

Stock Code : 2886

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

## **Handbook for the 2026 Annual General Shareholders' Meeting**

**Meeting Time: 9:00 a.m., June 18, 2026**

**Venue: 13<sup>th</sup> Floor, No. 100, Jilin Road, Taipei**

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

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

## **Procedure for the 2026 Annual General Shareholders' Meeting**

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

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

## **Year 2026**

### **Agenda of Annual General Shareholders' Meeting**

**Time:** 09:00 a.m. on Thursday, June 18, 2026

**Venue:** 13/F, Jilin Bldg. of Mega International Commercial Bank (the “Bank”)  
No. 100, Jilin Road, Taipei, Taiwan

**Shareholders meeting will be held by means of:** Hybrid Shareholders' Meeting

**TDCC e-Meeting Platform:** <https://stockservices.tdcc.com.tw>

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

#### **2. Chairperson Remarks**

#### **3. Report Items**

- (1) 2025 Business Report.
- (2) The Audit Committee's Review Report on 2025 Business Report, Consolidated Financial Statements and the Proposal for Distribution of 2025 Earnings.
- (3) The Company's issuance of Corporate Bonds in 2025.
- (4) Communication between Audit Committee members and Chief Internal Auditor.
- (5) The Distribution of Directors' and Employees' Remuneration for 2025.
- (6) The Company's 2025 transaction report with related parties.
- (7) Report on the promulgation of relevant laws and regulations governing the holding of voting shares in the same financial holding company in excess of certain percentage by the same person or same affiliated party.

#### **4. Matters for Ratification**

- (1) 2025 Business Report and Consolidated Financial Statements.
- (2) The Proposal for Distribution of 2025 Earnings.

#### **5. Matters for Discussion**

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

#### **6. Questions and Motions**

#### **7. Adjournment**

## **Report Items**

**Agenda 1:** 2025 Business Report. (Proposed by the Board of Directors)

Explanation: The 2025 Business Report is attached as Attachment 1. (page 12)

**Agenda 2:** The Audit Committee's Review Report on 2025 Business Report, Consolidated Financial Statements and the Proposal for Distribution of 2025 Earnings. (Proposed by the Board of Directors)

Explanation: The Audit Committee's Review Report is attached as Attachment 2. (page 22)

**Agenda 3:** The Company's issuance of Corporate Bonds in 2025. (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 May 20, 2025, and the Company raised NT\$5 billion on November 24, 2025. All the raised funds were used to repay loans from financial institutions.

(2) The key terms of the bonds are as follows.

Issue	Terms	Issue Amount	Coupon Rate	Issue Date	Maturity Date
114-1	5 years	NT\$5 billion	Fixed Rate 1.60%	2025.11.24	2030.11.24

(3) The complete terms of the Company's 2025 corporate bond issuance are set forth in Attachment 3. (page 23)

**Agenda 4:** Communication between Audit Committee members and Chief Internal Auditor. (Proposed by the Audit Committee)

Explanation:

(1) Principles for communication between the Company's Audit Committee members and the Chief Internal Auditor:

i. A meeting for communicating solely with the Chief Internal Auditor is held at least once every year, and the Chief Internal Auditor may also communicate with independent directors as needed. All communications proceeded well.

ii. The Auditing Office sends audit reports and the improvement status of audited units to the Audit Committee and independent directors. There have been full communications on the execution status and effectiveness of audited items.

iii. Communications between Audit Committee members and the Chief Internal Auditor are posted on the Company's official website on a

regular basis.

- (2) For details on the communications between the Company's Audit Committee members and the Chief Internal Auditor in 2025, please see the Company's official website (URL: <https://www.megaholdings.com.tw/tc/communicate.aspx>).

**Agenda 5:** The Distribution of Directors' and Employees' Remuneration for 2025. (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) For year 2025, the Company allocated NT\$170,168,764 as directors' remuneration (at an allocation rate of 0.5%) and NT\$32,423,956 as employees' remuneration (at an allocation rate of 0.09527%), both of which were distributed in cash.
- (3) This proposal has been approved respectively by the 24th meeting of the 9th Board of Directors on March 13, 2026, and the 25th meeting of the 9th Board of Directors on April 21, 2026.

**Agenda 6:** The company's 2025 transaction report with related parties. (Proposed by the Board of Directors)

Explanation:

- (1) In accordance with the provisions of Article 13 of the Company's "Procedures for Acquisition or Disposal of Assets".
- (2) In 2025, the company had a total of 1 transaction with related parties in regard to acquisition or disposal of real estate, right-of-use assets or other assets with an amount exceeding 20% of the company's paid-in capital, 10% of total assets, or more than NT\$300 million. It was a private placement of 388,200 thousand ordinary shares issued by Mega International Commercial Bank Co., Ltd., a subsidiary of Mega FHC, at an issue price of NT\$36.70 per share, resulting in total proceeds of NT\$14,246.94 million. The Company participated in the subscription in full. The relevant content is as follows:

Item	Description
Counterparty to the trade	Mega International Commercial Bank Co., Ltd. (Mega Bank)
Its relationship to the company / The reason for choosing the related party as trading counterpart	100% owned subsidiary of the company/to maintain as the sole shareholder of the Mega Bank
Acquisition of assets	Private placement capital increase of common equity shares of Mega Bank.

Total transaction amount	NT\$14,246.94 million
The purpose, necessity and estimated benefits of the transaction	Strengthen Mega Bank's capital adequacy by enhancing its own capital base.
Whether obtained the monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and an appraisal report from a professional appraiser or a CPA's opinion	Yes
Restrictive covenants in the contract, and other important stipulations	None
Board resolutions	This transaction was approved by the 14th meeting of the 9th-term of the Company's Board of Directors held on May 20, 2025. Following the receipt of investment approval from the competent authority on June 11, 2025, the company completed the investment on June 24, 2025.

- (3) This proposal was approved at the 23rd meeting of the 9th-term Board of Directors held on February 24, 2026.

**Agenda 7:** Report on the promulgation of relevant laws and regulations governing the holding of voting shares in the same financial holding company in excess of certain percentage by the same person or same affiliated party. (Proposed by the Board of Directors)

Explanation:

- (1) It is handled in accordance with the Letter No.10060005190 dated Jan. 31, 2012 issued by the Financial Supervisory Commission (FSC).
- (2) Relevant laws and regulations are as follows:
  - i. In accordance with Paragraphs 2 and 3 of Article 16 of the Financial Holding Company Act, a same person or same affiliated person who individually, jointly or collectively holds more than 5% of the financial holding company's outstanding voting shares shall report such fact to the FSC within 10 days from the day of such holding; the same provision shall apply to each cumulative increase or decrease in the shares of the same person or same affiliated person by more than 1% thereafter. A same person

or same affiliated person who intends to individually, jointly or collectively acquire more than 10%, 25% or 50% of the financial holding company's outstanding voting shares shall apply for prior approval from the FSC. The definitions of a person or affiliated person and the situation where the holding of shares is excluded are expressly defined in Articles 4 and 5 in the Financial Holding Company Act.

- ii. Where the same person or the same affiliated person who holds voting shares issued by a financial holding company without filing a report with the FSC or obtaining approval from the FSC in accordance with Paragraph 10 of Article 16 of the Financial Holding Company Act, the excess shares held by such same person or same affiliated person shall not have voting rights and shall be disposed of within the given period prescribed by the FSC. In the event of violation, a fine not less than NT\$2 million but not more than NT\$50 million may be imposed in accordance with Article 60 of the Financial Holding Company Act. If such person is elected as a director, supervisor or the responsible person of a financial holding company, such person shall be considered to have engaged in dishonest or improper activities which indicate that he/she is unfit to serve as a responsible person of a financial holding company as set forth in Subparagraph 12 of Article 3 of the "Regulations Governing Qualification Requirements for the Promoter or Responsible Persons of Financial Holding Companies and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of a Financial Holding Company".
- (3) This proposal has been approved by the 23rd meeting of the 9th term of Board of Directors on February 24, 2026.

## **Matters for Ratification**

**Agenda 1:** 2025 Business Report and Consolidated Financial Statements.  
(Proposed by the Board of Directors)

Explanation: The Company's 2025 consolidated financial statements have been audited by CPA Kuo, Puo-Ju and Wu, Shang-Tun of PricewaterhouseCoopers, Taiwan. 2025 business report and consolidated financial statements have been approved by the Board and reviewed by the Audit Committee. 2025 business report and consolidated financial statements are attached as Attachment 1,4 . (page 12, page 24)

RESOLUTION:

**Agenda 2:** The Proposal for Distribution of 2025 Earnings. (Proposed by the Board of Directors)

Explanation:

- (1) The Company's 2025 financial statements have been audited by CPA Kou, Po-Ju and Wu, Shang-Tun of PricewaterhouseCoopers, Taiwan. The net profit after income tax of the Company in 2025 is NT\$35,038,130,288, after plusing Gain on disposal of investments in equity instruments measured at fair value through other comprehensive income amounted to NT\$717,460,429, and Remeasurements of defined benefit plans amounted to NT\$174,251,698, the 2025 distributable earnings are NT\$35,929,842,415, of which needs to deduct the provision for 10% legal reserve NT\$3,592,984,242 and plus the previous retained earnings of 2025 NT\$56,211,029,302; therefore, the total distributable earnings is NT\$88,547,887,475 and the 2025 distributable earnings shall be distributed as a priority as follows:
  - A. NT\$25,958,411,994 as cash dividends. (NT\$1.75 per share)
  - B. The balance of unappropriated retained earnings after distribution is NT\$62,589,475,481.
- (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 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) 2025 Earnings Distribution Statement is attached as Attachment 5.(page 39)
- (4) This proposal has been approved by the 25th meeting of the 9th term of Board of Directors held on April 21, 2026.

