

Stock Code: 6751



**Acer Synergy Tech Corp.**

**Agenda of  
2025 General Shareholders' Meeting  
(Translation)**

Date: June 11, 2025

Venue: Room 2, No. 11, Huanke 1st Rd.,

Zhubei City, Hsinchu County

## ***Disclaimer***

This is a translation of the 2025 General Shareholders' Meeting Agenda of Acer Synergy Tech Corp. (the "Company"). The translation is intended for reference only and nothing else, the Company hereby disclaims any and all liabilities whatsoever for the translation. The Chinese text of the Agenda shall govern any and all matters related to the interpretation of the subject matter stated herein.

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# **A.Meeting Agenda**

Time: 9:00 a.m., June 11, 2025

Venue: Room 2, No. 11, Huanke 1st Rd., Zhubei City, Hsinchu County

Type: Physical shareholder's meeting

## **1. Report Items**

- (1) Business Report for the Year 2024
- (2) Audit Committee's Review Report
- (3) Report on Execution of the Distribution of Cash Dividend, Employees' Profit Sharing Bonus and Board Directors' Compensation for the Year 2024

## **2. Election Item**

To Re-elect Fully Seven Directors (Including Four Independent Directors) of the Company

## **3. Proposed Items for Ratification and Discussion**

- (1) Ratification Proposal of the Financial Statements, Business Report and the Proposal for Profit & Loss Appropriation for the Year 2024
- (2) Proposal of the Amendments to Articles of Incorporation
- (3) To Release Non-Compete Restrictions on Newly-Elected Directors and Legal Representatives

**4. Extemporany Motion**

**5. Meeting Adjourned**

## 1. Report Items

- (1) Business Report for the Year 2024

Explanatory Notes: Please refer to Attachment 1, pages 11

- (2) Audit Committee's Review Report

Explanatory Notes: Please refer to Attachment 2, page 14

- (3) To Report Execution of the Distribution of Cash Dividend, Employees' Profit Sharing Bonus and Board Directors' Compensation for the Year 2024

Explanatory Notes:

A. The Distribution of Cash Dividend for the Year 2024

- i. In accordance with Article 24, Paragraph 2 of the Article of Incorporation, the distributable dividends, bonuses, and capital reserve or legal reserve in whole or in part will be paid in cash by this Company 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.
- ii. The total accumulative earnings available for appropriation is NT\$22,815,138 and plan to distribute the cash dividend of NT\$22,200,000 to the shareholders whose names and respective shares are in the shareholders' register on the record date for ex-dividend, at a preliminary ratio of NT\$1 per share. (Rounded down to NT\$1 and the residue will be calculated and booked as the Company's other income).
- iii. The record date for ex-dividend is temporarily set on July 10<sup>th</sup>, 2025, and the distribution date is set on July 29<sup>th</sup>, 2025. Should the dates above be adjusted due to the amendment of laws or regulations, or request by competent authorities, the Chairman is authorized with full power to adjust accordingly.

B. The Execution of Employees' Profit Sharing Bonus and Board Directors' Compensation for the Year 2024

The Board of Directors approved the proposal of employees' 2024 profit sharing bonus and Board Directors' compensation on March 11, 2025. The employees' profit sharing bonus and Board Directors' compensation are to be distributed in cash.

- i. The total amount of employees' 2024 profit sharing bonus is NT\$2,656,000.
- ii. The total amount of Board Directors' 2024 compensation is NT\$191,000.

## **2. Election Item**

Proposal: To Re-elect Fully Seven Directors (Including Four Independent Directors)  
of the Company. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Since the tenure of all current seven directors of the Company (including three independent directors) will expire in June 2025, it is to re-elect all directors (including three ordinary directors and four independent directors) at the General Shareholders' Meeting this year in accordance with the Company's Articles of Incorporation. The tenure of directors to be elected shall commence on June 11, 2025, for three-year term and are eligible for re-election. The Audit Committee will be constituted by all the independent directors, and the Remuneration Committee will be constituted by three or more independent directors.
- (2) The List of Candidates for Directors and Independent Directors is attached as Attachment 3 which was nominated by the Board of Directors on March 11, 2025. (Please refer to pages 15 to 17).

Voting Result:

### **3. Proposed Items for Ratification and Discussion**

#### **Item 1**

Proposed by the Board of Directors

Proposal: Ratification Proposal of the Financial Statements, Business Report and the Proposal for Profit & Loss Appropriation for the Year 2024.

Explanatory Notes:

- (1) The Company's Financial Statements for the Year 2024, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flow have been audited by CPA Meng-Jie Chiou and CPA Jun-Yu Wang of Deloitte.
- (2) The Business Report for the Year 2024, the aforementioned financial statements and the Proposal for Profit & Loss Appropriation for the Year 2024 are attached hereto as Attachment 1, pages 11, and Attachment 4~5, pages 18 to 32, which have been approved by the Audit Committee and by the Board of Directors via resolution.
- (3) Please discuss.

Resolution:

## Item 2

Proposed by the Board of Directors

Proposal: Proposal of the Amendments to Articles of Incorporation.

Explanatory Notes:

- (1) In response to regulatory changes and to enhance corporate governance, the Company proposes to amend its Articles of Incorporation. The key points of the proposed amendments are as follows:
  - A. To align with the amendment to Article 14, Paragraph 6 of the Securities and Exchange Act effective August 7, 2024, and in accordance with the Financial Supervisory Commission's directive No. 1130385442 dated November 8, 2024, Paragraph 2 of Article 23 has been revised to stipulate that, if the Company makes the profit in a year, after reserving an amount in advance to make up for accumulated losses, no less than 1% of the remaining profit shall be allocated as compensation for grassroots employees.
  - B. According to Article 24 of the latest “Code of Corporate Governance Practices for Listed Companies” issued on August 23, 2024, Paragraph 2 of Article 14, has been amended to specify that the number of independent directors of the Company shall not be less than one-third of the total number of directors.
- (2) Please refer to the attachment 6, pages 33 to 34, for the comparison table of the Company’s Articles of Incorporation before and after the amendments.
- (3) Please discuss.

Resolution:

**Item 3**

Proposed by the Board of Directors

Proposal: To Release Non-Compete Restrictions on Newly-Elected Directors and Legal Representatives.

Explanatory Notes:

- (1) Pursuant to Article 209 of the Company Act, a director engaging, either for himself or on behalf of another person, in activities that are within the scope of the company's business, shall explain to the Shareholders' Meeting the essential contents of such activities and obtain its approval for conducting such activities.
- (2) It is proposed to request the General Shareholders' Meeting to release the non-compete restrictions on newly-elected directors or their representatives, who participate in the operations of another company that engages in the same or similar business scope as the Company.
- (3) Please refer to Attachment 7, pages 35 to 36, for the Concurrent Positions of Director and Independent Director Candidates.
- (4) Please discuss.

Resolution:

**4. Extemporaneous Motion**

**5. Meeting Adjourned**

## B.Attachment

### Attachment 1

#### Acer Synergy Tech Corp.

#### Business Report

In the fiscal year 2024, Acer Synergy Tech Corp. (AST) achieved consolidated revenue of NT\$1,804,648 thousand, reflecting a 4% growth compared to the previous year. However, due to the impairment provision for prepayments by its subsidiary, Shine Passion Engineering Co., Ltd (SPE), which increased operating costs, and the expenses related to the subsidiaries' IPO plans, the company's annual profit declined. The consolidated net profit after tax was NT\$18,493 thousand, a 71% decrease compared to fiscal year 2023.

The Business Report for the Year 2024

Financial Statements Information and Profitability Analysis

For fiscal year 2024, the company's operating revenue was NT\$1,804,648 thousand, with a gross profit of NT\$233,263 thousand. After deducting operating expenses, the operating net profit was NT\$6,170 thousand, and the net profit after tax for the full year amounted to NT\$18,493 thousand. The basic earnings per share (EPS) after tax is NT\$0.83. The consolidated financial data is presented as follows:

Unit: NT\$ Thousand

Item	FY 2024		FY 2023		Increase (Decrease)	
	Amount	%	Amount	%	Amount	%
Revenue	1,804,648	100%	1,738,519	100%	66,129	4%
Cost of goods sold	1,571,385	87%	1,411,662	81%	159,723	11%
Gross Margin	233,263	13%	326,857	19%	(93,594)	(29%)
Operating Expenses	227,093	13%	196,109	11%	30,984	16%
Operating Income	6,170	0.3%	130,748	8%	(124,578)	(95%)
Net Income	18,493	1%	64,212	4%	(45,719)	(71%)
EPS (NT\$)	0.83		3.07		(2.24)	

Operational Indicators	Indicator	FY 2024	FY 2023
Financial Structure	Debt-to-Asset Ratio (%)	36.60	32.16
Solvency	Current Ratio (%)	206.13	225.62
	Quick Ratio (%)	187.65	219.86
	Interest Coverage Ratio (%)	53.69	163.90
Profitability	Return on Assets (%)	1.03	4.41
	Return on Equity (%)	1.53	6.61
	Net Profit Margin (%)	1.02	3.69
	EPS (NT\$)	0.83	3.07

Business Plan Implementation Results

Development of Manpower Services

The subsidiary Acer Synergy Manpower Corp.(ASM) (7706) has continued to grow significantly since its listing on the Emerging Stock Board in FY 2023, with a 42% year-over-year revenue increase. The company has adopted a professional management model to expand its service offerings beyond IT outsourcing to include administrative, R&D, and project management services. In FY 2024, the company established a Japanese subsidiary through ASM to enhance its presence in East-Asia and improve real-time services for clients in the semiconductor industry.

**OT Business Development**

The company invested in SPE in FY 2022, expanding its scope into the OT (Operational Technology) sector. A new office was set up in southern Taiwan this year to further expand the business landscape. SPE secured multiple public sector projects, including contracts from National Housing and Urban Regeneration Center and a military base in Pingtung. demonstrating service diversification. Despite setbacks from a supplier default that increased costs, overall development remained stable. The company has initiated legal actions and strengthened internal controls to mitigate future risks.

