

股票代號
8222



寶一科技股份有限公司
AERO WIN TECHNOLOGY CORPORATION

111 年度 年報

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壹、致股東報告書

感謝各位持續對寶一的關心與支持，希望全體股東們在未來仍能持續給予公司更多的關注與支持，謝謝！

以下將就 111 年度營運結果提出報告。

一、111 年度營業結果

(一)營業計劃實施成果

本公司 111 年度主要業務為航太零組件之生產及銷售，全年營業淨額為 449,536 仟元，較 110 年度正成長 27.89%，扣除營業成本 397,754 仟元，營業費用 80,229 仟元，營業外淨收入 47,362 仟元，本期稅前淨利為 18,915 仟元，稅後淨利為 18,915 仟元，每股稅後盈餘新台幣 0.28 元。

(二)預算執行情形

本公司 111 年未對外公開財務預測資訊，故不適用。

(三)財務收支及獲利能力分析

分析項目		111 年度	110 年度	
獲利能力	資產報酬率(%)	-1.83	-7.26	
	股東權益報酬率(%)	2.49	-12.83	
	佔實收資本比率(%)	營業利益	-4.15	-15.64
		稅前純益	2.76	-15.08
	純益率(%)	4.21	-29.29	
	每股盈餘(元)	0.28	-1.50	

(四) 研究發展狀況

本公司近 2 年開發航太零件成功之技術或產品

- 1、葉片冷卻片類：開發內容包括適用於CFM56，PW1000G等發動機中之產品 4 項。
- 2、板金類環件：開發內容包括中科院，Leap 1A/B/C 等發動機零件 7 項。
- 3、加工類環件：開發內容涵蓋各式新舊大小發動機 3 項。
開發真空 pump 零件鋁合金加工成功之技術或產品。
- 4、鋁合金加工：真空 pump 零件之產品 5 項。

持續投入創新研發程度及成效。

在產品\技術的短中長期計畫則是:

- 短程計畫（三年內）：持續運用自動化技術增加效率擴充產能。
- 中程計畫（五年內）：導入開發半導體、綠能等其他業種的特殊產品所需最適設備，對製程進行優化。
- 長程計畫（十年內）：配合下一世代的發動機技術做現有製程調整與新製程開發。

本公司每年投入研發創新經費占公司總營收比分別為

年度	108	109	110	111
研發經費佔營 收比例	7%	12%	9%	6%

二、112 年度營運展望

本公司主要客戶為法國 Safran Group 旗下之各家廠商及美國 Pratt&Whitney，本公司於 110 年與客戶協力提升效率，使法國 Safran Group 之 Leap A/B/C 工件與美國 Pratt&Whitney 之 PW1100G、PW1200G、PW1500G 工件皆進入客戶認可之量產階段。代表客戶對本公司在製程創新、工作活力、交件效率及品質上之肯定。

在 110 至 111 年，上一代 CFM56 發動機部分，市場預估需求從 134 具調降至 82 具。而新一代 LEAP 系列發動機的部分，因目前全球性疫情的影響而降低需求，在 110 至 111 年市場預估 B737 max 使用的 LEAP B 需求從 311 具調升至 577 具，112 年市場預估需求約 1,024 具。而 110 至 111 年市場預估 A320 neo 使用的 LEAP A 需求從 466 具調升至 825 具，112 年市場預估需求約 885 具。波音及空中巴士均認為在整體疫情得到控制後，營運成長將會重新開始。

為了因應後疫情時代之發動機市場復甦與供應鏈集中之需求，本公司將持續開發新產品與新客戶，並改善製程及提升產能。對內則秉持公司治理的指導原則強化管理，期能提升經營績效。

敬祝

身體健康 事事如意

董事長 曾國浩

貳、公司簡介

一、設立日期

中華民國 63 年 10 月 5 日

二、公司沿革

本公司最近年度及截至年報刊印日止公司沿革如下：

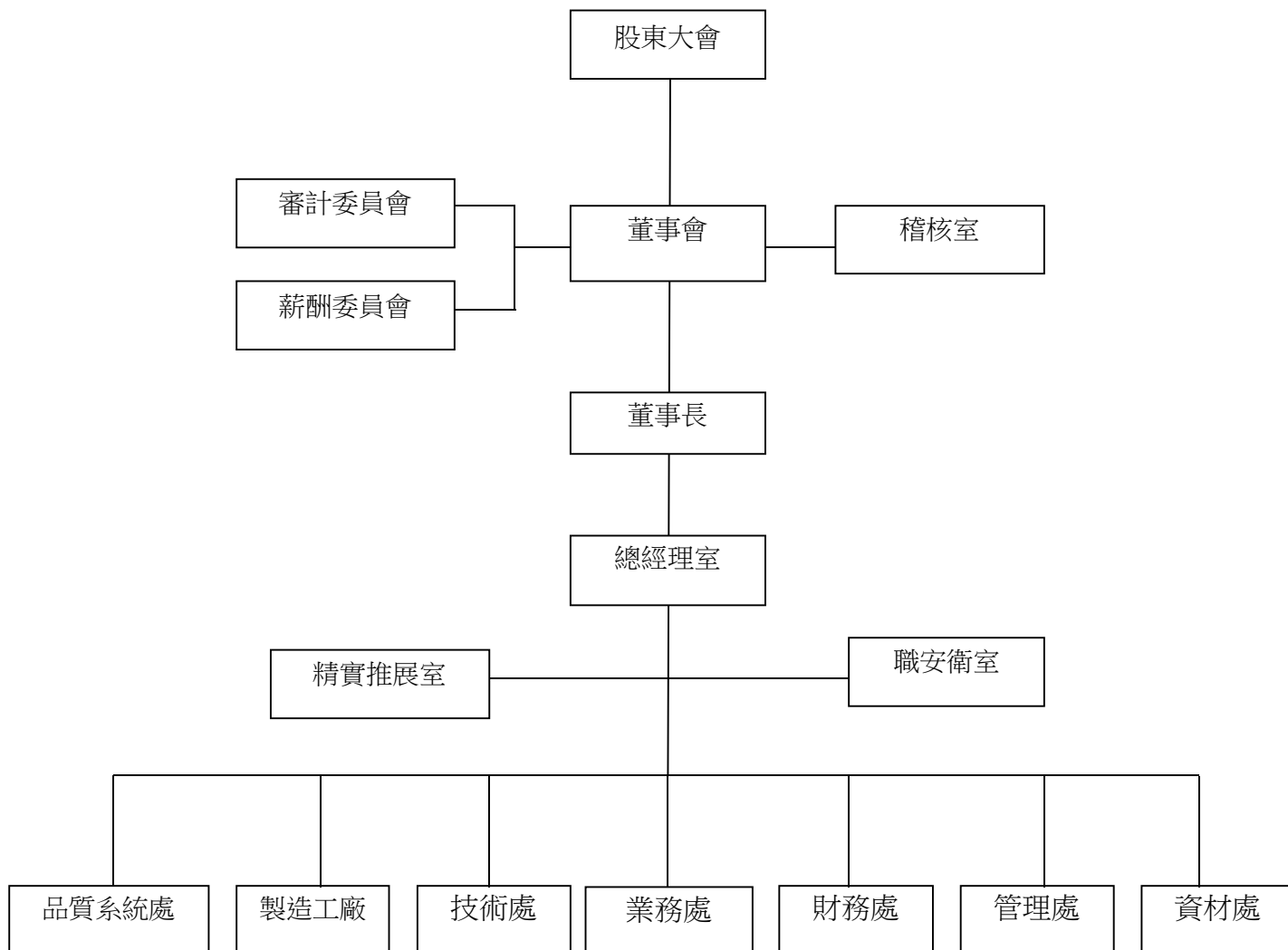
- ▲ 民國 63 年 10 月 公司成立，實收資本額新臺幣 6 佰萬元，定名為“寶一股份有限公司”。
- ▲ 民國 69 年 9 月 開始介入航太領域。
- ▲ 民國 89 年 1 月 公司更名為寶一科技股份有限公司。
- ▲ 民國 89 年 6 月 寶一航太新廠（新營廠）正式啟用，佔地一仟坪，開始進行美國普惠公司零件之量產。
- ▲ 民國 89 年 12 月 接獲法國 Snecma 公司波音 737CFM-56 引擎零組件訂單。
- ▲ 民國 91 年 6 月 取得 Snecma 之 AS 9100 系統認證。
- ▲ 民國 91 年 12 月 取得 Techspace Aero 認證及訂單。
- ▲ 民國 93 年 12 月 取得 Nadcap 焊接/硬焊認證。
- ▲ 民國 94 年 1 月 取得 Nadcap 熱處理認證。
- ▲ 民國 94 年 1 月 取得 MTU 認證及訂單。
- ▲ 民國 94 年 4 月 取得 Nadcap NDT（非破壞性檢驗）認證。
- ▲ 民國 94 年 7 月 取得 ISO9001：2000 及 AS9100B 系統認證。
- ▲ 民國 94 年 11 月 取得 MHI 高砂製造所訂單。
- ▲ 民國 95 年 4 月 獲得 Snecma 所頒發之” Most Significant Quality Improvement” 品質精進獎榮譽。
- ▲ 民國 95 年 4 月 接獲法國 Snecma 公司 SAM146 引擎零組件訂單。
- ▲ 民國 97 年 1 月 取得 SNECMA 螢檢/熱處理/硬焊/噴塗特殊製程認證。
- ▲ 民國 97 年 8 月 取得 ISO 9001 :2008 版系統換證。
- ▲ 民國 98 年 6 月 與法國 Hispano Suiza 公司簽立工件供應合約。
- ▲ 民國 98 年 10 月 完成 4,500 萬元之盈餘轉增資，實收資本額 5 億 4,500 萬元，額定資本額 7 億元。
- ▲ 民國 98 年 11 月 發行員工認股權憑證 2,000 單位。
- ▲ 民國 98 年 11 月 取得法國 Hispano Suiza 公司焊接/液滲檢驗/射線檢測特殊製程認證。
- ▲ 民國 99 年 4 月 取得 Aircelle 授予滲透檢驗 (FPI) 認證。
- ▲ 民國 99 年 9 月 完成 1,635 萬元之盈餘轉增資，實收資本額 5 億 6,135 萬元，額定資本額 7 億元。
- ▲ 民國 99 年 10 月 取得法國 Hispano Suiza 公司 Air tightness 製程認證。
- ▲ 民國 99 年 12 月 完成 4,500 萬元之現金增資，實收資本額 6 億 635 萬元，額定資本額 7 億元。
- ▲ 民國 100 年 1 月 與德國 MTU 公司簽立工件供應合約。
- ▲ 民國 100 年 1 月 取得法國 Hispano Suiza 公司熱處理製程認證。
- ▲ 民國 100 年 4 月 取得 Honeywell EDM 認證。
- ▲ 民國 100 年 5 月 與比利時 Techspace Aero 公司簽立工件供應合約。
- ▲ 民國 100 年 6 月 獲得日本三菱重工所頒發” 傑出供應商” 獎之榮譽。
- ▲ 民國 100 年 9 月 取得 Honeywell FPI 認證。
- ▲ 民國 100 年 11 月 取得日本 MHI Takasago 授予合格供應商認證。
- ▲ 民國 101 年 1 月 取得比利時 Techspace Aero 公司鈦合金焊接製程認證。
- ▲ 民國 101 年 4 月 新營廠三期廠房正式啟用。
- ▲ 民國 101 年 4 月 與日本 HITACHI 公司簽立工件供應合約。
- ▲ 民國 101 年 4 月 完成 14 萬元之員工認股權憑證轉增資，實收資本額 6 億 649 萬元，額定資本額 7 億元。
- ▲ 民國 101 年 6 月 與義大利 AVIO 公司簽立工件供應合約。
- ▲ 民國 101 年 8 月 取得比利時 Techspace Aero 公司簽立四年量產訂單。
- ▲ 民國 101 年 8 月 取得美國 Pratt&Whitney 公司簽立至 2021 年九月之合格製造認證合約。

- ▲ 民國 102 年 1 月 完成 1,305,905 元之員工認股權憑證轉增資，實收資本額 607,849,050 元，額定資本額 7 億元。
- ▲ 民國 102 年 10 月 興櫃掛牌。
- ▲ 民國 102 年 10 月 獲得法國 SNECMA 公司所頒發之『Supplier Performance Award』品質優良及準點交貨供應商獎之榮譽。
- ▲ 民國 102 年 10 月 取得法國 SNECMA 公司「LEAP 引擎零組件」訂單。
- ▲ 民國 103 年 1 月 取得俄羅斯 NPO Saturn 公司「SAM 146 引擎零組件」訂單。
- ▲ 民國 103 年 1 月 發行員工認股權憑證 500 單位。
- ▲ 民國 103 年 1 月 完成 1,065 萬元之員工認股權憑證轉增資，實收資本額 618,499,050 元，額定資本額 7 億元。
- ▲ 民國 103 年 4 月 取得比利時 Techspace Aero 公司延展「SilverCrest 引擎零組件」訂單。
- ▲ 民國 103 年 7 月 取得 Snecma X-Ray 認證。
- ▲ 民國 103 年 8 月 取得 Hispano-suiza X-Ray 認證。
- ▲ 民國 103 年 10 月 獲得法國 SNECMA 公司所頒發之『Supplier Performance Award』品質優良及準點交貨供應商獎之榮譽。
- ▲ 民國 103 年 10 月 取得 Nadcap 電阻焊接認證。
- ▲ 民國 103 年 11 月 取得美國 Pratt&Whitney 公司「PW1000G 引擎零組件」訂單。
- ▲ 民國 104 年 1 月 上市掛牌成功。
- ▲ 民國 104 年 1 月 完成 329 萬元之員工認股權憑證轉增資，實收資本額 621,789,050 元，額定資本額 10 億元。
- ▲ 民國 104 年 1 月 取得 MTU 電阻焊接認證。
- ▲ 民國 104 年 2 月 完成 6,008 萬元之現金增資，實收資本額 681,869,050 萬元，額定資本額 10 億元。
- ▲ 民國 104 年 2 月 取得 Avio 螢檢認證。
- ▲ 民國 104 年 3 月 取得比利時 Techspace Aero 公司「LEAP A/B/C 引擎零組件」訂單。
- ▲ 民國 104 年 3 月 取得比利時 Techspace Aero 公司延展「CF34-10 引擎零組件」訂單。
- ▲ 民國 104 年 4 月 取得比利時 Techspace Aero 公司延展「CFM56 引擎零組件」訂單。
- ▲ 民國 104 年 9 月 取得日本 Kawasaki Heavy Industries 公司「PW1200G/1500G/1700G/1900G 引擎零組件」訂單。
- ▲ 民國 104 年 10 月 取得比利時 Techspace Aero 公司「LEAP A/C 引擎零組件」訂單。
- ▲ 民國 104 年 10 月 取得法國 SNECMA 公司「LEAP A/B/C 引擎零組件」訂單。
- ▲ 民國 105 年 02 月 105.02.12 獲得法國 Safran Aircraft Engines『Supplier's e-NEWS』優良供應商報導。
- ▲ 民國 105 年 03 月 取得法國 Safran Aircraft Engines 公司「LEAP A/B/C 引擎零組件」訂單。
- ▲ 民國 105 年 06 月 取得 Nadcap X-Ray 認證。
- ▲ 民國 105 年 07 月 取得比利時 Safran Aero Boosters 公司「LEAP A/B/C 引擎零組件」訂單。
- ▲ 民國 105 年 10 月 取得德國 MTU Aero Engines AG 公司「PW2000/V2500 引擎零組件」續約訂單。
- ▲ 民國 105 年 10 月 取得 SAFRAN Aircraft Engines 公司 EDM 認證。
- ▲ 民國 105 年 10 月 取得 SAFRAN Aircraft Engines 公司 Welding 認證。
- ▲ 民國 105 年 11 月 取得 P&W 真空吸球焊接&鎳基合金硬焊認證。
- ▲ 民國 106 年 01 月 取得 SAFRAN Aircraft Engines 公司 HVOF 認證。
- ▲ 民國 106 年 05 月 取得 P&W 電漿噴塗認證。
- ▲ 民國 106 年 08 月 取得 Safran Transmission System 公司延展「TrentXWB 引擎零組件」長約。
- ▲ 民國 107 年 02 月 取得 Sikorsky 公司螢檢及熱處理認證。
- ▲ 民國 108 年 01 月 取得 Nadcap 噴塗認證。
- ▲ 民國 108 年 02 月 取得比利時 Safran Aero Boosters 公司「Passport 引擎零組件」訂單。
- ▲ 民國 108 年 05 月 取得 P&W 雷射焊接認證。
- ▲ 民國 109 年 02 月 取得 Safran Aircraft Engines 打磨製程認證。
- ▲ 民國 109 年 10 月 取得 Safran Transmission System 公司延展「TrentXWB 引擎零組件」長約。
- ▲ 民國 109 年 10 月 取得 Safran Aero Boosters 公司延展「LEAP A/B/C 引擎零組件」訂單。
- ▲ 民國 110 年 12 月 取得 Safran Aircraft Engines 公司延展「LEAP A/B/C 引擎零組件」長約。

參、公司治理報告

一、組織系統

1. 組織結構



2. 各主要部門所經營業務

部 門	職 掌
稽核室	營業活動、作業流程、例行稽核及內部控制制度執行與改善，並提供管理階層相關分析與報告。
精實推展室	1.持續推展精實改善活動。 2.建立生產情報與策略管理平台，提升工廠整體效能。
管理處	1.總務：廠房庶務管理、辦公設備、車輛、環境管理及警衛管理與資產管理、合約、其他契據保管、廠內機電、水電、消防等廠務設備維護保養及維修等。 2.人事：員工出勤、招募、考核及教育訓練等人事管理、薪資結算、人事規章制度之擬定。 3.資訊：資訊作業、ERP 系統暨防火牆等網路系統相關規劃及維護管理。
職安衛室	負責職業安全政策、法規與制度及相關措施之研擬、規劃、推動及督導； 規劃、督導有關人員實施巡視、定期檢查、重點檢查、危害通識及作業環境測定提供有關勞工安全衛生管理資料及建議。
業務處	新產品、新市場及新客戶之開發。 綜整本公司一切對外報價、業務接單及客戶服務事宜。
財務處	負責成本及一般會計帳務、稅務申報作業及預算作業編制。 負責資金調度、一般出納作業、有價證券之保管及登錄、投資計劃評估等。
品質系統處	建立、執行及維持本公司品保系統並取得本公司相關產業所須之品質系統認證。 解決及鑑別品質問題、制定品質政策、綜整製程改善及客服客訴等相關事宜。 本公司生產之出廠品質之確保及製程產品與完工產品之檢驗作業等。
資材處	負責國內外採購事宜、工程發包作業、採購請款作業、建立專業性採購制度及倉管、材料成本之控制。進出口業務及事務事項之綜合業務。
技術處	負責本公司 MOT 之製作、工程技術之督導及研發、協助業務估價、新產品開發之進度管制。
製造工廠	產銷協調、工時成本之控制、工程管制及生產計劃建立及維護等事宜。薄板工程、電廠維修、表面塗層等生產及工程事宜。機械加工及協助工程單位彙整及修訂 MOT 等事宜。

二、 董事、總經理、副總經理、協理、各部門及分支機構主管資料

1. 董事資料

(1)董事資料

112年4月30日

職稱	國籍或註冊地	姓名	性別 年齡	選任日期	任期	初次選任日期	選任時持有股數		現行持有股數		配偶、未成年子女現在持有股數		利用他人名義持有股數		主要經(學)歷	目前兼任本公司及其他公司之職務	具配偶或二親等以內關係之其他主管、董事或監察人			備註
							股數	持 股 比 率	股 數	持 股 比 率	股 數	持 股 比 率	股 數	持 股 比 率			職 稱	姓 名	關 係	
董事長	中華民國	極致投資股份有限公司	-	109/6/22	3年	095/6/27	6,019,869	8.79%	6,019,869	8.78%	0	0.00%	0	0.00%	-	-	無	無	無	請詳附註說明
	中華民國	代表人：曾國浩	男性 41~50	109/6/22	3年	100/6/24	4,502,166	6.58%	6,643,285	9.69%	235,000	0.34%	1,230,000	1.79%	1.日本東京大學 精密機械工學博士 2.將群專利事務所 專利工程師 3.Fujikura ltd. 研發係長 4.寶一科技(股)公司 董事長特別助理、技術處協理 5.煦康科技系統(股)公司 董事 6.MEB COMERCIAL IMPORTADORA EXPORTADORA LTD.董事長	1.寶一科技(股)公司 總經理 2.文麥(股)公司 董事 3.極致投資(股)公司 董事長 4.嘉悉(股)公司 董事 5.得寶投資(股)公司 董事長	無	無	無	
董事	中華民國	胡淑賢	女性 51~60	109/6/22	3年	105/4/26	500,000	0.73%	480,000	0.70%	0	0.00%	0	0.00%	1.銘傳大學 管理學博士 2.銘傳大學 管理科學研究所碩士 3.輔仁大學 法律系財經法學組學士 4.寶一科技(股)公司 董事長特別助理 5.煦康科技系統(股)公司 監察人 6.共通科技(股)公司 副總經理	1.寶一科技(股)公司 副總經理 2.駐龍精密機械(股)公司 獨立董事&薪酬委員(召集人) & 審計委員(召集人) 3.旭東機械工業(股)公司 獨立董事&薪酬委員&審計委員	無	無	無	
董事	中華民國	嘉悉股份有限公司	-	109/6/22	3年	109/6/22	4,343,000	6.33%	2,284,000	3.33%	0	0.00%	0	0.00%	-	-	無	無	無	

職稱	國籍或註冊地	姓名	性別年齡	選任日期	任期	初次選任日期	選任時持有股數		現行持有股數		配偶、未成年子女現在持有股數		利用他人名義持有股數		主要經(學)歷	目前兼任本公司及其他公司之職務	具配偶或二親等以內關係之其他主管、董事或監察人			備註
							股數	持 股 比 率	股 數	持 股 比 率	股 數	持 股 比 率	股 數	持 股 比 率			職 稱	姓 名	關 係	
董事	中華民國	代表人： 林高順	男性 61~70	109/6/22	3年	109/6/22	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1.輔仁大學 企業管理學學士 2.淳安電子(股)公司董事、監察人	1.文麥(股)公司董事長暨總經理 2.Monterey Cayman INC. 董事長 3.嘉悉(股)公司董事長 4.宏高科技(張家港)有限公司董事長 5.高緯投資(股)公司監察人	無	無	無	請詳附註說明
董事	中華民國	蔡美麗	女性 61~70	109/6/22	3年	92/6/30	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1.國立政治大學會計研究所碩士 2.世新大學 董事 3.交通銀行投資部科長 4.台北大學兼任講師 5.世新大學兼任講師 6.文化大學兼任講師	1.歐華投資開發(股)公司董事暨總經理 2.倫飛電腦實業(股)公司法人董事代表人 3.元翎精密工業(股)公司法人董事代表人 4.永儲(股)公司法人監察人代表人	無	無	無	
獨立董事	中華民國	張五益	男性 71~80	109/6/22	3年	100/6/24	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1.國立政治大學財政研究所 碩士 2.美國哈佛大學法學院國際租稅計劃研究(一年) 3.國立中興大學經濟系 學士 4.久裕企業(股)公司 獨立董事&薪酬委員(召集人)&審計委員(召集人) 5.安侯建業會計師事務所合夥會計師、稅務部主管會計師、事務所主席	1.佳醫健康事業(股)公司 獨立董事&薪酬委員(召集人)&審計委員(召集人) 2.寶一科技(股)公司 薪酬委員(召集人)&審計委員(召集人)	無	無	無	

職稱	國籍或註冊地	姓名	性別 年齡	選任日期	任期	初次選任日期	選任時持有股數		現行持有股數		配偶、未成年子女現在持有股數		利用他人名義持有股數		主要經(學)歷	目前兼任本公司及其他公司之職務	具配偶或二親等以內關係之其他主管、董事或監察人			備註
							股數	持 股 比 率	股 數	持 股 比 率	股 數	持 股 比 率	股 數	持 股 比 率			股 數	持 股 比 率	職稱	
獨立董事	中華民國	蘇慶陽	男性 71~80	109/6/22	3年	103/6/24	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1.成功大學機械系學士 2.政治大學企研所企家班 3.金屬工業發展中心常務董事 4.台灣區車輛同業工會常務理事 5.中華汽車工業(股)公司 董事暨總經理 6.華擎機械工業(股)公司 董事長 7.順益汽車(股)公司 副董事長 8.匯豐汽車(股)公司董事長 9.中華賓士汽車(股)公司 總裁 10.裕隆汽車製造(股)公司董事 11.佳世達科技(股)公司 獨立董事 12.馬來西亞商陳唱集團資深集團顧問 13.中國機械工程學會副理事長 14.中國工程師學會傑出工程師評審委員	1.彥臣生技藥品(股)公司 董事 2.瑞智精密(股)公司獨立董事&薪酬委員(召集人)&審計委員(召集人) 3.建大工業(股)公司 獨立董事&薪酬委員&審計委員 4.寶一科技(股)公司 薪酬委員&審計委員	無	無	無	請詳附註說明
獨立董事	中華民國	黃敏恭	男性 71~80	109/6/22	3年	109/6/22	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1.國立政治大學 法學學士 (法學院政治學系) 2.國立政治大學 法學碩士 (法學院公共行政研究所) 3.台北市政府秘書處法制室科員 4.台灣省自來水公司專員、第十一區管理處總務室主任 5.國立中興大學企業管理學系兼任講師 6.台灣省選舉委員會行政室主任 7.台灣省議會秘書處股長、秘書、專門委員、主任秘書、副秘書長、秘書長 8.台灣省諮議會簡任十四職等秘書長 9.桃園縣副縣長 10.桃園縣代理縣長 11.臺灣自來水公司董事長 12.行政院研究發展考核委員會副主任委員 13.台灣車輛(股)公司 董事長 14.尚茂電子材料(股)公司董事長	1.財團法人二十一世紀基金會 執行長 2.倫飛電腦實業(股)公司 法人董事代表人 3.寶一科技(股)公司 薪酬委員&審計委員	無	無	無	

註: (1)本公司董事長兼任總經理，係為提升經營效率與決策執行力，惟為強化董事會之獨立性，已規劃於112年股東常會改選時會增加1席獨立董事之方式提升董事會職能及強化監督功能。

(2)本公司目前之審計委員會及薪酬委員會皆由三位獨立董事組成，且過半數之董事未兼員工或經理人。

(2)法人股東之主要股東

112年04月30日

法人股東名稱	法人股東之主要股東		持股比例
極致投資股份有限公司	1	曾國浩	48.79%
	2	曾逸文	36.46%
	3	蕭琤芳	8.19%
	4	曾若晴	7.63%
嘉悉股份有限公司	1	文麥股份有限公司	100%

(3)前表主要股東為法人者其主要股東

法人股東名稱	法人股東之主要股東	持股比例
文麥股份有限公司	高緯投資股份有限公司	28.22%
	昆盈企業股份有限公司	7.71%
	曾國浩	7.65%
	漢茂投資展業股份有限公司	4.68%
	蔡勝賢	2.94%
	葉記纖維股份有限公司	2.76%
	劉鳳森	2.59%
	極致投資股份有限公司	2.24%
	黃麗卿	1.62%
	林高順	1.61%

(4)董事資料所具專業知識及獨立性之情形

條件 姓名		專業資格與經驗	獨立性情形(註)	兼任其他公開發行公司獨立董事家數
董事長	曾國浩	具有五年以上公司經營管理、領導決策、產業知識等業務所需之工作經驗，目前擔任極致投資(股)公司及得寶投資(股)公司董事長、本公司董事長暨總經理及未有公司法第 30 條各款情事之一。	未與其他董事間具有配偶或二親等以內之親屬關係。	0
董事	胡淑賢	具有五年以上公司經營管理、領導決策、財務會計、法律等業務所需之工作經驗，目前擔任駐龍精密機械(股)公司獨立董事&薪酬委員(召集人)&審計委員(召集人)及旭東機械工業(股)公司獨立董事&薪酬委員&審計委員、本公司董事暨副總經理及未有公司法第 30 條各款情事之一。	1.未與其他董事間具有配偶或二親等以內之親屬關係。 2.未有公司法第 27 條規定以政府、法人或其代表人當選。	2
董事	蔡美麗	具有五年以上公司經營管理、財務會計等業務所需之工作經驗，目前擔任歐華創業投資(股)公司法人董事代表人暨總經理、育華創業投資(股)公司總經理、富華創業投資(股)公司總經理、元翎精密工業(股)公司法人董事代表人、永儲(股)公司法人監察人代表人，曾兼任台北大學、世新大學、文化大學講師及未有公司法第 30 條各款情事之一。	1.非為公司或其關係企業之受僱人。 2.未與其他董事間具有配偶或二親等以內之親屬關係。 3.未有公司法第 27 條規定以政府、法人或其代表人當選。	0
董事	林高順	具有五年以上公司經營管理業務所需之工作經驗，目前擔任文麥(股)公司董事長暨總經理、Monterey Cay INC 董事長、嘉悉(股)公司董事長、宏高科技(張家港)有限公司董事長、高緯投資(股)公司監察人及未有公司法第 30 條各款情事之一。	1.非為公司或其關係企業之受僱人。 2.未與其他董事間具有配偶或二親等以內之親屬關係。	0
獨立董事	張五益	具有五年以上公司財務會計業務所需之工作經驗，目前擔任佳醫健康事業(股)公司獨立董事、薪酬委員、審計委員，曾任職安侯建業會計師事務所合夥會計師、稅務部主管會計師、事務所主席及未有公司法第 30 條各款情事之一。	1.非本公司或其關係企業之受僱人。 2.非本公司或其關係企業之董事、監察人。 3.非本人及其配偶、未成年子女或以他人名義持有公司已發行股份總數 1%以上或持股前十名之自然人股東。 4.非 1 所列之經理人或 2、3 所列人員之配偶、二親等以內親屬	1

條件 姓名		專業資格與經驗	獨立性情形(註)	兼任其他公開發行公司獨立董事家數
獨立董事	蘇慶陽	具有五年以上公司經營管理、產業知識等業務所需之工作經驗，目前擔任彥臣生技藥品(股)公司董事、瑞智精密(股)公司獨立董事暨薪酬委員(召集人)、審計委員(召集人)、建大工業(股)公司獨立董事、薪酬委員、審計委員，曾任職台灣區車輛同業工會常務理事、中華汽車工業(股)公司董事暨總經理、華擎機械工業(股)公司董事長、順益汽車(股)公司副董事長、匯豐汽車(股)公司董事長、中華賓士汽車(股)總裁、佳世達科技(股)獨立董事及未有公司法第 30 條各款情事之一。	或三親等以內直系血親親屬。 5.非直接持有本公司已發行股份總數 5%以上、持股前五名或依公司法第 27 條第 1 項或第 2 項指派代表人擔任公司董事或監察人之法人股東之董事、監察人或受僱人。 6.非與本公司之董事席次或有表決權之股份超過半數係由同一人控制之他公司董事、監察人或受僱人。 7.非與本公司之董事長、總經理或相當職務者互為同一人或配偶之他公司或機構之董事(理事)、監察人(監事)或受僱人。 8.非與本公司有財務或業務往來之特定公司或機構之董事(理事)、監察人(監事)、經理人或持股 5%以上股東。 9.非為本公司或關係企業提供審計或最近二年取得報酬之商務、法務、財務、會計等相關服務之專業人士、獨資、合夥、公司或機構之企業主、合夥人、董事(理事)、監察人(監事)、經理人及其配偶。 10.未與其他董事間具有配偶或二親等以內之親屬關係。 11.未有公司法第 27 條規定以政府、法人或其代表人當選。	2
獨立董事	黃敏恭	具有五年以上公司經營管理、法律等業務所需之工作經驗，目前擔任財團法人二十一世紀基金會執行長、倫飛電腦實業(股)公司法人董事代表人，曾任職臺灣自來水公司董事長、國立中興大學企業管理學系兼任講師、台灣車輛股份有限公司董事長、尚茂電子材料股份有限公司董事長及未有公司法第 30 條各款情事之一。		0

註：依據上市審查準則及公開發行公司獨立董事設置及應遵循事項，本公司已取得個別獨立董事獨立性聲明書，確認均符合法令規定之獨立性資格條件

(5)董事會多元化及獨立性

(1)董事會多元化：

本公司基於多元化政策及強化公司治理並促進董事會組成及結構健全之發展，本公司董事候選人之提名係遵照公司章程之規定採用候選人提名制，評估各候選人學(經)歷資格、衡量專業背景、誠信度或相關專業資格等，經董事會決議通過後，送請股東會選任之。董事會成員組成除兼任公司經理人之董事不宜逾董事席次三分之一外，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，包括但不限於以下：

- 1.基本條件與價值：性別、年齡、國籍及文化。
- 2.專業知識與技能：營運判斷能力、會計及財務分析能力、經營管理能力、危機處理能力、國際市場觀、領導能力及決策能力。

本公司現任董事會由 7 位董事組成，其董事會組成多元化政策之具體管理目標及達成情形如下：

管理目標	達成情形
獨立董事席次逾董事席次三分之一	達成
兼任公司經理人之董事不宜逾董事席次三分之一	達成
女性董事比率目標為 25%以上	達成
適足多元之專業知識與技能	達成

董事會成員多元化政策落實情形如下：

董監事姓名	基本組成									專業能力					
	國籍	性別	兼任本公司員工	年齡			獨立董事任期年資			經營管理	領導決策	產業知識	財務會計	法律	公益環保
				41至60	61至70	71至80	3年以下	3至9年	9年以上						
曾國浩 董事長	ROC	男	V	V						V	V	V			
胡淑賢 董事	ROC	女	V	V						V	V		V	V	
蔡美麗 董事	ROC	女			V					V			V		
林高順 董事	ROC	男			V					V					
張五益 獨立董事	ROC	男				V			V				V		
蘇慶陽 獨立董事	ROC	男				V		V		V		V			V
黃敏恭 獨立董事	ROC	男				V	V			V				V	

(2)董事會獨立性：

本公司現任董事會成員共 7 位，包含 3 位獨立董事及 2 位具員工身份董事(佔全體董事成員比例分別為 42.86%及 28.57%)，截至 111 年底，獨立董事均符合金融監督管理委員會證券期貨局有關獨立董事之規範，且各董事及獨立董事間無證券交易法第 26 條之 3 規定、第 3 及第 4 項之情事，本公司董事會具獨立性(請參閱本年報第 13-14 頁-董事資料所具專業知識及獨立性之情形揭露)，各董事經學歷、性別及工作經驗(請參閱本年報第 09-11 頁-董事資料)。

註 1：專業資格與經驗：敘明個別董事及監察人之專業資格與經驗，如屬審計委員會成員且具備會計或財務專長者，應敘明其會計或財務背景及工作經歷，另說明是否未有公司法第 30 條各款情事。

註 2：獨立董事應敘明符合獨立性情形，包括但不限於本人、配偶、二親等以內親屬是否擔任本公司或其關係企業之董事、監察人或受僱人；本人、配偶、二親等以內親屬(或利用他人名義)持有公司股份數及比重；是否擔任與本公司有特定關係公司(參考公開發行公司獨立董事設置及應遵循事項辦法第 3 條第 1 項 5~8 款規定)之董事、監察人或受僱人；最近 2 年提供本公司或其關係企業商務、法務、財務、會計等服務所取得之報酬金額。

註 3：揭露方式請參閱臺灣證券交易所公司治理中心網站之最佳實務參考範例。

2.總經理、副總經理、協理、各部門及分支機構主管資料

112年4月30日;股%

職稱	國籍	姓名	性別	就任日期	持有股份		配偶、未成年子女持有股份		利用他人名義持有股份		主要經(學)歷	目前兼任其他公司之職務	具配偶或二親等以內關係之經理人		
					股數	持股比例	股數	比持股率	股數	比持股率			職稱	姓名	關係
董事長暨總經理(詳附註3說明)	中華民國	曾國浩	男性	105.06	6,643,285	9.69%	235,000	0.34%	1,230,000	1.79%	1.日本東京大學 精密機械工學博士 2.將群專利事務所 專利工程師 3.Fujikura ltd. 研發係長 4.寶一科技(股)公司董事長特別助理/技術處協理 5.煦康科技系統(股)公司董事 6.MEBCOMERCIAL IMPORTADORA EXPORTADORA LTD.董事長	1.文麥(股)公司 董事 2.極致投資(股)公司 董事長 3.嘉悉(股)公司 董事 4.得寶投資(股)公司 董事長	無	無	無
				105.01											
董事暨副總經理(詳附註3說明)	中華民國	胡淑賢	女性	95.05	480,000	0.70%	0	0.00%	0	0.00%	1.銘傳大學 管理學博士 2.銘傳大學 管理科學研究所 碩士 3.輔仁大學 法律系財經法學組 學士 4.寶一科技(股)公司 董事長特別助理 5.煦康科技系統(股)公司 監察人 6.共通科技(股)公司 副總經理	1.駐龍精密機械(股)公司 獨立董事& 薪酬委員(召集人)& 審計委員(召集人) 2.旭東機械工業(股)公司 獨立董事&薪酬委員&審計委員	無	無	無
製造工廠廠長	中華民國	蘇順安	男性	100.07	121,417	0.18%	0	0.00%	0	0.00%	中正理工學院 航空系	無	無	無	無
技術處協理	中華民國	黃進焜	男性	101.03	1,889	0.00%	0	0.00%	0	0.00%	中山大學 材料科學碩士 高晟科技(股)公司 協理 技航科技(股)公司 協理	無	無	無	無
品質系統處協理	中華民國	莫資宜	男性	107.06	0	0.00%	0	0.00%	0	0.00%	國立高雄應用科技大學 工業工程與管理碩士 朝宇航太科技品保部 經理	無	無	無	無
財務處副協理	中華民國	謝舒萍	女性	95.07	0	0.00%	0	0.00%	0	0.00%	成功大學 企業管理所碩士 寶一科技資材部 經理	無	無	無	無
業務處副協理	中華民國	林聖傑	男性	109.01	0	0.00%	0	0.00%	0	0.00%	Salem International University MBA 研究所 碩士 中國電器子工廠 技術兼管理	無	無	無	無

註1：應包括總經理、副總經理、協理、各部門及分支機構主管資料，以及凡職位相當於總經理、副總經理或協理者，不論職稱，亦均應予揭露。

註2：與擔任目前職位相關之經歷，如於前揭期間曾於查核簽證會計師事務所或關係企業任職，應敘明其擔任之職稱及負責之職務。

註3：(1).本公司董事長兼任總經理，係為提升經營效率與決策執行力，惟為強化董事會之獨立性，已規劃於112年股東常會改選時會增加1席獨立董事之方式提升董事會職能及強化監督功能。

(2).本公司目前之審計委員會及薪酬委員會皆由三位獨立董事組成，且過半數之董事未兼任員工或經理人。

3.最近年度支付董事、監察人、總經理及副總經理之酬金

(1)董事(含獨立董事)之酬金

111 年度 單位：新臺幣仟元

職稱	姓名	董事酬金								兼任員工領取相關酬金										A、B、C、D、E、F及G等七項總額及占稅後純益之比例(註10)	有無領取來自子公司以外轉投資事業或母公司酬金(註11)				
		報酬(A)(註2)		退職退休金(B)		董事酬勞(C)(註3)		業務執行費用(D)(註4)		A、B、C及D等四項總額及占稅後純益之比例(註10)		薪資、獎金及特支費等(E)(註5)		退職退休金(F)		員工酬勞(G)(註6)									
		本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司				財務報告內所有公司(註7)		本公司	財務報告內所有公司(註7)
																		現金金額	股票金額			現金金額	股票金額		
董事長	極致投資股份有限公司 代表人：曾國浩	0	0	0	0	0	0	50	50	50	50	2,494	2,494	0	0	0	0	0	0	2,544	2,544	無			
董事	胡淑賢	0	0	0	0	0	0	50	50	50	50	1,856	1,856	99	99	0	0	0	0	2,005	2,005	無			
董事	蔡美麗	0	0	0	0	0	0	50	50	50	50	0	0	0	0	0	0	0	0	50	50	無			
董事	嘉悉股份有限公司 代表人：林高順 (109/7/4 就任)	0	0	0	0	0	0	40	40	40	40	0	0	0	0	0	0	0	0	40	40	無			
獨立董事	張五益	0	0	0	0	0	0	50	50	50	50	0	0	0	0	0	0	0	0	50	50	無			
獨立董事	蘇慶陽	0	0	0	0	0	0	50	50	50	50	0	0	0	0	0	0	0	0	50	50	無			

職稱	姓名	董事酬金								兼任員工領取相關酬金								A、B、C、D、E、F及G等七項總額及占稅後純益之比例(註10)	有無領取自子公司以外轉投資事業或母公司酬金(註11)			
		報酬(A)(註2)		退職退休金(B)		董事酬勞(C)(註3)		業務執行費用(D)(註4)		A、B、C及D等四項總額及占稅後純益之比例(註10)		薪資、獎金及特支費等(E)(註5)		退職退休金(F)		員工酬勞(G)(註6)						
		本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	財務報告內所有公司(註7)	本公司	股票金額			現金金額	股票金額	現金金額
獨立董事	黃敏恭(109/7/4 就任)	0	0	0	0	0	0	50	50	50 0.26%	50 0.26%	0	0	0	0	0	0	0	0	50 0.26%	50 0.26%	無

酬金級距表

給付本公司各個董事酬金級距	董事姓名			
	前四項酬金總額(A+B+C+D)		前七項酬金總額(A+B+C+D+E+F+G)	
	本公司(註 8)	財務報告內所有公司(註 9) H	本公司(註 8)	財務報告內所有公司(註 9) I
低於 1,000,000 元	極致投資股份有限公司代表人：曾國浩、胡淑賢、蔡美麗、嘉悉股份有限公司代表人：林高順、張五益、蘇慶陽、黃敏恭	極致投資股份有限公司代表人：曾國浩、胡淑賢、蔡美麗、嘉悉股份有限公司代表人：林高順、張五益、蘇慶陽、黃敏恭	蔡美麗、嘉悉股份有限公司代表人：林高順、張五益、蘇慶陽、黃敏恭	蔡美麗、嘉悉股份有限公司代表人：林高順、張五益、蘇慶陽、黃敏恭
1,000,000 元(含)~2,000,000 元(不含)	-	-	-	-
2,000,000 元(含)~3,500,000 元(不含)	-	-	極致投資股份有限公司代表人：曾國浩、胡淑賢	極致投資股份有限公司代表人：曾國浩、胡淑賢
3,500,000 元(含)~5,000,000 元(不含)	-	-	-	-
5,000,000 元(含)~10,000,000 元(不含)	-	-	-	-
10,000,000 元(含)~15,000,000 元(不含)	-	-	-	-
15,000,000 元(含)~30,000,000 元(不含)	-	-	-	-
30,000,000 元(含)~50,000,000 元(不含)	-	-	-	-
50,000,000 元(含)~100,000,000 元(不含)	-	-	-	-
100,000,000 元以上	-	-	-	-
總計	共 7 位	共 7 位	共 7 位	共 7 位

註 1：董事姓名應分別列示(法人股東應將法人股東名稱及代表人分別列示)，以彙總方式揭露各項給付金額。若董事兼任總經理或副總經理者應填列表及下表(3-1)或(3-2)。

註 2：係指最近年度董事之報酬(包括董事薪資、職務加給、離職金、各種獎金、獎勵金等等)。

註 3：係填列最近年度經董事會通過分派之董事酬勞金額。

註 4：係指最近年度董事之相關業務執行費用(包括車馬費、特支費、各種津貼、宿舍、配車等實物提供等等)。如提供房屋、汽車及其他交通工具或專屬個人之支出時，應揭露所提供資產之性質及成本、實際或按公平市價設算之租金、油資及其他給付。另如配有司機者，請附註說明公司給付該司機之相關報酬，但不計入酬金。

註 5：係指最近年度董事兼任員工(包括兼任總經理、副總經理、其他經理人及員工)所領取包括薪資、職務加給、離職金、各種獎金、獎勵金、車馬費、特支費、各種津貼、宿舍、配車等實物提供等等。如提供房屋、汽車及其他交通工具或專屬個人之支出時，應揭露所提供資產之性質及成本、實際或按公平市價設算之租金、油資及其他給付。另如配有司機者，請附註說明公司給付該司機之相關報酬，但不計入酬金。另依 IFRS「股份基礎給付」認股權憑證、限制員工權利新股及參與現金增資認購股份等，亦應計入酬金。

註 6：係指最近年度董事兼任員工(包括兼任總經理、副總經理、其他經理人及員工)取得員工紅利(含股票紅利及現金紅利)者，應揭露最近年度盈餘分配議案股東會前經董事會通過擬議配發員工紅利金額，若無法預估者則按去年實際配發金額比例計算今年擬議配發金額，並另應填列表一之三。

註 7：應揭露合併報告內所有公司(包括本公司)給付本公司董事各項酬金之總額。

註 8：本公司給付每位董事各項酬金總額，於所歸屬級距中揭露董事姓名。

註 9：應揭露合併報告內所有公司(包括本公司)給付本公司每位董事各項酬金總額，於所歸屬級距中揭露董事姓名。

註 10：稅後純益係指最近年度個體或個別財務報告之稅後純益。

註 11：a.本欄應明確填列公司董事領取來自子公司以外轉投資事業或母公司相關酬金金額。(若無者，則請填「無」)

b.公司董事如有領取來自子公司以外轉投資事業或母公司相關酬金者，應將公司董事於子公司以外轉投資事業或母公司

所領取之酬金，併入酬金級距表之 I 欄，並將欄位名稱改為「母公司及所有轉投資事業」。

c. 酬金係指本公司董事擔任子公司以外轉投資事業或母公司之董事、監察人或經理人等身分所領取之報酬、酬勞(包含員工、董事及監察人酬勞)及業務執行費用等相關酬金。

*本表所揭露酬金內容與所得稅法之所得概念不同，故本表目的係作為資訊揭露之用，不作課稅之用。

(2) 監察人之酬金：不適用。

(3)總經理及副總經理之酬金

單位：新臺幣仟元

職稱	姓名	薪資(A) (註 2)		退職退休金(B)		獎金及 特支費等(C) (註 3)		員工酬勞金額(D) (註 4)				A、B、C 及 D 等 四項總額及占稅後 純益之比例 (%) (註 8)		有無領 取來自 子公司 以外轉 投資事 業或母 公司酬 金(註 9)
		本公司	財務 報告 內所 有公 司 (註 5)	本公司	財務 報告 內所 有公 司 (註 5)	本公司	財務報 告內所 有公司 (註 5)	本公司		財務報告 內所有公 司 (註 5)		本公司	財務報 告內所 有公 司 (註 5)	
								現金 金額	股 票 金 額	現金 金額	股 票 金 額			
總經理	曾國浩	2,160	2,160	0	0	334	334	0	0	0	0	2,494 13.19%	2,494 13.19%	無
副總經理	胡淑賢	1,584	1,584	99	99	272	272	0	0	0	0	1,955 10.33%	1,955 10.33%	無

酬金級距表

給付本公司各個總經理及副總經理酬金級距	總經理及副總經理姓名	
	本公司(註 6)	財務報告內所有公司(註 7) E
低於 1,000,000 元	-	-
1,000,000 元(含)~2,000,000 元(不含)	-	-
2,000,000 元(含)~3,500,000 元(不含)	曾國浩、胡淑賢	曾國浩、胡淑賢
3,500,000 元(含)~5,000,000 元(不含)	-	-
5,000,000 元(含)~10,000,000 元(不含)	-	-
10,000,000 元(含)~15,000,000 元(不含)	-	-
15,000,000 元(含)~30,000,000 元(不含)	-	-
30,000,000 元(含)~50,000,000 元(不含)	-	-
50,000,000 元(含)~100,000,000 元(不含)	-	-
100,000,000 元以上	-	-
總計	共 2 位	共 2 位

註 1：總經理及副總經理姓名應分別列示，以彙總方式揭露各項給付金額。若董事兼任總經理或副總經理者應填列本表及上表(1-1)或(1-2)。

註 2：係填列最近年度總經理及副總經理薪資、職務加給、離職金。

註 3：係填列最近年度總經理及副總經理各種獎金、獎勵金、車馬費、特支費、各種津貼、宿舍、配車等實物提供及其他報酬金額。如提供房屋、汽車及其他交通工具或專屬個人之支出時，應揭露所提供資產之性質及成本、實際或按公平市價設算之租金、油資及其他給付。另如配有司機者，請附註說明公司給付該司機之相關報酬，但不計入酬金。另依 IFRS「股份基礎給付」認股權憑證、限制員工權利新股及參與現金增資認購股份等，亦應計入酬金。

註 4：係填列最近年度經董事會通過分派總經理及副總經理之員工酬勞金額（含股票及現金），若無法預估者則按去年實際分派金額比例計算今年擬議分派金額，並另應填列附表一之三。稅後純益係指最近年度之稅後純益；已採用國際財務報導準則者，稅後純益係指最近年度個體或個別財務報告之稅後純益。

註 5：應揭露合併報告內所有公司(包括本公司)給付本司總經理及副總經理各項酬金之總額。

註 6：本公司給付每位總經理及副總經理各項酬金總額，於所歸屬級距中揭露總經理及副總經理姓名。

註 7：應揭露合併報告內所有公司(包括本公司)給付本公司每位總經理及副總經理各項酬金總額，於所歸屬級距中揭露總經理及副總經理姓名。

註 8：稅後純益係指最近年度之稅後純益；已採用國際財務報導準則者，稅後純益係指最近年度個體或個別財務報告之稅後純益。

註 9：a.本欄應明確填列公司總經理及副總經理領取來自子公司以外轉投資事業或母公司相關酬金金額。

b.公司總經理及副總經理如有領取來自子公司以外轉投資事業或母公司相關酬金者，應將公司總經理及副總經理於子公司以外轉投資事業或母公司所領取之酬金，併入酬金級距表 E 欄，並將欄位名稱改為「母公司及所有轉投資事業」。

c.酬金係指本公司總經理及副總經理擔任子公司以外轉投資事業或母公司之董事、監察人或經理人等身分所領取之報酬、酬勞（包括員工、董事及監察人酬勞）及業務執行費用等相關酬金。

註 10：係指截至年報刊印日止董事兼任員工（包括兼任總經理、副總經理、其他經理人及員工）取得限制員工權利新股股數，除填列本表外，尚應填列附表十五之一。

* 本表所揭露酬金內容與所得稅法之所得概念不同，故本表目的係作為資訊揭露之用，不作課稅之用。

(3-1)前五位酬金最高主管之酬金：

單位：新臺幣仟元

職稱	姓名	薪資(A) (註 2)		退職退休金(B)		獎金及 特支費等(C) (註 3)		員工酬勞金額(D) (註 4)				A、B、C 及 D 等 四項總額及占稅後 純益之比例 (%) (註 8)		有無領 取來自 子公司 以外轉 投資事 業酬金 (註 9)
		本公司	財務 報告 內所 有公 司 (註 5)	本公司	財務 報告 內所 有公 司 (註 5)	本公司	財務報 告內所 有公司 (註 5)	本公司		財務報告 內所有公 司 (註 5)		本公司	財務報 告內所 有公 司 (註 5)	
								現金 金額	股 票 金 額	現金 金額	股 票 金 額			
總經理	曾國浩	2,160	2,160	0	0	334	334	0	0	0	0	2,494	2,494	無
副總經理	胡淑賢	1,584	1,584	99	99	272	272	0	0	0	0	1,955	1,955	無
協理	蘇順安	1,200	1,200	73	73	99	99	0	0	0	0	1,372	1,372	無
協理	黃進焜	1,198	1,198	73	73	99	99	0	0	0	0	1,370	1,370	無
協理	莫資宜	1,020	1,020	63	63	83	83	0	0	0	0	1,166	1,166	無

(4)配發員工紅利之經理人姓名及配發情形：

111 年度\單位：新臺幣仟元

	職稱 (註 1)	姓名 (註 1)	股票紅利金 額	現金紅利金 額	總計	總額占稅後 純益之比例 (%)
經 理 人	總經理	曾國浩	0	0	0	0%
	副總經理	胡淑賢				
	技術處協理	黃進焜				
	製造工廠廠長	蘇順安				
	品質系統處協理	莫資宜				
	業務處副協理	林聖傑				
	財務處副協理	謝舒萍				

* 111 年度不分配員工酬勞。

註 1：應揭露個別姓名及職稱，但得以彙總方式揭露盈餘分配情形。

註 2：係填列最近年度盈餘分配股東會前經董事會通過擬議配發經理人之員工紅利金額（含股票紅利及現金紅利），若無法預估者則按去年實際配發金額比例計算今年擬議配發金額。稅後純益係指最近年度之稅後純益。

註 3：經理人之適用範圍，依據本會 92 年 3 月 27 日台財證三字第 0920001301 號函令規定，其範圍如下：

- (1)總經理及相當等級者
- (2)副總經理及相當等級者
- (3)協理及相當等級者
- (4)財務部門主管
- (5)會計部門主管
- (6)其他有為公司管理事務及簽名權利之人

註 4：若董事、總經理及副總經理有領取員工紅利（含股票紅利及現金紅利）者，除填列附表一之二外，另應再填列表。

(5)分別比較說明本公司及合併報表所有公司於最近兩年度支付本公司董事、監察人、總經理及副總經理酬金總額占稅後純益比例之分析並說明付酬金之政策、標準與組合、訂定酬金之程序、與經營績效及未來風險之關聯性：

職稱	111 年度		110 年度	
	本公司	財務報告內所有公司	本公司	財務報告內所有公司
董事(含獨立董事)	25.32%	25.32%	-4.67%	-4.67%
總經理及副總經理				

註 1. 111 及 110 年度不分配員工酬勞。

註 2. 給付酬金之政策、標準與組合、訂定酬金之程序，與經營績效及未來風險之關聯性：

(1)本公司董事及經理人酬勞之給付原則

A.本公司之董事酬金僅得以現金為之，依本公司章程第 19 條規定，董事之報酬，授權董事會依其對公司營運參與之程度及貢獻之價值，並參酌同業之水準議定之。另當年度公司如有獲利，依本公司章程第 21 條規定提撥不高於 3% 為董事酬勞，由全數董事參與董事酬勞之分派。

B.本公司經理人酬金，由薪酬委員會依經理人薪資報酬政策及制度及參酌 104 薪資福利調查報告之同業通常水準支給資料評估審查後董事會議定之。另為體恤及獎勵員工在工作上的努力付出，相關獎金亦視公司年度經營績效、財務狀況、營運狀況及個人工作績效核給；另當年度公司如有獲利，依本公司章程第 21 條規定提撥 5%~10% 為員工酬勞。依本公司管理損益報表，並參酌經理人之目標達成率評核。而在於公司核心價值之實踐與營運管理能力、永續經營之參與等兩大部分，計算其經營績效之酬金，並隨時視實際經營狀況及相關法令適時檢討酬金制度。

(2)本公司董事及經理人酬勞之酬金給付程序

A.董事酬勞

本公司董事酬金之訂定，係參考公司整體營運績效、產業未來經營及發展趨勢、國內業界水平等，並依董事對公司營運參與程度及貢獻度而給予合理報酬；相關績效評估及酬金合理性均經薪資報酬委員會及董事會審核，並隨時視實際經營狀況及相關法令適時檢討酬金制度，以確保與公司永續經營成果相平衡。

B.經理人酬金

本公司經理人薪酬係包含固定薪資(本薪、加給、津貼)、變動獎酬(獎金、酬勞、股票)及福利等；固定薪資乃由公司依據個人學經歷及職務說明書並參考同業界水平為原則，變動獎酬則以公司及個人績效成果與貢獻等為綜合考量。

本公司績效指標內容，以年度經營目標成果為主，包含：預算達成率、獲利率及經營效益等為主，並搭配權重調整為輔；本公司績效指標制定，係每年依據公司經營績效、內外部市場環境及政府法規政策等而制定之；本公司績效評量作業，係每年進行績效評量及考核作業，以確保經營目標得以達成；本公司績效成果連結，經理人需經薪資報酬委員會評估及審核並提報董事會通過後執行之。

(3).本公司支付董事及經理人酬金，除考量公司未來的營運發展與經營風險，皆已併同綜合考量薪資報酬之數額、支付方式及公司未來風險事項，並同時評估與其經營績效呈正相關，以謀永續經營與風險控管之平衡。

三、公司治理運作情形

1. 董事會運作情形

(1)111 年度董事會共召開 5 次(A)，董事出席情形如下：

職稱	姓名	實際出(列)席次數(B)	委託出席次數	實際出(列)席率(%)【B/A】	備註
董事長	極致投資股份有限公司 代表人：曾國浩	5	0	100%	
董事	胡淑賢	5	0	100%	
董事	蔡美麗	4	1	80%	
董事	嘉悉股份有限公司 代表人：林高順	4	1	80%	
獨立董事	張五益	5	0	100%	
獨立董事	蘇慶陽	5	0	100%	
獨立董事	黃敏恭	5	0	100%	

其他應記載事項：

一、董事會之運作如有下列情形之一者，應敘明董事會日期、期別、議案內容、所有獨立董事意見及公司對獨立董事意見之處理：

(一)證券交易法第 14 條之 3 所列事項。

董事會日期/ 期別	議案內容及後續處理	證券交易法第 14 條之 3 所列事項	獨立董事反對或保 留意見
第 8 屆第 11 次 111.02.25	一一一年度簽證會計師獨立性評估案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 11 次 111.02.25	取得或處分資產處理程序部分條文修訂案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 12 次 111.05.09	公司治理實務守則及企業社會責任實務守則部分 條文修訂案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 14 次 111.11.07	內部重大資訊處理作業程序及防範內線交易管理 辦法部分條文修訂案。	V	X

	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 16 次 112.02.17	一一二年度簽證會計師獨立性及適任性評估案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 16 次 112.02.17	公司公司治理實務守則及永續發展實務守則部分 條文修訂案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 17 次 112.05.08	內部稽核主管人事調整案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 17 次 112.05.08	解除新任董事及其代表人競業行為之限制案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		
第 8 屆第 17 次 112.05.08	關係人相互間財務業務相關作業規範訂定案及 集團企業、特定公司及關係人交易管理辦法廢 止案。	V	X
	獨立董事意見：無。		
	公司對獨立董事意見之處理：不適用。		
	決議結果：全體出席董事決議通過。		

(二)除前開事項外，其他經獨立董事反對或保留意見且有紀錄或書面聲明之董事會議決事項:無

二、董事對利害關係議案迴避之執行情形，應敘明董事姓名、議案內容、應利益迴避原因以及參與表決情形：無。

三、上市上櫃公司應揭露董事會自我(或同儕)評鑑之評估週期及期間、評估範圍、方式及評估內容等資訊，董事會評鑑執行情形：本公司於 108 年 8 月 5 日董事會決議通過訂定「寶一科技股份有限公司董事會績效評估辦法」，於 112 年第一季完成 111 年 01 月 01 日至 111 年 12 月 31 日期間之董事會績效評估，請參閱本年報第 31 頁 (3)董事會評鑑執行情形

四、當年度及最近年度加強董事會職能之目標（例如設立審計委員會、提昇資訊透明度等）與執行情形評估。

(一)加強董事會職能：

本公司現置有獨立董事 3 人，係具會計財務及法律等專業，就董事會議有關公司營運管理、內部控制制度、財務業務及投資計畫等議題，經常提供有效且專業之意見；又本公司董事會已設審計委員會、薪資報酬委員會等功能性委員會，委員依其專業與獨立超然性向董事會提供審查建議，以確保公司財務和非財務報告內容之允當性，內部控制制度之有效性，以及公司董事、經理人績效評估與薪資報酬合理性，健全優化本公司營運資訊通訊安全管理，以提供董事會有關經營決策參考，進而強化董事會職能發揮。

另為落實公司治理，本公司於網站設置投資人專區公告董事會重要決議、公司營運財務相關資訊，以增進

股東對於公司營運推動之瞭解，促使企業永續經營，提升公司企業價值，確保與股東長期利益之一致。

(二)提升資訊透明度：

本公司財務報告係委託勤業眾信聯合會計師事務所定期查核簽證，對於法令所要求之各項資訊均指定專人負責，並定期辦理公司營業收入、財務報告等資訊公告以及法人說明會…等；本公司已建立完整發言人制度，以確保各項重大資訊能即時且允當揭露，提供各股東及利害關係人公司財務業務相關資訊之參考。有關本公司財務營運重要資訊及公司治理之揭露詳公司網站及公開資訊觀測站。

(三)董事會職能執行情形評估：

- 本公司依據公開發行公司董事會議事辦法訂定本公司董事會議事規則，據以董事會議事相關事務之遵循，並落實公司治理規範，於公開資訊觀測站公告董事董事會出席情形，且於公司網站揭露歷次董事會重要決議事項。
- 本公司依據證券交易法第 14 條之 4 規定設置審計委員會，由公司全體獨立董事組成；並依據股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法規定設置薪資報酬委員會，薪資報酬委員會委員並經董事會通過委任之。
- 本公司為提升資訊通訊安全管理，公司設置資通安全委員會，並定期評估本公司資通安全管理情形向董事會報告。
- 本公司董事會議依據公開發行公司董事會議事辦法辦理，董事會定期聽取上次會議紀錄及執行情形、公司重要財務業務報告、內部稽核業務報告及其他重要報告事項等，董事會確實評估、監督公司營運存在或潛在風險，督促公司遵循法令及內控制度，且對董事會決議之執行適當後續追蹤。
- 本公司落實內部控制制度，有關董事會權責事項均提請董事會決議通過後始得為之，依公司法、證券交易法第 14 條之 3、第 14 條之 5 等法律所列應提交審計委員會同意或須提交董事會決議之議案，均經審計委員會同意後送請董事會議決議通過執行，有關年度財務報告及半年度財務報告依證券交易法第 14 條之 5 及公開發行公司審計委員會行使職權辦法第 8 條規定辦理。
- 本公司依據證券交易所每年公布之公司治理評鑑指標，對於維護股東權益、平等對待股東，與公司營運參與程度、強化董事會運作、提升資訊透明度、董事持續進修等構面自我評量廣續精進。有關公司年度內加強董事會職能目標與執行評估情形，請參閱本章(三)公司治理運作情形。

(2)111 年度，董事會開會 5 次，各次董事會獨立董事出席狀況：

獨立董事姓名	第 1 次 111/01/07	第 2 次 111/02/25	第 3 次 111/05/09	第 4 次 111/08/08	第 5 次 111/11/07
張五益	親自出席	親自出席	親自出席	親自出席	親自出席
蘇慶陽	親自出席	親自出席	親自出席	親自出席	親自出席
黃敏恭	親自出席	親自出席	親自出席	親自出席	親自出席

(3)董事會評鑑執行情形

本公司依據上市上櫃公司治理實務守則第 37 條已訂定本公司董事會績效評估辦法及程序，每年定期就董事會、所屬功能性委員會及個別董事進行績效評估，有關本公司董事會績效評估辦法詳公開資訊觀測站或公司網站。本公司 111 年度董事會績效評估結果已提送 112 年 1 月 6 日董事會議報告，及報送本公司薪資報酬委員會在案，績效評估執行情形如下表：

評估週期	評估期間	評估範圍	評估方式	評估內容
每年執行一次	111 年 1 月 1 日至 111 年 12 月 31 日	董事會、個別董事成員及功能性委員會之績效評估	採用內部問卷方式進行董事會內部自評及董事成員自評	<p>1.董事會自我績效評估之衡量項目，包含以下面向：</p> <p>(1)對本公司營運之參與程度 (2)提升董事會決策品質 (3)董事會組成與結構 (4)董事的選任及持續進修 (5)內部控制</p> <p>2.董事成員自我績效評估之衡量項目，包含以下面向：</p> <p>(1)本公司目標與任務之掌握 (2)董事職責認知 (3)對本公司營運之參與程度 (4)內部關係經營與溝通 (5)董事之專業及持續進修 (6)內部控制</p> <p>3.功能性委員會自我績效評估之衡量項目，包含以下面向：</p> <p>(1)對本公司營運之參與程度 (2)功能性委員會職責認知 (3)提升功能性委員會決策品質 (4)功能性委員會組成及成員選任 (5)內部控制</p>

2. 審計委員會運作情形或監察人參與董事會運作情形

(1)審計委員會運作情形：

111年1月至112年3月審計委員會開會7次(A)，獨立董事出席情形如下：

職稱	姓名	實際出席次數 (B)	委託出席次數	實際出席率(%) (B/A)(註)	備註
召集人	張五益	7	0	100%	
委員	蘇慶陽	7	0	100%	
委員	黃敏恭	7	0	100%	

1.為強化公司治理，本公司於109年成立審計委員會，本公司審計委員會由3名獨立董事組成，並推舉獨立董事張五益先生擔任召集人，成員專業資格及經驗(請參閱本年報第13-14頁-董事資料所具專業知識及獨立性之情形揭露)。

2.111年1月至112年5月審計委員會重要工作事項包括：

- (1)審議財務報告、營業報告書、虧損撥補案
- (2)審議內部控制制度之有效性
- (3)審議公司基本規章訂定、修正案
- (4)審議公司年度營運計畫案
- (5)審議內部稽核工作計畫案
- (6)審閱委任會計師獨立性及適任性之評估報告
- (7)審閱內部稽核報告
- (8)審閱重大事項處理情形

其他應記載事項：

一、審計委員會之運作如有下列情形之一者，應敘明審計委員會召開日期、期別、議案內容、獨立董事反對意見、保留意見或重大建議項目內容、審計委員會決議結果以及公司對審計委員會意見之處理。

(一) 證券交易法第 14 條之 5 所列事項：

111年1月1日至112年3月31日審計委員會通過證交法第14-5條相關事項:請詳附註1。

(二) 除前開事項外，其他未經審計委員會通過，而經全體董事三分之二以上同意之議決事項：無。

二、獨立董事對利害關係議案迴避之執行情形，應敘明獨立董事姓名、議案內容、應利益迴避原因以及參與表決情形：無。

三、獨立董事與內部稽核主管及會計師之溝通情形（應包括就公司財務、業務狀況進行溝通之重大事項、方式及結果等）。

1.本公司稽核主管於稽核報告及追蹤報告陳核後，於稽核項目完成之次月底前，將稽核報告及追蹤報告交付各獨立董事，並於審計委員會會議上報告，雙方溝通順暢。請詳附註2。

2.本公司邀請會計師與審計委員會會議溝通，針對季及年度財務報表核閱或查核結果、關鍵查核事項、IFRSs 公報修訂或其他法令發佈對公司之影響，向獨立董事進行報告及溝通。請詳附註3。

附註 1：111 年 1 月至 112 年 3 月審計委員會通過證交法第 14-5 條相關事項如下：

審計委員會議 日期/期別	議案內容	獨立董事反對 意見、保留意 見或重大建議	決議結果	公司對審計委員會 意見之處理
111 年 1 月 7 日 第一屆 第八次審計 委員會	擬定一一一年度營運計劃 預算案。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。
111 年 2 月 25 日 第一屆 第九次審計 委員會	1.本公司一一〇年度營業 報告書及財務報表案。 2.一一一年度簽證會計師 獨立性評估案。 3.一一〇年度內部控制制 度聲明書案。 4.一一〇年度虧損撥補 案。 5.「寶一科技股份有限公司 取得或處分資產處理程 序」部分條文修訂案。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。
111 年 5 月 9 日 第一屆 第十次審計 委員會	1. 111 年第 1 季內部稽核報 告。 2.「寶一科技股份有限公司 公司治理實務守則」部 分條文修訂案。 3.「寶一科技股份有限公司 企業社會責任實務守 則」部分條文修訂案。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。
111 年 8 月 8 日 第一屆 第十一次審 計委員會	111 年第 2 季內部稽核報 告。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。
111 年 11 月 7 日 第一屆 第十二次審 計委員會	1. 111 年第 3 季內部稽核報 告。 2.擬定民國一一二年度 稽核計劃案。 3.「寶一科技股份有限公司 內部重大資訊處理作業 程序」及「寶一科技股份 有限公司防範內線交易管 理辦法」部分條文修訂 案。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。
112 年 1 月 6 日 第一屆 第十三次審 計委員會	擬定一一二年度營運計劃 預算案。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。
112 年 2 月 17 日 第一屆 第十四次審 計委員會	1.一一二年度簽證會計師 獨立性及適任性評估案。 2.「寶一科技股份有限公司 公司治理實務守則」及 「寶一科技股份有限公司 永續發展實務守則」部 分條文修訂案。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。
112 年 5 月 8 日 第一屆 第十五次審 計委員會	1.內部稽核主管人事調整 案。 2.解除新任董事及其代表 人競業行為之限制案。	無。	同意提送董事會 決議。	提送董事會並獲同 意通過。

審計委員會 日期/期別	議案內容	獨立董事反對 意見、保留意 見或重大建議	決議結果	公司對審計委員會 意見之處理
	3.「寶一科技股份有限公司關係人相互間財務業務相關作業規範」訂定案及「寶一科技股份有限公司集團企業、特定公司及關係人交易管理辦法」廢止案。			

附註 2：獨立董事與稽核主管溝通情形

111 年 1 月至 112 年 3 月獨立董事與稽核主管溝通摘要如下，溝通情形良好。

日期 會議方式	出席人員	溝通事項	溝通情形與結果	對獨立董事意見 處理結果
111.01.07 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	報告事項： 第 1 屆第 7 次審計委員會決議與 關切事項辦理情形報告。	1.報告事項獨立董事均 已洽悉。 2.溝通情形良好。	獨立董事無建議 意見。
111.02.25 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	1.報告事項： (1)第 1 屆第 8 次審計委員會決議 與關切事項辦理情形報告。 (2)110 年第 4 季內部稽核報告 2.提案事項： (1) 一一〇年度內部控制制度聲 明書案。 (2)「寶一科技股份有限公司取得 或處分資產處理程序」部分條文 修訂案。	1.報告事項獨立董事均 已洽悉；提案事項同意 提交董事會核議。 2.溝通情形良好。	提案事項已提交 董事會核議通 過。
111.05.09 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	1.報告事項： (1)第 1 屆第 9 次審計委員會決議 與關切事項辦理情形報告。 (2)111 年第 1 季內部稽核報告。 2. 提案事項： (1)「寶一科技股份有限公司公司 治理實務守則」部分條文修訂 案。 (2)「寶一科技股份有限公司企業 社會責任實務守則」部分條文修 訂案。	1.報告事項獨立董事均 已洽悉；提案事項同意 提交董事會核議。 2.溝通情形良好。	提案事項已提交 董事會核議通 過。
111.08.08 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	報告事項： (1)第 1 屆第 10 次審計委員會決議 與關切事項辦理情形報告 (2)111 年第 2 季內部稽核報告。	1.報告事項獨立董事均 已洽悉。 2.溝通情形良好。	獨立董事無建議 意見。
111.11.07 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	1.報告事項： (1)第 1 屆第 11 次審計委員會決議 與關切事項辦理情形報告。 (2)111 年第 3 季內部稽核報告。 2. 提案事項： (1)擬定民國一一二年度稽核計 劃案。 (2)「寶一科技股份有限公司內部 重大資訊處理作業程序」及「寶	1.報告事項獨立董事均 已洽悉；提案事項同意 提交董事會核議。 2.溝通情形良好。	提案事項已提交 董事會核議通 過。

日期 會議方式	出席人員	溝通事項	溝通情形與結果	對獨立董事意見 處理結果
		一科技股份有限公司防範內線交易管理辦法」部分條文修訂案。		
112.01.06 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	報告事項： 第 1 屆第 12 次審計委員會決議與 關切 事項辦理情形報告。	1.報告事項獨立董事均已洽悉。 2.溝通情形良好。	獨立董事無建議 意見。
112.02.17 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	1.報告事項： (1)第 1 屆第 13 次審計委員會決議 與關切事項辦理情形報告。 (2)111 年第 4 季內部稽核報告。 2.提案事項： (1) 一一一年度內部控制制度聲 明書案。 (2)「寶一科技股份有限公司公司 治理實務守則」及「寶一科技股 份有限公司永續發展實務守則」 部分條文修訂案。	1.報告事項獨立董事均已洽悉；提案事項同意 提送董事會核議。 2.溝通情形良好。	提案事項已提送 董事會核議通 過。
112.05.08 審計委員會 會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 洪淑玲稽核主管	1.報告事項： (1)第 1 屆第 14 次審計委員會決議 與關切事項辦理情形報告。 (2)112 年第 1 季內部稽核報告。 2.提案事項： 「寶一科技股份有限公司關係人 相互間財務業務相關作業規範」 訂定案及「寶一科技股份有限公司 集團企業、特定公司及關係人 交易管理辦法」廢止案。	1.報告事項獨立董事均已洽悉；提案事項同意 提送董事會核議。 2.溝通情形良好。	提案事項已提送 董事會核議通 過。

附註 3：獨立董事與會計師之溝通情形

- (1)本公司獨立董事與會計師之溝通主要係透過審計委員會、董事會或其他溝通會議等方式進行，邀請簽證會計師列席並提供相關之必要資訊，雙方溝通狀況良好。
- (2)簽證會計師於會議中提報財務報告查核或核閱結果、年度查核規劃及內控查核情形，並針對有無重大調整分錄或法令修訂有無影響帳列情形等充分溝通。
- (3)每年定期評估會計師之獨立性及適任性，取得會計師出具獨立性聲明書供董事會審議。
- (4)其他相關法令要求之溝通事項，會計師配合提供必要資訊及說明。
- 獨立董事與會計師 111 年 1 月至 112 年 3 月溝通情形如下：

日期	出席人員	事項	溝通情形與結果	公司對獨立董事意見之處理執行結果
111.01.07 簽證會計師與三位獨立董事視訊會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 王騰葦會計師 顏英哲會計師	1.110 年度財報查核規劃及與治理單位之溝通 2.金管會審計品質指標(AQI)揭露架構宣導	1.針對 110 年度查核範圍及方法、風險評估、關鍵查核事項與三位獨立董事溝通。 2.金管會審計品質指標(AQI)揭露架構宣導。	答覆獨立董事之提問，雙方溝通情形良好。
111.02.25 簽證會計師與三位獨立董事視訊會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 王騰葦會計師 顏英哲會計師	110 年度財務報告案	1.會計師提報 110 年度財報查核結論及關鍵查核事項。 2.會計師與獨立董事溝通狀況良好，案經審議同意提送董事會決議。	1.答覆獨立董事之提問。 2.獨立董事無修正意見。
112.01.06 簽證會計師視訊列席審計委員會	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 王騰葦會計師 謝尚緯會計師	1.111 年度財報查核規劃及與治理單位之溝通 2.與公司治理單位溝通提供非確信服務之預先核准之機制	1.針對 111 年度查核範圍及方法、風險評估、關鍵查核事項、審計品質指標(AQI)與三位獨立董事溝通。 2.與三位獨董溝通非確定信服務之預先核准之規範建立及執行。	答覆獨立董事之提問，雙方溝通情形良好。
112.02.17 簽證會計師與三位獨立董事視訊會議	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 王騰葦會計師 謝尚緯會計師	111 年度財務報告案	1.會計師提報 111 年度財報查核結論及關鍵查核事項。 2.會計師與獨立董事溝通狀況良好，案經審議同意提送董事會決議。	1.答覆獨立董事之提問。 2.獨立董事無修正意見。
112.05.08 簽證會計師視訊列席審計委員會	張五益獨立董事 蘇慶陽獨立董事 黃敏恭獨立董事 王騰葦會計師 謝尚緯會計師	112 年第一季財務報告案	會計師提報 112 年第一季財報查核結論。	1.答覆獨立董事之提問。 2.獨立董事無修正意見。

2.監察人參與董事會運作情形：不適用。

3. 公司治理運作情形及其與上市上櫃公司治理實務守則差異情形及原因

評估項目	運作情形(註1)			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
一、公司是否依據「上市上櫃公司治理實務守則」訂定並揭露公司治理實務守則？	V		本公司於105年5月4日第六屆董事會第十一次會議，參照「上市上櫃公司治理實務守則」，通過訂定本公司「公司治理實務守則」，並已依法於公開資訊觀測站及公司網站公告，針對保障股東權益、強化董事會職能、尊重利害關係人權益、提升資訊透明度等皆有相關規範。	無重大差異。
二、公司股權結構及股東權益				
(一) 公司是否訂定內部作業程序處理股東建議、疑義、糾紛及訴訟事宜，並依程序實施？	V		(一)本公司依據公司法及相關法令之規定召集股東會，並制定完善之議事規則，廣納股東建言；並設有發言人、代理發言人及股務等單位專人處理股東建議、疑議及糾紛等事項。	無重大差異。
(二) 公司是否掌握實際控制公司之主要股東及主要股東之最終控制者名單？	V		(二)公司依股務代理機構提供之股東名冊，定期掌握公司主要股東及其最終控制者之名單，並定期申報董監事、經理人及百分之十以上之大股東股權異動情形。	無重大差異。
(三) 公司是否建立、執行與關係企業間之風險控管及防火牆機制？	V		(三)本公司目前無關係企業及轉投資之子公司，但訂有「對子公司監督管理辦法」，以備日後落實對子公司風險控管機制。	無重大差異。
(四) 公司是否訂定內部規範，禁止公司內部人利用市場上未公開資訊買賣有價證券？	V		(四)本公司訂有「防範內線交易管理辦法」、「董事、監察人暨經理人道德行為準則」及「內部重大資訊處理作業程序」，明訂禁止公司內部人利用市場上未公開資訊買賣有價證券，並加強相關法令之教育宣導。	無重大差異。
三、董事會之組成及職責				
(一) 董事會是否就成員組成擬訂多元化政策、具體管理目標及落實執行？	V		(一)本公司依據105年5月4日董事會通過之「公司治理實務守則」第20條，就董事會成員擬訂多元化方針並落實執行，並揭露於公司網站及公開資訊觀測站。本公司董事會成員之提名及遴選係遵照公司章程之規定，除評估各候選人之學經歷資格外，並參考利害關係人之意見，遵守董事選舉辦法及公司治理實務守則，以確保董事成員之多元性及獨立性。 1.本公司第八屆董事會成員中，除具有2位女性成員外，長於領導、營運判斷、經營管理、危機處理且具有產業知識及國際市場觀者有曾國浩董事長、胡淑賢董事、蔡美麗董事、蘇慶陽獨立董事及林高順董事；對公益事業著有貢獻者有蘇慶陽獨立董事及黃敏恭獨立董事；長於法律事務的黃敏恭獨立	無重大差異。

