

**亞德客國際集團**  
**(簡稱「本公司」)**  
**AIRTAC INTERNATIONAL GROUP (the “Company”)**

**二〇二二年股東常會議事錄**

**Meeting Minutes of the 2022 Annual General Meeting of the Shareholders**

時間：二〇二二年六月十六日上午九時

Date: June 16, 2022, at 9:00 a.m., Taipei time.

地點：台南市新市區看西路 28 號（英屬開曼群島商亞德客國際股份有限公司台灣分公司台南廠）

Venue: No.28, Kanxi Rd., Xinshi Dist., Tainan City, Taiwan (R.O.C.) (Airtac International Group Taiwan Branch Tainan Plant)

出席：本公司普通股已發行股份總數為 199,999,998 股，於股東會宣布開會時的出席股東（包含委託出席者）所代表之股數計 187,308,912 股，占已發行股份總數之 93.65%；於股東會宣布散會時的出席股東（包含委託出席者）所代表之股數計 187,308,912 股，占已發行股份總數之 93.65%。

In attendance: 187,308,912 out of a total of 199,999,998 shares outstanding (including shares present in person and in proxy), which represents 93.65% of the shares outstanding at the declared convention time of the shareholders' meeting; 187,308,912 out of a total of 199,999,998 shares outstanding (including shares present in person and in proxy), which represents 93.65% of the shares outstanding at the declared adjournment of the shareholders' meeting.

主席：藍順正

紀錄：林道萱

Chairperson: Shun-Cheng Lan

Meeting Secretary: Tao-Hsuan Lin

列席：陳瑞隆董事、曹永祥董事、林育雅獨立董事、任志強獨立董事、翁博仁會計師、廖婉君律師

Others present:

- Jui-Lung Chen—Director
- Yung-Hsiang Tsao –Director
- Yu-Ya Lin – Independent Director
- Jyh-Chyang Renn – Independent Director
- Bo-Ren Weng– Accountant (CPA)
- Annie Liao – Lawyer

一、主席致詞（略）。

Chairman's Remarks: (Omitted)

二、報告事項:

Report Matters:

(一) 案由: 2021 年度營業報告，報請公鑒。

Agenda: 2021 operation and business report.

說明: 本公司 2021 年度營業報告書，請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2021 operation and business report of the Company.

- (二) 案由: 2021 年度審計委員會查核報告，報請公鑒。

Agenda: 2021 audit committee's audit report.

說明：本公司 2021 年度審計委員會查核報告書，請參閱附件 B。

Explanation: Please refer to Exhibit B for the 2021 audit committee's audit report of the Company.

- (三) 案由：2021 年度員工及董事酬勞分配情形報告，報請公鑒。

Agenda: 2021 remuneration to directors and employees.

說明：依本公司章程第 34.1 條規定，以 2021 年度稅前利益扣除分配員工酬勞及董事酬勞前之利益之 1% 提撥，2021 年度之員工酬勞金額為人民幣 19,157,000 元，以現金發放，發放對象包含從屬公司員工，另不分派董事酬勞。本案業經董事會以董事三分之二以上之出席及出席董事過半數同意之決議通過。

Explanation: Pursuant to Article 34.1 of the Amended and Restated Memorandum and Articles of Association (the "M&A") of the Company, the percentage of the distribution of compensation is set at 1% of the Company's annual net income before tax and the distribution of the compensation of employees and directors for the year 2021. The amount of profit distributable is RMB 19,157,000, to be paid in cash, to employees including employees of any subsidiary of the Company. In addition, there is no distribution of directors' remuneration. This proposal has been approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors.

- (四) 案由：2021 年度盈餘分配情形報告，報請公鑒。

Agenda: The Company's earnings distribution for year 2021.

說明：

1. 依本公司章程第 34.9 條規定，本公司 2021 年度盈餘分配案，業經董事會以董事三分之二以上之出席及出席董事過半數同意之決議通過盈餘分配表，詳如下表所示。
2. 本公司 2021 年稅後淨利為人民幣 1,484,349,575 元，加計期初未分配盈餘人民幣 2,844,616,854 元，本期可供分配盈餘為人民幣 4,328,966,429 元，擬分配每股現金股利人民幣 3 元，合計現金股利為人民幣 599,999,994 元。
3. 本公司盈餘分配表如下：

# AIRTAC INTERNATIONAL GROUP

## 盈餘分配表

2021 年度

單位：人民幣元

項 目	金 額
期初未分配盈餘	2,844,616,854
加：本期淨利	1,484,349,575
本期可供分配盈餘	4,328,966,429
分配項目：	
股東紅利—現金（每股人民幣 3 元）	599,999,994
期末未分配盈餘	3,728,966,435

