



JINLI GROUP HOLDINGS LIMITED
2025 Annual Shareholders Meeting Minutes (Translation)

Time : 9:00 am, June 18, 2025

Place : GIS Taipei Tech Convention Center, Conference Room 203
(No.1, Sec. 3, Zhongxiao E. Rd., Da'an Dist., Taipei City, Taiwan)

Type of Meeting: Physical Meeting

Total outstanding shares : 185,747,151 shares

Total shares represented by shareholders present in person or by proxy : 122,876,512 shares

Percentage of shares held by shareholders present in person or by proxy : 66.15%

Director present : Yeh Ming

Director via video : Chong Chun Lung, the Chairman of the Board of Directors

Chairman : Yeh Ming

Secretary : Chang Tze Fang

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

1. Chairman's Address (omitted)

2. Report Items

Item 1

Brief of case: 2024 Annual Business Report

Description: Please refer to Attachment 1.

Shareholders' statements and questions: None.

Item 2

Brief of case: Audit Committee's Audit Report of 2024 Financial Statements

Description: Please refer to Attachment 2.

Shareholders' statements and questions: None.

Item 3

Brief of case: To report 2024 Directors' remuneration

Description: Please refer to Attachment 3.

Shareholders' statements and questions: None.

Item 4

Brief of case: To report 2024 employees' remuneration distribution

Description:

- (A) In accordance with the Article 34.1 of the Articles of Association, where the Company has annual profits at the end of a financial year, upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the Company may distribute 1% or more of the profits for such year to the employees of the Company as the compensation in the form of shares and/or in cash, above and may distribute not more than 2% hereof to the Directors as the compensation.
- (B) There was no employees' remuneration and no difference between the amounts and those recognized in financial statements 2024.
- (C) It was approved by a resolution of the Board of Directors and reported to the shareholders in accordance with the law.

Shareholders' statements and questions: None.

3. Resolutions

Item 1

Proposed by the Board of Directors

Brief of case: 2024 Business Report and Consolidated Financial Statements

Description:

- (A) The Company's 2024 Financial Statements were audited by independent auditors, Zoe Chen and Alex C. Y. Kuo, of ShineWing Taiwan. The above financial statements, business report and deficit compensation statement have been sent to the Audit Committee for review and issuance of an audit report.
- (B) Please refer to Attachment 1 and Attachment 4.

Proceedings: Shareholder No. 40554 requested an explanation on the security of bank deposits and whether demand deposits should be converted into time deposits in order to effectively allocate funds to maximize investment returns.

In response to the above-mentioned inquiries and suggestions raised by shareholders, the Chairman and Board Chairman, Chief Financial Officer and Accountant provided explanations and responses..

Voting Results : the total number of voting rights of shareholders present was 122,876,512, the number of votes in favor was 114,898,629 (including 15,842,117 electronic votes), accounting for 93.05% of the total voting rights, the number of negative votes was 478,758 (including 478,758 electronic voting rights), accounting for 0.38% of the total voting rights, 0 invalid votes, 7,499,125 abstentions and unvoted rights (including 7,346,125 electronic votes), 6.10% of the total voting rights.

RESOLVED, that the above proposqal was hereby approved as proposed.

Item 2

Proposed by the Board of Directors

Brief of case: 2024 Deficit Compensation Proposal.

Description:

- (A) The Company's 2024 net deficit after tax is NT\$ 3,296,793, adding up the beginning retained earnings of NT\$2,650,092,332, add: Reversal of special surplus reserve of NT\$199,269,303, and the distributable net profit is NT\$2,846,064,842.
- (B) The case has been reviewed and approved by the Audit Committee and approved by the Board of Directors.
- (C) According to the Articles of Association of the Company, it is proposed not to distribute cash dividends and stock dividends to shareholders. Please refer to Attachment 5.

Proceedings: Shareholders No. 40554 and 55773 requested explanation: a cash dividend of \$1 per share from retained earnings and a cash capital reduction of 10%.

In response to the above-mentioned inquiries and suggestions raised by shareholders, the Chairman and Board Chairman gave explanations and responses.

Voting Results : the total number of voting rights of shareholders present was 122,876,512, the number of votes in favor was 115,022,005 (including 15,965,493 electronic votes), accounting for 93.60% of the total voting rights, the number of negative votes was 485,682 (including 485,682 electronic voting rights), accounting for 0.39% of the total voting rights, 0 invalid votes, 7,368,825 abstentions and unvoted rights (including 7,215,825 electronic votes), 5.99% of the total voting rights.

