

Stock Code : 2374



ABILITY

ABILITY ENTERPRISE CO., LTD.
2025 Shareholders Meeting Handbook

Date: June 25, 2025

Table of Contents

Chapter 1	Meeting Procedures	1
Chapter 2	Meeting Agenda	2
	I. Report	4
	II. Proposed Resolutions.....	7
	III. Discussion.....	8
	IV. Election.....	10
	V. Other	11
	VI. Extempore Motions.....	13
	VII. Meeting Adjournment.....	13
Chapter 3	Attachments	14
	I. Business Report of 2024.....	14
	II. CPA's Auditing Reports and Financial Statements of 2024 ...	16
	III. Earning Distribution Table	36
	IV. Comparison Table of Articles of Incorporation before and after the Revision	37
	V. Candidates of Directors (including independent directors)....	39
Chapter 4	Appendix.....	44
	I. Rules and Procedures of the Shareholders' Meeting.....	44
	II. Method of Election of Directors.....	51
	III. Articles of Incorporation... ..	54
	IV. Shareholding of Directors.....	61

Chapter 1 Meeting Procedures

ABILITY ENTERPRISE CO., LTD

2025 Annual Shareholders' Meeting Meeting Procedures

- I. Calling Meeting to Order
- II. Chairman's Address
- III. Report
- IV. Proposed Resolutions
- V. Discussions
- VI. Elections
- VII. Other
- VIII. Extempore Motions
- IX. Meeting Adjournment

Chapter 2 Meeting Agenda

ABILITY ENTERPRISE CO., LTD

2025 Annual Shareholders' Meeting Meeting Agenda

Time: 9:00 a.m., June 25th, 2025 (Wednesday)

Venue: New Taipei Exhibition Hall

2F, No. 1, Wuquan Rd., WuGu Dist., New Taipei City 248,
Taiwan, ROC

Announcement of Meeting (Reporting Attendance Shares)

Chairman's Address

I. Report :

Proposal 1: The Company's Business Report of 2024

Proposal 2: The Audit Committee's Review Report of
2024 Financial Records.

Proposal 3: The report of the Company's 2024 Endorsement
and Guarantee Records.

Proposal 4: The report of the distribution of employees' Compensation
and Directors' remuneration for the year of 2024.

Proposal 5: Others reports

II. Proposed Resolutions:

Proposal 1: The proposal of the Company's 2024 Business Report and
Financial Statement

Proposal 2: The proposal of Company's for Distribution of 2024
Profits

III. Discussions:

Proposal 1: The revision of the Company's "Articles of
Incorporation"

Proposal 2: Proposal for capital increase through capitalization of
retained earnings by issuing new shares

IV. Elections:

Proposal 1: Re-election on all the Company's Directors (including independent directors)

V. Others:

Proposal 1: Release the prohibition on the Company's newly-elected Directors from participation in competitive business.

VI. Extempore Motions

VII.Meeting Adjournment

I. Report

Proposal 1: The Company's Business Report of 2024

Note: Please refer to the Attachment I, page 14 – 15

Proposal 2: The Audit Committee's Review Report of 2024 Financial Records.

Note:

ABILITY ENTERPRISE CO., LTD The Audit Committee's Review Report

The Board of Directors has issued the Company's 2024 business reports, financial statements (including consolidated and individual financial statements) and earning distribution motions, of which the financial statements were verified by PricewaterhouseCoopers Taiwan (PwC Taiwan), and an audit report was issued. The above-mentioned business reports, financial statements, and earning distribution motion have been reviewed by the Audit Committee in accordance with the law, and it is considered to be of no inconsistency. To comply with the Article 14-4 of the Securities Exchange Act and the Article 219 of the Company Act, the reports have been properly issued. Please verify and confirm.

To

**ABILITY ENTERPRISE CO., LTD
2025 Annual Shareholders' Meeting**

Audit Committee Convener: Mr. Huang, Chih-Chen

May/ 9 / 2025

Proposal 3: The report of the Company's 2024 Endorsement and Guarantee Records.

Note: As of 2024/12/31, Endorsement and Guarantee Balance Report

- I. As of December 31, 2024, the Company's Endorsement and Guarantee of the Affiliate Enterprises is as follows:
None.
- II. E-Pin Optical Industry Co., Ltd. (hereinafter called as "E-Pin") is the affiliate enterprise of Ability, As of Dec. 31, 2024, E-Pin's endorsement and guarantee of affiliate enterprise is as follows:

Unit: NT\$1,000

<div>Object</div> <div>Item</div>	Endorsement and Guarantee Balance	Endorsement and Guarantee Amount Guaranteed by Property	Total
Zhongshan Shanxin Accurate Industry Co., Ltd.	8,956	0	8,956
Total	8,956	0	8,956

As of December 31, 2024, E-Pin's endorsement and guarantee balance was NT\$8,956 thousand. According to E-Pin's "Procedures of Endorsement and Guarantee", the endorsement and guarantee ceiling was NT\$61,665 thousand. The maximum amount of endorsement and guarantee for a single affiliate enterprise was NT\$61,665 thousand. For both, the total amount did not exceed the prescribed limit.

Proposal 4: The report of the distribution of employees' compensation and directors' remuneration for the year 2024.

Note:

The employees' and directors' compensation in 2024 are NT\$54,196,727 and NT\$10,161,886 in cash respectively, which are appropriated in accordance with the Company's Articles of Incorporation considering the profits earned in 2024 and have been approved by the Company's Remuneration Committee and Board of Directors. There is no difference between the aforementioned distribution amount and the estimated amount for 2024.

Proposal 5: Others

Explanatory Note :

Explanation on the Handling of Shareholders' Proposals at the Shareholders' Meeting :

- I. According to the Article 172-1 of the Company Act, a shareholder holding 1% or more of the Company's issued shares may submit a written motion to the Company, but it shall be limited to one proposal with maximum of 300 words.
- II. The Company's application for shareholder proposal at the 114th shareholder' Meeting for the period from March 14, 2025 to March 24, 2025 was announced on the Market Observation Post System website in accordance with the law.
- III. The Company did not receive any proposal from any shareholder.

II. Proposed Resolutions

Proposal 1: (submitted by the Board of Directors)

Cause: The proposal of the Company's 2024 Business Report and Financial Statement

Note:

- I. The Company's 2024 business reports and financial statements (including consolidated and individual financial statements) were approved by the Board of Directors, among which the financial statements were audited by PwC Taiwan's CPA, Juanlu, Man-Yu and Feng, Min-Chuan and the relative auditing reports are being presented as well.
- II. For the above-mentioned business reports, accountants' auditing reports, and financial statements, please refer to Attachment 1 and 2 listed in the page 14 – 35 of this handbook.

Resolution:

Proposal 2: (submitted by the Board of Directors)

Cause: The proposal of Company's for Distribution of 2024 Profits

Note:

- I. The Company's earning distribution form of 2024 was approved by the Board of Directors and submitted to the shareholders' meeting for recognition.
- II. For the earning distribution form, please refer to Attachment 3, list in the page 36 of this handbook.

Resolution:

III. Discussions

Proposal 1: (submitted by the Board of Directors)

Cause: The revision of the Company's "Articles of Incorporation"

Note:

- I. Pursuant to Article 14, Paragraph 6 of the Securities and Exchange Act and the Financial Supervisory Commission's Order No. 1130385442 issued on November 8, 2024, listed (OTC) companies should stipulate in their articles of association that a certain ratio of annual profits shall be set aside to adjust the salaries or distribute remuneration to grassroots employees. We intend to amend some provisions of our company's "Articles of Association" .
- II. For the before and after comparison table of the amendments, please refer to Attachment 4 listed in the page 37 – 38 of this handbook.

Resolution:

Proposal 2: (submitted by the Board of Directors)

Cause: Proposal for capital increase through capitalization of retained earnings by issuing new shares

Note:

- I. In order to supplement working capital, it is planned to allocate a new dividend to shareholders from the distributable surplus in 2024. NT\$347,236,210 was used to issue 34,723,621 shares of common stock. The par value of each share is NT\$10.
- II. The new shares issued by this capital increase will be 120 shares for every 1,000 shares registered in book record date of the allotment. As to the fractional shares arising from allotment, the shareholders shall piece together shares within 5 days of the book closure date at the share registrar. If shares have not been consolidated into a full unit or less than one share by the deadline, cash will be paid out at par value for the relevant shares. (Any amount less than one dollar will be disregarded.)

The chairman will be authorized to negotiate with specific persons to subscribe odd-lot shares at par value. The amounts paid for the fractional shares (less than one full share) by shareholders shall offset the costs associated with the book-entry distribution and delivery of shares.

III. The new shares issued in this capital increase are Rights and obligations which are. The same as the original common shares.

IV. The record date, distribution date, and other related matters regarding the capital increase by issuing new shares will be determined by the Board of Directors upon authorization, after approval by the shareholders' meeting and the competent authority. It is proposed that the shareholders' meeting authorize the Board of Directors to handle, at its full discretion, any necessary adjustments to the allotment ratio arising from the changes in the number of outstanding shares before the record date due to share buybacks or other factors.

Resolution:

IV. Election

Proposal 1: (submitted by the Board of Directors)

Cause: Re-election of all Company's Directors (including independent directors)

Note:

- I. The term of the current directors and supervisors will be expired on June 20, 2025. According to Company Act and Articles of Incorporation, 9 directors (including 4 independent directors) will be re-elected in the annual shareholders' meeting of 2025. The new directors' term of office will be of three years from June 25, 2025 to June 24, 2028 and will take office from the date elected in the annual shareholders' meeting of 2025.
- II. According to Articles of Incorporation, the election of the Company's directors (including independent directors) will be conducted by nomination of candidates. Shareholders shall vote for his chosen candidate from the nominated listed offered in the attachment page 39 – 43 of this handbook.
- III. For "Rules for Election of Directors", please refer to Appendix 2 listed in page 51 – 53 of this handbook.

Result of Election

V. Others

Proposal 1: (submitted by the Board of Directors)

Cause: Release the prohibition on the Company's newly-elected Directors from participation in competitive business.

Note:

- I. The accordance of this proposal is based on Article 209 of Company's Act, "A director who does anything which is within the scope of the company's business for himself or the others shall explain to shareholders its essential content and ask for the approval of shareholders."
- II. The directors may invest or run companies whose business range is similar to the Company and maybe assigned as directors or managers. If there is no damage on the company's advantage and benefit, hereby to propose to ask for shareholders' approval to release the prohibition on the director's participation in competitive business.
- III. The directors Candidates of the company who concurrently hold the positions of other companies are as follows :

Identification	Name of Candidates	Concurrent company name and position
Director	Representative of Chia-Mei Investment Co.,Ltd. : TONG, CHUN-JEN	Chairman,ABICO AVY CO., LTD. Chairman,AVY Industrial Co., Ltd. Chairman, Abico Plus Entertainment Limited. Chairman ,ARES OFFICE CO., LTD. Chairman, JIA WANG CAPITAL CO., LTD. Vice Chairman,ABICO NetCom Co., Ltd. Director,ABILITY INT'L TENANCY CO., LTD. Director,TAISHIBA INTERNATIONAL CO., LTD. Director,TAIWAN SANYO ELECTRIC CO., LTD. Director,JABON International Co., Ltd. Director,SEINOH OPTICAL CO., LTD. Director,Ability 1 Venture Capital Corporation Director,HONLNN CO., LTD. Director,E-PIN OPTICAL INDUSTRY CO.,LTD. Director,JiaTech International Investment Co., Ltd. Director,EKEEN PRECISION CO., LTD. Director,IKKA HOLDINGS (Cayman) Limited. Director,Sol-Plus(HK)Co., Ltd. Director,Sol Plus Co., Ltd. Director,Hiraiseimitsu(Thailand)Co., Ltd. Director,Dongguan Chengguang Metal Products Co., Ltd. Director,Dongguan Chengguang Trading Co., Ltd. Director,Dongguan Chengguang Precision Industry Co., Ltd.

