

**亞德客國際集團**  
**(簡稱「本公司」)**  
**AIRTAC INTERNATIONAL GROUP (the “Company”)**  
**二〇一九年股東常會議事錄**

**Meeting Minutes of the 2019 Annual General Meeting of the Shareholders**

時間：二〇一九年六月二十一日上午九時

Date: June 21, 2019, 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 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 171,067,534 股，占已發行股份總數之 90.49%；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 171,067,578 股，占已發行股份總數之 90.49%。

In attendance: 171,067,534 out of a total of 189,024,998 shares outstanding (including shares present in person and in proxy), which represents 90.49% of the shares outstanding at the declared convention time of the shareholders' meeting; 171,067,578 out of a total of 189,024,998 shares outstanding (including shares present in person and in proxy), which represents 90.49% 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、Leong Kam Son 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
- Leong Kam Son – 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: 2018 年度營業報告，報請公鑒。

Agenda: 2018 operation and business report.

說明: 本公司 2018 年度營業報告書，請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2018 operation and business report of the Company.

(二) 案由: 2018 年度審計委員會查核報告, 報請公鑒。

Agenda: 2018 audit committee's audit report.

說明: 本公司 2018 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 2018 audit committee's audit report of the Company.

(三) 案由: 2018 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 2018.

說明: 依本公司章程第 34.1 條規定, 以 2018 年度稅前利益扣除分配員工酬勞及董事酬勞前之利益之 2% 提撥, 金額為人民幣 17,027,000 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 percentage of the distribution of compensation is set at 2% of the Company's annual net income before tax and the distribution of the compensation of employees and directors for the year 2018. The amount of profit distributable is RMB 17,027,000, to be paid in cash, to employees including employees of any subsidiary of the Company.

#### 四、承認事項:

##### Matters for Ratification:

(一) 案由: 承認本公司 2018 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 2018.

說明:

1. 本公司 2018 年度財務報表, 業經勤業眾信聯合會計師事務所池瑞金及郭乃華會計師查核竣事, 出具無保留意見之報告, 且經本公司董事會於 2019 年 3 月 14 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 2018 were duly audited by the CPAs of Deloitte & Touche, Jui-Chuan Chih and Nai-Hua Kuo, with an unqualified opinion report. The financial statements were approved by the Board of Directors on March 14, 2019. The consolidated financial statements and the operational and business report for the year 2018 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 171,067,578 權, 贊成表決權數為 151,797,537 權, 反對表決權數為 182,017 權, 無效表決權數為 0 權, 棄權表決權數為 19,088,024 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 88.73%, 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 171,067,578 shares were represented at the time of voting, affirmative

vote of 151,797,537 shares, opposing vote of 182,017 shares, invalid vote of 0 share and 182,017 abstaining shares, with the affirmative votes representing 88.73%, more than half of the total shares present (included shares present in person and in proxy).

(二) 案由：承認本公司 2018 年度盈餘分配案。

Agenda: Adoption of the proposal for the Company's earnings distribution for the year 2018.

說明：

1. 本公司 2018 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 2018 年稅後淨利為人民幣 621,024,718 元，加計期初未分配盈餘人民幣 1,309,585,001 元與迴轉依法提列特別盈餘公積人民幣 1,031,858 元，本期可供分配盈餘為人民幣 1,931,641,577 元，擬分配每股現金股利人民幣 1.16 元，合計現金股利為人民幣 219,268,998 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 2018 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

2018 年度

單位：人民幣元

項 目	金 額
期初未分配盈餘	1,309,585,001
加：本期淨利	621,024,718
迴轉依法提列特別盈餘公積	1,031,858
本期可供分配盈餘	1,931,641,577
分配項目：	
股東紅利—現金（每股人民幣 1.16 元）	219,268,998
期末未分配盈餘	1,712,372,579

附註：

註 1：股東紅利係以 2019 年 3 月 14 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:

- Please refer to the 2018 EARNINGS DISTRIBUTION TABLE below prepared by the Board pursuant to the M&A of the Company.
- 2018 net profit after tax amounted to RMB621,024,718, adding un-appropriated earnings as of January 1, 2018 RMB1,309,585,001 and reversal of special reserve RMB1,031,858, the maximum distributable earnings amounted to RMB1,931,641,577 in total. The Company proposes to distribute cash dividends of RMB1.16 per share, and the total cash dividend is RMB219,268,998.
- Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to resolve the record date for the distribution and other relevant issues.
- 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 2018 earnings distribution proposal shall be adopted by ordinary resolution of the shareholders' meeting.
6. Please refer to the Earnings Distribution Table as follows:

AIRTAC INTERNATIONAL GROUP 2018 EARNINGS DISTRIBUTION TABLE	
Items	RMB
Un-appropriated Earnings as of January 1, 2018	1,309,585,001
Add: 2018 Net Profit	621,024,718
Reversal of Special Reserve	1,031,858
<b>Maximum Distributable Earnings</b>	<b>1,931,641,577</b>
Items for Distribution:	
Shareholders' dividends- in Cash (RMB1.16 per share)	219,268,998
<b>Un-appropriated Earnings after Distribution</b>	<b>1,712,372,579</b>
Notes:	
Note 1: The shareholders' dividend was based on the 189,024,998 issued and outstanding shares as of March 14, 2019. 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	

決議：表決結果，本案出席股東總表決權數為 171,067,578 權，贊成表決權數為 152,256,616 權，反對表決權數為 17 權，無效表決權數為 0 權，棄權表決權數為 18,810,945 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 89.00%，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 171,067,578 shares were represented at the time of voting, affirmative vote of 152,256,616 shares, opposing vote of 17 shares, invalid vote of 0 share and 18,810,945 abstaining shares, with the affirmative votes representing 89.00%, more than half of the total shares present (included shares present in person and in proxy).

四、選舉事項:

Matters for Election:

(一) 案由：改選本公司第五屆董事（含獨立董事）案。

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

說明：

1. 本公司現任董事（含獨立董事）之任期將於2019年5月17日屆滿，按公司法第195條規定，任期屆滿不及改選時，得延長職務至改選董事就任時為止。
2. 依本公司章程規定，本次股東常會選任第五屆董事，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2019年6月21日至2022年6月20日止。
3. 獨立董事候選人名單業經本公司2019年5月2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	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
2	任志強	●國立成功大學機械系研究所碩士 ●德國阿亨工業大學流體傳動研究所博士 ●台灣區流體傳動工業同業公會顧問 ●國立雲林科技大學機械系系主任暨教務處副教務長	0 股
3	林育雅	●國立臺灣大學會計研究所碩士 ●需昇聯合會計師事務所合夥會計師	0 股

Explanation:

1. The term of the current directors of the Company (including independent directors) is going to expire on May 17, 2019. According to Article 195 of Company Act, in case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.
2. Subject to the M&A of the Company, the directors of the fifth 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 assume office immediately upon election, and the term of such directors shall commence from June 21, 2019 to June 20, 2022.
3. The nominees of independent directors of the Company were approved by the Board of Directors on May 2, 2019. The relevant information is set forth as

follows:

No.	Name	Main Qualification and Experience	Number of Shares Held
1	Leong Kam Son	Former J W Childs Operating Partner Former President of Asia-Pacific Region, York International Corporation Director and Partner of HLL Partners	0
2	Renn Jyh Chyang	Master of Mechanical Engineering in the National Cheng Kung University Doctor of Engineering, Institute for Fluid Power Drive and Control, RWTH Aachen University, Germany Consultant of Taiwan Fluid Power Association Department head of Mechanical Engineering, Associate Vice President for Academic Affairs in National Yunlin University of Science and Technology	0
3	Lin Yu Ya	Master of Accounting in National Taiwan University Partner Accountant of Pey-Sheng CPAs Firm	0

選舉結果：

董事當選名單：

姓名	當選權數
王世忠	229,169,888
藍順正	89,580,888
汪海明	87,691,888
李懷文	84,435,888
陳瑞隆	79,793,888
曹永祥	79,420,888

獨立董事當選名單：

姓名	當選權數
梁金羨	78,217,483
任志強	221,321,383
林育雅	219,841,383

Election resolved:

The list of directors elected:

Name	Elected shares
Shih-Chung Wang	229,169,888
Shun-Cheng Lan	89,580,888
Haiming Wang	87,691,888
Huaiwen Li	84,435,888
Jui-Lung Chen	79,793,888
Yung-Hsiang Tsao	79,420,888

