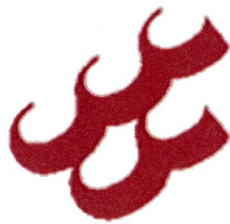


Stock Code : 1103
Market Observation Post System
Website : <http://mops.twse.com.tw>
Chia Hsin Cement Corporation
Website : <http://www.chcgroup.com.tw>



CHIA HSIN CEMENT CORPORATION

2018 Annual General Meeting of Shareholders

M e e t i n g H a n d b o o k

Meeting Date : 9:00 a.m., Thursday, June 21, 2018

Meeting Venue : 1F, No.96 Zhong Shan North Road Section. 2, Taipei
(CHC Cement Hall)

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Chia Hsin Cement Corporation 2018 Annual General Meeting of Shareholders

I 、 Meeting Agenda

- 1 、 Date: : 9:00 a.m., Thursday, June 21, 2018
- 2 、 Venue :1F, No. 96 Zhong Shan North Road Sec. 2, Taipei, Taiwan
- 3 、 Commencement of the Meeting
- 4 、 Chairman's Address
- 5 、 Matters to Report
 - (1) To Report 2017 Business and Financial Statements
 - (2) To Report Audit Committee's Review of 2017 Business and Financial Statements
 - (3) To Report on 2017 Employees' and Directors' Remuneration
 - (4) To Report on Major Events
 - (5) Other Matters to Report
- 6 、 Matters for Ratification
 - (1) To Approve 2017 Business and Financial Statements
 - (2) To Approve 2017 Earning Distribution Proposal
 - (3) To Discuss the Proposal of a Cash Dividend of NT\$ 1 Per Share
- 7 、 Special Motions
- 8 、 Meeting Adjourned

Matters to Report

1 、 To Report Business and Financial Statements of 2017

【 Business Report 】

In 2017, impacted by the recovery of the global economy, the market growth rate of domestic economy accelerated faster than expected. According to the statistics conducted by the Directorate General of Budget, Accounting and Statistics of the Executive Yuan, the economic growth rate raised from originally projected of 1.87 percent to 2.58% after four adjustments in February, May, August and November. Nevertheless, the real estate market has not shown any significant progress. In 2017, overall cement consumption was about 10,170,000 MT, decreased 0.7% compared to 2016.

Under the influence of the overall economic environment, sales revenue from the Company's domestic cement business declined while income from rental and leasing business remained stable, and service revenue decreased due to the reason that coal used for Taipower power generation was no longer transferred via Taipei Port after the operation of its Linkou Terminal was completed, thus resulting in the shrinkage of business volume of coal unloading at the First Bulk and General Cargo Center. Nevertheless, the subsidiary Jaho Health Life Plus + Management Corp. Ltd., strategically cooperating with the professional nursing and medical team, established Gemcare postnatal care center, which officially opened in early 2017 contributed additional rent and service revenue. It is projected that the results will optimistically grow in the future.

As for overseas investment, the China subsidiary Jiangsu Union

Cement Co., Ltd. in 2017 went into the settlement of liquidation procedure, resulting in a reduction of the consolidated sales revenue; but the operating profit margin was improved. Consequently, the construction of Naha Kokusai Dori international hotel in Okinawa, Japan officially started on November 1st, 2017 and expected to be completed in October 2019. The design and planning is continuously undergoing for the development of the oceanfront land project of Toyosaki, Okinawa, Japan.

1 、 Operating Performance :

The 2017 consolidated sales revenue of the Group was NT\$ 913,965 thousand, rental revenue was NT\$ 459,851 thousand, and service revenue was 721,791 thousand. Total operating revenue for the year 2017 was NT\$ 2,095,607 thousands, a decrease of NT\$ 1,044,583 thousands compared with 3,140,190 thousands in 2016; a decline of 33.26%.

2 、 Revenue of Main Business :

(1)Sales Revenue :

Cement and Sales Revenue :

Taiwan Area : Purchased 381,000 MT of cement and sold 395,000 MT of cement.

(2)Rental Revenue :

Main source of rental revenue came from rental income of Chia Hsin Building, Dazhi Financial Building and the Hasmore Building with an occupancy rate of 92.1%.

(3)Service Revenue :

Cargo loading and unloading operations at Taipei Port : Total

loading and unloading 2,542,000 MT of coal, 79,000 MT of sand and gravel and 2,591,000 MT of other bulk and general cargo.

3 、Financial Reports :

The 2107 consolidated net profit before tax was NT\$1,081,543 thousand and net profit after tax reached NT\$977,309 thousand. Consolidated net profit after tax attributable to owners of Company was NT\$895,198 thousands and profit per share (after tax) was NT\$1.39. Total assets in the consolidated financial statements amounted to NT\$28,317,986 thousands and the total liabilities amounted to NT\$9,057,146 thousands. Current ratio was 393% and the total equity attributable to owners of the Company totaled NT\$ 17,511,786 thousand with self-owned capital ratio of 62%.

4 、Other major events to report :

- (1) Regarding the ongoing liquidation procedure of subsidiary Jiangsu Union Cement Co., Ltd., at the end of July, 2017, it had successfully completed the dismissal of employees. Currently, the major work in process is the liquidation procedure for disposal of land, buildings, and machinery and equipment. Regarding the disposal of land, the Zhenjiang Municipal Government will take back the use of rights of state-owned land and proposed the offer for compensation (including buildings and equipment). Related agreements are currently under negotiation by both parties. The disposal of machinery and equipment will proceed after the land-related agreement is concluded.
- (2) The proposal by way that Taiwan Cement Corporation (hereinafter referred to as Taiwan Cement) and TCC International Limited (hereinafter referred to as TCC International) jointly entering into a

Scheme of Arrangement to privatize TCC International Holdings Ltd. (hereinafter referred to as TCCIH) was completed with the support of the TCCIH shareholders as well as approval of the related authorities. TCCIH shares originally owned by the Company adding up to shares owned by its subsidiary Chia Hsin Pacific Limited (hereinafter referred as CHPL) were converted into new shares of Taiwan Cement common stock on November 24, 2017 (with the conversion ratio of 1:0.42).

After acquisition of the shares of Taiwan Cement through the aforementioned share exchange, in consideration to maintain the investment and operation strategy of Chia Hsin Group as well as to simplify the investment structure and to improve the management performance of investment, CHPL distributed 201,000,000 shares from total Taiwan Cement shares owned to five of its domestic shareholders based on proportion of shares held on December 28, 2017.

- (3)The Company together with its subsidiary Tong Yang Chia Hsin International Corp., through the aforementioned exchange and distribution of shares have increased its holdings of approximately 202,000,000 shares of Taiwan Cement, adding up to the original shares owned, at the end of the year 2017, amounting to a total of approximately 258,000,000 shares which accounted for approximately 6.08% of the total number of shares issued by Taiwan Cement Corporation

Chairman: Chang Kang-Lung

President: Chi Shin-Chu

Accounting Supervisor: Chuang Shu-Ching

2 、 Report Audit Committee's Review of 2017 Business and Financial Statements

Audit Committee's Audit Report

The Board of Directors prepared the Corporation's business report, consolidated financial statements and proposal of earnings distribution. 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. This Committee hereby makes the report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

TO :

Chia Hsin Cement Corporation

2018 Annual General Shareholders' Meeting

Audit Committee

Independent Director

Su Robert K

Chen Chia-Shen

Chen Kua-Ming

Apr. 25, 2018

3 、 To Report on 2017 Employees' and Directors' Remuneration

Pursuant to Paragraph 1 of Article 26 of the Corporation's Articles of Incorporation, if the Company shows net profit for the year, the Company shall allocate 0.01% to 3%. of the profit as employees' remuneration and not higher than 3% of the profit as directors' remuneration.

The Corporation shows a profit of NT\$ 984,825,779 in 2017 thus proposes to raise 0.97% as employees' remuneration in cash of NT\$ 9,552,810 and 1.25% in cash of NT\$12,310,322 as directors' remuneration.

4 、 To Report on Major Events

- (1) The acquisition of shares of newly issued common stock of Taiwan Cement Corporation through the exchange and distribution of originally held company shares of TCC International Holdings LTD.**

The proposal by way that Taiwan Cement Corporation (hereinafter referred to as Taiwan Cement) and TCC International Limited (hereinafter referred to as TCC International) jointly entering into a Scheme of Arrangement to privatize TCC International Holdings Ltd. (hereinafter referred to as TCCIH) was completed with the support of the TCCIH shareholders as well as approval of the related authorities. TCCIH shares originally owned by the Company adding up to shares owned by its subsidiary Chia Hsin Pacific Limited (hereinafter referred as CHPL) were converted into new shares of Taiwan Cement common stock on November 24, 2017 (with the conversion ratio of 1:0.42).

After acquisition of the shares of Taiwan Cement through the aforementioned share exchange, in consideration to maintain the investment and operation strategy of Chia Hsin Group as well as to simplify the investment structure and to improve the management performance of investment, CHPL distributed 201,000,000 shares from total Taiwan Cement shares owned to five of its domestic shareholders based on proportion of shares held on December 28, 2017.

The Company together with its subsidiary Tong Yang Chia Hsin International Corp., through the aforementioned exchange and distribution of shares have increased its holdings of approximately 202,000,000 shares of Taiwan Cement, adding up to the original shares owned, at the end of the year 2017, amounting to a total of approximately 258,000,000 shares which accounted for approximately 6.08% of the total number of shares issued by Taiwan Cement Corporation.

(2) Applied by the shareholders, the court has appointed inspectors to inspect the status of business operations, the financial accounts and assets of the Corporation

In response to the application submitted by shareholders, JUN-RONG, HUANG, JUN-HUA, HUANG and WEN-CHUAN, WANG, the Taipei District Court, with the Civil Ruling, appointed HSIEH-HSING, HUANG as the inspector to check the Corporation's business accounts and status of asset during the period from 2008 to 2015.

On September 13, 2017, the team of inspectors officially entered the site for inspection. The field inspection operation was completed on December 8, 2017. The inspectors have written and subsequently submitted inspection report to the court in March 2018.

