



HOTUNG INVESTMENT HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hotung Investment Holdings Limited ("**Company**") will be held at THE CHEVRONS, Hibiscus Room, Level 1, 48 Boon Lay Way, Singapore 609961, on 24 April 2019 (Wednesday) at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the audited Financial Statements of the Company for the financial year ended 31 December 2018, together with the Independent Auditors' Report thereon. **(Resolution 1)**
2. To approve and declare a first and final dividend for the financial year ended 31 December 2018 of NT\$2.8 per share as recommended by the directors of the Company ("**Directors**"), to be payable on such date to be determined by the Directors and to be distributed in such manner as the Directors deem fit. The Directors be and are hereby fully authorized to do all acts and things they consider necessary, expedient and appropriate to effect and implement this resolution. **(Resolution 2)**
3. To approve Directors' Fees of NT\$9.2 million for the financial year ended 31 December 2018 to the Directors. **(Resolution 3)**
4. To note the following Directors will be retiring by rotation pursuant to Bye-law 94 of the Bye-laws of the Company:

Mr. Andy C.W. Chen;
Dr. Ng-Chee Tan; and
Mr. Yi-Sing Chan.

And

To re-elect the following retiring Directors who have offered themselves for re-election:

Mr. Andy C.W. Chen; **(Resolution 4)**
Dr. Ng-Chee Tan; and **(Resolution 5)**
Mr. Yi-Sing Chan. **(Resolution 6)**
(See *Explanatory Note 1*)
5. To re-elect Mr. Ta-Sheng Chen retiring pursuant to Bye-law 100 of the Bye-laws of the Company. **(Resolution 7)**
(See *Explanatory Note 2*)
6. To re-appoint KPMG LLP as Auditors of the Company until the conclusion of the next annual general meeting and to authorize the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modifications) each as Ordinary Resolutions:

7. **THAT :** **(Resolution 9)**

- (A) subject to the provisions of the Bye-laws of the Company and the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue (whether by way of rights, bonus or otherwise) and deal with additional shares in the capital of the Company including but not limited to the listing of such additional shares on the SGX-ST and/or the offering of depository receipts in respect of such additional shares and to make or grant offers and agreements which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) authority be and is hereby given to the Directors to allot and issue shares pursuant to offers, agreements and options made or granted during the Relevant Period (as hereinafter defined) that might or would require shares to be issued, including but not limited to the creation and issuance during the Relevant Period of (as well as adjustments to) warrants, debentures or other instruments convertible into shares (collectively, the “**Instruments**”), upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, notwithstanding that such allotment and issuance of shares pursuant to the Instruments are made after the end of the Relevant Period (as hereinafter defined);
- (C) the aggregate nominal amount of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an Instrument or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) above (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, of which the aggregate nominal amount of share capital to be allotted other than on a pro-rata basis to the existing members of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed and the said approval shall be limited accordingly;
- (D) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of shares that may be issued under paragraph (C) above, the percentage of issued share capital shall be based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for :
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent consolidation or sub-division of shares; and

- (E) for the purpose of this Resolution, “**Relevant Period**” means the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting.

(See Explanatory Note 3)

8. **THAT:**

(Resolution 10)

- (A) the exercise by the Directors of all the powers of the Company to purchase or acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchase(s) (“**On-Market Purchases**”) on the SGX-ST; and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit based on the requirements of section 76C of the Companies Act, Chapter 50 of Singapore (“**Off-Market Purchases**”),

and otherwise in accordance with all other laws and regulations of Singapore and Bermuda and the rules of the SGX-ST as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (“**Proposed Share Buy-back Mandate**”);

- (B) the authority conferred on the Directors pursuant to the Proposed Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next annual general meeting of the Company or the date by which it is required to be held;
 - (ii) the date on which the share buy-backs are carried out to the full extent mandated; or
 - (iii) the date the said mandate is revoked or varied by the Shareholders in a general meeting;

- (C) in this Resolution:

“**Maximum Limit**” means such number of Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the general meeting at which the Proposed Share Buy-back Mandate is approved by the Shareholders; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall be determined by the Directors, but must not exceed:

- (i) in the case of an On-Market Purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase of a Share pursuant to an equal access scheme, 130% of the Highest Last Dealt Price of the Shares,

where:

“**Average Closing Price**” means the average closing price of the Shares over the period of five (5) days on which the SGX-ST is open for securities trading (“**Market Days**”) in which transactions in the Shares on the SGX-ST were recorded before the day on which such On-Market Purchase is made and deemed to be adjusted for any corporate action which occurs after the relevant five (5) day period;

“**Highest Last Dealt Price**” means the highest price transacted for a Share on the Market Day on which the Shares were transacted on the SGX-ST immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

(See Explanatory Note 4)

- 9. To transact any other business that may be transacted at an annual general meeting.

By Order of the Board

Hsin-Chieh Chung
Company Secretary

Taipei, Taiwan
9 April 2019

Explanatory Note(s):Explanatory Note 1:

Subject to Listing Rule 720(5) which comes into effect from 1 January 2019 and requires all directors to submit themselves for re-nomination and re-appointment at least once every three years*, pursuant to Bye-law 94 of the Company's Bye-laws, at each annual general meeting, one-third of the Directors shall retire from office by rotation. Given the fact that Mr. Ta-Sheng Chen who is to retire at the annual general meeting to be held on 24 April 2019 ("**2019 AGM**") pursuant to Bye-law 100 of the Company's Bye-laws shall not be taken into account in determining the number of Directors who are to retire by rotation, the following Directors will be retiring at the 2019 AGM pursuant to the Company's Bye-laws.

- 1-1 Mr. Andy C.W. Chen;
 1-2 Dr. Ng-Chee Tan; and
 1-3 Mr. Yi-Sing Chan.

Mr. Andy C.W. Chen will upon re-election as a Director of the Company remain as a member of the Audit Committee. He is considered by the Board to be non-independent for the purposes of Listing Rule 704(8).

Dr. Ng-Chee Tan will upon re-election as a Director of the Company remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee. The independence of Dr. Ng-Chee Tan, who have served as an independent Director for at least nine (9) years after the end of August 2018, had been subjected to a rigorous review by the Nominating Committee and the Board, and Dr. Ng-Chee Tan had abstained from all deliberations and discussion on the matter. For the reasons set forth on page 28 of the Company's Annual Report 2018, he is considered by the Board to be independent for the purposes of Listing Rule 704(8).

Information of the above Directors as set out in Appendix 7.4.1 pursuant to Listing Rule 720(6) are provided as follows:

- 1-1 Mr. Andy C.W. Chen

Date of Appointment	26 July 1997
Date of last re-appointment (if applicable)	21 April 2016
Name of person	Andy C.W. Chen
Age	58
Country of principal residence	Taiwan
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board reviewed the background, skills and experiences of Mr. Andy C.W. Chen and following due deliberation resolved that Mr. Andy C.W. Chen be proposed to be re-elected as Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Director Member of the Audit Committee
Professional qualifications	1987-1988 M.S. University of Illinois 1984-1986 M.S. Pace University 1978-1982 B.A. Chinese Culture University
Working experience and occupation(s) during the past 10 years	None
Shareholding interest in the listed issuer and its subsidiaries	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr. Andy C.W. Chen is the spouse of the Chairman and Managing Director of the Company, Ms. Tsui-Hui Huang, who is also a substantial shareholder of the Company.
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships	
* "Principal Commitments" has the same meaning as defined in the Code#.	
# The Code of Corporate Governance issued by the Committee on Corporate Governance on 4 April 2001, as from time to time amended, modified or supplemented.	

