



Stock Code : 6690

# **Acer Cyber Security Inc.**

## **Agenda of 2025 General Shareholders' Meeting**

Date: May 27, 2025

Venue: Liberty Multifunctional Performance Hall

(8F, No. 9, Section 3, Nangang Road, Nangang District, Taipei City 115)

### ***Disclaimer***

This is a translation of the 2025 General Shareholders' Meeting Agenda of Acer Cyber Security Incorporated (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. Programme**

1. Call Meeting to Order
2. Report Items
3. Directors Election
4. Proposed Items for Ratification and Discussion
5. Extemporaneous Motion
6. Meeting Adjourned

## **B. Meeting Agenda**

**Time:** 9:00 a.m., Tuesday, May 27, 2025

**Venue:** Liberty Multifunctional Performance Hall

(8F, No. 9, Section 3, Nangang Road, Nangang District, Taipei City 115)

**Type:** Video-assisted Meeting

1. Report Items

(1) Business Report for the Year 2024

(2) Audit Committee's Review Report

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

2. Election Item

To Elect Seven Directors (Including Four Independent Directors) of the Company

3. Proposed Items for Ratification and Discussion

(1) Ratification Proposal of the Financial Statements, Business Report and Proposal of Profit Appropriation for the Year 2024

(2) Discussion of the Amendments to the Articles of Incorporation of the Company

(3) To Release Non-Compete Restrictions on the Newly-Elected Directors and their legal Representatives

4. Extemporaneous Motion

5. Meeting Adjourned

## 1. Report Items

### (1) Business Report for the Year 2024

Explanatory Notes: Please refer to Attachment 1, pages 12 to 14.

### (2) Audit Committee's Review Report

Explanatory Notes: Please refer to Attachment 2, page 15.

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

Explanatory Notes:

#### a. Distribution of Cash Dividend:

- i. Pursuant to Article 24 of the Article of Incorporation, the distributable dividends and bonuses in whole or in part will be paid in cash by this Company after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the Shareholders' Meeting.
- ii. Cash dividend distribution for 2024 has been resolved by the Board of Directors on February 24, 2025, according to which the Company will distribute the cash dividend of NT\$179,998,320 to the Shareholders whose names and respective shares are in these Shareholders' register on the ex-dividend record date, at a preliminary ratio of NT\$6 per share. Rounded down to NT\$1 and the residue will be calculated and booked as the Company's other income.
- iii. Prior to the ex-dividend date for the distribution, should the cash distribution ratio require any adjustment due to amendment of laws or regulations, request by competent authorities, or any change of the numbers of the issued and outstanding shares, it is to authorize the Chairman with full power to adjust the distribution ratio.

- iv. The record date for ex-dividend is temporarily set on July 10, 2025, and the distribution date is set on July 29, 2025. Should the dates above be adjusted due to the amendment of laws or regulations, or request by competent authorities, the Chairman is authorized with full power to adjust accordingly.
- b. The Execution of Employees' Profit-Sharing Bonus and Board Directors' Compensation:
  - i. The Board of Directors approved the proposal of employees' 2024 profit sharing bonus and Board Directors' compensation on February 24, 2025. The employees' profit-sharing bonus and Board Directors' compensation are to be distributed in cash.
  - ii. The total amount of employees' 2024 profit sharing bonus is NT\$27,429,000.
  - iii. The total amount of Board Directors' 2024 compensation is NT\$2,170,000.

## 2. Election Item

Proposal: To Elect Seven Directors (Including Four Independent Directors) of the Company.

Explanatory Notes:

- (1) Since the tenure of all current directors of the Company (including independent directors) had expired on May 26, 2025, it is to re-elect all directors (including three ordinary directors and four independent directors) at the General Shareholders' Meeting this year in accordance with the Company's Articles of Incorporation. The tenure of directors to be elected shall commence on May 27, 2025, for three-year term (estimated to expire on the date of 2028 Shareholders' general meeting for re-election) and are eligible for re-election. The Audit Committee will be constituted by all the independent directors, and the Remuneration Committee will be constituted by three or more independent directors.
- (2) The candidate nomination system is adopted in accordance with the Articles of Incorporation of the Company. For the list of candidates for directors (including independent directors) nominated by the Board of Directors, please refer to Attachment 3, pages 16 to 19.

Voting Result:



### 3. Proposed Items for Ratification and Discussion

#### Item 1

Proposal: Ratification Proposal of the Financial Statements, Business Report and Proposal of Profit Appropriation for the Year 2024. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The Company's Financial Statements for the year 2024, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flow, have been audited by CPA Charlotte Chao and CPA Sonia Chang of KPMG.
- (2) The Business Report for the year 2024, the forementioned Financial Statements and the statements of profit appropriation are attached hereto as Attachment 1, pages 12 to 14 and Attachment 4 to 5, pages 20 to 40, which have been approved by the Audit Committee and resolved by the Board of Directors.
- (3) Please ratify.

Resolution:

Item 2

Proposal: Discussion of the Amendments to the Articles of Incorporation of the Company (Proposed by the Board of Directors)

Explanatory Notes:

1. In response to regulatory changes and to strengthen corporate governance, the company intends to amend its Articles of Incorporation. Please refer to the comparison table of the amended Articles of Incorporation of the Company. (Attachment 6, page 41 to 44).
- (1) In response to the amendment of Article 14, Paragraph 6 of the Securities and Exchange Act on August 7, 2024, and in alignment with the Financial Supervisory Commission's directive No. 1130385442 issued on November 8, 2024, Article 24, Paragraph 1 has been revised. It explicitly states that if the company generates a profit for the year, after retaining the amount necessary to offset accumulated losses, no less than 1% of the remaining balance shall be allocated as compensation for grassroots employees.
- (2) In accordance with the latest provisions of Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX-Listed Companies," amended on August 23, 2024, Article 14 has been revised to explicitly state that the number of independent directors shall not be less than one-third of the total number of directors.
- (3) In alignment with the amendments to the new Company Act following the company's public issuance and listing on the TPEX, the following revisions have been made:
  - (i) Article 8 has been amended to explicitly state that, if stock certificates are issued, they must be signed or stamped by the director representing the company.
  - (ii) Article 11 has been amended to remove the requirement that proxy

forms for shareholders' meetings must be printed by the company.

- (iii) Article 24, Paragraph 3 has been amended to explicitly state that statutory earnings reserves will no longer be allocated once they have reached the total amount of paid-in capital.

2. Please discuss.

Resolution:

Item 3

Proposal: To Release Non-Compete Restrictions on the Newly-Elected Directors and their Legal Representatives (Proposed by the Board of Directors)

Explanatory Notes:

1. Pursuant to Article 209 of the Company Act, a director engaging, either for himself or on behalf of another person, in activities that are within the scope of the Company's business, shall explain to the Shareholders' Meeting the essential contents of such activities and obtain its approval for conducting such activities.
2. It is proposed to request the General Shareholders' Meeting to release the non-compete restrictions on newly-elected directors or their legal representatives, who if participate in the operations of another company that engages in the same or similar business scope as the Company.
3. Please refer to Attachment 7, pages 45 to 47, for the Concurrent Positions of Director and Independent Director Candidates nominated by the Board of Directors.
4. Please discuss.

Resolution:

**4. Extemporary Motion**

**5. Meeting Adjourned**

## Attachment 1

### Business Report

Dear Shareholders,

Acer Cyber Security Inc. (ACSI) (Stock Code: 6690) has now entered the fifth year since being listed on the Taipei Exchange on October 30, 2019. Among companies in the current digital cloud industry sector, ACSI remains the only publicly listed company dedicated solely to cybersecurity services. As the cybersecurity ecosystem matures, the listing of cloud service providers and system integrators continues to expand, fostering the ongoing development of the cybersecurity sector and enhancing enterprise security in daily operations.

In 2024, cybersecurity is no longer just a technical concern—it's a matter of national security and corporate survival. The "Treaty of Aigun" incident, which resurfaced territorial disputes between China and Russia, triggered waves of DDoS attacks by pro-Russian hackers, exposing vulnerabilities at a global scale. This geopolitical clash served as a wake-up call for governments and corporations to fortify their digital defenses. In Taiwan, high-profile personal data leaks and domestic fraud cases have dominated headlines, forcing listed companies to confront the real cost of weak data security. Beyond regulatory fines, these breaches erode public trust and leave lasting reputational scars, making robust cybersecurity governance a non-negotiable priority.

Based on 2024 revenue figures, ACSI delivered outstanding performance, with annual consolidated revenue reaching NT\$2.146 billion, representing a 16% year-on-year growth. This result outpaced IDC's forecasted compound annual growth rate (CAGR) of 11.9% for Taiwan's cybersecurity market over the next five years. ACSI's primary growth drivers were our outsourced Security Operation Center (SOC 7x24) monitoring services, uninterrupted operational support, and cybersecurity testing services, all of which contributed significantly to revenue growth. Notably, ACSI has established a leading position in SOC services and successfully expanded our client base to include manufacturing sector customers.

In addition, in response to the Financial Supervisory Commission's (FSC) Mobile Security 2.0 penetration testing program and the cybersecurity drills mandated for Taiwan's critical infrastructure, demand for cybersecurity testing services surged. The increasing frequency of cybersecurity incidents has also fueled demand for digital forensics services, making it a key entry point for acquiring new clients. These factors collectively drove ACSI's stable growth in 2024, firmly establishing the company's

leadership position in Taiwan's cybersecurity market.

