

  
**Axiomtek Co., Ltd.**  
**2025 Annual Shareholders' Meeting**  
**Meeting Minutes**  
**(Translation)**

Meeting Time: 09:00 AM, May 22<sup>nd</sup> (Thursday), 2025

Meeting Venue: 8F., No.55, Nanxing Rd., Xizhi Dist., New Taipei City, Taiwan

Meeting Method: Physical Shareholders Meeting

Total outstanding shares of Axiomtek Co., Ltd.: 107,563,017 shares

Total shares represented by the shareholders present in person or by proxy (including votes casted electronically: 57,669,526): 62,971,447 shares

The number of non-voting rights: 0 shares

Percentage of outstanding share held by shareholders present in person or by proxy: 58.54%

Directors Present: Yang, Yu-Te (the Chairman of the Board of Directors),

Tsai Shih-Yang (Director), Huang, Jui-Nan (Director)

Chang, Jen-Chih (Independent Director/Convener of Audit Committee)

Yu, Chwo-Ming (Independent Director)

Lin, Hsiu-Ting (Independent Director)

There were 6 Directors present, more than half of the 7 Directors.

Attendee: Mr. Lin, Po-Chuan /CPA, PricewaterhouseCoopers

Chairman: Yang, Yu-Te, the Chairman of the Board of Directors

Recorder: Hsu, Chin-Chuan



**I. The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.**

**II. Chairman's Address (omitted)**

**III. Reports Items**

1. 2024 Business Report (Please refer to ATTACHMENT I)
2. 2024 Consent Report of Audit Committee (Please refer to ATTACHMENT II)
3. Report of communication between the members of Audit Committee and the head of internal auditor. (Please refer to ATTACHMENT III)
4. 2024 Report of Remuneration Distribution to Employees and Directors

Explanation:

- (1) According to Article 27 of the Articles of Incorporation of the Company: This Company shall set aside 1%-20% as employees' remuneration and the percentage lower than 2% as directors' remuneration if the Company has profit (means the pre-tax income before deduction of the employees' and directors' remuneration) in the current year.
- (2) The Board of Directors of the Company had approved to allocate TWD 70,000,000 as the remuneration to employees and TWD 10,439,000 as the remuneration to the

directors for the year 2024, where all remuneration shall be paid in cash. (hereinafter all monetary unit is TWD)

- (3) The above-mentioned remuneration to employees and to directors had been expensed for the year 2024, the amount of the expenditures is consistent with that of the remuneration allocation agreed by the Board of Directors.
- (4) The proposal has been approved by the Remuneration Committee and passed by the resolution of the Board of Directors.

5. 2024 Report of Profit Distribution of Cash Dividend

Explanation:

- (1) According to the 27-1 of the Article of Incorporation of the Company, the Board of Directors is authorized to distribute dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the Shareholders' Meeting.
- (2) 2024 profit distribution of cash dividend totaling in TWD 466,243,110, or TWD 4.5 per share. The Chairman of the Board of Directors is authorized to determine the record date, payment date and other relevant matters for the distribution of the cash dividend.
- (3) If there is any change in the number of common shares of the Company which consequently leads to a change in the dividend distribution ratio, the Chairman of the Board of Directors is authorized to adjust the dividend distribution ratio based on the actual shares outstanding on the record date for distribution.
- (4) The 2024 net income shall be distributed with higher priority this time.
- (5) Regarding the cash dividend distribution this time, the cash dividend is to be calculated to the integral number with all decimals truncated. And all the truncated decimals from all distorted figures are accumulated to a summation amount which will then be adjusted among shareholders - in the order of decimal of each cash dividend amount from big to small as well as in the order of account number from the top to the bottom - until the total amount of cash dividend actually paid out can match that in the book.

6. 2024 Report of Remuneration Paid to Directors.

Explanation:

- (1) According to the Company's profitability, the investment and contribution of each director to the Company's affairs, the Chairman of the board will propose a remuneration proposal, which will be approved by the Remuneration Committee and passed by the Board of Directors.
- (2) Information on Directors' remuneration, including remuneration policy, content and amount of individual remuneration, etc., please refer to ATTACHMENT IV.

7. The Status of the Second Domestic Unsecured Convertible Corporate Bonds Conversion.

Explanation:

Particulars about the issuance and conversion of the Second Domestic Unsecured Convertible Corporate Bonds are as follows:

- (1) The aggregate amount of issuance: The face value of each convertible corporate bond was set to be TWD 100,000 even sold at the full price where totally 8,000 convertible corporate bonds were issued this time totaling in TWD 800 million even. Issued at 106% of the face value, the actual total issuance amount is TWD 848,003,380.
- (2) Coupon rate: Annual coupon rate was set to be 0%.
- (3) Issuance period: The maturity period was set to be three years from August 28<sup>th</sup>, 2023 (the issuance date) to August 28<sup>th</sup>, 2026(the maturity date).
- (4) Conversion status: As of March 24<sup>th</sup>, 2025, totally 4,314 of the convertible corporate bonds had been converted to 4,638,585 ordinary shares of the Company by the bondholders.

8. Revision of partial Articles in the "Ethical Corporate Management Best Practice Principles".

Explanation:

In order to cooperate with the Company's organizational adjustments, the Company hereby proposes to amend the "Ethical Corporate Management Best Practice Principles". Please refer to ATTACHMENT V for Comparison Table of Amendments to the "Ethical Corporate Management Best Practice Principles".

9. Revision of partial Articles in the "Operating Procedures and Conduct Principles for Ethical Corporate Management".

Explanation:

In order to cooperate with the Company's organizational adjustments, the Company hereby proposes to amend the "Operating Procedures and Conduct Principles for Ethical Corporate Management ". Please refer to ATTACHMENT VI for Comparison Table of Amendments to the "Operating Procedures and Conduct Principles for Ethical Corporate Management ".

#### **IV. Proposal and Acknowledgement**

1. 2024 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Explanation:

- (1) 2024 Business Report and Financial Statements (including Parent Company Only and Consolidated Financial Statements) of the Company had been passed by the Audit Committee and the Board of Directors where the Financial Statements had been audited by CPA Lin, Po-Chuan and Wang, Song-Tse of PricewaterhouseCoopers Taiwan. The Audit Committee had also issued a written Consent Report incorporating 2024 Business Report, Financial Statements along with 2024 Profit Distribution.
- (2) For details, please refer to ATTACHMENT I for 2024 Business Report, ATTACHMENT VII for 2024 Independent Auditors' Report and Parent Company Only

Financial Statements, and ATTACHMENT VIII for 2024 Independent Auditors' Report and Consolidated Financial Statements.

(3) Please kindly acknowledge this proposal.

(No shareholder question in this proposal.)

Resolution: Proposal was approved after voting.

Voting Results:

Shares represented at the time of voting	Approval votes	Disapproval votes	Abstention votes / No votes
62,971,447 votes	55,189,511 votes	96,326 votes	7,685,610 votes
100.00%	87.64%	0.15%	12.20%

2. 2024 Profit Distribution.

(Proposed by the Board of Directors)

Explanation:

(1) Please refer to ATTACHMENT IX for 2024 Profit Distribution Table.

(2) For 2024, the beginning retained earnings of the Company is TWD 1,309,963,309, added remeasurement of defined benefit plans recognized in retained earnings of TWD 3,332,142, plus 2024 net income of TWD 768,938,586, and set aside legal reserve of TWD 77,227,073, the total unappropriated retained earnings is TWD 2,005,006,964, 2024 profit distribution of cash dividend totaling in TWD 466,243,110. The Company shall, by a resolution adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of directors.

(3) The 2024 net income shall be distributed with higher priority this time.

(4) Please kindly acknowledge this proposal.

(No shareholder question in this proposal.)

Resolution: Proposal was approved after voting.

Voting Results:

Shares represented at the time of voting	Approval votes	Disapproval votes	Abstention votes / No votes
62,971,447 votes	55,398,628 votes	217,251 votes	7,355,568 votes
100.00%	87.97%	0.34%	11.68%

## V. Discussion Items

1. Revision of partial Articles in the "Article of Incorporation".

(Proposed by the Board of Directors)

Explanation:

- (1) In response to Article 14 , Paragraph 6 of the Securities and Exchange Act, “ A company referred to in the preceding paragraph shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees.” Non-executive employees refer to those who are not managers and whose salary level is lower than a certain amount, the Company hereby proposes to amend the “Articles of Incorporation”. Please refer to ATTACHMENT X for Comparison Table of Amendments to the “Articles of Incorporation”.
- (2) Please kindly discuss this proposal.  
(No shareholder question in this proposal.)

Resolution: Proposal was approved after voting.

Voting Results:

Shares represented at the time of voting	Approval votes	Disapproval votes	Abstention votes / No votes
62,971,447 votes	55,593,063 votes	23,236 votes	7,355,148 votes
100.00%	88.28%	0.03%	11.68%

2. Revision of partial Articles in the "Operating Procedures for Trading Derivatives".

(Proposed by the Board of Directors)

Explanation:

- (1) New memorandum Log Book of Trading Derivatives, the Company hereby proposes to amend the “Operating Procedures for Trading Derivatives”. Please refer to ATTACHMENT XI for Comparison Table of Amendments to the “Operating Procedures for Trading Derivatives”.
- (2) Please kindly discuss this proposal.  
(No shareholder question in this proposal.)

Resolution: Proposal was approved after voting.

Voting Results:

Shares represented at the time of voting	Approval votes	Disapproval votes	Abstention votes / No votes
62,971,447 votes	55,492,156 votes	120,537 votes	7,358,754 votes
100.00%	88.12%	0.19%	11.68%

3. Revision of partial Articles in the "Operating Procedures for Loaning of Funds and Making of Endorsement/Guarantee".

(Proposed by the Board of Directors)

Explanation:

- (1) In response to Question 39 of the Q&A on the handling of Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, which states that "public companies may not repay loans to others through actual cash flow or extend the repayment period with the consent of the board of directors due to short-term fund financing until the one-year term expires.", the Company hereby proposes to amend the "Operating Procedures for Loaning of Funds and Making of Endorsement/Guarantee". Please refer to ATTACHMENT XII for Comparison Table of amendments to the "Operating Procedures for Loaning of Funds and Making of Endorsement/Guarantee".
- (2) Please kindly discuss this proposal.  
(No shareholder question in this proposal.)

