Stock Code: 1103

Market Observation Post System
Website: http://mops.twse.com.tw
Chia Hsin Cement Corporation

Website: http://www.chcgroup.com.tw



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

Venue: 1F, No. 96 Zhong Shan North Road Sec. 2, Taipei, Taiwan

Total outstanding shares of the Company: 643,554,532 shares

Total shares represented by shareholders present in person or by proxy: 535,886,962 shares

Percentage of shareholding of the shareholders present in person or by proxy: 83.26%

Present Directors: Jason Kang-Lung Chang, Howard Wei-Hao Pan

Present Independent Director: Robert K. Su, Chia-Shen Chen

Attendance: Shelly M.L. Chen, Chen & Lin Attorneys-at-Law Robert Yu, CPA, Deloitte Taiwan

Chairman: Jason Kang-Lung Chang, Chairman of the Board of Directors

Recorder: Hsiao-Yun Yu

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

Chairman's Address(Omitted)

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 Page25)
- (2) Report on Status of 2017 Endorsements & Guarantees (Annex 2 Page 26)
- (3) Report on Amendment to Rules and Procedures of Board of Directors' Meeting (Annex 3 Page27~29)

For Details of the aforementioned, please refer to pages25~29.

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 pages2~4.
- 2 · Committee's Audit Report : Please refer to pages11~18.
- 3 · Financial Statements: Please refer to pages 30~44.

Resolution: Vote Results

Attendance of voting rights of shareholders: 535,883,738

	Percentage	
Votes in favor	481,839,311 (Including 16,819,663 electronic voting)	89.91%
Votes against	43,282,164 (Including 10,956,995 electronic voting)	8.07%
Votes Abstaining / No votes	10,762,263 (Including 5,943,073 electronic voting)	2.00%

Deloitte.

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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:

- 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。
- 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。
- 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





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 107 年 3 月 28 日

Deloitte.

勤業眾信

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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。

兹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:

- 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。
- 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。

- 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





會計師 張 耿 禧

医联卷



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 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 21.
- 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: Vote Results

Attendance of voting rights of shareholders: 535,883,738

	Percentage	
Votes in favor	478,671,990 (Including 15,836,442 electronic voting)	89.32%
Votes against	46,582,499 (Including 13,359,230 electronic voting)	8.69%
Votes Abstaining / No votes	10,629,249 (Including 4,524,059 electronic voting)	1.98%

CHIA HSIN CEMENT CORPORATION Earnings Distribution Table of the Year 2017

Unit: NT\$

	Unit: N15
Amoı	ınt
	3,744,777,733
895,198,679	
(1,232,743)	
22,573	
(89,519,868)	
105,521,698	
	909,990,339
	4,654,768,072
	0
	(387,390,274)
	4,267,377,798
	895,198,679 (1,232,743) 22,573 (89,519,868)

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: Vote Results

Attendance of voting rights of shareholders: 535,883,738

	Percentage					
Votes in favor	Votes in favor 52,554,686 (Including 15,407,415 electronic voting)					
Votes against	473,986,827 (Including 13,789,281 electronic voting)	88.44%				
Votes Abstaining / No votes	9					

[Shareholders' statements and Chairman's Address(Omitted)]

Special Motions: None.

Meeting Adjourned: 10:57 AM, June 21th, 2018

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	arantees offered Endorsements/ guarantees received						
	Chia Hsin Property Management and Development Corp.	2,230,000					
CHIA HSIN CEMENT CORPORATION	LDC ROME HOTELS S.R.L.	447,600					
	CHC Ryukyu Development GK	1,235,135					
The corp	The corporation total						
Chia Hsin Property Management and Development Corp.	Management and CORPORATION						
Subsid	7,144,000						
The corporation an	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
Article 11	Article 11	Pursuant
A company shall submit the following items for discussion by the board of directors:	A company shall submit the following items for discussion by the board of directors:	to relevant laws
1.Corporate business plan.	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 amendment of an internal control system pursuant to Article 14-1 of Securities and Exchange Act, and an assessment of the effectiveness of the	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 Revision of an internal control system pursuant to Article 14-1 of Securities and Exchange Act.	
internal control system. 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.	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.	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	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	Securities and Exchange Act or any	

The term "related party" in subparagraph 7 of the preceding paragraph, means a defined in related party as Regulations Governing the Preparation of Financial Reports by Securities Issuers. term "major donation 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.