**Development of IT and System Integration Services**

The company made significant progress in AI-driven innovation this fiscal year, launching an “Intelligent Compliance Review Platform for Advertisements” in partnership with academic and industry partners. Utilizing large language models (LLMs) and deep learning, the platform assists in reviewing food-related advertisements for compliance, improving enforcement efficiency and reducing corporate risk. The company will continue to develop AI applications across sectors to support digital transformation and offer efficient compliance management solutions to clients.

Summary of Business Plans for the Fiscal Year and Future Development Strategies

**Overseas Development of IT and Manpower Services**

The company continues to monitor global investment trends and leverage its international partner network for business expansion. In addition to expanding in the U.S. and Japan, the company is evaluating new operational bases in Europe and North America to support customer expansion. Local market entry and partnerships are also being pursued to grow its regional presence. New U.S. immigration and tariff regulations are reshaping tech talent flows, and the company aims to address these changes by offering compliant training programs through ASM to enhance talent value and meet global workforce demands.

**Strengthening Semiconductor Services and Diversifying Client Base**

The company will further strengthen its relationships with semiconductor and high-tech clients while actively exploring opportunities in other industries. By participating in public sector projects and building closer ties with financial institutions, the company aims to establish a stable and high-retention customer base. The company also continues to seek suitable investment partners to develop integrated IT, OT, and CT (Communication Technology) solutions. Innovations include generative AI applications and ESG-compliant services to enhance energy efficiency, optimize operations, and improve cybersecurity.

**Strengthening Corporate Management and Talent Development**

The company is committed to enhancing internal controls and leveraging external consultants throughout the IPO process of its subsidiaries. This effort will improve financial governance, regulatory compliance, and overall operational efficiency. It also supports brand visibility and competitiveness in the talent market. To maintain a diverse and capable talent pool, the company promotes staff development through job rotations, on-the-job training, and targeted programs, aligning workforce capabilities with strategic growth objectives.

Impact of External Competitive, Regulatory, and Macroeconomic Environments

Global geopolitical and economic conditions remained volatile in 2024. New U.S. restrictions on

the tech supply chain and tariff policies introduced uncertainties for Taiwan's technology sector. Ongoing conflicts in Ukraine and heightened geopolitical tensions continue to affect global energy supply and economic recovery. Nevertheless, developments in generative AI, semiconductors, and clean energy continue to drive industrial transformation. The global computing power market remains unsaturated, and AI products are increasingly entering the consumer market, presenting new growth opportunities for IT hardware and software providers. The global semiconductor industry grew by 19% in 2024, with continued expansion expected in 2025. The company will remain alert to policy changes and adapt its market strategies accordingly, leveraging both domestic and international supplier networks to maintain competitiveness.

Looking ahead, the management team will adopt a cautious approach to risk management, develop stable business strategies, and support overseas expansion and technology services across its business groups. The company is committed to delivering long-term shareholder value through multi-engine growth.

Chairman : Maverick Shih    President : KS Harn    CFO : Jerome Wu

Notes:

The financial statement information and profitability analysis are based on net profit attributable to the company's shareholders.

The company did not provide financial forecasts for FY 2024; therefore, the analysis is based on actual operational performance.

The company primarily engages in system integration services, providing tailored combinations of hardware, software, and maintenance solutions based on clients' specific needs. Due to the significant variability in client requirements, estimating product sales volume for analytical purposes is not feasible.

**Attachment 2**

**Audit Committee Report**

The Board of Directors has prepared the Company’s 2024 Financial Statements, Business Report, and the Proposal for Profit & Loss Appropriation. The CPA Meng-Jie Chiou and Jun-Yu Wang from Deloitte were retained to audit the Company’s Financial Statements and have issued an audit report relating to the Financial Statements. The said Financial Statements, Business Report, and Proposal for Profit & Loss Appropriation have been reviewed and determined to be correct and accurate by the Audit Committee of Acer Synergy Tech Corp. in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this Report.

Acer Synergy Tech Corp.  
Convener of the Audit Committee :           Nancy Hu          

March 11<sup>th</sup>, 2025

### Attachment 3

#### List of Director and Independent Director Candidates

Type	Name	Academic Background	Experience	All Current Position	Shareholdings (Note 1)
Acer Inc. legal representative / Director	Maverick Shih	Ph.D. in Electrical Engineering, University of Southern California	General Manager, Acer Cloud Technology (Taiwan) Inc. Special Assistant to General Manager, Acer Cloud Technology Group	1. Director, Acer Inc. 2. Director, Supervisor or Manger, Acer Group	12,639,874 shares
Acer Inc. legal representative / Director	Meggy Chen	Business Administration Master, UCLA Anderson School of Management	Corp. Director of Funding, Acer Inc.	1. Corp. CFO, Acer Inc. 2. Director, Supervisor or Manger, Acer Group	12,639,874 shares
Acer Inc. legal representative / Director	Andy Lin	B.A. in Public Administration, National Chengchi University	Corp. CHO, Acer Inc.	1. Corp. CHO, Acer Inc. 2. Director, Supervisor or Manger, Acer Group	12,639,874 shares
Independent Director	Nancy Hu	MBA, Florida International University Master of Computer Science, Barry University, USA	Corp. CFO, Acer Inc Chief Executive Officer, PGMA Fund Asia Chairman, Gold Typhoon Music Co., Ltd Chief Executive Officer, Asia Television Limited, Hong Kong President and Vice Chairperson, Videoland Television Network Director and Partner, KND & CO. CPA LIMITED Independent Director, Enterprise Development Holdings Limited Supervisor, Powerchip Semiconductor Manufacturing Corporation Chairman, BENEPET CO., LTD.	1. Chairman, BeneLife Enterprise Co., Ltd. 2. Director, BENEPET Co., Ltd. 3. Chairman, Invista Investment Co., Ltd. 4. Director, Chung Hsing Agriculture and Forestry Development Co., Ltd. 5. Chairman, BeneLife Enterprise Management Consulting (Shanghai) Co., Ltd. 6. Independent Director, Vigor Kobo Co., Ltd. 7. Independent Director, ADATA Technology Co., Ltd. 8. Supervisor, Hemei Exhibition Co., Ltd. 9. Supervisor, Jinghe Japan Co., Ltd. 10. Supervisor, SmartBee Technology Limited	0 shares

Type	Name	Academic Background	Experience	All Current Position	Shareholdings (Note 1)
				<ul style="list-style-type: none"> <li>11. Consultant, Beautimode Corporation</li> <li>12. Consultant, Teknowledge Development Corp.</li> <li>13. Independent Director, Zhen Ding Technology Holding Limite</li> <li>14. Director, Benefit Life International Limited</li> <li>15. Supervisor, Nexchip Semiconductor Corporation</li> </ul>	
Independent Director	Teresa Cheng	Dual Master's in Computer Science & Applied Math, University of Illinois Urbana-Champaign, USA	General Manager, Meichu Intelligence Corporation Senior Director of Information Center, Macronix International Co., Ltd, Software Development Team Leader, HK Zhiyuan Technology Co., Limited North American Philips Labs., NY, USA Research Associate of Manufacturing Information System International Business Machines Corporation T.J. Watson, New York, USA Research Center Software Engineer	<ul style="list-style-type: none"> <li>1. Chairman, Global Bright International Investments Limited</li> <li>2. Chairman, Danyu Asset Management Co., Ltd.</li> <li>3. Chairman, HanYu Assets Co. Ltd</li> <li>4. Legal Representative Director, IMQ TECHNOLOGY INC.</li> <li>5. Supervisor, Uniband Electronic Corp.</li> </ul>	0 shares
Independent Director	Cathy Yen	M.A., Graduate Institute of Business Administration, National Taiwan University	Chairman, Sundia Medi Tech, Inc. Independent Director, United Communication Group Co., Ltd.	<ul style="list-style-type: none"> <li>1. President, Sundia MediTech USA, Inc., Taiwan Branch.</li> <li>2. Chairman, Sundia Medi Tech USA, Inc.</li> </ul>	0 shares
Independent Director	Ian Liao	Entrepreneurship Management Program at Cambridge Judge Business School, University of Cambridge LL.M., Chung	Chairman, ROC House of Dreams Association Director, Taipei Truth Church Independent Director, Xander International Corp.	<ul style="list-style-type: none"> <li>1. Chairman, ROC House of Dreams Association</li> <li>2. Director and Vicar, Taipei Truth Church</li> <li>3. Independent Director, Acer Gaming Inc.</li> </ul>	0 shares

Type	Name	Academic Background	Experience	All Current Position	Shareholdings (Note 1)
		Yuan Christian University LL.B., Soochow University		4. Independent Director, Xander International Corp. 5. Director, Victory Social Welfare Foundation	

Note1: Number of shares held as of April 13, 2025

## Attachment 4

### INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders Acer Synergy Tech Corp.

#### Opinion

We have audited the accompanying consolidated financial statements of Acer Synergy Tech Corp. (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, based on our audits and the report of other auditors (please refer to the Other Matter paragraph), 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 Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing 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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion based on our audits and the report of other auditors.

#### 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, and we do not provide a separate opinion on these matters.

The description of the key audit matters of the Group's consolidated financial statements for the year ended December 31, 2024 is as follows

#### Validity of the Construction Contracts and Inputs

The primary source of revenue of the Group comes from the sales of system integration, construction revenue and other service income. Construction revenue accounts for approximately 33% of consolidated operating revenue. Revenue and costs of construction contracts are recognized based on the level of completion for each contract. The accumulated contract costs incurred over the estimated total contract costs are used to measure the level of completion. If the input costs are not reasonably estimated or actually incurred, it may affect the validity of the revenue recognition of construction contract. Since these matters have a significant impact on the consolidated financial statements, therefore, the validity of the construction contracts and inputs is considered a key audit matter.

We performed audit procedures for the aforementioned key audit matter are described as follows:

We understand the revenue recognition process and the related internal procedures for the construction contracts. We also performed tests to evaluate whether the Group has complied with the relevant internal procedures.

We obtained a statement of construction contract revenue recognition from management and verified the total revenue from the construction contracts, the contract costs incurred and the estimated total contract costs to match with the accounts.

We sampled the supporting documents from the contract costs incurred during the year to assess the relevance and reasonableness of the contract.

