

# FIT Holding Co., Ltd.

## 2025 Annual General Shareholders' Meeting Minutes

**Meeting Type:**Physical Shareholders' Meeting

**Time:** 9:00 a.m., May 28, 2025 (Wednesday)

**Venue:** No. 49, Section 4, Zhongyang Road, Tucheng District, New Taipei City (Conference Room, 2nd floor)

**Total Shares represented by shareholders presented in person or by proxy:**

The total number of shares represented at the meeting was 141,263,765 shares (including 117,208,481 shares voted electronically), which constitutes 57.37% of our company's total issued shares of 246,242,146 shares.

**Chair:** T.C. Gou, Chairman of the Board of Directors

**Recorder:** Yi-Hsien Tseng

**Directors present:**

Chairman T.C. Gou

Director Kufn Lin

Director Jeffrey Cheng

Director Hwee Kian Lim

Director Wilson Hu

Director Semi Wang

Independent Director Ralph Chen (the Convener of Audit Committee)

Independent Director Chen-Rong Chiang

Independent Director Hong Te Lu

There are eight directors attended the meeting, exceeding half of the total number of directors.

**Attendees:**

The President of Power Quotient International Co., Ltd. Freddy Gou

The Accountant Zhou, Hsiao-Zi

The Lawyer James Lee

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

**Chairman's Address:** (Omitted)

## **I. Report Items**

### **Proposal 1**

Proposal : The Company's business report for the year 2024; please review.

Explanation : Please refer to Annex I for the business report.

### **Proposal 2**

Proposal : Audit Committee's report on the review of the Company's final accounts for the year 2024; please review.

Explanation : Please refer to Annex II for the Audit Committee's review report.

### **Proposal 3**

Proposal : Report on the Company's distribution of earnings in cash for the year 2024; please review.

Explanation : I. The Company's 2024 earnings distribution cash dividend per share is NT\$3. (calculated to NT\$1, rounded up to the nearest NT\$1, with the difference charged to the Company's expenses).

II. The chairman of the board is authorized to determine the ex-dividend date, issue date and other relevant matters. If the dividend rate is subject to change due to the change of the number of outstanding ordinary shares of the Company, the chairman of the board is also authorized to handle it with full authority.

### **Proposal 4**

Proposal : Report on the Company's distribution of remuneration of employees and directors for the year 2024; please review.

Explanation : In accordance with the Company's Articles of Incorporation, the Company distributed NT\$73,000,000 as the remuneration for its employees and NT\$10,610,000 as the remuneration for its directors in 2024, and all of them were paid in cash.

## **II. Matters for Approval**

### **Proposal 1 Proposed by the Board of Directors**

Proposal : 2024 Business Report and financial statements of the Company; please recognize.

Explanation : I. The financial statements of the Company for the year 2024 have been audited by PwC Taiwan, and have been reviewed together with the business report by the Audit Committee, and a written review report is issued accordingly.

II. Please refer to Annex I to Annex III for the related documents.

Resolution : The above proposal is and hereby was approved as proposed.

Voting Results : Shares present at the time of voting: 140,336,406 (including 117,208,481 shares from electronic voting).

Voting Results		% of the represented share present
Votes in favor ( electronic votes )	129,354,020 ( 106,273,176 )	92.17%
Votes against ( electronic votes )	278,703 ( 278,703 )	0.19%
Invalid Votes ( electronic votes )	0 ( 0 )	0.00%
Votes abstained/Not Voted ( electronic votes )	10,703,683 ( 10,656,602 )	7.62%

Proposal 2 Proposed by the Board of Directors

Proposal : 2024 earnings distribution of the Company; please recognize.

Explanation : The earnings distribution table of the Company for the year 2024 was approved by the board meeting, and the review by the Audit Committee has been completed , Please refer to Annex IV.

Resolution : The above proposal is and hereby was approved as proposed.

Voting Results : Shares present at the time of voting: 140,336,406 (including 117,208,481 shares from electronic voting).

