V5 TECHNOLOGIES CO., LTD.

Procedures for acquiring or disposing of assets

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1	Apr 30, 2024	11	V01	First Edition	吳香蘭
2	Jun 24, 2025	11	V02	Cooperate with the company to establish an audit committee, delete the paragraph about supervisors, and revise the content according to laws and regulations and operational needs.	黃立彬

Review, Approval, and Issuance

<table>
<tr><th>Department</th><th>Editor</th><th>Reviewer</th><th>Approver</th><th>Department</th><th>Document Controller</th></tr>
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Chapter 1：General Principles

Article 1: Purpose and Basis

The acquisition or disposal of assets by the Company shall be conducted in accordance with this procedure.

Article 2: Scope of Assets

The term "assets" as used in these procedures includes the following:

1.Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.

2.Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.

3.Memberships.

4.Patents, copyrights, trademarks, franchise rights, and other intangible assets.

5.Right-of-use assets.

6.Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).

7.Derivatives.

8.Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.

9.Other major assets.

Article 3: Evaluation Procedures

Price Determination Methods:

1. The acquisition or disposal of marketable securities traded on centralized markets or the Taipei Exchange (hereinafter referred to as “TPEx”) shall be based on prevailing market prices.
2. For securities not traded on centralized markets or OTC, the Company shall obtain the most recent financial statements audited or reviewed by certified

public accountants of the target company prior to the transaction as a reference for evaluating the transaction price, and shall consider the net asset value per share, profitability, future development potential, and negotiate the transaction price accordingly; or refer to market interest rates, bond coupon rates, and the credit rating of the debtor as the basis for negotiation.

3. For the acquisition or disposal of real estate, reference shall be made to the government-assessed value, appraised value, and the transaction prices of neighboring properties.
4. For the acquisition or disposal of equipment, quotations, price comparisons, negotiations, or bidding shall be adopted.
5. For the acquisition or disposal of membership certificates, quotations, price comparisons, or negotiations shall be adopted.
6. For the acquisition or disposal of intangible assets, relevant laws and contract terms shall apply.
7. Transactions between the Company and related parties shall be conducted in accordance with Chapter 2 of this procedure.
8. The acquisition or disposal of derivatives shall be conducted in accordance with the relevant provisions in Chapter 3 of this procedure.
9. Assets acquired or disposed of by means of legal merger, demerger, acquisition, or transfer of shares shall be handled pursuant to Chapter 4 of this procedure.

Price References:

1. Short- and Long-term Marketable Securities:

   The Company shall obtain the most recent audited or reviewed financial statements of the target company prior to the transaction.If the transaction amount exceeds 20% of the Company’s paid-in capital or NT$300 million, the Company shall obtain an opinion from a certified public accountant regarding the reasonableness of the transaction price.

   This requirement is waived for securities with active public quotations or those subject to alternative regulatory provisions.

2. Real Estate, Equipment, or Right-of-Use Assets:

For transactions not involving government agencies, self-developed land, leased land, or equipment for business use, if the transaction amount exceeds 20% of the Company's paid-in capital or NT$300 million, an appraisal report must be obtained prior to the transaction, in compliance with the following:

(i) Transactions based on special, specified, or restricted pricing must first be approved by the Board of Directors. Any changes in transaction terms must undergo the same procedure.

(ii) For transactions exceeding NT$1 billion, two or more professional appraisers must conduct the valuation.

(iii) If the difference between the appraisal result and the transaction price exceeds 20%, or if two or more appraisers have results differing by over 10%, the Company must obtain an accountant's opinion on the discrepancy and price reasonableness, except when the acquisition price is entirely below appraised value or the disposal price exceeds it.

(iv) Appraisal reports must be dated within three months prior to contract signing; if using the same government-assessed value and within six months, the same appraiser may issue an opinion letter.

(v) The term "professional appraiser" refers to real estate appraisers or others legally qualified to perform asset valuation.

3. Membership Certificates or Intangible Assets or Right-of-Use Assets:

For transactions exceeding 20% of paid-in capital or NT$300 million (excluding those with domestic government agencies), the Company must obtain a certified public accountant's opinion on price reasonableness prior to the transaction.

