



FORTUNE INFORMATION SYSTEMS CORP.

Handbook for the 2025 Annual Meeting of Shareholders

Method of Convening the Meeting: Physical shareholders' meeting

Time : 9:30 a.m., 30 June, 2025

Place : Taipei CoSpace (2F., No.12, Zhouzi St., Neihu Dist., Taipei City, Taiwan)

(Summary Translation)

This document is prepared in accordance with the Chinese version and is for reference only. In the event of any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.

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FORTUNE INFORMATION SYSTEMS CORP.
Procedure for the 2025 Annual Meeting of Shareholders

- I. Call the Meeting to Order**
- II. Chairperson Remarks**
- III. Matters for Reporting**
- IV. Matters for Ratification**
- V. Matters for Discussion**
- VI. Matters for Election**
- VII. Matters for the Other**
- VIII. Extempore Motion**
- IX. Adjournment**

FORTUNE INFORMATION SYSTEMS CORP.
Agenda of 2025 Annual Meeting of Shareholders

Method of Convening the Meeting : Physical shareholders' meeting

Time : 9:30 a.m., Monday, 30 June, 2025

Place : Taipei CoSpace (2F., No.12, Zhouzi St., Neihu Dist., Taipei City, Taiwan

I. Call the Meeting to Order

II. Chairperson Remarks

III. Matters for Reporting

1. The 2024 Business Report.
2. The 2024 Audit Committee Report.
3. 2024 employees' remuneration.

IV. Matters for Ratification

1. Adoption of the 2024 Business Report and Financial Statements.
2. Adoption of the Proposal for Distribution of 2024 Profits.

V. Matters for Discussion

1. Amendment of Articles of Incorporation.

VI. Matters for Election

1. Election of the 25th Term Directors

VII. Matter for the Other

1. Proposal to Lift the Non-Compete Restrictions on the Newly Elected Directors of the 25th Term.

VIII. Extempore Motion

IX. Adjournment

Matters for Reporting

1. The 2024 Business Report.

The 2024 Business Report is attached hereto as Attachment 1.

2. The 2024 Audit Committee Report.

The 2024 Audit Committee Report is attached hereto as Attachment 2.

3. 2024 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 2024 amounted to NT\$88,507,899. 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\$5,310,474.

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.

Matters for Ratification

Proposal 1:

Adoption of the 2024 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 2024 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 2024, the Company's business report, auditor's audit report, and the aforementioned financial statements are available for reference in Attachment 1 and Attachment 3.

Proposal 2:

Adoption of the Proposal for Distribution of 2024 Profits. (proposed by the board of directors)

Explanatory note:

1. The 2024 Earnings Distribution Proposal is attached hereto as Attachment 4.
2. The Company's 2024 Net Profit After Tax is NT\$66,864,666, plus Remeasurements of Defined Benefit Plans Recognized in Retained Earnings of NT\$5,745,110. After appropriating Legal Reserve of NT\$7,260,977 in accordance with the law and reversing Special Reserve of NT\$3,480,478, and adding Beginning Undistributed Earnings of NT\$225,556,663, the Distributable Earnings are NT\$294,385,940. The distribution is proposed as follows:
Cash Dividends of NT\$62,965,124, calculated based on the number of outstanding common shares eligible for distribution as of March 3, 2025, which is NT\$69,961,249 shares, with a distribution of NT\$0.9 per share. After the resolution by the Shareholders' Meeting, the Board of Directors shall determine the record date for distribution.
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. Regarding the aforementioned distribution proposal, if, prior to the record date for dividend distribution, there is any change in the number of outstanding shares resulting in a change in the cash dividend distribution ratio per share, the Shareholders' Meeting is requested to authorize the Board of Directors to handle all related matters with full authority.

Matters for Discussion

Proposal 1:

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

Explanatory note:

1. Pursuant to Order No. 1130385442 issued by the Financial Supervisory Commission, relevant provisions of the Company's Articles of Incorporation are proposed to be amended.
2. For detailed comparative table of the amended articles of the Articles of Incorporation, please refer to Attachment 5.

Matters for Election

Proposal 1:

Election of the 25th Term Directors (proposed by the board of directors)

Explanatory note:

1. The term of office for the Company's 24th term directors will expire on June 18, 2025. In accordance with Article 16 of the Articles of Incorporation and relevant provisions of the Company Act, the re-election will be held this year.
2. Pursuant to Article 15 of the Articles of Incorporation, seven directors (including three independent directors) shall be elected. The Company shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. The nomination and election process shall be conducted in compliance with relevant laws and regulations.
3. The newly elected directors (including independent directors) shall assume office immediately upon the adjournment of this shareholders' meeting. Their term shall commence on June 30, 2025 and end on June 29, 2028, for a duration of three years.
4. For the list of director candidates approved by the Board of Directors on May 20, 2025, please refer to Attachment 6 .

Matter for the Other

Proposal 1:

Proposal to Lift the Non-Compete Restrictions on the Newly Elected Directors of the 25th Term.

Explanatory Note:

1. If any of the newly elected directors of the 25th term invest in or operate other businesses that are within the same or similar scope of business as the Company and serve as directors thereof, and such conduct does not impair the interests of the Company, it is proposed, in accordance with Article 209 of the Company Act, that the shareholders' meeting approve the release of these directors and their representatives from the non-compete restrictions.
2. For details regarding the release of non-compete restrictions for the 25th term directors, please refer to Attachment 7.

Extempore Motion

Adjournment

FORTUNE INFORMATION SYSTEMS CORP. 2024 Business Report

The main business activities are information system integration, providing comprehensive integrated functions including planning and building enterprise public/private cloud infrastructure and cloud platform solutions, network information security planning, backup and disaster recovery solutions, IT integration services for financial institutions, cloud monitoring and management, application software development, document digitization services, logistics and warehousing management systems, IT consulting services for the insurance industry, and outsourced IT equipment maintenance and management. We possess complete after-sales service and diversified solutions.

2024 financial status, execution result of business plan, and profits :

Unit: NT\$1,000

	2024	2023	Change
Operating revenue	2,246,252	2,338,371	(3.94%)
Operating costs	2,001,170	2,067,618	(3.21%)
Gross profit	245,082	270,753	(9.48%)
Gross profit margin	11%	12%	
Operating expenses	172,871	180,955	(4.47%)
Profit from operations	72,211	89,798	(19.59%)
Non-operating income and expenses	18,020	9,322	93.31%
Income before income tax	90,231	99,120	(8.97%)
Net income	66,865	78,378	(14.69%)

In 2024, the Company's operating revenue decreased by 3.94% compared to the previous year, and the gross profit margin was 11%. Benefiting from continued expansion of cloud investment in the digital transformation of the financial industry, increased demand for information security, and the waves of platform engineering and ESG IT applications, the Company's (CMP) cloud platform management system, IT infrastructure construction, backup and disaster recovery, information security services, and other operations saw growth. The main sales sectors, in addition to banking and finance, government, public utilities, and healthcare-related industries, also saw significant growth in manufacturing. However, due to the termination of the EPSON projector agency business, both operating revenue and gross profit declined compared to the same period last year. Net non-operating income and expenses increased by 93.31% compared to the previous year, primarily due to decreased finance costs, gains from the sale of the Tainan office, and increased interest income.

Looking ahead, market research firm IDC released five major trends to watch in Taiwan's ICT market in 2025, including: (1) The next wave of GenAI development: multi-modal and multi-model applications driving diverse business scenarios. (2) GenAI expanding edge IT infrastructure scale and driving cloud market development. (3) Edge computing and AI devices accelerating the expansion of MDaaS service

solutions. (4) New era of information security—the importance of AI BOM lists and password agility. (5) AI-driven carbon emission management becoming a mainstream trend, and green-collar talent becoming increasingly important.

