

ABONMAX CO., LTD

2024 Annual Shareholders' Meeting Agenda

Date: June 4, 2024 (Tuesday) AM 10:30

Venue: 20F., No. 112, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City (Xizhi Office)

Meeting Method: Physical Shareholders' Meeting

Important Disclaimer

This is a translation of the agenda for the 2024 Annual General Meeting (“the agenda”) of ABONMAX CO., LTD. (“the Company”). The translation is intended for reference only and no other purpose. The Company hereby disclaims any and all liabilities whatsoever for the translation. The Chinese text of the agenda shall govern any and all matters related to the interpretation of the subject matter stated herein.

Table of Contents

	Page
1. Meeting Procedure	1
2. Meeting Agenda	2
3. Reporting matters	3
4. Matters to be approved.....	4
5. Matters for discussion	4
6. Questions and motions	7
7. Appendix	
(1) Business report.....	8
(2) Audit Committee Audit Report	11
(3) 2023 Annual Loss Allocation Statement	12
(4) 2023 Consolidated Financial Statements and Auditor's Report	13
(5) 2023 Individual Financial Statements and Auditor's Report	20
(6) Rules Governing Financial and Business Matters Between the Company and its Related Parties	28
(7) Ethical Corporate Management Best Practice Principles	37
(8) Comparison Table of amended Provisions Before and After "Articles of Incorporation"	43
(9) Articles of Incorporation	45
(10) Shareholders' Meeting Rules	50
(11) Director Shareholding Status	59

1. Meeting procedure

ABONMAX CO., LTD

The 2024 annual shareholders' meeting procedure

1. Announcement of the Commencement of the Meeting
2. Address by the Chairman
3. Report Items
4. Acknowledgments
5. Discussion
6. Questions and motions
7. Meeting Adjourned

2. Meeting agenda

ABONMAX CO., LTD 2024 Annual Shareholders' Meeting Agenda

Date: June 4, 2024 (Tuesday) AM 10:30

Venue: 20F., No. 112, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City (Xizhi Office)

Meeting Method: Physical Shareholders' Meeting

1. Announcement of meeting commencement (reporting the number of shares present).
2. Chairman's speech
3. Management Presentation (Company Reports)
 - (1) 2023 Annual Business Report.
 - (2) 2023 Audit Committee Audit Report.
 - (3) Report on the progress of the private placement capital increase.
 - (4) Report on the Company's accumulated losses reaching half of the paid-in capital.
 - (5) Report on promulgation of the Company's "Rules Governing Financial and Business Matters Between the Company and its Related Parties"
 - (6) Report on promulgation of the Company's "Ethical Corporate Management Best Practice Principles"
4. Matters Acknowledged
 - (1) 2023 Annual Operating Report and Financial Statements.
 - (2) 2023 Annual Loss Allocation Proposal.
5. Discussion
 - (1) Amendment to the Company's "Articles of Incorporation"
 - (2) Proposed private placement cash capital increase and issuance of new shares.
6. Questions and Motions
7. Adjournment

3. Reporting matters.

Reporting item 1.

Agenda: 2023 Annual Business Report.

Explanation: The 2023 Annual Business Report is available for reference in Appendix, pages 8-10.

Reporting item 2.

Agenda: 2023 Audit Committee Audit Report.

Explanation: The Audit Committee Audit Report of our company is available for reference in Appendix, page 11.

Reporting item 3.

Agenda: Report on the progress of private placement capital increase.

Explanations:

1. The company obtained approval from the shareholders' meeting on June 29, 2023, to conduct a private placement cash capital increase within a quota of 4,000 thousand shares, issuing common shares with a par value of NT\$ 10 per share. There were 4,000 thousand shares remained unallocated for private placement in 2023. Due to the absence of a continuing plan for private placement, such matters will no longer be pursued.

Reporting item 4.

Agenda: Report on the company's accumulated losses reaching half of the paid-in capital.

Explanations:

As of the end of the year 2023, the company's accumulated losses amounted to NT\$269,260,554, reaching half of the paid-in capital. In accordance with Article 211 of the Company Act, this report is presented to the shareholders' meeting.

Reporting item 5.

Agenda: Report on promulgation of the Company's "Rules Governing Financial and Business Matters Between the Company and its Related Parties".

Explanation: In order to ensure the company conducts financial and business matters with affiliated enterprises in compliance with regulations, Rules Governing Financial and Business Matters Between the Company and its Related Parties" has been promulgated, which is available for reference in Appendix, page 27~31.

Reporting item 6.

Agenda: Report on promulgation of the Company's "Ethical Corporate Management Best Practice Principles".

Explanation: In order to comply with Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Company's "Ethical Corporate Management Best Practice Principles" has been promulgated, which is available for reference in Appendix, page 32~37.

4. Matters Acknowledged

Case 1: Proposal by the Board of Directors

Agenda: 2023 Annual Business Report and Financial Statements.

Explanation:

1. The individual and consolidated financial statements for the year 2023, including the balance sheet, income statement, statement of changes in equity, and cash flow statement, have been approved at the board meeting held on March 5, 2024. These financial statements have also been audited by KGMP United Accounting Firm, with Ms. Lien, Shu-Ling and Ms. Chen, Ying-Ju serving as the auditors. The aforementioned financial statements, along with the 2023 Annual Business Report of our company, have been reviewed by the Audit Committee and an audit report has been issued.
2. The previously mentioned Annual Business Report can be referred to in Appendix, pages 8~10, and the financial statements can be referred to in Appendix, pages 13~26.
3. Please acknowledge.

Case 2: Board proposal

Agenda: 2023 Annual Loss Allocation Proposal.

Explanation:

1. The amount of accumulated losses to be offset at the beginning of the Company's fiscal year 2023 was NT\$ 246,817,334, and the net loss for the current period after tax was NT\$ 24,309,070. In addition, the net amount after tax from the transfer of other comprehensive income was NT\$ 1,865,850. The accumulated losses at the end of the period amounted to NT\$ 269,260,554. Due to the net loss for the period, no allocation will be made for employee compensation and director remuneration.
2. The 2023 Annual Loss Allocation Statement is available for reference in Appendix, page 12.
3. Please acknowledge.

5. Discussion

Case 1: Proposal by the Board of Directors

Agenda: Amendment to the Company's "Articles of Incorporation".

Explanation:

1. In order to meet the operational needs of the Company, the Company thereby proposes to add certain business items and thus amend certain articles of "Articles of Incorporation".
2. The table comparing the provisions before and after the amendment to the "Articles of Incorporation" can be found in Appendix, page 32 of this handbook.
3. Please engage in discussion.

Case 3: Board proposal

Agenda: Proposed Private Placement Cash Capital Increase and Issuance of New Shares.

Explanation:

1. The company intends to carry out a private placement cash capital increase of common shares within a quota of 4,000,000 shares to repay loans, enhance working capital,

improve the financial structure and ensure a timely fundraising. The par value per share will be NTD 10.

2. In accordance with Article 43-6 of the Securities Exchange Act, the following matters should be explained regarding the private placement:

(1) Basis and Reasonableness for Private Placement Pricing:

- A. The pricing of the private placement common shares is determined in accordance with the provisions of the "Notes on the Private Placement of Securities by Public Issuing Companies." It is calculated as the simple arithmetic average of the closing prices of the common shares on the trading days preceding the pricing date, either one, three, or five days, excluding the ex-rights and ex-dividend shares, and adding back the post-reduction ex-rights price. The calculation is compared with the simple arithmetic average of the closing prices of the common shares on the 30 trading days preceding the pricing date, excluding the ex-rights and ex-dividend shares, and adding back the post-reduction ex-rights price. The higher of these two benchmark prices is considered the reference price.
- B. The actual issuance price for the private placement will be set based on no less than 80% of the reference price. The actual pricing date will depend on the circumstances of the negotiations with specific individuals. The Board of Directors is proposed to be authorized to determine the pricing within the range not lower than the percentage determined by the resolution of the shareholders' meeting.
- C. The determination of the private placement price in this offering takes into consideration the company's operating performance, future prospects, and recent stock prices. For now, the pricing date for the private placement is set as the date of the Board of Directors' resolution on the private placement capital increase, which was held on March 14, 2024. The provisional reference price is set at NTD 21.11 per share, based on the simple arithmetic average of the closing prices of the common shares on 5 trading days prior to the pricing date. Therefore, the actual issuance price for the private placement is tentatively set at NTD 16.9, which is no less than 80% of the provisional reference price of NTD 21.11.
- D. If in the future, the market factors cause the private placement of common shares to be priced below the face value, it may result in an accumulated loss that affects shareholders' equity. In such cases, the company will report to the Board of Directors and consider whether to offset the loss through reduction of capital, retained earnings, or capital surplus, depending on the actual operating conditions.
- E. Considering the strict limitations on the timing, transferees, and quantity of transfers of private placement securities under the Securities and Exchange Act, and the prohibition on conducting public offerings within three years, the pricing of the private placement as mentioned above is deemed reasonable, taking into account the time risk.

(2) Selection of Specific Individuals:

The recipients of the private placement of common shares in this offering are chosen in accordance with the requirements specified in Article 43-6 of the Securities and Exchange Act. The purpose of selecting these recipients is to benefit the company's future operations directly or indirectly.

A. List of recipients and their relationship with the company

Specific individuals participating in the private placement	Relationship with the company
STAR TREND ENTERPRISE CORP.	Corporate Director
Change Investment CO., Ltd.	Corporate Director
世達興旺股份有限公司	Corporate Director
CHOU,WEI-KUN	Chairman
CHUNG,KAI-HSUN	Legal Representative of Corporate Director
LIN,I-YING	Legal Representative of Corporate Director
SIANG,FU-CI	director

- B. STAR TREND ENTERPRISE CORP., as a corporate shareholder, is listed in the shareholder registry as of December 31, 2023. The names of the top ten shareholders and their respective shareholding percentages, as well as the relationship between STAR TREND ENTERPRISE CORP. and the company as one of the top ten shareholders, are as follows:

Major Shareholder Name	Shareholding Ratio	Relationship with the Company
CHOU,WEI-KUN	96.67%	The Chairman of our company
WU,TSUI-CHUAN	3.33%	The spouse of the Chairman of our company

- C. Change Investment CO., Ltd., as a corporate shareholder, is listed in the shareholder registry as of December 31, 2023. The names of the top ten shareholders and their respective shareholding percentages, as well as the relationship between Cheng Jun Investment Co., Ltd. and the company as one of the top ten shareholders, are as follows:

Major Shareholder Name	Shareholding Ratio	Relationship with the Company
LIN,I-SHAN	40%	None
YU,CHIH-YIN	40%	None
LIN,I-TUNG	10%	None
CHIANG,AI-LAN	10%	None

- D. 世達興旺股份有限公司, as a corporate shareholder, is listed in the shareholder registry as of December 31, 2023. The names of the top ten shareholders and their respective shareholding percentages, as well as the relationship between Cheng Jun Investment Co., Ltd. and the company as one of the top ten shareholders, are as follows:

Major Shareholder Name	Shareholding Ratio	Relationship with the Company
STAR TREND ENTERPRISE CORP.	100%	Legal Representative of Corporate Director

(3) The necessity of the private equity offering :

- A. Reasons for not conducting public offering:

The company has a need for funds to expand its business operations. After evaluating the feasibility, timeliness, and issuance costs of public offering, it intends to raise funds through private placement to specific individuals at the appropriate timing.

- B. The private placement of new shares for this cash capital increase has the following allocation, fund utilization, and expected benefits:

The private placement will be conducted within a limit of up to 4,000,000 shares. Due to the necessity of multiple rounds of fundraising, the authorization of the board of directors will be sought at the shareholders' meeting, allowing for one or two rounds of private placement to be conducted within one year from the date of the shareholders' meeting resolution. Each round of private placement is expected to enhance the company's competitiveness, improve operational efficiency, and strengthen its financial structure, resulting in positive benefits for shareholders' equity. If the private placement is conducted in one round, the second round is planned to be combined with the first round issuance. If it is conducted in two rounds, the unissued shares from the previous round can be combined with the subsequent issuance. The total number of shares issued will not exceed 4,000,000 shares. The fund utilization and expected benefits for each round of private placement are as follows:

- The number of shares for each round of private placement: The first round is expected to issue 2,000,000 shares, and the second round is also expected to issue 2,000,000 shares, with a total not exceeding 4,000,000 shares.
- The fund utilization for each round of private placement: It will be used to

enhance working capital and repay loans.

- c. The expected benefits of each installment are as follows: Each installment aims to improve the company's financial structure. Based on the average borrowing interest rate of approximately 2.34% in the first quarter, it is estimated that a total of approximately 1,582 thousand dollars in interest expenses can be saved. (Each installment can save approximately 791 thousand dollars in interest expenses, and another 791 thousand dollars in interest expenses). This will strengthen the company's competitiveness and enhance operational efficiency, resulting in positive effects on shareholders' equity.
3. The rights and obligations of the newly issued shares through this private placement cash capital increase are the same as the existing common shares of the company. However, according to the regulations of the Securities and Exchange Act, the common shares issued through this private placement cannot be freely transferred within three years from the delivery date, except as specified in Article 43-8 of the Securities and Exchange Act. After a period of three years from the delivery date of the privately placed common shares, the Board of Directors is authorized to decide, based on the prevailing circumstances, whether to apply for the issuance of a consent letter from the competent authority and subsequently carry out the public offering procedure with the Financial Supervisory Commission (FSC) and apply for listing on the stock exchange.
4. The key details of this private placement plan, in addition to the pricing multiple, include the offering price, the number of shares to be issued, the amount of the offering, the planned projects, the progress of fund utilization, the expected benefits, and any other relevant matters. In the event of any modifications required by the competent authority or due to objective changes in the environment in the future, the Board of Directors intends to seek authorization from the shareholders' meeting to proceed in accordance with the relevant regulations.
5. Please proceed with the discussion.

Voting on the Acknowledgments and Discussions

6. Questions and motions

7. Adjournment

ABONMAX CO., LTD

Business report.

(1) Business Policy

In 2023, the panel industry faced challenges including inventory adjustments, the war in Ukraine, and global inflation. As a result, both sales volume and costs were significantly impacted, leading to a downturn in the panel industry. After experiencing two years of recession in 2022 and 2023, the market expects that the price and shipment volume of panels will improve in 2024, possibly entering an upturn phase. The Company has long been dedicated to the touch panel business and has been highly recognized by customers for our quality and delivery capabilities. With a strong customer base, we are well-positioned for stable growth. To adapt to market conditions, we aim to expand our product portfolio and increase retail offerings by actively launching high-value niche products. These include large-sized projected capacitive touch panels, specialized touch panels for medical and gaming applications, both through OEM and OBM channels. We will also work towards reducing lead times and enhancing the development of TDM and TPM products to improve overall operational efficiency.

