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 Marketch International Corp.

Handbook for the 2024 Annual General Meeting of Shareholders

Time : May 27, 2024 (Monday) at 9:00 a.m.

Venue:14F., No.3-1, Yuancyu St., Nangang Dist., Taipei City

DISCLAIMER

THIS IS A TRANSLATION OF THE HANDBOOK FOR THE 2024 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.

Marketch International Corp.
Handbook for the 2024 Annual General Meeting of Shareholders
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I. Meeting Procedures

1. Meeting Commencement Announcement
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3. Chairman's Remarks
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5. Matters for Ratification
6. Matters for Discussion
7. Other Matters and Extemporaneous Motions
8. Adjournment

Marketch International Corp.
Handbook for the 2024 Annual General Meeting of Shareholders

II. Meeting Agenda

Convening Method: **Physical meeting**

Time : **May 27, 2024 (Monday) at 9:00 a.m.**

Venue: **14F., No. 3-1, Yuancyu St., Nangang Dist., Taipei City**

- 1. Meeting Commencement Announcement**
- 2. Chairman’s Address**
- 3. Chairman’s Remarks**
- 4. Matters to Report**
 - (1) 2023 Directors’ Remuneration and Employees’ Compensation
 - (2) 2023 Business Report
 - (3) Audit Committee’s Review Report on the 2023 Business Report, Financial Statements and Earnings Distribution
 - (4) Report on the provision of Endorsements and Guarantees to external parties in 2023
 - (5) Report on the execution of the 4th and 5th Domestic Unsecured Convertible Bonds in 2023
 - (6) Other reports
- 5. Matters for Ratification**
 - (1) To ratify the 2023 Business Report and Financial Statements
 - (2) To ratify 2023 Earnings Distribution
- 6. Matters for Discussion**
 - (1) Amendments to the “Articles of Incorporation ”
- 7. Other Matters and Extempore Motions**
- 8. Adjournment**

III. Matters to Report

Item 1: (Proposed by the Board of Directors)

Description: Please refer to the Company's 2023 Directors' Remuneration and Employees' Compensation

Explanation: The 2023 directors' remuneration is NT\$29,364,510 and employees' compensation is NT\$293,645,101, please refer to "Appendix 5" (page 61) of this handbook.

Item 2: (Proposed by the Board of Directors)

Description: Please refer to the Company's 2023 Business Report

Explanation: For the Company's 2023 Business Report and Financial Statements, please refer to "Annex 1" (page 10-12) and "Annex 2" (page 13-39) of this handbook.

Item 3: (Proposed by the Board of Directors)

Description: Please refer to the Audit Committee's Review Report on the 2023 Business Report, Financial Statements and Earnings Distribution

Explanation: For the Audit Committee's Review Report on the 2023 Business Report, Financial Statements and Earnings Distribution, please refer to "Annex 3" (page 40) of this handbook.

Item 4: (Proposed by the Board of Directors)

Description: Please refer to the Company's Report on the provision of Endorsements and Guarantees to external parties in 2023

Explanation: Regarding the Company's Report on the provision of Endorsements and Guarantees to external parties in 2023, please refer to "Annex 4" (page 41-44) of this handbook.

Item 5: (Proposed by the Board of Directors)

Description: Please refer to the Company's Report on the Execution of the 4th and 5th Domestic Unsecured Convertible Bonds in 2023

Explanation: Regarding the Company's Report on the execution of the 4th and 5th Domestic Unsecured Convertible Bonds in 2023, please refer to "Annex 5" (page 45-46) of this handbook.

IV. Matters for Ratification

Item 1: (Proposed by the Board of Directors)

Description: Please ratify the Company's 2023 Business Report and Financial Statements.

Explanation:

- (1) The Company's 2023 Business Report and Financial Statements have been completed and approved by the Board of Directors on February 19, 2024. The 2023 Financial Statements were audited by Accountants Wang, Sung-Tse and Lin, Chun-Yao of PricewaterhouseCoopers (PwC). The aforementioned reports and statements were submitted to the Audit Committee for review, in which a review report has been issued.
- (2) The aforementioned and auditor's report are included. Please refer to "Annex 1" (page 10-12) and "Annex 2" (page 13-39) of this handbook.

Resolution:

Item 2: (Proposed by the Board of Directors)

Description: Please ratify the Company's Earnings Distribution in 2023.

Explanation:

- (1) Please refer to "Annex 6" (page 47) for the Company's 2023 Earnings Distribution.
- (2) The distributed cash dividend are calculated to the nearest New Taiwan dollar (any decimal amounts are omitted).
- (3) If distribution ratio is impacted as a result of subsequent conversion of the 5th domestic unsecured convertible bond to common shares, it is hereby proposed to the shareholders to authorize the Chairman to make adjustments according to the resolution of the Board of Directors.
- (4) Upon the approval from this General Meeting of Shareholders, the earnings distribution stated in preceding paragraphs will be distributed based on the record date to be resolved by the Board of Directors.

Resolution:

V. Matters for Discussion

Item 1: (Proposed by the Board of Directors)

Description: Amendments to “Articles of Incorporation”

Explanation: (1) To increase flexibility of convening shareholder meetings, Company's Articles of Association is accordingly amended.
(2) Regarding the "Comparison Table of Amendments to the Articles of Association," please refer to “Annex 7” (page48-49)

Resolution:

VI. Other Matters and Extemporaneous Motions

VII. Adjournment

【Annex 1: 2023 Business Report】

Marketch International Corp.

2023 Business Report

2023 Operating Results

1. Operating Results

In 2023, MIC Group's consolidated revenue was NT\$56,279,732 thousand, a 12% increase from NT\$50,366,704 thousand in 2022. The consolidated net income was NT\$2,101,229 thousand, a 2% decrease from NT\$2,149,807 thousand in 2022. Basic earnings per share was NT\$10.96, a 3% decrease from NT\$11.34 in 2022. MIC will continue to pursue stable growth and profitability as its operational objectives, thereby maximizing shareholder equity in the future.

2. Budget Achievability

In 2023, the global economy saw a gradual recovery, with the semiconductor industry remaining a key driver for market growth. Benefiting from the increase in semiconductor customer orders, MIC's consolidated operating revenue and profitability for 2023 exceeded budget. MIC will continue to strive for stable growth and profitability as its objectives.

3. Financial Performance Analysis

In 2023, the overall financial situation resulted in a net cash inflow of NT\$728,789 thousand, including a net cash outflow of NT\$4,174,266 thousand from operating activities, net cash outflow of NT\$558,776 thousand from investing activities, and a net cash inflow of NT\$5,563,824 thousand from financing activities. Ending cash and cash equivalents balance was NT\$7,210,086 thousand. For details regarding the solvency, liquidity and profitability ratios, please refer to the table below and the accompanying financial statements.

Items		Consolidated Financial Statements	
		2022	2023
Solvency	Ratio of total debt to assets (%)	73.16	75.94
	Ratio of long-term capital to fixed assets (%)	466.05	682.15
Liquidity	Current ratio (%)	125.69	130.56
	Quick ratio (%)	93.58	99.67
	Times interest earned	32.22	9.30
Profitability	Return on total assets (%)	7.05	5.79
	Return on shareholders' equity (%)	24.88	20.29
	Ratio of operating income to paid-in capital (%)	146.97	120.92
	Ratio of pre-tax income to paid-in capital (%)	153.64	140.93
	Profit margin (%)	4.27	3.73
	Earnings per share (dollar) (Note 1)	11.34	10.96

Note 1: The Earnings per share is based on the weighted average number of outstanding shares.

Note 2: 2022 figures above were based on 2022 financial statements. Differences in 2022 results as presented in the comparatives in the 2023 financial statements were due to retroactive income tax adjustment made as a result of the adoption of IFRS12.

4. Research and Development

In 2023, investment in research and development amounted to NT\$284,759 thousand, a 2.48% increase from NT\$277,870 thousand in 2022. The Group's research and development team has the ability to integrate high-tech processes, automatic control, and precision machinery technology integration, high-tech system equipment development, with demonstrated superior results. Key successful technologies and products developed in 2023 include:

Year	R&D Performance	Applications
2023	Development of three-dimensional microstructure lithography technology	Optoelectronic Semiconductor Industry Process Technology
	Laser patterning applied to micro LED side wiring	Optoelectronic Semiconductor Industry Process Technology
	Wet Milling Machine	Dentistry
	Portable and quantitative detector for loop-mediated isothermal (LAMP)	Biotechnology
	UV Transilluminator	Biotechnology
	Intelligent Occupational Safety Management System	Indoor and Outdoor Construction Sites

Summary of 2024 Business Plan

1. Business Strategy

- (1)Expand high-tech equipment and material product lines to strengthen foundation for operating revenue growth.
- (2)Improve mechanical and electrical engineering and factory system integration capabilities.
- (3)Proactively cooperate with well-known international manufacturers to develop capabilities in domestic production processing equipment.
- (4)Improve equipment installation and maintenance services to enhance customer service. .
- (5) Actively develop the construct and application of IoT, Big Data, AI, 5G private network, AR/VR.
- (6) Strengthen internationalized professional service capabilities.

2. Sales forecast

The Directorate General of Budget, Accounting and Statistics (DGBAS) estimated a year-on-year economic growth rate of 1.42% for 2023, and projects an increase to 3.35% for 2024. In the latest Global Economic Prospects report released in January 2024, the World Bank indicated a global economic growth rate of 2.6% for 2023 and forecasts a decline to 2.4% in 2024, marking the world's weakest five-year economic growth in 30 years.

The Semiconductor Equipment Market Forecast released by the Semiconductor Equipment and Materials International (SEMI) at the Japan International Semiconductor Exhibition projected the global semiconductor equipment market to contract by 6.05% to US\$100.9 billion in 2023 and grow by 4.37% to US\$105.31 billion in 2024.

During its investor conference on January 18, 2024, TSMC announced its estimated capital expenditure for 2024 will be between US\$28 billion and US\$32 billion (capital expenditures for 2023 were US\$30.45 billion).

In light of the overall economic and semiconductor industry outlook, MIC will strive to maintain stable or slight growth in the 2024 operational performance.