Based on the above trends, in 2025, we face a rapidly changing global market environment. The trends of global digitalization and sustainable development require enterprises to quickly respond to market demand and technological changes. The Company will focus on information security, generative artificial intelligence (GAI), multi-cloud architecture, and ESG, committing to promoting green technology solutions and zero-trust architecture to meet the diversified market demands of the government, finance, and manufacturing industries. We will also deepen the application of zero-trust architecture and introduce the most cutting-edge information security and hybrid cloud management technologies to respond to future challenges.

Work plans are as follows:

I. Diversified Development Strategy for Core Businesses

1. Technology Introduction and R&D:

- Deepen the application of zero-trust architecture, AI, and WMS (Warehouse Management System) and other solutions.
- Expand industry cooperation and the establishment of innovation labs, focusing on finance, manufacturing, and healthcare and other fields.

2. Business Development and Marketing Strategy:

Short-term Goals:

- Explore emerging markets: hybrid cloud, container security, zero-trust opportunities, etc..
- Deepen existing markets: finance, government, manufacturing, focusing on Zscaler information security and public cloud demands.
- Actively expand workforce: recruit new business personnel to support the technical team's construction.

Medium-to-Long-term Goals:

- Develop new customer segments and enhance technical capabilities, promoting AI, cloud, and information security related technologies.
- Strengthen regional development, especially digital transformation skills in Taoyuan and Hsinchu.

3. Technology Introduction and R&D

Introduce and research new technologies: including OCP containerization platform, zero-trust architecture, TIOBE software quality testing, investment distributed backup, edge security solutions (such as EdgeIPS), and other innovative technologies.

II. Promoting Sustainability-Related Operations

- 1.ISO27001 Information Security Management, continuously promote information security policies.
- 2.ISO1406-1 Greenhouse Gas Management, collect data and promote verifier training.

- 3.ISO50001 Energy Management System, complete internal and external audits and action plans.
- 4.Strengthen regulatory management and optimize internal audit processes.
- 5.Continuously strengthen corporate governance and talent development strategy.

In recent years, the Company has continuously invested in industry and technology development directions, which are in line with world trends and market demands, and also bring key advantages to customers. Adhering to the philosophy of "Integrity, Service, Innovation," we set out with "Continuously Upgrading New Momentum," providing faster and more complete professional services to meet customer needs, and aspiring to become the most competitive information service enterprise.

Chairman: SU,MEI-CHUN

General Manager: TANG, YU-HUA, YANG,CHENG-NING

Principal accounting officer: CHEN, XIU-YUE

Audit Committee's Review Report

The Board of Directors has prepared the Corporation's 2024 Business Report, Distribution of 2024 profits and Financial Statements. The CPA of Deloitte & Touche, Cai, You-Ling and Lin, Wen-Qin, were retained to audit the Financial Statements of Fortune Information Systems Corp. and have issued an audit report relating to the Financial Statements. The Business Report, Distribution of 2024 profits and Financial Statements have been reviewed and determined to be correct and accurate by all the Audit Committee members. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

FORTUNE INFORMATION SYSTEMS CORP.

LIN, QIAN-RU

Chairman of the Audit Committee

March 11, 2025

Attachment 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders

Fortune Information Systems Corp.

Opinion

We have audited the accompanying parent company only financial statements of Fortune Information Systems Corporation (the "Company"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, parent company only statements of changes in equity and parent company only statements of cash flows for the years then ended, and the related notes to the parent company only financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the ROC. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the ROC, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key 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

for the year ended December 31, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The descriptions of the key audit matters of the 2024 parent company only financial statements are as follows:

Revenue recognition of service income based on the percentage-of-completion method

The revenue generated by the Company from providing services under contracts includes sales revenue and service income recognized using the percentage-of-completion method. The service income recognized using the percentage-of-completion method is calculated based on the degree of completion of the contract, which is measured by the ratio of costs incurred to total estimated costs. Since the estimated total costs are determined by management's judgment based on the nature of the contracts, as well as internal and external relevant information, this could have a significant impact on the accuracy of revenue recognition. Therefore, the recognition of the aforementioned revenue has been considered a key audit matter.

We designed our audit procedures to address the above key audit matter, including understanding and evaluating the processes related to the accuracy of revenue recognition under the percentage-of-completion method; performing detailed testing of uncompleted contracts at the period-end to verify the accuracy of costs incurred; and reviewing whether there are significant adjustments to the estimated total costs and degree of completion of contracts after the reporting period.

Important Notes

As disclosed in Note 9 to the financial statements, the Company pursuant to a resolution of its Board of Directors in November 2023, approved the absorption of its wholly owned subsidiary, IPAC Technology CO. LTD., Ltd., through a simplified merger. This merger is regarded as a reorganization under common control. In accordance with the IFRS Q&A and related interpretations issued by the Financial Accounting Standards Foundation of the Republic of China, the comparative individual financial statements have been retrospectively restated as

if the merger had occurred from the beginning of the earliest period presented. This matter did not affect the auditor's opinion.

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

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

In preparing the parent company only financial statements, management is responsible for assessing 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 its 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.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the ROC 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 auditing standards generally accepted in the ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists and is 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 auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are

responsible for the direction, supervision and performance of the group audit.
We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Cai, You-Ling and Lin, Wen-Qin

Deloitte & Touche
Taipei, Taiwan
Republic of China
Mar. 11, 2025

Notice to Readers

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

For the convenience of readers, the independent auditors' review report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' review report and parent company only financial statements shall prevail.

FORTUNE INFORMATION SYSTEMS CORPORATION

PARENT COMPANY ONLY BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 433,333	24	\$ 298,263	17
Contract assets (Note 16)	221,210	12	279,505	16
Notes receivable (Note 7)	2,780	-	885	-
Accounts receivables (Note 7, 16 and 22)	116,613	6	118,672	7
Other receivables (Note 7 and 22)	2,774	-	38,618	2
Inventories (Note 8)	106,003	6	67,221	4
Prepayments	26,222	2	30,325	2
Other current assets	1,056	-	2,024	-
Total current assets	<u>909,991</u>	<u>50</u>	<u>835,513</u>	<u>48</u>
NON-CURRENT ASSETS				
Investments accounted for using the equity method (Note 9)	524,359	29	516,128	30
Property, plant and equipment (Note 10)	210,548	11	214,680	12
Right-of-use assets (Note 11)	18,391	1	9,321	1
Investment properties (Note 12)	60,253	3	60,917	4
Other intangible assets	143	-	229	-
Deferred tax assets (Note 18)	729	-	834	-
Refundable deposits	75,071	4	78,000	4
Long-term accounts receivables (Note 7)	5,176	-	7,997	-
Net defined benefit assets (Note 14)	28,203	2	20,763	1
Total non-current assets	<u>922,873</u>	<u>50</u>	<u>908,869</u>	<u>52</u>
TOTAL	<u>\$ 1,832,864</u>	<u>100</u>	<u>\$ 1,744,382</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities (Note 16)	\$ 44,432	3	\$ 49,844	3
Notes payable	20	-	20	-
Accounts payables (Note 22)	335,121	18	293,938	17
Other payables (Note 13 and 22)	122,391	7	129,208	7
Current tax liabilities	11,441	1	6,513	-
Lease liabilities (Note 11 and 22)	6,450	-	7,321	1
Other current liabilities	36,185	2	13,536	1
Total current liabilities	<u>556,040</u>	<u>31</u>	<u>500,380</u>	<u>29</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Note 18)	5,642	-	4,153	-
Lease liabilities (Note 11 and 22)	11,985	1	2,098	-
Other non-current liabilities	4,101	-	4,130	-
Total non-current liabilities	<u>21,728</u>	<u>1</u>	<u>10,381</u>	<u>-</u>
Total liabilities	<u>577,768</u>	<u>32</u>	<u>510,761</u>	<u>29</u>
EQUITY (Note 15)				
Common stock	699,612	38	699,612	40
Capital surplus	62,361	3	62,361	4
Retained earnings				
Legal reserve	190,121	11	182,351	10
Special reserve	3,480	-	3,279	-
Unappropriated earnings	298,168	16	289,498	17
Total retained earnings	<u>491,769</u>	<u>27</u>	<u>475,128</u>	<u>27</u>
Other equity interests	1,354	-	(3,480)	-
Total equity	<u>1,255,096</u>	<u>68</u>	<u>1,233,621</u>	<u>71</u>
TOTAL	<u>\$ 1,832,864</u>	<u>100</u>	<u>\$ 1,744,382</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

