new employee application rate, I believe that the situation will improve with better employee welfare. The human resources department recently reported improvements in new employee application rate for the banking subsidiary, which just paid 10.5 months of bonus and raised salaries by 9% in the last year (2023). In the end, favorable benefits will be the key to attracting outstanding talents to join the team.)
8. Shareholder No. 0338256: Offered suggestions on the development of mid-level banking talents, knowledge transfer, talent recruitment, and training. **(The Chairman:** Thank you for your affirmation and trust in us. We will pay closer attention to the issue of talent gap in the banking subsidiary. In the future, we will discuss with the human resources department on how to uncover outstanding mid-level managers and take detailed count of available talents. If existing employees are not willing to take up managerial roles, we will look for young people who are motivated to succeed. In the future, we will focus on introducing more favorable benefits to attract young people and at the same time take good care of existing employees so that they do not retire early. These are all part of our future plans.)

After giving shareholders ample opportunities to speak, the Chairman announced the closure of the opinions session and thanked everyone for their support and participation. This concluded the agenda and the meeting was adjourned.

7. Meeting adjournment (at 11 : 45AM)

All the proposals made today have been completed. The Chairman announced that the meeting be adjourned.

Chairman: Chung-Dar Lei ,
Chairman of the Board of Directors

Minutes taken down by
Chia-Lin Chang, Ching-Lun Liao

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1. During the annual general meeting, the attending shareholders were instructed to vote on separate occasions after presentation of "Acknowledgment #1-#2," "Discussion/election #1-#3," "Discussion/election #4," and "Discussion/election #5."
2. According to article 183 paragraph 4 of Company Act, this meeting minutes record a summary of the essential points of the proceedings and the results of the meeting. The meeting' content, procedures and shareholders' speech were based on the audio recording.
3. The proportions of approval votes, disapproval votes, abstention votes, and invalid votes to total votes were rounded down to the second decimal place, and may not total 100.00%.

Attachments

- Attachment 1.** 2023 Business Report
- Attachment 2.** Audit Committee's Review Report
- Attachment 3.** 2023 Corporate Bonds Terms
- Attachment 4.** Principles for Ethical Management
- Attachment 5.** 2023 Consolidated Financial Statements
- Attachment 6.** 2023 Earnings Distribution Statement
- Attachment 7.** Comparison Table of Amended Articles of Incorporation
- Attachment 8.** Comparison Table of Amended Articles of Procedures for
- Attachment 9.** Acquisition or Disposal of Assets Profiles of Director & Independent Director Candidates

Attachment 1

Mega Financial Holding Co., Ltd.

2023 Business Report

In 2023, the major economies around the world showed a steady move towards the recovery stage during the post-pandemic period. Under the background of rising interest rates by the central banks of various countries, global inflation started to ease, and the economy of the U.S. and some major emerging countries witnessed signs of growth, with major international organizations (IMF, OECD, The World Bank, and S&P Global) estimating the global economic growth rate falling in the range of 2.6% to 3.1% in 2023.

In 2023, the private consumption during the post-pandemic era in Taiwan saw a steady growth, which boosted the economic development. In addition, the active business opportunities arising from the application of artificial intelligence and other emerging technologies had improved export and investment confidence. According to the Directorate General of Budget, Accounting and Statistics, Executive Yuan, Taiwan's annual economic growth rate was 1.31%. Looking forward to 2024, with the use of artificial intelligence and cloud computing to boost relevant supply chain demands, and the continuous expansion of business opportunities arising from the application of emerging technologies, Taiwan's exports and private investments are expected to increase. In addition, the continuous improvement in the employment market, the increase in the basic wage and the salary adjustment for the military, public and education sectors will be conducive to the increase in the household disposable income and the steady growth in private consumption. Major international organizations predicted that the economic growth rate of Taiwan will range from 2.69% to 3.70% in 2024.

The Group continuously provides all-inclusive financial services and refines its ESG and digital transformation development. With the continuous improvement, the Company was again selected as a constituent of the global sustainability indexes - DJSI Emerging Markets Index and the World Index in 2023, and was recognized by the FSC as a member of the "Sustainable Financial Pioneers Alliance". In addition, we have also been recognized by a number of sustainability assessments at home and abroad, including being consistently selected as a CDP leadership level, being selected for the fourth time as one of the top 5% in the "Corporate Governance Assessment" jointly organized by the Taiwan Stock Exchange Corporation and the Taipei Exchange, receiving the "Platinum Award in the Sustainability Report Category" and the "Overall Performance Award" from the TCSA, receiving the "Healthy Workforce Sustainability Leading Enterprise - Outstanding Enterprise Award" from the Occupational Safety and Health Administration, MOL, and being awarded the highest level of certification of "Level 5+: Excellence" for the TCFD report by the BSI. Moreover, we also maintained the validity of ISO27001 Information Security Management System (ISMS) certification, which demonstrates the Company's commitment to and emphasis on information security, service quality, and the continuity of its information business and our

integration with the international information security management system.

Mega Bank has been deeply involved in the new southbound business and has been successful in lending to key national industries for a long period of time. In 2023, it was awarded the "Special Award for SMEs Credit" under the New Southbound Policy and the honor of outstanding bank for the "Six Core Strategic Industries Lending" by the FSC. Mega Securities continued to exert a positive impact, as shown by its inclusion in the Taiwan Stock Exchange Corporation's list of companies with "Better Institutional Investor Stewardship Disclosure" for three consecutive years. In addition to receiving high recognition for issuing Taiwan's first "Sustainability Index-Linked Commercial Paper", Mega Bills also won the "Social Inclusion Leadership Award" single performance award at the TCSA, making it the first bills company to win this honor.

In 2023, the Company's annual consolidated profit amounted to NT\$33,247 million, an increase of 81% from 2022, with an after-tax earnings per share of NT\$2.37. Among them, Mega Bank's profit amounted to NT\$31,025 million, an increase of 28% from 2022, due to an increase in core revenue and a rebound in financial operation revenue. Mega Securities' profit amounted to NT\$2,003 million, an increase of 232% from 2022, due to an increase in brokerage fee income and dealing income. In addition, the profit of Mega Funds, Mega Asset Management and Mega Venture Capital also achieved their annual budget targets. Mega Bills was still the leading brokerage firm in terms of annual profit despite the impact of rising capital costs due to interest rate hikes. Chung Kuo Insurance's core business achieved solid performance despite the impact of the pandemic insurance policy. The operational guidelines, 2023 implementation overview, implementation of business plans, implementation of budget, financial results and profitability analysis, and research and development of the Company in 2023 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. Strengthen the Group's financial and taxation control and improve its financial resilience.
5. Monitor political, economic, and industrial changes and implement risk management mechanism.
6. Comply regulations and refine information security and strengthen resilience and safely implement transformation.
7. Implement information security management system and optimize the innovation of management services.
8. Promote the Group's legal compliance and forge a culture of legal compliance.
9. Create a friendly workplace and shape employee value.
10. Integrate ESG strategies to maximize the value of sustainability.
11. Establish corporate brand image and cultivate social influence.

II. Implementation Overview

(1) Continue to enhance the subsidiary's business

The subsidiaries of the Company had continued to enhance their business operations in 2023 based on the existing foundation. In 2023, in terms of overseas performance, Mega Bank's profit before tax of overseas branches ranked 4th among local banks; in terms of corporate finance business, the market share of syndicated loan Bookrunner and MLA were 11.1% and 7.6%, ranked 2nd and 4th, respectively; the credit business ranked 7th with a market share of 5.75%; the loan business ranked 8th with a market share of 5.58%; the corporate loan business ranked 5th with a market share of 6.21% ; and the SME loan business ranked 5th with a market share of 6.55%. As for consumer finance business, after making every effort to expand the business and expansion of the second profit engine, the consumer loan business ranked 13th with the market share of 3.42%. The market share of Mega Bills Finance's CP2 issuance was 29.81%; the market share of bills trading and bond trading business in the secondary market were 28.04% and 27.00%, respectively; and the market share of bills guarantee business was 30.37%, all ranked as the first place in the market. Mega Securities' securities brokerage market share was 2.75%, ranked 10th in the market. Number of IPO underwriting ranked 5th and number of bond underwriting lead managed ranked 10th in the market. The market share of Chung Kuo Insurance's marine insurance business was 21.76%, ranked 1st in the market; the market share of residential building fire insurance and aviation insurance business were 10.26% and 11.63% , both ranked 3rd in the market.