3. Key Production and Sales Policies

- (1) Integrate expertise of MIC Group's business units to build the Company's core technology capabilities.
- (2) Improve efficiency, reduce costs to enhance competitiveness.
- (3) Provide customer full and end-to-end service offerings and enhance the synergy capabilities of business units.
- (4) Strengthen services provided by the Company's overseas subsidiaries to facilitate customer's international expansion plans. .

Future Development Strategy

Centered on four major business groups – agency, engineering design, system applications, and R&D and manufacturing – MIC aims to further diversify its services to expand its business worldwide.

MIS has implemented AEO, ISO9001, ISO13485, ISO14001, ISO14064, ISO45001, ISO50001, SA8000, GMP and ESG to enhance quality and standard. Together, this will increase the Group's competitiveness, employee confidence, customer trust so as to maximize shareholders' benefits.

Impact of External Competitive Environment, Regulatory Environment and Macroeconomic Environment

In response to the demands of international business development and global supply chain changes, MIC is intensifying its efforts in project management and procurement management to enhance industry competitiveness through cost and expense control. In the context of globalization, MIC is addressing various country-specific policies, regulations, energy conservation and carbon reduction initiatives, net-zero emissions goals, greenhouse gas reduction measures, consumer protection, corporate governance, and corporate social responsibility requirements. MIC is committed to providing more professional services to meet the challenges of a dynamic business environment. In the future, it will uphold the spirit of innovation and offer integrated, environmentally friendly, differentiated, digitalized, and smart solutions to further expand its advantages and market presence.

Wishing good health and all the best to our Shareholders.

Sincerely,

Chairman: Margaret Kao

President: Scott Lin

Accounting Director: Chung, Chi-Wen

【Annex 2:2023 Financial Statements and Report of Independent Accountants】

2023 Consolidated Financial Statements and Report of Independent Accountants

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

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

Opinion

We have audited the accompanying consolidated balance sheets of Marketech International Corp. and its subsidiaries (the “Group”) as at December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters on the consolidated financial statements for the year ended December 31, 2023 were as follows:

Recognition of construction contract revenue

Description

Refer to Note 4(28) for accounting policy on construction contract revenue, Note 5(2) for the details of uncertainty of construction contract accounting estimation and assumptions, and Notes 6(19) and 6(5) for details of construction contract revenue and construction contract cost.

The Group recognized revenue and profit by using the percentage of completion method. This method is also being used to calculate the cost for each contract at year-end. Management will re-evaluate the cost if the budget had increased or decreased, and depending on the cost after adjustment, the percentage of completion will be recalculated. The construction contract revenue may be affected by the appropriateness of determination of cost and estimated cost. Thus, we considered this as one of the key audit matters.

How our audit addressed the matter

We tailored the major audit scope as follows:

- A. Obtained an understanding of the management's control system and determined whether the contract had been created or significantly changed with respect to estimated cost.
- B. Obtained the newly added construction contracts list for this fiscal year, and checked whether the total contract price is equal to the amount being used to calculate construction contract revenue. Ascertained whether any additional construction supplements can be traced back to supplementary contracts.
- C. Checked the significant newly added construction projects, sample tested the construction costs incurred, estimation sheets and subcontract plans, and ascertained whether these have been approved appropriately by the management.
- D. Checked the significant changes in the estimation of construction cost, and ascertained whether the revised plan had been approved by the management.
- E. Obtained the billing details and selected samples of related vouchers by using statistical procedure to check the correctness of input cost in engineering reports and confirmed whether the current input costs have been accounted for appropriately.

Valuation of inventories

Description

Refer to Note 4(12) for description of accounting policy on inventory valuation, Note 5(2) for accounting estimates and assumption uncertainty in relation to inventory valuation, and Note 6(5) for details of inventory.

The Group is primarily engaged in the import and export trading business, which include integrated circuit, electronic equipment, as well as materials and components used in electronic equipment. Due to the rapid technological changes, the semiconductor equipment industry has become more and more competitive, and the product price frequently changes. Therefore, the Group is now exposed to risk on inventory valuation loss and slow-moving inventory. Inventories are stated at the lower of cost or net realizable value, and the specific identification method is used to estimate the allowance for inventory valuation loss on slow-moving inventories.

The base stock of inventories is based on assumptions of future demand and development plan. Due to the large quantity of inventories for sale, and since the amounts involved are significant, the determination of net realizable value for obsolete or slow-moving inventory involves subjective judgement resulting in high degree of estimation uncertainty. As a result of the high uncertainties in these estimates, we considered this as one of the key audit matters.

How our audit addressed the matter

We tailored the major audit scope as follows:

- A. Assessed the policy on allowance for inventory valuation loss based on our understanding of the operations and industry of the Group.
- B. Tested whether the basis of market value used in calculating the net realizable value of inventory is consistent with the policy of the Group and validated selling prices of selected samples of respective inventory and their accuracy of net realizable value calculation.
- C. Acquired management's individually identified out-of-date inventory list, inspected the related supporting documents and proper recognition in the financial statements.

Valuation of loss allowance for accounts receivable

Description

Refer to Notes 4(9) and (10) for accounting policy on accounts receivable, Note 5(2) for accounting estimates and assumption uncertainty in relation to loss allowance of accounts receivable, and Note 6(3) for the details of accounts receivable.

The Group assesses impairment of accounts receivable in accordance with IFRS 9, 'Financial instruments'. The Group first classified accounts receivable into two categories, namely, sales and construction, and are then subdivided as to whether the receivable accounts are subject to individual assessment or group assessment. For accounts receivable subject to group assessment, the Group referred to the historical loss rates and used the forecastability to estimate expected credit loss in order to assess the unrecoverable amounts. For accounts receivable subject to individual assessment, loss allowance is recognized on a case by case basis. The estimation of the above expected credit loss is affected by various factors, such as customers' financial conditions, historical transaction records and current economic conditions, etc. Therefore, the relevant supporting documents related to management's judgment are determined to be areas of focus for this year's audit.

As the valuation of allowance for uncollectible accounts receivable involved management's subjective judgement and the valuation amount was material to the financial statements, thus, we considered the valuation of allowance for uncollectible accounts as one of the key matters.

How our audit addressed the matter

We tailored the major audit scope as follows:

- A. Obtained an understanding of the process which management used to evaluate the collectability of accounts receivable.
- B. Ensured that the classification of impairment in the group of accounts receivable is appropriate and in accordance with the Group's accounting policy.
- C. Checked the details of significant impairment recognized by the management against the supporting documents to verify appropriateness.
- D. Verified the subsequent collection details of significant accounts receivable.
- E. Obtained the details of significant accounts receivable which have not yet been collected at year end, and re-evaluated the appropriateness.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion on the parent company only financial statements of Marketech International Corp. as at and for the years ended December 31, 2023 and 2022.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit, and for forming an audit opinion on the parent company only financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

SUNG-TSE WANG

Lin, Chun-Yao

For and on Behalf of PricewaterhouseCoopers, Taiwan

February 19, 2024

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 independent auditors' report 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, 2023, DECEMBER 31, 2022 AND JANUARY 1, 2022
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
Current assets								
1100	Cash and cash equivalents	6(1)	\$ 7,210,086	16	\$ 6,481,297	18	\$ 4,187,655	15
1110	Financial assets at fair value	6(2)						
	through profit or loss - current		164,696	-	103,087	-	175,306	1
1136	Current financial assets at	8						
	amortized cost		-	-	803	-	747	-
1140	Current contract assets	6(19)	13,530,731	29	9,059,781	26	8,510,574	30
1150	Notes receivable, net	6(3)	171,878	-	29,193	-	52,866	-
1160	Notes receivable - related	6(3) and 7						
	parties		98	-	158	-	113	-
1170	Accounts receivable, net	6(3)(4)	8,558,811	18	6,232,983	18	4,805,260	17
1180	Accounts receivable - related	6(3) and 7						
	parties, net		26,896	-	89,331	-	122,384	-
1200	Other receivables		44,176	-	27,043	-	201,074	1
1220	Current tax assets		97,482	-	-	-	-	-
130X	Inventories, net	6(5)	7,315,707	16	6,267,875	18	3,562,479	13
1410	Prepayments		2,019,039	4	1,421,484	4	1,026,464	4
1470	Other current assets	8	319,627	1	385,679	1	300,806	1
11XX	Total current assets		39,459,227	84	30,098,714	85	22,945,728	82
Non-current assets								
1510	Financial assets at fair value	6(2)						
	through profit or loss - non-							
	current		1,397,973	3	653,075	2	802,715	3
1535	Non-current financial assets at	8						
	amortized cost		15,790	-	16,199	-	42,119	-
1550	Investments accounted for	6(6) and 7						
	using equity method		216,541	1	104,090	-	75,386	-
1600	Property, plant and equipment,	6(7), 7 and 8						
	net		2,414,956	5	2,441,994	7	2,366,042	9
1755	Right-of-use assets	6(8) and 7	2,483,355	6	1,624,507	5	1,255,415	5
1780	Intangible assets	7	98,634	-	109,186	-	106,822	-
1840	Deferred tax assets	6(23)	471,703	1	313,266	1	207,214	1
1900	Other non-current assets	6(2)(6) and 8	138,525	-	94,256	-	108,507	-
15XX	Total non-current assets		7,237,477	16	5,356,573	15	4,964,220	18
1XXX	Total Assets		\$ 46,696,704	100	\$ 35,455,287	100	\$ 27,909,948	100

(Continued)