Continuously, we are establishing physical and virtual channels for our AbonMax own-brand products, expanding sales channels for 65-inch, 75-inch, and 86-inch touch panels. We continue to grow our customer base in stable-demand sectors such as healthcare and gaming, while also developing an after-sales service system and collaborating with local agents in overseas regions.

Our panel marketing team, composed of experienced industry professionals, possesses keen insights into industry characteristics, trends, and fluctuations. They have a proven ability to develop innovative products that align with market trends and offer unique value. Moving forward, we will actively pursue orders from internationally renowned manufacturers to increase market share. By integrating company-wide resources, we will leverage our innovative R&D capabilities, manufacturing competitiveness, effective cost control, and outstanding customer service system to provide a one-stop solution for products and services. This approach aims to lower transaction costs for our customers. We will continue to expand our customer base by exploring new market demand and establishing partnerships with local collaborators in different regions. Through cooperation with local agents and distributors, we will swiftly meet the diverse needs of customers in various regions.

Apart from the panel business, the company has recognized the significant impact of market conditions on the panel industry. In response to the international emphasis on environmental protection and renewable energy, the Company established the Green Energy Division in April of 2023, entering the renewable energy industry with a focus on the construction and operation of solar power plants, and actively seeking transformation and sustainable business practices to enhance shareholder value.

(2) Implementation Overview and Achievements of Business Plan:

In 2023, the Company achieved individual revenue of NT\$279,893 thousand, with a parent company only gross profit of NT\$375 thousand and a parent company only net operating loss of NT\$58,744 thousand. Compared to 2022, there was a 11.73% increase in revenue, an 97.33% decrease in gross profit and 50.02% increase in net operating loss. The

fluctuation in gross profit over the past two fiscal years was primarily due to the overall market momentum and bargaining power was weakened caused by the market correction faced by our main panel products after a surge in demand during the pandemic. Additionally, China's encouragement of panel industry development has led to widespread price competition, resulting in a significant decrease in gross profit margins. Furthermore, the Company's fixed expenses, such as salaries and factory depreciation, were relatively high. The substantial decrease in profitability has not been able to offset the Company's fixed expenses, leading to an expansion of operating net losses.

In 2023, the Company recorded consolidated revenue of NT\$512,544 thousand, a consolidated gross profit of NT\$ 23,990 thousand and a net consolidated operating loss of NT\$80,482 thousand. Compared to 2022, there was a decrease of 1.57% in consolidated revenue, a decrease of 58.50% in consolidated gross profit and an increase of 96.51% in net consolidated operating loss. The reasons for the fluctuations in the consolidated ones were similar to those of the parent company in the past two fiscal years.

The consolidated net loss after-tax was NT\$49,340 thousand, with a decrease of 6.78% compared to the 2022. Despite poor performance in the core business, the loss showed a decreasing trend. This was mainly due to the Company's sale of its major subsidiary, Abon Touchsystems Inc., which had incurred losses for consecutive years, resulting in the recognition of an extraordinary profit of nearly NT\$74,006 thousand in 2023.

(3) Budget execution status: Not applicable.

(4) Profitability analysis:

Unit: NT\$ thousands

Item		Year 2023	Year 2022
Return on assets (%)		(5.82)	(5.44)
Return on Equity (%)		(18.21)	(17.32)
Capitalization ratio (%)	Operating Income	(18.40)	(9.36)
	Income Before Tax	(8.70)	(10.25)
Net profit margin (%)		(9.63)	(10.16)
Earnings per share (in NTD) (Note)		(0.56)	(1.24)

Note: Earnings per share are calculated based on the retrospectively adjusted number of shares (calculated using IFRSs as the basis).

(5) Research and Development Status:

The company specializes in the representation, manufacturing, and sales of professional optical panels, touch panels and modules. As of the end of 2023, the research and development department of our company was located in our subsidiary, Abon Touchsystems Inc., the Company had no in-house research and development department.

Abon Touchsystems Inc. focused on the research and development of touch panel material improvements and production process optimization. It served as the production base for the Company's touch panels and modules. This R&D department constantly monitored technological trends to develop touch electronic products that were more in line with market demands, offering higher efficiency and better performance to meet the requirements for industrial touch product applications, such as thinness and multifunctionality.

However, at the end of 2023, the Company sold all its shares in Abon Touchsystems Inc. Starting from 2024, the Company will establish its own R&D department, focusing on researching and improving components related to electric-assisted bicycles, aiming to

develop innovative and superior-performance products.

The specific research and development achievements of our company in the last 5 years are as follows:

Year	Project	Specific R&D Achievements
2019	Projection Electronic Whiteboard Technology	1. Successful mass production of large-size multi-touch projection capacitive touch panels using proprietary technology. 2. Optimization of processing and lamination techniques for coating materials. 3. Improved design of ITO projection capacitive touch panel products.
2020	Laser Engraving Technology	1. Overcame the appearance design challenges of narrow bezels. 2. Planning of automated production lines using inkjet processes.
2021	TPM and TDM Modules	1. Completed customer sampling of medium-sized TPM and TDM modules.

(6) Business Plan for the Fiscal Year 2024.

To adapt to the changing industrial landscape in Taiwan, our company has outlined the following key strategies:

Short-term:

- (1) Meet customer deadlines to ensure a stable source of orders.
- (2) Enhance the differentiation of products by increasing their added value, gaining a competitive advantage.
- (3) Actively develop overseas markets and continually pursue new factory orders.
- (4) Foster strong relationships within the supply chain and secure reliable sources.
- (5) Develop electric-assisted bicycle business.
- (6) Develop solar photovoltaic power stations to secure a long-term stable income source.

Medium to long-term:

- (1) Establish close connections with upstream and downstream suppliers and customers to build long-term cooperative relationships.
- (2) Align with market product trends and develop new processes and technologies to enhance market competitiveness.
- (3) Develop and design innovative products to enhance profitability.
- (4) Actively promote own-brand products to increase brand visibility.
- (5) Continuously expand the track record in solar photovoltaic and other renewable energy sources, and explore overseas markets.

ABONMAX CO., LTD
Audit Committee Audit Report

The Board of Directors has prepared the business report, financial statements, and proposal for the allocation of losses for the fiscal year 2023 of our company. The financial statements have been audited by CPAs Lien, Shu-Ling, and Chen, Ying-Ju from KGMP United Accounting Firm, who have completed the audit and issued an audit report, through the commission by the Board of Directors. The aforementioned business report, financial statements, and proposal for the allocation of losses have been reviewed by our Audit Committee, which has determined that there are no discrepancies found. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit the report for your reference.

Sincerely,

2024 Shareholders' Meeting, ABONMAX CO., LTD.

Audit Committee of ABONMAX CO., LTD.

Chairperson of the Audit Committee: SHEN, HUA-RONG

On the date of March 12, 2024

ABONMAX CO., LTD
Statement of Loss Appropriation
Year 2023

Unit: NT\$ thousands

Item	Amount
Accumulated Loss at the Beginning of the Period	-246,817,334
Add: Net Loss for the Current Year	-24,309,070
Net Amount Transferred to Accumulated Loss through Other Comprehensive Income	1,865,850
Accumulated Loss at the End of the Period	-269,260,554

Note: The number of shares is based on the issued shares as of December 31, 2023,
which is 43,748,200 shares.

(Private Placement Cash Capital Increase Shares: 31,445,408 shares, Listed
Common Shares: 12,302,792 shares)

Chairman:

Manager:

Chief Accountant:

Independent Auditors' Report

To the Board of Directors of ABONMAX CO., LTD.:

Opinion

We have audited the consolidated financial statements of ABONMAX CO., LTD. and its subsidiaries (the Group), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, the consolidated statements of comprehensive income, consolidated statements of changes in equity, and consolidated statements of cash flows for the years ended December 31, 2023 and 2022, and 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, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial statements 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards 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 Code of Professional Ethics for Certified Public Accountant of the Republic of China (the "Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. 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, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion therein, we do not provide a separate opinion on these matters. Key audit matters for this consolidated financial statement for the year ended December 31, 2023 are stated as follows:

1. Recognition of Sales Revenue

For the accounting policy related to the recognition of sales revenue, please refer to Note 4 (14) on Revenue Recognition in the consolidated financial statement; for the explanation of revenue recognition, please refer to Note 6 (21) in the consolidated financial statement.

Explanation of the key audit matters:

Sales revenue is a critical indicator for investors and management in assessing the financial statements or business performance of the Group. The timing of revenue recognition has a

significant impact on the financial statements. Therefore, we believe that the recognition of sales revenue is one of the key audit matters in the audit of the financial statements.

How the matter was addressed in our audit:

Our primary audit procedures for the above key audit matters include evaluating whether the accounting treatment for revenue recognition complies with the relevant pronouncements; understanding and performing internal control tests to confirm the effective implementation of internal controls; selecting a sample of sales transactions during a period before and after the reporting date, performing cut-off tests for revenue recognition to evaluate the correctness of the timing of sales revenue recognition.

Other Matters

ABONMAX CO., LTD. has already prepared the parent company only financial statements for 2023 and 2022, which have been audited by our accountants and issued an unqualified audit report for reference.

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 statements by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the 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 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 the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the auditing standards generally accepted in 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, 2023 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.

KPMG

Lien, Shu-Ling, CPA

Chen, Ying-Ju, CPA

Approved-certified: No.: Jin-Guan-Certificate No. 0940100754 and 0950161002

March 12, 2024

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and its cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit (or review) such consolidated financial statements are those generally accepted and applied in the Republic of China.

The auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and consolidated financial statements, the Chinese version shall prevail.

ABONMAX CO., LTD. & SUBSIDIARIES
Consolidated Balance Sheets
At Dec. 31, 2023 and Dec. 31, 2022

Unit: NT\$ thousands

Assets		Dec. 31, 2023		Dec. 31, 2022		Liabilities and Equity		Dec. 31, 2023		Dec. 31, 2022	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 62,644	13	64,294	8	2100	Short-term loans (Note 6(14))	\$ 100,205	22	120,330	16
1170	Net accounts receivable (Note 6(2))	8,685	2	57,741	8	2130	Contract liabilities - current (Note 6(21))	1,512	-	3,669	-
1210	Receivables on payments on behalf of others (Note 6(3) and 7)	-	-	21,003	3	2170	Notes and Accounts payable (Note 6(24))	3,500	1	22,278	3
130X	Inventory (Note 6(4))	35,319	8	58,877	8	2200	Other payables (Note 6(24))	13,325	3	30,735	4
1206	Other receivables – other (Note 6(13))	14,294	3	18,581	2	2230	Current tax liabilities	2,057	-	-	-
1212	other receivables–related parties – other (Note 6(13))	79,015	17	-	-	2280	Lease liabilities - current (Note 6(16))	11,028	2	16,530	2
1476	Other financial assets - current (Note 6(13) and 8)	17,464	4	33,734	4	2320	Long-term liabilities due within one year or one operating cycle (Note 6(15))	7,570	2	26,481	3
1479	Other current assets - other (Note 6(12))	28,037	6	41,802	6	2399	Other current liabilities	2,132	-	791	-
Total current assets		<u>245,458</u>	<u>53</u>	<u>296,032</u>	<u>39</u>	Total current liabilities		<u>141,329</u>	<u>30</u>	<u>220,814</u>	<u>28</u>
Non-current assets:						Non-current liabilities:					
1517	Financial assets measured at FVTOCI—non-current (Note 6(2))	14,787	3	16,318	2	2540	Long-term loans (Note 6(15))	37,757	8	241,712	32
1600	Property, plant and equipment (Note 6(9) and 8)	79,468	17	369,964	48	2580	Lease liabilities - non-current (Note 6(16))	34,757	8	10,366	1
1755	Right-of-use assets (Note 6(10))	45,414	11	26,806	3	2600	Other non-current liabilities	103	-	115	-
1780	Intangible assets (Note 6(11))	692	-	1,959	-	Total non-current liabilities		<u>72,617</u>	<u>16</u>	<u>252,193</u>	<u>33</u>
1840	Deferred tax assets (Note 6(18))	41,187	9	50,393	7	Total liabilities		<u>213,946</u>	<u>46</u>	<u>473,007</u>	<u>61</u>
1980	Other financial assets – non-current (Note 6(13) and 8)	5,590	1	5,286	1	Equity attributable to the owners of the parent company (Note 6(19)) :					
1995	Other non-current assets - other (Note 6(12))	29,275	6	201	-	3110	Common shares	437,482	95	437,482	57
Total non-current assets		<u>216,413</u>	<u>47</u>	<u>470,927</u>	<u>61</u>	3200	Capital reserves	73,535	16	66,684	9
						3350	Loss to be compensated	(269,260)	(58)	(246,817)	(32)
						3400	Other equity	(8,249)	(2)	(6,685)	(1)
							Total shareholders' equity	<u>233,508</u>	<u>51</u>	<u>250,664</u>	<u>33</u>
						36XX	Non-controlling interest	<u>14,417</u>	<u>3</u>	<u>43,288</u>	<u>6</u>
						Total equity		<u>247,925</u>	<u>54</u>	<u>293,952</u>	<u>39</u>
Total assets		<u>\$ 461,871</u>	<u>100</u>	<u>766,959</u>	<u>100</u>	Total liabilities and equity		<u>\$ 461,871</u>	<u>100</u>	<u>766,959</u>	<u>100</u>

(Please refer to the notes to the consolidated financial statements)

