

**ACER E-ENABLING SERVICE BUSINESS INC.**

**Agenda of 2023 General Shareholders' Meeting**

(Translation)

Date : 9 a.m., June 9<sup>th</sup>, 2023

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

### ***Disclaimer***

*This is a translation of the 2023 General Shareholders' Meeting Agenda of ACER E-ENABLING SERVICE BUSINESS INC. (the "Company"). The translation is intended for reference only and nothing else, the Company hereby disclaims any and all liabilities whatsoever for the translation. The Chinese text of the Agenda shall govern any and all matters related to the interpretation of the subject matter stated herein.*

## **TABLE OF CONTENTS**

### **A. Meeting Agenda**

1. Report Items
2. Directors Election
3. Proposed Items for Ratification and Discussion
4. Extemporaneous Motion

### **B. Attachment**

1. Business Report for the Year 2022
2. Audit Committee's Review Report
3. List of Director and Independent Director Candidates
4. Financial Statements for the Year 2022
5. 2022 Statement of Profit & Loss Appropriation
6. Concurrent Positions of Director and Independent Director Candidates

### **C. Appendix**

1. Articles of Incorporation of Acer E-Enabling Service Business Inc.
2. Regulations of the Conduct of Shareholders' Meeting
3. Regulations Governing Election of Directors
4. Impact of Stock Dividend Issuance on the Company's Business Performance, Earnings per Share and Shareholder Return Rate
5. Shareholdings of All Directors

## Meeting Agenda

Date : 9:00 a.m., Friday, June 9th, 2023

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

Type: Physical Meeting

### 1. Report Items

- (1) Business Report for the Year 2022
- (2) Audit Committee's Review Report
- (3) Report on the Distribution of Cash Dividend and Execution of Employees' Profit Sharing Bonus and Board Directors' Compensation for the Year 2022

### 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 Business Report and Financial Statements for the Year 2022
- (2) Ratification Proposal of Profit Appropriation for the Year 2022
- (3) To Release Non-Compete Restrictions on the Newly-Elected Directors and their legal Representatives

### 4. Extemporary Motion

### 5. Meeting Adjourned

## 1. Report Items

### (1) Business Report for the Year 2022

Explanatory Notes: Please refer to Attachment 1, pages 9 to 11.

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

Explanatory Notes: Please refer to Attachment 2, page 12.

### (3) To Report on the Execution of Employees' Profit Sharing Bonus and Board Directors' Compensation for the Year 2022

Explanatory Notes:

- i. The Board of Directors approved the proposal of employees' 2022 profit sharing bonus and Board Directors' compensation on March 14, 2023. The employees' profit-sharing bonus and Board Directors' compensation are to be distributed in cash.
- ii. The total amount of employees' 2022 profit sharing bonus is NT\$71,000,000.
- iii. The total amount of Board Directors' 2022 compensation is NT\$700,000.

## **2. Election Item**

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

Explanatory Notes:

- (1) Since the tenure of all current directors of the Company (including independent directors) will expire in December 2023, it is proposed to re-elect all directors (including three ordinary directors and four independent directors) at the General Shareholders' Meeting this year in accordance with the Company's Articles of Incorporation. The tenure of directors to be elected shall commence on June 9th, 2023 for three-year term (estimated to expire on the date of 2026 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 for electing directors, including independent directors, in accordance with the Articles of Incorporation of the Company, and candidates thereby nominated will be elected via the General Shareholders' Meeting. For the list of candidates for directors (including independent directors) nominated by the meeting of Board of Directors on March 14<sup>th</sup>, 2023, please refer to Attachment 3, pages 13 to 15 for the information of their resume and numbers of shares hold.

Voting Result:

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

#### Item 1

Proposal: Ratification Proposal of the Business Report and Financial Statements for the Year 2022. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The Company's Financial Statements for the year 2022, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flow, have been audited by CPA Steven Shih and CPA Lilian Kao of KPMG.
- (2) The Business Report for the year 2022 and the forementioned Financial Statements are attached hereto as Attachment 1, pages 9 to 11 and Attachment 4, pages 16 to 23, which have been approved by the Audit Committee and resolved by the Board of Directors.
- (3) Please ratify.

Resolution:

## Item 2

Proposal: Ratification Proposal of Profit Appropriation for the Year 2022. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The Company's undistributed retained earnings at the beginning of the 2022 are NT\$ 203,414,825. After such amount added the PAT of 2022, set aside the legal reserve and reversed the special reserve according to law, the current distributable retained earnings are NT\$ 661,487,556, among which it is proposed to distribute the dividends of NT\$ 310,867,500 to the Shareholders and the remaining retained earnings of NT\$ 300,620,056 will be reserved for distribution next year.
- (2) All dividends will be distributed 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\$ 7.5 per share in cash. Rounded down to NT\$1 and the residue will be calculated and booked as the Company's other income.
- (3) 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.
- (4) The record date for ex-dividend is temporarily set on July 14<sup>th</sup>, 2023, and the distribution date is set on August 11<sup>th</sup>, 2023. 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.
- (5) Please refer to the Profit Appropriation Statement for 2022 (Attachment 5, page24).
- (6) Please ratify.

