



# J&V Energy Technology Co., Ltd.

**Meeting  
Handbook**

**2024** 1<sup>st</sup> Special Meeting

Convening Method | Physical Shareholders' Meeting

Date | Tuesday on March 12, 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' 1<sup>st</sup> Special Meeting

**I. Call the Meeting to Order**

**II. Chairman's Address**

**III. Report Items**

**IV. Discussion Items**

**V. Special Motions**

**VI. Adjournment**

**J&V Energy Technology Co., Ltd.**  
**Meeting Agenda for the 2024 Shareholders' 1st**  
**Special Meeting**

Convening Method: Physical Meeting

Time: 10 A.M. on March 12, 2024 (Tuesday)

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. Status report of the 1st tranche of secured convertible bonds, 2023
- IV. Discussion Items:
  1. The Company's application for list on the general board.
  2. Proposal of capital increase by cash through issuance of new shares for list on the general board underwriting and abandonment of subscription by the original shareholders.
  3. Amendments to "Rules and Procedures of Shareholders' Meeting"
  4. Amendment to the Company's "Articles of Incorporation"
- V. Special Motions
- VI. Adjournment

# Report Items

1

Motion:

Status report of the 1st tranche of secured convertible bonds, 2023

Explanatory Note:

In order to pay off loans and strengthen the operating capital, the Company issued the first secured convertible bonds in the domestic market on November 28, 2023. The issuance details are as follows:

Types of corporate bonds	The 1st Tranche of secured convertible bonds
Approval date	November 22, 2023
Issue date	November 28, 2023
Total issuance amount	NT\$850,000,000
Face value per bond	NT\$100,000.
Issue price	100.50% of the face value.
Maturity date	The issuance period is three years, starting from November 28, 2023, and maturing on November 28, 2026.
Coupon rate	0%
Interest payment method	Not applicable
Repayment method	Except for creditors who convert common shares according to Article 10 of Rules for Issuance and Conversion of Secured Convertible Bonds, or the Company redeems the bond prior to its maturity or repurchases the bond at the place of business of a securities firm for write-down according to Article 18 of the Rules for Issuance and Conversion, redemption will be made by cash at 100.75% of the face value (yielding a 0.25% yield) upon their maturity.
Trustee institution	Trust Department, KGI Bank Co., Ltd.
Principal and interest repayment agent	Transfer Agency Department, Fubon Securities Co., Ltd.
Execution status of capital utilization plan	Fully executed in the fourth quarter of the year 2023.

# Discussion Items

**1**

**Proposed by the board of directors**

Motion:

The Company's application for list on the general board.

Explanatory Note:

1. The Company plans to apply for listing on the general board of TWSE after listing on the TIB board for one year, for enhancing the Company's visibility and reputation, attracting outstanding talents, expanding operation scale, and for long-term development in the future.
2. In order to grasp market opportunities, it is proposed to request the Shareholders Meeting to authorize the Board of Directors or the chairman to handle all matters related to application for IPO in accordance with the law.

Resolution:

**2**

**Proposed by the board of directors**

Motion:

Proposal of capital increase by cash through issuance of new shares for list on the general board underwriting and abandonment of subscription by the original shareholders.

Explanatory Note:

1. In order to comply with laws and regulations related to listing, it is proposed that after the Board of Directors of the TWSE approved the Company's initial listing application, the Company shall issue new shares for the capital increase in cash as the source of public underwriting prior to initial listing on the TWSE.
2. According to Article 267 of Company Act, 10% to 15% percent of such new shares shall be reserved for subscription by employees, and for shares employees abandon to subscribe thereof, it is planned to authorize the Chairman to name specific persons to purchase such shares at issue price.
3. Except for the new shares reserved for subscription by employees, it is proposed that the existing shareholders shall waive their preemptive rights to subscribe the remaining new shares by resolution of the shareholders meeting, in order for public underwriting of new shares prior to the Company's initial listing on the TWSE.

4. The overall IPO plan (including the issue price, actual number of shares to issue, conditions, project, amount of money raised, schedule, possible benefits etc.) and other related matters, in case of adjustments because of the Authority's orders, management review or changes of objective environment, it is planned to achieve the approval at the Shareholders' first special Meeting in 2024 to authorize the Board of directors with full power to handle such matters.
5. New shares issued from this capital increase will carry the same rights and obligations as the previously issued shares.
6. Upon the approval of the authority, it is planned to convene a Board Meeting to settle matters such as the base date of capital increase.

Resolution:

**3**

**Proposed by the board of directors**

Motion:

Amendments to "Rules and Procedures of Shareholders' Meeting"

Explanatory Note:

In line with the announcement of Letter No. Financial-Supervisory-Securities-Trading-1120385664 of the Financial Supervisory Commission and Letter No. Taiwan-Stock-Governance-1120004167 of the Taiwan Stock Exchange Corporation, the Company proposed to amend the "Rules and Procedures of Shareholders' Meeting". Please refer to Appendix 1 for the comparison table of the revised provisions (pp. 7- 10).

