



J&V Energy Technology Co., Ltd.

**Meeting
Handbook**

2024 2nd Special Meeting

Convening Method | Physical Shareholders' Meeting

Date | Wednesday on December 25, 2024

Time | 10 a.m.

Place | B1 F., No. 1, Jihu Rd., Neihu Dist., Taipei City
(Colorful International Building)

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J&V Energy Technology Co., Ltd.

Procedure for the 2024 Shareholders' 2nd Special Meeting

I. Call the Meeting to Order

II. Chairman's Address

III. Report Items

IV. Discussion Items

V. Election Items

VI. Other Matters

VII. Special Motions

VIII. Adjournment

J&V Energy Technology Co., Ltd.

Meeting Agenda for the 2024 Shareholders' 2nd Special Meeting

Convening Method: Physical Meeting

Time: 10 A.M. on December 25, 2024 (Wednesday)

Place: B1, No. 1, Jihu Rd., Neihu Dist., Taipei City (Colorful International Building)

- I. Call the Meeting to Order
- II. Chairman's Address
- III. Report Items:
 1. Major donations to related parties
- IV. Discussion Items:
 1. Amendment to the Company's "Articles of Incorporation"
 2. Amendment to the Company's "Procedures for the Acquisition or Disposal of Assets" and "Engaging in Derivatives Trading".
 3. To cooperate with the future stock listing plan of the subsidiary GREENET CO., LTD. (hereinafter referred to as "GREENET"), The Company may carry out the stock release operations and waiver of the subscription rights for cash capital increase of GREENET.
- V. Election Items
 1. Full re-election of the Company's directors (including independent directors)
- VI. Other Matters
 1. Release of the prohibition on directors (including independent directors) from non-compete obligation
- VII. Special Motions
- VIII. Adjournment

Report Items

1

Motion:

Major donations to related parties

Explanatory Note:

The Company has been long committed to promoting basketball, and thus proposes to donate NT\$4,000,000 to Winball Sport Culture and Education Co., Ltd. By advertising in basketball games, the Company increases exposure and indirectly introduces the renewable energy to the public, improves positive influence, and fulfill the corporate social responsibility.

Discussion Items

1

Proposed by the board of directors

Motion:

Amendment to the Company's "Articles of Incorporation"

Explanatory Note:

To conform to the needs of the operation of the Company, the Company proposes to amend the Articles of Incorporation. Please refer to Appendix 1 (pp. 10~12) for the comparison table of the revised provisions.

Resolution:

2

Proposed by the board of directors

Motion:

Amendment to the Company's "Procedures for the Acquisition or Disposal of Assets" and "Engaging in Derivatives Trading".

Explanatory Note:

To conform to the needs of the operation of the Company, the Company proposes to amend the "Procedures for the Acquisition or Disposal of Assets" and "Engaging in Derivatives Trading". Please refer to Appendix 2 (pp. 13~17) and Appendix 3 (pp. 18) for the comparison table of the revised provisions.

Resolution:

3

Proposed by the board of directors

Motion:

To cooperate with the future stock listing plan of the subsidiary GREENET CO., LTD. (hereinafter referred to as "GREENET"), The Company may carry out the stock release operations and waiver of the subscription rights for cash capital increase of GREENET.

Explanatory Note:

1. To support the business development of GREENET, attract and retain talent, integrate internal and external resources, bring in strategic or financial investors, as well as plan for future stock listing (or OTC) with adequate equity distribution, the Company and its affiliates, while maintaining control over GREENET (as outlined in item 3. of this explanation), may release GREENET's shares and/or waive the right to subscribe to all or part of GREENET's cash capital increase, and may, through the methods described below, dispose of part of their holdings in GREENET in one or multiple phases.

(1) Abandonment of the capital increase in cash subscription:

The cash capital increase price of GREENET should not be lower than the net asset value per share of the latest financial statements audited or reviewed by the CPA before the board of GREENET approves the cash capital increase. Taking into account its operational development, recruitment and retention of professional talents to improve the operating performance, in addition to reserving 10% to 15% of the cash capital increase shares for GREENET's employee subscription and making full public offerings and underwriting pursuant to Article 28-1 of the Securities and Exchange Act and relevant laws and regulations, the Company and its affiliates may waive the subscription of shares in the cash capital increase of GREENET, and GREENET will be urged to offer a subscription proposal within the waived subscription shares to the qualified shareholders of the Company, the employees of the Company and related enterprises, and strategic or financial investors that may contribute to the development of GREENET's operations. Among them, the qualified shareholders of the Company refer to the shareholders recorded in the shareholder registry on the latest record date for the subscription of the new shares in the cash capital increase of GREENET and who hold one thousand or more shares of the Company calculated on a proportional basis according to their shareholding recorded in the registry (the Company's shareholders may consolidate their holdings in accordance with relevant regulations). However, the number of shares issued, price, negotiations with specific individuals and the timetable of the cash capital increase shall be subject to the resolution of the board of directors of GREENET.

(2) Disposal of GREENET shares:

The Company and its affiliates' disposal price of GREENET should not be lower than the net asset value per share of the latest financial statements audited or reviewed by the CPA before the board of the Company approves the disposal. However, if the stock has been traded on the stock exchange, the price should also be determined based on the prevailing market price at the time. In consideration of the development of GREENET's operation and the purpose of attracting and retaining professional talents to enhance the operation performance, the counterparty for the disposal of GREENET's shares held by the Company and its affiliates will be the employees of GREENET, the employees of the Company and its affiliates, and the strategic investors or financial investors who are beneficial to the operation development of GREENET. The actual amounts of transaction share and price, the negotiation of the counterparties to the transaction and the operation schedule are proposed to the special shareholders' meeting to authorize the board of directors of the Company to determine the transaction in accordance with the prevailing market conditions and the operating conditions of GREENET and to handle the transaction in accordance with the Company's regulations governing the acquisition and disposal of assets.

2. For the stock release required for the registration and listing process of GREENET, the Company and its affiliates shall allocate shares for the underwriter and for the oversubscription process according to relevant laws and regulations and related listing requirements. The number of shares to be allocated and the price shall be jointly agreed upon by the underwriter based on relevant laws and regulations, market conditions at the time, and GREENET's operating status.
3. After completing the aforementioned operations of releasing shares and/or waiving the cash capital increase subscription, the Company and its affiliated enterprises' direct or indirect comprehensive shareholding percentage in GREENET shall still not be less than 50% at the time of its listing, in order to maintain control and achieve group synergy.
4. The Company's special shareholders' meeting is requested to authorize the board of directors to fully handle the above-mentioned matters related to the release of shares and/or abandonment of cash capital increase subscription for GREENET.

Resolution:

Election Items

1

Proposed by the board of directors

Motion:

Full re-election of the Company's directors (including independent directors)

Explanatory Note:

1. The term of the Company's 6th board of directors will expire on December 14, 2024. Therefore, a full re-election will be conducted by the 2024 shareholders' 2nd special meeting.
2. According to the "Articles of Incorporation", The Company shall have 7 to 13 directors, which shall consist of at least 3 directors or one-third of all directors of the Company, whichever is higher, shall be independent directors.
3. The full re-election of the Company's 7th board of directors is for seven directors (including four independent directors). According to Article 192 of the Company Act, the candidate nomination system shall be adopted – the shareholders shall elect the directors among the nominees listed in the roster of director candidates. The terms will span three years from December 25, 2024 to December 24, 2027.
4. Please refer to Appendix 4 (p.19~22) for the candidate list of directors (including independent director).

Resolution:

Other Matters

1

Proposed by the board of directors

Motion:

Release of the prohibition on directors (including independent directors) from non-compete obligation

Explanatory Note:

According to the Article 209 of the Company Act, 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. Considering the operation needs of the Company, the Company proposes to explain to the shareholders the main content of the actions taken by directors for themselves or others within the scope of the Company's business and requests a resolution of the shareholders meeting to release the prohibition on directors from non-compete obligation. Please refer to Appendix 5 (p. 23) for details of the lifting of the restrictions on the non-compete obligation of the directors (including independent directors).

Resolution:

Special Motions

Adjournment

Comparison table of the Amended Articles of Incorporation of J&V Energy Technology Co., Ltd.

	Revised subsequent articles	Amended preceding articles.	Explanation
Article 25	<p>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 propose a plan to distribute the dividends to shareholders and submit to the shareholders' meeting for approval.</p> <p><u>The Company may authorize the distributable dividends, bonuses, the legal reserve and the capital reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and shall be free from the restriction set forth in the preceding paragraph.</u></p> <p>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</p>	<p>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 propose a plan to distribute the dividends to shareholders and submit to the shareholders' meeting for approval.</p> <p>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.</p>	Adjusted in accordance with the operational needs of the Company.

	Revised subsequent articles	Amended preceding articles.	Explanation
	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.		
Article 27	<p>This Articles of Incorporation was made on February 1, 2016.</p> <p>The first amendment of this Articles of Incorporation was adopted on March 17, 2016.</p> <p>The second amendment of this Articles of Incorporation was adopted on April 25, 2016.</p> <p>The third amendment of this Articles of Incorporation was adopted on April 25, 2016.</p> <p>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.</p> <p>The seventh amendment of this Articles of Incorporation was adopted on June 22, 2017.</p> <p>The eighth amendment of this Articles of Incorporation was adopted on June 25, 2019.</p> <p>The ninth amendment of this Articles of Incorporation was adopted on June 23, 2020.</p> <p>The tenth amendment of this Articles of Incorporation was adopted on November 18, 2020.</p> <p>The eleventh amendment of this Articles of Incorporation was adopted on August 27, 2021. The twelfth amendment of this Articles of</p>	<p>This Articles of Incorporation was made on February 1, 2016.</p> <p>The first amendment of this Articles of Incorporation was adopted on March 17, 2016.</p> <p>The second amendment of this Articles of Incorporation was adopted on April 25, 2016.</p> <p>The third amendment of this Articles of Incorporation was adopted on April 25, 2016.</p> <p>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.</p> <p>The seventh amendment of this Articles of Incorporation was adopted on June 22, 2017.</p> <p>The eighth amendment of this Articles of Incorporation was adopted on June 25, 2019.</p> <p>The ninth amendment of this Articles of Incorporation was adopted on June 23, 2020.</p> <p>The tenth amendment of this Articles of Incorporation was adopted on November 18, 2020.</p> <p>The eleventh amendment of this Articles of Incorporation was adopted on August 27, 2021. The twelfth amendment of this Articles of</p>	Added the seventeenth amendment.

	Revised subsequent articles	Amended preceding articles.	Explanation
	<p>Incorporation was adopted on December 15, 2021.</p> <p>The thirteenth amendment of this Articles of Incorporation was adopted on June 28, 2022.</p> <p>The fourteenth amendment of this Articles of Incorporation was adopted on November 1, 2022.</p> <p>The fifteen amendment of this Articles of Incorporation was adopted on May 30, 2023.</p> <p>The sixteen amendment of this Articles of Incorporation was adopted on March 12, 2024.</p> <p><u>The seventeen amendment of this Articles of Incorporation was adopted on December 25, 2024.</u></p>	<p>Incorporation was adopted on December 15, 2021.</p> <p>The thirteenth amendment of this Articles of Incorporation was adopted on June 28, 2022.</p> <p>The fourteenth amendment of this Articles of Incorporation was adopted on November 1, 2022.</p> <p>The fifteen amendment of this Articles of Incorporation was adopted on May 30, 2023.</p> <p>The sixteen amendment of this Articles of Incorporation was adopted on March 12, 2024.</p>	

Comparison table of the Amended Procedures for the Acquisition or Disposal of Assets of J&V Energy Technology Co., Ltd.