評估項目	運作情形(註1)			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
			<p>董事、胡淑賢董事；長於財會分析及管理的張五益獨立董事、胡淑賢董事、蔡美麗董事，所以本公司之董事會成員具備多元性。</p> <p>2.基本條件與價值：性別、年齡、國籍及文化</p> <p>(1)本公司現任董事會由7位董事組成，包含2位非執行董事(29%)、3位獨立董事(43%)及2位執行董事(曾國浩總經理及胡淑賢副總經理)(29%)，成員具備產業經營、財經及管理等领域之豐富經驗與專業。</p> <p>(2)獨立董事任期年資：3年以下者有1位，3年至9年者有1位，9年以上者有1位。</p> <p>(3).董事年齡：41-60歲(2位)，61-70歲(2位)，71-80歲(3位)。</p> <p>(4)本公司注重董事組成之性別平等，並以提高女性董事席次至三分之一(即33%)以上為目標，目前董事會成員男性占71% (5位)，女性占29%(2位)，於112年股東常會改選將增加女性董事席次，以達成目標。</p> <p>(5)本公司董事會成員皆為中華民國之國籍，但因經常參與國際性之活動(如：參展、教育交流等)，對於各國文化皆見識良多，具有多元文化色彩之觀念。</p> <p>3.董事會成員整體具備之專業背景及能力請參閱(附表1)。</p>	
(二) 公司除依法設置薪資報酬委員會及審計委員會，是否自願設置其他各類功能性委員會？		V	(二)本公司依法於102年08月19日設立薪酬委員會，109年07月04日設立審計委員會，未來將依公司治理方針評估設置其他各類功能性委員會。	公司視未來營運狀況及規模，評估是否增設其他功能性委員會。
(三) 公司是否訂定董事會績效評估辦法及其評估方式，每年並定期進行績效評估？		V	(三)本公司由薪資報酬委員會訂定並定期檢討董事及經理人績效評估與薪資報酬之政策、制度、標準與結構，並將所提建議提交董事會討論。並於108年08月05日訂定「寶一科技股份有限公司董事會績效評估辦法」，於109年起每年辦理董事會自我或同儕評鑑，並在次一年度第一季結束前完成績效評估結果並提報董事會。本次111年度評估由管理處負責，結果經提報112年1月6日第八屆第十五次董事會，績效評估皆為優異請參閱附表6。	無重大差異。

評估項目	運作情形(註1)			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
(四) 公司是否定期評估簽證會計師獨立性？	V		(四) 本公司審計委員會每年評估所屬簽證會計師之獨立性及適任性，除要求簽證會計師提供獨立性聲明函及「審計品質指標(AQIs)」外，並依據附表3之標準及13項AQI指標進行評估。經確認會計師與本公司除簽證及財稅案件之費用外，無其他財務利益及業務關係，會計師家庭成員亦不違反獨立性要求，以及參考AQI指標資訊，確認會計師及事務所查核品質及受訓時數均優於同業平均水準，另也持續不斷導入審計創新工具，提高審計效率及品質。最近一年評估勤業眾信聯合會計師事務所王騰革會計師及楊朝欽會計師結果皆符合標準(具獨立性與適任性)，業經112年2月17日審計委員會審查通過後，並提報112年2月17日董事會決議通過。會計師獨立性評估標準及會計師事務所亦出具聲明函請參閱附表3及附表4。	無重大差異。
四、公司是否配置適任及適當人數之公司治理人員，並指定公司治理主管，負責公司治理相關事務(包括但不限於提供董事、監察人執行業務所需資料、協助董事、監察人遵循法令、依法辦理董事會及股東會之會議相關事宜、製作董事會及股東會議事錄等)？	V		本公司業於112年5月8日由董事會決議委任洪淑玲副理為專任公司治理主管，負責依法辦理董事會及股東會之會議相關事宜，提供董事執行業務所需資料，協助董事法令遵循，辦理公司變更登記，及推動強化董事會職能等公司治理相關事務，以連結金管會公司治理政策，以利達成保障股東權益、強化董事會職能、尊重利害關係人權益及提升資訊透明度之治理目標。	無重大差異。
五、公司是否建立與利害關係人(包括但不限於股東、員工、客戶及供應商等)溝通管道，及於公司網站設置利害關係人專區，並妥適回應利害關係人所關切之重要企業社會責任議題？	V		公司非常重視利害關係人關注議題與溝通管道，民國111年與各利害關係人溝通情形已提報112年1月6日董事會請參閱附表5。與供應商、客戶、員工、股東、政府及媒體等各單位領域之利害關係人皆有暢通之溝通管道，公司設有發言人為與利害關係人聯繫溝通之窗口。並在網站設有「投資人關係處理窗口」、「利害關係人專區」有專人妥適回應其所關切之重要議題。利害關係人關注議題及溝通方式請參閱公司網站： (http://www.aerowin.com/Content Layout.php?Id=p6-1)。	無重大差異。
六、公司是否委任專業股務代辦機構辦理股東會事務？	V		本公司委任專業股務代理機構-台新綜合證券股務代理部，代辦本公司各項股務相關事宜，並訂定「股務作業管理辦法」規範相關事務作業。	無重大差異。
七、資訊公開				

評估項目	運作情形(註1)			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
(一) 公司是否架設網站，揭露財務業務及公司治理資訊？	V		(一)本公司設有網站，網址為:www.aerowin.com，並已與公開資訊觀測站連結，並設置投資人專區，隨時可揭露財務業務及公司治理資訊之情形。	無重大差異。
(二) 公司是否採行其他資訊揭露之方式（如架設英文網站、指定專人負責公司資訊之蒐集及揭露、落實發言人制度、法人說明會過程放置公司網站等）？	V		(二)本公司設有專人負責公司各項資訊之蒐集及發佈工作；公司設有發言人制度，由胡淑賢副總擔任本公司之發言人，謝舒萍副協理擔任代理發言人；並已於公司網站投資人專區公告法人說明會相關影音資訊，惟未全面設置英文網站，未來將陸續完成英文網站之架設。	
(三) 公司是否於會計年度終了後兩個月內公告並申報年度財務報告，及於規定期限前提早公告並申報第一、二、三季財務報告與各月份營運情形？	V		(三)本公司年度財報皆於2月底前申報完成。第一、二、三季財報及各月份營運情形，均依證券交易法等相關規定分別於每季終了45日內及次月10日前於證交所公開資訊觀測站完成公告申報，已遵規定期限辦理。	
八、公司是否有其他有助於瞭解公司治理運作情形之重要資訊（包括但不限於員工權益、僱員關懷、投資者關係、供應商關係、利害關係人之權利、董事及監察人進修之情形、風險管理政策及風險衡量標準之執行情形、客戶政策之執行情形、公司為董事及監察人購買責任保險之情形等）？	V		(一) 本公司對員工權益保障及僱員關懷之情形:請參閱本年年報Pag101~102之說明。 (二) 本公司與投資者之關係:本公司每年依相關法令規定召集股東會，亦給予股東充分發問或提案之機會，並依法設有發言人及代理發言人，以處理公司與投資者間之相關事宜。此外，本公司亦依據主管機關頒訂之相關規定辦理應揭露資訊公告及申報事宜。以即時提供各項可能影響投資者決策之資訊。 (三)本公司與主要進銷貨對象交易狀況穩定並保持良好關係,請參閱本年年報Pag117之說明。 (四)董事進修之情形: 請參閱附表2。 (五)風險管理政策及風險衡量標準之執行情形:本公司不從事高風險、高槓桿之投資,請參閱年報Pag116 之說明。 (六)投保董監事責任險:已於111年8月1日與富邦產險簽訂「董監事及經理人責任保險」合約，保險期間為：111年8月1日至112年8月1日。	無重大差異。

評估項目	運作情形(註1)		與上市上櫃公司治理實務守則差異情形及原因
	是	否	
<p>九、請就臺灣證券交易所股份有限公司公司治理中心最近年度發布之公司治理評鑑結果說明已改善情形，及就尚未改善者提出優先加強事項與措施。(未列入受評公司者無需填列)</p> <p>本公司112年1月依台灣證券交易所公司治理中心建置的「公司治理評鑑系統」，進行公司治理自評，112年4月27日經主管機關公布評鑑結果：本公司名列66%至80%之級距內，後續將再依相關規定進行相關改善措施。</p>			
1.1			尚待評估。
1.6			目前維持現狀。
1.10			112年股東常會將上傳申報。
1.11			112年股東常會將上傳申報。
1.15			將規劃設置
2.3			尚待評估。
2.9			尚待評估。
2.14			尚待評估。
2.21			於112年6月設置
2.23			尚待評估。
2.27			尚待評估。
2.30			尚待評估。
3.2			尚待評估。
3.4			將規劃於期限內申報
3.5			112年股東常會將上傳申報。
3.6			尚待評估。
3.8			尚待評估。
3.13			尚待評估。

評估項目	運作情形(註1)			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
3.14			公司年報是否揭露董事及經理人績效評估與酬金之連結	尚待評估。
3.20			公司是否受邀(自行)召開至少二次法人說明會，且受評年度首尾兩次法人說明會間隔三個月以上？【若每季至少召開一次法人說明會或針對每季營運狀況召開法人說明會者，則總分另加一分。】	尚待評估。
3.21			公司年報是否自願揭露總經理及副總經理之個別酬金？	尚待評估。
4.1			公司是否設置推動永續發展專(兼)職單位，依重大性原則，進行與公司營運相關之環境、社會或公司治理議題之風險評估，訂定相關風險管理政策或策略，且由董事會督導永續發展推動情形，並揭露於公司網站及年報？	尚待評估。
4.3			公司是否將企業永續發展(ESG)之具體推動計畫與實施成效定期揭露於公司網站、年報或永續報告書？	尚待評估。
4.4			公司是否依據全球永續性報告協會(GRI)發布之GRI準則，於九月底前編製並於公開資訊觀測站及公司網站上傳永續報告書？ 【若永續報告書參考SASB準則揭露相關ESG資訊，則總分另加一分。】	尚待評估。
4.5			公司編製之企業社會責任報告書是否取得第三方驗證？	尚待評估。
4.6			公司是否參考國際人權公約，制訂保障人權政策與具體管理方案，並揭露於公司網站或年報？	尚待評估。
4.7			公司是否於公開資訊觀測站及公司網站上傳英文版永續報告書？	尚待評估。
4.12			公司是否制定溫室氣體減量、減少用水或其他廢棄物管理政策，包含減量目標、推動措施及達成情形等？	尚待評估。
4.13			公司是否獲得ISO 14001、ISO50001或類似之環境或能源管理系統驗證？	尚待評估。
4.17			公司網站或企業社會責任報告書是否揭露所制定之供應商管理政策，要求供應商在環保、職業安全衛生或勞動人權等議題遵循相關規範，並說明實施情形？	尚待評估。
4.18			公司是否依氣候相關財務揭露建議書(TCFD)架構，揭露企業對氣候相關風險與機會之治理情況、策略、風險管理、指標和目標之相關資訊？	尚待評估。

註1：運作情形不論勾選「是」或「否」，均應於摘要說明欄位敘明。

附表 1. 董事會成員多元化情形

董監事姓名	基本組成									專業能力					
	國籍	性別	兼任本公司員工	年齡			獨立董事任期年資			經營管理	領導決策	產業知識	財務會計	法律	公益環保
				41 至 60	61 至 70	71 至 80	3 年以下	3 至 9 年	9 年以上						
曾國浩董事長	ROC	男	V	V						V	V	V			
胡淑賢董事	ROC	女	V	V						V	V		V	V	
蔡美麗董事	ROC	女			V					V			V		
林高順董事	ROC	男			V					V					
張五益獨立董事	ROC	男				V			V				V		
蘇慶陽獨立董事	ROC	男				V		V		V		V			V
黃敏恭獨立董事	ROC	男				V	V			V				V	

附表 2.民國一一一年董事進修情形

姓名	日期	主辦單位	課程名稱	時間
曾國浩	111/10/14	中華民國公司經營暨永續發展協會	生技產業之資本市場運作及併購交易	3 小時
	111/12/22	社團法人中華公司治理協會	非合意併購之攻防策略與公司負責人責任	3 小時
胡淑賢	111/04/22	證券暨期貨市場發展基金會	企業財務資訊之解析及決策運用	3 小時
	111/06/22	台灣投資人關係協會	審計與薪酬委員會之運作實務	3 小時
蔡美麗	111/10/05	社團法人中華公司治理協會	內線交易法規與實務案例檢討	3 小時
	111/12/12	中華民國公司經營暨永續發展協會	智慧財產權與公司治理	3 小時
林高順	111/11/15	證券暨期貨市場發展基金會	ESG 新經濟與企業轉型新契機	3 小時
	111/11/24	證券暨期貨市場發展基金會	公司經營權之爭與商業事件審理法之介紹	3 小時
張五益	111/09/29	臺灣證券交易所	獨立董事及審計委員會行使職權參考指引 發布暨董監宣導會	3 小時
	111/10/14	證券暨期貨市場發展基金會	111 年度防範內線交易宣導會	3 小時
蘇慶陽	111/03/10	臺灣證券交易所	以國際觀點論獨立董事與董事會監督	1 小時
	111/03/22	社團法人中華公司治理協會	2030/ 2050 淨零排放-全球企業的永續挑戰 與機會	3 小時
	111/05/04	社團法人中華公司治理協會	以風險角度看企業永續治理 - 從公司治理 到 ESG	3 小時
黃敏恭	111/10/05	社團法人中華公司治理協會	內線交易法規與實務案例檢討	3 小時
	111/12/02	證券暨期貨市場發展基金會	從法院實務案例談獨立董事與審計委員會	3 小時

附表 3.會計師獨立性評估標準：(經 112 年 2 月 17 日第一屆第十四次審計委員會審議及第八屆第十六次董事會決議通過)

- 1.民國 112 年度簽證會計師獨立性評估。
- 2.評估委任會計師事務所：勤業眾信聯合會計師事務所。
- 3.評估簽證會計師姓名：王騰葦會計師及楊朝欽會計師。
- 4.評估內容參酌會計師職業道德規範第十號公報訂定。

評估項目	評估結果	是否符合獨立性
1.會計師是否與本公司有直接或重大間接財務利益關係。	否	是
2.會計師及其審計小組成員目前或最近兩年是否在本公司擔任董事、經理人或對審計工作有重大影響之職務。	否	是
3.會計師目前是否有仲介本公司所發行之股票或其他有價證券。	否	是
4.會計師是否與本公司或本公司董事有融資或保證行為。	否	是
5.會計師是否與本公司有共同投資或分享利益之關係。	否	是
6.會計師是否與本公司有密切之商業關係及潛在僱傭關係。	否	是
7.會計師是否與本公司董事、經理人或對審計工作有重大影響職務之人員有親屬關係。	否	是
8.會計師是否有收取本公司任何與審計業務相關支用金。	否	是

附表 4.勤業眾信聯合會計師事務所出具之聲明函

Deloitte.

勤業眾信

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111.12.28 勤南 11101326 號

受文者：寶一科技股份有限公司

主旨：本所接受委託查核 貴公司民國 112 年度財務報表，依照中華民國會計師公會全國聯合會「職業道德規範公報第十號正直、公正客觀及獨立性」之規定，審計小組成員聲明已遵守下列規範，未有違反獨立性情事。

說明：

- 一、審計小組成員及其配偶與受扶養親屬未有下列情事：
 1. 持有 貴公司直接或間接重大財務利益。
 2. 與 貴公司或其董事、經理人間，有影響獨立性之商業關係。
- 二、在審計期間，審計小組成員及其配偶與受扶養親屬未擔任 貴公司之董事、經理人或對審計工作有直接且重大影響之職務。
- 三、審計小組成員與 貴公司之董事或經理人未有配偶、直系血親、直系姻親或二親等內旁系血親之關係。
- 四、審計小組成員未收受 貴公司或其董事、經理人或主要股東價值重大之饋贈或禮物（其價值未超越一般社交禮儀標準）。
- 五、審計小組成員已執行必要之獨立性／利益衝突程序，未發現有違反獨立性情事或未解決之利益衝突。

勤業眾信聯合會計師事務所

會計師 王 騰 華

會計師 楊 朝 欽



附表 5. 111 年度利害關係人溝通情形：已於 112.01.06 報告董事會

利害關係人	關切議題	溝通管道與回應方式	溝通頻率	溝通實績
政府機關	<ul style="list-style-type: none"> 法規遵循 公司治理 風險管理 主管機關溝通 	<p>聯絡人：胡副總 susan@aerowin.com 信箱</p> <ul style="list-style-type: none"> 公司治理評鑑 參與政策宣導與法規說明會 配合主管機關監理與查核 公文往來、郵件或電話溝通、親洽拜訪，設立聯絡窗口，與主管機關維持良好互動。 	<ul style="list-style-type: none"> 每年一次 不定期 不定期 不定期 	<ul style="list-style-type: none"> 依法令規定如期公布公司營運結果及相關資訊。 並依政策宣導，逐步完善公司治理。
股東或法人	<ul style="list-style-type: none"> 公司治理 永續發展策略 風險管理 營運財務績效 股東參與 	<p>聯絡人：洪副理 juli@aerowin.com 信箱</p> <ul style="list-style-type: none"> 臺灣證券交易所「公開資訊觀測站」 寶一科技公司網站 法人說明會與股東會 公司年報 財報 郵件信箱 	<ul style="list-style-type: none"> 不定期 不定期 每年一次 每年一次 每季一次 不定期 	<ul style="list-style-type: none"> 召開股東會(111/06/27)及法人說明會(111/09/15)，有效揭露企業的財務狀況及未來展望。 公開資訊觀測站及公司網站公佈重大訊息及經營狀況。
客戶	<ul style="list-style-type: none"> 產品品質/技術研發 客戶服務管理 客戶滿意度調查 顧客隱私 法規遵循 	<p>聯絡人：林副協理 jasonlin@aerowin.com 信箱</p> <ul style="list-style-type: none"> 客戶拜訪 專案檢視會議 客戶滿意度調查 與顧客駐本公司之代表即時溝通 	<ul style="list-style-type: none"> 不定期 不定期 不定期 不定期 	<ul style="list-style-type: none"> 配合客戶評鑑程序，執行相關稽核業務。 拜訪客戶增進彼此了解。 透過滿意度調查，提升服務品質。 達成各國際大廠客戶之專案首件交運目標。

員工	<ul style="list-style-type: none"> • 公司治理 • 營運財務績效 • 職涯發展與教育訓練 • 勞資關係 • 員工權益與福利 • 員工考核機制 • 職業安全衛生 	<p>聯絡人：人資 沈專員 hr@aerowin.com 信箱</p> <ul style="list-style-type: none"> • 職工福利委員會 • 勞資會議 • 勞工安全衛生會議 • 內部申訴管道 • 員工意見箱 • 公佈欄 	<ul style="list-style-type: none"> • 每季一次 • 每季一次 • 每季一次 • 不定期 • 不定期 • 不定期 	<ul style="list-style-type: none"> • 召開勞資會議，落實勞資和諧溝通之履行。 • 提供完善的薪資及福利制度，與同仁分享營運上的成功表現。 • 完善訓練課程及工作環境。 • 每年為員工辦理免費健康檢查。
供應商	<ul style="list-style-type: none"> • 供應商管理 • 永續發展策略 • 廉潔誠信 • 資訊安全、透明 • 職業安全衛生 	<p>聯絡人：胡副總 susan@aerowin.com 信箱</p> <ul style="list-style-type: none"> • 供應商稽核 • 電話及郵件信箱 • 供應商拜訪 • 教育訓練 	<ul style="list-style-type: none"> • 每年一次 • 不定期 • 不定期 • 每年一次 	<ul style="list-style-type: none"> • 本公司重視環境與社會之保護，依據供應商管理作業程序定期評鑑廠商資格，且與合格且具誠信之供應商簽訂最優惠待遇清廉保證協議，共創雙贏的夥伴關係，一同追求企業永續經營的成果。而所有受訪廠商對本公司之行政效率、服務態度及整體清廉度，皆抱持高度肯定。
社會團體與社區居民	<ul style="list-style-type: none"> • 社區參與與社會公益 • 空氣污染管控 • 有害物質管理 • 廢棄物管理與回收 • 水資源管理 	<p>聯絡人：管理處總務室 陳先生 m0028@aerowin.com 信箱 管理處總務室 沈小姐 PO@aerowin.com 信箱</p> <ul style="list-style-type: none"> • 增進地方就業機會 • 參與及回饋社區公益活動 	<ul style="list-style-type: none"> • 不定期 • 不定期 	<ul style="list-style-type: none"> • 關懷在地居民並敦親睦鄰、進而增進地方就業機會及促使地方繁榮，與社區居民維持良好的關係。

附表 6. 董事會及功能性委員會績效評估

為落實公司治理並提升本公司董事會功能，建立績效目標以加強董事會運作效率，依據上市上櫃公司治理實務守則，本公司「寶一科技股份有限公司董事會績效評估辦法」之修訂，經民國 109 年 11 月 9 日董事會決議通過，規範每年執行一次內部董事會及功能性委員會績效評估。

1. 評估期間：111 年度(自 1 月 1 日至 12 月 31 日止)，評估結果應於次一年度第一季結束前完成。
2. 評估範圍及方式：範圍為整體董事會、個別董事成員、所屬功能性委員會之績效評估。本公司自行辦理之績效評估作業採用內部問卷方式進行，由績效評估單位收集董事會暨功能性委員會活動相關資訊，分發填寫「董事會績效評估自評問卷」、「董事成員績效評估自評問卷」、「審計委員會績效評估自評問卷」、「薪資報酬委員會績效評估自評問卷」等相關自評問卷，統一回收並針對評估指標之評分標準加以記錄評估結果後，提報董事會。
3. 111 年度評估作業結果如下：

一、董事會

(一) 整體評估：

管理處依據評量表進行評鑑，評估得分為 93.78 分：

評估指標	題數	各面向得分 (滿分 5 分)
一、對公司營運之參與程度	12	4.58
二、提升董事會決策品質	12	4.75
三、董事會組成與結構	7	4.57
四、董事之持續進修	7	4.71
五、內部控制	7	4.86
合計/平均分數	45	4.69

(二) 個別成員自評：

統計各董事自評問卷結果，評估得分為 93.79 分：

自評項目	題數	各面向平均分數 (滿分 5 分)
一、公司目標與任務之掌握	3	4.81
二、董事職責認知	3	4.81
三、對公司營運之參與程度	8	4.64
四、內部關係經營與溝通	3	4.38
五、董事之專業及持續進修	3	4.81
六、內部控制	3	4.76
合計/平均分數	23	4.69

二、審計委員會

(一) 整體評估：

管理處依據評量表進行評鑑，評估得分為 94.29 分：

評估指標	題數	各面向平均分數 (滿分 5 分)
一、對公司營運之參與程度	4	4.75
二、審計委員會職責認知	5	4.80
三、提升審計委員會決策品質	7	4.86
四、審計委員會組成與結構	2	4.50
五、內部控制	3	4.33
合計/平均分數	21	4.71

三、薪資報酬委員會

(一) 整體評估：

管理處依據評量表進行評鑑，評估得分為 94.29 分：

評估指標	題數	各面向平均分數 (滿分 5 分)
一、對公司營運之參與程度	4	4.75
二、薪資報酬委員會職責認知	5	4.80
三、提升薪資報酬委員會決策品質	7	4.71
四、薪資報酬委員會組成與結構	2	4.67
五、內部控制	3	4.50
合計/平均分數	21	4.71

111 年度董事會暨功能性委員會評估得分皆為 90 分以上，足以顯示本公司董事會暨功能性委員會整體運作完善，符合公司治理之要求。依「寶一科技股份有限公司董事會績效評估辦法」規定，將評估結果提報董事會。

4、公司如有設置薪資報酬委員會或提名委員會者，應揭露其組成、職責及運作情形

(1)薪資報酬委員會成員資料

本公司已於 109 年 7 月 3 日由董事會決議通過並遴聘獨立董事張五益先生、蘇慶陽先生及黃敏恭先生為第四屆薪資報酬委員，並於同日薪資報酬委員會預備會議中推舉獨立董事張五益先生為薪資報酬委員會之召集人。

112 年 4 月 30 日

身分別 姓名		條件	專業資格與經驗	獨立性情形	兼任其他公開發行公司薪資報酬委員會成員家數
召集人暨獨立董事	張五益		參閱第 13~14 頁之 (4). 董事資料所具專業知識及獨立性之情形相關內容。	參閱第 13~14 頁之 (4). 董事資料所具專業知識及獨立性之情形相關內容。	1
獨立董事	蘇慶陽				2
獨立董事	黃敏恭				0

(2)薪資報酬委員會運作情形資訊

- 一、 本公司之薪資報酬委員會委員計 3 人。
- 二、 本屆委員任期：109 年 07 月 04 日至 112 年 07 月 03 日，最近年度薪資報酬委員會開會 3 次(A)
- 三、 委員資格及出席情形如下：

職稱	姓名	實際出席次數(B)	委託出席次數	實際出席率(%) (B/A) (註)	備註
召集人	張五益	3	0	100%	
委員	蘇慶陽	3	0	100%	
委員	黃敏恭	3	0	100%	

其他應記載事項：

- 一、 董事會如不採納或修正薪資報酬委員會之建議，應敘明董事會日期、期別、議案內容、董事會決議結果以及公司對薪資報酬委員會意見之處理(如董事會通過之薪資報酬優於薪資報酬委員會之建議，應敘明其差異情形及原因)：無此情況發生。
- 二、 薪資報酬委員會之議決事項，如成員有反對或保留意見且有紀錄或書面聲明者，應敘明薪資報酬委員會日期、期別、議案內容、所有成員意見及對成員意見之處理：無此情況發生。
- 三、 本委員會以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論。
 - 定期檢討薪資報酬委員會組織規程並提出修正建議。
 - 訂定並定期檢討本公司董事及經理人年度及長期之績效目標與薪資報酬之政策、制度、標準與結構。
 - 定期評估本公司董事及經理人之績效目標達成情形，並訂定其個別薪資報酬之內容及數額。

註：(1)年度終了日前有薪資報酬委員會成員離職者，應於備註欄註明離職日期，實際出席率(%)則以其在職期間薪資報酬委員會開會次數及其實際出席次數計算之。

(2)年度終了日前，有薪資報酬委員會改選者，應將新、舊任薪資報酬委員會成員均予以填列，並於備註欄註明該成員為舊任、新任或連任及改選日期。實際出席率(%)則以其在職期間薪資報酬委員會開會次數及其實際出席次數計算之。

(3)111年1月至112年3月止薪資報酬委員會重要議決事項：

薪資報酬委員會 日期/屆次	議案內容	決議結果	公司對薪資報酬委員會意見之處理
第四屆第五次薪酬委員會 111.01.07	審查本公司一一一年度員工酬勞及董事酬勞分配比率案。	同意提送董事會決議。	董事會同意通過。
第四屆第六次薪酬委員會 111.11.07	審查本公司經理人一一二年度薪酬調整案。	同意提送董事會決議。	董事會同意通過。
第四屆第七次薪酬委員會 112.01.06	1.審查本公司經理人民國一一一年度年終獎金發放案。 2.審查本公司民國一一二年度董事酬勞及員工酬勞分配比率案。	同意提送董事會決議。	董事會同意通過。

(4)提名委員會成員資料及運作情形資訊：不適用。

5、推動永續發展執行情形及與上市上櫃公司永續發展實務守則差異情形及原因

推動項目	執行情形(註 1)			與上市上櫃公司永續發展實務守則差異情形及原因
	是	否	摘要說明	
一、公司是否建立推動永續發展之治理架構，且設置推動永續發展專(兼)職單位，並由董事會授權高階管理階層處理，及董事會督導情形？		V	1.本公司於 105 年 5 月 4 日董事會通過「企業社會責任實務守則」，並已依法於公開資訊觀測站及公司網站公告。 2.本公司將配合主管機關要求之進度，於適當時機籌備設置推動永續發展專(兼)職小組，待確定後定期向董事會報告處理情形。	公司將配合主管機關要求之進度，於適當時機籌備設置推動永續發展專(兼)職小組。
二、公司是否依重大性原則，進行與公司營運相關之環境、社會及公司治理議題之風險評估，並訂定相關風險管理政策或策略？(註 2)	V		本公司訂定「永續發展實務守則」，以落實公司治理、促進發展永續環境，並維護社會公益。 而本公司訂定之「防範內線交易管理辦法」、「誠信經營作業程序及行為指南」及「內部控制制度自行評估管理辦法」，是針對風險管理政策落實而訂定，內容皆依據政府相關法規配合制訂。	無重大差異。
三、環境議題 (一)公司是否依其產業特性建立合適之環境管理制度？	V		本公司已取得國際品質管理系統(ISO9001)、航太品質管理系統(AS9100)及 Nadcap 等航太認證，皆依相關法令規定辦理，並隨時檢討其執行成效，持續改進。	無重大差異。
(二)公司是否致力於提升能源使用效率及使用對環境負荷衝擊低之再生物料？	V		1.本公司生產過程中所產生之鐵屑及廢料均依材質種類加以分類，集中存放並售予專業材料商回收後熔煉，平時即致力於提升各項資源之利用效率，並儘量使用再生物料以降低對環境負荷之衝擊。 2.本公司內部訂有工廠相關管理規章，以有效達成環境安全維護、節能省碳為目標，並依規範遵行。	無重大差異。
(三)公司是否評估氣候變遷對企業現在及未來的潛在風險與機會，並採取相關之因應措施？	V		本公司設立宗旨本為促進循環經濟發展，相當注重氣候變遷相關議題，時常進行內部宣導活動，提醒員工應隨手關燈、垃圾分類，日常辦公環境除鼓勵資源重複利用:例如使用電子發票、導入政府公文電子交換機制，使得收發文作業	無重大差異。

推動項目	執行情形(註 1)			與上市上櫃公司永續發展實務守則差異情形及原因
	是	否	摘要說明	
			更為便捷，節省公文傳遞時間、紙本作業及郵資成本。文書用紙儘量雙面使用，影印機旁設置資源回收架，回收紙張再利用，大量減少紙張耗用，並購置相關污染防治設備以減低工廠運作對環境的衝擊。在新建或修繕廠房及辦公室時採用節能之設計，在製程改善中亦持續提昇能源使用效率，全面改裝省電之LED燈管，定期檢查及維護空調設備及加強公司同仁隨手關閉電源及開關之宣導，不但達到節約成本，亦降低溫室效應及二氧化碳排放量之效果，以減緩地球暖化現象。	
(四)公司是否統計過去兩年溫室氣體排放量、用水量及廢棄物總重量，並制定溫室氣體減量、減少用水或其他廢棄物管理之政策？	V		本公司評估辦理溫室氣體排放盤查作業規劃，設定減量目標及策略，以減輕營運對環境帶來的衝擊，並提高能源績效和優化使用效益，有效降低公司生產製造之能源成本。 ● 溫室氣體年排放量、用水量及廢棄物總重量請詳附表一。	無重大差異。
四、社會議題 (一)公司是否依照相關法規及國際人權公約，制定相關之管理政策與程序？	V		本公司遵守相關法規及國際人權公約，如性別平等、工作平等及禁止歧視等權利，已依相關勞動法規保障員工之合法權益，並已依法提撥退休金、職工福利金等，同時勞資雙方亦已依法設立職工福利委員會、勞資會議及勞工退休金監督委員會，以達勞資雙贏局面。	無重大差異。
(二)公司是否訂定及實施合理員工福利措施(包括薪酬、休假及其他福利等)，並將經營績效或成果適當反映於員工薪酬？	V		員工薪資報酬政策係依據個人能力、對公司貢獻度、績效表現、具競爭性及考量公司未來營運風險後決定。本公司之公司章程第二十一條規定，本公司年度如有獲利，應提撥 5% 至 10% 為員工酬勞，由董事會決議以股票或現金分派發放，其發放對象包含符合一定條件之從屬公司員工。 公司訂有「工作規則」、「經理人薪資報酬政策及制度」、「勞	無重大差異。

推動項目	執行情形(註 1)			與上市上櫃公司永續發展實務守則差異情形及原因
	是	否	摘要說明	
			資會議實施辦法」,除宣導相關企業倫理,員工績效及獎勵、懲戒制度外,亦定期召開勞資會議,報告生產計劃及業務概況,針對勞動條件、福利等議題進行討論,依決議結果公告予員工知悉。並將人才與制度、前瞻佈局等列為考核指標,呼應企業社會責任以人為本之企業永續發展的重要使命,以提升公司未來國際競爭性。	
(三)公司是否提供員工安全與健康之工作環境,並對員工定期實施安全與健康教育?	V		<ul style="list-style-type: none"> ● 管理政策:本公司以全方位安全衛生環保管理與員工、顧客及社會共享成果之經營理念,除願提供並持續改善員工安全與健康的工作環境外,並視預防職業傷害與疾病及善盡企業社會責任為公司經營管理之一環。並依法令規範定期為員工進行各項健康檢查,及對員工定期實施工安教育宣導;因重視員工飲食的健康與衛生,於公司設置員工餐廳,定期檢討餐點品質及不定期實地至伙食供應廠進行抽檢,替員工之飲食衛生及健康作嚴格的把關,依據法令提供良善且安全的工作環境及機械設備,我們更以「零工傷」為目標邁進,致力於保障工作人員安全健康為最大努力方向。並持續地檢討與改善,以提升環境安全衛生管理成效。 ● 管理成效:檢視本公司 111 年共發生 1 件損失職災工時事件(不含交通意外),主要類型為物理性工作傷害,低於 110 年(2 件損失職災工時事件),但皆符合公司當年度設定目標,且員工工作者之死亡率、嚴重職業傷害率及傷害率為零。本公司經過分析事故案件發生原因後,對於機台加裝護罩之安全防範措施並加強實施員工安全教育訓練,確保同仁工作期間之安全。 ● 持續配合政府保健政策,成立戒菸班,邀請衛生局人 	無重大差異。

推動項目	執行情形(註 1)			與上市上櫃公司永續發展實務守則差異情形及原因
	是	否	摘要說明	
			<p>員至公司做相關宣導課程，推動無菸職場，遵守菸害防治措施。</p> <ul style="list-style-type: none"> ● 開立減重、戒菸、戒檳榔、紓壓及健康飲食講座，並定期做預防過勞、母性健康保護、呼吸防護等健康保護宣導及聘僱醫護定期至廠為員工健康指導看顧。 ● 本公司每年規劃同仁之培訓計劃，務求同仁能在既定之工作崗位上執行職務，並同時進修取得升遷時必要之技能。 ● 員工工作環境與人身安全的保護措施請詳附表二。 	
(四) 公司是否為員工建立有效之職涯能力發展培訓計畫？	V		本公司每年規劃同仁之培訓計劃，務求同仁能在既定之工作崗位上執行職務，並同時進修取得升遷時必要之技能。	無重大差異。
(五) 針對產品與服務之顧客健康與安全、客戶隱私、行銷及標示等議題，公司是否遵循相關法規及國際準則，並制定相關保護消費者或客戶權益政策及申訴程序？	V		<p>1.本公司訂有「客訴作業程序」及「服務程序」，並設置客戶滿意度調查之服務系統，對於收到客訴案件時，業務單位於當天立即與客戶聯繫，並於客戶指定之期限內回覆產品異常之原因及後續處置之結果。</p> <p>2.目前公司之產品依客戶指定之藍圖製造，並依航太相關品質規範製作及銷售。</p>	無重大差異。
(六) 公司是否訂定供應商管理政策，要求供應商在環保、職業安全衛生或勞動人權等議題遵循相關規範，及其實施情形？	V		<p>1.本公司重視環境與社會之保護，依據供應商管理作業程序定期評鑑供應商資格，以評選出合格且具誠信之合作廠商。</p> <p>2.本公司與供應商往來皆簽訂最優惠待遇清廉保證協議，不收禮金、不收回扣，若有違背即斷絕往來並求償，以求最合理報價、最佳品質及最好的服務，以達成公司與廠商共同致力提昇企業社會責任之目的。</p>	無重大差異。

推動項目	執行情形(註 1)			與上市上櫃公司永續發展實務守則差異情形及原因
	是	否	摘要說明	
五、公司是否參考國際通用之報告書編製準則或指引，編製永續報告書等揭露公司非財務資訊之報告書？前揭報告書是否取得第三方驗證單位之確信或保證意見？		V	公司目前尚未編製，未來將考慮國際趨勢與市場變化而做適時編製。	評估規劃中。
六、公司如依據「上市上櫃公司永續發展實務守則」定有本身之永續發展守則者，請敘明其運作與所定守則之差異情形：無差異。				
七、其他有助於瞭解推動永續發展執行情形之重要資訊： (一)環保工作：本公司全面改裝省電之 LED 燈管，定期檢查及維護空調設備，建置廢水回收系統及儲水設備，以降低溫室效應及二氧化碳排放量，達到節能省碳效果。 (二)社會公益：本公司秉持回饋社會之心，捐贈台南市政府 105 年 2 月 6 日大地震災害捐款新台幣五十萬。 (三)人權維護：本公司關懷弱勢族群，聘僱殘障人士，力行政府宣導之「企業提供及保障弱勢族群工作機會」之理念。 (四)安全衛生環境：提供員工舒適安全之工作環境，並定期安排員工安全衛生教育訓練，成立員工餐廳及每年健康檢查，替員工健康把關。				

附表一：溫室氣體年排放量、用水量及廢棄物總重量

類別/年度	109 年	110 年	111 年
自來水	2,293 co2e	1,971 co2e	2,086 co2e
電力	3,064,208 co2e	908,361 co2e	3,073,278 co2e
汽油	2,048 co2e	2,550 co2e	3,188 co2e
柴油	2,537 co2e	3,614 co2e	5,164 co2e
一般廢棄物	38.996噸	22.104 噸	41.680 噸
有害事業廢棄物	25 噸	8.626 噸	16.344 噸
再利用事業廢棄物	12.14 噸	3.78 噸	8.4 噸

附表二：員工工作環境與人身安全的保護措施：

項目	內容
門禁管理措施	本公司設有嚴密門禁監視系統，且與保全公司簽約，24 小時全年無休維護辦公室及廠區安全。
消防安全措施	依消防法之規定，設置完善之消防系統，並依法定期檢查申報及員工消防訓練。
各項設備之維護及檢查措施	1.依據建築物公共安全檢查簽證及申報辦法規定，每年委託外部專業公司進行公共安全檢查。 2.依據職業安全衛生法及本公司勞工安全衛生工作守則，訂定職業安全衛生自動檢查計畫。公司目前每個月委外進行升降機檢查及保養；每三個月做飲水機保養；每年對高、低壓電器設備、空調、消防器具等各項設備進行維護及檢查；公務車依公里數定期保養。
災害防範措施與應變	1.本公司已訂有「緊急應變處理程序」、「營運持續管理程序」、「安全衛生工作守則」等事前做好災害防止、搶救注意事項及事故職災通報程序，明確規範本公司各級人員事前及事後因應重大事件如天災、重大傷害等重大突發狀況之應負責任及任務內容。 2.為維護員工安全與衛生，推廣安全衛生業務，本公司編制有甲種勞工安全衛生業務主管 3 人、安全衛生管理員 3 人、各類作業主管、防火管理人及急救人員數名並定期回訓。 3.定期或不定期宣導安全衛生注意事項及安全操作標準，以供員工遵循。
員工身心健康措施	1.健康檢查：本公司提供在職人員每年定期健康檢查，特定人員特殊健康檢查且有心理輔導評估，並得依個人意願得向醫師心理諮詢。 2.工作環境衛生：工作場所規定全面禁菸、舉辦健康講座、定期辦公室環境清潔。 3.聘請職業醫學專科醫師臨廠服務，特約合格之專任護理人員，提供醫療諮詢、緊急救護處置及心理調解諮詢之服務。 4.提供員工必要之安全防護具，如安全鞋、護目鏡、呼吸防護具、耳塞(罩)、防割手套等，以維護員工安全與健康。 5.依職業安全衛生法每半年進行作業環境測定。 6.性騷擾防治：訂立申訴規定及懲處條款。
保險及醫療慰問	依法投保勞保(含職災保險)、健保，並另外替員工加保團保(含意外險、職災醫療險)等保障機制。

6、履行誠信經營情形及與上市上櫃公司誠信經營守則差異情形及原因

評估項目	運作情形			與上市上櫃公司誠信經營守則差異情形及原因
	是	否	摘要說明	
<p>一、訂定誠信經營政策及方案</p> <p>(一) 公司是否制定經董事會通過之誠信經營政策，並於規章及對外文件中明示誠信經營之政策、作法，以及董事會與高階管理階層積極落實經營政策之承諾？</p> <p>(二) 公司是否建立不誠信行為風險之評估機制，定期分析及評估營業範圍內具較高不誠信行為風險之營業活動，並據以訂定防範不誠信行為方案，且至少涵蓋「上市上櫃公司誠信經營守則」第七條第二項各款行為之防範措施？</p> <p>(三) 公司是否於防範不誠信行為方案內明定作業程序、行為指南、違規之懲戒及申訴制度，且落實執行，並定期檢討修正前揭方案？</p>	V	V	<p>(一)本公司一向秉持誠信從事所有之業務活動，且訂定「誠信經營作業程序及行為指南」(110.11.5訂定)、「公司誠信經營守則」(100.5.13訂定，109.11.9第三次修訂)及「董事暨經理人道德行為準則」(100.5.13訂定，109.11.9第三次修訂)。員工入職簽署服務承諾書(簽署率 100%)，董事及高階主管簽署遵循誠信經營守則聲明書(簽署率 100%)，嚴格要求董監事、管理階層及每位員工積極落實經營政策之承諾。</p> <p>(二)本公司每年依據各營業活動執行風險評估分析，並針對分析結果將風險較高之營業活動依據內控及稽核制度進行相關之查核，且查核內容已將「上市上櫃公司誠信經營守則」第七條第二項各款行為之防範措施包含在內。</p> <p>(三) 本公司於105.5.4董事會通過「檢舉非法與不道德或不誠信行為案件之處理辦法」，明訂違反「誠信經營作業程序及行為指南」、「董事暨經理人道德行為準則」及「公司誠信經營守則」之檢舉內容、受理單位、舉報管道、處理程序等相關內容，並不定時透過公司網站及公佈欄於廠內宣導。為確保誠信經營之落實，本公司建立有效之會計制度及內部控制制度。每筆捐款、贊助款項皆須經核決主管簽核，符合相關法令及內部作業程序；與供應商簽訂最「優惠待遇清廉保證協議」，不收禮金、不收回扣，若有違背即斷絕往來並加以求償，以求最合理報價、最佳品質及最好的服務；訂定「工作規則」及與員工簽訂「服務承諾書」以防範員工不誠信之行為發生。</p>	無重大差異。
<p>二、落實誠信經營</p> <p>(一) 公司是否評估往來對象之誠信紀錄，並於其與往來交易對象簽訂之契約中明訂誠信行為條款？</p>	V		<p>(一)與供應商簽訂最優惠待遇清廉保證協議，不收禮金、不收回扣，若有違背即斷絕往來並加以求償，以求最合理報價、最佳品質及最好的服務。</p>	無重大差異。

評估項目	運作情形			與上市上櫃公司誠信經營守則差異情形及原因
	是	否	摘要說明	
(二) 公司是否設置隸屬董事會之推動企業誠信經營專責單位，並定期(至少一年一次)向董事會報告其誠信經營政策與防範不誠信行為方案及監督執行情形？	V		(二)本公司推動公司誠信經營的兼職單位為管理處，負責訂定及修訂「公司誠信經營守則」及「誠信經營作業程序及行為指南」，並監督公司各單位履行之情形，每年定期向董事會報告落實結果，最近一次向董事會報告的日期為112年1月6日。	
(三) 公司是否制定防止利益衝突政策、提供適當陳述管道，並落實執行？	V		(三)本公司「董事暨經理人道德行為準則」及「公司誠信經營守則」內皆有制定防止利益衝突之政策，而本公司董事亦秉持高度自律，對董事會所列議案，如與其自身或其代表之法人有利害關係，以致有害公司利益時，不參加討論及表決並予以迴避。另外本公司訂有「工作規則」，明訂公司全體同仁不得利用職權圖利他人或自己，避免員工因個人利益而犧牲公司權益；對內：內部網站設有「不當行為舉報」機制及員工信箱，對外：於公司網站之「利害關係人專區」設有申訴管道。	
(四) 公司是否為落實誠信經營已建立有效的會計制度、內部控制制度，並由內部稽核單位依不誠信行為風險之評估結果，擬定相關稽核計畫，並據以查核防範不誠信行為方案之遵循情形，或委託會計師執行查核？	V		(四)為確保誠信經營之落實，本公司建立有效之會計制度及內控制度，稽核單位定期稽核公司各單位相關遵循事項，會計師亦每年審查公司內控制度執行情形。如有特殊情況發生時，將另行安排專案查核。	
(五) 公司是否定期舉辦誠信經營之內、外部之教育訓練？	V		(五)本公司訂有「公司誠信經營守則」，內建誠信經營之信念於企業文化中，並不時於主管會議及定期員工內部教育訓練中宣傳，讓主管及員工都能全面了解公司誠信經營的理念及相關規範，以達教育宣導之成效。	
三、公司檢舉制度之運作情形				
(一) 公司是否訂定具體檢舉及獎勵制度，並建立便利檢舉管道，及針對被檢舉對象指派適當之受理專責人員？	V		(一) 本公司於105年5月4日董事會通過「檢舉非法與不道德或不誠信行為案件之處理辦法」，並於公司網站公告相關規範，且於公司網站建立公司治理專區，提供更便捷之檢舉管道，檢舉人可透過書面或電子方式執行，並設置專人受理相關之檢舉事項（1.發言人：受理股東、投資人等利害關係人之檢舉。2.稽核主管：受理公司內部同仁及客戶、供應商、承攬商等之檢舉。）任何人員違反誠信規定將依本公司相關法規懲處。	無重大差異。
(二) 公司是否訂定受理檢舉事項之調查標準作業程序、調查完成後應採取之後	V		(二)本公司於「檢舉非法與不道德或不誠信行為案件之處理辦法」及「誠信經營作業程序	

評估項目	運作情形			與上市上櫃公司誠信經營守則差異情形及原因
	是	否	摘要說明	
續措施及相關保密機制？ (三) 公司是否採取保護檢舉人不因檢舉而遭受不當處置之措施？	V		及行為指南」內已訂定相關檢舉制度及懲戒與申訴制度。 (三) 依據本公司之「公司誠信經營守則」及「檢舉非法與不道德或不誠信行為案件之處理辦法」，對於檢舉人或參與調查之人員，公司將予以保密及保護。	
四、加強資訊揭露 公司是否於其網站及公開資訊觀測站，揭露其所訂誠信經營守則內容及推動成效？	V		本公司已於公開資訊觀測站揭露「公司誠信經營守則」及「誠信經營作業程序及行為指南」，並於公司網站「公司治理專區」揭示誠信經營相關規範及執行情形。	無重大差異。
五、公司如依據「上市上櫃公司誠信經營守則」訂有本身之誠信經營守則者，請敘明其運作與所訂守則之差異情形：無。				
六、其他有助於瞭解公司誠信經營運作情形之重要資訊：(如公司檢討修正其訂定之誠信經營守則等情形) <ul style="list-style-type: none"> (一) 本公司遵守公司法、證券交易法、商業會計法、上市規章及其他相關法令規定，以作為落實誠信經營之基本。 (二) 本公司「董事會議事規範」中訂定董事利益迴避制度，對於董事會之議案如與其自身或其代表之法人有利害關係，以致有害公司利益者，得陳述意見及答詢，於討論表決時應予以迴避，不得加入討論及表決，亦不得代理其他董事行使表決權。 (三) 本公司制訂「董事暨經理人道德行為準則」及「防範內線交易之管理辦法」，明訂本公司董事、經理人及受僱人應以善良管理人之注意及忠實義務，本誠實信用原則執行業務，並簽署保密協定。知悉本公司內部重大資訊之董事、經理人及受僱人不得洩露所知悉之內部重大資訊予他人。本公司之董事、經理人及受僱人不得向知悉本公司內部重大資訊之人探詢或蒐集與個人職務不相關之公司未公開內部重大資訊，對於非因執行業務得知本公司未公開之內部重大資訊亦不得向其他人洩露。 				

7.公司如有訂定治理守則及相關規章者，應揭露其查詢方式：

可至本公司網站(<https://www.aerowin.com>)及公開資訊觀測站(<http://mops.twse.com.tw>)查詢。

8.其他足以增進對公司治理運作情形之瞭解的重要資訊揭露：

本公司網站設置「公司治理專區」(<https://www.aerowin.com>)，揭露重要資訊。

9.內部控制制度執行狀況應揭露下列事項：

(1)內部控制聲明書：詳附件 1。

(2)委託會計師專案審查內部控制制度之會計師審查報告：不適用。

10.最近年度及截至年報刊印日止公司及其內部人員依法被處罰、公司對其內部人員違反內部控制制度規定之處罰、主要缺失與改善情形：無。

11.最近年度及截至年報刊印日止，股東會及董事會之重要決議。

(1)111 年股東會重要決議事項及執行情形：

日期	重要決議及執行情形
111.06.27	1. 承認本公司一一〇年度營業報告書及財務報表案。 執行情形：決議通過。 2. 承認本公司一一〇年度虧損撥補案。 執行情形：照原案通過，不分派股利。 3. 通過修訂「寶一科技股份有限公司取得或處分資產處理程序」部分條文案。 執行情形：決議通過，並公告於公開資訊觀測站及公司網站。

(2)111 年 1 月 1 日~112 年 3 月 31 日董事會重要決議事項：

日期	會議屆次	議案
111.01.07	第八屆第十次 董事會	1.通過本公司一一一年度營運計劃案。 2.通過本公司一一一年度員工酬勞及董監酬勞分配比率案。 3.通過本公司與往來金融機構融資額度追認案。
111.02.25	第八屆第十一次 董事會	1.通過本公司一一〇年度營業報告書及財務報表案。 2.通過一一一年度簽證會計師獨立性評估案。 3.通過一一〇年度內部控制制度聲明書案。 4.通過一一〇年度員工酬勞及董事酬勞案。 5.通過一一〇年度虧損撥補案。 6.通過「寶一科技股份有限公司取得或處分資產處理程序」部分條文修訂案。 7.通過本公司與往來金融機構融資額度追認案。 8.通過召開一一一年股東常會相關事宜案。
111.05.09	第八屆第十二次 董事會	1.通過本公司民國一一一年第一季財務報表案。 2.通過「寶一科技股份有限公司公司治理實務守則」部分條文修訂案。 3.通過「寶一科技股份有限公司企業社會責任實務守則」部分條文修訂案。 4.因提案期間並無接獲股東提案，所以審查股東提案權議案不予討論。

日期	會議屆次	議案
		5.通過修訂本公司一一一年股東常會議程案。
111.08.08	第八屆第十三次 董事會	通過本公司民國一一一年第二季財務報表案。
111.11.07	第八屆第十四次 董事會	1.通過本公司民國一一一年第三季財務報表案。 2.通過民國一一二年度稽核計劃案。 3.通過「寶一科技股份有限公司內部重大資訊處理作業程序」部分條文修訂案。 4.通過「寶一科技股份有限公司防範內線交易管理辦法」部分條文修訂案。 5.通過「寶一科技股份有限公司董事會議事規範」部分條文修訂案。 6.通過決議本公司經理人一一二年度薪酬調整案。 7.通過增購五軸銑床一台追認案及授權董事長代表處理相關授信事宜案。 8.通過本公司與往來金融機構融資額度追認及授權案。
112.01.06	第八屆第十五次 董事會	1.通過本公司一一二年度營運計劃預算案。 2.通過決議本公司經理人民國一一一年度年終獎金發放案。 3.通過本公司一一二年度董監酬勞及員工酬勞分配比率案。 4.通過本公司與往來金融機構融資額度追認案。
112.02.17	第八屆第十六次 董事會	1.通過本公司一一一年度營業報告書及財務報表案。 2.通過一一二年度簽證會計師獨立性及適任性評估案。 3.通過一一一年度內部控制制度聲明書案。 4.通過一一一年度員工酬勞及董事酬勞分配案。 5.通過一一一年度虧損撥補案。 6.通過「寶一科技股份有限公司公司治理實務守則」及「寶一科技股份有限公司永續發展實務守則」部分條文修訂案。 7.通過本公司與往來金融機構融資額度追認案。 8.通過全面改選董事案。 9.通過解除新任董事及其代表人競業行為之限制案。 10.通過召開一一二年股東常會相關事宜案。
112.05.08	第八屆第十七次 董事會	1. 通過本公司民國一一二年第一季財務報表案。 2. 通過內部稽核主管人事調整案。 3. 通過本公司公司治理主管委任案。 4. 通過董事候選人提名案。 5. 通過獨立董事候選人提名暨資格審查案。 6. 通過解除新任董事及其代表人競業行為之限制案。 7. 通過「寶一科技股份有限公司關係人相互間財務業務相關作業規範」訂定案及「寶一科技股份有限公司集團企業、特定公司及關係人交易管理辦法」廢止案。

12.最近年度及截至年報刊印日止董事或監察人對董事會通過重要決議有不同意見且有紀錄或書面聲明者，其主要內容：無此情況發生。

13.最近年度及截至年報刊印日止，公司有關人士(董事長、總經理、會計主管、財務主管、內部稽核主管及研發主管等)辭職解任情形之彙總：無此情況發生。

公司有關人士辭職解任情形彙總表

112年04月30日

職稱	姓名	到任日期	解任日期	辭職或解任原因
不適用				

註1：所稱公司有關人士係指董事長、總經理、會計主管、財務主管、內部稽核主管及研發主管等。

14.本公司之董事長、總經理、負責財務或會計事務之經理人，最近一年內曾任職於簽證會計師所屬事務所或其關係企業者：無此情況發生。

四、會計師公費資訊

金額單位：新臺幣千元

會計師事務所名稱	會計師姓名	會計師查核期間	審計公費	非審計公費				合計	備註
				制度設計	工商登記	人力資源	其他(註2)		
勤業眾信聯合會計師事務所	一、王騰葦 二、楊朝欽	111年度	1,600				20	1,620	

註1：本年度本公司若有更換會計師或會計師事務所者，應請分別列示查核期間，及於備註欄說明更換原因，並依序揭露所支付之審計與非審計公費等資訊。

2.更換會計師事務所且更換年度所給付之審計公費較更換前一年度之審計公費減少者，應揭露更換前後審計公費金額及原因：

無此情形。

3.審計公費較前一年度減少達百分之十以上者，應揭露審計公費減少金額比例及原因：無此情形。

五、更換會計師資訊：不適用

六、本公司之董事長、總經理、負責財務或會計事務之經理人，最近一年內曾任職於簽證會計師所屬事務所或其關係企業者：無此情形。

七、董事、監察人、經理人及持股比例超過百分之十之股東股權移轉及股權質押變動情形

1. 董事、監察人、經理人及大股東股權變動情形

職稱 (註1)	姓名	111 年度		當年度截至 4 月 30 日	
		持有股數 增(減)數	質押股數 增(減)數	持有股數 增(減)數	質押股數 增(減)數
董事長	極致投資股份有限公司	-	-	-	-
董事長代表人	曾國浩	-	-	-	-
董事	胡淑賢	-	-	(20,000)	-
董事	蔡美麗	-	-	-	-
董事	嘉悉股份有限公司	-	-	(2,059,000)	-
董事代表人	林高順	-	-	-	-
總經理	曾國浩	-	-	-	-
副總經理	胡淑賢	-	-	(20,000)	-
協理	黃進焜	(1,000)	-	-	-
協理	蘇順安	-	-	-	-
協理	莫資宜	-	-	-	-
副協理	林聖傑	(5,000)	-	-	-
大股東	曾國浩	-	-	-	-
獨立董事	張五益	-	-	-	-
獨立董事	蘇慶陽	-	-	-	-
獨立董事	黃敏恭	-	-	-	-
財務部主管	謝舒萍	(41,000)	-	(21,241)	-
會計部主管	謝舒萍	(41,000)	-	(21,241)	-

註1：持有公司股份總額超過百分之十股東應註明為大股東，並分別列示。

2. 股權移轉資訊：無股權移轉之相對人為關係人之情形。
3. 股權質押資訊：無股權質押之相對人為關係人之情形。

八、持股比例占前十名之股東，其相互間之關係資料

單位:股；% 112年04月30日

姓名(註1)	本人持有股份		配偶、未成年子女持有股份		利用他人名義合計持有股份		前十大股東相互間具有關係人或為配偶、二親等以內之親屬關係者，其名稱或姓名及關係。(註3)		備註
	股數	持股比率	股數	持股比率	股數	持股比率	名稱(或姓名)	關係	
曾國浩	6,643,285	9.69%	235,000	0.34%	1,230,000	1.79%	極致、得寶	董事長同	曾國浩
極致投資股份有限公司 代表人：曾國浩	6,019,869	8.78%	-	0.00%	-	0.00%	曾國浩、得寶	董事長同	曾國浩
匯豐(台灣)商業銀行股份有限公司受託保管摩根士丹利國際有限公司投資專戶	3,009,162	4.39%	-	0.00%	-	0.00%	-	-	-
大通託管 J P 摩根證券有限公司投資專戶	2,915,000	4.25%	-	0.00%	-	0.00%	-	-	-
嘉悉股份有限公司 代表人：林高順	2,284,000	3.33%	-	0.00%	-	0.00%	-	-	-
花旗(台灣)商業銀行受託保管瑞銀歐洲 S E 投資專戶	2,106,679	3.07%	-	0.00%	-	0.00%	-	-	-
得寶投資股份有限公司 代表人：曾國浩	1,230,000	1.79%	-	0.00%	-	0.00%	曾國浩、極致	董事長同	曾國浩
唯新工業股份有限公司 代表人：黃竹全	1,000,000	1.46%	-	0.00%	-	0.00%	-	-	-
花旗託管柏克萊資本 S B L / P B 投資專戶	675,000	0.98%	-	0.00%	-	0.00%	-	-	-
匯豐(台灣)商業銀行股份有限公司受託保管英商高盛國際公司投資專戶	486,000	0.71%	-	0.00%	-	0.00%	-	-	-

註1：應將前十名股東全部列示，屬法人股東者應將法人股東名稱及代表人姓名分別列示。

註2：持股比例之計算係指分別以自己名義、配偶、未成年子女或利用他人名義計算持股比率。

註3：將前揭所列示之股東包括法人及自然人，應揭露彼此間之關係。

九、公司、公司之董事、監察人、經理人及公司直接或間接控制之事業對同一轉投資事業之持股數，並合併計算綜合持股比例

不適用

肆、募資情形

一、公司資本及股本

1. 股份種類

112年04月30日/單位:股

股 份 種 類	核 定 股 本					備 註
	已 發 行 股 份			未 發 行 股 份	合 計	
	已上市	未上市	合計			
記名式普通股	685,735,000	-	685,735,000	314,265,000	1,000,000,000	

2. 股本來源

單位：千元、千股

年 月	發 行 價 格 (元)	核 定 股 本		實 收 股 本		備 註		
		股 數	金 額	股 數	金 額	股 本 來 源	以 現 金 外 財 產 充 款 者	其 他
089.02	10	30,000	300,000	28,000	280,000	現金增資 80,500	-	89.01.07財政部證券暨期貨 管理委員會(89)台財證(一) 第110342號函核准
089.10	10	30,000	300,000	30,000	300,000	現金增資 20,000	-	89.07.10財政部證券暨期貨 管理委員會(89)台財證(一) 第59071號函核准
090.02	10	50,000	500,000	35,000	350,000	現金增資 50,000	-	89.11.17財政部證券暨期貨 管理委員會(89)台財證(一) 第94043號函核准
091.03	10	50,000	500,000	38,500	385,000	現金增資 35,000	-	91.01.11財政部證券暨期貨 管理委員會(90)台財證(一) 第178454號函核准
092.05	10	50,000	500,000	47,500	475,000	現金增資 90,000	-	92.01.14財政部證券暨期貨 管理委員會台財證一字第 09100169373號函核准
095.03	10	50,000	500,000	28,500	285,000	減少資本 190,000	-	95.01.17行政院金融監督管 理委員會台管證一字第 0950101009號函核
095.03	10	50,000	500,000	42,500	425,000	現金增資 140,000	-	95.01.17行政院金融監督管 理委員會台管證一字第 0950101009號函核
096.07	13	50,000	500,000	50,000	500,000	現金增資 75,000	-	96.07.19行政院金融監督管 理委員會台管證一字第 0960036398號函核准
096.10		70,000	700,000	50,000	500,000	修改額定資本 額	-	96.10.18經濟部經授商字第 09601250100號函核准
098.12		70,000	700,000	54,500	545,000	盈餘轉增資 45,000	-	98.10.12經濟部經授商字第 09801235070號函核准

年 月	發行價格 (元)	核定股本		實收股本		備註		
		股數	金額	股數	金額	股本來源	以現以之產充款者 以外財抵股者	其他
099.09		70,000	700,000	56,135	561,350	盈餘轉增資 16,350	-	99.08.18行政院金融監督管理委員會金管證發字第0990043479號函核准
099.12	15	70,000	700,000	60,635	606,350	現金增資 45,000	-	99.09.15行政院金融監督管理委員會金管證發字第0990050559號函核准
101.04	10.17	70,000	700,000	60,649	606,490	員工認股權憑證轉增資140	-	101.04.23經濟部經授商字第10101067840號函核准
102.01	10.17	70,000	700,000	60,785	607,849	員工認股權憑證轉增資1,359	-	102.01.22經濟部經授商字第10201016120號函核准
103.01	10.17	70,000	700,000	61,850	618,499	員工認股權憑證轉增資 10,650	-	103.01.14經濟部經授商字第10301007850號函核准
104.01	10.17	70,000	700,000	62,179	621,789	員工認股權憑證轉增資3,290	-	104.01.16經濟部經授商字第10401010100號函核准
104.02	15.5	100,000	1,000,000	68,187	681,869	現金增資 60,080	-	104.02.04經濟部經授商字第10401021180號函核准
104.12	10.17	100,000	1,000,000	68,213	682,130	員工認股權憑證轉增資261	-	104.12.25經濟部經授商字第10401277030號函核准
105.03	14.62	100,000	1,000,000	68,374	683,735	員工認股權憑證轉增資1,605	-	105.03.21經濟部經授商字第10501051150號函核准
106.03	14.29	100,000	1,000,000	68,461	684,605	員工認股權憑證轉增資870	-	106.03.15經濟部經授商字第10601031550號函核准
107.03	13.81	100,000	1,000,000	68,544	685,438	員工認股權憑證轉增資833	-	107.03.08經濟部經授商字第10701024870號函核准
108.04	13.59	100,000	1,000,000	68,547	685,468	員工認股權憑證轉增資30	-	108.04.01經濟部經授商字第10801028790號函核准
109.03	13.28	100,000	1,000,000	68,574	685,735	員工認股權憑證轉增資267.5	-	109.03.30經濟部經授商字第10901041770號函核准

3.總括申報制度相關資訊：無。

4.股東結構

112年04月30日

股東結構	人數	持有股數	持股比率
政府機關	0	0	0.00 %
金融機構	7	434,000	0.63 %
其他法人	202	10,718,065	15.63 %
外國機構及外人	51	10,383,746	15.14%
個人	31,359	47,037,689	68.60%
其他	0	0	0.00 %
合計	31,619	68,573,500	100.00 %

註：第一上市（櫃）公司及興櫃公司應揭露其陸資持股比例；陸資係指大陸地區人民來臺投資許可辦法第3條所規定之大陸地區人民、法人、團體、其他機構或其於第三地區投資之公司。

5.股權分散情形：

本公司並無特別股，茲將普通股之股權分散情形，表列說明如下

112年04月30日
每股面額十元

持 股 等 級	股東人數	持有股數	持股比率(%)
1 ~ 999	21,478	667,551	0.97%
1,000 ~ 5,000	8,838	15,932,848	23.23%
5,001 ~ 10,000	745	6,167,284	8.99%
10,001 ~ 15,000	177	2,350,879	3.43%
15,001 ~ 20,000	141	2,659,000	3.88%
20,001 ~ 30,000	96	2,546,201	3.71%
30,001 ~ 40,000	33	1,207,681	1.76%
40,001 ~ 50,000	28	1,321,458	1.93%
50,001 ~ 100,000	44	3,226,926	4.71%
100,001 ~ 200,000	17	2,307,417	3.36%
200,001 ~ 400,000	9	2,454,260	3.58%
400,001 ~ 600,000	4	1,849,000	2.70%
600,001 ~ 800,000	1	675,000	0.98%
800,001 ~ 1,000,000	1	1,000,000	1.46%
1,000,001 以上	7	24,207,995	35.31%
合 計	31,619	68,573,500	100.00%

6.主要股東名單

112年04月30日

主要股東名稱	持有股數(股)	持股比例(%)
曾國浩	6,643,285	9.69%
極致投資股份有限公司	6,019,869	8.78%
匯豐(台灣)商業銀行股份有限公司受託保管摩根士丹利國際有限公司投資專戶	3,009,162	4.39%
大通託管 J P 摩根證券有限公司投資專戶	2,915,000	4.25%
嘉悉股份有限公司	2,284,000	3.33%
花旗(台灣)商業銀行受託保管瑞銀歐洲 S E 投資專戶	2,106,679	3.07%
得寶投資股份有限公司	1,230,000	1.79%
唯新工業股份有限公司	1,000,000	1.46%
花旗託管柏克萊資本 S B L / P B 投資專戶	675,000	0.98%
匯豐(台灣)商業銀行股份有限公司受託保管英商高盛國際公司投資專戶	486,000	0.71%

7.最近二年度每股市價、淨值、盈餘、股利及相關資料

項 目		年 度		當 年 度 截 至 112 年 03 月 31 日	
		110 年	111 年		
每股 市價 (註 1)	最 高	17.1	35.7	43.25	
	最 低	11.4	13.95	24.55	
	平 均	14.04	19.64	35.11	
每股 淨值 (註 2)	分 配 前	10.96	11.23	11.31	
	分 配 後	不分配	不分配	尚未分配	
每股 盈餘	加權平均股數	68,574 仟股	68,574 仟股	68,574 仟股	
	每 股 盈 餘(註3)	-1.50	0.28	0.08	
每股 股利	現 金 股 利	-	-	-	
	無 償 配 股	盈餘配股	-	-	-
		資本公積配股	-	-	-
	累積未付股利(註4)	-	-	--	
投資報酬 分析	本益比(註5)	-9.36	70.143	-	
	本利比(註6)	-	-	-	
	現金股利殖利率(註7)	-	-	-	

* 若有以盈餘或資本公積轉增資配股時，並應揭露按發放之股數追溯調整之市價及現金股利資訊。

註 1：列示各年度普通股最高及最低市價，並按各年度成交值與成交量計算各年度平均市價。

註 2：請以年底已發行之股數為準並依據董事會或次年度股東會決議分配之情形填列。

註 3：如有因無償配股等情形而須追溯調整者，應列示調整前及調整後之每股盈餘。

註 4：權益證券發行條件如有規定當年度未發放之股利得累積至有盈餘年度發放者，應分別揭露截至當年度止累積未付之股利。

註 5：本益比 = 當年度每股平均收盤價 / 每股盈餘。

註 6：本利比 = 當年度每股平均收盤價 / 每股現金股利。

註 7：現金股利殖利率 = 每股現金股利 / 當年度每股平均收盤價。

註 8：每股淨值、每股盈餘應填列截至年報刊印日止最近一季經會計師查核（核閱）之資料；其餘欄位應填列截至年報刊印日止之當年度資料。

8.公司股利政策及執行狀況

a. 股利政策

條次	內容
第二十一條	<p>本公司年度如有獲利，應提撥 5%至 10%為員工酬勞，由董事會決議以股票或現金分派發放，其發放對象包含符合一定條件之從屬公司員工；本公司得以上開獲利數額，由董事會決議提撥不高於 3%為董監酬勞。員工酬勞及董監酬勞分派案應提股東會報告。</p> <p>但公司尚有累積虧損時，應預先保留彌補數額，再依前項比例提撥員工酬勞及董監酬勞。</p> <p>本公司年度決算如有盈餘，依法繳納稅捐，彌補累積虧損後，再提 10%為法定盈餘公積，但法定盈餘公積提列總額已達本公司實收資本額時，得不再提列，其餘再依法令規定提列或迴轉特別盈餘公積；就當年度決算之盈餘，依上開規定提列之餘額，至少提撥百分之五十分派股東股利，由董事會擬具盈餘分配議案，提請股東會決議分派股東股息紅利。</p>
第二十二條	<p>本公司目前產業發展屬成長階段，為考量產業成長之特性、健全公司財務結構並顧及投資人之權益，採股票股利及現金股利二者平衡股利政策，當公司自外界取得足夠資金支應該年度資金需求時，將就當年度所分配之股利中，至少提撥百分之五十發放現金股利。</p>

b. 本次股東會擬議分配之情形：

經 112 年 2 月 17 日董事會擬議配發之情形如下：

- a. 擬不配發股東股利。
- b. 不配發員工酬勞及董事酬勞。

9. 本次股東會擬議之無償配股對公司營業績效及每股盈餘之影響：不適用。

10. 員工分紅及董事、監察人酬勞

(1) 公司章程所載員工分紅及董事、監察人酬勞之成數或範圍

本公司當年度如有獲利，應提撥 5%至 10%為員工酬勞，由董事會決議以股票或現金分派發放，其發放對象包含符合一定條件之從屬公司員工；本公司得以上開獲利數額，由董事會決議提撥不高於 3%為董監酬勞。員工酬勞及董監酬勞分派案應提股東會報告。

但公司尚有累積虧損時，應預先保留彌補數額，再依前項比例提撥員工酬勞及董監酬勞。

(2) 本期估列員工紅利及董事、監察人酬勞金額之估列基礎、以股票分派之員工酬勞之股數計算基礎及實際分派金額若與估列數有差異時之會計處理：

- a. 員工酬勞及董監酬勞金額之估列，係以當年度扣除分派員工及董監事酬勞前之稅前利益為基礎(若有累積虧損應先彌補)，在章程所定成數範圍內，依董事會決議之比率估列。
- b. 若選擇以股票發放員工酬勞者，係依據董事會決議前一日普通股之收盤價計算配發股數。

c.年度財務報告通過發布日後若金額仍有變動，則依會計估計變動處理，於次一年度調整入帳。

(3)董事會通過分派酬勞情形：

本公司 112 年 2 月 17 日董事會擬議配發員工酬勞及董事酬勞資訊如下

a. 擬議配發酬勞資訊

員工現金酬勞金額	0
員工股票酬勞金額	0
董事現金酬勞金額	0

b. 擬議配發員工股票紅利資訊

股票紅利金額	0
股票紅利金額占本期稅後純益之比例	0
股票紅利金額占員工紅利總額合計數之比例	0

c. 考慮擬議配發員工紅利及董事酬勞後之設算每股盈餘：0。

(4)前一年度員工及董事酬勞之實際配發情形（包括配發股數、金額及股價）、其與認列員工及董事酬勞有差異者並應敘明差異數、原因及處理情形:

本公司 111 年度員工酬勞及董事酬勞之實際配發情形如下表，與帳上認列之金額並無差異。

項目	員工現金酬勞	員工股票酬勞	董事酬勞
董事會擬議分配金額	0	0	0
實際分配金額	0	0	0
差異數	0	0	0

11.公司買回本公司股份情形：無。

- 二、公司債辦理情形：無。
- 三、特別股辦理情形：無。
- 四、海外存託憑證辦理情形：無。
- 五、員工認股權憑證辦理情形：無。
- 六、限制員工權利新股辦理情形：無。
- 七、併購或受讓他公司股份發行新股辦理情形:無。
- 八、資金運用計劃執行情形 :不適用。

伍、營運概況

一、業務內容

1.業務範圍

a.公司所營業務之主要內容

- (1) CA03010 熱處理業
- (2) CA04010 表面處理業
- (3) CB01010 機械設備製造業
- (4) CC01010 發電、輸電、配電機械製造業
- (5) CD01060 航空器及其零件製造業
- (6) F106010 五金批發業
- (7) F113010 機械批發業
- (8) F119010 電子材料批發業
- (9) F206010 五金零售業
- (10) F213080 機械器具零售業
- (11) F219010 電子材料零售業
- (12) F401010 國際貿易業
- (13) ZZ99999 除許可業務外，得經營法令非禁止或限制之業務

b.本公司目前之商品、服務項目

- (1)航空發動機(Aero Engine)零組件製造—機械加工及薄板成型。
- (2)發電用燃汽渦輪機(Ground Gas Turbine)零組件製造及再生。

c.計劃開發之新產品

計劃別	產品名稱
航空發動機零組件	1. Inner Ring - LEAP 引擎零件
	2. Inner Liner - PW1200G/1700G 引擎零件
	3. Outer Liner - PW1200G/1700G 引擎零件
	4. Bulkhead - PW1200G/1700G 引擎零件
	5. Hood - PW1200G/1700G 引擎零件
	6. 真空腔體/葉片

2.產業概況

(1)航空產業概況

航空產業具有技術密集、資本密集、附加價值高及產業關聯性廣的特性，促使各國政府均全力支持其永續發展，其範圍涵蓋航空工業、軍用航空工業、航空服務業及航空運動休閒業等，生產製造流程相當複雜，需要各種產業相互密切配合，在政府長期對國內產業的扶持下，國內業者擁有高水準的航空製造及維修技術、品質管理和交貨品質，已成為國際主要航空大廠的重要合作對象，在全球航空供應鏈的市場地位已趨於穩固，將帶動關聯產業技術與增加市場競爭力，並創造衍生效益。

根據國際航空運輸協會(IATA, International Air Transport Association)於 2022 年 1 月發布航空貨運市場報告顯示如下：

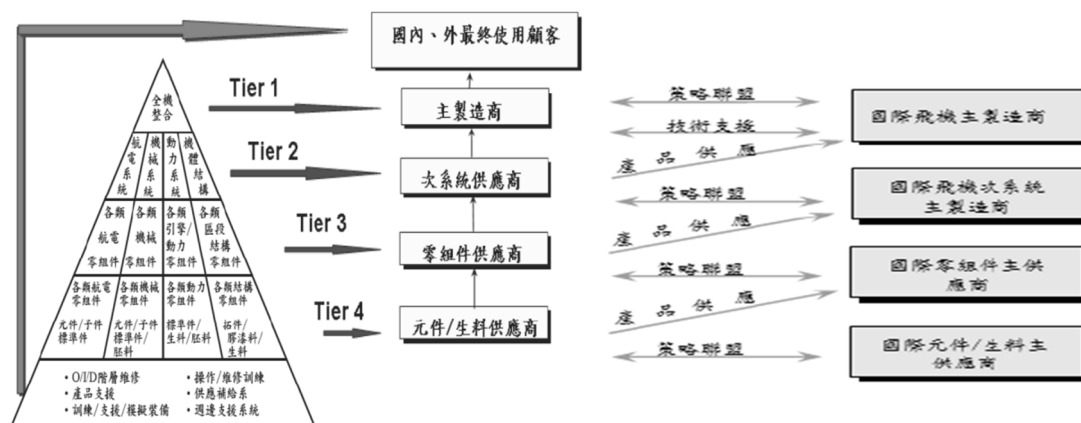
2021年全年航空貨運需求比2019年增長6.9%，比2020年增長18.7%，2021年12月份需求強勁。自1990年國際航協開始貨運報告以來，此需求增長率僅次於2010年增長率（20.6%），比全球貨物貿易增長率（9.8%）高8.9個百分點。

