

寶一科技股份有限公司一一二一年股東常會議事錄



召開方式：實體股東會

時間：中華民國一一二年六月二十八日(星期三)上午九時三十分

地點：台南市新營區新工路二十八號(新營工業區服務中心地下一樓大會議室)

出席股數：出席股東及股東代理人出席股數共計 40,902,598 股(含以電子方式行使表決權者 10,838,388 股)，佔本公司已發行股份總數 68,573,500 股之 59.64%。

出席董事：董事長極致投資股份有限公司(代表人：曾國浩)、胡董事淑賢、蘇獨立董事慶陽(審計委員暨薪酬委員)、黃獨立董事敏恭(審計委員暨薪酬委員)

列席：勤業眾信聯合會計師事務所-王騰葦會計師、集思法律事務所-胡仁達律師

主席：曾國浩 董事長



紀錄：洪淑玲 經理



壹、宣佈開會(出席股數已逾法定數額，主席依法宣佈開會)

貳、主席致詞(略)

參、報告事項

一、一一一年度營業報告書，請參閱附件一。

二、一一一年度審計委員會查核報告書，請參閱附件二。

三、「寶一科技股份有限公司董事會議事規範」部分條文修訂案，請參閱議事手冊。

四、「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，請參閱議事手冊。

肆、承認事項

【第一案】

(董事會提)

案由：一一一年度營業報告書及財務報表案。

說明：一、本公司一一一年度財務報表(資產負債表、綜合損益表、權益變動表、現金流量表)，業經勤業眾信聯合會計師事務所王騰葦及楊朝欽會計師查核完竣，連同營業報告書送請審計委員會審查竣事，出具查核報告書在案。

二、營業報告書及上述財務報表暨會計師查核報告，請參閱附件一、附件三及附件四。

三、謹提請承認。

決議：本議案表決時出席股東表決權數(含電子投票)：40,902,598 權，贊成權數超過出席股東

表決權數二分之一，經出席股東票決後照案通過。

表決結果		占出席股東表決權數%
贊成權數	31,185,805 權 (含電子方式行使表決權 1,121,595 權)	76.24%
反對權數	14,240 權 (含電子方式行使表決權 14,240 權)	0.04%
無效權數	0 權	0%
棄權與未投票權數	9,702,553 權 (含電子方式行使表決權 9,702,553 權)	23.72%

【第二案】

(董事會提)

案由：一一一年度虧損撥補案。

說明：一、本公司一一一年度虧損撥補案，業經一一二年二月十七日董事會決議通過擬議不予配發股東紅利。

二、本公司一一一年度虧損撥補表如下：



寶一科技股份有限公司
一一一年度虧損撥補表

單位：新台幣元

	金額
期初未分配盈餘	(\$43,857,830)
精算損益列入保留盈餘	54,841
調整後未分配盈餘	(43,802,989)
本期淨利	18,914,848
本期待彌補虧損	(24,888,141)
期末待彌補虧損	(24,888,141)

董事長：曾國浩



經理人：曾國浩



會計主管：謝舒萍



三、謹提請承認。

決議：本議案表決時出席股東表決權數(含電子投票)：40,902,598 權，贊成權數超過出席股東

表決權數二分之一，經出席股東票決後照案通過。

表決結果		占出席股東表決權數%
贊成權數	31,183,980 權 (含電子方式行使表決權 1,119,770 權)	76.24%
反對權數	15,664 權 (含電子方式行使表決權 15,664 權)	0.04%
無效權數	0 權	0%
棄權與未投票權數	9,702,954 權 (含電子方式行使表決權 9,702,954 權)	23.72%

伍、選舉事項

(董事會提)

案由：全面改選董事案。

說明：一、本公司第八屆董事任期原於 112 年 7 月 3 日屆滿，為配合一一二年股東常會，擬全面改選。

二、依照「公司章程」第十六條規定，本次選舉應選出董事 8 席(含獨立董事 4 席)，採候選人提名制度。

三、新任董事之任期自民國 112 年 6 月 28 日起至民國 115 年 6 月 27 日止，任期三年。原任董事任期至本次股東常會完成時止。

四、董事候選人名單詳如下：

董事候選人	1	2	3	4
姓名	極致投資(股)公司 代表人：曾國浩	胡淑賢	蔡美麗	嘉悉(股)公司 代表人：林高順
持有股數	6,019,869	480,000	0	2,284,000
學歷	日本東京大學 精密機械工學博士	銘傳大學 管理學博士	國立政治大學 會計研究所碩士	輔仁大學 企業管理學學士
經歷	1. 將群專利事務所 專利工程師 2. Fujikura ltd. 研發係長 3. 寶一科技(股)公司 董事長特別助理、技術處協理 4. 煦康科技系統(股)公司 董事	1. 寶一科技(股)公司 董事長特別助理 2. 煦康科技系統(股)公司 監察人 3. 共通科技(股)公司 副總經理 4. 寶一科技(股)公司 副總經理(現職) 5. 駐龍精密機械(股)公司	1. 世新大學 董事 2. 交通銀行投資部 科長 3. 台北大學兼任講師 4. 世新大學兼任講師 5. 文化大學兼任講師 6. 歐華投資開發	1. 淳安電子(股)公司 董事、監察人 2. 文麥(股)公司 董事長暨總經理(現職) 3. Monterey Cayman INC. 董事長(現職) 4. 嘉悉(股)公司 董事長(現職) 5. 宏高科技(張家港)有限

