



# 2025 Extraordinary General Meeting



Time: 09:00 AM

Date: July 24, 2025

Venue: 9F, Xi Fu Hall, Grand Mayfull Hotel Taipei

No. 55, Lequn 2nd Rd, Zhongshan District, Taipei City, 10491

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## **I. MEETING PROCEDURE**

1. Call the Meeting to Order
2. Chairman's Remark
3. Election
4. Questions and Motions
5. Adjournment

## II. MEETING AGENDA

Time : July 24<sup>th</sup>, 2025, Thursday 09:00 am

Venue : Grand Mayfull Hotel ( No.55, Lequn 2nd Rd., Zhongshan Dist., Taipei 10462, Taiwan.)

Procedure:

1. Call the Meeting to Order
2. Chairman's Remark
3. Election
4. Questions and Motions
5. Adjournment

## III. Election:

Proposal: Proposal for the Election of an Additional Director

- Explanation :
- (1) In response to the company's future development needs and the growing importance of digital marketing in today's business environment, the company aims to actively adopt advanced technologies to enhance the efficiency and innovation of its marketing strategies. Therefore, it is proposed to elect one additional professional director at this Extraordinary General Meeting. In response to the company's future development needs and the growing importance of digital marketing in today's business environment, the company aims to actively adopt advanced technologies to enhance the efficiency and innovation of its marketing strategies. Therefore, it is proposed to elect one additional professional director at this Extraordinary General Meeting.
  - (2) In accordance with the Company's Articles of Incorporation, one additional director is proposed to be elected. The elected director shall assume office immediately after election, with a term of office from July 24, 2025 to June 5, 2027.
  - (3) The Company adopts a candidate nomination system for the election of directors. Shareholders shall elect from the list of nominated director candidates, which has been reviewed and approved by the Board of Directors on May 8, 2025.
  - (4) The Company adopts a candidate nomination system for the election of directors. Shareholders shall elect from the list of nominated director candidates, which has been reviewed and approved by the Board of Directors on May 8, 2025.
  - (5) For the list of nominated director candidates, please refer to Attachment 1 (Page 4).

Resolution :

## **VI. Questions and Motions**

## **V. Adjournment**

## ATTACHMENT I

**DIMERCO EXPRESS CORPORATION****The list of Candidates for Director**

<b>Candidates Category</b>	<b>Name</b>	<b>Education</b>	<b>Experience</b>	<b>Present Position</b>	<b>Shareholding</b>
Director	Chien, Wen-Chun	<p>Kellogg Executive Education Digital Marketing Strategies: Data, Automation, AI &amp; Analytics</p> <p>University of Illinois at Urbana-Champaign MBA-Concentration in Marketing, Supply Chain Management</p> <p>National Sun Yat-Sen University Bachelor of Business Administration - Finance Management</p>	<p>Director, Digital Marketing of Dimerco Express Corporation</p> <p>Senior Manger, Business Intelligence Technology of Dimerco Express Corporation</p>	Vice President, Digital Marketing of Dimerco Express Corporation	1,191,046

## **APPENDIX I**

# **DIMERCO EXPRESS CORPORATION**

## **Articles of Incorporation**

### **Chapter 1 General Provisions**

Article 1: This company is incorporated in accordance with the Company Law and is named "Dimerco Express Corporation" in English and "中菲行國際物流股份有限公司" in Chinese.

Article 2: The company engages in the following business activities:

G601011 air freight forwarding.  
G402011 sea freight forwarding and transportation.  
G701011 customs clearance.  
G801010 warehousing.  
IZ06010 cargo handling and packaging.  
F401010 international trade.  
ZZ99999 in addition to permitted businesses, may engage in businesses not prohibited or restricted by law.

Article 2.1: The company may issue guarantees to external parties as required by business needs.

Article 3: The company's headquarters is located in Taipei City. Branch offices may be established domestically and internationally through resolution of the board of directors if necessary.

Article 4: The company's announcement method shall be carried out in accordance with Article 28 of the Company Act.

Article 5: The total investment amount in other companies made by this company through transfer of funds shall not exceed 40% of the company's paid-in capital.

### **Chapter 2 Shares**

Article 6: The total capital stock of the Company is NTD 1,680,000,000, divided into 160,800,000 shares with a par value of NTD 10 per share, which shall be issued in installments by the Board of Directors. The company shall reserve NTD 50,000,000 of capital with a total of 5,000,000 shares and a par value of NTD 10 per share for the conversion of employee stock options, which shall be issued in installments by the Board of Directors.

