XMAX INC.

INSIDER TRADING POLICY

(Originally Adopted by the Board of Directors on June 4, 2013; As Amended and Restated by the Board of Directors on April 30, 2026)

The Need for a Policy Statement

Federal and state securities laws prohibit the purchase or sale of securities by persons who are aware of material information about a company that is not generally known or available to the public. These laws also prohibit persons who are aware of such material nonpublic information from disclosing this information to others who may trade. Companies and their controlling persons are also subject to liability if they fail to take reasonable steps to prevent insider trading by company personnel.

The consequences of insider trading violations can be severe. Persons who trade on inside information (or tip information to others) can be subject to the following penalties and sanctions, even if no personal benefit or profit results from the violation:

- civil injunctions;
- treble damages;
- disgorgement of profits;
- jail sentences;
- fines for the person who traded; and
- fines for the employer or other controlling person of the inside trader (i.e., XMAX Inc.).

In addition, insider trading violations are embarrassing and harmful to a company's reputation and to the reputation and career of the individual involved. This Policy is designed to prevent insider trading and to protect XMAX Inc. (the "Company") and its personnel from the serious liabilities and penalties that can result from violations of the insider trading laws. In addition, since the passage of the Insider Trading and Securities Fraud Enforcement Act of 1988 (the "1988 Act"), the Company could face penalties for failing to take adequate steps to prevent insider trading by any of its employees, not just so-called "traditional insiders" such as officers and directors. Accordingly, this Policy applies to all employees, officers and directors of the Company and its subsidiaries.

In December 2022, the SEC adopted amendments to Exchange Act Rule 10b5-1, effective February 27, 2023, which impose additional conditions on the availability of the affirmative defense for trading under pre-arranged trading plans. These amendments, along with related disclosure requirements, are reflected in this Policy.

Persons to Whom the Policy Applies

This Policy applies to all employees, officers and directors of the Company and its subsidiaries. This Policy also applies to family members, other members of a person's household and entities controlled by a person covered by this Policy, as described below.

Any person who has access to material nonpublic information about the Company is an "insider" for purposes of the federal securities laws. **All employees, officers and directors of the Company and its subsidiaries should consider themselves insiders who are subject to this Policy at all times.** You should direct any questions about your status or the applicability of this Policy to you to the Chief Executive Officer.

In addition to being subject to this Policy, certain persons designated by the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer may be subject to additional trading restrictions ("Covered Persons"). Covered Persons generally include the officers and directors of the Company and such other employees as may be designated from time to time by the Chief Executive Officer.

ALL employees, officers and directors of the Company and its subsidiaries are subject to this Policy. If you have any questions about the applicability of this Policy, please contact the Chief Executive Officer.

The Consequences of Insider Trading Violations

The consequences of insider trading violations can be severe, both for individuals involved in such unlawful conduct and for the Company. Individuals who trade on inside information (or tip information to others who trade) face the following potential penalties and sanctions:

- **Civil Penalties.** The SEC may seek a court order requiring violators to disgorge any profits realized or losses avoided through insider trading. In addition, the SEC may seek a civil monetary penalty of up to three times the profit gained or loss avoided from the trading.
- **Criminal Penalties.** Persons who willfully violate the insider trading laws may be fined up to $5,000,000 and imprisoned for up to 20 years.
- **Employer Liability.** the Company and its supervisory personnel could be subject to significant civil or criminal penalties for failure to take adequate steps to prevent illegal insider trading, including civil fines of up to three times the profit gained or loss avoided as a result of the employee's violation, as well as criminal fines of up to $25,000,000.

In addition to these legal penalties, insider trading violations may result in serious consequences imposed by the Company, including dismissal. Insider trading violations are also a source of significant embarrassment and reputational damage to the Company and the individuals involved.