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023, DECEMBER 31, 2022 AND JANUARY 1, 2022
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
Current liabilities								
2100	Short-term borrowings	6(10) and 8	\$ 9,679,501	21	\$ 5,349,747	15	\$ 3,568,994	13
2130	Current contract liabilities	6(19)	9,811,214	21	6,889,495	19	4,684,990	17
2150	Notes payable		1,740,895	4	2,159,902	6	1,721,874	6
2160	Notes payable - related parties	7	11,335	-	7,487	-	15,218	-
2170	Accounts payable		6,630,517	14	7,075,213	20	6,363,401	23
2180	Accounts payable - related parties	7	20,881	-	22,366	-	12,409	-
2200	Other payables	6(11)	1,301,729	3	1,112,753	3	853,528	3
2230	Current tax liabilities		466,179	1	390,985	1	173,703	1
2280	Current lease liabilities	7	493,015	1	236,604	1	146,794	-
2320	Long-term liabilities, current portion	6(12)(13)	2,412	-	644,880	2	-	-
2399	Other current liabilities		65,381	-	56,775	-	71,612	-
21XX	Total current liabilities		30,223,059	65	23,946,207	67	17,612,523	63
Non-current liabilities								
2530	Bonds payable	6(12)	2,391,712	5	-	-	885,747	3
2540	Long-term borrowings	6(13)	217,588	-	200,000	1	200,000	1
2570	Deferred tax liabilities	6(23)	365,268	1	283,781	1	143,168	-
2580	Non-current lease liabilities	7	2,117,874	5	1,396,335	4	1,098,869	4
2640	Net defined benefit liability - non-current	6(14)	139,087	-	138,106	-	163,688	1
2670	Other non-current liabilities	6(6)	6,077	-	4,710	-	3,145	-
25XX	Total non-current liabilities		5,237,606	11	2,022,932	6	2,494,617	9
2XXX	Total Liabilities		35,460,665	76	25,969,139	73	20,107,140	72
Equity								
	Share capital	6(16)						
3110	Ordinary shares		2,013,154	4	1,950,284	6	1,927,562	7
	Capital surplus	6(15)(17)						
3200	Capital surplus		2,498,186	5	1,787,330	5	1,562,207	6
	Retained earnings	6(18)						
3310	Legal reserve		1,310,579	3	1,087,737	3	932,127	3
3320	Special reserve		182,589	-	256,244	1	167,098	1
3350	Unappropriated retained earnings		5,365,203	12	4,461,219	13	3,340,475	12
	Other equity interest							
3400	Other equity interest		(226,430)	-	(182,589)	(1)	(256,244)	(1)
31XX	Total equity attributable to owners of parent		11,143,281	24	9,360,225	27	7,673,225	28
36XX	Non-controlling interests	4(3)	92,758	-	125,923	-	129,583	-
3XXX	Total Equity		11,236,039	24	9,486,148	27	7,802,808	28
	Significant contingent liabilities and unrecognized contract commitments	9						
	Significant events after the balance sheet date	11						
3X2X	Total Liabilities and Equity		\$ 46,696,704	100	\$ 35,455,287	100	\$ 27,909,948	100

The accompanying notes are an integral part of these consolidated financial statements.

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

Items	Notes	Year ended December 31,			
		2023		2022 (adjusted)	
		AMOUNT	%	AMOUNT	%
4000 Operating Revenue	6(19) and 7	\$ 56,279,732	100	\$ 50,366,704	100
5000 Operating Costs	6(5)(22) and 7	(51,032,096)	(91)	(44,980,634)	(89)
5900 Gross Profit		<u>5,247,636</u>	<u>9</u>	<u>5,386,070</u>	<u>11</u>
Operating Expenses	6(22)				
6100 Sales and marketing expenses		(814,807)	(1)	(749,202)	(1)
6200 General and administrative expenses		(1,546,579)	(3)	(1,317,772)	(3)
6300 Research and development expenses		(284,759)	(1)	(277,870)	(1)
6450 Expected credit loss	12(2)	(167,117)	-	(174,976)	-
6000 Total operating expenses		<u>(2,813,262)</u>	<u>(5)</u>	<u>(2,519,820)</u>	<u>(5)</u>
6900 Operating Profit		<u>2,434,374</u>	<u>4</u>	<u>2,866,250</u>	<u>6</u>
Non-operating Income and Expenses					
7100 Interest income		94,130	-	25,255	-
7010 Other income	6(20)	120,212	-	81,890	-
7020 Other gains and losses	6(2)(21)	525,158	1	111,642	-
7050 Finance costs	7	(341,758)	-	(95,985)	-
7060 Share of profit of associates and joint ventures accounted for using equity method	6(6)	<u>5,044</u>	<u>-</u>	<u>7,386</u>	<u>-</u>
7000 Total non-operating income and expenses		<u>402,786</u>	<u>1</u>	<u>130,188</u>	<u>-</u>
7900 Profit before Income Tax		<u>2,837,160</u>	<u>5</u>	<u>2,996,438</u>	<u>6</u>
7950 Income tax expense	6(23)	(735,931)	(1)	(842,153)	(2)
8200 Net Income		<u>\$ 2,101,229</u>	<u>4</u>	<u>\$ 2,154,285</u>	<u>4</u>

(Continued)

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

Items	Notes	Year ended December 31,			
		2023		2022 (adjusted)	
		AMOUNT	%	AMOUNT	%
Other Comprehensive Income					
Components of other comprehensive income that will not be reclassified to profit or loss					
8311 (Loss) gain on remeasurements of defined benefit plan	6(14)	(\$ 3,564)	-	\$ 22,145	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(23)	713	-	(4,429)	-
Components of other comprehensive income that will be reclassified to profit or loss					
8361 Exchange differences on translation of foreign operations		(47,664)	-	91,858	-
8370 Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method	6(6)	(7,130)	-	553	-
8399 Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	6(23)	10,960	-	(18,414)	-
8360 Other comprehensive (loss) income that will be reclassified to profit or loss		(43,834)	-	73,997	-
8300 Other comprehensive (loss) income, net of tax		(\$ 46,685)	-	\$ 91,713	-
8500 Total Comprehensive Income		<u>\$ 2,054,544</u>	<u>4</u>	<u>\$ 2,245,998</u>	<u>4</u>
Profit (loss) attributable to:					
8610 Owners of the parent		\$ 2,161,833	4	\$ 2,215,187	4
8620 Non-controlling interests		(60,604)	-	(60,902)	-
Total		<u>\$ 2,101,229</u>	<u>4</u>	<u>\$ 2,154,285</u>	<u>4</u>
Comprehensive income (loss) attributable to:					
8710 Owners of the parent		\$ 2,115,141	4	\$ 2,306,558	4
8720 Non-controlling interests		(60,597)	-	(60,560)	-
Total		<u>\$ 2,054,544</u>	<u>4</u>	<u>\$ 2,245,998</u>	<u>4</u>
9750 Basic earnings per share (in dollars)	6(24)	<u>10.96</u>		<u>11.36</u>	
9850 Diluted earnings per share (in dollars)	6(24)	<u>10.47</u>		<u>10.89</u>	

The accompanying notes are an integral part of these consolidated financial statements.

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent									
		Capital Reserves			Retained Earnings						
Notes		Share capital - ordinary shares	Capital Surplus - share premium	Capital Surplus - others	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Total	Non-controlling interests	Total equity
Year ended December 31, 2022											
Balance at January 1, 2022		\$ 1,927,562	\$ 1,530,365	\$ 31,842	\$ 932,127	\$ 167,098	\$ 3,339,807	(\$ 256,244)	\$ 7,672,557	\$ 129,583	\$ 7,802,140
Effects of retrospective application and retrospective restatement		-	-	-	-	-	668	-	668	-	668
Balance at January 1 after adjustments		1,927,562	1,530,365	31,842	932,127	167,098	3,340,475	(256,244)	7,673,225	129,583	7,802,808
Profit (loss) for the year		-	-	-	-	-	2,215,187	-	2,215,187	(60,902)	2,154,285
Other comprehensive income for the year		-	-	-	-	-	17,716	73,655	91,371	342	91,713
Total comprehensive income (loss)		-	-	-	-	-	2,232,903	73,655	2,306,558	(60,560)	2,245,998
Appropriations and distribution of 2021 retained earnings: 6(18)											
Legal reserve		-	-	-	155,610	-	(155,610)	-	-	-	-
Special reserve		-	-	-	-	89,146	(89,146)	-	-	-	-
Cash dividends		-	-	-	-	-	(867,403)	-	(867,403)	-	(867,403)
Share-based payment 6(15)		-	-	-	-	-	-	-	-	121	121
Changes in ownership interest in subsidiaries 6(17)		-	-	383	-	-	-	-	383	(383)	-
Conversion of convertible bonds 6(12)(16)(17)		22,722	232,010	(7,270)	-	-	-	-	247,462	-	247,462
Change in non-controlling interests		-	-	-	-	-	-	-	-	57,162	57,162
Balance at December 31, 2022		\$ 1,950,284	\$ 1,762,375	\$ 24,955	\$ 1,087,737	\$ 256,244	\$ 4,461,219	(\$ 182,589)	\$ 9,360,225	\$ 125,923	\$ 9,486,148
Year ended December 31, 2023											
Balance at January 1, 2023		\$ 1,950,284	\$ 1,762,375	\$ 24,955	\$ 1,087,737	\$ 256,244	\$ 4,461,219	(\$ 182,589)	\$ 9,360,225	\$ 125,923	\$ 9,486,148
Profit (loss) for the year		-	-	-	-	-	2,161,833	-	2,161,833	(60,604)	2,101,229
Other comprehensive income (loss)		-	-	-	-	-	(2,851)	(43,841)	(46,692)	7	(46,685)
Total comprehensive income (loss)		-	-	-	-	-	2,158,982	(43,841)	2,115,141	(60,597)	2,054,544
Appropriations and distribution of 2022 retained earnings: 6(18)											
Legal reserve		-	-	-	222,842	-	(222,842)	-	-	-	-
Special reserve		-	-	-	-	(73,655)	73,655	-	-	-	-
Cash dividends		-	-	-	-	-	(1,105,811)	-	(1,105,811)	-	(1,105,811)
Conversion of convertible bonds 6(12)(16)(17)		62,870	603,371	(18,762)	-	-	-	-	647,479	-	647,479
Due to recognition of equity component of convertible bonds issued 6(12)(17)		-	-	126,247	-	-	-	-	126,247	-	126,247
Change in non-controlling interests		-	-	-	-	-	-	-	-	27,432	27,432
Balance at December 31, 2023		\$ 2,013,154	\$ 2,365,746	\$ 132,440	\$ 1,310,579	\$ 182,589	\$ 5,365,203	(\$ 226,430)	\$ 11,143,281	\$ 92,758	\$ 11,236,039

The accompanying notes are an integral part of these consolidated financial statements.

