

Asia Cement Corporation

Meeting Minutes for The 2010 Regular Shareholders' Meeting

Meeting Time: 9:00 a.m., June 8, 2010

Meeting Venue: The Banquet Hall in Taipei Hero House

No. 20, Sec. 1, Changsha St., Zhongzheng Dist., Taipei City

Attendance: 407 shareholders (attended personally or by proxy) with 2,332,036,161 shares (78.11% of ACC's outstanding shares).

Observer: Auditors: Hsin Wei Tai and You Wei Fan;

Lawyer: Hsiao Pang Yang

Chairman: Douglas Tong Hsu

Minute-taker: Y.F. Chien

1. Call the Meeting to Order

2. Chairperson Remarks: (1) Company profile, (2) Operating Performance,
(3) Future outlook.

3. Guest Remarks: None.

4. Reporting Events:

Report 1: 2009 Business Report (attached as page 3-9 of the Handbook).

Report 2: 2009 Financial Statements (attached as page 11-19 of the Handbook).

Report 3: Supervisor's Review Report on the 2009 Financial Statements (attached as page 20 of the Handbook).

Report 4: Report on Issued Corporate Bond (attached as page 21 of the Handbook).

5. Recognizing Events

Proposal 1: Acceptance of the 2009 business report and financial statements.

Explanation: Asia Cement's 2009 Business Report and Financial Statements, attached as Handbook page 3-18, were audited and approved by all supervisors.

The Supervisor's Review Report on the 2009 Financial Statements is attached as Handbook page 19.

Resolution: Voted and accepted by present shareholders.

Proposal 2: Acceptance of the proposal for distribution of 2009 profits

Explanation: (1) The Board has approved the following proposal for distribution of 2009 profits in accordance with the Article 26 of the Articles of Incorporation of Asia Cement Corporation.

	Unit: NT\$
A. 2009 net profit after tax	\$7,885,008,904
Less: recognizing the adjustment of the undistributed profits of invested companies under equity method	<u>23,901,278</u>
Subtotal	7,861,107,626
Less: setting aside the legal reserve	<u>786,110,763</u>
Subtotal	7,074,996,863
Add: undistributed net profit	<u>5,011,216,183</u>
Distributable net profit	12,086,213,046
Less: unappropriated retained earnings	<u>5,816,168,533</u>
Proposed profit distribution	<u><u>\$6,270,044,513</u></u>
B. Distributable items	
Dividend	\$4,045,190,008
Shareholder bonus	<u>2,224,854,505</u>
	<u><u>\$6,270,044,513</u></u>
Note:	
Remuneration of directors and supervisors	\$202,259,500
Employees cash bonus	<u>269,679,334</u>
	<u><u>\$471,938,834</u></u>
C. 2009 dividend distributed as below:	
Cash dividend: NT\$ 1.8 per share	\$5,374,323,873
Stock dividend: NT\$ 0.3 per share	<u>895,720,640</u>
Total	<u><u>\$6,270,044,513</u></u>

- (2) 2009 net profit will be distributed with priority.
- (3) The proposed cash dividend is distributed on the distribution record date after the approval of 2010 annual shareholders' meeting; capital increase by new shares is distributed on another distribution record date upon the application to competent authority takes effect. However, in the event that, before the distribution record date, in accordance with the Article 28-2 of the Security Exchange Act, the proposed profit distribution is affected by a buyback of shares for transferring or a write off, it is proposed that the Board of Directors be authorized to adjust the cash and stock to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

Resolution: Accepted by all present shareholders with unanimous consent.

6. Discussing Events

Proposal 1: Proposal for a new share issue through capitalization of earnings.

- Explanation: (1) The authorized capital of Asia Cement Corporation is NT\$ 33,000,000,000, including convertible shares NT 1,000,000,000 and employee stock option NT\$ 100,000,000. The authorized capital is divided into 3,300,000,000 shares, par value NT\$ 10. Up to the end of 2009, the paid-in capital is NT\$ 29,857,354,830, divided into 2,985,735,483 shares. 204,264,517 shares remain un-issued, which equals to NT\$ 2,042,645,170.
- (2) To strengthen working capital and financial structure, the Company proposes to withdraw NT\$ 895,720,640 from distributable earnings to issue dividends stocks of 89,572,064 shares. Par value per share is NT\$10. Each shareholder will be entitled to receive a stock dividend of 30 shares per 1,000 shares held by such shareholder.
- (3) Upon the approval of the 2010 Regular Shareholders' Meeting and the relevant government authority, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, ex-rights date, and other relevant issues. For the fractional shares which cannot be pooled, the distribution will be made in the form of cash according to the Article 240 of Company Act. Such fractional shares will be purchased by the Employee Welfare Committee of the Company. Rights and obligations of the new issued shares are same as existing shares.
- (4) After this new share issue, the paid-in capital will be NT\$ 30,753,075,470, which equals to 3,075,307,547 shares. Par value per share is NT\$10.

Resolution: Accepted by all present shareholders with unanimous consent.

Proposal 2: Amendment to the Procedures for Loaning of Fund to Others of Asia Cement Corporation.

Explanation: In order to conform to the amendments to the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, the Company hereby proposes to amend the Procedures for Loaning of Funds to others. Please refer to Handbook page 27-29 for details.

Resolution: Accepted by all present shareholders with unanimous consent.

Proposal 3: Amendment to the Procedures for Endorsement & Guarantee of Asia Cement Corporation.

Explanation: In order to conform to the amendments to the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, the Company hereby proposes to amend the Procedures for Endorsement & Guarantee. Please refer to Handbook page 31-35 for details.

Resolution: Accepted by all present shareholders with unanimous consent.

7. Questions and Motions: None.

8. Adjournment