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.

For independent director or directors, at least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, 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. independent director An 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,

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.

Before Amendment

The term "related party" in subparagraph 7 of the preceding paragraph means a party as defined related in Regulations Governing the Preparation of Financial Reports by Securities Issuers. "major donation term 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.

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.

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 Article 14-3 of Securities and Exchange Act, independent director shall attend in person 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.

After Amendment	Before Amendment	Description
issue a written opinion in advance, which shall be recorded in the meeting minutes.		
Article 18 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. 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; the 5th amendment was on November 9, 2017.	Article 18 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. 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.	Added the date of amendment

Annex 4: 2017 Business and Figure Statements



單位:新台幣仟元

					平 1 .	新台市什九
			106年12月31		105年12月31	日
代碼		產	金 額	i %	金 額	%
	流動資產					
1100	現金及約當現金(附註四及六)		\$ 1,803,189	6	\$ 2,341,044	9
1110	透過損益按公允價值衡量之金融資產一流動(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	應收票據一關係人淨額(附註四及三二)		_	~	1,167	-
1170	應收帳款(附註四及十)		53,525	~	82,360	-
1180	應收帳款一關係人(附註四及三二)		4,732	-	9	-
1200	其他應收款 (附註四及十一)		55,268	-1	1,187,859	5
1210	其他應收款 一關係人 (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	其他金融資產一流動(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
	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	其他金融資產一非流動 (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 (附註十及十八)		7,699		79,151	2
15XX	非流動資產合計		19,211,820	68	16,685,434	64
	71 WEST A 75 G -1			0	10,000,404	
1XXX	資 產 總 計		\$ 28,317,986	100	\$ 26,128,917	100
代 碼	負 債 及 權	益				
	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		002,210	-
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	應付帳款一關係人(附註三二)		30,925	-	78,147	1
2219	其他應付款(附註二一)			1		2
2230	本期所得稅負債(附註四及二五)		195,663	1	396,687	2
2310			56,753	-	107,646	-
2320	預收款項(附註二一)		12,526	-	37,490	-
	一年內到期之長期借款(附註十九及三三)		706,268	2	783,409	3
2365	存入保證金一流動 (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
	the set of the					
2510	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	存入保證金一非流動(附註三二)		162,644	1	185,744	1
2670	遞延收入一非流動(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
2000	5. 18. 64a + 1.			19191	40.000	
2XXX	負債總計		9,057,146	32	10,315,659	39
	歸屬於本公司業主之權益(附註二三)					
3110	股 本 普通股		E 545 005	20	E = - = 0.0=	20
			7,747,805	28	7,747,805	30
3200	資本公積		642,168	2	617,579	2
	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)	$(\underline{}\underline{}\underline{})$	(1,149,426)	$(\underline{}\underline{})$
31XX	本公司業主權益總計		17,511,786	62	14,103,781	54
36XX	45 100 151 155 36					
	非控制權益		1,749,054	6	1,709,477	7
3XXX	權益總計		19,260,840	68	<u>15,813,258</u>	61
	負債與權益總計		\$ 28,317,986	100	\$ 26,128,917	100
	後 附 之 N	+ 註係太会併財務劃	8 生 ク 一部 分。			

