

Sanyang Motor Co., Ltd.

2025 Annual Shareholders' Meeting

Meeting Handbook

June 26, 2025

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THIS IS A TRANSLATION OF THE HANDBOOK FOR THE 2025 ANNUAL SHAREHOLDERS' MEETING OF SANYANG MOTOR CO., LTD. THE TRANSLATION IS FOR REFERENCE ONLY. IF THERE IS ANY INCONSISTENCY BETWEEN THE CHINESE VERSION AND THIS TRANSLATION, THE CHINESE VERSION SHALL PREVAIL.

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I. Procedures for the 2025 Annual Shareholders' Meeting of Sanyang Motor Co., Ltd.

1. Announcement of the meeting (reporting the total number of shares held by the attending shareholders and shareholders' proxies)
2. Chairperson Remarks
3. Report Matters
4. Acknowledged Matters
5. Discussion Matters
6. Extemporaneous Motions
7. Adjournment

II. Agenda of the 2025 Annual Shareholders' Meeting of Sanyang Motor Co., Ltd.

1. Time: 09:00 a.m. June 26, 2025
2. Location: No. 19, Sanmin Road, Hukou Township, Hsinchu County (The Company's Activity Center)
3. Report the number of shares attended by the attending shareholders
4. Chairperson Remarks
5. Report Matters
 - (1) 2024 Business Report
 - (2) Audit Committee's Reviews of the 2024 Annual Final Accounting Books and Statements
 - (3) Report on 2024 Employees' and Directors' Remuneration
 - (4) Earnings Distribution Report of the First Half of 2024
 - (5) 2025 Treasure Stock Execution Report
6. Acknowledged Matters
 - (1) 2024 Business Report and Financial Statements
 - (2) 2024 Earnings Distribution
7. Discussion Matters

Amendment to the "Articles of Incorporation"
8. Extemporaneous Motions
9. Adjournment

III. Report Matters

I. 2024 Business Report

Sanyang Motor Co., Ltd. Business Report

(I) Results of Implementation of Business Plan

Net sales amounted to NT\$49,796,931 thousand in 2024, increased by 1.03% compared with the net sales of NT\$49,290,243 thousand in 2023.

(II) Budget Execution

Unit: NT\$ thousand

Item	Estimated 2024 net operating revenue	Actual 2024 net operating revenue	Difference	Control rate (%)
Motorcycles	24,453,446	25,992,688	1,539,242	106.29
Automobiles	21,338,991	20,580,917	(758,074)	96.45
Others	2,682,859	3,223,326	540,467	120.15
Total	48,475,296	49,796,931	1,321,635	102.73

(III) Financial Revenue and Expenditure and Profitability Analysis

1. Financial Revenue and Expenditure :

In 2024, net operating revenue was NT\$49,796,931 thousand, operating cost was NT\$43,569,239 thousand, operating expense was NT\$2,894,164 thousand, net operating income was NT\$3,325,428 thousand, net profit of non-operating income and expense was NT\$2,219,411 thousand and profit before income tax was NT\$5,544,839 thousand.

2. Profitability Analysis :

Item	2024	2023
Return on assets (%)	10.39	14.81
Return on equity (%)	20.07	31.31
Net profit margin (%)	9.58	12.78
Earnings per share (current period) (NT\$)	6.02	7.95

(IV) Research and Development

1. Motorcycles

(1) New mass production models launched in 2024:

A. 『JET SL+ 158 』 (Taiwan)

Model Introduction

The JET 125 series has consistently been a best-selling model and a frequent champion in TSR competitions. In January 2024, the JET SL 125 evolved with the introduction of the JET SL+ 158 model, featuring a 158c.c. side water-cooled engine with an upgraded power output of 15ps. Additionally, the front-end design and tail light styling have been newly redesigned and adjusted. The JET SL+ 158 combines powerful performance with the compact and agile body of the 125, enhancing riding enjoyment and making it more convenient for navigating congested city streets and parking in narrow motorcycle spaces.

Product Positioning

In addition to maintaining its strong appeal among young male riders aged 18 to 24, it has also expanded its reach to male riders aged 25 and above. Maintaining an aggressive and dynamic design while upgrading horsepower and performance, it is well-suited for mountain racing, leisure riding, and urban commuting. Catering to customers who prioritize aesthetics, power and handling, and vehicle size when purchasing a scooter.

B. 『DRGBT 158 』 (Taiwan)

Model Introduction

The second-generation DRGBT was newly launched in May 2024, enhancing the “Dragon” bionic design element with sharp body lines and incorporating fluid dynamics aerodynamics to create a more modern sports car appearance. It also introduces the latest Hyper-SVIS global variable intake system, advancing its power performance, making it a flagship white-label sports car that combines both appearance and performance. The DRGBT also stood out among over 10,000 entries in the 2024 German Red Dot Design Award, winning the Product Design Award. It is the first locally designed motorcycle from Taiwan to receive this prestigious recognition.

Product Positioning

The primary customer base consists of males aged 18 to 24, while the secondary target customers includes males aged 25 to 29. Featuring a unique and avant-garde exterior design with high-spec performance sports car features, its power meets the multifunctional demands of young people seeking excitement and motorcycle enthusiasts for daily use.

C. 『MAXSYM 400 GT 』 (Taiwan)

Model Introduction

Since the launch of the MAXSYM 400 touring cruiser in April 2021, it has gained a

strong reputation in the Taiwan market, with over 2,500 units sold. Its features, including comfortable riding convenience and ample storage space, have fully met the needs of riders on long journeys. In April 2024, SYM launched the all-new MAXSYM 400 “MAXSYM GT”, a revamped model designed to better fit the physical dimensions of Taiwanese riders. It meets the needs of long-distance touring with smooth mobility, comfortable riding, and expanded space. Named “Grand Tour” GT, it aims to provide consumers with an enjoyable and comfortable riding experience on their journeys, offering the best comfort zone wherever they go.

Product Positioning

The primary customer base for the MAXSYM 400 GT consists of males in their 40s to 50s with a stable economic foundation. In terms of usage, 80% of the time is for daily commuting, while 20% is for weekend trips to nearby areas. Additionally, the target customer consists of first-time heavy motorcycle buyers who require greater power for riding on expressways.

D. 『ADXTG 400 』 (Taiwan)

Model Introduction

With the rise of the global ADV trend, SYM has developed the ADXTG 400, which features genuine light off-road performance and equipment through differentiated core technologies. Following the existing ADX 125/150/300 models, it completes SYM’s global ADV scooter product line. The ADXTG 400 is equipped with a class-leading single-cylinder lock AEE adaptive engine, wet clutch, dual-stage thermostat, dual oil pumps, dual balance shafts, Hyper-VVS variable valve system, aluminum alloy double triangle platform, central six-link design, and inverted front fork. It has been fine-tuned for off-road needs, with specific adjustments to ground clearance, protection, and safety features, ensuring it fully satisfies consumers who are “born to go beyond”.

Product Positioning

The target customer for the ADXTG 400 is individuals aged 30 to 50, from both blue-collar and white-collar sectors, with a need for both paved and unpaved road capabilities, and an interest in exploring new forms of adventure with an ADV-style vehicle.

E. 『SYMPHONY 50/125/200 』 (Europe)

Model Introduction

SYMPHONY is a key model in the European commuter market, offering three displacement options: 50 c.c., 125 c.c., and 200 c.c.. The model is known for its elegant and lightweight design. In response to the European Stage B OBDII environmental regulations, the front visual design has been updated to appeal to a younger audience, aiming to expand its target demographic and extend the product lifecycle.

Product Positioning

The target customer is individuals aged 30 to 50, including office workers and professionals, with a vehicle that meets the needs for daily commuting and short weekend trips.

F. 『CRUiSYM α 125/300 』 (Europe)

Model Introduction

The CRUiSYM 300 was launched in January 2017, featuring a cross-border touring design with a dynamic and powerful appearance. It has received high praise from consumers in both domestic and international markets within this displacement range. In addition to continuous significant upgrades based on customer demands from 2020 to 2023, in January 2024, further modifications were made to the headlamp and taillight assemblies. These changes continue to enhance the technological appeal of the CRUiSYM α300, providing better front illumination and improving visibility for rear vehicles, significantly increasing the product's value.

Product Positioning

The primary customer base for the CRUiSYM α300 consists of males aged 35 to 45 (young to middle-aged), with an annual income ranging from 20,000 to 40,000 euros, including office workers and blue-collar workers. Approximately 38% of users commute on weekdays, while 62% enjoy riding the CRUiSYM α300, with a high level of satisfaction towards the product.

G. 『ADX 300 』 (Europe)

Model Introduction

The popular Chinese crossover adventure bike HuskyADV 300 has been introduced to Europe, completing the European ADV family lineup with the addition of the “ADX 300” following the ADX 125. Continuing the DNA of the ADX family, the front design features a unique V-shaped position light, balancing daily commuting needs with outdoor off-road capabilities. It offers superior performance with 19 kW horsepower and 26 Nm of torque, along with a 16-liter long-range fuel tank capacity. Additionally, it is equipped with full LED lighting, a TFT color display, and safety features such as ABS and TCS, meeting the versatile needs of the rider.

Product Positioning

30-50-year-old mature male urban professionals who enjoy being close to nature and seek a versatile adventure bike for both daily commuting and weekend outings.

H. 『CLBCU 125 』 (China)

Model Introduction

The CLBCU was introduced to the Chinese market in January 2024, addressing the needs of the market and officially presenting EnMIS technology to Chinese consumers. The target customer is consumers who appreciate technology, minimalist style, and prioritize fuel efficiency. The aim is to provide local users with a unique riding experience and establish a strong reputation for EnMIS technology as the first model launched by SYM in the Chinese market.

Product Positioning

The target customer is young consumers aged 18 to 29. By incorporating innovative design, diverse colors, and excellent ergonomic features, the goal is to create a city

commuter bike with a tech-savvy and innovative style.

