

Mega Financial Holding Co., Ltd.

**Dodd-Frank Act Section 165(d)
2018 Resolution Plan**

Part I: Public Section

Glossary

Banking Act

The Banking Act of the Republic of China

CBC

Central Bank of the Republic of China (Taiwan)

FDIC

Federal Deposit Insurance Corporation

FRB

Board of Governors of the Federal Reserve System or Federal Reserve Bank

FSC

Financial Supervisory Commission, R.O.C. (Taiwan)

Mega ICBC

Mega International Commercial Bank Co., Ltd.

Mega ICBC Chicago Branch

Mega International Commercial Bank Co. Ltd., Chicago Branch

Mega FHC

Mega Financial Holding Co., Ltd.

Mega ICBC LA Branch

Mega International Commercial Bank Co. Ltd., Los Angeles Branch

Mega ICBC NY Branch

Mega International Commercial Bank Co. Ltd., New York Branch

Mega ICBC SV Branch

Mega International Commercial Bank Co. Ltd. Silicon Valley Branch

NYDFS

New York State Department of Financial Services

Plan

Resolution Plan

R.O.C.

Republic of China (Taiwan)

Rule

Rules for resolution plans under Parts 243 and 381, Title 12 of the Code of Federal Regulations

U.S.

United States of America

U.S. Authorities

FRB, Department of Business Oversight of the State of California, Department of Financial and Professional Regulation of the State of Illinois, and Department of Financial Services of the State of New York

U.S. Branches

Mega ICBC Chicago Branch, Mega ICBC LA Branch, Mega ICBC NY Branch, and Mega ICBC SV Branch

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I. Introduction and Summary of Resolution Strategy

1. Introduction

In this Plan, Mega FHC, as a foreign-banking organizations, describes a strategy for the rapid and orderly resolution of its entities that are domiciled in the U.S. in the event of material financial distress or failure of Mega FHC and all of its subsidiaries and branches.

Mega FHC's U.S. operations comprise solely of the U.S. banking business of Mega FHC's banking subsidiary, Mega ICBC. Mega ICBC holds four bank branches in the U.S. Mega ICBC NY Branch, Mega ICBC Chicago Branch, Mega ICBC LA Branch, and Mega ICBC SV Branch. They are non-FDIC insured branches licensed by the state of New York, the state of Illinois, and the state of California, respectively. Mega FHC's subsidiary-Chung Kuo Insurance Co., Ltd. established its Guam representative office (the "Guam Office") in the U.S. The operation scale of the Guam Office is minimal. Moreover, the Guam Office does not belong to the primary business line, the banking business line, of Mega FHC. Therefore, the Guam Office is clearly of little relevance to this Plan. Accordingly, here and in subsequent sections of this Plan, we will not address the Guam Office when we discuss the U.S. Branches and U.S. operations of Mega FHC.

As the Plan will describe, the U.S. Branches conduct very limited banking operations in their respective U.S. locales, focusing solely on traditional commercial banking business predominantly with their institutional clients. Other than informational technology support, the U.S. Branches generally have no material operational interconnections with each other, with Mega ICBC, or with the non-banking operations of Mega FHC outside the U.S. Further, as defined by the Rule, neither of these U.S. Branches is a Material Entity, as neither conducts a Core Business Line for Mega FHC or a Critical Operation. Therefore, the relevant U.S. Authorities can resolve each of these U.S. Branches locally in a rapid and orderly manner, without the need to further consider mitigating the adverse effects of resolution on the other U.S. Branches, Mega ICBC, or other Mega FHC entities or on the stability of the U.S.

2. Key Elements of the Plan for the Rapid and Orderly Resolution of the U.S. Branches In the Event of Material Financial Distress at or the Failure of Mega FHC

The U.S. Branches, as state-licensed branches, would be resolved under the supervision of their respective state banking authorities and the FRB, pursuant to the applicable state insolvency regimes.

