



Acer Gadget Inc.

Stock Symbol: 2432



Agenda of 2025

1st Extraordinary General Meeting of Shareholders

Date: November 07, 2025

Venue: 1F, 88, Sec. 1, Xintai 5th Rd., Xizhi Dist.,
New Taipei City 221

Disclaimer

This is a translation of the 2025 1st Extraordinary General Meeting of Shareholders Agenda of Acer Gadget Inc. (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., Friday, November 07, 2025
 - **Venue:** 1F, No.88, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City
 - **Meeting Type:** Physical Shareholders' Meeting
1. Election Item
 - (1) Election of the Company's Directors (Including Three Regular Directors and Four Independent Directors)
 2. Discussion Item
 - (1) Discussion on the Proposal to Exempt the Newly Appointed Directors and their Corporate Representatives from the Non-Competition Restriction
 3. Extemporary Motion
 4. Meeting Adjourned

1. Election Items

Item 1

Proposal: Election of the Company's Directors (Including Three Regular Directors and Four Independent Directors) . (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Since the tenure of all current Directors of the Company (including Independent Directors) will expired on November 10, 2025, it is to re-elect all Directors (including three Regular Directors and four Independent Directors) at the 1st Extraordinary General Meeting of Shareholder this year in accordance with the Company's Articles of Incorporation. The tenure of Directors to be elected shall commence on November 07, 2025, for three-year term and are eligible for re-election. The Audit Committee shall be composed entirely of the Independent Directors.
- (2) In accordance with the Articles of Incorporation,, the election of Directors (including Independent Directors) shall be conducted under the candidate nomination system, and the shareholders shall elect Directors and Independent Directors from the list of nominated candidates. For the list of candidates for Directors (including Independent Directors), please refer to Attachment 1, page 7.
- (3) Please elect.

Voting Result:

2. Discussion Item

Item 1

Proposal: Discussion on the Proposal to Exempt the Newly Appointed Directors and their Corporate Representatives from the Non-Competition Restriction. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Pursuant to Article 209 of the Company Act, where a Director engages in any activity, either for himself/herself or on behalf of another person that falls within the scope of the Company's business, the Director shall explain the material aspects of such activity to the Shareholders' Meeting and obtain its approval.
- (2) As the newly appointed Directors and their Corporate Representatives may invest in or operate other companies that are within or similar to the business scope of the Company, and/or serve as Directors or managerial officers thereof, this proposal is hereby submitted in accordance with the law to the 1st extraordinary general meeting of shareholders in 2025 for approval. It is proposed that, to the extent such activities do not prejudice the interests of the Company, the 1st Extraordinary General Meeting of Shareholders to approve to exempt the newly elected Directors and their Corporate Representatives from the non-competition restriction stipulated under the Company Act.
- (3) For information regarding concurrent positions held by the candidates for Directors and Independent Directors, please refer to Attachment 2, pages 8 to 9.
- (4) Please discuss.

Resolution:

3. Extemporary Motion

4. Meeting Adjourned

Attachment 1

List of Director and Independent Director Candidates

Name	Nationality	Experience	Shareholding (Note)
Acer Incorporated Legal representative : Jerry Kao	R.O.C	Master of Business Administration, College of Law and Commerce, National Chung Hsing University Acer Incorporated C.O.O Director of NB Product Business Group, Acer Incorporated	39,308,288
Acer Incorporated Legal representative : Jason Chen	R.O.C	MBA, University of Missouri-Columbia, USA Senior Vice President, Global Marketing Operations, Taiwan Semiconductor Manufacturing Co., Ltd. Global President and CEO of Acer Incorporated	39,308,288
Acer Incorporated Legal representative : Yu-Ling Chen	R.O.C	MBA, University of Pittsburgh, USA Acer Incorporated Comptroller Regional CFO, Pan-Asia Pacific Operations, Acer Incorporated	39,308,288
Ying-Chi Yu	R.O.C	Master of Management, College of Management, National Chiayi University Lungyen Life Service Corporation Independent Director E-Life Corporation Independent Director Antung Corporation Independent Director Antung Corporation Supervisory legal representative Ching Tai Electric Wire & Cable CO., LTD. Remuneration Committee Member Aspire Service & Development INC. Chairman and President Chief Human Resources Officer, Director, and Manager of Acer Incorporated Director, Supervisor, and Lecturer of Chinese Human Resource Management Association Senior Consultant and Lecturer of Benchmark Academy	1,740
Chien-Kuang Wang	R.O.C	Bachelor and Master of Chemical Engineering, National Cheng Kung University Senior Vice President of Corporate Planning Organization, Senior Vice President of Wafer Plant Operations, Vice President of 12-inch Wafer Plants and Factory Director of 12-inch Wafer Plants, Taiwan Semiconductor Manufacturing Co., Ltd.	0
Ming-Hui Lin	R.O.C	Master of Business Administration, National Chung Hsing University Chairman of Jih Sun Futures Co., Ltd. President of Jih Sun Futures Co., Ltd.	0
Wei-Ling Zhu	R.O.C	Master of National Yang Ming Chiao Tung University Underwriting Vice president of Grand Fortune Securities Co., Ltd Underwriting Manager of Dahua Securities Assistant Underwriting Manager of Capital Securities Corporation	0