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 investment or operations of another company that engages in the same or similar business scope as the Company.
- (3) Please refer to Attachment 6, page 25, for the Concurrent Positions of Director and Independent Director Candidates.
- (4) Please discuss.

Resolution:

#### **4. Extemporary Motion**

#### **5. Meeting Adjourned**

**Attachment 1**

**Business Report**

Dear Shareholders,

Looking back at 2022, it was a challenging year for the global economy due to negative events such as the Russia-Ukraine conflict, high inflation, the Covid pandemic, and climate change. Taiwan, situated in a high-risk geopolitical region, was especially affected by the tug-of-war between the US and China over trade and politics. In the B2B market that AEB Services focuses on, many companies cut costs in response to economic uncertainty, leading to a reduction in their spending including IT expenses.

However, from another perspective, 2022 was also an opportunity. We saw in post-pandemic where digital remote work, e-learning, online entertainment, and e-commerce have become the new norm. People's lives and work are increasingly intertwined with the cloud, driving enterprises to accelerate their go-cloud process. They use emerging cloud-based technologies such as big data, AI, and machine learning to improve operational efficiency, strengthen business resilience, enhance customer service, and even re-innovate business models. The international research firm IDC predicts that the trend of cloud adoption will not stop, and the size of public cloud services in the Asia-Pacific region will grow to \$165.2 billion in three years.

The strong demand for cloud and digital transformation from both public and private sectors is also reflected in the operating performance of our company. With all-in efforts from every co-worker, AEB delivered outstanding results in terms of revenues and profitability in 2022. These achievements are listed below:

Unit: NT\$ K

ITEM \ YEAR		2022	2021	Increase (Decrease)	
				Amount	%
Financial Revenues	Revenue	7,189,523	6,203,675	985,848	15.89%
	Gross Profit	963,967	746,724	217,243	29.09%
	Operating Income	518,066	362,314	155,752	42.99%
	Net Income	436,771	283,798	152,973	53.90%

ITEM		YEAR	
		2022	2021
Profitability	Return on Assets	9.19%	7.55%
	Return on Equity	32.79%	34.81%
	Operating Income to Equity Ratio	124.99%	99.40%
	Pre-tax Net Income to Equity Ratio	132.07%	100.47%
	Net Income Ratio	6.08%	4.57%
	Earnings per Share	11.35	7.79

In addition to business performance, AEB continues to invest resources in cloud and new technologies and has gained accreditation from top-notch global vendors. For example, AEB is the first Taiwanese partner to attain six designations of the Microsoft Cloud Partner Program (MCPPE)- Solutions Partner for Data & AI (Azure), Digital & App Innovation (Azure), Infrastructure (Azure), Business Applications, Modern Work, and Security. It is also the only Taiwanese IT service partner to secure four security expertise certifications of Advanced Specialization (ASP) from Microsoft. These continuously competence enhancement from technologies and talent cultivation have become a solid foundation for winning long-term customer trust. In addition, cloud and platform solutions implemented by AEB for public agency in pursuit of digital transformation have received global recognition in 2022, such as the " Taiwan i-Registration Platform of Cultural Events " built for the Ministry of Culture won the first prize of the Global ICT Excellence Awards accredited by World Information Technology and Services Alliance (WITSA), which AEB has won for three consecutive years. Furthermore, the "Smart Manufacturing, Data Management and Service Platform " project built for AU Optronics also won the " Best in Future of Intelligence" of IDC Future Enterprise Awards, once again demonstrating the technology and service capabilities of AEB.

Looking ahead to 2023, there are still many uncertain factors, such as inflation, ongoing conflict between Russia and Ukraine, repeated epidemics, and escalating geopolitical risks, making the global economic outlook remain in maze. However, we believe that the trend of companies adopting digital technologies such as cloud, AI, big data ML, etc. to strengthen business resilience will not change. Especially so in Taiwan market as the imminent establishment of local data centers from major global Public Cloud Service Providers. These local data centers allow start-ups, SMEs, large enterprises or government to consider more flexible and cloud-based IT environments when architecting or upgrading their systems, worry free of legal requirement for data localization. AEB commits to positioning as "Digital Enterprise Enabler" where we will continue to bring best global practices and solution to Taiwan and help Enterprises achieving digital transformation. We will continue to expand our core competence of C3A+P: Cloud Service, AIoT, Application, Appliance, and Platform

as a Service and stay focus on three major strategies: 1. continue to act as reliable partner of customer's Cloud Managed Service Provider and increase the service offerings such as security as a service and hybrid cloud service to meet customers' growing needs on those fronts; 2. include data storage/backup and disaster recovery services into our service portfolio to provide customers with comprehensive, last-mile security solution on their valuable digital asset; 3. provide data-centered, value-driven technology solution to empower customers to stay ahead of their competition. In addition to cloud data management platform where we already have successful business cases in different domain, AEB will also develop our asset into the ESG front, especially in the aspect of supply-chain management to help customers enhance their overall resilience. To look into longer run, we will also in 2023 start our regional expansion to where customers already have or plan to established operations, to extend and localize our IT services.

Looking ahead, we strongly believe the go-cloud trend will continue, and we are committed to provide customers with professional, comprehensive and best-in-class cloud services. We thank you for support and trust and wish you and your family a wonderful journey ahead.