	Revised subsequent articles	Amended preceding articles.	Explanation
Article 8.1	<p>Evaluation and Operational Procedures</p> <p>The evaluation of the acquisition or disposal of real estate, equipment, or right-of-use assets by the Company shall be <u>handled in compliance with the Company's regulation of property, plant and equipment cycle.</u></p>	<p>Evaluation and Operational Procedures</p> <p>The evaluation of the acquisition or disposal of real estate, equipment, or right-of-use assets by the Company shall be conducted by the requisitioning unit through a feasibility assessment report. It can only be carried out after approval in accordance with the Company's authorization level regulations.</p>	Adjusted in accordance with the operational needs of the Company.
Article 8.3	<p>Decision-Making Procedures for Transaction Terms and Authorization Limits</p> <p>(1) For the acquisition or disposal of real estate, reference should be made to the announced current value, assessed value, and actual transaction prices of nearby real estate to determine the transaction terms and price. An analysis report should be prepared and submitted to the Chairman., <u>and approval shall follow the levels outlined in the authorization matrix. Transactions amounting to 20% of the Company's paid-in capital or NT\$300 million or more must be approved by the board of directors before proceeding.</u></p> <p>(2) The acquisition or disposal of equipment or right-of-use assets should be conducted through one of the following methods: inquiry, price comparison, negotiation, or tendering, <u>and approval shall follow the levels outlined in the authorization matrix. Transactions amounting to 20% of the</u></p>	<p>Decision-Making Procedures for Transaction Terms and Authorization Limits</p> <p>(1) For the acquisition or disposal of real estate, reference should be made to the announced current value, assessed value, and actual transaction prices of nearby real estate to determine the transaction terms and price. An analysis report should be prepared and submitted to the Chairman. For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed</p> <p>(2) The acquisition or disposal of equipment or right-of-use assets</p>	Adjusted in accordance with the operational needs of the Company.

	Revised subsequent articles	Amended preceding articles.	Explanation
	<p><u>Company's paid-in capital or NT\$300 million or more must be approved by the board of directors before proceeding.</u></p> <p>(3) <u>Delete.</u></p>	<p>should be conducted through one of the following methods: inquiry, price comparison, negotiation, or tendering. For amounts up to NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.</p> <p>(3) The acquisition or disposal of power plants should be handled by the relevant units according to the feasibility assessment procedures for power plant projects and reported to the Investment Review Committee. For investment amounts up to NT\$100 million (inclusive), approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed</p>	
Article 9.1	Evaluation and Operational Procedures The <u>acquisition or disposal</u> of the Company's securities are handled in accordance with the investment cycle	Evaluation and Operational Procedures The purchase and sale of the Company's securities are handled in accordance with the investment cycle	Adjusted in accordance with the operational

	Revised subsequent articles	Amended preceding articles.	Explanation
	operations of the Company's internal control system.	operations of the Company's internal control system.	needs of the Company.
Article 9.3	<p>Decision-Making Procedures for Transaction Terms and Authorization Limits</p> <p>(1) For securities trading conducted on centralized exchange markets or the OTC securities market's business premises, the executing unit shall determine the transaction based on market conditions, <u>and approval shall follow the levels outlined in the authorization matrix. Transactions amounting to 20% of the Company's paid-in capital or NT\$300 million or more must be approved by the board of directors before proceeding.</u></p> <p>(2) For securities transactions not conducted on a centralized trading market or at a securities firm's business premises, the most recent financial statements of the target company, audited or reviewed by a CPA, should be obtained prior to the occurrence of the transaction as a reference for evaluating the transaction price. Considerations should include that company's net asset value per share, profitability, and future development potential, <u>and approval shall follow the levels outlined in the authorization matrix. Transactions amounting to 20% of the Company's paid-in capital or NT\$300 million or more must be approved by the board of directors before proceeding.</u></p>	<p>Decision-Making Procedures for Transaction Terms and Authorization Limits</p> <p>(1) For securities trading conducted on centralized exchange markets or the OTC securities market's business premises, the executing unit shall determine the transaction based on market conditions. For each transaction amount of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.</p> <p>(2) For securities transactions not conducted on a centralized trading market or at a securities firm's business premises, the most recent financial statements of the target company, audited or reviewed by a CPA, should be obtained prior to the occurrence of the transaction as a reference for evaluating the transaction price. Considerations should include that company's net asset value per share, profitability, and future development potential. For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between</p>	Adjusted in accordance with the operational needs of the Company.

	Revised subsequent articles	Amended preceding articles.	Explanation
		NT\$100 million and 200 million (inclusive), the Chairman shall approve and report to the nearest subsequent board meeting afterward; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.	
Article 10.1	<p>Evaluation and Operational Procedures</p> <p>The evaluation of the acquisition or disposal of membership certificates, intangible assets, or right-of-use assets by the Company should be conducted in compliance with the Company's regulation of investment cycle.</p>	<p>Evaluation and Operational Procedures</p> <p>The evaluation of the acquisition or disposal of membership certificates, intangible assets, or right-of-use assets by the Company should be conducted by the requesting unit through a feasibility assessment report and submitted to the Investment Review Committee</p>	Adjusted in accordance with the operational needs of the Company.
Article 10.2.(1)	<p>Decision-Making Procedures for Transaction Terms and Authorization Limits</p> <p>Approval shall follow the levels outlined in the authorization matrix. Transactions amounting to 20% of the Company's paid-in capital or NT\$300 million or more must be approved by the board of directors before proceeding.</p>	<p>Decision-Making Procedures for Transaction Terms and Authorization Limits</p> <p>For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the Chairman shall approve and report to the nearest subsequent board meeting afterward; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.</p>	Adjusted in accordance with the operational needs of the Company.
Article 12.2.(2)	<p>Transactions between the Company and subsidiaries, or between subsidiaries that are directly or indirectly 100% owned by the Company, approval shall follow the levels outlined in the authorization matrix. For amounts between NT\$100 million but up to to 20% of the Company's paid-in capital or NT\$300</p>	<p>Transactions between the Company and subsidiaries, or between subsidiaries that are directly or indirectly 100% owned by the Company, shall comply with the following approval process: For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively</p>	Adjusted in accordance with the operational needs of the Company.

	Revised subsequent articles	Amended preceding articles.	Explanation
	<p><u>million or less</u>, the Chairman is authorized by the Board to make the decision, which must then be reported to the nearest subsequent board meeting for ratification; for amounts exceeding <u>20% of the Company's paid-in capital or NT\$300 million or more</u> the transaction must be approved by the Board of Directors before it can be executed.</p>	<p>according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the Chairman is authorized by the Board to make the decision, which must then be reported to the nearest subsequent board meeting for ratification; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.</p>	
Article 19	<p>Implementation and Revision The Procedure shall be submitted to the Audit Committee after being approved by the Board of Directors. Implementation shall occur only after obtaining consent from the shareholders' meeting, and the same applies to any amendments. If a director expresses dissent and there is a record or written statement, the Company shall submit the dissenting information to the Audit Committee <u>Delete.</u></p>	<p>Implementation and Revision The Procedure shall be submitted to the Audit Committee after being approved by the Board of Directors. Implementation shall occur only after obtaining consent from the shareholders' meeting, and the same applies to any amendments. If a director expresses dissent and there is a record or written statement, the Company shall submit the dissenting information to the Audit Committee The Procedures was established on June 23, 2020. The first amendment of the Procedures was adopted on August 27, 2021. The second amendment of the Procedures was adopted on December 15, 2021. The third amendment of the Procedures was adopted on June 28, 2022.</p>	Revised to document summary records.

Comparison table of the Amended Procedures for Engaging in
Derivatives Trading of J&V Energy Technology Co., Ltd.

	Revised subsequent articles	Amended preceding articles.	Explanation
Article 7.1.1	<u>Approval shall follow the levels outlined in the authorization matrix. Transactions amounting to 20% of the Company's paid-in capital or NT\$300 million or more must be approved by the board of directors before proceeding.</u>	Chairman: The authorized limit is NT\$100 million to NT\$200 million (inclusive). General Manager: The authorized limit is NT\$100 million (inclusive) or below.	Adjusted in accordance with the operational needs of the Company.
Article 7.2	Significant derivative transactions must should be <u>conducted in accordance with relevant regulations</u> and submitted to the board of directors for resolution.	Significant derivative transactions should be approved by the committee for investment review according to relevant regulations and submitted to the Board of Directors for resolution	Adjusted in accordance with the operational needs of the Company.
Article 13	<u>Delete.</u>	Implementation Period: The Procedures was made on June 23, 2020. The first amendment of the Procedures was adopted on August 27, 2021. The second amendment of the Procedures was adopted on December 15, 2021. The third amendment of the Procedures was adopted on June 28, 2022.	Revised to document summary records.

J&V Energy Technology Co., Ltd.
Candidates List of Director (including Independent Director)

No.	Title	Name	Education	Experience	Current Position	Number of Shares Held
1	Director	Liao, Fu-Sen	Bachelor, Department of Electronic Engineering, Vanung University	<ul style="list-style-type: none"> ● Supervisor, J&V Energy Technology Co., Ltd. ● Manager, San Kang Instruments Co., Ltd. ● General Manager, Jiedong Co., Ltd. 	<ul style="list-style-type: none"> ● Legal Representative, E.B. Tech Co., Ltd. ● Supervisor, Ya Ke Technology Consultant Co., Ltd. ● Chairman, Advanced Bio-Design Inc. ● Chairman, Fu Bao Yi Hao Energy Co., Ltd. ● Chairman, Enfinite Capital Taiwan Solar I Co., Ltd. ● Director, An Yan Shan Biomedical Co., Ltd. ● Other positions held within the J&V Energy Technology Group will not be listed individually 	1,070,587
2	Director	Collins Co., Ltd.	Not applicable	● Not applicable	● Not applicable	900,000
		Representative: Lee, I-Hsuan	Ph.D. in Neuroscience, Northwestern University, USA	<ul style="list-style-type: none"> ● Supervisor, Hi-Clearance Inc. ● Technology Policy Advisor, U.S. Environmental Protection Agency 	<ul style="list-style-type: none"> ● Co-Founder, Helicase Venture ● Supervisor, Witty Mate Corporation ● Director, Hi-Clearance Inc. 	—
3	Director	Asia Energy Development Co., Ltd.	Not applicable	● Not applicable	● Not applicable	1,225,953
		Representative: Chao, Shu-Min	Bachelor, Department of Library and Information Science, National Taiwan University	<ul style="list-style-type: none"> ● Director, Chief Financial Officer, and Chief Operating Officer, J&V Energy Technology Co., Ltd. ● Chief Financial Officer, New Green Power Co., Ltd. 	<ul style="list-style-type: none"> ● General Manager, J&V Energy Technology Co., Ltd. ● Supervisor, Golden Cycle Corp. ● Chairman, Chuang Da Energy Co., Ltd. ● Director, Revo Power Co., Ltd. 	—