附註：

註 1：股東紅利係以 2022 年 3 月 4 日止流通在外股數 199,999,998 股計算，實際每股股利將以配息基準日本公司實際流通在外股份為準，惟分派總額不變。

註 2：現金股利於換匯為新台幣後發放至新台幣元為止（元以下捨去），其畸零款合計數計入本公司之其他收入。

董事長：王世忠

總經理：王世忠

會計主管：曹永祥

### Explanation:

1. Pursuant to Article 34.9 of the M&A of the Company, 2021 EARNINGS DISTRIBUTION TABLE below is approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors.
2. 2021 net profit after tax amounted to RMB1,484,349,575, adding un-appropriated earnings as of January 1, 2021 RMB2,844,616,854, the maximum distributable earnings amounted to RMB4,328,966,429 in total. The Company proposes to distribute cash dividends of RMB3 per share, and the total cash dividend is RMB599,999,994.
3. Please refer to the Earnings Distribution Table as follows:

AIRTAC INTERNATIONAL GROUP 2021 EARNINGS DISTRIBUTION TABLE	
Items	RMB
Un-appropriated Earnings as of January 1, 2021	2,844,616,854
Add: 2021 Net Profit	1,484,349,575
Maximum Distributable Earnings	4,328,966,429
Items for Distribution:	
Shareholders' dividends- in Cash (RMB 3 per share)	599,999,994
Un-appropriated Earnings after Distribution	3,728,966,435
Notes: Note 1: The shareholders' dividend was based on the 199,999,998 issued and outstanding shares as of March 4, 2022. Actual dividend per share will be calculated based on the actual issued and outstanding shares as of the record date for the distribution. The total amount of dividend shall remain the same. Note 2: After the exchange from RMB to TWD, cash dividend would be distributed in integer of TWD (round down to an integer) with fractions of TWD accounted for as other income of the Company.	
Chairman: Wang Shih-Chung President: Wang Shih-Chung CFO: Tsao Yung-Hsiang	

### 三、承認事項:

#### Matters for Ratification:

(一) 案由: 承認本公司 2021 年度營業報告書及合併財務報表。

Agenda: Adoption of the Company's operational and business report and consolidated financial statements for 2021.

說明:

1. 本公司 2021 年度財務報表，業經勤業眾信聯合會計師事務所池瑞全及翁博仁會計師查核竣事，出具無保留意見之報告，且經本公司董事會決議通過，茲此連同營業報告書提請股東常會承認。
2. 前項表冊請參閱附件 A 及附件 C。

#### Explanation:

1. The consolidated Financial Statements for the year 2021 were duly audited by the CPAs of Deloitte & Touche, Jui-Chuan Chih and Bo-Ren Weng, with an unqualified opinion report. The financial statements were approved by the Board of Directors. The consolidated financial statements and the operational and business report for the year 2021 are hereby submitted to this annual general meeting of the shareholders for recognition.
2. Please refer to Exhibit A and Exhibit C for the aforementioned reports.

決議: 表決結果，本案出席股東總表決權數為 187,280,004 權，贊成表決權數為 170,890,849 權，反對表決權數為 132,600 權，無效表決權數為 0 權，棄權表決權數為 16,256,555 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 91.24%，超過出席股東表決權半數，本案照案通過。

Resolved: THAT the above is hereby approved as written by ordinary resolution in that a total of 187,280,004 shares were represented at the time of voting, affirmative vote of 170,890,849 shares, opposing vote of 132,600 shares, invalid vote of 0 share and 16,256,555 abstaining shares, with the affirmative votes representing 91.24%, more than half of the total shares present (included shares present in person and in proxy).

#### 四、選舉事項:

##### Matters for Election:

(一) 案由：改選本公司第六屆董事（含獨立董事）案。

Agenda: Election of the directors (including independent directors) of the sixth term of the Company.