Identification	Name of Candidates	Concurrent company name and position
Director	Representative of Chia-Mei Investment Co., Ltd. : TONG, CHUN-YI	Chairman,Dong Guan Cheng Guang Metal Products Co., Ltd. Chairman, Dong Guan Cheng Guang Precision Industry Co., Ltd. Chairman, Dong Guan Cheng Guang Trading Co., Ltd. Chairman,Ability I Venture Capital Corporation Chairman, ABICO INTERNATIONAL CO.,LTD. Chairman,Abico Capital Co., Ltd Chairman, NENG DING INVESTMENT CO., LTD. Vice Chairman, ABICO AVY CO., LTD. Director,I AVY CO., LTD. Director,IAbico Plus Entertainment Limited. Director,ISEINOH OPTICAL CO., LTD. Director,JABON INTERNATIONAL CO., LTD. Director, HONLYNN CO., LTD. Director, JIA WANG CAPITAL CO., LTD. Director, 1 PRODUCTION FILM CO. Director, EKEEN PRECISION CO., LTD. Director,Yichan Investment Co., Ltd. Director, Jesper Co., Ltd. Director,SPEEDING ROCKET CO., LTD. Director, ABILITY INVESTMENT HOLDING COMPANY Director, DAIICHI KASEI CO., LTD. Director,Gold Market Investments LTD. Director,SOL-PLUS (HK) CO., LIMITED. Director, SOL-PLUS CO.,LTD. Director,HIRASEIMITSU(THAILAND) CO.,LTD. Director,IKKA HOLDINGS (CAYMAN) LIMITED Independent Director, SIRTEC INTERNATIONAL CO., LTD.
Director	Representative of Chia-Mei Investment Co., Ltd. : CHANG, HSIAO-CHI	Chairman, HONLYNN CO., LTD. Chairman, ABILITY INT'L TENANCY CO., LTD. Chairman, ABILITY BIOTECH CO., LTD. Chairman, ABICO LIVING ROBOT CO., LTD. Chairman, ABILITY INTERNATIONAL GREEN ENERGY Chairman, ABILITY TECHNOLOGIES CO., LTD. Director, ABICO NETCOM CO., LTD. Director, Jing Nen Co., Ltd. Director, EMPTECH Co., LTD. Director, TAISHIBA INTERNATIONAL CO., LTD.. Director, Honyu Information Technology Co., Ltd.
Director	Representative of ABICO AVY CO.,LTD. : HU, SHIANG-CHI	Chairman,IKKA Holdings (Cayman) Limited Chairman,Abico Netcom Co., Ltd Chairman,Jabon International Co., Ltd. Chairman,Empower Technology Corporation Director /President,Ability I Venture Capital Corporation Director,Abico Asia Capital Corporation President / Director,ABICO AVY Co.,Ltd. Independent Director,Allis Electric Co., Ltd. Independent Director,JSL Construction & Developmet Co., Ltd. Independent Director,Shine Trend International Multimedia Technology Co., LTD. Independent Director,Renjie Oldsichuan Catering Management Consultant Co., Ltd.

Identification	Name of Candidates	Concurrent company name and position
Director	Representative of ABICO AVY CO.,LTD. : CHIANG, SHU-CHEN	Director, ABILITY VENTURE MANAGEMENT CO., LTD. Director,ALTONE CO.
Independent Director	CHEN, CHIEN-HUNG	Independent Director,AMPACS CORPORATION
Independent Director	HUANG, CHIH-CHEN	Chairman,Hundreds of events International CO., LTD. Director,JE Techno Corp. Independent Director,Auden Techno Corp. Independent Director,First Hi-tec Enterprise Co., Ltd.
Independent Director	HUANG, KUO-LUN	Chairman,DATADOT TECHNOLOGY TAIWAN CO., LTD. Chairman,MARCO POLO TECHNOLOGY CO., LTD. Chairman, DATADOT TECHNOLOGY (ASIA) PTE LIMITED. Chairman,CITA TECHNOLOGY DEVELOPMENT CO., LTD.

Resolution:

VI. Extempore Motions

VII. Meeting Adjournment

III 、 Attachments

【 Attachment 1 】

Ability Enterprise Co., Ltd.

Business Report of 2024

Dear Shareholders:

I.Description of 2024 operations:

(I) Summary of Operations

In 2024, the global economic landscape remained volatile. Ongoing geopolitical tensions and the escalating trade friction between the U.S. and China continued to weigh heavily on market confidence and hinder economic optimism.

In the face of this challenging environment, Ability Enterprise responded with agility and resilience, viewing change as an opportunity for transformation. To expand production capabilities and better serve the diverse needs of our clients, we established a new manufacturing facility in Northern Vietnam. This strategic move not only broadens our global footprint but also mitigates production risks. Operationally, we pursued a multi-faceted approach, placing strong emphasis on research and development. We continued to make solid progress across key areas including optical design, firmware development, industrial and hardware design, image processing, artificial intelligence, machine vision, and edge computing—driving innovation and integration across our product portfolio. On the business development front, while maintaining a firm foothold in the Japanese market, we accelerated efforts to penetrate the U.S. and European markets. By embedding energy-efficient and low-carbon design concepts into our solutions, we are aligning with the evolving expectations of global customers and advancing our commitment to sustainability.

(II) 2024 Business Results:

In 2024, Ability Enterprise recorded consolidated revenue of NT\$6,182,894 thousand, with operating profit of NT\$361,693 thousand. Net profit after tax attributable to the parent company amounted to NT\$545,519 thousand, resulting in earnings per share of NT\$1.90.

II. The business development plan for 2025:

According to data from the International Monetary Fund (IMF), the global economy grew by 3.2% in 2024. Key contributing factors included easing inflation, reduced labor market pressure, interest rate cuts by central banks, heightened geopolitical risks, and strong demand for AI-related products. Looking ahead to 2025, rising U.S. tariffs have heightened uncertainty in the global economic outlook. Markets are closely watching the Federal Reserve's pace of interest rate cuts, evolving policy direction, and inflation trends.

As a sustainable enterprise, Ability must develop competitiveness in any environment, the capability to innovate in research and development, and the drive for marketing challenges. Building on our core strengths in image processing, we have integrated cutting-edge sound technology, artificial intelligence, and edge computing to develop and manufacture optical and audio-visual products that align with modern lifestyles. To expand our global reach, we are actively collaborating with international partners and responding to the rising demand for customized solutions. Our next-generation AI-powered optical and multimedia products are now being promoted across Asia, the Americas, and Europe.

In response to the global movement toward net-zero carbon emissions, Ability Enterprise upholds its corporate responsibility by proactively advancing its sustainability efforts. We continue to strengthen these efforts by planning advanced ESG training programs and implementing further internal energy-saving and carbon-reduction measures. Recognizing that ESG is a long-term commitment, we are methodically refining our operational strategies and execution guidelines. Our actions are aligned with evolving legal requirements and global ESG governance standards, positioning Ability Enterprise to grow as a truly sustainable business.

On the corporate governance front, our management team remains agile and adaptive, fine-tuning the organizational structure as needed. We actively recruit talented R&D professionals to broaden our technological capabilities and empower our business teams in driving revenue growth. We remain committed to strengthening our supply chain, reducing operational costs, and fostering long-term, trusting relationships with our suppliers. By delivering solid operational results, we aim to earn the continued support of our shareholders. Ultimately, fulfilling our corporate social responsibilities, safeguarding shareholder interests, and sharing the fruits of our success with shareholders, customers, and employees alike are the core goals that guide our management team.

We deeply appreciate your unwavering support for Ability Enterprise and extend our sincere wishes for your continued health and prosperity!

Chairman: TSENG, MING-JEN

President: CHANG, HSIAO-CHI

Accounting Manager: LIN, HSIN-CHUN

【Attachment 2】

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR24000593

To the Board of Directors and Shareholders of Ability Enterprise Co., Ltd. and subsidiaries

Opinion

We have audited the accompanying consolidated balance sheets of Ability Enterprise Co., Ltd. and subsidiaries (the "Group") as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of the other auditors (refer to Other Matter – Scope of the Audit section of our report), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Assessment of allowance for inventory valuation loss

Description

Refer to Note 4(14) for accounting policies on inventory valuation, Note 5(2) for the uncertainty of accounting estimates and assumptions applied on inventory valuation, and Note 6(6) for details of inventory. As of December 31, 2024, the balances of the Group's inventory and allowance for inventory valuation loss were NT\$1,308,311 thousand and NT\$314,396 thousand, respectively.

The Group is primarily engaged in the manufacture and sales of optical products and components. Due to rapid changes in technology innovations, short life cycles of electronic products and fluctuations in market prices, there is higher risk of incurring inventory valuation losses or obsolescence. The Group recognises inventories at the lower of cost and net realisable value; for inventories which are separately identified as obsolete and damaged, the Group recognises loss based on the net realisable value. An allowance for inventory valuation loss mainly arises from inventories aged over a certain period and separately identified obsolete inventory. As the amount of inventory is material, inventory items are

numerous, and the net realisable value of obsolete and damaged inventories is subject to management judgement, we considered the assessment of the allowance for inventory valuation loss a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- Ascertained whether the policies on allowance for inventory valuation losses are reasonable and consistently applied in all the periods.
- Obtained an understanding of the method used in determining the net realisable value, selected samples of inventory items and tested whether the net realisable values were calculated in accordance with the abovementioned method.
- Discussed with management the estimated net realisable value of separately identified obsolete and damaged inventories, obtained and corroborated against supporting documents and recalculated the allowance provision.

Other matter – Reference to the audits of other auditors

We did not audit the financial statements of a wholly-owned consolidated subsidiary and investments accounted for under equity method that are included in the financial statements, which statements reflect total assets (including investments accounted for using equity method) of NT\$221,097 thousand and NT\$31,127 thousand, constituting 2.17% and 0.34% of consolidated total assets as of December 31, 2024 and 2023, respectively, and the related share of profit of associates and joint ventures accounted for under equity method of NT\$2,991 thousand and NT\$8,988 thousand, constituting 0.34% and 3.19% of consolidated total comprehensive income for the years then ended, respectively. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion expressed herein relative to the consolidated subsidiary and investees, is based solely on the audit reports of the other auditors.

