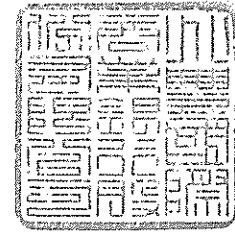




**Articles of Incorporation
Of
MEGA INTERNATIONAL COMMERCIAL BANK CO., LTD.**

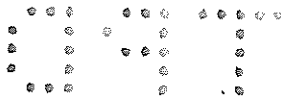
Approved on and effective from December 17, 1971.
Amended on and effective from June 5, 1974.
Amended on and effective from April 26, 1975.
Amended on and effective from May 8, 1976.
Amended on and effective from April 16, 1977.
Amended on and effective from April 15, 1978.
Amended on and effective from April 21, 1979.
Amended on and effective from April 26, 1980.
Amended on and effective from April 25, 1981.
Amended on and effective from April 24, 1982.
Amended on and effective from April 30, 1983.
Amended on and effective from April 21, 1984.
Amended on and effective from April 27, 1985.
Amended on and effective from April 26, 1986.
Amended on and effective from April 25, 1987.
Amended on and effective from April 30, 1988.
Amended on and effective from April 29, 1989.
Amended on and effective from June 23, 1990.
Amended on and effective from June 22, 1991.
Amended on and effective from May 9, 1992.
Amended on and effective from May 8, 1993.
Amended on and effective from April 29, 1994.
Amended on and effective from May 10, 1995.
Amended on and effective from May 24, 1996.
Amended on and effective from May 30, 1997.
Amended on and effective from May 8, 1998.
Amended on and effective from May 21, 1999.
Amended on and effective from May 19, 2000.
Amended on and effective from May 22, 2001.
Amended on and effective from May 30, 2002.
Amended on and effective from May 19, 2004.
Amended on and effective from August 27, 2004.
Amended on and effective from April 6, 2005.
Amended on and effective from July 20, 2005.
Amended on September 7, 2005.
Amended on January 27, 2006.
Amended on and effective from August 21, 2006.
Amended on and effective from March 22, 2007
Amended on and effective from June 21, 2007
Amended on and effective from May 8, 2008
Amended on and effective from May 6, 2009
Amended on and effective from October 28, 2009
Amended on and effective from March 25, 2010
Amended on and effective from May 11, 2011



Chang Chao Shun
張兆順



兆豐國際商業銀行股份有限公司



Amended on and effective from July 20, 2012
Amended on and effective from December 21, 2012
Amended on and effective from October 4, 2013
Amended on and effective from November 7, 2014
Amended on and effective from November 6, 2015
Amended on and effective from March 25, 2016
Amended on and effective from September 23, 2016
Amended on and effective from August 25, 2017
Amended on and effective from October 20, 2017
Amended on and effective from January 17, 2018
Amended on and effective from August 17, 2018
Amended on and effective from April 19, 2019



Chapter I General Provision

Article 1 The International Commercial Bank of China Co., Ltd. shall be organized in accordance with "The International Commercial Bank of China Co., Ltd Act" promulgated on December 15, 1971 and other relevant regulations, and changes its name to "Mega International Commercial Bank Co., Ltd." The name in abbreviation shall be "The Mega International Commercial Bank" (hereinafter referred to as the "Bank"), and the English name thereof shall be "Mega International Commercial Bank Co., Ltd."

Article 2 The head office of the Bank is located at Taipei, Republic of China, and the Bank may set up domestic or overseas sub-organizations for its need of business.

Chapter II Capital

Article 3 The total amount of capital of the Bank is set at Eighty-Five Thousand Three Hundred and Sixty-Two Million, Three Hundred and Thirty-Six Thousand, Three Hundred and Ten New Taiwan Dollars only (NT\$ 85,362,336,310), divided into Eight Thousand Five Hundred and Thirty-Six Million, Two Hundred and Thirty-Three Thousand, Six Hundred and Thirty-one (8,536,233,631) shares, at Ten New Taiwan Dollars only (NT\$ 10) per share, fully issued. Any increase or decrease in the total amount of the capital shall be resolved by a shareholders' meeting.