4. Calculation of Transaction Amounts:

Shall be conducted in accordance with Paragraph 1 of Article 5, based on the transaction occurrence date and retroactively calculated over the past year. Previously obtained appraisal reports or CPA opinions may be excluded from re-calculation.

5. Derivatives:

   Shall be handled in accordance with Chapter 3 of this procedure.

6. Assets Acquired or Disposed by Legal Merger, Demerger, Acquisition, or Share Transfer:

   Shall be handled pursuant to Chapter 4 of this procedure.

Appraisers, accountants, attorneys, or securities underwriters engaged by the Company shall meet the following conditions:

1. No convictions for serious violations of securities, company, banking, insurance, financial holding, or commercial accounting laws, nor crimes such as fraud, breach of trust, embezzlement, or forgery resulting in imprisonment over one year, unless three years have passed since completion, probation, or pardon.
2. Must not be a related party or have a substantial relationship with transaction counterparties.
3. If multiple appraisers are engaged, they must not be related parties or have a substantial relationship with each other.

The above-mentioned professionals must follow industry self-regulation and the following when issuing reports or opinions:

1. Evaluate their professional competence, experience, and independence before accepting assignments.
2. Execute proper procedures and document steps, collected data, and conclusions in working papers.
3. Assess integrity, accuracy, and reasonableness of all source data and parameters.
4. Include declarations of professional capability, independence, assessed data reliability, and regulatory compliance.

If assets are acquired or disposed of through court auction, official documentation issued by the court may substitute for an appraisal report or CPA opinion.

Article 4: Operational Procedures

Authorization Limits and Hierarchies: The acquisition or disposal of the Company's assets shall follow the authorization limits and procedures outlined below:

1 Investment in Long-Term and Short-Term Marketable Securities
  - I. Long-Term Investments:
    - i. Transactions not exceeding NT$60 million require approval by the Chairperson.
    - ii. Transactions exceeding NT$60 million require approval by the Board of Directors.
  - II. Short-Term Investments:
    - i. Transactions not exceeding NT$60 million require approval by the Chairperson.
    - ii. Transactions exceeding NT$60 million require approval by the Board of Directors.

2 Real Estate, Equipment, or Right-of-Use Assets. Transactions not exceeding NT$10 million require approval by the General Manager. Transactions exceeding NT$10 million but not exceeding NT$60 million require approval by the Chairperson. Transactions exceeding NT$60 million must be approved by the Board of Directors. However, the Board may delegate authority to the Chairperson, subject to ratification afterward. Approved annual capital expenditure budgets are not subject to this limitation.

3 Membership Certificates and Intangible Assets or Right-of-Use Assets shall follow the same procedures as real estate and equipment transactions.

4 Derivative Products shall be handled in accordance with the provisions in Chapter 3 of this Procedure.

5 Assets Acquired or Disposed via Legal Merger, Demerger, Acquisition, or Share Transfer shall be handled in accordance with the provisions in Chapter 4 of this Procedure.

Board and Committee Oversight, where asset transactions require Board approval under this Procedure or other applicable laws, if any Director expresses objection (recorded or in writing), the Company shall forward the objection information to all Audit Committee members.

Any significant asset or derivative transaction shall be approved by more than half of all Audit Committee members, and then submitted to the Board of Directors for resolution.

If the Audit Committee’s approval threshold is not met, the transaction may proceed if approved by two-thirds or more of the entire Board of Directors, and the Audit Committee’s resolution shall be recorded in the Board minutes.

"All members" of the Audit Committee and Board of Directors refer to those currently holding office.

Responsible Departments:

1. Long- and short-term securities investments: handled by the Finance Department.
2. Real estate, equipment, and right-of-use assets: handled by the user departments and relevant responsible units.
3. Membership certificates and intangible assets or right-of-use assets: same as real estate and equipment.
4. Derivative products: evaluated and executed by the Finance Department.
5. Assets acquired or disposed via legal merger, demerger, acquisition, or share transfer, and other significant assets: assigned by the Chairperson or handled by a dedicated project team.
6. Other significant assets: handled by the user departments and relevant responsible units.