No.	Title	Name	Education	Experience	Current Position	Number of Shares Held
				<ul style="list-style-type: none"> ● Manager, Department of Taxation, PwC Taiwan ● Manager, Department of Auditing, PwC Taiwan 	<ul style="list-style-type: none"> ● Director, Enfinite Capital Taiwan Solar I Co., Ltd. ● Director, Fu Bao Yi Hao Energy Co., Ltd. ● Director, Formosa 5 International Investment Co., Ltd. ● Other positions held within the J&V Energy Technology Group will not be listed individually 	
4	Independent Director	Wu, Ching-Sung	Ph.D., Business Administration, University of California, Los Angeles	<ul style="list-style-type: none"> ● Dean and Professor, College of Business, Chinese Culture University ● Adjunct Professor, Department of International Business, College of Management, National Taiwan University ● Independent Director, IBF Financial Holdings Co., Ltd. ● Independent Director, Weipang Technology Co., Ltd. ● Independent Director, Green River Holding Co., Ltd. ● Supervisor, Vanguard International Semiconductor Corporation ● Supervisor, Le Young Construction Co., Ltd. ● Director, Taiwan Tobacco & Liquor Corporation 	<ul style="list-style-type: none"> ● Independent Director, Anderson Industrial Corp. ● Legal Representative, Zheng Qi Film Co., Ltd. 	—
5	Independent Director	Kuo, Hui-Lan	Master, Graduate Institute of National Development, National Taiwan University	<ul style="list-style-type: none"> ● Independent Director, CJW International Co., Ltd. ● Independent Director, HLJ Technology Co., Ltd. 	<ul style="list-style-type: none"> ● Taiwan Region Legal Advisor, Jin Mao Partners, Shanghai ● Founder and Attorney-at-Law, Chia Ho International Law Firm 	—

No.	Title	Name	Education	Experience	Current Position	Number of Shares Held
				<ul style="list-style-type: none"> ● Arbitrator, Chinese Arbitration Association Taipei ● Legal Advisor, Chinese Association of Real Estate Brokers ● Legal Advisor, Taipei City Center for Prevention of Domestic Violence and Sexual Violence ● Legal Aid Consultant, New Taipei City ● Legal Advisor, Department of Social Welfare, New Taipei City Government ● Legal Advisor, Department of Social Welfare, Taipei City Government ● Legal Advisor, Department of Cultural Affairs, Taipei City Government ● Committee Member, Technical Engineering Association Consulting 	<ul style="list-style-type: none"> ● Vice Chairman, Lung Ming Green Energy Technology Engineering Co., Ltd. ● Independent Director, Skardin Industrial Corporation ● Director, Taipei Private Zhongshan Elementary School ● Legal Representative, Global Cross-border Digital Assets Co., Ltd. 	
6	Independent Director	Tang, Chia-Liang	Master of Accounting, National Chung Cheng University	<ul style="list-style-type: none"> ● Lecturer, Department of Accounting, National Taipei University of Business ● Finance Supervisor, Chia Hsin Cement Corporation ● Deputy Audit Manager, Ernst & Young ● Auditor, Deloitte Taiwan 	<ul style="list-style-type: none"> ● Independent Director, I-Hwa Industrial Co., Ltd. ● Chief Accountant, Xinbang Accounting Firm 	—

No.	Title	Name	Education	Experience	Current Position	Number of Shares Held
7	Independent Director	Chen, Chi-Chang	EMBA, San Diego State University Bachelor, Department of Chemistry, National Taiwan University	<ul style="list-style-type: none"> ● General Manager, Taiwan Mundipharma Pharmaceuticals Ltd. ● General Manager, Mundipharma (Hong Kong) Limited and Taiwan Mundipharma Pharmaceuticals Ltd. ● Director, Cancer BU, GlaxoSmithKline Far East B.V., Taiwan Branch 	<ul style="list-style-type: none"> ● Representative of Co-Creative Consulting Co., Ltd. ● Director of Media-Wind Health Strategies Co., Ltd. ● Columnist of Manager today ● Adjunct lecturer of TPMMA/ IQVIA 	—

J&V Energy Technology Co., Ltd.
Details of Release of the Prohibition on Directors (including Independent Directors) from Non-Compete Obligation

Title	Name	Current Positions in Other Companies
Director	Liao, Fu-Sen	<ul style="list-style-type: none"> ● Chairman of Fu Bao Yi Hao Energy Co., Ltd. ● Chairman of Enfinite Capital Taiwan Solar I Co. Ltd. ● Chairman of Recharge Power Co., Ltd. ● Chairman of Yao Heng Lin Co., Ltd. ● Chairman of Yu Wei Power Co., Ltd. ● Chairman of Gssg Solar Taiwan 1 Co., Ltd. ● Chairman of Fu Bao Le Hao Energy Co., Ltd. ● Chairman of Xiang Guang Energy Co., Ltd ● Chairman of Jin Jie Energy Co., Ltd. ● Chairman of Jin Hong Energy Co., Ltd. ● Chairman of Advanced Bio-Design Inc. ● Representative of E.B. Tech Co., Ltd. ● Director of Anyenshan Biomedical Co., Ltd.
Director	Representative of Collins Co., Ltd.: Lee, I-Hsuan	<ul style="list-style-type: none"> ● Director of Hi-Clearance Inc.
Director	Representative of Asia Energy Development Co., Ltd.: Chao, Shu-Min	<ul style="list-style-type: none"> ● Chairman of Greenet Co., Ltd. ● Chairman of Zhongneng Energy Co., Ltd. ● Chairman of Chuang Da Energy Co., Ltd. ● Director of Fu Bao Yi Hao Energy Co., Ltd. ● Director of Enfinite Capital Taiwan Solar I Co. Ltd. ● Director of Recharge Power Co., Ltd. ● Director of Weisheng Envirotech Co., Ltd. ● Director of Revo Power Co., Ltd. ● Director of Nexus Materials, Inc. ● Director of Formosa 5 International Investment Co.,Ltd. ● Director of Jv Asset Management Co., Ltd.
Independent Director	Wu, Ching-Sung	<ul style="list-style-type: none"> ● Representative of Zheng Qi Film Co., Ltd. ● Independent Director of Anderson Industrial Corp.
Independent Director	Kuo, Hui-Lan	<ul style="list-style-type: none"> ● Representative of The Global Cross-Border Digital Assets Limited Company ● Vice Chairman of Lung Ming Green Energy Technology Engineering Co., Ltd. ● Independent Director of Skardin Industrial Corp.
Independent Director	Tang, Chia-Liang	<ul style="list-style-type: none"> ● Independent Director of I-Hwa Industrial Co., Ltd.
Independent Director	Chen, Chi-Chang	<ul style="list-style-type: none"> ● Representative of Co Creative Consulting Co., Ltd. ● Director of Media-Wind Health Strategies Co.,

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.

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

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Article 1 Purpose

To establish a systematic framework for the acquisition and disposal of company assets, ensuring that all asset transactions are properly evaluated and approved, information disclosure is implemented, and compliance with relevant laws and regulations is maintained.

Article 2 Legal Basis

These procedures (hereinafter referred to as 'the Procedure') have been established in accordance with Article 36-1 of the Securities and Exchange Act and related regulations.

Article 3 Scope of Assets

- I. Securities: Including stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depositary receipts, subscription (sale) warrants, beneficiary certificates, and asset-backed securities.
- II. Real estate (including land, houses and buildings, investment properties, and inventory of the construction industry) and equipment.
- III. Membership certificates.
- IV. Intangible assets: Including intangible assets, including patents, copyrights, trademarks, and trademark rights.
- V. Right-of-use assets.
- VI. Claims of financial institutions: Including receivables, foreign exchange discounts and loans, and collection items.
- VII. Derivative products.
- VIII. Assets acquired or disposed of through legal mergers, demergers, acquisitions, or share transfers.
- IX. Other important assets.

Article 4 Definition of Terms

- I. Derivative products: Refers to forward contracts, option contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the aforementioned contracts, or structured products with embedded derivatives, whose value is derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indices, credit ratings or credit indices, or other variables. The term 'forward contracts' does not encompass insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, or long-term purchase (sale) contracts.

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- II. Assets acquired or disposed of through legal mergers, demergers, acquisitions, or share transfers: Refers to assets acquired or disposed of through mergers, demergers, or acquisitions conducted in accordance with the Business Mergers and Acquisitions Act, the Financial Holding Company Act, the Financial Institutions Merger Act, or other laws, or through the issuance of new shares to acquire shares of another company in accordance with Article 156-3 of the Company Act (hereinafter referred to as share transfer).
- III. Related parties and subsidiaries: Refers to entities recognized in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- IV. Professional appraiser: Refers to real estate appraisers or other individuals legally authorized to engage in real estate or equipment appraisal services.
- V. Date of occurrence: Refers to the earliest of the following dates: the contract signing date, payment date, transaction execution date, transfer date, board resolution date, or any other date that can confirm the transaction counterpart and transaction amount. However, for investments that require approval from the competent authority, the earliest of the aforementioned dates or the date of receiving such approval from the competent authority shall prevail.
- VI. Investment in Mainland China: Refers to investments in Mainland China conducted in accordance with the regulations set by the Department of Investment Review, Ministry of Economic Affairs, for investment or technical cooperation.
- VII. The term 'most recent financial statements' refers to the financial statements that have been audited or reviewed by an accountant and publicly disclosed in accordance with the law before the Company acquires or disposes of assets.
- VIII. The term 'ten percent of total assets' refers to the amount calculated based on the total assets in the Company's most recent individual or separate financial statements, prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 5 Investment Limits for Non-Operating Real Estate and Securities

The limits for the acquisition of the aforementioned assets by the Company and its subsidiaries are established as follows:

- I. Investment limit of the Company:
 - (I) Investment in non-operational real estate shall not exceed 20% of the Company's net worth.

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- (II) The total amount of investment in securities (excluding investments in subsidiaries included in the consolidated financial statements) shall not exceed 100% of the Company's net worth.
- (III) The total amount of investment in individual securities (excluding investments in subsidiaries included in the consolidated financial statements) shall not exceed 70% of the Company's net worth.

II. Investment limit of subsidiaries:

- (I) Investment in non-operational real estate shall not exceed 20% of the parent company's net worth.
- (II) The total amount of investment in securities (excluding investments in subsidiaries included in the consolidated financial statements) shall not exceed 100% of the parent company's net worth.
- (III) The total amount of investment in individual securities (excluding investments in subsidiaries included in the consolidated financial statements) shall not exceed 70% of the parent company's net worth.

The calculation of the total amount of the aforementioned securities investments is based on the original investment cost.

Article 6 The appraisal reports or opinions from accountants, lawyers, or securities underwriters obtained by the Company must meet the following requirements for the professional appraisers and their personnel, accountants, lawyers, or securities underwriters:

- I. Not have been convicted of a definitive criminal sentence of one year or more for violating these regulations, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Accounting Act, or for crimes such as fraud, breach of trust, embezzlement, forgery of documents, or business-related criminal offenses. However, this restriction does not apply if three years have passed since the completion of the sentence, probation period, or pardon.
- II. The transaction counterparty must not be a related party or have a substantial relationship with a related party.
- III. If the Company is required to obtain valuation reports from two or more professional appraisers, the different appraisers must not be related parties or have a substantial relationship with each other.

When issuing valuation reports or opinions, the personnel mentioned in the preceding paragraph should comply with the self-regulatory standards of their respective industry associations and the following matters:

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- I. Before undertaking a case, one should carefully assess their professional capabilities, practical experience, and independence.
- II. When executing a case, one should properly plan and implement appropriate procedures to form conclusions and issue reports or opinions based on them. The procedures performed, data collected, and conclusions should be thoroughly documented in the case work papers.
- III. The sources of data, parameters, and information used should be individually assessed for their appropriateness and reasonableness, serving as the basis for issuing valuation reports or opinions.
- IV. The declaration should include that the relevant personnel possess professionalism and independence, have assessed the appropriateness and reasonableness of the information used, and have complied with relevant laws and regulations.

Article 7 When the Company acquires or disposes of assets according to the established procedures or other legal regulations that require Board of Directors approval, if any director expresses objections with a recorded or written statement, the Company shall submit the director's objection information to the Audit Committee. Moreover, when reporting asset acquisition or disposal transactions to the Board of Directors for discussion as required, the Company should fully consider the opinions of each independent director. If independent directors have opposing or reservations, these must be specifically recorded in the board meeting minutes.