受新冠肺炎疫情影響，2021年與2020年月度數據同比結果有所失真。除非另作說明，本文的同比結果均為與2019年常態需求數據所進行的對比。

- 2021年全球航空貨運需求（按照貨運噸公里或“CTKs”計算），比2019年增長6.9%（國際需求增長7.4%）。
- 2021年運力（按照可用貨運噸公里計算，或“ACTKs”）比2019年下降10.9%（國際運力下降12.8%）。重要樞紐遭遇瓶頸，運力仍受限。
- 12月份貨運需求有所改善；全球貨運需求比2019年增長8.9%（國際貨運需求增長9.4%）。明顯高於11月份的增幅（增長3.9%），是自2021年4月份（增長11.4%）以來的最佳表現。全球運力比2019年下降4.7%（國際運力下降6.5%）。
- 可用運力不足但仍推動利潤和收益增長，在客運收入下降的情況下，為航空公司和部分長途客運服務提供了支持。2021年12月份，貨運費率幾乎是2019年的1.5倍。
- 經濟持續推昇航空貨運增長
與危機前水準相比，11月份（最新一個月的數據）全球貨物貿易增長7.7%。同期，全球工業生產增長4.0%。庫銷比仍然很低，利好航空貨運，製造商轉向採用航空貨運以快速滿足需求。航空貨運相對於海運集裝箱運輸的成本競爭力仍然有利。近期新冠肺炎疫情再度推高許多發達經濟體的感染水
- 11月份供應鏈瓶頸導致增速放緩仍是不利因素：
勞動力短缺，部分原因是員工被隔離，一些機場的倉儲空間不足，以及處理積壓，繼續給供應鏈帶來壓力。12月份全球供應商交付時間採購經理人指數（PMI）為38。雖然低於50的數值通常有利於航空貨運，但在現時的條件下，由於供應瓶頸，交貨時間會延長。
- 2021年各區域表現
與2019年相比，2021年航空貨運各區域表現差異顯著。北美航空公司表現最為強勁，國際需求年增長20.2%。與2019年相比，中東和非洲航空公司國際需求在2021年實現兩位數增長（分別增長10.6%和11.3%）。亞太和歐洲航空公司2021年國際需求比2019年增長3.6%。與2019年相比，只有拉丁美
- **亞太航空公司**2021年國際需求比2019年增長3.6%，國際運力下降17.1%。與2019年同期相比，2021年12月份，該地區航空公司國際需求增長8.8%。製造商需求依然強勁，包括個人防護用品。與2019年同期相比，12月份國際運力仍受限，下降10%。
- **歐洲航空公司**2021年國際需求比2019年增長3.6%，運力下降17.4%。與2019年相比，2021年12月份航空公司國際需求增長6%。與危機前相比，2021年12月份國際運力下降5.9%。歐洲航空公司受到供應鏈和機場擁堵以及局部運力限制的嚴重影響。
- **中東航空公司**2021年國際需求比2019年增長10.6%，國際運力下降10.1%。年末增長放緩，部分原因是大型中東-亞洲航線的貨運量呈下降趨勢。2021年12月份，與2019年12月份相比，該地區航空公司的國際需求增長5.7%。與2019年同期相比，12月份國際運力下降9.2%。
- **拉美航空公司**2021年國際需求比2019年下降15.2%，運力下降30.2%。拉美航空公司經歷了充滿挑戰的一年，有幾家航空公司正在經歷漫長的重組。儘管如此，重組即將結束，12月份的表現是2021年最好的，與2019年12月份相比，該地區航空公司國際需求下降2.9%。與11月降幅（13.4%）相比，顯著改善。12月份運力仍嚴重受限，比危機前下降26.1%。
- **非洲航空公司**2021年國際需求比2019年增長11.3%，國際運力下降14.6%。在亞非航線的強勁推動下，該地區的增長在一年的大部分時間裏都是充滿活力的。12月份，國際需求同比增長7.6%，國際運力下降19.4%。

(2) 產業上、中、下游之關聯性

國際航空飛機及發動機生產供應鏈大致分為四階，依次為：元件/生料供應商(Tier 4)、零組件供應商(Tier 3)、次系統供應商(Tier 2) (機載設備、模組段特殊關鍵性零件)供應商及主體結構主要組件供應商(Tier 1)，和飛機引擎整機製造商，航空業價值鏈國際垂直分工體系如下圖：



以飛機製造而言，波音公司及空中巴士公司為全機整合業者，而飛機引擎製造商主要為奇異航空公司(GE Aviation)、勞斯萊斯公司(Rolls-Royce)、斯奈克瑪公司(Safran Aircraft Engines)及普惠公司(Pratt & Whitney)四大集團與其控制之子公司，其具備裝配整套飛機引擎的能量並直接對應飛機全機整合廠商，本公司主要產品為發動機零組件，位居產業中游的零組件供應商。

(3) 航空發動機製造業

由於全球航空運輸流量增加、區域性航空興起，以及因應油價上漲而帶動更具環保效益的新飛機以取代耗油量較高的舊型機種，全球對新飛機需求增加，將帶動航空發動機製造廠及相關零組件之需求。由於航太產品開發與生產時間較長，在技術與品質方面要求相當嚴格，一旦成為合格供應鏈廠商，即可取得6~10年以上之長期訂單，隨著航空運輸及發動機製造業之成長，將為下游航空器零件製造商帶來長期利益。

國際航空大廠的零組件供應商也面臨主要客戶的降價壓力，依循前述模式在海外尋找合作伙伴，以求降低成本並分攤風險。受惠於大陸及印度等新興市場的興起，及國際商務與觀光旅客的增加，帶動亞太地區航空客運市場的成長；且亞太地區具備製造成本較低的優勢，歐美主要製造廠商已開始將零組件訂單移至亞太地區，使亞太地區逐漸成為航空工業重要的銷售市場及航空零組件生產地區，此一發展情勢將有利於我國航空零件製造業者營運規模之擴大。

3.技術及研發概況

(1)最近年度及截至年報刊印日止投入之研發費用

單位：新臺幣仟元

年 度	111 年 度	當 年 度 截 至 112 年 03 月 31 日
研 發 費 用	28,748	9,621

(2) 最近 3 年度開發成功之技術或產品

- ①葉片冷卻片類：由板金製成之管形裝置，其中有多數小孔。置入葉片內可以引導氣流至所欲冷卻部位，延長其壽命。開發內容包括適用於CFM56，Silver Crest，PW1000G等發動機中之產品約 6 項。
- ②板金類環件：以平板彎曲焊接成圓後再賦予外型之產品。可用以焊接定子，相關製程亦可應用於發動機周遭弧形產品。最新產品運用5軸雷射開發出大型產品。開發內容包括CFM56，Silver Crest，V2500，等發動機零件約 7 項。
- ③加工類環件：以車床加工至完工尺寸後，再以銑床或沖床設孔洞或槽體於上。開發內容涵蓋各式新舊大小發動機約 13 項。
- ④法蘭類：以焊接、熱處理等方式連結機械加工件，板金件與蜂巢式氣封等元件之產品。開發內容包括用於Silver Crest發動機等項目 約5 項。
- ⑤管類：以板金彎曲焊接成管後賦予外型，再於兩端焊接法蘭。開發內容包括CFM56，Trent XWB等發動機約 5 項。
- ⑥板金類：無或僅需少量焊接之板金工件。開發內容涵蓋各式新舊大小發動機約 4 項。
- ⑦複雜工件：涵蓋大量成形與焊接製程之產品。包括應用於 CFM56，Trent XWB，PW1500G 與PW1700G等發動機之產品約 18 項。
- ⑧鋁合金加工：真空 pump 零件之產品約 7項

4.長短期業務發展計劃

本公司從事航太產業已逾二十載，隨著經驗的累積，已掌握下列核心技術：

- (1)超合金及鈦合金之成形、焊接及機械加工等技術。
- (2)超合金之熱處理及表面處理技術。
- (3)航太級產品品質保證系統及鑑定能力。

短期業務發展計劃將致力於持續擴展及開發航空發動機內高溫段高階製程及高利潤之零組件，並持續擴充產能。中長期業務發展計劃則將逐漸拓展 Co-Design 航空發動機零組件市場。自 2009 年起，已經接獲法國 Safran Transmission System XWB A350 發動機零件訂單，並於 2011 年接獲比利時 Safran Aero Booster SilverCrest 發動機零件訂單，也於 2013 年起陸續接獲法國 Safran Aircraft Engines 及比利時 Safran Aero Booster LEAP 發動機零件訂單，也並於 2015 年起接獲美國 Pratt&Whitney 及日本 KHI PW1000 系列相關發動機零件訂單，將在工程能力及產能上做更進一步的大幅調升，以穩固發展此類產品的基礎。

二、市場及產銷概況

1.市場分析

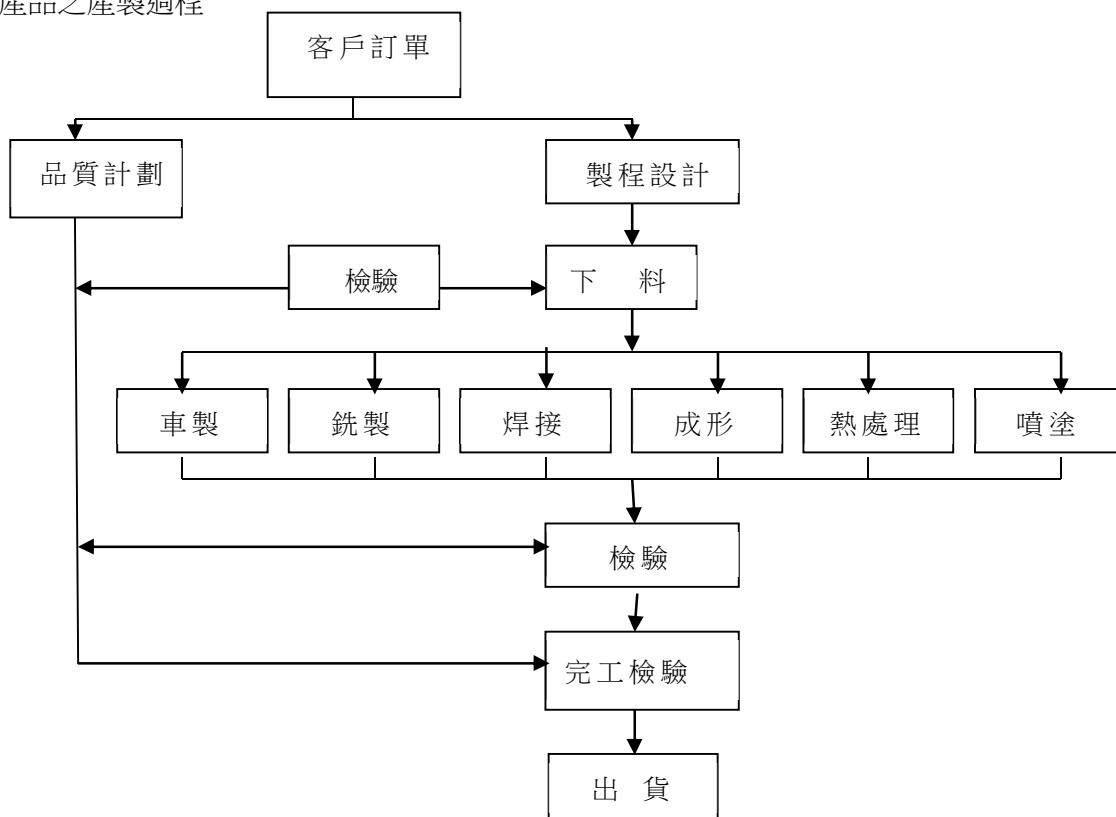
	環型鍛件 精密加工	渦輪噴嘴 冷卻葉片	各類機製及薄板組合 件	薄板金屬 零件
主要產品	CC Liners Stator Rings Flanges	Bushing (Baffle) Cooling Inserts	Front / Rear Flange Oil Collector/Oil Cover Inlet Casing、Shroud Combustor	Brackets Toles Seal Sheet Metal Rings
銷售地區	美國、歐洲、日本	歐洲、日本、美國	歐洲、日本	歐洲、日本
市場占有率	工件對於客戶有其專屬性，市場占有率分析不具意義。	平均 70%以上。	現行生產產品大部分 100%為唯一供應商。部分零件為應用於 XWB 及 PW1000 系列發動機。	部分零件為應用於 SilverCrest/LEAP 新發動機。
成長性	成長性受限於設備的投資。	地面發動機用冷卻葉片需求成長性高。	成長性高。	成長性高。
競爭利基	以類似之產品，擴大生產規模降低成本。	寶一自行發展之製程，品質相對於競爭者優良。	寶一擁有機製、薄板成型及焊接等多項製程整合的能力。	人力成本相較於歐美地區為低。
發展遠景之有利因素	已累計多年及各客戶所提供的生產經驗，對降低生產成本有相當之助益。	國際上極少數的公司能提供該類產品。	國際上僅少數的公司能以低的製造成本及時程控管提供該類產品。	該類產品需求數量龐大，依賴高級技術人員加工，無法自動化生產。現有供應商皆在歐美地區，生產成本高。
發展遠景之不利因素	加工設備昂貴，製程被取代性相對較高。因工件重量重，所需運輸費用較高，降低成本競爭力。	該產品屬航空發動機關鍵零件，有部份公司將其列為外製管制品。	因所需技術層次較高之特殊製程，需相對投入高階技術及品質管制工程師。	技術人員在人力市場不易取得，需要較長時間培訓。
因應對策	審慎評估擴產規模及時程。	爭取用於地面發動機(無管制)之品項。	延攬有相關經驗之技術人員。	自行培訓。

2.主要產品之重要用途及產製過程

①主要產品用途

產 品 項 目	主 要 用 途	
一、航空發動機零組件	產生飛機飛行時所需之推動力	
組套件產品	1.Oil Collector	提供渦輪引擎各不同壓力段氣封功能
	2.Rear Flange Front Flange	高低壓氣室隔絕裝置組套件
	3.Cover Oil Inlet	引擎心軸末端支撐潤滑組件
	4.Bearing support	引擎心軸之第二段軸承座
	5.Upper shroud	引擎齒輪箱油管保護管
	6.Lower shroud	引擎齒輪箱油管保護管
	7.Casing SAGB Lower	引擎齒輪箱保護罩
	8.Transfer tube	傳動管線零件
	9.燃燒筒	可耐高溫燃燒，與高壓氣體混合後爆炸產生動力
冷卻片產品	10.Bushing	用於高溫葉片內部，導入冷卻氣體以維護渦輪葉片壽命
環形件產品	11.C.C.Liner	發動機燃燒室可耐高溫燃燒，與高壓氣體在此混合爆炸後產生推力
	12.Stator Ring	發動機壓縮定子，可將高壓氣體導正方向以提高引擎效率
	13.Inner Ring	用以組裝固定壓縮段之壓縮葉片之內環
	14.Outer Shroud	用以組裝固定壓縮段之壓縮葉片之外環
其他產品	15.Bracket	支撐及固定引擎各式管線及線路
	16.Toboggan	氣流導引零件
	17.Toles	空氣流路減阻裝置零件
二、發電用氣渦輪機零組件	產生電力	
其他產品	1.燃燒筒	可耐高溫燃燒，與高壓氣體混合後爆炸產生動力
	2.傳接導筒	將高壓氣體分別導入各個燃燒筒，以產生均勻的燃燒
	3.Cooling Insert 渦輪靜葉冷卻器	將高壓氣體導入渦輪靜葉內部，降低靜葉溫度，以維護渦輪葉片壽命

②主要產品之產製過程



3.主要原料之供應狀況

本公司主要產品所需之原材料必須經過航太引擎廠認證，目前絕大多數仰賴進口，近來已與國外原廠建立良好合作關係，直接向原廠購料，原料成本因此得以降低且貨源供應品質穩定。

名稱	供應來源	供應狀況
超合金粉末	國 外	貨源穩定充裕
超合金板材	國 外	國外供應商多數皆為客戶指定並經過其認證，貨源品質穩定
超合金鍛料	國 外	國外供應商皆為客戶指定並經過其認證，貨源品質穩定
超合金鑄件	國 外	國外供應商皆為客戶指定並經過其認證，貨源品質穩定
超合金棒材	國內、外	國內、外供應商皆為客戶認證，貨源品質穩定
旋流器	國 外	國外供應商皆為客戶指定並經過其認證，貨源品質穩定

4.最近二年度任一年度中曾占進(銷)貨總額百分之十以上之客戶名稱及其進(銷)貨金額與比例，並說明其增減變動原因

(1) 最近二年度任一年度占進貨總額百分之十以上之供應商名稱：

單位:新臺幣仟元

項目	110 年度				111 年度				112 年度截至前一季止(註 2)			
	名稱	金額 (千元)	占全年度進貨 淨額比率 〔%〕	與發行人 之關係	名稱	金額 (千元)	占全年度進貨 淨額比率 〔%〕	與發行人 之關係	名稱	金額 (千元)	占當年度截至前一季止 進貨淨額比率〔%〕	與發行人 之關係
1	F	27,954	23	無	F	53,976	30	無	F	12,695	18	無
2	D	25,217	20	無	H	21,893	12	無	H	8,927	13	無
3	H	14,362	12	無	A	10,076	6	無	A	7,583	11	無
4	A	941	1	無	D	3,860	2	無	D	249	0	無
5	其他	54,939	44	無	其他	88,313	50	無	其他	41,258	58	無
	進貨淨額	123,413	100		進貨淨額	178,118	100		進貨淨額	70,712	100	

註 1：列明最近二年度銷貨總額百分之十以上之客戶名稱及其銷貨金額與比例及列明最近二年度進貨總額百分之十以上之供應商名稱及其進貨金額與比例，但因契約約定不得揭露供應商名稱或交易對象為個人且非關係人者，得以代號為之。

註 2:截至年報刊印日前，上市或股票已在證券商營業處所買賣之公司如有最近期經會計師查核簽證或核閱之財務資料，應並予揭露。

(2)最近二年度任一年度占銷貨總額百分之十以上之客戶名稱：

單位:新臺幣仟元

項目	110 年度				111 年度				112 年度截至前一季止(註 2)			
	名稱	金額 (千元)	占全年度銷貨 淨額比率 〔%〕	與發行人 之關係	名稱	金額 (千元)	占全年度銷貨 淨額比率 〔%〕	與發行人 之關係	名稱	金額 (千元)	占當年度截至前一季止 銷貨淨額比率〔%〕	與發行人 之關係
1	a	157,617	45	無	a	211,980	47	無	a	65,253	40	無
2	c	83,769	24	無	d	69,894	16	無	c	36,224	22	無
3	d	38,568	11	無	c	60,630	13	無	b	18,675	12	無
4	b	32,930	9	無	b	46,155	10	無	d	14,788	9	無
5	其他	38,626	11	無	其他	60,877	14	無	其他	26,705	17	無
	銷貨淨額	351,510	100		銷貨淨額	449,536	100		銷貨淨額	161,645	100	

5.最近二年度生產量值

單位:產量/件；產值/新臺幣仟元

生產量值 主要商品 (或部門別)	年度	110 年度			111 年度		
		產能	產量	產值	產能	產量	產值
航空發動機		0	110,238	379,466	0	176,766	423,531
其他		0	25	711	0	41	976
合計		0	110,263	380,177	0	176,807	424,507

註 1：產能係指公司經衡量必要停工、假日等因素後，利用現有生產設備，在正常運作下所能生產之數量。

註 2：各產品之生產具有可替代性者，得合併計算產能，並附註說明。

6.最近二年度銷售量值

單位:銷量/件;銷值/新臺幣仟元

銷售量值 主要商品 (或部門別)	年度	110 年度				111 年度			
		內銷		外銷		內銷		外銷	
		量	值	量	值	量	值	量	值
航空發動機		8,142	4,714	106,943	345,737	12,227	13,092	154,060	435,148
其他		598	748	4,000	311	117	1,296	0	0
合計		8,740	5,462	110,943	346,048	12,344	14,388	154,060	435,148

三、最近二年度及截至年報刊印日止從業員工資料

年 度		110 年度	111 年度	當年度截至 112 年 03 月 31 日
員 工 人 數	技術人員	20	20	27
	作業人員	137	127	146
	行政人員	51	48	44
	合 計	208	195	217
平 均 年 歲		40.12	40.37	39.22
平均服務年資		10.25	10.46	9.42
學 歷 分 布 比 率	博 士	0.9%	1.0%	0.9%
	碩 士	7.2%	8.2%	7.4%
	大 專	51.0%	50.3%	49.3%
	高 中	39.0%	39.0%	41.0%
	高 中 以 下	1.9%	1.5%	1.4%

註:截至年報刊印日止之當年度資料

四、環保支出資訊

1. 依法令規定，應申領污染設施設置許可證或污染排放許可證或應繳納污染防治費用或應設立環保專責單位人員者，其申領、繳納或設立情形之說明。本公司為商用客機引擎零件及重要機體結構零件之製造商，這些零件大都為超合金板材及鍛料等金屬材質，本公司以採購及客戶供料方式取得原料，主要製程集中在零件之生產及檢驗上，生產過程中所產生之鐵屑及廢料均依材質種類加以分類，集中存放並售予專業材料商回收後熔煉；機器設備所更換之切削與潤滑油品，則委外專業合格處理廠商回收及處理，特殊之檢驗設施則依相關法規及條例，設置應有的防護與管制措施。一般廢棄物只有紙箱、泡棉、塑膠袋及員工民生所產生之一般垃圾，這些物資均依規定作垃圾分類及回收。

另外本公司因製產及生活過程中所產生之每日最大廢污水量約 90CMD，經廢污水處理設備前處理至符合新營工業區規定的放流水標準後，則統一納入工業區污水下水道，納管排放至工業區污水廠作最終處理，本公司廢污水處理設備前處理後，產出之無機性污泥則申請廢棄物清理代碼 D-0902 經環保局核准後，由符合環保署規定之合法清運業者妥善清運處理。

在新建或修繕廠房及辦公室時採用節能之設計並逐步將廠房傳統式高耗能水銀燈及辦公室傳統式 T8 電燈更換成低瓦數 LED 電燈，在製程改善中亦持續提昇能源使用效率，及加強公司同仁隨手關閉電源及開關之宣導，不但達到節約成本，亦降低溫室效應及二氧化碳排放量之效果。

2.公司有關對防治環境污染主要設備之投資及其用途與可能產生效益。

112年03月31日

單位:新臺幣仟元

設備名稱	數量	取得日期	取得成本	未折減餘額	用途及預計可產生之效益
NC 打磨區中央集塵設備	1 台	96-08-29	223	-	減少廠房空氣中粉塵污染
吹砂間袋式集塵過濾設備	1 台	97-01-09	380	-	減少廠房空氣中粉塵污染
30HP 集塵設備	1 台	102-11-25	662	-	減少廠房空氣中粉塵污染
5HP 集塵設備	1 台	108-04-30	232	-	減少廠房空氣中粉塵污染

3.最近二年度及截至年報刊印日止，公司改善環境污染之經過；其有污染糾紛事件者，並應說明其處理經過：無此情形。

4.最近二年度及截至年報刊印日止，公司因污染環境所受損失(包括賠償)，處分之總額，並揭露其未來因應對策(包括改善措施)及可能之支出(包括未採取因應對策可能發生損失、處分及賠償之估計金額，如無法合理估計者，應說明其無法合理估計之事實)：無此情形。

5.目前污染狀況及其改善對公司盈餘、競爭地位及資本支出之影響及其未來二年度預計之重大環保支出：

本公司目前無汙染環境之情事，但因近年來缺水嚴重，為有效利用有限之水資源，預計未來二年度環保支出為建置廢水回收系統、儲水水塔、例行性防治污染設施之維護及相關汙染防治費用之支出。

職業安全衛生報告

依職業安全衛生法規定建立推動實施職業安全衛生管理系統、提供安全和健康的工作條件、遵守職安衛法令和相關要求、消除危害和降低職安衛風險、推動工作者職安衛諮商和參與。

使用電子化人因鑑別系統，透過員工填寫人因鑑別系統檢核表辨識出 25 件高重複性作業人因風險作業類型，並配合健康中心健檢問卷與病假請假紀錄，關懷因肌肉骨骼痠痛請假的員工，並安排與職業醫學科專科醫生面談。員工填寫人因鑑別系統檢核表之滿意度為 100%。

提供優於法規之定期健康檢查，今年辦理勞工健康教育與健康服務活動共 5 次，涵蓋本公司 90% 之員工。員工健康檢查共 188 人參與，針對 25% 健康檢查異常員工定期追蹤。

依據職業安全衛生管理辦法規定設置「職業安全衛生委員會」，委員會共計 11 名委員，由職業安全衛生人員與相關部門主管及勞工代表共同組成。其中勞工代表人數計 4 人，比率優於法定人數三分之一以上。公司每年定期召開職業安全衛生委員會議 4 次，除審議職業安全衛生教育訓練、健康管理、職業病預防等事項並建議相關改善因應作法外，亦就各業務單位及工作者提請之職業安全衛生及健康事項等提案討論，並將結果週知全公司。

依照法規要求，確保每位工作者都能熟知職業安全衛生相關法規與公司安全衛生管理之機制，定期提供職業健康與安全相關教育訓練，藉此導入公司之安全衛生健康文化與觀念，今年訓練總受訓人數共 188 人次，每人受訓時數至少 6 小時。

系統性了解員工主要健康問題，包括：多數員工 BMI 值超標、運動量不足、三餐不定時或僅以超商小吃果腹等；經有規劃性的活動辦理，員工三高指標及 BMI 值均呈下降趨勢。

視承攬商為重要的工作夥伴，為確保承攬商人員的工作安全，各生產據點除依據職業安全衛生相關法令規定實施危害告知及監督外，並推動各項管理機制以強化承攬商安全衛生管理。建立承攬商資格審查的制度，由承攬商填寫資格審查表，並經由相關單位審查後分類建立「承攬商資格名單」名單中被列為合格承攬商者，將優先被採購部門列為邀標廠商，此制度將有助於採購單位對於承攬商來源的先期掌握，同時提升承攬作業施工品質與職安水準等實務需求。

已依 CNS 45001 實施職業安全衛生管理系統

透過專案盤查檢討、災害系統化分類，到風險評估與安全作業標準程序，以科學方法等手段來達到降災目標，今年所有事故含承攬商事故，以基層技術操作人員 40% 屬較高風險之職務，而主要肇災項目為切割傷 98%，與交通意外 2%。

由人事醫護人員、安衛、各部人員會同辦理工作者健康保護及促進事項，並規範承包商應對其員工實施健康檢查，自主控管其轄下施工人員，避免從事其不適宜作業，近 3 年無職業病死亡或經職業醫學科專科醫師判定確診職業病或工作相關疾病個案。

五、勞資關係

A.公司各項員工福利措施、進修、訓練、退休制度與其實施情形，以及勞資間之協議與各項員工權益維護措施情形：

1.員工福利措施

(1)合理工時制度：

遵循勞工相關法令規定，每日工時八小時，每週週休二日。

(2)彈性休假制度：

- a.遵行勞動基準法及性別工作平等法請假規定，除特休假及事病假外並依實給予員工婚假、產假、陪产假、喪假、生理假、家庭照顧假、產檢假等特殊假別。
- b.尊重員工請假權利，請假最小單位為30分鐘，讓員工可彈性充份運用各項假別。
- c.不分男女員工均可依性別工作平等法申請育嬰留職停薪，並保障其復職權利。
- d.員工特別休假因年度終結或契約終止而未休之日數，按日發給未休工資，保障員工權益。

(3)退休制度：

- a.依勞工退休準備金提撥制度，公司足額提撥舊制退休準備金。另依勞工退休金條例自行選擇或依法適用新制之員工，每月依其薪資足額提撥6%退休金至其勞保局個人帳戶，同時員工並可依其個人需求及意願另外個人提繳最高6%之退休金。
- b.員工退休後若有意願回任，可依其專長再行安排妥適職務重新聘任。

(4)多元福利項目：

- a.遠程員工宿舍、員工餐廳免費供餐、圖書室、哺乳室、三節禮金、生日禮金、年終獎金、員工認股權、員工酬勞、年度健康檢查、汽機車停車場、員工旅遊補助、結婚禮金、喪亡慰問及其法定應有的員工福利等。
- b.保障員工人身安全加保團體保險(意外險、意外醫療及意外住院保險)，於員工海外出差時更提供旅遊平安保險。

(5)適才適所教育訓練：

- a.公司具有完備的「選、育、用、留」之教育訓練管理制度，並投入大量之經費於人才培訓，聘僱之新進人員必需接受職前基礎教育及專業訓練，在職員工則依工作職掌之需求及前程規劃，予以職能別及階層別之教育訓練，使員工能夠「人盡其才」，而達成組織之有效運作及顧客服務品質之提升。

b.每年度依各部門所提「訓練計劃表」來建立公司年度需求訓練規劃，藉由訓練系統建構完整的訓練架構，有效地規劃並發展提昇每位員工能力。

2.員工權益維護措施

公司不論於經營或管理皆完全依照勞基法等相關勞動法規，員工到職第一天即加保勞保、健保以及足額提撥6%之勞退金、男女同工同酬、禁止雇用未成年童工、符合最低工資限制、設置勞工退休準備金監督委員會、勞資會議，嚴格遵守相關法律規定。

B.最近年度及截至年報刊印日止，因勞資糾紛所遭受之損失：無。

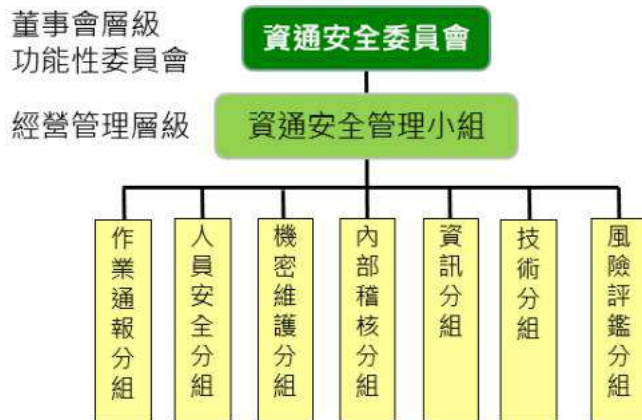
六、資通安全

(一)敘明資通安全風險管理架構、資通安全政策、具體管理方案及投入資通安全管理之資源等：

1.資通安全風險管理架構

(1)本公司設置董事會層級「資通安全委員會」，由獨立董事擔任召集人及會議主席，每年至少召開一次會議。

(2)本公司設置「資通安全管理小組」，由資訊督導副總經理擔任小組召集人，成員包括各一級單位資安官(由副主管兼任)，每年召開一次(視需要增開)會議審查資通安全管理。



2.資通安全政策

本公司資通安全政策同步揭露於官網(http://www.aerowin.com/Content_Layout.php?Id=p8-6)

(1)資訊安全目的

為增進本公司資通訊作業安全，防止資通訊系統或資訊遭受未經授權之存取、使用、控制、洩漏、破壞、竄改、銷毀或其他侵害，以確保其機密性、完整性及可用性。遵循相關法令、法規及客戶要求，以順利推展本公司各項業務，進而獲得客戶之信賴、提升競爭優勢，確保公司營運永續運作。

(2)資訊安全目標

- 2.1 確保本公司業務資訊之機密性、完整性及可用性，公司營運永續運作。
- 2.2 符合或高於資安相關法令、法規及客戶資安要求與檢測，達成業務持續之安全運作。
- 2.3 建立並持續精進資通訊安全管理系統，以確保本公司資通訊安全，有效降低因人為疏失、蓄意或天然災害等導致之資訊資產遭竊、不當使用、洩漏、竄改或破壞等風險。

(3)資訊安全適用範圍

本政策適用於本公司同仁、接觸本公司業務資訊或提供服務之廠商及第三方人員。

(4)資訊安全組織

本公司於董事會層級設置功能性委員會-「資通安全委員會」，由全體成員推舉獨立董事一人，擔任召集人及會議主席，每年至少召開一次會議。其下設置經營管理層級跨部門任務編組-「資通安全管理小組」，由副總經理擔任召集人，負責全公司資通安全政策規畫與執行，並擬訂公司資通安全管理、危機通報及緊急應變處理相關辦法。

(5)資訊安全管理原則

資通訊安全管理涵蓋 14 個管理事項：

- 5.1 資訊安全政策
- 5.2 資訊安全之組織
- 5.3 人力資源安全
- 5.4 資產管理
- 5.5 存取控制
- 5.6 密碼學
- 5.7 實體與環境安全
- 5.8 運作安全
- 5.9 通訊安全
- 5.10 系統獲取、開發及維護
- 5.11 供應者關係
- 5.12 資訊安全事故管理
- 5.13 營運持續管理之資訊安全層面
- 5.14 遵循性

(6)資訊安全責任

- 6.1 「資通安全委員會」應審議本政策及檢視相關管理制度，每年向董事會做專案成果報告。
- 6.2 「資通安全管理小組」應適時檢討修訂本政策及具體管理方案，以確保該政策符合目前需求。
- 6.3 資通安全管理單位應透過適當的標準和程序以實施本政策，並培養所有人員具有資通安全風險意識。
- 6.4 各部門主管應主動宣導並要求其部屬瞭解及遵守本資通安全政策與所有相關規定。
- 6.5 公司所有人員、供應商或接觸相關業務資訊之第三方人員均須遵循本政策之要求。
- 6.6 公司所有人員有責任報告任何可能發生的資通安全事件或資通安全弱點，並由「資通安全管理小組」責成防制與改善。

(7)資訊安全評估與審查

本資通安全政策由總經理核定，每年評估一次，或於組織有重大變更時重新評估。並依評估結果，視需要予以適當修訂。

(8)資訊安全政策公告實施與宣達

本政策經本公司「資通安全委員會」審議通過後公告施行，並揭露於公司內網、官網及年報上，修正時亦同。

3.具體管理方案

3.1 資安系統架構及防護體系

包括「網路安全控管」、「存取控制安全」及「實體及環境安全」等構面。從閘道管控、端點防護、內網監控與防護及資安聯防、實體隔離區管制等面向建構完整的資安基礎建設與防護體系。

- 3.2.1 110 年度資通安全管理成效，達成年度資安目標。
- 3.2.2 本公司通過客戶資安評鑑要求。
- 3.2.3 本公司已訂定個人資料保護之管理及電腦化資訊系統相關控制作業規定。
- 3.2.4 本公司已將資通安全檢查列入每年年度稽核計畫之稽核項目。
- 3.2.5 每 6 個月舉辦一次電子郵件社交工程演練，提升全員對電子郵件的警覺性。
- 3.2.6 有效攔截垃圾郵件。

3.2.7 有效防禦進階持續性威脅(APT)攻擊。

3.2.8 維持關鍵資訊系統可用率。

3.2.9 資通安全精進與防護成效

- (1)第一層：成功阻擋出入口邊境防護，如殭屍電腦、釣魚網站、惡意 IP 位址等不正常流量。
- (2)第二層：新世代進階防火牆，成功阻擋外來攻擊及 APT 惡意攻擊。
- (3)第三層：有效阻隔進階持續性威脅(APT)攻擊信件。
- (4)針對員工通報之可疑電子郵件，加強防治，防堵病毒郵件向內擴散。
- (5)建立資安監控中心並與外部資安聯防，於第一時間有效防堵攻擊。

(二)列明最近年度及截至年報刊印日止，因重大資通安全事件所遭受之損失，並揭露目前及未來可能發生之估計金額與因應措施，如無法合理估計者，應說明其無法合理估計之事實：本公司於 111 年度無因重大資通安全事件而遭受營運損失。

七、重要契約

契約性質	當事人	契約起訖日期	主要內容	限制條款
銷售合約	Snecma	2013/1/23~end of CFM life	CFM56 發動機零組件共約 300,000 件	無
銷售合約	Safran Aircraft Engines	2021/1/1-2025/12/31	LEAP 發動機零組件共約 14,000 件	無
銷售合約	Safran Aero Boosters	2012/11/21~2030/12/31	CF34 發動機零組件共約 4,000 件	無
銷售合約	Safran Aero Boosters	2020/12/31~2025/12/31	CFM、LEAP、GENX 發動機零件製造延展案	無
銷售合約	Safran Aero Boosters	2020/12/31~2025/12/31	Passport20 發動機零件製造案	無
銷售合約	Safran Transmission Systems	2021/1/28~2025/12/31	Trent XWB/CFM56 零件製造延展案	無
銷售合約	MTU	2018/1/1~2027/12/31	PW2000、PW4000 及 V2500 發動機支架共約 10,000 件	無
銷售合約	Pratt&Whitney	2021/1/1~2030/12/31	NGPF NEO 零件製造延展案	無
銷售合約	漢翔公司	2017/11/23~2026/12/31	AS907、F124 等發動機之空氣罩、進氣機匣、葉片、氣蜂、封圈及熱處理製程等共約 5,000 件	無
長期借款	華南銀行	2015-2030	不動產及動產擔保放款、信用放款	無
長期借款	玉山銀行	2022-2025	信用放款	無
長期借款	彰化銀行	2019-2027	不動產及動產擔保放款、信用放款	無
長期借款	第一銀行	2019-2024	信用放款	無

陸、財務概況

一、最近五年度簡明資產負債表及綜合損益表

1.簡明資產負債表

單位：新臺幣仟元

項 目	年 度	最近五年度財務資料					當年度截至 112年3月31日 財務資料 (註3)
		107年	108年	109年	110年	111年	
流 動 資 產		791,813	868,952	841,141	761,398	830,244	883,021
不動產、廠房及設備(註2)		578,308	569,133	547,799	490,385	470,206	465,821
無 形 資 產		27,168	26,019	20,805	16,123	12,789	12,614
其 他 資 產 (註 2)		77,979	51,220	24,690	27,121	38,471	37,163
資 產 總 額		1,475,268	1,515,324	1,434,435	1,295,027	1,351,710	1,398,619
流 動 負 債	分 配 前	389,275	432,866	195,415	206,506	227,282	263,984
	分 配 後	423,548	463,724	195,415	206,506	227,282	263,984
非 流 動 負 債		174,213	159,810	385,932	337,243	354,180	358,962
負 債 總 額	分 配 前	563,488	592,676	581,347	543,749	581,462	622,946
	分 配 後	597,761	623,534	581,347	543,749	581,462	622,946
歸屬於母公司業主之權益		911,780	922,648	853,088	751,278	770,248	775,673
股 本		685,438	685,735	685,735	685,735	685,735	685,735
資 本 公 積		53,166	53,264	53,264	53,264	53,264	53,264
保 留 盈 餘	分 配 前	173,176	183,649	114,089	12,279	31,249	36,674
	分 配 後	138,903	152,791	114,089	12,279	31,249	36,674
其 他 權 益		-	-	-	-	-	-
庫 藏 股 票		-	-	-	-	-	-
非 控 制 權 益		-	-	-	-	-	-
權 益 總 額	分 配 前	911,780	922,648	853,088	751,278	770,248	775,673
	分 配 後	877,507	891,790	853,088	751,278	770,248	775,673

* 公司若有編製個體財務報告者，應另編製最近五年度個體之簡明資產負債表及綜合損益表。

* 採用國際財務報導準則之財務資料不滿5個年度者，應另編製下表(2)採用我國企業財務會計準則之財務資料。

註1：凡未經會計師查核簽證之年度，應予註明。

註2：當年度曾辦理資產重估價者，應予列註辦理日期及重估增值金額。

註3：截至年報刊印日前，上市或股票已在證券商營業處所買賣之公司如有最近期經會計師查核簽證或核閱之財務資料，應併予揭露。

註4：上稱分配後數字，請依據董事會或次年度股東會決議之情形填列。

註5：財務資料經主管機關通知應自行更正或重編者，應以更正或重編後之數字列編，並註明其情形及理由。

註6：110年度盈餘分配案尚未經股東會決議，故盈餘分配後金額暫以分配前金額列示之。

2.簡明綜合損益表

單位：新臺幣仟元

項 目	最近五年度財務資料					當年度截至 112年3月31日 財務資料
	107年	108年	109年	110年	111年	
營業收入	774,548	771,103	397,072	351,510	449,536	161,645
營業毛利	148,038	154,015	32,634	-29,757	51,782	30,215
營業損益	41,563	45,147	-56,997	-107,269	-28,447	8,691
營業外收入及支出	16,761	10,462	13,542	3,835	47,362	-3,266
稅前淨利	58,324	55,609	-43,455	-103,434	18,915	5,425
繼續營業單位 本期淨利	47,778	44,593	-39,467	-102,948	18,915	5,425
停業單位損失	-	-	-	-	-	-
本期淨利（損）	47,778	44,593	-39,467	-102,948	18,915	5,425
本期其他綜合損益 （稅後淨額）	883	153	765	1,138	55	-
本期綜合損益總額	48,661	44,746	-38,702	-101,810	18,970	5,425
淨利歸屬於 母公司業主	47,778	44,593	-39,467	-102,948	18,915	5,425
淨利歸屬於非控制權益	-	-	-	-	-	-
綜合損益總額歸屬於母公 司業主	48,661	44,746	-38,702	-101,810	18,970	5,425
綜合損益總額歸屬於非控 制權益	-	-	-	-	-	-
每股盈餘	0.70	0.65	-0.58	-1.50	0.28	0.08

*公司若有編製個體財務報告者，應另編製最近五年度個體之簡明資產負債表及綜合損益表。

*採用國際財務報導準則之財務資料不滿5個年度者，應另編製下表（2）採用我國企業財務會計準則之財務資料。

註1：凡未經會計師查核簽證之年度，應予註明。

註2：截至年報刊印日前，上市或股票已在證券商營業處所買賣之公司如有最近期經會計師查核簽證或核閱之財務資料，應併予揭露。

註3：停業單位損失以減除所得稅後之淨額列示。

註4：財務資料經主管機關通知應自行更正或重編者，應以更正或重編後之數字列編，並註明其情形及理由。

3.最近五年度簽證會計師姓名及查核意見

年度	會計師姓名	查核意見
107	李季珍、楊朝欽	無保留意見
108	李季珍、楊朝欽	無保留意見
109	李季珍、楊朝欽	無保留意見
110	王騰葦、楊朝欽	無保留意見
111	王騰葦、楊朝欽	無保留意見

二、最近五年度財務分析

財務分析-國際財務報導準則

分析項目(註3)		最近五年度財務分析					當年度截至 112年3月31日 財務資料(註2)	
		年度(註1)	107年	108年	109年	110年		111年
財務結構	負債占資產比率(%)		38.20	39.11	40.53	41.99	43.02	44.55
	長期資金占不動產、廠房及設備比率(%)		187.79	190.19	226.18	221.97	239.14	243.58
償債能力	流動比率(%)		203.41	200.74	430.44	368.71	365.29	334.31
	速動比率(%)		99.29	106.83	211.21	193.71	201.59	182.53
	利息保障倍數		12.57	11.78	-8.03	-20.10	4.2	3.70
經營能力	應收款項週轉率(次)		5.56	6.42	5.36	7.78	7.74	6.82
	平均收現日數		66	57	68	47	47	54
	存貨週轉率(次)		1.55	1.55	0.88	0.98	1.10	1.38
	應付款項週轉率(次)		8.62	8.51	8.55	19.37	12.10	7.72
	平均銷貨日數		235	235	415	372	332	264
	不動產、廠房及設備週轉率(次)		1.34	1.34	0.71	0.68	0.94	1.38
	總資產週轉率(次)		0.52	0.52	0.27	0.26	0.34	0.47
獲利能力	資產報酬率(%)		3.45	3.26	-2.41	-7.26	1.79	0.51
	權益報酬率(%)		5.33	4.86	-4.45	-12.83	2.49	0.70
	稅前純益占實收資本額比率(%) (註7)		8.51	8.11	-6.34	-15.64	-4.15	1.27
	純益率(%)		6.17	5.78	-9.94	-29.29	4.21	3.36
	每股盈餘(元)		0.70	0.65	-0.58	-1.50	0.28	0.08
現金流量	現金流量比率(%)		51.62	26.49	11.19	7.47	41.91	-19.95
	現金流量允當比率(%)		106.47	122.23	87.14	85.29	124.37	80.53
	現金再投資比率(%)		10.59	4.52	-0.45	0.80	6.2	-3.38
槓桿度	營運槓桿度		3.10	2.90	-0.47	0.36	-1.08	2.67
	財務槓桿度		1.14	1.13	0.92	0.96	0.83	1.30

- * 公司若有編製個體財務報告者，應另編製公司個體財務比率分析。
 - * 採用國際財務報導準則之財務資料不滿5個年度者，應另編製下表(2)採用我國企業財務會計準則之財務資料。
- 註1：未經會計師查核簽證之年度，應予註明。
- 註2：上市或股票已在證券商營業處所買賣之公司並應將截至年報刊印日之前一季止之當年度財務資料併入分析。
- 註3：年報本表末端，應列示如下之計算公式：

1.財務結構

- (1)負債占資產比率 = 負債總額 / 資產總額。
- (2)長期資金占不動產、廠房及設備比率 = (權益總額 + 非流動負債) / 不動產、廠房及設備淨額。

2.償債能力

- (1)流動比率 = 流動資產 / 流動負債。
- (2)速動比率 = (流動資產 - 存貨 - 預付費用) / 流動負債。
- (3)利息保障倍數 = 所得稅及利息費用前純益 / 本期利息支出。

3.經營能力

- (1)應收款項(包括應收帳款與因營業而產生之應收票據)週轉率 = 銷貨淨額 / 各期平均應收款項(包括應收帳款與因營業而產生之應收票據)餘額。
- (2)平均收現日數 = 365 / 應收款項週轉率。
- (3)存貨週轉率 = 銷貨成本 / 平均存貨額。
- (4)應付款項(包括應付帳款與因營業而產生之應付票據)週轉率 = 銷貨成本 / 各期平均應付款項(包括應付帳款與因營業而產生之應付票據)餘額。
- (5)平均銷貨日數 = 365 / 存貨週轉率。
- (6)不動產、廠房及設備週轉率 = 銷貨淨額 / 平均不動產、廠房及設備淨額。
- (7)總資產週轉率 = 銷貨淨額 / 平均資產總額。

4.獲利能力

- (1)資產報酬率 = [稅後損益 + 利息費用 × (1 - 稅率)] / 平均資產總額。
- (2)權益報酬率 = 稅後損益 / 平均權益總額。
- (3)純益率 = 稅後損益 / 銷貨淨額。
- (4)每股盈餘 = (歸屬於母公司業主之損益 - 特別股股利) / 加權平均已發行股數。(註4)

5.現金流量

- (1)現金流量比率 = 營業活動淨現金流量 / 流動負債。
- (2)淨現金流量允當比率 = 最近五年度營業活動淨現金流量 / 最近五年度(資本支出 + 存貨增加額 + 現金股利)。
- (3)現金再投資比率 = (營業活動淨現金流量 - 現金股利) / (不動產、廠房及設備毛額 + 長期投資 + 其他非流動資產 + 營運資金)。(註5)

6.槓桿度：

- (1)營運槓桿度 = (營業收入淨額 - 變動營業成本及費用) / 營業利益(註6)。
- (2)財務槓桿度 = 營業利益 / (營業利益 - 利息費用)。

註4：上開每股盈餘之計算公式，在衡量時應特別注意下列事項：

- 1.以加權平均普通股股數為準，而非以年底已發行股數為基礎。
- 2.凡有現金增資或庫藏股交易者，應考慮其流通期間，計算加權平均股數。
- 3.凡有盈餘轉增資或資本公積轉增資者，在計算以往年度及半年度之每股盈餘時，應按增資比例追溯調整，無庸考慮該增資之發行期間。
- 4.若特別股為不可轉換之累積特別股，其當年度股利(不論是否發放)應自稅後淨利減除、或增加稅後淨損。特別股若為非累積性質，在有稅後淨利之情況，特別股股利應自稅後淨利減除；如為虧損，則不必調整。

註5：現金流量分析在衡量時應特別注意下列事項：

- 1.營業活動淨現金流量係指現金流量表中營業活動淨現金流入數。
- 2.資本支出係指每年資本投資之現金流出數。
- 3.存貨增加數僅在期末餘額大於期初餘額時方予計入，若年底存貨減少，則以零計算。
- 4.現金股利包括普通股及特別股之現金股利。

5. 不動產、廠房及設備毛額係指扣除累計折舊前之不動產、廠房及設備總額。

註6：發行人應將各項營業成本及營業費用依性質區分為固定及變動，如有涉及估計或主觀判斷，應注意其合理性並維持一致。

註7：公司股票為無面額或每股面額非屬新臺幣十元者，前開有關占實收資本比率計算，則改以資產負債表歸屬於母公司業主之權益比率計算之。

三、最近年度財務報告之審計委員會查核報告書

參閱附件 2。

四、最近年度財務報告暨會計師查核報告書

參閱附件 3。

五、最近年度經會計師查核簽證之公司個別財務報告

參閱附件 3。

六、公司及其關係企業最近年度及截至年報刊印日止發生財務週轉困難情事對本公司財務狀況之影響

無。

柒、財務狀況及財務績效之檢討分析與風險事項之評估

一、財務狀況

最近二年度資產負債及權益發生重大變動之主要原因及其影響

單位：新臺幣仟元

項 目	年 度	110 年度	111 年度	差 異	
				金 額	%
流動資產		761,398	830,244	68,846	9%
固定資產		490,385	470,206	-20,179	-4%
無形資產		16,123	12,789	-3,334	-21%
其他資產		27,121	38,471	11,350	42%
資產總額		1,295,027	1,351,710	56,683	4%
流動負債		206,506	227,282	20,776	10%
長期負債		326,552	345,886	19,334	6%
其他負債		10,691	8,294	-2,397	-22%
負債總額		543,749	581,462	37,713	7%
股 本		685,735	685,735	0	0%
資本公積		53,264	53,264	0	0%
保留盈餘		12,279	31,249	18,970	154%
股東權益淨額		751,278	770,248	18,970	3%
說明：					
其他資產增加係因預付設備款增加所致					
保留盈餘增加係因本期淨利所致					

二、財務績效

1.經營成果比分析:

最近二年度營業收入、營業純益及稅前純益重大變動之主要原因

單位：新臺幣仟元

項目 \ 年度	110 年度	111 年度	增（減） 金額	變動比例 （%）
營業收入淨額	351,510	449,536	98,026	28%
營業成本	381,267	397,754	16,487	4%
營業毛利(損)	-29,757	51,782	81,539	-274%
營業費用	77,512	80,229	2,717	4%
營業淨損	-107,269	-28,447	78,822	-73%
營業外收入及支出	3,835	47,362	43,527	1135%
稅前淨利(損)	-103,434	18,915	122,349	-118%
所得稅利益	-486	0	486	-100%
本期淨利(損)	-102,948	18,915	121,863	-118%
增減比例變動分析說明： 營業收入增加、營業毛利增加、營業淨損減少係因 111 年起新型冠狀病毒影響趨緩 營業外收入及支出增加係因兌換利益增加所致 本期利益增加係因稅前淨利所致				

2.預期銷售數量與其依據，對公司未來財務業務之可能影響及因應計劃：

本公司銷售數量係受市場需求狀況、客戶營運概況，及本公司之產能規模狀況而影響。由於本公司產品之品質深受客戶肯定，目前訂單量持續增加，預期本公司未來之銷售數量將持續成長。

3.對公司未來財務業務之可能影響及因應計劃

本公司受到新型冠狀病毒肺炎全球大流行之影響，致營業收入大幅下降，但隨著疫情趨緩及政策鬆綁，本公司預期營運將逐漸恢復正常。

三、現金流量

1.最近年度現金流量變動之分析說明

單位：新臺幣仟元

年度	110 年度	111 年度	增(減)變動
項目			
營業活動之淨現金流入(出)	15,418	95,257	79,839
投資活動之淨現金流入(出)	(5,494)	(40,628)	(35,134)
籌資活動之淨現金流入(出)	(46,692)	(2,413)	(44,279)
增減變動分析說明： 營業活動之淨現金流入增加係因本期稅前淨利增加所致 投資活動之淨現金流出增加係因購買不動產、廠房及設備增加所致 籌資活動之淨現金流出減少係因長期借款現金流入所致			

2.流動性不足之改善計畫：不適用。

3.未來一年現金流動性分析:

單位：新臺幣仟元

期初現金餘額 (A)	預計全年來自營業 活動淨現金流量 (B)	預計全年現 金流出量 (C)	預計現金剩餘 (不足)數額 (A+B-C)	預計現金不足額之補 救措施	
				投資計劃	融資計劃
329,565	95,257	43,041	381,781	不適用	不適用
預計現金不足額之補救措施及流動性分析：無此情形					

四、最近年度重大資本支出對財務業務之影響

無。

五、最近年度轉投資政策、其獲利或虧損之主要原因、改善計畫及未來一年投資計畫

無。

六、風險事項分析評估

1. 利率、匯率變動、通貨膨脹情形對公司損益之影響及未來因應措施

- (1)本公司的利率風險，主要來自為支應營運活動所產生之負債，為因應利率變動，本公司政策係設法將高利率的負債轉換為較低利率的負債，以減少公司的利息支出。
- (2)本公司產品係以外銷為主，另生產原物料及機器設備，亦均自國外進口，故以外銷之外幣收入來償還外幣負債，以期能將匯率變動造成的匯兌損益控制在合理的範圍內，儘量消彌匯率變動對公司損益之影響。
- (3)最近年度之通貨膨脹情形並不明顯，對本公司的損益並無重大影響。

2. 從事高風險、高槓桿投資、資金貸與他人、背書保證及衍生性商品交易之政策、獲利或虧損之主要原因及未來因應措施

本公司未從事上述之業務，但亦依據證期局的相關法令，訂定了「取得或處份資產處理程序」、「背書保證作業程序」、「資金貸與他人作業程序」等相關作業程序規範本公司之內部處理程序。

3. 未來研發計畫及預計投入之研發費用

單位：新臺幣仟元

研發計畫	目前進度	須再投入之研發費用	預計完成量產時間	未來影響研發成功之主要因素
LEAP 發動機相關零組件	LEAP1A/B/C 產品通過首件後改善。	1,000	112/Q2 112/Q4	分件品質
PW1000G 發動機相關零組件	原件號生產 1 年後後因應設計變更修改中	8,000	112/Q4	原生產件號設計變更
發動機 Ring 相關零組件開發	試製中	2,000	112/Q2 112/Q4	模具設計
中科院燃燒筒組件開發	試製中	10,000	112/Q2	模具設計
日揚真空 pump 零件開發	試製中	100	112/Q4	鋁合金加工技術外觀要求葉片加工

4. 國內外重要政策及法律變動對公司財務業務之影響及因應措施

本公司最近年度尚無因國內外重要政策及法律變動而致公司財務業務有重大影響。本公司平時對國內及客戶在政經情勢發展及法律變動即保持高度之注意及妥善之因應能力，並向律師、會計師或其他財務會計等相關專業單位諮詢評估，是以國內外重要政策及法律變動，尚不致於對本公司財務業務產生重大之影響。

5. 科技改變及產業變化對公司財務業務之影響及因應措施

本公司除了本身所擁有之尖端製造技術外，並透過航太工會同業公會及航太小組之協助獲取產業資訊並掌握市場最新資訊。輔以平時建立與客戶之關係，將可即時把握業務機會，為未來創造出更佳的業績。

6. 企業形象改變對企業危機管理之影響及因應措施

本公司一貫秉持正派經營之理念，以品質交期及成本提供客戶最佳之服務，同時與同業保持產品區隔相互合作的關係，於業界之形象一向良好，尚無因企業形象改變導致對公司產生重大影響之企業危機管理情事。

7. 進行併購之預期效益、可能風險及因應措施

無。

8. 擴充廠房之預期效益、可能風險及因應措施

本公司目前未有擴廠之計劃。

9. 進貨或銷貨集中所面臨之風險及因應措施

(1) 本公司最近三年度及申請年度並無發生任何供貨中斷或短缺之情事，其所生產之航空發動機零組件係屬高品質及高穩定度產品，因此配合客戶要求，搭配所需原料之廠商。最近三年度除向 Arconic Aerospace Components 進貨金額之比重較高外，餘對單一供應商之比率皆在 20%以下。因 Arconic Aerospace Components 為本公司主要銷貨客戶之指定用料供應商，客戶亦會向原料供應商預示需求量，故其原料供應尚不致於出現短缺或中斷之情事。於 109~111 年度本公司自 Arconic Aerospace Components 之進貨金額佔總進貨金額之比重分別為 24.94%、22.65%、30.30%，且本公司與其主要供應商之間已建立長期良好合作關係，其最近兩年度相關供應商交貨狀況尚屬良好，尚未發生供貨短缺、中斷或延遲以致影響生產作業等情況，其供貨來源尚屬穩定。

(2) 本公司主要從事航空發動機零組件之設計、製造、加工及銷售等業務，其 109~111 年度第一大銷貨客戶 Safran Aircraft Engines 之銷售金額佔各年度營業收入之比例分別為 36.46%、45.69%、47.16%，因本公司生產製程及交貨品質深獲 Safran Aircraft Engines 肯定，而成為其長期合作之主要供應廠商之一，採購訂單持續且供應產品項目逐年增加，進而帶動銷貨金額之提升，而本公司在產能及資源相對受限之情況下，致有銷貨集中於單一客戶之情事。本公司因銷貨集中所面臨之風險為主要客戶取消訂單或臨時抽單，進而影響公司營收與獲利，針對以上可能發生之風險，本公司所採取之因應措施如下：

A. 維繫穩定合作關係，提高客戶之信賴度

基於安全性之考量，航太產業對產品品質、製程及良率均有相當高之要求，各項零件均需經過嚴格的測試與認證，才可能被國際大廠採用，且在此之前亦須先被認定為具有發展潛力之供應商，國際大廠才願意先將所需零件之各項品質、信賴度及產品壽命等規範提供給供應商做為產品研發及測試使用，故航太產業之嚴格認證機制已形成高進入門檻，加上產品開發時程長二至三年，且需經過長期穩定性考驗，一旦成為合格供應鏈廠商，即可取得 6~10 年以上之長期訂單，短期間內不易被競爭對手取代，故客戶取消訂單或臨時抽單之風險相對較低。本公司與主要客戶往來多年，品質與技術深獲對方信賴，致主要客戶採購金額及產品項目逐年增加，雙方業已培養良好之合作默契且持續合作開發新型號發動機之零件，合作關係穩定，未來本公司仍將持續用心維繫雙方合作關係，並持

續提升研發技術與特殊製程能力滿足客戶需求，成為客戶高度信賴之策略合作夥伴，以降低客戶取消訂單或臨時抽單之風險。

B.積極開發新客戶，分散訂單來源

本公司製造之產品均通過國際航空發動機大廠嚴格之認證程序，近年來對國際大廠之銷售量及銷貨金額均維持一定水準，足見本公司產品品質及製造能力深獲肯定，本公司除持續加強品質管制以提供高品質之產品服務，並持續與國際大廠合作開發新產品，以藉此合作經驗提昇技術層次，目前本公司與主要發動機製造商均有開發計畫進行中。由於國際大廠營運規模龐大，與之長期合作除可維持產能稼動率，並能確保營收之穩定，亦有助於爭取其他國際發動機大廠之認同與訂單，未來隨本公司產品獲得客戶認可及陸續量產出貨後，本公司對單一客戶之依存度應能有效降低，以分散其銷貨集中之風險。

綜上所述，本公司目前除與原有客戶持續維持穩定之業務往來外，亦積極開發新客戶，未來隨新客戶族群效益逐步顯現，營收及獲利能力將可望提升，進一步降低銷貨集中之風險。

10.董事、監察人或持股超過百分之十之大股東，股權之大量移轉或更換對公司之影響、風險及因應措施:無

11.經營權之改變對公司之影響、風險及因應措施

本公司最近年度及截至年報刊印日止，並無經營權改變之情形。

12.訴訟或非訟事件

(1)本公司重大訴訟、非訟或行政爭訟事件：無。

(2)董事、監察人、總經理、實質負責人、持股比例超過百分之十之大股東及從屬公司之重大訴訟、非訟或行政爭訟事件：無。

13.其他重要風險及因應措施

截至年報刊印日止本公司無其他重要風險事項。

捌、特別記載事項

一、關係企業相關資料

無。

二、最近年度及截至年報刊印日止，私募有價證券辦理情形應揭露事項

無。

三、最近年度及截至年報刊印日止，子公司持有或處分本公司股票情形

不適用。

四、其他必要補充說明事項

無。

玖、最近年度及截至年報刊印日止，發生證券交易法第三十六條第三項第二款所定對股東權益或證券價格有重大影響之事項

無。

寶一科技股份有限公司

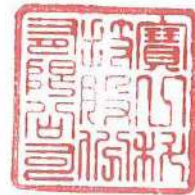
內部控制制度聲明書

日期：112年02月17日

本公司民國一一一年度之內部控制制度，依據自行評估的結果，謹聲明如下：

- 一、本公司確知建立、實施和維護內部控制制度係本公司董事會及經理人之責任，本公司業已建立此一制度。其目的係在對營運之效果及效率(含獲利、績效及保障資產安全等)、報導具可靠性、及時性、透明性及符合相關規範暨相關法令規章之遵循等目標的達成，提供合理的確保。
- 二、內部控制制度有其先天限制，不論設計如何完善，有效之內部控制制度亦僅能對上述三項目標之達成提供合理的確保；而且，由於環境、情況之改變，內部控制制度之有效性可能隨之改變。惟本公司之內部控制制度設有自我監督之機制，缺失一經辨認，本公司即採取更正之行動。
- 三、本公司係依據「公開發行公司建立內部控制制度處理準則」(以下簡稱「處理準則」)規定之內部控制制度有效性之判斷項目，判斷內部控制制度之設計及執行是否有效。該「處理準則」所採用之內部控制制度判斷項目，係為依管理控制之過程，將內部控制制度劃分為五個組成要素：1. 控制環境，2. 風險評估，3. 控制作業，4. 資訊與溝通，及5. 監督作業。每個組成要素又包括若干項目。前述項目請參見「處理準則」之規定。
- 四、本公司業已採用上述內部控制制度判斷項目，評估內部控制制度之設計及執行的有效性。
- 五、本公司基於前項評估結果，認為本公司於民國一一一年十二月三十一日的內部控制制度(含對子公司之監督與管理)，包括瞭解營運之效果及效率目標達成之程度、報導係屬可靠、及時、透明及符合相關規範暨相關法令規章之遵循有關的內部控制制度等之設計及執行係屬有效，其能合理確保上述目標之達成。
- 六、本聲明書將成為本公司年報及公開說明書之主要內容，並對外公開。上述公開之內容如有虛偽、隱匿等不法情事，將涉及證券交易法第二十條、第三十二條、第一百七十一條及第一百七十四條等之法律責任。
- 七、本聲明書業經本公司民國一一二年二月十七日董事會通過，出席董事 7 人中，有 0 人持反對意見，餘均同意本聲明書之內容，併此聲明。

寶一科技股份有限公司



董事長：曾國浩



簽章

總經理：曾國浩



簽章

寶一科技股份有限公司 審計委員會查核報告書

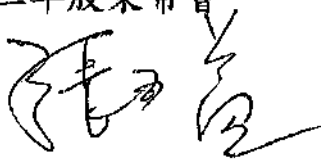
董事會造具本公司民國一一一年度營業報告書、財務報告及虧損撥補議案等，其中財務報告業經董事會委任勤業眾信聯合會計師事務所查核完竣，並出具無保留意見查核報告。上述營業報告書、財務報告及虧損撥補議案經本審計委員會查核，認為均符合相關法令規定，爰依證券交易法第 14 條之 4 及公司法第 219 條之規定報告如上。

敬請 鑒核。

此致

寶一科技股份有限公司一一二年股東常會

審計委員會召集人：張五益



中 華 民 國 一 一 二 年 二 月 十 七 日

Deloitte.

勤業眾信

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會計師核閱報告

寶一科技股份有限公司 公鑒：

前 言

寶一科技股份有限公司（寶一公司）民國 112 年及 111 年 3 月 31 日之資產負債表，暨民國 112 年及 111 年 1 月 1 日至 3 月 31 日之綜合損益表、權益變動表、現金流量表，以及財務報表附註（包括重大會計政策彙總），業經本會計師核閱竣事。依證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際會計準則第 34 號「期中財務報導」編製允當表達之財務報表係管理階層之責任，本會計師之責任係依據核閱結果對財務報表作成結論。

範 圍

本會計師係依照核閱準則 2410 號「財務報表之核閱」執行核閱工作。核閱財務報表時所執行之程序包括查詢（主要向負責財務與會計事務之人員查詢）、分析性程序及其他核閱程序。核閱工作之範圍明顯小於查核工作之範圍，因此本會計師可能無法察覺所有可藉由查核工作辨認之重大事項，故無法表示查核意見。

結 論

依本會計師核閱結果，並未發現上開財務報表在所有重大方面有未依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際會計準則第 34 號「期中財務報導」編製，致無法允當表達寶一公司民國 112 年及 111 年 3 月 31 日之財務狀況，暨民國 112 年及 111 年 1 月 1 日至 3 月 31 日之財務績效及現金流量之情事。

勤業眾信聯合會計師事務所

會計師 王 騰 華

王騰華



會計師 楊 朝 欽

楊朝欽



寶一科技股份有限公司

財務報告暨會計師查核報告
民國111及110年度

地址：台南市新營區新營工業區新工路13巷1號

電話：(06)653-5001

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會計師查核報告

寶一科技股份有限公司 公鑒：

查核意見

寶一科技股份有限公司（寶一公司）民國 111 年及 110 年 12 月 31 日之資產負債表，暨民國 111 年及 110 年 1 月 1 日至 12 月 31 日之綜合損益表、權益變動表、現金流量表，以及財務報告附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開財務報表在所有重大方面係依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達寶一公司民國 111 年及 110 年 12 月 31 日之財務狀況，暨民國 111 年及 110 年 1 月 1 日至 12 月 31 日之財務績效及現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與寶一公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對寶一公司民國 111 年度財務報表之查核最為重要之事項。該等事項已於查核財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

茲對寶一公司民國 111 年度財務報表之關鍵查核事項敘明如下：

主要外銷客戶收入認列

寶一公司民國 111 年度來自主要外銷客戶之銷貨收入計新台幣 292,296 千

元，占銷貨收入總額之 65%，對財務報表影響係屬重大，又收入是否真實發生，係審計準則所預設之顯著風險，因此，本會計師將其列為本年度之關鍵查核事項。

收入認列之會計政策揭露資訊，參閱財務報表附註四。本會計師針對上述來自該主要外銷客戶之銷貨收入執行以下查核程序：

- 一、瞭解及評估收入認列內部控制制度之設計及執行有效性。
- 二、自本年度該主要外銷客戶之收入明細，抽樣核對商品交運相關文件，以確認寶一公司業已滿足履約義務且商品控制權確實移轉。
- 三、執行收款測試，以確認銷貨交易之真實性。

管理階層與治理單位對財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之財務報表，且維持與財務報表編製有關之必要內部控制，以確保財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製財務報表時，管理階層之責任亦包括評估寶一公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算寶一公司或停止營業，或除清算或停業外別無實際可行之其他方案。

寶一公司之治理單位（含審計委員會）負有監督財務報導流程之責任。

會計師查核財務報表之責任

本會計師查核財務報表之目的，係對財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照審計準則執行之查核工作無法保證必能偵出財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照審計準則查核時，運用專業判斷及專業懷疑。本會計師亦執行下列工作：

- 一、辨認並評估財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 二、對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對寶一公司內部控制之有效性表示意見。

三、評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。

四、依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使寶一公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒財務報表使用者注意財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎，惟未來事件或情況可能導致寶一公司不再具有繼續經營之能力。

五、評估財務報表（包括相關附註）之整體表達、結構及內容，以及財務報表是否允當表達相關交易及事件。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對寶一公司民國 111 年度財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

勤業眾信聯合會計師事務所

會計師 王 騰 葦



王騰葦

會計師 楊 朝 欽



楊朝欽

金融監督管理委員會核准文號

金管證審字第 1100356048 號

金融監督管理委員會核准文號

金管證審字第 1060023872 號

中 華 民 國 112 年 2 月 17 日

民國 111 年及 110 年 12 月 31 日

單位：新台幣千元

代 碼	資 產	111年12月31日			110年12月31日		
		金 額	%		金 額	%	
	流動資產						
1100	現金(附註四及六)	\$ 381,781	28		\$ 329,565	25	
1170	應收帳款淨額(附註四、七及十九)	58,045	4		58,184	5	
1200	其他應收款(附註四及七)	3,694	-		3,597	-	
1220	本期所得稅資產	-	-		13	-	
130X	存貨(附註四、八及二七)	367,544	27		356,978	28	
1410	預付款項(附註九)	4,526	1		4,274	-	
1479	其他流動資產(附註十三)	14,654	1		8,787	1	
11XX	流動資產總計	830,244	61		761,398	59	
	非流動資產						
1600	不動產、廠房及設備(附註四、十及二六)	470,206	35		490,385	38	
1755	使用權資產(附註四及十一)	1,713	-		1,320	-	
1780	無形資產(附註四及十二)	12,789	1		16,123	1	
1840	遞延所得稅資產(附註四及二一)	10,910	1		9,428	1	
1990	其他非流動資產(附註四及十三)	25,848	2		16,373	1	
15XX	非流動資產總計	521,466	39		533,629	41	
1XXX	資 產 總 計	\$ 1,351,710	100		\$ 1,295,027	100	
代 碼	負 債 及 權 益						
	流動負債						
2100	短期借款(附註十四)	\$ 60,000	5		\$ 80,000	6	
2150	應付票據(附註十五)	23	-		22	-	
2170	應付帳款(附註十五)	44,357	3		21,336	2	
2200	其他應付款(附註十六)	61,745	5		43,599	3	
2280	租賃負債—流動(附註四及十一)	975	-		752	-	
2322	一年內到期長期借款(附註十四及二六)	59,407	4		60,039	5	
2399	其他流動負債(附註十六及十九)	775	-		758	-	
21XX	流動負債總計	227,282	17		206,506	16	
	非流動負債						
2541	長期借款(附註十四及二六)	345,886	26		326,552	25	
2570	遞延所得稅負債(附註四及二一)	1,482	-		-	-	
2580	租賃負債—非流動(附註四及十一)	746	-		573	-	
2640	淨確定福利負債(附註四及十七)	6,036	-		10,088	1	
2645	存入保證金	30	-		30	-	
25XX	非流動負債總計	354,180	26		337,243	26	
2XXX	負債總計	581,462	43		543,749	42	
	歸屬於本公司業主之權益(附註十八)						
3110	普通股股本	685,735	51		685,735	53	
3200	資本公積	53,264	4		53,264	4	
	保留盈餘						
3310	法定盈餘公積	56,137	4		56,137	4	
3350	待彌補虧損	(24,888)	(2)		(43,858)	(3)	
3300	保留盈餘總計	31,249	2		12,279	1	
3XXX	權益總計	770,248	57		751,278	58	
	負債與權益總計	\$ 1,351,710	100		\$ 1,295,027	100	

後附之附註係本財務報告之一部分。

董事長：曾國浩



經理人：曾國浩



會計主管：謝舒萍



寶一利投股份有限公司

綜合損益表

民國 111 年及 110 年 1 月 1 日至 12 月 31 日

單位：新台幣千元，
惟每股盈餘（淨損）為新台幣元

代碼	111年度			110年度		
	金	額	%	金	額	%
4110	\$ 449,536		100	\$ 351,510		100
5000	<u>397,754</u>		<u>88</u>	<u>381,267</u>		<u>108</u>
5900	<u>51,782</u>		<u>12</u>	<u>(29,757)</u>		<u>(8)</u>
	營業費用（附註七及二十）					
6100	22,493		5	15,491		5
6200	28,891		7	29,063		8
6300	28,748		6	32,958		9
6450	<u>97</u>		<u>-</u>	<u>-</u>		<u>-</u>
6000	<u>80,229</u>		<u>18</u>	<u>77,512</u>		<u>22</u>
6900	<u>(28,447)</u>		<u>(6)</u>	<u>(107,269)</u>		<u>(30)</u>
	營業外收入及支出（附註四及二十）					
7100	1,147		-	98		-
7010	120		-	120		-
7020	52,008		11	8,519		2
7050	<u>(5,913)</u>		<u>(1)</u>	<u>(4,902)</u>		<u>(1)</u>
7000	<u>47,362</u>		<u>10</u>	<u>3,835</u>		<u>1</u>
7900	18,915		4	(103,434)		(29)
7950	<u>-</u>		<u>-</u>	<u>(486)</u>		<u>-</u>
8200	<u>18,915</u>		<u>4</u>	<u>(102,948)</u>		<u>(29)</u>

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代碼		111年度		110年度	
		金	%	金	%
	其他綜合損益				
8310	不重分類至損益之項目：				
	目：				
8311	確定福利計畫之再 衡量數(附註十 七)	\$ 55	-	\$ 1,138	-
8300	本年度其他綜合損 益(稅後淨額)	55	-	1,138	-
8500	本年度綜合損益總額	\$ 18,970	4	(\$ 101,810)	(29)
	每股盈餘(淨損)(附註二二)				
9750	基 本	\$ 0.28		(\$ 1.50)	
9850	稀 釋	0.28		(1.50)	

後附之附註係本財務報告之一部分。

董事長：曾國浩



經理人：曾國浩



會計主管：謝舒萍



寶一證券股份有限公司

權益變動表

民國 111 年及 110 年 1 月 1 日至 12 月 31 日

單位：新台幣千元

代碼		普通股股本	資本公積	保 留 盈 餘		權益總計
				法定盈餘公積	未分配盈餘 (待彌補虧損)	
A1	110年1月1日餘額	\$ 685,735	\$ 53,264	\$ 56,137	\$ 57,952	\$ 853,088
D1	110年度淨損	-	-	-	(102,948)	(102,948)
D3	110年度稅後其他綜合 損益	-	-	-	1,138	1,138
D5	110年度綜合損益總額	-	-	-	(101,810)	(101,810)
Z1	110年12月31日餘額	685,735	53,264	56,137	(43,858)	751,278
D1	111年度淨利	-	-	-	18,915	18,915
D3	111年度稅後其他綜合 損益	-	-	-	55	55
D5	111年度綜合損益總額	-	-	-	18,970	18,970
Z1	111年12月31日餘額	\$ 685,735	\$ 53,264	\$ 56,137	(\$ 24,888)	\$ 770,248

後附之附註係本財務報告之一部分。

董事長：曾國浩



經理人：曾國浩



會計主管：謝舒萍



民國 111 年及 110 年 1 月 1 日至 12 月 31 日

單位：新台幣千元

代 碼		111 年度	110 年度
	營業活動之現金流量		
A10000	本年度稅前淨利 (損)	\$ 18,915	(\$ 103,434)
A20010	收益費損項目：		
A20100	折舊費用	53,857	62,821
A20200	攤銷費用	5,362	5,702
A20300	預期信用減損損失	97	-
A20900	財務成本	5,913	4,902
A21200	利息收入	(1,147)	(98)
A22500	處分不動產、廠房及設備利益	-	(10)
A23700	存貨跌價及呆滯損失	-	3,492
A24100	外幣兌換損失 (利益)	112	(259)
A30000	營業資產及負債之淨變動數		
A31150	應收帳款	(182)	(25,675)
A31180	其他應收款	4	(1,795)
A31200	存 貨	(10,566)	63,365
A31230	預付款項	(274)	292
A31240	其他流動資產	(5,867)	3,594
A32130	應付票據	1	(152)
A32150	應付帳款	23,132	3,443
A32180	其他應付款	14,624	5,310
A32230	其他流動負債	17	(545)
A32240	淨確定福利負債	(3,997)	(6)
A33000	營運產生之現金	100,001	20,947
A33100	收取之利息	1,046	100
A33300	支付之利息	(5,803)	(4,958)
A33500	退還 (支付) 之所得稅	13	(671)
AAAA	營業活動之淨現金流入	<u>95,257</u>	<u>15,418</u>
	投資活動之現金流量		
B02700	購置不動產、廠房及設備	(39,241)	(7,386)
B02800	處分不動產、廠房及設備價款	-	10
B03700	存出保證金增加	(93)	(421)

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代 碼		111 年度	110 年度
B03800	存出保證金減少	\$ 385	\$ 258
B04500	購置無形資產	(1,173)	-
B06700	其他非流動資產	(506)	2,045
BBBB	投資活動之淨現金流出	(40,628)	(5,494)
	籌資活動之現金流量		
C00100	短期借款增加	310,000	250,000
C00200	短期借款減少	(330,000)	(230,000)
C01600	舉借長期借款	230,000	162,000
C01700	償還長期借款	(211,298)	(227,553)
C04020	租賃負債本金償還	(1,115)	(1,169)
C03000	存入保證金增加	-	30
CCCC	籌資活動之淨現金流出	(2,413)	(46,692)
EEEE	本年度現金淨增加(減少)數	52,216	(36,768)
E00100	年初現金餘額	329,565	366,333
E00200	年底現金餘額	\$ 381,781	\$ 329,565

後附之附註係本財務報告之一部分。

董事長：曾國浩



經理人：曾國浩



會計主管：謝舒萍



寶一科技股份有限公司

財務報告附註

民國 111 年及 110 年 1 月 1 日至 12 月 31 日

(除另註明外，金額以新台幣千元為單位)

一、公司沿革

寶一科技股份有限公司(以下稱「本公司」)成立於 63 年 10 月，以各型航空、發動機零附件、五金工具之製造、修理、買賣及各型航空合金材料、五金等之買賣為主要業務，並代理前各項有關國內外廠商經銷、投標、報價及各項進出口貿易業務。

本公司股票於 89 年 1 月奉准公開發行，並於 102 年 10 月經財團法人中華民國證券櫃檯買賣中心核准，於該中心興櫃股票買賣，並自 104 年 1 月 27 日起於台灣證券交易所上市買賣。

本財務報告係以本公司之功能性貨幣新台幣表達。

二、通過財務報告之日期及程序

本財務報告於 112 年 2 月 17 日經董事會通過後發布。

三、新發布及修訂準則及解釋之適用

(一) 首次適用金融監督管理委員會(以下稱「金管會」)認可並發布生效之國際財務報導準則(IFRS)、國際會計準則(IAS)、解釋(IFRIC)及解釋公告(SIC)(以下稱「IFRSs」)

適用修正後之金管會認可並發布生效之 IFRSs 將不致造成本公司會計政策之重大變動。

(二) 112 年適用之金管會認可之 IFRSs

新發布 / 修正 / 修訂準則及解釋	IASB 發布之生效日
IAS 1 之修正「會計政策之揭露」	2023 年 1 月 1 日(註 1)
IAS 8 之修正「會計估計值之定義」	2023 年 1 月 1 日(註 2)
IAS 12 之修正「與單一交易所產生之資產及負債有關之遞延所得稅」	2023 年 1 月 1 日(註 3)

