

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

**二〇一六年股東常會議事錄**

**Meeting Minutes of the 2016 Annual General Meeting of the Shareholders**

時間：二〇一六年五月十八日上午九時

Date: May 18, 2016, at 9:00 a.m., Taipei time.

地點：新北市三峽區大學路 63 號（福容大飯店）

Venue: No.63, Daxue Rd., Sanxia Dist., New Taipei City 237, Taiwan (R.O.C.) (Fullon Hotel)

出席：本公司普通股已發行股份總數為 179,024,998 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 160,826,251 股，占已發行股份總數之 89.83%；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 160,829,777 股，占已發行股份總數之 89.83%。

In attendance: 160,826,251 out of a total of 179,024,998 shares outstanding (Shares present in person and in proxy), which represents 89.83% of the shares outstanding at the declared convention time of the shareholders’ meeting; 160,829,777 out of a total of 179,024,998 shares outstanding (Shares present in person and in proxy), which represents 89.83% of the shares outstanding at the declared adjournment of the shareholders’ meeting.

主席：王世忠

紀錄：王珊文

Chairperson: Shih-Chung Wang

Meeting Secretary: Shan-Wen Wang

列席：藍順正董事、林江帝董事、曹永祥董事、張寶光獨立董事、梁金羨獨立董事、翁博仁會計師、廖婉君律師、蕭郁美國律師

Others present:

- Shun-Cheng Lan—Director
- Chiang-Ti Lin –Director
- Yung-Hsiang Tsao –Director
- Bao-Guang Chang – Independent Director
- Kam Son Leong– Independent Director
- Bo-Ren Weng– Accountant (CPA)
- Annie Liao – Lawyer
- Letitia Hsiao – US Lawyer

一、 主席致詞（略）。

Chairman’s Remarks: (Omitted)

二、 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 of the Company (the “M&A”).

說明：擬提呈於本會議如附件 A 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 2016 年 1 月 14 日通過，茲此依據公司章程第 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: The amendments to the M&A of the Company were approved by the Board of Directors on January 14, 2016, 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 160,826,251 權，贊成表決權數為 151,406,325 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 9,419,926 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 94.14%，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 160,826,251 shares were represented at the time of voting, affirmative vote of 151,406,325 shares, opposing vote of 0 share, invalid vote of 0 share and 9,419,926 abstaining shares, with the affirmative votes representing 94.14% of the total shares present (included shares present in person and in proxy).

### 三、 報告事項：

#### Report Matters:

- (一) 案由：2015 年度營業報告，報請公鑒。

Agenda: 2015 operation and business report.

說明：本公司 2015 年度營業報告書，請參閱附件 B。

Explanation: Please refer to Exhibit B for the 2015 operation and business report of the Company.

- (二) 案由：2015 年度審計委員會查核報告，報請公鑒。

Agenda: 2015 audit committee's audit report.

說明：本公司 2015 年度審計委員會查核報告書，請參閱附件 C。

Explanation: Please refer to Exhibit C for the 2015 audit committee's audit report of the Company.

- (三) 案由：2015 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 2015.

說明：依本公司章程第 34.1 條，本公司 2015 年度分配員工酬勞，以 2015 年度稅前利益扣除分配員工酬勞前之利益之 2.5% 提撥，金額為人民幣 9,370,000 元，以現金發放，發放對象包含從屬公司員工。

Explanation: Pursuant to Article 34.1 of the M&A of the Company, the Company's

profit distributable to the employees as compensation for the year 2015 is set at 2.5% of the profits before tax of the same year after deducting employees' compensation of the Company. The amount of profit distributable is RMB 9,370,000, to be paid in cash, to employees including the employees of the Company's affiliates.

三、 承認事項:

Matters for Ratification

(一) 案由: 承認本公司 2015 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 the year 2015.

說明:

1. 本公司 2015 年度財務報表, 業經勤業眾信聯合會計師事務所謝明忠及翁博仁會計師查核竣事, 出具無保留意見之報告, 且經本公司董事會於 2016 年 2 月 25 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 B 及附件 D。

Explanation:

1. The consolidated Financial Statements for the year 2015 were duly audited by the CPAs of Deloitte & Touche, Ming-Zhong Hsieh and Bo-Ren Weng, with an unqualified opinion report. The financial statements were approved by Board of Director on February 25, 2015. The consolidated financial statements and the operational and business report for the year 2015 are hereby submitted to this annual general meeting of the shareholders for ratification.
2. Please refer to Exhibit B and Exhibit D for the aforementioned reports.

