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ASIA CEMENT CORPORATION
2012 Annual Report

Notice to readers

This English version annual report is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

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Overseas Securities Exchange
London Stock Exchange
Disclosed information can be found at http://www.londonstockexchange.com/
Singapore Exchange
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Table of Contents

I Report to Shareholders

1.1 Preface

In year 2012, global economy was affected by the ongoing impact of the European debt crisis. Besides recession shown in Eurozone and Japan, the economic recovery in the United States also went into slow pace in the second quarter of 2012. Meanwhile, economic growth rate in China indicates a downward trend. In Taiwan, economic indicator turned into blue lamp from Nov. 2011 for continuous ten months to Aug. 2012 indicating its economic slowdown. Moreover, the raised price for gasoline and electricity, and the imposing of security exchange income tax have both worsened this situation.

In regard to international politics, presidential elections of the United States, Japan, and South Korea, together with China's leadership rotation in 2012 have brought uncertainty to economic development. Furthermore, military conflicts in the Middle East endangered energy supply. The controversy over the sovereignty of the Diaoyu Islands made the regional economy unstable. Fortunately, in the second half of 2012, relevant countries have self-constrained and quantitative easing policy has been executed. These have helped Taiwan economy growth rate barely reached 1.26%, compared to 4.58%, the estimate of Taiwan Government.

For cement industry in Taiwan, the overall cement consumption declined to 12.03 million M.T. due to the impact from the Specifically Selected Goods and Services Tax Act to domestic construction industry while public works remains. According to a statistics conducted by the Taiwan Cement Manufacturers' Association, total cement production by the domestic firms was 15.79 million MT in 2012, which decreased 6.28% from previous year. Domestic sales amounted to 10.66 million MT, which decreased 2.05% from 2011. Export sales decreased 15.22% to 5.05 million MT, compared to 2011. In 2012, per capita consumption of cement in Taiwan decreased 2.82% from 531 KG to 516 KG. As a result, the cement industry in Taiwan still faced over capacity.

The 2012 sales of the Company was NT$ 11,758,818 thousand, increased 8.20% from 2011. The operating income was NT$ 253,385 thousand, better than the previous year. Fortunately, due to the outstanding performance of the affiliated companies, Asia Cement (China) Holdings Corp., Far Eastern New Century Corp., and U-Ming Marine Transport Corp., the Company recognized NT$ 5,751,813 thousand investment income from equity method. The total net profit after tax reached NT$ 6,235,192 thousand. The net profit rate after tax was 53%. The 8th meeting of the 24th Board of Directors proposed to distribute cash dividend NT$ 1.7 and stock dividend NT$ 0.2 per share.

1.2 Operating Performance of 2012

1. Production:

Item / Plant	Cement (MT)	Difference compared to 2011	%	Clinker (MT)	Difference compared to 2011	%
Hsinchu Plant	523,519	-457,814	-9.99	506,425	-516,514	-10.93
Hualien Plant	3,602,573			3,701,772		
Total	4,126,092			4,208,197		

＊Key Performance Indicator: Actual aggregate cement output amounted to 4,126,092MT. Compared to estimated output 4,367,000 MT, the achievement rate is 94.48%. Actual aggregate clinker output amounted to 4,208,197 MT. Compared to estimated output 4,326,000 MT, the achievement rate is 97.28%.

2. Sales

Unit: NT$1,000; MT

Volume & Value / Product	2012				Difference compared to 2011			
	Domestic Sales		Export Sales					
	Volume	Value	Volume	Value	Volume	%	Value	%
Cement & Clinker	3,284,907	7,280,121	1,920,333	3,430,643	-118,565	-2.23	816,671	8.25
slag powder	587,356	562,599	84,887	108,285	80,396	13.58	130,563	24.16
Total	3,872,263	7,842,720	2,005,220	3,538,928	-38,169	-0.65	947,234	9.08

＊Key Performance Indicator: Actual aggregate sales of cement and clinker amounted to 5,205,240 MT. Compared to the estimated sales 5,241,000 MT, achievement rate is 99.32%.

1.3 Business and Operating Results of Asia Cement in China

Seventeen years ago, Asia Cement Corporation pioneered all domestic rivals to invest in cement business in China with Taiwan Government’ s permission. On May 20, 2008, the subsidiary of the Company, Asia Cement (China) Holdings Corporation【ACC (China) thereafter】was listed on the Main Board of Hong Kong Exchanges and Clearing Limited. Currently, the investments of ACC (China) are mainly based alone the Yangtze River in Jiangxi, Sichuan, Hubei, Yangzhou and Shanghai areas. The overall operating strategies are deployed through Jiangxi Yadong Cement (Southeast China), Sichuan Yadong Cement (Southwest China), Hubei Yadong Cement (Middle China), and Yangzhou Yadong Cement (East China) as core production bases. Besides, in collaboration with Huanggang Yadong Cement, Wuhan Yaxin Cement, two grinding factories, six cement products companies, four transportation companies, five terminals, and eight sale offices, these constitute an efficient and solid network for production, transportation and sales. In the future, ACC (China) will continue expand capacity by self-built of new production line, merger & acquisition, or strategic cooperation. Through these approaches, ACC (China) will keep increasing its influence over different market segments.

In light of the continuing growth of China’s economic development, the cement consumption in China reached 2.181 billion MT in 2012, increasing 5.72% compared to 2.063 billion MT in 2011. For ACC (China), the aggregate output of clinker in 2012 amounted to 17.77 million MT, increasing 3.19% compared to 2011. The aggregate sales of cement, clinker, and slag powder in 2012 amounted to 24.75 million MT, increasing 3.08% from 2011. The 2012 net income after tax of ACC (China) reached NT$ 1,849,079 thousand for which the Company and its subsidiaries recognized NT$ 1,340,397thousand investment income.

1.4 Overview of the Company's Investments in China

1. Jiangxi Yadong Cement Co., Ltd

The company planed four-stage construction of four kilns, each with annual clinker capacity of 1.65 million MT. The four stage construction projects have been completed and begun to operate in July 2000, September 2003, July 2007, and May 2010 respectively. Currently, the annual output of clinker reaches 6.6 million MT which can produce 8 million MT cement. In addition, the waste heat recycling generators of the #1, #2, #3, and #4 kilns can produce 193 million KWH electricity annually. This substantially reduces electricity costs and minimizes the dependence on external power supply.

With the full support of the Jiangxi Province Government, the company plans to build 5th and 6th production line for cement and clinker which are expected to be completed in the third and fourth quarter in 2013. Upon the completion of each production line, the total production capacity can reach 11 million MT of clinker annually, which can produce 14 million MT cement. Jiangxi Yadong will become the largest cement plant in Jiangxi.

2. Sichuan Yadong Cement Co., Ltd

The company planed three-stage construction of three kilns with annual clinker capacity of 1.65 million MT respectively. The three stage construction projects have been completed and begun to operate in September 2006, December 2008, and March 2010. Currently, the annual output of clinker reaches 4.95 million MT which can produce 6 million MT cement. The three-stage construction and production goal has been achieved to serve the demand from Chengdu areas and the public works. In addition, the waste heat recycling generators of the #1, #2, and #3 kilns can produce 145 million KWH electricity annually. This substantially reduces electricity costs and minimizes the dependence on external power supply. The company is now planning to extend the long conveyor belt from the limestone mine directly to the plant.

3. Hubei Yadong Cement Co., Ltd

The company has two-stage construction plan of two kilns with annual clinker capacity of 1.65 million MT respectively. The two stage construction projects have been completed and begun to operate in March 2009 and Oct. 2010. The annual output of clinker is amounted to 3.3 million MT which can produce 4 million MT cement. In addition, the waste heat recycling generators of the #1 and #2 kilns can produce 105 million KWH electricity annually. This substantially reduces electricity costs and minimizes the dependence on external power supply. The company plans to build 3rd demonstrating cement production line for sludge treatment.

4. Huanggang Yadong Cement Co., Ltd

The company planned to construct one kiln. The construction has been completed and begun to operate in May 2010. The annual output of clinker amounts to 1.65 million MT which can produce 2 million MT cement. The company plans to build 2nd cement production line to reach economic scale.

5. Wuhan Yaxin Cement Co., Ltd

To enhance the market position and market share of the “Skyscraper” cement in Wuhan areas, Hubei Yadong Cement Co., Ltd acquired 70% shares of the Wuhan XinLingYun Engineering Co, Ltd. The annual output of cement amounts to 1.2 million MT.

6. Yangzhou Yadong Cement Co., Ltd

The grinding factory can produce 2.7 million MT cement annually to supply the market in Yangzhou area. Besides, the mixer station can produce ready-mixed concrete for the market.

7. Wuhan Yadong Cement Co., Ltd

The company can produce 1.7 million MT cement and 0.6 million MT slag powder annually to supply the market in Wuhan area.

8. Nanchang Yadong Cement Co., Ltd

The company can produce 0.6 million MT slag powder and 1.2 million MT slag cement annually to supply the market in Nanchang area.

1.5 Business Prospects for 2013

In the United States, two major political parties reached agreement of tax increases and spending cuts to temporarily lift the fiscal Cliff crisis. Its economic growth is expected to grow moderately this year. Under massive fiscal austerity measures, the economy in Germany, United Kingdom, and France will only grow slightly. The economic in Greece, Portugal, Spain, and Italy will decline or grow slightly. Besides, European debt crisis is difficult to solve in the short term. It will continue to affect the global economy and constitute a major risk.

In Japan, companies reduced capital spending because of weak export demand. Its domestic demand remains weak since the reconstruction needs for the 311 earthquake have been gradually reduced. The territorial disputes among Japan, China, and Taiwan also impact its bilateral trade and economic cooperation. Japan's new Prime Minister Abe advocated monetary easing and devaluation of the Japanese Yen to stimulate the economy. Its GDP growth rate, 3.5%, in the first quarter of 2013 is better than forecasts. But its subsequent effectiveness remains to be seen.

In China, its economic is still affected by the impact of the European debt crisis. China Government is expected to continue apply policies of steady growth, price control, and adjusting economic structure. And China Government will drive its economic growth through the expansion of domestic demand, accelerating reform and innovation, ensuring and improving people's livelihood. After the completion of China's leadership rotation, its political uncertainty has been eliminated. Although H7N9 disease outbreak in the first quarter and the earthquake happened in Sichuan province on April 20, these two factors had little impact on its overall economy.

Based on the above analysis and most problems is heading toward positively, the global economy will be able to restore to grow slowly.

For cement industry, according to the statistic conducted by International Monetary Fund (IMF), the Chinese economic growth rate will be 7.8%~8.5% in the next five years. Besides, the Twelfth Five-year plans of China brought many benefits for the cement industry, such as infrastructure improving, public housing, water facility, and urbanization. Moreover, China Government will continue to promote energy conservation, encourage mergers and acquisitions among large enterprises, implementing measures to eliminating backward cement production. These measures will slow down the growing of the cement supply and contribute to large-scaled production of cement. Furthermore, benefited from political stability, the approval of infrastructure constructions, and ample funds, the optimistic cement demand in 2013 is highly anticipated.

For global cement markets, the cement productions are expected to grow fast in emerging Asian countries, such as Indonesia, Philippines, Myanmar, Malaysia, and Thailand. The cement exports in India, Vietnam, and Korea will increase. Japanese domestic cement market will grow slightly. The cement markets in Western Europe remained in a downturn while exporting their overcapacity to Africa and Latin America. The cement market in the United States had recovered this year which is expected to import cement again in 2014.

In Taiwan, new Prime Minister, Yi Hua Jiang, is on board on February 18, 2013. He continues to push for pension reform and other reform measures to reduce government financial burden. Despite of much opposition, the ranking of Taiwan's global investment environment moved from 4th to 3rd place according to an assessment from an United States based business environment risk assessment company. Meanwhile, according the 2012 global competitiveness report published by World Economic Forum, the ranking for Taiwan competitiveness is 13th in 144 countries which is 4th in Asia/Pacific. In March 2013, the Asian Boao Forum published “2012 Asia Overall Competitiveness Ranking” in which Taiwan is ranked in the 3rd place. Furthermore, according the 2013 world competitiveness report conducted by Switzerland-based Institute of Management and Development in Lausanne, the overall ranking for Taiwan competitiveness is 11th in total 60 evaluated countries, in which Taiwan remains the 3rd place in Asia/Pacific.

For the outlook of Taiwan's cement industry, the amount of cement usage is expected to increase because of the recovered construction industry and government’s infrastructure projects, such as Suhua Highway improvement projects, power plants in Linkou and Tongxiao, Intercontinental Container Terminal of the Kaohsiung Port, the Circular Line of Taipei Metro system, Taichung Metro System, Hushan Reservoir, and I-Taiwan 12 Major Construction Projects.

For the rapidly changing market, the Company will apply its “Three Highs and One Low” strategy which stands for "high quality, high efficiency, high environmental protection, and low cost," along with its market leading position and competitiveness. The significant growth of the business performance of Asia Cement Corporation is highly expected.

1.6 Business goal for 2013

To fully sell out the estimated production volume has been the Company's persistent principle. Even the intense cement industries competition across the Taiwan Strait, the Company still exerts all strength to reach this goal. The Company has set the following goals for 2013: the Hsinchu Plant is expected to produce 540,000 MT cement and 500,000 MT clinker; the Hualien Plant is expected to produce 4,213,000 MT cement and 4,300,000 MT clinker. The total production volume of the Hsinchu and Hualien plant will achieve 4,753,000 MT cement and 4,800,000 MT clinker. The estimated sales of cement and clinker are 5,473,000 MT. The total production volume of ACC (China) will achieve 18.89 million MT clinker and 25.83 million MT cement. The estimated sale of cement is 25.26 million MT.

1.7 The Operating Performance in the First Quarter of 2013

Contributing from better sales in the first quarter of 2013, the consolidated operating income of the Company is NT$ 13,931,550 thousand, increasing 6% from NT$ 13,191,051 thousand in the same period of 2012. Although the Company enjoys better investment performance than 2012, the Company has inferior performance in cement business. Totally, the consolidated net income of the Company is NT$ 1,371,559 thousand, which was NT$1,545,476 thousand in the same period of 2012. Fortunately, the sale price of cement of ACC (China) has been raised and the 5th and 6th production line of Jiangxi Yadong Cement Co., Ltd will be completed in the second half of 2013. Consequently, with raising cement price and larger production volume, these will boost the profit performance of the Company.

＊References: Taiwan Institute of Economic Research, Council for Economic Planning And Development, the Directorate General of Budget, and "Taiwan Cement Industry Review".

II Company Profile

2.1 Date of Incorporation: March 21, 1957.
Paid-in Capital: NT$ 32,309,181,070.

Scope of Business:

01. C901030 Cement manufacturing
02. C901040 Ready-mixed concrete manufacturing
03. B601010 Quarrying
04. C901050 Cement and ready-mixed concrete products
05. C901990 Non-metallic mineral products
06. F111090 Whole sale of building materials
07. F211010 Retail sale of building materials
08. F401010 International trade
09. IZ06010 Tally and packing
10. A201010 Afforestation business
11. H701010 Developing, leasing, and selling residential and business buildings
12. H701020 Developing, leasing, and selling industrial factories
13. H703100 Real estate rental & leasing
14. H703090 Real estate sale & purchase
15. JE01010 Rental and leasing
16. G202010 Parking-lot business
17. G801010 Warehousing
18. I103060 Business management consultation services
19. J101040 Waste treatment

In addition to permitted scope of business, the Company can broaden its business not prohibited or restricted by laws.

2.2 Company History

Responding to the Taiwan government's second four-year economic development plan, Asia Cement Corporation (ACC) was founded on March 21, 1957 by Mr. Y.Z. Hsu and others. It built its first manufacturing plant in Hengshan Township, Hsinchu County. In 1973, in response to the government's call to develop eastern Taiwan, the Company established its second plant in Hsincheng Township, Hualien County. Asia Cement and its "Skyscraper" brand cement have always occupied the core position in Taiwan's cement business. For now, these two plants can produce 5 million tons of clinker annually.

The Company uses the most modern rotary kilns and introduced waste-heat recycling generators to transform waste heat and hot air into electricity. In addition, for lower cement transportation costs, Asia Cement established storage and transportation facilities in the Keelung, Taichung, Kaohsiung, and Hualien harbor. It also invested in the Group's U-Ming Marine Transport Co., Ltd., and began using U-Ming's bulk carriers to transport cement around Taiwan. The Company's "Three Highs and One Low" strategy, high quality, high efficiency, high environmental protection, and low cost, along with its management capability, have given the Company the competitive edge to efficiently face challenges in the market.

The Company believes that economic growth and environmental protection can be achieved in parallel. The Company not only deployed eco-friendly equipment, but also made it a priority to re-plant vegetation in the mining areas. Now, with abundant foliage, the plant has been transformed into a beautiful park. In addition to the first certification of ISO-14001

Environmental Management Systems in Taiwan, the Hualien plant received three "Environmental Protection Award" for three consecutive years, and thus was awarded a special honor in 1998. This has set the benchmark in Taiwan's cement industry, thus making Asia Cement a model business for both economic development and environmental protection.

Besides establishing its core business, it also diversified its investment by establishing Ya Tung Ready Mixed Concrete Co., Ltd. and Ya Li Precast & Prestressed Concrete Industries Ltd. Together with Far Eastern Construction Co., Ltd. and Far Eastern General Contractor Co., Inc., Asia Cement completed its vertical integration.

ACC's diversification strategic layout for the world not only includes the complete production and sales channels in Taiwan, it also has representative offices in Hong Kong and Singapore. Furthermore, it is also expanding into the world market, exporting cement to Southeast Asia, North America, Africa, and the Middle East Asia. Meanwhile, Asia Cement began to invest in China from 1994. Currently, with the production and sale bases in Jiangxi, Sichuan, Hubei, Yangzhou, and Shanghai, the total cement production capacity in China reaches 24 million tons. Asia Cement (China) Holdings Corporation has listed on the Main Board of the Hong Kong Stock Exchange in 2008. Asia Cement (China) Holdings Corporation will continue expand capacity through self-built of new production line or merger & acquisition.

In the future, Asia Cement will keep maintaining its deep roots in Taiwan and continue moving forward by expanding in China and worldwide.

Major events in recent 5 years are shown as the following table:

Year	**Major Events**
May 2008	The Jiangxi Yadong Cement Co. passed OHSMS 18000 Occupational Health and Safety Management System.
May 2008	Asia Cement (China) Holdings Corporation was listed on the Main Board of The Stock Exchange of Hong Kong Limited.
Jul. 2008	The grinding factory of YangZhou Yadong Cement Co. began operation.
Dec. 2008	The no.2 kiln of Sichuan Yadong Cement Co. began operation.
Dec. 2008	The Hualien Plant was awarded "First National ISO 14064 Greenhouse Gas Assessment" by the Bureau of Standards, Metrology and Inspection, MOEA.
Feb. 2009	Sichuan Yadong Cement Co. completed a 12.613 kilometer-long belt conveyor and began operation.
Feb. 2009	The waste heat recycling generators of no.2 kiln of Sichuan Yadong Cement Co. began operation.
Feb. 2009	The Hualien Plant was the first plant awarded "TOSHMS: 2007 Taiwan Occupational Safety and Health Management Systems" in cement industry.
Mar. 2009	The no.1 kiln of Hubei Yadong Cement Co. began operation.
Jul. 2009	The Hualien Plant was awarded "ISO 9001: 2008 International Quality Management System Standard" by the Bureau of Standards, Metrology and Inspection, MOEA.

Year	Major Events
Nov. 2009	The Hualien Plant was awarded “2009 Excellent Company for Voluntary Reduction of Greenhouse Gas Emissions” by the Industrial Development Bureau, MOEA.
Dec. 2009	The Hualien Plant was the first plant awarded “ISO 27001: 2005 Information security management systems” in building material industry.
Mar. 2010	The no.3 kiln of Sichuan Yadong Cement Co. began operation.
Apr. 2010	The waste heat recycling generators of no.3 kiln of Sichuan Yadong Cement Co. began operation.
May 2010	The no.1 kiln of Huanggang Yadong Cement Co. began operation.
May 2010	The no.4 kiln of Jiangxi Yadong Cement Co. began operation.
Jul. 2010	ACC (China) acquired 70% shares of Wuhan XinLinYun Engineering Co.
Oct. 2010	The no.2 kiln of Hubei Yadong Cement Co. began operation.
Feb. 2011	The Hualien Plant successfully developed "masonry cement", and was awarded the first CNS Mark for masonry cement in Taiwan.
Mar. 2011	The Hualien Plant was awarded “Excellent Company for Hiring Indigenous People” by Council of Indigenous People, Executive Yuan.
July, 2011	The Company received A+ ranking award in the 8th “Information Transparency and Disclosure Ranking System", Securities and Futures Institute.
Aug. 2011	The no.5 and no.6 kiln of Jiangxi Yadong Cement Co. began to construct.
Oct. 2011	Asia Cement received CNS Mark for Portland Cement (Type 1) since Sep. 22, 1961. Thus, the Company received "Special Honor for CNS Mark" for using CNS Mark more than 50 years.
Nov. 2011	The Hualien Plant was awarded “2011 Excellent Company for Voluntary Reduction of Greenhouse Gas Emissions” by the Industrial Development Bureau, MOEA.
July, 2012	The Company received A+ ranking award in the 9th “Information Transparency and Disclosure Ranking System", Securities and Futures Institute.

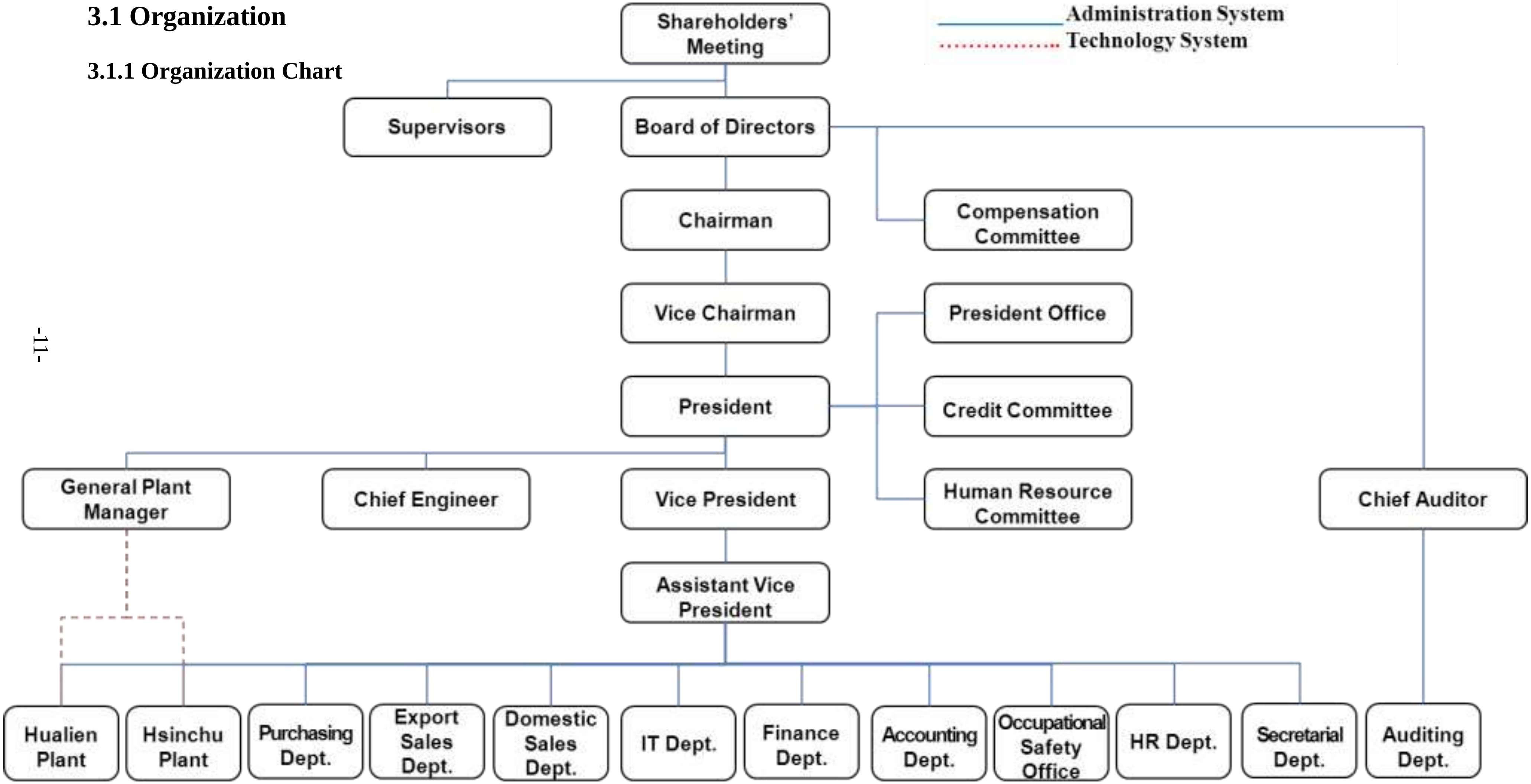
During the most recent fiscal year and the current fiscal year up to the date of printing of the annual report, there are no important events listed below impacting on the shareholders’ equity of the Company:

1. Mergers and acquisitions.
2. To restructure affiliate companies.
3. Large volume shares transferred or changed by directors, supervisors, or major shareholders who own more than 10% shareholding.
4. Changes in the Company’s management.
5. Significant changes in business modes or business scope.

III Corporate Governance Report

3.1 Organization

3.1.1 Organization Chart



3.1.2 Major Corporate Functions

Company Organization with Functions of Risk Management

Department	Primary Functions
Auditing Dept.	Directly report to the Board of Directors. Plan and revise internal control system, evaluating each department's operation and procedures in order to work out risk-management orientated annual auditing plan.
Compensation Committee	Prescribe and periodically review the performance and remuneration policy for directors, supervisors and managerial officers.
President Office	Assist ACC President to deal with daily affairs, plan operation strategies, and review the middle-term and long-term investment to reduce the risks resulting from improper decisions.
Credit Committee	Execute "Regulations for Managing Client's Credit" enacted by the Company and take charge of risk control of account receivable.
Human Resource Committee	Review and advice to modify the Company's organization structure, rules of personnel management, and other important human resource matters.
Secretarial Dept.	Handle the affairs of general services, secretary, legal affairs, public relations, etc. Reinforce legal sense of employees to decrease the risks of violating law.
HR Dept.	Plan and implement human resource policies to reduce relevant risks.
Occupational Safety Office	Responsible for occupational safety and health management, formulating policies and supervising related affairs to ensure safety of workers and reduce the risk and loss of occupational hazards.
Accounting Dept.	Handle all accounting matters including the costs, accounts, taxation to ensure management efficiency of the Company's operation, the reliability of financial report, and the adherence of related accounting regulations to reduce company operation risks.
Finance Dept.	Responsible for financial operation strategy, investment strategy, financial management, and dividend strategy, as well as investor relationship in order to minimize financial exposure, uphold financial opportunity and maximize shareholders' best interest.
IT Dept.	Cope with all affairs relating to information operation system, office automation, internal and external website applications and information security to the needs of operation, management and strategy to prevent the risk of information security and its efficiency.
Domestic Sales Dept.	Plan and implement domestic marketing strategy, credit customers, and identify market trends to achieve business goals and reduce relevant risks.
Export Sales Dept.	Plan and implement oversea marketing strategy, credit customers, and identify market trends to achieve business goals and reduce relevant risks.
Purchasing Dept.	Handle all purchasing and contract issuing matters, setting up hedging mechanism to cope with changes in raw materials prices and shortage of raw materials supply.
Hsinchu Plant	Take charge of R&D, production technology, quality control, planning production policies in collaboration with sales strategies to reduce production risks.
Hualien Plant	Take charge of R&D, production technology, quality control, planning production policies in collaboration with sales strategies to reduce production risks.

3.2 Directors, Supervisors and Management Team

3.2.1 Directors and Supervisors

April 30, 2013

Title	Name	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Experience (Education)	Other Title	Executives, Directors or Supervisors who are spouses or within two degrees of kinship		
					Shares	%	Shares	%	Shares	%			Title	Name	Relation
Chairman	Douglas Tong Hsu	2011.06.22	3	1975.04.28	21,296,793	0.69%	22,374,409	0.69%	7,808,855	0.24%	Master, Columbia University	Chairman, Far Eastern New Century Corp.	Director Director	Connie Hsu Peter Hsu	Sibling Sibling
Director	T.H. Chang	2011.06.22	3	1981.04.24	420,250 *686,631,697	0.01% *22.33%	441,514 *721,368,055	0.01% *22.33%	58,514	0.00%	President, Asia Cement Corp.	Vice Chairman, Asia Cement (China) Holdings Corp.	-	-	-
Director	Johnny Shih	2011.06.22	3	1984.04.25	735,329 *686,631,697	0.02% *22.33%	772,536 *721,368,055	0.02% *22.33%	8,519,795	0.26%	Master, Columbia University	Vice Chairman, Far Eastern New Century Corp.	-	-	-
Director	H.S. Ying	2011.06.22	3	1969.04.30	9,797,272 *12,098,637	0.32% *0.39%	10,293,013 *12,710,827	0.32% *0.39%	0	0	Chairman, Yu Yuan Investment Co., Ltd	Chairman, X.Z. Ying-Chai Memorial Foundation	-	-	-
Director	C.V. Chen	2011.06.22	3	1987.04.16	309,623 *686,631,697	0.01% *22.33%	325,289 *721,368,055	0.01% *22.33%	0	0	Ph.D., Harvard University	Managing Partner, Lee and Li Attorneys-At-Law	-	-	-
Director	Peter Hsu	2011.06.22	3	2002.06.07	8,878,249 *3,636,145	0.29% *0.12%	13,049,387 *4,098,233	0.40% *0.13%	229,163	0.01%	Master, Stanford University & UCLA	Vice Chairman, Far Eastern New Century Corp.	Chairman Director	Douglas Tong Hsu Connie Hsu	Sibling Sibling
Director	Connie Hsu	2011.06.22	3	1990.04.12	13,050,465 *4,425,656	0.42% *0.14%	13,710,818 *4,649,594	0.42% *0.14%	0	0	Bachelor, California State University	Director, Oriental Institute of Technology	Chairman Director	Douglas Tong Hsu Peter Hsu	Sibling Sibling
Director	Chin-Der Ou	2011.06.22	3	2005.06.09	0 *686,631,697	0 *22.33%	0 *721,368,055	0 *22.33%	0	0	PhD., Case Western Reserve University	Chairman, THSRC	-	-	-
Director	Kao Chao Lee	2011.06.22	3	2005.06.09	0 *14,546,234	0 *0.47%	0 *15,282,272	0 0.47%	0	0	Master, Vandenberg University	Consultant, CEPD	-	-	-
Director	K.Y. Lee	2011.06.22	3	2005.06.09	2,160,533 *1,733,817	0.07% *0.06%	2,269,855 *1,821,547	0.07% *0.06%	0	0	Chairman, Ya Tung Ready-Mixed Concrete Co., Ltd	President, Asia Cement Corp.; Director, U-Ming Marine Transport Corp.	-	-	-

Director	Sheng-cheng Hu	2011.06.22	3	2011.06.22	0 *1,427,271	0 *0.05%	0 *1,499,490	0 *0.05%	0	0	Ph.D., University of Rochester	Academician, Institute of Economics, Academia Sinica	-	-	-
Director	Ruey Long Chen	2011.06.22	3	2011.06.22	0 *14,546,234	0 *0.47%	0 *15,282,272	0 0.47%	0	0	Bachelor, National Chung Hsing University	Chairman, Sinocon Foundation	-	-	-
Director	C.K. Chang	2011.06.22	3	2011.06.22	10,868 *3,636,145	0.00% *0.12%	11,417 *4,098,233	0.00% *0.13%	5,150	0.00%	Taipei Institute of Technology	President, Jiangxi Yadong Cement Corp.	-	-	-
Supervisor	S.Y. Wang	2011.06.22	3	1993.05.07	141,660 *166,111,116	0.00% *5.40%	148,827 *174,516,338	0.00% *5.40%	0	0	Bachelor, National Chung Hsing University	Chief Senior Executive Vice President, Far Eastern New Century Corp.	-	-	-
Supervisor	Champion Lee	2011.06.22	3	2002.06.07	0 *166,111,116	0 *5.40%	0 *174,516,338	0 *5.40%	0	0	Master, Texas A&I University	Consultant, Far Eastern New Century Corp.	-	-	-
Supervisor	L.T. Chang	2011.06.22	3	1999.05.14	0 *3,521,789	0 *0.11%	0 *3,699,990	0 *0.11%	0	0	Bachelor, Chung-Yuan Christian University	Chairman, Far Eastern Industries (Shanghai) Ltd..	-	-	-
Supervisor	T.Y. Tung	2011.06.22	3	2002.06.07	3,672,212 *3,521,789	0.12% *0.11%	*2,080,433 *3,699,990	0.06% *0.11%	0	0	Ph.D., Stanford University	Vice Chairman, Elite Material Co., Ltd	-	-	-
Supervisor	K.T. Li	2011.06.22	3	1978.04.21	588,208 *1,377,425	0.02% *0.04%	617,971 *1,447,122	0.02% *0.04%	0	0	Master, New York University	Chief Counselor, Lee and Li Attorneys-At-Law	-	-	-

Note 1: Information on Directors and Supervisors that are Representatives of Institutional Investors:

Representatives of Far Eastern New Century Corp.:	Director T.H. Chang, Johnny Shih, C.V. Chen, Chin-Der Ou
Representative of X.Z. Ying-Chai Memorial Foundation:	Director H.S. Ying
Representatives of Far Eastern Y.Z. Hsu Science and Technology Memorial Foundation:	Director Peter Hsu, C.K. Chang
Representative of Huey Kang Investment Corp.:	Director Connie Hsu
Representatives of Oriental Union Chemical Corp.:	Director Kao Chao Lee, Ruey Long Chen
Representative of Yue Ding Industry Co., Ltd.:	Director K.Y. Lee
Representative of Ta Chu Chemical Fiber Co., Ltd:	Director Sheng-cheng Hu
Representatives of Far Eastern Medical Foundation:	Supervisor S.Y. Wang, Champion Lee
Representatives of Bai-Yang Investment Holdings Corp.:	Supervisor L.T. Chang, T.Y. Tung
Representative of U-Ming Corp.:	Supervisor K.T. Li

Note 2: “*” indicates the number of shares held by Institutional Investors respectively represented by directors and supervisors listed above.

