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<http://mops.twse.com.tw>

Company Website:

<http://www.micb2b.com>



Marketech International Corp.

**Handbook for the 2016
Annual General Meeting of Shareholders**

Time : May 31, 2016 (Tuesday) at 9:00 a.m.

**Venue: 3F.,No.3, Yuancyu St., Nangang Dist., Taipei City
(Audio-Visual Meeting Center)**

DISCLAIMER

THIS IS A TRANSLATION OF THE HANDBOOK FOR THE 2016 ANNUAL GENERAL MEETING (THE "HANDBOOK") OF MARKETECH INTERNATIONAL CORP. (THE "COMPANY"). THIS TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NOTHING ELSE, THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE AGENDA SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

Marketech International Corp.
Handbook for the 2016 Annual General Meeting of Shareholders

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I. Meeting Procedures

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9. Adjournment

Marketech International Corp.
Handbook for the 2016 Annual General Meeting of Shareholders

II. Meeting Agenda

Time : May 31, 2016 (Tuesday) at 9:00 a.m.

Venue: 3F.,No.3, Yuancyu St., Nangang Dist., Taipei City
(Audio-Visual Meeting Center)

1. Chairman to announce the commencement of meeting (to announce the number of shares represented by shareholders attending the Meeting)

2. Chairman's Remarks

3. Matters to Discuss

(1) Amendment to "Articles of Corporation"

4. Matters to Report

(1) Employees' Compensation and Directors' and Supervisors' Remuneration in 2015

(2) 2015 Business Report

(3) Supervisors' Audit on the 2015 Financial Statements

(4) Investments in Mainland China in 2015

(5) Status of implementing the Provision of Endorsements and Guarantees to Others in 2015

(6) Amendment to "Rules and Procedures of Board of Directors Meetings"

(7) Other reports

5. Matters for Ratification

(1) To ratify 2015 Business Report and Financial Statements

(2) To ratify 2015 Earnings Distribution

6. Matters for Discussion and Directors Election

(1) To elect directors

(2) To release of non-competition restrictions on the newly elected directors.

7. Other Matters and Extempore Motion

8. Adjournment

III. Matters to Discuss

Item 1: (proposed by the Board of Directors)

Description: To amendment to “Articles of Corporation”

- Explanation:
- (1) To amend the “Articles of Corporation” in accordance with amendments to Company Act and the Company’s actual operational needs.
 - (2) Regarding Comparison Table of Amendments to the “Article of Incorporation”, please refer to “Annex 7” (Page 32).

Resolution:

IV. Matters to Report

- Item 1:** (proposed by the Board of Directors)
Description: **Please refer to the Company’s 2015 Employees’ Compensation and Directors’ and Supervisors’ Remuneration**
Explanation: The 2015 directors’ and supervisors’ remuneration is NT\$6,197,149 and employees’ compensation is NT\$40,000,000, please refer to “Annex 6” (page 44) of this handbook.
- Item 2:** (proposed by the Board of Directors)
Description: **Please refer to the Company’s 2015 Business Report**
Explanation: Regarding the Company’s 2015 Business Report and Financial Statements, please refer to “Annex 1” (page 7-9) and “Annex 2” (page 10-25) of this handbook.
- Item 3:** (proposed by the Board of Directors)
Description: **Please refer to Supervisor’ Audit Report on the 2015 Financial Statements**
Explanation: Regarding the Company’s Supervisor’ Audit Report on the 2015 Financial Statements, please refer to “Annex 3” (page 26) of this handbook.
- Item 4:** (proposed by the Board of Directors)
Description: **Please refer to the Company’s 2015 Report on the Investments in Mainland China.**
Explanation: Regarding the Company’s 2015 Report on the Investments in Mainland China, please refer to “Annex 4” (page 27-29) of this handbook.
- Item 5:** (proposed by the Board of Directors)
Description: **Please refer to the Company’s Report on the Provision of Endorsements and Guarantees to Others for 2015**
Explanation: Regarding the Company’s Report on the Provision of Endorsements and Guarantees to Others for 2015, please refer to “Annex 5” (page 30) of this handbook.
- Item 6:** (proposed by the Board of Directors)
Description: **Please refer to the Company’s “Rules and Procedures of Board of Directors Meetings”**
Explanation: (1) To respond to the Company’s operations in practice and to follow legal regulations, amendment to the Company’s “Rules and Procedures of Board of Directors Meetings” was made accordingly.
(2) Regarding the Comparison Table of Amendments for “Rules and Procedures of Board of Directors Meetings”, please refer to “Annex 8” (page 33) of this handbook.

V. Matters for Ratification

Item 1: (proposed by the Board of Directors)

Description: Please ratify The Company's 2015 Business Report and Financial Statements.

Explanation:

- (1) The Company's 2015 Business Report and Financial Statements are completed and approved by the Board of Directors on February 22, 2016 with records. The 2015 Annual Financial Statement has also been audited by Independent Accountant Chang Shu-Chiung and Independent Accountant Lin Chun-Yao of PricewaterhouseCoopers (PwC) Taiwan. Aforesaid statements and report are also audited by the supervisors with records.
- (2) Aforesaid statements / report and independent accountants' report are attached. Please refer to "Annex 1" (page 7-9) and "Annex 2" (page 10-25) of this handbook.

Resolution:

Item 2: (proposed by the Board of Directors)

Description: Please ratify the Company's 2015 Earnings Distribution

Explanation:

- (1) Please refer to "Annex 6" of our Company's 2015 Earnings Distribution (page 31).
- (2) The distributed cash dividend shall be counted only until digit in ones (shall be rounded down to an integer).
- (3) Regarding the earnings distribution stated in preceding Paragraph, if employees' execution of employee stock option affects the Company's no. of the weighted average outstanding shares and results in a change of shareholders' dividend declared ratio, a request of fully authorizing the Board of Directors to make adjustment accordingly shall be submitted at shareholders' meeting.
- (4) Accng to earnings distribution stated in preceding Paragraph, the cash dividend shall be, after the authorization was approved at the General Meeting of Shareholders', distributed based on the dividends appointment base date stipulated by the Board of Directors separately.

Resolution:

VI. Matters for Discussion and Directors Election

Item 1: (proposed by the Board of Directors)

Description: Please approve the election of new Directors.

Explanation:

- (1) The terms of office for the Company's 6th Directors (5 Directors) and Supervisors (3 Supervisors) is from June 11, 2013 to June 10, 2016.
- (2) It is planned to conduct a complete election at shareholders' meeting this time to elect 9 Directors (including 3 independent directors), whose terms of office is from May 31 2016 to May 30 2019.
- (3) Regarding the Company's Directors / Independent Directors nomination system, list of candidates and their educational background, experiences and shareholding, please refer to "Appendix 7" (page 45-46) of this handbook.
- (4) Regarding "Rules governing the Election of Directors", please refer to "Appendix 4" (page 42) of this handbook.

Resolution

Item 2: (proposed by the Board of Directors)

Description: Please approve the release of non-competition restrictions on newly elected directors.

Explanation: Please approve to release the non-competition restriction for the newly elected directors and/or their representatives according to Article 209 of the Company Act, If the newly elected Directors actually does anything for themselves or on behalf of another person that is within the scope of the Company's business.

Resolution:

VII. Other Matters and Extempore Motion

VIII. Adjournment

【Annex 1: 2015 Business Report】

Marketch International Corp. 2015 Business Report

I. Operating Results of 2015

1. Operating Results

The Company's consolidated revenue for 2015 totaled NT\$18,031,624 thousand, with an increase over NT\$14,965,399 thousand comparing with the year before (2014). Net income in 2015 was NT\$459,985 thousand, with an increase over NT\$384,519 thousand comparing with the year before.

The Parent Company's separate revenue of the parent company for 2015 totaled NT\$12,482,462 thousand, with an increase over NT\$10,432,963 thousand comparing with the year before (2014). Net income in 2015 was NT\$458,724 thousand, with an increase over NT\$384,545 thousand comparing with the year before.

The company will continue to stabilize growth and profitability as the operational goals in the future, thus to create the largest shareholder equity.

Summary of the 2015 and 2014 Consolidated and Separate Financial Statement is listed as follows:

(1) Summary of Consolidated Financial Statement

Unit: NT\$ thousands

Items	2014	2015	Variance (\$)	Variance (%)
Operating Revenue	14,965,399	18,031,624	3,066,225	20.49
Gross Profit	1,759,065	2,014,602	255,537	14.53
Operating Income	504,299	574,436	70,137	13.91
Net Income	384,519	459,985	75,466	19.63
EPS (in dollars) (Note2)	2.33	2.78	0.45	19.31

Note 1: The above information is summarized from Audit Reports of 2014 and 2015

Note 2: The Earnings per Share is calculated based on the no. of the weighted average outstanding shares.

(2) Summary of Separate Financial Statement

Unit: NT\$ thousands

Items	2014	2015	Variance (\$)	Variance (%)
Operating Revenue	10,432,963	12,482,462	2,049,499	19.64
Gross Profit	1,288,867	1,485,761	196,894	15.28
Operating Income	520,967	616,331	95,364	18.31
Net Income	384,545	458,724	74,179	19.29
EPS (in dollars) (Note2)	2.33	2.78	0.45	19.31

Note 1: The above information is summarized from Audit Reports of 2014 and 2015

Note 2: The Earnings per Share is calculated based on the no. of the weighted average outstanding shares.

2. Budget Implementation

The continuous booming in IT industry in 2015 increased the market demand, of which benefits not only the manufacturers in semiconductor, optoelectronics and other electronic industries, but also MIC to achieve the budget plan and reach significant increase in annual consolidated and non consolidated operating revenue in 2015. The company will continue to stabilize growth and profitability as the operational goals in the future.

3. Analysis of Receipts, Expenditures and Profitability

Items		Consolidated Financial Statement		Separate Financial Statement	
		2014	2015	2014	2015
Financial Structure	Ratio of liabilities to assets (%)	62.81	62.56	52.43	52.26
	Ratio of long-term capital to fixed assets (%)	310.94	325.88	388.38	410.30
Solvency	Current ratio (%)	135.43	136.04	130.26	129.52
	Quick ratio (%)	101.87	99.78	98.92	93.04
	Times interest earned	16.47	16.15	158.04	71.28
Profitability	Return on total assets (%)	3.75	4.15	4.61	5.02
	Return on shareholders' equity (%)	9.04	10.40	9.05	10.38
	Ratio of operating income to paid-in capital (%)	30.55	34.80	31.56	37.34
	Ratio of pre-tax income to paid-in capital (%)	28.36	35.52	28.16	34.74
	Profit margin (%)	2.57	2.55	3.69	3.67
	Earnings per share (dollar) (Note)	2.33	2.78	2.33	2.78

Note: The Earnings per Share is calculated based on the no. of the weighted average outstanding shares

4. Research and Development

(1) Expenditure involved

Unit: NT\$ thousands; %

Items \ Year	Consolidated Financial Statement		Separate Financial Statement	
	2014	2015	2014	2015
Research and development expenses (A)	145,486	173,494	151,827	173,307
Operating revenue (B)	14,965,399	18,031,624	10,432,963	12,482,462
Ratio (A)/(B)(%)	0.97	0.96	1.46	1.39

(2) Developed technologies and products in 2015

Featured with the capability of integrating high-technology production, auto-control and precision machinery technologies, the R&D team of MIC Group has shown extraordinary results in developing high-technology system and facilities. Its major performance in 2015 is shown below:

Year	R&D Performance	Applications
2015	Equipment Health Assessment and Management System	LED and semi-conductor industries
	Wafer-Level Sapphire Substrate Testing Equipment	LED Industry

II. Highlights of 2016 Business Plan

1. Operating Strategies

- (1) Go further in high-tech equipment and material product lines to increase the operating revenue.
- (2) Upgrade capabilities in turnkey service of engineering, design and system integration.
- (3) Cooperate with well-known international manufacturers to develop capabilities in production relevant processing equipments.
- (4) Research and develop customized equipments and production
- (5) Upgrade and extend equipment maintenance services
- (6) Expand and diversity business in non-IT industries with its core technology and capability

2. Sales volume forecast and basis thereof

According to Topology Research Institute (TRI), the output value of global semiconductor foundry is estimated to have a growth of 2.1% and the amount of three major semiconductor manufacturers' capital expenditure is estimated to have a growth of 5.4% comparing with 2015, where Intel has an increase of 30% to US\$9.5 billion, TSMC has an increase of 17% to US\$9.5 billion and Samsung has a decrease of 15% to US\$11.5 billion. A report of IEK indicates that the output value of global monitor industry in 2016 is only about 3.3%. Besides, IMF has forecasted a better growth of the global economy in 2016, which is about 3.4% comparing with 3.1% in 2015. On the other hand, Directorate-General of Budget, Accounting and Statistics (DGBAS) also forecasted a growth of 1.47% for Taiwan's economic growth, showing a prosperous growth for the nation's overall economic development.