Article 6-1: The transfer of treasury stock to employees at a price lower than the actual repurchase price, or the issuance of employee stock options and restricted stock at a price lower than the market price (book value per share), shall be resolved in the

Shareholders' Meeting attended by shareholders representing more than one-half of the total shares issued and the resolution has to be approved by more than two-thirds of the attended shareholders. The transferees of treasury stock include employees of affiliated companies who meet certain conditions.

Article 6-2: The issuance of new shares through cash capital increase, employee stock options, and restricted stocks shall include employees of affiliated companies who meet certain conditions.

Article 7: The handling of the Company's stock affairs shall be governed by the Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent authority.

### **Chapter 3 Shareholders' Meeting**

Article 8: The shareholders' meeting of the company is divided into two types:

1. Regular shareholders' meeting: should be convened at least once a year.  
The Board of Directors shall convene the meeting in accordance with the relevant law within six months after the end of each fiscal year.
2. Extraordinary shareholders' meeting: should be convened when necessary in accordance with the relevant law.

Article 9: The shareholders' meeting shall be convened by the Board of Directors, unless otherwise requested by the Company Act.

The chairman of the board shall preside over the shareholders' meeting, and if the chairman is absent, a director designated by the chairman shall act as the proxy. If no one is designated, the provisions of Article 208 of the Company Act shall apply.

Article 10: Notice of the regular shareholders' meeting shall be given to each shareholder at least 30 days in advance.  
Notice of the extraordinary shareholders' meeting shall be given to each shareholder at least 15 days in advance.

Article 11: If a shareholder is unable to attend the shareholders' meeting due to circumstances, the shareholder may appoint a proxy by issuing a power of attorney issued by the Company, stating the scope of the authorization, and signing or affixing the company seal. The use of the power of attorney shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority, unless otherwise provided by the Company Act.  
When a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.

Article 12: Each shareholder of the company has one voting right per share, excluding those entitled to no right to vote as listed in Article 179 of the Company Act.

Article 13: Unless otherwise required by relevant laws and regulations, the resolution of the



shareholders' meeting will be adopted if the meeting is attended by shareholders in person representing more than one half of the total issued shares of the Company and more than one half of the attended shareholders approved by vote. If the number of attendees does not meet the above requirements, but more than one-third of the shareholders representing the total number of issued shares attend the meeting, the false resolution may still be passed with the consent of more than half of the attended shareholders. If a false resolution is passed, the shareholders shall be notified and a new shareholders' meeting shall be convened within one month. If more than one-third of the shareholders representing the total number of issued shares attend the new meeting and the resolution is passed with the consent of more than half of the attended shareholders, the resolution shall be deemed valid.

Article 14: The matters resolved by the shareholders' meeting shall be recorded in the meeting minutes, and the contents and distribution methods shall be handled in accordance with Article 183 of the Company Act.

#### **Chapter 4: Board of Directors and Audit Committee**

Article 15: The Company shall have a Board of Directors consisting of five to nine members, including at least three independent directors. The candidates for the Board of Directors shall be nominated by the nomination system, and elected from the list of candidates by the shareholders' meeting.

The term of office is three years and consecutive re-election is allowed.

The election method of the Board of Directors shall be formulated by the Board of Directors and submitted to the shareholders' meeting for approval.

The Company establishes an audit department, which shall be directly commanded by the Chairman of the Board.

Article 16: The Board of Directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman of the Board shall execute all the affairs of the Company in accordance with the law, the Articles of Incorporation, the resolutions of the shareholders' meeting, and the Board of Directors. When the Chairman of the Board is on leave or unable to perform his/her duties due to any reason, he/she shall appoint one of the directors as the proxy. If no appointment is made, the directors shall elect a proxy from among themselves. When one-third of the directors' seats are vacant or all independent directors are dismissed, the Board of Directors shall convene an extraordinary shareholders' meeting to elect new directors within 60 days.

Article 17: The Board of Directors shall hold a meeting once every quarter. In case of urgent matters or upon request of the majority of directors, the Chairman of the Board may convene an extraordinary meeting, and shall serve as the chairman.

The notice of the Board of Directors meeting may be delivered by email or fax.