Document Retention:

All contracts, meeting minutes, registry books, appraisal reports, and opinions from certified public accountants, attorneys, or securities underwriters regarding asset acquisition or disposal must be retained by the Company for a minimum of five years, unless otherwise required by law.

Article 5: Public Announcement and Reporting

In any of the following circumstances involving the acquisition or disposal of assets by the Company, public announcement and reporting shall be made in accordance with applicable regulations and designated formats within two days from the date of occurrence:

1. Acquisition or disposal of real estate or right-of-use assets from or to related parties, or other assets from or to related parties (excluding real estate and right-of-use assets), where the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets, or NT$300 million, whichever is lower. *Note: Transactions involving domestic government bonds, repurchase agreements, resale agreements, or subscriptions/redemptions of domestic money market funds are excluded.*
2. Conducting mergers, demergers, acquisitions, or share transfers.
3. Engaging in derivative transactions resulting in losses exceeding the limit prescribed for individual contracts or in total under the relevant procedures.
4. Acquisition or disposal of equipment or right-of-use assets for business use with non-related parties, where the transaction amount meets one of the following thresholds:
   I. NT$500 million or more for public companies with paid-in capital less than NT$10 billion.
   II. NT$1 billion or more for public companies with paid-in capital of NT$10 billion or above.
5. Acquisition of real estate through methods such as self-developed construction, lease-based construction, joint development for housing units, shared profits, or shared sales with non-related parties, where the estimated investment amount is NT$500 million or more.
6. Asset transactions not covered in the above items or investments in Mainland China, where the transaction amount reaches 20% of paid-in capital or NT$300 million or more. *Exclusions:*

I. Transactions involving domestic government bonds or foreign government bonds rated no lower than Taiwan's sovereign credit rating.
II. Repurchase agreements, resale agreements, or subscriptions/redemptions of domestic money market funds.

7. For items 1 through 6, transaction amounts shall be calculated based on the following:

   I. Each individual transaction.
   II. Cumulative amount of similar asset transactions with the same counterparty within one year.
   III. Cumulative amount of acquisitions or disposals (calculated separately) of real estate or right-of-use assets under the same development plan within one year.
   IV. Cumulative amount of acquisitions or disposals (calculated separately) of the same marketable security within one year.

The "date of occurrence" refers to the earliest of: contract signing date, payment date, transaction execution date, asset transfer date, Board resolution date, or any other date that can confirm the counterparty and transaction amount. For investments requiring regulatory approval, it refers to the earliest of the above dates or the date of approval by the competent authority.

"Investment in Mainland China" refers to investments or technical collaborations permitted under the Ministry of Economic Affairs' regulations governing investment review and approval in Mainland China.

The term "within one year" means a one-year period retroactively calculated from the date of occurrence of the current transaction. Transactions already announced are excluded from recalculation.

For matters requiring announcement and reporting under applicable regulations, content shall conform to the relevant requirements issued by the securities authority.

If any mistakes or omissions are identified in prior announcements, the Company shall refile all required items within two days of discovery.

Should any of the following occur after a required transaction has been announced, the Company must file a supplemental public report on the securities authority's designated website within two days of the date of occurrence:

1. Modification, termination, or cancellation of the original contract.
2. Failure to complete a merger, demerger, acquisition, or share transfer by the scheduled date specified in the contract.
3. Any changes to the previously announced content.

Article 6: Control Procedures for Subsidiary Asset Acquisition or Disposal

Each subsidiary of the Company shall establish its own "Procedure for Acquisition or Disposal of Assets" in accordance with the Regulations Governing the Acquisition or Disposal of Assets by Public Companies and submit it for approval by its board of directors. Any subsequent amendments shall follow the same approval process.

Subsidiaries shall handle asset acquisitions or disposals in accordance with their own approved procedures.

If a subsidiary is not a domestic public company and engages in an asset transaction that triggers the announcement and reporting requirements under Article 5, such announcements shall be made by the Company on behalf of the subsidiary.

