

# **Marketch International Corporation (MIC)**

## **Articles of Incorporation**

### **Chapter 1 General Principles**

**Article 1** The Company is organized in accordance with the Company Act and shall be named 帆宣系統科技股份有限公司, with its English name as Marketch International Corp.

**Article 2** The business scope of the Company shall include the following:

1. F107170 Wholesale of Industrial Additives
2. F207170 Retail of Industrial Additives
3. C801010 Basic Chemical Industry
4. F107200 Wholesale of Chemical Raw Materials
5. F207200 Retail of Chemical Raw Materials
6. F113050 Wholesale of Computers and Office Equipment
7. F213030 Retail of Computers and Office Equipment
8. F119010 Wholesale of Electronic Materials
9. F219010 Retail of Electronic Materials
10. F207060 Retail of Toxic Chemical Substances
11. F107060 Wholesale of Toxic Chemical Substances
12. F207990 Retail of Other Chemical Products
13. F113070 Wholesale of Telecommunications Equipment
14. F213060 Retail of Telecommunications Equipment
15. F114030 Wholesale of Automotive and Motorcycle Parts
16. F214030 Retail of Automotive and Motorcycle Parts
17. F213080 Retail of Machinery Equipment
18. F113020 Wholesale of Electrical Appliances
19. F213010 Retail of Electrical Appliances
20. F110010 Wholesale of Clocks and Watches
21. F210010 Retail of Clocks and Watches
22. F105050 Wholesale of Furniture, Bedding, Kitchenware, and Decorations
23. F205040 Retail of Furniture, Bedding, Kitchenware, and Decorations
24. F104110 Wholesale of Textiles, Clothing, Shoes, Hats, Umbrellas, and Accessories
25. F204110 Retail of Textiles, Clothing, Shoes, Hats, Umbrellas, and Accessories
26. F109070 Wholesale of Educational, Musical, and Recreational Supplies
27. F209060 Retail of Educational, Musical, and Recreational Supplies
28. F102170 Wholesale of Food and Groceries

29. F203010 Retail of Food and Beverages
30. F108040 Wholesale of Cosmetics
31. F208040 Retail of Cosmetics
32. F201010 Retail of Agricultural Products
33. EZ99990 Other Engineering Industries
34. IG03010 Energy Technology Services
35. CE01010 Manufacturing of General Instruments
36. CB01010 Machinery and Equipment Manufacturing
37. F113010 Machinery Wholesale
38. F113030 Precision Instrument Wholesale
39. E602011 Refrigeration and Air Conditioning Engineering
40. I301010 Information Software Services
41. J101040 Waste Disposal Services
42. E599010 Piping Engineering
43. E603010 Cable Installation Engineering
44. E603040 Fire Safety Equipment Installation Engineering
45. E603050 Automation Control Equipment Engineering
46. E603090 Lighting Equipment Installation Engineering
47. E603100 Welding Engineering
48. E604010 Machinery Installation Industry
49. E801030 Interior Light Steel Framing Engineering
50. EZ05010 Instrument and Meter Installation Engineering
51. F107990 Other Chemical Products Wholesale
52. E502010 Fuel Pipeline Installation Engineering
53. E603020 Elevator Installation Engineering
54. E605010 Computer Equipment Installation Industry
55. E701010 Telecommunications Engineering
56. EZ02010 Lifting Engineering
57. EZ06010 Traffic Signage Engineering
58. EZ07010 Drilling Engineering
59. F401010 International Trade Industry
60. G801010 Warehousing Industry
61. H701050 Investment in Public Infrastructure Construction
62. I103060 Management Consulting Industry
63. JD01010 Business Credit Investigation Services
64. IF01010 Fire Safety Equipment Inspection Industry
65. IZ06010 Cargo Sorting and Packaging Industry
66. IZ12010 Manpower Dispatching Industry
67. J101030 Waste Removal Services

