

# Fortune Oriental Co., Ltd.

## Minutes of 2025 1st Special Shareholders' Meeting

(Translation)

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

Date : December 17, 2025(Wednesday)at 9:00 a.m.

Place : Taoyuan Administration Building

(No. 19, Aly. 51, Ln. 50, Daren Rd., Taoyuan Dist., Taoyuan City.)

Method of Convening the Meeting : Physical shareholders' meeting

Shares represented at the meeting :

49,331,140 shares were represented by the shareholders and proxies present (including 45,489,827 shares represented by shareholders executing voting rights through e-voting), which amounted to 60.15% of the Company's 82,008,000 issued and outstanding shares.

Chairman : Chen, Pi-Hua / Recorder : Hao,Pey-Ling.

Directors present : Chen, Pi-Hua, Chairman of the Board of Directors

Lo, Kuang-Wei, Director

Lo, Kuang-Li, Director

Hu,Ming-Song, Independent director (Audit Committee Convener)

Yang, Cheng-Tsung, Independent director

Chen,Chin-Yueh, Independent director

Attendees : Huang, Shih-Chia, CPA, G&F ; Lin,Hsiu-Hsiang, Attorney ; Lin,Chih-Tsung, CFO

### 1. Announcement of Commencement of the meeting :

The Aggregate shareholding of the shareholders present constituted a quorum. The Chairman called the meeting to order.

### 2. Chairman's Remarks: (omitted)

### 3. Reports matters

### 4. Matters for Discussion

Proposal 1.

(Proposed by the Board )

Subject : The company intends to issue common shares for cash capital increase through private placement, kindly proceed with discussion.

Explanation:

1. To enrich operating funds, reinvest, or meet funding needs for long-term business development, with the objective of enhancing competitiveness or facilitating the introduction of strategic investors for technical collaboration, business cooperation, or strategic alliance opportunities and taking into account the timeliness, convenience and issuance cost of fundraising, the company intends to issue common shares in cash through private placement in accordance with Article 43-6 of the Securities and Exchange Act. The issuance amount shall not exceed 40,000,000 shares, with a par value of NT\$10 per share, and shall be carried out in three installments within one year from the date of the resolution of the meeting of shareholders.

2. Basis and rationality of price setting :

(1) The price of the common shares in this private placement will be determined by calculating the simple arithmetic average of the closing prices of the common shares 1, 3 or 5 business days before the pricing date, minus the ex-rights and dividends for the gratuitous allotment, and adding back the ex-rights price for the capital reduction, or the simple arithmetic average of the closing prices of the common shares 30 business days before the pricing date, minus the ex-rights and dividends for the gratuitous allotment, and adding back the ex-rights price for the capital reduction. The higher of the two base calculation prices will be used as the reference price. The actual issue price will be determined at no less than 80% of the reference price.

(2) The actual issue price of the private placement of common shares will be determined based on the Company's operating conditions, future prospects, the three-year restriction on free transfer and the recent stock price, and will be determined in accordance with the "Directions for Public Companies Conducting Private Placements of Securities" and current laws and regulations. Therefore, the price should be set reasonably. Based on the aforementioned pricing principles, if the price of the private placement common stock is lower than the par value of the stock, resulting in an increase in accumulated losses that has an impact on shareholders' equity, it will be handled by offsetting the losses with profits generated in future years , additional paid in capital or by reducing capital, depending on the company's future operations and market conditions.

3. Specific person selection method :

The target of the private placement placees is limited to specific persons who meet the requirements of Article 43-6 of the Securities and Exchange Act and the Financial Supervisory Commission's Order No. 1120383220 issued on September 12, 2013, or strategic investors who meet the requirements of the "Directions for Public Companies Conducting Private Placements of Securities". There are no placees at present.

I. If the applicant is a strategic investor, the selection method and purpose, necessity and expected benefits :

(1) Selection method and purpose: Placees are selected to increase the company's profits by using their own experience, technology, knowledge, brand or channels, etc., through vertical integration of the industry, horizontal integration or joint research and development of products or markets, to help the company improve technology, improve quality, reduce costs, increase efficiency, expand the market and other benefits.

(2) Necessity and expected benefits: Considering that the transfer restrictions of private placement securities can ensure the long-term cooperative relationship between the

company and strategic investors, it is necessary. Moreover, the use of private placement funds will be in response to the needs of the company's operational development, which will enhance competitiveness, improve efficiency, and have a positive impact on the company's operations and shareholders' interests.