I. 『CRUiSYM 400』 (China)

Model Introduction

The CRUiSYM 400 is a single-cylinder, 400 c.c., water-cooled, four-stroke large scooter with a maximum horsepower of 34. It performs effortlessly in both city and highway driving. The appearance adopts a design technique of layered cutting surfaces, inspired by sports cars, creating a groundbreaking visual impact in the market. The CRUiSYM 400 demonstrates outstanding comfort, ensuring that riders can maintain a natural and comfortable riding posture in any situation. It is also equipped with a full-color LCD instrument cluster, dual-channel ABS, a TCS traction control system, side-stand stall, full LED lighting, and a keyless system, significantly enhancing the vehicle's technological sophistication, safety, and convenience. The model was officially unveiled at the 2024 Chongqing Motorcycle Expo and the EICMA Moto in Milan, attracting the attention of many motorcycle enthusiasts.

Product Positioning

The primary customer base consists of males in their 40s to 50s with a stable economic foundation. Targeting users who commute on weekdays and value leisure on weekends, CRUiSYM 400 is an ideal choice for motorcycle travel enthusiasts, being a large scooter suitable for long trips.

J. 『PRITI 50/125』 (Vietnam)

Model Introduction

In response to the recent trend of expanding into the Vietnamese market, the CLBCU debuted under the brand name “PRITI” in June 2024. In line with local consumer preferences, two engine displacement options, 50 c.c. and 125 c.c., were launched. During the promotional period, multiple regional launch events were held across various cities, attracting many customers and driving growth in SYM's market share in Vietnam. Similarly, using PRITI as the representative model, EnMIS technology was introduced, laying a strong foundation for subsequent models and solidifying SYM's market advantage in Vietnam.

Product Positioning

The 50 c.c. model targets young female high school students aged 16 to 18, featuring a lightweight frame, modern appearance, and stylish colors, making it the perfect commuting vehicle between school and home, offering a trendy riding experience for the student demographic.

The 125 c.c. model targets female office workers aged 25 and above, offering a compact body with a large storage compartment, a distinctive fashionable appearance, and EnMIS technology. Positioned as a stylish accessory, it aims to provide consumers with a premium riding experience.

(2) Models available for mass production in 2025

In addition to the existing range of motorcycles and light electric motorcycles ranging from 50c.c. to 508 c.c., which cater to various market demands, in 2025, we will introduce

new and updated models tailored to different market segments both domestically and internationally. This lineup will include 5 new designs of scooters, 15 redesigned scooters (Not including regulatory responses), 2 redesigned model of motorcycle, 1 new model of electric motorcycle, and 1 redesigned model of sports bike. These new offerings are expected to significantly contribute to sales volume and revenue.

2. Automobiles

(1) Mass production models launched in 2024 :

A. IONIQ 5 N

Model Introduction

As Hyundai's first high-performance electric vehicle, the IONIQ 5 N is developed based on the highly acclaimed pure electric IONIQ 5 built on the E-GMP platform. It combines the core values of "on-road driving enjoyment" and "track handling capability", creating an exceptional driving experience. The IONIQ 5 N significantly enhances the interior layout, featuring a dedicated N performance multifunction steering wheel. This allows for quick switching of driving modes, as well as direct activation of the N Grin Boost for extra power and N e-Shift for optimized shifting feedback. The IONIQ 5 N is built on the HYUNDAI E-GMP electric vehicle platform, featuring an 800V high-voltage system that supports ultra-fast 350kW charging. With an increased battery capacity of 84kWh, it can charge from 10% to 80% in just 18 minutes. In response to high-performance demands, the IONIQ 5 N is equipped with a 4th-generation lithium-ion polymer battery, coupled with the N battery thermal management pre-conditioning function. This ensures the power system maintains optimal performance under any conditions, whether it's a short sprint race or a long-distance endurance race, with the battery temperature remaining stable to deliver the best power output. Tuned by the N Performance division, the IONIQ 5 N features a front and rear dual-motor electric all-wheel-drive system with 650 horsepower and 78.5 kg•m of torque. It delivers performance figures of 0 to 100 km/h acceleration in 3.4 seconds and a top speed of 260 km/h.

The IONIQ 5 N offers two battery management modes, Drag Mode and Track Mode, along with two track driving modes, Sprint Mode and Endurance Mode, for enhanced performance. Additionally, the IONIQ 5 N is equipped with a specially tuned braking system, capable of bringing the vehicle to a complete stop from 100 km/h in just 33.7 meters. Equipped with the N regenerative braking system, specially developed for the Nürburgring North Loop in Germany, it delivers up to 0.6G of deceleration force, effectively recovering kinetic energy during braking. This system also reduces the load on the braking system, ensuring stable performance during extended periods of intense driving. Additionally, the LBF (Left Foot Braking) feature, specifically designed for track use, allows the driver to simultaneously use the left and right feet to control both the brake and throttle, enabling more precise control of the vehicle's balance and dynamic changes.

The IONIQ 5 N is equipped with the N e-Shift electronic gear shift feedback, which simulates the 8-speed N DCT dual-clutch transmission shift response. It also features N Active Sound+, two unique electric vehicle innovations. These features not only

recreate the gear-shifting experience of gasoline vehicles but also provide the exhaust sound of a 2.0T turbocharged engine, catering to enthusiasts who are passionate about traditional combustion engine vehicles. It can even simulate the sound effects of the N 2025 Vision Gran Turismo concept electric race car or a jet fighter, offering a unique and exciting driving experience.

Product Positioning

With high-performance power and various driving modes, it targets customers who are passionate about driving experiences and eager to try new technologies.

B. TUCSON L N Line

Model Introduction

As a personalized performance vehicle, an eye-catching and stylish design is essential. The all-new TUCSON L N Line features striking hidden wing-shaped daytime running lights with geometric adjustments, adding dynamism and dominance to the overall design. The exclusive N Line badge is prominently displayed, signifying the model's distinct identity. Complemented by a rectangular aerodynamic front bumper and a black chrome geometric grille/lower air intake, the meticulous details not only enhance the vehicle's sporty character but also exude a powerful presence. The custom 19-inch performance alloy wheels further elevate its luxurious and extraordinary appeal. The rear design is equally impressive, incorporating motorsport-inspired aerodynamics. The TUCSON L N Line features an aerodynamic rear spoiler and a diffuser-style rear bumper, expertly crafted to optimize airflow for enhanced driving stability. The dual metal exhaust outlets not only improve exhaust efficiency but also lend a sleek, refined appearance to the rear profile. Additionally, the N Line badge on the front fender adds a distinctive touch of exclusivity, making its exceptional identity instantly recognizable. Stepping inside, you are greeted by a visual feast. The exclusive sport-style steering wheel, with its distinctive design and ergonomic grip, elevates the driving experience to a whole new level. Meanwhile, the sporty metal pedals infuse the cabin with the exhilarating essence of motorsport. Regarding the seats, the suede-like sport seats provide both anti-slip properties and exceptional support, ensuring an unparalleled level of comfort for passengers. The red stitching accents further enhance the cabin's dynamic and stylish appeal. The redesigned gear shift elevates the driving experience, with the exclusive N Line performance gear lever not only improving shift smoothness but also reinforcing the sporty character of the vehicle, making every gear change a true pleasure.

The all-new next-generation sporty SUV, TUCSON L N Line, is not only a high-performance vehicle but also a driving companion that combines advanced safety technology with exhilarating driving pleasure.

Product Positioning

With the exclusive and striking N Line design, it offers consumers a new choice in sporty SUVs.

C. VENUE

Model Introduction

With a bold and dynamic two-tone color scheme, refined interior accents, and advanced active and passive safety technologies, the facelifted VENUE is officially launched. It debuts the exclusive new color “Emerald Green” and features five-spoke geometric black alloy wheels, highlighting its rugged outdoor personality. The interior is upgraded with a 4.2-inch full-color digital instrument cluster, exclusive blue and gray dual-tone seats, and a Qi wireless charging pad, enhancing both cabin sophistication and convenience while creating a stylish and timeless visual appeal. Constructed with 62% high-strength steel for a robust and secure body, it is equipped with up to 10 advanced safety features from “HYUNDAI SmartSense”. The comprehensive upgrade to Level 2 semi-autonomous driving technology ensures all-around protection for your safety on the road.

Product Positioning

Upgraded to Level 2 semi-autonomous driving technology, targeting customers who prioritize safety features.

D.KONA Electric

Model Introduction

The all-new fully redesigned KONA Electric, with its optimally sized body, high-quality and high-rigidity construction, next-generation parametric exterior design, and advanced technologies and convenience features, offers consumers a safe and comfortable driving experience. The completely redesigned KONA features a unique design language, incorporating parametric elements to enhance its futuristic appeal. The seamless Pixels LED daytime running lights and taillights add distinctive charm, while the striking exterior colors further emphasize the next-generation futuristic design of the KONA.

The interior design is inspired by the IONIQ series. In the KONA Electric, the wired gear shifter is relocated behind the steering wheel, and the center features an open layout to create a larger, more spacious, and comfortable cabin. The all-new redesigned KONA Electric is equipped with a dual 12.3-inch digital cockpit display, a new EV-exclusive interface (supporting Traditional Chinese), an SBW rotary shifter system, i-PEDAL one-pedal driving mode, a Qi wireless charging pad, and V2L in-car and external power supply systems, offering the latest generation of smart features. The KONA Electric features a second-row flat floor, enhancing passenger comfort and cargo space. The center armrest adopts an open home-style design and is equipped with a one-touch rotating cup holder, strengthening functionality and creating a more versatile living space. In terms of safety, the entire vehicle lineup is equipped with the HYUNDAI SmartSense Level 2 active safety assistance system, ensuring the highest level of safety and convenience on the road.

The redesigned KONA Electric inherits HYUNDAI Group’s most advanced electric architecture, combining the innovative space, design, and safety technology of the IONIQ series to redefine the B-SUV electric vehicle segment.

Product Positioning

Targeting consumers who are eager to try new things and have a passion for technology.

E. The All-new SANTA FE

Model Introduction

As a luxury global full-size SUV, the redesigned SANTA FE offers prestigious features, top-tier safety, exceptional space performance, and a turbocharged hybrid powertrain, perfectly balancing urban living and outdoor adventures, creating limitless possibilities for consumers' life experiences. The entire lineup introduces advanced CVVD (Continuously Variable Valve Duration) technology, equipped with a 1.6 Turbo Hybrid engine, delivering a powerful 218ps of performance. The all-new exterior design adopts HYUNDAI's unique H-shaped design elements, complemented by a large-area grille, emphasizing the vehicle's wide and premium feel. The minimalist, square design on the sides highlights the muscular body curves, paired with 20-inch low-resistance five-spoke alloy wheels, large triangular windows, and a bridge-style roof rack. The harmonious body lines redefine the minimalist image of a luxury SUV. The rear is also equipped with H-shaped LED taillights, an integrated rear bumper, and a hidden wiper. The understated design exudes an unmistakable sense of luxury.