Chairman of Board:

Jason Chen

Corporate Officer:

Sandy Chou

Accounting Officer:

Kevin Cheng

## **Attachment 2**

### **Audit Committee's Review Report**

Audit Committee's Review Report The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements, and the Proposal for Profit & Loss Appropriation. The CPA Steven Shih and Lilian Kao from KPMG were retained to audit AEB's Financial Statements and have issued an audit report relating to the Financial Statements. The said Business Report, Financial Statements, and Proposal for Profit & Loss Appropriation have been reviewed and determined to be correct and accurate by the Audit Committee of Acer E-Enabling Service Business Inc. in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this Report.

Acer E-Enabling Service Business Inc.

Convener of the Audit Committee: H.T. Chou

March 14th, 2023

## Attachment 3

### Acer E-Enabling Service Business Inc.

#### List of Director and Independent Director Candidates

Type	Name	Academic Background	Experience	All Current Position	Shareholdings (Note 1)
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Jason Chen	MS in Business Administration, Missouri Columbia University	Corporate President and CEO, Acer Inc.  Senior Vice President of Worldwide Sales and Marketing, TSMC  Vice President of Corporate Development, TSMC  Vice President of Sales and Marketing, Intel	1. Chairman and CEO, Acer Inc. 2. Director, FocalTech Systems Co., Ltd. 3. Independent Director, Powerchip Semiconductor Manufacturing Corp 4. Chairman, Mu-Jin Investment Co., Ltd 5. Chairman, Mu-Shi Investment Co., Ltd. 6. Director, Supervisor or Manger, Acer Group	26,304,000 shares
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Maverick Shih	Ph.D. in Electrical Engineering, University of Southern California	Acer BYOC General Manager	1. Director, Acer Inc. 2. Director, Kiwi Technology Inc. 3. Chairman, SATORO TAIWAN INC. 4. Chairman, MAVs LAB. Inc. 5. Director, Allxon Inc. 6. Director, Rongxin Management Consultants Co., Ltd. 7. Director, Supervisor or Manger, Acer Group	26,304,000 shares
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Meggy Chen	Business Administration Master, UCLA Anderson School of Management	AVP of Acer Global Treasury	1. Corp. CFO, Acer Inc. 2. Director, Supervisor or Manger, Acer Group	26,304,000 shares
Independent Director	H.T. Chou	National Chengchi University Entrepreneur Class Graduated	Remuneration Committee of Bothhand Enterprise Inc.  Independent Director of Bothhand Enterprise Inc.	None	0

Type	Name	Academic Background	Experience	All Current Position	Shareholdings (Note 1)
			Supervisor of Gudeng Precision Industrial Co., Ltd.  CFO of Userjoy Technology Co., Ltd.		
Director	M.C. Tzeng	Master of Institute of Applied Chemistry, Chung Yuan University	Deputy General Manager of Operation/Partnership Factory, Mainstream Technology Division, Taiwan Semiconductor Manufacturing Co., Ltd.  Associate Manager of Northern Plant of Taiwan Semiconductor Manufacturing Co., Ltd.  Assistant Manager of Second Factory of Taiwan Semiconductor Manufacturing Co., Ltd.	None	0
Director	David Yeh	Master of Electrical Engineering, University of Michigan, Ann Arbor	General Manager, Greater China Ecosystem and Partner Department, Amazon Web Services (AWS Amazon Web Services)  Vice President and General Manager of Amazon (China) Global Store Business Division	None	0

Type	Name	Academic Background	Experience	All Current Position	Shareholdings (Note 1)
			Senior Director of Asia Pacific and Greater China, Microsoft (China) Co., Ltd. Asia Pacific Technical Support Center		
Director	Michael Wang	Bachelor of Mechanical Engineering, National Taiwan University	<p>Special Assistant to the Chairman of Taiwan Taxi Co., Ltd.</p> <p>Director /Deputy General Manager of Acer Business Group</p> <p>General Manager of Third Wave of Information Corp.</p> <p>Vice President of Systems&amp;Technology Corp.</p> <p>Vice President of Xieneng Technology Corp.</p>	None	0

Note1: Number of shares held as of April 11, 2023



## Attachment 4

### Independent Auditors' Report

To the Board of Directors  
Acer E-Enabling Service Business Inc.:

#### Opinion

We have audited the consolidated financial statements of Acer E-Enabling Service Business Inc., which comprise the balance sheets as of December 31, 2022 and 2021, the statements of comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its 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”), 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 Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in 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 the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (the “Code” ), and we have fulfilled our other ethical responsibilities in accordance with the Code. 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 financial statements of the current period. These matters were addressed in the context of our audit of the 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~~ Key audit matters for the financial statements for the year ended December 31, 2022 are stated as follows:

Refer to Note 4(m) for accounting policy on revenue recognition and Note 5 for uncertainty of accounting estimations and assumptions for revenue recognition.

#### Description of key audit matter:

The Company recognizes revenue when control of the products has been transferred to the customers depending on the various trade terms agreed with customers in each individual sale transaction. The timing of revenue recognition is individually determined when the performance obligation has been satisfied based on each term with the customer. Consequently, the revenue recognition has been identified as one of the key audit matters.