(2) Management Goals

Despite the easing of global inflation and the end of interest rate hike cycle of central banks, the global economic and financial situation will continue to face the cumulative effect of geopolitical risks, supply chain restructuring, extreme climate risks and the monetary tightening by major central banks, resulting in weakened global economic recovery. The Company will continue to leverage on its various cross-subsidiary platforms, and refine its ESG and digital financial development, to continue to maximize shareholder value. The specific measures taken are as follows:

- Scale up capital assets to boost the market status of the Group.
- Strengthen overseas businesses and identify opportunities to relocated Taiwanese businesses.
- Consolidate competitive advantages in corporate banking and foreign exchange and deepen the cross-selling of the Group.
- Develop consumer banking and wealth management services to enrich the Group's active customer base.
- Increase corporate governance standards and pursue the Group's sustainable development.

- Improve the Group's management efficiency to optimize business operations and increase return.
- Reinforce the risk control of the Group and implement internal and external legal compliance.
- Protect the Group's intellectual properties and increase investment of digitalization and IT.
- Motivate and enhance employee value and foster more digital talents.
- Develop the Group's digital culture and encourages all types of R&D and innovations.

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 2023, 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 Bill 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.

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

Item \ Year	2023	2022	Change (%)
Deposits (including due to Chunghwa Post Co., Ltd.)	2,895,738	2,924,052	-0.97
Loans, Import/export bills negotiated	2,075,709	2,087,539	-0.57
Corporate financing	1,539,586	1,531,941	0.50
Consumers financing (excluding credit card revolving loans)	536,123	555,598	-3.51
Foreign exchange business	711,430	906,391	-21.51
Securities purchased	935,849	955,622	-2.07
Long-term equity investments	21,714	21,157	2.63
Credit card revolving loans	1,752	1,733	1.10

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

2. The amount of foreign exchange business declined in 2023 due to the high base in 2022. Taiwan's overall import and export volumes decreased in 2022, causing the import and export business to decline.

3. The non-performing loans outstanding at the end of 2023 amounted to NT\$3,636 million, representing a non-performing loan ratio of 0.17% and a bad debt coverage ratio of 985%.

(2) Mega Securities Co., Ltd.

Item		2023	2022	Change (%)
Securities brokerage	Market share of brokerage	2.75% (Rank 10 th)	2.82% (Rank 10 th)	-0.07
	Market share of margin loan	5.84% (Rank 4 th)	5.47% (Rank 4 th)	0.37
Equity underwriting	Number of IPO lead managed	4 (Rank 4 th)	4 (Rank 4 th)	0.00
Bond underwriting	Number of corporate bond issued as lead arranger	2 (Rank 9 th)	7 (Rank 4 th)	-71.43
	Amount of corporate bond issued as lead arranger (NT\$ billion)	10.7 (Rank 9 th)	12.1 (Rank 8 th)	-11.57
New financial products	Number of warrants issued	1,337 (Rank 11 th)	1,147 (Rank 13 th)	16.56
	Amount of warrants issued (NT\$ billion)	7.0 (Rank 12 th)	6.6 (Rank 13 th)	6.06

Note: 1. It is the ranking among local securities peers in 2023.

2. The decline of the brokerage business was because the proportion of natural person's transactions in 2023 was 66.43%, which was 0.73% lower than that in 2022, and the stock market was highly volatile. Most investors took a wait-and-see approach and reduced transactions.

3. The volume of bond underwriting business is determined by a comprehensive assessment of customers' demand and profitability. The decline in bond underwriting deals in 2023 compared with 2022 was due to changes in market interest rates, customer's capital needs and underwriting staffing.

(3) Mega Bills Finance Co., Ltd.

Unit: NT\$ million

Item	2023	2022	Change (%)
Underwriting and purchasing of bills	4,093,282	3,565,920	14.79
Underwriting amount of commercial paper issued for funding purpose (CP2)	3,968,022	3,413,513	16.24
Trading volume of bills	9,706,070	8,528,043	13.81
Trading volume of bonds	3,458,158	3,242,713	6.64
Average outstanding balance of guaranteed issues of commercial paper	168,081	175,776	-4.38

Note: 1. The decrease of average outstanding balance of guaranteed issues of commercial paper in 2023 compared to 2022 is due to the decrease in statutory net worth compared with the previous year and the control of guaranteed balances.

2. The trading volume of bills in 2022 were originally compiled by the R.O.C. Bills Finance Association based on the reports of bills companies. The statistics included RP maturity amount. However, since April 2023, the announcement was changed to be made by the Taiwan Depository & Clearing Corporation, which did not include the RP maturity amount. Therefore, the 2022 data was revised for consistency in the basis of calculation.

(4) Chung Kuo Insurance Co., Ltd.

Unit: NT\$ million

Item	2023	2022	Change (%)
Direct written premiums	9,764	9,050	7.89
Reinsurance premiums	787	999	-21.22
Total	10,551	10,049	5.00

Note: The decline in reinsurance premiums in 2023 compared to 2022 was mainly due to the reduction in the acceptance ratio for contracts with concentrated risks, poor performance or higher exposure to natural disasters when renewing contracts at the end of 2022.

(5) Mega International Investment Trust Co. Ltd.

Unit: NT\$ million

Item	2023	2022	Change (%)
Public funds under management	91,554	79,731	14.83
Private placement funds under management	6,709	6,420	4.50
Discretionary account	399	465	-14.19
Total	98,662	86,616	13.91

Note: The increase in the scale of public funds under management in 2023 compared with 2022 was mainly due to the issuance of 4 new funds in 2023; the decrease in scale of discretionary account was due to the redemption for the client's capital needs.

(6) Mega Asset Management Co., Ltd

Unit: NT\$ million

Item	2023	2022	Change (%)
Service Income	352	454	-22.47
Gain from recovery of NPL purchased and the disposal of related collateral	59	23	156.52
Rental income	7	4	75.00
Interest income	1	1	0.00
Total	419	482	-13.07

- Note: 1. The decline in service income was mainly due to the net decrease in the balance of advances as a result of the successive consolidation of a number of large urban renewal/unsafe and old building cases, the full repayment upon the completion of construction, as well as the fact that the new advances from existing and new development cases could not be covered in a short period of time in 2023.
2. The increase in gain from recovery of NPL purchased and the disposal of related collateral was mainly due to the NT\$56,090 thousand allocated by the court in the case of non-performing assets of Tung X Co. Ltd.
3. The increase in rental income was mainly due to the leasing of the newly acquired real estate on Zhongshan North Road since September 2022, and the re-leasing of the real estate in Neihu District, which was originally suspended in March 2022, in October 2022 after internal renovations.

(7) Mega Venture Capital Co., Ltd.

Unit: NT\$ million

Item	2023	2022	Change (%)
Drawdown of long term equity investment	207	163	26.99
Balance of long term equity investment	848	832	1.92

IV. Implementation of Budget

(1) The Company's 2023 budget and its implementation are as follows:

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

Item	Final accounting figure, 2023	Budget figure, 2023	Achievement Rate (%)
Revenues	34,064.60	27,839.39	122.36
Expenses and losses	903.79	966.87	93.48
Profit from continuing operations before tax	33,160.81	26,872.52	123.40
Profit	33,246.98	26,864.20	123.76
Earnings per share	2.37	1.83	129.51

Note: The figures are in unconsolidated basis.

(2) The Company's subsidiaries' 2023 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.	35,290.38	26,875.30	131.31
Mega Securities Co., Ltd.	2,195.33	1,660.78	132.19
Mega Bills Finance Co., Ltd.	2,309.29	2,969.20	77.77
Chung Kuo Insurance Co., Ltd.	-2,670.84	275.54	—
Mega International Investment Trust Co., Ltd.	114.57	87.21	131.37
Mega Asset Management Co., Ltd.	240.50	237.54	101.25
Mega Venture Capital Co., Ltd.	220.02	56.77	387.56

Note: 1. The figures are in unconsolidated basis.

- The annual budget achievement rate of Mega Bill was 77.77% in 2023, which was mainly due to the fact that the FED raised interest rates four times for a total of 1% in 2023, and the foreign currency RP interest rate rose accordingly, which was much higher than the budget costs, resulting in a yielding loss. In addition, due to the severe fluctuations of bond market yield rate and the losses in the valuation of holding positions, Mega Bill was unable to realize the budgeted disposal benefits, resulting in the profit before tax not reaching the budget target.
- Chung Kuo Insurance suffered a loss in 2023, mainly due to the recognition of self-retained indemnities and provisions for the pandemic insurance policy, as well as an impairment loss on Hannover Rück reinsurance payments in 2023, resulting in the profit before tax not reaching the budget target.