Other matter – Parent company only financial reports

We have audited and expressed an unmodified opinion with other matter section on the parent company only financial statements of Ability Enterprise Co., Ltd. as at and for the years ended December 31, 2024 and 2023.

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

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

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

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

Auditors' responsibilities for the audit of the consolidated financial statements

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

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

- A. 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.
- B. 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.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. 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.
- E. 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.
- F. 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 of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of

doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Juanlu, Man-Yu

Feng, Min-Chuan

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 7, 2025

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

ABILITY ENTERPRISE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 2,388,925	23	\$ 3,092,203	34
1110	Financial assets at fair value through profit or loss - current	6(2)	-	-	16,168	-
1136	Current financial assets at amortised cost	6(4)	179,120	2	86,540	1
1170	Accounts receivable, net	6(5) and 7	1,065,483	11	650,303	7
130X	Inventory	6(6)	993,915	10	743,917	9
1470	Other current assets	6(7)	144,289	1	96,586	1
11XX	Total current assets		4,771,732	47	4,685,717	52
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	1,050,611	10	753,768	8
1550	Investments accounted for under equity method	6(8) and 7	426,039	4	72,138	1
1600	Property, plant and equipment	6(9) and 8	3,568,273	35	3,147,001	35
1755	Right-of-use assets	6(10) and 8	106,767	1	117,070	1
1760	Investment property - net	6(11)	66,666	1	69,039	1
1780	Intangible assets	6(12)	14,158	-	7,285	-
1840	Deferred income tax assets	6(28)	56,820	1	106,796	1
1900	Other non-current assets		129,714	1	103,732	1
15XX	Total non-current assets		5,419,048	53	4,376,829	48
1XXX	Total assets		\$ 10,190,780	100	\$ 9,062,546	100

(Continued)

ABILITY ENTERPRISE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(13)	\$ 335,682	3	\$ 349,008	4
2170	Accounts payable	7	1,273,088	13	813,716	9
2200	Other payables	6(14)	855,082	8	731,156	8
2230	Current income tax liabilities		36,717	-	18,251	-
2250	Current provisions	6(17)	78,889	1	45,756	-
2280	Current lease liabilities		19,081	-	18,289	-
2300	Other current liabilities	6(22)	169,025	2	245,557	3
21XX	Total current liabilities		2,767,564	27	2,221,733	24
Non-current liabilities						
2580	Non-current lease liabilities		18,634	-	37,656	-
2600	Other non-current liabilities		44,340	1	48,815	1
25XX	Total non-current liabilities		62,974	1	86,471	1
2XXX	Total liabilities		2,830,538	28	2,308,204	25
Equity						
Equity attributable to owners of parent						
	Share capital	6(18)				
3110	Common stock		2,893,805	28	2,875,343	32
	Capital surplus	6(19)				
3200	Capital surplus		1,381,936	13	1,342,757	15
	Retained earnings	6(20)				
3310	Legal reserve		1,751,970	17	1,724,576	19
3320	Special reserve		501,767	5	556,064	6
3350	Unappropriated retained earnings		762,500	8	454,044	5
	Other equity interest	6(21)				
3400	Other equity interest		(218,517)	(2)	(505,248)	(6)
3500	Treasury shares	6(16)	(30)	-	-	-
31XX	Equity attributable to owners of the parent		7,073,431	69	6,447,536	71
36XX	Non-controlling interest		286,811	3	306,806	4
3XXX	Total equity		7,360,242	72	6,754,342	75
	Significant contingent liabilities and unrecognised contract commitments	9				
3X2X	Total liabilities and equity		\$ 10,190,780	100	\$ 9,062,546	100

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

ABILITY ENTERPRISE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

			Year ended December 31			
			2024		2023	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(22) and 7	\$ 6,182,894	100	\$ 4,933,155	100
5000	Operating costs	6(6)(27) and 7	(4,395,871)	(71)	(3,625,112)	(74)
5950	Net operating margin		<u>1,787,023</u>	<u>29</u>	<u>1,308,043</u>	<u>26</u>
	Operating expenses	6(27)				
6100	Selling expenses		(142,439)	(2)	(146,161)	(3)
6200	General and administrative expenses		(559,488)	(9)	(433,081)	(9)
6300	Research and development expenses		(719,232)	(12)	(625,073)	(13)
6450	(Impairment loss) impairment gain and reversal of impairment loss determined in accordance with IFRS 9	12(2)	(4,171)	-	18,569	1
6000	Total operating expenses		(1,425,330)	(23)	(1,185,746)	(24)
6900	Operating profit		<u>361,693</u>	<u>6</u>	<u>122,297</u>	<u>2</u>
	Non-operating income and expenses					
7100	Interest income	6(23)	73,740	1	98,764	2
7010	Other income	6(24)	74,553	1	65,636	2
7020	Other gains and losses	6(25)	139,520	3	14,884	-
7050	Finance costs	6(26)	(9,677)	-	(9,486)	-
7060	Share of profit of associates and joint ventures accounted for under equity method	6(8)	<u>13,057</u>	<u>-</u>	<u>9,940</u>	<u>-</u>
7000	Total non-operating income and expenses		<u>291,193</u>	<u>5</u>	<u>179,738</u>	<u>4</u>
7900	Profit before income tax		<u>652,886</u>	<u>11</u>	<u>302,035</u>	<u>6</u>
7950	Income tax expense	6(28)	(121,831)	(2)	(59,446)	(1)
8200	Profit for the year		<u>\$ 531,055</u>	<u>9</u>	<u>\$ 242,589</u>	<u>5</u>
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plans	6(15)	\$ 3,296	-	(\$ 992)	-
8316	Unrealised gains on financial assets measured at fair value through other comprehensive income	6(3)(21)	251,687	4	90,776	2
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(28)	(659)	-	198	-
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		84,788	1	(50,374)	(1)
8300	Other comprehensive income for the year		<u>\$ 339,112</u>	<u>5</u>	<u>\$ 39,608</u>	<u>1</u>
8500	Total comprehensive income for the year		<u>\$ 870,167</u>	<u>14</u>	<u>\$ 282,197</u>	<u>6</u>
	Profit (loss) attributable to:					
8610	Owners of the parent		\$ 545,519	9	\$ 274,625	6
8620	Non-controlling interest		(14,464)	-	(32,036)	(1)
			<u>\$ 531,055</u>	<u>9</u>	<u>\$ 242,589</u>	<u>5</u>
	Comprehensive income (loss) attributable to:					
8710	Owners of the parent		\$ 876,870	14	\$ 328,161	7
8720	Non-controlling interest		(6,703)	-	(45,964)	(1)
			<u>\$ 870,167</u>	<u>14</u>	<u>\$ 282,197</u>	<u>6</u>
	Earnings per share (in dollars)	6(29)				
9750	Basic earnings per share		<u>\$ 1.90</u>		<u>\$ 0.96</u>	
9850	Diluted earnings per share		<u>\$ 1.90</u>		<u>\$ 0.96</u>	

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

ABILITY ENTERPRISE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Equity attributable to owners of the parent

		Retained Earnings					Financial statements translation differences of foreign operations	Treasury shares	Total	Non-controlling interest	Total equity
	Notes	Share capital - common stock	Total capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings					
<u>Year ended December 31, 2023</u>											
Balance at January 1, 2023		\$ 2,875,823	\$ 1,343,134	\$ 1,724,576	\$ 855,579	\$ 9,989	(\$ 570,842)	(\$ 360)	\$ 6,237,899	\$ 355,983	\$ 6,593,882
Profit (loss) for 2023		-	-	-	-	274,625	-	-	274,625	(32,036)	242,589
Other comprehensive income (loss) for 2023		-	-	-	-	(761)	54,297	-	53,536	(13,928)	39,608
Total comprehensive income (loss)		-	-	-	-	273,864	54,297	-	328,161	(45,964)	282,197
Appropriations and distribution of 2022 retained earnings	6(20)										
Cash dividends		-	-	-	-	(129,396)	-	-	(129,396)	-	(129,396)
Reversal of special reserve		-	-	-	(299,515)	299,515	-	-	-	-	-
Compensation cost of share-based payment	6(16)	-	-	-	-	-	11,179	-	11,179	-	11,179
Return of employee restricted stock		(480)	120	-	-	-	-	360	-	-	-
Adjustments due to changes in vested number of restricted stock		-	(497)	-	-	72	118	-	(307)	-	(307)
Changes in non-controlling interests		-	-	-	-	-	-	-	-	(3,213)	(3,213)
Balance at December 31, 2023		<u>\$ 2,875,343</u>	<u>\$ 1,342,757</u>	<u>\$ 1,724,576</u>	<u>\$ 556,064</u>	<u>\$ 454,044</u>	<u>(\$ 505,248)</u>	<u>\$ -</u>	<u>\$ 6,447,536</u>	<u>\$ 306,806</u>	<u>\$ 6,754,342</u>
<u>Year ended December 31, 2024</u>											
Profit (loss) for 2024		\$ 2,875,343	\$ 1,342,757	\$ 1,724,576	\$ 556,064	\$ 454,044	(\$ 505,248)	\$ -	\$ 6,447,536	\$ 306,806	\$ 6,754,342
Other comprehensive income for 2024		-	-	-	-	545,519	-	-	545,519	(14,464)	531,055
Total comprehensive income (loss) for 2024		-	-	-	-	2,020	329,331	-	331,351	7,761	339,112
Total comprehensive income (loss)		-	-	-	-	547,539	329,331	-	876,870	(6,703)	870,167
Appropriations and distribution of 2023 retained earnings	6(20)										
Legal reserve		-	-	27,394	-	(27,394)	-	-	-	-	-
Cash dividends		-	-	-	-	(258,781)	-	-	(258,781)	-	(258,781)
Reversal of special reserve		-	-	-	(54,297)	54,297	-	-	-	-	-
Issuance of employee restricted shares		18,780	38,932	-	-	-	(57,712)	-	-	-	-
Compensation cost of share-based payment	6(16)	-	-	-	-	-	15,112	-	15,112	-	15,112
Return of employee restricted stock	6(16)	(318)	348	-	-	-	-	(30)	-	-	-
Adjustments due to changes in vested number of restricted stock		-	(101)	-	-	233	-	-	132	-	132
Difference between consideration and carrying amount of subsidiaries acquired or disposed	6(30)	-	-	-	-	(6,708)	-	-	(6,708)	6,708	-
Changes in equity of associates and joint ventures accounted for using equity method		-	-	-	-	(730)	-	-	(730)	-	(730)
Changes in non-controlling interests	6(30)	-	-	-	-	-	-	-	-	(20,000)	(20,000)
Balance at December 31, 2024		<u>\$ 2,893,805</u>	<u>\$ 1,381,936</u>	<u>\$ 1,751,970</u>	<u>\$ 501,767</u>	<u>\$ 762,500</u>	<u>(\$ 218,517)</u>	<u>(\$ 30)</u>	<u>\$ 7,073,431</u>	<u>\$ 286,811</u>	<u>\$ 7,360,242</u>