RESOLUTION:

## **Matters for Discussion**

**Agenda 1:** Amendment to the Company's "Procedures for Acquisition or Disposal of Assets". Please proceed to discuss. (Proposed by the Board of Directors)

Explanation:

- (1) In response to the Financial Supervisory Commission's amendments to Articles 31 and 35 of the "Guidelines for the Handling of Asset Acquisitions or Disposals by Publicly Listed Companies" issued on July 24, 2025, which relaxed the reporting standards for the acquisition or disposal of assets by companies with paid-in capital of NT\$50 billion and unrelated parties.
- (2) Our company has accordingly amended the relevant provisions of the aforementioned handling procedures. The key amendments are as follows:
  - A. Article 25
    - (A) Paragraph 1, Subparagraph 4: When acquiring or disposing of equipment or the right-of-use assets for business purposes, and the counterparty is not a related party, the reporting standard has been revised from a transaction amount of NT\$1 billion or more to 5% or more of the company's paid-in capital.
    - (B) Paragraph 1, Subparagraph 6: This paragraph is newly added. For the purchase and sale of government bonds, ordinary corporate bonds, and general bonds (excluding subordinated bonds) not involving equity in securities exchanges or securities commercial premises, and the counterparty is not a related party, a reporting requirement is only imposed when the transaction amount reaches 5% or more of the company's paid-in capital.
  - B. Article 33: The process of this amendment has been added.
- (3) Please refer to Attachment 6 for the comparison table and amended Procedures for Acquisition or Disposal of Assets (see page 40 of this Handbook for details).
- (4) This proposal has been approved by the 22nd meeting of the 9th term of the Board of Directors held on January 27, 2026.

RESOLUTION:

**Agenda 2:** Proposal of Releasing the Prohibition on Directors from Participation in Competitive Business. Please proceed to discuss. (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 annual general shareholders' meeting the essential contents of such an act and secure its approval.
- (2) Certain directors, including juristic person and its representative, of the Company participate in the operations, or appoint representative to serve as director of another company that is engaged in the same or similar business as the Company. These Directors have not obtained approval from the annual general shareholders' meeting. It is proposed that the annual general shareholders' meeting release the following directors from participation in competitive business during the tenure, according to Article 209 of the Company Act.

Position	Name of Director	Company	Concurrent Post
Chairman	Ray Beam Dawn (Representative of the Ministry of Finance, R.O.C.)	Taiwan Stock Exchange Corporation	Director

- (3) This proposal has been approved by the 25th meeting of the 9th term of Board of Directors held on April 21, 2026.

RESOLUTION:

## **Questions and Motions**

## **Attachment 1**

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

#### **2025 Business Report**

In 2025, despite challenges such as Trump trade protection policies, escalating geopolitical conflicts, and extreme weather events, the global economy demonstrated remarkable resilience driven by monetary easing policies promulgated by major central banks as well as breakthroughs in generative AI technology, which propelled increased capital expenditures in the technology sector and effectively offset some of the impacts from tariffs and weaknesses in traditional industries. Major international organizations (IMF, OECD, the World Bank, and S&P Global) estimated that the global economic growth rate in 2025 would fall in the range of 2.7% to 3.3%.

In 2025, Taiwan benefited from the continued expansion of emerging applications such as AI and high-performance computing around the world, as well as strong demand for AI infrastructure, which drove investment momentum in advanced semiconductor processes and servers, resulting in a significant increase in exports of electronics and ICT products. Moreover, a stable employment market, the income effect from salary increases, and the wealth effect of the rising stock market were beneficial to private consumption. Driven by the expansion of domestic and external demand, the Directorate General of Budget, Accounting and Statistics and the Central Bank respectively estimated that the economic growth rates for 2025 would be 8.68%, marking the strongest performance in nearly 15 years.

The Group will continuously provide all-inclusive financial services and refine its ESG and digital transformation development. As part of our commitment to excellence, the Company has served as the convener of the “Net-Zero Working Platform for the Financial Industry - Cross-Departmental Advisory Group” within the “Coalition of Movers and Shakers on Sustainable Finance” of the Financial Supervisory Commission (FSC). We have actively bridged communication between government agencies, industries, and peers, guiding financial sector capital toward sustainable economic activities. The Company has also been recognized by a number of sustainability assessments at home and abroad, including consecutive selections for the “DJSI World Index and Emerging Markets Index”, grade A (leadership) in the CDP Climate Change Questionnaire, the “National Sustainability Development Award” from the National Development Council, Executive Yuan, the “Bronze Award for National Corporate Environmental Protection” from the Ministry of Environment, the “Commonwealth Magazine’s Excellence in Corporate Social Responsibility Awards” and “CommonWealth Talent Sustainability Award” from Commonwealth Magazine, and the “Platinum Award for the Sustainability Report” and “Overall Sustainability Performance Award - Top 100 Model Enterprises in Taiwan” from the TCSA Taiwan Corporate Sustainability Awards. The Company has also been a long-term sponsor of various sports and won the Gold Award in the Sponsorship Category of the “17th Sports Promoter Award” sponsored by the Ministry of Sports.

Mega Bank has long been committed to the syndicated loan market, facilitated the sustainable development of SMEs, and actively promoted lending to key national industries with remarkable achievements. It was honored with the “Outstanding Bank for SMEs Credit Program” from the FSC and the “2024 Best Syndicated Loan Bank in Taiwan” from the Asia Pacific Loan Market Association, fully demonstrating its support and contribution to industrial development. In addition, Mega Bank has delivered outstanding performance in inclusive finance, digital finance, and fraud prevention. It won the outstanding performance award in the “2025 Financial Cybersecurity Attack and Defense Drill and Evaluation” from the FSC, the “Sustainable Finance Promotion Award” from the Small and Medium Enterprise and Startup Administration, Ministry of Economic Affairs, and the “List of Best Due Diligence Governance Information Disclosure” from the Taiwan Stock Exchange, highlighting its proactive efforts in strengthening financial security and social responsibility.

In 2025, thanks to the collective efforts of all employees, the Company’s annual consolidated profit amounted to a record high of NT\$35,038 million, an increase of 0.78% from 2024, with an after-tax earnings per share of NT\$2.36. The operational guidelines, implementation overview, implementation of budget, financial result and analysis, research and development of the Company are shown below:

## **I. Operational Guidelines**

1. Diversify source of profits and strengthen operational resilience
2. Strengthen overseas presence and cultivate customer service
3. Fortify relations with institutional investors and increase disclosure transparency
4. Monitor political, economic, and industrial environment and implement a risk management mechanism
5. Implement laws and regulations to improve data security and strengthen resilient safety transformation
6. Introduce innovative FinTech and enhance information system services
7. Enhance the Group’s awareness of legal compliance and implement a legal compliance culture
8. Strengthen anti-fraud defense capabilities and build a security protection network
9. Create a sustainable and happy workplace and enhance employee value
10. Commit to net-zero emissions and guide sustainable development
11. Build corporate brand image and reinforce social influence
12. Optimize the Group’s financial and taxation operations and improve the Group’s financial resilience

## **II. Implementation Overview**

1. Continue to enhance the subsidiary's business

The subsidiaries of the Company had continued to enhance their business operations based

on the existing foundation. In 2025, in terms of overseas performance, Mega Bank's profit before tax of overseas branches ranked 5<sup>th</sup> among local banks; in terms of corporate finance business, the market share of syndicated loan Bookrunner and MLA were 11.7% and 8.8%, both ranked 3<sup>rd</sup>; the credit business ranked 7<sup>th</sup> with a market share of 5.62%; the lending business ranked 9<sup>th</sup> with a market share of 5.46%; the corporate loan business ranked 4<sup>th</sup> with a market share of 6.63% ; and the SME loan business ranked 5<sup>th</sup> with a market share of 6.74%. 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 12<sup>th</sup> with the market share of 3.32%. The market share of Mega Bills Finance's CP2 issuance was 31.03%; the market share of bills trading and bond trading business in the secondary market were 28.05% and 26.64%, respectively; and the market share of bills guarantee business was 30.91%, all ranked as the first place in the market. Mega Securities' securities brokerage market share was 2.33%, ranked 10<sup>th</sup> in the market. Number of IPO underwriting ranked 11<sup>th</sup> and number of bond underwriting lead managed ranked 8<sup>th</sup> in the market. The market share of Chung Kuo Insurance's marine insurance business was 18.94%, ranked 2<sup>nd</sup> in the market; the market share of residential building fire insurance and aviation insurance business were 10.48% and 13.63% , both ranked 3<sup>rd</sup> in the market.

