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1. 目的 Objective

為健全帆宣集團與關係人間之財務業務往來，防杜關係人間之進銷貨交易、取得處分資產、背書保證及資金貸與等事項有非常規交易、不當利益輸送情事，爰依台灣『上市上櫃公司治理實務守則』第十七條之規定訂定本作業規範，以資遵循。

To ensure sound financial and business interactions between this Corporation and its related parties and to prevent non arm's-length transactions and improper transfer of benefits concerning the purchase and sale of goods, the acquisition and disposal of assets, the provision of endorsements and guarantees, and loans of funds between this Corporation and its related parties, these rules are adopted under Article 17 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

2. 範圍 Scope

帆宣集團與關係人相互間財務業務相關作業，除法令或章程另有規定者外，應依本作業規範之規定辦理。

Except as otherwise provided by laws and regulations or by the Articles of Incorporation, financial and business matters between this Corporation and any of its related parties shall be handled per the provisions of these rules.

3. 名詞定義 Definition

3.1 帆宣公司：指帆宣系統科技股份有限公司。

MIC means Marketch International Corporation.

3.2 帆宣集團：指帆宣系統科技股份有限公司及所屬子公司。

MIC Group means Marketch International Corporation and its subsidiaries.

3.3 本公司：指實際與關係人從事業務往來、資金貸與或背書保證、取得或處分資產之交易主體。

The Company refers to the entity that engages in business dealings, lends funds or endorsements or guarantees and acquires or disposes of assets with a related party.

3.4 關係人、子公司：依台灣法令『證券發行人財務報告編製準則』規定認定之。

Related parties and subsidiaries: Defined under the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" under Taiwanese law.

3.5 關係企業：依台灣法令『公司法』第三百六十九條之一規定認定之。

Affiliate: Defined under Article 369-1 of the Company Act of Taiwan.

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3.6 資產：依台灣法令『公開發行公司取得或處分資產處理準則』第三條規定，資產之適用範圍包括：(1)投資：如股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等；(2)不動產(含土地、房屋及建築、投資性不動產、營建業之存貨)及設備；(3)會員證；(4)無形資產：專利權、著作權、商標權、特許權等；(5)使用權資產；(6)金融機構之債權(含應收款項、買匯貼現及放款、催收款項)；(7)衍生性商品；(8)依法律合併、分割、收購或股份受讓而取得或處分之資產；(9)其他重要資產。Assets: Following Article 3 of the Guidelines Governing the Acquisition and Disposal of Assets by Public Companies, the scope of assets includes:

- (1) Investments: Stocks, bonds, corporate bonds, financial bonds, marketable securities of mutual funds, depositary receipts, warrants, beneficiary securities, asset-based securities, and so forth.
- (2) Real estate (Including land, buildings, structures, investment properties and inventories of the construction industry and equipment.
- (3) Membership certificates.
- (4) Intangible assets: Patents, copyrights, trademarks, and franchises.
- (5) Right-of-use assets.
- (6) Liabilities of financial institutions (including accounts receivable, discounted foreign exchange purchases, loans, and collection of accounts receivable).
- (7) Derivatives.
- (8) Assets acquired or disposed of by way of legal mergers, demergers, acquisitions, or transfers of shares.
- (9) Other significant assets.

4. 關係人之辨識與維護程序

Procedures for Identification and Maintenance of Related Parties.

帆宣公司財務處每月依據台灣法令『證券發行人財務報告編製準則』及『公司法』進行關係人辨識並維護關係人名單。

The Finance Department of MIC maintains a list of related parties every month following the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the Company Act.

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5. 對關係企業經營管理之監理

Supervision of Management of Affiliated Companies

帆宣公司對關係企業經營管理之監理除依相關內部控制制度執行外，尚應注意下列事項：

In addition to supervising the management and operations of affiliated companies under the applicable internal control system, MIC should also pay attention to the following matters:

5.1 帆宣公司應依取得股份比例，取得關係企業適當之董事、監察人席次。

The Company shall obtain the appropriate number of directors and supervisors in proportion to the shares it holds in its affiliates.