General Policy

The Company Insiders and their family members may not trade in the stock or other securities of the Company or of any other firm with which the Company does business when they know material nonpublic information about the Company or the other firm. The definition of "material nonpublic information" is discussed in detail below. An SEC rule makes it clear that a person will be deemed to have traded on the basis of material nonpublic information if the person effects the transaction while "aware" of the information. Thus, a person will not be able to claim that the material nonpublic information did not affect his or her decision to trade.

Insiders may also come into possession of material nonpublic information about other companies with which the Company does business, such as customers, suppliers, or companies with which the Company may be negotiating major transactions, such as an acquisition, investment, or sale. Insiders who possess material nonpublic information about such other companies are prohibited from trading in the securities of those companies, as well as from communicating such information to others who might trade on the basis of that information.

In addition, the Company Insiders may trade in the Company securities only during designated Trading Windows. All trades by Insiders during an open Trading Window must be pre-cleared by the Chief Executive Officer. The Trading Window and pre-clearance requirements are described in more detail below.

Trading. For purposes of this Policy, "trading" includes purchases and sales of stock, bonds, or other securities, including derivative securities such as put and call options, convertible debentures, and stock appreciation rights, or similar rights whose value is derived from the value of any such equity or debt securities. It includes, but is not limited to, the following activities:

- Buying or selling the Company stock or other securities.
- Recommending that anyone else buy, sell, or hold the Company stock or other securities.
- Buying or selling options, warrants, puts, calls, or other derivative securities based on the Company stock or other securities.
- Participating in a stock purchase plan or other employee benefit plan involving the Company securities, including:
- Increasing or decreasing your level of participation in a Company stock purchase plan.
- Making intra-plan transfers involving a Company stock fund.
- Making a stock fund election for new contributions to a Company 401(k) or similar plan.
- Taking a loan from a Company plan that involves the liquidation of some or all of a Company stock fund balance.

- Using the Company stock to pay the exercise price of stock options.
- Exercising stock options for cash or on a cashless basis.
- Making gifts of the Company securities.

Waivers. In certain special situations, a waiver or an exception to the Insider Trading Policy may be granted. Only the Company's Board of Directors or a Committee of the Board of Directors delegated the authority by the Board of Directors may issue a waiver of this Policy.

Tipping Information to Others. Company Insiders who know material nonpublic information may not tip that information to others, including family members, friends, business associates, investors, and consultants. The obligation not to tip also extends to material nonpublic information about other firms, including customers, suppliers, or companies with which the Company is negotiating major transactions. A person who tips material nonpublic information to another person can be held liable for the trading done by the person who received the tip, even if the tipper did not trade and did not profit from the other person's trading.

Internet Postings. the Company Insiders may not post or discuss material nonpublic information about the Company in any internet chat room, message board, or similar internet-based forum, whether or not the posting is anonymous. If an Insider becomes aware of any such posting of material nonpublic information about the Company, the Insider should immediately report it to the Chief Executive Officer. This prohibition extends to all forms of social media, including but not limited to blogs, X (formerly Twitter), Facebook, LinkedIn, Reddit, and similar platforms.

Transactions By Family Members. The restrictions of this Policy also apply to Insider's family members who reside with the Insider, anyone else who lives in the Insider's household, and any family members who do not live in the Insider's household but whose transactions in the Company securities are directed by the Insider or are subject to his/her influence or control (such as parents or children who consult with the Insider before they trade in the Company securities). The Insider are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with the Insider before they trade in the Company securities, and the Insider should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for the Insider's own account.

No Exceptions to Policy. The rules described in this Policy apply to all transactions in the Company securities, regardless of size. There is no exception for small transactions or transactions that may seem insignificant. Financial need or personal hardship is not an excuse for non-compliance with this Policy.

Prohibition on Certain Transactions.

Prohibition on Certain Transactions. The Company considers it improper and inappropriate for any Insider to engage in short-term or speculative transactions in the Company securities. Accordingly, the following transactions are prohibited:

Short Sales. Insiders may not sell the Company securities that they do not own (a "short sale"). Short sales of the Company securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. Section 16(c) of the Securities Exchange Act of 1934 prohibits Section 16 reporting persons from making short sales of the Company equity securities.

