



Acer Gadget Inc.

Stock Symbol: 2432



Agenda of 2026

General Shareholders' Meeting

Date: May 22, 2026

Venue: 1F, 88, Sec. 1, Xintai 5th Rd., Xizhi Dist.,

New Taipei City 221

Disclaimer

This is a translation of the 2026 General Shareholders' Meeting 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, May 22, 2026
 - **Venue:** 1F, No.88, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City
 - **Meeting Type:** Hybrid Shareholders' Meeting
(Physical shareholders' meeting with assistance of video conferencing)
 - **Video Conference Platform:** The eServices Platform of Taiwan Depository & Clearing Corporation
(Website: <https://stockservices.tdcc.com.tw>)
1. Report Items
 - (1) Business Report for the Year 2025
 - (2) Audit Committee's Review Report
 - (3) Report on the Distribution of Cash Dividends, Cash Distribution from Capital Surplus, Employee Compensation, and Directors' Remuneration for the Year 2025.
 2. Proposed Items for Ratification and Discussion
 - (1) Ratification Proposal of the Financial Statements, Business Report, and the Profit Appropriation Statement for the Year 2025
 3. Extemporary Motion
 4. Meeting Adjourned

1. Report Items

(1) Business Report for the Year 2025

Explanatory Notes: Please refer to Attachment 1, pages 8 to 11.

(2) Audit Committee's Review Report

Explanatory Notes: Please refer to Attachment 2, page 12

(3) Report on the Distribution of Cash Dividends, Cash Distribution from Capital Surplus, Employee Compensation, and Directors' Remuneration for the Year 2025.

Explanatory Notes:

- i. The Distribution of Cash Dividend
 - a. In accordance with Article 20 of the Article of Incorporation, 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.
 - b. The distributable earnings of the Company amount to NT\$41,724,387, and it is proposed to distribute a cash dividend of NT\$41,724,387 to shareholders. Based on the shareholding percentage recorded in the Register of Shareholders on the ex-dividend record date, the proposed cash dividend is NT\$0.67449704 per share.

In addition, the Company proposes to distribute NT\$63,437,613 in cash from capital surplus derived from share premiums in excess of par value, with a tentative distribution of NT\$1.02550296 per share.

Cash dividends to each shareholder will be rounded down to the nearest whole

NT Dollar, with any fractional amounts resulting from such rounding will be recognized as other income of the Company.

- ii. c. The ex-dividend record date for the distribution of earnings and cash from capital surplus is tentatively set on July 3, 2026, and the payment date is tentatively set on July 23, 2026. Should there be any changes to the aforementioned schedule due to amendments in laws and regulations, exercise of authority by the competent authorities, or requests for revision, the Chairman of the Board is authorized to adjust the schedule at his full discretion. Distribution of Compensation for Employees and Remuneration for Directors

The 2025 compensation for employees and remuneration for directors were approved by the Board of Directors on March 5, 2026, and shall be distributed entirely in cash as follows:

- a. The total amount of employees' 2025 compensation is NT\$ 11,830,000.
- b. The total amount of Board Directors' 2025 remuneration is NT\$960,000.

2. Proposed Items for Ratification and Discussion

Item 1

Proposal: Ratification Proposal of the Financial Statements, Business Report, and the Profit Appropriation Statement for the Year 2025. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The Company's Financial Statements for the year 2025, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flow, have been audited by CPA Lilian Kao and CPA Ken Tang of KPMG.
- (2) The Business Report for the year 2025, the forementioned Financial Statements, and the Profit Appropriation Statement for the Year 2025 are attached hereto as Attachment 1, pages 8 to 11, Attachment 3, pages 13 to 30, and Attachment 4, pages 31, which have been approved by the Audit Committee and resolved by the Board of Directors.

(3) Please ratify.

Resolution:

3. Extemporaneous Motion

4. Meeting Adjourned

Attachment 1

Business Report

I. Business Policies and Implementation Overview

Acer Gadget Inc. (hereinafter referred to as the “Company”) continued to execute its three core strategic priorities in 2025: “deepening its presence in the North American market and expanding the influence of its direct-to-consumer channels,” “replicating its successful North American experience to steadily advance global expansion,” and “optimizing its product portfolio and supply chain structure to enhance profitability.” Guided by these strategies, the Company achieved simultaneous growth in both operational scale and profitability, while further strengthening its independent operating capabilities and reducing reliance on related-party transactions with its parent group.

In terms of market expansion, the Company continued to deepen its presence in North America by not only reinforcing partnerships with existing offline retail channels, but also increasing investment in its direct e-commerce operations. With a primary focus on the Amazon platform, the Company leveraged integrated brand management, precise data-driven marketing, and optimized promotional strategies to make e-commerce a key growth driver. At the same time, the Company extended its successful North American operating experience to other cross-border e-commerce and emerging platforms, including Temu, TikTok Shop, and Amazon marketplaces in other countries, thereby steadily expanding its global footprint.

On the product and supply chain front, the Company continued to strengthen its innovation capabilities and product differentiation. In 2025, it launched several new smart products, including AI-powered translation earbuds, smart rings, and smart locks, further expanding its smart lifestyle product portfolio and enhancing product value. In response to global supply chain restructuring and geopolitical risks, the Company also actively optimized its supply chain by adopting multi-source procurement, regional diversification, and shorter supply routes. These efforts improved operational resilience and reduced dependence on any single market. Meanwhile, the Company continued to expand its customer base to diversify market risks and enhance overall operational stability.

In summary, the Company has gradually established a solid foundation with international competitiveness and sustainable growth potential. Looking ahead, it will continue to strengthen its operational fundamentals and expand its market presence, while maintaining flexibility in response to market changes. Based on its operating performance and overall strategic development, the Company will prudently evaluate the timing and planning for a potential transition from the Innovation Board to the Main Board.

II. Results of Business Plan Implementation

In 2025, amid continued uncertainty in the global political and economic environment and increasingly cautious consumer spending, the Company adhered to its established operating strategies. Focusing on three key pillars—deepening its presence in the North American market, expanding global e-commerce channels, and optimizing its product portfolio and supply chain structure—the Company maintained steady growth momentum and achieved meaningful progress across several key areas. The major accomplishments are summarized as follows:

- (I) Operational momentum in the North American market increased significantly, with the Company's direct-to-consumer e-commerce business becoming the primary growth driver.