Resolution: Proposal was approved after voting.

Voting Results:

Shares represented at the time of voting	Approval votes	Disapproval votes	Abstention votes / No votes
62,971,447 votes	55,589,563 votes	24,236 votes	7,357,648 votes
100.00%	88.27%	0.03%	11.68%

4. Release of the Prohibition on Directors and its Representative from Participation in a Competitive Business.

(Proposed by the Board of Directors)

Explanation:

- (1) In order to comply with Article 209 of the Company Act: "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.". Hereby propose for getting approval of Shareholders' Meeting to release the prohibition on directors and its representative from participation in concurrent positions in other companies as below:

Title	Name	Concurrent Positions in Other Companies
Director	Advantech Co., Ltd. Representative Liu, Wei-Ting	Director of Advantech Co., Ltd. Corporate treasury and affiliate finance division. Chairman of Advanix Corporation. Representative Director of Advantech Co., Ltd. Representative Director of Advantech Corporate Investment Co., Ltd. Representative Director of Spingence technology Co., Ltd. Representative Director of Yan Xu Green Electricity Co., LTD. Representative Director of Expetech Co., Ltd. Director of AIDC Investment Co., Ltd.

Title	Name	Concurrent Positions in Other Companies
		Director of Aures Technologies S.A. Director of Aures Technologies Ltd. (UK) Director of J2 Technology Systems Director of Retail Technology Group Inc. Director of AGH US Holding Company Inc. Director of Aures Technologies Pty (AUS)
Independent Director	Yu, Chwo-Ming	Independent Director of Song Chuan Precision Co., Ltd. Director and CEO of Kung - Hwa Management Foundation.
Independent Director	Lin, Hsiu-Ting	Chairman of I Am That Co., Ltd. Chairman of Dong Qiong International Music Co., Ltd. Supervisor of Powerful Content Inc.

(2) Please kindly discuss this proposal.

(No shareholder question in this proposal.)

Resolution: Proposal was approved after voting.

Voting Results:

Shares represented at the time of voting	Approval votes	Disapproval votes	Abstention votes / No votes
62,971,447 votes	55,549,301 votes	67,694 votes	7,354,452 votes
100.00%	88.21%	0.10%	11.67%

**VI. Extemporary Motions: None.**

**VII. Adjournment: There was no other business and extemporary motion, the Chairman announced the meeting adjourned at 09:20 AM, May 22<sup>nd</sup> (Thursday), 2025.**

(The minutes of the Annual Shareholders' Meeting only record the main points of the meeting, and the detailed contents are still subject to the audio and video recording of the meeting)

## PART TWO – ATTACHMENTS

(ATTACHMENT I)

### AXIOMTEK CO., LTD.

### 2024 Business Report

Axiomtek Co., Ltd. (hereinafter referred to as "the Company") has the annual operating revenue of TWD 4.78 billion in 2024, an increase of 3.72% from TWD 4.609 billion in 2023.

Axiomtek has grown for four consecutive years despite global instability. Future opportunities include AI, edge computing, IoT, industrial cybersecurity, and smart retail. The company leverages its strengths to provide valuable solutions and aims for sustainable operations, upholding corporate social responsibility and sustainable development.

The Company's operating results in 2024 and business plan for 2025 are illustrated as follows:

#### I. Operating Results in 2024:

(I) Outcome of business plan implementation:

The Company's operating revenue was TWD 4.78 billion, the net income of TWD 769 million, a total comprehensive income of TWD 829 million and after-tax earnings per share was TWD 7.53 in 2024.

(II) Budget implementation:

The Company has not disclosed the financial forecast for 2024, so there is no budget achievement.

(III) Financial income, expenditures and profitability:

Item		2024	2023
Financial Structure (%)	Debt to assets ratio	29.79	33.61
	Long-term capital to property, plant and equipment ratio	268.98	244.42
Solvency (%)	Current ratio	294.32	236.64
	Quick ratio	213.69	135.60
	Interest earned ratio (times)	6,301.56	7,784.77
Profitability	Return on assets (%)	12.07	12.37
	Return on equity (%)	17.38	18.76

Item		2024	2023
	Income before tax to paid-in capital (%)	94.06	90.12
	Profit ratio (%)	16.09	15.79
	Earnings per share (TWD)	7.53	7.19

(IV) Research and development status:

In response to sustainable management and market development trends, the following medium and long-term development directions are planned:

1. Focus on the industrial application in vertical markets such as factory automation, rail transit, green energy, and smart grid; provide edge computing platforms, machine vision solutions, touch panel computer, and combine core technologies to provide comprehensive AIoT solutions.
2. The edge computing system is developing toward intelligent, compact, and modular products. Strengthen the integrated application of the embedded operating system and provide a security upgrade solution for the Internet of Things.
3. Develop specific domain-focused platforms for vertical markets and integrate software expertise to provide customers with a complete and reliable solution.
4. Migrate the system level to an application market solution, combine DigiHub to provide software and hardware integration services for partners.

II. Summary Business Plan for 2025:

(I) Business policy

1. Focus on integrating AI, IoT, smart manufacturing, and edge computing. Continue investing in factory automation, smart energy, transportation, medical, gaming, and smart retail.
2. Provide a complete product line and professional customization services for targeted vertical markets.
3. Collaborate with strategic partners to create alliances, integrate software and hardware to enhance value-added products, and pursue long-term development and sustainable operation of the enterprise.
4. Global localization business policy, actively deploying overseas Design Engineering Service to provide localized professional services; adding overseas service bases, global marketing channels to deepen customer relationship.
5. Form follows function can organize corresponding development, pursue the vision of sustainable development of the enterprise and long-term talent cultivation.

(II) Production and sales policies:

1. Introduce MES (Manufacturing Execution System) smart factory operations management and progress towards full factory automation.
2. Implement green production supply chain and supplier management, use GPMS and SCM management mechanisms to confirm that products are non-toxic and harmless, and regularly audit the quality of suppliers.
3. Use the PLM and global information systems to get data on materials, semi-finished products, inventories, and market demands. This reduces inventory costs and losses from slow-moving stock.

III. The Company's Development Strategy:

(I) Sales strategy:

1. Give full play to the key influence of digital transformation, accumulate software and hardware integration technology, deepen the added value of the industry, and provide customers with exclusive technology services.
2. Marketing globally with its own brand, focusing on design, manufacturing, and sales; actively deploying global localization strategies, establishing sales bases and technical bases, expanding marketing channels, and realizing localized services.
3. Formulate strategies and tactics for the sales strategies of major global customers including key accounts, domain-focused system integrators, and channel partners, expand sales scale and assist customers to develop a new market.
4. Strengthen the added value of software and hardware integration, duplicate success cases, shorten customer development time and development costs, and create a win-win model.
5. Utilize the Salesforce cloud application and platform, use IT and BI (Business Intelligence) to effectively manage customer relationships and manage project progress, and integrate digital marketing models to improve customer experience.

(II) Product technology:

1. The industrial IoT edge computing platform integrates software and hardware services, emphasizing user experience, and targets automation, smart green energy, machine vision, AMR (Autonomous Mobile Robot), AI, and IoT applications.
2. Targeting the industrial network security application market, developing edge computing platforms, remote monitoring technology IPMI (Intelligent Platform Management Interface), high-speed Ethernet modules, and multi-layer network security architectures.

3. Provide digital signage players and self-service kiosks with integrated touch screens, barcode readers, and payment devices. Through multiple screen output interfaces and customized firmware programs to achieve multi-screen splicing and system self-management.
4. The computer for medical equipment offers customized services for high-performance, compact hosts, speeding up diagnostic instruments, and AI chip cards boost computing power, creating an intelligent medical environment.
5. Developing a Botton Deck platform for gaming, Video Mixer technology, and the PTS (Player Tracking System) for machines. Also focusing on backend management, image processing, Jackpot servers, and ARM-based products with vertical industry expertise and integration.

#### IV. The Effect of the External Competitive, the Legal Environment and the Overall Business Environment:

As technologies like AI, IoT, edge computing, smart mobility, green energy, and network security rapidly evolve, these technologies will be deeply integrated with more vertical application markets. Our company will drive digital transformation and regional growth, enhancing innovative design services and developing flexible strategies based on organizational needs. We prioritize sustainable operations, corporate social responsibility, and nurturing talents from a global perspective.

As part of its long-term development strategy, the company plans to enhance industrial IoT technology capabilities, target vertical application markets, and improve software and hardware integration. By leveraging innovative technology services, the goal is to achieve performance growth. The company will collaborate with key customers, system integrators, and distribution partners to establish an industrial alliance ecosystem and encourage joint development.

Additionally, the company focuses on corporate governance and sustainable development, sets visions and goals, and is committed to working with strategic partners to achieve sustainable growth and create more business opportunities.

Yang, Yu-Te, Chairman

Huang, Jui-Nan, President

Hsu, Chin-Chuan,  
Principal Accounting Officer

AXIOMTEK CO., LTD.

(ATTACHMENT II)

## 2024 Consent Report of Audit Committee

To 2025 Annual Meeting of Shareholders of  
AXIOMTEK CO., LTD.

Date: February 26<sup>th</sup>, 2025

Consented by the Audit Committee, the 2024 Business Report, Financial Statements and profit distribution proposals have also been resolved by the Board of Directors of the Company where the financial statements have been completely audited and subsequently the Unqualified Opinion Independent Auditors' Report has been issued by the CPA Lin, Po-Chuan and Wang, Song-Tse of PricewaterhouseCoopers Taiwan which has been entrusted by the Board of Directors.

In compliance with the provisions of relevant laws and regulations, the abovementioned 2024 Business Report, Financial Statements and Profit Distribution proposals are being reported and presented herewith for review in order to comply with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely yours,

Chang, Jen-Chih  
Convener of Audit Committee  
AXIOMTEK CO., LTD.

(ATTACHMENT III)

Communication Status between the Members of Audit Committee and the Head of Internal Auditor.

