

Chairman: Chang An Ping, Chairman of the Board of Directors

Recorder: Tsai Li Wen

Commencement: The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

I. Chairman's Address (Omitted)

II. Reported Items

(I) Reported 2016 employees' profit bonus and directors' compensation

Explanation:

- A. Pursuant to Article 25 of the Company's amended Company Corporate Charter, "If the Company shows net profit for the year, the Company shall allocate: (1) Employees' remuneration: 0.0001% to 3%. (2) Directors' remuneration: shall not be higher than 1%." Arrangements shall be made accordingly.
- B. The proposal has been adopted by the 12th meeting of the 22nd board of directors of the Corporation. The Corporation proposes to distribute in cash from the 2016 profits NT\$37,113,547 as employees' remuneration and NT\$55,679,530 as directors' remuneration for 2016.
- (II) Reported the business and finance of 2016 (see Annex I)
- (III) Audit Committee's Review report (see Annex II)
- (IV) Reported on partial amendment of the Company's Corporate Social Responsibility Code of Practice.

Explanation:

- A. Amendments were made pursuant to the Letter No. 1050014103 issued by the TWSE on July 28, 2016 with the amendment of Corporate Social Responsibility Best Practice Principles for TWSE/TPEx Listed Companies.
- B. This resolution was passed by the 12th meeting of the 22nd board of directors of the Corporation. For comparison of the amended provisions, please see Annex II.

III. Approval Items

(I) To accept 2016 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation:

- A. Proposal is made according to Article 228 of the Company Act.
- B. The Corporation's 2016 business report, parent company only financial statements and consolidated financial statements have been passing by the 12th meeting of the 22nd board of directors of the Corporation. The parent company only financial statements and consolidated financial statements have been audited by CPAs Wong, Ya-Ling and Shao, Chih-Ming of Deloitte.
- C. The aforementioned final accounts have been submitted to the Audit Committee, and the auditing has been completed. Please see Annex 1.
- D. Please accept this proposal.

Resolution:

Vote Results:

Categories	Vote Numbers
Votes in favor (including	2,636,344,484 votes
1,331,456,019 votes casted in electronic form)	
Against Votes (including 72,302 votes	72,302 Votes
casted in electronic form)	
Abstained votes/ no votes (including	398,539,321 Votes
371,968,869 votes in electronic form)	

Shares present at the time of voting: 3,034,956,107

Votes in favor account for shares present at the time of voting are 86.86%. RESOVED; the above proposal be and hereby was approved as proposed.

(II) To approve 2016 profit Distribution Proposal. (Proposed by the Board of Directors)

Explanation:

- A. The Proposal for distribution of 2016 earnings is in accordance with Articles 228 of the Company Act and Articles 26 of Incorporation.
- B. 2016 net profit after tax is NT\$ 6,358,452,420. After setting aside the legal reserve of NT\$ 635,845,242, and then adding unappropriated retained earnings of previous years of NT\$ 14,222,703,892, reverse from special capital reserve arising from first adoption of TIFRS of NT\$ 11,174 and remeasurement of defined benefit obligation of NT\$ 316,609,207, the total retained earnings available for distribution are NT\$ 20,261,931,451. The proposed cash dividend of NT\$ 1.45 per share is amounted to NT\$ 5,353,655,010.
- C. After the proposal is adopted by the regular shareholder's meeting, a base

date of ex-dividends will be set additionally. On such date, the distribution will be made to shareholders in accordance with the percentage of shares held thereby recorded in the shareholder register. The total cash dividends to be distributed to each shareholder will be rounded down to NT dollar and decimal places will be disregarded.

- D. For the Corporation's earnings distribution table of year 2016, please refer to Annex IV.
- E. The proposal has been adopted by the 12th meeting of the 22nd board of directors of the Corporation, and submitted to and audited by the Audit Committee.
- F. Please accept this proposal.

Resolution:

Vote Results:

Categories	Vote Numbers
Votes in favor (including	2,649,486,577votes
1,344,598,112 votes casted in electronic form)	
Against Votes (including 75,641 votes	75,641 Votes
casted in electronic form)	
Abstained votes/ no votes (including	385,393,889 Votes
358,823,437 votes in electronic form)	
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Shares present at the time of voting: 3,034,956,107

Votes in favor account for shares present at the time of voting are 87.29%. RESOVED; the above proposal be and hereby was approved as proposed.

IV. Discussion Items

(I) To amend the Procedures of the Acquisition or Disposal of Assets. (Proposed by the Board of Directors)

Explanation:

- A. The Proposed according to Letter Number 1060001296 issued by the Securities and Futures Bureau, Financial Supervisory Commission, on February 9th, 2017.
- B. This proposal has been passed by the 12th meeting of the 22nd board of directors. For comparison of the provisions proposed for amendment, please refer to Annex V.
- C. Please vote on the matter.

Resolution:

Vote Results:

Categories	Vote Numbers
Votes in favor (including	2,649,455,940 votes
1,344,567,475 votes casted in electronic form)	
Against Votes (including 81,010 votes	81,010 Votes
casted in electronic form)	
Votes in invalid	24,281,000 Votes
Abstained votes/ no votes (including	361,138,157 Votes
358,848,705votes in electronic form)	

Shares present at the time of voting: 3,034,956,107

Votes in favor account for shares present at the time of voting are 87.29%.

RESOVED; the above proposal be and hereby was approved as proposed.

V. Election Item

(I) By-election of an Individual Director (Proposed by the Board of Directors)

Explanation:

- A. According to Article 14 of the Articles of Incorporation, the Corporation shall have no less than three independent directors, and the number of such independent directors shall not be less than one fifth of the number of directors. Currently the Corporation has three independent directors, and it is proposed to hold a by-election of one independent director at this Annual General Shareholders' Meeting, who will take office after being elected at this Annual General Shareholders' Meeting on June 28th, 2017 and the term of office starts from June 28th, 2017 to June 17th, 2018.
- B. For the List of Candidates for the by-election of the Individual Director, please refer to Annex VI.
- C. The proposal has been adopted by the 14th meeting of the 22nd board of directors of the Corporation.
- D. Please Vote.

Resolution:

Vote Results:

Title	Account(Name)	Elected Votes				
Independent Director	Sheng Chin Jen	2,071,160,323				

VI. Discussion Item

(I) Releasing Directors from Non-competition Restrictions. (Proposed by the Board of Directors)

Explanation:

- A. According to Article 209 of the Company Act, "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."
- B. Mr. Koo Kung Yi, the representative of the Corporation's legal person director, Heng Qiang Investment Corporation, and the independent director to be elected by the by-election at this shareholder' meeting of the Corporation may have invested in or operated other companies having the same or similar business scope as the Corporation and act as the director or managerial officer therefor. Hence, it is proposed for the Annual General Shareholders' Meeting to agree to release them from non-competition restrictions.
- C. The proposal has been adopted by the 12th meeting of the 22nd board of directors of the Corporation. For the details pertaining to releasing the directors from non-competition restrictions, please refer to Annex VII.
- D. Please vote on the matter.

Resolution:

Vote Results:

Categories	Vote Numbers
Votes in favor (including	2,370,765,308 votes
1,041,595,843 votes casted in electronic form)	

Against Votes (including 247,151 votes	247,151 Votes
casted in electronic form) Abstained votes/ no votes (including	663,943,648 Votes
661,654,196 votes in electronic form)	

Shares present at the time of voting: 3,034,956,107

Votes in favor account for shares present at the time of voting are 78.11%. RESOVED; the above proposal be and hereby was approved as proposed.

THE PROCEEDINGS – Shareholders' Speech Abstracts and the Company's Responses

Speech Abstracts:

1. The Shareholder with No. 20177137: The subsidiary company Taiwan Prosperity Chemical Corporation("TPCC") released the information at the MOPS about adjusting the lease contract of the machines and equipment of the turnkey between TCCC Chemical Corporation ("TCCC"). Does the above adjustment have the great influence on the parent company TCCC or on the operation between the two companies?

The Chairman:

- (1) The market price of the chemicals has fluctuated dramatically, so the pre-plans should be re-examined or adjusted.
- (2) The amendment of the contract between the two affiliated corporations was based on the principle of fundamental change of circumstances. Under the premises of considering the two companies governance and the principle of the interests balance, the board of directors of the two companies decided to adjust the way to count of the rent and adopt the concept "Profit Sharing" to the contract.
- (3) TCCC has received the rent of NT\$1,200,000,000, and it is enough to cover the relocation cost of NT\$1,000,000,000, thereafter, there will not be a great loss from the relocation cost. The above adjustment will not have great influence on the operation of the Group.
- 2. The Shareholder with No.20230265: Does the Company apply the fixing budget for the public interests and for doing good works every year?

The General Counsel (invited by the chairman):

- Character Education: About NT\$2,915,100 for Shih-Min School, Life Education Camp for Teachers ,and others 20 schools; About NT\$ 230,000 for Meilun Elementary School (and other 6 schools)
- (2) Community Feedback: About NT\$2,000,000 for 63 related activities
- (3) Sustainable Botanic Conservation: No.1 in the Asia about NT\$14,000,000 to collect 31,066 kinds of conservation plants
- (4) Reduce of Carbon Emissions: NT\$10,000,000 for CO2 Capture of Plant Ho-Ping
- 3. The Shareholder with No.20285249: What is the reason for going-private of the TCC International Holdings Limited("TCCIH")?

The Sales AVP (invited by the chairman):

- (1) TCCIH has the poor liquidity in the securities market in the long terms, so the chance for the shareholders to realize or exchanging for the TCC Stocks has been offered.
- (2) To consolidate the equity of TCC in TCCIH and elevate the efficiency of the Enterprise
- (3) The situation that TCCIH has been underestimated can be vanished after the privatization.
- 4. The Shareholder with No.20667768: Is there any merger case for the Company during 2016?

Some cases are successful and some cases are not in the past few years, so we must reflect from such the past experiences. We must examine the objects of the merger cases carefully,

complete the due diligence of the financial department and the legal department, and elect the takeover candidates prudentially and sufficiently. In order to drop the learning curve after the merger and fully operate the merger effectively, the possible risks should be examined actually.

VII. EXTEMPORARY MOTIONS None.

Meeting Adjourned: 10:07 AM, June 28th, 2017

Chairman: Chang An Ping

Recorder: Tsai Li Wen

Annex I To report the Business and Financial Statements of 2016

[Business Report]

The economic turmoil in the previous year continues into 2017. This is accompanied by significant changes in the financial market, including the appreciation of the greenback resulting from US Fed-initiated interest rate hike, and devaluation of Renminbi and currencies of various emerging markets. In addition to the above, volatility in bulk commodity prices led by crude oil price movement, change in the balance of supply and demand caused by mainland China's policy-driven adjustment in production capacity, and the transition in political leadership of various foreign governments, indicating that although the light at the end of the tunnel is in sight, there is a still a long way for global economic recovery. All in all, given the economy's bottom out and rebound after a sharp decline in 2016, the Company is cautiously optimistic about the 2017 economic outlook.

Around the world, the US stood out from other economies, with outstanding performance, since 2016. The Fed's formal embarkation on the interest rate upswing is expected to strengthen the USD. It also signifies continued improvement in the US employment market, and a more optimistic prospect for a mild inflation. However, one shall stay vigilant. The domestic demand in the Eurozone remains healthy, and banks are becoming more inclined to lend suggesting a gradual resumption of function of the transmission mechanism of monetary policy, and the economies in the Eurozone (with the exception of France) are on the path of recovery. In Japan, infrastructure development is leading the economy towards a positive direction, supported by Bank of Japan's ("BOJ") earlier continued purchase of Japanese stocks and the nation's negative interest rate, coupled with preparation for the upcoming Tokyo Olympic.

Although mainland China was under the impact of the turbulence of economic structural transformation and reported a 6.5% GDP growth in 2016, which was the lowest in recent years, the situation of corporate default and capital outflow began to ease in late 2016. The market is expecting mainland China to maintain relatively loose monetary and fiscal policies under an overall tightened environment, while it continues the promotion of its "One Belt and One Road Initiative". Mainland China is expected to maintain macro-austerity measures to prevent the emerge of market bubbles and to alleviate the pressure for further economic downturn. Furthermore, following the rapid depreciation of Renminbi in 2016 and relaxation in the burden of capital outflow, it is rather unlikely for a sharp depreciation to repeat.

Under the impact of the aforementioned external environment and driven by the increasing government's investment expenditure and private consumption, Taiwan, as an export-driven shallow plate economy, is also expecting a positive economic outlook. Most research institutions forecast a modest year-on-year improvement in GDP in 2017.

In 2017, Taiwan Cement Corporation will continue to enhance cost-efficiency and to achieve an improvement in low energy consumption production, in order to fulfill its corporate social responsibility as a global civilian and to entrench its market position under an adverse macro environment. The Company seeks to set new record in sales, and to further penetrate its existing market, with an aim to allow cement sales in mainland China better addressing the demand of end-users. It will also utilize big data to accurately adjust its logistics operation and fraud-prevention measures. Moreover, it will continue to strengthen its cooperation with local governments through the introduction of refuse incineration system, utilizing the Company's niche in cement kiln production, to achieve a win-win situation in the long-run.

Followings are the highlights of the Company's performance in 2016:

1. Cement

In 2016, the Company manufactured 4,976,314 tonnes of cement, and 484,500 tonnes of clinker for sale. Combining the outputs of cement and clinker on a one-to-one basis, the aggregate output amounted to 5,460,814 tonnes, declined by 395,759 tonnens, or 6.76% from that of 2015. The sales of cement and clinker totaled 4,604,712 tonnes, declined by 323,044 tonnes, or 6.56% from that of 2015.

Annual revenue from cement and clinker totaled NT\$8,358,435 thousands, declined by NT\$863,812 thousands, or 9.37% from 2015.

2. Cement products

In 2016, the Company manufactured 3,999,271 cubic meter of ready mixed concrete, representing a decrease of 1,004,587 cubic meter, or 20.08%, from that of 2015. The sales of cement products totaled NT\$8,065,991 thousands, which was NT\$2,655,422 thousands, or 24.77%, less than that of 2015.

3. Limestone

In 2016, the sales of limestone amounted to 58,661 tonnes, which was 8,028 tonnes, or 12.04%, less than that of 2015. The income from sales of limestone in 2016 was NT\$55,728 thousands, a decline of NT\$7,626 thousands, or 12.04%, from that of 2015.

4. Net income and dividends

As for the 2016 operating results, net profit after tax was NT\$6,358,452 thousands, up by 10.08% from that of the corresponding period in 2015, and representing 64.15% of the budget for the year. After the appropriation of NT\$635,845 thousands to statutory surplus reserve, the accumulated distributable surplus was NT\$20,261,931 thousands. After retaining a surplus

of NT\$14,908,276 thousands, the balance of NT\$5,353,655 thousands would be allocated in full for dividend distribution, on the basis of NT\$1.45 for each share as intended cash dividend.

Chairman: Chang, An-Ping General Manager: Chang, An-Ping Accounting Supervisor: Yeh, Kuo-Hung [Financial Statements]





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合针鲈查核報告

台灣水泥股份有限公司 公鑒:

查核意见

台灣水泥股份有限公司民國 105 年及 104 年 12 月 31 日之個體資產負債 表,暨民國 105 年及 104 年 1 月 1 日至 12 月 31 日之個體綜合損益表、個體 權益變動表、個體現金流量表以及個體財務報表附註(包括重大會計政策彙 總),業經本會計師查核竣事。

依本會計師之意見,上開個體財務報表在所有重大方面係依照證券發行 人財務報告編製準則編製,足以允當表達台灣水泥股份有限公司民因 105 年 及 104 年 12 月 31 日之個體財務狀況,暨民國 105 年及 104 年 1 月 1 日至 12 月 31 日之個體財務績效及個體現金流量。

查核常見之差磋

本會計師係依照會計師查核發證財務報表規則及一般公認審計準則執行 查核工作。本會計師於該等準則下之貢任將於會計師查核個體財務報表之責 任發進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職 業道德規範,與台灣水泥股份有限公司保持超熱獨立,並履行該規範之其他 責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之 基礎。

副使查核事项

關鍵查核事項係指依本會計師之專業判斷,對台灣水泥股份有限公司民 因 105 年度個體財務報表之查核最為重要之事項。該等事項已於查核個體財

務報表整體及形成查核意見之過程中予以因應,本會計師並不對該等事項單 獨表示意見。

兹對台灣水泥股份有限公司民國 105 年度個體財務報表之關鍵查核事項 敘明如下:

採用權益法投貨之減損評估

如個體財務報告附註四、五及十暨附表七所述,採用權益法投貨中包括 為擴充中國水泥市場業務而投貨之子公司,取得該等子公司之過程中其投貨 成本超過可辨認淨貨產公允價值之差額係認列於商譽,而其營運所需之貨產 則帳列不動產、廠房及設備,由於該竿貨產對於整體財務報表係屬重大,管 理階層依照國際會計準則公報第36號「貨產減損」規定,需定期針對該等貨 產進行減損評估測試。

管理階層於評估該等資產是否減損時,需計算其可回收金額及決定所屬 適當折現率,而管理階層於決定可回收金額時,由於相關計算涉及諸多假設 及主觀判斷,且可能受未來市場或經濟景氣影響,具有估計之不確定性。因 是,將採用權益法投貨中包含於投貨子公司之不動產、廠房及設備暨商譽減 損評估者量為關鍵查核事項。

本會計師針對管理階層評估該等貨產是否減損時,主要查核程序如下:

- 歐解管理階層評估該等資產減損之相關流程及控制作業,包含執行評估 中所採用之假設依據及資料來源。
- 評估管理階層所估計之可回收金額,是否考量近期營運結果及所屬產業 概況,以衡量其可達成之情形。

3. 評估管理階層使用之折現率是否合理。

管理陷暑奥治理单位對個權財務粮表之責任

管理階層之資任係依照證券發行人財務報告編製準則編製允當表達之個 體財務報表,且維持與個體財務報表編製有關之必要內部控制,以確保個體 財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製個體財務報表時,管理階層之責任亦包括評估台灣水泥股份有限 公司繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除 非管理階層意圖清算台灣水泥股份有限公司公司或停止營業,或除清算或停 業外別無實際可行之其他方案。 台灣水泥股份有限公司之治理單位(含審計委員會)負有監督財務報導 流程之責任。

會計師查拉個體財務最表之責任

本會計師查核個體財務報表之目的,係對個體財務報表整體是否存有導 因於舞弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信 係高度確信,惟依照一般公認審計準則執行之查核工作無法保證必能偵出個 體財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實 表達之個別金額或彙總數可合理預期將影響個體財務報表使用者所作之經濟 決策,則被認為具有重大性。

本會計師依照一般公認審計準則查核時,運用專業判斷並保持專業上之 憶疑。本會計師亦執行下列工作:

- 邦認並評估個體財務報表導因於舞弊或錯誤之重大不實表達風險;對所 評估之風險設計及執行適當之因應對策;並取得足夠及適切之查核證據 以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實 聲明或踰越內部控制,故未偵出導因於舞弊之重大不實表達之風險高於 導因於錯誤者。
- 對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查 核程序, 惟其目的非對台灣水泥股份有限公司內部控制之有效性表示意 見。
- 評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露 之合理性。
- 4. 依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性, 以及使台灣水泥股份有限公司繼續經營之能力可能產生重大疑慮之事件 或情況是否存在重大不確定性,作出結論。本會計師若認為該等事件或 情況存在重大不確定性,則須於查核報告中提醒個體財務報表使用者注 意個體財務報表之相關揭露,或於該等揭露係屬不適當時修正查核意 見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟 未來事件或情況可能導致台灣水泥股份有限公司不再具有繼續經營之能 力。

- 評估個體財務報表(包括相關附註)之整體表達、結構及內容,以及個 體財務報表是否允當表達相關交易及事件。
- 6. 對於台灣水泥股份有限公司內組成個體之財務資訊取得足夠及適切之查 核證據,以對個體財務報表表示意見。本會計師負責查核案件之指導、 監督及執行,並負責形成台灣水泥股份有限公司查核意見。

本會計師與治理單位溝通之事項,包括所規劃之查核範圍及時間,以及 重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員 已遵循會計師職業道德規範中有關獨立性之聲明,並與治理單位溝通所有可 能被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中,決定對台灣水泥股份有限公司民 國 105 年度個體財務報表查核之關鍵查核事項。本會計師於查核報告中敘明 該等事項,除非法令不允許公開揭露特定事項,或在極罕見情況下,本會計 師決定不於查核報告中溝通特定事項,因可合理預期此溝通所產生之負面影 響大於所增進之公眾利益。

勤業眾信聯合會計師事務所

會	하	師	翁	雅	玲	會	計	師	邵	忘	屷	
		公刑	和	ĒŦ	Ś				R	4	明	

金融監督管理委員會核准文號 金管證審 字第 1020025513 號 證券暨期貨管理委員會核准文號 台財證六字 第 0930128050 號

	告书 朱純水 御君代 何雅 天太 3 唐年 氏周 1 ※ 存 夜 104 辛 3				
				筆位:新台	脊杆元
		105-7-12,931	D	104-512,931	٥
代稿		題	%	金額	%
	流動 首 產				
1100	現金及均書現金(附註回及六)	\$ 1,278,657	1	\$ 1,234,072	1
1125	條件出售金融資產(附註回及七)	1,342,777	1	1,182,447	1
1150	唐收集族(附註回辰八) 	848,116	1	1,170,894	1
1160	<u>廃炎業媒 関係人(附註回及二二)</u>	153,730		106,973	5
1170	· 虛夾張霖 (附註回及八)	2,326,788	2	2,553,919	2
1180	<u>廃</u> 戦張な 関係人(附進回及ニニ)	374,558		365,540	-
1210	其他庭收藏 图像人(附註四度二二)	69,715	-	328,792	-
130X	存貨(附註四、九及二四)	1,489,695	1	1,617,092	1
1470	其他读纳首庄	122,728		137,992	
11XX	流動資產絕計	8,006,764	6	8,697,661	6
1523	非染料黄度 1819 - 山林文化学士(1144 - 11 - 12 - 12 - 12 - 12 - 12 - 12	3,449,980	Э	3,371,466	Э
1523	條供出售金獻資產(附註回及七) 以處木衝量之金獻資產(附註回)		5	108.299	5
1545	以成不衡重之至***直座(附註四) 採用權盡法之後首(附註四、五辰十)	90,992	67	90,740,015	67
1600	张州报查法之秋首(前24回、五次十) 不動產、液勞及跋騰(附24回、十十及二三)	88,378,924 28,064,674	21	28,635,070	21
1760	デ新屋・設備後載篇(南部四十二) 投資投不動屋(附近四及十二)	3,353,159	2	3,353,412	3
1821	秋月12年57座(南建四次十二) 無形資產(南進四)	69,359	-	105,600	0
1975	梁璇 月座(南魏四) 浮嘘定祸利首座(附註回及十五)	817,828	1	442,783	-
1990	1994年2月1日(前2000×1947) 其他非後新首座(附200×10×10	227,878	1	230,244	-
15XX	非能對資產適計	124,452,794	94	126,986,889	94
1XXX	首 產 逝 計	<u>\$132.459.558</u>	100	<u>3 135 684,550</u>	100
代碼	直 憤 及 縊 益				
	流動直信				
2100	短期借款(附註十三)	\$ 5,839,557	4	\$ 4,432,649	Э
2110	庭付短期集奏(附註十三)	299,858	-	599,426	7
2170	应付张恭	1,015,577	1	995,809	1
2180	虐付張恭 関係人(附註ニニ)	709,064	1	500,791	-
2219	黑他 <i>胜付款</i> (附註十四)	1,643,926	1	1,398,695	1
2220	其他庭行族 图像人(附ધ二二)	41,047	-	68,629	-
2230	末期所得税直信(附註四及十八)	39,626	-	266,646	-
2320	一年內到朝之長朝直憤(附註十三)	3,360,000	Э	3,360,000	э
2399	其他诡動直信	88,022		96,411	
21XX	流動直接絕對	13,036,677	10		8
	非微動直備				
2540	長期借款(附進十三)	7,268,893	S	10,621,053	8
2570	遇延所得税负债(附进回及十八)	5,141,802	4	5,069,432	4
2670	其他非演斷直憤(附註十)	244,135		232,024	
25XX	非流動 直情 绝针	12,654,830	9	15,922,509	12
2XXX	直情逾计	25,691,507	19	27,641,565	20
	粮量(附每四及十六)				
3110	股 本	36,921,759	28	36,921,759	27
3200	首本公積	13,534,162	10	12,309,615	9
3300	保密盈余	47,397,524	36	45,573,057	34
3400	吴伦接望	8,974,606	7	13,238,554	<u>10</u>
эххх	凝整绝计	106,768,051	<u> </u>	108,042,985	80
	直 憤 呉 报 益 远 针	<u>\$ 132.459.558</u>	100	3 135 684 550	100
	後附之附註條木詞證財務報	吉之一部分・			
ŧ₽.Ę:		Ş	१ भ†	主管:黄周定 🦉	葉