Inside, the SANTA FE uses high-quality materials to offer spacious and comfortable seating. It is equipped with dual 12.3-inch digital displays, an electrically adjustable steering wheel, a 6.6-inch touch control air conditioning panel, an SBW electronic shift-by-wire system, and the Easy System digital cockpit, ensuring that every journey for both driver and passengers is filled with enjoyment and convenience. The all-new SANTA FE is equipped with the Platform 3.0 3rd-generation chassis platform, enhancing body rigidity and utilizing both engine-type and multi-frame body structures, effectively improving collision safety. The entire vehicle is equipped with 10 airbags as standard, along with up to 20 HYUNDAI SmartSense active and passive safety technologies, providing comprehensive protection for every passenger.

The all-new SANTA FE, a top-tier hybrid LSUV, meticulously addresses the post-pandemic consumer demand for outdoor vehicles, enhancing the utilization of both interior and exterior spaces while embodying the brand's expertise in luxurious, aristocratic appeal.

Product Positioning

With its eye-catching and stylish interior and exterior design, along with advanced safety technology, it attracts the luxury L-SUV customer segment.

(2) Models planned for mass production in 2025:

In 2025, in addition to launching refreshed versions of existing models, we will continue to introduce brand-new hybrid and electric vehicles across various segments to meet customers' diverse choices and upgrade demands.

(V) Outline of 2025 Business Plan

1. Business strategies

(1) Quality: Consider punctuality, top quality, and precise quantity as standards for work implementation and delivery.

(2) Innovation: Enhance the Company's competitiveness through continuous improvement and

the integration of innovative thinking and new technology.

- (3) Service: Strengthen professionalism and optimize customer experiences to improve brand satisfaction.

2. Expected sales volume

Business objectives for 2025: 472,000 motorcycles and 23,000 automobiles.

3. Key production and marketing policy

- (1) Create new opportunities and capture the hearts and minds of customers

- A. Continuing with the efforts of the four major reforms, the “three standards, three sharing”, and the “double quality, double quantity”, our focus remains on consumer-centric strategies. We aim to integrate various product lines, challenge existing technological boundaries, and innovate to create new brand value that resonates with consumer preferences.
- B. Integrate digital channels, introduce information system to accelerate the speed of channel feedback, strengthen online service technical training, and accelerate the development of channel stores and decoration that comply with the brand’s professional image. This will allow us to agilely respond to market demands, enhance channel management efficiency, and improve the level of Sales, Service & Spare Parts (3S) dealership services.
- C. Continue to invest in new technologies, innovative designs, and performance enhancement initiatives, focusing on elevating the product’s core qualities with the aim of delivering an improved riding experience for our customers.

- (2) Implementing a precise quality operation mechanism to ensure global competitiveness

- A. Establish the global production base for platform model and production leveling and consistent quality standards.
- B. The operation of the quality audit and counseling system operate on the principles of “prevention, containment, and recurrence prevention” along with the three non-policies for defective products: “no acceptance, no production, no distribution”. Continuous improvement and rapid response to market feedback are emphasized to provide customers with satisfactory products and services.
- C. Undertake a comprehensive inventory and update of smart equipment, leveraging extensive information technology utilization. Through continuous optimization and process improvement, heighten all employees’ focus on quality and accelerate the pace of enhancement.

- (3) Leverage high-level craftsmanship in car manufacturing to create driving dreams and happiness

- A. As a key partner in Hyundai Motor’s international business, we are dedicated to strategically positioning our products in the market to enhance competitiveness, in line with Hyundai’s brand philosophy of “Progress for Humanity”.
- B. Actively promote the management of a sustainable environment, introduce new energy vehicles, high-performance passenger cars and commercial vehicles, strengthen the brand image, and provide a complete and diverse sales product line.
- C. Create a brand-new customer service experience by establishing large GDSI hubs in the

northern, central, and southern regions, and launch the “We Care 3.0 Customer Service Experience Upgrade” plan to expand service capacity. Upgrade the hardware and software of showrooms and digitalize sales service processes, further enhancing the quality of professional after-sales service.

- (4) Collaborate closely with overseas distributors to aggressively target export markets, enhance brand recognition, and expand our global market share through the promotion of high-quality products.

Chairman :
Ching-Yuan Wu

President :
Ching-Yuan Wu

Accounting Supervisor :
Kuei-Chin Huang

II. Audit Committee's Reviews of the 2024 Annual Final Accounting Books and Statements

Sanyang Motor Co., Ltd.

Review Report of the Audit Committee

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements, and Proposal for Earnings Distribution, among which the Financial Statements have been audited by KPMG, Taiwan, by whom an audit report has been issued accordingly. The above Business Report, Financial Statements, and Proposal for Earnings Distribution have been reviewed by the Audit Committee, and no irregularities were found. According to the Securities and Exchange Act and the Company Act, we hereby submit this report.

Sincerely,

2025 Annual General Shareholders' Meeting of Sanyang Motor Co., Ltd.

Convener of the Audit Committee :
Chung-Chuan Shih

Mar. 13, 2025

III. Report on 2024 Employees' and Directors' Remuneration

- (1) According to Article 31-1 of the Company's Articles of Incorporation, if the Company has a profit for the year, at least 1% of the profit before tax shall be appropriated as employee's remuneration and no more than 1% as director's remuneration.
- (2) In accordance with the Articles of Incorporation, the Board of Directors resolved on March 13, 2025 to distribute employee remuneration of NT\$56,580 thousand and director compensation of NT\$56,580 thousand for 2024, both to be paid in cash.

IV. Earnings Distribution Report of the First Half of 2024

- (1) According to the third paragraph of Article 32 of the Company's Articles of Incorporation, the earnings distribution or loss off-set of the Company may be made at the end of each semi-fiscal year. The business report and financial statements shall be submitted to the audit committee for review and then submitted to the board of directors for approval.
- (2) As resolved by the Board of Directors on November 13, 2024, the Company's net profit after tax in the first half of 2024 is NT\$ 2,668,099,729. In consideration of the Company's future capital and operating needs, it is proposed not to distribute 2024 earnings for the first half of the year.

V. 2025 Treasure Stock Execution Report

Term of repurchase	The 15th time
Purpose of repurchase	To maintain credit and shareholders' equity
Repurchase period	2025/04/09 ~ (Note)
Repurchase price range	NT\$ per share 47.00 ~ 77.00
Scheduled quantity of repurchase	Common stock 10,000 thousand shares
Actual repurchased quantity	(Note)
Amount of shares repurchased	(Note)
Quantity of shares cancelled	(Note)
Cumulative number of shares held in the Company	(Note)
Total treasury stock holdings as a percentage of total shares issued (%)	(Note)
Reasons for buyback that have been reported but not completed	(Note)

Note: As of the publication date of this handbook, the Company has not yet completed the repurchase. The actual repurchase status will be reported at the annual general meeting.

IV. Acknowledged Matters

Motion 1

Proposed by the Board

Cause of motion: Acknowledgment of the 2024 Business Report and
Financial Statements

Description:

1. The Company's 2024 financial statements have been audited and certified by Kuo-Yang Tseng and Hsin-Ting Huang of KPMG Taiwan, and the Business Report has been duly reviewed by the Audit Committee of the Company, which believes that there is no discrepancy and thus issues the audit report.
2. For 2024 annual business report and financial statements, please refer to pages 4 to 14 and 19 to 30 of this handbook.
3. Please acknowledge.

Resolution:

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

SANYANG MOTOR CO., LTD.

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
Current assets:				
1100 Cash and cash equivalents	\$ 2,390,289	5	1,991,827	4
1170 Notes and accounts receivable, net	1,429,086	3	1,047,981	2
1180 Accounts receivable from related parties, net	859,721	2	376,393	1
1310 Inventories (for manufacturing business)	3,217,721	6	5,025,344	11
1476 Other current financial assets	45,956	-	9,177	-
1479 Other current assets, other	310,416	1	244,246	1
	<u>8,253,189</u>	<u>17</u>	<u>8,694,968</u>	<u>19</u>
Non-current assets:				
Non-current financial assets at fair value through other				
1517 comprehensive income	514,721	1	557,947	1
1550 Investments accounted for using equity method	31,079,758	63	28,298,754	62
1600 Property, plant and equipment	5,311,760	11	4,958,429	11
1755 Right-of-use assets	47,443	-	57,399	-
1760 Investment property	3,594,672	7	2,371,475	5
1840 Deferred income tax assets	510,696	1	523,220	1
1933 Other non-current receivables	-	-	455,965	1
1980 Other non-current financial assets	68,050	-	101,819	-
1995 Other non-current assets, others	24,047	-	28,849	-
	<u>41,151,147</u>	<u>83</u>	<u>37,353,857</u>	<u>81</u>
Total assets	\$ <u>49,404,336</u>	<u>100</u>	<u>46,048,825</u>	<u>100</u>

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

SANYANG MOTOR CO., LTD.