## 2. Management Goals

Despite the uncertainties facing the global economy, such as potential innovations in artificial intelligence technology, geopolitical tensions, and tariff wars, the Company will continue to make full use of the Group's resources, deepen cross-subsidiary cooperation, implement the "dual engines, dual wings" strategy, and improve the profit structure to cope with the changing financial environment, continue to create the greatest value for shareholders, and move towards the goal of becoming an Asian regional financial group. The specific measures taken are as follows:

- Scale up capital assets to boost the market status of the Group
- Deepen overseas businesses and identify opportunities of relocated Taiwanese businesses
- Cement competitive advantages in corporate banking and foreign exchange and strengthen the cross-selling practices of the Group
- Promote consumer banking and wealth management services and expand the scope of asset management
- Expand non-bank core businesses and diversify the Group's revenue contribution
- Increase corporate governance standards and pursue sustainable development at the Group level
- Deepen sustainable financial practices and implement environmental and social commitments
- Reinforce the internal control of the Group and implement compliance within and outside of the company

- Deepen the development of digital finance and strengthen the Group's data security
- Encourage employees to improve their professional knowledge and promote talent empowerment and development
- Establish digital mindset within the Group and deepen the Group's sustainability culture

### 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 2025, 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	2025	2024	Change (%)
Deposits (including due to Chunghwa Post Co., Ltd.)		3,115,639	3,033,608	2.70
Loans, import/export bills negotiated		2,329,789	2,216,375	5.12
Foreign exchange business		892,200	768,824	16.05
Securities purchased		931,920	934,206	(0.24)
Long-term equity investments		22,760	22,482	1.24
Credit card revolving loans		1,560	1,633	(4.47)
Trust asset balance		985,431	866,382	13.74

Note 1: All figures above use average yearly balances, except for foreign exchange business, which uses cumulative figures.

Note 2: Non-performing loans outstanding at the end of 2025 amounted to NT\$4,744 million, representing a non-performing loan ratio of 0.19% and a bad debt coverage ratio of 866.03%.

#### 2. Mega Securities Co., Ltd.

Unit: %; Cases; Quantity

Item	Business details	2025	2024	Change (%)
Securities brokerage	Market share of brokerage	2.33% (Rank 10th)	2.57% (Rank 9th)	(0.24)
	Market share of margin loan	5.13% (Rank 6th)	5.45% (Rank 5th)	(0.32)

Equity underwriting	Number of IPOs lead managed	2 (Rank 11th)	6 (Rank 4th)	(66.67)
Bond underwriting	Number of corporate bond issues lead managed	6 (Rank 8th)	2 (Rank 11th)	200.00
	Amount of corporate bond issues lead managed (NT\$ billion)	14 (Rank 11th)	3 (Rank 10th)	366.67
New financial products	Number of warrants issued	829 (Rank 11th)	1,202 (Rank 11th)	(31.03)
	Amount of warrants issued (NT\$ billion)	4.3 (Rank 12th)	5.8 (Rank 12th)	(25.86)

Note 1: The ranking is among securities companies in Taiwan in 2025.

Note 2: Underwriting business: The volume of equity underwriting business is determined by a comprehensive assessment of customers' demand and profitability. The decrease in the number of IPO listings in 2025 was due to alignment with customers' delayed listing schedules, leading to fewer cases compared to 2024.

Note 3: The Company adopted a precise issuance strategy for its warrant business, and issued warrants at an appropriate time based on the actual needs of market investors, instead of increasing the number of tranches to enhance brand visibility. Therefore, the number of issuances in 2025 decreased compared with that in 2024.

### 3. Mega Bills Finance Co., Ltd.

Unit: NT\$ million

Item	2025	2024	Change (%)
Underwriting and purchasing of bills	5,402,594	4,975,221	8.59
Underwriting amount of commercial paper issued for funding purposes (CP2)	5,184,719	4,768,264	8.73
Trading volume of bills	13,118,528	12,021,611	9.12
Trading volume of bonds	4,208,225	3,711,329	13.39
Average outstanding balance of guaranteed issues of commercial paper	192,933	180,081	7.14

### 4. Chung Kuo Insurance Co., Ltd.

Unit: NT\$ million

Item	2025	2024	Change (%)
Direct written premiums	11,538	11,024	4.66
Reinsurance premiums	687	833	(17.53)
Total	12,226	11,857	3.11

Note: The 17.53% decline in reinsurance premiums in 2025 was due to the Company's reduction in the acceptance ratio for underperforming reinsurance contracts.

5. Mega International Investment Trust Co., Ltd.

Unit: NT\$ million

Item	2025	2024	Change (%)
Public funds under management	115,627	95,670	20.86
Private placement funds under management	7,499	7,543	(0.58)
Discretionary account	6,856	379	1,708.97
Total	129,982	103,592	25.47

Note: The decrease in the size of private placement funds under management in 2025 compared to 2024 was mainly due to the redemptions and settlements by investors, resulting in a decrease by one fund compared to the same period last year.

6. Mega Asset Management Co., Ltd.

Unit: NT\$ million

Item	2025	2024	Change (%)
Service income	526	415	26.75
Gain from recovery of NPL purchased and the disposal of related collateral	21	2	950.00
Rental income	8	7	14.29
Gains from disposal of investment property	41	0	-
Total	596	424	40.57

7. Mega Venture Capital Co., Ltd.

Unit: NT\$ million

Item	2025	2024	Change (%)
Drawdown of long-term equity investment	159	155	2.58
Balance of long-term equity investment	860	837	2.75

**IV. Budget Implementation Status**

1. The Company's 2025 budget is implemented as follows:

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

Item	Final accounting figure	Budget figure	Achievement rate (%)
Revenues	34,851.77	32,059.70	108.71
Expenses and losses	1,018.90	1,192.41	85.45
Profit before tax from continuing operations	33,832.87	30,867.29	109.61
Profit	35,038.13	30,633.93	114.38
Earnings per share	2.36	2.07	114.01

Note: The figures are on an unconsolidated basis.

2. The subsidiaries' 2025 budgets are implemented as follows:

Unit: NT\$ million

Name of subsidiary	Profit before tax from continuing operations		Achievement rate (%)
	Final accounting figure	Budget figure	
Mega International Commercial Bank Co., Ltd.	33,301.58	31,200.00	106.74
Mega Securities Co., Ltd.	2,585.87	2,559.69	101.02
Mega Bills Finance Co., Ltd.	3,125.00	2,828.03	110.50
Chung Kuo Insurance Co., Ltd.	905.92	549.61	164.83
Mega Asset Management Co., Ltd.	257.97	225.11	114.60
Mega Venture Capital Co., Ltd.	-39.48	199.99	-
Mega International Investment Trust Co., Ltd.	153.37	111.84	137.14

Note 1: The figures are on an unconsolidated basis.

Note 2: Mega Venture Capital Co., Ltd. recorded a loss in 2025, mainly due to the underperformance of some unlisted investments. While revenue from some investee companies maintained steady growth, the stock prices did not reach the expected price, resulting in the net profit before tax falling short of the budget target.

## V. Financial Results and Profitability Analysis

The Company and its subsidiaries' consolidated profit from continuing operations before tax in 2025 amounted to NT\$39,531 million, an increase of NT\$440 million or 1.12% compared to 2024. The increase is mainly due to the following: net interest revenue increased NT\$799 million; revenue other than interest decreased NT\$2,276 million, which is contributed by the increase of gain on insurance business, decrease of financial asset and liabilities at fair value through profit and loss, decrease of exchange gain, and decrease of service fee revenue and commissions. Bad debts expense and provisions decreased by NT\$2,578 million; operating expense increased by NT\$661 million. In 2025, the Company and its subsidiaries' consolidated profit amounted to NT\$35,038 million, an increase of NT\$272 million or 0.78%, compared to 2024. The Company's consolidated ROA reached 0.72%, and consolidated ROE reached 9.26%. A breakdown of the financial results of the Company and its subsidiaries in 2025 are shown in the table below:

Unit: NT\$ million

Company	Profit before tax from continuing operations	Profit	Earnings per Share (NT\$)	Return on Assets (%)	Return on Equity (%)
Mega FHC & its Subsidiaries (Consolidated)	39,531.48	35,038.13	2.36	0.72	9.26
Mega FHC (Unconsolidated)	33,832.87	35,038.13	2.36	7.85	9.26
Mega International Commercial Bank Co., Ltd.	33,301.58	28,865.75	2.94	0.66	8.06
Mega Securities Co., Ltd.	2,585.87	2,258.12	1.95	2.02	10.11
Mega Bills Finance Co., Ltd.	3,125.00	2,524.79	1.67	0.73	5.77
Chung Kuo Insurance Co., Ltd.	905.92	760.67	2.31	2.93	7.64
Mega Asset Management Co., Ltd.	257.97	206.57	0.90	1.38	6.71
Mega Venture Capital Co., Ltd.	-39.48	-43.33	-0.36	-3.34	-3.38
Mega International Investment Trust Co., Ltd.	153.37	124.20	2.36	12.50	13.54

Note 1: Return on assets = net income after tax / average assets; return on equity = net income after tax / average equity.

