

Stock code: 2227

YULON NISSAN MOTOR CO., LTD.

Handbook of 2025

Annual General Shareholders' Meeting



Time: June 19th, 2025

Location: No. 3, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City, Taiwan, R.O.C

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YULON NISSAN MOTOR CO., LTD.
2025 Annual General Shareholders' Meeting
Meeting Procedure

1. Call to Order
2. Chairperson's Address
3. Report Items
4. Ratification Items
5. Discussion Items
6. Extemporaneous Motions
7. Closure of the Meeting

YULON NISSAN MOTOR CO., LTD.
2025 Annual General Shareholders' Meeting
Agenda

Time: Thursday, June 19th, 2025, 10:00 a.m.

Location: No.3, Sec. 3, ZhongXing Rd., Xindian Dist., New Taipei City, Taiwan, R.O.C

Meeting type: Physical Shareholders' Meeting

1. Call to Order

2. Chairperson's Address

3. Report Items

- (1) To report the Business Operations of 2024
- (2) 2024 Audit Committee' Report
- (3) To report 2024 Employees' Compensation Distribution.

4. Ratification Items

- (1) 2024 Business Report and Financial Statements
- (2) 2024 Earnings Distribution

5. Discussion Items

- (1) Amendment to YNM Articles of Incorporation
- (2) The Lift on the Prohibition on Directors from Concurrently Acting as a Director and/or Managerial Personnel of Another Company

6. Extemporary Motions

7. Closure of the Meeting

Report Items

Item One:

The 2024 Business Report

Business Report

(I) 2024's operating results

A total of 449,000 cars were sold in Taiwan in 2024, representing a 3.7% decline from the year of 2023. The company sold 19,843 cars, representing a market share of 4.4%, and generated an operating income of NT\$ 23.13 billion, operating profit of NT\$61 million, net income before tax of NT\$2.05 billion, and net earnings per share of NT\$5.57.

With regards to sales, NISSAN brand introduces ARIYA, the new-generation electric SUV that is recognized with a global award, presenting the optimal driving sensation of electric cars. The release of ALL NEW SENTRA new design captures the attention of consumers with three new highlights and ten new upgraded features. The 2025 ALL NEW X-TRAIL establishes excellent products with three perfect features in safety, power, and technology. Additionally, Yulon Nissan launches the KICK e-Power dual-color interior edition, the X-TRAIL and KICKS OUTDOOR FUN edition, as well as the ALL NEW SENTRA Super Black Special Edition, which receives popular responses from the market.

The INFiniti brand is introducing the 2024 QX60 with ProPILOT intelligent travel safety technology and luxury interior design to provide the ultimate comfort experience. The 2025 QX50 and QX55 continue to improve the equipment performance to meet car owners' demand for diversity of use.

(II) 2024's corporate sustainability

The company won the "18th Golden Torch Award - Top 10 Outstanding Enterprises and Managers Award and Excellent Customer Satisfaction Award," "TCSA Taiwan Corporate Sustainability Awards - Silver Award in the Corporate Sustainability Report, Talent Development Leadership Award, and Information Security Leadership Award," and "104 Job Bank's Best Employer Brand Award" in 2024.

In terms of talent cultivation, the company has made a contribution to the development of the automobile industry by sponsoring activities such as the "Nissan

Design the Future Awards" and "NISSAN Children Camp," in addition to helping the Ministry of Labor train the Taiwan Motor Skills Team.

With regards to social welfare, the company constantly donates the insurance premium of "Employees' Indemnity Contract Liability Insurance" for temporary cleaning workers at the Department of Environmental Protection, Taipei City. The company donated NISSAN KICKS as fire guard cars during the Taipei Muniang Cultural Festival. Additionally, the company invites its distributors and car owners to participate in the advocacy for environmental protection and care for the earth through actual activities.

(III) Business operation in Mainland China

The car sales for mainland China in 2024 were 31.436 million vehicles, of which 631,155 Dongfeng Nissan Passenger Vehicles were sold.

(VI) The prospects

NISSAN brand will launch the new year style and special editions, while INFINITI brand will release the QX60 2.0T VC-Turbo hybrid electric vehicle to attract consumers with a personalized look and high-tech quality and interior.

Regarding customer service, the company will continue to promote digital transformation by providing quality digital service and experience that will meet customers' demand for the whole value chain.

With regards to marketing in China, the China Association of Automobile Manufacturers estimates that the annual sales in China will be 32.9 million vehicles and the company remains cautiously optimistic that the sales of Dongfeng Nissan Passenger Vehicles will surpass that of 2024.

With the support from all shareholders and the efforts contributed by all employees, YULON NISSAN MOTOR is confident of achieving maximum profits in this intensely competitive market.

Item Two:

2024 Audit Committee' Report

Yulon Nissan Motor Co., Ltd.

Audit Committee' Report

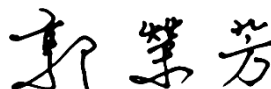
The Board of Directors submits the 2024 Business Report, Financial Statements (including Consolidated Financial Statements), and Earnings Distribution Proposal. Among them, the Financial Statements (including Consolidated Financial Statements) were audited by accountants Wan-I Liao and Chien-Hsin Hsieh of Deloitte Touche Tohmatsu Ltd., who issued the audit report. The Business Report, Financial Statements (including Consolidated Financial Statements) and Earnings Distribution Proposal were inspected by the Audit Committee who affirmed that these reports have complied with Article 14.4 of the Securities Exchange Act and Article 219 of the Company Law.

Submitted to:

2025 Regular Shareholders' Meeting of the Company

Yulon Nissan Motor Co., Ltd.

Audit Committee Convenor : Jung-Fang Kuo



May 6th, 2025

Item Three:

2024 Employees' Compensation Distribution

1. According to the article 31 of incorporation, the Company's profits of current year shall be distributed not less than 0.1% as the employee compensation after offset the accumulated losses.
2. The employee compensation shall be distributed in cash with the amount of NT\$ 6,830 thousand dollars.

Ratification Items

Proposed by the Board of Directors

Proposal 1: Ratification of the 2024 Business Report and Financial Statements.

Please ratify.

Description:

1. The compilation of the Company's Fiscal 2024 Business Report and Financial Statements are completed and has been approved by the Board of Directors. The Financial Statements have been audited and certified by Wan-I Liao, CPA, and Chien-Hsin Hsieh, CPA of Deloitte & Touche. The Business Report and Financial Statements have been audited by the Audit Committee and are hereby submitted for adoption by this Annual General Shareholders' Meeting.
2. Please refer to page 4 to page 5 of this handbook and Attachments 1 (p.13 to p.32) for the Fiscal 2024 Business Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements, respectively.
3. Request to resolve.

Resolution:

Proposal 2: Ratification of 2024 Earnings Distribution.

Description :

1. Based on the audited 2024 financial statements, YNM presents 2024 earnings distribution statement as Attachment 2 (p.33).
2. According to earnings distribution statement, YNM proposes to distribute NT\$3.90 per share and the undistributed profit from the most recent years shall be distributed first. The target date for distributing cash dividend will be set on September 2nd, 2025. According to the Article 165 of Company Act, entries into register of shareholder shall not be allowed within 5 days prior to the target date of distributing cash dividend. Hence, entries into register of shareholder are not allowed from August 29th, 2025, to September 2nd, 2025, and the payment date is on September 24th, 2025.
3. Request to resolve.

Resolved:

Discussion Items

Proposed by the Board of Directors

Proposal 1: Amendment to YNM Articles of Incorporation

Explanation:

1. In accordance with Article 14, Paragraph 6 of the Securities and Exchange Act, which stipulates that a company shall specify in its Articles of Incorporation a certain percentage of its annual earnings to be allocated for salary adjustments or compensation distributions for its non-executive employees, the Company proposes to amend its Articles of Incorporation accordingly to ensure compliance with the relevant legal requirements. Please refer to the comparison table as Attachment 3 (p.34).
2. Request to resolve.