V. Financial Results and Profitability Analysis

The Company and its subsidiaries' consolidated profit from continuing operations before tax in 2023 amounts to NT\$37,048 million, an increase of NT\$15,904 million or 75.21% compared to 2022. The increase is mainly due to the below: net interest revenue decreased NT\$ 1,622 million; revenue other than interest increased NT\$22,894 million, which is contributed by the increase of gain on financial asset and liabilities at fair value through profit or loss and the increase of service fee revenue and commissions ; bad debts expense and provisions increased by NT\$ 1,541 million; operating expense increased by NT\$ 3,827 million. The Company and its subsidiaries' consolidated profit is NT\$ 33,247 million, an increase of NT\$14,912 million or 81.33%, compared to year 2022. The Company's consolidated ROA reached 0.79%, and consolidated ROE reached 10.46%. A breakdown of the financial results of the Company and its subsidiaries in 2023 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)	37,047.97	33,246.98	2.37	0.79	10.46
The Company (Unconsolidated)	33,160.81	33,246.98	2.37	8.79	10.46
Mega International Commercial Bank Co., Ltd.	35,290.38	31,024.59	3.63	0.81	9.99
Mega Securities Co., Ltd.	2,195.33	2,002.61	1.73	2.78	11.04
Mega Bills Finance Co., Ltd.	2,309.29	1,920.23	1.46	0.73	5.07
Chung Kuo Insurance Co., Ltd.	-2,670.84	-1,466.87	-2.90	-5.85	-64.39
Mega International Investment Trust Co., Ltd.	114.57	93.15	1.77	9.87	10.65
Mega Asset Management Co., Ltd.	240.50	192.42	0.96	1.48	6.78
Mega Venture Capital Co., Ltd.	220.02	219.07	2.09	18.08	18.54

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 2023 are summarized as follows:

1. The Company continues to introduce the Group 's ESG and sustainability management systems by adopting the PCAF methodology for accounting and reporting GHG emissions linked to investments/financing and for setting SBTs. We also continue to measure and manage the climate change risks of emission-intensive industries, of customers in high climate risk areas, and of real estate as collaterals in different scenarios, and conduct impact identification and analysis of biodiversity (e.g., TNFD). Moreover, we continue to strengthen the information system, network structure and information security protection capabilities, maintain the validity of ISO 27001 certification, and keep abreast with international information security management systems.
2. To actively develop new financial products, keep up with the trends in the technological and digital transformation of banking services, and meet customers' expectations and needs with respect to digital services, Mega Bank has introduced and optimized the following new financial products and digital banking applications in 2023: introduction of the "FIDO" digital identity verification to solve the security concerns of customers' repeated input of accounts and passwords on different service platforms; implementation of the "travel ecosystem" service, to not only increase cross-business and cross-subsidiary business cooperation, but also facilitate cross-industry cooperation with travel platform operators; optimization of the "AIO All-inclusive Account Opening Integration Platform" function at the bank counter, and introduction of new functions such as trust financial management account opening and gold passbook account opening, in order to improve operational efficiency and enhance customer experience through the integration of the account opening process and digitization; launch of the functions of online application for increase in home mortgage and revolving loan renewal to enable existing customers to apply for loans online in a timely manner through the platform, and also to sign the contract and go through relevant confirmation procedures upon loan approval online, with no restriction of time and location; enhancement in online credit application services, which enables the Bank to check customers' latest annual income, property and labor insurance information through the Joint Credit Information Center through online authorization, effectively facilitating case review and optimizing customer experience; establishment of a credit investigation and review system to automatically process applications and filter out turn down cases through the system in order to reduce manual work and improve the approval process efficiency; Introduction of SIM card verification to bank card opening operations, thereby eliminating the need for card readers, enhancing customer service experience and strengthening the identity authentication mechanism. While Mega Bank is investing in Fintech research and development, it is also actively applying for Fintech patent protection. As of the end of 2023, a total of 627 utility model patents and a total of 133 invention patents had been approved

by the MOEA, totaling 760 patents, which ranked the highest among the government owned banks. In addition, a total of 39 utility model patents and 63 invention patents had been submitted for review.

3. Subsidiary Mega Securities was among the first batch of securities firms to provide open securities services when the Taiwan Depository & Clearing Corporation announced the official launch of the "Open Securities Public Information Inquiry" service in June 2023. In July, it launched the sub-account business and system. In addition, it developed the "E Stock Deposits" and "Mega GO" investment tool platforms, which won the "Best Product Category" award at the 2023 National Brand Yushan Award; completed the update of its new official website and set up a financial-friendly section, which is dedicated to providing physically and mentally challenged customers with warm and convenient services; issued Taiwan's first climate-related exchange traded note (ETN) – “Mega TPEx FactSet Semiconductor Climate Net Zero Preferred Return Index”.
4. Subsidiary Mega Bills has established the revised corporate department performance review system, optimized the "self-prepared financial statements" system, continued to strengthen the information system and internal operation efficiency, optimized the online learning platform system, strengthened the implementation and transaction monitoring of anti-money laundering and counter terrorism financing operations, established the legal and regulatory management system, integrated the periodic customer assessment information into the internal application system, continued to optimize the ESG risk assessment system, continued to improve the existing operational risk self-assessment system, and strengthened the risk management mechanism for various business operations.
5. To keep pace with diverse operating environment and FinTech development and to satisfy the needs of corporates 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 185 insurance products submitted in 2023. Among them, there were 132 items on file for recordation basis, and 53 items on simple file for recordation basis.

Chairman: Chung-Dar Lei President: Yu-Mei Hsiao Chief-Accountant: Mei-Li Chao

Attachment 2

Mega Financial Holding Co., Ltd. Audit Committee's Review Report

The Board of Directors has prepared and delivered this Company's 2023 consolidated financial statements, audited by CPA Kou, Po-Ju and Lai, Chung-Hsi of PricewaterhouseCoopers, Taiwan, 2023 business report and the proposal for distribution of 2023 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:

2024 Annual General Shareholders' Meeting

Mega Financial Holding Co., Ltd.

Chairman of the Audit Committee: Wu, Ying

Date : April 23, 2024

Attachment 3

Mega Financial Holding Co., Ltd 2023 Corporate Bonds Terms

Type of Corporate Bond	1st Unsecured Corporate Bonds Issued in 2023-Tranche A	1st Unsecured Corporate Bonds Issued in 2023-Tranche B	1st Unsecured Corporate Bonds Issued in 2023-Tranche C
Issue Date	August 24, 2023		
Denomination	NT\$ 1 million		
Issuing and Transaction Place	Taipei Exchange		
Issue Price	100% of par value		
Issue Amount	NT\$ 1.2 billion	NT\$ 6.6 billion	NT\$ 2.2 billion
Coupon Rate	Fixed Rate 1.50%	Fixed Rate 1.60%	Fixed Rate 1.64%
Terms and Maturity Date	3 years August 24, 2026	5 years August 24, 2028	7 years August 24, 2030
Order of Compensation	Senior Unsecured Bond		
Guarantor	None		
Trustee	Taipei Fubon Commercial Bank, Trust Department		
Underwriter	Mega Securities Co., Ltd.		
Legal Counsel	Lawyer Yue, Chung-Chieh of Yue, Chung-Chieh Law Firm		
Auditor	CPA Kou, Po-Ju of PricewaterhouseCoopers, Taiwan		
Payment Method	One lump sum payment upon maturity		
Redemption or Early Repayment Terms	None		
Restrictive Covenants	None		
Whether included in Eligible Capital	No		
Name of Credit Rating Agency, Rating Date and Rating Result	None		

Attachment 4

Mega Financial Holding Co., Ltd.

Principles for Ethical Management

Article 1 Purpose and Application

The Principles for Ethical Management (the Principles) have been established by Mega Financial Holding Co., Ltd. (the Company) in order to strengthen the corporate culture of ethical management and sustainable business development.

The Company's subsidiaries, enterprises and other forms of legal entities, directly or indirectly controlled by the Company shall establish their own Principles for Ethical Management in line with the Principles, and obtain approval from the board of directors.

Article 1-1 Responsible Unit

The responsible unit for the Principles is the Administration Department.

