

2022 Shareholders' Annual General Meeting

Date/Time: June 10, 2022 (Friday), 9:00 a.m.

Location: No.15, Lane 168, Xingshan Rd., Neihu Dist.,
Taipei, Taiwan, R.O.C. (Multi-functional Assembly Hall)

Agenda

Report Items

1. The 2021 Business Report.
2. The Audit Committee's review of the 2021 Business Report, Financial Statements, and Earnings Distribution Plan.
3. The distribution of remuneration for employees and directors of the board in 2021.
4. The reasons for the issuance of the unsecured 2022-1 term ordinary corporate bonds in 2022.

Items for Discussion and Approval

1. Acceptance of the 2021 Business Report and Financial Statements

2. Acceptance of the distribution of 2021 earnings (NT\$) is as follows:

34,865,957,007 **2021 Net Income**
(3,441,312,621) (10% Legal Reserves)
31,424,644,386 2021 Distributable Earnings

18,206,153,871 NT\$ 1.5 per share Cash Dividend

3,641,230,780 NT\$ 0.3 per share Stock Dividend

3. Issuance of new shares for converting earnings (stock dividends) into new capital for 2021

4. Amendments to the Company's Articles of Incorporation

Article 12-1:

In response to the digital age and practical needs, and to provide shareholders with convenient channels to participate in shareholders meetings, Article 12-1 of the Company's Articles of Incorporation is added in accordance with the amendment to Article 172-2 of the *Company Act*, stipulating that the shareholders meetings of the Company may be held by visual communication network or other means announced by the competent authorities.

5. Amendments to the Procedures for the Acquisition or Disposal of Assets

Article 6:

- (1) In accordance with the Financial Supervisory Commission's (FSC) Order No. 11103804655 dated January 28, 2022, amending Article 5 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies* (the "Acquisition and Disposal Regulations").
- (2) In order to clarify the procedures and responsibilities to be followed by external experts, the preamble of Paragraph 2 is amended to stipulate that the issuance of valuation reports or opinions by professional appraisers, accountants, lawyers, or securities underwriters shall not only be handled in accordance with the matters listed in the existing Paragraph 2, but also in accordance with the self-regulatory regulations of the respective industry

associations to which they belong.

- (3) Since when external experts undertake and execute cases of issuing valuation reports or reasonableness opinions do not refer to the audit of financial reports, the wording of Paragraph 2, Subparagraph 2 is amended from “examining” cases to “executing” cases.

Articles 8, 9, and 10:

- (1) Amendments in accordance with Articles 9, 10, and 11 of the *Acquisition and Disposal Regulations*.
- (2) Article 6 has been amended to add the requirement that the opinions issued by external experts should follow the self-regulatory rules of their respective industry associations, which already covers the procedures to be performed by accountants in issuing opinions, and the wording in Subparagraph 3 of Paragraph 1 that accountants should follow the provisions of Statement of Auditing Standards No. 20 issued by the Accounting Research and Development Foundation is deleted.

Articles 12, 19, 22, and 24:

In accordance with the renaming of the Financial Management Department of the Company to Finance Department and the establishment of a new Accounting Department, the text is amended according to the actual departmental responsibilities.

Article 15:

- (1) Amendment in accordance with Article 15 of the *Acquisition and Disposal Regulations*.
- (2) In order to strengthen the management of related-party transactions and to protect the rights of minority shareholders of public companies to express their opinions on transactions between the Company and related parties, a new Paragraph 2 is added that if the Company or a non-domestic public company has the transactions of Paragraph 1 and the transaction amount reaches 10% or more of the Company's total assets, the Company shall submit the information listed in all the subparagraphs of Paragraph 1 to the shareholders meeting for approval before signing the transaction contract and making the payment. However, the Company and its subsidiaries, or the subsidiaries' transactions with each other, are not subject to this limitation.

Article 33:

- (1) Amendment in accordance with Article 31 of the *Acquisition and Disposal Regulations*.
- (2) In consideration of the fact that the existing public companies are already exempted from filing public announcements when trading domestic government bonds, the text is amended to relax the requirement from filing public announcements when trading foreign government bonds with a rating not lower than the sovereign rating of Taiwan.
- (3) In view of the similar nature of exchange-traded notes (ETNs) and exchange-traded funds (ETFs), the text is amended to relax the requirement from filing public announcements for investment professionals who subscribe to foreign government bonds, or purchase or sell back ETNs in the primary market.