FORTUNE INFORMATION SYSTEMS CORPORATION
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 16 and 22)	\$ 1,243,701	100	\$ 1,428,000	100
OPERATING COSTS (Notes 8, 17 and 22)	1,087,734	87	1,269,887	89
GROSS PROFIT FROM OPERATIONS	155,967	13	158,113	11
OPERATING EXPENSES (Notes 17 and 22)	114,126	9	121,959	9
OPERATING INCOME	41,841	4	36,154	2
NON-OPERATING INCOME AND EXPENSES (Note 17 and 22)				
Interest income	1,676	-	1,265	-
Other income	10,239	1	10,144	1
Other gains and losses, net	1,799	-	289	-
Finance costs	(502)	-	(1,691)	-
Share of profit or loss of subsidiaries accounted for using the equity method (Note 9)	28,145	2	42,824	3
Total non-operating income and expenses	41,357	3	52,831	4
INCOME BEFORE INCOME TAX	83,198	7	88,985	6
INCOME TAX EXPENSE (Note 18)	16,333	2	10,607	1
NET INCOME	66,865	5	78,378	5
OTHER COMPREHENSIVE INCOME (LOSS) (Note 14 and 18)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of defined benefit plans	\$ 5,745	1	(\$ 674)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of foreign operations	4,834	-	(197)	-
Unrealized gain/(loss) on investments in debt instruments at fair value through other comprehensive income	-	-	(5)	-
Other comprehensive income, net of income tax	10,579	1	(876)	-
TOTAL COMPREHENSIVE INCOME	\$ 77,444	6	\$ 77,502	5
EARNINGS PER SHARE (NT\$, Note 19)				
Basic earnings per share	\$ 0.96		\$ 1.12	
Diluted earnings per share	\$ 0.95		\$ 1.12	

The accompanying notes are an integral part of the parent company only financial statements.

FORTUNE INFORMATION SYSTEMS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

(In Thousands of New Taiwan Dollars)

	Capital Stock - Common Stock			Earnings			Others		Total Equity
	Shares (In Thousands)	Amount	Capital Surplus	Legal Capital Reserve	Special Capital Reserve	Unappropriated Earnings	Foreign Currency Translation Reserve	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
BALANCE, JANUARY 1, 2023	69,961	\$ 699,612	\$ 62,361	\$ 175,261	\$ 9,690	\$ 254,449	(\$ 3,283)	\$ 5	\$ 1,198,095
Distribution of 2022 earnings									
Legal capital reserve	-	-	-	7,090	-	(7,090)	-	-	-
Special capital reserve	-	-	-	-	(6,411)	6,411	-	-	-
Cash dividends to shareholders	-	-	-	-	-	(41,976)	-	-	(41,976)
Net income for the year ended December 31, 2023	-	-	-	-	-	78,378	-	-	78,378
Other comprehensive income (loss), net of income tax for the year ended December 31, 2023	-	-	-	-	-	(674)	(197)	(5)	(876)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	77,704	(197)	(5)	77,502
BALANCE, DECEMBER 31, 2023	69,961	699,612	62,361	182,351	3,279	289,498	(3,480)	-	1,233,621
Distribution of 2023 earnings									
Legal capital reserve	-	-	-	7,770	-	(7,770)	-	-	-
Special capital reserve	-	-	-	-	201	(201)	-	-	-
Cash dividends to shareholders	-	-	-	-	-	(55,969)	-	-	(55,969)
Net income for the year ended December 31, 2024	-	-	-	-	-	66,865	-	-	66,865
Other comprehensive income (loss), net of income tax for the year ended December 31, 2024	-	-	-	-	-	5,745	4,834	-	10,579
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	72,610	4,834	-	77,444
BALANCE, DECEMBER 31, 2024	<u>69,961</u>	<u>\$ 699,612</u>	<u>\$ 62,361</u>	<u>\$ 190,121</u>	<u>\$ 3,480</u>	<u>\$ 298,168</u>	<u>\$ 1,354</u>	<u>\$ -</u>	<u>\$ 1,255,096</u>

The accompanying notes are an integral part of the parent company only financial statements.

FORTUNE INFORMATION SYSTEMS CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 83,198	\$ 88,985
Adjustments for:		
Depreciation expense	12,399	14,606
Amortization expense	768	479
Expected credit loss (reversal of gain)	727	(12)
Finance costs	502	1,691
Interest income	(1,676)	(1,265)
Share of gain of subsidiaries accounted for using the equity method	(28,145)	(42,824)
Gain on disposal or retirement of property, plant and equipment, net	-	(458)
Gain on disposal of non-current assets held for sale	(1,440)	-
Reversal of write-down of inventories	(509)	(360)
Gain on foreign exchange, net	(221)	152
Changes in operating assets and liabilities		
Contract assets	58,295	85,550
Notes receivable	(1,895)	16,281
Accounts receivable	4,153	137,760
Other receivables	35,844	(8,879)
Inventories	(39,372)	92,323
Prepayments	4,103	3,578
Other current assets	968	1,507
Net defined benefit assets	(260)	790
Contract liabilities	(5,412)	(24,992)
Accounts payable	41,124	(46,290)
Other payables	(6,817)	3,902
Other current liabilities	<u>22,649</u>	<u>(2,525)</u>
Cash generated from operations	178,983	319,999
Interest received	1,676	1,455
Interest paid	(502)	(1,487)
Income taxes paid	<u>(11,246)</u>	<u>(7,512)</u>
Net cash generated from operating activities	<u>168,911</u>	<u>312,455</u>

(Continued)

FORTUNE INFORMATION SYSTEMS CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from redemption upon maturity of financial assets at fair value through other comprehensive income	\$ -	\$ 6,062
Proceeds from the disposal of non-current assets held for sale	4,695	-
Acquisition of property, plant and equipment	(2,758)	(2,663)
Proceeds from disposal of property, plant and equipment	-	460
Refundable deposits paid	2,929	22,522
Acquisitions of Intangible assets	(357)	(356)
Dividends received	<u>24,748</u>	<u>18,000</u>
Net cash generated from investing activities	<u>29,257</u>	<u>44,025</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term borrowings	-	(65,000)
Decrease in short-term bills payable	-	(60,000)
Repayment of the principal portion of lease liabilities	(7,321)	(8,330)
Decrease in other non-current liabilities	(29)	(31)
Cash dividends paid	(55,969)	(41,976)
Net cash used in financing activities	<u>(63,319)</u>	<u>(175,337)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>221</u>	<u>(71)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	135,070	181,072
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	<u>298,263</u>	<u>117,191</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	<u>\$ 433,333</u>	<u>\$ 298,263</u>

The accompanying notes are an integral part of the parent company only financial statements.

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Fortune Information Systems Corp.

Opinion

We have audited the accompanying consolidated financial statements of Fortune Information Systems Corporation and its subsidiaries (collectively, the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and the related notes to the consolidated financial statements, including a summary of significant 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China (ROC).

