

Taishin Financial Holding Company Ltd. (Ticker: 2887)
2023 Shareholders' Annual General Meeting Minutes

I. Meeting Information:

1. Time: 09:00 AM, June 16, 2023 (Friday).
2. Location: 2F, No. 118, Sec. 4, Ren-ai Rd., Taipei City, Taiwan (Taishin Financial Holding Tower).
3. Quorum: The number of shares in attendance was 10,354,241,273 (including 9,659,750,292 common shares ; 605,185,768 Class E preferred shares and 89,305,213 Class F preferred shares; the number of shares attending through electronic means was 3,923,726,016). The number of shares in attendance comprised 79.19% of the total outstanding 13,074,147,637 shares (including 11,974,147,637 common shares ; 800,000,000 Class E preferred shares and 300,000,000 Class F preferred shares).
4. Chairman: Wu, Tong-Liang, Recorder: Huang, Mu-Chuan
5. Directors present:
Chairman: Wu, Tong-Liang
Independent Directors: Chang, Min-Yu, Lin, Yi-Fu, Kuan, Kuo-Lin
6. Attendance: Welch Lin (President), Carol Lai (Chief Financial Officer), Oliver Shang (President of Taishin Bank), Lin, Ching-Miao (legal advisor), Fang, Han-Ni (Accountant of Deloitte & Touche)

II. Meeting Outline:

1. Report Items
 - (1) The Company's 2022 Business Report.
 - (2) The Audit Committee's Report on the 2022 Statements, and its communications with the Internal Auditing Officers.
 - (3) The distribution of remuneration to directors and employees for 2022.
 - (4) Issuance of the Company's unsecured exchangeable corporate bond in 2022.(The above is noted)
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2. Acknowledgments

(1) Acknowledgment of the Company's 2022 Business Report and Financial Statements.

Description:

- A. The Company's 2022 Business Report and Financial Statements have been prepared by the Board of Directors and have been reviewed by the Audit Committee. The Financial Statements of the Company have been audited by CPAs Fang, Han-Ni and Yang, Ching-Cheng of Deloitte Taiwan, who have issued the Independent Auditors' Report.
- B. Please refer to Attachments 1 through 3 of the Meeting Manual for the Company's 2022 Business Report, the Audit Committee's Examination Report, and financial statements.

Resolutions:

The number of shares represented at the time of voting was 9,659,424,787;

votes in favor: 9,005,683,176 (93.23%) (including 2,691,115,754 votes cast electronically);

votes against: 3,515,867 (including 3,515,867 votes cast electronically);

invalid votes: 0; abstentions/no votes: 650,225,744 (including 645,362,840 votes cast electronically)

Given that the number of votes in favor of the proposal exceeded the required quorum, the proposal was approved.

(2) Acknowledgment of the Company's distribution of 2022 earnings.

Description:

- A. Distribution of earnings in accordance with Article 40-1 of the Company's Articles of Incorporation.
- B. Taishin Holdings recorded NT\$14,863,852,193 in audited after-tax profit for 2022. After adding NT\$450,993,567 of initial undistributed earnings, the company will provide NT\$13,374,436,401 in distributable earnings in 2022, following the adjustments of several undistributed earnings related items as below:
- (1) adding NT\$215,532,841 (the remeasurement amount of the defined benefit plan)
 - (2) adding NT\$1,749,325,980 (realized gains on the disposal of Fair Value through Other Comprehensive Income instruments)
 - (3) deducting NT\$1,682,871,101 for 10% of Legal Reserve
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- (4)deducting NT\$7,251,539,089 for a Special Reserve, pursuant to FSC Order Jin-Guan-Zeng-Fa No. 1090150022, dated March 31, 2021, which states that “the difference between the lump sum of net deduction items of other equities in the current year and the amount provided for the special reserve when firstly adopting the International Financial Reporting Standards and other regulations, shall set aside as a special reserve.”
- (5)adding NT\$5,029,142,010 as a reversed Special Reserve, pursuant to the FSC Order Jin-Guan-Yin-Fa No. 10310006310, dated December 30, 2014, which states that “with the review and ratification of a certified accountant, the special reserve from the company’s recognized gains on bargain purchase of acquisitions shall be capitalized, provided that, over the course of one year, the assessed value of the acquired asset records neither significant difference from the acquisition’s original value nor unexpected material impairment.”
- C. In accordance with the Company’s Articles of Incorporation, the Company’s 2022 Earning Distribution Plan is proposed to be distributed as follows:
- (1)NT\$1,757,500,000 of cash dividends for Class E and NT\$88,027,562 for Class F will be distributed to preferred shareholders in the first place.
- (2)Next, NT\$11,135,957,305 of dividends will be allocated to common shareholders (approximately NT\$0.93 per share). This amount consists of NT\$6,106,815,295 of cash dividends (approximately NT\$0.51 per share) and NT\$5,029,142,010 of stock dividends (approximately NT\$0.42 per share). The NT\$5,029,142,010 of stock dividends shall be paid with a new offering of 502,914,201 common shares, with a par value of NT\$10 per share. The rights and obligations of the new shares to be issued will be the same as the existing common shares. The aforementioned issuance of new common shares as stock dividends shall be discussed in a separate agenda item.
- D. The amount of dividends distributed to each common share is based on 11,974,147,637 shares outstanding as at March 31, 2023. The amount per share actually distributed will vary due to share buyback, sell-down, conversion or de-registration, capital increase, or any other reason that occurs before the ex-dividend/ex-right date. Adjustments will be made according to the actual number of outstanding common shares on the ex-dividend date; however, the total amount distributed will remain unchanged.
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- E. The Board of Directors has authorized the Chairman to set the ex-dividend date and the payment date of cash dividends for Class E and Class F preferred shares. Otherwise, the ex-dividend/ex-right date and the payment date of the dividends for common shares will be determined by the Board of Directors.
- F. Please refer to Attachment 6 of the Meeting Manual for the 2022 earnings distribution. Contents and figures are subject to the competent authority's approval.