When the Company establishes an Audit Committee, it must be approved by more than half of the total Audit Committee members and then submitted to the Board of Directors for resolution. If the proposal does not receive approval from more than half of the total Audit Committee members, it may be approved by more than two-thirds of all directors, and the Audit Committee's resolution must be recorded in the board meeting minutes.

The terms 'members of the Audit Committee' and 'all directors,' as mentioned above, refer to those currently in office.

Article 8 Procedures for the Acquisition or Disposal of Real Estate, Equipment, or Right-of-Use Assets

I. Evaluation and Operational Procedures

The evaluation of the acquisition or disposal of real estate, equipment, or right-of-use assets by the Company shall be conducted by the requisitioning unit through a feasibility assessment report. It can only be carried out after approval in accordance with the Company's authorization level regulations.

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II. Execution Unit

When the Company acquires or disposes of real estate, equipment, or right-of-use assets, it should be approved according to the authorization level mentioned in the preceding paragraph. The execution will then be handled by the general affairs unit or the specialized unit and the finance unit.

III. Decision-Making Procedures for Transaction Terms and Authorization Limits

- (I) For the acquisition or disposal of real estate, reference should be made to the announced current value, assessed value, and actual transaction prices of nearby real estate to determine the transaction terms and price. An analysis report should be prepared and submitted to the Chairman. For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.
- (II) The acquisition or disposal of equipment or right-of-use assets should be conducted through one of the following methods: inquiry, price comparison, negotiation, or tendering. For amounts up to NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.
- (III) The acquisition or disposal of power plants should be handled by the relevant units according to the feasibility assessment procedures for power plant projects and reported to the Investment Review Committee. For investment amounts up to NT\$100 million (inclusive), approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.

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IV. Valuation Report on Real Estate, Equipment, and Right-of-Use Assets

When the Company acquires or disposes of real estate, equipment, or right-of-use assets, except for transactions with domestic government agencies, self-land construction, land lease construction, or acquisition or disposal of equipment or right-of-use assets for business use, if the transaction amount reaches 20% of the Company's paid-in capital or is more than NT\$300 million, it shall first obtain a valuation report issued by a professional appraiser before the date of occurrence, and shall comply with the following regulations:

- (I) When, for special reasons, a fixed price, specific price, or special price must be used as a reference for the transaction price, the transaction should first be submitted for approval by the Board of Directors. Any future changes to the transaction conditions should follow the same procedure.
- (II) For transactions amounting to NT\$1 billion or more, at least two professional appraisers should be engaged for valuation.
- (III) If the valuation results of a professional appraiser fall under any of the following circumstances, except when the valuation results for acquired assets are higher than the transaction amount or the valuation results for disposed assets are lower than the transaction amount, an accountant should be consulted to provide specific opinions on the reasons for the differences and the appropriateness of the transaction price:
 1. The difference between the valuation result and the transaction amount exceeds 20% of the transaction amount.
 2. If the valuation results of two or more professional appraisers differ by more than 10% of the transaction amount.
- (IV) The date of the report issued by the professional appraiser and the date of the contract formation must not exceed three months. However, if the same period's announced current value is applicable and has not exceeded six months, the original professional appraiser may issue an opinion letter.
- (V) If the Company acquires or disposes of assets through court auction procedures, the certification documents issued by the court may be used in place of the appraisal report or the accountant's opinion.
- (VI) The calculation of the transaction amount shall be conducted in accordance with the provisions of Article 15, Paragraph 1, Item 6. The term 'within one year' refers to the date of the occurrence of this transaction, with a retrospective calculation extending one year prior. Any valuation report issued by a qualified appraiser or the opinion of an accountant obtained in accordance with these guidelines shall be exempt from being included again.

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Article 9 Procedures for the Acquisition or Disposal of Securities Investments

I. Evaluation and Operational Procedures

The purchase and sale of the Company's securities are handled in accordance with the investment cycle operations of the Company's internal control system.

II. Execution Unit

When the Company invests in securities, it should be approved according to the aforementioned approval authority and then executed by the Finance Department.

III. Decision-Making Procedures for Transaction Terms and Authorization Limits

(I) For securities trading conducted on centralized exchange markets or at the OTC securities market's business premises, the executing unit shall determine the transaction based on market conditions. For each transaction amount of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the transaction must be submitted to the Chairman for approval and reported at the nearest subsequent board meeting; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.

(II) For securities transactions not conducted on a centralized trading market or at a securities firm's business premises, the most recent financial statements of the target company, audited or reviewed by a CPA, should be obtained prior to the occurrence of the transaction as a reference for evaluating the transaction price. Considerations should include that company's net asset value per share, profitability, and future development potential. For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the Chairman shall approve and report to the nearest subsequent board meeting afterward; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.

IV. Obtain Expert Opinions

(I) When the Company's securities transaction amount reaches 20% of its paid-in capital or exceeds NT\$300 million, the Company shall request an accountant to provide an opinion on the reasonableness of the transaction price before the date of occurrence. However, this requirement does not

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apply to securities with an active market public quotation or those with specific regulations issued by the Financial Supervisory Commission (hereinafter referred to as 'the Commission').

- (II) If the Company acquires or disposes of assets through court auction procedures, the court-issued certification documents may be used in place of an appraisal report or accountant's opinion.
- (III) The calculation of the transaction amount shall be conducted in accordance with the provisions of Article 15, Paragraph 1, Item 6. The term 'within one year' refers to the date of the occurrence of this transaction, with a retrospective calculation extending one year prior. Any valuation report issued by a qualified appraiser or the opinion of an accountant obtained in accordance with these guidelines shall be exempt from being included again.

Article 10 Procedures for the Acquisition or Disposal of Membership Certificates, Intangible Assets, or Right-of-Use Assets

I. Evaluation and Operational Procedures

The evaluation of the acquisition or disposal of membership certificates, intangible assets, or right-of-use assets by the Company should be conducted by the requesting unit through a feasibility assessment report and submitted to the Investment Review Committee.

II. Decision-Making Procedures for Transaction Terms and Authorization Limits

- (I) For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the Chairman shall approve and report to the nearest subsequent board meeting afterward; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.
- (II) The acquisition or disposal of membership certificates, intangible assets, or right-of-use assets, if required by the Company Act or other regulations to be resolved, approved, or reported to the shareholders' meeting, should be handled accordingly.

III. Obtain Expert Opinions

- (I) When the Company's acquisition or disposal of intangible assets, right-of-use assets, or membership certificates reaches 20% of its paid-in capital or exceeds NT\$300 million, except for transactions with domestic government agencies, the Company shall request an accountant to provide an opinion on the reasonableness of the transaction price before the date of occurrence.

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- (II) The calculation of the transaction amount shall be conducted in accordance with the provisions of Article 15, Paragraph 1, Item 6. The term 'within one year' refers to the date of the occurrence of this transaction, with a retrospective calculation extending one year prior. Any valuation report issued by a qualified appraiser or the opinion of an accountant obtained in accordance with these guidelines shall be exempt from being included again.

Article 11 Procedures for the Acquisition or Disposal of Financial Institution Claims

In principle, the Company does not engage in the acquisition or disposal of financial institution claims. If the Company intends to engage in such transactions in the future, it will submit the matter to the Board of Directors to establish the evaluation and operational procedures.

Article 12 Procedures for Handling Transactions with Related Parties

- I. When the Company acquires or disposes of assets from related parties, in addition to following the resolution procedures and evaluating transaction condition reasonableness as specified in Articles 8, 9, 10, and 11, for transactions reaching 10% or more of the Company's total assets, the Company must also obtain a valuation report from a professional appraiser or an accountant's opinion as required. The calculation of transaction amount for this article shall be handled according to the provisions in Article 15, Paragraph 1, Item 6. The term 'within one year' shall be based on the date of the occurrence of the transaction, tracing back one year; any valuation reports or accountant opinions already obtained in accordance with these regulations within that period shall be exempted from recalculation. The Company shall further proceed with relevant decision procedures and evaluate the reasonableness of transaction conditions accordingly. Additionally, when determining whether a transaction counterparty is a related party, the Company should consider not only the legal form but also the substantive relationship.
- II. Evaluation and Operational Procedures
- (I) The Company shall acquire or dispose of real estate or right-of-use assets, as well as other assets from related parties, when the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets, or exceeds NT\$300 million. With the exception of the purchase and sale of domestic government bonds, bonds under repurchase/resale agreements, or subscription/redemption of money market funds issued by domestic securities investment trust enterprises, the following information must be

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submitted for approval by the Audit Committee and subsequently approved by the Board of Directors prior to entering into any transaction contracts and making payments:

1. The purpose, necessity, and expected benefits of asset acquisition or disposal.
 2. The reason for selecting a related party as the transaction counterparty.
 3. To obtain real estate or right-of-use assets from a related party, relevant information should be evaluated according to the provisions of Item (1) and Item (4) of Paragraph 3 of this article to assess the reasonableness of the proposed transaction terms.
 4. The original acquisition date and price by the related party, the transaction counterparty, and the relationship between the Company and the related party.
 5. A cash flow forecast for each month of the coming year starting from the expected contract month, and an assessment of the transaction's necessity and the reasonableness of fund utilization.
 6. The appraisal report issued by the professional appraiser obtained in accordance with this article, or the accountant's opinion.
 7. The restrictive conditions and other important terms of this transaction.
- (II) Transactions between the Company and subsidiaries, or between subsidiaries that are directly or indirectly 100% owned by the Company, shall comply with the following approval process: For transaction amounts of NT\$100 million (inclusive) or less, approval shall be granted progressively according to the authorization level table; for amounts between NT\$100 million and 200 million (inclusive), the Chairman is authorized by the Board to make the decision, which must then be reported to the nearest subsequent board meeting for ratification; for amounts exceeding NT\$200 million, the transaction must be approved by the Board of Directors before it can be executed.
1. The acquisition or disposal of equipment or right-of-use assets for operational use.
 2. The acquisition or disposal of real estate right-of-use assets for operational use.

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For companies that have appointed independent directors as required, when submitting matters to the Board of Directors for discussion according to Paragraph 1, the opinions of all independent directors should be fully considered. If any independent director has objections or reservations, these should be recorded in the minutes of the board meeting.

For companies that have established an Audit Committee in accordance with regulations, the provisions of Item (1) shall first require more than half of the Audit Committee members to approve, and then be submitted to the Board of Directors for resolution, with the provisions of Article 7, Paragraphs 2 and 3 applied mutatis mutandis. If a publicly listed company or its subsidiary that is not a domestic publicly listed company has a transaction under the first item, and the transaction amount reaches 10% or more of the total assets of the publicly listed company, the publicly listed company shall submit the items listed in the first paragraph to the shareholders' meeting for approval before signing the transaction contract and making payments. However, transactions between the publicly listed company and its parent company, subsidiaries, or between its subsidiaries are exempt from this requirement.

- (III) The calculation of the transaction amounts mentioned in Paragraph 1 and the preceding paragraphs should be handled in accordance with the provisions of Article 15, Paragraph 1, Subparagraph 6. The term 'within one year' refers to the date of the occurrence of this transaction, with a retrospective calculation extending one year prior. Portions that have already been submitted to the Audit Committee for approval and passed by the Board of Directors and the shareholders' meeting in accordance with these guidelines shall be exempt from being included again.