RESOLVED, that the above proposqal was hereby approved as proposed.

4. Discussion Items

Item 1

Proposed by the Board of Directors

Brief of case: Amendment “ARTICLES OF ASSOCIATION” of the Company.

Description:

- (A) Taiwan Stock Exchange Corporation (“TWSE”) amended "Protection of Shareholders’ Rights in the Foreign Issuer’s Country of Registration". It is proposed to amend the relevant provision of the ARTICLES OF ASSOCIATION. Comparison Table for the ARTICLES OF ASSOCIATION Before and After Revision is attached hereto as Amendment 6.
- (B) Proposed for discussion.

Shareholder statements and questions: None.

Voting Results : the total number of voting rights of shareholders present was 122,876,512, the number of votes in favor was 115,025,454 (including 15,968,942 electronic votes), accounting for 93.61% of the total voting rights, the number of negative votes was 480,771 (including 480,771 electronic voting rights), accounting for 0.39% of the total voting rights, 0 invalid votes, 7,370,287 abstentions and unvoted rights (including 7,217,287 electronic votes), 5.99% of the total voting rights.

RESOLVED, that the above proposqal was hereby approved as proposed.

Item 2

Proposed by the Board of Directors

Brief of case: Approval for the release of non-competition restrictions for Directors.

Description:

- (A) According to Article 209 of the Company Act, for directors who fall under the Company’s business scope on their own behalf or on the behalf of others, it should be important for the shareholders meeting to clarify this and obtain its permission. It is proposed to relieve the directors and their representatives from the non-competition.
- (B) Please refer to Amendment 7 for list of directors’ new concurrent positions in other companies.
- (C) Proposed for discussion.

Shareholder statements and questions: None.

Voting Results : the total number of voting rights of shareholders present was 122,876,512, the number of votes in favor was 114,405,513 (including 15,349,001 electronic votes), accounting for 93.10% of the total voting rights, the number of negative votes was 1,177,885 (including 1,177,885 electronic voting rights), accounting for 0.95% of the total voting rights, 0 invalid votes, 7,293,114 abstentions and unvoted rights (including 7,140,114 electronic votes), 5.93% of the total voting rights.

RESOLVED, that the above proposqal was hereby approved as proposed

5. Extempore Motion:

Shareholder No. 40554 requested the company to explain: future company planning and vision; suggested real estate investment.

In response to the above-mentioned inquiries and suggestions raised by shareholders, the Chairman, Board Chairman and Chief Financial Officer provided explanations and responses..

After being asked about the lack of any other temporary motions, the Chairman declared the meeting adjourned.

6. Adjournment:

At 9:40 am on the same day.

(The minutes of the general meeting of shareholders record the proceedings and results in accordance with Article 6, 10, 3 of the Company's "Rules of Procedure for Shareholders Meetings". The content, procedures and shareholder speeches shall be subject to the video recording of the meeting.)



Chairman : Yeh Ming



Secretary : Chang Tze Fang

**Jinli Group Holdings Limited
2024 Business Report****1. 2024 Annual operating performance**

In 2024, China's overall economic environment is expected to grow steadily. According to the National Bureau of Statistics' "2024 National Economic and Social Development Statistical Bulletin," urban residents' income will continue to increase; the national per capita disposable income for the year is projected to be CNY 41,314, an increase of 5.3% compared to the previous year. After accounting for price factors, the actual growth is 5.1%. The national per capita consumption expenditure is expected to be CNY 28,227, also reflecting a 5.3% increase from the previous year, with an actual growth of 5.1% after adjusting for price factors. The total retail sales of consumer goods for the year is anticipated to reach CNY 48.3345 trillion yuan, a growth of 3.5% compared to the previous year. In 2024, the global economy will experience a year filled with challenges and fluctuations, primarily influenced by changes in U.S. Federal Reserve policies, inflation trends, unemployment rate fluctuations, and uncertainties in international policies. China will face a complex and severe situation with increasing external pressures and internal difficulties, making economic stability more challenging. The competition in the Chinese branded footwear and apparel market is intense. Our company is undergoing a transition, shifting to outsourced production, reducing orders from foreign trade merchants, and focusing on selling higher-margin proprietary brand products. In terms of financial performance, our company's consolidated revenue in 2024 is NT\$133 million, a decline of 36.87% compared to the consolidated revenue of NT\$210 million in 2023. The pre-tax net loss in 2024 is NT\$3 million, significantly reduced from a pre-tax net loss of NT\$13 million in 2023. The post-tax loss per share in 2024 is NT\$0.02.

