

Stock Code: 2887



台新金融控股股份有限公司
Taishin Financial Holding Co., Ltd.

2023 Shareholders' Annual General Meeting

Meeting Manual **(Translation)**

Time: 9:00 am, June 16, 2023

Venue: 2F, No. 118, Sec. 4, Ren-ai Rd., Taipei City, Taiwan
(Taishin Financial Holding Tower)

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Taishin Financial Holding Co., Ltd.

2023 Shareholders' Annual General Meeting

Meeting Proceedings

Time: 9:00 am, June 16, 2023

Venue: 2F, No. 118, Sec. 4, Ren-ai Rd., Taipei City, Taiwan

(Taishin Financial Holding Tower)

Convening method: physical shareholders' meeting

- I. Commencement of meeting
- II. Chairman's speech
- III. Report items
- IV. Acknowledgments
- V. Discussions
- VI. Special motions
- VII. Meeting's end

[Report items]

I. The Company's 2022 Business Report.

Proposed by the Board of Directors

Please refer to the Business Report, presented as Attachment 1 (pages 8 ~18 of this manual).

II. The Audit Committee's Report on the 2022 Statements, and its communications with Internal Auditing Officers.

Proposed by the Audit Committee

Please refer to attachments 2 & 4 (pages 19 & 38 of this manual).

III. The distribution of remuneration to directors and employees for 2022.

Proposed by the Board of Directors

1. This proposal is made in accordance with Article 40 of the Articles of Incorporation and Article 235-1 of the Company Act and was approved at the 22nd Meeting of the 8th Board of Directors on February 23, 2023.
2. The Company's 2022 calculated provision base under regulation amounted to NT\$14,676,966,755. The following are the distribution of remuneration to directors and employees for 2022:
 - (1) Directors' remuneration:
0.75% provision as Directors' remuneration. The amount is NT\$110,077,251, and it is to be distributed in accordance with the "Directors' Remuneration Policy."
 - (2) Employees' remuneration:
0.01% provision as Employees' remuneration in accordance with the "Articles of Incorporation." The amount is NT\$1,467,697, and it is to be distributed in cash.

IV. Issuance of the Company's unsecured exchangeable corporate bond in 2022.

Proposed by the Board of Directors

1. The issuance of the first domestic unsecured exchangeable corporate bond ("the Corporate Bond") was approved at the 6th meeting of the 8th board of directors on December 23, 2021. The maximum total face value is NT\$5 billion. The proposal was filed with the Financial Supervisory Commission and became effective with the FSC Letter Jin-Guan-Zheng-Fa-Zi No. 1100379325, dated January 18, 2022. Regarding to the bonds issuance and trading, approved by the Taipei Exchange (TPEX), were according to the Letter Zheng-Gui-Zhai No.11100019602 dated March 29, 2022. The bonds began to be over-the-counter (OTC) traded on TPEX since April 1,2022.
2. The Corporate Bond is issued for the purpose of repaying loans, providing working capital, and meeting future demands of investing in other companies. The total face value to be issued is NT\$5 billion, and maturity is set at three years (starting on April 1, 2022 and ending on April 1, 2025). The underlying asset is common shares of Chang Hwa Bank held by the Company.
3. The main terms of issuance and the Rules for Taishin FHC Issuance and Conversion of First Domestic Unsecured Exchangeable Corporate Bond are provided as Attachment 5 (pages 39~47 of this manual).

[Acknowledgments]

Agenda item #1

Proposed by the Board of Directors

Summary: **Acknowledgment of the Company's 2022 Business Report and Financial Statements.**

Description:

1. 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.
2. Please refer to Attachments 1 to 3 (pages 8 ~ 37 of this manual) for the Company's 2022 Business Report, the Audit Committee's Examination Report, and Financial Statements.

Resolution:

Summary: Acknowledgment of the Company's distribution of 2022 earnings.

Description:

1. Distribution of earnings in accordance with Article 40-1 of the Company's Articles of Incorporation.
2. 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
 - (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.”
3. 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.
4. 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.

5. 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.
6. The 2022 earnings distribution report has been presented as Attachment 6 (page 48 of this manual). Contents and figures are subject to the competent authority's approval.

Resolution:

[Discussions]

Agenda item #1

Proposed by the Board of Directors

Summary: **Issuance of new common shares from earnings.**

Description:

1. 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.
2. 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.
3. Provided that new issuance of common shares from earnings has been passed by the Annual General Meeting, the Board of Directors will decide the ex-right date for dispensing stock dividends following the submission of the rights issue to the competent authority.

Resolution:

[Special motion]

【Attachment 1】

Taishin Financial Holding Co., Ltd.

2022 Business Report

A. Macroeconomic and Financial Analysis

The global economy in 2022 continued to be affected by the imbalance between supply and demand and by the Ukrainian-Russian War, which impacted the global supply order of raw materials and exacerbated the global inflation problem caused by the shortage of workers and rising prices of raw materials; the high-inflation environment began gradually to erode the consumption power of people all over the world. Meanwhile, the FED, the European Central Bank, and the central banks of other major economies in mature and emerging markets alike adopted aggressive interest rate hikes to curb inflation, leading to a slowdown in the world's major economies in 2022; among them, China, the world's second largest economy, implemented a strictly enforced "Zero-COVID" policy (due to the outbreak of COVID-19), which caused considerable and continuous disruption to economic activities in various parts of the country and meant China's economic growth hit a new low for the period since reform and opening up. However, starting from the second half of 2022, as the global economy slowed and the logistics bottleneck triggered by COVID-19 gradually resolved itself, the inflationary pressure in some countries peaked and showed signs of coming down.

Looking forward to 2023, inflation and the policy attitudes of the central banks of the world's major economies will remain key to economic development. The prices of raw materials, including oil, natural gas, agricultural products, and metals, have dropped significantly compared to their peaks of 2022. In addition to the continued slow-down of inflation, it is also expected that the risk of recession in developed countries, such as the United States, Europe, and Japan, will lessen. In China, the COVID-19 prevention and control measures were completely lifted in early 2023, and the economy may yet bottom out, but it still needs to be carefully observed. If, as is optimistically expected, inflationary pressure gradually subsides in the second half of 2023, major central banks such as the FED and the European Central Bank are expected to end their cycle of raising interest rates, thus creating opportunities for the global economy to bottom out.

In Taiwan, because its business cycle is highly linked to changes in the international political and economic environment, the gradual lifting of pandemic prevention restrictions around the world in the second half of 2021 stimulated strong consumer demand and drove Taiwan's export growth in 2021 to a new high for the period since the financial crisis. However, after the outbreak of the Ukrainian-Russian War, and with Ukraine being one of the world's main food producers, the reduction in food production led, both directly and indirectly, to accelerated global inflationary pressures, forcing central banks of various countries to speed up the pace of their interest rate hikes, which

in turn affected the demand for consumer goods in various countries, resulting in a significant slowdown in growth. Therefore, in the third quarter of 2022, the annual growth rate of Taiwan's exports and export orders declined for the first time since the outbreak of the pandemic, and the National Development Council's monitoring indicators show a blue light, indicating that the economy is close to a recession. In terms of domestic demand, as the Omicron variant of COVID-19 became endemic, and after the government implemented the various supporting measures, the pandemic prevention policy shifted to coexistence with the virus (in line with international standards), and, after a period of transition, the flow of people and commercial activities were both back to their normal pre-pandemic states, which constitutes a solid support-base for a return to growth of Taiwan's domestic demand economy.

Looking forward to 2023, it is expected that the global manufacturing industry's trend of reducing inventories in response to the economic downturn will gradually end in the middle of the year. Therefore, the decline in Taiwan's external demand is expected to slow down, and we await the recovery of the world's major economies, which will drive Taiwan's exports and revive economic growth momentum.

In 2022, the pre-tax profit of Taiwan's three financial industries was NT\$479.8 billion, a year-over-year decrease of 48.7%, representing a new low since 2014. The main reason for this decline can be attributed to the fact that the insurance industry was hit by three major unfavorable factors, including the sharp increase in interest rates by the FED, financial market shocks, and a storm of pandemic-prevention insurance claims. The annual pre-tax profit turned from NT\$411.1 billion in 2021 to a loss of NT\$18.6 billion in 2022. Of this, the pre-tax profit of the life insurance industry was NT\$171.9 billion (a year-over-year decrease of 55.8%), while the property insurance industry set a record loss of NT\$190.5 billion. The banking industry, on the other hand, due to the synchronous expansion of lending and net interest margins, delivered a pre-tax profit of NT\$432.1 billion, an increase of 12.1% year-over-year, hitting a record high. Due to the thin trading in Taiwan's financial market, the securities and futures industry's pre-tax profit was NT\$66.3 billion, a decrease of 52.2% year-over-year.

In terms of Taiwan's Central Bank policy, in the face of global inflationary pressures, the monetary policy also became tighter in 2022, and the interest rates were raised simultaneously, following the global central banks. As the global inflation rate may decline slowly in 2023, and considering the slowdown of domestic economic growth momentum, it is expected that Taiwan's Central Bank may gradually turn its monetary policy to a neutral position should inflation conditions permit.

B. Overall Business Performance

In 2022, the Company operated according to its operating revenue and expenditure budget. Although affected by domestic and foreign interest rate hikes, stock and bond markets, and exchange rate fluctuations, the operations of the various core businesses were stable. The net profit after tax in 2022 was NT\$14.9 billion, the EPS was 1.09, and the ROE of common shares was 8.34%; as at the end of 2022, the book value per share

was NT\$13.01. In terms of capital structure, at the end of 2022 the capital adequacy ratio was 135.56%, and the double leverage ratio was 110.02%. The capital structure remained sound.

In February 2023 we received, from international credit rating agency Fitch Ratings, international long- and short-term credit ratings of BBB and F3, respectively. Our domestic long- and short-term credit ratings were A+(tw) and F1(tw), respectively; according to the S&P Global Ratings report of December 2022, the Company's international long-term and short-term credit ratings were BBB and A-2, respectively; according to the Taiwan Ratings report of December 2022, the Company's domestic long-term and short-term credit ratings were twA+ and twA-1, respectively; the rating outlooks from the above three agencies were all "stable."

Regarding overseas business expansion, our subsidiary, Taishin Bank, continues to actively forge its presence in the China and Asia Pacific markets and has to date established branches in Hong Kong, Singapore, Japan (Tokyo), Australia (Brisbane), and Malaysia (a Labuan Branch and a Kuala Lumpur marketing Office), and it has established representative offices in Vietnam (Ho Chi Minh City), Myanmar (Yangon), China (Shanghai), and Thailand (Bangkok). In addition to promoting the application for the establishment of the Long An Branch in Vietnam, there are plans afoot to establish a second business base in Japan in 2023; we shall continue to expand our overseas business and open new overseas offices as needed, in order to grow in the business markets and increase the percentage of overseas profit.

FinTech application: To accelerate innovation in services, Taishin FHC has assembled professional teams that are dedicated to exploring innovative uses of digital banking solutions and developing artificial intelligence and big data analytics on an ongoing basis. Our digital banking brand, Richart, has obtained a number of invention patents and utility model patents, such as deposit credit cards, preview before login, cardless cash withdrawal, proximity transfer, easy transfer, one-stop transfer, and small-amount product loan application process optimization. In the future, it will continue to develop and provide even better digital financial services to maintain a dominant position in the market.

The overall operating performance of our banking, insurance, securities, and investment trust subsidiaries in the previous year is summarized as follows:

I. Bank subsidiary

(I) Retail Banking Services

As at the end of 2022, the size of Taishin bank's mortgage portfolio stood at NT\$651.1 billion, representing a 10.5% YOY growth; the auto loan balance amounted to NT\$54.8 billion, representing a 4.6% YOY growth, again placing the bank at the top of the financial industry. The number of credit cards in circulation exceeded 6.3 million, an increase of 4.0% from the end of the previous year, with a market share of 11.2%, ranking 4th in the market; the number of appointed card-accepting merchants exceeded 165,000,

an increase of 1.5% from the end of the previous year, once again ranking first in the market, with a 20.7% market share.

Digital banking in everyday life: Richart, our digital banking brand, brings finance to everyday life. In July 2022, it launched the “Securities Jar” function for stock market rookies and cooperated with JKO Pay and Plus Pay to launch various fund loan services, thereby enabling a more flexible use of funds. In December 2022, Richart became the first entity in Taiwan to offer online digital account opening services for foreigners, integrating NTD and foreign currency account opening, transfer functions, and debit cards, while providing exclusive English-language online banking and foreigner-friendly digital financial services. It is no wonder that Richart has won the Global Finance World’s Best Digital Bank Award for many years in a row.

Merchants’ card-accepting business: We continue to cultivate close ties with the payment market, introducing innovative products and complete services. With “Taishin Purchase,” the first mobile bill collection app in Taiwan, we target small and mobile merchants with the “your phone is your card reader” product feature, allowing them to provide contactless mobile payment services to customers; for this, we have been recognized with multiple international awards. Furthermore, we are dedicated to building a diverse and complete collection of payment mechanisms. Thanks to the joint efforts of the bank and its partners, the digital payment solutions of Taishin can now be seen in over 100,000 points of service in duty-free stores, department stores, and night markets; meanwhile, Taishin Bank continues to introduce Taishin Pay into large-scale venues, four major convenience store chains, department stores, and other merchants closely integrated into people’s lives, thereby expanding the application scenarios of Taishin Bank’s new method of payment.

Credit cards: We continue to introduce products and services in response to changing modern requirements, focusing on optimizing the customer payment experience through scenario-based purchases, while complying with the ESG (Environment, Social, & Governance) strategies of Taishin FHC through the implementation of effective corporate social responsibility. In addition to collaborating with DOMI Earth on the promotion of digital bills to reduce carbon emissions and using the money thus saved to help underprivileged families switch to power saving appliances, we cooperated in 2022 with Gogoro to issue a co-branded card in support of zero-carbon transportation with a better payment experience, putting into practice our corporate social responsibility and implementing Taishin’s mission of conscientious sustainability. In the future, Taishin Bank will continue to make innovative use of FinTech, while taking into account environmental friendliness and sustainability goals, providing a convenient life for the public and creating a win-win future.

Wealth management: Ever since being the first bank to open a wealth management flagship branch in 2003, we have followed a sophisticated customer segmentation process. Taishin Bank is able to provide a wide range of exclusive financial services to meet the demand for "professional financial planning advice," "exclusive benefits and

experiences," "one-stop shopping," and other services. Furthermore, Taishin Bank follows a sustainability- and customer-oriented philosophy and strives to meet the need for integrated services for personal accounts and household accounts. Our family-based wealth management service extends the scope of personal wealth management to the household, so that all members of a household at different life stages may profit from financial advice while enjoying the same benefits. It is an excellent choice to meet customers' asset needs; meanwhile, following digital banking trends, Taishin Bank combines counter services, mobile banking, internet banking, and other online and offline services to provide a full range of friendly and professional services in an everyday banking ecosystem. Despite the pandemic and dramatic market volatility, financial planning teams at Taishin Bank are taking a long term view and remain steadfast in their duty to safeguard customers' asset growth, and they have won many awards both at home and abroad.

(II) Wholesale Banking Services

As at the end of December 2022, the balance of corporate finance was NT\$ 619.7 billion, an increase of 3.0% from the end of the previous year. Furthermore, in support of the government's initiative, Taishin Bank provides guarantees in compliance with policies helping SMEs acquire operating capital. By the end of 2022, lending to SMEs totaled NT\$257.6 billion, an increase of 11% from the end of the previous year. In the future, Taishin Bank will continue to expand the scope of its cooperation with the SME Credit Guarantee Fund of Taiwan, helping SMEs to upgrade their business and providing relevant financing schemes in accordance with major governmental policies, such as the six pioneer industries and the Welcoming the Return of Taiwanese Investment Initiative Action Plan.

Other wholesale banking services: The Automated Clearing House (ACH), developed in collaboration with Taiwan Clearing House to fulfill the needs of corporate customers to allocate funds, continued to rank first in the market in 2022 in terms of the number of transactions. For factoring, Taishin Bank took a balanced approach in customer relationship management and market price, while always being mindful of good risk management. In 2022, Taishin Bank undertook NT\$ 181.0 billion in factoring, making it once again number one in the market.

System platforms: Optimizing dual platforms of GB2B Global Digital Corporate Banking Network and iHub (API) cash management and payment. The integrated automatic delivery makes it possible to provide cash flow collection, payment services, transactional funding, and wholesale financing and makes financial services significantly more efficient. Thinking outside the box, starting with eliminating pain points for corporate customers and continuing to promote FinTech innovation, we launched the first-of-its-kind Taishin Green Banking Platform in 2022; this is a multi-functional platform that brings together customer acquisition, application, submission, credit check, rating, and review. In addition, SMEs can authenticate basic loan application information through online identity verification by using an API to connect to the "SME Financing

Service Platform” of the Ministry of Economic Affairs, importing their data into the review process and using the patented smart scoring model and utility model technology tailored for SMEs to overturn the traditional manual review mode and provide a one-stop service (including instant loan-approval needs and other services) for SMEs. Besides reducing the burden on SMEs in providing hard-copy information, it also solves the long-standing problem of information transparency for SMEs, greatly improves audit efficiency, effectively reduces risk, and helps SMEs take the first step in their green digital transformation to implement ESG goals. It won the “Best Product Award” at the National Brand Yushan Awards and the “Economic Development Silver Award” at the TSAA in 2022. The platform has also obtained two utility model patent certifications.

(III) Financial Market Business

In financial product transactions, Taishin Bank continues to provide a wide range of financial products, including exchange rates, interest rates, equity, credit, gold accounts, derivatives, and structured products linked to commodity types, meeting different hedging or investment needs and offering up-to-date market information and professional advice. Through the transaction platform, and with a complete line of financial products, we help customers monitor market changes, assess risks, and meet the financial needs of both onshore and offshore institutional and retail clients.

In 2022, we were one of the five leading banks in the country, in terms of the volume of derivative trading (NT\$11,815.9 billion, representing a 6.8% growth over the previous year), and the bond underwriting volume was (NT\$23.7 billion). In addition to being an active participant in bond issuance planning for the financing of onshore and offshore companies, we bring in a wide range of bonds by overseas issuers to give Taiwanese investors more investment choices. In the future, we will continue to explore underwriting opportunities around the world.