	<p>5. MEB COMERCIAL IMPORTADORA EXPORTADORA LTD. 董事長</p> <p>6. 寶一科技(股)公司 總經理(現職)</p> <p>7. 文麥(股)公司 董事(現職)</p> <p>8. 極致投資(股)公司 董事長(現職)</p> <p>9. 嘉悉(股)公司 董事(現職)</p> <p>10. 得寶投資(股)公司 董事長(現職)</p>	<p>獨立董事&薪酬委員(召集人) &審計委員(召集人)(現職)</p> <p>6. 旭東機械工業(股)公司 獨立董事&薪酬委員&審計委員(現職)</p>	<p>(股)公司 董事暨總經理(現職)</p> <p>7. 倫飛電腦實業(股)公司 法人董事代表人(現職)</p> <p>8. 元翎精密工業(股)公司 法人董事代表人(現職)</p> <p>9. 永儲(股)公司 法人監察人代表人(現職)</p>	<p>公司 董事長(現職)</p> <p>6. 高緯投資(股)公司 監察人(現職)</p>
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獨立董事候選人	1	2	3	4
姓名	蘇慶陽	黃敏恭	盧文祥	李定安
持有股數	0	0	0	0
學歷	<p>1. 國立政治大學企研所 企家班</p> <p>2. 國立成功大學機械系 學士</p>	<p>1. 國立政治大學 法學院 公共行政研究所 法學 碩士</p> <p>2. 國立政治大學 法學院 政治學系 法學學士</p>	<p>1. 臺灣政治大學科技管理 博士</p> <p>2. 美國 Franklin Pierce Law Center 富蘭克林 法學院智慧財產碩士</p> <p>3. 臺灣中興大學(現台北 大學) 法學碩士</p> <p>4. 臺灣東吳大學法律系比 較法學士</p>	<p>國立台灣大學 會計學 學士</p>
經歷	<p>1. 金屬工業發展中心常 務董事</p> <p>2. 台灣區車輛同業工會 常務理事</p> <p>3. 中華汽車工業(股)公 司 董事/總經理</p> <p>4. 華肇機械工業(股)公 司 董事長</p> <p>5. 順益汽車(股)公司副</p>	<p>1. 台北市政府秘書處法制 室科員</p> <p>2. 台灣省自來水公司專 員、第十一區管理處總 務室主任</p> <p>3. 國立中興大學企業管理 學系兼任講師</p> <p>4. 台灣省選舉委員會行政 室主任</p>	<p>1. 駐新加坡臺北代表處顧 問兼經濟組組長</p> <p>2. 經濟部智慧財產局副局 長</p> <p>3. 法務部資訊處簡任專門 委員</p> <p>4. 臺灣花蓮、士林、臺北 地方檢察署檢察官</p> <p>5. 臺灣士林地方法院民庭</p>	<p>1. 台灣舞弊防治與鑑識協 會 董事暨公共關係委 員會主委</p> <p>2. 朱莉國際有限公司 獨 立董事</p> <p>3. 駿吉-KY 獨立董事</p> <p>4. 晟鈦(股)公司 獨立董 事、薪酬委員</p> <p>5. 文麥(股)公司 獨立董</p>