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: 祁士銀



會計主管:莊淑卿





單位:新台幣仟元,惟 每股盈餘為元

		106年度	Ž	105年度			
代 碼		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	券務收入	721,791	_34	884,616	28		
4000	營業收入合計	2,095,607	100	3,140,190	100		
	營業成本 (附註十二、二四 及三二)						
5110	銷貨成本	(943,882)	(45)	(2,113,323)	$(67)^{-1}$		
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	$(\underline{647,835})$	$(_{31})$	$(\underline{}642,801)$	$(\underline{21})$		
5000	營業成本合計	(_1,813,286)	(_87)	(_3,044,769)	(_97)		
5900	營業毛利	282,321	13	95,421	3		
	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)	$(\underline{17})$		
6000	營業費用合計	(511,805)	$(\underline{24})$	(552,899)	$(\underline{18})$		
6900	營業淨損	(229,484)	(_11)	(457,478)	(_15)		
7010	營業外收入及支出 其他收入(附註四、二						
	四、二七、三二及三 六)	207 110	14	700 104	23		
7020	カノ 其他利益及損失(附註	287,110	14	722,124	23		
7020	四及二四)	1,155,742	55	43,582	1		

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			106年度		105年度				
代 碼		金	額	%	金	額	%		
7050 7060	財務成本(附註四及二四) 四) 採用權益法之關聯企業	(\$	101,000)	(5)	(\$	191,630)	(6)		
7000	及合資損益份額(附 註四) 營業外收入及支出 合計	(30,825) 1,311,027	(<u>1</u>) <u>63</u>	(37,437) 536,639	(<u>1</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		977,309	<u>47</u>	_	9,806	_		
8310 8311 8349 8360 8361	本年度其他綜合損益(五項) 信三人類至損益書 一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一	(1,228)		(17,525 2,979) 14,546	1 1		
8362	差額 備供出售金融資產	(569,617)	(27)	(269,718)	(9)		
8370	未實現評價損益 採用權益法認列之 關聯企業及合資 之其他綜合損益	,	3,187,517	152		2,037,927	65		
8399	之好吧 之份額 與其他綜合損益組 成部分相關之所		13,650	1	(2,334)	-		
	成部为相關之所 得稅費用		94,787 2,726,337	<u>4</u> <u>130</u>		56,502 1,822,377	<u>2</u> 58		

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		106年度		105年度			
代 碼		金額	%	金額	%		
8300	其他綜合損益(淨 額)	\$ 2,725,318		\$ 1,836,923	59		
8500	本年度綜合損益總額	\$ 3,702,627	<u>177</u>	\$ 1,846,729	<u> 59</u>		
0.44.0	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	$\frac{4}{17}$	(15,083)	$(\underline{}1)$		
8600		<u>\$ 977,309</u>	<u>47</u>	<u>\$ 9,806</u>			
	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		<u>\$ 3,702,627</u>	<u>177</u>	<u>\$ 1,846,729</u>	<u>59</u>		
	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。