Considering their limited banking operation and the straightforward composition of their assets and liabilities, the most likely and feasible resolution strategies for the U.S. Branches under the severely adverse economic scenario is liquidation under the applicable state insolvency regimes. The commercial lending portfolio, the predominant asset of the U.S. Branches, can be marketed individually or in different pools of similar characteristics and/or packaged with wholesale deposits. Unaffiliated creditor claims of the U.S. Branches would be satisfied to the extent of the proceeds of asset liquidation. This resolution strategy should be feasible even if fewer potential buyers are willing to acquire the assets under the severely adverse economic scenario. For loan assets, as they are with good asset quality and over 50% of which are in the form of syndicated loans, under a severely adverse economic scenario, there may be fewer potential acquirers of the assets, the value realized in the transactions may cause

immaterial loss on loans receivable, and require extended timeframe to complete the liquidation process. However, this has no significant impact on overall resolution strategy.

Funding for the U.S. Branches during the resolution process can be sourced from the sale of assets and potentially from secured funding from the FRB.

3. Integration of the U.S. Resolution Planning Process into Mega FHC's Non-U.S. Resolution Planning Process

Resolution planning for the U.S. Branches is integrated into the risk management and contingency planning framework for Mega ICBC and Mega FHC.

Mega FHC and Mega ICBC has organized an internal task force consisting of the heads of all the relevant departments to prepare, update, and implement the Plan on an annual basis, under the supervision and guidance of the Board of Directors of Mega ICBC and Mega FHC, which ultimately oversees overall operations and risk management process for all global Mega FHC entities.

This Plan has been approved by the Board of Directors of Mega FHC.

4. Material Changes that Require Modifications to Mega ICBC's filed Plan in 2016

Mega ICBC, and Mega ICBC NY Branch signed the Consent Order with the New York State Department of Financial Services (NYDFS) on August 19, 2016. The New York State Department of Financial Services (NYDFS) fined Mega ICBC, and Mega ICBC NY for failing to comply with Bank Secrecy Act (BSA) anti-money laundering laws (AML). According to the consent order, besides being fined \$180 million and launched the implementation of the Remediation Action Plan, Mega ICBC and Mega ICBC NY Branch shall engage an independent compliance consultant of NYDFS' selection for six months to immediately consult about, oversee and address deficiencies in Mega ICBC NY Branch's compliance function, including compliance with BSA/AML requirements. In addition, Mega ICBC and Mega ICBC NY Branch shall retain an independent monitor to conduct a comprehensive review of the effectiveness of the Branch's program for compliance with BSA/AML requirements, laws and regulations and prepare a written report of findings, conclusions, and recommendations. The independent monitor shall also conduct a review of Mega ICBC NY Branch's U.S. dollar clearing transaction activity from January 1, 2012 through December 31, 2014, to determine whether transactions are inconsistent with or in violation of the OFAC Regulations. Furthermore, Mega ICBC and the Mega ICBC NY Branch had been overseen by and consulting with the compliance consultant during the stipulated term of six months in 2017. Besides, the Mega ICBC NY Branch conducted a comprehensive review of effective compliance with BAS/AML requirements, laws and regulations by the independent monitor who stepped in since July, 2017, whereas a review of U.S. dollar clearing transaction activity has already commenced.

Following the most recent examination of the Mega ICBC NY Branch, Mega ICBC Chicago Branch and Mega ICBC SV Branch (collectively, the "Branches") of June 30, 2016, December 31, 2016, and September 30, 2016, the supervisory authorities disclosed deficiencies relating to the Branches' risk management and compliance with the BSA/AML requirements. Therefore, on January 17, 2018, Mega ICBC, the Branches, the Board of Governors of the Federal Reserve System (FED) and the Illinois Department of Financial and Professional Regulation (IDFPR), Division of Banking entered into a consent Order to Cease and Desist and Order of Assessment of