For subsidiaries subject to the thresholds mentioned in Article 5 (e.g., transaction amounts based on paid-in capital or total assets), such thresholds shall be calculated based on the paid-in capital or total assets of the Company, not the subsidiary.

The term "subsidiary" as used in these procedures shall be defined in accordance with the criteria set forth in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 7: Limits on Acquisition of Non-Operational Real Estate, Right-of-Use Assets, and Marketable Securities by the Company and Subsidiaries

The Company and its subsidiaries shall comply with the following limitations on the total amount and individual amount of acquisitions of non-operational real estate, right-of-use assets, and marketable securities:

1. The total amount for acquiring non-operational real estate and right-of-use

assets shall not exceed 30% of the net worth of each entity, based on its most recent financial statements audited or reviewed by a certified public accountant.

2. The total amount of investment in marketable securities shall not exceed 40% of the net worth of each entity, based on its most recent financial statements audited or reviewed by a certified public accountant.
3. The limit for investment in any individual marketable security shall not exceed 40% of the net worth of each entity, based on its most recent financial statements audited or reviewed by a certified public accountant.

Chapter 2：Related Party Transactions

Article 8: Definitions

The term “Related Party” as used in these procedures shall be defined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

When determining whether a transaction counterparty qualifies as a related party, the Company shall consider not only the legal form but also the substance of the relationship.

Article 9: Compliance with Regulations

Any acquisition or disposal of assets by the Company involving a related party shall be conducted in accordance with the preceding articles and the relevant provisions of the Regulations Governing the Acquisition or Disposal of Assets by Public Companies as stipulated by the competent authority.

Chapter 3: Control of Derivatives Transactions

Article 10:

The Company shall conduct derivatives transactions in accordance with the provisions of Chapter 1 and this Chapter.

Article 11: Trading Principles and Policies

Types of Transactions:

The term “derivatives” under this procedure refers to contracts whose value is derived from specific interest rates, prices of financial instruments, commodity prices, foreign exchange rates, indices of prices or rates, credit ratings or credit indices, or other variables. Derivatives include forward contracts, options, futures contracts, margin trading contracts, swap agreements, combinations of these contracts, and structured products with embedded derivatives. Forward contracts exclude insurance contracts, performance contracts, after-sales service agreements, long-term lease agreements, and long-term purchase (or sale) agreements.

Operational or Hedging Strategies:

The Company shall engage in derivatives transactions solely for the purpose of hedging operational risks and shall not conduct any speculative trading. Hedging strategies shall be based on natural hedging principles and derive from actual foreign currency-denominated receivables, payables, assets, or liabilities. Net positions—after offsetting in terms of amount and currency—shall serve as the basis for trading.

Contract Amount Limits and Authorization Levels:

1. The total unsettled contract amount for hedging purposes shall not exceed the actual business needs. The Finance Department shall manage the Company’s overall position, with the annual purchase or sales volume (whichever is higher) as the ceiling.
    - For individual transactions not exceeding USD 1 million and cumulative net positions not exceeding USD 3 million, prior approval by the General Manager is required.
    - For individual transactions not exceeding USD 6 million and cumulative net positions not exceeding USD 20 million, prior approval by the Chairperson is required.
    - For individual transactions exceeding USD 6 million or cumulative net positions exceeding USD 20 million, prior Board approval is required.
2. For hedging foreign exchange risks arising from overseas equity (e.g., GDRs, ADRs) or debt issuance (e.g., ECBs), the contract amount may be based on the total outstanding amount in circulation.

- Transactions exceeding USD 6 million individually or with net positions exceeding USD 20 million require prior Board approval.
- Transactions within those limits require approval by the Chairperson.

Stop-Loss Limits for Individual and Aggregate Contracts:

1. For hedging transactions:
   - Stop-loss points must be set with a maximum loss threshold of 10% of the contract amount, applicable to both individual and aggregate contracts.
   - Upon reaching the threshold, the Chairperson shall be immediately informed, and the Board of Directors shall be notified to discuss necessary countermeasures.
2. Non-hedging transactions:
   - The Company shall not engage in non-hedging transactions under any circumstances.