Chairman: ZHOU, WEI-KUN

Manager: TSENG, HSIN-CHIEH

Chief Accountant: FANG, SSU-YU

ABONMAX CO., LTD. & SUBSIDIARIES

Consolidated Statements of Comprehensive Income

From Jan. 1 to Dec. 31, 2023 and from Jan. 1 to Dec. 31, 2022

Unit: NT\$ thousands

		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(21) and 7)	\$ 512,544	100	520,739	100
5000	Operating cost (Note 6(5))	(488,554)	(95)	(462,928)	(89)
	Gross profit	23,990	5	57,811	11
	Operating expense:				
6100	Promotion expense	(29,607)	(6)	(31,801)	(6)
6200	Administration expense	(57,219)	(11)	(50,977)	(10)
6300	R&D expenses	(13,334)	(3)	(15,616)	(3)
6450	Reversal of expected credit losses (Note 6(3))	(4,312)	(1)	(373)	-
	Total operating expenses	(104,472)	(21)	(98,767)	(19)
	Net operating loss	(80,482)	(16)	(40,956)	(8)
	Non-operating revenue/expense (Note 6(23)) :				
7100	Interest income	1,127	-	257	-
7010	Other income	3,833	1	3,059	1
7020	Other gains and losses	54,449	10	4,748	1
7050	Financial costs	(17,004)	(4)	(11,970)	(2)
	Total non-operating revenue/expense	42,405	7	(3,906)	-
	Pre-tax net loss from continuing operations	(38,077)	(9)	(44,862)	(8)
7950	Less: Income tax expense (Note 6(18))	(11,263)	(2)	(8,069)	(2)
	Net loss for the period	(49,340)	(11)	(52,931)	(10)
	Other comprehensive income:				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8316	Unrealized gains (losses) from investments in equity instruments measured at FVTOCI	(1,531)	-	(4,267)	(1)
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method - Items not to be reclassified to profit or loss	3,500	1	-	-
8349	Less: Income tax related to the items which were not reclassified	-	-	-	-
	Total items not to be reclassified to profit or loss	1,969	1	(4,267)	(1)
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation	(33)	-	65	-
8399	Less: Income tax related to items that may be reclassified	-	-	-	-
	Total items that may be reclassified to profit or loss	(33)	-	65	-
	Other comprehensive income in the term (net value after tax)	1,936	1	(4,202)	(1)
	Total comprehensive income in the fiscal year	<u>\$ (47,404)</u>	<u>(10)</u>	<u>(57,133)</u>	<u>(11)</u>
	Net profit (loss) for the period attributable to:				
8610	Owners of the parent company	\$ (24,309)	(6)	(49,706)	(9)
8620	Non-controlling interest	(25,031)	(5)	(3,225)	(1)
		<u>\$ (49,340)</u>	<u>(11)</u>	<u>(52,931)</u>	<u>(10)</u>
	The total comprehensive income attributable to:				
8710	Owners of the parent company	\$ (24,007)	(5)	(53,908)	(10)
8720	Non-controlling interest	(23,397)	(5)	(3,225)	(1)
		<u>\$ (47,404)</u>	<u>(10)</u>	<u>(57,133)</u>	<u>(11)</u>
	Loss per share (NTD) (Note 6(20))				
9750	Basic (diluted) loss per share (NTD)	<u>\$ (0.56)</u>		<u>(1.24)</u>	

(Please refer to the notes to the consolidated financial statements)

Chairman: ZHOU,

Manager: TSENG,

Chief Accountant:

WEI-KUN

HSIN-CHIEH

FANG, SSU-YU

ABONMAX CO., LTD. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Unit: NT\$ thousands

	Equity Attributed to Shareholders of the Parent								
	Capital Stock		Retained Earnings	Others		Gain (loss) from equity investments measured at fair value through other comprehensive income	Equity Attributed to Shareholders of the Parent Total	Noncontrolling Interests	Total
				Foreign Currency Translation Reserve					
	Capital Stock Common Stock	Capital Surplus	Accumulated Deficit						
BALANCE, JANUARY 1, 2022	\$ 397,482	72,684	(196,265)	(75)	(3,254)	270,572	46,513	317,085	
Net Loss	-	-	(49,706)	-	-	(49,706)	(3,225)	(52,931)	
Other comprehensive income (loss)	-	-	-	65	(4,267)	(4,202)	-	(4,202)	
Total comprehensive income (loss)	-	-	(49,706)	65	(4,267)	(53,908)	(3,225)	(57,133)	
Cash capital increase	40,000	(6,000)	-	-	-	34,000	-	34,000	
Proceeds from disposal of equity instrument measured at fair value through other comprehensive income	-	-	(846)	-	846	-	-	-	
BALANCE, December 31, 2022	437,482	66,684	(246,817)	(10)	(6,675)	250,664	43,288	293,952	
Net Loss	-	-	(24,309)	-	-	(24,309)	(25,031)	(49,340)	
Other comprehensive income (loss)	-	-	-	(33)	335	302	1,634	1,936	
Total comprehensive income (loss)	-	-	(24,309)	(33)	335	(24,007)	(23,397)	(47,404)	
From share of changes in equities of subsidiaries	-	6,848	-	-	-	6,848	13,162	20,010	
Changes in non-controlling interests	-	-	-	-	-	-	(18,636)	(18,636)	
Proceeds from disposal of equity instrument measured at fair value through other comprehensive income	-	-	1,866	-	(1,866)	-	-	-	
Obtainment of disgorgement	-	3	-	-	-	3	-	3	
Balance at December 31, 2023	\$ 437,482	73,535	(269,260)	(43)	(8,206)	233,508	14,417	247,925	

ABONMAX CO., LTD. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Unit: NT\$ thousands

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (38,077)	(44,862)
Adjustments for:		
Adjustments to reconcile profit (loss)		
Depreciation expense	54,464	52,917
Amortization expense	780	777
Expected credit loss	4,312	373
Interest expense	17,004	11,970
Interest income	(1,127)	(257)
Gain on disposal of property, plan and equipment	(9,918)	(760)
Gain on disposal of investments	(74,006)	-
Impairment loss on financial assets	29,856	-
Profit from lease modification	(6)	-
Impairment loss on intangible assets	36	-
Total adjustments to reconcile profit (loss)	21,395	65,020
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in accounts receivable	15,306	42,485
Decrease (increase) in receivables on payments on behalf of others	21,003	(21,003)
Decrease (increase) in inventories	(18,917)	15,048
Adjustments for decrease (increase) in other current assets	12,675	(29,358)
Total changes in operating assets	30,067	7,172
Changes in operating liabilities:		
Increase in contract liabilities	774	257
Decrease in notes and accounts payable	(3,286)	(20,481)
Increase (decrease) in other payable	3,467	(1,071)
Adjustments for increase (decrease) in other current liabilities	288	(195)
Total changes in operating liabilities	1,243	(21,490)
Total changes in operating assets and liabilities	31,310	(14,318)
Total adjustments	52,705	50,702
Cash inflow generated from operations	14,628	5,840
Interest received	1,127	257
Interest paid	(17,211)	(12,168)
Income taxes paid	-	(91)
Net cash flows used in operating activities	(1,456)	(6,162)
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(100,000)	(4,000)
Proceeds from disposal of financial assets measured at fair value through other comprehensive income	-	5,012
Proceeds from capital reduction of financial assets measured at fair value through other comprehensive income	-	126
Acquisition of subsidiary	13,689	-
Proceeds from disposal of investments accounted for using equity method	33,812	-
Effect of loss of control	(6,490)	-
Acquisition of property, plant and equipment	(9,545)	(9,942)
Proceeds from disposal of property, plant and equipment	10,275	760
Increase (decrease) in other financial assets	16,217	(3,511)
Acquisition of Acquisition of	(96)	(997)
Increase in other non-current assets	(28,484)	2,158
Net cash flows used in investing activities	(70,622)	(10,394)
Cash flows from (used in) financing activities:		
Increase in short-term loans	92,875	(37,097)
Proceeds from long-term debt	-	172,000
Repayments of long-term debt	(26,196)	(165,548)
Payments of lease liabilities	(16,332)	(16,578)
Increase in other non-current liabilities	100	-
Proceeds from issuing shares	-	34,000
Change in non-controlling interests	20,010	-
Obtainment of disgorgement	3	-
Net cash flows from (used in) financing activities	70,460	(13,223)
Effect of exchange rate changes on cash and cash equivalents	(32)	69
Net decrease in cash and cash equivalents	(1,650)	(29,710)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	64,294	94,004
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 62,644	64,294

Chairman: ZHOU, WEI-KUN

Manager: TSENG, HSIN-CHIEH

Chief Accountant: FANG, SSU-YU

Independent Auditor's Report

To the Board of Directors of ABONMAX CO., LTD.:

Opinion

We have audited the parent company only financial statements of ABONMAX CO., LTD. (the Company), which comprise the parent company only balance sheets as of December 31, 2023 and 2022, the parent company only statements of comprehensive income, parent company only statements of changes in equity, and parent company only statements of cash flows for the years ended December 31, 2023 and 2022, and 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 parent company only financial position of the Company as of December 31, 2023 and 2022, 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 statements by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards 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 Code of Professional Ethics for Certified Public Accountant of the Republic of China (the "Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. 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, 2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion therein, we do not provide a separate opinion on these matters. Key audit matters for this parent company only financial statement for the year ended December 31, 2023 are stated as follows:

1. Recognition of Sales Revenue

For the accounting policy related to the recognition of sales revenue, please refer to Note 4 (14) on Revenue Recognition in the parent company only financial statement; for the explanation of revenue recognition, please refer to Note 6 (19) in the parent company only financial statement.

Explanation of the key audit matters:

Sales revenue is a critical indicator for investors and management in assessing the financial statements or business performance of the Company. The timing of revenue recognition has a significant impact on the financial statements. Therefore, we believe that the recognition of sales revenue is one of the key audit matters in the audit of the financial statements.

How the matter was addressed in our audit:

Our primary audit procedures for the above key audit matters include evaluating whether the accounting treatment for revenue recognition complies with the relevant pronouncements; understanding and performing internal control tests to confirm the effective implementation of internal controls; selecting a sample of sales transactions during a period before and after the reporting date, performing cut-off tests for revenue recognition to evaluate the correctness of the timing of sales revenue recognition.

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 statements by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including 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 the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the auditing standards generally accepted in 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 and appropriate audit evidence for the financial information of the investee companies accounted for using the equity method, to express an opinion on the parent company only

financial statements. We are responsible for the direction, supervision, and implementation of the audit of these investee companies, and are responsible for forming an opinion on the audit of the parent company only financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2023 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.

KPMG

Lien, Shu-Ling, CPA

Chen, Ying-Ju, CPA

Approved-certified: No.: Jin-Guan-Certificate No. 0940100754 and 0950161002

March 12, 2024

Notes to Readers

The accompanying parent company only financial statements are intended only to present the parent company only financial position, financial performance and its cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit (or review) such parent company only financial statements are those generally accepted and applied in the Republic of China.

The auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and parent company only financial statements, the Chinese version shall prevail.

ABONMAX CO., LTD. & SUBSIDIARIES

Parent Company Only Balance Sheets

At Dec. 31, 2023 and Dec. 31, 2022

Unit: NT\$ thousands

Assets		Dec. 31, 2023		Dec. 31, 2022		Liabilities and Equity		Dec. 31, 2023		Dec. 31, 2022	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 38,939	9	33,292	7	2100	Short-term loans (Note 6(12) and 7)	\$ 100,205	24	80,330	18
1150	Net notes receivable (Note 6(3))	286	-	179	-	2130	Contract liabilities - current (Note 6(19))	1,512	-	2,614	1
1170	(Note 6(3))	7,310	2	21,240	5	2170	Notes and Accounts payable	3,500	1	7,153	2
1180	Net accounts receivable - related parties (Note 6(3) and 7)	1,089	-	7,292	2	2180	Accounts payable - related parties (Note 7)	-	-	4,347	1
1210	Receivables on payments on behalf of others (Note 6(4))	-	-	21,003	5	2200	Other payables (Note 7)	11,865	3	15,238	3
1212	Other receivables - related parties - other (Note 6(7) and 6(11))	78,605	19	217	-	2230	Current tax liabilities	2,057	-	-	-
1300	Inventory	35,319	9	10,243	2	2280	Lease liabilities - current (Note 6(14))	10,428	3	16,530	4
1470	Other current assets (Note 6(10))	26,822	7	41,178	9	2322	Long-term liabilities due within one year or one operating cycle (Note 6(13))	7,570	2	12,993	3
1476	Other financial assets - current (Note 6(11))	31,759	8	52,297	12	2399	Other current liabilities - other	2,121	-	219	-
Total current assets		220,129	54	186,941	42	Total current liabilities		139,258	33	139,424	32
Non-current assets:						Non-current liabilities:					
1517	Financial assets measured at FVTOCI - non-current (Note 6(2))	14,787	4	16,318	4	2540	Long-term loans (Note 6(13) and 7)	37,757	9	45,077	10
1550	Investments accounted for using equity method (Note 6(6))	31,545	8	63,058	14	2580	Lease liabilities - non-current (Note 6(14))	2,855	1	10,366	2
1600	Property, plant and equipment (Note 6(8))	79,418	19	95,676	22	2645	Deposits received	103	-	103	-
1755	Right-of-use assets (Note 6(9))	13,818	3	26,806	6	Total non-current liabilities		40,715	10	55,546	12
1780	Intangible assets	692	-	979	-	Total liabilities		179,973	43	194,970	44
1840	Deferred tax assets (Note 6(16))	41,187	10	50,393	11	Equity (Note 6(17)):					
1900	Other non-current assets(Note 6(10))	6,314	1	201	-	3100	Equity capital	437,482	106	437,482	98
1980	Other financial assets - non-current (Note 6(11))	5,591	1	5,262	1	3200	Capital surplus	73,535	18	66,684	15
Total non-current assets		193,352	46	258,693	58	3351	Accumulated deficit	(269,260)	(65)	(246,817)	(55)
						3400	Other equity	(8,249)	(2)	(6,685)	(2)
						Total equity		233,508	57	250,664	56
Total assets		\$ 413,481	100	445,634	100	Total liabilities and equity		\$ 413,481	100	445,634	100

Chairman: ZHOU, WEI-KUN

Manager: TSENG, HSIN-CHIEH

Chief Accountant: FANG, SSU-YU

ABONMAX CO., LTD. & SUBSIDIARIES

Parent Company Only Statements of Comprehensive Income

From Jan. 1 to Dec. 31, 2022 and from Jan. 1 to Dec. 31, 2021

Unit: NT\$ thousands

		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(19))	\$ 279,893	100	250,506	100
5000	Operating cost (Note 6(5))	(280,164)	(100)	(236,292)	(94)
5910	Less: Unrealized profit (loss) from sales	-	-	646	-
5920	Plus: Realized profit (loss) from sales	646	-	465	-
	Gross Profit	375	-	14,033	6
	Operating expense:				
6100	Promotion expense	(18,912)	(7)	(21,455)	(9)
6200	Administration expense	(35,895)	(13)	(31,283)	(12)
6450	Reversal of expected credit losses (Note 6(3))	(4,312)	(2)	(453)	-
	Total operating expenses	(59,119)	(22)	(53,191)	(21)
	Net operating loss	(58,744)	(22)	(39,158)	(15)
	Non-operating revenue/expense:				
7100	Interest income (Note 6(21))	817	-	193	-
7191	Other income	6,603	2	3,734	1
7371	Shares of the profit and loss of the associates and joint ventures recognized using the equity method	(33,677)	(12)	(4,476)	(2)
7050	Financial costs (Note 6(21))	(6,996)	(2)	(5,239)	(2)
7020	Other gains and losses (Note 6(21))	78,951	28	3,309	1
	Total non-operating revenue/expense	45,698	16	(2,479)	(2)
	Pre-tax net loss from continuing operations	(13,046)	(6)	(41,637)	(17)
7950	Less: Income tax expense (Note 6(16))	(11,263)	(4)	(8,069)	(3)
	Net loss for the period	(24,309)	(10)	(49,706)	(20)
	Other comprehensive income:				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8316	Unrealized gains (losses) from investments in equity instruments measured at FVTOCI	(1,531)	(1)	(4,267)	(2)
8330	Shares of the profit and loss of the associates and joint ventures recognized using the equity method - items not to be reclassified to profit or loss	1,866	1	-	-
8349	Less: Income tax related to the items which were not reclassified	-	-	-	-
	Total items not to be reclassified to profit or loss	335	-	(4,267)	(2)
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(33)	-	65	-
8399	Less: Income tax related to items that may be reclassified	-	-	-	-
	Total items that may be reclassified to profit or loss	(33)	-	65	-
	Other comprehensive income in the term (net value after tax)	302	-	(4,202)	(2)
	Total comprehensive income in the fiscal year	<u>\$ (24,007)</u>	<u>(10)</u>	<u>(53,908)</u>	<u>(22)</u>
	Loss per share (NTD) (Note 6(18))				
	Basic (diluted) loss per share (NTD)	<u>\$ (0.56)</u>		<u>(1.24)</u>	