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

ABILITY ENTERPRISE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 652,886	\$ 302,035
Adjustments			
Income and expenses having no effect on cash flows			
Depreciation	6(27)	231,530	209,707
Amortisation	6(27)	10,540	6,913
Gain on disposal of investments	6(25)	(407)	(270)
Expected credit loss (gain)	12(2)	4,171	(18,569)
Net loss (gain) on financial assets or liabilities at fair value through profit or loss		368	(193)
Compensation cost of share-based payment	6(16)	15,112	11,179
Interest expense	6(26)	9,677	9,486
Interest income	6(23)	(73,740)	(98,764)
Dividend income	6(24)	(15,484)	(20,811)
Share of profit of associates and joint ventures accounted for under equity method	6(8)	(13,057)	(9,940)
Loss on disposal of property, plant, and equipment	6(25)	14,035	6,417
Changes in assets/liabilities relating to operating activities			
Changes in operating assets			
Accounts receivable, net		(437,516)	161,426
Inventories		(219,312)	107,262
Other current assets		(46,861)	32,018
Net changes in liabilities relating to operating activities			
Accounts payable		422,585	26,052
Other payables		113,003	32,066
Other current liabilities		(43,433)	28,161
Other non-current liabilities		(2,537)	(5,621)
Cash inflow generated from operations		621,560	778,554
Interest received		73,740	98,764
Dividends received		19,984	25,611
Interest paid		(9,677)	(9,486)
Income tax paid		(52,730)	(72,497)
Net cash flows from operating activities		652,877	820,946

(Continued)

ABILITY ENTERPRISE CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of financial assets at fair value through other comprehensive income	6(3)	(\$ 65,153)	(\$ 80,974)
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	6(3)	25,338	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	6(3)	354	15,000
Acquisition of financial assets at amortised cost		(300,020)	(86,540)
Acquisition of investments accounted for using equity method	6(8)	(344,140)	-
Proceeds from disposal of financial assets at amortised cost		207,440	66,141
Proceeds from disposal of financial assets at fair value through profit or loss		16,207	204
Acquisition of property, plant and equipment	6(9)	(579,925)	(226,844)
Proceeds from disposal of property, plant and equipment		5,543	2,215
Acquisition of intangible assets	6(12)	(17,413)	(7,130)
Acquisition of right-of-use assets	6(10)	(8,652)	-
Increase in other non-current assets		(64,300)	(54,758)
Net cash flows used in investing activities		(1,124,721)	(372,686)
CASH FLOWS FROM FINANCING ACTIVITIES			
Decrease in short-term loans	6(31)	(13,326)	(4,858)
Payments of lease liabilities	6(31)	(18,309)	(16,858)
Payment of cash dividends	6(20)	(258,781)	(129,396)
Decrease in other non-current liabilities	6(31)	(102)	(139)
Change in non-controlling interests	6(30)	(20,000)	-
Cash dividends paid by subsidiaries to non-controlling interest		-	(3,213)
Net cash flows used in financing activities		(310,518)	(154,464)
Net effect of changes in foreign currency exchange rates		79,084	(41,210)
Net (decrease) increase in cash and cash equivalents		(703,278)	252,586
Cash and cash equivalents at beginning of year		3,092,203	2,839,617
Cash and cash equivalents at end of year		\$ 2,388,925	\$ 3,092,203

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Ability Enterprise Co., Ltd.

PWCR24000592

Opinion

We have audited the accompanying balance sheets of Ability Enterprise Co., Ltd. (the "Company") as at December 31, 2024 and 2023, and the related statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (refer to *Other Matter* section), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2024 financial statements. These matters were addressed in the context of our audit of the financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matter for the Company's 2024 financial statements is stated as follows:

Regarding the Company's accounting policies on inventory valuation and investments accounted for using the equity method, please refer to Notes 4 (11) and (12) of the individual financial statements. For descriptions of the accounting items, please refer to Notes 6 (4) and (5) of the individual financial statements. The Company and the Company's indirect wholly-owned subsidiary, Ability Technology (Dongguan) Co., Ltd., are the main operating entities for the group's manufacturing and sales. The financial position and performance of these companies significantly impact the Company's individual financial statements. Therefore, we considered the assessment of the allowance for inventory valuation loss a key audit matter for the Company. The key audit matters for the Company are detailed as follows:

Assessment of allowance for inventory valuation loss

Description

As of December 31, 2024, inventories and allowance for inventory valuation loss amounted to NT\$230,939 thousand and NT\$75,938 thousand, respectively, while the investments accounted for using equity method amounted to NT\$2,858,391 thousand. The Company and its indirect wholly-owned subsidiary, Ability Technology (Dongguan) Co., Ltd., are the main operating entities and are primarily engaged in manufacturing and sales of optical devices as well as related parts and components. Due to rapid technological innovations, short

life cycles of electronic products and fluctuations in market prices, there is higher risk in inventory valuation losses and obsolescence. The subsidiary recognises inventories at the lower of cost and net realisable value and assesses excess inventories and those separately identified as obsolete.

Since the net realisable value used in the evaluation of obsolete inventories involves significant judgments and high estimation uncertainty, the inventories of Ability Technology (Dongguan) Co., Ltd. has a significant impact on the individual financial statements. Therefore, we considered the assessment of the allowance for inventory valuation loss a key audit matter.

How our audit addressed the matter

We performed the following audit procedures with respect to excess inventories and those separately identified as obsolete or damaged:

- A. Ascertained whether the policies on allowance for inventory valuation losses are consistently applied in all the periods.
- B. Understood the method used by management in determining the net realisable value, and selected samples of inventory items and tested whether the net realisable values were calculated in accordance with the abovementioned method.
- C. Discussed with management the estimated net realisable value of separately identified obsolete and damaged inventories, obtained and corroborated against supporting documents and recalculated the allowance provision.

Other matter – Reference to the audits of other auditors

We did not audit the financial statements of certain indirect investment accounted for under the equity method and direct investment accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of this subsidiaries and associate, is based solely on the report of the other auditors. The balance of this investment accounted for under the equity method amounted to NT\$221,097 thousand and NT\$31,127 thousand, constituting 2.38% and 0.39% of the total assets as at December 31, 2024 and 2023, respectively, and the share of profit recognised from investees accounted for under the equity method amounted to NT\$2,991 thousand and NT\$8,988 thousand, constituting 0.34% and 2.74% of the total comprehensive income for the years then ended, respectively.

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

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

In preparing the 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 audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- A. Identify and assess the risks of material misstatement of the 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.
- B. 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.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. 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 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.
- E. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

Juanlu, Man-Yu

Feng, Min-Chuan

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 7, 2025

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

ABILITY ENTERPRISE CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

			December 31, 2024		December 31, 2023	
Assets	Notes		AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 1,902,200	21	\$ 2,322,991	29
1170	Accounts receivable, net	6(3) and 7	769,763	8	437,016	6
130X	Inventories	6(4)	155,001	2	97,702	1
1470	Other current assets		28,263	-	26,092	-
11XX	Total current assets		2,855,227	31	2,883,801	36
Non-current assets						
1517	Non-current financial assets at fair value through profit or loss	6(2)	1,035,656	11	735,129	9
1550	Investments accounted for using equity method	6(5)	2,858,391	31	1,935,775	24
1600	Property, plant and equipment	6(6) and 7	2,198,101	24	2,218,679	28
1760	Investment property, net	6(7)	66,666	1	69,039	1
1780	Intangible assets		12,226	-	4,756	-
1840	Deferred tax assets	6(20)	46,737	-	95,717	1
1900	Other non-current assets		202,987	2	66,618	1
15XX	Total non-current assets		6,420,764	69	5,125,713	64
1XXX	Total assets		\$ 9,275,991	100	\$ 8,009,514	100

(Continued)

ABILITY ENTERPRISE CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			Notes	December 31, 2024		December 31, 2023				
				AMOUNT	%	AMOUNT	%			
Current liabilities										
2170	Accounts payable	7	\$	1,474,966	16	\$	858,144	11		
2200	Other payables	6(8)		522,391	6		463,521	6		
2230	Income tax liabilities			12,188	-		-	-		
2250	Provisions for liabilities - current	6(11)		78,889	1		45,756	-		
2300	Other current liabilities	6(15)		102,872	1		177,763	2		
21XX	Total current liabilities			2,191,306	24		1,545,184	19		
Non-current liabilities										
2600	Other non-current liabilities	6(9)		11,254	-		16,794	-		
25XX	Total non-current liabilities			11,254	-		16,794	-		
2XXX	Total liabilities			2,202,560	24		1,561,978	19		
Equity										
	Share capital	6(12)								
3110	Common stock			2,893,805	31		2,875,343	36		
	Capital surplus	6(13)								
3200	Capital surplus			1,381,936	15		1,342,757	17		
	Retained earnings	6(14)								
3310	Legal reserve			1,751,970	19		1,724,576	21		
3320	Special reserve			501,767	5		556,064	7		
3350	Unappropriated retained earnings			762,500	8		454,044	6		
	Other equity interest									
3400	Other equity interest		(218,517)	(2)	(505,248)	(6)
3500	Treasury shares	6(10)	(30)	-		-	-		
3XXX	Total equity			7,073,431	76		6,447,536	81		
3X2X	Total liabilities and equity		\$	9,275,991	100	\$	8,009,514	100		

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

ABILITY ENTERPRISE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Year ended December 31				
			2024		2023	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(15) and 7	\$ 4,662,681	100	\$ 3,781,091	100
5000	Operating costs	6(4)(19) and 7	(3,445,612)	(74)	(2,883,796)	(76)
5950	Net operating margin		<u>1,217,069</u>	<u>26</u>	<u>897,295</u>	<u>24</u>
	Operating expenses	6(19)				
6100	Selling expenses		(120,240)	(3)	(122,207)	(3)
6200	Administrative expenses		(310,553)	(7)	(229,768)	(6)
6300	Research and development expenses		(539,216)	(11)	(477,061)	(13)
6450	Impairment loss and reversal of impairment loss determined in accordance with IFRS 9	12(2)	(3,241)	-	18,578	-
6000	Total operating expenses		(973,250)	(21)	(810,458)	(22)
6900	Operating profit		<u>243,819</u>	<u>5</u>	<u>86,837</u>	<u>2</u>
	Non-operating income and expenses					
7100	Interest income	6(16)	60,533	1	84,476	2
7010	Other income	6(17)	20,456	1	25,409	1
7020	Other gains and losses	6(18)	83,399	2	(8,181)	-
7050	Finance costs		(81)	-	(14)	-
7070	Share of profit of associates and joint ventures accounted for using equity method, net	6(5)	<u>204,975</u>	<u>4</u>	<u>95,519</u>	<u>2</u>
7000	Total non-operating income and expenses		<u>369,282</u>	<u>8</u>	<u>197,209</u>	<u>5</u>
7900	Profit before income tax		<u>613,101</u>	<u>13</u>	<u>284,046</u>	<u>7</u>
7950	Income tax expense	6(20)	(67,582)	(1)	(9,421)	-
8200	Profit for the year		<u>\$ 545,519</u>	<u>12</u>	<u>\$ 274,625</u>	<u>7</u>
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plan	6(9)	\$ 1,596	-	(\$ 900)	-
8316	Unrealised gains from investments in equity instruments measured at fair value through other comprehensive income	6(2)	251,687	5	90,776	3
8330	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method		743	-	(40)	-
8349	Income tax components of other comprehensive (loss) income that will not be reclassified to profit or loss	6(20)	(319)	-	179	-
8310	Other comprehensive income that will not be reclassified to profit or loss		<u>253,707</u>	<u>5</u>	<u>90,015</u>	<u>3</u>
	Components of other comprehensive income (loss) that will be reclassified to profit or loss					
8361	Exchange differences on translation		<u>77,644</u>	<u>2</u>	(36,479)	(1)
8360	Other comprehensive income (loss) that will be reclassified to profit or loss		<u>77,644</u>	<u>2</u>	(36,479)	(1)
8300	Total other comprehensive income		<u>\$ 331,351</u>	<u>7</u>	<u>\$ 53,536</u>	<u>2</u>
8500	Total comprehensive income		<u>\$ 876,870</u>	<u>19</u>	<u>\$ 328,161</u>	<u>9</u>
	Earnings per share (in dollars)	6(21)				
9750	Basic earnings per share		<u>\$ 1.90</u>		<u>\$ 0.96</u>	
9850	Diluted earnings per share	6(21)	<u>\$ 1.90</u>		<u>\$ 0.96</u>	