The Corporation received an inspection report sent by the Taipei District Court on March 30, 2018. A total of 9 cases were inspected, include Jiangsu Union Cement Co., Ltd. case, Taipei Port Case, CHC#3 vessel case, property reassessment shareholders' meeting case and shareholders' proposal rights, etc. Each case was analyzed on the basis of background description, inspection purpose, procedures, and findings. Summary was made and none of the mentioned cases has violated any internal control system, accounting policy and related laws.

(3) Status of liquidation procedure of subsidiary Jiangsu Union Cement Co., Ltd.

Regarding the ongoing liquidation procedure of subsidiary Jiangsu Union Cement Co., Ltd., at the end of July, 2017, it had successfully completed dismissal of employees. Currently, the major work in process is the liquidation procedure for disposal of land, buildings, and machinery and equipment. Regarding the disposal of land, the Zhenjiang Municipal Government will take back the use of rights of state-owned land and proposed the offer for compensation (including buildings and equipment). Related agreements are currently under negotiation by both parties. The disposal of machinery and equipment will proceed after the land-related agreement is concluded.

5 、 Other Matters to Report

(1) Report on Related Parties' Transactions (Annex 1 – Page26)

(2) Report on Status of 2017 Endorsements & Guarantees (Annex 2 – Page27)

(3) Report on Amendment to Rules and Procedures of Board of Directors' Meeting (Annex 3 – Page28~30)

For Details of the aforementioned, please refer to pages26~30 and page56.

Matters for Ratification

1 、 To Approve 2017 Business and Financial Statements

(Proposed by the Board of Directors)

Description :

- (1) The Corporation's 2017 business report and consolidated financial statements have been audited by CPAs of Deloitte.
- (2) The aforementioned final accounts have been submitted and reviewed and approved by the Board Meeting and the Audit Committee.
- (3) Please approve this proposal.

Annex :

- 1 、 2017 Business Report : Please refer to pages2~5.
- 2 、 Committee's Audit Report : Please refer to pages12~19.
- 3 、 Financial Statements : Please refer to pages31~45.

Resolution :

會計師查核報告

嘉新水泥股份有限公司 公鑒：

查核意見

嘉新水泥股份有限公司及子公司（嘉泥集團）民國 106 年及 105 年 12 月 31 日之合併資產負債表，暨民國 106 年及 105 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表及合併現金流量表，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，第一段所述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效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達嘉泥集團民國 106 年及 105 年 12 月 31 日之合併財務狀況，暨民國 106 年及 105 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

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段進一步說明。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，與嘉泥集團保持超然獨立，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。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對嘉泥集團民國 106 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。

茲對嘉泥集團民國 106 年度合併財務報表之關鍵查核事項敘明如下：
於財務報導期間所發生之重大事件或交易對查核之影響

關鍵查核事項說明

嘉新集團之董事會於 106 年 4 月 24 日決議支持台灣水泥股份有限公司(以下稱“台泥”)及 TCC International Limited 共同以協議計畫方式私有化台泥國際集團有限公司(以下稱“台泥國際”)公開對所有計畫股東提出之要約案，並選擇以每一股“台泥國際”普通股交換 0.42 股“台泥”新發行之普通股，共計將所持有之“台泥國際”488,678,512 股以交換取得“台泥”205,244,975 股，並以 106 年 11 月 16 日為交換基準日。相關說明請詳財務報告附註八。

由於該筆交易金額實屬重大，主要涉及管理階層於換股交易過程中需決定所移轉之對價、取得標的資產之公允價值等複雜計算。故本會計師將其交易之會計處理是否允當列為查核中最為重要事項之一。

因應之查核程序

本會計師對於上述重大交易已執行主要查核程序如下：

1. 就公司取得或處分資產處理程序與內部控制進行了解，據以評估重大資產交易之內部控制其設計及執行係屬有效。
2. 覆核董事會議紀錄確認管理階層對所交換資產之核准程序是否允當，並取得換股交易之「資產價格評估意見書」，評估該換股交易之價格合理性。
3. 確認交易基準日，交換資產之股數及資產公允價值，執行重新計算覆核損益計算之正確性，並確認相關會計處理是否適當。

其他事項

嘉新水泥股份有限公司業已編製民國 106 及 105 年度之個體財務報表，並經本會計師出具無保留意見之查核報告在案，備供參考。

管理階層與治理單位對合併財務報表之責任

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效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嘉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嘉泥集團或停止營業，或除清算或停業外別無實際可行之其他方案。

嘉泥集團之治理單位（含審計委員會）負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

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懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併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。
2. 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，惟其目的非對嘉泥集團內部控制之有效性表示意見。
3. 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，以及使嘉泥集團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嘉泥集團不再具有繼續經營之能力。

5. 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，決定對嘉泥集團民國 106 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

會計師 虞 成 全

會計師 張 耿 禧

虞成全



張耿禧



證券暨期貨管理委員會核准文號
台財證六字第 0930128050 號

證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

中 華 民 國 1 0 7 年 3 月 2 8 日

會計師查核報告

嘉新水泥股份有限公司 公鑒：

查核意見

嘉新水泥股份有限公司民國 106 年及 105 年 12 月 31 日之個體資產負債表，暨民國 106 年及 105 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，足以允當表達嘉新水泥股份有限公司民國 106 年及 105 年 12 月 31 日之個體財務狀況，暨民國 106 年及 105 年 1 月 1 日至 12 月 31 日之個體財務績效與個體現金流量。

查核意見之基礎

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個體財務報表之責任段進一步說明。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，與嘉新水泥股份有限公司保持超然獨立，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。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對嘉新水泥股份有限公司民國 106 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。

茲對嘉新水泥股份有限公司民國 106 年度個體財務報表之關鍵查核事項敘明如下：

於財務報導期間所發生之重大事件或交易對查核之影響

關鍵查核事項說明

嘉新水泥股份有限公司之董事會於 106 年 4 月 24 日決議支持台灣水泥股份有限公司（以下稱“台泥”）及 TCC International Limited 共同以協議計畫方式私有化台泥國際集團有限公司（以下稱“台泥國際”）公開對所有計畫股東提出之要約案，並選擇以每一股台泥國際普通股交換 0.42 股台泥新發行之普通股，共計將本公司所持有之台泥國際 8,829,262 股以交換取得台泥 3,708,290 股，並以 106 年 11 月 16 日為交換基準日。相關說明請詳財務報告附註八。

由於該筆交易金額實屬重大，主要涉及管理階層於換股交易過程中需決定所移轉之對價、取得標的資產之公允價值等複雜計算。故本會計師將其交易之會計處理是否允當列為查核中最為重要事項之一。

因應之查核程序

本會計師對於上述重大交易已執行主要查核程序如下：

1. 就公司取得或處分資產處理程序與內部控制進行了解，據以評估重大資產交易之內部控制其設計及執行係屬有效。
2. 覆核董事會議紀錄確認管理階層對所交換資產之核准程序是否允當，並取得換股交易之「資產價格評估意見書」，評估該換股交易之價格合理性。
3. 確認交易基準日，交換資產之股數及資產公允價值，執行重新計算覆核損益計算之正確性，並確認相關會計處理是否適當。

管理階層與治理單位對個體財務報表之責任

管理階層之責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嘉新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嘉新水泥股份有限公司或停止營業，或除清算或停業外別無實際可行之其他方案。

嘉新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。

會計師查核個體財務報表之責任

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懷疑。本會計師亦執行下列工作：

1. 辨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。
2. 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，惟其目的非對嘉新水泥股份有限公司內部控制之有效性表示意見。
3. 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，以及使嘉新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嘉新水泥股份有限公司不再具有繼續經營之能力。

5. 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. 對於嘉新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，並負責形成嘉新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，決定對嘉新水泥股份有限公司民國 106 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

會計師 虞 成 全

虞成全



證券暨期貨管理委員會核准文號
台財證六字第 0930128050 號

會計師 張 耿 禧

張耿禧



證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

中 華 民 國 107 年 3 月 28 日

2 、 To Approve 2017 Earnings Distribution Proposal

(Proposed by the Board of Directors)

Description :

- 1 、 Earnings Distribution Table of the Year 2017 is herewith made in accordance with Article 26 of the Company's Articles Incorporation. Please refer to page 22.
- 2 、 Pursuant to Paragraph 3, Article 26 of the Articles of Incorporation, if the company shows a net profit after tax of the current year, after offsetting the loss in previous years, and setting aside of a legal reserve and special reserve in accordance with the law, the remaining amount along with undistributed earnings shall be the distributable earnings of the current year.
- 3 、 The net profit after tax of NT\$895,198,679 less actuarial gains and losses recognized in retained earnings of NT\$1,232,743, adding adjusted retained earnings due to long-term equity investments of NT\$22,573; setting aside the legal reserve of NT\$89,519,868; reverse from Special Capital Reserve arising in accordance the Securities and Exchange Act of NT\$105,521,698, total earnings in 2017 available for distribution are NT\$909,990,339. The proposed cash dividend is estimated at NT\$0.5 per share which amounts to NT\$387,390,274.
- 4 、 After the proposal of earnings distribution is adopted, if there is any buy-back, transfer, or cancellation of shares resulting in changes to the outstanding shares, it is proposed that the shareholders' meeting to authorize the board of directors to fully execute the adjustment of the rate of distribution.
- 5 、 After the proposal is adopted by the general 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 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.

6 、 The proposal has been adopted by the board of directors of the Corporation and submitted to the board and audited by the Audit Committee

7 、 Please approve the proposal.