Publicly Traded Options and Other Derivative Securities. Insiders may not buy or sell puts, calls, or other derivative securities based on the Company securities on an exchange or in any other organized market. A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that the Insider is trading based on inside information. Transactions in options also may focus an Insider's attention on short-term performance at the expense of the Company's long-term objectives.

Margin Accounts and Pledges. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in the Company securities, Insiders are prohibited from holding the Company securities in a margin account or pledging the Company securities as collateral for a loan.

Definition of Material Nonpublic Information

Material Information. **Information is material if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold or sell a security. Therefore, any information that could reasonably be expected to affect the price of the security is material. Common examples of material information are:**

- Projections of future earnings or losses or changes in such projections;
- Actual changes in earnings inconsistent with expectations;

- A pending or prospective material joint venture, merger, acquisition, change in assets, tender offer, financing or change in control;
- A significant sale of assets or disposition of a subsidiary or operation;
- A gain or loss of a material contract, customer, tenant or supplier, or material changes in the profitability status of a current contract;
- Changes in management, major personnel changes or labor negotiations;
- Financial liquidity problems, bankruptcies or receiverships;
- Change in auditors or auditor notification that the issuer may no longer rely on an auditor's audit report or that the auditor's opinion will be qualified;
- Events regarding securities (e.g., defaults on senior securities, calls of securities for redemption, breach of covenant relating to debt obligations, repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities);
- The existence of material litigation, claim or investigation; and
- Cybersecurity incidents or data breaches that may be material to the Company.

Both positive and negative information can be material. Because any trading that receives scrutiny will be evaluated after the fact (with the benefit of hindsight), questions concerning the materiality of particular information should be resolved in favor of materiality, and trading should be avoided.

Nonpublic Information. Information is "nonpublic" if it has not been disseminated in a manner making it available to investors generally. Information found in a report filed with the Securities and Exchange Commission, or appearing in Dow Jones, Reuters, The Wall Street Journal, the Associated Press or other publications of general circulation or on the Company's website or publicly accessible social media accounts would be considered public information. Information would also be considered public if it is available on a widely used internet news service. By contrast, information available only to the Company's employees, or information available to a select group of analysts, brokers and institutional investors, is not public for these purposes. Information is considered non-public until the second full business day after the date of its public disclosure. For example, if an announcement is made on a Monday, you should not trade in the Company's securities until Wednesday (assuming Tuesday and Wednesday are both business days).

If you ever have a question regarding whether the information you possess about the Company is either "material" or "nonpublic," please contact Chief Executive Officer for guidance before you trade in the Company's stock.

Procedure for Trading in the Company Stock

The following procedures apply to all transactions in the Company securities, including purchases, sales, option exercises, gifts, and other transfers. Every director, officer, and employee of the Company must follow these procedures to ensure compliance with applicable securities laws and this Policy.

1. General Prohibition

No director, officer, or employee of the Company, and no family member or household member of any such person, may purchase or sell any security of the Company at any time when he or she is in possession of material, nonpublic information about the Company.

In addition, no director, officer, or employee of the Company who is aware of material, nonpublic information about the Company may recommend that any other person buy or sell securities of the Company or communicate ("tip") such information to any other person.

2. Pre-clearance of Trades

All directors and officers of the Company, and other employees must obtain pre-clearance from the Chief Executive Officer before engaging in any transaction in the Company securities, including purchases, sales, option exercises, gifts, and other transfers.

A request for pre-clearance should be submitted to the Chief Executive Officer at least two business days in advance of the proposed transaction. The Chief Executive Officer shall have sole discretion to decide whether to approve the transaction and may reject any transaction for any reason.

