



Notice of 2020 Annual General Meeting of Shareholders

(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.

Dear shareholders,

Please refer to the Bank's measures taken during the COVID-19 period:

1. The Bank encourages greater use of e-Voting to exercise shareholders' rights. Please log in the "Electronic Voting Platform for Shareholders" at the website of Taiwan Depository and Clearing Corporation (TDCC) (<https://www.stockvote.com.tw>).
2. The shareholders shall wear surgical masks and agree to have temperatures taken when entering the shareholder meeting venue. Those without surgical masks or with fever temperature after the second check (forehead temperatures $\geq 37.5^{\circ}\text{C}$ or ear temperatures $\geq 38^{\circ}\text{C}$) are not allowed to enter into the shareholder meeting venue.
3. If the shareholder meeting venue is to be changed due to the impact of COVID-19, the back-up meeting venue will be posted accordingly on the website of the Market Observation Post System (<http://mops.twse.com.tw>).

In accordance with the resolution of the Board of Directors on February 26th and March 25th, 2020, O-Bank Co., Ltd. will convene its Annual General Meeting of Shareholders on Friday, June 19th, 2020 at 9:00 am at S.C. Tsiang Memorial Hall in 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 2019
 - (2) Review Report of 2019 Financial Statements by the Audit Committee

- (3) Distribution of remunerations to directors and employees for 2019
 - (4) Report of amendment to *O-Bank Co., Ltd. Ethical Corporate Management Best Practice Principles*
 - (5) Report of amendment to *O-Bank Co., Ltd. Criteria Governing Codes of Ethical Conduct*
 - (6) Report of amendment to *O-Bank Co., Ltd. Corporate Social Responsibility Best Practice Principles*
 - (7) Report of amendment to *O-Bank Co., Ltd. Procedures for Ethical Management and Guidelines for Conduct*
 - (8) Report of the share repurchase and its implementation
2. Matters for Ratification
 - (1) Business Report and Financial Statements for 2019
 - (2) Distribution of earnings for 2019
 3. Matters for Discussion
 - (1) Amendment to the Bank's *Articles of Incorporation*
 - (2) Amendment to the Bank's *Procedural Rules Governing Shareholders' Meetings*
 4. Matters for Election

Election of Directors of the Board of the 8th term
 5. Other Matters

Proposal for release of non-competition restrictions on directors of the 8th Board
 6. Extempore Motion

II. With regard to the distribution of 2019 earnings, the type of dividend payout and its total amount proposed by the Board of Directors are as follows:

1. The total cash dividend payout for Preferred Stock A comes in at NT\$127,500,000 or NT\$0.425 per share.
2. The total cash dividend payout for common stocks comes in at NT\$965,202,521 or NT\$0.40 per share.

If a capital increase or decrease; the conversion of preferred stocks; the share repurchase or its transfer to employees causes a change in the number of outstanding shares on the record date of the dividend distribution, the shareholders' meeting may authorize the Board of Directors to handle matters regarding the change of payout ratio.

III. 1. There will be a total of 15 directors to be elected, including 3 independent directors.

2. The Bank has adopted the nomination system for the election of directors (including independent directors). The candidates are as follows:

Number	Position for Nomination	Name of Nominee
1	Director	Ming Shan Investment Co., Ltd. Rep.: Lo, Tina Y.
2	Director	Lo, Kenneth C.M.
3	Director	Taiwan Cement Corporation Rep. :Chang, Nelson An-Ping
4	Director	Tai Ya Investment Co., Ltd. Rep.:Chen, Shih-Tze
5	Director	Yi Chang Investment Co., Ltd. Rep. :Yeh, Roy J.Y.
6	Director	Abag Investment Holdings Co., Ltd. Rep.:Cheng, George C.J.
7	Director	Lee, Mark J.C.
8	Director	Tai Ya Investment Co., Ltd. Rep.: Lee, Elton F.Y.
9	Director	Yi Chang Investment Co., Ltd. Rep. Lin, Gordon W.C.
10	Director	Ming Shan Investment Co., Ltd. Rep.: Lo, Nina Y.C.
11	Director	Lee, Yunny Y.
12	Director	Lin, Bill K.C.
13	Independent Director	Hu, Fu- Hisung
14	Independent Director	Lin, Hong-Guang
15	Independent Director	Liu, Richard R.C.

3. The relevant academic and professional background of the candidates has been posted on the website of the Market Observation Post System (<http://mops.twse.com.tw>).

IV. In accordance with Article 172 of the *Company Act*, the essential contents of the proposal have been posted on the website of the Market Observation Post System (<http://mops.twse.com.tw>).

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> not later than May 19th, 2020. 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 2020 General Shareholders' Meeting may be exercised via electronic voting system from May 20th to June 16th, 2020. 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.**