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the ROC. 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 ROC, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key 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 for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The descriptions of the key audit matters of the 2024 consolidated financial statements are as follows:

Revenue recognition of service income based on the percentage-of-completion method

The revenue generated by the Group from providing services under contracts includes sales revenue and service income recognized using the percentage-of-completion method. The service income recognized using the percentage-of-completion method is calculated based on the degree of completion of the contract, which is measured by the ratio of costs incurred to total estimated costs. Since the estimated total costs are determined by management's judgment based on the nature of the contracts, as well as internal and external relevant information, this could have a significant impact on the accuracy of revenue recognition. Therefore, the recognition of the aforementioned revenue has been considered a key audit matter.

We designed our audit procedures to address the above key audit matter, including understanding and evaluating the processes related to the accuracy of revenue recognition under the percentage-of-completion method; performing detailed testing of uncompleted contracts at the period-end to verify the accuracy of costs incurred; and reviewing whether there are significant adjustments to the estimated total costs and degree of completion of contracts after the reporting period.

Other Matter

We have also audited The Group only financial statements of Fortune Information Systems Corporation as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion and an unqualified opinion with an emphasis of matter, respectively.

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

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 IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the FSC of the ROC, 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 its 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.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the ROC 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 auditing standards generally accepted in the ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

7. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit

procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

8. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
9. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
10. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists and is related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
11. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Cai, You-Ling and Lin, Wen-Qin

Deloitte & Touche
Taipei, Taiwan
Republic of China
Mar. 11, 2025

Notice to Readers

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

For the convenience of readers, the independent auditors' review report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' review report and consolidated financial statements shall prevail.

FORTUNE INFORMATION SYSTEMS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 588,933	27	\$ 383,681	19
Financial assets at amortized cost (Note 7)	15,503	1	50,291	3
Contract assets (Note 19 and 25)	490,184	23	569,544	28
Notes receivable (Note 8)	4,097	-	1,214	-
Accounts receivables (Note 8, 19 and 25)	267,059	12	186,067	9
Other receivables (Note 8)	542	-	37,647	2
Inventories (Note 10)	182,633	8	212,000	11
Prepayments	43,636	2	47,155	2
Non-current assets held for sale (Note 9)	20,710	1	-	-
Other current assets	14,606	1	21,343	1
Total current assets	<u>1,627,903</u>	<u>75</u>	<u>1,508,942</u>	<u>75</u>
NON-CURRENT ASSETS				
Property, plant and equipment (Note 12)	210,720	10	234,120	12
Right-of-use assets (Note 13)	20,859	1	13,134	1
Investment properties (Note 14)	60,253	3	60,917	3
Other intangible assets	249	-	1,133	-
Deferred tax assets (Note 21)	826	-	1,612	-
Refundable deposits	203,071	10	168,374	8
Long-term accounts receivables (Note 8)	5,176	-	9,623	-
Net defined benefit assets (Note 17)	28,203	1	20,763	1
Total non-current assets	<u>529,357</u>	<u>25</u>	<u>509,676</u>	<u>25</u>
TOTAL	<u>\$ 2,157,260</u>	<u>100</u>	<u>\$ 2,018,618</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 15)	\$ -	-	\$ 30,000	2
Short-term bills payable (Note 15)	-	-	49,937	2
Contract liabilities (Note 19)	78,515	4	89,596	4
Notes payable	20	-	20	-
Accounts payables	572,423	27	396,910	20
Other payables (Note 16)	161,324	7	157,384	8
Current tax liabilities	13,323	1	14,395	1
Lease liabilities (Note 13 and 25)	7,800	-	8,645	-
Other current liabilities	48,797	2	26,168	1
Total current liabilities	<u>882,202</u>	<u>41</u>	<u>773,055</u>	<u>38</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Note 21)	5,642	-	4,153	-
Lease liabilities (Note 13 and 25)	13,131	1	4,594	1
Other non-current liabilities	1,189	-	3,195	-
Total non-current liabilities	<u>19,962</u>	<u>1</u>	<u>11,942</u>	<u>1</u>
Total liabilities	<u>902,164</u>	<u>42</u>	<u>784,997</u>	<u>39</u>
EQUITY (Note 18)				
Common stock	699,612	32	699,612	35
Capital surplus	62,361	3	62,361	3
Retained earnings				
Legal reserve	190,121	9	182,351	9
Special reserve	3,480	-	3,279	-
Unappropriated earnings	298,168	14	289,498	14
Total retained earnings	<u>491,769</u>	<u>23</u>	<u>475,128</u>	<u>23</u>
Other equity interests	1,354	-	(3,480)	-
Total equity	<u>1,255,096</u>	<u>58</u>	<u>1,233,621</u>	<u>61</u>
TOTAL	<u>\$ 2,157,260</u>	<u>100</u>	<u>\$ 2,018,618</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.

FORTUNE INFORMATION SYSTEMS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 19 and 25)	\$ 2,246,252	100	\$ 2,338,371	100
OPERATING COSTS (Notes 10 and 20)	2,001,170	89	2,067,618	88
GROSS PROFIT FROM OPERATIONS	245,082	11	270,753	12
OPERATING EXPENSES (Notes 20 and 25)	172,871	8	180,955	8
OPERATING INCOME	72,211	3	89,798	4
NON-OPERATING INCOME AND EXPENSES (Note 20 and 25)				
Interest income	4,806	-	3,793	-
Other income	12,802	1	8,827	-
Other gains and losses, net	1,641	-	238	-
Finance costs	(1,229)	-	(3,536)	-
Total non-operating income and expenses	18,020	1	9,322	-
INCOME BEFORE INCOME TAX	90,231	4	99,120	4
INCOME TAX EXPENSE (Note 21)	23,366	1	20,742	1
NET INCOME	66,865	3	78,378	3
OTHER COMPREHENSIVE INCOME (LOSS) (Note 17 and 21)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of defined benefit plans	\$ 5,745	-	(\$ 674)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of foreign operations	4,834	-	(197)	-
Unrealized gain/(loss) on investments in debt instruments at fair value through other comprehensive income	-	-	(5)	-
Other comprehensive income, net of income tax	10,579	-	(876)	-
TOTAL COMPREHENSIVE INCOME	\$ 77,444	3	\$ 77,502	3
EARNINGS PER SHARE (NT\$, Note 22)				
Basic earnings per share	\$ 0.96		\$ 1.12	
Diluted earnings per share	\$ 0.95		\$ 1.12	

The accompanying notes are an integral part of the consolidated financial statements.

FORTUNE INFORMATION SYSTEMS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In Thousands of New Taiwan Dollars)

	Capital Stock - Common Stock			Earnings			Others		Total Equity
	Shares (In Thousands)	Amount	Capital Surplus	Legal Capital Reserve	Special Capital Reserve	Unappropriated Earnings	Foreign Currency Translation Reserve	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
BALANCE, JANUARY 1, 2023	69,961	\$ 699,612	\$ 62,361	\$ 175,261	\$ 9,690	\$ 254,449	(\$ 3,283)	\$ 5	\$ 1,198,095
Distribution of 2022 earnings									
Legal capital reserve	-	-	-	7,090	-	(7,090)	-	-	-
Special capital reserve	-	-	-	-	(6,411)	6,411	-	-	-
Cash dividends to shareholders	-	-	-	-	-	(41,976)	-	-	(41,976)
Net income for the year ended December 31, 2023	-	-	-	-	-	78,378	-	-	78,378
Other comprehensive income (loss), net of income tax for the year ended December 31, 2023	-	-	-	-	-	(674)	(197)	(5)	(876)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	77,704	(197)	(5)	77,502
BALANCE, DECEMBER 31, 2023	69,961	699,612	62,361	182,351	3,279	289,498	(3,480)	-	1,233,621
Distribution of 2023 earnings									
Legal capital reserve	-	-	-	7,770	-	(7,770)	-	-	-
Special capital reserve	-	-	-	-	201	(201)	-	-	-
Cash dividends to shareholders	-	-	-	-	-	(55,969)	-	-	(55,969)
Net income for the year ended December 31, 2024	-	-	-	-	-	66,865	-	-	66,865
Other comprehensive income (loss), net of income tax for the year ended December 31, 2024	-	-	-	-	-	5,745	4,834	-	10,579
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	72,610	4,834	-	77,444
BALANCE, DECEMBER 31, 2024	69,961	\$ 699,612	\$ 62,361	\$ 190,121	\$ 3,480	\$ 298,168	\$ 1,354	\$ -	\$ 1,255,096

The accompanying notes are an integral part of the consolidated financial statements.