Chairman: ZHOU,

WEI-KUN

Manager: TSENG,

HSIN-CHIEH

Chief Accountant: FANG,

SSU-YU

ABONMAX CO., LTD. & SUBSIDIARIES
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Unit: NT\$ thousands

		<u>Capital Stock</u>		<u>Retained Earnings</u>	<u>Others</u>		
		<u>Capital Stock - Common Stock</u>	<u>Capital Surplus</u>	<u>Accumulated Deficit</u>	<u>Foreign Currency Translation Reserve</u>	<u>is) from equity investments measured at fair value through other comprehensive income</u>	<u>Total</u>
BALANCE, January 1, 2022	\$	397,482	72,684	(196,265)	(75)	(3,254)	270,572
Net Loss		-	-	(49,706)	-	-	(49,706)
Other comprehensive income (loss)		-	-	-	65	(4,267)	(4,202)
Total comprehensive income (loss)		-	-	(49,706)	65	(4,267)	(53,908)
Cash Capital Increase		40,000	(6,000)	-	-	-	34,000
Proceeds from disposal of equity instrument measured at fair value through other comprehensive income		-	-	(846)	-	846	-
BALANCE, December 31, 2022		437,482	66,684	(246,817)	(10)	(6,675)	250,664
Net Loss		-	-	(24,309)	-	-	(24,309)
Other comprehensive income (loss)		-	-	-	(33)	335	302
Total comprehensive income (loss)		-	-	(24,309)	(33)	335	(24,007)
Obtainment of disgorgement		-	3	-	-	-	3
Changes in Ownership Interests in Subsidiaries		-	6,848	-	-	-	6,848
Proceeds from disposal of equity instrument measured at fair value through other comprehensive income		-	-	1,866	-	(1,866)	-
Balance at December 31, 2023	\$	437,482	73,535	(269,260)	(43)	(8,206)	233,508

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ABONMAX CO., LTD. & SUBSIDIARIES
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	Unit: NT\$ thousands	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (13,046)	(41,637)
Adjustments for:		
Adjustments to reconcile profit (loss)		
Depreciation expense	29,303	24,319
Amortization expense	287	294
Expected credit loss	4,312	453
Interest expense	6,996	5,239
Interest income	(817)	(193)
Dividend income	-	(31)
Share of loss of associates accounted for using equity method	33,677	4,476
Gain on disposal of property, plan and equipment	(9,918)	(760)
Impairment loss of fixed asset	5,401	-
Gain on disposal of investments accounted for using equity method	(74,006)	-
Profit from lease modification	(6)	-
Unrealized gain (loss) from sale	(646)	181
Total adjustments to reconcile profit (loss)	(5,417)	33,978
Changes in operating assets and liabilities		
Changes in operating assets:		
Notes receivable	(107)	2,446
Accounts receivable	12,072	7,319
Accounts receivable - related parties	6,203	(1,705)
Receivables on payments on behalf of others	21,003	(21,003)
Inventories	(25,076)	10,161
Other current assets	14,356	(31,415)
Total changes in operating assets	28,451	(34,197)
Changes in operating liabilities:		
Increase (decrease) in contract liabilities	(1,102)	1,355
Notes and accounts payable	(3,653)	2,080
Accounts payable - related parties	(4,347)	2,129
Other payable	(3,319)	386
Other current liabilities	(98)	(162)
Total changes in operating liabilities	(12,519)	5,788
Total changes in operating assets and liabilities	15,932	(28,409)
Cash outflow generated from operations	(2,531)	(36,068)
Interest received	817	193
Dividends received	-	31
Interest paid	(6,996)	(5,239)
Income taxes paid	-	(91)
Net cash flows used in operating activities	(8,710)	(41,174)
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	-	(4,000)
Proceeds from disposal of financial assets measured at fair value through other comprehensive income	-	5,012
Proceeds from capital reduction of financial assets measured at fair value through other comprehensive income	-	126
Acquisition of investments accounted for using equity method	(31,200)	-
Proceeds from disposal of investments accounted for using equity method	33,812	-
Acquisition of property, plant and equipment	(1,150)	(5,062)
Proceeds from disposal of property, plant and equipment	10,275	760
Acquisition of intangible assets	-	(21)
Increase in other financial assets	17,925	(17,077)
Increase in other non-current assets	(6,114)	2,158

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Net cash flows from (used in) investing activities	23,548	(18,104)
Cash flows from (used in) financing activities:		
Increase (decrease) in short-term loans	19,875	22,874
Repayments of long-term debt	(12,743)	(21,600)
Payments of lease liabilities	(16,326)	(15,681)
Proceeds from issuing shares	-	34,000
Obtainment of disgorgement	3	-
Net cash flows from (used in) financing activities	(9,191)	19,593
Net increase (decrease) in cash and cash equivalents	5,647	(39,685)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	33,292	72,977
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 38,939</u>	<u>33,292</u>

**Chairman: ZHOU,
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**Manager: TSENG,
HSIN-CHIEH**

**Chief Accountant: FANG,
SSU-YU**

ABONMAX CO., LTD

Rules Governing Financial and Business Matters Between the Company and its Related Parties

- Article 1 To ensure sound financial and business interactions between the Company and its related parties and to prevent non arm's-length transactions and improper channeling of interests with respect to the purchase and sale of goods, the acquisition and disposal of assets, the provision of endorsements and guarantees, and loans of funds between the Company and its related parties, these Rules are adopted pursuant to Article 17 of the Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies.
- Article 2 Except as otherwise provided by law and regulation or by the Articles of Incorporation, financial and business matters between the Company and any of its related parties shall be handled in accordance with the provisions of these Rules.
- Article 3 The term “related party” referred herein shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- The term "affiliated enterprise" as used herein means an enterprise that, in accordance with Article 369-1 of the Company Act, exists independently and has either of the following relationships with the Company:
1. A relationship of control or subordination.
 2. A relationship of mutual investment. In determining whether a relationship of control or subordination under the preceding subparagraph exists, the substance of the relationship shall be considered in addition to the legal form.
- Article 4 The Company shall establish an effective internal control system designed for transactions with related parties (including affiliated enterprises) in regard to its overall operational activities, and shall continue to review the system in order to adapt to changes in the internal and external environment and ensure that the system's design and operation remain effective.
- The Company shall ensure that any subsidiary develops an effective internal control system, taking into account the laws and regulations of the jurisdiction in which the subsidiary is located and the nature of its operations. For any related party that is not a public company, this Corporation shall still, in consideration of the degree of influence it has on the Company's business and finances, require that it develop effective systems for internal control and for managing financial, business, and accounting matters.
- Article 5 In addition to implementing the adopted internal control system, the Company shall pay close attention to the following matters when exercising supervision over the operation and management of its affiliated enterprises:
1. The Company shall obtain an appropriate number of director and supervisor seats in the affiliated enterprise in accordance with the percentage of the shares it holds.
 2. A director that the Company assigns to an affiliated enterprise shall regularly attend the affiliate's board meetings, and in order to monitor its operation, shall carefully review its corporate objectives and strategy, financial position, business performance, cash flows, and important contracts, as reported by the various members of the affiliate enterprise's management. The director assigned to the affiliated enterprise shall ascertain the cause of any irregularity found, compile a record, and report the matter to the chairperson or general

manager of the Company.

3. A supervisor assigned to an affiliated enterprise by the Company shall supervise the affiliate's business operations, investigate its financial and business conditions, and review its books, records and audit reports, and may also request reports from the affiliate's board of directors or managerial officers. For any irregularity that may be found, the supervisor assigned to the affiliate shall ascertain the cause, compile a record, and report to the chairperson or general manager of the Company.
4. The Company shall assign competent personnel to assume important positions at its affiliated enterprise, such general manager, financial officer, or internal audit officer, in order to assume the duties and responsibilities of management, decision-making, and supervision and evaluation.
5. The Company, in consideration of the type of business, scale of operations, and number of personnel of a subsidiary, shall instruct the subsidiary in the procedures and methods for establishing an internal audit unit and adopting internal control system self-inspection operations.
6. In addition to reviewing the audit reports or self-inspection reports submitted by each subsidiary, the internal audit personnel of the Company must also carry out audits of the subsidiaries on a scheduled or unscheduled basis. After audit findings and recommendations have been presented, they shall instruct the audited subsidiaries to make any necessary corrections, and shall prepare follow-up reports on a regular basis to ensure that the subsidiaries have taken appropriate corrective measures in a timely manner.
7. Subsidiaries of the Company shall regularly (before the 15th day of each month) submit monthly financial statements for the preceding month, including balance sheets, income statements, statements of expenses, statements of cash flow and cash flow forecasts, accounts receivable aging schedules and statements of delinquent accounts receivable, aging inventory analyses, and statements of loans to others and endorsements/guarantees. In the event of irregularities, analysis reports shall also be submitted to allow management and control by the Company. Other affiliated enterprises shall also regularly (before the 15th day of each quarter) submit financial statements for the preceding quarter, including balance sheets and income statements, for analysis and review by the Company.

Article 6 A managerial officer of the Company may not concurrently serve as a managerial officer of any affiliated enterprise of the Company, and shall not operate the same type of business as the Company, either on the officer's own behalf or with another party, unless otherwise approved by a resolution of the board of directors. The division of powers and responsibilities between the Company and its affiliated enterprises with respect to personnel management shall be clearly identified, and personnel transfers between the two shall be avoided. However, where personnel support or transfer is indeed necessary, the scope of work, division of powers and responsibilities, and allocation of costs shall be specified in advance.

Article 7 The Company shall establish an effective system of communication with each affiliated enterprise with respect to financial and business matters, and to mitigate credit risks, shall regularly conduct comprehensive risk assessments of their banks, principal clients, and suppliers. With respect to an affiliated enterprise with which it has financial and business interactions, the Company shall especially maintain close control over material financial and business items for the purpose of risk

management.

Article 8 Any loans or endorsements/guarantees between the Company and a related party shall be carefully assessed and carried out in compliance with the provisions of the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies and with the procedures prescribed by the Company regarding loans to others and provision of endorsements/guarantees.

With respect to the provision of loans, endorsements, or guarantees between the Company and a related party, the matters set out below shall be closely reviewed, and results of the assessment submitted to the board of directors. Any loan of funds shall be made only by a resolution of the board of directors, and no other party may be authorized to decide on the matter. The board of directors, in accordance with the preceding paragraph, may authorize the chairperson to provide an endorsement or guarantee within a specific limit, provided it is subsequently submitted to and ratified by the next board meeting:

1. The necessity and the reasonableness of the loan or the endorsement or guarantee. When funds are loaned or an endorsement or guarantee is made because of business dealings, an assessment shall be made of whether the amount of the loan or amount of the endorsement or guarantee is commensurate with the total amount of the business involved. When short-term financing is needed, the reasons for and the circumstances surrounding the loan shall be set out.
2. A credit check and a risk assessment of the counterparty requesting the loan or the endorsement or guarantee.
3. The effects on the Company's operational risk and financial position and the rights and interests of its shareholders.
4. Whether collateral must be obtained, and an appraisal of its value.

Any endorsement or guarantee provided pursuant to Article 5, paragraph 2 of the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies between any subsidiaries in which the Company directly or indirectly holds 90 percent or more of the voting shares shall first be submitted for a resolution by the board of directors of the Company, except when an endorsement or guarantee is provided between companies in which the Company directly or indirectly holds 100 percent of the voting shares.

Any proposed loan between the Company and its parent or a subsidiary, or between its subsidiaries, shall be submitted for a resolution by the board of directors. The chairperson may also be authorized, with respect to a specific borrowing counterparty, and within a limit resolved by the board of directors and a period not to exceed 1 year, to provide an accreting loan or to make available a revolving line of credit.

The board of directors shall give full consideration to each independent director's opinion with respect to loans, endorsements, or guarantees between the Company and any of its related parties. Specific opinions by independent directors expressing assent or dissent, and the reasons for dissent, shall be included in the minutes of board meetings.

When a loan of funds for short-term financing is necessary between any two foreign companies in which the Company directly or indirectly holds 100 percent of the voting shares, the loan amount is not subject to the restriction of 40 percent

of the net worth of the company making the loan. The amount of an endorsement or guarantee between two companies in which the Company directly or indirectly holds 90 percent or more of the voting shares may not exceed 10 percent of the Company's net worth, except for endorsements or guarantees between two companies in which the Company directly or indirectly holds 100 percent of the voting shares.

The Company shall properly implement subsequent control measures with respect to loans or endorsements or guarantees. When there is a likelihood of overdue claims or the occurrence of loss, the Company shall adopt appropriate conservatory measures to safeguard its rights and interests.

- Article 9 Price terms and payment methods shall be expressly stipulated for any business interaction between the Company and any related party. The purpose, pricing, and terms of a transaction, and its formal and substantive nature and the related handling procedures, shall not differ markedly from those of a normal transaction with a non-related party, nor may they be obviously unreasonable.
- When business needs require the purchase of finished products, semi-finished products, or materials from a related party, purchasing personnel shall thoroughly evaluate the fairness of the price quoted by the related party based on market prices and other transaction terms and conditions. Except in special circumstances, or given advantageous conditions that differ from those of ordinary suppliers, under which the granting of preferential pricing or terms of payment can be reasonably stipulated, any other prices and payment terms shall be commensurate with those offered to ordinary suppliers.
- Price quotes for the sale of any finished products, semi-finished products, or materials to related party shall be made with reference to current market prices. Except in cases of long-term cooperation or other special factors that are different from ordinary clients, under which reasonable stipulations may be made to grant preferential pricing or terms of payment, any other prices and payment terms shall be commensurate with those offered to ordinary clients.
- For professional or technical services provided between the Company and a related party, both parties shall enter into a contract stipulating the scope of the services, fees charged, time period, payment terms, and after-sales service. The contract shall be implemented after approval by the general manager or the chairperson of the Company, and all contract terms and conditions shall comply with normal business practice.
- By the end of each month, the accounting personnel of both the Company and its related parties shall perform cross checks of the purchases and sales of goods between them for the preceding month and the related balances of accounts payable and receivable. If any discrepancies are found, accounting personnel shall identify the cause and prepare a reconciliation statement.