5.2 帆宣公司派任關係企業之董事應參加關係企業之董事會，由各該管理階層呈報企業目標及策略、財務狀況、經營成果、現金流量、重大合約等，以監督關係企業之營運，對異常事項應查明原因，作成紀錄並向帆宣公司董事長或總經理報告。

The directors assigned by MIC to an affiliate shall attend the affiliate's board meeting. The affiliate's management shall report on its corporate goals and strategies, financial condition, operating results, cash flows, and significant contracts to facilitate oversight of the affiliate's operations. Any irregularities shall be investigated, documented, and reported to the Chairman of the Board or the General Manager of MIC.

5.3 帆宣公司派任關係企業之監察人應監督關係企業業務之執行，調查關係企業財務及業務狀況、查核簿冊文件及稽核報告，並得請關係企業之董事會或經理人提出報告，對異常事項應查明原因，作成紀錄並向帆宣公司董事長或總經理報告。

The supervisor assigned by MIC shall oversee the execution of the affiliated company's business operations, investigate its financial and business status, review its books, documents and audit reports, and may request the Board of Directors or the managerial officers of the affiliated company to submit a report. Any irregularities, shall be investigated, documented and reported to the Chairman of the Board or the General Manager of MIC.

5.4 帆宣公司應派任適任人員就任關係企業之重要職位，如總經理、財務主管或內部稽核主管等，以取得經營管理、決定權與監督評估之職責。

MIC should assign qualified personnel to important key positions in its affiliated companies, such as General Manager, financial officer or internal audit supervisor, to assume responsibilities for operational management, decision-making authority and oversight and evaluation.

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5.5 帆宣公司應視各子公司之業務性質、營運規模及員工人數，指導其設置內部稽核單位及訂定內部控制制度自行評估作業之程序及方法，並監督其執行。

MIC shall be based on the nature of business, scale of operation and number of employees of each subsidiary, guide the subsidiary to establish an internal audit unit, develop an internal control system, define procedures and methods for self-evaluation and supervise their implementation.

5.6 帆宣公司內部稽核單位除應覆核各子公司所陳報之稽核報告或自行評估報告，並追蹤其內部控制制度缺失及異常事項改善情形外，尚須定期執行子公司監理之稽核作業，稽核報告之發現及建議於陳核後，應通知各受查子公司改善，並定期做成追蹤報告，以確定其已及時採取適當之改善措施。

In addition to reviewing the audit reports or self-assessment reports submitted by subsidiaries and tracking the progress of addressing deficiencies and irregularities in their internal control systems, the internal audit unit of MIC shall also conduct regular supervisory audits of the subsidiaries. The findings and recommendations of the audit reports shall, after approval, be communicated to the subsidiaries under review for corrective action. Regular follow-up reports shall be prepared to ensure that appropriate and timely corrective measures have been implemented.

5.7 帆宣公司之各子公司應定期(如每月五日前)提出上月份之財務報表，包括資產負債表、損益表、應收帳款帳齡分析表及逾期帳款明細表、存貨庫齡分析表、資金貸與他人及背書保證備查簿等，如有異常並應檢附分析報告，以供帆宣公司進行控管。

All subsidiaries of MIC shall regularly (e.g. by the fifth day of each month) submit financial statements for the previous month, including balance sheet, profit and loss account, accounts receivable aging analysis and a detailed breakdown of overdue accounts, inventory aging analysis, records of loans to others and endorsement/guarantee registers. If there is any abnormality, an analysis report shall be attached to facilitate monitoring and controlled by MIC.

6. 帆宣集團與關係企業間之人員管理權責應明確劃分，如有支援及調動之必要，應事先規範工作範圍及其權責與成本分攤方式。

The rights and responsibilities for personnel management between the MIC Group and its affiliates should be clearly defined. If support or redeployment is required, the scope of work, allocation of responsibilities, and cost-sharing methods must be established in advance.

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7. 帆宣集團應與各關係企業間建立有效之財務、業務溝通系統。

MIC Group shall establish effective financial and business communication systems with its affiliates.

8. 從事資金貸與或背書保證

Engaging in the Lending of Funds or Providing Guarantees

本公司與關係人間之資金貸與或背書保證應審慎評估並遵循台灣法令『公開發行公司資金貸與及背書保證處理準則』及本公司所訂『資金貸與他人作業程序』及『背書保證作業程序』。

The Company and its related parties should carefully evaluate and comply with the “Regulations Governing the Handling of Loans of Funds and Endorsements and Guarantees by Public Companies” and the “Procedures for Loans of Funds and Endorsements and Guarantees” established by the Company.