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Current liabilities:					
2100	Short-term borrowings	\$ 4,999,354	10	4,400,000	10
2130	Current contract liabilities	79,069	-	33,439	-
2170	Accounts payable	2,476,097	5	2,819,240	6
2180	Accounts payable to related parties	664,959	1	682,578	2
2200	Other payables	2,169,544	4	2,271,181	5
2220	Other payables to related parties	136,532	-	192,582	-
2230	Current tax liabilities	422,692	1	638,334	1
2251	Current provisions for employee benefits	37,806	-	69,653	-
2252	Short-term provisions for warranties	519,047	1	439,401	1
2280	Current lease liabilities	26,696	-	23,172	-
2322	Long-term borrowings, current portion	760,000	2	135,000	-
2399	Other current liabilities, others	247,712	1	295,323	1
		<u>12,539,508</u>	<u>25</u>	<u>11,999,903</u>	<u>26</u>
Non-current liabilities:					
2540	Long-term borrowings	9,617,000	19	9,315,000	20
2570	Deferred income tax liabilities	1,401,672	3	1,401,672	3
2580	Non-current lease liabilities	21,693	-	35,472	-
2640	Net defined benefit liability, non-current	267,790	1	519,450	1
2645	Guarantee deposits received	368,639	1	362,383	1
2670	Other non-current liabilities, others	48,630	-	19,734	-
		<u>11,725,424</u>	<u>24</u>	<u>11,653,711</u>	<u>25</u>
	Total liabilities	<u>24,264,932</u>	<u>49</u>	<u>23,653,614</u>	<u>51</u>
Equity:					
3100	Share capital	7,974,896	16	7,974,896	17
3200	Capital surplus	1,735,853	4	1,713,762	4
3300	Retained earnings	16,547,004	33	14,197,678	31
3400	Other equity	(985,533)	(2)	(1,358,309)	(3)
3500	Treasury shares	(132,816)	-	(132,816)	-
	Total equity	<u>25,139,404</u>	<u>51</u>	<u>22,395,211</u>	<u>49</u>
	Total liabilities and equity	<u><u>\$ 49,404,336</u></u>	<u><u>100</u></u>	<u><u>46,048,825</u></u>	<u><u>100</u></u>

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

SANYANG MOTOR CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue	\$ 49,796,931	100	49,290,243	100
5000	Operating costs	43,569,239	87	42,869,251	87
		6,227,692	13	6,420,992	13
5910	Unrealized profit from sales	(8,100)	-	(46,667)	-
	Gross profit from operations	6,219,592	13	6,374,325	13
	Operating expenses:				
6100	Selling expenses	881,629	2	917,429	2
6200	Administrative expenses	998,845	2	944,563	2
6300	Research and development expenses	1,015,112	2	992,368	2
6450	Expected credit gain	(1,422)	-	(3,895)	-
		2,894,164	6	2,850,465	6
	Net operating income	3,325,428	7	3,523,860	7
	Non-operating income and expenses:				
7010	Other income	136,498	-	208,788	-
7020	Other gains and losses	150,283	-	42,727	-
7050	Finance costs	(233,546)	-	(243,251)	-
7070	Share of profit (loss) of subsidiaries, associates and joint ventures accounted for using equity method	2,166,176	4	2,132,785	5
7229	Gains on disposal of non-current asset held for sale	-	-	1,534,195	3
		2,219,411	4	3,675,244	8
7900	Profit before income tax	5,544,839	11	7,199,104	15
7950	Less: Income tax expenses	774,442	1	901,583	2
8200	Profit for the period	4,770,397	10	6,297,521	13
8300	Other comprehensive income (loss):				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Remeasurements of defined benefit plans	41,914	-	(119,832)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(86,603)	-	76,000	-
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	(26,274)	-	92,708	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(8,383)	-	23,966	-
	Components of other comprehensive income that will not be reclassified to profit or loss	(79,346)	-	72,842	-
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8380	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	495,409	1	(190,383)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income that will be reclassified to profit or loss	495,409	1	(190,383)	-
8300	Other comprehensive income	416,063	1	(117,541)	-
8500	Comprehensive income	\$ 5,186,460	11	6,179,980	13
	Earnings per share				
9750	Basic earnings per share (NT dollars)	\$ 6.02		7.95	
9850	Diluted earnings per share (NT dollars)	\$ 6.01		7.93	

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

SANYANG MOTOR CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	Retained earnings						Other equity				
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity	Treasury shares	Total equity
Balance at January 1, 2023	\$ 7,974,896	1,713,762	2,786,265	1,334,248	5,483,097	9,603,610	(1,331,123)	5,552	(1,325,571)	(132,816)	17,833,881
Profit for the year	-	-	-	-	6,297,521	6,297,521	-	-	-	-	6,297,521
Other comprehensive income for the year	-	-	-	-	(94,603)	(94,603)	(190,383)	167,445	(22,938)	-	(117,541)
Comprehensive income for the year	-	-	-	-	6,202,918	6,202,918	(190,383)	167,445	(22,938)	-	6,179,980
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	345,802	-	(345,802)	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(4,419)	4,419	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(1,435,481)	(1,435,481)	-	-	-	-	(1,435,481)
Changes in ownership interests in subsidiaries	-	-	-	-	(183,169)	(183,169)	-	-	-	-	(183,169)
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	9,800	9,800	-	(9,800)	(9,800)	-	-
Balance at December 31, 2023	7,974,896	1,713,762	3,132,067	1,329,829	9,735,782	14,197,678	(1,521,506)	163,197	(1,358,309)	(132,816)	22,395,211
Profit for the year	-	-	-	-	4,770,397	4,770,397	-	-	-	-	4,770,397
Other comprehensive income for the year	-	-	-	-	40,109	40,109	495,409	(119,455)	375,954	-	416,063
Comprehensive income for the year	-	-	-	-	4,810,506	4,810,506	495,409	(119,455)	375,954	-	5,186,460
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	602,955	-	(602,955)	-	-	-	-	-	-
Special reserve appropriated	-	-	-	28,480	(28,480)	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(2,392,469)	(2,392,469)	-	-	-	-	(2,392,469)
Changes in equity of associates and joint ventures accounted for using equity method	-	5,477	-	-	-	-	-	-	-	-	5,477
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	15,997	-	-	-	-	-	-	-	-	15,997
Changes in ownership interests in subsidiaries	-	617	-	-	(71,889)	(71,889)	-	-	-	-	(71,272)
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	3,178	3,178	-	(3,178)	(3,178)	-	-
Balance at December 31, 2024	\$ 7,974,896	1,735,853	3,735,022	1,358,309	11,453,673	16,547,004	(1,026,097)	40,564	(985,533)	(132,816)	25,139,404

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

SANYANG MOTOR CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	For the years ended December 31	
	2024	2023
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 5,544,839	7,199,104
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	500,261	476,461
Amortization expense	12,878	10,886
Expected credit gain	(1,422)	(3,895)
Interest expense	233,546	243,251
Interest revenue	(28,031)	(116,000)
Dividend revenue	(42,873)	(32,083)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(2,166,176)	(2,132,785)
Loss (gain) on disposal of property, plant and equipment	(4,912)	66,073
Gain on disposal of non-current assets classified as held for sale	-	(1,534,195)
Impairment loss (reversal of impairment loss) on property, plant and equipment	(1,768)	1,768
Unrealized profit from sales	8,100	46,667
Others	(31,794)	18,652
Total adjustments to reconcile profit (loss)	(1,522,191)	(2,955,200)
Changes in operating assets and liabilities:		
Notes and accounts receivable, net	(320,283)	(131,177)
Accounts receivable from related parties	(483,328)	130,308
Inventories	1,783,283	(1,030,993)
Other current assets	7,774	21,684
Contract liabilities	45,630	(8,012)
Accounts payable	(343,143)	420,296
Accounts payable to related parties	(17,619)	171,585
Provisions for employee benefits	(31,847)	(1,029)
Other payables (including related parties)	(296,884)	760,369
Short-term provisions for warranties	79,646	14,550
Other current liabilities	(47,611)	150,155
Net defined benefit liabilities	(209,746)	(406,599)
Total adjustments	(1,356,319)	(2,864,063)
Cash inflow generated from operations	4,188,520	4,335,041
Interest received	58,425	16,740
Interest paid	(233,275)	(243,897)
Income taxes paid	(986,276)	(606,963)
Net cash flows from operating activities	3,027,394	3,500,921

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

SANYANG MOTOR CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	For the years ended December 31	
	2024	2023
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	\$ (89,744)	(353,563)
Proceeds from disposal of financial assets at fair value through other comprehensive income	8,328	41,692
Acquisition of investments accounted for using equity method	(606,000)	(1,083,061)
Proceeds from disposal of non-current assets classified as held for sale	-	1,200,000
Decrease in receipts in advance due to disposal of assets	-	(139,845)
Increase in receipts in advance due to disposal of assets	1,039	4,156
Acquisition of property, plant and equipment	(790,701)	(571,882)
Proceeds from disposal of property, plant and equipment	9,395	13,285
Acquisition of investment properties	(737,149)	(1,017)
Decrease (increase) in other current financial assets	(14,498)	45,194
Decrease in other non-current financial assets	11,488	1,954
Increase in other non-current assets	(8,075)	(13,078)
Increase in other non-current liabilities	27,857	-
Dividends received	445,282	130,485
Net cash flows used in investing activities	(1,742,778)	(725,680)
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	31,279,932	32,680,486
Decrease in short-term borrowings	(30,680,578)	(33,119,053)
Proceeds from long-term borrowings	14,462,000	17,870,000
Repayments of long-term borrowings	(13,535,000)	(18,940,000)
Increase in guarantee deposits received	6,256	10,851
Payments of lease liabilities	(26,295)	(25,928)
Cash dividends paid	(2,392,469)	(1,435,481)
Net cash flows used in financing activities	(886,154)	(2,959,125)
Net increase (decrease) in cash and cash equivalents	398,462	(183,884)
Cash and cash equivalents at beginning of period	1,991,827	2,175,711
Cash and cash equivalents at end of period	\$ 2,390,289	1,991,827

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SANYANG MOTOR CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Current assets:					
1100	Cash and cash equivalents	\$ 10,296,462	15	8,811,431	14
1170	Notes and accounts receivable, net	3,287,933	5	2,675,915	4
1180	Notes and accounts receivable from related parties, net	568	-	901	-
1200	Other current receivables	838,274	1	747,178	1
1310	Inventories (for manufacturing business)	6,664,142	10	7,900,381	13
1320	Inventories (for construction business)	3,015,098	4	2,849,530	5
1410	Prepayments	985,108	1	750,110	1
1476	Other current financial assets	7,111,292	11	6,385,540	10
1479	Other current assets, others	38,359	-	18,016	-
		<u>32,237,236</u>	<u>47</u>	<u>30,139,002</u>	<u>48</u>
Non-current assets:					
1510	Non-current financial assets at fair value through profit or loss	15,459	-	15,459	-
1517	Non-current financial assets at fair value through other comprehensive income	1,670,600	2	1,676,556	3
1550	Investments accounted for using equity method	4,584,545	7	4,625,282	7
1600	Property, plant and equipment	16,115,874	24	14,629,094	23
1755	Right-of-use assets	1,005,354	2	838,948	1
1760	Investment property, net	4,920,805	7	3,635,219	6
1780	Intangible assets	1,084,681	2	1,096,283	2
1840	Deferred income tax assets	683,527	1	667,736	1
1933	Other non-current receivables	-	-	455,965	1
1935	Long-term lease receivables	761,624	1	649,508	1
1975	Net defined benefit asset, non-current	8,660	-	2,103	-
1980	Other non-current financial assets	5,020,840	7	4,187,295	7
1995	Other non-current assets, others	147,944	-	159,464	-
		<u>36,019,913</u>	<u>53</u>	<u>32,638,912</u>	<u>52</u>
Total assets		\$ <u>68,257,149</u>	<u>100</u>	<u>62,777,914</u>	<u>100</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