6. Amendments to the Rules and Procedures of Shareholders Meetings

Articles 3, 4, 5, 6, 6-1, 8, 9, 11, 13, 15, 16, and 17 are amended due to the inclusion of online virtual shareholders meeting in accordance with amendments to FSC's *Regulations Governing the Administration of Shareholder Services of Public Companies* and Taiwan Stock Exchange's *Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings*.

7. Election of the 9th Term of Directors of the Board of the Company (including Independent Directors)

Yuanta has adopted the nomination system for its election of the directors of the board with the candidates nominated by the Nominating Committee. There will be a total of 9 directors to be elected, including 4 independent directors, all of whom will be serving 3-year terms. The candidates are nominated based on their qualifications which support the Company's medium-term and long-term strategies. Please refer to the profiles of the independent director and director candidates below and the "Qualification Status in Support of the Company's Medium-Term and Long-Term Strategies" in the attachment:

Independent Director: Ming-Ling Hsueh

Gender: Male



Mr. Hsueh is currently an independent director of Yuanta Financial Holdings and Yuanta Bank. Mr. Hsueh was formerly the chairman of PricewaterhouseCoopers Taiwan and executive director of Taiwan Corporate Governance Association. Mr. Hsueh's expertise includes corporate governance and business management practices and financial data analysis and application.

In his current capacity as an independent director of Yuanta Financial Holdings and Yuanta Bank, Mr. Hsueh fully exercised his role in the supervision of the respective company operations and maintained a smooth communication channel with Risk Management Department, Internal Auditing Department, and the accounting firm that carries out audit on Yuanta. He supervised the business operation and financial planning, amendments to regulations, standards and execution of Yuanta Financial Holdings Sustainability Committee (renamed Sustainable Development Committee in 2022), as well as set up and reviewed the performance evaluation and remuneration standards and policies of the management team and Board of Directors.

The Company seeks to continue to leverage on Mr. Hsueh's expertise in accounting, taxation, capital planning, and corporate governance to further enhance the Company's corporate governance.

Mr. Hsueh earned his Master's in Accounting from Soochow University and an MBA from Bloomsburg University of Pennsylvania, USA.

Independent Director: Kuang-Si Shiu

Gender: Male



Mr. Shiu is currently an independent director of Yuanta Financial Holdings, Yuanta Bank, and United Microelectronics Corp. He was formerly the section chief of the Monetary Affairs Department of Taiwan's Ministry of Finance and has had experience in supervision of financial industry. He later moved on to hold various positions in financial institutions, including president of Mega Bank, chairman and president of Mega Financial Holdings, which added to his extensive qualifications in financial holdings and banking. Mr. Shiu also has had overseas experience in handling international financial business, global strategic planning, and overseas business management, all of which contribute to the supervision of expansion of the Company's overseas business.

In his current capacity as an independent director of Yuanta Financial Holdings and Yuanta Bank, Mr. Shiu fully exercised his role in the supervision of company operations and implementation of corrective actions on audit, financial review findings, and the promotion of Sustainable Development Committee as well as provided insights for domestic and overseas business operations.

The Company seeks to continue to leverage on Mr. Shiu's many years of experience in financial holdings and banking industry to enhance the depth of Company's operational management.

Mr. Shiu earned a Master's Degree from Indiana University School of Business, USA.

Independent Director: Hsing-Yi Chow**Gender: Male**

Mr. Chow is currently an independent director of Yuanta Financial Holdings, Yuanta Securities, and Coretronic Corp. He was a director and supervisor of Taipei Exchange and a managing committee member of the Financial Restructuring Fund of Taiwan's Executive Yuan.

During his tenure as an independent director of Yuanta Financial Holdings and Yuanta Securities, Mr. Chow has fully performed his duties as an independent director and supervised the Corporate Sustainability Office in the Sustainable Development Committee to promote sustainability-related issues of the Yuanta Financial Holdings with the goal of making Yuanta a benchmark enterprise for sustainability.

Mr. Chow is also emeritus professor at Department of Finance, National Chengchi University and chairman of the Association for the Promotion of Financial Wisdom. His research expertise is in the fields of investment, risk management, international finance, and entrepreneurial financial management. Mr. Chow has carried out in-depth study of Taiwan's securities industry and capital market development.

The Company seeks to continue to leverage on Mr. Chow's expertise in the fields of securities market and corporate governance towards the development of the Company's corporate governance and the business of its securities subsidiary.