9. 與關係人間之業務往來

Business Dealings with Related Parties

9.1 本公司與關係人間之業務往來，交易之目的、價格、條件、交易之實質與形式及相關處理程序，不應與非關係人之正常交易有顯不相當或顯欠合理之情事。

The purposes, prices, terms, substance and form of transactions, as well as related procedures in the Company's business dealings with related parties, must not materially deviate from those of normal business dealings with unrelated parties or be unreasonable.

9.2 因業務需要，向關係人採購成品、半成品、原材料時，採購人員應就市場價格及其他交易條件綜合評估關係人報價之合理性，除有特殊因素或具有優良條件不同於一般供應商，可依合理約定給予優惠之價格或付款條件外，其餘價格及付款條件應比照一般供應商。

When purchasing finished goods, semi-finished goods, or raw materials from a related party for business purposes, purchasing personnel must evaluate the reasonableness of the related party's quotation based on market prices and other trading conditions. Prices and payment terms should generally align with those of general suppliers. However, preferential prices or payment terms may be reasonably agreed upon if special factors or favorable conditions exist that differ from those of general suppliers.

9.3 向關係人銷售成品、半成品、原材料時，其報價應參考當時市場價格，除因長期配合關係或其他特殊因素不同於一般客戶，得依合理約定給予優惠之價格或收款條件外，其餘價格及收款條件應比照一般客戶。

When selling finished goods, semi-finished goods, or raw materials to related parties, quoted

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prices should refer to current market prices. Prices and terms of payment must generally align with those offered to ordinary customers. However, preferential prices or payment terms may be reasonably agreed upon due to long-term cooperative relationships or other special factors that differ from general customers.

- 9.4 與關係人間之勞務或技術服務，應由雙方簽訂合約，約定服務內容、服務費用、期間、收款條件及售後服務等，經呈核決主管核准後辦理，該合約之一切條款應依循一般商業常規。

Labor or technical services provided to or received from related parties must be governed by a contract between both parties. The contract should specify the service content, service fees, duration, payment and receipt terms, and after-sale services. The contract must be submitted for review and approved by the appropriate supervisor, and all terms should comply with normal business practices

- 9.5 本公司與關係人之會計人員應每季就彼此間之進、銷貨及應收、應付款項餘額相互核對，若有差異則需瞭解原因並作成調節表。

The accountants of the Company and its related parties should reconcile the balances of purchases, sales, receivables and payables every quarter. Any discrepancy must be investigated and a reconciliation statement must be prepared to document the findings.

10. 帆宣公司向關係人進銷貨、進行勞務或技術服務之預計全年度交易金額達標準之程序規定

Procedures for Transactions with Related Parties Reaching the Standardized Estimated Annual Transaction Amounts.

- 10.1 帆宣公司向關係人進銷貨、進行勞務或技術服務交易，預計全年度交易金額達帆宣公司最近期合併總資產或最近年度合併營業收入淨額之百分之二十者，除適用台灣法令『公開發行公司取得或處分資產處理準則』規定，或屬本公司與母公司、子公司或子公司彼此間交易者外，應將下列資料提交董事會通過後，始得進行交易：

For transactions involving goods, labor, or technical services with related parties, where the total annual transaction amount is expected to reach 20% of the most recent consolidated total assets or consolidated net operating revenues of the Company, the following procedures must be followed. Except for transactions governed by the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" under the Taiwanese Law or intercompany transactions between the Company, its parent company and subsidiaries, or among its subsidiaries, the

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following information must be submitted to the Board of Directors for approval before the transaction is conducted.

- (1) 交易之項目、目的、必要性及預計效益。

The items, purpose, necessity and expected benefits of the transaction.

- (2) 選定關係人為交易對象之原因。

Reasons for selecting related parties as the transaction counterparty.

- (3) 交易價格計算原則及預計全年度交易金額上限。

Principles for determining the transaction price and the estimated annual transaction amount cap.

- (4) 交易條件是否符合正常商業條款且未損害公司利益及股東權益之說明。

Explanation of whether the transaction terms align with normal commercial practices and do not harm the Company's interests or shareholder rights.

- (5) 交易之限制條件及其他重要約定事項。

Restrictions on the transaction and other significant contractual provisions.