說明：

1. 本公司現任董事（含獨立董事）之任期將於2022年6月20日屆滿，依公司章程規定及為配合2022年股東常會召開並進行全面改選，全體董事（含獨立董事）擬於2022年6月16日提前解任。
2. 依本公司章程規定，本次股東常會選任第六屆董事，應選董事十人（含獨立董事四人），新任董事（含獨立董事）自選任後立即就任，任期三年，自2022年6月16日至2025年6月15日止。
3. 董事（含獨立董事）候選人名單業經本公司董事會審查，相關資料請參閱本手冊附件D。

##### Explanation:

1. The term of the current directors (including independent directors) of the Company will expire on June 20, 2022. According to the M&A of the Company and to accommodate the convening of the 2022 shareholders' general meeting for the election of the directors, all directors (including independent directors) are intended to be dismissed in advance on June 16, 2022.
2. Subject to the M&A of the Company, the directors of the sixth term shall be elected at the annual general meeting. Ten directors will be elected (including four independent directors). The newly elected directors (including independent directors) will be on duty immediately upon election, and the term of such directors shall commence from June 16, 2022 until June 15, 2025.
3. The nominees of directors (including independent directors) of the Company were approved by the Board. Please see Exhibit D for the relevant information.

選舉結果：

董事當選名單：

姓名	當選權數
王世忠	194,157,714
藍順正	179,567,287
汪海明	171,473,281
陳瑞隆	165,882,343
李懷文	168,576,310
曹永祥	165,322,051

獨立董事當選名單：

姓名	當選權數
任志強	149,231,735
林育雅	145,568,682
林根茂	144,713,402
黃意文	144,705,029

Election resolved:

The list of directors elected:

Name	Elected shares
Shih-Chung Wang	194,157,714
Shun-Cheng Lan	179,567,287
Haiming Wang	171,473,281
Jui-Lung Chen	165,882,343
Huaiwen Li	168,576,310
Yung-Hsiang Tsao	165,322,051

The list of independent directors elected:

Name	Elected shares
Jyh-Chyang Renn	149,231,735
Yu-Ya Lin	145,568,682
Ken-Mao Lin	144,713,402
Yi-Wen Huang	144,705,029

五、討論事項:

Matters for Discussion:

(一) 案由：修訂本公司「公司章程」案。

Agenda: The amendments to the Amended and Restated Memorandum and Articles of Association (the “M&A”) of the Company.

說明：為配合相關法令規定之修正，擬提呈於本會議如附件 E 所示之「公司章程」之所有修訂，本公司章程修訂案業經董事會決議通過，茲此依據本公司章程第 14.1 條之規定應經特別決議表決通過成為本公司之新公司章程，以代替並排除其他現存本公司章程之適用，敬請交付議決之。

Explanation: In accordance with the relevant laws and regulations, the amendments to the M&A of the Company were approved by the Board of Directors, which shall be adopted by a special resolution pursuant to Article 14.1 of the M&A as the new M&A of the Company in substitution for and to the exclusion of all the existing M&As of the Company. It is hereby submitted to this meeting for approval.

決議：表決結果，本案出席股東總表決權數為 187,280,004 權，贊成表決權數為 165,852,514 權，反對表決權數為 1,811,643 權，無效表決權數為 0 權，棄權表決權數為 19,615,847 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 88.55%，超過出席股東表決權三分之二以上同意，本案照案通過。

Resolved by Special Resolution: THAT the above is hereby approved as written by special resolution in that a total of 187,280,004 shares were represented at the time of voting, affirmative vote of 165,852,514 shares, opposing vote of 1,811,643 shares, invalid vote of 0 share and 19,615,847 abstaining shares, with the affirmative votes representing 88.55%, more than two-thirds of the total shares present (included shares present in person and in proxy).

(二) 案由：修訂本公司「取得或處分資產處理程序」案。

Agenda: The amendments to the “Guidelines for Acquisition and Disposal of Assets” of the Company.

說明：為配合相關法令規定之修正，擬提呈於本會議如附件 F 所示之「取得或處分資產處理程序」之所有修訂，業經董事會決議通過，茲此應經股東會普通決議議決，敬請交付議決之。

Explanation: In accordance with the relevant laws and regulations, the amendments to the “Guidelines for Acquisition and Disposal of Assets” of the Company were approved by the Board of Directors, which shall be adopted by an ordinary resolution. It is hereby submitted to this meeting for approval.

決議：表決結果，本案出席股東總表決權數為 187,280,004 權，贊成表決權數為 168,110,171 權，反對表決權數為 1,824 權，無效表決權數為 0 權，棄權表決權數為 19,168,009 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 89.76%，超過出席股東表決權半數，本案照案通過。

Resolved: THAT the above is hereby approved as written by ordinary resolution in that a total of 187,280,004 shares were represented at the time of voting, affirmative vote of 168,110,171 shares, opposing vote of 1,824 shares, invalid vote of 0 share and 19,168,009 abstaining shares, with the affirmative votes representing 89.76%, more than half of the total shares present (included shares present in person and in proxy).