In 2025, the Company continued to execute its established strategy of “deepening its presence in North America and strengthening its proprietary brand channels,” with an ongoing focus on the integrated development of both online and offline operations in the U.S. market. By leveraging the operational foundation established through partnerships with major retail channels and e-commerce platforms in prior years, the Company effectively expanded its revenue scale and further strengthened the contribution of its direct channels to overall market momentum.

The e-commerce channel was one of the key highlights of the year. In particular, the Amazon platform served as the core growth driver. Supported by stable sales of established brands such as ACER and Nitro, overall sales momentum increased significantly. E-commerce has now become one of the primary sources of annual revenue growth, demonstrating that the Company's capabilities in direct e-commerce operations, brand management, and data-driven marketing have matured and developed into a sustainable business model.

Through continuous optimization of its product mix, enhancement of marketing effectiveness, and improvement of customer experience, the Company has successfully transformed its direct-to-consumer channels from a supporting role into one of its core operational capabilities. This has effectively reduced reliance on single distribution channels and related-party channels within the parent group, while further strengthening the Company's independent operating structure and market identity.

- (II) Successful experience in cross-border e-commerce was rapidly replicated, accelerating the Company's global market expansion.

Based on its successful operating experience in the North American market, the Company actively replicated its mature cross-border e-commerce operating model to other global markets in 2025, advancing its international expansion strategy under a dual approach of “platform-first, brand-synchronized development.”

In terms of online channels, the Company continued to deepen its presence on Amazon platforms across various countries, while also expanding into emerging cross-border e-commerce platforms such as TEMU and TikTok Shop. The Company effectively transferred its proven product strategies, content marketing capabilities, and data analytics framework from North America to different regions, thereby continuously expanding brand exposure and revenue contribution across Europe, Asia, and other emerging markets.

Through this scalable “global e-commerce expansion model,” the Company has not only enhanced product visibility in multiple markets but also accumulated extensive cross-border operational experience. This has enabled the Company to evolve from success in a single market to a diversified global footprint, laying a solid foundation for medium- to long-term growth.

This achievement demonstrates the Company's mature cross-border operational capabilities and strong execution in international market expansion, further confirming its solid capability to independently develop and scale its global presence.

- (III) Product innovation and supply chain adjustments delivered positive results, leading to continued improvement in the Company's profitability structure.

In response to the rapid changes in the consumer electronics and smart lifestyle product

markets, the Company actively optimized its existing product portfolio during the year and continued to introduce innovative, trend-oriented products to enhance overall product value and profitability.

In terms of new product development, the Company launched several innovative smart devices in 2025, including AI translation earbuds, smart rings, and smart locks. These offerings have successfully diversified the product portfolio and strengthened the Company's positioning in the smart living and AI application sectors. As a result, the product mix has gradually evolved from traditional 3C accessories into "smart technology solutions," thereby increasing gross margin potential and raising competitive barriers.

On the supply chain side, in response to geopolitical risks and global supply chain uncertainties, the Company continued to implement diversification and regionalization strategies, strengthening contingency mechanisms across different production sites while also enhancing supplier evaluation and risk management systems. In addition, the Company actively expanded its customer base in emerging markets to reduce dependency on any single market or supply source.

Through these combined improvements in both product development and supply chain management, the Company has enhanced its operational resilience, improved its overall profitability structure, and maintained stable growth momentum amid a volatile global environment, thereby laying a stronger foundation for long-term competitiveness.

Overall, in 2025, the Company has gradually transformed from a business model heavily reliant on parent group resources into an independent enterprise with integrated capabilities in product development, direct distribution channels, and brand management. By increasing the proportion of direct channels and successfully expanding into new markets, the Company has steadily reduced the share of related-party transactions, resulting in a healthier and more transparent operating structure.

This transformation not only significantly enhances the Company's operational independence but also strengthens its attractiveness to external investors and the capital market, creating favorable conditions for future capital structure optimization and potential listing-related planning.

III. Financial Performance, Income and Profitability

Item	2025		2024		NTD thousand
	Amount	%	Amount	%	YoY
Operating revenue	\$3,273,212	100%	\$2,605,483	100%	26%
Operating cost	(2,855,302)	-87%	(2,261,066)	-87%	26%
Gross operating profit	417,910	13%	344,417	13%	21%
Operating expenses	(290,542)	-9%	(230,268)	-9%	26%
Operating profit	127,368	4%	114,149	4%	12%
Non-operating revenue and expenses	23,133	1%	38,548	2%	-40%
Profit before tax	150,501	5%	152,697	6%	-1%
Income tax benefits (expenses)	(34,286)	-1%	(35,931)	-2%	-5%
Profit of the period	\$116,215	4%	\$116,766	4%	0%
EPS	\$1.88		\$1.89		

IV. Analysis of Profitability

In 2025, the Company's net revenue reached NT\$3,273,212 thousand, representing a historical high and an increase of 26% compared to 2024. The expansion in operating scale also drove an increase in gross profit, with full-year gross profit rising by 21% year over year, reflecting the effectiveness of both market demand momentum and the Company's product mix optimization strategy.

As a result of revenue growth and increased investments in channel operations, total operating expenses for the year amounted to NT\$290,542 thousand, an increase of 26% compared to 2024. The increase was primarily driven by higher spending on brand marketing, e-commerce operations, and personnel costs.

Driven by the above factors, the Company recorded operating profit of NT\$127,368 thousand in 2025, an increase of NT\$13,219 thousand compared to the previous year. In addition, higher interest income and investment dividend income contributed to non-operating income of NT\$23,133 thousand, resulting in profit before tax of NT\$150,501 thousand for the year. After recognizing income tax expenses of NT\$34,286 thousand, net profit for the year amounted to NT\$116,215 thousand, a slight decrease of NT\$551 thousand compared to 2024, indicating overall stable profitability performance.