In ACSI's 2025 operational strategy, we will focus on increasing gross profit and expanding market share, with a strong emphasis on the development of AI and cloud-related fields. For the core SOC business, ACSI has already launched an operational optimization plan. Currently, the SOC service supports approximately 300 B2B customers, processing more than 400 billion new log entries per month. Moving forward, ACSI will aim to enhance the efficiency of log collection and analysis, and improve our outsourced monitoring framework to reduce infrastructure costs while strengthening vulnerability protection. At the same time, ACSI will leverage the existing R&D foundation to develop innovative products and services, further enhancing the gross profit and competitiveness of the SOC services.

Additionally, ACSI is actively expanding the cybersecurity testing team and strengthening the Red Team exercise capabilities. Currently, Taiwan's public sector has incorporated Red Team exercises into joint supply contracts, while BAS (Breach and Attack Simulation) and MDR (Managed Detection and Response) services have already established a stable customer base. In the future, we will continue to scale up our team to capture more business opportunities, further improve gross profit, and increase market share.

Acer eDC, ACSI's subsidiary that provides cloud-based services, was once again recognized in 2024 as Microsoft Azure Security's Best Partner of the Year for its innovative Cloud SOC technology. The subsidiary's cloud services focus on three main areas:

1. Continuing to focus on cloud operations and maintenance services, providing enterprises and government agencies with one-stop security monitoring solutions for daily operations. This includes 7x24 Cloud SOC monitoring services to ensure the efficient operation of SecOps (Security Operations). Additionally, cloud service consultants are assigned to assist with daily maintenance and cloud infrastructure consulting to support secure cloud migration.
2. Offering Zero Trust solutions along with encrypted backup and distributed storage solutions, creating differentiated services from existing cloud providers. This also opens up opportunities to form alliances with other cloud service providers to offer customers the best possible options.
3. Providing AI Assistant advisory services by integrating native CSP (Cloud Service Provider) tools into daily operations. This advisory service enhances the efficiency of existing maintenance work, while also offering cloud security testing

services to further diversify and expand ACSI's cloud service portfolio.

Acer Cyber Security Academy (ACAD), ACSI's subsidiary dedicated to cultivating cybersecurity talent, has delivered impressive results in the field of cybersecurity education. In addition to regularly offering ISO 27001 LA and version transition courses, the Academy introduced the CCSK (Certificate of Cloud Security Knowledge) course in 2024, further expanding the range of learning options for students. With over 100 course modules accumulated to date, the Academy can flexibly design short-term courses and also offer weekend classes, allowing students to balance work and study. Furthermore, the Academy's two intensive three-week training programs for new hires, which combine theory with hands-on practice, help students gain the confidence needed to enter the cybersecurity industry.

At the same time, ACSI continues to enhance the technical services and talent development programs, addressing gaps in university-level cybersecurity education while closely monitoring the application of emerging technologies such as AI and GPT, along with the associated cybersecurity threats. By leveraging these technologies to power automated analysis and intelligent reporting, ACSI not only strengthens customer protection but also demonstrates our proactive vision and cutting-edge expertise in navigating the future of cybersecurity.

Chairman of Board



Corporate Officer



Accounting Officer



## Attachment 2



### 審計委員會查核報告書

### Audit Committee's Review Report

董事會造具本公司 113 年度營業報告書、財務報表及盈餘分派之議案等，其中財務報表業經委託安侯建業聯合會計師事務所趙敏如及張惠貞會計師查核完竣，並出具查核報告。上述營業報告書、財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，爰依證券交易法第 14 條之 4 及公司法第 219 條規定報告如上，敬請 鑒核。

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements, and the Proposal for profit appropriation. The CPA Charlotte Chao and Sonia Chang from KPMG were retained to audit ACSI'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 ACSI in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this Report.

安基資訊股份有限公司

Acer Cyber Security Incorporated

審計委員會召集人：龍惠施

Convener of the Audit Committee: Grace Lung

中 華 民 國 114 年 2 月 24 日



### Attachment 3

#### List of Director and Independent Director Candidates

##### List of Director Candidates

Name	Experience	All Current Position	Shareholding (Note)
Acer Incorporated Legal representative Maverick Shih	<ol style="list-style-type: none"> <li>1. Ph.D. in Electrical Engineering, University of Southern California</li> <li>2. Special Assistant to the President of Cloud Technology Business of Acer</li> <li>3. President of Acer Cloud Technology</li> </ol>	Acer Incorporated Director A director or manager of an Acer Group affiliate	15,561,992
Acer Incorporated Legal representative Meggy Chen	<ol style="list-style-type: none"> <li>1. MBA from the UCLA Anderson School of Management in the United States</li> <li>2. The corporate treasury head at global levels of Acer Incorporated</li> </ol>	Acer Incorporated CFO A director or manager of an Acer Group affiliate	15,561,992
Acer Incorporated Legal representative Jack Tsai	<ol style="list-style-type: none"> <li>1. Master's degree in computer science from National Yang Ming Chiao Tung University</li> <li>2. Acer Incorporated Smart Mobility Division Director</li> </ol>	Acer Incorporated Smart Mobility Division Director	15,561,992

Note: Shareholdings as of March 29, 2025.

## List of Independent Director Candidates

Name	Experience	All Current Position	Shareholding (Note)
Sophia Tong	<ol style="list-style-type: none"> <li>Department of Foreign Languages and Literature, National Taiwan University</li> <li>CEO of Testrite Group</li> <li>General Manager of IBM Taiwan</li> <li>Director of the Taiwan Women on Boards Association</li> </ol>	<ol style="list-style-type: none"> <li>Chan Teng Limited Company Chairman</li> <li>Silergy Corp. Director</li> </ol>	0
Grace Lung	<ol style="list-style-type: none"> <li>NCCU Department of Business Administration</li> <li>AVP of Acer Financial Information Division, Acer Global Financial Headquarters</li> </ol>	<ol style="list-style-type: none"> <li>Xiang Long Limited Company Chairman</li> <li>Aserve Technology Corp. Chairman</li> <li>AOPEN Inc. Independent Director</li> <li>Darwin Precisions Corp. Independent Director</li> <li>Prolight Opto Technology Corporation Independent Director</li> </ol>	0
Dong-Chun Tsai	<ol style="list-style-type: none"> <li>Ph.D., University of Illinois, Urban-Champaign</li> <li>Executive Director of EMBA/AMBA, National Cheng Kung University</li> <li>Head of the Department of Transportation Management Science, National Cheng Kung</li> </ol>	<ol style="list-style-type: none"> <li>Acer Foundation Director</li> <li>Professor Zhuang Hankai Cultural and Educational Foundation Director</li> </ol>	0

Name	Experience	All Current Position	Shareholding (Note)
	University 4. Professor of the Department of Transportation Management Science, National Cheng Kung University 5. Director, Institute of International Enterprise, National Cheng Kung University		
Catherine Lee	1. National Taiwan University's first recommended direct entry to a Ph.D. in economics 2. Chairman of Taiwan Financial Holding Corporation and Bank of Taiwan 3. Chairman of the Bankers Association of the Republic of China 4. Financial Supervisory Commission R.O.C. Deputy Chairman 5. Chunghwa Post Co., Ltd Chairman 6. Legislative Councilor of the Republic of China 7. National Youth Commission, Executive Yuan Chairman 8. Full-time Professor, Department of Economics and Research Institute, National Chengchi University 9. Vice Chairman of Shin Kong Financial Holdings Co., Ltd.	1. Chairman of the China Industry and Economic Development Association 2. Adjunct professor at National Chengchi University 3. Supervisor of Polyma S.p.A 4. Honorary Chairman of Taiwan Yushan Science and Technology Association 5. Director of the International Finance Forum (IFF). 6. Vice President, East Asian Economic Association	0

Name	Experience	All Current Position	Shareholding (Note)
	10. Vice Chairman of Shin Kong Bank 11. Shin Kong Life Co., Ltd. Vice Chairman 12. Life Insurance Commercial Association of the Republic of China Vice Chairman 13. Vice Chairman of MasterLink Securities 14. Taiwan Stock Exchange Corporation Director 15. Taiwan Futures Exchange Director 16. Mega Holdings Co., Ltd. Director 17. Resident Supervisor of Taiwan Cooperative Bank 18. Visiting Scholar, Department of Economics, Harvard University 19. Visiting Scholar, Department of Economics, Stanford University 20. Taiwan Yushan Science and Technology Association Chairman		

Note: Shareholdings as of March 29, 2025.

**Attachment 4**

**Consolidated Financial Statements and Independent Auditors' Report  
of 2024 (page 21-29)**

**Parent-Company-Only Financial Statements and Independent  
Auditors' Report of 2024 (page 30-39)**



安侯建業聯合會計師事務所  
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## Independent Auditors' Report

To the Board of Directors  
Acer Cyber Security Inc.:

### Opinion

We have audited the consolidated financial statements of Acer Cyber Security Inc. and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Acer Cyber Security Inc. and its subsidiaries as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), and interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of Acer Cyber Security Inc. and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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.

Key audit matters for the consolidated financial statements for the year ended December 31, 2024 are stated as follows:

Revenue recognition

Please refer to Note 4(l) for the accounting policies on recognizing revenue, and Note 6(q) for the related disclosures of revenue recognition, respectively, to the consolidated financial statements.