<p>董事長</p> <p>6. 匯豐汽車(股)公司董事長</p> <p>7. 中華賓士汽車(股)公司總裁</p> <p>8. 裕隆汽車製造(股)公司 董事</p> <p>9. 佳世達科技(股)公司獨立董事</p> <p>10. 馬來西亞商陳唱集團資深集團顧問</p> <p>11. 中國機械工程協會副理事長</p> <p>12. 中國工程師學會傑出工程師評審委員</p> <p>13. 彥臣生技藥品(股)公司 董事(現職)</p> <p>14. 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)(現職)</p> <p>15. 建大工業(股)公司獨立董事、薪酬委員、審計委員(現職)</p>	<p>5. 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</p> <p>6. 台灣省諮議會簡任十四 職等秘書長</p> <p>7. 桃園縣副縣長</p> <p>8. 桃園縣代理縣長</p> <p>9. 臺灣自來水公司董事長</p> <p>10. 行政院研究發展考核 委員會副主任委員</p> <p>11. 行政院政務副秘書長</p> <p>12. 台灣車輛股份有限公 司董事長</p> <p>13. 尚茂電子材料股份有 限公司董事長</p> <p>14. 財團法人二十一世紀 基金會執行長(現職)</p> <p>15. 倫飛電腦實業(股)公 司 法人董事代表人(現 職)</p>	<p>法官</p> <p>6. 臺灣板橋地方法院刑庭 法官</p> <p>7. 立積電子股份有限公司 獨立董事、薪酬委員、 審計委員(現職)</p> <p>8. 智慧財產及商業法院特 聘調解委員(現職)</p> <p>9. 廈門大學知識產權研究 院兼職教授(現職)</p> <p>10. 東吳大學法律研究所 兼任教授(現職)</p> <p>11. 盧文祥律師事務所主 持律師(現職)</p>	<p>事</p> <p>6. 建誠聯合會計師事務所 會計師(現職)</p> <p>7. 台北市政府商業處諮詢 會計師(現職)</p> <p>8. 經濟部投資審議委員會 諮詢會計師(現職)</p> <p>9. 台北市產業發展局諮詢 會計師(現職)</p> <p>10. 中華國際投融资促進 會 監事(現職)</p>
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五、本次改選依本公司「董事選舉辦法」為之，請參閱議事手冊。

六、謹提請 選舉。

選舉結果：

當選名單如下：

職稱	戶名或名稱	當選權數
董事	極致投資股份有限公司 代表人：曾國浩	52,583,645
董事	胡淑賢	42,922,352
董事	蔡美麗	42,907,814
董事	嘉悉股份有限公司 代表人：林高順	36,254,872
獨立董事	蘇慶陽	17,909,989

獨立董事	盧文祥	17,781,519
獨立董事	黃敏恭	17,724,197
獨立董事	李定安	17,706,065

陸、其他議案

(董事會提)

案由：解除新任董事及其代表人競業行為之限制案。

說明：一、因應本公司多角化營運所需，且基於投資與其他業務發展考量，擬解除本次股東常會新選任之董事及其代表人於與本公司所營事業相同之他公司，為屬於本公司營業範圍內行為之限制。

二、董事競業限制明細如下：

職稱	姓名	目前兼任其他公司之職務
董事 代表人	曾國浩	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
董事	胡淑賢	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
董事	蔡美麗	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
董事 代表人	林高順	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
獨立董事	蘇慶陽	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
獨立董事	黃敏恭	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

獨立董事	盧文祥	1.立積電子(股)公司 獨立董事、薪酬委員、審計委員 2.智慧財產及商業法院特聘調解委員 3.廈門大學知識產權研究院兼職教授 4.東吳大學法律研究所兼任教授 5.盧文祥律師事務所主持律師
獨立董事	李定安	1.建誠聯合會計師事務所 會計師 2.台北市政府商業處諮詢會計師 3.經濟部投資審議委員會諮詢會計師 4.台北市產業發展局諮詢會計師 5.中華國際投融資促進會 監事

三、謹提請討論。

決議：本議案表決時出席股東表決權數(含電子投票)：40,902,598 權，贊成權數超過出席股東表決權數三分之二，經出席股東票決後照案通過。

表決結果		占出席股東表決權數%
贊成權數	31,049,327 權 (含電子方式行使表決權 985,117 權)	75.91%
反對權數	105,600 權 (含電子方式行使表決權 105,600 權)	0.26%
無效權數	0 權	0%
棄權與未投票權數	9,747,671 權 (含電子方式行使表決權 9,747,671 權)	23.83%

柒、臨時動議：經主席徵詢全體出席股東無臨時動議提出。

【本次股東常會各項議案均無股東提問】

捌、散會：同日上午九時五十四分，主席宣佈散會。

(本次股東常會記錄僅載明會議進行要旨，會議進行內容及程序，仍以會議影音記錄為準。)

壹、附件

一、營業報告書



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
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 2020 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 2020 至 2022 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 2020 至 2022 年市場預估 B737 max 使用的 LEAP B 需求從 311 具調升至 577 具，2023 年市場預估需求約 1024 具。而 2020 至 2022 年市場預估 A320 neo 使用的 LEAP A 需求從 466 具調升至 825 具，2023 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。

董事長：曾國浩



經理人：曾國浩



會計主管：謝舒萍



二、 審計委員會查核報告書

寶一科技股份有限公司 審計委員會查核報告書

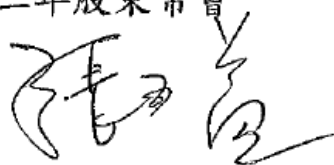
董事會造具本公司民國一一一年度營業報告書、財務報告及虧損撥補議案等，其中財務報告業經董事會委任勤業眾信聯合會計師事務所查核完竣，並出具無保留意見查核報告。上述營業報告書、財務報告及虧損撥補議案經本審計委員會查核，認為均符合相關法令規定，爰依證券交易法第14條之4及公司法第219條之規定報告如上。

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

三、 會計師查核報告書

Deloitte.