Note 3: There is no ACC director or supervisor holding shares in the name of other person.

3.2.2 Major Shareholders of the Institutional Shareholders

Name of Institutional Shareholder	Major Shareholder of the Institutional Shareholders	%
Far Eastern New Century Corporation	Asia Cement Corporation	23.77
	Oriental Institute of Technology	4.81
	Far Eastern Medical Foundation	3.60
	Far Eastern Memory Foundation	2.99
	Yuan-Ze University	2.74
	Chunghwa Post Co., Ltd.	2.22
	Central Bank funds of Saudi Arabia at the discretionary account of Morgan Stanley Asset Management and in custody of JP Morgan Chase Bank	2.08
	Shin Kong Life Insurance Co., Ltd.	1.77
	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	1.53
	Der Ching Investment Corp.	1.44
Ta Chu Chemical Fiber Co.,Ltd.	Yuan Ding Investment Company	41.86
	Yue Ding Industry Co., Ltd.	38.76
	Yue-Lee Investment Company	19.38
Yue Ding Industry Co.,Ltd.	Fu Da Transportation Co., Ltd.	26.95
	Yue-Tung Investment Corp.	25.36
	An Ho Garment Co., Ltd.	15.66
	Ding Yuan International Investment Corp.	13.20
	Ton Fu Investment Corp.	4.61
	Ta Chu Chemical Fiber Co., Ltd.	3.89
	Ya Li Precast Prestressed Concrete Industries Corp.	3.89
	Yuan Ding Co., Ltd.	2.59
	Bai Ding Investment Co., Ltd.	2.31
	Yu Ming Co., Ltd.	1.53
Huey Kang Investment Corp.	Connie Hsu	50.58
	H.G.Yang	24.71
	H.M.Yang	24.71
Oriental Union Chemical Corporation	Far Eastern New Century Corporation	9.17
	Yuan Ding Investment Company	8.23
	Asia Cement Corporation	7.20
	Nan Shan Life Insurance Co. , Ltd.	4.36
	Yu Yuan Investment Co., Ltd	3.75
	Yuan Tong Investment Co., Ltd	3.59
	Kai Yuan International Investment Co., Ltd.	2.92
	Cathay Life Insurance Co., Ltd.	2.09
	Chunghwa Post Co., Ltd.	2.02
	Ding Yuan International Investment Co., Ltd.	1.83
Bai Yang Investment Corp.	Far Eastern Department Stores Co., Ltd.	100.0
U-Ming Corp.	Far Eastern Department Stores Co., Ltd.	100.0

3.2.3 Major Shareholders of the Major Shareholders That Are Juridical Persons

Name of Juridical Persons	Major Shareholder of the Juridical Persons	%
Asia Cement Corporation	Far Eastern New Century Corporation	22.33
	Far Eastern Medical Foundation	5.40
	Fubon Life Insurance Co., Ltd.	3.28
	Yu Yuan Investment Co., Ltd	3.10
	Cathay Life Insurance Co., Ltd.	2.33
	Far Eastern Department Stores Co., Ltd.	1.81
	Labor Insurance Fund	1.43
	Yuan-Ze University	1.41
	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	1.41
	Shin Kong Life Insurance Co., Ltd.	1.35
Chunghwa Post Co., Ltd.	Ministry Of Transportation And Communications R.O.C.	100.0
Shin Kong Life Insurance Co. , Ltd.	Shin Kong Financial Holding Co; Ltd	100.0
Der Ching Investment Corp.	Asia Cement Corporation	99.99
Yuan Ding Investment Company	Far Eastern New Century Corporation	99.40
	An Ho Garment Co.,Ltd.	0.30
Yue Ding Industry Co.,Ltd.	Fu Da Transportation Co., Ltd.	26.95
	Yue-Tung Investment Corp.	25.36
	An Ho Garment Co., Ltd.	15.66
	Ding Yuan International Investment Corp.	13.20
	Ton Fu Investment Corp.	4.61
	Ta Chu Chemical Fiber Co., Ltd.	3.89
	Ya Li Precast Prestressed Concrete Industries Corp.	3.89
	Yuan Ding Co., Ltd.	2.59
	Bai Ding Investment Co., Ltd.	2.31
	Yu Ming Trading Corp.	1.53
Yue-Lee Investment Company	U-Ming Marine Transport Corp.	68.18
	U-Ming Marine Transport (Singapore) Private Ltd.	31.82
Fu Da Transportation Co., Ltd.	Fu Ming Transportation Co., Ltd.	99.90
Yue-Tung Investment Corp.	U-Ming Marine Transport Corp.	73.54
	U-Ming Marine Transport (Singapore) Private Ltd.	26.46
An Ho Garment Co., Ltd.	Far Eastern New Century Corporation	100.0
Ding Yuan International Investment Corp.	Far Eastern New Century Corporation	100.0
Ton Fu Investment Corp.	Oriental Union Chemical Corp.	100.0

Name of Juridical Persons	Major Shareholder of the Juridical Persons	%
Ta Chu Chemical Fiber Co., Ltd.	Yuan Ding Investment Company	41.86
	Yue Ding Industry Co., Ltd.	38.76
	Yue-Lee Investment Company	19.38
Ya Li Precast Prestressed Concrete Industries Corp.	Asia Cement Corporation	83.81
	Far-Eastern Construction Engineering Co.,Ltd.	16.03
Yuan Ding Co.,Ltd.	Far Eastern New Century Corporation	37.13
	Asia Cement Corporation	35.50
	Der Ching Investment Corp.	14.50
	Yuan Ding Investment Company	12.86
	Yu Ming Trading Corp.	0.003
	Far Eastern Department Stores Co., Ltd.	0.001
Bai Ding Investment Corp.	Far Eastern Department Stores Co., Ltd.	66.66
	Bai Yang Investment Corp.	33.34
Yu Ming Trading Corp.	Bai Ding Investment Co., Ltd	47.00
	Yuan Ding Investment Company	45.50
	Yue Ding Industry Co., Ltd.	5.00
	Yuan Ding Co., Ltd.	1.00
	Ding & Ding Management Consultants Co., Ltd	1.00
	Yuan Ding Leasing Corp.	0.50
Far Eastern New Century Corporation	Asia Cement Corporation	23.77
	Oriental Institute of Technology	4.81
	Far Eastern Medical Foundation	3.60
	Far Eastern Memory Foundation	2.99
	Yuan-Ze University	2.74
	Chunghwa Post Co., Ltd.	2.22
	Central Bank funds of Saudi Arabia at the discretionary account of Morgan Stanley Asset Management and in custody of JP Morgan Chase Bank	2.08
	Shin Kong Life Insurance Co., Ltd.	1.77
	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	1.53
	Der Ching Investment Corp.	1.44
Nan Shan Life Insurance Co. , Ltd.	First Commercial Bank Trustee Account For Representative of Ruen Chen Investment Holding Co., Ltd.	83.11
	Ruen Chen Investment Holding Co., Ltd.	7.55
	Y. T. Du	3.25
	Taishin International Bank Trustee Account For Nan Shan Life Insurance Co., Ltd.	2.07
	Ruen Hua Dyeing & Weaving Co.,Ltd.	0.28
	Ruentex Leasing Co., Ltd.	0.15
	Chi-Pin Investment Company	0.11
	Boon-Teik Koay	0.11

Name of Juridical Persons	Major Shareholder of the Juridical Persons	%
Yu Yuan Investment Co., Ltd	Asia Cement Corporation	29.92
	Yuan Ding Co., Ltd.	25.02
	Yuan Ding Investment Company	18.96
	U-Ming Marine Transport Corp.	17.66
	Ding Shen Investment Co., Ltd	6.50
	Yuan Tong Investment Co., Ltd	1.84
	Yue Ding Industry Co., Ltd.	0.10
Yuan Tong Investment Co., Ltd	Far Eastern New Century Corporation	100.0
Kai Yuan International Investment Co., Ltd.	Far Eastern New Century Corporation	100.0
Cathay Life Insurance Co. , Ltd.	Cathay Financial Holding Co., Ltd.,	100.0
Far Eastern Department Stores Co.,Ltd.	Far Eastern New Century Corporation	16.80
	Asia Cement Corporation	5.56
	Yuan-Ze University	4.68
	Nan Shan Life Insurance Co. , Ltd.	2.79
	Yuan Tong Investment Co., Ltd	2.46
	The committee of Employee Pension Fund of Far Eastern Department Stores Co., Ltd.	2.19
	Yu Yuan Investment Co., Ltd	2.02
	Fubon Life Insurance Co., Ltd.	1.73
	Kai Yuan International Investment Co., Ltd.	1.44
	Labor Pension Fund Committee of Far Eastern New Century Corporation	1.28

3.2.4 Professional Qualifications and Independence Analysis of Directors and Supervisors

Criteria / Name	Meet One of the Following Professional Qualification Requirements, Together with at Least Five Years Work Experience: An Instructor or Higher Position in a Department of Commerce, Law, Finance, Accounting, or Other Academic Department Related to the Business Needs of the Company in a Public or Private Junior College, College or University	A Judge, Public Prosecutor, Attorney, Certified Public Accountant, or Other Professional or Technical Specialist Who has Passed a National Examination and been Awarded a Certificate in a Profession Necessary for the Business of the Company	Have Work Experience in the Areas of Commerce, Law, Finance, or Accounting, or Otherwise Necessary for the Business of the Company	Independence Criteria(Note) 1	2	3	4	5	6	7	8	9	10	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Independent Director
Douglas Tong Hsu			V			V				V		V	V	0
T.H. Chang			V			V	V			V	V	V		0
Johnny Shih			V			V	V			V	V	V		0
H.S. Ying			V	V		V	V	V	V	V	V	V		0
C.V. Chen	V	V	V	V		V	V	V	V		V	V		0
Peter Hsu			V			V				V		V		0
Connie Hsu			V	V		V		V	V	V		V		0
Chin-Der Ou	V	V	V	V		V	V	V	V	V	V	V		0
Kao Chao Lee	V	V	V	V		V	V	V	V	V	V	V		0
K.Y. Lee			V			V	V	V		V	V	V		0
Sheng-cheng Hu	V	V	V	V		V	V	V	V	V	V	V		0
Ruey Long Chen		V	V	V		V	V	V	V	V	V	V		0
C.K. Chang			V			V	V	V		V	V	V		0
S.Y. Wang			V			V	V			V	V	V		0
Champion Lee			V			V	V		V	V	V	V		0
L.T. Chang			V			V	V	V	V	V	V	V		0
T.Y. Tung			V	V		V	V	V	V	V	V	V		0
K.T. Li	V	V	V	V		V	V		V		V	V		0

Note: Please tick the corresponding boxes if directors or supervisors have been any of the following during the two years prior to being elected or during the term of office.

1. Not an employee of the Company or any of its affiliates.
2. Not a director or supervisor of the Company or any of its affiliates. The same does not apply, however, in cases where the person is an independent director

of the Company, its parent company, or any subsidiary in which the Company holds, directly or indirectly, more than 50% of the voting shares.
3. Not a natural-person shareholder who holds shares, together with those held by the person’s spouse, minor children, or held by the person under others’ names, in an aggregate amount of 1% or more of the total number of outstanding shares of the Company or ranking in the top 10 in holdings.
4. Not a spouse, relative within the second degree of kinship, or lineal relative within the fifth degree of kinship, of any of the persons in the preceding three subparagraphs.
5. Not a director, supervisor, or employee of a corporate shareholder that directly holds 5% or more of the total number of outstanding shares of the Company or that holds shares ranking in the top five in holdings.
6. Not a director, supervisor, officer, or shareholder holding 5% or more of the share, of a specified company or institution that has a financial or business relationship with the Company.
7. Not a professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides commercial, legal, financial, accounting services or consultation to the Company or to any affiliate of the Company, or a spouse thereof.
8. Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Company.
9. Not been a person of any conditions defined in Article 30 of the Company Act.
10. Not a governmental, juridical person or its representative as defined in Article 27 of the Company Act.

* The Company has no independent director.

3.2.5 Management Team

As of Apr. 30, 2013

Title	Name	Effective Date	Shareholding		Spouse & Minor Shareholding		Experience(Education)	Other Title
			Shares	%	Shares	%		
President	K.Y. Lee	2000.08.01	2,269,855	0.0703	0	0	Chairman of Ya Tung Ready-Mixed Concrete Co., LTD	Director, U-Ming Marine Transport Corp.
Chief Executive Vice President	Y.F. Chang	2000.08.01	781	0.0000	0	0	Bachelor degree in Chemical, Tunghai University	Director, China Hi-Ment Corporation
Executive Vice President	R.H. Shao	2000.08.01	73,637	0.0023	2,349	0.0001	Bachelor degree in Accounting, Soochow University	Supervisor, U-Ming Marine Transport Corp.
Chief Auditor	Y.M. Shih	2007.07.25	0	0.0000	2,274	0.0001	Bachelor degree in Accounting, Soochow University	Supervisor, Ya Li Transportation Co. Ltd.
Vice President	Doris Wu	2007.07.25	0	0.0000	0	0	Bachelor degree in Accounting, California State University	Director, Yu Yuan Investment Co., Ltd
Vice President	C.M. Chen	2007.07.01	38,256	0.0012	65,933	0.0020	Bachelor degree in International Trade, Tamkang University	Director, Nan Hwa Cement Corp.

Title	Name	Effective Date	Shareholding		Spouse & Minor Shareholding		Experience(Education)	Other Title
			Shares	%	Shares	%		
Vice President	W.K. Chou	2007.07.01	4,770	0.0001	0	0	Bachelor degree in Law, Soochow University	Supervisor, Pan Asia Corporation
General Plant Manager	Z.P. Chang	2009.07.01	32,680	0.0010	51,508	0.0016	Bachelor degree in Electrical Engineering, National Taiwan University	Supervisor, U-Ming Marine Transport Corp
Manager of the Hsinchu Plant	Z.F. Lin	2003.05.01	8,505	0.0003	0	0	Bachelor degree in Mechanical Engineering, National Taipei Institute of Technology	Director, Nan Hwa Cement Corp.
Assistant Vice President	C.P. Sue	2008.11.01	61	0.0000	0	0	Bachelor degree in Marine Engineering, National Taiwan Ocean University	Director, Asia Cement (Singapore) Pte. Ltd.
Assistant Vice President	T.L. Yu	2009.09.01	36	0.0000	94	0.0000	Bachelor degree in Business Administration, University of the Philippines	Director, Yu Yuan Investment Co., Ltd
Manager of Accounting Dept.	W.H. Yeh	2007.07.25	0	0.0000	0	0	Bachelor degree in Accounting, Soochow University	Supervisor, Nan Hwa Cement Corp.
Manager of Domestic Sales Dept.	M.C. Cheng	2008.11.01	0	0.0000	0	0	Bachelor degree in Business Administration, Feng Chia University	Director, Ya Li Transport Corp.
Manager of Secretarial Dept.	Manfred Wang	2012.10.01	0	0.0000	0	0	Bachelor degree in Law, Soochow University	Director, Fu Shan Mineral Stone Co., Ltd.
Special Assistant of President Office	T.M. Chen	2011.01.01	141,550	0.0044	0	0	Bachelor degree in sociology, National Taiwan University	Director, Yu Yuan Investment Co., Ltd

＊There is no manager holding shares in the name of any other person.
＊Managers are spouse or within second- degree of consanguinity to each other: None.

3.2.6 Remuneration of Directors, Supervisors, President, and Vice Presidents

1. Remuneration of Directors

Unit: NT $ 1,000

Title	Name	Remuneration of Directors: Remuneration(A) ACC	Remuneration(A) All companies*	severance pay(B) ACC	severance pay(B) All companies*	Directors Remuneration from Distributable Earnings(C) ACC	Directors Remuneration from Distributable Earnings(C) All companies*	Expense(D) ACC	Expense(D) All companies*	Total Amount (A+B+C+D)/Net Income ACC	Total Amount (A+B+C+D)/Net Income All companies*	Remuneration paid as the status of employee: Salary, Reward, and Expense etc.(E) ACC	Salary, Reward, and Expense etc.(E) All companies*	Severance pay(F) ACC	Severance pay(F) All companies*	Employees bonus from Distributable Earnings(G) ACC Cash Bonus	Employees bonus from Distributable Earnings(G) All companies* Cash Bonus	Total Amount (A+B+C+D+E +F+G)/Net Income ACC	Total Amount (A+B+C+D+E +F+G)/Net Income All companies*	Compensation paid to directors from an invested company other than the company's subsidiary
Chairman Director Director Director Director Director Director Director Director Director Director Director Director	Douglas Tong Hsu Far Eastern New Century Corp. Representatives: T.H. Chang Johnny Shih C.V. Chen Chin-Der Ou X.Z.Ying-Chai Memorial Foundation Representative: H.S. Ying Yue Ding Industry Co., Ltd. Representative: K.Y. Lee Far Eastern Y.Z. Hsu Science and Technology Memorial Foundation Representatives: Peter Hsu C.K. Chang Ta Chu Chemical Fiber Co.,Ltd Representative: Sheng-cheng Hu Huey Kang Investment Corp. Representative: Connie Hsu Oriental Union Chemical Corp. Representatives: Kao Chao Lee Ruey Long Chen	10,247	14,315	0	0	154,974	157,718	1,128	6,416	2.668%	2.572%	9,249	14,525	216	216	4,830	6,454	2.897%	2.878%	207,350

＊Please refer to Consolidated Operational Report for the list of All Companies.

＊Pensions funded according to applicable laws.

＊No stock bonus have been distributed from ACC and all companies listed in consolidated operational report.

＊No employee stock option have been issued from ACC and all companies listed in consolidated operational report.
＊Director T.H. Chang is assigned one vehicle. The monthly rental is NT$ 79,500, and the annual remuneration of the driver is about NT$ 700,000.
＊Director and President K.Y. Lee is assigned one vehicle. The monthly rental is NT$ 58,400, and the annual remuneration of driver is about NT$ 700,000.
＊Within recent two fiscal years, all ACC directors' remuneration accounted for 2.326%(for 2011) and 2.897%(for 2012) of ACC net income. Total directors' remuneration paid by all companies listed in consolidated operational report accounted for 2.053% (for 2011) and 2.878% (for 2012) of net income received from those companies.

Classification of Remuneration Paid to ACC Directors	Name of Directors			
	A+B+C+D (Please refer to listed information above)		A+B+C+D+E+F+G (Please refer to listed information above)	
	ACC	All companies listed in Consolidated Operational Report	ACC	All companies listed in Consolidated Operational Report
Under NT$2,000,000	C.V. Chen, Chin-Der Ou, H.S. Ying, Connie Hsu, Kao Chao Lee, Sheng-cheng Hu, Ruey Long Chen, C.K. Chang	C.V. Chen, Chin-Der Ou, H.S. Ying, Connie Hsu, Kao Chao Lee, Sheng-cheng Hu, Ruey Long Chen	C.V. Chen, Chin-Der Ou, H.S. Ying, Connie Hsu, Kao Chao Lee, Sheng-cheng Hu, Ruey Long Chen, C.K. Chang	C.V. Chen, Chin-Der Ou, H.S. Ying, Connie Hsu, Kao Chao Lee, Sheng-cheng Hu, Ruey Long Chen
NT$2,000,000～NT$5,000,000	-	C.K. Chang	-	-
NT$5,000,000～NT$10,000,000	K.Y. Lee, Peter Hsu	Peter Hsu	Peter Hsu	C.K. Chang
NT$10,000,000～NT$15,000,000	T.H. Chang, Johnny Shih,	Johnny Shih, K.Y. Lee	Johnny Shih	-
NT$15,000,000～NT$30,000,000	Douglas Tong Hsu	Douglas Tong Hsu, T.H. Chang	Douglas Tong Hsu, T.H. Chang, K.Y. Lee	T.H. Chang, K.Y. Lee
NT$30,000,000～NT$50,000,000	-	-	-	-
NT$50,000,000～NT$100,000,000	-	-	-	Johnny Shih, Peter Hsu
Over NT$100,000,000	-	-	-	Douglas Tong Hsu
Total	13	13	13	13

＊The remuneration of directors is paid in consideration of the Company's operating performance and individual contribution.
＊The salaries of executive directors have reference to the payment of employees and industry standards.
＊The remuneration for directors and supervisors is 3% of the proposed profit distribution.
＊These principles has been recognized by all directors.
＊The Compensation Committee has approved current remuneration system for directors and Supervisors.

2. Remuneration of Supervisors

Unit: NT $ 1,000

Title	Name	Remuneration of Supervisors						Total Amount (A+B+C)/Net Income		Compensation paid to supervisors from an invested company other than the company's subsidiary
		Remuneration(A)		Supervisors Remuneration from Distributable Earnings(B)		Expense(C)				
		ACC	All companies*	ACC	All companies*	ACC	All companies*	ACC	All companies*	
Supervisor	Far Eastern Medical Foundation Representatives: S.Y. Wang and Champion Lee	0	0	43,050	43,050	408	408	0.697%	0.626%	40,768
Supervisor	Bai-Yang Investment Holdings Corp. Representatives: L.T. Chang and T.Y. Tung									
Supervisor	U-Ming Corp. Representative: K.T. Li									

＊Please refer to Consolidated Operational Report for the list of All Companies.

＊There is no supervisor receiving salary and other services paid by ACC and all companies listed in consolidated operational report.

＊Within recent two fiscal years, all supervisors' remuneration, which are mainly transportation allowance and remuneration from distributable earnings, accounted for 0.591%(for 2011) and 0.697% (for 2012) of ACC net income; Total supervisors' remuneration paid by all companies listed in consolidated operational report accounted for 0.484% (for 2011) and 0.626% (for 2012) of net income received from those companies.

Classification of Remuneration Paid to ACC Supervisors	Name of Supervisors	
	A+B+C (Please refer to listed information above)	
	ACC	All companies listed in Consolidated Operational Report
Under NT$2,000,000	S.Y. Wang, Champion Lee, L.T. Chang, K.T. Li	L.T. Chang
NT$2,000,000～NT$5,000,000	-	K.T. Li
NT$5,000,000～NT$10,000,000	T.Y. Tung	T.Y. Tung
NT$10,000,000～NT$15,000,000	-	-
NT$15,000,000～NT$30,000,000	-	S.Y. Wang, Champion Lee
NT$30,000,000～NT$50,000,000	-	-
Total	5	5

＊The remuneration of supervisors is paid in consideration of the Company's operating performance and individual contribution.

＊The remuneration for Directors and Supervisors is 3% of the proposed profit distribution.

＊These principles have been recognized by all supervisors.

＊The Compensation Committee has approved current remuneration system for Directors and Supervisors.

3. Remuneration of President and Vice Presidents

Unit: NT $

Title	Name	Salary(A)		Severance pay(B)		Reward and Expense etc. (C)		Employees bonus from Distributable Earnings (D)		Total Amount (A+B+C+D)/Net Income		Compensation paid to the president and vice president from an invested company other than the company's subsidiary
		ACC	All companies*	ACC	All companies*	ACC	All companies*	ACC Cash Bonus	All companies* Cash Bonus	ACC	All companies*	
President	K.Y. Lee	21,446	23,206	864	864	6,086	6,407	13,187	13,187	0.667%	0.629%	2,371
Chief Executive Vice President	Y.F. Chang											
Executive Vice President	R.H. Shao											
Chief Auditor	Y.M. Shih											
Vice President	Doris Wu											
Vice President	C.M. Chen											
Vice President	W.K. Chou											
General Plant Manager	Z.P. Chang											

＊Please refer to Consolidated Operational Report for the list of All Companies.
＊Pensions funded according to applicable law.
＊No stock bonus, warrant, or restricted stock. awards for employees has been distributed from ACC and all companies listed in consolidated operational report.
＊The chief executive vice president of the Company, Y.F. Chang is assigned one vehicle. The monthly rental is NT $ 12,400.
＊Within recent two fiscal years, total remuneration of the President and Vice Presidents accounted for 0.434% (for 2011) and 0.667% (for 2012) of ACC net income. Total amount of President and Vice Presidents' remuneration paid by all companies listed in consolidated operational report accounted for 0.389% (for 2011) and 0.629% (for 2012) of net income received from those companies.

Unit: NT $

Classification of Remuneration Paid to ACC President and Vice Presidents	Name of President and Vice Presidents	
	ACC	All companies listed in Consolidated Operational Report
Under NT$2,000,000	-	-
NT$2,000,000～NT$5,000,000	Y.M. Shih, C.M. Chen, W.K. Chou	-
NT$5,000,000～NT$10,000,000	K.Y. Lee , Y.F. Chang, R.H. Shao, Doris Wu, Z.P. Chang	K.Y. Lee , Y.F. Chang, R.H. Shao , Y.M. Shih, Doris Wu, C.M. Chen, W.K. Chou, Z.P. Chang
Total	8	8

＊The remuneration of President and Vice Presidents is divided into two parts:
1. Monthly salary based on fixed salary rank.
2. Based on ACC's bonus system, bonus and compensation are distributed mainly in consideration of the Company's operating performance and individual annual performance.

＊The Compensation Committee has approved current remuneration system for the President and Vice Presidents.

4. Employees Bonus of Management Team

Unit: NT $ 1,000

	Title	Name	Stock Bonus	Cash Bonus	Total Amount	Total Amount/Net Income
	President	K.Y. Lee				
	Chief Executive Vice President	Y.F. Chang				
	Executive Vice President	R.H. Shao				
	Chief Auditor	Y.M. Shih				
	Vice President	Doris Wu				
	Vice President	C.M. Chen				
	Vice President	W.K. Chou				
Executive Officers	General Plant Manager	Z.P. Chang	0	21,029	21,029	0.337%
	Manager of the Hsinchu Plant	Z.F. Lin				
	Assistant Vice President	C.P. Sue				
	Assistant Vice President	T.L. Yu				
	Manager of Accounting Dept.	W.H. Yeh				
	Manager of Domestic Sales Dept.	M.C. Cheng				
	Manager of Secretarial Dept.	Manfred Wang				
	Special Assistant of President Office	T.M. Chen				

* The proposed amounts of 2012 managers bonus needs to be approved by the 2013 regular shareholders' meeting.

Name and Title of the Top 10 Employees Who Were Distributed Employees Bonus

Unit: NT $

Rank	Title	Name	Stock Bonus	Cash Bonus	Total Amount
1	President	K.Y. Lee			
2	Chief Executive Vice President	Y.F. Chang			
3	Vice President	Doris Wu			
4	Executive Vice President	R.H. Shao			
5	Vice President	C.M. Chen	0	22,700	22,700
6	Chief Auditor	Y. M. Shih			
7	Vice President	W.K. Chou			
8	General Plant Manager	Z.P. Chang			
9	Manager of the Hsinchu Plant	Z.F. Lin			
10	Assistant Vice President	T.L. Yu			

* The employees bonus comes from the profits of 2011.

3.3 Implementation of Corporate Governance

3.3.1 Board of Directors

Total of 5 meetings of the Board of Directors were held in the period from January 1, 2012 to April 30, 2013. Directors' attendance condition was as follows:

Title	Name		Attendance in Person	By Proxy	Attendance Rate	Notes
Chairman	Douglas Tong Hsu		5	0	100%	Reappointment Jun.22, 2011
Director	Representatives of Far Eastern New Century Corp.	T.H. Chang	5	0	100%	Reappointment Jun.22, 2011
		Johnny Shih	4	1	80%	Reappointment Jun.22, 2011
		C.V. Chen	4	1	80%	Reappointment Jun.22, 2011
		Chin-Der Ou	5	0	100%	Reappointment Jun.22, 2011
Director	Representative of X.Z. Ying-Chai Memorial Foundation	H.S. Ying	3	2	60%	Reappointment Jun.22, 2011
Director	Representative of Ta Chu Chemical Fiber Co.,Ltd	Sheng-cheng Hu	5	0	100%	Newly-elected Jun.22, 2011
Director	Representative of Yue Ding Industry Co., Ltd.	K.Y. Lee	5	0	100%	Reappointment Jun.22, 2011
Director	Representatives of Far Eastern Y.Z. Hsu Science and Technology Memorial Foundation	Peter Hsu	4	1	80%	Reappointment Jun.22, 2011
		C.K. Chang	5	0	100%	Newly-elected Jun.22, 2011
Director	Representative of Huey Kang Investment Corp.	Connie Hsu	4	1	80%	Reappointment Jun.22, 2011
Director	Representatives of Oriental Union Chemical Corp.	Kao Chao Lee	5	0	100%	Reappointment Jun.22, 2011
		Ruey Long Chen	4	1	80%	Newly-elected Jun.22, 2011

Other mentionable items:

1. The Company has no independent director.
2. If there is Directors' avoidance of motions in conflict of interest, the Directors' names, contents of motions, causes for avoidance and voting should be specified:

   The 7th meeting of the 24th Board of Directors resolved with no objection or reservation to donate to the Far Eastern Y.Z. Hsu Science and Technology Memorial Foundation which conducts social responsibility activities for the Far Eastern Group. Douglas Tong Hsu, Peter Hsu, and Connie Hsu are the directors of the Foundation. They did not participate in discussion and voting of the issue according to relevant regulations. This donation has been disclosed on MOPS.
3. Measures taken to strengthen the functionality of the Board:

   Goals:

   Since Asia Cement (China) Holdings Corporation is the most crucial subsidiary of the Company, its operating performance has great impact to the Company. Therefore, there is a need to deepen the understanding of the Board of Directors about the investments in China.