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31,	
	Notes	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 2,837,160	\$ 2,996,438
Adjustments			
Adjustments to reconcile profit (loss)			
Net (gain) loss on financial assets at fair value through profit or loss	6(2)(21)	(491,654)	154,730
Expected credit loss	12(2)	167,117	174,976
Share of loss of associates and joint ventures accounted for using equity method	6(6)	(5,044)	(7,386)
Depreciation	6(7)(8)(22)	634,300	422,584
Amortization	6(22)	35,717	30,739
Gain on disposal of property, plant and equipment	6(21)	(25,337)	(27,343)
Impairment of non-financial assets	6(7)(9)(21)	-	12,509
Compensation cost of share-based payments	6(15)(22)	-	121
(Gain) loss on lease modification	6(8)	(408)	133
Interest income	(	94,130)	(25,255)
Interest expense		341,758	95,985
Dividend income	6(20)	(27,694)	(15,354)
Changes in operating assets and liabilities			
Changes in operating assets			
Contract assets – current	(	4,470,950)	(549,207)
Notes receivable, net	(	142,685)	23,673
Notes receivable – related parties, net		60	(45)
Accounts receivable, net	(	2,539,015)	(1,564,144)
Accounts receivable – related parties, net		60,976	30,386
Other receivables	(	18,978)	5,964
Inventories	(	1,193,162)	(2,696,656)
Prepayments	(	597,448)	(394,935)
Other current assets		68,386	(120,257)
Changes in operating liabilities			
Contract liabilities – current		2,921,719	2,204,505
Notes payable	(	419,007)	438,028
Notes payable – related parties		3,848	(7,731)
Accounts payable	(	400,128)	647,086
Accounts payable – related parties	(	1,485)	9,957
Other payables		186,664	237,839
Other current liabilities		8,606	(14,838)
Other non-current liabilities	(	2,583)	(3,436)
Cash (outflow) inflow generated from operations	(	3,163,397)	2,059,066
Interest received		94,308	25,022
Dividends received		27,694	15,354
Interest paid	(	314,731)	(85,702)
Income tax paid	(	818,140)	(618,670)
Net cash flows (used in) from operating activities	(	4,174,266)	1,395,070

(Continued)

MARKETECH INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31, 2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through profit or loss		(\$ 233,213)	(\$ 67,465)
Proceeds from disposal of financial assets at fair value through profit or loss		31,522	317,914
Proceeds from capital reduction of financial assets at fair value through profit or loss		-	455
Acquisition of financial assets at amortized cost		(24,306)	(11,580)
Proceeds from disposal of financial assets at amortized cost		25,195	38,119
Acquisition of investments accounted for using equity method		(56,840)	(19,200)
Acquisition of property, plant and equipment	6(7)	(234,765)	(371,971)
Proceeds from disposal of property, plant and equipment	6(7)	318	77,295
Acquisition of right-of-use assets		(7,663)	(1,260)
Acquisition of intangible assets		(23,738)	(33,013)
(Increase) decrease in refundable deposits		(7,042)	24,795
(Increase) decrease in other non-current assets		(32,112)	27,813
Dividends received		3,868	-
Net cash flows used in investing activities		(558,776)	(18,098)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(26)	4,381,214	1,772,058
Increase in long-term borrowings	6(26)	20,000	-
Proceeds from issuance of bonds	6(12)(26)	2,495,000	-
Repayments of bonds	6(12)(26)	(1,600)	-
Repayments of lease principal	6(8)(26)	(253,374)	(170,224)
Increase in guarantee deposits received		963	-
Cash dividends paid	6(18)	(1,105,811)	(867,403)
Changes in non-controlling interests		27,432	57,162
Net cash flows from financing activities		5,563,824	791,593
Effect of exchange rate changes on cash and cash equivalents		(101,993)	125,077
Net increase in cash and cash equivalents		728,789	2,293,642
Cash and cash equivalents at beginning of year	6(1)	6,481,297	4,187,655
Cash and cash equivalents at end of year	6(1)	\$ 7,210,086	\$ 6,481,297

The accompanying notes are an integral part of these consolidated financial statements.

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

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

Opinion

We have audited the accompanying parent company only balance sheets of Marketech International Corp. (the "Company") as at December 31, 2023 and 2022, and the parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers".

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants" and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the parent company only financial statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters on the parent company only financial statements for the year ended December 31, 2023 were as follows:

Recognition of construction contract revenue

Description

Refer to Note 4(26) for accounting policy on construction contract revenue, Note 5(2) for the details of uncertainty of construction contract accounting estimation and assumptions, and Notes 6(16) and 6(4) for details of construction contract revenue and construction contract cost.

The Company recognized revenue and profit by using the percentage of completion method. This method is also being used to calculate the cost for each contract at year-end. Management will re-evaluate the cost if the budget had increased or decreased, and depending on the cost after adjustment, the percentage of completion will be recalculated. The construction contract revenue may be affected by the appropriateness of determination of cost and estimated cost. Thus, we considered this as one of the key audit matters.

How our audit addressed the matter

Our audit procedures performed in the Company and its subsidiaries (recognized as investments accounted for under equity method) for the above matter are as follows:

- A. Obtained an understanding of the management's control system and determined whether the contract had been created or significantly changed with respect to estimated cost.
- B. Obtained the newly added construction contracts list for this fiscal year, and checked whether the total contract price is equal to the amount being used to calculate construction contract revenue. Ascertained whether any additional construction supplements can be traced back to supplementary contracts.
- C. Checked the significant newly added construction projects, sample tested the construction costs incurred, estimation sheets and subcontract plans, and ascertained whether these have been approved appropriately by the management.
- D. Checked the significant changes in the estimation of construction cost, and ascertained whether the revised plan had been approved by the management.
- E. Obtained the billing details and selected samples of related vouchers by using statistical procedure to check the correctness of input cost in engineering reports and confirmed whether the current input costs have been accounted for appropriately.

Valuation of inventories

Description

Refer to Note 4(10) for description of accounting policy on inventory valuation, Note 5(2) for accounting estimates and assumption uncertainty in relation to inventory valuation, and Note 6(4) for details of inventory.

The Company is primarily engaged in the import and export trading business, which include integrated circuit, electronic equipment, as well as materials and components used in electronic equipment. Due to the rapid technological changes, the semiconductor equipment industry has become more and more competitive, and the product price frequently changes. Therefore, the Company is now exposed to risk on inventory valuation loss and slow-moving inventory. Inventories are stated at the lower of cost or net realizable value, and the specific identification method is used to estimate the allowance for inventory valuation loss on slow-moving inventories.

The base stock of inventories is based on assumptions of future demand and development plan. Due to the large quantity of inventories for sale, and since the amounts involved are significant, the determination of net realizable value for obsolete or slow-moving inventory involves subjective judgement resulting in high degree of estimation uncertainty. As a result of the high uncertainties in these estimates, we considered this as one of the key audit matters.

How our audit addressed the matter

Our audit procedures performed in the Company and its subsidiaries (recognized as investments accounted for under equity method) for the above matter are as follows:

- A. Assessed the policy on allowance for inventory valuation loss based on our understanding of the operations and industry of the Company.
- B. Tested whether the basis of market value used in calculating the net realizable value of inventory is consistent with the policy of the Company and validated selling prices of selected samples of respective inventory and their accuracy of net realizable value calculation.
- C. Acquired management's individually identified out-of-date inventory list, inspected the related supporting documents and ascertained proper recognition in the financial statements.

Valuation of loss allowance for accounts receivable

Description

Refer to Notes 4(7) and (8) for accounting policy on accounts receivable, Note 5(2) for accounting estimates and assumption uncertainty in relation to loss allowance for accounts receivable, and Note 6(3) for the details of accounts receivable.

The Company assesses impairment of accounts receivable in accordance with IFRS 9, 'Financial instruments'. The Company first classified accounts receivable into two categories, namely, sales and construction, and are then subdivided as to whether the receivable accounts are subject to individual assessment or Company assessment. For accounts receivable subject to group assessment, the Company referred to the historical loss rates and used the forecastability to estimate expected credit loss in order to assess the unrecoverable amounts. For accounts receivable subject to individual assessment, loss allowance is recognized on a case by case basis. The estimation of the above expected credit loss is affected by various factors, such as customers' financial conditions, historical transaction records and current economic conditions, etc. Therefore, the relevant supporting documents related to management's judgment are determined to be areas of focus for this year's audit.

As the valuation of allowance for uncollectible accounts receivable involved management's subjective judgement and the valuation amount was material to the financial statements, we considered the valuation of allowance for uncollectible accounts as one of the key audit matters.

How our audit addressed the matter

Our audit procedures performed in the Company and its subsidiaries (recognized as investments accounted for under equity method) for the above matter are as follows:

- A. Obtained an understanding of the process which management used to evaluate the collectability of accounts receivable.
- B. Ensured that the classification of impairment for a group of accounts receivable is appropriate and in accordance with the Company's accounting policy.
- C. Checked the details of significant impairment recognized by the management against the supporting documents to verify appropriateness.
- D. Verified the subsequent collection details of significant accounts receivable.
- E. Obtained the details of significant accounts receivable which have not yet been collected at year end, and re-evaluated the appropriateness.

Responsibilities of management and those charged with governance for the parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company’s financial reporting process.