經理人:祁士鉅

董事長:張剛綸

後附之附註係本合併財務報告之一部分。

民國 106 4

單位:新台幣仟元

	3	条	(77,478)	9)8'6	1,836,923	11,958	î	(14,297_)	15,813,258		977,309	2,725,318	23,914	675	(124,678_)	\$ 19,260,840
	7	* 投 和 権 益 * * 1,670,522		(15,083)	68,335	,		(14,297_)	1,709,477		82,111	82,144	1	1	(124,678_)	\$ 1,749,054
水茸		\$ 12,375,824		24,889	1,768,588	11,958			14,103,781		895,198	2,643,174	23,914	675	1	\$ 17,511,786
權	설		T T T	1			20,834		(1,149,426)	TTT	ī	,	T.	· · ·	1	(\$ 1,149,426)
#4	遊 項 目 術 供 出 售	3,608,878	t t	х	1,959,027	•	•		(1,649,851)	t t t		3,080,432	I	x		\$ 1,430,581
業	其 他 權國外營運機構財務報表報表換算 少 切 站 差 銘	407,350	ř. ř. ř	•	(205,105)	1	•		202,251	1 1 1		(436,048)	,	•		(\$ 233,797)
ធា	参 数 か か か	3 4,067,81	(22,151) (1,162,284) (77,478)	24,889	14,666	,	٠		2,845,461	(2,489) 1,056,762 (154,956)	895,198	(1,210)	i	·	1	\$ 4,638,766
∅	2	5 2,346,051	1,162,284	r		1	·	1	3,508,335	1,056,762)	t	c	,	r	1	\$ 2,451,573
本	我 我 公 公 次 次	1,959,470	22,151	•	•	1	ı		1,981,627	2,489	ı	4			1	\$ 1,984,116
屬	告 《	6 605,975	1 1 1	ř	ï	11,958	(354)		617,579		T.		23,914	675		\$ 642,168
織	股 本 福 昭 昭 本			č		1	(20,480)		7,747,805		ī	ī	1	7		\$ 7,747,805
	· · · · · · · · · · · · · · · · · · ·	1 105年1月1日餘額	盈餘指榜及分配(附註二三) 提列法定盈餘公積 特別盈餘公積迴轉 以金服利	1 105 年度淨利	3 105 年度其他綜合損益	 發放於子公司股利調整資本公積(附註二三) 	3 庫藏股註銷 (附註二三)	1 非控制權益減少(附註二三)	1 105年12月31日餘額	盈餘指榜及分配(附註二三) 提列法定盈餘公積 [7] 特別盈餘公積迴轉 5] 現金服利	1 106 年度净利	3 106 年度其他綜合損益	 發放予子公司股利調整資本公積(附註二三) 	7 對子公司所有權權益變動 (附註二三)	1 非控制權益減少(附註二三)	1 106年12月31日餘額
	#	Y Y	B1 B3 B5	D1	D3	\mathbb{A}	L3	01	Z1	B1 B17 B5	DI	D3	Ξ	M7	10	77



單位:新台幣仟元

代 碼			106年度	1	105年度
	營業活動之現金流量				
A10000	本期稅前淨利	\$	51,081,543	\$	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	應收票據一關係人		1,131	•	11,526
A31150	應收帳款		28,436		17,182
A31160	應收帳款一關係人	(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	Ì	96,268)	Ì	72,435)
A32160	應付帳款-關係人	Ì	47,222)	Ì	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	$(\underline{24,886})$	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)	$(\underline{12,544})$
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	(250)	
B00400	出售備供出售金融資產價款	(359)	2 419 640
B01200	取得以成本衡量之金融資產	120,201	2,418,640
B01400	以成本衡量之金融資產減資退回股	~	(25,206)
DOITOU	款	2,916	5 702
B02400	採用權益法之被投資公司減資退回	2,910	5,792
202100	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	其他應收款一關係人減少(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	<u> 185,596</u>
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	606 661	111 700
C00200	短期借款減少	696,664	111,720
C00500	應付短期票券增加	109,882	(87,448)
C01600	舉借長期借款	203,879	624 042
C01700	償還長期借款	(1,832,761)	634,943
C03000	收取存入保證金	6,319	(3,649,487) 3,345
200000	スプリント小型玉	0,317	3,343

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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	$(\underline{}3,551)$	(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。