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

In relation to the key audit matters above, we have performed certain audit procedures including, among others, testing the design and operating effectiveness of the Company's internal controls over the timing of revenue recognition; assessing whether revenue is recognized based on the trade terms with customers through reviewing the related sales contracts or other trade documents and the accuracy of the timing of revenue recognition and the performance obligation satisfied to customers; performing a sample test of sales transactions taking place before and after the balance sheet date to ensure that revenue was recognized in the appropriate period.

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

Management is responsible for the preparation and fair presentation of the 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in 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 aggregated, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the 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 the Company'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 the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 equity method to express an opinion on the 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 Steven Shih and Lilian Kao.

KPMG

Taipei, Taiwan (Republic of China)  
March 14, 2023

		December 31, 2022		December 31, 2021			December 31, 2022		December 31, 2021		
		Amount	%	Amount	%		Amount	%	Amount	%	
<b>Assets</b>											
<b>Current assets:</b>											
1100	Cash and cash equivalents (note 6(a))	\$ 2,399,258	45	\$ 1,620,323	39	2130					
1110	Financial assets measured at fair value through profit or loss— current (note 6(b))	-	-	191	-	2170					
1140	Contract assets—current (notes 6(p) and 7)	75,916	1	61,166	2	2180					
1170	Notes and accounts receivable, net (notes 6(d) and (p))	1,937,751	36	1,771,398	43	2219					
1180	Accounts receivable from related parties (notes 6(d), (p) and 7)	47,614	1	60,490	1	2220					
1200	Other receivables	1,292	-	-	-	2230					
1210	Other receivables from related parties (note 7)	4,500	-	1,814	-	2280					
1300	Inventories(note 6(e))	438,805	8	310,457	8	2300					
1410	Prepay expenses and other current assets	2,968	-	2,576	-						
1476	Other financial assets(note 6(a))	200,000	4	-	-	2580					
	<b>Total current assets</b>	<u>5,108,104</u>	<u>95</u>	<u>3,828,451</u>	<u>93</u>	2670					
<b>Non-current assets:</b>											
1517	Financial assets measured at fair value through other comprehensive income—non-current(note 6(c))	24,892	1	29,316	1						
1550	Investments accounted for using the equity method(note 6(f))	10,785	-	-	-						
1600	Property, plant and equipment (note 6(g))	1,537	-	3,519	-	3110					
1755	Right-of use assets (notes 6(h) and 7)	18,845	-	12,377	-	3200					
1780	Intangible assets (note 6(i))	3,697	-	5,905	-						
1840	Deferred income tax assets (note 6(l))	40,974	1	43,352	1	3310					
1920	Refundable deposits	184,290	3	199,974	5	3320					
	<b>Total non-current assets</b>	<u>285,020</u>	<u>5</u>	<u>294,443</u>	<u>7</u>	3350					
						3400					
<b>Total assets</b>		<u>\$ 5,393,124</u>	<u>100</u>	<u>4,122,858</u>	<u>100</u>						
<b>Liabilities and Equity</b>											
<b>Current liabilities:</b>											
	Contract liabilities—current (note 6(p) and 7)	1,617,561	30	1,494,574	36						
	Accounts payable	1,211,887	23	890,367	22						
	Accounts payable to related parties (note 7)	103,720	2	93,690	2						
	Other payables(note 6(q))	419,215	8	463,854	11						
	Other payables to related parties (note 7)	10,614	-	9,803	-						
	Current tax liabilities	66,337	1	86,583	2						
	Lease liabilities-current (notes 6(j) and 7)	18,869	-	11,331	-						
	Other current liabilities	19,496	-	25,343	1						
	<b>Total current liabilities</b>	<u>3,467,699</u>	<u>64</u>	<u>3,075,545</u>	<u>74</u>						
<b>Non-current liabilities:</b>											
	Lease liabilities-non-current (notes 6(j) and 8)	132	-	1,219	1						
	Net defined benefit liabilities	142,257	3	160,448	4						
	Guarantee Deposits Received	2,476	-	2,432	-						
	<b>Total non-current liabilities</b>	<u>144,865</u>	<u>3</u>	<u>164,099</u>	<u>4</u>						
	<b>Total liabilities</b>	<u>3,612,564</u>	<u>67</u>	<u>3,239,644</u>	<u>78</u>						
<b>Equity (note 6(m)):</b>											
	Common stock	414,490	8	364,490	9						
	Capital surplus	628,098	12	32,033	1						
	Retained earnings:										
	Legal reserve	82,807	1	49,088	1						
	Unappropriated earnings (accumulated deficit)	52,846	1	32,577	1						
	Unappropriated retained earnings (accumulated deficit)	640,186	12	457,872	11						
	Other equity	(37,867)	(1)	(52,846)	(1)						
	<b>Total equity</b>	<u>1,780,560</u>	<u>33</u>	<u>883,214</u>	<u>22</u>						
<b>Total liabilities and equity</b>							<u>\$ 5,393,124</u>	<u>100</u>	<u>4,122,858</u>	<u>100</u>	

(English Translation of Financial Statements Originally Issued in Chinese)