10.2 前項與關係人之交易，應於年度結束後將下列事項提最近期股東會報告：

Transactions with related parties under the precedented item must be reported at the most recent shareholders' meeting following the end of the fiscal year, including the following details:

- (1) 實際交易金額及條件。

The actual transaction amount and terms.

- (2) 是否依據董事會通過之交易價格計算原則辦理。

Whether the transaction adhere to the principles for calculating transaction prices as approved by the Board of Directors.

- (3) 是否未逾董事會通過之全年度交易金額上限。如已逾交易金額上限，應說明其原因、必要性及合理性

Whether the annual transaction amount approved by the Board of Directors was exceeded. If the cap was exceeded, the reasons, necessity and justification for the excess must be explained.

11. 向關係人取得或處分資產

Acquisition or Disposal of Assets from or to Related Parties

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11.1 本公司與關係人間之資產交易，應依照台灣法令『公開發行公司取得或處分資產處理準則』及本公司所訂『取得或處分資產處理程序』辦理。

Asset transactions between the Company and related parties shall be handled following the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" under the laws of Taiwan and the "Procedures for the Acquisition and Disposal of Assets" established by the Company.

11.2 除帆宣公司與母公司、子公司或子公司間彼此間交易外，帆宣公司之關係人交易有下列情事，經帆宣公司董事會通過後，仍應將台灣法令『公開發行公司取得或處分資產處理準則』第十五條第一項規定之各款資料(以下簡稱「各款資料」)提股東會決議通過，且有自身利害關係之股東不得參與表決：

Except for intercompany transactions between MIC and its parent company, subsidiaries or transactions among its subsidiaries, related party transactions under the following circumstances must be approved by the Board of Directors of MIC and subsequently submitted to the shareholders' meeting for resolution. The required information, as stipulated in Paragraph 1, Article 15 of the Regulations Governing the Acquisition or Disposal of Assets by Public Companies, must be provided (hereinafter referred to as "required information"). Shareholders with conflict of interests in the transaction are not allowed to participate in the voting:

(1) 帆宣公司或非屬台灣公開發行之子公司有台灣法令『公開發行公司取得或處分資產處理準則』第十五條第一項交易，且交易金額達帆宣公司總資產百分之十以上者。

Any transaction conducted by MIC or its subsidiaries that are not publicly traded in Taiwan, as defined under Paragraph 1, Article 15, of the "Regulations Governing the Acquisition or Disposal of Assets by Public Companies" under Taiwanese law, where the transaction amount reaches 10% or more of MIC's total assets.

(2) 依台灣法令『公司法』、帆宣公司章程或內部作業程序規定，交易金額、條件對帆宣集團營運或股東權益有重大影響者。

Under the provisions of the Company Act, the Articles of Incorporation of MIC, or internal operating procedures, transactions whose amount or terms have a significant impact on the operations of the MIC Group or the rights and interests of its shareholders.

帆宣公司應於年度結束後將實際交易情形(含實際交易金額、交易條件及各款資料等)提最近期股東會報告。

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MIC shall report the actual transaction details (including the actual transaction amount, transaction terms, and the required information to the most recent shareholders' meeting following the end of the fiscal year.

12. 董事利益迴避

Avoidance of Directors' Conflicts of Interest

- 12.1 與關係人間財務業務往來須經董事會決議者，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

For financial transactions with related parties that require a resolution of the Board of Directors, the opinions of all independent directors must be fully considered. The minutes of the Board meeting must record the concurring or dissenting opinions of the independent directors, along with the reasons for any dissent.

- 12.2 董事對於會議之事項，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，應自行迴避，不得加入討論及表決，亦不得代理其他董事行使其表決權。董事間應自律，不得互相相互支援。

If a director, or the legal entity they represent, has a conflict interest in a matter that could harm the Company's interests, the director must recuse himself/ herself from the meeting, refrain from participating in discussion and voting, and must not act as a proxy for other directors refrain in exercising voting rights. Directors are expected to exercise self-discipline and must not engage in inappropriate mutual support.

- 12.3 董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會議案有利害關係者，視為董事就該事項有自身利害關係。

The spouse of a director, a relative within two degrees of consanguinity, or a company in which the director has a controlling or subordination relationship, that has an interest in a Board meeting agenda item, shall be deemed to constitute the director having a personal interest in the matter.