Article 18: Unless otherwise provided by law, The Board's resolutions should be approved by a majority vote at a meeting attended by more than two-third of the Directors. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

According to Article 205 of the Company Act, each director shall attend board

meetings in person. If a director is unable to attend in person due to any reason, he or she may appoint 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. but the proxy shall be limited to one person only.

According to Article 207 of the Company Act, the matters resolved by the board of directors shall be recorded in minutes, which shall state the year, month, day, place, name of the chairperson, method of resolution, summary of the proceedings, and the results of the meeting. The minutes shall be signed or stamped by the chairperson and shall be distributed to all directors within 20 days after the meeting.

The meeting minutes shall be kept together with the sign-in sheet of the attending directors and the proxy issued by the directors for attendance.

Article 19: The audit committee shall be composed of all independent directors, with no fewer than three members, one of whom shall serve as the convener, and at least one member shall possess accounting or financial expertise. The audit committee and its members shall be responsible for the exercise of the supervisory powers provided by relevant laws and regulations. Matters related to the number of members, term of office, powers, and rules of procedure of the audit committee shall be separately specified in the organization rules of the audit committee in accordance with the "Regulations Governing the Exercise of Powers by the Audit Committee of Public Companies."

Article 20: The remuneration or salary of the directors for the performance of their duties must be paid regardless of the profit or loss, and the board of directors is authorized to provide such remuneration or salary at the usual level of the same industry. The total amount of shares held by all directors of the Company shall comply with the regulations set forth in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies"

## **Chapter 5: Managers**

Article 21: The Company shall have one General Manager who, in accordance with the resolutions of the Board of Directors, shall be responsible for the management of all business operations of the Company. The appointment and dismissal of the General Manager shall be in accordance with the provisions of Article 29 of the Company Law.

## **Chapter 6: Accounting**

Article 22: At the end of each fiscal year, the Company shall prepare the following items and submit them to the Audit Committee for review no later than 30 days before the shareholders' meeting and then presented to the shareholders' meeting for approval:

1. Business report;
2. Financial statements;
3. Proposal for distribution of profits or allocation of losses.

Article 23: If the Company generates profits during the fiscal year (meaning pre-tax profits deducted before the payment of employee and director compensation), it shall allocate no less than 5% of the profits for employee compensation and no more than 5% for director compensation. However, if the Company has accumulated losses (including adjustments to retained earnings), it shall reserve a compensatory amount in advance.

Of the amount allocated for employee compensation in the preceding paragraph, no

less than 0.3% shall be designated for salary adjustments or compensation distributions to grassroots employees.

Employee compensation in the preceding paragraph may be in the form of stock or cash, and the beneficiaries may include employees of controlling or subsidiary companies who meet certain conditions. Director compensation in the preceding paragraph shall only be in cash.

The first two paragraphs shall be implemented by resolution of the Board of Directors and reported to the shareholders' meeting.

Article 23-1: If the Company has net profit after tax in the current fiscal year, it shall first offset the accumulated losses (including adjustments to retained earnings) and allocate 10% of the net profit to the legal reserve in accordance with the law. However, if the legal reserve has accumulated to the amount of the Company's paid-in capital, there is no need to allocate further. The Company may allocate or reverse the special reserve in accordance with laws and regulations or instructions from competent authorities. The remaining profit, together with the undistributed earnings at the beginning of the period (including adjustments to undistributed earnings), shall be proposed by the Board of Directors for distribution to shareholders' meeting by issuing new shares.

In accordance with Article 240, Paragraph 5 of the Company Act, when the Company distributes all or part of dividends and profits in cash, the Board of Directors may be authorized by the Articles of Incorporation to make such distributions by a resolution passed by two-thirds or more of the directors present and a majority of the attending directors, and report it to the shareholders' meeting. In order to maintain shareholders' investment returns and respond to the cyclical nature of the economy and build a sound financial structure for the Company, the distribution of dividends shall be based on the following considerations:

1. Meeting the Company's future needs for expanding its operations;
2. Maintaining a stable level of earnings per share for the Company;
3. Considering the Company's cash flow and operating profit situation.

The Company is currently in a growth phase and has plans for expanding its business operations and the need for funding in the coming years. When distributing profits, the cash distribution of shareholder dividends shall be no less than 10%.

Article 24: Matters not covered in this Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 25: This charter was established with the unanimous agreement of all initiators on June 18, 1985.