決議: 表決結果, 本案出席股東總表決權數為 160,829,777 權, 贊成表決權數為 151,336,775 權, 反對表決權數為 0 權, 無效表決權數為 0 權, 棄權表決權數為 9,493,002 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 94.10%, 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 160,829,777 shares were represented at the time of voting, affirmative vote of 151,336,775 shares, opposing vote of 0 shares, invalid vote of 0 share and 9,493,002 abstaining shares, with the affirmative votes representing 94.10% of the total shares present (included shares present in person and in proxy).

(二) 案由: 承認本公司 2015 年度盈餘分配案。

Agenda: Adoption of the proposal for the Company's earnings distribution for the year 2015

說明:

1. 本公司 2015 年度盈餘分配案, 業經董事會依本公司章程規定擬具分派如下表。
2. 本公司 2015 年稅後淨利為人民幣 272,420,811 元, 加計迴轉依法提列特別

盈餘公積人民幣 2,594,065 元，加計調整後期初未分配盈餘 569,725,247 元，期末可分配盈餘為人民幣 844,740,123 元，擬分配每股現金股利人民幣 0.792 元（新臺幣 4.0 元），合計現金股利為人民幣 141,787,798 元。

3. 本案俟股東常會通過後，授權董事會訂定配息基準日及其他相關事宜。
4. 本次盈餘分派於配息基準日前，若基於法令變更、主管機關要求、本公司買回公司股份/國內可轉換公司債轉換股份/海外可轉換公司債轉換股份/員工認股權之行使等因素，影響流通在外股份數量，致使股東配息比率發生變動而需修正時，授權董事會全權處理。
5. 本公司 2015 年度盈餘分配案，茲此應經股東會普通決議議決，敬請交付議決之。
6. 本公司盈餘分配表如下：

AIRTAC INTERNATIONAL GROUP	
盈餘分配表	
2015 年度	
單位：人民幣元	
項 目	金 額
期初未分配盈餘	568,736,502
追溯適用及追溯重編之影響數- 確定福利計畫再衡量數認列於其他權益之影響數	988,745
調整後期初未分配盈餘	569,725,247
加：本期淨利	272,420,811
迴轉依法提列特別盈餘公積	2,594,065
本期可供分配盈餘	844,740,123
分配項目：	
股東紅利-現金（每股新台幣 4.0 元，約當每股人民幣 0.792 元）	141,787,798
期末未分配盈餘	702,952,325
附註：	
註 1：股東紅利係以目前流通在外股數 179,024,998 股為配發基礎。	
註 2：股東紅利換算匯率係以每元新台幣兌換人民幣 0.1980 元計算。	
註 3：現金股利發放至元為止（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：藍順正
	會計主管：曹永祥

Explanation:

1. The Board has adopted a proposal for the Company's earnings distribution for the year 2015 in accordance with the Amended and Restated Memorandum & Articles of the Company. Please refer to the 2015 EARNINGS DISTRIBUTION TABLE below.
2. 2015 net profit after tax amounted to RMB272,420,811, adding reversal of special reserve of RMB2,594,065 and adjusted unappropriated earnings of RMB569,725,247, the maximum distributable earnings amounted to RMB844,740,123 in total. The Company proposes to distribute cash dividends of RMB0.792 (NT\$4.0) per share, and the total cash dividend is RMB141,787,798.
3. Upon the approval of the annual general meeting of the shareholders, it is proposed that the Board of Directors be authorized to resolve the record date for the distribution and other relevant issues.
4. In the event that, before the distribution record date, the proposed profit distribution is affected by an amendment to relevant laws or regulations, a request by the competent authorities, or a buyback of shares or for equity conversion in connection with domestic or overseas convertible corporate bonds or other convertible securities or employee stock options, it is proposed that the Board of Directors be authorized to adjust the cash and stock to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.
5. The Company's 2015 earnings distribution proposal shall be adopted by ordinary resolution.
6. Please refer to the EARNINGS DISTRIBUTION TABLE as follows:

AIRTAC INTERNATIONAL GROUP 2015 EARNING DISTRIBUTION TABLE	
Items	RMB
Un-appropriated Earnings as of January 1, 2015	568,736,502
Impact from retrospective application and restatement- Remeasurement of defined benefit plan impact recognized in other equity	988,745
Adjusted Un-appropriated Earnings	569,725,247
Add: 2015 Net Profit	272,420,811
Reversal of Special Reserve	2,594,065
Maximum Distributable Earnings	844,740,123
Items for Distribution:	
Shareholders' dividends- in Cash (NT\$4 per share, equivalent to approximately RMB 0.792 per share)	141,787,798
Un-appropriated Earnings after Distribution	702,952,325
Notes:	
Note 1: Dividend distributed to the shareholders are based on 179,024,998 issued and outstanding shares as of the date hereof.	
Note 2: Dividend per share is based on the exchange ratio of 1: 0.1980 (NTD to RMB).	
Note 3: Cash dividend would be distributed in integer of RMB (round down to integer of RMB) with fractions of RMB be accounted for as other income of the Company.	

股東戶號 20 號發言：

建議以股東會前一天新台幣兌人民幣匯率來調整盈餘分配案所分配之人民幣金額，新台幣發放金額則維持不變，仍為股東現金紅利每股新台幣 4.0 元，以避免公司認列不必要之兌換損失。

經主席裁示財務長補充說明如下：

以股東會前一天 2016 年 5 月 17 日臺灣銀行新台幣兌人民幣即期買入匯率 0.2016 元計算，若新台幣發放金額維持不變，仍為股東現金紅利每股新台幣 4.0 元，則分配每股現金股利人民幣金額將修正為 0.8064 元，合計現金股利分配總額為人民幣 144,365,758 元，期末未分配盈餘調整後為人民幣 700,374,365 元。

經主席裁示以修正後承認案進行表決：

承認本公司 2015 年度盈餘分配案，修正以股東會前一天新台幣兌人民幣匯率調整盈餘分配表中分配之人民幣總金額，現金股利為人民幣 144,365,758 元，新台幣發放現金股利總金額維持不變，仍為現金股利新

台幣總金額 716,099,992 元（每股新台幣 4 元）。

Statement of shareholder no. 20: I propose for the exchange rate of the RMB dividend per share to be based on the exchange rate on the date that is one day before this shareholders' meeting but maintain the NTD dividend amount to be distributed; that is the cash dividend in the amount of NTD4.0 per share to avoid unnecessary loss for recognition arising from the currency exchange rate by the Company.

The Chairman asked the CFO to provide additional explanation as follows: should the exchange rate for the dividend distribution be based on the exchange rate on May 17, 2015, that is one day before the shareholders' meeting, the exchange rate will be 1 NTD to 0.2016 RMB (Bank of Taiwan spot buying rate). If the amount of cash dividends NT\$4.0 per share is remain unchanged, the cash dividends in RMB will be amended to RMB0.8064 per share, and the total amount of the cash dividend will be RMB144,365,758. The year-end un-distributable balance will then amount to RMB700,374,365.

The chairman called for a vote for adoption of the amendment to the aforementioned case: The amendment to the exchange rate for the dividend distribution was based on the exchange rate on one day before the shareholders' meeting. The amount of the cash dividend will be RMB144,365,758, and the total amount of the cash dividend NT\$716,099,992 (NT\$4.0 per share) is remain unchanged.

決議：表決結果，本案出席股東總表決權數為 160,829,777 權，贊成表決權數為 96,091,446 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 64,738,331 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 59.75%，本案照案通過。

Resolved: THAT the above is approved as amended by ordinary resolution in that a total of 160,829,777 shares were represented at the time of voting, affirmative vote of 96,091,446 shares, opposing vote of 0 share, invalid vote of 0 share and 64,738,331 abstaining shares, with the affirmative votes representing 59.75% of the total shares present (included shares present in person and in proxy).

#### 四、選舉事項：

##### Matters for Election:

(一) 案由：改選本公司第四屆董事（含獨立董事）案。

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

說明：

1. 本公司現任董事（含獨立董事）之任期將於2016年5月21日屆滿，依公司章程規定及為配合2016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2016年5月18日提前解任。
2. 依本公司章程規定，本次股東常會選任第四屆董事，應選董事九人（含獨立董事三人），新任董事（含獨立董事）自選任後立即就任，任期三年，自2016年5月18日至2019年5月17日止。

