

The Agenda and related information of 2007 Shareholders' Meeting

1. Date for convening the shareholders' meeting: 2007/04/24
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 2006.
 - (2) Supervisors' 2006 review report.
 - (3) To report the status of guarantee provided by PCC in 2006.
 - (4) To report the status of PCC's assets acquisition or disposal in 2006.
 - (5) To report the status of PCC's indirect investments in Mainland China.
 - (6) To report the amendment to PCC's "Rules Governing the Conduct of Board of Directors Meetings".
 - (7) Other reporting topics.
 - B. Topics of Admission items:
 - (1) To accept 2006 Operation Report and Financial Statements.
 - (2) To approve the following proposal for 2006 earnings distribution.

	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	8,725,686,811
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>

* Note:

1. PCC's Board of Directors proposed to distribute employee stock bonuses NT\$151,505,170 issuing 15,150,517 shares which accounts for 23.76% of capitalization of earnings; or 8.54% of 2006 net income if using the average closing price NT\$32.55 per share of Dec. 2006 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\$2.42.

C. Topics of Discussion and Election items:

- (1) To discuss the capitalization of 2006 stock 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\$486,209,180 and employee stock bonuses of NT\$151,505,170 allocated from 2006 earning distribution.

- (2) To discuss the amendment to PCC's "Articles of Incorporation".
- (3) To discuss the amendment to PCC's "Articles of assets acquisition or disposal procedure".
- (4) To elect Directors and Supervisors.
- (5) Relieve PCC's Directors and its representatives of the prohibition of competition.

D. To discuss other proposition.

4. The roster of shareholders will be closed from 2007/02/24 to 2007/04/24.

5. Any other matters that need to be specified:

A. Under Company Law, the Shareholders' registration will be suspended from 2007/02/24 to 2007/04/24 inclusively. Because of the Chinese New Year vacation, any parties that hold PCC's common shares and have not completed registration of title transfer must complete either at Taiwan International Securities Corporation before 12:00 on 2007/02/16 or through post mail stamped by 2007/02/23. (Address: B2F, No.97, Sec. 2, Tun Hwa South Road, Taipei, Taiwan, R.O.C.)

- B. According to Article 172-1 of Company Law, PCC would receive proposals for discussion at the Regular Shareholders' meeting from shareholders holding 1% or more of the total number of PCC's outstanding shares during 2007/02/07 to 2007/02/16. Please mail to 13F, No.78-2, Sec.3, Taichung Kang Road, Taichung, Taiwan, R.O.C. 40764. Tel:886-4-2461-5678.
- 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. (Address: 13F, No.78-2, Sec.3, Taichung Kang Road, Taichung, Taiwan, R.O.C. 40764.)
- D. The Shareholders' meeting notice will be delivered by Taiwan International Securities Corporation no later than 30 days prior to the scheduled meeting date.