



**O-Bank Co., Ltd.**  
**(Formerly known as Industrial Bank of Taiwan Co., Ltd.)**  
**Notice of 2018 Annual General Meeting of Shareholders**

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**(Summary Translation)**

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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**Dear shareholders,**

**In accordance with the resolution of the Board of Directors on February 27<sup>th</sup> and March 28<sup>th</sup>, 2018, O-Bank Co., Ltd. will convene its Annual General Meeting of Shareholders on Thursday, June 14<sup>th</sup>, 2018 at 9:00 am at Chung-Hua Institution for Economic Research (CIER) at No.75, Changxing St., Da' an Dist., Taipei City 106, Taiwan.**

I. The agenda and other proposals of decision for this general shareholders' meeting are as follows:

1. Matters for Reporting
  - (1) Business Report for 2017
  - (2) Review Report of 2017 Financial Statements by the Audit Committee
  - (3) Distribution of remunerations to directors and employees for 2017
  - (4) Report of amendment to *O-Bank Co., Ltd. Criteria Governing Codes of Ethical Conduct*
2. Matters for Ratification

- (1) Business Report and Financial Statements for 2017
- (2) Distribution of earnings for 2017
3. Matters for Discussion
  - (1) Amendment to the Bank's *Articles of Incorporation*
  - (2) Proposal for release of non-competition restrictions on directors of the board
4. Extempore Motion

II. The Board of Directors has resolved to propose distribution of 2017 earnings as cash dividends of NT\$0.30 per share. It is proposed that the Board of Directors be authorized to fix the record date and distribution date for cash dividends after the proposal is approved by General Shareholders' Meeting.

III. In accordance with Article 209 of the *Company Act*, the Company proposes to General Shareholders' Meeting to release directors of the board from non-competition restrictions. The material content of the directors' competitive conducts will be listed in 2018 Annual General Shareholders' Meeting Agenda Handbook.

IV. Pursuant to Article 165 of the *Company Act*, April 16<sup>th</sup>, 2018 to June 14<sup>th</sup>, 2018 is the closed period for share registry.

V. In the Chinese version Notice of the Annual General Meeting of Shareholders, please find one copy of the shareholder attendance notice for the Annual General Meeting of Shareholders and a proxy form. If you wish to attend the meeting in person, please sign or stamp your personal chop on such notice and proceed with the check-in on the day of the meeting (please do not send the signed notice to the Company if you intend to attend in person). Should you wish to appoint a proxy to attend the meeting on your behalf, please sign or stamp your personal chop on the proxy form, properly fill in the name and address of your proxy and deliver (mail) the same (which must be delivered within five (5) days prior to the meeting) to the Company's designated Stock Agent, i.e. Transfer Agency Department of CTBC Bank.

VI. In the event of a public solicitation of proxy for this Annual General Meeting of the Shareholders, the Company will upload relevant information to the website of the Securities and Futures Institute at <https://free.sfi.org.tw> before May 14<sup>th</sup>, 2018. Shareholders may directly visit the website and go to "Free inquiry system for proxy solicitation related announcement" then click on "Enter for inquiry on meeting information for proxy announcement" and type in any inquiries (company code: 2897).

VII. Voting rights of 2018 General Shareholders' Meeting may be exercised via

electronic voting system from May 15<sup>th</sup> to June 11<sup>th</sup>, 2018. Please log in the “Electronic Voting Platform for Shareholders” at the website of Taiwan Depository and Clearing Corporation (TDCC) (<https://www.stockvote.com.tw>) and vote by following the relevant instructions.

VIII. The Company has appointed Transfer Agency Department of CTBC Bank to verify the shareholder proxy.

IX. No souvenirs will be provided at the Annual General Meeting of Shareholders.

**Respectfully,**

**Board of Directors,**

**O-Bank Co., Ltd.**

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