

Fitipower Integrated Technology Inc.
2025 Annual Shareholders' Meeting plans to issue common shares by
private placement through cash capital injection.

Explanation:

1. In alignment with operational growth and to seek opportunities for industrial cooperation or strategic alliances aimed at expanding market presence and creating long-term shareholder value, it is proposed that the shareholders' meeting authorize the Board of Directors to judiciously select an appropriate time—without causing significant changes in management rights—to proceed with a private placement of common shares under Article 43-6 of the Securities and Exchange Act and related regulations. The number of shares issued will not exceed 10,000,000 shares and will be executed once or in stages within one year from the date of the shareholders' meeting resolution.
2. According to Article 43-6 of the Securities and Exchange Act and the "Directions for Public Companies Conducting Private Placements of Securities," the following details must be specified:
 - (I) Basis and Rationality for Private Placement Pricing:
 - (1) The pricing of the privately placed common shares shall be based on at least 80% of the higher of the following two standards calculated on the pricing date:
 - A. The simple arithmetic average of the closing prices of common shares on either the 1st, 3rd, or 5th business day before the pricing date, adjusted for bonus shares as well as dividends, plus any adjustment for a reduction in capital.
 - B. The simple arithmetic average of the closing prices of common shares over the 30 business days prior to the pricing date, adjusted similarly for bonus shares and dividends.
 - (2) The actual pricing date and issuance price of the private placement shares will be determined by the Board of Directors within the limits approved by the shareholders' meeting, based on future market conditions and the selection of strategic investors.
 - (3) Apart from complying with the regulations outlined in the " Directions for Public Companies Conducting Private Placements of Securities," the rationale for setting the price of the private placement also considers the strict limitations on the transferability of the securities within three years from the date of issuance. These restrictions include limits on the timing, the parties involved, and the quantity of shares that can be transferred. Furthermore, these securities cannot be publicly offered or listed with the regulatory authorities until three years after issuance, contributing to lower liquidity. Therefore, the setting of this private placement price is considered reasonable.
 - (II) Selection and Purpose of Specific Investors, Necessity, and Anticipated Benefits:

The targets for this private placement are strategic investors who meet the qualifications specified under Article 43-6 of the Securities and Exchange Act and the directives of the Financial Supervisory Commission dated September 12, 2023

(Document No. 1120383220), and who can assist our company in enhancing technology, improving quality, reducing costs, increasing operational efficiency, and expanding market reach, and who align with our company's management philosophy. The purpose, necessity, and expected benefits of engaging with these strategic investors are to meet our company's long-term development needs through their technology, knowledge, or distribution channels, which will aid in achieving the aforementioned benefits. Matters related to the appointment of specific individuals are proposed to be fully authorized to the Board of Directors by the shareholders' meeting.

(III) Necessary Reasons for Conducting a Private Placement, Amount, Use of Funds, and Expected Benefits:

(1) Reasons for Not Using a Public Offering:

Compared to a public offering, a private placement ensures a long-term partnership with strategic investors due to the three-year restriction on free transferability of the securities. Additionally, authorizing the Board of Directors to conduct a private placement based on the actual operational needs of the company will enhance the flexibility and responsiveness of fundraising. Therefore, it is proposed to issue securities through a private placement rather than a public offering.

(2) Private Placement Amount:

It is proposed to authorize the Board of Directors to execute the private placement of up to 10,000,000 shares of common stock, either in one go or in stages, within one year from the date of the shareholders' meeting resolution. The actual amount raised will be determined by the Board of Directors based on market conditions at the time, the company's actual needs, and negotiations with specific individuals.

(3) Use of Funds and Expected Benefits:

The funds raised from this private placement of common stock will be used for future strategic development, which is expected to enhance operational performance and strengthen the company's competitiveness, thereby positively benefiting shareholder equity.

Issuance	Anticipated Issue Amount	Use of Funds	Expected Benefits
1 st	5,000 thousand shares	Strategic Alliance Development or Funding Future	The funds are expected to meet the company's operational needs and enhance the future growth potential of the business, strengthening the company's competitiveness, enhancing operational efficiency, and improving shareholder equity.
2 nd	5,000 thousand shares	Strategic Development Needs	
Regarding the first and second anticipated issuance amounts, during each actual implementation, it is possible to issue all or part of the previously unissued shares or subsequent anticipated shares, provided that the total number of shares issued does not exceed 10,000,000.			

(IV) Will there be significant changes in management rights within one year before the Board's decision to conduct a private placement or after introducing strategic investors through the private placement:

The company selection of suitable applicants for the private placement, we maintain

the principle that there should be no significant changes in management rights.

- (V) The rights and obligations of the privately placed common shares are identical to those of the common shares already issued by the company. Under Article 43-8 of the Securities and Exchange Act, the privately placed securities cannot be freely transferred within three years after delivery, except under specific conditions permitted by law. After three years from the delivery of these privately placed securities, the company plans to obtain a letter of consent that meets the listing standards of the Taiwan Stock Exchange and, following the completion of the public offering review process with the competent authority, will then apply for stock exchange listing.
3. The primary contents of this private placement plan, in addition to the private placement pricing, include but are not limited to the actual number of shares issued, the issue price, terms of the issue, amount raised, planned projects, expected timeline for the use of funds, expected benefits, and other relevant matters. Should there be a need to change or amend these due to legal modifications, regulations from the competent authorities, operational assessments, or impacts from the external environment, it is proposed that the shareholders' meeting authorize the board of directors to handle these matters based on the current market conditions.
 4. It is proposed to request the shareholders' meeting to authorize the chairman or his designated representative to sign, negotiate, and amend all contracts and documents related to the private placement of common shares, and to handle all matters necessary for the issuance of the privately placed common shares.
 5. The private placement securities proposal, in accordance with Article 43-6 of the Securities and Exchange Act, can be detailed at the Market Observation Post System (website: <https://mops.twse.com.tw>), by selecting (Investment Zone/Private Placement Area) and at our company's website (URL: <https://www.fitipower.com>), under (Investors/Shareholder Services/Shareholders' Meeting).