Resolution:

Proposed by the Board of Directors

Proposal 2: The Lift on the Prohibition on Directors from Concurrently Acting as a Director and/or Managerial Personnel of Another Company.

Explanation:

1. According to Article 209 of Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. Please approve to lift the prohibition that some directors shall not act as a director and/or manager of another company in response to the need of the company's business operations. Please refer to the list as Attachment 4 (p.35).
3. Request to resolve.

Resolution:

Extemporaneous Motions

Closure of the Meeting

Attachment 1

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Yulon Nissan Motor Company, Ltd.

Opinion

We have audited the accompanying financial statements of Yulon Nissan Motor Company, Ltd. (the "Company"), which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Company's financial statements for the year ended December 31, 2024 is described as follows:

Depreciation of Molds and Dies

In accordance with IAS 16 "Property, Plant and Equipment", the depreciable amount of an asset should be allocated on a systematic basis over its useful life. The Company depreciates molds and dies using the unit of production method and reviews the estimated number of vehicles that are expected to be sold in the future for each vehicle model every six months based on market sales. The estimated number of vehicles to be sold is then used

to calculate the amount allocated to each mold and die and is used as the basis for the depreciation of molds and dies. The depreciation of molds and dies in 2024 was \$201,922 thousand. Since the amount of depreciation of molds and dies is significant and estimates of the units sold are highly dependent on management's judgment, the depreciation of molds and dies is considered to be a key audit matter.

The related accounting policies and material accounting judgments are disclosed in Notes 4 and 5 to the financial statements, respectively; the related amounts are disclosed in Note 12 to the financial statements.

We understood the Company's depreciation process for molds and dies and related control systems, evaluated the design of the controls and tested the operating effectiveness of the controls. We also obtained the information and documents from management, which are used as the basis for the estimated number of units of each model of vehicle to be sold in the future and assessed the rationality and reliability of the supporting information. In addition, we took appropriate samples of the transactions of molds and dies and checked them against the original documents and cash flows, performed inventory counts and sent confirmation requests. We also recalculated the amount of depreciation of molds and dies on the basis of the estimated production volume and assessed the rationality of the calculated depreciation and the accuracy of the carrying amount of the molds and dies. Moreover, we determined that there was no significant difference between the amended estimated number of units of future sales of vehicles in the previous year's financial statements and the actual number of units sold, and we confirmed the appropriateness of management's estimation.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including independent directors and the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any

significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Wan-I Liao and Chien-Hsin Hsieh.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2025

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

YULON NISSAN MOTOR COMPANY, LTD.

BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Par Value)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 2,151,710	9	\$ 3,833,891	17
Financial assets at fair value through profit or loss (Notes 4 and 7)	1,528,688	6	900,959	4
Financial assets at amortized cost (Notes 4, 8 and 29)	2,175	-	45,654	-
Notes receivable (Notes 4, 9 and 21)	571	-	855	-
Trade receivables (Notes 4, 9 and 21)	83,935	1	26,827	-
Trade receivables - related parties (Notes 4, 21 and 28)	316,512	1	150,101	1
Other receivables (Notes 4 and 9)	14,060	-	13,086	-
Other receivables - related parties (Notes 4 and 28)	76,829	-	100,168	-
Current tax assets (Notes 4 and 23)	14,173	-	-	-
Prepayments	1,665	-	1,429	-
Total current assets	4,190,318	17	5,072,970	22
NON-CURRENT ASSETS				
Investments accounted for using the equity method (Notes 4 and 11)	18,268,466	76	15,614,296	69
Property, plant and equipment (Notes 4, 5, 12 and 28)	783,040	3	968,733	5
Right-of-use assets (Notes 4, 13 and 28)	546,366	3	598,557	3
Computer software (Notes 4 and 14)	33,905	-	40,361	-
Deferred tax assets (Notes 4 and 23)	60,158	-	63,917	-
Other non-current assets (Notes 15 and 28)	270,542	1	246,755	1
Total non-current assets	19,962,477	83	17,532,619	78
TOTAL	\$ 24,152,795	100	\$ 22,605,589	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities (Notes 21 and 28)	\$ -	-	\$ 2,022	-
Trade payables	101,799	-	119,294	1
Trade payables - related parties (Note 28)	437,700	2	301,532	1
Other payables (Note 16)	1,058,093	4	1,076,210	5
Other payables - related parties (Note 28)	145,573	1	112,908	-
Current tax liabilities (Notes 4 and 23)	-	-	350,149	2
Provisions (Notes 4, 5 and 17)	205,859	1	197,858	1
Lease liabilities (Notes 4, 13 and 28)	45,747	-	48,885	-
Other current liabilities (Note 18)	7,637	-	7,840	-
Total current liabilities	2,002,408	8	2,216,698	10
NON-CURRENT LIABILITIES				
Provisions (Notes 4, 5 and 17)	77,751	-	74,987	-
Deferred tax liabilities (Notes 4 and 23)	2,277,868	10	1,979,460	9
Lease liabilities (Notes 4, 13 and 28)	511,829	2	558,212	3
Net defined benefit liabilities (Notes 4 and 19)	14,652	-	44,382	-
Total non-current liabilities	2,882,100	12	2,657,041	12
Total liabilities	4,884,508	20	4,873,739	22
EQUITY				
Capital stock - NT\$10 par value; authorized - 600,000 thousand stocks; issued and outstanding - 300,000 thousand stocks	3,000,000	12	3,000,000	13
Capital surplus	5,988,968	25	5,988,968	26
Retained earnings				
Legal reserve	7,510,787	31	7,396,085	33
Special reserve	1,470,531	6	1,470,531	6
Unappropriated earnings	1,847,263	8	1,322,636	6
Total retained earnings	10,828,581	45	10,189,252	45
Other equity	(549,262)	(2)	(1,446,370)	(6)
Total equity	19,268,287	80	17,731,850	78
TOTAL	\$ 24,152,795	100	\$ 22,605,589	100

The accompanying notes are an integral part of the financial statements.

YULON NISSAN MOTOR COMPANY, LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 21 and 28)				
Sales (Note 4)	\$ 22,921,161	99	\$ 25,761,591	99
Service revenue (Note 4)	89,166	-	263,544	1
Other operating revenue	<u>121,689</u>	<u>1</u>	<u>111,062</u>	<u>-</u>
Total operating revenue	23,132,016	100	26,136,197	100
OPERATING COSTS (Notes 10, 22 and 28)	<u>20,473,909</u>	<u>89</u>	<u>23,081,037</u>	<u>88</u>
GROSS PROFIT	<u>2,658,107</u>	<u>11</u>	<u>3,055,160</u>	<u>12</u>
OPERATING EXPENSES (Notes 22 and 28)				
Selling and marketing expenses	1,832,331	8	1,856,700	7
General and administrative expenses	399,063	2	502,153	2
Research and development expenses	<u>351,548</u>	<u>1</u>	<u>555,668</u>	<u>2</u>
Total operating expenses	<u>2,582,942</u>	<u>11</u>	<u>2,914,521</u>	<u>11</u>
OTHER OPERATING INCOME AND EXPENSES (Notes 22 and 28)	<u>(268)</u>	<u>-</u>	<u>(2,712)</u>	<u>-</u>
PROFIT FROM OPERATIONS	<u>74,897</u>	<u>-</u>	<u>137,927</u>	<u>1</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of subsidiary	1,757,234	8	1,245,668	5
Net foreign exchange gain (Note 22)	107,805	1	1,772	-
Gain on financial assets at fair value through profit, net	32,220	-	16,189	-
Interest income (Note 4)	63,656	-	43,344	-
Other revenue	16,405	-	18,804	-
Interest expenses (Note 28)	(6,743)	-	(7,526)	-
Gain on disposal of investments, net (Note 22)	12,214	-	23,064	-
Overseas business expenses (Note 28)	(7,000)	-	(7,334)	-
Other losses	<u>(757)</u>	<u>-</u>	<u>(741)</u>	<u>-</u>
Total non-operating income and expenses	<u>1,975,034</u>	<u>9</u>	<u>1,333,240</u>	<u>5</u>
PROFIT BEFORE INCOME TAX	2,049,931	9	1,471,167	6
INCOME TAX EXPENSES (Notes 4 and 23)	<u>379,588</u>	<u>2</u>	<u>310,142</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>1,670,343</u>	<u>7</u>	<u>1,161,025</u>	<u>5</u>

(Continued)

YULON NISSAN MOTOR COMPANY, LTD.

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	\$ 16,405	-	\$ (17,417)	-
Share of the other comprehensive loss of subsidiaries accounted for using the equity method	(172)	-	(91)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Notes 4 and 23)	<u>(3,247)</u>	<u>-</u>	<u>3,502</u>	<u>-</u>
	<u>12,986</u>	<u>-</u>	<u>(14,006)</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on the translation of foreign operations	<u>897,108</u>	<u>4</u>	<u>(470,659)</u>	<u>(2)</u>
Other comprehensive loss for the year, net of income tax	<u>910,094</u>	<u>4</u>	<u>(484,665)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 2,580,437</u>	<u>11</u>	<u>\$ 676,360</u>	<u>3</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$ 5.57</u>		<u>\$ 3.87</u>	
Diluted	<u>\$ 5.57</u>		<u>\$ 3.87</u>	

The accompanying notes are an integral part of the financial statements.

(Concluded)

YULON NISSAN MOTOR COMPANY, LTD.

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Cash Dividends Per Share)

		Capital Surplus	Retained Earnings (Note 20)			Other Equity Exchange Differences on the Translation of Foreign Operations	Total Equity
	Capital Stock	(Note 20)	Legal Reserve	Special Reserve	Unappropriated Earnings		
BALANCE AT JANUARY 1, 2023	<u>\$ 3,000,000</u>	<u>\$ 5,988,968</u>	<u>\$ 7,151,689</u>	<u>\$ 1,470,531</u>	<u>\$ 2,586,013</u>	<u>\$ (975,711)</u>	<u>\$ 19,221,490</u>
Appropriation of 2022 earnings							
Legal reserve	-	-	244,396	-	(244,396)	-	-
Cash dividends distributed by the Company - NT\$7.22 per share	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(2,166,000)</u>	<u>-</u>	<u>(2,166,000)</u>
	<u>-</u>	<u>-</u>	<u>244,396</u>	<u>-</u>	<u>(2,410,396)</u>	<u>-</u>	<u>(2,166,000)</u>
Net profit for the year ended December 31, 2023	-	-	-	-	1,161,025	-	1,161,025
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(14,006)</u>	<u>(470,659)</u>	<u>(484,665)</u>
Total comprehensive income (loss) for the year ended December 31, 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,147,019</u>	<u>(470,659)</u>	<u>676,360</u>
BALANCE AT DECEMBER 31, 2023	<u>3,000,000</u>	<u>5,988,968</u>	<u>7,396,085</u>	<u>1,470,531</u>	<u>1,322,636</u>	<u>(1,446,370)</u>	<u>17,731,850</u>
Appropriation of 2023 earnings							
Legal reserve	-	-	114,702	-	(114,702)	-	-
Cash dividends distributed by the Company - NT\$3.48 per share	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,044,000)</u>	<u>-</u>	<u>(1,044,000)</u>
	<u>-</u>	<u>-</u>	<u>114,702</u>	<u>-</u>	<u>(1,158,702)</u>	<u>-</u>	<u>(1,044,000)</u>
Net profit for the year ended December 31, 2024	-	-	-	-	1,670,343	-	1,670,343
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>12,986</u>	<u>897,108</u>	<u>910,094</u>
Total comprehensive income (loss) for the year ended December 31, 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,683,329</u>	<u>897,108</u>	<u>2,580,437</u>
BALANCE AT DECEMBER 31, 2024	<u>\$ 3,000,000</u>	<u>\$ 5,988,968</u>	<u>\$ 7,510,787</u>	<u>\$ 1,470,531</u>	<u>\$ 1,847,263</u>	<u>\$ (549,262)</u>	<u>\$ 19,268,287</u>

The accompanying notes are an integral part of the financial statements.

YULON NISSAN MOTOR COMPANY, LTD.**STATEMENTS OF CASH FLOWS****FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023****(In Thousands of New Taiwan Dollars)**

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,049,931	\$ 1,471,167
Adjustments for:		
Depreciation expenses	294,984	385,785
Amortization expenses	13,786	14,895
Gain on financial assets at fair value through profit or loss, net	(32,220)	(16,189)
Interest expense	6,743	7,526
Interest income	(63,656)	(43,344)
Share of the profit of subsidiary	(1,757,234)	(1,245,668)
Loss on disposal of property, plant and equipment, net	268	2,712
Gain on disposal of investment, net	(12,214)	(23,064)
Net foreign exchange gain	(101,472)	(1,973)
Recognition of inventory purchase commitments	9,823	4,457
Warranty costs	120,271	124,961
Net changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(586,415)	1,481,073
Notes receivable	284	75
Trade receivables	(57,063)	(3,025)
Trade receivables - related parties	(166,411)	206,867
Other receivables	2,159	(1,112)
Other receivables - related parties	23,339	15,442
Prepayments	(236)	2,432
Other financial assets	43,479	(43,534)
Contract liabilities	(2,022)	(68,006)
Trade payables	(17,394)	47,436
Trade payables - related parties	136,168	(140,424)
Other payables	(4,969)	291,292
Other payables - related parties	29,255	(26,860)
Other current liabilities	(203)	845
Provisions	(119,329)	(123,668)
Net defined benefit liabilities	(13,325)	(4,464)
Cash (used in) generated from operations	(203,673)	2,315,634
Interest paid	(6,743)	(7,526)
Income tax paid	(444,990)	(800,906)
Net cash (used in) generated from operating activities	(655,406)	1,507,202
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividends received	-	2,867,996
Interest received	60,523	41,106
Payments for property, plant and equipment (Note 25)	(30,790)	(41,205)
Proceeds from disposal of property, plant and equipment	1,492	-
(Increase) decrease in refundable deposits	(62,578)	162,399
Payments for computer software	(7,330)	(1,303)
Net cash (used in) generated from investing activities	(38,683)	3,028,993

(Continued)

YULON NISSAN MOTOR COMPANY, LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	\$ (48,590)	\$ (54,494)
Payments of dividends	<u>(1,044,000)</u>	<u>(2,166,000)</u>
Cash used in financing activities	<u>(1,092,590)</u>	<u>(2,220,494)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>104,498</u>	<u>1,961</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,682,181)	2,317,662
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>3,833,891</u>	<u>1,516,229</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 2,151,710</u>	<u>\$ 3,833,891</u>

The accompanying notes are an integral part of the financial statements.

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Yulon Nissan Motor Company, Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Yulon Nissan Motor Company, Ltd. (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2024 is described as follows:

Depreciation of Molds and Dies

In accordance with IAS 16 “Property, Plant and Equipment”, the depreciable amount of an asset should be allocated on a systematic basis over its useful life. The Group depreciates molds and dies using the unit production method and reviews the estimated number of vehicles that are expected to be sold in the future for each vehicle model every six months based on market sales. The estimated number of vehicles to be sold is then used to calculate the amount allocated to each mold and die and is used as the basis for the depreciation of molds and dies. The depreciation of molds and dies in 2024 was \$201,922 thousand. Since the amount of depreciation of molds and dies is significant and estimates of the units sold are highly dependent on management’s judgment. Therefore, the depreciation of molds and dies is considered to be a key audit matter.