We sampled the subsequent payments on the outstanding contract costs as of the balance sheet date.

Please refer to Notes 4, 5 and 23 to the consolidated financial statements for the accounting policies and disclosures related to the construction revenue.

#### **Other Matter**

We have also audited the parent company only financial statements of Acer Synergy Tech Corp. as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion with other matter paragraph.

#### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and

using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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

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.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.

However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 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.

The engagement partners on the audits resulting in this independent auditors' report are Meng-Chieh Chiu and Chun-Yu Wang.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China  
March 12, 2024

Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.*

# ACER SYNERGY TECH CORP. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

	2024		2023	
	Amount	%	Amount	%
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 449,344	24	\$ 657,925	36
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	42	-
Financial assets at amortized cost - current (Notes 4, 9 and 33)	6,090	-	6,090	-
Contract assets - current (Notes 4, 5, 23 and 32)	159,879	9	137,235	7
Notes receivable, net (Notes 4, 5 and 10)	61,860	3	15,130	1
Trade receivables, net (Notes 4, 5 and 10)	448,797	24	414,381	23
Trade receivables from related parties (Notes 4 and 32)	33,387	2	5,555	-
Other receivables (Notes 4, 5 and 10)	3,187	-	2	-
Current tax assets (Notes 4 and 25)	2,423	-	4	-
Inventories, net (Notes 4 and 11)	86,835	5	9,332	1
Prepayments (Note 32)	28,433	2	23,396	1
Other current assets	5,489	-	13,818	1
Total current assets	<u>1,285,724</u>	<u>69</u>	<u>1,282,910</u>	<u>70</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	103,014	6	101,533	6
Financial assets at amortized cost - non-current (Notes 4, 9 and 33)	7,060	-	6,892	-
Property, plant and equipment, net (Notes 4 and 13)	175,954	10	181,544	10
Right-of-use assets (Notes 4 and 14)	8,485	-	3,089	-
Net investment properties (Notes 4, 15 and 33)	26,228	1	26,452	1
Goodwill (Notes 4, 5 and 16)	83,685	5	83,685	5
Other intangible assets (Notes 4 and 17)	115,016	6	125,317	7
Deferred tax assets (Notes 4 and 25)	29,070	2	7,236	-
Other non-current assets	24,072	1	15,914	1
Total non-current assets	<u>572,584</u>	<u>31</u>	<u>551,662</u>	<u>30</u>
<b>TOTAL</b>	<u>\$ 1,858,308</u>	<u>100</u>	<u>\$ 1,834,572</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term borrowings (Notes 4 and 18)	\$ 30,000	2	\$ 100	-
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	-	-	4,881	-
Contract liabilities - current (Notes 4 and 23)	91,643	5	136,926	8
Notes payables	1,689	-	247	-
Trade payables	314,669	17	274,068	15
Trade payables to related parties (Note 32)	6,649	-	7,170	-
Other payables (Note 19)	125,019	7	113,681	6
Other payables to related parties (Note 32)	2,923	-	1,765	-
Current tax liabilities (Notes 4 and 25)	16,887	1	13,543	1
Provisions - current (Notes 4 and 20)	14,340	1	6,200	-
Lease liabilities - current (Notes 4 and 14)	3,510	-	2,073	-
Current portion of long-term borrowings and bonds payable (Notes 4, 18 and 33)	4,375	-	-	-
Other current liabilities (Note 19)	12,050	1	7,971	1
Total current liabilities	<u>623,754</u>	<u>34</u>	<u>568,625</u>	<u>31</u>
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Notes 4, 18 and 33)	30,625	2	-	-
Deferred tax liabilities (Notes 4 and 25)	6,572	-	7,131	-
Lease liabilities - non-current (Notes 4 and 14)	5,031	-	1,051	-
Net defined benefit liabilities (Notes 4 and 21)	13,933	1	13,006	1
Other non-current liabilities (Note 19)	193	-	193	-
Total non-current liabilities	<u>56,354</u>	<u>3</u>	<u>21,381</u>	<u>1</u>
Total liabilities	<u>680,108</u>	<u>37</u>	<u>590,006</u>	<u>32</u>
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>				
Share capital				
Ordinary shares	222,000	12	222,000	12
Capital surplus	598,772	32	598,646	33
Retained earnings				
Legal reserve	24,400	2	19,132	1
Special reserve	19,065	1	14,271	1
Unappropriated earnings	19,274	1	55,544	3
Total retained earnings	<u>62,739</u>	<u>4</u>	<u>88,947</u>	<u>5</u>
Other equity				
Exchange differences on translation of the financial statements of foreign operations	3,735	-	(144)	-
Unrealized valuation loss on financial assets at fair value through other comprehensive income	(17,440)	(1)	(18,921)	(1)
Total other equity	<u>(13,705)</u>	<u>(1)</u>	<u>(19,065)</u>	<u>(1)</u>
Total equity attributable to owners of the Company	869,806	47	890,528	49
<b>NON-CONTROLLING INTERESTS</b>				
Total equity	<u>1,178,200</u>	<u>63</u>	<u>1,244,566</u>	<u>68</u>
<b>TOTAL</b>	<u>\$ 1,858,308</u>	<u>100</u>	<u>\$ 1,834,572</u>	<u>100</u>

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

(With Deloitte & Touche auditors' report dated March 11, 2025)

# ACER SYNERGY TECH CORP. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 5, 23 and 32)	\$ 1,804,648	100	\$ 1,738,519	100
OPERATING COSTS (Notes 4, 11, 21, 24 and 32)	<u>1,571,385</u>	<u>87</u>	<u>1,411,662</u>	<u>81</u>
GROSS PROFIT	<u>233,263</u>	<u>13</u>	<u>326,857</u>	<u>19</u>
OPERATING EXPENSES (Notes 4, 10, 24 and 32)				
Selling and marketing expenses	50,346	3	50,445	3
General and administrative expenses	147,228	8	119,347	7
Research and development expenses	23,192	1	23,000	1
Expected credit loss	<u>6,327</u>	<u>1</u>	<u>3,317</u>	<u>-</u>
Total operating expenses	<u>227,093</u>	<u>13</u>	<u>196,109</u>	<u>11</u>
PROFIT FROM OPERATIONS	<u>6,170</u>	<u>-</u>	<u>130,748</u>	<u>8</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 4 and 24)	5,017	-	3,012	-
Other income (Notes 4 and 24)	5,520	1	4,878	-
Other gains and losses (Notes 4, 24 and 32)	14,702	1	1,500	-
Finance costs (Notes 4 and 24)	<u>(585)</u>	<u>-</u>	<u>(855)</u>	<u>-</u>
Total non-operating income and expenses	<u>24,654</u>	<u>2</u>	<u>8,535</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	30,824	2	139,283	8
INCOME TAX EXPENSE (Notes 4 and 25)	<u>(7,557)</u>	<u>(1)</u>	<u>(30,798)</u>	<u>(2)</u>
NET PROFIT FOR THE YEAR	<u>23,267</u>	<u>1</u>	<u>108,485</u>	<u>6</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(417)	-	(1,676)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income (Notes 4 and 22)	1,481	-	(3,687)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Notes 4 and 22)	<u>4,287</u>	<u>1</u>	<u>(1,260)</u>	<u>-</u>

(Continued)

# ACER SYNERGY TECH CORP. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Other comprehensive loss for the year, net of income tax	\$ 5,351	1	\$ (6,623)	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 28,618	2	\$ 101,862	6
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 18,493	1	\$ 64,212	4
Non-controlling interests	4,774	-	44,273	2
	\$ 23,267	1	\$ 108,485	6
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 23,552	2	\$ 57,742	3
Non-controlling interests	5,066	-	44,120	3
	\$ 28,618	2	\$ 101,862	6
EARNINGS PER SHARE (Note 26)				
Basic	\$ 0.83		\$ 3.07	
Diluted	\$ 0.83		\$ 3.06	

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

(With Deloitte & Touche auditors' report dated March 11, 2025)

(Concluded)

## ACER SYNERGY TECH CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owner of the Company							Other Equity (Note 22)			Non-Controlling Interests	Total Equity	
	Share Capital (Note 22)		Capital Surplus (Note 22)	Retained Earnings (Note 22)				Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total Other Equity			
	Shares	Amount		Legal Reserve	Special Reserve	Earnings	Total						
	(In Thousands)												
BALANCE, JANUARY 1, 2023	20,000	\$ 200,000	\$ 417,514	\$ 11,495	\$ 374	\$ 84,397	\$ 96,266	\$ 963	\$ (15,234)	\$ (14,271)	\$ 699,509	\$ -	\$ 699,509
Appropriation of 2022 earnings													
Legal reserve	-	-	-	7,637	-	(7,637)	-	-	-	-	-	-	-
Special reserve	-	-	-	-	13,897	(13,897)	-	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(60,000)	(60,000)	-	-	-	(60,000)	-	(60,000)
Issuance of ordinary shares for cash	2,200	22,000	175,505	-	-	-	-	-	-	-	197,505	-	197,505
Net profit for the year ended December 31, 2023	-	-	-	-	-	64,212	64,212	-	-	-	64,212	44,273	108,485
Other comprehensive loss for the year ended December 31, 2023, net of income tax	-	-	-	-	-	(1,676)	(1,676)	(1,107)	(3,687)	(4,794)	(6,470)	(153)	(6,623)
Actual disposal or acquisition of interests in subsidiaries	-	-	5,626	-	-	-	-	-	-	-	5,626	227,415	233,041
Changes in percentage of ownership interests in subsidiaries	-	-	-	-	-	(9,855)	(9,855)	-	-	-	(9,855)	76,562	66,707
Share-based payment arrangements	-	-	1	-	-	-	-	-	-	-	1	5,941	5,942
BALANCE AT DECEMBER 31, 2023	22,200	222,000	598,646	19,132	14,271	55,544	88,947	(144)	(18,921)	(19,065)	890,528	354,038	1,244,566
Appropriation of 2023 earnings													
Legal reserve	-	-	-	5,268	-	(5,268)	-	-	-	-	-	-	-
Special reserve	-	-	-	-	4,794	(4,794)	-	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(44,400)	(44,400)	-	-	-	(44,400)	-	(44,400)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(50,740)	(50,740)
Net profit for the year ended December 31, 2024	-	-	-	-	-	18,493	18,493	-	-	-	18,493	4,774	23,267
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	(301)	(301)	3,879	1,481	5,360	5,059	292	5,351
Changes in percentage of ownership interests in subsidiaries	-	-	48	-	-	-	-	-	-	-	48	30	78
Share-based payment transactions	-	-	78	-	-	-	-	-	-	-	78	-	78
BALANCE AT DECEMBER 31, 2024	22,200	\$ 222,000	\$ 598,772	\$ 24,400	\$ 19,065	\$ 19,274	\$ 62,739	\$ 3,735	\$ (17,440)	\$ (13,705)	\$ 869,806	\$ 308,394	\$ 1,178,200