Note 2: Except for the consolidated financials of Mega FHC & its subsidiaries, all financials are on an unconsolidated basis.

## VI. Research and Development

The Company and its subsidiaries' research and development progress in 2025 are summarized as follows:

1. The Company has introduced the IFRS Sustainability Disclosure Standards and established a sustainable information management mechanism. It has adopted the PCAF methodology for accounting and reporting GHG emissions linked to investments/financing and for setting SBTs. We have promoted the automation of the PCAF carbon inventory system, continued 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 conducted dependency and impact assessments on biodiversity (e.g., TNFD). The Company has continued to strengthen the information system, network structure, and data security protection capabilities, maintained the validity of ISO27001 certification, and kept abreast with international information security management systems.
2. In order to promote business development, Mega Bank has actively developed new financial products or launched marketing projects in response to market trends and meet customer needs in real time. In line with the trends of technology development and digital financial transformation, it also continues to strengthen R&D initiatives, increasing the depth of its digital financial services, searching for more cross-industry cooperation opportunities,

expanding the scope of its services, and developing new clientele. To align with customers' thoughts and needs of digital services, we also use data analysis technologies to ascertain customer preferences and insights, so as to optimize product designs and processes. Mega Bank has introduced and optimized the following new financial products and digital banking applications in 2025: Expansion of the functionality of the "AIO (All in One) comprehensive business integration platform" by adding voice services, account opening for other nationalities, and Line BC integration, in order to continuously streamline workflows and improve service quality; development of "direct bank-enterprise connection" to seamlessly connect bank services with enterprise ERP systems, embedding financial services such as collection and payment, financing and credit, and fund management into business operations to achieve the integration of cash flow and business processes; transition of the "Global eBanking (GEB)" payment files for New Taiwan dollar and foreign currencies to globally standardized encrypted messages transmitted via direct system connections to eliminate operational risks from human intervention; establishment of the "GEB Smart Assistant" inquiry service to resolve operational obstacles encountered in usage scenarios; participation in the promotion of the "Financial FAST-ID V2 Program", enabling customers to complete verification and data sharing via the Fast-ID systems of other banks, while continuously promoting diverse application scenarios to customers. While actively investing in digital financial research and development, Mega Bank is also applying for financial patent protection, with 98 new approvals in 2025, an annual growth rate of 9.5%. As of the end of 2025, a total of 203 invention patents, 917 utility model patents, and 11 design patents had been approved by the MOEA, totaling 1,131 financial patents, which ranked first in the domestic banking industry.

3. Mega Securities continues to optimize its order placement and trading systems, including improving the performance of "Host Co-Location", the functionality of the "ETF Investment Section", and the "Bank-Securities Dual-Opening System". It has also established a digital center and is planning a second mobile app, while optimizing the first mobile app. Mega Securities has introduced a human resources AI assistant and utilized AI to integrate financial information to comprehensively improve operational efficiency and customer service quality.
4. In line with its business development strategy, Mega Bills revised the department performance appraisal system, built an E-loan credit process management system, continuously optimized the ESG risk assessment system, improved various risk control indicators and operational risk self-assessment system, digitized transaction processes, optimized accounting processes, integrated the NTD bond repo business, enhanced paperless reporting, implemented the intelligent document management system, digitized information requests, digitized deposit/withdrawal operations, integrated joint marketing notification mechanisms, introduced AI applications, and strengthened digital and AI talent cultivation.
5. To keep pace with diverse market operations and FinTech development and to satisfy the needs of corporations and consumers, Chung Kuo Insurance actively collected market information and built databases, combining FinTech applications and digital processes to

simplify procedures and improve efficiency, and used data to analyze the market and consumer behavior to develop insurance products that are marketable, competitive, and profitable. There was a total of 128 insurance products submitted in 2025. Among them, there were 72 items on file for recordation basis, and 56 items on simple file for recordation basis.

Chairman: Ray Beam Dawn    President: Chuang-Chang Chang    Chief-Accountant: Mei-Li Chao

## **Attachment 2**

### **Audit Committee's Review Report**

The Company has prepared 2025 consolidated financial statements, audited by CPA Kou, Po-Ju and Wu, Shang-Tun of PricewaterhouseCoopers, Taiwan, 2025 business report and the proposal for distribution of 2025 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

2026 Annual General Shareholders' Meeting

Mega Financial Holding Co., Ltd.

Chairman of the Audit Committee: Wu, Ying

Date : April 21, 2026

### Attachment 3

## Mega Financial Holding Co., Ltd 2025 Corporate Bonds Terms

Type of Corporate Bond	1st Unsecured Corporate Bonds Issued in 2025
Issue Date	November 24, 2025
Denomination	NT\$ 1 million
Issuing and Transaction Place	Taipei Exchange
Issue Price	100% of par value
Issue Amount	NT\$ 5 billion
Coupon Rate	Fixed Rate 1.60%
Terms and Maturity Date	5 years November 24, 2030
Order of Compensation	Senior Unsecured Bond
Guarantor	None
Trustee	Yuanta 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

## INDEPENDENT AUDITORS' REPORT

PWCR 25000264

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, 2025 and 2024, 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, 2025 and 2024, 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.

### ***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 2025 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 2025 consolidated financial statements are addressed as follows:

#### **Impairment assessment of loans discounted**

##### Description

The impairment assessment of loans discounted is complied 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 \$2,476,747,705 thousand and \$42,083,855 thousand, respectively, as at December 31, 2025, please refer to Note 6(7); for disclosures of related credit risks, please refer to Note 8(3).

The subsidiary, Mega International Commercial Bank Co., Ltd. ("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 internal control policies of MICB's loans discounted, and sample tested the related internal control.
2. Obtained an understanding on the assumptions of the expected credit loss model and approach adopted by management, and sample tested the parameters of the expected credit loss model (including the historical data on probability of default, loss given default, and exposure at default) and forward-looking information, and sample calculated the amount of impairment.
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. Assessed cases in stage 3 (credit impaired) with material amounts that were assessed individually.
5. 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, assumption, and estimates uncertainty of unlisted stocks without an active market, please refer to Note 5(1); for details on financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, please refer to Notes 6(3) and (4). The fair values of unlisted stocks without an active market were classified as financial assets at fair value through profit or loss amounting to \$7,793,583 thousand and financial assets at fair value through other comprehensive income amounting to \$30,333,575 thousand as at December 31, 2025.

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 or the appraisal report issued by an expert appointed by the management 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 the 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(19)D and (25); for critical accounting estimates and assumption uncertainty of claims reserve (including ceded reserves), please refer to Note 5(4); for details on claims reserve (including ceded reserves), please refer to Note 6(25).

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 Corporate Actuarial Department's historical claim experience and expenses by insurance type. As of December 31, 2025, subsidiary CKI's claims reserve and ceded claims reserve was \$6,672,553 thousand and \$3,174,425 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 assist 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 examined 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.

### ***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 professional skepticism throughout the group 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.

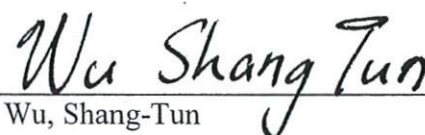
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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



Wu, Shang-Tun

For and on behalf of PricewaterhouseCoopers, Taiwan

March 13, 2026

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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 auditing standards generally accepted in the Republic of China, and their applications in practice.

**MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2025		December 31, 2024		
		AMOUNT	%	AMOUNT	%	
<b>Assets</b>						
11000	Cash and cash equivalents, net	6(1) and 11	\$ 168,055,070	3	\$ 103,947,126	2
11500	Due from the Central Bank and call loans to banks, net	6(2) and 11	709,445,698	14	598,175,343	13
12000	Financial assets at fair value through profit or loss	6(3), 11 and 12	269,201,495	5	248,660,022	5
12150	Financial assets at fair value through other comprehensive income	6(4), 11 and 12	587,669,884	12	580,413,345	13
12200	Investments in debt instruments at amortized cost, net	6(5) and 12	728,597,513	14	649,383,986	14
12500	Securities purchased under resell agreements		5,711,060	-	7,032,081	-
13000	Receivables, net	6(6)	132,628,590	3	117,592,363	3
13200	Current tax assets		1,519,661	-	2,558,187	-
13500	Loans discounted, net	6(7) and 11	2,434,663,850	48	2,294,640,812	49
13700	Reinsurance contract assets, net	6(8)	15,235,806	-	14,846,172	-
15000	Investments accounted for using equity method	6(9)	5,140,716	-	5,408,372	-
15500	Other financial assets, net	6(10) and 12	8,031,465	-	6,235,154	-
18000	Investment property, net	6(13) and 12	1,686,729	-	2,070,487	-
18500	Property and equipment, net	6(14) and 12	23,123,633	1	22,427,836	1
18600	Right-of-use assets, net	6(11)	2,053,165	-	1,985,283	-
19000	Intangible assets, net		1,636,766	-	1,522,902	-
19300	Deferred income tax assets	6(40)	6,674,072	-	6,627,546	-
19500	Other assets, net	6(15) and 12	10,179,971	-	8,079,732	-
<b>Total Assets</b>			<u>\$ 5,111,255,144</u>	<u>100</u>	<u>\$ 4,671,606,749</u>	<u>100</u>

(Continued)

**MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and equity		Notes	December 31, 2025		December 31, 2024	
			AMOUNT	%	AMOUNT	%
<b>Liabilities</b>						
21000	Deposits from the Central Bank and banks	6(16) and 11	\$ 739,867,828	15	\$ 557,004,765	12
21500	Due to the Central Bank and banks	6(17)	2,178,941	-	2,655,613	-
22000	Financial liabilities at fair value through profit or loss	6(18)	28,598,754	1	26,637,926	1
22500	Securities sold under repurchase agreements	6(3)(4)(5)(19) and 11	329,767,072	6	300,343,788	6
22600	Commercial paper issued, net	6(20)(42) and 11	51,686,929	1	37,437,809	1
23000	Payables	6(21)	103,737,545	2	93,627,240	2
23200	Current tax liabilities		7,740,480	-	8,421,828	-
23500	Deposits and remittances	6(22)	3,325,935,975	65	3,152,660,552	68
24000	Bonds payable	6(23)(42)	50,200,000	1	43,700,000	1
24400	Other borrowings	6(24)(42)	4,796,947	-	9,101,108	-
24600	Provisions	6(25)	30,615,558	1	30,112,679	1
25500	Other financial liabilities	6(26)	24,458,754	-	23,070,614	-
26000	Lease liabilities	6(11)(42)	2,114,829	-	2,056,289	-
29300	Deferred income tax liabilities	6(40)	2,282,238	-	2,203,014	-
29500	Other liabilities	6(27)	14,904,192	-	18,529,638	-
<b>Total Liabilities</b>			<u>4,718,886,042</u>	<u>92</u>	<u>4,307,562,863</u>	<u>92</u>
<b>Equity</b>						
<b>Equity attributable to owners of parent</b>						
31100	Capital					
31101	Common stock	6(28)	148,333,783	3	148,333,783	3
31500	Capital surplus	6(28)	76,849,829	1	76,840,889	2
Retained earnings						
32001	Legal reserve	6(28)	55,107,264	1	50,982,316	1
32003	Special reserve	6(28)	2,535,262	-	2,535,262	-
32011	Unappropriated earnings	6(29)	92,140,872	2	84,069,383	2
Other equity interest		6(30)				
32500	Other equity interest		17,402,092	1	1,282,253	-
<b>Total Equity</b>			<u>392,369,102</u>	<u>8</u>	<u>364,043,886</u>	<u>8</u>
<b>TOTAL LIABILITIES AND EQUITY</b>			<u>\$ 5,111,255,144</u>	<u>100</u>	<u>\$ 4,671,606,749</u>	<u>100</u>

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

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Year ended December 31				Changes Percentage (%)	
		2025		2024			
		AMOUNT	%	AMOUNT	%		
41000	Interest income	6(31) and 11	\$ 123,754,881	151	\$ 130,126,801	156	( 5)
51000	Less: interest expense	6(31) and 11	( 86,161,796)	( 105)	( 93,332,874)	( 112)	( 8)
	Net interest revenue		<u>37,593,085</u>	<u>46</u>	<u>36,793,927</u>	<u>44</u>	2
	Net revenue other than interest						
49800	Net service fee revenue and commissions	6(32)	13,980,755	17	14,323,898	17	( 2)
49810	Net insurance revenue		3,408,048	4	3,010,265	4	13
49820	Gain on financial assets and liabilities at fair value through profit or loss	6(33) and 11	19,434,125	24	21,089,916	25	( 8)
49825	Gain on investment property	6(13)	65,801	-	23,221	-	183
49835	Realized gain on financial assets at fair value through other comprehensive income	6(34)	3,356,844	4	3,332,596	4	1
49850	(Loss) gain arising from derecognition of financial assets measured at amortized cost	6(5)(7) and 8	( 172,740)	-	194,368	-	( 189)
49870	Foreign exchange gains		2,759,717	3	3,232,676	4	( 15)
49890	Share of profit (loss) of associates and joint ventures accounted for using equity method	6(9)	( 53,806)	-	83,612	-	( 164)
49898	(Loss) gain on reclassification under the overlay approach	6(30)	( 1,178)	-	1,308	-	( 190)
49900	Net other revenue other than interest income	6(36)	1,608,662	2	1,358,113	2	18
49880	Reversal of impairment loss on assets	6(35)	<u>28,361</u>	<u>-</u>	<u>41,231</u>	<u>-</u>	( 31)
	Net revenue		82,007,674	100	83,485,131	100	( 2)
58100	Bad debts expense, commitment and guarantee liability provision	6(6)(7)(8)(10)(25) and 8(3)	( 5,278,531)	( 7)	( 7,692,005)	( 9)	( 31)
58300	Net change in provisions for insurance liabilities	6(25)	( 289,016)	-	( 453,908)	( 1)	( 36)
	Operating expenses						
58501	Employee benefit expenses	6(37)	( 23,678,319)	( 29)	( 23,275,113)	( 28)	2
58503	Depreciation and amortization expenses	6(38)	( 2,609,304)	( 3)	( 2,540,226)	( 3)	3
58599	Other general and administrative expenses	6(39)	( 10,621,026)	( 13)	( 10,432,066)	( 12)	2
	Total operating expenses		( 36,908,649)	( 45)	( 36,247,405)	( 43)	2
61000	<b>Profit from continuing operations before tax</b>		39,531,478	48	39,091,813	47	1
61003	Income tax expense	6(40)	( 4,493,348)	( 6)	( 4,325,927)	( 5)	4
69000	<b>Net profit</b>		<u>\$ 35,038,130</u>	<u>42</u>	<u>\$ 34,765,886</u>	<u>42</u>	1

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Year ended December 31				Changes Percentage (%)
		2025		2024		
		AMOUNT	%	AMOUNT	%	
<b>Components of other comprehensive income that will not be reclassified to profit or loss, net of tax</b>						
69561	Gain on remeasurement of defined benefit plan	6(25)	\$ 216,581	-	\$ 845,274	1 ( 74)
69563	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	6(9)(30)	2,246	-	888	- 153
69567	Revaluation gain on investments in equity instruments measured at fair value through other comprehensive income	6(30)	6,349,995	8	4,851,750	6 31
69569	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(40)	( 43,316)	-	( 169,055)	- ( 74)
<b>Components of other comprehensive income that will be reclassified to profit or loss, net of tax</b>						
69571	Exchange differences on translation	6(30)	( 66,927)	-	1,900,555	2 ( 104)
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(9)(30)	149,330	-	( 277,896)	( 1) ( 154)
69585	Revaluation gain (loss) from investments in debt instruments measured at fair value through other comprehensive income	6(30)	10,854,632	13	( 2,515,154)	( 3) ( 532)
69587	Reversal of impairment loss from investments in debt instruments measured at fair value through other comprehensive income	6(30)	( 16,462)	-	( 25,840)	- ( 36)
69590	Other comprehensive income (loss) on reclassification under the overlay approach	6(30)	1,178	-	( 1,308)	- ( 190)
69579	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(30)(40)	( 435,705)	-	12,594	- ( 3560)
69500	<b>Other comprehensive income</b>		<u>17,011,552</u>	<u>21</u>	<u>4,621,808</u>	<u>5</u> 268
69700	<b>Total comprehensive income</b>		<u>\$ 52,049,682</u>	<u>63</u>	<u>\$ 39,387,694</u>	<u>47</u> 32
Profit attributable to:						
69901	Owners of parent		<u>\$ 35,038,130</u>	<u>42</u>	<u>\$ 34,765,886</u>	<u>42</u> 1
Comprehensive income attributable to:						
69951	Owners of parent		<u>\$ 52,049,682</u>	<u>63</u>	<u>\$ 39,387,694</u>	<u>47</u> 32
Earnings per share						
70000	Basic and diluted earnings per share (in dollars)	6(41)	<u>\$ 2.36</u>		<u>\$ 2.35</u>	