If approval is granted, the transaction must be completed by the close of business on the fifth trading day following such approval. If the transaction is not completed within that period, a new pre-clearance request must be submitted.

Note: The exercise of stock options for cash (i.e., where the exercise price is paid in cash and no shares are sold to fund the exercise) may not require pre-clearance under certain circumstances; however, any subsequent sale of the shares acquired upon exercise is subject to the pre-clearance requirement. Cashless exercises and broker-assisted exercises that involve a market sale are subject to pre-clearance.

3. Trading Windows

Directors, officers, and designated employees of the Company are permitted to trade in the Company securities only during an open "trading window." The trading window opens at the close of business on the third business day after the public release of the Company's annual or quarterly financial results and closes on the first day of the last month of each fiscal quarter.

In addition, the adoption, modification, or termination of any Rule 10b5-1 trading plan (as described in Section 8 below) must occur only during an open trading window and with the prior written approval of the Chief Executive Officer.

The Chief Executive Officer may close the trading window at any time if he or she determines that a closure is warranted because of the existence of material, nonpublic information or for any other reason. Any person notified that the trading window has been closed must not trade in the Company securities until notified that the window has been reopened and must keep the closure confidential.

Any person wishing to trade in the Company securities outside of an open trading window must submit a special request to the Chief Executive Officer. Such requests will be granted only in unusual circumstances, and the Chief Executive Officer may impose conditions or restrictions on any approved trade.

4. Public Announcements During Trading Window

The fact that a trading window is open does not relieve any person of the obligation to refrain from trading while in possession of material, nonpublic information. If the Company issues a public announcement of previously nonpublic information during an open trading window, directors, officers, and employees who were aware of such information prior to its public release must wait until the close of business on the third business day after the public announcement before trading in the Company securities.

5. Trading During Pension Fund Blackout Periods

Section 306(a) of the Sarbanes-Oxley Act of 2002 prohibits directors and executive officers of the Company from directly or indirectly purchasing, selling, or otherwise acquiring or transferring any equity security of the Company during a pension fund blackout period, if the equity security was acquired in connection with service or employment as a director or executive officer. A pension fund blackout period is any period during which at least 50% of the participants or beneficiaries of any individual account plan maintained by the Company are unable to purchase, sell, or otherwise acquire or transfer an interest in the Company securities held in such plan.

The Company will provide advance notice to affected directors and executive officers of any pension fund blackout period. During such periods, the restrictions of this provision apply in addition to all other restrictions under this Policy.

6. SEC Filings

Directors and officers of the Company who are subject to Section 16 of the Securities Exchange Act of 1934 must file reports of their transactions in the Company securities with the Securities and Exchange Commission ("SEC"). These include an initial report on Form 3, transaction reports on Form 4 (due within two business days of the transaction), and an annual report on Form 5. The Corporate Secretary may assist Section 16 reporting persons in preparing and filing these reports, but the obligation to file timely and accurate reports remains the personal responsibility of each reporting person.

To ensure timely filing, directors and officers must notify the Chief Executive Officer of any transaction in the Company securities promptly, and in no event later than the end of the business day on which the transaction is executed.

Gifts of equity securities of the Company by directors and officers must be reported on Form 4 (rather than Form 5) within two business days. In addition, Form 4 and Form 5 reports filed on or after April 1, 2023 must include a checkbox indicating whether the reported transaction was intended to satisfy the conditions of the Rule 10b5-1(c) affirmative defense, and if so, must disclose the date of adoption of the applicable Rule 10b5-1 plan.

7. Section 16 Reporting — Gifts

Directors, officers, and other persons subject to Section 16 of the Exchange Act are reminded that gifts of the Company equity securities are reportable on Form 4 and must be filed within two business days of the gift. This requirement applies regardless of whether the gift was made during an open trading window. Section 16 insiders should coordinate with the Corporate Secretary before making any gift of the Company securities to ensure timely and accurate reporting.