Participant	Date	Attendees	Significant Matters of Communication	Outcome of the Communication
Head of Internal Auditor	Feb 22, 2024 Audit Committee	Independent Directors: Chang, Jen-Chih, Lin, Yih-Jong, Yu, Chwo-Ming Internal Auditor: Alex Mou PwC Taiwan: CPA Lin, Po-Chuan, Manager Raby Cheng	1. 2024 Q4 audit report 2. The status of the execution of the internal control system and the results of the self-audits. Discuss the effectiveness of the 2023 internal control system and the internal control system statement. 3. Explanation and discussion on the revision of the "Internal Control System" and " Internal Audit Implementation Rules " of the company.	The defect part has been improved immediately. Report to the Board of Directors after resolution passed.
	Apr 25, 2024 Audit Committee	Independent Directors: Chang, Jen-Chih, Lin, Yih-Jong, Yu, Chwo-Ming Internal Auditor: Alex Mou	1. 2024 Q1 audit report	The defect part has been improved immediately. Report to the Board of Directors after resolution passed.
	Jul 25, 2024 Audit Committee	Independent Directors: Chang, Jen-Chih, Yu, Chwo-Ming, Lin, Hsiu-Ting Internal Auditor: Alex Mou PwC Taiwan: CPA Lin, Po-Chuan, Manager Raby Cheng	1. 2024 Q2 audit report	The defect part has been improved immediately. Report to the Board of Directors after resolution passed.
	Oct 29, 2024 Audit Committee	Independent Directors: Chang, Jen-Chih, Yu, Chwo-Ming, Lin, Hsiu-Ting Internal Auditor: Alex Mou	1. 2024 Q3 audit report 2. 2025 annual audit plan 3. Explanation and discussion on the revision of the "Internal Control System" and " Internal Audit Implementation Rules " of the company	The defect part has been improved immediately. Report to the Board of Directors after resolution passed.
	Jan 29, 2024 Mar 5, 2024 April 16, 2024 May 3, 2024 Jun 5, 2024 July 4, 2024 Aug 13, 2024 Sep 5, 2024 Oct 7, 2024 Nov 4, 2024 Dec 2, 2024 Dec 31, 2024 Internal audit reports	Before the end of each month, the confirmed audit report of the previous month will be sent to the mailboxes of the Independent Directors	Jan 2024 Monthly audit and tracking report. Feb 2024 Monthly audit and tracking report. Mar 2024 Monthly audit and tracking report. Apr 2024 Monthly audit and tracking report. May 2024 Monthly audit and tracking report. Jun 2024 Monthly audit and tracking report. Jul 2024 Monthly audit and tracking report.	According to the 2024 annual audit plan passed on Oct 26, 2023, various circular audits will be carried out monthly, and the audit results and follow-up reports will be sent to each Independent Directors before the end of each month and obtained all Independent Director's Receipt letter.

Participant	Date	Attendees	Significant Matters of Communication	Outcome of the Communication
			Aug 2024 Monthly audit and tracking report. Sep 2024 Monthly audit and tracking report. Oct 2024 Monthly audit and tracking report. Nov 2024 Monthly audit and tracking report. Dec 2024 Monthly audit and tracking report.	

**(ATTACHMENT IV)****2024 Remuneration Paid to Directors**

Unit: Thousand shares/TWD Thousand

Job Title	Name	Remuneration to Directors								Sum of A+B+C+D and Ratio to Net Income (%)		Remuneration Received by Directors for Concurrent Service as an Employee								Sum of A+B+C+D+E+F+G and Ratio to Net Income (%) (Note 10)		Remuneration Received from Investee Enterprises other than Subsidiaries or from the Parent Company (Note 11)				
		Base Compensation (A) (Note 2)		Retirement Pay and Pension (B)		Directors Profit-Sharing Compensation (C) (Note 3)		Expenses and Perquisites (D) (Note 4)				Salary, Rewards, and Special Disbursements (E) (Note 5)		Retirement Pay and Pension (F)		Employee Profit-Sharing Compensation (G) (Note 6)										
		The Company	All Consolidated Entities (Note 7)	The Company	All Consolidated Entities (Note 7)	The Company	All Consolidated Entities (Note 7)	The Company	All Consolidated Entities (Note 7)	The Company	All Consolidated Entities (Note 7)	The Company	All Consolidated Entities (Note 7)	The Company	All Consolidated Entities (Note 7)	The Company		All Consolidated Entities (Note 7)		The Company	All Consolidated Entities (Note 7)					
																Amount in Cash	Amount in Stock	Amount in Cash	Amount in Stock							
Chairman	Yang, Yu-Te	0	0	0	0	2,351	2,351	35	35	2,386	2,386	0.31%	0.31%	9,999	9,999	0	0	0	0	0	0	12,385	12,385	1.61%	1.61%	None
Director	Advantech Co., Ltd.	0	0	0	0	1,213	1,213	0	0	1,213	1,213	0.16%	0.16%	0	0	0	0	0	0	0	0	1,213	1,213	0.16%	0.16%	None
	Representative: Liu, Wei-Ting	0	0	0	0	0	0	35	35	35	35	0.00%	0.00%	0	0	0	0	0	0	0	0	35	35	0.00%	0.00%	None
Director	Tsai, Shih-Yang	0	0	0	0	1,243	1,243	35	35	1,278	1,278	0.17%	0.17%	0	0	0	0	0	0	0	0	1,278	1,278	0.17%	0.17%	None
Director	Huang, Jui-Nan	0	0	0	0	1,243	1,243	35	35	1,278	1,278	0.17%	0.17%	11,912	11,912	108	108	0	0	0	0	13,297	13,297	1.73%	1.73%	None
Independent Director	Chang, Jen-Chih	0	0	0	0	1,404	1,404	35	35	1,439	1,439	0.19%	0.19%	0	0	0	0	0	0	0	0	1,439	1,439	0.19%	0.19%	None
Independent Director	Yu, Chwo-Ming	0	0	0	0	1,490	1,490	35	35	1,525	1,525	0.20%	0.20%	0	0	0	0	0	0	0	0	1,525	1,525	0.20%	0.20%	None
Independent Director	Lin, Hsiu-Ting (Note 12)	0	0	0	0	993	993	20	20	1,013	1,013	0.13%	0.13%	0	0	0	0	0	0	0	0	1,013	1,013	0.13%	0.13%	None
Independent Director	Lin, Yih-Jong (Note 13)	0	0	0	0	503	503	15	15	518	518	0.07%	0.07%	0	0	0	0	0	0	0	0	518	518	0.07%	0.07%	None

1. The policies, systems, standards, and structure of Independent Directors' remuneration, and describe the correlation with the amount of remuneration according to the responsibilities, risks, and investment time:  
The Company mainly distributes the remuneration of Directors in accordance with the "Operating Procedures for Performance Evaluation of Board of Directors" and "Directors' Remuneration Distribution Method". According to the Articles of Incorporation, if the Company is profitable in the current year (means the Pre-tax Income before deduction of the employees' and Directors' compensation) in the current year. Directors' payout should be no more than 2%. The remuneration of Directors in the preceding paragraphs only can receive the profit in the form of cash. The proportion and amount of Directors' remuneration allocation each year are proposed by the Remuneration Committee based on the Company's operating performance, business risks, development trends and reference to industry standards, and by a resolution adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of Directors. The distribution of remuneration for Directors and Independent Directors is first based on the Directors' attendance at the Shareholders' Meeting, the degree of participation in the Company's operations, and the evaluation of the value of their contribution. The distribution of reasonable remuneration is given priority, and the weighted calculation is based on the content of positions and functional committee members. In general, Directors' remuneration is evaluated according to the performance of the responsibilities, risks, and time invested, and the rationality of the remuneration has been evaluated by the Nomination Committee, reviewed by the Remuneration Committee, and passed by the Board of Directors. Relevant laws and regulations review the remuneration system in a timely manner to implement corporate governance and expect to make the distribution of remuneration for Directors transparent, rational and institutionalized.
2. Except as disclosed in the above table, the remuneration received by the Directors of the Company for providing services to all the companies in the financial report in the most recent year (such as serving as a non-employee consultant for the parent company, all companies and investment enterprises in the consolidated financial statements): TWD\$0
3. Retirement pay and pension is the contribution of labor pension funds paid on a monthly basis according to the law.

- Note 1: The names of Directors shall be listed separately (the institutional shareholder and its representative should be illustrated separately), and Directors and Independent Directors shall be listed separately, and the various payment amounts shall be disclosed in a collective manner.
- Note 2: Refers to remuneration in the past year for the Directors (including Director's salaries, additional fees, severance pay, various bonuses, incentive payouts, etc.)
- Note 3: Director's remuneration for the past year, approved by the Board.
- Note 4: Director's operating expenses in the past year (includes transportation, special fees, various allowances, lodging, allotted vehicles, other amenities, etc.) In the case of the provision of housing, cars and other means of transport or exclusive payments, the nature and cost of the assets provided, rental at actual or at a fair market price, fuel and other payments should be disclosed. Where a driver is assigned, including the payment made by the Company that is not already included in the remuneration.
- Note 5: Remuneration for Directors who are also employees (includes Presidents, Vice Presidents, other managerial officers, and employees) including salaries, job add-on, severance pay, various bonuses, incentive payouts, transportation expenses, special skills fees, various allowances, lodging, allotted vehicles and other amenities. In the case of the provision of housing, cars and other means of transport or exclusive payments, the nature and cost of the assets provided, rental at actual or at a fair market price, fuel and other payments should be disclosed. Where a driver is assigned, including the payment made by the Company that is not already included in the remuneration. Per IFRS 2 the salary expenses recognized in the "Share-based payment", including the acquisition of employee stock option certificates, restricted shares, and participation in cash increase subscription shares, shall also be included in the remuneration.
- Note 6: Past year's remuneration (including stock and cash) approved by the Board of Directors to Directors also serving as employees (includes the President, Vice Presidents, other managerial officers, and employees). If an estimate is not available, compute using the previous year's actual payouts and complete Table 1-3.
- Note 7: All categories of remuneration paid to the Directors by the companies (including this Company) listed in the consolidated report, must be disclosed.
- Note 8: Total remuneration paid to each Director must be disclosed in the appropriate range against the Name of Director.
- Note 9: All categories of remuneration paid to the Directors by the companies (including this Company) listed in the consolidated report, must be disclosed in the appropriate range against the Name of Director.
- Note 10: Net profit after tax refers to the past year's net profit after tax. Per international financial reporting standards, net profit after tax refers to the net profit after tax of the parent company or individual companies in the past year.
- Note 11: a. State clearly the remuneration amount paid to the Director by reinvested businesses other than subsidiary or parent company (Fill in "None" if not in the case).  
b. If the Director has received remuneration from reinvested businesses other than subsidiary or parent company, please specify the amount received in the relevant ranges tabled and denote these as "Parent company and all reinvested businesses".  
c. Remuneration here refers to any fees, compensation (including the remuneration for employees, Directors, and supervisors) and reimbursement for expenses incurred while executing their duties in the appointments held by Directors, supervisors or Presidents in reinvested businesses other than subsidiary or parent company.
- Note 12: Newly elected on May 24, 2024.
- Note 13: Resigned on May 24, 2024.
- \* The remuneration disclosed in the table differs from the concept of income defined according to Income Tax Law, therefore, the table is for the purpose of information disclosure instead of tax levy.