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

ABILITY ENTERPRISE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Retained Earnings				Other equity interest					
							Financial statements	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Other equity, others	Treasury shares	Total equity
	Notes	Share capital - common stock	Total capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	translation differences of foreign operations				
<u>Year ended December 31, 2023</u>											
Balance at January 1, 2023		\$ 2,875,823	\$ 1,343,134	\$ 1,724,576	\$ 855,579	\$ 9,989	(\$ 205,108)	(\$ 350,956)	(\$ 14,778)	(\$ 360)	\$ 6,237,899
Profit for 2023		-	-	-	-	274,625	-	-	-	-	274,625
Other comprehensive income (loss) for 2023		-	-	-	-	(761)	(36,479)	90,776	-	-	53,536
Total comprehensive income (loss) for 2023		-	-	-	-	273,864	(36,479)	90,776	-	-	328,161
Appropriations and distribution of 2022 retained earnings	6(14)										
Cash dividends		-	-	-	-	(129,396)	-	-	-	-	(129,396)
Reversal of special reserve		-	-	-	(299,515)	299,515	-	-	-	-	-
Return of employee restricted stock	6(10)	(480)	120	-	-	-	-	-	-	360	-
Compensation cost of share-based payment	6(10)	-	-	-	-	-	-	-	11,179	-	11,179
Adjustments due to changes in vested number of restricted stock		-	(497)	-	-	72	-	-	118	-	(307)
Balance at December 31, 2023		\$ 2,875,343	\$ 1,342,757	\$ 1,724,576	\$ 556,064	\$ 454,044	(\$ 241,587)	(\$ 260,180)	(\$ 3,481)	\$ -	\$ 6,447,536
<u>Year ended December 31, 2024</u>											
Balance at January 1, 2024		\$ 2,875,343	\$ 1,342,757	\$ 1,724,576	\$ 556,064	\$ 454,044	(\$ 241,587)	(\$ 260,180)	(\$ 3,481)	\$ -	\$ 6,447,536
Profit for 2024		-	-	-	-	545,519	-	-	-	-	545,519
Other comprehensive income (loss) for 2024		-	-	-	-	2,020	77,644	251,687	-	-	331,351
Total comprehensive income (loss) for 2024		-	-	-	-	547,539	77,644	251,687	-	-	876,870
Appropriations and distribution of 2023 retained earnings	6(14)										
Legal reserve		-	-	27,394	-	(27,394)	-	-	-	-	-
Cash dividends		-	-	-	-	(258,781)	-	-	-	-	(258,781)
Reversal of special reserve		-	-	-	(54,297)	54,297	-	-	-	-	-
Issuance of employee restricted shares	6(10)	18,780	38,932	-	-	-	-	-	(57,712)	-	-
Compensation cost of share-based payment	6(10)	-	-	-	-	-	-	-	15,112	-	15,112
Return of employee restricted stock	6(10)	(318)	348	-	-	-	-	-	-	(30)	-
Adjustments due to changes in vested number of restricted stock		-	(101)	-	-	233	-	-	-	-	132
Difference between consideration and carrying amount of subsidiaries acquired or disposed	6(5)	-	-	-	-	(6,708)	-	-	-	-	(6,708)
Changes in equity of associates and joint ventures accounted for using equity method	6(5)	-	-	-	-	(730)	-	-	-	-	(730)
Balance at December 31, 2024		\$ 2,893,805	\$ 1,381,936	\$ 1,751,970	\$ 501,767	\$ 762,500	(\$ 163,943)	(\$ 8,493)	(\$ 46,081)	(\$ 30)	\$ 7,073,431

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

ABILITY ENTERPRISE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 613,101	\$ 284,046
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(19)	74,843	61,422
Amortisation	6(19)	9,484	5,978
Expected credit loss (gain)	12(2)	3,241 (	18,578)
Compensation cost of share-based payment	6(10)	15,112	11,179
Interest expense		81	14
Interest income	6(16)	(60,533 ) (	84,476)
Dividend income	6(17)	(15,484 ) (	20,811)
Share of gain of associates and joint ventures	6(5)	(204,975 ) (	95,519)
Gain on disposal of property, plant, equipment	6(18)	(346)	-
Gain on disposal of investments	6(18)	- (	266)
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable, net		(412,890 ) (	105,263)
Inventories		(57,299 ) (	6,669)
Other current assets		(2,171 ) (	22,952)
Changes in operating liabilities			
Accounts payable		693,724	234,231
Other payables		59,002	6,347
Provisions		33,133	-
Other current liabilities		(74,891)	23,787
Other non-current liabilities		(4,237 ) (	5,529)
Cash inflow generated from operations		668,895	266,941
Interest received		60,533	84,476
Dividends received		19,984	29,523
Interest paid		(81 ) (	14)
Income tax paid		(6,733 ) (	21,504)
Net cash flows from operating activities		742,598	359,422

(Continued)

ABILITY ENTERPRISE CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2024	2023
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through other comprehensive income	6(2)	(\$ 65,153)	(\$ 66,019)
Proceeds from disposal of financial assets at fair value through other comprehensive income	6(2)	354	-
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	6(2)	25,338	-
Acquisition of investments accounted for using equity method		(626,951)	-
Proceeds from liquidation of financial assets at accounted for using equity method	6(5)	-	6,224
Acquisition of property, plant and equipment	6(6)	(52,079)	(23,349)
Proceeds from disposal of property, plant and equipment		533	-
Acquisition of intangible assets		(16,954)	(4,134)
Increase in other non-current assets		(169,989)	(40,871)
Net cash flows used in investing activities		(904,901)	(128,149)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in other non-current liabilities	6(22)	293	-
Payment of cash dividends	6(14)	(258,781)	(129,396)
Net cash flows used in financing activities		(258,488)	(129,396)
Net (decrease) increase in cash and cash equivalents		(420,791)	101,877
Cash and cash equivalents at beginning of year		2,322,991	2,221,114
Cash and cash equivalents at end of year		<u>\$ 1,902,200</u>	<u>\$ 2,322,991</u>

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

【 Attachment 3】

ABILITY ENTERPRISE CO., LTD Earning Distribution Table 2024

Unit: New Taiwan Dollars (NT\$)

Initial Undistributed Earnings	\$222,166,530
Add: Remeasurements of defined benefit plans	2,019,942
Add: Share-based payment transaction	232,928
Minus: Adjustments arising from changes in the percentage of ownership in equity method investments.	(7,438,306)
Net income after tax for the period and other items adjusted to the current year's undistributed earnings	\$216,981,094
Add: Net Profit after Tax of this Year	545,518,749
Minus: legal reserve from surplus	(54,033,331)
Add: Reversal of special reserve	329,331,552
Distributable net profit	\$1,037,798,064
Distribution Items:	
Cash Dividends NT\$0.6 per share(Note 2)	(173,618,107)
Stock Dividends NT\$1.2 per share	(347,236,210)
Unappropriated retained earnings	\$516,943,747

Note 1: The cash dividends to shareholders is NT\$0.6 per share and a stock dividend of NT\$1.2 per share.

Note 2: The record date and distribution date for the cash dividends shall be determined by the CEO upon the authorization of Board of Directors. It is proposed that the CEO will be authorized to handle, at its full discretion, any necessary adjustments to the allotment ration arising from the changes in the number of outstanding shares due to share buybacks or other factors.

CEO:
TSENG, MING-JEN

President:
CHANG, HSIAO-CHI

Accounting Manager:
LIN, HSIN-CHUN

【 Attachment 4 】

ABILITY ENTERPRISE CO., LTD Comparison Table of Articles of Incorporation (Before and After the Revision)