V. Research and Development Status

In 2025, the Company continued to increase its investment in research and development of smart devices and AI-related applications, focusing on high-growth areas such as "smart living," "wearable devices," "cross-language communication," and "smart home solutions." The Company is committed to translating innovative technologies into practical real-life applications. Key R&D achievements for the year include:

- i. AI Translation Earbuds: Integrated real-time speech recognition and AI language model technologies to significantly improve translation accuracy and response speed, targeting applications in international business, travel, and education.
- ii. Smart Ring: Incorporates biometric sensing and health monitoring technologies, focusing on personal health management and fitness applications, thereby entering the high-potential wearable device market.
- iii. Smart Lock: Combines biometric authentication, remote control functionality, and smart home system integration to enhance home security and convenience, effectively extending the product line into the smart residential solutions sector.

In addition, the Company has also invested in research related to new material applications, low-power consumption technologies, and eco-friendly design, continuously strengthening its ESG-oriented product development direction. In line with global market trends, the Company is also actively building its patent portfolio and technology reserves.

Looking ahead, the Company will continue to be market-driven and innovation-focused, further strengthening its R&D capabilities to develop highly differentiated and internationally competitive products, thereby providing strong technological support for the Company's long-term growth momentum.

Chairman of Board



Corporate Officer



Accounting Officer



Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements, and the Proposal for profit appropriation. CPA Lilian Kao and CPA Ken Tang from KPMG were retained to audit AGT's Financial Statements and have issued an audit report relating to the Financial Statements. The said Business Report, Financial Statements, and Proposal for profit appropriation have been reviewed and determined to be correct and accurate by the Audit Committee of AGT 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 Gadget Inc.

Convener of the Audit Committee: Lin Ming-hui

March 5, 2026

Attachment 3

Independent Auditors' Report

Board of Directors of Acer Gadget Inc.,

Audit opinions

We have audited the accompanying Consolidated Balance Sheet of Acer Gadget Inc. and its subsidiaries as of December 31, 2025 and 2024, and the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, and the Notes to Consolidated Financial Statements, including a summary of significant accounting policies for the years then ended.

In our opinion, based on the audit results of the independent auditors and the audit report of other accountants, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Acer Gadget Inc. and its subsidiary as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulation Governing the Preparation of Financial Reports by Securities Issuers and the IFRSs, IASs, IFRIC Interpretations, and SIC Interpretations as endorsed and issued into effect by the Financial Supervisory Commission.

Basis for the Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards 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 Acer Gadget Inc. and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountants 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.

Key Points

As described in Notes 1, 4(3), and 12(2) to the consolidated financial statements, Acer Gadget Inc. acquired 100% of the equity of Xplova Inc., a subsidiary of Acer Incorporated, from Acer Beingware Holding Inc. through a cash transaction on June 5, 2025. In accordance with the IFRS Q&A published by the Accounting Research and Development Foundation and Interpretation No. (2012) Ji-Mi-Zi No. 301, this transaction is considered a reorganization under common control and should be treated as if it had occurred from the beginning. Accordingly, the 2025 consolidated financial statements have been prepared on this basis and the 2024 consolidated financial statements have been restated. Our audit opinion has not been modified as a result.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 2025 consolidated financial statements of Acer Gadget Inc. and its subsidiaries. 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. We determined that the key audit matters that shall be communicated in the report are as follows:

I. Income recognition

For the accounting policies related to income recognition, please refer to Note 4(15) income from customer contracts of the consolidated financial statements; for details of income recognition, please refer to Note 6(16) of the consolidated financial statements.

Description of the key audit matter:

Customers of Acer Gadget Inc. and its subsidiaries are spread across different regions worldwide, and the sales to customers involve different types of transaction conditions. Sales income is required to be recognized through the identification of the timing when the control over products is transferred to customers based on individual sales conditions. There are risks that income nearing the balance sheet date may not be accurately recorded in the accurate period. Therefore, income recognition is one of the material matters for evaluation during our audit of the consolidated financial statements.

Responding audit procedures:

The principal audit procedures for the key audit matter above include testing the internal control related to the sales and collection cycle and the financial reporting of Acer Gadget Inc. and its subsidiaries, sampling of sales transactions in the period before and after the end of the annual reporting period to understand the transaction conditions between the Company and its customers, and sampling relevant transaction certificates to evaluate whether the timing of income recognition is appropriate.

II. Inventory valuation

For the accounting policies related to inventory valuation, please refer to Note 4(8) inventory of the consolidated financial statements; for the description of uncertainties of the accounting estimates and assumptions of inventory valuation, please refer to Note 5(1) of the consolidated financial statements; for the provision for inventory valuation loss, please refer to Note 6(5).

Description of the key audit matter:

Inventories of Acer Gadget Inc. and its subsidiaries are measured at costs or net realizable value, whichever is lower. The main sales products of the Company are innovative computer peripherals and smart life products. Its market competition is intense, and products may be obsolete when not complying with the market demand, resulting in the possible involvement of the management's subjective judgments for the estimate of the net realizable value of inventories and high uncertainties. Therefore, inventory valuation is one of the material matters for evaluation during our audit of the consolidated financial statements.

Responding audit procedures:

The principal audit procedures for the key audit matters above include understanding the inventory obsolescence valuation policy adopted by the management and evaluating its appropriateness, reviewing the inventory aging statement, analyzing the changes in the inventory age in each period, and testing whether the inventory is classified in the appropriate inventory age interval, evaluating whether the inventory valuation has been processed in accordance with the valuation policy of the Acer Gadget Inc. and its subsidiaries.

Other Matters

Acer Gadget Inc. has prepared the parent company only financial statements for 2025 and 2024, and we have issued an unmodified opinion with an emphasis of matter paragraph and an unmodified opinion audit report, respectively, for reference.

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

The 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 the IFRSs, IASs, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission, and to maintain Internal controls necessary for the preparation of financial statements to ensure that the consolidated financial statements are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the management is responsible for assessing Acer Gadget Inc.'s and its subsidiaries' 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 Acer Gadget Inc. and its subsidiaries, or cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the Audit Committee, are responsible for overseeing the financial reporting process of Acer Gadget Inc. and its subsidiaries.

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 auditor's report. Reasonable assurance is a high level of assurance. However, the auditing conducted in accordance with the auditing standards of the Republic of China cannot guarantee that it will be able to detect material misstatements in the consolidated financial statements. Misstatement can arise from fraud or error. If the individual or aggregate amount of the misstatement can reasonably be expected to affect the economic decisions made by users of the consolidated financial statements, they are considered material.