Article 2 Policies

The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 3 Legal Compliance

The Company shall comply with the Financial Holding Company Act, Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Act on Recusal of Public Servants Due to Conflicts of Interest, Government Procurement Act, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 4 Prevention Measures

The Company shall clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("prevention programs"), including operational procedures, guidelines, and training.

When establishing the prevention programs, the Company shall comply with relevant

laws and regulations of the territory where the Company and its business group are operating.

In the course of developing the prevention programs, The Company are advised to negotiate with staff, labor unions members, important trading counterparties, or other stakeholders.

Article 5 Prohibition of Unethical Conduct

When engaging in commercial activities, directors, managerial officers, employees, and mandataries of the Company or persons having substantial control over the Company ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managerial officers, employees or substantial controllers or other stakeholders.

Article 6 Benefits

"Benefits" in the Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in the preceding paragraph, the conduct of the given personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the Principles and the relevant procedures shall have been carried out:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with commercial purposes, or developing relationships.

3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Other conduct that complies with the rules of the Company.

Article 7 Commitment and Implementation

The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company shall clearly specify in its rules and external documents and on the Company website the ethical corporate management policies and the commitment by the board of directors and the management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

Article 8 Ethical Business Activities

The Company shall engage in commercial activities in a fair and transparent manner based on the Principles.

Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients, or other business parties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.

When entering into contracts with its agents, suppliers, clients, or other business parties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.

Article 9 Prohibition of Bribery

When conducting business, the Company and its directors, managerial officers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to

or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

Article 10 Prohibition of Illegal Political Donations

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, managerial officers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act, and shall not make such donations in exchange for commercial gains or business advantages.

Article 11 Prohibition of Improper Charitable Donations or Sponsorships

When making or offering donations and sponsorship, the Company and its directors, managerial officers, employees, mandataries, and substantial controllers shall comply with relevant laws, regulations and internal operational procedures, and shall not surreptitiously engage in bribery.

Article 12 Prohibition of Illegitimate Gifts, Hospitality or Other Improper Benefits

The Company and its directors, managerial officers, employees, mandataries, and substantial controllers shall not directly or indirectly offering or receiving of any illegitimate gifts, hospitality or other improper benefits to build a business relationship or affect business transactions.

Article 13 Procedures for Handling the Acceptance of Improper Benefits

Except under any of the circumstances set forth in the second paragraph and the proviso of the first paragraph of the Article 6, when the Company and its directors, managerial officers, employees, mandataries, and substantial controllers are provided with or are promised, either directly or indirectly, any benefits as specified in Article 6 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being approved by the president.

Article 14 Prohibition of Intellectual Property Infringement

The Company and its directors, managerial officers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 15 Prohibition of Unfair Competition

The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 16 Prevention of Damaging the Interest of Stakeholders

In the course of research and development, procurement, provision, or sale of products and services, the Company and its directors, managerial officers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, its products and services. It shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in its operations, with a view to preventing its products and services from directly or indirectly damaging the rights and interests of consumers or other stakeholders. Where there are sufficient facts to determine that the Company's

services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Company shall, in principle, suspend the services immediately.

Article 17 Business Legal Compliance

The Company and its directors, managerial officers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.

Article 18 Conflicts of Interest

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managerial officers and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managerial officers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The Company's directors, managerial officers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 19 Accounting and Internal Control

For business activities with a higher risk of unethical behaviors, the Company shall establish an effective accounting system and internal control system, shall not have under-the-table accounting system or keep secret accounts, and shall conduct regular reviews to ensure continued effectiveness of the system's design and implementation.

The Company's internal audit unit shall audit the status of the implementation of the accounting and internal control system and submit its audit reports to the board of directors. The internal audit unit may engage a certified public accountant to carry out

the audit, and may engage professionals to assist if necessary.

Article 20 Organization and Responsibility

The directors, managerial officers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of the Principles.

To achieve sound ethical corporate management, the Company shall establish a dedicated unit that is under the board of directors and avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors at least once a year:

1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 21 Training and Assessment

The chairperson, president, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for directors, managerial officers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 22 Whistle-blowing System

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow company insiders and outsiders to submit reports.
2. Dedicated unit appointed to handle whistle-blowing system. Any tip involving a director or senior manager shall be reported to all independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
4. Confidentiality of the identity of whistle-blowers and the content of reported cases.
5. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
6. Whistle-blowing incentive measures.

Anonymous reporting will not be accepted in Principle, except that a concrete content or evidence is provided with investigation necessity.

When material misconduct or likelihood of material impairment to the Company comes to its awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately report to the board of directors, critical incident or maternal violation discovered in the investigation shall be reported or field with relevant authorities.

Article 23 Disciplinary and Appeal System

The Company shall stipulate and promulgate the disciplinary and appeal system for violation of the ethical corporate management provisions and disclose on the Company's internal website violating individuals' title, name, date of violation, matter violated and handling status.

Article 24 Information Disclosure

The Company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. It shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on its website, annual reports, and prospectuses, and disclose the contents of the Principles on the Market Observation Post System.

Article 25 Review and Revision of the Principles

The Company shall monitor local and foreign developments of principles related to the ethical corporate management in a timely manner and encourage suggestions from directors, managerial officers, and employees for the improvement of the ethical corporate management policy and related measures and the enhancement to the effectiveness of implementation.

Article 26 Opinion of Independent Directors

When the Principles are brought to the board of directors for discussion, consideration should be given to the independent directors' opinions. If an independent director objects to or expresses reservations about the matter, it shall be recorded in the board meeting minutes; an independent director intending to express objection or reservations but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 27 Enforcement

The Principles, and any amendments to them, shall enter into force after they have been adopted by the board of directors, and reported to a shareholders meeting.

Article 28 Process

The Principles was made on March 25, 2014. The first amendment was on November 24, 2015. The second amendment was on October 22, 2019. The third amendment was on April 23, 2024.



INDEPENDENT AUDITORS' REPORT

PWCR 23000205

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, 2023 and 2022, 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 material 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, 2023 and 2022, 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 that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants, Jin-Guan-Yin-Fa-Zi Letter No.10802731571 and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements section* of our report. We are independent of the Mega Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of 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.

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Mega Group's 2023 consolidated financial statements. 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.

Key audit matters for the Mega Group's 2023 consolidated financial statements are addressed as follows:

Impairment assessment of loans discounted

Description

The impairment assessment of loans discounted complies with the regulations under IFRS 9 "Financial Instruments" and relevant regulations issued by the competent authority. For the accounting policy of impairment assessment of 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 \$2,169,518,741 thousand and \$36,176,730 thousand, respectively, as at December 31, 2023, please refer to Note 6(8); for disclosures of related credit risks, please refer to Note 8(3).

The subsidiary, Mega International Commercial Bank Co., Ltd. ("MICB"), 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, which includes various parameters and assumptions, 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 impairment assessment of loans discounted, 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 the impairment assessment of 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 described above:

1. Obtained an understanding and assessed the related written policies and internal control system of MICB's loans discounted, the expected credit loss impairment model and methodology, 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 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 data on macroeconomics (economic growth rate, annual inflation rate, etc.) adopted by management to measure expected credit losses under IFRS 9.
 - (2) Assessed 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 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.
7. Assessed whether the provision for impairment loss is in compliance with the relevant regulations of the competent authority.

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 \$8,833,656 thousand and financial assets at fair value through other comprehensive income amounting to \$20,518,988 thousand as at December 31, 2023.

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 described 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. Sampled and ascertained whether the measurement methodology used by the management is commonly used by the industry.
3. Sampled and assessed the reasonableness of similar and comparable companies used by management.
4. Sampled and examined inputs and calculation formulas used in the valuation models and agreed such data to the 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)D 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, 2023, subsidiary CKI's claims reserve and ceded claims reserve was \$4,926,671 thousand and \$2,162,698 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 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 described above:

1. Obtained an understanding and assessed CKI's policies, internal controls and processing procedures for the calculation of the 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 the CKI's contributed provision.
4. Sampled and inspected significant reported but not paid cases to assess the reasonableness of the estimated amount.

Impairment assessment of claims recoverable from reinsurers and due from reinsurers and ceding companies

Description

For the accounting policy of impairment assessment of claims recoverable from reinsurers and due from reinsurers and ceding companies, please refer to Note 4(26); for accounting estimates and assumption uncertainty of claims recoverable from reinsurers and due from reinsurers and ceding companies, please refer to Note 5(5); for details on claims recoverable from reinsurers and due from reinsurers and ceding companies, please refer Note 6(9).