Auditors’ responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit, and for forming an audit opinion on the parent company only financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

SUNG-TSE WANG

Lin, Chun-Yao

For and on Behalf of PricewaterhouseCoopers, Taiwan

February 19, 2024

The accompanying parent company only 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 parent company only financial statements and independent auditors' report 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.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023, DECEMBER 31, 2022 AND JANUARY 1, 2022
(Expressed in thousands of New Taiwan dollars)

			December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
Assets								
Current assets								
1100	Cash and cash equivalents	6(1)	\$ 2,771,744	8	\$ 2,643,998	9	\$ 1,446,152	6
1110	Financial assets at fair value	6(2)						
	through profit or loss - current		164,696	-	103,087	-	175,306	
1140	Current contract assets	6(16) and 7	7,005,580	21	7,019,760	25	7,556,616	33
1150	Notes receivable, net	6(3)	10,468	-	4,511	-	4,436	-
1160	Notes receivable due from	6(3) and 7						
	related parties, net		98	-	95	-	92	-
1170	Accounts receivable, net	6(3)	5,513,142	17	3,884,234	14	3,072,904	13
1180	Accounts receivable - related	6(3) and 7						
	parties, net		110,765	-	77,218	-	71,163	-
1200	Other receivables		15,525	-	10,864	-	195,048	1
1210	Other receivables - related	7						
	parties		630,621	2	192,012	1	180,450	1
130X	Inventories, net	6(4)	6,255,155	19	5,414,646	19	3,015,240	13
1410	Prepayments		857,542	3	775,466	3	723,366	3
1470	Other current assets	8	187,032	1	125,168	1	94,864	1
11XX	Total current assets		23,522,368	71	20,251,059	72	16,535,637	72
Non-current assets								
1510	Financial assets at fair value	6(2)						
	through profit or loss - non-current		1,224,900	4	653,075	2	802,715	3
1550	Investments accounted for	6(5) and 7						
	using equity method		4,388,230	13	3,791,422	14	2,548,138	11
1600	Property, plant and equipment, net	6(6) and 7	2,096,066	6	2,078,508	7	1,979,380	9
1755	Right-of-use assets	6(7)	1,445,586	5	1,041,981	4	962,581	4
1780	Intangible assets	7	71,455	-	77,464	-	75,746	-
1840	Deferred tax assets	6(20)	207,583	1	185,037	1	157,800	1
1900	Other non-current assets	8	49,472	-	49,396	-	49,152	-
15XX	Total non-current assets		9,483,292	29	7,876,883	28	6,575,512	28
1XXX	Total Assets		\$ 33,005,660	100	\$ 28,127,942	100	\$ 23,111,149	100

(Continued)

MARKETECH INTERNATIONAL CORP.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023, DECEMBER 31, 2022 AND JANUARY 1, 2022
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
	Current liabilities							
2100	Short-term borrowings	6(8)	\$ 6,100,000	19	\$ 5,100,000	18	\$ 3,345,000	15
2130	Current contract liabilities	6(16)	4,633,463	14	3,841,452	14	2,680,786	12
2150	Notes payable		1,741,753	5	2,165,239	8	1,719,791	7
2160	Notes payable - related parties	7	32,438	-	2,809	-	14,724	-
2170	Accounts payable		3,731,922	11	4,215,684	15	4,411,499	19
2180	Accounts payable - related parties	7	93,636	-	28,310	-	45,333	-
2200	Other payables	6(9)	756,572	2	851,657	3	639,993	3
2230	Current tax liabilities		378,442	1	310,980	1	154,008	1
2280	Current lease liabilities		129,513	1	108,365	1	78,737	-
2320	Long-term liabilities, current portion	6(10)	-	-	644,880	2	-	-
2399	Other current liabilities		59,994	-	50,280	-	66,609	-
21XX	Total current liabilities		<u>17,657,733</u>	<u>53</u>	<u>17,319,656</u>	<u>62</u>	<u>13,156,480</u>	<u>57</u>
	Non-current liabilities							
2530	Bonds payable	6(10)	2,391,712	7	-	-	885,747	4
2540	Long-term borrowings	6(11)	200,000	1	200,000	1	200,000	1
2570	Deferred tax liabilities	6(20)	134,401	-	160,698	1	94,422	-
2580	Non-current lease liabilities		1,333,954	4	945,831	3	894,340	4
2640	Net defined benefit liability - non-current	6(12)	139,087	1	138,106	-	163,688	1
2670	Other non-current liabilities	6(5)	5,492	-	3,426	-	43,247	-
25XX	Total non-current liabilities		<u>4,204,646</u>	<u>13</u>	<u>1,448,061</u>	<u>5</u>	<u>2,281,444</u>	<u>10</u>
2XXX	Total Liabilities		<u>21,862,379</u>	<u>66</u>	<u>18,767,717</u>	<u>67</u>	<u>15,437,924</u>	<u>67</u>
	Equity							
	Share capital	6(13)						
3110	Ordinary shares		2,013,154	6	1,950,284	7	1,927,562	8
	Capital surplus	6(14)						
3200	Capital surplus		2,498,186	8	1,787,330	6	1,562,207	7
	Retained earnings	6(15)						
3310	Legal reserve		1,310,579	4	1,087,737	4	932,127	4
3320	Special reserve		182,589	1	256,244	1	167,098	1
3350	Unappropriated retained earnings		5,365,203	16	4,461,219	16	3,340,475	14
	Other equity interest							
3400	Other equity interest		(226,430)	(1)	(182,589)	(1)	(256,244)	(1)
3XXX	Total Equity		<u>11,143,281</u>	<u>34</u>	<u>9,360,225</u>	<u>33</u>	<u>7,673,225</u>	<u>33</u>
	Significant contingent liabilities and unrecognized contract commitments	7 and 9						
	Significant events after the balance sheet date	11						
3X2X	Total Liabilities and Equity		<u>\$ 33,005,660</u>	<u>100</u>	<u>\$ 28,127,942</u>	<u>100</u>	<u>\$ 23,111,149</u>	<u>100</u>

The accompanying notes are an integral part of these parent company only financial statements.

MARKETECH INTERNATIONAL CORP.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

		Year ended December 31,			
Items	Notes	2023		2022 (adjusted)	
		AMOUNT	%	AMOUNT	%
4000 Operating Revenue	6(16) and 7	\$ 28,394,864	100	\$ 30,201,152	100
5000 Operating Costs	6(4)(19) and 7	(24,774,033)	(87)	(27,030,316)	(90)
5900 Gross Profit		<u>3,620,831</u>	<u>13</u>	<u>3,170,836</u>	<u>10</u>
Operating Expenses	6(19) and 7				
6100 Sales and marketing expenses		(434,063)	(2)	(426,109)	(1)
6200 General and administrative expenses		(946,695)	(3)	(894,742)	(3)
6300 Research and development expenses		(253,237)	(1)	(235,146)	(1)
6450 Expected credit loss	12(2)	(33,047)	-	(80,541)	-
6000 Total operating expenses		(1,667,042)	(6)	(1,636,538)	(5)
6900 Operating Profit		<u>1,953,789</u>	<u>7</u>	<u>1,534,298</u>	<u>5</u>
Non-operating Income and Expenses					
7100 Interest income	7	49,388	-	15,344	-
7010 Other income	6(17) and 7	162,777	1	105,046	-
7020 Other gains and losses	6(2)(18)	510,386	2	122,451	1
7050 Finance costs		(143,014)	(1)	(69,674)	-
7070 Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)	<u>80,115</u>	<u>-</u>	<u>941,183</u>	<u>3</u>
7000 Total non-operating income and expenses		<u>659,652</u>	<u>2</u>	<u>1,114,350</u>	<u>4</u>
7900 Profit before Income Tax		<u>2,613,441</u>	<u>9</u>	<u>2,648,648</u>	<u>9</u>
7950 Income tax expense	6(20)	(451,608)	(2)	(433,461)	(1)
8200 Net Income		<u>\$ 2,161,833</u>	<u>7</u>	<u>\$ 2,215,187</u>	<u>8</u>
Other Comprehensive Income (Loss)					
Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8311 Gain (loss) on remeasurements of defined benefit plan	6(12)	(\$ 3,564)	-	\$ 22,145	-
8349 Income tax related to components of other comprehensive income (loss) that will not be reclassified to profit or loss	6(20)	<u>713</u>	<u>-</u>	<u>(4,429)</u>	<u>-</u>
8310 Other comprehensive (loss) income that will not be reclassified to profit or loss		(2,851)	-	<u>17,716</u>	<u>-</u>
Components of other comprehensive income (loss) that will be reclassified to profit or loss					
8361 Exchange differences on translation of foreign operations		(47,663)	-	91,516	-
8380 Share of other comprehensive (loss) income of associates and joint ventures accounted for using equity method	6(5)	(7,138)	-	553	-
8399 Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	6(20)	<u>10,960</u>	<u>-</u>	<u>(18,414)</u>	<u>-</u>
8360 Other comprehensive (loss) income that will be reclassified to profit or loss		(43,841)	-	<u>73,655</u>	<u>-</u>
8300 Other comprehensive (loss) income, net of tax		(\$ 46,692)	-	<u>\$ 91,371</u>	<u>-</u>
8500 Total Comprehensive Income		<u>\$ 2,115,141</u>	<u>7</u>	<u>\$ 2,306,558</u>	<u>8</u>
9750 Basic earnings per share (in dollars)	6(21)	<u>\$ 10.96</u>		<u>\$ 11.36</u>	
9850 Diluted earnings per share (in dollars)	6(21)	<u>\$ 10.47</u>		<u>\$ 10.89</u>	

The accompanying notes are an integral part of these parent company only financial statements.