Furthermore, for the purpose of providing better financial services for our overseas customers, we are dedicated to the integration and coordination of domestic and foreign trading platform resources, which is helpful for the cultivation of overseas financial business opportunities. Meanwhile, in response to developments in digital banking platforms, Taishin Bank has been working to put financial products on online platforms in order to provide more easy-to-use transaction services for customers and allow customers to trade domestic structured notes as well as open gold accounts online via digital platforms. These platforms are designed to meet the demand for easy, real-time financial investing and other transactions.

II. Insurance subsidiary

After the Company acquired its life insurance subsidiary in June 2021, the Company introduced Taishin FHC’s resources to actively expand the business scope of this new business entity. Its service items cover life insurance protection, retirement planning, asset accumulation, health and accident insurance, casualty, and other insurance businesses. In 2022, in addition to continuing to develop banking and

insurance channels, expanding the life insurance consulting organization, and improving the efficiency of resource utilization, an insurance broker and agent channel was established to expand the served customer base, remaining customer-centric, actively developing new products, and providing diversified products to meet the financial and insurance needs of customers at all of life's stages.

In 2022, affected by COVID-19, war, inflation, and interest rate hikes, the life insurance market was hit hard. The total premium income of the overall life insurance market in 2022 was NT\$2,334.4 billion, a decline of 21.4% from the previous year; of this, the first-year premium income was NT\$773 billion (a decrease of 26.2% from the previous year), and the renewal premium income was NT\$1,561.4 billion (a decrease of 18.8% from the previous year).

However, Taishin Life grew in 2022, going against the declining trend of the life insurance industry, with a total premium income of NT\$28.5 billion (an increase of 32.2% over the previous year). The first-year premium income was NT\$13.1 billion (an increase of 77.1% compared with the previous year), and the market ranking also climbed from 18th (at the time of the merger and acquisition) to 14th; the renewal premium income was NT\$15.4 billion (an increase of 8.7% over the previous year). In terms of asset management, the timely disposal of stocks and bonds to realize capital gains, coupled with the contribution of foreign currency exchange benefits generated by the depreciation of NTD, has enabled the life insurance subsidiary to achieve a return on investment of 3.16%. In summary, the overall profit performance of Taishin's life insurance subsidiaries in 2022 was better than that in 2021.

III. Securities and Investment Trust Subsidiaries

(I) Securities subsidiary:

1. Securities operations: The IT and digital team spare no effort in continuously optimizing the online account opening process to enhance the service functions of the trading platform and actively develop integrated online services, with the goal of providing one-stop digital financial services on a real-time basis. By the end of 2022, the brokerage market share remained at the same level as 2021. Regarding proprietary trading, positions are managed for quick strategy adjustments in response to market changes. Hedging tools are actively employed and risk management mechanisms implemented. Meanwhile, products are issued to suit customers' investment needs and risk tolerance. More types of investment returns are being added in pursuit of consistent returns and risk diversification.

2. Investment banking operations: Regarding underwriting services, we focus on serving well-managed companies and seek opportunities funding projects applying for first time TWSE/TPEX listing in Taiwan. We also continue to expand our offshore securities underwriting services and foreign currency securities sales through offshore securities units (OSU), in order to increase overall market share. At the same time, we provide corporate restructuring and reorganization, mergers and acquisitions, financial planning, and other consulting services for domestic and foreign individuals, corporate

entities, government institutions, and financial institutions. By the end of 2022, the number of underwriting cases led by Taishin was 33, ranking second in the market; the underwriting amount was NT\$19.2 billion, also ranking second in the market; and the average amount of financing in 2022 was maintained at about NT\$10 billion.

(II) SITE subsidiary:

The after-tax earnings per share in 2022 was 2.03; in 2022, the asset management scale of public, private placement, and discretionary investment was NT\$285 billion, a decrease of about NT\$21.8 billion compared with 2021. This was mainly due to the impact of the rapid interest rate hike by the FED, which meant the overall capital market tended to be conservative; however, publicly offered funds amounted to NT\$128.8 billion (accounting for 2.7% of the market), and the market ranking improved from 11th to 9th. As for money market funds, we hold the largest market share at 12.9%. We will continue to develop customer services and strengthen product designs on an ongoing basis to achieve greater synergy.

In summary, the Company and its subsidiaries have received wide, continuous acclaim for excellent performance in various areas of expertise, including banking, insurance, securities, and investment trusts. To meet customer needs, Taishin Bank is committed to the pursuit of financial innovation and development. Moreover, while developing, it strictly controls for risk and promotes the continuous growth of its various businesses. It was for these reasons and others that Taishin Bank stood out among the financial institutions in Taiwan and was awarded “Best Bank in Taiwan” by The Banker. By combining wealth management and digital banking innovations, Taishin Bank’s professional service was awarded “Best private bank for big data analytics and AI, Asia” by The Banker and Professional Wealth Management (a magazine of the internationally renowned Financial Times) and was awarded “Best for wealth transfer/succession planning in Taiwan” by Asiamoney, for its professional financial planning. The wholesale banking services operate in support of government policies; as at March 2023, Taishin Bank has been awarded the “Gold Award of Credit Guarantee” by the Ministry of Economic Affairs for 11 years in a row. Richart, our digital banking brand, joined hands with partners from industries to create a one-stop digital financial platform, which has since been recognized at home and abroad, winning “Asia's Best in Customer Interactions” award from International Data Corporation (IDC) and “The Innovators: Outstanding Innovations in Corporate Lending” awards in the selection of “Global Finance” magazine. Taishin Life’s risk control and business momentum have improved, and it was awarded “twAA-” for long-term insurance companies’ financial strength and issuer credit rating by Taiwan Ratings, with a “stable” rating outlook. The outstanding annual performance of Taishin Securities saw it recognized as the “National Brand Yushan Award-Outstanding Enterprise,” presented by the Republic of China National Enterprise Competitiveness Development Association. Taishin Securities Investment Trust’s outstanding overall performance saw it awarded the “11th Golden Peak Award of Outstanding Enterprises,” presented by the Outstanding Enterprises Manager Association. The Company and its subsidiaries received more than 110 awards from

domestic and international professional institutions in 2022. Their overall performance was indeed recognized in many countries.

C. Corporate Governance

We have been achieving excellent results for many consecutive years, ever since TWSE announced the results of the first Corporate Governance Evaluation in 2015. The rankings represent a recognition of our hard work and excellent results in corporate governance. The Company continues to be one of the constituents of the TWSE Corporate Governance 100 Index.

D. Corporate sustainable development

The Company has implemented a corporate sustainable development plan. In 2022, the organizational level of the corporate sustainability committee was promoted to be directly below the board of directors, and a corporate sustainability office was set up to be responsible for the promotion, re-examination, and tone of the sustainability proposition of “conscientiousness, sustainability, and green lifestyles.” Furthermore, strategic direction planning was launched based on three key issues: climate action, financial co-prosperity, and sustainable empowerment. In addition, the Company actively responds to climate change issues, establishing a TCFD climate task force to coordinate, manage, promote, and participate in a number of domestic and foreign sustainable initiatives, including the Task Force on Climate-related Financial Disclosures (TCFD), the Equator Principles (EP), and the Stewardship Principles for Institutional Investors, and following The Principles for Responsible Banking to include ESG in the evaluation of investment and financing objects. In 2021, Taishin joined the “Taiwan Alliance for Net Zero Emissions” as a founding member and committed to achieving net zero emissions in office locations by 2030. In 2022, the Company passed the carbon reduction target review of the Science-based Target initiative (SBTi); it is the third financial company in Taiwan and the fifth in Asia to pass the SBTi target review. It promotes investment and financing carbon reduction management, fulfills the financial industry’s key role in guiding the sustainable development of enterprises, and responds to the vision of low-carbon and net-zero emissions with practical actions. In addition, the “Taishin Net Zero Summit – Transform to Net Zero” was held for the first time to gather domestic and foreign experts and scholars, representatives of government agencies, and corporate leaders to make propositions and call on more corporate partners to join the ranks of effective sustainability. Alongside its own efforts to reduce carbon emissions, the Company cooperates with key strategic partners to launch a series of sustainable activities, and has established a Green Life Zone through its Richart Life App, inviting the Company’s clients and the public to practice green living together. Furthermore, the Company offers subsidies to encourage its employees to commute to work using green vehicles and invites social welfare groups to jointly cultivate saplings and plant trees, implementing a sustainable spirit in all aspects of peoples’ lives, including food, clothing, housing, and transportation.

The performance of the Company in promoting sustainable development continues to be recognized with domestic and foreign awards and by appraisal institutions. It has been selected as a constituent of the “World” and “Emerging Markets” indexes of the Dow Jones Sustainability Index (DJSI) for five consecutive years, has been rated by MSCI ESG as AA-leader level for three consecutive years, was rated as leadership level (A-) by the Carbon Disclosure Project (CDP) in 2022, and has been continuously selected to be included in various ESG indexes as a constituent company, including the “TWSE RAFI Taiwan High Compensation 100 Index,” the “TIP Taiwan TPEx ESG Index,” and the “FTSE4Good TIP Taiwan ESG Index.” In addition, the Company has been recognized with the “Top 100 Corporate Sustainability Award,” given by the Taiwan Institute for Sustainable Energy and the “Excellence in Corporate Social Responsibility” and presented by CommonWealth Magazine. In the future, we shall continue to pay attention to international trends, carefully consider how to continuously reduce our impact on the environment, deepen the promotion and implementation of sustainable finance and climate issue disclosure, and strive to become a sustainable and intelligent partner.

E. Future Prospects

In view of the changes in the overall financial environment, the Company will continue to uphold the principle of prudent operation, with the goals including “corporate sustainability,” an “emphasis on information security,” “financial inclusion,” and “fair treatment of customers.” The policies proposed by Taiwan’s government in 2022 will be implemented in an effective and orderly fashion. With the hope of finding growth opportunities on the basis of stability, the government has introduced policies with the intention of elevating Taiwan to a hub for fund transfer and high net worth wealth management services for Asian businesses, helping businesses in key industries obtain funding, and promoting the adoption of international standards in the domestic banking system.

Looking forward, We will commit to achieving the goals of our existing business activities, while pursuing environmental sustainability (E), social inclusion (S), and outstanding corporate governance (G); this will be done in accordance with the principle of “rigorous risk management, integrous law abidance, and aggressive expansion,” all while supporting government policies and complying with applicable regulations.

Our business strategies and plans in 2023 include: continuing to develop group-wide advantages and perfecting cross-industry operations across banking, insurance, and securities, so as to make our product line more comprehensive, increase our business competitiveness in the financial sector, and realize our long-term business goals; integrating financial holding resources, expanding the business scale of subsidiaries with an emphasis on risk control and business growth, and creating diverse profit engines; continuing to deepen the ESG culture and building upon our strengths in sustainable development; creating new advantages in the emerging area of FinTech through digital transformation; utilizing new technologies and innovative business models to keep

increasing Richart's market share; developing a customer-oriented comprehensive product strategy, meeting the insurance needs of customers at all stages of life while expanding the market share of bancassurance channels through Taishin FHC, enhancing the efficiency of life insurance consultant teams, and developing the insurance brokerage and agency business while actively expanding the scale of life insurance; supporting green energy and sustainability through lending and assisting in the development of the low-carbon transportation, circular economy, and renewable energy industries; optimizing IT resources in the holding group, implementing strong information security defense, and building IT systems to facilitate business growth; and continuing to promote overseas business expansion and developing international businesses, focusing primarily on Asian countries and areas populated by Overseas Chinese communities.

Taishin employees have long dedicated themselves to delivering the best banking services with "integrity, commitment, innovation, and cooperation" in mind. Even in the pursuit of profitability and continuous growth, Taishin has been able to demonstrate the innovation and customer-centric values that have helped shape Taiwan's banking industry as a whole and embodied the group's fulfillment of its corporate social responsibility. Taishin will hereafter adhere to the same business philosophy while continuing to deliver comprehensive services and maximize profits, so as to benefit our shareholders, customers, employees and the greater community alike and to deliver on our promises to shareholders.

Chairman: Thomas T.L. Wu

Manager: Welch Lin

Accounting Supervisor: Vincent Tsai

【Attachment 2】

Taishin Financial Holding Co., Ltd.
Audit Committee Report

May 6, 2023

The board of directors has prepared the 2022 business report, financial statements and earnings distribution proposal for the Company. The financial statements have been audited and certified by CPA Han-Ni Fang and CPA Ching-Cheng Yang of Deloitte Taiwan, who have also expressed an opinion. The above reports and statements compiled by the board of directors have been examined by the Audit Committee and considered in compliance with relevant rules and regulations. Please kindly note that the report hereby presented has been prepared in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To:
2023 Annual General Shareholders' Meeting of Taishin Financial Holding Co., Ltd.

The Convener of Audit Committee
Chang, Min-Yu

【Attachment 3】

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Taishin Financial Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Taishin Financial Holding Co., Ltd. (“Taishin Financial Holding”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, the Regulations Governing the Preparation of Financial Reports by Public Banks, the Regulations Governing the Preparation of Financial Reports by Securities Firms, the Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, the Regulations Governing the Preparation of Financial Reports by Securities Issuers, the Regulations Governing the Preparation of Financial Reports by Insurance Enterprises, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China (“ROC”).

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants, and the Standards on Auditing of the ROC. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the ROC, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The following were the key audit matters in the audit of the consolidated financial statements of the Group for the year ended December 31, 2022:

Impairment of Loans

Commercial lending is the core business of the Group. Loans are mainly recorded in Taishin International Bank Co., Ltd. (“Taishin Bank”), a subsidiary of Taishin Financial Holding, and represent the Group’s significant accounts, which reached around 51% of the Group’s total assets as of December 31, 2022. The Group assesses the impairment of loans of Taishin Bank in accordance with IFRS 9 “Financial Instruments” and “Regulations Governing the Procedures for Banking Institutions to Evaluate Assets and Deal with Non-performing/Non-accrual Loans” issued by the Financial Supervisory Commission (FSC) (“the Regulations”), and the impairment of loans is recognized at the higher of the amount based on IFRS 9 and the Regulations. See Notes 5 and 13 to the consolidated financial statements for the relevant and additional information. The Group management’s judgment and the assumptions used have significant impacts on the impairment assessments. Therefore, we consider the impairment of loans to be a key audit matter. Refer to Note 6 to the consolidated financial statements for the relevant and additional information.

Our audit procedures on the impairment of loans included understanding and testing of the design and operating effectiveness of controls and procedures for identifying loans and advances exposed to impairment and for ensuring that provisions against those assets were made. We identified loans and checked from public information to see whether the borrowers were possibly problematic companies, or have already been included in the companies under evaluation for lifetime expected credit losses (ECLs). We evaluated whether main assumptions and parameters used in the Group’s impairment assessment model of ECLs complied with IFRS 9 and recalculated the amount of the impairment of loans. In addition, we tested the classification of loan accounts in accordance with the Regulations and evaluated whether the amount of the impairment of loans complied with the Regulations.

Insurance Liability - Valuation of Reserve for Life Insurance Liability and Liability Adequacy Test

Taishin Life Insurance Co., Ltd. (“Taishin Life Insurance”), a subsidiary of Taishin Financial Holding, adopts actuarial models and several significant assumptions for estimating the reserve for life insurance liability and the reserve for liability adequacy. Judging the reserve for life insurance liability involves significant assumptions, which include the mortality rate, discount rate, lapse rate, morbidity rate, etc. The setup of assumptions is based on legislation, regulations, knowledge of the Group’s actual experience and industry-specific experience. The tests performed in respect of the adequacy of the reserve for liability on insurance contracts are in accordance with the regulations enacted by the Actuarial Institute of the Republic of China, and the setup of future test discount rates accounts for the Group’s best estimate scenario as well as the rate of the portfolio return under the current information.

Refer to Notes 5, 6 and 28 to the accompanying consolidated financial statements for the details on the related information, accounting policies, accounting estimate and assumption uncertainty for the evaluation of the reserve for life insurance liability and the reserve for the liability adequacy test.

Since any changes in the actuarial models and important assumptions may lead to significant

impacts on the results of the evaluation of the reserve for life insurance liability and for the liability adequacy test; therefore, we identified the reserves for life insurance liability and for the liability adequacy test as a key audit matter.

The corresponding audit procedures were as follows:

1. We obtained an understanding of the internal controls related to management's estimation of the reserves for life insurance liability and for the liability adequacy test as well as evaluated the operating effectiveness of these internal controls.
2. We obtained actuarial reports regarding management's estimations of the reserves for life insurance liability and for liability adequacy test as well as evaluated the Group's contracted actuarial specialist's professional ability and competence.
3. Our actuarial specialist performed the following procedures, and we compared the results with the actuarial report published by the Group's contracted actuary and evaluated the rationality of the actuarial models and significant assumptions regarding the recognition of the reserve for life insurance liability applied by management. The main audit procedures are described as follows:
 - a. Our actuarial specialist randomly sampled the insurance products of Taishin Life Insurance and we examined the calculations of the reserve for life insurance liability and confirmed that the calculations were in accordance with the regulations.
 - b. Our actuarial specialist focused on the actuarial models and important assumptions of selected insurance policies and verified the recognized amount of the reserve for life insurance liability.
 - c. Our actuarial specialist performed profiling tests, which focused on long-term insurance policies, and identified abnormal single insurance policies that recognized amounts of reserve for life insurance liability as of June 30, 2022.
 - d. Our actuarial specialist used the previously recognized amounts of the reserve for life insurance liability. Taking into consideration the business development for the year, our actuarial specialist performed ratio analysis to determine the reasonableness of the reserve for life insurance liability and to estimate the overall recognized amount of reserve for life insurance liability.
4. Our actuarial specialist performed the following procedures, and we compared the results with the actuarial report published by the Group's contracted actuary and evaluated the rationality of discount rate for future years on the recognition of the reserve for liability adequacy test applied by management. The main audit procedures were as follows:
 - a. Our actuarial specialist focused on testing the selected insurance policies provided by Taishin Life Insurance for our audit, and our actuarial specialist examined the assumptions and confirmed that they were consistent with the regulations and the important built-in assumptions through the use of actuarial tools.
 - b. Our actuarial specialist focused on testing the selected insurance policies and evaluated the discount rates for the future years applied by Taishin Life Insurance for the reserve

for liability adequacy test, and we performed individual recalculations.