2. 2025 Summary of annual operating plan

In 2025, the world has generally entered a cycle of interest rate cuts, with the new U.S. president on the scene, the U.S. domestic and foreign policies will welcome another major shift, and geopolitical conflicts continue to be a hotspot, the global economy and political uncertainty and instability intensified. In retrospect, the momentum of China's economic recovery has not been as strong as expected, and will still be affected by factors such as the deep adjustment of the real estate market, weak domestic demand and low social expectations. China's National People's Congress (NPC) also mentioned that this year's GDP growth target is set at around 5%, which is in line with 2024, and Chinese think tanks or international organizations are looking for a GDP growth rate of 4.5% to 5%. According to the International Monetary Fund (IMF), the global economic growth in 2025 is expected to be affected by the uncertainty of some countries' economic policies, which will affect

the trend of the world economy. The global economic growth is expected to be 3.3%, but China's GDP growth is expected to reach 4.6%, which indicates that China's economic market will be running steadily. In the current year, the Company will focus on online e-commerce, product research and development, design and brand management, and strengthen the development of potential agents to build up the Company's long-term competitiveness. The Company will maintain a steady pace of sustainable operations, and continue to develop new customers, design new products and improve production processes, as well as create maximum benefits for shareholders. With the support of our shareholders, we are confident that we will be able to achieve a new level of operational performance.

Chairman : Chong, Chun-Lung

General Manager : Chen, Honglin

Finance/Accounting supervisor: Poon, Chit-Lun

Attachment 2

Audit Committee's Audit Report

The Board of Directors has prepared the Company's 2024 Business Report, Consolidated Financial Statements and Deficit Compensation Statement. Among them, the CPAs Zoe Chen and Alex C. Y. Kuo of ShineWing Taiwan have been entrusted to audit the financial statements and issue an audit report. The Business Report, Consolidated Financial Statements, and Deficit Compensation Statement have been reviewed and determined to be correct and accurate by the Audit Committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Jinli Group Holdings Limited

Chairman of the Audit committee:



March 11, 2025

2024 Directors' Remuneration

Description:

1. In accordance with Article 30.2 of the Company's Articles of Incorporation, Directors shall be compensated only in cash. The amount of such compensation shall be determined by the Board of Directors with reference to the scope and value of the Director's services to the Company's operations and the level of compensation paid to the Directors by their peers in the domestic and overseas markets of the R.O.C. Article 34.1 stipulates that if the Company makes a profit, the Company shall, upon the resolution of the Board of Directors with more than two-thirds of the Directors present and a majority of the Directors present, set aside not less than one-thirtieth (1%) of the total amount of the Company's profit as compensation to its employees and distribute it to employees in the form of shares and/or cash and not more than two percent (2%) as compensation to the Directors. If the Company makes a profit, it shall set aside not less than one-thirtieth of such profit as remuneration to its employees in the form of shares and/or cash, and not more than two percent of such profit as Directors' remuneration to the Directors.

2. The proposed distribution of Directors' remuneration amounting to NT\$2,248,116 was made in cash.

3. The above proposed distribution of Directors' compensation is not different from the amount estimated for fiscal year 2024.

4. It was approved by a resolution of the Board of Directors and reported to the shareholders in accordance with the law.