III. Evaluation of the Reasonableness of Transaction Costs for the Acquisition of Real Estate or Right-of-Use Assets from Related Parties by the Company

- (I) When the Company acquires real estate or right-to-use assets from related parties, the transaction cost should be evaluated for reasonableness using the following methods:
1. Calculate based on the transaction price with related parties, plus necessary funding interest and costs that the buyer is legally obligated to bear. The necessary funding interest cost shall be calculated using the weighted average interest rate of loans in the year of the Company's asset acquisition, provided that it shall not exceed the highest borrowing rate for non-financial industries published by the Ministry of Finance.

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2. If related parties have previously used the subject property as collateral for a loan from a financial institution, the total assessed lending value by the financial institution for that property shall be considered, provided that the actual cumulative lending amount should be at least 70% of the total assessed lending value, and the lending period should have exceeded one year. However, if the financial institution is a related party to one of the transaction parties, this provision does not apply.
- (II) For the combined purchase of land and buildings of the same target, the transaction costs for the land and buildings may be evaluated separately using any of the methods listed in the preceding paragraph.
 - (III) When the Company acquires real estate from related parties, the cost of the real estate or right-of-use assets should be evaluated in accordance with Subparagraphs 1 and 2, Paragraph 3 of this Article. An accountant should be consulted to review and provide specific opinions.
 - (IV) When the Company acquires real estate or right-of-use assets from related parties and the evaluation results according to Subparagraphs 1 and 2, Paragraph 3 of this Article, are both lower than the transaction price, it should be handled in accordance with Subparagraph 5, Paragraph 3 of this Article. However, this does not apply if the following circumstances are met, and objective evidence along with specific reasonable opinions from a professional real estate appraiser and an accountant are provided:
 1. If the related party acquires undeveloped land or leases land for construction, they must provide evidence that meets one of the following conditions:
 - (1) The undeveloped land is evaluated according to the methods specified in the previous article. For buildings, the evaluation is based on the related party's construction costs plus a reasonable construction profit. If the total amount exceeds the actual transaction price, it is considered reasonable. The term 'reasonable construction profit' refers to the lower of either the average gross profit margin of the related party's construction department over the past three years or the most recent gross profit margin for the construction industry published by the Ministry of Finance.
 - (2) Other floors of the same real estate property or other transactions involving unrelated parties in the neighboring area within the past

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year, with similar area sizes, and where the transaction conditions are comparable after reasonable floor or area price differences have been evaluated according to real estate sale or lease practices.

2. The Company must provide evidence that the transaction conditions for purchasing real estate or acquiring right-of-use real estate from related parties are comparable to other transactions involving unrelated parties in the neighboring area within the past year, with similar area sizes. The term 'neighboring area' refers to the same or adjacent blocks within a radius of no more than 500 meters from the transaction target or with a similar publicly announced value. The term 'similar area size' means that the area of the unrelated party transaction cases should be no less than 50% of the area of the transaction target. The term 'within the past year' is based on the date of the current real estate acquisition, calculated retrospectively for one year.
- (V) When the Company acquires real estate or right-to-use assets from related parties, and the evaluation results according to Subparagraphs (1) and (2), Paragraph 3 of this article are both lower than the transaction price, the following actions should be taken:
1. In accordance with Article 41, Paragraph 1 of the Securities and Exchange Act, the Company shall set aside a special surplus reserve for the difference between the transaction price and the assessed cost of real estate or right-of-use assets, and such reserve shall not be distributed or used for capitalization of shares. If the investors using the equity method to evaluate their investment in the Company are publicly listed companies, they shall also set aside a special surplus reserve based on their shareholding proportion in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act.
 2. The independent director members of the Audit Committee shall be appointed in accordance with the provisions of Article 218 of the Company Act.
 3. The handling of Items 1 and 2, Subparagraph (5), Paragraph 3 of this article should be reported to the most recent shareholders' meeting. If the Company is publicly listed, the detailed transaction information must also be disclosed in the annual report and prospectus.

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When the Company allocates a special surplus reserve according to the preceding provisions, it may only use this reserve after the high-priced purchased or leased assets have been recognized for impairment losses, disposed of, or the lease has been terminated, or appropriate compensation or restoration has been made, or there is other evidence confirming that there is no unreasonable situation. Additionally, the approval of the competent authority is required before the special surplus reserve can be utilized.

(VI) When the Company acquires real estate or right-of-use assets from related parties under any of the following circumstances, the evaluation and operational procedures specified in Paragraphs 1 and 2 of this article shall apply. The provisions for evaluating the reasonableness of transaction costs in Paragraph 3, Subparagraphs (1), (2), and (3) of this article do not apply:

1. Related parties acquire real estate or right-of-use assets through inheritance or gifts.
2. The related party acquired the real estate through a contract more than five years before the date of the current transaction contract.
3. Entering into a joint construction contract with a related party, or commissioning a related party to construct real estate through land consignment construction or land lease consignment construction, thereby acquiring the real estate.
4. The Company and its subsidiaries, or subsidiaries that are directly or indirectly 100% owned, acquire right-to-use real estate for operational use from each other.

(VII) If the Company acquires real estate or right-of-use assets from related parties, and there is other evidence indicating that the transaction is not in line with normal business practices, it should also be handled according to the provisions of Subparagraph (5), Paragraph 3 of this article.

Article 13 Procedures for the Acquisition or Disposal of Derivative Transactions: Implemented according to the Company's procedures for handling derivative financial product transactions.

Article 14 Procedures for Handling Mergers, Demergers, Acquisitions, or Share Transfers

- I. Evaluation and Operational Procedures

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- (I) When handling mergers, demergers, acquisitions, or share transfers, the Company should engage lawyers, accountants, or underwriters to discuss and draft a projected legal procedure timeline, and execute the procedures accordingly. Before convening the Board of Directors meeting for resolution, the Company shall request accountants, lawyers, or securities underwriters to provide an opinion on the reasonableness of the share exchange ratio, acquisition price, or cash or other property distribution to shareholders, and submit this for board discussion and approval. However, for mergers where the Company directly or indirectly holds 100% of the issued shares or total capital of a subsidiary, or mergers between subsidiaries where the Company directly or indirectly holds 100% of the issued shares or total capital, the Company may be exempted from obtaining the aforementioned expert opinions on reasonableness.
- (II) The Company shall prepare a public document for shareholders before the shareholders' meeting, detailing important provisions and related matters of the merger, demerger, or acquisition. This document shall be accompanied by the expert opinion mentioned in Item (1) of the first paragraph and the shareholders' meeting notice, to serve as reference for shareholders in deciding whether to approve the merger, demerger, or acquisition. However, this requirement does not apply to mergers, demergers, or acquisitions that can be exempted from shareholders' meeting resolution under other legal regulations. Furthermore, if any of the companies participating in the merger, demerger, or acquisition cannot hold a shareholders' meeting or pass a resolution due to insufficient attendance, voting rights, or other legal restrictions, or if the proposal is rejected by the shareholders' meeting, the participating companies shall immediately disclose to the public the reasons for the occurrence, subsequent handling procedures, and the expected date of the next shareholders' meeting.

II. Other Matters To Be Noted:

- (I) Board meeting date: Companies participating in mergers, demergers, or acquisitions, unless otherwise stipulated by law or with prior approval from the competent authority due to special circumstances, shall convene both the board meeting and the shareholders' meeting on the same day to address matters related to mergers, demergers, or acquisitions. Companies participating in share transfer, unless otherwise stipulated by law or with prior approval from the competent authority due to special circumstances, shall also convene the board meeting on the same day.

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- (II) Pre-transaction confidentiality commitment: All individuals involved in or privy to the Company's plans for mergers, demergers, acquisitions, or share transfers must sign a written confidentiality agreement. This agreement stipulates that, prior to public disclosure, they must not reveal any details of the plan to external parties. Additionally, they are prohibited from trading, either personally or through another person, in the stocks or other equity-based securities of any companies involved in these transactions.
- (III) Principles for determining and modifying exchange ratio or acquisition price: In the context of mergers, demergers, acquisitions, or share transfers, the exchange ratio or acquisition price shall not be arbitrarily changed except under the following circumstances, and the contract for merger, demerger, acquisition, or share transfer must specify the conditions under which changes can be made:
1. Handling cash capital increases, issuing convertible bonds, distributing bonus shares, issuing corporate bonds with warrants, preferred shares with warrants, stock warrants, and other equity-based securities.
 2. Actions affecting the Company's financial operations, such as the disposal of significant assets.
 3. Significant disasters, major technological changes, or other events that affect the rights and interests of the Company's shareholders or the prices of its securities.
 4. Adjustment of treasury stock repurchased by any party involved in a merger, demerger, acquisition, or share transfer in accordance with the law.
 5. Fluctuation in the number of entities involved in mergers, demergers, acquisitions, or share transfers.
 6. Other conditions that have been stipulated in the contract as subject to change and have been publicly disclosed.
- (IV) Contract contents: The contract for companies participating in a merger, demerger, acquisition, or share transfer shall specify the rights and obligations of the participating companies and must include the following items:
1. Handling of breach of contract.
 2. Principles for handling equity-based securities issued or treasury shares repurchased by a company that is dissolved or split due to a merger.

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3. The number of treasury shares that participating companies may repurchase according to the law after the base date for calculating the share exchange ratio, and the principles for handling them.
 4. Methods for handling changes in the number of participating entities or households.
 5. Projected project execution progress and estimated completion schedule.
 6. Procedures for handling the situation when the project is not completed by the scheduled date, including the scheduled date for convening a shareholders' meeting as required by laws and regulations.
- (V) Changes in the number of companies participating in mergers, demergers, acquisitions, or share transfers: If any party involved in the merger, demerger, acquisition, or share transfer intends to engage in another such transaction with other companies after the information has been publicly disclosed, they must reconvene the shareholders' meeting to pass a new resolution, unless the number of participating companies decreases and the shareholders' meeting has already resolved and authorized the Board of Directors to make changes. In such cases, the participating companies are exempt from reconvening the shareholders' meeting. However, any completed procedures or legal actions in the original merger, demerger, acquisition, or share transfer case must be redone by all participating companies.
- (VI) For companies engaged in mergers, demergers, acquisitions, or share transfers that are not publicly traded, the Company shall enter into an agreement with them and convene a board meeting in accordance with the provisions of this article. This includes Item (1), Paragraph 2, which pertains to the date of the board meeting; Item (2), which addresses pre-transaction confidentiality commitments; and Item (5), which outlines the regulations regarding changes in the number of companies involved in mergers, demergers, acquisitions, or share transfers.
- (VII) Document retention: Companies listed on the stock exchange or whose shares are traded at securities firms' business premises, and that are participating in a merger, demerger, acquisition, or share transfer, must create complete written records of the following information and retain them for five years for audit purposes.

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1. Basic personnel information: Including the job titles, names, and identification numbers (passport numbers for foreigners) of all individuals involved in the merger, demerger, acquisition, or share transfer plan or its execution before the information is made public.
2. Important dates: Including the dates of signing letters of intent or memorandums of understanding, engaging financial or legal advisors, signing contracts, and holding board meetings.
3. Important documents and meeting minutes: Including documents related to merger, demerger, acquisition, or share transfer plans, letters of intent or memorandums of understanding, significant contracts, and board meeting minutes.