8. Rule 10b5-1 Trading Plans

Exchange Act Rule 10b5-1 provides an affirmative defense to insider trading liability for transactions effected pursuant to a pre-arranged trading plan that satisfies specified conditions. The SEC adopted amendments to Rule 10b5-1 effective February 27, 2023, which impose additional requirements for reliance on this affirmative defense. Any Insider who wishes to establish a Rule 10b5-1 plan must comply with the requirements of this Section 8 and must obtain the prior written approval of the Chief Executive Officer before adopting, modifying, suspending, or terminating any such plan.

8.1 Requirements for Rule 10b5-1 Plans.

To qualify for the affirmative defense under Rule 10b5-1(c), a trading plan must:

- Be entered into in good faith and at a time when the person is not aware of material nonpublic information;
- Be in writing;

- Specify the amount, price, and date of transactions, or provide a written formula, algorithm, or computer program for determining such terms, or delegate trading discretion to a broker or other agent who is not aware of material nonpublic information at the time of each trade;
- Include a representation by the adopting person (if a director or officer) certifying that: (i) at the time of adoption or modification, the person is not aware of any material nonpublic information about the Company or its securities; and (ii) the plan is being adopted or modified in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5; and
- Be operated in good faith throughout the duration of the plan. The person adopting the plan must not alter or deviate from the plan, or enter into or alter a corresponding or hedging transaction or position with respect to the securities covered by the plan.

8.2 Cooling-Off Periods.

No trade may be executed under a Rule 10b5-1 plan until the applicable cooling-off period has elapsed following adoption or modification of the plan:

- **For directors and officers:** The cooling-off period is the later of (a) 90 days after adoption or modification of the plan, or (b) two business days following the disclosure of the Company's financial results in a Form 10-Q or Form 10-K for the fiscal quarter in which the plan was adopted or modified; provided, however, that in no event shall the cooling-off period exceed 120 days after adoption or modification.
- **For all other persons (other than the Company itself):** The cooling-off period is 30 days after adoption or modification of the plan.

8.3 Restrictions on Multiple and Overlapping Plans.

A person may not maintain multiple overlapping Rule 10b5-1 plans, except as permitted under limited exceptions set forth in Rule 10b5-1(c)(1). Specifically:

- A person may maintain a later-commencing plan if trading under the earlier plan is not scheduled to begin until after all trades under the first plan are completed or expired, subject to applicable cooling-off periods for the later plan.
- A person may maintain a separate plan solely for the purpose of a sell-to-cover transaction to satisfy tax withholding obligations arising from the vesting of compensatory awards.

8.4 Limitation on Single-Trade Plans.

For persons other than the Company, the Rule 10b5-1 affirmative defense is available for only one single-trade plan during any 12-month period. A "single-trade plan" is a plan that is designed to effect the open-market purchase or sale of the total amount of securities covered by the plan in a single transaction.

8.5 Pre-Clearance and Window Requirements for Plans.

The adoption, modification, suspension, or termination of any Rule 10b5-1 plan must: (a) occur only during an open trading window; (b) be pre-cleared in writing by the Chief Executive Officer; and (c) comply with all other applicable requirements of this Policy. The Chief Executive Officer may impose additional conditions on any Rule 10b5-1 plan as he or she deems appropriate.

8.6 Company Disclosure Obligations.

Insiders should be aware that, pursuant to SEC rules (Item 408(a) of Regulation S-K), the Company is required to disclose in its quarterly reports on Form 10-Q and its annual reports on Form 10-K the adoption, modification, or termination of Rule 10b5-1 trading plans and certain other trading arrangements by directors and officers during the applicable reporting period. In addition, the Company's insider trading policy is required to be filed as an exhibit to its annual report on Form 10-K (Item 408(b) of Regulation S-K). Insiders should not adopt, modify, or terminate a Rule 10b5-1 plan with the expectation that such action will not be publicly disclosed.