- c. Our actuarial specialist performed a comparative analysis of the prior period's results. Taking into consideration the impact of the current business development, our actuarial specialist evaluated the rationality of the calculation in the reserve for liability adequacy test.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, the Regulations Governing the Preparation of Financial Reports by Public Banks, the Regulations Governing the Preparation of Financial Reports by Securities Firms, the Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, the Regulations Governing the Preparation of Financial Reports by Securities Issuers, the Regulations Governing the Preparation of Financial Reports by Insurance Enterprises, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the ROC, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the ROC will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is

higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Han-Ni Fang and Ching-Cheng Yang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 24, 2023

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
Cash and cash equivalents	\$ 31,549,218	1	\$ 27,561,283	1
Due from the Central Bank and call loans to banks	112,925,890	4	86,817,297	4
Financial assets at fair value through profit or loss (FVTPL)	153,775,905	6	150,375,077	6
Financial assets at fair value through other comprehensive income (FVTOCI)	142,346,349	5	176,881,749	7
Investments in debt instruments at amortized cost	642,508,812	23	461,273,302	18
Securities purchased under resell agreements	13,907,236	1	10,859,842	-
Receivables, net	153,714,625	6	180,655,171	7
Current tax assets	119,036	-	291,168	-
Loans, net	1,416,015,097	51	1,327,126,117	53
Reinsurance contract assets, net	566,564	-	503,918	-
Investments accounted for using equity method	341,325	-	351,147	-
Other financial assets, net	36,393,161	1	36,450,354	2
Investment properties, net	3,811,280	-	2,858,617	-
Property and equipment, net	26,025,852	1	22,469,854	1
Right-of-use assets, net	2,282,006	-	2,573,461	-
Intangible assets, net	3,530,907	-	3,284,761	-
Deferred tax assets	8,025,525	-	8,325,121	-
Other assets, net	<u>16,965,759</u>	<u>1</u>	<u>13,902,250</u>	<u>1</u>
TOTAL	<u>\$ 2,764,804,547</u>	<u>100</u>	<u>\$ 2,512,560,489</u>	<u>100</u>
LIABILITIES AND EQUITY				
Deposits from the Central Bank and banks	\$ 18,213,533	1	\$ 57,075,272	2
Due to the Central Bank and banks	-	-	3,984,460	-
Financial liabilities at fair value through profit or loss (FVTPL)	54,334,795	2	31,940,397	1
Securities sold under repurchase agreements	84,562,582	3	86,210,606	3
Commercial papers issued, net	16,054,562	1	22,963,111	1
Payables	30,774,802	1	34,536,010	1
Current tax liabilities	2,221,109	-	2,360,788	-
Deposits and remittances	1,914,666,125	69	1,681,331,592	67
Bonds payable	68,020,216	3	70,100,000	3
Other borrowings	12,265,346	-	12,867,620	1
Provisions	224,439,809	8	200,846,734	8
Other financial liabilities	125,615,854	5	92,423,614	4
Lease liabilities	2,360,330	-	2,653,717	-
Deferred tax liabilities	1,400,365	-	1,087,573	-
Other liabilities	<u>6,981,307</u>	<u>-</u>	<u>14,077,667</u>	<u>1</u>
Total liabilities	<u>2,561,910,735</u>	<u>93</u>	<u>2,314,459,161</u>	<u>92</u>
EQUITY ATTRIBUTABLE TO OWNERS OF PARENT				
Share capital				
Ordinary shares	119,741,476	4	114,093,832	5
Preferred shares	11,000,000	1	8,000,000	-
Capital surplus	38,197,778	1	35,921,647	1
Retained earnings				
Legal reserve	15,244,071	-	13,196,771	1
Special reserve	8,698,118	-	393,716	-
Unappropriated earnings	17,279,705	1	25,110,517	1
Other equity	<u>(7,293,518)</u>	<u>-</u>	<u>1,350,795</u>	<u>-</u>
Total equity attributable to owners of parent	202,867,630	7	198,067,278	8
NON-CONTROLLING INTERESTS	<u>26,182</u>	<u>-</u>	<u>34,050</u>	<u>-</u>
Total equity	<u>202,893,812</u>	<u>7</u>	<u>198,101,328</u>	<u>8</u>
TOTAL	<u>\$ 2,764,804,547</u>	<u>100</u>	<u>\$ 2,512,560,489</u>	<u>100</u>

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
INTEREST INCOME	\$ 46,391,786	70	\$ 32,637,405	51
INTEREST EXPENSES	<u>(17,169,228)</u>	<u>(26)</u>	<u>(8,277,015)</u>	<u>(13)</u>
NET INTEREST INCOME	<u>29,222,558</u>	<u>44</u>	<u>24,360,390</u>	<u>38</u>
NET INCOME OTHER THAN NET INTEREST INCOME				
Net service fee and commission income	12,390,426	18	15,433,664	24
Net income from insurance operations	16,388,381	25	11,009,900	17
Gain (loss) on financial assets and liabilities at FVTPL	1,337,104	2	5,187,742	8
Realized gain (loss) on financial assets at FVTOCI	(102,655)	-	2,067,387	3
Gain (loss) on derecognition of financial assets at amortized cost	(729,419)	(1)	52,794	-
Foreign exchange gain (loss)	3,986,335	6	(185,493)	-
(Impairment loss on assets) reversal of impairment loss on assets	(20,058)	-	(40,573)	-
Share of profit (loss) of associates accounted for using equity method	6,313	-	(3,546,984)	(5)
Gain (loss) on reclassification using the overlay approach	4,067,122	6	(340,905)	-
Net other non-interest income				
Gain from bargain purchase	-	-	9,227,113	14
Net other miscellaneous income	<u>(103,637)</u>	<u>-</u>	<u>539,063</u>	<u>1</u>
Net income other than net interest income	<u>37,219,912</u>	<u>56</u>	<u>39,403,708</u>	<u>62</u>
NET REVENUE AND GAINS	<u>66,442,470</u>	<u>100</u>	<u>63,764,098</u>	<u>100</u>
BAD DEBT EXPENSES, COMMITMENTS AND GUARANTEES LIABILITIES PROVISION	<u>(1,545,221)</u>	<u>(3)</u>	<u>(546,413)</u>	<u>(1)</u>
NET CHANGES IN INSURANCE LIABILITY RESERVE	<u>(18,048,324)</u>	<u>(27)</u>	<u>(11,762,052)</u>	<u>(19)</u>

(Continued)

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING EXPENSES				
Employee benefits expenses	\$ (16,143,154)	(24)	\$ (16,202,294)	(25)
Depreciation and amortization expenses	(2,628,113)	(4)	(2,388,548)	(4)
Other general and administrative expenses	<u>(10,428,339)</u>	<u>(16)</u>	<u>(9,709,290)</u>	<u>(15)</u>
Total operating expenses	<u>(29,199,606)</u>	<u>(44)</u>	<u>(28,300,132)</u>	<u>(44)</u>
INCOME BEFORE INCOME TAX	17,649,319	26	23,155,501	36
INCOME TAX EXPENSE	<u>(2,793,426)</u>	<u>(4)</u>	<u>(2,856,788)</u>	<u>(4)</u>
NET INCOME	<u>14,855,893</u>	<u>22</u>	<u>20,298,713</u>	<u>32</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Gain (loss) on remeasurements of defined benefit plans	268,137	-	(220,445)	-
Share of other comprehensive income of associates accounted for using equity method	799	-	331,548	-
Changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at FVTPL	300,972	-	(19,801)	-
Unrealized gain (loss) on investments in equity instruments designated as at FVTOCI	1,681,142	3	488,339	1
Income tax relating to items that will not be reclassified subsequently to profit or loss	(53,313)	-	44,038	-
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	44,548	-	13,494	-
Share of other comprehensive income (loss) of associates accounted for using the equity method	-	-	589,906	1
Unrealized gain (loss) on investments in debt instruments at FVTOCI	(5,326,894)	(8)	(2,216,978)	(4)
(Impairment loss) reversal of impairment loss on investments in debt instruments at FVTOCI	(7,464)	-	(2,628)	-

(Continued)

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
Other comprehensive income on reclassification using the overlay approach	\$ (4,067,122)	(6)	\$ 340,905	1
Income tax relating to items that will be reclassified subsequently to profit or loss	<u>479,832</u>	<u>1</u>	<u>159,690</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of tax	<u>(6,679,363)</u>	<u>(10)</u>	<u>(491,932)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ 8,176,530</u>	<u>12</u>	<u>\$ 19,806,781</u>	<u>31</u>
NET INCOME ATTRIBUTABLE TO:				
Owners of parent	\$ 14,863,852	22	\$ 20,311,808	32
Non-controlling interests	<u>(7,959)</u>	<u>-</u>	<u>(13,095)</u>	<u>-</u>
	<u>\$ 14,855,893</u>	<u>22</u>	<u>\$ 20,298,713</u>	<u>32</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of parent	\$ 8,184,398	12	\$ 19,819,890	31
Non-controlling interests	<u>(7,868)</u>	<u>-</u>	<u>(13,109)</u>	<u>-</u>
	<u>\$ 8,176,530</u>	<u>12</u>	<u>\$ 19,806,781</u>	<u>31</u>
EARNINGS PER SHARE				
Basic	<u>\$ 1.09</u>		<u>\$ 1.55</u>	
Diluted	<u>\$ 1.09</u>		<u>\$ 1.55</u>	

(Concluded)

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of Parent										Other Equity					Non-controlling Interests	Total Equity
	Share Capital		Advanced Receipts for Share Capital	Capital Surplus				Retained Earnings			Exchange Differences on Translation of Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at FVTOCI	Changes in Fair Value Attributable to Changes in the Credit Risk of Financial Liabilities at FVTPL	Other Comprehensive Income on Reclassification Using the Overlay Approach			
	Ordinary Shares	Preferred Shares		Additional Paid-in Capital in Excess of Par	Treasury Shares Transactions	Share-based Compensation	Others	Legal Reserve	Special Reserve	Unappropriated Earnings							
BALANCE AT JANUARY 1, 2021	\$ 109,115,662	\$ 8,000,000	\$ 11,336	\$ 33,795,808	\$ 2,075,475	\$ 54,299	\$ 3,213	\$ 11,777,396	\$ 571,970	\$ 18,831,418	\$ (953,056)	\$ 2,777,724	\$ 978	\$ -	\$ 47,159	\$ 186,109,382	
Appropriation of 2020 earnings																	
Legal reserve	-	-	-	-	-	-	-	1,419,375	-	(1,419,375)	-	-	-	-	-	-	
Cash dividends on ordinary shares	-	-	-	-	-	-	-	-	-	(6,059,361)	-	-	-	-	-	(6,059,361)	
Cash dividends on preferred shares	-	-	-	-	-	-	-	-	-	(1,757,500)	-	-	-	-	-	(1,757,500)	
Stock dividends on ordinary shares	4,957,660	-	-	-	-	-	-	-	-	(4,957,660)	-	-	-	-	-	-	
Net income for the year ended December 31, 2021	-	-	-	-	-	-	-	-	-	20,311,808	-	-	-	-	(13,095)	20,298,713	
Other comprehensive income (loss) for the year ended December 31, 2021, net of tax	-	-	-	-	-	-	-	-	-	(180,726)	770,274	(1,416,197)	(19,801)	354,532	(14)	(491,932)	
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	-	-	-	-	20,131,082	770,274	(1,416,197)	(19,801)	354,532	(13,109)	19,806,781	
Disposals of investments accounted for using the equity method	-	-	-	-	-	-	-	-	(178,254)	894,746	-	(716,492)	-	-	-	-	
Share-based payments	20,510	-	(11,336)	(5,481)	-	(1,667)	-	-	-	-	-	-	-	-	-	2,026	
Disposal of investments in equity instruments designated as at FVTOCI	-	-	-	-	-	-	-	-	-	(552,833)	-	552,833	-	-	-	-	
BALANCE AT DECEMBER 31, 2021	114,093,832	8,000,000	-	33,790,327	2,075,475	52,632	3,213	13,196,771	393,716	25,110,517	(182,782)	1,197,868	(18,823)	354,532	34,050	198,101,328	
Appropriation of 2021 earnings																	
Legal reserve	-	-	-	-	-	-	-	2,047,300	-	(2,047,300)	-	-	-	-	-	-	
Special reserve	-	-	-	-	-	-	-	-	8,304,402	(8,304,402)	-	-	-	-	-	-	
Cash dividends on ordinary shares	-	-	-	-	-	-	-	-	-	(6,902,677)	-	-	-	-	-	(6,902,677)	
Cash dividends on preferred shares	-	-	-	-	-	-	-	-	-	(1,757,500)	-	-	-	-	-	(1,757,500)	
Stock dividends on ordinary shares	5,647,644	-	-	-	-	-	-	-	-	(5,647,644)	-	-	-	-	-	-	
Net income for the year ended December 31, 2022	-	-	-	-	-	-	-	-	-	14,863,852	-	-	-	-	(7,959)	14,855,893	
Other comprehensive income (loss) for the year ended December 31, 2022, net of tax	-	-	-	-	-	-	-	-	-	215,532	44,548	(3,248,831)	300,972	(3,991,675)	91	(6,679,363)	
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	-	-	-	-	15,079,384	44,548	(3,248,831)	300,972	(3,991,675)	(7,868)	8,176,530	
Issuance of Class F preferred shares	-	3,000,000	-	2,276,131	-	-	-	-	-	-	-	-	-	-	-	5,276,131	
Disposal of investments in equity instruments designated as at FVTOCI	-	-	-	-	-	-	-	-	-	1,749,327	-	(1,749,327)	-	-	-	-	
BALANCE AT DECEMBER 31, 2022	\$ 119,741,476	\$ 11,000,000	\$ -	\$ 36,066,458	\$ 2,075,475	\$ 52,632	\$ 3,213	\$ 15,244,071	\$ 8,698,118	\$ 17,279,705	\$ (138,234)	\$ (3,800,290)	\$ 282,149	\$ (3,637,143)	\$ 26,182	\$ 202,893,812	

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income before income tax	\$ 17,649,319	\$ 23,155,501
Adjustments:		
Adjustments for reconciliation of profit or loss		
Depreciation expenses	2,142,060	1,946,858
Amortization expenses	486,053	441,690
Provisions for bad debts expenses, commitments and guarantee liabilities	1,545,221	546,413
Net loss (gain) on financial assets and liabilities at FVTPL	(1,337,104)	(5,187,742)
Net loss (gain) on financial assets and liabilities at FVTOCI	102,655	(2,067,387)
Interest expenses	17,169,228	8,277,015
Loss (gain) on derecognition of financial assets at amortized cost	729,419	(52,794)
Interest income	(46,391,786)	(32,637,405)
Net change in insurance liabilities	23,180,402	11,474,907
Net change in other provisions	789,617	(31,042)
Share-based payments	20,643	203,526
Share of profit of associates accounted for using equity method	(7,459)	(760,865)
(Gain) loss on reclassification using the overlay approach	(4,067,122)	340,905
(Gain) loss on disposal of associates accounted for using the equity method	1,146	4,307,849
(Reversal of) impairment loss on financial assets	(6,549)	40,573
Impairment loss on non-financial assets	26,607	-
Gain from bargain purchase	-	(9,227,113)
Other adjustments	(67,351)	(39,860)
Total adjustments	(5,684,320)	(22,424,472)
Changes in operating assets and liabilities		
(Increase) decrease in due from the Central Bank and call loans to banks	(17,625,470)	(427,988)
(Increase) decrease in financial assets at FVTPL	3,729,559	22,606,019
(Increase) decrease in financial assets at FVTOCI	29,622,342	62,755,632
(Increase) decrease in financial assets in debt instruments at amortized cost	(183,960,483)	(27,022,635)
(Increase) decrease in securities purchased under resell agreements	(365,363)	(377,532)
(Increase) decrease in receivables	29,468,653	(15,244,345)
(Increase) decrease in loans	(89,992,941)	(76,691,435)
(Increase) decrease in reinsurance contract assets	(27,394)	34,277
(Increase) decrease in other financial assets	218,916	(2,784,977)
(Increase) decrease in other assets	(2,487,935)	(4,556,191)
Increase (decrease) in deposits from the Central Bank and banks	(11,477,290)	(4,163,237)
Increase (decrease) in financial liabilities at FVTPL	14,602,123	(43,369,809)
Increase (decrease) in securities sold under repurchase agreements	(1,648,024)	(2,078,040)
Increase (decrease) in payables	(6,368,167)	(13,860,840)
Increase (decrease) in deposits and remittances	233,334,533	73,353,137
Increase (decrease) in provisions	(32,392)	(120,869)
		(Continued)

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
Increase (decrease) in other financial liabilities	\$ 33,192,240	\$ (2,036,439)
Increase (decrease) in other liabilities	(7,313,849)	7,021,358
Cash generated from (used in) operations	34,834,057	(26,232,885)
Interest received	45,904,856	34,940,727
Dividends received	2,410,018	1,971,156
Interest paid	(14,650,413)	(8,490,763)
Income taxes refund	272,605	188,573
Income taxes paid	(2,011,388)	(2,313,652)
Net cash generated from (used in) operating activities	<u>66,759,735</u>	<u>63,156</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of investments accounted for using the equity method	(10,000)	(264,197)
Proceeds from disposal of investments accounted for using the equity method	-	3,116,498
Acquisition of property and equipment	(4,840,848)	(1,036,271)
Proceeds from disposal of property and equipment	6,240	11,138
Acquisition of intangible assets	(746,766)	(439,046)
Net cash outflow from business combination	-	(3,717,747)
Acquisition of investment properties	(970,178)	(130,527)
Proceeds from disposal of investment properties	<u>-</u>	<u>148,430</u>
Net cash generated from (used in) investing activities	<u>(6,561,552)</u>	<u>(2,311,722)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in due to the Central Bank and banks	-	13,472,910
Decrease in due to the Central Bank and banks	(31,368,909)	-
Increase in commercial papers payable	-	7,534,000
Decrease in commercial papers payable	(6,912,000)	-
Corporate bonds issued	5,025,000	-
Repayment of bank notes payable	(6,800,000)	-
Increase in other borrowings	-	1,617,430
Decrease in other borrowings	(787,227)	-
Payments of lease liabilities	(864,501)	(795,994)
Cash dividends distributed	(8,660,177)	(7,816,861)
Issuance of Class F preferred shares	5,276,131	-
Exercise of employee stock options	<u>-</u>	<u>2,026</u>
Net cash generated from (used in) financing activities	<u>(45,091,683)</u>	<u>14,013,511</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>46,589</u>	<u>(592)</u>
		(Continued)

TAISHIN FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ 15,153,089	\$ 11,764,353
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>65,445,130</u>	<u>53,680,777</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 80,598,219</u>	<u>\$ 65,445,130</u>
Reconciliation of cash and cash equivalents:		
	2022	2021
Cash and cash equivalents in consolidated balance sheets	\$ 31,549,218	\$ 27,561,283
Due from Central bank and call loans to banks qualifying as cash and cash equivalents under the definition of IAS 7	36,022,583	27,539,460
Securities purchased under resell agreements qualifying as cash and cash equivalents under the definition of IAS 7	<u>13,026,418</u>	<u>10,344,387</u>
Cash and cash equivalents at the end of the year	<u>\$ 80,598,219</u>	<u>\$ 65,445,130</u>

(Concluded)

TAISHIN FINANCIAL HOLDING CO., LTD.

BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

ASSETS	2022	2021	LIABILITIES AND EQUITY	2022	2021
Cash and cash equivalents	\$ 20,320,940	\$ 155,574	Financial liabilities at fair value through profit or loss (FVTPL)	\$ 175,500	\$ 1,789,122
Financial assets at fair value through other comprehensive income (FVTOCI)	18,906,868	36,769,139	Commercial papers issued, net	2,447,270	4,497,340
Securities purchased under resell agreements	200,000	700,000	Payables	800,823	563,067
Receivables, net	1,055,959	1,101,577	Current tax liabilities	1,779,651	1,874,566
Investments accounted for using equity method	204,287,506	200,040,662	Bonds payable	36,720,216	32,000,000
Property and equipment, net	1,920	2,544	Lease liabilities	19,426	24,897
Right-of-use assets, net	18,208	24,278	Total liabilities	41,942,886	40,748,992
Other assets, net	19,115	22,496	Share capital		
			Ordinary shares	119,741,476	114,093,832
			Preferred shares	11,000,000	8,000,000
			Capital surplus	38,197,778	35,921,647
			Retained earnings		
			Legal reserve	15,244,071	13,196,771
			Special reserve	8,698,118	393,716
			Unappropriated earnings	17,279,705	25,110,517
			Other equity	(7,293,518)	1,350,795
			Total equity	202,867,630	198,067,278
TOTAL	\$ 244,810,516	\$ 238,816,270	TOTAL	\$ 244,810,516	\$ 238,816,270

TAISHIN FINANCIAL HOLDING CO., LTD.

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2022	2021
INCOME		
Share of profit of subsidiaries and associates accounted for using equity method	\$ 16,014,907	\$ 16,174,465
Interest income	78,789	2,835
Realized gain on financial assets at FVTOCI	545,801	770,980
Other income	1,232	5,810
Gain from bargain purchase	-	9,227,113
Total income	<u>16,640,729</u>	<u>26,181,203</u>
EXPENSES AND LOSSES		
Operating expenses	(478,463)	(577,040)
Interest expenses	(597,078)	(489,677)
Loss on financial assets and liabilities at FVTPL	(987,878)	(871,267)
Loss on disposals of investments accounted for using equity method	-	(4,258,447)
Other expenses	-	(4,441)
Total expenses and losses	<u>(2,063,419)</u>	<u>(6,200,872)</u>
INCOME BEFORE INCOME TAX	14,577,310	19,980,331
INCOME TAX (EXPENSE) BENEFIT	<u>286,542</u>	<u>331,477</u>
NET INCOME	<u>14,863,852</u>	<u>20,311,808</u>
OTHER COMPREHENSIVE INCOME (LOSS)		
Items that will not be reclassified subsequently to profit or loss		
Gain (loss) on remeasurements of defined benefit plans	1,609	(1,884)
Unrealized gain (loss) on investments in equity instruments designated as at FVTOCI	1,590,858	1,006,449
Share of other comprehensive income (loss) of associates accounted for using equity method	605,179	(380,872)
Items that will be reclassified subsequently to profit or loss		
Share of other comprehensive income (loss) of associate accounted for using equity method	<u>(8,877,100)</u>	<u>(1,115,611)</u>
OTHER COMPREHENSIVE INCOME (LOSS) FOR THE YEAR, NET OF TAX	<u>(6,679,454)</u>	<u>(491,918)</u>
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ 8,184,398</u>	<u>\$ 19,819,890</u>
EARNINGS PER SHARE		
Basic	<u>\$1.09</u>	<u>\$1.55</u>
Diluted	<u>\$1.09</u>	<u>\$1.55</u>

TAISHIN FINANCIAL HOLDING CO., LTD.

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of Parent										Other Equity				Total Equity
	Share Capital			Capital Surplus				Retained Earnings			Exchange Differences on Translation of Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at FVTOCI	Changes in Fair Value Attributable to Changes in the Credit Risk of Financial Liabilities at FVTPL	Other Comprehensive Income on Reclassification Using the Overlay Approach	
	Ordinary Shares	Preferred Shares	Advanced Receipts for Share capital	Additional Paid-in Capital in Excess of Par	Treasury Shares Transactions	Share-based Compensation	Others	Legal Reserve	Special Reserve	Unappropriated Earnings					
BALANCE AT JANUARY 1, 2021	\$ 109,115,662	\$ 8,000,000	\$ 11,336	\$ 33,795,808	\$ 2,075,475	\$ 54,299	\$ 3,213	\$ 11,777,396	\$ 571,970	\$ 18,831,418	\$ (953,056)	\$ 2,777,724	\$ 978	\$ -	\$ 186,062,223
Appropriation of 2020 earnings															
Legal reserve	-	-	-	-	-	-	-	1,419,375	-	(1,419,375)	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	-	-	-	-	-	(6,059,361)	-	-	-	-	(6,059,361)
Cash dividends on preferred shares	-	-	-	-	-	-	-	-	-	(1,757,500)	-	-	-	-	(1,757,500)
Stock dividends on ordinary shares	4,957,660	-	-	-	-	-	-	-	-	(4,957,660)	-	-	-	-	-
Net income for the year ended December 31, 2021	-	-	-	-	-	-	-	-	-	20,311,808	-	-	-	-	20,311,808
Other comprehensive income (loss) for the year ended December 31, 2021, net of tax	-	-	-	-	-	-	-	-	-	(180,726)	770,274	(1,416,197)	(19,801)	354,532	(491,918)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	-	-	-	-	20,131,082	770,274	(1,416,197)	(19,801)	354,532	19,819,890
Disposals of investments accounted for using equity method	-	-	-	-	-	-	-	-	(178,254)	894,746	-	(716,492)	-	-	-
Share-based payments	20,510	-	(11,336)	(5,481)	-	(1,667)	-	-	-	-	-	-	-	-	2,026
Disposals of investments in equity instruments designated as at FVTOCI	-	-	-	-	-	-	-	-	-	(552,833)	-	552,833	-	-	-
BALANCE AT DECEMBER 31, 2021	114,093,832	8,000,000	-	33,790,327	2,075,475	52,632	3,213	13,196,771	393,716	25,110,517	(182,782)	1,197,868	(18,823)	354,532	198,067,278
Appropriation of 2021 earnings															
Legal reserve	-	-	-	-	-	-	-	2,047,300	-	(2,047,300)	-	-	-	-	-
Special reserve	-	-	-	-	-	-	-	-	8,304,402	(8,304,402)	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	-	-	-	-	-	(6,902,677)	-	-	-	-	(6,902,677)
Cash dividends on preferred shares	-	-	-	-	-	-	-	-	-	(1,757,500)	-	-	-	-	(1,757,500)
Stock dividends on ordinary shares	5,647,644	-	-	-	-	-	-	-	-	(5,647,644)	-	-	-	-	-
Net income for the year ended December 31, 2022	-	-	-	-	-	-	-	-	-	14,863,852	-	-	-	-	14,863,852
Other comprehensive income (loss) for the year ended December 31, 2022, net of tax	-	-	-	-	-	-	-	-	-	215,532	44,548	(3,248,831)	300,972	(3,991,675)	(6,679,454)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	-	-	-	-	15,079,384	44,548	(3,248,831)	300,972	(3,991,675)	8,184,398
Issuance of Class F preferred shares	-	3,000,000	-	2,276,131	-	-	-	-	-	-	-	-	-	-	5,276,131
Disposals of investments in equity instruments designated as at FVTOCI	-	-	-	-	-	-	-	-	-	1,749,327	-	(1,749,327)	-	-	-
BALANCE AT DECEMBER 31, 2022	\$ 119,741,476	\$ 11,000,000	\$ -	\$ 36,066,458	\$ 2,075,475	\$ 52,632	\$ 3,213	\$ 15,244,071	\$ 8,698,118	\$ 17,279,705	\$ (138,234)	\$ (3,800,290)	\$ 282,149	\$ (3,637,143)	\$ 202,867,630

TAISHIN FINANCIAL HOLDING CO., LTD.

**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(In Thousands of New Taiwan Dollars)**

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income before income tax	\$ 14,577,310	\$ 19,980,331
Depreciation expenses	6,961	7,687
Amortization expenses	425	500
Net loss (gain) on financial assets and liabilities at FVTPL	987,878	871,267
Net loss (gain) on financial assets and liabilities at FVTOCI	(545,801)	(770,980)
Interest expenses	597,078	489,677
Interest income	(78,789)	(2,835)
Share-based payments	2,570	18,583
Share of profit of subsidiaries and associates accounted for using equity method	(16,014,907)	(16,174,465)
(Gain) loss on disposal of property and equipment	(260)	(100)
(Gain) loss on disposal of investments accounted for using equity method	-	4,258,447
Gain from bargain purchase	-	(9,227,113)
Changes in operating assets and liabilities		
Net changes in operating assets		
(Increase) decrease in receivables	1,443,942	1,803,687
(Increase) decrease in financial assets at FVTOCI	19,425,325	-
(Increase) decrease in other assets	5,068	(5,546)
Net changes in operating liabilities		
Increase (decrease) in financial liabilities at FVTPL	(3,000,000)	-
Increase (decrease) in payables	(62,151)	(48,170)
Interest received	59,124	2,799
Dividend received	9,069,747	7,862,118
Interest paid	(503,431)	(491,912)
Income taxes refund	79,779	-
Income taxes paid	(969,474)	(1,503,095)
Net cash generated from (used in) operating activities	<u>25,080,394</u>	<u>7,070,880</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of investments accounted for using equity method	(5,000,000)	-
Proceeds from disposal of investments accounted for using equity method	-	3,116,498
Acquisition of subsidiaries	-	(5,568,519)
Acquisition of property and equipment	(267)	(1,629)
Proceeds from disposal of property and equipment	<u>260</u>	<u>100</u>
Net cash generated from (used in) investing activities	<u>(5,000,007)</u>	<u>(2,453,550)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in commercial papers payable	-	3,500,000
Decrease in commercial papers payable	(2,050,000)	-
Corporate bond issued	5,025,000	-
Payments of lease liabilities	(5,975)	(6,458)
Cash dividends distributed	(8,660,177)	(7,816,861)
Issuance of Class F preferred shares	5,276,131	-
Exercise of employee share options	<u>-</u>	<u>2,026</u>
Net cash generated from (used in) financing activities	<u>(415,021)</u>	<u>(4,321,293)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<u>19,665,366</u>	<u>296,037</u>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>855,574</u>	<u>559,537</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 20,520,940</u>	<u>\$ 855,574</u>
Cash and cash equivalents in the balance sheets	\$ 20,320,940	\$ 155,574
Securities purchased under resell agreements qualifying as cash and cash equivalents under the definition of IAS 7	<u>200,000</u>	<u>700,000</u>
Cash and cash equivalents at the end of the year	<u>\$ 20,520,940</u>	<u>\$ 855,574</u>

【 Attachment 4 】

Taishin Financial Holding Co., Ltd.
The Audit Committee's communications with the Internal Auditing Officers

April 27, 2023

The communications between the Audit Committee and the internal audit officers for the year 2022 are as follows:

Date	Form of Communication	Issues to communicate	Result
February 24, 2022	The Chief Auditor's communication meeting with Independent Directors.	Penalties imposed by the competent authorities on the Company and its subsidiaries, major extraordinary events, primary examination findings, and material findings in internal audit reports during 2021 Q3 and Q4.	Accepted without further recommendations.
	The Audit Division presents its regular report to the Audit Committee.	Submission of the results of audit work for 2021 Q4.	Duly noted. Proceed as recommended.
May 19, 2022	The Audit Division presents its regular report to the Audit Committee.	Submission of the results of audit work for 2022 Q1.	Duly noted. Proceed as recommended.
August 18, 2022	The Chief Auditor's communication meeting with Independent Directors.	Penalties imposed by the competent authorities on the Company and its subsidiaries, major extraordinary events, primary examination findings, and material findings in internal audit reports during 2022 Q1 and Q2.	Accepted without further recommendations.
	The Audit Division presents its regular report to the Audit Committee.	Submission of the results of audit work for 2022 Q2.	Duly noted. Proceed as recommended.
November 17, 2022	The Audit Division presents its regular report to the Audit Committee.	Submission of the results of audit work for 2022 Q3.	Duly noted. Proceed as recommended.

Notes: 1. The Audit Committee consists of all Independent Directors.
2. Other proposals that should be submitted for review by the Audit Committee are handled in accordance with Article 14-5 of the Securities and Exchange Act.

To:
2023 Annual General Shareholders' Meeting of Taishin Financial Holding Co., Ltd.

The Convener of Audit Committee

Chang, Min-Yu

【 Attachment 5 】

**Taishin FHC Rules for Issuance and Conversion of First Domestic
Unsecured Exchangeable Corporate Bond**

Key terms of issuance

Issue date	April 1, 2022
Total amount issued	The total face value is NT\$5 billion with a face value of NT\$100,000 each. The bond is issued at 100.5% of the face value with total issuance amount of NT\$5.025 billion.
Maturity	three years, starting April 1, 2022 and ending April 1, 2025
Coupon rate	0%
Date and method of return of principal	Except where bond holders convert their bonds to common shares of Chang Hwa Bank ("CHB common shares") in accordance with Article 10 of the Taishin FHC Rules for Issuance and Conversion of First Domestic Unsecured Exchangeable Corporate Bond ("the Rules") or the Company recalls the bonds prior to maturity according to Article 17 of the Rules or the Company buys back the bonds from securities brokers and cancels them, the Company will make a cash lump sum repayment at 100% of the face value for the Corporate Bond at maturity.
Underlying Assets	CHB common shares held by the Company
Exchange price	The exchange price at issue is NT\$20.3 per share. Following Chang Hwa Bank's ("CHB") distribution of dividends and rights in 2022, the exchange price is updated to NT\$19.5 per share starting August 17, 2022.
Change of exchange price	Where the number CHB outstanding common shares (including private placement) increases, the Company will adjust the exchange price according to the conversion rules.
Exchange period	Except for the period of exchange suspension defined in the Rules, bond holders may submit a request to the Company's stock transfer agent to exchange their bonds to CHB common shares at any time between the day following the end of three months after the Exchangeable Corporate Bond's issue date and the maturity date (April 1, 2025).
Right to recall	If the closing price of CHB common shares on a centralized exchange exceeds the conversion price at the time by 30% or more for thirty consecutive business days or the outstanding balance of the Corporate Bond falls below 10% of the initial total face amount, the Company may recall the Corporate Bond by cash payment at face value.

Taishin Financial Holding Co., Ltd.
Regulations for Issuance and Exchange of the First Domestic Unsecured Exchangeable Corporate Bonds

- I. Bond Name
Taishin Financial Holding Co., Ltd. ("Taishin") First Domestic Unsecured Exchangeable Corporate Bonds ("Exchangeable Corporate Bonds").
- II. Date of issue:
April 1, 2022 ("Issue Date").
- III. Issue size:
The Exchangeable Corporate Bond is represented by 50,000 bonds with a face value of NT\$100,000 at 0.5% premium, total face value is NT5 billion.
- IV. Maturity:
The maturity is three years, from April 1, 2022 to April 1, 2025 ("Maturity Date").
- V. Coupon rate:
The coupon rate is 0%.
- VI. Principal repayment date and methods:
Taishin will redeem the Exchangeable Corporate Bonds with a lump sum cash payment at 100% of the face value of the bonds in Bondholders' possession upon the Maturity Date, except if the Bondholders exchange the Exchangeable Corporate Bonds in their possession for common shares of Chang Hwa Bank, Ltd. ("Chang Hwa Bank") according to Article 10 of these Regulations, if Taishin calls the Exchangeable Corporate Bonds early according to Article 17 of these Regulations, or if Taishin repurchases the Exchangeable Corporate Bonds from the TPEX and retires them. Payment will be made within 10 business days (including the 10th business day) counting from the date following the Maturity Date.
- VII. Security status:
The Exchangeable Corporate Bonds are unsecured bonds; however, if Taishin issues or privately places other secured exchangeable corporate bonds with the same underlying target (Chang Hwa Bank) after the issuance of the Exchangeable Corporate Bonds, the Exchangeable Corporate Bonds shall have the same level of rights to claims and the same order of priority over collateral as the secured exchangeable corporate bonds.
- VIII. Underlying target:
Chang Hwa Bank's common shares held by Taishin.
- IX. Exchange period:
Bondholders may have a securities dealer inform the Taiwan Depository & Clearing Corporation (TDCC) of their intention to request the share administration service to exchange the Exchangeable Corporate Bonds in their possession for Chang Hwa Bank's common shares according to these Regulations at any time during the period from July 2, 2022, which is the date following the date on which the Exchangeable Corporate Bonds have been issued for three months, to April 1, 2025, which is the Maturity Date, except when Chang Hwa Bank is during (1) mandatory book closure periods; (2) the period from the date that is within 15 business days before the book closure date for stock dividends transfer, cash dividends transfer, or share subscription in a follow-on offering, to the record date for distribution of entitlements; (3) the period from the record date for capital reduction to the date that is one day before the date on which the new shares substituted in a capital reduction start to trade; and (4) the period from the first day on which exchange is suspended because of change of stock's denomination, to the date that is one day before the substituted new shares start to trade. Bondholders wishing to do so shall further comply with Articles, 10, 11, 13, and 14 of these Regulations. The phrase "the

first day on which exchange is suspended because of change of stock's denomination" mentioned in the preceding paragraph shall mean the date that is one business day before the date on which application to the Ministry of Economic Affairs for registration modification is filed. Taishin shall further announce the exchange suspension period four business days before the first day on which exchange is suspended because of change of stock's denomination.

