Apacer Technology Inc.

Minutes of 2025 Annual Shareholders' Meeting

Time: 9:00 a.m., Thursday, May 22, 2025

Location: 1F, No. 32, Zhongcheng Rd., Tucheng Dist., New Taipei City (first floor of the Company)

Present: The number of shares represented by the shareholders present at the meeting was 94,205,646 (60,520,961 shares were represented by shareholders who exercised their rights through electronic means), which was 73.18% of the 128,729,266 outstanding shares. The shares represented by the shareholders exceeded the quorum. Five directors, namely Austin Chen (Chairman and CSO), Chang Chia-Kun (Director and CEO), Chen Ming-Ta (Director and President), George Huang (Director), Max Wu (Independent director), attended the shareholders' meeting.

Attendance: CPA Jason Yin of KPMG Taiwan

Chairperson: Chairman Austin Chen　　Minutes taker: Lai Zi-Wen

I. Reports

(I) 2024 Business Report of the Company (See Attachment I)

(II) 2024 Audit Committee's Review Report of the Company (See Attachment II)

(III) 2024 Earnings Distribution Report of the Company (See the Meeting Handbook)

(IV) Report on Distribution of Cash from Capital Reserve of the Company (See the Meeting Handbook)

(V) 2024 Employee and Director Remuneration Allocation Report of the Company (See the Meeting Handbook)

II. Proposals and Discussion

Proposal 1

Proposal: To ratify the Company's 2024 business report and financial statements. (Submitted by the Board of Directors)

Description:

(I) The Company's 2024 business report and financial statements (including individual and consolidated balance sheets, comprehensive income statements, equity statements and cash flow statements) have been audited jointly by Jason Yin and Steven Shih, certified public accountants (CPAs) of KPMG Taiwan.

(II) The 2024 business report, above-mentioned financial statements and earnings distribution table have been reviewed by the Audit Committee and approved by the board of directors. Please refer to Attachment I, Attachment III and Attachment IV, pages16-18, pages 20-37 and page 38.

(III) This proposal is submitted for ratification.

Resolution: The number of voting rights of shareholders present when voting on this proposal was 94,205,646 (including the number of voting rights exercised by electronic voting: 60,520,961 rights), the voting result is as follows:

Number of voting rights	Percentage of the total rights represented by the shareholders present (%)
93,127,665 (including 59,453,655 exercised by electronic voting) for the proposal	98.85%
18,035 (including 18,035 exercised by electronic voting) against the proposal	0.02%
1,059,946 abstaining/non-voting (including 1,049,271 exercised by electronic voting)	1.13%

The proposal was adopted without revision after voting.

Proposal 2

Proposal: To amend the "Articles of Incorporation". (Submitted by the Board of Directors)

Description:

(I) According to Article 14, Paragraph 6 of the Securities and Exchange Act, the Company's Comparison Table of Clauses Before and After Amendment of the

"Articles of Incorporation" and the Post-Amendment Regulations have been amended. Please refer to Attachment V, pages 39-45 of this Handbook.

(II) This proposal is submitted for discussion.

Resolution: The number of voting rights of shareholders present when voting on this proposal was 94,205,646 (including the number of voting rights exercised by electronic voting: 60,520,961 rights), the voting result is as follows:

Number of voting rights	**Percentage of the total rights represented by the shareholders present (%)**
93,222,783 (including 59,548,773 exercised by electronic voting) for the proposal	98.95%
25,511 (including 25,511 exercised by electronic voting) against the proposal	0.03%
957,352 abstaining/non-voting (including 946,677 exercised by electronic voting)	1.02%

The proposal was adopted without revision after voting.

Proposal 3

Proposal: To discuss the proposal to issue restricted stock award shares for employees in 2025. (Submitted by the Board of Directors)

Description:

In order to reward employees with excellent performance and retain key talents, and link their rewards to shareholders' interest and ESG (Environmental, Social and Governance) outcomes, the Company plans to issue restricted stock award shares for employees in accordance with relevant laws and regulations. The main points of the issuance are as follows:

(I) Issue amount

TWD 14,850,000 at a par value of TWD 10 per share, with a total of 1,485,000 common shares.

(II) Period of issuance

The shares may, depending on the actual needs, be issued on a one-time basis or in series within one year upon notice from the competent authority indicating that registration has become effective. The actual date of issuance of the new shares will be set by the Chairman as authorized by the Board of Directors.

(III) Employee eligibility and number of distributable shares

1. Eligible employees under this reward plan shall be all full-time employee of the Company and any subsidiaries providing services who is on the job on the date he/she is granted restricted stock award shares.
2. The actual amount of distributable restricted stock award shares received will be based on the standards of seniority, job level, job performance, overall contribution, and other reference factors needed for management. The standards will take into account the operational needs and business development strategy of the Company, and will be subject to approval by the Chairman and reported to the Board of Directors for consent. Any employee who is a director or holds a managerial position shall be subject to approval by the Remuneration Committee in advance; other employees shall be subject to approval by the Audit Committee and reported to the Board of Directors for approval prior to issuance.
3. Where the Company issues employee stock warrants under Article 56-1, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the cumulative number of shares subscribable by a single warrant holder of the restricted stock award shares for employees shall, in total, not exceed 0.3 percent of the Company's total issued shares. And the above in combination with the cumulative number of shares subscribable by the single warrant holder of employee stock warrants issued by the Company according to Article 56, Paragraph 1 thereunder shall not exceed 1 percent of the issuer's total issued shares. However, with special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted employee shares obtained by a single employee may be exempted from the above-mentioned restriction.

(IV) Conditions for issuance:

1. Issue price: Issuance as bonus
2. Type(s) of shares issued: New common shares
3. Vesting conditions:

   After being allocated restricted stock award shares, employees must meet the following conditions to become vested:

   (1) Still employed and providing labor services at the expiration date of each vested period

   (2) No violation of any contract signed with the Company or the Company's work rules during the vested period.

(3) Achieve the company performance indicators and employee performance indicators set by the Company, with the ESG results as the positive and negative adjustment criteria; meeting the requirements of service years is required. For more information about the indicators, refer to the applicable Rules Governing the Issuance of Restricted Stock Award Shares for Employees.

4. If an employee fails to meet the vesting conditions, the Company will recover his/her shares without considerations and cancel these shares. In case of exceptions, the Company will act in accordance with the applicable Rules Governing the Issuance of Restricted Stock Award Shares for Employees.

(V) Expensable amounts, their dilution of the Company's EPS and other matters concerning the interest of shareholders:

The RSA issued are calculated by the maximum of 1,485,000 shares, and the closing price of TWD 49.00 on February 11, 2025 is used as the fair value on the payment date of March 2026:

1. Expensable amount:

Based on the closing price of TWD 49.00 for the Company's common shares on February 11, 2025, the distributable amounts allocated annually are estimated to be TWD 45,478,000, TWD 24,255,000 and TWD 3,032,000 for 2026, 2027 and 2028 respectively, totaling TWD 72,765,000.

2. Dilution of EPS and other matters concerning the interest of shareholders:

Based on the 128,729,266 outstanding shares of the Company on February 11, 2025, the impacts on EPS are estimated to be TWD 0.28, TWD 0.15 and TWD 0.02 for 2026, 2027 and 2028 respectively. The possible dilution of the Company's earnings per share is limited, so there is no significant impact on shareholders' equity.

(VI) The restricted stock award shares issued by the Company may be placed under custodial trust.

(VII) The details regarding implementation will be subject to the "Rules Governing the Issuance of Restricted Stock Award Shares for Employees in 2025" of the Company. See Attachment VI, pages 46-51.

(VIII) If the applicable Rules Governing the Issuance of Restricted Stock Award Shares for Employees and their conditions need to be revised in the future due to the review requirements of the competent authorities, the Chairman is authorized to perform the revision, and this shall then be reported to the Board of Directors for ratification before the issuance.

(IX) This proposal is submitted for discussion

Resolution: The number of voting rights of shareholders present when voting on this proposal was 94,205,646 (including the number of voting rights exercised by electronic voting: 60,520,961 rights), the voting result is as follows:

Number of voting rights	**Percentage of the total rights represented by the shareholders present (%)**
92,764,161 (including 59,090,151 exercised by electronic voting) for the proposal	98.47%
38,311 (including 38,311 exercised by electronic voting) against the proposal	0.04%
1,403,174 abstaining/non-voting (including 1,392,499 exercised by electronic voting)	1.49%

The proposal was adopted without revision after voting.

III. Extempore Motions

Shareholder Account No. 1299 made a statement:

Mr. Morris Chang once said, ceasing innovation leads to death. I believe that top management should have a profound understanding of this. However, as a listed company, we must deliver achievements and fulfill our social responsibilities.

Chairman: Thanks to all shareholders for your encouragement. The Company has maintained its core values since its inception. We trust in and innovate for our brand, which boils down to two principles: delivering on promises and striving for excellence. We hope that our upstream and downstream customers and vendors will join us in this commitment. This is the innovation we emphasize and the fundamental value we uphold. The new General Manager is active in planning the layout of our global operations in various regions. We anticipate significant breakthroughs in the near future. We also look forward to sustainable operations and continuous creation of value, and sharing benefits with all our stakeholders.