CKI's impairment of claims recoverable from reinsurers and due from reinsurers and ceding companies is assessed by the risk control department in accordance with IFRS 4, 'Insurance contracts' and taken into consideration the relevant requirements under the Guidelines for Handling Assessment of Assets, Loans Overdue, Receivable on Demand and Bad Debts by Insurance Enterprises. The management primarily considered objective evidence and reasonable and supportable information about past events and current conditions and also took into consideration the relevant laws and regulations on provisions for allowance for bad debts to measure the provisions for impairment of claims recoverable from reinsurers and due from reinsurers and ceding companies. As of December 31, 2023, CKI's allowance for impairment of claims recoverable from reinsurers and due from reinsurers and ceding companies was \$2,504,894 thousand. Since the amount of impairment of claims recoverable from reinsurers and due from reinsurers and ceding companies was material and the calculation method and assumptions involve the professional judgment of management and contain a high degree of uncertainty, we have included the impairment assessment of claims recoverable from reinsurers and due from reinsurers and ceding companies 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 described above:

1. Obtained an understanding and assessed CKI's policies, internal controls and processing procedures for the impairment assessment of claims recoverable from reinsurers and due from reinsurers and ceding companies. Also, on a sampling basis tested the effectiveness of internal controls for the calculation of impairment.
2. Sampled and inspected whether there were differences between the numbers referred to claims recoverable from reinsurers and due from reinsurers and ceding companies and the carrying amount in order to confirm the accuracy and completeness.

3. Obtained the information considered by the management to support the objective evidence of impairment and assessed the reasonableness of significant parameters such as the recovery ratio, ceded reinsurance ratio and credit rating of reinsurers.

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 that came into effect 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 Standards on Auditing of 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 Standards on Auditing of 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 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.



Kuo, Puo-Ju



Lai, Chung-Hsi

For and on behalf of PricewaterhouseCoopers, Taiwan

March 12, 2024

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 auditors' report are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of Republic of China, and their applications in practice.

Assets		Notes	December 31, 2023		(Reclassified) December 31, 2022		(Reclassified) January 1, 2022	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
Assets								
11000	Cash and cash equivalents, net	6(1)(2) and 11	\$ 139,031,498	3	\$ 88,545,616	2	\$ 99,493,395	2
11500	Due from the Central Bank and call loans to banks, net	6(1)(2) and 11	552,414,511	13	441,782,413	11	482,667,108	12
12000	Financial assets at fair value through profit or loss	6(3), 11 and 12	228,463,860	5	204,901,889	5	202,834,657	5
12150	Financial assets at fair value through other comprehensive income	6(4), 11 and 12	557,265,509	13	524,826,590	13	543,790,346	13
12200	Investments in debt instruments at amortized cost, net	6(5) and 12	616,356,587	14	565,528,607	14	648,132,418	16
12500	Securities purchased under resell agreements		5,444,959	-	618,306	-	949,170	-
13000	Receivables, net	6(6)	92,724,481	2	86,258,656	2	96,630,962	2
13200	Current tax assets		15,357	-	329,712	-	331,977	-
13300	Assets classified as held for sale	6(7)	-	-	12,380	-	15,813	-
13500	Loans discounted, net	6(8) and 11	2,133,342,011	49	2,079,441,292	51	2,037,354,980	49
13700	Reinsurance contract assets, net	6(9)	13,846,853	-	16,592,224	1	4,990,018	-
15000	Investments accounted for using equity method	6(10)	5,774,751	-	4,938,289	-	5,449,161	-
15500	Other financial assets, net	6(11) and 12	6,347,532	-	7,673,288	-	6,095,575	-
18000	Investment property, net	6(14) and 12	2,023,611	-	1,542,390	-	1,341,321	-
18500	Property and equipment, net	6(15) and 12	22,044,685	1	21,779,506	1	21,670,526	1
18600	Right-of-use assets, net	6(12)	2,072,607	-	1,903,487	-	1,854,439	-
19000	Intangible assets, net		1,410,325	-	1,318,844	-	1,017,030	-
19300	Deferred income tax assets	6(41)	7,222,920	-	6,999,467	-	6,505,527	-
19500	Other assets, net	6(16) and 12	8,963,136	-	5,994,391	-	7,140,436	-
Total Assets			\$ 4,394,765,193	100	\$ 4,060,987,347	100	\$ 4,168,264,859	100

(Continued)

Liabilities and equity		Notes	December 31, 2023		(Reclassified) December 31, 2022		(Reclassified) January 1, 2022	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
Liabilities								
21000	Deposits from the Central Bank and banks	6(17)(18) and 11	\$ 634,098,237	14	\$ 417,271,579	10	\$ 404,651,718	10
21500	Due to the Central Bank and banks	6(17)(18)	2,870,805	-	3,250,380	-	27,288,973	1
22000	Financial liabilities at fair value through profit or loss	6(19)	25,587,296	1	21,447,467	1	19,344,092	1
22500	Securities sold under repurchase agreements	6(3)(4)(5)(20) and 11	282,478,905	6	252,342,653	6	225,056,762	5
22600	Commercial paper issued, net	6(21) and 11	40,385,793	1	22,637,681	1	32,917,848	1
23000	Payables	6(22)	97,890,226	2	73,475,048	2	84,963,858	2
23200	Current tax liabilities		10,532,725	-	10,752,028	-	12,298,301	-
23500	Deposits and remittances	6(23)	2,853,818,393	65	2,847,366,547	70	2,959,789,704	71
24000	Bonds payable	6(24)	30,500,000	1	20,000,000	1	6,000,000	-
24400	Other borrowings	6(25)	11,947,112	-	17,348,000	-	1,260,000	-
24600	Provisions	6(26)	29,133,623	1	33,053,040	1	29,941,604	1
25500	Other financial liabilities	6(27)	24,483,927	1	23,542,283	1	12,453,364	-
26000	Lease liabilities	6(12)	2,134,168	-	1,956,726	-	1,903,356	-
29300	Deferred income tax liabilities	6(41)	2,767,687	-	2,480,569	-	2,635,979	-
29500	Other liabilities	6(28)	10,325,208	-	14,253,893	-	19,360,417	-
Total Liabilities			4,058,954,105	92	3,761,177,894	93	3,839,865,976	92
Equity								
Equity attributable to owners of parent								
31100	Capital							
31101	Common stock	6(29)	140,513,382	3	139,398,196	3	135,998,240	3
31111	Advance receipts for capital stock	6(29)	1,391,394	-	-	-	-	-
31500	Capital surplus	6(29)	68,502,384	2	68,194,233	2	68,194,233	2
Retained earnings								
32001	Legal reserve	6(29)	47,670,164	1	45,976,579	1	43,343,934	1
32003	Special reserve	6(29)	16,163,964	-	2,538,952	-	2,538,952	-
32011	Unappropriated earnings	6(30)	58,426,861	1	59,027,089	1	67,163,598	2
Other equity interest								
32500	Other equity interest	6(31)	3,142,939	1	(15,325,596)	-	11,159,926	-
Total Equity			335,811,088	8	299,809,453	7	328,398,883	8
TOTAL LIABILITIES AND EQUITY								
			\$ 4,394,765,193	100	\$ 4,060,987,347	100	\$ 4,168,264,859	100