X. Procedures for request for exchange:

(I) Bondholders intending an exchange shall do so through TDCC via a book-entry transfer.

Bondholders shall fill in the "Marketable Securities Conversion (Exchange)/Redemption (Call)/Sell-back (Put)/Cancellation/Share Subscription/Obligation Performance/Against-document Redemption Book-entry Transfer Application Form" (specifying "Exchange" thereon) at the original securities dealer, who would then apply to TDCC. Once the application is approved, TDCC will notify Taishin's share administration agency by electronic means. The request for exchange will become legally binding upon delivery of the notice, and may not be revoked thereafter through application. On the business day following the date the notice is delivered, Chang Hwa Bank's common shares will be delivered through TDCC to the Bondholders' TDCC account by means of book-entry transfer.

(II) Chang Hwa Bank's common shares which overseas Chinese citizens and/or foreign nationals apply to exchange the Exchangeable Corporate Bonds for may be delivered only through TDCC via a book-entry transfer.

XI. Exchange price and adjustment thereof:

(I) Exchange pricing methods

March 24, 2022 shall be record date for determining the exchange price of the Exchangeable Corporate Bonds; the exchange price is determined by applying the base price, which is the simple arithmetic mean of the closing prices of Chang Hwa Bank's common shares on the date that is either one business day, three business days, or five business days before the record date, to the exchange premium rate of 106.84%, and rounded to the first decimal place in TWD. If an ex-cash dividend or ex-stock dividend activity of Chang Hwa Bank takes place before the pricing record date, the closing prices sampled for calculation of the exchange price shall be the imputed prices factoring in the ex-cash dividend and ex-stock dividend effect. Where an ex-cash dividend or ex-stock dividend activity takes place between the date on which exchange price is determined and the Issue Date, the exchange price shall be adjusted according to the formula set forth in Subparagraph (II) of this article. The exchange price is set at NT\$20.3 per share when calculated by following the afore-mentioned methods.

(II) Exchange price adjustment:

1. Where the number of common shares issued or privately placed by Chang Hwa Bank increases subsequent to the Issue Date due to reasons including but not limited to capital increase through public offering of private placement, recapitalization of earnings, recapitalization of capital reserves, issuance of new shares in connection with business mergers or share exchanges, stock split, and/or capital increase for participation in issuance of global depository receipts, except in the case where such increase is due to issuance of new shares as employee compensation or due to common shares converted through exercise of stock warrants or conversion rights attached to the various marketable securities issued or privately placed by Chang Hwa Bank, Taishin shall adjust the exchange price of the Exchangeable Corporate Bonds - the price shall be calculated to the first decimal place in TWD, with the value in the second decimal place rounded down -, shall give an official letter to the

Taipei Exchange (TPEX) requesting it to make an announcement, and shall adjust the price on the record date for the ex-stock dividend in connection of the new shares issued by Chang Hwa Bank (Note 1), or on the record date for exchange for new shares if the increase in the number of common shares is attributable to change of stock denomination, or on the date on which share subscription proceeds are fully made if payment collection operation is involved:

$$\begin{array}{l}
 \text{Exchange price after adjustment} = \text{Exchange price before adjustment} \times \left[\frac{\text{Number of shares previously issued by Chang Hwa Bank (Note 2)} + \left(\frac{\text{Share subscription proceeds per share (Note 3)} \times \text{Number of new shares issued or privately placed by Chang Hwa Bank}}{\text{Market price per share (Note 4)}} \right)}{\text{(Number of shares previously issued by Chang Hwa Bank + Number of new shares issued or privately placed by Chang Hwa Bank)}} \right]
 \end{array}$$

Note 1: Adjusted on the record date for share split in the case of a share split; on the record date for merger or share exchange in the case of issuance of new shares in connection with business merger or share exchanges; on the date on which share subscription proceeds are fully paid in the case of issuance of new shares by means of book building or for participation in issuance of global depository certificates, given the absence of an ex-stock dividend record date; or on the date on which privately placed marketable securities are delivered in the case of capital increase by means of private placement of new shares. In the case of capital increase by issuance of new shares, if the price of the new shares is changed after the Issue Date, adjustment shall be made based on the updated price of the new shares; if the imputed exchange price after adjustment is lower than the exchange price announced before the original ex-stock dividend record date, an official letter will be given to the TPEX requesting it to announce another adjustment attempt.

Note 2: The phrase “number of issued shares previously issued” means the total number of shares previously issued by Chang Hwa Bank through either public offering or private placement less the number of treasury shares repurchased but yet to be retired or transferred by Chang Hwa Bank.

Note 3: Share subscription proceeds per share shall be zero in the case of a share split or an issuance of stock dividends. In the case of issuance of new shares due to business merger, the share subscription proceeds per share shall be the share exchange ratio times the net worth per share calculated based on the CPA-audited or CPA-reviewed financial statements of the target company for the period closest to the record date for the merger. In the case of issuance of new shares due to share exchanges, the share subscription proceeds per share shall be the share exchange ratio times the net worth per share calculated based on the share exchange counterparty’s CPA-audited or CPA-reviewed financial statements for the most recent period.

Note 4: The market price per share to be calculated shall be based on the simple arithmetic mean of the closing prices of Chang Hwa Bank’s common shares

on the date that is either one business day, three business days, or five business days before (1) Chang Hwa Bank's record date for ex-stock dividend, pricing, merger, or stock split or (2) the date on which privately placed marketable securities are delivered.

In the case of change of stock denomination:

Exchange price after adjustment = Exchange price before adjustment × (Number of issued common shares of Chang Hwa Bank before the change of stock denomination / Number of issued common shares of Chang Hwa Bank after the change of stock denomination)

2. If Chang Hwa Bank distributes cash dividends to common shares after the issuance of the Exchange Corporate Bonds, the exchange price shall be reduced on the ex-cash dividend record date (to the first decimal place in TWD, with the value in the second decimal place rounded down), and an official letter shall be delivered to the TPEx requesting it to announce the post-adjustment exchange price. This article's requirement to reduce exchange price does not apply to those who have requested an exchange before the ex-cash dividend record date. The adjustment formula is as follows:

Exchange price after adjustment = Exchange price before adjustment × (1 - cash dividends distributed to common shares of Chang Hwa Bank / Market price per share [Note])

Note: The market price per share to be calculated shall be based on the simple arithmetic mean of the closing prices of Chang Hwa Bank's common shares on the date that is either one business day, three business days, or five business days before Chang Hwa Bank's ex-cash dividend announcement date.

3. After the issuance of the Exchangeable Corporate Bonds, if Chang Hwa Bank offers or privately places any marketable securities with an option or warrant to be converted into common shares at a conversion or subscription price lower than the market price per share (Note 1), Taishin shall adjust the exchange price by the following formula - calculation shall be made to the first decimal place in TWD, with the value in the second decimal place rounded down -, shall give an official letter to TPEx requesting it to make an announcement, and shall make adjustment on the date when the aforementioned marketable securities or stock warrants are issued or when privately placed marketable securities are delivered.

$$\begin{array}{l}
 \text{Exchange price after adjustment:} \\
 \text{Exchange price before adjustment} \times \left(\frac{\text{Number of shares previously issued by Chang Hwa Bank (Note 2)} + \frac{\text{Conversion price or subscription price of Chang Hwa Bank's newly offered or privately placed marketable securities with an option or warrant to be converted into common shares} \times \text{Number of shares underlying Chang Hwa Bank's newly offered or privately placed marketable securities with an option or warrant to be converted into common shares}}{\text{Market price per share}} \right) \\
 \text{(Number of shares previously issued by Chang Hwa Bank + Number of shares underlying Chang Hwa Bank's newly offered or privately placed marketable securities with an option or warrant to be converted into common shares)}
 \end{array}$$

Note 1: The market price per share to be calculated shall be based on the simple arithmetic mean of the closing prices of Taishin's common shares on the date that is either one business day, three business days, or five business days before the record date for pricing of Chang Hwa Bank's newly offered or privately placed marketable securities with an option or warrant to be converted into common shares.

Note 2: The phrase "number of shares previously issued" means the total number of common shares issued by Chang Hwa Bank through either public offering or private placement less the number of treasury shares repurchased but yet to be retired or transferred by Chang Hwa Bank. If Chang Hwa Bank's newly offered or privately placed marketable securities with an option or warrant to be converted into common shares are backed by treasury shares, the "Number of shares previously issued" in the formula shall be net of the "Number of shares underlying Chang Hwa Bank's newly offered or privately placed marketable securities with an option or warrant to be converted into common shares".

4. After the issuance of the Exchangeable Corporate Bonds, if the number of Chang Hwa Bank's common shares reduces due to reasons other than retirement of treasury shares, the exchange price shall be adjusted by the following formula, an official letter shall be delivered to the TPEx requesting it to make an announcement, and adjustment shall be made on the record date for capital reduction, or on the record date for exchange for new shares if the reduction in the number of common shares is due to change in stock denomination.

- a. In the case of capital reduction to compensate for losses:

Exchange price after adjustment = Exchange price before adjustment × (Number of issued common shares of Chang Hwa Bank before the capital reduction [Note] / Number of issued common shares of Chang Hwa Bank after the capital reduction).

- b. In the case of capital reduction by retiring shares and returning share subscription proceeds:

Exchange price after adjustment = (Exchange price before adjustment × [1 - The amount of proceeds returned by Chang Hwa Bank to each share as a percentage of the closing price on the last trading date prior to the date of exchange for new shares]) × (Number of issued common shares of Chang Hwa Bank before the capital reduction / Number of issued common shares of Chang Hwa Bank after the capital reduction)

- c. In the case of change of stock denomination:

Exchange price after adjustment = Exchange price before adjustment × (Number of issued common shares of Chang Hwa Bank before the change of stock denomination [Note] / Number of issued common shares of Chang Hwa Bank after the change of stock denomination)

Note: The number of issued shares of Chang Hwa Bank shall mean the total number of shares issued by Chang Hwa Bank through either public offering or private placement less the number of treasury shares repurchased but yet to be retired or transferred by Chang Hwa Bank.

XII. Listing/Delisting of the Exchangeable Corporate Bonds on/from the TPEx:

The Exchangeable Corporate Bonds shall be listed on the TPEx prior to the Issue Date by application to the TPEx and delisted from the TPEx on the date on which the Exchangeable Corporate Bonds are fully exchanged for Chang Hwa Bank's common

shares or repurchased or redeemed by Taishin. The afore-mentioned matters will be announced by Taishin subject to an approval from the TPEX.

XIII. Listing of Chang Hwa Bank's common shares on the TWSE:

Chang Hwa Bank's common shares exchanged from the Exchangeable Corporate Bonds will trade on the Taiwan Stock Exchange (TWSE) on and after the delivery date.

XIV. Actions to be taken in the event of any residual amount representing less than one share at the time of share delivery:

Any residual amount representing less than one share at the time of exchange for Chang Hwa Bank's common shares will be paid by Taishin in cash (calculation made to the nearest whole number in TWD, with any fractional amount being rounded off).

XV. Attribution of cash dividends and stock dividends in the year of exchange:

(I) Cash dividends

1. Bondholders of the Exchangeable Corporate Bonds who request an exchange during the period from January 1 of the current year to the date that is more than 15 business days before the book closure date for transfer of cash dividends of Chang Hwa Bank in the current year may participate in the distribution of cash dividends for the year before the current year in which the shareholders' meeting approves the distribution through a resolution.
2. Exchange of the Exchangeable Corporate Bonds shall be suspended in the current year during the period from the date that is within 15 business days (including the 15th business day) prior to the book closure date for transfer of Chang Hwa Bank's cash dividends, through the ex-cash dividend record date.
3. Bondholders of the Exchangeable Corporate Bonds who request an exchange in the current year during the period from the date following the ex-cash dividend record date through December 31 may not participate in the distribution of cash dividends for the year before the current year in which the shareholders' meeting approves the distribution through a resolution, but may participate in the distribution of cash dividends for the current year that will be determined in the following year in which the shareholders' meeting will determine the distribution through a resolution.

(II) Stock dividends

1. Bondholders of the Exchangeable Corporate Bonds who request an exchange during the period from January 1 of the current year to the date that is more than 15 business days before the book closure date for transfer of stock dividends of Chang Hwa Bank in the current year may participate in the distribution of stock dividends for the year before the current year in which the shareholders' meeting approves the distribution through a resolution.
2. Exchange of the Exchangeable Corporate Bonds shall be suspended in the current year during the period from the date that is within 15 business days (including the 15th business day) prior to the book closure date for transfer of Chang Hwa Bank's stock dividends, through the ex-stock dividend record date.
3. Bondholders of the Exchangeable Corporate Bonds who request an exchange in the current year during the period from the date following the ex-stock dividend record date through December 31 may not participate in the distribution of stock dividends for the year before the current year in which the shareholders' meeting approves the distribution through a resolution, but may participate in the distribution of stock dividends for the current year that will be determined in the following year in which the shareholders' meeting will determine the distribution through a resolution.

XVI. Rights and obligations after exchange:

Chang Hwa Bank's common shares acquired by Bondholders after their request for exchange is approved shall bear the same rights and obligations born by the common shares that had been previously issued by Chang Hwa Bank.

XVII. Taishin's call rights:

- (I) During the period from July 2, 2022, which is the date following the date on which the Exchangeable Corporate Bonds have been issued for three months, to February 20, 2025, which is the date 40 days prior to the Maturity Date, if the closing price of Chang Hwa Bank's common shares on the centralized market is lower than the exchange price on the same day by 30% or more for 30 business days in a row, Taishin may, within the following 30 business days, send Bondholders (i.e., the bondholders on the bondholder register on the 5th business day prior to the date on which the "Bond Call Notice" is sent; an announcement will be made instead to bondholders who obtain the Exchangeable Corporate Bonds through trading for any other reason thereafter) a 30-day "Bond Call Notice" by registered mail (the 30-day period shall be counted from the date on which Taishin sends the notice and the 30th day shall be the record date for calling the bonds; however, the said period must not coincide with the period in which exchange of the Exchangeable Corporate Bonds is suspended); shall deliver an official letter to the TPEX requesting it to make an announcement; and may use cash to redeem the Bondholders' Exchangeable Corporate Bonds at the face value within five business days after the bond call record date.
- (II) During the period from July 2, 2022, which is the date following the date on which the Exchangeable Corporate Bonds have been issued for three months, to February 20, 2025, which is the date 40 days prior to the Maturity Date, if the balance of the Exchangeable Corporate Bonds outstanding is lower than the Issue Size by 10% or more, Taishin may, at any time, send Bondholders (i.e., the bondholders on the bondholder register on the 5th business day prior to the date on which the "Bond Call Notice" is sent; an announcement will be made instead to bondholders who obtain the Exchangeable Corporate Bonds through trading for any other reason thereafter) a 30-day "Bond Call Notice" by registered mail (the 30-day-period shall be counted from the date on which Taishin sends the notice and the 30th day shall be the record date for calling the bonds; however, the said period must not coincide with the period in which exchange of the Exchangeable Corporate Bonds is suspended); shall deliver an official letter to the TPEX requesting it to make an announcement; and may use cash to redeem the Bondholders' Exchangeable Corporate Bonds at the face value within five business days after the bond call record date.
- (III) If Bondholders fail to respond by correspondence to Taishin's share administration agency prior to the bond call record date specified on the "Bond Call Notice" - the notice is effective upon being delivered, or on the stamped date if posted by mail -, Taishin may use cash to redeem their Exchangeable Corporate Bonds at face value within five business days after the bond call record date.
- (IV) If Taishin executes its call request, the last date on which Bondholders may request for exchange shall be the second business day after the date on which the Exchangeable Corporate Bonds cease to trade on the TPEX.

XVIII. The Exchangeable Corporate Bonds that Taishin calls or redeems (including those repurchased from the TPEX) and the Exchangeable Corporate Bonds that have been exchanged shall be canceled and may not be sold or issued anew; the exchange rights attached thereto shall also be eliminated at the same time.

XIX. The Exchangeable Corporate Bonds and the underlying common shares are

registered ones, and are subject to provisions of the Regulations Governing the Administration of Shareholder Services of Public Companies and the Company Act pertaining to ownership transfer, change modification, creation of pledge, and loss, and to the provisions of the prevailing tax laws pertaining to taxation.

- XX. Taipei Fubon Commercial Bank Co., Ltd. is the trustee of the Bondholders' Exchangeable Corporate Bonds, and will act in favor of Bondholders' interests to audit and supervise Taishin's performance of obligations under these issuance regulations.

Bondholders who acquire the Exchangeable Corporate Bonds at the time of issue or by trading thereafter grant consent to the trust contract between Taishin and the trustee, to the rights and obligations of the trustee, and to these issuance and exchange regulations, and authorize the trustee to perform the mandated matters at the trustee's discretion; such authorization may not be revoked halfway. The content of the trust contract is available for viewing to Bondholders of the Exchangeable Corporate Bonds at a business office operated by Taishin or its trustee during specified business hours.

- XXI. Matters relating to principal repayment, interest payment, and exchange of the Exchangeable Corporate Bonds shall be carried out by Taishin's share administration agency on behalf of Taishin.

- XXII. As required by Article 8 of the Securities and Exchange Act, this issue of Exchangeable Corporate Bonds does not take the form of physical bonds.

- XXIII. Matters not provided in these regulations for issuance and exchange of the Exchangeable Corporate Bonds shall be handled by applicable laws or regulations.