註 1：於 2023 年 1 月 1 日以後開始之年度報導期間適用此項修正。

註 2：於 2023 年 1 月 1 日以後開始之年度報導期間所發生之會計估計值變動及會計政策變動適用此項修正。

註 3：除於 2022 年 1 月 1 日就租賃及除役義務之暫時性差異認列遞延所得稅外，該修正係適用於 2022 年 1 月 1 日以後所發生之交易。

截至本財務報告通過發布日止，本公司評估其他準則、解釋之修正將不致對財務狀況與財務績效造成重大影響。

(三) IASB 已發布但尚未經金管會認可並發布生效之 IFRSs

新發布 / 修正 / 修訂準則及解釋	IASB 發布之生效日 (註 1)
IFRS 10 及 IAS 28 之修正「投資者與其關聯企業或合資間之資產出售或投入」	未定
IFRS 16 之修正「售後租回中之租賃負債」	2024 年 1 月 1 日(註 2)
IFRS 17「保險合約」	2023 年 1 月 1 日
IFRS 17 之修正	2023 年 1 月 1 日
IFRS 17 之修正「初次適用 IFRS 17 及 IFRS 9—比較資訊」	2023 年 1 月 1 日
IAS 1 之修正「負債分類為流動或非流動」	2024 年 1 月 1 日
IAS 1 之修正「具合約條款之非流動負債」	2024 年 1 月 1 日

註 1：除另註明外，上述新發布 / 修正 / 修訂準則或解釋係於各該日期以後開始之年度報導期間生效。

註 2：賣方兼承租人應對初次適用 IFRS 16 日後簽訂之售後租回交易追溯適用 IFRS 16 之修正。

截至本財務報告通過發布日止，本公司仍持續評估上述準則、解釋之修正對財務狀況與財務績效之影響，相關影響待評估完成時予以揭露。

四、重大會計政策之彙總說明

(一) 遵循聲明

本財務報告係依照證券發行人財務報告編製準則及經金管會認可並發布生效之 IFRSs 編製。

(二) 編製基礎

除按確定福利義務現值減除計畫資產公允價值認列之淨確

定福利負債外，本財務報告係依歷史成本基礎編製。

公允價值衡量依照相關輸入值之可觀察程度及重要性分為第 1 等級至第 3 等級：

1. 第 1 等級輸入值：係指於衡量日可取得之相同資產或負債於活絡市場之報價（未經調整）。
2. 第 2 等級輸入值：係指除第 1 等級之報價外，資產或負債直接（亦即價格）或間接（亦即由價格推導而得）之可觀察輸入值。
3. 第 3 等級輸入值：係指資產或負債之不可觀察之輸入值。

(三) 資產與負債區分流動與非流動之標準

流動資產包括：

1. 主要為交易目的而持有之資產；
2. 預期於資產負債表日後 12 個月內實現之資產；及
3. 現金（但不包括於資產負債表日後逾 12 個月用以交換或清償負債而受到限制者）。

流動負債包括：

1. 主要為交易目的而持有之負債；
2. 於資產負債表日後 12 個月內到期清償之負債，以及
3. 不能無條件將清償期限遞延至資產負債表日後至少 12 個月之負債。

非屬上述流動資產或流動負債者，係分類為非流動資產或非流動負債。

(四) 外 幣

本公司編製財務報告時，以本公司功能性貨幣以外之貨幣（外幣）交易者，依交易日匯率換算為功能性貨幣記錄。

外幣貨幣性項目於每一資產負債表日以收盤匯率換算。因交割貨幣性項目或換算貨幣性項目產生之兌換差額，於發生當年度認列於損益。

以歷史成本衡量之外幣非貨幣性項目係以交易日之匯率換算，不再重新換算。

(五) 存 貨

存貨包括原料、物料、在製品、製成品及在途存貨。存貨係以成本與淨變現價值孰低衡量，比較成本與淨變現價值時除同類別存貨外係以個別項目為基礎。淨變現價值係指在正常情況下之估計售價減除至完工尚需投入之估計成本及完成出售所需之估計成本後之餘額。存貨成本之計算係採加權平均法。

(六) 不動產、廠房及設備

不動產、廠房及設備係以成本認列，後續以成本減除累計折舊及累計減損損失後之金額衡量。

建造中之不動產、廠房及設備係以成本減除累計減損損失後之金額認列。成本包括專業服務費用及符合資本化條件之借款成本。該等資產於完工並達預期使用狀態時，分類至不動產、廠房及設備之適當類別並開始提列折舊。

不動產、廠房及設備於耐用年限內按直線基礎，對每一重大部分單獨提列折舊。本公司至少於每一年度結束日對估計耐用年限、殘值及折舊方法進行檢視。並推延適用會計估計變動之影響。

不動產、廠房及設備除列時，淨處分價款與該資產帳面金額間之差額係認列於損益。

(七) 無形資產

1. 單獨取得

單獨取得之有限耐用年限無形資產原始以成本衡量，後續係以成本減除累計攤銷及累計減損損失後之金額衡量。無形資產於耐用年限內按直線基礎進行攤銷。本公司至少於每一年度結束日對估計耐用年限、殘值及攤銷方法進行檢視，並推延適用會計估計變動之影響。

2. 除 列

無形資產除列時，淨處分價款與該資產帳面金額間之差額係認列於當期損益。

(八) 不動產、廠房及設備、使用權資產及無形資產之減損

本公司於每一資產負債表日評估是否有任何跡象顯示不動產、廠房及設備、使用權資產及無形資產可能已減損。若有任一減損跡象存在，則估計該資產之可回收金額。倘無法估計個別資產之可回收金額，本公司估計該資產所屬現金產生單位之可回收金額。

可回收金額為公允價值減出售成本與其使用價值之較高者。個別資產或現金產生單位之可回收金額若低於其帳面金額時，將該資產或現金產生單位之帳面金額調減至其可回收金額，減損損失係認列於損益。

當減損損失於後續迴轉時，該資產或現金產生單位之帳面金額調增至修訂後之可回收金額，惟增加後之帳面金額以不超過該資產或現金產生單位若未於以前年度認列減損損失時所決定之帳面金額（減除攤銷或折舊）。減損損失之迴轉係認列於損益。

(九) 金融工具

金融資產與金融負債於本公司成為該工具合約條款之一方時認列於資產負債表。

原始認列金融資產與金融負債時，若金融資產或金融負債非屬透過損益按公允價值衡量者，係按公允價值加計直接可歸屬於取得或發行金融資產或金融負債之交易成本衡量。直接可歸屬於取得或發行透過損益按公允價值衡量之金融資產或金融負債之交易成本，則立即認列為損益亦納入金融資產與金融負債原始認列金額。

1. 金融資產

金融資產之慣例交易係採交易日會計認列及除列。

(1) 衡量種類

本公司所持有之金融資產種類為按攤銷後成本衡量之金融資產。

按攤銷後成本衡量之金融資產

本公司投資金融資產若同時符合下列兩條件，則分類為按攤銷後成本衡量之金融資產：

- A. 係於某經營模式下持有，該模式之目的係持有金融資產以收取合約現金流量；及
- B. 合約條款產生特定日期之現金流量，該等現金流量完全為支付本金及流通在外本金金額之利息。

按攤銷後成本衡量之金融資產（包括現金、應收帳款、其他應收款及存出保證金（帳列其他非流動資產））於原始認列後，係以有效利息法決定之總帳面金額減除任何減損損失之攤銷後成本衡量，任何外幣兌換損益則認列於損益。

除下列兩種情況外，利息收入係以有效利率乘以金融資產總帳面金額計算：

- A. 購入或創始之信用減損金融資產，利息收入係以信用調整後有效利率乘以金融資產攤銷後成本計算。
- B. 非屬購入或創始之信用減損，但後續變成信用減損之金融資產，應自信用減損後之次一報導期間起以有效利率乘以金融資產攤銷後成本計算利息收入。

信用減損金融資產係指發行人或債務人已發生重大財務困難、違約、債務人很有可能聲請破產或其他財務重整或由於財務困難而使金融資產之活絡市場消失。

(2) 金融資產之減損

本公司於每一資產負債表日按預期信用損失評估按攤銷後成本衡量之金融資產（含應收帳款）之減損損失。

應收帳款均按存續期間預期信用損失認列備抵損失。其他金融資產係先評估自原始認列後信用風險是否顯著增加，若未顯著增加，則按 12 個月預期信用損

失認列備抵損失，若已顯著增加，則按存續期間預期信用損失認列備抵損失。

預期信用損失係以發生違約之風險作為權重之加權平均信用損失。12個月預期信用損失係代表金融工具於報導日後12個月內可能違約事項所產生之預期信用損失，存續期間預期信用損失則代表金融工具於預期存續期間所有可能違約事項產生之預期信用損失。

本公司為內部信用風險管理目的，在不考量所持有擔保品之前提下，判定下列情況代表金融資產已發生違約：

- A. 有內部或外部資訊顯示債務人已不可能清償債務。
- B. 逾期超過授信天數，除非有合理且可佐證之資訊顯示延後之違約基準更為適當。

所有金融資產之減損損失係藉由備抵帳戶調降其帳面金額。

(3) 金融資產之除列

本公司僅於對來自金融資產現金流量之合約權利失效，或已移轉金融資產且該資產所有權之幾乎所有風險及報酬已移轉予其他企業時，始將金融資產除列。

2. 金融負債

(1) 後續衡量

所有金融負債係以有效利息法按攤銷後成本衡量。

(2) 金融負債之除列

除列金融負債時，其帳面金額與所支付對價（包含任何所移轉之非現金資產或承擔之負債）間之差額認列為損益。

(十) 收入認列

本公司於客戶合約辨認履約義務後，將交易價格分攤至各履約義務，並於滿足各履約義務時認列收入。

商品銷貨收入

商品銷貨收入來自航太設備產品之銷售。依照與客戶議定之交易條件於航太零組件交運時或運抵客戶指定地點時，客戶對商品已有訂定價格與使用之權利且負有再銷售之主要責任，並承擔商品陳舊過時風險，本公司係於該時點認列收入及應收帳款。

去料加工時，加工產品所有權之控制並未移轉，是以去料時不認列收入。

(十一) 租 賃

本公司於合約成立日評估合約是否係屬（或包含）租賃。

1. 本公司為出租人

當租賃條款係移轉附屬於資產所有權之幾乎所有風險與報酬予承租人，則將其分類為融資租賃。所有其他租賃則分類為營業租賃。

營業租賃下，減除租賃誘因後之租賃給付係按直線基礎於相關租賃期間內認列為收益。因取得營業租賃所發生之原始直接成本，係加計至標的資產之帳面金額，並按直線基礎於租賃期間內認列為費用。

2. 本公司為承租人

除適用認列豁免之低價值標的資產租賃及短期租賃之租賃給付係按直線基礎於租賃期間內認列為費用，其他租賃皆於租賃開始日認列使用權資產及租賃負債。

使用權資產原始按成本（包含租賃負債之原始衡量金額、租賃開始日前支付之租賃給付減除收取之租賃誘因、原始直接成本及復原標的資產之估計成本）衡量，後續按成本減除累計折舊及累計減損損失後之金額衡量，並調整租賃負債之再衡量數。使用權資產係單獨表達於資產負債表。

使用權資產採直線基礎自租賃開始日起至耐用年限屆滿時或租賃期間屆滿時兩者之較早者提列折舊。

租賃負債原始按租賃給付之現值衡量。若租賃隱含利率容易確定，租賃給付使用該利率折現。若該利率並非容易確定，則使用承租人增額借款利率。

後續，租賃負債採有效利息法按攤銷後成本基礎衡量，且利息費用係於租賃期間分攤。

(十二) 借款成本

直接可歸屬於取得、建造或生產符合要件之資產之借款成本，係作為該資產成本之一部分，直到該資產達到預定使用或出售狀態之幾乎所有必要活動已完成為止。

特定借款如於符合要件之資本支出發生前進行暫時投資而賺取之投資收入，係自符合資本化條件之借款成本中減除。

除上述外，所有其他借款成本係於發生當年度認列為損益。

(十三) 政府補助

政府補助僅於可合理確信本公司將遵循政府補助所附加之條件，且將可收到該項補助時，始予以認列。

與收益有關之政府補助係於其意圖補償之相關成本於本公司認列為費用之期間內，按有系統之基礎認列於相關成本之減少／其他收入。

若政府補助係用於補償已發生之費用或損失，則於其可收取之期間認列於損益。

(十四) 員工福利

1. 短期員工福利

短期員工福利相關負債係以換取員工服務而預期支付之非折現金額衡量。

2. 退職後福利

確定提撥退休計畫之退休金係於員工提供服務期間將應提撥之退休金數額認列為費用。

確定福利退休計畫之確定福利成本（含服務成本、淨利息及再衡量數）係採預計單位福利法精算。服務成本（含當期服務成本）及淨確定福利負債（資產）淨利息於發生

時認列為員工福利費用。再衡量數（含精算損益及扣除利息後之計畫資產報酬）於發生時認列於其他綜合損益並列入保留盈餘，後續期間不重分類至損益。

淨確定福利負債（資產）係確定福利退休計畫之提撥短絀（剩餘）。淨確定福利資產不得超過從該計畫退還提撥金或可減少未來提撥金之現值。

(十五) 所得稅

所得稅費用係當期所得稅及遞延所得稅之總和。

1. 當期所得稅

本公司依各所得稅申報轄區所制定之法規決定當期所得（損失），據以計算應付（可回收）之所得稅。

依中華民國所得稅法規定計算之未分配盈餘加徵所得稅，係於股東會決議年度認列。

以前年度應付所得稅之調整，列入當期所得稅。

2. 遞延所得稅

遞延所得稅係依帳載資產及負債帳面金額與計算課稅所得之課稅基礎二者所產生之暫時性差異計算。

遞延所得稅負債一般係就所有應課稅暫時性差異予以認列，而遞延所得稅資產則於很有可能課稅所得以供可減除暫時性差異及虧損扣抵所產生之所得稅抵減使用時認列。

遞延所得稅資產之帳面金額於每一資產負債表日予以重新檢視，並針對已不再很有可能課稅所得以供其回收所有或部分資產者，調減帳面金額。原未認列為遞延所得稅資產者，亦於每一資產負債表日予以重新檢視，並在未來很有可能產生課稅所得以供其回收所有或部分資產者，調增帳面金額。

遞延所得稅資產及負債係以預期負債清償或資產實現當期之稅率衡量，該稅率係以資產負債表日已立法或已實質性立法之稅率及稅法為基礎。遞延所得稅負債及資產之

衡量係反映本公司於資產負債表日預期回收或清償其資產及負債帳面金額之方式所產生之租稅後果。

3. 本年度之當期及遞延所得稅

當期及遞延所得稅係認列於損益，惟與認列於其他綜合損益或直接計入權益之項目相關之當期及遞延所得稅係分別認列於其他綜合損益或直接計入權益。

五、重大會計判斷、估計及假設不確定性之主要來源

本公司於採用會計政策時，對於不易自其他來源取得相關資訊者，管理階層必須基於歷史經驗及其他攸關之因素作出相關之判斷、估計及假設。實際結果可能與估計有所不同。

本公司將新型冠狀病毒肺炎疫情近期在我國之發展及對經濟環境可能之影響，納入對現金流量推估、成長率、折現率、獲利能力等相關重大會計估計之考量，管理階層將持續檢視估計與基本假設。若估計之修正僅影響當期，則於修正當期認列；若會計估計之修正同時影響當期及未來期間，則於修正當期及未來期間認列。

本公司採用之會計政策並未涉及重大會計判斷、估計及假設。

六、現金

	<u>111年12月31日</u>	<u>110年12月31日</u>
庫存現金及零用金	\$ 50	\$ 50
銀行支票及活期存款	<u>381,731</u>	<u>329,515</u>
	<u>\$ 381,781</u>	<u>\$ 329,565</u>

七、應收帳款及其他應收款

	<u>111年12月31日</u>	<u>110年12月31日</u>
<u>應收帳款</u>		
按攤銷後成本衡量		
總帳面金額	\$ 58,142	\$ 58,184
減：備抵損失	<u>97</u>	<u>-</u>
	<u>\$ 58,045</u>	<u>\$ 58,184</u>
<u>其他應收款</u>		
應收營業稅退稅款	\$ 3,590	\$ 3,504
其他	<u>104</u>	<u>93</u>
	<u>\$ 3,694</u>	<u>\$ 3,597</u>

本公司對商品銷售之平均授信期間為 30 天至 120 天，應收帳款不予計息。本公司採行之政策係僅與信譽卓著之對象進行交易，持續監督信用暴險以及交易對方之信用評等，並將總交易金額分散至各信用評等合格之客戶。

本公司按存續期間預期信用損失認列應收帳款之備抵損失。存續期間預期信用損失係使用準備矩陣計算，其考量客戶過去違約紀錄與現時財務狀況、產業經濟情勢，並同時考量 GDP 預測及產業展望。因本公司之信用損失歷史經驗顯示，不同客戶群之損失型態並無顯著差異，因此準備矩陣未進一步區分客戶群，僅以應收帳款逾期天數訂定預期信用損失率。

本公司依準備矩陣衡量應收帳款之備抵損失如下：

111 年 12 月 31 日

	未逾期	逾期 30 天以下	逾期 31~180 天	逾期 181~360 天	逾期超過 361 天	合計
總帳面金額	\$ 47,413	\$ 2,090	\$ 8,639	\$ -	\$ -	\$ 58,142
備抵損失 (存續期間預期信用損失)	-	(11)	(86)	-	-	(97)
攤銷後成本	<u>\$ 47,413</u>	<u>\$ 2,079</u>	<u>\$ 8,553</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 58,045</u>

110 年 12 月 31 日

	未逾期	逾期 30 天以下	逾期 31~180 天	逾期 181~360 天	逾期超過 361 天	合計
總帳面金額	\$ 56,259	\$ 617	\$ 1,308	\$ -	\$ -	\$ 58,184
備抵損失 (存續期間預期信用損失)	-	-	-	-	-	-
攤銷後成本	<u>\$ 56,259</u>	<u>\$ 617</u>	<u>\$ 1,308</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 58,184</u>

應收帳款備抵損失之變動資訊如下：

	111 年度
年初餘額	\$ -
加：本年度提列減損損失	<u>97</u>
年底餘額	<u>\$ 97</u>

八、存 貨

	111年12月31日	110年12月31日
製成品	\$ 76,289	\$ 110,956
在製品	130,646	65,327
原物料	133,204	169,442
在途存貨	27,405	11,253
	<u>\$ 367,544</u>	<u>\$ 356,978</u>

銷貨成本性質如下：

	111年12月31日	110年12月31日
已銷售存貨成本	\$ 402,070	\$ 370,843
存貨跌價損失	-	3,492
未分攤製造費用	2,740	11,328
下腳收入	(7,056)	(4,396)
	<u>\$ 397,754</u>	<u>\$ 381,267</u>

九、預付款項

	111年12月31日	110年12月31日
預付保險費	\$ 2,332	\$ 1,869
預付系統維護費	1,327	1,375
其他	867	1,030
	<u>\$ 4,526</u>	<u>\$ 4,274</u>

十、不動產、廠房及設備

不動產、廠房及設備兩年度變動表詳附表一。

折舊費用係以直線基礎按下列耐用年數計提：

房屋及建築	
廠房主建物	15至40年
圍牆及隔間工程	3至15年
機器設備	2至15年
模具設備	3至10年
運輸設備	5年
辦公設備	5至6年
其他設備	2至15年

設定作為借款擔保之不動產、廠房及設備金額，請參閱附註二六。

十一、租賃協議

(一) 使用權資產

	111年12月31日	110年12月31日
使用權資產帳面金額		
房屋及建築	\$ 530	\$ 286
運輸設備	<u>1,183</u>	<u>1,034</u>
	<u>\$ 1,713</u>	<u>\$ 1,320</u>
	111年度	110年度
使用權資產之增添	<u>\$ 1,493</u>	<u>\$ 617</u>
使用權資產之折舊費用		
房屋及建築	\$ 431	\$ 470
運輸設備	<u>669</u>	<u>678</u>
	<u>\$ 1,100</u>	<u>\$ 1,148</u>

除以上所列增添及認列折舊費用外，本公司之使用權資產於111及110年1月1日至12月31日並未發生重大轉租及減損情形。

(二) 租賃負債

	111年12月31日	110年12月31日
租賃負債帳面金額		
流動	<u>\$ 975</u>	<u>\$ 752</u>
非流動	<u>\$ 746</u>	<u>\$ 573</u>

租賃負債之折現率如下：

	111年12月31日	110年12月31日
房屋及建築	1.2864%~1.5828%	1.0596%~1.4952%
運輸設備	1.0356%~1.1412%	1.0356%~1.4952%

(三) 重要承租活動及條款

本公司承租上述運輸設備，租賃期間為3年。

本公司亦承租建築物做為宿舍使用，租賃期間為2年。

十二、無形資產

係電腦軟體授權，變動如下：

	<u>金</u>	<u>額</u>
<u>成 本</u>		
110年1月1日及12月31日餘額	\$	<u>43,589</u>
<u>累計攤銷</u>		
110年1月1日餘額	\$	22,784
攤銷費用		<u>4,682</u>
110年12月31日餘額	\$	<u>27,466</u>
110年12月31日淨額	\$	<u>16,123</u>
<u>成 本</u>		
111年1月1日餘額	\$	43,589
新 增		1,173
除 列	(<u>12,392</u>)
111年12月31日餘額	\$	<u>32,370</u>
<u>累計攤銷</u>		
111年1月1日餘額	\$	27,466
攤銷費用		4,507
除 列	(<u>12,392</u>)
111年12月31日餘額	\$	<u>19,581</u>
111年12月31日淨額	\$	<u>12,789</u>

上述無形資產係以直線基礎按耐用年數2至10年計提攤銷費用。

十三、其他資產

	<u>111年12月31日</u>	<u>110年12月31日</u>
<u>流 動</u>		
留抵稅額	\$ 8,000	\$ 4,843
遞延費用	5,864	3,834
進項稅額	<u>790</u>	<u>110</u>
	\$ <u>14,654</u>	\$ <u>8,787</u>
<u>非 流 動</u>		
預付設備款	\$ 19,660	\$ 9,566
存出保證金	969	1,261
其 他	<u>5,219</u>	<u>5,546</u>
	\$ <u>25,848</u>	\$ <u>16,373</u>

十四、借 款

(一) 短期借款

	<u>111年12月31日</u>	<u>110年12月31日</u>
銀行信用借款	<u>\$ 60,000</u>	<u>\$ 80,000</u>

上述銀行借款之利率於 111 年及 110 年 12 月 31 日分別為 1.35%~1.74% 及 0.8%~1.0%。

(二) 長期借款

	<u>111年12月31日</u>	<u>110年12月31日</u>
銀行抵押借款(1)	\$ 168,052	\$ 214,299
銀行信用借款	<u>237,241</u>	<u>172,292</u>
	405,293	386,591
減：列為一年內到期部 分	<u>59,407</u>	<u>60,039</u>
長期借款	<u>\$ 345,886</u>	<u>\$ 326,552</u>

1. 本公司為銀行借款所提供質抵押擔保情形，參閱附註二六。
2. 上述銀行借款到期日陸續於 119 年 12 月前到期。截至 111 年及 110 年 12 月 31 日止，年利率分別為 1.505%~1.975% 及 0.975%~1.35%。

十五、應付票據及應付帳款

本公司之應付票據及應付帳款皆為營業所發生。

十六、其他負債

	<u>111年12月31日</u>	<u>110年12月31日</u>
<u>其他應付款</u>		
應付薪資及獎金	\$ 15,417	\$ 14,495
應付加工費	14,175	6,243
應付設備款	6,002	2,571
應付休假給付	4,063	4,147
其 他	<u>22,088</u>	<u>16,143</u>
	<u>\$ 61,745</u>	<u>\$ 43,599</u>

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	<u>111年12月31日</u>	<u>110年12月31日</u>
<u>其他流動負債</u>		
代收款	\$ 590	\$ 573
合約負債(附註十九)	125	125
其他	60	60
	<u>\$ 775</u>	<u>\$ 758</u>

十七、退職後福利計畫

(一) 確定提撥計畫

本公司所適用「勞工退休金條例」之退休金制度，係屬政府管理之確定提撥退休計畫，依員工每月薪資6%提撥退休金至勞工保險局之個人專戶。

(二) 確定福利計畫

本公司依我國「勞動基準法」辦理之退休金制度係屬政府管理之確定福利退休計畫，員工退休金之支付，係根據服務年資及核准退休日前6個月平均工資計算。該等公司按員工每月薪資總額2%提撥退休金，交由勞工退休準備金監督委員會以該委員會名義存入台灣銀行之專戶，年度終了前，若估算專戶餘額不足給付次一年度內預估達到退休條件之勞工，次年度3月底前將一次提撥其差額。該專戶係委託勞動部勞動基金運用局管理，本公司並無影響投資管理策略之權利。

列入資產負債表之確定福利計畫金額列示如下：

	<u>111年12月31日</u>	<u>110年12月31日</u>
確定福利義務現值	\$ 10,276	\$ 11,920
計畫資產公允價值	(<u>4,240</u>)	(<u>1,832</u>)
淨確定福利負債	<u>\$ 6,036</u>	<u>\$ 10,088</u>

淨確定福利負債變動如下：

	確定福利 義務現值	計畫資產 公允價值	淨確定福利 負債
110年1月1日	\$ 13,761	(\$ 2,529)	\$ 11,232
服務成本			
利息費用(收入)	48	(12)	36
認列於損益	48	(12)	36
再衡量數			
計畫資產報酬(除包含於 淨利息之金額外)	-	(19)	(19)
精算損失—人口統計假 設變動	665	-	665
精算利益—財務假設變 動	(660)	-	(660)
精算利益—經驗調整	(1,124)	-	(1,124)
認列於其他綜合損益	(1,119)	(19)	(1,138)
雇主提撥	-	(42)	(42)
福利支付	(770)	770	-
111年1月1日	11,920	(1,832)	10,088
服務成本			
利息費用(收入)	89	(14)	75
認列於損益	89	(14)	75
再衡量數			
計畫資產報酬(除包含於 淨利息之金額外)	-	(145)	(145)
精算利益—財務假設變 動	(875)	-	(875)
精算損失—經驗調整	965	-	965
認列於其他綜合損益	90	(145)	(55)
雇主提撥	-	(4,072)	(4,072)
福利支付	(1,823)	1,823	-
111年12月31日	\$ 10,276	(\$ 4,240)	\$ 6,036

本公司因「勞動基準法」之退休金制度暴露於下列風險：

1. 投資風險：勞動部勞動基金運用局透過自行運用及委託經營方式，將勞工退休基金分別投資於國內(外)權益證券與債務證券及銀行存款等標的，惟本公司之計畫資產得分配金額係以不低於當地銀行2年定期存款利率計算而得之收益。
2. 利率風險：政府公債及公司債之利率下降將使確定福利義

務現值增加，惟計畫資產之債務投資報酬亦會隨之增加，兩者對淨確定福利負債之影響具有部分抵銷之效果。

3. 薪資風險：確定福利義務現值之計算係參考計畫成員之未來薪資。因此計畫成員薪資之增加將使確定福利義務現值增加。

本公司之確定福利義務現值係由合格精算師進行精算，衡量日之重大假設如下：

	<u>111年12月31日</u>	<u>110年12月31日</u>
折現率	1.400%	0.750%
薪資預期增加率	2.125%	2.125%

若重大精算假設分別發生合理可能之變動，在所有其他假設維持不變之情況下，將使確定福利義務現值增加（減少）之金額如下：

	<u>111年12月31日</u>	<u>110年12月31日</u>
折現率		
增加 0.25%	(\$ <u>339</u>)	(\$ <u>415</u>)
減少 0.25%	<u>\$ 354</u>	<u>\$ 434</u>
薪資預期增加率		
增加 0.25%	<u>\$ 343</u>	<u>\$ 419</u>
減少 0.25%	(\$ <u>330</u>)	(\$ <u>403</u>)

由於精算假設可能彼此相關，僅單一假設變動之可能性不大，故上述敏感度分析可能無法反映確定福利義務現值實際變動情形。

	<u>111年12月31日</u>	<u>110年12月31日</u>
預期1年內提撥金額	<u>\$ 72</u>	<u>\$ 42</u>
確定福利義務平均到期期間	15年	16年

十八、權益

(一) 股本

	111年12月31日	110年12月31日
額定股數(千股)	<u>100,000</u>	<u>100,000</u>
額定股本	<u>\$ 1,000,000</u>	<u>\$ 1,000,000</u>
已發行且已收足股款股數(千股)	<u>68,574</u>	<u>68,574</u>
已發行股本	<u>\$ 685,735</u>	<u>\$ 685,735</u>

已發行之普通股每股面額為 10 元，每股享有一表決權及收取股利之權利。

額定股本中發行員工認股權憑證所保留之股本為 5,000 千股。

(二) 資本公積

	111年12月31日	110年12月31日
<u>得用以彌補虧損、發放現金或撥充股本(註)</u>		
股票發行溢價	\$ 53,007	\$ 53,007
已失效員工認股權	<u>257</u>	<u>257</u>
	<u>\$ 53,264</u>	<u>\$ 53,264</u>

註：此類資本公積得用以彌補虧損，亦得於公司無虧損時，用以發放現金或撥充股本，惟撥充股本時每年以實收股本之一定比率為限。

(三) 保留盈餘及股利政策

依本公司章程之盈餘分派政策規定，年度決算如有盈餘，依法繳納稅捐，彌補累積虧損後，再提 10% 為法定盈餘公積，但法定盈餘公積提列總額已達本公司實收資本時，得不再提列，其餘再依法令規定提列或迴轉特別盈餘公積；就當年度決算之盈餘，依上開規定提列之餘額至少提撥百分之五十分派股東股利，由董事會擬具盈餘分配議案，提請股東會決議分派股東股息紅利。本公司章程規定之員工及董事酬勞分派政策，參閱附註二十之(七)員工酬勞及董事酬勞。

本公司目前產業發展屬成長階段，為考量產業成長之特

性、健全公司財務結構並顧及投資人之權益，採股票股利及現金股利二者平衡股利政策，當公司自外界取得足夠資金支應該年度資金需求時，將就當年度所分配之股利中，至少提撥百分之五十發放現金股利。

法定盈餘公積得用以彌補虧損。公司無虧損時，法定盈餘公積超過實收股本總額 25% 之部分除得撥充股本外，尚得以現金分配。

本公司 111 年 6 月 27 及 110 年 8 月 23 日股東常會分別決議通過 110 年及 109 年度虧損撥補案，因 110 年及 109 年度虧損是以並無相關盈餘分派計畫。

十九、收 入

	<u>111 年度</u>	<u>110 年度</u>
客戶合約收入		
商品銷售收入	<u>\$ 449,536</u>	<u>\$ 351,510</u>

(一) 客戶合約之說明

商品銷售收入

本公司依照與客戶議定之交易條件於航太零組件交運時或運抵客戶指定地點時，認列收入及應收帳款。本公司對商品銷售之平均授信期間為 30 至 120 天，合約係於商品移轉且具有無條件收取對價金額之權利時，即認列為應收帳款；惟部分合約，於移轉商品前先向客戶收取部分對價，本公司需承擔後續移轉商品之義務，是以認列為合約負債。

(二) 合約餘額

	<u>111 年 12 月 31 日</u>	<u>110 年 12 月 31 日</u>	<u>110 年 1 月 1 日</u>
應收帳款（附註七）	<u>\$ 58,045</u>	<u>\$ 58,184</u>	<u>\$ 32,209</u>
合約負債			
預收貨款（附註十六）	<u>\$ 125</u>	<u>\$ 125</u>	<u>\$ 39</u>

(三) 客戶合約收入之細分

本公司之銷貨收入主係來自航太設備產品之銷售。

二十、綜合損益

(一) 利息收入

	111年度	110年度
銀行存款利息	\$ 1,143	\$ 94
其他收入	4	4
	<u>\$ 1,147</u>	<u>\$ 98</u>

(二) 其他收入

	111年度	110年度
租金收入	<u>\$ 120</u>	<u>\$ 120</u>

(三) 其他利益及損失

	111年度	110年度
補助款收入	\$ 10,652	\$ 17,608
淨外幣兌換利益(損失)	40,528	(8,373)
其他	828	(716)
	<u>\$ 52,008</u>	<u>\$ 8,519</u>

(四) 財務成本

	111年度	110年度
銀行借款利息	\$ 6,191	\$ 4,959
租賃負債之利息	18	15
減：列入符合要件資產 成本之金額(列 入不動產、廠房 及設備及預付設 備款項下)	296	72
	<u>\$ 5,913</u>	<u>\$ 4,902</u>

利息資本化相關資訊如下：

	111年度	110年度
利息資本化金額	\$ 296	\$ 72
利息資本化利率	1.02%~1.58%	1.00%~1.14%

(五) 折舊及攤銷

	111年度	110年度
不動產、廠房及設備	\$ 52,757	\$ 61,673
使用權資產	1,100	1,148
無形資產	4,507	4,682
其他非流動資產	855	1,020
	<u>\$ 59,219</u>	<u>\$ 68,523</u>
折舊費用依功能別彙總		
營業成本	\$ 50,757	\$ 59,153
營業費用	3,100	3,668
	<u>\$ 53,857</u>	<u>\$ 62,821</u>
攤銷費用依功能別彙總		
營業成本	\$ 2,376	\$ 2,163
營業費用	2,986	3,539
	<u>\$ 5,362</u>	<u>\$ 5,702</u>

(六) 員工福利費用

	111年度	110年度
短期員工福利		
薪資	\$ 103,937	\$ 105,337
員工保險費	11,702	12,495
其他	4,214	3,358
	<u>119,853</u>	<u>121,190</u>
退職後福利		
確定提撥計畫	5,455	5,781
確定福利計畫（附註十七）	75	36
	<u>5,530</u>	<u>5,817</u>
	<u>\$ 125,383</u>	<u>\$ 127,007</u>
依功能別彙總		
營業成本	\$ 92,874	\$ 94,184
營業費用	32,509	32,823
	<u>\$ 125,383</u>	<u>\$ 127,007</u>

(七) 員工酬勞及董事酬勞

本公司依章程規定係按當年度扣除分派員工及董事酬勞前之稅前利益分別以 5% 至 10% 及不高於 3% 提撥員工酬勞及董事酬勞。但公司尚有累積虧損時，應預先保留彌補數額；111 及

110 年底均為累積虧損，是以未估列員工酬勞及董事酬勞。

依規定揭露年度財務報告通過發布日後若金額仍有變動，則依會計估計變動處理，於次一年度調整入帳。

有關本公司董事會決議之員工酬勞及董事酬勞資訊，請至台灣證券交易所「公開資訊觀測站」查詢。

(八) 外幣兌換 (損) 益

	<u>111 年度</u>	<u>110 年度</u>
外幣兌換利益總額	\$ 71,351	\$ 13,833
外幣兌換損失總額	(<u>30,823</u>)	(<u>22,206</u>)
淨利益 (損失)	<u>\$ 40,528</u>	(<u>\$ 8,373</u>)

二一、所得稅

(一) 認列於損益之所得稅費用 (利益) 主要組成項目

	<u>111 年度</u>	<u>110 年度</u>
當期所得稅		
以前年度之調整	\$ -	\$ 671
遞延所得稅		
本年度產生者	<u>-</u>	(<u>1,157</u>)
認列於損益之所得稅利益	<u>\$ -</u>	(<u>\$ 486</u>)

會計所得與所得稅費用 (利益) 之調節如下：

	<u>111 年度</u>	<u>110 年度</u>
稅前淨利 (損)	<u>\$ 18,915</u>	(<u>\$ 103,434</u>)
稅前淨利 (損) 按法定稅率計算之所得稅費用 (利益)	\$ 3,783	(\$ 20,687)
免稅所得	-	(1,924)
未認列之可減除暫時性差異	(3,783)	(1,340)
未認列之虧損扣抵	-	22,794
以前年度之當期所得稅費用於本年度之調整	<u>-</u>	<u>671</u>
認列於損益之所得稅利益	<u>\$ -</u>	(<u>\$ 486</u>)

(二) 遞延所得稅資產與負債

遞延所得稅資產及負債之變動如下：

111 年度

<u>遞延所得稅資產</u>	<u>年初餘額</u>	<u>認列於損益</u>	<u>年底餘額</u>
暫時性差異			
備抵存貨跌價及呆滯損失	\$ 6,203	\$ 507	\$ 6,710
未實現兌換損失	2,267	(2,267)	-
應付休假給付	829	(16)	813
虧損扣抵	-	2,997	2,997
其他	129	261	390
	<u>\$ 9,428</u>	<u>\$ 1,482</u>	<u>\$ 10,910</u>
<u>遞延所得稅負債</u>			
未實現兌換利益	<u>\$ -</u>	<u>\$ 1,482</u>	<u>\$ 1,482</u>

110 年度

<u>遞延所得稅資產</u>	<u>年初餘額</u>	<u>認列於損益</u>	<u>年底餘額</u>
暫時性差異			
備抵存貨跌價及呆滯損失	\$ 4,836	\$ 1,367	\$ 6,203
未實現兌換差額	2,531	(264)	2,267
應付休假給付	830	(1)	829
其他	74	55	129
	<u>\$ 8,271</u>	<u>\$ 1,157</u>	<u>\$ 9,428</u>

(三) 未於資產負債表中認列遞延所得稅資產之虧損扣抵及可減除暫時性差異金額

	<u>111 年 12 月 31 日</u>	<u>110 年 12 月 31 日</u>
虧損扣抵		
119 年度到期	\$ 51,263	\$ 51,263
120 年度到期	<u>109,332</u>	<u>109,742</u>
	<u>\$ 160,595</u>	<u>\$ 161,005</u>
可減除暫時性差異		
備抵存貨跌價及呆滯損失	<u>\$ 20,837</u>	<u>\$ 32,829</u>

(四) 所得稅核定情形

本公司截至 109 年度之營利事業所得稅結算申報案件，業

經稅捐稽徵機關核定。

二二、每股盈餘（淨損）

用以計算每股盈餘（淨損）之淨損及普通股加權平均股數如下：

本年度淨利（損）

	<u>111年度</u>	<u>110年度</u>
本年度淨利（損）	<u>\$ 18,915</u>	<u>(\$ 102,948)</u>

股 數

單位：千股

	<u>111年度</u>	<u>110年度</u>
用以計算基本及稀釋每股盈餘 （淨損）之普通股加權平均股 數	<u>68,574</u>	<u>68,574</u>

二三、資本風險管理

本公司進行資本管理係藉由將債務及權益餘額最適化，使資本有效之運用，並確保本公司順利營運，因此本公司之資本管理係以確保具有必要之財務資源及營運計劃，以支應未來所需之營運資金、資本支出、研究發展費用、債務償還及股利支出等需求。

二四、金融工具

(一) 公允價值資訊－非按公允價值之金融工具

本公司之非按公允價值衡量之金融工具，如現金、應收款項、存出保證金（帳列其他非流動資產）、短期借款、長期借款（含一年內到期）、應付款項及存入保證金等之帳面金額係公允價值合理之近似值。

(二) 金融工具之種類

<u>金 融 資 產</u> 按攤銷後成本衡量之金 融資產（註1）	<u>111年12月31日</u>	<u>110年12月31日</u>
	\$ 440,899	\$ 389,103
<u>金 融 負 債</u> 按攤銷後成本衡量（註 2）	571,448	531,578

註 1：餘額係包含現金、存出保證金（帳列其他非流動資產）、應收款項及其他應收款（不含應收營業稅退稅款）等按攤銷後成本衡量之金融資產。

註 2：餘額係包含短期借款、應付款項、其他應付款、存入保證金及長期借款（含一年內到期）等按攤銷後成本衡量之金融負債。

(三) 財務風險管理目的與政策

本公司主要金融工具包括應收帳款、應付帳款、應付票據及借款。本公司之財務管理部門係為各業務單位提供服務，統籌協調進入國內與國際金融市場操作，藉由依照風險程度與廣度分析暴險之內部風險報告監督及管理本公司營運有關之財務風險。該等風險包括市場風險（包含匯率風險及利率風險）、信用風險及流動性風險。

1. 市場風險

本公司之營運活動使本公司承擔之主要財務風險為外幣匯率變動風險（參閱下述(1)）以及利率變動風險（參閱下述(2)）。

本公司有關金融工具市場風險之暴險及其對該等暴險之管理與衡量方式並無改變。

(1) 匯率風險

本公司從事外幣計價之銷貨與進貨交易，因而使本公司產生匯率變動暴險。

本公司於資產負債表日非功能性貨幣計價之貨幣性資產與貨幣性負債帳面金額，參閱附註二九。

敏感度分析

本公司主要受到美元匯率波動之影響。下表詳細說明當新台幣（功能性貨幣）對各攸關外幣之匯率增加及減少 1%時，本公司之敏感度分析。1%係為本公司內部向主要管理階層報告匯率風險時所使用之敏感度比率，亦代表管理階層對外幣匯率之合理可能變動

範圍之評估。敏感度分析僅包括流通在外之外幣貨幣性項目，並將其年底之換算以匯率變動 1% 予以調整。下表之正數係表示當新台幣相對於各相關貨幣升值 1% 時，將使稅前淨損增加之金額；當新台幣相對於各相關外幣貶值 1% 時，其對稅前淨損之影響將為同金額之負數。

	111年度	110年度
損 益	\$ 3,662	\$ 3,448

上述匯率影響主要源自於本公司於資產負債表日尚流通在外且未進行現金流量避險之美元計價之現金、應收及應付款項。

本公司於本年度對美元匯率敏感度上升，主係美元計價之淨資產增加所致。

(2) 利率風險

因本公司主係以浮動利率借入資金，因而產生利率暴險。本公司於資產負債表日受利率曝險之金融資產及金融負債帳面金額如下：

	111年12月31日	110年12月31日
具現金流量利率風險		
金融資產	\$ 381,731	\$ 329,515
金融負債	465,293	466,591

敏感度分析

下列敏感度分析係依非衍生工具於資產負債表日之利率暴險而決定。對於浮動利率資產及負債，其分析方式係假設資產負債表日流通在外之資產及負債金額於報導期間皆流通在外。本公司內部向主要管理階層報告利率時所使用之變動率為利率增加或減少一碼，此亦代表管理階層對利率之合理可能變動範圍之評估。

若利率增加一碼，在所有其他變數維持不變之情況下，本公司 111 及 110 年度將分別減少稅前淨利 209 千元及增加稅前淨損 343 千元，主因為本公司之變動利率存款及借款之現金流量利率風險之暴險。

2. 信用風險

信用風險係指交易對方拖欠合約義務而造成本公司財務損失之風險。截至資產負債表日，本公司可能因交易對方未履行義務之最大信用風險暴險主要係來自於客戶帳款無法回收。

應收帳款之對象涵蓋眾多客戶，分散於不同地理區域。本公司信用風險顯著集中之應收帳款餘額如下：

	111 年 12 月 31 日		110 年 12 月 31 日	
	金 額	%	金 額	%
A 公 司	\$ 20,720	36	\$ 14,868	26
B 公 司	\$ 12,774	22	\$ 18,737	32
C 公 司	\$ 9,189	16	\$ -	-
D 公 司	\$ 5,917	10	\$ 13,080	22

3. 流動性風險

本公司係透過管理及維持足夠部位之現金以支應本公司營運並減輕現金流量波動之影響。本公司管理階層監督銀行融資額度使用狀況並確保借款合同條款之遵循。

本公司營運資金及已取得之銀行融資額度足以支應未來營運所需，是以未有因無法籌措資金以履行合約義務之流動性風險。

(1) 非衍生金融負債之流動性及利率風險表

非衍生金融負債剩餘合約到期分析係依本公司最早可能被要求還款之日期，按金融負債未折現現金流量（包含本金及估計利息）編製。因此，本公司可被要求立即還款之銀行借款，係列於下表最早之期間內，不考慮銀行立即執行該權利之機率；其他非衍生金融負債到期分析係依照約定之還款日編製。

以浮動利率支付之利息現金流量，其未折現之利息金額係依據借款利率推導而得。

111年12月31日

	<u>3個月以內</u>	<u>3個月至1年</u>	<u>1至5年</u>	<u>5年以上</u>
<u>非衍生金融負債</u>				
無附息負債	\$ 106,155	\$ -	\$ -	\$ -
浮動利率工具	76,706	49,155	348,542	3,804
租賃負債	<u>255</u>	<u>734</u>	<u>750</u>	<u>-</u>
	<u>\$ 183,116</u>	<u>\$ 49,889</u>	<u>\$ 349,292</u>	<u>\$ 3,804</u>

110年12月31日

	<u>3個月以內</u>	<u>3個月至1年</u>	<u>1至5年</u>	<u>5年以上</u>
<u>非衍生金融負債</u>				
無附息負債	\$ 64,957	\$ -	\$ 30	\$ -
浮動利率工具	98,784	45,170	307,246	25,328
租賃負債	<u>281</u>	<u>480</u>	<u>579</u>	<u>-</u>
	<u>\$ 164,022</u>	<u>\$ 45,650</u>	<u>\$ 307,855</u>	<u>\$ 25,328</u>

上述非衍生金融負債之浮動利率工具金額，將因浮動利率與資產負債表日所估計之利率不同而改變。

(2) 融資額度

	<u>111年12月31日</u>	<u>110年12月31日</u>
無擔保銀行借款額 度		
已動用金額	\$ 297,241	\$ 252,292
未動用金額	<u>439,500</u>	<u>465,500</u>
	<u>\$ 736,741</u>	<u>\$ 717,792</u>
有擔保銀行借款額 度		
已動用金額	\$ 168,052	\$ 214,299
未動用金額	<u>75,000</u>	<u>50,000</u>
	<u>\$ 243,052</u>	<u>\$ 264,299</u>

二五、關係人交易

主要管理階層薪酬

	<u>111年度</u>	<u>110年度</u>
短期員工福利	\$ 4,690	\$ 4,713
退職後福利	<u>99</u>	<u>99</u>
	<u>\$ 4,789</u>	<u>\$ 4,812</u>

董事及其他主要管理階層之薪酬係由薪酬委員會依照個人績效及市場趨勢決定。

二六、質抵押之資產

本公司下列資產（按帳面淨額列示）業經提供為融資借款之擔保品：

	<u>111年12月31日</u>	<u>110年12月31日</u>
土地	\$ 187,155	\$ 187,155
房屋及建築	63,591	66,780
機器設備	59,100	83,206
其他設備	8,204	15,048
	<u>\$ 318,050</u>	<u>\$ 352,189</u>

二七、重大或有負債及未認列之合約承諾

除已於其他附註所述者外，本公司於資產負債表日之重大承諾事項及或有事項如下：

截至111年及110年12月31日止，已訂購尚未進貨之金額分別為424,381千元及110,335千元。

二八、其他事項

本公司受到新型冠狀病毒肺炎全球大流行之影響，致營業收入大幅下降。為因應疫情影響，本公司業已向政府申請薪資及營運資金補貼一案，並於110年度取得補貼款9,614千元。雖國內疫情趨緩且政府陸續政策鬆綁，全球經濟情勢持續緊縮，消費型態亦發生轉變，隨疫情趨緩及政策鬆綁，本公司預期營運將逐漸恢復正常。截至本財務報告通過發布日止，本公司仍持續評估該疫情對本公司之經濟影響。

二九、具重大影響之外幣資產及負債資訊

以下資訊係按本公司功能性貨幣以外之外幣彙總表達，所揭露之匯率係指該等外幣換算至功能性貨幣之匯率。具重大影響之外幣資產及負債如下：

單位：各外幣及新台幣千元

111年12月31日

金 融 資 產	外 幣	匯 率	帳 面 金 額
<u>貨幣性項目</u>			
美 元	\$ 12,782	30.71 (美元：新台幣)	\$ 392,526
歐 元	170	32.72 (歐元：新台幣)	5,578
<u>金 融 負 債</u>			
<u>貨幣性項目</u>			
美 元	857,879	30.71 (美元：新台幣)	26,345
歐 元	95	32.72 (歐元：新台幣)	3,095

110年12月31日

金 融 資 產	外 幣	匯 率	帳 面 金 額
<u>貨幣性項目</u>			
美 元	\$ 12,756	27.68 (美元：新台幣)	\$ 353,098
歐 元	139	31.32 (歐元：新台幣)	4,347
<u>金 融 負 債</u>			
<u>貨幣性項目</u>			
美 元	299	27.68 (美元：新台幣)	8,287
歐 元	67	31.32 (歐元：新台幣)	2,104

具重大影響之外幣兌換損益（已實現及未實現）如下：

外幣匯率	111年度		110年度	
	匯率	淨兌換 (損) 益	匯率	淨兌換 (損) 益
美元	29.805(美元:新台幣)	\$ 40,158	28.009(美元:新台幣)	(\$ 8,018)
歐元	31.36(歐元:新台幣)	277	33.16(歐元:新台幣)	(357)
日圓	0.2275(日圓:新台幣)	93	0.2554(日圓:新台幣)	2
		<u>\$ 40,528</u>		<u>(\$ 8,373)</u>

三十、附註揭露事項

除主要股東資訊外，本公司並無其他重大交易事項、轉投資事業及大陸投資資訊等應揭露事項。

主要股東資訊：股權比例達 5% 以上之股東名稱、持股數額及比例。（附表二）

三一、部門資訊

(一) 部門收入與營運結果暨資產及負債

本公司營運決策者用以分配資源及評量部門績效係著重於本公司之財務資訊，是以為單一營運部門報導。另本公司提供給營運決策者覆核之部門資訊，其衡量基礎與財務報表相同，是以 111 及 110 年度應報導之部門收入與營運結果暨資產衡量金額可參照 111 及 110 年度之資產負債表及綜合損益表。

(二) 地區別資訊：本公司並無國外營運機構。

(三) 主要客戶資訊

	111年度		110年度	
	金額	%	金額	%
甲集團	\$ 292,296	65	\$ 220,778	63
乙公司	69,894	16	38,568	11
丙公司	60,630	13	83,769	24

寶一科技股份有限公司

不動產、廠房及設備變動表

民國 111 年及 110 年 1 月 1 日至 12 月 31 日

附表一

單位：新台幣千元

	土	地	房屋及建築	機器設備	模具設備	運輸設備	辦公設備	其他設備	合	計						
成 本																
110 年 1 月 1 日餘額	\$	187,155	\$	201,597	\$	710,581	\$	111,345	\$	3,008	\$	13,689	\$	104,152	\$	1,331,527
增 添		-		-		800		2,836		-		279		344		4,259
處分及報廢		-		-		-		-		-		-		(1,007)		(1,007)
110 年 12 月 31 日餘額	\$	<u>187,155</u>	\$	<u>201,597</u>	\$	<u>711,381</u>	\$	<u>114,181</u>	\$	<u>3,008</u>	\$	<u>13,968</u>	\$	<u>103,489</u>	\$	<u>1,334,779</u>
累計折舊																
110 年 1 月 1 日餘額	\$	-	\$	120,481	\$	533,652	\$	51,371	\$	2,608	\$	9,241	\$	66,375	\$	783,728
折舊費用		-		6,272		31,608		13,435		317		2,127		7,914		61,673
處分及報廢		-		-		-		-		-		-		(1,007)		(1,007)
110 年 12 月 31 日餘額	\$	<u>-</u>	\$	<u>126,753</u>	\$	<u>565,260</u>	\$	<u>64,806</u>	\$	<u>2,925</u>	\$	<u>11,368</u>	\$	<u>73,282</u>	\$	<u>844,394</u>
110 年 12 月 31 日淨額	\$	<u>187,155</u>	\$	<u>74,844</u>	\$	<u>146,121</u>	\$	<u>49,375</u>	\$	<u>83</u>	\$	<u>2,600</u>	\$	<u>30,207</u>	\$	<u>490,385</u>
成 本																
111 年 1 月 1 日餘額	\$	187,155	\$	201,597	\$	711,381	\$	114,181	\$	3,008	\$	13,968	\$	103,489	\$	1,334,779
增 添		-		414		25,867		4,722		-		982		593		32,578
處分及報廢		-		-		(386,670)		(29,524)		(2,923)		(7,137)		(47,116)		(473,370)
111 年 12 月 31 日餘額	\$	<u>187,155</u>	\$	<u>202,011</u>	\$	<u>350,578</u>	\$	<u>89,379</u>	\$	<u>85</u>	\$	<u>7,813</u>	\$	<u>56,966</u>	\$	<u>893,987</u>
累計折舊																
111 年 1 月 1 日餘額	\$	-	\$	126,753	\$	565,260	\$	64,806	\$	2,925	\$	11,368	\$	73,282	\$	844,394
折舊費用		-		4,819		25,668		13,342		83		1,612		7,233		52,757
處分及報廢		-		-		(386,670)		(29,524)		(2,923)		(7,137)		(47,116)		(473,370)
111 年 12 月 31 日餘額	\$	<u>-</u>	\$	<u>131,572</u>	\$	<u>204,258</u>	\$	<u>48,624</u>	\$	<u>85</u>	\$	<u>5,843</u>	\$	<u>33,399</u>	\$	<u>423,781</u>
111 年 12 月 31 日淨額	\$	<u>187,155</u>	\$	<u>70,439</u>	\$	<u>146,320</u>	\$	<u>40,755</u>	\$	<u>-</u>	\$	<u>1,970</u>	\$	<u>23,567</u>	\$	<u>470,206</u>

寶一科技股份有限公司

主要股東資訊

民國 111 年 12 月 31 日

附表二

主 要 股 東 名 稱	股 份	
	持 有 股 數 (股)	持 股 比 例
曾 國 浩	6,643,285	9.68%
極致投資股份有限公司	6,019,869	8.77%
嘉悉股份有限公司	4,343,000	6.33%

註：本表主要股東資訊係由集保公司以當季季底最後一個營業日，計算股東持有公司已完成無實體登錄交付之普通股達 5% 以上資料。本公司財務報告所記載股本與實際已完成無實體登錄交付股數，可能因編製計算基礎不同或有差異。

§重要會計項目明細表目錄§

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存貨明細表		表三
預付款項明細表		附註九
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寶一科技股份有限公司
現金明細表
民國 111 年 12 月 31 日

表一

單位：新台幣千元
(惟外幣為元)

項	目	金	額
庫存現金及零用金		\$	50
銀行存款			
活期存款(註)			<u>381,731</u>
		<u>\$</u>	<u>381,781</u>

註：包括新台幣 38,282 千元、美元 11,051,606.88 元 (US\$1 = NT\$30.71)、
歐元 123,929.31 元 (EUR\$1 = NT\$32.72) 及日圓 158 元 (JPY\$1 =
NT\$0.2324)。

寶一科技股份有限公司
 應收帳款淨額明細表
 民國 111 年 12 月 31 日

表二

單位：新台幣千元

客 戶 名 稱	金 額
A 公 司	\$ 20,720
B 公 司	12,774
C 公 司	9,189
D 公 司	5,917
E 公 司	3,233
F 公 司	3,084
其他（註）	<u>3,225</u>
	58,142
減：備抵損失	<u>97</u>
	<u>\$ 58,045</u>

註：各戶餘額皆未超過本科目餘額 5%。

寶一科技股份有限公司

存貨明細表

民國 111 年 12 月 31 日

表三

單位：新台幣千元

項 目	成 本	市 價 (註)
製 成 品	\$ 76,289	\$ 90,275
在 製 品	130,646	138,238
原 物 料	133,204	145,191
在途存貨	<u>27,405</u>	<u>27,405</u>
	<u>\$ 367,544</u>	<u>\$ 401,109</u>

註：市價基礎參閱附註四。

寶一科技股份有限公司

短期借款明細表

民國 111 年 12 月 31 日

表四

單位：新台幣千元

名	稱	契	約	期	限	利率區間 (%)	金	額	融	資	額	度	抵	押	或	擔	保	
信用借款																		
	玉山商業銀行			111.11.17	~	112.02.16	1.35	\$	30,000	\$	100,000							無
	兆豐國際商業銀行			111.11.22	~	112.02.20	1.74		<u>30,000</u>		100,000							無
								\$	<u>60,000</u>									

寶一科技股份有限公司
應付帳款明細表
民國 111 年 12 月 31 日

表五

單位：新台幣千元

廠 商 名 稱	摘 要	金 額
A 公 司	購 料 款	\$ 7,925
B 公 司	購 料 款	6,353
C 公 司	購 料 款	4,158
D 公 司	購 料 款	2,430
E 公 司	購 料 款	2,351
其他（註）		<u>21,140</u>
		<u>\$ 44,357</u>

註：各戶餘額皆未超過本科目餘額 5%。

寶一科技股份有限公司
 長期借款明細表
 民國 111 年 12 月 31 日

表六

單位：新台幣千元

債權人	摘要	金額			契約期間	年利率(%)	抵押或擔保	備註
		一年內到期	一年後到期	合計				
第一商業銀行	中期信用借款	\$ 6,000	\$ 4,500	\$ 10,500	108.08.08~113.08.08	1.975	無	自 108 年 11 月起，每季為 1 期，共分 20 期平均攤還本金，每期償還 1,500 千元
玉山商業銀行	中期信用借款	9,882	16,859	26,741	111.08.26~114.08.26	1.75	無	自 111 年 8 月起，每月為 1 期，共分 36 期本息平均攤還，每期償還 856 千元
彰化銀行	中期抵押借款	14,400	52,000	66,400	109.08.10~116.08.10	1.655	房屋及建築	自 109 年 9 月起，每月為 1 期，共分 84 期平均攤還本息，第 1~83 期每月還本 1,200 千元，第 84 期還本 400 千元
	中期抵押借款	14,400	52,000	66,400	109.08.24~116.08.24	1.655	房屋及建築	自 109 年 9 月起，每月為 1 期，共分 84 期平均攤還本息，第 1~83 期每月還本 1,200 千元，第 84 期還本 400 千元
	中期抵押借款	5,530	461	5,991	108.01.18~113.01.18	1.805	機器設備	自 108 年 1 月起，每月為 1 期，共分 60 期平均攤還本息
	中期抵押借款	2,800	7,000	9,800	110.06.01~115.06.01	1.805	機器設備	自 110 年 6 月起，每月為 1 期，共分 60 期平均攤還本息
	中期信用借款	-	100,000	100,000	111.03.24~113.03.24	1.825	無	自 111 年 3 月起，每月支付利息，共分 24 期，到期一次還本
華南銀行	中期抵押借款	1,867	13,066	14,933	104.12.10~119.12.10	1.83	房屋及建築	自 105 年 1 月起，每月為 1 期，共分 180 期平均攤還本金，每期償還 156 千元
	中期抵押借款	4,528	-	4,528	107.11.30~112.11.30	1.83	機器設備	自 107 年 12 月起，每月為 1 期，共分 60 期平均攤還本金，每期償還 412 千元
	中期信用借款	-	70,000	70,000	111.12.14~113.12.13	1.505	無	自 111 年 12 月起，每月支付利息，共分 24 期，到期一次還本
	中期信用借款	-	30,000	30,000	111.12.28~113.12.28	1.545	無	自 111 年 12 月起，每月支付利息，共分 24 期，到期一次還本
		<u>\$ 59,407</u>	<u>\$ 345,886</u>	<u>\$ 405,293</u>				

寶一科技股份有限公司

營業收入明細表

民國 111 年度

表七

單位：新台幣千元

項	目	數 量 (件)	金 額
航太組件		166,287	\$ 448,240
其 他		117	<u>1,296</u>
			<u>\$ 449,536</u>

寶一科技股份有限公司

營業成本明細表

民國 111 年度

表八

單位：新台幣千元

項 目	金 額
年初原物料	\$ 169,442
年初在途原物料	11,253
加：本年度進料	187,365
減：年底原物料	133,204
年底在途原物料	27,405
出售原料	230
轉列費用	9,009
其 他	1,124
直接原物料耗用	197,088
直接人工	72,475
製造費用	164,545
製造成本	434,108
加：年初在製品	65,327
其 他	1,340
減：年底在製品	130,646
出售在製品	10
製成品成本	370,119
加：年初製成品	110,956
其 他	3,275
減：年底製成品	76,289
銷貨成本合計	408,061
加：出售原料	230
出售在製品	10
減：下腳收入	7,056
其 他	3,491
	<u>\$ 397,754</u>

寶一科技股份有限公司

營業費用明細表

民國 111 年度

表九

單位：新台幣千元

項 目	推 銷 費 用	管 理 費 用	研 究 發 展 費 用	預 期 信 用 減 損 損 失	合 計
薪 資	\$ 2,539	\$ 11,344	\$ 13,439	\$ -	\$ 27,322
研 究 費	-	-	6,270	-	6,270
出 口 費 用	14,547	-	-	-	14,547
產 物 保 險 費	2,130	1,456	1,322	-	4,908
水 電 瓦 斯 費	1,040	2,089	3,121	-	6,250
各 項 攤 提	188	2,564	234	-	2,986
勞 務 費	-	2,629	-	-	2,629
折 舊	241	2,136	723	-	3,100
其 他 費 用	-	2,889	1,086	-	3,975
預 期 信 用 減 損 損 失	-	-	-	97	97
其 他 (註)	<u>1,808</u>	<u>3,784</u>	<u>2,553</u>	<u>-</u>	<u>8,145</u>
	<u>\$ 22,493</u>	<u>\$ 28,891</u>	<u>\$ 28,748</u>	<u>\$ 97</u>	<u>\$ 80,229</u>

註：各項餘額皆未超過本科目餘額 5%。

寶一科技股份有限公司

員工福利、折舊及攤銷費用功能別彙總表

表十

單位：新台幣千元

	111 年度			110 年度		
	營業成本	營業費用	合計	營業成本	營業費用	合計
員工福利						
薪資	\$ 76,615	\$ 26,982	\$ 103,597	\$ 77,846	\$ 27,071	\$ 104,917
勞健保費	8,757	2,945	11,702	9,356	3,139	12,495
退休金	4,140	1,390	5,530	4,373	1,444	5,817
董事酬金	-	340	340	-	420	420
其他	3,362	852	4,214	2,609	749	3,358
	<u>\$ 92,874</u>	<u>\$ 32,509</u>	<u>\$ 125,383</u>	<u>\$ 94,184</u>	<u>\$ 32,823</u>	<u>\$ 127,007</u>
折舊	\$ 50,757	\$ 3,100	\$ 53,857	\$ 59,153	\$ 3,668	\$ 62,821
攤銷	2,376	2,986	5,362	2,163	3,539	5,702

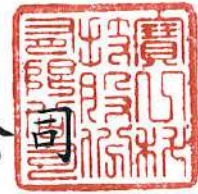
註：本年度及前一年度員工人數分別為 200 人及 220 人，其中未兼任員工之董事人數皆為 5 人。

- (1) 本年度平均員工福利費用 641 千元（『本年度員工福利費用合計數－董事酬金合計數』/『本年度員工人數－未兼任員工之董事人數』）。前一年度平均員工福利費用 589 千元（『前一年度員工福利費用合計數－董事酬金合計數』/『前一年度員工人數－未兼任員工之董事人數』）。
- (2) 本年度平均員工薪資費用 531 千元（本年度薪資費用合計數/『本年度員工人數－未兼任員工之董事人數』）。前一年度平均員工薪資費用 488 千元（前一年度薪資費用合計數/『前一年度員工人數－未兼任員工之董事人數』）。
- (3) 平均員工薪資費用調整變動情形 9%（『本年度平均員工薪資費用－前一年度平均員工薪資費用』/前一年度平均員工薪資費用）。
- (4) 本公司已設立審計委員會，無監察人。
- (5) 公司薪資報酬政策如下：（包含董事、經理人及員工）。
 - A. 本公司董事之酬勞係依公司章程第 21 條規定，就當年度獲利提撥不高於 3% 之金額，做為董事酬勞之總額，且考量公司營運成果及參酌其對公司績效之貢獻度，由本公司薪資報酬委員會評估及訂定標準，再提送董事會通過後辦理。
 - B. 總經理及副總經理給付酬勞之政策，係依照本公司「經理人薪資報酬政策及制度」及該職位於同業市場中之薪資水平、於公司內該職位的權責範圍以及對公司營運目標之貢獻度給付酬金，由人事單位擬定後提交薪資報酬委員會審議及董事會決議。
 - C. 員工之薪酬包含薪資及獎金。

	新進核薪	調薪
直接人員	由用人單位主管依同業平均薪資水準提出建議並呈副總經理核准辦理。	績效優異之員工，每年得由用人單位主管提出調薪建議，並會簽管理處主管及呈送總經理核准後辦理。
間接人員	由管理處主管依同業平均薪資水準提出建議並呈總經理核准辦理。	

- D. 公司主要薪酬原則會連結職責與績效成果表現，與經營績效具有正向關聯性，並依據法令規定揭露給付金額，未來風險應屬有限。

寶一科技股份有限公司



董事長 曾國浩



AEROWIN TECHNOLOGY CO. LTD.

2022 Annual Report

Notice to readers

This English-version annual report is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

Taiwan Stock Exchange Market Observation Post System:

<http://newmops.twse.com.tw>

Aerowin Annual Report is available at: <http://www.aerowin.com>

Printed on 05 31, 2023

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Title: Senior Vice President and
Spokesperson

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Title: Deputy Vice President

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Stock Transfer Agent

Taishin Securities Co., Ltd.

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Tel: 886-2-25048125

Website: www.tssco.com.tw

Auditors

Deloitte & Touche Accounting Firm

Auditors: Teng-Wei Wang, Chao-Chin Yang

Address: 13F, No. 189, Yongfu Rd, Sec. 1., West Central Dist., Tainan 70051, Taiwan

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Overseas Securities Exchange

None

Corporate Website

<http://www.aerowin.com>

Headquarters, Branches and Plant

Headquarters

Address: No.1, Ln.13, Xingong Rd., Xinying

Dist., Tainan City 730, Taiwan, Roc

Tel: 886-6-6535001

Branch

None

Xinying No. 1 Factory

Address: No.1, Ln.13, Xingong Rd., Xinying

Dist., Tainan City 730, Taiwan, Roc

Tel: 886-6-6535001

Xinying No. 2 Factory

Address: No.18, Xingong Rd., Xinying

Dist., Tainan City 730, Taiwan, Roc

Tel: 886-6-6535001

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Letter to Shareholders

Dear Shareholders,

Thank you for your continuous support and care for AERO WIN TECHNOLOGY CORPORATION, and we hope that you can keep giving us more attention and support!.

The following is the report on 2022 business results.

1. Business Results in 2021

(1) Implementation of Business Plan

The Company is a professional manufacturer of aerospace parts and components, with net operating revenue of 449,536 thousand, up 27.89 % compared to 2021. After deducting operating cost of 397,754 thousand, operating expenses of 80,229 thousand, and net non-operating revenue of 47,362 thousand, the pre-tax income and net income is 18,915 thousand while the earnings per share is NT\$ 0.28.

(2) Status of Budget Implementation

Not applicable as the Company did not disclose financial forecast information to the public in 2022.

(3) Financial Revenue and Expenditure and Profitability Analysis

Item for Analysis		2022	2021
Profitability	Return on assets (%)	1.83	-7.26
	Return on shareholders' equity (%)	2.49	-12.83
	Ratio of net income before tax to paid-in capital (%)	2.76	-15.08
	Net profit margin (%)	4.21	-29.29
	Earnings per share (NT\$)	0.28	-1.50

(4) Research and development

Successful development of technologies or products for aerospace components in the past two years is as follows:

- A. Cooling insert: 4 products for CFM56, PW1000G engines.
- B. Sheet metal ring parts: 7 engine parts for National Chung-Shan Institute of Science and Technology, Leap 1A/B/C, etc.
- C. Machine ring parts: 3 products for various engines. AWTC develops technologies or

products that successfully process aluminum alloys for vacuum pump parts

D. Aluminum alloy machine: 5 vacuum pump parts

E. AWTC is dedicated to the effectiveness of R & D. Thus, it has the following short-, medium-, and long-term plans for products and technologies :

- Short-term plan (within three years): increase efficiency and expand production capacity by applying automation technology
- Medium-term plan (within five years): introduce suitable equipment for the development of special products such as semiconductors and green energy, and optimize the manufacturing process.
- Long-term plan (within 10 years): modify the production process and develop new process for next-generation engines.

R&D Spending as a Percentage of Revenue By AWTC:

Year	2019	2020	2021	2022
Percentage	7%	12%	9%	6%

2. Business Outlook for 2023

The Company's major clients are Safran Group (France) and its joint-ventures and Pratt&Whitney (USA). Workpiece Leap A/B/C of Safran Group along with the workpieces PW1100G, PW1200G, and PW1500G of Pratt&Whitney (USA) enter the mass production stage due to the collaborative effort between AeroWin and our clients, a sign of our clients' recognition of our innovative manufacturing process, vitality, efficiency and quality.

The estimated demand for CFM 56 engines was 82-134 engines from 2020 to 2022. The demand for the new LEAP series engines dropped due to the global pandemic. B373 Max was estimated to demand 311-577 LEAP B engines from 2020 to 2022, whereas the 2023 demand is estimated to be 1024. A320 neo was estimated to demand 466-825 LEAP A engines from 2020 to 2022, whereas the 2023 demand is estimated to be 885. Both Boeing and Airbus see growth opportunities once the pandemic is under control.

In response to the recovery in the aircraft engine market and supply chain concentration in a post-pandemic future, AeroWin will continue exploring new clients and products, and will improve both the manufacturing process and production capacity. Principles of corporate governance will be adhered for improved management and operational performance.

I wish you all good fortune and good health.

Kuo-Hao Tseng
Chairman

II. Company Profile

1. Date of Incorporation: Oct. 05, 1974

2. Company History

- △ Oct. 1974 - The company was established with a paid-in capital of NT\$ 6 million, and named " AERO WIN CORPORATION "
- △ Sep. 1980 -Entered the aerospace field
- △ Jan. 2000 -The company changed its name to “AERO WIN TECHNOLOGY CORPORATION”
- △ Jun. 2000 - The first plant was established in XingYing area, covering an area of 3300 m² , to start producing Pratt & Whitney products
- △ Dec. 2000 – Received orders for engine component for Boeing 737 CFM-56 from Sncem
- △ Jun. 2002 –Certifications for AS 9100 from Sncem.
- △ Dec. 2002 - Certifications and orders for Techspace Aero
- △ Dec. 2004 –Certifications for welding and brazing from Nadcap
- △ Dec. 2002 - Certifications for heat treatment from Nadcap
- △ Jan. 2005 - Certifications and orders from MTU
- △ Apr. 2005– Certifications for NDT from Nadcap
- △ July. 2005– Certifications for ISO9001 : 2000 and AS9100B
- △ Nov. 2005 - Received orders from Mitsubishi Power, Takasago Plant
- △ Apr. 2006 -”Most Significant Quality Improvement” award from Sncema
- △ Sep. 2007 - The second plant was established in XinYing area
- △ Jan. 2008 –Received certifications for NDT, heat treatment, brazing and special spraying
- △ Aug. 2008 –Renewed certification for ISO9001:2008
- △ Jun, 2009 - Supplier Agreement with Hispano Suiza
- △ Oct. 2009 -Capitalization of retained earnings of 4.5 million, paid-in capital of 545 million, and rated capital of 700 million
- △ Nov. 2009 –Issued 2000 units of employee stock option
- △ Nov. 2009 –Received certifications for welding, liquid penetrant inspection, and special radiographic inspection from Hispano Suiza
- △ Apr. 2010 –Received certifications for FPI from Aircelle
- △ Sep. 2009 –Capitalization of retained earnings of 1.635 million, paid-in capital of 561.35 million, and rated capital of 700 million
- △ Oct. 2009 –Received certifications for Airtightness from Hispano Suiza
- △ Jun. 2009 –Capitalization of retained earnings of 45 million, paid-in capital of 606.35 million, and rated capital of 700 million

- ▲ Jan. 2011 - Supplier Agreement with MTU Aero Engines AG
- ▲ Jan. 2011 - Certifications for heat treatment from Hispano Suiza
- ▲ Apr. 2011 –Certifications for EDM from Honeywell
- ▲ May 2011 - Supplier Agreement with Techspace Aero
- ▲ Sep. 2011–Certifications for FPI from Honeywell
- ▲ Nov. 2011- Certifications for Qualified Supplier from MHI Takasago
- ▲ Jan. 2012 –Certifications for titanium alloy welding from Techspace Aero
- ▲ Apr. 2012 - The third plant was established in XinYing area
- ▲ Apr. 2012 - Supplier Agreement with HITACHI
- ▲ Apr. 2012 –Capitalization of employee stock option of 140 thousand, paid-in capital of 606.49 million, and rated capital of 700 million
- ▲ Jun. 2012 - Supplier Agreement with GE AVIO S.r.l.
- ▲ Aug. 2012 - Received 4-year order from Techspace Aero
- ▲ Aug. 2012 - Contract with Pratt & Whitney for LTA till Sep. 2021
- ▲ Jan. 2013 –Capitalization of employee stock option of 1,305,905, paid-in capital of 607,849,050, and rated capital of 700 million
- ▲ Oct. 2013 – Listed in Emerging Stock market
- ▲ Oct. 2013 - ”Supplier Performance Award ” and “On-Time Delivery Supplier Award” from Snecma
- ▲ Oct. 2013 - Received orders for LEAP engine component from Snecma
- ▲ Jan. 2013 - Received orders for Sam 146 engine components from NPO Saturn
- ▲ Jan. 2013 – Extended orders for SilverCrest engine components from Techspace Aero
- ▲ Jan. 2013 – Issued 500 units of employee stock option
- ▲ Jan. 2013 –Capitalization of employee stock option of 10.65 million, paid-in capital of 618,499,050, and rated capital of 700 million
- ▲ Jul. 2014 - X-Ray Certification by Snecma
- ▲ Aug. 2014 - X-Ray Certification by Hispano Suiza
- ▲ Oct. 2014 - ”Supplier Performance Award ” and “On-Time Delivery Supplier Award” from Snecma
- ▲ Oct. 2014 - Resistance Welding Certification by Nadcap
- ▲ Nov. 2014 - Received orders for PW1000 Serial Engine components from Pratt&Whitney
- ▲ Jan. 2015 - Listed in TWSE
- ▲ Jan. 2015 –Capitalization of employee stock option of 3.29 million, paid-in capital of 621,789,050, and rated capital of 700 million
- ▲ Jan. 2015 - Resistance Welding Certification by MTU Aero Engines AG
- ▲ Feb. 2015 –Cash Capital Increase of 60.08 million, paid-in capital of 681,869,050,

and rated capital of 700 million

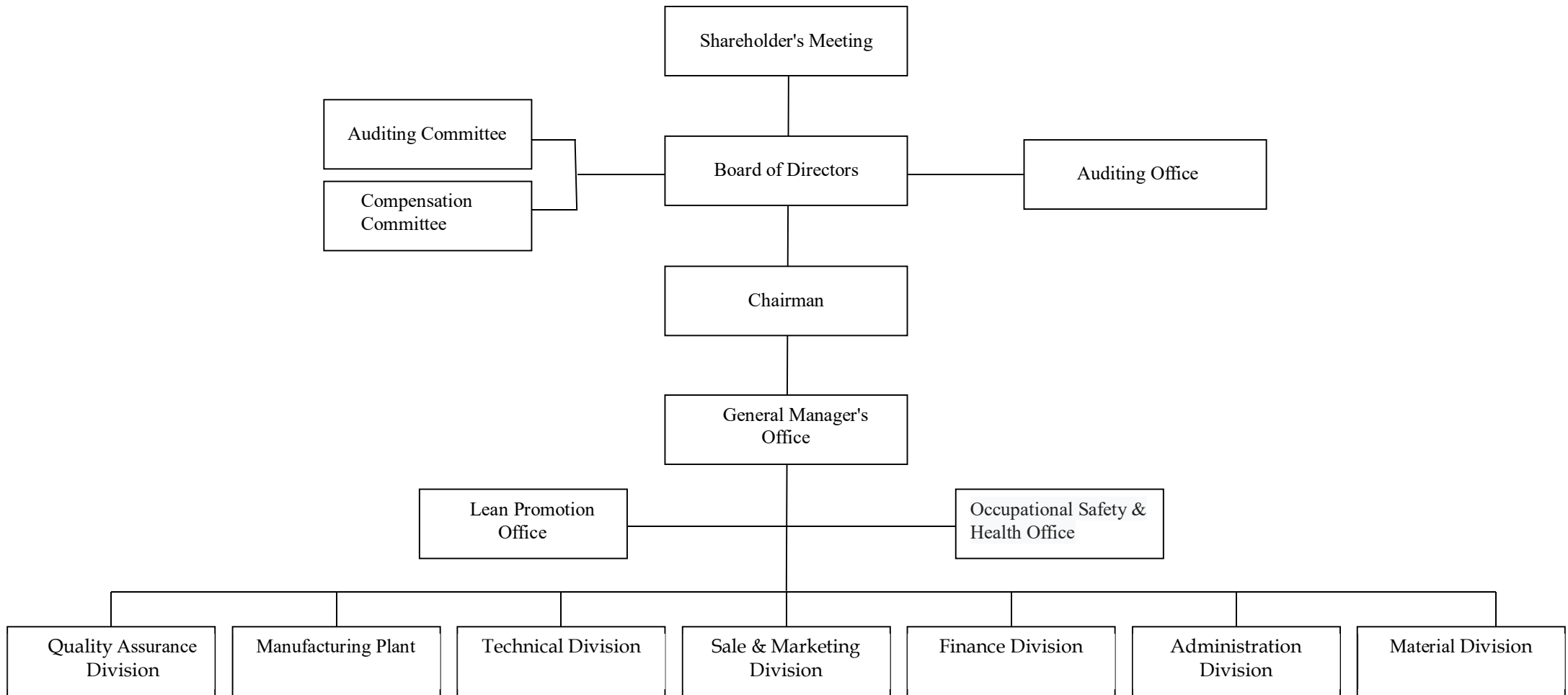
- ▲ Feb. 2015 - FPI Certification by GE Avio S.r.l
- ▲ Mar. 2015 - Received orders for LEAP A/B/C Engine Components from Techspace Aero
- ▲ Mar. 2015 – Extended orders for LEAP A/B/C Engine Components from Techspace Aero
- ▲ Apr. 2015 - Extended orders for LEAP A/B/C Engine Components from Techspace Aero
- ▲ Sep. 2015 - Received orders for “PW1200G/1500G/1700G/1900G Engine Component” from Kawasaki Heavy Industries
- ▲ Oct. 2015 - Received orders for LEAP A/C Engine Component from Techspace Aero
- ▲ Oct. 2015 - Receives orders for LEAP A/B/C Engine Component from Snecma
- ▲ Feb. 2016 –“Supplier's e-NEWS Performance Award ”from Safran Aircraft Engines
- ▲ Mar. 2016 - Received orders for LEAP A/B/C Engine Component from Safran Aircraft Engines]
- ▲ Jun. 2016 - X-Ray Certification by Nadcap
- ▲ Jul. 2016 - Received orders for LEAP A/B/C Engine Component from Safran Aero Boosters
- ▲ Oct. 2016 – Renewed orders for PW2000/V2500 Engine Component from MTU Aero Engines AG
- ▲ Oct. 2016 - EDM Certification by SAFRAN Aircraft Engines
- ▲ Oct. 2016 - Welding Certification by SAFRAN Aircraft Engines
- ▲ Nov. 2016 - Ball Tack Welding & Nickel Alloys Brazing Certification by Pratt & Whitney
- ▲ Jan. 2017 - HVOF Certification by SAFRAN Aircraft Engines
- ▲ May 2017 - Coating(plasma spray) Certification by Pratt & Whitney
- ▲ Aug. 2017 - Extended contract for Trent XWB Engine Component from Safran Transmission System
- ▲ Feb. 2018 - NDT&Heat treatment Certification by Sikorsky
- ▲ Jan. 2019 - NADCAP coating qualification
- ▲ Feb. 2019- Received orders for Passport engine component from Safran Aero Boosters
- ▲ May 2019 - Laser welding Certification by Pratt & Whitney
- ▲ Feb. 2020 - Polishing certification by Safran Aircraft Engine
- ▲ Oct. 2020 - Extended contract for Trent XWB Engine Component from Safran Transmission System

- ▲ Oct. 2020 - Extended contract for LEAP A/B/C Engine Component from Safran Aero Boosters
- ▲ Dec. 2021 - Extended contract for LEAP A/B/C Engine Component from Safran Aircraft Engines

III. Corporate Governance Report

1. Organization

(1) Organizational chart



(2) Major Corporate Functions

Department	Functions
Auditing Office	Implement and improve business activities, operating procedures, routine audits and internal control systems. Provide relevant analysis and reports to management.
Lean Promotion Office	1.Continuous promotion of lean process improvement. 2.Establish a management platform for production intelligence and strategies to improve the overall efficiency of the factory.
Administration Division	1.General affairs: Manage plant general affairs, office equipment, vehicles, environment, security guards and assets. Safeguard contracts and other deeds. Maintenance and repair of factory equipment such as electromechanical devices, utilities, fire protection, etc. 2.HR: Personnel management such as employee attendance, recruitment, assessment, on-the-job training, salary settlement, and formulation of personnel rules and regulations. 3.Information: Planning and maintenance management of information, ERP system, firewall and other network systems.
Occupational safety and health	Responsible for the formulation, planning, promotion and supervision of occupational safety policies , regulations and systems and related measures. Plan and supervise relevant personnel to carry out patrols, regular inspections, key inspections, hazard communication and work environment measurement. Provide information and suggestions on labor safety and health management.
Sales & Marketing Division	Development of new products, new markets and new customers. Integrate all the company's quotations, business orders and customer service.
Finance Division	Responsible for cost and general accounting, tax declaration and budgeting. Responsible for fund allocation, cashier, custody and registration of securities, investment plan evaluation, etc.
Quality Assurance Division	Establish, implement and maintain the company's quality assurance system and obtain the quality system certification required by the company's business. Solve and identify quality problems, formulate quality assurance policies, integrate improvement of production processes and customer service complaints and other related matters. Assurance of the quality of the company's products and the inspection of products in progress and finished products, etc.
Material Division	Responsible for domestic and foreign procurement, project contracting, procurement requisition, establishment of professional procurement systems, warehouse management, and material cost control. Import and export and integrated services.
Technical Division	Responsible for the production of the company's MOT, supervision and research and development of engineering technology, assistance in business valuation, and control of the progress of new product development.
Manufacturing plant	Coordination between production and sales, control of man-hour cost, engineering control, establishment and maintenance of production plan, etc. Production and

Department	Functions
	engineering matters such as sheet metal work, power plant maintenance, surface coating, etc. Machining and assisting engineering units in compiling and revising MOT and other matters.