單位:新台幣仟元

		C			單位:新	台幣仟元
			106年12月31日	l	105年12月31日	
代碼		產_	金額	%	金額	%
	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一流動(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 一關係人 (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	其他金融資產一流動(附註十三)		1,132,026	5	454,995	2
11XX	流動資產總計		3,552,127	<u>15</u>	3,542,396	18
	1. 4 4. 2. 2					
1500	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一非流動(附註四及九)		116,560	1	116,560	1
1550 1600	採用權益法之投資(附註四、五及十四)		12,282,701	54	14,375,067	72
	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	1-	91,970	1
1920 1980	存出保證金(附註十七)		7,321	-	7,321	-
1980	其他金融資產一非流動(附註十三及三二) 其他非流動資產(附註十七)		11,455	-	2,426	-
			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		¢ 22.005.002	100	¢ 10.001 F00	100
1	貝 座 總 矿		\$ 23,005,903	100	\$ 19,901,533	<u>100</u>
代 碼	負 債 及 權	益				
10 49	流動負債	- ini				
2100	短期借款(附註四及十八)		\$ 727,000	2	ė.	
2110	應付短期票券(附註十八)			3	\$ -	-
2150	應付票據(附註十九)		109,882	1	2.000	-
2170	應付帳款(附註十九)		2,783	1	2,868	-
2180	應付帳款一關係人(附註三一)		94,031	1	96,680	1
2219	其他應付款(附註二十)		37,309	-	84,293	1
2220	其他應付款項一關係人(附註三一)		58,372	-	54,984	-
2230	本期所得稅負債(附註四及二五)		24,884	-	216,091	1
2310	預收款項(附註二十)		41,045	-	67,359	-
2320	一年內到期之長期借款(附註十八及三一)		5,801 320,000	1	24,448	-
2399	存入保證金一流動		760		651,200	3
21XX	流動負債總計		1,421,867		1,197,923	
2177	/礼幼 貝 貝 総 可		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	净確定福利負債一非流動 (附註四及二一)		21,879	1	48,079	1
2645	存入保證金一非流動		26,657	-	28,183	
25XX	非流動負債總計		4,072,250	18	4,599,829	23
	A Maria Maria		1,072,200		4,577,027	
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)	$(\underline{}7)$
3500	庫藏股票		(1,149,426)	$(\underline{}\underline{}\underline{})$	(1,149,426)	$(\underline{}\underline{}\underline{}\underline{}\underline{})$
31XX	本公司業主權益總計		17,511,786	76	14,103,781	71
				-		Limit to
3XXX	權益總計		17,511,786	<u>76</u>	14,103,781	71
	負債與權益總計		\$ 23,005,903	<u>100</u>	\$ 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: 祁士鉅



會計主管:莊淑卿





單位:新台幣仟元,惟 每股盈餘為元

		106年度				105年度	105年度		
代 碼		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		1,173,223	100	_	1,283,278	100		
	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)	$(\underline{17})$	(150,580)	$(\underline{12})$		
5000	營業成本合計	(<u>1,127,066</u>)	(<u>96</u>)	(1,164,726)	(<u>91</u>)		
5900	營業毛利		46,157	4		118,552	9		
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)					<u>-</u>	_		
5950	已實現營業毛利(毛損)		45,103	4		118,552	9		
6100 6200 6000	營業費用(附註二四及三一) 推銷費用 管理費用 營業費用合計	((11,245) 146,756) 158,001)	(1) (<u>13</u>) (<u>14</u>)	(9,953) 123,952) 133,905)	(1) (<u>9</u>) (<u>10</u>)		
6900	營業淨損	(112,898)	(_10)	(15,353)	(1)		
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		106年度					105年度	105年度		
代 碼		金	額		%	金	額	%		
	營業外收入及支出									
<i>7</i> 010	其他收入(附註四、二									
200 0	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)	,	00 500)	,			44.4.400	22		
7050	一) 財務成本 (附註四及二	(80,598)	(7)		416,637	32		
7030	对游成本 (附註四及一四)	(-	69,546)	,	٤١	,	99 076)	(7)		
7070	採用權益法認列之子公	('	09,040)	(6)	(88,976)	(7)		
7070	司、關聯企業及合資									
	損益之份額		1,125,287		96	(591,807)	$(\underline{46})$		
7000	營業外收入及支出			_		\ <u> </u>	0,2,00.	()		
	合計		1,075,860	_	92		59,145	4		
							-			
7 900	繼續營業單位稅前淨利		962,962		82		43,792	3		
<i>7</i> 950	所得稅費用(附註四及二五)	(67.7641	1	5 \	(10 002 \	(1)		
7 750	川付杭貝川 (附近四次一五)	(67,764)	(_	<u>5</u>)	(18,903)	$(\underline{}\underline{}1)$		
8000	繼續營業單位本期淨利		895,198		77		24,889	2		
	本年度其他綜合損益(附註									
	四、二一、二二及二五)									
0011	不重分類至損益之項目									
8311	確定福利計畫之再	,	4.405)				40.400	-		
8320	衡量數 松田描兰社 初刊 社	(1,485)		-		18,198	1		
0320	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		20			(100)			
	之項目相關之所									
	得稅		252	_	_ _	(3,094)			
8310		(1,210)	_			14,666	<u></u> 1		
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			106年度			105年度			
代 碼		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	j	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>	_225		1,753,922	137		
8300	本年度其他綜合損								
	益(稅後淨額)		2,643,174	225		1,768,588	<u>138</u>		
8500	本年度綜合損益總額	\$ 3	3,538,372	<u>302</u>	<u>\$</u>	1,793,477	<u>140</u>		
	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			
						-			