Note: Shareholdings as of October 08, 2025.

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Appendix 1

Acer Gadget Inc. Regulations for the Conduct of Shareholders' Meeting

1. Except as otherwise specified in the Company Act or the relevant regulations or the Articles of Incorporation of the Company, this Regulations shall govern the conduct of Shareholders' Meetings of the Company.
2. Each shareholder 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.
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, plus the shares exercising voting right by the ways of written or electronic transmission.
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.
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.
6. The Company may designate attorneys, certified-public-accountants, or relevant personnel to attend the Shareholders' Meeting.
7. The Company shall make an uninterrupted audio or video recording of the shareholders meeting, and shall retain the recorded materials of the for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
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 Act 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 Act, 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.

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 representative 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 Act, the ballots shall be retained until the conclusion of the litigation.

16. Unless otherwise provided for in the Company Act 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.
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.

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 5, 2022.

First Amendment was approved on November 11, 2022.

Appendix 2

Acer Gadget Inc. Articles of Incorporation CHAPTER I – GENERAL PROVISIONS

- Article 1 The Company shall be incorporated in accordance with the Company Act, and its name shall be 倚天酷基股份有限公司 in the Chinese language, and Acer Gadget Inc. in the English language.
- Article 2 The scope of business of the Company shall include the following:
- (1) CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
 - (2) CC01070 Wireless Communication Mechanical Equipment Manufacturing
 - (3) CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
 - (4) CC01110 Computer and Peripheral Equipment Manufacturing
 - (5) CC01120 Data Storage Media Manufacturing and Duplicating
 - (6) CD01050 Bicycles and Parts Manufacturing
 - (7) E605010 Computer Equipment Installation
 - (8) E701010 Telecommunications Engineering
 - (9) F113020 Wholesale of Electrical Appliances
 - (10) F113050 Wholesale of Computers and Clerical Machinery Equipment
 - (11) F113070 Wholesale of Telecommunication Apparatus
 - (12) F401010 International Trade
 - (13) F213010 Retail Sale of Electrical Appliances
 - (14) F213030 Retail Sale of Computers and Clerical Machinery Equipment
 - (15) F213060 Retail Sale of Telecommunication Apparatus
 - (16) F106060 Wholesale of Pet Food and Supplies
 - (17) F206050 Retail Sale of Pet Food and Supplies
 - (18) F399040 Retail Sale No Storefront
 - (19) F102170 Wholesale of Foods and Groceries
 - (20) F203010 Retail Sale of Food, Grocery and Beverage
 - (21) F106020 Wholesale of Daily Commodities
 - (22) F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
 - (23) F113030 Wholesale of Precision Instruments

- (24) F114040 Wholesale of Bicycle and Component Parts Thereof
- (25) F206020 Retail Sale of daily commodities
- (26) F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- (27) F214040 Retail Sale of Bicycle and Component Parts Thereof
- (28) F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- (29) F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- (30) F108031 Wholesale of Medical Devices
- (31) F208031 Retail Sale of Medical Apparatus
- (32) I301010 Information Software Services
- (33) I301020 Data Processing Services
- (34) I301030 Electronic Information Supply Services
- (35) I501010 Product Designing
- (36) I103060 Management Consulting
- (37) JE01010 Rental and Leasing
- (38) ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval

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| Article 3 | The Company may, for its business operations or other investment matters, make endorsements or issue guarantees. The total amount of investment made by the Company shall be exempt from the restriction under Article 13 of the Company Act. |
| Article 4 | The headquarters of the Company shall be located in Taipei City, 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 5 | Public announcements of the Company shall be made in accordance with the Company Act and other relevant rules and regulations of the R.O.C. |

CHAPTER II – CAPITAL STOCK

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| Article 6 | <p>The total amount of the Company capital stock is NT\$ 1,200,000,000 divided into 120,000,000 shares at par value of NT\$10 per share, within which the Board of Directors is authorized to issue shares in installments.</p> <p>NT 30,000,000 of the aforesaid total capital stock, divided into 3,000,000 shares, is reserved and authorized to the Board of Directors to issue for exercising employee stock options.</p> <p>In case the Company issues employee stock options, transfer treasury stock to employees, issues new shares reserved for subscription by employees, and issues restricted stock for</p> |
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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.

