

亞德客國際集團
(簡稱「本公司」)
AIRTAC INTERNATIONAL GROUP (the “Company”)
二〇一七年股東常會議事錄

Meeting Minutes of the 2017 Annual General Meeting of the Shareholders

時間：二〇一七年五月十六日上午九時

Date: May 16, 2017, 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 159,195,341 股，占已發行股份總數之 88.92%；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 160,178,341 股，占已發行股份總數之 89.47%。

In attendance: 159,195,341 out of a total of 179,024,998 shares outstanding (including shares present in person and in proxy), which represents 88.92% of the shares outstanding at the declared convention time of the shareholders' meeting; 160,178,341 out of a total of 179,024,998 shares outstanding (including shares present in person and in proxy), which represents 89.47% 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、林江帝董事、曹永祥董事、林谷同獨立董事、謝明忠會計師、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
- Ku-Tung Lin – Independent Director
- Ming-Zhong Hsieh– Accountant (CPA)
- Annie Liao – Lawyer
- Letitia Hsiao – US Lawyer

一、主席致詞 (略)。

Chairman's Remarks: (Omitted)

二、報告事項:

Report Matters:

(一) 案由: 2016 年度營業報告，報請公鑒。

Agenda: 2016 operation and business report.

說明: 本公司 2016 年度營業報告書，請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2016 operation and business report of

the Company.

- (二) 案由: 2016 年度審計委員會查核報告, 報請公鑒。

Agenda: 2016 audit committee's audit report.

說明: 本公司 2016 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 2016 audit committee's audit report of the Company.

- (三) 案由: 2016 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 2016.

說明: 依本公司章程第 34.1 條規定, 以 2016 年度稅前利益扣除分配員工酬勞及董事酬勞前之利益之 3.5% 提撥, 金額為人民幣 18,269,000 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 3.5% of the Company's annual net income before tax and the distribution of the compensation of employees and directors for the year 2016. The amount of profit distributable is RMB 18,269,000, to be paid in cash, to employees including employees of any subsidiary of the Company.

三、承認事項:

Matters for Ratification:

- (一) 案由: 承認本公司 2016 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 2016.

說明:

1. 本公司 2016 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 2017 年 2 月 24 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 2016 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 the Board of Directors on February 24, 2017. The consolidated financial statements and the operational and business report for the year 2016 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 159,442,716 權, 贊成表決權數為 146,723,972 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 12,718,744 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 92.02%, 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 159,442,716 shares were represented at the time of voting, affirmative vote of 146,723,972 shares, opposing vote of 0 shares, invalid vote of 0 share and 12,718,744 abstaining shares, with the affirmative votes representing 92.02% of the total shares present (included shares present in person and in proxy).

(二) 案由：承認本公司 2016 年度盈餘分配案。

Agenda: Adoption of the proposal for the Company's earnings distribution for the year 2016.

說明：

1. 本公司 2016 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 2016 年稅後淨利為人民幣 394,833,690 元，加計期初未分配盈餘人民幣 700,374,365 元與迴轉依法提列特別盈餘公積人民幣 8,992,063 元，扣減因採用權益法之投資調整保留盈餘人民幣 8,996,021 元，本期可供分配盈餘為人民幣 1,095,204,097 元，擬分配每股現金股利人民幣 1.2283 元，合計現金股利為人民幣 219,896,405 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 2016 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

2016 年度

單位：人民幣元

| 項 目 | 金 額 | |
|---|---------------|----------|
| 期初未分配盈餘 | 700,374,365 | |
| 減：因採用權益法之投資調整保留盈餘 | 8,996,021 | |
| 加：本期淨利 | 394,833,690 | |
| 迴轉依法提列特別盈餘公積 | 8,992,063 | |
| 本期可供分配盈餘 | 1,095,204,097 | |
| 分配項目： | | |
| 股東紅利-現金(每股人民幣 1.2283 元) | 219,896,405 | |
| 期末未分配盈餘 | 875,307,692 | |
| 附註： | | |
| 註 1：股東紅利係以 2017 年 2 月 24 日止流通在外股數 179,024,998 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. Please refer to the 2016 EARNINGS DISTRIBUTION TABLE below prepared by the Board pursuant to the M&A of the Company.
2. 2016 net profit after tax amounted to RMB394,833,690, adding un-appropriated earnings as of January 1, 2016 RMB700,374,365 and reversal of special reserve RMB8,992,063, minus retained earnings adjusted in investments accounted for using equity method RMB8,996,021, the maximum distributable earnings amounted to RMB1,095,204,097 in total. The Company proposes to distribute cash dividends of RMB1.2283 per share, and the total cash dividend is RMB219,896,405.
3. 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.
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 2016 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 2016 EARNINGS DISTRIBUTION TABLE | |
|---|----------------------|
| Items | RMB |
| Un-appropriated Earnings as of January 1, 2016 | 700,374,365 |
| Minus: Retained earnings adjusted in investments accounted for using equity method | 8,996,021 |
| Add: 2016 Net Profit | 394,833,690 |
| Reversal of Special Reserve | 8,992,063 |
| Maximum Distributable Earnings | 1,095,204,097 |
| Items for Distribution: | |
| Shareholders' dividends- in Cash (RMB1.2283 per share) | 219,896,405 |
| Un-appropriated Earnings after Distribution | 875,307,692 |
| Notes: | |
| Note 1: Dividends distributed to the shareholders were based on the 179,024,998 issued and outstanding shares as of February 24, 2017. 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 NTD, cash dividend would be distributed in integer of NTD (round down to an integer of NTD) with fractions of NTD be 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 159,442,716 權，贊成表決權數為 146,833,172 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 12,609,544 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 92.09%，本案照案通過。

Resolved: THAT the above is approved as amended by ordinary resolution in that a total of 159,442,716 shares were represented at the time of voting, affirmative vote of 146,833,172 shares, opposing vote of 0 share, invalid vote of 0 share and 12,609,544 abstaining shares, with the affirmative votes representing 92.09% 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 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 2017 年 3 月 29 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, P.26-P.67) were approved by the Board of Directors on March 29, 2017, 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 159,442,716 權，贊成表決權數為 146,833,172 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 12,609,544 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 92.09%，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 159,442,716 shares were represented at the time of voting, affirmative vote of 146,833,172 shares, opposing vote of 0 share, invalid vote of 0 share and 12,609,544 abstaining shares, with the affirmative votes representing 92.09% of the total shares present (included shares present in person and in proxy).

(二) 案由：修訂本公司「取得或處分資產處理程序」案。

Agenda: The amendments to the Company’s “Guidelines for Acquisition and Disposal of Assets”.

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「取得或處分資產處理程序」之所有修訂，業經董事會於 2017 年 2 月 24 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 amendments to the Company’s “Guidelines for Acquisition and Disposal of Assets” were approved by the Board of Directors on February 24, 2017, which shall be adopted by an ordinary resolution.

決議：表決結果，本案出席股東總表決權數為 159,442,716 權，贊成表決權數為 146,833,172 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 12,609,544 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 92.09%，本案照案通過。

Resolved: THAT the above is approved as amended by ordinary resolution in that a total of 159,442,716 shares were represented at the time of voting, affirmative vote

of 146,833,172 shares, opposing vote of 0 shares, invalid vote of 0 share and 12,609,544 abstaining shares (included shares present in person and in proxy), with the affirmative vote representing 92.09% of the total shares present.

五、臨時動議：(無)。

Ad Hoc Motions: (None).

六、散會：同日上午九時二十九分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 9:29 a.m. May 16, 2017

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.