a Civil Money Penalty. The FED and IDFPR fined a \$29 million penalty against the U.S. operations of Mega ICBC and the Branches. According to the Order, Mega ICBC's Board of Directors and the respective management of each of the Branches shall jointly submit an individual written plan aiming to enhance the Bank's and the respective Branch's management's oversight of the respective Branch's compliance with the BSA/AML requirements and the OFAC regulations on a consolidated basis. Each plan shall provide for a sustainable governance framework that addresses an enhanced BSA/AML compliance program, a revised program for conducting appropriate levels of customer due diligence, an enhanced program reasonably designed for suspicious activity monitoring and reporting and a plan to ensure compliance with the OFAC regulations. Additionally, the Mega ICBC and Mega ICBC NY Branch shall engage an independent third party acceptable to the Federal Reserve Bank of New York to conduct a review of the Mega ICBC NY Branch's U.S. dollar clearing transaction activity from January 1, 2015 to June 30, 2015 to determine whether suspicious activity involving higher risk customers were properly identified and reported. The Order acknowledged that the Bank has undertaken enhancements to its corporate governance and is committed to continue to implement improvements in its oversight and compliance program. As at June 30, 2018, the written plan has been submitted and a review of U.S. dollar clearing transaction activity has already commenced. Mega ICBC endeavour to implement the measures stipulated in the written plan to address deficiencies in compliance. Therefore, after re-evaluating the impact to Mega FHC's 2016 Plan, including areas of strategic analysis, corporate governance, organization structure and related operation and financial information, management information systems, interconnections and interdependencies, supervisory and regulatory information, and contact information, Mega FHC has determined that, since December 27, 2016, the date of filing of Mega FHC's previous Plan (the "2016 Plan"), to 2018's Resolution Plan submission date, except for the ongoing improvements of the Remediation Action Plan, there have been no other events, occurrences, or material changes in the conditions or circumstances of Mega FHC and Mega ICBC, including the U.S. Branches, that necessitate material changes to the 2016 Plan.

5. Potential weaknesses and obstacles capable of affecting the immediate execution of the plan

Due to the nature and scope of the U.S. Branches' banking operations, despite the NY Branch Violation Incident, Mega FHC currently do not expect any potential material risk of impediments to their resolution under a severely adverse economic scenario. Due to the lack of material interconnectivity between the U.S. Branches and Mega FHC entities outside the U.S., it is likely that the U.S. Branches can be fully resolved locally in the U.S., independent from the non-U.S. resolution processes. Moreover, the risk that counterparty requests for settlement outside the resolution process which would affect the conduct of resolution is minimal. It can also be expected that the U.S. Branches can sustain sufficient internal funding resources under any of the severely adverse economic scenario during resolution, and that the U.S. Branches can maintain necessary connections with third parties for continuing operations throughout the resolution process. In particular, although certain third parties may take adverse actions under the severely adverse economic scenario, such as increasing collateral requirements, any such actions are not expected to have a material effect on the U.S. Branches.

II. The Names of Material Entities

The U.S. banking branches of Mega FHC’s Plan has no Material Entities, as it has no Core Business Lines or Critical Operations. This Plan only focuses on the U.S. Branches, including the interconnections and interdependencies among the U.S. branches and affiliates of Mega FHC around the world, and the integration of the resolution planning of the U.S. branches into the contingency process of Mega FHC. (The Guam representative office of Chung Kuo Insurance Co., Ltd. is not in the focus of this Plan because the type of business it conducts, insurance, is of minor importance to Mega FHC and its business volume and assets are in any case insignificant to Mega FHC.) Mega FHC streamlined the contents of this Plan with an intention to promote an accurate and comprehensive understanding on the part of the FRB and the FDIC about Mega FHC and, in particular, the operations of Mega FHC in the U.S. and to enhance the ability of the authorities and Mega FHC itself in facilitating a rapid and orderly resolution of Mega FHC in response to a material financial distress of Mega FHC.

Organizational Information of the U.S. Operations of Mega FHC as of December 31, 2017

Name	Address	RSSD ID
Branches of Mega International Commercial Bank Co., Ltd.		
New York	65 Liberty Street, New York, NY 10005, U.S.A.	631619
Chicago	2 North La Salle Street, Suite 1803, Chicago, IL 60602, U.S.A.	707130
Los Angeles	445 South Figueroa Street, Suite 1900, Los Angeles, CA 90071, U.S.A.	683663
Silicon Valley	333 West San Carlos Street, Suite 100, Box 8, San Jose, CA 95110, U.S.A.	1395374
Representative Office of Chung Kuo Insurance Co., Ltd.		
Guam	414 West Soledad Avenue Suite 707, GCIC Building Hagatna, Guam 96910	NA

III. Description of Core Business Lines

As Mega FHC does not conduct any business line in whole or material part in the U.S., Mega FHC has determined that, under the Rule, Mega FHC has no Core Business Lines in the U.S.