The related accounting policies and material accounting judgments are disclosed in Notes 4 and 5 to the consolidated financial statements, respectively; the related amounts are disclosed in Note 13 to the consolidated financial statements.

We understood the Company’s depreciation process for molds and dies and related control systems, evaluated the design of the controls and tested the operating effectiveness of the controls. We also obtained the information and documents from management, which are used as the basis for the estimated number of units of each model of vehicle to be sold in the future and assessed the rationality and reliability of the supporting information. In addition, we took appropriate samples of the transactions of molds and dies and checked them against the original documents and cash flows, performed inventory counts and sent confirmation requests. We also recalculated the amount of depreciation of molds and dies on the basis of the estimated production volume and assessed the rationality of the calculated depreciation and the accuracy of the carrying amount of the molds and dies. Moreover, we determined that there was no significant difference between the amended estimated number of units of future sales of vehicles in the previous year’s consolidated financial statements and the actual number of units sold, and we confirmed the appropriateness of management’s estimation.

Other Matter

We have also audited the parent company only financial statements of Yulon Nissan Motor Company, Ltd., as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable,

matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including independent directors and the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves

fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Wan-I Liao and Chien-Hsin Hsieh.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2025

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

YULON NISSAN MOTOR COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Par Value)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 6,348,256	26	\$ 7,592,375	34
Financial assets at fair value through profit or loss (Notes 4 and 7)	1,528,688	6	900,959	4
Financial assets at amortized cost (Notes 4, 8 and 30)	2,175	-	104,383	-
Notes receivable (Notes 4, 9 and 22)	571	-	855	-
Trade receivables (Notes 4, 9 and 22)	83,935	1	26,827	-
Trade receivables - related parties (Notes 4, 22 and 29)	316,512	1	150,101	1
Other receivables (Notes 4 and 9)	42,578	-	16,301	-
Other receivables - related parties (Notes 4 and 29)	72,602	-	95,827	-
Current tax assets (Notes 4 and 24)	14,173	-	-	-
Prepayments	401,111	2	375,533	2
Total current assets	8,810,601	36	9,263,161	41
NON-CURRENT ASSETS				
Investments accounted for using the equity method (Notes 4 and 12)	13,648,183	57	11,424,105	51
Property, plant and equipment (Notes 4, 5, 13 and 29)	783,040	3	968,733	4
Right-of-use assets (Notes 4, 14 and 29)	546,366	3	598,557	3
Computer software (Notes 4 and 15)	33,905	-	40,361	-
Deferred tax assets (Notes 4 and 24)	60,158	-	63,917	-
Other non-current assets (Notes 16 and 29)	270,542	1	246,755	1
Total non-current assets	15,342,194	64	13,342,428	59
TOTAL	\$ 24,152,795	100	\$ 22,605,589	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities (Notes 22 and 29)	\$ -	-	\$ 2,022	-
Trade payables	101,799	-	119,294	1
Trade payables - related parties (Note 29)	437,700	2	301,532	1
Other payables (Note 17)	1,058,093	4	1,076,210	5
Other payables - related parties (Note 29)	145,573	1	112,908	-
Current tax liabilities (Notes 4 and 24)	-	-	350,149	2
Provisions (Notes 4, 5 and 18)	205,859	1	197,858	1
Lease liabilities (Notes 4, 14 and 29)	45,747	-	48,885	-
Other current liabilities (Note 19)	7,637	-	7,840	-
Total current liabilities	2,002,408	8	2,216,698	10
NON-CURRENT LIABILITIES				
Provisions (Notes 4, 5 and 18)	77,751	-	74,987	-
Deferred tax liabilities (Notes 4 and 24)	2,277,868	10	1,979,460	9
Lease liabilities (Notes 4, 14 and 29)	511,829	2	558,212	3
Net defined benefit liabilities (Notes 4 and 20)	14,652	-	44,382	-
Total non-current liabilities	2,882,100	12	2,657,041	12
Total liabilities	4,884,508	20	4,873,739	22
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Capital stock - NT\$10 par value; authorized 600,000 thousand stocks; issued and outstanding 300,000 thousand stocks	3,000,000	12	3,000,000	13
Capital surplus	5,988,968	25	5,988,968	26
Retained earnings				
Legal reserve	7,510,787	31	7,396,085	33
Special reserve	1,470,531	6	1,470,531	6
Unappropriated earnings	1,847,263	8	1,322,636	6
Total retained earnings	10,828,581	45	10,189,252	45
Other equity	(549,262)	(2)	(1,446,370)	(6)
Total equity	19,268,287	80	17,731,850	78
TOTAL	\$ 24,152,795	100	\$ 22,605,589	100

The accompanying notes are an integral part of the consolidated financial statements.

YULON NISSAN MOTOR COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 22 and 29)				
Sales (Note 4)	\$ 22,921,161	99	\$ 25,761,591	99
Service revenue (Note 4)	89,166	-	263,544	1
Other operating revenue	<u>121,689</u>	<u>1</u>	<u>111,062</u>	<u>-</u>
Total operating revenue	23,132,016	100	26,136,197	100
OPERATING COSTS (Notes 10, 23 and 29)	<u>20,473,909</u>	<u>89</u>	<u>23,081,037</u>	<u>88</u>
GROSS PROFIT	<u>2,658,107</u>	<u>11</u>	<u>3,055,160</u>	<u>12</u>
OPERATING EXPENSES (Notes 23 and 29)				
Selling and marketing expenses	1,832,331	8	1,856,700	7
General and administrative expenses	412,689	2	521,667	2
Research and development expenses	<u>351,548</u>	<u>1</u>	<u>555,668</u>	<u>2</u>
Total operating expenses	<u>2,596,568</u>	<u>11</u>	<u>2,934,035</u>	<u>11</u>
OTHER OPERATING INCOME AND EXPENSES (Notes 23 and 29)	<u>(268)</u>	<u>-</u>	<u>(2,712)</u>	<u>-</u>
PROFIT FROM OPERATIONS	<u>61,271</u>	<u>-</u>	<u>118,413</u>	<u>1</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of associates	1,613,993	7	1,105,617	4
Foreign exchange gain, net (Note 23)	82,382	1	122,942	1
Gain on fair value changes of financial assets at fair value through profit or loss, net	32,220	-	16,189	-
Interest income (Note 4)	245,946	1	81,739	-
Other revenue	16,405	-	18,804	-
Interest expenses (Note 29)	(6,743)	-	(7,526)	-
Gain on disposal of investments, net (Note 23)	12,214	-	23,064	-
Overseas business expenses (Note 29)	(7,000)	-	(7,334)	-
Other losses	<u>(757)</u>	<u>-</u>	<u>(741)</u>	<u>-</u>
Total non-operating income and expenses	<u>1,988,660</u>	<u>9</u>	<u>1,352,754</u>	<u>5</u>
PROFIT BEFORE TAX	2,049,931	9	1,471,167	6
INCOME TAX EXPENSE (Notes 4 and 24)	<u>379,588</u>	<u>2</u>	<u>310,142</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>1,670,343</u>	<u>7</u>	<u>1,161,025</u>	<u>5</u>

(Continued)

YULON NISSAN MOTOR COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 20)	\$ 16,405	-	\$ (17,417)	-
Share of other comprehensive loss of associates accounted for using the equity method (Note 12)	(172)	-	(91)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Notes 4 and 24)	<u>(3,247)</u>	<u>-</u>	<u>3,502</u>	<u>-</u>
	<u>12,986</u>	<u>-</u>	<u>(14,006)</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on the translation of foreign operations	<u>897,108</u>	<u>4</u>	<u>(470,659)</u>	<u>(2)</u>
Other comprehensive loss for the year, net of income tax	<u>910,094</u>	<u>4</u>	<u>(484,665)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 2,580,437</u>	<u>11</u>	<u>\$ 676,360</u>	<u>3</u>
NET PROFIT ATTRIBUTABLE TO:				
Owner of the Company	<u>\$ 1,670,343</u>	<u>7</u>	<u>\$ 1,161,025</u>	<u>4</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owner of the Company	<u>\$ 2,580,437</u>	<u>11</u>	<u>\$ 676,360</u>	<u>3</u>
EARNINGS PER SHARE (Note 25)				
Basic	<u>\$5.57</u>		<u>\$3.87</u>	
Diluted	<u>\$5.57</u>		<u>\$3.87</u>	