IV. Adjournment (time: 9:31 a.m.)

(The minutes of the Annual Shareholders' Meeting only contain the main points of the meeting. More detailed content is included in the video and audio recordings of the meeting.)

Attachment I

Apacer Technology Inc.
2024 Business Report

Dear Shareholders:

Looking back to 2024, the global economy was facing many challenges during the recovery process, and political factors had a significant impact on the economic situation. In view of the global market, inflation and geopolitical conflicts continued to undermine the supply chain and increased the cost of business operation. The political turmoil in some countries, the U.S. Fed's interest rate cuts and the U.S. dollar's volatility have all made the global trade market extremely volatile, which in turn affected the recovery of individual markets or product demands, and forced enterprises to reduce procurement scale or defer their needs. Therefore, although the market for memory products has boomed in the second half of the year, customers' reducing needs in the industrial control field resulted in falling profits for the whole year.

The 2024 operating revenue of the Group was TWD 7.84 billion; the gross operating profit of the Group was TWD 1.30 billion; the consolidated net profit after tax was TWD 290 million and the earnings per share after tax was TWD 2.18. The following is an outline of the operating performance as well as operation and research results in FY 2024 and the operational plan for FY 2024:

I. Consolidated operating performance in 2024:

Unit: TWD 1,000

Item	2024	2023	Gain (Loss)
Group's operating revenue	7,837,159	7,631,446	205,713
Group's gross operating profit	1,301,205	1,778,642	(477,437)
Group's net operating profit	306,911	710,534	(403,623)
Group's net non-operating revenue	42,101	37,855	4,246
Group's net profit after tax	291,950	604,712	(312,762)
Attributable to owners of the parent company	278,956	553,046	(274,090)
Attributable to non-controlling interests	12,994	51,666	(38,672)
Earnings per share after tax (TWD)	2.18	4.51	(2.33)

II. 2024 operation and research results:
The recognitions for the Company's operation and brand are summarized as follows:

1. The Company was recognized by the 10th Corporate Governance Appraisal and ranks in the top 5% of companies with a market value between NT$5 billion and NT$10 billion.
2. Apacer's technology products have won the EE Awards Asia Product Award for three consecutive years.
3. The Company was shortlisted for the Best Global Brands of Taiwan.
4. Again, we won the "Golden Award" under the "Corporate Sustainability Report of TCSA" category for seven consecutive years.
5. The Company was awarded the CommonWealth Talent Sustainability Award.

In terms of research and development, we were constantly dedicated to developing product solutions and technologies that meet market needs. As of the end of 2024, Apacer has received or filed a total of 235 patents and applications in Taiwan and other countries. For the security of the embedded system, the Company developed the Write Once Read Many (WORM) technology; launched dedicated CAMM2 and DDR5 UDIMMs and SODIMMs designed for AI PCs; continued to refine technologies such as CoreRescue and CoreSnapshot Series which are designed for data protection; and, in consideration of various applications, launched a variety of products that meet military vibration and impact certification standards. In addition, the overall performance of the smart IoT solutions was excellent, covering diverse solutions such as ESG energy/environmental monitoring management, active smart disaster prevention system and smart mobility testing equipment. Many customers recognized the one-stop service of the automatic inspection from software development, mechanism design and assembly to production line integration.

In 2024, we continued to participate in local community's care activities and subscribe for the coffee produced by coffee farmers in the friendly environment of Gukeng. In order to contribute to the preservation of traditional culture, we have sponsored photographers to capture and record the beauty of traditional art for many years. In addition to participating in the activities of the OneSong Orchestra to promote Taiwanese classical music, we raised funds for improvement of medical care in remote areas in response to the invitation of the| South-Link Medical Foundation.

III. 2025 business plan:

(I) Operational strategy

Uphold the "Access the best" brand spirit and continue to promote the four major operational thrusts: **focus on key areas, deployment of future technologies, executing digital transformation, and formation of alliances with strategic partners** to develop the brand’s sustainable competitiveness. Realize the vision of becoming a leader in the integration of technology-based information services with digital storage at the core.

(II) Development strategies

The focus of the Company's annual development strategy is "refining industrial control" and "expanding opportunities for sales channels." The main focus of the industrial control products is applications in the fields of IoT, server, network communication, and national defense solidification. The focus in the consumer product field is enhancement and expansion of specific regional consumer channels to increase the market share. In addition, we will continue to work with strategic partners to deploy high value-added products and applications and maintain and deepen cooperation connections.

(III) Core policies on production and sale

We make use of our competitive advantages in the comprehensive supply chain management and high-efficiency digitalized operations to ensure that we will satisfy the needs of customers for a stable supply in spite of market fluctuation, and keep flexible in the adjustment of our production resources.

In terms of sales, we will develop key applications and customers with customized products and value-added technologies, actively increase the number of European and American consumer channels with high-end storage products while optimizing the marketing benefits of the Group by increasing the exposure on social media and implementing comprehensive marketing data management with the hope of creating synergistic benefits and achieve our annual goals through the triple strategy of products, business and marketing.

Looking ahead to 2025, the overall market and the political and economic situation are full of uncertainties. We will implement the annual business plan based on the brand's core value of “good partnership” under “Act on What We Say, Persist in Better Results, Develop Together with Partners” to improve the operating performance and pursue the ESG goals continuously. We hope to share our results with all stakeholders, including shareholders and strategic partners, and strive for excellence together.

Chairman

General manager

Accounting Manager

Attachment II

Audit Committee's Review Report

The Board of Directors drafted the business report, financial statements and proposal on profit distribution for FY 2024. An audit report for the financial statements was prepared jointly by Jason Yin and Steven Shih, certified public accountants (CPAs) of KPMG Taiwan. The review of the business report, financial statements and proposal on profit distribution above did not find any inconsistencies. The review report is thus presented for further examination pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To
2025 Shareholders' Meeting of Apacer Technology Inc.

Audit Committee Convener: Max Wu [Signature]

February 20, 2025

Independent Auditors' Report

To the Board of Directors of Apacer Technology Inc.:

Opinion

We have audited the consolidated financial statements of Apacer Technology Inc. and its subsidiaries (the "Group"), 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 the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IAS"), interpretations developed by the International Financial Reporting Interpretations commitee ("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 the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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 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 Group' consolidated financial statements for the year ended December 31, 2024 are stated as follows:

1. Valuation of inventories

   Please refer to notes 4(h), 5(a) and 6(e) for the accounting policy on inventories, "Critical accounting judgments and key sources of estimation uncertainty" for estimation uncertainty of inventory valuation, and "Inventories" for the related disclosures, respectively, of the notes to consolidated financial statements.

   Description of key audit matter:

   The Group's inventories are measured at the lower of cost and net realizable value. Management is required to make judgments and estimates in determining the net realizable value of inventories on the reporting date. The market prices of the Group's main raw materials, constituting the majority amount of product cost, fluctuate rapidly and the life cycle of certain products of the Group are short, which could possibly result in a price decline and obsolescence of inventories, wherein the inventories cost may exceed its net realizable value, as the Group fails to timely respond to market changes. Therefore, the valuation of inventories 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, our principal audit procedures included obtaining and understanding the Group's accounting policy of valuation of inventories, performing a retrospective test to evaluate the reasonableness of the accounting policy of valuation of inventories; as well as performing a sample test of the estimated selling price provided by Management to assess the reasonableness of the net realizable value and allowance for inventory valuation loss.

2. Assessment of impairment of goodwill

   Please refer to notes 4(m), 5(b) and 6(j) for the accounting policy on impairment of non-financial assets, "Critical accounting judgments and key sources of estimation uncertainty" for estimation uncertainty of impairment of goodwill, and "Impairment test on Goodwill" for the related disclosures, respectively, of the notes to consolidated financial statements.

   Description of key audit matter:

   Goodwill arising from business combination is subject to impairment test annually or at the time there are indications that goodwill may have been impaired. The assessment of the recoverable amount of the cash-generating unit of goodwill involves management's judgment and estimation. Accordingly, the assessment of impairment of goodwill has been identified as one of the key audit matters.

   How the matter was addressed in our audit:

   In relation to the key audit matter above, our principal audit procedures included obtaining the assessment of goodwill impairment provided by the management; assessing the appropriateness of the estimation base and key assumptions, including the discount rate, expected sales growth rate and future cash flow projections, used by the management in measuring the recoverable amount; performing a sensitivity analysis of key assumptions and results; and assessing the adequacy of the Group's disclosures with respect to the related information.

Other Matter

Apacer Technology Inc. has 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, SIC endorsed an issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's 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 exercised professional judgment and professional skepticism throughout the audit. We also:

1. Identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtained 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. Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

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

4. Concluded 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 auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

We communicated 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 identified during our audit.

We also provided 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 determined those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We described these matters in our auditor' s report unless law or regulation precludes publc disclosure about the matter or when, in extremely rare circumstances, we determined 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 Yuan-Sheng Yin and Wei-Ming Shih.

KPMG

Taipei, Taiwan (Republic of China)
February 20, 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' audit 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' audit report and consolidated financial statements, the Chinese version shall prevail.