單位:除每股盈餘為新台 幣元外,餘條仟元

		105年度		104年度	
代碼		金額	%	金 額	%
4110	营業收入(附註四及二二)	\$ 17,299,027	100	\$ 20,667,929	100
4170	滅:銷貨退回及折讓	80,028		100,369	
4000	营業收入淨額	17,218,999	100	20,567,560	100
5110	營業成本(附註四、九、十 七及二二)	15,080,237	88	18,345,276	89
5900	管業毛利	2,138,762	12	2,222,284	11
5920	與子公司之已實現利益	1,228		1,228	
5 9 50	已實現營業毛利	2,139,990	12	2,223,512	11
6100 6200 6000	營業費用(附註十七及二二) 推銷費用 管理費用 營業費用合計	178,878 685,337 864,215	$\frac{1}{\underline{4}}$	205,210 545,047 750,257	1 3 4
69 00	管業淨利	1,275,775	7	1,473,255	7
7070	營業外收入及支出 採用權益法之子公司及 關聯企業損益份額 (附註十)	5,266,258	31	4,341,468	21
7130 7190 7050 7590 7000	(Hot) 股利收入(附註四) 其他收入(附註十七) 財務成本 其他支出(附註十七) 營業外收入及支出 合計	357,916 153,258 (245,821) (271,664) 5,259,947	$ \begin{array}{c} 31 \\ 2 \\ 1 \\ (1) \\ (2) \\ 31 \end{array} $	388,058 153,140 (247,371) (173,961) 4,461,334	2 1 (1) (1) 22

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			105年度	05年度 104年)			度	
代码		金	額	%	金	額	%	
7900	税前净利	\$	6,535,722	38	\$	5,934,589	29	
7 9 50	所得税費用(附註四及十八)	_	177,270	_1	_	158,600	1	
8200	本年度淨利	_	6,358,452	37		5,775,989	28	
8310 8311	其他綜合損益 不重分類至損益之項目 確定福利計畫之再 衡量数(附註十							
8330	五〕 採用權益法認列之 子公司及關聯企 業之其他綜合損		379,357	2	(631,163)	(3)	
8349	益之份額 與不重分類之項目 相關之所得稅		1,743	-	(15,776)	-	
	(附註十八)	(<u> </u>	2	(<u>107,298</u> 539,641)	$(\underline{\overline{3}})$	
8360 8362	後續可能重分類至損益 之項目 備供出售金融資產							
8380	保田 音 亚加亚 文 厚 未實現利益 採用權益法之子公		238,844	1	(1,027,693)	(5)	
	司及關聯企業之 其他綜合損益份 額	(<u>4,502,792</u>) 4,263,948)	$(\underline{26})$ $(\underline{25})$	(5,015,109) 6,042,802)	$\left(\underline{24}\right)$ $\left(\underline{29}\right)$	
8300	本年度其他綜合損 益(稅後淨額)	(3,947,339)	()	(_	6,582,443)	(<u>32</u>)	
8500	本年度綜合損益總額	<u>\$</u>	2,411,113	14	(<u>\$</u>	806,454)	(<u>4</u>)	
9750 9850	每股盈餘(附註十九) 基 本 稀 釋	<u>\$</u> \$	<u>1.72</u> 1.72		<u>\$</u> \$	<u>1.56</u> 1.56		

後附之附註係本個體財務報告之一部分。

· · · · · · · · · · · · · · · · · · ·	44 点 次 <u>次</u> <u>創口/888.870</u>	(9,105,51 °)	5,775,989 { <u>6,582,663</u> } { <u>806,664</u> }	80	odm		100,000 935	(ទំនាលទទ)	4 388,652 (<u>3907 339</u>) 2,611,113	1781242		g104,7%,051
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र स्र	<u>956/05/6</u> 事 2: 16: 2: 1 光	(100722) (200212)	575.89 (<u>586.81</u>) (<u>586.83</u>)		•	91	19,710,897	(200200) (200200)	4.322,65.2 316,609 4,675,061	•	11	\$ 20,207.7%
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	<u>× * * *</u> <u>∮ t<u>1</u>25<u>500</u></u>		11	8	24,000		12,309,615			12450	1	1 13240
	<u>x *</u> <u>8 x01,79</u>		. []		,		34,921,759					87128
	<u>バ オト バ 秋</u> 300,076		. 11		•]	3402,006					342,06
	<u>106</u> 4 1 8 1 7 46 96	103 年辰道林兴始 14 汉语人公共 史全/24	106 年后环会前显彩成 第	标用 HE 计控制公司 化化合并 推动 医肋前	好子公司内有4周6.4 Sth	& から主体の 深点 同体体別な状	106年12月31月46	106 年辰道林公司 出 2 道谷 公共 夏金 201	165 年后许会诸武学兴 第一十章 《礼里·64年令诸武	灰谷 子公司的制度 格兰纳 局货化的 残	点 けら生体の 家庭 同体協利会社	化医牛拉角 刘 3林桥
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计目前计算机来看到 计数数分词 计算法



單位:新台幣仟元

代碼			105年度		104年度	
	营業活動之現金流量					
A10000	本年度税前淨利	\$	6,535,722	\$	5,934,589	
	不影響現金流量之收蓋費損項目:					
A20100	折舊費用		676,733		890,867	
A20200	攤銷費用		36,554		36,553	
A20900	財務成本		245,821		247,371	
A21200	利息收入	(8,453)	(10,508)	
A21300	股利收入	(357,916)	(388,058)	
A22400	採用權益法之子公司及關聯企					
	業損益之份額	(5,266,258)	(4,341,468)	
A22500	處分不動產、廠房及設備淨益	(29,540)	(1,681)	
A23500	金融資產減損損失		5,724		3,334	
A24100	未實現外幣兌換淨損(益)		3,840	(4,726)	
A30000	營業資產及負債之淨變動数					
A31130	應收票據		322,718		307,397	
A31140	應收票據一關係人	(46,757)	(3,424)	
A31150	應收帳款		227,338		95,814	
A31160		(7,976)		4,281	
A31190			4,077	(13,599)	
A31200	10 20		127,397	(121,740)	
A31240			15,620		142,008	
A31990	净確定福利資產		4,312	(7,839)	
A32150			19,912	(160,489)	
A32160			208,019	(11,654)	
A32180			244,891	(88,188)	
A32190		(27,582)		18,128	
A32230		(_	<u> </u>	(_	42,876)	
A33000			2,925,807	1940 V	2,484,092	
A33500		(_	<u> </u>	(_	124,263)	
AAAA	营業活動之淨現金流入	<u></u>	2,530,471		2,359,829	

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代碼	<i>、 </i>		105年度	104年度			
	投資活動之現金流量						
B01200	取得以成本衡量之金融資產	(\$	1)	(\$	1)		
B01400	以成本衡量之金融資產減資退回股			0			
	款		11,584		9,461		
B01800	取得採用權益法之投資	(15,000)		_		
B02700	購置不動產、廠房及設備	(79,854)	(21,930)		
B02800	處分不動產、廠房及設備價款		29,613		1,827		
B04500	取得無形資產	(313)		-		
B04300	其他應收款一關係人滅少(增加)		255,000	(50,000)		
B06700	其他非流動資產增加	(25,012)	(17,133)		
B07500	收取之利息		8,068		10,499		
B07600	收取之股利		4,721,548		4,790,607		
BBBB	投資活動之淨現金流入	-	4,905,633		4 <i>,</i> 723 <i>,</i> 330		
	筹貨活動之現金流量						
C00200	短期借款增加		1,401,977		2,240,277		
C00600	應付短期票券增加(減少)	(299,568)		599,426		
C01700	償還長期借款	(3,360,000)		-		
C04300	其他非流動負債增加(減少)		14,326	(1,733)		
C04500	支付股利	(4,910,594)	(9,193,518)		
C05600	支付之利息	(237,660)	(238,944)		
CCCC	筹货活动之净現金流出	(7,391,519)	(<i>6,594,492</i>)		
EEEE	本年度現金及約當現金增加		44,585		488,667		
E00100	年初現金及約當現金餘額	_	1,234,072		745,405		
E00200	年底現金及約當現金餘額	<u>\$</u>	1,278,657	<u>\$</u>	1,234,072		

後附之附註係本個體財務報告之一部分。



Deloitte



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含計師臺核報告

台灣水泥股份有限公司 公鑒:

查核意见

台灣水泥股份有限公司及其子公司(台泥集圈)民國 105 年及 104 年 12 月 31 日之合併資產責債表,暨民國 105 年及 104 年 1 月 1 日至 12 月 31 日之 合併綜合損益表、合併權益變動表、合併現金流量表,以及合併財務報表附 註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報表在所有重大方面係依照證券發行 人財務報告編製準則及經金融監督管理委員會認可並發布生放之國際財務報 導準則、國際會計準則、解釋及解釋公告編製,足以允當表達台泥集團民國 105 年及104 年 12 月 31 日之合併財務狀況,暨民國 105 年及 104 年 1 月 1 日 至 12 月 31 日之合併財務績放及合併現金流量。

圭核意見之恙磋

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行 查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責 任發進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職 業道德規範,與台泥樂圍保持超然獨立,並履行該規範之其他責任。本會計 師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。

猫蛇圣核事项

關鍵查核事項係指依本會計師之專業判斷,對台泥樂團民國 105 年度合 併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及 形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表示意見。 茲對台泥集團民國 105 年度合併財務報表之關鍵查核事項敘明如下: <u>不動產、廠房及設備暨商譽減損評估</u>

如合併財務報告附註四、五、十五及十七所述,台泥集團之不動產、廠 房及設備係以經營水泥產業為主,而有關商譽來源主要係為穩充中國水泥市 場之業務於併購相關子公司所產生,因相關資產金額對整體合併財務報表係 屬重大,管理階層依照國際會計準則公報第36號「資產減損」規定,應定期 進行該等資產減損評估。

管理階層於評估該等貨產是否減損時,需計算其可回收金額及決定所屬 適當折現率,而管理階層於決定可回收金額時,由於相關計算涉及諸多假設 及主觀判斷,且可能受未來市場或經濟景氣影響,具有估計之不確定性。因 是,將不動產、廠房及設備暨商譽減損評估考量為關鍵查該事項。

本會計師針對管理階層評估該等資產是否減損時,主要查核程序如下:

- 評估管理階層所估計之可回收金額,是否考量近期營運結果及所屬產業 概況,以銜量其可達成之情形。
- 評估管理階層使用之折現率是否合理。

其他事项

台灣水泥股份有限公司業已編製民國 105 及 104 年度之個體財務報告, 並經本會計師出具無保留意見之查核報告在案,備供參考。

管理隆层实治理单位对合併财务根表之责任

管理階層之責任係依照證券發行人財務報告編製準則及經金融監督管理 委員會認可並發布生放之國際財務報導準則、國際會計準則、解釋及解釋公 告編製允當表達之合併財務報表,且維持與合併財務報表編製有關之必要內 部控制,以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時,管理階層之責任亦包括評估台泥集團繼續經營 之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意 圖清算台泥集團或停止營業,或除清算或停業外別無實際可行之其他方案。

台泥集圉之治理單位(含審計委員會)負有監督財務報導流程之責任。

合针卸查核合併财務根表之責任

本會計師查核合併財務報表之目的,係對合併財務報表整體是否存有導 因於舞弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信 係高度確信,惟依照一般公認審計準則執行之查核工作無法保證必能偵出合 併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實 表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟 決策,則被認為具有重大性。

本會計師依照一般公認審計準則查核時,運用專業判斷並保持專業上之 憶疑。本會計師亦執行下列工作:

- 銷認並評估合併財務報表導因於釋弊或錯誤之重大不實表達風險;對所 評估之風險設計及執行適當之因應對策;並取得足夠及適切之查核證據 以作為查核意見之基礎。因釋弊可能涉及共謀、偽造、故意遺漏、不實 聲明或踰越內部控制,故未偵出導因於釋弊之重大不實表達之風險高於 導因於錯誤者。
- 對與查核依關之內部控制取得必要之瞭解,以設計當時情況下適當之查 核程序,惟其目的非對台泥集圍內部控制之有效性表示意見。
- 評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露 之合理性。
- 4. 依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性, 以及使台泥集團繼續經營之能力可能產生重大疑應之事件或情況是否存 在重大不確定性,作出結論。本會計師若認為該等事件或情況存在重大 不確定性,則須於查核報告中提醒合併財務報表使用者注意合併財務報 表之相關揭露,或於該等揭露係屬不適當時修正查核意見。本會計師之 結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況 可能導致台泥集團不再具有繼續經營之能力。
- 評估合併財務報表(包括相關附註)之整體表達、結構及內容,以及合 併財務報表是否允當表達相關交易及事件。
- 6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併 財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行, 並負責形成集團查核意見。

本會計師與治理單位溝通之事項,包括所規劃之查核範圍及時間,以及 重大查核發現 (包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員 已遵循會計師職業道德規範中有關獨立性之聲明,並與治理單位溝通所有可 能被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中,決定對台泥集團民國 105 年度合 併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除 非法令不允許公開揭珍特定事項,或在極罕見情況下,本會計師決定不於查 核報告中溝通特定事項,因可合理預期此溝通所產生之負面影響大於所增進 之公眾利益。



金融監督管理委員會核准文號 證券暨期貨管理委員會核准文號 金管證審字第 1020025513 號 台財證六字第 0930128050 號



单位:新台帮仟九

			SERIE	105≉12A31a		104 本 12月31日	
化	25	\$		1054-12 <u>9</u> 318	%	2 M	%
10		读为肾產	STATES AND			<u> </u>	
1100		现盘底的雪流盘(附证回底穴)		\$ 28,179,758	tt	\$ 28,977,260	13
01110		透過積益擴合免債低衝至之会任實產(附近回來七))	148,488		147,113	_
1125		備防出售金融資產(附近四一八度三一)		15,536,693	6	15,227,906	5
1150 1170		息化美濃(附近四原子) 息化読款(附近四・子・子ー原三一)		12,600,411 6,782,292	5	12,377,095 6,250,598	4 3
1120		急化洗液(1920日・テ・テーホニー) 急化洗液水帳款一別住人(1920日ホニナ)		546,984	و	985.259	1
1200		点化是我们的K (附近回及二回)		770,238		663,601	
1210		其他急收放一创长人(附近回展三子)		181,997		668,842	
130X		将驾(附证四一十二度三二)		8,893,965	3	8,941,127	3
1410		银材献领(Millit)入展三一)		2,955,246	1	3,226,150	1
1476		其他会址省產(N12回 - 六辰三一)		812,127		2,043,253	1
1479 1177		其他谈新首直(N12回辰九) 谈新首直读计		<u>475.213</u> 77,884,012	29	<u>425.072</u> 90.593.376	31
11XX		(70.00 A 01.28 v)				90,272,070	
		非浓新黄度					
1523		備將出售会玩資產(附近四一八次三一)		4,190,855	2	3,990,535	t
1543		从成木ў(呈之盆北首庄(附注四)		589,736		822,609	
1550		张用被盖法之投资(附近回床子回) 		7,444,947	3	8,013,265	3
1600 1760		不動産・兪唐原設備(附近回・ナ五原三一) いたい下かれ(NVC一)) トクニー)		101,799,766 6,073,056	38 2	113,310,124 5,996,536	39 2
1780		我看住不動產(Niten,十六辰三一) 魚形首產(Niten,十七辰二六)		21,175,282	8	22,607,552	8
1915		派帝省建(前加二),至此二八) 現代沈儀秋		2,740,525	า้	1,992.037	ĩ
1930		長期急收租賃款(附注四・十一反三一)		33,666,040	13	24,335,409	12
1975		净罐灭新利 营產(附证回來二一)		827,402		451,548	
1985		長期預付租賃款(附证十八辰三一)		6,934,059	3	7,698,950	2
1995		其他推滚动首座(附证曰 - 二回反三一)		3.663.016	1	3,254,404	1
15XX		非波动资产培训		189,104,684	_71	202,472,979	69
1XXX		有 庄 庄 计		<u>\$ 266,988,696</u>	100	<u>\$ 293,066,355</u>	100
忙	15	唐 徐 辰 校	×				
		淡劲走像					
2100		<u> 短期借款(附近十九辰三一)</u>		\$ 20,635,324	8	\$ 22,325,389	8
2110		息付短期兼条(1132十九)		5,921,518	2	6,159,780	2
2170		息付羔驢皮帳款(附近三子)		7,671,640	3	7,081,053	2
2219 2220		与他急付款(附近二子反三二) 		7,960,894	3 1	8,925,660 1,214,642	3
22:10		木朝所得花贞侯(附江四及二四) 强化铁项		1,324,329 3,352,902	1	3,119,316	1
2320		一年內到期之長期負債(附近十九辰三一)		8,163,950	3	19,133,616	7
2299		馬他滚動負債		74,262	-	114,376	
21XX		液動負債項対		55,104,919	21	68,083,832	22
		暗淡劲直慢					
2540		長期借款 (附证于九辰三一)		53,242,059	20	57,986,194	20
2570		这延斯强税负债(附证回尿二回)		10,213,967	4	10,268,560	٩
2640		净填灭行利负债(附证回展二一)		184,115		287,228	
2670		其他探滚新真像(附近四座三二)		746,965		956,279	
25XX		非浓劲爽得绝对		64,487,106	24_	69,498,271	24
2XXX		直接迎 对		119,592,025	45	137,582,103	47
		本会斗菜主教圣绝计(财理二二原二回)					
3110		股 木		36,921,759	14	26,921,759	13
3200		首本公補		13,534,162	5	12,309,615	4
3300		深留 旅行 またわら		47,337,524	18	45,573,057	16
2400 31XX		馬他牧派 本公司某主教派统计		<u> </u>	<u>3</u>	<u>13,238,554</u> 108,042,985	<u>4</u> 37
36XX		存任制被杀(财经二二)		40,628,620	15	47,441,267	16
3XXX	:	教室培祥		147,396,671	55	155,434,252	53
		唐禄洪牧法治 计		<u>\$ 266.988.696</u>	<u> 100 </u>	<u>\$ 293.066.255</u>	
		说别之后	1级从水合併财務报告	之一卯分一			



後週人:張安平



雪計鱼管:紫南定





單位:除每股盈餘為新台 幣元外,餘係仟元

			105年度				104年度		
代碼		金	額		%	金	額	9	%
4000	營業收入 (附註四、九及三 十)	\$	89,564,306	_	100	Þ	93,679,076	1	100
5000	營業成本(附註四、九、十 二、二三及三十)		71,583,302		80	-	79,151,059		<u>85</u>
5 9 00	誉業毛利		17,981,004	3-	20	-	14,528,017	_	<u>15</u>
6100	營業費用(附註二三及三十) 推銷費用		733,021		1		859,723		1
6200	管理費用		4,193,229		4		3,987,700		4
6300	研究發展費用		20,618		- -		6,895		-
6000	答業費用合計	-	4,946,868	-	5		4,854,318		5
	8 / X // 8 /			-		_		_	
6900	營業淨利		13,034,136	_	15		9,673,699	_	10
7060	營業外收入及支出 採用權益法認列之關聯			-		_		_	
7100	企業及合貨損益份額 (附註四及十四) 利息收入(附註四及三		979,609		1		737,161		1
	+)		267,182		-		430,757		_
7130	股利收入(附註四)		808,767		1		958,117		1
7190	其他收入 (附註十一)		928,426		1		822,162		1
7050	財務成本(附註四及二								
	三)	(1,916,837)	(2)	(1,873,739)	(2)
7590	其他支出(附註二三)	(473,231)		-	(447,715)		-
7630	外幣兌換淨損失	(985,562)	(1)	(1,570,026)	(2)
7671	金融資產減損損失	(619,013)	(1)	(51,296)		-

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		105年度				104年度			
代碼		金	額	%	金	額	9	6	
7673	不動產、廠房及設備滅 損損失(附註十五)	(<u>\$</u>	508,142)	()	(<u>\$</u>	13,105)	_		
7000	管紫外收入及支出 合計	(1, <u>518,801</u>)	(<u>2</u>)) (1,007,684)	(1)	
7900	税前淨利		11,515,335	13		8,666,015		9	
7950	所得税費用(附註四及二四)		2,673,260	3	_	1,740,389	_	2	
8200	本年度淨利		8,842,075	10	<u></u>	6,925 <u>,626</u>		7	
8311	其他綜合損益(附註四) 不重分類至損益之項目 確定福利計畫之再 銜量數(附註二								
8320	一及二二) 採用權益法認列之 關聯企業及合資 之其他綜合損益 之份額(附註二		385,369	-	(652,832)	(1)	
	<u></u> _)	(6,193)	-	(1,476)		-	
8349	與不重分類之項目 相關之所得税 (附註二四)	7	65,512)	_		11 <u>0,938</u>		_	
8310	後續可能重分類至損益 之項目	ر	<u>313,664</u>		(_	<u>543,370</u>)	(_	1)	
8361	國外營運機構財務 報表換算之兌換								
8362	差額(附註二二) 備供出售金融資產 未實現利益(損	(7,055,040)	(8) (1,828,277)	(2)	
8363	木頁現利益(預 失)(附註二二) 現金流量避除(附		243,381	-	(5,141,341)	(5)	
000	就至加重巡波(IN 註九及二二)		4,022	-	(11,071)		-	

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			105年度			104年度	
代碼		金	額	%	金	額	%
8370	採用權益法認列關						
	聯企業及合資之						
	其他綜合損益之						
	份額(附註二二)	(\$	493,741)		\$	6,015	
8360		(7,301,378)	$(\underline{\overline{8}})$	(6,974,674)	$(\underline{7})$
8300	本華度其他綜合損						
	蓋淨額(稅後淨						
	額)	(<i>6,987,714</i>)	(-8)		7,518,044)	(<u>8</u>)
8500	本年度綜合損益總額	\$	1,854,361	2	(<u>\$</u>	<u>592,418</u>)	$(\underline{1})$
	淨利歸屬於						
8610	本公司業主	\$	6,358,452	7	\$	5,775,989	6
8620	非控制權益		2,483,623	3		1,149,637	$\frac{1}{7}$
8600		<u>\$</u>	8,842,075	10	<u>\$</u>	<u>6,925,626</u>	7
	綜合損益總額歸屬於						
8710	本公司禁主	\$	2,411,113	3	(\$	806,454)	(1)
8720	非控制權益	(<u> </u>	$(\underline{1})$		214,036	
8700		<u>\$</u>	1,854,361	<u>2</u>	(<u>\$</u>	<u>592,418</u>)	$(\underline{1})$
00	每股盈餘(附註二五)						
9750	基本	\$	1.72		<u>\$</u>	1.56	
9850	稀 释	\$	1.72		<u>\$</u>	1.56	