Looking into 2016, MIC Group has maintained its foot in Taiwan while heading towards Asia. It is expected to see a growth in MIC's operating performance in 2015 comparing with the year before.

3. Important Production and Sales Policies

- (1) To integrate MIC Group's business units and build up the Company's core technology.
- (2) To provide customers on-time solutions that satisfy the customer demand in order to increase the Company's competitiveness in sales.
- (3) To provide customer a full line service through synergy of the company's business units.
- (4) To enhance sales office's supply service to provide appropriate and on-time integrated services.
- (5) To enhance its relationship with customers in Asia and to extend the Company's capability to provide local services.

(III). Future Development Strategy

Centered on four major business groups – business agency, engineering design, system applications, and R&D and Manufacturing – MIC aims to further diversify its services and to include non-IT customers in order to expand its business in Asia.

Regarding the management system, MIS has implemented ISO9001, ISO14001 and OHSAS18001 work standards to enhance its work quality and efficiency to ensure the Group's competitiveness, to make employees confident, to bring customers a good protection and to maximize shareholders' benefits.

(IV). Impacts of External Competitive Environment, Regulatory Environment and Macroeconomic Environment

To respond to the fierce competition of macroeconomic environment, the increase in cost and decrease in profitability have become a common phenomenon. MIC Group will do our best to further control relevant costs and expenses to increase our competitiveness in the industry. As for the regulations, amendments concerning the protection to our environment, consumers and investors were made, causing more restrictions on business and turning the business environment even more complicated. MIC Group will therefore provide even more professional services to confront the challenges brought by the business environment. Upholding the spirit of "innovation", it is our aim to provide an "integrated" and "differentiated" service to expand our market and make the Group even more advantageous.

A Good Health and All the Bests to our Shareholders.

Sincerely yours,

Chairman: Margaret Kao

President: Scott Lin

Accounting Director: Chung Chi-Wen

【Annex 2:2015 Financial Statements and Report of Independent Accountants】

I. 2015 Consolidated Financial Statements and Report of Independent Accountants



REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Stockholders of
Marketch International Corp.

We have audited the accompanying consolidated balance sheets of Marketch International Corp. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.



In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Marketech International Corp. and subsidiaries as of December 31, 2015 and 2014, and the results of their consolidated financial performance and cash flows for the years then ended in conformity with the "Rules Governing the Preparations of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

PricewaterhouseCoopers, Taiwan

February 22, 2016

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2015		December 31, 2014	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 1,404,874	12	\$ 1,628,171	14
1110	Financial assets at fair value	6(2)				
	through profit or loss - current		5,719	-	11,696	-
1150	Notes receivable, net	6(3)	106,392	1	37,675	-
1170	Accounts receivable, net	6(4)(7)	3,072,747	26	3,092,035	26
1180	Accounts receivable - related	7				
	parties, net		23,341	-	9,449	-
1190	Construction contracts receivable	6(7) and 7	2,485,012	21	2,354,614	20
1200	Other receivables		20,910	-	29,799	-
130X	Inventories, net	6(5)	2,248,268	19	1,852,959	16
1410	Prepayments	6(6)	398,626	3	573,960	5
1470	Other current assets	8	165,065	1	202,916	2
11XX	Total current assets		<u>9,930,954</u>	<u>83</u>	<u>9,793,274</u>	<u>83</u>
Non-current assets						
1543	Financial assets at cost -	6(8)				
	non-current		287,714	2	293,027	3
1550	Investments accounted for using	6(9)				
	equity method		76,004	1	56,209	1
1600	Property, plant and equipment, net	6(10), 7 and 8	1,419,554	12	1,461,476	12
1780	Intangible assets	7	23,045	-	32,781	-
1840	Deferred tax assets	6(23)	108,037	1	101,109	1
1900	Other non-current assets	6(10)	80,918	1	37,684	-
15XX	Total non-current assets		<u>1,995,272</u>	<u>17</u>	<u>1,982,286</u>	<u>17</u>
1XXX	Total Assets		<u>\$ 11,926,226</u>	<u>100</u>	<u>\$ 11,775,560</u>	<u>100</u>

(Continued)

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2015		December 31, 2014		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2100	Short-term borrowings	6(11) and 8	\$ 1,370,748	11	\$ 953,806	8
2150	Notes payable		806,991	7	807,648	7
2170	Accounts payable		2,740,764	23	3,359,079	29
2180	Accounts payable - related parties	7	20,610	-	23,836	-
2190	Construction contracts payable	6(7)	1,236,940	10	1,018,504	9
2200	Other payables	6(12)	421,292	4	395,090	3
2230	Current tax liabilities		81,271	1	74,251	1
2310	Advance receipts	6(13)	598,114	5	583,379	5
2399	Other current liabilities, others	6(14)	23,447	-	15,665	-
21XX	Total current liabilities		<u>7,300,177</u>	<u>61</u>	<u>7,231,258</u>	<u>62</u>
Non-current liabilities						
2540	Long-term borrowings	6(14) and 8	-	-	2,930	-
2570	Deferred tax liabilities	6(23)	30,644	1	46,703	-
2600	Other non-current liabilities	6(15)	130,607	1	115,117	1
25XX	Total non-current liabilities		<u>161,251</u>	<u>2</u>	<u>164,750</u>	<u>1</u>
2XXX	Total Liabilities		<u>7,461,428</u>	<u>63</u>	<u>7,396,008</u>	<u>63</u>
Equity						
Share capital						
		6(17)				
3110	Ordinary shares		1,650,698	14	1,650,698	14
Capital surplus						
		6(18)				
3200	Capital surplus		618,773	5	616,354	5
Retained earnings						
		6(19)				
3310	Legal reserve		529,385	4	490,931	4
3320	Special reserve		92,239	1	92,239	1
3350	Unappropriated retained earnings	6(23)	1,542,603	13	1,467,273	12
Other equity interest						
3400	Other equity interest		25,898	-	57,963	1
31XX	Total equity attributable to owners of parent		<u>4,459,596</u>	<u>37</u>	<u>4,375,458</u>	<u>37</u>
36XX	Non-controlling interests		<u>5,202</u>	<u>-</u>	<u>4,094</u>	<u>-</u>
3XXX	Total Equity		<u>4,464,798</u>	<u>37</u>	<u>4,379,552</u>	<u>37</u>
Significant contingent liabilities and unrecognised contract commitments						
Significant events after the balance sheet date						
3X2X	Total Liabilities and Equity		<u>\$ 11,926,226</u>	<u>100</u>	<u>\$ 11,775,560</u>	<u>100</u>

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	2015		2014	
		AMOUNT	%	AMOUNT	%
4000 Operating Revenue	6(20) and 7	\$ 18,031,624	100	\$ 14,965,399	100
5000 Operating Costs	6(5)(22) and 7	(16,017,022)	(89)	(13,206,334)	(88)
5900 Gross Profit		<u>2,014,602</u>	<u>11</u>	<u>1,759,065</u>	<u>12</u>
Operating Expenses	6(22)				
6100 Sales and marketing expenses		(491,181)	(3)	(436,251)	(3)
6200 General and administrative expenses		(775,491)	(4)	(673,029)	(5)
6300 Research and development expenses		(173,494)	(1)	(145,486)	(1)
6000 Total operating expenses		<u>(1,440,166)</u>	<u>(8)</u>	<u>(1,254,766)</u>	<u>(9)</u>
6900 Operating Profit		<u>574,436</u>	<u>3</u>	<u>504,299</u>	<u>3</u>
Non-operating Income and Expenses					
7010 Other income	6(26)	57,730	-	31,541	-
7020 Other gains and losses	6(2)(8)(21)	(4,682)	-	(22,617)	-
7050 Finance costs		(38,717)	-	(30,258)	-
7060 Share of gain (loss) of associates and joint ventures accounted for using equity method		(2,378)	-	(14,780)	-
7000 Total non-operating income and expenses		<u>11,953</u>	<u>-</u>	<u>(36,114)</u>	<u>-</u>
7900 Profit before Income Tax		586,389	3	468,185	3
7950 Income tax expense	6(23)	(126,404)	(1)	(83,666)	-
8200 Net Income		<u>\$ 459,985</u>	<u>2</u>	<u>\$ 384,519</u>	<u>3</u>

(Continued)

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	2015		2014		
		AMOUNT	%	AMOUNT	%	
Other Comprehensive Income						
Components of other comprehensive income that will not be reclassified to profit or loss						
8311	Gains (losses) on remeasurements of defined benefit plans	6(15)	(\$ 17,831)	-	\$ 9,267	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(23)	3,031	-	(1,576)	-
8310	Total components of other comprehensive (loss) income that will not be reclassified to profit or loss		(14,800)	-	7,691	-
Components of other comprehensive income that will be reclassified to profit or loss						
8361	Exchange differences on translation		(38,808)	-	56,156	-
8362	Unrealized loss on valuation of available-for-sale financial assets		-	-	(1,512)	-
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method		16	-	911	-
8399	Income tax relating to components of other comprehensive income	6(23)	6,574	-	(9,686)	-
8360	Total components of other comprehensive income that will be reclassified to profit or loss		(32,218)	-	45,869	-
8300	Other comprehensive (loss) income, net of tax		(\$ 47,018)	-	\$ 53,560	-
8500	Total Comprehensive Income		\$ 412,967	2	\$ 438,079	3
Profit (loss) attributable to:						
8610	Owners of the parent		\$ 458,724	2	\$ 384,545	3
8620	Non-controlling interests		\$ 1,261	-	(\$ 26)	-
Comprehensive income attributable to:						
8710	Owners of the parent		\$ 411,859	2	\$ 437,984	3
8720	Non-controlling interests		\$ 1,108	-	\$ 95	-
Basic earnings per share						
9750	Basic earnings per share	6(24)	\$ 2.78		\$ 2.33	
Diluted earnings per share						
9850	Diluted earnings per share	6(24)	\$ 2.73		\$ 2.30	