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

APACER TECHNOLOGY INC. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

		December 31, 2024		December 31, 2023	
	Assets	**Amount**	**%**	**Amount**	**%**
	Current assets:				
1100	Cash and cash equivalents (note 6(a))	$ 1,072,751	17	1,061,474	17
1110	Financial assets at fair value through profit or loss－current (note 6(b))	80,596	1	593	-
1170	Notes and accounts receivable, net (notes 6(d) and (t))	686,007	11	775,483	12
1180	Accounts receivable from related parties (notes 6(d), (t) and 7)	173,912	3	558	-
1310	Inventories (note 6(e))	1,327,828	22	1,490,481	23
1476	Other financial assets－current (note 6(a))	1,404,331	23	1,567,650	25
1479	Other current assets	74,178	1	97,937	1
	Total current assets	4,819,603	78	4,994,176	78
	Non-current assets:				
1517	Financial assets at fair value through other comprehensive income－non-current (note 6(c))	37,817	-	35,171	1
1550	Investments accounted for using equity method (note 6(f))	990	-	1,351	-
1600	Property, plant and equipment (notes 6(h) and 8)	904,937	14	915,689	14
1755	Right-of-use assets (note 6(i))	40,719	1	41,516	1
1780	Intangible assets (note 6(j))	205,134	3	225,324	4
1840	Deferred income tax assets (note 6(p))	161,359	3	149,142	2
1980	Other financial assets－non-current	41,866	1	6,948	-
1990	Other non-current assets	-	-	2,195	-
	Total non-current assets	1,392,822	22	1,377,336	22
	Total assets	**$ 6,212,425**	**100**	**6,371,512**	**100**

		December 31, 2024		December 31, 2023	
	Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
	Current liabilities:				
2100	Short-term borrowings (note 6(k))	$ 288,508	5	61,410	1
2120	Financial liabilities at fair value through profit or loss－current (note 6(b))	727	-	70	-
2130	Contract liabilities－current (note 6(t))	47,929	1	41,034	1
2170	Notes and accounts payable	780,857	13	747,199	12
2180	Accounts payable to related parties (note 7)	-	-	395,757	6
2200	Other payables (notes 6(u) and 7)	309,044	5	427,860	7
2230	Current income tax liabilities	18,354	-	85,625	2
2250	Provisions－current (note 6(n))	7,732	-	9,494	-
2280	Lease liabilities－current (note 6(m))	19,314	-	19,688	-
2300	Other current liabilities	32,466	-	29,815	-
2322	Current portion of long-term debt (notes 6(l) and 8)	1,235	-	1,228	-
	Total current liabilities	1,506,166	24	1,819,180	29
	Non-current liabilities:				
2540	Long-term debt (notes 6(l) and 8)	21,124	1	22,351	-
2550	Provisions－non-current (notes 6(i) and (n))	500	-	-	-
2570	Deferred income tax liabilities (note 6(l))	18,160	-	21,064	-
2580	Lease liabilities－non-current (note 6(m))	21,753	1	22,597	-
2640	Net defined benefit liabilities (note 6(o))	19,619	-	24,249	1
2645	Guarantee deposits	449	-	-	-
	Total non-current liabilities	81,605	2	90,261	1
	Total liabilities	1,587,771	26	1,909,441	30
	Equity attributable to shareholders of the Company (note 6(q)):				
3100	Common stock	1,287,292	21	1,226,882	19
3200	Capital surplus	1,155,419	18	925,825	15
3300	Retained earnings	2,122,299	34	2,245,138	35
3400	Other equity	(57,043)	(1)	(89,484)	(1)
	Total equity attributable to shareholders of the Company	4,507,967	72	4,308,361	68
36XX	Non-controlling interests (notes 6(g) and (q))	116,687	2	153,710	2
	Total equity	4,624,654	74	4,462,071	70
	Total liabilities and equity	**$ 6,212,425**	**100**	**6,371,512**	**100**

See accompanying notes to the consolidated financial statements.

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

APACER TECHNOLOGY 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)

		2024		2023	
		Amount	%	Amount	%
4000	**Revenue (notes 6(t), 7 and 14)**	$ 7,837,159	100	7,631,446	100
5000	**Cost of revenue (notes 6(e), (h), (i), (j), (m), (n), (o), (r), 7 and 12)**	(6,535,954)	(83)	(5,852,804)	(77)
5900	**Gross profit**	1,301,205	17	1,778,642	23
6000	**Operating expenses (notes 6(d), (h), (i), (j), (m), (n), (o), (r), (u), 7 and 12):**				
6100	Selling expenses	(570,867)	(7)	(616,833)	(8)
6200	Administrative expenses	(240,677)	(3)	(262,906)	(3)
6300	Research and development expenses	(180,702)	(3)	(188,773)	(3)
6450	Reversal of (recognized) expected credit losses	(2,048)	-	404	-
6000	**Total operating expenses**	(994,294)	(13)	(1,068,108)	(14)
6900	**Operating income**	306,911	4	710,534	9
7000	**Non-operating income and loss (notes 6(f), (h), (m) and (v)):**				
7100	Interest income	47,071	-	45,211	1
7020	Other gains and losses, net	10,814	-	6,822	-
7050	Finance costs	(15,423)	-	(13,582)	-
7770	Share of losses of associates	(361)	-	(596)	-
	Total non-operating income and loss	42,101	-	37,855	1
7900	**Income before income tax**	349,012	4	748,389	10
7950	**Less: income tax expenses (note 6(p))**	(57,062)	-	(143,677)	(2)
	Net income	291,950	4	604,712	8
	Other comprehensive income (notes 6(o), (q) and (w)):				
8310	**Items that will not be reclassified subsequently to profit or loss:**				
8311	Remeasurements of defined benefit plans	4,626	-	(4,262)	-
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	2,431	-	1,652	-
8349	Less: income tax related to items that will not be reclassified subsequently to profit or loss	(924)	-	852	-
		6,133	-	(1,758)	-
8360	**Items that may be reclassified subsequently to profit or loss:**				
8361	Exchange differences on translation of foreign operations	30,010	-	(3,747)	-
8399	Less: income tax related to items that may be reclassified subsequently to profit or loss	-	-	-	-
		30,010	-	(3,747)	-
	Other comprehensive income (loss) for the year, net of income tax	36,143	-	(5,505)	-
8500	**Total comprehensive income for the year**	**$ 328,093**	**4**	**599,207**	**8**
8600	**Net income attributable to:**				
8610	Shareholders of the Company	$ 278,956	4	553,046	7
8620	Non-controlling interests	12,994	-	51,666	1
		$ 291,950	**4**	**604,712**	**8**
8700	**Total comprehensive income attributable to:**				
8710	Shareholders of the Company	$ 315,099	4	547,541	7
8720	Non-controlling interests	12,994	-	51,666	1
		$ 328,093	**4**	**599,207**	**8**
	Earnings per share (in New Taiwan Dollar) (note 6(s)):				
9750	Basic earnings per share	**$ 2.18**		**4.51**	
9850	Diluted earnings per share	**$ 2.17**		**4.46**	

See accompanying notes to the consolidated financial statements.

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

APACER TECHNOLOGY 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											
			Retained earnings				Total other equity					
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Total	Exchange differences on translation of foreign operations	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total	Total equity of the Company	Non-controlling interests	Total equity
Balance at January 1, 2023	$ 1,226,882	924,322	458,390	125,783	1,516,200	2,100,373	(39,687)	(47,702)	(87,389)	4,164,188	139,721	4,303,909
Appropriation of earnings:												
Legal reserve	-	-	57,558	-	(57,558)	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(38,392)	38,392	-	-	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(404,871)	(404,871)	-	-	-	(404,871)	-	(404,871)
Changes in equity of associates accounted for using equity method	-	1,503	-	-	-	-	-	-	-	1,503	-	1,503
Distribution of cash dividends by subsidiaries to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(37,677)	(37,677)
Net income in 2023	-	-	-	-	553,046	553,046	-	-	-	553,046	51,666	604,712
Other comprehensive income (loss) in 2023	-	-	-	-	(3,410)	(3,410)	(3,747)	1,652	(2,095)	(5,505)	-	(5,505)
Total comprehensive income (loss) in 2023	-	-	-	-	549,636	549,636	(3,747)	1,652	(2,095)	547,541	51,666	599,207
Balance at December 31, 2023	1,226,882	925,825	515,948	87,391	1,641,799	2,245,138	(43,434)	(46,050)	(89,484)	4,308,361	153,710	4,462,071
Capital increase in cash (note 6(q))	60,410	229,558	-	-	-	-	-	-	-	289,968	-	289,968
Appropriation of earnings:												
Legal reserve	-	-	54,964	-	(54,964)	-	-	-	-	-	-	-
Special reserve	-	-	-	2,093	(2,093)	-	-	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(405,497)	(405,497)	-	-	-	(405,497)	-	(405,497)
Claim for the disgorgement right	-	36	-	-	-	-	-	-	-	36	-	36
Distribution of cash dividends by subsidiaries to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(50,017)	(50,017)
Net income in 2024	-	-	-	-	278,956	278,956	-	-	-	278,956	12,994	291,950
Other comprehensive income in 2024	-	-	-	-	3,702	3,702	30,010	2,431	32,441	36,143	-	36,143
Total comprehensive income in 2024	-	-	-	-	282,658	282,658	30,010	2,431	32,441	315,099	12,994	328,093
Balance at December 31, 2024	**$ 1,287,292**	**1,155,419**	**570,912**	**89,484**	**1,461,903**	**2,122,299**	**(13,424)**	**(43,619)**	**(57,043)**	**4,507,967**	**116,687**	**4,624,654**

See accompanying notes to the consolidated financial statements.

