

Stock Code: 6804



2025 Annual Shareholders' Meeting Handbook

Date: Friday, May 16, 2025 (9:30 a.m.)

Location: No. 1, Section 3, Zhongshan Road, Daqiao Village, Dacun Township,
Changhua County (3rd floor conference room of the Corporation)

Meeting Method: Physical Shareholders' Meeting

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Chapter I Meeting Procedure

I. Call the Meeting to Order

II. Chairperson Remarks

III. Management Presentation

IV. Matters for Ratification

V. Matters for Discussion

VI. Questions and Motions

VII. Adjournment

Chapter II Meeting Agenda

Date: Friday, May 16, 2025 (9:30 AM)

Location: No. 1, Section 3, Zhongshan Road, Daqiao Village, Dacun Township, Changhua County (3rd floor conference room of the Corporation)

Meeting Method: Physical Shareholders' Meeting

I. Call the Meeting to Order

II. Chairperson Remarks

III. Management Presentation

 (I) 2024 Business Report

 (II) 2024 Audit Committee's Review Report

 (III) 2024 Report on Distribution of Cash Dividends

IV. Matters for Ratification

 (I) 2024 Business Report and Financial Statements

 (II) 2024 Profit and Loss Allocation Statement

V. Matters for Discussion

 (I) Proposal to revise the Corporation's Articles of Incorporation

 (II) Proposal to lift non-compete restrictions on directors and their
 representatives

**Voting will be conducted on the aforementioned ratification and
discussion proposals**

VI. Questions and Motions

VII. Adjournment

Chapter III Management Presentation

Report I: 2024 Business Report is presented for review and verification.

Explanation: Please refer to pages 7 to 11 of this manual, [Attachment 1], for the 2024 Business Report.

Report II: 2024 Audit Committee's Review Report is presented for review and verification.

Explanation: Please refer to page 12 of this manual, [Attachment 2], for the Audit Committee's Review Report.

Report III: 2024 Report on Distribution of Cash Dividends is presented for review and verification.

Explanation:

- I. After offsetting losses, the Corporation's undistributed earnings for 2024 amount to NT\$248,419,208. In accordance with the Corporation's Articles of Incorporation, the Board of Directors has been authorized to propose the distribution of cash dividends to shareholders at NT\$1.0 per share, totaling NT\$35,000,000.
- II. For the distribution of cash dividends this time, each shareholder will receive dividends rounded down to the nearest whole number. Amounts below one unit will be omitted, and the total remaining fractional amounts will be authorized for adjustment by the Chairman in coordination with specific parties. Subsequently, should there be changes to the outstanding shares due to cash capital increases, conversion of convertible bonds into ordinary shares, repurchase of the Corporation's shares, transfer or cancellation of treasury stock, or modifications required by directives from regulatory authorities or changes in the external environment, the Board of Directors will authorize the Chairman to adjust the dividend payout ratio and handle matters related to the dividend payout record date.

Chapter IV **Matters for Ratification**

Proposal I: (Proposed by the Board)

Subject: Proposal for approval of the 2024 Business Report and Financial Statements.

Explanation:

- I. The Corporation's 2024 Business Report and Financial Statements were reviewed and approved by the Board of Directors on Feb. 27, 2025. Following this, the Audit Committee conducted a thorough examination and issued a review report. The financial statements have been audited and finalized by Crowe (TW) CPAs.
- II. Regarding the Business Report and the related financial statement booklets, please refer to pages 7 to 11 in this manual [Attachment 1], as well as pages 13 to 30 [Attachment 3] and [Attachment 4].
- III. Respectfully submitted for approval.

Proposal II: (Proposed by the Board)

Subject: Proposal for approval of the 2024 Profit and Loss Allocation Statement.

Explanation:

- I. The Corporation's after-tax net loss for 2024 amounted to NT\$74,847,886. Adding the accumulated earnings from previous years of NT\$324,874,144, subtracting the special reserve adjustment of NT\$1,607,050, and deducting the cash dividend of NT\$35,000,000 resolved for distribution to shareholders, the accumulated undistributed earnings at the end of the year totaled NT\$213,419,208.
- II. Please refer to page 13 of this manual, [Attachment 3], for the 2024 Profit and Loss Allocation Statement.
- III. Respectfully submitted for approval.

Chapter V Matters for Discussion

Proposal I: (Proposed by the Board)

Subject: Proposal for discussion on the Revision of the Corporation's Articles of Incorporation.

Explanation:

- I. According to Paragraph 6 of Article 14 of the Securities and Exchange Act, "...The companies referred to in the preceding paragraph shall stipulate in their Articles of Incorporation a certain percentage of annual profits to be allocated for salary adjustments or remuneration distribution to basic-level employees." The aforementioned companies refer to those whose stocks are listed on stock exchanges or traded over-the-counter.
- II. For the proposed revisions to Article 21 of the Corporation's Articles of Incorporation, please refer to pages 31 to 32 of this manual [Attachment 5].

Proposal II: (Proposed by the Board)

Subject: Proposal for discussion on the removal of non-compete restrictions for directors and their representatives.

Explanation:

- I. Pursuant to Paragraph 1 of Article 209 of the Company Act: "A director who acts for himself/herself or on behalf of another person in a manner within the company's business scope shall explain the material facts of such actions to the shareholders' meeting and obtain its approval."
- II. Under the premise that the Corporation's interests are not compromised, if any of the Corporation's directors invest in or manage other companies with the same or similar business scope and act as directors of those companies, it is proposed, in accordance with Article 209 of the Company Act, to submit to the shareholders' meeting for the removal of non-compete restrictions on the directors. Additionally, it is proposed to permit the removal of restrictions for such directors starting from the date they assume their roles as directors in the respective competing companies.
- III. Details regarding the directors' competitive conduct can be found on page 33 of this manual [Attachment 6].

Voting will be conducted on the aforementioned ratification and discussion proposals

Chapter VI Questions and Motions

Chapter VII Adjournment

Axman Enterprise Co., Ltd.

2024 Business Report

Dear Shareholders,

The year 2024 was one of challenges and adjustments for Axman. The global economy, affected by persistently high inflation and turbulent international political and economic conditions, saw raw material costs continue to rise, compressing market demand and narrowing the Corporation's profit margins. The bicycle industry also experienced a decline in demand, which negatively impacted the Corporation's annual revenue, showing a significant drop compared to the previous year. This was primarily due to ongoing inventory clearance in European and American markets and unclear demand trends. However, through timely operational strategy adjustments and collective efforts to overcome market uncertainties, the Corporation managed to stabilize its operational foundation.

Facing slower-than-expected inventory clearance in European and American markets and increased financial risks among some customers, which resulted in reduced orders and increased accounts receivable risk, the Corporation adopted a prudent attitude, adjusting its cooperation model with customers to mitigate these risks. Although this led to short-term impacts on revenue performance, maintaining a robust financial structure remains our top priority.

Currently, the demand for electric bicycles in the market continues to grow. The Corporation is actively focusing on high-value-added electric bicycle products, with these products now accounting for over 35% of revenue. This is expected to contribute to improving both revenue and profitability.

On the research and development front, the Corporation is continuously enhancing product competitiveness, innovating technologies related to electric bicycles, and developing new high-value-added products to meet the growing demand for high-end products in the market.

Looking ahead to 2025, the Corporation plans to further strengthen internal management mechanisms and optimize external supply chain operations to proactively address market changes. A factory in Vietnam is being established to diversify and control risks, and efforts are being made to enhance product profitability and brand value. Through a diverse product mix and strategic market deployment, we aim to improve the Corporation's overall competitiveness.

Finally, I would like to thank all shareholders for their long-term support and trust in the Corporation. All employees of Axman will continue working tirelessly to create better long-term investment value for shareholders.

Here is a report summarizing the Corporation's operating results for 2024 and the business plan

for 2025:

I. Results of business operations for the previous year (2024)

(I) Implementation of business plan outcomes:

Unit: NT\$ thousands; %

Items	2024	2023	Increase (Decrease) %
Operating revenue	1,934,981	3,363,294	(42.47)
Operating costs	(1,858,292)	(3,055,259)	(39.18)
Gross profit	76,689	308,035	(75.10)
Operating expenses	(225,892)	(156,889)	43.98
Operating net profit	(149,203)	151,146	(198.71)
Non-operating income and expenses	55,179	(2,454)	(2,348.53)
Pre-tax profit	(94,024)	148,692	(163.23)
After-tax profit	(74,848)	114,771	(165.22)

(II) Budget execution status

The Corporation did not disclose financial forecasts for 2024; therefore, the disclosure of budget execution status is not applicable.

(III) Analysis of financial income, expenditure, and profitability

Analysis Items	Year	2024	2023
Financial structure	Debt-to-asset ratio (%)	34.24	41.80
	Long-term capital to property, plant, and equipment ratio (%)	167.22	188.02
Profitability	Return on assets (%)	(3.16)	5.25
	Return on equity (%)	(5.74)	9.39
	Net profit margin (%)	(3.87)	3.41
	Earnings per share (NT\$)	(2.14)	3.62

(IV) Research and development status

- Successfully developed a new lightweight electric-assist bicycle series: This year, Axman launched an ultra-lightweight electric road bike equipped with the Mahle Smart Bike system, achieving a breakthrough in weight reduction and enhancing riding efficiency.

2. Integration of mid-drive motor and hub motor systems: Two E-ROAD BIKE electric road bicycle models have been developed, featuring a mid-drive motor system and an ultra-lightweight hub motor system. These options cater to diverse usage needs, further strengthening market competitiveness.
3. Two models featuring proprietary triple electric systems have been successfully developed and certified under the VSCC micro-vehicle electric two-wheeler qualification standards. This ensures product compliance with market and safety regulations, enhancing the brand's technological image and credibility. Urban and road e-bikes have passed domestic VSCC vehicle safety certifications for electric-assist bicycles and micro electric two-wheelers.

II. Outline of the business plan for the current year (2025)

(I) Management policy

1. Enhance production quality by utilizing precision manufacturing techniques and exceptional quality to earn greater customer trust.
2. Strengthen operational control by fully understanding market dynamics and customer operations, enhancing inventory turnover and accounts receivable turnover.
3. Enhance research and innovation capabilities by continuously focusing on the development and integration of electric bicycles.
4. Launch comprehensive lean management training courses to inspire employees' mindsets, broaden the vision of senior management, and strive to uncover more innovative opportunities while overcoming challenges in the innovation process, tapping into greater potential and business opportunities.
5. Introduce more advanced equipment by installing intelligent sensing components on traditional machinery, transforming them into data-driven and feedback-enabled smart devices. Tailor automation levels based on process characteristics and operational complexity to enhance production efficiency and improve product yield rates.
6. The Vietnam plant establishment project aims for effective project management to achieve the target of commencing production by 2026.
7. Vertical integration encompasses design, research and development, mass production, and sales services, delivering products directly to end customers. This comprehensive functionality ensures a complete supply chain that meets the needs of brand clients.

(II) Key production and marketing policies:

1. Production aspect:

To meet the demands of niche market customers, the production policy will focus on efficiently scheduling production lines and enhancing employee training. Production processes will be optimized to improve efficiency and ensure product quality.