A minor part of the banking business of Mega FHC is conducted in the U.S. Mega FHC conducts its banking business in the U.S. through the four branches of Mega ICBC in New York, Chicago, Los Angeles, and San Jose. The business of these branches mainly focuses on corporate banking. The business volume of these branches is rather small compared to that of the entire banking business of Mega FHC in terms of either the net revenue, income before income tax, or assets and liabilities, and even less significant compared to the business volume of the entire Mega FHC.

In the past, the U.S. operations contributed no more than 7% of the business share in the banking business line of Mega FHC (the business of Mega ICBC) in terms of both net revenue and income before income tax. With respect to assets and liabilities, the share of U.S. operations in the banking business line of Mega FHC is less than 6% (after deduction of the funds the CBC deposited in Mega ICBC NY Branch, which have mostly been deposited in the FRB by Mega ICBC NY Branch). Therefore, the banking business in the U.S. is not a Core Business Line of Mega FHC.

IV. Summary Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources)

1. The financial information of Mega FHC, Mega ICBC and the U.S. Branches is summarized in the following tables.

Unit: million NTD

	Mega FHC		Mega ICBC	
	31 Dec 2017	31 Dec 2016	31 Dec 2017	31 Dec 2016
Total Assets	\$ 3,547,321	\$ 3,319,791	\$ 3,168,188	\$ 2,974,452
Total Liabilities	3,249,226	3,027,764	2,904,305	2,167,241
	2017	2016	2017	2016
Net Revenue	\$ 59,660	\$ 55,064	\$ 49,977	\$ 45,635
Income before Income Tax	29,281	27,917	24,303	23,115

Source: 2017 and 2016 consolidated financial statements of Mega FHC and Mega ICBC.

Unit: thousand USD

Branch Name	Total Assets		Total Liabilities	
	31 Dec 2017	31 Dec 2016	31 Dec 2017	31 Dec 2016
New York	\$ 10,351,181	\$ 9,734,716	\$ 10,373,796	\$ 9,734,459
Chicago	282,309	367,427	281,125	364,621
Los Angeles	1,094,127	1,010,638	1,084,793	998,923
Silicon Valley	537,767	642,787	527,473	636,815
U.S. Subtotal	12,265,384	11,755,568	12,267,187	11,734,817

2. As required by the Bank Holding Company Act and the International Banking Act, Mega ICBC files Form FR Y-7Q with the FRB annually, which provides information of Mega ICBC as a whole but not about the U.S. Branches individually. As of December 31, 2017 and 2016, the total equity of Mega ICBC was NTD 263,883 million and NTD 257,564 million, respectively.

The information of the capital of Mega ICBC is summarized below:

31 Dec. 2017	Unit: million USD	
Tier 1 Capital	\$	8,633
Total risk-based capital		9,751
Risk-weighted assets		67,345
Total assets at the end of period		106,860

3. Primary Funding Sources

Mega ICBC's primary funding sources include customer deposits, deposits by the CBC and other banks, as well as long-term financial bonds and shareholders' equity. Most of the assets and liabilities of Mega ICBC comprise of properly matched and diversified lending/funding arrangements. Assets are matched with liabilities in terms of maturity and amount, and funding arrangements are made on any assets that could not be matched with core deposits of the same maturity.

The primary funding sources of the U.S. Branches are customer deposits and deposits from the CBC and other overseas branches of Taiwanese banks. The U.S. Branches are 100% owned by Mega ICBC. If necessary, Mega ICBC promises to fully support its overseas branches, although the Plan does not rely upon such support in insolvency. In addition to the expansion of the deposits business and the maintenance of good relations with other banks, which diversify funding sources and lower liquidity risks, the U.S. Branches may access the discount window to meet its liquidity needs by pledging its assets with the FRB.

V. Description of Derivatives and Hedging Activities

1. Derivatives

As of December 31, 2017, Mega ICBC NY Branch held FX swap derivative products held amounted to approximately US\$409 thousand for hedging purposes. Mega ICBC Chicago Branch, Mega ICBC LA Branch, and Mega ICBC SV Branch did not hold any derivatives.

According to the investment policies of Mega ICBC and the U.S. Branches, the U.S. Branches can only engage in derivative transactions for hedging purposes; for instance, when a branch engages in investment or lending in a fixed rate or in a foreign currency, the branch is permitted to conduct derivative transactions such as an interest rate swap or a currency swap in accordance with the risk management policies of Mega ICBC.