- Article 10 For purchases and sales of goods, professional or technical services provided between the Company and a Related Party, the transaction amount of which during a whole year is expected to be five percent of the Company's most recent total consolidated assets or net value of consolidated business income in the most recent year, in addition that the Regulations Governing the Acquisition and Disposal of Assets by Public Companies shall apply, or other than the transactions between the Company and its parent company or subsidiary or between its subsidiaries, the following information shall be submitted to the board of directors

for approval before the transactions may proceed:

1. Items, purpose, necessity, and projected benefits of the transactions.
2. The reason for choosing the related party as a trading counterparty.
3. The calculation principle of the transaction price and the projected limit of annual transaction value.
4. Description of whether transaction terms are consistent with regular commercial terms and that these terms will not damage the company interest or shareholder equity.
5. Restrictions on transaction and other important terms and conditions.

The following particulars about the transactions with related parties in the preceding paragraph shall be reported at the next shareholders' meeting after the end of a year:

1. Actual transaction value and terms and conditions.
2. Whether the calculation principle of the transaction price approved by the board of directors has been followed.
3. Whether the total value is under the limit on annual transaction value approved by the board of directors. If the total amount is above the limit, describe the reason, necessity, and fairness.

Article 11 Any asset transaction, derivative trading, merger, demerger, acquisition, or share transfer between the Company and a related party shall be conducted in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and the procedures for acquisition and disposal of assets prescribed by the Company.

When the Company makes an acquisition of securities from or a disposition of securities to a related party, or an acquisition of securities whose underlying is the stock of an affiliated enterprise, it shall, before the date of occurrence, obtain the financial statements of the issuing company for the most recent period, audited and attested or reviewed by a certified public accountant (CPA), for reference in appraising the transaction price. If the amount of the transaction is 20 percent or more of the Company's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, it shall also, before the date of occurrence, request a CPA to provide an opinion on the fairness of the transaction price, except for securities quoted on an active market or as otherwise required by the Financial Supervisory Commission. When the Company engages in the acquisition of intangible assets or its right-of-use assets or memberships from or their disposition to any of its related parties, if the amount of the transaction is 20 percent or more of the Company's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, it shall, before the date of occurrence, request a CPA to provide an opinion on the fairness of the transaction price.

Amount of transaction in the preceding two paragraphs shall be calculated in accordance with Article 31, paragraph 2 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

Article 12 When the Company intends to conduct any acquisition or disposal of real property or its right-of-use assets from or to any of its related parties, or to conduct an acquisition or disposal of assets other than real property or its right-of-use assets from or to any of its related parties in which the transaction amount is furthermore 20 percent or more of the Company's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, with the exception of the purchase or sale of

government bonds, repo or reverse repo bond transactions, or subscription to or repurchase of money market funds issued by domestic securities investment trust enterprises, it shall have the following matters approved by the board of directors and recognized by the supervisors before it may enter into a contract for the transaction and pay the required monies:

1. An appraisal issued by a professional appraiser as required by regulations, or a CPA opinion.
2. The purpose, necessity, and projected benefits of the acquisition or disposal of real property.
3. The reason for choosing the related party as a trading counterparty.
4. Information relating to appraisal of the reasonableness of the preliminary transaction terms when acquiring real property from a related party in accordance with Articles 16 and 17 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.
5. The date and price at which the real property was originally acquired by the related party, the trading counterparty, and the trading counterparty's relationship with the Company and its related party.
6. Monthly cash flow forecasts for a full year commencing from the scheduled month of contract signing, and an evaluation of the necessity of the transaction and the reasonableness of the utilization of funding.
7. Any restrictions on the transaction and other important stipulations.
8. An opinion issued by a CPA engaged to review whether the transaction with the related party conforms with ordinary commercial terms and whether it is not damaging to the interests of the Company and its minority shareholders.

When the amount of the transaction involving acquisition or disposal of real property, equipment or its right-of-use assets under the preceding paragraph is 20 percent or more of the Company's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, the Company shall obtain an appraisal report issued by a professional appraiser. If the discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount, the Company shall additionally request a CPA to provide a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price, and it shall be approved by a majority of the directors in attendance at a board of directors meeting attended by two-thirds or more of the directors.

In an acquisition of real property or its right-of-use assets from a related party, if the actual transaction price is higher than the appraised transaction cost, and no objective evidence can be presented and no concrete opinion that the transaction is reasonable can be obtained from a professional appraiser and a CPA, the board of directors shall thoroughly review the transaction and determine whether it may prejudice the rights and interests of the Company and its shareholders, and when necessary, shall refuse to enter into the transaction. The supervisors shall also exercise their supervisory powers in respect of such a transaction, and when necessary shall notify the board of directors to stop the transaction.

When a transaction as described under the preceding paragraph has been approved by the board of directors and recognized by the supervisors, the Company shall set aside a special reserve against the difference between the transaction price and the appraised cost, and may not distribute the difference or use it for capital increase or for issuance of bonus shares. In addition, the Company shall report the handling of the above transaction to the shareholders meeting and shall disclose the details of the transaction in the annual report and any prospectus.

When [any of] the following circumstances is present in a transaction with a related party, after passage by the board of directors, the information described under the subparagraphs of the first paragraph shall also be submitted to the shareholders meeting for passage of a resolution, and a shareholder that is an interested party shall not participate in the voting:

1. The Company or its subsidiary that is not a domestic listed company has performed the transaction in the first paragraph, and the amount of the transaction is 10 percent or more of the Company's total assets.
2. According to the Company Act, the Company's articles of incorporation, or the regulations on internal operating procedure, the amount or the terms of the transaction will have a material effect on the Company's operations or shareholder equity.

If the Company has performed a transaction under the first paragraph with a related party, information about the actual transaction (including the actual price and terms of the transaction, and the information described in the subparagraphs of the first paragraph) should be reported at the next shareholders' meeting after the end of a year.

If the Company has established an audit committee, matters to be recognized by the supervisors as required under this article shall be approved by the majority of all members of the audit committee and shall be resolved at the board of directors, and the provisions of Article 6, paragraphs 4 and 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies shall apply mutatis mutandis.

Article 13 With respect to any financial or business interaction between the Company and any related party that requires a resolution of the board of directors, full consideration shall be given to each independent director's opinion. Specific opinions by independent directors expressing assent or dissent, and the reasons for dissent, shall be included in the minutes of board meetings.

When a director him/herself or the corporation he/she represents is an interested party with respect to a particular agenda item and there is a likelihood that the company's interest may be compromised, that director shall enter into recusal and may neither participate in the discussion of nor vote on that item nor exercise voting rights as proxy for another director. Directors shall maintain self-discipline among themselves and may not enter into relationships of inappropriate mutual support with other directors.

If a director's spouse, blood relatives within the 2nd degree of relationship, or a company controlled by that director is an interested party with respect to an agenda item as mentioned in the preceding paragraph, the director him/herself will be deemed as an interested party with respect to that agenda item.

Upon discovering that, in the course of their duties, the board of directors or a director has committed a violation of law or regulation, the articles of incorporation, or a shareholders meeting resolution, a supervisor shall immediately notify the board of directors or the individual director to cease the misconduct, and shall take appropriate measures to curb expansion of the misconduct. When necessary, a supervisor shall also file a report with the relevant regulatory authority or agency.

Article 14 The Company, in compliance with the requirements of laws and regulations regarding matters that must be publicly disclosed or filed and the deadlines for so

doing, shall make timely arrangements for the provision by each subsidiary of required financial and business information, or to retain CPAs to audit or review the financial reports of each subsidiary.

The Company shall publicly disclose the consolidated balance sheets, consolidated statements of comprehensive income, and CPA secondary review reports covering affiliated enterprises by the deadlines for the filing of the annual financial reports under applicable laws and regulations. Information on any increase, decrease, or other change in affiliated enterprises shall be filed with the TWSE or TPEX within 2 days of the change.

Information on any material transaction between the Company and a related party shall be fully disclosed in the annual report, financial statements, the three reporting forms for affiliated enterprises, and prospectuses.

If a related party experiences financial difficulties, the Company shall obtain its financial statements and related materials in order to assess the resulting effect on the finances, business, or operations of the Company, and when necessary, appropriate conservatory measures shall be adopted to safeguard the Company's rights as a creditor. Under the above circumstances, in addition to specifying the resulting effect on the Company's financial position in its annual report and prospectus, the Company shall also make a timely announcement of material information on the Market Observation Post System (MOPS).

Article 15 When any of the following circumstances applies to an affiliated enterprise, the Company shall make a public disclosure and regulatory filing on its behalf:

1. For a subsidiary whose shares have not been publicly issued domestically, the dollar amount of the subsidiary's acquisition or disposal of assets, endorsements or guarantees for others, and loans of funds to others meets the criteria for public disclosure and regulatory filing.
2. The parent or the subsidiary undergoes bankruptcy or reorganization proceedings pursuant to applicable laws and regulations.
3. A major policy is adopted by resolution of the affiliated enterprise's board of directors that has a material effect on the rights and interests of the shareholders or the securities prices of the Company.
4. Any matter regarding a subsidiary or the unlisted (neither TWSE nor TPEX listed) parent of the Company constitutes material information required to be announced under the provisions of the Taiwan Stock Exchange Corporation Procedures for Verification and Disclosure of Material Information of Companies with Listed Securities and of the GreTai Securities Market Procedures for Verification and Disclosure of Material Information of Companies with TPEX Listed Securities.

If the parent of the Company is a foreign company, the Company shall make a filing of the following information on its behalf before the opening of trading hours on the first business day following the day on which the Company becomes aware of the information or on which there is media reporting of the information:

1. A material change in shareholder equity.
2. A material change in business policy.
3. A material disaster resulting in serious reduction or complete cessation of production.
4. A material effect on the rights and interests of shareholders or the parent's operations resulting from a change in the laws, regulations, or rules of the parent's home country.

5. Mass media reporting about the parent sufficient to affect the securities prices of the Company.
6. The occurrence of any other material event that, pursuant to the laws or regulations of the foreign company's home country, must be filed immediately.

Article 16 These Rules, and any amendments hereto, shall be implemented after adoption by the board of directors.

These Rules were established on August 10, 2023.

ABONMAX CO., LTD

Ethical Corporate Management Best Practice Principles

Article 1(The purpose and scope of application)

These Principles are adopted to assist the Company to foster a corporate culture of ethical management and sound development.

The Company is advised to, in accordance with these Principles, adopt its own ethical corporate management best practice principles applicable to its business groups and organizations of the Company, which comprise its subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").

Article 2 (Prohibit unethical conducts)

When engaging in commercial activities, directors, supervisors, managers, employees, and mandataries of the Company or persons having substantial control over the Company ("substantial controller") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical and dishonest acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.

Article 3 (Patterns of Benefits)

"Benefits" in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 4 (Comply with acts)

The Company complies with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 5 (The operational philosophies)

The Company abides by the operational philosophies of probity, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 6 (Prevention programs)

The Company shall in its own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("prevention programs"), including operational procedures, guidelines, and training.

When establishing the prevention programs, the Company shall comply with relevant laws and regulations of the territory where the Company and the business group are operating.

In the course of developing the prevention programs, the Company is advised to negotiate with staff, important trading counterparties, or other stakeholders.

Article 7 (The scope of prevention programs)

The Company shall establish a risk assessment mechanism against unethical conduct, analyze and

assess on a regular basis business activities within its business scope which is at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis.

It is advisable for the Company in establishing the prevention programs, which shall include preventive measures as follows at least:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
6. Engaging in unfair competitive practices.
7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.

Article 8 (Commitment on and comply with such policies)

The Company shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company and its respective business group shall clearly specify the ethical corporate management policies and the commitment by the board of directors and senior management that rigorously implement such policies in their rules and external documents and on the company website, and shall carry out the policies in internal management and in commercial activities.

The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.

Article 9 (Engage in commercial activities based on the principle of ethical management)

The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.

Prior to any commercial transactions, the Company shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.

When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.

Article 10 (Prohibit bribery)

When conducting business, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

Article 11 (Prohibit to provide illegal political contributions)

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.

Article 12 (Prohibit improper donations or sponsorship)

When making or offering donations and sponsorship, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and

regulations and internal operational procedures, and shall not surreptitiously engage in bribery.

Article 13 (Prohibit to offer or accept any unreasonable presents, hospitality or other improper benefits)

The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

Article 14 (Prohibit to damage intellectual property)

The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 15 (Prohibit to engage in unfair competition activities)

The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 16 (Prevent related parties from damages of products or services)

In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Company shall, in principle, recall those products or suspend the services immediately.

Article 17 (The organization and responsibilities)

The directors, supervisors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, the Company shall establish a dedicated organization that is under the board of directors and avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated organization shall be in charge of the following matters, and shall report to the board of directors on a regular basis (at least once a year):

1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.

6.Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18 (Comply with laws and regulations when conducting business)

The Company and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting the Company's business.

Article 19 (Avoid interests)

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, supervisors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, supervisors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The Company's directors, supervisors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 20 (Accounting and internal control systems)

The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal audit unit of the Company shall, based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.

The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated organization and put down in writing in the form of an audit report to be submitted to the board of directors.

Article 21 (Operational procedures and guidelines)

The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines shall contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22 (Training and awareness programs)

The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for directors, supervisors, managers, employees, mandataries, and substantial controllers and invite the Company's commercial transaction counterparties so they understand the Company's resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

The Company applies the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 23 (Whistle-blowing system)

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.
2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.

Article 24 (Appeal, and corresponding punishment systems)

The Company shall adopt and publish a well-defined disciplinary, appeal, and corresponding punishment systems for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 25 (Information disclosure)

The Company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. It shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on their company websites, annual reports, and prospectuses, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System.

Article 26 (Review and improvement on ethical corporate management policies and measures)

The Company shall at all times monitor the development of relevant local and international

regulations concerning ethical corporate management and encourage their directors, supervisors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieve better implementation of ethical management.