Resolution :

CHIA HSIN CEMENT CORPORATION
Earnings Distribution Table of the Year 2017

Unit: NT\$

Item	Amount	
Opening Unappropriated Retained Earnings (Unappropriated Retained Earnings listed in the 2017 Annual General meeting of shareholders)		3,744,777,733
Add(Less) :		
Add : Net Profit	895,198,679	
Less : Actuarial gains and losses recognized in retained earnings	(1,232,743)	
Add : Adjusted retained earnings due to long-term equity investments	22,573	
Less : 10% Legal Reserve	(89,519,868)	
Add : Reverse from Special Capital Reserve arising in accordance with Article 41 of the Securities and Exchange Act	105,521,698	
Earnings in 2017 Available for Distribution		909,990,339
Earnings Available for Distribution		4,654,768,072
Less : Distribution Item		
Share dividends NTD 0 per share		0
Cash dividends NTD 0.5 per share		(387,390,274)
Closing Unappropriated Retained Earnings		4,267,377,798

Chairman: Chang Kang-Lung

President: Chi Shin-Chu

Accounting Supervisor: Chuang Shu-Ching

3 、 To discuss the proposal of a cash dividend of NTD 1 per share

(Proposed by Shareholders)

Proposal : Shareholders CHUN-YI, HUANG, GUI-MEI, LU and JUN-RONG HUANG propose that the cooperation to issue a cash dividend of NTD 1 per share so as to improve the interests of all shareholders. Please discuss the matter

Description :

1 、 Description of the aforementioned proposal is as follows :

In the past years, cash dividend of Chia Hsin Cement Corporation has been relatively low. In 2017, the unappropriated retained earnings of NT\$4.639 billion, adding the legal reserve of NT\$1.984 billion along with NT\$0.642 billion of additional paid-in capital came to a total amount of NT\$7.265 billion which is higher than the weighted average stocks of NT\$ 6.45 billion. The shareholder(s) thus propose the Corporation to issue a cash dividend of NT\$ 1 per share to take care of the interests of all minority shareholders.

2. Please discuss the matter.

Resolution :

Special Motions :

Meeting Adjourned ◦

II 、 Annex

Annex 1 : Major transaction reports with related parties

- (1) The Corporation entered into a contract with its subsidiary Tong Yang Chia Hsin International Corp. to operate the storage and transport of cement and related products at Keelung Harbor :

The Corporation entered into a management contract with its subsidiary Tong Yang Chia Hsin International Corp. to jointly operate the storage and transport of cement and related products at Keelung Harbor. Because of its satisfactory performance, the Corporation intends to extend the contract for the period from January 1, 2018 to December 31, 2018.

- (2) The Corporation entered into a contract with its subsidiary Tong Yang Chia Hsin International Corp. to provide cement storage services :

In line of its professional expertise and capability, the Corporation entered into a service contract with its subsidiary Tong Yang Chia Hsin International Corp. to provide cement storage and transport services at Taichung Harbor. Because of its satisfactory performance, the Corporation intends to extend the contract for the period from January 1, 2018 to December 31, 2018.

- (3) Cooperation between the Corporation and its subsidiary Chia-Pei International Corp :

- The Corporation entered into a contract with its subsidiary Chia Pei International Corp. to operate the facility and equipment at Taipei General Cargo Center No. 1, East No. 14 Dock and back side base of East No. 13, 14 and 15 Docks. The main scope of business will be storage and loading and unloading of coal. The contract term is until December 31, 2036.
- The Corporation entered into a contract with its subsidiary Chia Pei International Corp. to jointly operate the facility and equipment at Taipei General Cargo Center East No. 14 Dock and East No. 13, 14, 15 and 16 Docks. The main scope of business will be storage and loading and unloading of mine and gravel. The contract term is until December 31, 2036. However, as the monthly fee charge of the equipment will only be effective starting from January 1, 2018 for 3 years, both parties shall negotiate in writing of any adjustments in due course.

Annex 2 : 2017 Status of Endorsements/Guarantees

Other than to LDC ROME HOTELS S.R.L where the Corporation holds 40% shares of the entity and issuance of guarantee is based relatively on the ratio of shareholding, all other guarantees were issued to its 100% owned subsidiaries. Although the total amount of guarantees issued exceeds 50% of the Corporation's net value, it is considered reasonable and necessary in view of overall business developments

As of December, 31, 2017, the total endorsements/guarantees issued by the Corporation and its subsidiaries amounted to NTD 11,056,735,000 which is not exceeding 2 times of the Corporation's net value. Entities to which the Corporation issued the endorsements/guarantees and the amount issued are all in accordance with internal regulation of "Procedure and Rule for Endorsement and Guarantees". Details are listed as follows :

Endorsements/ guarantees offered by	Endorsements/ guarantees received	Balance of endorsements/ guarantees (NTD/Thousand)
CHIA HSIN CEMENT CORPORATION	Chia Hsin Property Management and Development Corp.	2,230,000
	LDC ROME HOTELS S.R.L.	447,600
	CHC Ryukyu Development GK	1,235,135
The corporation total		3,912,735
Chia Hsin Property Management and Development Corp.	CHIA HSIN CEMENT CORPORATION	7,144,000
Subsidiaries total		7,144,000
The corporation and its subsidiaries total		11,056,735

Annex 3 : Report on the Amendments to “Meeting Rules of Board of Directors for CHIA HSIN CEMENT CORPORATION”

Pursuant to relevant FSC regulations, it is proposed to amend “Meeting Rules of Board of Directors for CHIA HSIN CEMENT CORPORATION”, Article 11. Please refer to following comparison table for details.

CHIA HSIN CEMENT CORPORATION

Comparison Table of Amended Articles of the “Meeting Rules of Board

After Amendment	Before Amendment	Description
<p>Article 11</p> <p>A company shall submit the following items for discussion by the board of directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA). 3. Adoption or <u>amendment</u> of an internal control system pursuant to Article 14-1 of Securities and Exchange Act, <u>and an assessment of the effectiveness of the internal control system</u>. 4. Adoption or amendment, pursuant to Article 36-1 of Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of any equity-type securities. 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition. 8. Any matter required by Article 14-3 of Securities and Exchange Act or any 	<p>Article 11</p> <p>A company shall submit the following items for discussion by the board of directors:</p> <ol style="list-style-type: none"> 1. Corporate business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA). 3. Adoption or <u>Revision</u> of an internal control system pursuant to Article 14-1 of Securities and Exchange Act. 4. Adoption or amendment, pursuant to Article 36-1 of Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of any equity-type securities. 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition. 8. Any matter required by Article 14-3 of Securities and Exchange Act or any 	<p>Pursuant to relevant laws</p>

After Amendment	Before Amendment	Description
<p>other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph 7 of the preceding paragraph, means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph, means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>For independent director or directors, <u>at least one independent director shall attend each meeting in person.</u> In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under <u>paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person,</u> he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise,</p>	<p>other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p> <p>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>For independent director or directors, in the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under <u>Article 14-3 of Securities and Exchange Act,</u> independent director shall <u>attend in person</u> or, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p>	

After Amendment	Before Amendment	Description
issue a written opinion in advance, which shall be recorded in the meeting minutes.		
<p>Article 18</p> <p>The adoption of the Articles shall be approved by the Board of Directors and shall furthermore be reported to the shareholders' meeting. The Resolutions at the Shareholders' Meeting shall apply in the case of amendments.</p> <p>The Articles were established on March 22, 2007; the 1st amendment was on March 20, 2008; the 2nd amendment was on January 28, 2013; the 3rd amendment was on July 5, 2013; the 4th amendment was on July 21, 2016; <u>the 5th amendment was on November 9, 2017.</u></p>	<p>Article 18</p> <p>The adoption of the Articles shall be approved by the Board of Directors and shall furthermore be reported to the shareholders' meeting. The Resolutions at the Shareholders' Meeting shall apply in the case of amendments.</p> <p>The Articles were established on March 22, 2007; the 1st amendment was on March 20, 2008; the 2nd amendment was on January 28, 2013; the 3rd amendment was on July 5, 2013; the 4th amendment was on July 21, 2016.</p>	<p>Added the date of amendment</p>