68. J101050 Environmental Testing Services
69. J101060 Wastewater Treatment Services
70. J101070 Radioactive Waste Treatment Services
71. E501011 Water Pipeline Installation Contractors
72. E601010 Electrical Installation Industry
73. E103101 Environmental Protection Engineering and Construction
74. F401021 Import of Regulated Telecommunication Frequency Equipment
75. E103071 Underground Pipeline Engineering and Construction
76. H701010 Residential and Commercial Building Development and Leasing
77. H701020 Industrial Plant Development and Leasing
78. H701040 Development of Designated Professional Zones
79. H701060 Development of New Towns and Communities
80. H701070 Land Readjustment and Urban Development Services
81. H701080 Urban Renewal and Reconstruction Industry
82. H701090 Urban Renewal Maintenance Industry
83. CB01990 Other Machinery Manufacturing
84. E603080 Traffic Signal Installation Engineering
85. E903010 Corrosion and Rust Prevention Engineering
86. EZ09010 Electrostatic Protection and Elimination Engineering
87. E402010 Disposal of Sand and Silt in the Ocean
88. E401010 Dredging Industry
89. E503011 Sewer Drainage Equipment Installation Contractors
90. CF01011 Medical Equipment Manufacturing
91. F108031 Medical Equipment Wholesale
92. F208031 Medical Equipment Retail
93. ZZ99999 Businesses permitted under laws and regulations not prohibited or restricted

**Article 3** The Company is headquartered in Taipei City and may when necessary, establish branch offices domestically or internationally upon resolution of the Board of Directors.

**Article 4** Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

**Article 4-1** The Company may provide external guarantees.

**Article 4-2** The total amount of the Company's investments shall not be subject to the restriction set forth in Article 13 of the Company Act, which limits investments to no more than 40% of the paid-in capital

## **Chapter 2   Shares**

**Article 5**   The Company's total capital is set at NT\$3 billion, divided into 300 million shares, with a par value of NT\$10 per share, to be issued in installments.  
Of the total capital amount, NT\$98 million is reserved for the issuance of employee stock warrants, representing 9.8 million shares at a par value of NT\$10. The Board of Directors is authorized to determine the issuance in phases.

**Article 6**   *This article has been deleted.*

**Article 7**   The Company's shares shall be registered shares, signed or stamped by a director representing the Company and issued only after legal certification.  
The Company may issue shares in dematerialized form without printing physical share certificates. However, such shares must be registered with the Taiwan Depository and Clearing Corporation (TDCC).

**Article 8**   Stock name changes and transfers shall be handled in accordance with the Regulations Governing Stock Affairs of Public Companies.

## **Chapter 3   Shareholders' Meetings**

**Article 9**   Shareholders' meetings are categorized into regular meetings and extraordinary meetings. Regular meetings shall be convened once a year within six months after the end of each fiscal year and shall be called by the Board of Directors in accordance with the law. Extraordinary meetings may be convened as necessary in accordance with applicable regulations.  
Shareholders' meetings may be conducted via video conferencing or other methods as announced by the competent central authority.

**Article 10**   If a shareholder is unable to attend a shareholders' meeting, they may appoint a proxy to attend on their behalf by submitting a power of attorney issued by the Company, specifying the scope of authorization and duly signed or stamped.

**Article 11**   Each share held by a shareholder carries one voting right, except as otherwise restricted or excluded under Article 157-3 and Article 179-2 of the Company Act.

**Article 12**   Unless otherwise provided by the Company Act, resolutions of the shareholder's meeting shall be adopted by the attendance of shareholders representing more than one-half of the total issued shares, and the consent of more than one-half of the voting rights of the attending shareholders.

## **Chapter 4 Directors and Committees**

**Article 13** The Company shall have nine to eleven directors, each serving a term of three years. Directors shall be elected from a list of director nominees submitted by shareholders, and may be eligible for re-election.

The number of directors shall include at least three independent directors as required by law. The professional qualifications, shareholding requirements, limitations on concurrent positions, independence criteria, nomination and election procedures, and other applicable requirements for independent directors shall comply with the Company Act and relevant regulations.

**Article 13-1** The Company shall establish an Audit Committee composed entirely of independent directors. The powers, rules of procedure, and other compliance requirements of the Audit Committee shall be governed by the Securities and Exchange Act, the Company Act, and other applicable laws and the Company's internal regulations.

**Article 14** The Board of Directors shall be composed of all directors. With at least two-thirds of the directors present at a meeting, a majority of the attending directors shall elect one director as the Chairperson and one as Vice Chairperson. The chairperson shall represent the Company externally.

**Article 15** If the Chairperson is unable to perform their duties due to leave or other circumstances, a proxy shall act on their behalf in accordance with Article 208 of the Company Act.

**Article 16** The Chairperson's remuneration shall not exceed twice the salary of the General Manager and shall be reviewed by the Compensation Committee before being approved by the Board of Directors.

Directors concurrently serving on Board-level functional committees shall receive additional compensation based on the number of meetings attended. The amount of such compensation shall be determined by the Board of Directors with reference to industry standards.

**Article 16-1** Meeting notifications for the Board of Directors may be delivered via fax, email or other electronic means.