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

(With Deloitte & Touche audit report dated March 11, 2025)

# ACER SYNERGY TECH CORP. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 30,824	\$ 139,283
Adjustments for:		
Depreciation expense	10,564	7,506
Amortization expense	12,696	10,662
Expected credit loss recognized (reversed) on trade receivables	6,327	3,317
Net loss (gain) on fair value changes of financial assets and liabilities at fair value through profit or loss	161	1,716
Finance costs	585	855
Interest income	(5,017)	(3,012)
Dividend income	(3,395)	(3,249)
Share-based compensation	156	5,942
Gain on disposal of property, plant and equipment	-	(220)
Impairment loss recognized on assets	97,750	-
Reversal of write-down of inventories	363	(2,313)
Changes in operating assets and liabilities		
Contract assets	(22,644)	(107,494)
Notes receivables	(46,730)	(15,042)
Trade receivables	(34,588)	130,330
Trade receivables from related parties	(27,832)	6,217
Other receivables	(8,562)	1,398
Inventories	(77,063)	30,094
Prepayments	(102,180)	(16,593)
Other current assets	7,722	(12,638)
Contract liabilities	(45,283)	32,363
Notes payable	1,442	(487)
Trade payables	40,601	(66,586)
Trade payables to related parties	(521)	(585)
Other payables	11,338	16,291
Other payables to related parties	1,158	(252)
Provisions	8,140	(4,564)
Other current liabilities	4,079	2,239
Net defined benefit liabilities	407	417
Net cash generated from operations	(139,502)	155,595
Interest received	5,017	3,012
Interest paid	(585)	(855)
Income tax paid	(28,922)	(47,630)
Net cash generated from operating activities	<u>(163,992)</u>	<u>110,122</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at amortized cost	(168)	(9,095)
Payments for property, plant and equipment	(2,452)	(11,914)
Proceeds from disposal of property, plant and equipment	-	352
Payments for intangible assets	(2,395)	(3,828)

(Continued)

# ACER SYNERGY TECH CORP. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Net cash inflow generated from business combination	\$ -	\$ 209,244
Increase in other non-current assets	(8,936)	(7,986)
Dividends received	<u>3,395</u>	<u>3,249</u>
Net cash generated from (used in) investing activities	<u>(10,556)</u>	<u>180,022</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from short-term borrowings	29,900	-
Repayments of short-term borrowings	-	(36,900)
Proceeds from long-term borrowings	35,000	-
Repayments of long-term borrowings	-	(10,003)
Repayment of the principal portion of lease liabilities	(3,080)	(2,037)
Repayments of other financial liabilities	(5,000)	(5,000)
Dividends paid to owners of the Company	(44,400)	(60,000)
Issuance of ordinary shares for cash	-	197,505
Partial disposal of interests in subsidiary without a loss of control	-	12,487
Changes in non-controlling interests	<u>(50,740)</u>	<u>66,707</u>
Net cash generated from financing activities	<u>(38,320)</u>	<u>162,759</u>
<b>EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES</b>		
	<u>4,287</u>	<u>(1,260)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(208,581)	451,643
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>		
	<u>657,925</u>	<u>206,282</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>		
	<u>\$ 449,344</u>	<u>\$ 657,925</u>

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

(With Deloitte & Touche auditors' report dated March 11, 2025)

(Concluded)

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders Acer Synergy Tech Corp.

### **Opinion**

We have audited the accompanying parent company only financial statements of Acer Synergy Tech Corp. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial 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 Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion based on our audits and the report of other auditors.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The description of the key audit matters of the Company's parent company only financial statements for the year ended December 31, 2024 is as follows:

## Revenue recognition

The Company reported NT\$791.655 thousand of revenue in 2024. The main sources of revenue are system integration and other services. Depending on the different customer contracts, these contracts may involve a single performance obligation or multiple performance obligations. The primary performance obligations in Company's customer contracts are the goods selling and the services providing. Some contracts include multiple types of goods and services, and the management team needs to determine the performance obligations, transaction price allocation, and the appropriate revenue recognition method based on the contract terms. The determination and analysis of the amount and recognition method of revenue recognition are considered key audit matters.

We have performed the following audit procedures:

We obtained an understanding of the processes of internal controls related to revenue recognition and evaluated the design, implementation, and operating effectiveness of internal controls over revenue recognition.

Sampling was conducted to perform transaction detail testing, reviewing contracts to confirm that revenue is recognized in a reasonable method within the appropriate period.

Referred to Note 4 to the financial statements for accounting policy related to revenue recognition. For other disclosures, please refer to Note 20.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those charged with governance (including the audit committee), are responsible for overseeing the Company's financial reporting process.

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

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

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.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024 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.

The engagement partners on the audits resulting in this independent auditors' report are Meng-Chieh Chiu and Chun-Yu Wang.

Deloitte & Touche Taipei, Taiwan Republic of China  
March 11, 2025

Notice to Readers

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

*For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.*

# ACER SYNERGY TECH CORP.

## PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 139,682	13	\$ 298,612	26
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	-	-	42	-
Notes receivable, net (Notes 4, 5 and 10)	72	-	2	-
Trade receivables, net (Notes 4, 5 and 10)	306,341	28	279,885	24
Trade receivables from related parties (Notes 4, 29)	4,707	-	2,103	-
Other receivables from related parties (Note 29)	830	-	1,024	-
Current tax assets (Notes 4 and 22)	315	-	-	-
Inventories, net (Notes 4 and 11)	84,710	8	9,010	1
Other current assets	9,141	1	14,191	1
Total current assets	545,798	50	604,869	52
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	103,014	9	101,533	9
Financial assets at amortized cost - non-current (Notes 4, 9 and 30)	1,097	-	1,090	-
Investments accounted for using the equity method (Notes 4, and 12)	252,481	23	269,462	23
Property, plant and equipment, net (Notes 4 and 13)	167,696	15	174,288	15
Right-of-use assets (Notes 4, 14 and 29)	3,102	-	4,159	-
Intangible assets (Notes 4, 15 and 29)	2,867	-	3,570	-
Deferred tax assets (Notes 4 and 22)	5,188	1	5,644	1
Refundable deposits (Note 29)	16,657	2	4,031	-
Total non-current assets	552,102	50	563,777	48
<b>TOTAL</b>	<b>\$ 1,097,900</b>	<b>100</b>	<b>\$ 1,168,646</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	\$ -	-	\$ 4,881	1
Contract liabilities - current (Note 20)	27,833	3	30,817	3
Trade payables	136,872	13	143,721	12
Trade payables to related parties (Note 29)	14,927	1	32,982	3
Other payables (Note 16)	22,453	2	30,509	3
Other payables to related parties (Note 29)	1,868	-	2,129	-
Current tax liabilities (Notes 4 and 22)	-	-	3,981	-
Provisions - current (Notes 4 and 17)	945	-	2,945	-
Lease liabilities - current (Notes 4, 14 and 29)	1,065	-	935	-
Other current liabilities (Notes 16)	4,163	-	3,806	-
Total current liabilities	210,126	19	256,706	22
<b>NON-CURRENT LIABILITIES</b>				
Deferred tax liabilities (Notes 4 and 22)	5,355	1	6,896	1
Lease liabilities - non-current (Notes 4, 14 and 29)	2,363	-	3,373	-
Net defined benefit liabilities (Notes 4 and 18)	10,250	1	11,143	1
Total non-current liabilities	17,968	2	21,412	2
Total liabilities	228,094	21	278,118	24
<b>EQUITY</b>				
Share capital				
Ordinary shares	222,000	20	222,000	19
Capital surplus	598,772	54	598,646	51
Retained earnings				
Legal reserve	24,400	2	19,132	2
Special reserve	19,065	2	14,271	1
Unappropriated earnings	19,274	2	55,544	5
Total retained earnings	62,739	6	88,947	8
Other equity				
Exchange differences on translation of the financial statements of foreign operations	3,735	-	(144)	-
Unrealized valuation loss on financial assets at fair value through other comprehensive income	(17,440)	(1)	(18,921)	(2)
Total other equity	(13,705)	(1)	(19,065)	(2)
Total equity	869,806	79	890,528	76
<b>TOTAL</b>	<b>\$ 1,097,900</b>	<b>100</b>	<b>\$ 1,168,646</b>	<b>100</b>

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

(With Deloitte & Touche auditors' report dated March 11, 2025)