Annex 4 : 2017 Business and Financial Statements

嘉新水泥股份有限公司

合併財務報表

民國 106 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	106年12月31日			105年12月31日		
		金	額	%	金	額	%
1100	流動資產						
1110	現金及約當現金（附註四及六）	\$	1,803,189	6	\$	2,341,044	9
1111	透過損益按公允價值衡量之金融資產—流動（附註四及七）		507,148	2		361,430	1
1125	備供出售金融資產—流動（附註四及八）		2,543,683	9		2,424,363	9
1150	應收票據（附註四及十）		148,481	1		291,536	1
1160	應收票據—關係人淨額（附註四及三二）		-	-		1,167	-
1170	應收帳款（附註四及十）		53,525	-		82,360	-
1180	應收帳款—關係人（附註四及三二）		4,732	-		9	-
1200	其他應收款（附註四及十一）		55,268	-		1,187,859	5
1210	其他應收款—關係人（附註三二）		161,299	1		186,669	1
1220	本期所得稅資產（附註四及二五）		5,547	-		1,225	-
130X	存貨（附註四及十二）		713,317	2		806,951	3
1410	預付款項（附註十八及三三）		72,941	-		152,889	1
1476	其他金融資產—流動（附註四及十三）		3,037,036	11		1,605,981	6
11XX	流動資產總計		9,106,166	32		9,443,483	36
1523	非流動資產						
1523	備供出售金融資產—非流動（附註四、八及三三）		7,223,995	26		3,613,290	14
1543	以成本衡量之金融資產—非流動（附註四、九及三三）		330,927	1		343,715	1
1550	採用權益法之投資（附註四及十五）		909,776	3		977,608	4
1600	不動產、廠房及設備（附註四、五、十六、三二及三三）		2,852,330	10		2,026,241	8
1760	投資性不動產（附註四、十七、二八及三三）		7,555,039	27		8,684,752	33
1840	遞延所得稅資產（附註四及二五）		120,293	-		104,258	1
1920	存出保證金		49,027	-		49,898	-
1980	其他金融資產—非流動（附註四、十三及三三）		18,781	-		246,137	1
1985	長期預付款（附註十八及三三）		143,953	1		560,384	2
1990	其他非流動資產—流動（附註十及十八）		7,699	-		79,151	-
15XX	非流動資產合計		19,211,820	68		16,685,434	64
1XXX	資 產 總 計		\$ 28,317,986	100		\$ 26,128,917	100
代 碼	負 債 及 權 益						
2100	流動負債						
2100	短期借款（附註十九及三三）	\$	1,027,827	4	\$	332,240	1
2110	應付短期票券（附註十九）		109,882	-		-	-
2150	應付票據（附註二十）		2,783	-		3,073	-
2170	應付帳款（附註二十）		144,419	1		242,258	1
2180	應付帳款—關係人（附註三二）		30,925	-		78,147	-
2219	其他應付款（附註二一）		195,663	1		396,687	2
2230	本期所得稅負債（附註四及二五）		56,753	-		107,646	-
2310	預收款項（附註二一）		12,526	-		37,490	-
2320	一年內到期之長期借款（附註十九及三三）		706,268	2		783,409	3
2365	存入保證金—流動（附註三二）		29,355	-		-	-
2399	其他流動負債（附註二一）		655	-		536	-
21XX	流動負債總計		2,317,056	8		1,981,486	7
2540	非流動負債						
2540	長期借款（附註十九及三三）		5,185,556	18		6,786,374	26
2570	遞延所得稅負債（附註四及二五）		1,308,925	5		1,318,544	5
2640	淨確定福利負債—非流動（附註四及二二）		19,853	-		43,511	-
2645	存入保證金—非流動（附註三二）		162,644	1		185,744	1
2670	遞延收入—非流動（附註四、二一及二七）		63,112	-		-	-
25XX	非流動負債總計		6,740,090	24		8,334,173	32
2XXX	負債總計		9,057,146	32		10,315,659	39
3110	歸屬於本公司業主之權益（附註二三）						
3110	股本		7,747,805	28		7,747,805	30
3200	資本公積		642,168	2		617,579	2
3310	保留盈餘						
3310	法定盈餘公積		1,984,116	7		1,981,627	8
3320	特別盈餘公積		2,451,573	9		3,508,335	13
3350	未分配盈餘（附註二五）		4,638,766	16		2,845,461	11
3300	保留盈餘總計		9,074,455	32		8,335,423	32
3400	其他權益		1,196,784	4		(1,447,600)	(6)
3500	庫藏股票		(1,149,426)	(4)		(1,149,426)	(4)
31XX	本公司業主權益總計		17,511,786	62		14,103,781	54
36XX	非控制權益		1,749,054	6		1,709,477	7
3XXX	權益總計		19,260,840	68		15,813,258	61
	負 債 與 權 益 總 計		\$ 28,317,986	100		\$ 26,128,917	100

後附之附註係本合併財務報告之一部分。

董事長：張剛綸



經理人：祁士鈺



會計主管：莊淑卿



嘉新水泥股份有限公司及子公司

合併綜合損益表

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼		106年度		105年度	
		金 額	%	金 額	%
	營業收入（附註四及三二）				
4100	銷貨收入	\$ 913,965	44	\$ 1,789,061	57
4300	租賃收入	459,851	22	450,675	14
4500	營建工程收入	-	-	15,838	1
4600	勞務收入	721,791	34	884,616	28
4000	營業收入合計	<u>2,095,607</u>	<u>100</u>	<u>3,140,190</u>	<u>100</u>
	營業成本（附註十二、二四及三二）				
5110	銷貨成本	(943,882)	(45)	(2,113,323)	(67)
5300	租賃成本	(221,569)	(11)	(227,437)	(7)
5500	營建工程成本	-	-	(61,208)	(2)
5600	勞務成本	(647,835)	(31)	(642,801)	(21)
5000	營業成本合計	<u>(1,813,286)</u>	<u>(87)</u>	<u>(3,044,769)</u>	<u>(97)</u>
5900	營業毛利	<u>282,321</u>	<u>13</u>	<u>95,421</u>	<u>3</u>
	營業費用（附註二四及三二）				
6100	推銷費用	(11,897)	-	(23,191)	(1)
6200	管理費用	(499,908)	(24)	(529,708)	(17)
6000	營業費用合計	<u>(511,805)</u>	<u>(24)</u>	<u>(552,899)</u>	<u>(18)</u>
6900	營業淨損	<u>(229,484)</u>	<u>(11)</u>	<u>(457,478)</u>	<u>(15)</u>
	營業外收入及支出				
7010	其他收入（附註四、二四、二七、三二及三六）	287,110	14	722,124	23
7020	其他利益及損失（附註四及二四）	1,155,742	55	43,582	1

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代 碼		106年度		105年度	
		金 額	%	金 額	%
7050	財務成本（附註四及二四）	(\$ 101,000)	(5)	(\$ 191,630)	(6)
7060	採用權益法之關聯企業及合資損益份額（附註四）	(30,825)	(1)	(37,437)	(1)
7000	營業外收入及支出合計	<u>1,311,027</u>	<u>63</u>	<u>536,639</u>	<u>17</u>
7900	繼續營業單位稅前淨利	1,081,543	52	79,161	2
7950	所得稅費用（附註四及二五）	(104,234)	(5)	(69,355)	(2)
8200	本期淨利	<u>977,309</u>	<u>47</u>	<u>9,806</u>	<u>-</u>
	本年度其他綜合損益（附註四、二二、二三及二五）				
8310	不重分類至損益之項目				
8311	確定福利計畫之再衡量數	(1,228)	-	17,525	1
8349	與不重分類至損益之項目相關之所得稅	<u>209</u>	<u>-</u>	(2,979)	<u>-</u>
		(1,019)	-	<u>14,546</u>	<u>1</u>
8360	後續可能重分類至損益之項目				
8361	國外營運機構財務報表換算之兌換差額	(569,617)	(27)	(269,718)	(9)
8362	備供出售金融資產未實現評價損益	3,187,517	152	2,037,927	65
8370	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	13,650	1	(2,334)	-
8399	與其他綜合損益組成部分相關之所得稅費用	<u>94,787</u>	<u>4</u>	<u>56,502</u>	<u>2</u>
		<u>2,726,337</u>	<u>130</u>	<u>1,822,377</u>	<u>58</u>

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代 碼		106年度		105年度	
		金 額	%	金 額	%
8300	其他綜合損益（淨額）	\$ 2,725,318	130	\$ 1,836,923	59
8500	本年度綜合損益總額	\$ 3,702,627	177	\$ 1,846,729	59
	淨利歸屬於				
8610	本公司業主	\$ 895,198	43	\$ 24,889	1
8620	非控制權益	82,111	4	(15,083)	(1)
8600		\$ 977,309	47	\$ 9,806	-
	綜合損益總額歸屬於				
8710	本公司業主	\$ 3,538,372	169	\$ 1,793,477	57
8720	非控制權益	164,255	8	53,252	2
8700		\$ 3,702,627	177	\$ 1,846,729	59
	每股盈餘（附註二六）				
	來自繼續營業單位				
9710	基 本	\$ 1.39		\$ 0.04	
9810	稀 釋	\$ 1.39		\$ 0.04	

後附之附註係本合併財務報告之一部分。

董事長：張剛綸



經理人：祁士鉅



會計主管：莊淑卿





嘉新水泥股份有限公司

民國 106 年 1 月 1 日至 12 月 31 日

單位：新台幣千元

代碼	歸屬	於	母	公	司	業				主	權	益
						其						
						國外營運機構 財務報表換算 之兌換差額	備供出售 金融資產	未實現損益	庫藏股票			
A1	普通股股本	\$ 7,768,285	\$ 605,975	\$ 1,959,476	\$ 2,346,051	\$ 4,067,819	\$ 407,356	\$ 3,608,878	總計	\$ 12,375,824	非控制權益	權益總額
	105年1月1日餘額									\$ 1,170,260	\$ 1,670,522	\$ 14,046,346
B1	盈餘指撥及分配 (附註二三)			22,151	-	(22,151)	-	-	-	-	-	-
B3	提列法定盈餘公積	-	-	-	1,162,284	(1,162,284)	-	-	-	-	-	-
B5	特別盈餘公積迴轉	-	-	-	-	(77,478)	-	-	(77,478)	-	-	(77,478)
	現金股利	-	-	-	-	-	-	-	-	-	-	-
D1	105年度淨利	-	-	-	-	24,889	-	-	-	-	(15,083)	9,806
D3	105年度其他綜合損益	-	-	-	-	14,666	(205,105)	1,959,027	-	1,768,588	68,335	1,836,923
M1	發放於子公司股利調整資本公積 (附註二三)	-	11,958	-	-	-	-	-	-	-	-	11,958
L3	庫藏股註銷 (附註二三)	(20,480)	(354)	-	-	-	-	-	20,834	-	-	-
O1	非控制權益減少 (附註二三)	-	-	-	-	-	-	-	-	-	(14,297)	(14,297)
Z1	105年12月31日餘額	7,747,805	617,579	1,981,627	3,508,335	2,845,461	202,251	(1,649,851)	(1,149,426)	14,103,781	1,709,477	15,813,258
B1	盈餘指撥及分配 (附註二三)	-	-	2,489	-	(2,489)	-	-	-	-	-	-
B17	提列法定盈餘公積	-	-	-	(1,056,762)	1,056,762	-	-	-	-	-	-
B5	特別盈餘公積迴轉	-	-	-	-	(154,956)	-	-	-	(154,956)	-	(154,956)
	現金股利	-	-	-	-	-	-	-	-	-	-	-
D1	106年度淨利	-	-	-	-	895,198	-	-	-	895,198	82,111	977,309
D3	106年度其他綜合損益	-	-	-	-	(1,210)	(436,048)	3,080,432	-	2,643,174	82,144	2,725,318
M1	發放於子公司股利調整資本公積 (附註二三)	-	23,914	-	-	-	-	-	-	23,914	-	23,914
M7	對子公司所有權權益變動 (附註二三)	-	675	-	-	-	-	-	-	675	-	675
O1	非控制權益減少 (附註二三)	-	-	-	-	-	-	-	-	-	(124,678)	(124,678)
Z1	106年12月31日餘額	\$ 7,747,805	\$ 642,168	\$ 1,984,116	\$ 2,451,573	\$ 4,638,766	\$ 233,297	\$ 1,430,581	(\$ 1,149,426)	\$ 17,511,786	\$ 1,749,054	\$ 19,260,840