Article 4 The share certificate or certificates owned by a natural person shall bear the official name of the natural person. All of the share certificates owned by the same natural person shall bear the same official name of the natural person. The share certificates owned by a juristic person shall bear the official name of the juristic person and shall not bear any other name or only the name of a representative thereof.

Article 5 In case shares are owned jointly by two or more persons, one of them shall be designated to exercise the rights for and on behalf of the others as the shareholder.

Article 6 The handling of share affairs of the Bank, unless otherwise provided by the laws, shall be dealt with in accordance with the "Guidelines for Handling Stock Affairs by Public Companies" promulgated by the relevant authorities.

Chapter III Scope of Business



Article 7 The business of the Bank is H101021 Commerce Banking and H601011 Personal Insurance Agency.

The Bank is to engage in the following business:

- (1) All business authorized in the Chapter of Commercial Banks of the Banking Law.
- (2) Foreign exchange and related business.
- (3) Import and export financing and guarantee business.
- (4) Other business to finance activities related to the promotion of international trade.
- (5) Trust business.
- (6) Discretionary investment services.
- (7) Loan business such as extending Medium- or long-term development loan, guarantee, etc.
- (8) Participate and invest in equity of start-up enterprises and venture capital enterprises.
- (9) Personal insurance agency business.
- (10) Other related business as may be approved by the central regulatory authorities.

Article 8 Upon authorization and appointment by other financial or commercial organizations, the Bank may engage in the following business:

- (1) To act as agent for issuing overseas corporate bonds or bank debentures and handle matters relating to repayment of the principal or payment of interest.
- (2) Foreign investments.
- (3) Collection of credit information on foreign firms or organizations.
- (4) To promote and assist in the development of international trade.

The undertaking of business under items (1) or (2) requires the prior approval from the regulatory authorities.

Article 9 The Bank's total investment amount shall be exempted from the limitations under Article 13 of the Company Law.

Chapter IV Board of the Directors

Article 10 The Bank shall have fifteen Directors, all to be elected by the shareholders at a shareholders' meeting in accordance with the regulation of the Company Law. The tenure of the office of the Directors shall be three years, and all Directors are eligible for re-election.

Where the Bank has appointed Independent Directors, the Board



of Directors shall include Independent Directors not less than two in number and not less than one-fifth of the total number of Directors, and all to be elected by the shareholders at a shareholders' meeting in accordance with the regulation of the Company Law.

The total amount of shares owned by the Directors of the Bank shall not be less than a certain percentage of the total issued shares of the Bank as required by the government authority.

Article 11 The Bank shall have five Managing Directors to be elected by and from among the Directors by a majority vote at a meeting of the Board of Directors attended by no less than two-thirds of the Directors; and a Chairman of the Board of Directors shall be elected by and from among the Managing Directors in a similar procedure.

Where the Bank has appointed Independent Directors, the Board of Managing Directors shall include Independent Director not less than one in number and not less than one-fifth of the total number of Managing Directors.

Article 12 The Chairman of the Board of Directors shall externally represent the Bank and internally chair all the meetings of the Board of Directors, the Board of Managing Directors and the shareholders. In case of a leave of absence, or for any other reasons, the Chairman is unable to exercise his powers, he may designate one Managing Director to exercise such powers, or, in the absence of such designation, the Managing Directors may elect one from among themselves to exercise such powers.

If a shareholders' meeting is convened by an empowered person other than the Board of Directors, such person shall be the chairperson of that particular shareholders' meeting. If there are two or more empowered persons, one shall be elected from among themselves to be the chairperson.

Article 13 Should the office of Chairman of the Board of Directors become vacant; the vacancy shall be filled in by election among the Managing Directors. Should the office of any of the Managing Directors become vacant, the vacancy shall be filled in by election among the Directors.

Article 14 The remuneration of the Chairman of the Board of Directors shall be computed based on the amount of total remunerations received by the President, and multiple such amounts by 1.25.

The retirement of the Chairman of the Board of Directors shall be

governed by the Retirement Regulations for the Staff of the Bank.