Description of key audit matter:

Acer Cyber Security Inc. and its subsidiaries engaged primarily in providing integrated cybersecurity services to enterprises. The identification of performance obligations and the timing of revenue recognition, wherein performance obligations are satisfied over time or at a point in time, is subject to management's judgment, which increases the complexity of revenue recognition. Therefore, revenue recognition has been identified as our key audit matter.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain audit procedures including, among others, testing the design and operating effectiveness of Acer Cyber Security Inc. and its subsidiaries' internal control over the service revenue recognition; assessing whether the accounting policies with respect to the identification of performance obligations and timing of revenue recognition are appropriate; reviewing the contract term and other supporting documents of the selected samples to verify whether the timing and amount of revenue recognition are in accordance with related accounting policies. We also consider the adequacy of the disclosure on revenue from contracts with customers in Note 6(q) of the accompanying consolidated financial statements.

**Other Matter**

Acer Cyber Security Inc. has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified audit opinion.

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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing Acer Cyber Security Inc. and its subsidiaries' financial reporting process.



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The 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.
2. 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 Acer Cyber Security Inc. and its subsidiaries' internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Acer Cyber Security Inc. and its subsidiaries' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Acer Cyber Security Inc. and its subsidiaries to cease to continue as a going concern.
5. 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.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Acer Cyber Security Inc. and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chao, Min-Ju and Chang, Huei-Chen.

KPMG

Taipei, Taiwan (Republic of China)  
February 24, 2025

#### 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.

### Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

Assets		December 31, 2024		December 31, 2023		Liabilities and Equity		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%			Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (note 6(a))	\$ 1,520,464	32	453,148	18	2130	Contract liabilities — current (notes 6(q) and 7)	\$ 167,787	4	90,126	4
1140	Contract assets — current (notes 6(q) and 7)	358,551	8	317,259	13	2170	Accounts payable	276,369	6	357,788	14
1170	Notes and accounts receivable, net (notes 6(c) and (q))	302,526	6	231,148	9	2180	Accounts payable to related parties (note 7)	20,908	-	15,738	-
1180	Accounts receivable from related parties, net (notes 6(c), (q) and 7)	51,864	1	56,356	2	2219	Other payables (note 6(r))	321,356	7	277,122	11
1200	Other receivables (note 6(d))	-	-	38	-	2220	Other payables to related parties (note 7)	6,304	-	154,060	6
1470	Prepaid expenses and other current assets	28,769	1	28,912	1	2230	Current income tax liabilities	36,679	1	26,482	1
<b>Total current assets</b>		<u>2,262,174</u>	<u>48</u>	<u>1,086,861</u>	<u>43</u>	2280	Lease liabilities — current (notes 6(k) and 7)	30,251	1	36,427	1
<b>Non-current assets:</b>						2300	Other current liabilities	18,370	-	15,296	1
1517	Financial assets measured at fair value through other comprehensive income — non-current (note 6(b))	23,543	1	19,081	1	2320	Current portion of long-term debt (notes 6(j) and 8)	11,493	-	-	-
1600	Property, plant and equipment (notes 6(e), 7 and 8)	1,353,427	29	441,693	18	<b>Total current liabilities</b>					
1755	Right-of-use assets (note 6(f))	204,071	4	242,332	10	<u>889,517</u> <u>19</u> <u>973,039</u> <u>39</u>					
1780	Intangible assets (note 6(g))	86,703	2	94,965	4	<b>Non-current liabilities:</b>					
1840	Deferred income tax assets (note 6(m))	11,749	-	9,618	-	2527	Contract liabilities — non-current (note 6(q))	300,828	6	-	-
1967	Costs to fulfill contracts with customers (note 6(h))	649,123	14	521,103	21	2540	Long-term debt (notes 6(j) and 8)	258,884	6	-	-
1980	Other financial assets (note 8)	75,736	2	89,162	3	2580	Lease liabilities — non-current (notes 6(k) and 7)	177,131	4	208,599	9
1990	Other non-current assets (note 6(i))	14,191	-	15,158	-	2640	Net defined benefit liabilities (note 6(l))	33,977	1	34,499	1
<b>Total non-current assets</b>		<u>2,418,543</u>	<u>52</u>	<u>1,433,112</u>	<u>57</u>	2645	Guarantee deposits received	8,452	-	9,596	-
						<b>Total non-current liabilities</b>					
						<u>779,272</u> <u>17</u> <u>252,694</u> <u>10</u>					
						<b>Total liabilities</b>					
						<u>1,668,789</u> <u>36</u> <u>1,225,733</u> <u>49</u>					
						<b>Equity attributable to shareholders of the Company (note 6(n)):</b>					
						Share capital:					
						3110	Common stock	301,152	6	222,045	9
						3200	Capital surplus	2,288,650	49	769,344	30
						Retained earnings:					
						3310	Legal reserve	83,243	2	64,184	3
						3320	Special reserve	40,569	1	34,509	1
						3350	Unappropriated earnings	334,533	7	248,914	10
						3400	Other equity	(36,219)	(1)	(44,756)	(2)
						<b>Total equity</b>					
						<u>3,011,928</u> <u>64</u> <u>1,294,240</u> <u>51</u>					
<b>Total assets</b>						<b>Total liabilities and equity</b>					
		<u>\$ 4,680,717</u>	<u>100</u>	<u>2,519,973</u>	<u>100</u>			<u>\$ 4,680,717</u>	<u>100</u>	<u>2,519,973</u>	<u>100</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**ACER CYBER SECURITY INC. AND SUBSIDIARIES****Consolidated Statements of Comprehensive Income****For the years ended December 31, 2024 and 2023****(Expressed in Thousands of New Taiwan Dollar, Except for Earnings Per Share)**

		<b>2024</b>		<b>2023</b>	
		<u><b>Amount</b></u>	<u><b>%</b></u>	<u><b>Amount</b></u>	<u><b>%</b></u>
4000	<b>Net revenue (notes 6(q), 7 and 14)</b>	\$ 2,146,434	100	1,844,558	100
5000	<b>Cost of revenue (notes (e), (f), (g), (h), (i), (l), (r), 7 and 12)</b>	<u>(1,256,105)</u>	<u>(59)</u>	<u>(1,111,226)</u>	<u>(60)</u>
	<b>Gross profit</b>	<u>890,329</u>	<u>41</u>	<u>733,332</u>	<u>40</u>
	<b>Operating expenses (notes 6(e), (f), (g), (k), (l), (o), (r), 7 and 12):</b>				
6100	Selling expenses	(110,975)	(5)	(95,081)	(5)
6200	General and administrative expenses	(176,326)	(8)	(147,536)	(8)
6300	Research and development expenses	<u>(309,537)</u>	<u>(14)</u>	<u>(257,718)</u>	<u>(14)</u>
	<b>Total operating expenses</b>	<u>(596,838)</u>	<u>(27)</u>	<u>(500,335)</u>	<u>(27)</u>
	<b>Operating income</b>	<u>293,491</u>	<u>14</u>	<u>232,997</u>	<u>13</u>
	<b>Non-operating income and loss (notes 6(k), (s) and 7):</b>				
7100	Interest income	2,974	-	2,989	-
7020	Other gains and losses	1,503	-	326	-
7050	Finance costs	<u>(15,113)</u>	<u>(1)</u>	<u>(4,118)</u>	<u>-</u>
	<b>Total non-operating income and loss</b>	<u>(10,636)</u>	<u>(1)</u>	<u>(803)</u>	<u>-</u>
7900	<b>Income before taxes</b>	282,855	13	232,194	13
7950	<b>Income tax expense (note 6(m))</b>	<u>(57,092)</u>	<u>(2)</u>	<u>(41,607)</u>	<u>(3)</u>
	<b>Net income</b>	<u>225,763</u>	<u>11</u>	<u>190,587</u>	<u>10</u>
	<b>Other comprehensive income (loss):</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss (notes 6(m) and (n))</b>				
8311	Remeasurements of defined benefit plans	(141)	-	(1,539)	-
8316	Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	4,462	-	(4,828)	-
8349	Income tax related to items that will not be reclassified subsequently to profit or loss	<u>29</u>	<u>-</u>	<u>309</u>	<u>-</u>
	<b>Other comprehensive income (loss), net of taxes</b>	<u>4,350</u>	<u>-</u>	<u>(6,058)</u>	<u>-</u>
	<b>Total comprehensive income for the year</b>	<u>\$ 230,113</u>	<u>11</u>	<u>184,529</u>	<u>10</u>
	<b>Earnings per share (in New Taiwan Dollar) (note 6(p)):</b>				
9750	<b>Basic earnings per share</b>	<u>\$ 10.13</u>		<u>8.66</u>	
9850	<b>Diluted earnings per share</b>	<u>\$ 10.06</u>		<u>8.55</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