後附之附註係本合併財務報告之一部分。

董事長：張剛倫



經理人：祁士鉅



會計主管：莊淑卿



嘉新水泥股份有限公司及子公司

合併現金流量表

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		106年度	105年度
	營業活動之現金流量		
A10000	本期稅前淨利	\$ 1,081,543	\$ 79,161
A20010	收益費損項目		
A20100	折舊費用提列	357,078	329,071
A20400	透過損益按公允價值衡量金融 資產及負債之淨利益	(90,630)	(152,273)
A20900	利息費用	101,000	191,630
A21200	利息收入	(69,368)	(58,937)
A21300	股利收入	(137,788)	(185,596)
A22300	採用權益法認列之關聯企業及 合資損失之份額	30,825	37,437
A22500	處分及報廢不動產、廠房及設 備利益	(468)	(426)
A22700	處分投資性不動產損失	3,786	-
A23100	處分投資（利益）損失	(1,257,475)	23,566
A23500	金融資產減損損失	9,872	-
A29900	不動產、廠房及設備減損損失	-	23,883
A29900	存貨跌價損失	9,845	90,250
A23800	非金融資產減損損失	50,293	-
A24100	未實現外幣兌換損失	102,743	28,261
A29900	預付租賃款攤銷	11,308	12,194
A30000	營業資產及負債之淨變動數		
A31110	持有供交易之金融資產	(55,088)	275,158
A31130	應收票據	140,172	(98,382)
A31140	應收票據－關係人	1,131	11,526
A31150	應收帳款	28,436	17,182
A31160	應收帳款－關係人	(4,723)	22
A31180	其他應收款	412,616	(414,413)
A31200	存 貨	81,687	329,450
A31230	預付款項	79,511	(34,548)
A32130	應付票據	(290)	(32,055)
A32150	應付帳款	(96,268)	(72,435)
A32160	應付帳款－關係人	(47,222)	(15,881)
A32180	其他應付款項	(183,478)	196,050

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代 碼		106年度	105年度
A32210	預收款項	(\$ 4,796)	\$ 22,059
A32230	其他流動負債	178	170
A32250	遞延收入	64,808	-
A32240	應計退休金負債	(24,886)	11,656
A33000	營運產生之現金流入	594,352	613,780
A33300	支付之利息	(100,930)	(186,337)
A33500	支付之所得稅	(90,032)	(12,544)
AAAA	營業活動之淨現金流入	403,390	414,899
投資活動之現金流量			
B00300	取得備供出售金融資產	(359)	-
B00400	出售備供出售金融資產價款	120,201	2,418,640
B01200	取得以成本衡量之金融資產	-	(25,206)
B01400	以成本衡量之金融資產減資退回股款	2,916	5,792
B02400	採用權益法之被投資公司減資退回股款	67,627	-
B02700	購置不動產、廠房及設備	(118,632)	(219,061)
B02800	處分不動產、廠房及設備價款	2,421	2,794
B03800	存出保證金減少	984	56,653
B04300	其他應收款－關係人減少(增加)	32,783	(30,241)
B05400	購置投資性不動產	(29,692)	(455,335)
B06800	其他非流動資產減少	1,137,335	1,363
B06500	其他金融資產增加	(1,297,299)	(483,945)
B06600	其他金融資產減少	13,374	1,706,563
B07100	預付設備款減少(增加)	96	(5,426)
B07500	收取之利息	55,437	56,010
B07600	收取之股利	137,788	185,596
BBBB	投資活動之淨現金流入	124,980	3,214,197
籌資活動之現金流量			
C00100	短期借款增加	696,664	111,720
C00200	短期借款減少	-	(87,448)
C00500	應付短期票券增加	109,882	-
C01600	舉借長期借款	203,879	634,943
C01700	償還長期借款	(1,832,761)	(3,649,487)
C03000	收取存入保證金	6,319	3,345

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代 碼		106年度	105年度
C04500	支付本公司業主股利	(\$ 131,042)	(\$ 65,520)
C05800	支付非控制權益現金股利	(3,551)	(14,297)
CCCC	籌資活動之淨現金流出	(950,610)	(3,066,744)
DDDD	匯率變動對現金及約當現金之影響	(115,615)	(50,614)
EEEE	本年度現金及約當現金(減少)增加數	(537,855)	511,738
E00100	期初現金及約當現金餘額	2,341,044	1,829,306
E00200	期末現金及約當現金餘額	\$ 1,803,189	\$ 2,341,044

後附之附註係本合併財務報告之一部分。

董事長：張剛綸



經理人：祁士鉅



會計主管：莊淑卿





民國 106 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	106年12月31日			105年12月31日		
		金	額	%	金	額	%
1100	流動資產						
1100	現金及約當現金（附註四及六）	\$	494,481	2	\$	814,222	4
1110	透過損益按公允價值衡量之金融資產－流動（附註四及七）		161,719	1		66,941	1
1125	備供出售金融資產－流動（附註四、八）		1,334,091	6		1,257,911	7
1150	應收票據（附註四及十）		147,797	-		185,677	1
1170	應收帳款（附註四及十）		34,554	-		33,458	-
1180	應收帳款－關係人（附註四及三一）		8,105	-		4,512	-
1200	其他應收款（附註十一）		6,675	-		415,504	2
1210	其他應收款－關係人（附註三一）		186,713	1		214,081	1
130X	存貨（附註四及十二）		32,512	-		58,564	-
1410	預付款項（附註十七）		13,454	-		36,531	-
1476	其他金融資產－流動（附註十三）		1,132,026	5		454,995	2
11XX	流動資產總計		3,552,127	15		3,542,396	18
	非流動資產						
1523	備供出售金融資產－非流動（附註四及八）		5,447,420	24		-	-
1544	以成本衡量之金融資產－非流動（附註四及九）		116,560	1		116,560	1
1550	採用權益法之投資（附註四、五及十四）		12,282,701	54		14,375,067	72
1600	不動產、廠房及設備（附註四及十五）		1,227,458	5		1,421,643	7
1760	投資性不動產（附註四及十六）		271,364	1		272,600	1
1840	遞延所得稅資產（附註四及二五）		87,629	-		91,970	1
1920	存出保證金（附註十七）		7,321	-		7,321	-
1980	其他金融資產－非流動（附註十三及三二）		11,455	-		2,426	-
1990	其他非流動資產（附註十七）		1,868	-		71,550	-
15XX	非流動資產合計		19,453,776	85		16,359,137	82
1XXX	資 產 總 計		\$ 23,005,903	100		\$ 19,901,533	100
代 碼	負 債 及 權 益						
2100	流動負債						
2100	短期借款（附註四及十八）	\$	727,000	3	\$	-	-
2110	應付短期票券（附註十八）		109,882	1		-	-
2150	應付票據（附註十九）		2,783	-		2,868	-
2170	應付帳款（附註十九）		94,031	1		96,680	1
2180	應付帳款－關係人（附註三一）		37,309	-		84,293	1
2219	其他應付款（附註二十）		58,372	-		54,984	-
2220	其他應付款項－關係人（附註三一）		24,884	-		216,091	1
2230	本期所得稅負債（附註四及二五）		41,045	-		67,359	-
2310	預收款項（附註二十）		5,801	-		24,448	-
2320	一年內到期之長期借款（附註十八及三一）		320,000	1		651,200	3
2399	存入保證金－流動		760	-		-	-
21XX	流動負債總計		1,421,867	6		1,197,923	6
	非流動負債						
2540	長期借款（附註四、十八及三一）		3,945,685	17		4,447,421	22
2570	遞延所得稅負債（附註四及二五）		78,029	1		76,146	1
2640	淨確定福利負債－非流動（附註四及二一）		21,879	-		48,079	-
2645	存入保證金－非流動		26,657	-		28,183	-
25XX	非流動負債總計		4,072,250	18		4,599,829	23
2XXX	負債總計		5,494,117	24		5,797,752	29
	權益（附註二二）						
	股 本						
3110	普 通 股		7,747,805	34		7,747,805	39
3200	資本公積		642,168	3		617,579	3
	保留盈餘						
3310	法定盈餘公積		1,984,116	8		1,981,627	10
3320	特別盈餘公積		2,451,573	11		3,508,335	18
3350	未分配盈餘（附註二五）		4,638,766	20		2,845,461	14
3300	保留盈餘總計		9,074,455	39		8,335,423	42
3400	其他權益		1,196,784	5		(1,447,600)	(7)
3500	庫藏股票		(1,149,426)	(5)		(1,149,426)	(6)
31XX	本公司業主權益總計		17,511,786	76		14,103,781	71
3XXX	權益總計		17,511,786	76		14,103,781	71
	負 債 與 權 益 總 計		\$ 23,005,903	100		\$ 19,901,533	100

後附之附註係本個體財務報告之一部分。

董事長：張剛綸



經理人：祁士鈺



會計主管：莊淑卿



民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼		106年度		105年度	
		金	額 %	金	額 %
	營業收入（附註四、二三及三一）				
4100	銷貨收入	\$ 877,236	75	\$ 1,002,389	78
4300	租賃收入	4,423	-	4,423	-
4600	勞務收入	28,447	2	20,977	2
4800	其他營業收入	263,117	23	255,489	20
4000	營業收入合計	<u>1,173,223</u>	<u>100</u>	<u>1,283,278</u>	<u>100</u>
	營業成本（附註十二、二四及三一）				
5110	銷貨成本	(900,477)	(77)	(993,455)	(77)
5300	租賃成本	(1,754)	-	(1,755)	-
5600	勞務成本	(26,826)	(2)	(18,936)	(2)
5800	其他營業成本	(198,009)	(17)	(150,580)	(12)
5000	營業成本合計	<u>(1,127,066)</u>	<u>(96)</u>	<u>(1,164,726)</u>	<u>(91)</u>
5900	營業毛利	<u>46,157</u>	<u>4</u>	<u>118,552</u>	<u>9</u>
5910	與子公司、關聯企業及合資之未實現利益（附註四）	(1,054)	-	-	-
5920	與子公司、關聯企業及合資之已實現利益（附註四）	-	-	-	-
5950	已實現營業毛利（毛損）	<u>45,103</u>	<u>4</u>	<u>118,552</u>	<u>9</u>
	營業費用（附註二四及三一）				
6100	推銷費用	(11,245)	(1)	(9,953)	(1)
6200	管理費用	(146,756)	(13)	(123,952)	(9)
6000	營業費用合計	<u>(158,001)</u>	<u>(14)</u>	<u>(133,905)</u>	<u>(10)</u>
6900	營業淨損	<u>(112,898)</u>	<u>(10)</u>	<u>(15,353)</u>	<u>(1)</u>