2. Information on directors, supervisors, president, vice president, assistant vice president, and leaders of various departments and branches

(1) Directors

1) Information on directors

Title	Nationality/ Place of Incorporation	Name	Gender/age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors Who are Spouses or within Two Degrees of Kinship			Remark
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation	
	ROC	Keytech Investment Inc.	-	2020/6/22	3	2006/6/27	6,019,869	8.79%	6,019,869	8.78%	0	0.00%	0	0.00%	-	-	None	None	None	
Chairman	ROC	Representative : Kuo-Hao Tseng	Male 41~50	2020/6/22	3	2011/6/24	4,502,166	6.58%	6,643,285	9.69%	235,000	0.34%	1,230,000	1.79%	1.Ph.D., Precision Mechanical Engineering, University of Tokyo, Japan 2.Patent Engineer of Jiang Chyun IP Group 3.R & D department head of Fujikura Ltd. 4.Special Assistant to the Chairman and Vice President of Technical Division of AWTC 5.Director of Seraph Scientific System Co., Ltd. 6.Chairman of MEB COMMERCIAL IMPORTADORA EXPORTADORA LTD.	1.President of AWTC 2.Director of MONTEREY INTERNATIONAL CORP. 3.Chairman of Keytech Investment Inc. 4.Director of RichMind Corp. 5.Chairman of Debao Investment Co., Ltd.	None	None	None	Please refer to note

Title	Nationality/ Place of Incorporation	Name	Gender/age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors Who are Spouses or within Two Degrees of Kinship			Remark
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation	
Director	ROC	Susan Hu	Female 51~60 years old	2016/4/26	3	2017/6/26	500,000	0.73%	480,000	0.70%	0	0.00%	0	0.00%	1. Ph.D., Management, Ming Chuan University 2. Master of Management Science, Ming Chuan University 3. Bachelor of Financial and Economic Law, Fu Jen Catholic University 4. Special Assistant to the Chairman of AWTC 5. Supervisor of Seraph Scientific System Co., Ltd. 6. Executive Vice President of Combridge Co., Ltd.	1. Executive Vice President of AWTC 2. Independent Director and Convener of Remuneration Committee and Audit Committee, Drewloong Precision, Inc. 3. Independent Director and Member of Remuneration Committee and Audit Committee, Shuz Tung Machinery Industrial Co., Ltd.	None	None	None	Please refer to note
Director	ROC	RichMind Corp.	-	2020/6/22	3	2020/6/22	4,343,000	6.33%	2,284,000	3.33%	0	0.00%	0	0.00%	-	-	None	None	None	
	ROC	Representative : K.S.Lin	Male 61~70 years old	2020/6/22	3	2003/6/30	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1. Bachelor of Business Administration, Fu Jen Catholic University 2. Director and Supervisor of SHUN ON ELECTRONIC CO., LIMITED	1. Chairman and President of MONTEREY INTERNATIONAL CORP. 2. Chairman of Monterey Cayman INC. 3. Chairman of RichMind Corp. 4. Chairman of MONTEREY (ZHANGJIANG) CO., LTD. 5. Supervisor of Great Way Co. LTD.	None	None	None	

Title	Nationality/ Place of Incorporation	Name	Gender/age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors Who are Spouses or within Two Degrees of Kinship			Remark
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation	
Director	ROC	Mei Li Tsai	Female 61~70 years old	2020/6/22	3	2003/6/30	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1.Master of Accounting, National CUHENGCHI University 2.Director of SHIH HSIN University 3. Section Chief of Investment Department of Chiao Tung Bank 4.Adjunct Lecturer of National Taipei University 5.Adjunct Lecturer of SHIH HSIN University 6.Adjunct Lecturer of Chinese Culture University	1.Board director and President of EUROC Investment Co., Ltd. 2.Director representative of Twinhead International Corp. 3.Director presentative of MOSA Industrial Corp. 4.Supervisor representative of EVERTERMINAL CO., LTD.	None	None	None	Please refer to note
Independent director	ROC	Wayne Chang	Male 71~80 years old	2020/6/22	3	2011/6/24	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1. Master of Public Finance, National CHENGCHI University 2.International Tax Program, Harvard Law School 3.Bachelor of Economics, National Chung Hsing University 4.Independent director and Convener of Remuneration Committee and Audit Committee ,ARICH ENTERPRISE CO., LTD. 5. Partner Accountant, chief tax officer, and chairman of KPMG International	1. Independent director and Convener of Remuneration Committee and Audit Committee , EXCELSIOR MEDICAL CO., LTD 2. Convener of Remuneration Committee and Convener of Audit Committee ,AWTC	None	None	None	

Title	Nationality/ Place of Incorporation	Name	Gender/age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors Who are Spouses or within Two Degrees of Kinship			Remark
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation	
Independent director	ROC	QING- YANG, SU	Male 71~80 years old	2020/6/22	3	2014/6/24	0	0.00%	0	0.00%	0	0.00%	0	0.00%	1.Bachelor of Mechanical Engineering, National Cheng Kung University 2. Executives Program, Graduate school of Business Management, National Chengchi University 3.Managing Director of Metal Industries Research & Development Centre 4. Executive director of Taiwan Transportation Vehicle Manufactures Association 5.Director and President of CHINA MOTOR CORPORATION 6.Chairman of CHINA ENGINE CORPORATION 7.Vice Chairman of SHUNG YE MOTOR CO., LTD. 8.Chairman of FORTUNE MOTORS CO., LTD. 9.President of Capital Motors, Inc. 10. Director of YULON MOTOR CO., LTD. 11.Independent Director of Qisda Corporation 12.Senior Group Consultant of Tan Chong International Limited 13.Vice President of Chinese Society of Mechanical Engineers 14.Judge of outstanding engineers in Chinese Institute of Engineers	1.Director of NatureWise Biotech & Medicals Corporation 2.Independent Director and Convener of Remuneration Committee and Audit Committee, RECHI PRECISION CO., LTD. 3.Independent Director and Member of Remuneration Committee and Audit Committee , KENDA RUBBER IND. CO., LTD. 4.Member of Remuneration Committee and Audit Committee , AWTC	None	None	None	

Independent director	ROC	Minkon Huang	Male 71~80 years old	2020/6/22	3	2020/6/22	0	0.00%	0	0.00%	0	0.00%	0	0.00%	<p>1. Bachelor of law, Department of Political Science, National Chengchi University</p> <p>2. Master of Law, Graduate School of Public Administration, National Chengchi University</p> <p>3. Section Assistant of the Legislative Affairs Office of the Secretariat, Taipei City Government</p> <p>4. Executive Officer of Taiwan Provincial Water Supply Company, Director of the General Affairs Office of the Eleventh District Management Office, Taiwan Provincial Water Corporation</p> <p>5. Adjunct Lecturer, Department of Business Administration, National Chung Hsing University</p> <p>6. Chief of the Administrative Office of Taiwan Provincial Election Commission</p> <p>7. Chief, Secretary, Senior Executive Officer, Chief Secretary, Deputy Secretary-General, Secretary-General of Taiwan Provincial Council</p> <p>8. Secretary-General of Taiwan Provincial Advisory Council (Senior Rank Grade 14)</p> <p>9. Deputy Mayor of Taoyuan County</p> <p>10. Acting Mayor of Taoyuan County</p> <p>11. Chairman of Taiwan Water Corporation</p> <p>12. Vice Chairman of the Research, Development and Evaluation Committee, the Executive Yuan, Republic of China(Taiwan)</p>	<p>1. CEO of 21ST Century Foundation</p> <p>2. Director representative of TWINHEAD INTERNATIONAL CORP.</p> <p>3. Member of Remuneration Committee and Audit Committee of AWTC</p>	None	None	None
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Title	Nationality/ Place of Incorporation	Name	Gender/age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors Who are Spouses or within Two Degrees of Kinship			Remark
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation	
														13. Deputy Secretary-General, the Executive Yuan Deputy Secretary, the Executive Yuan, Republic of China (Taiwan) 14. Chairman of Taiwan Rolling Stock Co, LTD. 15. Chairman of ShineMore Technology Materials Corporation., Ltd.						

Note:

- (1) The Company operates with a combined Chairman and President system which enhances operational efficiency and policy execution efficiency. However, in order to strengthen the independence of the board of directors, it is planned to increase the function of the board of directors and strengthen the supervision function by adding one independent director in the re-election of the 2023 shareholders' general meeting.
- (2) The company's current audit committee and remuneration committee are composed of three independent directors, and more than half of the directors do not concurrently serve as employees or managers.

2) Major shareholders of the institutional shareholders

As of April 30, 2023

Name of Institutional Shareholders	Major Shareholders		Shareholding %
Keytech Investment Inc.	1	Kuo-Hao Tseng	48.79%
	2	Yi-Wen Tseng	36.46%
	3	Cheng-Fang Xiao	8.19%
	4	Ruo-Qing Tseng	7.63%
RichMind Corp.	1	Monterey International Corp.	100%

3) Major shareholders of the Company's major institutional shareholders

Name of Institutional Shareholders	Major Shareholders	Shareholding %
Monterey International Corp.	Great Way Co., LTD.	28.22%
	KYE SYSTEMS CORP.	7.71%
	Kuo-Hao Tseng	7.65%
	Hanmore Investment Corporation	4.68%
	Sheng-Xian Cai	2.94%
	YEH JIH FIBERS CO., LTD.	2.76%
	Feng-Sen Liu	2.59%
	Keytech Investment Inc.	2.24%
	Li-Qing Huang	1.62%
	K.S.Lin	1.61%

4) Disclosure of Professional Qualifications of Directors and Independence of Independent Directors

Name \ Qualification		Professional qualification and experience	Status of independence (Note)	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Independent Director
Chairman	Kuo-Hao Tseng	Possesses five or more years of work experience required in ability to conduct management administration, ability to lead, and knowledge of the industry. Currently serving as the chairman of Keytech Investment Inc. and Tepao Investment Co., Ltd, the chairman and CEO of AWTC; and not been a person of any conditions defined in Article 30 of the Company Law.	Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Company.	0
Director	Susan Hu	Possesses five or more years of work experience required in ability to conduct management administration, ability to lead, ability to perform accounting and financial analysis, and law. Currently serving as the Independent Director & Convener of Remuneration Committee & Convener of Audit Committee, Drewloong Precision, Inc. Independent Director & Member of Remuneration Committee & member of Audit Committee, Shuz Tung Machinery Industrial Co., Ltd., Director and Assistant General Manager of AWTC; and not been a person of any conditions defined in Article 30 of the Company Law.	1. Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Company. 2. Not a governmental, juridical person or its representative as defined in Article 27 of the Company Law.	2
Director	Mei Li Tsai	Possesses five or more years of work experience required in ability to conduct management administration, and ability to perform accounting and financial analysis. Currently serving as the director representative and General Manager of EUROCC Investment Co., Ltd., Director representative of Twinhead International Corp., Director representative of MOSA Industrial Corp., Supervisor representative of EVERTERMINAL CO., LTD. She used to be an adjunct lecturer of National Taipei University, SHIH HSIN University and Chinese Culture University; and not been a person of any conditions defined in Article 30 of the Company Law.	1. Not an employee of the Company or any of its affiliates. 2. Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Company. 3. Not a governmental, juridical person or its representative as defined in Article 27 of the Company Law.	0

Name \ Qualification		Professional qualification and experience	Status of independence (Note)	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Independent Director
Director	K.S.Lin	<p>Possesses five or more years of work experience required in ability to conduct management administration.</p> <p>Currently serving as the Chairman and General Manager of MONTEREY INTERNATIONAL CORP., Chairman of Monterey Cayman INC., Chairman of RichMind Corp., Chairman of MONTEREY (ZHANGJIAGANG) CO., LTD, Supervisor of Great Way Co. LTD. ;and not been a person of any conditions defined in Article 30 of the Company Law.</p>	<p>1. Not an employee of the Company or any of its affiliates.</p> <p>2. Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Company.</p>	0

<p>Independent Director</p>	<p>Wayne Chang</p>	<p>Possesses five or more years of work experience required in ability to perform accounting and financial analysis. Currently serving as the Independent director and member of Remuneration Committee and Convener of Audit Committee, EXCELSIOR MEDICAL CO., LTD He used to be Partner Accountant, chief tax officer, and chairman of KPMG International; and not been a person of any conditions defined in Article 30 of the Company Law.</p>	<ol style="list-style-type: none"> 1. Not an employee of the Company or any of its affiliates. 2. Not a director or supervisor of the Company or any of its affiliates. 3. Not a natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate of one percent or more of the total number of issued shares of the Company or ranking in the top 10 in holdings. 4. Not a spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship of a managerial officer under subparagraph 1 or any of the persons in the preceding two subparagraphs. 5. Not a director, supervisor, or employee of a corporate shareholder that directly holds five percent or more of the total number of issued shares of the company, or that ranks among the top five in shareholdings, or that designates its representative to serve as a director or supervisor of the company under Article 27, paragraph 1 or 2 of the Company Law. 6. If a majority of the company's director seats or voting shares and those of any other company are controlled by the same person: not a director, supervisor, or employee of that other company. 7. If the chairman, general manager, or person holding an equivalent position of the company and a person in any of those positions at another company or institution are the same person or are spouses: not a director (or governor), supervisor, or employee of that other company or institution. 8. Not a director, supervisor, officer, or shareholder holding five percent or more of the shares, of a specified company or institution that has a financial or business relationship with the company. 9. Not a professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the company or any affiliate of the company, or that provides commercial, legal, financial, accounting or related services to the company or any affiliate of the 	<p>1</p>
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Name \ Qualification		Professional qualification and experience	Status of independence (Note)	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Independent Director
Independent Director	Cy Su	<p>Possesses five or more years of work experience required in ability to conduct management administration, and knowledge of the industry.</p> <p>Currently serving as the Director of NatureWise Biotech & Medicals Corporation, Independent Director and Convener of Remuneration Committee and Convener of Audit Committee, RECHI PRECISION CO., LTD., Independent Director and Member of Remuneration Committee and Member of Audit Committee , KENDA RUBBER IND. CO., LTD..</p> <p>He used to be Executive director of TAIWAN TRANSPORTAION VEHICLE MANUFACTURERS ASSOCIATION, Director and General Manager of CHINA MOTOR CORPORATION , Chairman of CHINA ENGINE CORPORATION, Vice Chairman of SHUNG YE MOTOR CO., LTD., Chairman of FORTUNE MOTORS CO., LTD., CEO of Capital Motors, Inc., Independent Director of Qisda Corporation; and not been a person of any conditions defined in Article 30 of the Company Law.</p>	<p>company for which the provider in the past 2 years has received cumulative compensation exceeding NT\$500,000, or a spouse thereof.</p> <p>10. Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Company.</p> <p>11. Not a governmental, juridical person or its representative as defined in Article 27 of the Company Law.</p>	2
Independent Director	Minkon Huang	<p>Possesses five or more years of work experience required in ability to conduct management administration, and law.</p> <p>Currently serving as the CEO of 21st Century Foundation, Director representative of TWINHEAD INTERNATIONAL CORP. He used to be Chairman of Taiwan Water Corporation, Adjunct Lecturer in the Department of Business Administration, National Chung Hsing University, Chairman of Taiwan Rolling Stock Co, LTD. Chairman of ShineMore Technology Materials Corporation., Ltd. and not been a person of any conditions defined in Article 30 of the Company Law.</p>		0

Note: According to the Rules Governing Review of Securities Listings as well as the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, the Company has obtained the statement of independence for each independent director and confirms that all of them meet the independence requirements stipulated by laws and regulations.

5) Diversity and independence of the Board of Directors:

A. Diversification of the Board of Directors:

Based on the policy of diversification and strengthening of corporate governance in order to promote the sound development of the company's board composition and structure, the nomination of candidates for directors of the Company shall be adopted the candidate nomination system in accordance with the provisions of the Company's Articles of Incorporation. Each candidate's academic qualifications, work experience, professional background, integrity or relevant professional qualifications, and others are evaluated and considered. After the Board of Directors passed the resolution, the proposed nominees will be submitted to the Shareholders Meeting for election. With regard to the board composition, it is advisable that the number of the directors who concurrently serve as the managers of the Company should not exceed one-third of the board seats. In addition, the Company has, based on its own operations, operational patterns and developmental needs, formulated appropriate diversification policies including but not limited to the following:

1. Basic qualifications and value: gender, age, nationality and culture.
2. Professional knowledge and skills: operational judgment capability, accounting and financial analysis capability, business management capability, crisis management capability, global market perspective, leadership capability, and decision-making capability.

The current Board of Directors of the Company consists of seven directors. The specific management objectives of the board diversity policy and their achievement status are as follows:

Management objectives	Achievement status
The number of independent directors exceeds one third of the board seats	Achieved
It is advisable that the number of the directors who concurrently serve as the managers of the Company should not exceed one-third of the board seats.	Achieved
Target ratio of female directors is 25% or more	Achieved
Adequate and diverse professional knowledge and skills	Achieved

The implementation status of the board diversity policy is as follows:

Name	Basic component									Professional capabilities					
	Nationality	Gender	Employees	Age			Tenure and seniority of independent directors			Business management capability	Leadership and decision-making capability	Knowledge of the industry	Ability to perform accounting and financial analysis	Legal	Public welfare / Environmental protection
				41~60	61~70	71~80	Less than 3 years	3~9 years	Over 9 years						
Chairman Kuo-Hao Tseng,	ROC	Male	V	V						V	V	V			
Director Susan Hu	ROC	Female	V	V						V	V		V	V	
Director Mei Li Tsai	ROC	Female			V					V			V		
Director Ks Lin	ROC	Male			V					V					
Independent Director Wayne Chang	ROC	Male				V			V				V		
Independent Director Cy Su,	ROC	Male				V		V		V		V			V
Independent Director Minkon Huang	ROC	Male				V	V			V				V	

B. Independence of the Board of Directors:

The current Board of Directors of the Company consists of 7 directors, 3 of which are independent directors and two are employees (accounting for 42.86% and 28.57% of all directors, respectively). As of 2022.12.31, all the independent directors comply with the regulations of the Securities and Futures Bureau and none of the circumstances described in paragraph 3 and paragraph 4, Article 26-3 of the Securities Exchange Act exist among the directors and independent directors. The Board of Directors of the Company is independent (Please refer to page 19-22 of this Annual Report - Disclosure of information on professional qualifications of directors and independence of independent directors). For the Experience(Education), Gender and Work Experience, please refer to page 12-17 of this Annual Report - Information on directors)

Note 1: Professional qualifications and experience: Specify the professional qualifications and experience of each director and supervisor. If a member of the Audit Committee, specify their accounting or finance background and work experience. Additionally, specify whether any circumstance under any subparagraph of Article 30 of the Company Act exists with respect to a director or supervisor.

Note 2: Describe the status of independence of each independent director, including but not limited to the following: did they or their spouse or any relative within the second degree serve as a director, supervisor, or employee of the Company or any of its affiliates? ; specify the number and ratio of shares of the Company held by the independent director and their spouse and relatives within the second degree (or through nominees); do they serve as a director, supervisor, or employee of any company having a specified relationship with the Company (see Article 3, paragraph 1, subparagraphs 5 to 8 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies)?; specify the amount(s) of any pay received by the independent director for any services such as business, legal, financial, or accounting services provided to the Company or any affiliate thereof within the past 2 years.

Note 3: Regarding the method for disclosure, please refer to the “SAMPLE ANNUAL REPORT” page on the website of the Taiwan Stock Exchange Corporate Governance Center.

(2.) Information on the president, vice president, assistant vice president, and leaders of various departments and branches

As of April.30,2022 (Share ; %)

Title	Nationality	Name	Gender	Date Effective	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Managers who are Spouses or Within Two Degrees of Kinship		
					Shares	%	Shares	%	Shares	%			Title	Name	Relation
Chairman and President (Please refer to note)	ROC	Kuo-Hao Tseng	Male	105.06	6,643,285	9.69%	235,000	0.34%	1,230,000	1.79%	1.Ph.D., Precision Mechanical Engineering, University of Tokyo, Japan 2.Patent Engineer of Jiang Chyun IP Group 3.R & D department head of Fujikura Ltd. 4.Special Assistant to the Chairman and Vice President, Technical Division of AWTC 5.Director of Seraph Scientific System Co., Ltd. 6.Chairman of MEB COMERCIAL IMPORTADORA EXPORTADORA LTD.	1.Director of MONTEREY INTERNATIONAL CORP. 2.Chairman of Keytech Investment Inc. 3.Director of RichMind Corp. 4.Chairman of Debao Investment Co., Ltd.	None	None	None
				105.01											
Director and Senior Vice President (Please refer to note)	ROC	Susan Hu	Female	095.05	480,000	0.70%	0	0.00%	0	0.00%	1. Doctor of Philosophy in Management in Business Administration, Ming Chuan University 2. Master of Management Science, Ming Chuan University 3. Bachelor of Financial and Economic Law, Fu Jen Catholic University 4. Special Assistant to the Chairman of AWTC 5. Supervisor of Seraph Scientific System Co., Ltd. 6. Executive Vice President of Combridge Co., Ltd.	1.Independent Director and Convener of Remuneration Committee and Audit Committee, Drewloong Precision, Inc. 2.Independent Director and Member of Remuneration Committee and Audit Committee, Shuz Tung Machinery Industrial Co., Ltd.	None	None	None
Chief of Manufacturing Plant	ROC	Anthony Su	Male	100.07	121,417	0.18%	0	0.00%	0	0.00%	Bachelor of Aeronautical Engineering, Chung Cheng Institute of Technology National Defense University	None	None	None	None
Vice President, Technical Division	ROC	Jack Hung	Male	101.03	1,889	0.00%	0	0.00%	0	0.00%	1.Master of Material Science, National Sun Yat-sen University 2. Senior manager, Advan Cleaning Technique Co., Ltd 3.Senior manager, AMI INDUSTRIES, INC	None	None	None	None

Title	Nationality	Name	Gender	Date Effective	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Managers who are Spouses or Within Two Degrees of Kinship		
					Shares	%	Shares	%	Shares	%			Title	Name	Relation
Vice President, Quality Assurance Division	ROC	Murphy Mo	Male	107.06	0	0.00%	0	0.00%	0	0.00%	1 Master, Department of Industrial Engineering and Management, National Kaohsiung University of Applied Sciences 2.QAD Manager, JYR Aviation Components Co., Ltd	None	None	None	None
Deputy Vice President, Finance Division	ROC	Sarah Hsieh	Female	95.07	0	0.00%	0	0.00%	0	0.00%	1. Master of Business Administration, National Cheng Kung University 2.Manager, Material Division, AWTC	None	None	None	None
Deputy Vice President, Sale & Marketing Division	ROC	Jason LIN	Male	109.01	0	0.00%	0	0.00%	0	0.00%	1.MBA, Salem University 2.Industrial Management Manager, China Electric Manufacturing Corporation	None	None	None	None

- Note:
- (1) The Company operates with a combined Chairman and President system which enhances operational efficiency and policy execution efficiency. However, in order to strengthen the independence of the board of directors, it is planned to increase the function of the board of directors and strengthen the supervision function by adding one independent director in the re-election of the 2023 shareholders' general meeting.
 - (2) The company's current audit committee and remuneration committee are composed of three independent directors, and more than half of the directors do not concurrently serve as employees or managers.

(3.) Remuneration of Directors , Supervisors, General Managers, and Assistant General Managers,

1) Remuneration of directors (including independent directors)

2022, Unit : NT\$ thousand

Title	Name	Remuneration of Directors								Ratio of Total Remuneration (A+B+C+D) to Net Income (%) (Note 10)		Relevant Remuneration Received by Directors Who are Also Employees						Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income (%) (Note 10)		Remuneration received from investee enterprises other than subsidiaries or from the parent company (Note 11)		
		Base Compensation (A) (Note 2)		Severance Pay (B)		Directors Compensation(C) (Note 3)		Allowances (D) (Note 4)				Salary, Bonuses, and Allowances (E) (Note 5)		Severance Pay (F)		Employee Compensation (G) (Note 6)						
		The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	Cash	Stock	Cash	Stock		The company	All Companies in the consolidated financial statements (Note 7)
Chairman	Keytech Investment Inc. Representative Kuo-Hao Tseng	0	0	0	0	0	0	50	50	50	50	2,494	2,494	0	0	0	0	0	0	2,544	2,544	None
Director	Susan Hu	0	0	0	0	0	0	50	50	50	50	1,856	1,856	99	99	0	0	0	0	2,005	2,005	None
Director	Mei Li Tsai	0	0	0	0	0	0	50	50	50	50	0	0	0	0	0	0	0	0	50	50	None
Director	RichMind Corp. Representative: K S Lin	0	0	0	0	0	0	40	40	40	40	0	0	0	0	0	0	0	0	40	40	None
Independent Director	Wayne Chang	0	0	0	0	0	0	50	50	50	50	0	0	0	0	0	0	0	0	50	50	None

Title	Name	Remuneration of Directors								Ratio of Total Remuneration (A+B+C+D) to Net Income (%) (Note 10)		Relevant Remuneration Received by Directors Who are Also Employees								Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income (%) (Note 10)	Remuneration received from investee enterprises other than subsidiaries or from the parent company (Note 11)			
		Base Compensation (A) (Note 2)		Severance Pay (B)		Directors Compensation (C) (Note 3)		Allowances (D) (Note 4)				Salary, Bonuses, and Allowances (E) (Note 5)		Severance Pay (F)		Employee Compensation (G) (Note 6)								
		The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	The company	All companies in the consolidated financial statements (Note 7)	Cash	Stock	Cash	Stock			The company	All companies in the consolidated financial statements (Note 7)	
Independent Director	Cy Su	0	0	0	0	0	0	50	50	50	50	0	0	0	0	0	0	0	0	50	50	0.26%	0.26%	None
Independent Director	Minkon Huang	0	0	0	0	0	0	50	50	50	50	0	0	0	0	0	0	0	0	50	50	0.26%	0.26%	None

*.In addition to the above remuneration, director remuneration shall be disclosed as follows when received from companies included in the consolidated financial statements and reinvestment companies in the most recent year to compensate directors for their services, such as being independent consultants: None.

Remuneration Range Table

Remuneration range for each director in the Company	Name of directors			
	Total of (A+B+C+D)		Total of (A+B+C+D+E+F+G)	
	AWTC	All Company in the consolidated financial statements	AWTC	All Company in the consolidated financial statements
Lower than NTD 1,000,000	Keytech Investment Inc. Representative : Tseng, Kuo-Hao, Susan Hu, Mei Li Tsai, RichMind Corp. Representative : Ks Lin, Wayne Chang, Cy Su, Minkon Huang	Keytech Investment Inc. Representative : Tseng, Kuo-Hao, Susan Hu, Mei Li Tsai, RichMind Corp. Representative : Ks Lin, Wayne Chang, Cy Su, Minkon Huang	Mei Li Tsai, RichMind Corp. Representative : Ks Lin, Wayne Chang, Cy Su, Minkon Huang	Mei Li Tsai, RichMind Corp. Representative : Ks Lin, Wayne Chang, Cy Su, Minkon Huang
NTD 1,000,000 (inclusive) ~NTD 2,000,000 (exclusive)	-	-	-	-
NTD 2,000,000 (inclusive) ~NTD 3,500,000 (exclusive)	-	-	Keytech Investment Inc. Representative : Tseng, Kuo-Hao, Susan Hu	Keytech Investment Inc. Representative : Tseng, Kuo-Hao, Susan Hu
NTD 3,500,000 (inclusive) ~NTD 5,000,000 (exclusive)	-	-	-	-
NTD 5,000,000 (inclusive) ~NTD 10,000,000 (exclusive)	-	-	-	-
NTD 10,000,000 (inclusive) ~NTD 15,000,000 (exclusive)	-	-	-	-
NTD 15,000,000 (inclusive) ~NTD 30,000,000 (exclusive)	-	-	-	-
NTD 30,000,000 (inclusive) ~NTD 50,000,000 (exclusive)				
NTD 50,000,000 (inclusive) ~NTD 100,000,000 (exclusive)				
NTD 100,000,000 or More	-	-	-	-
Total	7	7	7	7

Note 1: The name of each director shall be stated separately (for a corporate shareholder, the names of the corporate shareholder and its representative shall be stated separately) and the names of the ordinary directors and independent directors shall be stated separately, based on the amount of the aggregated remuneration items paid to each. If a director concurrently serves as a general manager or an assistant general manager, please complete this Table and Table 3-1, or Tables 3-2-1 and 3-2-2.

Note 2: This refers to director base compensation in the most recent fiscal year (including director salary, duty allowances, severance pay, and various rewards and incentives, etc.).

Note 3: Please fill in the amount of director profit-sharing compensation approved by the board of directors for distribution for the most recent fiscal year.

Note 4: This refers to director expenses and perquisites in the most recent fiscal year (including travel expenses, special disbursements, stipends of any kind, and provision of facilities such as accommodations or vehicles, etc.). If housing,

car or other form of transportation, or personalized expenses are provided, disclose the nature and cost of the property provided, the actual or fair market rent, fuel expenses, and any other amounts paid. Additionally, if a driver is provided, please add a note explaining the relevant base compensation paid by the Company to the driver, but do not include it in the calculation of the director remuneration.

Note 5: This includes any remuneration received by a director for concurrent service as an employee in the most recent year (including concurrent service as general manager, assistant general manager, other managerial officer, or non-managerial employee) including salary, duty allowances, severance pay, rewards, incentives, travel expenses, special disbursements, stipends of any kind, and provision of facilities such as accommodations or vehicles, etc. If housing, car or other form of transportation, or personalized expenses are provided, disclose the nature and cost of the property provided, the actual or fair market rent, fuel expenses, and any other amounts paid. Additionally, if a driver is provided, please add a note explaining the relevant base compensation paid by the Company to the driver, but do not include it in the calculation of the director remuneration. Additionally, salary expenses recognized as share-based payment under IFRS 2—including employee share subscription warrants, new restricted employee shares, and participation in share subscription under a rights offering, etc.—should be included in the calculation of remuneration.

Note 6: This refers to employee profit-sharing compensation (including stocks and cash) received by a director for concurrent service as an employee in the most recent fiscal year (including concurrent service as general manager, assistant general manager, other managerial officer, or non-managerial employee). Disclose the amount of profit-sharing compensation approved or expected to be approved by the board of directors for distribution for the most recent fiscal year. If the amount cannot be forecasted, disclose the amount expected to be distributed by calculating pro-rata to the amount that was actually distributed in the preceding fiscal year. Table 1-3 should also be completed.

Note 7: Disclose the total amount of remuneration in each category paid to the directors of the Company by all companies in the consolidated financial report (including the Company).

Note 8: Disclose the names of the directors in the respective ranges into which they fall based on the sum total of the remuneration in the indicated categories paid to each director by the Company.

Note 9: Disclose the names of the directors in the respective ranges into which they fall based on the sum total of the remuneration in the indicated categories paid to each director of the Company by all companies in the consolidated financial report (including the Company).

Note 10: Net income means the net income after tax on the parent company only or individual financial report for the most recent fiscal year.

Note 11:

a. In this column, specifically disclose the amount of remuneration received by the directors of the Company from investee enterprises other than subsidiaries or from the parent company (if none, state “None”).

b. If directors of the Company have received remuneration from investee enterprises other than subsidiaries or from the parent company, that remuneration shall be added into the amount in Column I of the Remuneration Range Table, and the name of that column shall be changed to “Parent company and all investee enterprises.”

*This table is for information disclosure purposes only and is not intended to be used for tax purposes, as the remuneration disclosed in this table differs from the concept of income under the Income Tax Act.

2) Remuneration to General Manager(s) and Assistant General Manager(s)

Unit : NT\$ thousand

Title	Name	Salary (A) (Note 2)		Retirement pay and pension (B)		Rewards and special disbursements (C) (Note 3)		Employee profit-sharing compensation (D) (Note 4)				Sum of A+B+C+D and ratio to net income (%) (Note 8)		Remuneration received from investee enterprises other than subsidiaries or from the parent company
		The Company	All consolidated entities (Note 5)	The Company	All consolidated entities (Note 5)	The Company	All consolidated entities (Note 5)	The Company		All consolidated entities (Note 5)		The Company	All consolidated entities (Note 5)	
								Amount in cash	Amount in stock	Amount in cash	Amount in stock			
General Manager	Kuo-Hao Tseng,	2,160	2,160	0	0	334	334	0	0	0	0	2,494 13.19%	2,494 13.19%	None
Assistant General Manager	Susan Hu	1,584	1,584	99	99	272	272	0	0	0	0	1,955 10.33%	1,955 10.33%	None

Remuneration Range Table

Range of Compensation	Name of presidents and vice presidents	
	AWTC	All Company in the Consolidated Financial Statements
Lower than NTD 1,000,000	-	-
NTD 1,000,000 (inclusive)~NTD 2,000,000 (exclusive)	-	-
NTD 2,000,000 (inclusive)~NTD 3,500,000 (exclusive)	Kuo-Hao Tseng, Susan Hu	Kuo-Hao Tseng , Susan Hu
NTD 3,500,000 (inclusive)~NTD 5,000,000 (exclusive)	-	-
NTD 5,000,000 (inclusive)~NTD 10,000,000 (exclusive)	-	-
NTD 10,000,000 (inclusive)~NTD 15,000,000 (exclusive)	-	-
NTD 15,000,000 (inclusive)~NTD 30,000,000 (exclusive)	-	-
NTD 30,000,000 (inclusive)~NTD 50,000,000 (exclusive)	-	-
NTD 50,000,000 (inclusive)~NTD 100,000,000 (exclusive)	-	-
NTD 100,000,000 or More	-	-
Total	2	2

Note 1: The name of each general manager and assistant general manager shall be stated separately, based on the amount of the aggregated remuneration items paid to each. If a director concurrently serves as a general manager or an assistant general manager, please complete this table and Table (1-1), or Tables (1-2-1) and (1-2-2).

Note 2: This includes salary, duty allowances, and severance pay to the general manager(s) and assistant general manager(s) in the most recent fiscal year.

Note 3: This includes the amounts of all types of rewards, incentives, travel expenses, special disbursements, stipends of any kind, provision of facilities such as accommodations or vehicle, and other compensation to the general manager(s) and assistant general managers(s) in the most recent fiscal year. If housing, car or other form of transportation, or personalized expenses are provided, disclose the nature and cost of the property provided, the actual or fair market rent, fuel expenses, and any other amounts paid. Additionally, if a driver is provided, please add a note explaining the relevant base compensation paid by the company to the driver, but do not include it in the calculation of the director remuneration. Additionally, salary expenses recognized as share-based payment under IFRS 2—including employee share subscription warrants, new restricted employee shares, and participation in share subscription under a rights offering, etc.—should be included in the calculation of remuneration.

Note 4: This refers to employee profit-sharing compensation (including stocks and cash) received by the general manager(s) and assistant general manager(s) as approved or expected to be approved by the board of directors for the most recent fiscal year (including concurrent service as general manager, assistant general manager, other managerial officer, or non-managerial employee). If the amount cannot be forecasted, disclose the amount expected to be distributed by calculating pro-rata to the amount that was actually distributed in the preceding fiscal year. Table 1-3 should also be completed.

Note 5: Disclose the total amount of remuneration in each category paid to the general manager(s) and assistant general manager(s) by all companies in the consolidated financial report (including the Company).

Note 6: Disclose the names of the general manager(s) and assistant general manager(s) in the respective ranges into which they fall based on the sum total of the remuneration in the indicated categories paid to each general manager and assistant general manager by the Company.

Note 7: Disclose the names of the general manager(s) and assistant general manager(s) in the respective ranges into which they fall based on the sum total of the remuneration in the indicated categories paid to each general manager and assistant general manager of the Company by all companies in the consolidated financial report (including the Company).

Note 8: Net income means the net income after tax on the parent company only or individual financial report for the most recent fiscal year.

Note 9:

a. In this column, specifically disclose the amount of remuneration received by the general manager(s) and assistant general manager(s) of the Company from investee enterprises other than subsidiaries or from the parent company (if none, state “None”).

b. If general manager(s) or assistant general manager(s) of the Company have received remuneration from investee enterprises other than subsidiaries or from the parent company, that remuneration shall be added into the amount in Column E of the Remuneration Range Table, and the name of that column shall be changed to “Parent company and all investee

enterprises.”

c. Remuneration means remuneration received by the general manager(s) and assistant general manager(s) of the Company for serving in capacities such as director, supervisor, or managerial officer at investee companies other than subsidiaries or at the parent company, including base compensation, profit-sharing compensation (including employee, director, and supervisor profit-sharing compensation) and expenses and perquisites.

*This table is for information disclosure purposes only and is not intended to be used for tax purposes, as the remuneration disclosed in this table differs from the concept of income under the Income Tax Act.

3) Remuneration to the Five Highest Remunerated Management Personnel

Unit : NT\$ thousand

Title	Name	Salary (A) (Note 2)		Retirement pay and pension (B)		Rewards and special disbursements (C) (Note 3)		Employee profit-sharing compensation (D) (Note 4)				Sum of A+B+C+D and ratio to net income (%) (Note 8)		Remuneration received from investee enterpris es other than subsidiar ies or from the parent company (Note 9)
		The Compan y	All consolidated entities (Note 5)	The Company	All consolidated entities (Note 5)	The Comp any	All consolidated entities (Note 5)	The Company		All consolidated entities (Note 5)		The Company	All consolidated entities (Note 5)	
								Amou nt in cash	Amou nt in stock	Amou nt in cash	Amount in stock			
General Manager	Kuo-Hao Tseng,	2,160	2,160	0	0	334	334	0	0	0	0	2,494 13.19%	2,494 13.19%	None
Assistant General Manager	Susan Hu	1,584	1,584	99	99	272	272	0	0	0	0	1,955 10.33%	1,955 10.33%	None
Senior Manager	Anthony Su	1,200	1,200	73	73	99	99	0	0	0	0	1,372 7.25%	1,372 7.25%	None
Senior Manager	Jack Hung	1,198	1,198	73	73	99	99	0	0	0	0	1,370 7.24%	1,370 7.24%	None
Senior Manager	Murphy Mo	1,020	1,020	63	63	83	83	0	0	0	0	1,166 6.16%	1,166 6.16%	None

4) Names and Distributions of Employee Profit-Sharing Compensation to Managerial Officers

2022, Unit : NT\$ thousand

	Job title (Note 1)	Name (Note 1)	Amount in stock	Amount in cash	Total	As a % of net profit
Managerial officers	General Manager	Kuo-Hao Tseng,	0	0	0	0%
	Assistant General Manager	Susan Hu				
	Senior Manager, Technical Division	Jack Hung				
	Chief of Manufacturing Plant	Anthony Su				
	Senior Manager, Quality Assurance Division	Murphy Mo				
	Deputy Senior Manager, Sale & Marketing Division	Jason LIN				
	Deputy Senior Manager, Finance Division	Sarah Hsieh				

* No employee compensation was distributed in 2022.

Note 1: Names and job titles should be disclosed individually, but profit distributions received may be disclosed in aggregate.

Note 2: Fill in the amount of employee profit-sharing compensation (including stocks and cash) received by the managerial officers as approved or expected to be approved by the board of directors for the most recent fiscal year. If the amount cannot be forecasted, disclose the amount expected to be distributed by calculating pro-rata to the amount that was actually distributed in the preceding fiscal year. If the Company has already adopted the IFRS, net income means the net income after tax on the parent company only or individual financial report for the most recent fiscal year.

Note 3: The applicable scope of “managerial officers” is defined under the 27 March 2003 FSC Order No. Tai-Cai-Zheng-III-0920001301 as persons in the following positions:

- (1) General manager(s) and equivalent level positions
- (2) Assistant general manager(s) and equivalent level positions
- (3) Deputy assistant general manager(s) and equivalent level positions
- (4) Chief officer of the finance division
- (5) Chief officer of the accounting division
- (6) Other persons who have the power to manage affairs and sign for the Company

Note 4: If any director, general manager, or assistant general manager receives profit-sharing compensation (including stocks or cash), complete this table in addition to Table 1-2.

5) Compare the total remuneration paid to the directors, supervisors, presidents and vice presidents of the Company by the Company and all companies in the consolidated financial statements in the past two years as a ratio to the net income for parent company only financial statement or individual financial statement, and explain the policies, standards, and portfolios for payment of remuneration, procedures for setting remuneration, and correlations with business performance and future risks.

Title	2022		2021	
	AWTC	All Company in the consolidated financial statements	AWTC	All Company in the consolidated financial statements
Directors (including independent directors)	25.32%	25.32%	-4.67%	-4.67%
General manager and assistant general manager				

Note 1 : * No employee compensation was distributed in 2021.

Note 2: The policies, standards, and portfolios for payment of remuneration, procedures for determining remuneration, and correlations with business performance and risks.

(1). Principles of compensation for directors and managers of the company

A. The company's directors' remuneration can only be paid in cash. According to Article 19 of the company's articles of association, directors' remuneration is authorized to the board of directors to negotiate based on the degree of participation in the company's operations and the value of their contributions, as well as the level of peers. In addition, if the company makes profits in the current year, according to Article 21 of the company's articles of association, no more than 3% will be allocated as director's remuneration, and all directors will participate in the distribution of director's remuneration.

B. The company's manager's remuneration is determined and considered by the remuneration committee in accordance with the manager's remuneration policy and system. 104 Salary

The board of directors shall decide upon the evaluation and review of the industry's usual standard payment data in the benefit investigation report. In addition, in order to sympathize with and reward employees for their hard work, relevant bonuses are also awarded depending on the company's annual operating performance, financial status, operating status and personal work performance; in addition, if the company makes profits in the current year, it will be awarded in accordance with Article 21 of the company's articles of association It is stipulated that more than 5% to 10% should be allocated for employee remuneration. According to the company's management profit and loss statement, and consider the manager's target achievement rate assessment.

In terms of the practice of the company's core values, operational management capabilities, and participation in sustainable operations, the remuneration for its operating performance is calculated, and the remuneration system is reviewed at any time depending on the actual operating conditions and relevant laws and regulations.

(2). The remuneration payment procedure for directors and managers of the company

A. Director remuneration

The determination of the company's directors' remuneration is based on the company's overall operating performance, future industry operations and development trends, and domestic industry levels, and reasonable remuneration is given according to the degree of participation and contribution of directors to the company's operations; relevant performance evaluations and remuneration are reasonable. Reviewed by the Remuneration Committee and the Board of

Directors, the remuneration system will be reviewed at any time depending on the actual operating conditions and relevant laws and regulations to ensure a balance with the company's sustainable operating results.

B. Manager compensation

The compensation to the Company's managers includes a fixed salary (a base pay, additional pay, allowances), variable rewards (bonuses, remuneration, stocks) and benefits. The fixed salary is determined based on the educational background, work experience, job description and industry average; the variable rewards are decided according to the Company's business performance and the manager's performance and contribution.

The content of the company's performance indicators is mainly based on the results of the annual business goals, including: budget achievement rate, profit rate and operating benefits, etc.,

supplemented by weight adjustments; the company's performance indicators are formulated annually based on the company's operating performance, It is formulated based on the internal and external market environment and government regulations and policies; the company's performance evaluation operation is an annual performance evaluation and assessment operation to ensure that the business goals can be achieved; the company's performance

results link, the manager Personnel need to be evaluated and reviewed by the Salary and Compensation Committee and submitted to the Board of Directors for approval before implementation.

(3).The company's payment of directors and managers' remuneration, in addition to considering the company's future business development and business risks, has also taken into account the amount of remuneration, payment methods and the company's future risks, and at the same time evaluates the positive correlation with its business performance. The balance between sustainable operation and risk control.

3. Implementation of Corporate Governance

(1.) Corporate Governance Practices

1). Operation of the Board Meetings

A total of 5 meetings of the Board of Directors were held in 2022. The attendances of directors are shown in the following table:

Title	Name	Attendance in person	By proxy	Attendance Rate (%)	Remarks
Chairman	Keytech Investment Inc. Representative: Kuo-Hao Tseng	5	0	100%	
Director	Susan Hu	5	0	100%	
Director	Mei Li Tsai	4	1	80%	
Director	RichMind Corp. Representative : K S Lin	4	1	80%	
Independent Director	Wayne Chang	5	0	100%	
Independent Director	Cy Su	5	0	100%	
Independent Director	Minkon Huang	5	0	100%	

Other matters to be recorded:

1. If any of the following circumstances occur, the dates of the meetings, Terms, contents of motion, all independent directors' opinions and the Company's response shall be specified:

(1) Matters referred to in Article 14-3 of the Securities and Exchange Act

Date/ Session	Motions and subsequent actions	Particulars described in Article 14-3 of the Securities and Exchange Act	Adverse or qualified opinions of independent directors
The 11th session of the 8th term of the Board Feb. 25, 2022	The proposal of the assessment the independence of an attesting CPA of 2022	Yes	None
	Opinions of independent directors: None		
	Company's response to independent directors' opinions: None		
	Resolution: Approved by all attending members		
The 11th	Amendment to "Aero Win Technology Corporation	Yes	None

session of the 8th term of the Board Feb. 25, 2022	Rules of Regulations Governing the Acquisition and Disposal of Assets”		
	Opinions of independent directors: None		
	Company’s response to independent directors’ opinions: None		
	Resolution: Approved by all attending members		
The 12 th session of the 8th term of the Board May 09, 2022	Amendment to “Aero Win Technology Corporation Rules of Corporate Governance Best Practice Principles” and “Aero Win Technology Corporation Rules of Sustainable Development Best Practice Principles”	Yes	None
	Opinions of independent directors: None		
	Company’s response to independent directors’ opinions: None		
	Resolution: Approved by all attending members		
The 14 th session of the 8th term of the Board November 07, 2022	Amendment to “Aero Win Technology Corporation Rules of Procedures for Handling Material Inside Information” and “Aero Win Technology Corporation Rules of Rules and Procedures of to prevent insider trading”	Yes	None
	Opinions of independent directors: None		
	Company’s response to independent directors’ opinions: None		
	Resolution: Approved by all attending members		
The 16 th session of the 8th term of the Board February 17, 2023	Independence and Competency Assessment Case of an attesting CPA of 2023	Yes	None
	Opinions of independent directors: None		
	Company’s response to independent directors’ opinions: None		
	Resolution: Passed by all attending members		
The 16 th session of the 8th term of the Board February 17, 2023	Amendment to “Aero Win Technology Corporation Rules of Corporate Governance Best Practice Principles” and “Aero Win Technology Sustainable Development Best Practice Principles”	Yes	None
	Opinions of independent directors: None		
	Company’s response to independent directors’ opinions: None		
	Resolution: Passed by all attending members		
The 17 th session of the 8th term of the Board May 08, 2023	Internal Audit Supervisor Personnel Adjustment Case	Yes	None
	Opinions of independent directors: None		
	Company’s response to independent directors’ opinions: None		
	Resolution: Passed by all attending members		
The 17 th session of the 8th term of the	Proposal of release the prohibition on new Directors and their representatives from participation in	Yes	None

Board May 08, 2023	competitive business		
	Opinions of independent directors: None		
	Company's response to independent directors' opinions: None		
	Resolution: Passed by all attending members		
The 17 th session of the 8 th term of the Board May 08, 2023	Set " Rules Governing Financial and Business Matters Between this Corporation and its Affiliated Enterprises" and repeal "Measures for the Administration of Transactions of Group Enterprises, Specific Companies and Related Parties"	Yes	None
	Opinions of independent directors: None		
	Company's response to independent directors' opinions: None		
	Resolution: Passed by all attending members		

(2) Other matters involving objections or expressed reservations by independent directors that were recorded or stated in writing that require a resolution by the Board of Directors: None.

2. If there are directors' avoidance of motions in conflict of interest, the directors' names, contents of motion, causes for avoidance and voting should be specified: : None.
3. Listed companies shall disclose the evaluation cycles, periods, scope, method and content of self-evaluation (or peer evaluation) of the Board of Directors, and fill in Note 2: Implementation of the Board of Directors' evaluation: The Company's Board of Directors passed a resolution on August 5, 2019 to establish the "AWTC Regulations for Evaluating the Performance of the Board of the Directors", and completed the performance evaluation of the Board for the period from January 1, 2022 to December 31, 2022 in the first quarter of 2023. Please refer to page 26 - (3) The performance of the Board of Directors' evaluation .
4. Measures taken to strengthen the functionality of the Board (such as establishing an Audit Committee, enhancing information transparency, etc.) in the current and most recent year:

(1) Fortification of the function of the Board:

AWTC has 3 independent directors, with specialties in finance and law, who shall provide sound and professional recommendations to Board of Directors on matters relating to business, internal audit, finance and investment. The Board of Directors have set up functional committees, including Audit Committee and Remuneration Committee. Committee members shall provide Board of Directors professional and impartial review comments to ensure the integrity of company's financial and non-financial reports, effectiveness of internal audit system, improve remuneration system of directors and management, and strengthen the company's operational information and communication security management by providing professional recommendations to the board and strengthen the function of the board of directors.

Furthermore, to consolidate corporate governance, AWTC set up Investor Relations section on its website which provides the major resolutions of the Board and financial information etc, to boost shareholders' understanding of the Company's operation, promote the sustainable development of the Company, and ensure the agreement of long term interest between the Company and shareholders.

(2) Enhancement of transparency in disclosure:

The financial statements of AWTC were audited and certified by the certified public accountants of Deloitte & Touché Taiwan. As required by law, AWTC has appointed designated personnel to disclose relevant areas of information, and

made announcement on the revenue and financial reports and called for institutional investor conferences at regular intervals. AWTC has established a viable spokesman system to ensure the timely disclosure of vital information for the reference of the shareholders and stakeholders on the financial position and the operation of the Company.

(3) Evaluation of the performance of the Board:

- A. Pursuant to “Regulations Governing Procedure for Board of Directors Meetings of Public Companies,” AWTC developed “Regulations Governing Procedure for Board of Directors Meetings” as a guideline for the BOD meeting and for consolidation of corporate governance. Attendances of directors were posted on the MOPS and major resolutions of the board meetings were disclosed on AWTC website.
- B. Pursuant to Article 14-4 of Securities and Exchange Act, AWTC Corporate Charter adopts the establishment of an audit committee that is composed of entire number of independent directors. In addition, pursuant to the “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter,” AWTC adopts establishment of a remuneration committee, which by resolution of the board is composed of entire number of independent directors.
- C. To enhance the Company’s information security management, AWTC has established the Information & Communication Security Committee. and regularly reported to the board of directors, to form a comprehensive information security mechanism.
- D. Pursuant to “Regulations Governing Procedure for Board of Directors Meetings of Public Companies,” the Company’s board of directors meetings has reviewed report items including the minutes of the last meeting and actions arising, reporting on important financial and business matters, reporting on internal audit activities, and other important matters to be reported. The board of directors has assessed and supervised the existing or potential risks of the company's operations, urge the company to comply with laws and regulations and internal control systems, and follow-up the implementation of the board of directors' resolutions.
- E. To consolidate implementation of internal control, the matters that require authorization of the Board were submitted accordingly for resolution and implementation. Matters specified in Articles of Incorporation and Articles 14-3 and 14-5 of Securities and Exchange Act, which are subject to the consent of audit committee (quasi-audit committee) or resolution of the Board were so executed and implemented. The annual and semi-annual financial reports were so executed per Article 14-5 of the Securities and Exchange Act and Article 8 of Regulations Governing the Exercise of Powers by Audit Committee of Public Companies.
- F. Pursuant to the corporate governance evaluation indicators announced by Taiwan Securities Exchange each year, AWTC has been working on self-evaluations and improvements on dimensions including “Protecting Shareholders Rights and Interests and Treating Shareholders Equitably,” “Enhancing Board Composition and Operation”, “Increasing Information Transparency”, “Putting Corporate Social Responsibility into Practice”, and “Continuing Education/Training of Directors”. For the function and performance evaluation of the Board, please refer to this Chapter, [Paragraph 4.3](#) “Corporate Governance Execution.”

2) A total of 5 meetings of the Board of Directors were held in 2022. The attendances of independent directors are shown in the following table:

Name	The 1st 2022/01/07	The 2nd 2022/02/25	The 3rd 2022/05/09	The 4th 2022/08/08	The 5th 2022/11/07
Wayne Chang	in person	in person	in person	in person	in person
Cy Su	in person	in person	in person	in person	in person
Minkon Huang	in person	in person	in person	in person	in person

3) Performance evaluation of the Board of Directors

Pursuant to Article 37 of “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies,” AWTC established the Corporation’s “Regulation of Self-Evaluation of the Board of Directors.” Self-assessments on Board operations (functional committees) and Board members are conducted via surveys on an annual basis. The information of self-evaluation of the Board of Directors is also disclosed on MOPS and AWTC website. The results of self-evaluation of the board of directors of 2022 have been submitted to the board meeting on January 6, 2023, and reported to the Remuneration Committee on record. Assessment results on the performance of board of directors on 2022 are as follows:

Evaluation Cycle	Evaluation Period	Evaluation Scope	Evaluation Method	Evaluation Content
Annually	2022.01.01~ 2022.12.31	The scope covers the evaluation of the Board, individual members of the Board and functional committees.	Internal questionnaires are used for carrying out internal self-evaluation of the Board and members of the Board.	<p>1. The self-evaluation of the Board includes the following aspects :</p> <p>(1) Participation in the operation of the Company;</p> <p>(2) Improvement of quality of the Board of Directors’ decision making;</p> <p>(3) Composition and structure of the Board of Directors;</p> <p>(4) Election and continuing education of the directors; and</p> <p>(5) Internal control.</p> <p>2. The self-evaluation of the members of the Board includes the following aspects :</p> <p>(1) Alignment of the goals and missions of the Company;</p> <p>(2) Awareness of the duties of a director;</p> <p>(3) Participation in the operation of the</p>

Evaluation Cycle	Evaluation Period	Evaluation Scope	Evaluation Method	Evaluation Content
				<p>Company;</p> <p>(4) Management of internal relationships and communication;</p> <p>(5) The director's professionalism and continuing education; and</p> <p>(6) Internal control.</p> <p>3. The self-evaluation of the functional committees includes the following aspects :</p> <p>(1) Participation in the operation of the Company;</p> <p>(2) Awareness of the duties of the functional committee;</p> <p>(3) Improvement of quality of decisions made by the functional committee;</p> <p>(4) Makeup of the functional committee and election of its members; and</p> <p>(5) Internal control.</p>

(2) Operation of the Audit Committee or the participation of supervisors in the operation of the Board of Directors

1) Operation of the Audit Committee :

A total of 7 Audit committee meetings (A) were held in 2022. The attendances of independent directors are shown in the following table :

Title	Name	Attendance in Person (B)	By Proxy	Attendance rate (%) (B/A)	Remarks
Convener	Wayne Chang	7	0	100%	
Member	Cy Su	7	0	100%	
Member	Minkon Huang	7	0	100%	

1. In order to strengthen corporate governance, the Company established the Audit Committee in 2020. The Audit Committee of the Company consists of 3 independent directors, and Mr. Wayne Chang, an independent director, was elected as the convener. For professional qualifications and experience of members please see pages 19-22 of this Annual Report "Disclosure of Professional Qualifications of Directors and Independence of Independent Directors" .
2. The major motion reviewed by the Audit Committee from Jan. 1, 2021 to March 2022
 - i. Review financial report, business report, and deficit compensation
 - ii. Review effectiveness of Internal Control
 - iii. Review the amendment of Articles of Charter and the formulation of major regulations
 - iv. Review AWTC Business Plan for 2022
 - v. Review Internal Audit Plan
 - vi. Review the assessment report on the independence and competency of the CPA firm
 - vii. Review Internal Audit Report
 - viii. Review the handling of other major matters

Other matters to be recorded :

1. If any of the following circumstances occur, the dates of meetings, Terms, contents of motion, resolutions of the Audit Committee and the Company's response to the Audit Committee's opinion should be specified:

- (1) Matters referred to in Article 14-5 of the Securities and Exchange Act from Jan. 1, 2022 to Mar. 31, 2023 : please see Note 1 for detail.
- (2) Other matters which were not approved by the Audit Committee but were approved by two-thirds or more of all directors : None.
2. If there are independent directors' avoidance of motions in conflict of interest, the dependent directors' names, contents of motion, causes for avoidance and voting shall be specified : none.
3. Communication status between independent directors and internal audit supervisors and certified public accountants (should include significant matters, methods, results, etc. of the communication carried out on the Company's financial and business status):
- (1) After submitting the audit report and follow-up report for approval, the audit supervisor of the Company will deliver the audit report and follow-up report to each independent director before the end of the next month when the audit item is completed, and report it at the Audit Committee meeting. Both parties communicate smoothly. The Company's audit supervisor also maintains a smooth communication channel with the certified public accountants, and has sent one copy each of the audit plan for the next year, the implementation status of the annual audit plan for the previous year, as well as the improvement status of the annual internal control deficiencies and abnormalities to the certified public accountants for the record and reference in accordance with the regulations of the competent authority after completing the filing operations. Please see Note 2 for detail.
- (2) The Company invites its independent auditors to attend the Audit Committee meeting to report and communicate with independent directors on the quarterly and annual financial statement review or audit results, key audit matters, amendments to IFRSs or the impact of the release of other laws on the Company. Please see Note 3 for detail.

Note 1 : Matters specified in Article 14-5 of Securities and Exchange Act:

Date/Term of the Audit Committee	Content of motion	Independent director's opinions or objections	Resolution of the Audit Committee	AWTC's response to the opinion of the Audit Committee
January 7, 2022 The 8 th session of the 1st term of the Audit Committee	Business Plan for 2022	None.	Submit to the Board for approval	Approved by the Board
February 25, 2022 The 9 th session of the 1st term of the Audit Committee	1. The 2022 Business Report and Financial Statements 2. The proposal of the assessment the independence of an attesting CPA of 2022 3. Declaration of Internal Control for 2021 4. Deficit Compensation for 2021 5. Amendment to "Aero Win Technology Corporation Rules of Regulations Governing the Acquisition and Disposal of Assets"	None.	Submit to the Board for approval	Approved by the Board
May 9, 2022 The 10 th session of the 1st term of the Audit Committee	1. Q1 2022 Internal Audit Report 2. Amendment to "Aero Win Technology Corporation Rules of Corporate Governance Best Practice Principles" 3. Amendment to "Aero Win Technology Corporation Rules of Sustainable Development Best Practice Principles"	None.	Submit to the Board for approval	Approved by the Board

Date/Term of the Audit Committee	Content of motion	Independent director's opinions or objections	Resolution of the Audit Committee	AWTC's response to the opinion of the Audit Committee
August 8, 2022 The 11 th session of the 1st term of the Audit Committee	Q2 2022 Internal Audit Report	None.	Submit to the Board for approval	Approved by the Board
November 7, 2022 The 12 th session of the 1st term of the Audit Committee	1. Q3 2022 Internal Audit Report 2. Internal Audit Plan for 2023 3. Amendment to "Aero Win Technology Corporation Rules of Procedures for Handling Material Inside Information" and "Aero Win Technology Corporation Rules and Procedures to prevent insider trading"	None.	Submit to the Board for approval	Approved by the Board
January 6, 2023 The 13 th session of the 1st term of the Audit Committee	Business Plan for 2023	None.	Submit to the Board for approval	Approved by the Board
February 17, 2023 The 14 th session of the 1st term of the Audit Committee	1. Independence and Competency Assessment Case of an attesting CPA of 2023 2. Amendment to "Aero Win Technology Corporation Rules of Corporate Governance Best Practice Principles" and "Aero Win Technology Sustainable Development Best Practice Principles"	None.	Submit to the Board for approval	Approved by the Board
May 8, 2023 The 15 th session of the 1st term of the Audit Committee	1. Internal Audit Supervisor Personnel Adjustment Case 2. Proposal of release the prohibition on new Directors and their representatives from participation in competitive business. 3. Set "Rules Governing Financial and Business Matters Between this Corporation and its Affiliated Enterprises" and repeal "Measures for the Administration of Transactions of Group Enterprises, Specific Companies and Related Parties"	None.	Submit to the Board for approval	Approved by the Board

Note 2 :

Communication between independent directors and internal auditor from Jan. 1, 2022 to Mar. 31, 2023:

Date Method	attendees	Motion	Communications and action result	Result of handling opinions of independent directors
Jan. 7, 2022 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	Report: Action status of the 7 th session of audit committee of the 1st term of the Board	1. Independent directors acknowledged motions. 2. Internal auditor reported the implementation with good communication with the independent directors.	Independent directors have no suggestions.
February 25, 2022 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	1. Report: (1) Action status of the 8th session of audit committee of the 1st term of the Board (2) Q4 2021 Internal Audit Report 2. Motion: (1) Declaration of Internal control for 2021 (2) Amendment to “Aero Win Technology Corporation Rules of Regulations Governing the Acquisition and Disposal of Assets”	1. Consented to the contents of the report and motions; reported to the BOD by audit office. 2. Internal auditor reported the implementation with good communication with the independent directors.	Approved by the Board
May 9, 2022 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	1. Report: (1) Action status of the 9th session of audit committee of the 1st term of the Board (2) Q1 2022 Internal Audit Report 2. Motion: (1). Amendment to “Aero Win Technology Corporation Rules of Corporate Governance Best Practice Principles” (2) Amendment to “Aero Win Technology Corporation Rules of Sustainable Development Best Practice Principles”	1. Consented to the contents of the report and motions; reported to the BOD by audit office. 2. Internal auditor reported the implementation with good communication with the independent directors.	Approved by the Board
August 8, 2022 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	Report: (1) Action status of the 10th session of audit committee of the 1st term of the Board (2) Q2 2022 Internal Audit Report	1. Independent directors acknowledged motions. 2. Internal auditor reported the implementation with good communication with the independent directors.	Independent directors have no suggestions.
November 7, 2022 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	1. Report: (1) Action status of the 11th session of audit committee of the 1st term of the Board (2) Q3 2022 Internal Audit Report 2. Motion: (1) Internal Audit Plan for 2023 (2) Amendment to “Aero Win Technology Corporation Rules of Procedures for Handling Material Inside Information” and “Aero	1. Consented to the contents of the report and motions; reported to the BOD by audit office. 2. Internal auditor reported the implementation with good communication with the independent directors.	Approved by the Board

Date Method	attendees	Motion	Communications and action result	Result of handling opinions of independent directors
		Win Technology Corporation Rules of Rules and Procedures of to prevent insider trading”		
January 6, 2023 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	Report: Action status of the 12th session of audit committee of the 1st term of the Board	1. Independent directors acknowledged motions. 2. Internal auditor reported the implementation with good communication with the independent directors.	Independent directors have no suggestions.
February 17, 2023 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	1. Report: (1)Communication before the 13th session of the 1th term of the Audit Committe (2) Q4 2022 Internal Audit Report 2. Motion: (1) Declaration of Internal control for 2022 (2) Amendment to “Aero Win Technology Corporation Rules of Corporate Governance Best Practice Principles”and “Aero Win Technology Sustainable Development Best Practice Principles”	1. Consented to the contents of the report and motions; reported to the BOD by audit office. 2. Internal auditor reported the implementation with good communication with the independent directors.	Approved by the Board
May 8, 2023 Audit Committee	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang Audit supervisor: Juli Hung	1. Report: (1)Communication before the 14th session of the 1th term of the Audit Committe (2) Q1 2023 Internal Audit Report 2. Motion: Set “ Rules Governing Financial and Business Matters Between this Corporation and its Affiliated Enterprises” and repeal “Measures for the Administration of Transactions of Group Enterprises, Specific Companies and Related Parties”	1. Consented to the contents of the report and motions; reported to the BOD by audit office. 2. Internal auditor reported the implementation with good communication with the independent directors.	Approved by the Board

Note 3 : Communication between independent directors and CPA

- (1) The communication between the company's independent directors and accountants is mainly through the audit committee, the board of directors, or other communication meetings, etc. Certified accountants are invited to attend and provide relevant information. The communication between the two parties is in good condition.
- (2) At the meeting, certified accountants will submit financial report inspection or review results, annual inspection plans, and internal control inspections, and fully communicate on whether there are major adjusting entries or whether legal revisions affect the accounting conditions.
- (3) Regularly evaluate the independence and competence of the accountant every year, and obtain
- (4) the statement of independence issued by the accountant for the board of directors to review.
- (5) For other communication matters required by relevant laws and regulations, accountants will cooperate to provide necessary information and explanations.

Communication between independent directors and CPA from Jan. 1, 2022 to Mar. 31,2023:

Date Method	attendees	Motion	Communications and action result	Independent directors' opinions
January 7, 2022 Video conference between CPA and three independent directors	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang CPA: Teng-Wei Wang , YING-ZHE YAN	1. 2021 annual financial report review planning and communication with governance units 2. Promotion of FSC Audit Quality Indicators (AQI) Disclosure Framework	1. Communicate with three independent directors regarding the scope and methods of the 2021 audit, risk assessment, and key audit items. 2. Promotion of FSC Audit Quality Indicators (AQI) Disclosure Framework	Questions from independent directors were answered. Communication between the two sides was good.
February 25, 2022 Video conference between CPA and three independent directors	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang CPA: Teng-Wei Wang , YING-ZHE YAN	2021 Annual Financial Report	1. The accountant submitted the 2021 annual financial report audit conclusion and key audit items. 2. The communication between the accountants and the independent directors is good, and the case has been reviewed and approved to be submitted to the board of directors for resolution.	Questions from independent directors were answered and independent directors had no amendments.
January 6, 2023 CPAs Attended the Audit Committee via video conference	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang CPA: Teng-Wei Wang , SHANG-WEI HSIEH	1.2022 annual financial report review planning and communication with governance units. 2. Communicate with corporate governance units to provide pre-approved mechanisms for non-confirmed services	1. Communicate with three independent directors regarding the scope and methods of the 2021 audit, risk assessment, key audit items and Quality Indicators (AQI). 2. Communicate with corporate governance units to provide pre-approved mechanisms for non-confirmed services	Questions from independent directors were answered. Communication between the two sides was good.
February 17, 2023 Video conference between visa accountants and three independent directors	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang CPA: Teng-Wei Wang , SHANG-WEI HSIEH	2022 Annual Financial Report	1. The accountant submitted the 2022 annual financial report audit conclusion and key audit items. 2. The communication between the accountants and the independent directors is good, and the case has been reviewed and approved to be submitted to the board of directors for resolution.	Answered questions from independent directors and independent directors had no amendments.
May 8, 2023 Attend the Audit Committee via video conference	Independent Directors: Wayne Chang, Cy Su, and Minkon Huang CPA: Teng-Wei Wang , SHANG-WEI HSIEH	2023 Q1 Financial Report	The accountant submitted the 2023 Q1 financial report audit conclusion	Answered questions from independent directors and independent directors had no amendments

2) Participation of supervisors in the operation of the Board of Directors : not applicable

(3) Corporate Governance Implementation Status and Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies”

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
I. Does the company establish and disclose the Corporate Governance Best-Practice Principles based on “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies”?	V		The Company’s 6th Term of Board of Directors has adopted the resolution at its 11th meeting on May 4, 2016 to formulate the “Corporate Governance Best-Practice Principles” in accordance with the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies”, and has uploaded the information to MOPS and the official website of the Company. The Company has strengthened and perfected the internal control system as well as enhanced information transparency in response to the Corporate Governance Code of Practice so as to protect the rights and interests of shareholders and stakeholders.	No Significant Variation
II. Shareholding structure & shareholders’ rights (I) Does the company establish an internal operating procedure to deal with shareholders’ suggestions, doubts, disputes and litigations, and implement based on the procedure?	V		(I)The company convenes the General Meeting of Shareholders in accordance with the provisions of the Company Law and related laws and regulations, and formulates comprehensive rules of procedure to accept shareholders' suggestions. In addition, the Company has established a spokesperson and deputy spokesperson system and stock affairs units to deal with shareholders' suggestions, doubts and disputes, etc.	No Significant Variation
(II) Does the company possess the list of its major shareholders as well as the ultimate owners of those shares?	V		(II) According to the share registration provided by the stock affairs agency, the company possess the list of its major shareholders as well as the ultimate owners of those shares. Changes in the equity held by directors, supervisors, managers, and principal shareholders who hold 10% or more of the company's shares. are filed on a regular basis.	No Significant Variation
(III) Does the company establish and execute the risk management and firewall system within its conglomerate structure?	V		(III)The company currently has no affiliates or reinvested subsidiaries, but has formulated the“Regulations Governing AWTC’s Management and Supervision of its Subsidiaries” in order to implement the risk control mechanism for subsidiaries in the future.	No Significant Variation
(IV) Does the company establish internal rules against insiders trading with undisclosed information?	V		(IV)The company has established the "Administrative Measures for Preventing Insider Trading", "Code of Ethical Conduct for Directors, Supervisors and Managers" and "Internal Material Information Handling Procedures", which explicitly prohibit company insiders from using undisclosed information in making securities transactions. The rules of relevant laws and regulations are strengthened through education.	No Significant Variation

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
<p>III. Composition and Responsibilities of the Board of Directors</p> <p>(I) Does the Board establish a diversity policy, specific management goals and implemented it accordingly?</p>	V		<p>(I) In accordance with Article 20 of the "Corporate Governance Code of Practice" passed by the Board of Directors on May 4, 2016, the company formulated and implemented a diversity policy for the members of the Board of Directors, and has uploaded the information to MOPS and the official website of the Company. The nomination and selection of members of the board of directors of the company is in compliance with the provisions of the company's Articles of Incorporation. In addition to evaluating the qualifications of each candidate's academic experience, and taking into account the opinions of stakeholders, directors are elected in accordance to “Rules Governing the Election of Directors” and “Corporate Governance Best Practice Principles” to ensure the diversity and independence of directors.</p> <p>1. Among the members of the eighth session of the board of directors of the company, 2 are female members. Besides, those who are good at leadership, operational judgment, management, crisis management, industry knowledge and global market perspective include Chairman Kuo-Hao Tseng, Director Susan Hu, Director Mei Li Tsai, Independent directors Cy Su and Director K.S.Lin. Independent directors Cy Su and Mingong Huang have contributed to public welfare while independent directors Mingong Huang and director Susan Hu are good at legal affairs. Independent director Wayne Chang, director Susan Hu, and director Mei Li Tsai directors have expertise in financial management and analysis. To conclude, the company's board shows diversity.</p> <p>2.Basic qualifications and values: gender, age, nationality and culture</p> <p>(1). The current board of directors of the company is composed of 7 directors, including 2 non-executive directors,(29%) 3 independent directors(43%) and 2 executive directors (general manager Kuo-Hao Tseng and deputy general manager Susan Hu)(29%). The members possess experience and professionalism in business management and finance, etc.</p> <p>(2). Tenure and seniority of independent directors: Less than 3 years:1. 3 to 9 years:1. More than 9 years: 1.</p> <p>(3). Directors' age: 41-60 years old (2 persons), 61-70 years old (2 persons), 71-80 years old (3 persons).</p> <p>(4). The company pays attention to gender equality in the composition of directors, and increases the number of female directors .The goal is to reach more than one-third (ie 33%), and currently male board members account for 71% (5 people), women accounted for 29% (2 people), and the re-election of the 2023 shareholder meeting will increase Female</p>	No Significant Variation

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
(II) Does the company voluntarily establish other functional committees in addition to the Remuneration Committee and the Audit Committee?		V	<p>board seats to achieve goals</p> <p>(5). The members of the board of directors of the company are all nationals of the Republic of China, but because they often participate in international activities (such as: participation in exhibitions, educational exchanges, etc.), knowledge of diverse cultures is evident.</p> <p>3. Please refer to Appendix 1 for the professional background and abilities of the board members.</p> <p>(II) The company established a remuneration committee on August 19, 2013 and an audit committee on July 4, 2020 in accordance with the law. In the future, other functional committees will be established in accordance with corporate governance guidelines.</p>	Assessment of the necessity for additional Functional committees with reference to the Business operation status and scale in the future.
(III) Does the company establish a standard to measure the performance of the Board, and implement it annually, and report the results of the performance evaluation to the board of directors and use them as a reference for individual directors' salary, remuneration and nomination?	V		(III) The company's remuneration committee formulates and regularly reviews the policies, systems, standards and structure of performance evaluation and remuneration of directors and managers, and submits the recommendations to the board of directors for discussion. And on August 5, 2019, the "Aero Win Technology Incorporation Board Performance Evaluation Measures" was formulated. Beginning 2020, the board of directors has conducted self- or peer evaluations every year, and the performance evaluation results have been completed before the end of the first quarter of the following year and reported to the Board of Directors. The management office is responsible for the 2022 annual evaluation, and the results were reported to the 15th meeting of the eighth session of the board of directors on January 6, 2023. The performance evaluation results are all excellent. (Refer to Attached Table 6)	No Significant Variation
(IV) Does the company regularly evaluate the independence of CPAs?	V		(IV) The audit committee of the company evaluates the independence and suitability of its certified accountants every year. In addition to requiring certified accountants to provide an independence statement and "Audit Quality Indicators (AQIs)", it also evaluates according to the standards in Appendix 3 and 13 AQI indicators . It is confirmed that the accountant has no other financial interests or business relationship with the company except for the fees of visa and financial and tax cases, and the accountant's family members do not violate the independence requirements. With reference to the AQI index information, it is confirmed that the accountant and the firm are checking the quality and training The	No Significant Variation

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
			data are better than the average level of the industry, and the audit innovation tools are continuously introduced to improve the audit efficiency and quality. In the last year, the evaluation results of Wang Tengwei and Yang Chaoqin of Qinye Zhongxin United Accounting Firm met the standard (independence and aptitude). After being reviewed and approved by the Audit Committee on February 17, 2012, it was reported to 112 On February 17, the resolution of the board of directors was passed. Please refer to Attachment 3 and 4 for the assessment criteria for the independence of accountants and the statement letter issued by the accounting firm.	
IV. Does the company appoint a suitable number of competent personnel and a supervisor responsible for corporate governance matters (including but not limited to providing information for directors and supervisors to perform their functions, assisting directors and supervisors with compliance, handling work related to meetings of the board of directors and the shareholders' meetings, and producing minutes of board meetings and shareholders' meetings)?	V		On May 8, 2023, in order to comply with the FSC corporate governance policy, the company's board of directors decided to appoint Deputy Manager Juli Hong as a full-time Governance Senior Executive, in charge of providing information required for performance of duties by the directors and supervisors, assisting in the directors' and supervisors' compliance of law, handling matters relating to board meetings and shareholders meetings according to laws, handling corporate amendment registration, and strengthening the functionality of the board of directors. The Company strives to enhance information transparency, strengthen the functionality of the board of directors, and protect the rights and interests of shareholders and stakeholders.	No Significant Variation
V. Does the company establish a communication channel and build a designated section on its website for stakeholders (including but not limited to shareholders, employees, customers and suppliers), as well as handle all the issues they care for in terms of corporate social responsibilities?	V		The company attaches great importance to stakeholders' concerns and communication channels. The communications with interested parties in 2022 have been reported to the Board of Directors on January 6, 2023. (Please refer to Attachment 4.) AWTC has good communication channels for shareholders, employees, customers, suppliers, the government and the media. In addition, the “Investor Relations Section” and “Stakeholder Section” is set up at AWTC website. The Company has appointed dedicated personnel to respond to the major CSR issues that stakeholders are concerned with. Please refer to the company website for issues of concern and communication methods of stakeholders: (http://www.aerowin.com/Content_Layout.php?Id=p6-1).	No Significant Variation
VI. Does the company appoint a professional shareholder service agency to deal with shareholder affairs?	V		The company appointed a professional stock affairs agency - Taishin General Securities Stock Affairs Agency Department to handle its stock affairs, and formulated the "Stock Affairs Operation Management Measures" to regulate	No Significant Variation

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
			relevant matters.	
<p>VII. Information Disclosure</p> <p>(I) Does the company have a corporate website to disclose both financial standings and the status of corporate governance?</p> <p>(II) Does the company have other information disclosure channels (e.g. building an English website, appointing designated people to handle information collection and disclosure, creating a spokesman system, webcasting investor conferences)?</p> <p>(III) Does the company announces and register the annual financial report within two months after the end of the fiscal year, and announces and register the first, second and third quarter financial reports and the operating situation of each month in advance of the prescribed period?</p>	V		<p>(I) The Company has disclosed the financial and business information, corporate governance information, and other information on our webpage www.aerowin.com, which is linked to MOPS. In addition, the “Investors” section is set up.</p> <p>(II) The company has a designated person responsible for the collection and release of various company information. Besides, the company has a spokesperson system, with Hu Shuxian, the assistant general manager, as the company’s spokesperson, and Xie Shuping, the deputy manager, as the acting spokesperson. The audio-visual information related to the investor conference is announced in the “Investors” section of www.aerowin.com. Though the English version of the website has not been fully set up, it will be completed in the future.</p> <p>(III) AWTC has followed Securities and Exchange Act and related regulations to publicly announce and register the annual financial report before the end of February. It also announces and registers the first, second and third quarters financial report within 45 days after the end of each quarter; and announces and registers the operation status of preceding month within the first 10 days of each month.</p>	No Significant Variation
<p>VIII. Is there any other important information to facilitate a better understanding of the company’s corporate governance practices (e.g., including but not limited to employee rights, employee wellness, investor relations, supplier relations, rights of stakeholders, directors’ and supervisors’ training records, the implementation of risk management policies and risk evaluation measures, the implementation of customer relations policies, and purchasing insurance for directors and supervisors)?</p>	V		<p>(I) For the company’s protection of employee rights and interests and care for employees, please refer to Pages 123~124 of this annual report.</p> <p>(II) The relationship between the company and investors: the company holds an annual shareholders’ meeting in accordance with relevant laws and regulations. Shareholders are also given sufficient opportunities to ask questions or make proposals. It also has spokespersons and acting spokespersons according to law to deal with matters between the company and investors. In addition, AWTC also handles announcement and registration of information that should be disclosed in accordance with the relevant regulations promulgated by the competent authority to provide real-time information that might affect investor’ decision-making.</p> <p>(III) The company has a stable and good relationship with its major traders. Please refer to the description of Page 143 in this annual report.</p> <p>(IV) Continuing further education status of directors: Please refer to Attachment 2.</p> <p>(V) Implementation of risk management policies and risk measurement standards: The company does not engage in high-risk, high-leverage</p>	No Significant Variation

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
			investments. Please refer to the explanation on Page141 in the annual report. (VI) Insurance for directors, supervisors and managers: On August 1, 2022, the Company insured liability insurance policies with Fubon Property & Casualty. The insurance period is from August 1, 2022 to August 1, 2023.	

