

J&V Energy Technology Co., Ltd.

Articles of Incorporation

Section I General Provisions

- Article 1: The Company is duly organized under the Company Act of the Republic of China, and its name shall be “雲豹能源科技股份有限公司” (the “**Company**”). The name of the Company in the English language shall be “J&V Energy Technology Co., Ltd.”).
- Article 2: The scope of business of the Company shall be as follows:
- 1.CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
 - 2.D101091 Renewable-Energy-Based Electricity Retailing Business
 - 3.D401010 Thermal Energy Supply
 - 4.E599010 Piping Engineering
 - 5.E601010 Electric Appliance Construction
 - 6.E601020 Electric Appliance Installation
 - 7.E603010 Cable Installation Engineering
 - 8.E603050 Automatic Control Equipment Engineering
 - 9.E604010 Machinery Installation
 - 10.EZ05010 Instrument and Meters Installation Engineering
 - 11.EZ99990 Other Engineering
 - 12.E701040 Simple Telecommunications Equipment Installation
 - 13.F113010 Wholesale of Machinery
 - 14.F113020 Wholesale of Electrical Appliances
 - 15.F113030 Wholesale of Precision Instruments
 - 16.F113110 Wholesale of Batteries
 - 17.F119010 Wholesale of Electronic Materials
 - 18.F213110 Retail Sale of Batteries
 - 19.F213010 Retail Sale of Electrical Appliances
 - 20.F219010 Retail Sale of Electronic Materials
 - 21.F401010 International Trade
 - 22.H201010 Investment
 - 23.I301010 Information Software Services
 - 24.I301020 Data Processing Services
 - 25.I301030 Electronic Information Supply Services
 - 26.IG02010 Research and Development Service
 - 27.IG03010 Energy Technical Services
 - 28.ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval is not allowed

Article 3: The head office of the Company shall be in Taipei and the Company, where necessary, may set up branch offices inside or outside the territory of the Republic of China pursuant to a resolution adopted at the meeting of the board of directors of the Company (the “**Board of Directors**”).

The full reinvestment amount of the Company shall not be subject to Article 13 of the Company Act.

The Company may act as a guarantor for business purposes in accordance with the Operating Procedures of Endorsement and Guarantees of the Company.

Article 4: Public announcements of the Corporation shall be made in accordance with the Company Act and other relevant rules and regulations.

Section II Shares

Article 5: The authorized capital of the Company shall be 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares of a par value of 10 New Taiwan Dollars, and such shares can be issued in separate installments.

300,000,000 New Taiwan Dollars of the aforementioned authorized capital, divided into 30,000,000 shares of a par value of 10 New Taiwan Dollars is reserved for the issuance of employee stock options, and such shares can be issued in separate installments as resolved by the board of directors.

Qualification requirements of employees entitled to receive employee share subscription warrant, restricted stock for employees, buy back treasury shares and new shares for cash capital increase reserved for subscription by employees may include the employees of subsidiaries of the Company meeting certain specific requirements.

The Company may, through a shareholder meeting attended by shareholders representing more than half of the total issued shares and with the consent of shareholders holding more than two-thirds of the voting rights, issue employee share subscription warrant at a price lower than the closing price of the Company's common stock on the issuance date or transfer treasury shares to employees at an average price lower than the actual repurchase price.

Article 6: The share certificate of the Company shall all be name-bearing share certificates and shall be affixed with the signatures or chops of the representative of the Company and duly certified or authenticated by the competent authority or its approved certifying institution before issuance. The Corporation may issue shares without printing share certificates, provided that the shares shall be registered with a centralized securities depository enterprise, as shall the issuance of other securities.

Section III Shareholders' Meetings

Article 7: The Company may apply for approval of ceasing its status as a public company by a resolution adopted by a majority vote at a shareholders' meeting attended by two-thirds of the total number of the Company's outstanding shares. This provision shall remain unchanged when the Company is in the emerging stock market, over-the-counter market and being listed.

In the event the total number of attending shares does not meet the aforementioned requirements, the resolution may be adopted by two-thirds of the vote at a shareholders' meeting attended by a majority of the total number of the Company's outstanding shares.

Article 8: The entries in the shareholders' roster of the Company shall not be altered within 60 days prior to a general shareholders' meeting, within 30 days prior to a special shareholders' meeting, or within 5 days prior to the date on which dividend, bonus, or any other benefit is scheduled to be paid by the Company. Except as otherwise provided by laws and regulations, the shareholder services of the Company shall be in accordance with the follow the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent authorities.