			Year ended December 31				Changes Percentage (%)
		2023		2022			
Items	Notes	AMOUNT	%	AMOUNT	%		
41000	Interest income	6(32) and 11	\$ 117,567,630	152	\$ 69,936,167	125	68
51000	Less: interest expense	6(32) and 11	(81,506,053)	(105)	(32,253,073)	(58)	153
	Net interest revenue		<u>36,061,577</u>	<u>47</u>	<u>37,683,094</u>	<u>67</u>	(4)
	Net revenue other than interest						
49800	Net service fee revenue and commissions	6(33)	11,363,742	15	10,335,499	19	10
49810	Net insurance revenue		(644,882)	(1)	(5,811,266)	(10)	(89)
49820	Gain on financial assets and liabilities at fair value through profit or loss	6(34) and 11	24,070,387	31	6,121,167	11	293
49825	Gain on investment property	6(14)	22,370	-	21,378	-	5
49835	Realized gain on financial assets at fair value through other comprehensive income	6(35)	2,735,588	3	3,563,995	6	(24)
49850	Gain (loss) arising from derecognition of financial assets measured at amortized cost	6(5)(8) and 8	2	-	(38,867)	-	(100)
49870	Foreign exchange gains		2,529,540	3	2,789,496	5	(9)
49890	Share of loss of associates and joint ventures accounted for using equity method	6(10)	(78,454)	-	(127,282)	-	(38)
49898	Gain on reclassification under the overlay approach	6(31)	1,948	-	5,502	-	(65)
49900	Net other revenue other than interest income	6(37)	1,340,640	2	1,367,072	2	(2)
49880	Reversal of impairment loss (impairment loss) on assets	6(36)	(80,538)	-	(139,865)	-	(158)
	Net revenue		<u>77,321,920</u>	<u>100</u>	<u>56,049,653</u>	<u>100</u>	<u>38</u>
58100	Bad debts expense, commitment and guarantee liability provision	6(6)(8)(9)(11)(26) and 8(3)	(9,114,960)	(12)	(2,876,572)	(5)	217
58300	Net change in provisions for insurance liabilities	6(26)	2,339,213	3	(2,357,830)	(4)	(199)
	Operating expenses						
58501	Employee benefit expenses	6(38)	(21,787,288)	(28)	(19,586,824)	(35)	11
58503	Depreciation and amortization expenses	6(39)	(2,394,946)	(3)	(2,251,673)	(4)	6
58599	Other general and administrative expenses	6(40)	(9,315,974)	(12)	(7,832,453)	(14)	19
	Total operating expenses		<u>(33,498,208)</u>	<u>(43)</u>	<u>(29,670,950)</u>	<u>(53)</u>	<u>13</u>
61000	Profit from continuing operations before tax		37,047,965	48	21,144,301	38	75
61003	Income tax expense	6(41)	(3,800,988)	(5)	(2,809,343)	(5)	35
69000	Net profit		\$ 33,246,977	43	\$ 18,334,958	33	81

(Continued)

Items	Notes	Year ended December 31				Changes Percentage (%)
		2023		2022		
		AMOUNT	%	AMOUNT	%	
Components of other comprehensive income that will not be reclassified to profit or loss, net of tax						
69561	(Loss) gain on remeasurement of defined benefit plan	6(26)	(\$ 1,244,307) (2)	\$ 2,033,496	3 (161)	
69563	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	6(10)(31)	12,406	- (12,896)	- (196)	
69567	Revaluation gain (loss) on investments in equity instruments measured at fair value through other comprehensive income	6(31)	13,775,733	18 (6,167,416) (11)	(323)	
69569	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(41)	248,861	- (406,699) (1)	(161)	
Components of other comprehensive income that will be reclassified to profit or loss, net of tax						
69571	Exchange differences on translation	6(31)	129,882	- 2,889,689	5 (96)	
69575	Share of other comprehensive income (loss) 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)	319,760	1 (154,098)	- (308)	
69585	Revaluation gain (loss) from investments in debt instruments measured at fair value through other comprehensive income	6(31)	5,413,166	7 (26,931,923) (48)	(120)	
69587	Impairment loss (reversal of impairment loss) from investments in debt instruments measured at fair value through other comprehensive income	6(31)	51,080	- (102,741)	- (150)	
69590	Other comprehensive loss on reclassification under the overlay approach	6(31)	(1,948)	- (5,502)	- (65)	
69579	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(31)(41)	(364,144)	- 973,456	2 (137)	
69500	Other comprehensive income (loss)		18,340,489	24 (27,884,634) (50)	(166)	
69700	Total comprehensive income (loss)		<u>\$ 51,587,466</u>	<u>67</u> (<u>\$ 9,549,676</u>) (<u>17</u>)	(640)	
69901	Profit attributable to: Owners of parent		<u>\$ 33,246,977</u>	<u>43</u> <u>\$ 18,334,958</u>	<u>33</u>	81
69951	Comprehensive income (loss) attributable to: Owners of parent		<u>\$ 51,587,466</u>	<u>67</u> (<u>\$ 9,549,676</u>) (<u>17</u>)	(640)	
70000	Earnings per share Basic and diluted earnings per share (in dollars)	6(42)	\$ 2.37	\$ 1.30		

For the year ended December 31, 2022

Equity at beginning 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
Profit		-	-	-	-	-	18,334,958	-	-	-	-	18,334,958
Other comprehensive income (loss)	6(31)	-	-	-	-	-	1,626,797	2,900,155	(32,383,140)	(5,502)	(22,944)	(27,884,634)
Total comprehensive income (loss)		-	-	-	-	-	19,961,755	2,900,155	(32,383,140)	(5,502)	(22,944)	(9,549,676)
Earnings distribution for 2021												
Legal reserve	6(30)	-	-	-	2,632,645	-	(2,632,645)	-	-	-	-	-
Cash dividends	6(30)	-	-	-	-	-	(19,039,754)	-	-	-	-	(19,039,754)
Stock dividends	6(30)	3,399,956	-	-	-	-	(3,399,956)	-	-	-	-	-
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	-	-	(3,025,909)	-	3,025,909	-	-	-
Equity at end of year		<u>\$ 139,398,196</u>	<u>\$ -</u>	<u>\$ 68,194,233</u>	<u>\$ 45,976,579</u>	<u>\$ 2,538,952</u>	<u>\$ 59,027,089</u>	<u>(\$ 2,366,042)</u>	<u>(\$ 12,943,670)</u>	<u>\$ 1,649</u>	<u>(\$ 17,533)</u>	<u>\$ 299,809,453</u>

For the year ended December 31, 2023

Equity at beginning of year		\$ 139,398,196	\$ -	\$ 68,194,233	\$ 45,976,579	\$ 2,538,952	\$ 59,027,089	(\$ 2,366,042)	(\$ 12,943,670)	\$ 1,649	(\$ 17,533)	\$ 299,809,453
Profit		-	-	-	-	-	33,246,977	-	-	-	-	33,246,977
Other comprehensive income (loss)	6(31)	-	-	-	-	-	(995,446)	138,417	19,197,030	(1,948)	2,436	18,340,489
Total comprehensive income (loss)		-	-	-	-	-	32,251,531	138,417	19,197,030	(1,948)	2,436	51,587,466
Earnings distribution for 2022												
Legal reserve	6(30)	-	-	-	1,693,585	-	(1,693,585)	-	-	-	-	-
Special reserve	6(30)	-	-	-	-	13,625,012	(13,625,012)	-	-	-	-	-
Cash dividends	6(30)	-	-	-	-	-	(17,285,376)	-	-	-	-	(17,285,376)
Stock dividends	6(30)	1,115,186	-	-	-	-	(1,115,186)	-	-	-	-	-
Issue of shares	6(29)	-	1,391,394	-	-	-	-	-	-	-	-	1,391,394
Share-based payments	6(29)	-	-	308,151	-	-	-	-	-	-	-	308,151
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	-	-	867,400	-	(867,400)	-	-	-
Equity at end of year		<u>\$ 140,513,382</u>	<u>\$ 1,391,394</u>	<u>\$ 68,502,384</u>	<u>\$ 47,670,164</u>	<u>\$ 16,163,964</u>	<u>\$ 58,426,861</u>	<u>(\$ 2,227,625)</u>	<u>\$ 5,385,960</u>	<u>(\$ 299)</u>	<u>(\$ 15,097)</u>	<u>\$ 335,811,088</u>

CASH FLOWS FROM OPERATING ACTIVITIES

Profit before tax		\$	37,047,965	\$	21,144,301
Adjustments					
Adjustments to reconcile profit (loss)					
Depreciation expense	6(39)		1,638,778		1,605,544
Amortization expense	6(39)		756,168		646,129
Bad debts expense, commitment and guarantee liability provision			9,114,960		2,876,572
Interest expense	6(32)		81,506,053		32,253,073
Interest income	6(32)	(	117,567,630 )	(	69,936,167)
Dividend income	6(34)(35)	(	3,574,438 )	(	4,308,202)
Net change in provisions for insurance liabilities		(	2,339,213)		2,357,830
Share-based payment transaction	6(29)		302,219		-
Share of loss of associates and joint ventures accounted for using equity method	6(10)		78,454		127,282
Gain on disposal of property and equipment	6(37)	(	30,106 )	(	834)
Gain on disposal of assets classified as held for sale	6(8)	(	100,888)		-
Impairment loss (reversal of impairment loss) on assets	6(36)		80,538	(	139,865)
Profit reclassified by applying overlay approach		(	1,948 )	(	5,502)
Changes in operating assets and liabilities					
Changes in operating assets					
(Increase) decrease in due from Central Bank and call loans to other banks		(	140,919,312)		78,959,678
Increase in financial assets at fair value through profit or loss		(	23,561,971 )	(	2,067,232)
Increase in financial assets at fair value through other comprehensive income		(	13,301,100 )	(	14,032,842)
(Increase) decrease in investments in debt instruments measured at amortized cost		(	50,858,808)		82,630,934
(Increase) decrease in receivables		(	5,075,039)		15,035,229
Increase in discounts and loans		(	60,757,805 )	(	44,977,291)
Decrease (increase) in reinsurance contract assets			2,745,371	(	11,602,206)
Decrease (increase) in other financial assets			1,322,194	(	1,574,933)
(Increase) decrease in other assets		(	2,980,952)		1,235,637
Changes in operating liabilities					
Increase in deposits from the Central Bank and banks			216,826,658		12,619,861
Increase in financial liabilities at fair value through profit or loss			4,139,829		2,103,375
Increase in bills and bonds purchased under resale agreements			30,136,252		27,285,891
Increase (decrease) in payables			17,553,043	(	16,690,288)
Increase (decrease) in deposits and remittances			6,451,846	(	112,423,157)
Increase in other financial liabilities			941,644		11,088,919
(Decrease) increase in liabilities reserve		(	2,861,706)		2,928,302
Increase (decrease) increase in other liabilities			1,413,621	(	7,353,413)
Cash (outflow) inflow generated from operations		(	11,875,323)		9,786,625
Interest received			113,978,441		65,166,608
Cash dividend received			3,647,732		4,480,409
Interest paid		(	76,446,644 )	(	29,029,347)
Income tax paid		(	3,757,554 )	(	4,435,944)
Net cash flows from operating activities			<u>25,546,652</u>		<u>45,968,351</u>

(Continued)

CASH FLOWS FROM INVESTING ACTIVITIES

Acquisition of investments accounted for using equity method		(\$	755,563)	\$	-
Proceeds from capital reduction of investments accounted for using equity method			69,844		43,350
Proceeds from disposal of assets classified as held for sale	6(8)		113,268		-
Acquisition of property and equipment	6(15)	(	1,351,894 )	(	1,225,806)
Proceeds from disposal of property and equipment			46,331		1,257
Acquisition of intangible assets		(	822,385 )	(	1,021,684)
Acquisition of investment properties	6(14)	(	489,109 )	(	105,295)
Net cash flows used in investing activities		(	3,189,508 )	(	2,308,178)

CASH FLOWS FROM FINANCING ACTIVITIES

Decrease in due to the Central Bank and banks		(	379,575 )	(	24,038,593)
Increase (decrease) in commercial papers payable	6(43)		17,770,000	(	10,264,000)
Proceeds from issuing bonds	6(43)		10,000,000		-
Proceeds from issuing bank notes payable	6(43)		1,500,000		14,000,000
Repayments of bank notes payable	6(43)	(	1,000,000)		-
(Decrease) increase in other borrowings	6(43)	(	5,400,888)		16,088,000
(Decrease) increase in guarantee deposits received		(	5,340,763)		2,210,151
Proceeds from issuing shares	6(29)		1,391,394		-
Payment of lease liabilities	6(43)	(	695,541 )	(	564,246)
Cash dividends paid		(	15,504,538 )	(	17,078,169)
Net cash flows from (used in) financing activities			2,340,089	(	19,646,857)
Effect of exchange rate changes			328,062		2,782,483
Net increase in cash and cash equivalents, net			25,025,295		26,795,799
Cash and cash equivalents, net at beginning of year			435,380,396		408,584,597
Cash and cash equivalents, net at end of year		\$	460,405,691	\$	435,380,396
The components of cash and cash equivalents					
Cash and cash equivalents reported in the balance sheet	6(1)	\$	139,031,498	\$	88,545,616
Due from Central Bank and call loans to other banks qualified as cash and cash equivalents as defined by IAS 7	6(2)		315,929,234		346,216,474
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7			5,444,959		618,306
Cash and cash equivalents at end of year		\$	460,405,691	\$	435,380,396

Attachment 6

Mega Financial Holding Co., Ltd.
Earnings Distribution Statement
Year 2023

Unit : NT\$

Items	Amount
Beginning undistributed retained earnings in 2023	25,307,930,504
Net profit after income tax in 2023	33,246,977,273
Add : Gain on disposal of investments in equity instruments measured at fair value through other comprehensive income	867,399,602
Add : Reversal of special reserve for first-time adoption of TIFRS	2,586,853
Less : Remeasurements of defined benefit plans	(995,445,434)
2023 distributable earnings	33,121,518,294
Less : 10% legal reserve	(3,312,151,829)
Add : Reversal of special reserve for other equity reduction	13,625,011,623
Total distributable earnings	68,742,308,592
Less : Distribution item	
Cash dividends to shareholders (NT\$1.5 per share)	(21,602,007,207)
Stock dividends to shareholders (NT\$0.3 per share)	(4,320,401,440)
Distribution amount	(25,922,408,647)
Unappropriated retained earnings	42,819,899,945
<p>Note1 : The 2023 distributable earnings shall be distributed as a priority.</p> <p>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.</p>	

Attachment 7

Mega Financial Holding Co., Ltd.

The Comparison Table of Amended Articles of Incorporation

Amended Article	Current Article	Explanation
ARTICLE 22 The <u>Board of Directors'</u> Auditing Department organized under the Board of Directors, consists of one Chief Auditor <u>and</u> Auditors, handling internal auditing and related matters. Divisions can be set up in need to engage in different business.	ARTICLE 22 The Auditing Department organized under the Board of Directors, consists of one Chief Auditor, <u>one Deputy Chief Auditor, Auditors and staffs,</u> handling internal auditing and related matters. Divisions can be set up in need to engage in different business. <u>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.</u>	<ol style="list-style-type: none"> 1. In consideration of the fact that the audit units of other governmental financial holding companies do not have an official position as Deputy Chief Auditor, and that the board of directors of Mega Bank also approved the amendment of the organization rules in October, 2016, and canceled the position of Deputy Chief Auditor. 2. Considering the consistency of the audit system across this financial holding group, the company hereby proposes to adopt the audit regime of Mega Bank, whereby one Chief Auditor is appointed as the head of the head quarter's audit function, the title and its corresponding grade description of Deputy Chief Auditor are concurrently abolished.
ARTICLE 33 These Articles of Incorporation were promulgated on December 19, 2001. The first amendment was made on June 12, 2002,	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	Add revision date.

<p>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, the thirteenth amendment was made on June 21, 2019, the fourteenth amendment was made on June 17, 2022, the fifteenth amendment was made on June 16, 2023, <u>the sixteenth amendment was made on June 21, 2024.</u></p>	<p>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, <u>and</u> the thirteenth amendment was made on June 21, 2019, <u>and</u> the fourteenth amendment was made on June 17, 2022, <u>and</u> the fifteenth amendment was made on June 16, 2023.</p>	
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Attachment 8

Mega Financial Holding Co., Ltd. The Comparison Table of Articles of Procedures for Acquisition or Disposal of Assets

Amended article	Current article	Explanation
<p>Article 13</p> <p>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:</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. 	<p>Article 13</p> <p>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:</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. 	<p>1. In conjunction with the "Corporate Governance 3.0-Sustainable Development Roadmap" and to promote the reporting of related party transactions in non-business activities in the shareholders' meeting, pursuant to Article 11 of the Sample Template for XXX Co., Ltd. Rules Governing Financial and Business Matters Between this Corporation and its Affiliated Enterprises, the Company added paragraph 2 to this article to prescribe that transactions listed in paragraph 1 shall be reported to the annual shareholders' meeting following the end of</p>

Amended article	Current article	Explanation
<p>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.</p> <p>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.</p> <p>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.</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>For related party transactions listed in the preceding paragraph, the actual transaction status (including the transaction amount, terms and conditions, and information listed in the preceding paragraph) shall be reported to the latest shareholders' meeting after the end of the year.</u></p> <p>With respect to the types of</p>	<p>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.</p> <p>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.</p> <p>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.</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</p>	<p>the year,.</p> <p>2. The former paragraphs 2 to 6 have been moved to paragraphs 3 to 7.</p>

Amended article	Current article	Explanation
<p>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>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</p>	<p>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>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</p>	

Amended article	Current article	Explanation
<p>3 and paragraph 4 shall apply mutatis mutandis to the audit committee.</p> <p>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.</p> <p>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.</p>	<p>3 and paragraph 4 shall apply mutatis mutandis to the audit committee.</p> <p>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.</p> <p>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.</p>	