Implementation Status:

A. The CEO and CFO of ACC (China) will report to the Board of Directors about the operation, expansion, and financial information in China.

The Company will assign its CFO to attend Board Meeting and other important meetings of ACC (China) and its subsidiaries and make report to the Board of Directors.

B. The Company will post any material information on MOPS on behalf of ACC (China) and inform all Directors and Supervisors. Any investment which needs the approval from the Investment Commission, MOEA will be recognized by the Board of Directors.

C. The Company will irregularly invite its Directors and Supervisors to visit its investments in China.

Assessment:

The above measures are made pursuant to laws, government regulations, or corporate government principals. These will strengthen the understanding of the Directors and Supervisors about the investments in China.

3.3.2 Audit Committee

Securities and Exchange Act Article 14-4 provided that a listed company shall establish either an audit committee or supervisors and the audit committee shall be composed of all independent directors. The Company will elect independent director in 2014 according to government regulations, the Company will keep remaining supervisors.

3.3.3 Attendance of Supervisors for Board Meeting

Total of 5 meetings of the Board of Directors were held in the period from January 1, 2012 to April 30, 2013. Supervisors' Attendance Condition was as follows:

<table>
<tr><th>Title</th><th colspan="2">Name</th><th>Attendance in Person</th><th>Attendance rate</th><th>Notes</th></tr>
<tr><td rowspan="2">Supervisor</td><td rowspan="2">Representatives of Far Eastern Medical Foundation</td><td>S.Y. Wang</td><td>5</td><td>100%</td><td>Reappointment Jun.22, 2011</td></tr>
<tr><td>Champion Lee</td><td>5</td><td>100%</td><td>Reappointment Jun.22, 2011</td></tr>
<tr><td rowspan="2">Supervisor</td><td rowspan="2">Representatives of Bai-Yang Investment Holdings Corp.</td><td>L.T. Chang</td><td>5</td><td>100%</td><td>Reappointment Jun.22, 2011</td></tr>
<tr><td>T.Y. Tung</td><td>3</td><td>60%</td><td>Reappointment Jun.22, 2011</td></tr>
<tr><td>Supervisor</td><td>Representative of U-Ming Corp.</td><td>K.T. Li</td><td>5</td><td>100%</td><td>Newly-elected Jun.22, 2011</td></tr>
<tr><td colspan="6">Other mentionable items:
1.Organization and Responsibilities of Supervisors:
A. Communications with employees and shareholders:
In ACC, the labor relation is harmonious, information is open, and communication channels among different functions and levels are unblocked. Therefore, there is no affair with which employees and shareholders should communicate.
B. Communications with internal audit manager and CPA:
(1) Internal audit manager seasonally report audit business to Supervisors:
a. The progress of meeting resolutions.
b. The execution of audit works of current quarter.
c. The plans of audit works of next quarter.
(2) CPA and accounting manager report financial and operation business to supervisors every half year.
2. If supervisors make any statement in BOD meetings, the following information should be disclosed-the date of BOD, the term of BOD, the contents and resolutions of motions, and the follow-up of supervisors' statements:
In the recent fiscal year, Supervisors attended BOD meeting and occasionally participated in discussion. No opposition has been made by Supervisors to any motions and company policies.</td></tr>
</table>

3.3.4 Corporate Governance Execution Status and Deviations from "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies"

Item	Implementation Status	Deviations from "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies" and reasons
1.Shareholding Structure & Shareholders' Rights		
(1)Method of handling shareholder suggestions or complaints	The Company has appointed spokesman or his deputy as well as its affiliated stock agency, Oriental Security Corporation, to handle these issues.	No Discrepancies.
(2)The Company's possession of a list of major shareholders and a list of ultimate owners of these major shareholders	The Company keeps tracking the list of shareholders and follows the Article 3 of Market Information Post Regulation Reporting by Listed Companies to post related information within one month after the end of annual shareholders' meetings of ACC's major shareholders.	No Discrepancies.
(3)Risk management mechanism and "firewall" between the Company and its affiliates	In addition to enacting "Regulations for Monitoring Subsidiaries" as the risk management mechanism for its subsidiaries, the Company has also enacted "Regulations for Managing Client's Credit" and assigned the specific Credit Committee to be responsible for risk control of accounts receivable. Meanwhile, to establish risk management and firewall, we have signed up with affiliates for "Procedures of Assets Acquisition and Disposal", "Procedures for Loaning of funds to Others", "Procedures for Endorsement and Guarantee," and "Rules on the Management of Related Party Transaction."	No Discrepancies.
2.Composition and Responsibilities of the Board of Directors		
(1)Independent Directors	The Company has no independent director.	The Company will not establish independent director until 2014 according to government regulations.
(2)Regular evaluation of CPAs' independence	To regularly make sure the independence of Certified Public Account (CPA), the Company requires CPA to attend meetings of BOD and make the auditing report.	No Discrepancies.
3.Communication channel with stakeholders	All proposals or inquiries from stakeholders will be dealt with spokesman or his deputy of the Company, or through its stock agency, Oriental Security Corporation. Please refer to Section 3.3.4 7(4) Stakeholders' Rights of this Annual Report.	No Discrepancies.
4.Information Disclosure		
(1)Establishment of a corporate website to disclose information regarding the Company's financials,	Please refer the Company's website at: http://www.acc.com.tw	No Discrepancies.

business and corporate governance status		
(2)Other information disclosure channels (e.g., maintaining an English-language website, appointing responsible people to handle information collection and disclosure, appointing spokespersons, webcasting investors conference)	The Company has spokesperson, deputy spokesperson and appoints specific person regularly disclose relevant information as required. The Company will convene the institutional investors' conference upon request and post relevant information on MOPS and ACC website. Please refer to Section 3.3.4 7(2) Investor Relations of this Annual Report.	No Discrepancies.
5.Operations of the Company's Nomination Committee, Compensation Committee, or other committees of the Board of Directors	Human Resource Committee: Review and advice to modify the Company's organization structure, rules of personnel management, and other important human resource matters. Credit Committee: Execute "Regulations for Managing Client's Credit" and take charge of risk control of account receivable. Compensation Committee: To strengthen corporate governance and make a better compensation system for directors, supervisors and managerial officers, the Company set up the Compensation Committee on Aug. 24, 2011 to fulfill the following duties: 1. Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors, supervisors and managerial officers. 2. Periodically evaluate and prescribe the remuneration of directors, supervisors, and managerial officers. The members of the Compensation Committee are H.S. Ying, L.Z. Dong, and S.Y. Su. The convener of the Committee is L.Z. Dong. The compensation committee was held twice a year according to relevant regulations.	No Discrepancies.
6. If the Company has established corporate governance principles based on "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies", please describe any discrepancy between the principles and their implementation: The Company will complete its corporate governance principles and disclose on the Company's website..		
7. Other important information to facilitate better understanding of the Company's corporate governance practices (e.g., employee rights, employee wellness, investor relations, supplier relations, rights of stakeholders, directors' and supervisors' training records, the implementation of risk management policies and risk evaluation measures, the implementation of customer relations policies, and purchasing insurance for directors and supervisors): (1) Status of employee rights and employee wellness: Please refer to the "Section 5.5 Labor Relation" of this Annual Report. (2) Investor Relations:		

For the efficient communication between investors and the Company, in addition to the spokesman or his deputy, the Company specifies its Finance Department to serve as investor relation contact. Moreover, the Company will attend or hold investor conference if necessary. In order to ensure the information symmetry of disclosure, the Company will post relevant information and materials to MOPS and the Company's website.

(3) Supplier relations:

The Company regards our suppliers as partners. Except requiring good service, high quality, and reasonable prices to our suppliers, the Company also brings our construction contractors into its safety management system, and set up safety regulations for contractors, such as access control and issuing construction permission, and holds training courses to help contractors fulfill safety requirements.

(4) Stakeholders' Rights:

For the transparency and timely disclosure of the Company, the information of finance, business, and corporate governance could be accessed on the Company's website and MOPS in both Chinese and English.

(5) The training for directors and supervisors:

Please refer to section 3.3.8 for detail.

(6)Risk managements and assessments:

Based on the principles of "protecting assets, promote interests, reducing damages and ensuring sustainable development" of the Company, the Company forms its company organization with functions of risk management. Please refer to section 3.1.2 for detail. Besides of routine business goals, each departments of the Company would timely adjust to rapidly-changing world for risk management.

(7) Customer policy:

The Company serves its customers with the principles of "good service, high quality, and reasonable prices, and customer-oriented". The Company will also meet all customers' need by stringent quality control.

(8) Responsibility insurance purchase for directors and supervisors: None.

8. If the Company has implemented a self corporate governance evaluation or has authorized any other professional organization to conduct such an evaluation, the evaluation results, major deficiencies or suggestions, and improvements are stated as follows: None

3.3.5 The Composition, Duty, and Implementation Status of the Compensation Committee

1. Professional Qualifications and Independence Analysis of Members of the Compensation Committee

Position[1]	Criteria / Name	Meet One of the Following Professional Qualification Requirements, Together with at Least Five Years Work Experience			Independence Criteria[2]										Number of Other Public Companies in Which the Individual is Concurrently Serving as an Members of the Compensation Committee	Note[3]
		An Instructor or Higher Position in a Department of Commerce, Law, Finance, Accounting, or Other Academic Department Related to the Business Needs of the Company in a Public or Private Junior College, College or University	A Judge, Public Prosecutor, Attorney, Certified Public Accountant, or Other Professional or Technical Specialist Who has Passed a National Examination and been Awarded a Certificate in a Profession Necessary for the Business of the Company	Have Work Experience in the Areas of Commerce, Law, Finance, or Accounting, or Otherwise Necessary for the Business of the Company	1	2	3	4	5	6	7	8	9	10		
Other	L.Z. Dong,		∨	∨	∨	∨	∨	∨	∨	∨	∨	∨	∨	∨	1	-
Director	H.S. Ying,			∨	∨		∨	∨	∨	∨	∨	∨	∨	∨	0	Yes
Other	S.Y. Su			∨	∨	∨	∨	∨	∨	∨	∨	∨	∨	∨	1	-

Note1: Please specify the members' position: director, independence director or others.

Note2: Please tick the corresponding boxes if each member has been any of the following during the two years prior to being elected or during the term of office.

1. Not an employee of the Company or any of its affiliates.
2. Not a director or supervisor of the Company or any of its affiliates. The same does not apply, however, in cases where the person is an independent director of the Company, its parent company, or any subsidiary in which the Company holds, directly or indirectly, more than 50% of the voting shares.
3. Not a natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate amount of 1% or more of the total number of outstanding shares of the Company or ranking in the top 10 in holdings.
4. Not a spouse, relative within the second degree of kinship, or lineal relative within the fifth degree of kinship, of any of the persons in the preceding three subparagraphs.
5. Not a director, supervisor, or employee of a corporate shareholder that directly holds 5% or more of the total number of outstanding shares of the Company or that holds shares ranking in the top five in holdings.
6. Not a director, supervisor, officer, or shareholder holding 5% or more of the share, of a specified company or institution that has a financial or business relationship with the Company.
7. Not a professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides commercial, legal, financial, accounting services or consultation to the Company or to any affiliate of the Company, or a spouse thereof.
8. Not been a person of any conditions defined in Article 30 of the Company Act.

Note3: If the member is a director, please specify whether he/she fulfills the qualification set in the paragraph 5, Article 6 of the "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded over the Counter."

2. Implementation Status of the Compensation Committee

There are 3 members of the Compensation Committee. Their terms of office start from August 24, 2011 to Jun 21, 2014.

Total of 4 meetings of the Compensation Committee were held. Members' Attendance Condition was as follows:

Position	**Name**	**Attendance in Person**	**Attendance rate**	**Notes**
Convener	L.Z. Dong,	4	100%	Incumbent
Member	H.S. Ying,	3	75%	Incumbent
Member	S.Y. Su	4	100%	Incumbent

Other mentionable items:

1. If the board of directors declined to adopt, or modified a recommendation of the compensation committee, please specify the date, term, content, resolution, and the Company's processing situations for compensation committee's resolution: None.
2. If any objections or reservations expressed by any committee member in record or in written to compensation committee's resolution, please specify the date, term, content, and the committee's processing situations for objections or reservations: None.

3.3.6 Corporate Social Responsibility

Item	Implementation Status	Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons
1. Exercising Corporate Governance		
(1)The company declares its corporate social responsibility policy and examines the results of the implementation.	The Company has been drafting "Corporate Social Responsibility Policy" which will be completed in 2013.	The Company has been drafting its "Corporate Social Responsibility Policy".
(2)The company establishes exclusively (or concurrently) dedicated units to be in charge of proposing and enforcing the corporate social responsibility policies.	Besides to co-operate with the Far Eastern Group's charity activities, the Company instructs its Secretarial Department to undertake these tasks. Hsinchu and Hualien plant are also dedicated to implement their neighborhood care affairs.	No Discrepancies.
(3)The company organizes regular training on business ethics and promotion of matters prescribed in the preceding Article for directors, supervisors and employees, and should incorporate the foregoing into its employee performance appraisal system to establish a clear and effective reward and discipline system.	Directors and supervisors will regularly attend lessons held by the training center of Far Eastern New Century Corp. The Company also held trainings for employees about corporation ethic. All rules in connection with appointment, service, assessment, and rewards as well as punishments, promotion, retirement, and compensation, etc. have been clearly stated in the "Employment Rules of Asia Cement.	No Discrepancies.
2. Fostering a Sustainable Environment		
(1)The company endeavors to utilize all resources more efficiently and uses renewable materials which have a low impact on the environment.	For many years, the Company is devoted to enhance its utilization efficiency of resources and to use renewable materials, such as slag and gypsum from steelworks and power plants. This can greatly reduce the need for natural resources.	No Discrepancies.
(2)The company establishes proper environmental management systems based on the characteristics of their industries.	In November 1996, the Hualien plant of the Company became one of the first organizations in Taiwan to receive ISO-14001 certification. This management system was completed by the Hualien plant personnel itself based on the Plant's good practice on environmental protection, and this has turned the Plant into a role model of Eco-friendly cement manufacturer.	No Discrepancies.
(3)The company establishes dedicated units or assigns dedicated personnel for environment management to maintain the environment.	The Hualien plant assigns dedicated personnel to effectively monitor and control air, water, waste, toxic chemicals, noise and other pollution. The excellent performance over years won many awards from the Government and related organizations.	No Discrepancies.

(4)The company monitors the impact of climate change on its operations and should establish company strategies for energy conservation and carbon and greenhouse gas reduction.	The Hualien plant was the pioneer for implement ISO 14064-1 greenhouse air emission inspection since 2003. The Plant was awarded “Excellent Company for Voluntary Reduction of Greenhouse Gas Emissions” in 2009 and 2011 by the Industrial Development Bureau, MOEA.	No Discrepancies.
3. Preserving Public Welfare (1)The company complies with relevant labor laws and regulations, protects the legal rights and interests of employees, and has in place appropriate management methods and procedures.	The Company enacted its Employment Rules based on the Labor Standards Act and offer superior treatments for employees. The Company always complies with non-discrimination and talent-oriented employee policy, and enjoys harmonious lobar relations. Please refer to Section 5.5 “Labor Relation” for detail.	No Discrepancies.
(2)The company provides safe and healthy work environments for its employees, and organizes training on safety and health for its employees on a regular basis.	Please refer to Section 5.5 “Labor Relation” for detail.	No Discrepancies.
(3)The company establishes regular communication mechanisms with employees and informs employees any significant impact on the changes of operation in a reasonable manner.	Managers of each department and plants of the Company attend managerial meeting weekly and monthly. Each department also hold regular meeting for employees to attain and participate in company’s operation and decision-making. The Company also regularly organized meeting with labor representatives. This will allow employees to understand any significant impact on the changes of operation.	No Discrepancies.
(4)The company establishes and discloses policies on consumer rights and interests and provides a clear and effective procedure for accepting consumer complaints.	To protect consumers’ rights, the Company sets up consumer services to manage consumers’ complaints from domestic and oversea clients. The Hsinchu and Hualien plants will manage our product quality to meet our customer’s need.	No Discrepancies.
(5)The company cooperates with its suppliers to jointly foster a stronger sense of corporate social responsibility.	Please refer to Section 3.3.4 “Supplier relations” for detail.	No Discrepancies.
(6)The company, through commercial activities, non-cash property endowments, volunteer service or other free professional services, participates in community development and charities events.	Please refer to Section 5.4.5 Fulfill Social Responsibilities for detail. The Company encouraged its employees to participate in the donation to the reconstruction of the 921 earthquake, Sichuan earthquake, Typhoon Morakot, and other disasters. Employees to serve as hospital volunteers are also encouraged.	No Discrepancies.
4. Enhancing Information Disclosure (1) The measures of disclosing relevant and reliable information relating to their corporate social responsibility.	This information is available on the Company’s website and Annual Report.	No Discrepancies.

(2)The company produces corporate social responsibility reports disclosing the status of their implementation of the corporate social responsibility policy.	The Company has been drafting "Corporate Social Responsibility Report".	The Company has been drafting its "Corporate Social Responsibility Report".
5. If the Company has established corporate social responsibility principles based on "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies", please describe any discrepancy between the principles and their implementation: The Company has not established corporate social responsibility principles based on "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies".		
6. Other important information to facilitate better understanding of the Company's corporate social responsibility practices (e.g., systems and measures that the company has adopted with respect to environmental protection, community participation, contribution to society, service to society, social and public interests, consumer rights and interests, human rights, safety and health, other corporate social responsibilities and activities, and the status of implementation.）: Please refer to Section 5.4 "Expenditures on Environmental Protection" and Section 5.5 "Labor Relations" for detail.		
7. If the products or corporate social responsibility reports have received assurance from external institutions, they should state so below: a. Portland cement (Type I): CNS Mark Product Certification, MOEA, Jan.19, 1980. b. Portland cement (Type II): CNS Mark Product Certification, MOEA, Feb.4, 1987. c. Masonry cement (S type and SX type): CNS Mark Product Certification, MOEA, Feb.8, 2011.		

3.3.7 Implementation Status of Ethical Management

Item	Implementation Status	Deviations from "Ethical Corporate Management Best Practice Principles for TWSE/ GTSM-Listed Companies" and reasons
1. Establishment of ethical management policy and plans (1) Regulations and external documents expressly ethical management policy, as well as the board of directors and management is committed to actively implement the circumstances	"Codes of Ethical Conduct" and "Principles for Ethical Management" of Asia Cement Corporation have been adopted by the 5th meeting of 24th Board of Directors on June 27, 2012 and will be reported to the 2013 shareholders' meeting. The Company has post "Codes of Ethical Conduct" and "Principles for Ethical Management" on the Company's intranet for compliance. The Company has also promoted "Codes of Ethical Conduct" and "Principles for Ethical Management" to its suppliers and contractors.	No Discrepancies.
(2)Establishment of unethical conduct prevention plan and its standard operating procedure (SOP), ethical management principles, and education/ training.	For the purpose of developing a corporate culture of ethical management and preventing unethical conduct, the Company held education and training programs for its directors, supervisors, and employees. Also, the Company reminded its contractors and stakeholders to abide by these rules.	No Discrepancies.

	These rules could be found at the Company's website. Web Address: http://www.acc.com.tw/	
(3)Measures to prevent corruption and acceptance of illegal political donations for business activities with higher risk of unethical conduct in the unethical conduct prevention plan.	In addition to encouraging employees to report any bribery through normal channels, the Company also adopted "tainted witness" mechanism to prevent bribery. The Company requires its accounting and finance departments to compliance with the accounting system and internal control systems. Any political donation is required to obtain the receipt from recipient. Internal audit unit as it will be important to audit the project and internal audit department is required to audit this matter.	No Discrepancies.
2. Implementation of Principles for Ethical Management (1) Avoidance of business activities with businesses having unethical conduct records and defining ethical conduct clauses in business contracts.	The Company has asked its suppliers to abide by its "Codes of Ethical Conduct" and "Principles for Ethical Management" and defined ethical conduct clauses in business contracts. The Company will regularly review those who had violated relevant rules.	No Discrepancies.
(2)Establishment of dedicated/ responsible unit for the promotion of ethical management and its status of operation.	The Company assigns its human resource department for establishment and operation of ethical management policy and plans. Human resource department will periodically reports to board of directors. Directors shall urge the Company to prevent unethical conducts. Directors shall also exercise a high degree of self-discipline and be prohibited from participating in discussion of or voting on any proposal where the director or the juristic person that the director represents is an interested party, and such participation is likely to prejudice the interests of the Company.	No Discrepancies.
(3)Promulgation of Policies for preventing conflicts of interests and offer channels for reporting conflicts of interests.	Unless obtained written approval of the Company, managers shall not engage in any affairs that have conflicts of interest with the Company. Those who might violate could file a complaint to the auditing department.	No Discrepancies.
(4)Effective operation of the accounting and internal audit systems established to enforce Principles for Ethical Management and internal audits by internal auditors.	The Company has a strict accounting system and dedicated accounting units. For ensuring accuracy and transparency, all financial statements are audited or reviewed by Deloitte & Touche in accordance with relevant regulation. In order to implement "Regulations Governing Establishment of Internal Control Systems by Public Companies" and "Principles for Ethical Management", the Company has set up the audit department which establish its internal control system. And the audit department will regularly review and revise the internal control system. In addition, the audit department will develop and implement its annual internal audit plan in accordance with risk assessment.	No Discrepancies.
3. Establishment of reporting channels and disciplinary and petition mechanisms for	The Company encourages employees to report any matter that violates Principles for Ethical Management to its chief auditor. Depending on the	No Discrepancies.

violations of Principles for Ethical Management.	seriousness, chief auditor will decide whether to report to the top management. Alleged violator has the right to appeal to the investigation team. Verified violator will be punished according to the Company's policy.	
4. Improvements in information disclosure (1)The Company's website discloses ethical management related information	The company has designated employee responsible for disclosing relevant information on MOPS and the Company's website (http://www.acc.com.tw). Since the adoption of Principles for Ethical Management, there is no violation needed to be disclosed.	No Discrepancies.
(2)Other disclosure channels(i.e. English website; designated personnel in charge of company information collection and disclosure on company web site)	The company has set up websites in both English and Chinese. The company has designated employee responsible for disclosing information relevant to Principles for Ethical Management.	No Discrepancies.
5. If you have established your own guidelines for Principles for Ethical Management according to Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies, please state the discrepancies (if any) between actual operation and policy: No Discrepancies.		
6. Other important information revealing the company's ethical operations: The Company mentioned Principles for Ethical Management on its procurement system to ensure that all suppliers comply with such requirements. The company also provides that suppliers may file a complaint if their rights or benefits have been damaged. The Company treats its employees and business partners with the highest standards of ethical conducts. Any bribery or unethical conducts made by its employees or suppliers will be punished, such as disposition, rejection of transaction, or legal prosecution..		

◎Access to Corporate Governance Best-Practice Principles and relevant regulations: Please visit the Company's website at http://www.acc.com.tw.

◎Any other important information to facilitate better understanding of the Company's corporate governance practices: None.

◎During the most recent fiscal year and the current fiscal year up to the date of printing of this annual report, any punishment occurred for the Company and its employees violating laws, and any punishment, fault and improvement occurred for the Company's employees against the regulations of Internal Audit System: None.

◎To appoint certified accountants to audit internal audit system: None.

3.3.8 The Training for Directors and Supervisors

Name	Date	Organizer	Course Title and Lecturer	Hours
Directors: Douglas Tong Hsu T.H. Chang Johnny Shih H.S. Ying C.V. Chen Peter Hsu Connie Hsu Chin-Der Ou Kao Chao Lee K.Y. Lee Sheng-cheng Hu Ruey Long Chen	Dec.20, 2012	Taiwan Academic of Banking and Financing	Analysis of the global economic and prospects Lecturer: Cheng-Mount Cheng (President, Taiwan Academic of Banking and Financing)	3

Name	Date	Organizer	Course Title and Lecturer	Hours
C.K. Chang **Supervisors:** S.Y. Wang Champion Lee L.T. Chang K.T. Li T.Y. Tung				
Supervisors: T.Y. Tung	Aug. 30, 2012	Taiwan Corporate Governance Association	How to avoid the risk of stock transactions for directors and supervisors - the regulations and practice of insider trading	3

3.3.9 The Training for Managers

<table>
<tr><th>Title</th><th>Name</th><th>Date</th><th>Organizer</th><th>Course Title and Lecturer</th><th>Hours</th></tr>
<tr><td rowspan="4">Chief Executive Vice President
Executive Vice President
Chief Auditor
Vice President
Vice President
Vice President
General Plant Manager
Plant Manager
Assistant Vice President
Assistant Vice President
Manager
Manager
Manager
Special Assistant</td><td rowspan="4">Y.F. Chang
R.H. Shao
Y.M. Shih
Doris Wu
C.M. Chen
W.K. Chou
Z.P. Chang
Z.F. Lin
C.P. Sue
T.L. Yu
W.H. Yeh
M.C. Chen
Manfred Wang
T.M. Chen</td><td>Jan.2,2012</td><td>Asia Cement Corporation</td><td>Legal liability involved in the Government Procurement Law

Lecturer: Jinshu, Li
(Lawer, Lexcel Law Office)</td><td>2</td></tr>
<tr><td>Aug.8,2012</td><td>Asia Cement Corporation</td><td>Legal compliance for Fair Trade Act

Lecturer: Zhiguang, Wu
(Lawer, Lee and Li Attorneys-at-Law)</td><td>3</td></tr>
<tr><td>May 31, 2012
Jul.10, 2012
Sep.4, 2012</td><td>Asia Cement Corporation</td><td>Business Innovation Lecture Series</td><td>9</td></tr>
<tr><td>Dec.20, 2012</td><td>Taiwan Academic of Banking and Financing</td><td>Analysis of the global economic and prospects

Lecturer: Cheng-Mount Cheng
(President, Taiwan Academic of Banking and Financing)</td><td>3</td></tr>
<tr><td rowspan="2">Chief Auditor</td><td rowspan="2">Y.M. Shih</td><td>Aug.30,2012</td><td>The Institute of Internal Auditors</td><td>The understanding of internal auditing and internal controls after the adoption of IFRS</td><td>6</td></tr>
<tr><td>Oct.25,2012</td><td>The Institute of Internal Auditors</td><td>The development of internal control system</td><td>6</td></tr>
<tr><td rowspan="2">Manager</td><td rowspan="2">W.H. Yeh</td><td>Apr.2~3,2012</td><td rowspan="2">Accounting Research and Development Foundation</td><td>Continuous learning for Accounting Manager</td><td>12</td></tr>
<tr><td>May 11, 2012</td><td>Preparation of the consolidated financial practice learning</td><td>6</td></tr>
</table>

3.3.10 the Execution Status of Internal Control System

Asia Cement Corporation
Statement of Internal Control System

Date: March 25, 2013

Asia Cement Corporation(ACC) has conducted a self-inspection of internal control system during 2012. The results are as follows:

ACC acknowledges that the implementation and maintenance of internal control system is the responsibility of Board of Directors and managerial level, and ACC has established such system. It is aimed to reasonably ensure that the goals such as effective and efficient operations (including profitability, performance, and safeguard of assets), the reliability of financial reports, and the compliance with applicable laws and regulations are achieved.

The internal control system has its inherent limitations; whatever a perfect design is, an internal control system can provide only reasonable assurance that the above-mentioned goals will be achieved; besides, owing to the change of environment and circumstances, the effectiveness of internal control system will be changed accordingly. However, the internal control system of ACC is equipped with self-monitoring mechanisms and ACC will take corrective action once defect is identified.

According to the criteria for the internal control system as specified in "Guidelines for Implementation of Establishing Internal Control System by Public Listed Companies"(hereinafter referred to as "Guidelines,") ACC evaluates the effectiveness of its internal control system. The said Guidelines divide internal control system into five components: (1) Control Environment, (2) Risk Assessment, (3) Control Operations, (4) Information and Communication, and (5) Monitoring. Each component includes certain items. For the foregoing items, please refer to "Guidelines".

ACC has adopted the aforesaid criteria for internal control system to evaluate the effectiveness of design and implementation of internal control system.

Based on the findings of the evaluation mentioned in the preceding paragraph, ACC believes that as at December 31, 2012 its internal control system (including its supervision of subsidiaries), encompassing internal controls for knowledge of the degree of achievement of operational effectiveness and efficiency objectives, reliability of financial reporting, and compliance with applicable laws and regulations, was effectively designed and operating, and reasonably assured the achievement of the above-stated objectives.

This statement comprises the entire annual report and public brochure, and will be publicly disclosed. If the aforesaid statement has any unlawful attempt such as pretence and concealment, ACC will assume the legal responsibilities according to Article 20, 32, 171 and 174 of Securities and Exchange Law.

This statement has been approved by ACC Board of Directors at the meeting of March 25, 2013 with 13 directors in presence and none disagreement with the content of this statement.

Asia Cement Corporation

Chairman: Douglas Tong Hsu
President: K.Y. Lee

3.3.11 Major Resolutions of Shareholders' Meeting and Board Meetings

1. Major resolution of 2012 Regular Shareholders' Meeting

Date	Major resolutions
2012/06/20	1. Acceptance of 2011 financial statements. 2. Acceptance of the proposal for distribution of 2011 profits. 3. Acceptance for a new share issue through capitalization of earnings. 4. Amendment to the Articles of Incorporation of Asia Cement Corporation. 5. Amendment to the Working Procedures for Acquisition and Disposal of Assets.
Execution Status	1. Major resolutions of the Shareholders' meeting have been fully implemented. 2. The record date for distribution of 2011 profits was August 27, 2012. Cash dividends have been distributed on September 26, 2012. 3. The new share issue through capitalization of earnings has been proved by the Financial Supervisory Commission on July 13, 2012.

2. Major Resolutions of the Board of Directors

Totally 5 meetings of the Board of Directors were held in the period from Jan. 1, 2012 to April 30, 2012. Directors and Supervisors have no opposition to major resolutions in the year of 2012 and up to April 30, 2013.

Item	Date	Major resolutions
4th Meeting of 24th Board of Director	2012/03/21	1. Acceptance of 2011 financial statements. 2. Acceptance of 2011 consolidated financial statements. 3. Acceptance of the proposal for distribution of 2011 profits. 4. Acceptance of the proposal for a new share issue through capitalization of earnings. 5. Amendment to the "Working Procedures for Acquisition and Disposal of Assets". 6. Acceptance to issue 2011 Statement of Internal Control System. 7. Amendment to "Internal Control System and its bylaws" of the Company. 8. To modify 2012 audit plan. 9. To convene 2012 regular shareholders' meeting. 10. Acceptance to change the CPA because of the internal job rotations of Deloitte & Touche. 11. Acceptance of 2012 CPA service fee of Deloitte & Touche.
5th Meeting of 24th Board of Director	2012/06/27	1. To decide the ex-dividend date for distribution of cash dividends, the ex-right date for capital increase, and the closing date for stock transference. 2. Adoption of "Codes of Ethical Conduct" and "Principles for Ethical Management".
6th Meeting of 24th Board of Director	2012/08/20	1. Acceptance of the 2012 semi-annual financial statements. 2. Acceptance of the 2012 consolidated semi-annual financial statements. 3. Amendment to "the Procedure for Making Endorsements and Guarantees" and "the Procedure for Loans of Funds to Others" 4. To issue the 2nd unsecured euro convertible bonds less than USD 300 million, and to increase the Company's shares of convertible bonds for 350,000,000 shares.