2. Hedging Activities

As of December 31, 2017, Mega ICBC NY Branch held FX swap derivative products held amounted to approximately US\$409 thousand for hedging purposes. Mega ICBC Chicago Branch, Mega ICBC LA Branch, and Mega ICBC SV Branch did not engage in any transaction for hedging purposes.

Most of the assets and liabilities held by Mega ICBC and the U.S. Branches bear floating interest rates. To accomplish risk management goals, Mega ICBC and the U.S. Branches focus their hedging activities on the transfer of interest rate volatility and market price risks. Mega ICBC and the U.S. Branch has also developed interest rate and exchange rate fair value hedging strategies based on transfer pricing principles, which conform to Mega ICBC's rules on derivative transactions.

VI. Memberships in Material Payment, Clearing and Settlement Systems

Mega ICBC NY Branch, Mega ICBC Chicago Branch, Mega ICBC LA Branch, and Mega ICBC SV Branch directly or indirectly utilize the following payment, clearing and settlement systems:

Name of System	Services Provided
1. Fedwire Fund Service	Payment Processing & Cash Settlement
2. Clearing House Interbank Payments System (CHIPS)	Payment Processing & Cash Settlement
3. Society for Worldwide Interbank Financial Telecommunication (SWIFT)	Interbank Financial Telecommunication
4. Automated Clearing House	Payment Processing & Cash Settlement
5. Fedwire Securities Service	Clearing , Settlement, and Depositories
6. Depository Trust and Clearing Corporation	Clearing , Settlement, and Depositories

The above systems of each branch are listed as below:

Name of System	Mega ICBC NY Branch	Mega ICBC Chicago Branch	Mega ICBC LA Branch	Mega ICBC SV Branch
1. Fedwire Fund Service	✓	✓	✓	✓
2. Clearing House Interbank Payments System (CHIPS)	✓			
3. Society for Worldwide Interbank Financial Telecommunication (SWIFT)	✓	✓	✓	✓
4. Automated Clearing House	✓			✓
5. Fedwire Securities Service	✓			
6. Depository Trust and Clearing Corporation	✓			

VII. Descriptions of Foreign Operations

Mega FHC has many subsidiaries outside of the U.S., mostly in the R.O.C. The businesses of these subsidiaries span banking, securities, bill financing, property insurance, beneficiary certificate underwriting, mutual funds, trading of financial bonds, and venture capital. However, as noted above, under Mega FHC, the scale of banking business is larger than any other business line.

As of October 30, 2018, subsidiaries directly and/or indirectly held by Mega FHC, including their major business activities, are listed below:

Name of Entity	Principal Place of Business	Jurisdiction of Incorporation	Percentage of Equity Directly Held	Chairperson of the Board	Major Business Activities
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note 1		tion note 2	voting	non- voting		
Subsidiaries Held Directly by Mega Financial Holding Co., Ltd.						
Mega International Commercial Bank Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Chao-Shun Chang	Commercial banking. Consumer banking. Wealth management. Investment banking. Financial agency.
Mega International Investment Trust Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Tsung-Jen Cheng	Asset management
Mega Asset Management Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Yuan-Chung Lee	Purchase, evaluation, auction and management of NPL. Trading, agency and lease of real estate. Urban renewal business.
Mega Bills Finance Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Mei-Zhu Liao	Brokerage, dealing, underwriting, and guaranteeing of short-term debt instruments.
Mega Venture Capital Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Jui-Yun Lin	Venture capital investment
Chung Kuo Insurance Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Cheng-Te Liang	Non-life insurance.
Mega Securities Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Pei-Chun Chen	Brokerage, dealing and underwriting of securities.
Mega Life Insurance	Taipei R.O.C.	R.O.C. (Taiwan)	100%	note 3	Chao-Jung Chen	Life insurance