## ACER SYNERGY TECH CORP.

### PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 20 and 29)	\$ 791,655	100	\$ 757,971	100
OPERATING COSTS (Notes 4, 11, 21 and 29)	<u>693,637</u>	<u>88</u>	<u>635,875</u>	<u>84</u>
GROSS PROFIT	98,018	12	122,096	16
UNREALIZED GAIN (LOSS) ON TRANSACTIONS WITH SUBSIDIARIES	<u>-</u>	<u>-</u>	<u>3,305</u>	<u>1</u>
GROSS PROFIT, NET	<u>98,018</u>	<u>12</u>	<u>125,401</u>	<u>17</u>
OPERATING EXPENSES (Notes 4, 10, 21 and 29)				
Selling and marketing expenses	26,791	3	33,423	4
General and administrative expenses	51,472	7	45,663	6
Research and development expenses	23,192	3	16,586	2
Expected credit loss (gain)	<u>(299)</u>	<u>-</u>	<u>3,317</u>	<u>1</u>
Total operating expenses	<u>101,156</u>	<u>13</u>	<u>98,989</u>	<u>13</u>
PROFIT FROM OPERATIONS	<u>(3,138)</u>	<u>(1)</u>	<u>26,412</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 4, 21 and 29)	1,834	-	1,025	-
Other income (Notes 4, 21 and 29)	5,155	1	4,388	1
Other gains and losses (Notes 4, 21 and 29)	14,498	2	1,499	-
Finance costs (Notes 4, 21 and 29)	(545)	-	(409)	-
Share of profit or loss of subsidiaries and associates	<u>3,316</u>	<u>-</u>	<u>39,100</u>	<u>5</u>
Total non-operating income and expenses	<u>24,258</u>	<u>3</u>	<u>45,603</u>	<u>6</u>
PROFIT BEFORE INCOME TAX	21,120	2	72,015	10
INCOME TAX EXPENSE (Notes 4 and 22)	<u>(2,627)</u>	<u>-</u>	<u>(7,803)</u>	<u>(1)</u>
NET PROFIT FOR THE YEAR	<u>18,493</u>	<u>2</u>	<u>64,212</u>	<u>9</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(301)	-	(1,676)	-

(Continued)

**ACER SYNERGY TECH CORP.**

**PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2024		2023	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income (Notes 4 and 19)	\$ 1,481	-	\$ (3,687)	(1)
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Notes 4 and 19)	<u>3,879</u>	<u>1</u>	<u>(1,107)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>5,059</u>	<u>1</u>	<u>(6,470)</u>	<u>(1)</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<u>\$ 23,552</u>	<u>3</u>	<u>\$ 57,742</u>	<u>8</u>
<b>EARNINGS PER SHARE (Note 23)</b>				
Basic	<u>\$ 0.83</u>		<u>\$ 3.07</u>	
Diluted	<u>\$ 0.83</u>		<u>\$ 3.06</u>	

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

(With Deloitte & Touche auditors' report dated March 11, 2025)

(Concluded)

**ACER SYNERGY TECH CORP.**

**PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)**

	Share Capital (Note 19)		Capital Surplus (Notes 19)	Retained Earnings (Note 19)				Other Equity (Note 19)		Total	Total Equity
	Shares (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
BALANCE, JANUARY 1, 2023	20,000	\$ 200,000	\$ 417,514	\$ 11,495	\$ 374	\$ 84,397	\$ 96,266	\$ 963	\$ (15,234)	\$ (14,271)	\$ 699,509
Appropriation of 2022 earnings											
Legal reserve	-	-	-	7,637	-	(7,637)	-	-	-	-	-
Special reserve	-	-	-	-	13,897	(13,897)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(60,000)	(60,000)	-	-	-	(60,000)
Issuance of ordinary shares for cash	2,200	22,000	175,505	-	-	-	-	-	-	-	197,505
Net profit for the year ended December 31, 2023	-	-	-	-	-	64,212	64,212	-	-	-	64,212
Other comprehensive loss for the year ended December 31, 2023, net of income tax	-	-	-	-	-	(1,676)	(1,676)	(1,107)	(3,687)	(4,794)	(6,470)
Actual disposal or acquisition of interests in subsidiaries	-	-	5,626	-	-	-	-	-	-	-	5,626
Changes in percentage of ownership interests in subsidiaries	-	-	-	-	-	(9,855)	(9,855)	-	-	-	(9,855)
Share-based payment arrangements	-	-	1	-	-	-	-	-	-	-	1
BALANCE AT DECEMBER 31, 2023	22,200	222,000	598,646	19,132	14,271	55,544	88,947	(144)	(18,921)	(19,065)	890,528
Appropriation of 2023 earnings											
Legal reserve	-	-	-	5,268	-	(5,268)	-	-	-	-	-
Special reserve	-	-	-	-	4,794	(4,794)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(44,400)	(44,400)	-	-	-	(44,400)
Net profit for the year ended December 31, 2024	-	-	-	-	-	18,493	18,493	-	-	-	18,493
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	(301)	(301)	3,879	1,481	5,360	5,059
Changes in percentage of ownership interests in subsidiaries	-	-	48	-	-	-	-	-	-	-	48
Share-based payment arrangements	-	-	78	-	-	-	-	-	-	-	78
BALANCE AT DECEMBER 31, 2024	22,200	\$ 222,000	\$ 598,772	\$ 24,400	\$ 19,065	\$ 19,274	\$ 62,739	\$ 3,735	\$ (17,440)	\$ (13,705)	\$ 869,806

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

(With Deloitte & Touche audit report dated March 11, 2025)

# ACER SYNERGY TECH CORP.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 21,120	\$ 72,015
Adjustments for:		
Depreciation expense	6,846	5,069
Amortization expense	1,303	497
Expected credit loss recognized (reversed) on trade receivables	(299)	3,317
Net loss (gain) on fair value changes of financial assets and liabilities at fair value through profit or loss	161	1,716
Finance costs	545	409
Interest income	(1,834)	(1,025)
Dividend income	(3,395)	(3,249)
Share-based compensation	78	1
Share of profit of subsidiaries and associates	(3,316)	(39,100)
Gain on disposal of property, plant and equipment	-	(220)
Reversal of write-down of inventories	363	(2,313)
Realized gain on the transactions with subsidiaries	-	(3,305)
Changes in operating assets and liabilities		
Notes receivable	(70)	86
Trade receivables	(26,157)	16,357
Trade receivables from related parties	(2,604)	79,362
Other receivables from related parties	194	(329)
Inventories	(75,260)	26,239
Other current assets	5,050	(10,390)
Contract liabilities	(2,984)	5,041
Notes payable	-	(600)
Trade payables	(6,849)	(81,470)
Trade payables to related parties	(18,055)	15,007
Other payables	(8,056)	(9,303)
Other payables to related parties	(1,730)	1,851
Provisions	(2,000)	(5,000)
Other current liabilities	357	253
Net defined benefit liabilities	422	395
Net cash generated from operations	(116,170)	71,311
Interest received	1,834	1,025
Interest paid	(545)	(409)
Income tax paid	(7,978)	(7,318)
Net cash generated from operating activities	<u>(122,859)</u>	<u>64,609</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at amortized cost	(7)	(6)
Payments for property, plant and equipment	-	(6,964)
Proceeds from disposal of property, plant and equipment	-	352
Increase in refundable deposits	(12,626)	(148)
Other receivables from related parties	-	21,496

(Continued)

## ACER SYNERGY TECH CORP.

### PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

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	2024	2023
Payments for intangible assets	\$ (600)	\$ -
Dividends received	<u>27,442</u>	<u>19,351</u>
Net cash generated from (used in) investing activities	<u>14,209</u>	<u>34,081</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of the principal portion of lease liabilities	(880)	(507)
Repayments of other financial liabilities	(5,000)	(5,000)
Dividends paid to owners of the Company	(44,400)	(60,000)
Issuance of ordinary shares for cash	-	197,505
Acquisition of additional interests in subsidiary	-	(59,331)
Partial disposal of interests in subsidiary without a loss of control	<u>-</u>	<u>12,487</u>
Net cash generated from financing activities	<u>(50,280)</u>	<u>85,154</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(158,930)	183,844
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>298,612</u>	<u>114,768</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 139,682</u>	<u>\$ 298,612</u>

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

(With Deloitte & Touche auditors' report dated March 11, 2025)

(Concluded)

## Attachment 5

### Acer Synergy Tech Corp. 2024 Statement of Profit & Loss Appropriation

		Unit: NT\$
Item	Amount	
Beginning Balance of Un-appropriated Retained Earnings		1,081,764
2024 Net Income after Tax	18,492,578	
The re-measured amount of the determined welfare plan recognized in retained earnings	(300,721)	
The amount of net profit after tax for the current period, plus any other items included in the current year's un-appropriated retained earnings		18,191,857
Legal Reserve (10%)		(1,819,186)
Reversal of legally appropriated special reserve		5,360,703
Accumulative earnings available for appropriation		22,815,138
Appropriation Items:		
Cash dividends to shareholders (NT\$1 per share)		(22,200,000)
Ending Balance of Un-appropriated Retained Earnings		615,138

Chairman of Board:  
Maverick Shih

Corporate Officer:  
KS Harn

Accounting Officer:  
Jerome Wu

## Attachment 6

### Acer Synergy Tech Corp.

### Articles of Incorporation

### Comparison Table of Amended Articles

Acer Synergy Tech Corp. (THE "COMPANY")

After Revision	Before Revision	Reason for Revision
<p>Article 14: The Company shall have five (5) ~ nine (9) directors, to be elected from the nominees listed in the roster of director with the candidate nomination system. The term of office for directors and supervisors shall be three (3) years. The directors are eligible for re-election.</p> <p>To comply with the Securities and Exchange Act, the Company shall establish at least <del>two</del> <u>three (3)</u> independent directors, occupying equal to/exceeding seats of <del>one-fifth</del> <u>one-third</u> of the elected directors, to be included in the number of directors designated in the preceding paragraph. The profession qualifications of independent directors, and their holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.</p> <p>The directors election of the Company is proceed with cumulative voting system, per share has election rights to elect the number of directors that should be elected, the votes may be focus on one nominator or dispatch to several nominators. The nominators who have majority of votes shall be elected as director.</p> <p>The Company shall establish Audit Committee. The Audit Committee and its members shall practice the liabilities of the supervisors specified in the Company Law, the Securities and Exchange Act, and other relevant rules and regulations of</p>	<p>Article 14: The Company shall have five (5) ~ nine (9) directors, to be elected from the nominees listed in the roster of director with the candidate nomination system. The term of office for directors and supervisors shall be three (3) years. The directors are eligible for re-election.</p> <p>To comply with the Securities and Exchange Act, the Company shall establish at least two (2) independent directors, occupying equal to/exceeding seats of one-fifth of the elected directors, to be included in the number of directors designated in the preceding paragraph.</p> <p>The profession qualifications of independent directors, and their holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.</p> <p>The directors election of the Company is proceed with cumulative voting system, per share has election rights to elect the number of directors that should be elected, the votes may be focus on one nominator or dispatch to several nominators. The nominators who have majority of votes shall be elected as director.</p> <p>The Company shall establish Audit Committee. The Audit Committee and its members shall practice the liabilities of the supervisors specified in the Company Law, the Securities and Exchange Act,</p>	<p>Pursuant to the amended Article 24 of the “Code of Corporate Governance for Listed Companies” as of August 23, 2024</p>

