

FORTUNE INFORMATION SYSTEMS CORP.

2024 Annual Meeting of Shareholders Minutes

(Translation)

Time: 9:30 a.m., 18 June, 2024

Type of Meeting: Hybrid format (in-person and video conference)

Place: 2F, No. 25, Ln. 78, Xing'ai Rd., Neihu Dist., Taipei City, Taiwan

Total outstanding shares of the Company: 69,961,249 shares

Total shares represented by shareholders present in person or by proxy: 38,203,606 shares

Percentage of shareholding of the shareholders present in person or by proxy: 54.60%

Present Directors:

Su, Mei-Chun, Tang, Yu-Hua, Yang, Zheng-Ning, Wang, Mei-Juan, Lin, Qian-Ru (Independent Director, Chairman of Audit Committee, Member of Remuneration Committee)

Attendance:

Chen, Xiu-Yue (Principal accounting officer), Qiu, Huang-Quan (Attorney-at-Law Kew & Lord), Cai, You-Ling (CPA, Deloitte & Touche)

Chairman: Su, Mei-Chun, Chairman of Board of Directors

Secretary: Kuo, Wei-Chiang

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

I. Chairman's Address (Omitted)

II. Matters for Reporting

1. The 2023 Business Report.

The 2023 Business Report is attached hereto as Attachment 1.

2. The 2023 Audit Committee Report.

The 2023 Audit Committee Report is attached hereto as Attachment 2.

3. 2023 employees' remuneration.

3.1. Article 27-3 of the Company's Articles of Incorporation promulgate that : When the company has profit in a given year, a portion of the pre-tax net profit before deducting employee

compensation should be set aside as employee compensation, at a rate of 6%. However, if the company still has accumulated losses, the amount should be reserved for future use to make up for the losses.

- 3.2. The company's pre-tax net profit before deducting employee compensation for the year 2023 amounted to NT\$94,664,151. Pursuant to Article 27-3 of the Company's Articles of Incorporation, it is proposed to set aside 6% for employee compensation, amounting to NT\$5,679,849.
 - 3.3. The aforementioned employee compensation is proposed to be fully disbursed in cash. For the portion of compensation that belongs to managerial personnel, it will be separately submitted to the Remuneration Committee and the Board of Directors for review. Authorize the Chairman of the Board to allocate and approve the remaining employee compensation.
4. Report on the amendment of Rules of Procedure for Board of Directors Meetings.
 - 4.1. Addition of authorization for the Chairman to conduct business during the recess of the Board of Directors, with amendments to certain articles of the Rules of Procedure for Board of Directors Meetings approved at the board meeting held on Aug. 7, 2023.
 - 4.2. In accordance with the amendment of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, pursuant to the order No. 1120383996 issued by the Financial Supervisory Commission, the Board of Directors amended the Rules of Procedure for Board of Directors Meetings on Mar. 14, 2024.
 - 4.3. The comparison table of amended articles is attached hereto as Attachment 5.
5. Report on the Simplified Merger Execution between the Company and IPAC TECHNOLOGY CO., LTD.
 - 5.1. To strengthen operational management and enhance operational efficiency, the Company has decided at the board meeting held on Nov. 10, 2023, to carry out a simplified merger with our wholly-owned subsidiary, IPAC TECHNOLOGY CO., LTD. (hereinafter referred to as "IPAC"), whereby the Company will absorb and merge with IPAC.
 - 5.2. The effective date of this merger is December 31, 2023. Following the merger, the Company will continue to exist while IPAC will be dissolved. The relevant merger procedures have been completed, and the change has been approved and registered by the Ministry of Economic Affairs, Ministry of Economic Affairs with Approval No. 11330009130 on Feb. 2, 2024.
6. Report on the endorsement guarantee situation for the fiscal year 2023.
 - 6.1 On March 26, 2021, the Board of Directors approved a new endorsement guarantee limit of

NTD 300 million for the subsidiary Fortune Technology Systems Corporation.(hereinafter referred to as "FTSC") However, during the fiscal year 2023, the actual amount of endorsement guarantees provided by the Company to Fortune Technology Systems Corporation amounted to 0 NTD.

6.2 In accordance with the Company's "Endorsement Guarantee Operating Procedures," the Company's endorsement guarantee limit for the single enterprise Fortune Technology Systems Corporation is within the prescribed limit.

III. Matters for Ratification

Proposal 1:

Adoption of the 2023 Business Report and Financial Statements. (proposed by the board of directors)

Explanatory note:

1. The individual financial statements and consolidated financial statements of the Company for the fiscal year 2023 have been audited and certified by Deloitte & Touche, the joint accounting firm. The aforementioned financial statements, along with the business report, have been submitted to the Audit Committee for review, and no discrepancies have been found. The audit report is on file.
2. For the fiscal year 2023, the Company's business report, auditor's audit report, and the aforementioned financial statements are available for reference in Attachment 1 and Attachment 3.

Voting Results:

Shares represented at the time of voting: 38,203,606 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 38,077,701 Votes	99.67 %
Votes against: 86,361 Votes	0.22%
Votes invalid: 0 Votes	0%
Votes abstained: 39,544 Votes	0.10%

* including votes casted electronically (numbers in brackets)

RESOLVED, that the 2023 Business Report and Financial Statements were hereby accepted as submitted.

