

The Agenda and related information of 2005 Shareholders' Meeting

1. Date for convening the shareholders' meeting: 2005/06/14
2. Location for convening the shareholders' meeting: PCC Conference Room-3F No.2
Fu-Kung Road, Fu Hsin, Chang Hwa
3. Cause or subjects for convening the meeting:
 - A. Topics of Reporting items:
 - (1) To report the business of 2004.
 - (2) Supervisors 2004 review report.
 - (3) To report the status of guarantee provided by PCC in 2004.
 - (4) To report the status of PCC's assets acquisition or disposal in 2004.
 - (5) To report the status of PCC's indirect investment in Mainland China.
 - (6) Repurchase of Treasure Stock report.
 - (7) Other reporting topics.
 - B. Topics of Admission items:
 - (1) To accept 2004 Operation Report and Financial Statements.
 - (2) To approve the following proposal for 2004 earnings distribution.

	Unit: NT\$
Net income of 2004	4,246,337,653
Plus: Un-appropriated earnings of pervious years	5,872,096,649
Less: Effect of change of ownership interest in investees	<u>(168,389,560)</u>
2004 Earning available for distribution	9,950,044,742
Appropriation of earnings:	
- Legal reserve	424,633,766
- Special reserve	2,364,765,394
- Bonuses to Directors and Supervisors	43,708,155
- Bonuses to employees (in stock)	42,396,910
- Stock dividends (NT\$1.0per share)	2,049,657,390

- Cash dividends (NT\$1.0 per share)	<u>2,049,657,386</u>
Un-appropriated earnings	<u>2,975,225,741</u>

* Note:

1. PCC's Board of Directors proposed to distribute employee stock bonuses NT\$42,396,910 issuing 4,239,691 shares which accounts for 2.03% of capitalization of earnings; or 2.74% of 2004 net income if using the average closing price NT\$27.45 of Dec. 2004 to calculate the market value of employee stock bonuses.
2. After distribution of employee stock bonuses and the remuneration of Directors and Supervisors, PCC's EPS was recalculated as NT\$2.13.

C. Topics of Discussion items:

- (1) To discuss the capitalization of 2004 dividends, employee bonuses and issuing new shares.

It was proposed that PCC's paid-in capital would be increased by capitalizing stock dividends of shareholders NT\$2,049,657,390 and employee stock bonuses of NT\$42,396,910 allocated from 2004 earning distribution.

- (2) To discuss the amendment to PCC's "Articles of Incorporation".
- (3) To discuss the amendment to PCC's "Articles of Incorporation".
- (4) To discuss the amendment to PCC's "Articles of assets acquisition or disposal procedure"

D. To discuss other proposition.

4. The roster of shareholders will be closed from 2005/04/16 to 2005/06/14.
5. Any other matters that need to be specified:

A. According to Rule 165 of Company Law, the registration of title transfer of common shares (including warrants) will be suspended from 2005/04/16 to 2005/06/14 inclusively. Any parties that hold the company's common shares (including warrants) and have not completed registration of title transfer must complete title transfer either at Taiwan International Securities Corporation. (B2, No97, Tun Hua S. Rd., Sec.2, Taipei) before 16:30 on 2005/04/15 or through post mail stamped by 2005/04/15.