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代 碼		106年度		105年度	
		金 額	%	金 額	%
	營業外收入及支出				
7010	其他收入（附註四、二四及三一）	\$ 100,717	9	\$ 323,291	25
7020	其他利益及損失（附註四、十五、二四及三一）	(80,598)	(7)	416,637	32
7050	財務成本（附註四及二四）	(69,546)	(6)	(88,976)	(7)
7070	採用權益法認列之子公司、關聯企業及合資損益之份額	<u>1,125,287</u>	<u>96</u>	<u>(591,807)</u>	<u>(46)</u>
7000	營業外收入及支出合計	<u>1,075,860</u>	<u>92</u>	<u>59,145</u>	<u>4</u>
7900	繼續營業單位稅前淨利	962,962	82	43,792	3
7950	所得稅費用（附註四及二五）	<u>(67,764)</u>	<u>(5)</u>	<u>(18,903)</u>	<u>(1)</u>
8000	繼續營業單位本期淨利	<u>895,198</u>	<u>77</u>	<u>24,889</u>	<u>2</u>
	本年度其他綜合損益（附註四、二一、二二及二五）				
	不重分類至損益之項目				
8311	確定福利計畫之再衡量數	(1,485)	-	18,198	1
8320	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-不重分類至損益之項目	23	-	(438)	-
8349	與不重分類至損益之項目相關之所得稅	<u>252</u>	<u>-</u>	<u>(3,094)</u>	<u>-</u>
8310		<u>(1,210)</u>	<u>-</u>	<u>14,666</u>	<u>1</u>

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代 碼		106年度		105年度	
		金	額 %	金	額 %
	後續可能重分類至損益之項目				
8361	國外營運機構財務報表換算之兌換差額	(\$ 525,359)	(45)	(\$ 247,115)	(19)
8362	備供出售金融資產未實現評價損益	219,936	19	154,195	12
8380	採用權益法認列之子公司、關聯企業及合資之其他綜合損益之份額	2,882,142	245	1,804,792	141
8399	與可能重分類至損益之項目相關之所得稅	67,665	6	42,050	3
8360		<u>2,644,384</u>	<u>225</u>	<u>1,753,922</u>	<u>137</u>
8300	本年度其他綜合損益（稅後淨額）	<u>2,643,174</u>	<u>225</u>	<u>1,768,588</u>	<u>138</u>
8500	本年度綜合損益總額	<u>\$ 3,538,372</u>	<u>302</u>	<u>\$ 1,793,477</u>	<u>140</u>
	每股盈餘（附註二六）				
	來自繼續營業單位				
9710	基 本	<u>\$ 1.39</u>		<u>\$ 0.04</u>	
9810	稀 釋	<u>\$ 1.39</u>		<u>\$ 0.04</u>	

後附之附註係本個體財務報告之一部分。

董事長：張剛綸



經理人：祁士鉅



會計主管：莊淑卿





民國 106 年 12 月 31 日

單位：新台幣千元

代碼	105 年 1 月 1 日餘額	本	資本公積	保	法定公積	留	盈餘	其他權益項目	庫藏股票	權益總額
A1	\$ 7,768,285	\$ 605,975	\$ 1,959,476	\$ 2,346,051	\$ 4,067,819	\$ 407,356	國外營運機構之兌換差額	未實現匯損	(\$ 1,170,260)	\$ 12,375,824
B1	-	-	22,151	-	(22,151)	-	-	-	-	-
B3	-	-	-	1,162,284	(1,162,284)	-	-	-	-	-
B5	-	-	-	-	(77,478)	-	-	-	-	(77,478)
D1	-	-	-	-	-	-	24,889	-	-	24,889
D3	-	-	-	-	-	-	14,666	1,959,027	-	1,768,588
M1	-	11,958	-	-	-	-	-	-	-	11,958
L3	(20,480)	(354)	-	-	-	-	-	-	20,834	-
Z1	7,747,805	617,579	1,981,627	3,508,335	2,845,461	202,251	(1,649,851)	(1,149,426)	14,103,781	
B1	-	-	2,489	-	(2,489)	-	-	-	-	-
B17	-	-	-	(1,056,762)	1,056,762	-	-	-	-	-
B5	-	-	-	-	(154,956)	-	-	-	-	(154,956)
D1	-	-	-	-	-	-	895,198	-	-	895,198
D3	-	-	-	-	(1,210)	(436,048)	3,080,432	-	-	2,643,174
M1	-	-	-	-	-	-	-	-	-	23,914
M7	-	23,914	-	-	-	-	-	-	-	675
Z1	7,774,805	642,168	1,984,116	2,451,573	4,638,766	233,797	(1,430,581)	(1,149,426)	17,511,786	

後附之附註係本個體財務報告之一部分。



董事長：張剛倫



經理人：祁士鉅



會計主管：莊淑卿

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		106年度	105年度
	營業活動之現金流量		
A10000	本年度稅前淨利	\$ 962,962	\$ 43,792
A20010	收益費損項目		
A20100	折舊費用	198,850	157,751
A20400	透過損益按公允價值衡量金融資產 之淨利益	(64,578)	(11,784)
A20900	利息費用	69,546	88,976
A21200	利息收入	(20,327)	(11,139)
A21300	股利收入	(55,252)	(58,576)
A22300	採用權益法之子公司、關聯企業及 合資損失份額	(1,125,287)	591,807
A22500	處分及報廢不動產、廠房及設備(利 益)	-	(629)
A23100	處分投資利益	(13,448)	-
A23700	非金融資產減損損失	50,293	-
A23900	與子公司、關聯企業及合資之未實 現利益	1,054	-
A29900	不動產、廠房及設備減損迴轉	-	(473,752)
A24100	外幣兌換淨利益	78,485	35,832
A30000	營業資產及負債之淨變動數		
A31110	持有供交易之金融資產	(30,200)	27,320
A31130	應收票據	38,273	(32,229)
A31140	應收票據—關係人	-	89,569
A31150	應收帳款	(1,489)	22,184
A31160	應收帳款—關係人	(3,593)	(2,879)
A31180	其他應收款	412,828	(412,068)
A31190	其他應收款—關係人	(7,432)	(92)
A31200	存 貨	26,052	20,583
A31230	預付款項	23,077	14,649
A32130	應付票據	(85)	(684)
A32150	應付帳款	(2,649)	(570)
A32160	應付帳款—關係人	(46,984)	(16,365)
A32180	其他應付款項	5,679	17,991
A32190	其他應付款—關係人	(191,207)	188,843
A32210	預收款項	1,353	20,741
A32240	淨確定福利負債	(27,685)	(1,104)
A33000	營運產生之現金流入	278,236	298,167

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代 碼		106年度	105年度
A33300	支付之利息	(\$ 71,273)	(\$ 90,775)
A33500	(支付)退還之所得稅	(10,326)	7,008
AAAA	營業活動之淨現金流入	<u>196,637</u>	<u>214,400</u>
投資活動之現金流量			
B00300	取得備供出售金融資產	(359)	-
B00400	處分備供出售金融資產價款	120,201	-
B01800	取得採用權益法之長期股權投資	(182,000)	(99,900)
B02400	採用權益法之被投資公司減資退回股款	67,627	-
B02700	取得不動產、廠房及設備	(3,993)	(2,870)
B02800	處分不動產、廠房及設備	-	629
B03800	存出保證金減少	-	890
B04300	其他應收款—關係人增加	-	(72,368)
B04400	其他應收款—關係人減少	32,783	-
B06500	其他金融資產增加	(686,060)	-
B06600	其他金融資產減少	-	769,863
B06700	其他非流動資產增加	-	(435)
B06800	其他非流動資產減少	360	-
B07100	預付設備款增加	(971)	-
B07500	收取之利息	16,328	12,987
B07600	收取子公司、關聯企業及合資股利	302,308	1,004,758
B07600	收取其他股利	<u>55,252</u>	<u>58,576</u>
BBBB	投資活動之淨現金流(出)入	<u>(278,524)</u>	<u>1,672,130</u>
籌資活動之現金流量			
C00100	短期借款增加	727,000	-
C00500	應付短期票券增加	109,882	-
C01700	償還長期借款	(832,936)	(1,109,096)
C03100	存入保證金減少	(766)	(2,042)
C04500	發放現金股利	(154,956)	(77,478)
CCCC	籌資活動之淨現金流出	<u>(151,776)</u>	<u>(1,188,616)</u>
DDDD	匯率變動對現金及約當現金之影響	<u>(86,078)</u>	<u>(25,812)</u>
EEEE	本期現金及約當現金(減少)增加數	(319,741)	672,102
E00100	期初現金及約當現金餘額	<u>814,222</u>	<u>142,120</u>
E00200	期末現金及約當現金餘額	<u>\$ 494,481</u>	<u>\$ 814,222</u>

後附之附註係本個體財務報告之一部分。

董事長：張剛綸



經理人：祁士鉅



會計主管：莊淑卿



Appendix 1

CHIA HSIN CEMENT CORPORATION Rules of Procedure for Annual General Shareholders Meeting

Amended and adopted by the Annual General Shareholders' Meeting dated June 27, 2016