勤業眾信

勤業眾信聯合會計師事務所
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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，又收入是否具實發生，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

四、財務報表

寶一證券股份有限公司
資產負債表
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		<u>830,244</u>	<u>61</u>		<u>761,398</u>	<u>59</u>
	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		<u>521,466</u>	<u>39</u>		<u>533,629</u>	<u>41</u>
1XXX	資 產 總 計	\$	<u>1,351,710</u>	<u>100</u>	\$	<u>1,295,027</u>	<u>100</u>
	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		<u>227,282</u>	<u>17</u>		<u>206,506</u>	<u>16</u>
	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		<u>354,180</u>	<u>26</u>		<u>337,243</u>	<u>26</u>
2XXX	負債總計		<u>581,462</u>	<u>43</u>		<u>543,749</u>	<u>42</u>
	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		<u>31,249</u>	<u>2</u>		<u>12,279</u>	<u>1</u>
3XXX	權益總計		<u>770,248</u>	<u>57</u>		<u>751,278</u>	<u>58</u>
	負債與權益總計	\$	<u>1,351,710</u>	<u>100</u>	\$	<u>1,295,027</u>	<u>100</u>

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

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 銷貨收入（附註四及十九）	\$ 449,536	100	\$ 351,510	100
5000 營業成本（附註八及二十）	<u>397,754</u>	<u>88</u>	<u>381,267</u>	<u>108</u>
5900 營業毛利（損）	<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 推銷費用	22,493	5	15,491	5
6200 管理費用	28,891	7	29,063	8
6300 研究發展費用	28,748	6	32,958	9
6450 預期信用減損損失	<u>97</u>	<u>-</u>	<u>-</u>	<u>-</u>
6000 營業費用合計	<u>80,229</u>	<u>18</u>	<u>77,512</u>	<u>22</u>
6900 營業淨損	<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 利息收入	1,147	-	98	-
7010 其他收入	120	-	120	-
7020 其他利益及損失	52,008	11	8,519	2
7050 財務成本	<u>(5,913)</u>	<u>(1)</u>	<u>(4,902)</u>	<u>(1)</u>
7000 營業外收入及支出合計	<u>47,362</u>	<u>10</u>	<u>3,835</u>	<u>1</u>
7900 稅前淨利（損）	18,915	4	(103,434)	(29)
7950 所得稅利益（附註四及二一）	<u>-</u>	<u>-</u>	<u>(486)</u>	<u>-</u>
8200 本年度淨利（損）	<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：				
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



寶一利基國際有限公司



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 法 定 盈 餘 公 積	未 分 配 盈 餘 (待彌補虧損)	權 益 總 計
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



寶一科技股份有限公司

現金流量表

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		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)

(接次頁)

(承前頁)

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



AeroWin Technology Corporation

Meeting Minutes of 2023 Annual Shareholders' Meeting

(Translated from Chinese Version)

Meeting Type: Physical Shareholders' Meeting

Time : 9:30 AM, Wednesday, 28 June 2023

Location: No. 28, Xingong Rd., Xinying Dist., Tainan City (Xinying Industrial Park Service Center B1 Conference Room)

The Number of Shares of Attendance :

Attending shareholders and proxy represented 40,902,598 shares (Including 10,838,388 shares which attended through electronic voting), accounting for 59.64% of the Company's total 68,573,500 outstanding shares.

Directors Present : Chairman of Keytech Investment Inc.(Representative Kuo Hao Tseng), Director Susan Hu , Independent Director Cy Su(Member of Remuneration Committee and Audit Committee), Independent Director Minkon Huang(Member of Remuneration Committee and Audit Committee)

Others Present : TENG-WEI WANG, CPA of Deloitte & Touche ,
Jen-Ta Hu, Barrister of JISI Law Office

Chairman : Kuo-Hao Tseng, Chairman of the Board of Directors

Recorder : Juli Hung

I. Meeting Commencement Announcement (The aggregate shareholding of the shareholders present constituted a quorum. The Chairman called the meeting to order.)

II. Opening Remarks by the Chairperson : Omitted

III. Reports

(1) Business Report of 2022. (Please refer to Attachment 1.)

(2) Audit Committee Review Report of 2022. (Please refer to Attachment 2.)

- (3) Amendment to “Aero Win Technology Corporation Rules of Procedure for Board of Directors Meetings.” (Please refer to Meeting Handbook.)
- (4) Amendment to “Aero Win Technology Corporation Sustainable Development Best Practice Principles.” (Please refer to Meeting Handbook.)