We exercise professional skepticism during the audit in accordance with the auditing standards. We also performed the following tasks:

- I. 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.
- II. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of Acer Gadget Inc. and its subsidiaries.
- III. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- IV. 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 Acer Gadget Inc.'s and its subsidiaries' ability to continue as a going concern. If we conclude that 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 Acer Gadget Inc. and its subsidiaries to cease to continue as a going concern.
- V. 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.
- VI. Obtain sufficient appropriate audit evidence regarding the parent company only financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable (including relevant protection measures). From matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 2025 consolidated financial statements of Acer Gadget Inc. and its subsidiaries and are, therefore, 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.

KPMG Taiwan

CPA:

Certificate No. for the approval of the competent authority of securities	:	Jin-Guan-Zheng-Shen-Zi No. 1060005191 Jin-Guan-Zheng-Shen-Zi No. 1080303300
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March 5, 2026

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the 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 accepted and applied in the Republic of China.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

Acer Gadget Inc. and Its Subsidiaries
Consolidated Balance Sheet
December 31, 2025 and 2024

Unit: NTD thousand

Assets	2025.12.31		2024.12.31 (after restatement)		Liabilities and equity	2025.12.31		2024.12.31 (after restatement)	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:					Current liabilities:				
1100 Cash and cash equivalents (Note 6(1))	\$ 1,114,824	65	1,108,606	59	2130 Contract liabilities - Current (Note 6(16))	\$ 62,520	4	76,618	4
1170 Net accounts receivable (Notes 6(4)(16))	50,208	3	103,586	6	2170 Accounts payable	228,943	14	323,598	17
1181 Accounts receivables - Related parties (Notes 6(4)(16) and 7)	163,085	10	228,081	12	2180 Accounts payable - Related parties (Note 7)	36,522	2	47,493	2
1200 Other receivables	130	-	1,263	-	2209 Other payables (Note 6(17))	108,470	6	88,658	5
130X Inventory (Note 6(5))	130,650	8	136,054	7	2220 Other payables - Related parties (Note 7)	17,221	1	11,163	1
1476 Other financial assets - current (Note 6(2))	-	-	12,900	1	2230 Income tax liabilities for the period	7,730	-	28,274	2
1479 Prepayments and other current assets	29,179	2	15,181	1	2250 Provisions for liabilities - Current (Note 6(10))	12,759	1	10,277	-
Total current assets	1,488,076	88	1,605,671	86	2280 Lease liabilities - Current (Notes 6(9) and 7)	1,342	-	1,070	-
Non-current assets:					2365 Refund liabilities - Current (Note 7)	10,497	1	19,276	1
1517 Financial assets at fair value through other comprehensive income - Non-current (Note 6(3))	164,131	10	233,501	12	2399 Other current liabilities	2,426	-	2,234	-
1600 Property, plant and equipment (Note 6(6))	23,982	1	18,066	1	Total current liabilities	488,430	29	608,661	32
1755 Right-of-use assets (Note 6(7) and 7)	1,324	-	1,060	-	Non-current liabilities:				
1760 Investment property (Note 6(8))	6,054	-	6,185	-	2527 Contract liabilities - Non-current (Note 6(16))	611	-	754	-
1780 Intangible assets	896	-	1,369	-	2570 Deferred income tax liabilities (Note 6(13))	18,104	1	13,694	1
1840 Deferred income tax assets (Note 6(13))	12,837	1	13,441	1	2645 Guarantee deposits received	7,755	-	1,500	-
1980 Refundable deposits (Note 8)	2,100	-	1,916	-	Total non-current liabilities	26,470	1	15,948	1
1990 Other non-current assets	987	-	987	-	Total liabilities	514,900	30	624,609	33
Total non-current assets	212,311	12	276,525	14	Equity (Note 6(14)):				
					3110 Ordinary share capital	618,600	36	618,600	33
					3200 Capital surplus	422,373	25	422,373	22
					Retained earnings:				
					3310 Legal reserve	91,049	6	79,444	4
					3320 Special reserve	40,219	2	39,259	2
					3350 Retained earnings	122,796	8	123,097	7
					Subtotal of retained earnings	254,064	16	241,800	13
					3400 Other equity	(109,550)	(7)	(40,219)	(2)
					35xx Equity attributable to former owner of business combination under common control	-	-	15,033	1
					Total equity	1,185,487	70	1,257,587	67
Total assets	\$ 1,700,387	100	1,882,196	100	Total liabilities and equity	\$ 1,700,387	100	1,882,196	100

(Please refer to the enclosed notes to the consolidated financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Acer Gadget Inc. and Its Subsidiaries
Consolidated Statement of Comprehensive Income
For the year ended December 31, 2025

Unit: NTD thousand

	2025		2024 (after restatement)	
	Amount	%	Amount	%
4000 Net operating income (Notes 6(16), 7 and 14)	\$ 3,273,212	100	2,605,483	1
5000 Operating costs (Notes 6(5)(6)(10), 7 and 12)	(2,855,302)	(87)	(2,261,066)	(
Gross operating profit	417,910	13	344,417	
Operating expenses (Notes 6(4)(6)(7)(8)(9)(12)(17), 7 and 12):				
6100 Selling expenses	(128,111)	(4)	(110,554)	
6200 Management fees	(80,124)	(2)	(73,243)	
6300 R&D expenses	(81,875)	(3)	(46,471)	
6450 Expected credit impairment losses	(432)	-	-	-
Total operating expenses	(290,542)	(9)	(230,268)	
Net operating profit	127,368	4	114,149	
Non-operating income and expenses (Notes 6(9)(11)(18) and 7)				
7100 Interest income	15,918	1	16,576	
7190 Other income	9,452	-	9,201	-
7020 Other gains and losses	(2,177)	-	12,825	
7050 Financial costs	(60)	-	(54)	-
Total non-operating income and expenses	23,133	1	38,548	
Profit before tax	150,501	5	152,697	
7950 Income tax expenses (Note 6(13))	(34,286)	(1)	(35,931)	
Current net profit	116,215	4	116,766	
Other comprehensive income (Note 6(14))				
8310 Items not reclassified as gains and losses				
8316 Unrealized valuation gain or loss of equity instruments measured at fair value through other comprehensive income	(69,370)	(2)	(48,090)	
8349 Income tax related to items not subject to reclassification	-	-	-	-
Total of items not reclassified as gains and losses	(69,370)	(2)	(48,090)	
8360 Items that may be reclassified as profit or loss subsequently				
8361 Exchange differences arising from the translation of the financial statements of foreign operations	1,210	-	3,088	-
8399 Income tax related to items that may be reclassified	-	-	-	-
Total items that may be reclassified as profit or loss subsequently	1,210	-	3,088	-
Other comprehensive income for the period	(68,160)	(2)	(45,002)	
8500 Total comprehensive income for the period	\$ 48,055	2	71,764	
Current net profit attributable to:				
8610 Owners of the parent company	\$ 117,426	4	116,029	
8615 Equity attributable to former owner of business combination under common control	(1,211)	-	737	-
Total comprehensive income attributable to:	\$ 116,215	4	116,766	
8710 Owners of the parent company	\$ 48,095	2	71,027	
8715 Equity attributable to former owner of business combination under common control	(40)	-	737	-
Total comprehensive income attributable to:	\$ 48,055	2	71,764	
Earnings per share (unit: NTS, Note 6(15))				
9750 Basic earnings per share (NTS)				
Owners of the parent company	\$ 1.90		1	
Equity attributable to former owner of business combination under common control	(0.02)		0	
Basic earnings per share (NTS)	\$ 1.88		1	
9850 Diluted earnings per share (NTS)				
Owners of the parent company	\$ 1.88		1	
9850 Equity attributable to former owner of business combination under common control	(0.02)		0	
Diluted earnings per share (NTS)	\$ 1.86		1	