The Vietnam factory project will adopt advanced Taiwanese technologies along with modernized and state-of-the-art equipment, creating a strong reputation in the industry.

2. Marketing aspect:

Proactively propose integrated solutions to help customers shorten the development and mass production timeline, accelerating product launches. Through close collaboration and professional recommendations, market competitiveness will be effectively enhanced, and the market share of products will be increased.

In light of global trends in energy-saving, carbon reduction, and environmental protection, ESG initiatives will be prioritized. This includes taking care of employees and shareholders while assuming greater social responsibility. The Corporation will not only expand in scale but also move towards the goal of sustainable business practices.

Offer innovative and diverse bicycle and E-bike products to provide riders with a more comfortable cycling experience.

III. Future corporate development strategies

- (I) Talent development: Invest in human resources by providing professional training and development opportunities to build a skilled and highly efficient team.
- (II) Strengthen R&D capabilities: Continuously innovate and improve product development processes to maintain technological leadership and meet market demands.
- (III) Enhance product and service quality: Ensure high standards through rigorous quality control and management, increasing customer trust and satisfaction.
- (IV) In response to global trends in carbon reduction, green energy, and the rise of recreational sports, accelerate the development of intelligent systems to seize new opportunities in electric-assist bicycles. Additionally, improve supply chain management to address regional political risks by relocating key component bases from China to Vietnam for risk diversification.
- (V) Leverage the establishment of the Vietnam factory to cultivate talent, develop expertise, and explore new markets and clients.
- (VI) Thoroughly understand the industry's value chain, leading players, market dominance factors, and structural entry barriers when crafting innovative strategies. Build stronger customer connections by adopting novel service processes to better understand and meet customer needs.

IV. Impact of external competitive environment, regulatory environment, and overall operating environment

With market demand gradually slowing down post-pandemic, the Corporation is facing

inventory adjustments. The global economic environment is undergoing significant challenges due to the combined effects of war, interest rate hikes, and inflation, creating a highly unpredictable period. In 2024, the Corporation adopted a conservative business strategy, aiming to strengthen internal management by focusing on cost control, efficient resource allocation, and process optimization. These measures are designed to maintain stability and flexibility in this uncertain market environment while ensuring long-term development and maximizing shareholder interests.

Shifting employee mindsets and nurturing innovative capabilities can lead to greater profitability. Employees and the organization should explore new approaches to innovation or alternative methods. Senior management is encouraged to adopt a broader, long-term perspective instead of focusing solely on short-term profits. A detailed analysis of industry structures will help uncover opportunities for innovation and identify significant obstacles.

The fast pace of technological advancements has shortened product life cycles. It is essential to proactively plan adaptive strategies to address the risk of product obsolescence due to technological progress. The Corporation must avoid relying excessively on past product successes and missing emerging trends. It must progress with the times, continuously innovating products to meet evolving human needs. By enhancing product value and driving revenue growth, it can increase profitability and solidify its position as an enduring industry leader.

I would like to express our gratitude to all shareholders for their support and encouragement. On behalf of Axman Enterprise Co., Ltd., we extend our most sincere thanks to all shareholders.

Wishing all shareholders good health and success in all your endeavors.

Chairman

Chiang Yung-Ping



Audit Committee's Review Report

The Board of Directors hereby submits the financial statements for the year 2024, as well as the consolidated financial statements of the Corporation and its subsidiaries. These have been audited and certified by CPAs Shao Chao-Pin and Yang Chen-Yu from Crowe (TW) CPAs, who have issued their audit reports. The aforementioned financial statements, along with the 2024 business report and the proposal for covering losses, have been reviewed by the Audit Committee members. The committee has found no discrepancies and is reporting as required under the relevant provisions of the Securities and Exchange Act and the Company Act.

Respectfully submitted for your review.

To:
The 2025 Annual Shareholders' Meeting of the Corporation

Axman Enterprise Co., Ltd.



Convener of the Audit Committee, Chang Chia-Hsing



Feb. 27, 2025

Axman Enterprise Co., Ltd.
Profit and Loss Allocation Statement
2024

Unit: NT\$

Items	Total
Beginning retained earnings	324,874,144
Add: current period net income	-74,847,886
Add: actuarial gains/losses from defined benefit plans recognized in retained earnings	0
Current period post-tax losses and other items included in the undistributed earnings for the current year	-74,847,886
Less: special reserve adjustments for differences	<u>-1,607,050</u>
Available earnings for distribution for the current period	248,419,208
Less: shareholder dividends - cash dividends	<u>35,000,000</u>
Ending undistributed earnings	<u>213,419,208</u>

Chairman:



General Manager:



Accounting Supervisor:





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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of
AXMAN ENTERPRISE CO., LTD.

Opinion

We have audited the accompanying consolidated financial statements of AXMAN ENTERPRISE CO., LTD. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China.

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 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 judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2024 are stated as follows :

1. Revenue recognition

Description

Sales revenue is a primary indicator for investors and Group's management to evaluate the financial or business performance of the Group. The Group's main customers are concentrated and mostly located overseas, so the authenticity of sales customers has a significant impact on the Group's operations. The sales conditions of major customers are not entirely the same, and it is necessary to determine the transaction conditions of customer orders or contract documents. Due to the complexity involved in determining the point of control transfer of sold goods, the recognition of sales revenue is one of the key audit matters in our audit of the consolidated financial statements.

How our audit addressed the matter

Our main audit procedures included evaluating the appropriateness of the revenue accounting policy, testing the effectiveness of internal controls related to revenue recognition in the sales cycle, including performing substantive tests on the authenticity of sales revenue; assessing whether there were significant abnormalities in the changes of the top ten sales customers, and analyzing the reasonableness of sales revenue and accounts receivable turnover days; selecting samples of sales transactions around the cut-off date, verifying relevant documents to assess the accuracy of the revenue recognition period, and understanding whether there were significant returns or exchanges after the period.

2. Impairment of accounts receivable

Description

As of December 31, 2024, the balance of accounts receivable of the Group accounted for 10% of the total assets. Due to the unstable economic situation domestically and internationally, the risk of collectability of accounts receivable is high. The provision for expected credit losses on accounts receivable is assessed by management based on overdue amounts and their loss rates, including forward-looking adjustments. The estimation and judgment of loss rates and forward-looking adjustments are influenced by management's subjective judgment, making it one of the key audit matters in our audit of the consolidated financial statements.

How our audit addressed the matter

Our main audit procedures included testing the policies and implementation related to expected credit losses on accounts receivable, including the calculation of loss rates in the provision matrix; obtaining the detailed list of accounts receivable and the aging analysis provided by management, selecting samples for confirmation, and verifying the accuracy of the overdue aging intervals; checking whether impairment losses were provided according to the Group's provision matrix, reviewing whether forward-looking adjustments were considered, and assessing management's identification and calculation of expected credit losses on individual customer accounts receivable, and verifying the subsequent collection to validate the reasonableness of the provision for expected credit losses; and evaluating the adequacy of management's disclosures related to the impairment of accounts receivable.

3. Valuation of Inventory Impairment

Description

As of December 31, 2024, the inventory amount of the Group accounted for 12% of the total assets. Inventory is subject to market demand fluctuations and rapid technological changes, which may lead to inventory obsolescence or overstock, resulting in losses from obsolescence and overstock. The accounting policy for the provision of inventory write-downs and obsolescence losses is based on inventory aging data. The source of this data is management's judgment and assessment of inventory sales, obsolescence, and quality conditions, measuring inventory value at the lower of cost and net realizable value, and providing for inventory write-downs, making it one of the key audit matters in our audit of the consolidated financial statements.

How our audit addressed the matter

Our main audit procedures included reviewing the inventory aging report, analyzing the changes in inventory aging in each period; evaluating the reasonableness of the policy for providing for inventory write-downs or obsolescence; testing the book value of inventory, obtaining recent raw material quotations or estimated sales prices through sampling to verify the accuracy of net realizable value, and assessing the appropriateness of the inventory valuation basis to evaluate the adequacy of the provision for inventory write-downs for obsolete and damaged inventory.

Other Matter

We have also audited the parent company only financial statements of AXMAN ENTERPRISE CO., LTD. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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 IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by Financial Supervisory Commission of the Republic of China, 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 its operations, or has no realistic alternative but to do so.

Those charged with governance including members of the 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 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 Standards on Auditing of the Republic of China, we exercise professional judgment and maintain 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. We remain solely responsible for our audit opinion.

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 for the year ended December 31, 2024 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.

The engagement partners on the audit resulting in this independent auditors' report are Huang, Chien Chen and Lin, Ming Shou.

CROWE (TW) CPAs
Taichung, Taiwan (Republic of China)

February 27, 2025

AXMAN ENTERPRISE CO., LTD. and Subsidiaries

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	NOTES	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
CURRENT ASSETS					
Cash and cash equivalents	6(1)	\$ 454,350	25	\$ 629,880	26
Financial assets at fair value through profit or loss - current	6(2)	-	-	1,000	-
Notes receivable, net	6(3)	-	-	73	-
Accounts receivable, net	6(4)	191,163	10	426,335	18
Other receivables		296	-	2,125	-
Inventories, net	6(5)	229,072	12	416,745	18
Prepayments		11,026	1	23,550	1
Other financial assets - current	8	1,100	-	1,100	-
Other current assets		261	-	785	-
Total current assets		<u>887,268</u>	<u>48</u>	<u>1,501,593</u>	<u>63</u>
NONCURRENT ASSETS					
Property, plant and equipment	6(6) + 8	833,234	45	847,681	36
Right-of-use assets	6(7)	2,479	-	5,050	-
Intangible assets	6(8)	828	-	788	-
Deferred income tax assets	6(25)	57,670	3	26,578	1
Other noncurrent assets	6(9)	74,739	4	3,260	-
Total noncurrent assets		<u>960,950</u>	<u>52</u>	<u>883,357</u>	<u>37</u>
TOTAL		<u>\$ 1,856,218</u>	<u>100</u>	<u>\$ 2,384,950</u>	<u>100</u>
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
Contract liabilities	6(19)	\$ 7,549	1	\$ 32,622	1
Notes payable		931	-	2,347	-
Accounts payable		171,350	9	357,969	15
Other payables	6(10)	42,789	2	115,278	5
Current income tax liabilities	6(25)	649	-	47,914	2
Provisions - current	6(11)	3,900	-	6,700	-
Lease liabilities - current	6(7)	2,131	-	2,862	-
Long-term liabilities - current portion	6(15)	33,000	2	33,000	2
Other current liabilities		4,820	-	294	-
Total current liabilities		<u>267,119</u>	<u>14</u>	<u>596,986</u>	<u>25</u>
NONCURRENT LIABILITIES					
Bonds payable	6(12)	192,269	10	188,604	8
Long term loans	6(13)	172,750	10	205,750	9
Deferred income tax liabilities	6(25)	2,990	-	1,179	-
Lease liabilities - noncurrent	6(7)	519	-	2,368	-
Total noncurrent liabilities		<u>366,528</u>	<u>20</u>	<u>397,901</u>	<u>17</u>
Total liabilities		<u>\$ 635,647</u>	<u>34</u>	<u>\$ 996,887</u>	<u>42</u>
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT					
Common stocks	6(15)	350,000	19	350,000	15
Capital surplus	6(16)	527,346	28	527,363	22
Retained earnings	6(17)				
Legal capital reserve		94,805	5	83,328	3
Unappropriated earnings		250,027	14	427,352	18
Others	6(18)	(1,607)	-	-	-
Total equity		<u>1,220,571</u>	<u>66</u>	<u>1,388,063</u>	<u>58</u>
TOTAL		<u>\$ 1,856,218</u>	<u>100</u>	<u>\$ 2,384,950</u>	<u>100</u>

