

**亞德客國際集團**  
**(簡稱「本公司」)**  
**AIRTAC INTERNATIONAL GROUP (the “Company”)**  
**二〇二〇年股東常會議事錄**

**Meeting Minutes of the 2020 Annual General Meeting of the Shareholders**

時間：二〇二〇年六月二十三日上午九時

Date: June 23, 2020, at 9:00 a.m., Taipei time.

地點：桃園市龜山區文二一街 68 號（福容大飯店）

Venue: No.68, Wen Er 1st St., Gueishan Dist., Taoyuan City 33380, Taiwan (R.O.C.) (Fullon Hotel)

出席：本公司普通股已發行股份總數為 189,024,998 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 173,175,323 股，占已發行股份總數之 91.61%；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 173,175,323 股，占已發行股份總數之 91.61%。

In attendance: 173,175,323 out of a total of 189,024,998 shares outstanding (including shares present in person and in proxy), which represents 91.61% of the shares outstanding at the declared convention time of the shareholders' meeting; 173,175,323 out of a total of 189,024,998 shares outstanding (including shares present in person and in proxy), which represents 91.61% 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、曹永祥董事、林育雅獨立董事、池瑞全會計師、廖婉君律師

Others present:

- Shun-Cheng Lan—Director
- Yung-Hsiang Tsao –Director
- Yu-Ya Lin – Independent Director
- Jui-Chuan Chih– 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：2019 年度營業報告，報請公鑒。

Agenda: 2019 operation and business report.

說明：本公司 2019 年度營業報告書，請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2019 operation and business report of the Company.

(二) 案由: 2019 年度審計委員會查核報告，報請公鑒。

Agenda: 2019 audit committee's audit report.

說明：本公司 2019 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 2019 audit committee's audit report of the Company.

(三) 案由：2019 年度員工酬勞分配情形報告，報請公鑒。

Agenda: Report of profit distributable to the employees as compensation for the year 2019.

說明：依本公司章程第 34.1 條規定，以 2019 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，金額為人民幣 8,396,000 元，以現金發放，發放對象包含從屬公司員工。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 2019. The amount of profit distributable is RMB8,396,000, to be paid in cash, to employees including employees of any subsidiary of the Company. 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：2019 年度盈餘分配情形報告，報請公鑒。

Agenda: The Company's earnings distribution for year 2019.

說明：

1. 依本公司章程第 34.9 條規定，本公司 2019 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分派如下表。
2. 本公司 2019 年稅後淨利為人民幣 610,236,972 元，加計期初未分配盈餘人民幣 1,712,372,579 元，本期可供分配盈餘為人民幣 2,322,609,551 元，擬分配每股現金股利人民幣 1.13 元，合計現金股利為人民幣 213,598,248 元。
3. 本公司盈餘分配表如下：

# AIRTAC INTERNATIONAL GROUP

## 盈餘分配表

2019 年度

單位：人民幣元

項 目	金 額
期初未分配盈餘	1,712,372,579
加：本期淨利	610,236,972
本期可供分配盈餘	2,322,609,551
分配項目：	
股東紅利—現金（每股人民幣 1.13 元）	213,598,248
期末未分配盈餘	2,109,011,303

附註：

註 1：股東紅利係以 2020 年 5 月 11 日止流通在外股數 189,024,998 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, 2019 EARNINGS DISTRIBUTION TABLE below 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.
2. 2019 net profit after tax amounted to RMB610,236,972, adding un-appropriated earnings as of January 1, 2019 RMB1,712,372,579, the maximum distributable earnings amounted to RMB2,322,609,551 in total. The Company proposes to distribute cash dividends of RMB1.13 per share, and the total cash dividend is RMB213,598,248.
3. Please refer to the Earnings Distribution Table as follows:

AIRTAC INTERNATIONAL GROUP 2019 EARNINGS DISTRIBUTION TABLE	
Items	RMB
Un-appropriated Earnings as of January 1, 2019	1,712,372,579
Add: 2019 Net Profit	610,236,972
Maximum Distributable Earnings	2,322,609,551
Items for Distribution:	
Shareholders' dividends- in Cash (RMB1.13 per share)	213,598,248
Un-appropriated Earnings after Distribution	2,109,011,303
Notes:	
Note 1: The shareholders' dividend was based on the 189,024,998 issued and outstanding shares as of May 11, 2020. 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 2019 年之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 2019.

說明:

1. 本公司 2019 年度財務報表，業經勤業眾信聯合會計師事務所池瑞全及陳慧銘會計師查核竣事，出具無保留意見之報告，且經本公司董事會於 2020 年 3 月 12 日決議通過，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 2019 were duly audited by the CPAs of Deloitte & Touche, Jui-Chuan Chih and Hui-Min Chen, with an unqualified opinion report. The financial statements were approved by the Board of Directors on March 12, 2020. The consolidated financial statements and the operational and business report for the year 2019 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 173,175,323 權，贊成表決權數為 151,480,304 權，反對表決權數為 176,018 權，無效表決權數為 0 權，棄權表決權數為 21,519,001 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 87.47%，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 173,175,323 shares were represented at the time of voting, affirmative vote of 151,480,304 shares, opposing vote of 176,018 shares, invalid vote of 0 share and 21,519,001 abstaining shares, with the affirmative votes representing 87.47%, more than half of the total shares present (included shares present in person and in proxy).

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 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於 2020 年 3 月 12 日決議通過，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 (as set forth in Exhibits D) were approved by the Board of Directors on March 12, 2020, 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&A 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 173,175,323 權，贊成表決權數為 151,869,383 權，反對表決權數為 1,018 權，無效表決權數為 0 權，棄權表決權數為 21,304,922 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 87.69%，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 173,175,323 shares were represented at the time of voting, affirmative vote of 151,869,383 shares, opposing vote of 1,018 shares, invalid vote of 0 share and 21,304,922 abstaining shares, with the affirmative votes representing 87.69%, 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「股東會議事規則」案。

Agenda: The amendments to the “Procedure 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，業經董事會於 2020 年 3 月 12 日決議通過，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 “Procedure for Shareholders Meetings” of the Company were approved by the Board of Directors on March 12, 2020, 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 173,175,323 權，贊成表決權數為 151,869,383 權，反對表決權數為 1,018 權，無效表決權數為 21,304,922 權，棄權表決權數為 0 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 87.69%，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 173,175,323 shares were represented at the time of voting, affirmative vote of 151,869,383 shares, opposing vote of 1,018 shares, invalid vote of 0 share and 21,304,922 abstaining shares, with the affirmative votes representing 87.69%, more than half 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：同日上午九時十六分，主席宣佈散會。

Adjournment of the Meeting:

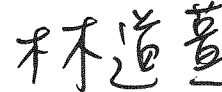
Adjournment of this meeting at 9:16 a.m. June 23, 2020

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.*