



# 第一金融控股股份有限公司

## First Financial Holding Co., Ltd.

### Meeting Notice of Annual General Shareholders' Meeting

(Summary Translation)

The 2019 Annual General Shareholders' Meeting (the "Meeting") of First Financial Holding Co., Ltd. (the "Company") will be held at 9:00 a.m., June 21, 2019 (Friday) at the auditorium level of Headquarter of First Commercial Bank Co., Ltd. (the "FCB"), 22 Fl, No. 30, Sec. 1, Chung-King South Rd, Taipei. Registration time shall begin at 8:30 a.m. at the venue mentioned above. Attendees are requested to hold their ID evidence for entry check.

1. The agenda for the Meeting is as follows:

1). Report Matters:

- (a) President reports the business operation of the Company in 2018.
- (b) Audit committee report the auditing process of 2018 financial statements.
- (c) Report of the offering of the Company's 2018 first issue of unsecured subordinated corporate bonds.
- (d) Report of the distribution of employee's compensation and director's remuneration in 2018.
- (e) Report of amendments to Rules Governing Procedure for Board Meetings of the Company.

2). Recognition Matters:

- (a) Please recognize the 2018 business report and consolidated financial statements of the Company.
- (b) Please recognize the distribution of 2018 profits.

3). Discussion Matters:

- (a) Please approve the issuance of new shares via capitalization of profits of 2018.
- (b) Please approve the amendments to the Articles of the Incorporation of the Company.
- (c) Please approve the amendments to the Rules Governing the Acquisition and Disposal of Assets of the Company.



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(d) Please approve the release of Non-Competition restriction on the 6<sup>th</sup> term Board of Directors.

- 4). Extemporary Motions.
2. The Company's proposal for the distribution of profits for fiscal year of 2018, as resolved by the board,
- 1). Cash Dividend: NT\$ 1 per share; the aggregate amount of cash dividend is NT\$ 12,338,557,223.
  - 2). Stock Dividend: NT\$ 0.1 per share; the aggregate amount of stock dividend is NT\$ 1,233,855,720.

The cash dividend would be distributed on the record date for cash dividend determined by the board of directors after approved by the Meeting. Cash dividend was calculated and rounded down to dollar in proportion to stakeholding. The total amount of odd fraction will be counted as other income of Company. The distribution of stock dividend would, after being approved by the Meeting and competent authority, be made on the record date for stock dividend determined by the board of directors at the ratio of 10 shares for every 1,000 shares held by shareholders according to their respective holding as stated in shareholders' register book on the record date. Shareholders may, within five days from the record date for stock dividend, apply to the stock affairs agent of the Company to combine fractional shares into one share. Odd lots less than one share thus collected by the Company will be placed with specific parties as determined by the Chairperson under the authorization of the Meeting.

3. Release of Non-Competition restriction on the 6<sup>th</sup> term Board of Directors: To proceed the release of Non-Competition restriction on the Board of Directors in accordance with the Article 209 of the Company Act.
4. According to Article 172 of the Company Act, the contents of discussion matters including (a) the issuance of new shares via capitalization of profits of 2018; (b) the amendments to the Articles of the Incorporation of the Company; (c) the release of Non-Competition restriction on the 6<sup>th</sup> term Board of Directors shall be provided. Shareholders may review detailed information by visiting the MOPS



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website (<http://emops.twse.com.tw>) and clicking "Electronic

Books/Shareholders' meetings" for further information. (Searching for stock code: 2892)

5. The entries in the shareholders' register book for share transfer shall be suspended from April 23<sup>rd</sup>, 2019 to June 21<sup>st</sup>, 2019 pursuant to Article 165 of the Company Act.
6. Enclosed please find this Notice and a Proxy. For any shareholder who plans to attend the Meeting in person, please sign or affix seal to this Notice (not required to return it by mail) and bring this Notice to the venue of the Meeting. If a proxy will attend on behalf of the shareholder, please sign or affix seal to the Proxy and fill in the name and address of the proxy in person and send the completed Proxy to the Company's stock affairs agent (the Stock Affairs Department under Trust Division of FCB) **five days** prior to the date of the Meeting. The Stock Affairs Department under Trust Division of FCB will then mail to such proxy a permission slip to attend the Meeting accordingly. After the Proxy was delivered, should any shareholder plans to attend the Meeting to vote in person or via electronic voting system, the vote will still be exercised by proxy unless the shareholder withdraws the Proxy in written notice **two days** prior to the date of the Meeting.
7. If there is any shareholder who wishes to solicit proxies from other shareholders, the Company will publish the information of such solicitation in the website of Securities and Futures Institute on May 21<sup>st</sup>, 2019. Shareholders who wish to obtain such information may visit the website <http://free.sfi.org.tw> by inputting the stock code "2892".
8. Shareholders may choose the electronic voting system to exercise their voting. The voting period is from May 22<sup>nd</sup>, 2019 to June 18<sup>th</sup>, 2019. Shareholders may login to "AGM E-Voting Platform (股東會電子投票平台股東 e 票通)" (<http://www.stockvote.com.tw>) from TDCC website and follow the related instructions.
9. The tabulation and verification of proxy for the Meeting will be carried out by



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the Stock Affairs Department under Trust Division of FCB.

Please be advised and act accordingly.

Board of Directors

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