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

YULON NISSAN MOTOR COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Cash Dividends Per Share)

	Capital Stock	Capital Surplus (Note 21)	Retained Earnings (Note 21)			Other Equity Exchange Differences on Translating Foreign Operations	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings		
BALANCE AT JANUARY 1, 2023	<u>\$ 3,000,000</u>	<u>\$ 5,988,968</u>	<u>\$ 7,151,689</u>	<u>\$ 1,470,531</u>	<u>\$ 2,586,013</u>	<u>\$ (975,711)</u>	<u>\$ 19,221,490</u>
Appropriation of 2022 earnings							
Legal reserve	-	-	244,396	-	(244,396)	-	-
Cash dividends distributed by the Company - NT\$7.22 per share	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(2,166,000)</u>	<u>-</u>	<u>(2,166,000)</u>
	<u>-</u>	<u>-</u>	<u>244,396</u>	<u>-</u>	<u>(2,410,396)</u>	<u>-</u>	<u>(2,166,000)</u>
Net profit for the year ended December 31, 2023	-	-	-	-	1,161,025	-	1,161,025
Other comprehensive loss for the year ended December 31, 2023, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(14,006)</u>	<u>(470,659)</u>	<u>(484,665)</u>
Total comprehensive income (loss) for the year ended December 31, 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,147,019</u>	<u>(470,659)</u>	<u>676,360</u>
BALANCE AT DECEMBER 31, 2023	<u>3,000,000</u>	<u>5,988,968</u>	<u>7,396,085</u>	<u>1,470,531</u>	<u>1,322,636</u>	<u>(1,446,370)</u>	<u>17,731,850</u>
Appropriation of 2023 earnings							
Legal reserve	-	-	114,702	-	(114,702)	-	-
Cash dividends distributed by the Company - NT\$3.48 per share	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,044,000)</u>	<u>-</u>	<u>(1,044,000)</u>
	<u>-</u>	<u>-</u>	<u>114,702</u>	<u>-</u>	<u>(1,158,702)</u>	<u>-</u>	<u>(1,044,000)</u>
Net profit for the year ended December 31, 2024	-	-	-	-	1,670,343	-	1,670,343
Other comprehensive income for the year ended December 31, 2024, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>12,986</u>	<u>897,108</u>	<u>910,094</u>
Total comprehensive income for the year ended December 31, 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,683,329</u>	<u>897,108</u>	<u>2,580,437</u>
BALANCE AT DECEMBER 31, 2024	<u>\$ 3,000,000</u>	<u>\$ 5,988,968</u>	<u>\$ 7,510,787</u>	<u>\$ 1,470,531</u>	<u>\$ 1,847,263</u>	<u>\$ (549,262)</u>	<u>\$ 19,268,287</u>

The accompanying notes are an integral part of the consolidated financial statements.

YULON NISSAN MOTOR COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,049,931	\$ 1,471,167
Adjustments for:		
Depreciation expenses	294,984	385,785
Amortization expenses	13,786	14,895
Gain on fair value changes of financial assets at fair value through profit or loss, net	(32,220)	(16,189)
Interest expense	6,743	7,526
Interest income	(245,946)	(81,739)
Share of profit of associates	(1,613,993)	(1,105,617)
Loss on disposal of property, plant and equipment, net	268	2,712
Gain on disposal of investment, net	(12,214)	(23,064)
Net (gain) loss on foreign currency exchange	704	(20,180)
Recognition of inventory purchase commitments	9,823	4,457
Warranty costs	120,271	124,961
Net changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(586,415)	1,481,073
Notes receivable	284	75
Trade receivables	(57,063)	(3,025)
Trade receivables - related parties	(166,411)	206,867
Other receivables	2,159	(1,112)
Other receivables - related parties	23,225	14,758
Prepayments	(236)	2,432
Other financial assets	102,208	(102,263)
Contract liabilities	(2,022)	(68,006)
Trade payables	(17,394)	47,436
Trade payables - related parties	136,168	(140,424)
Other payables	(4,969)	291,292
Other payables - related parties	29,255	(26,860)
Other current liabilities	(203)	845
Provisions	(119,329)	(123,668)
Net defined benefit liabilities	(13,325)	(4,464)
Cash generated from (used in) operations	(81,931)	2,339,670
Interest paid	(6,743)	(7,526)
Income tax paid	(444,990)	(1,175,010)
Net cash generated from (used in) operating activities	(533,664)	1,157,134

(Continued)

YULON NISSAN MOTOR COMPANY, LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividends received	\$ -	\$ 5,848,818
Interest received	217,510	78,396
Payments for property, plant and equipment (Note 26)	(30,790)	(41,205)
Proceeds from disposal of property, plant and equipment	1,492	-
(Increase) decrease in refundable deposits	(62,578)	162,399
Payments for computer software	<u>(7,330)</u>	<u>(1,303)</u>
Net cash generated from investing activities	<u>118,304</u>	<u>6,047,105</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	(48,590)	(54,494)
Payments of dividends	<u>(1,044,000)</u>	<u>(2,166,000)</u>
Cash used in financing activities	<u>(1,092,590)</u>	<u>(2,220,494)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>263,831</u>	<u>(4,709)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,244,119)	4,979,036
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>7,592,375</u>	<u>2,613,339</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 6,348,256</u>	<u>\$ 7,592,375</u>

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

Attachment 2**YULON NISSAN MOTOR CO., LTD.****2024 Earnings Distribution Statement**

Unit: NT dollar

Item	Sub-total	Total
Beginning retained earnings		163,934,743
Less: Adjustment arising from investments accounted for using equity method		(171,617)
Add: Remeasurement of defined benefit plans		13,158,337
2024 Adjusted undistributed earnings (excluded net income)		176,921,463
2024 Net income after tax	1,670,342,138	
Less : Legal reserves	(168,332,886)	
Less : Distribution of shareholders dividends (Cash dividends \$ 3.90 per share)	(1,170,000,000)	332,009,252
Ending Undistributed Earnings		508,930,715

Note: Distribution of cash dividends will be calculated to New Taiwan Dollar. Fractional amount less than one dollar will be set aside as other revenue.

Attachment 3

Comparison Table for the “Articles of Incorporation”

After the revision	Before the revision	Description
<p>Article 31</p> <p>If the Company has profits for the current year, it shall be distributed not less than 0.1% as employees' compensation, <u>of which no less than 0.05% shall be distributed to Non-executive Employees.</u> The employees' compensation to be resolved in the form of shares or in cash, is agreed upon by a resolution of the Board of Directors and shall be submitted to the shareholders' meeting. However, if the Company has the accumulated losses, the profits must be reserved in advance to offset such losses. Then according to the ratio mentioned in preceding paragraph, to be reserved for such employees' compensation.</p>	<p>Article 31</p> <p>If the Company has profits for the current year, it shall be distributed not less than 0.1% as employees' compensation. The employees' compensation to be resolved in the form of shares or in cash, is agreed upon by a resolution of the Board of Directors and shall be submitted to the shareholders' meeting. However, if the Company has the accumulated losses, the profits must be reserved in advance to offset such losses. Then according to the ratio mentioned in preceding paragraph, to be reserved for such employees' compensation.</p>	<p>Amended in accordance with the revision of Article 14 of the Securities and Exchange Act.</p>
<p>Article 35</p> <p>The Articles were formulated on June 30th, 2003; the first amendment was made on March 30th, 2004; the second amendment was made on June 18th, 2004..... the thirteen amendment was made on June 19th, 2020, and the fourteenth amendment is made on June 24th, 2022, <u>and the fifteenth amendment is made on June 19th, 2025.</u></p>	<p>Article 35</p> <p>The Articles were formulated on June 30th, 2003; the first amendment was made on March 30th, 2004; the second amendment was made on June 18th, 2004;..... the thirteen amendment was made on June 19th, 2020 and the fourteenth amendment is made on June 24th, 2022.</p>	<p>Add the revision date.</p>