Article 15 Information Disclosure Procedures

- I. When the Company acquires or disposes of assets under the following circumstances, it shall, according to the nature of the transaction and in the prescribed format, report the relevant information on the designated website of the competent authority within two days from the date of occurrence:
 - (I) Acquiring or disposing of real estate or right-of-use assets from related parties, or of other assets from related parties, where the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets, or exceeds NT\$300 million. However, this does not apply to the purchase and sale of domestic government bonds, bonds under repurchase/resale agreements, or subscription/redemption of money market funds issued by domestic securities investment trust enterprises.
 - (II) Conducting mergers, demergers, acquisitions, or share transfers.
 - (III) Engaging in derivative transactions where the losses reach the maximum limit amount specified in the handling procedures for all or individual contracts.
 - (IV) Acquiring or disposing of equipment or right-of-use assets for business operations, where the transaction counterpart is not a related party, and the transaction amount meets one of the following criteria:
 1. Public companies with paid-in capital of less than NT\$10 billion, where the transaction amount reaches NT\$500 million or more.
 2. Public companies with paid-in capital of NT\$10 billion or more, where the transaction amount reaches NT\$1 billion or more.

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(V) Asset transactions other than the aforementioned four categories, disposal of claims by financial institutions, or investments in Mainland China, where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, the following situations are not included:

1. Trading domestic government bonds or foreign government bonds with a credit rating no lower than Taiwan's sovereign rating.
2. For those who specialize in investment: Securities trading conducted at a securities exchange or securities dealer's business premises, or subscription of foreign government bonds or generally issued corporate bonds and general financial bonds not involving equity (excluding subordinated bonds) in the primary market, or subscription or redemption of securities investment trusts or futures investment funds, or subscription or sale of index investment securities, or securities dealer's subscription of securities for underwriting business needs, or acting as a recommended securities firm for emerging stocks according to the regulations of Taipei Exchange.
3. Trading bonds with repurchase/resale conditions, or subscribing to or repurchasing money market funds issued by domestic securities investment trust enterprises.

(VI) The transaction amount mentioned in the preceding paragraph are as calculated as following, with the term 'within one year' referring to the date of the occurrence of the current transaction calculated by tracing back one year, and any parts that have already been announced in accordance with regulations are exempt from being included again.

1. The amount of each transaction.
2. The cumulative transaction amount for acquiring or disposing of the same type of subject matter with the same counterparty within one year.
3. The cumulative amount for acquiring or disposing (separately accumulated for acquisition and disposal) of real estate or right-of-use assets under the same development plan within one year.
4. The cumulative amount for acquiring or disposing (separately accumulated for acquisition and disposal) of the same securities within one year.

II. Deadline for Announcement and Reporting: When the Company acquires or disposes of assets that fall under the announcement items specified in Paragraph 1

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of this article, and the transaction amount meets the reporting standards outlined in this article, an announcement and report must be completed within two days from the date of occurrence.

III. Public Announcement and Reporting Procedures

- (I) The Company shall report the relevant information on the designated website of the Financial Supervisory Commission.
- (II) The Company shall, on a monthly basis, report the derivative transactions conducted by the Company and its foreign subsidiaries up to the end of the previous month. This information should be entered into the information reporting website designated by the Financial Supervisory Commission by the 10th of each month, following the prescribed format.
- (III) In accordance with regulations, if any errors or omissions are identified in the items to be announced at the time of the announcement, the Company shall re-announce and declare all items within two days from the date of discovery.
- (IV) The Company shall maintain relevant contracts, meeting minutes, record books, appraisal reports, and opinions from accountants, lawyers, or securities underwriters concerning the acquisition or disposal of assets. Unless otherwise stipulated by applicable laws, these documents must be retained for a minimum of five years.
- (V) When the Company announces and reports a transaction in accordance with this article, if any of the following circumstances occur, the relevant information shall be reported on the designated website of the Financial Supervisory Commission within two days from the date of occurrence:
 - 1. The original transaction contract is modified, terminated, or canceled.
 - 2. The merger, demerger, acquisition, or share transfer is not completed according to the scheduled timeline in the contract.
 - 3. The content of the original announcement has been modified.

Article 16 Control Procedures for the Acquisition or Disposal of Assets by Subsidiaries

- I. When a subsidiary acquires or disposes of assets, it shall comply with the regulations of each company.
- II. If a subsidiary that is not a public company acquires or disposes of assets and meets the announcement and reporting criteria specified in the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the parent company shall handle the announcement and reporting.

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III. In the announcement and reporting standards of subsidiaries, the terms '20% of the Company's paid-in capital' or '10% of total assets' are based on the Company's paid-in capital or total assets.

IV. During the annual audit plan, the Company's auditors shall conduct examinations at the subsidiaries while simultaneously assessing the execution of procedures for the acquisition or disposal of assets. If any deficiencies are identified, they shall continuously monitor the improvements and prepare a follow-up report to be submitted to the Chairman.

Article 17 In addition to the monthly audits of derivative transactions, the Company's internal audit personnel shall conduct audits of the procedures and execution related to the acquisition or disposal of other assets at least once a year and prepare an audit report. If any significant violations are discovered, they shall immediately notify the Audit Committee in writing.

Article 18 Penalties

If the Company's managers and responsible personnel cause losses to the Company due to violations of the Procedure, they shall compensate the Company for the amount of the losses incurred. Furthermore, they will be subject to regular performance evaluations and disciplinary actions in accordance with the Company's performance management and reward and punishment regulations, with penalties imposed based on the severity of the circumstances.

Article 19 Implementation and Revision

The Procedure shall be submitted to the Audit Committee after being approved by the Board of Directors. Implementation shall occur only after obtaining consent from the shareholders' meeting, and the same applies to any amendments. If a director expresses dissent and there is a record or written statement, the Company shall submit the dissenting information to the Audit Committee.

The Procedure was established on June 23, 2020.

The first amendment of the Procedure was adopted on August 27, 2021.

The second amendment of the Procedure was adopted on December 15, 2021.

The third amendment of the Procedure was adopted on June 28, 2022.

Article 20 Appendix

Any matters not addressed by the Procedure shall be handled in accordance with relevant laws and regulations, as well as the applicable rules of the Company.

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1. Purpose:

These procedures (referred to as 'the Procedure') have been formulated to safeguard investments, ensure information transparency, and establish the reasons, purposes, and a series of systems for the Company's engagement in derivative product transactions. They aim to provide internal departments and their personnel with guidelines to follow, and to enable external creditors, shareholders, and the investing public to communicate, understand, and trust the Company's information.

2. Scope of Application:

The term 'derivative products' as used in the Procedure refers to forward contracts, option contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the aforementioned contracts, or structured products with embedded derivatives, whose value is derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indices, credit ratings or credit indices, or other variables. The term 'forward contracts' does not encompass insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, or long-term purchase (sale) contracts.

3. Responsible Unit:

Financial Unit: Responsible for the planning, recommendations, and execution of trading operations involving derivative products.

Accounting Unit: Responsible for the accounting of derivative products, as well as the recording and evaluation of investment gains and losses.

4. Risk Analysis:

4.1 Investing in derivative financial products without approval and executing them, resulting in company losses and causing significant damage.

4.2 Engaging in derivative financial products without setting the total amount of derivative commodity trading contracts and the loss limit amounts for all and individual contracts, resulting in excessively large transaction amounts and exposing the Company to significant loss risks.

4.3 Having the same person responsible for trading, confirmation, and settlement, leading to unconfirmed trading errors and causing significant losses for the Company.

4.4 Transactions not recorded according to relevant transaction vouchers, and vouchers not reviewed by the responsible supervisor, resulting in inaccurate financial statements for the Company.

4.5 Incomplete entries in the register for derivative financial products, leading to the Company's inability to control and resulting in significant losses.

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4.6 The audit personnel failed to conduct monthly transaction examinations and prepare audit reports, resulting in the Company's derivative commodity transactions not being confirmed according to internal control procedures, causing significant losses for the Company.

5. Control Focus:

5.1 Investment in derivative financial products should be executed only after obtaining approval.

5.2 Setting the total amount of derivative commodity trading contracts and the loss limit amounts for all and individual contracts when engaging in derivative financial products.

5.3 Trading personnel and those responsible for confirmation and settlement should not be the same person.

5.4 Transactions should be recorded based on relevant transaction vouchers, and a voucher should be prepared for review by the responsible supervisor.

5.5 Records for derivative financial instruments must be complete to facilitate auditing.

5.6 Auditing personnel should review transaction conditions monthly and prepare an audit report.

6. Operational Procedures and Explanations

6.1 Transaction Principles and Guidelines

6.1.1 Transaction Type:

The types of derivative products that the Company may engage in can be classified as follows:

6.1.1.1 Classification by purpose:

6.1.1.1.1 Hedging transactions (or non-trading transactions): Through normal business activities or operational requirements, the Company inevitably generates risk exposures involving exchange rates, interest rates, or changes in procurement costs. These risks may cause unpredictable and uncertain fluctuations in the Company's profit and loss. In order to isolate these risks from operational risks and enable the Company to focus on normal production and sales activities, mitigating such risks becomes essential.

6.1.1.1.2 Non-hedging transactions (also known as trading transactions): Refer to transactions conducted with the aim of earning a profit from the price differences in commodities, including proprietary trading and those measured at fair value and recognized in current period profit or loss.

6.1.1.1.3 The Company primarily engages in derivative trading for the purpose of hedging.

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6.1.1.2 Classified by underlying assets: Such as exchange rates, interest rates, stock prices, indices, and raw materials related to the Company's production activities, such as gold, copper, etc.

6.1.1.3 Classified by instruments: All forms as described in Article 2 may be utilized, provided that they adhere to the following principles:

6.1.1.3.1 Transaction prices should be clear and straightforward, supported by readily accessible public information, allowing the Company to accurately grasp entry and exit prices in real-time and continuously assess the profit or loss of the transaction based on market prices after entering.

6.1.1.3.2 The market should have many participants, numerous quotations, and high liquidity, allowing the Company to settle positions at any time and exit immediately.

6.1.1.4 Classified by market:

6.1.1.4.1 The market for derivative product trading can be broadly categorized as follows:

(1) Primary (issuance) market

(2) Secondary market: Centralized market and Over-the-Counter market.

6.1.1.4.2 The Procedure does not impose restrictions on the market for transactions; however, it must still comply with the conditions outlined in Paragraph 1, Item (3) of this article.

6.2 Hedging and Business Strategy:

6.2.1 Hedged items: Same as those described in the first paragraph of Article 2, the scope of which includes:

6.2.1.1 Assets and liabilities currently held.

6.2.1.2 Expected assets and liabilities (i.e., expected transactions), which can be divided into those with firm commitments and those without commitments but expected to occur.

6.2.2 Hedged entities: Encompasses the Company along with its domestic and international subsidiaries.

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6.2.3 Delivery method:

6.2.3.1 Full settlement: In the derivatives market, one party enters as a buyer (or seller), and at contract maturity, performs a full principal settlement in actual terms, to meet the demand of the hedged position.

6.2.3.2 Differential settlement: In the above markets, one party enters either as a buyer (or seller), but before or at contract maturity, performs an offsetting transaction (selling or buying) with the same counterparty. Settlement is made based on the price difference between entry and exit. The hedged position is then directly handled through spot transactions as needed. The gains and losses of both sides are opposite in nature, which not only maintains hedging effectiveness but also provides greater operational and internal control flexibility, and can reduce settlement and credit risks.

6.2.4 Counterparty selection criteria:

6.2.4.1 Credit risk: The risk of default by a counterparty.

6.2.4.2 Professional competence -

6.2.4.2.1 Understanding of products, designs, and risk awareness

6.2.4.2.2 Ability to research, analyze, and forecast market trends

6.2.4.2.3 Collection of real-time market information and adaptability

6.2.4.3 Operational quality: Whether the follow-up operations such as post-transaction confirmation, reconciliation, control, delivery, audit, and accountant confirmations are complete, rigorous, and coordinated.

6.2.4.4 Quotation levels: Whether the transaction prices of the product are competitive in the market.

6.2.4.5 Transaction costs: The fees and commissions incurred.

6.2.4.6 Execution capability: Efficiency of quotation and transaction (especially during periods of high market volatility).