7th Meeting of 24th Board of Director	2012/12/24	1. Acceptance of 2012 business budget. 2. Acceptance of 2012 audit plan and to modify 2011 audit plan. 3. Amendment to the Authorization Rules. 4. To modify “internal control system” and “internal auditing system and its bylaws” for the first adoption of IFRSs. 5. Amendment to Amendment to “the Meeting Rules of Board of Directors”. 6. To donate NT$ 5,561,190 to Far Eastern Y. Z. Hsu Science and Technology Memorial Foundation. The status of the avoidance of conflict of interest was shown in page 27.
8th Meeting of 24th Board of Director	2013/03/25	1. Acceptance of 2012 financial statements. 2. Acceptance of 2012 consolidated financial statements. 3. Acceptance of the proposal for distribution of 2012 profits. 4. Acceptance of the proposal for a new share issue through capitalization of earnings. 5. Amendment to the Articles of Incorporation of Asia Cement Corporation. 6. Amendment to “the Meeting Rules of Shareholders”. 7. Amendment to “the Election Rules for Directors and Supervisors”. 8. Amendment to “the Meeting Rules of Board of Directors”. 9. To convene 2013 regular shareholders' meeting. 10. Acceptance to issue 2012 Statement of Internal Control System. 11. Acceptance of 2013 CPA service fee of Deloitte & Touche.

◎In the most recent fiscal year or during the current fiscal year up to the printing date of the annual report, there are no persons with responsibility of financial statements (including chairman, president, manager of accounting, finance, internal auditing, and R&D) resigned or being laid off.

◎The Board of Director approved “the Procedure Dealing with Internal Material Information of Asia Cement Corporation” on December 21, 2009. This Procedure has been posted on the Company’s electronic bulletin board.

3.4 Information of CPA Service Fee

1. Information of CPA service fee

Unit: NT$ 1,000

<table>
<tr><th rowspan="2">Name of Accounting Firm</th><th rowspan="2" colspan="2">Name of Accountant</th><th rowspan="2">Service fee</th><th colspan="5">Non auditing fee</th><th colspan="3">Whether CPA's audit period covers the entire fiscal year？</th><th rowspan="2">Note</th></tr>
<tr><th>System design</th><th>Business Registration</th><th>Human Resource</th><th>Others (note)</th><th>Sub total</th><th>Yes</th><th>No</th><th>Auditing period</th></tr>
<tr><td>Deloitte & Touche.</td><td>H.W. Tai</td><td>L.W Kuo</td><td>7,310</td><td>0</td><td>60</td><td>0</td><td>170</td><td>230</td><td>V</td><td></td><td>2012</td><td>-</td></tr>
</table>

Note: the non-auditing service fee, 170 thousands, is for service of reviewing documents for China investment applications.

2. Change of CPA in recent two fiscal years and subsequent periods:
   The Company originally commissioned Accountant Hsin Wei Tai and You Wei Fan of Deloitte & Touche-Taiwan to audit the financial statements. However, due to function adjustments in Deloitte & Touche-Taiwan, since the first half of 2012 the audit has been commissioned to Accountant Hsin Wei Tai and Li Wen Kuo.

3. The ACC Chairman, President, and managers who are responsible for finance and accounting do not have any position at CPA Firm or its affiliated companies in the most recent fiscal year.

3.5 Relevant licenses and certificates obtained about transparent financial information

Department	Name	Title	Licenses and Certificates
Finance	Doris Wu	Vice President	CPA, Taiwan and United States
Finance	Yu Ling Yang	Project Manager	CPA, Taiwan
Auditing	Chi Wen Lu	Superintendent	Certified Internal Auditor

3.6 Changes in Shareholdings and pledge of Directors, Supervisors, and Managers

Title	Name	Shareholding on Jan.1, 2012					Changes of shareholding			Shareholding on Dec. 31, 2012					Changes of shareholding		Shareholding on Apr. 23, 2013				
		Shares	Shares(%)	Shares Pledged	Shares held by related parties	Shares held by related parties(%)	Changes of Shares	Changes of Shares Pledged	Changes of Shares held by related parties	Shares	Shares(%)	Shares Pledged	Shares held by related parties	Shares held by related parties(%)	Changes of Shares	Changes of Shares Pledged	Shares	Shares(%)	Shares Pledged	Shares held by related parties	Shares held by related parties(%)
Chairman	Douglas Tong Hsu	21,722,728	0.6925	0	7,581,413	0.2417	651,681	0	227,442	22,374,409	0.6925	0	7,808,855	0.2417	0	0	22,374,409	0.6925	0	7,808,855	0.2417
Director	Far Eastern New Century Corp.	700,357,335	22.3270	19,900,000	0	0.0000	21,010,720	0	0	721,368,055	22.3270	19,900,000	0	0.0000	0	0	721,368,055	22.3270	19,900,000	0	0.0000
	Representatives: Johnny Shih	750,035	0.0239	0	8,271,646	0.2637	22,501	0	248,149	772,536	0.0239	0	8,519,795	0.2637	0	0	772,536	0.0239	0	8,519,795	0.2637
	Representatives: T.H. Chang	428,655	0.0137	0	56,810	0.0018	12,859	0	1,704	441,514	0.0137	0	58,514	0.0018	0	0	441,514	0.0137	0	58,514	0.0018
	Representatives: C.V. Chen	315,815	0.0101	0	0	0.0000	9,474	0	0	325,289	0.0101	0	0	0.0000	0	0	325,289	0.0101	0	0	0.0000
	Representatives: Chin-Der Ou	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Director	Huey Kang Investment Corp.	4,514,169	0.1439	0	0	0.0000	135,425	0	0	4,649,594	0.1439	0	0	0.0000	0	0	4,649,594	0.1439	0	0	0.0000
	Representatives: Connie Hsu	13,311,474	0.4244	0	0	0.0000	399,344	0	0	13,710,818	0.4244	0	0	0.0000	0	0	13,710,818	0.4244	0	0	0.0000
Director	Ta Chu Chemical Fiber Co.,Ltd	1,455,816	0.0464	0	0	0.0000	43,674	0	0	1,499,490	0.0464	0	0	0.0000	0	0	1,499,490	0.0464	0	0	0.0000
	Representative: Sheng-cheng Hu	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Director	X.Z. Ying-Chai Memorial Foundation	12,340,609	0.3934	0	0	0.0000	370,218	0	0	12,710,827	0.3934	0	0	0.0000	0	0	12,710,827	0.3934	0	0	0.0000
	Representative: H.S. Ying	9,993,217	0.3186	0	0	0.0000	299,796	0	0	10,293,013	0.3186	0	0	0.0000	0	0	10,293,013	0.3186	0	0	0.0000
Director	Far Eastern Y.Z. Hsu Science and Technology Memorial Foundation	3,978,867	0.1268	0	0	0.0000	119,366	0	0	4,098,233	0.1268	0	0	0.0000	0	0	4,098,233	0.1268	0	0	0.0000
	Representative: Peter Hsu	12,785,813	0.4076	0	2,516,028	0.0802	263,574	0	(2,286,865)	13,049,387	0.4039	0	229,163	0.0071	0	0	13,049,387	0.4039	0	229,163	0.0071
	Representative: C.K. Chang	11,085	0.0004	0	4,632	0.0001	332	0	518	11,417	0.0004	0	5,150	0.0002	0	0	11,417	0.0004	0	5,150	0.0002
Director	Yue Ding Industry Co., Ltd.	1,768,493	0.0564	0	0	0.0000	53,054	0	0	1,821,547	0.0564	0	0	0.0000	0	0	1,821,547	0.0564	0	0	0.0000
	Representative: K.Y. Lee	2,203,743	0.0703	0	0	0.0000	66,112	0	0	2,269,855	0.0703	0	0	0.0000	0	0	2,269,855	0.0703	0	0	0.0000
Director	Oriental Union Chemical Corp.	14,837,158	0.4730	0	0	0.0000	445,114	0	0	15,282,272	0.4730	0	0	0.0000	0	0	15,282,272	0.4730	0	0	0.0000
	Representative: Kao Chao Lee	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
	Representative: Ruey Long Chen	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Supervisor	Far Eastern Medical Foundation	169,433,338	5.4014	24,500,000	0	0.0000	5,083,000	0	0	174,516,338	5.4014	24,500,000	0	0.0000	0	0	174,516,338	5.4014	24,500,000	0	0.0000
	Representative: S.Y. Wang	144,493	0.0046	0	0	0.0000	4,334	0	0	148,827	0.0046	0	0	0.0000	0	0	148,827	0.0046	0	0	0.0000
	Representative: Champion Lee	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Supervisor	Bai-Yang Investment Holdings Corp.	3,592,224	0.1145	0	0	0.0000	107,766	0	0	3,699,990	0.1145	0	0	0.0000	0	0	3,699,990	0.1145	0	0	0.0000
	Representative: L.T. Chang	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
	Representative: T.Y. Tung	3,134,256	0.0999	2,500,000	0	0.0000	(903,823)	(1,000,000)	0	2,230,433	0.0690	1,500,000	0	0.0000	(150,000)	0	2,080,433	0.0644	1,500,000	0	0.0000
Supervisor	U-Ming Corp.	1,404,973	0.0448	0	0	0.0000	42,149	0	0	1,447,122	0.0448	0	0	0.0000	0	0	1,447,122	0.0448	0	0	0.0000
	Representative: K.T. Li	599,972	0.0191	0	0	0.0000	17,999	0	0	617,971	0.0191	0	0	0.0000	0	0	617,971	0.0191	0	0	0.0000
President	K.Y. Lee	2,203,743	0.0703	0	0	0.0000	66,112	0	0	2,269,855	0.0703	0	0	0.0000	0	0	2,269,855	0.0703	0	0	0.0000
Chief Executive Vice President	Y.F. Chang	759	0.0000	0	0	0.0000	22	0	0	781	0.0000	0	0	0.0000	0	0	781	0.0000	0	0	0.0000
Executive Vice President	R.H. Shao	71,493	0.0023	0	2,281	0.0001	2,144	0	68	73,637	0.0023	0	2,349	0.0001	0	0	73,637	0.0023	0	2,349	0.0001
Chief Auditor	Y.M. Shih	0	0.0000	0	2,208	0.0001	0	0	66	0	0.0000	0	2,274	0.0001	0	0	0	0.0000	0	2,274	0.0001
Vice President	Doris Wu	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Vice President	C.M. Chen	37,142	0.0012	0	64,013	0.0020	1,114	0	1,920	38,256	0.0012	0	65,933	0.0020	0	0	38,256	0.0012	0	65,933	0.0020
Vice President	W.K. Chou	4,632	0.0001	0	0	0.0000	138	0	0	4,770	0.0001	0	0	0.0000	0	0	4,770	0.0001	0	0	0.0000
General Plant Manager	Z.P. Chang	31,729	0.0010	0	50,008	0.0016	951	0	1,500	32,680	0.0010	0	51,508	0.0016	0	0	32,680	0.0010	0	51,508	0.0016
Plant Manager	Z.F. Lin	9,229	0.0003	0	0	0.0000	(724)	0	0	8,505	0.0003	0	0	0.0000	0	0	8,505	0.0003	0	0	0.0000
Assistant Vice President	C.P. Sue	3,060	0.0001	0	0	0.0000	(2,999)	0	0	61	0.0000	0	0	0.0000	0	0	61	0.0000	0	0	0.0000
Assistant Vice President	T.L. Yu	36	0.0000	0	94	0.0000	117,421	0	2	117,457	0.0036	0	96	0.0000	0	0	117,457	0.0036	0	96	0.0000
Manager	W.H. Yeh	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Manager	M.C. Chen	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Manager	Manfred Wang	0	0.0000	0	0	0.0000	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0.0000	0	0	0.0000
Special Assistant	T.M. Chen	134,734	0.0043	0	0	0.0000	2,694	0	0	137,428	0.0043	0	0	0.0000	4,122	0	141,550	0.0044	0	0	0.0000

3.7 Information Disclosing the Relationship between any of the Company’s Top 10 Shareholders

Name	Shares Held		Shares of Spouse & Minor		Total Shareholding Held in The Name of Others		The Name and Relation of Top10 Shareholders Who Mutually Have Relations That Meet The Definition of the “Affiliate”, or Mutually Are Spouses or Within 2 Degrees of Kinship	
	Shares	%	Shares	%	Shares	%	Name	Relation
Far Eastern New Century Corp. Representative: Douglas Tong Hsu	721,368,055	22.33%	0	0%	0	0%	Far Eastern Medical Foundation	The Same Chairman
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	The Same Chairman
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	The Same Chairman
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party
Far Eastern Medical Foundation Representative: Douglas Tong Hsu	174,516,338	5.40%	0	0%	0	0%	Far Eastern New Century Corporation	The Same Chairman
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	The Same Chairman
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	The Same Chairman
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party

Name	Shares Held		Shares of Spouse & Minor		Total Shareholding Held in The Name of Others		The Name and Relation of Top10 Shareholders Who Mutually Have Relations That Meet The Definition of the “Affiliate”, or Mutually Are Spouses or Within 2 Degrees of Kinship	
	Shares	%	Shares	%	Shares	%	Name	Relation
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party
Fubon Life Insurance Co., Ltd. Representative: Peng-Yuan Cheng	105,831,440	3.28%	0	0%	0	0%	Far Eastern New Century Corporation	Non-related party
			0	0%	0	0%	Far Eastern Medical Foundation	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	Non-related party
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	Non-related party
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party
Yu Yuan Investment Co., Ltd Representative: Wei - Kun Chou	100,240,273	3.10%	0	0%	0	0%	Far Eastern New Century Corporation	Non-related party
			0	0%	0	0%	Far Eastern Medical Foundation	Non-related party
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	Non-related party
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	Non-related party
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party

Name	Shares Held		Shares of Spouse & Minor		Total Shareholding Held in The Name of Others		The Name and Relation of Top10 Shareholders Who Mutually Have Relations That Meet The Definition of the “Affiliate”, or Mutually Are Spouses or Within 2 Degrees of Kinship	
	Shares	%	Shares	%	Shares	%	Name	Relation
Cathay Life Insurance Co., Ltd. Representative: Hong-Tu Tsai	75,219,275	2.33%	0	0%	0	0%	Far Eastern New Century Corporation	Non-related party
			0	0%	0	0%	Far Eastern Medical Foundation	Non-related party
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	Non-related party
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	Non-related party
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party
Far Eastern Department Stores Co., Ltd. Representative: Douglas Tong Hsu	58,631,769	1.81%	0	0%	0	0%	Far Eastern New Century Corporation	The Same Chairman
			0	0%	0	0%	Far Eastern Medical Foundation	The Same Chairman
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	The Same Chairman
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party

Name	Shares Held		Shares of Spouse & Minor		Total Shareholding Held in The Name of Others		The Name and Relation of Top10 Shareholders Who Mutually Have Relations That Meet The Definition of the "Affiliate", or Mutually Are Spouses or Within 2 Degrees of Kinship	
	Shares	%	Shares	%	Shares	%	Name	Relation
Labor Insurance Fund	46,063,662	1.43%	0	0%	0	0%	Far Eastern New Century Corporation	Non-related party
			0	0%	0	0%	Far Eastern Medical Foundation	Non-related party
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	Non-related party
			0	0%	0	0%	Yuan-Ze University	Non-related party
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party
Yuan-Ze University Representative: Douglas Tong Hsu	45,655,101	1.41%	0	0%	0	0%	Far Eastern New Century Corporation	The Same Chairman
			0	0%	0	0%	Far Eastern Medical Foundation	The Same Chairman
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	The Same Chairman
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party

Name	Shares Held		Shares of Spouse & Minor		Total Shareholding Held in The Name of Others		The Name and Relation of Top10 Shareholders Who Mutually Have Relations That Meet The Definition of the “Affiliate”, or Mutually Are Spouses or Within 2 Degrees of Kinship	
	Shares	%	Shares	%	Shares	%	Name	Relation
Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	45,647,253	1.41%	0	0%	0	0%	Far Eastern New Century Corporation	Non-related party
			0	0%	0	0%	Far Eastern Medical Foundation	Non-related party
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	Non-related party
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	Non-related party
			0	0%	0	0%	Shin Kong Life Insurance Co., Ltd.	Non-related party
Shin Kong Life Insurance Co., Ltd. Representative: Wu Tung Chin	43,748,200	1.35%	0	0%	0	0%	Far Eastern New Century Corporation	Non-related party
			0	0%	0	0%	Far Eastern Medical Foundation	Non-related party
			0	0%	0	0%	Fubon Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Yu Yuan Investment Co., Ltd	Non-related party
			0	0%	0	0%	Cathay Life Insurance Co., Ltd.	Non-related party
			0	0%	0	0%	Far Eastern Department Stores Co., Ltd.	Non-related party
			0	0%	0	0%	Labor Insurance Fund	Non-related party
			0	0%	0	0%	Yuan-Ze University	Non-related party
			0	0%	0	0%	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	Non-related party

3.8 Shareholding Proportion of ACC to Investees

As of Dec. 31, 2012

Investees (Long-Term Investments)	Investment by ACC		Directly/Indirectly Investment by Directors, Supervisors and Management		Total Investment	
	Shares	%	Shares	%	Shares	%
Asia Investment Corp.	122,398,220	100.00%	-	0.00%	122,398,220	100.00
Sunrise Industrial Holdings Ltd.	90,000	100.00%	-	0.00%	90,000	100.00
Ya Tung Ready-Mixed Concrete Corp.	137,526,904	99.99%	1,104	0.00%	137,528,008	99.99%
Der Ching Investment Corp.	565,050,591	99.99%	11,424	0.00%	565,062,015	99.99%
Nan Hwa Cement Corp.	26,127,827	99.94%	10,676	0.04%	26,138,503	99.98%
Asia Cement (Singapore) Pte. Ltd.	10,495,495	99.96%	2	0.00%	10,495,497	99.96%
Fu Ming Transportation Co., Ltd.	29,513,518	99.81%	6,862	0.02%	29,520,380	99.83%
Asia Engineering Enterprise Pte. Ltd.	6,630,831	98.06%	43,608	0.64%	6,674,439	98.70%
Far Eastern Pacific Development Corp.	51,181,875	25.00%	143,309,250	70.00%	194,491,125	95.00%
Yuan Ding Corp.	178,707,648	35.50%	259,917,573	51.63%	438,625,221	87.13%
Ya Li Precast Prestressed Concrete	16,241,083	83.81%	14,366	0.07%	16,255,449	83.88%
Asia Cement (China) Holdings Co.		68.19%	66,992,298	4.30%		72.49%
Chiahui Power Corp.	280,093,521	59.59%	1,115,945	0.24%	281,209,466	59.83%
Yuan Long Stainless Steel Corp.	102,000,000	51.00%	-	0.00%	102,000,000	51.00%
Ya Li Transport Corp.	4,939,183	49.39%	47,181	0.47%	4,986,364	49.86%
Yuan Ding Lease Corp.	34,640,189	43.60%	-	0.00%	34,640,189	43.60%
Da Qiang Steel Corp..	3,204,823	40.46%	-	0.00%	3,204,823	40.46%
U-Ming Marine Transport Corp.	331,701,152	38.66%	13,580,114	1.59%	345,281,266	40.25%
Oriental Securities Co.Ltd.	135,092,154	18.93%	144,590,130	20.26%	279,682,284	39.19%
Far Eastern New Century Corp.		23.77%	405,639,664	8.04%		31.81%
Yu-Yuan Investment Corp.	155,000,801	29.92%	515,001	0.10%	155,515,802	30.02%

IV Capital Formation

4.1 Capital and Shares

4.1.1 Capital

Share Type	Authorized Capital			Reserve for Convertible Shares
	Issued Shares	Un-issued Shares	Total Shares	
Common Shares	3,230,918,107 available for trading on the TWSE	369,081,893	3,600,000,000	350,000,000

4.1.2 Capital Increase in the Past Five Years

As of April 23, 2013

Date	Par Value	Authorized Capital		Paid-in Capital		Remarks		
		Shares	Amount (NT$)	Shares	Amount (NT$)	Sources of Capital	Capital Increased by Assets Other than Cash	Others
Dec.2008	NT$10	3,300,000,000	33,000,000,000	2,898,772,314	28,987,723,140	Dividend	None	None
Dec.2009	NT$10	3,300,000,000	33,000,000,000	2,985,735,483	29,857,354,830	Dividend	None	None
Dec.2010	NT$10	3,300,000,000	33,000,000,000	3,075,307,547	30,753,075,470	Dividend	None	None
Dec.2011	NT$10	3,600,000,000	36,000,000,000	3,136,813,697	31,368,136,970	Dividend	None	None
Dec.2012	NT$10	3,600,000,000	36,000,000,000	3,230,918,107	32,309,181,070	Dividend	None	None

4.1.3 Shareholder Structure

As of April 23, 2013

Structure / Amount	Governments	Financial Institutions	Other Institutional Investors	Domestic Individual Investors	Foreign Institutions & Individuals	Total
Number of Shareholders	12	67	316	82,316	487	83,198
Number of shares	132,291,348	371,860,816	1,554,044,486	594,434,870	578,286,587	3,230,918,107
Shareholding Percentage	4.09%	11.51%	48.10%	18.40%	17.90%	100.00%

Note: No foreign institutions and individuals from China Area.

4.1.4 Shareholding Distribution Status

As of April 23, 2013

Class of Shareholding (Unit: Share)	Number of shareholders	Number of shares	Holding Percentage
1-999	38,524	9,686,609	0.30%
1,000-5,000	29,042	63,200,243	1.95%
5,001-10,000	6,706	46,428,272	1.44%
10,001-15,000	3,140	36,878,962	1.14%
15,001-20,000	1,259	21,985,861	0.68%
20,001-30,000	1,482	35,712,684	1.11%
30,001-40,000	711	24,399,913	0.76%
40,001-50,000	434	19,518,072	0.60%
50,001-100,000	868	59,672,840	1.85%
100,001-200,000	456	63,465,458	1.96%
200,001-400,000	223	61,793,177	1.91%
400,001-600,000	74	36,454,205	1.13%
600,001-800,000	49	33,846,236	1.05%
800,001-1,000,000	21	18,883,795	0.58%
Over 1,000,001	209	2,698,991,780	83.54%
Total	83,198	3,230,918,107	100%

4.1.5 List of Major Shareholders

As of April 23, 2013

Shares / Major Shareholder	Number of Shares	Holding Percentage
Far Eastern New Century Corporation	721,368,055	22.33%
Far Eastern Medical Foundation	174,516,338	5.40%
Fubon Life Insurance Co., Ltd.	105,831,440	3.28%
Yu Yuan Investment Co., Ltd	100,240,273	3.10%
Cathay Life Insurance Co., Ltd.	75,219,275	2.33%
Far Eastern Department Stores Co., Ltd.	58,631,769	1.81%
Labor Insurance Fund	46,063,662	1.43%
Yuan-Ze University	45,655,101	1.41%
Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	45,647,253	1.41%
Shin Kong Life Insurance Co., Ltd.	43,748,200	1.35%
Total	1,416,921,366	43.85%

4.1.6 Market Price, Net Value, Earnings and Dividends per Share (2011~2013/4/30)

Unit: NT$

<table>
<tr><th colspan="3">Item \ Year</th><th>2011</th><th>2012</th><th>Up to April 30, 2013</th></tr>
<tr><td rowspan="3">Market Price Per Share</td><td colspan="2">Highest</td><td>48.30</td><td>40.10</td><td>37.70</td></tr>
<tr><td colspan="2">Lowest</td><td>28.25</td><td>32.90</td><td>35.50</td></tr>
<tr><td colspan="2">Average</td><td>35.72</td><td>36.29</td><td>36.68</td></tr>
<tr><td rowspan="2">Net Value Per Share</td><td colspan="2">Before Distribution</td><td>27.53</td><td>26.21</td><td>26.92 (Note1)</td></tr>
<tr><td colspan="2">After Distribution</td><td>25.23</td><td>(Note2)</td><td>(Note2)</td></tr>
<tr><td rowspan="2">Earnings Per Share</td><td colspan="2">Weighted Average Shares</td><td>3,106,060,622</td><td>3,183,865,902</td><td>3,230,918,107</td></tr>
<tr><td colspan="2">Earnings Per Share</td><td>3.10</td><td>1.93</td><td>0.40 (Note1)</td></tr>
<tr><td rowspan="4">Dividends Per Share</td><td colspan="2">Cash Dividends</td><td>1.90</td><td>2.30</td><td>1.70 (Note2)</td></tr>
<tr><td rowspan="2">Stock Dividend</td><td>Dividends from Retained Earnings</td><td>0.20</td><td>0.30</td><td>0.20 (Note2)</td></tr>
<tr><td>Dividends from Capital Surplus</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td colspan="2">Accumulated Unpaid Dividends</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td rowspan="3">Return on Investment</td><td colspan="2">Price-Earnings Ratio</td><td>11.52</td><td>18.80</td><td>-</td></tr>
<tr><td colspan="2">Price-Dividend Ratio</td><td>18.80</td><td>15.78</td><td>-</td></tr>
<tr><td colspan="2">Cash Dividend Yield Rate</td><td>5.32%</td><td>6.34%</td><td>-</td></tr>
</table>

Note 1: The data is adopted from the financial report of the first quarter in 2013 which was reviewed by the CPA.

Note 2: To be resolved by the 2013 Shareholders' Meeting.

Note 3: After adjusting stock dividends, the highest, lowest and average market price of 2012 and 2011 are 38.9, 31.9, 35.2 and 47.4, 28.3, 35.3 respectively.

4.1.7 Dividend Policy & Implementation Status

1. Dividend Policy

In order to maintain a stable dividend policy, while mapping out our dividend distribution program, we would consider the changes in the outlook for the Company's businesses, the lifespan of the products or services, future capital needs, and taxations. According to the Articles of Incorporation of Asia Cement Corporation, the cash dividends shall not be less than 10% of the aggregate sum of dividends and bonus distributed in the same year.

2. The Dividend Distribution Proposal

(1) Cash dividend: NT$ 1.7 per share (total amount will be NT$5,492,560,783).

(2) Stock dividend: NT$ 0.2 per share (total amount will be NT$ 646,183,620).

4.1.8 Effects on Business Performance and EPS Resulting From 2013 Stock Dividend Distribution

Item \ Year			2013 Estimate
Paid-in Capital (beginning of the year)			NT$32,309,181,070
Stock & Cash Dividend Distribution	Cash Dividend Per Share		NT$1.70
	Stock Dividend from Retained Earnings Per Share		0.02 share
	Stock Dividend from Capital Surplus Per Share		0.00 share
Variance in Business Performance	Operating Income		Not applicable*
	% Change in Operating Income		〃
	Net Income		〃
	% Change in Net Income		〃
	Earnings Per Share		〃
	% Change in EPS		〃
	Average Return on Investment (%) (Reciprocal of Average P/E Ratio)		〃
Pro Forma EPS & P/E Ratio	If Retained Earnings Distributed in Cash Dividend	Pro Forma Earnings Per Share	〃
		Pro Forma Average Yearly Return on Investment	〃
	If Capital Surplus not Distributed in Stock Dividend	Pro Forma Earnings Per Share	〃
		Pro Forma Average Yearly Return on Investment	〃
	If Retained Earnings & Capital Surplus Distributed in Cash Dividend rather than Stock Dividend	Pro Forma Earnings Per Share	〃
		Pro Forma Average Yearly Return on Investment	〃

* As the Company did not disclose its financial forecast information, in compliance with relevant governmental regulations, there is no need to provide this information.

4.1.9 Employees Bonus and Remuneration of Directors and Supervisors

1. Information relating to employees bonus and remuneration of directors and supervisors according to the Articles of Incorporation of Asia Cement Corporation:

   Pursuant to the Articles of Incorporation, employees bonus is 4% of distributable earnings. Remuneration of directors and supervisors is 3% of distributable earnings.

2. The estimating basis of the said bonus and remuneration shall be referred to the profit or loss of the year calculated by the Company and profit distribution condition in the past years.

   After the Shareholders' Meeting resolving the actual distribution amount, the difference would be regarded as accounting estimation adjustment and recognized to the profit and loss of 2013.

   Note: The Company has no stock bonus and remuneration.

3. Information about profit distribution resolved by the Board of Directors on March 25, 2013:

   A. Employees cash bonus, NT$ 264,032,017 (4.23% of net income after tax) is more than the estimation of 2012 for 45,264,394. Remuneration of directors and supervisors, NT$ 198,024,013 (3.18% of net income after tax) is more than the estimation of 2012 for NT$

33,948,296.

After Shareholders' meeting finalizes the actual distribution amount, the difference would be regarded as accounting estimation adjustment and recognized to the profit and loss of 2013.

B. Percentage of employees’ stock bonus to capital increase: None.

C. Earnings per share after the distribution of employees bonus and remuneration of directors and supervisors: NT$ 1.9053.

4. Actual distribution of employees bonus and remuneration of directors and supervisors in previous year, including number of share, amount, and stock price. The difference with recognized employees bonus and remuneration of directors and supervisors shall be stipulated, including the difference, reasons, and treatment:

The Board of Directors resolved on March 21, 2012 to distribute employees bonus (NT $350,783,467) and remuneration of directors and supervisors (NT$ 263,087,600) which were recognized by the Shareholders’ Meeting. The employees bonus was fully distributed. The actual distributed amount of directors' and supervisors' remuneration was NT$ 204,000,000 (53.63% distributed to individuals and representatives; 46.37% distributed to juridical persons). Retained un-distributed amount was NT$ 59,087,600.

The employees bonus is the same with the estimation of 2011. The remuneration of directors and supervisors is less than the estimation of 2011 for NT$1. These differences have been regarded as accounting estimation adjustment and recognized to the profit and loss of 2012.

◎Buyback of Treasury Stock: None.

◎Preferred Stock: None.

◎Employee Stock Option: None.

◎Restricted Stock Awards for employees: None.

◎Merger or acquisition of other company’ share to issue new share: None.