## ACER CYBER SECURITY INC. AND SUBSIDIARIES

## Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	Attributable to shareholders of the Company										
	Share capital		Retained earnings				Other equity				
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Total	Unrealized gain (loss) from financial assets measured at fair value through other comprehensive income (loss)	Remeasurements of defined benefit plans	Unearned stock-based employee compensation	Total	Total equity
Balance at January 1, 2023	\$ 222,407	775,920	48,648	15,113	193,180	256,941	(6,061)	(28,450)	(11,793)	(46,304)	1,208,964
Net income in 2023	-	-	-	-	190,587	190,587	-	-	-	-	190,587
Other comprehensive income (loss) in 2023	-	-	-	-	-	-	(4,828)	(1,230)	-	(6,058)	(6,058)
Total comprehensive income (loss) in 2023	-	-	-	-	190,587	190,587	(4,828)	(1,230)	-	(6,058)	184,529
Appropriation of earnings:											
Legal reserve	-	-	15,536	-	(15,536)	-	-	-	-	-	-
Special reserve	-	-	-	19,396	(19,396)	-	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(99,921)	(99,921)	-	-	-	-	(99,921)
Retirement of restricted stock issued to employees	(362)	362	-	-	-	-	-	-	-	-	-
Share-based payment — restricted stock issued to employees	-	(6,938)	-	-	-	-	-	-	7,606	7,606	668
Balance at December 31, 2023	222,045	769,344	64,184	34,509	248,914	347,607	(10,889)	(29,680)	(4,187)	(44,756)	1,294,240
Net income in 2024	-	-	-	-	225,763	225,763	-	-	-	-	225,763
Other comprehensive income (loss) in 2024	-	-	-	-	-	-	4,462	(112)	-	4,350	4,350
Total comprehensive income (loss) in 2024	-	-	-	-	225,763	225,763	4,462	(112)	-	4,350	230,113
Appropriation of earnings:											
Legal reserve	-	-	19,059	-	(19,059)	-	-	-	-	-	-
Special reserve	-	-	-	6,060	(6,060)	-	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(115,025)	(115,025)	-	-	-	-	(115,025)
Capital increase in cash	80,000	1,516,000	-	-	-	-	-	-	-	-	1,596,000
Share-based payment — issuance of new shares reserved for employee subscription	-	12,325	-	-	-	-	-	-	-	-	12,325
Retirement of restricted stock issued to employees	(893)	893	-	-	-	-	-	-	-	-	-
Share-based payment — restricted stock issued to employees	-	(9,912)	-	-	-	-	-	-	4,187	4,187	(5,725)
Balance at December 31, 2024	\$ 301,152	2,288,650	83,243	40,569	334,533	458,345	(6,427)	(29,792)	-	(36,219)	3,011,928

See accompanying notes to consolidated financial statements.



(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**ACER CYBER SECURITY INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows**

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	<u>2024</u>	<u>2023</u>
<b>Cash flows from operating activities:</b>		
Income before income tax	\$ 282,855	232,194
<b>Adjustments for:</b>		
Adjustments to reconcile profit or loss:		
Depreciation	113,615	112,575
Amortization	803,431	586,519
Interest expense	15,113	4,118
Interest income	(2,974)	(2,989)
Share-based compensation cost	6,600	668
Gain on termination of lease	(18)	-
<b>Total adjustments for profit or loss</b>	<u>935,767</u>	<u>700,891</u>
<b>Changes in operating assets and liabilities:</b>		
Changes in operating assets:		
Contract assets	(41,292)	(108,945)
Notes and accounts receivable	(71,378)	(5,932)
Accounts receivable from related parties	4,492	(4,542)
Other receivables from related parties	-	4,217
Prepaid expenses and other assets	16	(16,547)
<b>Changes in operating assets</b>	<u>(108,162)</u>	<u>(131,749)</u>
Changes in operating liabilities:		
Contract liabilities	378,489	(8,837)
Accounts payable	5,045	81,030
Accounts payable to related parties	5,170	7,141
Other payables	43,862	23,629
Other payables to related parties	2,994	(534)
Other current liabilities	3,074	(3,484)
Net defined benefit liabilities	(663)	(1,370)
<b>Changes in operating liabilities</b>	<u>437,971</u>	<u>97,575</u>
<b>Total changes in operating assets and liabilities</b>	<u>329,809</u>	<u>(34,174)</u>
<b>Total adjustments</b>	<u>1,265,576</u>	<u>666,717</u>
Cash provided by operations	1,548,431	898,911
Interest received	3,012	2,951
Interest paid	(15,491)	(3,368)
Income taxes paid	(48,870)	(39,114)
<b>Net cash flows provided by operating activities</b>	<u>1,487,082</u>	<u>859,380</u>

(Continued)

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**ACER CYBER SECURITY INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows (Continued)****For the years ended December 31, 2024 and 2023****(Expressed in Thousands of New Taiwan Dollar)**

	<b>2024</b>	<b>2023</b>
<b>Cash flows from investing activities:</b>		
Additions to property, plant and equipment	(995,431)	(159,176)
Additions to intangible assets	(238,778)	(244,928)
Increase in costs to fulfill contracts with customers	(762,684)	(577,494)
Decrease in other financial assets	13,426	4,273
Increase in other non-current assets	(80)	(2,142)
<b>Net cash flows used in investing activities</b>	<b>(1,983,547)</b>	<b>(979,467)</b>
<b>Cash flows from financing activities:</b>		
Increase in long-term debt	686,970	-
Repayment of long-term debt	(416,593)	-
Decrease in guarantee deposits received	(1,144)	(1,271)
Increase (decrease) in loans from related parties	(150,000)	150,000
Payment of lease liabilities	(36,427)	(43,963)
Cash dividends distributed to shareholders	(115,025)	(99,921)
Capital increase in cash	1,596,000	-
<b>Net cash flows provided by financing activities</b>	<b>1,563,781</b>	<b>4,845</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>1,067,316</b>	<b>(115,242)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>453,148</b>	<b>568,390</b>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 1,520,464</b>	<b>453,148</b>

See accompanying notes to consolidated financial statements.

## **Independent Auditors' Report**

To the Board of Directors

Acer Cyber Security Inc.:

### **Opinion**

We have audited the parent-company-only financial statements of Acer Cyber Security Inc., which comprise the parent-company-only balance sheets as of December 31, 2024 and 2023, the parent-company-only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent-company-only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent-company-only financial statements present fairly, in all material respects, the parent-company-only financial position of Acer Cyber Security Inc. as of December 31, 2024 and 2023, and its parent-company-only financial performance and its parent-company-only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of Acer Cyber Security Inc. in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### **Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent-company-only financial statements of the current period. 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.

Key audit matters for the Acer Cyber Security Inc.’s parent-company-only financial statements for the year ended December 31, 2024 are stated as follows:

#### Revenue recognition

Please refer to Note 4(12) for the accounting policies on recognizing revenue to the parent-company-only financial statements.

#### Description of key audit matter:

Acer Cyber Security Inc. engaged primarily in providing cybersecurity services to enterprises. The identification of performance obligations and the timing of revenue recognition, wherein performance obligations are satisfied over time or at a point in time, is subject to management’s judgment, which increases the complexity of revenue recognition. Therefore, revenue recognition has been identified as our key audit matter.

#### How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain audit procedures including, among others, testing the design and operating effectiveness of Acer Cyber Security Inc.’s internal control over the service revenue recognition; assessing whether the accounting policies with respect to the identification of performance obligations and timing of revenue recognition are appropriate; reviewing the contract term and other supporting documents of the selected samples to verify whether the timing and amount of revenue recognition are in accordance with related accounting policies. We also consider the adequacy of the disclosure on revenue from contracts with customers in the Note 6(17) of the accompanying parent-company-only financial statements.

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

Management is responsible for the preparation and fair presentation of the parent-



company-only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent-company-only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing Acer Cyber Security Inc.’s financial reporting process.

### **Auditors’ Responsibilities for the Audit of the 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 that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent-company-only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. 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.

2. 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 Acer Cyber Security Inc.' s internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management' s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Acer Cyber Security Inc.' s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent-company-only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Acer Cyber Security Inc. to cease to continue as a going concern.
5. 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.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the investee companies 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 them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent-company-only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chao, Min-Ju and Chang, Huei-Chen.

KPMG

Taipei, Taiwan (Republic of China)

February 24, 2025

(English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese)

ACER CYBER SECURITY INC.

Parent-Company-Only Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023 (restated)				December 31, 2024		December 31, 2023 (restated)			
		Amount	%	Amount	%			Amount	%	Amount	%		
<b>Assets</b>						<b>Liabilities and Equity</b>							
<b>Current assets:</b>						<b>Current liabilities:</b>							
1100	Cash and cash equivalents (note 6(1))	\$	636,398	17	271,416	16	2130	Contract liabilities - current (note 6(17) and 7)	28,686	1	44,978	3	
1140	Contract assets - current (notes 6(17) and 7)		302,625	8	250,893	15	2170	Accounts payable	156,266	5	158,825	8	
1170	Notes and accounts receivable, net (notes 6(3) and (17))		179,252	5	158,058	9	2180	Accounts payable to related parties (note 7)	7,316	-	10,417	1	
1180	Accounts receivable from related parties (notes 6(3), (17) and 7)		21,023	1	25,640	1	2219	Other payables	182,500	5	169,678	10	
1200	Other receivables (note 6(4))		-	-	38	-	2220	Other payables to related parties (note 7)	3,467	-	504	-	
1210	Other receivables from related parties (note 6(4) and 7)		6,550	-	89,048	5	2230	Current income tax liabilities	8,064	-	9,379	1	
1470	Prepaid expenses and other current assets		20,585	1	14,436	1	2280	Lease liabilities - current (notes 6(11))	-	-	5,534	-	
<b>Total current assets</b>			1,166,433	32	809,529	47	2305	Other financial liabilities - current	11,872	-	13,792	1	
<b>Non-current assets:</b>						2322 Current portion of longterm liabilities (note 6(10) and 8)							
1517	Financial assets measured at fair value through other comprehensive income - non-current (note 6(2))		23,543	1	19,081	1	<b>Total current liabilities</b>		11,493	-	-	-	
						2540 Long-term debt payable (note 6(10) and 8)							
1550	Investments accounted for using the equity method (note 6(5))		1,366,357	37	604,343	35	<b>Non-current liabilities:</b>		409,664	11	413,107	24	
1600	Property, plant and equipment (note 6(6),7 and 8)		910,526	25	29,206	2	2540		258,884	7	-	-	
1755	Right-of-use assets (notes 6(7))		-	-	5,475	-	2670	Guaranteed deposit received	465	-	465	-	
1780	Intangible assets (note 6(8))		86,200	2	92,360	6	<b>Total non-current liabilities</b>		259,349	7	465	-	
1840	Deferred income tax assets (note 6(13))		5,649	-	4,318	-	<b>Total liabilities</b>		669,013	18	413,572	24	
1967	Costs to fulfill contracts with customers-non-current (note 6(9))		68,651	2	76,835	5	<b>Equity attributable to owners of parent (note 6(13)):</b>						
1980	Other financial assets (note 8)		53,582	1	66,665	4	3110	Common stock	301,152	8	222,045	13	
<b>Total non-current assets</b>			2,514,508	68	898,283	53	3200	Capital surplus	2,288,650	63	769,344	45	
								Retained earnings:					
								3310	Legal reserve	83,243	2	64,184	4
								3320	Special reserve	40,569	1	34,509	2
								3350	Unappropriated retained earnings	334,533	9	248,914	15
								3400	Other equity	(36,219)	(1)	(44,756)	(3)
								<b>Total equity</b>		3,011,928	82	1,294,240	76
<b>Total assets</b>		\$	3,680,941	100	1,707,812	100	<b>Total liabilities and equity</b>		\$	3,680,941	100	1,707,812	100