【 Attachment 6 】

**Taishin Financial Holding Co., Ltd.
Earnings Distribution Plan
For 2022**

Unit: NT\$

Beginning undistributed earnings	\$ 450,993,567
Add: Net income for the current year	14,863,852,193
Add: Gain on remeasurements of defined benefit plans	215,532,841
Add: Realized gains on disposal of investments in equity instruments designated as at FVTOCI	1,749,325,980
Subtract: Provision of legal reserves	(1,682,871,101)
Subtract: Provision of special reserve (Description 1)	(7,251,539,089)
Add: Reversed special reserve (Description 2)	5,029,142,010
Distributable earnings	13,374,436,401
Distributions	
Class E preferred share dividends (issued in 2016)	(1,187,500,000)
Class E preferred share dividends (issued in 2018)	(570,000,000)
Class F preferred share dividends (issued in 2022)	(88,027,562)
Common share dividends	(11,135,957,305)
Closing undistributed earnings	\$ 392,951,534

Description:

- Pursuant to the FSC Order Jin-Guan-Zeng-Fa No. 1090150022 dated March 31, 2021, a company shall set aside special reserve for 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, International Accounting Standards, Interpretations, and Interpretations Announcements.
- Pursuant to the FSC Order Jin-Guan-Yin-Fa No. 10310006310 dated December 30, 2014, the special reserve from the company's recognized gains on bargain purchase of acquisition shall be capitalized, provided that the assessed value of acquired asset records neither significant difference from the original value of acquisition nor unexpected material impairment over one year, with the review and ratification of a certified accountant.
- Taishin issued Class E preferred shares in 2016 and in 2018, and issued Class F preferred shares in 2022. The amount of dividend distribution is based on the terms of issue and the ratio of the actual number of outstanding shares to the number of outstanding shares throughout the year in 2022.
- The common share dividends, NT\$11,135,957,305, shall be distributed at approximately NT\$0.93 per share, which consists of cash dividends of NT\$6,106,815,295 or approximately NT\$0.51 per share and stock dividends of NT\$5,029,142,010 or approximately NT\$0.42 per share. Issuance of new common shares as stock dividends shall be discussed in a separate agenda item.
- 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.
- 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.
- The cash dividends shall be allocated among common shareholders according to their shareholding ratio, and rounded down to the nearest integer in dollars. The remaining amount will be recognized as the Company's other income.
- Stock dividends are provided from the reversed special reserve of the increase in retained earnings generated by recognition of the gains on bargain purchase of acquisition. Cash dividend distribution shall be funded first by the net income after taxes for the current year. Any shortfall will be funded by the beginning balance of the undistributed earnings.
- Contents and figures are subject to the competent authority's approval.

Chairman: Wu, Tong-Liang President: Welch Lin Accounting Officer: Eva Wu

【Attachment 7】

Taishin Financial Holding Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Company is incorporated pursuant to the Financial Holding Company Act, the Company Act, and other relevant laws and regulations. The name of the Company shall be “Taishin Financial Holding Co., Ltd.” (abbreviated to “Taishin Holdings”)

Article 2 The business objectives of the Company are to derive the economic benefits of financial institutions, to enhance the synergy from financial cross selling, to protect the public interest, and to support the financial policies of the country.

Article 3 The Company has its head office in Taipei City. The Company may set up branches in proper locations domestically or overseas.

Article 4 Public announcements of the Company shall, except where otherwise stipulated by the competent authority in charge of securities and exchange, be posted on the daily newspapers circulating in the municipality/city/county where the Company is located.

Chapter 2 Shares

Article 5 The authorized capital of the Company is NT\$200,000,000,000, divided into 20 billion shares at par value of NT\$10. The Board of Directors is authorized to issue the shares of capital in installments. 2 billion shares shall be reserved for the Company to issue shares for stock warrants, shares with warrants or corporate bonds with warrants.

Article 5-1 For the purpose of employee motivation, the Company may issue stock warrants or handle stock transfer through the following methods:

1. Issuing employee stock warrants at a price lower than the closing price of the Company's shares on the issuing date, subject to approval by shareholders' meeting.
2. Transferring the Company's shares to employees at a price lower than the average buyback price of the Company's shares, as approved in the most recent shareholders' meeting.

The issuance of stock warrants or transfer of buyback shares mentioned in the preceding paragraph shall be handled in accordance with relevant laws and regulations. The resolution of such shall be adopted by two-third of the voting rights exercised by the shareholders present at the shareholders' meeting, who represent a majority of the outstanding shares of the Company.

Article 5-2 Qualification requirements that entitle employees to receive shares when the company buys back its shares or issues new shares, employee stock warrants or restricted stock for employees can, in accordance with the law, include employees of subsidiaries that meet certain requirements.

Article 6 The Company's shares, including ordinary shares and preferred shares issued in installment under different terms and conditions, shall be registered. The shares'

certificates shall be affixed with the signatures or personal seals of the director representing the Company, and they shall be dully certified or authenticated by the bank, which is authorized to certify shares under the laws before issuance.

The Company is exempt from printing certificates for shares issued, but the centralized securities depository institution should be contacted for registration.

Article 7 (Deleted).

Article 8 (Deleted).

Article 8-1 (Deleted).

Article 8-2 (Deleted).

Article 8-3 (Deleted).

Article 8-4 The Company issues 3,500,000,000 Class E registered preferred shares ("Class E preferred shares"), which may be issued in installment. The rights, obligations, and other important terms of issue associated with Class E preferred shares are as follows:

1. The dividend rate for Class E preferred shares should not exceed 8.00% p.a. of the issue price. In years when there is insufficient or no surplus to fully pay off dividends for Class E preferred shareholders, the unpaid dividend will not be carried forward to years with earnings.
2. The Company has sole discretion over the distribution of Class E preferred share dividends. Earnings distribution proposals will be devised by the board of directors in accordance with Article 40-1 of the Articles of Incorporation and then submitted to the annual general meeting of shareholders for acknowledgment. Any earnings available for distribution to preferred shares and ordinary shares under an acknowledged earnings distribution proposal will be distributed first to Class E preferred shares. Any remaining balance shall be distributed according to the Articles of Incorporation.
3. Dividends on Class E preferred shares will be paid in cash. Once the Company's financial statements have been acknowledged and earnings distributions approved during the annual general meeting of shareholders, the board of directors shall be authorized to set the ex-dividend date for the distribution of the Class E preferred share dividend. Dividends that are payable for the year of issuance shall be prorated according to the actual number of days the shares have been in circulation since the date of issue, relative to the total number of days of that year. In the year of redemption, the distribution of the payable dividends shall be calculated based on the actual number of days the preferred shares remained outstanding in that year.
4. Except for the dividends prescribed in the three preceding subparagraphs herein, Class E preferred shareholders are not entitled to participate in the distribution of cash or stock dividends with regard to the ordinary shares and other preferred shares derived from earnings or capital reserves.
5. In the event of liquidation, Class E preferred shareholders shall be given priority over ordinary shareholders when claiming the Company's remaining assets. The amount claimed shall not exceed the issuance amount of outstanding Class E preferred shares.

6. Any premium received on the issuance of Class E preferred shares shall be treated as capital surplus and should not be capitalized into paid-in capital during the circulation period of Class E preferred shares.
7. Class E preferred shareholders are not entitled to any voting rights or election rights in shareholders' meetings. However, they may vote in Class E preferred shareholders' meetings and in general shareholders' meetings with regard to agenda items concerning the rights and obligations of Class E preferred shareholders.
8. When the Company issues new shares for capital raising, Class E preferred shareholders shall be entitled to preemptive rights on the new shares equivalent to those of ordinary shareholders.
9. Seven years after the issue date, the Company may at any time, subject to the competent authority's approval, recall a portion or all of the outstanding Class E preferred shares at the issue price. The rights and obligations associated with any remaining outstanding Class E preferred shares shall continue as specified herein.
10. Matters regarding the issuance of Class E preferred shares not specified herein shall be governed by the applicable laws and regulations, the Articles of Incorporation, and the competent authority's rules. If the competent authority deems it necessary to modify the terms of issuance for Class E preferred shares, the board of directors is authorized to proceed accordingly.

When Class E preferred shares are issued in installment within the limit described under the first paragraph, the board of directors is authorized to decide the actual number of shares, issue price, and dividend rate for each issuance according to the Company's capital plans, market conditions at the time of issuance, and the terms of issuance detailed under the preceding subparagraphs. Details of issuance by private placement or issuances involving an increased percentage of public offering shall be submitted to the shareholders' meeting for approval.

Article 8-5 The Company issues 800,000,000 Class F registered exchangeable preferred shares ("Class F preferred shares"), which may be issued in installment. The rights, obligations, and other important terms of issuance associated with Class F preferred shares are as follows:

1. The dividend rate for Class F preferred shares should not exceed 4.5% p.a. of the issue price. Unless otherwise specified by the Articles of Incorporation, in years that conclude with insufficient or no surplus to fully pay off dividends for Class F preferred shareholders, the unpaid dividend will not be carried forward to years with earnings.
2. The Company has sole discretion on the distribution of Class F preferred share dividends. Earnings distribution or loss make-up proposals will be devised by the Board of Directors in accordance with Article 40-1 of the Articles of Incorporation and then submitted to the Annual General Meeting of Shareholders for acknowledgment. Earnings available for distribution shall be distributed firstly to Class E preferred shares and then, if any earnings remain,

to Class F preferred shares. Any remaining balance shall be distributed ordinary shares.

3. Dividends on Class F preferred shares will be paid in cash. Once the Company's financial statements have been acknowledged and the earnings distribution or loss make-up proposals approved have been approved during the Annual General Meeting of Shareholders, the Board of Directors shall be authorized to set the ex-dividend date for the distribution of the Class F preferred share dividend. Dividends that are payable for the year of issuance shall be prorated according to the actual number of days the shares have been in circulation since the date of issue, relative to the total number of days of that year. In the year of redemption, the distribution of the payable dividends shall be calculated based on the actual number of days the preferred shares remained outstanding in that year.
4. Except for dividends prescribed in the three preceding subparagraphs herein, Class F preferred shareholders are not entitled to participate in the distribution of cash or stock dividends with regard to ordinary shares and other preferred shares derived from earnings or capital reserves.
5. In the event of liquidation, Class F preferred shareholders shall be limited to claiming on the ordinary shares of Chang Hwa Commercial Bank Ltd owned by the Company (CHB shares). Class F preferred shareholders shall be given distribution sequence priority over ordinary shareholders. The exchange ratio of Class F preferred shares and CHB shares shall be set at 1:1.
6. Any premium received on the issue of Class F preferred shares shall be treated as capital surplus and should not be capitalized into paid-in capital during the circulation period of Class F preferred shares.
7. Class F preferred shareholders are not entitled to any voting rights or election rights in Shareholders' Meetings. However, they may vote in Class F preferred shareholder meetings on amendments to the Articles of Incorporation which damage the rights of Class F preferred shareholders. The provisions governing Shareholders' Meetings shall apply.
8. When the Company issues new shares for capital raising, Class F preferred shareholders shall be entitled to preemptive rights on the new shares equivalents to those of ordinary shareholders and Class E preferred shareholders.
9. The Company may notify Class F preferred shareholders of their right to exchange Class F preferred shares for CHB shares at the exchange ratio of 1:1 from the beginning of the 8th year of issuance up to the end of the 10th year of issuance
10. Ten years after the issue date, the Company may at any time, subject to the competent authority's approval, recall all outstanding Class F preferred shares and exchange them for CHB shares at the ratio of 1:1. If the 90-business-day weighted average price of CHB shares prior to the record date is lower than the

issue price, the Company shall make up the gap with cash. The specifics of the cash reimbursement shall be determined by the Board.

11. On the issue date, the Company shall set aside and deliver to the appointed custodian for safekeeping a number of CHB shares equal to that of the total number of Class F preferred shares. In the event that Class F preferred shares are redeemed, the Company shall deliver the CHB shares from the custodian to the Class F preferred shareholders.
12. In the event that Class F preferred shareholders' equity decreases proportionally due to a reduction of share capital against cumulative losses, Class F preferred shareholders' equity shall be adjusted/made up for the amount decreased so that Class F preferred shareholders' interest is maintained at the same level as when the shares were initially issued.
13. Matters regarding the issuance of Class F preferred shares not specified herein shall be governed by the applicable laws and regulations, the Articles of Incorporation, and the competent authority's rules. If the competent authority deems it necessary to modify the terms of issuance for Class F preferred shares, the Board of Directors is authorized to proceed accordingly.

When Class F preferred shares are issued in installment within the limit described under the first paragraph, the Board of Directors is authorized to decide the actual number of shares, issue price, issue date, dividend rate, etc. for each issuance according to the Company's capital plans and market conditions at the time of issuance and according to the terms of issuance described under the preceding subparagraphs.

Article 8-6 Unless otherwise prescribed by law or stipulated in the Articles of Incorporation, the Company shall ensure that all shareholders are granted the same rights to participate in the distribution in the event that the Company wishes to return capital by means of capital allocation or reduction, or if it wishes to make exceptional cash payments for reasons other than earnings distribution.

Article 9 No change shall be made to the shareholders' roster within 60 days prior to an Annual General Meeting, or within 30 days prior to an extraordinary shareholders' meeting, or within 5 days prior to the record date determined for the distribution of dividends, bonus, or other benefits.

The period prescribed in the preceding paragraph shall be calculated from the meeting day or the record date.

Article 10 The share related matters shall be handled in accordance with the Company Act, the guidelines announced by the competent authority in charge of the securities industry, and other relevant laws and regulations.

Chapter 3 Business

Article 11 The Company is engaged in the financial holding business. (Code H801011)

Article 12 The Company's scope of business is as follows:

1. The Company may invest in the business stipulated in the Financial Holding

Company Act.

2. Management of invested businesses.
3. Investment in the business other than as specified in subparagraph 1 above, subject to approval of the competent authority, but may not involve in the operation and management of such business.
4. Other related business approved by the competent authority.

Article 13 The total amount of investment shall not be limited to the 40% of paid-in capital set forth in the first paragraph of Article 13 of the Company Act.

Article 14 (Deleted).

Chapter 4 Shareholders' Meetings

Article 15 The Company holds two types of Shareholders' Meetings: Annual General Meetings and Extraordinary Shareholders' Meetings. The Annual General Meeting is convened at least once a year and no later than six months after the end of the financial year. Extraordinary Shareholders' Meetings may be held whenever necessary, subject to compliance with the Company Act.

Unless otherwise specified in the Company Act or other relevant laws, all shareholders' meetings are to be called by the Board of Directors.

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 16 A notice of the time, venue, and the proposal of the meeting shall be given to each shareholder 30 days in advance of convening an Annual General Meeting, or 15 days in advance of convening an Extraordinary Shareholders' Meeting, and the notice shall be publicly announced. Subject to agreement by the receiving party, meeting notices may also be delivered electronically.

For shareholders holding less than one thousand shares, the aforementioned meeting notices may be communicated by way of public announcement instead.

Article 17 Shareholders may appoint proxies to attend Shareholders' Meetings by completing the Company's proxy forms for each meeting, specifying the scope of delegation. With regard to the number of shares and voting rights to be represented by each proxy, the Company shall follow the relevant regulations. Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the Company at least five days before the shareholders' meeting. In the event that more than one proxy form is issued, the proxy form that arrives first shall prevail. However, exception shall be granted if the shareholder issues a proper declaration to revoke the previous proxy arrangement.

Should the shareholder decide to attend a Shareholders' Meeting personally or to exercise voting rights in writing or through electronic means after a proxy form has been delivered to the Company, a written notice should be sent to the Company no later than two days before the meeting commences to revoke the proxy arrangement. If the revocation is made after the prescribed period, then the voting

decision exercised by the proxy shall prevail.

The proxy for the Shareholders' Meeting shall be considered invalid if the submitted form is not that which is printed by the Company.

Article 18 Unless otherwise prescribed in the Company Act or in the Articles of Incorporation, each share is entitled to one voting right.

When electing Directors in the Shareholders' Meeting, each share shall have votes equivalent to the number of elected Directors to be elected. Such votes may be cast for one single director or may be allocated among the number of the directors to be voted for. Those receiving ballots representing the larger number of votes shall be elected as the directors.

Article 19 Matters to be resolved and executed by the Shareholders' meeting are:

1. Establishment and amendment of the Articles of Incorporation for the Company.
2. Election of directors.
3. Examination and ratification of the reports and statements prepared by the Board of Directors, as well as the Audit Committee's reports.
4. Resolutions on the issuance of new shares due to capitalization of earnings and reserves.
5. Resolutions on the distribution of earnings and make-up of deficits.
6. Resolutions on remuneration for directors.
7. Resolutions on the liquidation, merger, or divestment of the Company.
8. Resolutions on significant changes in business policies.
9. Other matters to be resolved in the Shareholders' Meeting for statutory reasons.

Article 20 If the Shareholders' Meeting is convened by the Board of Directors, the Chairperson of the Board shall preside over the meeting. If the Chairperson is unable to perform his duties due to leave of absence or for any other reason, the Vice Chairperson shall act on the Chairperson's behalf. If there is no Vice Chairperson or if the Vice Chairperson is on leave or unable to perform his/her duties, the Chairperson shall appoint a director to act on his/her behalf. If the Chairperson does not appoint anyone to act on his/her behalf, a representative shall be elected from among the directors. If the meeting is convened by an authorized party other than the Board of Directors, the meeting shall be chaired by the authorized convener. If there are two or more conveners, one of them shall be elected to chair the meeting.

Article 21 Unless otherwise prescribed in the Financial Holding Company Act, Company Act or other regulations, resolutions in the Shareholders' Meeting shall be adopted by a majority vote of the shareholders present, who together must represent more than one-half of the total number of voting shares.

Article 22 Representation of the institutional shareholders is not limited to one person, but the number of votes of such institutional shareholder shall be determined by the aggregate number of the shares held by such institutional shareholders.

When an institutional shareholder has two or more representatives, the voting right of such institutional shareholder shall be jointly exercised by the representatives.

Article 23 The minutes of the Shareholders' Meetings shall be prepared, duly signed or chop

sealed by the Chairperson of the Shareholders' Meeting, and distributed to the shareholders within 20 days after Shareholders' Meetings.

The meeting minutes prescribed in the preceding paragraph may be distributed by means of public announcement.

Article 24 The rules stipulated in the Chapter shall also apply to the preferred shareholders' meeting of the Company.

Chapter 5 Directors

Article 25 The Company shall have a Board of Directors that comprises seven to nine members, and the Board of Directors shall set the number to be elected within the above range. The Company adopts a nomination system for independent director elections. The election of non-independent directors shall adopt a nomination system on or after July 1st, 2015. The directors and independent directors shall be elected among shareholders from the candidate list in Annual General Meetings in accordance with the Financial Holding Company Act, Company Act, and relevant laws and regulations, unless otherwise specified by other laws and regulations.

All of the Company's directors shall maintain share ownership within the levels stipulated by the securities authority.

The credentials of the Company's directors shall meet the criteria set forth in the guidelines set by the competent authority.