The Board of Directors is authorized to determine the compensation for the Independent Directors, taking into account the extent and value of the services provided for the management of the Bank and the standards of banking industry.

Article 15 The function and the power of the Board of Directors are as follows:

- (1) To review and approve business policies of the Head Office and those of all sub-organizations.
- (2) To review and approve the organizational and major operational regulations of the Head Office and those of the sub-organizations.
- (3) To determine the establishment, revocation, or change of status of sub-organizations.
- (4) To determine the appointment, discharge, and remuneration of managerial officers and other important employees according to the Company Law.
- (5) To review and approve material contracts or agreements.
- (6) To review and approve major credit extension cases and the procedures of recovering uncollectible accounts and bad debts.
- (7) To determine the acquisition and disposition of real estates and other important assets.
- (8) To approve budgets and annual financial statements of the Bank.
- (9) To review and approve the Bank's long-term investment and the disposal of such investment.
- (10) To handle other important business matters as well as any function or power conferred upon by laws, regulations or shareholders' meetings of the Bank.

The Board of Directors authorizes the Managing Directors to regularly exercise the powers and authority of the Board of Directors by conferences during the recess of the Board of Directors and shall submit its resolutions to be reviewed by the next meeting of the Board of Directors. However, the following matters shall be resolved by the Board of Directors:

- (1) The Bank's business plan.
- (2) Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).
- (3) Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter referred to as



“SEA”) ,and Assessment of the effectiveness of the internal control system.

- (4) Adoption or amendment, pursuant to Article 36-1 of the SEA, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
- (5) The offering, issuance, or private placement of any equity-type securities.
- (6) The appointment or discharge of a financial, accounting, risk management, regulatory compliance and internal audit officer.
- (7) The performance evaluation criteria and compensation standards of the manager and business personnel, and the compensation structure and system of the Directors .
- (8) A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
- (9) Any other matters that shall be resolved by the Meetings of Shareholders or Board of Directors as required by Article 14-3 of the SEA, relevant laws and regulations or the Articles of Incorporation of the Bank, or that are deemed to be material by the Competent Authorities.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

Article 15-1 For the purpose of developing decision making functions and strengthening management mechanisms, the board of directors of the Bank may set up different functional committees. Functional committees shall

adopt regulations governing the exercise of powers, which shall be approved by the board of directors.

Article 15-2 The Bank may enter into a liability insurance contract with an insurance company for directors with respect to their liabilities resulting from exercising their duties.

Article 16 The Bank shall have an Auditing Department under the Board of Directors. The Auditing Department shall have one Chief Auditor, one Senior Vice President, and several Vice Presidents, auditors and staffs to handle internal auditing and relevant matters of the Bank, and when necessary, sub-sections may be established under this Department.

 The Bank shall staff one Chief Secretary, several secretaries and staffs to deal with confidential matters and matters of procedure for the meeting composed by Directors and by Supervisors of the Bank. The appointment and dismissal of the Chief Secretary shall be proposed by the Chairman of the Board of Directors and approved by the Board of Directors.

Article 17 Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. Except as may be otherwise provided by the laws; resolutions of the Board of Directors shall be adopted by a majority of the Directors at a meeting attended by a majority of the Directors.

 Minutes of the meetings of the Board of Directors shall be duly signed by or affixed with the seal of the Chairman of the meeting.

 If any Director or a juristic person represented by a Director is an interested party with respect to any agenda item, the Director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Bank, the Director shall not participate in discussion or voting on that agenda item or act as another Director's proxy to exercise voting rights on that matter, nor shall he/she be counted into the quorum of such meeting.

 If a Director is unable to attend a meeting of the Board of Directors, he or she may, by issuing a proxy, appoint another Director to act on his or her behalf at the meeting; provided, however, that no Director may be so appointed by more than one Director.

Chapter V Supervisors



Article 18 The Bank shall have five Supervisors, all to be elected by the shareholders at a shareholders' meeting in accordance with the regulation of the Company Law. The tenure of office of the Supervisors shall be three years, and all Supervisors are eligible for re-election.

The total amount of shares owned by the Supervisors of the Bank shall not be less than a certain percentage of the total issued shares of the Bank as required by the regulatory authority.

