

亞德客國際集團
(簡稱「本公司」)
AIRTAC INTERNATIONAL GROUP (the “Company”)
二〇二四年股東常會議事錄

Meeting Minutes of the 2024 Annual General Meeting of the Shareholders

時間：二〇二四年五月三十日上午九時

Date: May 30, 2024, 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 188,812,870 股，占已發行股份總數之 94.40%；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 188,812,870 股，占已發行股份總數之 94.40%。

In attendance: 188,812,870 out of a total of 199,999,998 shares outstanding (including shares present in person and in proxy), which represents 94.40% of the shares outstanding at the declared convention time of the shareholders' meeting; 188,812,870 out of a total of 199,999,998 shares outstanding (including shares present in person and in proxy), which represents 94.40% of the shares outstanding at the declared adjournment of the shareholders' meeting.

主席：王世忠

紀錄：林道萱

Chairperson: Shih-Chung Wang

Meeting Secretary: Tao-Hsuan Lin

列席：藍順正董事、汪海明董事、陳瑞隆董事、李懷文董事、曹永祥董事、林育雅獨立董事、任志強獨立董事、林根茂獨立董事、黃意文獨立董事、翁博仁會計師、廖婉君律師

Others present:

- Shun-Cheng Lan – Director
- Haiming Wang – Director
- Jui-Lung Chen – Director
- Huaiwen Li – Director
- Yung-Hsiang Tsao – Director
- Yu-Ya Lin – Independent Director
- Jyh-Chyang Renn – Independent Director
- Ken-Mao Lin – Independent Director
- Yi-Wen Huang – 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: 2023 年度營業報告, 報請公鑒。

Agenda: 2023 operation and business report.

說明: 本公司 2023 年度營業報告書, 請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2023 operation and business report of the Company.

- (二) 案由: 2023 年度審計委員會查核報告, 報請公鑒。

Agenda: 2023 audit committee's audit report.

說明: 本公司 2023 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 2023 audit committee's audit report of the Company.

- (三) 案由: 2023 年度員工及董事酬勞分配情形報告, 報請公鑒。

Agenda: 2023 remuneration to directors and employees.

說明: 依本公司章程第 34.1 條規定, 以 2023 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, 2023 年度之員工酬勞金額為人民幣 20,453,000 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 2023. The amount of profit distributable is RMB 20,453,000, 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: 2023 年度盈餘分配情形報告, 報請公鑒。

Agenda: The Company's earnings distribution for year 2023.

說明:

1. 依本公司章程第 34.9 條規定, 本公司 2023 年度盈餘分配案以發放現金之方式分配予股東, 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盈餘分配表, 詳如下表所示。
2. 本公司 2023 年度稅後淨利為人民幣 1,585,338,299 元, 加計期初未分配盈餘人民幣 4,471,177,310 元, 本期可供分配盈餘為人民幣 6,056,515,609 元, 擬分配每股現金股利人民幣 3.98 元, 合計現金股利為人民幣 795,999,993 元。
3. 本公司盈餘分配表如下:

AIRTAC INTERNATIONAL GROUP

盈餘分配表

2023 年度

單位：人民幣元

項 目	金 額
期初未分配盈餘	4,471,177,310
加：本期淨利	1,585,338,299
本期可供分配盈餘	6,056,515,609
分配項目：	
股東紅利—現金（每股人民幣 3.98 元）	795,999,993
期末未分配盈餘	5,260,515,616

附註：

註 1：股東紅利係以 2024 年 3 月 11 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, the distribution of the Company's earnings for 2023 to shareholders will be in the form of cash. The 2023 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.The Company's 2023 net profit after tax is RMB1,585,338,299. After adding undistributed earnings RMB4,471,177,310 as of January 1, 2023, the total distributable earnings is RMB6,056,515,609. The Company proposes to distribute cash dividends of RMB3.98 per share, and the total cash dividend is RMB795,999,993.

3.Please refer to the Earnings Distribution Table as follows:

AIRTAC INTERNATIONAL GROUP 2023 EARNINGS DISTRIBUTION TABLE	
Items	RMB
Un-appropriated Earnings as of January 1, 2023	4,471,177,310
Add: 2023 Net Profit	1,585,338,299
Maximum Distributable Earnings	6,056,515,609
Items for Distribution:	
Shareholders' dividends- in Cash (RMB 3.98 per share)	795,999,993
Un-appropriated Earnings after Distribution	5,260,515,616
Notes:	
Note 1: The shareholders' dividend was based on the 199,999,998 issued and outstanding shares as of March 11, 2024. 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	

股東提問暨公司答覆：(無)。

Shareholders' Questions and the Company's Responses: (None).

三、承認事項:

Matters for Ratification:

(一) 案由: 承認本公司 2023 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 2023.

說明: 1. 本公司 2023 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 2023 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 operation and business report for the year 2023 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 188,796,353 權，贊成表決權數為 174,082,899 權，反對表決權數為 155,979 權，無效表決權數為 0 權，棄權表決權數為 14,557,475 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 92.20%，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 188,796,353 shares were represented at the time of voting, affirmative vote of 174,082,899 shares, opposing vote of 155,979 shares, invalid vote of 0 share and 14,557,475 abstaining shares, with the affirmative votes representing 92.20%, more than half of the total shares present (included shares present in person and in proxy).

股東提問暨公司答覆：(無)。

Shareholders' Questions and the Company's Responses: (None).

四、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 D 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, as shown in Exhibit D, 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 188,796,353 權，贊成表決權數為 173,693,289 權，反對表決權數為 590,699 權，無效表決權數為 0 權，棄權表決權數為 14,512,365 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 92.00%，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 188,796,353 shares were represented at the time of voting, affirmative vote of 173,693,289 shares, opposing vote of 590,699 shares, invalid vote of 0 share and 14,512,365 abstaining shares, with the affirmative votes representing 92.00%, more than two-thirds of the total shares present (included shares present in person and in proxy).

股東提問暨公司答覆：(無)。

Shareholders' Questions and the Company's Responses: (None).

(二) 案由：修訂本公司「股東會議事規則」案。

Agenda: The amendments to the “Procedures for 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 E 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議決，敬請交付議決之。

Explanation: In accordance with the relevant laws and regulations, the amendments to the “Procedures for Shareholders’ Meetings” of the Company, as shown in Exhibit E, 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 188,796,353 權，贊成表決權數為 173,806,317 權，反對表決權數為 470,942 權，無效表決權數為 0 權，棄權表決權數為 14,519,094 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 92.06%，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 188,796,353 shares were represented at the time of voting, affirmative vote of 173,806,317 shares, opposing vote of 470,942 shares, invalid vote of 0 share and 14,519,094 abstaining shares, with the affirmative votes representing 92.06%, more than half of the total shares present (included shares present in person and in proxy).

股東提問暨公司答覆：（無）。

Shareholders' Questions and the Company's Responses: (None).

五、臨時動議：（無）。

Ad Hoc Motions: (None).

六、散會：同日上午九時十三分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 9:13 a.m. on May 30, 2024

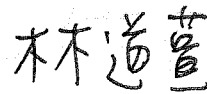
主席：王世忠

Chairperson: Shih-Chung Wang



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.