Resolutions:

The number of shares represented at the time of voting was 9,659,424,787;
votes in favor: 9,023,684,613 (93.41%) (including 2,709,135,983 votes cast electronically);
votes against: 1,317,699 (including 1,317,699 votes cast electronically);
invalid votes: 0; abstentions/no votes: 634,422,475 (including 629,540,779 votes cast electronically)
Given that the number of votes in favor of the proposal exceeded the required quorum, the proposal was approved.

【The Record of Proceedings】

Chairman Wu, Tong-Liang:

The possibility of cooperation with Shin Kong Financial Holdings was submitted as a speech note by a shareholder with the surname “Yeh” and registered under the shareholder account number 00775761.

I hereby report to all shareholders that there is not presently any cooperation between Taishin Financial Holdings (TFHC) and Shin Kong Financial Holdings. Nevertheless, Taishin maintains an open attitude regarding any potential cooperation, as it has done ever since its inception, with numerous successful cases.

When it comes to evaluating a potential cooperation, there are a number of deciding factors, including prioritizing TFHC’s shareholders’ interests and ensuring compliance with the regulations of both the Government and the FSC. For example, TFHC has always followed the principle of the separation of banking and commerce as well as the concurrent serving restrictions placed on the responsible persons of a Financial Holding Company. While observing the rules and with an aim to enhancing TFHC’s shareholders’ best interests, TFHC is open to assessing any opportunity.

3. Discussions

(1) Issuance of new common shares from earnings.

Description:

- A. To enhance financial structure, the Company has proposed the allocation of NT\$5,029,142,010 of common shareholders' dividends from 2022's distributable earnings to issue 502,914,201 common shares at NT\$10 par value. The rights and obligations of the new shares to be issued will be the same as the existing common shares. The new shares issued will be allocated among common shareholders according to their shareholding ratio as of the ex-right date. Shareholders can compose a complete share from stock dividends comprising less than one share and these combined shares shall be allocated to one of the shareholders. Stock dividends comprising less than one share after composition along with any dividends forfeited by shareholders will be distributed in cash (rounded to the nearest full Taiwan Dollar) and the Chairman of the Company shall be authorized to look for specified persons to buy the fraction of shares according to the par value.
- B. The amount of dividends distributed to each common share is based on 11,974,147,637 shares outstanding as at March 31, 2023. Every one thousand common shares owned will entitle the owner to 42 new shares. The amount per share actually distributed will vary due to share buyback, sell-down, conversion or de-registration, capital increase, or any other reason that occurs before the ex-dividend/ex-right date. Adjustments will be made according to the actual number of outstanding common shares on the ex-dividend date; however, the total amount distributed will remain unchanged.
- C. Provided that new issuance of common shares from earnings has been passed during the Annual General Meeting, the Board of Directors will determine the ex-right date of stock dividends with the approval of the competent authority.

Resolutions:

The number of shares represented at the time of voting was 9,659,714,787;

votes in favor: 8,881,900,291 (91.94%) (including 2,567,412,832 votes cast electronically);

votes against: 2,517,265 (including 2,517,265 votes cast electronically);

invalid votes: 0; abstentions/no votes: 775,297,231 (including 770,064,364 votes cast electronically)

Given that the number of votes in favor of the proposal exceeded the required quorum, the proposal was approved.

4. Special Motions: N/A.

5. Adjournment: 09:53 AM, June 16, 2023.

Chairman: Wu, Tong-Liang

Recorder: Huang, Mu-Chuan