IX. Please explain the improvements which have been made in accordance with the results of the Corporate Governance Evaluation System released by the Corporate Governance Center, Taiwan Stock Exchange, and provide the priority enhancement measures. (Leave blank if the Company is not included in the evaluation)
 In January, 2017, AWTC completed the “Corporate Governance Evaluation” in accordance with the system established by TWSE. The results were announced on April 27, 2023, and AWTC was listed in the group 66% to 80%. Improvements will be made in accordance with the regulations of the Corporate Governance Evaluation System.

1.1	Does the company report on the remuneration received by directors at the shareholders' regular meeting, including the remuneration policy, the content and amount of individual remuneration?	To be evaluated.
1.6	Did the company hold the AGM before the end of May?	Maintain the status quo.
1.10	Did the company provide the English versions of the meeting notice, meeting agenda handbook, and supplemental meeting materials 30 days prior to the day of the AGM?	112 years of regular shareholders' meetings will be reported on the report.
1.11	Did the company provide the English annual report 7 days before the day of the AGM? [If the company provided the English annual report 16 days before the day of the AGM, one additional point will be added to the total score.]	112 years of regular shareholders' meetings will be reported on the report.
1-15	Has the Company established and disclosed on the Company's website internal rules prohibiting insiders such as directors or employees from using undisclosed information on the market to buy and sell securities, including (but not limited to) directors not being allowed to trade their shares during the closed period 30 days prior to the announcement of the annual financial report and fifteen days before the announcement of the quarterly financial report, and explain the implementation?	To be Planning settings
2.3	Is it true that the company's chairman and its general manager or other equivalent officer (chief executive officer) are neither the same person nor spouses or first-degree relatives?	To be evaluated.
2.9	Has the company adopted succession planning for board members and key executives, and disclosed the operational status of such planning on its website and in its annual report?	To be evaluated.
2.14	Did the company have any non-statutory functional committees such as a nomination committee, risk management committee, or sustainable development committee, and did such functional committees have not less than three members, with at least half of the members being independent directors, and with one or more members possessing the particular professional competences required by the respective committees, and did the company disclose the organization, functions, and operations of such committees?	To be evaluated.
2.21	Has the company appointed a company secretary and disclosed on the company's website and in its annual report the scope of the company secretary's authority and the status of the company secretary's continuing education?	It was set up in June 112

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
	[If the post of company secretary is filled by a person not serving in any other position in the company, one additional point will be added to the total score.]			
2.23	Has the Company's Board Performance Assessment Methodology approved by the Board to conduct external evaluations at least every three years, and has conducted evaluations in the year under assessment or in the past two years, and disclosed the implementation and assessment results on the Company's website or annual report?			To be evaluated.
2.27	Has the company adopted an intellectual property management plan linked to the company's operational objectives, and disclosed the status of its implementation on the company's website or in its annual report, and did it report on the plan to the board of directors at least once a year? [If the company has adopted the Taiwan Intellectual Property Management System (TIPS), ISO 56005, or similar intellectual property management system standards, and furthermore has obtained third-party certification or verification, one additional point will be added to the total score.]			To be evaluated.
2.30	Did at least one of the company's internal auditors possess a certificate of qualification as a Certified Internal Auditor, Certified Information Systems Auditor, or Certified Public Accountant?			To be evaluated.
3.2	Did the company disclose material information in English and Chinese at the same time?			To be evaluated.
3.4	Does the company publish its annual financial report within two months after the end of the accounting year, which has been verified and signed by the accountant?			The plan will be filed within the deadline
3.5	Was the annual financial report in English filed to the MOPS by 7 days before the AGM? [If the company filed the English version of the annual financial report 16 days before the AGM, one additional point will be added to the total score.]			112 years of regular shareholders' meetings will be reported on the report.
3.6	Did the company disclose the interim financial reports in English within 2 months after the deadline for reporting of the Chinese version?			To be evaluated.
3.8	Did the company voluntarily disclose its financial forecast quarterly, without having any corrections ordered by the competent authority or having any demerits imposed by the TWSE or TPEX?			To be evaluated.
3.13	Did the company voluntarily disclose the individual remuneration details of each director and supervisor in its annual report?			To be evaluated.
3.14	Did the company disclose the connection between director and managerial officer performance assessment and remuneration in its annual report?			To be evaluated.
3.20	Did the company attend or voluntarily hold investor conferences at least two times in the year being evaluated, and were the first and last investor conferences in the year held at least 3 months apart? [If the company held at least one investor conference each quarter or held investor conferences to address the operating results of each quarter, one additional point will be added to the total score.]			To be evaluated.
3.21	Did the company voluntarily disclose in the annual report the individual remuneration details of the general manager (chief executive officer) and assistant general manager(s)?			To be evaluated.
4.1	Did the company have a designated unit in charge of promoting sustainable development that, following the principle of materiality, conducted risk assessment on environmental, social, or corporate governance issues related to the company's operations, and adopted relevant risk management policies or strategies, and did the board of directors oversee the promotion of sustainable development, and did it disclose the same on the company's website and in its annual report?			To be evaluated.
4.3	Did the company regularly disclose on the company website or in its annual report or sustainability report its concrete plans for promoting environmental, social, and governance (ESG) practices and the results of the implementation of those plans?			To be evaluated.

Evaluation Item	Implementation Status (Note 1)			Deviations from “Corporate Governance Best- Practice Principles for TWSE/GTSM Listed Companies” and Reasons
	Yes	No	Abstract	
4.4			Did the company, following the Global Reporting Initiative (GRI) Standards, by the end of September, prepare and upload its sustainability report to the MOPS and to the company website? [If in its sustainability report the company referred to the Sustainability Accounting Standards Board (SASB) standards to disclose ESG information, one additional point will be added to the total score.]	To be evaluated.
4.5			Did the company obtain a third-party verification or assurance for its sustainability report?	To be evaluated.
4.6			Did the company, following the International Bill of Human Rights, adopt policies and concrete management plans to protect human rights, and disclose them on the company website and in its annual report?	To be evaluated.
4.7			Does the company upload the English version of the sustainability report on the public information observatory and the company's website?	To be evaluated.
4.12			Did the company set management policies for reduction of greenhouse gas (GHG) emissions, water use, or other waste/pollutants, including reduction targets, promotion measures and achievement status? [If the company assesses the potential risk and opportunities climate change has on the company and adopts measures to adapt, one additional point will be added to the total score.]	To be evaluated.
4.13			Was the company ISO 14001 or ISO50001 certified or accredited with similar environmental or energy management system certification?	To be evaluated.
4.17			Did the company disclose on its website or in its annual report or sustainability report the supplier management policies it adopted, and require suppliers to comply with the relevant provisions regarding issues such as environmental protection, occupational safety and health, or labor rights, and specify the status of implementation?	To be evaluated.
4.18			Does the company disclose relevant information on corporate governance, strategies, risk management, indicators, and goals for climate-related risks and opportunities in accordance with the climate-related financial disclosure proposal (TCFD) framework?	To be evaluated.

Note: Whether the indicator is satisfied or not, a detailed explanation should be stated in the abstract.

Table 1: The implementation status of the board diversity policy is as follows:

Name	Basic component									Professional capabilities					
	Nationality	Gender	Employees	Age			Tenure and seniority of independent directors			Business management capability	Leadership and decision-making capability	Knowledge of the industry	Ability to perform accounting and financial analysis	Legal	Public welfare / Environmental protection
				41~60	61~70	71~80	Less than 3 years	3~9 years	Over 9 years						
Chairman Kuo-Hao Tseng,	ROC	Male	V	V						V	V	V			
Director Susan Hu	ROC	Female	V	V						V	V		V	V	
Director Mei Li Tsai	ROC	Female			V					V			V		
Director Ks Lin	ROC	Male			V					V					
Independent Director Wayne Chang	ROC	Male				V			V				V		
Independent Director Cy Su,	ROC	Male				V		V		V		V			V
Independent Director Minkon Huang	ROC	Male				V	V			V				V	

●Table 2: Continuing Education/Training of Directors in 2021

Name	Date	Hosted by	Course Title	Education hours
Kuo-Hao Tseng	2022/10/14	Corporate Operating and Sustainable Development Association	Capital market operation and M&A transactions in the biotechnology industry	3
	2022/12/22	Taiwan Corporate Governance Association	Offensive and defensive strategies of non-consensual mergers and acquisitions and the responsibility of company leaders	3
Susan Hu	2022/04/22	Securities and Futures Institute	Analysis and decision-making application of corporate financial information	3
	2022/06/22	Taiwan Investor Relations Institute	Operational Practices of the Audit and Remuneration Committee	3
Mei Li Tsai	2022/10/05	Taiwan Corporate Governance Association	Review of Insider Trading Regulations and Practical Cases	3
	2022/12/12	Corporate Operating and Sustainable Development Association	Intellectual Property Rights and Corporate Governance	3
K.S.Lin	2022/11/15	Securities and Futures Institute	ESG New Economy and New Opportunities for Enterprise Transformation	3
	2022/11/24	Securities and Futures Institute	Dispute over company management right and introduction to commercial event trial law	3
Wayne Chang	2022/09/29	Taiwan Stock Exchange Corporation	Release of reference guidelines for independent directors and audit committees to exercise their powers and directors and supervisors promotion meeting	3
	2022/10/14	Securities and Futures Institute	2022 Annual Insider Trading Prevention Promotion Conference	3
Cy Su	2022/03/10	Taiwan Stock Exchange Corporation	Discussion on Independent Directors and Board Supervision from International Viewpoint	1
	2022/03/22	Taiwan Corporate Governance Association	2030/2050 Net Zero Emissions - Sustainability Challenges and Opportunities for Global Enterprises	3
	2022/05/04	Taiwan Corporate Governance Association	Looking at Corporate Sustainability Governance from a Risk Perspective – From Corporate Governance to ESG	3
Minkon Huang	2022/10/05	Taiwan Corporate Governance Association	Review of Insider Trading Regulations and Practical Cases	3
	2022/12/02	Securities and Futures Institute	Discussion on Independent Directors and Audit Committee from Court Practice Cases	3

●Table 3: External Auditor Independence Evaluation Standards : (On February 17, 2012, it was deliberated by the 14th meeting of the first session of the Audit Committee and approved by the 16th meeting of the 8th session of the Board of Directors)

1.2023 evaluation of the independence of CPAs

2.Appraisal of an accounting firm : Deloitte & Touche Firm

3. Names of CPAs assessed : Teng-Wei Wang and Chao-Chin Yang

4.The content of the evaluation complies to the No. 10 Bulletin of the Code of Professional Ethics for Accountants.

Evaluation items	Evaluation result	Has the CPA passed the Company's independent evaluation criteria?
1. Whether the CPA has a direct or significant indirect financial interest relationship with the Company.	No	Yes
2. Whether the CPA or their audit team members have served as directors, supervisors, or managers at the Company or held a position with a significant influence on the Company's audit case currently or within the last two years.	No	Yes
3. Whether the CPA has served as a broker for the shares or other securities issued by the Company.	No	Yes
4. Whether the CPA engages in any financing or guarantee for the Company or its directors.	No	Yes
5. Whether the CPA has a joint investment or benefit-sharing relationship with the company.	No	Yes
6. Whether the CPA has a close business relationship and potential employment relationship with the Company.	No	Yes
7. Whether the CPA is a relative of any director or manager of the Company or a person with a significant influence on the audit work.	No	Yes
8. Has the accountant collected any expenses related to the audit business of the company ?	No	Yes

●Table 4: Statement by Deloitte & Touché Accounting Firm

Recipient: AERO WIN TECHNOLOGY INCORPORATION

Subject:

Deloitte & Touché (“D&T” or “we” or “us” or “our”) is engaged to audit the financial statements for the year then ended December 31, 2022 of AERO WIN TECHNOLOGY INCORPORATION (the “Company” or “you” or “your” or “its”). We hereby affirm that we are independent accountants with respect to the Company, within the Bulletin of Norm of Professional Ethics for Certified Public Accountant of the Republic of China, No.10 “Integrity, Objectivity and Independence”. All the members of our audit team have declared to comply with the following norms and no violation of independence.

Declaration:

1. All the members of our audit team and their spouse or dependents do not :
 - (1) Hold a direct or indirect material financial interest with the Company;
 - (2) Have a business relationship with the Company or its Director, supervisor and manager that may cause an effect on independence.
2. During the period of our audit engagement, all the members of our audit team and their spouse or dependents do not serve as the Company’s Director, supervisor, manager or is in a key position having a direct and significant influence over the audit work.
3. All the members of our audit team do not have close family members, such as spouse, lineal, immediate affinity and sibling, who are the Director, supervisor, manager of the Company.
4. All the members of our audit team do not accept material hospitality or gifts (the value does not exceed the normal social matters standard) from the Company or its Director, supervisor, manager, major shareholders.
5. All the members of our audit team have performed required self-examination procedures for independence and conflict of interest, and no violated or unsolved conditions haven been identified.

Teng-wei Wang

Chao-qin Yang

Deloitte & Touché

Tainan, Taiwan, ROC

February 11, 2022

●Table 5: Communication with stakeholders in 2022 : Reported to the board on 2023.01.06

Stakeholders	Concerns	Communication Channels and Responses	communication frequency	Communication description
Government	<ul style="list-style-type: none"> ● Compliance with laws ● Corporate Governance ● Risk Management ● Communication with competent authority 	<p>Contact : susan@aerowin.com Susan Hu Assistant General Manager</p> <ul style="list-style-type: none"> ● Corporate Governance Assessment ● Policy advocacy and regulation briefing ● Cooperate with competent authorities in supervision and inspection ● Official correspondence, email or telephone communication, personal visit <p>A contact window was set up to maintain good interaction with the competent authority.</p>	<ul style="list-style-type: none"> ● Annually ● Nonscheduled ● Nonscheduled ● Nonscheduled 	<ul style="list-style-type: none"> ● Announce the company's operational results and relevant information as required by laws and regulations. ● Follow policy to promote and gradually improve corporate governance.
● Shareholders or Investors	<ul style="list-style-type: none"> ● Corporate Governance ● Sustainable development strategy ● Risk Management ● Operational financial performance ● Shareholder engagement 	<ul style="list-style-type: none"> ● Contact : juli@aerowin.com ● Juli Hung Associate Manager ● MOPS ● http://www.aerowin.com/ ● Investor conference and shareholders meeting ● Annual report ● Financial report ● E-MAIL 	<ul style="list-style-type: none"> ● Nonscheduled ● Nonscheduled ● Annually ● Annually ● Quarterly ● Nonscheduled ● 	<ul style="list-style-type: none"> ● Held a shareholder meeting (2022/06/27) and an investor conference (2022/09/15) to effectively disclose the company's financial status and future prospects. ● Important information and operations are disclosed on MOPS and the company's website.
● Customers	<ul style="list-style-type: none"> ● Product quality/ research and development ● Customer Service Management ● Customer satisfaction survey ● Customer privacy ● Compliance with laws 	<ul style="list-style-type: none"> ● Contact : jasonlin@aerowin.com ● Jason Lin Assistant Associate Manager ● Visit customers ● Project review meeting ● Customer satisfaction survey ● Communicate promptly with the customer's representative in the company 	<ul style="list-style-type: none"> ● Nonscheduled ● Nonscheduled ● Nonscheduled ● Nonscheduled 	<ul style="list-style-type: none"> ● Cooperate with client evaluation procedures and carry out auditing business accordingly. ● Visit customers to enhance mutual understanding. ● Improve service quality through satisfaction surveys. ● Accomplished the delivery target of the first piece of project for each major international customer.
● Employees	<ul style="list-style-type: none"> ● Corporate Governance ● Operational financial performance ● Career development and on-the-job training ● Labour Relations ● Employee rights and welfare ● Appraisal systems ● Occupational safety and health 	<ul style="list-style-type: none"> ● Contact : hr@aerowin.com ● Shen: HR Commissioner ● Employee Welfare Committee ● Labor-management meeting ● Labor Safety and Health Conference ● Internal grievance channel ● Staff suggestion box ● Bulletin board 	<ul style="list-style-type: none"> ● Quarterly ● Quarterly ● Quarterly ● Irregular ● Irregular ● Irregular 	<ul style="list-style-type: none"> ● Convene labor-management meetings to implement the harmonious communication between labor and management. ● Provide a remuneration and welfare system, and share success of operations with staff. ● Great training courses and working environment. ● Annual free health check for employees

<ul style="list-style-type: none"> • Suppliers 	<ul style="list-style-type: none"> • Supplier Management • Sustainable development strategy • Integrity • Information security and transparency • Occupational safety and health 	<ul style="list-style-type: none"> • Contact : susan@aerowin.com • Susan Hu Assistant General Manager • Supplier auditing • Telephone and E-mail • Supplier visits • On-the-job Training 	<ul style="list-style-type: none"> • Annually • Irregular • Irregular • Annually 	<ul style="list-style-type: none"> • The company attaches great importance to the protection of the environment and society. AWTC regularly evaluates the qualifications of the manufacturers according to the supplier management operating procedures. A preferential treatment and clean guarantee agreement is granted to qualified and honest suppliers to create a win-win partnership, and pursue the results of sustainable business operations. The company's administrative efficiency, service and overall integrity are highly praised by all the suppliers interviewed.
<ul style="list-style-type: none"> • Social groups and community residents 	<ul style="list-style-type: none"> • Community participation and social welfare • Air pollution control • Management of hazardous substances • Waste management and recycling • Water management 	<ul style="list-style-type: none"> • Contact : Mr.Chen : m0028@aerowin.com • Ms. Shen : po@aerowin.com • Enhance local job opportunities • Participate in and give back to community charity activities 	<ul style="list-style-type: none"> • Nonscheduled • Nonscheduled 	<ul style="list-style-type: none"> • Caring for local residents and promoting good-neighborliness, thereby increasing local employment opportunities and promoting local prosperity, and maintaining good relations with community residents.

●Table 6: Performance evaluation of the board of directors and functional committees

In order to implement corporate governance, enhance the functions of the company's board of directors, and establish performance targets to boost the operational efficiency of the board of directors, according to the “Code of Practice for Corporate Governance of Listed OTC companies”, the company's " Aero Win Technology Corporation Rules of Self-Evaluation or Peer Evaluation of the Board of Directors " was revised on November 9, 2020. The resolution was passed by the board of directors to regulate the performance evaluation of the internal board of directors and functional committees once a year.

1. Evaluation period: 2022 (from January 1 to December 31), the evaluation results should be completed before the end of the first quarter of the next year.
2. Evaluation scope and method: The scope is the performance evaluation of the overall board of directors, individual director members, and functional committees to which they belong. The company's self-assessment of performance is carried out in the form of internal questionnaires. The performance evaluation unit collects information related to the activities of the board of directors and functional committees, distributes the "Board of Directors Performance Evaluation Self-Evaluation Questionnaire", "Director Member Performance Evaluation Self-Evaluation Questionnaire", " Audit committee performance evaluation self-evaluation questionnaire", "Salary and remuneration committee performance evaluation self-evaluation questionnaire" and other related self-evaluation questionnaires to be filled in. The questionnaires are collected and recorded according to the evaluation index scoring standards, and the evaluation results are submitted to the board of directors.
3. The 2022 assessment results are as follows:

1. Board of Directors
- 1.1 Overall assessment :

The Administration Division carries out evaluation according to the evaluation form, and the evaluation score is 93.78 points:

Evaluation Index	Number of questions	Scoring (full score: 5 points)
1.Participation in corporate operations.	12	4.58
2.Enhancement of board decision-making quality.	12	4.75
3.Board composition and structure.	7	4.57
4. Continuing further education of directors	7	4.71
5.Internal control.	7	4.86
Total/Average Score	45	4.69

1.2 Individual member self-evaluation :

According to the results of the self-assessment questionnaire of each director, the evaluation score is 93.79 points:

Evaluation Index	Number of questions	Scoring (full score: 5 points)
1.Understanding of corporate goals and tasks.	3	4.81
2.Recognition of director responsibilities.	3	4.81
3.Participation in corporate operations	8	4.64
4.Internal relations and communication.	3	4.38
5. Director knowledge and continuing training.	3	4.81
6.Internal control.	3	4.76
Total/Average Score	23	4.69

2. The Audit Committee

Overall assessment :

The Administration Division carries out evaluation according to the evaluation form, and the evaluation score is 94.29 points:

Evaluation Index	Number of questions	Scoring (full score: 5 points)
1.Participation in corporate operations.	4	4.75
2.Knowledge of Audit Committee responsibilities	5	4.80
3.Improving the quality of audit committee decision-making	7	4.86
4.Audit Committee composition and structure	2	4.50
5.Internal control.	3	4.33
Total/Average Score	21	4.71

3. The Remuneration Committee

Overall assessment :

The Administration Division carries out evaluation according to the evaluation form, and the evaluation score is 94.29 points:

Evaluation Index	Number of questions	Scoring (full score: 5 points)
1.Participation in corporate operations.	4	4.75
2.Knowledge of Audit Committee responsibilities	5	4.80
3.Improving the quality of audit committee decision-making	7	4.86
4.Audit Committee composition and structure	2	4.50
5.Internal control.	3	4.33
Total/Average Score	21	4.71

The evaluation scores of the board of directors and functional committees in 2022 are all above 90 points, which is enough to show that the overall operation of the board of directors and functional committees of the company is perfect and meets the requirements of corporate governance. In accordance with the " Aero Win Technology Corporation Rules of Self-Evaluation or Peer Evaluation of the Board of Directors", the evaluation results are reported to the Board of Directors.

Composition, Responsibilities and Operations of the Remuneration Committee

(1)Professional Qualifications and Independence Analysis of Committee Members

The Company's Board of Directors adopted a resolution on July 3, 2020 to appoint independent directors Mr. Wayne Chang, Mr. Cy Su and Mr. Minkon Huang as the members of the 4th Remuneration Committee. And at the preparatory meeting of the remuneration committee on the same day, Mr. Wayne Chang was elected as the convener of the Remuneration Committee.

April,30 2023

Criteria		Professional qualification and work experience	Independence	Number of Other Public Companies in which the Individual is Concurrently Serving as a Committee Member
Title	Name			
Convener and Independent Director	Wayne Chang	Please refer to page 19-22 of this Annual Report - Disclosure of information on professional qualifications of directors and independence of independent directors.	Please refer to page 19-22 of this Annual Report - Disclosure of information on professional qualifications of directors and independence of independent directors.	1
Independent Director	Cy Su			2
Independent Director	Minkon Huang			0

(2) Operations of Remuneration Committee

- a. The Remuneration Committee of the Company consists of 3 members.
- b. The tenure of the current Committee starts from July 4, 2020 to July 3, 2023. The Remuneration Committee convened a total of 3 meetings for the year 2022. The qualifications and attendance status of the members are as follows :

Title	Name	Attendance in person	By proxy	Attendance Rate (%)	Remarks
Convener and Independent Director	Wayne Chang	3	0	100%	
Independent Director	Cy Su	3	0	100%	
Independent Director	Minkon Huang	3	0	100%	

Other important notices

1. If the Board of Directors declines to adopt or modifies a recommendation of the Remuneration Committee, it should specify the date of the meeting, Term, content of the motion, resolution by the board of directors, and the Company's response to the Remuneration Committee's opinion: None
2. Resolutions of the Remuneration Committee objected to by members or expressed reservations and recorded or declared in writing, the date of the meeting, Term, content of the motion, all members' opinions and the response to members' opinion should be specified: None
3. The Committee exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion.
 - Periodically reviewing this Charter and making recommendations for amendments.
 - Establishing and periodically reviewing the performance assessment standards, annual and long-term performance goals, and the policies, systems, standards, and structure for the compensation of the directors and managerial officers of this Corporation
 - Periodically assessing the degree to which performance goals for the directors and managerial officers of this Corporation have been achieved, setting the types and amounts of their individual compensation

Notes:

- (1) If any remuneration committee member left the committee before the end of the fiscal year, specify the date that they left the committee in the Remarks column. Their in-person attendance rate (%) should be calculated based on the number of remuneration committee meetings held and the number they attended in person during the period they were on the committee.
- (2) If any by-election for remuneration committee members was held before the end of the fiscal year, the names of the new and old committee members should be filled in the table, with a note stating whether the member left office, was newly serving, or was serving consecutive terms, and the date of the by-election. The in-person attendance rate (%) should be calculated based on the number of remuneration committee meetings held and the number attended in person during the period of each such person's actual time on the committee.
- (3) Important resolutions of the Remuneration Committee from Jan. 1, 2022 to Mar. 31, 2023 were as follows:

Date /Session	Motions	Resolution	Action Status
The 5th session of the 4th term of the Remuneration Committee 2022.01.07	Review the proposal for the company's 2022 employee remuneration and director remuneration distribution ratio.	Submit to the Board for approval	Approved by the Board
The 6th session of the 4th term of the Remuneration Committee 2022.11.07	Review the 2023 salary adjustment proposal for the company's managers	Submit to the Board for approval	Approved by the Board
The 7th session of the 4th term of the Remuneration Committee 2023.01.06	1. Review the 2022 year-end bonus distribution proposal for the company's managers. 2. Review the proposal for the company's 2023 employee remuneration and director remuneration distribution ratio.	Submit to the Board for approval	Approved by the Board

- (4) Information on the members of the Nomination Committee and its operating status: Not applicable

(3) Sustainable Development Status and Deviations from “the Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies”

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
I. Does the company establish a governance structure to promote sustainable development, and set up a dedicated (or non-dedicated) unit to promote sustainable development, relevant affairs of which are handled by senior managerial officer under the Board’s authorization and supervision?		V	1.On May 4, 2016, the company's board of directors approved the "Corporate Social Responsibility Code of Practice", which has been announced on MOPS and the company's website in accordance with the law. 2.The company will cooperate with the competent authority, and prepare to set up a dedicated (or non-dedicated) unit to promote sustainable development at an appropriate time. AWTC will report the progress to the board of directors on a regular basis after finalization.	The company will cooperate with the progress required by the competent authority, and prepare to set up a full-time (part-time) team to promote sustainable development at an appropriate time.
II. Does the company conduct risk assessment of environmental, social and corporate governance issues for its operations in accordance with the materiality principle, and formulate relevant risk management policies or strategies? (Note 2)	V		The company formulated the "Code of Practice for Sustainable Development" to implement corporate governance, promote sustainable environment, and safeguard social public welfare. Besides, the company's "Prevention of insider trading management Measures", "Integrity Management Operation Procedures and Behavior Guidelines" and "Internal control system self-assessment management principles are aimed at risk management and are formulated in accordance with government policies.	No Significant Variation
III. Environment Issues (I) Does the Company establish an appropriate environmental management system in accordance with its industrial characteristics?	V		AWTC is accredited with the ISO 9001certificate, AS9100 certificate, Nadcap and other aerospace certifications, all of which are handled in accordance with relevant laws and regulations, and their implementation results are regularly reviewed for continuous improvement.	No Significant Variation
(II) Does the Company make effort to enhance the efficient use of resources and use regenerated materials to mitigate the	V		1.The iron filings and scraps generated during the production process are stored in a centralized manner according to the classification of material, and sold to	No Significant Variation

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
impact on the environment?			<p>professional material dealers for smelting after recycling. We are committed to enhancing the efficient use of resources and using regenerated materials to mitigate the impact on the environment</p> <p>2. The company has established factory management regulations, with the goal of effectively achieving environmental safety management, energy saving and reducing carbon footprint, in accordance with the regulations.</p>	
(III) Does the Company assess the potential current and future risks and opportunities from climate change for the Company, and has the Company taken measures to address climate related issues?	V		<p>AWTC aims to promote the development of circular economy and pays great attention to issues related to climate change. It often conducts internal publicity activities to remind employees of turning off lights and waste sorting. Measures taken to encourage the reuse of resources in the offices include using electronic invoices and government official documents electronic exchange mechanism, which makes the exchange of documents more convenient. Thus, time, paper and postal costs are saved. Copy paper are used on both sides as much as possible, while recycling racks are set up next to photocopiers to recycle paper for reuse, greatly reducing the consumption of paper. Pollution prevention equipment was purchased to reduce the impact of factory operations on the environment. AWTC adopts energy-saving design when building or renovating factories and offices, and continues to improve energy efficiency in production process. In addition, AWTC switches to energy-saving LED lamps, and regularly checks and maintains air-conditioning equipment. The importance of turning off power and switches is constantly promoted. Doing so not only saves money, but also reduces the impact on the environment, mitigating global warming.</p>	No Significant Variation

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
(IV) Has the Company compiled statistics on greenhouse gas emissions, water consumption, and total volume of waste materials for the past two years, and has the Company formulated policies for greenhouse gas reduction, water use reduction, and other waste management?	V		AWTC evaluates completing a greenhouse gas (GHG) inventory, and sets goals and strategies to reduce the impact of operations on the environment. AWTC also improves energy performance and optimization of use efficiency, effectively reducing the energy cost of production. ●For the annual greenhouse gas emissions, water consumption and total weight of waste, please refer to Attached Table 1.	No Significant Variation
V. Social Issues (I) Does the Company establish related management policy and procedure in accordance with applicable legal rules and international conventions on human rights?	V		AWTC abides by laws and International Bill of Human Rights, such as gender equality, job equality, and prohibition of discrimination. The employee welfare committee, the labor-management meeting and the labor pension supervision committee have been established in accordance with the law to achieve a win-win situation for laborers and management.	No Significant Variation
(II) Does the Company establish and implement reasonable employee benefit measures (including compensation, leave, and other benefits), and are operational performance and results appropriately reflected in employee compensation?	V		The employee remuneration policy is based on personal ability, contribution to the company, performance, competitiveness and consideration of the company's future business risk. Article 21 of the company's Articles of Incorporation stipulates that if the company makes profits in the year, 5% to 10% should be allocated as employee remuneration, and the board of directors will decide to distribute it in stock or cash. The eligible recipients of employee remuneration may include employees at the subsidiaries of the Company who meet certain conditions. The company has established "work rules", "manager remuneration policy", and "labor-management meeting implementation rules". In addition to promoting corporate ethics, employee performance and reward/punishment systems, labor-management meetings are also held	No Significant Variation

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
			regularly to report production plans and business overview, and discuss issues such as working conditions and benefits. The results of the resolutions are announced to employees afterwards. To have a competitive edge, AWTC include evaluation indicators such as talent, system, forward-looking strategy, etc. in response to corporate social responsibility and people-oriented sustainable development.	
(III) Does the Company provide a safe and health work environment for the employees, and provide education on labor safety and health regularly?	V		<ul style="list-style-type: none"> ● Management policy: The company adheres to the business philosophy of comprehensive safety, health and environmental protection management to share the profits with employees, customers and the society. In addition to providing and continuously improving the safety and health of working environment for employees, AWTC also regards the prevention of occupational injuries and diseases and fulfilling corporate social responsibility as a part of the company's management. In accordance with laws and regulations, we regularly conduct various health checks for employees, and regularly implement industrial safety education and publicity for employees; because we attach importance to the health and hygiene of employees' diet, we set up employee restaurants in the company. The quality of meals is regularly reviewed and meal suppliers are checked randomly to strictly control the food hygiene and health of employees. Moreover, AWTC provides a good and safe working environment and mechanical equipment in accordance with laws and regulations with a view to "zero work-related injuries" 	No Significant Variation

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
			<p>since our top priority is ensuring the safety and health of employees. Continuous review and improvement are required to enhance the effectiveness of environmental safety and health management.</p> <ul style="list-style-type: none"> ● Management effectiveness: In 2022, there was a total of 1 lost time incident (excluding traffic accidents) in the company, categorized as physical injury at work. The number was lower than that in 2021 (2 lost time incidents), so the company's goal for the year was achieved. Besides, the rate of death, severe workplace injury and injury is zero. After analyzing the cause of the accident, AWTC has taken prevention measures by installing safety guards on the machine and enforcing implementation of employee safety education and training to ensure the safety of staff. ● Following the government's health care guidelines, AWTC starts smoking cessation classes and invites health personnel to the company to give publicity courses, promote a smoke-free workplace, and abide by rules of tobacco hazard prevention and control. ● AWTC provides lectures on weight loss, smoking cessation, betel nut cessation, stress relief and healthy diet. Besides, AWTC regularly conduct activities concerning prevention of overwork, maternal health protection, respiratory protection, and it hires doctors and nurses to regularly visit the factory to provide health consultation and care for employees. 	

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
			<ul style="list-style-type: none"> The company plans a training program for the staff every year, so that colleagues can perform their duties, and at the same time learn the skills necessary for promotion. 	
(IV) Does the Company establish the training program for the effective planning of career development for the employees?	V		<p>The company plans a training program for colleagues every year, so that colleagues can perform their duties in the established jobs, and at the same time learn the skills necessary for promotion.</p> <ul style="list-style-type: none"> The protection measures for the working environment and personal safety of employees are shown in Attachment 2. 	No Significant Variation
(V) Does the Company comply with laws, regulations, and international standards when managing customer health and safety, customer privacy, and marketing and labeling of products and services and relevant issues? Does the Company establish a policy and complaint procedure to protect consumer rights?	V		<ol style="list-style-type: none"> The company has established "customer complaint procedures" and "service procedures", and has set up a service system for customer satisfaction surveys. When receiving a customer complaint, the designated unit will contact the customer immediately within the day, and provide the cause of the abnormality of the product and the follow-up result within the period specified by the customer At present, the company's products are manufactured according to the blueprint specified by the customer, and are produced and sold in accordance with relevant aerospace quality standards. 	No Significant Variation
(VI) Does the Company establish a supplier management policy that requires suppliers to	V		<ol style="list-style-type: none"> The company attaches great importance to the protection of the environment and society, and regularly evaluates the qualifications of suppliers in 	No Significant Variation

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
comply with regulations on environmental protection, occupational safety and health, and labor rights issues? Has the Company established an implementation method for such issues?			<p>accordance with the supplier management operating procedures to select qualified and honest manufacturers.</p> <p>2. The company has signed Most-favored Clauses and Incompetibility Clause with its suppliers, and does not accept gift money or kickbacks. If there is any violation, AWTC will sever the relationship and seek compensation, in order to achieve the most reasonable quotation, the best quality and the best service. This is to ensure corporate social responsibility is fulfilled.</p>	
V. Does the company refer to international standards/guidelines in the preparation of its reports, such as Sustainability Report, which disclose non-financial information? Has the Company obtained a third-party verification or assurance opinion on previously-disclosed reports?		V	The company has not compiled a report yet, and will compile one in the future to reflect global trend and market changes.	Evaluation and planning.
VI. If the company has its own sustainable development best practice principles formulated in accordance with the "Corporate Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies", please describe the differences between its operations and the said principles: No Significant Variation				
VII. Other important information to facilitate better understanding of the company’s implementation of sustainable development: <p>(I) Environmental work: AWTC switches to energy-saving LED lamps, regularly checks and maintains air-conditioning equipment, and builds waste water recycling systems and water storage equipment to reduce the greenhouse effect and carbon dioxide emissions, achieving the goal of energy-saving and reducing carbon footprint.</p> <p>(II) Social welfare: The company upholds the heart of giving back to the society and donated NT\$500,000 to the Tainan City Government for the earthquake relief on February 6, 2016.</p> <p>(III) Human rights protection: The company cares about disadvantaged groups, employs people with disabilities, and implements the concept of "enterprises provide and protect job opportunities for disadvantaged groups" advocated by the government.</p>				

Item	Implementation Status (Note 1)			Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
(IV) Safe and hygienic environment: AWTC provides employees with a comfortable and safe working environment, regularly arranges safety and health education and training for employees, sets up employee canteens and annual health checks to safeguard the health of employees.				

Attachment 1

Annual Greenhouse Gas Emissions, Water Consumption and Total Waste Weight

category / Years	2020	2021	2022
Water	2,293 co2e	1,971 co2e	2,086 co2e
Electricity	3,064,208 co2e	908,361 co2e	3,073,278 co2e
Gasoline	2,048 co2e	2,550 co2e	3,188 co2e
Diesel fuel	2,537 co2e	3,614 co2e	5,164 co2e
General Waste	38.996 ton	22.104 ton	41.680 ton
Hazardous Business Waste	25 ton	8.626 ton	16.344 ton
Reuse Business Waste	12.14 ton	3.78 ton	8.4 ton

Attachment 2

Protection measures for employees' working environment and personal safety :

Item	Content
Access Control Measures	The company has a strict access control monitoring system, and has signed a contract with a security company to maintain the security of the office and factory area 24 hours a day throughout the year.
Fire safety measures	In accordance with the provisions of the fire protection law, a complete fire protection system is set up, and regular inspection reports and fire training for employees are carried out in accordance with the law.
Maintenance and inspection measures for various equipment	1. According to the building public safety inspection visa and declaration regulations, an external professional company is entrusted to conduct public safety inspection every year. 2. nd health code of practice, formulate an automatic occupational safety and health inspection plan. At present, the company outsources the inspection and maintenance of elevators every month; the maintenance of water dispensers every three months; the maintenance and inspection of high and low voltage electrical equipment, air conditioners, fire-fighting appliances and other equipment every year; regular maintenance of official vehicles according to the number of kilometers .
Disaster Preparedness and Response	1. The company has established "Emergency Action Procedures", "Procedure of Business and Management Planning ", "Safety and Health Work Rules" and other disaster prevention, rescue precautions and accident notification procedures, which clearly regulate the company's personnel at all levels in advance. And the responsibility and task content in response to major events such as natural disasters, major injuries and other major emergencies after the event. 2. In order to maintain the safety and health of employees and promote the safety and health business, the company has 3 Class A

	<p>labor safety and health business supervisors, 3 safety and health administrators, various operation supervisors, fire prevention managers and emergency personnel, and they regularly return to training.</p> <p>3. Regularly or irregularly publicize safety and health precautions and safety operation standards for employees to follow.</p>
Employee physical and mental health measures	<p>1. Health checkup: The company provides regular annual health checkups for in-service personnel, special health checkups for specific personnel and psychological counseling assessments, and psychological counseling from physicians according to individual wishes.</p> <p>2. Sanitation of the working environment: The workplace stipulates that there is no smoking in the workplace, health lectures are held, and the office environment is cleaned regularly.</p> <p>3. Employ occupational medicine specialists to provide on-site services, and specially qualified full-time nursing staff to provide medical consultation, emergency rescue treatment and psychological mediation consultation services.</p> <p>4. Provide employees with necessary safety protection equipment, such as safety shoes, goggles, respiratory protection equipment, earplugs (masks), cut-resistant gloves, etc., to maintain the safety and health of employees.</p> <p>5. According to the Occupational Safety and Health Law, the working environment is measured every six months.</p> <p>6. Sexual Harassment Prevention: Set up complaint regulations and punishment clauses.</p>
Insurance and Medical Consolation	<p>Insure labor insurance (including occupational accident insurance) and health insurance in accordance with the law, and add group insurance (including accident insurance, occupational accident medical insurance) and other protection mechanisms for employees.</p>

(4) Fulfillment of Ethical Corporate Management and Deviations from the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies":

Evaluation Item	Implementation Status			Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
I. Establishment of ethical corporate management policies and programs				
(I) Does the company formulate ethical corporate management policy that is approved by the board of directors, and declare its policies and procedures in its guidelines and external documents, as well as the commitment from its board and top executives to implement the policies?	V		(I) The company has always been upholding integrity in all business activities, and stipulated the “Procedures for Ethical Management and Guidelines for Conduct” (established on November 5, 2021), the “Ethical Corporate Management Best Practice Principles” (established on May 13, 2011, and revised for the third time on November 9, 2010) and "Ethical Code of Conduct for Directors and Managers” (established on May 13, 2011, and third revision on Nov. 9, 2020). Besides, employees sign the letter of commitment for employment when they report for duty (signing rate: 100%), while directors and senior executives sign a statement of compliance with the Code of Integrity (signing rate: 100%). In addition, it’s strongly recommended that directors, supervisors, management and every employee should commit to the implementation of this policy.	No Significant Variation
(II) Does the company have mechanisms in	V		(II) The company conducts annual risk assessment and analysis of each business	

Evaluation Item	Implementation Status			Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
<p>place to assess the risk of unethical conduct, and perform regular analysis and assessment of business activities with higher risk of unethical conduct within the scope of business? Does the company implement programs to prevent unethical conduct based on the above and ensure the programs cover at least the matters described in Paragraph 2, Article 7 of the Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies?</p> <p>(III) Does the company provide clearly the operating procedures, code of conduct, disciplinary actions, and appeal procedures in the programs against unethical conduct? Does the company enforce the programs above effectively</p>			<p>activity, and activities with higher risk of unethical conduct within the scope of business are inspected in accordance with the internal control and audit system. The inspections cover the matters described in Paragraph 2, Article 7 of the Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies</p> <p>(III) On May 4, 2016, the board of directors of the company passed "Treatment for Reported Illegal and Unethical Cases", which clearly stipulates violations of the “Ethical Corporate Management Best Practice Principles”, " Ethical Code of Conduct for Directors and Managers” and the “Procedures for Ethical Management and Guidelines for Conduct.” The designated units, reporting channels and handling procedures, etc. are also disclosed on the company website and bulletin boards so as to ensure the implementation of the policy. The company have effective accounting and internal control systems in place to implement ethical corporate management. Every donation and sponsorship must be signed and approved by supervisors in compliance with the relevant laws and internal operating procedures. The company has signed Most-favored Clauses and Incorruptibility Clause with its suppliers, and does not accept gift money or kickbacks. If there is any</p>	

Evaluation Item	Implementation Status			Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
and perform regular reviews and amendments?			violation, we will sever contact and seek compensation, in order to obtain the most reasonable quotation, the best quality and the best service. “Workplace rules" are formulated and employees sign letter of commitment for employment to prevent integrity violation.	
II. Fulfill operations integrity policy (I) Does the company evaluate business partners’ ethical records and include ethics-related clauses in business contracts? (II) Does the company have a unit responsible for ethical corporate management on a full-time basis under the Board of Directors which reports the ethical corporate management policy and programs against unethical conduct regularly to the Board of Directors while	V V		(I) The company has signed Most-favored Clauses and Incorruptibility Clause with its suppliers, and does not accept gift money or kickbacks. If there is any violation, we will sever contact and seek compensation, in order to obtain the most reasonable quotation, the best quality and the best service. (II) The part-time unit of the company that promotes the company's ethical corporate management is the Management Office, which is responsible for formulating and revising the“Ethical Corporate Management Best Practice Principles” and " Procedures for Ethical Management and Guidelines for Conduct. " It supervises the execution of each unit of the company to ensure implementation, and regularly reports to the board of directors every year. The latest date to report related matters to Board of Directors was January 6, 2023.	No Significant Variation

Evaluation Item	Implementation Status			Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
<p>overseeing such operations?</p> <p>(III) Does the company establish policies to prevent conflicts of interest and provide appropriate communication channels, and implement it?</p>			<p>(III)Policies to prevent conflicts of interest are stipulated in the company's the “Ethical Corporate Management Best Practice Principles” and "Ethical Code of Conduct for Directors and Managers.” The directors also uphold the high degree of discipline. If there is a risk of harming the interests of the company, directors who have an interest (for themselves or the legal person they represent) in the resolutions listed in the board of directors shall not participate in the discussion and voting, and shall excuse themselves. Nor shall such directors exercise voting rights as proxy on behalf of another director. In addition, the company establishes "Workplace Rules," which clearly stipulates that all employees of the company shall not use their powers to benefit others or themselves. This is meant to prevent employees from sacrificing the rights and interests of the company in pursuit of personal interests. Internally, the internal website has a "misconduct reporting" mechanism and employee mailboxes. Externally, complaints can be filed in the "Stakeholders Section" of the company's website.</p>	
<p>(IV) Does the company have effective accounting and internal control systems in place to implement ethical</p>	V		<p>(IV) The company has effective accounting and internal control systems in place to implement ethical corporate management. The audit unit regularly inspects the relevant compliance matters of each unit of the company while CPAs review the</p>	

Evaluation Item	Implementation Status			Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
<p>corporate management? Does the internal audit unit follow the results of unethical conduct risk assessments and devise audit plans to audit the systems accordingly to prevent unethical conduct, or hire outside accountants to perform the audits?</p> <p>(V) Does the company regularly hold internal and external educational trainings on operational integrity?</p>			<p>implementation of the company's internal control system every year. When special circumstances arise, special inspections will be arranged separately.</p> <p>(V) The company has established the “Ethical Corporate Management Best Practice Principle”, which embeds the belief of integrity into the corporate culture, and publicizes it in supervisory meetings and regular employee training programs, so that supervisors and employees can fully understand the company's concept of integrity management and relevant regulations so as to achieve the effectiveness of promotion.</p>	
<p>III. Operation of the integrity channel</p> <p>(I) Does the company establish both a reward/punishment system and an integrity hotline? Can the accused be reached by an appropriate person for</p>	V		<p>(I) On May 4, 2016, AWTC board of directors passed the "Treatment for Reported Illegal and Unethical Cases", and announced the relevant regulations on the company's website. A “Corporate Governance Section” was also set up on the company's website to provide more convenient reporting channels.</p>	No Significant Variation

Evaluation Item	Implementation Status			Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
<p>follow-up?</p> <p>(II) Does the company have in place standard operating procedures for investigating accusation cases, as well as follow-up actions and relevant post-investigation confidentiality measures?</p> <p>(III) Does the company provide proper whistleblower protection?</p>			<p>Whistleblowers can report cases via letters or electronically. The designated unit to handle the reports are (1) Spokesman: Accept reports from stakeholders such as shareholders and investors. (2) Accounting /Audit chief: Accepting the reports from clients, employees, suppliers, and contractors.</p> <p>Anyone in violation of integrity will be punished according to the regulations.</p> <p>(II) AWTC formulates reporting systems and disciplines and appeal system in "Procedures of Ethical Management and Guidelines of Conduct" and "Treatment for Reported Illegal and Unethical Cases",.</p> <p>(III) According to the company's “Ethical Corporate Management Best Practice Principles” and "Treatment for Reported Illegal and Unethical Cases", the company ensures confidentiality and protection for whistleblowers or those involved in the investigation.</p>	
<p>IV. Strengthening information disclosure</p> <p>(I) Does the company disclose its ethical corporate Management policies and the</p>	V		<p>The company has disclosed the “Ethical Corporate Management Best Practice Principles” and "Procedures of Ethical Management and Guidelines of Conduct" on MOPS. In addition, "Corporate Governance Section" on the company website</p>	No Significant Variation

Evaluation Item	Implementation Status			Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM listed Companies” and Reasons
	Y	N	Abstract	
results of its implementation on the company’s website and MOPS?			reveals the relevant regulations and implementation of integrity management.	
V. If the company has established the ethical corporate management policies based on the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies, please describe any discrepancy between the policies and their implementation: None				
VI. Other important information to facilitate a better understanding of the company’s ethical corporate management policies (e.g., review and amend its policies):				
<ul style="list-style-type: none"> i. The company complies with the Company Law, Securities Exchange Law, Commercial Accounting Law, Listing Regulations and other relevant laws and regulations as the basis for implementing honest management. ii. The company's "Board of Directors' Rules of Procedure" stipulates the director's interest avoidance system. If the board of directors' proposal has an interest relationship with itself or the legal person it represents, so that it is harmful to the company's interests, it may state its opinions and answer questions, and discuss and vote. shall be withdrawn, shall not participate in discussions and votes, and shall not exercise voting rights on behalf of other directors. iii. The company formulated the "Code of Ethical Conduct for Directors and Managers" and the "Management Measures for Preventing Insider Trading", which clearly stipulate that the company's directors, managers and employees should take care and loyalty as good managers, and be honest Conduct business on the principle of credit, and sign a confidentiality agreement. Directors, managers and employees who are aware of the important internal information of the company shall not disclose the important internal information they have learned to others. Directors, managers, and employees of the company are not allowed to inquire or collect undisclosed material internal information of the company that is not related to their personal duties from those who know the company's internal material information. Material information should not be disclosed to others. 				

(6.) The Company has established the “Corporate Governance Code of Practice” and related rules and regulations. Please refer to the Company's website at (<https://www.aerowin.com>) or TWSE MOPS (<http://mops.twse.com.tw>).

(7.) Other important information to enhance the understanding of the Company’s corporate governance implementation:

AWTC has installed the “Corporate Governance Section” at <https://www.aerowin.com> for disclosure of material information.

(8.) Disclosures required for the implementation of the Internal Control System

1) Internal Control System Statement: See Attachment 1.

2) If a certified public accountant (CPA) is engaged to conduct a special audit of the internal control system, its audit report shall be disclosed : Not applicable

(9.) If there has been any legal penalty against the Company or its internal personnel, or any disciplinary penalty by the Company against its internal personnel for violation of the internal control system, during the most recent fiscal year or during the current fiscal year preceding the annual report publication date, where the result of such penalty may have a material effect on shareholder equity or securities prices, the penalty, the main shortcomings, and conditions for improvement: None

(10.) Major resolutions of the general meetings of shareholders and the board in the previous period to the date this report was printed:

1) Major Resolutions of the 2022 Shareholders' Meeting :

Date	Important resolutions and their implementation
2022.06.27	1.Acknowledged the business report and financial statements of 2021. Implementation status: the resolution was passed. 2. Acknowledged the Deficit Compensation of 2021. Implementation status: Passed as the original proposal, no dividends will be distributed. 3.Approved the amendments to the “Procedures for Acquisition and Disposal of Assets.” Implementation status: The amendments were approved and announced on MOPS and the company website.

2.) Major Resolutions of Board of Directors' Meetings from Jan. 1, 2022 to March 31, 2023 :

Date	Session	Motions
2022.01.07	The 10th session of the 8 th term of the Board	<ol style="list-style-type: none"> 1.Approved the business plan for the year 2022. 2.Approved the Company's 2022 earnings distribution for remuneration to directors and employees. 3.Approved the ratification of the line of credit between the company and financial institutions.
2022.02.25	The 11th session of the 8 th term of the Board	<ol style="list-style-type: none"> 1.Approved the business report and financial statements for the year 2021. 2.Approved the independence assessment of CPAs for the year 2022. 3.Approved the statement of internal control system for the year 2021. 4. Approved the Company's 2022 earnings distribution for remuneration to directors and employees. 5.Approved the Deficit Compensation for the year 2021. 6.Approved the amendments to the Operational Procedures for Acquisition and Disposal of Assets. 7. Approved the ratification of the line of credit between the company and financial institutions. 8.Approved the convening of the 2022 shareholders' general meeting.
2022.05.09	The 12th session of the 8 th term of the Board	<ol style="list-style-type: none"> 1.Approved the company's financial statement for the first quarter of 2022. 2.Approved the amendments to " Aero Win Technology Corporation Corporate Governance Best Practice Principles" 3.Approved the amendments to" Aero Win Technology Corporation Corporate Social Responsibility Best Practice Principles " 4.Since no proposals from shareholders were received during the proposal period, the proposal to examine shareholders' right to make proposals will not be discussed. 5.Approved the revision of the agenda for shareholders' general meeting for the year 2022.
2022.08.08	The 13th session of the 8 th term of the Board	Approved the company's financial statement for the second quarter of 2022.

Date	Session	Motions
2022.11.07	The 14th session of the 8 th term of the Board	<ol style="list-style-type: none"> 1.Approved the company's financial statement for the third quarter of 2022. 2.Approved internal auditing proposal for the year 2023. 3.Approved the amendments to " Aero Win Technology Corporation Rules of Procedures for Handling Material Inside Information " 4.Approved the amendments to " Aero Win Technology Corporation Rules and Procedures to prevent insider trading " 5.Approved the amendments to " Aero Win Technology Corporation Rules of Procedure for Board of Directors Meetings " 6.Approved the resolution on the company's 2023 manager remuneration adjustment 7.Approved the ratification and authorization of the purchase of an additional five-axis milling machine and the authorization for the chairman to handle related credit matters. 8.Approved the ratification and authorization of the line of credit between the company and financial institutions.
2023.01.06	The 15th session of the 8 th term of the Board	<ol style="list-style-type: none"> 1.Approved the company's 2023 business plan. 2.Approved the motion for 2022 year-end bonus distribution to the company's managers. 3. Approved the Company's 2023 earnings distribution for remuneration to directors and employees. 4. Approved the ratification of the line of credit between the company and financial institutions.
2023.02.17	The 16th session of the 8th term of the Board	<ol style="list-style-type: none"> 1.Approved the business report and financial statements of year 2022. 2.Approved the visa accountant independence assessment case. of year 2023. 3.Approved the statement of internal control system for year 2022. 4.Approved to distribute the remuneration and bonus paid to directors and employees. of year 2022. 5.Approved the Deficit Compensation of year 2022. 6.Approved Amendment to “Aero Win Technology Corporation Rules of Corporate Governance Best Practice Principles”and “Aero Win Technology Sustainable Development Best Practice Principles” 7.Approved the ratification of the financing line between the company

Date	Session	Motions
		<p>and the financial institution.</p> <p>8.Approved Re-election of Directors.</p> <p>9.Approved Proposal of release the prohibition on new Directors and their representatives from participation in competitive business.</p> <p>10.Approved the convening of the 2023 shareholders' regular meeting related matters.</p>
2023.05.08	The 17th session of the 8th term of the Board	<p>1.Approved the company's financial statement for the first quarter of 2023.</p> <p>2. Approved the personnel adjustment case of the internal audit supervisor.</p> <p>3. Approved the appointment of the head of corporate governance of the company.</p> <p>4. Approved the nomination of director candidates.</p> <p>5. Approved the nomination and qualification review of independent director candidates.</p> <p>6. Approved Proposal of release the prohibition on new Directors and their representatives from participation in competitive business.</p> <p>7. Approved Set “ Rules Governing Financial and Business Matters Between this Corporation and its Affiliated Enterprises” and repeal “ Measures for the Administration of Transactions of Group Enterprises, Specific Companies and Related Parties”</p>

(11.) Major Issues of Record or Written Statements Made by Any Director or Supervisor Dissenting to Important Resolutions Passed by the Board of Directors: None.

(12.) Resignation or Discharge of Chairman, President, and Heads of Accounting, Finance, Internal Audit, Corporate Governance Officer and R&D: None.

Summary table of resignation and dismissal of relevant persons in the company

April 30.2023

Title	Name	Arrival date	Dismissal date	Reason for resignation or dismissal
Not applicable				

NOTE1. : The so-called relevant persons of the company refer to the chairman, general manager, accounting supervisor, financial supervisor, internal audit supervisor and research and development supervisor, etc.

- (13.) Whether the Company's chairman, presidents, and managers in charge of its financial and accounting operations have held any positions in Company's independent auditing firm or its affiliates business in the most recent year :
None.

4 Information on CPA Fees

(1) Certified Public Accountant (CPA) Fee Information

Unit : NT\$ thousand

Name of CPA Firm	Name of CPA	CPA Audit Period	Audit Fee	Non-audit fee					Remarks
				System Design	Business registration	HR	Other (Note 2)	Total	
Deloitte & Touche	Teng-Wei Wang, Chao-Quin Yang	2022	1600				20	1,620	

Note 1: In case the Company has made replacements to the accountant or CPA firm, the audit periods shall be listed separately and the reason for such replacement shall be specified in the Remarks column, with information of audit or non-audit professional charges paid disclosed in order.

Note 2: Non-audit professional charges shall be listed separately by service items; in case the "Other" under the non-audit professional charges amounts to 25% or more to the total professional charge for non-audit matters, the service contents shall be listed in the Remarks column.

- (2) When the company changes its accounting firm and the audit fees paid for the fiscal year in which such change took place are lower than those for the previous fiscal year, the amounts of the audit fees before and after the change and the reasons: Not applicable.
- (3) When the audit fees paid for the current fiscal year are lower than those for the previous fiscal year by 15 percent or more, the amount, percentage and reason shall be disclosed: Not applicable.

5. Information of CPA Change: Not applicable

6. Whether the Company's chairman, presidents, and managers in charge of its financial and accounting operations have held any positions in Company's independent auditing firm or its affiliates business in the most recent year : None.

7. Net Change in Shareholding and Shares Pledged by Directors, Supervisors, Managers and Shareholders with 10% Shareholdings or More:

a. Transfer and pledge of shares owned by directors, supervisors, managers, and major shareholders

T i t l e	N a m e	2022		Year-to-date as at March 31,2023	
		Increased (decreased) in shares held	Increased (decreased) in shares pledged	Increased (decreased) in shares held	Increased (decreased) in shares pledged
Chairman	Keytech Investment Inc.	0	0	0	0
Chairman Representative:	Kuo-Hao Tseng	0	0	0	0
Director	Susan Hu	0	0	(20,000)	0
Director	Mei Li Tsai	0	0	0	0
Director	RichMind Corp	0	0	(2,059,000)	0
Director Representative:	K.S.Lin	0	0	0	0
President	Kuo-Hao Tseng	0	0	0	0
Senior Vice President	Susan Hu	0	0	(20,000)	0
Vice Presiden	Jack Hung	(1,000)	0	0	0
Vice Presiden	Anthony Su	0	0	0	0
Vice Presiden	Murphy Mo	0	0	0	0
Deputy Vice President	Jason LIN	(5,000)	0	0	0
Major shareholder	Kuo-Hao Tseng	0	0	0	0
Independent Directo	Wayne Chang	0	0	0	0
Independent Directo	Cy Su	0	0	0	0
Independent Directo	Minkon Huang	0	0	0	0
Director, Finance	Sarah Hsieh	(41,000)	0	(21,241)	0
Director, Accounting	Sarah Hsieh	(41,000)	0	(21,241)	0

Note 1: Any shareholder holding more than 10 percent of the Company's total share capital shall be noted as a major shareholder, and such shareholders shall be listed individually.

b. Information on Transfers of Shareholding where the counterparty is a related party: None.

c. Information on Pledges of Shareholding where the counterparty is a related party: None.

8. Relationships Among the Company's Top 10 Shareholders:

As of April. 30, 2023 / Unit: shares; %

Name	Current Shareholding		Spouse & Minor Shareholding		Shareholdings under the title of a third party		Name and Relationship Between the Company's Top Ten Shareholders, or Spouses or Relatives Within Two Degrees		Remark
	Shares	%	Shares	%	Shares	%	Title(or Name)	Relation	
Kuo Hao Tseng	6,643,285	9.69%	235,000	0.34%	1,230,000	1.79%	Keytech Investment Inc / Tepao Investment Limited	Chairman the same	Kuo Hao Tseng
Keytech Investment Inc Representative Kuo Hao Tseng	6,019,869	8.78%	0	0.00%	0	0.00%	Kuo Hao Tseng / Tepao Investment Limited	Chairman the same	Kuo Hao Tseng
HSBC (Taiwan) Commercial Bank Co., Ltd. is entrusted to keep the investment account of Morgan Stanley International Co., Ltd.	3,009,162	4.39%	0	0.00%	0	0.00%			
Chase Custodian JP Morgan Securities Co., Ltd. investment account	2,915,000	4.25%	0	0.00%	0	0.00%			
RichMind Corp.Representative K.S.Lin	2,284,000	3.33%	0	0.00%	0	0.00%			
Citigroup (Taiwan) Commercial Bank is entrusted with custody of the UBS European SE investment account	2,106,679	3.07%	0	0.00%	0	0.00%			
Tepao Investment Limited Representative Kuo Hao Tseng	1,230,000	1.79%	0	0.00%	0	0.00%	Kuo Hao Tseng /Keytech Investment Inc	Chairman the same	Kuo Hao Tseng

Name	Current Shareholding		Spouse & Minor Shareholding		Shareholdings under the title of a third party		Name and Relationship Between the Company's Top Ten Shareholders, or Spouses or Relatives Within Two Degrees		Remark
	Shares	%	Shares	%	Shares	%	Title(or Name)	Relation	
WEI-HSIN INDUSTRIAL CO., LTD Representative Zhuquan Huang	1,000,000	1.46%	0	0.00%	0	0.00%			
Citi Trustee Berkeley Capital SBL/PB Investment Account	675,000	0.98%	0	0.00%	0	0.00%			
HSBC (Taiwan) Commercial Bank Co., Ltd. is entrusted with the custody of the investment account of Goldman Sachs International, a British businessman	486,000	0.71%	0	0.00%	0	0.00%			

Note 1: All of the top 10 shareholders should be listed, and the names of corporate/juristic person shareholders and their representatives should be listed separately.

Note 2: The shareholding ratio (%) is calculated as the total numbers of shares respectively held by the shareholder, their spouse and minor children, or through nominees.

Note 3: Disclose the relationships among the above-listed shareholders, including corporate/juristic person shareholders and natural person shareholders, in accordance with the provisions of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

9. Total Ownership of Shares in Investee Enterprises: Not applicable.

IV. Information on Capital Raising Activities

1 Capital and Shares

a. Type of Stock

April. 30, 2023 / Unit: shares

Type of Stock	Authorized Capital					Remarks
	Issued Shares			Unissued Shares	Total	
	Listed	Unlisted	Total			
Registered Common Stock	685,735,000	-	685,735,000	314,265,000	1,000,000,000	

b. Sources of Capital

Unit : thousand NT\$ /thousand shares

Month / Year	Issued price	Authorized Capital		Paid-in capital		Remarks		
		Shares	Amount (NT\$)	Shares	Amount (NT\$)	Sources of Capital	Capital paid in by assets other than cash	Other
02/2000	10	30,000	300,000	28,000	280,000	Cash capital increase 80,500	-	Jan. 07, 2000 Approved by the Securities and Futures Administration Commission of the Ministry of Finance (89) Tai Cai Zheng (1) No. 110342
10/2000	10	30,000	300,000	30,000	300,000	Cash capital increase 20,000	-	July 10, 2000 Approved by the Securities and Futures Administration Commission of the Ministry of Finance (89) Tai Cai Zheng (1) No. 59071
02/2001	10	50,000	500,000	35,000	350,000	Cash capital increase 50,000	-	Nov. 17, 2000 Approved by the Securities and Futures Administration Commission of the Ministry of Finance (89) Tai Cai Zheng (1) No. 94043
.03/2002	10	50,000	500,000	38,500	385,000	Cash capital increase 35,000	-	Jan. 11, 2002 Approved by the Securities and Futures Administration Commission of the Ministry of Finance (90) Tai Cai Zheng (1) No. 178454
05/2003	10	50,000	500,000	47,500	475,000	Cash capital increase 90,000	-	Jan., 2003 Approved by the Ministry of Finance Securities and Futures Management Committee Tai Cai Zheng Yi Zi No. 09100169373

Month / Year	Issued price	Authorized Capital		Paid-in capital		Remarks		
		Shares	Amount (NT\$)	Shares	Amount (NT\$)	Sources of Capital	Capital paid in by assets other than cash	Other
03/2006	10	50,000	500,000	28,500	285,000	Reduce capital 190,000	-	Jan. 17, 2006 Approved by the Financial Supervision and Administration Commission of the Executive Yuan with the letter No. 0950101009
03/2006	10	50,000	500,000	42,500	425,000	Cash capital increase 140,000	-	Jan. 17, 2006 Approved by the Financial Supervision and Administration Commission of the Executive Yuan with the letter No. 0950101009
07/2007	13	50,000	500,000	50,000	500,000	Cash capital increase 75,000	-	July 19, 2007 Approved by the Financial Supervision and Administration Commission of the Executive Yuan with the letter No. 0960036398
10/2007		70,000	700,000	50,000	500,000	Modification of rated capital	-	Oct. 18, 2007 Approved by the Ministry of Economic Affairs with Letter No. 09601250100
10/2009		70,000	700,000	54,500	545,000	Capitalization of retained earnings 45,000	-	Oct. 12, 2009 Approved by the Ministry of Economic Affairs with Letter No. 09801235070
09/2010		70,000	700,000	56,135	561,350	Capitalization of retained earnings 16,350	-	Aug. 18, 2010 Approved by the Financial Supervision and Administration Commission of the Executive Yuan with the letter No. 0990043479
12/2010	15	70,000	700,000	60,635	606,350	Cash capital increase 45,000	-	Sep. 15, 2010 Approved by the Financial Supervision and Administration Commission of the Executive Yuan, Jinguanzhengfazi No. 0990050559
04/2012	10.17	70,000	700,000	60,649	606,490	Capitalization of employee stock option warrants 140	-	April 23, 2012 Approved by the Ministry of Economic Affairs with Letter No. 10101067840

Month / Year	Issued price	Authorized Capital		Paid-in capital		Remarks		
		Shares	Amount (NT\$)	Shares	Amount (NT\$)	Sources of Capital	Capital paid in by assets other than cash	Other
01/2013	10.17	70,000	700,000	60,785	607,849	Capitalization of employee stock option warrants 1,359	-	Jan. 22, 2013 Approved by the Ministry of Economic Affairs with Letter No. 10201016120
01/2014	10.17	70,000	700,000	61,850	618,499	Capitalization of employee stock option warrants 10,650	-	Jan.14, 2014 Approved by the Ministry of Economic Affairs with Letter No. 10301007850
01/2015	10.17	70,000	700,000	62,179	621,789	Capitalization of employee stock option warrants 3,290	-	Jan. 16, 2015 Approved by the Ministry of Economic Affairs with Letter No. 10401010100
02/2015	15.5	100,000	1,000,000	68,187	681,869	Cash capital increase 60,080	-	Feb. 04, 2015 Approved by the Ministry of Economic Affairs with Letter No. 10401021180
12/2015	10.17	100,000	1,000,000	68,213	682,130	Capitalization of employee stock option warrants 261	-	Dec. 25, 2015 Ministry of Economic Affairs approved the letter No. 10401277030
03/2016	14.62	100,000	1,000,000	68,374	683,735	Capitalization of employee stock option warrants 1,605	-	March 21, 2016 Approved by the Ministry of Economic Affairs with Letter No. 10501051150
03/2017	14.29	100,000	1,000,000	68,461	684,605	Capitalization of employee stock option warrants 870	-	March 15, 2017 Approved by the Ministry of Economic Affairs with the letter No. 10601031550
03/2018	13.81	100,000	1,000,000	68,544	685,438	Capitalization of employee stock option warrants 833	-	March 08, 2018 Approved by the Ministry of Economic Affairs with Letter No. 10701024870
04/2019	13.59	100,000	1,000,000	68,547	685,468	Capitalization of employee stock option warrants 30	-	April 01, 2019 Approved by the Ministry of Economic Affairs with the letter No. 10801028790

Month / Year	Issued price	Authorized Capital		Paid-in capital		Remarks		
		Shares	Amount (NT\$)	Shares	Amount (NT\$)	Sources of Capital	Capital paid in by assets other than cash	Other
03/2020	13.28	100,000	1,000,000	68,574	685,735	Capitalization of employee stock option warrants 267.5	-	March 30, 2020 Approved by the Ministry of Economic Affairs with Letter No. 10901041770

c. Information Relating to the Shelf Registration System : None.

d. Shareholder Composition

April. 30, 2023

Shareholder composition	Number of Shareholders	No. of shares held	Shareholding ratio
Government Agencies	0	0	0.00 %
Financial Institutions	7	434,000	0.63 %
Other Juridical Persons	202	10,718,065	15.63 %
Foreign Institutions & Natural Persons	51	10,383,746	15.14%
Domestic Natural Persons	31,359	47,037,689	68.60 %
Other	0	0	0.00 %
Total	31,619	68,573,500	100.00 %

Note: Primary TWSE and TPEX listed companies and Emerging Stock companies should disclose the shareholding ratio of Mainland Chinese investors. "Mainland Chinese investors" means citizens, legal entities, groups, or other institutions of the Mainland China area, or a company in which the same have invested in a third jurisdiction as provided in Article 3 of the Regulations Governing Permission for People from the Mainland Area to Invest in the Taiwan Area.

e. Distribution of Shareholding

April. 30, 2023
NT\$ 10 per share

Shareholder Ownership (Unit: Share)	Number of Shareholders	Ownership (Unit: Share)	Ownership (%)
1 ~ 999	21,478	667,551	0.97%
1,000 ~ 5,000	8,838	15,932,848	23.23%
5,001 ~ 10,000	745	6,167,284	8.99%
10,001 ~ 15,000	177	2,350,879	3.43%
15,001 ~ 20,000	141	2,659,000	3.88%
20,001 ~ 30,000	96	2,546,201	3.71%
30,001 ~ 40,000	33	1,207,681	1.76%
40,001 ~ 50,000	28	1,321,458	1.93%
50,001 ~ 100,000	44	3,226,926	4.71%
100,001 ~ 200,000	17	2,307,417	3.36%
200,001 ~ 400,000	9	2,454,260	3.58%
400,001 ~ 600,000	4	1,849,000	2.70%
600,001 ~ 800,000	1	675,000	0.98%
800,001 ~ 1,000,000	1	1,000,000	1.46%
1,000,001 以上	7	24,207,995	35.30%
Total	31,619	68,573,500	100.00%

f. List of Major Shareholders

April. 30, 2023

Shareholders	Shares	Total Shares Owned	Ownership (%)
Kuo Hao Tseng		6,643,285	9.69%
Keytech Investment Inc		6,019,869	8.78%
HSBC (Taiwan) Commercial Bank Co., Ltd. is entrusted to keep the investment account of Morgan Stanley International Co., Ltd.		3,009,162	4.39%
Chase Custodian JP Morgan Securities Co., Ltd. investment account		2,915,000	4.25%
RichMind Corp.		2,284,000	3.33%
Citigroup (Taiwan) Commercial Bank is entrusted with custody of the UBS European SE investment account		2,106,679	3.07%
Tepao Investment Limited		1,230,000	1.79%
WEI-HSIN INDUSTRIAL CO., LTD		1,000,000	1.46%
Citi Trustee Berkeley Capital SBL/PB Investment Account		675,000	0.98%
HSBC (Taiwan) Commercial Bank Co., Ltd. is entrusted with the custody of the investment account of Goldman Sachs International, a British businessman		486,000	0.71%

g. Market Price, Net Worth, Earnings, and Dividends per Share within the Last 2 Fiscal Years

Item \ Fiscal year		2021	2022	Year-to-date as at March 31,2023	
Market price per share (Note 1)	Highest	17.1	35.7	43.25	
	Lowest	11.4	13.95	24.55	
	Average	14.04	19.64	35.11	
Net worth per share (Note 2)	Before Distribution	10.96	11.23	11.31	
	After Distribution	Not distributed	Not distributed	To be distributed	
Earnings per share	Weighted Average Shares	68,574 thousand shares	68,574 thousand shares	68,574 thousand shares	
	Earnings Per Share	-1.50	0.28	0.08	
Dividends per share	Cash Dividends	-	-	-	
	Stock dividends	From retained earnings	-	-	-
		From capital reserves	-	-	-
	Accumulated Undistributed Dividend	-	-	-	
Return on investment analysis	Price/earnings ratio (Note 5)	-9.36	70.143	-	
	Price/dividend ratio (Note 6)	-	-	-	
	Cash dividend yield (Note 7)	-	-	-	

* If shares are distributed in connection with a capital increase out of earnings or capital reserve, further disclose information on market prices and cash dividends retroactively adjusted based on the number of shares after distribution.

Note 1: List the highest and lowest market price of common shares in each fiscal year and calculate the average market price by weighing transacted prices against transacted volumes in each respective fiscal year.

Note 2: Calculate the net worth per share based on the number of outstanding shares at year-end. Calculate the amount of distribution based on the amount resolved by the board of directors or resolved in the next year's shareholders meeting.

Note 3: If retrospective adjustments are required because of issuance of stock dividends, the earnings per share should be disclosed in the amounts before and after the retrospective adjustments.

Note 4: If equity securities are issued with terms that allow undistributed dividends to be accrued and accumulated until the year the Company makes profit, the amount of cumulative undistributed dividends up until the current year should be disclosed separately.

Note 5: Price/earnings ratio = average closing price per share for the year / earnings per share.

Note 6: Price / dividend ratio = average closing price per share for the year / cash dividends per share.

Note 7: Cash dividend yield = cash dividend per share / average closing price per share for the year.