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Equity attributable to owners of the parent										
		Capital Reserves			Retained Earnings			Other equity interest				
		Share capital - ordinary shares	Capital surplus - share premium	Capital surplus - others	Legal reserve	Special reserve	Unappropriated retained earnings	Currency translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets	Total	Non-controlling interests	Total equity
<u>2014</u>												
Balance at January 1, 2014		\$ 1,650,568	\$ 615,925	\$ 351	\$ 468,670	\$ 92,239	\$ 1,279,330	\$ 10,703	\$ 1,512	\$ 4,119,298	\$ 3,544	\$ 4,122,842
Appropriations and distribution of earnings for 2013	6(19)											
Legal reserve		-	-	-	22,261	-	(22,261)	-	-	-	-	-
Cash dividends		-	-	-	-	-	(181,562)	-	-	(181,562)	-	(181,562)
Changes in equity of associates and joint ventures accounted for using equity method		-	-	-	-	-	(470)	-	-	(470)	-	(470)
Share-based payment	6(16)(17)(18)	130	78	-	-	-	-	-	-	208	-	208
Profit for 2014		-	-	-	-	-	384,545	-	-	384,545	(26)	384,519
Other comprehensive income for 2014		-	-	-	-	-	7,691	47,260	(1,512)	53,439	121	53,560
Change in non-controlling interests		-	-	-	-	-	-	-	-	-	455	455
Balance at December 31, 2014		<u>\$ 1,650,698</u>	<u>\$ 616,003</u>	<u>\$ 351</u>	<u>\$ 490,931</u>	<u>\$ 92,239</u>	<u>\$ 1,467,273</u>	<u>\$ 57,963</u>	<u>\$ -</u>	<u>\$ 4,375,458</u>	<u>\$ 4,094</u>	<u>\$ 4,379,552</u>
<u>2015</u>												
Balance at January 1, 2015		\$ 1,650,698	\$ 616,003	\$ 351	\$ 490,931	\$ 92,239	\$ 1,467,273	\$ 57,963	\$ -	\$ 4,375,458	\$ 4,094	\$ 4,379,552
Appropriations and distribution of earnings for 2014	6(19)											
Legal reserve		-	-	-	38,454	-	(38,454)	-	-	-	-	-
Cash dividends		-	-	-	-	-	(330,140)	-	-	(330,140)	-	(330,140)
Share-based payment	6(16)(17)(18)	-	-	2,419	-	-	-	-	-	2,419	-	2,419
Profit for 2015		-	-	-	-	-	458,724	-	-	458,724	1,261	459,985
Other comprehensive income for 2015		-	-	-	-	-	(14,800)	(32,065)	-	(46,865)	(153)	(47,018)
Balance at December 31, 2015		<u>\$ 1,650,698</u>	<u>\$ 616,003</u>	<u>\$ 2,770</u>	<u>\$ 529,385</u>	<u>\$ 92,239</u>	<u>\$ 1,542,603</u>	<u>\$ 25,898</u>	<u>\$ -</u>	<u>\$ 4,459,596</u>	<u>\$ 5,202</u>	<u>\$ 4,464,798</u>

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

	Notes	2015	2014
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax for the year		\$ 586,389	\$ 468,185
Adjustments to reconcile profit before tax to net cash (used in) provided by operating activities			
Income and expenses having no effect on cash flows			
Net gain on financial assets at fair value through profit or loss	6(2)(21)	(863)	(3,822)
Provision for bad debt expense	12	82,201	18,089
Share of loss of associates and joint ventures accounted for using equity method		2,378	14,780
Loss on disposal of investments	6(21)	123	4,012
Depreciation	6(10)(22)	105,978	108,487
Amortisation	6(22)	21,084	21,527
Loss on disposal of property, plant and equipment		360	653
Impairment loss on financial assets	6(21)	14,829	23,234
Compensation cost of share-based payments	6(16)(18)	2,419	-
Interest income		(5,006)	(3,145)
Interest expense		38,717	30,258
Dividend income		(9,169)	(7,652)
Gain recognised in bargain purchase	6(26)	(2,419)	-
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets at fair value through profit or loss – current		6,841	4,727
Notes receivable, net		(69,943)	214,010
Accounts receivable, net		(80,644)	(564,024)
Accounts receivable – related parties, net		(14,265)	(8,626)
Construction contracts receivable		(130,398)	(824,619)
Other receivables		6,810	(7,095)
Inventories		(404,299)	29,985
Prepayments		178,075	(222,346)
Other current assets		(30,694)	(28,270)
Net changes in liabilities relating to operating activities			
Notes payable		(657)	229,330
Accounts payable		(602,962)	896,054
Accounts payable – related parties		(3,226)	12,858
Construction contracts payable		218,436	230,072
Other payables		26,200	(18,782)
Advance receipts		8,831	54,584
Other current liabilities, others		9,370	(6,958)
Other non-current liabilities		(2,358)	(1,526)
Cash (outflow) inflow generated from operations		(47,862)	663,980
Interest received		5,079	2,980
Dividends received		12,849	7,652
Interest paid		(35,939)	(31,343)
Income tax paid		(131,545)	(75,554)
Net cash (used in) provided by operating activities		(197,418)	567,715

(Continued)

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars, except earnings per share)

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of available-for-sale financial assets – current		\$ -	\$ 5,503
Decrease (increase) in other financial assets – current		72,329	(22,558)
Acquisition of financial assets measured at cost – non-current		(23,157)	-
Proceeds from disposal of financial assets measured at cost – non-current		271	-
Proceeds from capital reduction of financial assets measured at cost – non-current		12,689	497
Acquisition of investments accounted for using equity method		(42,000)	(4,915)
Net cash flow from acquisition of subsidiaries		(5,177)	1,045
Acquisition of property, plant and equipment	6(10)	(34,082)	(42,146)
Proceeds from disposal of property, plant and equipment		801	2,773
Acquisition of intangible assets		(9,843)	(15,247)
Decrease in refundable deposits		(7,565)	(5,273)
Increase in other non-current assets		(40,527)	-
Net cash used in investing activities		<u>(76,261)</u>	<u>(80,321)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase (decrease) in short-term borrowings		435,810	(63,121)
Repayment of long-term borrowings		(4,415)	(807)
Increase (decrease) in guarantee deposits received		17	(86)
Proceeds from exercise of employee stock options		-	208
Cash dividends paid	6(19)	(330,140)	(181,562)
Changes in non-controlling interests		-	455
Net cash provided by (used in) financing activities		<u>101,272</u>	<u>(244,913)</u>
Effect of exchange rate changes on cash and cash equivalents		(50,890)	53,139
(Decrease) increase in cash and cash equivalents		(223,297)	295,620
Cash and cash equivalents at beginning of year	6(1)	<u>1,628,171</u>	<u>1,332,551</u>
Cash and cash equivalents at end of year	6(1)	<u>\$ 1,404,874</u>	<u>\$ 1,628,171</u>

II. 2015 Parent Company only Financial Statements and Report of Independent Accountants



REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Stockholders of
Marketch International Corp.

We have audited the accompanying separate balance sheets of Marketch International Corp. as of December 31, 2015 and 2014, and the related separate statements of comprehensive income, of changes in equity and of cash flows for the years then ended. These separate financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these separate financial statements based on our audits.

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the separate financial statements referred to above present fairly, in all material respects, the financial position of Marketch International Corp. as of December 31, 2015 and 2014, and the results of its financial performance and cash flows for the years then ended, in conformity with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers".

PricewaterhouseCoopers, Taiwan

February 22, 2016

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

MARKETECH INTERNATIONAL CORP.
SEPARATE BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2015		December 31, 2014		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 670,818	7	\$ 634,883	7
1110	Financial assets at fair value	6(2)				
	through profit or loss - current		5,719	-	11,696	-
1150	Notes receivable, net	6(3)	63,435	1	19,109	-
1170	Accounts receivable, net	6(4)(6)	1,950,129	21	2,072,267	23
1180	Accounts receivable - related	7				
	parties, net		22,474	-	36,621	-
1190	Construction contracts receivable	6(6) and 7	1,613,903	17	1,758,141	19
1200	Other receivables	7	21,871	-	41,305	1
130X	Inventories, net	6(5)	1,566,187	17	1,251,338	14
1410	Prepayments		155,739	2	208,680	2
1470	Other current assets	8	43,506	-	34,054	-
11XX	Total current assets		<u>6,113,781</u>	<u>65</u>	<u>6,068,094</u>	<u>66</u>
Non-current assets						
1543	Financial assets at	6(7)				
	cost-non-current		285,816	3	293,027	3
1550	Investments accounted for using	6(8)				
	equity method		1,653,587	18	1,542,064	17
1600	Property, plant and equipment, net	6(9) and 7	1,126,399	12	1,168,848	13
1780	Intangible assets	7	12,265	-	14,469	-
1840	Deferred tax assets	6(20)	108,037	1	101,109	1
1900	Other non-current assets	6(8)(9)	42,037	1	10,583	-
15XX	Total non-current assets		<u>3,228,141</u>	<u>35</u>	<u>3,130,100</u>	<u>34</u>
1XXX	Total Assets		<u>\$ 9,341,922</u>	<u>100</u>	<u>\$ 9,198,194</u>	<u>100</u>

(Continued)

MARKETECH INTERNATIONAL CORP.
SEPARATE BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2015		December 31, 2014		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2100	Short-term borrowings	6(10)	\$ 490,000	5	\$ -	-
2150	Notes payable		806,991	9	807,648	9
2170	Accounts payable		1,685,147	18	2,371,283	26
2180	Accounts payable - related parties	7	20,141	-	21,113	-
2190	Construction contracts payable	6(6)	1,099,852	12	916,758	10
2200	Other payables	6(11)	301,666	3	297,041	3
2230	Current tax liabilities	6(20)	77,393	1	74,238	1
2310	Advance receipts		217,263	2	161,072	1
2399	Other current liabilities, others		21,872	-	9,464	-
21XX	Total current liabilities		<u>4,720,325</u>	<u>50</u>	<u>4,658,617</u>	<u>50</u>
Non-current liabilities						
2570	Deferred tax liabilities	6(20)	30,644	-	46,703	1
2600	Other non-current liabilities	6(12)	131,357	2	117,416	1
25XX	Total non-current liabilities		<u>162,001</u>	<u>2</u>	<u>164,119</u>	<u>2</u>
2XXX	Total Liabilities		<u>4,882,326</u>	<u>52</u>	<u>4,822,736</u>	<u>52</u>
Equity						
Share capital						
3110	Ordinary shares	6(14)	1,650,698	18	1,650,698	18
Capital surplus						
3200	Capital surplus	6(15)	618,773	7	616,354	7
Retained earnings						
3310	Legal reserve	6(16)	529,385	6	490,931	5
3320	Special reserve		92,239	1	92,239	1
3350	Unappropriated retained earnings	6(20)	1,542,603	16	1,467,273	16
Other equity interest						
3400	Other equity interest		25,898	-	57,963	1
3XXX	Total Equity		<u>4,459,596</u>	<u>48</u>	<u>4,375,458</u>	<u>48</u>
Significant contingent liabilities and unrecognised contract commitments						
Significant events after the balance sheet date						
3X2X	Total Liabilities and Equity		<u>\$ 9,341,922</u>	<u>100</u>	<u>\$ 9,198,194</u>	<u>100</u>