**AXIOMTEK CO., LTD.**

**Comparison Table of Amendments to the  
“Ethical Corporate Management Best Practice Principles”**

<b>Amendment Article</b>	<b>Existing Article</b>	<b>Explanation</b>
<p><b>Article 17 (Organization and Liability)</b> The directors, supervisors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the Company shall <u>designate the Human Resources Department as the responsible unit</u> with sufficient resources and competent employees and responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the Board of Directors (At least once a year). (Omitted below)</p>	<p><b>Article 17 (Organization and Liability)</b> The directors, supervisors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the Company shall <u>establish a dedicated unit that is under the Chief Executive Office</u> with sufficient resources and competent employees and responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the Board of Directors (At least once a year). (Omitted below)</p>	<p>Cooperate with the Company’s organizational adjustments</p>
<p><b>Article 28 (Amendment)</b> These Principles are agreed to and signed on April 26, 2016 by all the promoters of the Company. The first Amendment was made on August 1, 2019. <u>The second Amendment was made on February 26, 2025.</u></p>	<p><b>Article 28 (Amendment)</b> These Principles are agreed to and signed on April 26, 2016 by all the promoters of the Company. The first Amendment was made on August 1, 2019.</p>	<p>Add dates of amendment.</p>

**AXIOMTEK CO., LTD.****Comparison Table of Amendments to the  
“Operating Procedures and Conduct Principles for Ethical  
Corporate Management”**

<b>Amendment Article</b>	<b>Existing Article</b>	<b>Explanation</b>
<p><b>Article 5 Competent Unit and duties</b> The Company shall designate the <u>Human Resources Department</u> as the solely responsible unit under the board of directors and in charge of the amendment, implementation, interpretation, and advisory services with respect to the Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors (at least once a year):</p> <ol style="list-style-type: none"> <li>1. To assist the incorporation of ethical and moral values into business strategy of the Company as well as to stipulate relevant prevention measures against corruption and malfeasance to ensure ethical management of the Company in accordance with the legal system.</li> <li>2. To analyze and evaluate the risk of dishonesty within the scope of its business regularly, and to stipulate programs on the prevention of unethical conduct as well as to stipulate in each program standard operating procedures and conduct principles relevant to business undertaken.</li> <li>3. To plan the internal organization,</li> </ol>	<p><b>Article 5 Competent Unit and duties</b> The Company shall designate the <u>Chief Executive Office</u> as the solely responsible unit under the board of directors and in charge of the amendment, implementation, interpretation, and advisory services with respect to the Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports to the board of directors (at least once a year):</p> <ol style="list-style-type: none"> <li>1. To assist the incorporation of ethical and moral values into business strategy of the Company as well as to stipulate relevant prevention measures against corruption and malfeasance to ensure ethical management of the Company in accordance with the legal system.</li> <li>2. To analyze and evaluate the risk of dishonesty within the scope of its business regularly, and to stipulate programs on the prevention of unethical conduct as well as to stipulate in each program standard operating procedures and conduct principles relevant to business undertaken.</li> <li>3. To plan the internal organization,</li> </ol>	<p>Cooperate with the Company's organizational adjustments</p>

<b>Amendment Article</b>	<b>Existing Article</b>	<b>Explanation</b>
<p>structure and responsibility as well as to deploy mutual supervision and balance mechanism for business activities within the business scope that may engage in a higher risk of unethical conduct.</p> <p>4. To promote and coordinate trainings on the advocacy of ethical management policy.</p> <p>5. To plan the prosecution system to ensure the effectiveness of the implementation.</p> <p>6. To assist the Board of Directors and the management level in auditing and evaluating the effective operation of the preventive measures established for the execution of ethical management as well as to carry out regular reporting on the particulars about the compliance of relevant business processes.</p> <p>7. To produce and properly maintain the documented information on the policy of ethical management and its statement of compliance, implementation of commitments and implementation.</p>	<p>structure and responsibility as well as to deploy mutual supervision and balance mechanism for business activities within the business scope that may engage in a higher risk of unethical conduct.</p> <p>4. To promote and coordinate trainings on the advocacy of ethical management policy.</p> <p>5. To plan the prosecution system to ensure the effectiveness of the implementation.</p> <p>6. To assist the Board of Directors and the management level in auditing and evaluating the effective operation of the preventive measures established for the execution of ethical management as well as to carry out regular reporting on the particulars about the compliance of relevant business processes.</p> <p>7. To produce and properly maintain the documented information on the policy of ethical management and its statement of compliance, implementation of commitments and implementation.</p>	

## **2024 Independent Auditors' Report**

### **(Parent Company Only Financial Statements)**

To the Board of Directors and Shareholders of  
AXIOMTEK CO., LTD.

#### **Opinion**

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

In our opinion, the parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2024 and 2023, and the parent company only financial performance and the parent company only cash flows for the years ended December 31, 2024 and 2023, in conformity with the requirements of 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants in the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in order to comply with the Norm. 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 individual financial statements of the current period. These matters were addressed in the context of our audit of the individual financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

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

### **Existence and Occurrence of Sales of Goods**

#### Description

Please refer to Note 4(31) for accounting policy on revenue recognition and Note 6(20) for details of operating revenue.

The Company is primarily engaged in the manufacturing, sales and post-sales service of industrial computer and embedded board products. Apart from long-term partner companies, due to global technological changes, industrial computer orders are susceptible to project cycles. Additionally, The Company is committed to developing new markets and undertaking new projects, resulting in some customers entering the top ten sales targets list, significantly impacting revenue. We believed that the list of the top ten new sales clients with a greater increase in the proportion to the Company's revenue had a material impact on the financial statements. We considered the existence and occurrence of sales of goods from these clients as a key audit matter.

#### How our audit addressed the matter

We have performed primary audit procedures for the above matter as follows:

1. Evaluated the Company's internal control procedures for recognition of sales of goods and tested the effectiveness of internal control related to sales of goods.
2. Inspected relevant background information on the top ten sales clients.
3. Obtained and randomly checked relevant receipts or invoices of the top ten new sales clients and the top ten sales clients with a greater increase in the proportion to the Company's revenue this year and confirmed the appropriateness of revenue recognition.

### **Allowance for Inventory Valuation Losses**

#### Description

Please refer to Note 4(12) for accounting policies on inventory valuation, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to inventory valuation losses and Note 6(4) for details of inventories. As at December 31, 2024, the Company's inventories and allowance for inventory valuation losses amounted to NT\$773,680 thousand and NT\$72,500 thousand, respectively.

The Company is primarily engaged in the research and development, manufacturing and sales of industrial computer products. Due to rapid technological innovation and fluctuations in market prices, the Company recognizes inventories at the lower of cost and net realizable value, and the net realizable value is estimated based on historical experience. An allowance for inventory valuation losses is provided for those inventories aged over a certain period of time and individually identified as obsolete or damaged.

As the amounts of inventories are material, the types of inventories vary, and the estimation of net realizable value for individually obsolete or damaged inventories is subject to management's judgment, we considered the allowance for inventory valuation losses as a key audit matter.

#### How our audit addressed the matter

We have performed primary audit procedures for the above matter as follows:

1. Ensured consistent application of Company's accounting policies in relation to allowance for inventory valuation losses and assessed the reasonableness of these policies.
2. Evaluated the reasonableness of inventories individually identified as obsolete or damaged with supporting documents, validated the appropriateness of system logic of inventory aging report utilized by management to ensure proper classification of inventories aged over a certain period of time and reperformed the calculation.
3. Discussed with management the net realizable value of inventories aged over a certain period of time and individually identified as obsolete or damaged, validated respective supporting documents, and agreed to information obtained from physical inventory.

#### **Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements**

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

In preparing the parent company only financial statements, management is responsible for assessing the ability to continue as a going concern of the Company, 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 financial reporting process of the Company.

## **Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements**

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the Parent Company Only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the Company 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 2024 parent company only financial statements 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.

Lin, Po-Chuan

Wang, Song-Tse

for and on behalf of PricewaterhouseCoopers, Taiwan February 26, 2025.