**ACER E-ENABLING SERVICE BUSINESS INC.**

**Statements of Comprehensive Income (Loss)**

**For the years ended December 31, 2022 and 2021**

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

		2021		2020	
		Amount	%	Amount	%
4000	Net revenue (notes 6(p) & 7 and 14)	\$ 7,189,523	100	\$ 6,203,675	100
5000	Cost of revenue (note 6(e), (f), (g) , (h) , (k) & (q) and 7 and 12)	(6,225,556)	(87)	(5,456,951)	(88)
	<b>Gross profit</b>	<b>963,967</b>	<b>13</b>	<b>321,209</b>	<b>12</b>
	<b>Operating expenses (notes 6(d), (g) , (h) , (i) , (j) , (m) &amp; (q) and 7 and 12):</b>				
6100	Selling expenses	(303,164)	(4)	(291,160)	(4)
6200	General and administrative expenses	(80,121)	(1)	(53,609)	(1)
6300	Research and development expenses	(58,560)	(1)	(44,937)	(1)
6450	Impairment loss (impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	(4,056)	-	5,296	-
	<b>Total operating expenses</b>	<b>(445,901)</b>	<b>(6)</b>	<b>(384,410)</b>	<b>(6)</b>
	<b>Operating income (loss)</b>	<b>518,066</b>	<b>7</b>	<b>362,314</b>	<b>6</b>
	<b>Non-operating income and loss (notes 6(f) , (j)&amp;(s)):</b>				
7100	Interest income	6,637	-	1,236	-
7010	Other income	22,525	1	2,779	-
7020	Other gains and losses — net	(499)	-	(133)	-
7050	Finance costs	660	-	-	-
	<b>Total non-operating income and loss</b>	<b>29,359</b>	<b>1</b>	<b>3,882</b>	<b>-</b>
7900	<b>Profit (loss) from continuing operations before tax</b>	<b>547,425</b>	<b>8</b>	<b>366,196</b>	<b>6</b>
7950	Less: Income tax expenses (notes 6(l))	(110,654)	(2)	(82,398)	(1)
	<b>Profit (loss)</b>	<b>436,771</b>	<b>6</b>	<b>283,798</b>	<b>5</b>
	<b>Other comprehensive income (notes 6(l)&amp;(m)):</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss</b>				
8311	Remeasurements of defined benefit plans	24,253	-	(24,475)	(1)
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(4,424)	-	(689)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(4,850)	-	4,895	-
	<b>Other comprehensive income</b>	<b>14,979</b>	<b>-</b>	<b>(20,269)</b>	<b>-</b>
	<b>Total comprehensive income (loss) for the year</b>	<b>\$ 451,750</b>	<b>6</b>	<b>\$ 263,529</b>	<b>4</b>
	<b>Earnings per share (in New Taiwan dollars) ((note 6(o)):</b>				
9750	Basic earnings (loss) per share	\$	<b>11.35</b>	\$	<b>7.79</b>
9850	Diluted earnings (loss) per share	\$	<b>11.16</b>	\$	<b>7.72</b>

(English Translation of Financial Statements Originally Issued in Chinese)

**ACER E-ENABLING SERVICE BUSINESS INC.**

**Statements of Changes in Equity**

**For the years ended December 31, 2022 and 2021**

**(Expressed in Thousands of New Taiwan Dollars)**

	Retained earnings					Other equity				
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings (accumulated deficit)	Total	Unrealized gain (loss) from financial assets measured at fair value through other comprehensive income	Remeasurements of defined benefit plans	Total	Total equity
<b>Balance at January 1, 2021</b>	\$ 364,490	32,033	28,165	-	355,146	383,311	(1,765)	(30,812)	(32,577)	747,257
Net loss for the year	-	-	-	-	283,798	283,798	-	-	-	283,798
Other comprehensive loss for the year	-	-	-	-	-	-	(689)	(19,580)	(20,269)	(20,269)
Total comprehensive loss for the year	-	-	-	-	283,798	283,798	(689)	(19,580)	(20,269)	263,529
Appropriation approved by the stockholders:										
Legal reserve	-	-	20,293	-	(20,923)	-	-	-	-	-
Special reserve appropriated	-	-	-	32,577	(32,577)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(127,572)	(127,572)	-	-	-	(127,572)
<b>Balance at December 31, 2021</b>	364,490	32,033	49,088	32,577	457,872	539,537	(2,454)	(50,392)	(52,846)	883,214
Net loss for the year	-	-	-	-	436,771	436,771	-	-	-	436,771
Other comprehensive loss for the year	-	-	-	-	-	-	(4,424)	19,403	14,979	14,979
Total comprehensive loss for the year	-	-	-	-	436,771	436,771	(4,424)	19,403	14,979	451,750
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	33,719	-	(33,719)	-	-	-	-	-
Special reserve appropriated	-	-	-	20,269	(20,269)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(200,469)	(200,469)	-	-	-	(200,469)
Capital increase by cash	50,000	589,692	-	-	-	-	-	-	-	639,692
Share-based payment transactions	-	6,373	-	-	-	-	-	-	-	6,373
<b>Balance at December 31, 2022</b>	\$ 414,490	628,098	82,807	52,846	640,186	775,839	(6,878)	(30,989)	(37,867)	1,780,560