Articles and Contents before Revision		Articles and Contents before Revision		Revision Reason
A R T I C L E 28-1	A provision for employees' remuneration and directors' remuneration shall be made when there is a profit in the Company's annual accounts as follows, except that when the Company has an accumulated loss, the provision shall be made after the loss has been reserved in advance from the profit : 1.Remuneration for employees shall not be less than 8 percent and not more than 15 percent. The compensation in cash or stock to employees of the Company or the subordinate may be granted subject to certain conditions which are set by the Board of Directors. 2.The remuneration of the directors is not more than 1.5% The aforementioned earnings are the profit before tax and without the distribution of remuneration to employees and remuneration to directors.	A R T I C L E 28-1	A provision for employees' remuneration and directors' remuneration shall be made when there is a profit in the Company's annual accounts as follows, except that when the Company has an accumulated loss, the provision shall be made after the loss has been reserved in advance from the profit : 1.Remuneration for employees shall not be less than 8 percent and not more than 15 percent. <u>At least 15% of this amount is allocated to grassroots employees for remuneration.</u> The compensation in cash or stock to employees of the Company or the subordinate may be granted subject to certain conditions which are set by the Board of Directors. 2.The remuneration of the directors is not more than 1.5% The aforementioned earnings are the profit before tax and without the distribution of remuneration to employees and remuneration to directors.	Cooperate with legislative amendments
A R T I C L E 32	The Articles of Incorporation was established on May 10, 1965. 1 st revision - October 26, 1966. 2 nd revision - December 1, 1966. 3 rd revision - July 6, 1969. 4 th revision - March 1, 1971. 5 th revision - August 5, 1972. 6 th revision - May 14, 1973. 7 th revision - July 1, 1976. 8 th revision - March 11, 1979. 9 th revision - February 8, 1984. 10 th revision - September 1, 1986. 11 th revision - December 1, 1986. 12 th revision - March 2, 1987. 13 th revision - January 28, 1988. 14 th revision - July 20, 1988. 15 th revision - August 15, 1989. 16 th revision - September 5, 1989. 17 th revision - May 7, 1990. 18 th revision - October 19, 1990. 19 th revision - August 20, 1991. 20 th revision - June 15, 1992. 21 st revision - July 11, 1992. 22 nd revision - March 4, 1993. 23 rd revision - May 8, 1993. 24 th revision - May 9, 1994. 25 th revision - May 23, 1995. 26 th revision - May 6, 1996. 27 th revision - May 8, 1997. 28 th revision - May 26, 1998. 29 th revision - May 24, 1999. 30 th revision - May 15, 2000.	A R T I C L E 32	The Articles of Incorporation was established on May 10, 1965. 1 st revision - October 26, 1966. 2 nd revision - December 1, 1966. 3 rd revision - July 6, 1969. 4 th revision - March 1, 1971. 5 th revision - August 5, 1972. 6 th revision - May 14, 1973. 7 th revision - July 1, 1976. 8 th revision - March 11, 1979. 9 th revision - February 8, 1984. 10 th revision - September 1, 1986. 11 th revision - December 1, 1986. 12 th revision - March 2, 1987. 13 th revision - January 28, 1988. 14 th revision - July 20, 1988. 15 th revision - August 15, 1989. 16 th revision - September 5, 1989. 17 th revision - May 7, 1990. 18 th revision - October 19, 1990. 19 th revision - August 20, 1991. 20 th revision - June 15, 1992. 21 st revision - July 11, 1992. 22 nd revision - March 4, 1993. 23 rd revision - May 8, 1993. 24 th revision - May 9, 1994. 25 th revision - May 23, 1995. 26 th revision - May 6, 1996. 27 th revision - May 8, 1997. 28 th revision - May 26, 1998. 29 th revision - May 24, 1999. 30 th revision - May 15, 2000.	Add Revision Date

Articles and Contents before Revision		Articles and Contents before Revision		Revision Reason
	31 st revision - May 31, 2001. 32 nd revision - May 27, 2002. 33 rd revision - August 23, 2002. 34 th revision - April 30, 2003. 35 th revision - June 13, 2005. 36 th revision - June 12, 2006. 37 th revision - June 13, 2008. 38 th revision - June 16, 2009. 39 th revision - June 17, 2010. 40 th revision - June 17, 2011. 41 st revision - June 22, 2012. 42 nd revision - June 21, 2013. 43 rd revision - June 17, 2014. 44 th revision - June 23, 2015. 45 th revision - June 29, 2016. 46 th revision - June 23, 2017. 47 th revision - June 14, 2019. 48 th revision - June 17, 2020. 49 th revision - June 15, 2021. 50 th revision - June 21, 2022. 51 th revision - June 28, 2023. 52 th revision - June 20, 2024.		31 st revision - May 31, 2001. 32 nd revision - May 27, 2002. 33 rd revision - August 23, 2002. 34 th revision - April 30, 2003. 35 th revision - June 13, 2005. 36 th revision - June 12, 2006. 37 th revision - June 13, 2008. 38 th revision - June 16, 2009. 39 th revision - June 17, 2010. 40 th revision - June 17, 2011. 41 st revision - June 22, 2012. 42 nd revision - June 21, 2013. 43 rd revision - June 17, 2014. 44 th revision - June 23, 2015. 45 th revision - June 29, 2016. 46 th revision - June 23, 2017. 47 th revision - June 14, 2019. 48 th revision - June 17, 2020. 49 th revision - June 15, 2021. 50 th revision - June 21, 2022. 51 th revision - June 28, 2023. 52 th revision - June 20, 2024. <u>53th revision - June 25, 2025</u>	

【 Attachment 5 】

ABILITY ENTERPRISE CO., LTD Candidates of Directors (including Independend Directors)

Title	Name of Candidates	Scholarship	Major Experience	Holding Shares
Director	Representative of Chia-Mei Investment Co.,Ltd. : TONG, CHUN-JEN	New Jersey Institute of Technology Master of Science in Computer Science	<p><u>Major Experience</u> :</p> <p>President,Ability Enterprise Co., Ltd. Chairman,ABILITY INT'L TENANCY CO., LTD. Chairman,1 Production Film Co., Ltd</p> <p><u>Present job</u> :</p> <p>Chairman,ABICO AVY CO., LTD. Chairman,AVY Industrial Co., Ltd. Chairman, Abico Plus Entertainment Limited. Chairman ,ARES OFFICE CO., LTD. Chairman, JIA WANG CAPITAL CO., LTD. Vice Chairman,ABICO NetCom Co., Ltd. Director,ABILITY INT'L TENANCY CO., LTD. Director,TAISHIBA INTERNATIONAL CO., LTD. Director,TAIWAN SANYO ELECTRIC CO., LTD. Director,JABON International Co., Ltd. Director,SEINOH OPTICAL CO., LTD. Director,Ability 1 Venture Capital Corporation Director,HONLNN CO., LTD. Director,E-PIN OPTICAL INDUSTRY CO.,LTD. Director,JiaTech International Investment Co., Ltd. Director,EKEEN PRECISION CO., LTD. Director,IKKA HOLDINGS (Cayman) Limited. Director,Sol-Plus(HK)Co., Ltd. Director,Sol Plus Co., Ltd. Director,Hiraiseimitsu(Thailand)Co., Ltd.</p>	2,254,974

			Director,Dongguan Chengguang Metal Products Co., Ltd. Director,Dongguan Chengguang Trading Co., Ltd. Director,Dongguan Chengguang Precision Industry Co., Ltd.	
Director	Representative of Chia-Mei Investment Co.,Ltd. : TONG,CHUN-YI	BA in Economics from University of Southern California Master of Information, Production and Systems from Waseda University	Major Experience : Director,GYEN Intl Bussiness Co., Ltd. Director,ABICO(HK)International Co., LTD. Present job : Chairman,Dongguan Chengguang Metal Products Co., Ltd. Vice Chairman,ABICO AVY CO.,LTD. Director,IKKA HOLDINGS (CAYMAN) LIMITED Director,STARLUX AIRLINES CO., LTD. Independent Director,SIRTEC INTERNATIONAL CO., LTD.	2,254,974
Director	Representative of Chia-Mei Investment Co.,Ltd. : CHANG, HSIAO CHI	Master of Electric Engineering, Montana State University, USA Bachelor of Applied Physics, TamKang University	Major Experience : Chairman,GRANDTECH C.G. SYSTEMS INC. Independent Director,DATA IMAGE CORPORATION Director,CC&C TECHNOLOGIES, INC. Director,TAIWAN-CA INC. Present job : Chairman,HONLYNN CO., LTD. Chairman,ABILITY INT'L TENANCY CO., LTD. Director,ABICO NETCOM CO., LTD. President,Ability Enterprise Co., Ltd.	2,254,974
Director	Representative of ABICO AVY CO.,LTD. : HU, SHIANG-CHI	MBA of National Taiwan University B.S. of National Taiwan University Department of Electrical Engineering	Major Experience : Engineer,Nationa Chung-Shan Institute of Science & Technology Business representative/Consultant,IBM President,KPT Chairman,EKEEN Precision Co., Ltd Chairman/President,Chipcera Technology Co.,Ltd	32,470,000

			President of SBU, Yageo Corporation <u>Present job :</u> Chairman, IKKA Holdings (Cayman) Limited Chairman, Abico Netcom Co., Ltd. Chairman, Jabon International Co., Ltd. Chairman, Empower Technology Corporation Director / President, Ability I Venture Capital Corporation Director, Abico Asia Capital Corporation President / Director, ABICO AVY Co., Ltd. Independent Director, Allis Electric Co., Ltd. Independent Director, JSL Construction & Development Co., Ltd. Independent Director, Shine Trend International Multimedia Technology Co., LTD. Independent Director, Renjie Oldsichuan Catering Management Consultant Co., Ltd.	
Director	CHIANG, SHU-CHEN	Taipei University of Marine Technology Department of International Business	<u>Major Experience :</u> Secretary, Ability Enterprise Co., Ltd. Assistant Manager, TAISHIBA INTERNATIONAL CO., LTD. Vice President, ABILITY INVESTMENT CO., LTD. <u>Present job :</u> Vice President, ABICO AVY CO., LTD.	32,470,000
Independent Director	CHEN, CHIEN-HUNG	LL.B. Department of Law, Nation Chung-Hsin University LL.B. Department of Law, Soochow University China University of Political Science and Law/Doctor's Degree	<u>Major Experience :</u> Lawyer, Cheefa United Office Attorney Lawyer, Far East Law Office Attorney Arbitrator, Chinese Arbitration Association, Taipei. <u>Present job :</u> Managing Partner, SunShine Attorney at Law Independent Director, AMPACS CORPORATION	0

Independent Director	HUANG,CHIH-CHEN	Feng Chia University, Republic of China B.A. Accounting	<u>Major Experience :</u> Audint Manager, KPMG(TWN) Audint Manager, KPMG(HK) Partner CPA, CDINKUM & CO., CPAs <u>Present job :</u> Partner-In-Charge, Fortune & Co., CPAs Chairman, Hundreds of events International CO., LTD. Director, JE Techno Corp. Independent Director, Auden Techno Corp. Independent Director, STARLUX AIRLINES CO., LTD. Independent Director, First Hi-tec Enterprise Co., Ltd.	0
Independent Director	HUANG, KUO-LUN	The University of Sydney The University of New South Wales	<u>Major Experience :</u> President, CITA AIRCARGO SERVICE CO., LTD. Chairman/CEO, HOSHIN GIGAMEDIA CENTER INC. Chairman, APEX AVIATION INC. Director, BREEZA FINANCIAL SERVICES CO., LTD. Chairman, W & J FORWARDING CO., LTD. <u>Present job :</u> Chairman, DATADOT TECHNOLOGY TAIWAN CO., LTD. Chairman, MARCO POLO TECHNOLOGY CO., LTD. Chairman, DATADOT TECHNOLOGY (ASIA) PTE LIMITED. Chairman, CITA TECHNOLOGY DEVELOPMENT CO., LTD.	0

Independent Director	CHAO,HSIAO-WEI	University of Denver MBA	<u>Major Experience :</u> Manger,Corporate Finance,KPMG Manger,Corporate Finance,Industrial Bank of Taiwan Assistant Vice President Investment Bank,Grand Cathay Securities Vice President,Ability Management Co., Ltd. <u>Present job :</u> N/A	0
----------------------	----------------	--------------------------	---	---

IV. Appendix

【Appendix 1】

ABILITY ENTERPRISE CO., LTD

Rules and Procedures of the Shareholders' Meeting

Article 1: The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 2: The term "shareholders" as mentioned in these rules refers to the agents entrusted by the shareholders themselves and the shareholders, who sign by the attendance cards submitted by attendant shareholders (or agents).

The amount of attending shares is calculated based on the submitted attendance cards and the number of shares registered on the video conference platform, plus the number of shares for which voting rights are exercised in writing or electronically.

