

# **Cathay Financial Holding Co., Ltd.**

## **Notice of 2022 Annual General Shareholders' Meeting**

This document is prepared in accordance with the Chinese version and is for reference only. In the event of any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.

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I Shareholders meeting date: 2022/06/17(Friday)

Shareholders meeting time: 9:00 A.M.

Shareholders meeting location: Cathay Financial Conference Hall at 1F, No. 9 Songren Road, Taipei, Taiwan, R.O.C.

Method of convening the meeting: hybrid shareholders' meeting

The key contents covered are in the agenda below:

1. Report Matters:

(1) Business Report for 2022

(2) Audit Committee Report

(3) 2021 report on compensation to Employees and Directors of the Company

2. Acknowledged matters :

(1) Acknowledgement of Business Report and Financial Statements for 2021

(2) Acknowledgement of Earnings Distribution for 2021

3. Matters for Discussion:

(1) Discussion on the amendment of "The Articles of Incorporation"

(2) Discussion on the amendment of "The Rules of Procedure for Shareholders Meetings"

(3) Discussion on the amendment of "The Rules for handling the Acquisition and Disposal of Assets"

(4) Discussion on the Company's long-term capital raising plan

4. Election matters:  
To elect the 8th Terms Board Directors

5. Other Proposals:

(1) Discussion on the relief of certain directors from their  
non-competition obligations

6. Extemporaneous Motions: none

II. The proposal for distribution of 2021 earnings adopted at the meeting of the Board of Directors is as follows :

After distributing NT\$3,390,924,000 in dividends for preferred stocks, we plan to distribute NT\$3.5 of dividends, all in cash, for common stocks, and the total amount is NT\$46,092,235,448.

If, after the proposed dividend has been approved, there is a change in the number of shares outstanding on the dividend record date as a result of any buyback, transfer, conversion, or cancellation by the Company in accordance with Article 28-2 of the Securities and Exchange Act, any issuance of global depository receipts, or other causes to issue new shares, the payout ratios for the cash dividends will be adjusted by the actual number of shares outstanding on the dividend record date.

Once the proposal is approved at the shareholders meeting, the Board and/ or the Chairman will be authorized to determine the ex-dividend date and adjust the payout ratio based on actual conditions.

III. In accordance with the Company Act, April 19, 2022 to June 17, 2022 is book closure period.

IV. Any matter under Article 172 of the Company Act shall be described the essential contents in the notice of the reasons for convening the shareholders meeting. Therefore, we hereby propose to approve the releasing of the prohibition on directors from participation in competitive business to the shareholders' meeting in accordance with Article 209 of the Company Act, and we also propose to release the prohibition on the earnings of such act not being regarded as earnings of the Company.

Please visit Market Observation Post System to find the related content (website : <http://mops.twse.com.tw/mops/web/index>) and download the Meeting Agenda for reference.

- V. List for the director candidates of the 8th session is as below.  
Please visit Market Observation Post System (website : <http://mops.twse.com.tw/mops/web/t146sb10>) to find the candidates' education and experience.

No.	Title	Name
1	Director	Chia Yi Capital Co., Ltd. Representative: Cheng-Ta Tsai
2	Director	Hong-Tu Tsai
3	Director	Chen-Sheng Industrial Co., Ltd. Representative: Cheng-Chiu Tsai
4	Director	Chia Yi Capital Co., Ltd. Representative: Chi-Wei Joong
5	Director	Cathay United Bank Foundation Representative: Andrew Ming-Jian Kuo
6	Director	Cathay Life Insurance Co., Ltd. Employees' Welfare Committee Representative: Tiao-Kuei Huang
7	Director	Cathay Life Insurance Co., Ltd. Employees' Welfare Committee Representative: Ming- Ho Hsiung
8	Director	Cathay Life Insurance Co., Ltd. Employees' Welfare Committee Representative: Chang-Ken Lee
9	Independent Director	Feng-Chiang Miao
10	Independent Director	Edward Yung Do Way

No.	Title	Name
11	Independent Director	Li-Ling Wang
12	Independent Director	Tang-Chieh Wu
13	Independent Director	Pei-Pei Yu

VI. Enclosed please find one copy of the shareholder attendance notice for the Annual General Meeting of Shareholders and a proxy form. If you can't participate in the Annual General Shareholders' Meeting, voting rights of the Annual General Meeting of the Shareholders may be exercised via electronic means from May 18, 2022 to June 14, 2022.

Please log in through the "Electronic Voting Platform for Shareholders" at the website of Taiwan Depository and Clearing Corporation (<http://www.stockvote.com.tw>) and vote by following the relevant instructions.

If you wish to attend the meeting in person, please sign or stamp your personal chop on such notice. If you wish to delegate a proxy to attend the meeting, please sign or stamp your personal chop on the proxy form, properly fill in the name of your proxy and deliver (mail) the same (which must be delivered within five (5) days prior to the meeting) to the Company.

The proxy statistics & verification institution of the Corporation is the Corporation's Administration Department, Stock Registration Division. The time to exercise your sign-in for the meeting: 8:20 a.m., at the location where is the same as the meeting place.

VII. In accordance with Article 7-2 of the Articles of Incorporation, shareholders of preferred stocks do not have the right to vote.

of the Company Act. However, they will have the right to vote in shareholders' meetings of preferred shares or shareholders' meetings that involve the rights and obligations of shareholders of preferred shares. Therefore, Shareholders of preferred shares shall have the right to vote only in Discussion on the amendment of "The Articles of Incorporation" and "Discussion on the Corporation's proposal to raise long-term capital".

- VIII. If proxy is solicited, the Corporation will upload related information from solicitors to the website of the Securities and Futures Institute before May 17, 2022. Please check the website for further information.
- IX. Your action as required shall be very much appreciated.
- X. Shareholders who choose to attend shareholders' meeting virtually will be deemed as having attended in person.
- XI. Shareholders who intend to participate virtually should, starting from 2022/05/18 up to two days prior to the date of shareholders' meeting (before 2022/06/14), complete registrations and sign-ups on the TDCC Stock vote (<https://www.stockvote.com.tw/evote/index.html>), solicitors or proxy agents who intend to participate virtually should fill out a letter of intent to attend shareholders' meeting via video conferencing and send it to B1, No.296, Sec. 4, Ren-ai Rd, Da-an District, Taipei City 106, Taiwan (R.O.C.) (Stock Registration Office of Cathay FHC); the letter of intent should arrive from 2022/05/18 to 16:00, 2022/06/14. Participants will check in, watch a live stream of the meeting, text questions, and cast their votes at shareholders' meeting.
- XII. 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 chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain

no more than 200 words. Please visit the TDCC website for more information.

- XII. Shareholders who did not register to attend the shareholders' meeting via visual communication, may not attend the postponed or continued meeting.
- XIII In the event where disruptions to the visual communication platform or participation in the meeting via visual communication occur due to natural disasters, incidents, or other force majeure events, and such disruptions last for more than 30 minutes and are unresolvable in a manner such that the meeting cannot be continued via visual communication, but the total shareholding attending the meeting deducting those attending via visual communication exceeds the statutory quorum, the meeting shall continue, and the shareholdings of the shareholders, solicitors, or proxies attending via visual communication shall be included in the total number of shares present at the meeting, but abstain on all motions.
- XIV If all the motions have been announced, but when an interim motion is made, it will be regarded as all the resolutions of the ordinary shareholders' meeting have been completed, and the meeting will not be continued.
- XV In the event that the e-Meeting Platform fails or shareholders have difficulty attending virtually, before the chairperson announces the commencement of shareholders' meetings or during the meetings, due to force majeure events, companies should check the total shares of shareholders that have attended. If the total shares do not reach the legally required number for resolutions in shareholders' meetings after deducting the shares of shareholders that attend virtually, then the meetings should be adjourned. The Company will postpone or reconvene their meeting on 2022/06/22 at 9:00 A.M. in Cathay Financial Conference Hall at 1F, No. 9 Songren Road, Taipei, Taiwan, R.O.C. Shareholders who

have been listed on the shareholders register by the book closure date are entitled to attend shareholders' meetings. The Company will not resend their meeting notice. The Company will issue a Significant Announcement onto the Market Observation Post System (MOPS).

XVI. For matters not covered, please refer to the Regulations Governing the Administration of Shareholder Services of Public Companies and related regulations.

Board of Directors

Cathay Financial Holding Co., Ltd.