Article 27 (Implement of the ethical corporate management best practice principles)

The ethical corporate management best practice principles of the Company shall be implemented after the board of directors grants the approval, and shall be sent to the supervisors and reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended. When the Company submits its ethical corporate management best practice principles to the board of directors for discussion pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. Any objections or reservations of any independent director shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objections or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

Article 28 (Date of promulgation): These principles were established on November 9, 2023.

ABONMAX CO., LTD

"Comparison Table of Clauses Before and After Revision of 'Articles of Incorporation'"

Clauses	Revised Clauses	Original Clauses	Reasons for Revision Explanation
Article 2	The business scope of the company is as follows: 1. CC01080 - Manufacture of electronic components. 2. CC01110 - Manufacture of computers and peripheral equipment. 3. CC01100 - Manufacture of telecommunications regulatory RF equipment. 4. CA04010 - Surface treatment industry. 5. <u>D101060 - self-usage power generation equipment utilizing renewable energy industry</u> 6. <u>F101061 - Wholesale of Agricultural Products</u> 7. <u>F101081 - Wholesale of Plant Seeds</u> 8. <u>F101100 - Wholesale of Flowers</u> 9. <u>F101130 - Wholesale of Vegetables and Fruits</u> 10. F108031 - Wholesale of medical equipment. 11. F113010 - Wholesale of machinery. 12. F113030 - Wholesale of precision instruments. 13. F113050 - Wholesale of computers and office machinery equipment. 14. F119010 - Wholesale of electronic materials. 15. F208031 - Retail sale of medical equipment. 16. F401010 - International trade. 17. F401021 - Import of telecommunications regulatory RF equipment. 18. I501010 - Product design industry. 19. G801010 - Warehousing industry. 20. ZZ99999 -In addition to licensed operations, the company is allowed to engage in non-prohibited or restricted businesses according to laws and regulations.	The business scope of the company is as follows: 1. CC01080 - Manufacture of electronic components. 2. CC01110 - Manufacture of computers and peripheral equipment. 3. CC01100 - Manufacture of telecommunications regulatory RF equipment. 4. CA04010 - Surface treatment industry. 5. F108031 - Wholesale of medical equipment. 6. F113010 - Wholesale of machinery. 7. F113030 - Wholesale of precision instruments. 8. F113050 - Wholesale of computers and office machinery equipment. 9. F119010 - Wholesale of electronic materials. 10. F208031 - Retail sale of medical equipment. 11. F401010 - International trade. 12. F401021 - Import of telecommunications regulatory RF equipment. 13. I501010 - Product design industry. 14. G801010 - Warehousing industry. 15. ZZ99999 -In addition to licensed operations, the company is allowed to engage in non-prohibited or restricted businesses according to laws and regulations.	The addition of business scopes is made to align with the business requirements.
Article 29	This Articles of Incorporation was established on November 11, 1978. First amendment on January 12, 1980. Second amendment on June 14, 1981. Third amendment on November 15, 1983. Fourth amendment on March 12, 1984. Fifth amendment on June 4, 1987. Sixth amendment on August 10, 1990. Seventh amendment on April 27, 1991. Eighth amendment on March 22, 1995. Ninth amendment on August 23, 1997. Tenth amendment on September 10, 1997. Eleventh Amendment: June 5, 1998	This Articles of Incorporation was established on November 11, 1978. First amendment on January 12, 1980. Second amendment on June 14, 1981. Third amendment on November 15, 1983. Fourth amendment on March 12, 1984. Fifth amendment on June 4, 1987. Sixth amendment on August 10, 1990. Seventh amendment on April 27, 1991. Eighth amendment on March 22, 1995. Ninth amendment on August 23, 1997. Tenth amendment on September 10, 1997. Eleventh Amendment: June 5, 1998	The number of amendments and their respective dates have been added.

Clauses	Revised Clauses	Original Clauses	Reasons for Revision Explanation
	Twelfth Amendment: June 2, 1999 Thirteenth Amendment: June 2, 2000 Fourteenth Amendment: June 14, 2001 Fifteenth Amendment: June 11, 2004 Sixteenth Amendment: June 14, 2005 Seventeenth Amendment: August 1, 2005 Eighteenth Amendment: June 14, 2006 Nineteenth Amendment: June 15, 2007 Twentieth Amendment: May 11, 2010 Twenty-first Amendment: June 28, 2012 Twenty-second Amendment: June 11, 2013 Twenty-third Amendment: June 26, 2015 Twenty-fourth Amendment: June 29, 2016 Twenty-fifth Amendment: June 28, 2017 Twenty-sixth Amendment: June 27, 2019 Twenty-seventh Amendment: June 30, 2020 Twenty-eighth Amendment: July 12, 2021 Twenty-ninth Amendment: December 28, 2021 Thirtieth Amendment: June 30, 2022 <u>Thirty-first Amendment: June 27, 2024</u>	Twelfth Amendment: June 2, 1999 Thirteenth Amendment: June 2, 2000 Fourteenth Amendment: June 14, 2001 Fifteenth Amendment: June 11, 2004 Sixteenth Amendment: June 14, 2005 Seventeenth Amendment: August 1, 2005 Eighteenth Amendment: June 14, 2006 Nineteenth Amendment: June 15, 2007 Twentieth Amendment: May 11, 2010 Twenty-first Amendment: June 28, 2012 Twenty-second Amendment: June 11, 2013 Twenty-third Amendment: June 26, 2015 Twenty-fourth Amendment: June 29, 2016 Twenty-fifth Amendment: June 28, 2017 Twenty-sixth Amendment: June 27, 2019 Twenty-seventh Amendment: June 30, 2020 Twenty-eighth Amendment: July 12, 2021 Twenty-ninth Amendment: December 28, 2021 Thirtieth Amendment: June 30, 2022	

ABONMAX CO., LTD

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The company is organized in accordance with the provisions of the Company Act and is named 銘旺科技股份有限公司.

Article 2: The business scope of the company is as follows:

1. CC01080 - Manufacture of electronic components.
2. CC01110 - Manufacture of computers and peripheral equipment.
3. CC01100 - Manufacture of telecommunications regulatory RF equipment.
4. CA04010 - Surface treatment industry.
5. F108031 - Wholesale of medical equipment.
6. F113010 - Wholesale of machinery.
7. F113030 - Wholesale of precision instruments.
8. F113050 - Wholesale of computers and office machinery equipment.
9. F119010 - Wholesale of electronic materials.
- 10.F208031 - Retail sale of medical equipment.
- 11.F401010 - International trade.
- 12.F401021 - Import of telecommunications regulatory RF equipment.
- 13.I501010 - Product design industry.
- 14.G801010 - Warehousing industry.
- 15.ZZ99999 -In addition to licensed operations, the company is allowed to engage in non-prohibited or restricted businesses according to laws and regulations.

Article 3: The Company's headquarters is located in Taoyuan City, and when necessary, the Board of Directors may decide to establish branches in various domestic and foreign locations.

Article 4: The Company's announcements shall be conducted in accordance with the provisions of Article 28 of the Company Law.

Chapter 2 Shares

Article 5: The total capital of the Company is set at NT\$ 4 billion, divided into 400 million shares, with a par value of NT\$ 10 per share. The Board of Directors is authorized to issue the shares in installments in accordance with applicable laws and regulations.

Article 6: The Company's stocks are generally registered stocks, issued with the signature or seal of a director representing the Company and certified by a bank authorized to issue stock certificates.

The Company may also opt for non-printed stocks, but they must be registered with a securities central depository institution and are not subject to the provisions mentioned above.

Article 7: Deleted.

Article 8: The transfer and registration of the Company's stocks shall be handled in accordance with the Company Law and relevant laws and regulations.

Article 9: The handling of stock affairs of the Company shall comply with the provisions of the "Guidelines for the Administration of Stock Affairs of Publicly Issued

Companies," unless otherwise specified by laws or securities regulations.

Article 10: Stock registration for transfer shall not be conducted within 60 days before a regular shareholders' meeting, 30 days before a special shareholders' meeting, or 5 days before the record date for the distribution of dividends, bonuses, or other benefits determined by the Company.

Chapter 3 Shareholders' Meeting

- Article 11: Shareholders' meetings are divided into regular meetings and special meetings. The regular shareholders' meeting shall be convened at least once a year by the Board of Directors within six months after the end of each fiscal year, in accordance with the law. The special shareholders' meeting shall be convened when necessary, in accordance with the law.
- In the case of a shareholders' meeting conducted via video conference, shareholders who participate in the meeting through video conferencing shall be deemed to be present in person.
- Article 12: Notice of the regular shareholders' meeting shall be given to each shareholder at least 30 days prior to the meeting, and notice of the special meeting shall be given at least 15 days prior to the meeting, specifying the date, location, and purpose of the meeting.
- Article 13: If a shareholder is unable to attend the shareholders' meeting due to circumstances, they may issue a proxy letter issued by the company, specifying the authorized scope of the appointed proxy to attend the meeting on their behalf, in accordance with Article 177 of the Company Law.
- The method of appointing a proxy to attend the meeting shall comply with the "Rules for the Use of Proxy Letters in Shareholders' Meetings of Publicly Issued Companies" issued by the competent authority, unless otherwise specified by the Company Law.
- Article 14: The chairman of the shareholders' meeting shall be appointed by the Chairman of the Board of Directors. In the event that the Chairman of the Board of Directors is absent, a designated director shall act as the proxy. If no designation is made, a director shall be selected from among the directors to act as the proxy.
- Article 15: Each shareholder is entitled to one voting right per share; however, this is subject to legal restrictions or cases where voting rights are not granted as listed in Article 179, Paragraph 2 of the Company Law.
- Article 16: The resolutions of the shareholders' meeting, unless otherwise provided by relevant laws and regulations, shall require the presence of shareholders representing more than half of the total issued shares and shall be approved by a majority of the voting rights of the attending shareholders.
- Shareholders who exercise their voting rights electronically shall be deemed to be present in person, and the relevant matters shall be handled in accordance with applicable laws and regulations.

Chapter 4 Directors and Audit Committee

- Article 17: The company shall have 7 to 9 directors, and the number of directors shall be determined by the Board of Directors. The term of office is three years, and the election of directors follows a candidate nomination system. Directors shall be elected from the list of eligible director candidates by the shareholders' meeting, and consecutive reelection is allowed.

The nomination and election procedures for director candidates shall be conducted in accordance with the Company Law and relevant securities laws and regulations.

The number of independent directors shall not be less than three and shall not be less than one-fifth of the total number of directors. The qualifications, shareholding and concurrent position restrictions, nomination and election procedures, and other compliance matters regarding independent directors shall be governed by relevant laws and regulations.

The proportion of shareholding by all directors shall comply with the regulations of the securities regulatory authority.

The company may establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, which shall consist of all independent directors. The powers and duties of the Audit Committee and its members, as well as related matters, shall be handled in accordance with the laws and regulations of the competent authority.

From the date of the establishment of the Audit Committee, the powers and duties of the supervisor shall be assumed by the Audit Committee, and the position of the supervisor shall be abolished.

Article 18: The Board of Directors shall be organized by the directors. With the presence of two-thirds or more of the directors and the consent of a majority of the attending directors, one person shall be elected as the Chairman of the Board.

The Chairman of the Board represents the company externally and oversees all internal operations. In the event that the Chairman is unable to exercise their duties due to unforeseen circumstances, their proxy shall be appointed in accordance with Article 208 of the Company Law.

Article 18-1:

The remuneration of directors shall be determined by the authorization of the Board of Directors, taking into account their level of involvement and contribution to the company's operations, and considering customary industry standards both domestically and internationally.

The company may purchase liability insurance to cover the directors for their responsibilities in executing their duties within the scope of their business during their term of office, as required by law.

Article 18-2:

When the Board of Directors holds a meeting, directors should attend in person. If a director is unable to attend, they may issue a proxy, specifying the authorized scope of the meeting agenda, to another director as their representative at the meeting. However, the proxy shall be limited to one person.

Article 18-3: (Board Meeting Convening and Notice)

The Board of Directors shall convene once every quarter.

The convening of the Board of Directors shall state the purpose of the meeting and notify the directors at least seven days in advance. In case of emergency, the meeting may be convened at any time. The notice for convening the Board of Directors may be delivered in writing, by fax, email, or other electronic means.

Article 12, Paragraph 1 of the Board of Directors' Meeting Rules and Regulations: Except in cases of unexpected emergencies or legitimate reasons, the matters listed in Article 12, Paragraph 1 shall be included in the

notice of the meeting and may not be raised as ad hoc motions.

Article 19: The Board of Directors shall be convened by the Chairman. The decisions of the Board of Directors shall require the consent of a majority of the attending directors, unless otherwise provided by the Company Law.

Article 20: The acquisition, disposal, or borrowing of important company assets and real estate shall be authorized by the Board of Directors, unless otherwise provided by the Company Law.

Article 21: Deleted.

Article 22: The company may appoint several managers, and their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Law.

Chapter 5 Accounting

Article 23: The company's fiscal year shall be from January 1st to December 31st.

Article 24: At the end of each fiscal year, the Board of Directors shall prepare the following financial statements and submit them to the regular shareholders' meeting for approval in accordance with the statutory procedures.

1. Business report.
2. Financial statements.
3. Proposal of surplus allocation or deficit allocation

Article 25:

The company shall distribute employee remuneration not less than 4% of the profit for the year and shall distribute director remuneration not exceeding 3% of the profit for the year. However, if the company has accumulated losses, they shall be offset.

The "profit for the year" referred to in the preceding paragraph means the profit before tax deducted by the employee remuneration and director remuneration.

The distribution of employee and director remuneration shall be resolved by the board of directors with a quorum of two-thirds or more of the directors present and a majority of the directors' present agreeing, and shall be reported to the shareholders' meeting.

Employee remuneration may be provided in the form of stocks or cash, and the recipients may include employees of subsidiary companies who meet certain conditions.

Article 25-1:

In the annual final accounts of the company, if there is a surplus, it shall first pay the taxes, offset the accumulated losses from previous years, allocate 10% as the statutory surplus reserve, and make appropriations or reversals to special surplus reserves in accordance with laws and regulations or regulatory authorities. If there is still a surplus, the remaining balance, plus the accumulated undistributed profits from previous years, shall be proposed by the Board of Directors and distributed after approval by the shareholders' meeting.

Chapter 6 Supplementary Provisions

Article 26: Deleted.

Article 27: The conversion of investment business by the Company shall be determined by the Board of Directors. The total investment amount is not subject to the

restriction of Article 13 of the Company Law and may exceed 40% of the paid-in capital.

Article 28: Any matters not stipulated in this Articles of Incorporation shall be governed by the Company Law and other relevant laws and regulations.