Independent Director: Sheau-Wen Yang**Gender: Female**

Ms. Yang is a professor in the Department of Finance at National Chengchi University and is the executive director of the NN IP & Nomura SITE Financial Research Center, which was established by the School of Business of National Chengchi University to promote research and industry-academia cooperation in two distinctive areas: ESG sustainable finance and digital finance. Ms. Yang's research interests include sustainable finance, ESG responsible investment, financial institution risk management, pension fund management and investment, financial instrument innovation, and actuarial finance. Her research has been published in the Taiwan Ministry of Science and Technology's distinguished international journals in the fields of finance and insurance actuarial. She will help the Company to continue to strengthen its corporate governance and sustainable finance development.

Ms. Yang is currently an independent director of Yuanta Life, an advisory committee member of the Central Deposit Insurance Corporation, a member of the Public Servant and Teacher Insurance Supervisory Committee, a disciplinary committee member of the Actuarial Institute of Chinese Taipei, and a council member of the Taiwan Risk and Insurance Association, and has made significant contributions to promoting the reform of Taiwan's financial industry. Ms. Yang is also involved in many government and industry research projects, such as IFRS17 discount rate and liability valuation, GMXB commodity investment strategy and pricing and risk assessment, insurance asset economic scenario development and application, and longevity risk.

The Company will draw on her expertise in academic research, insurance industry expertise, corporate governance and financial operations to assist in the promotion and implementation of medium and long-term development strategies.

Ms. Yang holds a Ph.D. in Financial Actuaries from Heriot-Watt University, UK and a Master of Actuarial Science from the University of Iowa, USA.

Director: Ting-Chien Shen

Gender: Male



Mr. Shen is currently the chairman of Yuanta Financial Holdings and Director of Yuanta Securities and Yuanta Cultural and Educational Foundation.

Mr. Shen was the chief executive officer of Yuanta Financial Holdings for nearly 5 years from July 2014 to June 2019 and served with Yuanta Securities for nearly 30 years. He has gone through the merger of the Company with Polaris and with Ta Chong Bank, the acquisition of New York Life, Tongyang Securities in Korea, PT AmCapital Indonesia, Hanshin Savings Bank in Korea, KKTrade Securities Company Limited in Thailand, and the merger and acquisition of Vietnam's First Securities Joint Stock Company, with extensive financial management skills, and has driven the Company's profit to its record high.

Under his supervision, Yuanta Financial Holdings has deepened its corporate governance and extended to various issues of sustainable development and ESG, which has led the Company to be recognized with many awards both domestically and internationally.

The Company seeks to continue to leverage on Mr. Shen's years of experience in securities business and leadership abilities to assist the Company in achieving its medium-term and long-term goals.

Director: Wei-Chen Ma

Gender: Male



Mr. Ma is currently a director of Yuanta Financial Holdings, Yuanta Life, Yuanta Bank, and Taiwan Stock Exchange Corporation, and he is also the chairman of Yuanta Cultural and Educational Foundation.

With his insight into the financial sector and other industries, Mr. Ma has made significant contributions in guiding the future direction of the Yuanta FHC and promoting financial and business integration, enabling the Company to develop from a business model that used to focus on the securities market to a financial holding company with five profit engines: securities, banking, life insurance, investment trust, and futures. Through the Yuanta Group's differentiated services and products, Mr. Ma is driving the growth of the Yuanta Group's five major business units towards the vision of being the "Best Financial Services Provider in Asia Pacific."

Mr. Ma holds a Bachelor's degree in Business from the University of Southern California, USA.

Director: Yaw-Ming Song

Gender: Male

A Representative of Tsun Chueh Investments Co., Ltd.



Mr. Song is currently the chairman of Yuanta Asset Management and a director of Yuanta Financial Holdings, Yuanta Life, and Yuanta Bank. He was formerly a partner of Lee and Li Attorneys-at-Law, prosecutor of Taichung District Prosecutors Office, and a representative engaged in the negotiation on significant trade and legal matters such as WTO Trade in Services negotiation.

Mr. Song's professional expertise in law covers administrative law, fair trade act, mass communication law, commercial litigation, criminal litigation, intellectual property rights litigation, international trade disputes, and in particular, he has had rich experience in corporate mergers and acquisitions and multinational commercial litigations.

The Company will continue to rely on Mr. Song's legal expertise, as well as his expertise in cross-border negotiations and commercial litigation, to assist the Yuanta Financial Holdings in mastering the overall legal aspects of its operations, merger and acquisition expansion and strengthening of its international presence, in order to reduce (cross-border) legal risks and enhance operational efficiency.

Mr. Song holds a Master of Law degree from Columbia University, USA.

