



**O-Bank Co., Ltd.**  
**(Formerly known as Industrial Bank of Taiwan Co., Ltd.)**  
**Notice of 2019 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 April 26<sup>th</sup>, 2019, O-Bank Co., Ltd. will convene its Annual General Meeting of Shareholders on Friday, June 14<sup>th</sup>, 2019 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 2018
  - (2) Review Report of 2018 Financial Statements by the Audit Committee
  - (3) Distribution of remunerations to directors and employees for 2018
  - (4) To note for record the Announcement Report of *Article 25 of Banking Act*
  - (5) Amendment to *O-Bank Co., Ltd. Corporate Social Responsibility Best Practice Principles*

2. Matters for Ratification
  - (1) Business Report and Financial Statements for 2018
  - (2) Distribution of earnings for 2018
3. Matters for Discussion
  - (1) Amendments to part of the “*Procedures for Assets Acquisition or Disposal*” of the Bank
  - (2) Annulment of the “*Procedures for Conducting the Transaction of Financial Derivatives*” of the Bank
  - (3) Proposal for release of non-competition restrictions on directors of the board
4. Extempore Motion

II. With regard to the distribution of 2018 earnings, the type of dividend payout and its total amount proposed by the Board of Directors are as follows: the total cash dividend payout for Preferred Stock A comes in at NT\$11,527,397, or NT\$0.03842465 per share, as calculated in proportion to the number of days from its issuance in 2018 through year’s end. Upon approval by the General Meeting of Shareholders, the Board of Directors shall be authorized to decide on the record date and payout day respectively.

III. 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>).

IV. Pursuant to Article 165 of the *Company Act*, April 16<sup>th</sup>, 2019 to June 14<sup>th</sup>, 2019 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>, 2019. 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 2019 General Shareholders' Meeting may be exercised via electronic voting system from May 15<sup>th</sup> to June 11<sup>th</sup>, 2019. 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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