Article 29: This Articles of Incorporation was established on November 11, 1978.

First amendment on January 12, 1980.
Second amendment on June 14, 1981.
Third amendment on November 15, 1983.
Fourth amendment on March 12, 1984.
Fifth amendment on June 4, 1987.
Sixth amendment on August 10, 1990.
Seventh amendment on April 27, 1991.
Eighth amendment on March 22, 1995.
Ninth amendment on August 23, 1997.
Tenth amendment on September 10, 1997.
Eleventh Amendment: June 5, 1998
Twelfth Amendment: June 2, 1999
Thirteenth Amendment: June 2, 2000
Fourteenth Amendment: June 14, 2002
Fifteenth Amendment: June 11, 2004
Sixteenth Amendment: June 14, 2005
Seventeenth Amendment: August 1, 2005
Eighteenth Amendment: June 14, 2006
Nineteenth Amendment: June 15, 2007
Twentieth Amendment: May 11, 2010
Twenty-first Amendment: June 28, 2012
Twenty-second Amendment: June 11, 2013
Twenty-third Amendment: June 26, 2015
Twenty-fourth Amendment: June 29, 2016
Twenty-fifth Amendment: June 28, 2017
Twenty-sixth Amendment: June 27, 2019
Twenty-seventh Amendment: June 30, 2020
Twenty-eighth Amendment: July 12, 2021
Twenty-ninth Amendment: December 28, 2021
Thirtieth Amendment: June 30, 2022

ABONMAX CO., LTD

Regulations of shareholders 'meeting

Article 1: (Basis of Establishment)

To establish a sound shareholder meeting governance system, enhance the monitoring function, and strengthen management, this rule is established in accordance with Article 5 of the Corporate Governance Best Practice Principles for Listed and OTC Companies for compliance.

The rules of procedure for the shareholders' meeting of the Company shall be governed by this rule, except as otherwise provided by laws or the articles of incorporation.

Article 2: (Calculation of Shareholding for Attendance and Meeting)

The attendance at the shareholders' meeting should be calculated based on the number of shares held. The number of shares in attendance shall be calculated based on the signature book, the check-in card submitted, and the number of shares reported on the video conference platform, plus the number of shares exercised by written or electronic means.

Upon reaching the meeting time, the chairman shall promptly declare the meeting open and announce relevant information, such as the number of votes without voting rights and the total shareholding in attendance.

If there are not enough shareholders in attendance representing over half of the total issued shares, the chairman may declare a postponement of the meeting, which may be postponed up to two times with a total delay time of no more than one hour. If the second postponement still does not meet the requirement of having shareholders in attendance representing more than one-third of the total issued shares, the chairman shall declare the meeting adjourned. If the shareholders' meeting is held via a video conference, the company shall announce the adjournment on the video conference platform.

If even after two postponements, a quorum of shareholders representing more than one-third of the total issued shares is still not met, a simulated resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act, and the simulated resolution shall be notified to the shareholders for the convening of another shareholders' meeting within one month. In the case of a shareholders' meeting conducted via video conference, shareholders who wish to attend via video conference shall re-register with the Company in accordance with Article 5.

Before the end of the meeting, if the number of shares represented by the attending shareholders reaches over half of the total issued shares, the chairman may resubmit the invalid resolution for voting in accordance with Article 174 of the Company Law.

Article 3: (Convening and Notice of Shareholders' Meeting)

Unless otherwise required by law, the shareholders meeting of the Company shall be convened by the Board of Directors.

The Company may conduct shareholders meetings through video conferencing, subject to the provisions stated in the Articles of Incorporation and approved by the Board of Directors. Resolutions passed at video shareholders meetings shall require attendance of at least two-thirds of the directors and the approval of a majority of the attending directors.

Changes to the method of convening the company's shareholder meetings should be resolved by the board of directors and made no later than before the issuance of the notice of the shareholders' meeting.

The company shall prepare the notice of the shareholders' meeting, proxy form, relevant recognition proposals, discussion proposals, election or removal of directors, independent directors, and other proposals and explanatory materials in electronic files and transmit them to the Taiwan Stock Exchange and the Over-the-Counter Market Observation Post no later than 30 days before the annual shareholders' meeting or 15 days before the special shareholders' meeting.

The Company shall, twenty-one days prior to a regular shareholders meeting or fifteen days prior to an extraordinary shareholders meeting, electronically transmit the shareholders meeting handbook and supplemental materials for the meeting, to the

Public Information Platform.

The company shall prepare the shareholders' meeting handbook and supplementary materials for the upcoming meeting no later than 15 days before the meeting, and make them available for shareholders' inspection at the company and the professional shareholder services agent appointed by the company.

The Company shall provide shareholders with the following documents for reference on the day of the shareholders' meeting:

1. When holding physical shareholders' meetings, distribution should take place at the meeting venue.
2. When holding virtual shareholders' meetings with assistance of video conferencing, distribution should take place at the meeting venue and be transmitted in electronic format to the video conferencing platform.
3. When holding virtual shareholders' meetings, documents should be transmitted in electronic format to the video conferencing platform.

Reasons for convening the Meeting should be included in the meeting notice and announcement. Notification of convening of a shareholders' meeting can be sent via e-mail if the recipients of such notification give their consent.

The election or removal of directors, amendments to the Articles of Incorporation, reduction of capital, application for suspension of public offering, directors' non-competition agreements, capitalization of retained earnings, capitalization of legal reserve, company dissolution, merger, division, or matters under Article 185-1 of the Company Act and Article 26-1, Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, should be listed and explained in detail in the notice of the meeting and may not be proposed as a motion on the spot.

The reasons for convening the shareholders' meeting include a full election of directors, with the date of inauguration specified. After the election is completed, the date of inauguration cannot be changed through an ad hoc motion or other means at the same meeting.

Shareholders who hold more than one percent of the issued shares may propose one agenda item for the shareholders' annual meeting. If there are more than one proposals, none of them will be included in the agenda. For shareholders' motions related to Paragraph 4 of Article 172-1 of the Company Act, the Board cannot include these motions in the Meeting. Shareholders may submit constructive proposals to encourage the Company to enhance public interests or fulfill social responsibilities. In terms of procedure, such proposals shall be subject to the relevant provisions of Article 172-1 of the Company Act, with a maximum limit of one proposal per shareholder. Proposals exceeding this limit will not be included in the agenda.

Article 3-1: (Shareholders' Right to Propose)

The company shall announce the acceptance of shareholders' proposals, the methods of written or electronic submission, the places of submission, and the period of acceptance before the ex-dividend date before the regular shareholders' meeting. The period of acceptance shall not be less than ten days.

Motions proposed by shareholders should be no more than 300 words; those with more than 300 words will not be presented in the Meeting. A shareholder proposing a meeting should attend the Meeting in person or entrust a proxy to do so and participate in the discussion of the motion.

The Company should notify shareholders proposing motions the Company's decision before convening the Meeting, and those motions meeting the requirements of this provision shall be listed in the meeting notice. For motions proposed by shareholders that are not included, the Board should provide reason of exclusion.

Article 3-2: (Principles of Shareholders' Meeting Venue and Time)

The location of the shareholders' meeting shall be at the place where the company is located or a location that is convenient for shareholders to attend and suitable for the shareholders' meeting. The meeting start time shall not be earlier than 9:00 a.m. or later than 3:00 p.m. The location and time of the meeting shall fully consider the opinions of independent directors.

When the company holds a video conference for a shareholders' meeting, it is not

subject to the above-mentioned meeting location restrictions.

Article 3-3: (Delegation of Attendance at Shareholders' Meeting and Authorization)

Shareholders may issue a proxy issued by the Company at each shareholder meeting, stating the scope of authorization, the authorized representative, and attending the shareholders' meeting.

A shareholder should deliver one proxy to the Company five days before the shareholders' meeting, limiting to one proxy per person. In case of duplicate proxies, the earliest received proxy shall prevail. However, the person who issued the proxy before the revocation declaration is not subject to this limit.

After delivering the proxy to the Company, if the shareholder wishes to attend the shareholders' meeting in person or exercise voting rights in writing or electronically, the shareholder must provide written notice to the Company for revocation of the proxy two days before the shareholders' meeting. In case of late revocation, the authorized representative attending the meeting shall exercise the voting rights.

After delivering the proxy to the Company, if the shareholder wishes to attend the shareholders' meeting by video conference, the shareholder must provide written notice to the Company for revocation of the proxy two days before the shareholders' meeting. In case of late revocation, the authorized representative attending the meeting shall exercise the voting rights.

Article 3-4: (Conducting Shareholders' Meeting via Video Conference, Required Information in the Notice of Convocation)

When the Company convenes a videoconference shareholders' meeting, the following matters shall be included in the notice of the meeting:

1. The methods for shareholders to participate in the videoconference and exercise their rights.
2. The handling procedures in the event of obstructions to the videoconference platform or participation by videoconference due to natural disasters, accidents, or other force majeure events, including at least the following:
 - (1) If the obstructions before the occurrence cannot be eliminated and the meeting time needs to be postponed or continued, the date for the postponed or continued meeting should be specified.
 - (2) Shareholders who did not register to participate in the original shareholders' meeting by videoconference shall not be allowed to participate in the postponed or continued meeting.
 - (3) If a video-assisted shareholders' meeting is convened, and the videoconference meeting cannot continue, the meeting should continue if the total number of shares represented by shareholders in attendance, excluding those who participate by videoconference, reaches the statutory quorum for convening a shareholders' meeting. Shareholders who participate by videoconference shall have their shares counted towards the total number of shares represented in attendance. They shall be deemed to have abstained from voting on all matters at the shareholders' meeting.
 - (4) The handling procedures in the event that the results of all matters have been announced, and there are no interim motions, etc.
3. When convening a video shareholders' meeting, appropriate alternative measures provided by shareholders who have difficulty participating by videoconference shall be included in the notice.

Unless otherwise specified in Article 44-9, Section 6 of the Guidelines for Handling Share Affairs of Publicly Issued Companies, the Company shall provide shareholders with the necessary equipment for connecting and necessary assistance. The notice shall also specify the period during which shareholders may apply to the Company and other relevant matters to be noted.

Article 4: (Discussion of Resolutions)

If the shareholders' meeting is convened by the board of directors, the agenda shall be determined by the board of directors. Relevant resolutions (including ad hoc motions and amendments to the original proposal) shall be voted on separately, and the meeting shall proceed according to the scheduled agenda and shall not be changed without the consent of the shareholders' meeting.

If the shareholders' meeting is convened by a person other than the board of directors, the

provisions of the preceding paragraph shall apply mutatis mutandis.

The agenda scheduled in the preceding two paragraphs shall not be adjourned without resolution before the conclusion of the proceedings (including ad hoc motions). If the chairman violates the rules of procedure and adjourns the meeting, other members of the board of directors shall promptly assist the attending shareholders to elect one person to serve as chairman with the consent of a majority of the voting rights of the attending shareholders in accordance with the statutory procedures and continue the meeting.

The chairman may announce to end the discussion of any resolution and submit the matter to a vote if the chairman deems the matter to have been sufficiently

Article 5: (Arrangement of Sign-in Documents)

The Company shall include in the notice of the meeting the time and location for shareholders, solicitors, and entrusted agents (hereinafter referred to as "Shareholders") to register and any other matters that require attention.

The registration time for Shareholders shall be at least 30 minutes prior to the start of the meeting; the registration location shall be clearly marked and staffed by suitable and sufficient personnel. For a virtual meeting, Shareholders shall register and complete the check-in process on the virtual meeting platform at least 30 minutes before the start of the meeting. Shareholders who have completed the check-in process shall be deemed to be present at the meeting in person.

A shareholder either attending in person or entrusting a proxy (the "shareholders") shall present their attendance badge, attendance card, or other valid meeting attendance certificate. If a shareholder entrusts a proxy to attend the meeting, the proxy should present the ID card as well.

The Company shall provide a sign-in book or accept sign-in cards submitted by attending Shareholders on behalf of their attendance.

The Company shall deliver the meeting agenda, annual reports, attendance certificates, speech notes, voting slips, and other meeting documents to attending Shareholders. If there is an election of directors, an additional election ballot shall be included.

When the shareholder is a government or a legal person, there is no limit on the number of representatives attending the meeting. When a legal entity is entrusted to attend a shareholders' meeting, only one person can be appointed to represent it.

For a shareholders' meeting held by video conference, shareholders who wish to attend via video conference should register with the company at least two days before the meeting.

For a shareholders' meeting held by video conference, the company should upload the agenda, annual report, and other relevant materials to the video conference platform at least thirty minutes before the start of the meeting, and continue to disclose them until the end of the meeting.

Article 5.1: (Chairperson and Attendees of the Shareholders' Meeting)

If the shareholders' meeting is convened by the Board of Directors, the Chairperson shall be the Chairman of the Board of Directors. If the Chairman of the Board of Directors is absent or unable to perform his/her duties due to reasons, the Vice Chairman shall act on his/her behalf. If there is no Vice Chairman or if the Vice Chairman is also absent or unable to perform his/her duties due to reasons, one of the Executive Directors designated by the Chairman of the Board of Directors shall act on his/her behalf. If there are no Executive Directors, one of the Directors designated by the Chairman of the Board of Directors shall act on his/her behalf. If the Chairman of the Board of Directors does not designate a proxy, one of the Executive Directors or Directors shall be elected by mutual recommendation to act on his/her behalf.

For shareholders' meetings convened by the board of directors, it is advisable for a majority of the board of directors to attend in person.

If the shareholders' meeting is convened by a person other than the board of directors, the chairperson shall be appointed by the convener. If there are two or more conveners, they shall recommend a chairperson among themselves.

The Company may appoint its appointed attorneys, accountants or other relevant personnel to attend the shareholders' meeting.

Article 6: (Calculation of Voting Shares, Abstention System)

The voting at the shareholders' meeting shall be based on the shareholding.

The voting rights of shareholders without voting rights shall not be counted in the total number of issued shares.

When shareholders have a conflict of interest that may harm the interests of the Company, they may not vote and may not represent other shareholders to exercise their voting rights.

The shares subject to abstention from voting shall not be included in the total voting rights of the attending shareholders.

Except for trust enterprises or share transfer agencies approved by the competent authority in charge of securities, when one person is entrusted by two or more shareholders, the voting rights exercised by the agent shall not exceed three percent of the voting rights of the total issued shares, and the excess voting rights shall not be counted.

Article 7: (Election Matters)

In the election of directors at the shareholders' meeting, it shall be conducted in accordance with the relevant election regulations established by the Company. The election results, including the list of elected directors with their respective votes and the list of unsuccessful candidates with their obtained votes, shall be announced on the spot.