IV. Acknowledgements

Proposal 1

Proposed by the
Board of Directors

Proposal : The 2022 Business Report and Financial Statements

Explanation :

1. Aero Win’s 2022 Financial Statements (including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statements of Cash Flows) had been reviewed and audited by Mr. WANG,TENG-WEI and Mr. YANG,CHAO-QIN, CPAs of Deloitte & Touche. The Business Report has been audited and approved by the Audit Committee.
2. Business Report of 2021, Auditors’ Report, and aforementioned financial statements are shown in Attachments I and Attachments III-IV.
3. Please proceed with the acknowledgement.

Resolution:

Shares represented at the time of voting (including electronic voting): 40,902,598. The number of votes in favor exceeded one-half of the voting rights of shareholders present. It was resolved that the above proposal be approved as proposed.

Voting Results		Percentage of the Total Represented Shares Present
Votes in favor of the proposal	31,185,805 (Including 1,121,595 shares which attended through electronic voting)	76.24%
Votes against the proposal	14,240 (Including 14,240 shares which attended through electronic voting)	0.04%
Invalid votes	0	0%
Abstained votes	9,702,553 (Including 9,702,553 shares which attended through electronic voting)	23.72%

Proposal 2

Proposed by
the Board of Directors

Proposal : 2022 Deficit Compensation Statement

Explanation :

1. 2022 Deficit Compensation Statement. It was proposed and passed by a resolution of the Board of Directors on February 17, 2023 not to distribute shareholder dividends

2、2022 Deficit Compensation Statement

AeroWin Technology Corporation
2022 Deficit Compensation Statement

In NTD

Item	Total
Retained earnings-unappropriated at the beginning of the period	(43,857,830)
Actuarial gains and losses included in retained earnings	5,4841
Adjusted retained earnings-unappropriated	(43,802,989)
Net profit for the period	18,914,848)
Deficit yet to be compensated – for the period	(24,888,141)
Deficit yet to be compensated – at the end of the period	(24,888,141)

Chairman:

President:

Chief Accountant:

3. Please proceed with the acknowledgement.

Resolution:

Shares represented at the time of voting (including electronic voting): 40,902,598. The number of votes in favor exceeded one-half of the voting rights of shareholders present. It was resolved that the above proposal be approved as proposed.

Voting Results		Percentage of the Total Represented Shares Present
Votes in favor of the proposal	31,183,980 (Including 1,119,770 shares which attended through electronic voting)	76.24%
Votes against the proposal	15,664 (Including 15,664 shares which attended through electronic voting)	0.04%
Invalid votes	0	0%
Abstained votes	9,702,954 (Including 9,702,954 shares which attended through electronic voting)	23.72%

V. Election

Proposed by
the Board of Directors

Proposal: Re-election of Directors

Explanation :

1. The Company's 8th term Directors shall have their tenure of office expired on July 3, 2023. With a view to holding the shareholders' regular meeting in 2023, a re-election is

proposed.

2. As expressly provided for in Article 16 of the Company's Articles of Incorporation and in accordance with the Company's Audit Committee, in the present election, Directors in 8 seats (including 4 Independent Directors) shall be elected in the candidates nomination system.
3. The new Directors shall hold a three-year tenure of office starting from June 28, 2023, until June 27, 2026. The term of office of the incumbent Directors will end when the annual shareholders' meeting is completed.
4. The list of candidates for Directors is as follows:

Candidates	1	2	3	4
Name	Keytech Investment Inc. Representative Kuo Hao Tseng	Susan Hu	Mei Li Tsai	RichMind Corp. Representative K.S.Lin
Shareholding	6, 019, 869	480, 000	0	2, 284, 000
Education	Ph.D. in Precision Mechanical Engineering, University of Tokyo, Japan	Doctor of Philosophy in Management in Business Administration, Ming Chuan University	Master of Accounting, National CUHENGCHI University	Bachelor of Business Administration, Fu Jen Catholic University
Experience	<ol style="list-style-type: none"> 1. Patent Engineer of Jiang Chyun IP Group 2. R & D department head of Fujikura ltd. 3. Special Assistant to the Chairman and Vice President, Technical Division of AWTC 4. Director of Seraph Scientific System Co., Ltd. 5. Chairman of MEB COMMERCIAL IMPORTADORA EXPORTADORA LTD. 6. President of AWTC (current position) 7. Director of MONTEREY INTERNATIONAL CORP. (current position) 8. Chairman of Keytech 	<ol style="list-style-type: none"> 1. Special Assistant to the Chairman of AWTC 2. Supervisor of Seraph Scientific System Co., Ltd 3. Executive Vice President of Combridge Co., Ltd. 4. Executive Vice President of AWTC (current position) 5. Independent Director & Convener of Remuneration Committee & Convener of Audit Committee, Drewloong Precision, Inc. (current position) 6. Independent Director & Member of Remuneration Committee & member of Audit Committee, Shuz Tung Machinery 	<ol style="list-style-type: none"> 1. Director of SHIH HSIN University 2. Section Chief of Investment Department of Chiao Tung Bank 3. Adjunct Lecturer of National Taipei University 4. Adjunct Lecturer of SHIH HSIN University 5. Adjunct Lecturer of Chinese Culture University 6. Board director and President of EUROC Investment Co., Ltd. (current position) 7. Director representative of Twinhead International Corp. (current position) 8. Director representative of MOSA Instrial Corp. 	<ol style="list-style-type: none"> 1. Director and Supervisor of SHUN ON ELECTRONIC CO., LIMITED 2. Chairman and President of MONTEREY INTERNATIONAL CORP. (current position) 3. Chairman of Monterey Cayman INC. (current position) 4. Chairman of RichMind Corp. (current position) 5. Chairman of MONTEREY (ZHANGJIAGANG) CO., LTD (current position) 6. Supervisor of Great way Co.LTD.(current position)