FORTUNE INFORMATION SYSTEMS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 90,231	\$ 99,120
Adjustments for:		
Depreciation expense	14,018	15,222
Amortization expense	1,651	1,303
Expected credit loss (reversal of gain)	721	(30)
Finance costs	1,229	3,536
Interest income	(4,806)	(3,793)
Loss (gain) on disposal or retirement of property, plant and equipment, net	145	(451)
Gain on disposal of non-current assets held for sale	(1,440)	-
Reversal of write-down of inventories	(198)	(221)
Gain on foreign exchange, net	(964)	(3)
Changes in operating assets and liabilities		
Contract assets	79,360	66,889
Notes receivable	(2,883)	15,978
Accounts receivable	(77,266)	169,509
Other receivables	37,105	(9,065)
Inventories	28,465	(8,808)
Prepayments	3,519	4,847
Other current assets	6,737	(5,994)
Net defined benefit assets	(260)	790
Contract liabilities	(11,081)	(4,851)
Accounts payable	175,454	(45,277)
Other payables	3,949	11,230
Other current liabilities	22,629	6,220
Cash generated from operations	366,315	316,151
Interest received	4,806	3,982
Interest paid	(1,175)	(3,439)
Income taxes paid	(23,594)	(16,034)
Net cash generated from operating activities	346,352	300,660

(Continued)

FORTUNE INFORMATION SYSTEMS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from redemption upon maturity of financial assets at fair value through other comprehensive income	\$ -	\$ 6,062
Acquisitions of financial assets at amortized cost	(42,269)	(101,617)
Proceeds from disposal of financial assets at amortized cost	79,832	76,543
Proceeds from the disposal of non-current assets held for sale	4,695	-
Acquisition of property, plant and equipment	(2,937)	(2,845)
Proceeds from disposal of property, plant and equipment	9	460
Refundable deposits paid	(34,697)	(3,645)
Acquisitions of Intangible assets	(442)	(389)
Net cash generated from (used in) investing activities	<u>4,191</u>	<u>(25,431)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term borrowings	(30,000)	(135,000)
Decrease in short-term bills payable	(50,000)	(10,000)
Repayment of the principal portion of lease liabilities	(8,645)	(8,547)
Decrease in other non-current liabilities	(2,006)	(10)
Cash dividends paid	(55,969)	(41,976)
Net cash used in financing activities	<u>(146,620)</u>	<u>(195,533)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>1,329</u>	<u>314</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	205,252	80,010
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	<u>383,681</u>	<u>303,671</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	<u>\$ 588,933</u>	<u>\$ 383,681</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

The accompanying notes are an integral part of the consolidated financial statements.

Chairman: SU,MEI-CHUN

General Manager: TANG, YU-HUA, YANG,ZHENG-NING

Principal accounting officer: CHEN, XIU-YUE

FORTUNE INFORMATION SYSTEMS CORP.

2024 Earnings Distribution Proposal

Unappropriated retained earnings as of December 31, 2023		\$ 225,556,663
Net profit	\$66,864,666	
Retained earnings recognized from remeasurement of defined benefit plan	<u>5,745,110</u>	
The amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period		72,609,776
Legal reserve appropriation		(7,260,977)
Reversal of Special Reserve		
Changes in Other Equity Reductions		<u>3,480,478</u>
Retained earnings available for distribution		294,385,940
Appropriation:		
Cash dividends (NT\$ 0.9 per share) ¹		<u>62,965,124</u>
Balance of unappropriated retained earnings		<u>\$ 231,420,816</u>

Note1: The cash dividend for this distribution will be calculated up to the nearest yuan based on the distribution ratio. Any amount less than NT\$ 1 will be rounded down and the total amount of fractional dividends will be included in the company's other income.

Chairman: SU,MEI-CHUN

General Manager: TANG, YU-HUA, YANG,CHENG-NING

Principal Accounting Officer: CHEN, XIU-YUE

FORTUNE INFORMATION SYSTEMS CORPORATION
Comparative Table for the Current and Amended
“Articles of Incorporation”

Amended Articles	Current Articles	Description
<p>Article 27-3 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%. <u>The amount of this employee compensation should be no less than 40% for distribution to entry-level employees.</u> However, if the company still has accumulated losses, the amount should be reserved for future use to make up for the losses.</p> <p>The employees eligible for the employee compensation should include the employees of parents or subsidiaries of the Company meeting certain specific requirements.</p> <p>Employee compensation should be distributed in the form of stocks or cash, and should be resolved by the board of directors according to the law and reported to the shareholders meeting.</p>	<p>Article 27-3 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.</p> <p>The employees eligible for the employee compensation should include the employees of parents or subsidiaries of the Company meeting certain specific requirements.</p> <p>Employee compensation should be distributed in the form of stocks or cash, and should be resolved by the board of directors according to the law and reported to the shareholders meeting.</p>	<p>Amendment to the Order of the Financial Supervisory Commission with Ref. No. Jin-Guan-Zheng-Fa 1130385442</p>
<p>Article 30 (omitted) <u>The 37th amendment was made on June 30th, 2025.</u></p>	<p>Article 30 (omitted) The 36th amendment was made on June 18th, 2024.</p>	<p>Add amendment order.</p>

Attachment 6

List of Candidates for Directors (Including Independent Directors)

Title	Name	Shares Held	Education	Experience	Current Position	Name of the represented legal person
Directors	Tang, Yu-Hua	33,348,481	Master, School of Management, National Taiwan University, Commerce Group	<ul style="list-style-type: none"> Vice President, Fortune Information Systems Corp. 	<ul style="list-style-type: none"> Chairman, Fortune Technology Systems Corporation Director, Fortune Information Systems(Int'l)Ltd. Director, SBAS(HK)Ltd. 	WPG Holdings Limited
Directors	Yuan, Hsing-Wen	33,348,481	Double Bachelor Degrees in Law and Accounting, Soochow University	<ul style="list-style-type: none"> Finance Associate Vice President, Investee Companies under WPG Holdings Ltd. 	<ul style="list-style-type: none"> CFO, WPG Holdings Ltd. Directors and Supervisors, WPG Holdings Ltd.'s Subsidiaries Director, Eesource Corp. Director, Zero One Technology Co., Ltd. Director, Digitimes Inc. 	WPG Holdings Limited
Directors	Chuang, Shih-Hsiung	33,348,481	Master, School of Management, National Taiwan University, Information Management Group	<ul style="list-style-type: none"> Chief Information Officer, WPG Holdings Ltd. Vice President, Investee Companies under WPG Holdings Ltd. Director, the CIO Association of R.O.C. 	<ul style="list-style-type: none"> Consultant at the Digital Innovation Center, WPG Holdings Ltd. 	WPG Holdings Limited
Directors	Yang, Cheng-Ning	33,348,481	Master, Department of Business Administration, Shih Chien University	<ul style="list-style-type: none"> Vice President, Fortune Information Systems Corp. 	<ul style="list-style-type: none"> General Manager, Fortune Technology Systems Corporation 	WPG Holdings Limited
Independent Director	Lin, Shih-Mei(Note)	0	<ul style="list-style-type: none"> Bachelor of Law, National Taiwan University Master of Law, University of London, UK 	<ul style="list-style-type: none"> Dawning Law Office (2014 to present) Island Taiwan Law Office (2012-2014) 	<ul style="list-style-type: none"> Managing Attorney of Dawning Law Office Independent Director, Taimide Technology 	-