Article 3: Voting at a shareholders meeting shall be calculated based the number of shares.

Article 4: The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

When the company convenes a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.

Article 5: If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the directors to act as chairman.

Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chairman. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

Article 6: This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

Article 7: The Company shall record or videotape the entire proceedings of the shareholders' meeting and the recorded materials shall be retained for at least one year.

If the shareholders' meeting is held by video conference, the company shall record and preserve the shareholders' registration, questioning, voting and company vote counting results, etc., and make continuous and uninterrupted audio and video recording of the entire video conference.

The above-mentioned materials and audio and video recordings shall be properly preserved by the company during the period of existence, and the audio and video recordings shall be provided to those who are entrusted to handle video conference affairs for preservation.

Article 8: The chairman shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month, and notify all shareholders of the false resolution to convene the shareholders' meeting within one month; if the shareholders' meeting is held by video conference, shareholders who wish to attend by video should re-register with the company in accordance with the regulations.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 9: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chairman may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting.

If the chairman declares the meeting adjourned in violation of the rules of procedure, in accordance with statutory procedures, a new chairman shall be elected by the agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After the adjournment of the meeting, the shareholders may not

elect another chairman to continue the meeting at the same place or to find another venue for the meeting.

Article 10: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairman.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Article 11: Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chairman shall stop any violation.

Those who do not obey the stopping by the chairman of the three preceding actions shall be handled in accordance with the Article 19-2 of this rule.

Article 12: When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

If a juristic person shareholder designates two or more representatives to attend a shareholders' meeting, only one person may speak on the same proposal.

Article 13: After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond.

If the shareholders meeting is held by video conference, the shareholders participating by video conference may ask questions in text form on the video conference platform of the shareholders

meeting after the chairman announces the meeting and before the announcement of the adjournment of the meeting. The length is limited to 200 characters, and the provisions of Articles 10 to 12 shall not apply.

Article 14: When the chairman thinks that the discussion of the motion has reached the level that can be voted on, he may declare that the discussion shall be stopped and the vote shall be put forward.

Article 15: Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

If the shareholders' meeting is held by video conference, the company shall immediately disclose the voting results and election results of various proposals on the video conference platform of the shareholders' meeting in accordance with the regulations, and shall continue to disclose for at 15 minute after the chairman announces the adjournment of the meeting minute.

Article 16: During the meeting, the chairman may consider the time and declare a break. If an air alert happens during the meeting, the meeting shall be suspended. Attendees shall be evacuated separately and continue to attend the meeting after the alarm is all-clear.

If the meeting fails to finish, it may be postponed or renewed in accordance with Article 182 of the Company Law.

If the shareholders' meeting is held by video conference, except for the circumstances stipulated in Article 44-24, Article 44-24 of the Guidelines for the Handling of Share Transactions of Public Offering Companies, the meeting shall not be postponed or continued until the chairman announces the adjournment of the meeting. In the event of force majeure, if there is an obstacle to the video conference platform or participation by video conference, which lasts for more than 30 minutes, the meeting

shall be postponed or renewed within five days, and the provisions of Article 182 of the Company Law shall not apply.

Article 17: Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority (more than half) of the voting rights represented by the attending shareholders.

A shareholder shall be entitled to one vote for each share held.

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

Article 18: When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 19: The chairman may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they

shall wear an identification card or armband bearing the word "Proctor."

The shareholders shall obey the instruction from the chairman and proctors (or security personnel) to maintain order. When anyone violates the rules of procedure and defies the correction, the chairman and the proctors (or security personnel) may decide to stop and delete this intrusion

Article 20: The matters not regulated in the rules shall be handled in accordance with the Company Law, Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Rules Governing the Conduct of Shareholders Meetings by Public Companies, the Company's Articles of Incorporation, and other relevant regulations of laws.

Article 21: These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effect in the same manner.

【Appendix 2】

ABILITY ENTERPRISE CO., LTD

Method of Election of Directors

Article 1: The election of directors of the Company shall be conducted in accordance with these regulations.

Article 2: The election of directors of the Company shall be conducted during the shareholders' meeting.

Article 3: The election of directors of the Company shall adopt the cumulative voting method. In the process of electing directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. The board of directors shall prepare ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 4: As for the Company's election of independent and non-independent directors, the number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall coordinate and determine who is the winner among them by themselves. If coordination cannot be done, the position will remain vacant.

Article 5: At the beginning of the election, the Chairman shall appoint several persons each to check, record the ballots, and other related missions. The persons to check the ballots shall be a shareholder.

Article 6: The ballot box used for the Company's election of directors shall be prepared by the board of directors, and be checked in public by the person to check the ballots before voting.

Article 7: If the candidate is a shareholder of the Company, voters shall fill in the "candidate" column the candidate's name and shareholder's number. If the candidate is not a shareholder, voters shall fill in the "candidate" column the candidate's name, the candidate's ID number. If the candidate is a government agency or shareholder of a legal entity, the "name of the candidate" column on the ballot shall be filled in either the name of government or the legal entity; or may as well be the name of government or the legal entity and the name of the responsible person. Under the circumstances that there are several responsible persons, each name shall be listed respectively.

Article 8: Ballots shall be deemed invalid under the following conditions:

- (I) Ballots not prepared by the board of directors.
- (II) Blank ballots not completed by the voter.
- (III) Illegible writing, or if anything on the ballot being erased and changed.
- (IV) If the candidate is a shareholder of this Company, the name or shareholder's number of the candidate filled in the ballot is inconsistent with the shareholders' register. If the candidate is not a shareholder of this Company, the name or ID number of the candidate filled in the ballot is incorrect.
- (V) Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate.
- (VI) The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them.

Article 9: The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting, including the list of elected directors and the number of votes cast for each candidates.

The ballots for the election referred to in the preceding

paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 10: The Company shall issue notifications to the directors elected.

Article 11: Any matters that are not mentioned in this regulation, shall follow Company Act or any other related legal regulations.

Article 12: These Rules and any revision thereof shall become effective after approval at the shareholders' meeting.

Article 13: This regulation was established on June 15, 1992.

The first amendment was made on May 31, 2001.

The second amendment was made on May 27, 2002.

The third amendment was made on June 11, 2007.

The fourth amendment was made on June 29, 2016.

【Appendix 3】

ABILITY ENTERPRISE CO., LTD

Article of Incorporation

Chapter 1 General Provision

Article 1: The Company is organized in accordance with the Company Law and named as 佳能企業股份有限公司.

【English Name: ABILITY ENTERPRISE CO., LTD.】

Article 2: The Company Business Scope is listed as follows:

- 1、CB01010 Manufacture of Machinery and Equipment
- 2、CB01020 Manufacture of Office Machine
- 3、CC01060 Manufacture of Wire Communications Machinery and Equipment
- 4、CC01070 Manufacture of Wireless Communications Machinery and Equipment
- 5、CC01080 Manufacture of Electronic Components
- 6、CC01110 Manufacture of Computer and its Peripheral
- 7、CC01120 Manufacture of Data Storage Device and Duplicate
- 8、CE01030 Manufacture of Optical Instrument
- 9、CE01990 Manufacture of other Optical and Precision Equipment
- 10、E605010 Installation of Computer Equipment
- 11、E701010 Telecommunication Engineering
- 12、F113020 Wholesale of Electronical Appliances
- 13、F113030 Wholesale of Precision Instrument
- 14、F113050 Wholesale of Computer and Office Machines
- 15、F113070 Wholesale of Telecommunication Equipment and Supply
- 16、F114030 Wholesale of Automobile & Motorcycle Parts and Accessories
- 17、F116010 Wholesale of Photographic Equipments and Accessories
- 18、F118010 Wholesale of Software
- 19、F119010 Wholesale of Electronical Parts and Accessories
- 20、F213010 Retail of Electronical Appliance
- 21、F213040 Retail of Precision Instrument
- 22、F213060 Retail of Telecommunication Equipment and Supply
- 23、F218010 Retail of Software
- 24、F219010 Retail of Electronical Parts and Accessories
- 25、F401010 International Trading
- 26、F401021 Import of the Controlled Telecommunications Radio-Frequency Devices
- 27、F601010 Intellectual Property Rights
- 28、I301010 Software Services
- 29、I301020 Data Processing Services
- 30、I301030 Electronic Information Supply Service Industry
- 31、ZZ99999 Except for the business restricted in licences, the Company can run the business of non prohibited or restricted.

- Article 3 : The Company may, by resolution of the Board of Directors, provide external guarantees to other companies in the industry or among its affiliates.
- Article 4 : The Company is situated in New Taipei City, Taiwan. The Company may establish, change or abolish branch offices domestically or overseas when necessary by the resolution of the Board of Directors.
- Article 5 : The Company shall make public announcements in accordance with Article 28 of the Company Act.

Chapter 2 Shares

- Article 6 : The total capital of the Company shall be NT\$8,000,000,000, divided as 800,000,000 shares with a par value of NT\$10 per share and shall authorize the Board of Directors to issue the shares in multiple tranches. Fifty million shares of the aforementioned total capital stock are reserved for the exercise of employee stock options, special share with warrant or corporate bonds with warrant.
- Article 6-1 : After the consent of shareholders' meeting of attendant shareholders representing more than half of the total of issued shares and two thirds or more of attendant shareholders' voting rights, the Company may transfer to employees at an average price lower than the actual purchase of shares, or to issue employee stock option at a subscription price lower than the market price.
- Article 6-2 : The Company may issue employee stock options, purchase right of newly issuing shares or acquire shares with restricted employee rights, which may be issued or transferred to employees under the Company's control or are subordinate to the Company, subject to certain conditions.
- Article 7 : The transfer, inheritance, bestowal, pledge, loss, damage and other stock affairs of shares shall be handled in accordance with the Company Law and Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 8 : The shares of the Corporation are all registered shares which is signed and sealed by three or more directors. It is issued after being legally signed and verified.
- The Company's issued shares may be free from printing, but they should be registered at centralized securities depository institution.
- Article 9 : The transfer of shares shall be closed within 60 days prior to the date of the annual meeting of shareholders, within 30 days prior to the date of the interim meeting of shareholders, or within five days prior to the date on which the Company decides to distribute dividends and bonuses or other benefits.
- Article 10 : When issuing new shares, the Company shall retain 10% to 15% of the total number of new shares to be issued, in addition to the gratis allotment of shares, to be purchased by employees of the Company, and the shares purchased by employees may be non-transferable in accordance with the resolution of the board of directors for a fixed period of time not exceeding two years.
- Article 11 : The total amount of the Company's outward investment is not subject to the provisions of Article 13 of the Company Law and the Board of Directors is authorized to execute the same.

Chapter 3 Shareholders Meeting

Article 12 : The shareholders' meeting can be divided into two types: ordinary and extraordinary. Ordinary meetings are held once a year, and are convened by the Board of Directors within six months after the end of each fiscal year, unless there are justifiable reasons for not doing so as approved by the competent authorities, in which case an extraordinary meeting may be convened when necessary and in accordance with the law

When the company's shareholders' meeting is held, it may be held by video conference or other methods announced by the central competent authority.

