

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

## **Dodd-Frank Act Section 165(d)**

### **2015 Resolution Plan**

#### **Part I: Public Section**

## Glossary

### ***BCBS***

Basel Committee on Banking Supervision

### ***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

### ***FRMC***

Financial Risk Management Center

### ***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

### ***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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# **Introduction and Summary of Resolution Strategy**

## **1. Introduction**

In this Plan, Mega FHC, as a foreign-based covered company, describes a strategy for the rapid and orderly resolution of its entities that are domiciled in the U.S. in the event of the failure of Mega FHC and all of its subsidiaries and branches.

Mega FHC's U.S. operations comprise solely 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 are the non-FDIC insured branches of Mega ICBC in the U.S. 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 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. In light of its irrelevance, 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 take into considerations on 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 laws.

Considering their limited banking operation and the straightforward makeup of their assets and liabilities, the most likely and feasible resolution strategy for the U.S. Branches under all three economic scenarios (i.e., baseline, adverse and severely adverse) is liquidation under the applicable

state insolvency law frameworks. The commercial lending portfolio, the predominant asset of the U.S. Branches, can be marketed singly 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 is feasible under all three economic scenarios mentioned above. However, under the adverse or severely adverse scenario, there may be relatively less potential asset purchasers compared to a baseline scenario. Realizable transaction values, market value of assets and marketability may also be evidently less compared to a baseline scenario to the extent of increasing the necessary time for completing the resolution procedures.

Funding for the U.S. Branches during the resolution process can be sourced from the sale of assets.

### **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 2014**

After evaluating the 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 of Mega FHC's filed Plan in 2014, Mega FHC has determined that, since December 18, 2014, the filing date of the 2014 Plan, except for Mr. Hann-Ching Wu serving as the President of Mega FHC and Mega ICBC starting July 1, 2015 and September 1, 2015 respectively, there have been no events, occurrences, or material changes in the conditions or circumstances of Mega FHC, including the U.S. Branches, that necessitate modifications to the Plan.

## **5. Potential weaknesses and obstacles capable of affecting the immediate execution of the Plan**

In light of the characteristics and scope of the businesses conducted by U.S Branches, for any economic scenario mentioned-above, it is assessed that the resolution procedures under this Plan shall not face significant obstacles arising from potential risks. Because the correlation between U.S. Branches and non-U.S entities including Mega FHC is relatively weak, the resolution of U.S. Branches should be able to be all completed within the U.S. Non-U.S. resolution procedures can also be separately conducted without affecting the resolution procedures within the U.S. In addition, the possibility of counterparties requiring settlements outside of the resolution procedures is remote. Therefore, under any of the above-mentioned economic scenarios, the expected internal funding sources will be able to support and complete the resolution procedures of U.S. Branches. Also, necessary third-party relationships for the operation of U.S. Branches will be able to be maintained until the completion of the resolution procedures. Especially under an adverse or severely adverse scenario, although specific third-parties may elect unfavorable actions, for example increasing the required collateral, these actions will likely not have a significant effect on U.S Branches.

### **I. Names of Material Entities**

As mentioned above, Mega FHC's Plan has no Material Entities, as it has no Core Business Lines or Critical Operations. However, for informational purposes, the Plan discusses the U.S. Branches, including the interconnections and interdependencies among the U.S. entities and affiliates of Mega FHC around the world, and the integration of the resolution planning of the U.S. entities 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, 2014

Name	Address	RSSD ID
<b>Branches of Mega International Commercial Bank Co., Ltd.</b>		
New York	65 Liberty Street, New York, NY 1005, 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
<b>Representative Office of Chung Kuo Insurance Co., Ltd.</b>		
Guam	414 West Soledad Avenue Suite 707, GCIC Building Hagatna, Guam 96910	NA

## II. 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 Rule, Mega FHC has no Core Business Lines.

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 is largely confined to corporate banking. The business volume of these branches is very small compared against the business volume of the entire banking business of Mega FHC with reference to 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.

The share in the business volume of the banking business line of Mega FHC (the business volume of Mega ICBC) contributed by the operations in the U.S. is no more than 7.5% in a usual year in terms of either net revenue or 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 5% (after deduction of the funds the CBC deposited at Mega ICBC NY Branch, which have been deposited at the FRB by Mega ICBC NY Branch). Therefore, the banking business of Mega FHC is not a Core Business Line.

## III. 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**

	<b>Mega FHC</b>		<b>Mega ICBC</b>	
	31 Dec 2014	31 Dec 2013	31 Dec 2014	31 Dec 2013
Total Assets	\$ 3,270,580	\$ 3,113,628	\$ 2,975,008	\$ 2,819,584
Total Liabilities	3,009,397	2,872,036	2,756,221	2,618,715

  

	2014		2013	
	2014	2013	2014	2013
Net Revenue	\$ 60,505	\$ 55,008	\$ 51,166	\$ 45,763
Income before Income Tax	35,329	27,000	30,245	22,000

Source: 2014 and 2013 consolidated financial statements of Mega FHC and Mega ICBC.