AXIOMTEK CO., LTD.  
PARENT COMPANY ONLY 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)	\$ 1,050,918	16	\$ 1,084,067	17
1110	Financial assets at fair value through profit or loss - current	6(2)	62,750	1	720	-
1136	Financial assets at amortized cost – current	6(1)	-	-	10,000	-
1150	Notes receivable	6(3)	1,310	-	2,961	-
1170	Accounts receivable	6(3)	317,747	5	114,084	2
1180	Accounts receivable – related parties	6(3) and 7	417,698	6	249,168	4
1200	Other receivables		23,414	-	25,985	1
1210	Other receivables – related parties	7	25,927	1	-	-
1220	Current income tax assets		542	-	541	-
130X	Inventories	6(4)	701,180	11	1,094,566	17
1410	Prepayments		16,173	-	14,001	-
1470	Other current assets		883	-	244	-
11XX	Total current assets		<u>2,618,542</u>	<u>40</u>	<u>2,596,337</u>	<u>41</u>
Non-current assets						
1550	Investments accounted for under equity method	6(5)	1,724,546	26	1,451,326	23
1600	Property, plant and equipment	6(6)	2,128,563	32	2,141,516	34
1755	Use rights assets	6(7)	4,550	-	4,882	-
1760	Investment property	6(9)	36,992	-	37,488	1
1780	Intangible assets	6(10)	40,994	1	30,381	-
1840	Deferred income tax assets	6(27)	57,840	1	67,495	1
1920	Refundable deposits		3,116	-	1,973	-
15XX	Total non-current assets		<u>3,996,601</u>	<u>60</u>	<u>3,735,061</u>	<u>59</u>
1XXX	Total Assets		<u>\$ 6,615,143</u>	<u>100</u>	<u>\$ 6,331,398</u>	<u>100</u>

(Continued)

AXIOMTEK 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	%	
<b>Current liabilities</b>						
2130	Contract liabilities - current	6(20)	\$ 40,324	1	\$ 58,460	1
2170	Accounts payable		387,621	6	410,116	7
2180	Accounts payable – related parties	7	7,418	-	9,634	-
2200	Other payables	6(12)	339,367	5	439,967	7
2230	Current income tax liabilities		105,600	2	172,590	3
2250	Provisions for liabilities - current		1,255	-	1,361	-
2280	Lease liabilities-current portion		3,007	-	2,178	-
2399	Other current liabilities		5,092	-	2,851	-
21XX	<b>Total current liabilities</b>		<u>889,684</u>	<u>14</u>	<u>1,097,157</u>	<u>18</u>
<b>Non-current liabilities</b>						
2530	Corporate bonds payable	6(13)	773,858	12	760,924	12
2570	Deferred income tax liabilities	6(27)	276,575	4	232,571	4
2580	Lease liabilities-non current		1,674	-	2,869	-
2640	Accrued pension liabilities	6(14)	28,403	-	33,740	-
2645	Guarantee deposit received		638	-	603	-
25XX	<b>Total non-current liabilities</b>		<u>1,081,148</u>	<u>16</u>	<u>1,030,707</u>	<u>16</u>
2XXX	<b>Total liabilities</b>		<u>1,970,832</u>	<u>30</u>	<u>2,127,864</u>	<u>34</u>
<b>Equity attributable to shareholders of the parent</b>						
<b>Share capital</b>						
3110	Ordinary shares	6(16)	1,024,325	16	1,015,374	16
3140	Advance receipts for share capital		7,129	-	3,370	-
<b>Capital surplus</b>						
3200	Capital surplus	6(17)	722,963	11	685,203	10
<b>Retained earnings</b>						
3310	Legal reserve	6(18)	749,499	11	676,932	11
3320	Special reserve		-	-	4,280	-
3350	Unappropriated retained earnings		2,082,113	31	1,816,483	29
<b>Other equity</b>						
3400	Other equity	6(19)	58,282	1	1,892	-
3XXX	<b>Total equity</b>		<u>4,644,311</u>	<u>70</u>	<u>4,203,534</u>	<u>66</u>
<b>Contingencies and Off-Balance Sheet Commitments: 9</b>						
<b>Significant events after the balance sheet date</b>						
		11				
3X2X	<b>Total Liabilities and Equity</b>		<u>\$ 6,615,143</u>	<u>100</u>	<u>\$ 6,331,398</u>	<u>100</u>

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

AXIOMTEK CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Items	Notes	Year ended December 31			
		2024		2023	
		Amount	%	Amount	%
4000 <b>Operating revenue</b>	6(20) and 7	\$ 4,780,216	100	\$ 4,608,852	100
5000 <b>Operating costs</b>	6(4)(25)(26)	( 3,096,444)	( 65)	( 3,062,447)	( 67)
5900 <b>Gross profit</b>	and 7	1,683,772	35	1,546,405	33
5910 Unrealized gain from sale	6(5)	( 150,488)	( 3)	( 154,885)	( 3)
5920 Realized gain from sale		154,885	3	121,217	3
5950 <b>Net gross profit</b>		1,688,169	35	1,512,737	33
<b>Operating expenses</b>	6(25)(26)				
6100 Selling expenses		( 135,509)	( 3)	( 130,478)	( 3)
6200 General and administrative expenses		( 200,518)	( 4)	( 189,365)	( 4)
6300 Research and development expenses		( 640,641)	( 13)	( 577,856)	( 13)
6450 Expected credit impairment (losses) gains	12(2)	( 57)	-	51	-
6000 <b>Total operating expenses</b>		( 976,725)	( 20)	( 897,648)	( 20)
6900 <b>Operating profit</b>		711,444	15	615,089	13
<b>Non-operating income and expenses</b>					
7100 Interest income	6(21) and 7	38,308	1	29,131	1
7010 Other income	6(22)	16,208	-	24,441	1
7020 Other gains and losses	6(23)	79,460	1	4,084	-
7050 Finance costs	6(24)	( 15,536)	-	( 11,908)	-
7070 Share of profit of associates and joint ventures accounted for under equity method	6(5)	133,591	3	254,265	5
7000 <b>Total non-operating income and expenses</b>		252,031	5	300,013	7
7900 <b>Profit before income tax</b>		963,475	20	915,102	20
7950 Income tax expenses	6(27)	( 194,537)	( 4)	( 187,478)	( 4)
8200 <b>Net Income</b>		\$ 768,938	16	\$ 727,624	16
<b>Other comprehensive income</b>					
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>					
8311 Remeasurements of defined benefit plan	6(14)	\$ 4,343	-	(\$ 2,352)	-
8330 Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	6(5)	( 142)	-	( 76)	-
8349 Income tax relating to components of other comprehensive income	6(27)	( 869)	-	470	-
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
8361 Financial statements translation differences of foreign operations		70,487	1	7,715	-
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using the equity method which may be reclassified to profit or loss	6(5)	( 121)	-	-	-
8399 Income tax relating to the components of other comprehensive income	6(27)	( 14,097)	-	( 1,543)	-
8300 <b>Other comprehensive income (loss) for the year</b>		\$ 59,601	1	\$ 4,214	-
8500 <b>Total Comprehensive Income</b>		\$ 828,539	17	\$ 731,838	16
Earnings per share	6(28)				
9750 Basic earnings per share		\$ 7.53		\$ 7.19	
9850 Diluted earnings per share		\$ 6.92		\$ 6.86	

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

AXIOMTEK CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in Thousands of New Taiwan Dollars)

	Notes	Share capital			Retained earnings			Other equity		Total equity
		Ordinary share	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealized gains (losses) from investment in equity instrument measured at fair value through other comprehensive income	
<u>Year 2023</u>										
Balance at January 1, 2023		\$ 910,235	\$ 13,079	\$ 633,715	\$ 615,504	\$ 76,627	\$ 1,308,972	(\$ 4,280)	\$ -	\$ 3,553,852
Profit for the year		-	-	-	-	-	727,624	-	-	727,624
Other comprehensive income (loss) for the year	6(19)	-	-	-	-	-	( 1,958 )	6,172	-	4,214
Total comprehensive income		-	-	-	-	-	725,666	6,172	-	731,838
Appropriations of 2022 earnings	6(18)									
Legal reserve		-	-	-	61,428	-	( 61,428 )	-	-	-
Special reserve		-	-	-	-	( 72,347 )	72,347	-	-	-
Cash dividends		-	-	-	-	-	( 229,074 )	-	-	( 229,074 )
Stock dividends from capital surplus	6(18)	91,629	-	( 91,629 )	-	-	-	-	-	-
Share-based payments		13,510	( 9,815 )	46,638	-	-	-	-	-	50,333
Compensation cost of share-based payments	6(17)	-	-	5,338	-	-	-	-	-	5,338
Issue of convertible bonds	6(13)	-	-	87,971	-	-	-	-	-	87,971
Conversion of convertible bonds		-	106	( 11 )	-	-	-	-	-	95
Capital surplus, changes in equity of investment accounted for using equity method	6(17)	-	-	3,006	-	-	-	-	-	3,006
Change in Capital Surplus-others	6(17)	-	-	175	-	-	-	-	-	175
Balance at December 31, 2023		\$ 1,015,374	\$ 3,370	\$ 685,203	\$ 676,932	\$ 4,280	\$ 1,816,483	\$ 1,892	\$ -	\$ 4,203,534
<u>Year 2024</u>										
Balance at January 1, 2024		\$ 1,015,374	\$ 3,370	\$ 685,203	\$ 676,932	\$ 4,280	\$ 1,816,483	\$ 1,892	\$ -	\$ 4,203,534
Profit for the year		-	-	-	-	-	768,938	-	-	768,938
Other comprehensive income (loss) for the year	6(19)	-	-	-	-	-	3,332	56,390	( 121 )	59,601
Total comprehensive income		-	-	-	-	-	772,270	56,390	( 121 )	828,539
Appropriations of 2023 earnings	6(18)									
Legal reserve		-	-	-	72,567	-	( 72,567 )	-	-	-
Special reserve		-	-	-	-	( 4,280 )	4,280	-	-	-
Cash dividends		-	-	-	-	-	( 438,232 )	-	-	( 438,232 )
Share-based payments		8,940	2,250	25,843	-	-	-	-	-	37,033
Compensation cost of share-based payments	6(17)	-	-	10,456	-	-	-	-	-	10,456
Conversion of convertible bonds		11	1,509	( 69 )	-	-	-	-	-	1,451
Change in Capital Surplus-others	6(17)	-	-	1,530	-	-	-	-	-	1,530
Disposal of debt instrument investments measured at fair value through other comprehensive income - subsidiaries		-	-	-	-	-	121	-	121	-
Balance at December 31, 2024		\$ 1,024,325	\$ 7,129	\$ 722,963	\$ 749,499	\$ -	\$ 2,082,113	\$ 58,282	\$ -	\$ 4,644,311

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

AXIOMTEK CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in Thousands of New Taiwan Dollars)