3. 獨立董事候選人名單業經本公司 2016 年 3 月 25 日董事會審查，茲將相關資料載明如下：

序號	姓名	主要學(經)歷	持有股數
1	張寶光	淡江大學會計學系教授	0 股
2	梁金羨	前 J W Childs 營運合夥人 前 York International Corporation 亞太地區總裁 HLL Partners 合夥人、董事	0 股
3	林谷同	台北市會計師公會理事長 勤業眾信會計師事務所聯合執業會計師 勤業眾信會計師事務所董事、董事長	0 股

Explanation:

- The term of the current directors (including independent directors) of the Company will expire on May 21, 2016. According to the M&A of the Company and to accommodate the convening of the 2016 shareholders' general meeting for the re-election of the directors, all directors (including independent directors) intend to be dismissed in advance on May 18, 2016.
- Subject to the M&A of the Company, the directors of the fourth term shall be elected at the annual general meeting. Nine directors will be elected (including 3 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 18, 2016 to May 17, 2019.
- The nominees of independent directors of the Company were approved by the Board of Directors on March 25, 2016. The relevant information is set forth as below:

No.	Name	Main Qualification and Experience	Number of Shares Held
1	Bao-Guang Chang	Professor, Department of Accounting, Tamkang University	0
2	Kam Son Leong	Former J W Childs Operating Partner Former President of Asia-Pacific Region, York International Corporation Director and Partner of HLL Partners	0
3	Ku-Tung Lin	Chairman of Accountant Associations of the Republic of China CPA of Deloitte & Touche Chairman of the Board, Director of Deloitte & Touche	0



選舉結果:

董事當選名單:

姓名	當選權數
王世忠	131,888,888
藍順正	122,899,888
汪海明	122,696,888
林江帝	122,556,888
李懷文	122,556,888
曹永祥	121,785,541

獨立董事當選名單:

姓名	當選權數
張寶光	56,230,383
梁金羨	56,230,383
林谷同	56,230,383

Election result:

The list of directors elected:

Name	Elected shares
Shih-Chung Wang	131,888,888
Shun-Cheng Lan	122,899,888
Haiming Wang	122,696,888
Chiang-Ti Lin	122,556,888
Huaiwen Li	122,556,888
Yung-Hsiang Tsao	121,785,541

The list of independent directors elected:

Name	Elected shares
Bao-Guang Chang	56,230,383
Kam Son Leong	56,230,383
Ku-Tung Lin	56,230,383

五、討論事項:

Matters for Discussion:

(二) 案由: 解除本公司第四屆董事競業禁止限制案。

Agenda: Release the prohibition on the directors of the fourth term from participation in competitive business.

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）決議議決。
3. 擬提請股東會解除本公司新選任第四屆當選董事相關職務之競業禁止限制明細如下：

董事姓名	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
董事林江帝	兼任亞德客工業股份有限公司董事及總經理
董事曹永祥	兼任亞德客工業股份有限公司董事

4. 敬請交付議決之。

**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 prohibition on the directors of the fourth term from participation in competitive business and the proposal shall be adopted by supermajority resolution.
3. Details of the relevant competitive businesses of the newly elected directors of the fourth term of the Company to which the prohibition is hereby proposed to be released are set forth as follows:

Name of Directors	Also Acting as Director or Manager for Other Entities
Director Shih-Chung Wang	Also acting as director and chairman of AirTAC Industrial Co., Ltd.
Director Shun-Cheng Lan	Also acting as director of AirTAC Industrial Co., Ltd.
Director Chiang-Ti Lin	Also acting as director and general manager of AirTAC Industrial Co., Ltd.
Director Yung-Hsiang Tsao	Also acting as director of AirTAC Industrial Co., Ltd.

決議：表決結果，本案出席股東總表決權數為 160,829,777 權，贊成表決權數為 114,860,636 權，反對表決權數為 36,543,339 權，無效表決權數為 0 權，棄權表決權數為 9,425,802 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 71.42%，本案照案通過。

**Resolved:** THAT the above is approved as amended by ordinary resolution in that a total of 160,829,777 shares were represented at the time of voting, affirmative vote of 114,860,636 shares, opposing vote of 36,543,339 shares, invalid vote of 0 share

and 9,425,802 abstaining shares (included shares present in person and in proxy), with the affirmative vote representing 71.42% of the total shares present.

六、 臨時動議：(無)。

Ad Hoc Motions: (None).

七、 散會：同日上午十時三十一分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 10:31 a.m. May 18, 2016

主 席：王世忠

Chairperson: Shih-Chung Wang

紀 錄：王珊文

Meeting Secretary: Shan-Wen Wang



※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.*