4.2 Summary of Corporate Bonds

4.2.1 Issued Corporate Bonds

Item \ Type of Bond Issued		58th Unsecured Corporate Bond	1st Unsecured Corporate Bond Issued in 2009	1st Unsecured Corporate Bond Issued in 2010
Date Issued		Sep. 22, 2008	Sep. 22, 2009	Feb. 5, 2010
Par Value		NT$1,000,000	NT$1,000,000	NT$1,000,000
Issue and Trade Place		N/A	N/A	N/A
Issue Price		Par Value	Par Value	Par Value
Nominal Amount		NT$2,000,000,000	NT$5,000,000,000	NT$5,000,000,000
Interest Rate		3.05%	1.95%	1.90%
Term		Five Years. Maturity: Sep. 22, 2013	Five Years. Maturity: Sep. 22, 2014	Five Years. Maturity: Feb. 5, 2015
Guaranty/Guarantor		None	None	None
Trustee		Chinatrust Commercial Bank	Bank of Taiwan, Trust Department	Mega International Commercial Bank, Trust Department
Underwriter		None	None	None
Certified Lawyer		M.T.Huang	M.T.Huang	M.T.Huang
Certified Public Accountant		H.W. Tai, L.W.Kuo	H.W. Tai, Y.W.Fan	H.W. Tai, Y.W.Fan
Repayment Method		Interest Paid Annually Since Issue, Principal Installed At Maturity	Interest Paid Annually Since Issue, 50% Principal Installed Seperately After The 4、5th Anniversary of The Issue Date	Interest Paid Annually Since Issue, 50% Principal Installed Seperately After The 4、5th Anniversary of The Issue Date
Outstanding Balance		NT$2,000,000,000	NT$5,000,000,000	NT$5,000,000,000
Redemption Clauses		None	None	None
Restrictive Covenants		None	None	None
Credit Rating Agency/Date/Rating		Taiwan Ratings Corporation Long term Credit Ratings: twA+ Short term Credit Ratings: twA-1 Outlook: Stable Bond Ratings: twA Credit rating date: Aug 7, 2008	Taiwan Ratings Corporation Long term Credit Ratings: twA+ Short term Credit Ratings: twA-1 Outlook: Stable Bond Ratings: twA+ Credit rating date: Aug 12, 2009	Taiwan Ratings Corporation Long term Credit Ratings: twA+ Short term Credit Ratings: twA-1 Outlook: Stable Bond Ratings: twA+ Credit rating date: Dec.22, 2009
Convertible	Amount Converted	None	None	None
	Issue/ Conversion Rules	None	None	None
Terms to issuance, conversion, exchange and subscription. The impacts to current shareholder equity and potential dilutions.		None	None	None
Custodian		None	None	None

Item / Type Of Bond Issued	1st Overseas Unsecured Exchangeable Bonds	2nd Overseas Unsecured Exchangeable Bonds
Date Issued	Feb. 20, 2008	Jan. 27, 2011
Par Value	US$100,000 and in increments of US$1,000 thereafter	US$200,000 and in increments of US$1,000 thereafter
Issue And Trade Place	Singapore Exchange	Singapore Exchange
Issue Price	Par Value	Par Value
Nominal Amount	US$210,000,000	US$375,000,000
Interest Rate	0%	0%
Term	Five Years Maturity: Feb. 20, 2013	Five Years Maturity: Jan. 27, 2016
Guaranty/Guarantor	None	None
Trustee	BNY Mellon	BNY Mellon
Underwriter	Morgan Stanley Services Limited	Goldman Sachs International
Certified Lawyer	Y.H.Wang	Y.H.Wang
Certified Public Accountant	H.W. Tai, L.W. Kuo	H.W. Tai, Y.W.Fan
Repayment Method	Unless previously redeemed, purchased or exchanged, the bonds will be redeemed at their principal amount plus a premium calculated to yield a rate of 0.875% per annum to the maturity date.	Unless previously redeemed, repurchased and cancelled or exchanged, the Bonds will be redeemed at their principal amount on the maturity date.
Outstanding Balance	Dec. 31, 2012: US$74,100,000 Feb. 20, 2013: US$0	US$375,000,000
Redemption Clauses	A. The issuer may early redeem the bonds in whole or in part at any time after the 3rd anniversary of the issue date at the early redemption price, if the value of the exchange securities into which US$100,000 and in increments of US$1,000 thereafter principal amount of the bonds are exchangeable on the TSE (converted into U.S. dollars at the then prevailing exchange rate) is at least 130% of the early redemption price for specified periods. B. The issuer may redeem all outstanding bonds at the early redemption price, in the event that more than 90% of the bonds have been redeemed, purchased or exchanged. C. If, as a result of changes to the relevant tax laws and regulations in the ROC, the issuer becomes obligated to pay any additional costs, the issuer may redeem all of the bonds at the early redemption price, subject to the right of bondholders to forego payment of such costs and not be subject to such redemption.	A. The Issuer may redeem the Bonds at the option of the Issuer in whole or in part at any time after three years of the Issue Date at the Early Redemption Price, if the closing price for 30 consecutive trading days (in the event of ex-rights or ex-dividends, the closing price on each applicable trading days during the period from the ex-rights or ex-dividends trading day to the ex-rights or ex-dividends record date, as the case may be, shall be adjusted to the price taking into account of impact of the ex-rights or ex-dividends) of the common shares of FENC on the TSE is at least 130% of the then exchange price. B. The Issuer may redeem all of the Bonds at their principal amount in the event that more than 90% of the Bonds have been previously redeemed, repurchased and cancelled or exchanged. C. The Issuer may redeem all of the Bonds at their principal amount in the event of changes in ROC taxation resulting in increase of tax obligation or the necessity to pay additional interest expense or increase of additional costs to the Issuer.
Restrictive Covenants	None	None
Credit Rating Agency/Date/Rating	None	None

(continued)

<table>
<tr><td rowspan="2">Convertible</td><td>Amount Converted</td><td>None</td><td>None</td></tr>
<tr><td>Issue/ Conversion Rules</td><td>Except for closed periods as prescribed by ROC laws and regulations or otherwise described in the indenture, the bondholders shall have the right to require the issuer to exchange the bonds into the exchange securities at any time during the period from the 30th day after the issuance of the bonds to the date falling 15 days prior to the maturity date. the aforementioned closed periods shall mean:
A. The period within sixty days prior to the ordinary shareholders meeting, thirty days prior to the special shareholders meeting, and five days prior to the record date for distribution of dividends, bonus or other benefits.
B. In the event of free distribution of stock dividends, issuance of new shares for capital increase for cash or other distribution of stock dividends, bonus or other benefits by FENC, as applicable, the period starts three business days prior to the date of the public announcement to TSE of a record day for determination of shareholders with respect to such event and continues to the record day of such event.
C. In the event of capital decrease of FENC, as applicable, the period starts from the record day for the capital decrease and continues to one day prior to the trading of shares reissued after the capital decrease.</td><td>Except for Closed Periods as prescribed by ROC laws and regulations or otherwise described in the Indenture, the bondholders shall have the right to require the Issuer to exchange the Bonds into the Exchange Securities at any time during the period from the 41th day after the issuance of the Bonds to the date falling 30th day prior to the Maturity Date. The aforementioned Closed Periods shall mean:
A. The period of FENC has to close its shareholders' register, which period currently includes 60 days prior to the date of the annual general shareholders' meeting, 30 days prior to a special shareholders' meeting, or any other period prescribed by law.
B. In the event of free distribution of shares, distribution of cash dividends or rights issues, by FENC, the period from at least fifteen trading days prior to the record date for determination of shareholders entitled to receive dividends, subscription of new shares or other benefits to the record date for the distribution or allocation of the relevant dividends, rights and benefits, and in the event of capital reduction, the period from the record date for determination of the shareholders participating in such capital reduction to the first trading day immediately prior to the date on which the Common Shares resume trading after such capital reduction and other closed period as required by ROC laws and regulations or by the TSE.
C. Where any ROC laws and regulations governing closed period as above-mentioned has been changed or amended, the closed period shall be amended to comply with the prevailing laws and regulations.</td></tr>
<tr><td colspan="2">Terms to issuance, conversion, exchange and subscription. The impacts to current shareholder equity and potential dilutions.</td><td>The overseas unsecured exchangeable bonds with a zero coupon rate, the bonds provide a low-cost source of long-term funds and reduce the interest expenses, and therefore have a positive boost on the issuer's profitability.</td><td>The 2nd overseas unsecured exchangeable bonds with a zero coupon rate, the bonds provide a low-cost source of long-term funds and reduce the interest expenses, and therefore have a positive boost on the Issuer's profitability.</td></tr>
<tr><td colspan="2">Custodian</td><td>None</td><td>None</td></tr>
</table>

Type Of Bond Issued Item		1st Overseas Unsecured Convertible Bonds
Date Issued		Jun. 7, 2011
Par Value		US$200,000 and in increments of US$1,000 thereafter
Issue And Trade Place		Singapore Exchange
Issue Price		Par Value
Nominal Amount		US$172,500,000
Interest Rate		0%
Term		Five Years Maturity: Jun. 7, 2016
Guaranty/Guarantor		None
Trustee		BNY Mellon
Underwriter		Goldman Sachs International
Certified Lawyer		Y.H. Wang
Certified Public Accountant		H.W. Tai, Y.W. Fan
Repayment Method		Unless previously redeemed, repurchased and cancelled or converted, the bonds will be redeemed at their principal amount with a yield calculated at the rate of 0.3% per annum on the maturity date.
Outstanding Balance		US$172,500,000
Redemption Clauses		A. The issuer may redeem the bonds at the option of the issuer in whole or in part at any time after three years of the issue date at the early redemption price, if the closing price for 30 consecutive trading days (in the event of ex-rights or ex-dividends, the closing price on each applicable trading days during the period from the ex-rights or ex-dividends trading day to the ex-rights or ex-dividends record date, as the case may be, shall be adjusted to the price taking into account of impact of the ex-rights or ex-dividends) of the issuer’s common shares on the TSE is at least 130% of the quotient of the early redemption price multiply by the then conversion price divided by the principal amount of the bonds. B. The issuer may redeem all of the bonds at the early redemption price in the event that more than 90% of the bonds have been previously redeemed, repurchased and cancelled or converted. C. The issuer may redeem all of the bonds at early redemption price in the event of changes in ROC taxation resulting in increase of tax obligation or the necessity to pay additional interest expense or increase of additional costs to the issuer.
Restrictive Covenants		None
Credit Rating Agency/Date/Rating		None
Convertible	Amount Converted	None
	Issue/ Conversion Rules	Except for closed periods as prescribed by ROC laws and regulations or otherwise described in the Indenture, the bondholders shall have the right to require the issuer to convert the bonds into the converted securities at any time during the period from the 41th day after the issuance of the bonds to the date falling 30th day prior to the maturity date. The aforementioned closed periods shall mean: A. The issuer has to close its shareholders' register, which period currently includes 60 days prior to the date of the annual general shareholders' meeting, 30 days prior to a special shareholders' meeting, or any other period prescribed by law. B. In the event of free distribution of shares, distribution of cash dividends or rights issues, by issuer, the period from at least fifteen trading days prior to the record date for determination of shareholders entitled to receive dividends, subscription of new shares or other benefits to the record date for the distribution or allocation of the relevant dividends, rights and benefits, and in the event of capital reduction, the period from the record date for determination of the shareholders participating in such capital reduction to the first trading day immediately prior to the date on which the common shares resume trading after such capital reduction and other closed period as required by ROC laws and regulations or by the TSE. C. Where any ROC laws and regulations governing closed period as above-mentioned has been changed or amended, the closed period shall be amended to comply with the prevailing laws and regulations.
Terms to issuance, conversion, exchange and subscription. The impacts to current shareholder equity and potential dilutions.		The 1st overseas unsecured convertible bonds with a zero coupon rate, the bonds provide a low-cost source of long-term funds and reduce the interest expenses, and therefore have a positive boost on the issuer's profitability.
Custodian		None

4.2.2 Issued Exchangeable Bonds

Type of Bonds Issued		1st Overseas Unsecured Exchangeable Bonds						
Item \ Year		Launch Date	2008	2009	2010	2011	2012	As of Feb. 20, 2013
Number of Exchange Securities		113,262,819	121,025,316	126,087,038	47,118,256 Note1	50,830,112	55,293,070	- Note3
Exchange Price/Share		59.09	55.30	53.08	50.12	46.46	42.71 Note2	42.71
Market Price Per unit(US$)	Highest	100	103.29	103.29	117.60	119.27	109.69	105.14
	Lowest	100	88.00	88.00	101.23	102.13	103.81	104.75
	Average	100	98.92	98.92	103.87	110.85	105.20	104.97
Issued Date		Feb. 20, 2008						
Exchange Securities		The Common Shares of Far Eastern New Century Corporation.						

Note1: Pursuant to the Indenture, any holders of the bonds may exercise the holders' Put Right to require the company to redeem the bonds held by the holders in whole or in part only on 20 August 2010. As of the date of redemption, the total redemption amount is US$135,900,000, and the outstanding balance is US$74,100,000.

Note2: Pursuant to the Indenture, the exchange price of the bonds had been adjusted to NT$42.71/Share since August 22, 2012 as FENC distributed cash dividends and stock dividends.

Note3: After final redemption on Feb. 20, 2013, there is no outstanding balance.

Type of Bonds Issued		2nd Overseas Unsecured Exchangeable Bonds			
Item \ Year		Launch Date	2011	2012	As of Apr. 30, 2013
Number of Exchange Securities		171,421,824	185,436,894	200,867,159	200,867,159
Exchange Price/Share		63.51	58.71	54.20 Note1	54.20
Market Price per unit(US$)	Highest	100	101.85	98.12	98.90
	Lowest	100	88.96	93.21	93.21
	Average	100	96.98	96.34	96.86
Issued Date		Jan. 27, 2011			
Exchange Securities		The Common Shares of Far Eastern New Century Corporation.			

Note1: Pursuant to the Indenture, the exchange price of the bonds had been adjusted to NT$54.20/Share since August 29, 2012 as FENC distributed cash dividends and stock dividends.

Type of Bonds Issued		1st Overseas Unsecured Convertible Bonds			
Item \ Year		Launch Date	2011	2012	As of Apr. 30, 2013
Number of Convertible Securities		98,500,698	105,368,444	115,273,618	115,273,618
Conversion Price/Share		50.17	46.9	42.87 Note1	42.87
Market Price per unit(US$)	Highest	100	107.01	105.61	105.90
	Lowest	100	95.14	96.63	96.63
	Average	100	99.72	101.13	102.06
Issued Date		Jun. 7, 2011			
Convertible Securities		The Common Shares of Asia Cement Corporation.			

Note1: Pursuant to the Indenture, the conversion price of the bonds had been adjusted to NT$42.87/Share since August 28, 2012 as ACC distributed cash dividends and stock dividends.

4.3 Summary of Issued GDR

Issue Date			Jun. 23, 1992	Sep. 13, 1996	Jan. 23, 2007	Mar. 25, 2008
Issuance & Listing			London Stock Exchange			
Total Amount (US$)			66,002,750	60,000,010.77	83,209,951.46	61,355,000
Issuing Price per GDR (US$)			27.50	19.67	9.905946602	17.53
Number of GDR Issued			2,400,100	3,050,331	8,400,000	3,500,000
Underlying Securities			ACC Common Shares held by Far Eastern New Century Corporation	ACC Common Shares held by Far Eastern New Century Corporation	ACC Common Shares held by Yuang Ding Investment Corporation	ACC Common Shares held by Far Eastern General Contractor Co., Ltd. and Far Eastern Construction Co., Ltd.
Common Shares Represented (shares)			24,001,000	30,503,310	84,000,000	35,000,000
Right & Obligation of GDR Holders			Same as Common Shareholders			
Trustee			Not Applicable			
Depositary Bank			BNY Mellon			
Custodian			Far Eastern International Bank			
Outstanding			344,998 (As of April 30, 2013)			
Apportionment of Expenses for Issuance & Maintenance			All expenses related to issuance and maintenance is undertaken by FENC and ACC respectively.			
Major Commitment of Depositary Agreement & Custody Agreement			GDR holders are allowed to vote on a given agenda only when over 51% of them reach consensus.			
Closing Price Per GDR (US$)	2012	Highest	11.86			
		Lowest	11.505			
		Average	11.642			
	As of April 30, 2013	Highest	11.86			
		Lowest	11.86			
		Average	11.86			

∗Each GDR represented 10 Common Shares.

4.4 Status on Execution of Capital Utilization Plans

4.4.1 Issue of the Second Overseas Unsecured Exchangeable Bonds & the First Overseas Unsecured Convertible Bonds By 2011

1. Description of the plans: Overseas raw materials procurement and repay bank borrowings.
   a. Governmental approval date:

Bond	Governmental Authority	Approval Date
The Second Overseas Unsecured Exchangeable Bonds	The Central bank	November 17, 2010
	The Financial Supervisory Commission, Executive Yuan	December 8, 2010
The First Overseas Unsecured Convertible Bonds	The Central bank	November 17, 2010
	The Financial Supervisory Commission, Executive Yuan	December 8, 2010
	The Financial Supervisory Commission, Executive Yuan	March 14, 2011

   b. Total Capital:
   US$ 547,500,000(about NT$ 16,199,557,000)
   c. The source of funds:
   (1) The Second Overseas Unsecured Exchangeable Bonds, issued amount: US$ 375,000,000. Term: Five years, Coupon rate: 0%
   (2) The First Overseas Unsecured Convertible Bonds, issued amount: US$ 172,500,000. Term: Five years, Coupon rate: 0%
   d. Plan item and status of utilization:

Unit: NT$1,000

Plan item	Finish date	Total Capital	Fund utilization schedule									
			2011				2012				2013	
			1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q
Overseas raw materials procurement	2Q13	5,991,617	591,765	591,765	591,765	591,765	621,353	621,353	621,353	621,353	650,941	488,206
Repay bank borrowings	4Q11	10,207,940	9,185,000	-	-	1,022,940	-	-	-	-	-	-
Total	-	16,199,557	9,776,765	591,765	591,765	1,614,705	621,353	621,353	621,353	621,353	650,941	488,206

   e. Any changes to the plan, changing reasons, the benefits before and after the change, and the date on which the change is brought to the Shareholders' Meeting: None.

2. Status of utilization:
   Status of utilization of fund raised from the project was declared quarterly and uploaded the recent information to the website specified by SFC. The utilization status was summarized as below:

Unit: NT$1,000

Plan item	Status of utilization		Accumulation by 2012	1Q13	Accumulation by 1Q13	Reasons of progress advancing or delaying and related improvements
Overseas raw materials procurement	Amount	Scheduled	4,852,472	650,941	5,503,413	Due to the delay of fund raising, part of payment was made by internal capital.
		Actual	4,309,172	720,272	5,029,444	
Repay bank borrowings	Amount	Scheduled	10,207,940	0	10,207,940	Completed in 3Q/11
		Actual	10,207,940	0	10,207,940	
Total	Amount	Scheduled	15,060,412	650,941	15,711,353	-
		Actual	14,517,112	720,272	15,237,384	

◎ The impact to company's financial structure from repaying bank borrowings:

Unit: NT$1,000, %

Year / Items	2010	2011	Difference	Note
Current Assets	6,225,141	11,224,122	4,998,981	After the repayment of bank borrowings in 2011, both Current Ratio and Quick Ratio were increased. Financial structure has been improved compared with 2010.
Current Liabilities	4,980,039	2,612,903	(2,367,136)	
Current Ratio	125.00	429.57	304.57	
Quick Ratio	93.23	349.01	255.78	
Total Liabilities	31,447,887	36,873,455	5,425,568	
Interest expense	487,225	610,195	122,970	
Operating Revenues	9,757,253	10,868,073	1,110,820	
After-tax EPS (in dollar)	2.45	3.19	0.74	

V Overview of Business Operation

5.1 Business Introduction

5.1.1 Business Scope

1. Scope of Business: Please refer to Section 2.1: "Scope of Business."
2. Main Business and Percentage:
   A. Production and sales of Cement and clinker: 89%.
   B. Granulated blast-furnace slag: 11%.
3. New Product Research & Development: None.

5.1.2 Industry Overview

1. Market situation and future outlook

   A. The cement market in Taiwan is mature and the demand remains stable. In 2012, Taiwan overall cement consumption amounted to 12.03 million metric tons (MT), which decreased by 0.31 million MT or 2.5% from 2011. The total domestic and exporting sales of cement and clinker by Taiwan local producers were 16.28 million MT, decreased 1.06 million MT (6.0%) than the previous year.

   B. For the year 2013:

   (1) Outlook of the domestic market:

   Various economic indicators show that the current domestic economy still remains stable while facing many challenges. In 2013, the housing market maintain in peak. Taiwan government will spend NT $380 billion budgets into public construction, and will keep performing "economic power-up plan" to ensure the economic recovery. As a result, the annual cement demand is expected to increase.

   (2) Outlook of the global markets:

   For 2013, the cement industry in China will keep conducting mergers & acquisitions, eliminating backward production capacity, and raising cement prices. Its cement market is expected to grow 6%. The cement markets in Southeast Asia have the strongest market demands while every country has new production plans. Among them, Indonesia, Philippines, and Myanmar enjoy rapidly growing demand. Myanmar is expected to have 17% growth. Malaysia and Thailand will have steady growth. The export volume of India and Vietnam will increase. In Northeast Asia, the Japan market will have slight increase. The export volume in South Korea will increase. The market in Western European is still in a downturn, particularly while the European debt problems still unsolved. Their overcapacities have been transferred to Africa and Latin America. The volume and price of cement in the U.S. market will turned to growth in this year. The U.S will start to import cement again in 2014.

   Overall, the domestic demand in Taiwan shall increase while the oversea cement markets continue to grow. The Company will continue to keep the balance between production and sale.

C. In addition to root in Taiwan for on-going cement business operation, the Company will keep enhancing its competitiveness by largely expansion in China both in production and sales.

2. The relationships among the value chain of cement industry

The upstream, midstream and downstream sectors of cement industry, namely ready-mixed concrete, precast, and construction industry, are co-existed and blooming together. Nowadays, vertical integration is the trend in cement industry. As a result, the Company's operation strategy is to establish the downstream subsidiaries－Ya Tung Ready-mixed Concrete Corp. and Yali Precast & Prestressed Concrete Industries Corp., and to invest Far Eastern Construction Company and Far Eastern General Contractor Company to grasp the business opportunities.

3. Product development and company competitiveness

Although the cement products include Portland Cement Type I, Type II, and Special Cement, the major market demand is Portland Cement Type I. However, the overseas market has stronger demand for Special Cement in recent years. The ability to produce quality products and the shipping & loading efficiency has become the key competitive factors.

5.1.3 Technology and Research Development

Up to April 30, 2013
Unit: NT$1,000

Item		Amount
1	Enhancing the control techniques of limestone in quarry	16,500
2	Enhancing the analytical techniques of the chemical composition for raw materials, raw meal, clinker and cement	4,300
3	Planning to use alternative raw materials and fuels	0
Total		20,800

5.1.4 Short-term Business Plan

◎ To strengthen the existing domestic and international channels of cement sales.

◎ To reduce costs and to maintain fully sell out the estimated production volume and sound profitability.

◎ To fulfill the vertical integration policy and to expand into downstream market channels.

◎ To keep good relationship with customers and foresee market trend.

5.1.5 Long-term Business Plan

◎ Maintain solid position in Taiwan - improve producing efficiency.

◎ Increase the investment in China (Please refer to "the Report to Shareholders" at page 1 and the "8.2 Basic Information of Affiliates" at section 8.2 of this annual report.

◎ Extend the global market - Find new markets, new opportunities to expand overseas operations.

5.2 General Information of Market & Production

5.2.1. Markets Analysis

1. Major Sale Markets
   A. Cement and Clinker:
   "Skyscraper" is the Company's brand-name for marketing all kinds of our products. Our domestic market includes Taiwan, Penghu, Kinmen and Matsu, and our overseas market includes Singapore, Malaysia, Philippine, Guam, Hawaii, etc.
   B. Ready-Mixed Concrete:
   To provide better customer service, our subsidiary, Ya Tung Ready-Mixed Concrete Corp., has set up many plants around Taiwan, and furthermore established strategic alliance with strong local players.
2. Market Share
   In year 2012, the Company domestic sales was up to 3,181,804 MT, i.e. 29.85% of the sales amount of all domestic cement producers, which was equal to 26.44% of total cement consumption in Taiwan.
3. Market supply forecast, growth opportunity, and business competitiveness:
   A. Since the local market is matured and very difficult to expand production capacity, the estimated demand for 2013 in Taiwan will be around 12 million MT. However, the cement price will be influenced by the cost of energy, labor, raw material, shipping and the quantities of imported cement.
   B. For the export sales, the Company is expected to export 1.75 million MT of cement and clinker in 2013. The Company has long term major customers in Singapore, Malaysia, etc. and shall continue to maintain an excellent business relationship with them in the years to come.
   C. In the view of the vast and steady growth market in China, Asia Cement Corporation actively expands production base as well as storage and transportation facilities. In addition, with the markets both in Taiwan and China, it constitutes an effective competitive niche and profitability for the Company.
4. Positive factors for the industry development
   A. The global economy has passed the most severe stage of the financial crisis. Market confidence has been gradually restored. Major international economic institutions forecast that the growth rate of 2013 will be similar to 2012 or slightly better. Market demand will be benefited from stabilized international economy and financial markets, booming domestic stock market, improvement in employment, and lower layoffs and unpaid leave. DGBAS predicts economic growth rate in 2013 would be 3.59%, compared to 2.33% in 2012.
   B. Taiwan's cement industry believes that the implementations of several infrastructure projects such as Suhua Highway improvement projects, Linkou power plants, Intercontinental Container Terminal of the Kaohsiung Port, Taichung Metro System, public Housing, the Circular Line of Taipei Metro system, the Gate of Taipei skyscraper development plan, Hualien-Taitung Railway Electrification, Hushan Reservoir, and the Economic Power-Up Plan will stimulate private investment and domestic market demand.

5. Negative factors and the solutions
   A. Industry relocation, environmental awareness, and emission limits of carbon dioxide will increase the difficulties in both public constructions and private housing sectors, and cause the construction industry more conservative. This will constrain the growth of cement demand.
   B. The Ministry of Economic Affairs has set limitations on trade volume of domestic cement industry according the Foreign Trade Law. The limitations will gradually lower the export-production ratio from 50% in 2010 to 30% in 2015. The total production capacity of kilns shall be reduced from 24 million MT to 19 million MT in the same period. Whether the over-supply condition will become worse or not still needs more observation.
   C. In 2013, the public construction budget is NT $379.7 billion, decreased NT $18.8 billion from 2012. This factor will slow the progress of public works, and bring a negative impact to the cement industry.
   D. Solutions:
      Improve the efficiency of current production, transportation and marketing activities and strengthen the downstream distribution channels in both domestic and overseas market.
      Continue selecting good target markets, establish production and distribution channels, expand customers in emerging countries, and realize reasonable profitability.

5.2.2 Application of Major Cement Products

1. Portland Cement Type I:
   It is known as ordinary cement, used for all structural projects which are not particularly exposed to sulphuric acid or underground water. Most of the current market supply is in this category.
2. Portland Cement Type II:
   With lower hydration heat than Portland Cement Type I as well as low alkalis and moderate resistance to sulfate, Portland Cement Type II is for large-scale structures. It is resistant against cracking and erosion by sea water, salt, and alkali. The general purposes are as follows:
   A. Underground foundation engineering: Tower Building Basement, underpass, sewers, tunnels and massive underground rapid transit systems.
   B. Large-scale concrete works: Bridges, dams, water retention facilities, valve based structure.
   C. Construction subject to erosion by sea water and sea wind: dock, breakwaters, caisson, breeding plants, harbors, and others.
   D. Project that requires resistance to sulfate: Sewage treatment plants and chemical engineering.
3. Special Purpose Cement: Produced to meet customers' special needs.
4. Production process:
   All types of cement are produced in accordance to a fixed proportion of mixtures, in the following steps:
   A. Limestone and clay are mixed and ground into raw meal.
   B. Raw meal is poured into the rotary kiln and burned in high temperature to produce clinker.
   C. Clinker is mixed with gypsum and ground into cement.
   D. Cement is sold in bulk or packages.

5.2.3 Supply Condition of Main Raw Materials

The major raw materials used by the Company consist of lime stone, clay, gypsum, pyrite, iron slag, and raw coal for fuel. Except some imported limestone, most limestone is produced and used by the Company for production. Clay and iron slag is purchased from domestic suppliers through long-term contracts. Gypsum and pyrite are supplied by qualified domestic and foreign firms. Fuel coal is supplied by Australian providers via long term contracts.

5.2.4 Major Suppliers Information for the Last Two Years

Unit: NT$1,000

	2011				2012				2013(As of March 31)			
Item	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer
1	CC Co., Australia	894,731	19.05	Raw material supplier	CC Co., Australia	1,207,779	29.06	Raw material supplier	CC Co., Australia	636,275	45.47	Raw material supplier
2	AA Co., Australia	676,586	14.40	Raw material supplier	Chung Ling Co.	687,873	16.55	Raw material supplier	Chung Ling Co.	293,615	20.98	Raw material supplier
3	Chung Ling Co.	591,624	12.59	Raw material supplier	AACo., Australia	569,057	13.69	Raw material supplier				
4	BBCo., Australia	491,303	10.46	Raw material supplier								
	Others	2,043,439	43.50		Others	1,691,251	40.70		Others	469,356	33.55	
	Net Total Supplies	4,697,683	100.00		Net Total Supplies	4,155,960	100.00		Net Total Supplies	1,399,246	100.00	

Note: Variations are because of market mechanisms.

5.2.5 Major Clients Information for the Last Two Years

Unit: NT$1,000

	2011				2012				2013(As of March 31)			
Item	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer
1	Ya Tung Ready-Mixed Concrete Co.	1,814,434	17.39	Subsidiary	Ya Tung Ready-Mixed Concrete Co.	1,802,186	15.83	Subsidiary	Ya Tung Ready-Mixed Concrete Co.	438,415	14.40	Subsidiary
2									Asia Cement (S) pt.	333,986	10.97	Subsidiary
	Others	8,619,980	82.61		Others	9,579,462	84.17		Others	2,272,340	74.63	
	Net Sales	10,434,414	100.00		Net Sales	11,381,648	100.00		Net Sales	3,044,741	100.00	

Note: Variations are because of market mechanisms.

5.2.6 Output of Main Products 2011-2012

Unit: NT$1,000; MT

Year / Output / Product	2011			2012		
	Capacity	Production Volume	Production Value	Capacity	Production Volume	Production Value
Cement & Clinker	5,597,000	5,038,486	9,282,462	5,597,000	4,489,808	8,979,715

5.2.7 Sales of Main Products 2011-2012

Unit: NT$1,000; MT

Year / Sales / Product	2011				2012			
	Domestic Sales		Export Sales		Domestic Sales		Export Sales	
	Volume	Value	Volume	Value	Volume	Value	Volume	Value
Cement &Clinker	3,531,855	7,260,139	1,791,950	2,633,954	3,284,907	7,280,121	1,920,333	3,430,643
Granulated blast-furnace slag	591,410	538,443	437	1,878	587,356	562,599	84,887	108,285
Total	4,123,265	7,798,582	1,792,387	2,635,832	3,872,263	7,842,720	2,005,220	3,538,928

※Please refer to page 2 for the Key Performance Indicator(KPI) of the Company.

5.3 Human Resources

Year		2011	2012	Up to April 30, 2013
Number of Employees	Headquarter	161	161	150
	Hsinchu Plant	130	120	115
	Hualien Plant	342	332	329
	Total	633	613	594
Average Age		47.85	48.40	48.4
Average Years of Service		21.78	22.34	22.34
Education	Ph.D.	0	0	0
	Masters	7.28%	8.16%	8.24%
	Bachelor’s Degree	38.29%	39.15%	39.24%
	Senior High School	43.67%	42.25%	42.25%
	Below Senior High School	10.76%	10.44%	10.27%

5.4 Expenditures on Environmental Protection

According to government regulations, the Company set up the continuous emission monitoring system to monitor pollutant opacity of nitrogen oxides, sulfur oxides, and other pollutants.

◎ During the most recent fiscal year and the current fiscal year up to the printing date of the annual report, the loss (including compensation) and penalty resulted from environmental pollution:

(1) Fine: none.

(2) Countermeasures: none.

◎ The restriction of RoHS (to restrict the use of hazardous chemicals) is not applicable to the Company.

5.4.1 ISO-14001 Environmental Management Systems (EMS)

1. ISO-14001 EMS has become the trend in many advanced countries.
2. In August 1996, the Hualien plant of the Company passed certification by the Bureau of Commodity Inspection and Quarantine of the Ministry of Economic Affairs (MOEA), and in November of the same year, Hualien plant became one of the first organizations in Taiwan to receive ISO-14001 certification. In July 2000, Taiwan's first Environmental Report was completed by Hualien plant according to Sustainability Reporting Guidelines of Global Reporting Initiative (GRI).
3. The affiliated Jiangxi Yadong Cement Co., Sichuan Yadong Cement Co., and Hubei Yadong Cement Co., have awarded ISO-14001 certification.

5.4.2 Air Pollution Prevention

1. One of the main environmental concerns relating to cement production is air pollution caused by the dust generated from production processes. Therefore, the work of dust disposal is an important duty, not only to prevent air pollution, but also to reduce the loss of raw materials and finished products. Consequently, ACC has always emphasized on the efficiency of dust collection equipment.
2. At present, ACC's Hsinchu plant has 2 electrostatic precipitators and 35 bag filters, with a total investment cost of NT $174 million. The Hualien plant has 9 electrostatic precipitators and 75 bag filters, with a total investment cost more than NT $950 million.
3. The good maintenance of above equipment ensures dust collection efficiency which is within the legal limit. Consequently, the quality of air around the plants is higher than national standard. As a result, the Environmental Protection Administration (EPA) especially recognized the two plants as environmental protection demonstration plants.
4. In particular, the amount of dust including chimney emissions measured by environmental protection agencies at the Hualien plant was less than 25 milligrams/m3, which was far better than national standard. The plant was awarded by the Chinese National Federation of Industries for its excellent performance of preventing industrial pollution. In addition, the Hualien plant was listed by the EPA as one of the top 10 factories in pollution prevention and has received the Enterprise Environmental Protection Award for three years in a row.
5. In 2012, the environment expenditure of the Hualien plant, such as purchasing and maintenance

of precipitators, training courses, greening and beautification was NT$48,274,282.