	Investment Inc. (current position) 9. Director of RichMind Corp. (current position) 10. Chairman of Tepao Investment Co., Ltd (current position)	Industrial Co., Ltd. (current position)	(current position) 9. Supervisor representative of EVERTERMINAL CO., LTD. (current position)	
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Candidate	1	2	3	4
Name	Cy Su	Minkon Huang	Wen Hsiang Lu	Ding An Lee
Shareholding	0	0	0	0
Education	1. EXECUTIVES PROGRAM, GRADUATE SCHOOL OF BUSINESS ADMINISTRATION, NATIONAL CHENG-CHI University 2. Bachelor of Mechanical Engineering, National Cheng Kung University	1. Master of Law, Graduate School of Public Administration, National Chengchi University 2. Bachelor of law, Department of Political Science, National Chengchi University	1. Ph.D., Graduate Institute of Technology and Innovation Management, National Cheng Chi University, Taiwan 2. Master Intellectual Property (MIP), Franklin Pierce Law Center, NH., USA 3. LL.M., Graduate School of Law, National Chung Hsin University, Taiwan 4. LL.B., Comparative Law, Soochow University, School of Law, Taiwan	National Taiwan University, Dept. of Accounting
Experience	1. Managing Director of Metal Industries Research & Development Centre 2. Executive director of TAIWAN TRANSPORTATION VEHICLE	1. Section Assistant in Legal room of Taipei City Government Secretariat 2. Executive Officer of Taiwan Provincial Water Supply Company, Director of the General Affairs	1. Senior Advisor & Director of Economic Division, Taipei Representative Office in Singapore 2. Deputy Director General, Intellectual Property	1. Public Relations Committee Chairperson and Director of Association of Certified Fraud Examiners, Taiwan Chapter 2. Independent Director of