If shares or employee stock options are issued to employees at a price lower than the market price (per share net value), or if shares are transferred to employees at an average price lower than the actual repurchase price, it shall only be done after obtaining the consent of a shareholders' meeting attended by shareholders representing more than half of the total issued shares, with the approval of more than two-thirds of the voting rights of the attending shareholders.

Article 7 The share certificates of the Company shall be issued in registered form, signed by, and affixed with the seals of, the represented directors of the Company, and authenticated by the competent registrar.

The Company may not print its physical share certificate; however, the Company shall register the issued shares with a centralized securities depository enterprise, same as when the Company issues its securities.

Article 8 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 9 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 in accordance with the laws. Special meetings shall be convened, whenever deemed necessary in accordance with the law.

A notice to convene a meeting of shareholders and the notice may, as an alternative, be given by means of electronic transmission, after obtaining the consent from the shareholders. The notice of the shareholders meeting to shareholders who own less than 1,000 shares of nominal stocks may be given by the Company in the form of a public announcement.

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 10 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 by the shareholder, in accordance with relevant rules and regulations of the R.O.C.

Article 11 Unless otherwise regulated by law, each shareholder of the Company owns one vote per share.

The Company shall provide electronic voting mechanism as one of the options for shareholders to exercise their voting rights in accordance with relevant rules and regulations of the R.O.C.

Article 12 Unless otherwise regulated by 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 13 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 shall be three (3) years. The directors are eligible for re-election.

The Company shall establish at least three (3) independent directors, occupying equal to /exceeding seats of one third 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, determination of independence, 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 may purchase the Responsibility Insurance for the directors who have to be responsible for the damages caused by their duties.

The Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be obligated to perform those duties of Supervisors specified under the Company Act, Securities and Exchange Act and other relevant laws and regulations.

The Board of Directors of the Company may establish various functional committees as required by laws and regulations or business needs. The professional qualifications of their members, the exercise of their powers, and related matters shall be handled in accordance with relevant laws and regulations, and shall be further determined by the Board of Directors.

Article 14 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 Company may have a vice chairman through the same way. The chairman of the Board of Directors shall represent the Company in external matters.

Article 15 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 Article 281 of the Company Act. Where a director is unable to attend the meeting of the Board of Directors, he/she 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 Directors may be 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. If the Company has independent directors, the independent directors should attend in person or appoint another independent director to attend on their behalf.

Article 16 The meeting of the Board of Directors shall be convened in accordance with the Company Act and relevant regulations of competent authority; the notice of such meeting to each director may be provided in writing, by electronic mail or facsimile transmission. The meeting of the Board of Directors may be proceeded via visual communication network, a director attended a meeting of the Board of Directors via visual communication network, he/she shall be deemed to have attended such meeting in person.

Article 17 The Board of Directors is authorized to determine the compensation recommended by the Remuneration Committee for the directors, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas, no matter whether the Company has profit or suffered loss.

CHAPTER V – MANAGERS

Article 18 The Company may have one or several presidents and vice presidents. The appointment, removal, and compensation of the presidents and vice presidents shall be made in accordance with Article 29 of the Company Act.

CHPATER VI – ACCOUNTING

Article 19 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 20 Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least two percent (2%) of the remaining profit shall be distributed as employees' compensation (of which no less than 1% of the remaining profit shall be allocated as compensation for non-executive employees), and not greater than zero point eight percent (0.8%) of the remaining profit shall be distributed as remuneration of the 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. Remuneration for directors is paid in cash.

Where the Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous years, the Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total 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 dividends and bonuses after the

resolution of proposal, submitted by the Board of Directors, has been made by the shareholders' meeting.

The distributable dividends and bonuses, capital reserves, or legal surplus reserves in whole or in part will be paid in cash by the 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 21 The dividend policy of the Company depends on the current and future development plan, investment environments, concerning the interest of shareholders, etc.: therefore, share or cash dividends of the Company shall be distributed at least ten percent (10%) of yearly dividends. For the purpose of having a balance and steady dividend policy, the cash dividends shall not less than ten percent (10%) of the total dividend amount when distributing the dividend to the shareholders, except as otherwise the dividend is decided not to distribute with a consent adopted by the meeting of the Board of Directors and also approved by the shareholders' meeting.