(Please refer to the enclosed notes to the consolidated financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Acer Gadget Inc. and Its Subsidiaries
Consolidated Statement of Changes in Equity
For the year ended December 31, 2025

Unit: NTD thousand

	Equity attributable to owners of the parent company						Other equity items						
	Retained earnings					Total	Exchange differences arising from the translation of the financial statements of foreign operations	Unrealized gain or loss of financial assets at fair value through other comprehensive income	Remeasurement of the defined benefit plan	Total	Total equity attributable to owners of the parent company	Equity attributable to former owner of business combination under common control	Total equity
	Ordinary share capital	Capital surplus	Legal reserve	Special reserve	Retained earnings								
Balance on January 1, 2024	\$ 618,600	422,373	67,318	39,259	121,263	227,840	(899)	6,983	(1,301)	4,783	1,273,596	-	1,273,596
Retrospective adjustment of former owner equity under common control	-	-	-	-	-	-	-	-	-	-	-	14,296	14,296
Balance after restatement on January 1, 2024	618,600	422,373	67,318	39,259	121,263	227,840	(899)	6,983	(1,301)	4,783	1,273,596	14,296	1,287,892
Current net profit	-	-	-	-	116,029	116,029	-	-	-	-	116,029	737	116,766
Other comprehensive income for the period	-	-	-	-	-	-	3,088	(48,090)	-	(45,002)	(45,002)	-	(45,002)
Total comprehensive income for the period	-	-	-	-	116,029	116,029	3,088	(48,090)	-	(45,002)	71,027	737	71,764
Appropriation and distribution of earnings:													
Appropriation of the legal reserve	-	-	12,126	-	(12,126)	-	-	-	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(102,069)	(102,069)	-	-	-	-	(102,069)	-	(102,069)
Balance on December 31, 2024	618,600	422,373	79,444	39,259	123,097	241,800	2,189	(41,107)	(1,301)	(40,219)	1,242,554	15,033	1,257,587
Current net profit	-	-	-	-	117,426	117,426	-	-	-	-	117,426	(1,211)	116,215
Other comprehensive income for the period	-	-	-	-	-	-	39	(69,370)	-	(69,331)	(69,331)	1,171	(68,160)
Total comprehensive income for the period	-	-	-	-	117,426	117,426	39	(69,370)	-	(69,331)	48,095	(40)	48,055
Appropriation and distribution of earnings:													
Appropriation of the legal reserve	-	-	11,605	-	(11,605)	-	-	-	-	-	-	-	-
Appropriation of the special reserve	-	-	-	960	(960)	-	-	-	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(105,162)	(105,162)	-	-	-	-	(105,162)	-	(105,162)
Organizational restructuring treated as if merged from the beginning	-	-	-	-	-	-	-	-	-	-	-	(14,993)	(14,993)
Balance on December 31, 2025	\$ 618,600	422,373	91,049	40,219	122,796	254,064	2,228	(110,477)	(1,301)	(109,550)	1,185,487	-	1,185,487

(Please refer to the enclosed notes to the consolidated financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Acer Gadget Inc. and Its Subsidiaries
Consolidated Statement of Cash Flows
For the year ended December 31, 2025 and 2024 (after restatement)

Unit: NTD thousand

	2025	2024 (after restatement)
Cash flow from operating activities:		
Profit before tax for the period	\$ 150,501	152,697
Adjusting item:		
Depreciation expenses	17,310	8,453
Amortization expenses	473	537
Expected credit impairment losses	432	-
Interest income	(15,918)	(16,576)
Interest expense	60	54
Dividend income	(9,452)	(8,209)
Gains on the disposal of property, plant and equipment	-	(1)
Net loss (gain) on disposal and liquidation of subsidiaries	1,171	(24)
Total of income and expense items	(5,924)	(15,766)
Changes in assets/liabilities related to operating activities:		
Accounts receivable	52,946	(22,993)
Accounts receivable - Related parties	64,996	129,579
Other receivables	1,133	(22)
Inventory	5,404	(33,090)
Prepayments and other assets	(14,951)	51,646
Net defined benefit assets	-	46,887
Total net changes in assets related to operating activities	109,528	172,007
Accounts payable	(94,655)	(60,509)
Accounts payables - Related parties	(10,971)	26,651
Other payables	19,792	5,834
Other payables - Related parties	6,058	4,741
Refund liabilities	(8,779)	5,018
Contract liabilities	(14,241)	35,076
Other current liabilities	192	1,142
Provisions for liabilities	2,482	2,475
Total net changes in liabilities related to operating activities	(100,122)	20,428
Total net changes in assets and liabilities related to operating activities	9,406	192,435
Cash inflow generated from operations	153,983	329,366
Interest received	15,918	16,576
Interest paid	(60)	(54)
Income tax paid	(48,863)	(10,138)
Net cash inflow from operating activities	120,978	335,750