				<ul style="list-style-type: none"> • K&L Gates Taipei Office (2008-2012) • J&J Attorneys at Law (2002-2008)(merged into K&LGates) • Kew & Lord Law Office (1997-2000) 	<ul style="list-style-type: none"> • Director, Shin Kong Financial Holding Co., Ltd. • Director, MasterLink Securities Corporation • Responsible Person, Springfruit Cultural Activities Planning Co., Ltd. 	
Independent Director	Wang, Jiann-Chyuan	0	Ph.D. in Economics, Purdue University, USA	<ul style="list-style-type: none"> • Director, Third Research Division, Chung-Hua Institution for Economic Research • Advisor, Ministry of Economic Affairs • Member, Industrial Consultation Committee, Ministry of Economic Affairs • Adjunct Professor, Department of Business Administration, National Taiwan University of Science and Technology 	<ul style="list-style-type: none"> • Vice President, Chung-Hua Institution for Economic Research 	-
Independent Director	Tsang, Kwok-Wah	0	<ul style="list-style-type: none"> • Bachelor of Accountancy, NCCU • Master of EMBA, NCTU 	<ul style="list-style-type: none"> • Partner, retirement from Pricewaterhouse Coopers(PwC) 	<ul style="list-style-type: none"> • Partner of Sunwise CPAs Firm • Independent Directors, GPM • Independent Directors, Sigurd 	-

NOTE : Reason for nominating Independent Director Candidate Lin Shih-Mei, who has consecutively served as the Company's Independent Director for three terms: Ms. Lin Shih-Mei holds a Master of Law degree from the University of London, UK, and possesses a Taiwanese lawyer license. She is proficient in legal matters, has practiced for many years, and has rich practical experience. Her specialties include areas such as company and securities law, foreign investment, mergers and acquisitions, and government procurement. She can contribute her professional knowledge and capabilities to the Company's operational planning and decision-making, exercise independent judgment, and provide valuable opinions. Furthermore, she meets the relevant independence requirements of the "Regulations Governing the Appointment of Independent Directors and Compliance Matters for Public Companies". Therefore, she is continuously nominated as an Independent Director candidate

Attachment 7

Details of the Release of Non-Competition Restrictions for Newly Elected Directors and Other Representatives

Name	Current position(s) in other companies
Tang, Yu-Hua Corporate Representative of WPG Holdings Ltd.	Chairman, Fortune Technology Systems Corporation Director , Fortune Information Systems(Int'l)Ltd. Director, SBAS(HK)Ltd.
Yuan, Hsing-Wen Corporate Representative of WPG Holdings Ltd.	CFO , WPG Holdings Ltd. Directors and Supervisors, WPG Holdings Ltd.'s Subsidiaries Director, Eesource Corp. Director, Zero One Technology Co., Ltd. Director, Digitimes Inc.
Chuang, Shih-Hsiung Corporate Representative of WPG Holdings Ltd.	Consultan at the Digital Innovation Center, WPG Holdings Ltd.
Yang, Cheng-Ning Corporate Representative of WPG Holdings Ltd.	General Manager, Fortune Technology Systems Corporation
Lin, Shih-Mei Independent Directors	Independent Director, Taimide Technology Incorporation Director, Shin Kong Financial Holding Co., Ltd. Director, MasterLink Securities Corporation Responsible Person, Springfruit Cultural Activities Planning Co., Ltd.
Wang, Jiann-Chyuan Independent Directors	NONE
Tsang, Kwok-Wah Independent Directors	Independent Directors, GPM Independent Directors, Sigurd

Appendix 1

FORTUNE INFORMATION SYSTEMS CORPORATION

Articles of Incorporation

Chapter 1: General Provisions

Article 1

The Company shall be established in accordance with the provisions of the Company Act, and its name shall be " FORTUNE INFORMATION SYSTEMS CORPORATION ".

Article 2:

The business scope of the company shall include the following:

1. Agency, import and export trade, rental, repair, maintenance services of office automation equipment, parts, accessories and supplies.
2. Agency, import and export trade, rental, repair, maintenance, design, manufacture, processing and assembly services of computer and other information equipment and its peripherals, parts, accessories and supplies.
3. System analysis and programming services of computer and other information software.
4. Agency, import and export trade, rental, repair and maintenance, design and assembly services of educational equipment, design equipment, manufacturing equipment, machinery automation equipment, machinery computerization equipment, and robots and their parts, accessories, and supplies.
5. Agency, import and export trade, rental, repair, and maintenance services of microfilm equipment and computer output microfilm equipment and their parts, accessories and supplies.
6. Data processing services on behalf of customers using computer microfilm equipment or other information equipment.
- g. Computer information management consulting services.
7. Operation of computer information data processing and telecommunications value-added network services.
8. Import and export trade and agency services for the above products.
9. I301030 electronic information supply services.
10. IZ12010 human resource dispatch services.
11. ZZ9999 In addition to the licensed business, it may engage in business not prohibited or restricted by law.

Article 2-1

The Company may, with the approval of the board of directors, provide mutual guarantees to related businesses for the needs of its operations.

Article 2-2

The amount of the company's investment shall not be subject to the limitation of 40% of its paid-in capital.

Article 3

The Company's headquarters is located in Taipei City, and branch offices may be established domestically or abroad as deemed necessary by resolution of the board of directors.

Article 4 (Deleted)

Chapter 2: Shares

Article 5

The capital stock of the Company is set at NT\$1,070 million, divided into 107 million shares, with a par value of NT\$10 per share, and shall be issued in stages. When the Company's shares can legally be repurchased by the Company, the authorized board of directors shall make regulations accordingly.

Item 1 of the capital stock reserves NT\$100 million for issuing employee stock option certificates, totaling 10 million shares, with a par value of NT\$10 per share, which may be issued in stages according to the resolution of the board of directors.

Article 5-1

If the Company intends to transfer the repurchased shares of the Company to employees at a price lower than the actual average purchase price of the shares, it shall report to the latest shareholder meeting resolution in accordance with relevant regulations before the transfer can be processed.

If the Company intends to issue employee stock option certificates at a price lower than the closing price of the Company's ordinary shares on the issue date, it shall report to the latest shareholder meeting resolution in accordance with relevant regulations before issuance can be carried out.

The second item of the employees may include employees of parents or subsidiaries of the Company meeting certain specific requirements.

Article 6

The Company's shares shall be in the form of registered shares, signed or stamped and numbered by the representative director of the company, and shall be issued after being endorsed by a bank that is legally qualified to act as a stock issuance endorsement agent.

The shares issued according to the provisions of the preceding paragraph shall be registered or stored with a securities central depository and clearing corporation, and may also be combined and reissued in large denominations at the request of the securities central depository and clearing corporation.

The shares issued by the company may be exempt from printing stock certificates and shall be registered with the securities central depository and clearing corporation.

Article 7

The handling of the Company's shares shall be conducted in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies."

Article 8 (Deleted)

Article 9

When shareholders transfer shares of the Company, they shall, unless otherwise provided by applicable laws, apply jointly with the transferee for transfer registration to the Company, and the transfer shall be registered in the shareholders' register. The transfer of rights and obligations from the original shareholder to the transferee shall take effect upon completion of the registration by the company. Transfer registration shall be suspended within 60 days before a general meeting of shareholders, 30 days before a special meeting of shareholders, or 5 days before a date determined by the company as the basis for distribution of dividends or other benefits in accordance with law.