- 1 Except as otherwise provided by laws or regulations, the Corporation's Annual General Shareholders' Meetings shall proceed according to the Rules.
- 2 Attending shareholders may hand in a sign-in card in lieu of signing in.
The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.
- 3 Attendance and voting right that may be exercised at the Annual General Shareholders' Meeting shall be calculated on the basis of the shares.
- 4 The venue for the Annual General Shareholders' Meeting shall be the premises of the Corporation, or a place easily accessible to shareholders and suitable for the Annual General Shareholders' Meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
- 5 If the Annual General Shareholders' Meeting is convened by the board of directors, the meeting shall be chaired by the Chairman of the board. When the Chairman of the board is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall represent in place of the chairperson; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the power of the Vice Chairman, the Chairman shall appoint one of the directors to represent as the chairperson. Where the Chairman does not make such a designation, the directors shall elect one person from among themselves to represent as the chairperson.
If the Annual General Shareholders' Meeting is convened by another party with power to convene but other than the board of directors, the convening party shall chair the meeting.
- 6 The Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend the Annual General Shareholders' Meeting without voting capacity. Staff handling administrative affairs of the Annual General Shareholders' Meeting shall wear identification cards or arm bands
- 7 Entire proceedings of Annual General Shareholders' Meeting shall be recorded by audios or video tapes, and preserved for at least one year.
- 8 The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent more than half of the total number of issued shares, the chair may postpone the meeting, provided that no more than two such postponements, the total time of the postponements cannot exceed one hour. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, the tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act.
When, prior to conclusion of the meeting, the attending shareholders represent more than half of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the Annual General Shareholders' Meeting pursuant to Article 174 of the Company Act.
- 9 If the Annual General Shareholders' Meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed according to the agenda, also which may not be changed without a resolution of the Annual General Shareholders' Meeting.
The provisions of the preceding paragraph apply mutatis mutandis to an Annual General Shareholders' Meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda that has been set as prescribed in the preceding two paragraphs (including extraordinary motions), except by a resolution of the Annual General Shareholders' Meeting. After the meeting was adjourned, the shareholders may not appoint another chair and continue the meeting either at the same or a different venue.

- 10 When the meeting is in progress, the chair may announce a break based on time considerations.
- 11 Before making the speech, the attending shareholder must specify on a speaker's slip with the subjects of the speech, his/her shareholder account number (or attendance card number), and account name. The orders of speech by which shareholders make will be set by the chair. The shareholder in attendance who has submitted the speaker's slip but does not actually make the speech shall be deemed to have not made the speech.
When the contents of the speech do not correspond to the subjects displayed by the speaker's slip, the spoken contents shall prevail.
When the attending shareholder makes the speech, other shareholders may not make the speech or interrupt, unless they have sought and obtained the consents of the chair and the shareholder that has the floor; the chair shall stop any violation.
- 12 Without the consent of the chair, each shareholder may not speak more than twice on the same proposal, and the single speech may not exceed five minutes.
If the shareholder's speech violates the rules in the preceding paragraph or exceeds the scope of the agenda item, the chair may terminate the speech.
- 13 When the legal person is appointed to attend as proxy, it may designate only one person to represent the shareholder in the meeting.
When the legal person as the shareholder appoints two or more representatives to attend the Annual General Shareholders' Meeting, only one of the representatives appointed may make the speech on the same proposal.
- 14 After the attending shareholder has made the speech, the chair may respond in person or designate the related persons to respond.
- 15 When the chair is of the opinion that the proposal has been discussed sufficiently to be put it to the vote, the chair may announce the discussion closed and call for a vote.
- 16 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, also they shall be the shareholders of the Corporation. The results of the voting shall be announced on-site at the meeting, and the records shall be made.
- 17 When the Corporation holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. The relevant exercising methods shall be arranged in accordance with the provisions set forth in the Company Act and by the competent authority.
Except as otherwise provided in the Company Act and in the Corporation's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of more than half of the voting rights represented by the attending shareholders. A proposal is deemed to have passed when no attending shareholders gave the dissents after being inquired by the chair and the effect thereof is the same as a vote.
- 18 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- 19 In case of an air-raid alarm during process of a meeting, the meeting shall be discontinued forthwith for evacuation. The meeting may be resumed an hour after the "all-clear" announcement.

- 20 The chair may direct the proctors or security personnel to help maintain the order at the meeting. When proctors or security personnel help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor."
- 21 The rules and any amendments thereto, shall come into force after the approval by the shareholders' meeting.

Appendix 2

Chia Hsin Cement Corporation Articles of Incorporation

Amended and adopted by the Annual General Shareholders' Meeting dated June 27, 2016

Chapter I General Provisions

Article 1: The Corporation is organized according to Company Act and the applicable laws. The Corporation is named Chia Hsin Cement Corporation. The name in English is CHIA Hsin CEMENT CORPORATION.

Article 2: The Corporation's businesses are listed as below:

- (1) C901030 Cement Manufacturing
- (2) F111090 Wholesale of Building Materials
- (3) F211010 Retail Sale of Building Materials
- (4) B202010 Nonmetallic Mining
- (5) C901990 Other Non metallic Mineral Products Manufacturing
- (6) F115020 Wholesale of Mineral
- (7) F215020 Retail Sale of Mineral
- (8) B601010 On land Clay and Stone Quarrying
- (9) C901040 Concrete Mixing Manufacturing
- (10) C901050 Cement and Concrete mixing Manufacturing
- (11) H701010 Residence and Buildings Lease Construction and Development
- (12) C601030 Paper Containers Manufacturing
- (13) C501030 Plywood Manufacturing
- (14) C501040 Reconstituted Wood Manufacturing
- (15) C901060 Refractory Materials Manufacturing
- (16) C901070 Stone Products Manufacturing
- (17) CA02010 Metal Architectural Components Manufacturing
- (18) F401010 International Trade
- (19) F113010 Wholesale of Machinery
- (20) F213080 Retail Sale of Machinery and Equipment
- (21) I101080 Industrial and Mining Consultancy
- (22) I103060 Management Consulting Services
- (23) H701020 Industrial Factory Buildings Lease Construction and Development
- (24) G801010 Warehousing and Storage
- (25) G202010 Parking Garage Business
- (26) H701040 Specialized Field Construction and Development
- (27) H701050 Public Works Construction and Investment
- (28) H701060 New County and Community Construction and Investment
- (29) H701070 Land Levy and Delimit
- (30) H701080 Reconstruction within the renewal area
- (31) H701090 Renovation, or maintenance within the renewal area
- (32) H703090 Real Estate Commerce
- (33) H703100 Real Estate Rental and Leasing
- (34) H703110 Senior Citizen's Development
- (35) J101010 Buildings Cleaning Service
- (36) J901020 Hotels and Motels
- (37) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article 2-1: Where the Company invests in other companies and becomes a shareholder with limited liability, its total investment may exceed the limitation stipulated under Article 13 of the Company Act.

Article 2-2: The Company may provide guarantee, subject to approval of the Board of Directors.

Article 3: The Corporation sets up its headquarters in Taipei City. If necessary, it may set up branch offices, representative office, business office and manufacturing institutions domestically or abroad.

Article 4: (Deleted)

Chapter II Shares

Article 5: The Corporation's total capital is established at NT\$15 billion, which has been divided into 1.5 billion shares. Each share is NT\$10. Owing to operational necessity, the Board of Directors is authorized to issue the un-issued shares in separate trenches.

Article 6: The Corporation may be exempted from printing any stock certificate for the shares issued. However, the Corporation shall appoint a centralized securities custody enterprise/institution to make registration of such shares.

Article 7: Matters relating to the Company's shares shall be dealt with according to the provisions of "Regulations Governing Handling of Stock Affairs by Public Companies" and the relevant laws and regulations.

Chapter III Shareholders' Meeting

Article 8: The Annual General meeting of shareholders will be held once every year within six months after close of each fiscal year, while the Extraordinary General meeting of shareholders will be held when necessary.

Article 9: Notices of Annual General meeting of shareholders shall be delivered to the shareholders 30 days prior to the Annual General meeting of shareholders and 15 days prior to the Extraordinary General meeting of shareholders. The said notices shall specify the date, place and reasons for calling the shareholders' meeting

Article 10: Each share of the Corporation held by the shareholders represent one voting right.

A shareholder may appoint a proxy to attend the Shareholders' Meeting on his/her/its behalf by executing a proxy form printed by the Corporation stating therein the scope of power authorized to the proxy. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy in excess of 3 percent of the voting rights represented by the total number of issued shares shall not be included in the calculation.

Attendance of shareholder's proxies shall be in accordance with the provisions of "Regulation Governing the Use of Proxies for Attendance of Shareholders' Meeting of Public Companies".

When the Corporation holds the Shareholders' Meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. The relevant exercising methods shall be arranged in accordance with the Company Act and the rules by the competent authority.

Unless otherwise provided for in the Company Act, a quorum shall be present at the Shareholders' Meeting if shareholders representing more than half of the shares issued by the Company are in attendance, and resolutions at the said assembly shall be adopted if approved by a majority of the shareholders in attendance.

Article 11: Where the meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the board. When the Chairman is absent, the Vice Chairman shall represent in place of the chairperson; if both the Chairman and Vice Chairman are absent, the Chairman shall appoint one of the directors to represent as the chairperson. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to represent as the chairperson. Where the convener is someone other than the Board of Directors, the meeting shall be chaired by the convener, where there are multiple conveners, the conveners shall select from among themselves one person to represent as the chairperson.

Chapter IV: Directors, Audit Committee, Managerial Officers and Officers

Article 12: The Corporation has 7 to 9 directors, the. Board of Directors is authorized to decide the number of directors through board meeting. It adopts a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates.

There shall be no less than three independent directors, and the number of independent directors shall be no less than one-fifth of elected directors. The election of independent directors shall be held at the Annual General.

Shareholders' Meeting to elect them from among the nominees listed in the roster of independent director candidates. The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to the independent directors shall be arranged in accordance with relevant rules set forth by competent authority for securities.

The total registered shares owned by the directors shall be arranged in accordance with rules set forth by competent authority for securities.

Article 13: The term of office of a director shall be three years; but he/she may be eligible for re-election.

The Corporation may purchase the liability insurance for its directors within the term of office of these directors and based on the scope of business operated by these directors to cover the liability for damage born by itself according to laws.