(Cont'd)

(Please refer to the enclosed notes to the consolidated financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Acer Gadget Inc. and Its Subsidiaries
Consolidated Statement of Cash Flows (Cont'd)
For the year ended December 31, 2025 and 2024 (after restatement)

Unit: NTD thousand

	2025	2024 (after restatement)
Cash flow from investing activities		
Acquisition of property, plant and equipment	(17,210)	(20,825)
Disposal of property, plant and equipment	-	9
Increase in refundable deposits	(184)	(115)
Decrease (Increase) in other financial assets	12,900	(12,900)
Dividends received	9,452	8,209
Net cash (outflow) inflow from investing activities	<u>4,958</u>	<u>(25,622)</u>
Cash flow from financing activities		
Increase in guarantee deposits	6,255	-
Repayment of the principal of leases	(5,877)	(5,082)
Distribution of cash dividends	(105,142)	(102,370)
Transactions with former owner equity under common control	(14,993)	-
Net cash outflow from financing activities	<u>(119,757)</u>	<u>(107,452)</u>
Effects of exchange rate changes on cash and cash equivalents	39	3,112
Increase in cash and cash equivalents during the period	6,218	205,788
Opening balance of cash and cash equivalents	1,108,606	902,818
Closing balance of cash and cash equivalents	<u>\$ 1,114,824</u>	<u>1,108,606</u>

(Please refer to the enclosed notes to the consolidated financial statements)

Chairman: Jerry Kao Manager: Allen Jong Chief Accounting Officer: Chia-Hao Cheng

Independent Auditors' Report

Board of Directors of Acer Gadget Inc.,

Audit opinions

We have audited the accompanying Parent Company Only Balance Sheet of Acer Gadget Inc. as of December 31, 2025 and 2024, and the Parent Company Only Statement of Comprehensive Income, Parent Company Only Statement of Changes in Equity, Parent Company Only Statement of Cash Flows, and the Notes to Parent Company Only Financial Statements, including a summary of significant accounting policies for the years then ended.

In our opinion, based on the audit results of the independent auditors and the audit report of other accountants, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Acer Gadget Inc. as of December 31, 2025 and 2024, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulation Governing the Preparation of Financial Reports by Securities Issuers.

Basis for the Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards 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 Acer Gadget Inc. in accordance with the Norm of Professional Ethics for Certified Public Accountants 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.

Key Points

As described in Notes 1, 4(2), and 12(2) to the parent company only financial statements, Acer Gadget Inc. acquired 100% of the equity of Xplova Inc., a subsidiary of Acer Incorporated, from Acer Beingware Holding Inc. through a cash transaction on June 5, 2025. In accordance with the IFRS Q&A published by the Accounting Research and Development Foundation and Interpretation No. (2012) Ji-Mi-Zi No. 301, this transaction is considered a reorganization under common control and should be treated as if it had occurred from the beginning. Accordingly, the 2025 parent company only financial statements have been prepared on this basis and the 2024 parent company only financial statements have been restated. Our audit opinion has not been modified as a result.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 2025 parent company only financial statements of Acer Gadget Inc.. 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. We determined that the key audit matters that shall be communicated in the report are as follows:

I. Income recognition

For the accounting policies related to income recognition, please refer to Note 4(15) income from customer contracts of the parent company only financial statements; for disclosures of income, please refer to Note 6(16) of the parent company only financial statements.

Description of the key audit matter:

Customers of Acer Gadget Inc. are spread across different regions worldwide, and the sales to customers involve different types of transaction conditions. Sales income is required to be recognized through the identification of the timing when the control over products is transferred to customers based on individual sales conditions. There are risks that income nearing the balance sheet date may not be accurately recorded in the accurate period. Therefore, income recognition is one of the material matters for evaluation during our audit of the parent company only financial statements of Acer Gadget Inc..

Responding audit procedures:

The principal audit procedures for the key audit matter above include testing the internal control related to the sales and collection cycle and the financial reporting of Acer Gadget Inc., sampling of sales transactions in the period before and after the end of the annual reporting period to understand the transaction conditions between the Company and its customers, and sampling relevant transaction certificates to evaluate whether the timing of income recognition is appropriate.

II. Inventory valuation

For the accounting policies related to inventory valuation, please refer to Note 4(7) inventory of the parent company only financial statements; for the description of uncertainties of the accounting estimates and assumptions of inventory valuation, please refer to Note 5(1) of the parent company only financial statements; for the provision for inventory valuation loss, please refer to Note 6(4) of the parent company only financial statements.

Description of the key audit matter:

The inventory of Acer Gadget Inc. is measured at cost or net realizable value, whichever is lower. The main sales products of the Company are innovative computer peripherals and smart life products. Its market competition is intense, and products may be obsolete when not complying with the market demand, resulting in the possible involvement of the management's subjective judgments for the estimate of the net realizable value of inventories and high uncertainties. Therefore, inventory valuation is one of the material matters for evaluation during our audit of the parent company only financial statements.

Responding audit procedures:

The principal audit procedures for the key audit matters above include understanding the inventory obsolescence valuation policy adopted by the management and evaluating its appropriateness, reviewing the inventory aging statement, analyzing the changes in the inventory age in each period, and testing whether the inventory is classified in the appropriate inventory age interval, evaluating whether the inventory valuation has been processed in accordance with the valuation policy of the Acer Gadget Inc..

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

The responsibility of the management is to prepare the fair parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and to maintain the necessary internal control related to the preparation of the parent company only financial statements to ensure that the parent company only financial statements are free from material misstatement due to fraud or error.

In preparing the parent company only financial statements, the management is responsible for assessing Acer Gadget Inc.'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 Acer Gadget Inc., or cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the Audit Committee, are responsible for overseeing the financial reporting process of Acer Gadget Inc..

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 auditor's report. Reasonable assurance is a high level of assurance. However, the auditing conducted in accordance with the auditing standards of the Republic of China cannot guarantee that it will be able to detect material misstatements in the parent company only financial statements. Misstatement can arise from fraud or error. If the individual or aggregate amount of the misstatement can reasonably expect to affect the economic decisions made by users of the parent company only financial statements, they are considered material.