Title	Name	Director's Remuneration										Amount and Ratio of Total A, B, C, and D to Net Income				Compensation to a Director Who is an Employee of the Company or Consolidated Entities				Amount and Ratio of Total A, B, C, D, E, F, and G to Net Income				Compensation to Directors from Sources other than the Company or Consolidated Entities or Parent Company
		Base Compensation(A)		Fees(B)		Compensation to Directors(C)		Allowances(D)		Amount and Ratio of Total A, B, C, and D to Net Income		Base Compensation, Bonuses, and Allowances(E)		Fees(F)		Profit Sharing(G)		Amount and Ratio of Total A, B, C, D, E, F, and G to Net Income						
		The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	Stock (Fair Market Value)	The Company	Stock (Fair Market Value)	The Company	From All Consolidated Entities				
Chairman	Chang-Dan Lung	321	321	-	-	-	-	-	-	321	-0.74%	2,230	-	-	-	-	321	-0.74%	2,261	-0.74%	-0.40%	-	-	
Director	Chen-Hongtao	321	321	-	-	-	-	-	-	321	-0.74%	-	-	-	-	-	321	-0.74%	321	-0.74%	-	-	-	
Director	Liao-Yuehling	321	321	-	-	-	-	-	-	321	-0.74%	-	-	-	-	-	321	-0.74%	321	-0.74%	-	-	-	
Director	Shiao-Yun-Wei	321	321	-	-	-	-	-	-	321	-0.74%	-	-	-	-	-	321	-0.74%	321	-0.74%	-	-	-	
Independent Director	Chen-Runde	321	321	-	-	-	-	-	-	321	-0.74%	-	-	-	-	-	321	-0.74%	321	-0.74%	-	-	-	
Independent Director	Yeh-Ming	321	321	-	-	-	-	-	-	321	-0.74%	-	-	-	-	-	321	-0.74%	321	-0.74%	-	-	-	
Independent Director	Liao-Ping	321	321	-	-	-	-	-	-	321	-0.74%	-	-	-	-	-	321	-0.74%	321	-0.74%	-	-	-	

Note:

Completely re-elected on June 21, 2023, with the term of office of the directors ending on 2026. The term of office of the directors will expire on June 20, 2026. Except for the Chairman, Mr. Chang-Chun-Lung, who was re-elected, the other directors are newly appointed.

1. Please describe the policy, system, standard and structure of the compensation for independent directors, and describe the relationship between the amount of compensation and the responsibilities, risks, time commitment and other factors:

The Company has purchased liability insurance for all of its directors. In addition to the Company's operating performance and the reasonableness of future risks, the Company also grants each independent director a total amount of compensation based on the results of the Board of Directors' internal self-assessment, the self-assessment of the board of directors, and the self-assessment of the functional committees, and with reference to the industry's usual level of compensation, and reports the total amount of compensation to the shareholders at the shareholders' meeting. The Company's Articles of Incorporation provide that the amount of directors' compensation shall be determined by the Board of Directors with reference to the scope and value of the directors' services to the Company's operations and the industry benchmarks in the domestic and overseas markets, and that if the Company makes a profit in the current year, the Company may, upon a resolution of the Board of Directors with two-thirds of the directors present and a majority of the directors present, set aside an amount not to exceed 2% of the total amount of the directors' compensation as remuneration for directors, which shall be determined as follows. The Company's compensation committee regularly evaluates the reasonableness of the performance evaluation and compensation of the directors.

2. In addition to the disclosures in the above table, the remuneration received by the directors of the Company for services rendered to all the companies included in the financial statements (e.g., acting as consultants to non-employees, etc.) for the most recent year: None.

3. The directors' remuneration was approved by the Board of Directors on March 11, 2005, and the amount to be distributed this year was tentatively estimated based on the actual amount distributed last year, and will be distributed pro rata according to the period of time during which the directors are re-elected in the year.



Independent Auditors' Report

Jinli Group Holdings Limited

Opinion

We have audited the accompanying consolidated balance sheets of Jinli Group Holdings Limited (the "Company") and its subsidiaries (collectively referred as the "Group") as of December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended, in accordance with the "Regulations Governing the 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.

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and auditing standards in the Republic of China. Our responsibilities under those standards are further described in the **Independent auditors' responsibilities for the audit of the consolidated financial statements** section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with this Code. Based on our audits, we believe that our audits provide a reasonable basis for our opinion.

Independent Auditors' Report (Continued)

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters. We determined the key audit matters should be communicated in our audit report are as follows:

Cash and cash equivalents

Please refer to Note 4(6) to the consolidated financial statements for the accounting policies of evaluation of cash and cash equivalents; and please refer to Note 6(1) to the consolidated financial statements for the details of cash and cash equivalents accounts.

As of December 31, 2024, the balance of cash and cash equivalents of the Group is \$4,783,406 thousand, accounting for 68% of the total consolidated assets, due to the significant proportion of balances and the inherent risks; we therefore considered the cash and cash equivalents as the key audit matters for the year.

Our audit procedures included, but are not limited to, obtaining the list of bank deposits balances in the account of the Group, and verifying them to the bank statements; checking the receipt and payment vouchers of major cash and cash equivalents transaction; to check all bank confirmations whether it matches the bank deposit balance in the account, and check whether there are restrictions on bank deposits.