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

AXMAN ENTERPRISE CO., LTD. and Subsidiaries

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings (Deficits) Per Share)

	NOTES	2024		2023	
		Amount	%	Amount	%
NET REVENUE	6(19)	\$ 1,934,981	100	\$ 3,363,294	100
COST OF REVENUE	6(5 ~ 20) ~ 7	(1,858,292)	(96)	(3,055,259)	(91)
GROSS PROFIT		76,689	4	308,035	9
OPERATING EXPENSES	6(20) ~ 7				
Marketing		(16,743)	(1)	(22,957)	(1)
General and administrative		(66,444)	(3)	(112,834)	(3)
Research and development		(7,732)	-	(8,188)	-
Expected credit losses		(134,973)	(8)	(12,910)	(1)
Total operating expenses		(225,692)	(12)	(156,889)	(5)
OPERATING PROFIT (LOSS)		(149,203)	(8)	151,146	4
NONOPERATING INCOME AND EXPENSES					
Interest income	6(21)	10,489	1	10,513	-
Other income	6(22)	1,429	-	1,195	-
Other gains and losses	6(23)	53,140	3	(2,851)	-
Finance costs	6(24)	(9,879)	(1)	(11,311)	-
Total nonoperating income and expenses		55,179	3	(2,454)	-
INCOME (LOSS) BEFORE INCOME TAX		(94,024)	(5)	148,692	4
INCOME TAX BENEFIT (EXPENSE)	6(25)	19,176	1	(33,921)	(1)
NET INCOME (LOSS)		(74,848)	(4)	114,771	3
OTHER COMPREHENSIVE INCOME (LOSS)	6(26)				
Items that may be reclassified subsequently to profit or loss :					
Exchange differences arising on translation of foreign operations		(2,009)	-	-	-
Income tax benefit (expenses) related to items that may be reclassified subsequently		402	-	-	-
Other comprehensive income (loss) for the year, net of income tax		(1,607)	-	-	-
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR		\$ (76,455)	(4)	\$ 114,771	3
NET INCOME (LOSS) ATTRIBUTABLE TO :					
Shareholders of the parent		\$ (74,848)	(4)	\$ 114,771	3
TOTAL COMPREHENSIVE INCOME :					
Shareholders of the parent		\$ (76,455)	(4)	\$ 114,771	3
EARNINGS(DEFICITS) PER SHARE (IN NT\$)	6(27)				
Basic earnings (deficits) per share		\$ (2.14)		\$ 3.62	
Diluted earnings (deficits) per share		\$ (2.14)		\$ 3.58	

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

AXMAN ENTERPRISE CO., LTD. and Subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Capital Stocks	Equity Attributable to Shareholders of the Parent					Others		
		Retained Earnings			Legal Capital Reserve	Unappropriated Earnings			
		Common Stocks	Capital Surplus	\$					
BALANCE, JANUARY 1, 2023	\$ 300,000	\$ 283,244	\$ 65,678	\$ 408,231	\$ -	\$ -	\$ 1,057,153		
Capital increase by cash	50,000	214,000	-	-	-	-	264,000		
Share-based payment arrangement	-	7,760	-	-	-	-	7,760		
Share options - from the issuance of convertible corporate bonds recognized as a component of equity	-	22,379	-	-	-	-	22,379		
Appropriations of prior year's earnings	-	-	17,650	(17,650)	-	-	-		
Legal capital reserve	-	-	-	-	-	-	-		
Cash dividends to shareholders - NTS2.6 per share	-	-	-	(78,000)	-	-	(78,000)		
Net income in 2023	-	-	-	114,771	-	-	114,771		
BALANCE, DECEMBER 31, 2023	350,000	527,383	83,328	427,352	-	-	1,388,063		
Share options - from the issuance of convertible corporate bonds recognized as a component of equity	-	(37)	-	-	-	-	(37)		
Appropriations of prior year's earnings	-	-	11,477	(11,477)	-	-	-		
Legal capital reserve	-	-	-	-	-	-	-		
Cash dividends to shareholders - NTS2.6 per share	-	-	-	(91,000)	-	-	(91,000)		
Net loss in 2024	-	-	-	(74,848)	-	-	(74,848)		
Other comprehensive income (loss) in 2024	-	-	-	-	(1,607)	(1,607)	(1,607)		
BALANCE, DECEMBER 31, 2024	\$ 350,000	\$ 527,346	\$ 94,805	\$ 250,027	\$ (1,607)	\$ (1,607)	\$ 1,220,571		

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

AXMAN ENTERPRISE CO., LTD. and Subsidiaries

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings (Deficits) Per Share)

	NOTES	2024		2023	
		Amount	%	Amount	%
NET REVENUE	6(19)	\$ 1,934,981	100	\$ 3,363,294	100
COST OF REVENUE	6(5 - 20) - 7	(1,858,292)	(96)	(3,055,259)	(91)
GROSS PROFIT		76,689	4	308,035	9
OPERATING EXPENSES	6(20) - 7				
Marketing		(16,743)	(1)	(22,957)	(1)
General and administrative		(66,444)	(3)	(112,634)	(3)
Research and development		(7,732)	-	(6,186)	-
Expected credit losses		(134,973)	(8)	(12,910)	(1)
Total operating expenses		(225,892)	(12)	(156,089)	(5)
OPERATING PROFIT (LOSS)		(149,203)	(8)	151,146	4
NONOPERATING INCOME AND EXPENSES					
Interest income	6(21)	10,489	1	10,513	-
Other income	6(22)	1,429	-	1,195	-
Other gains and losses	6(23)	53,140	3	(2,651)	-
Finance costs	6(24)	(9,879)	(1)	(11,311)	-
Total nonoperating income and expenses		55,179	3	(2,454)	-
INCOME (LOSS) BEFORE INCOME TAX		(94,024)	(5)	140,692	4
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Exchange differences arising on translation of foreign operations		(2,009)	-	-	-
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Other comprehensive income (loss) for the year, net of income tax		(1,607)	-	-	-
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Shareholders of the parent		\$ (76,455)	(4)	\$ 114,771	3
EARNINGS(DEFICITS) PER SHARE (IN NT\$)	6(27)				
Basic earnings (deficits) per share		\$ (2.14)		\$ 3.62	
Diluted earnings (deficits) per share		\$ (2.14)		\$ 3.56	

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



國富浩華聯合會計師事務所

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of
AXMAN ENTERPRISE CO., LTD.

Opinion

We have audited the accompanying parent company only financial statements of AXMAN ENTERPRISE CO., LTD. ("the Company"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2024 and 2023, and its parent company only financial performance and its parent company only 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 (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC) and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

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 judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. 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, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2024 are stated as follows:

1. Revenue recognition

Description

Sales revenue is a primary indicator for investors and management to evaluate the financial or business performance of Axman Enterprise Co., Ltd. The Company's main customers are concentrated and mostly located overseas, so the authenticity of sales customers has a significant impact on the Company's operations. The sales conditions of major customers are not entirely the same, and it is necessary to determine the transaction conditions of customer orders or contract documents. Due to the complexity involved in determining the point of control transfer of sold goods, the recognition of sales revenue is one of the key audit matters in our audit of the parent company only financial statements.

How our audit addressed the matter

Our main audit procedures included evaluating the appropriateness of the revenue accounting policy, testing the effectiveness of internal controls related to revenue recognition in the sales cycle, including performing substantive tests on the authenticity of sales revenue; assessing whether there were significant abnormalities in the changes of the top ten sales customers, and analyzing the reasonableness of sales revenue and accounts receivable turnover days; selecting samples of sales transactions around the cut-off date, verifying relevant documents to assess the accuracy of the revenue recognition period, and reviewing whether there were significant returns or exchanges after the period.

2. Impairment of accounts receivable

Description

As of December 31, 2024, the balance of accounts receivable of Axman Enterprise Co., Ltd. accounted for 10% of the total assets. Due to the unstable economic situation domestically and internationally, the risk of collectability of accounts receivable is high. The provision for expected credit losses on accounts receivable is assessed by management based on overdue amounts and their loss rates, including forward-looking adjustments. The estimation and judgment of loss rates and forward-looking adjustments are influenced by management's subjective judgment, making it

one of the key audit matters in our audit of the parent company only financial statements.

How our audit addressed the matter

Our main audit procedures included testing the policies and implementation related to expected credit losses on accounts receivable, including the calculation of loss rates in the provision matrix; obtaining the detailed list of accounts receivable and the aging analysis provided by management, selecting samples for confirmation, and verifying the accuracy of the overdue aging intervals; checking whether impairment losses were provided according to the Company's provision matrix, reviewing whether forward-looking adjustments were considered, and assessing management's identification and calculation of expected credit losses on individual customer accounts receivable, and verifying the subsequent collection to validate the reasonableness of the provision for expected credit losses; and evaluating the adequacy of management's disclosures related to the impairment of accounts receivable.

3. Valuation of Inventory Impairment

Description

As of December 31, 2024, the inventory amount of Axman Enterprise Co., Ltd. accounted for 12% of the total assets. Inventory is subject to market demand fluctuations and rapid technological changes, which may lead to inventory obsolescence or overstock, resulting in losses from obsolescence and overstock. The accounting policy for the provision of inventory write-downs and obsolescence losses is based on inventory aging data. The source of this data is management's judgment and assessment of inventory sales, obsolescence, and quality conditions, measuring inventory value at the lower of cost and net realizable value, and providing for inventory write-downs, making it one of the key audit matters in our audit of the parent company only financial statements.

How our audit addressed the matter

Our main audit procedures included reviewing the inventory aging report, analyzing the changes in inventory aging in each period; evaluating the reasonableness of the policy for providing for inventory write-downs or obsolescence; testing the book value of inventory, obtaining recent raw material quotations or estimated sales prices through sampling to verify the accuracy of net realizable value, and assessing the appropriateness of the inventory valuation basis to evaluate the adequacy of the provision for inventory write-downs for obsolete and damaged inventory.

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 the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by Financial Supervisory Commission of the Republic of China, 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 its operations, or has no realistic alternative but to do so.

Those charged with governance, including members of 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 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 Standards on Auditing of the Republic of China, we exercise professional judgment and maintain 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. We remain solely responsible for our audit opinion.

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 for the year ended December 31, 2024 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.

The engagement partners on the audit resulting in this independent auditors' report are Huang, Chien Chen and Lin, Ming Shou.

CROWE (TW) CPAs

Taichung, Taiwan (Republic of China)

February 27, 2025

AXMAN ENTERPRISE CO., LTD.

