

YULON NISSAN MOTOR CO., LTD.

2020 Annual General Shareholders' Meeting Reference Material

Time: June 19, 2020.

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

Ratification Items

Proposal 1: Ratification of the 2019 Business Report and Financial Statements. Please ratify.

(Proposed by the Board of Directors.)

Description:

- (1)The compilation of the Company's Fiscal 2019 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-Yi Liao, CPA, and Robert Yu, CPA, of Deloitte & Touche. The Business Report and Financial Statements have been audited by the Audit Commission, and are hereby submitted for adoption by this Annual General Shareholders' Meeting.
- (2)Please refer to the handbook of 2020 Annual General Shareholders' Meeting for the Fiscal 2019 Business Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements, respectively.
- (3)Adoption requested.

Resolution:

Proposal 2: Recognition of 2019 Earnings Distribution.

(Proposed by the Board of Directors.)

Description :

1. Based on the audited 2019 financial statement, YNM presents 2019 earnings distribution statement, please refer to the handbook of 2020 Annual General Shareholders' Meeting.
2. According to earnings distribution statement, YNM proposes to distribute NT\$ 21.27 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 August 18, 2020. 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 14, 2020 to August 18, 2020.
3. Request to resolve.

Resolution:

Discussions Items

Proposal 1: Amendment to the Company's "Articles of Incorporation".

Please discuss.

(Proposed by the Board of Directors)

Explanation:

1. Complied with the requirements under the notice letter No. 10700083291 which about the amendment of article 162 in Company Act. and No. 10802432410 which about the calculation way of the legal reserve , the Company's "Articles of Incorporation" shall be amended accordingly to conform to the relevant business operations. Please refer to the handbook of 2020 Annual General Shareholders' Meeting.

2. Request to resolve.

Resolution:

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

Please proceed to discuss.

(Proposed by the Board of Directors.)

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 handbook of 2020 Annual General Shareholders' Meeting.
3. Request to resolve.

Resolution:

Extraordinary Motions

Closure of the Meeting