Delegation of Responsibilities:

1. Trading Executives: Responsible for gathering relevant legal and market information, designing hedging strategies, and disclosing risks. Before executing trades, they must understand the Company's policies and strategic direction, assess market trends and risks, and submit a proposal on positions and hedging methods for approval by the authorized supervisor.
2. Transaction Confirmers: Responsible for confirming transaction accuracy with counterparties (e.g., banks) and affixing the corporate seal to confirmation documents.
3. Settlement Personnel: Responsible for processing settlements of derivatives transactions and regularly monitoring cash flow status to ensure contractual obligations can be met.
4. Accounting Personnel: Must accurately and appropriately reflect the outcomes of derivatives transactions and gains/losses in financial statements, in accordance with applicable regulations.

5. Audit Personnel: Shall regularly evaluate whether derivatives trading complies with established procedures and whether associated risks fall within acceptable company limits.

Performance Evaluation Guidelines:

1. Performance of hedging transactions shall be assessed based on the applicable hedging strategy and measured using fair value principles.
   - The Finance Department shall conduct weekly performance reviews based on market prices and submit a monthly report to the Chairperson during the first week of each month.
2. If anomalies are identified during periodic reviews or assessments, the Finance Department shall take necessary countermeasures immediately and report to the Chairperson.

Article 12: Operational Procedures

Upon receiving authorization as stipulated in Paragraph 3 of Article 11, the Chairperson may execute relevant derivatives transaction agreements with financial institutions on behalf of the Company.

Authorized trading personnel shall execute transactions based on the approved contract limits and trading authorities specified in Article 11. After obtaining the necessary approvals, orders shall be placed with the bank. Each transaction order shall clearly state the transaction type, amount, duration, transaction fees, counterparty, and include a note indicating that the transaction is conducted for hedging purposes.

Upon receipt of the transaction confirmation from the bank, the transaction confirmer shall promptly verify its accuracy. If any defects or errors are found, the confirmer must immediately clarify with the trading personnel.

After confirmation, the settlement personnel shall carry out settlement activities in accordance with the transaction order details.

The accounting personnel shall prepare journal entries and record the relevant accounting items based on transaction evidence and documents.

Article 13: Risk Management Measures

Scope of Risk Management:

1. Credit Risk Consideration: The Company shall engage only with banks or internationally recognized financial institutions that have established relationships with the Company and can provide professional information and support.
2. Market Price Risk Consideration: Due to the uncertainty of future market price fluctuations associated with derivatives, stop-loss thresholds must be strictly observed once a trading position is established.
3. Liquidity Risk Consideration: Derivatives transactions must be based on actual and substantive transactions to ensure the Company's ability to fulfill settlement obligations.
4. Cash Flow Risk Consideration: Trading personnel must strictly adhere to authorized limits and monitor the Company's cash flow to ensure sufficient liquidity for settlement.
5. Operational Risk Consideration: All relevant personnel shall execute transactions in accordance with authorized levels and operational procedures to minimize operational risk.
6. Legal Risk Consideration: All contracts entered into with financial institutions must be reviewed and approved by legal personnel prior to execution to avoid potential legal liabilities.
7. Product Risk Consideration: Internal trading personnel and financial institutions must possess complete and accurate professional knowledge of the financial instruments involved. Banks must be required to fully disclose associated risks to avoid losses arising from misuse or misunderstanding of financial products.

Personnel responsible for derivatives trading, confirmation, and settlement must not hold overlapping roles.

Risk measurement, monitoring, and control personnel must belong to different departments than those executing transactions and shall report directly to the Board of Directors or to senior management not responsible for trading or position decisions.

The Finance Department shall assess held derivatives positions weekly based on market value to review trading performance. For hedging transactions conducted for operational needs, evaluation shall occur at least twice per month, and the assessment reports shall be submitted to senior management authorized by the Board of Directors.

Transaction confirmation personnel shall be responsible for recording trading vouchers and contracts, regularly reconciling accounts with counterpart banks, verifying transactions, and ensuring that amounts comply with authorized trading limits.