Past (for the last 5 years)	Huitung Investments (BVI) Limited / Director Yee Fong Chemical & Industrial Co., Ltd. / Director
Present	Hotung International Company Ltd. / Director Hotung Venture Capital Corporation / Director Daitung Development and Investment Corporation / Director
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No

(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

1-2 Dr. Ng-Chee Tan

Date of Appointment	31 August 2009
Date of last re-appointment (if applicable)	21 April 2016
Name of person	Ng-Chee Tan
Age	74
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board reviewed the background, skills and experiences of Dr. Ng-Chee Tan and following due deliberation resolved that Dr. Ng-Chee Tan be proposed to be re-elected as Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Director Chairman of the Audit Committee Member of the Nominating Committee Member of the Remuneration Committee
Professional qualifications	1966-1970 Doctor of Philosophy in Law, University of Oxford 1963-1966 Bachelor of Laws, University of Hull, UK
Working experience and occupation(s) during the past 10 years	Extensive experience as an Independent Director and Chairman/member of the Audit Committee of several companies and Chairman of a listed company (Intraco Limited); also experience as an Adjunct Professor of Law lecturing in a course on "Comparative Corporate Governance" at National University of Singapore and at East China University of Politics and Law, Shanghai.
Shareholding interest in the listed issuer and its subsidiaries	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

Other Principal Commitments* Including Directorships	
* "Principal Commitments" has the same meaning as defined in the Code#.	
# The Code of Corporate Governance issued by the Committee on Corporate Governance on 4 April 2001, as from time to time amended, modified or supplemented.	
Past (for the last 5 years)	<i>Prudential Assurance Co. Singapore (Pte) Ltd. / Independent Director & Chairman of the Audit Committee Intraco Limited / Non-Executive Chairman of the Board</i>
Present	None
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No

<i>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</i>	No
<i>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—</i>	
<i>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</i>	No
<i>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</i>	No
<i>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</i>	No
<i>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</i>	No
<i>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</i>	No

1-3 Mr. Yi-Sing Chan

Date of Appointment	24 April 2013
Date of last re-appointment (if applicable)	21 April 2016
Name of person	Yi-Sing Chan
Age	60
Country of principal residence	China
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board reviewed the background, skills and experiences of Mr. Yi-Sing Chan and following due deliberation resolved that Mr. Yi-Sing Chan be proposed to be re-elected as Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Director
Professional qualifications	1982-1984 MSc (by dissertation), Computer Science, University of Essex, UK 1979-1982 BSc 1st Class Honors, Electrical Engineering Science, University of Essex, UK
Working experience and occupation(s) during the past 10 years	2013-Current Chairman/CEO of China RailPass Technology Company
Shareholding interest in the listed issuer and its subsidiaries	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

Other Principal Commitments* Including Directorships	
* "Principal Commitments" has the same meaning as defined in the Code#.	
# The Code of Corporate Governance issued by the Committee on Corporate Governance on 4 April 2001, as from time to time amended, modified or supplemented.	
Past (for the last 5 years)	<i>Well Concord Software / Managing Director</i>
Present	<i>China RailPass Technology Company / CEO, Director & Chairman of the Board Hotung Management International Limited / Director</i>
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No

<i>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</i>	No
<i>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—</i>	
<i>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</i>	No
<i>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</i>	No
<i>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</i>	No
<i>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</i>	No
<i>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</i>	No

* Pursuant to Transitional Practice Note 3 (Transitional Arrangements Regarding Code of Corporate Governance 2018) of the Listing Manual which comes into effect from 1 January 2019, a director (including an executive director) appointed or re-appointed before 1 January 2019 is required to submit himself/ herself for re-nomination and re-appointment to the board at a general meeting no later than 31 December 2021. In addition, a director appointed or re-appointed to the board on or after 1 January 2019 must submit himself/ herself for re-nomination and re-appointment to the board at a general meeting by the end of the calendar year of the third anniversary of his/ her appointment or re-appointment.