Directors shall attend board meetings in person. However, if a director is unable to attend, they may authorize another director to attend as their proxy by submitting a written authorization for each meeting, clearly specifying the scope of delegation.

## **Chapter 5 Managerial Officers**

**Article 17** The Company shall appoint one General Manager. The appointment, dismissal, and remuneration of the General Manager shall be governed by Article 29 of the Company Act.

## **Chapter 6 Accounting**

**Article 18** At the end of each fiscal year, the Board of Directors shall prepare the following reports:

1. Business Report
2. Financial Statements
3. Proposal for Profit Distribution or Loss Offset

These reports shall be submitted to the Annual Shareholder's Meeting for approval in accordance with applicable laws and regulations.

**Article 19** *This article has been deleted.*

**Article 20** If the Company generates a profit in a given fiscal year, no more than 3% shall be allocated as compensation to directors, and between 1% and 15% shall be allocated as compensation to employees. Of the total amount allocated for employee compensation, 5% to 20% shall be designated specifically for frontline employees. However, if the Company has accumulated losses, such losses shall be offset prior to any distribution of compensation.

Upon finalizing the annual accounts, the Company shall:

- Estimate and reserve tax obligations,
- Offset prior year's losses in accordance with applicable laws,
- Allocate 10% of the net profit as statutory reserve,
- Allocate or reverse special reserves as required by law or regulatory authorities,
- The remaining earnings, along with undistributed profits from previous years, shall be included in a profit distribution proposal prepared by the Board of Directors and submitted to the Shareholder's Meeting for approval or retention.

In accordance with Article 240 of the Company Act, the Board of Directors is authorized to resolve, by a majority vote at a meeting attended by at least two-thirds or more of the directors, to distribute all or part of the distributable dividends and bonuses, or the legal reserve and capital surplus as stipulated in Article 241 of the Company Act, in the form of cash. Such distribution shall be reported to the

shareholders' meeting. The requirement for a resolution by the shareholders' meeting, as set forth in the preceding paragraph, shall not apply.

The requirement to allocate a statutory reserve shall not apply once the accumulated statutory reserve equals the Company's paid-in capital.

**Article 20-1** To meet the needs of business development and maintain financial stability, the Company shall prioritize future operational growth when distributing profits. The portion of stock dividends shall not exceed 50% of the total distribution.

## **Chapter 7   Supplementary Provisions**

**Article 21** Matters not specified in these Articles of Incorporation shall be governed by the Company Act and other applicable laws and regulations.

**Article 22** These Articles of Incorporation were established on December 22, 1988. Amendments were made on the following dates:

- 1<sup>st</sup> amendment: February 2, 1990
- 2<sup>nd</sup> amendment: June 29, 1991
- 3<sup>rd</sup> amendment: June 20, 1992
- 4<sup>th</sup> amendment: November 11, 1992
- 5<sup>th</sup> amendment: June 21, 1994
- 6<sup>th</sup> amendment: July 20, 1995
- 7<sup>th</sup> amendment: October 9, 1996
- 8<sup>th</sup> amendment: June 6, 1998
- 9<sup>th</sup> amendment: July 31, 2000
- 10<sup>th</sup> amendment: October 13, 2000
- 11<sup>th</sup> amendment: April 26, 2001
- 12<sup>th</sup> amendment: October 22, 2001
- 13<sup>th</sup> amendment: May 22, 2002
- 14<sup>th</sup> amendment: May 22, 2002
- 15<sup>th</sup> amendment: June 6, 2003
- 16<sup>th</sup> amendment: June 11, 2004
- 17<sup>th</sup> amendment: June 14, 2005
- 18<sup>th</sup> amendment: June 9, 2006
- 19<sup>th</sup> amendment: April 10, 2007
- 20<sup>th</sup> amendment: June 15, 2007
- 21<sup>st</sup> amendment: June 19, 2009
- 22<sup>nd</sup> amendment: June 17, 2010
- 23<sup>rd</sup> amendment: June 10, 2011
- 24<sup>th</sup> amendment: June 12, 2012

- 25<sup>th</sup> amendment: June 12, 2014
- 26<sup>th</sup> amendment: May 28, 2015
- 27<sup>th</sup> amendment: May 31, 2016
- 28<sup>th</sup> amendment: May 30, 2018
- 29<sup>th</sup> amendment: May 27, 2020
- 30<sup>th</sup> amendment: May 27, 2022
- 31<sup>st</sup> amendment: May 27, 2024
- 32<sup>st</sup> amendment: May 28, 2025

Marketch International Corp.

Chairman: Margaret Kao