We exercise professional skepticism during the audit in accordance with the auditing standards. We also performed the following tasks:

- I. 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.
- II. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control Acer Gadget Inc..
- III. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- IV. 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 Acer Gadget Inc.'s ability to continue as a going concern. If we conclude that 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 Acer Gadget Inc. to cease to continue as a going concern.
- V. 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.
- VI. Obtain sufficient appropriate audit evidence regarding the financial information of investees accounted for using the equity method 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 all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable (including relevant protection measures).

From matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 2025 parent company only financial statements of Acer Gadget Inc. and are, therefore, 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.

KPMG Taiwan

CPA:

Certificate No. for the approval of the competent authority of securities	:	Jin-Guan-Zheng-Shen-Zi No. 1060005191 Jin-Guan-Zheng-Shen-Zi No. 1080303300
March 5, 2026		

Notes to Readers

The accompanying parent-company-only financial statements are intended only to present the parent-company-only financial position, financial performance and cash flows in accordance with the 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 parent-company-only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying parent-company-only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and parent-company-only financial statements, the Chinese version shall prevail.

**Acer Gadget Inc.
Balance Sheet**

December 31, 2025 and 2024

Unit: NTD thousand

	2025.12.31		2024.12.31 (after restatement)			2025.12.31		2024.12.31 (after restatement)	
	Amount	%	Amount	%		Amount	%	Amount	%
Assets					Liabilities and equity				
Current assets:					Current liabilities:				
1100 Cash and cash equivalents (Note 6(1))	\$ 931,731	58	985,776	53	2130 Contract liabilities - Current (Note 6(16))	\$ 62,516	4	66,050	3
1170 Net accounts receivable (Notes 6(3)(16))	48,852	3	103,586	6	2170 Accounts payable	156,849	10	311,979	17
1180 Accounts receivables - Related parties (Notes 6(3)(16) and 7)	93,431	6	220,954	12	2180 Accounts payable - Related parties (Note 7)	36,522	2	47,493	3
1200 Other receivables	130	-	1,263	-	2200 Other payables (Note 6(17))	92,590	6	83,550	5
130X Inventory (Note 6(4))	99,700	6	131,600	7	2220 Other payables - Related parties (Note 7)	15,593	1	9,951	-
1479 Prepayments and other current assets	26,750	2	13,962	1	2230 Income tax liabilities for the period	4,517	-	26,704	2
Total current assets	1,200,594	75	1,457,141	79	2250 Provisions for liabilities - Current (Note 6(10))	10,805	1	7,893	-
Non-current assets:					2280 Lease liabilities - Current (Notes 6(9) and 7)	1,342	-	1,070	-
1517 Financial assets at fair value through other comprehensive income - Non-current (Note 6(2))	164,131	10	233,501	13	2365 Refund liabilities - Current (Note 7)	3,579	-	16,821	1
1550 Investments accounted for using the equity method (Note 6(5))	184,879	12	113,592	6	2399 Other current liabilities	1,414	-	2,212	-
1600 Property, plant and equipment (Note 6(6))	23,982	2	18,066	1	Total current liabilities	385,727	24	573,723	31
1755 Right-of-use assets (Note 6(7) and 7)	1,324	-	1,060	-	Non-current liabilities:				
1760 Investment property (Note 6(8))	6,054	-	6,185	-	2527 Contract liabilities - Non-current (Note 6(16))	611	-	754	-
1780 Intangible assets	896	-	1,369	-	2570 Deferred income tax liabilities (Note 6(13))	18,104	1	13,694	1
1840 Deferred income tax assets (Note 6(13))	12,837	1	13,441	1	2645 Guarantee deposits received	7,755	1	1,500	-
1980 Refundable deposits (Note 8)	2,000	-	1,916	-	Total non-current liabilities	26,470	2	15,948	1
1990 Other non-current assets	987	-	987	-	Total liabilities	412,197	26	589,671	32
Total non-current assets	397,090	25	390,117	21	Equity (Note 6(14)):				
Total assets	\$ 1,597,684	100	1,847,258	100	3110 Ordinary share capital	618,600	39	618,600	33
					3200 Capital surplus	422,373	26	422,373	23
					Retained earnings:				
					3310 Legal reserve	91,049	6	79,444	4
					3320 Special reserve	40,219	2	39,259	2
					3350 Retained earnings	122,796	8	123,097	7
					Subtotal of retained earnings	254,064	16	241,800	13
					3400 Other equity	(109,550)	(7)	(40,219)	(2)
					35XX Equity attributable to former owner of business combination under common control (Note 12(2))	-	-	15,033	1
					Total equity	1,185,487	74	1,257,587	68
					Total liabilities and equity	\$ 1,597,684	100	1,847,258	100

(Please refer to the enclosed notes to the parent company only financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Acer Gadget Inc.
Statement of Comprehensive Income
For the year ended December 31, 2025