**Unit: thousand USD**

Branch Name	New York	Chicago	Los Angeles	Silicon Valley	U.S. Subtotal
<b>31 Dec 2014</b>					
Total Assets	\$ 9,491,548	\$ 333,060	\$ 946,234	\$ 466,944	\$ 11,237,786
Total Liabilities	9,474,713	331,116	943,882	462,562	11,212,273
<b>31 Dec 2013</b>					
Total Assets	\$ 9,757,486	\$ 232,613	\$ 818,684	\$ 350,462	\$ 11,159,245
Total Liabilities	9,738,529	226,505	812,891	343,458	11,121,383

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. On December 31 of 2014 and 2013, the total equity of Mega ICBC was NTD 218,787 million and NTD 200,869 million, respectively.

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

<b>31 Dec 2014</b>	<b>Unit: million USD</b>
Tier 1 Capital	\$ 6,561
Total risk-based capital	7,995
Risk-weighted assets	66,910
Total assets at the end of period	93,958

### 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 to the discount window to meet its liquidity needs by pledging its assets with the FRB.

#### **IV. Description of Derivatives and Hedging Activities**

##### Derivatives

As of December 31, 2014, The Mega ICBC U.S. Branches 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.

##### Hedging Activities

As of December 31, 2014, The Mega ICBC U.S. Branches 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. 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.

## V. 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 mainly 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

## VI. Descriptions of Foreign Operations

Mega FHC has many subsidiaries out 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 December 31, 2014, subsidiaries directly and/or indirectly held by Mega FHC, including their major business activities, are listed below:

Name of Entity <small>note 1</small>	Principal Place of Business	Jurisdiction of Incorporation <small>note 2</small>	Percentage of Equity Directly Held		Chairperson of the Board	Major Business Activities
			voting	non-voting		
<b>Subsidiaries Held Directly by Mega Financial Holding Co., Ltd.</b>						
Mega International Commercial Bank Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Yeou-Tsair Tsai	Commercial banking, consumer banking, wealth management, investment banking and financial consulting etc.
Mega International Investment Trust Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Lan-Ing Suen	Securities investment trust, discretionary accounts

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		
Mega Asset Management Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Chao-Hsien Lai	NPL asset management
Mega Bills Finance Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Feng-Chi Ker	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	Jui-Yun Lin	Property insurance and health insurance
Mega Securities Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Dar-By Liu	Brokerage, dealing and underwriting of securities
Mega Life Insurance Agency Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	Ying-Ying Chang	Life insurance agency
<b>Subsidiaries Held Directly by Mega International Commercial Bank</b>						
Mega International Commercial Bank (Canada)	Toronto CANADA	CANADA	100%	note 3	note 4	Deposits, credits, import/export negotiation, collection, remittance
Mega International Commercial Bank Public Co., Ltd.	Bangkok THAILAND	THAILAND	100%	note 3	note 4	Deposits, credits, import/export negotiation, collection, remittance
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 and business administration consulting

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		
Yung-Shing Industries Co.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	99.56%	note 3	note 4	Personnel services, document processing
China Products Trading Co.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	68.27%	note 3	note 4	Ceased to conduct business since 1966
Ramlett Finance Holdings Inc.	Panama City PANAMA	PANAMA	100%	note 3	note 4	Real estate investment
<b>Subsidiaries Held Directly by Mega Securities Co., Ltd.</b>						
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, discretionary accounts, publishing securities related publications
Mega Securities Holdings Co., Ltd.	HONG KONG	British Virgin Islands	100%	note 3	note 4	Investments in securities related business
<b>Subsidiary Held Directly and Jointly by Mega International Commercial Bank, Mega Securities Co., Ltd. and Chung Kuo Insurance Co., Ltd.</b>						
Mega I Venture Capital Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	40%	note 3	note 4	Venture capital
<b>Subsidiaries Held Directly by Yung-Shing Industries Co.</b>						
Win Card Co., Ltd.	New Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	note 4	Enterprise management consulting, information processing service and general advertising service
ICBC Assets Management & Consulting Co., Ltd.	Taipei R.O.C. (Taiwan)	R.O.C. (Taiwan)	100%	note 3	note 4	Investment consulting, enterprise management consulting and venture investment consulting services
<b>Subsidiaries Held Directly by Mega Securities Holdings Co., Ltd.</b>						
Mega Capital (Asia) Co., Ltd.	HONG KONG	HONG KONG	100%	note 3	note 4	Investment advisory services

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		
Mega Securities (Hong Kong) Co., Ltd.	HONG KONG	HONG KONG	100%	note 3	note 4	Securities brokerage, futures brokerage

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.

## VII. Material Supervisory Authorities

### Supervisory Authorities 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.

### 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.

## VIII. Principal Officers

List of Core Members of the Resolution Plan Management Committee:

Role in the Committee	Title	Name
Vice-President of Mega FHC supervising the Risk Management Department	Executive Vice President	Dr. Chung-Hsing Chen
Vice-President of Mega ICBC supervising the Planning Department	Senior Executive Vice President	Mei-Chi Liang
Representing the Risk Management Department of Mega FHC	Vice President, Risk Management Department	Shiow Lin
Representing the Planning Department of Mega ICBC	Manager of Planning Department	Jui-Chung Chuang

## IX. 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.

## **X. 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.

## **XI. Description of High-level 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 each of the baseline, adverse and severely adverse economic scenarios. Further, as required by FRB and FDIC, in this Plan Mega FHC will state a resolution strategy solely 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 laws.



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 wind-down of operations and sale of assets and liabilities under the applicable insolvency regime. 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.