Article 9: Shareholders' meetings shall be of two types, namely general and special shareholders' meetings; the former shall be convened at least once a year in accordance with laws within six months after the close of each accounting fiscal year and the latter shall be convened in accordance with laws whenever necessary. The shareholders' meetings shall be convened by the board of directors in accordance with the law unless otherwise provided in the Company Act and other relevant laws and regulations.

Notice of shareholders' meetings may be given electronically with the consent of the shareholders. The notice of the shareholders' meeting given to shareholders with less than 1,000 shares may be given in the form of a public announcement.

The convening and the announcement of the shareholders' meeting shall be in accordance with Article 172 of the Company Act.

Article 10: At each shareholders' meeting, a shareholder may appoint a proxy by executing a power of attorney which is printed by the Company, clearly setting forth the scope of authorization for the proxy to be present on the shareholder's behalf. After the public offering of the Company, the attendance of shareholders by proxy shall be in accordance with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.

Article 11: A shareholder of the Company shall have one vote for each share held by him or her unless otherwise provided in the laws. The adoption of electronic voting at shareholders' meetings is included as one of the channels for shareholders to exercise their voting rights, and the related operations shall be in accordance with the regulations of the competent authorities.

Article 12: The resolution of the shareholders' meetings shall, unless otherwise provided by the Company Act, be adopted by a majority of all the attending shareholders who represent a majority of the total amount of issued shares.

Shareholders' meetings may be held by video conference or other methods promulgated by the central governing authority. If shareholders' meetings are held by video conference, the shareholder who participates via video shall be considered to be present in person.

Article 13: The shareholders' meeting shall be convened by the board of directors and be presided over by the Chairman of the board of directors. In the absence of the Chairman, the shareholders' meeting shall be conducted in accordance with Article 208 of the Company Act. If the shareholder's meetings are convened by any other person having the convening right, he or she shall act as the Chairman of the said meeting provided that if there are two or more persons having the convening right, the Chairman of the meeting shall be elected from among themselves.

Article 14: The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or affixed with the chop of the Chairman of the said meeting and distributed to the shareholders within 20 days after the meeting. The minutes of the shareholders' meeting may be prepared and distributed via electronic means.

The aforementioned minutes of the shareholders' meeting may be distributed by the announcement.

Section IV Directors and Audit Committee

Article 15: The Company shall have 7 to 13 directors to be elected by the shareholders' meeting from among the persons with disposing capacity and may be eligible for re-election.

In accordance with the Securities and Exchange Act, at least 3 directors or one-third of all directors of the Company, whichever is higher, shall be independent directors. Directors (including the independent directors) shall be elected by adopting the candidates nomination system from persons and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters shall be subject to the applicable laws.

In compliance with Articles 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors with no less than three members, one of whom shall be the convener. The exercise of the powers and functions and related matters of the Audit Committee shall be in accordance with the relevant laws and regulations.

The shareholding ratio of all directors shall be accordance with the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" established by the competent authorities.

The Company may purchase D&O for directors by the resolutions of the board of directors.

Article 16: The board of directors shall be convened in accordance with Article 204 of the Company Act, provided that in the event of an emergency, the board of directors may be convened at any time. Notice of the convening of the board of directors may be given in writing, by electronic means or by facsimile.

Article 17: The board of directors shall be organized by directors. The Chairman of the board shall be elected by the majority of directors attended by two-thirds of directors. The Chairman shall represent the Company.

Article 18: In case the Chairman of the Board of Directors is on leave or unable to perform his duties for cause, the proxy shall be in accordance with Article 208 of the Company Act.

Unless otherwise provided by the Company Act, a resolution a resolution adopted by a majority vote of the directors attended by a majority of the directors. Directors who are unable to attend may issue a proxy setting forth the scope of authorization for another board member to present on his or her behalf as a proxy, but the proxy is limited to representing only one director. The representative shall serve as the proxy for one director only.

The meetings of board of directors may be held by video conference and the director who participates via video shall be considered to be present in person.

Article 19: In the case that vacancies on the board of directors exceed, one third of the total number of the directors, the board of directors shall convene a shareholders' meeting within the period prescribed by laws to elect new Directors to fill such vacancies. The new directors shall serve the remaining term of the predecessors.

