

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

二〇二五年股東常會議事錄

Meeting Minutes of the 2025 Annual General Meeting of the Shareholders

時間：二〇二五年五月二十一日上午九時

Date: May 21, 2025, 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 187,280,914 股，占已發行股份總數之 93.64%；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 187,280,914 股，占已發行股份總數之 93.64%。

In attendance: 187,280,914 out of a total of 199,999,998 common shares outstanding (including shares represented by proxy), representing 93.64% of the shares outstanding at the time the shareholders' meeting was declared convened; at the time the meeting was declared adjourned, 187,280,914 shares were represented (including shares represented by proxy), representing 93.64% 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、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
- 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: 2024 年度營業報告，報請公鑒。

Agenda: 2024 operation and business report.

說明: 本公司 2024 年度營業報告書，請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2024 operation and business report of the Company.

(二) 案由: 2024 年度審計委員會查核報告，報請公鑒。

Agenda: 2024 audit committee's audit report.

說明: 本公司 2024 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 2024 audit committee's audit report of the Company.

(三) 案由: 2024 年度員工及董事酬勞分配情形報告，報請公鑒。

Agenda: 2024 remuneration to directors and employees.

說明: 依本公司章程第 34.1 條規定，以 2024 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，2024 年度之員工酬勞金額為人民幣 21,757,000 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 2024. The amount of profit distributable is RMB 21,757,000, 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: 2024 年度盈餘分配現金股利情形報告，報請公鑒。

Agenda: 2024 cash dividends of the Company's earnings distribution.

說明: 1. 依本公司章程第 34.9 條規定，將本公司 2024 年度盈餘，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，並報告於股東會。

2. 董事會決議分派每股現金股利人民幣 4.68 元，合計現金股利為人民幣 935,999,991 元，係以 2025 年 2 月 27 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。

3. 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。

Explanation:

1. Pursuant to Article 34.9 of the M&A of the Company, the Company's earnings for 2024 will be distributed to shareholders in the form of cash. 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 and report such distribution to a shareholders' meeting.
2. The Board of Directors has resolved to distribute cash dividends of RMB 4.68 per share, and the total cash dividend is RMB 935,999,991. The shareholders' dividend was based on the 199,999,998 issued and outstanding shares as of February 27, 2025. 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.
3. 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.

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 2024 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 2024.

說明：1. 本公司 2024 年度財務報表，業經勤業眾信聯合會計師事務所翁博仁及李麗鳳會計師查核竣事，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 2024 were duly audited by the CPAs of Deloitte & Touche, Bo-Ren, Weng and Li-Huang, Lee, with an unqualified opinion report. The Consolidated Financial Statements were approved by the Board of Directors. The Consolidated Financial Statements and the operation and business report for the year 2024 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 187,264,397 權，贊成表決權數為 172,905,198 權，反對表決權數為 33,032 權，無效表決權數為 0 權，棄權表決權數為 14,326,167 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 92.33%，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 187,264,397 shares were represented at the time of voting, affirmative vote of 172,905,198 shares, opposing vote of 33,032 shares, invalid vote of 0 share and 14,326,167 abstaining shares, with the affirmative votes representing 92.33%,

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).

(二) 案由：承認本公司 2024 年度盈餘分配案。

Agenda: Adoption of the Company's earnings distribution for 2024.

說明：本公司 2024 年度稅後淨利為人民幣 1,712,000,414 元，加計期初未分配盈餘人民幣 5,260,515,616 元，擬依法提列特別盈餘公積人民幣 34,572,252 元，備具本公司 2024 年度盈餘分配表，請參閱附件 D，敬請交付議決之。

Explanation:

The Company's net profit after tax for 2024 is RMB 1,712,000,414, and after adding the undistributed profit of RMB 5,260,515,616 as of January 1, 2024. It is proposed to allocate a special surplus reserves of RMB 34,572,252 in accordance with the law. Please refer to Exhibit D for the 2024 earnings distribution table of the Company reflecting the above. 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 187,264,397 權，贊成表決權數為 173,066,046 權，反對表決權數為 580 權，無效表決權數為 0 權，棄權表決權數為 14,197,771 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 92.41%，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 187,264,397 shares were represented at the time of voting, affirmative vote of 173,066,046 shares, opposing vote of 580 shares, invalid vote of 0 share and 14,197,771 abstaining shares, with the affirmative votes representing 92.41%, 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、選舉事項:

Matters for Election:

(一) 案由：改選本公司第七屆董事（含獨立董事）案。

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

說明：1.本公司現任董事（含獨立董事）之任期將於 2025 年 6 月 15 日屆滿，依公司章程規定及為配合 2025 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 2025 年 5 月 21 日提前解任。

2.依本公司章程規定，本次股東常會選任第七屆董事，應選董事十一人（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 2025 年 5 月 21 日至 2028 年 5 月 20 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，相關資料請參閱附件 E。

Explanation:

1.The term of the current directors (including independent directors) of the Company will expire on June 15, 2025. According to the M&A of the Company and to accommodate the convening of the 2025 shareholders' general meeting for the re-election of the directors, all directors (including independent directors) are intended to be dismissed in advance on May 21, 2025.

2.Subject to the M&A of the Company, the directors of the seventh term shall be elected at the annual general meeting. Eleven 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 May 21, 2025 until May 20, 2028.

3.The nominees of directors (including independent directors) of the Company were approved by the Board. Please refer to Exhibit E for the relevant information.

選舉結果：

董事當選名單：

姓名	當選權數
王世忠	211,828,733
藍順正	183,836,206
汪海明	167,902,840
李懷文	165,995,598
陳瑞隆	163,710,942
曹永祥	162,537,667
蕭翔銘	161,475,165

獨立董事當選名單：

姓名	當選權數
任志強	152,026,857
林根茂	130,542,190
黃意文	128,089,752
周澤宜	128,012,079

Election resolved:

The list of directors elected:

Name	Elected shares
Shih-Chung Wang	211,828,733
Shun-Cheng Lan	183,836,206
Haiming Wang	167,902,840
Huaiwen Li	165,995,598
Jui-Lung Chen	163,710,942
Yung-Hsiang Tsao	162,537,667
Hsiang-Ming Hsiao	161,475,165

The list of independent directors elected:

Name	Elected shares
Jyh-Chyang Renn	152,026,857
Ken-Mao Lin	130,542,190
Yi-Wen Huang	128,089,752
Tse-Yi Chou	128,012,079

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 F 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 (Please refer to Exhibit F) 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 187,264,397 權，贊成表決權數為 173,063,959 權，反對表決權數為 2,287 權，無效表決權數為 0 權，棄權表決權數為 14,198,151 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 92.41%，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 187,264,397 shares were represented at the time of voting, affirmative vote of 173,063,959 shares, opposing vote of 2,287 shares, invalid vote of 0 share and 14,198,151 abstaining shares, with the affirmative votes representing 92.41%, 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：解除本公司第七屆董事競業禁止限制案。

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

說明：1.依本公司章程第 30.4 條及中華民國公司法第 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，並依特別（重度）決議取得許可。

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）決議議決，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七屆董事者，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 30.4 of the M&A and 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 by a Supermajority Resolution vote.

(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 seventh 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 seventh 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 187,264,397 權，贊成表決權數為 168,613,978 權，反對表決權數為 1,159,262 權，無效表決權數為 0 權，棄權表決權數為 17,491,157 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 90.04%，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 187,264,397 shares were represented at the time of voting, affirmative vote of 168,613,978 shares, opposing vote of 1,159,262 shares, invalid vote of 0 share and 17,491,157 abstaining shares, with the affirmative votes representing 90.04%, 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).

六、臨時動議：（無）。

Ad Hoc Motions: (None).

七、散會：同日上午九時二十二分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 9:22 a.m. on May 21, 2025

主 席：王世忠

Chairperson: Shih-Chung Wang

王世忠

紀 錄：林道萱

Meeting Secretary: Tao-Hsuan Lin

林道萱

※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.