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

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

	Notes	Equity attributable to owners of the parent										Total equity
		Capital			Retained earnings				Other equity interest			
		Common stock	Advance receipts for capital stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Other comprehensive income (loss) on reclassification using overlay approach	Other equity interest	
<b>For the year ended December 31, 2024</b>												
Equity at beginning of year		\$ 140,513,382	\$ 1,391,394	\$ 68,502,384	\$ 47,670,164	\$ 16,163,964	\$ 58,426,861	(\$ 2,227,625 )	\$ 5,385,960	(\$ 299 )	(\$ 15,097 )	\$ 335,811,088
Profit		-	-	-	-	-	34,765,886	-	-	-	-	34,765,886
Other comprehensive income (loss)	6(30)	-	-	-	-	-	676,219	1,900,555	2,031,245	( 1,308 )	15,097	4,621,808
Total comprehensive income (loss)		-	-	-	-	-	35,442,105	1,900,555	2,031,245	( 1,308 )	15,097	39,387,694
Earnings distribution for 2023												
Legal reserve	6(29)	-	-	-	3,312,152	-	( 3,312,152 )	-	-	-	-	-
Special reserve	6(29)	-	-	-	-	( 13,625,012 )	13,625,012	-	-	-	-	-
Cash dividends	6(29)	-	-	-	-	-	( 21,602,007 )	-	-	-	-	( 21,602,007 )
Stock dividends	6(29)	4,320,401	-	-	-	-	( 4,320,401 )	-	-	-	-	-
Issuance of shares	6(28)	3,500,000	( 1,391,394 )	8,050,000	-	-	-	-	-	-	-	10,158,606
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	-	-	5,806,275	-	( 5,806,275 )	-	-	-
Reversal of special reserve due to disposal of property	6(28)	-	-	-	-	( 3,690 )	3,690	-	-	-	-	-
Other changes in capital surplus	6(28)	-	-	288,505	-	-	-	-	-	-	-	288,505
Equity at end of year		\$ 148,333,783	\$ -	\$ 76,840,889	\$ 50,982,316	\$ 2,535,262	\$ 84,069,383	(\$ 327,070 )	\$ 1,610,930	(\$ 1,607 )	\$ -	\$ 364,043,886
<b>For the year ended December 31, 2025</b>												
Equity at beginning of year		\$ 148,333,783	\$ -	\$ 76,840,889	\$ 50,982,316	\$ 2,535,262	\$ 84,069,383	(\$ 327,070 )	\$ 1,610,930	(\$ 1,607 )	\$ -	\$ 364,043,886
Profit		-	-	-	-	-	35,038,130	-	-	-	-	35,038,130
Other comprehensive income (loss)	6(30)	-	-	-	-	-	174,252	( 66,927 )	16,903,049	1,178	-	17,011,552
Total comprehensive income (loss)		-	-	-	-	-	35,212,382	( 66,927 )	16,903,049	1,178	-	52,049,682
Earnings distribution for 2024												
Legal reserve	6(29)	-	-	-	4,124,948	-	( 4,124,948 )	-	-	-	-	-
Cash dividends	6(29)	-	-	-	-	-	( 23,733,406 )	-	-	-	-	( 23,733,406 )
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	-	-	717,461	-	( 717,461 )	-	-	-
Other changes in capital surplus	6(28)	-	-	8,940	-	-	-	-	-	-	-	8,940
Equity at end of year		\$ 148,333,783	\$ -	\$ 76,849,829	\$ 55,107,264	\$ 2,535,262	\$ 92,140,872	(\$ 393,997 )	\$ 17,796,518	(\$ 429 )	\$ -	\$ 392,369,102

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

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2025	2024
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>			
Profit before tax		\$ 39,531,478	\$ 39,091,813
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(38)	1,747,494	1,721,549
Amortization expense	6(38)	861,810	818,677
Bad debts expense, commitment and guarantee liability provision		5,278,531	7,692,005
Interest expense	6(31)	86,161,796	93,332,874
Interest income	6(31)	( 123,754,881 )	( 130,126,801 )
Dividend income	6(33)(34)	( 3,652,061 )	( 3,953,019 )
Net change in provisions for insurance liabilities		289,016	453,908
Share of loss (gain) of associates and joint ventures accounted for using equity method	6(9)	53,806	( 83,612 )
Loss (gain) on disposal of property and equipment	6(36)	5,639	( 23,285 )
Gain on disposal of investment property		( 41,320 )	-
Reversal of impairment loss on assets	6(35)	( 28,361 )	( 41,231 )
Profit reclassified by applying overlay approach	6(3)	1,178	( 1,308 )
Changes in operating assets and liabilities			
Changes in operating assets			
Increase in due from Central Bank and call loans to other banks		( 23,013,030 )	( 12,944,513 )
Increase in financial assets at fair value through profit or loss		( 20,541,473 )	( 20,196,162 )
Decrease (increase) in financial assets at fair value through other comprehensive income		9,964,550	( 20,785,400 )
Increase in investments in debt instruments measured at amortized cost		( 79,216,851 )	( 33,006,201 )
Increase in receivables		( 15,215,481 )	( 24,559,028 )
Increase in discounts and loans		( 145,060,548 )	( 168,715,685 )
Increase in reinsurance contract assets		( 389,634 )	( 999,319 )
(Increase) decrease in other financial assets		( 1,797,746 )	114,807
(Increase) decrease in other assets		( 2,097,908 )	649,059
Changes in operating liabilities			
Increase (decrease) in deposits from the Central Bank and banks		182,863,063	( 77,093,472 )
Increase in financial liabilities at fair value through profit or loss		2,059,526	1,175,680
Increase in bills and bonds purchased under resale agreements		29,423,284	17,864,883
Increase (decrease) in payables		8,482,438	( 5,624,685 )
Increase in deposits and remittances		173,275,423	298,842,159
Increase (decrease) in other financial liabilities		1,388,140	( 1,413,313 )
Increase in liabilities reserve		45,068	1,100,862
(Decrease) increase in other liabilities		( 1,667,602 )	816,848
Cash inflow (outflow) generated from operations		124,955,344	( 35,891,910 )
Interest received		124,024,909	129,843,335
Cash dividend received		3,846,307	4,060,516
Interest paid		( 86,906,697 )	( 93,864,169 )
Income tax paid		( 4,582,493 )	( 9,105,414 )
Net cash flows from (used in) operating activities		<u>161,337,370</u>	<u>( 4,957,642 )</u>

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2025	2024
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from capital reduction of investments accounted for using equity method		\$ 56,089	\$ 35,539
Acquisition of property and equipment	6(14)	( 1,544,415 )	( 1,263,074 )
Proceeds from disposal of property and equipment		839	30,025
Acquisition of intangible assets		( 955,640 )	( 904,760 )
Acquisition of investment properties	6(13)	( 51,912 )	( 55,145 )
Proceeds from disposal of investment property		160,017	-
Net cash flows used in investing activities		( 2,335,022 )	( 2,157,415 )
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Decrease in due to the Central Bank and banks		( 476,672 )	( 215,192 )
Increase (decrease) in commercial papers payable	6(42)	14,250,000	( 2,945,000 )
Proceeds from issuance of bonds	6(42)	5,000,000	-
Proceeds from issuance of bank notes payable	6(42)	1,500,000	13,200,000
Decrease in other borrowings	6(42)	( 4,304,161 )	( 2,846,004 )
(Decrease) increase in guarantee deposits received		( 1,980,197 )	7,401,076
Proceeds from issuance of shares	6(28)	-	10,158,606
Increase in financial liabilities designated at fair value through profit or loss		-	297,349
Decrease in financial liabilities designated at fair value through profit or loss		( 98,698 )	( 422,399 )
Payment of lease liabilities	6(42)	( 712,625 )	( 621,773 )
Cash dividends paid		( 21,347,679 )	( 19,430,533 )
Net cash flows (used in) from financing activities		( 8,170,032 )	4,576,130
Effect of exchange rate changes		211,932	1,857,996
Net increase (decrease) in cash and cash equivalents, net		151,044,248	( 680,931 )
Cash and cash equivalents, net at beginning of year		459,724,760	460,405,691
Cash and cash equivalents, net at end of year		\$ 610,769,008	\$ 459,724,760
<u>The components of cash and cash equivalents</u>			
Cash and cash equivalents reported in the balance sheet	6(1)	\$ 168,055,070	\$ 103,947,126
Due from Central Bank and call loans to other banks qualified as cash and cash equivalents as defined by IAS 7	6(2)	437,002,878	348,745,553
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7		5,711,060	7,032,081
Cash and cash equivalents at end of reporting period		\$ 610,769,008	\$ 459,724,760

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

**Attachment 5**

**Mega Financial Holding Co., Ltd.  
Earnings Distribution Statement**

**Year 2025**

**Unit:NT\$**

Items	Amount
<b>Beginning undistributed retained earnings in 2025</b>	<b>56,211,029,302</b>
Net profit after income tax in 2025	35,038,130,288
Add : Gain on disposal of investments in equity instruments measured at fair value through other comprehensive income	717,460,429
Add : Remeasurements of defined benefit plans	174,251,698
<b>2025 distributable earnings</b>	<b>35,929,842,415</b>
Less : 10% legal reserve	(3,592,984,242)
<b>Total distributable earnings</b>	<b>88,547,887,475</b>
Less : Distribution item	
Cash dividends to shareholders (NT\$1.75 per share)	(25,958,411,994)
<b>Distribution amount</b>	<b>(25,958,411,994)</b>
<b>Unappropriated retained earnings</b>	<b>62,589,475,481</b>

Note1 : The 2025 distributable earnings shall be distributed as a priority.