MARKETECH INTERNATIONAL CORP.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Capital Reserves			Retained Earnings				
	Notes	Share capital - ordinary shares	Capital surplus - share premium	Capital Surplus - others	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statement translation differences of foreign operations	Total equity
<u>Year ended December 31, 2022</u>									
	Balance at January 1, 2022	\$ 1,927,562	\$ 1,530,365	\$ 31,842	\$ 932,127	\$ 167,098	\$ 3,339,807	(\$ 256,244)	\$ 7,672,557
	Effect of retrospective application and retrospective restatement	-	-	-	-	-	668	-	668
	Balance at January 1 after adjustments	1,927,562	1,530,365	31,842	932,127	167,098	3,340,475	(256,244)	7,673,225
	Profit for the year	-	-	-	-	-	2,215,187	-	2,215,187
	Other comprehensive income for the year	-	-	-	-	-	17,716	73,655	91,371
	Total comprehensive income	-	-	-	-	-	2,232,903	73,655	2,306,558
	Appropriations and distribution of earnings for 2021 6(15)								
	Legal reserve	-	-	-	155,610	-	(155,610)	-	-
	Special reserve	-	-	-	-	89,146	(89,146)	-	-
	Cash dividends	-	-	-	-	-	(867,403)	-	(867,403)
	Changes in ownership interest in subsidiaries 6(14)	-	-	383	-	-	-	-	383
	Conversion of convertible bonds 6(10)(13)(14)(22)	22,722	232,010	(7,270)	-	-	-	-	247,462
	Balance at December 31, 2022	<u>\$ 1,950,284</u>	<u>\$ 1,762,375</u>	<u>\$ 24,955</u>	<u>\$ 1,087,737</u>	<u>\$ 256,244</u>	<u>\$ 4,461,219</u>	<u>(\$ 182,589)</u>	<u>\$ 9,360,225</u>
<u>Year ended December 31, 2023</u>									
	Balance at January 1, 2023	\$ 1,950,284	\$ 1,762,375	\$ 24,955	\$ 1,087,737	\$ 256,244	\$ 4,461,219	(\$ 182,589)	\$ 9,360,225
	Profit for the year	-	-	-	-	-	2,161,833	-	2,161,833
	Other comprehensive loss for the year	-	-	-	-	-	(2,851)	(43,841)	(46,692)
	Total comprehensive income (loss)	-	-	-	-	-	2,158,982	(43,841)	2,115,141
	Appropriations and distribution of earnings for 2022 6(15)								
	Legal reserve	-	-	-	222,842	-	(222,842)	-	-
	Special reserve	-	-	-	-	(73,655)	73,655	-	-
	Cash dividends	-	-	-	-	-	(1,105,811)	-	(1,105,811)
	Conversion of convertible bonds 6(10)(13)(14)(22)	62,870	603,371	(18,762)	-	-	-	-	647,479
	Due to recognition of equity component of convertible bonds issued 6(10)(14)	-	-	126,247	-	-	-	-	126,247
	Balance at December 31, 2023	<u>\$ 2,013,154</u>	<u>\$ 2,365,746</u>	<u>\$ 132,440</u>	<u>\$ 1,310,579</u>	<u>\$ 182,589</u>	<u>\$ 5,365,203</u>	<u>(\$ 226,430)</u>	<u>\$ 11,143,281</u>

The accompanying notes are an integral part of these parent company only financial statements.

MARKETECH INTERNATIONAL CORP.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31,	
		2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 2,613,441	\$ 2,648,648
Adjustments			
Adjustments to reconcile profit (loss)			
Net (gain) loss on financial assets or liabilities at fair value through profit or loss	6(2)(18)	(491,654)	154,730
Expected credit loss	12(2)	33,047	80,541
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)	(80,115)	(941,183)
Depreciation	6(6)(7)(19)	311,381	261,407
Amortization	6(19)	28,582	24,519
(Gain) loss on disposal of property, plant and equipment	6(6)(18)	(32)	139
(Gain) loss on lease modification	6(7)(18)	(7)	211
Interest income	7	(49,388)	(15,344)
Interest expense		143,014	69,674
Dividend income	6(17)	(27,694)	(15,354)
Changes in operating assets and liabilities			
Changes in operating assets			
Current contract assets		14,180	536,856
Notes receivable, net		(5,957)	(75)
Notes receivable - related parties, net		(3)	(3)
Accounts receivable, net		(1,661,956)	(891,871)
Accounts receivable - related parties, net		(33,547)	(6,055)
Other receivables		2,368	(14,052)
Other receivables - related parties, net		(3,515)	11,562
Inventories, net		(840,509)	(2,399,406)
Prepayments		(82,076)	(52,100)
Other current assets		(10,103)	(96,800)
Changes in operating liabilities			
Current contract liabilities		792,011	1,160,666
Notes payable		(423,486)	445,448
Notes payable - related parties		29,629	(11,915)
Accounts payable		(425,845)	(195,815)
Accounts payable - related parties		65,326	(17,023)
Other payables		(149,709)	212,920
Other current liabilities		9,714	(16,329)
Other non-current liabilities		(2,583)	(3,437)
Cash (outflow) inflow generated from operations		(245,486)	930,559
Interest received		49,388	15,344
Dividends received		27,694	15,354
Interest paid		(120,397)	(64,336)
Income tax paid		(421,316)	(260,293)
Net cash flows (used in) from operating activities		(710,117)	636,628

(Continued)

MARKETECH INTERNATIONAL CORP.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31,	
		2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through profit or loss		(\$ 233,213)	(\$ 67,465)
Proceeds from disposal of financial assets at fair value through profit or loss		31,522	317,914
Proceeds from capital reduction of financial assets at fair value through profit or loss		-	455
Increase in other receivables – related parties		(442,124)	(8,664)
Acquisition of investments accounted for using equity method – non-subsidiaries	7	(56,840)	(19,200)
Acquisition of investments accounted for using equity method – subsidiaries	7	(754,875)	(259,386)
Proceeds from capital reduction of investments accounted for using equity method		-	29,118
Acquisition of property, plant and equipment	6(6)	(211,020)	(276,941)
Proceeds from disposal of property, plant and equipment	6(6)	44	46
Acquisition of right-of-use assets		(426)	(663)
Acquisition of intangible assets		(22,573)	(26,237)
(Increase) decrease in refundable deposits		(50,735)	67,556
Increase in other non-current assets		(1,100)	(1,304)
Dividends received		302,484	-
Net cash flows used in investing activities		(1,438,856)	(244,771)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(23)	1,000,000	1,755,000
Increase in guarantee deposits received		963	-
Repayments of lease principal	6(7)(23)	(111,833)	(81,608)
Proceeds from issuance of bonds	6(10)(23)	2,495,000	-
Cash dividends paid	6(15)	(1,105,811)	(867,403)
Repayments of bonds	6(10)(23)	(1,600)	-
Net cash flows from financing activities		2,276,719	805,989
Net increase in cash and cash equivalents		127,746	1,197,846
Cash and cash equivalents at beginning of year	6(1)	2,643,998	1,446,152
Cash and cash equivalents at end of year	6(1)	<u>\$ 2,771,744</u>	<u>\$ 2,643,998</u>

The accompanying notes are an integral part of these parent company only financial statements.

【Annex 3: 2023 Audit Committee Audit Report】

Marketch International Corp.

Audit Committee's Review Report

To: The 2024 Annual General Shareholders' Meeting of Marketch International Corp.

We, as the Audit Committee of MIC Group, have reviewed the 2023 Business Report, Financial Statements and Earnings Distribution Proposal submitted by the Board of Directors. The 2023 Financial Statements were audited by Independent Accountant Wang, Sung-Tse and Lin, Chun-Yao of PricewaterhouseCoopers (PwC), and are supported with an audit report issued by PwC. The aforementioned information have been reviewed by the Audit Committee and are deemed to be free of discrepancies. The 2023 Business Report, Financial Statements and Earnings Distribution Proposal are hereby submitted to you according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely yours,

Chairperson of Audit Committee: Lin, Hsiao-Min

February 19, 2024

【Annex 4: Provision of Endorsements and Guarantees to External Parties in 2023】

Marketch International Corp. and Subsidiaries Endorsements and Guarantees to External Parties For the year ended December 31, 2023

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							
Marketch International Corp.	Marketch Integrated Pte Ltd.	Note 1(2)	100%	5,571,641	158,733	79,487	54,986	11,143,281	Signed contract for joint guarantee to provide financing guarantee
Marketch International Corp.	MIC-Tech (Shanghai) Corp.	Note 1(2)	100%	5,571,641	627,075	560,379	-	11,143,281	Provided promissory note as financing guarantee
Marketch International Corp.	MIC-Tech (WuXi) Co., Ltd..	Note 1(2)	100%	5,571,641	320,534	304,120	175,019	11,143,281	Provided promissory note as financing guarantee
Marketch International Corp.	MIC-Tech Electronics Engineering Corp.	Note 1(2)	100%	5,571,641	4,289,985	2,636,356	1,586,397	11,143,281	Provided promissory note as financing guarantee and signed joint guarantee contract
Marketch International Corp.	Shanghai Maohua Electronics Engineering Co.,Ltd.	Note 1(2)	87%	5,571,641	163,875	32,580	14,722	11,143,281	Signed joint guarantee contract
Marketch International Corp.	Marketch International Sdn. Bhd.	Note 1(2)	100%	5,571,641	125,020	122,820	17,932	11,143,281	Provided Standby Letter of Credit as bank facility guarantee
Marketch International Corp.	eZoom Information, Inc.	Note 1(2)	100%	5,571,641	155,000	70,000	14,356	11,143,281	Provided promissory note as financing guarantee

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.	Te Chang Construction Co., LTD.,	Note 1(5)	0%	5,571,641	88,418	21,854	21,854	11,143,281	Provide bank guarantee letter for joint guarantee
Marketech International Corp.	Marketech International Corporation USA	Note 1(2)	100%	5,571,641	2,166,242	1,850,529	1,817,662	11,143,281	Provided promissory note as financing guarantee and signed joint guarantee contract
Marketech International Corp.	MIC-Tech Viet Nam Co., Ltd.	Note 1(2)	100%	5,571,641	140,648	138,173	4,456	11,143,281	Provided promissory note as financing guarantee
MIC-Tech Electronics Engineering Corp.	Marketech International Corp.	Note 1(3)	0%	2,813,694	162,029	153,434	153,434	4,689,490	Signed joint guarantee contract
MIC-Tech Electronics Engineering Corp.	The Second Construction Co., Ltd. of China Electronics System Engineering	Note 1(5)	0%	2,813,694	1,132	1,102	1,102	4,689,490	Signed joint guarantee contract
MIC-Tech Electronics Engineering Corp.	MIC-Tech (Shanghai) Corp.	Note 1(4)	0%	2,813,694	102,990	97,527	97,527	4,689,490	Signed joint guarantee contract
MIC-Tech (Shanghai) Corp.	MIC-Tech Electronics Engineering Corp.	Note 1(4)	0%	2,892,531	306,805	300,213	300,213	4,820,885	Signed joint guarantee contract

Note 1:Relationship between the endorser/guarantor and the party being endorsed/guaranteed is classified into the following seven categories:

- (1) Having a business relationship.
- (2) Directly and indirectly owns more than 50% voting shares.
- (3) Directly and indirectly owns more than 50% voting shares.