Financial assets at amortized cost

Please refer to Note 4(7) to the consolidated financial statements for the accounting policies of evaluation of financial assets at amortized cost; and please refer to Note 6(2) to the consolidated financial statements for the details of financial assets at amortized cost.

Independent Auditors' Report (Continued)

As of December 31, 2024, the balance of financial assets at amortized cost of the Group is \$1,343,529 thousand, accounting for 19% of the total consolidated assets, due to the significant proportion of balance and the inherent risks; we therefore considered the financial assets at amortized cost as the key audit matter for the year.

Our audit procedures included, but were not limited to, obtaining details of the balance of financial assets amortized at cost (time deposits) in the accounts of the Group, checking to the certificate of deposits, and checking to the bank confirmation; to assess whether it is consistent with the balance of the time deposit in the account, and check whether the time deposit is restricted.

Revenue recognition

Please refer to Note 4(23) to the consolidated financial statements for the accounting policies of revenue recognition; and please refer to Note 6(16) to the consolidated financial statements for the details of revenue.

The main operating income of the Group is manufacturing and selling a range of clothing and footwear in the wholesale market. The Group mainly fulfill the performance obligations at the point of time when the goods are delivered, and the sales revenue will be recognized at that point of time. As of December 31, 2024, the portion of operating income which is outstanding for collection as the key audit matter for the year.

The audit procedures performed by us include the understanding of recognition process of sales revenue transaction of the Group, and the assessment of whether the revenue recognition meets the requirements of the International Financial Reporting Standard No. 15 "Revenue from Contracts with Customer"; and execute the test on whether the relevant control points of the sales and collection cycle are valid; obtain the sales details and check the general ledger, and select the vouchers of relevant sales transaction; obtain the audit confirmation letter and review the subsequent collection of payment after balance sheet date, in order to confirm whether there are major abnormalities in sales revenue.

Independent Auditors' Report (Continued)

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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charges with governance, including members of the Audit Committee, are responsible for overseeing the Group's financial reporting process.

Independent auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with the auditing standards 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.

Independent Auditors' Report (Continued)

As part of an audit in accordance with the auditing standards, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for the one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
2. Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 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 footnote disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentations.

Independent Auditors' Report (Continued)

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of audit of the Group. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding 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 relationship and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our 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.



Chen, Kuang-Hui



Kuo, Chenyu

For and on behalf of ShineWing CPAs

March 11, 2025

Taipei, Taiwan

Republic of China

Notice to Readers

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

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

Jinli Group Holdings Limited and Subsidiaries
Consolidated balance sheets
December 31, 2024 and 2023
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31,			
		2024	%	2023	%
Current assets					
Cash and cash equivalents	6.(1)	\$ 4,783,406	68	\$ 4,582,929	68
Financial assets at amortized cost - current	6.(2)	1,343,529	19	1,297,875	19
Accounts receivable, net	6.(3)	17,108	-	28,639	-
Other receivables	6.(4)	6,606	-	-	-
Other receivables from related parties	6.(4), 7	1,657	-	1,601	-
Current income tax assets		7,912	-	6,466	-
Prepayments	7	10,107	-	10,409	-
		6,170,325	87	5,927,919	87
Non-current assets					
Property, plant and equipment	6.(6)	1,812	-	2,034	-
Right-of-use assets	6.(7)	118,461	2	150,171	2
Investment property, net	6.(9)	742,657	11	729,317	11
Other non-current assets		28	-	33	-
		862,958	13	881,555	13
Total assets		\$ 7,033,283	100	\$ 6,809,474	100

(Continued on next page)

Jinli Group Holdings Limited and Subsidiaries

Consolidated balance sheets

December 31, 2024 and 2023

(Expressed in thousands of New Taiwan dollars)

(Continued from previous page)