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

## Attachment 6

### Mega Financial Holding Co., Ltd.

#### Procedures for the Acquisition or Disposal of Assets Comparison of the Proposed Amendments to Some Articles

Amended articles	Existing articles	Description
<p><b>Article 25</b> Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</li> <li>2. Merger, demerger, acquisition, or transfer of shares.</li> <li>3. Losses from financial derivative</li> </ol>	<p><b>Article 25</b> Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</li> <li>2. Merger, demerger, acquisition, or transfer of shares.</li> <li>3. Losses from financial derivative</li> </ol>	<ol style="list-style-type: none"> <li>1. Amended in accordance with Article 31, Paragraph 1, Subparagraphs 4 and 7 of the Guidelines for the Acquisition or Disposal of Assets by Publicly Issued Companies issued by the Financial Supervisory Commission on July 24, 2025.</li> <li>2. Considering that the acquisition or disposal of equipment for business use by companies is a normal business activity, and that companies may need to improve their cash yield by investing in fixed-income products to better utilize their working capital, and in accordance with the principle of materiality disclosure, the Financial Supervisory Commission (FSC) has relaxed the disclosure standards for publicly traded companies with</li> </ol>

Amended articles	Existing articles	Description
<p>transactions reach the full amount specified by the Disposal Procedures or the maximum amount of loss specified by individual contracts.</p> <p>4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches <u>5% or more of the paid-in capital of the company.</u></p> <p>5. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million or more.</p> <p>6. <u>Government bonds, general corporate bonds, and general financial bonds not involving equity (excluding subordinated debts) traded on a stock exchange or at a securities firm's place of business, which do not fall under any of the items in the proviso of subparagraph 7, and where the counterparty is not a related party, provided that the transaction amount reaches 5%</u></p>	<p>transactions reach the full amount specified by the Disposal Procedures or the maximum amount of loss specified by individual contracts.</p> <p>4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches <u>NT\$1 billion</u> or more.</p> <p>5. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million or more.</p>	<p>paid-in capital of NT\$50 billion or more and for transactions between them and unrelated parties in Article 31 of the aforementioned guidelines.</p> <p>3.Adjust the article number.</p>

Amended articles	Existing articles	Description
<p><u>or more of the Company's paid-in capital.</u></p> <p><u>7.</u>Where an asset transaction other than any of those referred to in the preceding <u>six</u> subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C..</p> <p>B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of foreign government bonds or offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; or subscription or repurchase of exchange-traded notes.</p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above</p>	<p><u>6.</u> Where an asset transaction other than any of those referred to in the preceding <u>five</u> subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C..</p> <p>B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of foreign government bonds or offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; or subscription or repurchase of exchange-traded notes.</p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above</p>	

Amended articles	Existing articles	Description
<p>shall be calculated as follows:</p> <ol style="list-style-type: none"> <li>1. The amount of any individual transaction.</li> <li>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</li> <li>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</li> <li>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</li> </ol> <p>"Within one year" in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items which have been announced according to the Disposal Procedures may be excluded.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from</p>	<p>shall be calculated as follows:</p> <ol style="list-style-type: none"> <li>1. The amount of any individual transaction.</li> <li>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</li> <li>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</li> <li>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</li> </ol> <p>"Within one year" in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items which have been announced according to the Disposal Procedures may be excluded.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from</p>	

Amended articles	Existing articles	Description
<p>the date of knowing of such error or omission.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p>	<p>the date of knowing of such error or omission.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.</p>	
<p><b>Article 33</b></p> <p>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>8th amendment by Annual Shareholders’ Meeting on June 18, 2026.</u></p>	<p><b>Article 33</b></p> <p>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.</p>	<p>The revision process has been expanded.</p>

**Mega Financial Holding Co., Ltd.**  
**Articles of Procedures for Acquisition and Disposal of Assets**  
**(Draft amendment)**

**Chapter I General Principles**

**Article 1**

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

**Article 2**

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

**Article 3**

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

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

**Article 4**

Terms used in these Procedures are defined as follows:

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.

The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.

2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
8. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

## **Article 5**

Professional appraisers and their officers, certified public accountants, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the

Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.

2. May not be a related party or de facto related party of any party to the transaction.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

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

## **Article 6**

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

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

## **Article 6-1**

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

## **Chapter II Disposition Procedures**

### **Section I Establishment of Disposition Procedures**

## **Article 7**

In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency,

engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

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

## **Article 8**

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

## **Article 9**

In acquiring or disposing of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government

agency, shall engage a certified public accountant (CPA) prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

#### **Article 10**

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

#### **Article 11**

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

### **Section II Related Party Transactions**

#### **Article 12**

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

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

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

#### **Article 13**

When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and board of directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.

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

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.

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

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

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

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

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

The calculation of the transaction amounts referred to in Paragraph 1 and the preceding paragraph shall be made in accordance with Paragraph 2, Article 25, and "within one year"

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

#### **Article 14**

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

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

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

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

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

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

## **Article 15**

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

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

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

## **Article 16**

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

1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or

issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.

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

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

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

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

#### **Article 17**

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

#### **Article 18**

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

approve the merger, demerger, or acquisition, this restriction shall not apply.

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

## **Article 19**

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

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

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

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

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

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

## **Article 20**

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

## **Article 21**

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

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

## **Article 22**

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

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

### **Article 23**

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

### **Article 24**

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

## **Chapter III Public Disclosure of Information Chapter III Public Disclosure of Information**

### **Article 25**

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

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

Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million or more.

6. Government bonds, general corporate bonds, and general financial bonds not involving equity (excluding subordinated debts) traded on a stock exchange or at a securities firm's place of business, which do not fall under any of the items in the proviso of subparagraph 7, and where the counterparty is not a related party, provided that the transaction amount reaches 5% or more of the Company's paid-in capital.

7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:

- A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C..
- B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of foreign government bonds or offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; or subscription or repurchase of exchange-traded notes.
- C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

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

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

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

The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions

at the Company, where they shall be retained for 5 years except where another act provides otherwise.

#### **Article 26**

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

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

### **Chapter IV Additional Provisions**

#### **Article 27**

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

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

#### **Article 28**

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

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

#### **Article 29**

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

### **Article 30**

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

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

### **Article 31**

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

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

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

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

### **Article 32**

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

### **Article 33**

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. 8th amendment by Annual Shareholders' Meeting on June 18, 2026.

## **Appendix 1**

# **Mega Financial Holding Company Limited**

## **Articles of Incorporation**

### **CHAPTER I**

#### **GENERAL PROVISIONS**

#### **ARTICLE 1**

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

#### **ARTICLE 2**

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

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

### **CHAPTER II**

#### **SCOPE OF BUSINESS**

#### **ARTICLE 3**

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

#### **ARTICLE 4**

The Company shall engage in the following business:

1. To invest in the following industry:

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

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

## **ARTICLE 5**

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

## **CHAPTER III CAPITAL STOCK**

## **ARTICLE 6**

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

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

## **ARTICLE 6-1**

The rights, obligations and other important issuance terms of preferred shares of the Company are as follows:

1. The Company's annual earnings are first subject to taxation and reimbursement of previous years' losses, in accordance with laws. A legal reserve shall also be set aside in accordance with laws. Then, a special reserve shall be set aside or reversed in accordance with laws or actual needs. Remaining earnings, if any, may be distributed first to the dividends of preferred shares as the respective year's dividends.
2. The dividend rate of preferred shares is limited to 8% per annum on issue price, and the dividends will be distributed annually in cash. After the financial statements have been approved by the general shareholders' meeting, the Board of Directors will determine the record date to pay the distributable dividends of the previous year. In the year of issuance and redemption, the distribution of payable dividends is calculated based on the actual number of days preferred shares remained outstanding in that year.
3. The Company has solo discretion over the distribution of dividends of preferred shares. The Company may resolve not to distribute dividends of preferred shares if there are no earnings or earnings insufficient to distribute dividends of preferred shares, or the distribution of dividends of preferred shares will cause the capital adequacy ratio fall

below than the minimum requirement stipulated by laws or competent authority or other necessary consideration. The shareholders of preferred shares shall not object to the decision. If the preferred shares issued are non-cumulative, the undistributed dividends or the deficit of dividends will not be cumulated for deferred payment in the subsequent years with earnings.

