

## The Agenda and related information of 2006 Shareholders' Meeting

1. Date for convening the shareholders' meeting: 2006/06/14
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 2005.
    - (2) Supervisors' 2005 review report.
    - (3) To report the status of guarantee provided by PCC in 2005.
    - (4) To report the status of PCC's assets acquisition or disposal in 2005.
    - (5) To report the status of PCC's indirect investments in Mainland China.
    - (6) To report the status of PCC's convertible notes issued in 2003.
    - (7) Other reporting topics.
  - B. Topics of Admission items:
    - (1) To accept 2005 Operation Report and Financial Statements.
    - (2) To approve the following proposal for 2005 earnings distribution.

	Unit: NT\$
Net income of 2005	4,227,942,447
Plus: Un-appropriated earnings of pervious years	2,975,225,741
Plus: Reversal of special reserve	989,157,577
Less: Effect of change of ownership interest in investees	(21,058,058)
2005 Earning available for distribution	8,171,267,707
Appropriation of earnings:	
- Legal reserve	422,794,245
- Bonuses to Directors and Supervisors	143,829,173
- Bonuses to employees (in stock)	139,514,300
- Stock dividends (NT\$0.5 per share)	1,130,750,900

- Cash dividends (NT\$1.5 per share)	<u>3,392,252,724</u>
Un-appropriated earnings	<u>2,942,126,365</u>

\* Note:

1. PCC's Board of Directors proposed to distribute employee stock bonuses NT\$139,514,300 issuing 13,951,430 shares which accounts for 10.98% of capitalization of earnings; or 7.01% of 2005 net income if using the average closing price NT\$21.25 per share of Dec. 2005 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\$1.85.

C. Topics of Discussion items:

- (1) To discuss the capitalization of 2005 dividends, employee bonus and issuing new shares.

It was proposed that PCC's paid-in capital would be increased by capitalizing stock dividends of shareholders NT\$1,130,750,900 and employee stock bonuses of NT\$139,514,300 allocated from 2005 earning distribution.

- (2) To discuss the amendment to PCC's "Articles of Incorporation".
- (3) To discuss the amendment to PCC's "Rules Governing the Conduct of Shareholders Meetings".
- (4) To discuss the amendment to PCC's "Articles of endorsement procedure".

D. To discuss other proposition.

4. The roster of shareholders will be closed from 2006/04/16 to 2006/06/14.

5. Any other matters that need to be specified:

A. According to Article 165 of Company Law, the registration of title transfer of common shares (including warrants) will be suspended from 2006/04/16 to 2006/06/14 inclusively. Because 2006/04/15 and 2006/04/16 are weekends, any parties that hold PCC'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 2006/04/14 or through post mail stamped by 2006/04/15.

- B. According to Article 172-1 of Company Law, PCC would accept proposals for discussion at the regular shareholders' meeting from shareholders holding 1% or more of the total number of PCC's outstanding shares during 2006/04/03 to 2006/04/14. Please mail to No.2, Fu-Kung Road, Fu Hsin Hsian, Chang Hwa, Taiwan, R.O.C. 50662. Tel: 886-4-769-5147.
- C. Shareholders who would like to ask for a proxy publicly to attend PCC Shareholders' meeting should mail the related documents to PCC no later than 38 days prior to the scheduled meeting date.
- D. The Shareholders' meeting notice will deliver by Taiwan International Securities Corporation no later than 30 days prior to the scheduled meeting date.