Liabilities and equity	Notes	December 31,			
		2024	%	2023	%
<i>Current liabilities</i>					
Accounts payable		\$ 14,277	-	\$ 8,088	-
Other payables	6.(10)	75,159	1	69,715	1
Other payables to related parties	7	9,218	-	700	-
Current income tax liabilities		237	-	438	-
Current lease liabilities	6.(7)	-	-	3,996	-
		<u>98,891</u>	<u>1</u>	<u>82,937</u>	<u>1</u>
<i>Non-current liabilities</i>					
Deferred tax liabilities	6.(23)	612,877	9	570,150	8
Non-current lease liabilities	6.(7)	-	-	30,788	1
		<u>612,877</u>	<u>9</u>	<u>600,938</u>	<u>9</u>
Total liabilities		<u>711,768</u>	<u>10</u>	<u>683,875</u>	<u>10</u>
<i>Equity attributable to owners of the parent</i>					
Ordinary share	6.(12)	1,857,472	26	1,857,472	27
Capital surplus	6.(13)	1,617,452	23	1,617,452	24
Retained earnings:	6.(14)				
Special reserve		629,620	9	506,082	7
Unappropriated retained earnings		2,646,795	38	2,773,630	41
Other equity interest:					
Exchange differences arising from the translation of the financial statements of foreign operation	6.(15)	(430,351)	(6)	(629,620)	(9)
Equity attributable to the total equity of the owners of the parent company		<u>6,320,988</u>	<u>90</u>	<u>6,125,016</u>	<u>90</u>
Non-controlling interests		<u>527</u>	<u>-</u>	<u>583</u>	<u>-</u>
Total equity		<u>6,321,515</u>	<u>90</u>	<u>6,125,599</u>	<u>90</u>
Total liabilities and equity		<u>\$ 7,033,283</u>	<u>100</u>	<u>\$ 6,809,474</u>	<u>100</u>

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

Jinli Group Holdings Limited and Subsidiaries
Consolidated statement of comprehensive income
For the years ended December 31, 2024 and 2023
(Expressed in thousands of New Taiwan dollars)

		For the year ended December 31,			
	Notes	2024	%	2023	%
Operating revenue	6.(16)	\$ 132,576	100	\$ 209,995	100
Operating costs	6.(5)	(110,087)	(83)	(201,582)	(96)
Gross profit		<u>22,489</u>	<u>17</u>	<u>8,413</u>	<u>4</u>
Operating expenses					
Selling expenses		(1,853)	(1)	(1,428)	(1)
Administrative expenses		(43,240)	(33)	(46,627)	(22)
Research and development expenses		(5,753)	(4)	(2,497)	(1)
		(50,846)	(38)	(50,552)	(24)
Net operating loss		(28,357)	(21)	(42,139)	(20)
Non-operating income and expenses					
Interest income	6.(17)	26,568	20	36,068	17
Other income	6.(18)	23,058	17	19,920	10
Other gains and losses	6.(19)	(23,211)	(18)	(25,127)	(12)
Finance costs	6.(22)	(633)	-	(1,626)	(1)
		<u>25,782</u>	<u>19</u>	<u>29,235</u>	<u>14</u>
Net loss before tax		(2,575)	(2)	(12,904)	(6)
Income tax expenses	6.(23)	(778)	-	(1,579)	(1)
Current net loss		(3,353)	(2)	(14,483)	(7)
Other comprehensive income (loss)					
Component of other comprehensive income that will not be reclassified to profit or loss					
Exchange differences arising on translation to the presentation currency		<u>199,269</u>	<u>150</u>	(123,538)	(59)
Total other comprehensive income (loss) for the year		<u>199,269</u>	<u>150</u>	(123,538)	(59)
Total comprehensive income (loss) for the year		<u>\$ 195,916</u>	<u>148</u>	<u>(\$ 138,021)</u>	<u>(66)</u>
Net loss attributable to					
Owners of the parent company		(\$ 3,297)	(2)	(\$ 13,965)	(7)
Non-controlling interests		(56)	-	(518)	-
		<u>(\$ 3,353)</u>	<u>(2)</u>	<u>(\$ 14,483)</u>	<u>(7)</u>
Total comprehensive income (loss) attributable to					
Owners of the parent company		\$ 195,972	148	(\$ 137,501)	(66)
Non-controlling interests		(56)	-	(520)	(-)
		<u>\$ 195,916</u>	<u>148</u>	<u>(\$ 138,021)</u>	<u>(66)</u>
Earnings per share (In New Taiwan dollars)	6.(24)				
Basic earnings per share		<u>(\$ 0.02)</u>		<u>(\$ 0.08)</u>	