Voting Results		% of the represented share present
Votes in favor ( electronic votes )	129,428,225 ( 106,300,381 )	92.22%
Votes against ( electronic votes )	381,545 ( 381,545 )	0.27%
Invalid Votes ( electronic votes )	0 ( 0 )	0.00%
Votes abstained/Not Voted ( electronic votes )	10,526,636 ( 10,526,555 )	7.50%

### III. Matters for Discussion

Proposal: Amendment to the Company Corporate Charter (Articles of Incorporation). Please proceed to discuss. (Proposed by the Board of Directors)

Explanation: According to the Financial Supervisory Commission's Letter No. Jin-Guan-Zheng-Fa-Zi No. 11303854422, dated November 8, 2024, TWSE/TPEx-listed companies shall stipulate in their Articles of Incorporation that a certain percentage of annual earnings be allocated for salary adjustments or remuneration to entry-level employees. The Company's "Articles of Incorporation" are proposed to be amended. The comparison table of the amendments is attached as Annex V .

Resolution : The above proposal is and hereby was approved as proposed.

Voting Results : Shares present at the time of voting: 140,336,406 (including 117,208,481 shares from electronic voting).

Voting Results		% of the represented share present
Votes in favor ( electronic votes )	129,554,810 ( 106,426,966 )	92.31%
Votes against ( electronic votes )	251,847 ( 251,847 )	0.17%
Invalid Votes ( electronic votes )	0 ( 0 )	0.00%
Votes abstained/Not Voted ( electronic votes )	10,529,749 ( 10,529,668 )	7.50%

#### IV. Matters for Election

Proposal: The election of the Company's directors, please proceed to vote. (Proposed by the Board of Directors)

- Proposal : 1. The Company's current term of directors will expire on June 16, 2025; therefore, the Company proposes to re-elect all directors prior to the annual general meeting of shareholders this year.
2. Nine directors (including three independent directors) will be elected. The terms of office of the Directors to be elected shall be three years, commencing on May 28, 2025 and expiring on May 27, 2028. The Company adopts a candidate nomination system, and shareholders shall elect the directors from the list of director (independent director) candidates.
3. The list of director candidates was reviewed and approved by the Board of Directors at their meeting on March 7, 2025. Please refer to Annex VI for their education qualifications, experience and other relevant information.
4. Please proceed to vote.

Resolution : The elected directors (including independent directors) are as follows :

Title	Name	Elected
Direct	Representative of Foxlink International Investment Ltd. : T.C. Gou	139,624,464
Direct	Representative of Foxlink International Investment Ltd. : Kufn Lin	135,983,319
Direct	Representative of Hsin Hung International Investment Co., Ltd. : Jeffrey Cheng	131,909,154
Direct	Representative of Hsin Hung International Investment Co., Ltd. : Hwee Kian Lim	131,802,636
Direct	Representative of Taiwan Foxlink Investment Co., Ltd. : Wilson Hu	131,758,460
Direct	Representative of Taiwan Foxlink Investment Co., Ltd. : Semi Wang	131,642,442

Independent director	Ralph Chen	122,268,546
Independent director	Chen-Rong Chiang	117,951,134
Independent director	Hong Te Lu	117,942,872

## V. Matters for Others

Proposal : The release of non-competition restrictions for newly elected directors and their representatives of the Company. (Proposed by the Board of Directors)

Proposal : 1. Article 209 (1) of the Company Act stipulates that "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval".

2. The Company proposed to release the non-competition restrictions for newly elected directors and their representatives in other companies in the same industry to be approved by the shareholders' meeting.

3. Please refer to Annex VII for the information on the release of non-competition restrictions .

Resolution : The above proposal is and hereby was approved as proposed.

Voting Results : Shares present at the time of voting: 140,336,406 (including 117,208,481 shares from electronic voting).

Voting Results		% of the represented share present
Votes in favor ( electronic votes )	129,449,290 ( 106,321,446 )	92.24%
Votes against ( electronic votes )	313,939 ( 313,939 )	0.22%
Invalid Votes ( electronic votes )	0 ( 0 )	0.00%
Votes abstained/Not Voted ( electronic votes )	10,573,177 ( 10,573,096 )	7.53%

VI. **Extempore Motions** : None.

VII. **Adjournment** : The meeting was adjourned at am 9:20

VIII. **There were no questions from shareholders at this shareholders' meeting.**