Director: Chung-Yuan Chen

Gender: Male

A Representative of Tsun Chueh Investments Co., Ltd.



Mr. Chen is currently a director of Yuanta Financial Holdings and Yuanta Bank. He was a former advisor to Taiwan's Executive Yuan and an executive director of Taiwan Power Company.

In his current capacity as a director of Yuanta Financial Holdings and Yuanta Bank, Mr. Chen fully applied his expertise in business management and industry experience, providing various professional recommendations. Since Yuanta Bank's real estate lending accounts for about 60% of the total loans, Mr. Chen is familiar with the real estate market in various districts and has a deep network of contacts. He can often provide his unique insights on the 5Ps of credit, which not only helps Yuanta Bank grasp the quality of credit products, but also provides the management team with a diversified risk review mechanism during credit acquisition and review of related credit cases.

The Company will continue to leverage on Mr. Chen's experience as a senior government official and in the industry to help the Company tackle the risks associated with its operations and to further understand the direction of government policies and industry needs in order to expand the Company's financial products and services.

Director: Chien Weng

Gender: Male

A Representative of Modern Investments Co., Ltd.



Mr. Chien Weng has been the chief executive officer of the Company for almost 3 years since July 26, 2019 and the chairman of Yuanta Bank since October 2020. He has been involved in the financial field for over 30 years and has experience in securities, banking, venture capital, life insurance and financial holdings. During the 30-year period, Mr. Weng was involved in the completion of many major cases, including the merger of Polaris Securities, which nearly doubled its business base and increased its brokerage market share to the third largest in Taiwan at that time. He took part in the ownership of Oversea-Chinese Banking Corporation Ltd. (OCBC), carried out the overall transformation of OCBC, and sold it to Citibank two years later, creating a win-win-win situation for shareholders, customers, and employees. He was involved in the merger of Yuanta Securities and Polaris Securities, and after the merger, the Company became the leader in the securities, futures, and investment trust related businesses. The Company has retained professional talent and protected employees to establish a model for mergers and acquisitions in Taiwan's financial industry and has created the Yuanta's competitive advantage.

Mr. Weng was the auditor-general of Yuanta Financial Holdings and Yuanta Bank for about 4 years and the chairman of Yuanta Venture Capital for 3 years, and took over the position of chief executive officer of Yuanta Financial Holdings in July 2019. During his tenure as the auditor-general, Mr. Weng was strict in his management, paid attention to the details of the internal control system, and carried out risk control, so that each business unit could make specific and proper improvements to the deficiencies of the Company's internal audit or the financial inspection by the competent authorities.

The Company will rely on Mr. Weng as an important driving force in the decision making and execution of the Company, who will continue to lead the managers and colleagues to face challenges and seek business opportunities in the ever-changing political and economic environment and financial situation, and to implement the decisions of the board of directors in order to achieve the business objectives of Yuanta Financial Holdings for sustainable development.

8. Extemporary Motions

(Disclaimer: The proposed amendments to the documents mentioned are not controversial items, but rather are proposed in order to comply with changes in regulatory guidelines and to clarify terminology. The explanations above are only a summary of the key proposed amendments and are provided for reference, and is not intended to be a complete list of the proposed changes in wording or meaning. For a more detailed description, please refer to the Shareholders Meeting Handbook.)

Qualification Status in Support of the Company's Medium-Term and Long-Term Strategies

Title	Independent Director	Independent Director	Independent Director	Independent Director	Director	Director	Director	Director	Director
Identity	Natural Person	Natural Person	Natural Person	Natural Person	Natural Person	Natural Person	Representative of Tsun Chueh Investment	Representative of Tsun Chueh Investment	Representative of Modern Investment
Gender	Male	Male	Male	Female	Male	Male	Male	Male	Male
Name	Ming- Ling Hsueh	Kuang-Si Shiu	Hsing-Yi Chow	Sheau-Wen Yang	Ting-Chien Shen	Wei-Chen Ma	Yaw-Ming Song	Chung-Yuan Chen	Chien Weng
Securities, banking, insurance related experience	v	v	v	v	v	v	v	v	v
Law, financial supervision, or international business related experience or ability	v	v	v	v	v		v		v
Mergers and acquisitions related knowledge or experience	v		v		v	v	v		v
International taxation or capital planning related experience or ability	v	v	v						v
Corporate governance related experience or ability	v	v	v	v	v	v	v	v	v
Contribution to the Company and the subsidiaries while serving as Director of the Company	v	v	v		v	v	v	v	