Attachment 4

The Lift on the Prohibition on Directors from Concurrently Acting as a Director and/or Managerial Personnel of Another Company

Title	Name	Acting as a Director and/or Managerial Personnel of Another Company
Director	Kuo-Hsing Hsu (newly added)	1. Director and President, Yulon Motor Co., Ltd. 2. Director, China Motor Co., Ltd. 3. Vice Chairperson, Taiwan Yulon Finance Corporation 4. Director, Luxgen Motor Co., Ltd. 5. Director, Foxtron Vehicle Technologies Co., Ltd. 6. Vice Chairperson, Tokio Marine Nawa Insurance Co., Ltd. 7. Director, Yulon Management Co., Ltd. 8. Vice Chairperson, Yulon Construction Co., Ltd. 9. Chairperson, Yulon China Motor Investment Co., Ltd. 10. Director, Yong Han Investment Co., Ltd. 11. Director, Sin Chi Co., Ltd. 12. Chairperson, Yulon Philippines Investment Co., Ltd. 13. Director, Yulon Motor Investment (HK) Co., Ltd. 14. Director, Qing Yi Investment (Samoa) Co., Ltd.
Director	Chien-Shun Liao (newly added)	1. Director, Yulon Motor Co., Ltd. 2. Director, Carplus Auto Leasing Corporation 3. Director, Tokio Marine Nawa Insurance Co., Ltd. 4. Director, Yulon Management Co., Ltd. 5. Director, Yulon China Motor Investment Co., Ltd. 6. Director and President, Yuee Pong Co., Ltd.
Director	Wen-Chuan Chung	1. Director, Empower Motor Co., Ltd. (newly added)
Director	Riyo Shibayama (newly added)	1. Senior Manager, MC-Japan-ASEAN Business Acceleration Office, Nissan Motor Co., Ltd.

Note: Nissan Motor Co., Ltd., as a corporate director, is expected to reassign two new representatives on May 29, 2025. Therefore, it is anticipated that the non-competition restrictions for the two newly appointed corporate director representatives will be lifted at the Annual General Shareholders' Meeting on the same day.

Appendix 1:

Articles of Incorporation of YULON NISSAN MOTOR CO., LTD.

Chapter 1 General Provisions

- Article 1 The Company is incorporated in accordance with “Company Limited by Shares” of Company Act and named as “Yulon Nissan Motor Co., Ltd.”
- Article 2 The scope of business of the Corporation shall be as follows:
1. I501010 Product design business.
 2. CD01030 Automotive and parts manufacturing business.
 3. F114010 Automotive wholesale business.
 4. F214010 Automotive retail business.
 5. CQ01010 Mold manufacturing business.
 6. F106030 Mold wholesale business.
 7. F206030 Mold retail business.
 8. F114030 Automotive and motorcycle parts and accessories wholesale business.
 9. F214030 Automotive and motorcycle parts and accessories retail business.
 10. JA01010 Automotive repair business.
 11. JA01990 Other automotive service business (vehicle decoration).
 12. JA01020 Automotive towing business.
 13. F401010 International trade business.
 14. E701030 Installation engineering of telecommunication control and radio equipment business.
 15. I103010 Enterprise management consulting business.
 16. I401010 General advertising service business.
 17. F113070 Telecommunication equipment wholesale business.
 18. F213060 Telecommunication equipment retail business.
 19. ZZ99999 Other than permitted business, business not prohibited or restricted by Laws.
- Article 3 In order to achieve the goal of diversification, the Company’s reinvestment to other companies may exceed forty percent of the Company’s paid-up capital.
- Article 4 The Company may make guarantee for business necessity.
- Article 5 The Company's headquarters is located in Miaoli County and the Company may establish branches in the appropriate domestic and abroad locations.
- Article 6 Public announcements of the Company shall be advertised at visual areas of the daily newspapers published in the region where the Company’s headquarters resides, unless otherwise specified in the Company Act and other relevant rules and regulations.

Chapter 2 Shares

- Article 7 The total capital stock of the Company shall be in the amount of 6,000,000,000 New Taiwan Dollars, divided into 600,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments. The first installment of 300,000,000 shares was issued upon the establishment of the Company, a total of 3,000,000,000 New Taiwan Dollars.

- Article 8 The Company's share certificates shall be numbered, signed by or sealed with stamps of the director representing the company, and certified by the bank which is competent to certify shares in accordance with laws before the share certificates are issued. The Company may issue shares without printing share certificate(s) and shall register with the Centralized securities depository enterprises.
- Article 9 Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend bonus or any other benefit is scheduled to be paid by the Company.
- Article 10 All other stocks related operations should follow the "Regulations Governing the Administration of Shareholder Services of Public Companies" and related laws and regulations.

Chapter 3 Shareholders' Meetings

- Article 11 Shareholders' meetings of the Company are of the following two types:
1. Shareholders' regular meetings: Regular meetings shall be convened, by the Board of Directors, at least once per year and within six (6) months after the close of each fiscal year.
 2. Shareholders' special meetings: Special meetings shall be convened in accordance with the Company Act when required.
- The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.
- Article 12 Written notices of date, time, location and purpose of convening shareholders' meetings shall be sent to all shareholders, at least thirty (30) days in advance for regular meetings; and at least fifteen (15) days in advance for special meetings.
- Article 13 The duties and power of shareholders' meetings are as follows:
1. To modify the articles of incorporation.
 2. To elect and discharge Directors.
 3. To verify annual financial statements.
 4. To resolve the increase or reduction of total capital.
 5. To resolve proposals of earnings distribution or loss appropriation.
 6. To resolve the remuneration to Directors.
 7. To resolve the dissolution, acquisition or disposal through merger, or spin-off of the Company.
 8. Other duties and power that are authorized by the Company Act or other Laws.
- Article 14 Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.
- Article 15 Shareholder's voting power, unless otherwise specified in the Company Act, is deemed one vote for each share.
- Article 16 In case a shareholder is unable to attend the shareholders' meeting, he or she may issue the proxy, printed by the Company and stamped with the Company's seal and stating the scope of power, to commission an agent to attend the shareholders' meeting. Except the security agents and securities investment trust enterprises approved by the security authority, the proxy voting of the aforementioned agents commissioned by two or more

shareholders shall not exceed three (3) percent of the total voting right issued and the voting right beyond the said 3% threshold will be disregarded.

One shareholder is limited to issue one proxy and commission one agent only. The proxy shall be submitted to the Company five (5) days prior to the shareholders' meeting.

Article 17 The shareholders' meeting, convened by the Board of Directors, shall be presided over by the chairman of the Board of Directors. When the chairman of the Board of Directors asks for leave or unable to fulfill the responsibility for reasons, his agent shall be appointed in accordance with item 3, Article 208 of the Company Act. When the shareholders' meeting is convened by the authorized convener other than the chairman of the Board of Directors, the authorized convener shall preside over the meeting. In case of two or more authorized conveners, one of the authorized conveners is elected to act on the Chairman's behalf.

The resolution of the shareholders' meeting shall be executed in accordance with the Rules of Procedure for shareholders' meeting.

Article 18 The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the stamp of the chairman of the meeting. Such minutes, together with the attendance list and proxies, shall be filed and kept at the Company.

The minutes shall record the year, month, day, location, name of the chairman, resolution method, outlines and conclusions of the meeting, and shall be kept permanently during the existence of the company. The attendance list and proxies shall be kept at least for one year, unless otherwise specified in the Company Act.