SANYANG MOTOR CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Liabilities and equity					
Current liabilities:					
2100	Short-term borrowings	\$ 7,833,796	12	7,723,314	12
2111	Short-term notes and bills payable	1,624,353	2	697,897	1
2130	Current contract liabilities	461,852	1	416,500	1
2170	Accounts payable	4,880,190	7	4,449,458	7
2180	Accounts payable to related parties	164,197	-	233,039	-
2200	Other payables	4,001,001	6	4,020,519	6
2230	Current tax liabilities	680,143	1	921,929	2
2251	Current provisions for employee benefits	88,346	-	116,835	-
2252	Short-term provisions for warranties	545,409	1	484,883	1
2280	Current lease liabilities	144,437	-	135,279	-
2322	Long-term borrowings, current portion	1,284,574	2	597,161	1
2365	Current refund liabilities	319,013	1	362,752	1
2399	Other current liabilities, others	226,699	-	78,112	-
		<u>22,254,010</u>	<u>33</u>	<u>20,237,678</u>	<u>32</u>
Non-current liabilities:					
2540	Long-term borrowings	13,259,471	20	13,135,699	21
2552	Non-current provisions	489,584	1	362,153	1
2570	Deferred income tax liabilities	1,525,202	2	1,524,830	2
2580	Non-current lease liabilities	777,137	1	613,604	1
2640	Net defined benefit liability, non-current	267,790	-	520,078	1
2645	Guarantee deposits received	960,462	1	898,553	1
2670	Other non-current liabilities, others	138,156	-	91,417	-
		<u>17,417,802</u>	<u>25</u>	<u>17,146,334</u>	<u>27</u>
Total liabilities		<u>39,671,812</u>	<u>58</u>	<u>37,384,012</u>	<u>59</u>
Equity attributable to owners of parent:					
3100	Share capital	7,974,896	12	7,974,896	13
3200	Capital surplus	1,735,853	2	1,713,762	3
3300	Retained earnings	16,547,004	24	14,197,678	22
3400	Other equity	(985,533)	(1)	(1,358,309)	(2)
3500	Treasury shares	(132,816)	-	(132,816)	-
		<u>25,139,404</u>	<u>37</u>	<u>22,395,211</u>	<u>36</u>
Total equity attributable to owners of parent:		<u>25,139,404</u>	<u>37</u>	<u>22,395,211</u>	<u>36</u>
36XX	Non-controlling interests	3,445,933	5	2,998,691	5
		<u>28,585,337</u>	<u>42</u>	<u>25,393,902</u>	<u>41</u>
Total equity		<u>28,585,337</u>	<u>42</u>	<u>25,393,902</u>	<u>41</u>
Total liabilities and equity		<u>68,257,149</u>	<u>100</u>	<u>62,777,914</u>	<u>100</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
SANYANG MOTOR CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue	\$ 65,624,544	100	64,461,239	100
5000	Operating costs	52,244,077	80	51,051,120	79
	Gross profit from operations	13,380,467	20	13,410,119	21
	Operating expenses:				
6100	Selling expenses	4,184,636	6	4,152,856	7
6200	Administrative expenses	1,900,197	3	1,795,636	3
6300	Research and development expenses	1,442,323	2	1,346,378	2
6450	Expected credit (gain) loss	(2,748)	-	4,473	-
		7,524,408	11	7,299,343	12
	Net operating income	5,856,059	9	6,110,776	9
	Non-operating income and expenses:				
7100	Interest income	596,167	1	608,728	1
7010	Other income	95,288	-	99,130	-
7020	Other gains and losses	421,585	-	250,965	-
7050	Finance costs	(431,279)	-	(438,193)	-
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method	(62,020)	-	(90,153)	-
7229	Gains on disposal of non-current assets held for sale	-	-	1,534,195	2
		619,741	1	1,964,672	3
7900	Profit before income tax	6,475,800	10	8,075,448	12
7950	Less: Income tax expenses	1,343,318	2	1,412,060	2
	Profit for the period	5,132,482	8	6,663,388	10
8300	Other comprehensive income (loss):				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Remeasurements of defined benefit plans	48,239	-	(119,151)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(129,903)	-	203,284	-
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	5,522	-	(1,410)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(8,383)	-	23,966	-
	Components of other comprehensive income that will not be reclassified to profit or loss	(84,525)	-	106,689	-
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	552,673	-	(226,597)	-
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(3,915)	-	(762)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income that will be reclassified to profit or loss	548,758	-	(227,359)	-
8300	Other comprehensive income	464,233	-	(120,670)	-
8500	Comprehensive income	\$ 5,596,715	8	6,542,718	10
	Profit attributable to:				
8610	Owners of parent	\$ 4,770,397	7	6,297,521	10
8620	Non-controlling interests	362,085	1	365,867	-
		\$ 5,132,482	8	6,663,388	10
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 5,186,460	7	6,179,980	10
8720	Non-controlling interests	410,255	1	362,738	-
		\$ 5,596,715	8	6,542,718	10
	Earnings per share				
9750	Basic earnings per share (NT dollars)	\$ 6.02		7.95	
9850	Diluted earnings per share (NT dollars)	\$ 6.01		7.93	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
SANYANG MOTOR CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent												
	Retained earnings						Other equity						
							Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity	Treasury shares	Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings							
Balance at January 1, 2023	\$ 7,974,896	1,713,762	2,786,265	1,334,248	5,483,097	9,603,610	(1,331,123)	5,552	(1,325,571)	(132,816)	17,833,881	2,408,607	20,242,488
Profit for the year	-	-	-	-	6,297,521	6,297,521	-	-	-	-	6,297,521	365,867	6,663,388
Other comprehensive income for the year	-	-	-	-	(94,603)	(94,603)	(190,383)	167,445	(22,938)	-	(117,541)	(3,129)	(120,670)
Comprehensive income for the year	-	-	-	-	6,202,918	6,202,918	(190,383)	167,445	(22,938)	-	6,179,980	362,738	6,542,718
Appropriation and distribution of retained earnings:													
Legal reserve appropriated	-	-	345,802	-	(345,802)	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(4,419)	4,419	-	-	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(1,435,481)	(1,435,481)	-	-	-	-	(1,435,481)	-	(1,435,481)
Changes in ownership interests in subsidiaries	-	-	-	-	(183,169)	(183,169)	-	-	-	-	(183,169)	200,108	16,939
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	27,238	27,238
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	9,800	9,800	-	(9,800)	(9,800)	-	-	-	-
Balance at December 31, 2023	7,974,896	1,713,762	3,132,067	1,329,829	9,735,782	14,197,678	(1,521,506)	163,197	(1,358,309)	(132,816)	22,395,211	2,998,691	25,393,902
Profit for the year	-	-	-	-	4,770,397	4,770,397	-	-	-	-	4,770,397	362,085	5,132,482
Other comprehensive income for the year	-	-	-	-	40,109	40,109	495,409	(119,455)	375,954	-	416,063	48,170	464,233
Comprehensive income for the year	-	-	-	-	4,810,506	4,810,506	495,409	(119,455)	375,954	-	5,186,460	410,255	5,596,715
Appropriation and distribution of retained earnings:													
Legal reserve appropriated	-	-	602,955	-	(602,955)	-	-	-	-	-	-	-	-
Special reserve appropriated	-	-	-	28,480	(28,480)	-	-	-	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(2,392,469)	(2,392,469)	-	-	-	-	(2,392,469)	-	(2,392,469)
Changes in equity of associates and joint ventures accounted for using equity method	-	5,477	-	-	-	-	-	-	-	-	5,477	19	5,496
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	15,997	-	-	-	-	-	-	-	-	15,997	-	15,997
Changes in ownership interests in subsidiaries	-	617	-	-	(71,889)	(71,889)	-	-	-	-	(71,272)	77,417	6,145
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(40,449)	(40,449)
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	3,178	3,178	-	(3,178)	(3,178)	-	-	-	-
Balance at December 31, 2024	\$ 7,974,896	1,735,853	3,735,022	1,358,309	11,453,673	16,547,004	(1,026,097)	40,564	(985,533)	(132,816)	25,139,404	3,445,933	28,585,337

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
SANYANG MOTOR CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2024	2023
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 6,475,800	8,075,448
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,449,921	1,365,161
Amortization expense	42,556	42,065
Expected credit (gain) loss	(2,748)	4,473
Interest expense	431,279	438,193
Interest revenue	(596,167)	(608,728)
Dividend revenue	(44,732)	(57,842)
Share of loss of associates and joint ventures accounted for using equity method	62,020	90,153
(Gain) Loss on disposal of property, plan and equipment	(17,983)	56,312
Gain on disposal of investment properties	-	(57,014)
Gain on disposal of non-current assets held for sale	-	(1,534,195)
Gain on disposal of investments accounted for using equity method	-	(17,708)
Impairment loss on non-financial assets	22,834	36,260
Others	(25,813)	25,705
Total adjustments to reconcile profit (loss)	1,321,167	(217,165)
Changes in operating assets and liabilities:		
Notes and accounts receivable, net	(531,660)	54,128
Accounts receivable from related parties	333	(310)
Other receivables	86,624	315,670
Inventories	737,733	(1,208,653)
Prepayments	(229,537)	57,845
Other current assets	2,329	(2,838)
Net defined benefit assets	(6,557)	(1,015)
Contract liabilities	58,943	(118,898)
Accounts payable	419,206	(10,473)
Accounts payable to related parties	(68,842)	51,803
Other payables	(171,339)	1,020,339
Provisions for warranties	187,015	187,520
Other current liabilities	103,345	165,278
Net defined benefit liabilities	(212,433)	(385,658)
Provisions for employee benefits	(28,936)	462
Other operating liabilities	-	8,315
Total adjustments	1,667,391	(83,650)
Cash inflow generated from operations	8,143,191	7,991,798
Interest received	550,139	394,946
Interest paid	(431,313)	(438,815)
Income taxes paid	(1,625,502)	(1,014,949)
Net cash flows from operating activities	6,636,515	6,932,980

