

The Minutes of 2005 Shareholders' Meeting

1. Date of the shareholders' meeting: 2005/06/14
2. Total shares represented by shareholders present: 1,589,953,136 shares
3. Percentage of shares held by shareholders present: 77.57%
4. Important resolutions:
 - A. Approved items:
 - (1) Granted that PCC 2004 financial statements have been audited by CPA Kenny Hong and Hong Bin Yu of Deloitte & Touche Accounting Firm and examined by Supervisors of PCC.
 - (2) Approved the following proposal of PCC 2004 appropriation of retained earnings (stock dividend 100 shares and cash dividend NT\$1,000 per thousand shares).

	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>

- B. Discussed items:
 - (1) Approved the proposal of appropriate stock dividend and employee bonuses

from retained earnings to capital, and to issue new shares (including stock dividend of shareholders NT\$2,049,657,390 and employee bonuses NT\$42,396,910).

- (2) Approved amendment to PCC's "Articles of Incorporation".
- (3) Approved amendment to PCC's "Articles of Incorporation".
- (4) Approved amendment to PCC's "Acquisition or disposal of asset procedure".