MARKETECH INTERNATIONAL CORP.
SEPARATE STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expression in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	2015		2014	
		AMOUNT	%	AMOUNT	%
4000 Operating Revenue	6(17) and 7	\$ 12,482,462	100	\$ 10,432,963	100
5000 Operating Costs	6(5)(19) and 7	(10,996,701)	(88)	(9,144,096)	(88)
5900 Gross Profit		<u>1,485,761</u>	<u>12</u>	<u>1,288,867</u>	<u>12</u>
Operating Expenses	6(19) and 7				
6100 Sales and marketing expenses		(256,264)	(2)	(238,015)	(2)
6200 General and administrative expenses		(439,859)	(4)	(378,058)	(4)
6300 Research and development expenses		(173,307)	(1)	(151,827)	(1)
6000 Total operating expenses		<u>(869,430)</u>	<u>(7)</u>	<u>(767,900)</u>	<u>(7)</u>
6900 Operating Profit		<u>616,331</u>	<u>5</u>	<u>520,967</u>	<u>5</u>
Non-operating Income and Expenses					
7010 Other income	7	64,137	1	40,441	1
7020 Other gains and losses	6(2)(7)(18)	28,670	-	14,762	-
7050 Finance costs		(8,161)	-	(2,960)	-
7070 Share of gain (loss) of subsidiaries, associates and joint ventures accounted for using equity method		<u>(127,460)</u>	<u>(1)</u>	<u>(108,372)</u>	<u>(1)</u>
7000 Total non-operating income and expenses		<u>(42,814)</u>	<u>-</u>	<u>(56,129)</u>	<u>-</u>
7900 Profit before Income Tax		<u>573,517</u>	<u>5</u>	<u>464,838</u>	<u>5</u>
7950 Income tax expense	6(20)	(114,793)	(1)	(80,293)	(1)
8200 Net Income		<u>\$ 458,724</u>	<u>4</u>	<u>\$ 384,545</u>	<u>4</u>
Other Comprehensive Income					
Components of other comprehensive income that will not be reclassified to profit or loss					
8311 Gains (losses) on remeasurements of defined benefit plans	6(12)	(\$ 17,831)	-	\$ 9,267	-
8349 Income tax relating to the components of other comprehensive income	6(20)	<u>3,031</u>	<u>-</u>	<u>(1,576)</u>	<u>-</u>
8310 Total components of other comprehensive (loss) income that will not be reclassified to profit or loss		<u>(14,800)</u>	<u>-</u>	<u>7,691</u>	<u>-</u>
Components of other comprehensive income that will be reclassified to profit or loss					
8361 Exchange differences on translation		(38,655)	(1)	56,035	-
8362 Unrealized losses on valuation of available-for-sale financial assets		-	-	(1,512)	-
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method		16	-	911	-
8399 Income tax relating to components of other comprehensive income	6(20)	<u>6,574</u>	<u>-</u>	<u>(9,686)</u>	<u>-</u>
8360 Total components of other comprehensive (loss) income that will be reclassified to profit or loss		<u>(32,065)</u>	<u>(1)</u>	<u>45,748</u>	<u>-</u>
8300 Other comprehensive (loss) income, net of tax		<u>(\$ 46,865)</u>	<u>(1)</u>	<u>\$ 53,439</u>	<u>-</u>
8500 Total Comprehensive Income		<u>\$ 411,859</u>	<u>3</u>	<u>\$ 437,984</u>	<u>4</u>
Basic earnings per share	6(21)				
9750 Basic earnings per share		<u>\$</u>	<u>2.78</u>	<u>\$</u>	<u>2.33</u>
Diluted earnings per share	6(21)				
9850 Diluted earnings per share		<u>\$</u>	<u>2.73</u>	<u>\$</u>	<u>2.30</u>

MARKETECH INTERNATIONAL CORP.
SEPARATE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Capital Reserves			Retained Earnings			Other equity interest		Total equity
		Share capital - ordinary shares	Capital surplus - share premium	Capital surplus - others	Legal reserve	Special reserve	Unappropriated retained earnings	Currency translation differences of foreign operations	Unrealized gain or loss on available-for- sale financial assets	
<u>2014</u>										
Balance at January 1, 2014		\$ 1,650,568	\$ 615,925	\$ 351	\$ 468,670	\$ 92,239	\$ 1,279,330	\$ 10,703	\$ 1,512	\$ 4,119,298
Appropriation and distribution of earnings for 2013: (Note)	6(16)									
Legal reserve		-	-	-	22,261	-	(22,261)	-	-	-
Cash dividends		-	-	-	-	-	(181,562)	-	-	(181,562)
Changes in equity of subsidiaries, associates and joint ventures accounted for using equity method		-	-	-	-	-	(470)	-	-	(470)
Share-based payment	6(13)(14)(15)	130	78	-	-	-	-	-	-	208
Profit for 2014		-	-	-	-	-	384,545	-	-	384,545
Other comprehensive income for 2014		-	-	-	-	-	7,691	47,260	(1,512)	53,439
Balance at December 31, 2014		<u>\$ 1,650,698</u>	<u>\$ 616,003</u>	<u>\$ 351</u>	<u>\$ 490,931</u>	<u>\$ 92,239</u>	<u>\$ 1,467,273</u>	<u>\$ 57,963</u>	<u>\$ -</u>	<u>\$ 4,375,458</u>
<u>2015</u>										
Balance at January 1, 2015		\$ 1,650,698	\$ 616,003	\$ 351	\$ 490,931	\$ 92,239	\$ 1,467,273	\$ 57,963	\$ -	\$ 4,375,458
Appropriation and distribution of earnings for 2014: (Note)	6(16)									
Legal reserve		-	-	-	38,454	-	(38,454)	-	-	-
Cash dividends		-	-	-	-	-	(330,140)	-	-	(330,140)
Share-based payment	6(13)(14)(15)	-	-	2,419	-	-	-	-	-	2,419
Profit for 2015		-	-	-	-	-	458,724	-	-	458,724
Other comprehensive income for 2015		-	-	-	-	-	(14,800)	(32,065)	-	(46,865)
Balance at December 31, 2015		<u>\$ 1,650,698</u>	<u>\$ 616,003</u>	<u>\$ 2,770</u>	<u>\$ 529,385</u>	<u>\$ 92,239</u>	<u>\$ 1,542,603</u>	<u>\$ 25,898</u>	<u>\$ -</u>	<u>\$ 4,459,596</u>

Note: The stockholders have resolved to distribute directors' and supervisors' remuneration of \$3,461 and employees' bonus of \$34,715 for 2014 and distribute directors' and supervisors' remuneration of \$2,003 and employees' bonus of \$24,919 for 2013. All amounts have been deducted from the statements of comprehensive income.

MARKETECH INTERNATIONAL CORP.
SEPARATE STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2105 AND 2014
(Expressed in thousands of New Taiwan dollars)

	Notes	2015	2014
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax for the year		\$ 573,517	\$ 464,838
Adjustments to reconcile profit before tax to net cash provided by operating activities			
Income and expenses having no effect on cash flows			
Net gain on financial assets or liabilities at fair value through profit or loss	6(2)(18)	(863)	(3,822)
Provision for bad debt expense	12	36,226	-
Share of loss of subsidiaries, associates and joint ventures accounted for using equity method		127,460	108,372
Loss on disposal of investments	6(18)	681	4,012
Depreciation	6(9)(19)	70,666	77,311
Amortisation	6(19)	10,272	11,831
Gain on disposal of property, plant and equipment		(269)	(426)
Impairment loss on financial assets	6(18)	14,829	23,234
Compensation cost of share-based payments	6(13)(15)(19)	2,419	-
Interest income		(503)	(841)
Interest expense		8,161	2,960
Dividend income		(9,169)	(7,652)
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets measured at fair value through profit or loss			
- current		6,841	4,727
Notes receivable, net		(45,551)	89,074
Accounts receivable, net		87,137	(561,711)
Accounts receivable - related parties, net		14,147	(17,593)
Construction contracts receivable		144,238	(705,283)
Other receivables		18,067	(15,390)
Inventories, net		(314,849)	(25,872)
Prepayments		52,941	(76,702)
Other current assets		(16,664)	399
Net changes in liabilities relating to operating activities			
Notes payable		(657)	226,844
Accounts payable		(686,136)	839,932
Accounts payable - related parties		(972)	4,928
Construction contracts payable		183,094	240,832
Other payables		4,530	4,421
Advance receipts		56,191	19,840
Other current liabilities, others		12,408	(9,758)
Other non-current liabilities		(2,358)	(1,526)
Cash inflow generated from operations		345,834	696,979
Interest received		501	750
Dividends received		12,849	7,652
Interest paid		(8,066)	(2,960)
Income tax paid		(123,653)	(71,023)
Net cash provided by operating activities		<u>227,465</u>	<u>631,398</u>

(Continued)

MARKETECH INTERNATIONAL CORP.
SEPARATE STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2105 AND 2014
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>2015</u>	<u>2014</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of available-for-sale financial assets -			
current		\$ -	\$ 5,503
Increase in other receivables – related parties		-	(6,330)
Acquisition of financial assets measured at cost – non-current		(21,259)	-
Proceeds from disposal of financial assets measured at cost –			
non-current		271	-
Proceeds from capital reduction of financial assets measured at			
cost – non-current		12,689	497
Acquisition of investments accounted for using equity method –			
subsidiaries		(240,835)	(204,405)
Acquisition of investments accounted for using equity method –			
non-subsidiaries		(42,000)	(4,915)
Acquisition of property, plant and equipment	6(9)	(28,297)	(33,849)
Proceeds from disposal of property, plant and equipment		349	1,644
Acquisition of intangible assets		(8,068)	(15,203)
Decrease (increase) in refundable deposits		308	(10,753)
Increase in prepayments for investments	6(8)	(24,548)	-
Net cash used in investing activities		<u>(351,390)</u>	<u>(267,811)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings		490,000	-
Decrease in guarantee deposits received		-	(86)
Proceeds from exercise of employee stock options		-	208
Cash dividends paid	6(16)	(330,140)	(181,562)
Net cash provided by (used in) financing activities		<u>159,860</u>	<u>(181,440)</u>
Increase in cash and cash equivalents		35,935	182,147
Cash and cash equivalents at beginning of year	6(1)	<u>634,883</u>	<u>452,736</u>
Cash and cash equivalents at end of year	6(1)	<u>\$ 670,818</u>	<u>\$ 634,883</u>

【Annex 3: Supervisors' Audit Report on the 2015 Financial Statements】

Marketch International Corp.

Supervisors' Audit Report

To: Members of the 2016 Shareholders' Meeting

We, as the supervisors of MIC Group, have audited the 2015 Business Report and Earning Distribution Proposal made and submitted by the Board of Directors as well as the Annual Financial Statements audited by Independent Accountant Chang Shu-Chiung and Independent Accountant Lin Chun-Yao of PricewaterhouseCoopers (PwC) Taiwan. We believe that there is no inconsistent information and hereby submit these documents to you according to Article 219 of the Company Act.