5.4.3 Greening and Beautification for Quarry Restoration

1. Both Hsinchu and Hualien plants have implemented measures for soil conservation and taken actions to green the environment by planting trees and other vegetation.
2. Recently, the quarry of the Hualien plant is visible from nearby high way and railroad. In order to integrate the quarry into the surrounding environment, the Hualien Plant introduced a new forestation method for quarry restoration. Within merely two year, trees could grow up to 4 meters high.
3. Besides, to accelerate the process of the forestation, the Hualien plant used pig excrement from neighboring areas. This could also solve the environmental problems.
4. For many years, the Hualien plant promotes the cultivation of the native species of trees for greening the quarry and the plant. In 2012, the Hualien plant devoted NT$ 14,544,450 to the greening and beautification of the quarry.
5. Due to Hualien Plant's dedication of environmental protection and engaging in community activities, the Taroko National Park cooperates with the Company to preserve native species of trees for greening and beatification of the National Park and environment guidance.
6. In 2007, the Hualien Plant was awarded for the excellent performance in the project of "promoting green communities" by the Environmental Protection Administration.

5.4.4 Major Environmental Protection Work in the Future

1. Reinforcing and ensuring the normal operation of environmental facilities.
2. Practicing in industry waste reduction; avoiding pollution.
3. Improving the greening rate in factory and quarry areas.
4. Utilizing wastes as resources to take social responsibilities.
5. Endlessly enhancing the environmental measures and techniques; expecting to reach the goal of "zero pollution".

5.4.5 Fulfill Social Responsibilities

1. The Company volunteered to take care of greenbelts and pavements alone the Dun-Hua South Road and An-He Road over a long period of time to fulfill its social responsibilities and strengthen relations with neighborhood.
2. Since 2001 on, Hualien plant has annually participated in local festivals such as lily blossom in Buluowan held by the Taroko National Park and donated potted flowers and plants for all visitors.
3. For our neighbors' traffic safety, the Hualien plant has regularly sponsored Xincheng Branch of the Hualien County Police Office to renew police stands and street lamps.
4. The Company will also sponsor local activities and facilities of the villages and towns nearby the Hsinchu and Hualien plant.
5. Employees are encouraged to serve as hospital volunteers.
6. Based on ACC corporate philosophy of "feeding back to society whatever takes from society," the Company sponsors several foundations and participates in all kinds of public service activities.

5.5 Labor Relations

The Company complies with every regulation of labor relationship. Due to the excellent labor relations, there were no damages or penalties causing from labor disputes.

1. According to law, The Company has Industrial Welfare Committee to allot welfare fund for staffs and conduct many welfare-related activities. In factory, we have basketball courts, tennis courts, badminton courts, table tennis courts, and swimming pools, etc., as staff's recreational facilities. Health examination, group insurance, subsidies for employee's education, trips, and clubs are also included in welfare plans.
2. Employee Relations

   The Company provides Employee Assistance Program (EAP) service from Hsinchu Lifeline Association, EAP Center, which offers professional counsel to all issues employees may meet, such as career development, family issues, and interpersonal relationship.
3. Every year, the Company participates in the training programs provided by the training center of Far Eastern Group, which include professional courses such as finance, accounting, marketing, information, and management skills for management levels. Following the Company's development plan, the Human Resource Department also holds in-house courses customized for the competencies by request of different professions and levels. These courses provide executives and employees with sufficient training opportunities, which not only can be applied to the workplace, but also connect with employees' career development.

   Also, the Far Eastern EMBA programs designed by professors from Center for Management Studies, Yuan Ze University, provide the chances of advanced study with employees and develop staffs' excellent talents for the Company's long-term development. We also invite all trainees to share what they learned to expand learning effect. In addition, in view of respective demands, every department of the Company recommends employees to participate in the courses introduced by government bodies and other social institutions in order to acquire the latest relevant information.

   Furthermore, Human Resource Department holds reading club, inviting a professional lecturer monthly to guide reading and facilitate discussion, encouraging employees to absorb new concepts and sharing knowledge.

   In 2012, totally 150 training courses were held for ACC employees, roughly equal to 2,100 participants; the relevant expenditures amounted to NT$ 1.8 million.
4. The "Employment Rules of Asia Cement Corporation" articulates regulations in connection with appointment, service, assessment, and rewards as well as punishments, promotion, retirement, and compensation, etc. In order to guarantee the rights relating to retirement and compensation, in accordance with the law the Company sets up Supervisory Committee of the Labor Retirement Fund, allocates work's retirement reserve fund into the special account managed by assigned institutions, regularly convenes the supervisory committee, and audits the allocation and practice of work's retirement reserve fund. In addition, in compliance with Labor Pension Act, the Company monthly set aside pension fund for the employees who

choose to be subject to the pension mechanism.

5. The Company's management philosophy "Sincerity, Diligence, Thrift and Prudence" has been firmly in every employee's heart. "Sincerity" implies honest and enthusiasm. "Diligence" indicates dedication. "Thrift" signifies frugality and modesty. "Prudence" represents deliberation and accuracy. In short, one important corporate culture of ACC is that every job should be done thoroughly, precisely, and perfectly.

   In "Employment Rules of Asia Cement Corporation" mentioned above, the chapter 4 'Service', and chapter 7 'Assessment, Reward, Punishment, and Promotion' clearly illustrate the principles of conduct. In terms of management, besides emphasizing staff self-discipline, the Company also asks every department managers to take responsibilities of educating, advising, and leading their subordinates, which enables employees to fully understand the behavior and ethics criteria.

   The Board of Directors of the Company has adopted "the Codes of Ethical Conduct". The Codes has been notified to supervisors and will be reported to 2013 regular shareholders meeting.

6. Policies of labor safety and health

   A. Management in Labor Safety and Health

   To fulfill enterprise responsibilities, the Company's policies of labor safety and health is based on the following vision-"protecting labor safety, improving occupational environment, and building up friendly workplace." Also, we comply with Labor Safety and Health Act, carry out systematical management in occupational health and safety, and implement identification of the hazardous factors, risk evaluation and control in workplace. Besides setting up safety standards and developing safety management system, the safety-related training courses, such as prevention of hidden dangers, emergency response planning, and safety self-management are regularly and irregularly held, to ensure that all employees can obey safety related rules and operate safety equipment and protective outfits well. Additionally, we usually review PDCA Cycle in the safety management to assure that all polices and measures are precisely excused.

   In February 2009, the Hualien plant has passed TOSHMS (Taiwan Occupational Safety and Health Management System). It is an honor as the first company in cement industry receiving this certification. On August 25, 2010, the Hualien Plant obtained "Occupational Safety and Health Management System Performance Recognitions" from the Council of Labor Affairs. Its effective period is three-year. The Hualien plant also pass the certification of "TOSHMS Taiwan Occupational Safety and Health Management System" and "OHSAS18001: 2007 Occupational Health and Safety Management System" on February 18, 2011. Its effective period is to February 17, 2014, determinated by the Ministry of Economic Affairs Bureau of Standards. The Hsinchu Plant also follows the model of Hualien plant for establishing a faultless occupational safety and health management System.

B. Workplace environment and labor safety protection

To assure employee safety and health, protect the assets of the Company, and make comfortable and safe workplace, based on safety-related rules, we have the following active measures:

a. Following procurement to assure the intrinsic safety of raw materials and equipment:

Conforming to the safety and health standard is the essential consideration of purchasing raw materials and equipment to assure the intrinsic safety of manufacture procedure, products, and equipment.

b. General safety management, training courses, and related auditing:

We monthly hold safety and health committee and safety-related courses for employees and contractors to make sure that everyone working with ACC fully understands the possible hazardous factors and prevention measures in workplace, and obeys safety-related standards to preclude the occurrence of any disaster. Also, by means of “the walking around management” and frequently patrols, we investigate flaws and also improve them to assure the effective operation in safety management.

c. Workplace environmental monitoring system and usage of protective outfits:

All plants regularly monitor noise, high temperature, and radiation around workplace, so the unusual condition can be immediately detected and eliminated. Also, all employees can be protected from possible dangers by protective outfits designed for different hidden hazardous factors in workplace.

d. Health Care Management for Employees:

All plants set up medical offices with nursing staff and contracted doctors, and prepare emergency medicine, equipment, and supplies. According to related rules, all employees regularly accept health assessment and carry out health care management.

e. Emergency Drills and Exercises

All plants shall regularly exercise emergency response drills by following their emergency response plan. All employees shall be familiar with relevant details, which ensures the losses could be minimized in case of emergency.

7. ACC has enjoyed harmonious relations between management and employees for years. Employees devoted their time and hard work to the Company. In recent years, the Company's continuous excellent performance of sales and production is a proof of employees' effort. The Company's work and employment regulations are based on the Labor Law and in some cases even exceed the minimum requirements of the law. Besides reasonable payment, ACC gives seasonal bonuses to encourage clinker production, attendance award, and cost and resource-saving measures, as well as year-end bonuses based on the Company's annual performance. In addition, employees are entitled to other dividends depending on their positions in the Company. All regulations concerning bonuses are clearly stipulated in the Company’s regulations.

5.6 Major Contracts

Type of Contract	Contracting Party	Duration	Primary Contents	Restrictive Clauses
Bank long-term unsecured loan	Hwa Nan Commercial Bank. Tung-Hwa Branch	2013/02~2015/02	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	Mizuho Corporate Bank, Taipei Branch	2013/03~2015/03	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	First Commercial Bank. Tung-Hwa Branch	2013/02~2015/02	Interest paid monthly, principal repaid at maturity	None
Bank long-term secured loan	Far Eastern International Bank Business Dept.	2013/01~2015/12	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	Bank of Taiwan	2012/12~2014/12	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	Mega International Commercial Bank Foreign Dept.	2012/06~2014/06	Interest paid monthly, principal repaid at maturity	None
Bank long-term secured loan	Mega International Commercial Bank Foreign Dept.	2012/06~2014/06	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	Chinatrust Commercial Bank	2012/12~2014/11	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	E.Sun Commercial Bank	2012/09~2014/09	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	Yuanta Commercial Bank	2012/07~2014/07	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	Chang Hua Bank Tung-Hwa Branch	2012/08~2014/08	Interest paid monthly, principal repaid at maturity	None
Commercial Paper Guarantee	Shanghai Commercial Bank	2012/06~2014/06	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	Calyon Taipei Branch	2012/07~2014/07	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	BNP PARIBAS Taiwan	2012/10~2014/10	Interest paid monthly, principal repaid at maturity	None
Bank long-term unsecured loan	HSBC (Taiwan)	2012/07~2014/07	Interest paid monthly, principal repaid at maturity	None
Long-term fuel supply	AA Co., Australia	2012/01~2012/12	Contract of Coal Purchase from Australia	None
Long-term fuel supply	BB Co., Australia	2012/01~2012/10	Contract of Coal Purchase from Australia	None
Long-term material supply	Chung-Ling Enterprise	2013/01~2013/12	Contract of Limestone, Clay, Shale Purchase	None
Long-term fuel supply	CC Co., Australia	2012/11~2012/11	Contract of Coal Purchase from Australia	None
Long-term material supply	Ju-Qi Corp.	2012/10~2014/05	Contract of Gypsum Purchase	None

VI Financial Information

6.1 Financial Reports & Audit Results (2008~2012)

6.1.1 Balance Sheets (a)

Unit: NT$1,000

Item	Year	Five-Year Financial Summary				
		2008	2009	2010	2011	2012
Current Assets		8,914,267	12,106,864	6,225,141	11,224,122	11,830,954
Long-term Investments		76,352,304	87,860,207	93,155,847	95,882,556	94,832,864
Properties and Equipment		8,094,680	7,655,219	7,495,881	13,004,318	13,499,125
Other Assets		3,060,351	3,256,835	3,212,037	3,132,529	3,115,288
Total Assets		96,421,602	110,879,125	110,088,906	123,243,525	123,278,231
Current Liabilities	Before Apportioned	5,121,382	11,997,286	4,980,039	2,612,903	10,322,312
	After Apportioned	10,339,172	17,371,610	10,823,123	9,827,575	-
Long-term Liabilities		23,369,087	20,744,595	23,417,198	29,217,633	23,407,129
Other Liabilities		3,091,038	3,052,213	3,050,650	5,042,919	4,879,550
Total Liabilities	Before Apportioned	31,581,507	35,794,094	31,447,887	36,873,455	38,608,991
	After Apportioned	36,799,297	41,168,418	37,290,971	44,088,127	-
Capital Stock		28,987,723	29,857,355	30,753,075	31,368,137	32,309,181
Capital Surplus		8,080,494	8,197,276	8,256,848	6,640,128	6,590,192
Retained Earnings	Before Apportioned	20,490,138	22,263,824	23,718,601	27,373,910	25,382,092
	After Apportioned	14,402,716	15,993,780	17,260,455	19,218,194	-
Unrealized Gains (Losses) on Financial Instruments		241,642	8,894,624	13,852,517	7,218,912	9,274,052
Cumulative Translation Adjustments		4,479,430	3,201,493	(565,828)	3,239,069	618,416
Net Loss not Recognized as Pension Cost		(225,463)	(115,672)	(160,325)	(185,516)	(222,747)
Unrealized revaluation increments		2,786,131	2,786,131	2,786,131	10,715,430	10,718,054
Total Stockholders' Equity	Before Apportioned	64,840,095	75,085,031	78,641,019	86,370,070	84,669,240
	After Apportioned	59,622,305	69,710,707	72,797,935	79,155,398	-

Balance Sheets (b)

Item		Up to Mar. 31, 2013
Current Assets		57,789,464
Property, Plant and Equipment		57,591,168
Intangible Assets		2,193,825
Other Assets		88,082,380
Total Assets		205,656,837
Current Liabilities	Before Apportioned	54,557,931
	After Apportioned	-
Non-current Liabilities		46,846,907
Total Liabilities	Before Apportioned	101,404,838
	After Apportioned	-
Equity Attributable To Shareholders of the Parent		86,987,424
Share Capital		32,309,181
Additional Paid-In Capital		1,034,446
Retained Earnings	Before Apportioned	47,173,926
	After Apportioned	-
Other Equity		6,469,871
Treasury Stock		-
Non-Controlling Interests		17,264,575
Total Stockholders Equity	Before Apportioned	104,251,999
	After Apportioned	-

6.1.2 Statements of Income (1)

Unit: NT$1,000

Item	Five-Year Financial Summary 2008	2009	2010	2011	2012
Operating Revenue	10,885,549	10,328,641	9,757,253	10,868,073	11,758,818
Gross Profit	1,841,797	1,698,067	599,523	491,027	767,966
Operating Income	1,225,946	1,097,723	28,946	(207,764)	253,385
Nonoperating Income and Gains	7,422,534	8,125,561	9,110,241	11,575,358	7,169,960
Nonoperating Expenses and Losses	1,104,142	1,101,818	1,286,728	1,232,128	991,045
Income before Income Tax	7,544,338	8,121,466	7,852,459	10,135,466	6,432,300
Net Income	7,314,642	7,885,009	7,676,310	10,016,249	6,235,192
Earnings Per Share (NT$)	2.52	2.64	2.50	3.19	1.93
Earnings Per Share (NT$) (Based on outstanding shares in 2012)	2.26	2.44	2.38	3.10	1.93

Statements of Income (b)

Item \ Year	Up to Mar. 31, 2013
Operating Revenue	13,931,550
Gross Profit	892,143
Operating Income	339,801
Non-operating Income and Expenses	1,250,044
Income Before Income Tax	1,589,845
Income from Continuing Operations	1,371,559
Loss from Discontinued Operations, Net of Tax	-
Net Income	1,371,559
Other Comprehensive Income for the Period (After Tax)	(125,038)
Total Comprehensive Income for the Period	1,246,521
Net Income Attributable to Equity Holders of the Company	1,213,452
Net Income Attributable to Non-Controlling Interest	158,107
Comprehensive Income Attributable to Equity Holders of the Company	718,662
Comprehensive Income Attributable to Non-Controlling Interest	527,859
Earnings Per Share	0.40

6.1.3 Auditors' Opinions from 2008 to 2012

Year	CPA's Name	Audit Opinion
2008	Hsin Wei Tai、You Wei Fan	Modified Unqualified Opinion
2009	Hsin Wei Tai、You Wei Fan	Modified Unqualified Opinion
2010	Hsin Wei Tai、You Wei Fan	Unqualified Opinion
2011	Hsin Wei Tai、You Wei Fan	Unqualified Opinion
2012	Hsin Wei Tai、Li Wen Kuo	Unqualified Opinion

6.2 Financial Analysis (2008~2012)

Item			Financial Analysis(2008~2012) 2008	2009	2010	2011	2012
Capital Structure (%)	Debts Ratio		32.75	32.28	28.57	29.92	31.32
	Long-term Capital In % of Fixed Assets		1,099.12	1,251.82	1,361.52	888.84	800.62
Repayment Ability	Current Ratio（%）		174.06	100.91	125.00	429.57	114.62
	Quick Ratio（%）		130.33	85.26	93.23	349.01	95.35
	Times Interest Earned		13.84	17.94	17.12	17.61	10.72
Operating Efficiency	Turnover of Receivable(Times)		8.88	9.07	8.91	8.81	9.68
	Average Collection Days of Receivable		41	40	41	41	38
	Turnover of Inventory (Times)		4.41	4.42	5.80	6.76	6.28
	Turnover of Payable (Times)		8.20	6.20	6.24	6.50	6.32
	Average Days of Sales		83	83	63	54	58
	Turnover of Fixed Assets (Times)		1.36	1.35	1.30	0.84	0.87
	Turnover of Total Assets (Times)		0.11	0.09	0.09	0.09	0.10
Profitability (%)	Return on Total Assets (%)		8.01	7.95	7.31	9.02	5.50
	Return on Stockholders' Equity (%)		10.67	11.27	9.99	12.14	7.29
	In (%) of Capital Stock	Operating Income	4.23	3.68	0.09	Note1	0.78
		Income Before Income Tax	26.03	27.20	25.53	32.31	19.91
	Profit Margin (%)		67.20	76.34	78.67	92.16	53.03
	Earnings per Share (NT$)		2.52	2.64	2.50	3.19	1.93
	Earnings per Share (NT$) (Based on outstanding shares in 2012)		2.26	2.44	2.38	3.10	1.93
Cash Flow (%)	Cash Flow Ratio		134.19	44.68	85.52	242.67	57.36
	Cash Flow Adequacy Ratio		139.43	121.87	100.41	91.80	85.25
	Cash Reinvestment Ratio		0.28	0.12	(0.89)	0.35	(0.97)
Degree of Leverage	Degree of Operating Leverage		2.96	3.35	77.88	Note1	9.17
	Degree of Financial Leverage		1.92	1.78	(0.06)	Note2	(0.62)

The explanation of the change in financial ratios in recent two years:

The decrease in Current Ratio, Quick Ratio and Cash Flow Ratio were mainly due to an increase in current portion of long-term liabilities.

The decrease in Cash Reinvestment Ratio was mainly due to that cash dividends paid was more than cash provided by operating activities.

The decrease in Times Interest Earned, Return on Total Assets, Return on Stockholders' Equity, Income Before Income Tax In (%) of Capital Stock , Profit Margin and Earnings per Share were mainly due to an decrease in net income.

Note1: The ratio was equal or less than zero.

Note2: The ratio was not calculated due to operating loss in 2012.

Item			As of March 31, 2013
Capital Structure (%)	Debts Ratio		49.31
	Long-term Capital In % of Fixed Assets		262.36
Repayment Ability	Current Ratio（%）		105.92
	Quick Ratio（%）		89.60
	Times Interest Earned		4.73
Operating Efficiency	Turnover of Receivable(Times)		3.46
	Average Collection Days of Receivable		105
	Turnover of Inventory (Times)		6.87
	Turnover of Payable (Times)		7.38
	Average Days of Sales		53
	Turnover of Fixed Assets (Times)		0.97
	Turnover of Total Assets (Times)		0.27
Profitability (%)	Return on Total Assets (%)		3.14
	Return on Stockholders' Equity (%)		4.69
	In (%) of Capital Stock	Operating Income	4.21
		Income Before Income Tax	19.68
	Profit Margin (%)		8.71
	Earnings per Share (NT$)		1.50
	Earnings per Share (NT$) (Based on outstanding shares in 2012)		1.50
Cash Flow (%)	Cash Flow Ratio		-
	Cash Flow Adequacy Ratio		65.67
	Cash Reinvestment Ratio		(1.15)
Degree of Leverage	Degree of Operating Leverage		33.13
	Degree of Financial Leverage		(3.95)

Note: The consolidated financial information of 13Q1 have been reviewed by CPA.

6.3 Supervisor's Review Report on the 2012 Financial Statements

To: The 2013 Regular Shareholders' Meeting

The undersigned has duly audited the Business Report, Financial Statements certified by CPA Mr. Hsin Wei Tai and Ms. Li Wen Kuo of the Deloitte & Touche, together with the Schedule of Earnings Distribution prepared by the Board of Directors for the year of 2012, and found the same to be true and correct.

Therefore, in accordance with Article 219 of the Company Act of the Republic of China, the undersigned takes pleasure in submitting this report for your perusal and acceptance.

Asia Cement Corporation

Supervisor: Shaw Y. Wang

Champion Lee

K. T. Li

T.Y. Tung

L.T.Chang

March 29, 2013

6.4 Financial Statements and Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Asia Cement Corporation

We have audited the accompanying balance sheets of Asia Cement Corporation (the "Corporation") as of December 31, 2012 and 2011, and the related statements of income, changes in stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers requirements of the Business Accounting Law and Guidelines Governing Business Accounting relevant to financial accounting standards and accounting principles generally accepted in the Republic of China.

We have also audited the consolidated financial statements of the Corporation and its subsidiaries as of and for the years ended December 31, 2012 and 2011, and have issued unqualified reports respectively, also dated March 27, 2013 (not presented herewith).

March 27, 2013

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

ASIA CEMENT CORPORATION

BALANCE SHEETS

DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Par Value

ASSETS	2012 Amount	%	2011 Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 2 and 4)	$ 6,310,396	5	$ 5,741,767	5
Financial assets at fair value through profit or loss - current	149,900	-	503,188	1
Available-for-sale financial assets - current	2,109,655	2	1,619,964	1
Notes receivable				
Related parties	47,092	-	62,449	-
Third parties	255,770	-	128,247	-
Accounts receivable				
Related parties	456,335	1	525,903	1
Third parties, net of allowance for doubtful accounts - 2012: $9,779 thousand, 2011: $9,730 thousand,	440,367	-	470,864	-
Other receivables	72,833	-	66,964	-
Inventories	1,825,395	2	1,616,894	1
Others	163,211	-	487,882	-
Total current assets	11,830,954	10	11,224,122	9
LONG-TERM INVESTMENTS				
Investments accounted for by equity method	88,542,912	72	89,532,153	73
Available-for-sale financial assets - noncurrent	6,246,836	5	6,291,287	5
Financial assets carried at cost - noncurrent	43,116	-	59,116	-
Total long-term investments	94,832,864	77	95,882,556	78
PROPERTIES AND EQUIPMENT				
Cost				
Land	231,678	-	231,678	-
Buildings and improvements	3,070,970	3	3,033,454	3
Machinery and equipment	15,315,027	12	14,762,266	12
Assets leased to others	3,595,224	3	3,575,435	3
Other equipment	1,063,934	1	1,049,078	1
Total cost	23,276,833	19	22,651,911	19
Revaluation increment	10,196,402	8	10,196,402	8
Total cost and revaluation increment	33,473,235	27	32,848,313	27
Less: Accumulated depreciation	20,470,408	17	20,229,246	16
Construction in progress and prepayments on equipment	496,298	1	385,251	-
Net properties and equipment	13,499,125	11	13,004,318	11
OTHER ASSETS				
Nonoperating properties, net	1,002,002	1	1,003,950	1
Deferred charges	932,449	-	992,600	-
Miscellaneous	1,180,837	1	1,135,979	1
Total other assets	3,115,288	2	3,132,529	2
TOTAL	$ 123,278,231	100	$ 123,243,525	100

LIABILITIES AND STOCKHOLDERS' EQUITY	2012 Amount	%	2011 Amount	%
CURRENT LIABILITIES				
Short-term debt	$ 300,000	-	$ -	-
Short-term bills payable	699,748	1	-	-
Accounts payable and accrued expenses				
Third parties	1,555,033	2	1,464,362	1
Related parties	201,666	-	200,692	-
Income tax payable	373,276	-	51,341	-
Financial liabilities at fair value through profit or loss - current	280,687	-	480,368	1
Dividends and bonuses payable	203,617	-	203,288	-
Customers' deposits and advances	67,956	-	149,945	-
Deferred income tax liabilities - current	-	-	62,907	-
Current portion of long-term liabilities	6,640,329	5	-	-
Total current liabilities	10,322,312	8	2,612,903	2
LONG-TERM LIABILITIES, NET OF CURRENT PORTION				
Long-term loans	1,199,416	1	-	-
Bonds payable	22,207,713	18	29,217,633	24
Total long-term liabilities	23,407,129	19	29,217,633	24
RESERVE FOR LAND VALUE INCREMENT TAX	3,427,438	3	3,427,438	3
OTHER LIABILITIES				
Deferred income	1,287,705	1	1,347,771	1
Miscellaneous	164,407	-	267,710	-
Total other liabilities	1,452,112	1	1,615,481	1
Total liabilities	38,608,991	31	36,873,455	30
STOCKHOLDERS' EQUITY				
Capital stock - $10 par value per share				
Authorized - 2012 and 2011: 3,600,000 thousand shares			-	-
Issued - 2012: 3,230,918 thousand shares, 2011: 3,136,814 thousand shares	32,309,181	26	31,368,137	26
Capital surplus	6,590,192	5	6,640,128	5
Retained earnings				
Legal reserve	11,954,738	10	10,950,093	9
Special reserve	66,958	-	67,000	-
Unappropriated	13,360,396	11	16,356,817	13
Total retained earnings	25,382,092	21	27,373,910	22
Other equity				
Cumulative translation adjustments	618,416	-	3,239,069	2
Unrecognized net loss on pension cost	(222,747)	-	(185,516)	-
Unrealized gains on financial instruments	9,274,052	8	7,218,912	6
Unrealized revaluation increments	10,718,054	9	10,715,430	9
Total other equity	20,387,775	17	20,987,895	17
Total stockholders' equity	84,669,240	69	86,370,070	70
TOTAL	$ 123,278,231	100	$ 123,243,525	100

ASIA CEMENT CORPORATION

STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2012		2011	
	Amount	**%**	**Amount**	**%**
OPERATING REVENUE				
Sales revenue	$ 11,414,807	97	$ 10,518,765	97
Less: Sales returns and allowances	6,640	-	3,327	-
Sales revenues, net	11,408,167	97	10,515,438	97
Rental revenue	350,651	3	352,635	3
Net operating revenue	11,758,818	100	10,868,073	100
OPERATING COSTS				
Cost of goods sold	10,812,469	92	10,215,120	94
Rental cost	168,458	2	165,315	2
Total operating costs	10,980,927	94	10,380,435	96
GROSS PROFIT	777,891	6	487,638	4
(UNREALIZED) REALIZED GROSS PROFIT	(9,925)	-	3,389	-
NET GROSS PROFIT	767,966	6	491,027	4
OPERATING EXPENSES	514,581	4	698,791	6
OPERATING (LOSS) INCOME	253,385	2	(207,764)	(2)
NONOPERATING INCOME AND GAINS				
Investment income from equity-method investees, net	5,751,813	49	9,376,004	86
Exchange gain, net	485,760	4	-	-
Dividends	363,692	3	361,067	3
Interest income	293,206	3	204,022	2
Gain on disposal of investments	161,700	1	-	-
Valuation gain on financial assets, net	16,000	-	331,888	3
Valuation gain on financial liabilities, net	-	-	1,247,005	11
Gain on disposal of properties and equipment	-	-	14	-
Others	97,789	1	55,358	1
Total nonoperating income and gains	7,169,960	61	11,575,358	106
NONOPERATING EXPENSES AND LOSSES				
Interest expense	661,447	6	610,195	5
Valuation loss on financial liabilities, net	169,608	1	-	-
Impairment loss on financial assets	16,000	-	154,001	1

(Continued)

ASIA CEMENT CORPORATION

STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2012		2011	
	Amount	%	Amount	%
Exchange loss, net	-	-	291,109	3
Others	143,990	1	176,823	2
Total nonoperating expenses and losses	991,045	8	1,232,128	11
INCOME BEFORE INCOME TAX	6,432,300	55	10,135,466	93
INCOME TAX EXPENSE	197,108	2	119,217	1
NET INCOME	$ 6,235,192	53	$ 10,016,249	92

	2012		2011	
	Before Income Tax	After Income Tax	Before Income Tax	After Income Tax
EARNINGS PER SHARE				
Basic	$ 1.99	$ 1.93	$ 3.14	$ 3.10
Diluted	$ 1.92	$ 1.85	$ 3.07	$ 3.03

(Concluded)

ASIA CEMENT CORPORATION

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of New Taiwan Dollars, Except Per Share Amounts)

	Capital Stock Issued		Capital Surplus (Notes 2 and 17)				
	Shares	Amount	Donations	From Long-term Investments	Equity Component of Convertible Bonds	Total	Legal Reserve
BALANCE, JANUARY 1, 2011	3,075,307,547	$ 30,753,075	$ 41,790	$ 8,215,058	$ -	$ 8,256,848	$ 10,177,610
Appropriation of 2010 earnings							
Legal reserve	-	-	-	-	-	-	772,483
Cash dividends - $1.9 per share	-	-	-	-	-	-	-
Stock dividends - $0.2 per share	61,506,150	615,062	-	-	-	-	-
Balance after appropriation	3,136,813,697	31,368,137	41,790	8,215,058	-	8,256,848	10,950,093
Adjustments due to change in investee's equity	-	-	-	(1,930,850)	-	(1,930,850)	-
Adjustments due to change in unrealized losses of available-for-sale financial assets	-	-	-	-	-	-	-
Equity component of convertible bonds	-	-	-	-	314,130	314,130	-
Revaluation increments of land	-	-	-	-	-	-	-
Translation adjustments on foreign-currency equity method investments	-	-	-	-	-	-	-
Net income in 2011	-	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2011	3,136,813,697	31,368,137	41,790	6,284,208	314,130	6,640,128	10,950,093
Appropriation of 2011 earnings							
Legal reserve	-	-	-	-	-	-	1,004,645
Cash dividends - $2.3 per share	-	-	-	-	-	-	-
Stock dividends - $0.3 per share	94,104,410	941,044	-	-	-	-	-
Balance after appropriation	3,230,918,107	32,309,181	41,790	6,284,208	314,130	6,640,128	11,954,738
Adjustments due to change in investee's equity	-	-	-	(49,755)	-	(49,755)	-
Adjustments on equity due to disposal of investment by equity method	-	-	-	(181)	-	(181)	-
Translation adjustments on foreign-currency equity method investments	-	-	-	-	-	-	-
Net income in 2012	-	-	-	-	-	-	-
Adjustments due to change in unrealized gains of available-for-sale financial assets	-	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2012	3,230,918,107	$ 32,309,181	$ 41,790	$ 6,234,272	$ 314,130	$ 6,590,192	$ 11,954,738

The accompanying notes are an integral part of the financial statements.