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

Jinli Group Holdings Limited and Subsidiaries
Consolidated statement 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							Non-controlling interests	Total equity
	Retained earnings		Other equity interest			Total equity attributable to shareholders of the parent			
	Exchange differences on translating the financial statements of foreign operations								
	Unappropriated earnings	Special reserve	Capital surplus	Ordinary share					
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance, January 1, 2023	1,857,472	-	-	70,557	-	-	6,262,517	1,103	6,263,620
Appropriation of prior year's earnings:									
Reversal of special reserve	-	-	-	2	-	2	-	-	-
Effect of exchange rate changes	-	-	-	-	-	-	-	-	-
Net loss for the year	1,857,472	506,082	1,617,452	2,787,595	506,084	-	6,262,517	1,103	6,263,620
Other comprehensive loss for the year	-	-	-	(13,965)	-	-	(13,965)	(518)	(14,483)
Total comprehensive loss for the year	-	-	-	-	-	(123,536)	(123,536)	(2)	(123,538)
Balance, December 31, 2023	1,857,472	506,082	1,617,452	2,773,630	(13,965)	(123,536)	6,125,016	(520)	(138,021)
Appropriation of prior year's earnings:									
Special reserve appropriated	-	123,538	(123,538)	-	-	-	-	-	-
Net loss for the year	1,857,472	629,620	1,617,452	2,650,092	629,620	-	6,125,016	583	6,125,599
Other comprehensive income for the year	-	-	-	(3,297)	-	-	(3,297)	(56)	(3,353)
Total comprehensive income (loss) for the year	-	-	-	-	-	199,269	199,269	-	199,269
Balance, December 31, 2024	1,857,472	629,620	1,617,452	2,646,795	(3,297)	(195,972)	6,320,988	(56)	195,916
	\$	\$	\$	\$	\$	\$	\$	\$	\$

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

Jinli Group Holdings Limited and Subsidiaries

Consolidated statement of cash flows

For the years ended December 31, 2024 and 2023

(Expressed in thousands of New Taiwan dollars)

	For the year ended December 31,	
	2024	2023
Cash flows from operating activities		
Loss before income tax for the year	(\$ 2,575)	(\$ 12,904)
Adjustments for:		
Income and expenses having no effect on cash flows		
Depreciation expenses	21,138	23,727
Interest expenses	633	1,626
Interest income	(26,568)	(36,068)
Gain on disposal of property, plant and equipment	(404)	-
Gain on termination of lease	(2,009)	-
Foreign exchange loss	6,835	7,109
Changes in operating assets and liabilities		
Decrease (increase) in accounts receivable	11,531	(9,710)
Decrease in other receivables	-	12,290
Decrease in inventories	-	4,393
Increase (decrease) in prepayments	302	(472)
Increase in accounts payable	6,189	3,440
Increase in other payables	5,444	5,071
Cash generated from (used in) operating activities	20,516	(1,498)
Interest received	19,962	36,068
Interest paid	-	(1,626)
Income taxes paid	(2,205)	(6,196)
Net cash generated from operating activities	38,273	26,748

(Continued on next page)

Jinli Group Holdings Limited and Subsidiaries

Consolidated statement of cash flows

For the years ended December 31, 2024 and 2023

(Expressed in thousands of New Taiwan dollars)

(Continued from previous page)

	For the year ended December 31,	
	2024	2023
Cash flows from investing activities		
Proceeds from disposal of property, plant and equipment	407	-
Acquisition of investment properties	(3,920)	(4,763)
Decrease in refundable deposits	5	8
Net cash used in investing activities	(3,508)	(4,755)
Cash flows from financing activities		
Increase in other payables to related parties	8,518	-
Payments of lease liabilities	-	(3,884)
Net cash generated from (used in) financing activities	8,518	(3,884)
Effect of exchange rate changes on cash and cash equivalents	157,194	(90,847)
Net increase (decrease) in cash and cash equivalents	200,477	(72,738)
Cash and cash equivalents at beginning of year	4,582,929	4,655,667
Cash and cash equivalents at end of year	\$ 4,783,406	\$ 4,582,929

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



JINLI GROUP HOLDINGS LIMITED

Deficit Compensation Statement

	Unit: NT\$
Beginning retained earnings	2,650,092,332
Less: Deficit after tax of 2024	(3,296,793)
Add: Reversal of Special surplus reserve	199,269,303
Unappropriated retained earnings as of the end of the period	2,846,064,842



Chairman : Chong, Chun-Lung



General Manager : Chen, Honglin



Finance/Accounting supervisor: Poon, Chit-Lun

Attachment 6

Jinli Group Holdings Limited Comparison Table for the ARTICLES OF ASSOCIATION Before and After Revision