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SANYANG MOTOR CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2024	2023
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(156,531)	(674,979)
Proceeds from disposal of financial assets at fair value through other comprehensive income	8,328	73,414
Acquisition of investments accounted for using equity method	(23,200)	(243,809)
Proceeds from disposal of investments accounted for using equity method	-	157,614
Proceeds from disposal of non-current assets held for sale	-	1,200,000
Decrease in receipts in advance due to disposal of assets	-	(139,845)
Increase in receipts in advance due to disposal of assets	1,039	4,156
Acquisition of property, plant and equipment	(2,594,337)	(1,886,164)
Proceeds from disposal of property, plant and equipment	299,040	175,499
Increase in other receivables	(268,560)	(259,680)
Decrease in other receivables	268,560	259,680
Acquisition of investment properties	(855,176)	(2,763)
Proceeds from investment properties	-	70,885
Acquisition of intangible assets	(16,246)	(78,458)
Increase in long-term lease receivables	(112,116)	(112,991)
Increase in other current financial assets	(512,000)	(69,818)
Increase in other non-current financial assets	(692,548)	(2,156,108)
Decrease (increase) in other non-current assets	29,620	(27,692)
Increase in other non-current liabilities	27,857	-
Dividends received	44,652	67,544
Net cash flows used in investing activities	(4,551,618)	(3,643,515)
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	53,008,028	56,101,769
Decrease in short-term borrowings	(52,919,966)	(57,508,616)
Increase (decrease) in short-term notes and bills payable	898,494	(135,222)
Proceeds from long-term borrowings	32,464,710	31,672,235
Repayments of long-term borrowings	(31,663,024)	(30,979,978)
Increase in guarantee deposits received	61,909	67,451
Payments of lease liabilities	(198,486)	(141,051)
Increase in other non-current liabilities	(2,783)	-
Cash dividends paid	(2,376,472)	(1,435,481)
Changes in non-controlling interests	(34,842)	44,177
Net cash flows used in financing activities	(762,432)	(2,314,716)
Effect of exchange rate changes on cash and cash equivalents	162,566	(31,140)
Net increase in cash and cash equivalents	1,485,031	943,609
Cash and cash equivalents at beginning of period	8,811,431	7,867,822
Cash and cash equivalents at end of period	\$ 10,296,462	8,811,431

Motion 2

Proposed by the Board

Cause of motion: Acknowledgment of the 2024 Earnings Distribution

Description:

1. The Company's 2024 net income amounted to NT\$ 4,770,396,946, and the earnings available for distribution in the current period amounted to NT\$11,014,464,310.
2. The 2024 earnings distribution proposal is proposed in accordance with Article 32 of the Company's Articles of Incorporation, cash dividends of NT\$ 3 per share are distributed. Please refer to the next page for the earnings distribution table.
3. Regarding the distribution of earnings, if there are changes in the outstanding shares due to the Company's repurchase of shares, it is proposed that the Chairman be authorized by the shareholders' meeting to adjust the dividend payout ratio to shareholders based on the actual outstanding shares on the ex-dividend date, in accordance with the total amount of cash dividends approved by the annual shareholders' meeting in 2025.
4. The cash dividends for this distribution will be calculated up to the nearest NT\$1, with amounts less than NT\$1 being rounded down. Any remaining fractional amounts less than NT\$1 will be categorized as other income for the Company.
5. Please acknowledge.

Resolution:

Sanyang Motor Co., Ltd.

2024 Earnings Distribution Table

Unit: NT\$

Summary	Amount
Undistributed earnings at the beginning of the period	6,711,878,182
Plus (minus):	
Changes in actuarial gains and losses in the current period	40,109,666
Disposal of investments in equity instruments measured at fair value through other comprehensive income	3,177,823
Changes in ownership interests in subsidiaries	(71,889,765)
Reversal of special reserve (Note 1)	34,970,925
Net profit after tax	4,770,396,946
	11,488,643,777
Provisions:	
Provision of 10% as legal reserve	(474,179,467)
Earnings available for distribution in the current period	11,014,464,310
Distribution item:	
Cash dividend of NT\$3/share (Note 2)	2,392,468,812
Undistributed earnings at the end of the period	8,621,995,498

Note 1: The company reversed the special reserve according to the Financial Supervisory Commission's Jin-Guan-Zheng-Fa-Zi No.1090150022 issued on March 31, 2021.

Note 2: The dividend per share is adjusted based on the actual number of shares outstanding as of the ex-dividend date.

Note 3: The Company's earnings for the first half of 2024 were not distributed according to the decision made by the Board of Directors on November 13, 2024.

Chairman :
Ching-Yuan Wu

President :
Ching-Yuan Wu

Accounting Supervisor :
Kuei-Chin Huang

IV. Discussion Matters

Proposed by the Board

Cause of motion: Amendment to the “Articles of Incorporation”

Description:

1. In accordance with the Financial Supervision Commission’s Letter Jin-Guan-Zheng-Fa-Zi No.1130385442 dated November 8, 2024 and Article 14, Paragraph 6 of the Securities and Exchange Act, the Company plans to amend certain provisions of the “Articles of Incorporation”.
2. Comparison Table for the Articles of Incorporation Before and After Revision is as follows:

Amended Provisions		Original Provisions		Description
Article 31-1	If the Company earns a profit for the year, it shall allocate over 1% of the income before tax as employee remuneration, and within 1% as director and supervisor remuneration. However, if the Company suffers accumulated losses, it shall first retain an appropriate amount for offsetting such losses. Independent Directors shall not participate in the foregoing remuneration distribution. <u>The aforementioned employee remuneration shall be allocated with no less than 50% designated for distribution to entry-level employees.</u>	Article 31-1	If the Company earns a profit for the year, it shall allocate over 1% of the income before tax as employee remuneration, and within 1% as director and supervisor remuneration. However, if the Company suffers accumulated losses, it shall first retain an appropriate amount for offsetting such losses. Independent Directors shall not participate in the foregoing remuneration distribution.	Amended in accordance with the Financial Supervision Commission’s Letter Jin-Guan-Zheng-Fa-Zi No. 1130385442 dated November 8, 2024, and Article 14, Paragraph 6 of the Securities and Exchange Act.
Article 35	The Articles of Incorporation were erected on Jul. 17, 1961; the 1st amendment...; the 47th amendment took place on Jun. 28, 2023; <u>the 48th amendment took place on Jun. 26, 2025.</u>	Article 35	The Articles of Incorporation were erected on Jul. 17, 1961; the 1st amendment...; the 47th amendment took place on Jun. 28, 2023.	Amended date.

3. The feasibility of this proposal is respectfully submitted for resolution.

Resolution:

VI. Extemporaneous Motions

VII. Adjournment

Appendix I Articles of Incorporation of Sanyang Motor Co., Ltd.

Chapter 1 General Provisions

Article 1 The Company is incorporated in accordance with the provisions related to companies limited by shares of the Company Act. The Company is named Sanyang Motor Co., Ltd.

Article 2 The Company's business scope is as follows:

- I. CB01010 Mechanical Equipment Manufacturing.
- II. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.
- III. CD01030 Motor Vehicles and Parts Manufacturing.
- IV. CD01040 Motorcycles and Parts Manufacturing.
- V. CD01050 Bicycles and Parts Manufacturing.
- VI. CD01990 Other Transport Equipment and Parts Manufacturing.
- VII. CQ01010 Mold and Die Manufacturing.
- VIII. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering.
- IX. F112040 Wholesale of Petroleum Products.
- X. F114010 Wholesale of Motor Vehicles.
- XI. F114020 Wholesale of Motorcycles.
- XII. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts Accessories.
- XIII. F114040 Wholesale of Bicycle and Component Parts Thereof.
- XIV. F114990 Wholesale of Other Traffic Means of Transport and Component Parts Thereof.
- XV. F206030 Retail Sale of Molds.
- XVI. F212050 Retail Sale of Petroleum Products.
- XVII. F214010 Retail Sale of Motor Vehicles.
- XVIII. F214020 Retail Sale of Motorcycles.
- XIX. F214030 Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories.
- XX. F214040 Retail Sale of Bicycle and Component Parts Thereof.
- XXI. F401010 International Trade.
- XXII. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import.
- XXIII. I199990 Other Consulting Service.
- XXIV. J101050 Environmental Testing Services.

XXV. J303010 Magazine (Periodical) Publishing.

XXVI. J304010 Book Publishing.

XXVII. JA01010 Automobile Repair.

XXVIII. JA02020 Motorcycle Repair.

XXIX. JA02030 Bicycle Repair.

XXX. JZ99990 Unclassified Other Services.

XXXI. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company shall have its head office in Hsinchu County, R.O.C., and pursuant to a resolution adopted at the meeting of the Board of Directors, may set up, change or abolish a branch, factory, branch factory or business office within or outside the territory of R.O.C., where deemed necessary. For the Company's reinvestment both at home and abroad, the total amount reinvested may exceed the 40% of the Company's paid-in share capital.

Article 3-1 (Delete)

Article 4 The Company's announcement shall be published in newspaper or e-news or on website established or designated by central competent authority, unless otherwise specified by securities competent authority.

Article 5 The Company may make guarantee for relevant parties according to business needs.

Chapter 2 Shareholding

Article 6 The Company's total capital amount is NT\$9,500,000,000, contained in 950,000,000 shares (face value per share: NT\$ 10) which will be issued in separate installments. The large-denomination securities should be combined and issued as requested by Taiwan Depository & Clearing Corporation (TDCC).

Article 7 The Company's shares shall be registered and signed or sealed by Chairman of the Board of Directors; it will be issued upon the verification according to laws. In addition, the Company may be exempted from being printing any share certificate for the shares issued according to provisions of relevant laws. Instead, the Company shall register the issued shares with a centralized securities depository agency and comply with the provisions of that agency.

Article 8 The Company's shareholders shall report their domicile or dwelling place to the Company and fill out and send signature card to the Company for reference. All dividends and bonuses obtained or the written contact with the Company shall be subject to this seal; the same applies when it is changed.

Article 9 All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of the seal, change of address or similar stock transaction conducted by shareholders of the Company shall follow the "Regulations Governing the Administration of Shareholder Services of Public Companies," unless otherwise specified by law and securities regulations.