- (4) Directly and indirectly owns more than 90% voting shares.
- (5) Mutual guarantee of the trade made by the endorsed/guaranteed company or joint contractor as required under the construction contract.
- (6) Due to joint venture, all shareholders provide endorsements/guarantees to the endorsed/guaranteed company in proportion to its ownership.
- (7) Joint guarantee of the performance guarantee for pre-sold home sales contract as required under the Consumer Protection Act.

Note 2: Limit on endorsements and guarantees stated in "Regulations Governing Loaning of Funds and Making of Endorsements/ Guarantees by Public Companies":

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.

Endorsement guarantees engaged in business relationship, the limit of endorsement guarantee for a single enterprise shall not exceed the total amount of business transactions between the two parties within the twelve-month period before the endorsement guarantee (the "business transaction amount" refers to the amount of purchases or sales between the two parties, whichever is higher)

For endorsements other than those mentioned in (1) and (2) above, limit on endorsement/guarantee to a single party is 50% of the Company's net assets.

The total amount of endorsement guarantees in (2) and (3) above shall not exceed the net value of the company.

- (5) The limit of endorsement guarantee by the company and its subsidiaries to a single enterprise shall not exceed the net value of the company; the total amount shall not exceed five times the net value of the company.

Note 3: Limit on endorsements and guarantees of the Group's subsidiary - MIC-Tech Electronics Engineering Corp. and MIC-Tech (Shanghai) Corp.

(1) In accordance with mutual guarantee requirement in the same industry or the common builders for contracting constructions, or provision of endorsements and guarantees for joint ventures from shareholders in proportion to shareholding ratio, limit on the total amount is 5 times of the net assets of the endorser/guarantor on endorsement/guarantee to a single party is three times of the net assets of the endorser/guarantor.

(2) Except for (1), the Group follows standards of endorsements and guarantees as below:

(2-1) Total amount:

(2-1-1) Limit on the accumulated endorsements and guarantees is 5 times of the net assets of the endorser/guarantor;

(2-1-2) Limit on endorsements and guarantees to a company of which the endorser company and the Company directly or indirectly holds 90%, should meet the requirement in (2-1-1) and may not exceed 10% of the ultimate parent's net assets.

(2-1-3) Total endorsements and guarantees of the endorser/guarantor and its subsidiaries are limited to 5 times of the net assets of the endorser/guarantor.

(2-2) Limit on endorsement/guarantee to a single party

(2-2-1) For the companies having business relationship with the endorser/guarantor and thus being provided endorsements/guarantees, limit on endorsements to a single party is the total value of business transactions within past 12 months. (the value of business transactions is the higher of purchase or sales)

(2-2-2) Limit on endorsement/guarantee to a single party who having business relationship with the Group is 3 times of the net assets of the endorser/guarantor.

Note 4: Fill in the year-to-date maximum outstanding balance of endorsements/guarantees provided as of the reporting period. (2023)

Note 5: The amount agreed by the Board of Directors until December 31, 2023. But the board of directors authorized the chairman of the board of directors to agree the amount in accordance with Article 12, Clause 8 of the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, which refer to amount determined by the chairman of the board of directors.

Note 6: Fill in the actual amount of endorsements/guarantees used by the endorsed/guaranteed company.

【Annex 5: Execution of the 4th and 5th Domestic Unsecured Convertible Bonds in 2023】

Marketch International Corp.

Report on the execution of the 4th Domestic Unsecured Convertible Bonds

1. Issuance of Corporate Bonds

Type of Corporate Bond	The 4 th Domestic Unsecured Convertible Bonds.
Date of Board of Directors Resolutions	September 30, 2020
Approval Reference Number from Financial Supervisory Commission	Official Letter of Jin-Guan-Zheng-Fa-Zhi No. 1090374130 issued on November 27, 2020.
Issuance Date	December 15, 2020
Denomination	NT\$100,000 per certificate
Offering Price	Par
Total Amount	NT\$1.5 billion
Coupon rate	0%
Term and Maturity Date	Term: Three Years Maturity Date: December 15, 2023
Redemption Methods	According to Clause 6 of the Issue and Conversion Regulations of the Company's 4th domestic unsecured convertible bond for 2020, except for the event where bond holders convert the bonds into common shares in accordance with Clause 10 or early redemption from the securities company's business office in accordance with Clause 18, cash is to be paid upon maturity for unconverted bonds.

2. Execution Status

The Company's 4th domestic unsecured convertible bonds was issued on December 11, 2020, and was completed in the fourth quarter of 2020 according to the scheduled schedule.

3. Conversion Status

The fourth domestic unsecured convertible bonds issued by the Company matured on December 15, 2023. 13,926,524 ordinary shares were converted with face value totalling NT\$1,498,400,000. The Company repayed investors in cash for the bonds not converted upon maturity (total face value is NT\$1,600,000).

Marketch International Corp.

Report on the execution of the 5th Domestic Unsecured Convertible Bonds

1. Issuance of Corporate Bonds

Type of Corporate Bond	The 5th Domestic Unsecured Convertible Bonds.
Date of Board of Directors Resolutions	March 17, 2023
Approval Reference Number from Financial Supervisory Commission	Official Letter of Jin-Guan-Zheng-Fa-Zhi No. 1120339091 issued on April 27, 2023.
Issuance Date	June 27, 2023
Denomination	NT\$100,000 per certificate
Offering Price	Par
Total Amount	NT\$2.5 billion
Coupon rate	0%
Term and Maturity Date	Term: Three Years Maturity Date: June 27, 2026
Redemption Methods	According to Clause 6 of the Issue and Conversion Regulations of the Company's 5th domestic unsecured convertible bonds for 2023, except for the event where bond holders convert the bonds into common shares in accordance with Clause 10 or early redemption from the securities company's business office in accordance with Clause 18, cash is to be paid upon maturity for unconverted bonds.
Outstanding principal	NT\$2,499,900 thousands (as at January 31, 2024)
Latest conversion price	NT\$140.2 (as at January 31, 2024)

2. Execution Status

The Company's 5th domestic unsecured convertible bonds was issued on June 21, 2023, and was completed in the second quarter of 2023 according to the scheduled schedule.

3. Conversion Status

As at January 31, 2024, the 5th domestic unsecured convertible corporate bonds issued by the Company totaled NT\$100,000 and 713 ordinary shares were converted.

【Annex 6: Ratification of 2023 Earnings Distribution】

Marketch International Corp.

Ratification of 2023 Earnings Distribution

Unit: NT\$

Beginning unappropriated retained earnings	\$3,201,074,284
Plus: Effect of retrospective application and retrospective restatement (Note 1)	5,146,371
Less: Adjusted retained earnings in 2023(Note 2)	<u>(2,851,310)</u>
Total	3,203,369,345
Plus: 2023 Profit (loss)	2,161,833,241
Less: Legal reserve	(216,412,830)
Less: Special reserve (Note 3)	<u>(43,841,696)</u>
Retained earning available for distribution	5,104,948,060
Distribution item(s): (Note 4)	
Shareholders' dividend – Cash dividends 6.00 / per share	<u>(1,207,892,622)</u>
Unappropriated retained earnings	<u>\$3,897,055,438</u>

Note 1: In 2023, adjustment for income taxes due to implementation of IFRS 12 were recorded to retained earnings.

Note 2: Relates to changes in actuarial assumptions for the defined benefit retirement plan..

Note 3: Per regulatory requirement of the Financial Supervisory Commission R.O.C (Taiwan) No. 1090150022 directive.

Note 4: The above profit distrubiton will be made first from 2023 profit.

Note 5: If the dividend rate set in this earnings distribution proposal is subsequently changed due to the conversion of the Company's 5th domestic unsecured convertible bond into common shares, it is hereby proposed to the shareholders to authorize the Chairman to make adjustments according to the resolution of the Board of Directors.

Note 6: The distributed cash dividend are calculated to the nearest New Taiwan dollar (any decimal amounts are omitted).

Chairman: Margaret Kao

President: Scott Lin

Accounting Director: Chung, Chi-Wen

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

“Articles of Incorporation”Amendement Comparison Table

Pre-Amended Article	Post-Amended Article	Explanations
<p>Article 9</p> <p>There shall be two types of shareholders’ meetings: (1) Annual General Meetings held once a year, and are convened by the Board of Directors in accordance with law within six months after the end of each fiscal year; within six months after closing of each fiscal year; (2) Extraordinary General Meetings convened when necessary and in accordance with law.</p>	<p>Article 9</p> <p>There shall be two types of shareholders’ meetings: (1) Annual General Meetings held once a year, and are convened by the Board of Directors in accordance with law within six months after the end of each fiscal year; within six months after closing of each fiscal year; (2) Extraordinary General Meetings convened when necessary and in accordance with law.</p> <p><u>Shareholders’ meetings may be held via video conference or other methods permitted by relevant government authorities.</u></p>	<p>Allow more flexibility in convening shareholder meetings.</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,</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,</p>	<p>Add admendment date.</p>

Pre-Amended Article	Post-Amended Article	Explanations
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. The 27 th amendment was made on May 31, 2016. The 28 th amendment was made on May 30, 2018. The 29th amendment was made on May 27, 2020.The 30th amendment was made on May 27,2022	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. The 27 th amendment was made on May 31, 2016. The 28 th amendment was made on May 30, 2018. The 29th amendment was made on May 27, 2020.The 30th amendment was made on May 27,2022. <u>The 31st amendment was made on May 27, 2024.</u>	

【Appendix 1: Articles of Incorporation】

Marketch International Corp. Articles of Incorporation (before amendment)

Approved by the Shareholders' Meeting on May 27, 2022

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:

F107170 Wholesale of Industrial Catalyst

F207170 Retail Sale of Industrial Catalyst

C801010 Basic Industrial Chemical Manufacturing

F107200 Wholesale of Chemistry Raw Material

F207200 Retail sale of Chemistry Raw Material

F113050 Wholesale of Computing and Business Machinery Equipment

F213030 Retail sale of Computing and Business Machinery Equipment

F119010 Wholesale of Electronic Materials

F219010 Retail Sale of Electronic Materials

F207060 Retail Sale of Virulence Chemical Materials

F107060 Wholesale of Virulence Chemical Substance

F207990 Retail Sale of Other Chemical Products

F113070 Wholesale of Telecom Instruments

F213060 Retail Sale of Telecom Instruments

F114030 Wholesale of Motor Vehicle Parts and Supplies

F214030 Retail Sale of Motor Vehicle Parts and Supplies

F213080 Retail Sale of Machinery and Equipment

F113020 Wholesale of Household Appliance

F213010 Retail Sale of Household Appliance

F110010 Wholesale of Clocks and Watches

F210010 Retail Sale of Watches and Clocks

F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and Fixtures

F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures

F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products

F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products

F109070	Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
F209060	Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
F102170	Wholesale of Food and Grocery
F203010	Retail sale of Food and Grocery
F108040	Wholesale of Cosmetics
F208040	Retail Sale of Cosmetics
F201010	Retail sale of Agricultural Products
EZ99990	Other Construction
IG03010	Energy Technical Services
CE01010	Precision Instruments Manufacturing
CB01010	Machinery and Equipment Manufacturing
F113010	Wholesale of Machinery
F113030	Wholesale of Precision Instruments
E602011	Frozen and Air-conditioning Engineering
I301010	Software Design Services
J101040	Waste Disposing
E599010	Pipe Lines Construction
E603010	Cables Construction
E603040	Fire Fighting Equipments Construction
E603050	Cybernation Equipments Construction
E603090	Illumination Equipments Construction
E603100	Electric Welding Construction
E604010	Machinery Installation Construction
E801030	Interior Light Rigid Frame Construction
EZ05010	Apparatus Installation Construction
F107990	Wholesale of Other Chemical Products
E502010	Fuel Pipe Construction
E603020	Elevator Construction
E605010	Computing Equipments Installation Construction
E701010	Telecommunications Construction
EZ02010	Derrick Construction
EZ06010	Traffic Labels Construction
EZ07010	Drilling Construction
F401010	International Trade
G801010	Warehousing and Storage
H701050	Public Works Construction and Investment
I103060	Management Consulting Services
JD01010	Industry and Commerce Credit Bureau Services
IF01010	Fire Fighting Equipments Overhauling
IZ06010	Cargoes Packaging

IZ12010 Manpower Services
 J101030 Waste Clearing
 J101050 Sanitary and Pollution Controlling Services
 J101060 Wastewater (Sewage) Treatment
 J101070 Radwaste Disposing Service
 E501011 Water Pipe Construction
 E601010 Electric Appliance Construction
 E103101 Environmental Protection Construction
 F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
 E103071 Underground Utilities Project Construction
 H701010 Residence and Buildings Lease Construction and Development
 H701020 Industrial Factory Buildings Lease Construction and Development
 H701040 Specialized Field Construction and Development
 H701060 New County and Community Construction and Investment
 H701070 Land Levy and Delimit
 H701080 Reconstruction within the renewal area
 H701090 Renovation, or maintenance within the renewal area
 CB01990 Other Machinery Manufacturing Not Elsewhere Classified
 E603080 Traffic Signals Construction
 E903010 Eroding and Rusting Construction
 EZ09010 Static Electricity Protecting and Clearing Construction
 E402010 Ballast and Mud Construction on Sea
 E401010 Dredge Engineering
 E503011 User's Drainage Facility Installation Contractor of Sewer System
 CF01011 Medical Materials and Equipment Manufacturing
 F108031 Wholesale of Drugs, Medical Goods
 F208031 Retail sale of Medical Equipments
 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\$3,000,000,000, divided into 300,000,000 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 or personal seals of the director representing the company, and shall be duly certified or 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 9 to 11 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, and a vice chairman through the same method. 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 reports at the end of each fiscal year:

1. Business report
2. Financial statements
3. Earnings distribution or offsetting of deficit relevant statements and reports.

Above statements and reports shall be submitted to regular shareholders' meeting and request for ratification

Article 19 Deleted

Article 20 If there is any surplus profit of the year, the Company shall firstly pay directors' remuneration, which shall not exceed 3%. Then 1% to 15% of the remaining amount shall then be paid as employees' remuneration.

However, if the Company has any left-over deficit, the amount to make up the deficit shall be reserved in advance.

Upon closing of accounts, if there is surplus profit, the Company shall firstly estimate and reserve the all taxes and dues, make up the losses for preceding years, set aside a legal reserve of 10% of the net profit and then set aside a special reserve in accordance with applicable laws or regulations of the competent authority. 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 legal reserve amounts reach to the total paid-in capital, this provision shall not apply.

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. The 27th amendment was made on May 31, 2016. The 28th amendment was made on May 30, 2018. The 29th amendment was made on May 27, 2020. The 30th amendment was made on May 27, 2021.

Marketch International Corp.

Chairman: Margaret Kao

【Appendix 2: Rules of Shareholders' Meeting】

Marketch International Corp.

Rules of Procedures for Shareholders' Meetings

Approved by the Shareholders' Meeting on June 15, 2007

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.

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.

The term "shareholder" in these Rules and Procedures refers to the shareholder in person or proxy appointed by the shareholder.

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.

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.

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.

The process of the Meeting shall be tape-recorded or videotaped and these tapes shall be preserved for at least one year.

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.

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.

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.

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.

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.

After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.

The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.

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.

During the Meeting, the chairman may, at his discretion, set time for intermission.

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 Section 3 of Article 157 and Section 2 of Article 179 of the Company Act.

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.

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.

Other unspecified matters in these Rules and Procedures shall be carried in accordance with the Company Act and other relevant regulations.

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: Directors' Shareholdings】

Marketch International Corp.

Directors' Shareholding

1. The Company's actual paid-in capital is NT\$2,013,154,370 with 201,315,437 common shares issued.
2. The company has elected four independent directors. Excluding the independent directors, all other directors collectively hold 8,052,617 common shares, in accordance to law. As the company has established an audit committee to replace the function of a supervisor, the minimum shareholding requirements for supervisors do not apply.
3. As at the book closure date for the 2024 shareholders' meeting, shareholdings of directors are shown below:

Shareholder Account	Job Title	Name	Appointment Date	No. of Shares at the Time of Appointment			As at March 29, 2024 (Note1)	
				Term of Office	No. of Shares	Holding Percentage	No. of Shares	Holding Percentage
4	Director	Ji Shuan Investment Co. representative: Kao Hsin-Ming	May 27, 2022	3 years	11,005,795	5.93%	11,005,795	5.47%
12	Director	Yi Wei Investment Co. representative: Lin Yue-Yeh	May 27, 2022	3 years	6,647,112	3.58%	6,647,112	3.30%
78894	Director	Ennoconn International Investment Co., Ltd. representative: Chu, Fu-Chuan	May 27, 2022	3 years	83,468,613	44.95%	83,468,613	41.46%
78894	Director	Ennoconn International Investment Co., Ltd. representative: Lou, Chao-Tsung	May 27, 2022	3 years	83,468,613	44.95%	83,468,613	41.46%
78894	Director	Ennoconn International Investment Co., Ltd. representative: Tsai, Neng-Chi	May 27, 2022	3 years	83,468,613	44.95%	83,468,613	41.46%
78894	Director	Ennoconn International Investment Co., Ltd. representative: Chuang, Tsung-Hsien	May 27, 2022	3 years	83,468,613	44.95%	83,468,613	41.46%

Shareholder Account	Job Title	Name	Appointment Date	No. of Shares at the Time of Appointment			As at March 29, 2024 (Note1)	
				Term of Office	No. of Shares	Holding Percentage	No. of Shares	Holding Percentage
—	Independent Director	Wu, Chung-Pao	May 27, 2022	3 years	-	-	-	-
—	Independent Director	Lin, Hsiao-Ming	May 27, 2022	3 years	-	-	-	-
—	Independent Director	Wang, Yi-Chun	May 27, 2022	3 years	-	-	-	-
—	Independent Director	Chao, Rong-Shiang (Note 2)	May 30, 2023	Note 2	-	-	-	-
Total shares held by all directors					101,121,520	54.46%	101,121,520	50.23%

Note 1: Refers to the number of shares stated in shareholder register as at the book closure date for the 2024 shareholders' meeting (March 29, 2024).

Note 2: The company elected an additional independent director at the shareholders' regular meeting on May 30, 2023, with the same term of office as the remaining directors.

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

**【Appendix 4: 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】**

This section is not applicable as there were no proposed stock dividend distribution during the Company's 2024 Annual General Meeting of Shareholders.

【Appendix 5: Information on Employees' Compensation and Directors' Remuneration】

Information on Employees' Compensation and Directors' Remuneration

The 2023 distribution of employees' compensation and directors' remuneration was approved during the 17th meeting of the 9th Board of Directors on February 19, 2024.

1. The employees' compensation and directors' compensation are distributed in cash or shares. If there are any discrepancies to that of expenses recognized, the discrepancy, its cause, and the status of treatment shall be disclosed:

(1) Proposed employees' compensation and directors' remuneration:

The distribution of employees' compensation amounted NT\$293,645,101 and directors' remuneration amounted to NT\$29,364,510.

Unit: NT\$

Items	Proposed Distribution Amount
Employees' Compensation– in Cash	293,645,101
Employees' Compensation– in Stocks	0
Remuneration of Directors	29,364,510

(2) If there are any discrepancies to that of expenses recognized, the discrepancy, its cause, and the status of treatment shall be disclosed:

The proposed employees' compensation and directors' remuneration for 2023 as resolved by the Board of Directors were in agreement with those amounts recognised in the 2023 financial statements, which were NT\$293,645,101 and NT\$29,364,510, respectively.

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 of 2023 approved by the Board of Directors does not involve stocks distribution.

Other Matters

Processing of proposals submitted at this Annual General Meeting of Shareholders’:

- 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 for the 2024 Annual General Meeting of Shareholders’ to the Company during March 19, 2024 to March 28, 2024, which has been announced on a market observation post system in accordance to law.
 3. The Company has not received any proposals from the shareholders.

Thank you for attending the Annual Meeting of Shareholders!
We welcome any comments or suggestions!