Chapter 3: Shareholders' Meeting

Article 10

The shareholders' meeting of the Company shall be divided into two types:

1. Regular meeting of shareholders: held once a year in the location of the company, to be convened by the Board of Directors within six months after the end of the fiscal year in accordance with the law.
2. Special meeting of shareholders: to be convened when necessary in accordance with relevant laws. The Audit Committee may also convene the ad-hoc shareholders' meeting if deemed necessary.

Article 10-1

The shareholders' meeting of the Company may be held via video conference or other methods announced by the central competent authority.

Article 11

The notice of regular meeting of shareholders shall be given to each shareholder 30 days in advance; the notice of special meeting of shareholders shall be given to each shareholder 15 days in advance.

Article 12

Unless otherwise provided by law, the resolution of the shareholders' meeting of the Company shall be adopted by the attendance of more than half of the total number of shares represented and the consent of more than half of the voting rights of the attending shareholders. However, in the following circumstances, the voting rights shall require the personal attendance or representation of more than two-thirds of the total number of issued shares and the consent of more than half of the voting rights of the attending shareholders:

1. Purchase or merger with other domestic or foreign enterprises.
2. Dissolution, liquidation or division.

Each share has one voting right. However, the shares of a shareholder under the circumstances specified in Article 179-2 of the Company Act shall have no voting rights.

The voting rights for the election of shareholders shall be equal to the number of candidates for election for each share.

Article 13

The chairman of the board of directors shall preside over the shareholders' meeting. In the event that the chairman cannot attend, the vice chairman shall preside if one is appointed. If the vice chairman is unable to attend or if no vice chairman has been elected, the directors shall appoint one of their own as chairman. If the meeting is called by someone other than the board of directors, the person calling the meeting shall preside as chairman. In the event that there are two or more persons calling the meeting, they shall appoint one of themselves as chairman.

Shareholders who cannot attend the shareholders' meeting may authorize another person to attend on their behalf by means of a power of attorney issued by the company and in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies as announced by the competent authorities and the Company Act.

Article 14

Minutes of the shareholders' meeting shall be prepared and the chairman shall sign or stamp them. The minutes shall be distributed to the shareholders within twenty days after the meeting. The distribution may be made by means of public announcement. The preparation and distribution of the minutes may be made by electronic means.

Chapter 4 Directors and the Board of Directors

Article 15

The Board of Directors of the Company shall consist of seven directors (including at least three independent directors, and the number of seats held by independent directors shall not be less than one fifth of the total number of seats held by all directors), who shall be nominated by the general meeting of shareholders. The total proportion of shares held by all directors shall be in accordance with the regulations of the securities regulatory authority.

The qualifications, shareholdings, restrictions on concurrent positions, nomination and election procedures, and other matters to be observed for independent directors under the first paragraph shall be handled in accordance with the relevant regulations of the securities regulatory authority.

Article 15-1

In accordance with the regulations of the Securities and Exchange Act, the Company may establish an Audit Committee. The provisions of this chapter regarding the supervisor shall become invalid at the same time. The powers and duties previously exercised by the supervisor under the Company Act, Securities and

Exchange Act, and other laws shall be exercised by the Audit Committee.

The Audit Committee shall be composed of all independent directors, and the number of members of the Audit Committee, the term of office, the rules of procedure for its meetings, and the resources the Company shall provide when the Audit Committee exercises its powers shall be specified in the organizational rules of the Audit Committee as provided by law.

Article 16

The term of a director is three years, and he/she may be reelected continuously. If the number of directors falls below one-third of the total, the board of directors shall convene an extraordinary meeting of shareholders within 60 days to fill the vacancy, and the term of the replacement director shall be limited to the remaining term of the original director.

Article 17

The Company shall have one Chairman, elected by the directors present who make up more than two-thirds of the total, and with the consent of the directors present who make up more than half of the total. The company may also have one Vice Chairman, elected in the same manner.

Article 18

The Chairman shall represent the company in accordance with the law and preside over the board of directors.

Article 19

The board of directors shall hold regular meetings in accordance with the provisions of the law, and shall be convened and presided over by the Chairman. In case of emergency, the board of directors may be convened at any time by electronic mail or other written notice. The resolution of the board of directors shall be adopted by the agreement of more than half of the directors present, unless otherwise provided by the Company Act. If the Chairman is unable to attend the meeting due to any reason, the Vice Chairman shall act as chairman. If the Vice Chairman is also unable to perform his/her duties or if there is no Vice Chairman elected, the Chairman may appoint one director to act as chairman. If a director is unable to attend the meeting for any reason, he/she may delegate another director to act on his/her behalf. A director who participates in a meeting via video conference shall be considered as personally present.

Article 20

The scope of duties and power of the board of directors shall be as follows:

1. To formulate the company's organizational regulations and operational rules.
2. To approve the business and financial policies.
3. To approve the budget.
4. To draft plans for the distribution of profits.
5. To approve the reports submitted to the shareholders' meeting and important proposals.
6. To approve important regulations.
7. To approve important contracts.
8. To approve the establishment and elimination of branch offices.
9. Appointment and dismissal of managers. The definition of managers shall be in accordance with applicable laws or interpretations by regulatory authorities.
10. To approve other important matters.

Article 21

When the board of directors is in recess, the company's business shall be carried out by the chairman of the board of directors.

Chapter 5 (deleted)

Article 22
(deleted)

Article 23
(deleted)

Article 24
(deleted)

Chapter 6 Managers

Article 25

The Company may appoint one or more general managers, and their appointment, removal, and compensation shall be handled in accordance with Article 29 of the Company Act.

Chapter 7 Accounting

Article 26

The Company shall have an accounting year from January 1 to December 31 of each year, and after the annual settlement, the following books shall be prepared and sent to the Audit Committee for review. After being confirmed without error, they shall be presented to the general meeting of shareholders for recognition.

1. Business report.
2. Financial statements.
3. Proposal for distribution of profits or compensation for losses.

Article 27

When the Company completes the annual settlement, compensates for previous losses, and distributes profits, it shall first set aside 10% as the legal profit reserve. However, when the legal profit reserve has reached the paid-in capital of the Company, no further set aside is required. The remaining shall be set aside as required by law or as the special profit reserve, and then the board of directors shall prepare a proposal for profit distribution and present it to the general meeting of shareholders for resolution.

Article 27-1

The expenses for the directors, and the salary for the chairman, shall be determined by the board of directors based on the relevant industry standards. The chairman shall also be granted other benefits in accordance with the relevant regulations for the salary of employees.

Article 27-2

The Company is currently in the growth phase of its industry life cycle, and in order to consider the future funding needs of the Company and meet the needs of shareholders for cash inflows, if there are undistributed profits after the annual settlement, not less than 60% of the post-tax net profit shall be distributed as dividends to shareholders, of which cash dividends shall not exceed 50% of the total cash and stock dividends paid out during the year. However, when the earnings per share for the year are less than NT\$ 3, the proportion of cash dividends paid out may be increased to a maximum of 100%.

Article 27-3

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. The employees eligible for the employee compensation should include the employees of parents or subsidiaries of the Company meeting certain specific requirements. Employee compensation should be distributed in the form of stocks or cash, and should be resolved by the

board of directors according to the law and reported to the shareholders meeting.

Chapter 8 Appendix

Article 28

The organizational regulations and details of procedures of the company shall be established separately.

Article 29

In case of any matter not fully covered in this constitution of the company, it shall be handled in accordance with the provisions of the Company Act and relevant laws and regulations.