	Notes	Years ended December 31	
		2024	2023
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>			
Profit before tax		\$ 963,475	\$ 915,102
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(6)(7)(25)	105,580	53,442
Depreciation from investment Property	6(9)(23)	496	495
Amortization	6(10)(25)	17,486	16,894
Expected credit impairment losses (gains)	12(2)	57	( 51 )
Gain on financial assets at fair value through profit	6(2)(23)	( 880 )	( 320 )
Interest expense	6(24)	15,536	11,908
Interest income	6(21)	( 38,308 )	( 29,131 )
Compensation cost of share-based payments	6(15)(26)	8,803	4,215
Share of profit of associates and joint ventures	6(5)	( 133,591 )	( 254,265 )
Gain on disposal of property, plant and equipment	6(23)	( 41 )	( 273 )
Gain on disposal of investments	6(23)	-	( 493 )
Gain on lease modification	6(23)	-	( 2 )
Unrealized gross (loss) profit on sales		( 4,397 )	33,668
Changes in assets/liabilities relating to operating			
Changes in assets relating to operating activities			
Financial assets at fair value through profit or loss		( 61,151 )	493
Notes receivable		1,651	2,622
Accounts receivable (including related parties)		( 372,250 )	271,800
Other receivables (including related parties)		1,766	4,821
Inventories		393,386	28,995
Prepayments		( 2,172 )	2,799
Other current assets		( 639 )	190
Changes in liabilities relating to operating activities			
Contract liabilities		( 18,136 )	( 8,197 )
Notes payables		-	( 1,350 )
Accounts payable (including related parties)		( 24,711 )	( 194,360 )
Other payables		60,200	( 27,032 )
Other current assets		2,241	( 347 )
Accrued pension liabilities		( 994 )	( 997 )
Cash inflow generated from operations		913,407	830,626
Receipt of interest		39,838	25,103
Payment of interest		( 1,149 )	( 7,416 )
Payment of income tax		( 222,835 )	( 156,950 )
Net cash flows from operating activities		<u>729,261</u>	<u>691,363</u>

(Continued)

AXIOMTEK CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in Thousands of New Taiwan Dollars)

	Notes	Years ended December 31	
		2024	2023
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>			
Acquisition of investments accounted for using the equity method	6(5)	(\$ 65,100)	\$ -
Decrease (Increase) in financial assets at amortized cost		10,000	( 7,000 )
Increase in other receivables – related parties		( 25,000 )	-
Proceeds from disposal of investments accounted for using the equity method		92	-
Acquisition of property, plant and equipment	6(29)	( 254,859 )	( 391,316 )
Proceeds from disposal of equipment		41	401
Acquisition of intangible assets	6(10)	( 25,624 )	( 12,293 )
Decrease in refundable deposits		626	3,071
Net cash flows used in investing activities		( 359,824 )	( 407,137 )
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>			
Proceeds from short -term borrowings		757,000	3,383,200
Redemption of short -term borrowings		( 757,000 )	( 4,018,500 )
Issue of convertible bonds	6(30)	-	848,003
Payment of cash dividends	6(18)	( 438,232 )	( 229,074 )
Proceeds from exercise of employee stock options		37,033	50,333
Decrease in refundable deposits		35	( 160 )
Payment of lease liabilities	6(30)	( 2,952 )	( 8,283 )
Proceeds from disposal of employee stock ownership trust		1,530	175
Net cash flows (used in) provided by financing activities		( 402,586 )	25,694
(Decrease) Increase in cash and cash equivalents		( 33,149 )	309,920
Cash and cash equivalents at beginning of year		1,084,067	774,147
Cash and cash equivalents at end of year		\$ 1,050,918	\$ 1,084,067

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

## **2024 Independent Auditors' Report**

### **(Consolidated Financial Statements)**

#### **Opinion**

We have audited the accompanying consolidated balance sheets of AXIOMTEK CO., LTD. and its subsidiaries (hereinafter referred to as “the Group”) as of 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 December 31, 2024 and 2023, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended December 31, 2024 and 2023, in conformity with the Regulations Governing the Preparations of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Independent Auditor’s 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 Accountants in the Republic of China (hereinafter referred to as the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. 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.

Key audit matters on the Consolidated Financial Statements for the year ended December 31, 2024 are stated as follows:

### **Allowance for Inventory Valuation Losses**

#### Description

Please refer to Note 4(14) for accounting policies on inventory valuation, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to inventory valuation losses and Note 6(5) for details of inventories. As of December 31, 2024, the Group's inventories and allowance for inventory valuation losses amounted to NT\$1,616,909 thousand and NT\$90,966 thousand, respectively.

The Group is primarily engaged in the research and development, manufacturing and sales of industrial computers products. Due to rapid technological innovation and fluctuations in market prices, the Group recognizes inventories at the lower of cost and net realizable value, and the net realizable value is estimated based on historical experience. An allowance for inventory valuation losses is provided for those inventories aged over a certain period of time and individually identified as obsolete or damaged.

As the amounts of inventories are material, the types of inventories vary, and the estimation of net realizable value for individually obsolete or damaged inventories is subject to management's judgment, we consider allowance for inventory valuation losses a key audit matter.

#### How our audit addressed the matter

We have performed primary audit procedures for the above matter as follows:

1. Ensured consistent application of Group's accounting policies in relation to allowance for inventory valuation losses and assessed the reasonableness of these policies.
2. Evaluated the reasonableness of inventories individually identified as obsolete or damaged with supporting documents, validated the appropriateness of system logic of inventory aging report utilized by management to ensure proper classification of inventories aged over a certain period of time and reperformed the calculation.
3. Discussed with management the net realizable value of inventories aged over a certain period of time and individually identified as obsolete or damaged, validated respective supporting documents, and agreed to information obtained from physical inventory.

## **Other Matter – Parent Company Only Financial Reports**

We have audited and expressed an unqualified opinion on the Parent Company Only Financial Statements of AXIOMTEK CO., LTD. as of 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 Preparations of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations 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 ability to continue as a going concern of the Group, 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 the Audit Committee) are responsible for overseeing the financial reporting process of the Group.

## **Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s 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 ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Group.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Group. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Consolidated Financial Statements including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Lin, Po-Chuan

Wang, Song-Tse

for and on behalf of PricewaterhouseCoopers, Taiwan February 26, 2025.

AXIOMTEK 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	%
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 1,745,946	24	\$ 1,501,089	22
1110	Financial assets at fair value through profit or loss - current	6(2)	62,750	1	720	-
1136	Financial assets at amortized cost – current	6(1)	-	-	10,000	-
1140	Contract assets - current	6(23) and 7	7,831	-	-	-
1150	Notes receivable	6(4) and 7	25,628	-	20,924	-
1170	Accounts receivable	6(4) and 7	917,403	13	809,758	12
1196	Operating lease receivables, net		2,118	-	-	-
1197	Finance lease receivables, net	6(9) and 7	1,205	-	-	-
1200	Other receivables		30,465	-	26,112	-
1220	Current income tax assets		50,062	1	22,715	-
130X	Inventories	6(5)	1,525,943	21	1,673,126	25
1410	Prepayments		31,217	1	28,578	1
1470	Other current assets		1,892	-	701	-
11XX	<b>Total current assets</b>		<u>4,402,460</u>	<u>61</u>	<u>4,093,723</u>	<u>60</u>
<b>Non-current assets</b>						
1550	Investments accounted for under equity method	6(6)	16,201	-	16,617	-
1600	Property, plant and equipment	6(7) and 8	2,383,412	33	2,280,458	33
1755	Right-of-use assets	6(8)	137,520	2	159,612	2
1760	Investment property	6(10)	36,992	-	37,488	1
1780	Intangible assets	6(11)	122,713	2	111,228	2
1840	Deferred income tax assets	6(30)	144,424	2	149,952	2
194D	Long-term finance lease receivables, net	6(9) and 7	2,181	-	-	-
1990	Other non-current assets	8	14,949	-	8,912	-
15XX	<b>Total non-current assets</b>		<u>2,858,392</u>	<u>39</u>	<u>2,764,267</u>	<u>40</u>
1XXX	<b>Total Assets</b>		<u>\$ 7,260,852</u>	<u>100</u>	<u>\$ 6,857,990</u>	<u>100</u>

(Continued)

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

<b>Liabilities and Equity</b>		Notes	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
<b>Current liabilities</b>						
2130	Contract liabilities - current	6(23)	\$ 65,232	1	\$ 93,610	1
2150	Notes payables		16	-	-	-
2170	Accounts payable	6(14)	563,552	8	497,063	7
2180	Accounts payable – related parties	7	5,020	-	4,757	-
2200	Other payables	6(15) and 7	480,236	7	578,811	9
2230	Current income tax liabilities		109,502	1	216,732	3
2250	Provisions for liabilities - current		2,275	-	1,361	-
2280	Current lease liabilities		57,041	1	48,573	1
2320	Current portion of long-term liabilities	6(13)	6,976	-	-	-
2399	Other current liabilities		12,213	-	6,543	-
21XX	<b>Total current liabilities</b>		<u>1,302,063</u>	<u>18</u>	<u>1,447,450</u>	<u>21</u>
<b>Non-current liabilities</b>						
2530	Corporate bonds payable	6(16)	773,858	11	760,924	11
2540	Long-term borrowings	6(13)	48,317	1	-	-
2550	Non-current provision		734	-	-	-
2570	Deferred income tax liabilities	6(30)	315,654	4	280,783	4
2580	Non-current lease liabilities		90,921	1	120,711	2
2640	Accrued pension liabilities	6(17)	39,472	-	43,985	1
2645	Guarantee deposit received		638	-	603	-
25XX	<b>Total non-current liabilities</b>		<u>1,269,594</u>	<u>17</u>	<u>1,207,006</u>	<u>18</u>
2XXX	<b>Total liabilities</b>		<u>2,571,657</u>	<u>35</u>	<u>2,654,456</u>	<u>39</u>
<b>Equity attributable to shareholders of the parent</b>						
<b>Share capital</b>						
3110	Ordinary shares	6(19)	1,024,325	14	1,015,374	15
3140	Advance receipts for share capital		7,129	-	3,370	-
<b>Capital surplus</b>						
3200	Capital surplus	6(20)	722,963	10	685,203	10
<b>Retained earnings</b>						
3310	Legal reserve	6(21)	749,499	10	676,932	10
3320	Special reserve		-	-	4,280	-
3350	Unappropriated retained earnings		2,082,113	29	1,816,483	26
<b>Other equity</b>						
3400	Other equity	6(22)	58,282	1	1,892	-
31XX	<b>Total equity attributable to shareholders of the parent</b>		<u>4,644,311</u>	<u>64</u>	<u>4,203,534</u>	<u>61</u>
36XX	<b>Non-controlling Interest</b>		<u>44,884</u>	<u>1</u>		
3XXX	<b>Total equity</b>		<u>4,689,195</u>	<u>65</u>	<u>4,203,534</u>	<u>61</u>
<b>Significant contingent liabilities and unrecognized contract commitments</b>						
<b>Significant after the balance sheet date</b>						
3X2X	<b>Total Liabilities and Equity</b>		<u>\$ 7,260,852</u>	<u>100</u>	<u>\$ 6,857,990</u>	<u>100</u>