After Revision	Before Revision	Reason for Revision
Taiwan, R.O.C.	and other relevant rules and regulations of Taiwan, R.O.C.	
<p>Article 23: Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least two percent (2%) of the profit shall be distributed as employees' compensation <u>(of this amount, not less than 1% of the balance should be set aside as remuneration for grassroots employees)</u>, and not more eight thousandths (8‰) of the profit shall distributed as remuneration of directors. The employees' compensation in the previous section may be distributed in the form of either cash or stock bonus, and may be distributed to the employees of subsidiaries of the Company. Qualification requirements of the employees who are entitled to receive the employees' compensation may be specified by the Board of Directors.</p>	<p>Article 23: Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least two percent (2%) of the profit shall be distributed as employees' compensation, and not more eight thousandths (8‰) of the profit shall distributed as remuneration of directors. The employees' compensation in the previous section may be distributed in the form of either cash or stock bonus, and may be distributed to the employees of subsidiaries of the Company. Qualification requirements of the employees who are entitled to receive the employees' compensation may be specified by the Board of Directors.</p>	<p>Pursuant to the amendment of Article 14, Paragraph 6 of the “Securities and Exchange Act” on August 7, 2024, and the FSC Order No. 1130385442 issued on November 8, 2024</p>
<p>Article 27 : These Articles of Incorporation were approved on August 25, 2017 The first amendment was approved on May 15, 2019 The second amendment was approved on October 15, 2019 The third amendment was approved on June 18, 2020 The fourth amendment was approved on June 8, 2022 The fifth amendment was approved on June 7, 2024 <u>The sixth amendment was approved on June 11, 2025</u></p>	<p>Article 27 : These Articles of Incorporation were approved on August 25, 2017 The first amendment was approved on May 15, 2019 The second amendment was approved on October 15, 2019 The third amendment was approved on June 18, 2020 The fourth amendment was approved on June 8, 2022 The fifth amendment was approved on June 7, 2024</p>	<p>Updated revision date</p>

**Attachment 7**

**Acer Synergy Tech Corp.**

**Concurrent Positions of Director and Independent Director Candidates**

Type	Name	All Current Position
Director	Acer Inc. legal representative Maverick Shih	<ol style="list-style-type: none"> <li>1. Chairman, Acer Cloud Technology (US), Inc.</li> <li>2. Chairman, Acer Cloud Technology Inc.</li> <li>3. Director, Acer Synergy Tech America Corporation</li> <li>4. Director, Shanghai AST Technology Service Ltd.</li> <li>5. Chairman, Acer Cyber Security Incorporated</li> <li>6. Chairman, Acer Cloud Technology(Chongqing) Ltd.</li> <li>7. Director, Acer Inc.</li> <li>8. Director, Acer Being Communication Inc.</li> <li>9. Director, Acer ITS Inc</li> <li>10. Chairman, Acer Being Signage Inc.</li> <li>11. Chairman, Acer e-Enabling Data Center Incorporated</li> <li>12. Chairman, Acer Cloud Technology (Taiwan) Inc.</li> <li>13. Director, Acer e-Enabling Service Business Inc.</li> <li>14. Director, Acer Synergy Manpower Corp</li> <li>15. Director, Kiwi Technology Inc.</li> <li>16. Director, AOPEN INC.</li> <li>17. Director, Consumer Insights Research (Chongqing) Inc.</li> <li>18. Chairman, Satoro Taiwan Inc.</li> <li>19. Chairman, MAVs LAB. Inc.</li> <li>20. Director, Allxon Inc.</li> <li>21. Director, Rongxin Management Consultants Co., Ltd.</li> <li>22. Chairman, Tuo Hui Holdings Co., Ltd.</li> <li>23. Director, Shine Passion Engineering Co., Ltd</li> </ol>
Director	Acer Inc. legal representative Meggy Chen	<ol style="list-style-type: none"> <li>1. Corp. CFO, Acer Inc.</li> <li>2. Director, Acer American Holdings Corp.</li> <li>3. Director, Acer Cloud Technology Inc.</li> <li>4. Director, Acer Computer (Far East) Limited</li> <li>5. Director, Acer European Holdings SA</li> <li>6. Incorporated Director, Acer Holdings International</li> <li>7. Director, Acer Japan Corp.</li> <li>8. Director, Acer Service Corporation</li> <li>9. Director, Boardwalk Capital Holdings Limited</li> <li>10. Director, Acer Being Signage Inc.</li> <li>11. Director, DropZone Holding Limited</li> <li>12. Director, Gateway, Inc.</li> <li>13. Director, PT. Acer Indonesia</li> <li>14. Director, PT. Acer Manufacturing Indonesia</li> <li>15. Director, Acer American Corporation</li> <li>16. Director, ACER TECHNOLOGY AND BUSINESS DEVELOPMENT PTE. LTD.</li> <li>17. Director, Shanghai AST Technology Service Ltd.</li> <li>18. Director, Xplova (Shanghai) Ltd.</li> <li>19. Director, Beijing Altos Computing Ltd</li> <li>20. Director, Wellife Inc.</li> <li>21. Director, Acer Cyber Security Incorporated</li> <li>22. Director, Altos Computing Inc.</li> <li>23. Director, STARVR CORPORATION</li> <li>24. Director, Acer Cloud Technology(Chongqing) Ltd.</li> </ol>

Type	Name	All Current Position
		25. Director, Acerpure Inc 26. Director, Acer Information Co., Ltd. 27. Director, Acer ITS Inc. 28. Director, Acer Being Signage Inc. 29. Director, Acer AI Cloud Inc. 30. Director, Acer BeingWare Holding Inc. 31. Director, Acer e-Enabling Data Center Incorporated 32. Director, Acer Cloud Technology (Taiwan) Inc. 33. Director, Acer e-Enabling Service Business Inc. 34. Director, Acer Synergy Manpower Corp. 35. Director, Weblink International Inc. 36. Director, Highpoint Service Network Corporation 37. Director, Aspire Service & Development Inc. 38. Director, XPLOVA Inc. 39. Director, Acer Digital Service Co., 40. Director, Acer SoftCapital Incorporated 41. Director, Acer Property Development Inc. 42. Director, Acer Mobile Power System Inc.
Director	Acer Inc. legal representative Andy Lin	1. Corp. CHO, Acer Inc. 2. Chairman, Yuanhong Investment Co., Ltd. 3. Chairman, Aspire Service & Development Inc. 4. Chairman, Acer Property Development Inc. 5. Director, Acer Asset Management Incorporated 6. Director, Acer Mobile Power System Inc. 7. Director, Chao-Chi Property Management Consulting Co., Ltd. 8. Director, Acer ITS Inc. 9. Director, ACER TECHNOLOGY AND BUSINESS DEVELOPMENT PTE. LTD. Director 10. Director, Acer AI Cloud Inc. 11. Vice Director, AcerPure Inc.
Independent Director	Nancy Hu	1. Chairman, BeneLife Enterprise Co., Ltd. 2. Director, BENEPET Co., Ltd. 3. Chairman, Invista Investment Co., Ltd. 4. Director, Chung Hsing Agriculture and Forestry Development Co., Ltd. 5. Chairman, BeneLife Enterprise Management Consulting (Shanghai) Co., Ltd. 6. Independent Director, Vigor Kobo Co., Ltd. 7. Independent Director, ADATA Technology Co., Ltd. 8. Consultant, Beautimode Corporation 9. Consultant, Teknowledge Development Corp. 10. Independent Director, Zhen Ding Technology Holding Limite 11. Director, Benefit Life International Limited
Independent Director	Teresa Cheng	1. Chairman, Global Bright International Investments Limited 2. Chairman, Danyu Asset Management Co., Ltd. 3. Chairman, HanYu Assets Co. Ltd 4. Legal Representative Director, IMQ TECHNOLOGY INC.
Independent Director	Cathy Yen	1. President, Sundia MediTech USA, Inc., Taiwan Branch. 2. Chairman, Sundia Medi Tech USA, Inc.
Independent Director	Ian Liao	1. Chairman, ROC House of Dreams Association 2. Director, Taipei Truth Church 3. Independent Director, Acer Gaming Inc 4. Independent Director, Xander International Corp.

## **C.Appendix**

### **Appendix 1**

#### **Acer Synergy Tech Corp. (THE "COMPANY")**

##### **Regulations for the Conduct of Shareholders' Meeting**

1. Except as otherwise specified in the Company Laws or the relevant regulations or the Article of the Company, this Regulations shall govern the conduct of Shareholders' Meetings of the Company.
2. Each shareholders or his/her/its proxy attending the Shareholders' Meeting shall sign the attendance card for their attendance. The number of shares in attendance of the Shareholders' Meeting shall be calculated based upon the number of shares signed in according to the attendance cards so submitted.

The time during which shareholder attendance registrations will be accepted shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

3. The attendance and votes at the Shareholders' Meeting shall be based upon the number of shares in attendance, unless otherwise specified by the applicable regulations, each share has one voting rights. The shares in attendance shall be calculated according to the shares indicated by the attendance book and attendance card handed in, and the shares checked in on the virtual meeting platform, plus the shares exercising voting right by the ways of written or electronic transmission.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

4. The Shareholders' Meeting shall be held at the location of the Company, or a place which is convenient for the shareholders to attend and proper for holding such meeting. The Shareholders' Meeting shall be held no earlier than 9 a.m. and no later than 3 p.m. on the designated meeting date. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

5. The Shareholders' Meeting shall be called by the Board of Directors. The chairman of the Board of Directors shall preside over the meeting. If the chairman of the Board of Directors takes a leave or is not available for the meeting then the vice-chairman of the Board of Directors shall act on his/her behalf to preside over the meeting. If neither the chairman nor the vice-chairman of the Board of Directors is available for the meeting, or no vice-chairman is elected, the chairman shall designate a director of the Board of Directors to act on his/her behalf to preside over the meeting. The Board of Directors shall elect a director to act on the chairman's behalf if the chairman does not appoint a designee. In the event that a Shareholders' Meeting is called by a person other than the Board of Directors who is entitled by law to call a Shareholders' Meeting, that person shall preside over the meeting; if such Shareholders' Meeting is called by more than two people, the person of presiding should be elected by the people who called such Shareholders' Meeting.