後附之附註係本合併財務報告之一部分。



新闻,你会说说这次是有 在这个人的,我们不是	<u>1870/2813</u> <u>512/07</u> 213		(278,710)	6,925,026 (<u>7518,044)</u> (<u>582,413</u>)	(906)	• .	6,022,723		15,481,252	(1900,094 -)	(167'667'2)	3,242,005 (<u>6,927,714)</u> 1,334,351	,	(2722,057)		100101-002		
1415年 1415日 1415 1415	非 花 해 십 <u>초</u> <u> </u>		(2,758,710)	1,149,637 (<u>134,607</u>) 21,4036	(985)	(34.00 ⁻)	6,02,773		Ø.4120	15	(2,29,291)	2,483629 (<u>3,04375</u>) (<u>3,66722</u>)	()	(2,732,027)		5 0.52352		
×4	未	(ธเรธเซ)	3	<u>5775</u> 989 (<u>5522,440</u>) (<u>306,453</u>)	8	34,00T		1	103.042.935	(165,008,5		ELLIP2 (<u>BED9E</u>) 2411192	123450			1902223089		
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્ય				(<u>98,46)</u> (<u>98,46)</u>	•	•			2220.093			(<u>477,710</u>) (<u>477,710</u>)	•	٠		(\$ 222.9.2)		4. ** \$4
	* * *	(ពុទ្ធដតា'ទ)		5,775989 (<u>18968</u>) (<u>5,256348</u>)					230122-34			6,353,422 316,019 6,023001	•	•		5 @ 3724	- 水谷一方条法	
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	· <u>* ~ ☆</u> • 1325 <u>8</u> 3			. []	30	34,007			12309.615		•	`]]	1,224,547	ē	1	29176511-3		-1
*	<u>र्भ शास्त्र</u> भ	1.1	۰						36.221.759		E;					5 36.221.252		
)144 F 1 H 1 + PO1	103 半元皇林公氏 非元皇林公子 本公司派王文法派州	平公司股票支票规则	104 朱左体含银龙炉机 19 利 老板生长体含银金	後用這些常想到主要的意思的對於	科平公司所有省省公里加	化羟硝酸羟基钠	成分的量估之货產用調結效量的代表)104 \$ 15 H 21 \$ POL	104 半位重要公司 计后重要公式会 中心已成果成金配料	不公司成果发生成州	105 年左竹香橫並料成 〒 - 外 老林集長作客餐堂	如译于公司派福根诸世代而根他差距	非这种偏义里勒	成分的量化均衡值用和均衡量和分量))#### 1.E H 21 + 501		
	<u>15 4</u> 21	虱 毡	б	ឥឌន	þ	M	ឥ	配プ	ы	虱 毡	б	588	9Q	ឥ	助刀	ы		43



箪位:新台幣仟元

代码			105 年度		104 年度
·	答案活動之現金流量				
A10000	本年度稅前淨利	\$	11,515,335	\$	8,666,015
	不影響現金流量之收蓋費損項目				
A20100	折舊費用		6,587,626		7,021,678
A20200	纖銷費用		402,921		397,480
A20400	遥過损益按公允價值衡量金融				
	資產及負債之淨損(益)	(367,641)		1,114
A20900	財務成本	10.00	1,916,837		1,873,739
A21200	利息收入	(267,182)	(430,757}
A21300	股利收入	Ć	808,767)	(958,117)
A22300	採用權益法認列之關聯企業及				
	合資淨蓋之份額	(979,609)	(737,161}
A22500	處分不動產、廠房及設備淨損				
	(蓋)	(3,245)		34,307
A23100	處分投資淨蓋	(402)	(499)
A23500	金融資產減損損失		619,013		51,296
A23600	金融資產減損迴轉利益		-	(186,035)
A23700	非金融資產減損損失		508,142		13,105
A23800	存貨跌價及呆滞損失(迴升利				
	蓋)		17,956	(87,164)
A24100	未實現外幣兌換淨損		11,880		994,811
A29900	其 他		235,962		240,781
A30000	營業資產及負債之淨變動數				
A31110	持有供交易之金融資產		365,551		30,438
A31130	應收票據	(421,615)		5,888,746
A31150	應收低款		62,927		1,884,936
A31160	應收票據及帳款 關係人		426,650	(643,176}
A31180	其他應收款	(205,146)		630,897
A31190	其他應收款 關係人		76,503		846,460
A31200	存貨	(53,965)		2,495,379
A31230	預付款項		269,215		1,028,566
A31240	其他流動資產	(52,334)		122,942
A32150	應付票據及帳款		662,309	(2,701,077)
A32180	其他應付款		557,958	(1,415,824}

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代碼			105 年度		104 年度
A32210	預收款項	\$	5 257,740	\$	70,644
A32230	其他流動負債	{	40,014)	(105,817)
A32240	淨確定福利負債	Ì	93,608)	Ċ.	36,776)
A33000	管逗產生之淨現金流入	、 –	21,200,997	•	24,990,931
A33500	支付之所得税	(_	2,450, <u>842</u>)	(_	<u>3,227,539</u>)
AAAA	營業活動之淨現金流入		18,750,155		21,763,392
	投資活動之現金流量				
B00300	取得備供出售金融資產	(366,113)	(10,087)
B00400	處分備供出售金融資產價款		69,708		14,842
B01200	取得以成本衡量之金融資產	(1)	(1)
B01400	以成本街量之金融貨產減貨退回股				
	款		11,584		9,461
B02200	對子公司之收購		-	(6,721,329)
B02700	取得不動產、廠房及設備	(2,995,914)	(2,726,976)
B02800	處分不動產、廠房及設備價款		41,826		98,761
B04500	取得無形資產	(79,398)	(379,647)
B05400	取得投資性不動產	(568)		-
B06000	長期應收租賃款減少		669,369		726,368
B06500	其他金融資產減少(增加)		1,225,039	(691,123)
B06700	其他非流動資產滅少(增加)	· (593,738)		208,091
B07300	預付租賃款增加	(72,594)	(125,947)
B07500	收取之利息		288,807		406,803
B07600	收取之股利	-	1,856,760		<u>1,357,381</u>
BBBB	投資活動之淨現金漉入(出)	-	54,767	(_	<u>7,833,403</u>)
	17 Jan 19				
	等資活動之現金流量	,	4 440 848)	,	0 500 00()
C00200	短期借款减少	(1,480,747)	(3,539,971)
C01600	举借長期借款	,	19,433,699	,	29,252,473
C01700	償還長期借款	- {	34,738,309)	Ę	22,574,692)
C02100	應付短期票券减少	(238,262)	(210,728)
C04400	其他非流動負債減少	- (209,314)	ļ	324,608)
C04500	發放現金股利	- (7,209,885)	{	11,963,228)
C05400	取得子公司股權	(2,732,057)	,	-
C05600	支付之利息	(1,721,077)	(1,708,559)
C05800	非控制權益變動			-	6,022,723
CCCC	等資活動之淨現金流出	(28,895,952)	(_	5,046,590)

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<u>代 碼</u> DDDD	医率變動對現金及約當現金之影響	<u>105 年度</u> (<u>\$ 706,572</u>)	104 年度 (<u>\$</u>
EEEE	本年度現金及約當現金増加(減少)数	(10,797,602)	8,463,318
E00100	年初現金及約當現金餘額	38,977,360	30,514,042
E00200	年底現金及約當現金餘額	<u>\$ 28,179,758</u>	<u>\$38,977,360</u>

後附之附註係本合併財務報告之一部分。



Annex II To Audit Committee's Review Report

Audit Committee's Audit Report

The board of directors prepared the Corporation's business report, consolidated financial statements (including parent company only financial statements) and proposal of earnings distribution. Of which, the financial statements have been audited by Deloitte through an entrustment, and an audit report has been issued. The aforementioned business report, financial statements and proposal of earnings distribution have been audited by the Audit Committee, which is of the opinion that no inconsistency has been observed. Hence, the Committee hereby makes a report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

То

Taiwan Cement Corporation 2017 Annual General Shareholders' Meeting

> Taiwan Cement Corporation Audit Committee Convener: Victor Wang

> > March 27, 2017

Annex III: Comparison of the Corporate Social Responsibility Code of Practice before and after the amendment

Taiwan Cement Corporation

Contrast Table of Amended Articles of the "Corporate Social Responsibility Best Practice Principles"

Articles after amendment	Current articles	Description of
		amendment
Chapter 2 Exercising Corporate	Chapter 2 Exercising Corporate	
Governance	Governance	
Article 7	Article 7	By referring to
The directors of the Corporation shall	The directors of the Corporation shall	international
exercise the due care of good	exercise the due care of good	cooperative
administrators to urge the Corporation	administrators to urge the Corporation	organizations, the
to perform its corporate social	to perform its corporate social	board of directors
responsibility initiatives, examine the	responsibility initiatives, examine the	of a company is
results of the implementation thereof	results of the implementation thereof	advised to give full
from time to time and continually	from time to time and continually	consideration to
make adjustments so as to ensure the	make adjustments so as to ensure the	the interested
thorough implementation of its	thorough implementation of its	parties for
corporate social responsibility	corporate social responsibility	exercising its
policies.	policies.	corporate social
The board of directors of the	The board of directors of the	responsibility
Corporation is advised to give full	Corporation is advised to include the	initiatives,
consideration to the interested	following matters in the	enabling itself to
parties, including the following	Corporation's performance of its	implement the
matters, in the Corporation's	corporate social responsibility	policies, systems
performance of its corporate social	initiatives:	or administration
responsibility initiatives:		guidelines with
1~3 (Omitted)	1~3 (Omitted)	respect to
		corporate social
		responsibility
		initiatives. Hence,
		the wordings are
		amended.
Chapter 4 Preserving Society Public	Chapter 4 Preserving Society Public	
Interests	Interests	
Article 22-1	This article is newly added.	With reference to
A TWSE/TPEx listed company is,		the "G20 Finance
while interacting with customers or		Ministers and
consumers, advised to consider its		Central Bank
provision of products or services,		Governors
as well as the characteristics of the		Meeting"
business, and choose applicable, fair		convened by
and reasonable methods to develop		international
the strategies and specific measures		cooperative
for implementation.		organizations, the
The aforementioned fair and		wordings are

Articles after amendment	Current articles	Description of
	·	amendment
reasonable methods are listed as		newly added
belows:		referencing the
<u>1. Adhering to reciprocity, fairness</u>		G20 held by
and good faith in entering into		OECD
<u>contracts.</u>		•
<u>2. Fulfilling due care and fiduciary</u>		
duty while being entrusted by		
customers.		
3.Ensuring truthfulness in		
advertising and soliciting.		
4. Confirming fitness of products or		
services that are provided for		
customers or consumers.		
5. Giving a thorough explanations of		
important contents and disclosing		
risks for products or services that		
<u>are provided.</u>		
6.Commensuration between rights		
and interests of customers or		
consumers, and achievement of		
performance for salesperson's		
compensation system.		
7. A smooth grievance channel for		
customers or consumers, ensuring		
the response by the Corporation		
<u>realistically.</u>		
8.The practitioners who engage in		
the business requiring		
professionalishm are advised to		
obtain professional qualifications		
<u>or licenses.</u>		

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Articles after amendment	Current articles	Description of amendment
Article 27 The Corporation shall evaluate the impact of its business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance. The Corporation is advised to, through <u>equity investment</u> , commercial activities, article endowments, corporate volunteering service or other charitable professional services <u>etc.</u> , <u>dedicate resources to organizations</u> <u>that commercially resolve social or</u> <u>environmental issues, or</u> participate in events held by citizen organizations, charities and local government agencies relating to community development and community development.	Article 27 The Corporation shall evaluate the impact of its business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance. The Corporation is advised to, through commercial activities, article endowments, corporate volunteering service or other charitable professional services, participate in events held by citizen organizations, charities and local government agencies relating to community development and community development.	For the purpose of enabling the Corporation to further invest resources for exercising corporate social responsibility in events held by citizen organizations, charities and local government agencies, which continue to resolve social and environmental problems, to achieve the objective of sustainable development.

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Annex IV: Earnings Distribution Table of the Year 2016

Taiwan Cement Corporation

Earnings Distribution Table

December 31, 2016

	Unit: NTD
Unappropriated Retained Earnings of Previous Years	14,222,703,892
Add: Reverse from Special Capital Reserve arising from first adoption of TIFRS	11,174
Add: Remeasurement of Defined Benefit Obligation	0
Adjusted Unappropriated Retained Earnings	316,609,207
Add: Net Profit of 2016	6,358,452,420
Less: 10% Legal Reserve	(635,845,242)
Earnings in 2016 Available for Distribution	20,261,931,451
Distribution Item:	
Cash dividends for common share holders	(5,353,655,010)
Unappropriated Retained Earnings	14,908,276,441

- Note: 1. The total cash dividends to be distributed to each shareholder will be rounded down to NT dollar and decimal places will be disregarded.
 - In accordance with the Letter No. 871941343 issued by the Ministry of Finance on April 30, 1998, when a company distributes earnings, it shall adopt the individual identification method; the distribution of earnings in a given year shall give priority to the distribution of earnings of the most recent year.

