

亞德客國際集團
(簡稱「本公司」)
AIRTAC INTERNATIONAL GROUP (the “Company”)
二〇二三年股東常會議事錄

Meeting Minutes of the 2023 Annual General Meeting of the Shareholders

時間：二〇二三年六月二十日上午九時

Date: June 20, 2023, 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 189,663,845 股，占已發行股份總數之 94.83%；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 189,663,845 股，占已發行股份總數之 94.83%。

In attendance: 189,663,845 out of a total of 199,999,998 shares outstanding (including shares present in person and in proxy), which represents 94.83% of the shares outstanding at the declared convention time of the shareholders’ meeting; 189,663,845 out of a total of 199,999,998 shares outstanding (including shares present in person and in proxy), which represents 94.83% 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、曹永祥董事、林育雅獨立董事、任志強獨立董事、池瑞全會計師、廖婉君律師

Others present:

- Shun-Cheng Lan–Director
- Haiming Wang–Director
- Yung-Hsiang Tsao –Director
- Yu-Ya Lin – Independent Director
- Jyh-Chyang Renn – 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：2022 年度營業報告，報請公鑒。

Agenda: 2022 operation and business report.

說明：本公司 2022 年度營業報告書，請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2022 operation and business report of the Company.

(二) 案由：2022 年度審計委員會查核報告，報請公鑒。

Agenda: 2022 audit committee's audit report.

說明：本公司 2022 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 2022 audit committee's audit report of the Company.

(三) 案由：2022 年度員工及董事酬勞分配情形報告，報請公鑒。

Agenda: 2022 remuneration to directors and employees.

說明：依本公司章程第 34.1 條規定，以 2022 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，2022 年度之員工酬勞金額為人民幣 17,880,000 元，以現金發放，發放對象包含從屬公司員工，另不分配董事酬勞。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 2022. The amount of profit distributable is RMB 17,880,000, 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：2022 年度盈餘分配現金股利情形報告，報請公鑒。

Agenda: 2022 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 2022 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 3.05 元，合計現金股利為人民幣 609,999,994 元，係以 2023 年 3 月 8 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. 現金股利于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, cash dividends of the Company's earnings distribution is 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 Company proposes to distribute cash dividends of RMB3.05 per share, and the total cash dividend is RMB609,999,994. The shareholders' dividend was based on the 199,999,998 issued and outstanding shares as of March 8, 2023. 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 2022 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 2022.

說明: 1. 本公司 2022 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 2022 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 2022 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 189,647,328 權, 贊成表決權數為 174,625,418 權, 反對表決權數為 195,883 權, 無效表決權數為 0 權, 棄權表決權數為 14,826,027 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 92.07%, 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 189,647,328 shares were represented at the time of voting, affirmative vote of 174,625,418 shares, opposing vote of 195,883 shares, invalid vote of 0 share and 14,826,027 abstaining shares, with the affirmative votes representing 92.07%, more than half of the total shares present (included shares present in person and in

proxy).

(二) 案由：承認本公司 2022 年度盈餘分配案。

Agenda: Adoption of the Company's earnings distribution for 2022.

說明：本公司 2022 年稅後淨利為人民幣 1,359,816,428 元，加計期初未分配盈餘人民幣 3,728,966,435 元，擬依法提列特別盈餘公積人民幣 7,605,559 元，備具本公司 2022 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 2022 is RMB1,359,816,428, and after adding the undistributed profit of RMB3,728,966,435 as of January 1, 2022. It is proposed to allocate a special surplus reserves of RMB7,605,559 in accordance with the law. Please refer to Exhibit D for the 2022 earnings distribution table of the Company reflecting the above.

決議：表決結果，本案出席股東總表決權數為 189,647,328 權，贊成表決權數為 174,903,982 權，反對表決權數為 1,702 權，無效表決權數為 0 權，棄權表決權數為 14,741,644 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 92.22%，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 189,647,328 shares were represented at the time of voting, affirmative vote of 174,903,982 shares, opposing vote of 1,702 shares, invalid vote of 0 share and 14,741,644 abstaining shares, with the affirmative votes representing 92.22%, 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 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 189,647,328 權，贊成表決權數為 172,306,969 權，反對表決權數為 2,702 權，無效表決權數為 0 權，棄權表決權數為 17,337,657 權；贊成表決權數占已出席股東（含委託出席

權表決權數為 17,337,657 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 90.85%，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 189,647,328 shares were represented at the time of voting, affirmative vote of 172,306,969 shares, opposing vote of 2,702 shares, invalid vote of 0 share and 17,337,657 abstaining shares, with the affirmative votes representing 90.85%, 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).

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 June 20, 2023

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.