PARENT COMPANY ONLY BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	NOTES	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
CURRENT ASSETS					
Cash and cash equivalents	6(1)	\$ 454,350	25	\$ 629,080	26
Financial assets at fair value through profit or loss - current	6(2)	-	-	1,000	-
Notes receivable, net	6(3)	-	-	73	-
Accounts receivable, net	6(4)	191,163	10	426,335	18
Other receivables		296	-	2,125	-
Inventories, net	6(5)	229,072	12	416,745	18
Prepayments		11,026	1	23,550	1
Other financial assets - current	6	1,100	-	1,100	-
Other current assets		261	-	785	-
Total current assets		<u>\$87,268</u>	<u>48</u>	<u>1,501,593</u>	<u>63</u>
NONCURRENT ASSETS					
Investments accounted for using equity method	6(6)	61,626	4	-	-
Property, plant and equipment	6(7) & 8	833,284	45	847,681	36
Right-of-use assets	6(8)	2,479	-	5,050	-
Intangible assets	6(9)	828	-	788	-
Deferred income tax assets	6(26)	57,670	3	26,578	1
Other noncurrent assets	6(10)	13,091	-	3,260	-
Total noncurrent assets		<u>968,928</u>	<u>52</u>	<u>883,357</u>	<u>37</u>
TOTAL		<u><u>\$ 1,856,196</u></u>	<u><u>100</u></u>	<u><u>\$ 2,384,950</u></u>	<u><u>100</u></u>
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
Contract liabilities	6(20)	\$ 7,549	1	\$ 32,622	1
Notes payable		931	-	2,347	-
Accounts payable		171,329	9	357,969	15
Other payables	6(11)	42,789	2	115,278	5
Current income tax liabilities	6(26)	649	-	47,914	2
Provisions - current	6(12)	3,900	-	6,700	-
Lease liabilities - current	6(8)	2,131	-	2,862	-
Long-term liabilities - current portion	6(14)	33,000	2	33,000	2
Other current liabilities		4,819	-	294	-
Total current liabilities		<u>267,097</u>	<u>14</u>	<u>596,986</u>	<u>25</u>
NONCURRENT LIABILITIES					
Bonds payable	6(13)	192,269	10	188,604	8
Long term loans	6(14)	172,750	10	205,750	9
Deferred income tax liabilities	6(26)	2,990	-	1,179	-
Lease liabilities - noncurrent	6(8)	519	-	2,368	-
Total noncurrent liabilities		<u>368,528</u>	<u>20</u>	<u>397,901</u>	<u>17</u>
Total liabilities		<u><u>\$ 635,625</u></u>	<u><u>34</u></u>	<u><u>\$ 996,887</u></u>	<u><u>42</u></u>
EQUITIES					
Common stocks	6(16)	350,000	19	350,000	15
Capital surplus	6(17)	527,346	28	527,303	22
Retained earnings	6(18)				
Legal capital reserve		94,805	5	83,328	3
Unappropriated earnings		250,027	14	427,352	18
Others	6(19)	(1,607)	-	-	-
Total equity		<u>1,220,571</u>	<u>66</u>	<u>1,388,063</u>	<u>58</u>
TOTAL		<u><u>\$ 1,856,196</u></u>	<u><u>100</u></u>	<u><u>\$ 2,384,950</u></u>	<u><u>100</u></u>

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AXMAN ENTERPRISE CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

FOR YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings (Deficits) Per Share)

2024		2023			
	NOTES	Amount	%	Amount	%
NET REVENUE	6(20)	\$ 1,934,961	100	\$ 3,363,294	100
COST OF REVENUE	6(5 ~ 21) ~ 7	(1,658,292)	(96)	(3,055,259)	(91)
GROSS PROFIT		76,669	4	308,035	9
OPERATING EXPENSES	6(21) ~ 7				
Marketing		(16,743)	(1)	(22,957)	(1)
General and administrative		(66,422)	(3)	(112,834)	(3)
Research and development		(7,732)	-	(6,168)	-
Expected credit losses		(134,973)	(8)	(12,910)	(1)
Total operating expenses		(225,870)	(12)	(156,809)	(5)
OPERATING PROFIT (LOSS)		(149,181)	(8)	151,146	4
NONOPERATING INCOME AND EXPENSES					
Interest income	6(22)	10,489	1	10,513	-
Other income	6(23)	1,429	-	1,195	-
Other gains and losses	6(24)	53,140	3	(2,851)	-
Finance costs	6(25)	(9,879)	(1)	(11,311)	-
Share of profit (loss) of subsidiaries and associates for using the equity method	6(6)	(22)	-	-	-
Total nonoperating income and expenses		55,157	3	(2,454)	-
INCOME (LOSS) BEFORE INCOME TAX		(94,024)	(5)	140,692	4
INCOME TAX BENEFIT (EXPENSE)	6(26)	19,176	1	(53,921)	(1)
NET INCOME (LOSS)		(74,848)	(4)	114,771	3
OTHER COMPREHENSIVE INCOME (LOSS)	6(27)				
Items that may be reclassified subsequently to profit or loss:					
Exchange differences arising on translation of foreign operations		(2,009)	-	-	-
Income tax benefit (expense) related to items that may be reclassified subsequently		402	-	-	-
Other comprehensive income (loss) for the year, net of income tax		(1,607)	-	-	-
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR		\$ (76,455)	(4)	\$ 114,771	3
EARNINGS (DEFICITS) PER SHARE (IN NT\$)					
Basic earnings (deficits) per share	6(28)	\$ (2.14)		\$ 3.62	
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PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Capital Stocks			Retained Earnings			Others	
	Common Stocks	Capital Surplus	Legal Capital Reserve	Unappropriated Earnings			Foreign Currency Translation Reserve	Total Equity
BALANCE, JANUARY 1, 2023	\$ 300,000	\$ 283,244	\$ 65,078	\$ 408,231	\$	\$	\$ 1,057,153	
Capital increase by cash	50,000	214,000	-	-	-	-	-	264,000
Share-based payment arrangement	-	7,760	-	-	-	-	-	7,760
Share options - from the issuance of convertible corporate bonds recognized as a component of equity	-	22,379	-	-	-	-	-	22,379
Appropriations of prior year's earnings	-	-	17,050	(17,050)	-	-	-	-
Legal capital reserve	-	-	-	(78,000)	-	-	(78,000)	
Cash dividends to shareholders - NTS2.6 per share	-	-	-	-	114,771	-	-	114,771
Net income in 2023	-	-	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2023	350,000	527,383	83,328	427,352	\$	\$	\$ 1,368,063	
Share options - from the issuance of convertible corporate bonds recognized as a component of equity	-	(37)	-	-	-	-	(37)	
Appropriations of prior year's earnings	-	-	11,477	(11,477)	-	-	-	-
Legal capital reserve	-	-	-	(91,000)	-	-	(91,000)	
Cash dividends to shareholders - NTS 2.6 per share	-	-	-	(74,848)	-	-	(74,848)	
Net loss in 2024	-	-	-	-	(1,607)	-	(1,607)	(1,607)
Other comprehensive income (loss) in 2024	-	-	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2024	\$ 350,000	\$ 527,346	\$ 84,805	\$ 250,027	\$ 1,607	\$ 1,220,571		

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

Attachment 5

Axman Enterprise Co., Ltd.
Comparison Table of Amendments to the Articles of Incorporation

Article Number	Before Amendment	After Amendment
Article 21	<p>The Corporation's annual pre-tax profit before deducting employee and director remuneration shall allocate no less than 2% as employee remuneration and no more than 3% as director remuneration. However, if there are accumulated losses, the amount required to offset these losses shall be reserved in advance. Employee remuneration mentioned above may be distributed in the form of stock or cash, and the recipients may include employees of subsidiaries who meet the conditions set by the Board of Directors.</p> <p>The remuneration for directors mentioned above shall only be distributed in cash.</p> <p>The allocation of both employee and director remuneration shall be decided by a resolution of the Board of Directors with attendance by at least two-thirds of the directors and approval by a majority of those present, and it shall be reported to the shareholders' meeting.</p> <p>If the Corporation's annual financial statements show net profit after tax, the accumulated losses shall first be offset, followed by a 10% allocation to the legal reserve in accordance with the law. However, if the legal reserve has already reached the Corporation's paid-in capital, this restriction shall not apply. Subsequently, any special reserve allocation or reversal in compliance with laws or regulatory requirements shall be made, and the remaining accumulated undistributed earnings shall be used by the Board of Directors to draft a profit distribution proposal for resolution in accordance with the law.</p> <p>When dividends and bonuses, capital reserve, or all or part of the legal reserve are distributed in the form of new shares, such distribution shall be resolved by the shareholders' meeting. When distributed in cash, such distribution shall be resolved by the Board of Directors with attendance by at least two-thirds of the directors and approval by a majority of those present, and</p>	<p>The Corporation's annual pre-tax profit before deducting employee and director remuneration shall allocate no less than 2% as employee remuneration and no more than 3% as director remuneration. However, if there are accumulated losses, the amount required to offset these losses shall be reserved in advance. Employee remuneration mentioned above <u>shall allocate no less than 30% for distribution to grassroots employees. Such remuneration may be distributed in the form of stock or cash, and the recipients may include employees of subsidiaries who meet the conditions set by the Board of Directors.</u></p> <p>The remuneration for directors mentioned above shall only be distributed in cash.</p> <p>The allocation of both employee and director remuneration shall be decided by a resolution of the Board of Directors with attendance by at least two-thirds of the directors and approval by a majority of those present, and it shall be reported to the shareholders' meeting.</p> <p>If the Corporation's annual financial statements show net profit after tax, the accumulated losses shall first be offset, followed by a 10% allocation to the legal reserve in accordance with the law. However, if the legal reserve has already reached the Corporation's paid-in capital, this restriction shall not apply. Subsequently, any special reserve allocation or reversal in compliance with laws or regulatory requirements shall be made, and the remaining accumulated undistributed earnings shall be used by the Board of Directors to draft a profit distribution proposal for resolution in accordance with the law.</p> <p>When dividends and bonuses, capital reserve, or all or part of the legal reserve are distributed in the form of new shares, such distribution shall be resolved by the shareholders' meeting. When distributed in cash, such distribution shall be resolved by the Board of Directors with attendance by at least two-thirds of the directors and approval by a majority of those present, and</p>