Sincerely yours,

Supervisor: Hsiao Min-Chih

Supervisor: Cheng Chin-Chuan

Supervisor: Ma Kuo-Peng

February 24, 2016

【Annex 4 : Investments in Mainland China in 2015】

Marketch International Corp. Information on investments in Mainland China For the year ended December 31, 2015

I. Financial Information of Investments in Mainland China

Unit: NT\$ thousands

Investee in Mainland China	Main Business Activities	Paid-in Capital (Note 1 and Note 2)	Accumulated amount of remittance from Taiwan to Mainland China at period start (Note 1)	Amount remitted from Taiwan to Mainland China/ Amount remitted back to Taiwan at period end (Note 1 and Note 2)		Accumulated amount of remittance from Taiwan to Mainland China at period end (Note 1 and Note 2)	Net income (loss) of investee of this period	Ownership held by the Company (direct or indirect)	Investment income (loss) of this period recognized by the Company (Note 3)	Book value of investments in Mainland China at period end (Note 1)	Accumulated amount of investment income remitted back to Taiwan at period end
				Remitted to Mainland China	Remitted back to Taiwan						
MIC-Tech (WuXi) Co., Ltd.	Design, manufacturing, installation and maintenance of semiconductor device, crystal dedicated device, electronic component device, environment pollution preventing equipment; assembling of wrapping device and cooling equipment; assembling of barbecue grill; wholesale, commission agency and import and export of the aforementioned products their components, textile, commodities, chemical products and cosmetics; lease of self-owned plants	\$837,038 (Note 4)	\$672,913	\$ -	\$ -	\$672,913	(\$117,094)	100%	(\$116,498)	\$142,322	\$ -
MIC-Tech (Shanghai) Corp. Ltd.	Wholesale, commission agency, import and export of semiconductor production, inspection equipment and its consumables and boilers that generate electricity; storage and allocation of mainly chemical and boiler products; international and entrepot trade; trading and trading agency among enterprises in customs bonded area; consulting services in customs bonded area	270,511 (Note 4)	16,413	-	-	16,413	32,998	100%	32,998	347,175	-
Fuzhou Jiwei System Integrated Co., Ltd.	Installation and complete services of clean room, mechanical system, street pipe system	9,848 (Note 4)	9,848	-	-	9,848	(473)	100%	(473)	(422)	-
Shanghai Puritic Co., Ltd.	Production of scrubber bins for semiconductor manufacturers, design, installation, debugging and technology services of tunnel system, equipment repair for semiconductor manufacturers, consulting service for electrical and medical equipment; wholesale, commissioned distribution (exclude auction), export, import and related services of electronic products, machinery equipment, chemical products (exclude dangerous articles), communication equipment, metal products, plastic products	13,130 (Note 4)	19,793	-	-	19,793	(17,766)	80%	(14,213)	(24,482)	-

Investee in Mainland China	Main Business Activities	Paid-in Capital (Note 1 and Note 2)	Accumulated amount of remittance from Taiwan to Mainland China at period start (Note 1)	Amount remitted from Taiwan to Mainland China/ Amount remitted back to Taiwan at period end (Note 1 and Note 2)		Accumulated amount of remittance from Taiwan to Mainland China at period end (Note 1 and Note 2)	Net income (loss) of investee of this period	Ownership held by the Company (direct or indirect)	Investment income (loss) of this period recognized by the Company (Note 3)	Book value of investments in Mainland China at period end (Note 1)	Accumulated amount of investment income remitted back to Taiwan at period end
				Remitted to Mainland China	Remitted back to Taiwan						
MIC-Tech Electronics Engineering Corp.	General contracting for electrical installing construction, specialized contracting for electrical installing construction, specialized contracting for electronic engineering, specialized contracting for petroleum and chemical equipment installation, specialized contracting for channel and guarantee for post construction and consulting service for related construction technology	\$ 578,344 (Note 4)	\$ 177,912	\$101,758	\$-	\$ 279,670	\$ (7,272)	100%	\$ (7,272)	\$ 613,214	\$ -
SKMIC (WUXI) CORP	Design, installation and maintenance of semiconductor device, crystal dedicated device, electronic component device, environment pollution preventing equipment, semiconductor, testing equipments and consumables, consumables for solar energy equipments, wholesale of power generation boilers, commission agents, import / export and relevant service businesses; international trade, entrepot trade, trades and trade agent among companies within the region; trade advisory services	10,012 (Note 4)	1,608	-	-	1,608	9,519	49%	4,664	10,505	-
ChenGao M&E Engineering (Shanghai) Co., Ltd.	Design of microelectronic products and display devices, consulting service for related technology and management	6,565 (Note 4)	6,565	-	-	6,565	(273)	100%	(273)	(2,617)	-
Frontken MIC (Wuxi) Co., Ltd. (Note 5)	Research of specialized cleaning equipment of semiconductor device and integrated circuit, cleaning of special components of semiconductor device, integrated circuit and micromodule and cleaning technology for semiconductors	75,760 (Note 4)	30,304	-	-	30,304	(2,352)	100%	(941)	8,658	-
TPP-MIC (WuXi) Co., Ltd. (Note 6)	Technology and repair service of semiconductor equipment, self-operation and agency of import and export of various goods and technology	9,848 (Note 4)	5,909	-	-	5,909	(155)	60%	(94)	-	-
Integrated Manufacturing & Services Co., Ltd. (Note 7)	Development of special equipment for solar cell production, manufacture of optical engine, lighting source, projection screen, high definition projection cathode-ray tube and micro-display module, and production, cleaning and regeneration of new electrical device	98,475 (Note 4)	49,238	-	-	49,238	(11,051)	100%	(10,315)	13,816	-

Investee in Mainland China	Main Business Activities	Paid-in Capital (Note 1 and Note 2)	Accumulated amount of remittance from Taiwan to Mainland China at period start (Note 1)	Amount remitted from Taiwan to Mainland China/ Amount remitted back to Taiwan at period end (Note 1 and Note 2)		Accumulated amount of remittance from Taiwan to Mainland China at period end (Note 1 and Note 2)	Net income (loss) of investee of this period	Ownership held by the Company (direct or indirect)	Investment income (loss) of this period recognized by the Company (Note 3)	Book value of investments in Mainland China at period end (Note 1)	Accumulated amount of investment income remitted back to Taiwan at period end
				Remitted to Mainland China	Remitted back to Taiwan						
MIC-Tech China Trading (Shanghai) Co., Ltd.	Wholesale, commission agency and import and export of chemical products (except for hazardous chemicals, chemicals used in production of narcotic drugs and psychotropic substances and special chemicals), semiconductors, inspection equipment and its consumables, solar equipment consumables and boilers that generate electricity, International and entrepot trade, trading and trading agency among enterprises in customs bonded area, and consulting service for trading	\$ 49,238 (Note 4)	\$ 49,238	\$ -	\$ -	\$ 49,238	\$ 5,727	100%	\$ 5,727	\$ 52,279	\$ -
Macrotec Technology (Shanghai) Co., Ltd.	Wholesale, commission agency, import and export and other complementary service of electrical products, food, textile, commodities, cosmetics, valve switch, instrumentation, metal products, electrical equipment, International and entrepot trade, trading and trading agency among enterprises in customs bonded area, simple commercial processing in customs bonded area, and consulting service for trading in customs bonded area	31,410 (Note 4)	9,872	-	-	9,872	(10,502)	31.43%	(3,301)	4,214	-

Note 1: Refers to the paid-in capital, amount remitted to Mainland China / back to Taiwan, and book value of investments in Mainland China until December 31, 2015.

Note 2: Paid-in capital and investment amount were translated at the original currency times exchange rate at period end.

Note 3: The assessments of abovementioned investees in Mainland China are based on financial statements audited and issued by accountant(s) during the same period.

Note 4: Through investing in Market Go Profits Ltd., which then invested in the investee in Mainland China.

Note 5: The Group originally held 40% of share ownership of Frontken MIC Co. Limited (Frontken MIC) and obtained the remaining 60% of share ownership on September 30, 2015. As the Group holds all voting rights in Frontken MIC, its subsidiary (Frontken-MIC (Wuxi) Co., Ltd.) has been included in the consolidated financial reports since the date of acquisition.

Note 6: TPP-MIC (WuXi) Co., Ltd. has completed liquidation procedures in November, 2015.

Note 7: The Group originally held 50% of share ownership of MICT International Limited (MICT) and obtained the remaining 50% of share ownership on March 3, 2015. As the Group holds all voting rights in MICT International Limited, its subsidiary (Intergrated Manufacturing & Services Co., Ltd.) has been included in the consolidated financial reports .

II. Information of Ceiling on Investments in Mainland China

December 31, 2015
Unit: NT\$ thousands

Accumulated amount of remittance from Taiwan to Mainland China until December 31, 2015 (Note 1 and Note 2)	Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA) (Note 1)	Ceiling on investments in Mainland China imposed by the Investment Commission of MOEA
\$ 1,056,465	\$ 1,894,559	\$ 2,675,758

Note 1: The amount was translated at the original currency times exchange rate at period end.

Note 2: The Company has sold WUXI Probeleader Electronics Co., Ltd. at the end of November 2011. As the accumulated investment was different from the investment collected back, the difference between accumulated amount of remittance from Taiwan to Mainland China as of June 30, 2015 and accumulated amount of remittance from Taiwan to Mainland China registered at and approved by MOEA was US\$186 thousand.

【Annex 5: Status of implementing the Provision of Endorsements and Guarantees to Others in 2015】

Marketech International Corp. and Subsidiaries Provision of Endorsements and Guarantees to Others For the year ended December 31, 2015

Unit: NT\$ thousands

Endorser / Guarantor	Endorsee / Guarantee		Shareholding (%)	Limit on endorsements / guarantees provided for a single party (Note 2 and 3)	Maximum outstanding endorsements / guarantees (Note 4)	Outstanding endorsements / guarantees at period end (Note 5)	Actual drawdown amount (Note 6)	Ceiling on total amount of endorsement / guarantee (Note 2 and 3)	Content of Guarantee
	Company Name	Relationship							
Marketech International Corp.	Marketech Integrated Pte Ltd.	Note 1(2)	100%	\$ 2,229,798	\$ 110,775	\$ 49,238	\$ 49,238	\$4,459,596	Provide promissory notes as bank loan guarantee
Marketech International Corp.	MIC-Tech (Shanghai) Corp. Ltd.	Note 1(3)	100%	2,229,798	603,470	533,145	355,471	4,459,596	Provide promissory notes as bank loan guarantee and signed a contract for joint guarantee
Marketech International Corp.	MIC-Tech (WuXi) Co., Ltd.	Note 1(3)	100%	2,229,798	438,339	319,928	319,928	4,459,596	Provide promissory notes as bank loan guarantee
Marketech International Corp.	MIC-Tech Electronics Engineering Corp.	Note 1(3)	100%	2,229,798	1,092,766	1,092,766	792,992	4,459,596	Provide promissory notes as bank loan guarantee and signed a contract for joint guarantee
Hoa Phong Marketech Co., Ltd.	MIC-Tech Viet Nam Co., Ltd.	Note 1(3)	0%	2,229,798	84,281	38,495	38,495	4,459,596	Signed a contract for joint guarantee
MIC-Tech Electronics Engineering Corp.	MIC-Tech (Shanghai) Corp. Ltd.	Note 1(3)	0%	2,229,798	68,296	65,908	65,908	4,459,596	Signed a contract for joint guarantee

Note 1: Relationship between the endorser/guarantor and the party being endorsed/guaranteed is classified as shown below:

- (1) The endorser/guarantor parent company owns directly more than 50% voting shares of the endorsed/guaranteed subsidiary.
- (2) The endorser/guarantor parent company and its subsidiaries jointly own more than 50% voting shares of the endorsed/guaranteed company.
- (3) The endorser/guarantor parent company and its subsidiaries jointly own more than 50% voting shares of the endorsed/guaranteed company.
- (4) The endorsed/guaranteed parent company directly or indirectly owns more than 50% voting shares of the endorser/guarantor subsidiary.
- (5) Mutual guarantee of the trade as required by the construction contract.
- (6) Due to joint venture, each shareholder provides endorsements/guarantees to the endorsed/guaranteed company in proportion to its ownership.