	<p>MANUFACTURERS ASSOCIATION</p> <p>3. Director and President of CHINA MOTOR CORPORATION</p> <p>4. Chairman of CHINA ENGINE CORPORATION</p> <p>5. Vice Chairman of SHUNGYE MOTOR CO., LTD.</p> <p>6. Chairman of FORTUNE MOTORS CO., LTD.</p> <p>7. President of Capital Motors, Inc.</p> <p>8. Director of YULON MOTOR CO., LTD.</p> <p>9. Independent director of Qisda Corporation</p> <p>10. Senior Group Consultant of Tan Chong International Limited</p> <p>11. Vice President of Chinese Society of Mechanical Engineers</p> <p>12. Member Outstanding Engineer Review Committee of Chinese Institute of Engineers</p> <p>13. Director of NatureWise Biotech & Medicals Corporation (current position)</p> <p>14. Independent director and Convener of Remuneration Committee and Convener of Audit Committee of RECHI PRECISION CO., LTD. (current position)</p> <p>15. Independent director and Member of Remuneration Committee and Audit Committee of KENDARUBBER IND. CO., LTD. (current position)</p>	<p>Office of the Eleventh District Management Office, Taiwan Provincial Water Corporation</p> <p>3. Adjunct Lecturer, Department of Business Administration, National Chung Hsing University</p> <p>4. Chief of the Administrative Office of Taiwan Provincial Election Commission</p> <p>5. Chief, Secretary, Senior Executive Officer, Chief Secretary, Deputy Secretary-General, Secretary-General of Taiwan Provincial Council</p> <p>6. Secretary-General of Taiwan Provincial Advisory Council (Senior Rank Grade 14)</p> <p>7. Deputy Mayor of Taoyuan County</p> <p>8. Acting Mayor of Taoyuan County</p> <p>9. Chairman of Taiwan Water Corporation</p> <p>10. Vice Chairman of the Research, Development and Evaluation Committee, the Executive Yuan, Republic of China (Taiwan)</p> <p>11. Deputy Secretary-General, the Executive Yuan Deputy Secretary, the Executive Yuan, Republic of China (Taiwan)</p> <p>12. Chairman of Taiwan Rolling Stock Co, LTD.</p> <p>13. Chairman of ShineMore Technology Materials Corporation., Ltd.</p> <p>14. CEO of 21ST Century Foundation (current</p>	<p>Office, Ministry of Economic Affairs (MOEA)</p> <p>3. Senior Specialist, Computer & Information Department, Ministry of Justice</p> <p>4. Prosecutor, Taiwan Hualien, Shihlin, Taipei District Prosecutor's Office</p> <p>5. Civil Judge, Taiwan Shihlin District Court</p> <p>6. Criminal Judge, Taiwan Banchiau District Court</p> <p>7. Independent director and Member of Remuneration Committee and Audit Committee of RichWave Ltd. (current position)</p> <p>8. Mediator in the Intellectual Property and Commercial Court, Taiwan (current position)</p> <p>9. Adjunct Professor, Intellectual Property Research Institute of Xiamen (current position)</p> <p>10. Adjunct Professor, Soochow University, School of Law (Taiwan) (current position)</p> <p>11. Chair Attorney at Lu's Attorneys- at-Law (current position)</p>	<p>JULIE'S INTERNATIONAL LIMITED</p> <p>3. Independent Director of Inmax Holding Co., Ltd.</p> <p>4. Independent Director and Remuneration Committee of CHEER TIME ENTERPRISE CO., LTD.</p> <p>5. Independent Director of MONTEREY INTERNATIONAL CORP.</p> <p>6. Chien Chen United CPAs office Partner (current position)</p> <p>7. Consulting Accountant, Commercial Office, Taipei City Government (current position)</p> <p>8. Consulting Accountant, Investment Review Committee, Ministry of Economic Affairs (current position)</p> <p>9. Consulting Accountant, Taipei Industrial Development Bureau (current position)</p> <p>10. Supervisor of China International Investment and Financing Promotion Association (current position)</p>
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		position) 15. Director representative of TWINHEAD INTERNATIONAL CORP. (current position)		
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5. This election is in accordance with the “Rules Governing the Elections of Directors,” as shown in Meeting Handbook.

6. Please proceed with the election.

Election Results::

List of Directors elected at the 2023 annual shareholders’ meeting

Title	Name	Elected Number of Votes
Director	Keytech Investment Inc. Representative Kuo Hao Tseng	52,583,645
Director	Susan Hu	42,922,352
Director	Mei Li Tsai	42,907,814
Director	RichMind Corp. Representative K.S.Lin	36,254,872
Independent Director	Cy Su	17,909,989
Independent Director	Wen Hsiang Lu	17,781,519
Independent Director	Minkon Huang	17,724,197
Independent Director	Ding An Lee	17,706,065

VI. Other Proposals

Proposed by
the Board of Directors

Proposal of release the prohibition on new Directors and their representatives from participation in competitive business

Explanation:

1. In response to the diversification needs of the Company’s and in view of investment and other business development, it is proposed to release the prohibition on new Directors and their representatives from doing anything for himself or on behalf of another person that is within the scope of the company's business
2. Related information on the non-compete restrictions is as follows:

Position	Name	Other positions held
Representative of Director	Kuo Hao Tseng	1. Director of MONTEREY INTERNATIONAL CORP. 2. Chairman of Keytech Investment Inc. 3. Director of RichMind Corp. 4. Chairman of Tepao Investment Co., Ltd.
Director	Susan Hu	1. Independent Director & Convener of Remuneration Committee & Convener of Audit Committee, Drewloong Precision, Inc. 2. Independent Director & Member of Remuneration Committee & member of Audit Committee, Shuz Tung Machinery Industrial Co., Ltd.
Director	Mei Li Tsai	1. Board director and President of EUROCC Investment Co., Ltd. 2. Director representative of Twinhead International Corp. 3. Director representative of MOSA Industrial Corp. 4. Supervisor representative of EVERTERMINAL CO., LTD.
Representative of Director	K.S.Lin	1. Chairman and President of MONTEREY INTERNATIONAL CORP. 2. Chairman of Monterey Cayman INC. 3. Chairman of RichMind Corp. 4. Chairman of MONTEREY (ZHANGJIAGANG) CO., LTD 5. Supervisor of Great way Co.LTD.
Independent Director	Cy Su	1. Director of NatureWise Biotech & Medicals Corporation 2. Independent director and Convener of Remuneration Committee and Convener of Audit Committee of RECHI PRECISION CO., LTD. 3. Independent director and Member of Remuneration Committee and Audit Committee of KENDA RUBBER IND. CO., LTD.
Independent Director	Minkon Huang	1.CEO of 21ST Century Foundation 2. Director representative of TWINHEAD INTERNATIONAL CORP.
Independent Director	Wen Hsiang Lu	1. Independent director and Member of Remuneration Committee and Audit Committee of RichWave Ltd. 2. Mediator in the Intellectual Property and Commercial Court, Taiwan 3. Adjunct Professor, Intellectual Property Research Institute of Xiamen 4. Adjunct Professor, Soochow University, School of Law (Taiwan) 5. Chair Attorney at Lu's Attorneys-at-Law
Independent Director	Ding An Lee	1.Chien Chen United CPAs office Partner 2.Consulting Accountant, Commercial Office, Taipei City Government 3.Consulting Accountant, Investment Review Committee, Ministry of Economic Affairs 4.Consulting Accountant, Taipei Industrial Development Bureau 5.Supervisor of China International Investment and Financing Promotion Association