後附之附註係本個體財務報告之一部分。







後附之附註係本個體財務報告之一部分。



權 益 總 額 \$ 12,375,824		24,889	1,768,588	11,958	1	14,103,781		895,198	2,643,174	23,914	675	\$ 17,511,786
庫 藏 股 票 (\$1,170,260)	1 1	ı			20,834	(1,149,426)		,	,	ı	1	(\$ 1,149,426)
益 項 目 備 供 出 售 全 限 資 產 未 質 混 益 (\$ 3,608,878)	i i i	t	1,959,027	ť		(1,649,851)		,	3,080,432	t	1	\$ 1,430,581
其 他 權 國外營運機構 財務報表換算 之 兒 換 差 額 \$ 407,356		ı	(205,105)	1		202,251			(436,048)	ı	1	(\$ 233,797)
株分配 磁	(22,151) (1,162,284) (77,478)	24,889	14,666	ī	1	2,845,461	(2,489) 1,056,762 (154,956)	895,198	(1,210)	ì		\$ 4,638,766
留	1,162,284	٠	,	1		3,508,335	1,056,762)	1		ı	1	\$ 2,451,573
保 法 定 公 積 \$ 1,959,476	22,151	ī	1	ī		1,981,627	2,489	t	ť	ī		\$ 1,984,116
資本公桶 \$ 605,975	t t t	ı	ı	11,958	(354_)	617,579	1 1 1	t	t	23,914	675	\$ 642,168
般 本 8 7,768,285	T 1 1	•	ï	1	()	7,747,805	, , ,	1	1	ı		\$ 7,747,805
105年1月1日餘額	盈餘指機及分配(附註二二) 提列法定盈餘公積 提列特別盈餘公積 現金股利	105 年度净利	105 年度其他綜合損益(附註二二)	發放予子公司股利調整資本公積(附註十四 及二二)	庫藏股註銷(附註二二)	105年12月31日餘額	盈餘指機及分配(附註二二) 提列法定盈餘公積 特別盈餘公積迴轉 現金股利	106 年度淨利	106 年度其他綜合損益(附註ニニ)	發放千子公司股利調整資本公積(附註十四 及二二)	對子公司所有權權益變動(附註二二)	106年12月31日餘額
代 碼 A1	B1 B3 B5	D1	D3	M1	L3	Z1	B1 B17 B5	D1	D3	M1	M7	Z1

單位:新台幣仟元

12 月 31 日

民國 106年



單位:新台幣仟元

代 碼			106年度		05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	應收票據一關係人		-		89,569
A31150	應收帳款	(1,489)		22,184
A31160	應收帳款一關係人	(3,593)	(2,879)
A31180	其他應收款		412,828	(412,068)
A31190	其他應收款一關係人	(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		1	06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		196,637	_	214,400
	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	其他應收款一關係人增加		-	(72,368)
B04400	其他應收款一關係人減少		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		55,252		58,576
BBBB	投資活動之淨現金流(出)入	(278,524)		1,672,130
			,		
	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	(151,776)	(_	1,188,616)
DDDD	匯率變動對現金及約當現金之影響	(86,078)	(_	25,812)
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		814,222	_	142,120
E00200	期末現金及約當現金餘額	\$	494,481	<u>\$</u>	814,222

後附之附註係本個體財務報告之一部分。