Note 2: The Company's limit on endorsements and guarantees

- (1) In accordance with mutual guarantee requirement in the same industry for contracting constructions, limit on the total amount is 5 times of the Company's net assets.
- (2) Except for guarantees for contracting constructions, limit on the Company's accumulated endorsement/guarantee is the Company's net assets; limit on endorsement/guarantee to a single party is 50% of the Company's net assets. Limit on the total endorsement/guarantee of the Company and its subsidiaries as a whole is 1.5 times of the Company's net assets; limit on endorsement/guarantee to a single party is 75% of the Company's net assets.

Note 3: Limit on endorsements and guarantees of the Company's subsidiary - Hoa Phong Marketech Co., Ltd. and MIC-Tech Electronics Engineering Corp.:

- (1) In accordance with mutual guarantee requirement in the same industry for contracting constructions, limit on the total amount is 5 times of the Company's net assets.
- (2) Except for guarantees for contracting constructions, limit on the accumulated endorsements and guarantees are the endorser company's net assets; limit on endorsement/guarantee to a single party is 50% of the endorser company's net assets. Limit on the total endorsement/guarantee of the endorser company and its subsidiaries as a whole is 1.5 times of the endorser company's net assets; limit on endorsement/guarantee to a single party is 75% of the endorser company's net assets.
- (3) Limit on endorsements and guarantees to a company of which the endorser company and the ultimate parent company directly or indirectly holds 90% or above of its share capital is 10 times of the endorser company's net assets and may not exceed 10% of the ultimate parent's net assets. However, the endorsements and guarantees of the ultimate parent to companies which it holds 100% of voting shares are not subject to the preceding and Note 2(2) limits. Nonetheless, limit is subject to paragraph 4.2 of "Regulations Governing Loaning of Funds and Making of Endorsements/ Guarantees by Public Companies": (see above Note 2(2) details of the Company's endorsement/guarantee).

Note 4: Fill in the year-to-date maximum outstanding balance of endorsements/guarantees provided as of the reporting period (2015)

Note 5: The amount agreed by the Board of Directors until December 31, 2015.

Note 6: The actual drawn down amount that the endorsee / guarantee use under the ceiling on endorsements / guarantees

【 Annex 6: Ratification of 2015 Earnings Distribution 】

Marketch International Corp. Ratification of 2015 Earnings Distribution

Unit: NT\$

Items	Amount
Unappropriated earnings at period start	\$ 1,098,679,391
Deduction: Adjusted un-appropriated earnings in 2015 (Note 1)	(14,800,150)
Unappropriated earnings after the adjustment	1,083,879,241
Increment: Net income in 2015	458,723,970
Deduction: Legal reserve	(45,872,397)
To-be- appropriated earnings in total	1,496,730,814
Appropriation item(s): (Note 2)	
Shareholders' dividend – Cash 2.00 / per share	(330,139,512)
Unappropriated earnings at period end	<u>\$ 1,166,591,302</u>

Note: 1.Refers to remeasurements of defined benefit plans which was recognized as other comprehensive income due to actuarial assumption variables of defined benefit / pension plan of 2015 and then transferred into retained earnings

2. The appropriated earnings was generated mainly in 2015 as the priority.

3.Regarding the dividend distribution rate set in earnings distribution proposal, if employees' execution of employee stock option affects the Company's no. of the weighted average outstanding shares and results in a change of shareholders' dividend declared ratio, a request of fully authorizing the Board of Directors to make adjustment accordingly shall be submitted at shareholders' meeting

4.The distributed cash dividend shall be counted only until digit in ones. Digits below shall all be rounded off (shall be rounded down to an integer). Fractional amount less than one dollar should be recorded as the Company's other income.

Chairman: Margaret Kao

President: Scott Lin

Accounting Director: Chung Chi-Wen

【Annex 7: Comparison Table of Amendments to the “Article of Incorporation”】

Comparison Table of Amendments to the “Article of Incorporation”

Article before the amendment	Article after the amendment	Explanations
<p>Article 2</p> <p>The Company is engaged in the following businesses: <u>90. ZZ99999</u> All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>Article 2</p> <p>The Company is engaged in the following businesses: <u>90. CF01011 Medical Equipment Manufacturing</u> <u>91. F108031 Retail Sale of Medical Equipments</u> <u>92. F208031 Wholesale of Medical Equipments</u> <u>93. ZZ99999</u> All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	Items increased due to the expansion of company business
<p>Article 20</p> <p>Upon closing of accounts, if there is surprise profit, the Company shall firstly set aside and allocate the business income tax, make up the losses for preceding years and then set aside a legal reserve and special capital reserve of 10% of the net profit. After 1% profit is distributed to directors and inspectors as remuneration, <u>1% to 15% of the remaining profit shall be distributed to employees as compensation.</u> <u>Then</u> the remaining profit shall be added with the remaining profit of precedent year. The Board of Directors shall draft a surplus distribution proposal, in which will be submitted to shareholders’ meeting to decide whether to distribute or reserve the surplus profit.</p> <p>However, if cumulative legal reserve already reached the total amount of the Company’s capital, shall not be limited by the regulation.</p>	<p>Article 20</p> <p><u>Upon closing of accounts, if there is surplus profit, the Company shall set-aside and allocate no greater than 3% of the profit for the director and supervisor remuneration and then 1% to 15% as employee compensation according to Articles of Corporation. However, a fixed amount shall be set-aside and allocated to make up the losses for the preceding years if any.</u></p> <p>Upon closing of accounts, if there is surprise profit, the Company shall firstly pay the business income tax, make up the losses for preceding years and then set aside a legal reserve and special capital reserve of 10% of the net profit. The remaining profit shall then be added with the remaining profit of precedent year. The Board of Directors shall draft a surplus distribution proposal, in which will be submitted to shareholders’ meeting to decide whether to distribute or reserve the surplus profit.</p> <p>However, if cumulative legal reserve already reached the total amount of the Company’s capital, shall not be limited by the regulation.</p>	To be in compliance with the Company Act
<p>Article 22</p> <p>The Articles of Incorporation was established on December 22, 1988. The 1st amendment was made on February 2, 1990. The 2nd amendment was made on June 29, 1991. The 3rd amendment was made on June 20, 1992. The 4th amendment was made on November 11, 1992. The 5th amendment was made on June 21, 1994. The 6th amendment was made on July 20, 1995. The 7th amendment was made on October 9, 1996. The 8th amendment was made on June 6, 1998. The 9th amendment was made on July 31, 2000. The 10th amendment was made on October 13, 2000. The 11th amendment was made on April 26, 2001. The 12th amendment was made on October 22, 2001. The 13th amendment was made on May 22, 2002. The 14th amendment was made on May 22, 2002. The 15th amendment was made on June 6, 2003. The 16th amendment was made on June 11, 2004. The 17th amendment was made on June 14, 2005. The 18th amendment was made on June 9, 2006. The 19th amendment was made on April 10, 2007. The 20th amendment was made on June 15, 2007. The 21st amendment was made on June 19, 2009. The 22nd amendment was made on June 17, 2010. The 23rd amendment was made on June 10, 2011. The 24th amendment was made on June 12, 2012. The 25th amendment was made on June 12, 2014. The 26th amendment was made on May 28, 2015.</p>	<p>Article 22</p> <p>The Articles of Incorporation was established on December 22, 1988. The 1st amendment was made on February 2, 1990. The 2nd amendment was made on June 29, 1991. The 3rd amendment was made on June 20, 1992. The 4th amendment was made on November 11, 1992. The 5th amendment was made on June 21, 1994. The 6th amendment was made on July 20, 1995. The 7th amendment was made on October 9, 1996. The 8th amendment was made on June 6, 1998. The 9th amendment was made on July 31, 2000. The 10th amendment was made on October 13, 2000. The 11th amendment was made on April 26, 2001. The 12th amendment was made on October 22, 2001. The 13th amendment was made on May 22, 2002. The 14th amendment was made on May 22, 2002. The 15th amendment was made on June 6, 2003. The 16th amendment was made on June 11, 2004. The 17th amendment was made on June 14, 2005. The 18th amendment was made on June 9, 2006. The 19th amendment was made on April 10, 2007. The 20th amendment was made on June 15, 2007. The 21st amendment was made on June 19, 2009. The 22nd amendment was made on June 17, 2010. The 23rd amendment was made on June 10, 2011. The 24th amendment was made on June 12, 2012. The 25th amendment was made on June 12, 2014. The 26th amendment was made on May 28, 2015. <u>The 27th amendment was made on May 31, 2016.</u></p>	Add date of revision

【Annex 8: Comparison Table of Amendments to the “Rules and Procedures of Board of Directors Meetings”】

Comparison Table of Amendments to the “Rules and Procedures of Board of Directors Meetings”

Article before the amendment	Article after the amendment	Explanations
<p>4. Convening and notice of board meetings: The board of directors shall meet at least quarterly. A notice of the reasons for convening a board meeting shall be given to each director <u>and supervisor</u> before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. All matters set forth under Article 5.8 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.</p>	<p>4. Convening and notice of board meetings: The board of directors shall meet at least quarterly. A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. All matters set forth under Article 5.8 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.</p>	To fulfill the demand of operations in practice
<p>5. Rules and Procedures: 5.8 The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting: 5.8.2 Annual and <u>semi-annual</u> financial reports, with the exception of <u>semi-annual</u> financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).</p>	<p>5. Rules and Procedures: 5.8 The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting: 5.8.2 Annual and <u>Q2</u> financial reports, with the exception of <u>Q2</u> financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).</p>	To be in compliance with legal regulations
<p>5.12 Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below: 5.12.1 The meeting session (or year) and the time and place of the meeting. 5.12.2 The name of the chairman of the meeting 5.12.3 Directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent. 5.12.4 The names and titles of those attending the meeting as non-voting participants. 5.12.5 The name of the minute taker. 5.12.6 The matters reported at the meeting. 5.12.7 Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, <u>supervisors</u>, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of Article 5.11, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Paragraph 5 of Article 5.8. 5.12.8 Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, <u>supervisor</u>, expert, or other person; the name of any director that is an interested party as referred to in Paragraph 1 of Article 5.11, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements. 5.12.9 Other matters required to be recorded. The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the information reporting website designated by competent authority within 2 days from the date of the meeting: (1) Any objection or expression of reservations by an independent director expresses of which there is a record or written statement. (2) An establishment of audit comment with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company. The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company. (3) The minutes of a board meeting shall bear the signature or seal of both the chairman and the minute taker, and a copy of the minutes shall be distributed to each director <u>and supervisor</u> within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company (4) The meeting minutes may be produced and distributed in electronic form.</p>	<p>5.12 Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below: 5.12.1 The meeting session (or year) and the time and place of the meeting. 5.12.2 The name of the chairman of the meeting 5.12.3 Directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent. 5.12.4 The names and titles of those attending the meeting as non-voting participants. 5.12.5 The name of the minute taker. 5.12.6 The matters reported at the meeting. 5.12.7 Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of Article 5.11, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Paragraph 5 of Article 5.8. 5.12.8 Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to in Paragraph 1 of Article 5.11, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements. 5.12.9 Other matters required to be recorded. The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the information reporting website designated by competent authority within 2 days from the date of the meeting: (1) Any objection or expression of reservations by an independent director expresses of which there is a record or written statement. (2) An establishment of audit comment with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company. The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company. The minutes of a board meeting shall bear the signature or seal of both the chairman and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company The meeting minutes may be produced and distributed in electronic form.</p>	To fulfill the demand of operations in practice

【 Appendix 1: Article of Incorporation 】

Marketch International Corp. Articles of Incorporation (Before the Amendment)

Passed by the Shareholders' Meeting on May 28, 2015

CHAPTER I GENERAL PRINCIPLES

Article 1 The Corporation is incorporated as a company limited by shares under the Company Act of the Republic of China and is named “Marketch International Corp.”.