The Company may remunerate directors for their services, no matter whether the company has generated profits. The Board of Directors is authorized to determine the level of remuneration for the above parties based on their individual participation and contribution to the Company's operations, and in reference to industry peers.

Article 25-1 Among the number of directors of the Board prescribed in the preceding article, the number of independent directors of the Company shall be no less than three or no less than one fifth of the total number of directors, whichever is higher. With respect to professional qualifications, shareholdings, restrictions on holding concurrent posts, nomination, election/appointment and other compliance-related requirements for independent directors, the Company shall follow the relevant laws and regulations announced by the competent authority in charge of the securities and exchange.

Article 25-2 The Board of the Company shall set up the Audit Committee to replace the role of supervisors, which shall consist of the entire roster of independent directors. It shall be no less than three in number, one of whom shall serve as the convener, and at least one of whom shall have accounting or finance expertise. Exercise of powers and other compliance matters of the Audit Committee shall be handled in accordance with relevant laws and regulations or provisions of the Articles of Incorporations of the Company.

Article 26 Directors shall serve a term of three years and may be reelected.

In the event that the tenure of directors is due and there is not enough time for the Company to elect the new directors, his/her tenure shall continue until the new

directors are elected; provided that the competent authority may, by exercising its power, order the Company to elect the new directors in a prescribed period. Should the new directors fail to be elected in the prescribed period, the tenure of directors shall be automatically ceased.

Article 27 The Company shall have one Chairperson of the Board of Directors to be elected from among the directors by a majority vote at a Board Meeting at which more than two-thirds of the directors are present. The Company may have one Vice Chairperson to be elected in the same procedure as above.

The Chairperson shall chair the Shareholders' Meetings and the Meetings of the Board of Directors, and shall represent the Company.

Article 28 The Company shall convene regular meetings for the Board of Directors on a quarterly basis. Ad hoc meetings may be arranged whenever it is considered necessary or urgent. Unless otherwise prescribed by laws and regulations, Board of Directors' Meetings shall be convened by the Chairperson.

The meeting notice shall specify the reasons for convening the meeting and shall be sent to the Directors by mail, e-mail, fax, or hand delivery at least 7 days prior to the meeting. The notice of convening an ad hoc Board Meeting may be delivered in the same way as above.

Unless otherwise stipulated by the Financial Holding Company Act, Company Act, or other laws and regulations, a Board of Directors Meeting at which a resolution is adopted shall be attended by a majority of the Directors and at which meeting a majority of those who present shall have voted in favor of such a resolution.

Article 29 If the Chairperson is unable to perform his/her duties due to leave of absence or any other reason, the Vice Chairperson shall act on the Chairperson's behalf. If the Vice Chairperson is also on leave or unable to perform his/her duties, the Chairperson shall appoint one of the directors to act on his/her behalf. If the Chairperson does not appoint a deputy, the remaining directors shall appoint an Acting Chairperson from among themselves.

Article 30 Directors shall attend Board of Directors' Meetings in person. If a director is unable to attend a meeting, he/she may appoint a proxy to attend the meeting by completing the Company's proxy forms for each meeting, specifying the scope of delegation. A director may act as the proxy for only one other director.

Article 31 The functions and responsibilities of the Board of Directors:

1. Review and approval of business policies and plans.
2. Review and approval of the budget and final accounts.
3. Review or approval on the establishment and amendment of important policies and regulations.
4. Pass resolutions on the issuance of new shares.
5. Determine proposals on the distribution of earnings or make-up of deficits.
6. Pass resolutions on the issuance of corporate bonds.
7. Pass resolutions on plans for redeeming shares of the Company.
8. Review or approval on investments, as well as the acquisition, disposal, and

lease of assets or other rights.

9. Review or approval on important contracts.
10. Appoint, dismiss, and determine the remuneration of managers, chief auditor, and other employees of equal job level.
11. Convene the Shareholders' Meetings and submit the agenda and reports for the meeting.
12. Execute the resolutions of the Shareholder's Meeting.
13. Matters requiring resolution in the Board of Directors' meeting pursuant to the "Guidelines Governing the Division of Job Responsibilities" of the Company.
14. Appoint, dismiss, and approve remuneration for the Company's CPA.
15. Appoint directors and supervisors of subsidiaries.
16. Review of matters assigned by the Chairman or proposed by the President.
17. Resolve other important matters commissioned.
18. Other matters to be executed by the Board of Directors as required by law or authorized by the Shareholders' Meeting.

Article 31-1 The Board of Directors may, pursuant to the relevant laws and regulations, purchase liability insurance contracts for the Company's directors and key employees to cover the respective compensation liabilities involved when performing their duties.

Article 31-2 The Board of Directors may authorize the Chairperson or relevant managers/departments to review and approve various issues during recess of the Board, including the approval of internal policies, appointment (or reappointment) of directors and supervisors of subsidiaries, making and amendment of the "Guidelines Governing the Authority and Responsibility", etc. This, however, shall not apply to matters which are required to be resolved in the Board of Directors Meetings for statutory reasons or according to the "Guidelines Governing the Authority and Responsibility".

Article 31-3 In order to derive overall economic benefit of its operations, the Company may, where permitted by law, authorize the Board of Directors to integrate the resources of the Company and its subsidiaries and among subsidiaries, thereby enhancing cross-sector performance. The Company shall also establish a suitable and reasonable cost allocation system through communication and negotiation, based on the degree of resource-sharing and profit contribution of the Company and its subsidiaries and among subsidiaries.

Article 31-4 The Company may establish functional committees of different types. The organizational rules for functional committees shall include number of committee members, qualification requirements, term of office, job authorities and meeting procedures, etc. The organizational rules shall be submitted to the Board of Directors for approval.

Article 32 (Deleted).

Article 33 (Deleted).

Article 34 Directors of the Company may concurrently act as directors or supervisors of the Company's subsidiaries.

Chapter 6 Managers

Article 35 The Company shall have one president, one Chief Auditor, and managers. The appointment, dismissal, and remunerations of such managerial personnel shall be decided in the Board of Directors' meetings, subject to compliance with the Company Act and relevant laws and regulations.

The appointment and dismissal of the President and Chief Auditor mentioned in the preceding paragraph shall be proposed by the Chairman and agreed upon by the Board of Directors. The appointment and dismissal of managers shall be proposed by the president and agreed upon by the Board of Directors in accordance the preceding paragraph.

Article 36 (Deleted).

Article 37 The credential of the Company's President, Chief Auditor, and managers shall comply with the qualification standards established by the competent authority.

Article 38 (Deleted)

Chapter 7 Accounting

Article 39 The fiscal year of the Company shall be from January 1 to December 31. At the end of each fiscal year, the Board of Directors shall compile and submit the following reports and statements to the Shareholders' Meeting for acknowledgment, pursuant to the legal procedures.

1. Business reports.
2. Financial statements.
3. Proposals for distribution of earnings or make-up of deficit.

The compilation, audit, reporting, and record keeping of the reports, statements, annual reports and other items required by the competent authority prescribed in the preceding paragraph shall be made in accordance with the Company Act, Securities and Exchange Act, Financial Holding Company Act, and other relevant laws and regulations.

Article 40 0.01% provision of the Company's current year profit shall be made as employee bonus, and the Board of Directors shall decide to distribute the bonus in the form of shares or cash, which can also be distributed to employees of affiliated companies that meet the criteria specified in the Company Act. The Company may also make provision of director remuneration no more than 1% of the aforementioned profit.

The Company shall first make up the accumulated deficits, if any, before allocating any profit to employee bonus and director remuneration.

Employee bonus and director remuneration proposals shall be presented to the Shareholders' Meeting.

Article 40-1 Any earnings concluded in a financial year shall, right after statutory taxation and accounting adjustments, make up for any previous losses. Any surplus is subject to the provision of a 10% legal reserve and a special reserve according to law. The remaining balance, if any, will be combined with the reversal of special reserves and initial cumulative undistributed earnings available for dividend distribution into the amount available for distribution as ordinary shares and every class of preferred shares. Cash dividends shall be no less than 10% of the total amount of dividend distribution in the same year. Earnings distribution proposals will be devised by the board of directors and submitted to the annual general meeting of shareholders for acknowledgment.

The rights and obligations and the priority, amount, and method of distribution associated with every Class of preferred shares shall be governed in accordance with the Articles of Incorporation.

Article 41 The Company shall adopt a residual dividend policy. The purpose of this policy is to ensure continuous business development and profit growth, while taking into account working capital management and the capital adequacy level required by both the competent authority and international standards. With regard to dividend distribution, the Company shall, in principle, distribute a stock dividend while considering business needs, capital plans, funds for reinvestment or acquisitions, and major regulatory changes, etc. The remainder shall be distributed as cash dividend.

Chapter 8 Addendum

Article 42 The organization guidelines and the guidelines on business authorities and responsibilities shall be prescribed and amended by the board of directors.

Article 43 For matters not covered herein, the provisions of the Company Act, Securities and Exchange Act, Financial Holding Company Act, and other relevant laws and regulations shall govern.

Article 44 These Articles of Incorporation were adopted on Dec. 7, 2001, in the Founders' Meeting.

Note:

2001/12/07 Adopted in the Founders' Meeting.

2003/06/06 The 1st revision was resolved in the 2003 General Shareholders' Meeting to amend articles 5, 6, 18, 27, 29, 40, 41, and 44; to cancel article 7 and to add article 8-1.

2004/06/11 The 2nd revision was resolved in the 2004 General Shareholders' Meeting to amend articles 8, 8-1, 35 and 44.

2005/06/10 The 3rd revision was resolved in the 2005 General Shareholders' Meeting to cancel article 14 and amend articles 17, 25, 27, 37, 41 and 44.

2005/12/28 The 4th revision was resolved in the 2005 Extraordinary Shareholders' Meeting to amend articles 5, 8-1, 25 and 40 and add article 8-2.

2006/06/09 The 5th revision was resolved in the 2006 General Shareholders' Meeting to amend articles 8-1, 16, 17, 23, 25, 35, 39 and 41 and add articles 8-3, 8-4, 25-1 and 31-1.

2007/06/15 The 6th revision was resolved in the 2007 General Shareholders' Meeting to amend article 13 and add article 31-2.

2008/06/13 The 7th revision was resolved in the 2008 General Shareholders' Meeting to add article 5-1; cancel article 8 and amend articles 8-1, 8-2, 25, 31-2 and 40.

2009/06/26 The 8th revision was resolved in the 2009 General Shareholders' Meeting to amend articles 8-1 and 8-2.

2010/06/18 The 9th revision was resolved in the 2010 General Shareholders' Meeting to amend articles 28, 31 and 35 and add articles 31-3 and 31-4.

2011/06/24 The 10th revision was resolved in the 2011 General Shareholders' Meeting on June 24, 2011 to amend articles 8-1, 8-2, 35, 36, 37 and 40 and cancel article 38.

2012/06/22 The 11th revision was resolved in the 2012 General Shareholders' Meeting on June 22, 2012 to amend articles 8-1, 8-2, 16, 17, 23, 40 and 41. (According to the letter reply from the Financial Supervisory Commission dated April 11, 2013 under reference Jin-Guan-Yin-Kong-Tze-10260001260, the implementation of articles 8-1 and 8-2 shall be postponed).

2014/06/06 The 12th revision was resolved in the 2014 general shareholders' meeting on June 06, 2014 to amend articles 8-1, 8-2, 15, 25 and 40.

2015/06/12 The 13th revision was resolved in the 2015 General Shareholders' Meeting on June 12, 2015 to amend articles 8-2,18,19, Chapter 5,25,25-1,25-2,26,27,28, 31-1,32, 33,34,39,40.

2016/06/08 The 14th revision was resolved in the 2016 General Shareholders' Meeting on June 08, 2016 to amend articles 5, 8-2, 8-4, 8-5, 8-6, 40, 40-1. (According to the letter reply from the Financial Supervisory Commission dated September 12, 2016 under reference Jin-Guan-Yin-Kong-Tze-10500206640, further elaboration shall be provided when specific issuance plan under article 8-5 is available.)

2017/06/16 The 15th revision was resolved in the 2017 General Shareholders' Meeting on June 16, 2017 to amend articles 8-2, 40.

2018/06/08 The 16th revision was resolved in the 2018 General Shareholders' Meeting on June 08, 2018 to amend articles 8-2.

2019/06/14 The 17th revision was resolved in the 2019 General Shareholders' Meeting on June 14, 2019 to amend articles 1 and to add article 5-2.

2021/07/23 The 18th revision was resolved in the 2021 General Shareholders' Meeting on July 23, 2021 to amend articles 6, 8-4, 8-5, 40-1, 41, and 42 and to delete Articles 8-2, 8-3, and 36.

2022/06/17 The 19th revision was resolved in the 2022 General Shareholders' Meeting on June 17, 2022 to amend articles 15.

【Attachment 8】

Taishin Financial Holding Co., Ltd. Rules of Procedure for Shareholder Meetings

Article 1 (The basis)

The Rules of Procedure for Shareholders' Meetings (the Rules) are established in accordance with Article 11 of the Corporate Governance Best-Practice Principles for Financial Holding Companies to provide sound governance over the Company's Shareholders' Meetings, thereby enhancing the supervisory function of shareholders.

Article 2 (Applicable laws)

Unless otherwise specified by laws and regulations or the Articles of Incorporation, Shareholders' Meetings of the Company shall be conducted in accordance with the Rules.

Article 3 (Convention and notice of Shareholders' Meetings)

Unless otherwise specified by laws and regulations or by the Articles of Incorporation, Shareholders' Meetings are to be convened by the Board of Directors. Changes to how the Company convenes its Shareholders' Meetings shall be resolved by the Board of Directors and shall be made no later than the mailing date of the Shareholders' Meeting notice.

The Company shall prepare an electronic file which contains the meeting notice, a proxy form, an agenda (including items for acknowledgement, approval, and the election and dismissal of directors), and remarks. The Company shall post this electronic file onto the Market Observation Post System (MOPS) 30 days prior to an Annual General Meeting, or 15 days prior to an Extraordinary Shareholders' Meeting. An electronic copy of the Shareholders' Meeting Manual and supplementary information shall be posted onto MOPS 21 days before an Annual General Meeting, or 15 days before an Extraordinary Shareholders' Meeting. If, however, the Company has paid-in capital of NT\$10 billion or more as at the last day of the most current fiscal year, or if the total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the Shareholders' Meeting held in the immediately preceding year, transmission of these electronic files shall be made at least 30 days prior to the regular Shareholders' Meeting. In addition, at least 15 days prior to the date of the Shareholders' Meeting, the Company shall have prepared the meeting agenda and supplemental meeting materials and shall have made them available for review by shareholders. The meeting agenda and supplemental materials shall be displayed at the Company and by the designated professional shareholder services agent.

The Company shall make the meeting agenda and supplemental meeting materials mentioned in the preceding paragraph available to shareholders for review in the following manner on the date of the Shareholders' Meeting:

1. For physical Shareholders' Meetings, materials will be distributed on-site at the meeting.
2. For hybrid Shareholders' Meetings, materials will be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only Shareholders' Meetings, electronic files shall be shared on the virtual meeting platform.

The meeting notice and public announcement shall specify agenda items. The meeting notices may be delivered electronically upon agreement by the specific shareholder(s). For shareholders holding fewer than one thousand shares, meeting notices may be communicated by way of public announcement.

Agenda items involving the election or dismissal of directors; amendment of the Company's Articles of Incorporation; reduction of capital; application for the approval of terminating the Company's status as a public company; release of restrictions on competitive activities of directors; distribution of surplus profit in the form of new shares; distribution of reserve in the form of new shares; liquidation, merger, or spinoff of the Company; or any matters set forth in Article 185, Paragraph 1 of the Company Act; Article 26-1 or Article 43-6 of the Securities and Exchange Act; or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be specified, and the essential contents shall be explained in the notices of the meeting and may not be proposed as special motions.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the Shareholders' Meeting, after the completion of the re-election in said meeting, the inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

Shareholders who own more than 1% of the Company's total issued shares may propose in writing one item to be included in the agenda of the Annual General Meeting. Each shareholder may propose only one agenda item; additional items will not be accepted. The Board of Directors may disregard shareholders' proposals if the proposed agenda item involves any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act. Shareholders may put forward proposals urging the Company to promote public interests or fulfill its social responsibilities. The procedure shall be in accordance with the relevant provisions of Article 172-1 of the Company Act. Any proposal exceeding one item shall not be included in the agenda. The Company shall issue a public notice announcing the agenda item proposals' filing requirements, the accepted location(s) for the proposals' delivery, and the time period within which proposals for agenda items are to be submitted in order that they be judged eligible for acceptance. The period of acceptance shall be no shorter than ten days.

The contents of each agenda item proposed by shareholders must not exceed 300 Chinese characters or the proposal shall not be accepted. Shareholders who have successfully proposed agenda items shall attend the Annual General Meeting in person or through proxy attendance and shall participate in the discussion.

The Company shall notify the proposing shareholders of the acceptance or rejection of their proposal(s) before the date that the meeting notice is sent. Meanwhile, accepted agenda items shall be included in the meeting notice. The Board of Directors shall give explanations for rejected proposals in the course of the meeting.

Article 4 (Proxy and authorization)

Shareholders may appoint proxies to attend Shareholders' Meetings by completing the Company's proxy form and specifying the scope of the delegated authority.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the Company at least five days before the Shareholders' Meeting. In the event that multiple proxy forms are issued, the proxy form that arrives first shall prevail. However, exception shall be granted if the shareholder issues a declaration to revoke the previous proxy arrangement.

Should the shareholder decide to attend the Shareholders' Meeting personally or exercise voting rights in writing or through electronic means after a proxy form has been submitted to the Company, a written notice revoking the proxy arrangement must be sent to the Company at least two days before the meeting commences. If the revocation is made after the prescribed period, then the voting decision exercised by the proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the Shareholders' Meeting online, a written notice of proxy cancellation shall be submitted to the Company at least two days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Venue and time of Shareholders' Meetings)

Shareholders' Meetings shall be held at locations that are suitable and convenient for shareholders to attend. Meetings shall not begin earlier than 9.00 a.m. nor later than 3.00 p.m.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only Shareholders' Meeting.

Article 6 (Preparation of documents)

The Company shall specify in its Shareholders' Meeting notices the time and place that attendance registrations for shareholders, solicitors, and proxies (collectively: "shareholders") will be accepted, as well as any other matters for attention.