(English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese)

ACER CYBER SECURITY INC.

Parent-Company-Only Statements of Comprehensive Income

For the Years Ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	2024		2023 (restated)	
	Amount	%	Amount	%
4000 Net revenue (notes 6(17) and 7)	\$ 1,153,350	100	1,031,866	100
5000 Cost of revenue (note 6(6), (7), (8), (9), (12), (18), 7 and 12)	(697,657)	(60)	(623,852)	(60)
Gross profit	455,693	40	408,014	40
Operating expenses (notes 6(6), (7), (8), (11), (12), (15), (18), 7 and 12):				
6100 Selling expenses	(59,136)	(5)	(51,824)	(5)
6200 General and administrative expenses	(136,443)	(12)	(119,075)	(12)
6300 Research and development expenses	(189,464)	(17)	(159,614)	(15)
Total operating expenses	(385,043)	(34)	(330,513)	(32)
Operating income	70,650	6	77,501	8
Non-operating income and loss (notes 6(11), (19) and 7):				
7100 Interest income	1,562	-	1,817	-
7010 Other income	5,797	1	5,251	-
7020 Other gains and losses	11,139	1	9,919	1
7050 Finance costs	(8,743)	(1)	(345)	-
7070 Share of profits of subsidiaries	161,725	14	115,741	11
Total non-operating income and loss	171,480	15	132,383	12
7900 Income before taxes	242,130	21	209,884	20
7950 Income tax expense (notes 6(13))	(16,367)	(1)	(19,297)	(2)
8200 Net Income	225,763	20	190,587	18
Other comprehensive income (loss):				
8310 Items that will not be reclassified subsequently to profit or loss (notes 6(12) and (13))	4,462			
8316 Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	4,462	-	(4,828)	-
8330 Share of other comprehensive incomes (losses) of subsidiaries	(112)	-	(1,230)	-
Other comprehensive income (loss)	4,350	-	(6,058)	-
8500 Total comprehensive income (loss) for the year	\$ 230,113	20	184,529	18
Earnings per share (in New Taiwan dollars) (note 6(16))				
9750 Basic earnings per share (in New Taiwan dollars)	\$ 10.13		8.66	
9850 Diluted earnings per share (in New Taiwan dollars)	\$ 10.06		8.55	

(English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese)

**ACER CYBER SECURITY INC.**

**Parent-Company-Only Statements of Changes in Equity**

**For the Years Ended December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Total	Unrealized gain (loss) from financial assets measured at fair value through other comprehensive income	Remeasurement s of defined benefit plans	Unearned stock-based employee compensation	Total	Total Equity
<b>Balance at January 1, 2023 (restated)</b>	\$ 222,407	775,920	48,648	15,113	193,180	256,941	(6,061)	(28,450)	(11,793)	(46,304)	1,208,964
Net income for the year	-	-	-	-	190,587	190,587	-	-	-	-	190,587
Other comprehensive income (loss) for in 2023	-	-	-	-	-	-	(4,828)	(1,230)	-	(6,058)	(6,058)
Total comprehensive income (loss) in 2023	-	-	-	-	190,587	190,587	(4,828)	(1,230)	-	(6,058)	184,529
Appropriation approved by the stockholders:											
Legal reserve	-	-	15,536	-	(15,536)	-	-	-	-	-	-
Special reserve	-	-	-	19,396	(19,396)	-	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(99,921)	(99,921)	-	-	-	-	(99,921)
Retirement of restricted stock issued to employees	(362)	362	-	-	-	-	-	-	-	-	-
Compensation cost arising from restricted stock issued to employees	-	(6,938)	-	-	-	-	-	-	7,606	7,606	668
<b>Balance at December 31, 2023 (restated)</b>	222,045	769,344	64,184	34,509	248,914	347,607	(10,889)	(29,680)	(4,187)	(44,756)	1,294,240
Net income in 2024	-	-	-	-	225,763	225,763	-	-	-	-	225,763
Other comprehensive income (loss) in 2024	-	-	-	-	-	-	4,462	(112)	-	4,350	4,350
Total comprehensive income (loss) in 2024	-	-	-	-	225,763	225,763	4,462	(112)	-	4,350	230,113
Appropriation approved by the stockholders:											
Legal reserve	-	-	19,059	-	(19,059)	-	-	-	-	-	-
Special reserve	-	-	-	6,060	(6,060)	-	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(115,025)	(115,025)	-	-	-	-	(115,025)
Capital increase in cash	80,000	1,516,000	-	-	-	-	-	-	-	-	1,596,000
Compensation cost arising from issuance of new shares reserved for employee subscription	-	12,325	-	-	-	-	-	-	-	-	12,325
Retirement of restricted stock issued to employees	(893)	893	-	-	-	-	-	-	-	-	-
Compensation cost arising from restricted stock issued to employees	-	(9,912)	-	-	-	-	-	-	4,187	4,187	(5,725)
<b>Balance at December 31, 2024</b>	\$ 301,152	2,288,650	83,243	40,569	334,533	458,345	(6,427)	(29,792)	-	(36,219)	3,011,928

(English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese)

**ACER CYBER SECURITY INC.**

**Parent-Company-Only Statements of Cash Flows (Continued)**

**For the Years Ended December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

	<b>2024</b>	<b>2023</b> <b>(restated)</b>
<b>Cash flows from operating activities:</b>		
Income before income tax	\$ 242,130	209,884
<b>Adjustments for:</b>		
Adjustments to reconcile profit (loss):		
Depreciation	23,846	28,680
Amortization	486,572	386,394
Interest expense	8,743	345
Interest income	(1,562)	(1,817)
Share-based compensation cost	1,194	668
Share of profits of subsidiaries	(161,725)	(115,741)
Total adjustments for profit or loss	357,068	298,529
<b>Changes in operating assets and liabilities:</b>		
Changes in operating assets:		
Contract assets	(51,732)	(75,255)
Notes and accounts receivable	(21,194)	10,197
Accounts receivables from related parties	4,617	15,181
Other receivables from related parties	2,225	1,652
Prepaid expenses and other current assets	(6,149)	(10,439)
Changes in operating assets	(72,233)	(58,664)
Changes in operating liabilities:		
Contract liabilities	(16,292)	2,959
Accounts payable	(2,559)	71,974
Accounts payable to related parties	(3,101)	3,134
Other payables	12,450	16,795
Other payables to related parties	2,963	(571)
Other current liabilities	(1,920)	556
Changes in operating liabilities	(8,459)	94,847
Total changes in operating assets and liabilities	(80,692)	36,183
Total adjustments	276,376	334,712
Net cash provided by operating activities	518,506	544,596
Interest received	428	955
Interest paid	(2,167)	(183)
Income taxes paid	(22,658)	(22,669)
<b>Net cash provided by operating activities</b>	<b>494,109</b>	<b>522,699</b>

(English Translation of Parent-Company-Only Financial Statements Originally Issued in Chinese)

**ACER CYBER SECURITY INC.**

**Parent-Company-Only Statements of Cash Flows (Continued)**

**For the Years Ended December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

	(Continued)	
	<b>2024</b>	<b>2023</b> <b>(restated)</b>
<b>Cash flows from investing activities:</b>		
Investments in subsidiaries	(700,000)	
Additions to property, plant and equipment	(899,691)	(13,987)
Additions to intangible assets	(238,778)	(244,425)
Increase in costs to fulfill contracts with customers	(233,450)	(152,270)
Decrease (increase) in other financial assets	13,083	5,109
Dividends received	185,278	-
<b>Net cash flows used in investing activities</b>	<b>(1,873,558)</b>	<b>(405,573)</b>
<b>Cash flows from financing activities:</b>		
Increase in Long-term Loans	686,970	-
Repayment of long-term loans	(416,593)	-
Payment of lease liabilities	(5,534)	(13,970)
Cash dividends distributed to shareholders	(115,025)	(99,921)
Capital increase in cash	1,596,000	-
<b>Net cash flows provided by (used in) financing activities</b>	<b>1,745,818</b>	<b>(113,891)</b>
<b>Net increase in cash and cash equivalents</b>	<b>364,982</b>	<b>12,443</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>271,416</b>	<b>258,973</b>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 636,398</b>	<b>271,416</b>



## Attachment 5

### Acer Cyber Security Incorporated 2024 Statement of Profit Appropriation

	Unit: NT\$
<b>Beginning Balance of Un-appropriated Retained Earnings</b>	<b>\$108,769,220</b>
Plus: 2024 Net Income after Tax	225,762,991
Deduct: Legal Reserve	(22,576,299)
Plus: Special Reserve	4,349,400
<b>Appropriation Items</b>	<b>316,305,312</b>
Cash Dividends to Shareholders (Note 1)	(179,998,320)
Stock Dividends to Shareholders (Note 2)	-
<b>Ending Balance of Un-appropriated Retained Earnings</b>	<b>\$136,306,992</b>

Note:

1. Cash dividend: NT\$ 6 per share.
2. Stock dividend: NT\$ 0 per share.
3. Cash dividends were approved by Board of Directors and shall be reported in shareholders' Meetings.