Retained Earnings (Notes 2, 17 and 18)			Cumulative Translation Adjustments (Note 2)	Unrecognized Net Loss on Pension Cost (Note 2)	Unrealized Gains on Financial Instruments (Note 2)			Unrealized Revaluation Increments (Notes 2 and 10)	Total Stockholders' Equity
Special Reserve	Unappropriated	Total			Unrealized Gains (Losses) on Available-for-sale Financial Assets	Unrealized Gains (Losses) of Cash Flow Hedge	Total		
$ -	$ 13,540,991	$ 23,718,601	$ (565,828)	$ (160,325)	$ 13,855,562	$ (3,045)	$ 13,852,517	$ 2,786,131	$ 78,641,019
-	(772,483)	-	-	-	-	-	-	-	-
-	(5,843,084)	(5,843,084)	-	-	-	-	-	-	(5,843,084)
-	(615,062)	(615,062)	-	-	-	-	-	-	-
-	6,310,362	17,260,455	(565,828)	(160,325)	13,855,562	(3,045)	13,852,517	2,786,131	72,797,935
67,000	30,206	97,206	1,583,726	(25,191)	(6,274,453)	(23,219)	(6,297,672)	4,423,456	(2,149,325)
-	-	-	-	-	(335,933)	-	(335,933)	-	(335,933)
-	-	-	-	-	-	-	-	-	314,130
-	-	-	-	-	-	-	-	3,505,843	3,505,843
-	-	-	2,221,171	-	-	-	-	-	2,221,171
-	10,016,249	10,016,249	-	-	-	-	-	-	10,016,249
67,000	16,356,817	27,373,910	3,239,069	(185,516)	7,245,176	(26,264)	7,218,912	10,715,430	86,370,070
-	(1,004,645)	-	-	-	-	-	-	-	-
-	(7,214,672)	(7,214,672)	-	-	-	-	-	-	(7,214,672)
-	(941,044)	(941,044)	-	-	-	-	-	-	-
67,000	7,196,456	19,218,194	3,239,069	(185,516)	7,245,176	(26,264)	7,218,912	10,715,430	79,155,398
(42)	(71,252)	(71,294)	(1,512,627)	(37,234)	1,812,019	(8,778)	1,803,241	2,629	134,960
-	-	-	(1)	3	(193,341)	-	(193,341)	(5)	(193,525)
-	-	-	(1,108,025)	-	-	-	-	-	(1,108,025)
-	6,235,192	6,235,192	-	-	-	-	-	-	6,235,192
-	-	-	-	-	445,240	-	445,240	-	445,240
$ 66,958	$ 13,360,396	$ 25,382,092	$ 618,416	$ (222,747)	$ 9,309,094	$ (35,042)	$ 9,274,052	$ 10,718,054	$ 84,669,240

ASIA CEMENT CORPORATION

STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of New Taiwan Dollars)

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 6,235,192	$ 10,016,249
Adjustments to reconcile net income to net cash provided by operating activities:		
Investment income from equity-method investees, net	(5,751,813)	(9,376,004)
Cash dividends received from equity-method investees	5,112,294	5,809,663
Unrealized foreign exchange (gain) loss on bonds payable	(767,676)	705,868
Amortization of discount on bonds payable	398,085	314,923
Amortization	275,990	280,297
Depreciation	254,941	293,790
Deferred income taxes	(173,236)	143,433
Gain on disposal of investments, net	(161,700)	-
Realized deferred income	(68,085)	(68,085)
Impairment loss on financial assets carried at cost	16,000	154,001
Others	23,469	11,154
Net changes in operating assets and liabilities:		
Financial assets held for trading	(16,000)	(331,888)
Notes receivable	(112,166)	(24,533)
Accounts receivable	100,016	94,672
Other receivables	(5,869)	(36,299)
Inventories	(205,926)	(212,239)
Other current assets	334,633	(310,132)
Accounts payable and accrued expenses	91,645	188,218
Income tax payable	321,935	534
Financial liabilities held for trading	169,607	(1,247,005)
Customers’ deposits and advances	(55,836)	66,781
Accrued pension cost	(94,318)	(132,743)
Net cash provided by operating activities	5,921,182	6,340,655
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of properties and equipment	(833,347)	(327,501)
Proceeds from disposal of equity-method investments	623,870	-
Increase in deferred charges	(132,875)	(31,139)
(Increase) decrease in miscellaneous assets	7,914	(25,975)
Proceeds from disposal of properties and equipment	-	14
Net cash used in investing activities	(334,438)	(384,601)
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash dividends paid	(7,214,343)	(5,842,772)
Increase in long-term liabilities	1,199,416	15,780,094
Increase (decrease) in short-term bills payable	699,748	(309,912)
Increase (decrease) in short-term loans	300,000	(330,000)
Decrease in miscellaneous liabilities	(2,936)	(2,552)

(Continued)

ASIA CEMENT CORPORATION

STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of New Taiwan Dollars)

	2012	2011
Repayments of long-term liabilities	-	(11,485,000)
Net cash used in financing activities	(5,018,115)	(2,190,142)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	568,629	3,765,912
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	5,741,767	1,975,855
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 6,310,396	$ 5,741,767
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid (excluding capitalized interest)	$ 264,019	$ 293,913
Income taxes paid	$ 48,410	$ 31,366
NONCASH INVESTING AND FINANCING ACTIVITIES		
Current portion of long-term liabilities	$ 6,640,329	$ -
Revaluation increments of land	$ -	$ 5,489,415
Less: Reserve for land value increment tax	-	1,983,572
Revaluation increments of land, net	$ -	$ 3,505,843

(Concluded)

Notes of Financial Statements: Please refer to Attachment I

Consolidated Financial Statements: Please refer to Attachment II

The Company and its affiliates have not experienced financial difficulties in the most recent fiscal year or during the current fiscal year up to the printing date of the annual report.

VII Analysis of Financial Status, Operating Result, and Risk Management

7.1 Analysis of Financial Status

Unit: NT$1,000

Item \ Year	2011	2012	Variance	
			Amount	%
Current Assets	11,224,122	11,830,954	606,832	5
Long-term Investments	95,882,556	94,832,864	(1,049,692)	(1)
Properties and Equipment	13,004,318	13,499,125	494,807	4
Other Assets	3,132,529	3,115,288	(17,241)	(1)
Total Assets	123,243,525	123,278,231	34,706	-
Current Liabilities	2,612,903	10,322,312	7,709,409	295
Long-Term Liabilities	29,217,633	23,407,129	(5,810,504)	(20)
Reserve for Land Value Increment Tax	3,427,438	3,427,438	-	-
Other Liabilities	1,615,481	1,452,112	(163,369)	(10)
Total Liabilities	36,873,455	38,608,991	1,735,536	5
Capital Stock	31,368,137	32,309,181	941,044	3
Capital Surplus	6,640,128	6,590,192	(49,936)	(1)
Retained Earnings	27,373,910	25,382,092	(1,991,818)	(7)
Other Adjustments of Stockholders' Equity	20,987,895	20,387,775	(600,120)	(3)
Total Stockholders' Equity	86,370,070	84,669,240	(1,700,830)	(2)
Analysis of deviation over 20%: 1. The increase of current liabilities and the decrease of long-term liabilities mainly resulted from the long-term liabilities due within one year converted into the current liabilities.				

7.2 Analysis of Operating Results

Unit: NT$1,000

Item \ Year	2011	2012	Incr.(Decr.)	Variance (%)
Net Operating Revenue	10,868,073	11,758,818	890,745	8
Operating Costs	10,380,435	10,980,927	600,492	6
Gross Profit	487,638	777,891	290,253	60
Realized (Unrealized) Gross Profit	3,389	(9,925)	(13,314)	(393)
Net Gross Profit	491,027	767,966	276,939	56
Operating Expenses	698,791	514,581	(184,210)	(26)
Operating Income	(207,764)	253,385	461,149	222
Non Operating Income and Gains	11,575,358	7,169,960	(4,405,398)	(38)
Non Operating Expenses and Losses	1,232,128	991,045	(241,083)	(20)
Income Before Income Tax	10,135,466	6,432,300	(3,703,166)	(37)
Income Tax Expense	119,217	197,108	77,891	65
Net Income	10,016,249	6,235,192	(3,781,057)	(38)

1. Analysis of deviation over 20%:
   The increase of the gross profit and net gross profit were mainly due to the increase of net operating revenue.
   The increase of the unrealized gross profit resulted from the transactions with affiliated companies in 2012.
   The decrease of operating expenses resulted in the decrease of employee bonus expenses.
   Operating Income increased mainly due to the increase of gross profit and the decrease of operating expenses.
   The decrease of non operation income and gains, resulting from the decrease of the investment income recognized under equity method, resulted in the decrease of the income before income tax.
   Non operating expenses and losses decreased mainly due to the decrease of the exchange losses.
   Income tax expense increased since the accrued income tax payable in 2012 was greater than 2011.
2. For 2013, expected sales volume of domestic cement, 3.21 million MT, export cement, 1.903 million MT. Expected sales volume of domestic clinker, 0.07 million MT, export clinker, 0.29 million MT. Total sales volume will be 5.473 million MT, which is better than 2012.

7.3 Analysis of Cash Flow

Unit: NT$1,000

Cash Balance, Beginning of 2012	The Cash Inflows from Operating Activities for 2012	Cash Outflows for 2012	The Cash Surplus (Deficiency)	Source of Funding for Negative Cash Balance	
				Investing Plans	Financing Plans
5,741,767	5,921,182	5,352,553	6,310,396	-	-

The Analysis for Changing of Cash Flow for the Year

①.Operating Activities：The Net Cash Inflows from Operating Activities mainly came from Cash Dividends of NT$5,112,294,000 of Equity-Method Investees.

②.Investing and Financing Activities：Mostly for Payout NT$7,214,343,000 of Cash Dividends and Net Increase NT$2,199,164,000 in Short-Term and Long-Term Loans.

Measures to Save the Cash Deficiency and the Liquidity Analysis：

①.Source of Funding for Negative Cash Balance：Not Applicable.

②.Liquidity Analysis：Please Refer to the List Below.

Items	2011	2012	Increase(Decrease)Percentage
Cash Flow Ratio	242.67	57.36	(76.36)
Cash Flow Adequacy Ratio	91.80	85.25	(7.14)
Cash Reinvestment Ratio	0.35	(0.97)	(377.14)

Liquidity Analysis for the Coming Year：

Cash Balance, Beginning of 2013	Expected Net Cash Inflows from Operating Activities for 2013	Expected Total Cash Inflows for 2013	Expected Cash Surplus (Deficiency)	Expected Source of Funding for Negative Cash Balance	
				Investing Plans	Financing Plans
6,310,396	4,450,878	7,204,753	17,966,027	-	-

7.4 Impacts of Major Capital Expenditures on Finance and Operation

7.4.1 Major Capital Expenditures and Funding Sources

Unit: NT$1,000

Projects	Actual or Expected Source of Capital	Actual or Expected Date of Completion	Total Capital	Actual or Expected Capital Expenditures		
				2010	2011	2012
Improvement project of kiln #2 in Hualien Plant	Retained Earnings	2012/7/7	537,927	21,255	184,282	332,390

7.4.2 Expected Benefit to Finance and Operation from the Major Capital Expenditure

To reduce coal and power consumption which is benefit to finance and operation.

7.5 Investment Strategies in the Most Recent Year, the Major Reasons for its Gain or Loss and Improvement Plan and Investment Plans for Next Year

The Company did not engage in any long-term investments in the most recent year.

7.6 Analysis and Evaluation of Risk Management

7.6.1 The Impact of Fluctuation of Foreign Exchange, Interest Rates, and Inflation on the Company's Profit and Loss and Its Countermeasures

※Foreign exchange impact:

Foreign exchange rate fluctuates constantly because of the variation in market demand and supply. Thus, the risk of foreign exchange may occur to the Company by means of various trading. For the Company, most of the procurements of raw materials were disbursed in USD; foreign sales were collected in USD. Currently, the revenue mostly equals to the disbursement, which led to the effect of natural hedge, minimizing the impact of fluctuation of foreign exchange on the Company's profit and loss.

Besides natural hedge, in order to minimize the risk of foreign exchange, the Company had adopted such hedging instruments against the uncertainty:

(1) Monitoring the impact to foreign exchange rate from global macro-economic change and building up a necessary hedge mechanism.

(2) Planning future's demand for currencies and establishing the foreign currency position from relatively lower level to reduce overall cost. Converting weak currencies to strong currencies.

※Interest rate impact:

The Company primarily utilizes short-term bank loans and issues long-term debt instruments to finance its short, mid, and long term funding demands.

According to the terms and conditions of agreements entered with banks, short-term bank loan, subject to floating interest rate basis, can be utilized in revolving method within the duration of the agreements. Since the Company has been maintaining stable status operationally and financially, it is capable of obtaining relatively lower interest rate with aggressive negotiations with banks. Besides, the duration of utilizing short-term loan is less than one year. In a whole, the impact of the fluctuation of interest rates on the Company's short-term loans is limited.

The Company mainly issues long-term and fixed interest rate debt instruments to lock relatively lower funding cost, which can reduce interest expense and impact of interest fluctuation, replenish working capital, and improve financial structure to comply with the principle for long-term sustainable operation.

※Inflation rate impact:

Taiwan inflation rate was about 1.93% in 2012. This inflation rate did not have substantial effect on the Company's operation and profit.

7.6.2 The Impact of Highly Risky Investments, Highly Leveraged Transaction, Loaning to Others, Endorsement and Guarantee for Others, and Derivatives

The Company has no highly risky and highly leveraged investments or loaning to others.

The Company provided endorsement and guarantee for its subsidiaries according to "Procedures for Endorsement and Guarantee". Its balance was NT$11,919,506,000 and NT$ 11,448,232,000 by the end of 2012 and the end of April 2013 respectively. Based on conservative operating policy, the operations of its subsidiaries bring considerable income to the Company. Besides that, the Company supervises its subsidiaries regularly and controls related risks.

The financial transactions with "derivative" nature which the Company entered into were strictly for hedging purposes and not for any trading or speculative purposes. To control various types of financial trading risks, the Company has established internal policies and procedures based on sound financial and business practices, and in compliance with the relevant rules and regulations issued by the Taiwan Securities and Futures Bureau. The Company entered into USD/TWD CCS transactions and its balance was NT$ 10,207,940,000 by the end of April 2013 (fair value was NT$ 10,307,428,000).

◎R&D project and estimated expenditures in the future:

Unit: NT$1000

Item		Amount
1	Enhancing the analysis techniques for cement	4,300
2	Enhancing the ability of identification and quantification for the crystalline phase	55
3	Enhancing the control techniques of raw meal and coal grinding process	16,500
	Total	20,855

◎Effect on the Company's finance and operation from any changes in major policies and laws at home and abroad in the most recent fiscal year: None.

◎Effect on the Company's finance and operation due to the technological improvement and the change of industrial environment in the most recent fiscal year: None.

◎Events influencing the Company's corporate image in the most recent fiscal year: None.

◎Merger or acquisition plan in the most recent fiscal year: None.

◎Plan of expanding capacity in the most recent fiscal year: None.

◎Supply and sale of the Company in the most recent fiscal year: Normal and steady.

◎Large volume shares transferred or changed by directors, supervisors, or shareholders with more than 10% shareholdings in the most recent fiscal year: None.

◎Change of the Company's management in the most recent fiscal year: None.

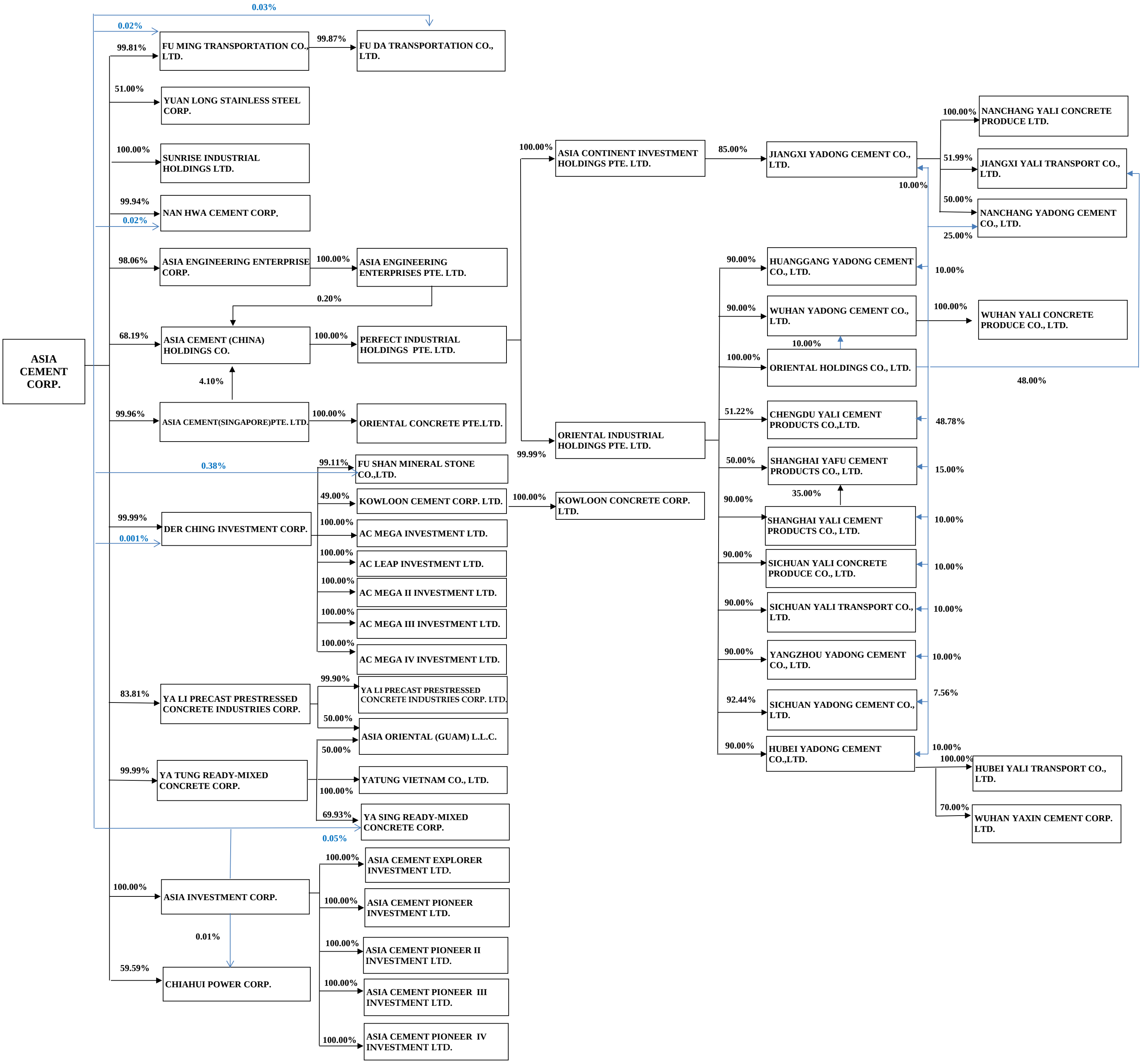
◎Litigation, non-litigation incidents or administrative disputes of directors, supervisors, president, shareholders with more than 10% shareholdings, or subsidiaries which could materially affect shareholders' equity or the prices of the Company's securities: None.

◎Other major risks: None.

7.7 Other Mentionable Issues : None.

VIII Special Disclosure

8.1 Organizational Chart of Affiliated Companies



8.2 Basic Information of Affiliated Companies

Currency: NT$ (except otherwise specified)
Unit: $1,000
As of December 31, 2012

Company Name	Establishing Date	Paid-in Capital	Main business or Production Item
Fu Ming Transportation Co., Ltd. Address: No.139, Sec. 1, Datong Rd., Xizhi City, Taipei County	Feb. 1980	295,695	Transportation
Yuan Long Stainless Steel Corp. Address: No.28, Daye S. Rd., Xiaogang Dist., Kaohsiung City	Dec. 2005	2,000,000	Steel rolling and related business
Sunrise Industrial Holdings Ltd. Address: Citco Building, Wickhams Cay, P.O.Box 662,Road Town ,Tortola, British Virgin Islands	Apr. 1996	USD 90	Investment
Nan Hwa Cement Corp. Address: No.90, Sec. 2, Linkong. Rd.,Longchin Dist., Taichung City	May. 1979	261,440	Granulated Blast-Furnace Slag, Cement, Limestone Slag
Asia Engineering Enterprise Corp. Address: No.125, Xinxing Rd., Xincheng Township, Hualien County	Nov. 1982	67,620	Engineering
Asia Cement (China) Holdings Co. Address: Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681gt, George Town, Grand Cayman, British West Indies	Apr. 2004	HKD 155,625	Investment
Asia Cement (Singapore) Pte. Ltd. Address: 5 Little Road #09-01 Cemtex Industrial Building Singapore 536983	Apr. 1964	SGD 10,500	Cement
Der Ching Investment Corp. Address: 31f., No.207, Sec. 2, Dunhua S. Rd., Da'An Dist., Taipei City	Dec. 1988	5,651,061	Investment
Ya Li Precast Prestressed Concrete Industries Corp. Address: No.3, Sec. 2, Jiayuan Rd., Shulin City, Taipei County	May. 1991	193,776	Cement products
Ya Tung Ready-Mixed Concrete Corp. Address: No.139, Sec. 1, Datong Rd., Xizhi City, Taipei County	Jan. 1999	1,375,281	Ready-mixed concrete, Cement products
Asia Investment Corp. Address: 31f., No.207, Sec. 2, Dunhua S. Rd., Da'An Dist., Taipei City	Oct. 1998	1,223,982	Investment
Chiahui Power Corp. Address: No.688, Songzijiao, Minxiong Township, Chiayi County	Apr. 1996	4,700,000	Power plant
Fu Da Transportation Co., Ltd. Address: No.139, Sec. 1, Datong Rd., Xizhi City, Taipei County	Feb. 1989	195,437	Transportation
Asia Engineering Enterprises Pte. Ltd. Address: Citco Building, Wickhams Cay, P.O.Box 662,Road Town ,Tortola, British Virgin Islands	June. 1995	USD 50	Engineering
Perfect Industrial Holdings Pte. Ltd. Address: Citco Building, Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	May. 1997	USD 7,817	Investment
Oriental Concrete Pte. Ltd. Address: 5 Little Road #09-01 Cemtex Industrial Building Singapore 536983	Oct. 1980	SGD 17,000	Ready-mixed concrete

Company Name	Establishing Date	Paid-in Capital	Main business or Production Item
Fu Shan Mineral Stone Co., Ltd. Address: No.125, Xinxing Rd., Xincheng Township, Hualien County	Dec. 1970	13,000	Marble, Limestone Mining
Kowloon Cement Corp. Ltd. Address: 11/F Lippo Leighton Tower, 103 Leighton Road, Causeway Bay, Hong Kong	Sept. 1986	HKD 23,000	Cement
Ac Mega Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	Nov. 2010	USD 10,050	Investment
Ac Leap Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	Nov. 2010	USD 10,050	Investment
Ac Mega II Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	June. 2011	USD 10,000	Investment
Ac Mega III Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	June. 2011	USD 10,000	Investment
Ac Mega IV Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	June. 2011	USD 9,900	Investment
Ya Li Precast Prestressed Concrete Industries Corp.Ltd.Delhi Branch Address: 7/241,2nd Floor, Sunder Vihar, Paschim Vihar, New Delhi-110087	June. 2007	INR 6,000	Cement products
Asia Oriental (Guam) L.L.C Address: 136 Adrian Sanchez Street Tamuning, Gu 96913	Aug. 2010	USD 3,000	Investment
Yatung Vietnam Co. Ltd. Address: Supporting Industry Zone, Ky Phuong Commune, Ky Anh District, Ha Tinh Province	Feb. 2010	VND 78,656,500	Ready-mixed concrete, Cement products
Ya Sing Ready-Mixed Concrete Corp. Address: No.350, Niupu S. Rd., Xiangshan Dist., Hsinchu City	Apr. 2000	100,000	Ready-mixed concrete, Cement products
Asia Cement Explorer Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	Aug. 2008	USD 11,415	Investment
Asia Cement Pioneer Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	Aug. 2008	USD 58,050	Investment
Asia Cement Pioneer II Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	June. 2011	USD 10,000	Investment
Asia Cement Pioneer III Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	June. 2011	USD 10,000	Investment
Asia Cement Pioneer IV Investment. Ltd. Address: Wickhams Cay,P.O.Box 662,Road Town ,Tortola, British Virgin Islands	June. 2011	USD 9,500	Investment
Asia Continent Investment Holdings Pte. Ltd. Address: 5 Little Road #09-01 Cemtex Industrial Building Singapore 536983	Apr. 1995	USD 237,847	Investment
Oriental Industrial Holdings Pte. Ltd. Address: 5 Little Road #09-01 Cemtex Industrial Building Singapore 536983	May. 1994	USD 496,962	Investment
Kowloon Concrete Corp. Ltd. Address: 11/F Lippo Leighton Tower, 103 Leighton Road, Causeway Bay, Hong Kong	Mar. 1992	HKD 10	Ready-mixed concrete, Cement products

Company Name	Establishing Date	Paid-in Capital	Main business or Production Item
Jiangxi Yadong Cement Co., Ltd. Address: Changjiang Road, Jiujiang Economic Development Zone, Jiujiang City, Jiangxi Province, China	Oct. 1997	USD 296,104	Cement, Cement products, Ready-mixed concrete
Huanggang Yadong Cement Co., Ltd. Address: 5 Tiyu Avenue,Huangzhou Zone，Huanggang City, Hubei Province, China	Aug. 2006	USD 66,170	Cement, Cement products, Ready-mixed concrete
Wuhan Yadong Cement Co., Ltd. Address: Cihui Avenue, Wujiashan Taiwan Business Investment Zone, Dongxihu, Wuhan, China	Nov. 1999	USD 36,140	Cement, Slag-Cement, Granulated blast-furnace slag
Oriental Holdings Co., Ltd. Address: Room 305a,No 2875,South Yanggao Rd, Pudong New Area, Shanghai	July. 2003	USD 80,407	Investment, Consultant
Chengdu Yali Cement Products Co., Ltd. Address: No.68 Anpeng Road, Pengzhou, Chengdu City, Sichuan, China	Dec. 2004	USD 4,100	Ready-mixed concrete, Cement products
Shanghai Yafu Cement Products Co., Ltd. Address: No.3000 Longwu Road Minhang Shanghai China	Jan. 2003	RMB 21,000	Ready-mixed concrete, Cement products
Shanghai Yali Cement Products Co., Ltd. Address: No.3000 Longwu Road Minhang Shanghai China	Nov. 1995	USD 15,000	Ready-mixed concrete, Cement products
Sichuan Yali Concrete Produce Co., Ltd. Address: No.268,Three Passage,Wenquan Road Wenjiang District,Chendu City,Sichuan,China	Nov. 2005	USD 3,300	Ready-mixed concrete, Cement products
Sichuan Yali Transport Co., Ltd. Address: No.68 Anpeng Road, Pengzhou, Chengdu City, Sichuan, China	May. 2006	USD 3,500	Transportation
Yangzhou Yadong Cement Co., Ltd. Address: No.7 Gudu Road Balitown, Yangzhou Economic Development Zone Yangzhou City Jiangsu Province China	July. 2006	USD 35,530	Cement, Clinker, Ready-mixed concrete
Sichuan Yadong Cement Co., Ltd. Address: No.66 Anpeng Road, Tianpeng Town, Pengzhou, Chengdu City, Sichuan, China	Nov. 2004	USD 143,340	Clinker, Cement, Limestone, Cement products, Ready-mixed concrete
Hubei Yadong Cement Co., Ltd. Address: No.66 Ya Dong Avenue, Pingjiang West Road, Yangluo Economic Development Zone, Wuhan City, Hubei Province, China	June. 2005	USD 154,800	Cement, Ready-mixed concrete, Cement products
Nanchang Yali Concrete Produce Ltd. Address: Melin Ave Bashuihu Industries Zone Nanchang Etdz Jiangxi Province	Dec. 2003	RMB 60,000	Ready-mixed concrete, Cement products
Jiangxi Yali Transport Co., Ltd. Address: No.8,Yadong Ma-Toutown Ruichang City Jiangxi, China	May. 2000	RMB 12,500	Transportation
Nanchang Yadong Cement Co., Ltd. Address: Industrial 2nd Rd, Changdong Industrial Park, Nanchang Jiangxi, China	Jan. 2004	RMB 90,000	Cement, Clinker, Ready-mixed concrete
Wuhan Yali Concrete Produce Co., Ltd. Address: No.66 Ya Dong Avenue, Pingjiang Went Road, Yangluo Economic Development Zone, Wuhan City, Hubei Province, China	Dec. 2007	RMB 60,000	Ready-mixed concrete, Cement products

Company Name	Establishing Date	Paid-in Capital	Main business or Production Item
Hubei Yali Transport Co., Ltd. Address: Cihui Avenue, Wujiashan Taiwan Business Investment Zone, Dongxihu, Wuhan, Hubei Province, China	Oct. 2006	RMB 13,000	Transportation
Wuhan Yaxin Cement Co., Ltd. Address: Jiangjun Mountain, Jiangxia District, Wuhan. Hubei Province, China	Aug. 2003	RMB 90,000	Clinker, Cement, Limestone

8.3 Main Business of Affiliated Companies

Please Refer to Above List.