CHAPTER VII – SUPPLEMENTARY PROVISIONS

- Article 22 The Company Act and related regulations shall govern any matter not provided in the Articles of Incorporation.

- Article 23 These Articles of Incorporation were approved on February 26, 1986

The first amendment was approved on March 22, 1986

The second amendment was approved on January 26, 1987

The third amendment was approved on April 3, 1987

The fourth amendment was approved on December 2, 1987

The fifth Amendment was approved on November 16, 1988

The sixth amendment was approved on November 10, 1989

The seventh amendment was approved on February 20, 1990

The eighth amendment was approved on June 29, 1990

The ninth amendment was approved on September 13, 1990

The tenth amendment was approved on November 5, 1990

The eleventh amendment was approved on March 27, 1991

The twelfth amendment was approved on July 24, 1991

The thirteenth amendment was approved on May 26, 1992

The fourteenth amendment was approved on May 14, 1993

The fifteenth amendment was approved on May 13, 1994

The sixteenth amendment was approved on March 28, 1995

The seventeenth amendment was approved on August 25, 1995

The eighteenth amendment was approved on May 27,1996

The nineteenth amendment was approved on May 23,1997

The twentieth amendment was approved on May 25,1998

The twenty-first amendment was approved on April 25,2000

The twenty-second amendment was approved on July 20, 2000

The twenty-third amendment was approved on May 15, 2001

The twenty-fourth amendment was approved on June 14, 2002

The twenty-fifth amendment was approved on June 9, 2005

The twenty-sixth amendment was approved on June 14, 2006

The twenty-seventh amendment was approved on June 15, 2007

The twenty-eighth amendment was approved on September 9, 2008

The twenty-ninth amendment was approved on June 30, 2010

The thirtieth amendment was approved on November 23, 2015

The thirty-first amendment was approved on December 10, 2019

The thirty-second amendment was approved on May 21, 2020

The thirty-third amendment was approved on December 10, 2020

The thirty-fourth amendment was approved on April 29, 2021

The thirty-fifth amendment was approved on August 3, 2021

The thirty-sixth amendment was approved on May 5, 2022

The thirty-seventh amendment was approved on May 29, 2024.

The thirty-eighth amendment was approved on May 28, 2025.

Appendix 3

Acer Gadget Inc. 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 must write the name and shareholder account number of the candidate on the ballot. If the candidate is not a shareholder, the voter should write the candidate's name and identification document number, and then place the ballot in the ballot box. When the candidate is a government entity or a corporate shareholder, the candidate section on the ballot may list the full name of the government entity or corporation. Additionally, the name of the representative of that government entity or corporation may be included. If there are multiple representatives, the names of each representative should be listed separately.
- Article 8 A ballot shall be deemed invalid under the following circumstances:
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. If the name and account number of the candidate, when a shareholder, do not match those in the shareholder registry; or if the candidate is not a shareholder and their name or identification document number does not match the verified information;
5. If in addition to the name, account number (or identification document number) of the candidate and the allocated number of voting rights, any other text is included;
6. If any item among the filled-in candidate's name, account number (or identification document number), or the number of voting rights has been altered.;
7. Contains words or marks which are illegible or unrecognizable; or
8. If the name of the candidate is the same as that of another shareholder and the account number or identification document number is not provided to distinguish between them.

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 5, 2022

The first amendment was made on November 11, 2022

Appendix 4

Acer Gadget Inc. Shareholdings of All Directors as of October 08, 2025

Title	Name	Number of Shares
Chairman	Acer Incorporated	39,308,288
	Legal Representative: Jerry Kao	
Director	Acer Incorporated	39,308,288
	Legal Representative: Jason Chen	
Director	Acer Incorporated	39,308,288
	Legal Representative: Sophia Chen	
Independent Director	Jones Yu	1,740
Independent Director	Jian-Guang Wang	0
Independent Director	Ming-hui Lin	0
Independent Director	Lori King	0
Total		39,310,028

Note:

- (1) The current number of issued shares in the Company as of October 08, 2025 is 61,860,000 common shares.
- (2) As more than one-half of the total number of directors in our company are independent directors and an audit committee has been established in accordance with the law, the provisions requiring all directors and supervisors to hold a certain percentage of shares do not apply.

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