Chairman of Board



Corporate Officer



Accounting Officer



## Attachment 6

### Acer Cyber Security Incorporated 「 Articles of Incorporation 」 Comparison Table of Amended Articles

After Revision	Before Revision	Reason for Revision
<p>Article 8</p> <p>After approval for registration, the share certificates of this Company shall be issued in registered form, signed by, <del>or and</del> affixed with the seals of, <del>at least three</del> directors <del>representing the of this</del> Company, and authenticated by the competent registrar.</p> <p>The Company may issue shares without printing share certificate, provided that it shall register such issued shares with a centralized securities depository enterprise. The same applies in case of issuing other marketable securities.</p> <p>The Company's withdrawal of application for public issuance shall be resolved by the shareholders meeting in accordance with the Company Act and relevant laws and regulations. This Article shall not be modified as long as the Company is under the process of applying for the qualifications of an emerging stock company and OTC/listed company.</p>	<p>Article 8</p> <p>After approval for registration, the share certificates of this Company shall be issued in registered form, signed by, and affixed with the seals of, at least three directors of this Company, and authenticated by the competent registrar.</p> <p>The Company may issue shares without printing share certificate, provided that it shall register such issued shares with a centralized securities depository enterprise. The same applies in case of issuing other marketable securities.</p> <p>The Company's withdrawal of application for public issuance shall be resolved by the shareholders meeting in accordance with the Company Act and relevant laws and regulations. This Article shall not be modified as long as the Company is under the process of applying for the qualifications of an emerging stock company and OTC/listed company.</p>	<p>Amended in response to the provisions of Article 162 of the Company Act, as revised and promulgated on August 1, 2018.</p>
<p>Article 11</p> <p>Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy <del>form provided by this Company</del>, which shall specify the scope of proxy and be signed or sealed by the shareholder. Where one person has been appointed to act as proxy for more than two shareholders, unless</p>	<p>Article 11</p> <p>Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form provided by this Company, which shall specify the scope of proxy and be signed or sealed by the shareholder. Where one person has been appointed to act as proxy for more than two shareholders, unless</p>	<p>Amended in response to the provisions of Article 177 of the Company Act, as revised and promulgated on August 1, 2018.</p>

After Revision	Before Revision	Reason for Revision
<p>such person representing a trust enterprise or agent for stock affairs approved by the security authority, the votes exercised by such person which exceeding three percent (3%) of all the issued and outstanding shares of this Company shall not be counted. The above-mentioned proxy forms shall be delivered to this Company five (5) days before the shareholders' meeting. In case of duplicated forms were received, the proxy received earlier shall be effective.</p> <p>Besides Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act, the policies of shareholders' appointment of proxy shall also be ascertained referring to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.</p> <p>After this Company becomes an OTC/listed company, it shall provide electronic voting mechanism as one of the options for shareholders to exercise their voting rights.</p>	<p>such person representing a trust enterprise or agent for stock affairs approved by the security authority, the votes exercised by such person which exceeding three percent (3%) of all the issued and outstanding shares of this Company shall not be counted. The above-mentioned proxy forms shall be delivered to this Company five (5) days before the shareholders' meeting. In case of duplicated forms were received, the proxy received earlier shall be effective.</p> <p>Besides Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act, the policies of shareholders' appointment of proxy shall also be ascertained referring to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.</p> <p>After this Company becomes an OTC/listed company, it shall provide electronic voting mechanism as one of the options for shareholders to exercise their voting rights.</p>	
<p>Article 14</p> <p>This 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 of directors shall be three (3) years. The directors are eligible for re-election.</p> <p>To comply with Article 14-2 of the Securities and Exchange Act, the Company shall establish at least three (3) independent directors, occupying equal to/exceeding seats of one <del>third</del> <u>fifth</u> of the elected directors, to be included in the number of directors designated in the preceding paragraph. The profession qualifications of independent</p>	<p>Article 14</p> <p>This 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 of directors shall be three (3) years. The directors are eligible for re-election.</p> <p>To comply with Article 14-2 of the Securities and Exchange Act, the Company shall establish at least three (3) independent directors, occupying equal to/exceeding seats of one fifth of the elected directors, to be included in the number of directors designated in the preceding paragraph. The profession qualifications of independent directors, and their</p>	<p>Amended in accordance with the provisions of Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX-Listed Companies" as revised on August 23, 2024.</p>

After Revision	Before Revision	Reason for Revision
<p>directors, and their holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.</p> <p>The 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.</p>	<p>holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.</p> <p>The 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.</p>	
<p>Article 24</p> <p>Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least 2% of the profit shall be distributed as employees' compensation <u>, the employee compensation shall include no less than 1% of the aforementioned remaining balance allocated to grassroots employees, the scope of grassroots employees shall be determined by the Board of Directors, and</u> no more than 0.8% shall be allocated as the remuneration for directors.</p> <p>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 this Company. Qualification requirements of the employees who are entitled to receive the employees' compensation shall be specified by the Board of Directors.</p> <p>Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous years, this Company shall</p>	<p>Article 24</p> <p>Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least 2% of the profit shall be distributed as employees' compensation and no more than 0.8% shall be allocated as the remuneration for directors.</p> <p>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 this Company. Qualification requirements of the employees who are entitled to receive the employees' compensation shall be specified by the Board of Directors.</p> <p>Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous years, this Company shall</p>	<p>Amended in response to the revision of Article 237 of the Company Act, promulgated on August 1, 2018 , and Article 14, Paragraph 6 of the Securities and Exchange Act, promulgated on August 7, 2024 , as well as in alignment with the Financial Supervisory Commission's directive No. 1130385442 issued on November 8, 2024.</p>

After Revision	Before Revision	Reason for Revision
<p>first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the <del>total authorized paid-in</del> capital.</p> <p>Thereafter, this 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. Except distribution of reserve in accordance with competent laws and regulations, the Company shall not pay dividends or bonuses when there is no profit. The distributable dividends and bonuses in whole or in part will be paid in cash by this Company after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.</p>	<p>first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total authorized capital. Thereafter, this 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. Except distribution of reserve in accordance with competent laws and regulations, the Company shall not pay dividends or bonuses when there is no profit. The distributable dividends and bonuses in whole or in part will be paid in cash by this Company after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.</p>	
<p>Article 27</p> <p>The Procedures were enacted on May 24, 2000. (omitted)</p> <p><u>The sixteenth amendment was approved on May 27, 2025 (provisional)</u></p>	<p>Article 27</p> <p>The Procedures were enacted on May 24, 2000. (omitted)</p>	<p>Updated revision date</p>

## Attachment 7

### Concurrent Positions of Director and Independent Director Candidates

Name	All Current Position
Maverick Shih	<ol style="list-style-type: none"> <li>1. Acer Being Signage Inc. Chairman</li> <li>2. Acer e-Enabling Data Center Incorporated Chairman</li> <li>3. Acer Cloud Technology (Taiwan) Inc. Chairman</li> <li>4. Acer Synergy Tech Corp. Chairman</li> <li>5. Acer Cloud Technology (Chongqing) Ltd. Chairman</li> <li>6. Taurus Interstellar Inc. Chairman</li> <li>7. MAVS LAB. INC. Chairman</li> <li>8. Acer Cloud Technology (US), Inc. Chairman</li> <li>9. Acer Cloud Technology Inc. Chairman</li> <li>10. Acer Incorporated Director</li> <li>11. Acer Being Communication Inc. Director</li> <li>12. Acer ITS Inc. Director</li> <li>13. Acer e-Enabling Service Business Inc. Director</li> <li>14. Acer Synergy Manpower Corp. Director</li> <li>15. AOPEN INC. Director</li> <li>16. Shanghai AST Technology Service Ltd. Director</li> <li>17. Consumer Insights Research (Chongqing) Inc. Director</li> <li>18. Acer Synergy Tech America Corporation Director</li> <li>19. Allxon Inc. Director</li> <li>20. Kiwi Technology Inc. Director</li> <li>21. Tuohui Holdings Co., Ltd Chairman</li> <li>22. Shine Passion Engineering Co., Ltd Director</li> </ol>
Meggy Chen	<ol style="list-style-type: none"> <li>1. Acer Market Services Limited Chairman</li> <li>2. Shanghai AST Technology Service Ltd. Director</li> <li>3. Xplova (Shanghai) Ltd. Director</li> <li>4. Beijing Altos Computing Ltd. Director</li> <li>5. Wellife Inc. Director</li> <li>6. Altos Computing Inc. Director</li> </ol>

