

亞德客國際集團
(簡稱「本公司」)
AIRTAC INTERNATIONAL GROUP (the “Company”)
二〇二六年股東常會議事錄

Meeting Minutes of the 2026 Annual General Meeting of the Shareholders

時間：二〇二六年五月十三日上午九時

Date: May 13, 2026, 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 187,016,084 股，占已發行股份總數之 93.50%；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 187,016,084 股，占已發行股份總數之 93.50%。

In attendance: 187,016,084 out of a total of 199,999,998 common shares outstanding (including shares represented by proxy), representing 93.50% of the shares outstanding at the time the shareholders' meeting was declared convened; at the time the meeting was declared adjourned, 187,016,084 shares were represented (including shares represented by proxy), representing 93.50% 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、陳瑞隆董事、李懷文董事、曹永祥董事、蕭翔銘董事、周澤宜獨立董事、任志強獨立董事、林根茂獨立董事、黃意文獨立董事、翁博仁會計師、廖婉君律師

Others present:

- Shun-Cheng Lan – Director
- Haiming Wang – Director
- Jui-Lung Chen – Director
- Huaiwen Li – Director
- Yung-Hsiang Tsao – Director
- Xiang-Ming Xiao – Director
- Tse-Yi Chou – Independent Director
- Jyh-Chyang Renn – Independent Director
- Ken-Mao Lin – Independent Director
- Yi-Wen Huang – Independent Director
- Bo-Ren Weng – 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: 2025 年度營業報告, 報請公鑒。

Agenda: 2025 operation and business report.

說明: 本公司 2025 年度營業報告書, 請參閱附件 A。

Explanation: Please refer to Exhibit A for the 2025 operation and business report of the Company.

- (二) 案由: 2025 年度審計委員會查核報告, 報請公鑒。

Agenda: 2025 audit committee's audit report.

說明: 本公司 2025 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 2025 audit committee's audit report of the Company.

- (三) 案由: 2025 年度員工及董事酬勞分配情形報告, 報請公鑒。

Agenda: 2025 remuneration to directors and employees.

說明: 依本公司章程第 34.1 條規定, 以 2025 年度稅前利益扣除分配員工酬勞及董事酬勞前之利益之 1.2% 提撥, 2025 年度之員工酬勞金額為人民幣 30,033,000 元, 以現金發放, 發放對象包含從屬公司員工, 另不分派董事酬勞。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 1.2% of the Company's annual net income before tax and the distribution of the compensation of employees and directors for the year 2025. The amount of profit distributable is RMB 30,033,000, 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: 2025 年度盈餘分配情形報告, 報請公鑒。

Agenda: The Company's earnings distribution for year 2025.

說明: 1. 依本公司章程第 34.9 條規定, 將本公司 2025 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, 盈餘分配表詳如下表所示。

2. 本公司 2025 年稅後淨利為人民幣 1,940,727,173 元, 加計期初未分配盈餘人民幣 6,001,943,787 元, 本期可供分配盈餘為人民幣 7,942,670,960 元, 擬分配每股現金股利人民幣 6.28 元, 合計現金股利為人民幣 1,255,999,988 元。

3.本公司盈餘分配表如下：

AIRTAC INTERNATIONAL GROUP

盈餘分配表

2025 年度

單位：人民幣元

項 目	金 額
期初未分配盈餘	6,001,943,787
加：本期淨利	1,940,727,173
本期可供分配盈餘	7,942,670,960
分配項目：	
股東紅利—現金（每股人民幣 6.28 元）	1,255,999,988
期末未分配盈餘	6,686,670,972

附註：

註 1：股東紅利係以 2026 年 2 月 12 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。

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：李懷文

會計主管：曹永祥

Explanation:

1. Pursuant to Article 34.9 of the M&A of the Company, the Company's earnings for 2025 will be distributed to shareholders in the form of cash. 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 and Earnings Distribution Table is shown below.
2. The Company's net profit after tax for 2025 amounted to RMB1,940,727,173, adding un-appropriated earnings as of January 1, 2025 RMB6,001,943,787, the maximum distributable earnings amounted to RMB7,942,670,960 in total. The Company proposes to distribute cash dividends of RMB6.28 per share, and the total cash dividend is RMB1,255,999,988.

3. Please refer to the Earnings Distribution Table as follows:

AIRTAC INTERNATIONAL GROUP 2025 EARNINGS DISTRIBUTION TABLE	
Items	RMB
Un-appropriated Earnings as of January 1, 2025	6,001,943,787
Add: 2025 Net Profit	1,940,727,173
Maximum Distributable Earnings	7,942,670,960
Items for Distribution:	
Shareholders' dividends- in Cash (RMB 6.28 per share)	1,255,999,988
Un-appropriated Earnings after Distribution	6,686,670,972
Notes:	
Note 1: The shareholders' dividend was based on the 199,999,998 issued and outstanding shares as of February 12, 2026. 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: Li Huai Wen CFO: Tsao Yung Hsiang	

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 2025 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 2025.

說明: 1. 本公司 2025 年度財務報表, 業經勤業眾信聯合會計師事務所翁博仁及李麗鳳會計師查核竣事, 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 2025 were duly audited by the CPAs of Deloitte & Touche, Bo-Ren, Weng and Li-Huang, Lee, with an unqualified opinion report. The Consolidated Financial Statements were approved by the Board of Directors. The Consolidated Financial Statements and the operation and business report for the year 2025 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 186,999,567 權，贊成表決權數為 171,601,301 權，反對表決權數為 9,499 權，無效表決權數為 0 權，棄權表決權數為 15,388,767 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 91.76%，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 186,999,567 shares were represented at the time of voting, affirmative vote of 171,601,301 shares, opposing vote of 9,499 shares, invalid vote of 0 share and 15,388,767 abstaining shares, with the affirmative votes representing 91.76%, 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：

Shareholders' Questions and the Company's Responses:

股東戶號 10595 號發言，針對本公司產品的銷售比重、本公司台南廠設立第二研發中心的進程、本公司淨利、存貨及應收票據數據等提出問題，經董事長及財務長分別答覆及說明。股東戶號 10595 號就本案表示異議。

Shareholder No. 10595 raised questions regarding the sales proportion of the Company's products, the progress of establishing the Company's second R&D center at its Tainan plant, and the Company's net profit, inventory, and notes receivable figures. The Chairperson and Chief Financial Officer each provided responses and explanations accordingly. Shareholder No. 10595 raised an objection with respect to this matter.

四、討論事項:

Matters for Discussion:

(一) 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 D 所示之「取得或處分資產處理程序」之所有修訂，業經董事會決議通過，茲此應經股東會普通決議議決，敬請交付議決之。

Explanation: In order to comply with the relevant amendments to applicable laws and regulations, the amendments to the "Guidelines for Acquisition and Disposal of Assets" attached hereto as Appendix D, of the Company have been approved by the Board of Directors and shall be submitted for adoption 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 186,999,567 權，贊成表決權數為 171,764,545 權，反對表決權數為 1,822 權，無效表決權數為 0 權，棄權表決權數為 15,233,200 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 91.85%，超過出席股東表決權半數，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 186,999,567 shares were represented at the time of voting, affirmative vote of 171,764,545 shares, opposing vote of 1,822 shares, invalid

vote of 0 share and 15,233,200 abstaining shares, with the affirmative votes representing 91.85%, 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).

五、臨時動議：(無)。

Ad Hoc Motions: (None).

六、散會：同日上午九時三十二分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 9:32 a.m. on May 13, 2026

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.