The first amendment was made on May 11, 1994.

The second amendment was made on August 15, 1994.

The third amendment was made on July 31, 1997.

The fourth amendment was made on October 29, 1997.

The fifth amendment was made on March 9, 1998.

The sixth amendment was made on May 20, 1999.

The seventh amendment was made on November 30, 1999.

The eighth amendment was made on May 29, 2000.

The ninth amendment was made on June 8, 2001.

The tenth amendment was made on June 14, 2002.

The eleventh amendment was made on June 13, 2003.

The twelfth amendment was made on June 11, 2004.  
The thirteenth amendment was made on June 16, 2005.  
The fourteenth amendment was made on June 23, 2006.  
The fifteenth amendment was made on June 20, 2008.  
The sixteenth amendment was made on June 8, 2010.  
The seventeenth amendment was made on June 16, 2011.  
The eighteenth amendment was made on June 12, 2012.  
The nineteenth amendment was made on June 11, 2014.  
The twentieth amendment was made on December 29, 2014.  
The twenty-first amendment was made on June 8, 2016.  
The twenty-second amendment was made on June 9, 2020.  
The twenty-third amendment was made on July 8, 2021.  
The twenty-fourth amendment was made on June 8, 2022  
The twenty-five amendment was made on June 5, 2025

## DIMERCO EXPRESS CORPORATION

### Rules of Shareholders' Meeting

1. The Shareholders' Meeting of The Company shall be conducted in accordance with these rules.
2. Shareholders (or their proxies) attending the meeting shall wear their attendance certificate. The number of shares they hold shall be calculated based on the sign-in card submitted.
3. If more than half of the total issued shares are represented by shareholders at the meeting, the chairman shall declare the meeting open and simultaneously disclose information such as the number of non-voting shares and the number of shares present. If the meeting time exceeds but fails to reach the required quorum, the chairman may announce an extension, with two extensions allowed (the first extension being twenty minutes and the second extension being ten minutes). If the quorum is still not met but shareholders representing more than one-third of the issued shares are present, the chairman may proceed with the resolution according to Article 175 of the Company Act, "with the consent of the majority of the votes present."

When conducting the aforementioned resolution, if the shares represented by attending shareholders have reached the required quorum, the chairman may immediately declare the formal opening of the meeting and submit the resolution made to the meeting for approval.

4. The agenda of the shareholders' meeting shall be formulated by the Board of Directors and distributed to attending shareholders or their proxies.
5. The Chairman may announce breaks during the meeting at his discretion.
6. When a shareholder speaks, he/she shall fill in the speaker's card with his/her attendance card number and name, and the Chairman shall determine the order of speeches.
7. When discussing agenda items, they shall be discussed in the order listed in the agenda. If any procedure is violated or if the discussion goes beyond the scope of the agenda, the Chairman may immediately stop the speaker.
8. When a shareholder speaks, the time shall not exceed five minutes. However, with the Chairman's permission, it may be extended for three minutes. The Chairman may stop the speaker if the time limit is exceeded.
9. Each person shall speak no more than twice on the same agenda item.
10. When discussing agenda items, the Chairman may announce the end of the discussion at an appropriate time and may suspend the discussion if necessary. The Chairman shall then proceed to a vote.
11. Except for special resolutions as stipulated by the Company Act, the approval of proposals shall be based on the consent of the voting rights of more than half of the attending shareholders. During the voting process, if the chairman has consulted and received no objections, it shall be deemed as approved, and its effectiveness is the same as that of the voting.

If a shareholder entrusts a proxy to attend the shareholders' meeting and one person is entrusted by two or more shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total voting rights of the issued shares. If exceeded, the excess voting rights shall not be counted.

If a shareholder has a conflict of interest with the matters discussed at the meeting, which may harm the interests of the company, the shareholder shall not participate in the voting and shall not act as a proxy for other shareholders to exercise their

voting rights.

12. Matters not provided for in these rules shall be handled in accordance with the Company Act and other relevant laws and regulations.
13. These rules shall be implemented after being passed by the shareholders' meeting, and the same applies to amendments.
14. This regulation was established with the unanimous consent of all initiators on June 18, 1985.  
First amendment made on July 8, 2021.