8.4 Information of the Directors, Supervisors, and Presidents of Affiliated Companies

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
Fu Ming Transportation Co., Ltd.	Chairman	Johnny Shih (ACC Representative)	29,513,518	99.81
	Director / President	W.T.Hsu (ACC Representative)	29,513,518	99.81
	Director	K.Y.Lee (ACC Representative)	29,513,518	99.81
	Director	Y.F.Chang (ACC Representative)	29,513,518	99.81
	Director	R.H.Shao (ACC Representative)	29,513,518	99.81
	Director	B.Z.Cheng (ACC Representative)	29,513,518	99.81
	Director	Z.F.Lin (ACC Representative)	29,513,518	99.81
	Supervisor	T.L.Yu (Asia Investment Corp. Representative)	5,000	0.02
	Supervisor	Humphrey Cheng (Asia Investment Corp. Representative)	5,000	0.02
Yuan Long Stainless Steel Corp.	Chairman	K.Y.Lee (ACC Representative)	102,000,000	51.00
	President	X.H.Chen	0	0.00
	Director	Peter Hsu (ACC Representative)	102,000,000	51.00
	Director	C.F.Cheng (ACC Representative)	102,000,000	51.00
	Director	Thomas Chou (FEIB AMC Representative)	98,000,000	49.00
	Director	H.Y.Wang (FEIB AMC Representative)	98,000,000	49.00
	Supervisor	Doris Wu (ACC Representative)	102,000,000	51.00
	Supervisor	T.K.Hsieh (FEIB AMC Representative)	98,000,000	49.00
Sunrise Industrial Holdings Ltd.	Director	Douglas Tong Hsu (ACC Representative)	90,000	100.00
	Director	T.H.Chang (ACC Representative)	90,000	100.00
	Director	Peter Hsu (ACC Representative)	90,000	100.00
	Director	K.Y.Lee (ACC Representative)	90,000	100.00
	Director	R.H.Shao (ACC Representative)	90,000	100.00
Nan Hwa Cement Corp.	Chairman	K.Y.Lee (ACC Representative)	26,127,827	99.94
	President	M.T.Chen	0	0.00
	Director	Douglas Tong Hsu	1,548	0.00
	Director	T.H.Chang (ACC Representative)	26,127,827	99.94
	Director	C.M.Chen (ACC Representative)	26,127,827	99.94
	Director	Z.F.Lin (ACC Representative)	26,127,827	99.94
	Director	Y.F.Chang (ACC Representative)	26,127,827	99.94
	Director	Peter Hsu	1,548	0.00
	Director	C.H.Chiu (ACC Representative)	26,127,827	99.94
	Director	C.K.Chang (ACC Representative)	26,127,827	99.94
	Director	S.J.Lin (ACC Representative)	26,127,827	99.94
	Supervisor	W.H.Yeh (Asia Investment Corp. Representative)	5,000	0.02

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
Asia Engineering Enterprise Corp.	Chairman	Y.F.Chang (ACC Representative)	6,630,831	98.06
	Director / President	Z.P.Chang (ACC Representative)	6,630,831	98.06
	Director	K.Y.Lee (ACC Representative)	6,630,831	98.06
	Director	C.K.Chang (ACC Representative)	6,630,831	98.06
	Director	J.B.Yu (ACC Representative)	6,630,831	98.06
	Director	X.M.Guo (ACC Representative)	6,630,831	98.06
	Director	Z.F.Lin (ACC Representative)	6,630,831	98.06
	Director	J.C.Lin (ACC Representative)	6,630,831	98.06
	Director	Douglas Tong Hsu	13,041	0.19
	Director	Peter Hsu	5,681	0.08
	Supervisor	H.Z.He (ACC Representative)	6,630,831	98.06
Asia Cement (China) Holdings Co.	Chairman / Non-Executive Director	Douglas Tong Hsu	0	0.00
	Executive Director	T.H.Chang	120,000	0.01
	Executive Director	R.H.Shao	150,000	0.01
	Executive Director	C.K.Chang	30,000	0.00
	Executive Director	S.J.Lin	0	0.00
	Executive Director	Z.L.Wu	0	0.00
	Independent Non - Executive Director	Z.T.Liu	0	0.00
	Independent Non - Executive Director	Q.Z.Lei	0	0.00
	Independent Non - Executive Director	D.L.Zhan	0	0.00
	Independent Non - Executive Director	Y.H.Huang	0	0.00
Asia Cement (Singapore) Pte. Ltd.	Chairman / Managing Director	Douglas Tong Hsu	2	0.00
	Vice Managing Director	J.H.Lin (ACC Representative)	10,495,495	99.96
	Director	T.H.Chang (ACC Representative)	10,495,495	99.96
	Director	K.Y.Lee (ACC Representative)	10,495,495	99.96
	Director	Y.F.Chang (ACC Representative)	10,495,495	99.96
	Director	R.H.Shao (ACC Representative)	10,495,495	99.96
	Director	Peter Hsu (ACC Representative)	10,495,495	99.96
	Director	C.P.Sue (ACC Representative)	10,495,495	99.96
Der Ching Investment Corp.	Chairman	K.Y.Lee (ACC Representative)	565,050,591	99.99
	Director	Peter Hsu	6,299	0.00
	Director	W.K.Chou (ACC Representative)	565,050,591	99.99
	Director	Y.F.Chang (ACC Representative)	565,050,591	99.99
	Director	T.H. Chang (ACC Representative)	565,050,591	99.99
	Director	R.H.Shao (ACC Representative)	565,050,591	99.99
	Director	Terry Cheng (ACC Representative)	565,050,591	99.99
	Supervisor	M.Wang (Asia Investment Corp. Representative)	5,125	0.00
	Supervisor	H.T.Peng (Asia Investment Corp. Representative)	5,125	0.00
Ya Li Precast Prestressed Concrete Industries Corp.	Chairman	K.Y.Lee (ACC Representative)	16,241,083	83.81
	Director / President	W.Yang (ACC Representative)	16,241,083	83.81
	Director	Y.F.Chang (ACC Representative)	16,241,083	83.81
	Director	Douglas Tong Hsu (ACC Representative)	16,241,083	83.81
	Director	Peter Hsu (ACC Representative)	16,241,083	83.81
	Director	T.Z.Yang (ACC Representative)	16,241,083	83.81
	Director	C.F.Cheng (ACC Representative)	16,241,083	83.81
	Supervisor	Lin Kuo (FEGC Representative)	3,105,647	16.03
	Supervisor	T.L.Yu (FEGC Representative)	3,105,647	16.03
Ya Tung Ready-Mixed Concrete Corp.	Chairman	K.Y.Lee (ACC Representative)	137,526,904	99.99
	President	Z.P. Chen	0	0.00

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Director	Y.F.Chang (ACC Representative)	137,526,904	99.99
	Director	W.K.Chou (ACC Representative)	137,526,904	99.99
	Director	C.M.Chen (ACC Representative)	137,526,904	99.99
	Director	Peter Hsu	136	0.00
	Supervisor	R.H.Shao (ACC Representative)	137,526,904	99.99
	Supervisor	Doris Wu (ACC Representative)	137,526,904	99.99
Asia Investment Corp.	Chairman	K.Y.Lee (ACC Representative)	122,398,220	100.00
	Director	Y.F.Chang (ACC Representative)	122,398,220	100.00
	Director	Y.M.Shin (ACC Representative)	122,398,220	100.00
	Supervisor	H.Y. Kao (ACC Representative)	122,398,220	100.00
Chiahui Power Corp.	Chairman	Douglas Tong Hsu (ACC Representative)	280,093,521	59.59
	President	C.L.Chen	0	0.00
	Director	Peter Hsu (ACC Representative)	280,093,521	59.59
	Director	K.Y.Lee (ACC Representative)	280,093,521	59.59
	Director	Ko Suenaja (J-Power Investment Netherlands B.V. Representative)	187,854,807	39.97
	Director	Chiharu Doi (J-Power Investment Netherlands B.V. Representative)	187,854,807	39.97
	Supervisor	Doris Wu (Asia Investment Corp. Representative)	37,574	0.01
	Supervisor	W.H.Yeh (Asia Investment Corp. Representative)	37,574	0.01
Fu Da Transportation Co., Ltd.	Chairman	Johnny Shih (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
	Director / President	W.T. Hsu (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
	Director	W.Y.Yun (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
	Director	Y.X.Wu (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
	Director	K.Y. Lee (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
	Director	Humphrey Cheng (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
	Supervisor	B.Z.Cheng (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
	Supervisor	C.M.Shi (Fu Ming Transportation Co., Ltd. Representative)	19,519,141	99.87
Asia Engineering Enterprises Pte. Ltd.	Director	T.H.Chang	0	0.00
	Director	Y.F.Chang	0	0.00
	Director	Z.P.Chang	0	0.00
Perfect Industrial Holdings Pte. Ltd.	Director	Douglas Tong Hsu	0	0.00
	Director	T.H.Chang	0	0.00
Oriental Concrete Pte. Ltd.	Chairman	Douglas Tong Hsu (Asia Cement (Singapore) Pte. Ltd. Representative)	17,000,000	100.00
	Director / Managing Director	J.H.Lin (Asia Cement (Singapore) Pte. Ltd. Representative)	17,000,000	100.00

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Director	K.Y.Lee (Asia Cement (Singapore) Pte. Ltd. Representative)	17,000,000	100.00
	Director	C.P.Sue (Asia Cement (Singapore) Pte. Ltd. Representative)	17,000,000	100.00
	Director	Peter Hsu (Asia Cement (Singapore) Pte. Ltd. Representative)	17,000,000	100.00
Fu Shan Mineral Stone Co., Ltd.	Chairman	Y.F.Chang (Der Ching Investment Corp. Representative)	1,288,485	99.11
	Director	Peter Hsu (Der Ching Investment Corp. Representative)	1,288,485	99.11
	Director	C.M.Chen (Der Ching Investment Corp. Representative)	1,288,485	99.11
	Director	Z.P.Chang (Der Ching Investment Corp. Representative)	1,288,485	99.11
	Director	Manfred Wang (Der Ching Investment Corp. Representative)	1,288,485	99.11
	Supervisor	W.H.Yeh (Asia Investment Corp. Representative)	5,000	0.38
Kowloon Cement Corp. Ltd.	Chairman	Douglas Tong Hsu	0	0.00
	Director	Johnny Shih	0	0.00
	Director	K.Y.Lee	0	0.00
	Director	Y.F.Chang	0	0.00
	Director	R.H.Shao	0	0.00
	Director	C.P.Sue	0	0.00
Ac Mega Investment Ltd.	Director	C.M.Chen (Der Ching Investment Corp. Representative)	10,050,000	100.00
	Director	W.K.Chou (Der Ching Investment Corp. Representative)	10,050,000	100.00
	Director	Doris Wu (Der Ching Investment Corp. Representative)	10,050,000	100.00
Ac Leap Investment Ltd.	Director	C.M.Chen (Der Ching Investment Corp. Representative)	10,050,000	100.00
	Director	W.K.Chou (Der Ching Investment Corp. Representative)	10,050,000	100.00
	Director	Doris Wu (Der Ching Investment Corp. Representative)	10,050,000	100.00
Ac Mega II Investment Ltd.	Director	C.M.Chen (Der Ching Investment Corp. Representative)	10,000,000	100.00
	Director	W.K.Chou (Der Ching Investment Corp. Representative)	10,000,000	100.00
	Director	Doris Wu (Der Ching Investment Corp. Representative)	10,000,000	100.00
Ac Mega III Investment Ltd.	Director	C.M.Chen (Der Ching Investment Corp. Representative)	10,000,000	100.00
	Director	W.K.Chou (Der Ching Investment Corp. Representative)	10,000,000	100.00
	Director	Doris Wu (Der Ching Investment Corp. Representative)	10,000,000	100.00
Ac Mega IV Investment Ltd.	Director	C.M.Chen (Der Ching Investment Corp. Representative)	9,900,000	100.00
	Director	W.K.Chou (Der Ching Investment Corp. Representative)	9,900,000	100.00
	Director	Doris Wu (Der Ching Investment Corp. Representative)	9,900,000	100.00
Ya Li Precast Prestressed Concrete Industries Corp. Ltd. Delhi Branch	Chairman	W.Yang (Ya Li Precast Prestressed Concrete Industries Corp. Representative)	*INR 99,990	99.90

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Director	X.M.He (Ya Li Precast Prestressed Concrete Industries Corp. Representative)	*INR 99,990	99.90
	Director	W.H.Yeh (Ya Li Precast Prestressed Concrete Industries Corp. Representative)	*INR 99,990	99.90
	Director	Y.H.Kao (Ya Li Precast Prestressed Concrete Industries Corp. Representative)	*INR 99,990	99.90
	Director	Gary Lee (Ya Li Precast Prestressed Concrete Industries Corp. Representative)	*INR 99,990	99.90
	Director	P.E.Liu (Ya Li Precast Prestressed Concrete Industries Corp. Representative)	*INR 99,990	99.90
Asia Oriental (Guam) L.L.C	Shareholders/ Manager	J.H.Chiu (Ya Tung Ready-Mixed Concrete Corp. Representative)	*USD 1,500	50.00
	Shareholders	W.Yang (Ya Li Precast Prestressed Concrete Industries Corp. Representative)	*USD 1,500	50.00
	Manager	Gary Lee	0	0.00
Yatung Vietnam Co. Ltd.	Manager	S.Y.Huang (Ya Tung Ready-Mixed Concrete Corp. Representative)	*VND 78,656,500	100.00
Ya Sing Ready-Mixed Concrete Corp.	Chairman	K.Y.Lee (Ya Tung Ready-Mixed Concrete Corp. Representative)	6,993,000	69.93
	Director / President	J.H.Chiu (Ya Tung Ready-Mixed Concrete Corp. Representative)	6,993,000	69.93
	Director	M.T.Chen (Ya Tung Ready-Mixed Concrete Corp. Representative)	6,993,000	69.93
	Director	Z.P.Chen (Ya Tung Ready-Mixed Concrete Corp. Representative)	6,993,000	69.93
	Director	S.Y.Huang (Ya Tung Ready-Mixed Concrete Corp. Representative)	6,993,000	69.93
	Director	Z.G.He (Ya Tung Ready-Mixed Concrete Corp. Representative)	6,993,000	69.93
	Director	C.T.Tsai (Nan Kung Enterprise Corp.Ltd. Representative)	1,000,000	10.00
	Director	J.B.Zhuo (Lien Fang Enterprise Corp.Ltd. Representative)	500,000	5.00
	Director	J.F.Tsai (Ho Hwei Enterprise Corp.Ltd. Representative)	500,000	5.00
	Supervisor	F.C.Wu (Chu Chiang Enterprise Corp.Ltd. Representative)	1,000,000	10.00
	Supervisor	W.K.Chou (Asia Investment Corp. Representative)	5,000	0.05

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Supervisor	J.M.Lin (Asia Investment Corp. Representative)	5,000	0.05
Asia Cement Explorer Investment Ltd.	Director	C.M.Chen (Asia Investment Corp. Representative)	11,415,000	100.00
	Director	W.K.Chou (Asia Investment Corp. Representative)	11,415,000	100.00
	Director	Doris Wu (Asia Investment Corp. Representative)	11,415,000	100.00
Asia Cement Pioneer Investment Ltd.	Director	C.M.Chen (Asia Investment Corp. Representative)	58,050,000	100.00
	Director	W.K.Chou (Asia Investment Corp. Representative)	58,050,000	100.00
	Director	Doris Wu (Asia Investment Corp. Representative)	58,050,000	100.00
Asia Cement Pioneer II Investment Ltd.	Director	C.M.Chen (Asia Investment Corp. Representative)	10,000,000	100.00
	Director	W.K.Chou (Asia Investment Corp. Representative)	10,000,000	100.00
	Director	Doris Wu (Asia Investment Corp. Representative)	10,000,000	100.00
Asia Cement Pioneer III Investment Ltd.	Director	C.M.Chen (Asia Investment Corp. Representative)	10,000,000	100.00
	Director	W.K.Chou (Asia Investment Corp. Representative)	10,000,000	100.00
	Director	Doris Wu (Asia Investment Corp. Representative)	10,000,000	100.00
Asia Cement Pioneer IV Investment Ltd.	Director	C.M.Chen (Asia Investment Corp. Representative)	9,500,000	100.00
	Director	W.K.Chou (Asia Investment Corp. Representative)	9,500,000	100.00
	Director	Doris Wu (Asia Investment Corp. Representative)	9,500,000	100.00
Asia Continent Investment Holdings Pte. Ltd.	Chairman	Douglas Tong Hsu	0	0.00
	Director	T.H.Chang	0	0.00
	Director	Doris Wu	0	0.00
	Director	Peter Hsu	0	0.00
	Director	Y.F.Huang	0	0.00
Oriental Industrial Holdings Pte. Ltd.	Chairman	T.H.Chang	2,000	0.00
	Director	Douglas Tong Hsu	4,000	0.00
	Director	Peter Hsu	0	0.00
	Director	R.H.Shao	1,000	0.00
	Director	Wei Shing	0	0.00

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
Kowloon Concrete Corp. Ltd.	Chairman	Douglas Tong Hsu	0	0.00
	Director	K.Y.Lee	0	0.00
	Director	L.H.Fang	0	0.00
	Director	C.P.Sue	0	0.00
	Director	Doris Wu	0	0.00
Jiangxi Yadong Cement Co., Ltd.	Chairman	T.H.Chang (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Vice Chairman	D.M.Yao (Jiangxi Provincial Investment Group Corp. Representative)	*USD 14,805	5.00
	Director / President	C.K.Chang (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Director	Douglas Tong Hsu (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Director	Peter Hsu (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Director	Z.L.Wu (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Director	S.J.Lin (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Director	R.H.Shao (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Director	M.Y.Gao (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
	Supervisor	Doris Wu (Asia Continent Investment Holdings Pte. Ltd. Representative)	*USD 251,689	85.00
Huanggang Yadong Cement Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
	Director / President	T.T.Huang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
	Director	Z.L.Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
	Director	Douglas Tong Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
	Director	Peter Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
	Director	Humphrey Cheng. (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
	Director	R.H.Shao (Oriental Holdings Co., Ltd. Representative)	*USD 6,617	10.00
	Director	C.K.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
	Director	T.Z.Yang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Supervisor	J.C.Lin (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 59,553	90.00
Wuhan Yadong Cement Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 32,526	90.00
	Director / President	Y.S.Fang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 32,526	90.00
	Director	Douglas Tong Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 32,526	90.00
	Director	C.K.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 32,526	90.00
	Director	S.J.Lin (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 32,526	90.00
	Director	T.K.Hsieh (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 32,526	90.00
	Director	Z.L.Wu (Oriental Holdings Co., Ltd. Representative)	*USD 3,614	10.00
	Supervisor	J.C.Lin (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 32,526	90.00
Oriental Holdings Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
	Director / President	R.H.Shao (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
	Director	Douglas Tong Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
	Director	Bernard Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
	Director	Peter Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
	Director	Z.L.Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
	Director	T.K.Hsieh (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
	Supervisor	L.H.Fang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 80,407	100.00
Chengdu Yali Cement Products Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,100	51.22
	Director / President	J.B.Yu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,100	51.22
	Director	L.H.Fang (Oriental Holdings Co., Ltd. Representative)	*USD 2,000	48.78
	Director	C.K.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,100	51.22

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Director	S.X.Lee (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,100	51.22
	Supervisor	Z.Y.Lin (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,100	51.22
Shanghai Yafu Cement Products Co., Ltd	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*RMB 10,500	50.00
	President	S.C.Lin	0	0.00
	Director	S.J.Lin (Shanghai Yali Cement Products Co., Ltd. Representative)	*RMB 7,350	35.00
	Director	Terry Cheng (Oriental Holdings Co., Ltd. Representative)	*RMB 3,150	15.00
	Director	Humphrey Cheng (Oriental Industrial Holdings Pte. Ltd. Representative)	*RMB 10,500	50.00
	Director	C.K.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*RMB 10,500	50.00
	Supervisor	R.H.Shao (Oriental Holdings Co., Ltd. Representative)	*RMB 3,150	15.00
Shanghai Yali Cement Products Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 13,500	90.00
	Director / President	S.C.Lin (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 13,500	90.00
	Director	Terry Cheng (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 13,500	90.00
	Director	Z.L.Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 13,500	90.00
	Director	W.K.Chou (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 13,500	90.00
	Director	Bernard Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 13,500	90.00
	Director	R.H.Shao (Oriental Holdings Co., Ltd. Representative)	*USD 1,500	10.00
	Supervisor	L.H.Fang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 13,500	90.00

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
Sichuan Yali Concrete Produce Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,970	90.00
	Director / President	J.B.Yu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,970	90.00
	Director	L.H.Fang (Oriental Holdings Co., Ltd. Representative)	*USD 330	10.00
	Director	Z.L.Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,970	90.00
	Director	W.K.Chou (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 2,970	90.00
Sichuan Yali Transport Co., Ltd.	Chairman	L.H.Fang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 3,150	90.00
	Director / President	C.P.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 3,150	90.00
	Director	J.B.Yu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 3,150	90.00
	Director	B.H.Lu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 3,150	90.00
	Director	G.W.Chiou (Oriental Holdings Co., Ltd. Representative)	*USD 350	10.00
	Supervisor	J.H.Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 3,150	90.00
Yangzhou Yadong Cement Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 31,977	90.00
	Director / President	Terry Cheng (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 31,977	90.00
	Director	Douglas Tong Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 31,977	90.00
	Director	Peter Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 31,977	90.00
	Director	C.K.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 31,977	90.00
	Director	W.F.Leu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 31,977	90.00
	Director	Z.L.Wu (Oriental Holdings Co., Ltd. Representative)	*USD 3,553	10.00
	Supervisor	R.H.Shao (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 31,977	90.00
Sichuan Yadong Cement Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
	Director / President	L.H.Fang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Director	C.K.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
	Director	Douglas Tong Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
	Director	Peter Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
	Director	Z.L.Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
	Director	K.Y.Lee (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
	Director	R.H.Shao (Oriental Holdings Co., Ltd. Representative)	*USD 10,834	7.56
	Director	Humphrey Cheng (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
	Supervisor	J.C.Lin (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 132,506	92.44
Hubei Yadong Cement Co., Ltd.	Chairman	T.H.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Director / President	S.J.Lin (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Director	C.K.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Director	Douglas Tong Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Director	Peter Hsu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Director	Y.F.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Director	Z.L.Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Director	R.H.Shao (Oriental Holdings Co., Ltd. Representative)	*USD 15,480	10.00
	Director	Z.P.Chang (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
	Supervisor	Doris Wu (Oriental Industrial Holdings Pte. Ltd. Representative)	*USD 139,320	90.00
Nanchang Yali Concrete Produce Ltd.	Chairman	T.H.Chang (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Director / President	T.S.Yang (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Director	Z.L.Wu (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Director	S.J.Lin (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Director	X.M.Guo (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Supervisor	J.C.Lin (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
Jiangxi Yali Transport Co., Ltd.	Chairman	C.K.Chang (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 6,499	51.99
	Director / President	J.L.Jang (Oriental Holdings Co., Ltd. Representative)	*RMB 6,000	48.00
	Director	Z.L.Wu (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 6,499	51.99
	Director	S.J.Lin (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 6,499	51.99
	Director	A.K.Fu	*RMB 1	0.01
	Supervisor	H.T.Peng (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 6,499	51.99
Nanchang Yadong Cement Co., Ltd.	Chairman	T.H.Chang (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 45,000	50.00
	Vice Chairman	C.H.Huang (Fangda Special Steel Technology Co., Ltd. Representative)	*RMB 22,500	25.00
	President	A.K.Fu	0	0.00
	Director	Z.L.Wu (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 45,000	50.00
	Director	S.J.Lin (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 45,000	50.00
	Director	C.K.Chang (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 45,000	50.00
	Director	Z.P.Chang (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 45,000	50.00
	Director	R.H.Shao (Oriental Holdings Co., Ltd. Representative)	*RMB 22,500	25.00
	Director	Y.D.Pan (Fangda Special Steel Technology Co., Ltd. Representative)	*RMB 22,500	25.00
	Supervisor	Doris Wu (Jiangxi Yadong Cement Co., Ltd. Representative)	*RMB 45,000	50.00
Wuhan Yali Concrete Produce Co.,Ltd.	Chairman	T.H.Chang (Wuhan Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Director / President	T.X.Nie (Wuhan Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Director	S.J.Lin (Wuhan Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00

Company Name	Title	Name or Representative	Shareholding	
			Shares	%
	Director	C.K.Chang (Wuhan Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Director	S.X.Lee (Wuhan Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
	Supervisor	J.C.Lin (Wuhan Yadong Cement Co., Ltd. Representative)	*RMB 60,000	100.00
Hubei Yali Transport Co., Ltd.	Chairman	S.J.Lin (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 13,000	100.00
	Director / President	T.X.Nie (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 13,000	100.00
	Director	C.H. Cheng (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 13,000	100.00
	Supervisor	L.Tian (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 13,000	100.00
	Supervisor	Y.S.Fang (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 13,000	100.00
	Supervisor	J.C.Lin (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 13,000	100.00
Wuhan Yaxin Cement Co., Ltd.	Chairman	T.H.Chang (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 63,000	70.00
	Director / President	L.Tian (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 63,000	70.00
	Director	Z.L.Wu (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 63,000	70.00
	Director	Humphrey Cheng (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 63,000	70.00
	Director	C.K.Chang (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 63,000	70.00
	Director	C.C.Cheng	*RMB 13,968	15.52
	Director	T.F.Ke (Tai Ming Kang Representative)	*RMB 13,032	14.48
	Supervisor	Doris Wu (Hubei Yadong Cement Co., Ltd. Representative)	*RMB 63,000	70.00
	Supervisor	K.H.Ke	0	0.00

The above companies marked with the "" sign are not incorporated companies. Therefore the shareholding are shown in capital (Unit: INR, USD, VND and RMB $1,000) instead of shown in numbers of shares.

8.5 Operating Condition of Affiliated Companies

Unit:NT$1,000

Company Name	Capital	Total Assets	Total Liabilities	Net Value	Net Sales	Operating Income (Loss)	Income (Loss) (After Income Tax)	Earnings(Loss) per Share (After Income Tax)

Company Name	Capital	Total Assets	Total Liabilities	Net Value	Net Sales	Operating Income (Loss)	Income (Loss) (After Income Tax)	Earnings(Loss) per Share (After Income Tax)
Fu Ming Transportation Co., Ltd.	295,695	1,305,063	257,065	1,047,998	746,726	39,187	121,293	4.10
Yuan Long Stainless Steel Corp.	2,000,000	5,102,118	3,476,514	1,625,604	3,078,998	(273,439)	(293,626)	(1.47)
Sunrise Industrial Holdings Ltd.	2,609	116,641	73,967	42,674	-	(94)	701	7.79
Nan Hwa Cement Corp.	261,440	931,779	523,258	408,521	502637	14,956	7,916	0.30
Asia Engineering Enterprise Corp.	67,620	422,466	266,092	156,374	122,235	3,641	18,044	2.67
Asia Cement (China) Holdings Co.	578,458	56,943,441	17,434,404	39,509,037	-	(311,763)	1,845,908	1.19
Asia Cement (Singapore) Pte. Ltd.	248,535	3,636,717	890,667	2,746,050	1,124,095	35,402	138,733	13.21
Der Ching Investment Corp.	5,651,061	10,745,608	1,524,965	9,220,643	206,676	200,620	847,353	1.50
Ya Li Precast Prestressed Concrete Industries Corp.	193,776	326,324	247,643	78,681	174,784	(19,138)	(23,754)	(1.23)
Ya Tung Ready-Mixed Concrete Corp.	1,375,281	3,273,815	1,882,036	1,391,779	6,595,679	4,994	9,289	0.07
Asia Investment Corp.	1,223,982	6,963,223	4,894,310	2,068,913	63,585	62,618	170,433	1.39
Chiahui Power Corp.	4,700,000	11,685,175	6,187,888	5,497,287	9,975,220	875,659	652,242	1.39
Fu Da Transportation Co., Ltd.	195,437	756,239	262,501	493,738	516,967	57,185	63,194	3.23
Asia Engineering Enterprises Pte. Ltd.	1,450	87,649	-	87,649	1,874	(69)	2,542	50.83
Perfect Industrial Holdings Pte. Ltd.	222,932	41,863,254	581,890	41,281,364	-	(1,901)	1,992,445	259.10
Oriental Concrete Pte. Ltd.	402,390	193,265	1,425	191,840	25,426	803	1,276	0.08
Fu Shan Mineral Stone Co.,Ltd.	13,000	104,130	70,993	33,137	64,908	3,403	2,121	1.63
Kowloon Cement Corp. Ltd.	85,491	782,225	51,173	731,052	347,526	20,033	29,054	12.63
Ac Mega Investment Ltd.	291,350	187,202	-	187,202	6,622	6,397	6,745	0.67
Ac Leap Investment Ltd.	291,350	188,994	-	188,994	6,784	6,559	6,881	0.68
Ac Mega II Investment Ltd.	289,900	336,164	-	336,164	-	(89)	1,979	0.20
Ac Mega III Investment Ltd.	289,900	387,105	-	387,105	-	(89)	1,225	0.12
Ac Mega IV Investment Ltd.	287,001	388,230	-	388,230	-	(89)	1,452	0.15
Ya Li Precast Prestressed Concrete Industries Corp.Ltd.Delhi Branch	3,178	4,050	1,742	2,308	9,069	(1,414)	(1,527)	註 1
Asia Oriental (Guam) L.L.C	86,970	73,015	2,798	70,217	-	(1,858)	(7,992)	註 1
Ya Sing Ready-Mixed Concrete Corp.	94,388	108,064	4,233	103,831	156,593	12,975	12,029	註 1
Yatung Vietnam Co., Ltd.	100,000	316,481	237,909	78,572	1,093,842	5,999	4,647	0.46
Asia Cement Explorer Investment Ltd.	330,921	188,663	-	188,663	6,860	6,613	6,928	0.61
Asia Cement Pioneer Investment Ltd.	1,682,870	1,998,456	56,531	1,941,925	75,009	74,777	75,965	1.31
Asia Cement Pioneer II Investment Ltd.	289,900	302,469	-	302,469	-	(87)	3,544	0.35
Asia Cement Pioneer III Investment Ltd.	289,900	310,275	-	310,275	-	(87)	3,356	0.34
Asia Cement Pioneer IV Investment Ltd.	275,405	371,276	-	371,276	-	-	-	-
Asia Continent Investment Holdings Pte. Ltd.	6,895,182	12,611,215	93	12,611,122	-	(232)	552,181	1.86

Company Name	Capital	Total Assets	Total Liabilities	Net Value	Net Sales	Operating Income (Loss)	Income (Loss) (After Income Tax)	Earnings(Loss) per Share (After Income Tax)
Oriental Industrial Holdings Pte. Ltd.	14,415,644	28,660,551	138	28,660,413	-	(295)	1,435,324	2.56
Kowloon Concrete Corp. Ltd.	37	118,753	57	118,696	5,536	101	3,940	394.01
Jiangxi Yadong Cement Co., Ltd.	8,584,055	22,799,519	7,986,238	14,813,281	10,427,273	693,854	725,260	註 1
Huanggang Yadong Cement Co., Ltd.	1,918,268	6,387,504	3,343,795	3,043,709	2,693,184	322,924	169,989	註 1
Wuhan Yadong Cement Co., Ltd.	1,047,699	3,069,793	753,240	2,316,553	2,599,740	217,805	161,557	註 1
Oriental Holdings Co., Ltd.	2,330,999	4,835,385	7,054	4,828,331	-	(3,114)	241,654	註 1
Chengdu Ya Li Cement Products Co., Ltd.	118,859	546,529	232,236	314,293	430,398	11,946	2,867	註 1
Shanghai Yafu Cement Products Co., Ltd.	73,635	82,013	5,553	76,460	25,683	23,292	16,108	註 1
Shanghai Yali Cement Products Co., Ltd.	434,850	1,130,423	485,101	645,322	837,011	(10,778)	(5,595)	註 1
Sichuan Yali Concrete Produce Co., Ltd.	95,667	444,274	311,281	132,993	374,407	13,709	7,100	註 1
Sichuan Yali Transport Co., Ltd.	101,465	298,475	64,586	233,889	487,829	22,371	19,088	註 1
Yangzhou Yadong Cement Co., Ltd.	1,030,015	3,257,175	1,549,327	1,707,848	3,374,362	22,877	971	註 1
Sichuan Yadong Cement Co., Ltd.	4,155,427	18,298,791	9,145,321	9,153,470	6,310,800	369,607	34,631	註 1
Hubei Yadong Cement Co., Ltd.	4,487,652	14,053,353	5,305,468	8,747,885	5,913,996	1,030,237	1,006,570	註 1
Nanchang Yali Concrete Produce Ltd.	276,732	792,616	356,295	436,321	599,172	86,620	58,840	註 1
Jiangxi Yali Transport Co., Ltd.	57,652	209,743	38,689	171,054	319,147	37,052	28,408	註 1
Nanchang Yadong Cement Co., Ltd.	415,097	812,409	135,887	676,522	1,231,459	25,114	28,858	註 1
Wuhan Yali Concrete Produce Co., Ltd.	276,732	735,621	440,333	295,288	582,208	(1,621)	(18,016)	註 1
Hubei Yali Transport Co., Ltd.	59,959	156,508	26,824	129,684	285,429	23,437	14,670	註 1
Wuhan Yaxin Cement Corp. Ltd.	415,097	2,485,997	1,343,518	1,142,479	1,535,672	105,625	70,544	註 1

Note1: The subsidiaries in China or overseas are not limited liability companies; therefore it's not able to count earnings per share.

Note2: The data in Balance Sheet are converted according to the exchange rate at the end of 2012 (USD: 28.99；SGD: 23.67；RMB: 4.612193；HKD: 3.717；INR: 0.5297；VND: 0.0012); the data in Income Statement are converted according to the 2012 average exchange rate(USD: 29.5733；SGD: 23.67；RMB: 4.684943；HKD: 3.813；INR: 0.5533；VND: 0.0014).

Note3: The operating income of investees is calculated according to the sum of gain/loss from selling/ buying shares and stock dividends.

◎**Consolidated Financial Reports:** Please See Attachment II.

◎**Relationship Report:** Not applicable.

◎**Private placement:** None.

◎**The shares held or disposed by subsidiaries in the most recent fiscal year and the current fiscal year up to the date of printing of the annual report**: None.

ASIA CEMENT CORPORATION