Unauthorized Disclosure

It is the policy of the Company to respond "no comment" to inquiries of any kind concerning the stock value or activities of the Company, including possible acquisitions or business combinations which might affect the stock value. It is also the policy of the Company to respond "no comment" in response to any inquiries involving speculation or rumors that might appear or be raised.

Maintaining the confidentiality of the Company information is essential for competitive, security and other business reasons, as well as to comply with securities laws. Information an Insider learns about the Company or its business plans is potentially "inside" information until publicly disclosed or made available by the Company. The Insider should treat all such information as confidential and proprietary to the Company. The Insider may not disclose information to others, such as family members, other relatives, or business or social acquaintances, who do not need to know it for legitimate business reasons. This prohibition includes disclosure of all such information on any Internet website, electronic bulletin board or message board, chat room, social media platform, or other similar form of electronic communication.

Also, the timing and nature of the Company's disclosure of material information to outsiders is subject to legal rules, the breach of which could result in substantial liability to the Insider, the Company and its management. Accordingly, it is important that only specifically designated representatives of the Company discuss the business of the Company and its affiliates with the news media, securities analysts and investors. If you receive any inquiry of this type, you should refer the inquiry to the Chief Executive Officer who will make certain the inquiry is directed to the appropriate individual within the Company.

Personal Responsibility; Company Assistance

Each Insider should remember that the ultimate responsibility for adhering to this policy and avoiding improper trading rests with the Insider. In this regard, it is important that each Insider use his or her best judgment. **If an Insider violates this policy, the Company may take disciplinary action, including termination for cause.**

Compliance with this policy by all Insiders is of the utmost importance both for the Insider and for the Company. Any person who has any questions about the application of this policy to any particular case may obtain additional guidance from the Chief Executive Officer at Xiaohua_lu@xmax.com.

Sanctions

Violation of this Policy may result in Company-imposed sanctions, including termination of employment or service for cause, whether or not the violation results in a violation of law. Violations of applicable securities laws may also expose the Insider to severe civil and criminal penalties, including fines and imprisonment.

Waivers

Only the Board of Directors (or a committee of the Board delegated such authority) may grant a waiver of any provision of this Policy. Requests for waivers should be directed to the Chief Executive Officer, who will present the request to the Board or applicable committee. Any waiver granted to a director or executive officer will be disclosed to the extent required by applicable law or Nasdaq listing rules.

XMAX INC.

RE: Certification of Compliance with the Company's Insider Trading Policy

Dear Insider:

Enclosed is a copy of XMax Inc.'s Insider Trading Policy, which addresses securities trades by XMax Inc. personnel who are "Insiders" under the provisions of the Policy. As you will see from the Policy, the consequences of an insider trading violation can be devastating to both the individual involved and our company.

Please take a few minutes to read the enclosed Policy and then sign and return a copy of this letter to XMax Inc.'s Corporate Secretary.

Very truly yours,

Chief Executive Officer

CERTIFICATION

The undersigned hereby certifies that he/she has read and understands, and agrees to comply with, XMax Inc.'s Insider Trading Policy, a copy of which was distributed with this letter.

Date:___________________ Signature:______________________

Print Name:______________________

XMAX INC.

RE: Certification of Compliance with the Company's Insider Trading Policy by Employees

Dear Employee:

Enclosed is a copy of XMax Inc.'s Insider Trading Policy by Employees, which address securities trades by XMax Inc. personnel. As you will see from the Policy, the consequences of an insider trading violation can be devastating to both the individual involved and our company.

Please take a few minutes to read the enclosed Policy and then sign and return a copy of this letter to your immediate supervisor or department head.

Very truly yours,

Chief Executive Officer

CERTIFICATION

The undersigned hereby certifies that he/she has read and understands, and agrees to comply with, XMax Inc.'s Insider Trading Policy by Employees, a copy of which was distributed with this letter.

Date:__________________ Signature: __________________________________

Print Name: ________________________________

Department: ________________________________