The period during which shareholder attendance registrations will be accepted shall last for at least 30 minutes before the time that the meeting is set to commence. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations. For virtual Shareholders' Meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting's start. Shareholders completing the registration will be deemed to have attended the Shareholders' Meeting in person.

Shareholders shall attend Shareholders' Meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements demanding the presentation of other documents beyond those showing eligibility to attend the meeting. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall provide an attendance book in which to record the attendance of shareholders; alternatively, attendance cards may be presented instead of requiring shareholders to register their attendance in the attendance book.

Shareholders who attend the meeting shall be given a copy of the meeting manual, annual report, attendance certificate, speech note, ballots, and other information relevant to the meeting. Shareholders shall be given election ballots when there is to be an election of directors or supervisors.

Government agency shareholders or institutional shareholders may appoint more than one representative to attend the Shareholders' Meetings. An institution acting as the proxy may appoint a single representative to attend the meeting.

In the event of a virtual Shareholders' Meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual Shareholders' Meeting, the Company shall upload the meeting agenda book, annual report, and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting's start and shall keep this information disclosed until the end of the meeting.

Article 6- 1 (Convening virtual Shareholders' Meetings, and particulars to be included in the Shareholders' Meeting notice)

To convene a virtual Shareholders' Meeting, the Company shall include the following particulars in the Shareholders' Meeting notice:

1. Information detailing how shareholders may attend the virtual meeting and exercise their rights.
2. An outline of the actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events, at least covering the following particulars:
 - (1) Specifying to what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Stating that any shareholders not having registered to attend the affected virtual Shareholders' Meeting shall not attend the postponed or resumed session.
 - (3) Stating that, in the case of a hybrid Shareholders' Meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual Shareholders' Meeting online, meets the minimum legal requirement

for a Shareholders' Meeting, then the Shareholders' Meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by the shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed to have abstained from voting on all proposals present on the meeting agenda of that Shareholders' Meeting.

- (4) Stating the actions to be taken if the outcomes of all proposals have been announced and an extraordinary motion has not been carried out.
3. Information, when convening a virtual-only Shareholders' Meeting, regarding the appropriate alternative measures available to shareholders facing difficulties in attending the virtual Shareholders' Meeting.

Article 7 (Chairperson and other attendance)

If the Shareholders' Meeting is convened by the Board of Directors, the Chairperson of the Board shall preside over the meeting. If the Chairperson is unable to perform such duties due to leave of absence or for any other reason, the Vice Chairperson shall act on the Chairperson's behalf. If there is no Vice Chairperson, or if the Vice Chairperson is on leave or unable to perform his/her duties, the Chairperson may appoint one of the directors to act on the Chairperson's behalf. If the Chairperson does not appoint anyone to act on his/her behalf, one shall be elected from among the directors to act on the Chairperson's behalf.

Shareholders' Meetings that are convened by the Board of Directors should be chaired by the Chairperson in person and attended by more than half of the board members and at least one member of each functional committee. The attendance shall be recorded in the meeting minutes.

If the Shareholders' Meeting is convened by an authorized party other than the Board of Directors, the convener will act as the meeting's Chairperson. If there are two or more conveners present at the same time, one shall be appointed from among them to chair the meeting.

The Company may appoint legal counsels, certified public accountants, and/or other relevant personnel to attend the Shareholders' Meeting.

Article 8 (Video and taperecording during Shareholders' Meetings)

The Company, beginning from the time it accepts shareholder attendance registrations, shall continuously and without interruption record both audio and video of the proceedings of the shareholder attendance registration procedure, the proceedings of the Shareholders' Meeting, and the voting and vote counting procedures.

The aforementioned recordings shall be kept for at least one year or up to the conclusion of any shareholder action initiated under Article 189 of the Company Act.

Where a Shareholders' Meeting is held online, the Company shall keep information of shareholder registration, sign-in, check-in, questions raised, votes cast, and results of votes counted, and it shall continuously and without interruption record both audio and video of the proceedings of the virtual meeting from beginning to end.

All information and audio and video recordings specified in the preceding paragraph shall be properly kept by the Company for the entirety of its existence, and copies of the audio and video recordings shall be provided to and kept by the party appointed to handle the matters of the virtual meeting.

Article 9 (Attendance numbers and meeting commencement)

Attendance at Shareholders' Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards, and by the shares checked-in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or through electronic means.

The Chairperson shall call the meeting to order as scheduled and shall begin by announcing relevant information such as the number of non-voting rights and the number of shares in attendance.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the Chairperson may announce a postponement, provided that no more than two such postponements are made for a combined total of no more than one hour. If the quorum is not met after two postponements, and the attending shareholders still represent less than one third of the total number of issued shares, the Chairperson shall declare the meeting adjourned. In the event of a virtual Shareholders' Meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements, as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within one month. In the event of a virtual Shareholders' Meeting, shareholders intending to attend the meeting online shall re-register with the Company in accordance with Article 6.

If before the meeting ends the number of shares represented in the meeting reaches 50% or more of all issued shares, the Chairperson may re-propose the tentative resolution to the meeting for voting according to Article 174 of the Company Act.

Article 10 (Meeting process)

If the Shareholders' Meeting is convened by the Board of Directors, the Board of Directors shall determine the meeting proceedings. Votes shall be cast on each separate proposal in the agenda, including special motions and amendments to the original proposals set out in the agenda. The proceedings shall not be changed unless

resolved in the Shareholders' Meeting.

The above provision also applies if the Shareholders' Meeting is convened by any authorized party other than the Board of Directors.

In either of the two arrangements described above, the Chairperson cannot dismiss the meeting while an agenda item (including any special motion) is in progress. If the Chairperson violates the meeting policy by dismissing the meeting when not authorized to do so, other members of the board shall immediately assist the attending shareholders to elect another Chairperson with the support of more than half of the voting rights there represented and shall continue the meeting.

The Chairperson shall allow adequate time to explain and discuss each agenda item, amendment, or special motion proposed in the meeting. The Chairperson may conclude the discussion as he/she sees fit, submit the proposals to vote for resolution, and schedule sufficient time for voting

Article 11 (Shareholders' speeches)

When a shareholder wishes to speak in the meeting, a speech note shall be filled out with a summary of the speech and the shareholder's account number (or the attendance ID serial number). The sequence of shareholders' speeches shall be determined by the Chairperson.

If a shareholder submits a speech note but does not deliver a speech, no speech shall be deemed to have been made by such shareholder. In cases where the content of the speech of a shareholder is inconsistent with the content of the speech note, the content of the actual speech shall prevail.

Each shareholder shall speak no more than twice and shall speak for no more than five minutes each time unless otherwise agreed by the Chairperson. The Chairperson may stop shareholders' speeches if the speeches are in violation of the Rules or if the shareholders speak outside the scope of the agenda item under discussion.

No shareholder shall interrupt the speech of another shareholder unless agreed by the Chairperson and the speaking shareholder. Any violators shall be prevented from speaking by the Chairperson.

Where an institutional shareholder has appointed two or more representatives to attend the Shareholders' Meeting, only one representative may speak per agenda item.

After the shareholder has finished the speech, the Chairperson may answer the shareholder's queries personally or may appoint any relevant personnel to respond.

Where a virtual Shareholders' Meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the time that the Chairperson declares the meeting open until such time as the Chairperson declares the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words.

The regulations in Paragraphs 1 through 5 of this Article do not apply.

As long as questions raised in accordance with the preceding paragraph are not in violation of the regulations nor beyond the scope of a proposal, it is advisable that

the questions be disclosed to the public at the virtual meeting platform.

Article 12 (Voting rights and conflicts of interest)

The count of votes in a Shareholders' Meeting is based on the number of shares represented at the meeting.

Shares that do not carry voting rights are excluded from the calculation of outstanding shares when voting for the final resolution.

A shareholder shall abstain from voting and shall not act as proxy for others on agenda items where he/she has a conflict of interest against the Company.

The abstaining shareholder shall be excluded from the total voting rights represented in the meeting.

A person who is a proxy of two or more shareholders shall cast a vote with a maximum of 3% of the total number of voting shares, and the excess voting shares, if any, shall be declared invalid. The restriction does not apply to trust business or regulator approved stock agencies.

Article 13 (Voting, ballot examination, and ballot count)

Every one share held by a shareholder has one voting right, subject to the provisions of Article 179, Paragraph 2 of the Company Act.

Voting rights can be exercised in writing or by way of electronic transmission. If the method for exercising votes has been described in the notice of the Shareholders' Meeting, shareholders who have voted in writing or by way of electronic transmission are considered to have attended such Shareholders' Meeting in person but shall be deemed to have waived their rights with respect to any special motions or amendments to the original agenda items in such Shareholders' Meeting.

Instructions to exercise votes in writing or by way of electronic transmission shall be delivered to the Company two days prior to the Shareholders' Meeting. In the event that there are duplicate submissions delivered to the Company, the first submission shall prevail, unless an explicit statement arrives revoking the previous instruction.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event that the shareholder intends to attend the Shareholders' Meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company by the same means by which the voting rights were exercised at least two days before the date of the Shareholders' Meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise specified by the Company Act or the Articles of Incorporation, a resolution is adopted by a majority of the votes represented by the shareholders present at the meeting. At the time of a vote, and for each proposal, the Chairperson

or his/her designate shall first announce the total number of voting rights represented by the attending shareholders. This will be followed by a poll of the shareholders. After the conclusion of the meeting, on the same day on which it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into MOPS.

In cases where there are several amendments or alternative resolutions to a certain agenda item, the Chairperson shall determine the order in which voting takes place on the new and original proposals. If any resolution is passed, all other proposals shall be considered rejected and no further voting is necessary.

The Chairperson will appoint ballot examiners and ballot counters; the ballot examiners must be shareholders.

Vote counting for Shareholders' Meeting proposals or elections shall be conducted in public at the place of the Shareholders' Meeting. Immediately after vote counting has been completed, the results of the voting, including statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record shall be made of the vote.

When the Company convenes a virtual Shareholders' Meeting, after the Chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the Chairperson announces the voting session's end or they will be deemed to have abstained from voting.

In the event of a virtual Shareholders' Meeting, votes shall be counted at once after the Chairperson announces the voting session's end, and the results shall be announced immediately.

When the Company convenes a hybrid Shareholders' Meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 of this regulation decide to attend the physical Shareholders' Meeting in person, they shall revoke their registration two days before the Shareholders' Meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the Shareholders' Meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attend the Shareholders' Meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals nor make any amendments to the original proposals nor exercise voting rights on amendments to the original proposals.

Article 14 (Election)

The election of directors shall be conducted in accordance with the Company's guidelines governing the election, and the results of the election, including the names of those directors and the numbers of voting rights with which they were elected, as well as the names of the non-elected candidates and the numbers of voting rights they each received, shall be announced at the meeting.

All ballots used in the election shall be sealed and signed by the ballot examiners and

properly kept for at least one year or up to the conclusion of any legal action initiated by shareholders under Article 189 of the Company Act.

Article 15 (Meeting minutes and acknowledgment)

The minutes of the Shareholders' Meeting shall be prepared, duly signed or chop sealed by the Chairperson of the Shareholders' Meeting, and distributed to the shareholders within 20 days after the meeting. Preparation and distribution of meeting minutes can be made in electronic form.

The Company may distribute meeting minutes by posting them onto MOPS.

The minutes shall detail the date and venue of the meeting, the Chairperson's names, the methods by which resolutions were adopted, and a summary of the deliberations and their results, including statistical tallies of the numbers of votes and the votes received by each candidate in an election of board directors. These minutes shall be kept for the duration of the Company's existence.

Where a virtual Shareholders' Meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the Shareholders' Meeting, how the meeting was convened, the Chairperson and secretary's names, and actions taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents, or other force majeure events, and how any issues were dealt with shall also be included in the minutes.

When convening a virtual-only Shareholders' Meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders who face difficulties in attending a virtual-only Shareholders' Meeting online.

Article 16 (Disclosure)

On the day of a Shareholders' Meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and it shall make an express disclosure of the same at the place of the Shareholders' Meeting. In the event of a virtual Shareholders' Meeting, the Company shall upload the meeting materials to the virtual meeting platform at least 30 minutes before the meeting's start and shall keep this information disclosed until the end of the meeting.

During a virtual Shareholders' Meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. Whenever the total number of shares represented at the meeting changes and a new tally of votes is released, the changes shall be disclosed on the virtual meeting platform.

Within the regulated deadline, the Company shall post onto MOPS all resolutions that are classified as material information as defined by the laws and regulations published by the Taiwan Stock Exchange Corporation.

Article 17 (Meeting order)

Personnel working at the Shareholders' Meeting must wear identification cards or badges.

The Chairperson may instruct the disciplinary officers or the security staff to help maintain order in the meeting. Such disciplinary officers or security staff must wear either badges marked "Disciplinary Officers" or identification cards.

The shareholder making oral presentation at the meeting shall use the equipment provided by the Company, or the Chairperson may stop the presentation.

The Chairperson may instruct disciplinary officers or security staff to remove shareholders who violate the meeting rules or who refuse to obey the instructions given by the Chairperson.

Article 18 (Intermission)

The Chairperson may, at his/her discretion, set a time for the intermission. In the event of a major incident, the Chairperson may suspend the meeting temporarily and announce, depending the situation, when the meeting will resume.

The Shareholders' Meeting may resolve to move the meeting to another venue to continue the meeting when the availability of the meeting venue is expired and the meeting is not completed.

Shareholders may resolve to postpone the meeting and to reconvene it within the next five days, according to Article 182 of the Company Act.

Article 19 (Disclosure of information at virtual meetings)

In the event of a virtual Shareholders' Meeting, the Company shall disclose the realtime results of votes and elections immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue for at least 15 minutes after the Chairperson has adjourned the meeting.

Article 20 (Location of the Chairperson and secretary of virtual-only shareholders meeting)

When the Company convenes a virtual-only Shareholders' Meeting, both the Chairperson and secretary shall be in the same location, and the Chairperson shall declare the address of their location when the meeting is called to order.

Article 21 (Handling of disconnection)

In the event of a virtual Shareholders' Meeting, the Company may offer a simple connection test to shareholders prior to the meeting and shall provide relevant real-time services before and during the meeting to help resolve technical communication issues.

In the event of a virtual Shareholders' Meeting, when declaring the meeting open, the

Chairperson shall also declare that, unless the meeting is held under circumstances where it is not required that the meeting be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed for more than 30 minutes due to natural disasters, accidents, or other force majeure events before the Chairperson has declared the meeting adjourned, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

When a meeting is postponed or resumed as described in the preceding paragraph, shareholders who had not registered to participate in the affected Shareholders' Meeting online shall not attend the postponed or resumed session.

For a meeting that has been postponed or resumed under the second paragraph of this Article, the number of shares represented by and the voting rights and election rights exercised by the shareholders who registered to participate in the affected Shareholders' Meeting and who successfully signed into the meeting but who do not then go on to attend the postponed or resumed session shall nevertheless be counted towards the total number of shares, number of voting rights, and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a Shareholders' Meeting held under the second paragraph of this Article, no further discussion or resolution is required on proposals for which votes have been cast and counted and for which results have been announced, or for lists of elected directors.

When the Company convenes a hybrid Shareholders' Meeting, and the virtual meeting cannot continue as described in second paragraph of this Article, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual Shareholders' Meeting online, still meets the minimum legal requirement for a Shareholders' Meeting, then the meeting shall continue, and no postponement or resumption thereof is required.

Under circumstances where a meeting should continue as described in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed to have abstained from voting on all proposals on the meeting agenda of that Shareholders' Meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original Shareholders' Meeting in accordance with the requirements listed under Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or periods set forth under Article 12 (second half) and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies and under Article 44-5, Paragraph 2; Article 44-15; and Article 44-17, Paragraph 1 of the Regulations Governing the

Administration of Shareholder Services of Public Companies the Company shall handle the matter based on the date of the Shareholders' Meeting that is postponed or resumed under the second paragraph.

Article 22 (Handling of digital divide)

When convening a virtual-only Shareholders' Meeting, the Company shall provide appropriate alternative measures to shareholders facing difficulties in attending the meeting online.

Article 23 (Level of approval authority)

The Rules shall take effect once approved in the Shareholders' Meeting. The same applies to all subsequent changes.

Notes:

2011/06/24 Passed and adopted at the 2011 Annual General Meeting. The Rules previously established by the Company's founders on 2001.12.07 and later amended on 2003.06.06 were abolished at the same time.

2012/06/22 The 1st revision was resolved at the 2012 General Shareholders' Meeting on June 22, 2012 to amend Articles 3, 4, 13, and 15.

2015/06/12 The 2nd revision was resolved at the 2015 General Shareholders' Meeting on June 12, 2015 to amend Articles 3, 6, and 14.

2020/06/12 The 3rd revision was resolved at the 2020 General Shareholders' Meeting on June 12, 2020 to amend Articles 3, 7, 8, 10, 13, 14, and 15.

2021/07/23 The 4th revision was resolved at the 2021 General Shareholders' Meeting on July 23, 2021 to amend Articles 3, 9 and 14.

2022/06/17 The 5th revision was resolved at the 2022 General Shareholders' Meeting on June 17, 2022 to amend Articles 3, 4, 5, 6, 8, 9, 11, 13, 15, 16 and 23, and to add article 6-1, 19, 20, 21 and 22.

【Attachment 9】

Taishin Financial Holding Co., Ltd. Minimum Shareholding Requirement, Individual and Aggregate Shareholding of Directors

- I. Minimum shareholding requirement and shareholding positions of directors as of the book closure date for this shareholders' meeting (2023.04.18):

Title	Minimum shareholding requirement	Shareholding as of 2023.04.18
All directors	160, 000, 000	518, 771, 225

- II. Details of directors' shareholding:

Title	Name	Representative	Shareholding
Chairman	Chia Hao Co., Ltd.	Wu, Tong-Liang	23, 737, 009
Director	TASCO Chemical Co., Ltd.	Wu, Cheng-Ching	476, 178, 689
Director	Hsiang-Chao Co., Ltd.	Kuo, Jui-Sung	11, 824, 152
Director	Santo Arden Co., Ltd.	Wang, Chu-Chan	7, 031, 375
Independent Director	Lin, Yi-Fu		0
Independent Director	Chang, Min-Yu		0
Independent Director	Kuan, Kuo-Lin		0
Total directors' shareholding			518, 771, 225