Article 19 The function and the power of the Supervisors are as follows:

- (1) To investigate the business and financial condition of the Bank.
- (2) To examine and check all kinds of statements and records and documents of the Bank.
- (3) To perform other function and power conferred upon by laws, regulations or shareholders' meeting of the Bank.

Article 19-1 The Bank may enter into a liability insurance contract with an insurance company for Supervisors with respect to their liabilities resulting from exercising their duties.

Chapter VI Meetings of Shareholders

Article 20 Meetings of shareholders of the Bank are of two kinds in accordance with the Company Law:

- (1) General meetings of shareholders.
- (2) Special meetings of shareholders.

Article 21 A general meeting of shareholders shall be convened annually by the Board of Directors in accordance with the Company Law, and be held at the location of the Head Office.

Article 22 A special meeting of shareholders may be called whenever necessary by the Board of Directors.

Unless the Board of Directors fails to or cannot convene a meeting of shareholders, a Supervisor may, whenever necessary and for the benefit of the Bank, convene a meeting of shareholders.

Article 23 If the total shares issued by the Bank are held by the same financial holding company, the function of the shareholder's meeting of the Bank shall be exercised by the Board of the Directors for and on behalf of the shareholders' meeting, and the Independent Directors, the

Directors and the Supervisors of the Bank are appointed by such financial holding company.

Chapter VII The Manager

Article 24 The Bank shall have one President who shall be nominated by the Chairman of the Board of Directors and approved by the Board of Directors.

Article 25 The President shall, under the direction of the Chairman of the Board of Directors, be in charge of all operations of the Bank and shall execute all decisions of the Board of Directors.

Chapter VIII Annual Report and Distribution of Net Profits

Article 26 The fiscal year of the Bank shall begin from January 1st to December 31st of each year. At the end of each fiscal year, the Board of Directors shall produce all statements and records in accordance with applicable rules, and submit such to the Supervisors for their review and inspection 30 days prior to the convention of the general meeting of shareholders. The Board of Directors shall submit the same to the regulatory authorities and Central Bank of China, respectively, 15 days after they are approved by general meeting of shareholders and disclose the same to the public pursuant to applicable laws and regulations.

Article 27 In case there are earnings at the end of each fiscal year, a certain percentage of income before income tax and employees' compensation shall be distributed to employees. The said percentage shall be ranged from 2% to 6% and be resolved by the Board of Directors in consideration of the performance indicators of the Bank or other peers' distributed ratio. However, the Bank's accumulated losses shall be covered first.

The distribution of employees' compensation shall be subject to the resolution of the Board of Directors.

Article 28 In case there is a surplus at the end of each fiscal year, the Bank shall first pay all taxes and cover its accumulated losses in the previous fiscal years ; then set aside a legal profit reserve in accordance with relevant laws. Aside from the aforesaid legal reserve, the Bank shall set aside special reserve(s) according to relevant laws or regulations or its



actual needs. Distribution of the remainder surplus, together with the undistributed surplus in the previous fiscal years, shall be proposed by the Board of Directors at the shareholders' meeting for approval.

The dividends and bonus to shareholders will be paid in the forms of both cash and stock; however, that paid in the form of cash shall not be less than 50 %.

Chapter IX Miscellaneous

Article 29 The Responsible Person of the Bank shall immediately file a complaint to the public prosecutor's office or the investigation authorities against the person who intentionally damages the credit of the Bank or the Responsible Person of the Bank by spreading rumors or by fraud, according to Article 313 and 314 of the Criminal Law.

Article 30 All matters not specifically provided for herein shall be dealt with in accordance with the relevant regulations.

Article 31 The Articles of Incorporation amended and approved on September 7, 2005 and January 27, 2006 shall be effective on the merger effective date on which the Chiao Tung Bank is to be merged into the International Commercial Bank of China Co., Ltd.

Article 32 Unless otherwise provided for herein, the Articles of Incorporation shall take effect and be implemented upon the approval of the meeting of shareholders, and shall be submitted to the relevant authorities for recordation. The same procedures shall be followed in subsequent amendments.