Resolution:

**4**

**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 and the regulatory authority's emphasis on strengthening duties and functions of boards under the 'Corporate Governance 3.0 - Sustainable Development Roadmap', the Company proposed to amend the Articles of Incorporation. Please refer to Appendix 2 (pp. 11~14) for the comparison table of the Amended Articles of Incorporation

Resolution:

**Special Motions**

**Adjournment**



## J&amp;V Energy Technology Co., Ltd.

## Rules and Procedures of Shareholders' Meeting Revision Table

	Amended preceding articles.	Revised subsequent articles	Explanation
Article 2	<p>The shareholders' meetings of the Company, unless otherwise provided by law or regulation, shall be convened by the board of directors.</p> <p>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.</p> <p>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</p>	<p>The shareholders' meetings of the Company, unless otherwise provided by law or regulation, shall be convened by the board of directors.</p> <p><u><a href="#">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.</a></u></p> <p>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.</p> <p>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</p>	<p>Revising and adjusting the provision to be in line with the announcement of Letter No. Financial-Supervisory-Securities-Trading-1120385664 of the Financial Supervisory Commission and Letter No. Taiwan-Stock-Governance-1120004167 of the Taiwan Stock Exchange Corporation</p>

	Amended preceding articles.	Revised subsequent articles	Explanation
	<p>capital of NT\$10 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.</p> <p>The following is omitted.</p>	<p>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.</p> <p>The following is omitted.</p>	
Article 5-1	<p>To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice: 1, 2, omitted. 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.</p>	<p>To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the shareholders' meeting notice: 1, 2, omitted. 3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in</p>	<p>Revising and adjusting the provision to be in line with the announcement of Letter No. Taiwan-Stock-Governance-1120004167 of the Taiwan Stock</p>

	Amended preceding articles.	Revised subsequent articles	Explanation
		<p>attending a virtual shareholders' meeting online shall be specified.</p> <p><u>Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the Company and other related matters requiring attention.</u></p>	Exchange Corporation
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.	<p>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.</p> <p><u>Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide the shareholders with connection facilities and necessary assistance, and specify the period during which shareholders may apply to the Company and other related matters requiring attention.</u></p>	Revising and adjusting the provision to be in line with the announcement of Letter No. Taiwan-Stock-Governance-1120004167 of the Taiwan Stock Exchange Corporation
Article 23	This Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent mendments	<u>Added document revision summary.</u>	Deleted; replaced by the document revision summary.

	Amended preceding articles.	Revised subsequent articles	Explanation
	<p>thereto shall be effected in the same manner.</p> <p>This Rules was made on June 23, 2020.</p> <p>The first amendment of this Rules was adopted on June 28, 2022.</p>		

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

	Amended preceding articles.	Revised subsequent articles	Explanation
Article 5	<p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p> <p><u>Qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements, entitled to receive share subscription warrant, restricted stock for employees, repurchases shares for transferring them to employees, new shares reserved for subscription by employees.</u></p> <p><u>To issuance of employee stock warrants at less than the closing price of the Company stocks as of the issuing date or to transfer shares to employees at less than the average actual share repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares.</u></p>	Adjusted in accordance with the operational needs of the Company.

	Amended preceding articles.	Revised subsequent articles	Explanation
Article 15	<p>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.</p> <p>In accordance with the Securities and Exchange Act, at least 2 directors or one-fifth 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.</p> <p>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.</p> <p>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.</p>	<p>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.</p> <p>In accordance with the Securities and Exchange Act, at least <u>3</u> directors or <u>one-third</u> 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.</p> <p>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.</p> <p>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.</p>	<p>In alignment with the regulatory authority's emphasis on strengthening duties and functions of boards under the 'Corporate Governance 3.0 - Sustainable Development Roadmap</p>

	Amended preceding articles.	Revised subsequent articles	Explanation
	The Company may purchase D&O for directors by the resolutions of the board of directors.	The Company may purchase D&O for directors by the resolutions of the board of directors.	
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 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>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 Incorporation was adopted on December 15, 2021.</p> <p>The thirteenth amendment of this Articles of Incorporation was adopted on June 28, 2022.</p>	Added the sixteenth amendment.

	Amended preceding articles.	Revised subsequent articles	Explanation
	<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 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><a href="#"><u>The sixteen amendment of this Articles of Incorporation was adopted on March 12, 2024.</u></a></p>	



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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.

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\$10 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:

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.

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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.

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

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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.

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.

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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:
  - (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'

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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.

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.

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.

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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.

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.

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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.

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

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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.

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



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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 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

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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. 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

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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 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

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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.

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.

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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. 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

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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.

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.

This Rules was made on June 23, 2020.

The first amendment of this Rules was adopted on June 28, 2022.

# 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 Enterprise
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.

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 2 directors or one-fifth 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.

J&V Energy Technology Co., Ltd.

Company Chop

Name of the Representative	Chop
Lai Chin-Lin	

## J&V Energy Technology Co., Ltd.

### Directors' Shareholding

1. The paid-in capital of J&V Energy Technology Co., Ltd. is NT\$1,162,090,780 and the number of issued shares is 116,209,078.
2. The shareholdings of each director as of the date of closure of the shareholders' meeting (March 12, 2024) are set out in the table below:

Title	Name	Number of Shares	Shareholding Ratio
Chairman	Liao Fu-Sen	1,070,587	0.92%
Director	Lee Chung-Liang, the representative of Collins Co., Ltd.	900,000	0.77%
Director	Chao Shu-Min, the representative of Asia Energy Development Co., Ltd.	1,249,953	1.08%
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		3,220,540	2.77%