Article 13 : The shareholders shall be notified before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a extraordinary shareholders meeting.

Article 14 : If a shareholder is unable to attend the shareholders' meeting, he/she shall present a proxy form issued by the Company stating the scope of authority, signed or sealed to appoint a proxy to attend the meeting, which shall be delivered to the Company five days prior to the meeting. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 15 : The shareholders of the Company shall be entitled to one vote for each share held, except when the shares are deemed non-voting shares under Article 179 of the Company Act.

Article 16 : Except as otherwise provided in the law and regulation, the passage of a proposal shall require an affirmative vote of half of the voting rights represented by the attending shareholders with the voting rights to be more than half of the total issued shares.

Article 17 : If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the directors to act as chairman. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chairman. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

Article 18 : Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairman of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting.

The distribution of the meeting minutes shall be proceeded by means of the Company's regulation. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the full name of chairman, the methods by which resolutions were adopted, and a summary of the deliberations. The minutes of meeting shall be retained

for the duration of the existence of this Corporation. The attendance book and the proxy form shall be kept for at least one year.

Chapter 4 Directors

Article 19 : The Company shall set 7 - 9 directors of having a term of office of three years and all directors may be reelected or reappointed. The nomination of directors' is in accordance with the Article 192-1 of the Company Act. The handling and announcement of the director candidate's nomination is provided under the laws and regulations of Company Act and Securities and Exchange Act.

At least, there are 3 independent directors among the mentioned directors and they shall have seats in board of directors not less than one of fifth.

The professional qualifications, shareholdings, restrictions on concurrent positions, recognition of independence, methods of nomination and election of independent directors and other matters to be complied with shall be in accordance with the Company Law and relevant laws and regulations of the securities authorities.

Article 20 : The Board of Directors shall organize a meeting of the Board of Directors, at which two-thirds of the Directors present and a majority of the Directors present shall elect a Chairman from among themselves to represent the Company in public. A Vice Chairman shall be elected by and from amongst themselves in the same manner. The Chairman shall execute all the affairs of the Company in accordance with the Act, the Articles of Incorporation and the resolutions of the shareholders meeting and the Board of Directors.

Article 21 : If the Chairman takes a leave of absence or is unable to exercise his powers and functions for any reason, the Vice Chairman shall act on his behalf; if the Vice Chairman is unable to exercise his powers and functions for any reason, the Chairman shall designate one of the Directors to act on his behalf; if he is not so designated, the Directors shall elect one of the Directors to act on his behalf.

The directors shall personally attend the meetings of the board of directors. If any director is unable to attend the meetings, he/she may appoint another director to act on his/her behalf, and the aforementioned proxy shall be limited to the appointment of one director.

A meeting of the Board of Directors of the Company shall be convened for a specific purpose and shall be notified to the Directors seven days in advance. However, in case of an emergency, they may be called at any time. Notice of the convening of the Board of Directors of the Company may be given to the Directors in writing, by electronic mail (e-mail) or by facsimile.

Article 22 : For the remuneration of the directors of the company, the Compensation and Remuneration Committee will consider their participation in the company's operations and the value of their contributions, and the remuneration of independent directors may be determined to be a reasonable remuneration different from that of ordinary directors, and take into account the company's operational performance and the usual standards of the industry, and put forward recommendations and submit them to the board of directors for resolution. The Company may purchase liability insurance for the Directors during their tenure of office in respect of their liabilities to the extent that they are legally obliged to do so.

Article 23 : Each director shall have one vote, and a resolution of the board of directors shall be

passed by half of the present directors when there shall be more than half of the members of BOD attend the meeting, unless otherwise provided by law.

Article 24 : The resolutions of the board of directors shall be recorded in minutes, signed and sealed by the chairman and distributed to the directors within fifteen days after the meeting, and the minutes recording the main points of the proceedings and the results thereof shall be kept in the Company together with the signatures of the directors present and the proxy form.

Article 25 : If a director's term of office expires before he or she is re-elected, his or her term of office shall be extended until the director being re-elected to serve in that capacity.

Article 26 : The Company established an Audit Committee, and may establish other functional committees. The Audit Committee shall consist of all independent directors, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise. The duties, rules and regulations, exercise of authority and other matters to be followed by the Audit Committee shall be in accordance with the Company Law and relevant laws and regulations of the securities authorities.

Chapter 5 Managers

Article 27 : The Company shall have a Manager, whose appointment, removal and remuneration shall be in accordance with the provisions of Article 29 of the Company Law.

Chapter 6 Accounting

Article 28 : The Company shall have a fiscal year commencing on January 1 of each year and ending on December 31 of the same year. At the end of each fiscal year, the Board of Directors shall prepare and submit to the shareholders meeting for approval in accordance with the statutory procedures the following forms.

- (1) Business Report
- (2) Financial Statement
- (3) Motion for earning distribution or appropriation of losses

Article 28-1 : A provision for employees' remuneration and directors' remuneration shall be made when there is a profit in the Company's annual accounts as follows, except that when the Company has an accumulated loss, the provision shall be made after the loss has been reserved in advance from the profit :

- 1 、 Remuneration for employees shall not be less than 8 percent and not more than 15 percent.

The compensation in cash or stock to employees of the Company or the subordinate may be granted subject to certain conditions which are set by the Board of Directors.

- 2 、 The remuneration of the directors is not more than 1.5%.

The aforementioned earnings are the profit before tax and without the distribution of remuneration to employees and remuneration to directors.

Article 29 : If there is a surplus on the Company's annual accounts, the Company shall set aside 10% of the remaining balance as legal reserve, in addition to the amount required by law to reserve to pay tax and cover past losses. Except when the legal reserve has reached the Paid-in capital amount. After the special reserve is appropriated or reversed, if necessary, the remaining undistributed earnings are accumulated earnings available for distribution to shareholders. The proposal shall be submitted to the shareholders meetings. It is the net amount of the previous accumulation debited to other equity and the net increase in the fair value of the investment properties, a special reserve for the same amount should be appropriated from the unappropriated earnings of the previous period. If there is an insufficient amount for appropriation, the net income and items other than net income are added into the current unappropriated earnings for appropriation.

Article 29-1 : The implementation of the Company's dividend policy is subject to the Company's future capital budget planning and the need to meet shareholders' cash flow requirements. The cash dividends shall not be less than 10% of the total dividends to shareholders. The method of distribution shall be in accordance with Article 29.

Chapter 7 Supplementary Provisions

Article 30 : Matters not provided for in these Articles of Incorporation shall be governed by the Company Law and other relevant laws and regulations.

Article 31 : The Articles of Incorporation and Bye-laws of the Company may be otherwise determined by the Board. The same applies to the amendment.

Article 32 : The Article of Incorporation was made on May 10, 1965.

The 1st revision was made on October 26, 1966.

The 2nd revision was made on Dec. 1, 1966.

The 3rd revision was made on July 6, 1969.

The 4th revision was made on March 1, 1971.

The 5th revision was made on August 5, 1972.

The 6th revision was made on May 14, 1973.

The 7th revision was made on July 1, 1976.

The 8th revision was made on March 11, 1979.

The 9th revision was made on February 8, 1984.

The 10th a revision t was made on September 1, 1986.

The 11th revision was made on December 1, 1986.

The 12th revision was made on March 2, 1987.

The 13th revision was made on January 28, 1988.

The 14th revision was made on July 20, 1988.

The 15th revision was made on August 15, 1989.

The 16th revision was made on September 5, 1989.

The 17th revision was made on May 7, 1990.

The 18th revision was made on October 19, 1990.

The 19th revision was made on August 20, 1991.

The 20th revision was made on June 15, 1992.

The 21st revision was made on July 11, 1992.

The 22nd revision was made on March 4, 1993.

The 23rd revision was made on May 8, 1993.

The 24th revision was made on May 9, 1994.

The 25th revision was made on May 23, 1995.

The 26th revision was made on May 6, 1996.

The 27th revision was made on May 8, 1997.

The 28th revision was made on May 26, 1998.

The 29th revision was made on May 24, 1999.

The 30th revision was made on May 15, 2000.
The 31st revision was made on May 31, 2001.
The 32nd revision was made on May 27, 2002.
The 33rd revision was made on August 23, 2002.
The 34th revision was made on April 30, 2003.
The 35th revision was made on June 13, 2005.
The 36th revision was made on June 12, 2006.
The 37th revision was made on June 13, 2008.
The 38th revision was made on June 16, 2009.
The 39th revision was made on June 17, 2010.
The 40th revision was made on June 17, 2011.
The 41st revision was made on June 22, 2012.
The 42nd revision was made on June 21, 2013.
The 43rd revision was made on June 17, 2014.
The 44th revision was made on June 23, 2015.
The 45th revision was made on June 29, 2016.
The 46th revision was made on June 23, 2017.
The 47th revision was made on June 14, 2019.
The 48th revision was made on June 17, 2020.
The 49th revision was made on August 12, 2021.
The 50th revision was made on June 21, 2022.
The 51th revision was made on June 28, 2023.
The 52th revision was made on June 20, 2024.

Ability Enterprise Co., Ltd.

Chairman : Tseng, Ming Jen

【Appendix4】

ABILITY ENTERPRISE CO., LTD Share-holding Status of Directors

The amount of shares held by individual and all directors on the shareholders' list as of April 27, 2025

The legal minimum amount of all directors' share holding shall be: 12,000,000 shares.

Base Date: April 27 2025

Title	Name	Appointment Date	Tenure	Shares Held During Election		Book Closure Date of Shareholders' List Record of Amount of Shares Held	
				Amount of Shares	At-the-time issued %	Amount of Shares	At-the-time issued %
Director	Representative of ViewQuest Investment Co., Ltd. Tseng, Ming-Jen	2022.06.21	Three Years	1,650,000	0.57	2,100,000	0.73
Director	Representative of ABICO AVY CO., LTD. Chan, Wen-Hsiung	2022.06.21	Three Years	24,378,000	8.48	32,470,000	11.22
Director	Representative of ABICO AVY CO., LTD. Hu, Shiang-Chi						
Director	Representative of Chia-Mei Investment Co., Ltd. Tong, Chun-Jen	2022.06.21	Three Years	2,254,974	0.78	2,254,974	0.78
Director	Representative of Chia-Mei Investment Co., Ltd. Tong, Chun-Yi						
Director	Representative of Chia-Mei Investment Co., Ltd. Chang, Hsiao-Chi						
Independent Directort	Chen, Chien-Hung	2022.06.21	Three Years	0.00	0.00	0.00	0.00
Independent Directort	Huang, Chih-Chen	2022.06.21	Three Years	0.00	0.00	0.00	0.00
Independent Directort	Huang, Kuo-Lun	2022.06.21	Three Years	0.00	0.00	0.00	0.00
Total of All Directors				28,282,974	9.83	33,175,974	11.53

Note: The total of issued shares on book closure date, June 21, 2022, was 287,582,312 shares.

The total of issued shares on book closure date, April 27 2025was 289,377,512shares.