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

APACER TECHNOLOGY INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	2024	2023
Cash flows from operating activities:		
Income before income tax	$ 349,012	748,389
Adjustments:		
Depreciation	59,440	55,928
Amortization	25,942	25,167
Recognized (reversal of) expected credit loss	2,048	(404)
Interest expense	15,423	13,582
Interest income	(47,071)	(45,211)
Share of loss of associates	361	596
Loss (gain) on disposal of property, plant and equipment	865	(711)
Gain on lease modifications	(148)	-
Impairment loss on non-financial assets	-	46
Subtotal	56,860	48,993
Changes in operating assets and liabilities:		
Changes in operating assets:		
Financial assets at fair value through profit or loss	(80,003)	387
Notes and accounts receivable	87,428	(39,180)
Accounts receivable from related parties	(173,354)	(181)
Inventories	162,653	(534,997)
Other current assets	31,840	8,724
Net changes in operating assets	28,564	(565,247)
Changes in operating liabilities:		
Financial liabilities at fair value through profit or loss	657	(942)
Contract liabilities	6,895	(104,933)
Notes and accounts payable	33,658	242,872
Accounts payable to related parties	(395,757)	181,412
Other payables	(119,492)	(24,330)
Provisions	(1,762)	(1,050)
Other current liabilities	2,651	(30,268)
Net defined benefit liabilities	(4)	5
Net changes in operating liabilities	(473,154)	262,766
Total changes in operating assets and liabilities	(444,590)	(302,481)
Total adjustments	(387,730)	(253,488)
Cash provided by (used in) operations	(38,718)	494,901
Interest received	45,010	44,130
Interest paid	(14,743)	(13,676)
Income taxes paid	(146,398)	(143,513)
Net cash provided by (used in) operating activities	(154,849)	381,842

See accompanying notes to the consolidated financial statements.

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

APACER TECHNOLOGY 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)

	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(3,965)	(3,750)
Proceeds from disposal of financial assets at fair value through other comprehensive income	3,750	-
Acquisition of property, plant and equipment	(26,585)	(33,766)
Proceeds from disposal of property, plant and equipment	-	1,019
Acquisition of intangible assets	(3,850)	(3,002)
Decrease (increase) in other financial assets－current	163,319	(187,027)
Increase in other financial assets－non-current	(34,918)	(1,106)
Decrease (increase) in other non-current assets	613	(1,139)
Net cash provided by (used in) investing activities	98,364	(228,771)
Cash flows from financing activities:		
Increase (decrease) in short-term borrowings	227,098	(30,735)
Repayment of long-term debt	(1,220)	(6,545)
Increase (decrease) in guarantee deposits	449	(6,558)
Payment of lease liabilities	(21,356)	(20,956)
Cash dividends distributed to shareholders	(405,497)	(404,871)
Capital increase in cash	289,968	-
Claim for the disgorgement right	36	-
Distribution of cash dividends by subsidiaries to non-controlling interests	(50,017)	(37,677)
Net cash provided by (used in) financing activities	39,461	(507,342)
Effect of foreign exchange rate changes	28,301	(3,631)
Net increase (decrease) in cash and cash equivalents	11,277	(357,902)
Cash and cash equivalents at beginning of year	1,061,474	1,419,376
Cash and cash equivalents at end of year	$ **1,072,751**	**1,061,474**

See accompanying notes to the consolidated financial statements.

Independent Auditors' Report

To the Board of Directors of Apacer Technology Inc.:

Opinion

We have audited the parent-company-only financial statements of Apacer Technology Inc. (the "Company"), 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 financial position of the Company as of December 31, 2024 and 2023, 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.

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 Auditor's Responsibilities for the Audit of the Parent-Company-Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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 parent-company-only financial statements of the current period. These matters were addressed in the context of our audit of 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 Company's parent-company-only financial statements for the year ended December 31, 2024 are stated as follows:

1. Valuation of inventories

   Please refer to notes 4(g), 5(a) and 6(e) for the accounting policy on inventories, "Critical accounting judgments and key sources of estimation uncertainty" for estimation uncertainty of inventory valuation, and "Inventories" for the related disclosures, respectively, of the notes to parent-company-only financial statements.

   Description of key audit matter:

   The Company's inventories are measured at the lower of cost and net realizable value. Management is required to make judgments and estimates in determining the net realizable value of inventories on the reporting date. The market prices of main raw materials of the Company, constituting the majority amount of product cost, fluctuate rapidly and the life cycle of certain products of the Company are short, which could possibly result in a price decline and obsolescence of inventories, wherein the inventories cost may exceed its net realizable value, as the Company fails to timely respond to market changes. Therefore, the valuation of inventories 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, our principal audit procedures included obtaining and understanding the Company's accounting policy of valuation of inventories, performing a retrospective test to evaluate the reasonableness of the accounting policy of valuation of inventories; as well as performing a sample test of the estimated selling price provided by Management to assess the reasonableness of the net realizable value and allowance for inventory valuation loss.

2. Assessment of impairment of goodwill from investments in subsidiaries

   Please refer to notes 4(m), 5(b) and 6(f) for the accounting policy on impairment of non-financial assets, "Critical accounting judgments and key sources of estimation uncertainty" for estimation uncertainty of impairment of goodwill, and "Impairment test on Goodwill" for the related disclosures, respectively, of the notes to parent-company-only financial statements.

   Description of key audit matter:

   Goodwill arising from acquisition of subsidiaries, which are included in the carrying amount of investments accounted for using equity method, is subject to impairment test annually or at the time there are indications that goodwill may have been impaired. The assessment of the recoverable amount of the cash-generating unit of goodwill involves management's judgment and estimation. Accordingly, the assessment of impairment of goodwill has been identified as one of the key audit matters.

   How the matter was addressed in our audit:

   In relation to the key audit matter above, our principal audit procedures included obtaining the assessment of goodwill impairment provided by the management; assessing the appropriateness of the estimation base and key assumptions, including the discount rate, expected sales growth rate and future cash flow projections, used by the management in measuring the recoverable amount; performing a sensitivity analysis of key assumptions and results; and assessing the adequacy of the Company's disclosures with respect to the related information.

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

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

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

Auditor's Responsibilities for the Audit of the Parent-Company-Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent-company-only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report 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. Identified and assessed the risks of material misstatement of the parent-company-only financial statements, whether due to fraud or error, designed and performed 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. Obtained 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. Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Concluded on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluated 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. Obtained sufficient and appropriate audit evidence regarding the financial information of the investees accounted for using 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 remained solely responsible for our audit opinion.

We communicated 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 identified during our audit.

We also provided 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 determined those matters that were of most significance in the audit of the parent-company-only financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We described these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determined 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 Yuan-Sheng Yin and Wei-Ming Shih.

KPMG

Taipei, Taiwan (Republic of China)
February 20, 2025

Notes to Readers

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

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

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

APACER TECHNOLOGY INC.

Parent-Company-Only Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
	Assets	**Amount**	**%**	**Amount**	**%**
	Current assets:				
1100	Cash and cash equivalents (note 6(a))	$ 496,889	8	541,914	9
1110	Financial assets at fair value through profit or loss－current (note 6(b))	80,596	1	593	-
1170	Notes and accounts receivable, net (notes 6(d) and (r))	497,957	8	557,877	9
1180	Accounts receivable from related parties (notes 6(d), (r) and 7)	277,537	5	153,586	3
1310	Inventories (note 6(e))	1,231,444	21	1,362,825	23
1470	Other current assets	58,659	1	85,089	1
1476	Other financial assets－current (note 6(a))	1,280,000	22	1,299,670	22
	Total current assets	3,923,082	66	4,001,554	67
	Non-current assets:				
1517	Financial assets at fair value through other comprehensive income －non-current (note 6(c))	37,611	1	35,034	1
1550	Investments accounted for using equity method (note 6(f))	923,280	16	932,605	15
1600	Property, plant and equipment (note 6(g))	843,551	14	853,020	14
1755	Right-of-use assets (note 6(h))	21,623	-	13,043	-
1780	Intangible assets (note 6(i))	28,384	-	33,705	1
1840	Deferred income tax assets (note 6(n))	143,074	2	132,300	2
1980	Other financial assets－non-current	38,221	1	2,205	-
1990	Other non-current assets	-	-	2,195	-
	Total non-current assets	2,035,744	34	2,004,107	33
	Total assets	**$ 5,958,826**	**100**	**6,005,661**	**100**

