

The Minutes of 2006 Shareholders' Meeting

1. Date of the shareholders' meeting: 2006/06/14
2. Total shares represented by shareholders present: 1,716,631,631 shares
3. Percentage of shares held by shareholders present: 80.32%
4. Important resolutions:
 - A. Approved items:
 - (1) Granted that PCC 2005 financial statements have been audited by CPA Kenny Hong and Chi Chant Lu of Deloitte & Touche Accounting Firm and examined by Supervisors of PCC.
 - (2) Approved the following proposal of PCC 2005 appropriation of retained earnings (stock dividend 50 shares and cash dividend NT\$1,500 per thousand shares).

	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	<u>(21,058,058)</u>
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\$0.5per 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>

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

from retained earnings to capital, and to issue new shares (including stock dividend of shareholders NT\$1,130,750,900 and employee bonuses NT\$139,514,300).

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