Name of Entity note 1	Principal Place of Business	Jurisdiction of Incorporation note 2	Percentage of Equity Directly Held		Chairperson of the Board	Major Business Activities
			voting	non-voting		
Agency Co., Ltd.	(Taiwan)					agency.
Subsidiaries Held Directly by Mega International Commercial Bank						
Mega International Commercial Bank (Canada)	Toronto CANADA	CANADA	100%	note 3	note 4	Commercial banking.
Cathay Investment & Development Corp. (Bahamas)	Nassau BAHAMAS	BAHAMAS	100%	note 3	note 4	International investment and development
Cathay Investment & Warehousing Ltd.	Colon PANAMA	PANAMA	100%	note 3	note 4	Rental of real estate
Mega Management & Consulting Corporation	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	note 4	Venture capital management consulting. Investment consulting. Business administration consulting.
Yung-Shing Industries Co.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	99.56%	note 3	note 4	International trading and agency service for electronic data processing, printing and packaging.
Mega International Commercial Bank Public Co., Ltd.	Bangkok THAILAND	THAILAND	100%	note 3	note 4	Commercial banking
China Products Trading Co.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	68.27%	note 3	note 4	Investment in property, warehousing and other businesses

Name of Entity note 1	Principal Place of Business	Jurisdiction of Incorporation note 2	Percentage of Equity Directly Held		Chairperson of the Board	Major Business Activities
			voting	non-voting		
						(stop running business since 1966)
Ramlett Finance Holdings Inc.	Panama City PANAMA	PANAMA	100%	note 3	note 4	Investment of real estate
Subsidiaries Held Directly by Mega Securities Co., Ltd.						
Mega Futures Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	note 4	Futures brokerage. Futures advisory services.
Mega International Investment Services Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	note 4	Securities investment advisory.
Subsidiary Held Directly and Jointly by Mega International Commercial Bank, Mega Securities Co., Ltd. and Chung Kuo Insurance Co., Ltd.						
Mega I Venture Capital Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	40%	note 3	note 4	Venture capital investment
Subsidiaries Held Directly by Yung-Shing Industries Co.						
Win Card Co., Ltd.	New Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	note 4	Business administration consulting. Advertising. Management of past due accounts receivable.
ICBC Assets Management & Consulting Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	note 4	Investment consulting. Business administration consulting. Venture capital management consulting.

Note 1: All entities listed are corporate entities. The names of the entities include information about their corporate forms.

Note 2: All entities in the table have obtained the licenses required to engage in their major business activities at their principal place of business.

Note 3: The Company does not issue any non-voting share.

Note 4: The entity does not conduct business in the U.S. and is not directly held by Mega FHC; we do not include its key management here.

VIII. Material Supervisory Authorities

1. Supervisory Authorizes for the U.S. Branches

The supervisory authorities for Mega ICBC NY Branch are the FRB and the Department of Financial Services of the State of New York.

The supervisory authorities for Mega ICBC Chicago Branch are the FRB and the Department of Financial and Professional Regulation of the State of Illinois.

The supervisory authorities for Mega ICBC LA Branch and Mega ICBC SV Branch are the FRB and the Department of Business Oversight of the State of California.

2. Taiwan Supervisory Authorities for the Covered Company

Pursuant to the Financial Holding Company Act, the Organic Act Governing the Establishment of the Banking Bureau, Financial Supervisory Commission, R.O.C, and the Organic Act Governing the Establishment of the Financial Examination Bureau, Financial Supervision Commission, R.O.C., Mega FHC is subject to the supervision of the FSC, the Banking Bureau of the FSC, and the Financial Examination Bureau of the FSC.

Pursuant to the Banking Act, the Organic Act Governing the Establishment of the Banking Bureau, Financial Supervisory Commission, R.O.C., the Organic Act Governing the Establishment of the Financial Examination Bureau, Financial Supervision Commission, R.O.C., the Central Bank of the Republic of China (Taiwan) Act, and the Deposit Insurance Act of the Republic of China, Mega ICBC is subject to the supervision of the FSC, the Banking Bureau of the FSC, the Financial Examination Bureau of the FSC, the CBC, and the Central Deposit Insurance Corporation, Taiwan, R.O.C.

IX. Principal Officers

1. List of Core Members of the Resolution Plan Management Committee:

Role in the Committee	Title	Name
Supervising the Risk Management Department of Mega FHC	Senior Executive Vice President	Grace J.Y. Lin
Supervising the Overseas Business Management Department of Mega ICBC	Senior Executive Vice President	Yu-Mei Hsiao
Representing the Risk Management Department of Mega FHC	Senior Vice President & General Manager of Risk Management Department	Hui-Ling Yu
Representing the Overseas Business Management Department of Mega ICBC	Senior Vice President of Overseas Business Management Department	Ta-Sheng Chen

X. Resolution Planning Corporate Governance Structure and Processes Related to Resolution Planning

Board of Directors

The Board of Directors of Mega FHC is at the top of the hierarchy of the management, approval and supervision processes for the resolution planning. The policies, procedures, internal controls relating to the Plan and the implementation of the relevant risk management policies are under the supervision of and are periodically reported to the Board of Directors.