Article 9-1 If the Company has previously entrusted the stock affairs agency to handle the change of its own stock affairs, it shall be handed with the attendance of more

than half of the shareholders representing the total number of shares issued and with the consent of two-thirds of the voting rights of the attending shareholders, in accordance with the internal control system standard of the stock affairs organization of Taiwan Depository & Clearing Corporation. This provision shall also apply to those who have applied for self-establishment of stock affairs before the amendment of this provision.

Article 10 Registration for the transfer of shares shall be completed within 60 days before the date of annual general shareholders' meeting, 30 days before the date of special shareholders' meeting, or 5 days before the date fixed by the Company for distribution of dividends, bonus, or any other benefits. The period of the preceding paragraph shall be counted from the date of the meeting or the base date.

Chapter 3 Shareholders' Meeting

Article 11 Shareholders' meeting is divided into general and special ones. General shareholders' meeting shall be convened on a yearly basis. General shareholders' meeting is held within six months after the end of each fiscal year by the Board of Directors, and a special meeting will be convened as per the laws, where necessary.

Article 12 A notice to convene a general shareholders' meeting shall be given to each shareholder no later than 30 days prior to the scheduled meeting date, and a notice of the date, place and reasons to convene a special shareholders' meeting shall be given to each shareholder no later than 15 days prior to the scheduled meeting date.

Article 12-1 The shareholders' meeting of the Company may be convened by way of video conference or other manners announced by the competent authority.

Article 13 Except as otherwise provided by the Company Act, the shareholders' meeting shall be held by shareholders of a majority of the total issued and outstanding shares of the Company and the resolution shall be adopted upon the approval of a majority of the voting shares present at the meeting.

Article 14 All shareholders are entitled to one vote for every share held, except for special stocks of the Company and the circumstances stipulated in Article 179 of the Company Act.

Article 15 A shareholder may designate a proxy to attend a shareholders' meeting by submitting a power of attorney that records the scope of authorization. The measures shall be subject to the Company Act as well as the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" set forth by the competent authority.

Article 16 Where a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. If the meeting is convened by a person with the authority to convene other than the Board of Directors, such person shall act as the chairperson at that meeting; if there is more than one person with the authority to convene, the chairperson for the meeting shall be appointed from among them. Unless otherwise prescribed by the relevant laws and ordinances or the Company's Articles of Incorporation, the Company shall

duly convene the shareholders' meeting exactly in accordance with the Company's Rules of Procedure of Shareholders' Meeting.

Article 17 (Delete)

Chapter 4 Board of Directors

Article 18 The Company will establish a Board of Directors that consists of 7 to 11 Directors. Each Director will serve an office term of 3 years. Directors will be elected among the persons with disposing capacity at the shareholders' meeting and can be re-elected subsequently.

The total number of shares held by all Directors shall conform to the standards stipulated in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by the competent authority in charge of the securities industry.

The election of Directors is subject to the candidate nomination system stipulated by Article 192-1 of the Company Act.

Article 18-1 Since the 25th Board of Directors, the Company has designated at least three Independent Directors. The number of Independent Directors shall not be less than one-third of the aforesaid number of Directors.

Article 18-2 The Company has set up the Audit Committee since the 25th session Board of Directors, which shall be composed of the entire number of Independent Directors. The Audit Committee and its members shall be responsible for performing the Supervisors' duties under the Company Act, the Securities and Exchange Act, and other applicable regulations. Regulations in the Articles of Incorporation with regards to Supervisors shall cease to apply upon the Company's establishment of the Audit Committee.

Article 19 Directors shall organize board meeting, which shall be attended by more than two thirds of the Directors, and more than half of the participants agree to elect three Managing Directors from among Directors. One Chairman and one Vice Chairman shall be elected from the Managing Directors in accordance with the same manner. The Chairman internally serves as the chairperson of the meeting of the Board of Directors, the shareholders' meeting, and the meeting of the Managing Directors; and externally represents the company to manage all affairs. If the Chairman is on leave or absent or unable to exercise his authority and powers for any cause, the Vice Chairman shall act on his behalf. If the Vice Chairman is on leave or absent or unable to exercise his authority and powers as well, the Chairman shall designate a person to act on his behalf; if, however, the Chairman fails to designate his agent, the Managing Directors shall appoint an acting Chairman from among themselves.

Article 20 The Company's business policy and other material issues shall be determined by the Board of Directors. The meeting of the Board of Directors shall be convened and chaired by the Chairman. If the meeting is convened by a person with the authority to convene other than the Chairman, such person shall act as the chairperson at that meeting; if there are more than one person with the authority to convene, the chairperson for the meeting shall be appointed from among them.

The convening notice of the board meeting may be produced and distributed in electronic form.

Article 21 Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority vote of the Directors at a meeting attended by at least a majority of the Directors.

Article 22 Directors shall personally attend board meetings. However, if a Director is unable to attend a board meeting, he/she may appoint another Director to serve as proxy to attend the meeting by submitting a proxy form specifying the scope of delegation. However, a Director may only serve as a proxy for one other Director. The meeting of the Board of Directors may proceed via video conferencing. Directors who participate in the meeting by such means shall be deemed to have attended such meeting in person.

Article 23 For each board meeting, minutes must be drawn up that include the year, month, day, venue of the meeting, chairperson's name, and resolution method and matter. The meeting chairperson shall affix his/her signature or seal to the minutes, which must be sent to all Directors within 20 days from the meeting. The meeting minutes shall be retained for as long as the Company is in existence.

Article 24 The Board of Directors is authorized to determine the remuneration paid to the Chairman, Directors, and Supervisors based on the degree of their participation and contributions of the Company, as well as domestic and overseas industry standards.

Chapter 5 Supervisors

Article 25 The Company designates two Supervisors, who take office for 3 years. The Supervisors are elected among the persons with disposing capacity at the shareholders' meeting and can be re-elected subsequently. The total sum of all registered shares held by all Supervisors shall not be less than that as specified in "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies".

Article 26 Supervisors shall supervise the execution of business operations of the company, and may at any time or from time to time investigate the business and financial conditions of the company, inspect the accounting books and documents, and request the Board of Directors or managerial personnel to make reports thereon.

Article 27 For various statements prepared for submission to the shareholders' meeting by the Board of Directors, the Supervisors shall examine the records, investigate the actual situation, and report their opinions at the shareholders' meeting.

Article 28 The Supervisors may attend board meeting without voting rights.

Article 29 The remuneration provision applies to the Supervisors.

Chapter 6 Managers

Article 30 The Company may designate a President, Vice President, and Assistant Vice President according to its business needs. These individuals shall handle all the Company's affairs in accordance with the Chairman's instructions and board resolutions. The appointment, dismissal and remuneration of aforesaid personnel

shall be governed by Article 29 of the Company Act.

Chapter 7 Finance

Article 31 The Company's accounting period begins from January 1 and ends on December 31 each year. Upon the closing of each fiscal year, the Board of Directors shall prepare the following documents and shall forward the same to the Supervisors for review no later than thirty days prior to the date of the annual general shareholders' meeting:

- I. Business Report
- II. Financial Statements
- III. Proposals for Earnings Distribution or Deficit Coverage.

Article 31-1 If the Company earns a profit for the year, it shall allocate over 1% of the income before tax as employee remuneration, and within 1% as director and supervisor remuneration. However, if the Company suffers accumulated losses, it shall first retain an appropriate amount for offsetting such losses. Independent Directors shall not participate in the foregoing remuneration distribution.

Article 32 For any earnings in the annual account, the Company shall, as required by law, first extract and offset the accumulative deficit from the previous years. Next, it shall extract the 10% statutory surplus reserve and calculate the accumulative undistributed earnings after adding the undistributed earnings at the beginning of period. Then, it shall extract or reserve special surplus reserve as required by law. The remaining portion constitutes the distributable earnings for the current year. The Board of Directors shall prepare the proposal for earning distribution and submit it to the Shareholders' Meeting for resolution.

The Company is at the mature stage of the business lifecycle. However, the industrial environment may vary with other external factors, and the Company will still actively expand domestic and foreign markets for further growth. Therefore, in addition to considering the actual earnings, the Company shall also discuss its future capital demand, tax system, and influence on shareholders for earnings distribution, as well as determine the dividend distribution with an objective of maintaining stable dividend distribution. The dividends may be distributed either in cash or by stocks, but the ratio of stock dividends shall not exceed 50% of the total dividends. The proposal for distribution shall be proposed and resolved by the Board of Directors in accordance with the Company Act.

The earnings distribution or deficit offset of the Company may be performed at the end of half of a fiscal year. The proposal for earnings distribution or deficit offset in the first half of a fiscal year, along with the business report and financial statements, shall be submitted to the Audit Committee for review and then to the Board of Directors for resolution.

In distributing earnings in accordance with the aforementioned provisions, the Company shall first estimate and reserve the amount for taxes payable, offsetting losses, and allocating legal reserves, as well as extract or reverse special reserves as required by law. In case of any surplus, the surplus and the beginning balance

of the accumulated undistributed earnings shall be accounted as distributable earnings. However, this provision shall not apply if the amount of legal reserves has reached the total capital of the Company.

In distributing earnings by issuing new shares in accordance with the foregoing Paragraph 3, the Company shall follow the Company Act. For distributing earnings in cash, the distribution shall be resolved by the Board of Directors.