- 12.4 監察人或獨立董事對於董事會或董事執行業務有違反法令、章程或股東會決議時，應即通知董事會或董事停止其行為，並採行適當措施以防止弊端擴大，必要時並應向相關主管機關或單位舉發。

If a Supervisor or an Independent Director becomes aware that the Board of Directors or a director is conducting business in violation of the law, the Articles of Incorporation, or a

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resolution of the shareholders' meeting, he/she shall immediately notify the Board of Directors or the director to cease such conduct. They shall also take appropriate measures to prevent the situation from worsening, and if necessary, report the matter to the relevant competent authority or organization.

13. 注意事項

Points of Attention

- 13.1 帆宣公司應配合台灣法令規定之應公告或申報事項及其時限，及時安排各子公司提供必要之財務、業務資訊，或委託會計師進行查核或核閱各子公司之財務報告。

Following the requirements of Taiwanese laws and regulations regarding matters to be announced or reported and their deadlines, MIC shall arrange for its subsidiaries to provide the necessary financial and business information promptly, or engage an accountant to audit or review the financial reports of its subsidiaries'.

- 13.2 帆宣公司應依法令規定之年度財務報告申報期限公告關係企業合併資產負債表、關係企業合併綜合損益表及會計師複核報告書，關係企業有增減異動時，應於異動二日內向臺灣證券交易所申報異動資料。

The Company shall announce the consolidated balance sheet of its affiliates, the consolidated income statement of its affiliates, and the accountant's review report within the annual financial reporting deadlines as prescribed by law. In the event of changes in the financial statements of its affiliates, the Company shall report such changes to the Taiwan Stock Exchange (TSE) within two days of the change.

- 13.3 帆宣集團與關係人間之重大交易事項，應於帆宣公司年報、財務報表、關係企業三書表及公開說明書中充分揭露。

Significant transactions between the MIC Group and its related parties must be fully disclosed in MIC's annual report, financial statements, related party disclosures and prospectus.

- 13.4 關係人如發生財務週轉困難之情事時，本公司應取得其財務報表及相關資料，以評估其對本公司財務、業務或營運之影響，必要時，應對本公司之債權採行適當之保全措施。有上開情事時，除於帆宣公司年報及公開說明書中列明其對帆宣集團財務狀況之影響外，尚應由帆宣公司即時於公開資訊觀測站發布重大訊息。

If a related party encounters financial difficulties, the Company must obtain the related party's financial statements and relevant information to evaluate its impact on the Company's financial

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position, business or operations. If necessary, the Company must take appropriate measures to safeguard its credit rights. In such cases, the impact on the Group's financial condition must be disclosed in the Company's annual report and prospectus, and significant information must be promptly announced on the Market Observation Post System (MOPS).

14. 公告申報作業

Announcements and Reporting Procedures

帆宣集團之關係企業有下列各項情事時，帆宣公司應代為公告申報相關訊息：

In the event that any of the following circumstances occur in the affiliated companies of MIC Group, MIC shall announce and report the relevant information on behalf of the affiliated companies:

- (1) 股票未於台灣公開發行之子公司，如其取得或處分資產、辦理背書保證、資金貸予他人之金額達公告申報之標準者。

For subsidiaries whose shares are not publicly traded in Taiwan, if the amount of acquisition or disposal of assets, endorsement, guarantee, or lending of funds to others reaches the threshold requiring announcement and reporting, the Company shall announce and report such information.

- (2) 子公司依相關法令進行破產或重整程序之相關事項。

If a subsidiary undergoes bankruptcy or reorganization proceedings per relevant laws and regulations.

- (3) 關係企業經其董事會決議之重大決策，對帆宣集團之股東權益或證券價格有重大影響者。

Major decisions made by the Board of Directors of an affiliated company that have a significant impact on the shareholders' equity of the MIC Group or the price of the securities.

- (4) 如有符合台灣法令『臺灣證券交易所股份有限公司對有價證券上市公司重大訊息之查證暨公開處理程序』所規定應發佈之重大訊息者。

If there is any material information that meets the requirements of the "Procedures for Verification and Public Handling of Material Information of Listed Companies on the Taiwan Stock Exchange Corporation" as stipulated under Taiwanese laws and regulations, such material information must be disclosed.

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15. 本作業規範經帆宣公司審計委員會審議及董事會通過後實施，修正時亦同。

These regulations have been reviewed by the Audit Committee and approved by the Board of Directors of MIC, and will be implemented upon approval Amendments shall follow the same procedure.

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