The list of independent directors elected:

Name	Elected shares
Kam Son Leong	78,217,483
Jyh-Chyang Renn	221,321,383
Yu-Ya Lin	219,841,383

#### 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 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 2019 年 3 月 14 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 14, 2019, 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 171,067,578 權，贊成表決權數為 152,255,440 權，反對表決權數為 1,190 權，無效表決權數為 0 權，棄權表決權數為 18,810,948 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 89.00%，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 171,067,578 shares were represented at the time of voting, affirmative vote of 152,255,440 shares, opposing vote of 1,190 shares, invalid vote of 0 share and 18,810,948 abstaining shares, with the affirmative votes representing 89.00%, 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「資金貸與他人作業程序」案。

Agenda: The amendments to the “Guideline for Lending Funds to Others” 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「資金貸與他人作業程序」之所有修訂，業經董事會於 2019 年 1 月 14 日及 5 月 2 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 “Guideline for Lending Funds to Others” of the Company were approved by the Board of Directors on January 14, 2019 and May 2, 2019, 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 171,067,578 權，贊成表決權數為 152,255,440 權，反對表決權數為 1,190 權，無效表決權數為 0 權，棄權表決權數為 18,810,948 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 89.00%，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 171,067,578 shares were represented at the time of voting, affirmative vote of 152,255,440 shares, opposing vote of 1,190 shares, invalid vote of 0 share and 18,810,948 abstaining shares, with the affirmative votes representing 89.00%, more than half of the total shares present (included shares present in person and in proxy).

(三) 案由：修訂本公司「取得或處分資產處理程序」案。

Agenda: The amendments to the “Guidelines for Acquisition and Disposal of Assets” 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「取得或處分資產處理程序」之所有修訂，業經董事會於 2019 年 3 月 14 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 “Guidelines for Acquisition and Disposal of Assets” of the Company were approved by the Board of Directors on March 14, 2019, 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 171,067,578 權，贊成表決權數為 152,255,440 權，反對表決權數為 1,190 權，無效表決權數為 0 權，棄權表決權數為 18,810,948 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 89.00%，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 171,067,578 shares were represented at the time of voting, affirmative vote of 152,255,440 shares, opposing vote of 1,190 shares, invalid vote of 0 share and 18,810,948 abstaining shares, with the affirmative votes representing 89.00%, more than half of the total shares present (included shares present in person and in proxy).

(四) 案由：修訂本公司「衍生性商品交易處理程序」案。

Agenda: The amendments to the “Guideline for Engaging in Derivatives Transactions” 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 G 所示之「衍生性商品交易處理程序」之所有修訂，業經董事會於 2019 年 3 月 14 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 “Guideline for Engaging in Derivatives Transactions” of the Company were approved by the Board of Directors on March 14, 2019, 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 171,067,578 權，贊成表決權數為 152,255,440 權，反對表決權數為 1,190 權，無效表決權數為 0 權，棄權表決權數為 18,810,948 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 89.00%，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 171,067,578 shares were represented at the time of voting, affirmative vote of 152,255,440 shares, opposing vote of 1,190 shares, invalid vote of 0 share and 18,810,948 abstaining shares, with the affirmative votes representing 89.00%, more than half of the total shares present (included shares present in person and in proxy).

(五) 案由：解除本公司第五屆董事競業禁止限制案。

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

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，敬請交付議決之。
3. 擬提請股東會解除本公司新選任第五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
董事曹永祥	兼任亞德客工業股份有限公司董事

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 directors of the fifth 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. Details of the relevant competitive businesses of the newly elected directors of the fifth 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 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 171,067,578 權，贊成表決權數為 93,496,840 權，反對表決權數為 55,962,226 權，無效表決權數為 0 權，棄權表決權數為 21,608,512 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 54.65%，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 171,067,578 shares were represented at the time of voting, affirmative vote of 93,496,840 shares, opposing vote of 55,962,226 shares, invalid vote of 0 share and 21,608,512 abstaining shares, with the affirmative votes representing 54.65%, 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：同日上午九時四十七分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 9:47 a.m. June 21, 2019

主席：王世忠  
Chairperson: Shih-Chung Wang

紀錄：林道萱  
Meeting Secretary: Tao-Hsuan Lin

王世忠

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.*