		December 31, 2024		December 31, 2023	
	Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
	Current liabilities:				
2100	Short-term borrowings (note 6(j))	$ 288,508	5	61,410	1
2120	Financial liabilities at fair value through profit or loss－current (note 6(b))	727	-	70	-
2130	Contract liabilities－current (note 6(r))	32,469	1	26,858	12
2170	Notes and accounts payable	756,762	13	743,282	6
2180	Accounts payable to related parties (note 7)	8,924	-	352,347	7
2200	Other payables (note 6(s))	273,177	5	385,399	-
2220	Other payables to related parties (note 7)	2,103	-	2,158	1
2230	Current income tax liabilities	11,679	-	54,042	-
2250	Provisions－current (note 6(l))	6,906	-	8,308	-
2280	Lease liabilities－current (note 6(k))	9,361	-	9,259	1
2300	Other current liabilities	27,977	-	25,450	-
	Total current liabilities	1,418,593	24	1,668,583	28
	Non-current liabilities:				
2550	Provisions－non-current (note 6(l))	500	-	-	-
2570	Deferred income tax liabilities (note 6(n))	-	-	307	-
2580	Lease liabilities－non-current (note 6(k))	12,147	-	4,161	-
2640	Net defined benefit liabilities (note 6(m))	19,619	-	24,249	-
	Total non-current liabilities	32,266	-	28,717	-
	Total liabilities	1,450,859	24	1,697,300	28
	Equity (note 6(o)):				
3100	Common stock	1,287,292	22	1,226,882	21
3200	Capital surplus	1,155,419	19	925,825	15
3300	Retained earnings	2,122,299	36	2,245,138	37
3400	Other equity	(57,043)	(1)	(89,484)	(1)
	Total equity	4,507,967	76	4,308,361	72
	Total liabilities and equity	**$ 5,958,826**	**100**	**6,005,661**	**100**

See accompanying notes to parent-company-only financial statements.

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

APACER TECHNOLOGY INC.

Parent-Company-Only 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)

		2024		2023	
		Amount	%	Amount	%
4000	**Revenue (notes 6(r) and 7)**	$ 7,069,010	100	6,627,663	100
5000	**Cost of revenue (notes 6(e), (g), (i), (k), (l), (m), 7 and 12)**	(6,155,535)	(87)	(5,406,242)	(82)
	Gross profit before unrealized gross profit	913,475	13	1,221,421	18
5920	Realized (unrealized) gross profit	2,016	-	(1,175)	-
	Gross profit	915,491	13	1,220,246	18
	Operating expenses (notes 6(d), (g), (h), (i), (k), (m), (s), 7 and 12):				
6100	Selling expenses	(341,829)	(5)	(367,746)	(5)
6200	Administrative expenses	(192,994)	(3)	(219,155)	(3)
6300	Research and development expenses	(155,916)	(2)	(169,477)	(3)
6450	Reversal of (recognized) expected credit losses	(2,048)	-	404	-
6000	**Total operating expenses**	(692,787)	(10)	(755,974)	(11)
	Operating income	222,704	3	464,272	7
	Non-operating income and loss (notes 6(f), (g), (k) and (t)):				
7100	Interest income	27,532	-	27,669	1
7020	Other gains and losses, net	11,137	-	7,026	-
7050	Finance costs	(14,394)	-	(12,343)	-
7070	Share of profits of subsidiaries and associates	67,527	1	155,655	2
	Total non-operating income and loss	91,802	1	178,007	3
	Income before income tax	314,506	4	642,279	10
7950	**Less: Income tax expenses (note 6(n))**	(35,550)	-	(89,233)	(2)
	Net income	278,956	4	553,046	8
	Other comprehensive income (notes 6(m), (n), (o) and (u)):				
8310	**Items that will not be reclassified subsequently to profit or loss:**				
8311	Remeasurements of defined benefit plans	4,626	-	(4,262)	-
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	2,362	-	1,668	-
8330	Share of other comprehensive income (loss) of subsidiaries	69	-	(16)	-
8349	Less: income tax related to items that will not be reclassified subsequently to profit or loss	(924)	-	852	-
		6,133	-	(1,758)	-
8360	**Items that may be reclassified subsequently to profit or loss:**				
8361	Exchange differences on translation of foreign operations	30,010	-	(3,747)	-
8399	Less: income tax related to items that may be reclassified subsequently to profit or loss	-	-	-	-
		30,010	-	(3,747)	-
	Other comprehensive income (loss) for the year, net of income tax	36,143	-	(5,505)	-
	Total comprehensive income for the year	**$ 315,099**	**4**	**547,541**	**8**
	Earnings per share (in New Taiwan Dollar) (note 6(q)):				
9750	Basic earnings per share	**$ 2.18**		**4.51**	
9850	Diluted earnings per share	**$ 2.17**		**4.46**	

See accompanying notes to parent-company-only financial statements.

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

APACER TECHNOLOGY INC.

Parent-Company-Only Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

			Retained earnings				Total other equity			
	Common stock	Capital Surplus	Legal reserve	Special reserve	Unappropriated earnings	Total	Exchange differences on translation of foreign operations	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total	Total equity
Balance at January 1, 2023	$ 1,226,882	924,322	458,390	125,783	1,516,200	2,100,373	(39,687)	(47,702)	(87,389)	4,164,188
Appropriation of earnings:										
Legal reserve	-	-	57,558	-	(57,558)	-	-	-	-	-
Special reserve	-	-	-	(38,392)	38,392	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(404,871)	(404,871)	-	-	-	(404,871)
Changes in equity of associates accounted for using equity method	-	1,503	-	-	-	-	-	-	-	1,503
Net income in 2023	-	-	-	-	553,046	553,046	-	-	-	553,046
Other comprehensive income (loss) in 2023	-	-	-	-	(3,410)	(3,410)	(3,747)	1,652	(2,095)	(5,505)
Total comprehensive income (loss) in 2023	-	-	-	-	549,636	549,636	(3,747)	1,652	(2,095)	547,541
Balance at December 31, 2023	1,226,882	925,825	515,948	87,391	1,641,799	2,245,138	(43,434)	(46,050)	(89,484)	4,308,361
Capital increase in cash (note 6(o))	60,410	229,558	-	-	-	-	-	-	-	289,968
Appropriation of earnings:										
Legal reserve	-	-	54,964	-	(54,964)	-	-	-	-	-
Special reserve	-	-	-	2,093	(2,093)	-	-	-	-	-
Cash dividends distributed to shareholders	-	-	-	-	(405,497)	(405,497)	-	-	-	(405,497)
Claim for the disgorgement right	-	36	-	-	-	-	-	-	-	36
Net income in 2024	-	-	-	-	278,956	278,956	-	-	-	278,956
Other comprehensive income in 2024	-	-	-	-	3,702	3,702	30,010	2,431	32,441	36,143
Total comprehensive income in 2024	-	-	-	-	282,658	282,658	30,010	2,431	32,441	315,099
Balance at December 31, 2024	**$ 1,287,292**	**1,155,419**	**570,912**	**89,484**	**1,461,903**	**2,122,299**	**(13,424)**	**(43,619)**	**(57,043)**	**4,507,967**

See accompanying notes to parent-company-only financial statements.

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

APACER TECHNOLOGY INC.

Parent-Company-Only Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	2024	2023
Cash flows from operating activities:		
Income before income tax	$ 314,506	642,279
Adjustments:		
Depreciation	46,221	43,109
Amortization	10,753	10,047
Recognized (reversal of) expected credit loss	2,048	(404)
Interest expense	14,394	12,343
Interest income	(27,532)	(27,669)
Share of profit of subsidiaries and associates	(67,527)	(155,655)
Loss (gain) on disposal of property, plant and equipment	853	(776)
Gain on lease modifications	(40)	-
Impairment loss on non-financial assets	-	46
Unrealized (realized) gross profit on sales to subsidiaries and associates	(2,016)	1,175
Subtotal	(22,846)	(117,784)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Financial assets at fair value through profit or loss	(80,003)	(593)
Notes and accounts receivable	57,872	(22,039)
Accounts receivable from related parties	(123,951)	27,527
Other receivables	576	-
Inventories	131,381	(648,173)
Other current assets	29,705	1,464
Net changes in operating assets	15,580	(641,814)
Changes in operating liabilities:		
Financial liabilities at fair value through profit or loss	657	(942)
Contract liabilities	5,611	(22,943)
Notes and accounts payable	13,480	-
Notes payable to related parties	(343,423)	-
Notes and accounts payable	-	252,471
Accounts payable to related parties	-	217,544
Other payables	(112,902)	(23,483)
Other payables to related parties	(55)	575
Provisions－current	(1,402)	(1,192)
Other current liabilities	2,527	1,832
Net defined benefit liabilities	(4)	5
Net changes in operating liabilities	(435,511)	423,867
Total changes in operating assets and liabilities	(419,931)	(217,947)
Total adjustments	(442,777)	(335,731)
Cash provided by (used in) operations	(128,271)	306,548
Interest received	25,508	26,580
Dividends received	108,947	82,067
Interest paid	(13,714)	(12,433)
Income taxes paid	(91,745)	(71,655)
Net cash provided by (used in) operating activities	(99,275)	331,107

See accompanying notes to parent-company-only financial statements.

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

APACER TECHNOLOGY INC.