Proposal 2:

Adoption of the Proposal for Distribution of 2023 Profits. (proposed by the board of directors)

Explanatory note:

1. The 2023 Earnings Distribution Proposal is attached hereto as Attachment 4.
2. The net profit after tax for the Company in the fiscal year 2023 was NT\$78,377,540. After deducting the remeasurement of defined benefit plans amounting to NT\$673,449, and setting aside statutory surplus reserves of NT\$7,770,409, and special surplus reserves of NT\$201,506, in addition to the beginning balance of undistributed earnings of NT\$211,793,486, the distributable earnings amount to NT\$281,525,662. We plan to distribute them as follows:

The cash dividend is NT\$55,968,999. There are total 69,961,249 shares for distribution on March 6, 2024. The dividend per share is NT\$0.8. The record date for the distribution will be determined by the board of directors after resolution by the shareholders' meeting.

3. The calculation of the cash dividend distribution ratio is rounded to the nearest whole NT\$, with any fractional amounts less than one NT\$ being aggregated into other income of the Company.
4. If there are changes in the number of outstanding shares due to changes in the publicly traded shares before the dividend distribution record date, resulting in changes to the cash dividend distribution ratio for shareholders, the Board of Directors is proposed to be authorized by the shareholders' meeting to handle related matters at its discretion.

Voting Results:

Shares represented at the time of voting: 38,203,606 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 38,029,774 Votes	99.54 %
Votes against: 135,361 Votes	0.35%
Votes invalid: 0 Votes	0%
Votes abstained: 38,471 Votes	0.10%

* including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal was hereby approved as proposed.

IV. Matters for Discussion

Proposal 1:

Amendment of Articles of Incorporation. (proposed by the board of directors)

Explanatory note:

1. The Company has established an Audit Committee in accordance with the law, with the authority of the inspector being exercised by the said committee, hence the relevant articles of the Articles of Incorporation are amended.
2. The directors of the Company is two years, which is shorter than that of directors in the industry. In order to make the company's operations more stable and improve the efficiency of corporate governance, it is planned to amend Article 16 of the Articles of Association. The term of office of directors will be changed from two years to three year and shall be applicable from the next re-election.
3. In addition, in order to comply with the definition of executives by regulatory authorities, it is proposed to amend Article 20 of the Articles of Incorporation in this revision.
4. For detailed comparative table of the amended articles of the Articles of Incorporation, please refer to Attachment 6.

Voting Results:

Shares represented at the time of voting: 38,203,606 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 38,033,773 Votes	99.55 %
Votes against: 132,361 Votes	0.34%
Votes invalid: 0 Votes	0%
Votes abstained: 37,472 Votes	0.09%

* including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal was hereby approved as proposed.

Proposal 2:

Amendment of Rules of Procedure for Shareholders Meetings. (proposed by the board of directors)

Explanatory note:

Due to the amendment of the "Reference Examples for Rules of Shareholders' Meetings" by Taiwan Stock Exchange Corporation Limited, the Company hereby amends its Rules of Shareholders' Meetings in accordance with the letter numbered 1120004167 issued by Taiwan Stock Exchange Corporation Limited. Please refer to Attachment 7 for the comparative table of the amended articles.

Voting Results:

Shares represented at the time of voting: 38,203,606 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 38,033,773 Votes	99.54 %
Votes against: 135,361 Votes	0.35%
Votes invalid: 0 Votes	0%
Votes abstained: 37,472 Votes	0.09%

* including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal was hereby approved as proposed.

V. Matters for Election

Proposal 1:

Proposal for the supplementary election of an independent director (proposed by the board of directors)

Explanatory note:

1. Ms. Wu Yu-jun, an independent director of the 24th session of the Company, resigned on November 22, 2023. In accordance with Article 15 of the Company's Articles of Incorporation, it is proposed to hold a by-election for one independent director at this year's shareholders' meeting. The Company adopts a candidate nomination system for directors (including independent directors), and the acceptance method shall comply with relevant laws and regulations.
2. The term of office for the newly appointed independent director shall commence upon election and adjournment of the shareholders' meeting on June 18, 2024, and shall expire upon the completion of the current term.
3. Please refer to Attachment 8 for the list of candidates for independent directors approved by the Board of Directors on March 14, 2024.

Election Result:

The list of the newly elected independent director with votes received follows:

Title	Name	Votes Received
Independent Director	Lin Ying-Shan	37,763,664

VI. Matter for the Other

Proposal 1:

Proposal to Lift non-competition restrictions on Newly Appointed Independent Directors. (proposed by the board of directors)

Explanatory Note:

1. If any newly appointed independent director of the 24th session of the Company invests in or operates another company with the same or similar business scope as the Company and serves as a director therein, it is proposed, in accordance with Article 209 of the Company Law, to seek the approval of the shareholders' meeting to lift the non-competition restrictions on the director and their representatives, provided that it does not prejudice the interests of the Company.
2. Please refer to Attachment 9 for details regarding the lifting of non-competition restrictions on the newly appointed independent directors of the 24th session.

Voting Results:

Shares represented at the time of voting: 38,203,606 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 38,004,754 Votes	99.47%
Votes against: 79,480 Votes	0.20%
Votes invalid: 0 Votes	0%
Votes abstained: 119,372 Votes	0.31%

* including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal was hereby approved as proposed.

VII. Special Motion: None

VIII. Meeting Adjourned: 9:55 a.m., 18 June, 2024

※ There was no questions from shareholders.