Name	All Current Position
	7. StarVR CORPORATION Director 8. Acer Cloud Technology ( Chongqing ) Ltd. Director 9. Acer Synergy Manpower Corp. Director 10. Acer ITS Inc. Director 11. Acer Being Signage Inc. Director 12. Acer AI Cloud Inc.(Pawbo Inc.) Director 13. Acer BeingWare Holding Inc. Director 14. Acer e-Enabling Data Center Incorporated Director 15. Acer Cloud Technology (Taiwan) Inc. Director 16. Acer e-Enabling Service Business Inc. Director 17. Weblink International Inc. Director 18. Highpoint Service Network Corporation Director 19. Acer Synergy Tech Corp. Director 20. Aspire Service & Development Inc. Director 21. XPLOVA INC. Director 22. Acer Digital Service Co., Director 23. Acer SoftCapital Incorporated Director 24. Acer Property Development Inc. Director 25. MPS Energy Inc. Director 26. Acer American Holdings Corp. Director 27. Acer Cloud Technology Inc. Director 28. Acer Computer (Far East) Limited Director 29. Acer European Holdings SA Director 30. Acer Holdings International, Incorporated Director 31. Acer Japan Corp. Director 32. Acer Service Corporation Director 33. AGP Insurance (Guernsey) Limited Director 34. Boardwalk Capital Holdings Limited Director 35. DropZone Holding Limited Director 36. Gateway, Inc. Director 37. PT. Acer Indonesia Director 38. PT. Acer Manufacturing Indonesia Director 39. Acer America Corporation Director

Name	All Current Position
	40. ACER TECHNOLOGY AND BUSINESS DEVELOPMENT PTE. LTD. Director
Jack Tsai	Acer Incorporated Smart Mobility Division Director
Sophia Tong	1. Chan Teng Limited Company Chairman 2. Silergy Corp. Director
Grace Lung	1. Xiang Long Limited Company Chairman 2. Aserve Technology Corp. Chairman 3. AOPEN Inc. Independent Director 4. Darwin Precisions Corp. Independent Director 5. Prolight Opto Technology Corporation Independent Director
Dung-Chun Tsai	1. Acer Foundation Director 2. Professor Zhuang Hankai Cultural and Educational Foundation Director
Catherine Lee	1. Chairman of the China Industry and Economic Development Association 2. Adjunct professor at National Chengchi University 3. Supervisor of Polyma S.p.A 4. Honorary Chairman of Taiwan Yushan Science and Technology Association 5. Director of the International Finance Forum (IFF). 6. Vice President, East Asian Economic Association



## Appendix 1

### **Acer Cyber Security Incorporated** **Regulations for the Conduct of Shareholders' Meeting**

1. This Regulations shall govern the conduct of Shareholders' Meetings of the Company.
2. Each shareholders or his/her/its proxy attending the Shareholders' Meeting shall sign the attendance card for their attendance. The number of shares in attendance of the Shareholders' Meeting shall be calculated based upon the number of shares signed in according to the attendance cards so submitted.

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

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

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

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

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders

meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

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

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

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

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

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

5. The Shareholders' Meeting shall be called by the Board of Directors. The chairman of the Board of Directors shall preside over the meeting. If the chairman of the Board

of Directors takes a leave or is not available for the meeting then the vice-chairman of the Board of Directors shall act on his/her behalf to preside over the meeting. If neither the chairman nor the vice-chairman of the Board of Directors is available for the meeting, or no vice-chairman is elected, the chairman shall designate a director of the Board of Directors to act on his/her behalf to preside over the meeting. The Board of Directors shall elect a director to act on the chairman's behalf if the chairman does not appoint a designee.

In the event that a Shareholders' Meeting is called by a person other than the Board of Directors who is entitled by law to call a Shareholders' Meeting, that person shall preside over the meeting.

6. The Company may designate attorneys, certified-public-accountants, or relevant personnel to attend the Shareholders' Meeting.
7. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Law, the recording shall be retained until the conclusion of the litigation.

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

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

8. The person who presides over the Shareholders' Meeting shall call the meeting in session at the designated time of the meeting. However, such person may announce

a postponement of the meeting if at the designated time shares in attendance fail to exceed half of the total issued and outstanding shares of the Company. Such a postponement of meeting shall not be made more than two times, with postponement(s) limiting to one hour in aggregate. If shares in attendance are less than a quorum but more than one-thirds of the total issued and outstanding shares, the shareholders may proceed with such meeting pursuant to Article 175 of the Company Law to adopt provisional resolutions.

Before the meeting is adjourned, if shares in attendance have reached a required quorum, the person presiding over the meeting may, pursuant to Article 174 of the Company Law, submit those provisional resolutions so adopted for a final resolution at the meeting.

9. If Shareholders' Meeting is called by the Board of Directors, the Board of Directors shall set the agenda of the meeting. The meeting shall proceed in accordance with the agenda so set by the Board of Directors unless otherwise changed by a resolution adopted at the meeting. 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. The person presiding over the meeting shall determine the order to make such oral statements. Shareholder in attendance who submits an oral statement form but fail to make an oral statement shall be deemed to have not made any statement. In the event of any conflict between the contents of the oral statement form and the actual oral statement, the actual oral statement shall prevail.

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

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

11. Unless otherwise approved by the person presiding over the meeting, each shareholder may make oral statements only twice for a same proposal or addressing matter under deliberation; and the length each oral statement shall not exceed 5 minutes. Otherwise, the person presiding over the meeting may stop the shareholder from making further statements.
12. A legal entity acting as a proxy for a shareholder to attend the meeting may appoint only one representative to attend the meeting. If more than one representatives are appointed by such legal entity to attend the meeting, only one person elected among them may make oral statements on the same proposal.
13. The person presiding over the meeting may reply to the oral statements, or may designate appropriate person to reply to the oral statements made by shareholders in attendance.
14. The person presiding over the meeting may declare the suspension of discussing of a proposal 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. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.  
  
In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the

virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

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

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

17. The person presiding over the meeting shall determine the order of voting on amendment proposals or substituted proposals accompanying with their original proposals. As soon as one of those proposals is adopted as a resolution, other proposals in conflict regarding the same matter shall be deemed denied and shall require no further voting.

18. The person presiding over the meeting may direct monitors (or security guards) to maintain order at the meeting. Monitors (or security guards) shall wear a badge marked "SECURITY" or "MONITOR" when performing their duties at the meetings.

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.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to

force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date, in which case Article 182 of the Company Law shall not apply.

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

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

20. The applicable provisions of the Company Act, the relevant regulations and the Company's Articles of Incorporation shall govern any matter not provided herein.
21. This Regulations and any amendments thereto, shall become effective upon approval by the shareholders.
22. This Regulations was approved on November 27, 2017.  
First Amendment was approved on May 27, 2022.

## Appendix 2

### **Acer Cyber Security Incorporated Articles of Incorporation (Before the revision)**

#### **CHAPTER I – GENERAL PROVISIONS**

- Article 1 This Company shall be incorporated in accordance with the Company Law, and its name shall be 安碁資訊股份有限公司 in the Chinese language, and Acer Cyber Security Incorporated in the English language.
- Article 2 The scope of business of this Company shall include the following:
- I301010 Software Design Services
  - I301020 Data Processing Services
  - I301030 Digital Information Supply Services
  - IZ13010 Internet Identify Services
  - I103060 Management Consultancy
  - F118010 Wholesale of Computer Software
  - F218010 Retail Sale of Computer Software
  - F113050 Wholesale of Computing and Business Machinery Equipment
  - F213030 Retail sale of Computing and Business Machinery Equipment
  - F113070 Wholesale of Telecom Instruments
  - F213060 Retail Sale of Telecom Instruments
  - CC01120 Manufacturing and Duplication of Data Storage Media
  - JZ99050 Agency Services
  - H703100 Real Estate Rental and Leasing
  - ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 This Company may, for its business operations or other investment matters, make endorsements or issue guarantees.
- Article 4 The headquarters of this Company shall be located in Taipei City, Taiwan, R.O.C. If the Company considers it's 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 It the Company considers it's necessary for business operation, it may make investment, and it may, by a resolution adopted at a meeting by the Board of Directors, be a corporate shareholder of other company with limited liabilities. The total amount of investment made by this Company shall be exempt from the restriction under Article 13 of the Company Law.

Article 6 Public announcements of the Company shall be made according to Article 28 of the Company Act.

## **CHAPTER II – CAPITAL STOCK**

Article 7 The total amount of this Company capital stock is NT\$ 3,000,500,000 divided into 300,050,000 shares at par value of NT\$10 per share, within which the Board of Directors is authorized to issue shares in installments.

NT\$ 20,000,000 of the aforesaid total capital stock is reserved for exercising stock options, within which the Board of Directors may be authorized to issue shares in installments according to laws and regulations.

When this Company issues employee stock options, transfers treasury stock to employees, issues new shares reserved for subscription by employees, and issues restricted stock for employees, the employees of subsidiaries of this Company may be included. Qualification requirements of the employees who are entitled to receive the aforesaid shall be set and specified by the Board of Director.