The ballots for the aforementioned election should be sealed and signed by the scrutineers, properly kept, and preserved for at least one year.

However, for shareholders instituting a lawsuit in accordance with Article 189 of the Company Act, the said audio-visual information should be kept until the end of the lawsuit.

Article 8: (Voting on Resolutions, Vote Monitoring, and Vote Counting Methods)

Each shareholder is entitled to one vote per share; however, those who are restricted or have no voting rights as listed in Article 179, Paragraph 2 of the Company Act are not subject to this restriction.

When the Company convenes a shareholders' meeting, electronic and written methods may be used to exercise voting rights; the method of exercise should be stated in the notice of the shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, with regard to the temporary motions and amendments to the original proposals at the shareholders' meeting, they shall be deemed to have abstained, and the Company should avoid proposing temporary motions and amendments to the original proposals.

Shareholders who exercise their voting rights in writing or electronically should deliver their written statements expressing their intention to the Company two days before the meeting; if there are duplicate statements, the earliest one received shall prevail.

However, this does not apply to statements that have been revoked before the expression of intention.

After shareholders exercise their voting rights in writing or electronically, if they wish to attend the shareholders' meeting in person or via video conference, they shall revoke their previous voting instructions using the same means as used to exercise their voting rights no later than two days prior to the meeting. If revocation is made after the deadline, the voting rights exercised in writing or electronically shall prevail. If a shareholder exercises voting rights in writing or electronically and authorizes a proxy to attend the shareholders' meeting, the voting rights exercised by the proxy shall prevail.

Unless otherwise provided by the Company Act or the Articles of Incorporation, the adoption of a proposal shall require the affirmative vote of more than half of the voting rights represented at the shareholders' meeting. During voting, the total number of voting rights represented by the attending shareholders shall be announced by the chairman or his/her designated person on a case-by-case basis. Shareholders shall vote on each proposal individually, and the results of approval, opposition, and abstention shall be recorded and publicly disclosed on the same day as the shareholders' meeting.

In the case of a proposal that has amendments or alternatives, the chairman shall determine the order of voting together with the original proposal. If one of the

proposals has been adopted, the other proposals shall be deemed rejected and no further voting shall be conducted.

The supervisors and vote counters for the voting of proposals shall be designated by the chairman, but the supervisors must be shareholders. The counting of the ballots for the Meeting's voting or election should be done publicly at the site of the Meeting, and the counting result, including the number of the voting right, should be announced at the completion of the counting and be recorded.

The company held a virtual shareholder meeting, and shareholders who participated via video conference should cast their votes on various proposals and election items through the virtual meeting platform. The votes should be completed before the chairman announces the end of voting. Those who fail to do so will be deemed to have abstained.

For virtual shareholder meetings, the votes should be counted once after the chairman announces the end of voting, and the voting and election results should be announced.

When the company held a virtual shareholder meeting, it registered shareholders who would attend the meeting via video conference in accordance with Article 6.

Shareholders who want to attend the physical shareholder meeting in person should cancel their registration in the same way as registration two days before the meeting. Those who cancel their registration after the deadline can only attend the meeting via video conference.

Shareholders who exercise their voting rights in writing or electronically and participate in the shareholder meeting via video conference, unless they withdraw their expressions of intent, can only exercise their voting rights on the original proposal or vote on amendments to the original proposal, except for ad-hoc motions.

Article 9: (Shareholder Speech)

Before making a speech at the shareholders' meeting, the speaker must fill in a speech slip with the summary of the speech, the shareholder account number (or attendance certificate number), and the name of the account holder, and the order of speeches shall be determined by the Chairman.

An attending shareholder submitting the speech note but without speaking is deemed as without speaking. If the content of the speech does not match what is recorded on the speech slip, the content of the speech shall prevail.

Each shareholder shall be allowed to speak on the same proposal no more than two times, and each time shall not exceed five minutes, except that the Chairman may stop a shareholder from speaking if the speech violates the rules or goes beyond the scope of the agenda.

While a shareholder is making a speech, other shareholders may not speak out of turn unless they have obtained the consent of the Chairman and the speaker, and any violation of this rule by a shareholder should be stopped by the Chairman.

When two or more representatives are assigned by a legal person shareholder to attend a shareholders' meeting, only one of them is allowed to speak on the same agenda item.

After attending shareholders' speeches, the chairman may personally or designate relevant personnel to answer.

For a shareholders' meeting held by video conference, shareholders who participate via video may ask questions in writing on the shareholders' meeting video conference platform from the time the chairman announces the meeting until the adjournment of the meeting. Each agenda item may be asked no more than twice, limited to 200 words per question, and not subject to provisions 1 to 5.

If a question asked in the preceding paragraph does not violate the regulations or exceeds the scope of the agenda item, it should be disclosed on the shareholders' meeting video conference platform for public knowledge.

Article 10: (Recording or Filming of Shareholders' Meeting Process for Evidence)

From the time shareholders register, the company shall continuously and without interruption record the entire process of shareholder registration, meeting proceedings, and vote counting through audio and video recording.

The said audio-visual information should be kept for at least one year. However, for shareholders instituting a lawsuit in accordance with Article 189 of the Company Act,

the said audio-visual information should be kept until the end of the lawsuit.

If the shareholder meeting is held via video conference, the company shall record and preserve information such as shareholder registration, registration, inquiry, voting, and vote counting results. The entire video conference shall also be continuously and uninterruptedly recorded.

The company shall properly preserve the above information and audiovisual materials during their retention period and provide the audio and video recording to the trustee responsible for handling the video conference affairs for preservation.

If the shareholder meeting is held via video conference, the company should record and preserve the audio and video of the backstage operation interface of the video conference platform.

Article 11: (Meeting Records and Signing Matters)

The decisions of the shareholders' meeting shall be recorded in the minutes, which shall be signed or stamped by the chairman and distributed to each shareholder within 20 days after the meeting. The making and distribution of the aforementioned meeting minutes can be done electronically.

The distribution of the minutes of the preceding meeting shall be made by means of public announcement through the information disclosure website designated by the Company.

The resolutions of the shareholders' meeting shall be recorded in the minutes, which shall be signed or stamped by the chairman, and distributed to the shareholders within twenty days after the meeting. The minutes shall be kept permanently during the company's existence.

The minutes of the meeting shall faithfully record the year, month, day, venue, name of the chairperson, decision-making methods, essential content of the proceedings, and voting results (including the number of votes counted). In the event of the election of directors or independent directors, the number of votes obtained by each candidate shall be disclosed.

If the company holds a video shareholder meeting, in addition to the provisions of the preceding paragraph, the minutes should also include the alternative measures provided to shareholders who have difficulty participating in the shareholder meeting via video conference.

Article 12: (Breaks and Continuation of Meetings)

During the meeting, the chairman may announce a break at a reasonable time. In the event of an irresistible situation, the chairman may temporarily suspend the meeting and announce the time for resuming the meeting according to the circumstances.

Article 13:

If the agenda scheduled for the shareholders' meeting (including emergency resolutions) is not completed during the meeting and the venue cannot continue to be used at that time, the shareholders' meeting may resolve to find another venue to continue the meeting.

The shareholders' meeting may resolve to postpone or continue the meeting within five days in accordance with Article 182 of the Company Act.

Article 13-1: (Public Announcement)

The total number of shares solicited, shares represented by proxy, and shares represented by written or electronic attendance shall be compiled into a statistical table in the prescribed format and clearly displayed at the venue of the shareholders' meeting on the day of the meeting. In the case of a virtual shareholders' meeting, the Company shall upload the aforementioned information to the virtual meeting platform at least thirty minutes before the start of the meeting and continue to disclose it until the end of the meeting.

The company shall disclose the total number of shares held by attending shareholders at the beginning of the video conference when holding a shareholders' meeting via video conference. The total number of shares and voting rights of the shareholders present at the meeting, if statistically calculated during the meeting, shall also be disclosed in the same manner.

Upon the resolution of matters at the shareholders' meeting that are considered significant under laws and regulations, the company shall transmit the content to the

public information disclosure platform within the prescribed timeframe.

Article 13-2: (Maintenance of Order at the Venue)

The chairman may direct relevant personnel to assist in maintaining order at the venue.

If the venue is equipped with a public address system and shareholders do not use the equipment provided by the company to speak, the chairman may prohibit them.

If a shareholder violates the rules of procedure, refuses to comply with the chairman's instructions, and disrupts the progress of the meeting despite being warned, the chairman may direct the relevant personnel to ask the shareholder to leave the venue.

Article 13-3: (Information Disclosure for Video Conferences)

In the event that the shareholders' meeting is held via video conference, the Company shall promptly disclose the voting results and election results of each proposal on the video conference platform in accordance with regulations after the voting has ended.

The Company shall also continue to disclose such results for at least 15 minutes after the chairman announces the adjournment of the meeting.

Article 13-4: (Location of the Chairman and Recording Personnel for Video Shareholders' Meetings)

When the company holds a video shareholders' meeting, the chairman and recorder shall be located at the same domestic location, and the chairman shall announce the address of the location at the beginning of the meeting.

Article 13-5: (Handling of Disconnection)

In the case of a shareholders' meeting conducted through video conferencing, the company may provide shareholders with a simple connection test before the meeting and offer real-time assistance during the pre-meeting and the meeting itself to address any technical communication issues.

For a video conference shareholders' meeting, the chairman shall announce at the beginning of the meeting, except for situations where there is no need to delay or continue the meeting as stipulated in Article 24 of Item 20 of Guideline 44-2 of the Regulations Governing the Handling of Stock Affairs of Public Companies, that in the event of natural disasters, accidents, or other force majeure, causing a disruption to the video conference platform or participation by video for more than 30 minutes until the chairman announces the adjournment, the company shall postpone or continue the meeting within five days, and this shall not be subject to the provisions of Article 182 of the Company Act.

Shareholders who did not register to participate in the original shareholders' meeting via video shall not participate in the postponed or continued meeting.

For shareholders who registered to participate in the original shareholders' meeting via video and completed the check-in process, but did not participate in the postponed or continued meeting in accordance with the provisions of the second paragraph, the number of shares, voting rights, and election rights exercised by such shareholders at the original shareholders' meeting shall be counted towards the total number of shares, voting rights, and election rights of shareholders who attend the postponed or continued meeting.

When a shareholders' meeting is postponed or continued in accordance with the provisions of the second paragraph, there is no need to discuss or vote again on proposals for which voting has been completed and results have been announced, or for lists of elected directors or supervisors.

When the company holds a video-assisted shareholders' meeting and the second attempt at the video conference cannot continue, if the total number of shares represented by shareholders in attendance still meets the legal quorum required for the meeting after deducting the shares represented by attendees who participate via video conferencing, the meeting shall proceed without following the provisions in the second attempt to postpone or continue the meeting.

In the event described in the preceding paragraph, shareholders who participate in the shareholders' meeting via video conferencing shall have their shares counted towards the total shares represented by shareholders in attendance. However, for all agenda items at the shareholders' meeting in question, such participation shall be considered as abstention.

If the company postpones or continues the meeting in accordance with the provisions in the second attempt, it shall carry out relevant preparatory work in accordance with the provisions listed in Article 44-2, Paragraph 7 of the Guidelines for Handling

Shareholder Services of Public Companies, using the original shareholders' meeting date and the relevant provisions of each article.

In accordance with Article 12, second paragraph, and Article 13, Paragraph 3 of the Rules Governing the Use of Proxy for Attendance at Shareholders' Meetings by Public Companies, Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the Guidelines for Handling Shareholder Services of Public Companies, the company shall handle the shareholders' meeting date for postponement or continuation in accordance with the provisions in the second attempt.

Article 13-6: (Handling of Digital Divide)

When the company holds a video-assisted shareholders' meeting, appropriate alternative measures shall be provided to shareholders who have difficulties attending the meeting via video conferencing.

Unless otherwise specified in Article 44-9, Section 6 of the Guidelines for Handling Share Affairs of Publicly Issued Companies, the Company shall provide shareholders with the necessary equipment for connecting and necessary assistance. The notice shall also specify the period during which shareholders may apply to the Company and other relevant matters to be noted.

Article 14: Matters not specified in these rules shall be handled in accordance with the relevant regulations stipulated by the competent authority or the provisions in the company's articles of incorporation.

Article 15: These rules shall be implemented after being approved by the shareholders' meeting, and the same applies to any amendments.

Article 16: These rules were established on June 5, 1998 in the Republic of China (Taiwan).

The first amendment was made on June 14, 2002.

The second amendment was made on June 14, 2006.

The third amendment was made on June 30, 2020.

The fourth amendment was made on July 12, 2021.

The fifth amendment was made on December 28, 2021.

The sixth amendment was made on June 30, 2022.

ABONMAX CO., LTD

The shareholding situation of all directors

1. Total subscribed capital of the company is NT\$437,482,000, with a total issued share count of 43,748,200 shares.
2. According to Article 26 of the Securities and Exchange Act, each director is required to hold a minimum of 4,500,000 shares.
3. As of the record date of this shareholders' meeting (April 6, 2024), the shareholding of the directors listed in the shareholder registry is as follows.
4. Four. According to the "Regulations on the Shareholding Ratio and Audit of Directors and Supervisors of Publicly Traded Companies," if two or more independent directors are appointed, the shareholding ratio of all directors and supervisors, excluding independent directors, is reduced to 80%.
5. All directors meet the legal requirement for shareholding.

Record date: April 6, 2024.

Job title	Name	Date of Election	tenure	Shares Held at Appointment		Shareholdings recorded in the shareholder registry as of the record date of the suspension of share transfers.	
				Shares	Percentage of total issued shares at the time.	Shares	Percentage of total issued shares at the time.
Chairman	STAR TREND ENTERPRISE CORP. Representative: CHOU WEI KUN	2022.06.30	3 years	6,450,000	16.22%	7,545,000	17.25%
Director	Change Investment CO., Ltd. Representative: LIN, YI-SHAN	2022.06.30	3 years	1,000,000	2.52%	1,000,000	2.29%
Directors	SIANG, FU-CI	2022.06.30	3 years	0	0	0	0
Directors	世達興旺股份有限公司(Note 1) Representative: LIN, I-YING	2023.06.29	2 years	6,000,000	13.72%	6,000,000	13.72%
Independent Director	SHEN, HUA-RONG	2022.06.30	3 years	0	0	0	0
Independent Director	LIN, LI-SYUAN	2022.06.30	3 years	0	0	0	0
Independent Director	LI, TIEN-HSING (Note 1)	2023.06.29	2 years	0	0	0	0
Shareholdings of all directors: Not specified in the given text.				13,450,000	32.46%	14,545,000	33.26%

Note 1: By-election at Shareholders Meeting on June 29, 2023.