Article 14: The Board of Directors is responsible for organizing the board meeting with duties and powers set forth as below:

1. To approve corporate business plan.
2. To approve articles of incorporation and important contracts.
3. To determine important candidates and regulate the appointment of personnel of each department.
4. To determine the set up of branch offices, operation and manufacturing facilities and the withdrawal and modification of such decisions.
5. To approve budget and final accounting.
6. To decide other important matters.
7. The Corporation may set up special committees which shall individually stipulate its own organizational articles to be approved by resolution of the Corporation's board meeting.

Article 15: The directors shall designate one of them to act as the Chairman; any may designate one of them to act as the Vice Chairman. The Chairman represents the Corporation to manage all business.

Article 16: The Chairman represents the Corporation and manage important business.

Article 17: The Corporation's board meetings, unless otherwise provided for in the Company Act, shall be convened by the Chairman.

Resolutions thereby shall, unless otherwise provided for in the Company Act, be adopted by a majority of the directors at a meeting attended by a majority of the Directors.

If a director cannot attend a meeting in person, he/she/it may appoint another director to attend the meeting on his/her/its behalf.

The notice of the convention of the board of directors meeting may be effected in writing, by e-mail, or fax to inform each director.

Article 18: Pursuant to Article 14-4 of the Securities and Exchange Act, the Company will establish an Audit Committee. The Audit Committee shall make up of the entire number of Independent Directors, and it is responsible of executing powers relegated to Supervisors by the Company Act, Securities and Exchange Act and other laws and regulations. The organizing members, exercise of powers and other matters to be abided by the Audit Committee shall follow Company Act, Securities and Exchange Act and related regulations or rules

Article 19: The Corporation has one General Manager, managing business in accordance with the resolutions of the Board of Directors. Appointment and discharge and the remuneration of the General Manager shall be decided in accordance with the provisions provided in Article 29 of the Company Act.

Article 20: The Corporation has multiple Vice General Manager, assisting the General Manager to manage business. Appointment and discharge and the remuneration of the Vice General Manager shall be decided in accordance with the provisions provided in Article 29 of the Company Act.

Article 21: (Deleted)

Article 21-1: The Corporation shall have Auditing Office with one Chief Auditor in charge of internal audit. Appointment of the Chief Auditor shall be decided by a majority of the directors at a meeting attended by a majority of the Directors.

Article 22: The Corporation shall have General Engineer, Vice General Engineer, Plant Managers and Vice Plant Managers, who are appointed by the Board of Directors. The appointment of the above staffs shall be proposed by General Manager and approved by the resolutions of the Board of Directors

Article 23: (Deleted)

Article 24: For remunerations of the directors, the board of directors is authorized to decide the amount based on the extent of involvement of each director in the Corporation's business and the value contributed thereby, and by referring to the normal payment standards of the peers domestically and abroad in accordance with related regulations or rules. For remunerations of staffs, the amount shall be proposed by General Manager and approved by the resolutions of the Board of Directors

Chapter V Final Accounting

Article 25: At the end of the Corporation's fiscal year. The board of directors shall prepare the following statements and records and shall forward the same to a regular meeting of shareholders for acknowledgement based on the statutory procedures:

(1)the business report

(2)the financial statements

(3)the surplus earning distribution or loss off-setting proposals.

Article 26: If the Company shows net profit for the year, 0.001% to 3% of profit of the current year should be distributed as employees' remuneration and not more than 3% of the profit of the current year should be distributed as directors' remuneration. The Corporation shall reserve a specific amount to make up for losses in advance, and then distribute the employees' and directors' remuneration according to ratios set out in the preceding paragraph. Employee's remuneration may be distributed in stocks or cash, and the counterparty to whom stocks or cash are distributed to as employee's remuneration may include the employees of its subordinate companies that meet certain criteria; whereas directors' remuneration shall be distributed only in cash.

The Company may, by resolution adopted by a majority vote at the Board Meeting attended by two-thirds of the total number of Directors, to determine the distribution of employee's and directors' compensation and a report of such distribution shall be submitted to the shareholders' meeting.

When the Corporation makes the final accounting to obtain a net income, after losses have been covered and at the time of allocating surplus profits, it shall first set aside part of such profits as a legal reserve. It may set aside or reverse a special reserve or retain surplus earnings with discretion in accordance with the relevant laws from the balance plus undistributed earnings. After that, it may adjust the amount of current unallocated surplus and calculate the current divisible surplus, after adding up the unappropriated retained earnings, the board of directors shall draw up a surplus earnings distribution proposal containing the distribution ratio calculated in accordance with the dividend policies under Paragraph 4 and Paragraph 5 of this Article to be resolved by the Annual General Shareholders' Meeting.

The Corporation shall adopt the Residual Dividend Policy. a reasonable retained surplus amount shall be reserved in consideration of cash expenditure and capital requirement of the upcoming fiscal year. Where there is remaining surplus, it may then be distributed as shareholder dividends.

The shareholder cash dividend shall be not less than 10% of the shareholders' dividend distributed in the same year. The remaining surplus will be distributed as stock dividend.

Article 26-1: The Corporation may distribute new shares or cash to shareholders based on the original shareholding ratios of shareholders from its reserve in accordance with the provisions of the Company Act.

Chapter VI Supplementary Provisions

Article 27: The organizational rules and articles of incorporation shall be drawn and amended additionally.

Article 28: Matters not regulated in the Articles, if any, shall be conducted in accordance with the provisions of the Company Act and other applicable laws.

Article 29: The Articles were established on November 8, 1954; the 1st amendment was on February 6, 1957; the 2nd amendment was on February 23, 1959; the 3rd amendment was on May 4, 1961; the 4th amendment was on April 28, 1962; the 5th amendment was on March 19, 1967; the 6th amendment was on April 5, 1968; the 7th amendment was on June 25, 1969; the 8th amendment was on April 25, 1971; the 9th amendment was on April 28, 1973; the 10th amendment was on May 18, 1974; the 11th amendment was on April 26, 1975; the 12th amendment was on April 24, 1976; the 13th amendment was on April 30, 1977; the 14th amendment was on April 22, 1978; the 15th amendment was on April 21, 1979; the 16th amendment was on April 26, 1980; the 17th amendment was on May 2, 1981; the 18th amendment was on May 15, 1982; the 19th amendment was on May 28, 1983; the 20th amendment was on May 19, 1984; the 21st amendment was on May 11, 1985; the 22nd amendment was on April 16, 1986; the 23rd amendment was on April 9, 1987; the 24th amendment was on April 29, 1988; the 25th amendment was on May 5, 1989; the 26th amendment was on July 29, 1989; the 27th amendment was on April 17, 1991; the 28th amendment was on April 30, 1992; the 29th amendment was on April 22, 1993; the 30th amendment was on April 8, 1994; the 31st amendment was on April 20, 1995; the 32nd amendment was on May 11, 1996; the 33rd amendment was on May 8, 1997; the 34th amendment was on May 19, 1998; the 35th amendment was on June 7, 1999; the 36th amendment was on May 24, 2000; the 37th amendment was on May 31, 2001; the 38th amendment was on May 29, 2002; the 39th amendment was on June 5, 2003; the 40th amendments were on June 10, 2005; the 41st amendment was on June 9, 2006; the 42nd amendment was on June 18, 2010; the 43rd amendment was on June 18, 2010; the 44th amendment was on June 9, 2011; the 45th amendment was on June 13, 2012; the 46th amendment was on June 19, 2013; the 47th amendment was on June 18, 2015; the 48th amendment was on June 27, 2016.

Appendix 3:

Chia Hsin Cement Corporation Directors' Shareholding Status

Base date: April 23, 2018

Position title	Name and representative	Appointed Period	Number of shares held at the time of appointment		Number of shares currently held	
			Number of shares	As a percentage (%) to then issued shares	Number of shares	As a percentage (%) to then issued shares
Chairman	Jason K. L. Chang	2016.6.27 ~ 2019.6.26	8,955,396	1.16	8,955,396	1.16
Independent Director	Kua-Terng Su	2016.6.27 ~ 2019.6.26	0	0	0	0
Independent Director	Chia-Shen Chen	2016.6.27 ~ 2019.6.26	0	0	0	0
Independent Director	Kuan-Ming Chen	2016.6.27 ~ 2019.6.26	0	0	0	0
Director	Chi-Te Chen	2016.6.27 ~ 2019.6.26	680,813	0.09	680,813	0.09
Director	Pan Howard Wei-Hao (Representative of TongYang Chia Hsin International Corp.)	2016.6.27 ~ 2019.6.26	127,370,320	16.44	127,370,320	16.44
Director	Jeffrey H. H. Wang (Representative of TongYang Chia Hsin International Corp.)	2016.6.27 ~ 2019.6.26	127,370,320	16.44	127,370,320	16.44

Note: 1. Actual Paid-in capital on April 23, 2018: 7,747,805,480 NTD(774,780,548 shares).

2. The minimum shares required to be held by the entire body of directors of the Corporation shall not be lower than 24,792,977 shares (3.2%).

As of April 23, 2018, the numbers of shares held by the entire body of directors were 137,006,529 shares (17.68%).

As of April 23, 2018, the numbers of shares held by the entire body of independent directors were 0 share.

(In accordance with Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies": The shareholdings of independent directors elected by a public company shall not be counted in the total referred to in the preceding paragraph; if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 20 percent.)

3. The shares required to be held by the entire body of directors is in accordance with the requirements set forth in "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public

Appendix 4

Other matters :

The proposal proposed by shareholders regarding the Annual General meeting of shareholders is listed in the following:

According to Article 172-1 of the Company Act, shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and the number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words.

The proposing period is from 2018.4.10 to 2018.4.20 and the relevant information is posted on Market Observation Post System in accordance with relevant laws.

Until 2018.4.20 the corporation has received one proposal proposed by three shareholders, CHUN-YI, HUANG, GUI-MEI, LU and JUN-RONG HUANG. After examination by the board meeting, the proposal to be listed into matters for ratification is resolved.