To issue employee stock options that the exercise price may be lower than the closing price of this Company stocks as of the issue date, this Company must have obtained the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares.

To transfer shares to employees at less than the average actual repurchase price, this Company must have obtained the consent of at least two-thirds of

the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares.

Article 8 After approval for registration, the share certificates of this Company shall be issued in registered form, signed by, and affixed with the seals of, at least three directors of this Company, and authenticated by the competent registrar. The Company may issue shares without printing share certificate, provided that it shall register such issued shares with a centralized securities depository enterprise. The same applies in case of issuing other marketable securities.

The Company's withdrawal of application for public issuance shall be resolved by the shareholders meeting in accordance with the Company Act and relevant laws and regulations. This Article shall not be modified as long as the Company is under the process of applying for the qualifications of an emerging stock company and OTC/listed company.

Article 9 The transfer of share certificates shall not be filed with the Company within sixty (60) days prior to the date of the annual shareholders' meeting or within thirty (30) days prior to the special shareholders' meeting or within five (5) days prior to the date fixed for allocating dividends, bonuses or other benefits. The affairs of share certificates shall be ascertained by referring to the Regulations Governing the Administration of Shareholder Services of Public Companies unless specified otherwise by law and securities regulations.

### **CHAPTER III – SHAREHOLDERS' MEETINGS**

Article 10 Shareholders' meetings of this Company are classified into (1) regular meetings and (2) special meetings. The Board of Directors shall convene regular meetings within six (6) months after the close of each fiscal year. Special meetings shall be convened, whenever deemed necessary in accordance with the law. The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority, and the Company shall be subject to

prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters. The notice of shareholders' meeting may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof. 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 notice and public announcement of shareholders' meeting shall be ascertained by referring to Article 172 of the Company Act.

Article 11 Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form provided by this Company, which shall specify the scope of proxy and be signed or sealed by the shareholder. Where one person has been appointed to act as proxy for more than two shareholders, unless such person representing a trust enterprise or agent for stock affairs approved by the security authority, the votes exercised by such person which exceeding three percent (3%) of all the issued and outstanding shares of this Company shall not be counted.

The above-mentioned proxy forms shall be delivered to this Company five (5) days before the shareholders' meeting. In case of duplicated forms were received, the proxy received earlier shall be effective.

Besides Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act, the policies of shareholders' appointment of proxy shall also be ascertained referring to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

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

Article 12 Unless otherwise regulated by law, each shareholder of this Company owns one vote per share.

Article 13 Except as otherwise provided by the Company Law, a resolution of shareholders meeting shall be adopted by the shareholders of a majority of

the votes of the issued and outstanding shares represented at such meeting at which the shareholders of a majority of issued and outstanding shares are present.

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting according to Article 28 of the Company Act.

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

Article 14 This 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 of directors shall be three (3) years. The directors are eligible for re-election.

To comply with Article 14-2 of the Securities and Exchange Act, the Company shall establish at least three (3) independent directors, occupying equal to/exceeding seats of one fifth of the elected directors, to be included in the number of directors designated in the preceding paragraph. The profession qualifications of independent directors, and their holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.

The 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.

Article 15 The election of the Company's directors adopts the cumulative voting system. Each share has the same votes/voting rights as the number of directors to be elected. All votes can be used to elect one person collectively, or distributed to several persons. The person received votes representing more voting rights shall be elected as director.

- Article 16 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 this Company in external matters.
- Article 17 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 208 of the Company Act. Where a director is unable to attend the meeting of the Board of Directors, he may appoint another director as his proxy to attend the meeting by issuing a letter of proxy. Each director can act as a proxy for only one other director. In case that 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 18 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.
- Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by more than one-half of the directors at a meeting attended by more than one-half of the directors.
- Article 19 For business operation requirements, the Board of Directors may place remuneration committee or other functional committees.
- Article 20 The Board of Directors is authorized to determine the compensation for chairman of the Board of Directors and directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry within the R.O.C. and overseas, no matter whether the Company has profit or suffered loss.

Article 21 The Board of Directors may buy the Responsibility Insurance for the directors who have to be responsible for the damages caused by their performance of duties during their tenure according to laws and regulations.

## **CHAPTER V – MANAGERS**

Article 22 This Company may have one president and several vice presidents. The appointment, removal, and compensation of such president and vice presidents shall be made in accordance with Article 29 of the Company Act.

## **CHAPTER VI – ACCOUNTING**

Article 23 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:

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

Article 24 Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least 2% of the profit shall be distributed as employees' compensation and no more than 0.8% shall be allocated as the remuneration for 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 this Company. Qualification requirements of the employees who are entitled to receive the employees' compensation shall be specified by the Board of Directors.

Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous years, this Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total authorized capital. Thereafter, this 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. Except distribution of reserve in accordance with competent laws and regulations, the Company shall not pay dividends or bonuses when there is no profit.

The distributable dividends and bonuses in whole or in part will be paid in cash by this Company after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

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

## **CHAPTER VII – SUPPLEMENTARY PROVISIONS**

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

Article 27 These Articles of Incorporation were approved on May 24, 2000  
The first amendment was approved on August 1, 2000

The second amendment was approved on December 7, 2000

The third amendment was approved on February 1, 2001

The fourth amendment was approved on February 26, 2001

The fifth Amendment was approved on November 2, 2002

The sixth amendment was approved on December 10, 2002

The seventh amendment was approved on March 31 , 2003

The eighth amendment was approved on April 17, 2006

The ninth amendment was approved on June 28, 2010

The tenth amendment was approved on December 1, 2015

The eleventh amendment was approved on February 9 , 2018

The twelfth amendment was approved on December 13, 2018

The thirteenth amendment was approved on June 21, 2019

The fourteenth amendment was approved on May 27, 2022

The fifteenth amendment was approved on May 28, 2024



## Appendix 3

### **Acer Cyber Security Incorporated Regulations Governing Election of Directors**

- Article 1 Unless otherwise prescribed by the Company Law, relevant laws and regulations, or the Company's Articles of Incorporation, these Regulations shall govern the election of the Company's directors.
- Article 2 Company's directors shall be elected from those shareholders who are on the candidate list for director positions announced by the Company by adopting the candidate nomination system.
- Article 3 Company's directors shall be elected through cumulative voting.
- Article 4 When electing the Company's directors, each share shall be entitled to one vote for each director to be elected. The holder of the shares may cast all votes for one candidate, or may distribute the votes among several candidates.
- Article 5 The candidates for independent directors or non independent directors who receive the most votes for the position of director, with voting rights separately calculated for independent and non independent director positions, shall win the election separately, and such number shall be in compliance with the number of positions for director provided for in the Articles of Incorporation. In the event two or more candidates receive the same number of votes beyond a quota, the winner shall be determined by drawing lots. One lot may be drawn by the chairman for each of the absentees.
- Article 6 The board of directors shall, upon preparing the ballots, have the ballots numbered in a series and enter the voting power on each ballot.
- Article 7 During the election, the chairman shall appoint vote inspectors and vote counters from among the shareholders in attendance to take charge of inspecting and counting the votes.
- Article 8 A ballot box shall be provided by the board of directors and shall be kept in public view by the monitor before the vote.

Article 9 Voters shall fill in candidate's name and shareholder's account number on the ballot, and if candidate is not a shareholder, the candidate's ROC Identification Card Number (or for foreigner candidates, the candidate's passport number); voters shall drop the ballots into the ballot box. In the event a legal entity is a candidate, both the full registered name of the legal entity and the name of its legal representative shall be entered on the ballot.

Article 10 A ballot shall be null and void if such ballot:

1. Is not dropped into the ballot box;
2. Is not on a ballot prepared by the Company;
3. Is not filled out by voter and is blank;
4. Contains the name of a candidate who is a shareholder, but his or her shareholder's account number and the name under which the shares are registered, do not comply with the register of shares;
5. Contains any words or notations other than the candidate's name or the shareholder's account number;
6. Contains any alteration to the candidate's name, shareholder's account number, and voting power;
7. Contains words or marks which are illegible or unrecognizable; or
8. Contains the name of a candidate, but fails to list the shareholder's account number, or his or her ROC Identification Card Number (or Passport Number) so as to identify such person.

Article 11 The vote inspector and vote counter shall monitor the opening of the ballots, and the chairman shall announce the results immediately thereafter.

Article 12 These Regulations and any amendments hereto shall enter into force when approved by a resolution at a Shareholders' Meeting.

Article 13 These regulations were enacted on November 27, 2017  
The first amendment was made on December 13, 2018

## **Appendix 4**

### **Impact of Stock Dividend Issuance on the Company's Business Performance, Earnings per Share and Shareholder Return Rate**

The Company did not allot shares for free during the year, so it is not applicable.

## Appendix 5

### Acer Cyber Security Incorporated Shareholdings of All Directors as of March 29, 2025

Title	Name	Number of Shares
Chairman	Acer Incorporated	15,561,992
	Legal Representative: Maverick Shih	
Director	Acer Incorporated	15,561,992
	Legal Representative: Meggy Chen	
Director	Acer Incorporated	15,561,992
	Legal Representative: Jack Tsai	
Independent Director	Sophia Tung	0
Independent Director	Grace Lung	0
Independent Director	Dung-Chun Tsai	0
Independent Director	Catherine Lee	0
<b>Total</b>		<b>15,561,992</b>

Note:

- (1) The current number of issued shares in the Company as of Mar. 29, 2025 is 29,999,720 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.