Note 8: Net worth per share and earnings per share are based on audited (auditor-reviewed) data as at the latest quarter before the publication date of the annual report. For all other fields, calculations are based on the data for the current year as of the date of publication of the annual report.

h. Dividend Policy and Implementation Status

a).Dividend Policy

Articles	content
Article 21	<p>If the Company makes profits for the current year, the allocation of 5% to 10 % should be resolved as employee remuneration. The remuneration may be distributed in the form of shares or cash by a resolution adopted by the Board of Directors. The eligible recipients of employee remuneration may include employees at the subsidiaries of the Company who meet certain conditions. The Board of Directors shall resolve on the allocation of no more than 3% as the remuneration for Directors. The distribution of employee remuneration and director remuneration shall be reported to the shareholders' meeting.</p> <p>If the Company still records accumulated losses, the Company shall reserve a portion of its profit to make up for losses before allocating employee remuneration and director remuneration based on the percentages indicated in the preceding paragraph.</p> <p>If the Company posts a profit for the fiscal year, the Company shall first pay taxes in accordance with the law and make up for accumulated losses before setting aside 10% of the remaining earnings as legal reserve; however, no more earnings shall be set aside as legal reserve if the legal reserve amounts to the Company's total paid-up capital, and the remaining earnings shall be set aside as or reversed to special reserve in accordance with the law. If there are still earnings left thereafter, at least 50% of the remaining earnings shall be set aside as shareholder dividends according to the distribution plan proposed by the Board of Directors. Such distribution shall be carried out by a resolution adopted at the shareholders' meeting.</p>
Article 22	<p>Aero Win is still in its growth stage. Taking into account the growth features of the industry, sound financial structures and the rights and interests of investors, the dividend policy that the Company intends to adopt is "Balanced Dividend Policy." Dividends may be paid in both cash and shares in moderation. When the Company raises enough funds to meet the annual funds demand, at least 50% of the total annual dividends will be distributed as cash dividends.</p>

b. Proposed Distribution of Dividend

On February 17, 2013, the Board of Directors proposed the distribution of cash dividend as follows:

- (1). It is proposed not to distribute dividends to shareholders.
- (2). Employee remuneration and director remuneration are not distributed.

i. Effect Upon Business Performance and EPS Resulting of Stock Dividend Distribution Proposed at the Shareholders' Meeting: Not Applicable.

j. Employee Dividends and Remuneration to Directors and Supervisors :

(1) Percentages or ranges of remuneration of employees and directors under the Articles of Incorporation:

If the Company makes profits for the current year, the allocation of 5% to 10 % should be resolved as employee remuneration. The remuneration may be distributed in the form of shares or cash by a resolution adopted by the Board of Directors. The eligible recipients of employee remuneration may include employees at the subsidiaries of the Company who meet certain conditions. The Board of Directors shall resolve on the allocation of no more than 3% as the remuneration for Directors. The distribution of employee remuneration and director remuneration shall be reported to the shareholders' meeting.

If the Company still records accumulated losses, the Company shall reserve a portion of its profit to make up for losses before allocating employee remuneration and director remuneration based on the percentages indicated in the preceding paragraph.

(2)The Basis for estimating the amount of employee dividends and remuneration to directors and supervisors, for calculating the number of shares to be distributed as employee remuneration, and the accounting treatment of the discrepancy, if any, between the actual distributed amount and the estimated amount, for the current period.

- a. Basis for estimating the amount of employee dividends and remuneration to directors and supervisors in current year estimates are made at a certain percentage in the range specified in the Articles of Incorporation and approved by the board of directors
- b. Basis for calculating the number of shares to be distributed as employee remuneration. The calculation is based on the closing price on the preceding business day according to the board of directors.
- c. Should there be any significant changes to the amounts after the financial statements are approved and made public, the differences are recognized as a change in accounting estimate and will be adjusted in the following year.

(3) Remuneration approved by the board of directors

On February 17, 2023, the company's board of directors proposed to distribute employee dividends and remuneration to directors as follows :

a. Proposed bonus information

employee cash remuneration	0
employee share dividend	0
remuneration to the directors	0

b. Proposed employee profit-sharing compensation :

Amount of profit-sharing compensation	0
The amount of profit-sharing compensation distributed in stocks, and the size of that amount as a percentage of the sum of the after-tax net income for the current period.	0
The amount of profit-sharing compensation distributed in stocks, and the size of that amount as a percentage of the sum of total employee profit-sharing compensation.	0

c. Calculated earnings per share after considering the proposed distribution of employee bonuses and directors' remuneration: 0

(4) The actual distribution of employee, director, and supervisor profit-sharing compensation for the previous fiscal year (with an indication of the number of shares, monetary amount, and stock price, of the shares distributed), and, if there is any discrepancy between the actual distribution and the recognized employee, director, or supervisor profit-sharing compensation, additionally the discrepancy, cause, and how it is treated.

The actual distribution of the company's 2022 remuneration to employees and directors is as follows, and there is no difference from the amount recognized in the account.

Item	employee cash remuneration	employee share dividends	remuneration to the directors
Amount Proposed by the Board of Directors	0	0	0
Actual distribution amount	0	0	0
difference number	0	0	0

k. Buyback of Common Stock: None.

2. Corporate Bonds: None.

3. Preferred Shares: None.

4. Handling of overseas depository receipts: None.

5. Handling of employee stock option certificate: None.

6. New Restricted Employee Shares : None

7. Status of New Share Issuance in Connection with Mergers and Acquisitions: None.

8. Capital Utilization Plan and Its Implementation: Not applicable.

V. Operational Highlights

1. Business Content

(1) Scope of Business

1) Major content of business operations in the Company

- (1) CA03010 Heat treatment
- (2) CA04010 Surface treatments
- (3) CB01010 Mechanical equipment manufacturing
- (4) CC01010 Manufacture of power generation, transmission and distribution machinery
- (5) CD01060 Aircraft and parts manufacturing
- (6) F106010 Wholesale of hardware
- (7) F113010 Wholesale of machinery
- (8) F119010 Wholesale of electronic materials
- (9) F206010 Retail sale of hardware
- (10) F213080 Retail sale of machinery and tools
- (11) F219010 Retail sale of electronic materials
- (12) F401010 International trade
- (13) Z999999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

2) Current goods and services

- (2-1) Aircraft engine parts and components manufacturing - machining and sheet metal forming.
- (2-2) Manufacturing and regeneration of Ground Gas Turbine components for power generation.

3) New product development

Aircraft engine components	<ol style="list-style-type: none"> 1. Inner Ring - LEAP engine parts 2. Inner Liner – PW1200G/1700G engine parts 3. Outer Liner – PW1200G/1700G engine parts 4. Bulkhead - PW1200G/1700G engine parts 5. Hood – PW1200G/1700G engine parts 6. Vacuum chamber/blade
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(2) Industry overview

1) Overview of aviation industry

The aerospace industry encompasses the manufacture of a wide range of aircraft and spacecraft products (including aircrafts, passenger and military aeroplanes, and air sports) and is characterized as technology intensive, capital intensive and high value-added. Thus, many governments fully support its sustainable development. The production and manufacturing process is quite complex, which requires close cooperation between various industries. With the long-term support of the government for domestic industries, companies in this field have a high level technology for aviation manufacturing and maintenance, quality management and delivery, and has become an important partner of major international aviation manufacturers.

They maintain supply chain stability, elevate the technology of related industries, increase market competitiveness, and create derivative benefits.

According to “Air Cargo Market Analysis January 2022” released by the International Air Transport Association (IATA), the demand for air cargo in 2021 increased by 6.9% compared to 2019 and 18.7% compared to 2020. The demand was strong in December 2021. Since the International Air Transport Association began its cargo report in 1990, the growth rate of demand is only second to that in 2010 (20.6%), and 8.9 percent higher than the growth rate of global cargo trade (9.8%).

Due to COVID-19, the year-on-year results of monthly data in 2021 and 2020 are distorted. Unless otherwise stated, the year-on-year results in this paper are all compared with the normal demand data in 2019.

- In 2021, the global air cargo demand (calculated in terms of freight ton kilometers or "CTKs") increased by 6.9% compared to 2019 (international demand increased by 7.4%).
- The transport capacity in 2021 (calculated according to the available freight ton kilometers, or "ACTKs") was 10.9% lower than that in 2019 (the international transport capacity was 12.8% lower). Bottlenecks were encountered and the transport capacity was still limited.
- Freight demand improved in December; Global freight demand increased by 8.9% compared to 2019 (international freight demand increased by 9.4%). The growth rate was significantly higher than that in November (3.9% higher), which was the best performance since April 2021 (11.4% higher). The global transport capacity was 4.7% lower than that in 2019 (the international transport capacity was 6.5% lower).
- The available transport capacity is insufficient, but the profit and revenue growth were still generated. In the case of a decline in passenger transport revenue, it provides support for airlines and some long-distance passenger transport services. In December 2021, the freight rate is almost 1.5 times that of 2019.

Economy leads to growth in air cargo. Global cargo trade increased by 7.7% in November (latest data) compared to pre-pandemic periods. At the same time, global industry production is up by 4.0%. Inventory to sale ratio is rather low, giving air cargo an edge. Thus, manufacturers turned to air cargo to satisfy the demand.

Compared to container shipping, air cargo is highly competitive when it comes to cost. Recently, the COVID-19 has once again pushed up the infection level in many developed economies. There is a strong demand for personal protective equipment (PPE), which is usually transported by air.

- The supply chain bottleneck led to the slowdown in growth in November, making it a negative factor. Labor shortage, partly because employees are under quarantine, insufficient storage space in some airports, and backlog in production all put the supply

chain under pressure. Global supplier delivery time purchase manager index in December was 38. Although the number was below 50 and was usually favorable for air cargo, under current circumstances, due to supply bottlenecks, the delivery will be delayed.

- **Regional performance in 2021**

Compared with 2019, the regional performance of air cargo in 2021 is significantly different. North American airlines were the strongest, with international demand growing by 20.2% annually. Compared with 2019, the international demand of airlines in the Middle East and Africa achieved a two-digit growth rate in 2021 (10.6% and 11.3% respectively). The international demand of Asia Pacific and European airlines in 2021 increased by 3.6% compared with 2019. Compared to 2019, only Latin American airlines saw a 15.2% decline in international demand

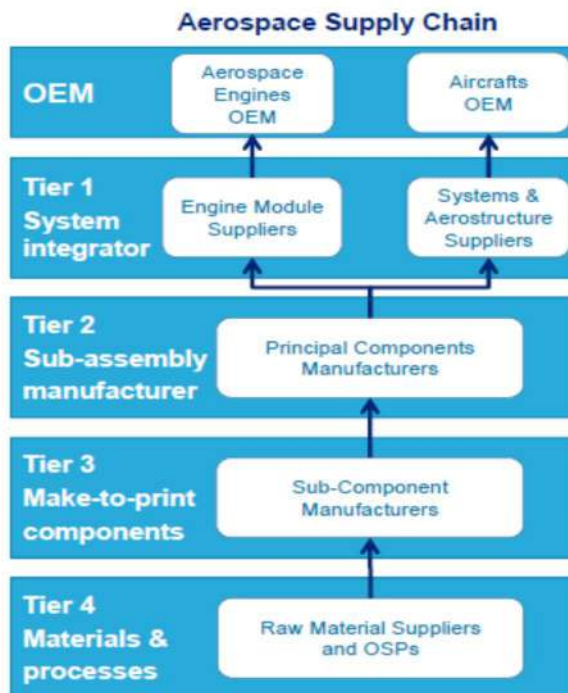
- **The international demand of Asia Pacific Airlines** in 2021 increased by 3.6% compared with 2019, and the international transport capacity decreased by 17.1%. Compared with the same period in 2019, the international demand of airlines in the region increased by 8.8% in December 2021. Demand for manufacturers remains strong, including Manufacturer demand . Compared with the same period in 2019, international transport capacity in December was still limited, down 10%.
- **The international demand of European airlines** in 2021 increased by 3.6% compared with 2019, while the capacity decreased by 17.4%. Compared with 2019, the international demand of airlines increased by 6% in December 2021. Compared with the period before the crisis, the international transport capacity in December 2021 decreased by 5.9%. European airlines are seriously affected by supply chain and airport congestion as well as local capacity constraints.
- **The international demand of Middle East Airlines** in 2021 increased by 10.6% compared with 2019, while the international capacity decreased by 10.1%. The growth slowed at the end of the year, partly because the freight volume of large Middle East Asia routes showed a downward trend. In December 2021, compared with December 2019, the international demand of airlines in this region increased by 5.7%. Compared with the same period in 2019, the international transport capacity in December decreased by 9.2%.
- **The international demand of Latin America Airlines** in 2021 was 15.2% lower than that in 2019, and the capacity was 30.2% lower. Latin America Airlines has experienced a challenging year, with several airlines undergoing a long restructuring. Nevertheless, the restructuring is coming to an end, and the performance in December is the best in 2021. Compared with December 2019, the international demand of airlines in this region decreased by 2.9%. Compared with the decline in November (13.4%), it is significantly improved. In December, the transportation capacity was still severely

limited, down 26.1% compared with that before the crisis.

- **The international demand of African airlines** in 2021 increased by 11.3% compared with 2019, while the international transport capacity decreased by 14.6%. Propelled by the strong Asian African routes, the growth of the region has been vigorous for most of the year. In December, international demand increased by 7.6% and international transport capacity decreased by 19.4%.

2) The Association of the Upper-, Middle- and Lower-Stream of Industries

In general, the international aerospace and aircrafts and engines supply chains adopt international vertical division of labor, and can be classified into 4 tiers: components/materials supplier (Tier 4), parts supplier (Tier 3), subsystems supplier (Tier 2), (cabin-mounted equipment, module segment critical components) and main structure supplier (Tier 1); and the top layer is the OEM of aircraft structure integration and aero engines which is shown in the chart below.



In the area of aircraft manufacturing, Boeing, Airbus, and Bombardier are the manufacturers of the whole aircraft. GE, Rolls-Royce, Snecma, Pratt & Whitney and their subsidiaries are the major aero engine manufacturers who are capable of providing engine and aircraft assembly to meet the requirements of Boeing, Airbus and Bombardier. The Company features aircraft components and belongs in Tier 3.

3) Aero engine manufacturing

The increase in global air transport, the rise of regional airlines, and the replacement of old models with high fuel consumption with new aircraft with more environmental efficiency

driven by the rise in oil prices all contribute to the increasing global demand for new aircraft. In turn, it will increase the demand for aero engine manufacturers and related components. Due to the long development and production time, the aerospace industry has strict requirements on technology and quality. Once recognized as a qualified supply chain manufacturer, a company is rewarded with long-term orders of 6 to 10 years. With the growth of air transportation and engine manufacturing, it will bring long-term benefits to manufacturers in the lower tier.

The suppliers of major international aviation manufacturers also face the pressure of price reduction from major customers. Therefore they follow the above model to find partners overseas in order to reduce costs and divide risks. Thanks to the rise of emerging markets such as Mainland China and India, as well as the increase of international business and tourists, the air passenger transport market in the Asia Pacific region has seen growth. In addition, the Asia Pacific region has the advantage of low manufacturing costs. Major European and American manufacturers have begun to move their orders for parts and components to the Asia Pacific region, making the Asia Pacific region gradually become an important sales market for the aviation industry as well as a hub for aviation parts and components production. This trend will result in the expansion of the operating scale of aviation parts manufacturers in Taiwan.

(3) Overview of Technology and R&D:

1) Research and development (R&D) expenses in recent years and up to the date of the issuance of the annual report

Year	2022	As of March 31, 2023
Total R & D Expenses (NT\$ thousands)	28,748	9,621

2) Successfully developed technology or products in the past three years

2-1. Cooling insert: tubular devices made of sheet metal with numerous small holes in them. Putting it into the blade can guide the airflow to the desired cooling part and prolong its life. 6 products for CFM56, Silver Crest , and PW1000G engines.

2-2. Sheet metal ring parts: A product that is shaped by bending and welding a flat plate into a circle. It can be used to weld the stator, and the related process can also be applied to the arc products around the engine. The latest product uses 5-axis laser to develop large-scale products. 7 products for CFM56, Silver Crest , and V2500 engines.

2-3. Machine ring parts: After machining to the finished size with a lathe, holes or grooves are set on it with a milling machine or a punching machine. 13 products for various engines.

2-4. Flanges: products that connect machined parts, sheet metal parts and honeycomb air seals and other components by means of welding and heat treatment. 5 products for Silver Crest engines.

2-5. Tubes: Bending and welding sheet metal into tubes to give them a shape, and then welding flanges at both ends. 5 products for CFM56 and Trent XWB engines.

2-6. Sheet metal: Sheet metal workpieces without or with only a small amount of welding required. 4 products for various engines.

2-7. Complex workpieces: products that cover a large number of forming and welding processes. 18 products for CFM56, Trent XWB, PW1500G, and PW1700G engines.

2-8. Aluminum alloy machine: 7 vacuum pump parts

(4). Business Development Plans in the Long and Short Run

The company has been engaged in the aerospace industry for more than 20 years.

With the accumulation of experience, it has mastered the following core technologies:

- 1) Forming, welding and machining of superalloys and titanium alloys
- 2) Heat treatment and surface treatment of superalloys
- 3) Quality assurance system and identification capability for aerospace level products

The short-term business development plan will be to focus on the continuous expansion and development of high-temperature segment advanced manufacturing processes and high-profit components in aero engines, and the continuous expansion of production capacity. The medium and long-term business development plan will be to gradually expand the market for Co Design aero engine components. Since 2009, the Company has received orders for parts of French Safran Transmission System XWB A350 engine, and received orders for parts of Belgian Safran Aero Booster SilverCrest engine in 2011. It has also received orders for parts of French Safran Aircraft Engines and Belgian Safran Aero Booster LEAP engine since 2013, and also received orders for parts of American Pratt&Whitney and Japanese KHI PW1000 series engines since 2015. We will make further significant adjustments in our engineering capacity and production capacity to have a solid foundation for developing such products

2. Market and production and sales overview

(1) Market analysis

	Forging Precision machining	Turbine nozzle Cooling blade	Various machining and thin plate components	Sheet metal spare parts
Main products	CC Liners Stator Rings Flanges	Bushing (Baffle) Cooling Inserts	Front / Rear Flange Oil Collector/Oil Cover Inlet Casing 、 Shroud Combustor	Brackets Toles Seal Sheet Metal Rings
Sales area	USA, Europe, Japan	Europe, Japan, USA	Europe, Japan	Europe, Japan
Market share	Customized products, so market share analysis is meaningless.	Above 70% on average	AWTC is the only supplier for most of our current products. Some components are used in XWB and PW1000 engines.	Some components are used in new SilverCrest/LEAP engines.
Growth	Growth is limited by investment in equipment.	The demand for cooling blades for ground engines is high.	High growth	High growth
Competitive niche	Producing similar products to expand the production scale and reduce costs.	Aero Win developed its own manufacturing process and its quality is superior to that of its competitors.	Aero Win has the ability to integrate multiple processes such as machining, sheet forming and welding	The labor cost is lower than that in Europe and the United States
Favorable Factors for development	We have accumulated years of production experience from our customers, which is quite helpful to reduce production costs.	Few international companies can provide such products	Only a few companies in the world can provide such products in a timely manner with low manufacturing costs	Such products are in huge demand and cannot be produced automatically because they are processed by senior technicians. Other suppliers are all in Europe and the United States, with high production costs

	Forging Precision machining	Turbine nozzle Cooling blade	Various machining and thin plate components	Sheet metal spare parts
Unfavorable factors for development	The processing equipment is expensive, and the process is highly replaceable. Due to the heavy weight of the products, the transportation cost is high, reducing the cost competitiveness	This product is a key part of aero engine, and some companies have listed it as external control product	Due to the special process involving high-level technology, high-level technology and quality control engineers are required	Technicians are not readily available in the job market and need to be trained for a long time
Countermeasures	Prudently evaluate the scale and timing of production expansion	Contend for items for ground engine (uncontrolled)	Hire technicians with relevant work experience	AWTC trains our own employees.

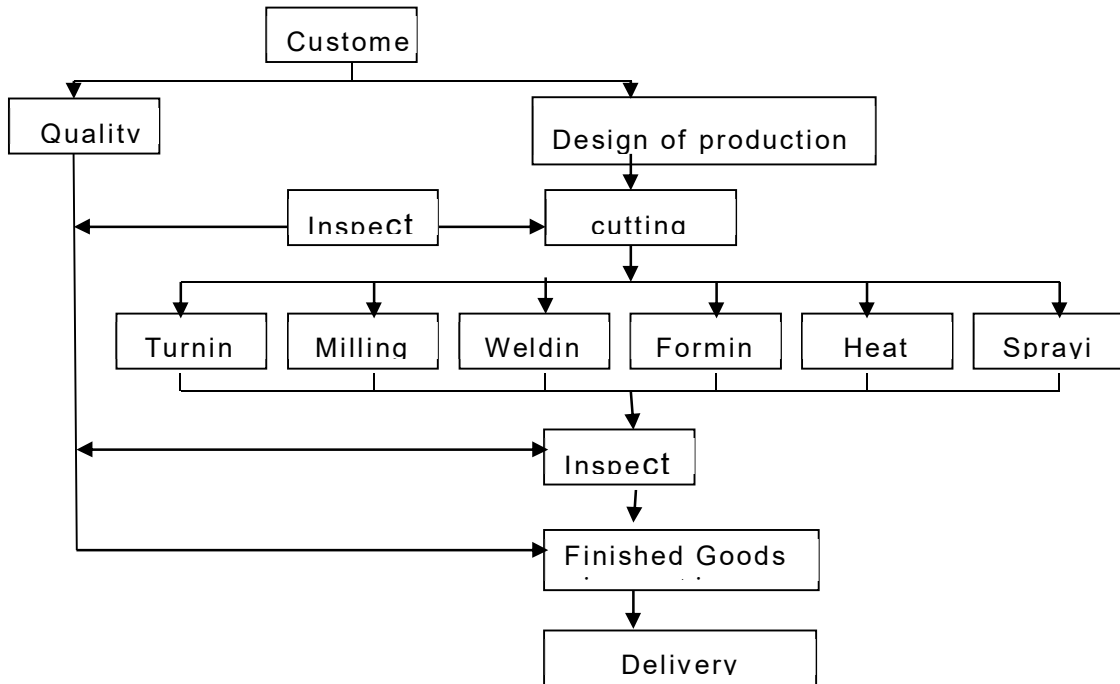
(2) Purpose and production process of main products

① Purpose of main products

Product Items		Main purpose
1.Aircraft engine components		Generate the propulsion required for aircraft flight
components	1.Oil Collector	Provide air sealing function of different pressure sections of turbine engines
	2.Rear Flange Front Flange	High and low air chamber isolation
	3.Cover Oil Inlet	Engine spindle end support lubrication
	4.Bearing support	Second section bearing pedestal of engine spindle
	5.Upper shroud	Engine gearbox oil pipe protection
	6.Lower shroud	Engine gearbox oil pipe protection
	7.Casing SAGB Lower	Engine gearbox protective cover
	8.Transfer tube	Drive line parts
	9. Combustion Chamber	It can withstand high temperature combustion and generate power after being mixed with high-pressure gas
Cooling Insert products	10.Bushing	It is used inside high-temperature blades to introduce cooling gas to maintain the life of turbine blades
Ring products	11.C.C.Liner	The engine combustion chamber can withstand high temperature combustion and generate thrust after mixing and exploding with high-pressure gas
	12.Stator Ring	The engine compresses the stator, which can guide the high-pressure gas in the positive direction to improve the engine efficiency
	13.Inner Ring	The inner ring of the compression blade is used to assemble the fixed compression section
	14.Outer Shroud	Outer ring of compressor blade is used for assembling fixed compression section
Other products	1.Bracket	Support and stabilize various pipelines and lines of the engine
	2.Toboggan	Air flow guiding parts
	3.Toles	Air flow path drag reduction device
2.Gas turbine components for power generation		Power generation
Other products	1.Combustion Chamber	It can withstand high- temperature combustion and generate power after mixing with high-pressure gas
	2.Transmission guide	Introduce high-pressure gas into each combustion cylinder to produce uniform combustion

Product Items	Main purpose
3.Cooling Insert	Introduce high pressure gas into the turbine stationary blade to reduce the temperature of the stationary blade, so as to maintain the life of the turbine blade

② Production process of main products



(3) Supply Status of Main Materials

The raw materials of our main products must be certified by aerospace industries. At present, most of them rely on imports. Recently, we have established good cooperative relations with foreign mill and purchase materials directly from them. Therefore, the cost of raw materials can be reduced and the quality is high and stable.

Product Group	Major Raw Materials	Source of Supply	Supply Situation
Super Alloy	Powder.	Foreign suppliers	The supply is stable and abundant
Super Alloy	Sheet Metal	Foreign suppliers	Most of the suppliers are assigned and certified by customers. The quality is stable.
Super Alloy	Forging	Foreign suppliers	The suppliers are assigned and certified by customers. The quality is stable.
Super Alloy	Casting	Foreign suppliers	The suppliers are assigned and certified by customers. The quality is stable.
Super Alloy	Bar	Domestic and Foreign suppliers	Both domestic and foreign suppliers are certified by customers, and the quality is stable.
Super Alloy	Swirler	Foreign suppliers	The suppliers are assigned and certified by customers. The quality is stable.

(4) The Names of the Customers Each Accounted for More than 10% of the Purchase (Sales) and the Amount and Proportion of Purchase (Sales) in any of the Last 2 Years, and the Reasons for the Changes.

1) The List of Customers Each Accounted for More than 10% of the Purchase in the Last 2 Years

Unit: NT\$ thousands

Item	2021				2022				As of the previous quarter of 2023(Note 2)			
	Company Name	Amount	% of Total Net Revenue	Relation with AWTC	Company Name	Amount	% of Total Net Revenue	Relation with AWTC	Company Name	Amount	% of Total Net Revenue	Relation with AWTC
1	F	27,954	23	None	F	53,976	30	None	F	12,695	18	None
2	D	25,217	20	None	H	21,893	12	None	H	8,927	13	None
3	H	14,362	12	None	A	10,076	6	None	A	7,583	11	None
4	A	941	1	None	D	3,860	2	None	D	249	0	None
5	OTHERS	54,949	44	None	OTHERS	88,313	50	None	OTHERS	41,258	58	None
	Net purchases	123,413	100		Net purchases	178,118	100		Net purchases	70,712	100	

Note 1: List all suppliers accounting for 10 percent or more of the Company's total procurement amount in the 2 most recent fiscal years and the amounts bought from each and the percentage of total procurement accounted for by each. If the company is prohibited by contract from revealing the name of a supplier, or a trading counterparty is an individual person who is not a related party, it may use a code in place of the actual name

Note 2: If, up to the date of publication of the annual report for a TWSE or TPEX listed or Emerging Stock company, there is any financial data audited and attested or reviewed by a CPA for the most recent period, it shall also be disclosed.

2) The List of Customers Each Accounted for More than 10% of the Sales in the Last 2 Years:

Unit: NT\$ thousands

Item	2021				2022				As of the previous quarter of 2023			
	Company Name	Amount	% of Total Net Revenue	Relation with AWTC	Company Name	Amount	% of Total Net Revenue	Relation with AWTC	Company Name	Amount	% of Total Net Revenue	Relation with AWTC
1	a	157,617	45	None	a	211,980	47	None	a	65,253	53	None
2	c	83,769	24	None	d	69,894	16	None	c	36,224	13	None
3	d	38,568	11	None	c	60,630	13	None	b	18,675	11	None
4	b	32,930	9	None	b	46,155	10	None	d	14,788	9	None
5	OTHERS	38,626	11	None	OTHERS	60,877	14	None	OTHERS	26,705	14	None
	Net Sales	351,510	100		Net Sales	449,536	100		Net Sales	161,645	100	

(5) Production Volume and Value in the Last 2 Years:

Unit: NT\$ thousands

Production Year	2021			2022		
	production capacity	production output	production value	production capacity	production output	production value
Major Products						
Aero Engine Parts	0	110,238	379,466	0	176,766	423,531
Others	0	25	711	0	41	976
Total	0	110,263	380,177	0	176,807	424,507

(6) Sales in the Last Two Years

Unit: NT\$ thousands

Shipments & Sales Year	2021				2022			
	Local		Export		Local		Export	
	Volume	Value	Volume	Value	Volume	Value	Volume	Value
Major Products (or departments)								
Aero Engine Parts	8,142	4,714	106,943	345,737	12,227	13,092	154,060	435,148
Others	598	748	4,000	311	117	1,296	0	0
Total	8,740	5,462	110,943	346,048	12,344	14,388	154,060	435,148

3.Information of employees in last two years

Note: Information for the current year as of the printing date of the annual report

Year		2021	2022	As of March 31,2023
Number of Employees	Technical staff	20	20	27
	Operator	137	127	146
	Administration staff	51	48	44
	Total	208	195	217
Average Age		40.12	40.37	39.22
Average years of service		10.25	10.46	9.42
Education	Ph.D.	0.9%	1.0%	0.9%
	Master	7.2%	8.2%	7.4%
	Junior college	51.0%	50.3%	49.3%
	High School	39.0%	39.0%	41.0%
	Below High School	1.9%	1.5%	1.4%

4. Disbursements for environmental protection

1) Environmental Protection Expenditures According to regulations, the company has to apply and receive permits for the establishment of anti-pollution facilities and pollution effluent, pay pollution prevention fees, or designate environmental personnel. The status of the measures mentioned above is as follows:

The Company is a manufacturer of commercial airliner engine parts and important airframe structural parts. Most of these parts are made of metal materials such as superalloy plates and forging materials. The Company obtains raw materials through procurement and customer supply. The main process focuses on the production of parts and inspection. The iron filings and scraps generated during the production process are classified according to the type of material, and are stored in a centralized manner and sold to professional material dealers for recycling and smelting; the cutting and lubricating oil products after machines are replaced are outsourced to professional and qualified processing manufacturers for recycling and processing. Special inspection facilities also set up proper protection and control measures in accordance with relevant laws and regulations. General waste includes cardboard boxes, foam, plastic bags, and general waste generated by employees. These materials are classified and recycled according to regulations.

In addition, the Company produces about 90 CMD of waste water per day due to the production and living process. After pre-treatment by waste water treatment equipment to meet the release water standard stipulated by the Xinying Industrial Zone, it will be included in the sewage sewer of the industrial zone uniformly. The pipe is discharged to the sewage plant in the industrial area for final treatment. After the pre-treatment of the company's waste water treatment equipment, the inorganic sludge produced shall apply for the waste disposal code D-0902 and be approved by the Environmental Protection Bureau. Clearance operators properly clear and transport.

AWTC adopts energy-saving design when building or renovating factories and offices, and gradually replaces traditional energy-consuming mercury vapor in factories and traditional T8 lamps in offices with low-wattage LED lamps, and continues to improve energy efficiency in our production. Besides, the Company advocates the policy of turning off power and switches whenever possible. This not only saves costs, but also reduces the greenhouse effect and carbon dioxide emissions.

2) The Company's investment on the major anti-pollution facilities, the use purpose of such facilities and the possible effects to be produced:

March 31, 2023

Unit:NT\$thousand

Name of equipment	Quantity	Date acquired	Cost	Unreduced balance	Purpose and potential benefits
Central dust collection equipment in NC grinding area	1	2007-08-29	223	-	Reduce dust pollution in the air inside plants
Bag type dust collection and filtration equipment in sand blowing room	1	2008-01-09	380	-	Reduce dust pollution in the air inside plants
30HP dust collection equipment	1	2013-11-25	662	-	Reduce dust pollution in the air inside plants
5HP dust collection equipment	1	2019-04-30	232	-	Reduce dust pollution in the air inside plants

3) Describing the process undertaken by the Company on environmental pollution improvement for the most recent 2 fiscal years and up to the prospectus publication date. If there had been any pollution dispute, its handling process shall also be described: None.

- 4) Disbursements for environmental protection: any losses suffered by the company in the most recent fiscal year and up to the annual report publication date due to environmental pollution incidents (including any compensation paid and any violations of environmental protection laws or regulations found in environmental inspection, specifying the disposition dates, disposition reference numbers, the articles of law violated and the content of the dispositions) and disclosing an estimate of possible expenses that could be incurred currently and in the future and measures being or to be taken. If a reasonable estimate cannot be made, an explanation of the facts of why it cannot be made shall be provided: None.
- 5) Explaining the current condition of pollution and the impact of its improvement to the profits, competitive position and capital expenditures of the Company, as well as the projected major environment-related capital expenses to be made for the coming 2 fiscal years:
The Company currently has no case of significant environmental violation, but due to severe water shortages in recent years, in order to effectively utilize limited water resources, it is estimated that the environmental protection expenditure in the next two years will be focused on the construction of waste water recycling systems, water storage towers, and routine maintenance of pollution prevention facilities and related pollution prevention and control expenses.

OSH INDICATORS REPORT

In accordance with Occupational Safety and Health Act, AWTC has an OSH management system in place to provide a safe and healthy working environment. environmental risks and safety hazards are reduced accordingly. Besides, consultation and participation in OSH activities are encouraged.

Employees are asked to fill in the checklist of an electronic human-factor identification system, and 25 types of highly-repetitive human risk jobs are identified as a result. With the help of the health checkup questionnaires and sick leave recorders, employees who have to take a sick leave due to their sore muscles are given special care and attention. They are also scheduled for an interview with occupational health specialists. The overall satisfaction rate for the checklist is 100%.

AWTC provides regular health checks that are above the standard regulated in the law. 5 OSH activities are organized this year with 90% of the staff participating. 188 employees have health checks, 25% of whom have negative test results. They are scheduled for a follow-up.

In accordance with Occupational Safety and Health Act, AWTC set up an Occupational Safety and Health Committee with 11 members. The Committee consists of OSH personnel, heads of relevant divisions and labor representatives. The number of labor representatives is 4, and the ratio is more than one third of the quorum. The Company holds 4 OSH meetings on a regular basis every year to review OSH training, health management, and occupational diseases prevention. Measures for improvement are proposed, proposals concerning OSH matters are also discussed. Meeting minutes are made public afterwards.

In accordance with the law, every employee is required to familiarize themselves with OSH regulations and the Company's OSH system. OSH training are provided regularly to promote OSH awareness and culture. 188 people participated in the training with an average training time of 6 hours.

Major health issues that employees face include excessive BMI, lack of exercise, irregular meals, and snacking on food from convenience stores. After OSH sessions, 3H indicators and BMI index both show a downward trend.

Contractors are our important partners. To ensure contractors' safety, each plant informs them of possible hazards, monitors their safety and have various mechanism in place to enhance their OSH management. AWTC establishes a qualification review system for contractors. Contractors will fill in the qualification review form. After relevant units go over the form, they will classify and establish a "Contractor Qualification List". Those who are listed as qualified contractors will be given priority by the procurement department and invited for bids. This system will help the procurement unit to have a good grasp on the source of contractors in advance, and at the same time improve the practical needs of construction quality and occupational safety standards for contracted operations.

OSH management system has been implemented in accordance with CNS 45001.

Through project inspection and review, systematic classification of disasters, risk assessment, safe operation standard procedures, and scientific methods, AWTC achieves its goal of reducing disasters.

40% of all accidents this year (including contractor accidents) are high-risk jobs for grassroots technicians. Main reasons for injuries are cut injuries (98%) and traffic accidents (2%).

Medical staff, safety and health personnel, and personnel from various departments will jointly handle OSH matters. Contractors are required to implement health checks for their employees, and control construction personnel under their jurisdiction to prevent them from engaging in operations unsuitable for them. In the past 3 years, no death results from occupational diseases and no case of occupational diseases or work-related diseases diagnosed by occupational medicine specialists is reported.

5. Labor Relations

A. The company's various employee welfare measures, advanced education, training, and retirement systems and their implementation, as well as the agreement between labor and management and various employee rights and interests protection measures:

1. Employee benefit measures

(1) Regular Working Hour:

Comply with Labor Standards Act, working 8 hours/day, weekends off.

(2) Flexible Leave Program:

- a. Comply with Labor Standards Act and Act of Gender Equality in Employment, annual leave, sick leave, marital leave, maternity leave, paternity leave, compassionate leave, menstruation leave, family care leave and prenatal checkup leave.
- b. Optional leaves for a minimum of 30 minutes.
- c. Act of Gender Equality in Employment, and the right to resume is preserved.
- d. For the number of days that employees have not taken special leave due to the end of the year or the termination of the contract, the unpaid wages will be paid on a daily basis to protect employees rights and interests.

(3) Retirement system:

- a. Comply with corporate pension contribution plan, we provide full funding for employees' retirement from old policy. As for new policy adapter, we contribute 6% pension fund out of full salary to individual account in Bureau of Labor Insurance while employees are also able to personally contribute up to 6% pension fund.
- b. Retired employees are able to resume, new position will be arranged base on individual competence.

(4) Multiple welfare items:

- a. Staff dorm, canteen reimbursement, library, nursery room, holiday bonus, birthday bonus, profit sharing bonus, year-end bonus, annual health check-up, vehicle parking space, staff travel subsidy, marital subsidy, death subsidy, and other legitimate bonuses.
- b. Group insurance (accidental death, injury and hospitalization) included. Travel accident insurance included for business trip participants.

(5) Education and training at the right place:

- a. We highly value educational training program. For newly recruited talents, pre-job professional training is fundamentally developed. For our current employees, we target our training base on individual needs and long-term necessities in hope to uplift overall organization efficiency and meet our clients' satisfaction.
- b. We establish well-rounded training plan base on each division annual feedback to effectively equip our employees.

2. Measures to protect employees' rights and interests

Whether in operation or management, the company fully complies with relevant labor laws and regulations such as the Labor Standards Act. Employees are guaranteed labor insurance, health insurance and a full 6% labor pension on the first day of employment, equal pay for equal work for men and women, prohibiting the employment of underage child labor, Comply with the minimum wage limit, set up a labor retirement reserve supervision committee, a labor-management meeting, and strictly abide by relevant laws and regulations.

B. Losses suffered due to labor disputes in the most recent year and up to the date of publication of the annual Report: None.

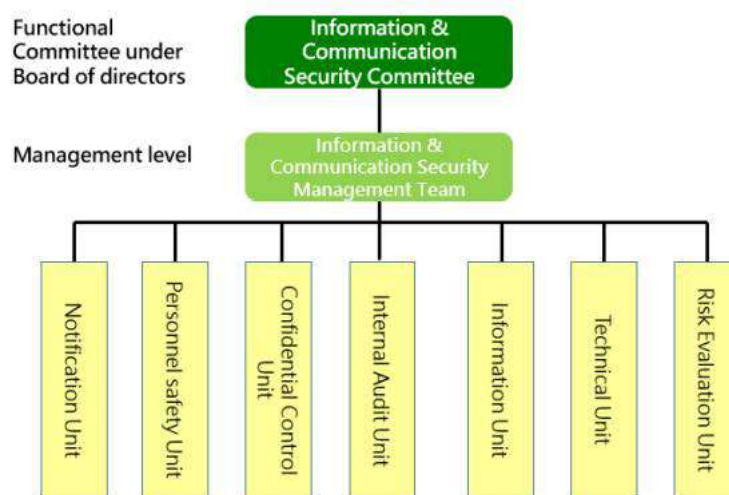
6. Information-Communication Security Management

6.1 Information-communication security risk management framework, Information communication security policy, specific management programs and resources invested in information-communication security management:

6.1.1 Information-communication security risk management framework

6.1.1.1 AWTC has established “Information & Communication Security Committee”, approved by the Board of Directors , to strengthen the information security management. The committee is convened by independent directors who serve as the chairman, and the meetings held at last once a year.

6.1.1.2 The company has set up "Information Security Management Team", with the vice president serve as the convener, members including the information security officers of each department , and the meeting is held once a year to review the information security management.



6.1.2 Information communication security policy

AWTC ’s information communication security policy is also disclosed at website http://www.aerowin.com/en/Content_Layout.php?Id=p8-6

1. The purpose of information security

To enhance the security of the Company's information and communication operations and to prevent unauthorized access, use, control, leakage, destruction, tampering, destruction or other infringement of information and communication systems or information to ensure their confidentiality, integrity and availability. To comply with relevant laws, regulations and customer requirements in order to smoothly promote the Company's various businesses, thereby gaining the trust of customers, enhancing competitive advantages and ensuring the sustainable operation of the Company.

2. Management objectives

2.1 To ensure the confidentiality, integrity and availability of the Company's business information and the sustainable operation of the Company.

2.2 To meet or exceed information security related laws, regulations, and customer information security requirements and testing to achieve continuous and safe business operations.

2.3 To establish and continuously improve the information and communication security management system to ensure the security of the Company's information and communication and effectively reduce the risk of theft, misuse, leakage, tampering or destruction of information assets caused by human negligence, intentional or natural disasters, etc.

3. Scope of Application

This policy applies to our employees, vendors and third party personnel who access our business information or provide services.

4. Organization

The Company has a functional committee at the Board of Directors level, the "Information & Communication Security Committee", which is chaired by an independent director elected by all members, and meets at least once a year. Under this committee, an inter-departmental task force is established at the management level - the "Information and Communication Security Management Team", with the Vice President as the convener, responsible for the planning and implementation of the Company's information and communication security policies, and the formulation of the Company's information and communication security management, crisis notification and emergency response handling.

5. Management Principles

The management of information and communication security covers 14 management items to avoid the occurrence of improper use, leakage, tampering, and destruction of data due to human negligence, intentional or natural disasters, and other factors that may bring various risks and hazards to the Company. Management matters are as follows.

5.1 Information Security Policy

5.2 Organization of information security

5.3 Human resource security

5.4 Asset management

5.5 Access Control

5.6 Cryptography

5.7 Physical and environmental security

5.8 Operational security

5.9 Communication security

5.10 System acquisition, development and maintenance

5.11 Provider relationships

5.12 Information Security Incident Management

5.13 Information security aspects of business continuity management

5.14 Compliance

6. Responsibility

6.1 The Ares Security Committee shall review this policy and the related management system, and report to the Board of Directors annually on the results of the project.

6.2 The "APC Security Management Team" shall review and revise this policy and the specific management plan in a timely manner to ensure that the policy meets current needs.

6.3 The Information Security Management Unit shall implement this policy through appropriate standards and procedures, and develop awareness of information security risks for all employees.

6.4 Department heads shall proactively promote and require their staff to understand and comply with this Security Policy and all ICT security related requirements.

6.5 All Company employees, suppliers or third party personnel who have access to relevant business information shall comply with the requirements of this policy.

6.6 It is the responsibility of all Company personnel to report any potential ATC security incidents or ATC security weaknesses, and the ATC Security Management Team will be responsible for prevention and improvement.

6.7 Any intentional violation of APC security will be subject to liability for relevant regulations or legal actions.

6.8 Relevant information security measures or regulations shall comply with the requirements of current laws and regulations.

7. Evaluation and Review

This information security policy shall be approved by the general manager and evaluated every year or re-evaluated when there are significant changes in the organization. According to the evaluation results, the policy shall be revised as necessary.

8. Announcement and Implementation

This policy shall be reviewed and approved by the "Information Security Committee" at the Board of Directors level, and the implementation date shall be announced and disclosed on the Company's intranet and official website or in the annual report, and shall be amended as well.

6.1.3 Information communication security management programs

6.1.3.1 AWTC builds a complete information security infrastructure and protection system from gateway management and control, endpoint protection, intranet monitoring and protection, information security joint defense, and defense business entity isolation zone control. The implementation of information communication security management are as follows:

- Passed information security assessments from customer

- Formulated regulations of personal data protection; and controlling operations related to computerized information systems.
- Adopted information communication security inspection in annual internal audit.
- Held social engineering every six months to raise awareness.
- Screened and blocked junk emails.
- Effectively defended against advanced persistent threat (APT) attacks.
- Maintained availability of critical information systems.
- Information Security Improvement and Protection Effectiveness:
- Level 1: block entry and exit border protection, such as zombie computers, fishing websites, malicious IP addresses and etc.
- Level 2: advanced firewall that successfully blocking external attacks and APT malicious attacks.
- Level 3: effectively block advanced persistent threat (APT) attack letters.
- Strengthen prevention and control of the spreading of virus emails by targeting suspicious emails notified by employees.
- Establish an information security monitoring center and cooperate with external information security to effectively prevent attacks in the first place.

6.2 Losses incurred due to material cybersecurity events during the last year and as of the date of the publication of this annual report, and disclosure of estimated amount that may occur at present or in the future and countermeasures; for those that can't be reasonably estimated, please describe the facts that can't be reasonably estimated: None.

7. Important Contracts

Contractual Type	Customer	Contract Starting and ending date	Main Content	Restrictions
Sales contract	Snecma	2013/1/23~end of CFM life	About 300000 CFM56 engine parts and components in total	N/A
Sales contract	Safran Aircraft Engines	2021/1/1-2025/12/31	About 14,000 LEAP engine components	N/A
Sales contract	Safran Aero Boosters	2012/11/21~2030/12/31	About 4000 CF34 engine components in total	N/A
Sales contract	Safran Aero Boosters	2020/12/31~2025/12/31	CFM, LEAP, GENX Engine Parts Manufacturing Extension Case	N/A
Sales contract	Safran Aero Boosters	2020/12/31~2025/12/31	Passport20 Engine Parts Manufacturing Case	N/A
Sales contract	Safran Transmission Systems	2021/1/28~2025/12/31	Trent XWB/CFM56 零件製造延展案 Trent XWB/CFM56 Parts Manufacturing Extension Case	N/A
Sales contract	MTU	2018/01/01~2027/12/31	PW2000, PW4000 and about 10000 V2500 engine supports in total	N/A
Sales contract	Pratt&Whitney	2021/1/1~2030/12/31	NGPF NEO Parts Manufacturing Extension Case	N/A
Sales contract	AIDC	2017/11/23~2026/12/31	About 5000 pieces of AS907, F124 and other engines' air hoods, intake casings, blades, air bees, sealing rings and heat treatment processes	N/A
Long-Term Loan Contracts	Hua Nan Commercial Bank, Ltd.	2015-2030	Secured Loan 、 Unsecured Loan	N/A
Long-Term Loan Contracts	Yushan Bank	2022-2025	Unsecured Loan	N/A
Long-Term Loan Contracts	Changhua Bank.	2019-2027	Secured Loan 、 Unsecured Loan	N/A
Long-Term Loan Contracts	First Commercial Bank	2019-2024	Unsecured Loan	N/A

VI. Financial Information

6.1 Five-Year Financial Summary

6.1.1 Condensed Balance Sheet

Unit: NT\$ thousands

Item	Fiscal Year	Financial Information for Most Recent 5 Fiscal Years					As of March 31 of the current fiscal year (Note 3)
		2018	2019	2020	2021	2022	
Current assets (Note 2)		791,813	868,952	841,141	761,398	830,244	883,021
Property, Plant and Equipment		578,308	569,133	547,799	490,385	470,206	465,821
Intangible assets		27,168	26,019	20,805	16,123	12,789	12,614
Other assets (Note 2)		77,979	51,220	24,690	27,121	38,471	37,163
Total assets		1,475,268	1,515,324	1,434,435	1,295,027	1,351,710	1,398,619
Current liabilities	Before distribution	389,275	432,866	195,415	206,506	227,282	263,984
	After distribution	423,548	463,724	195,415	206,506	227,282	263,984
Non-current liabilities		174,213	159,810	385,932	337,243	354,180	358,962
Total liabilities	Before distribution	563,488	592,676	581,347	543,749	581,462	622,946
	After distribution	597,761	623,534	581,347	543,749	581,462	622,946
Equity attributable to owners of the parent company		911,780	922,648	853,088	751,278	770,248	775,673
Share capital		685,438	685,735	685,735	685,735	685,735	685,735
Capital surplus		53,166	53,264	53,264	53,264	53,264	53,264
Retained earnings	Before distribution	173,176	183,649	114,089	12,279	31,249	36,674
	After distribution	138,903	152,791	114,089	12,279	31,249	36,674
Other equity		-	-	-	-	-	-
Treasury shares		-	-	-	-	-	-
Non-controlling interests		-	-	-	-	-	-
Total equity	Before distribution	911,780	922,648	853,088	751,278	770,248	775,673
	After distribution	877,507	891,790	853,088	751,278	770,248	775,673

*A company that has compiled parent company only financial statements shall also compile parent company only condensed balance sheets and statements of comprehensive income for the most recent 5 fiscal years.

*A company that has adopted the International Financial Reporting Standards for its financial information for less than 5 fiscal years shall additionally prepare Table (2) below presenting its financial information under the Enterprise Accounting Standards of the R.O.C.

- Note 1: If the information for any fiscal year has not been audited and attested by a CPA, this fact shall be noted.
- Note 2: If the company that has conducted any asset revaluation in a fiscal year, it shall state the date of the asset revaluation and the amount of the revaluation increment.
- Note 3: If, up to the date of publication of the annual report for a TWSE or TPEX listed or Emerging Stock company, there is any financial data audited and attested or reviewed by a CPA for the most recent period, it shall also be disclosed.
- Note 4: For the “after distribution” figures above, please fill in the amounts based on the amount resolved by the board of directors or resolved in the next year's shareholders meeting.
- Note 5: If the competent authority has notified the Company to make a correction or restatement to its financial information, this table shall be prepared based on the corrected or restated figures, and a note shall be given specifying the specific circumstances and reasons.
- Note 6: The profit distribution plan has not yet been resolved by the shareholders' meeting, so the amount after the profit distribution is temporarily listed as the amount before the distribution.

6.1.2 Condensed Statement of Comprehensive Income

Unit: NT\$ thousands

Item	Fiscal year	Financial Information for Most Recent 5 Fiscal Years					As of March 31 of the current fiscal year
		2018	2019	2020	2021	2022	
Operating Revenue		774,548	771,103	397,072	351,510	449,536	161,645
Gross Profit		148,038	154,015	32,634	-29,757	51,782	30,215
Operating Income		41,563	45,147	-56,997	-107,269	-28,447	8,691
Non-operating income and expenses		16,761	10,462	13,542	3,835	47,362	-3,266
Profit Before Income Tax		58,324	55,609	-43,455	-103,434	18,915	5,425
Net income for the period from continuing operations		47,778	44,593	-39,467	-102,948	18,915	5,425
Loss from discontinued operations		-	-	-	-	-	-
Net income (loss) for the period		47,778	44,593	-39,467	-102,948	18,915	5,425
Other comprehensive income (loss) for the period (net of Income Tax)		883	153	765	1,138	55	-
Total comprehensive income for the period		48,661	44,746	-38,702	-101,810	18,970	5,425
Net income attributable to owners of parent		47,778	44,593	-39,467	-102,948	18,915	5,425
Net income (loss) attributable to non-controlling interests		-	-	-	-	-	-
Total comprehensive income attributable to owners of parent		48,661	44,746	-38,702	-101,810	18,970	5,425
Total comprehensive income, attributable to non-controlling interests		-	-	-	-	-	-
Earnings per share		0.70	0.65	-0.58	-1.50	0.28	0.08

*A company that has compiled parent company only financial statements shall also compile parent company only condensed balance sheets and statements of comprehensive income for the most recent 5 fiscal years.

*A Company that has adopted the International Financial Reporting Standards for its financial information for

less than 5 fiscal years shall additionally prepare Table (2) below presenting its financial information under the Enterprise Accounting Standards of the R.O.C.

Note 1: If the information for any fiscal year has not been audited and attested by a CPA, this fact shall be noted.

Note 2: If, up to the date of publication of the annual report for a TWSE or TPEx listed or Emerging Stock company, there is any financial data audited and attested or reviewed by a CPA for the most recent period, it shall also be disclosed.

Note 3: For loss from discontinued operations, the net amount after deduction of income tax shall be stated.

Note 4: If the competent authority has notified the Company to make a correction or restatement to its financial information, this table shall be prepared based on the corrected or restated figures, and a note shall be give specifying the specific circumstances and reasons.

6.1.3 External Auditors and Their Audit Opinions in the Last 5 Years

Year	Accounting Firm	Name of CPA	Audit Opinion
2018	Deloitte & Touche	Chi-Chen Lee, Chao-Chin Yang	Unqualified Opinion
2019	Deloitte & Touche	Chi-Chen Lee, Chao-Chin Yang	Unqualified Opinion
2020	Deloitte & Touche	Chi-Chen Lee, Chao-Chin Yang	Unqualified Opinion
2021	Deloitte & Touche	Teng-Wei Wang, Chao-Chin Yang	Unqualified Opinion
2022	Deloitte & Touche	Teng-Wei Wang, Chao-Chin Yang	Unqualified Opinion

6.2 Five-Year Financial Analysis

Item		Fiscal Year (Note 1)		Financial Information for the Most Recent Five Years					As of March 31 of the current fiscal year (Note 2)
		2018	2019	2020	2021	2022			
Financial structure (%)	Debt to assets ratio	38.20	39.11	40.53	41.99	43.02	44.55		
	Ratio of long-term capital to property, plant and equipment	187.79	190.19	226.18	221.97	239.14	243.58		
Solvency (%)	Current ratio	203.41	200.74	430.44	368.71	365.29	334.31		
	Quick ratio	99.29	106.83	211.21	193.71	201.59	182.53		
	Times interest earned	12.57	11.78	-8.03	-20.10	4.2	3.70		
Operating performance	Accounts receivable turnover (times)	5.56	6.42	5.36	7.78	7.74	6.82		
	Average collection days	66	57	68	47	47	54		
	Inventory turnover (times)	1.55	1.55	0.88	0.98	1.10	1.38		
	Accounts payable turnover (times)	8.62	8.51	8.55	19.37	12.10	7.72		
	Average days in sales	235	235	415	372	332	264		
	Property, plant and equipment turnover (times)	1.34	1.34	0.71	0.68	0.94	1.38		
	Total asset turnover (times)	0.52	0.52	0.27	0.26	0.34	0.47		
Profitability	Return on total assets (%)	3.45	3.26	-2.41	-7.26	1.79	0.51		
	Return on stockholders' equity (%)	5.33	4.86	-4.45	-12.83	2.49	0.70		
	Ratio of income before tax to paid-in capital (%) (Note 7)	8.51	8.11	-6.34	-15.64	-4.15	1.27		
	Net profit margin (%)	6.17	5.78	-9.94	-29.29	4.21	3.36		
	Earnings per share (NT\$)	0.70	0.65	-0.58	-1.50	0.28	0.08		
Cash flow	Cash flow ratio (%)	51.62	26.49	11.19	7.47	41.91	-19.95		
	Cash flow adequacy ratio (%)	106.47	122.23	87.14	85.29	124.37	80.53		
	Cash reinvestment ratio (%)	10.59	4.52	-0.45	0.80	6.2	-3.38		
Leverage	Operating leverage	3.10	2.90	-0.47	0.36	-1.08	2.67		
	Financial leverage	1.14	1.13	0.92	0.96	0.83	1.30		

*A company that has compiled parent company only financial statements shall also compile parent company only financial ratio analysis.

*A Company that has adopted the International Financial Reporting Standards for its financial information for less than 5 fiscal years shall additionally prepare Table (2) below presenting its financial information under the Enterprise Accounting Standards of the R.O.C.

Note 1: If the information for any fiscal year has not been audited and attested by a CPA, this fact shall be noted.

Note 2: If, up to the date of publication of the annual report for a TWSE or TPEX listed or Emerging Stock company, there is any financial data audited and attested or reviewed by a CPA for the most recent period, it shall also be disclosed.

Note 3: The following formulas for the calculation of the financial ratios shall be listed below this table in the annual report:

1. Financial structure

- (1) Debt to assets ratio = total liabilities / total assets.
- (2) Ratio of long-term capital to property, plant and equipment = (total equity + non-current liabilities) / net property, plant and equipment.

2. Solvency

- (1) Current ratio = current assets / current liabilities.
- (2) Quick ratio = (current assets - inventory - prepaid expenses) / current liabilities.
- (3) Times interest earned = earnings before tax and interest expenses / current interest expenses.

3. Operating performance

- (1) Accounts receivable (including accounts receivable and notes receivable arising from business activities) turnover = net sales / average accounts receivable balance (including accounts receivable and notes receivable arising from business activities).
- (2) Average collection days = 365 / accounts receivable turnover.
- (3) Inventory turnover = cost of goods sold / average inventory.
- (4) Accounts payable (including accounts payable and notes payable arising from business activities) turnover = cost of goods sold / average accounts payable balance (including accounts payable and notes payable arising from business activities).
- (5) Average days in sales = 365 / inventory turnover.
- (6) Property, plant and equipment turnover = net sales / average net property, plant and equipment.
- (7) Total asset turnover = net sales / average total assets.

4. Profitability

- (1) Return on total assets = (net income + interest expenses * (1 - effective tax rate)) / average total assets.
- (2) Return on equity = net income after tax / average total equity.
- (3) Net profit margin = net income after tax / net sales.
- (4) Earnings per share = (income attributable to owners of parent - preferred stock dividends) / weighted average number of shares outstanding. (Note 4)

5. Cash flow

- (1) Cash flow ratio = net cash flows from operating activities / current liabilities.
- (2) Net cash flow adequacy ratio = 5-year sum of net cash flow from operating activities / 5-year sum of (capital expenditures + increases in inventory + cash dividends).
- (3) Cash reinvestment ratio = (cash from operating activities - cash dividends) / (gross property, plant and equipment + long-term investments + other non-current assets + working capital). (Note 5)

6. Leverage:

- (1) Operating leverage = (net operating revenue – variable operating costs and expenses) / operating income (Note 6).
- (2) Financial leverage = operating income / (operating income – interest expenses).

Note 4: Special attention should be paid to the following when calculating earnings per share by the above equation:

1. The weighted average quantity of outstanding common shares shall be taken as the standard, not the quantity of outstanding shares at the end of the year.
2. If there is any cash capital increase or treasury stock transaction, take the circulation periods into account when calculating the weighted average quantity of outstanding shares.
3. If there is any capitalization of retained earnings or capital surplus, the annual and semi-annual earnings per share of past years shall be retrospectively adjusted pro rata to the size of the capital increase, without considering the issuance period of the capital increase.
4. If the preferred shares are non-convertible cumulative preferred shares, the dividend for the fiscal year (whether it has been distributed or not) shall be deducted from the net income after tax or added to the net loss after tax. If the preferred shares are non-cumulative, the dividend shall be deducted from the net income after tax if there is net income after tax and no adjustment is required in case there is loss.

Note 5: Special attention shall be paid to the following when making the calculations for cash flow analysis:

1. Net cash flow from operating activities refers to the net cash inflow from operating activities in the cash flow statement.
2. Capital expenditures refers to the annual cash outflow used in capital investment.
3. Increase in inventory is counted only when the balance at the end of the period is greater than the balance at the beginning of the period. If the inventory has decreased at the end of the year, it is counted as zero.
4. Cash dividends include the cash dividends of common stock and preferred stock.
5. Gross property, plant and equipment refers to the total property, plant and equipment without deduction of accumulated depreciation.

Note 6: The issuer shall categorize the operating costs and operating expenses into fixed ones and variable ones in accordance with their properties. If the categorization is subject to estimation or subjective judgment, attention shall be paid to ensure that it is done rationally and consistently.

Note 7: If the Company's shares have no par value or the par value per share is not NT\$10, the paid-in capital involved in the calculation of the above ratio shall be replaced by the equity attributable to owners of the parent company on the balance sheet.

6.3 Supervisors' or Audit Committee's Report in the Most Recent Yea

Please refer to Attachment 2.

6.4 Financial Statements and Independent Auditors' Report for the Most Recent Year

Please refer to Attachment 3.

6.5 Standalone Financial Statements for the Most Recent Year audited by CPAs

Please refer to Attachment 3.

6.6 The Company should disclose the financial impact to the Company if the Company and its affiliated companies have incurred any financial or cash flow difficulties in 2022 and as of the date of this Annual Report: None.

VII. Review of Financial Conditions, Financial Performance, and Risk Management

7.1 Analysis of Financial Status

Reasons and effect of changes on the company's financial condition and related impact:

Unit: NT\$ thousands

Item	Year		Difference	
	2021	2022	Amount	%
Current Assets	761,398	830,244	68,846	9%
Fixed Assets	490,385	470,206	-20,179	-4%
Intangible Assets	16,123	12,789	-3,334	-21%
Other Assets	27,121	38,471	11,350	42%
Total Assets	1,295,027	1,351,710	56,683	4%
Current Liabilities	206,506	227,282	20,776	10%
Long-term Liabilities	326,552	345,886	19,334	6%
Other Liabilities	10,691	8,294	-2,397	-22%
Total Liabilities	543,749	581,462	37,713	7%
Capital	685,735	685,735	0	0%
Capital reserve	53,264	53,264	0	0%
Retained Earnings	12,279	31,249	18,970	154%
Total Stockholders' Equity	751,278	770,248	18,970	3%
<p>Explanation:</p> <p>The increase in operating income and operating gross profit, and the decrease in operating net loss are due to the global economic recovery from COVID-19.</p> <p>The increase in non-operating income and expenses is due to the increase in exchange benefits.</p> <p>The increase in profit for the period is the result of profit before income tax.</p>				

7.2 Financial Performance

1. Analysis of Financial Performance Reasons of changes on the company's operating income, operating net profit and pre-tax net profit

Unit: NT\$ thousands

Item	Year		Difference	
	2021	2022	Amount	%
Operating Revenue	351,510	449,536	98,026	28%
Operating Costs	381,267	397,754	16,487	4%
Gross Profit	-29,757	51,782	81,539	-274%
Operating Expenses	77,512	80,229	2,717	4%
Net Operating Loss	-107,269	-28,447	78,822	-73%
Non-operating Income and Expenses	3,835	47,362	43,527	1135%
Profit (Loss) Before Income Tax	-103,434	18,915	122,349	-118%
Income Tax benefit	-486	0	486	-100%
Net Profit (Loss) for the Year	-102,948	18,915	121,863	-118%
Analysis of changes: The increase in operating income and operating gross profit, and the decrease in operating net loss are due to the global economic recovery from COVID-19. The increase in non-operating income and expenses is due to the increase in exchange benefits. The increase in profit for the period is the result of profit before income tax.				

2. The expected sales and its basis, and the possible impact on Gamma's future financial operations and response plans for the upcoming year:

The expected sales volume is based on the company's sales volume, which is subject to market demand, customer operating conditions, and the company's production capacity. As the quality of the company's products is well received by customers, the number of orders continues to rise. It is expected that the company's future sales volume will continue to grow.

3. Possible impact on the company's future financial business and response plan:

The company was affected by the global COVID-19 pandemic, resulting in a sharp drop in operating income. However, as the epidemic slows down and restrictions are lifted, the company expects operations to gradually return to normal.

7.3 Cash Flow

7.3.1 Cash Flow Analysis for the Current Year

Item	Year		Leverage of Cash Surplus (Deficit)
	2021	2022	
Net cash generated/used by operating activities	15,418	95,257	79,839
Net cash generated/used for investing activities	(5,494)	(40,628)	(35,134)
Net cash generated/used in financing activities	(46,692)	(2,413)	(44,279)
Analysis of changes:			
The increase in net cash generated by operating activities is due to increase in net profit before tax.			
The increase in net cash used for investing activities is due to the increase in purchases of property, plant and equipment.			
The decrease in net cash used in financing activities is due to cash generated from long-term borrowings.			

7.3.2 Remedy for Cash Deficit: Not applicable.

Cash Balance Beginning of Year (A)	Estimated Net Cash Flow from Operating Activities (B)	Estimated Cash Outflow (Inflow) (C)	Cash Surplus (Deficit) (A)+(B)-(C)	Leverage of Cash Surplus (Deficit)	
				Investment Plans	Financing Plans
329,565	6,080	4,723	340,368	Not applicable.	Not applicable.

7.3.3 Cash Flow Analysis for the Coming Year:

7.4 Major Capital Expenditure Items: None

7.5 Investment Policy in the Last Year, Main Causes for Profits or Losses, Improvement Plans and Investment Plans for the Coming Year: None

7.6. Risk Analysis and Assessment

1 .Impact of interest rates and exchange rate fluctuations, and inflation on Aero Win Technology Corporation's profit and loss, as well as future response measures:

1) The company's interest rate risk mainly comes from the liabilities incurred to support operating activities. In response to interest rate changes, the company's policy is to try to turn high-interest rate liabilities into lower-rate liabilities to reduce the company's interest expenses.

2) The company's products are mainly exported, and the raw materials and machinery are also imported from abroad. Therefore, income from export in foreign currency is used to repay foreign currency liabilities, in order to control the exchange gains and losses caused by exchange rate changes within a reasonable range. AWTC tries to eliminate the impact of exchange rate changes on the company's profit and loss.

3) No significant inflation has occurred in recent years. Hence, there has not been any significant impact on AWTC's profit or loss due to inflation.

2. Policies, main reasons for the profits or losses generated thereby, and future response measures to be undertaken on high risk, highly leveraged investments, loans to other parties, endorsements, guarantees, and derivatives trading:

The company does not engage in the above-mentioned business, but to regulate the company's internal processing procedures, AWTC has established relevant operating procedures such as "procedures for handling assets or disposition", "procedures for endorsement guarantees", "procedures for lending funds to others" and other related procedures in accordance with the relevant laws and regulations of the Securities and Futures Bureau.

3. Future Research & Development Projects and Corresponding Budget

Unit: NT\$ thousands

Research Projects	Progress	Expected Research Expenditure	Expected Completion Schedule	Major Risk Factors
Components for LEAP engines	Passed the 1 st test	1000	2023/Q2 2023/Q4	Component Quality
Components for PW1000G	Prototype is being modified 1 year after production due to design change	8000	2023/Q4	Design Change
Development of components for Ring engines	Production trial	2000	2023/Q2 2023/Q4	mold design
Development of Combustion Tube Components for the Chinese Academy of Sciences	Production trial	10000	2023/Q2	mold design
Development of components for Htc vacuum pump	Production trial	100	2023/Q4	Aluminum alloy processing technology Appearance requirements Blade processing

4. Impact of major domestic and foreign policy and law changes on the Company's financial operations and response measures: No such case occurred in the recent year. The Company has closely monitored the changes in the economic and market conditions and changes in laws at home and abroad, and consults with legal experts, accountants or other professional financial accounting units to assess the situation. Therefore, the important domestic and foreign policy and legal changes, shall not have a significant impact on the Company's financial operations

5. The impact of technological and industrial changes on the company's financial operations and response measures: In addition to its own cutting-edge manufacturing technology, the company obtains industrial information and the latest market information through the assistance of the Aerospace Industry Union and the Aerospace Group. With our great connection with customers, we can seize the business opportunities in time to have a better performance in the future

6. The impact of corporate image change on corporate crisis management and response measures: The company has always adhered to the concept of decent operation, provided customers with the best service, prompt delivery time and reasonable cost. Though our products are unique and different from our peers, we maintain mutual cooperation relationship with them. The company has always had a good image in the industry. There is no corporate image change and therefore no corporate crisis management that has a significant impact on the company.

7. The expected benefits and possible risks and countermeasures for mergers and acquisitions:
None

8. The expected benefits and possible risks to expand the plants and the countermeasures: Not applicable because there is no plan for expansion at the moment.

9. Risks of purchase and sales concentration and the countermeasures:

(1) The company has not had any supply chain interruptions or shortage in the last three years and the year of application. The aero engine components produced by the company are of high-quality and highly stable. Besides, the company cooperates with the manufacturers of required raw materials according to customer requirements. In the last three years, except for Arconic Aerospace Components, which takes up a high proportion of AWTC purchase amount, all the other suppliers take up less than 20%. Since Arconic Aerospace Components is the designated supplier of materials for our main sales customers, and the customers will also predict the demand to the raw material suppliers, there will be no shortage or interruption in terms of raw material supply. From 2020 to 2022, the Company's purchase amount from Arctic Aerospace Components accounted for 24.94%, 22.65% and 30.30% of the total purchase amount, respectively. Moreover, the Company has established a long-term partnership with its main suppliers. The delivery system in the last two years has been stable, and there is no shortage, interruption or delay of supplies that affects our production. In addition, sources of supply is stable.

(2) The Company is mainly engaged in the design, manufacturing, processing and sales of aero engine components. Its largest sales customer in 2020 to 2022 was Safran Aircraft Engines and its sales amount accounted for 36.46%, 45.69% and 47.16% of the annual operating revenue respectively. As the production process and quality of delivered goods from the Company were highly praised by Safran Aircraft Engines, the Company became one of the main suppliers for long-term cooperation, The purchase orders continued and the number of products supplied increased year by year, which led to the increase of the sales amount. However, the Company's sales were concentrated in a single customer due to the limited capacity and resources. Thus, the risks faced by the Company due to the concentration of sales are the cancellation of orders by major customers or the temporary withdrawal of orders, in turn affecting the Company's revenue and profits. To deal with these possible risks, the Company has taken the following countermeasures:

A. Maintain a stable partnership and improve the trust of customers

In regard to safety, the aerospace industry sets high standards on product quality, manufacturing process and yield. All parts must be strictly tested and certified before they

can be adopted by international manufacturers. Before that, they must also be recognized as suppliers with development potential for international manufacturers to be willing to provide suppliers with specifications on the quality, reliability and product life of the required parts for product development and testing, Therefore, the strict certification mechanism of the aerospace industry has formed a high entry threshold. In addition, the product development process is two to three years long, and it needs to pass the long-term stability test. Once a company becomes a qualified supply chain manufacturer, it can obtain long-term orders of more than 6 to 10 years. It is not easy to be replaced by competitors in the short term, so the risk of customers cancelling orders or temporarily withdrawing orders is relatively low. The company has been in contact with major customers for many years, and the quality and technology have been deeply trusted by each other. As a result, the purchase amount and product projects of major customers have increased over the years. The two sides have cultivated great partnership and continue to cooperate in developing new engine parts. The cooperation relationship is stable. In the future, the company will continue to maintain the partnership between the two sides, and continue to improve the R&D technology and capabilities for special process to meet customer needs. We will become a highly trusted strategic partner to reduce the risk of customers canceling orders or temporarily withdrawing orders.

B. Actively develop new customers and diversify order sources

The products manufactured by our company have passed the strict certification procedures of major international aero engine manufacturers. In recent years, the sales volume and sales amount of major international manufacturers stays consistent, which shows that our product quality and manufacturing capacity have been held in high regard. In addition to continuously strengthening quality control to provide high-quality products, our company has continued to cooperate with major international manufacturers to develop new products, so as to improve the technical level through our cooperation experience, At present, the company and major engine manufacturers have development plans in progress. Due to the large scale of major international manufactures, long-term cooperation with them can not only maintain the productivity rate and ensure the stability of revenue, but also help to win the recognition and orders of other international engine manufacturers. In the future, after our products are approved by customers and delivered after mass production, our dependence on a single customer should be effectively reduced, so as to disperse the risk of concentration of their sales

To sum up, in addition to maintaining stable business contacts with existing customers, the Company is also actively developing new customers. In the future, with the benefits of new customers gradually becoming a reality , the revenue and profitability will be expected to improve, further reducing the risk of concentration of sales.

10. Effects of, Risks Relating to and Response to Large Share Transfers or Changes in Shareholdings by Directors, Supervisors, or Shareholders with Shareholdings of over 10% :
None

11. Effects of, Risks Relating to and Response to the Changes in Management Rights
Publication of the annual report:

The structure of our principal shareholders is solid. A strong professional management team is in place to maximize both shareholders and the Company's best interest. Accordingly, we believe that the risk of changing in management rights that would cause damage to the Company is mitigated. In addition, our risk management department is responsible to monitor any related risks and report to the Board. Our policy is to maintain a steady ownership and management structure. As of the date of this Annual Report, such risks were not identified by the Company.

12. Litigation or Non-litigation Matters

(1) Major ongoing lawsuits, non-lawsuits or administrative lawsuit: None.

(2) Major ongoing lawsuits, non-lawsuits or administrative lawsuits caused by directors, supervisors or shareholders with over 10% shareholdings: None.

13. Other important risks and response measures: No other important risks as of the publication of the annual report.

VIII. Special Disclosure

1. Summary of Affiliated companies: None

2. Private Placement Securities in the Most Recent Fiscal Year up to the Publication Date of This Annual Report: None

3. Shares in the Company Held or Disposed of by Subsidiaries in the Most Recent Year up to the Publication Date of This Annual Report: Not applicable.

4. Other Matters that Require Additional Description: None.

IX. Any of the Situations Listed in Subparagraph 2, Paragraph 3, Article 36 of the Securities and Exchange Act which Might Materially Affect Shareholders' Equity or Price of the Company's Securities in the Most Recent Year up to the Date of Publication of the Annual Report: None.

AERO WIN TECHNOLOGY CORPORATION

Statement of Declaration on Internal Control

Date: February 17, 2023

Aerospace Industry Development Corporation has conducted internal audit in accordance with its Internal Control Regulation covering the period from January 1 to December 31, 2022, and hereby declares as follows:

- I. The Company acknowledges and understands that the establishment, enforcement and preservation of internal control system is the responsibility of the Board and the managers, and that the Company has already established such system. The purpose is to reasonably ensure the effect and efficiency of operation (including profitability, performance and security of assets), the reliability of financial reporting and the compliance with relevant legal rules.
- II. There is limitation inherent to internal control system, no matter how perfect the design. As such, effective internal control system may only reasonably ensure the achievement of the aforementioned goals. Further, the operation environment and situation may vary, and hence the effectiveness of the internal controls system. The internal control system of the Company features the self-monitoring mechanism. Once identified, any shortcoming will be corrected immediately.
- III. The Company judges the effectiveness of the internal control system in design and enforcement in accordance with the "Criteria for the Establishment of Internal Control System of Public Offering Companies" (hereinafter referred to as "the Criteria"). The Criteria is instituted for judging the effectiveness of the design and enforcement of internal control system. There are five components of effective internal control as specified in the Criteria with which the procedure for effective internal control is composed by five elements, namely, 1. Control Environment, 2. Risk Evaluation, 3. Control Operation, 4. Information and Communication, and 5. Monitoring. Each of the elements in turn contains certain audit items, and shall be referred to the Criteria for detail.
- IV. The Company has adopted the aforementioned internal control system for internal audit on the effectiveness of the design and enforcement of the internal control system.
- V. Basing on the aforementioned audit findings, the Company holds that has reasonably preserved the achievement of the aforementioned goals within the aforementioned period of internal control (including the monitoring over the subsidiaries), including the effectiveness and efficiency in operation, reliability in financial reporting and compliance with relevant legal rules, and that the design and enforcement of internal control are effective.
- VI. This statement of declaration shall form an integral part of the annual report and prospectus on the Company and will be announced. If there is any fraud, concealment and unlawful practice discovered in the content of the aforementioned information, the Company

shall be liable to legal consequences under Article 20, Article 32, Article 171 and Article 174 of the Securities and Exchange Act.

VII. This statement of declaration has been approved by the Board on February 17, 2023 with the presence of 7 directors in common consent.

AERO WIN TECHNOLOGY CORPORATION

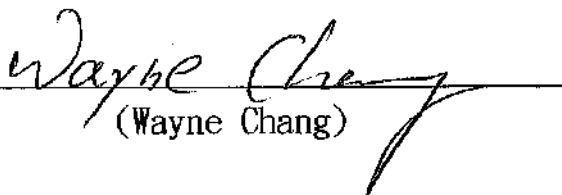
Chairman : Kuo-Hao Tseng

President: Kuo-Hao Tseng

Aero Win Technology Corporation Audit Committee Review Report

The Board of Directors has prepared and submitted to us the Company' s 2022 Business Report, Financial Statements, and proposal for deficit compensation. Financial Statements were audited by Deloitte & Touche and they issued an audited report accordingly. We, as the Audit Committee of the Company, have reviewed the Business Report, Financial Statements, and proposal for deficit compensation and do not find any discrepancies. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Aero Win Technology Corporation
Chairman of the Audit Committee:



(Wayne Chang)

February 17, 2023

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders

AeroWin Technology Corporation

Opinion

We have audited the accompanying financial statements of AeroWin Technology Corporation (the "Company"), which comprises the balance sheets as of December 31, 2021 and 2020, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We concluded our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the years ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Company's financial statements for the year ended December 31, 2021 is stated as follows:

Revenue Recognition of Export Sales

The export revenue from the Company's major export customers in 2021 amounted to NT\$220,778 thousand, accounting for 63 % of the Company's sales revenue,

making it material to the Financial Statements. Moreover, the authenticity of the sales is a significant risk presupposed in the Auditing Standards. Therefore, we determined this a key audit matter.

For Disclosure of Accounting Policies for Revenue Recognition, refer to Note 4 in the Financial Statements. Concerning the aforementioned revenue recognition of export sales, our audit procedures included:

1. Understanding and assessing the design and effectiveness of internal control for revenue recognition.
2. Selecting samples from income details of major export customers in this period to check documents relevant to the delivery of promised goods so as to recognize the performance obligation is fulfilled and that the control of goods has been transferred.
3. Performing collection testing to confirm the authenticity of sales transactions

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including members of the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that included our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material, if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the auditing standards generally accepted in

the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from errors, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have compiled with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2021 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precluded public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication. The engagement partners on the audits resulting in this independent auditors' report are WANG,TENG-WEI and YANG,CHAO-QIN

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 25, 2022

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China. For the convenience of readers, the independent auditors' report and the accompanying statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

AERO WIN TECHNOLOGY
CORPORATION

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
For 2022 AND 2021

Address: No.1, Ln.13, Xingong Rd., Xinying
Dist., Tainan City 730, Taiwan, Roc
TEL : (06)653-5001

For the convenience of readers, the independent auditors' report and the accompanying individual financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and individual financial statements shall prevail.

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders AeroWin Technology Corporation

Opinion

We have audited the accompanying financial statements of AeroWin Technology Corporation (the "Company"), which comprises the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We concluded our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the years ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Company's financial statements for the year ended December 31, 2022 is stated as follows:

Revenue Recognition of Export Sales

The export revenue from the Company's major export customers in 2022 amounted to NT\$292296 thousand, accounting for 65 % of the Company's sales revenue, making it material to the Financial Statements. Moreover, the authenticity of the sales is a significant risk presupposed in the Auditing Standards. Therefore, we determined this a key audit matter.