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6. The Company may designate attorneys, certified-public-accountants, or relevant personnel to attend the Shareholders' Meeting.
7. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded

materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Law, the recording shall be retained until the conclusion of the litigation.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

8. The person who presides over the Shareholders' Meeting shall call the meeting in session at the designated time of the meeting. However, such person may announce a postponement of the meeting if at the designated time shares in attendance fail to exceed half of the total issued and outstanding shares of the Company. Such a postponement of meeting shall not be made more than two times, with postponement(s) limiting to one hour in aggregate. If shares in attendance are less than a quorum but more than one-thirds of the total issued and outstanding shares, the shareholders may proceed with such meeting pursuant to Article 175 of the Company Law to adopt provisional resolutions, and then notify the shareholders about the provisional resolutions to reassemble a shareholders' meeting within a month. Before the meeting is adjourned, if shares in attendance have reached a required quorum, the person presiding over the meeting may, pursuant to Article 174 of the Company Law, submit those provisional resolutions so adopted for a final resolution at the meeting.

9. If Shareholders' Meeting is called by the Board of Directors, the Board of Directors shall set the agenda of the meeting. The meeting shall proceed in accordance with the agenda so set by the Board of Directors unless otherwise changed by a resolution adopted at the meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. During the meeting, the person presiding over the meeting may allocate an appropriate amount of time for recess. Unless otherwise adopted by a resolution, the person presiding over the meeting may not adjourn the meeting prior to the end of the agenda of the meeting. If the person presiding over the meeting declares the adjournment of the meeting in a manner in violation of the applicable rules governing the proceedings of meetings, a new chairman of the meeting may be elected by a resolution adopted by a majority of the voting rights represented by the shareholders attending said meeting to continue the proceeding of the meeting.
10. A shareholder in attendance who wishes to make an oral statement at the Shareholders' Meeting shall first submit an oral statement form, stating the gist of his/her statement, his/her name and shareholder's account number (or the number of attendant ID). The person presiding over the meeting shall determine the order to make such oral statements.

Shareholder in attendance who submits an oral statement form but fail to make an oral statement shall be deemed to have not made any statement. In the event of any conflict between the contents of the oral statement form and the actual oral statement, the actual oral statement shall prevail.

No shareholders shall interfere with the shareholder who is making oral statement in any way unless the chairman of the meeting or the speaking shareholder gives his/her consent. The person presiding over the meeting shall stop any such interference.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in the preceding paragraph do not apply.

11. Unless otherwise approved by the person presiding over the meeting, each shareholder may make oral statements only twice for a same proposal or addressing matter under deliberation; and the length each oral statement shall not exceed 5 minutes. Otherwise, the person presiding over the meeting may stop the shareholder from making further statements.

12. A legal entity acting as a proxy for a shareholder to attend the meeting may appoint only one representative to attend the meeting. If more than one representatives are appointed by such legal entity to attend the meeting, only one person elected among them may make oral statements on the same proposal.
13. The person presiding over the meeting may reply to the oral statements, or may designate appropriate person to reply to the oral statements made by shareholders in attendance.
14. The person presiding over the meeting may declare the suspension of discussing of a proposal, the amendments or extempore motions that has been fully explained and discussed as he/she may deem appropriate and may submit the proposal for adopting a resolution.
15. The person presiding over the meeting shall appoint persons among the shareholders in attendance to supervise the voting process. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

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

In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

16. Unless otherwise provided for in the Company Law or the Company's Articles of Incorporation, a proposal may be adopted as a resolution by a majority of the shares in attendance voting in favor thereof. A resolution shall be deemed adopted if no opposition is raised when the person presiding over the meeting makes an oral inquiry to the shareholders concerning the acceptance of the same, and such resolution shall have the same effect as a voting by ballot; if any opposition is raised, the person presiding or whose assignee shall announce the total shares in attendance voting for having a resolution with voting by the shareholders.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

17. The person presiding over the meeting shall determine the order of voting on amendment proposals or substituted proposals accompanying with their original proposals. As soon as one of those proposals is adopted as a resolution, other proposals in conflict regarding the same matter shall be deemed denied and shall require no further voting.
18. The person presiding over the meeting may direct monitors (or security guards) to maintain order at the meeting. Monitors (or security guards) shall wear a badge marked "SECURITY"

or “MONITOR” when performing their duties at the meetings.

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

19. In the event of force majeure during the meeting, the person presiding over the meeting may suspend a meeting and may announce at a later time when the meeting shall be resumed as he/she deems appropriate; or the shareholders shall make a resolution at the meeting to resume the meeting within 5 days without the need to make any further written notices or published announcements to shareholders.

Before the scheduled agenda (including all extempore motions) have been resolved, if the place of holding shareholders' meeting can not be used for proceeding the meeting, the shareholders' meeting may have a resolution to proceed the meeting in another place.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date, in which case Article 182 of the Company Law shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, the voting and results, and the election results which is announced the elected directors or supervisors shall not be rediscussed and resolved.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in third paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the third paragraph is required.

20. The applicable provisions of the Company Act, the relevant regulations and the Company's Articles of Incorporation shall govern any matter not provided herein.
21. This Regulations and any amendments thereto, shall become effective upon approval by the shareholders.
22. This Regulations was approved on May 15, 2019.

First Amendment was approved on October 15, 2019.

Second Amendment was approved on June 8, 2022.

## Appendix 2

### Acer Synergy Tech Corp.

#### Articles of Incorporation (Before Revision)

##### CHAPTER I – GENERAL PROVISIONS

- Article 1 The Company shall be incorporated in accordance with the Company Law, and its name shall be 智聯服務股份有限公司 in the Chinese language, and Acer Synergy Tech Corp. in the English language.
- Article 2 The scope of business of the Company shall include the following:
- (1) E601010 Electric Appliance Construction;
  - (2) E601020 Electric Appliance Installation;
  - (3) E605010 Computer Equipment Installation;
  - (4) F108031 Wholesale of Medical Devices;
  - (5) F113020 Wholesale of Electrical Appliances;
  - (6) F113050 Wholesale of Computers and Clerical Machinery Equipment;
  - (7) F113070 Wholesale of Telecommunication Apparatus;
  - (8) F113110 Wholesale of Batteries;
  - (9) F118010 Wholesale of Computer Software;
  - (10) F119010 Wholesale of Electronic Materials;
  - (11) F208031 Retail Sale of Medical Apparatus;
  - (12) F213010 Retail Sale of Electrical Appliances;
  - (13) F213030 Retail Sale of Computers and Clerical Machinery Equipment;
  - (14) F213060 Retail Sale of Telecommunication Apparatus;
  - (15) F213110 Retail Sale of Batteries;
  - (16) F218010 Retail Sale of Computer Software;
  - (17) F219010 Retail Sale of Electronic Materials;
  - (18) F401010 International Trade;
  - (19) I301010 Information Software Services
  - (20) I301020 Data Processing Services
  - (21) I301030 Electronic Information Supply Services
  - (22) JA02010 Electric Appliance and Electronic Products Repair
  - (23) JE01010 Rental and Leasing
  - (24) F214010 Retail Sale of Automobiles
  - (25) F114010 Wholesale of Automobiles
  - (26) ZZ99999 All business items that are not prohibited or restricted by law,

except those that are subject to special approval.

- Article 3 The Company may, for its business operations or other investment matters, make endorsements or issue guarantees.
- Article 4 The total amount of investment made by the Company shall be exempt from the restriction under Article 13 of the Company Law.
- Article 5 The headquarters of the Company shall be located in Hsinchu County, Taiwan, R.O.C. If the Company considers it necessary, it may, by a resolution adopted at a meeting by the board of directors, set up branch offices in Taiwan or abroad.
- Article 6 Public announcements of the Company shall be made according to the Company Act and other relevant rules and regulations of Taiwan, R.O.C.

## CHAPTER II – CAPITAL STOCK

- Article 7 The total amount of the Company capital stock is NT\$ three hundred (300) million divided into thirty (30) million shares at par value of NT\$10 per share, within which the board of directors is authorized to issue shares in installments.
- NT\$ thirty (30) million of the aforesaid total capital stock, divided into three (3) million shares each at a par value of NT\$10, is reserved for exercising employee stock options, within which the board of directors is authorized to issue shares in installments.
- In case the Company issues employee stock options that the exercise price is lower than the market price, the said issue shall be adopted by a large majority representing two-thirds of the voting rights present at a shareholders' meeting attended by shareholders representing a majority of the total number of the total number of issued shares.
- To transfer shares to employees at less than the average actual share repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of the total number of issued shares.
- Article 7-1 When the Company issues employee stock options, transfers treasury stock to employees, issues new shares reserved for subscription by employees, and issues restricted stock for employees, the employees of subsidiaries of the Company may be included. Qualification requirements of the employees who are entitled to receive it may be set and specified by the Board of Director.
- Article 8 The share certificates of the Company shall be name-bearing share certificates, and issued in accordance with the Company Law and relevant rules and regulations of Taiwan, R.O.C.
- The Company may be exempted from printing any share certificate for the shares issued, but shall register the issued shares with a centralized securities depository institution in accordance with relevant regulations and rules requested by that institution.
- Article 9 All matters concerning shares shall be handled in accordance with the regulations of the competent authority except as otherwise provided by law.

## CHAPTER III – SHAREHOLDERS' MEETINGS

- Article 10 Shareholders' meetings of the Company are classified into (1) regular meetings and (2) special meetings. The board of directors shall convene regular meetings within six months after the close of each fiscal year. Special

meetings shall be convened, whenever deemed necessary in accordance with the law.

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority, and the Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 11 Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form, which shall specify the scope of proxy and be signed and sealed by the shareholder. The above-mentioned proxies shall be made pursuant to the requirements of the relevant rules and regulations of Taiwan, R.O.C.