Article Number	Before Amendment	After Amendment
	<p>it shall be reported to the shareholders' meeting. The Corporation is currently in a growth phase with plans to expand production lines and meet funding needs. To strengthen the Corporation's capital structure and maintain a sound capital adequacy ratio, a balanced dividend policy will be adopted. After deducting accumulated losses and any special reserve adjustments as required by laws or regulatory authorities, if the annual after-tax profit is positive, the total shareholder dividends shall not be less than 10% of the profit. Annual shareholder dividends may be distributed in cash or stock, with the cash dividend ratio not falling below 10% of the total shareholder dividends.</p>	<p>and approval by a majority of those present, and it shall be reported to the shareholders' meeting. The Corporation is currently in a growth phase with plans to expand production lines and meet funding needs. To strengthen the Corporation's capital structure and maintain a sound capital adequacy ratio, a balanced dividend policy will be adopted. After deducting accumulated losses and any special reserve adjustments as required by laws or regulatory authorities, if the annual after-tax profit is positive, the total shareholder dividends shall not be less than 10% of the profit. Annual shareholder dividends may be distributed in cash or stock, with the cash dividend ratio not falling below 10% of the total shareholder dividends.</p>
Article 24	<p>These Articles of Incorporation were established on Dec. 7, 1985.</p> <p>The first amendment on Sep. 19, 1987.</p> <p>The second amendment on Mar. 20, 1988.</p> <p>The third amendment on Aug. 26, 1991.</p> <p>The fourth amendment on Oct. 25, 1996.</p> <p>The fifth amendment on Aug. 6, 1999.</p> <p>The sixth amendment on Aug. 6, 2002.</p> <p>The seventh amendment on Oct. 11, 2006.</p> <p>The eighth amendment on Jun. 24, 2008.</p> <p>The ninth amendment on Dec. 20, 2008.</p> <p>The tenth amendment on Mar. 10, 2009.</p> <p>The eleventh amendment on Oct. 19, 2011.</p> <p>The twelfth amendment on Jun. 30, 2013.</p> <p>The thirteenth amendment on Jan. 2, 2014.</p> <p>The fourteenth amendment on Jun. 4, 2016.</p> <p>The fifteenth amendment on Jun. 25, 2019.</p> <p>The sixteenth amendment on May 18, 2020.</p> <p>The seventeenth amendment on Nov. 7, 2020.</p> <p>The eighteenth amendment on Jun. 23, 2022.</p> <p>The nineteenth amendment on May 26, 2023.</p>	<p>These Articles of Incorporation were established on Dec. 7, 1985.</p> <p>The first amendment on Sep. 19, 1987.</p> <p>The second amendment on Mar. 20, 1988.</p> <p>The third amendment on Aug. 26, 1991.</p> <p>The fourth amendment on Oct. 25, 1996.</p> <p>The fifth amendment on Aug. 6, 1999.</p> <p>The sixth amendment on Aug. 6, 2002.</p> <p>The seventh amendment on Oct. 11, 2006.</p> <p>The eighth amendment on Jun. 24, 2008.</p> <p>The ninth amendment on Dec. 20, 2008.</p> <p>The tenth amendment on Mar. 10, 2009.</p> <p>The eleventh amendment on Oct. 19, 2011.</p> <p>The twelfth amendment on Jun. 30, 2013.</p> <p>The thirteenth amendment on Jan. 2, 2014.</p> <p>The fourteenth amendment on Jun. 4, 2016.</p> <p>The fifteenth amendment on Jun. 25, 2019.</p> <p>The sixteenth amendment on May 18, 2020.</p> <p>The seventeenth amendment on Nov. 7, 2020.</p> <p>The eighteenth amendment on Jun. 23, 2022.</p> <p>The nineteenth amendment on May 26, 2023.</p> <p>The twentieth amendment on May 16, 2025.</p>

Explanation of Directors' Competitive Conduct

Name (Title)	Employment at Other Companies	Position Held
LCL Capital Inc. Representative: Li Chung-Liang	Collins Co., Ltd. Hi-Clearance Inc. Xinghua Investment Co., Ltd. HC-Healthcare Co., Ltd. Xingchang Investment Co., Ltd. Collins High-Tech Co., Ltd. Jesco International Co. Ltd. GrowTrend Biomedical Co., Ltd. Vie Longue Biotech Inc. Collins Energy Solutions Co., Ltd. CESOne Co., Ltd. Tuson Energy Co., Ltd. Yuguang Energy Co., Ltd. Pu Deng Technology Corp. CESOne Co., Ltd.	Chairman
	Minoshin International Co., Ltd. Collins (BVI) International Co., Ltd. Commend (H.K.) Limited Commend Holdings Limited Kao Lin International Co., Ltd. Quality Craft Ltd. Colltex Garment MFY (HK) Co., Ltd. QS Control Corp. AeroVision Avionics, Inc. THRoute Corporation Sanhe Health Enterprise Co., Ltd. Greenergy, Inc. DV Biomed Co., Ltd.	Director
Independent director: Wu Shao-Kuei	Jang Shin Law Firm Powertip Image Corp. Wowprime Corp.	Director Independent director
Independent director: Huang Lan-Ying	NCUE Department of Business Administration Shian Yih Electronic Industry Co., Ltd. SDI Corp.	Professor Independent director

Rules of Procedure for Shareholders' Meetings

1. Purpose

To establish a sound governance system for the Corporation's shareholders' meetings, enhance supervisory functions, and strengthen management capabilities, these rules are formulated in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

2. Scope

Unless otherwise stipulated by laws or the Corporation's Articles of Incorporation, the procedural rules for the Corporation's shareholders' meetings shall be governed by these rules.

3. Content

3.1 Notice of shareholders' meeting convening and notification

- (i) The Corporation's shareholders' meetings shall be convened by the Board of Directors, unless otherwise provided by laws and regulations.
- (ii) When the Corporation convenes a virtual shareholders' meeting, it must be stated in the Articles of Incorporation and approved by a resolution of the Board of Directors, except as otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies. The resolution for a virtual shareholders' meeting shall require the attendance of at least two-thirds of the directors and approval by a majority of those present.
- (iii) Any changes to the method of convening the Corporation's shareholders' meetings must be approved by the Board of Directors and completed before the meeting notice is issued.
- (iv) The Corporation shall send electronic copies of the shareholders' meeting notice, proxy forms, and relevant proposal materials (such as those for acknowledgment, discussion, or the election/dismissal of directors) to the Market Observation Post System 30 days before the regular shareholders' meeting or 15 days before an extraordinary shareholders' meeting. Additionally, electronic files of the meeting agenda handbook and supplemental materials shall be uploaded 21 days prior to a regular shareholders' meeting or 15 days prior to an extraordinary shareholders' meeting. However, if by the end of the latest fiscal year, the Corporation has a paid-in capital of NT\$2 billion or more or if foreign and PRC investors hold 30% or more of the total shares as recorded in the shareholders' roster for the most recent regular shareholders' meeting, electronic files must be uploaded 30 days before the regular shareholders' meeting. The meeting agenda handbook and supplemental materials shall also be made available for shareholder inspection at the Corporation and its designated stock affairs agent no later than 15 days before the shareholders' meeting.
- (v) On the day of the shareholders' meeting, the Corporation shall provide meeting agenda handbooks and supplemental materials as follows:
 1. For physical meetings: Handbooks shall be distributed on-site.
 2. For hybrid virtual meetings: Handbooks shall be distributed on-site and via the online platform.
 3. For fully virtual meetings: Handbooks shall be provided via the online platform.
- (vi) The meeting notice and public announcement shall specify the purposes of the meeting. With the recipient's

consent, notifications may be sent electronically.

- (vii) The election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for cessation of public offering, authorization of director's competitive conduct, conversion of profits into capital, conversion of reserves into capital, dissolution, merger, division, or matters under Article 185, Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, as well as Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, must be explicitly listed in the agenda with their main content explained and cannot be raised as extempore motions.
- (viii) If the agenda of the shareholders' meeting explicitly states a full re-election of directors along with an effective date, the effective date cannot be altered by extempore motions or any other means once the re-election is completed during the same meeting.
- (ix) Shareholders holding 1% or more of the total issued shares may submit a proposal for inclusion in the agenda of a regular shareholders' meeting. Each shareholder is limited to one proposal, and any additional proposals exceeding this limit will not be included in the agenda. If the shareholder proposals fall under any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act, the Board of Directors may exclude them from the agenda.
- (x) Shareholders may submit advisory proposals urging the Corporation to enhance public welfare or fulfill social responsibilities. Such proposals are limited to one per shareholder and must comply with the relevant provisions of Article 172-1 of the Company Act. Proposals exceeding this limit will not be included in the agenda.
- (xi) The Corporation shall announce the acceptance of shareholder proposals, including the methods of submission (written or electronic), the acceptance office, and the acceptance period, before the book closure date preceding the regular shareholders' meeting. The acceptance period shall not be less than 10 days.
- (xii) Shareholder proposals shall be limited to 300 words. Proposals exceeding this limit will not be included in the agenda. Proposing shareholders must attend the regular shareholders' meeting in person or by proxy to participate in the discussion of their respective proposals.
- (xiii) The Corporation shall notify proposing shareholders of the outcome before the shareholders' meeting notice is issued. Proposals that comply with Article 3.1 shall be included in the meeting notice. For shareholder proposals that are not included in the agenda, the Board of Directors shall explain the reasons for their exclusion at the shareholders' meeting.

3.2 Attendance of shareholders via proxy

- (i) Shareholders may, for each shareholders' meeting, issue a proxy form provided by the Corporation, specifying the scope of authorization, to appoint a proxy to attend the meeting.
- (ii) A shareholder may issue only one proxy form and appoint one proxy. The proxy form must be submitted to the Corporation at least five days prior to the shareholders' meeting. In cases where multiple proxy forms are submitted, the one received first shall take precedence. However, this does not apply if the shareholder issues a statement revoking the previously submitted proxy.

- (iii) After a proxy form has been submitted to the Corporation, if the shareholder wishes to attend the shareholders' meeting in person or exercise voting rights in writing or electronically, they must notify the Corporation in writing to revoke the proxy at least two days prior to the meeting. If the revocation is not made within this timeframe, the voting rights shall be exercised by the appointed proxy.
- (iv) After a proxy form has been submitted to the Corporation, if the shareholder wishes to attend the shareholders' meeting via a virtual platform, they must notify the Corporation in writing to revoke the proxy at least two days prior to the meeting. If the revocation is not made within this timeframe, the voting rights shall be exercised by the appointed proxy.

3.3 Principles for determining the venue and time of shareholders' meetings:

- (i) The venue for shareholders' meetings should either be the Corporation's registered location or a location convenient for shareholders to attend that is suitable for holding the meeting. The meeting start time should not be earlier than 9:00 a.m. or later than 3:00 p.m. The venue and time should be decided with careful consideration of the opinions of independent directors.
- (ii) For virtual shareholders' meetings, the restrictions regarding the venue specified in the previous section do not apply.

3.4 Preparation of attendance registers and related documents

- (i) The Corporation shall specify in the meeting notice the check-in time, check-in location, and other necessary instructions for shareholders, solicitors, and proxy agents (hereinafter referred to as "shareholders").
- (ii) The check-in time for shareholders should commence at least 30 minutes prior to the start of the meeting. The check-in location shall be clearly marked, and adequate qualified personnel shall be assigned to handle the process. For virtual shareholders' meetings, shareholders can check in via the virtual meeting platform at least 30 minutes before the meeting starts. Shareholders who complete the check-in process shall be deemed to have attended the meeting in person.
- (iii) Shareholders shall attend the shareholders' meeting with an attendance certificate, sign-in card, or other attendance documentation. The Corporation shall not arbitrarily require additional documents for verification of shareholder attendance. Solicitors with proxy forms shall also carry identification documents for verification.
- (iv) The Corporation shall provide an attendance register for signing in by attending shareholders or accept submitted sign-in cards in lieu of signing.
- (v) The Corporation shall provide attending shareholders with the meeting agenda handbook, annual report, attendance certificates, speech slips, voting ballots, and other meeting materials. For meetings involving the election of directors, election ballots shall also be provided.
- (vi) When the shareholder is a government agency or legal entity, its representatives attending the meeting shall not be limited to one person. However, if a legal entity is entrusted as a proxy to attend the meeting, it may only appoint one person to attend as its representative.
- (vii) For meetings held via virtual platforms, shareholders wishing to attend virtually must register with the Corporation at least two days before the meeting.