For Disclosure of Accounting Policies for Revenue Recognition, refer to Note 4 in the Financial Statements. In regard to the aforementioned revenue recognition of export sales, our audit procedures included the following:

1. We understood and assessed the design and effectiveness of internal control for revenue recognition.
2. We selected samples from income details of major export customers in this period to check documents relevant to the delivery of promised goods so as to recognize the performance obligation is fulfilled

and that the control of goods has been transferred.

3. We performed collection testing to confirm the authenticity of sales transactions

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including members of the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from errors, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible

for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are WANG,TENG-WEI and YANG,CHAO-QIN

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 17, 2023

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

AERO WIN TECHNOLOGY CORPORATION
BALANCE SHEETS
FOR DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code	ASSETS	2022		2021	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash (Notes 4 and 6)	\$ 381,781	28	\$ 329,565	25
1170	Accounts receivables, net (Notes 4, 7, and 19)	58,045	4	58,184	5
1200	Other receivables (Notes 4 and 7)	3,694	-	3,597	-
1220	Current tax assets	-	-	13	-
130X	Inventories (Notes 4, 8, and 27)	367,544	27	356,978	28
1410	Prepayments (Note 9)	4,526	1	4,274	-
1479	Other current assets (Note 13)	14,654	1	8,787	1
11XX	Total current assets	<u>830,244</u>	<u>61</u>	<u>761,398</u>	<u>59</u>
	NON-CURRENT ASSETS				
1600	Property, plant and equipment (Notes 4, 10, and 26)	470,206	35	490,385	38
1755	Right-of-use assets (Notes 4 and 11)	1,713	-	1,320	-
1780	Intangible assets (Notes 4 and 12)	12,789	1	16,123	1
1840	Deferred income tax assets (Notes 4 and 21)	10,910	1	9,428	1
1990	Other non-current assets (Notes 4 and 13)	25,848	2	16,373	1
15XX	Total non-current assets	<u>521,466</u>	<u>39</u>	<u>533,629</u>	<u>41</u>
1XXX	TOTAL	<u>\$ 1,351,710</u>	<u>100</u>	<u>\$ 1,295,027</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	CURRENT LIABILITIES				
2100	Short-term borrowings (Note 14)	\$ 60,000	5	\$ 80,000	6
2150	Notes payable (Note 15)	23	-	22	-
2170	Accounts payables (Note 15)	44,357	3	21,336	2
2200	Other payables (Note 16)	61,745	5	43,599	3
2280	Lease liabilities- current (Notes 4 and 11)	975	-	752	-
2322	Current portion of long-term borrowings, (Notes 14 and 26)	59,407	4	60,039	5
2399	Other current liabilities (Notes 16 and 19)	775	-	758	-
21XX	Total current liabilities	<u>227,282</u>	<u>17</u>	<u>206,506</u>	<u>16</u>
	NON-CURRENT LIABILITIES				
2541	Long-term borrowings (Notes 14 and 26)	345,886	26	326,552	25
2570	Deferred tax liabilities	1,482	-	-	-
2580	Lease liabilities-non-current (Notes 4 and 11)	746	-	573	-
2640	Net defined benefit liability (Notes 4 and 17)	6,036	-	10,088	1
2645	Guarantee deposits	30	-	30	-
25XX	Total non-current liabilities	<u>354,180</u>	<u>26</u>	<u>337,243</u>	<u>26</u>
2XXX	Total liabilities	<u>581,462</u>	<u>43</u>	<u>543,749</u>	<u>42</u>
	EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 18)				
3110	Shares capital- ordinary	685,735	51	685,735	53
3200	Capital surplus	53,264	4	53,264	4
	Retained earnings				
3310	Legal reserve	56,137	4	56,137	4
3350	Accumulated deficit	(24,888)	(2)	(43,858)	(3)
3300	Total retained earnings	<u>31,249</u>	<u>2</u>	<u>12,279</u>	<u>1</u>
3XXX	Total equity	<u>770,248</u>	<u>57</u>	<u>751,278</u>	<u>58</u>
	TOTAL	<u>\$ 1,351,710</u>	<u>100</u>	<u>\$ 1,295,027</u>	<u>100</u>

The accompanying notes are an integral part of the financial statements.

Chairperson : ZENG, GUO-HAO

Managerial Officer : ZENG, GUO-HAO

Accounting Officer : HSIEH, SHU-PING

AERO WIN TECHNOLOGY CORPORATION
STATEMENTS OF COMPREHENSIVE INCOME
FOR JANUARY 1 to DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

Code		2022		2021	
		Amount	%	Amount	%
4110	OPERATING REVENUE (Notes 4 and 19)	\$ 449,536	100	\$ 351,510	100
5000	OPERATING COST (Notes 8 and 20)	<u>397,754</u>	<u>88</u>	<u>381,267</u>	<u>108</u>
5900	GROSS PROFIT(LOSS)	<u>51,782</u>	<u>12</u>	<u>(29,757)</u>	<u>(8)</u>
	OPERATING EXPENSES (Notes 7 and 20)				
6100	Selling and marketing expenses	22,493	5	15,491	5
6200	General and administrative expenses	28,891	7	29,063	8
6300	Research and development expenses	28,748	6	32,958	9
6450	Expected credit loss	<u>97</u>	<u>-</u>	<u>-</u>	<u>-</u>
6000	Total operating expenses	<u>80,229</u>	<u>18</u>	<u>77,512</u>	<u>22</u>
6900	NET OPERATING LOSS	<u>(28,447)</u>	<u>(6)</u>	<u>(107,269)</u>	<u>(30)</u>
	NON-OPERATING INCOME AND EXPENSES (Notes 4 and 20)				
7100	Interest income	1,147	-	98	-
7010	Other income	120	-	120	-
7020	Other gains and losses	52,008	12	8,519	2
7050	Financial costs	<u>(5,913)</u>	<u>(1)</u>	<u>(4,902)</u>	<u>(1)</u>
7000	Total non-operating income and expenses	<u>47,362</u>	<u>11</u>	<u>3,835</u>	<u>1</u>
7900	Profit (Loss) before income tax	18,915	4	(103,434)	(29)
7950	Income tax benefit (Notes 4 and 21)	<u>-</u>	<u>-</u>	<u>(486)</u>	<u>(-)</u>
8200	Net profit (loss) for the year	<u>18,915</u>	<u>4</u>	<u>(102,948)</u>	<u>(29)</u>

(Continued)

Code		2022		2021	
		Amount	%	Amount	%
	OTHER COMPREHENSIVE INCOME (LOSS)				
8310	Items not reclassified subsequently to profit or loss: :				
8311	Remeasurement of defined benefit plans (Note 17)	\$ 55	-	\$ 1,138	-
8300	Other comprehensive income for the year (Net profit after tax)	55	-	1,138	-
8500	Total comprehensive income (loss) for the year	\$ 18,970	4	(\$ 101,810)	(29)
	Earnings (Loss) per share (Note 22)				
9750	Basic	\$ 0.28		(\$ 1.50)	
9850	Diluted	0.28		(1.50)	
				(Concluded)	

The accompanying notes are an integral part of the financial statements.

Chairperson : ZENG, GUO-HAO

Managerial Officer : ZENG, GUO-HAO

Accounting Officer : HSIEH, SHU-PING

AERO WIN TECHNOLOGY CORPORATION
STATEMENTS OF CHANGES IN EQUITY
FOR JANUARY 1 to DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code		Ordinary shares capital	Capital surplus	Retained earnings		Total equity
				Legal reserve	Accumulated deficit	
A1	BALANCE AT JANUARY 1, 2021	<u>685,735</u>	<u>53,264</u>	<u>56,137</u>	<u>57,952</u>	<u>853,088</u>
D1	Net loss for the year ended December 31, 2021	-	-	-	(102,948)	(102,948)
D3	Other comprehensive income after tax for the year ended December 31, 2021	-	-	-	<u>1,138</u>	<u>1,138</u>
D5	Total comprehensive loss after tax for the year ended December 31, 2021	-	-	-	(<u>101,810</u>)	(<u>101,810</u>)
Z1	BALANCE AT DECEMBER 31, 2021	<u>\$ 685,735</u>	<u>\$ 53,264</u>	<u>\$ 56,137</u>	(<u>\$ 43,858</u>)	<u>\$ 751,278</u>
D1	Net income for the year ended December 31, 2022	-	-	-	18,915	18,915
D3	Other comprehensive income after tax for the year ended December 31, 2022	-	-	-	<u>55</u>	<u>55</u>
D5	Total comprehensive income after tax for the year ended December 31, 2022	-	-	-	<u>18,970</u>	<u>18,970</u>
Z1	BALANCE AT DECEMBER 31, 2022	<u>\$ 685,735</u>	<u>\$ 53,264</u>	<u>\$ 56,137</u>	(<u>\$ 24,888</u>)	<u>\$ 770,248</u>

The accompanying notes are an integral part of the financial statements.

Chairperson : ZENG, GUO-HAO

Managerial Officer : ZENG, GUO-HAO

Accounting Officer : HSIEH, SHU-PING

AERO WIN TECHNOLOGY CORPORATION
STATEMENTS OF CASH FLOWS

For JANUARY 1 to DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code		2022	2021
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Income(Loss) before income tax for the year	\$ 18,915	(\$ 103,434)
A20010	Adjustments for:		
A20100	Depreciation expenses	53,857	62,821
A20200	Amortization expenses	5,362	5,702
A20300	Expected credit loss	97	-
A20900	Financial costs	5,913	4,902
A21200	Interest income	(1,147)	(98)
A22500	Net loss (gain) on disposal of property, plant and equipment	-	(10)
A23700	Inventory valuation and obsolescence losses	-	3,492
A24100	exchange gains and losses	112	(259)
A30000	Changes in operating assets and liabilities		
A31150	Accounts receivable	(182)	(25,675)
A31180	Other receivables	4	(1,795)
A31200	Inventories	(10,566)	63,365
A31230	Prepayments	(274)	292
A31240	Other current assets	(5,867)	3,594
A32130	Notes payable	1	(152)
A32150	Accounts payables	23,132	3,443
A32180	Other payables	14,624	5,310
A32230	Other current liabilities	17	(545)
A32240	Net defined benefit liability	(3,997)	(6)
A33000	Cash generated from operations	100,001	20,947
A33100	Interest received	1,046	100
A33300	Interest paid	(5,803)	(4,958)
A33500	Refunded (Paid) income tax	13	(671)
AAAA	Net cash generated from operating activities	<u>95,257</u>	<u>15,418</u>
	CASH FLOWS FROM INVESTING ACTIVITIES		

(Continued)

B02700	Purchases of property, plant and equipment	(39,241)	(7,386)
B02800	Proceeds from disposal of property, plant and equipment	-	10
B03700	Increase in refundable deposits	(93)	(421)
B03800	Decrease in refundable deposits	\$ 385	\$ 258
B04500	Purchases of intangible assets	(1,173)	-
B06700	Other non-current assets	(<u>506</u>)	<u>2,045</u>
BBBB	Net cash used in investing activities	(<u>40,628</u>)	(<u>5,494</u>)
CASH FLOWS FROM FINANCING ACTIVITIES			
C00100	Proceeds from short-term borrowings	310,000	250,000
C00200	Repayments of short-term borrowings	(330,000)	(230,000)
C01600	Proceeds from long-term debt.	230,000	162,000
C01700	Repayments of long-term debt	(211,298)	(227,553)
C04020	Payments of lease liabilities	(1,115)	(1,169)
C03000	Increase in guarantee deposits received	<u>-</u>	<u>30</u>
CCCC	Net cash flows used in financing activities	(<u>2,413</u>)	(<u>46,692</u>)
EEEE	Net increase (decrease) in cash for the year	52,216	(36,768)
E00100	Cash at beginning of the year	<u>329,565</u>	<u>366,333</u>
E00200	Cash at end of the year	<u>\$ 381,781</u>	<u>\$ 329,565</u> (Concluded)

The accompanying notes are an integral part of the financial statements.

Chairperson : ZENG, GUO-HAO

Managerial Officer : ZENG, GUO-HAO

Accounting Officer : HSIEH, SHU-PING

AERO WIN TECHNOLOGY CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR JANUARY 1 to DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

1. GENERAL INFORMATION

AERO WIN TECHNOLOGY CORPORATION (the “Company”) was established in October 1974. The Company specializes in the manufacturing, repairing, and trading of various components for aircraft engines as well as the trading of various alloy materials and hardware for aircrafts. The Company also deals with the distribution, bidding, quotation, imports and exports of the aforementioned products.

The Company was approved for IPO in January, 2000, and trades of its stocks in the emerging market were approved in October, 2013 by Taipei Exchange · TPEX. Trades of its stocks in Taiwan Stock Exchange began on January 27, 2015.

The items presented in the financial report of the Company are measured at the functional currency in which the Company operates.

2. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Company’s board of directors on February 17, 2022.

3. APPLICATION OF NEW, AMENDED AND REVISED STANDARDS AND INTERPRETATIONS

- a. Initial application of the amendments to the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively, the “IFRSs”) endorsed and issued into effect by the Financial Supervisory Commission (FSC). The initial application of the IFRSs endorsed and issued into effect by the FSC did not have material impact on the Company’s accounting policies.
- b. The IFRSs endorsed by the FSC for application starting from 2023.

New IFRSs	Effective Date Announced by IASB
Amendments to IAS 1 “Disclosure of Accounting Policies”	January 1, 2023 (Note 1)
Amendments to IAS 8 “Definition of Accounting Estimate”	January 1, 2023 (Note 2)
Amendments to IAS 12 “Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction”	January 1, 2023 (Note 3)

Note 1: The amendments will be applied prospectively for annual reporting periods beginning on or after January 1, 2023.

Note 2: The amendments are applicable to changes in accounting estimates and changes in accounting policies that occur on or after the beginning of the annual reporting period beginning on or after January 1, 2023.

Note 3: Except that deferred taxes will be recognized on January 1, 2022 for temporary differences associated with leases and decommissioning obligations, the amendments will be applied prospectively to transactions that occur on or after January 1, 2022.

As of the date the financial statements were authorized for issue, the Company is continuously assessing the possible impact that the application of other standards and interpretations will have on the Company's financial position and financial performance.

c. New IFRSs in issue but not yet endorsed and issued into effect by the FSC

New IFRSs	Effective Date Announced by IASB (Note 1)
Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets between An Investor and Its Associate or Joint Venture"	To be determined by IASB
Amendments to IFRS 16 "Lease Liability in a Sale and Leaseback"	January 1, 2024 (Note 2)
IFRS 17 "Insurance Contracts"	January 1, 2023
Amendments to IFRS 17	January 1, 2023
Amendments to IFRS 17 "Initial Application of IFRS 17 and IFRS 9 - Comparative Information"	January 1, 2023
Amendments to IAS 1 "Classification of Liabilities as Current or Non-current"	January 1, 2024
Amendment to IAS 1 "Non-current Liabilities with Covenants"	January 1, 2024

Note 1: Unless stated otherwise, the above New IFRSs are effective for annual reporting periods beginning on or after their respective effective dates.

Note 2: Seller-lessees should measure the lease liability in a sale and leaseback transaction according to the amendments to IFRS 16 after the effective date.

As of the date the financial statements were authorized for issue, the Company is continuously assessing the possible impact that the application of other standards and interpretations will have on the Company's financial

position and financial performance and will disclose the relevant impact when the assessment is completed.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance

The financial statements have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs as endorsed and issued into effect by the FSC.

b. Basis of preparation

The fair value measurements, which are grouped into Levels 1 to 3 based on the degree to which the fair value measurement inputs are observable and based on the significance of the inputs to the fair value measurement in its entirety, are described as follows:

- 1) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- 2) Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for an asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- 3) Level 3 inputs are unobservable inputs for an asset or liability.

c. Classification of current and non-current assets and liabilities

Current assets include:

- Assets held primarily for the purpose of trading;
- Assets expected to be realized within 12 months after the reporting period; and
- Cash unless the asset is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current liabilities include:

- Liabilities held primarily for the purpose of trading;
- Liabilities due to be settled within 12 months after the reporting period, and
- Liabilities for which the Group does not have an unconditional right to defer settlement for at least 12 months after the reporting period.

Assets and liabilities that are not classified as current are classified as non-current.

d. Foreign currencies

In preparing the financial statements of the Company, transactions in

currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences on monetary items arising from settlement or translation are recognized in profit or loss in the period in which they arise.

Non-monetary item denominated in a foreign currency and measured at historical cost is stated at the reporting currency as originally translated from the foreign currency.

e. Inventories

Inventories consist of raw materials, supplies, finished goods and work in progress and are stated at the lower of cost or net realizable value. Inventory write-downs are made by item, except where it maybe appropriate to group similar or related items. The net realizable value is the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. Inventories are recorded at the weighted-average cost on the balance sheet date.

f. Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost less accumulated depreciation and accumulated impairment loss.

Property, plant and equipment in the course of construction are measured at cost less any recognized impairment loss. Cost includes professional fees and borrowing costs eligible for capitalization. Such assets are depreciated and classified to the appropriate categories of property, plant and equipment when completed and ready for their intended use.

The depreciation of property, plant and equipment is recognized using the straight line method. Each significant part is depreciated separately. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effects of any changes in the estimates accounted for

on a prospective basis.

When derecognizing property, plant and equipment, the difference between the net disposal price and the carrying amount of the asset is recognized in profit or loss.

g. Intangible assets

1) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are initially measured at cost and subsequently measured at cost less accumulated amortization and accumulated impairment loss.

Amortization is recognized on a straight-line basis. The estimated useful lives, residual values, and amortization methods are reviewed at the end of each reporting period, with the effect of any changes in the estimates accounted for on a prospective basis.

2) Derecognition of intangible assets

On derecognition of an intangible asset, the difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss.

h. Impairment of property, plant and equipment, right-of-use asset, and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment, right-of-use assets, and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount, with the resulting impairment loss recognized in profit or loss.

When an impairment loss is subsequently reversed, the carrying amount of the corresponding asset, cash-generating unit is increased to the revised

estimate of its recoverable amount, but only to the extent of the carrying amount that would have been determined had no impairment loss been recognized on the asset, cash-generating unit in prior years. A reversal of an impairment loss is recognized in profit or loss.

i. Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss and also included in the original recognized amount of financial assets and financial liabilities.

1) Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis.

a) Measurement categories

Financial assets are classified into the following categories: financial assets at amortized cost.

(1) Financial assets at amortized cost

Financial assets that meet the following conditions are subsequently measured at amortized cost:

i) The financial assets are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

ii) The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent to initial recognition, financial assets at amortized cost, including cash, accounts receivable, other

accounts receivable and refundable deposits (other non-current assets), are measured at amortized cost, which equals the gross carrying amount determined using the effective interest method less any impairment loss. Exchange differences are recognized in profit or loss.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of such a financial asset, except for:

- i) Purchased or originated credit-impaired financial asset, for which interest income is calculated by applying the credit-adjusted effective interest rate to the amortized cost of such financial assets; and
- ii) Financial asset that is not credit impaired on purchase or origination but has subsequently become credit impaired, for which interest income is calculated by applying the effective interest rate to the amortized cost of such financial assets in subsequent reporting periods.

A financial asset is credit impaired when one or more of the following events have occurred:

- i) Significant financial difficulty of the issuer or the borrower;
- ii) Breach of contract, such as a default;
- iii) It is becoming probable that the borrower will enter bankruptcy or undergo a financial reorganization; or
- iv) The disappearance of an active market for that financial asset because of financial difficulties.

(2) Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets at amortized cost (including accounts receivable) at amortized cost.

The Company always recognizes lifetime expected credit losses (ECLs) for accounts receivable. For all other financial instruments, the Company recognizes lifetime ECLs when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on a financial instrument has not increased significantly since

initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECLs.

Expected credit losses reflect the weighted average of credit losses with the respective risks of default occurring as the weights. Lifetime ECLs represent the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECLs represent the portion of lifetime ECLs that is expected to result from

default events on a financial instrument that are possible within 12 months after the reporting date.

For internal credit risk management purposes, the Company considers the following situations as indication that a financial asset is in default (without taking into account any collateral held by the Company):

- i. Internal or external information shows that the debtor is unlikely to pay its creditors.
- ii. Financial asset is past credit period unless the Company has reasonable and corroborative information to support a more lagged default criterion.

The impairment loss of all financial assets is recognized in profit or loss by a reduction in their carrying amounts through a loss allowance account.

(3) Derecognition of financial assets

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

2) Financial liabilities

a) Subsequent measurement

All financial liabilities are measured at amortized cost using the effective interest method.

b) Derecognition of financial liabilities

The difference between the carrying amount of a financial liability derecognized and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

j. Revenue recognition

The Company identifies contracts with customers, allocates the transaction price to the performance obligations and recognizes revenue when performance obligations are satisfied.

Revenue from the sale of goods

Revenue from the sale of goods comes from sales of aerospace components. Sales of goods are recognized as revenue when the aerospace components are delivered to the customer's specific location because it is the time when the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility for sales to future customers and bears the risks of obsolescence. Accounts receivable and contract assets are recognized concurrently.

The Company does not recognize revenue on materials delivered to subcontractors because this delivery does not involve a transfer of control.

k. Leases

At the inception of a contract, the Company assesses whether the contract is, or contains, a lease.

1) The Company as lessor

Leases are classified as finance leases whenever the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Lease payments (less any lease incentives payable) from operating leases are recognized as income on a straight-line basis over the terms of the relevant leases. Initial direct costs incurred in obtaining operating leases are added to the carrying amounts of the underlying assets and recognized as expenses on a straight-line basis over the lease terms.

2) The Company as lessee

The Company recognizes right-of-use assets and lease liabilities for all leases at the commencement date of a lease, except for short-term leases and low-value asset leases accounted for by

applying a recognition exemption where lease payments are recognized as expenses on a straight-line basis over the lease terms.

Right-of-use assets are initially measured at cost, which comprises the initial measurement of lease liabilities adjusted for lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs needed to restore the underlying assets, and less any lease incentives received. Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liabilities.

Right-of-use assets are presented on a separate line in the balance sheets.

Right-of-use assets are depreciated using the straight-line method from the commencement dates to the earlier of the end of the useful lives of the right-of-use assets or the end of the lease terms.

Lease liabilities are initially measured at the present value of the lease payments. The lease payments are discounted using the interest rate implicit in a lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee's incremental borrowing rate will be used.

Subsequently, lease liabilities are measured at amortized cost using the effective interest method, with interest expense recognized over the lease terms.

1. Borrowing costs

Borrowing costs directly attributable to an acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other than those stated above, all other borrowing costs are recognized in profit or loss in the period in which they are incurred.

m. Government Grants

Government grants are not recognized until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the entity recognises expenses for the related costs for which the grants are intended to compensate, which in the case of grants related to assets requires setting up the grant as deferred income or deducting it from the carrying amount of the asset.

Government grants that are receivables as compensation for expenses or impairment already incurred are deducted from incurred expenses in the period in which they become receivables.

n. Employee benefits

1) Short-term employee benefits

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related services.

2) Retirement benefits

Payments to defined contribution retirement benefit plans are recognized as expenses when employees have rendered services entitling them to the contributions. Defined benefit costs (including service cost, net interest and rereasurement) under defined benefit retirement benefit plans are determined using the projected unit credit method. Service cost (including service cost for the period) and net interest on the net defined benefit liabilities (assets) are recognized as employee benefits expense in the period in which they occur. Rereasurement, comprising actuarial gains and losses and the return on plan assets (excluding interest), is recognized in other comprehensive income in the period in which it occurs. Rereasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Net defined benefit liabilities (assets) represent the actual deficit (surplus) in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of

any refunds from the plans or reductions in future contributions to the plans.

o. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

1) Current tax

Income tax payable (recoverable) is based on taxable profit (loss) for the year determined according to the applicable tax laws of each tax jurisdiction.

According to the Income Tax Law in the ROC, an additional tax on unappropriated earnings is provided for in the year the shareholders approve to retain earnings.

Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision.

2) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences, and loss write-off to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered. A previously unrecognized deferred tax asset is also reviewed at the end of each reporting period and recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply for the year in which the liabilities are settled or the assets are realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3) Current and deferred taxes for the year

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity; in which case, the current and deferred taxes are also recognized in other comprehensive income or directly in equity, respectively.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, management is required to make judgments, estimations, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

The Company considers the recent development of the COVID-19 in Taiwan and its economic environment implications when making its critical accounting estimates in cash flow projections, growth rate, discount rate, profitability, etc. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revisions affect only that period or in the period of the revisions and future periods if the revisions affect both current and future periods.

The accounting policies adopted by the Company do not involve significant accounting judgments, estimates and assumptions.

6. CASH

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Cash on hand and working capital	\$ 50	\$ 50
Checking accounts and Demand deposits	<u>381,731</u>	<u>329,515</u>
	<u>\$ 381,781</u>	<u>\$ 329,565</u>

7. ACCOUNTS RECEIVABLES AND OTHER RECEIVABLES

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
<u>Accounts receivable</u>		
At amortized cost		
Gross carrying amount	\$ 58,142	\$ 58,184
Less: Allowance for impairment loss	<u>97</u>	<u>-</u>
	<u>\$ 58,045</u>	<u>\$ 58,184</u>
<u>Other receivables</u>		
Receivable business tax refund	\$ 3,590	\$ 3,504
Others	<u>104</u>	<u>93</u>
	<u>\$ 3,694</u>	<u>\$ 3,597</u>

The average credit period of sales of goods was approximately 30-120 days, and no interest was charged on accounts receivable. The policy adopted by the Company is to only trade with reputable counterparties and to use other publicly available financial information and mutual transaction records to rate its key accounts. The Company continually oversees potential credit risk and the credit rating of the counterparties to disperse the total transaction amounts to customers proving well qualified in credit ratings. The policy adopted by the company is to only conduct transactions with reputable customers, continuously monitor credit exposure and credit ratings of counterparties, and distribute the total transaction amount to customers with qualified credit ratings.

The Company measures the loss allowance for accounts receivable at an amount equal to lifetime ECLs. The expected credit losses on accounts receivable are estimated using a provision matrix prepared by reference to the past default records of the customer, the customer's current financial position, economic condition of the industry in which the customer operates, as well as the GDP forecasts and industry outlook. As the company's credit loss history shows that there is no significant difference in the loss patterns of different customer groups, the provision matrix does not further distinguish customer groups, and only determines the expected credit loss rate based on the number of days that accounts receivable are overdue.

The following table details the loss allowance of accounts receivable based on the Company's provision matrix.

Dec. 31, 2022

	Not Past Due	Past Due Within 30 Days	Past Due 31 to 180 Days	Past Due 181~360 Days	Past Due Over 361Days	Total
Gross carrying amount	\$ 47,413	\$ 2,090	\$ 8,639	\$ -	\$ -	\$ 58,142
Loss allowance (lifetime ECL)	-	(11)	(86)	-	-	(97)
Amortized cost	<u>\$ 47,413</u>	<u>\$ 2,079</u>	<u>\$ 8,553</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 58,045</u>

Dec. 31, 2021

	Not Past Due	Past Due Within 30 Days	Past Due 31 to 180 Days	Past Due 181 ~ 360 Days	Past Due Over 361Days	Total
Gross carrying amount	\$ 56,259	\$ 617	\$ 1,308	\$ -	\$ -	\$ 58,184
Loss allowance (lifetime ECL)	-	-	-	-	-	-
Amortized cost	<u>\$ 56,259</u>	<u>\$ 617</u>	<u>\$ 1,308</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 58,184</u>

The movements of the loss allowance of accounts receivable were as follows:

	2022
Balance at January 1	\$ -
Less: Reversal impairment loss for the year	<u>97</u>
Balance at December 31	<u>\$ 97</u>

8. INVENTORIES

	Dec. 31, 2022	Dec. 31, 2021
Finished goods	\$ 76,289	\$ 110,956
Work in progress	130,646	65,327
Raw materials	133,204	169,442
Inventory in transit	<u>27,405</u>	<u>11,253</u>
	<u>\$ 367,544</u>	<u>\$ 356,978</u>

Types of cost of goods sold

	Dec. 31, 2022	Dec. 31, 2021
cost of inventories sold	\$ 402,070	\$ 370,843
Inventory Falling Price Loss	-	3,492
unallocated cost	2,740	11,328
Underlying revenue	<u>(7,056)</u>	<u>(4,396)</u>
	<u>\$ 397,754</u>	<u>\$ 381,267</u>

9. PREPAYMENTS

	Dec. 31, 2022	Dec. 31, 2021
Prepaid Insurance	\$ 2,332	\$ 1,869
Prepaid System Maintenance	1,327	1,375
Other	<u>867</u>	<u>1,030</u>
	<u>\$ 4,526</u>	<u>\$ 4,274</u>

10. PROPERTY, PLANT AND EQUIPMENT

Changes in property, plant and equipment within the last 2 fiscal years: Table 1

The above items of property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows: :

Building	
Main Building	15 to 40 Years
Fencing and Partition Works	3 to 15 Years
Machinery equipment	2 to 15 Years
Tooling equipment	3 to 10 Years
Transportation equipment	5 Years
Office equipment	5 to 6 Years
Other equipment	2 to 15 Years

Refer to Note 26 for the carrying amount of property, plant and equipment pledged by the Corporation as collaterals for borrowings.

11. LEASE ARRANGEMENTS

a. Right-of-use assets

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Carrying amount		
Building	\$ 530	\$ 286
Transportation equipment	<u>1,183</u>	<u>1,034</u>
	<u>\$ 1,713</u>	<u>\$ 1,320</u>
	<u>2022</u>	<u>2021</u>
Additions to right-of-use assets	<u>\$ 1,493</u>	<u>\$ 617</u>
Depreciation charge for right-of-use assets		
Building	\$ 431	\$ 470
Transportation equipment	<u>669</u>	<u>678</u>
	<u>\$ 1,100</u>	<u>\$ 1,148</u>

Except for the addition and derecognition of the depreciation mentioned above, there is no significant under-lease and reduction in the Company's right-of-use asset in 2021 and 2022.

b. Lease liabilities

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Carrying amount		
Current	<u>\$ 975</u>	<u>\$ 752</u>
Non-current	<u>\$ 746</u>	<u>\$ 573</u>

Range of discount rate for lease liabilities was as follows:

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Building	1.2864% ~ 1.5828%	1.0596% ~ 1.4952%
Transportation equipment	1.0356% ~ 1.1412%	1.0356% ~ 1.4952%

c. Material lease-in activities and terms

The Company leases the aforementioned transportation equipment with lease term of 3 years.

The Company also leases buildings for the use of dormitories with lease term of 2 years.

12. INTANGIBLE ASSETS

Changes in technical license fees were as follows :

<u>Cost</u>	<u>Amount</u>
Balance at January 1 and Dec. 31, 2021	<u>\$ 43,589</u>
<u>Cost</u>	
Balance at January 1, 2021	\$ 22,784
Amortization expenses	<u>4,682</u>
Balance at Dec. 31, 2021	<u>\$ 27,466</u>
Carrying amount at Dec. 31, 2021	<u>\$ 16,123</u>
<u>Cost</u>	<u>Amount</u>
Balance at	\$ 43,589
Addition	1,173
Derecognition	(<u>12,392</u>)
Balance at Dec. 31, 2022	<u>\$ 32,370</u>
<u>Cost</u>	
Balance at January 1, 2021	\$ 27,466
Amortization expenses	4,507
Derecognition	(<u>12,392</u>)
Balance at Dec. 31, 2022	<u>\$ 19,581</u>
Carrying amount at Dec. 31, 2022	<u>\$ 12,789</u>

The above items of intangible assets are amortized on a straight-line basis over their useful lives as 2 to 10 years.

13. OTHER ASSETS

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
<u>Current</u>		
Offsets against business tax payable	\$ 8,000	\$ 4,843
Deferred expenses	5,864	3,834
Input Tax	<u>790</u>	<u>110</u>
	<u>\$ 14,654</u>	<u>\$ 8,787</u>
 <u>Non-current</u>		
Prepayment for equipment	\$ 19,660	\$ 9,566
Refundable deposits	969	1,261
Other	<u>5,219</u>	<u>5,546</u>
	<u>\$ 25,848</u>	<u>\$ 16,373</u>

14. BORROWINGS

a. Short-term borrowings

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Unsecured loans	<u>\$ 60,000</u>	<u>\$ 80,000</u>

The annual interest rate for the aforementioned borrowings is 1.35% ~ 1.74% on Dec.31, 2022 and 0.8% ~ 1.0% on Dec.31, 2021.

b. Long-term borrowings

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Bank mortgage (1)	\$ 168,052	\$ 214,299
Bank loan	<u>237,241</u>	<u>172,292</u>
	405,293	386,591
Less : Current portion	<u>59,407</u>	<u>60,039</u>
Long term borrowings	<u>\$ 345,886</u>	<u>\$ 326,552</u>

1. For information on mortgage guarantee scheme, refer to Note 26.
2. The aforementioned borrowings are payable at varying amounts, and the maturity date of the contract is December, 2030. As of December 31, 2022 and 2021, the annual interest rates are 1.505%~1.975% and 0.97%~1.35%, respectively.

15. NOTES PAYABLE and ACCOUNTS PAYABLES

Both notes payable and accounts payables arise from business operations.

16. OTHER LIABILITIES

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
<u>Other payables</u>		
Payables for salaries and bonuses	\$ 15,417	\$ 14,495
Payables for processing cost	14,175	6,243
Payables for equipment	6,002	2,571
Payables for leave payment	4,063	4,147
Other	<u>22,088</u>	<u>16,143</u>
	<u>\$ 61,745</u>	<u>\$ 43,599</u>
 <u>Other current liabilities</u>		
Receipts under custody	\$ 590	\$ 573
Contract liability (Note 19)	125	125
Other	<u>60</u>	<u>60</u>
	<u>\$ 775</u>	<u>\$ 758</u>

17. RETIREMENT BENEFIT PLANS

a. Defined contribution plans

The Company adopted a pension plan under the Labor Pension Act (LPA), which is a state-managed defined contribution plan. Under the LPA, an entity makes monthly contributions to employees' individual pension accounts at 6% of monthly salaries and wages .

b. Defined benefit plans

The Company adopted the defined benefit plan under the Labor Standards Law, under which pension benefits are calculated on the basis of the length of service and average monthly salaries of the six months before retirement. The Company contributes amounts equal to 2% of total monthly salaries and wages to a pension fund administered by the pension fund monitoring committee. Pension contributions are deposited in the Bank of Taiwan in the committee's name. Before the end of each year, the Company assesses the balance in the pension fund. If the amount of the balance in the pension fund is inadequate to pay retirement benefits for employees who conform to retirement requirements in the next year, the Company is required to fund the difference in one appropriation that should be made before the end of March of the next year. The pension fund is managed by the Bureau of Labor Funds, Ministry of Labor (the "Bureau"); the Company has no right to influence the investment policy and strategy.

The amounts included in the balance sheets in respect of the Group's defined benefit plans were as follows:

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Present value of defined benefit obligation	\$ 10,276	\$ 11,920
Fair value of plan assets	(<u>4,240</u>)	(<u>1,832</u>)
Net defined benefit liability	<u>\$ 6,036</u>	<u>\$ 10,088</u>

Movements in net defined benefit liability were as follows :

	Present Value of the Defined Benefit Obligation	Fair Value of the Plan A s s e t s	Net Defined B e n e f i t Liabilities
Balance at January 1, 2021	<u>\$ 13,761</u>	(<u>\$ 2,529</u>)	<u>\$ 11,232</u>
Service cost			
Net interest expense (income)	<u>\$ 48</u>	(<u>\$ 12</u>)	<u>\$ 36</u>
Recognized in loss /profit Remeasurement	<u>48</u>	(<u>12</u>)	<u>36</u>
Return on plan assets (excluding the amounts included in net interest)	-	(19)	(19)
Actuarial loss - changes in demographic assumptions	665	-	665
Actuarial loss - changes in financial assumptions	(660)	-	(660)
Actuarial profit - experience adjustments	(<u>1,124</u>)	<u>-</u>	(<u>1,124</u>)
Recognized in other comprehensive loss/gain	(<u>1,119</u>)	(<u>19</u>)	(<u>1,138</u>)
Contributions from the employer	<u>-</u>	(<u>42</u>)	(<u>42</u>)
Benefits paid	(<u>770</u>)	<u>770</u>	<u>-</u>
Balance at January 1, 2022	<u>\$ 11,920</u>	(<u>\$ 1,832</u>)	<u>\$ 10,088</u>

	Present Value of the Defined Benefit Obligation	Fair Value of the Plan Assets	Net Defined Benefit Liabilities
Service cost			
Net interest expense (income)	\$ 89	(\$ 14)	\$ 75
Recognized in loss /profit	<u>89</u>	<u>(14)</u>	<u>75</u>
Remeasurement			
Return on plan assets(excluding the amounts included in net interest)	-	(145)	(145)
Actuarial loss – changes in demographic assumptions	-	-	-
Actuarial loss – changes in financial assumptions	(875)	-	(875)
Actuarial profit experience adjustments	<u>965</u>	<u>-</u>	<u>965</u>
Recognized in other comprehensive loss/gain	<u>90</u>	<u>(145)</u>	<u>(55)</u>
Contributions from the employer	<u>-</u>	<u>(4,072)</u>	<u>(4,072)</u>
Benefits paid	(<u>1,823</u>)	<u>1,823</u>	<u>-</u>
Balance at Dec. 31, 2022	<u>\$ 10,276</u>	<u>(\$ 4,240)</u>	<u>\$ 6,036</u>

Through the defined benefit plans under the Labor Standards Law, the Company is exposed to the following risks:

- 1) Investment risk: The plan assets are invested in domestic and foreign equity and debt securities, bank deposits, etc. The investment is conducted at the discretion of the Bureau or under the mandated management. However, in accordance with relevant regulations, the return generated by plan assets should not be below the interest rate for a 2-year time deposit with local banks.
- 2) Interest risk: A decrease in the government bond and corporate bond interest rate will increase the present value of the defined benefit obligation; however, this will be partially offset by an increase in the return on the plan's debt investments.
- 3) Salary risk: The present value of the defined benefit obligation is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the present value of the defined benefit obligation.

The actuarial valuations of the present value of the defined benefit obligation were carried out by qualified actuaries. The significant assumptions used for the purposes of the actuarial valuations were as follows:

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Discount rate(s)	1.400%	0.750%
Expected rate(s) of salary increase	2.125%	2.125%

If possible reasonable change in each of the significant actuarial assumptions will occur and all other assumptions will remain constant, the present value of the defined benefit obligation will increase (decrease) as follows:

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Discount rate(s)		
0.25% increase	(<u>\$ 339</u>)	(<u>\$ 415</u>)
0.25% decrease	<u>\$ 354</u>	<u>\$ 434</u>
Expected rate(s) of salary increase		
0.25% increase	<u>\$ 343</u>	<u>\$ 419</u>
0.25% decrease	(<u>\$ 330</u>)	(<u>\$ 403</u>)

The sensitivity analysis presented above may not be representative of the actual change in the present value of the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
The expected contributions to the plan for the next year	<u>\$ 72</u>	<u>\$ 42</u>
The average duration of the defined benefit obligation	15 years	16years

18. EQUITY

a. Share capital

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Number of shares authorized (in thousands)	<u>100,000</u>	<u>100,000</u>
Amount of shares authorized	<u>\$ 1,000,000</u>	<u>\$ 1,000,000</u>
Number of shares issued and fully paid (in thousands)	<u>68,574</u>	<u>68,574</u>
Amount of shares issued	<u>\$ 685,735</u>	<u>\$ 685,735</u>

Fully paid ordinary shares, which have a par value of \$10, carry the rights to vote and to dividends.

Of the total number of shares aforementioned, five million shares are reserved to be issued as employee stock options

b. Capital surplus

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
may only be used to offset a deficit, distribute cash or allocate capital (Note)		
Issuance of shares	\$ 53,007	\$ 53,007
lapsed employee stock options	<u>257</u>	<u>257</u>
	<u>\$ 53,264</u>	<u>\$ 53,264</u>

Note: Such capital surplus may be distributed as cash dividends or transferred to capital (limited to a certain percentage of the Company's paid-in capital).

c. Retained earnings and dividend policy

In accordance with the Articles of Incorporation, if there is earnings in the annual total account, in addition to paying all taxes in accordance with the law, the earnings shall be used to make up the loss of the previous year first, and 10% shall be set aside as the legal surplus reserve until the legal reserve equals the Company's paid-in capital. A special reserve shall also be set aside or reversed in accordance with laws or regulations of the competent authorities. Any remaining profit plus at least 50 percent of the earnings for the year shall be used by the Company's Board of Directors as the basis for proposing a distribution plan for the distribution of dividends to shareholders. For employee dividends and remuneration to directors in

the Articles of Incorporation, refer to Note 20-7.

Aero Win is still in its growth stage. Taking into account the growth features of the industry, sound financial structures and the rights and interests of investors, the dividend policy that the Company intends to adopt is "Balanced Dividend Policy." Dividends may be paid in both cash and shares in moderation. When the Company raises enough funds to meet the annual funds demand, at least 50% of the total annual dividends will be distributed as cash dividends.

Legal reserve may be used to offset deficit. If the Company has no deficit and the legal reserve has exceeded 25% of the Company's paid in capital, the excess may be transferred to capital or distributed in cash.

The 2020 and 2021 deficit compensation had been resolved by the shareholders in their meetings on August 23, 2021 and June 27, 2022 respectively. No surplus distribution was planned due to the annual losses in 2020 and 2021.

19. REVENUE

	<u>2022</u>	<u>2021</u>
Revenue from contracts with customers		
Revenue from the sale of goods	<u>\$ 449,536</u>	<u>\$ 351,510</u>

a. Contract with customers

Revenue from the sale of goods

Revenue and accounts receivable are recognized when aerospace products are shipped or when they arrive at the customer's designated location. The credit period of the Company's sale of goods is from 30 to 120 days. For most of the contracts, when the Company transfers the goods to customers and has a right to an amount of consideration that is unconditional, these contracts are recognized as accounts receivable. For some of the contracts, part of the consideration was received from customers upon signing the contracts, then the Company has the obligation to provide the services subsequently, these contracts should be presented as contract liabilities.

b. Contract balances

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>	<u>Jan. 1, 2021</u>
Notes receivables and Accounts receivable (Note 7)	<u>\$ 58,045</u>	<u>\$ 58,184</u>	<u>\$ 32,209</u>
Contract liabilities			
Unearned sales revenue (Note 16)	<u>\$ 125</u>	<u>\$ 125</u>	<u>\$ 39</u>

c. Disaggregation of revenue

Sales of aerospace equipment consist of the majority of the Company's sales income.

20. COMPREHENSIVE INCOME

a. Interest gains and losses

	<u>2022</u>	<u>2021</u>
Bank deposits interest	\$ 1,143	\$ 94
Other income	<u>4</u>	<u>4</u>
	<u>1,147</u>	<u>98</u>

b. Other income

	<u>2022</u>	<u>2021</u>
Lease income	<u>\$ 120</u>	<u>\$ 120</u>

c. Other gains and losses

	<u>2022</u>	<u>2021</u>
Subsidy income	\$ 10,652	\$ 17,608
Net foreign exchange gain	40,528	(8,373)
Other	<u>828</u>	<u>(716)</u>
	<u>\$ 52,008</u>	<u>\$ 8,519</u>

d. Finance costs

	<u>2022</u>	<u>2021</u>
Interest on bank loans	\$ 6,191	\$ 4,959
Interest on lease liabilities	18	15
Less : the cost of a qualifying asset included (Included in property, plant, equipment and prepayments)	<u>296</u>	<u>72</u>
	<u>\$ 5,913</u>	<u>\$ 4,902</u>

Information about capitalized interest is as follows:

	<u>2022</u>	<u>2021</u>
Capitalized interest	\$ 296	\$ 72
Capitalization rate	1.02% ~ 1.58%	1.00% ~ 1.14%

e. Depreciation and amortization

	<u>2022</u>	<u>2021</u>
Property, plant and equipment	\$ 52,757	\$ 61,673
Right-of-use assets	1,100	1,148
Intangible assets	4,507	4,682
Other non-current assets	855	1,020
	<u>\$ 59,219</u>	<u>\$ 68,523</u>
An analysis of depreciation by function		
Operating cost	\$ 50,757	\$ 59,153
Operating expenses	3,100	3,668
	<u>\$ 53,857</u>	<u>\$ 62,821</u>
An analysis of amortization by function		
Operating cost	\$ 2,376	\$ 2,163
Operating expenses	2,986	3,539
	<u>\$ 5,362</u>	<u>\$ 5,702</u>

f. Employee benefit expenses

	<u>2022</u>	<u>2021</u>
Short-term employee benefit		
Salary	\$ 103,937	\$ 105,337
Employee insurance	11,702	12,495
Others	4,214	3,358
	<u>119,853</u>	<u>121,190</u>
Post-employment benefits		
Defined contribution plans	5,455	5,781
Defined benefit plans (Note 17)	75	36
	<u>5,530</u>	<u>5,817</u>
	<u>\$ 125,383</u>	<u>\$ 127,007</u>
Summarized by function		
Operating cost	\$ 92,874	\$ 94,184
Operating expenses	32,509	32,823
	<u>\$ 125,383</u>	<u>\$ 127,007</u>

g. Compensation of employees and remuneration of directors

In compliance with the Articles, the Company accrues compensation of employees and remuneration of directors at rates of 5% to 10% and no higher than 3%, respectively, of net profit before income tax, compensation of employees, and remuneration of directors.

However, when the Company has accumulated losses, the Company's annual net income shall be reserved for compensating the losses first. ; Due to the accumulated deficit for the year 2021 and 2022, the compensation of employees and remuneration of directors were not paid. If there is a change in the proposed amounts after the annual financial statements are authorized for issue, the differences are recorded as a change in accounting estimate and will be adjusted in the next year.

Information on the compensation of employees and remuneration of directors resolved by the Company's board of directors is available at the Market Observation Post System website of the Taiwan Stock Exchange

h. Foreign exchange gains and losses

	<u>2022</u>	<u>2021</u>
Foreign exchange gains total	\$ 71,351	\$ 13,833
Foreign exchange losses total	(<u>30,823</u>)	(<u>22,206</u>)
Net loss	(<u>\$ 40,528</u>)	(<u>\$ 8,373</u>)

21. INCOME TAX

a. Major components of tax expense recognized in profit or loss were as follows:

	<u>2022</u>	<u>2021</u>
Current income tax expense		
Adjustments for prior year	\$ -	\$ 671
Deferred income tax expense		
In respect of the current year	-	(<u>1,157</u>)
Income tax expense recognized in profit or loss	<u>\$ -</u>	(<u>\$ 486</u>)

A reconciliation of accounting profit and income tax expense recognized in profit or loss was as follows:

	<u>2022</u>	<u>2021</u>
Income (Loss) before Income tax	<u>\$ 18,915</u>	(<u>\$ 103,434</u>)
Income tax expense (profit) calculated at the statutory rate	\$ 3,783	(\$ 20,687)
Tax-exempt income	-	(1,924)
Unrecognized deductible temporary differences	(3,783)	(1,340)
Unrecognized write-offs	-	22,794
Adjustments for prior year	<u>-</u>	<u>671</u>
Income tax expense recognized in profit or loss	<u>\$ -</u>	(<u>\$ 486</u>)

b. Deferred income tax and liabilities

The movements of deferred income tax and liabilities were as follows:

2022

<u>Deferred income assets</u>	<u>Opening Balance</u>	<u>Recognized in Profit (Loss)</u>	<u>Closing Balance</u>
temporary differences			
Unrealized loss on slow-moving inventories	\$ 6,203	\$ 507	\$ 6,710
Unrealized exchange difference	2,267	(2,267)	-
Leave payables	829	(16)	813
Loss write-offs	-	2,997	2997
Others	<u>129</u>	<u>261</u>	<u>390</u>
	<u>\$ 9,428</u>	<u>\$ 1,482</u>	<u>\$ 10,910</u>
Deferred income liabilities			
Unrealized exchange profits	<u>\$ -</u>	<u>\$ 1,482</u>	<u>\$ 1,482</u>

2021

<u>Deferred income assets</u>	<u>Opening Balance</u>	<u>Recognized in Profit (Loss)</u>	<u>Closing Balance</u>
temporary differences			
Unrealized loss on slow-moving inventories	\$ 4,836	\$ 1,367	\$ 6,203
Unrealized exchange difference	2,531	(264)	2,267
Leave payables	830	(1)	829
Others	<u>74</u>	<u>55</u>	<u>129</u>

\$ 8,271 \$ 1,157 \$ 9,428

c. Loss write-offs and deductible temporary differences unrecognized as deferred income tax assets in the balance sheet.

	Dec. 31, 2022	Dec. 31, 2021
Loss write-offs		
due in 2030	\$ 51,263	\$ 51,263
due in 2031	<u>109,332</u>	<u>109,742</u>
	<u>\$ 160,595</u>	<u>\$ 161,005</u>
Deductible temporary differences		
Unrealized loss on slow-moving inventories	<u>\$ 20,837</u>	<u>\$ 32,829</u>

d. Income tax assessments

The tax returns of the Company through 2020 have been assessed by the tax authorities.

22. EARNINGS (LOSS) PER SHARE

The losses and weighted average number of ordinary shares outstanding in the computation of losses per share were as follows:

Net Profit (Loss) for the Year

	2022	2021
Net profit (loss) for the year	<u>\$ 18,915</u>	(<u>\$ 102,948</u>)

Weighted Average Number of Ordinary Shares Outstanding

Unit: In Thousands of Shares

	2022	2021
Weighted average number of ordinary shares outstanding in computation of basic and dilutive net profit (loss) per share	<u>68,574</u>	<u>68,574</u>

23. CAPITAL MANAGEMENT

The Company manages its capital through the optimization of the debt and equity balance to ensure effective use of money and smooth functioning. The Company's capital management system aims to ensure that the necessary financial resources and operating plan are sufficient to meet the future requirements for working capital, capital expenditures, research and development expenses, debt repayment, dividend payments and other needs.

24. FINANCIAL INSTRUMENTS

- a. Fair value of financial instruments that are not measured at fair value

For certain financial instruments that are not measured at fair value, including cash, accounts receivable, refundable deposits (accounting for noncurrent assets), short-term borrowings, long-term borrowings (including due within 1 year), accounts payables, and guarantee deposits, the Company's management considers the carrying amounts of these financial instruments recognized in the financial statements as approximating their fair values.

- b. Categories of financial instruments

<u>Financial assets</u>	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Financial assets at amortized costs (Note 1)	\$ 440,899	\$ 389,103
<u>Financial liabilities</u>		
Amortized cost	571,448	531,578

Note 1: The balances included financial assets measured at amortized cost, which comprise cash, refundable deposits (accounting for noncurrent assets), accounts payables, and other Payables (excluding receivable business tax refund).

Note 2: The balances included financial liabilities measured at amortized cost, which comprise short-term borrowings, trade payables, other payables, refundable deposits, and long-term borrowings (including current portion).

- c. Financial risk management objectives and policies

The Company's major financial instruments include accounts receivable, accounts payables, note payables, and borrowings. The Company's Corporate Treasury function provides services to the business, coordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

1) Market risk

The Company's activities exposed it primarily to the financial risks of changes in foreign currency exchange rates (see (a) below) and interest rates (see (b) below).

There were no changes to the Company's exposure to market risks or the manner in which these risks were managed and measured.

a) Foreign currency risk

The Company's had foreign currency sales and purchases, which exposed the Company to foreign currency risk.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are set out in Note 29.

Sensitivity analysis

The Company was mainly exposed to the USD. The following table details the Company's sensitivity to a 1% increase and decrease in the New Taiwan dollar (the functional currency) against the USD. The sensitivity rate of 1% is used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis included only outstanding foreign currency denominated monetary items and foreign currency forward contracts designated as cash flow hedges, and adjusts their translation at the end of the reporting period for a 1% change in foreign currency rates. A positive (negative) number below indicates an increase (decrease) in pre-tax profit and other equity assuming the New Taiwan dollar weakened (strengthened) 1% against the USD.

	USD Impact	
	2022	2021
Profit or loss	\$ 3,662	\$ 3,448

Impact of the above exchange rate fluctuations, these were mainly attributable to the exposure of outstanding receivables and payables, and foreign currency cash, which were not hedged at the balance sheet date.

b) Interest rate risk

The Company was exposed to interest rate risk because entities in the Company borrowed funds mostly at floating interest rates. The carrying amounts of the Company's financial assets and financial liabilities with exposure to interest rates at the end of the reporting period were as follows:

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Cash flow interest rate risk		
Financial assets	\$ 381,731	\$ 329,515
Financial liabilities	465,293	466,591

Sensitivity analysis

The sensitivity analyses below were determined based on the Company's exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis was prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. An increase or decrease of 25 basis points (0.25%) was used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 25 basis points higher/lower and all other variables were held constant, the Company's pre-tax net profit for the year ended December 31, 2022 would decrease by \$209 thousand. The Company's pre-tax net loss for the year ended December 31, 2021 would increase by \$343 thousand.

2) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. As at the end of the reporting period, the Company's maximum exposure to credit risk which will cause a financial loss to the Company due to the failure to discharge an obligation by the counterparties arises from uncollectible accounts

Accounts receivable consisted of a large number of customers, spread across diverse industries and geographical areas. The Company's accounts receivable balance with significant concentration of credit risk were as follows:

	Dec. 31, 2022		Dec. 31, 2021	
	Amount	%	Amount	%
Company A	<u>\$ 20,720</u>	36	<u>\$ 14,868</u>	26
Company B	<u>\$ 12,774</u>	22	<u>\$ 18,737</u>	32
Company C	<u>\$ 9,189</u>	16	<u>\$ -</u>	-
Company D	<u>\$ 5,917</u>	10	<u>\$ 13,080</u>	22

3) Liquidity risk

The Company manages liquidity risk by monitoring and maintaining a level of cash and deemed adequate to finance the Company's operations and mitigate the effects of fluctuations in cash flows. In addition, management monitors the utilization of bank borrowings and ensures compliance with loan covenants.

The Company's working capital and banking facilities obtained are sufficient to meet future operating requirements and therefore there is no liquidity risk that the Company will not be able to raise funds to meet its contractual obligations.

a). Liquidity and interest rate risk tables for non-derivative financial liabilities

The following table details the Company's remaining contractual maturities for its non-derivative financial liabilities with agreed repayment periods. The tables had been drawn up based on the undiscounted cash flows of financial liabilities from the earliest date on which the Company can be required to pay. The tables included both interest and principal cash flows. Specifically, bank loans with a repayment on demand clause were included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities were based on the agreed repayment dates.

Dec. 31, 2022

	<u>within 3 months</u>	<u>3 Months to 1 Year</u>	<u>1-5 Years</u>	<u>Over 5 Years</u>
<u>Non- derivative financial liabilities</u>				
Non-interest bearing liabilities	\$106,155	\$ -	\$ -	\$ -
Variable interest rate liabilities	76,706	49,155	348,542	3,804
Lease liabilities	<u>255</u>	<u>734</u>	<u>750</u>	<u>-</u>
	<u>\$183,116</u>	<u>\$ 49,889</u>	<u>\$349,292</u>	<u>\$ 3,804</u>

Dec. 31, 2021

	<u>within 3 months</u>	<u>3 Months to 1 Year</u>	<u>1-5 Years</u>	<u>Over 5 Years</u>
<u>Non- derivative financial liabilities</u>				
Non-interest bearing liabilities	\$ 64,957	\$ -	\$ 30	\$ -
Variable interest rate liabilities	98,784	45,170	307,246	25,328
Lease liabilities	<u>281</u>	<u>480</u>	<u>579</u>	<u>-</u>
	<u>\$164,022</u>	<u>\$ 45,650</u>	<u>\$307,855</u>	<u>\$ 25,328</u>

The amounts included above for variable interest rate instruments for non-derivative financial liabilities were subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

b) Financing facilities

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Unsecured bank loans		
Amount used	\$ 297,241	\$ 252,292

Amount unused	<u>439,500</u>	<u>465,500</u>
	<u>\$ 736,741</u>	<u>\$ 717,792</u>
Secured bank loans		
Amount used	\$ 168,052	\$ 214,299
Amount unused	<u>75,000</u>	<u>50,000</u>
	<u>\$ 243,052</u>	<u>\$ 264,299</u>

25. TRANSACTIONS WITH RELATED PARTIES

Remuneration of key management personnel

	<u>2022</u>	<u>2021</u>
Short-term employee benefits	\$ 4,690	\$ 4,713
Post-employment benefits	<u>99</u>	<u>99</u>
	<u>\$ 4,789</u>	<u>\$ 4,812</u>

The remuneration of directors and other key management personnel was determined in accordance with the individual performance and market trends.

26. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

The following assets(carrying amount) were provided as collaterals for loan financing

	<u>Dec. 31, 2022</u>	<u>Dec. 31, 2021</u>
Land	\$ 187,155	\$ 187,155
Building	63,591	66,780
Machinery equipment	59,100	83,206
Other equipment	<u>8,204</u>	<u>15,048</u>
	<u>\$ 318,050</u>	<u>\$ 352,189</u>

27. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED CONTRACTUAL COMMITMENTS

Except as stated in other notes, the Company has the following major commitments and contingencies on the balance sheet date:

The amount for backorders were 424,381,000 and 110,335,000 in 2022 and 2021 respectively.

28. OTHER MATTERS

The Company was affected by the global pandemic of COVID-19, resulting in a significant decrease in operating revenue. In response to the impact of the epidemic, the Company has applied for salary and working capital subsidies from the government and received \$9614,000 in subsidies in 2021. As the pandemic slowed down and our government loosened restrictions designed to

limit the spread of COVID-19, the Company expects its operations to gradually get back to normal despite the fact that global economy is still recession. As of the release date of this financial statement, the Company continues to assess the economic impact on the Company.

29. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

The following information was summarized according to the foreign currencies other than the functional currency of the Company. The exchange rates disclosed were used to translate the foreign currencies into the functional currency. The significant financial assets and liabilities denominated in foreign currencies were as follows:

Unit: Thousands of foreign currencies and New Taiwan dollars

Dec. 31, 2022

<u>Financial assets</u>	<u>Foreign Currency</u>	<u>Exchange Rate</u>	<u>Carrying Amount</u>
<u>Monetary items</u>			
USD	\$ 12,782	30.71 (USD : NT\$)	\$ 392,526
EUR	\$ 170	32.72 (EUR : NT\$)	\$ 5,578
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD	\$ 857,879	30.71 (USD : NT\$)	\$ 26,345
EUR	\$ 95	32.72 (EUR : NT\$)	\$ 3,095

Dec. 31, 2021

<u>Financial assets</u>	<u>Foreign Currency</u>	<u>Exchange Rate</u>	<u>Carrying Amount</u>
<u>Monetary items</u>			
USD	\$ 12,756	27.68 (USD : NT\$)	\$ 353,098
EUR	\$ 139	31.32 (EUR : NT\$)	\$ 4,347
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD	\$ 299	27.68 (USD : NT\$)	\$ 8,287
EUR	\$ 67	31.32 (EUR : NT\$)	\$ 2,104

Foreign currency exchange gains and losses with significant impact (realized and unrealized) were as follows:

Foreign currency	2022		2021	
	Exchange rate	Net exchange Profit(loss)	Exchange rat	Net exchange Profit(loss)
USD	29.805 (USD : NT\$)	\$ 40,158	28.009 (USD : NT\$)	(\$ 8,018)
EUR	31.36 (EUR : NT\$)	277	33.16 (EUR : NT\$)	(357)
JPY	0.2275 (JPY : NT\$)	93	0.2554 (JPY : NT\$)	2
		<u>\$ 40,528</u>		<u>(\$ 8,373)</u>

30. SEPARATELY DISCLOSED ITEMS

Except for information of major shareholders, no information about significant transactions, investees, and investments in mainland China is disclosed.

Information of major shareholders:

The name, shareholding amount and proportion of shareholders with a shareholding ratio of 5% or more. (Table 2)

31. SEGMENT INFORMATION

a. Segment revenue, operating result, segment assets, and liabilities

For the purpose of resources allocation and performance assessment, the Company's chief operating decision maker reviews operating results and financial information on a product selling basis. Besides, the Company's segments are aggregated into a single reportable segment. The segment information provided by the Company to the chief operating decision maker is consistent with the financial statements. Therefore, the segment revenues and operating results for the years ended December 31, 2022 and 2021 are referred to the statements of comprehensive income for the years ended December 31, 2022 and 2021.

b. Geographical information : The Company has no operating institutions overseas.

c. Information about major customers

	2022		2021	
	Amount	%	Amount	%
Group A	\$ 292,296	65	\$ 220,778	63
Company B	69,894	16	38,568	11
Company C	60,630	13	83,769	24

AERO WIN TECHNOLOGY CORPORATION
Movements in property, factory and equipment
JANUARY 1 to DECEMBER 31, 2022 AND 2021

Table 1

(In Thousands of New Taiwan Dollars)

	Land	Building	Machinery equipment	Tooling equipment	Transportation equipment	Office equipment	Other equipment	Total
<u>Costs</u>								
Balance on Jan. 1, 2021	\$ 187,155	\$ 201,597	\$ 710,581	\$ 111,345	\$ 3,008	\$ 13,689	\$ 104,152	\$ 1,331,527
Additions	-	-	800	2,836	-	279	344	4,259
Disposal and obsolescence	-	-	-	-	-	-	(1,007)	(1,007)
Balance on Dec. 31, 2021	<u>\$ 187,155</u>	<u>\$ 201,597</u>	<u>\$ 711,381</u>	<u>\$ 114,181</u>	<u>\$ 3,008</u>	<u>\$ 13,968</u>	<u>\$ 103,489</u>	<u>\$ 1,334,779</u>
<u>Accumulated depreciation</u>								
Balance on Jan. 1, 2021	\$ -	\$ 120,481	\$ 533,652	\$ 51,371	\$ 2,608	\$ 9,241	\$ 66,375	\$ 783,728
Depreciation expenses	-	6,272	31,608	13,435	317	2,127	7,914	61,673
Disposal and obsolescence	-	-	-	-	-	-	(1,007)	(1,007)
Balance on Dec. 31, 2021	<u>\$ -</u>	<u>\$ 126,753</u>	<u>\$ 565,260</u>	<u>\$ 64,806</u>	<u>\$ 2,925</u>	<u>\$ 11,368</u>	<u>\$ 73,282</u>	<u>\$ 844,394</u>
Carrying amount at Dec. 31, 2021	<u>\$ 187,155</u>	<u>\$ 74,844</u>	<u>\$ 146,121</u>	<u>\$ 49,375</u>	<u>\$ 83</u>	<u>\$ 2,600</u>	<u>\$ 30,207</u>	<u>\$ 490,385</u>
<u>Costs</u>								
Balance on Jan. 1, 2022	\$ 187,155	\$ 201,597	\$ 711,381	\$ 114,181	\$ 3,008	\$ 13,968	\$ 103,489	\$ 1,334,779
Additions	-	414	25,867	4,722	-	982	593	32,578
Disposal and obsolescence	-	-	(386,670)	(29,524)	(2,923)	(7,137)	(47,116)	(473,370)
Balance on Dec. 31, 2022	<u>\$ 187,155</u>	<u>\$ 202,011</u>	<u>\$ 350,578</u>	<u>\$ 89,379</u>	<u>\$ 85</u>	<u>\$ 7,813</u>	<u>\$ 56,966</u>	<u>\$ 893,987</u>
<u>Accumulated depreciation</u>								
Balance on Jan. 1, 20212	\$ -	\$ 126,753	\$ 565,260	\$ 64,806	\$ 2,925	\$ 11,368	\$ 73,282	\$ 844,394
Depreciation expenses	-	4,819	25,668	13,342	83	1,612	7,233	52,757
Disposal and obsolescence	-	-	(386,670)	(29,524)	(2,923)	(7,137)	(47,116)	(473,370)
Balance on Dec. 31, 2022	<u>\$ -</u>	<u>\$ 131,572</u>	<u>\$ 204,258</u>	<u>\$ 48,624</u>	<u>\$ 85</u>	<u>\$ 5,843</u>	<u>\$ 33,399</u>	<u>\$ 423,781</u>
Carrying amount at Dec. 31, 2022	<u>\$ 187,155</u>	<u>\$ 70,439</u>	<u>\$ 146,320</u>	<u>\$ 40,755</u>	<u>\$ -</u>	<u>\$ 1,970</u>	<u>\$ 23,567</u>	<u>\$ 470,206</u>

AERO WIN TECHNOLOGY CORPORATION

List of major shareholders

Dec. 31, 2022

Table 2

Shareholder's Name	Shareholding	
	Shares	Percentage
ZENG, GUO-HAO	6,643,285	9.68%
Keytech Investment Inc.	6,019,869	8.77%
RichMind Corp.	4,343,000	6.33%

Note: The information of major shareholders presented in this table is provided by the Taiwan Depository & Clearing Corporation based on the number of ordinary shares and preferred shares held by shareholders with ownership of 5% or greater, that have been issued without physical registration by the Company as of the last business day for the current quarter. The share capital in the parent company only financial statements may differ from the actual number of shares that have been issued without physical registration because of different preparation basis.

§Statements of Major Accounting Items§

Item	Number / Index
Statements of assets, liabilities, and equity items	
Statement of cash	Statement 1
Statement of accounts receivable	Statement 2
Statement of inventories	Statement 3
Statement of prepayments	Note 9
Statement of other current assets	Note 13
Statement of changes in property, plant and equipment	Table 1
Statement of changes in accumulated depreciation of property, plant and equipment	Table 2
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Statements of Profit or Loss Items	
Statement of operating revenue	Statement 7
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Summary statement of current period employee benefits, depreciation, and amortization expenses by function	Statement 10

AERO WIN TECHNOLOGY CORPORATION

Statement of Cash

As at Dec. 31, 2022

Statement 1

(In Thousands of New Taiwan
Dollars, Unless Stated Otherwise)

<u>Item</u>	<u>Amount</u>
Cash on hand and petty cash	\$ 50
Bank Deposit demand deposit (Note)	<u>381,731</u>
	<u>\$ 381,781</u>

Note: Including NT\$38,282,000、USD11,051,606.88 (US\$1 = NT\$30.71)、
EUR123,929.31 (EUR\$1 = NT\$32.72) ,and JPY 158 yen (JPY\$1 =
NT\$0.2324)。

AERO WIN TECHNOLOGY CORPORATION

Statement of accounts receivable, net

As at Dec. 31, 2022

Statement 2

(In Thousands of New Taiwan
Dollars)

Client Name	Amount
Company A	\$ 20,720
Company B	12,774
Company C	9,189
Company D	5,917
Company E	3,233
Company F	3,084
Others (Note)	<u>3,225</u>
	58,142
Less: allowance for doubtful accounts	<u>97</u>
	<u><u>\$ 58,045</u></u>

Note: The amount of individual client in others does not exceed 5% of the account balance .

AERO WIN TECHNOLOGY CORPORATION

Statement of inventories

As at 31 December 2022

Statement 3

(In Thousands of New Taiwan Dollars)

Items	Cost	Market price (Note)
Finished goods	\$ 76,289	\$ 90,275
Work in process	130,646	138,238
Raw materials/Supplies and parts	133,204	145,191
Inventory in transit	<u>27,405</u>	<u>27,405</u>
	<u>\$ 367,544</u>	<u>\$ 401,109</u>

Note: Refer to Note 4 for market price basis.

AERO WIN TECHNOLOGY CORPORATION
Statement of short-term borrowings
As at Dec. 31, 2022

Statement 4

(In Thousands of New Taiwan Dollars)

Names	Contract period	Interest rate range (%)	Amount	Amount financed	Mortgage or guarantee
Credit loans					
E.SUN COMMERCIAL BANK, LTD.	111.11.17~112.02.16	1.35	\$ 30,000	\$ 100,000	None
Mega International Commercial Bank	111.11.22~112.02.20	1.74	<u>\$ 30,000</u>	\$ 100,000	None
			<u>\$ 60,000</u>		

AERO WIN TECHNOLOGY CORPORATION

Statement of accounts payable

As at 31 December 2021

Statement 5

(In Thousands of New Taiwan
Dollars)

Name of supplier	Summary	Amount
Company A	Material purchase	\$ 7,925
Company B	Material purchase	6,353
Company C	Material purchase	4,158
Company D	Material purchase	2,430
Company E	Material purchase	2,351
Others (Note)		21,140
		\$ 44,357

Note: The amount of individual client in others does not exceed 5% of the account balance.

AERO WIN TECHNOLOGY CORPORATION

Statement of long-term borrowings

As at Dec. 31, 2022

Statement 6

(In Thousands of New Taiwan Dollars)

Creditors	Summary	Amount			Contract period	Annual interest rate (%)	Mortgage or guarantee	Remarks
		due within one year	due in one year	Total				
First Commercial Bank	Medium-term credit loan	6,000	4,500	10,500	108.08.08~113.08.08	1.975	None	Payable quarterly, and the principal is amortized on average in 20 installments, with each installment repaying NT\$ 1,500,000 beginning Nov. 2019.
E.SUN COMMERCIAL BANK, LTD.	Medium-term credit loan	9,882	16,859	26,741	111.08.26~114.08.26	1.75	None	Payable monthly, and the principal and interest are amortized on average in 36 installments, with each installment repaying NT\$ 856,000 beginning August 2022.
CHANG HWA COMMERCIAL BANK, LTD.	Medium-term mortgage loan	14,400	52,000	66,400	109.08.10~116.08.10	1.655	Building	Payable monthly, and the principal and interest are amortized on average in 84 installments, repaying NT\$ 1200,000 for the 1 st to 83 rd installments, and NT\$ 400,000 for the 84 th installment beginning Sep. 2020.
	Medium-term mortgage loan	14,400	52,000	66,400	109.08.24~116.08.24	1.655	Building	Payable monthly, and the principal and interest are amortized on average in 84 installments, repaying NT\$ 1200,000 for the 1 st to 83 rd installments, and NT\$ 400,000 for the 84 th installment beginning Sep. 2020.
	Medium-term mortgage loan	5,530	461	5,991	108.01.18~113.01.18	1.805	Machinery equipment	Payable monthly, and the principal and interest are amortized on average in 60 installments beginning Jan. 2019.
	Medium-term mortgage loan	2,800	7,000	9,800	110.06.01~115.06.01	1.805	Machinery equipment	Payable monthly, and the principal and interest are amortized on average in 60 installments beginning June 2021.
	Medium-term credit loan	-	100,000	100,000	111.03.24~113.03.24	1.825	None	Beginning March 2022, interest payable monthly in 24 installments · repaid in March 2024.
Hua Nan Commercial Bank, Ltd.	Medium-term mortgage loan	1,867	13,066	14,933	104.12.10~119.12.10	1.83	Building	Payable monthlyly, and the principal is amortized on average in 180 installments, with each installment repaying NT\$ 156,000 beginning Jan. 2016.
	Medium-term mortgage loan	4,528	0	4,528	107.11.30~112.11.30	1.83	Machinery equipment	Payable monthlyly, and the principal is amortized on average in 60 installments, with each installment repaying NT\$ 412,000 beginning Dec. 2018.
	Medium-term credit loan	-	70,000	70,000	111.12.14~113.12.13	1.505	None	Beginning Dec. 2022, interest payable monthly in 24 installments · repaid in Dec. 2024.
	Medium-term credit loan	-	30,000	30,000	111.12.28~113.12.28	1.545	None	Beginning Dec. 2022, interest payable monthly in 24 installments · repaid in Dec. 2024.
		<u>\$ 59,407</u>	<u>\$ 345,886</u>	<u>\$ 405,293</u>				

AERO WIN TECHNOLOGY CORPORATION

Statement of sales revenues

For the year ended Dec. 31, 2022

Statement 7

(In Thousands of New Taiwan
Dollars)

<u>Items</u>	<u>Numbers</u>	<u>Amount</u>
Aerospace components	166,287	\$ 448,240
Others	117	<u>1,296</u>
		<u>\$ 449,536</u>

AERO WIN TECHNOLOGY CORPORATION

Statement of operating costs

For the year ended 31 December 2022

Statement 8

(In Thousands of New Taiwan
Dollars)

Items	Amount
Beginning Materials	\$ 169,442
Beginning Materials in Transit	11,253
Add: Current year material imports	187,365
Less: Ending raw materials	133,204
Ending raw materials in transit	27,405
Sale of raw materials	230
Transfer to manufacturing costs	9,009,
Other	<u>1,124</u>
Direct raw material consumption	197,088
Direct Labor	72,475
Manufacturing Expenses	<u>164,545</u>
Manufacturing Costs	434,108
Add: Beginning work-in-progress	65,327
Other	1,340
Less : Ending work-in-progress	130,646
Sale of work-in-progress	10
Cost of finished goods	370,119
Add : Beginning finished goods	110,956
Other	3,275
Less : Ending finished goods	<u>76,289</u>
Total operating costs	408,061
Add : Sale of raw materials	230
Sale of work-in-progress	10
Less : Underlying revenue	7,056
Other	<u>3,491</u>
	<u><u>\$ 397,754</u></u>

AERO WIN TECHNOLOGY CORPORATION

Statement of operation expense

For the year ended 31 December 2022

Statement 9

(In Thousands of New Taiwan Dollars)

Items	Marketing Expense	Administraction Expense	R&D expense	Expected credit impairment loss	Total
Salary	\$ 2,539	\$ 11,344	\$ 13,439	-	\$ 27,322
Research fees	-	-	6,270	-	6,270
Export fees	14,547	-	-	-	14,547
Property insurance	2,130	1,456	1,322	-	4,908
Utilities expense	1,040	2,089	3,121	-	6,250
Amortizations	188	2,564	234	-	2,986
Service fees	-	2,629	-	-	2,629
Depreciation	241	2,136	723	-	3,100
Other expenses	-	2,889	1,086	-	3,975
Expected credit impairment loss	-	-	-	97	97
Other (Note)	<u>1,808</u>	<u>3,784</u>	<u>2,553</u>	<u>-</u>	<u>8,145</u>
	<u>\$ 22,493</u>	<u>\$ 28,891</u>	<u>\$ 28,748</u>	<u>\$ 97</u>	<u>\$ 80,229</u>

Note: The amount of each item does not exceed 5% of the amount of this account.

AERO WIN TECHNOLOGY CORPORATION

Statement of labor, depreciation and amortization by function.

Statement 10

(In Thousands of New Taiwan Dollars)

	2022			2021		
	Operating cost	Operation Expense	Total	Operating cost	Operation Expense	Total
Employee Benefits						
Payroll	\$ 76,615	\$ 26,982	\$ 103,597	\$ 77,846	\$ 27,071	\$ 104,917
Labor and Health Insurance expense	8,757	2,945	11,702	9,356	3,139	12,495
Pension	4,140	1,390	5,530	4,373	1,444	5,817
Remuneration to directors	-	340	340	-	420	420
Other	<u>3,362</u>	<u>852</u>	<u>4,214</u>	<u>2,609</u>	<u>749</u>	<u>3,358</u>
	<u>\$ 92,874</u>	<u>\$ 32,509</u>	<u>\$ 125,383</u>	<u>\$ 94,184</u>	<u>\$ 32,823</u>	<u>\$ 127,007</u>
Depreciation	\$ 50,757	\$ 3,100	\$ 53,857	\$ 59,153	\$ 3,668	\$ 62,821
Amortization	2,376	2,986	5,362	2,163	3,539	5,702

Note: The number of employees for the current year and the previous year were 200 and 220, respectively, of which the number of directors who were not also employees were 5.

(1) The average employee benefit expense for the year was \$641,000 ("Total employee benefit expense for the year - Total director's remuneration"/"Number of employees for the year - Number of directors who are not concurrent employees"). The average employee benefit expense for the previous year was \$589,000 ("Total amount of employee benefit expense for the previous year - Total amount of directors' remuneration" / "Number of employees for the previous year - Number of directors who were not also employees").

(2) The average employee salary expense for the year was \$531,000 (Total salary expense for the year / "Number of employees for the year - Number of directors who were not also employees"). The average employee salary expense for the previous year was \$488,000 (Total salary expense for the previous year / "Number of employees for the previous year - Number of directors who were not also employees").

(3) Change in average employee salary cost adjustment (9%) ("Average employee salary cost for the current year - Average employee salary cost for the previous year"/ Average employee salary cost for the previous year).

(4) The Company set up an audit committee, and there are no supervisors.

(5) The Company's salary and remuneration policy (including directors, managers and employees):
A. In accordance with Article 21 of the Company's Articles of Incorporation, if the Company makes a profit in a year, the Board of Directors shall resolve to set aside not more than 3% of the remuneration of the directors. The remuneration to the Company's directors shall be defined based on the Company's entire operating results, and in reference to the personal performance achievement rate and contribution to the Company. The amount and distribution method shall be recommended by the Compensation Committee to the Board of Directors for approval.

B. Remuneration Policy for general managers and deputy general managers:

In accordance with the policy and system for compensation of the managerial officers of this Corporation, recommendations regarding compensation may be submitted by human resource department to the Remuneration Committee for deliberation and to the board of directors for resolution after HR department takes into consideration the managers' market value salary, job scope, and contribution to company goals.

C. Remuneration for employees include salary and bonuses.

	Starting salary	Raise
Direct personnel	Suggestions will be put forward by the hiring supervisor according to the average salary level of the industry and be submitted to the deputy general manager for approval.	Suggestions for a raise for top-performing employees will be made by the hiring supervisor, countersigned by the head of management and be submitted to the general manager for approval.
Indirect personnel	Suggestions will be put forward by the head of management according to the average salary level of the industry and be submitted to the general manager for approval.	

D. With regard to the Company's main remuneration principles, there is a positive correlation between individual responsibilities, and the Company's business performance. Disclosure of payment is in accordance with the law, hence there should be limited risk in the future.

AERO WIN TECHNOLOGY CORPORATION

chairman Kuo-Hao Tseng