After the Company becomes an OTC/listed company, it shall provide electronic voting mechanism as one of the options for shareholders to exercise their voting rights.

Article 12 Unless otherwise provided for in the Company Law or relevant rules and regulations of Taiwan, R.O.C., each share of stock shall be entitled to one vote.

Article 13 Except as otherwise provided by the Company Law, a resolution may be adopted by the holders of a simple majority of the votes of the issued and outstanding capital stock represented at a shareholders' meeting at which the holders of a majority of issued and outstanding capital stock are present.

#### **CHAPTER IV – DIRECTORS AND COMMITTEE**

Article 14 The Company shall have five (5) ~ nine (9) directors, to be elected from the nominees listed in the roster of director with the candidate nomination system. The term of office for directors and supervisors shall be three (3) years. The directors are eligible for re-election.

To comply with the Securities and Exchange Act, the Company shall establish at least two (2) independent directors, occupying equal to/exceeding seats of one-fifth of the elected directors, to be included in the number of directors designated in the preceding paragraph. The profession qualifications of independent directors, and their holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.

The directors election of the Company is proceed with cumulative voting system, per share has election rights to elect the number of directors that should be elected, the votes may be focus on one nominator or dispatch to several nominators. The nominators who have majority of votes shall be elected as director.

The Company shall establish Audit Committee. The Audit Committee and its members shall practice the liabilities of the supervisors specified in the Company Law, the Securities and Exchange Act, and other relevant rules and regulations of Taiwan, R.O.C.

Article 15 The Board of Directors shall consist of directors of the company, and the chairman of the Board of Directors shall be elected by a majority of directors in attendance at a meeting attended by over two-thirds of the Board of Directors. The chairman of the Board of Directors shall represent the Company in external

matters. The Board of Directors shall place any kinds of committee includes and so on.

The meeting of the Board of Directors shall be convened in accordance with the Company Law and relevant regulations of competent authority; the notice of the meeting may be made by electronic mail or facsimile transmission.

Article 16 Where the chairman of the board of directors is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairman shall be designated in accordance with the Company Law.

Where a director is unable to attend the meeting of the board of directors, he may appoint another director as his proxy to attend the meeting by issuing a letter of proxy. Each director can act as a proxy for only one other director.

The meeting of the Board of Director is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 17 Unless otherwise provided for in the Company Law, resolutions of the board of directors shall be adopted by one-half of the directors at a meeting attended by one-half of the directors.

Article 18 For the purpose of the operations of the Company, the Boar of Directors may establish functional committees. The establishment and the duties of any relevant committee shall apply to the relevant rules and regulations of Taiwan, R.O.C.

Article 19 The Company may provide the compensation to the Board of Directors for performing whose duties, no matter whether the Company has profit or suffered loss. The Board of Directors is authorized to determine the said compensation of the directors, taking into account the extent and value o the services provided for the management of the Company and the standards of the industry within.

Article 20 The Board of Directors may buy the Responsibility Insurance for the directors who have to be responsible for the damages caused by their performance of duties during their tenure according to laws and regulations.

#### **CHAPTER V – MANAGERS**

Article 21 the Company may have one president and several vice presidents. The appointment, removal, and compensation of the president and vice presidents shall be made in accordance with Article 29 of the Company Law.

#### **CHPATER VI – ACCOUNTING**

Article 22 At the end of each business fiscal year, the following reports shall be prepared by the board of directors, and shall be submitted to the shareholders' meeting for approval:

- (1) Business Report;
- (2) Financial Report;
- (3) Proposal of Appropriation of Net Profit or the Covering of Losses.

Article 23 Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least two percent (2%) of the profit shall be distributed as employees' compensation, and not more eight thousandths (8‰) of the profit shall distributed as remuneration of directors.

The employees' compensation in the previous section may be distributed in the

form of either cash or stock bonus, and may be distributed to the employees of subsidiaries of the Company. Qualification requirements of the employees who are entitled to receive the employees' compensation may be specified by the Board of Directors.

Article 24 Where the Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous year, the Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the paid-in capital. Thereafter, the Company shall set aside or reverse a special reserve in accordance with the applicable laws and regulations. The remainder together with previous year amount of the same may be allocated to shareholders as bonuses after the resolution of proposal, submitted by the Board of Directors, has been made by the shareholders' meeting.

The distributable dividends, bonuses, and capital reserve or legal reserve in whole or in part will be paid in cash by this Company 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.

Article 25 Considering that the industry life cycle is in growth stage, the Company's dividend policy is set based on capital budgeting needs for long-term financial planning, as well as shareholders' interests and other factors. The shareholders' dividends allocated shall not be lower than ten percent (10%) of the annual distributable surplus. The method for allocation of shareholders' dividends could be done in cash or stock dividends, where the proportion of cash dividends should not be less than ten percent (10%) unless the Board of Directors decided not to distribute and such decision was approved by the shareholders meeting. When the Company has no surplus, no dividends and bonuses will be distributed; however, the legal reserve and capital reserve may be distributed in whole or in part according to laws and regulations or the competent authority based on the consideration of the Company's financial, business and operating aspects.

#### **CHAPTER VII – SUPPLEMENTARY PROVISIONS**

Article 26 The Company Law and related regulations shall govern any matter not provided in the Articles of Incorporation.

Article 27 These Articles of Incorporation were approved on August 25, 2017

The first amendment was approved on May 15, 2019

The second amendment was approved on October 15, 2019

The third amendment was approved on June 18, 2020

The fourth amendment was approved on June 8, 2022

The fifth amendment was approved on June 7, 2024

## Appendix 3

### Acer Synergy Tech Corp.

#### Regulations Governing Election of Directors

- Article 1 Unless otherwise prescribed by the Company Law, relevant laws and regulations, or the Company's Articles of Incorporation, these Regulations shall govern the election of the Company's directors.
- Article 2 Company's directors shall be elected pursuant to the Article 192-1 of the Company Law.
- Article 3 Company's directors shall be elected through cumulative voting. When electing the Company's directors, each share shall be entitled to one vote for each director to be elected.
- Article 4 The candidates for independent directors or non-independent directors who receive the most votes for the position of director, with voting rights separately calculated for independent and non-independent director positions, shall win the election separately, and such number shall be in compliance with the number of positions for director provided for in the Articles of Incorporation. In the event two or more candidates receive the same number of votes beyond a quota, the winner shall be determined by drawing lots. One lot may be drawn by the chairman for each of the absentees.
- Article 5 The board of directors shall, upon preparing the ballots, prepare ballots equal to the number of directors to be elected, add the number of voting rights, and distribute the ballots to shareholder attending the shareholder meeting. The board of directors may, upon preparing the ballots, replace the voters' name with the voters' number of attendance card.
- Article 6 During the election, the chairman shall appoint vote inspectors and vote counters from among the shareholders in attendance to take charge of inspecting and counting the votes. A ballot box shall be provided by the board of directors and shall be kept in public view by the monitor before the vote.
- Article 7 Voters shall fill in candidate's name and shareholder's account number on the ballot, and if candidate is not a shareholder, voters shall fill in candidate's name and his or her ROC Identification Card Number and drop the ballots into the ballot box. In the event the government or a legal entity is a candidate, voters shall fill in the full registered name of the government or the legal entity or the name of its legal representative. In the event that the government or the legal entity has multiple legal representatives, the name of its legal representatives shall be filled in the ballot
- Article 8 A ballot shall be null and void if such ballot:
1. Is not dropped into the ballot box;
  2. Is not on a ballot prepared by the board of directors;
  3. Is not filled out by voter and is blank;
  4. Contains the name of a candidate who is a shareholder, but his or her shareholder's account number and the name under which the shares are registered, do not comply with the register of shares; or contains the name of a candidate who is not a shareholder, but his or her name or the number of his or her identity documentation is inconsistent after verification.

5. Contains any words other than the name or account number (the number of identity documentation) of the candidate or the number of voting rights;
6. Contains any alteration to the candidate's name, shareholder's account number, and voting power;
7. Contains words or marks which are illegible or unrecognizable; or
8. Contains a candidate's name that is the same with other shareholder, but fails to list the shareholder's account number, or his or her ROC Identification Card Number (or Passport Number) so as to identify such person.

Article 9 The Company shall count the votes immediately after shareholders finish voting. The vote inspector and vote counter shall monitor the opening of the ballots, and the chairman shall announce the results promptly thereafter, including the list of the candidates winning the election and the number of vote they receive.

The Company shall keep the ballot of directors' election of preceding paragraph at least one year after it is sealed and signed by the vote inspector. However, in the event any shareholder files a lawsuit pursuant to Article 189 of the Company Law, the Company shall keep the ballot of the election until the legal proceedings of the foregoing lawsuit have been concluded.

Article 10 These Regulations and any amendments hereto shall enter into force when approved by a resolution at a Shareholders' Meeting.

Article 11 These regulations were enacted on May 15, 2019

The first amendment was made on October 15, 2019

## **Appendix 4**

### **Impact of Stock Dividend Issuance on the Company's Business Performance,**

#### **Earnings per Share and Shareholder Return Rate**

Acer Synergy Tech Corp. did not distribute any gratuitous shares this year; therefore, this is not applicable.

## Appendix 5

### Acer Synergy Tech Corp.

#### Shareholdings of All Directors as of April 13, 2025

Title	Name	Number of Shares
Chairman	Acer Inc.	12,639,874
	Legal Representative: Maverick Shih	
Director	Acer Inc.	12,639,874
	Legal Representative: Meggy Chen	
Director	Acer Inc.	12,639,874
	Legal Representative: Andy Lin	
Independent Director	Nancy Hu	0
Independent Director	Teresa Cheng	0
Independent Director	Cathy Yen	0
Independent Director	Ian Liao	0
Total		12,639,874

Note:

- (1) The current number of issued shares in the Company as of April 13, 2025 is 22,200,000 common shares.
- (2) The independent directors elected by the Company exceed half of all directors, and an audit committee has been established under the regulation. Therefore, the requirement that the number of shares held by all directors and supervisors should not be less than a certain ratio does not apply.