Explanatory Note 2:

Information of Mr. Ta-Sheng Chen as set out in Appendix 7.4.1 pursuant to Listing Rule 720(6) is provided as follows:

Date of Appointment	14 August 2018
Date of last re-appointment (if applicable)	N/A
Name of person	Ta-Sheng Chen
Age	61
Country of principal residence	Taiwan
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board reviewed the background, skills and experiences of Mr. Ta-Sheng Chen and following due deliberation resolved that Mr. Ta-Sheng Chen be proposed to be re-elected as Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Director
Professional qualifications	2003- 2005 Master / Department of Finance, National Central University 1976-1980 Bachelor / Department of International Business, Soochow University

Working experience and occupation(s) during the past 10 years	<p>2018-Current Mega International Commercial Bank, Overseas Business Management Department / Senior Vice President & General Manager</p> <p>2016-2018 Mega Financial Holding Company, Risk Management Department / Senior Vice President & General Manager</p> <p>Mega International Commercial Bank, Risk Management Department / Senior Vice President & General Manager</p> <p>2014-2016 Mega International Commercial Bank, Financial Risk Management Center / Vice President & General Manager</p> <p>2013-2014 Mega International Commercial Bank, Keelung Branch / Vice President & General Manager</p> <p>2011-2013 Mega International Commercial Bank, Business Center-West Taipei / Vice President & Deputy General Manager</p> <p>2003-2011 Mega International Commercial Bank, Treasury Department / Assistant Vice President</p>
Shareholding interest in the listed issuer and its subsidiaries	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr. Ta-Sheng Chen was nominated for appointment as a Director by Mega International Commercial Bank Co., Ltd., a substantial shareholder of the Company.
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships	
* "Principal Commitments" has the same meaning as defined in the Code*.	
# The Code of Corporate Governance issued by the Committee on Corporate Governance on 4 April 2001, as from time to time amended, modified or supplemented.	
Past (for the last 5 years)	<p>Mega Financial Holding Company / Senior Vice President & General Manager of Risk Management Department</p> <p>Mega International Commercial Bank / Senior Vice President & General Manager of Risk Management Department</p> <p>Mega International Commercial Bank / Vice President & General Manager of Financial Risk Management Center</p> <p>Mega International Commercial Bank / Vice President & General Manager of Keelung Branch</p>
Present	<p>Overseas Credit Guarantee Fund (Taiwan) / Non-Executive Director</p> <p>China Products Trading Corporation, Ltd. / Non-Executive Director</p> <p>Mega International Investment Trust Co., Ltd. / Supervisor</p> <p>Mega International Commercial Bank / Senior Vice President & General Manager of Overseas Business Management Department</p>
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No

<i>(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?</i>	No
<i>(c) Whether there is any unsatisfied judgment against him?</i>	No
<i>(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?</i>	No
<i>(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</i>	No
<i>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</i>	No
<i>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</i>	No
<i>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</i>	No
<i>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</i>	No
<i>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—</i>	
<i>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</i>	No
<i>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</i>	No

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

Explanatory Note 3:

Ordinary Resolution 9 proposed in item 7 above, if passed, will authorize the Directors to (i) issue further shares during the Relevant Period (as defined in paragraph (E) of the Ordinary Resolution 9); and (ii) issue shares in pursuance of Instruments (as defined in paragraph (B) of the Ordinary Resolution 9) made or granted during the Relevant Period regardless whether such issuance of shares pursuant to the Instruments are made during the Relevant Period or after the expiry of the Relevant Period, up to an amount not exceeding 50% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 9 is passed, of which the aggregate nominal amount of the share capital to be allotted other than on a pro-rata basis to the existing members of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution 9) shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 9 is passed.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of shares shall be based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 9 is passed, after adjusting for (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Ordinary Resolution 9 is passed; and (2) any subsequent consolidation or sub-division of shares.

This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required to be held, whichever is earlier; save and except that this authority extends to cover allotments and issuances of shares made after the end of the Relevant Period where such allotments and issuances of shares are pursuant to Instruments made or granted during the Relevant Period.

Explanatory Note 4:

Ordinary Resolution 10 proposed in item 8 above, if passed, will empower the Directors to buy-back Shares by way of On-Market Purchases and/or Off-Market Purchases in accordance with the terms and conditions set out in the Company's circular dated 19 December 2008 (approved by Shareholders on 7 January 2009).

Please refer to the Appendix (enclosed in a CD-ROM) to this Notice of Annual General Meeting of the Company for additional information in relation to the Proposed Share Buy-back Mandate.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2019 AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 2019 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2019 AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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