Article 19 If the Company's shareholder is only one juristic person shareholder, the duties and power of shareholders' meetings shall be executed by the Board of Directors and the rules of the shareholders' meeting shall not be applied.

Chapter 4 Directors, Functional Committee, and Managers

Article 20 The Company is with five to eleven (5~11) directors candidates nomination system is adopted for election of the directors, the shareholders shall elect the directors from among the nominees listed in the roster of director candidates in the shareholders' meeting, for a 3-year term and may be re-elected. The proportion of total shares owned by all directors shall be in accordance with the regulations specified by the security authority. Among the Company's aforementioned directors, at least three are independent directors who shall be elected by adopting candidate nomination system from the candidate list of independent director in the shareholders' meeting. The professional qualification, shares, restrictions of holding two positions, nomination and election method and other conditions of the independent directors to be complied, shall be in accordance with the relevant regulations of the security authority.

Article 21 The Board of Directors is composed of directors, with job responsibilities as follows:

1. To compose business planning reports.
2. To submit proposals of earnings distribution or loss appropriation.
3. To submit the increase or reduction of total capital.
4. To prepare important regulations and compose contracts.
5. To recruit and discharge the general manager, vice general manager and associate

manager of the Company.

6. To approve the Company's reinvestment in other business.
7. To establish and dissolve the branch offices.
8. To compile the budget and settlement.
9. To recruit and discharge the certified accountants and chief accountant.
10. To approve, within the limits of the authorized capital, the amount of shares for shareholders to the Company's monetary credit, technology, or commercial goodwill.
11. To approve, within the limits of the authorized capital, the Company to issue new shares to exchange shares of other companies.
12. To resolve the issuance of employee stock options.
13. To resolve the purchase of Company's shares to transfer to employees.
14. To resolve the application for public offer to the Securities regulatory authorities.
15. Other duties or responsibilities according to the Company Act or the resolution of the shareholders' meetings.

Execution of the Company's business shall be governed by the Board of Directors, unless otherwise those specified by the Company Act or the resolution of the shareholders' meetings according to the Article of Incorporation.

Article 22 The Directors shall elect from among themselves a Chairman of the Board of Directors, and may elect a Vice Chairman of the Board of Directors among themselves based on the actual need, by a majority in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall have the authority to represent the Corporation. When the chairman of the Board of Directors asks for leave or unable to fulfill the responsibility for reasons, his agent shall be appointed in accordance with item 3, Article 208 of the Company Act.

Article 23 Meetings of the Board of Directors shall be called and convened by the Chairman of the Board of Directors, unless otherwise specified by the Company Act and shall be agreed upon by a majority in a meeting attended by a majority of Directors.

Article 24 Meetings of the Board of Directors shall be convened with a notice to all Directors, at least seven days prior to the meetings by specifying the meeting's agenda. In case of urgent circumstances, meetings can be convened at any time. The notice of convention of board meetings may be delivered to the directors in writing or by e-mail or fax.

Article 25 When a director is unable to attend the meeting in person, the Director may appoint another Director on his behalf to attend any meeting of the Board of Directors in accordance with Laws, but no Director may act as proxy for more than one other Director.

Directors who reside abroad may, by written authorization, appoint other shareholders to attend on their behalf any meeting of the Board of Directors regularly, but the aforementioned agent shall register with the authority to be effective, so do the change of agents.

Article 26 The Board of Directors may establish various functional committees. The functional committees shall define their own articles of association and enforce the same upon approval of the Board of Directors.

Article 27 The Company establishes the Audit Committee consisting of the whole independent directors pursuant to the Securities and Exchange Act.

The functions and other compliance affairs of the Audit Committee shall be in accordance with to the Securities and Exchange Act and other related laws and regulations.

Article 28 The Company shall employ one general manager, agreed by a majority in a meeting of the Board of Directors attended by majority of the Directors. The general manager shall operate the Company's business in accordance with the resolutions of the shareholders' meetings or meetings of the Board of the Directors and, within the scope authorized by the Article of Incorporation or contract, has the authority to manage business and sign on behalf of the Company.

Article 29 The Company shall employ several vice general managers and several associate managers, proposed by the Chairman of the Board of Directors and agreed by a majority in a meeting of the Board of Directors attended by majority of the Directors. Vice general managers and associate managers shall assist the general manager on the Company's business.

Chapter 5 Accounting

Article 30 The Company's fiscal year shall be from January 1st to December 31st. After the close of each fiscal year, financial settlement shall be processed. The Board of Directors shall prepare the following financial statement reports in accordance with the Company Act and delivered to prepare the review reports to be submitted in the shareholders' meetings for acceptance:

1. Business reports
2. Financial statements
3. Proposals of earnings distribution or loss appropriation

Article 31 If the Company has profits for the current year, it shall be distributed not less than 0.1% as employees' compensation. The employees' compensation to be resolved in the form of shares or in cash, is agreed upon by a resolution of the Board of Directors and shall be submitted to the shareholders' meeting. However, if the Company has the accumulated losses, the profits must be reserved in advance to offset such losses. Then according to the ratio mentioned in preceding paragraph, to be reserved for such employees' compensation.

For the Company's surplus profit (The 'surplus profit' refers to the net income plus the amounts of the current retained earnings adjustments which are not counted in the net income) at the end of each fiscal year, it shall cover the accumulated losses first, then, appropriating 10% as legal reserve, and set aside or reverse special reserve in accordance with the law. The shareholders' dividend or bonuses out of remaining current profit and undistributed retained earnings at the beginning of the year shall be proposed first by the Board of Directors and to be resolved in the shareholders meeting.

The Company is in a stable and mature industry. Factors such as Company's profitability, funding of future operation and change in industrial environment, shareholder's interest and long term financial planning shall be considered in planning the Company's dividend distribution scheme. The amount shall not exceed 90% of current net income as the principal, however, the final dividend distribution ratio shall be proposed first by the board of directors and to be resolved in the shareholders meeting, regardless of such principle. Distribution of dividend is in the form of cash or shares. Cash dividend each year shall not be less than 20% of the total amount of the appropriated dividend of

current year.

- Article 32 The Company's directors shall receive remuneration (including travel expenses) of 100,000 New Taiwan Dollars monthly. The Board of Directors are authorized to determine the remuneration of the Chairman of the Board of Directors, based on the level of participation in the Company's operation and contribution without exceeding the highest salary standard decided by the Company. Such remuneration shall be paid regardless of whether the Company business generates profits or experiences loss.

Chapter 6 Supplementary Provisions

- Article 33 The Company's organization regulations and detailed guidelines of operation shall be determined separately.
- Article 34 In regard to all matters not provided herein, the Company Act shall govern.
- Article 35 The Articles were formulated on June 30th, 2003; the first amendment was made on March 30th, 2004; the second amendment was made on June 18th, 2004; the third amendment was made on November 11th, 2004; the fourth amendment was made on June 17th, 2005; the fifth amendment will be made on June 16th, 2006; the sixth amendment was made on June 22nd, 2007; the seventh amendment was made on June 21st, 2010; the eighth amendment was made on June 13th, 2012; the ninth amendment was made on June 14th, 2013, the tenth amendment was made on June 30th, 2015, and the tenth amendment was made on June 30th, 2016, the twelfth amendment is made on June 26th, 2017 and shall be applicable as of the director election of 7th term, the thirteen amendment was made on June 19th, 2020 and the fourteenth amendment is made on June 24th, 2022.