3. Please proceed with the discussion

Resolution:

Shares represented at the time of voting (including electronic voting): 40,902,598. The number of votes in

favor exceeded two-thirds of the voting rights of shareholders present .It was resolved that the above proposal be approved as proposed.

Voting Results		Percentage of the Total Represented Shares Present
Votes in favor of the proposal	31,049,327 (Including 985,117 shares which attended through electronic voting)	75.91%
Votes against the proposal	105,600 (Including 105,600 shares which attended through electronic voting)	0.26%
Invalid votes	0	0%
Abstained votes	9,747,671 (Including 9,747,671 shares which attended through electronic voting)	23.83%

VII. Extempore Motions :

After the Chairman consulted all shareholders present, no extraordinary motions were raised. (There were no shareholders' questions on the proposals of this general shareholders' meeting.)

VIII. Meeting Adjournment :

At 9:54 am on the same day, the Chairman declared the meeting adjourned.

(The minutes of this general shareholders' meeting only set out the main points of the meeting. The content and procedures of the meeting are still subject to the audio-visual records of the meeting.)

I. Business Report**I. Business Results in 2022**

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	
Return on total assets (%)	1.83	-7.26	
Return on shareholders' equity (%)	2.49	-12.83	
Ratio of income to paid-in capital (%)	operating profits	-4.15	-8.31
	before tax	2.76	-6.34
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:

1. Cooling insert: 4 products for CFM56, PW1000G engines.
2. Sheet metal ring parts: 7 engine parts for National Chung-Shan Institute of Science and Technology, Leap 1A/B/C, etc.
3. Machine ring parts: 3 products for various engines. AWTC develops technologies or products that successfully process aluminum alloys for vacuum pump parts
4. Aluminum alloy machine: 5 vacuum pump parts

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
R& D Percentage	7%	12%	9%	6%

II. Business Plan for 2023

The main customers of the Company are manufacturers under the French Safran Group and Pratt&Whitney of the United States. In 2022, the company will work with customers to improve efficiency, so that the Leap A/B/C products of the French Safran Group and PW1100G, PW1200G, PW1500G products of Pratt&Whitney of the United States will enter the mass production stage. It shows that customers affirm of our Company in terms of process innovation, work vitality, delivery efficiency and quality.

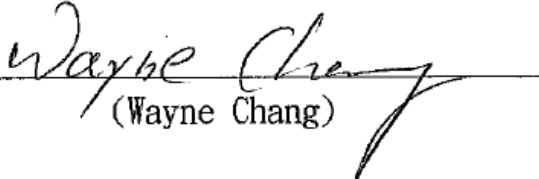
For the new generation of LEAP series engines, the demand will be reduced due to the impact of the global epidemic from 2020 to 2022. The market estimates that the demand for LEAP B used by B737 max is 311 to 577, and the market estimates that the demand will be about 1024-1250 in 2023-2024. From 2020 to 2022, the market estimates that the demand for LEAP A used by A320 neo will vary from 466 to 825, and the market will grow from 2023 to 2024. The estimated demand is about 885-913. Both Boeing and Airbus believe that after the overall epidemic situation is controlled, the global demand will grow and restart.

In order to meet the demand of engine market recovery and supply chain concentration in the post epidemic era, the company will continue to develop new products and grow new customers, and improve the process and increase capacity. Internally, the company adheres to the guiding principles of corporate governance to strengthen management, hoping to improve business performance.

**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

III. Independent Auditors' Review Report **【ATTACHMENT 3】**

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

IV. Financial Statements

【ATTACHMENT 4-1】

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)	973	-	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>

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	-	-	-	1,138	1,138
D5	Total comprehensive loss after tax for the year ended December 31, 2021	-	-	-	(101,810)	(101,810)
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	-	-	-	55	55
D5	Total comprehensive income after tax for the year ended December 31, 2022	-	-	-	18,970	18,970
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	95,257	15,418
	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	(506)	<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>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