(viii) For meetings conducted via virtual platforms, the Corporation shall upload the meeting agenda handbook, annual report, and other relevant materials to the virtual meeting platform at least 30 minutes before the meeting starts. These materials shall remain available until the end of the meeting.

3.5 Required items in the notice for convening virtual shareholders' meetings

When convening a virtual shareholders' meeting, the Corporation shall specify the following items in the meeting notice:

- (i) Methods for shareholders to participate in the virtual meeting and exercise their rights.
- (ii) Handling procedures in case of disruptions to the virtual meeting platform or participation caused by natural disasters, incidents, or other force majeure events. These procedures shall include at least the following:
 1. The duration of the disruption, after which the meeting must be postponed or resumed, and the date for the postponed or resumed meeting if required.
 2. Shareholders who did not register for virtual participation in the original meeting shall not participate in the postponed or resumed meeting.
 3. For hybrid virtual meetings, if the virtual platform becomes inoperable and after excluding the shares of virtual participants, the total shares represented by in-person attendees still meet the legal quorum, the meeting shall continue. Virtual participants' shares shall be counted in the total shares represented, but for all agenda items of that meeting, they shall be deemed to have waived their voting rights.
 4. In the event that all agenda items have been resolved, but no extempore motions were conducted, the method of handling such a situation.
- (iii) The notice shall also include appropriate alternative measures provided for shareholders facing difficulties in participating virtually. Except in circumstances governed by Paragraph 6 of Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Corporation must provide at least the necessary connection equipment and assistance. The notice should also specify the application period for shareholders and any other relevant instructions.

3.6 Chairperson and attendees of shareholders' meetings

- (i) If the shareholders' meeting is convened by the Board of Directors, the chairperson shall be the Chairman of the Board. In the event the Chairman is on leave or unable to perform their duties due to unforeseen circumstances, the Vice Chairman shall act as the proxy. If there is no Vice Chairman, or the Vice Chairman is also unable to perform their duties, the Chairman shall appoint a Managing Director to act as the proxy. If no Managing Directors are appointed, the Chairman shall appoint a Director as the proxy, or the Managing Directors or Directors shall elect one among themselves to act as the proxy if the Chairman has not made an appointment.
- (ii) In the case where the chairperson is a proxy Managing Director or Director, they must have served for at least six months and have a sound understanding of the Corporation's financial and business operations. This requirement also applies to representatives of corporate Directors.
- (iii) For shareholders' meetings convened by the Board of Directors, it is recommended that the Chairman

personally presides over the meeting. A majority of the Board members and at least one representative from each functional committee should also attend, with attendance records included in the meeting minutes.

- (iv) If the shareholders' meeting is convened by parties other than the Board of Directors, the chairperson shall be the convening party. If there are two or more convening parties, one shall be elected among them to preside over the meeting.
- (v) The Corporation may designate appointed lawyers, accountants, or other relevant personnel to attend the shareholders' meeting as non-voting attendees.

3.7 Recording or video recording for evidence during shareholders' meetings

- (i) The Corporation shall continuously and uninterrupted record or video the shareholder check-in process, meeting proceedings, and the voting and vote-counting processes starting from the acceptance of shareholder check-ins.
- (ii) The aforementioned audiovisual materials must be preserved for at least one year. However, if a shareholder initiates litigation in accordance with Article 189 of the Company Act, the materials shall be retained until the conclusion of the lawsuit.
- (iii) For virtual shareholders' meetings, the Corporation shall record and preserve data on shareholder registration, check-in, inquiries, voting, and the Corporation's vote-counting results. The entire virtual meeting must also be continuously and uninterrupted recorded or videoed.
- (iv) The materials and recordings mentioned above must be properly preserved during their retention period and provided to the entity entrusted with managing the virtual meeting affairs for safekeeping.
- (v) For virtual shareholders' meetings, the Corporation is advised to record or video the backend operations interface of the virtual meeting platform.

3.8 Shareholder attendance and voting rights at shareholders' meetings

- (i) Attendance at the shareholders' meeting shall be based on the number of shares held. The number of shares represented in attendance is calculated based on the attendance register, submitted sign-in cards, and the number of shares checked in via the virtual meeting platform, plus the shares used for exercising voting rights in writing or electronically.
- (ii) When the meeting time has arrived, the chairperson shall immediately announce the commencement of the meeting and simultaneously disclose the number of shares without voting rights and the total number of shares represented in attendance.
- (iii) If shareholders representing a majority of the total issued shares are not present, the chairperson may announce a postponement of the meeting. Postponements are limited to two times, with the total time not exceeding one hour. If after two postponements, shareholders representing at least one-third of the total issued shares are still not present, the chairperson shall announce the meeting as canceled. For virtual shareholders' meetings, the Corporation shall additionally announce the cancellation on the virtual meeting platform.
- (iv) If after two postponements, there are still insufficient attendees but shareholders representing at least one-third of the total issued shares are present, a tentative resolution may be adopted in accordance with Article

175, Paragraph 1 of the Company Act. All shareholders shall be notified of the tentative resolution and a new meeting shall be convened within one month. For virtual meetings, shareholders wishing to attend virtually must re-register with the Corporation in accordance with Article 3.4.

- (v) If during the ongoing meeting, shareholders representing a majority of the total issued shares become present, the chairperson may propose the tentative resolution for a vote in accordance with Article 174 of the Company Act.

3.9 Discussion of proposals

- (i) If the shareholders' meeting is convened by the Board of Directors, the agenda shall be determined by the Board of Directors. Each proposal, including extempore motions and amendments to original proposals, shall be voted on individually. The meeting shall proceed according to the scheduled agenda, which may not be altered without a resolution by the shareholders' meeting.
- (ii) If the shareholders' meeting is convened by other convening parties outside the Board of Directors, the provisions of the previous section shall apply.
- (iii) For the agendas determined in the preceding sections, before the discussion (including extempore motions) is concluded, the chairperson may not unilaterally announce adjournment without a resolution. If the chairperson violates the rules of procedure and declares adjournment, other members of the Board shall promptly assist attending shareholders in following lawful procedures to elect another chairperson by majority consent of the attending shareholders to continue the meeting.
- (iv) The chairperson shall provide sufficient opportunities for explanation and discussion regarding proposals, amendments submitted by shareholders, or extempore motions. Once deemed ready for voting, the chairperson may announce the conclusion of discussions, submit the matter for voting, and allocate adequate time for voting.

3.10 Shareholder speaking rights

- (i) Shareholders wishing to speak during the meeting must first complete a speech slip, indicating the main points of their speech, shareholder account number (or attendance certificate number), and account name. The chairperson will determine the order of speeches.
- (ii) Shareholders who submit speech slips but do not speak shall be regarded as having not spoken. If the content of the speech differs from the content recorded on the slip, the actual speech content shall prevail.
- (iii) For each agenda item, shareholders may speak no more than twice without the chairperson's consent, with each speech limited to five minutes. If a shareholder's speech violates regulations or strays beyond the scope of the agenda, the chairperson may stop their speech.
- (iv) During a shareholder's speech, other shareholders may not interrupt or interfere unless they have obtained consent from both the chairperson and the speaking shareholder. Violators shall be stopped by the chairperson.
- (v) If a corporate shareholder appoints two or more representatives to attend the meeting, only one representative may speak on the same agenda item.
- (vi) After a shareholder has spoken, the chairperson may respond personally or designate relevant personnel to respond.

- (vii) For virtual shareholders' meetings, shareholders participating online may submit questions in text format via the virtual meeting platform from the announcement of the meeting's commencement until its adjournment. For each agenda item, shareholders may ask questions no more than twice, with each question limited to 200 words. The rules in Items (i) through (v) do not apply to virtual participation.
- (viii) Questions submitted under the preceding item that comply with regulations and remain within the scope of the agenda should ideally be displayed on the virtual meeting platform for all participants to see.

3.11 Calculation of voting shares and recusal system

- (i) Voting at shareholders' meetings shall be based on the number of shares held as the calculation standard.
- (ii) In resolutions passed at shareholders' meetings, the shares held by shareholders without voting rights shall not be included in the total number of issued shares.
- (iii) Shareholders who have a personal conflict of interest in a matter being discussed at the meeting that could harm the interests of the Corporation shall not participate in the vote on that matter, nor may they proxy for other shareholders to exercise voting rights.
- (iv) The number of shares disqualified from exercising voting rights under the preceding clause shall not be included in the voting rights of attending shareholders.
- (v) Except for trust enterprises or shareholding agents approved by the securities regulatory authority, a person who is entrusted by more than two shareholders simultaneously shall not exercise voting rights exceeding 3% of the total issued shares. Any voting rights exceeding this limit shall not be counted.

3.12 Voting rights

- (i) Each shareholder is entitled to one vote per share, except for shares with restricted voting rights or shares outlined in Article 179, Paragraph 2 of the Company Act.
- (ii) At the shareholders' meeting, voting rights may be exercised electronically or in writing. The methods for exercising these rights shall be specified in the meeting notice. Shareholders who exercise their voting rights in writing or electronically are deemed to have attended the meeting in person. However, regarding extempore motions or amendments to original proposals at the meeting, such shareholders are considered to have waived their voting rights. Therefore, the Corporation is advised to avoid proposing extempore motions or amendments to original proposals.
- (iii) Shareholders who exercise their voting rights in writing or electronically must deliver their declarations of intent to the Corporation at least two days prior to the shareholders' meeting. In cases of duplicate declarations, the first one received shall prevail. However, this does not apply if the shareholder issues a statement revoking their prior declaration of intent.
- (iv) After exercising voting rights in writing or electronically, if shareholders wish to attend the meeting in person or via virtual platform, they must revoke their prior declaration of intent using the same method at least two days before the meeting. If the revocation is not made in time, the voting rights exercised in writing or electronically shall prevail. If voting rights have been exercised in writing or electronically and a proxy is appointed to attend the meeting, the voting rights exercised by the proxy shall prevail.
- (v) Unless otherwise specified by the Company Act or the Corporation's Articles of Incorporation, resolutions for agenda items are passed with the consent of a majority of voting rights of attending shareholders.

During voting, the chairperson or their designee shall announce the total number of voting rights held by attending shareholders, and shareholders shall vote individually on each agenda item. Results, including the number of approvals, objections, and abstentions, shall be entered into the Market Observation Post System on the day of the meeting.