(English Translation of Financial Statements Originally Issued in Chinese)

**ACER E-ENABLING SERVICE BUSINESS INC.**

**Statements of Cash Flows**

**For the years ended December 31, 2021 and 2020**

**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2022</u>	<u>2021</u>
<b>Cash flows from operating activities:</b>		
Income (loss) before income tax	\$ 547,425	366,196
<b>Adjustments for:</b>		
<b>Adjustments to reconcile profit (loss):</b>		
Depreciation	24,019	23,925
Amortization	7,596	5,348
Expected Credit Loss and Gain	4,056	(5,296)
Interest expense	499	133
Interest income	(6,673)	(1,236)
Cash Dividend	(1,199)	-
Share-based payment transactions	6,373	-
Rent concession benefit	(3,136)	(4,777)
Investment interests recognized using the equity method	(660)	-
Loss on disposal of property, plant and equipment	-	25
Lease modification benefit	(255)	462
<b>Total profit and loss</b>	<u>30,620</u>	<u>18,584</u>
<b>Changes in operating assets and liabilities:</b>		
<b>Net changes in operating assets:</b>		
Decrease (increase) in mandatory financial assets at fair value through profit or loss	191	(191)
Contract assets	(14,750)	1,462
Notes and accounts receivable	(170,409)	(515,906)
Accounts receivables from related parties	12,876	(32,408)
Other receivables from related parties	(2,686)	92,162
Inventories	(128,348)	(82,849)
Prepayments and other current assets	(392)	(618)
<b>Net changes in operating assets</b>	<u>(303,518)</u>	<u>(538,348)</u>
<b>Net changes in operating liabilities:</b>		
Notes and accounts payable	321,520	97,288
Payables to related parties	10,030	52,895
Other payables	(44,639)	132,772
Other payables to related parties	811	6,671
Contract liabilities	122,987	234,624
Other current liabilities	(5,847)	12,569
Net defined benefit liabilities	6,062	21
<b>Net changes in operating liabilities</b>	<u>410,924</u>	<u>536,840</u>
<b>Total changes in operating assets and liabilities</b>	<u>107,406</u>	<u>(1,508)</u>
<b>Total adjustments</b>	<u>138,026</u>	<u>17,076</u>
Cash provided by operations	685,451	383,272
Interest received	5,381	1,236
Interest paid	(499)	(133)
Income taxes paid	(133,372)	(66,125)
<b>Net cash from operating activities</b>	<u>556,961</u>	<u>318,250</u>

(Continued)

(English Translation of Financial Statements Originally Issued in Chinese)

**ACER E-ENABLING SERVICE BUSINESS INC.**

**Consolidated Statements of Cash Flows (Continued)**

**For the years ended December 31, 2022 and 2021**

**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2022</u>	<u>2021</u>
<b>Cash flows from investing activities:</b>		
Purchase of financial assets at fair value through other comprehensive income	-	(1,800)
Investments accounted for using the equity method	(10,125)	-
Additions to property, plant and equipment	(211)	(2,257)
Additions to intangible assets	(5,388)	(5,142)
Decrease(increase)in refundable deposits	15,684	(36,041)
Increase in other financial assets	(200,000)	-
Cash Dividend	1,199	-
<b>Net cash flows used in investing activities</b>	<u>(198,841)</u>	<u>(45,240)</u>
<b>Cash flows from financing activities:</b>		
Payment of lease liabilities	(18,452)	(16,537)
Guarantee Deposit	44	353
Cash dividends paid	(200,469)	(127,572)
Capital increase by cash	639,692	-
<b>Net cash flows from (used in) financing activities</b>	<u>420,815</u>	<u>(143,756)</u>
<b>Net decrease in cash and cash equivalents</b>	778,935	129,254
<b>Cash and cash equivalents at beginning of period</b>	<u>1,620,323</u>	<u>1,491,069</u>
<b>Cash and cash equivalents at end of period</b>	<u><b>\$ 2,399,258</b></u>	<u><b>1,620,323</b></u>



## Attachment 5

### Acer E-Enabling Service Business Inc. 2022 Statement of Profit & Loss Appropriation

	Unit: NT\$
Beginning Balance of Un-appropriated Retained Earnings	203,414,825
Plus:2022 Net Income after Tax	436,771,609
Reversal of special surplus reserves	14,978,283
Deduct: Legal Reserve	<u>(43,677,161)</u>
Accumulative earnings available for appropriation	<u>611,487,556</u>
Appropriation Items:	
Cash dividends to shareholders	<u>(310,867,500)</u>
Ending Balance of Un-appropriated Retained Earnings	<u><u>300,620,056</u></u>

Chairman of Board:

Jason Chen

Corporate Officer:

Sandy Chou

Accounting Officer:

Kevin Cheng

## Attachment 6

### Acer E-Enabling Service Business Inc. Concurrent Positions of Director and Independent Director Candidates

Type	Name	All Current Position (Note)
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Jason Chen	1. Director, FocalTech Systems Co., Ltd. 2. Independent Director, Powerchip Semiconductor Manufacturing Corp 3. Chairman, Mu-Jin Investment Co., Ltd (*) 4. Chairman, Mu-Shi Investment Co., Ltd. (*) 5. Director, Supervisor or Manger, Acer Group
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Maverick Shih	1. Director, Kiwi Technology Inc. 2. Chairman, SATORO TAIWAN INC. (*) 3. Chairman, MAVs LAB. Inc. (*) 4. Director, Allxon Inc. (*) 5. Director, Rongxin Management Consultants Co., Ltd. (*) 6. Director, Supervisor or Manger, Acer Group
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Meggy Chen	1. Corp. CFO, Acer Inc. 2. Director, Supervisor or Manger, Acer Group
Independent Director	H.T. Chou	None
Independent Director	M.C. Tzeng	None
Independent Director	David Yeh	None
Independent Director	Michael Wang	None

Note: The mark of (\*) refers to Non-Publicly Traded Company

## Appendix 1

### Acer E-Enabling Service Business Inc.

#### Articles of Incorporation

##### CHAPTER I – GENERAL PROVISIONS

- Article 1 The Company shall be incorporated in accordance with the Company Law, and its name shall be 宏碁資訊服務股份有限公司 in the Chinese language, and Acer E-Enabling Service Business Inc. in the English language.
- Article 2 The scope of business of the Company shall include the following:
- (1) F113050 Wholesale of Computing and Business Machinery Equipment;
  - (2) F118010 Wholesale of Computer Software;
  - (3) F218010 Retail Sale of Computer Software
  - (4) F401010 International Trade;
  - (5) I199990 Other Consulting Service
  - (6) I301010 Information Software Services
  - (7) I301020 Data Processing Services
  - (8) I301030 Electronic Information Supply Services
  - (9) IZ09010 Management System Certification
  - (10) J399010 Software Publishing
  - (11) F119010 Wholesale of Electronic Materials
  - (12) F219010 Retail Sale of Electronic Materials
  - (13) F213030 Retail Sale of Computers and Clerical Machinery Equipment
  - (14) ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
  - (15) F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
  - (16) F108031 Wholesale of Medical Devices
  - (17) F208031 Retail Sale of Medical Apparatus
- Article 3 The Company may, for its business operations or other investment matters, make endorsements or issue guarantees.
- Article 4 The total amount of investment made by the Company shall be exempt from the

restriction under Article 13 of the Company Law.

Article 5 The headquarters of the Company shall be located in Taipei City, Taiwan, R.O.C. If the Company considers it necessary, it may, by a resolution adopted at a meeting by the board of directors, set up branch offices in Taiwan or abroad.

Article 6 Public announcements of the Company shall be made in accordance with the Company Law and other relevant rules and regulations of the R.O.C.

## **CHAPTER II – CAPITAL STOCK**

Article 7 The total amount of this Company capital stock is NT\$ six hundred (600) million divided into sixty (60) million shares at par value of NT\$10 per share, within which the board of directors is authorized to issue shares in installments.

NT sixty (60) million of the aforesaid total capital stock, divided into six (6) million shares, is reserved and authorized to the Board of Directors to issue for exercising employee stock options.

In case the Company issues employee stock options, transfer treasury stock to employees, issues new shares reserved for subscription by employees, and issues restricted stock for employees, the employees of subsidiaries of the Company may be included. Qualification requirements of the employees who are entitled to receive it may be set and specified by the Board of Director.

Article 8 After approval for registration, the share certificates of the Company shall be issued in registered form, signed by, and affixed with the seals of, the represented directors of the Company, and authenticated by the competent registrar.

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

Article 9 All matters concerning shares shall be handled in accordance with the regulations of the competent authority except as otherwise provided by law.

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

Article 9 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 months after the close of each fiscal year. Special meetings shall be convened, whenever deemed necessary in accordance with the law. A notice to convene a meeting of shareholders and the notice may, as an alternative, be given by means of electronic transmission, after obtaining the consent from the shareholders. For the shareholders who own less the one thousand (1,000) shares of the Company, such notice may be given by a public notice.

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 convening and noticing of the shareholders' meeting of the Company shall be executed in accordance with the Article 172 of the Company Law.

Article 11 Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form, which shall specify the scope of proxy and be signed and sealed by the shareholder, in accordance with relevant rules and regulations of the R.O.C.

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

After the Company becomes an OTC/listed company, it shall provide electronic voting mechanism as one of the options for shareholders to exercise their voting rights in accordance with relevant rules and regulations of the R.O.C.

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

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

Article 14 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, in accordance with Article 192-1 of the Company Law. The term of office for directors and supervisors 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 may buy the Responsibility Insurance for the Directors who have to be responsible for the damages caused by their duties.

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

The Company shall establish Audit Committee. The Audit Committee and its

member shall practice the liabilities of the supervisors specified in the Company Law, the Security and Exchange Act, and relevant rules and regulations of the R.O.C.

Article 15 The Board of Directors shall consist of directors of the company, and the chairman of the Board of Directors shall be elected by a majority of directors in attendance at a meeting attended by over two-thirds of the Board of Directors. The chairman of the Board of Directors shall represent this Company in external matters. The Board of Directors shall place any kinds of committee includes and so on.