No	Current Provisions	Proposed Amendments	Explanations
10.7	(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a <u>compulsory</u> basis, subject to the Statute, the Directors are empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding paragraph.	(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a <u>pro rata</u> basis, <u>such purchase and cancellation shall be made only when Shares are not listed on the TWSE, and</u> subject to the Statute, the Directors are empowered to authorize and carry out such repurchase <u>and cancellation</u> without approval by Special Resolution in accordance with the preceding paragraph.	The provisions of Article 10.7 are revised to meet the company's operational needs.
17.3	The Company shall send materials relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 17.1 hereof, and shall transmit the same via the Market Observation Post System. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be	The Company shall send <u>proxy form</u> and materials relating to the matters to be discussed in the meetings, <u>including summary information and details about matters to be proposed at the meeting for approval, discussion, election or dismissal of Directors</u> together with the notice, in accordance with Article 17.1 hereof, and shall	In order to comply with the requirements of the Taiwan Stock Exchange to amend the "Shareholder Rights Protection Matters Checklist in the Country of Registration of Foreign Issuers" (hereinafter referred to as the "Shareholder Rights Protection Matters Checklist") issued by the Taiwan Stock Exchange on May 2, 2024 with Taiwan

No	Current Provisions	Proposed Amendments	Explanations
	sent to or made available to all Members and shall be transmitted to the Market Observation Post System twenty-one days prior to the scheduled date of the relevant annual general meeting and fifteen days prior to the scheduled date of the relevant extraordinary general meeting in accordance with Applicable Public Company Rules. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT\$10 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register of Members at the time of holding of the general meeting in the most recent financial year, the Company shall transmit the electronic files of the abovementioned meeting handbook and relevant materials thirty days prior to the scheduled date of the relevant annual	transmit the same via the Market Observation Post System. <u>If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written exercise forms for the Member to exercise his voting power together with the above mentioned materials.</u> The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System twenty-one days prior to the scheduled date of the relevant annual general meeting and fifteen days prior to the scheduled date of the relevant extraordinary general meeting in accordance with Applicable Public Company Rules. However, in the event the Company's total paid-in capital as of	Stock Exchange Announcement No. 1131701804, the provisions of Article 17.3 are revised.

No	Current Provisions	Proposed Amendments	Explanations
	general meeting.	the close of the most recent financial year reaches NT\$2 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register of Members at the time of holding of the general meeting in the most recent financial year, the Company shall transmit the electronic files of the abovementioned meeting handbook and relevant materials thirty days prior to the scheduled date of the relevant annual general meeting.	

No	Current Provisions	Proposed Amendments	Explanations
25.7	Subject to the Statute, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six months or a longer time may request in writing <u>any Independent Director</u> to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Statute, the Applicable Public Company Rules or these Articles, with a competent court, including the ROC Taipei District Court, <u>and for the avoidance of doubt, any one Independent Director is authorised to act in such manner, notwithstanding that there is no Directors' meeting or resolution in writing signed by all of the Directors expressly approving the same.</u> In case <u>such Independent Director</u> fails to file such action within thirty (30) days after	Subject to the Statute, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six months or a longer time may request in writing <u>the audit committee</u> to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Statute, the Applicable Public Company Rules or these Articles, with a competent court, including the ROC Taipei District Court. In case <u>the audit committee</u> fails to file such action within thirty (30) days after receipt of such request, the Members making such request may file the action for the Company.	In order to comply with the requirements of the Checklist for the Protection of Shareholders' Rights and Interests, the provisions of Article 25.7 are revised.

No	Current Provisions	Proposed Amendments	Explanations
	receipt of such request, the Members making such request may file the action for the Company.		

* The revised Memorandum of Association and Articles of Association of the Company shall be subject to the English version; if it is only a correction of the Company's Memorandum of Association and Articles of Association, an update to the version of the Company Law of the British Cayman Islands cited, a coding correction without any change in substantive content, or a mere textual adjustment of the Chinese translation, it will not be listed

Attachment 7**Jinli Group Holdings Limited****List of directors' new concurrent positions in other companies**

The Company		Other companies with concurrent positions	
Position	Name	Position	Company
Director	Yeh Ming	Director	JENN FENG INDUSTRIAL TOOLS CO., LTD.
			TEAM YOUNG TECHNOLOGY CO.,LTD.