Unit: NTD thousand

	2025		2024 (after restatement)	
	Amount	%	Amount	%
4000 Net operating income (Notes 6(16), 7)	\$ 2,713,672	100	2,264,319	100
5000 Operating costs (Notes 6(4)(6)(10), 7 and 12)	(2,367,080)	(87)	(1,945,258)	(86)
Gross operating profit	346,592	13	319,061	14
5910 Realized (Unrealized) gain on sales	2,321	-	(2,321)	-
Realized gross profit	348,913	13	316,740	14
Operating expenses (Notes 6(3)(6)(7)(8)(9)(12)(17), 7 and 12):				
6100 Selling expenses	(108,055)	(4)	(103,781)	(5)
6200 Management fees	(78,959)	(3)	(72,511)	(3)
6300 R&D expenses	(80,666)	(3)	(46,471)	(2)
6450 Expected credit impairment losses	(432)	-	-	-
Total operating expenses	(268,112)	(10)	(222,763)	(10)
Net operating profit	80,801	3	93,977	4
Non-operating income and expenses (Notes 6(9)(11)(18) and 7):				
7100 Interest income	13,921	1	14,687	1
7190 Other income	9,452	-	8,209	-
7020 Other gains and losses	(1,710)	-	12,307	-
7375 Share of gains of subsidiaries accounted for using the equity method	39,867	1	17,977	1
7050 Financial costs	(60)	-	(54)	-
Total non-operating income and expenses	61,470	2	53,126	2
Profit before tax	142,271	5	147,103	6
7950 Income tax expenses (Note 6(13))	(26,056)	(1)	(30,337)	(1)
Current net profit	116,215	4	116,766	5
Other comprehensive income (Note 6(14)):				
8310 Items not reclassified as gains and losses				
8316 Unrealized valuation gain or loss of equity instruments measured at fair value through other comprehensive income	(69,370)	(2)	(48,090)	(2)
8349 Income tax related to items not subject to reclassification	-	-	-	-
Total of items not reclassified as gains and losses	(69,370)	(2)	(48,090)	(2)
8360 Items that may be reclassified as profit or loss subsequently				
8361 Exchange differences arising from the translation of the financial statements of foreign operations	1,210	-	3,088	-
8399 Income tax related to items that may be reclassified	-	-	-	-
Total items that may be reclassified as profit or loss subsequently	1,210	-	3,088	-
Other comprehensive income for the period (net profit after tax)	(68,160)	(2)	(45,002)	(2)
8500 Total comprehensive income for the period	\$ 48,055	2	71,764	3
Current net profit attributable to:				
8610 Owners of the Company	\$ 117,426	4	116,029	5
8615 Equity attributable to former owner of business combination under common control	(1,211)	-	737	-
Total comprehensive income attributable to:	\$ 116,215	4	116,766	5
8710 Owners of the Company	\$ 48,095	2	71,027	3
8715 Equity attributable to former owner of business combination under common control	(40)	-	737	-
Total comprehensive income attributable to:	\$ 48,055	2	71,764	3
Earnings per share (unit: NTS, Note 6(15))				
9750 Basic earnings per share (NTS)				
Owners of the Company	\$ 1.90		1.88	
Equity attributable to former owner of business combination under common control	(0.02)		0.01	
Basic earnings per share (NTS)	\$ 1.88		1.89	
9850 Diluted earnings per share (NTS)				
Owners of the Company	\$ 1.88		1.86	
Equity attributable to former owner of business combination under common control	(0.02)		0.01	
Diluted earnings per share (NTS)	\$ 1.86		1.87	

(Please refer to the enclosed notes to the parent company only financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Acer Gadget Inc.
Statement of Cash Flows
For the year ended December 31, 2025

	Unit: NTD thousand	
	2025	2024
Cash flow from operating activities:		
Profit before tax for the period	\$ 142,271	147,103
Adjusting item:		
Depreciation expense	17,293	8,453
Amortization expenses	473	537
Expected credit impairment losses	432	-
Interest income	(13,921)	(14,687)
Dividend income	(9,452)	(8,209)
Interest expense	60	54
Share of gains of subsidiaries accounted for using the equity method	(39,867)	(17,977)
Gains on the disposal of property, plant and equipment	-	(1)
(Realized) Unrealized gain on sales	(2,321)	2,321
Total of income and expense items	(47,303)	(29,509)
Changes in assets/liabilities related to operating activities:		
Accounts receivable	50,656	(22,993)
Accounts receivable - Related parties	69,579	28,922
Other receivables	1,133	(22)
Inventory	(11,836)	(28,636)
Prepayments and other assets	(13,251)	51,660
Net defined benefit assets	-	46,887
Total net changes in assets related to operating activities	96,281	75,818
Accounts payable	(89,135)	(4,603)
Accounts payables - Related parties	(10,971)	26,651
Other payables	17,552	1,904
Other payables - Related parties	5,781	4,489
Refund liabilities	(9,991)	5,273
Contract liabilities	(3,677)	29,363
Provisions for liabilities	2,912	1,489
Other current liabilities	(798)	1,120
Total net changes in liabilities related to operating activities	(88,327)	65,686
Total net changes in assets and liabilities related to operating activities	7,954	141,504
Cash inflow generated from operations	102,922	259,098
Interest received	13,921	14,687
Interest paid	(60)	(54)
Income tax paid	(43,229)	(1,198)
Net cash inflow from operating activities	73,554	272,533

(Cont'd)

(Please refer to the enclosed notes to the parent company only financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Acer Gadget Inc.
Statement of Cash Flows (Cont'd)
For the year ended December 31, 2025

Unit: NTD thousand

	<u>2025</u>	<u>2024</u>
Cash flow from investing activities		
Acquisition of investments under the equity method	(14,993)	(15,786)
Acquisition of property, plant and equipment	(17,210)	(20,825)
Disposal of property, plant and equipment	-	9
Increase in refundable deposits	(84)	(115)
Dividends received	9,452	8,209
Net cash outflow from investing activities	<u>(22,835)</u>	<u>(28,508)</u>
Cash flow from financing activities		
Increase in guarantee deposits	6,255	-
Repayment of the principal of leases	(5,877)	(5,082)
Distribution of cash dividends	(105,142)	(102,370)
Net cash outflow from financing activities	<u>(104,764)</u>	<u>(107,452)</u>
(Decrease) Increase in cash and cash equivalents during the period	(54,045)	136,573
Opening balance of cash and cash equivalents	985,776	849,203
Closing balance of cash and cash equivalents	<u><u>\$ 931,731</u></u>	<u><u>985,776</u></u>

(Please refer to the enclosed notes to the parent company only financial statements)

Chairman: Jerry Kao

Manager: Allen Jong

Chief Accounting Officer: Chia-Hao Cheng

Attachment 4

Acer Gadget Inc. 2025 Statement of Profit Appropriation

Unit : NT\$

Beginning Balance of Un-appropriated Retained Earnings	\$	5,371,326
Plus : 2025 Net Income after Tax		117,426,275
Deduct : Legal Reserve		
Legal Reserve		(11,742,628)
Special Reserve		(69,330,586) (81,073,214)
Appropriation Items	\$	41,724,387
Cash Dividends to Shareholders		(41,724,387)
Ending Balance of Un-appropriated Retained Earnings	\$	0

Chairman of Board



Corporate Officer



Accounting Officer



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 倚天酷碁股份有限公司 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

- 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

- Article 6 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.

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.

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 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 buy 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 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 eight percent (8%) of the 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.
Shareholdings of All Directors as of March 24, 2026

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	Wei-Ling Zhu	0
Independent Director	Ming-hui Lin	0
Total		39,310,028

Note:

- (1) The current number of issued shares in the Company as of March 24 , 2026 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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