Unless otherwise specified in the Company Law, meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. For convening a meeting of the Board of Directors, a notice shall set forth therein the subject(s) to be discussed at the meeting, such notice shall be given to each director no later than seven (7) days prior to the scheduled meeting date. The notice of the convening a meeting of the Board of Directors may be delivered by means of written letter, electronic mail, or facsimile transmission to each director.

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

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

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

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

Article 18 For the purpose of the operations of the Company, the Board of Directors may establish functional committee. The establishment and the duties of any relevant committee shall apply to the relevant rules and regulations of the authorities.

Article 19 The Board of Directors is authorized to determine the compensation recommended by the Remuneration Committee for the directors, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas, no matter whether the Company has profit or suffered loss.

## **CHAPTER V – MANAGERS**

Article 20 The Company may have one president and several vice presidents. The Appointment, removal, and compensation of the president and vice presidents

shall be made in accordance with Article 29 of the Company Law.

## **CHPATER VI – ACCOUNTING**

Article 21 At the end of each business fiscal year, the following reports shall be prepared by the board of directors, and shall be submitted to the shareholders' meeting for approval:

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

Article 22 Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least two percent (2%) of the profit shall be distributed as employees' compensation, and not greater than eight percent (8%) of the profit shall be distributed as remuneration of the directors.

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

Article 23 Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous year, this Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total paid-in capital. Thereafter, 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, after an amount is reserved for operation needs, shall be allocated to shareholders as bonuses.

Article 24 The dividend policy of the Company depends on the current and future development plan, investment environments, concerning the interest of shareholders, etc.: therefore, share or cash dividends of the Company shall be distributed at least ten percent (10%) of yearly dividends. For the purpose of having a balance and steady dividend policy, the cash dividends shall not less than ten percent (10%) o the total dividend amount when distributing the dividend to the shareholders, except as otherwise the dividend is decided not to distribute with a consent adopted by the meeting of the Board of Directors and also approved by the shareholders' meeting. Provided the Company has no earning of the fiscal year, the Company shall not distribute share or cash dividends; however, in consideration of the financial, business and operational situations of the Company, the Company may distribute partial or all the legal reserve and the capital reserve in accordance with the regulations or rules of the relevant authorities.

## **CHAPTER VII – SUPPLEMENTARY PROVISIONS**

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

Article 23 These Articles of Incorporation were approved on February 8, 2012

The first amendment was approved on October 6, 2014

The second amendment was approved on November 6, 2015

The third amendment was approved on June 5, 2017

The fourth amendment was approved on March 5, 2019

The fifth Amendment was approved on November 6, 2019

The sixth amendment was approved on May 26, 2020

The seventh amendment was approved on December 4, 2020

The eighth amendment was approved on June 14, 2022



## **Appendix 2**

### **Acer E-Enabling Service Business Inc.**

#### **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 way of 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, after second such postponement, 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, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed as described under the second paragraph, shareholders who have registered to participate in the affected shareholders meeting online and accomplished the process of registration without participating such postponed or resumed meetings, the attendance and votes, the rights of voting and election, shall be adopted in such postponed or resumed meetings.

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.

For a meeting to be resumed as described in the preceding paragraph, shareholders attending the virtual shareholders meeting online, the attending of shares shall be adopted in the amount of the total attendance of shares in such meeting; however, shall be deemed to waive the voting rights of all items.

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 by the Extraordinary Shareholders' Meeting held on November 6, 2019.

First Amendment was approved by the General Shareholders' Meeting held on June 14, 2022.

## Appendix 3

### **Acer E-Enabling Service Business Inc. Regulations Governing Election of Directors**

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

3. Is not filled out by voter and is blank;
4. Contains a candidate's name and or number given by the Board of Directors that is inconsistent after verification.
5. Contains any words other than the candidate's name or number given by the Board of Directors;
6. Contains any alteration to the candidate's name or number given by the Board of Directors;
7. Contains words or marks which are illegible or unrecognizable; or
8. Contains a candidate's name that is the same with other shareholder, but fails to contain the candidate's number given by the Board of Directors that is inconsistent after verification.

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

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

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

Article 11 These regulations were enacted on November 6, 2019  
The first amendment was made on December 4, 2020



## **Appendix 4**

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

The Company did not issue free allotment shares this year, so it is not applicable.

## Appendix 5

### Acer E-Enabling Service Business Inc. Shareholdings of All Directors as of April 11, 2023

Title	Name	Number of Shares
Chairman	ACER BEINGWARE HOLDING INC. Legal Representative: Jason Chen	26,304,000
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Maverick Shih	26,304,000
Director	ACER BEINGWARE HOLDING INC. Legal Representative: Meggy Chen	26,304,000
Independent Director	H.T. Chou	0
Independent Director	Kevin Hou	0
Independent Director	M.C. Tzeng	0
Independent Director	David Yeh	0
Total		26,304,000 (Note )

Note: (1) The current number of issued shares in the Company as of April 11, 2023: 41,449,000 common shares.

(2) Given that the independent directors of the Company exceed one-half of the total director seats and an audit committee has been established legally, the provisions on the minimum percentage requirements for the shareholding respectively of all directors and supervisors shall not apply.