Resolution Plan Management Committee

The Resolution Plan Management Committee is responsible for the supervision, review, reports, and coordination of the various divisions for the purpose of the Plan. The Resolution Plan Management Committee oversees the development, maintenance, implementation, and filing of the Plan and other compliance issues relating to the Plan, assigns and directs the works of the Resolution Plan Task Force, reviews the contents and strategies in the Plan, and submits the Plan and related issues to the Board of Directors and other members of the senior management.

Resolution Plan Task Force

The Resolution Plan Task Force is responsible for the provision of all information required for the Plan, the development of the resolution strategies, and the drafting and compilation of the Plan. The Resolution Plan Task Force also serves as the contact window between the internal departments of Mega FHC and the competent authorities and external consultants. The Resolution Plan Task Force monitors the progress of the resolution plan project and quality of the Plan, attends to changes in the laws and regulations relating to the Plan, and updates the Plan.

The Resolution Plan Task Force submits the draft of the Plan to the Resolution Plan Management Committee for review. The Resolution Plan Management Committee, in principle, meets once a year; additional meetings of the Resolution Plan Management Committee may be called in response to extraordinary events or if the convener of the committee determines it is necessary. The Resolution Plan Management Committee periodically reports the implementation and filing status of the Plan, risk management strategies, and the level of compliance with the laws and regulations relating to the Plan to the Board of Directors and the supervisors of Mega FHC. In the event that a major incident necessitates timely modification to the resolution strategy or other contents of the Plan, such modification shall be reviewed by the Resolution Plan Management Committee and submitted to the boards of directors of both Mega FHC and Mega ICBC for approval. The Resolution Plan Task Force shall examine the effectiveness and adequacy of the policies, procedures, and internal controls relating to the Plan at least once a year and shall report its findings to the Board of Directors of Mega FHC. These procedures were promulgated for the initial Plan but shall be followed for the Plans of subsequent years.

XI. Description of Material Management Information Systems

The main management information system used by Mega ICBC's overseas branches is a proprietary system developed by Mega ICBC. The system has been designed to comply with the rules pertaining to the various departments, accounting, and risk management of Mega ICBC, with certain adjustments made to the standardized core operation contents of the overseas branches in order to accommodate the local regulatory requirements where overseas branches operate. The material management information systems of the U.S. Branches are sufficient to generate the information necessary to execute the resolution strategy described below. The material

management information systems of the U.S. Branches are widely involved in the daily transactions, valuation procedures, risk management, funding, performance assessment, regulatory filings, and reporting of accounting and financial information.

XII. High-level Description of Resolution Strategy

As required by the FRB and FDIC, Mega FHC has prepared the Plan under the assumption that Mega FHC and all of its subsidiaries and branches have reached the point of simultaneous failure. This hypothetical failure is addressed under severely adverse economic scenario. Further, as required by FRB and FDIC, in this Plan Mega FHC will state a resolution strategy rely for its U.S. operations.

Mega ICBC NY Branch, Mega ICBC Chicago Branch, Mega ICBC LA Branch, and Mega ICBC SV Branch, as state-licensed branches, would be placed into the receivership of the respective state banking authorities and be resolved under the applicable state insolvency regimes.

Considering the limited wholesale banking operations of Mega ICBC NY Branch, Mega ICBC Chicago Branch, Mega ICBC LA Branch, and Mega ICBC SV Branch, the preferred resolution strategy for each of these branches is an orderly and deliberate winding-down of operations and sale of assets and liabilities under the applicable insolvency regimes. Under this approach, the key assets of Mega ICBC NY Branch, Mega ICBC Chicago Branch, Mega ICBC LA Branch, and Mega ICBC SV Branch likely would be liquidated or would be transferred along with their deposits and other liabilities to an acquirer. The liabilities not thereby assumed in such transfers would be satisfied to the extent of the assets remaining in the respective receiverships.