Amended article	Current article	Explanation
<p><u>Article 33</u></p> <p><u>This procedure was 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, 2022. 7th amendment by Annual Shareholders' Meeting on June 21, 2024.</u></p>		<p>This article is newly added to clarify the revision (amendment) process of this procedure.</p>

Attachment 9

Profiles of Director & Independent Director Candidates

Position	Name of Director (Representative of Legal Entity)	Concurrent Position	Experience (Education)	Shareholding
Director	Chung-Dar Lei (Ministry of Finance, R.O.C)	Chairman of Mega Financial Holding Co., Ltd. & Mega Int'l Commercial Bank Co., Ltd.	Associate V.P., Researcher, Advisor of Central Bank; Director, Central American Bank for Economic Integration (CABEI); General Director, Financial Bureau of Kaohsiung City Government; Acting Chairman, Bank of Kaohsiung; Chairman, Central Deposit Insurance Corporation; Chairman of Taiwan Cooperative Financial Holding Co., Ltd. & Taiwan Cooperative Bank Co., Ltd.; Chairman, Trust Association R.O.C; Managing Director, the Banker Association of R.O.C. (PhD. Economics, Cornell University, U.S.A.)	1,180,992,939
Director	Yu-Mei Hsiao (Ministry of Finance, R.O.C)	President of Mega Financial Holding Co., Ltd.	General Manager of Gong-guan/ Brisbane Branch, First Commercial Bank; Chief Secretary / Vice President of Mega Int'l Commercial Bank Co., Ltd. & Mega Financial Holding Co., Ltd. (M.A. in Finance, University of Illinois at Urbana-Champaign, U.S.A.)	1,180,992,939
Director	Po-Cheng Chen (Ministry of Finance, R.O.C)	Director-General, National Treasury Administration, Ministry of Finance, R.O.C.	Chief / Senior Executive Officer / Deputy Director / Chief Secretary / Director, Taxation Administration, Ministry of Finance;	1,180,992,939

Position	Name of Director (Representative of Legal Entity)	Concurrent Position	Experience (Education)	Shareholding
			<p>Director, National Treasury Administration, Ministry of Finance;</p> <p>Deputy Director-general / National Taxation Bureau of the Southern Area, Ministry of Finance;</p> <p>Director-General / Finance and Local Tax Bureau, Tainan City;</p> <p>Director-General / National Taxation Bureau of Kaohsiung, Ministry of Finance</p> <p>(M.A. in Public Finance, National Chengchi University)</p>	
Director	Pei-Chun Chen (Ministry of Finance, R.O.C)	Chairman of Mega Securities Co., Ltd. & Mega Futures Co., Ltd.	<p>Manager of Yuanta Core Pacific Securities Co., Ltd.;</p> <p>Vice President of PineBridge Investments Management Taiwan Ltd.;</p> <p>Legal Director of Prestige Law Firm, Chief Auditor of Mega Securities Co., Ltd.</p> <p>(M.A. in Law, Boston University, U. S. A.)</p>	1,180,992,939
Director	Yih-Jiuan Wu (Ministry of Finance, R.O.C)	Director General, Dept. of Economic Research, Central Bank of the R.O.C.	<p>Assistant Director General / Deputy Director General / Director General of Department of Economic Research, Central Bank of the R.O.C.</p> <p>(Ph.D. in Economics, Iowa State University, U.S.A.)</p>	1,180,992,939
Director	Ing-Ren Lee (Ministry of Finance, R.O.C)	Vice President & Deputy General Manager, Lan Ya Branch of Mega Int'l Commercial Bank Co., Ltd.	<p>Manager / Assistant Vice President / Vice President / Deputy General Manager, Mega Int'l Commercial Bank Co., Ltd.;</p> <p>Director / Executive Director, The Labor Union of Mega Int'l Commercial Bank</p>	1,180,992,939

Position	Name of Director (Representative of Legal Entity)	Concurrent Position	Experience (Education)	Shareholding
			(Bachelor of Department of Banking and Finance, Takming University of Science and Technology)	
Director	Keh-Her Shih (National Development Fund, Executive Yuan, R.O.C.)	Director of Yang Ming Marine Transport Corp.	Deputy Magistrate, Yunlin County Government; Deputy Secretary-General, Executive Yuan; Consultant, Executive Yuan; Political Deputy Minister, Ministry of Labor; Deputy Secretary-General, Office of the President; Senior Secretary, Office of the President Deputy Minister of National Development Council, Executive Yuan, R.O.C. (MSc Regional and Urban Planning Studies, The London School of Economics and Political Science MSc Management, Imperial College, University of London)	891,568,452
Director	Yi-Hong Deng (National Development Fund, Executive Yuan, R.O.C.)	Managing attorney of Hongjian International Law Firm	Congressional Assistant, Legislative Yuan; Managing attorney of Hongjian International Law Firm; Independent Director, First Gold Life Insurance Co., Ltd. (Bachelor of Department of Law, National Chengchi University)	891,568,452
Director	Hong-Mo Wu (Chunghwa Post Co., Ltd.)	Chairman of Chunghwa Post Co., Ltd.	Deputy Mayor of Kaohsiung City Government; Minister without Portfolio, Executive Yuan & concurrently Minister, Public Construction Commission, Executive Yuan; Chairman of Taiwan International Ports	517,633,693

Position	Name of Director (Representative of Legal Entity)	Concurrent Position	Experience (Education)	Shareholding
			Corporation; Minister of Ministry of Transportation and Communications (Ph.D. in Marine Environment and Engineering, National Sun Yat-sen University)	
Director	Hui-Chuan Chen (Bank of Taiwan Co., Ltd.)	Deputy Minister of DGBAS, Executive Yuan	Accounting Director, Council of Agriculture Executive Yuan Deputy Director-General Accounting Dept, Ministry of the Justice Director-General Accounting Dept, Ministry of the Education Director-General Budget Accounting and Statistics Office, Taoyuan City (County) Government Director-General Accounting Dept, Judicial Yuan (M.A. in Accounting, National Chengchi University)	377,876,300
Independent Director	Ying Wu	Independent Director of Mega Financial Holding Co., Ltd. & Mega Int'l Commercial Bank Co., Ltd.	Chief Auditor, Senior Executive Vice President, Director of First Commercial Bank; Chief Auditor, Director & President of First Financial Holding Co., Ltd.; Supervisor of International Bills Finance Corp; Director & Vice Chairman of IBF Financial Holdings (Bachelor of Department of Finance and Taxation, National Chengchi University)	0
Independent Director	Chang-Ching Lin	Professor, Dept. of Economics, National Cheng Kung University	Assistant Research Fellow, Institute of Economics, Academia Sinica; Adjunct Assistant Professor, Dept. of Economics, National Central University; Adjunct Assistant Professor,	0

Position	Name of Director (Representative of Legal Entity)	Concurrent Position	Experience (Education)	Shareholding
			Dept. of Economics, National Taiwan University; Associate Dean, College of Social Sciences, National Cheng Kung University Independent Director, Air Asia Company Limited. (Ph.D. in Economics, University of Michigan - Ann Arbor)	
Independent Director	Hung-Ju Chen	Associate Dean, College of Social Sciences; Professor, Department of Economics, National Taiwan University	Assistant Professor, Professor, Dept. of Economics, National Taiwan University; Directors, First Financial Holding Co., Ltd.; Managing Director, First Commercial Bank Co., Ltd. (Ph.D., Economics, University of California, Los Angeles, U. S. A.)	0
Independent Director	Tsai-Jyh Chen	Professor, Dept. of Risk Management and Insurance, National Chengchi University	Associate professor, Professor, Dept. of Risk Management and Insurance, National Chengchi University; Independent Director, Mega Bills Finance Co., Ltd. (Ph.D. of Insurance, Wharton School, University of Pennsylvania, U. S. A.)	0
Independent Director	Yung-Chih Lien	Dean, College of International Marketing, National Taipei University of Business	Assistant Professor, Associate Professor, Professor, Dept. of International Business, National Taiwan University; Assistant Professor, Dept. of Shipping Management, National Taiwan Ocean University; Assistant Professor, Dept. of Management, National Sun Yat-Set University; Independent Director, SysJust Co., Ltd.;	0

Position	Name of Director (Representative of Legal Entity)	Concurrent Position	Experience (Education)	Shareholding
			Independent Director, TWOWAY Communications Inc. (Ph.D., King's College London, UK)	