6.2.4.7 Contract terms: The reasonableness and fairness of the contract terms that must be signed prior to engaging in transactions.

6.2.4.8 Quota amount: The flexibility afforded to the Company concerning the total volume of transaction contracts.

6.2.4.9 Business relationship: Whether there is an investment or financing service relationship with the Company.

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6.2.4.10 Responsibilities and obligations:

6.2.4.10.1 Whether key risks and potential losses were clearly communicated in advance.

6.2.4.10.2 Whether the obligation to inform has been fulfilled in the case that the risk of loss in the Company's transactions increases and no stop-loss point is set.

6.2.4.10.3 Whether confidentiality obligations have been fulfilled in transactions with the Company.

6.2.5 Transaction entities: For derivative transactions as described in the Procedure, the Company shall centralize such activities within the headquarters' Finance Department. If, due to differences in local conditions or regulations of overseas subsidiaries, a subsidiary must be the transaction entity, the contract signing, actual transaction, and subsequent management shall still be led and executed by the headquarters.

6.2.6 Transaction direction: Determined based on the opposite position of the hedged target.

6.2.7 Transaction amount:

6.2.7.1 The total amount of the hedging transaction contract is limited to the existing and expected net asset-liability position of the hedged target at that time.

6.2.7.2 At any given time, the total amount of outstanding contracts shall not exceed 50% of the Company's net worth.

6.2.8 Transaction period:

6.2.8.1 For hedged items with a remaining term of one year or more (including existing and expected assets and liabilities), or where the factors of their creation and extinction are clearly defined and can exist independently and are easily identifiable (such as project loans), the hedging transaction period is limited to the maturity date of the item. If the maturity date is advanced but remains uncertain (such as convertible bonds), the maturity date is still considered the upper limit.

6.2.8.2 For hedged items with a remaining term of one year or less (including existing and expected assets and liabilities), or those of a recurring operational nature, where the timing, price, and amount of occurrence or extinction are trivial, sporadic, or difficult to identify individually (such as bank deposits), the hedging transaction period is limited to one year, and it is not necessary to match each item individually with the hedged item.

6.2.9 Operational strategy for non-hedging transactions: The provisions of Article 2, Items (3), (4), and (5) shall apply mutatis mutandis.

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6.3 Division of Responsibilities:

6.3.1 Board of Directors:

6.3.1.1 Approve the establishment and revision of the Procedure.

6.3.1.2 Designate senior management personnel to monitor and control the derivative commodity trading risks referred to in the Procedure at all times, and to sign related contracts or handle account opening matters on behalf of the Company.

6.3.1.3 Regularly evaluate the performance of transactions, review whether they align with the Company's established business strategy, and whether the risks undertaken are within the Company's acceptable range.

6.3.1.4 Authorized personnel engaging in derivative commodity transactions according to the Procedure must report to the Board of Directors afterward.

6.3.2 Senior executives appointed by the aforementioned Board of Directors:

6.3.2.1 Regularly evaluate the appropriateness of current risk management procedures, the reasonableness of the organizational structure, the effectiveness of internal communication and coordination, and the suitability of external information contacts.

6.3.2.2 Ensure the transaction process is carried out in accordance with the provisions of the Procedure.

6.3.2.3 Take necessary countermeasures against any abnormalities in the evaluation report measured by market price (such as holding positions exceeding the loss limit), and report immediately to the Board of Directors. If the Company has independent directors, at least one independent director should attend the board meeting to express their opinion.

6.3.2.4 Carefully assess the reasonableness, fairness, and potential risks to the Company associated with the relevant contracts.

6.3.2.5 In response to special events or significant and rapid market reversals, the trading unit may be temporarily authorized to conduct transactions, but must report to the Board of Directors immediately.

6.3.3 Legal Department: Before any actual transactions occur, contracts pertaining to the transaction specifications must be reviewed by the Company's Legal Department.

6.3.4 Trading unit of the Finance Department:

6.3.4.1 Internal: Collection and compilation of information pertaining to the Company's risk positions, including all hedged items of the hedged entities.

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6.3.4.2 External: Collection, analysis, and evaluation of market conditions.

6.3.4.3 Recommendation: Submit proposals or applications for the transactions.

6.3.4.4 Execution: Upon receiving approval, proceed with the transaction.

6.3.4.5 Monitoring: Daily evaluation at market price.

6.3.4.6 Payment request: The full amount or remaining balance is due on the specified due date.

6.3.5 Confirmation unit of the Finance Department:

6.3.5.1 Immediately make an oral confirmation with the confirmation personnel of the transaction counterpart based on the transaction unit's transaction order, and clarify doubts immediately if there are any.

6.3.5.2 Request the other party to provide written confirmation of the aforementioned transaction via email or fax. After signing, return the original document to the other party and mail the original copy the following day. Prepare three copies: one to be attached to the transaction record for future reference, one to be given to the accounting personnel as proof of the transaction, and one to be retained by the trader. The written confirmation must be completed no later than the end of the next business day.

6.3.6 Settlement unit of the Finance Department:

6.3.6.1 Responsible for account opening matters before the transaction.

6.3.6.2 Coordinate with the settlement personnel of the transaction counterpart to arrange fund allocation based on the payment (collection) request from the transaction unit, and handle payment (collection) on the settlement date.

6.3.6.3 Contact the settlement personnel of the transaction counterpart after making (receiving) the payment to confirm the remittance method, channel, time, amount, account, beneficiary, and other verification details to avoid delays.

6.3.7 Accounting Department:

6.3.7.1 Prepare accounting vouchers and record accounting entries in accordance with the transaction unit's transaction order, generally accepted accounting principles, and relevant financial accounting standards bulletins; for special items, consult with the certifying accountant.

6.3.7.2 At the end of the period (month, quarter, half-year, year), when calculating profit and loss, the same account (such as exchange gains and losses) should separately list the profit and loss of the hedged item and the hedging transaction, as well as the total net profit and loss. The profit and loss of non-hedging transactions should be listed separately.

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6.3.7.3 The disclosure of derivative financial instrument transactions in financial reports (quarterly, semi-annually, and annually) must adhere to the provisions specified in Article 2, Sections 3 and 4 of the Procedure.

6.3.8 Audit Department:

6.3.8.1 Conduct monthly checks on the compliance of relevant units and personnel with the Procedure based on the transaction unit's transaction order, and analyze the transaction cycle to prepare an audit report. This report should be submitted to the Securities and Futures Bureau by the end of February of the following year, and any improvements on irregularities should be reported to the Securities and Futures Bureau by the end of May of the following year for record-keeping.

6.3.8.2 Conduct regular assessments of the adequacy of internal controls and prepare monthly recommendation reports. In the event of significant violations, a report must be submitted to the Board of Directors.

6.3.8.3 Conduct periodic spot checks.

6.3.8.4 Review of abnormal changes and special situations.

6.3.8.5 Incorporate transactions' risk management systems and accounting treatments into the written internal control system and internal audit implementation rules.

6.4 Performance Evaluation:

6.4.1 Hedging transactions: The sum of the following two items is considered the total performance of the hedge.

6.4.1.1 All risk positions of the hedged entity that can be designated as hedged items.

6.4.1.2 Hedging derivative product positions.

6.4.2 Non-hedging transactions:

6.4.2.1 Same accounting treatment as market trading practices (only the settlement and accounting currencies differ).

6.4.2.2 Unrealized gains and losses must also be assessed for risk at market value.

6.4.3 Frequency of performance evaluation cycles:

6.4.3.1 Non-derivative and derivative hedging transactions should be evaluated at least twice a month.

6.4.3.2 Non-hedging derivative transactions should be evaluated at least once a month.

The aforementioned evaluation reports should be submitted to the senior executives authorized by the Board of Directors.

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6.5 Total Contract Amount: The total contract amount for derivative transactions that the Company may engage in, at any given time, shall not exceed 50% of the Company's net worth at that time.

6.6 Loss Limit: The loss limit for derivative transactions is outlined as follows:

6.6.1 Individual contract: 20% of the total contract amount.

6.6.2 Total contract: The total contract amount shall be limited to 20% of the total contract value.

7. Operational Procedures

7.1 Authorization Limits, Levels, and Executing Units:

7.1.1 Chairman: The authorized limit is NT\$100 million to NT\$200 million (inclusive).

General Manager: The authorized limit is NT\$100 million (inclusive) or below.

7.1.2 Execution unit: Finance Department.

The above authorization limits refer to the total amount of each derivative transaction contract. The Chairman is authorized to make adjustments in response to changes in the environment; however, such adjustments must be reported to the Board of Directors for approval after implementation.

7.2 Significant Derivative Transactions

Significant derivative transactions should be approved by the committee for investment review according to relevant regulations and submitted to the Board of Directors for resolution.

7.3 Process:

7.3.1 Resolution:

7.3.1.1 Bottom-up: Recommendations are formulated by the trading unit based on observations of external conditions and internal positions. The process involves traders first filling out a derivative transaction application form, specifying the transaction purpose, type, amount, duration, price, cost, and counterparty. Transactions can only proceed after approval from the authorized level.

7.3.1.2 Top-down: Instructions can be issued from the top down for handling special cases or major incidents.

7.3.2 The remaining tasks related to contracting, execution, monitoring, confirmation, delivery, accounting, auditing, and performance evaluation, along with the responsible units and required actions, are detailed in Article 6, Section 3, 'Division of Responsibilities.'

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7.4 Establish a record book to meticulously document and review the types, amounts, board approval dates, and transaction information of derivative transactions.

8. Public Announcement and Reporting

For the purpose of information disclosure, the Company shall report, on a monthly basis, relevant details of derivative transactions (including non-hedging transactions for trading purposes and hedging transactions not for trading purposes) conducted by the Company and non-publicly traded subsidiaries up to the end of the previous month, along with the monthly operational status, into the information reporting website designated by the Securities and Futures Bureau.

9. Accounting Processing

9.1 Processing Standards: The recognition and measurement in accounting should be handled according to the Financial Accounting Standards Bulletins published by the Financial Accounting Standards Committee of the Accounting Research and Development Foundation, and generally accepted accounting principles.

9.2 Disclosure Items: To be handled in accordance with relevant laws and Financial Accounting Standards Bulletins.

10. Internal Control

10.1 Risk Management: The Company's relevant personnel must strictly prevent and control the following six basic types of risks:

10.1.1 Credit risk: Also known as 'default risk,' this term refers to the risk that the counterparty will not fulfill their contractual obligations. The preventative measure is to primarily engage in transactions with entities that have an investment-grade credit rating from an independent professional agency.

10.1.2 Market risk: Also known as 'price risk,' this term refers to the risk of incurring losses due to adverse price movements after entering a trade. The preventative measures, as described in Article 6, Sections 5 and 6, include controlling the total contract amount and loss limits. Additionally, for any transaction, whether for hedging or non-hedging purposes, a stop-loss point should be set at the time of order placement to prevent sudden and drastic market reversals.

10.1.3 Liquidity risk: This refers to the risk that a traded product has few participants, making it impossible to close positions at a reasonable price or even find a counterparty for the transaction. The preventative measure, as described in 6.1.1.3, is to operate only with products that are simple in structure, mature, have clear and straightforward pricing, easily accessible information, numerous market participants, many price quoters, and competitive intermediaries.

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10.1.4 Operational risk: This refers to the risk of losses caused by unintentional errors or intentional concealment and sabotage by internal personnel; preventative measures include:

10.1.4.1 In terms of organizational design:

10.1.4.1.1 Personnel responsible for executing, confirming, and settling transactions must not hold overlapping roles.

10.1.4.1.2 Once a trader verbally resigns, their order placement authority should be immediately revoked by notifying all trading counterparts (first verbally, then in writing), without waiting for formal document approval by the Company.