## **DIMERCO EXPRESS CORPORATION**

### **Rule of the Election of Directors**

1. In accordance with the Company Act and Articles 15(2) and 19(2) of the Company's Articles of Association, this regulation is established, and all elections of the Company's directors shall be governed by the provisions of this regulation.
2. The election of the Company's directors shall be conducted at the shareholders' meeting.
3. The election of the Company's directors shall adopt a nomination system, and shareholders shall elect candidates from the list according to the quotas specified in the company's articles of association.
- 3.1. Both independent directors and non-independent directors of the Company shall be elected simultaneously, and their votes shall be printed separately and counted separately for the number of seats to be elected.
4. In the election of the Company's directors, each share shall have the same voting rights as the number of directors to be elected. Ballots with the same number of votes as the number of directors to be elected shall be prepared by the board of directors and distributed to the shareholders. The ballots may either vote for a single candidate or distribute votes among several candidates.
5. The Company's directors shall be elected according to the number of votes represented by the received votes. Those elected as directors shall serve in sequence. If a director-elect declares resignation before submitting a change registration to the competent authority, the vacancy shall be filled by the candidate with the next highest number of votes. If two or more candidates have the same number of votes and exceed the specified quota, the candidates with the same number of votes shall be decided by drawing lots. In the case of absentees, the chairman shall draw lots on their behalf.
6. Among the elected directors of the Company, there should be more than half of the seats, and at least one seat should not be held by individuals with the following relationships:
  - 6.1 Spouse
  - 6.2 Relatives within the second degree of kinship
7. If the elected directors of the Company do not meet the requirements of Article 6 of this regulation, the following rules shall determine the elected directors:

For directors who do not meet the requirements, the director with the lowest number of votes among those who do not meet the requirements shall lose their election.

8. (This clause is deleted)
9. When the board of directors prepares the ballots, the attendance certificate number and the voting rights shall be filled in.
10. At the beginning of the election, the chairman shall appoint scrutineers and ballot counters to conduct supervision and counting.
11. The ballot box shall be prepared by the board of directors and shall be publicly inspected by the scrutineers before voting.
12. Voters must fill in the name of the candidate in the candidate column of the ballot, and may also include the shareholder account number or national identification number. However, when the shareholder is a legal entity, the candidate column of the ballot may be filled with the name of the legal entity or its representative.
13. The ballot shall be invalid under the following circumstances:
  - 13.1 Ballots not in accordance with the regulations stipulated herein.
  - 13.2 Blank ballots deposited into the ballot box.
  - 13.3 Illegible handwriting that cannot be identified or alterations not corrected in accordance with the law.
  - 13.4 The name of the candidate filled in does not match the shareholder account number or national identification number.
  - 13.5 The number of candidates listed on the same ballot exceeds the specified quota.
  - 13.6 In addition to filling in the name of the candidate and the shareholder account number or national identification number, other texts are added.
  - 13.7 The name of the candidate filled in is the same as that of other shareholders, and no shareholder account number or national identification number is filled in for identification.
14. Separate ballot boxes shall be set up for the election of directors, and the ballot boxes shall be opened by the scrutineers after separate voting.
15. The vote counting shall be supervised by the scrutineers, and the chairman shall announce the results of the vote counting on the spot.
16. The elected directors shall be issued with notices of election by the board of directors respectively.
17. This regulation shall be implemented after being approved by the shareholders' meeting, and amendments shall also be subject to the same approval.



18. This regulation is established with the unanimous consent of all initiators on June 18, 1985.

First amendment made on June 11, 2014.

Second amendment made on July 8, 2021.

## DIMERCO EXPRESS CORPORATION

### SHAREHOLDINGS OF ALL DIRECTORS

Record Date: June 24, 2025

Title	Name	Shareholding
Chairman	Wendy Chien	2,170,268
Director	MEC Electronics Corporation Representative: Jeffery Shih	7,643,579
Director	Ruei Cheng Investment Ltd. Representative: George Chiou	3,706,268
Director	AGM Investment Ltd. Representative: Peng, Shi-Xiao	8,144,038
Independent Director	Bill Chien	0
Independent Director	Ho, Chi-Ming	1,346,639
Independent Director	Chu, Chia-Cheng	350,000
Total		23,360,792

**Note:**

All directors collectively own shares that have reached the statutory percentage as stipulated in Article 2 of the 'Regulations Governing the Shareholding Percentage of Directors and Supervisors of Publicly Issued Companies and the Implementation of Audit.'  
The minimum number of shares that all directors must hold by law is 8,573,040 shares.



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