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

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollar)

	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(3,965)	(3,750)
Proceeds from disposal of financial assets at fair value through other comprehensive income	3,750	-
Acquisition of property, plant and equipment	(25,631)	(31,985)
Proceeds from disposal of property, plant and equipment	-	1,000
Acquisition of intangible assets	(3,850)	(2,916)
Decrease (increase) in other financial assets－current	19,670	(101,870)
Increase in other financial assets－non-current	(36,016)	-
Decrease (ibncrease) in other non-current assets	613	(1,139)
Net cash used in investing activities	(45,429)	(140,660)
Cash flows from financing activities:		
Increase (decrease) in short-term borrowings	227,098	(30,735)
Payment of lease liabilities	(11,926)	(10,249)
Cash dividends distributed to shareholders	(405,497)	(404,871)
Capital increase in cash	289,968	-
Claim for the disgorgement right	36	-
Net cash provided by (used in) financing activities	99,679	(445,855)
Net decrease in cash and cash equivalents	(45,025)	(255,408)
Cash and cash equivalents at beginning of year	541,914	797,322
Cash and cash equivalents at end of year	$ **496,889**	**541,914**

See accompanying notes to parent-company-only financial statements.

Attachment IV

Apacer Technology Inc.
Profit Distribution Table for FY 2024

TWD: Dollar

Undistributed profit at start of FY		$ 1,179,245,208
Add: Net profit after tax in FY 2024	$ 278,956,218	
Remeasurement of defined benefit plans recognized as retained earnings	3,700,800	
The sum of the net income after tax and items other than the net income for the current period included in the amount of the undistributed earnings for the current year		282,657,018
Less: 10% of earnings set aside as legal reserve		(28,265,702)
Add: Reserved special earnings reserve		32,440,745
Distributable profits		1,466,077,269
Items of distribution:		
Cash dividend for shareholders		(251,022,069)
Undistributed profits at end of FY		$ 1,215,055,200

Chairman:
Austin Chen

Manager:
Chang Chia-Kun

Accounting Supervisor:
Huang Yi-Cheng

Attachment V

Apacer Technology Inc.

Comparison Table of Clauses Before and After Amendment of the "Articles of Incorporation"

Original Article	Amended Article	Description
Article 20 Where there is profit in any fiscal year, 4% or more of the profit must be appropriated as remuneration for employees. Where the Company has any accumulated loss, the remuneration must be appropriated from the balance after such accumulated loss has been covered. The employees' remuneration referred to in the previous paragraph may be distributed in the form of cash or stock. The employees eligible for the distribution may include the employees of the affiliated companies who meet the requirements specified by the Board of Directors.	Article 20 Where there is profit in any fiscal year, 4% or more of the profit must be appropriated as remuneration for employees. Where the Company has any accumulated loss, the remuneration must be appropriated from the balance after such accumulated loss has been covered. <u>More than 5% of the employee remuneration amount referred to in the preceding paragraph shall be appropriated for the distribution of employees' remuneration for the lowest-level employees.</u> Employees' remuneration may be distributed in the form of cash or stock, and employees eligible for the distribution may include the employees of the affiliated companies who meet the requirements specified by the Board of Directors.	Added according to Article 14, Paragraph 6 of the Securities and Exchange Act,
Article 24: This Articles was established on March 31, 1997. … The twenty-second amendment was made on May 31, 2024.	Article 24: This Articles was established on March 31, 1997. … The twenty-second amendment was made on May 31, 2024. <u>The twenty-third amendment was made on May 22, 2025.</u>	To be effective upon the resolution of the shareholders' meeting

Apacer Technology Inc.

Articles of Incorporation (After Amendment)

Chapter 1 General Provisions

Article 1: The Company is incorporated in accordance with the Company Act under the name of "宇瞻科技股份有限公司" and the English name of "**APACER TECHNOLOGY INC**".

Article 2: The business of the Company shall include the following areas:

1	CC01120	Manufacture and duplication of data storage media
2	CC01080	Manufacture of electronic parts and components
3	F401010	International trade
4	F118010	Wholesale of computer software
5	F119010	Wholesale of electronic materials
6	F218010	Retail of computer software
7	F219010	Retail of electronic materials
8	I301010	Computer software services
9	I301020	Data processing services
10	I301030	Electronic information supply services
11	CC01101	Manufacture of controlled telecom radio frequency devices
12	F401021	Import of controlled telecom radio frequency devices
13	F113070	Wholesale of telecom devices
14	F213060	Retail of telecom devices
15	CC01030	Manufacture of electric appliances and audiovisual electric products
16	CC01110	Manufacture of computers and peripheries
17	E701040	Installation of simple telecom equipment
18	F113050	Wholesale of computing and business machinery equipment
19	F113110	Wholesale of batteries
20	F213110	Retail of batteries
21	F399040	Retail business without shops
22	I501010	Product design
23	JE01010	Leasing business
24	CE01030	Manufacture of photographic and optical equipment
25	E603040	Fire safety equipment installation engineering
26	E603050	Cybernation equipment engineering
27	E606010	Inspection and maintenance of electricity equipment
28	E801010	Interior decoration and upholstery
29	I101070	Agriculture, forestry, fishing and animal husbandry consulting services
30	I103060	Management consulting services

31	I199990	Other consulting services
32	I301050	Reality technology services
33	JI01010	Interactive scenario experience services
34	ZZ99999	All other business items that are not prohibited or restricted by laws and regulations, except those that are subject to special approval

Article 3: Where the Company is a shareholder of limited liability in another company, the restriction that the total investment shall not exceed 40% of the paid-in capital specified in Article 13 of the Company Act shall not apply to its investment in such companies.

Article 4: The headquarters of the Company is located in New Taipei City, Taiwan, R.O.C. If the Company considers it necessary, it may, with a resolution adopted at a meeting of the Board of Directors, set up branches or offices in Taiwan.

Article 5: Announcement of the Company is subject to the regulations of the securities regulation body.

Chapter II - Shares

Article 6: The total amount of the Company's capital stock is NT$2 billion divided into 200 million shares at a par value of NT$10 per share, and the Board of Directors is authorized to issue these shares at different phases. NT$150 million of the aforesaid total capital stock shall be divided into 15 million shares at a par value of NT$10 per share and reserved for exercising stock options against stock option certificates. The Board of Directors is authorized to issue these shares at different phases upon it resolution.

Article 6-1: The Company may as a listed company at the emerging stock market issue employee stock option certificates at a subscription price less than the market price. Where the Company may, after becoming a listed company at the stock exchange or OTC market, issue employee stock option certificates at a price lower than the closing price of the Company’s common stocks on the issue date, the issue of the certificates must be subject to the approval of more than two-thirds of the voting rights represented at a shareholders’ meeting at which a majority of the total issued capital stocks are present. The Company may, after becoming a listed company at the stock exchange market, transfer shares to employees at a price less than the average of the actual repurchase price of shares, but the transfer must be subject to the approval of more than two-thirds of the voting rights represented at the latest shareholders’ meeting at which a majority of the total issued capital stocks are present.

Article 6-2: When buying back shares for transfer to employees, the Company may include full-time employees of the Company and its subsidiaries who meet certain conditions. (The "subsidiaries" refer to domestic and overseas subsidiaries that directly or indirectly hold more than 50% of the voting shares of the same invested company).

Article 6-3: When issuing new shares or employee restricted stocks, the Company may include buying back shares for transfer to employees, the Company may include full-time employees of the Company and its subsidiaries who meet certain conditions. (The "subsidiaries" refer to domestic and overseas subsidiaries that directly or indirectly hold more than 50% of the voting shares of the same invested company).

Article 7: 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. All the stocks of the Company are registered and must be signed by or affixed with the stamps of at least three directors and numbered. The stocks may be released only after they are authenticated by the competent authority or its designated issue and registration organs. The Company may issue shares without printing physical stocks, but shall register these shares with a securities depository body. The same is applicable to issue of other securities.

Article 7-1: Any plan of the Company to withdraw the public offer of its shares shall be submitted to the shareholders' meeting for approval. This provision shall not be modified or amended during the period in which the Company is listed at the emerging stock, stock exchange or OTC market.

Article 8: All the matters concerning shares shall be handled in accordance with the regulations of the competent authority except as otherwise provided by laws.

Chapter III - Shareholders' Meeting

Article 9: Shareholders' meetings are held in the form of either regular or special meeting. The regular meeting is held once every year, and the Board of Directors shall convene the regular meeting within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the law if necessary.

Article 10: The shareholder who is unable to attend a shareholders' meeting for whatever reasons may appoint a proxy by presenting the letter of attorney provided by the Company and explicitly filling out it with the scope of proxy. Where one person has been appointed to act as a proxy for two or more shareholders, unless such person is a trust business or a stock service agent approved by the competent securities authority, the votes exercised by such person and exceeding three percent (3%) of all the issued capital stock of the Company shall not be counted. The letter of attorney referred to in the previous paragraph proxies shall be delivered to the Company five (5) days before the shareholders' meeting. In case of repetition, only the letter of attorney received earlier shall be effective.

Article 11: Except as otherwise provided by the Company Act, a resolution at any shareholders' meeting may be adopted by the holders of a simple majority of the voting rights represented at a shareholders' meeting at which a majority of the total issued capital stocks are present.