10.1.4.1.3 Personnel responsible for risk measurement, supervision, and control should belong to different departments from those mentioned in (1) (e.g., if the personnel for transaction execution, confirmation, and settlement are in the Finance Department, then the risk measurement personnel should be in the Accounting Department, and the supervision and control personnel should be in the Audit Department). They should report to the Board of Directors or to senior executives who are not responsible for trading or position decision-making.

10.1.4.2 In terms of audit functions: The audit department, in accordance with its authority and responsibilities, conducts regular and irregular sampling, as well as comprehensive inspections of operational processes, and evaluates the adequacy of internal control procedures.

10.1.5 Legal risk: This refers to the risk that, due to insufficient review of contract terms before signing, the counterparty may not be required to make payments under special circumstances, or may sue the Company for compensation according to the contract. As described in Article 6, Section 3, Item (3), any contract or regulation must be reviewed by the Legal Department in advance, and final recommendations should be made to the senior executives authorized to sign the contract.

10.1.6 Cash flow risk: This refers to the risk that, after engaging in transactions, improper internal coordination or control leads to errors, omissions, or shortages in fund allocation, making it impossible to fulfill settlement obligations on time. As described in Article 6, Section 3, Item (6), strict control over fund allocation and settlement operations is required.

10.2 Regular Evaluation:

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10.2.1 Market risk assessment: Non-hedging assessments are performed on a weekly basis, whereas hedging assessments are conducted biweekly.

10.2.2 Other risk assessments:

10.2.2.1 Credit risk, liquidity risk, country risk: Evaluated monthly by the Finance Department's trading unit.

10.2.2.2 Operational risk: Evaluated monthly by the Audit Department.

10.2.2.3 Legal risk: Evaluated monthly by the Legal Department.

10.2.3 Comprehensive evaluation: Conducted monthly by senior executives designated by the Board of Directors.

10.3 Handling Abnormal Situations:

10.3.1 Identified by the Finance Department: Mostly technical issues such as credit risk, market price risk, liquidity risk, and cash flow risk. Appropriate handling or remedial measures should be taken immediately.

10.3.2 Identified by the Audit Department: Mostly systemic issues such as operational and process risks. They should be corrected immediately, or improvements should be recommended in the system, and reported to the senior management designated by the Board of Directors.

10.3.3 Identified by the Legal Department: Mostly contractual issues such as legal risks. If there is a conflict with existing contract terms, the Finance Department should be notified immediately for appropriate handling, and it should be reported to the senior management designated by the Board of Directors.

11. Internal Audit:

11.1 The purpose is to assess whether the various transaction operations comply with relevant government regulations and internal company policies, and to offer timely recommendations for improving management performance.

11.2 For details regarding the content and functionality of the audit mechanism, please refer to section 6.3.8.

12. Other Matters:

The Procedure requires approval from more than half of the members of the Audit Committee and must be passed by a resolution of the Board of Directors. Implementation shall occur only after obtaining consent from the shareholders' meeting, and the same applies to any amendments. If a director expresses dissent and there is a record or written statement, the Company shall submit the dissenting information to the Audit Committee.

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13. Implementation Period:

The Procedure was established on June 23, 2020.

The first amendment of the Procedure was adopted on August 27, 2021.

The second amendment of the Procedure was adopted on December 15, 2021.

The third amendment of the Procedure was adopted on June 28, 2022.

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Article 1

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with these Procedures.

Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

- I. Basic conditions and values: Gender, age, nationality, culture and so on.
- II. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills and industry experience.

Each board member shall have the necessary knowledge, skill and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

- I. The ability to make judgments about operations.
- II. Accounting and financial analysis ability.
- III. Business management ability.
- IV. Crisis management ability.
- V. Knowledge of the industry.
- VI. An international market perspective.
- VII. Leadership ability.
- VIII. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Board of Directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

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Article 4

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

The selection of independent directors of this Corporation shall comply with the provisions of Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

Article 5

Elections of both directors and supervisors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. To facilitate examination of the qualifications and the educational and professional backgrounds of director candidates, as well as whether or not there are any items listed in Article 30 of the Company Act, proofs of other qualifications shall not be added arbitrarily and the review results shall be provided to shareholders for reference so as to select suitable directors.

When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a director by-election.

When there are an insufficient number of independent directors, then a director by-election shall be held at the next following shareholders' meeting in accordance with provisions of Article 14-2 Paragraph 1 of the Securities and Exchange Act, relevant regulations under the Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings, or those stipulated in Article 8 of "Specific identification standards for each item not suitable for listing on the over-the-counter market under Article 10, Item 1 of the Rules Governing the Review of Securities for Trading on the TPEx" of the Taipei Exchange. When all independent directors have been dismissed, the Company shall convene a special shareholders meeting to hold a by-election within 60 days from the date on which the fact occurred.

Article 6

An accumulative voting system shall be adopted in the election of directors of the Company. The number of votes exercisable with respect to one share shall be the same as the number of directors to be elected and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates

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Article 7

The Board of Directors shall prepare ballots equal to the number of directors to be elected, and append their weightings, for distribution to shareholders attending the shareholders' meeting. The name of the elector may be replaced by the attendance number printed on the ballot paper.

Article 8

Voting rights going toward directors of the Company shall be calculated for independent directors and non-independent directors separately in accordance with the number of directors stipulated in the Company's Articles of Incorporation. Those candidates receiving the greatest numbers of electoral votes as represented by the electoral votes obtained shall be elected in turn. If two or more candidates receive equal numbers of votes and are in excess of the 66 prescribed quota, those with equal numbers of votes shall be decided by drawing lots and the presiding chair shall draw lots on behalf of those not in attendance.

Article 9

When the election begins, the presiding chair shall designate a number of monitors and tallying personnel with shareholder status to perform various related duties. The ballot box shall be prepared by the Board of Directors and shall be inspected by the monitors in public before voting is initiated.

Article 10

If a selected candidate is a shareholder, the voting individual must fill in the name and shareholder account number of the selected candidate in the "selected candidate" column of the ballot. If not a shareholder, the name and ID document number of the selected candidate must be filled in as well. However, when the selected candidate is a governmental or institutional shareholder, the name of the government or institutional entity should be filled in in the voter's "selected candidate" column. When there are several such representatives, the names of the representatives should be added separately.

Article 11

A ballot will be deemed invalid under any of the following circumstances:

1. Not using ballots prepared by the Board of Directors.
2. Putting blank ballots into the ballot box.
3. The handwriting is illegible or has been altered.
4. If a selected candidate is a shareholder and the associated account name and shareholder account number do not match the roster of shareholders; if the selected candidate is not a shareholder or his or her name and identification document number do not match after verification.

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5. Other wording is inserted in addition to the account name (name) or shareholder account number (identification document number).

6. The names of selected candidates are the same as those of other shareholders but the shareholder account numbers or identification document numbers are not filled in for identification.

Article 12

Ballots will be opened on site after voting and the ballot results should be announced on site by the chair or master of ceremonies, including the list of elected directors and their respective votes received. The ballots for the election mentioned in the preceding paragraph shall be sealed and signed by the monitors and shall be held in a secure location for at least one year. However, if a shareholder institutes legal proceedings in accordance with Article 189 of the Company Act, the relevant audio or video recordings shall be retained until the legal proceedings are concluded.

Article 13

Elected directors shall be given separate notices of election by the Company's Board of Directors.

Article 14

These Procedures shall come into force after approval by the shareholders' meeting; the same shall apply to amendments thereof.

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Document Resume Summary

Version	Explain	Amend Unit	Date
A1	First establishment	Audit Office	June 23, 2020
A2	Amendment	Audit Office	December 15, 2021
A3	Amendment	Audit Office	June 28, 2022
A4	Amendment	Audit Office	March 12, 2024

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Article 1 The rules of procedures for the shareholders' meetings of J&V Energy Technology Co., Ltd. (the "Company"), unless otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in this Rules and Procedures of Shareholders' Meeting (this "Rules").

Article 2 The shareholders' meetings of the Company, unless otherwise provided by law or regulation, shall be convened by the board of directors.

Unless otherwise provided in Regulations Governing the Administration of Shareholder Services of Public Companies, a Company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number 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.

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, 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, provided that the Company has the paid-in capital of NT\$2 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.

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.

The Company 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:

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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, 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 Company, 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.

Where re-election of all directors 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 Company 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.

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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 3 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 4 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.

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Article 5 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 5-1 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:

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- (1) 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.
 - (2) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (3) 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.
 - (4) 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 for the circumstances set out in Article 44-9, paragraph 6 of Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection devices and necessary assistance, and specify the period during which shareholders may apply to the Company and other related matters requiring attention.

Article 6 If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the chairman shall appoint one of the managing directors to act as chairperson, or, if there are no managing directors, one of the directors shall be appointed to act as chairperson. Where the chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chairperson.

When a managing director or a director serves as chairperson, 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 applied for a representative of a juristic person director that serves as chairperson.

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It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairman of the board in person and attended by a majority of the directors 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 chairperson 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 7 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, provided that 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 8 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 chairperson 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.

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However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson 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 chairperson 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 5.

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

Article 9 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 chairperson 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 chairperson 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 chairperson in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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The chairperson 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 chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 10 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 chairperson.

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 chairperson, 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 chairperson 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 chairperson and the shareholder that has the floor; the chairperson 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 chairperson 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 chairperson declaring the meeting open until the chairperson 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 11 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.

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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 12 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

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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 chairperson or a person designated by the chairperson 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 chairperson 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 chairperson, provided that all monitoring personnel shall be shareholders of the Company. 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 chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson 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 chairperson 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 5 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.

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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 13 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson 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 14 Except for the proposals listed on the meeting agenda, the contents of the proposals may be read out by the chairperson or by the master of ceremonies. When there is an amendment or an alternative to a proposal, the chairperson 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.

Article 15 Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chairperson 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 chairperson may prevent the shareholder from so doing.

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

Article 16 The election of directors 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 the numbers of votes with which they were elected, and the names of

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directors 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, provided that 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 17 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 chairperson 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 chairperson'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. 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 chairperson'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 18 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.

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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 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 chairperson has announced the meeting adjourned.

Article 20 When the Company convenes a virtual-only shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson 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 chairperson 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 chairperson 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.

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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.

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 for the circumstances set out in Article 44-9, paragraph 6 of Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection devices and necessary assistance, and specify the period during which shareholders may apply to the Company and other related matters requiring attention.

Article 23 This 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.

J&V Energy Technology Co., Ltd.

Directors' Shareholding

Record Date: November 26, 2024

Title	Name	Number of Shares	Shareholding Ratio
Chairman	Liao, Fu-Sen	1,070,587	0.78%
Director	Lee, Chung-Liang, the representative of Collins Co., Ltd.	900,000	0.65%
Director	Chao, Shu-Min, the representative of Asia Energy Development Co., Ltd.	1,225,953	0.89%
Independent Director	Wu, Ching-Sung	0	0.00%
Independent Director	Kuo, Hui-Lan	0	0.00%
Independent Director	Tang, Chia-Liang	0	0.00%
Independent Director	Chen, Chi-Chang	0	0.00%
Total		3,196,540	2.32%

Note 1: Total shares issued as of November 26, 2024: 137,830,041 common shares.

Note 2: The company's independent directors occupy more than half of the total board seats, and Audit Committee has been established. Therefore, the statutory requirement for shareholding by all directors and supervisors does not apply.