Chairman: Chang, An-Ping General Manager: Chang, An-Ping Accounting Supervisor: Yeh Kuo Hung
Annex V : Contrast Table of Amended Articles of the "Procedures Governing the Acquisition and Disposal of Assets"

Taiwan Cement Corporation

Contrast Table of Amended Articles of the "Procedures Governing the Acquisition and

Disposal of Assets"

Articles after amendment	Current articles	Description of
		amendment
Article 4. Assessment and operating	Article 4. Assessment and operating	1. Pursuant to the
procedures for acquiring or	procedures for acquiring or	Letter of
disposing of assets	disposing of assets	Financial-Sup
1. (Omitted)	1. (Omitted)	ervisory-Secur
2. Procedures for acquiring or disposing	2. Procedures for acquiring or disposing	ities-Corporate
of real property and equipment	of real property or equipment	No.
(1)(Omitted)	(1) (Omitted)	10600012965
(2)In acquiring or disposing of real	(2) In acquiring or disposing of real	dated February
property or equipment, where the	property or equipment, where	9, 2017, to
transaction amount reaches 20	the transaction amount reaches	amend
percent of the Corporation's	20 percent of the Corporation's	wordings and
paid-in capital or NT\$300 million	paid-in capital or NT\$300	ease the
or more, the Corporation, unless	million or more, the	resstrictions
transacting with a government	Corporation, unless transacting	on
agency, engaging others to build	with a government institution ,	organizational
on its own land, engaging others	engaging others to build on its	restructuring
to build on rented land, or	own land, engaging others to	without
acquiring or disposing of	build on rented land, or	involving the
equipment for business use, shall	acquiring or disposing of	share
obtain an appraisal report prior to	equipment for business use,	exchange
the date of occurrence of the	shall obtain an appraisal report	ratio, or
event from a professional	prior to the date of occurrence	distribution of
appraiser and shall further comply	of the event from a professional	cash or other
with the following provisions:	appraiser and shall further	property to
1. (Omitted)	comply with the following	shareholders,
2. (Omitted)	provisions:	where the
3. (Omitted)	1. (Omitted)	Corporation
4. (Omitted)	2. (Omitted)	may be
3. Procedures for acquiring or disposing	3. (Omitted)	exempted
of memberships, intangible assets or	4. (Omitted)	from obtaining
other major assets: (Omitted)	3. (1) Procedures for acquiring or	the opinion on
	disposing of memberships,	reasonableness
4. The amount of transactions in the	intangible assets or other major	of the share
preceding 3 paragraphs shall be	assets: (Omitted)	exchange ratio
calculated, (Omitted)	(2) The amount of transactions in the	from the
5. Where the Corporation acquires or	preceding 3 paragraphs shall be	expert.
disposes of assets through court auction	calculated, (Omitted)	2. To adjust
procedures:	<u>4.</u> Where the Corporation acquires or	numbers of

Articles after amendment	Current articles	Description of amendment
The evidentiary documentation	disposes of assets through court auction	provisions and
issued by the court may be	procedures:	amend
substituted for the appraisal report or	The evidentiary documentation	wordings.
CPA's opinion.	issued by the court may be	
5. Transactions with related parties:	substituted for the appraisal report	
(1) The Corporation shall conduct the	or CPA's opinion.	
relevant procedures for making	5. Transactions with related parties:	
decisions and assessments on the	The Corporation shall conduct the	
reasonableness of trading terms in	relevant procedures for making	
accordance with the provisions	decisions and assessments on the	
under Paragraphs 1 to 3 and this	reasonableness of trading terms in	
paragraph while acquiring or	accordance with the provisions under	
disposing of assets from or to a	Paragraphs 1 to 3 of Article 4 and this	
related party; provided that,	paragraph while acquiring or disposing	
where the transaction amount	of assets from or to a related party;	
reaches 10 percent or more of the	provided that, where the transaction	
Corporation's total assets, it shall	amount reaches 10 percent or more of	
obtain the appraisal report	the Corporation's total assets, it shall	
issued by a professional	obtain the appraisal report issued by a	
appraiser or CPA's opinion.	professional appraiser or CPA's opinion	
1. (Omitted)	according to Article 4. The calculation	
2. When the Corporation	of the transaction amounts referred to in	
intends to acquire or dispose	the preceding paragraph shall be	
of real property from or to a	made in accordance with	
related party, or when it	Subparagraph 2 of Paragraph 3 of	
intends to acquire or dispose	Article 4 herein.	
of assets other than real	1. (Omitted)	
property from or to a related	2. When the Corporation intends to	
party and the transaction	acquire or dispose of real	
amount reaches 20 percent or	property from or to a related	
more of the Corporation's	party, or when it intends to	
paid-in capital, 10 percent or	acquire or dispose of assets other	
more of total assets, or	than real property from or to a	
NT\$300 million or more,	related party and the transaction	
except in trading of	amount reaches 20 percent or	
government bonds or bonds	more of the Corporation's paid-in	
under repurchase and reverse	capital, 10 percent or more of	
repurchase agreements, or	total assets, or NT\$300 million or	
subscription or <u>repurchase</u>	more, except in trading of	
of domestic money market	government bonds or bonds under	
funds issued by securities	repurchase and reverse	
investment trust	repurchase agreements, or	
enterprises, the Corporation	subscription or redemption of	
may not proceed to enter into	domestic money market funds,	
a transaction contract or	the Corporation may not proceed	
make a payment until the	to enter into a transaction contract	
following matters have been	or make a payment until the	
approved by the Audit	following matters have been	

Articles after amendment	Current articles	Description of amendment
Committee and resolved by	approved by the Audit Committee	
the board of directors:	and resolved by the board of	
(1)(Omitted)	directors:	
(2)(Omitted)	(1) (Omitted)	
(3)With respect to the	(2) (Omitted)	
acquisition of real	(3) With respect to the acquisition	
property from a related	of real property from a	
party, information	related party, information	
regarding appraisal of	regarding appraisal of the	
the reasonableness of the	reasonableness of the	
preliminary transaction	preliminary transaction terms	
terms in accordance with	in accordance with	
	Subparagraph 4,	
<u>Subparagraph (4),</u>		
Subparagraph (5) and	Subparagraph 5 and	
Subparagraph (6).	Subparagraph 6.	
(4)(Omitted)	(4) (Omitted)	
(5)(Omitted)	(5) (Omitted)	
(6)(Omitted)	(6) (Omitted)	
(7)(Omitted)	(7) (Omitted)	
(2) The calculation of the transaction		
amounts referred to in the	The calculation of the	
preceding subparagraph shall be	transaction amounts referred to in the	
made in accordance with	preceding paragraph shall be made in	
Paragraph 2 of Article 5 herein,	accordance with Paragraph 2 of	
and "within the preceding year"	Article 5 herein, and "within the	
as used herein refers to the year	preceding year" as used herein refers	
preceding the date of occurrence	to the year preceding the date of	
of the current transaction. Items	occurrence of the current transaction.	
that have been approved by the	Items that have been approved by the	
Audit Committee and resolved by	Audit Committee and resolved by the	
the board of directors need not be	board of directors need not be counted	
counted toward the transaction	toward the transaction amount. With	
amount. With respect to the	respect to the acquisition or disposal	
acquisition or disposal of	of business-use equipment between	
business-use equipment between	the Corporation and its subsidiaries,	
the Corporation and its	the board of directors may authorize	
subsidiaries, the board of	the Chairman to ratify the proposal	
directors may authorize the	within a certain limit first in	
-		
Chairman to ratify the proposal	accordance with Subparagraph $\underline{1}$ of Paragraph $\underline{1}$ of Article 4 and	
within a certain limit first in	Paragraph 1 of Article 4, and	
accordance with Subparagraph	subsequently a proposal will be	
(1) of Paragraph 1 of Article 4,	submitted to the next board of	
and subsequently a proposal will	directors meeting for approval.	
be submitted to the next board of		
directors meeting for approval.		
(3) Where the position of independent	3. Where the position of independent	
director has been created in the	director has been created in the	
Corporation, when a matter is	Corporation, when a matter is	

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Articles after amendment	Current articles	Description of amendment
submitted for discussion by the	submitted for discussion by the	
board of directors pursuant to the	board of directors pursuant to the	
preceding subparagraph, the	preceding paragraph, the board of	
board of directors shall take into	directors shall take into full	
full consideration each	consideration each independent	
independent director's opinions. If	director's opinions. If an	
an independent director objects to	independent director objects to or	
or expresses reservations about	expresses reservations about any	
any matter, it shall be recorded in	matter, it shall be recorded in the	
the minutes of the board of	minutes of the board of directors	
directors meeting. Where matters	meeting. Where matters that are	
that are subject to approval under	subject to approval under the	
the procedures in <u>Subparagraph</u>	procedures in <u>Paragraph 2</u> , they	
(1), they shall be approved by	shall be approved by more than	
more than half of all Audit	half of all Audit Committee	
Committee members and	members and submitted to the	
submitted to the board for a	board for a resolution; if approval	
resolution; if approval of more	of more than half of all Audit	
than half of all Audit Committee	Committee members is not	
members is not obtained, the	obtained, the procedures may be	
-	implemented if approved by more	
procedures may be implemented	than two-thirds of all directors,	
if approved by more than	and the resolution of the Audit	
two-thirds of all directors, and the	Committee shall be recorded in the	
resolution of the Audit Committee		
shall be recorded in the minutes	minutes of the board meeting. The terms "all Audit Committee	
of the board meeting. The terms	members" and "all directors" as	
"all Audit Committee members"	stated herein shall be counted as	
and "all directors" as stated herein		
shall be counted as the actual	the actual number of persons	
number of persons currently	currently holding those positions.	
holding those positions.	4. It shall avaluate the	
(4) The Corporation that acquires	<u>4.</u> It shall evaluate the reasonableness of the transaction	
real property from a related		
party shall evaluate the	costs by the following means and	
reasonableness of the transaction	shall also engage a CPA to check	
costs by the following means and	the appraisal and render a specific	
shall also engage a CPA to check	opinion.	
the appraisal and render a specific	(1) (Omitted)	
opinion.	(2) (Omitted)	
1. (Omitted)	(3) Where land and structures	
2. (Omitted)	thereupon are combined as a	
3. Where land and structures	single property purchased in one	
thereupon are combined as a	transaction, the transaction costs	
single property purchased in	for the land and the structures	
one transaction, the transaction	may be separately appraised in	
costs for the land and the	accordance with either (1) or	
structures may be separately	(2) of the means mentioned	
appraised in accordance with	above.	

Articles after amendment	Current articles	Description of amendment
either <u>1</u> or <u>2</u> of the means	5. Where the Corporation acquires	amenument
mentioned above.	real property from a related party	
(5) Where the Corporation acquires	and one of the following	
real property from a related party	circumstances exists, the	
and one of the following	acquisition shall be conducted in	
circumstances exists, the	accordance with Subparagraphs	
acquisition shall be conducted in	<u>2 to 3 and the preceding</u>	
accordance with <u>Subparagraphs</u>	subparagraph does not apply:	
(1) to (3) and the preceding	(Omitted)	
subparagraph does not apply:	6. When the results of the	
(Omitted)		
(6) When the results of the	Corporation's appraisal conducted	
	in accordance with Subaragraph $\underline{4}$	
Corporation's appraisal conducted	are uniformly lower than the	
in accordance with Subaragraph	transaction price for acquiring real	
(4) are uniformly lower than the	property from the related party, the	
transaction price for acquiring	matter shall be handled in	
real property from the related	compliance with Subparagraph <u>7</u> .	
party, the matter shall be handled	However, where the following	
in compliance with Subparagraph	circumstances exist, objective	
(7). However, where the	evidence has been submitted and	
following circumstances exist,	specific opinions on	
objective evidence has been	reasonableness have been obtained	
submitted and specific opinions	from a professional real property	
on reasonableness have been	appraiser and a CPA, this	
obtained from a professional real	restriction shall not apply:	
property appraiser and a CPA,	(1) Where the related party acquired	
this restriction shall not apply:	undeveloped land or leased land	
1. Where the related party	for development, it may submit	
acquired undeveloped land or	proof of compliance with one of	
leased land for development, it	the following conditions:	
may submit proof of	A. Where undeveloped land is	
compliance with one of the	appraised in accordance with	
following conditions:	the means in the preceding	
(1) Where undeveloped land is	Article, and structures	
appraised in accordance	according to the related party's	
with the means in the	construction cost plus	
preceding Article, and	reasonable construction profit	
structures according to the	are valued in excess of the	
related party's construction	actual transaction price. The	
cost plus reasonable	"Reasonable construction	
construction profit are	profit" shall be deemed the	
valued in excess of the	average gross operating profit	
actual transaction price. The	margin of the related party's	·
"Reasonable construction	construction division over the	
profit" shall be deemed the	most recent three years or the	
average gross operating	gross profit margin for the	
profit margin of the related	construction industry for the	
party's construction division	most recent period as	