Chapter 8 Supplementary Provisions

- Article 33 Any matters inadequately provided for herein shall be subject to provisions concerned set forth in the Company Act and other relevant laws and regulations.
- Article 34 Board of Directors shall determine the Company's organization regulations and affairs handling rules separately.
- Article 35 The Articles of Incorporation were erected on Jul. 17, 1961; the 1st amendment took place on Dec. 25, 1961; the 2nd amendment took place on Mar. 31, 1965; the 3rd amendment took place on Jun. 16, 1966; the 4th amendment took place on Nov. 20, 1966; the 5th amendment took place on Sep. 16 1967; the 6th amendment took place on Oct. 16, 1968; the 7th amendment took place on May 26, 1969; the 8th amendment took place on Aug. 14, 1970; the 9th amendment took place on Apr. 18, 1971; the 10th amendment took place on Apr. 16, 1972; the 11th amendment took place on Apr. 15, 1973; the 12th amendment took place on Dec. 25, 1973; the 13th amendment took place on Apr. 7, 1964; the 14th amendment took place on Mar. 29, 1977; the 15th amendment took place on Mar. 5, 1978; the 16th amendment took place on Feb. 25, 1979; the 17th amendment took place on Mar. 23, 1980; the 18th amendment took place on Mar. 15, 1981; the 19th amendment took place on Mar. 21, 1982; the 20th amendment took place on Mar. 20, 1983; the 21st amendment took place on Mar. 25, 1984; the 22nd amendment took place on Mar. 23, 1986; the 23rd amendment took place on Mar. 22, 1987; the 24th amendment took place on Mar. 27, 1988; the 25th amendment took place on Mar. 24, 1991; the 26th amendment took place on Mar. 26, 1992; the 27th amendment took place on Mar. 26, 1993; the 28th amendment took place on Mar. 26, 1994; the 29th amendment took place on Mar. 24, 1995; the 30th amendment took place on Jun. 5, 1999; the 31st amendment took place on Jun. 7, 2000; the 32nd amendment took place on Jun. 20, 2001; the 33rd amendment took place on Jun. 21, 2002; the 34th amendment took place on May 28, 2004; the 35th amendment took place on May 27, 2005; the 36th amendment took place on Jun. 6, 2006; the 37th amendment took place on Jun. 19, 2009; the 38th amendment took place on May 27, 2011; the 39th amendment took place on Jun. 6, 2012; the 40th amendment took place on May 20, 2013; the 41st amendment took place on Nov. 19, 2014; the 42nd amendment took place Jun. 22, 2016; the 43rd amendment took place on Jun. 20, 2017; the 44th amendment took place on Jun. 28, 2019; the 45th amendment took place on Jul. 7, 2021; the 46th amendment took place on Jun. 23, 2022; the 47th amendment took place on Jun. 28, 2023.

Appendix II Rules of Procedure for Shareholders' Meeting of Sanyang Motor Co., Ltd.

- Article 1 Unless otherwise prescribed by relevant laws and ordinances or the Company's Articles of Incorporation, the Company's shareholders' meeting shall be subject to these Rules.
- Article 2 The Company's notice of meeting shall include the time of attendance registration of for shareholders, place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as described in the preceding paragraph, shall be completed at least 30 minutes ahead of the meeting. There should be an explicit sign at the registration office and sufficient competent personnel should be assigned. Shareholders or their proxies shall attend shareholders' meeting by presenting an official attendance certificate, sign-in card, or other attendance certificates. The proxies shall also carry along an ID card for verification. A shareholder who exercises his/her voting power at a shareholders' meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person. The shareholders' meeting of the Company may be convened by way of video conference or other manners announced by the competent authority.
- Article 3 The participation and voting by shareholders shall be duly calculated based on the number of shares they hold.
- Article 4 The shareholders' meeting shall be held in the city or county where the Company is located or at any other place that is convenient for the shareholders to attend and appropriate to convene such meeting, and shall commence at a time no earlier than 9:00 a.m. and no later than 3:00 p.m.
- Article 5 The shareholders' meeting shall be convened by Board of Directors and duly chaired by the Chairman. In the Chairman's absence or unavailability due to any reason, the Vice Chairman shall chair the meeting on his behalf. In the event that the Vice Chairman is absent or unavailable as well, the chairman shall, in advance, appoint a Managing Director to act in his place. In the event that the chairman does not appoint an agent, one Managing Director shall be elected from among themselves to act in his place. When a Managing Director or a Director serves as chair, as referred to in the preceding paragraph, the Managing Director or Director shall be one who has held that position for six months or more and who are familiar with the financial and business conditions of the company. The same requirements shall apply if the chairperson for the meeting is a director representative of a juristic (corporate) person. If the shareholders' meeting is convened by a person with the authority to convene other than the Board of Directors, such person shall act as the chairperson at that meeting; if there are more than one person with the authority to convene, the chairperson for the meeting shall be appointed from among them.
- Article 6 The Company may appoint the retained Attorney(s)-at-Law, Certified Public

Accountant(s), or relevant personnel to participate in a shareholders' meeting as an observer.

Staff at the shareholders' meetings shall wear ID badges or arm badges.

Article 7 The Company shall record the registration, meeting progress, and vote casting and counting of shareholders' meeting in its entirety through continuous audio and videotape. The recorded materials shall be kept for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 8 The chairperson shall call the meeting to order at the time scheduled for the meeting. In the event that the meeting is attended by shareholders representing less than half of the total issued shares, the chairperson may announce a postponement of the meeting, however, there may not be more than two postponements in total and the total time accumulated in the postponement(s) shall not exceed one hour. If the quorum is not met after two postponements, 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.

When, prior to adjournment of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution to the shareholders' meeting for voting in accordance with Article 174 of Company Act.

Article 9 The agenda for the shareholders' meeting shall be set by the Board of Directors and relevant proposals (including extraordinary motions and amendments to original proposal) shall be voted case by case if such meeting is convened by the Board of Directors.

Unless otherwise resolved by a resolution at the meeting, the meeting shall be carried out in accordance with the scheduled agenda.

The preceding paragraph shall apply mutatis mutandis to the shareholders' meeting convened by any person, other than the Board of Directors, with the authority to convene such meeting.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting.

After the meeting is adjourned, the shareholders shall not elect another chairperson to resume such meeting at the same location or at an alternative venue.

Article 10 Prior to speaking at the meeting, an attending shareholder shall submit a slip of paper summarizing his/her/its speech main idea, shareholder's account number (or the attendance ID number) and the account name of the shareholder, so that the chairperson could determine the speaking order.

After setting down the speech's main idea in the preceding slip of paper, the shareholder shall announce it at the public position of venue of the meeting, and the chairperson will determine the speaking order. In case of any inconsistencies between the shareholder's speech and the record on the slip of paper, the later shall apply. The chairperson shall not adjourn the meeting without discussion or

resolution if the contents of the shareholder's speech are amendments, alternatives, extraordinary motions, or other motions.

When an attending shareholder is speaking at the meeting, no other shareholder shall interrupt the speaking shareholder unless otherwise permitted by the chairperson and such speaking shareholder; the chairperson shall stop any such violations.

- Article 11 On the same issue, each shareholder shall not take the floor more than twice and shall not speak for more than five minutes for each time, unless agreed upon by the chairperson.
- The chairperson may stop the speech of any shareholder that is in violation of the preceding paragraph or exceeds the scope of the proposal.
- Article 12 In the event that a juristic (corporate) person is entrusted to participate in a shareholders' meeting, that juristic (corporate) person may appoint only one representative to participate in the meeting.
- In the event that a juristic (corporate) person shareholder appoints two or more representatives to participate in a shareholder meeting, only one of the representatives may speak on the same proposal.
- Article 13 After a shareholder speaks on the floor, the chairperson may answer either by himself or herself or through a designee.
- Article 14 When the chairperson believes that a matter has been sufficiently discussed to a degree of putting to a vote, the chairperson may announce the discussion closed and bring that matter to a vote.
- Article 15 The person(s) supervising the casting of the ballots and the person(s) counting the ballot(s) are designated by the chairperson, provided that the person(s) supervising the casting of the ballots shall be a shareholder.
- The voting results shall be announced at the meeting and recorded. The counting of votes or election motions at shareholders' meeting shall be handled publicly on spot, and the results of the voting or election, including the statistical tallies of the numbers of votes and the list of elected Directors along with the numbers of votes by which they were elected, shall be announced on the spot and recorded.
- Article 16 During the process of the meeting, the chairperson may announce a recess at an appropriate time.
- Article 17 Unless otherwise provided for by law and in the Company's Articles of Incorporation, decisions at the shareholders' meeting shall be resolved by a majority vote of the shareholders attending the meeting. A decision, if no objection is raised upon the chairperson's inquiry, shall be deemed as having been passed, and the effect shall be the same as that of voting.
- Article 18 When there is an amendment or an alternative to the same proposal, the chairperson shall present this amendment or alternative together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposal(s) is (are) deemed rejected, and no further voting shall be required.
- Article 19 The chairperson may direct the proctors (or security personnel) to maintain order at the meeting place. Such patrol personnel (or security personnel) shall wear arm

badges marked “Patrol Personnel” while assisting in maintaining the order of the meeting.

Article 20

The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and venue of the meeting, chairperson’s name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the statistical tallies of the numbers of votes); in the event of an election of Directors and Supervisors, it shall disclose the number of votes of each candidate. The meeting minutes shall be retained for as long as the Company is in existence.

Article 21

The Rules were enacted on Mar. 26, 1994; the 1st amendment took place on Jun. 4, 1998; the 2nd amendment took place on Jun. 21, 2002; the 3rd amendment took place on Jun. 6, 2012; the 4th amendment took take place on May 20, 2013; the 5th amendment took place on Jun. 20, 2017; the 6th amendment took place on Jul. 7, 2021; the 7th amendment took place on Jun. 23, 2022.

Appendix III - Shareholding of Directors

1. Total shares issued on April 28, 2025: 797,489,604 shares
2. Number of shares to be held by all Directors according to law: 25,519,667 shares
3. Number of shares held by all Directors as of the book closure date for the Annual General Meeting of Shareholders: 63,932,240 shares
4. The number of shares held by all directors individually:

Sanyang Motor Co., Ltd. Register of Directors

Record date: April 28, 2025

Title	Name	Shareholding When Elected		Current Shareholding	
		Number of Shares	Shareholding Ratio	Number of Shares	Shareholding Ratio
Chairman	Ching-Yuan Wu	20,126,240	2.36%	20,126,240	2.52%
Vice Chairman	Chien-Jin Investment Co., Ltd.	29,181,000	3.42%	29,181,000	3.66%
Director	Representative: Li-Chu Wu				
Director	Li-Hsi Jiang				
Director	Yi-Cheng Wu				
Managing Director/ Independent Director	Chung-Chuan Shih	-	-	-	-
Director	Chao-Yao Investment Co., Ltd.	14,625,000	1.71%	14,625,000	1.83%
Director	Representative: Yu-Chang Huang				
Director	Ren-Hao Tien				
Director	Te-Ching Chang				
Independent Director	Chen Chiang	-	-	-	-
Independent Director	Chih-Hung Hsieh	-	-	-	-
Independent Director	Fu-Wei Chen	-	-	-	-
Total shares held by directors		63,932,240	7.49%	63,932,240	8.02%