In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

Article 20: Resolutions adopted by the board of directors shall be recorded in the minutes of the meeting, which shall be affixed with the signature or chop of the Chairman of the meeting and shall be distributed to all directors within twenty days after the close of the meeting. The minutes of the meeting of board of directors shall record a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Company, and shall be kept, along with the attendance list bearing the signatures of directors present at the meeting and the powers of attorney of the proxies persistently throughout the life of the Company.

The preparation and distribution of the aforementioned minutes may be effected by means of electronic transmission.

Article 21: The board of directors is authorized to determine the salary for all directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry within the Republic of China and overseas.

The board of directors may establish various functional committees, whose membership, powers and functions, and related matters shall be governed by the relevant laws and regulations, as otherwise determined by the board of directors.

Section V Managers

Article 22: The Company may appoint managers. The appointment, removal and remuneration of such managers shall be governed by Article 29 of the Company Act.

Section VI Accounting

- Article 23: At the end of each fiscal year, the board of directors shall prepare a business operation report, financial statements, and proposals to allocate net profits or to offset losses for ratification at the general shareholders' meeting in accordance with the law.
- Article 24: The Company, for each profitable fiscal year, shall allocate no less than 1% of profit as employees' remuneration, which shall be distributed in shares or cash by resolution of the board of directors, and the recipients shall include employees of the Company's subsidiaries who meet specific requirements. The Company may, by resolution of the board of directors, allocate no more than 3% of the aforementioned profit as directors' remuneration. The distribution of employees' remuneration and directors' remuneration shall be reported to the shareholders' meeting. If the Company has accumulated losses, the Company shall have reserved a sufficient amount to offset its accumulated losses.
- Article 25: Any net profit in the annual final accounts shall be used by the Company to pay taxes and offset the cumulative losses, and then 10% of the balance thereafter shall be set aside as a legal reserve, and appropriate or reverse the special reserve in accordance with the law. For the remaining net profit, along with the unappropriated earnings in the previous years, the board of directors shall proposed as plan to distribute the dividends to shareholders and submitted to the shareholders' meeting for approval.

The dividend policy of the Company is to distribute dividends appropriately in accordance with its current and future development plans, taking into account the investment environment, capital requirements and domestic and international competition, as well as the interests of shareholders. The total amount of dividends to be distributed from earnings each year shall not be less than 10% of the distributable earnings for that year, and the dividends shall be distributed in cash or in shares, of which the percentage of cash dividends shall not be less than 10% of the total dividends, provided that if the Company has significant investment plans and no other funds are available, the board of directors may, upon approval of the shareholders' meeting, withhold the payment of cash dividends.

Section VII Supplementary Provisions

- Article 26: All matters not provided herein shall be governed by the Company Act.
- Article 27: This Articles of Incorporation was made on February 1, 2016.
The first amendment of this Articles of Incorporation was adopted on March 17, 2016.
The second amendment of this Articles of Incorporation was adopted on April 25, 2016.
The third amendment of this Articles of Incorporation was adopted on April 25, 2016.
The fourth amendment of this Articles of Incorporation was adopted on May 9, 2016.
The fifth amendment of this Articles of Incorporation was adopted on June 7, 2016.
The sixth amendment of this Articles of Incorporation was adopted on November 4, 2016.

The seventh amendment of this Articles of Incorporation was adopted on June 22, 2017.
 The eighth amendment of this Articles of Incorporation was adopted on June 25, 2019.
 The ninth amendment of this Articles of Incorporation was adopted on June 23, 2020.
 The tenth amendment of this Articles of Incorporation was adopted on November 18, 2020.
 The eleventh amendment of this Articles of Incorporation was adopted on August 27, 2021.
 The twelfth amendment of this Articles of Incorporation was adopted on December 15, 2021.
 The thirteenth amendment of this Articles of Incorporation was adopted on June 28, 2022.
 The fourteenth amendment of this Articles of Incorporation was adopted on November 1, 2022.
 The fifteenth amendment of this Articles of Incorporation was adopted on May 30, 2023.
 The sixteenth amendment of this Articles of Incorporation was adopted on March 12, 2024.

J&V Energy Technology Co., Ltd.

Company Chop	Name of the Representative	Chop
	Liao, Fu-Sen	