Articles after amendment	Current articles	Description of amendment
over the most recent three	announced by the Ministry of	unionumont
years or the gross profit	Finance, whichever is lower.	
margin for the construction	B. Completed transactions by	
industry for the most recent	unrelated parties within the	
period as announced by the	preceding year involving other	
Ministry of Finance,	floors of the same property or	
whichever is lower.	neighboring or closely valued	
(2)Completed transactions by	parcels of land, where the land	
unrelated parties within the	area and transaction terms are	
preceding year involving	similar after calculation of	
other floors of the same	reasonable price discrepancies	
property or neighboring or	in floor or area land prices in	
closely valued parcels of	accordance with standard	
land, where the land area	property market practices.	
and transaction terms are	<u>C.</u> Completed leasing transactions	
similar after calculation of	by unrelated parties for other	
reasonable price	floors of the same property	
discrepancies in floor or	from within the preceding	
area land prices in	year, where the transaction	
accordance with standard	terms are similar after	
property market practices.	calculation of reasonable price	
(3)Completed leasing	discrepancies among floors in	
transactions by unrelated	accordance with standard	
parties for other floors of	property leasing market	
the same property from		
within the preceding year,	practices. (2) Where the Corporation	
where the transaction terms	-	
are similar after calculation	acquiring real property from a	
	related party provides evidence that the terms of the transaction	
of reasonable price	1	
discrepancies among floors	are similar to the terms of	
in accordance with standard	transactions completed for the	
property leasing market	acquisition of neighboring or	
practices.	closely valued parcels of land of	
2. Where the Corporation	a similar size by unrelated	
acquiring real property from a	parties within the preceding	
related party provides evidence	year.	
that the terms of the	Completed transactions for	
transaction are similar to the	neighboring or closely valued	
terms of transactions	parcels of land <u>as stated herein</u>	
completed for the acquisition	in principle refers to parcels on	
of neighboring or closely	the same or an adjacent block	
valued parcels of land of a	and within a distance of no more	
similar size by unrelated	than 500 meters or parcels close	
parties within the preceding	in publicly announced current	
year. Completed transactions	value; transaction for similarly	
for neighboring or closely	sized parcels in principle refers	
valued parcels of land <u>as</u>	to transactions completed by	
stated herein in principle	unrelated parties for parcels	

Articles after amendment	Current articles	Description of amendment
refers to parcels on the same or	with a land area of no less than	
an adjacent block and within a	50 percent of the property in the	
distance of no more than 500	planned transaction; within the	
meters or parcels close in	preceding year refers to the year	
publicly announced current	preceding the date of occurrence	
value; transaction for similarly	of the acquisition of the real	
sized parcels in principle refers	property.	
to transactions completed by		
unrelated parties for parcels		
with a land area of no less than		
50 percent of the property in		
the planned transaction; within		
the preceding year refers to the		
year preceding the date of		
occurrence of the acquisition		
of the real property.		
(7) Where the Corporation acquires	(7) Where the Corporation acquires	
real property from a related party	real property from a related party	
and the results of appraisals	and the results of appraisals	
conducted in accordance with	conducted in accordance with	
Subparagraphs (4) to (6) are	Subparagraphs 4 to 6 are	
uniformly lower than the	uniformly lower than the	
transaction price, the following	transaction price, the following	
steps shall be taken:	steps shall be taken:	
(1)(Omitted)	(1) (Omitted)	
(2)(Omitted)	(2) (Omitted)	
(3) Actions taken pursuant to Item	(3) Actions taken pursuant to Item	
<u>1.</u> and Item <u>2.</u> shall be reported	(1) and Item (2) shall be	
to an Annual General	reported to an Annual General	
Shareholders' Meeting, and the details of the transaction shall	Shareholders' Meeting, and the details of the transaction shall	
be disclosed in the annual	be disclosed in the annual report	
	and any investment prospectus.	
report and any investment	(4) The Corporation that has set	
prospectus. (4)The Corporation that has set	aside a special reserve in	
aside a special reserve in	accordance with Item (1)	
accordance with Item <u>1</u> .	shall (Omitted).	
shall (Omitted).	<u>8.</u> The Corporation shall also comply	
(8) The Corporation shall also comply	with Subparagraph 7 if there is	
with Subparagraph (7) if there is	other evidence indicating that the	
other evidence indicating that the	acquisition of real property from a	
acquisition of real property from	related party was not an arm's	
a related party was not an arms	length transaction.	
length transaction.		
7. Engaging in derivatives trading	6. Engaging in derivatives trading	
(1) The Corporation engaging in	(1) The Corporation engaging in	
derivatives trading shall pay strict	derivatives trading shall pay	
attention to control of risk	strict attention to control of risk	

Articles after amendment	Current articles	Description of amendment
management and auditing	management and auditing	
matters. Here are the handling	matters. Here are the handling	
procedures:	procedures:	
1. Trading principles and	1. Trading principles and	
trategies:	strategies:	
(1)(Omitted)	(1) (Omitted)	
(2)(Omitted)	(2) (Omitted)	
(3)(Omitted)	(3) (Omitted)	
(4)(Omitted)	(4) (Omitted)	
(5)The following are the	(5) The following are the	
Corporation's segregation of	Corporation's segregation	
• • • •	of duties for engaging in	
duties for engaging in	derivatives trading:	
derivatives trading:	A. The board of directors	
A. The board of directors	authorizes the President	
authorizes the President		
to be fully responsible	to be fully responsible	
for approving the	for approving the	
execution of	execution of	
transactions, and	transactions, and	
supervisors of different	supervisors of different	
levels shall make	levels shall make	
ratification first in	ratification first in	
accordance with the	accordance with the	
limits as below:	limits as below:	
<u>a.</u> If the amount of an	(1) If the amount of an	
individual contract is	individual contract is	
equivalent to NT\$100	equivalent to NT\$100	
million (or in	million (or in	
equivalent foreign	equivalent foreign	
currency) (included)	currency) (included) or	
or lower, the Vice	lower, the Vice	
President of the	President of the	
Finance Department	Finance Department	
shall make ratification	shall make ratification	
first.	first.	
b. It the amount of an	(2) It the amount of an	
individual contract is	individual contract is	
higher than NT\$100	higher than NT\$100	
million (or in	million (or in	
•	equivalent foreign	
equivalent foreign	· · ·	
currency), the	currency), the President	
President shall	shall approve the	
approve the	execution.	
execution.	B. (Omitted)	
B. (Omitted)	C. (Omitted)	
C. (Omitted)	(6) (Omitted)	
(6)(Omitted)	(7) (Omitted)	
(7)(Omitted)	2. Risk management measures:	

Articles after amendment	Current articles	Description of amendment
2 Pick management management	(Omitted)	amenument
2. Risk management measures: (Omitted)	3. Internal audit system:	
3. Internal audit system:	(Omitted)	
(Omitted)	4. Methods of periodical	
4. Methods of periodical	evaluations and dealing with	
evaluations and dealing with	irregular circumstances	
irregular circumstances	(Omitted)	
(Omitted)	(2) Where the Corporation engages	
(2) Where the Corporation engages	in derivatives trading, the board	
in derivatives trading, the board	of directors shall supervise and	
of directors shall supervise and	manage such trading in	
manage such trading in	accordance with the following	
accordance with the following	principles:	
principles:	1.(Omitted)	
1. (Omitted)	2.(Omitted)	
2. (Omitted)	3.(Omitted)	
3. (Omitted)	4.(Omitted)	
4. (Omitted)	5. Senior management	
5. Senior management personnel	personnel authorized by the	
authorized by the board of	board of directors shall	
directors shall periodically	periodically evaluate	
evaluate whether the risk	whether the risk	
management measures	management measures	
currently employed are	currently employed are	
appropriate and are faithfully	appropriate and are	
conducted in accordance with	faithfully conducted in	
these Procedures and the	accordance with these	
procedures for engaging in	Guidelines and the	
derivatives trading formulated	procedures for engaging in	
by the Corporation.	derivatives trading	
6. (Omitted)	formulated by the	
(3) The Corporation engaging in	Corporation.	
derivatives trading:	6.(Omitted)	
1. shall establish a log book in	(3) The Corporation engaging in	
which details of the types and	derivatives trading:	
amounts of derivatives trading	1.shall establish a log book in	
engaged in, board of directors	which details of the types and	
approval dates, and the matters	amounts of derivatives	
required to be carefully	trading engaged in, board of	
evaluated under Item 2-(5) of	directors approval dates, and	
Subparagraph (1) of Paragraph	the matters required to be	
7 of Article 4 and Items 2 to 5	carefully evaluated under	
of Subparagraph ($\overline{2}$) of	Item 2-(4) of Subparagraph	
Paragraph 7 of Article 4 shall	(1) of Paragraph $\mathbf{\underline{6}}$ of Article	
be recorded in detail in the log	4 and <u>Items 4 and 5</u> of	
book.	Subparagraph (2) of	
2. (Omitted)	Paragraph 6 of Article 4 shall	
	be recorded in detail in the	

•

Articles after amendment	Current articles	Description of amendment
	log book.	
8. Mergers, demergers, acquisitions, and	2. (Omitted)	
transfers of shares	7. Mergers, demergers, acquisitions, and	
(1) Prior to convening the board of	transfers of shares	
directors meeting to resolve on	(1) Prior to convening the board of	
the matter, the Corporation shall	directors meeting to resolve on	
engage a CPA, attorney, or	the matter, the Corporation shall	
securities underwriter to give an	engage a CPA, attorney, or	
opinion on the reasonableness of	securities underwriter to give an	
the share exchange ratio,	opinion on the reasonableness of	
acquisition price, or distribution	the share exchange ratio,	
of cash or other property to	acquisition price, or distribution	
shareholders, and submit it to the	of cash or other property to	
board of directors for deliberation	shareholders, and submit it to the	
and passage. However, where the	board of directors for deliberation	
Corporation merges the	and passage.	
subsidiaries whose issued	(2) (Omitted)	
shares or total capital are	(3) (Omitted)	
	(4) (Omitted)	
wholly owned by itself directly		
or indirectly, or the subsidiaries		
whose issued shares or total	(6) (Omitted)	
capital are wholly owned by the	(7) (Omitted)	
<u>Corporation directly or</u>	(8) (Omitted)	
indirectly are merged together,	(9) <u>When participating in a merger</u> ,	
the Corporation may be	demerger, acquisition, or	
exempted from obtaining the	transfer of another company's	
aforementioned opinion on	shares, a company that is listed	
reasonableness from the expert.	on an exchange or has its shares	
(2) (Omitted)	traded on an OTC market shall	
(3) (Omitted)	prepare a full written record of	
(4) (Omitted)	the following information and	
(5) (Omitted)	retain it for 5 years for reference:	
(6) (Omitted)	(Omitted)	
(7) (Omitted)	(10) When participating in a merger,	
(8) (Omitted)	demerger, acquisition, or	
(9) The Corporation shall prepare	transfer of another company's	
a full written record of the	shares, a company that is listed	
<u>following information with</u>	on an exchange or has its shares	
<u>respect to mergers, demergers,</u>	traded on an OTC market shall,	
<u>acquisitions, or transfers of</u>	within 2 days counting	
shares and retain it for 5 years for	inclusively from the date of	ļ
reference: (Omitted)	passage of a resolution by the	
(10) When participating in a merger.		
demerger, acquisition, or	prescribed format and via the	
transfer of another company's	Internet-based information	
shares, the Corporation shall,	system the information set out in	
within 2 days counting	subparagraphs 1 and 2 of the	
inclusively from the date of	preceding paragraph to the FSC	