Article 14: Internal Audit System

The Company's internal audit personnel shall periodically assess the adequacy of internal controls related to derivatives transactions. Monthly audits shall be conducted on the operating procedures followed by the trading departments with respect to derivatives trading, and audit reports shall be prepared. If any major violation is identified, the internal auditors shall notify all members of the Audit Committee in writing.

Article 15: Periodic Evaluation and Exception Handling

The Board of Directors shall exercise supervision and oversight of derivatives transactions in accordance with the following principles:

1. Senior management personnel designated by the Board shall continuously monitor and control risks associated with derivatives trading.
2. The Board shall periodically evaluate whether the performance of derivatives transactions aligns with the Company's established operational strategies and whether associated risks remain within acceptable limits.

Senior management authorized by the Board shall manage derivatives transactions in accordance with the following principles:

1. Periodically assess whether the current risk management measures are appropriate and in full compliance with the Regulations Governing the Acquisition or Disposal of Assets by Public Companies, as issued by the Financial Supervisory Commission, and with the provisions of these procedures.

2. Supervise transaction activities and profit/loss results. Upon identifying any irregularities, appropriate countermeasures shall be taken and reported to the Board immediately.

3. For any derivatives transaction conducted pursuant to delegated authority under these procedures, a report shall be submitted to the most recent meeting of the Board of Directors.

Article 16: Record Book and Reporting

The Company shall maintain a derivatives transaction record book. The book shall provide detailed entries regarding the types and amounts of derivatives transactions undertaken, the dates of approval by the Board of Directors, and matters requiring careful evaluation pursuant to Paragraph 4 of Article 13 and Paragraphs 1 and 2 of Article 15.

The Company shall, by the 10th day of each month, enter information into the information reporting website designated by the competent authority, using the prescribed format. The report shall disclose the status of derivatives transactions carried out by the Company and by its subsidiaries that are not domestic public companies, up to the end of the preceding month.

Chapter 4： Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

Article 17: Definition

The term "assets acquired or disposed of through legal merger, demerger, acquisition, or share transfer," as used in these procedures, refers to assets obtained or disposed of in accordance with the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act, or other applicable laws governing mergers, demergers, or acquisitions. It also includes the acquisition of shares in another company through the issuance of new shares, as stipulated under Article 156-3 of the Company Act.

Article 18: Legal Compliance

Any acquisition or disposal of assets by the Company through legal merger, demerger, acquisition, or share transfer shall be conducted in accordance with Chapter 1 of these procedures and the relevant provisions of the Regulations Governing the Acquisition or Disposal of Assets by Public Companies issued by the competent authority.

Chapter 5：Other Important Matters

Article 19: Additional Notes

Provisions concerning 10% of total assets under this procedure shall be calculated based on the total asset amount as stated in the most recent standalone or individual financial statements prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

If the Company’s shares are without par value or the par value per share is not NT$10, then the transaction amount thresholds tied to 20% of paid-in capital under this procedure shall be calculated as 10% of equity attributable to owners of the parent company. Likewise, thresholds related to NT$10 billion in paid-in capital shall be adjusted to NT$20 billion in equity attributable to owners of the parent company.

Any Company personnel who violate the provisions or standards stipulated in this procedure shall be subject to performance review and disciplinary action in accordance with the Company’s assessment and reward/penalty regulations.

Article 20: Implementation and Amendment

This procedure, including any amendments thereto, shall be implemented upon approval by a majority of the Audit Committee members and subsequent resolution by the Board of Directors, followed by the approval of the Shareholders’ Meeting.

If approval by a majority of the Audit Committee members is not obtained, the procedure may be implemented with the approval of two-thirds or more of all directors, and the Audit Committee’s resolution shall be recorded in the Board meeting minutes.

If any director expresses objection, whether documented or submitted in writing, the Company shall present such objection at the Shareholders’ Meeting for discussion. The same applies to any proposed amendments.

The term “all members” of the Audit Committee and “all directors” in this article refers to those currently holding office.

Any matters not covered in this procedure shall be handled in accordance with applicable laws and regulations.

This procedure was originally enacted on April 30, 2024 with approval from the Shareholders' Meeting.

This procedure was amended on June 24, 2025 with approval from the Shareholders' Meeting.