Where electronic means are one of the avenues for the exercise of voting rights by shareholders at a shareholders' meeting, procedures related thereto shall be carried out according to relevant regulations of the competent authority.

Chapter IV - Directors and Committees

Article 12: The Company shall have seven (7) ~ nine (9) directors elected at the shareholders' meeting from the roster of nominees. A candidate nomination system is applied for the election. The directors shall have a term of office for three (3) years and are eligible for re-election. The total capital stock held by all the directors shall not be less than the percentage specified by the competent authority according to relevant laws. The Company may buy liability insurance for the directors who shall take the responsibility for the damage in accordance with laws within the scope of their duties.

Article 12-1: The Company shall have three (3) or more independent directors to be included in the number of directors specified in the preceding paragraph. Independent directors are elected at the shareholders' meeting from the roster of nominees, and a candidate nomination system is applied for the election.

The professional competence, shareholding, restriction on part-time jobs, methods for nomination, election and appointment of independent directors, and other matters to the followed are subject to the regulations of the competent securities authority.

Article 12-2: The Company shall establish Audit Committee comprised of all the independent directors. The Audit Committee or the members of the Audit Committee shall be responsible for performing the duties of the supervisors specified in the Company Act, Securities and Exchange Act and other relevant laws and regulations.

Article 13: The board of directors shall consist of directors of the Company. The Chairman of the board of directors shall be elected by a majority of directors at a meeting at which more than two-thirds of the directors are present. A Vice Chairperson may be elected from among the board members, depending on the actual needs. The Chairman of the board of directors shall externally represent the Company. The Board of Directors shall set up all kinds of functional committees.

Directors shall be informed respectively with a 7-day prior notice about any meeting of the Board of Directors. The Company may hold the Board of Directors meeting at any time in case of emergencies. The board of directors meeting may be convened by letter, e-mail or facsimile.

Article 14: The board of directors shall have the following authority:

1. To review and supervise annual operation plans;
2. To decide budgets and review final accounts;
3. To propose allocation of profits or make-up of losses;
4. To propose capital increase or decrease plans;
5. To review and consider significant capital expenditure plans;
6. To establish or terminate branches (including offices);
7. To propose and discuss Articles of Incorporation or its amendments;
8. To decide important contracts or other important matters;
9. To decide whether to invest in other businesses or dispose of shares held in the invested businesses;
10. To review and consider major dealings between the Company and its related partners (including affiliated companies);
11. To appoint or remove the general manager and/or vice general manager;
12. To decide disposal or purchase of important assets, systems, and regulations; and
13. Other powers granted at any shareholders' meeting or in accordance with laws and regulations.

Article 15: Where the chairman of the board of directors is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairman shall be designated in accordance with Article 208 of the Company Act. Where a director is unable to attend the meeting of the board of directors personally for whatever reasons, he/she may appoint another director as his proxy to attend the meeting by issuing a letter of attorney. Each director may act as a proxy for only one director.

Article 16: Unless otherwise provided for in the Company Act, resolutions at the meeting of the board of directors shall be adopted by one-half of the directors at a meeting at which one-half of the directors are present.

Article 16-1: The board of directors is authorized to determine the compensation recommended by the Remuneration Committee for the director with reference to the extent of his/her involvement in and value of his/her contribution to the operation of the Company and the standards of the industry in Taiwan and overseas no matter whether the Company has profits or losses.

Where there is any profit in a fiscal year, no more than 1.4% of the profit shall be appropriated as remuneration to directors. Where the Company has any accumulated loss, the remuneration must be appropriated from the balance after such accumulated loss has been covered. The criteria for allocation of the remuneration must be recommended by the Remuneration Committee to the Board of Directors for approval.

Chapter V - Managerial Officers

Article 17: The Company may have a number of managerial officers. Their appointment, dismissal and remuneration shall be subject to Article 29 of the Company Act. The managerial officers have the right to manage the affairs of and sign for the Company within their respective authority.

Chapter VI - Accounting

Article 18: The board of directors shall prepare the (1) business report; (2) financial report; and (3) profit allocation or loss make-up proposal at the end of each fiscal year and submit them to the shareholders' meeting for approval.

Article 19: As the prosperity and development trend of the industry to which the Company belongs change, the Company adopts a balanced dividend policy depending on the yearly surplus and overall external environment as well as relevant laws and regulations, long-term development plans of the Company, and healthy financial structures. Where any cash dividend shall be distributed, it shall occupy at least ten percent (10%) of all the dividends of the current year.

Article 20: Where there is profit in any fiscal year, four percent (4%) or more of the profit shall be appropriated as remuneration for employees. Where the Company has any accumulated loss, the remuneration must be appropriated from the balance after such accumulated loss has been covered.

More than 5% of the employee remuneration amount referred to in the preceding paragraph shall be appropriated for the distribution of employees' remuneration for the lowest-level employees. Employees' remuneration may be distributed in the form of cash or stock, and employees eligible for the distribution may include the employees of the affiliated companies who meet the requirements specified by the Board of Directors.

Article 21: The earnings of the Company, if any, in the total final account at the end of any fiscal year shall be used to pay all relevant taxes and make up the losses of the previous years. The Company shall then set aside 10% of the said earnings as a legal reserve, unless such legal reserve amounts to the total authorized capital of the Company. Thereafter, the Company shall set aside or reverse a special reserve in accordance with applicable laws and regulations or any instructions of the competent authority. The remainder of the reserve together with the earnings of the previous years that have not been distributed may be allocated to shareholders as dividends. Where dividends and bonuses are distributed by issuing new shares, the distribution shall be subjected to the resolution of the shareholders' meeting; where dividends and bonuses are distributed in cash, the distribution shall be subject to a resolution made by a majority of directors at a meeting at which more than two-thirds of the directors are present, and shall be reported to the shareholders' meeting. The Company shall not distribute dividends or bonuses when there is no profit, unless the distribution is made with the reserves pursuant to relevant laws and regulations.

Article 22: The Company may provide endorsements or guarantees externally in relation to its business or investment.

Chapter VII - Supplementary

Article 23: Any matters that are not specified in these Articles of Incorporation shall be subject to the Company Act and other laws and regulations.

Article 24: The Articles of Incorporation were established on March 31, 1997.

The first amendment was made on July 3, 1997.
The second amendment was made on November 11, 1997.
The third amendment was made on October 14, 1999.
The fourth amendment was made on June 22, 2000.
The fifth amendment was made on April 30, 2001.
The sixth amendment was made on June 20, 2002.
The seventh amendment was made on June 23, 2003.
The eighth amendment was made on May 24, 2004.
The ninth amendment was made on December 6, 2005.
The tenth amendment was made on June 20, 2006.
The eleventh amendment was made on May 31, 2007.
The twelfth amendment was made on September 14, 2007.
The thirteenth amendment was made on June 16, 2009.
The fourteenth amendment was made on May 26, 2010.
The fifteenth amendment was made on June 13, 2012.
The sixteenth amendment was made on June 25, 2013.
The seventeenth amendment was made on June 3, 2016.
The eighteenth amendment was made on May 26, 2017.
All the clauses amended with respect to substitution of an audit committee for the supervisors shall apply only after a full re-election is conducted in June, 2018 upon expiration of the term in office of all the current directors or supervisors.
The nineteenth amendment was made on May 31, 2018.
The twentieth amendment was made on May 28, 2020.
The twenty-first amendment was made on July 14, 2021.
The twenty-second amendment was made on May 31, 2024.
The twenty-third amendment was made on May 22, 2025.

Attachment VI

Apacer Technology Inc.

Rules Governing the Issuance of Restricted Stock Award Shares for Employees in 2025

Article 1: Purpose of issuance

In order to reward employees with excellent performance and retain key talents, and link their rewards to shareholders' interest and ESG (Environmental, Social and Governance) outcomes, the Company revises and releases this Rules Governing the Issuance of Restricted Stock Award Shares for Employees in 2025 (hereinafter referred to as the Rules) in accordance with Article 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter referred to as the Regulations) issued by the Financial Supervisory Commission.

Article 2: Period of issuance

Period of issue: The shares may, depending on the actual needs, be issued on a one-time basis or in series within one year following the arrival of notice from the competent authority indicating that registration has become effective. The actual date of issuance of the new shares will be set by the Chairman as authorized by the Board of Directors.

Article 3: Employee eligibility and number of distributable shares

Eligible employees under this reward plan shall be all full-time employee of the Company and any subsidiaries providing services who is on the job on the date he/she is granted restricted stock award shares.

(I) The actual amount of distributable restricted stock award shares received will be based on the standards of seniority, job level, job performance, overall contribution, and other reference factors needed for management. The standards will take into account the operational needs and business development strategy of the Company, and will be subject to approval by the Chairman and reported to the Board of Directors for consent. Any employee who is a director or holds a managerial position shall be subject to approval by the Remuneration Committee in advance; other employees shall be subject to approval by the Audit Committee and reported to the Board of Directors for approval prior to issuance.

