

## The Minutes of 2007 Shareholders' Meeting

1. Date of the shareholders' meeting: 2007/04/24
2. Total shares represented by shareholders present: 1,612,586,579 shares
3. Percentage of shares held by shareholders present: 69.88%
4. Important resolutions:
  - A. Approved items:
    - (1) Granted that PCC 2006 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 2006 appropriation of retained earnings (stock dividend 20 shares and cash dividend NT\$1,800 per thousand shares).

	Unit: NT\$
Net income of 2006	5,771,970,724
Plus: Un-appropriated earnings of pervious years	2,942,126,365
Plus: Reversal of special reserve	11,589,722
2006 Earning available for distribution	<u>8,725,686,811</u>
Appropriation of earnings:	
- Legal reserve	577,197,072
- Bonuses to Directors and Supervisors	156,190,901
- Bonuses to employees (in stock)	151,505,170
- Stock dividends (NT\$0.2 per share)	486,209,180
- Cash dividends (NT\$1.8 per share)	<u>4,375,882,647</u>
Un-appropriated earnings	<u>2,978,701,841</u>

- B. Discussion and election items:
  - (1) Approved the proposal to appropriate stock dividend and employee bonuses from retained earnings to capital, and to issue new shares (including the stock

dividend of shareholders NT\$486,209,180 and employee bonuses NT\$151,505,170).

- (2) Approved amendment to PCC's "Articles of Incorporation".
- (3) Approved amendment to PCC's "Articles of assets acquisition or disposal procedure".
- (4) Election of PCC's Directors and Supervisors as follows:
  - i Director: Chi Chien Tsai
  - ii Director: David N.F. Tsai
  - iii Director: Lu Min Chan (Representative of PC brothers Co.)
  - iv Director: Tai Yu Kuo (Representative of Lai Chia Investments Co., Ltd.)
  - v Director: Sung Yen Kung (Representative of Chang Ming Investments Co., Ltd.)
  - vi Supervisor: John J.D. Sy (Representative of Sheachang Enterprise Co.)
  - vii Supervisor: Yuan Lang Lin (Representative of Evergreen Investments Co., Ltd.)
- (5) Relieve PCC's Directors and its representatives of the prohibition of competition.