Article 2 The Company is engaged in the following businesses:

1. F107170 Wholesale of Industrial Catalyst
2. F207170 Retail Sale of Industrial Catalyst
3. C801010 Basic Industrial Chemical Manufacturing
4. F107200 Wholesale of Chemistry Raw Material
5. F207200 Retail sale of Chemistry Raw Material
6. F113050 Wholesale of Computing and Business Machinery Equipment
7. F213030 Retail sale of Computing and Business Machinery Equipment
8. F119010 Wholesale of Electronic Materials
9. F219010 Retail Sale of Electronic Materials
10. F207060 Retail Sale of Virulence Chemical Materials
11. F107060 Wholesale of Virulence Chemical Substance
12. F207990 Retail Sale of Other Chemical Products
13. F113070 Wholesale of Telecom Instruments
14. F213060 Retail Sale of Telecom Instruments
15. F114030 Wholesale of Motor Vehicle Parts and Supplies
16. F214030 Retail Sale of Motor Vehicle Parts and Supplies
17. F213080 Retail Sale of Machinery and Equipment
18. F113020 Wholesale of Household Appliance
19. F213010 Retail Sale of Household Appliance
20. F110010 Wholesale of Clocks and Watches
21. F210010 Retail Sale of Watches and Clocks
22. F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and Fixtures
23. F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures
24. F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
25. F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products

26. F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
27. F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
28. F102170 Wholesale of Food and Grocery
29. F203010 Retail sale of Food and Grocery
30. F108040 Wholesale of Cosmetics
31. F208040 Retail Sale of Cosmetics
32. F201010 Retail sale of Agricultural Products
33. EZ99990 Other Construction
34. IG03010 Energy Technical Services
35. CE01010 Precision Instruments Manufacturing
36. CB01010 Machinery and Equipment Manufacturing
37. F113010 Wholesale of Machinery
38. F113030 Wholesale of Precision Instruments
39. E602011 Frozen and Air-conditioning Engineering
40. I301010 Software Design Services
41. J101040 Waste Disposing
42. E599010 Pipe Lines Construction
43. E603010 Cables Construction
44. E603040 Fire Fighting Equipments Construction
45. E603050 Cybernation Equipments Construction
46. E603090 Illumination Equipments Construction
47. E603100 Electric Welding Construction
48. E604010 Machinery Installation Construction
49. E801030 Interior Light Rigid Frame Construction
50. EZ05010 Apparatus Installation Construction
51. F107990 Wholesale of Other Chemical Products
52. E502010 Fuel Pipe Construction
53. E603020 Elevator Construction
54. E605010 Computing Equipments Installation Construction
55. E701010 Telecommunications Construction
56. EZ02010 Derrick Construction
57. EZ06010 Traffic Labels Construction
58. EZ07010 Drilling Construction
59. F401010 International Trade
60. G801010 Warehousing and Storage
61. H701050 Public Works Construction and Investment
62. I103060 Management Consulting Services
63. JD01010 Industry and Commerce Credit Bureau Services

- 64. IF01010 Fire Fighting Equipments Overhauling
- 65. IZ06010 Cargoes Packaging
- 66. IZ12010 Manpower Services
- 67. J101030 Waste Clearing
- 68. J101050 Sanitary and Pollution Controlling Services
- 69. J101060 Wastewater (Sewage) Treatment
- 70. J101070 Radwaste Disposing Service
- 71. E501011 Water Pipe Construction
- 72. E601010 Electric Appliance Construction
- 73. E103101 Environmental Protection Construction
- 74. F401021 Restrained Telecom Radio Frequency Equipments and Materials
Import
- 75. E103071 Underground Utilities Project Construction
- 76. H701010 Residence and Buildings Lease Construction and Development
- 77. H701020 Industrial Factory Buildings Lease Construction and Development
- 78. H701040 Specialized Field Construction and Development
- 79. H701060 New County and Community Construction and Investment
- 80. H701070 Land Levy and Delimit
- 81. H701080 Reconstruction within the renewal area
- 82. H701090 Renovation, or maintenance within the renewal area
- 83. CB01990 Other Machinery Manufacturing Not Elsewhere Classified
- 84. E603080 Traffic Signals Construction
- 85. E903010 Eroding and Rusting Construction
- 86. EZ09010 Static Electricity Protecting and Clearing Construction
- 87. E402010 Ballast and Mud Construction on Sea
- 88. E401010 Dredge Engineering
- 89. E503011 User's Drainage Facility Installation Contractor of Sewer System
- 90. ZZ99999 All business items that are not prohibited or restricted by law,
except those that are subject to special approval.

Article 3 The Company has its headquarter established in Taipei City and may set up branch offices inside the country whenever the Board of Directors deem necessary.

Article 4 The Company shall make public announcement according to Article 28 of the Company Act.

Article 4-1 The Company may provide endorsement and guarantee and act as a guarantor

Article 4-2 The total amount of the Company's reinvestment shall not be subject to the restriction of not exceeding forty percent of the amount of its own paid-up capital as provided in Article 13 of the Company Act.

CHAPTER 2 SHARES

- Article 5 The total capital stock of the Company is in the amount of NT\$2,500,000,000, divided into 250,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments. A total of NT\$98,000,000 among the above total capital stock, which equals to 9,800,000 shares, should reserved for issuing employee stock options from time to time upon the resolutions of Board of Directors.
- Article 6 Deleted.
- Article 7 The Company's share certificates shall be in registered form, shall be affixed with the signatures / personal seals of three or more directors of the Company, and shall be duly certified / authenticated according to law before issuance.
The shares of the Company may be made without physical certificates. Nevertheless, the stock of the Company shall be registered with Taiwan Depository and Clearing Corporation.
- Article 8 The transfer of share certificates shall be carried out in accordance with Regulations Governing the Administration of Shareholder Services of Public Companies.

CHAPTER 3 SHAREHOLDERS' MEETING

- Article 9 Shareholders' meeting shall be of two kinds: (1) Regular meetings, to be held at least once every year and within six months after close of each fiscal year; (2) Special meetings, to be held whenever necessary and according to law.
- Article 10 Shareholder who is unable to attend shareholders' meeting for any cause may appoint a proxy to attend the meeting in his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to the proxy and affixed with the signatures / personal seals.
- Article 11 A shareholder shall have one voting power in respect of each share in his/her/its possession except in the circumstances set forth in Item 3 of Article 157 and Paragraph 2 of Article 179, where the shares shall have no voting power or have such power limited.
- Article 12 A resolution at the meeting of shareholders shall be adopted only by a majority of the shareholders present who represent half of the total number of its outstanding shares by the company, unless otherwise provided for by law.

CHAPTER 4 DIRECTORS AND SUPERVISORS

- Article 13 The Company has 5 to 9 directors, whose term of office shall be 3 years and are eligible for re-election. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates as the Company has adopted the candidates nomination system.
The quota of directors stated in preceding Paragraph shall include no less than three independent directors. Independent directors' professional qualifications, shareholdings and concurrent serving restrictions, recognition of independence, nomination and election methods, and other governing rules shall be carried out in accordance with the Company Act and relevant regulations.
- Article 13-1 The Company has established an audit committee, which is constituted by the entire number of independent directors.
The power and authority of audit committee, rules governing the proceedings of meetings and other governing rules shall be carried in accordance with Securities and Exchange Act, Company Act, other relevant regulations and Articles of Incorporation.
- Article 14 The Board of Directors is constituted by directors. The directors shall, with the concurrence of a majority of the directors present who represent two-thirds or more of all the directors, elect from among them a chairman. The chairman shall represent the Company externally
- Article 15 In case the chairman of the board of directors is on leave or absent or cannot exercise his / her power and authority for any cause, his / her proxy shall be appointed in accordance with Article 208 of the Company Act.
- Article 16 Chairman's remuneration shall not exceed the doubled amount of general manager's remuneration and shall be determined by the Board of Directors upon the deliberation of remuneration committee.
Director who takes a position at the functional committee under the Board of Directors concurrently shall have his/her income from professional practice paid according to the number of

meetings held by the functional committee. The said fees shall be determined by the Board of Directors according to the standard generally adhered by other firms of the same trade.

Article 16-1 The notice of Board of Directors meetings may be delivered by methods like fax and e-mail. Each director shall attend the meeting of the board of directors in person. In case a director is unable to attend the meeting for any cause and appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

CHAPTER 5 MANAGEMENT

Article 17 The Company has one general manager, whose appointment, discharge and remuneration shall be carried out in accordance with Article 29 of the Company Act.

CHAPTER 6 ACCOUNTING

Article 18 The Board of Directors shall prepare and submit below statements and books at the end of each fiscal year:

1. Business report
2. Financial statements
3. Earnings distribution or offsetting of deficit relevant books and statements, which shall be submitted to regular shareholders' meeting and request for ratification

Article 19 Deleted

Article 20 Upon closing of accounts, if there is surprise profit, the Company shall firstly pay the business income tax, make up the losses for preceding years and then set aside a legal reserve and special capital reserve of 10% of the net profit. After 1% profit is distributed to directors and inspectors as remuneration, 1% to 15% of the remaining profit shall be distributed to employees as compensation. Then the remaining profit shall be added with the remaining profit of precedent year. The Board of Directors shall draft a surplus distribution proposal, in which will be submitted to shareholders' meeting to decide whether to distribute or reserve the surplus profit. However, if cumulative legal reserve already reached the total amount of the Company's capital, shall not be limited by the regulation.

Article 20-1 To respond to the development of the overall environment and industry's growth drivers, the Company's objective is to firstly satisfy the demand of future development and to maintain a sound financial structure. Therefore, the Company distributes no more than 50% of its total dividend of the year.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 21 Other unspecified matters of the Company's Articles of Incorporation shall be carried in accordance with the Company Act and other relevant regulations.

Article 22 The Articles of Incorporation was established on December 22, 1988. The 1st amendment was made on February 2, 1990. The 2nd amendment was made on June 29, 1991. The 3rd amendment was made on June 20, 1992. The 4th amendment was made on November 11, 1992. The 5th amendment was made on June 21, 1994. The 6th amendment was made on July 20, 1995. The 7th amendment was made on October 9, 1996. The 8th amendment was made on June 6, 1998. The 9th amendment was made on July 31, 2000. The 10th amendment was made on October 13, 2000. The 11th amendment was made on April 26, 2001. The 12th amendment was made on October 22, 2001. The 13th amendment was made on May 22, 2002. The 14th amendment was made on May 22, 2002. The 15th amendment was made on June 6, 2003. The 16th amendment was made on June 11, 2004. The 17th amendment was made on June 14, 2005. The 18th amendment was made on June 9, 2006. The 19th amendment was made on April 10, 2007. The 20th amendment was made on June 15, 2007. The 21st amendment was made on June 19, 2009. The 22nd amendment was made on June 17, 2010. The 23rd amendment was made on June 10, 2011. The 24th amendment was made on June 12, 2012. The 25th amendment was made on June 12, 2014. The 26th amendment was made on May 28, 2015.