- (vi) For agenda items with amendments or substitute proposals, the chairperson shall determine the voting order, combining them with the original proposal. Once one proposal is approved, all others are deemed rejected without requiring additional votes.
- (vii) Inspectors and counters for voting shall be designated by the chairperson, but inspectors must have shareholder status.
- (viii) The counting of votes and ballots for proposals or elections shall take place in a publicly accessible area at the meeting venue. Results shall be announced immediately upon completion, including the total calculated voting rights, and recorded in writing.
- (ix) For virtual shareholders' meetings, shareholders attending via virtual platforms shall vote on proposals and elections through the platform starting from the announcement of the meeting's commencement until the announcement of the voting deadline. Late submissions shall be considered abstentions.
- (x) For virtual shareholders' meetings, voting results and election outcomes shall be consolidated and announced once voting ends.
- (xi) For hybrid shareholders' meetings, shareholders who registered to attend virtually under Article 3.4 but wish to attend the physical meeting must revoke their virtual attendance registration at least two days before the meeting using the same method. Late revocations shall restrict attendance to virtual participation only.
- (xii) Shareholders who exercised their voting rights in writing or electronically and attended virtually but did not revoke their declaration of intent may not vote again or amend their votes on the original proposals or amendments, except for extempore motions.

3.13 Election proposals

- (i) When directors are elected at the shareholders' meeting, the process shall be conducted in accordance with the Corporation's relevant election regulations. The election results, including the list of elected directors along with their vote counts and the list of non-elected candidates with their respective vote counts, shall be announced on the spot.
- (ii) The ballots for the aforementioned elections shall be sealed and signed by the inspectors and properly preserved for at least one year. However, if shareholders initiate litigation under Article 189 of the Company Act, the ballots shall be retained until the conclusion of the lawsuit.

3.14 Meeting minutes

- (i) Resolutions made at the shareholders' meeting shall be recorded in meeting minutes, signed or sealed by the chairperson, and distributed to all shareholders within 20 days after the meeting. The preparation and distribution of the meeting minutes may be done electronically.
- (ii) The distribution of the meeting minutes may be conducted by announcing them through the Market Observation Post System.

- (iii) The meeting minutes shall accurately include the year, month, day, location, name of the chairperson, decision-making methods, summary of the proceedings, and voting results (including calculated voting rights). In cases involving the election of directors, the voting results for each candidate shall also be disclosed. The minutes shall be preserved permanently during the Corporation's existence.
- (iv) For virtual shareholders' meetings, the minutes shall include all items required under the previous section as well as the start and end times of the meeting, the method of convening the meeting, the names of the chairperson and recorder, and details of how any disruptions caused by natural disasters, incidents, or other force majeure affecting the virtual platform or virtual participation were handled.
- (v) For virtual shareholders' meetings, in addition to the requirements listed above, the meeting minutes shall specify the alternative measures provided to shareholders who faced difficulties participating virtually.

3.15 External announcements

- (i) On the day of the shareholders' meeting, the Corporation shall compile statistical reports, in the prescribed format, showing the number of shares solicited by solicitors, the number of shares represented by proxy agents, and the number of shares represented by shareholders attending in writing or electronically. These reports shall be prominently displayed at the meeting venue. For virtual shareholders' meetings, the Corporation shall upload the aforementioned information to the virtual meeting platform at least 30 minutes before the meeting begins and keep it accessible until the meeting concludes.
- (ii) For virtual shareholders' meetings, upon the announcement of the meeting's commencement, the total number of shares represented by attending shareholders shall be disclosed on the virtual platform. Any updated statistics of the total shares and voting rights during the meeting shall also be disclosed.
- (iii) For resolutions passed at the shareholders' meeting that involve matters required by law or significant information stipulated by the Taiwan Stock Exchange Corporation or the Taipei Exchange, the Corporation must transmit the relevant content to the Market Observation Post System within the prescribed time frame.

3.16 Maintenance of order at the meeting venue

- (i) Staff members managing the shareholders' meeting must wear identification badges or armbands.
- (ii) The chairperson may instruct disciplinary personnel or security personnel to assist in maintaining order at the venue. Disciplinary personnel or security personnel assisting in this capacity must wear armbands or identification badges clearly marked with the words "Disciplinary Personnel."
- (iii) If the venue is equipped with audio equipment, shareholders may only use devices provided by the Corporation for speaking. The chairperson may stop any shareholder attempting to use non-approved equipment.
- (iv) Shareholders who violate procedural rules, refuse the chairperson's corrections, and disrupt the meeting may be directed by the chairperson to leave the venue with the assistance of disciplinary personnel or security personnel.

3.17 Breaks and continuation of meetings

- (i) During the meeting, the chairperson may announce a break at their discretion. In cases of unavoidable circumstances, the chairperson may decide to temporarily suspend the meeting and announce a new time to resume the meeting as appropriate.

- (ii) If the venue scheduled for the shareholders' meeting becomes unusable before the proceedings (including extempore motions) are concluded, the shareholders' meeting may resolve to find an alternative venue to continue the meeting.
- (iii) The shareholders' meeting may resolve to postpone or resume the meeting within five days in accordance with Article 182 of the Company Act.

3.18 Information disclosure for virtual shareholders' meetings

For shareholders' meetings held via virtual platforms, the Corporation shall disclose the voting results of each proposal and the election outcomes on the virtual meeting platform immediately after voting concludes. This information shall remain accessible for at least 15 minutes after the chairperson announces the adjournment of the meeting.

3.19 Location of chairperson and recorder for virtual shareholders' meetings

When the Corporation holds a virtual shareholders' meeting, the chairperson and the recorder shall be located at the same venue within the country. The chairperson must announce the address of this location at the start of the meeting.

3.20 Handling disruptions during virtual meetings

- (i) For shareholders' meetings held via virtual platforms, the Corporation may provide shareholders with a simple connectivity test prior to the meeting and offer real-time support before and during the meeting to address technical communication issues.
- (ii) For shareholders' meetings held via virtual platforms, the chairperson must, at the time of announcing the start of the meeting, additionally declare the procedure for handling disruptions. Except for situations stipulated under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies that do not require postponement or resumption, any disruption caused by natural disasters, incidents, or other force majeure that renders the virtual platform or virtual participation unusable for more than 30 minutes before adjournment must lead to the meeting being postponed or resumed within five days. The provisions of Article 182 of the Company Act do not apply in such cases.
- (iii) Shareholders who did not register for virtual participation in the original shareholders' meeting shall not be allowed to participate in the postponed or resumed meeting arising from the aforementioned disruptions.
- (iv) According to the provisions of Item (ii), for postponed or resumed meetings, shareholders who registered for virtual participation in the original meeting and completed check-in, but did not attend the postponed or resumed meeting, will have their shares represented, voting rights exercised, and election rights from the original meeting counted in the total shares, voting rights, and election rights of the postponed or resumed meeting.
- (v) When handling postponed or resumed shareholders' meetings as stipulated in Item (ii), agenda items for which voting and counting have already been completed, and the voting results or the list of elected directors have been announced, do not need to be re-discussed or re-resolved.
- (vi) For hybrid shareholders' meetings, if the virtual portion of the meeting cannot continue as described in Item (ii), but the total number of shares represented by in-person attendees still meets the legal quorum

required for the meeting, the shareholders' meeting shall proceed without the need for postponement or resumption as stipulated in Item (ii).

- (vii) In situations where the shareholders' meeting is required to continue as outlined in the preceding clause, the shares represented by shareholders who participated virtually shall be included in the total number of shares represented at the meeting. However, these shareholders shall be considered to have abstained from voting on all proposals at the meeting.
- (viii) When the Corporation postpones or resumes the meeting in accordance with Item (ii), it shall handle relevant preparatory tasks based on the original shareholders' meeting date and in compliance with the provisions outlined in Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
- (ix) For the time periods specified under the latter part of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies as well as Articles 44-5 (Paragraph 2), 44-15, and 44-17 (Paragraph 1) of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Corporation shall handle these matters based on the postponed or resumed meeting date in accordance with the provisions of Item (ii).

3.21 Addressing digital accessibility gaps

When holding virtual shareholders' meetings, the Corporation shall provide appropriate alternative measures for shareholders facing difficulties in participating virtually. Except in circumstances governed by Paragraph 6 of Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Corporation must provide at least the necessary connection equipment and assistance. The notice should also specify the application period for shareholders and any other relevant instructions.

3.22 These rules shall take effect upon approval by the shareholders' meeting. Amendments to the rules shall follow the same procedure.

4. Reference document

- 4.1 Company Act
- 4.2 Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies
- 4.3 Securities and Exchange Act
- 4.4 Regulations Governing the Administration of Shareholder Services of Public Companies
- 4.5 Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies
- 4.6 Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings
- 4.7 Regulations Governing the Offering and Issuance of Securities by Securities Issuers

Axman Enterprise Co., Ltd. Articles of Incorporation (Before Amendment)

Chapter 1 General Provisions

Article 1: This Corporation is organized in accordance with the Company Act. It is named Axman Enterprise Co., Ltd.

Article 2: The Corporation operates the following businesses:

1. C805050 Industrial plastic products manufacturing
2. CC01120 Data storage media manufacturing and reproduction
3. CC01080 Electronic components manufacturing
4. CD01040 Motorcycle and parts manufacturing
5. CD01050 Bicycle and parts manufacturing
6. CD01990 Other transportation tools and parts manufacturing
7. CA04010 Surface treatment industries
8. F104110 Wholesale of textiles, apparel, shoes, hats, umbrellas, and fashion accessories
9. F114040 Wholesale of bicycles and parts
10. F114030 Wholesale of automobile and motorcycle parts and accessories
11. F114990 Wholesale of other transportation tools and parts
12. F401010 International trade
13. ZZ99999 Any businesses not prohibited or restricted by law, except for licensed activities

Article 3: The Corporation's headquarters is located in Changhua County. Additional branches may be established domestically or internationally by a resolution of the Board of Directors when deemed necessary.

Article 3-1: The Corporation's total investments are not subject to the restriction in Article 13 of the Company Act, which limits investments to 40% of paid-in capital.

Article 4: Announcements shall be made in accordance with Article 28 of the Company Act and other relevant laws and regulations.

Chapter 2 Shares

Article 5: The total authorized capital of the Corporation is NT\$600 million, divided into 60 million shares. Each share is valued at NT\$10 and may be issued in installments.

Of the aforementioned total authorized capital, NT\$60 million, equivalent to 6 million shares with a par value of NT\$10 per share, is reserved for the issuance of employee stock warrants. The issuance shall be resolved by the Board of Directors as necessary, in

accordance with the Company Act and other relevant regulations.

Article 6: The Corporation's stocks are all registered stocks, signed or sealed by directors representing the Corporation, and certified by competent authorities or their designated registration institutions before issuance. The Corporation may choose not to print physical stock certificates. However, such shares must be registered with a centralized securities depository institution. All stock-related matters shall be handled in compliance with the provisions of the Regulations Governing the Administration of Shareholder Services of Public Companies issued by the competent authority.

Article 7: After the Corporation has publicly issued stocks, any decision to revoke the public issuance must be resolved at the shareholders' meeting. This provision shall remain unchanged during both the Emerging Stock period and the TWSE/TPEX listing period.