Article 30

This constitution was established on February 13th, 1977.

The 1st amendment was made on March 10th, 1977.

The 2nd amendment was made on February 10th, 1979.

The 3rd amendment was made on October 20th, 1981.

The 4th amendment was made on March 10th, 1982.

The 5th amendment was made on April 5th, 1982.

The 6th amendment was made on May 12th, 1982.

The 7th amendment was made on April 27th, 1984.

The 8th amendment was made on June 15th, 1985.

The 9th amendment was made on April 23rd, 1987.

The 10th amendment was made on April 15th, 1988.

The 11th amendment was made on December 21st, 1988.

The 12th amendment was made on April 7th, 1989.

The 13th amendment was made on April 23rd, 1990.

The 14th amendment was made on August 25th, 1991.

The 15th amendment was made on May 3rd, 1993.

The 16th amendment was made on May 21st, 1995.

The 17th amendment was made on May 30th, 1996.

The 18th amendment was made on May 21st, 1997.

The 19th amendment was made on May 6th, 1998.

The 20th amendment was made on June 16th, 1999.

The 21st amendment was made on May 10th, 2000.

The 22nd amendment was made on May 27th, 2001.

The 23rd amendment was made on May 15th, 2002.

The 24th amendment was made on June 14th, 2004.

The 25th amendment was made on June 15th, 2005.

The 26th amendment was made on June 17th, 2007.

The 27th amendment was made on June 10th, 2009.

The 28th amendment was made on September 11th, 2009.

The 29th amendment was made on June 17th, 2010.

The 30th amendment was made on June 18th, 2012.

The 31st amendment was made on June 17th, 2014.

The 32nd amendment was made on June 21st, 2016.

The 33rd amendment was made on June 23rd, 2020.

The 34th amendment was made on July 20th, 2021.

The 35th amendment was made on June 24th, 2022.

The 36th amendment was made on June 18th, 2024.

FORTUNE INFORMATION SYSTEMS CORPORATION
Rules of Procedure for Shareholders Meetings

June 18, 2024 amended

Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

Unless otherwise stipulated by Regulations Governing the Administration of Shareholder Services of Public Companies, the convening of shareholder meetings via video conferencing by the Company should be specified in the Articles of Incorporation, approved by the board of directors. Additionally, decisions regarding virtual shareholder meetings must be implemented based on resolutions adopted by the board of directors with the attendance of at least two-thirds of the directors and the consent of more than half of the attending directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders

meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform. The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Its main content should be placed on the website designated by the securities regulatory authority or the company, and the URL of the website should be indicated in the notice.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall

publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

Article 6

The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

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

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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

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

Article 6-1

To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or

on which the meeting will resume.

B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.

C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except in cases stipulated by Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the company shall provide shareholders with access to connection devices and necessary assistance, and specify the period for shareholders to apply to the company and other relevant matters to be noted.

Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one independent director in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board

of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but

the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the

rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights

are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Voting should be conducted publicly at the shareholders' meeting, the results of the vote should be reported on the spot, and a record should be made.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

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

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14

The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the

number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online

Article 16

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

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

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19

In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20

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

Article 21

In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend

the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

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

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 22

When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Except in cases stipulated by Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the company shall provide

shareholders with access to connection devices and necessary assistance, and specify the period for shareholders to apply to the company and other relevant matters to be noted.

Article 23

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 3

The Regulations for Board Director Elections

Revised on July 20, 2021

Article 1

The election of directors in the company shall be conducted in accordance with these regulations

Article 2

The qualifications of independent directors in the company shall comply with the provisions of Articles 2, 3, and 4 of the 'Regulations Governing the Appointment of Independent Directors and Compliance Matters for Public Companies.

Article 3

The election of directors in the company shall adhere to the nomination system procedure as stipulated in Article 192-1 of the Company Act. This involves reviewing the qualifications, educational and professional background, and any circumstances listed in Article 30 of the Company Act for each director candidate. No additional qualification requirements or supporting documents shall be arbitrarily added. The results of the review should be provided to the shareholders for reference to elect suitable directors.

In the event of the dismissal of directors resulting in fewer than five members, the company shall conduct a supplementary election at the nearest shareholder meeting. However, if the number of vacant director positions reaches one-third of the seats specified in the articles of incorporation, the company shall convene an extraordinary shareholder meeting for a supplementary election within sixty days of the occurrence of the vacancy.

If the number of independent directors is less than that required by the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, the company shall conduct a supplementary election at the nearest shareholder meeting. If all independent directors are dismissed, the company shall convene an extraordinary shareholder meeting for a supplementary election within sixty days of the occurrence of the vacancy.

Article 4

The election of directors in the company shall adopt the method of cumulative voting by individual shareholders. Each share shall have voting rights equal to the number of directors to be elected, and the shareholder may concentrate the votes on one candidate or distribute the votes among several candidates. The identification of the voter may be represented by the attendance certificate number printed on the ballot.

Article 5

The directors of the company shall be appointed by the shareholders' meeting from candidates with legal capacity, in accordance with the quotas stipulated in the company's articles of

incorporation. The voting rights for independent directors and non-independent directors shall be calculated separately. The candidates with higher voting rights shall be elected in sequence. In case of a tie in voting rights for two or more candidates, exceeding the designated quota, the tie shall be decided by drawing lots among those with equal voting rights. In the absence of the candidates, the drawing of lots shall be conducted by the chairman.

Article 6

At the beginning of the election, the chairman shall designate a certain number of scrutineers and vote counters to carry out various related tasks.

Article 7

The Board of Directors shall prepare an equal number of ballots as the number of directors to be elected, indicating their respective voting weights, and distribute them to the shareholders attending the shareholders' meeting.

Article 8

The ballot box shall be prepared by the company and, prior to voting, shall be publicly inspected by the scrutineer.

Article 9

A vote shall be considered invalid under the following circumstances:

- (I) Not using the election ballot as stipulated in these regulations.
- (II) Casting a blank election ballot into the ballot box.
- (III) Illegible handwriting that cannot be identified.
- (IV) The filled-in candidate does not match the list of director candidates after verification.
- (V) Including additional text other than the name of the candidate and the allocated voting rights.

Article 10

After the completion of voting, the ballots shall be counted on the spot. The results of the count shall be announced by the chairman on the spot, including the list of elected directors and the corresponding number of votes.

Article 11

Elected directors shall be individually issued a notification of election by the Board of Directors.

Article 12

This regulation shall be implemented upon approval by the Board of Directors and subsequent approval by the shareholders' meeting. The same applies to any amendments.

FORTUNE INFORMATION SYSTEMS CORP.

Shareholding of Directors

1. The paid-in capital of the Company is NT\$ 699,612,490, and the total number of issued shares is 69,961,249 shares.
2. According to the "Rules and Review Procedures for Shareholding Proportions of Directors of Publicly Offered Companies," all directors must hold no less than 5,596,899 shares.
3. As of the record date of this shareholder meeting and the suspension of share transfer, the individual and total shareholdings of the directors recorded in the shareholder meeting are as follows:

May 02, 2025			
Title	Name	Shares	Percentage
Director	Note	-	-
Director	Note	-	-
Director	Note	-	-
Director	Note	-	-
Independent Director	LIN, SHI-MEI	0	0%
Independent Director	LIN, QIAN-RU	0	0%
Independent Director	LIN, YING-SHAN	0	0%
Total		0	0%

Note :The directors CECGP Electronics Corp. and Standard Plastics Ltd. participated in the public tender offer initiated by WPG Holdings Ltd. to acquire all shares of Fortune Information Systems Corp. held by them. The share transfer was completed on April 29, 2025. As the number of shares transferred exceeded half of the shareholding at the time of their election, the directors are deemed to have naturally vacated their positions in accordance with the law.