II. If the applicant is an insider or related person of the Company :

Selection method and purpose : Priority will be given to insiders or related persons who have a considerable understanding of the company's operating conditions and can directly or indirectly benefit the company's future operations. In addition, considering that insiders or related persons are specific persons, they already have a certain degree of understanding of the company's operations. If they can participate in the private placement, they should be able to smoothly inject the funds needed for the company's operations in the short term and strengthen the company's operating health and competitiveness.

Possible Placees	Relationship with the Company
Guang Shen Investment Limited	Corporate director of the Company and a major shareholder holding more than 10% of shares
Chen, Pi-Hua	Chairman of the Company and concurrently Chief Strategy Officer
Lo, Kuang-Wei	Director of the Company and concurrently General Manager
Lo, Kuang-Li	Director of the Company

If the applicant is a legal person, the following matters should be disclosed: :

Placees	Names of its top ten shareholders (Shareholding ratio)	Relationship with the Company
Guang Shen Investment Limited	Li, Kuo-Lung (100%)	Chairman of the Company's corporate director

4. Necessary reasons for conducting private placement :

- (1) Reasons for not adopting a public offering: Considering the timeliness, feasibility and issuance costs of raising capital, and considering that private placement securities are subject to the regulation that they cannot be freely transferred within three years, in order to ensure a long-term equity relationship between the Company and the issuers, the Company intends to issue the shares through private placement rather than through public offering.
- (2) The use of funds from the private placement in batches and the expected benefits are as follows :

Handling frequency	Number of private placement shares	Use of funds	Expected benefits
1st	20,000,000	To enrich operating funds, reinvest, or meet funding needs for long-term business development, with the objective of enhancing competitiveness or facilitating the introduction of strategic investors for technical collaboration, business cooperation, or strategic alliance opportunities.	Improve the financial structure, strengthen the technology or business required for the company's operations, and enhance future operating performance.
2nd	10,000,000		
3rd	10,000,000		
With respect to the estimated number of shares for the first, second, and third private placements mentioned above, all or part of the previously unissued shares and/or the subsequently estimated number of shares to be issued may be issued together when each private placement is actually carried out, but the total number of shares to be issued shall not exceed 40,000,000 shares.			

5. The Company does not exclude any places who meet the qualifications for a private placement. However, given the current economic environment full of uncertainties, the Company will primarily approach internal personnel or related parties as potential private placement investors. In addition, within one year prior to the Board of Directors' resolution to conduct this private placement of securities, there was a change of more than one-third of the Board seats due to a full re-election of directors. Furthermore, if all of the privately placed common shares are used for introducing strategic investors, a change in control of the Company cannot be ruled out. Therefore, in accordance with the "Directions for Public Companies Conducting Private Placements of Securities" the Company has engaged a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement. Please refer to the attachment 1.
6. The rights and obligations of the common shares issued in this private placement are the same as those of the common shares already issued by the Company, except that, pursuant to Article 43-8 of the Securities and Exchange Act, they may only be freely transferred three years after the date of delivery or transfer, except in certain circumstances, and three years after the date of delivery of the common shares in the private placement, an application for supplementary public issuance and listing for trading shall be filed in accordance with relevant laws and regulations.
7. The main contents of this private placement plan, in addition to the private placement pricing ratio, include the issue price, issue conditions, issue time, fundraising amount, applicant selection or other related matters. It is proposed to submit to the shareholders' meeting to authorize the board of directors to determine, adjust and fully handle them according to market conditions and the company's operating needs. If changes or amendments are necessary due to amendments to laws or regulations or regulations of competent authorities, or based on operational assessments or the impact of objective circumstances, the Company intends to request the shareholders' meeting to authorize the board of directors to handle the matter with full authority.

- 8. The independent directors expressed no objection or reservation to this private placement case.
- 9. Submitted for discussion.

Resolution: The above proposal was accepted as submitted.

Voting Results : Shares represented at the time of voting : 49,331,140

Votes in Favor		Votes against		Votes invalid		Votes abstained	
Shares	%	Shares	%	Shares	%	Shares	%
49,314,827	99.96%	2,866	0.00%	0	0	13,447	0.02%

5. Questions and Motions : (None.)

6. Adjournment : Meeting ended at 09:11am

(No inquiries were raised by shareholders at the Shareholders' Meeting)