Article 8: The cessation of stock transfers for regular and extraordinary shareholders' meetings shall be conducted in accordance with Article 165 of the Company Act. Additionally, stock transfers shall cease for five days prior to the record date for distributing dividends, bonuses, or other benefits.

After the Corporation becomes publicly listed, changes or transfers of the shareholders' register shall not be processed during the following periods: within 60 days before the regular shareholders' meeting, within 30 days before the extraordinary shareholders' meeting, or within five days before the record date for distributing dividends, bonuses, or other benefits.

Chapter 3 Shareholders' meetings

Article 9: Shareholders' meetings are classified into two types: regular meetings and extraordinary meetings. Regular meetings are convened once a year by the Board of Directors and must be held within six months after the end of each fiscal year, in accordance with the law. Extraordinary meetings are convened as needed, following legal requirements. Meeting notices for shareholders' meetings may be sent electronically, provided that the recipients have given their consent. After the Corporation has publicly issued shares, meeting notices for shareholders holding fewer than 1,000 registered shares may be issued through public announcements instead of individual notifications.

Shareholders' meetings of the Corporation may be conducted via video conference or through other methods announced by the Ministry of Economic Affairs.

Article 9-1: Shareholders' meetings are convened by the Board of Directors and chaired by the Chairperson of the Board. If the Chairperson is absent, they may appoint another director as their proxy. If no proxy is appointed, the directors shall elect one among themselves to act as the proxy. In cases where the meeting is convened by an authorized convener other than the Board of Directors, the convener shall act as the chairperson. If there are two or more conveners, one shall be selected among them to serve as the chairperson.

Article 10: If a shareholder is unable to attend the shareholders' meeting, they may appoint a proxy to attend on their behalf by following the provisions of Article 177 of the Company Act. The shareholder must use a proxy form issued by the Corporation, specifying the scope of

authorization, and sign or seal it. After the Corporation has publicly issued stocks, all matters related to shareholders attending meetings via proxy shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies issued by the competent authority.

Article 11: Each shareholder of the Corporation is entitled to one vote per share, except in cases where voting rights are restricted under Article 179 of the Company Act. When the Corporation convenes shareholders' meetings, electronic voting shall be provided as one of the methods for exercising voting rights.

Article 12: Resolutions passed at shareholders' meetings, unless otherwise stipulated by the Company Act, require the presence of shareholders representing more than half of the total issued shares. The resolutions must also be approved by more than half of the voting rights of the shareholders in attendance.

Article 13: Resolutions made at the shareholders' meeting shall be recorded in meeting minutes, signed or sealed by the chairperson, and distributed to all shareholders within 20 days after the meeting. The preparation and distribution of the aforementioned meeting minutes may be conducted electronically. After the Corporation becomes publicly listed, the distribution of meeting minutes and related announcements may be conducted via public announcements. The meeting minutes must record the date, time, location of the meeting, the name of the chairperson, the methods of resolutions, and a summary of the proceedings and their outcomes. These minutes shall be permanently preserved for the entire duration of the Corporation's existence. The attendance logs of shareholders and the proxy authorization forms for those attending through a proxy must be retained for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the attendance logs and proxy authorization forms must be retained until the lawsuit is concluded.

Chapter 4 Board of Directors and Audit Committee

Article 14: The Corporation shall establish a Board consisting of 5 to 9 directors, with each director serving a three-year term, elected by the shareholders' meeting from individuals with legal capacity. Directors may be re-elected consecutively. The Corporation is legally authorized to purchase liability insurance for directors during their tenure to cover compensation responsibilities related to the execution of their duties. The insurance amount and terms shall be determined by the Board of Directors.

Article 14-1: The Corporation may appoint at least three independent directors, and the number of independent directors shall not be less than one-fifth of the total board seats. The election of the Corporation's directors (including independent directors) shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. Matters related to the professional qualifications, shareholding, restrictions on concurrent positions, nomination and election methods, and other compliance requirements for directors shall be handled in accordance with the relevant regulations issued by the securities authority.

The Corporation's Board of Directors may establish functional committees in accordance

with legal provisions. The establishment and authorities of these committees shall comply with the rules stipulated by the competent authority.

Article 14-2: In compliance with the provisions of the Securities and Exchange Act, the Corporation shall establish an Audit Committee comprising all independent directors. One of the independent directors shall serve as the convener, and at least one member of the committee must possess expertise in accounting or finance. Resolutions made by the Audit Committee require the agreement of more than half of all members.

Article 14-3: The Audit Committee or its members are responsible for performing the duties of supervisors as stipulated under the Company Act, Securities and Exchange Act, other applicable laws, as well as the Corporation's Articles of Incorporation and its regulations.

Article 15: The Board of Directors is composed of its directors. The Chairperson is elected from among the directors by a vote, requiring the presence of at least two-thirds of all directors and the approval of more than half of the attending directors. The Chairperson serves as the official representative of the Corporation in external matters.

Resolutions of the Board of Directors, unless otherwise stipulated by the Company Act, require the attendance of more than half of all directors and the approval of more than half of the attending directors. Board meetings, unless otherwise stipulated by the Company Act, are convened by the Chairperson, who must specify the purpose of the meeting in the notice. Notices should be sent to all directors 7 days in advance. However, in emergency situations, meetings may be convened at any time. The Corporation may send meeting notices to directors by written, fax, or electronic means.

Article 16: The Chairperson serves as the Chairperson of the Board. If the Chairperson is on leave or unable to perform their duties, the proxy arrangement shall be handled in accordance with Article 208 of the Company Act. Directors are required to attend Board meetings in person. If a director is unable to attend, they may appoint another director as their proxy, but the proxy may only represent one director at a time. Board meetings may be conducted via video conference, and directors participating via video are considered to be attending in person.

Article 17: The remuneration for all directors is authorized to be determined by the Board of Directors based on the directors' level of participation in corporate operations and their contributions, while also referencing the standard practices of the industry. The remuneration for independent directors is also authorized to be determined by the Board of Directors with reference to the standard practices of the industry.

Chapter 5 Managers

Article 18: The Corporation may appoint managers, whose appointment, dismissal, and remuneration shall be handled in accordance with the provisions of Article 29 of the Company Act. After the Corporation establishes a Remuneration Committee, the remuneration of managers shall be handled in compliance with the relevant regulations outlined in the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange.

Chapter 6 Accounting

Article 19: At the conclusion of each fiscal year, the Board of Directors is required to prepare the following documents: Business Report, Financial Statements, and Proposal for Profit Distribution or Loss Offsetting. These documents must be lawfully submitted to the shareholders' regular meeting for approval at least 30 days prior to the meeting.

Article 20: Deleted.

Article 21: The Corporation's annual pre-tax profit before deducting employee and director remuneration shall allocate no less than 2% as employee remuneration and no more than 3% as director remuneration. However, if there are accumulated losses, the amount required to offset these losses shall be reserved in advance. Employee remuneration mentioned above may be distributed in the form of stock or cash, and the recipients may include employees of subsidiaries who meet the conditions set by the Board of Directors.

The remuneration for directors mentioned above shall only be distributed in cash.

The allocation of both employee and director remuneration shall be decided by a resolution of the Board of Directors with attendance by at least two-thirds of the directors and approval by a majority of those present, and it shall be reported to the shareholders' meeting.

If the Corporation's annual financial statements show net profit after tax, the accumulated losses shall first be offset, followed by a 10% allocation to the legal reserve in accordance with the law. However, if the legal reserve has already reached the Corporation's paid-in capital, this restriction shall not apply. Subsequently, any special reserve allocation or reversal in compliance with laws or regulatory requirements shall be made, and the remaining accumulated undistributed earnings shall be used by the Board of Directors to draft a profit distribution proposal for resolution in accordance with the law.

When dividends and bonuses are distributed entirely or partially through issuing new shares, it must be resolved at the shareholders' meeting. However, if distributed in cash, it must be decided by the Board of Directors with the attendance of more than two-thirds of the directors and a majority vote of the attending directors, and then reported to the shareholders' meeting.

The Corporation is currently in a growth phase with plans to expand production lines and meet funding needs. To strengthen the Corporation's capital structure and maintain a sound capital adequacy ratio, a balanced dividend policy will be adopted. After deducting accumulated losses and any special reserve adjustments as required by laws or regulatory authorities, if the annual after-tax profit is positive, the total shareholder dividends shall not be less than 10% of the profit. Annual shareholder dividends may be distributed in cash or stock, with the cash dividend ratio not falling below 10% of the total shareholder dividends.

Chapter 7 Supplementary Provisions

Article 22: Deleted.

Article 23: Matters not covered in these Articles of Incorporation shall be handled in accordance with the provisions of the Company Act and other relevant laws and regulations.

Article 24: These Articles of Incorporation were established on Dec. 7, 1985.

The first amendment on Sep. 19, 1987.
The second amendment on Mar. 20, 1988.
The third amendment on Aug. 26, 1991.
The fourth amendment on Oct. 25, 1996.
The fifth amendment on Aug. 6, 1999.
The sixth amendment on Aug. 6, 2002.
The seventh amendment on Oct. 11, 2006.
The eighth amendment on Jun. 24, 2008.
The ninth amendment on Dec. 20, 2008.
The tenth amendment on Mar. 10, 2009.
The eleventh amendment on Oct. 19, 2011.
The twelfth amendment on Jun. 30, 2013.
The thirteenth amendment on Jan. 2, 2014.
The fourteenth amendment on Jun. 4, 2016.
The fifteenth amendment on Jun. 25, 2019.
The sixteenth amendment on May 18, 2020.
The seventeenth amendment on Nov. 7, 2020.
The eighteenth amendment on Jun. 23, 2022.
The nineteenth amendment on May 26, 2023.

Axman Enterprise Co., Ltd.



Chairman: Chiang Yung-Ping



Current Shareholding of Directors

(I) The total number of shares issued by the Corporation: 35,000,000 shares.

(II) According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the total shares held by all directors of the Corporation shall not be less than 3,600,000 shares (Note).
 As of Mar. 18, 2025 (the book closure date), the shareholdings of all directors comply with the regulations.

(III) The shareholding status of each director as of Mar. 18, 2025, is as follows:

Position	Director's Name	Number of Shares Held as of the Book Closure Date	Shareholding Ratio (%)
Chairman	Chiang Yung-Ping	1,562,508	4.46%
Director	Hua Xing Investment Co., Ltd. (Representative: Tseng Huai-I)	916,225	2.62%
Director	Ming Yu Investment Co., Ltd. (Representative: Huang Ching-Chung)		
Director	Ming Yu Investment Co., Ltd. (Representative: Chiang Ming-Ying)	2,997,000	8.56%
Director	LCL Capital, Inc. (Representative: Li Chung-Liang)	793,333	2.27%
Independent director	Chang Chia-Hsing	0	0
Independent director	Pan Kuei-Yu	0	0
Independent director	Wu Shao-Kuei	0	0
Independent director	Huang Lan-Ying	0	0
Total for all directors		6,269,066	17.91%

Note: The Corporation has appointed at least two independent directors. As a result, the shareholding percentage of all non-independent directors has been reduced to 80%, calculated on a proportional basis.