



**O-Bank Co., Ltd.**  
**(Formerly known as Industrial Bank of Taiwan Co., Ltd.)**  
**Notice of 2017 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,**

**In accordance with the resolution of the Board of Directors on February 22<sup>nd</sup>, 2017, O-Bank Co., Ltd. will convene its Annual General Shareholders Meeting on Wednesday, June 14<sup>th</sup>, 2017 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 to Report

- (1) 2016 Business Report
- (2) Audit Committee's Review Report of 2016 Financial Statements
- (3) Distribution of remuneration to directors and employees of 2016
- (4) Stipulation of "O-Bank Co., Ltd. Procedures for Ethical Management and Guidelines for Conduct"
- (5) Report of Amendments for "O-Bank Co., Ltd. Criteria Governing Codes of

Ethical Conduct”

2. Matters for Recognition
  - (1) 2016 Business Report and Financial Statements
  - (2) Proposed Distribution of 2016 Earnings
3. Matters for Discussion
  - (1) Amendments to part of the “Articles of Incorporation” of the Bank
  - (2) Amendments to part of the “Rules of Procedure for Shareholders Meetings” of the Bank
  - (3) Amendments to part of the “Procedures of Director Election” of the Bank
  - (4) Amendments to part of the “Procedures for Conducting the Transaction of Financial Derivatives” of the Bank
  - (5) Amendments to part of the “Procedures for Assets Acquisition or Disposal” of the Bank
4. Matters for Election
  - (1) Election of the board directors of the 7th term
5. Matters for Others
  - (1) Release of Non-Competition restrictions on directors of the 7th term
6. Extemporaneous Motions

II. The Board of Directors has resolved to propose distribution of 2016 earnings as cash dividends of NT\$0.45 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 Annual General Shareholders' Meeting.

III. The 2017 Annual General Shareholders' Meeting of O-Bank Co., Ltd. adopts a nomination system to elect 15 directors (including 3 independent directors) from the candidate list. Please visit the website at <http://mops.twse.com.tw> for information on candidate list and educational background and experience for each candidate.

IV. In accordance with Article 209 of the Company Act, the Company proposes to Annual General Shareholders' Meeting to release such directors from non-competition restrictions. The material content of the Directors' competitive conducts will be listed in 2017 Annual General Shareholders' Meeting Agenda Handbook.

V. Pursuant to Article 165 of the Company Act, April 16<sup>th</sup>, 2017 to June 14<sup>th</sup>, 2017 is the closed period for share registry.

VI. 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.

VII. 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 <http://free.sfi.org.tw> before May 12, 2017. 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).

VIII. Voting rights of 2017 Annual General Meeting of Shareholders may be exercised via electronic voting system from May 13<sup>th</sup> to June 11<sup>th</sup>, 2017. 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.

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

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

**Respectfully,**

**Board of Directors, O-Bank Co., Ltd.**

**(Formerly known as Industrial Bank of Taiwan Co., Ltd.)**