Articles after amendment	Current articles	Description of amendment
passage of a resolution by the	for recordation.	
board of directors, report in the	(11) Where any of the companies	
prescribed format and via the	participating in a merger,	
Internet-based information system	demerger, acquisition, or transfer	
the information set out in Items	of another company's shares is	
1. and 2. of the preceding	not a public company, the public	
subparagraph to the FSC for	company shall sign an agreement	
recordation.	with the non-public company	
(11) Where any of the companies	whereby the latter is required to	
participating in a merger,	abide by the provisions of	
demerger, acquisition, or transfer	Subparagraph (3), Subparagraph	
of another company's shares is	(4), Subparagraph (5),	
not a public company, the	Subparagraph (8), Subparagraph	
Corporation shall sign an	(9), and Subparagraph (10).	
agreement with the non-public	8. Professional appraisers and their	
company whereby the latter is	officers, certified public accounts,	
required to abide by the	attorneys, and securities	
provisions of Subparagraph (3),	underwriters that provide the	
Subparagraph (4), Subparagraph	Corporation with appraisal reports,	
(5), Subparagraph (8),	certified public accountant's	
Subparagraph (9), and	opinions, attorney's opinions, or	
Subparagraph (10).	underwriter's opinions shall not be	
9. Professional appraisers and their	a related party of any party to the	
officers, certified public accounts,	transaction.	'
attorneys, and securities	9. With respect to an acquisition or	
underwriters that provide the	disposal of assets that is subject to	
Corporation with appraisal reports,	the approval of the board of	
certified public accountant's	directors under the Procedures or	
opinions, attorney's opinions, or	required by other laws, if a director	
underwriter's opinions shall not be a	expresses dissent and it is	
related party of any party to the	contained in the minutes or a	
transaction.	written statement, the Corporation	
10. With respect to an acquisition or	shall submit the director's	
disposal of assets that is subject to	dissenting opinion to the Audit	
the approval of the board of directors	Committee. When an acquisition or	
under the Procedures or required by	disposal of assets is submitted to	
other laws, if a director expresses	the board of directors for	
dissent and it is contained in the	discussion, the board shall take into	
minutes or a written statement, the	full consideration each independent	
Corporation shall submit the	director's opinions; if an	
director's dissenting opinion to the	independent director objects to or	
Audit Committee. When an	expresses reservations about any	
acquisition or disposal of assets is	matter, it shall be recorded in the	
submitted to the board of directors	minutes of the board of directors	
for discussion, the board shall take	meeting. Transactions of major	
into full consideration each	assets or financial derivatives shall	
independent director's opinions; if an	be approved by more than half of	
independent director objects to or	all Audit Committee members and	

Articles after amendment	Current articles	Description of amendment
expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. Transactions of major assets or financial derivatives shall be approved by more than half of all Audit Committee members and submitted to the board of directors for a resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting. The terms "all Audit Committee members" and "all directors" as stated herein shall be counted as the actual number of persons currently holding those	submitted to the board of directors for a resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting. The terms "all Audit Committee members" and "all directors" as stated herein shall be counted as the actual number of persons currently holding those positions.	
positions.Article 5 Procedure for public announcement and declaration:1. Under any of the following circumstances, the Corporation acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the prescribed format based on the nature within 2 days counting inclusively from the date of occurrence of the event: (1) Acquisition or disposal of real estate from or to a related party, or acquisition or disposal of assets other than real estate from or to a related party where the transaction amount reaches 20 percent or more of the Corporation's paid-in capital, 10 percent or more of total assets, or NT\$300 million or more. Provided, this shall not apply to trading of government bonds or bonds under	Article 5 Procedure for public announcement and declaration: 1. Under any of the following circumstances, the Corporation acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the prescribed format based on the nature within 2 days counting inclusively from the date of occurrence of the event: (1) Acquisition or disposal of real estate from or to a related party, or acquisition or disposal of assets other than real estate from or to a related party where the transaction amount reaches 20 percent or more of the Corporation's paid-in capital, 10 percent or more of total assets, or NT\$300 million or more. Provided, this shall not apply to trading of	 Pursuant to the Letter No. 10600012965 issued by FSC dated February 9, 2017: To amend wordings; In respect of the public company whose paid-in capital is NT\$10 billion or more, if the equipment is acquired or disposed of for business use, and the trading counterparty is not a related party, the requirement

Articles after amendment	Current articles	Description of amendment
repurchase agreements, or	under repurchase and reverse	public
• •	repurchase agreements, or	announcement
subscription or <u>repurchase of</u>	subscription or redemption of	s is eased to a
domestic money market funds	-	transaction
issued by securities	domestic money market funds.	amount
investment trust enterprises.		reaching no
(2) Merger, demerger, acquisition,	(2) Merger, demerger, acquisition, or transfer of shares.	less than
or transfer of shares.		NT\$1 billion;
(3) Losses from derivatives trading		(3) to adjust
reaching the limits on	trading reaching the limits on	numbers of
aggregate losses or losses on	aggregate losses or losses on	
individual contracts set out in	individual contracts set out in	provisions;
the procedures adopted by the	the procedures adopted by	(4) To explicitly
Corporation.	the Corporation.	state that when
(4) Where the type of asset	(4) Where an asset transaction	the Comparation at
acquired or disposed is	other than any of those	Corporation at
equipment for business use,	referred to in the preceding	the time of
the trading counterparty is not	three subparagraphs, or an	public
a related party, and the	investment in the mainland	announcement
transaction amount is <u>NT\$1</u>	China area reaches 20	makes an error
<u>billion</u> or more.	percent or more of the	or omission in
(5) Where land is acquired under	Corporation's paid-in capital	an item of
an arrangement on engaging	or NT\$300 million; provided,	regulatory
others to build on the	this shall not apply to the	announcement
Corporation's own land,	following circumstances:	s and so is
engaging others to build on	1. (Omitted)	required to
rented land, joint construction	2. (Omitted)	correct it, all
and allocation of housing	3. Trading of bonds under	the items shall
units, joint construction and	repurchase and reverse	be again
allocation of ownership	repurchase agreements, or	publicly
percentages, or joint	subscription or	announced and
construction and separate sale,	<u>redemption of domestic</u>	declared in
and the amount the	money market funds.	their entirety
Corporation expects to invest	4. Where the type of asset	within two
in the transaction is NT\$500	acquired or disposed is	days from the
million or more.	equipment for business use,	day of
(6) Where an asset transaction	the trading counterparty is	becoming
other than any of those	not a related party, and the	aware of the
referred to in the preceding	transaction amount is <u>less</u>	event.
<u>five</u> subparagraphs, or an	than NT\$500 million.	2. To adjust
investment in the mainland	5. Where land is acquired	numbers of
China area reaches 20 percent	under an arrangement on	provisions and
or more of the Corporation's	engaging others to build on	amend
paid-in capital or NT\$300	the Corporation's own land,	wordings.
million; provided, this shall	engaging others to build on	
not apply to the following	rented land, joint	
circumstances:	construction and allocation	
1.(Omitted)	of housing units, joint	
2.(Omitted)	construction and allocation	

Articles after amendment	Current articles	Description of amendment	
3. Trading of bonds under	of ownership percentages,		
repurchase and reverse	or joint construction and		
repurchase agreements, or	separate sale, and the		
subscription or repurchase	amount the Corporation		
of domestic money market	expects to invest in the		
funds issued by securities	transaction is no more		
investment trust	than NT\$500 million.		
enterprises.	The amount of transactions		
2. The amount of transactions described	described in the preceding		
	paragraph shall be calculated as		
in the preceding paragraph shall be			
calculated as follows: (Omitted)	follows: (Omitted)		
3. The Corporation shall compile	<u>2.</u> It shall compile monthly reports on		
monthly reports on the status of	the status of derivatives trading		
derivatives trading engaged in up to	engaged in up to the end of the		
the end of the preceding month by	preceding month by itself and any		
itself and any subsidiaries that are	subsidiaries that are not domestic		
not domestic public companies and	public companies and enter the		
enter the information in the	information in the prescribed		
prescribed format into the	format into the information		
information reporting website	reporting website designated by the		
designated by the FSC by the 10th	FSC by the 10th day of each		
day of each month.	month.		
4. When the Corporation at the time of	3. When the Corporation at the time of		
public announcement makes an error	public announcement makes an		
or omission in an item of regulatory	error or omission in an item of		
announcement and so is required to	regulatory announcement and so is		
correct it, all the items shall be again	required to correct it, all the items		
publicly announced and declared in	shall be again publicly announced		
their entirety within two days from	and declared in their entirety.		
the day of becoming aware of the	4. When acquiring or disposing of		
event.	assets, the Corporation shall keep		
5. When acquiring or disposing of assets,	all relevant contracts, meeting		
the Corporation shall keep all	minutes, log books, appraisal		
relevant contracts, meeting minutes,	reports and certified public		
log books, appraisal reports and	accountant, attorney, and securities		
certified public accountant, attorney,	underwriter opinions at the		
and securities underwriter opinions	Corporation, where they shall be		
at the Corporation, where they shall	retained for 5 years except where		
be retained for 5 years except where	another act provides otherwise.		
another act provides otherwise.	5. When any of the following		
6. When any of the following	circumstances occurs with respect		
	to a transaction that the		
circumstances occurs with respect to			
a transaction that the Corporation	Corporation has already publicly		
has already publicly announced in	announced in accordance with the		
accordance with the regulations set	regulations set out in Paragraphs 1		
out in Paragraphs 1 and 2, a public	and 2, a public report of relevant		
report of relevant information shall	information shall be made on the		
be made on the website designated	website designated by the FSC	<u> </u>	

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Articles after amendment	Current articles	Description of amendment	
by the FSC within 2 days	within 2 days commencing		
commencing immediately from the	immediately from the date of		
date of occurrence of the event:	occurrence of the event:		
(1) Change, termination, or	(1) Change, termination, or		
rescission of a contract signed in	rescission of a contract signed		
regards to the original	in regards to the original		
transaction.	transaction.		
(2) The merger, demerger,	(2) The merger, demerger,		
acquisition, or transfer of shares	acquisition, or transfer of		
is not completed by the	shares is not completed by the		
scheduled date set forth in the	scheduled date set forth in the		
contract.	contract.		
(3) Change to the originally publicly	(3) Change to the originally		
announced and reported	publicly announced and		
information.	reported information.		
7. When the Corporation and its	6. When the Corporation and its		
subsidiaries acquire or dispose of	subsidiaries acquire or dispose of		
assets, they shall publicly announce	assets, they shall publicly announce		
or declare the relevant information	or declare the relevant information		
according to Taiwan Stock Exchange	according to Taiwan Stock		
Corporation Rules Governing	Exchange Corporation Rules		
Information Reporting by	Governing Information Reporting		
Companies with TWSE Listed	by Companies with TWSE Listed		
Securities, Procedures for	Securities, Procedures for		
Verification and Disclosure of	Verification and Disclosure of		
Material Information of Companies	Material Information of Companies		
with TWSE Listed Securities, and	with TWSE Listed Securities, and		
Procedures for Press Conferences	Procedures for Press Conferences		
Concerning Material Information of	Concerning Material Information		
Listed Companies.	of Listed Companies.		
8. The Corporation shall conduct	7. The Corporation shall conduct		
regulatory announcements in the	regulatory announcements in the		
format and items according to the	format and items according to the		
announcements on the FSC' s	announcements on the FSC' s		
designated website.	designated website.		

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Title	Name	Educational Background	Major Past Positions & Current Positions	Shareholdings (shares)
		Dackground	Major Past Positions :	(51141 05)
			Chairperson of Council for Cultural	
			Affairs, Executive Yuan	
			CEO of the Republic of China	
			Centennial Foundation	
			Chairperson of the Research,	
			Development and Evaluation	
			Commission (RDEC) of Taipei City	
			Government	
		Ph.D. in	CEO of the 2009 Summer	
Tu dan an dan t		Political Science	Deaflympics	
Independent	Sheng Chin Jen	from US	Professor at the Department of	0
Director	Director	Northwestern	Political Science at Soochow	
		University	University	
			Current Positions: Taiwan Prosperity Chemical Corp.: Independent Director L'Hotel de Chine Group: President FDC International Hotels Corporation: Chairman	

Annex VI : List of Candidates for the By-election of Independent Director

Name of Director	List of companies that the director may serve as within the scope of the company's business
Heng Qiang Investment Co., Ltd. Representative: Koo Kung Yi	Taiwan Cement Corporation legal entity representative director Taiwan Prosperity Chemical Corporation legal entity representative director
	TCC International Holdings Limited legal entity representative Director and General Manager
Independent Director	Taiwan Prosperity Chemical Corp.: Independent Director.
Sheng Chin Jen	L'Hotel de Chine Group: General Manager FDC International Hotels Corporation: Chairman

Annex VII : List of Directors to be Released from Non-competition Restriction

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