Marketch International Corp.
Chairman: Margaret Kao

【Appendix 2: Rules of Shareholders' Meeting】

Marketch International Corp. Rules of Shareholders' Meeting

Passed by the Shareholders' Meeting on June 15, 2007

1. The Company's shareholders' meeting (hereinafter shortened as "the Meeting") shall be conducted in accordance with these Rules and Procedures, unless otherwise provided for by law.
2. The Company shall provide an attendance list bearing the signatures of shareholders present at the meeting, or the shareholders attending the Meeting shall submit the attendance card for the purpose of signing in.
The attendance and votes of the Meeting shall be counted based on the shares. The shares represented by shareholders attending the Meeting shall be calculated according to the attendance list or submitted attendance cards.
3. The term "shareholder" in these Rules and Procedures refers to the shareholder in person or proxy appointed by the shareholder.
4. The Meeting shall be held at the headquarters of the Company or at any other appropriate place that is convenient for shareholders to attend. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.
5. For a shareholders' meeting convened by the Board of Directors, the chairman of the meeting shall be the chairman of the Board of Directors. If the chairman of the Board of Directors is on leave or absent or cannot exercise his / her power and authority for any cause, he / she shall designate one of the directors to act on his / her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. For a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.
6. The Company may appoint designated counsel, CPA or other related persons to attend the Meeting. Persons handling affairs of the Meeting shall wear identification cards or badges.
7. The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be preserved for at least one year.
8. Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one-third of the total outstanding shares, tentative resolutions may be made in accordance with Section 1 of Article 175 of the Company Act of the Republic of China..
If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Act of the Republic of China.
9. The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.
The above provision applies mutatis mutandis to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting. However, in the event that the chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may

designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting. Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved.

The shareholders cannot designate any other person as chairman or continue the Meeting in the same or other place after the Meeting is adjourned.

10. When a shareholder present at the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman. If any shareholder present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail. Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.
11. Unless otherwise permitted by the chairman, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). In case the speech of any shareholder violates the above provision or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder
12. Any legal entity designated as proxy by a shareholder(s) to be present at the Meeting may appoint only one representative to attend the meeting. If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.
13. After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond
14. The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.
15. The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s). The result of voting shall be announced at the Meeting and placed on record.
16. During the Meeting, the chairman may, at his discretion, set time for intermission.
17. Except otherwise specified in the Company Law of the Republic of China or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after solicitation by the chairman during the voting.
The Company's shareholders shall be entitled to one vote per share of stock, except those whose shares have no voting power or have such power limited according to Article 157 and Section 2 of Article 179 of the Company Act.
18. If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.
19. The chairman may conduct the disciplinary officers (or the security guard) to assist in keeping order of the Meeting place. Such disciplinary officers (or security guards) shall wear badges marked "Disciplinary Officers" for identification purpose.
20. Other unspecified matters in these Rules and Procedures shall be carried in accordance with the Company Act and other relevant regulations.
21. These Rules and Procedures shall be effective from the date it is approved by the shareholders' meeting. The Board of Directors is also authorized to make amendments depending on actual situations.

【Appendix 3: Shareholdings of Directors and Supervisors】

Marketch International Corp. Shareholdings of Directors and Supervisors

1. The Company's actual paid-in capital is NT\$1,650,697,560 with 165,069,756 issued shares and share types.
2. According to Article 26 of Securities and Exchange Act and "Rules and Audit Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", all directors of the Company shall hold at least 9,904,185 shares and all supervisors shall hold at least 990,418 shares.
3. Until the book closure date for the 2016 shareholders' meeting, the status of shareholdings of individual and all directors and supervisors are shown below:

Shareholder Account	Job Title	Name	Appointment Date	No. of Shares at the Time of Appointment			Until April 2, 2016 (Note)	
				Appointment Term	No. of Shares	Holding Percentage	No. of Shares	Holding Percentage
4	Director	Ji Shuan Investment Co. representative: Kao Hsin-Ming	June 11, 2013	3 years	19,005,795	11.55%	19,005,795	11.51%
4	Director	Ji Shuan Investment Co. representative: Chuang Yen-Shan	June 11, 2013	3 years	19,005,795	11.55%	19,005,795	11.51%
12	Director	Yi Wei Investment Co. representative: Lin Yue-Yeh	June 11, 2013	3 years	12,647,112	7.68%	12,647,112	7.66%
—	Independent Director	Wu Chung-Pao	June 11, 2013	3 years	-	-	-	-
8007	Independent Director	Lu Zong-Jenn	June 11, 2013	3 years	365,286	0.22%	365,286	0.22%
Total number of shares held by all directors					32,018,193	19.45%	32,018,193	19.39%
22	Supervisor	Ma Kuo-Peng	June 11, 2013	3 years	1,674,422	1.02%	1,674,422	1.01%
—	Supervisor	Cheng Jin-Chuan	June 11, 2013	3 years	-	-	-	-
—	Supervisor	Hsiao Ming-Chih	June 11, 2013	3 years	-	-	-	-
Total number of shares held by all supervisors					1,674,422	1.02%	1,674,422	1.01%

Note: Refers to the number of shares stated in shareholder register until the book closure date for the 2016 shareholders' meeting (April 2, 2016).

4. The total shares held by the Company's directors and supervisors already reached the statutory standard.

【Appendix 4: Rules governing the Election of Directors】

Marketch International Corp. Rules governing the Election of Directors

Passed by the Shareholders' Meeting on May 28, 2015

1. Objective: To respond to the election of directors. These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting
2. Rules and Procedures:
 - 2.1 The cumulative voting method shall be used for election of the directors at this Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
 - 2.1.1 The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
 - 2.2 When the election begins, the chairman shall appoint a number of persons to perform the respective duties.
 - 2.3 The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions based on the nominees listed in the roster of director candidates publicly announced by the Company. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.
 - 2.4 The ballots shall be made and prepared by the Board of Directors and shall be distributed to shareholders according to the number of to-be-elected directors (one person with one ballot). The number of vote stated on every ballot is based on shareholder's voting rights.
 - 2.5 If a candidate is a shareholder, a voter must enter the candidate's name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and serial number of ID Cards on the ballot. However, when the candidate is a juristic-person shareholder, the name of the juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.
 - 2.6 A ballot is invalid under any of the following circumstances:
 1. The ballot was not prepared by the board of directors.
 2. The ballot is not placed in the ballot box or a blank ballot is placed in the ballot box.
 3. More than two candidates have been elected on one single ballot
 4. Other words or marks are entered in addition to the candidate's name or shareholder account number (or identity card number).
 5. The writing is unclear and indecipherable or has been altered.
 6. The candidate whose name is entered in the ballot is a shareholder, but the candidate's name does not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
 7. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.
 - 2.7 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation shall be announced by the chairman on the site.
 - 2.8 The board of directors of this Corporation shall issue notifications to the persons elected as directors or supervisors.
 - 2.9 Any other unspecified matters shall be carried out in accordance with the Company Act and other relevant regulations.

【Appendix 5: The Impact of Stock Dividend Issuance proposed in this Annual General Meeting of Shareholders on the Company's Business Performance, Earnings Per Share, and Return on Shareholders' Investment】

As the Company's shareholders' meeting in 2016 does not have any proposal regarding the stock dividend distribution, it makes no effect upon the Company's business performance, earnings per share and return on shareholders' investment.

【Appendix 6: Information on Employees' Compensation and Directors' and Supervisors' Remuneration

Information on Employees' Compensation and Directors' and Supervisors' Remuneration

The distribution of employee compensation and director and supervisor remuneration of 2015 is passed by the 6th Board of Directors at the 33rd meeting on February 22, 2016.

1. The amount of any employee compensation and director and supervisor compensation distributed in cash or stocks. If there is any discrepancy between that amount and the estimated figure for the fiscal year these expenses are recognized, the discrepancy, its cause, and the status of treatment shall be disclosed:

- (1) Proposed employee compensation and director and supervisor remuneration:
The distribution of employee compensation amounted NT\$40,000,000 and director and supervisor remuneration amounted NT\$6,197,149 of 2015 is passed by the 6th Board of Directors.

Unit: NT\$

Items / Amount	Proposed Distribution Amount
Employees' Compensation– in Cash	40,000,000
Employees' Compensation– in Stocks	0
Remuneration of Directors and Supervisors	6,197,149

- (2) If there is any discrepancy between that amount and the estimated figure for the fiscal year these expenses are recognized, the discrepancy, its cause, and the status of treatment shall be disclosed:

Above proposed amount of employees' compensation and directors' and supervisors' remuneration is consistent with the figure estimated in 2015 Financial Statement (NT\$40,000,000 for employees' compensation and NT\$6,197,149 for directors' and supervisors' remuneration).

2. The amount of any employees' compensation distributed in stocks as a percentage of the sum of the current after-tax net income and total employees' compensation in individual financial statement:

Not applicable as the employees' compensation passed by the Board of Directors this year does not involve stock distribution relevant matters.

【Appendix 7: List of Directors and Independent Directors Candidates】

List of Directors Candidates

1. Name: Ji Shuan Investment Co. representative: Kao Hsin-Ming
Education: EMBA (International Business), National Taiwan University
Experiences: Chairman and CEO, Marketech International Corp.
No. of Shares: 19,005,795 Shares

2. Name: Ji Shuan Investment Co. representative: Chuang Yen-Shan
Education: MSc of Electrical Engineering, The University of Texas
Experiences: Director, Marketech International Corp.
No. of Shares: 19,005,795 Shares

3. Name: Yi Wei Investment Co. representative: Lin Yue-Yeh
Education: MBA, National Chengchi University
Experiences: Director and General Manager, Marketech International Corp.
No. of Shares: 12,647,112Shares

4. Name: Ma Kuo-Peng
Education: MSc of Electrical Engineering, National Tsing Hua University
Experiences: Chairman, En Mao Technology Co., Ltd.
No. of Shares: 1,674,422 Shares

5. Name: Hsiao Ming-Chih
Education: Bachelor of Accounting, Tunghai University
Experiences: General Manager, Mayer Steel Pipe Corporation
No. of Shares: 0 Shares

6. Name: Cheng Chin-Chuan
Education: EMBA, National Chengchi University
Experiences: Deputy General Manager, Yong Yu Consultants Co., Ltd.
No. of Shares: 0 Shares

List of Independent Directors Candidates

1. Name: Lu Jung-Chen

Education: Bachelor Degree, National Chung Hsing University

Experiences: Chairman, Kisso Co., Ltd.

No. of Shares: 365,286 Shares

2. Name: Wu Chung-Pao

Education: EMBA (International Business), National Taiwan University

Experiences: Chairman, Protech Systems Co., Ltd.

No. of Shares: 0 Shares

3. Name: Lin Hsiao-Ming

Education: Business Administration , National Taiwan University

Experiences: Chairman, Taiwan Finance Corporation

No. of Shares: 0 Shares

Additional Information

Processing of proposals submitted by this shareholders' meeting:

- Explanations:
1. According to Article 172-1 of the Company Act, shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal be limited to not more than three hundred (300) words
 2. Shareholders may submit proposals regarding the 2016 regular shareholders' meeting to the Company from March 28, 2016 to April 6, 2016. The information is already announced on a market observation post system.
 3. The Company has not received any proposal from the shareholders.

*Thank you for coming to Annual Meeting of Shareholders!
We welcome any comments or suggestions!*