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

**AXIOMTEK CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Year ended December 31			
		2024		2023	
		Amount	%	Amount	%
4000 <b>Operating revenue</b>	6(23) and 7 6(5)(28)	\$ 6,893,071	100	\$ 6,700,479	100
5000 <b>Operating costs</b>	(29) and 7	( 4,353,531)	( 63)	( 4,297,582)	( 64)
5900 <b>Gross profit</b>		2,539,540	37	2,402,897	36
5910 Unrealized gain from sale	6(6)	( 71)	-	( 58)	-
5920 Realized gain from sale		58	-	234	-
5950 <b>Net operating margin</b>		2,539,527	37	2,403,073	36
<b>Operating expenses</b>	6(28)(29)				
6100 Selling expenses		( 544,871)	( 8)	( 520,598)	( 8)
6200 General and administrative expenses		( 431,476)	( 6)	( 355,656)	( 5)
6300 Research and development expenses		( 657,598)	( 10)	( 581,329)	( 9)
6450 Expected credit impairment losses	12(2)	( 1,477)	-	( 1,352)	-
6000 <b>Total operating expenses</b>		( 1,635,422)	( 24)	( 1,458,935)	( 22)
6900 <b>Operating profit</b>		904,105	13	944,138	14
<b>Non-operating income and expenses</b>					
7100 Interest income	6(24)	44,379	1	29,298	1
7010 Other income	6(25)	19,411	-	28,384	-
7020 Other gains and losses	6(26)	96,519	1	2,057	-
7050 Finance costs	6(27)	( 22,424)	-	( 18,732)	-
7060 Share of profit of associates and joint ventures accounted for under equity method	6(6)	( 469)	-	( 3,588)	-
7000 <b>Total non-operating income and expenses</b>		137,416	2	37,419	1
7900 <b>Profit before income tax</b>		1,041,521	15	981,557	15
7950 Income tax expenses	6(30)	( 271,119)	( 4)	( 253,933)	( 4)
8200 <b>Net Income</b>		\$ 770,402	11	\$ 727,624	11
<b>Other comprehensive income</b>					
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>					
8311 Remeasurements of defined benefit plan	6(17)	\$ 4,201	-	( \$ 2,428)	-
8349 Income tax relating to components of other comprehensive income	6(30)	( 869)	-	( 470)	-
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
8361 Financial statements translation differences of foreign operations		70,487	1	7,715	-
8367 Unrealized gains (losses) from debt instrument investments measured at fair value through other comprehensive income	6(3)	( 201)	-	-	-
8399 Income tax relating to the components of other comprehensive income	6(30)	( 14,097)	-	( 1,543)	-
8300 <b>Other comprehensive income (loss) for the year</b>		\$ 59,521	1	\$ 4,214	-
8500 <b>Total Comprehensive Income</b>		\$ 829,923	12	\$ 731,838	11
Profit attributable to:					
8610 Shareholders of the parent		\$ 768,938	11	\$ 727,624	11
8620 Non-controlling Interest		\$ 1,464	-	\$ -	-
Total comprehensive income (loss) attributable to:					
8710 Shareholders of the parent		\$ 828,539	12	\$ 731,838	11
8720 Non-controlling Interest		\$ 1,384	-	\$ -	-
Earnings per share	6(31)				
9750 Basic earnings per share		\$ 7.53		\$ 7.19	
9850 Diluted earnings per share		\$ 6.92		\$ 6.86	

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

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

Equity attributable to shareholders of the parent											
-----											
Share capital											
Retained Earnings											
Other equity											
-----											
Notes	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealized gains (losses) from investment in equity instrument measured at fair value through other comprehensive income	Total	Non-controlling interest	Total
-----											
Year 2023											
	\$	\$	\$	\$	\$	\$	(\$)	\$	\$	\$	\$
	910,235	13,079	633,715	615,504	76,627	1,308,972	(4,280)	-	3,553,852	-	3,553,852
	-	-	-	-	-	727,624	-	-	727,624	-	727,624
6(22)	-	-	-	-	-	(1,958)	6,172	-	4,214	-	4,214
	-	-	-	-	-	725,666	6,172	-	731,838	-	731,838
6(21)											
	-	-	-	61,428	-	(61,428)	-	-	-	-	-
	-	-	-	-	(72,347)	72,347	-	-	-	-	-
	-	-	-	-	-	(229,074)	-	-	(229,074)	-	(229,074)
6(21)	91,629	-	(91,629)	-	-	-	-	-	-	-	-
	13,510	(9,815)	46,638	-	-	-	-	-	50,333	-	50,333
6(18)(20)	-	-	5,338	-	-	-	-	-	5,338	-	5,338
6(16)	-	-	87,971	-	-	-	-	-	87,971	-	87,971
	-	106	(11)	-	-	-	-	-	95	-	95
6(20)	-	-	3,006	-	-	-	-	-	3,006	-	3,006
6(20)	-	-	175	-	-	-	-	-	175	-	175
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
	1,015,374	3,370	685,203	676,932	4,280	1,816,483	1,892	-	4,203,534	-	4,203,534
Year 2024											
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
	1,015,374	3,370	685,203	676,932	4,280	1,816,483	1,892	-	4,203,534	-	4,203,534
	-	-	-	-	-	768,938	-	-	768,938	1,464	538,085
6(22)	-	-	-	-	-	3,332	56,390	(121)	59,601	(80)	44,689
	-	-	-	-	-	772,270	56,390	(121)	828,539	1,384	582,774
6(21)											
	-	-	-	72,567	-	(72,567)	-	-	-	-	-
	-	-	-	-	(4,280)	4,280	-	-	-	-	-
	-	-	-	-	-	(438,232)	-	-	(438,232)	-	(438,232)
	8,940	2,250	25,843	-	-	-	-	-	37,033	-	37,033
6(18)(20)	-	-	10,456	-	-	-	-	-	10,456	-	10,456
	11	1,509	(69)	-	-	-	-	-	1,451	-	1,451
6(3)											
	-	-	-	-	-	(121)	-	121	-	-	-
6(20)	-	-	1,530	-	-	-	-	-	1,530	-	1,530
6(32)	-	-	-	-	-	-	-	-	-	43,500	43,500
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
	1,024,325	7,129	722,963	749,499	-	2,082,113	58,282	-	4,644,311	44,884	4,689,195

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

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

	Notes	Years ended December 31	
		2024	2023
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>			
Profit before tax		\$ 1,041,521	\$ 981,557
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(7)(8)(28)	178,598	110,356
Depreciation from investment Property	6(10)(26)	496	495
Amortization	6(11)(28)	26,101	23,331
Expected credit impairment losses (gains)	12(2)	1,477	1,352
Gain on financial assets at fair value through profit or loss	6(2)(26)	( 904 )	( 320 )
Interest expense	6(27)	22,424	18,732
Interest income	6(24)	( 44,379 )	( 29,298 )
Compensation cost of share-based payments	6(18)(29)	10,456	5,338
Share of profit of associates and joint ventures accounted for under equity method	6(6)	469	3,588
(Gain) loss on disposal of property, plant and equipment	6(26)	( 39 )	( 273 )
Gain on disposal of investments	6(26)	-	( 493 )
Gain on lease modification	6(26)	( 65 )	( 36 )
Unrealized profit (loss) from sales		13	( 176 )
Changes in assets/liabilities relating to operating activities			
Changes in assets relating to operating activities			
Financial assets at fair value through profit or loss		( 61,127 )	493
Contract assets - current		9,546	-
Notes receivable		16,953	( 3,304 )
Accounts receivable (including related parties)		( 63,421 )	( 65,824 )
Operating lease receivables		( 2,118 )	-
Finance lease receivables (including related parties)		3,662	-
Other receivables		( 712 )	3,469
Inventories		198,579	253,980
Prepayments		1,926	3,237
Other current assets		( 1,191 )	341
Long-term finance lease receivables (including related parties)		( 2,181 )	-
Changes in liabilities relating to operating activities			
Contract liabilities		( 93,442 )	16,669
Notes payables		( 1,409 )	( 1,350 )
Accounts payable (including related parties)		41,318	( 191,246 )
Other payables		47,718	( 9,607 )
Other current liabilities		4,954	( 10,609 )
Non-current provision		327	-
Other non-current assets		( 312 )	44
Cash inflow generated from operations		1,335,238	1,110,446
Receipt of interest		45,909	25,270
Payment of interest		( 7,994 )	( 14,240 )
Payment of income tax		( 377,019 )	( 219,637 )
Net cash flows from operating activities		996,134	901,839

(Continued)

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

	Notes	Years ended December 31	
		2024	2023
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Increase in Financial assets at amortized cost		\$ 10,000	( \$ 7,000 )
Disposal of financial assets measured at fair value through other comprehensive income	6(3)	1,036	-
Acquisition of property, plant and equipment	6(33)	( 279,764 )	( 403,790 )
Proceeds from disposal of property, plant and equipment		43	409
Acquisition of intangible assets	6(11)	( 29,077 )	( 15,921 )
(Increase) Decrease in other non-current assets		( 1,373 )	3,618
Net cash flow from acquisition of subsidiaries	6(32)	4,829	-
Net cash flows-used in investing activities		( 294,306 )	( 422,684 )
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Proceeds from short -term borrowings		768,000	3,383,200
Redemption of short -term borrowings		( 817,740 )	( 4,018,500 )
Proceeds from long-term borrowings		10,000	-
Redemption of long-term borrowings		( 20,552 )	-
Issue of convertible bonds	6(16)(34)	-	848,003
Payment of cash dividends	6(21)	( 438,232 )	( 229,074 )
Proceeds from exercise of employee stock options		37,033	50,333
Payment of lease liabilities	6(34)	( 55,406 )	( 51,905 )
Increase (Decrease) in refundable deposits		35	( 160 )
Proceeds from disposal of employee stock ownership trust		1,530	175
Net cash flows used in financing activities		( 515,332 )	( 17,928 )
Effects due to changes in exchange rate		58,361	8,241
Increase in cash and cash equivalents		244,857	469,468
Cash and cash equivalents at beginning of year		1,501,089	1,031,621
Cash and cash equivalents at end of year		\$ 1,745,946	\$ 1,501,089

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

(ATTACHMENT IX)

**AXIOMTEK CO., LTD.**

**2024 Profit Distribution Table**

Unit : TWD

Item	Amount	
	Sub-total	Total
Unappropriated retained earnings at the beginning of the term		<b>1,309,963,309</b>
Remeasurement of defined benefit plans recognized in retained earnings	3,332,142	
Adjusted unappropriated retained earnings		<b>1,313,295,451</b>
2024 Net income	768,938,586	
10% set aside as legal reserve	(77,227,073)	
Total unappropriated retained earnings		<b>2,005,006,964</b>
Distributable item:		
Shareholders' dividend – cash (\$4.5 per share)		<b>(466,243,110)</b>
Unappropriated retained earnings at the end of the term		<b>1,538,763,854</b>

Note: The 2024 net income shall be distributed with higher priority this time.