Appendix 2:**Shareholdings of Directors**

1. As of April 22, 2025, all director's minimum shareholding number and registered holding shares.

Title	Minimum number of shares to be held	Shares held in share register
Directors	12,000,000	263,500,000

2. As of April 22, 2025, table of shares held by all directors.

Title	Name	Shares held in share register
President	Yulon Motor Co., Ltd. Representative : Li-Lien Yen Chen	143,500,000
Director	Yulon Motor Co., Ltd. Representative : Kuo-Hsing Hsu	
Director	Yulon Motor Co., Ltd. Representative : Chien-Shun Liao	
Director	Yulon Motor Co., Ltd. Representative : Wen-Chuan Chung	
Director	Nissan Motor Co., Ltd. Representative : Atsushi Ishizuka	120,000,000
Director	Nissan Motor Co., Ltd. Representative : Sone Kitaru	
Director	Nissan Motor Co., Ltd. Representative : Koichi Kitazawa	
Director	Nissan Motor Co., Ltd. Representative : Riyo Shibayama	
Independent Director	Jung-Fang Kuo	-
Independent Director	Hung-Wen Chang	-
Independent Director	Jhen-Huei Li	-

Appendix 3:

Yulon Nissan Motor Co., Ltd.

Rules of Procedure for Shareholders Meeting

Formulated date: March 30th, 2004

Article 1: The Company has shareholders meeting arranged in accordance with this “Rules of Procedure for Shareholders Meeting.”

Article 2: The company hold the virtual shareholders' meeting, unless stipulated in regulations governing the administration of shareholder services of public companies, which should be specified in the articles of incorporation, and shall be approved by the board of directors. And it should be approved by a majority vote at a meeting of the board of directors attended by over two-thirds of the directors.

Shareholders (representatives) present at the shareholders' meeting shall submit the Attendance Card and the shares checked in on the virtual meeting platform instead of signing in. The shareholding of the present shareholders is based on the Attendance Cards and the shares checked in on the virtual meeting platform plus the number of shares whose voting rights are exercised by correspondence or electronically. Attendance at shareholders meetings shall be calculated based on numbers of shares.

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.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation 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 3: The chair shall call the meeting to order at the appointed meeting time and announce the number of shares of the attendance and no voting power.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair 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 chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation 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 this Corporation in accordance with Article 2.

Article 4: If a shareholders meeting is summoned by the Board of Directors, the meeting agenda shall be determined by the Board of Directors. The meeting shall be held in accordance with the aforementioned agenda accordingly without changes made unless it is resolved in the shareholders' meeting. If a shareholders meeting is summoned by an authorized convener other than the Board of Directors, the provision of the foregoing paragraph shall prevail. For the aforementioned two agendas, the Chairman may not announce the meeting adjourned without resolution before the end of the procedures (including motions). If the Chairman has the meeting adjourned in violation of the "Rules of Procedure for Shareholders' Meeting," a new Chairman can be elected to preside the meeting continuously by present shareholders with majority votes. Upon meeting adjournment announced by the Chairman, the shareholders shall not elect a new Chairman and resume the meeting at the original or new site.

Changes to how this Corporation 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.

Article 5: 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 chair. Present shareholders who have submitted the speech note but do not speak in the meeting are considered failure to address speech. If there is discrepancy between the content of the speech note and the speech in the meeting, the verbal speech shall prevail. The present shareholder who is speaking should not be interrupted by any other shareholders unless agreed by the Chairman and the speaking shareholder. The Chairman should have the disorderly conduct disciplined.

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 chair declaring the meeting open until the chair 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.

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 6: Each shareholder may not speak more than twice and not more than five minutes each time on one subject unless agreed upon by the Chairman. The Chairman may stop the shareholder who has violated the rules, spoke beyond the subject scope, or behaved impolitely from speaking in the meeting.

Article 7: If a juristic person is attending the meeting by proxy, the juristic person may have only one representative delegated to attend the meeting. If the juristic person has more than two representatives delegated to attend the meeting, only one representative may speak about one subject.

Article 7-1: To convene a virtual shareholders meeting, this Corporation 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:
 - A. 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.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except for the circumstances ruled in Article 44-9, term 6 of the Standards for the Handling of Share Affairs of Companies Offering Shares to the Public, the company shall at least provide shareholders with connection equipment and necessary assistance and should note the application period and other related matters.

Article 8: After the speech of the present shareholders, the Chairman may answer the questions in person or have it answered by the designated personnel.

Article 9: During the discussion of the motions, Chairman may announce the end of discussion at his/her discretion and proceed for voting, and schedule sufficient time for voting, or, may have the discussion suspended if necessary.

Article 10: Except as otherwise provided in the Company Act and in this Corporation'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. 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 calculation of the shareholder voting rights shall be followed relevant laws and regulations. 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.

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. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation. If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation 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. The shareholder is deemed one vote for each share. Shareholders who have an agent to attend the shareholders' meeting shall be in accordance with the "Rules of appointing agents to attend the shareholders' meeting of Public Companies" and related laws and regulations.

Article 11: During the meeting, the Chairman may announce a recess during the meeting discretionally. If the procedure fails to be completed in a meeting, the meeting may continue within five (5) days with the resolution of the shareholders' meeting and no further notice and announcement are required.

Article 12: If a proposal is with amendment and/or alternative, the Chairman may have it consolidated with the order of voting determined. If one of the proposals is passed, other proposals are deemed as vetoed without further voting.

Article 13: The Chairman may direct pickets (or security guards) to maintain order of the meeting premise. The pickets (or security guards) must wear the "Picket" armband while disciplining the order at the meeting premise.

Article 14: The Chairman is to determine the tellers and ballot counting officer. The teller must be a shareholder. Vote result must be reported on the spot and documented accordingly.

When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair 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 chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with relevant regulations 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 15: If a shareholders' meeting is summoned by the Board of Directors, the Chairman is to preside the meeting. If the Chairman asks for leave or cannot preside the meeting for reasons, the Vice Chairman is to act on the Chairman's behalf. If there is no Vice Chairman or the Vice Chairman asks for leave or cannot preside the meeting for reasons, the Chairman is to designate his/her agent to preside the meeting. If the Chairman has not had his/her agent designated, one of the Directors shall be elected to act on the Chairman's behalf. If a shareholders' meeting is summoned by an authorized convener other than the Board of Directors, the authorized convener is the Chairman of the shareholders' meeting. If there are two or more authorized conveners, one shall be elected among themselves.

Article 16: The location summoned for the shareholders' meeting shall be the location where the Company resides, or a location convenient for shareholders to attend and suitable for - 41 - organizing the shareholders' meeting. The schedule of the meeting shall not start before nine (9) o'clock in the morning or later than three (3) o'clock in the afternoon. 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 this Corporation convenes a virtual-only shareholders meeting.

Article 17: The Company may assign the appointed attorney, CPA, or related personnel to attend the meeting. Conference staffs who help organize the shareholders' meeting should wear identification badge or armband.

Article 18: The whole process of the shareholders' meeting should be documented with audio or video recording and archived for at least one year.

Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, 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 this Corporation 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, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 19: In the event of a virtual shareholders meeting, this Corporation 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 chair has announced the meeting adjourned.

Article 20: When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21: In the event of a virtual shareholders meeting, this Corporation 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 chair 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 chair 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 and supervisors.

When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, this Corporation 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, this Corporation 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, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholder meeting online.

Except for the circumstances ruled in Article 44-9, term 6 of the Standards for the Handling of Share Affairs of Companies Offering Shares to the Public, the company shall at least provide shareholders with connection equipment and necessary assistance and should note the application period and other related matters.

Article 23: Issues that are not addressed in the “Rules of Procedure for Shareholders’ Meeting” should be processed in accordance with the Company Act, the Company’s Articles of Incorporation, and applicable laws and regulations.

Article 24: The “Rules of Procedure for Shareholders’ Meeting” shall be enforced upon the resolution reached in the shareholders’ meeting, so is the amendment.

Article 25: The Procedures was regulated on March 30, 2004; the first amendment was made on June 30th, 2015; the second amendment was made on June 25th, 2021; the third amendment was made on June 30th, 2023, the fourth amendment was made on June 27th, 2024