(三) 案由：修訂本公司「股東會議事規則」案。

Agenda: The amendments to the “Procedures of Shareholders’ Meetings” of the Company.

說明：為配合相關法令規定之修正，擬提呈於本會議如附件 G 所示之「股東會議事規則」之所有修訂，業經董事會決議通過，茲此應經股東會普通決

議決，敬請交付議決之。

Explanation: In accordance with the relevant laws and regulations, the amendments to the “Procedures of Shareholders’ Meetings” of the Company were approved by the Board of Directors, which shall be adopted by an ordinary resolution. It is hereby submitted to this meeting for approval.

決議：表決結果，本案出席股東總表決權數為 187,280,004 權，贊成表決權數為 166,181,757 權，反對表決權數為 1,482,400 權，無效表決權數為 0 權，棄權表決權數為 19,615,847 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 88.73%，超過出席股東表決權半數，本案照案通過。

Resolved: THAT the above is hereby approved as written by ordinary resolution in that a total of 187,280,004 shares were represented at the time of voting, affirmative vote of 166,181,757 shares, opposing vote of 1,482,400 shares, invalid vote of 0 share and 19,615,847 abstaining shares, with the affirmative votes representing 88.73%, more than half of the total shares present (included shares present in person and in proxy).

（四）案由：解除本公司第六屆董事競業禁止限制案。

Agenda: Release the directors of the sixth term from non-competition restrictions.

說明：

1. 依中華民國公司法第209條規定「董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可」。
2. 本公司為考量業務上之需要，借助董事之專才與相關經驗，擬解除新選任之董事及其代表人競業禁止之限制，茲此應經股東會特別（重度）決議，敬請交付議決之。
3. 下列名單所列候選人如經選任當選本公司第六屆董事者，擬提請股東會解除其以下相關職務之競業禁止限制：

職稱	姓 名	兼任其他公司董事或經理人職務
董事	王世忠	兼任亞德客工業股份有限公司董事及董事長
董事	藍順正	兼任亞德客工業股份有限公司董事
董事	曹永祥	兼任亞德客工業股份有限公司董事
備註：亞德客工業股份有限公司為本公司持股69.435%之子公司。		

Explanation:

1. According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain the essential contents of such action in the shareholders' meeting and obtain the shareholders' meeting's approval.
2. Considering the operation needs of the Company, the Company requires the aid of the expertise and relevant experience of the directors, it is proposed to release the directors of the sixth term from non-competition restrictions and the proposal shall be adopted by a supermajority resolution. It is hereby submitted

to this meeting for approval.

3. If the candidates listed in the following list are elected as the directors of the sixth term of the company, it is proposed to request the shareholders' meeting to Release the non-competition restrictions on their following positions:

Title	The nominees' name	Concurrently serving as director or manager of other companies
Director	Wang Shih Chung	Chairman and Director of Airtac Enterprise Co., Ltd.
Director	Lan Shun Cheng	Director of Airtac Enterprise Co., Ltd.
Director	Tsao Yung Hsiang	Director of Airtac Enterprise Co., Ltd.
Note: Airtac Enterprise Co., Ltd is a subsidiary of the Company with a shareholding of 69.435%.		

決議：表決結果，本案出席股東總表決權數為 187,280,004 權，贊成表決權數為 167,994,189 權，反對表決權數為 55,903 權，無效表決權數為 0 權，棄權表決權數為 19,229,912 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 89.70%，超過出席股東表決權三分之二以上同意，本案照案通過。

Resolved by Special Resolution: THAT the above is hereby approved as written by special resolution in that a total of 187,280,004 shares were represented at the time of voting, affirmative vote of 167,994,189 shares, opposing vote of 55,903 shares, invalid vote of 0 share and 19,229,912 abstaining shares, with the affirmative votes representing 89.70%, more than two-thirds of the total shares present (included shares present in person and in proxy).

五、臨時動議：（無）。

Ad Hoc Motions: (None).

六、散會：同日上午九時二十八分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 9:28 a.m. on June 16, 2022

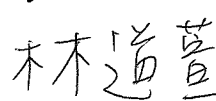
主 席：藍順正

Chairperson: Shun-Cheng Lan



紀 錄：林道萱

Meeting Secretary: Tao-Hsuan Lin



※本股東常會議事錄僅載明會議進行要旨，會議進行內容、程序及股東發言仍以會議影音紀錄為準。  
*The shareholders' meeting minutes records only the abstract of the meeting, the conference content, procedures and statement of shareholders, the audio and video records of the meeting shall prevail.*