(II) Where the Company issues employee stock warrants under Article 56-1, Paragraph 1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the cumulative number of shares subscribable by a single warrant holder of the restricted stock award shares for employees shall, in total, not exceed 0.3 percent of the Company's total issued shares. And the above in combination with the cumulative number of shares subscribable by the single warrant holder of employee stock warrants issued by the Company according to Article 56, Paragraph 1 thereunder shall not exceed 1 percent of the issuer's total issued shares.
However, with special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and new restricted employee shares obtained by a single employee may be exempted from the above-mentioned restriction.

Article 4: Issue amount

TWD 14,850,000 at a par value of TWD 10 per share, with a total of 1,485,000 common shares.

Article 5: Vesting conditions for restricted stock award shares for employees and restriction on the rights of shares

(I) Issue price: Issuance as bonus

(II) Type(s) of shares issued: New common shares

(III) Vesting conditions:

After being allocated restricted stock award shares, employees must meet the following conditions to become vested:

1. Still employed and providing labor services at the expiration date of each vested period.
2. No violation of any contract signed with the Company or the Company's work rules during the vested period.
3. Achieve the company performance indicators and employee performance indicators set by the Company,

(1) Company performance indicators

Based on the 2024 consolidated financial statements audited and certified by the CPAs, the Company's earnings per share (EPS) shall meet any of the following conditions:

Based on the earnings per share in 2024	
Company performance indicators	Number of shares allocated
150% achieved	1,350,000 shares allocated
140% achieved	1,260,000 shares allocated
130% achieved	1,170,000 shares allocated
120% achieved	1,080,000 shares allocated
110% achieved	990,000 shares allocated
100% achieved	900,000 shares allocated

(2) Employee performance indicators

The personal and job performance of any employee who has been granted restricted stock award shares shall fulfill the personal performance criteria set by the Company during the period until expiry of the vesting period. Failure to fulfill the personal performance criteria will be deemed as non-fulfillment of the vesting conditions.

(3) ESG outcomes

The Company sets the maximum number of shares that can be vested each year to 110% (i.e. the total number of shares issued under this Rules is 1,485,000). 100% of them is calculated as shares that can be vested based on the company performance indicators, and then the Remuneration Committee evaluates the Company's ESG performance as an adjustment item and adjusts the number of shares that can be vested within the range of plus or minus 10%. (The calculation is conducted up to 1 share. Those less than 1 share shall be canceled unconditionally).

4. Years of service

After achievement of the company and employee performance, the maximum percentages of shares that can be vested for the year are as follows:

(1) For any full-time employee still in service who has served for at least one year following the date of a share award and remains on the job, and has not violated the employment contract, work rules or requirements of the Company, the calculation will be based on 50% of the number of distributable shares.

(2) For any full-time employee still in service who has served for at least two years following the date of a share award and remains on the job, and has not violated the employment contract, work rules or requirements of the Company, calculation will be based on 50% of the number of distributable shares.

(IV) In the event that an employee fails to meet the vested conditions or is in any of the following circumstances, the Company shall handle the matter as follows:

1. If an employee fails to meet the vested conditions set forth in Paragraph (III) of this Article, the Company will recall the shares without consideration and write off the same.
2. Voluntary resignation, involuntary resignation

   For restricted stock award shares for employees that have not been vested, the employee shall be deemed to have failed to meet the vesting conditions from the effective date of resignation. The Company will recall the shares without consideration and write off the same.
3. Leave without pay

   The rights and obligations of the restricted stock award shares for employees not yet vested shall not be affected. However, the actual number of shares that can be vested in each year shall be calculated based on the vesting conditions set forth in Paragraph (III) of this Article and the actual number of service months of the employees in the year before the date of vesting. If the employee is on leave without pay on the date of vesting, he/she shall be deemed to have failed to meet the vesting conditions. The Company will recall the shares without consideration and write off the same.
4. Retirement

   After an employee has retired, the rights and obligations of the restricted stock award shares for employees not yet vested shall not be affected if he/she meets all of the following conditions; if he/she violates any of the following conditions, the restricted stock award shares for employees not yet vested shall be deemed to have failed to meet the vesting conditions. The Chairperson will approve the exemptions on a case by case basis.

   Not engaging in any activities that compete with the Company, including but not limited to: Joining a competing company, providing any services that compete with the Company, establishing any company or business involved in providing semiconductor processes or services, or hiring, inducing, or attempting to induce any of the Company's employees to engage in the services that compete with the Company.
5. Death or physical disability or death caused by occupational accidents and unable to work continuously as a result thereof.

   The restricted stock award shares for employees not yet vested shall be deemed vested immediately. In case of death, heirs can apply for the shares they should inherit after carrying out necessary legal procedures and providing relevant supporting documents. In case of physical disability or death caused by occupational accidents and inability to work continuously as a result thereof, the employee involved shall receive the shares to which he/she is entitled.
6. Transfer to other positions

   (1) When an employee requests to transfer to an affiliated company or any other company, the restricted stock award shares for employees not yet vested shall be handled in accordance with Subparagraph 2 “Voluntary resignation” of this Paragraph.

(2) For the employee transferred by the Company to an affiliated company or any other company, the restricted stock award shares not yet vested to this employee shall not be affected by the transfer. However, the employee shall still be subject to the vesting conditions set forth in Paragraph (III) of this Article and shall serve for the affiliated company or any other company continuously on the vesting date. Otherwise, the employee shall be deemed to have failed to meet the vesting conditions and the Company will recall the shares without consideration and cancel the same.

7. Where an employee declares in writing to the Company their willingness to give up the restricted stock award shares granted, the Company will recall the shares without consideration and cancel such shares.
8. Where an employee acts in violation of any contract signed with the Company or an affiliated company or the work rules of the Company or an affiliated company after receiving the restricted stock award shares, the Company will recall the shares without consideration and cancel such shares.
9. Where an employee terminates or revokes the authorization of agent to the trust/custody account of the Company's restricted stock award shares for employees (see Paragraph 5, Subparagraph 1 and Paragraph 6 of this Article), the Company will recall the restricted stock award shares not yet vested without consideration and cancel such shares.

(V) Restricted rights after receiving new shares and before meeting the vesting conditions

1. The restricted award stock shares shall be immediately trust/custody institution. Before fulfillment of the vesting conditions, the employees shall not ask the custodian to return the employee restricted stock with any reasons or through any ways.
2. During the vested period, employees shall not sell, pledge, transfer, give, set or otherwise dispose of their restricted award stock shares.
3. In addition to the aforementioned restrictions, other rights derived from the restricted award stock shares received by an employee, including but not limited to the right to receive dividends, bonuses and capital reserves and the right to subscribe for new shares issued by the Company in cash, shall be the same as the common shares issued by the Company before the vesting conditions are met. Relevant procedures shall be carried out in accordance with the trust/custody contract.
4. Before fulfillment of the vesting conditions, the trust/custody institution is commissioned to present, propose, make statements, exercise voting rights and other matters related to shareholders' equity at the Company's shareholders' meetings on behalf of employees.
5. If the Company reduces capital for reasons other than statutory capital reduction, such as reducing capital in cash or carrying out capital reduction to offset losses, during the vested period, the restricted award stock shares for employees shall be reduced in proportion to the capital reduction. In case of capital reduction in cash, the returned cash must be delivered to the trust/custody account, and the employee may receive the payment only after meeting the vesting conditions. However, the Company will recall the cash if the vesting conditions are not met.

(VI) Other agreements

During the trust/custody period of the restricted award stock shares for employees, the Company shall be authorized to represent the employee to (including but not limited to) negotiate, sign, amend, extend, lift, terminate the trust/custody agreement with the trust/custody institution, as well as deliver, use and dispose of the trust/custody property.

Article 6: Contract signing and confidentiality

(I) Employees who are granted the restricted award stock shares shall sign the "RSA Receiving Agreement" provided by the Company and carry out related trust/custody procedures. If the relevant documents are not signed in accordance with the regulations, the employee shall be deemed waiving his/her restricted award stock shares.

(II) Any person who receive the restricted award stock shares for employees and related rights under these Rules shall comply with these Rules and the "RSA Receiving Agreement," otherwise, the person shall be deemed to have failed to meet the vesting conditions. The aforementioned person shall comply with relevant confidentiality provisions except when required by the law or by any competent authority where the person shall not inquire about the quantity and content of the restricted award stock shares related to others, or disclose the quantity and content of his/her restricted award stock shares, or disclose related contents and personal rights and interests to others. In case of any violations, the Company has the right to recall the shares without consideration and cancel such shares with respect to the restricted award stock shares for which the vesting conditions are not met.

Article 7: Taxation

For the restricted award stock shares received according to the Rules, the related taxes shall be paid by the employees in accordance with relevant laws and regulations of the Republic of China at the time.

Article 8: Rules for implementation

The Company's department in charge shall notify the employees who have received the restricted award stock shares of the relevant procedures and detailed timelines related to the name list of such employees and matters relating to the signing of the agreement.

Article 9: Implementation and revision

(I) The Rules shall be in effect and implemented after being approved by a majority of the directors present at a meeting of the Board of Directors attended by two-thirds of the total number of directors, and reported to the competent authority. If the Rules need to be revised in the future due to review requirements of the competent authorities, the Chairman is authorized to perform the revision, and this shall then be reported to the Board of Directors for ratification before the issuance.

(II) Any matters not covered by the Rules shall be subject to relevant laws and regulations.