4. Except for the dividends prescribed in Subparagraph 2 of this Paragraph, preferred shares are not eligible for the dividend entitlements of common shares, including cash or stock dividends derived from earnings or capital reserves.
5. In terms of allocation priority on the residual property of the Company, the preferred shares shall have a higher priority than common shares. The different types of preferred shares of the Company shall rank *pari passu* and the payment shall not exceed the issue amount.
6. The shareholders of preferred shares do not have voting rights or election rights at the general shareholders' meeting. However, they have voting rights at preferred shareholders' meeting or at the general shareholders' meeting with respect to the rights and obligations of the shareholders of preferred shares.
7. Preferred shares shall not be converted to common shares, and the shareholders of preferred shares do not have the rights to request the Company to buy back their preferred shares.
8. If the Company issue perpetual preferred shares, the Company may redeem all or a portion of preferred shares anytime on the next day after 7 years of issuance on issue price. The remaining preferred shares shall remain the rights and obligations of issuance terms prescribed in this Article. In the year of redemption, the dividends shall be calculated based on the actual number of days if the general shareholders' meeting decides to distribute dividends.
9. If the Company issue non-perpetual preferred shares, the issuance period shall not be shorter than 7 years. Upon expiry date of the issuance period or on the next day after 5 years of issuance, the Company may, pursuant to the issue price and relevant issuance terms, redeem such shares in cash, or redeem such shares in other manners permissible by laws. If the Company cannot redeem all or a portion of the preferred shares due to objective factors or force majeure by that time, the rights of the remaining preferred shares shall remain the issuance terms until fully redemption by the Company.

The Board of Directors is authorized to determine the name, issuance date and terms of preferred shares in accordance with market conditions and investors' expectation, in accordance with the Articles and laws and regulations.

## **ARTICLE 7**

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

## **ARTICLE 8**

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

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

## **ARTICLE 9**

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

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

## **ARTICLE 10**

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

## **ARTICLE 11**

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

## **CHAPTER IV MEETINGS OF SHAREHOLDERS**

## **ARTICLE 12**

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

The shareholders' meetings are of the following two kinds:

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

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

The preferred shareholders' meeting may be convened in accordance with laws and regulations when necessary.

## **ARTICLE 12-1**

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

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

## **ARTICLE 13**

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

## **ARTICLE 14**

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

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

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

## **ARTICLE 15**

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

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

## **ARTICLE 16**

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

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

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

#### **ARTICLE 17**

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

#### **ARTICLE 18**

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

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

### **CHAPTER V BOARD OF DIRECTORS**

#### **ARTICLE 19**

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

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

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

The remuneration of the independent directors of the Company shall be determined by the Board, considering degrees of participation and value of contribution of said directors in business operation of the Company, as well as based on levels of remuneration generally

adopted by the same industry. The total number of the shares held by all the Directors shall not be less than that required by the competent authority in charge of securities affairs. The Company may purchase liability insurance for Directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy.

#### **ARTICLE 19-1**

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

#### **ARTICLE 19-2**

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

#### **ARTICLE 20**

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

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

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

#### **ARTICLE 21**

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

1. To review and approve the business policies and plans of the Company;
2. To review and approve the regulations with respect to the organization structure and unit functions of the Company;
3. To review and approve the budget and the financial statements of the Company;
4. To appoint or discharge a financial, accounting, internal auditor or senior officers;
5. To review and approve important rules and regulations of the Company and contracts entered into by the Company;
6. To review and approve the increase or reduction of the capital, and the issuance of

- the stocks of the Company;
7. To review and approve a material asset transaction;
  8. To determine the date for regular or special meetings of shareholders;
  9. To determine the proposals for earning distribution or loss off-setting;
  10. To determine the proposal for buying back of the stocks of the Company;
  11. To appoint or discharge the directors and supervisors of subsidiaries of the Company;
  12. To retain or release a certifying CPA, or the compensation given thereto;
  13. To review and approve the organizational charters of functional committees;
  14. To conduct any other business pursuant to the laws and the authorization of the shareholders' meeting.

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

#### **ARTICLE 22**

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

#### **ARTICLE 23**

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

#### **ARTICLE 24**

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

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

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

person.

#### **ARTICLE 25**

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

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

#### **ARTICLE 26**

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

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

### CHAPTER VI MANAGERIAL OFFICERS

#### **ARTICLE 27**

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

#### **ARTICLE 28**

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

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

### CHAPTER VII ACCOUNTING

#### **RTICLE 29**

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

### **ARTICLE 30**

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

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

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

### **ARTICLE 31**

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

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

#### **ARTICLE 31-1**

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

The employees' remuneration mentioned in the preceding Paragraph of this Article shall be distributed in cash or stock, of which more than 1% of the actual allocated amount for the year shall be distributed to entry-level employees. Employees of the affiliated companies meeting certain specific requirements may be entitled to the employees' stock remuneration, subject to the rules set forth by the Board of Directors.

CHAPTER VIII  
ADDENDUM

**ARTICLE 32**

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

**ARTICLE 33**

These Articles of Incorporation were promulgated on December 19, 2001. The first amendment was made on June 12, 2002, the second amendment was made on November 11, 2002, the third amendment was made on June 6, 2003, the fourth amendment was made on June 11, 2004, the fifth amendment was made on June 23, 2006, the sixth amendment was made on June 13, 2008, the seventh amendment was made on June 19, 2009, the eighth amendment was made on June 23, 2010, the ninth amendment was made on June 28, 2011, the tenth amendment was made on June 15, 2012, the eleventh amendment was made on June 24, 2014, the twelfth amendment was made on June 24, 2016, 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, the sixteenth amendment was made on June 21, 2024, and the seventeenth amendment was made on June 20, 2025.

## Appendix 2

### Mega Financial Holding Company Rules of Procedures for Shareholders' Meetings

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

#### Article 1

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

#### Article 2

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

#### Article 3

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

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

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

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

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

#### Article 4

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

A shareholder may issue only one proxy form and appoint only one proxy for any given

shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

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

#### **Article 5**

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

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

#### **Article 6**

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

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

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

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

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

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

## **Article 7**

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

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

## **Article 8**

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

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

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

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

## **Article 9**

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the

proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

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

### **Article 10**

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

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

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

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

## **Article 11**

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

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

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

## **Article 12**

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

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

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

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

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

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

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

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more

than 200 words. The regulations in paragraphs 1 to 6 do not apply.

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

### **Article 13**

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

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

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

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

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

### **Article 14**

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

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

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

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

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

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

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

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

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

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

## **Article 15**

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

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

## **Article 16**

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

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

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

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

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

## **Article 17**

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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

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

## **Article 18**

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

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

### **Article 19**

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

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

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

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

### **Article 20**

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

### **Article 21**

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

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

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

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

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

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

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

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

#### **Article 22**

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

#### **Article 23**

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

#### **Article 24**

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

### Appendix 3

#### Mega Financial Holding Co., Ltd. Shareholding of Directors

Book closure date: April 20, 2026

Position	Name	Shareholding (shares)	Percentage
Chairman	Ray Beam Dawn (Representative of Ministry of Finance, R.O.C.)	1,216,422,727	8.20%
Director	Chuan-Chang Chang (Representative of Ministry of Finance, R.O.C.)	1,216,422,727	8.20%
Director	Po-Cheng Chen (Representative of Ministry of Finance, R.O.C.)	1,216,422,727	8.20%
Director	Pei-Chun Chen (Representative of Ministry of Finance, R.O.C.)	1,216,422,727	8.20%
Director	Ti-Jen Tsao (Representative of Ministry of Finance, R.O.C.)	1,216,422,727	8.20%
Director	Ing-Ren Lee (Representative of Ministry of Finance, R.O.C.)	1,216,422,727	8.20%
Director	Fang-Guan Jan (Representative of National Development Fund, Executive Yuan, R.O.C.)	918,315,505	6.19%
Director	Yi-Hong Deng (Representative of National Development Fund, Executive Yuan, R.O.C.)	918,315,505	6.19%
Director	Kwo-Tsai Wang (Representative of Chunghwa Post Co., Ltd.)	533,162,703	3.59%
Director	Hui-Chuan Chen (Representative of Bank of Taiwan Co., Ltd.)	389,212,589	2.62%
Independent Director	Ying Wu	0	-
Independent Director	Chang-Ching Lin	0	-
Independent Director	Hung-Ju Chen	0	-
Independent Director	Tsai-Jyh Chen	0	-
Independent Director	Yung-Chih Lien	0	-
Number of the shares held by all directors: 3,057,113,524 shares (20.60%)			
Minimum number of all directors' shareholding required by the FSC: 160,000,000 shares (1.11%)			

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