Chairman : Yang, Yu-Te

President : Huang, Jui-Nan

Principal Accounting Officer : Hsu, Chin-Chuan

**AXIOMTEK CO., LTD.**  
**Comparison Table of Amendments to the**  
**“Article of Incorporation”**

<b>Amendment Article</b>	<b>Existing Article</b>	<b>Explanation</b>
<p><b>Article 27</b>  This Company shall set aside 1%-20% as employees’ remuneration and the percentage lower than 2% as directors’ remuneration if the Company has profit (means the pre-tax income before deduction of the employees’ and directors’ remuneration) in the current year. However, the Company’s accumulated deficit shall have been covered, if any (including the adjustment of unappropriated retained earnings).  <u>No less than 20% of the employee remuneration ratio mentioned in the preceding paragraphs shall be allocated for the compensation distributions to non-executive employees.</u>  The Company may have the profit distributable as employees’ remuneration in the <u>first</u> paragraphs distributed in the form of shares or in cash to the qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements, the requirement and manner of distribution are authorized to Board of Directors for resolution. The remuneration of directors in the <u>first</u> paragraphs only can receive the profit in the form of cash.  The Company shall, by a resolution adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of directors for the preceding <u>three</u> paragraphs distributed and in addition thereto a report of such distribution shall be submitted to the Shareholders’ Meeting.</p>	<p><b>Article 27</b>  This Company shall set aside 1%-20% as employees’ remuneration and the percentage lower than 2% as directors’ remuneration if the Company has profit (means the pre-tax income before deduction of the employees’ and directors’ remuneration) in the current year. However, the Company’s accumulated deficit shall have been covered, if any (including the adjustment of unappropriated retained earnings).    The Company may have the profit distributable as employees’ remuneration in the <u>preceding</u> paragraphs distributed in the form of shares or in cash to the qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements, the requirement and manner of distribution are authorized to Board of Directors for resolution. The remuneration of directors in the <u>preceding</u> paragraphs only can receive the profit in the form of cash.  The Company shall, by a resolution adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of directors for the preceding <u>two</u> paragraphs distributed and in addition thereto a report of such distribution shall be submitted to the Shareholders’ Meeting.</p>	<p>Act in connection with the articles modifications of Securities and Exchange Act.</p>

<b>Amendment Article</b>	<b>Existing Article</b>	<b>Explanation</b>
<p><b>Article 29</b>  These Articles of Incorporation were established on May 8, 1990.  The first amendment was approved on January 7, 1993.  The second amendment was made on October 1, 1993.  The third amendment was made on May 24, 1997.  The fourth amendment was made on August 15, 1997.  The fifth amendment was made on September 5, 1997.  The sixth amendment was made on June 20, 1998.  The seventh amendment was made on June 12, 1999.  The eighth amendment was made on June 24, 2000.  The ninth amendment was made on June 16, 2001.  The tenth amendment was made on March 5, 2002.  The eleventh amendment was made on June 25, 2002.  The twelfth amendment was made on June 30, 2003.  The thirteenth amendment was made on May 24, 2004.  The fourteenth amendment was made on June 24, 2005.  The fifteenth amendment was made on June 9, 2006.  The sixteen amendment was made on June 25, 2007.  The seventeenth amendment was made on June 6, 2008.  The eighteenth amendment was made on June 22, 2009.  The nineteenth amendment was made on June 17, 2010.  The twentieth amendment was made on June 24, 2011.  The twenty-first amendment was made on June 18, 2012.  The twenty-second amendment was made on June 3, 2015.  The twenty-third amendment was made on May 31, 2016.  The twenty-fourth amendment was made on May 22, 2017.</p>	<p><b>Article 29</b>  These Articles of Incorporation were established on May 8, 1990.  The first amendment was approved on January 7, 1993.  The second amendment was made on October 1, 1993.  The third amendment was made on May 24, 1997.  The fourth amendment was made on August 15, 1997.  The fifth amendment was made on September 5, 1997.  The sixth amendment was made on June 20, 1998.  The seventh amendment was made on June 12, 1999.  The eighth amendment was made on June 24, 2000.  The ninth amendment was made on June 16, 2001.  The tenth amendment was made on March 5, 2002.  The eleventh amendment was made on June 25, 2002.  The twelfth amendment was made on June 30, 2003.  The thirteenth amendment was made on May 24, 2004.  The fourteenth amendment was made on June 24, 2005.  The fifteenth amendment was made on June 9, 2006.  The sixteen amendment was made on June 25, 2007.  The seventeenth amendment was made on June 6, 2008.  The eighteenth amendment was made on June 22, 2009.  The nineteenth amendment was made on June 17, 2010.  The twentieth amendment was made on June 24, 2011.  The twenty-first amendment was made on June 18, 2012.  The twenty-second amendment was made on June 3, 2015.  The twenty-third amendment was made on May 31, 2016.  The twenty-fourth amendment was made on May 22, 2017.</p>	<p>Add dates of amendment.</p>

<b>Amendment Article</b>	<b>Existing Article</b>	<b>Explanation</b>
<p>The twenty-fifth amendment was made on May 29, 2019.</p> <p>The twenty-sixth amendment was made on May 30, 2023.</p> <p><u>The twenty-seventh amendment was made on May 22, 2025.</u></p>	<p>The twenty-fifth amendment was made on May 29, 2019.</p> <p>The twenty-sixth amendment was made on May 30, 2023.</p>	

**AXIOMTEK CO., LTD.**  
**Comparison Table of Amendments to the**  
**“Operating Procedures for Trading Derivatives”**

<b>Amendment Article</b>	<b>Existing Article</b>	<b>Explanation</b>
<p>7.2. Procedures of the Work  7.2.1~7.2.3.4 (Omitted)  7.2.3.5. The Company is engaging in derivatives trading shall establish the “Log Book of <u>Trading Derivatives</u>” in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated, and shall be recorded in detail in the log book.</p> <p>7.2.3.6 Finance dept. collect and pass 「 Foreign exchange transaction monthly report 」 to Accounting Dept. by month for being the basement of accounting valuation.</p>	<p>7.2. Procedures of the Work  7.2.1~7.2.3.4 (Omitted)  7.2.3.5. The Company is engaging in derivatives trading shall establish the “Log Book of <u>Acquisition or Disposal of Assets</u>” in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated, and shall be recorded in detail in the log book.</p> <p>7.2.3.6 Finance dept. collect and pass 「 Foreign exchange transaction monthly report 」 to Accounting Dept. by month for being the basement of accounting valuation.</p>	<p>Act in connection with the articles modifications of Procedures for Verification and Disclosure of Material Information of Companies.</p>
<p><b>Article 8: The Related Document:</b>  8.1 Documents  8.1.1 Procedures for Acquisition or Disposal of Assets  8.2 Forms:  8.2.1 Foreign Exchange Transactions Application  8.2.2 Log Book of <u>Trading Derivatives</u>  8.3 Record and Others:  Not applicable.</p>	<p><b>Article 8: The Related Document:</b>  8.1 Documents  8.1.1 Procedures for Acquisition or Disposal of Assets  8.2 Forms:  8.2.1 Foreign Exchange Transactions Application  8.2.2 Log Book of <u>Acquisition or Disposal of Assets</u>  8.3 Record and Others:  Not applicable.</p>	

**AXIOMTEK CO., LTD.**  
**Comparison Table of Amendments to the**  
**“Operating Procedures for Loaning of Funds and Making of**  
**Endorsement/Guarantee”**

Amendment Article	Existing Article	Explanation
7.2.1 The period of the loan made by the Company shall be made resolution by the Board of the directors by complying with this procedures, the period shall <u>be limited to 1 year.</u>	7.2.1 The period of the loan made by the Company shall be made resolution by the Board of the directors by complying with this procedures, the period shall <u>not be exceed 1 year. After the expiration of the period, it can be extended after approving by the Board of Directors.</u>	Handling of non-compliance issues identified in the internal control audit by the Taipei Exchange.
7.2.2 <u>The one-year term for short-term loan funds shall commence from the actual disbursement date. If the loan is disbursed in installments or has a revolving nature, the term shall begin from the date of the first actual disbursement. If the funds remain unused after the resolution of Board of Directors, the loan shall expire one year from the date of the resolution and may no longer be utilized.</u>		New addition
7.2.3 <u>Upon the expiration of the one-year term for short-term funds loans to others, repayment shall be made through actual cash flow. The repayment period may not be extended with approval of Board of Directors, nor may the loan be renewed by a resolution of Board of Directors.</u>		New addition
7.2.4 When the Company makes loans to the others, the rate could not be lower than short-term lending average rates of Financial Industry, and shall calculate the interest by month.	7.2.2 When the Company makes loans to the others, the rate could not be lower than short-term lending average rates of Financial Industry, and shall calculate the interest by month.	Adjust item numbers.