

# **Taiwan Cement Corporation**

## **Notice of 2017 Annual General Shareholders' Meeting**

**(Summary Translation - In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.)**

Dear Shareholders,

The 2017 Annual Shareholders' meeting (the "Meeting") of Taiwan Cement Corporation (the "TCC") will be convened at 9:00 a.m., Wednesday, June 28, 2017 at 3F, No. 113 Chung-Shan North Road Sec. 2, Taipei, Taiwan (TCC's Cement Hall)

I. The agenda for the Meeting is as follows:

### **1. Matters to Report**

- (1) Report on 2016 Employees' and Directors' Compensation
- (2) To report the Business and Financial Statements of 2016
- (3) Audit Committee's Review Report
- (4) To amend the Corporate Social Responsibility Best Practice Principles

### **2. Matters for Approval**

- (1) To accept 2016 Business Report and Financial Statements
- (2) To approve 2016 profit Distribution Proposal

### **3. Matters for Discussion**

- (1) To amend the Procedures of the Acquisition or Disposal of Assets

### **4. Matters for Election**

By-election of one Independent Director

### **5. Matters for Discussion**

- (2) Releasing Directors from Non-competition Restrictions

II. 2016 Company's business report, the individual financial statement and the consolidated financial statement have been approved by the Board. Also the individual financial statement and the consolidated financial statements were audited by Wong Ya Ling and Shao Chih Ming of Deloitte. The above-mentioned ones are attached in the Meeting Handbook, p. [9-30].

III. The proposal for distribution of 2016 earnings adopted at the meeting of the Board of Directors is as follows:

Cash dividends to common shareholders:

Totaling NT\$ 5,353,655,010

Each common shareholder will be entitled to receive a cash dividend of NT\$ 1.45 per share. The record date will be decided by the Chairman as authorized by the Board of Directors.

IV. Regarding the Election of the Independent Director, the information of the candidate is as follows,

Sheng Chin Jen (Ph.D. in Political Science, Northwestern University, the USA) was served as the professor of the Department of Political Science at Soochow University, the Minister of the Council for Cultural Affairs, the CEO of the 2009 Summer Deaflympics Organizing Committee, the chairperson of Research, Development and Evaluation Commission of Taipei City Government, the CEO of the ROC (Taiwan) Centenary Foundation. Besides, the shares held by Sheng Chin Jen is zero.

V. It is proposed that Shareholder's Meeting adopts the releasing of Non-competition restrictions of the director Koo Kung Yi (Representative of Heng Qiang Investment Corporation), and the new director Sheng Chin Jen.

1. Koo Kung Yi is currently served as the director of the legal representative of China Synthetic Rubber Corporation, Taiwan Prosperity Chemical Corporation and TCC International Holdings Limited (also the general manager).
2. Sheng Chin Jen, independent director, is currently served as the independent director of Taiwan Prosperity Chemical Corporation, the chairman of FDC International Hotels Corporation, and the general manager of LDC Hotels & Resorts Group.

VI. The shareholder voting right could be exercised through the Internet during the period from May 29, 2017 to June 25, 2017. Please login to the TDCC (Taiwan Depository & Clearing Corporation) website (<http://www.stockvote.com.tw>) to exercise voting rights in accordance with the online instruction.

Sincerely Yours,

Board of Directors,  
Taiwan Cement Corporation