

# **YULON NISSAN MOTOR CO., LTD.**

## **2023 Annual General Shareholders' Meeting Reference Material**

**Time: June 30, 2023.**

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

# **Ratification Items**

Proposed by the Board of Directors

**Proposal 1: Ratification of the 2022 Business Report and Financial Statements.  
Please ratify.**

**Description:**

1. The compilation of the Company's Fiscal 2022 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 Chien-Hsin Hsieh, CPA, and Jui-Chuan Chih, 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 3 to page 6 of this handbook and Attachments 1 (p.14 to p.33) for the Fiscal 2022 Business Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements, respectively.
3. Adoption requested.

**Resolution:**

**Proposal 2: Ratification of 2022 Earnings Distribution.**

Description :

1. Based on the audited 2022 financial statements, YNM presents 2022 earnings distribution statement as Attachment 2 (p.34).
2. According to earnings distribution statement, YNM proposes to distribute NT\$7.22 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 4, 2023. 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 31, 2023 to September 4, 2023.
3. Request to resolve.

Resolved:

## **Discussions Items**

Proposed by the Board of Directors

### **Proposal 1: Amendment to YNM Rules of Procedure for Shareholders' Meeting**

Explanation:

1. Complied with the requirements under the notice letter No. 11100042501, YNM Rules of Procedure for Shareholders' Meeting shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as Attachment 3 (p.35 to p.42).
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.43).
3. Request to resolve.

Resolution: