

Stock code: 1108

Website of Market Observation Post System, <http://mops.twse.com.tw>
Lucky Cement's website, <http://www.luckygrp.com.tw>

Lucky Cement 2023 Annual General Meeting

Meeting Handbook

Time: June 30, 2023, 9:00 a.m.

Venue: No. 56, Section 1, Huanshan Road, Neihu District,
Taipei City

The Second Room - Takming University of Science
and Technology

Meeting Method: Physical meeting

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Lucky Cement 2023 Annual General Meeting

One. Meeting Agenda

- I. Call the meeting to order
- II. Chairperson takes a seat
- III. Chairperson's opening remarks
- IV. Matters to be reported
- V. Ratifications
- VI. Extraordinary Motions
- VII. Meeting adjourned

Letter to Shareholders

Greetings to all of our valued shareholders,

The Company's consolidated revenue for the full year of 2022 was NT\$4.15 billion, the consolidated net income was NT\$710 million, and the consolidated earnings was NT\$580 million. The Company's operations in 2022 faced various challenges, such as the substantial increase in production costs caused by inflation and the government's crackdowns and labor shortages in the housing market. Thanks to the joint efforts of everyone in the Company, our consolidated revenue grew more than 10% compared with 2021 and the earnings per share increased from NT\$0.65 in 2021 to NT\$1.44.

Looking back on 2022, amid the influence of various unfavorable factors such as the outbreak of the novel coronavirus pandemic, the war between Russia and Ukraine, the continuous tightening of monetary policy by the Federal Reserve, the continuing technological blockade adopted by the US for China, and the lockdown of cities in China, the global economy in 2022 experienced fluctuations. Taiwan's economy was also affected, as the growth rate was nearly halved compared with the previous year. Fortunately, the continuing promotion of public works by the government, the increase in demand of plants and offices of technology firms and the repatriation of Taiwanese businesses, and the needs for buildings in the private sector have led to the growing trends in the domestic cement and ready-mixed concrete markets.

Looking ahead to 2023, the International Monetary Fund (IMF) has revised this year's global economic growth rate down to 2.8% in its World Economic Outlook report, mainly reflecting the fluctuations in the financial system, the stance on monetary tightening, the war between Russia and Ukraine, etc., which will continue to bring high uncertainties and risks to the global economy. According to the forecast of the Director-General of the Budget, Accounting and Statistics of the Executive Yuan, Taiwan's economic growth rate in 2023 will be 2.12%. The overall economic growth may slow down significantly, but will not reach the level of a recession. The leading indicators of cement demand, such as the amount of floor area of buildings applying for construction permits, the government's expenditure in public works and the reflected demand for cement should be sufficient to support the market from a sharp decline. Therefore, it is expected that the domestic cement and ready-mixed concrete market will continue to remain stable. We will continue to review our operating strategy, hoping that the implementation of the various strategies and the joint efforts of our teams will deliver good results in 2023.

Finally, we give all shareholders our best regards for the upcoming future! Thank you, everyone.

Chairman: Liang-Chuan Chen

Two. Report Items

I. 2022 business report and financial final report

(I) Business performance:

1. Main production:

Item	2022	2021	Increase (Decrease)	Growth %
Cement and blast furnace slag (Unit: Thousand tonnes)	692	721	(29)	(4.02%)
Stone Materials (Unit: Thousand tonnes)	2,109	1,537	572	37.22%

Implementation status of the plan: The total production volume of cement and furnace slag was 692 thousand tonnes, the planned total production volume was 945 thousand tonnes and the achievement rate was 92.9%.

The total production volume of stones was 2,109 thousand tonnes, the planned total production volume was 2,403 thousand tonnes and the achievement rate was 87.8%.

2. Main sales:

Item	2022	2021	Increase (Decrease)	Growth %
Cement and blast furnace slag (Unit: Thousand tonnes)	685	825	(140)	(16.97%)
Stone Materials (Unit: Thousand tonnes)	1,063	668	395	59.13%
Cement and blast furnace slag (Unit: NT\$1,000)	1,844,769	1,857,564	(12,795)	(0.69%)
Stone Materials (Unit: NT\$1,000)	498,717	299,897	198,820	66.30%

Implementation status of the plan: the total sales volume of cement and furnace slag was 685 thousand tonnes, the planned total production volume was 795 thousand tonnes and the achievement rate was 86.2%.

The total sales volume of stone materials was 1,063 thousand tonnes, the planned total production volume is 1,248 thousand tonnes and the achievement rate was 85.2%.

(II) Financial income and expense and profitability analysis:

Unit: NT\$ million

Item	2022	2021	Increase (Decrease)	Increase (decrease)%
Operating revenue	4,149	3,769	380	10.08%
Operating profit (loss)	711	339	372	109.73%
Pre-tax net profit (loss)	688	341	347	101.76%
Annual net profit (loss)	581	262	319	121.76%

Item			2022	2021
Standalone profit	Operating profit (loss) (%)	Proportion of Paid-in capital	8.93	5.27
	Pre-tax net profit (loss) (%)		16.31	7.56
	Net profit (loss) in %		18.67	9.53
	Earnings per share (NT\$)		1.44	0.65

(III) Research and development

In response to the future development of cement, blast furnace slag, stones and waste treatment business, the Company has spared no efforts in the research of production process. At the same time, we have also achieved remarkable results in the research and development of environmental pollution prevention and control measures, and has met the government's environmental protection requirements. In response to issues of energy conservation and carbon emissions reduction mostly addressed around the world, the company and factories are committed in developing talents and manpower in order to achieve the government's policy objectives.

Accountant's Report on Audit of Parent Company Only Financial Statements for Lucky Cement Corporation



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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Lucky Cement Co.

Opinion

We have audited the accompanying financial statements of Lucky Cement Co. (the "Company"), which comprise the balance sheets as of December 31, 2022 and 2021 and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis of Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The descriptions of the key audit matters of the financial statements for the year ended December 31, 2022 are as follows:

Occurrence of Sales Revenue from Key Customers

The Company's sales revenue mainly comes from sales of cement, stone materials and other cement products. The sales revenue from the key customers, which exceeded the performance materiality for audit purposes amounted to NT\$450,588 thousand or 14% of the total sales revenue in 2022. Therefore, we deemed the occurrence of sales as a significant risk and key audit matter.

Refer to Note 4 (j) to the consolidated financial statements for accounting policies on revenue recognition and Note 22 (a) for the disclosures related to the operating revenue.

Our key audit procedures performed in respect of the above area included the following:

1. We obtained an understanding of the internal control procedures over the sales revenue and assessed the design and effectiveness of the implementation of internal controls.
2. We obtained the summary of sales to the key customers for the year, tested the completeness of the summary, selected samples from the summary, and examined supporting vouchers, shipping documents, delivery receipts, invoices, etc. and verified the occurrence of sales.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chao-Mei Chen and Chiang-Hsun Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 30, 2023

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance 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 independent 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 independent auditors' report and financial statements shall prevail.

LUCKY CEMENT CO.

BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 136,596	2	\$ 119,399	2
Financial assets at fair value through profit or loss - current (Notes 4, 7 and 28)	53,622	1	40,226	-
Financial assets at fair value through other comprehensive income - current (Notes 4, 8 and 28)	123,952	2	73,319	1
Financial assets at amortized cost - current (Notes 4, 9 and 30)	37,534	-	83,273	1
Notes receivable (Notes 4, 10 and 22)	382,069	5	253,148	4
Notes receivable from related parties (Notes 4, 22 and 29)	35,384	-	48,839	1
Accounts receivable (Notes 4, 10 and 22)	117,835	1	110,692	2
Accounts receivable from related parties (Notes 4, 22 and 29)	55,020	1	33,084	-
Other receivables (Notes 4 and 10)	1,073	-	1,707	-
Other receivables from related parties (Notes 4 and 29)	334,775	4	9,435	-
Current tax assets (Note 24)	185	-	-	-
Inventories (Notes 4 and 11)	622,345	8	479,482	7
Prepayments (Note 12)	<u>125,071</u>	<u>2</u>	<u>157,949</u>	<u>2</u>
Total current assets	<u>2,025,461</u>	<u>26</u>	<u>1,410,553</u>	<u>20</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 8 and 28)	9,097	-	10,688	-
Financial assets at amortized cost - non-current (Notes 4, 9 and 30)	179,145	2	202,326	3
Investments accounted for using the equity method (Notes 4 and 13)	3,459,876	45	3,257,158	47
Property, plant and equipment (Notes 4, 14, 29 and 30)	1,734,176	22	1,695,089	24
Right-of-use assets (Notes 4 and 15)	93,241	1	106,730	2
Deferred tax assets (Notes 4 and 24)	42,949	1	58,089	1
Refundable deposits (Note 29)	13,838	-	173,419	2
Other non-current assets (Note 16)	<u>229,724</u>	<u>3</u>	<u>87,926</u>	<u>1</u>
Total non-current assets	<u>5,762,046</u>	<u>74</u>	<u>5,591,425</u>	<u>80</u>
TOTAL	<u>\$ 7,787,507</u>	<u>100</u>	<u>\$ 7,001,978</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 17 and 30)	\$ 903,200	12	\$ 782,359	11
Short-term bills payable (Notes 17 and 30)	259,593	3	299,608	4
Contract liabilities (Notes 22 and 29)	302,195	4	198,339	3
Notes payable (Note 18)	131,055	2	108,044	2
Notes payable to related parties (Notes 18 and 29)	25,764	-	41,401	1
Accounts payable (Note 18)	151,202	2	88,236	1
Accounts payable to related parties (Notes 18 and 29)	22,389	-	1,464	-
Other payables (Note 19)	145,789	2	107,739	2
Other payables to related parties (Note 29)	2,934	-	4,258	-
Current income tax liabilities (Note 24)	67,223	1	2,264	-
Lease liabilities - current (Notes 4 and 15)	36,105	1	37,690	-
Current portion of long-term borrowings (Notes 17 and 30)	100,000	1	414,000	6
Other current liabilities	<u>651</u>	<u>-</u>	<u>450</u>	<u>-</u>
Total current liabilities	<u>2,148,100</u>	<u>28</u>	<u>2,085,852</u>	<u>30</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 17 and 30)	600,000	8	120,000	2
Deferred tax liabilities (Notes 4 and 24)	21,943	-	23,339	-
Lease liabilities - non-current (Notes 4 and 15)	58,021	1	69,903	1
Net defined benefit liabilities (Notes 4 and 20)	14,884	-	23,565	-
Guarantee deposits received	<u>38,840</u>	<u>-</u>	<u>33,810</u>	<u>1</u>
Total non-current liabilities	<u>733,688</u>	<u>9</u>	<u>270,617</u>	<u>4</u>
Total liabilities	<u>2,881,788</u>	<u>37</u>	<u>2,356,469</u>	<u>34</u>
EQUITY (Note 21)				
Share capital				
Common stock	<u>4,047,380</u>	<u>52</u>	<u>4,047,380</u>	<u>58</u>
Capital surplus	<u>18</u>	<u>-</u>	<u>18</u>	<u>-</u>
Retained earnings				
Legal reserve	238,244	3	210,524	3
Special reserve	14,908	-	14,135	-
Unappropriated earnings	<u>696,224</u>	<u>9</u>	<u>374,225</u>	<u>5</u>
Total retained earnings	<u>949,376</u>	<u>12</u>	<u>598,884</u>	<u>8</u>
Other equity	<u>(91,055)</u>	<u>(1)</u>	<u>(773)</u>	<u>-</u>
Total equity	<u>4,905,719</u>	<u>63</u>	<u>4,645,509</u>	<u>66</u>
TOTAL	<u>\$ 7,787,507</u>	<u>100</u>	<u>\$ 7,001,978</u>	<u>100</u>

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

LUCKY CEMENT CO.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 22 and 29)				
Sales	\$ 3,115,503	100	\$ 2,751,520	100
Less: Discounts and allowances	<u>(1,766)</u>	<u>-</u>	<u>(1,491)</u>	<u>-</u>
Total operating revenue	3,113,737	100	2,750,029	100
OPERATING COSTS (Notes 11, 23 and 29)	<u>2,515,804</u>	<u>81</u>	<u>2,350,634</u>	<u>85</u>
GROSS PROFIT	<u>597,933</u>	<u>19</u>	<u>399,395</u>	<u>15</u>
OPERATING EXPENSES (Notes 10, 23 and 29)				
Selling and marketing expenses	96,231	3	97,736	4
General and administrative expenses	<u>140,211</u>	<u>4</u>	<u>89,722</u>	<u>3</u>
Total operating expenses	<u>236,442</u>	<u>7</u>	<u>187,458</u>	<u>7</u>
OTHER OPERATING INCOME AND EXPENSES (Note 23)	<u>(147)</u>	<u>-</u>	<u>1,497</u>	<u>-</u>
PROFIT FROM OPERATIONS	<u>361,344</u>	<u>12</u>	<u>213,434</u>	<u>8</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 23 and 29)				
Interest income	4,417	-	2,776	-
Other income	60,592	2	30,976	1
Other gains and losses	(33,506)	(1)	(956)	-
Interest expense	(28,682)	(1)	(18,641)	(1)
Share of profit of subsidiaries accounted for using the equity method	<u>295,916</u>	<u>9</u>	<u>78,223</u>	<u>3</u>
Total non-operating income and expenses	<u>298,737</u>	<u>9</u>	<u>92,378</u>	<u>3</u>
PROFIT BEFORE INCOME TAX	660,081	21	305,812	11
INCOME TAX EXPENSE (Notes 4 and 24)	<u>(78,865)</u>	<u>(2)</u>	<u>(43,607)</u>	<u>(1)</u>
NET PROFIT FOR THE YEAR	<u>581,216</u>	<u>19</u>	<u>262,205</u>	<u>10</u>

(Continued)

LUCKY CEMENT CO.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of a defined benefit plan (Note 20)	\$ 8,035	-	\$ (512)	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(87,000)	(3)	11,756	-
Share of the other comprehensive income of subsidiaries accounted for using the equity method	1,502	-	2,133	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(700)	-	(3,107)	-
Share of the other comprehensive loss of subsidiaries accounted for using the equity method	<u>-</u>	<u>-</u>	<u>(503)</u>	<u>-</u>
Other comprehensive (loss) income, net of income tax	<u>(78,163)</u>	<u>(3)</u>	<u>9,767</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 503,053</u>	<u>16</u>	<u>\$ 271,972</u>	<u>10</u>
EARNINGS PER SHARE (Note 25)				
Basic	<u>\$ 1.44</u>		<u>\$ 0.65</u>	
Diluted	<u>\$ 1.43</u>		<u>\$ 0.65</u>	

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

(Concluded)

LUCKY CEMENT CO.

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except cash dividends per share)

			Retained Earnings			Other Equity		
	Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations	Unrealized Gain on Financial Assets at Fair Value Through Other Comprehensive Income	Total Equity
BALANCE AT JANUARY 1, 2021	\$ 4,047,380	\$ 9	\$ 170,899	\$ 14,135	\$ 419,967	\$ 7,475	\$ (3,020)	\$ 4,656,845
Appropriation of 2020 earnings								
Legal reserve	-	-	39,625	-	(39,625)	-	-	-
Cash dividends to shareholders - NT\$0.70 per share	-	-	-	-	(283,317)	-	-	(283,317)
Net profit for the year ended December 31, 2021	-	-	-	-	262,205	-	-	262,205
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	1,492	(3,107)	11,382	9,767
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	263,697	(3,107)	11,382	271,972
Difference between consideration and carrying amount of subsidiaries acquired (Note 13)	-	9	-	-	-	-	-	9
Disposal of investments in equity instruments designated as at fair value through other comprehensive income (Note 21)	-	-	-	-	13,503	-	(13,503)	-
BALANCE AT DECEMBER 31, 2021	4,047,380	18	210,524	14,135	374,225	4,368	(5,141)	4,645,509
Appropriation of 2021 earnings								
Legal reserve	-	-	27,720	-	(27,720)	-	-	-
Cash dividends to shareholders - NT\$0.60 per share	-	-	-	-	(242,843)	-	-	(242,843)
Special reserve	-	-	-	773	(773)	-	-	-
Net profit for the year ended December 31, 2022	-	-	-	-	581,216	-	-	581,216
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	9,589	(700)	(87,052)	(78,163)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	590,805	(700)	(87,052)	503,053
Disposal of investments in equity instruments designated as at fair value through other comprehensive income (Note 21)	-	-	-	-	2,530	-	(2,530)	-
BALANCE AT DECEMBER 31, 2022	\$ 4,047,380	\$ 18	\$ 238,244	\$ 14,908	\$ 696,224	\$ 3,668	\$ (94,723)	\$ 4,905,719

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

LUCKY CEMENT CO.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 660,081	\$ 305,812
Adjustments for:		
Depreciation expense	132,304	130,699
Amortization and depletion expense	17,175	15,807
Net loss (gain) on fair value changes of financial assets at fair value through profit or loss	24,909	(3,533)
Interest expense	28,682	18,641
Interest income	(4,417)	(2,776)
Dividend income	(26,911)	(2,145)
Share of profit of subsidiaries accounted for using the equity method	(295,916)	(78,223)
Loss (gain) on disposal of property, plant and equipment	147	(1,497)
Loss on impairment of financial assets	2,264	-
Inventories write-down loss	18,843	1,691
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(38,305)	(30,403)
Notes receivable	(128,921)	234,557
Notes receivable from related parties	13,455	(21,891)
Accounts receivable	(7,143)	(36,607)
Accounts receivable from related parties	(21,936)	(14,216)
Other receivables	25	(858)
Other receivables from related parties	(185)	27
Inventories	(161,706)	(99,706)
Prepayments	32,878	(10,582)
Contract liabilities	103,856	(144,628)
Notes payable	23,011	(7,929)
Notes payable to related parties	(15,637)	8,766
Accounts payable	62,966	(54,685)
Accounts payable to related parties	20,925	(18,542)
Other payables	23,105	(31,345)
Other payables to related parties	(1,324)	(5,032)
Other current liabilities	201	89
Net defined benefit liabilities	(646)	(241)
Cash generated from operations	461,780	151,250
Interest received	3,947	2,870
Interest paid	(28,100)	(18,925)
Income tax	(347)	(21,438)
Net cash generated from operating activities	<u>437,280</u>	<u>113,757</u>
		(Continued)

LUCKY CEMENT CO.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ (165,636)	\$ (260,941)
Proceeds from sale of financial assets at fair value through other comprehensive income	24,518	236,480
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	5,700	7,318
Increase in financial assets at amortized cost	-	(49,382)
Decrease in financial assets at amortized cost	68,920	-
Payments for property, plant and equipment	(263,702)	(249,188)
Proceeds from disposal of property, plant and equipment	2,500	1,497
Increase in other receivables from related parties	(324,700)	-
Decrease in other receivables from related parties	-	51,850
Decrease in refundable deposits	157,317	2,087
Increase in other non-current assets	(14,912)	(7,554)
Dividends from subsidiaries	94,000	-
Other dividends received	<u>26,911</u>	<u>2,766</u>
Net cash used in investing activities	<u>(389,084)</u>	<u>(265,067)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	120,841	632,359
Increase in short-term bills payable	-	200,000
Decrease in short-term bills payable	(40,000)	-
Proceeds from long-term borrowings	700,000	20,000
Repayments of long-term borrowings	(534,000)	(316,000)
Increase in guarantee deposits received	5,030	1,307
Repayment of the principal portion of lease liabilities	(40,027)	(40,004)
Cash dividends paid	(242,843)	(283,317)
Acquisition of subsidiary	<u>-</u>	<u>(200,000)</u>
Net cash (used in) generated from financing activities	<u>(30,999)</u>	<u>14,345</u>
NET INCREASE (DECREASE) IN CASH	17,197	(136,965)
CASH AT THE BEGINNING OF YEAR	<u>119,399</u>	<u>256,364</u>
CASH AT THE END OF YEAR	<u>\$ 136,596</u>	<u>\$ 119,399</u>

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

(Concluded)

Accountant's Report on Audit of Consolidated Financial Statements for Lucky Cement Corporation

Deloitte.

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Lucky Cement Co.

Opinion

We have audited the accompanying consolidated financial statements of Lucky Cement Co. and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China.

Basis of Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The descriptions of the key audit matters of the consolidated financial statements for the year ended December 31, 2022 are as follows:

Occurrence of Sales Revenue from Key Customers

The Group's sales revenue mainly comes from sales of cement, stone materials and other cement products. The sales revenue from the key customers, which exceeded the performance materiality for audit purposes amounted to NT\$859,440 thousand or 21% of the total sales revenue in 2022. Therefore, we deemed the occurrence of sales as a significant risk and key audit matter.

Refer to Note 4(j) to the consolidated financial statements for accounting policies on revenue recognition and Note 24(a) for the disclosures related to the operating revenue.

Our key audit procedures performed in respect of the above area included the following:

1. We obtained an understanding of the internal control procedures over the sales revenue and assessed the design and effectiveness of the implementation of internal controls.
2. We obtained the summary of sales to the key customers for the year, tested the completeness of the summary, selected samples from the summary, and examined supporting vouchers, shipping documents, delivery receipts, invoices, etc. and verified the occurrence of sales.

Other Matter

We have also audited the parent company only financial statements of Lucky Cement Co. as of and for the years ended December 31, 2022 and 2021, on which we have issued an unmodified opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the FSC of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chao-Mei Chen and Chiang-Hsun Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 30, 2023

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance 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 consolidated financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated 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 independent auditors' report and consolidated financial statements shall prevail.

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 269,974	3	\$ 220,238	3
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	53,622	1	44,932	1
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	123,952	1	73,319	1
Financial assets at amortized cost - current (Notes 4, 9 and 32)	119,254	1	111,953	1
Notes receivable (Notes 4, 10 and 24)	432,925	4	297,280	4
Notes receivable from related parties (Notes 4, 24 and 31)	-	-	6,571	-
Accounts receivable (Notes 4, 10 and 24)	561,838	6	418,395	5
Accounts receivable from related parties (Notes 4, 24 and 31)	11,724	-	3,250	-
Other receivables (Notes 4 and 10)	1,454	-	2,613	-
Other receivables from related parties (Notes 4 and 31)	251	-	247	-
Current tax assets (Note 26)	185	-	-	-
Inventories (Notes 4, 5, 11 and 32)	4,065,041	42	3,676,472	46
Prepayments (Note 13)	253,376	3	233,445	3
Other current assets (Note 14)	26,214	-	29,292	-
Total current assets	5,919,810	61	5,118,007	64
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	9,395	-	11,038	-
Financial assets at amortized cost - non-current (Notes 4, 9 and 32)	179,145	2	202,326	2
Property, plant and equipment (Notes 4, 15 and 32)	3,023,515	31	2,302,034	29
Right-of-use assets (Notes 4 and 16)	131,029	2	155,588	2
Deferred tax assets (Notes 4 and 26)	60,643	1	75,217	1
Refundable deposits	17,821	-	18,427	-
Other non-current assets (Notes 4, 17 and 21)	320,513	3	159,073	2
Total non-current assets	3,742,061	39	2,923,703	36
TOTAL	\$ 9,661,871	100	\$ 8,041,710	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 32)	\$ 1,478,200	15	\$ 928,359	12
Short-term bills payable (Notes 18 and 32)	409,296	4	404,424	5
Contract liabilities (Note 24)	549,189	6	190,789	2
Notes payable (Note 19)	239,715	3	214,743	3
Notes payable to related parties (Notes 19 and 31)	26,828	-	43,148	1
Accounts payable (Note 19)	221,143	2	123,370	1
Accounts payable to related parties (Notes 19 and 31)	25,017	-	2,046	-
Other payables (Note 20)	190,841	2	138,507	2
Other payables to related parties (Note 31)	99,444	1	2,511	-
Current tax liabilities (Note 26)	95,718	1	17,477	-
Lease liabilities - current (Notes 4 and 16)	50,788	1	51,476	1
Current portion of long-term borrowings (Notes 18 and 32)	100,000	1	914,000	11
Other current liabilities	2,352	-	1,537	-
Total current liabilities	3,488,531	36	3,032,387	38
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 18 and 32)	1,060,000	11	120,000	2
Deferred tax liabilities (Notes 4 and 26)	22,422	-	23,818	-
Lease liabilities - non-current (Notes 4 and 16)	81,668	1	105,376	1
Other payables to related parties (Note 31)	40,000	1	45,800	1
Net defined benefit liabilities (Notes 4 and 21)	24,421	-	34,745	-
Guarantee deposits received	39,040	-	34,010	-
Total non-current liabilities	1,267,551	13	363,749	4
Total liabilities	4,756,082	49	3,396,136	42
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Share capital				
Common stock	4,047,380	42	4,047,380	50
Capital surplus	18	-	18	-
Retained earnings				
Legal reserve	238,244	3	210,524	3
Special reserve	14,908	-	14,135	-
Unappropriated earnings	696,224	7	374,225	5
Total retained earnings	949,376	10	598,884	8
Other equity	(91,055)	(1)	(773)	-
Total equity attributable to owners of the Company	4,905,719	51	4,645,509	58
NON-CONTROLLING INTERESTS (Note 23)	70	-	65	-
Total equity	4,905,789	51	4,645,574	58
TOTAL	\$ 9,661,871	100	\$ 8,041,710	100

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

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE(Notes 4, 24 and 31)				
Sales	\$ 4,152,720	100	\$ 3,772,443	100
Less: Discounts and allowances	<u>(3,467)</u>	<u>-</u>	<u>(3,421)</u>	<u>-</u>
Total operating revenue	4,149,253	100	3,769,022	100
OPERATING COSTS (Notes 11, 25 and 31)	<u>3,158,473</u>	<u>76</u>	<u>3,208,996</u>	<u>85</u>
GROSS PROFIT	<u>990,780</u>	<u>24</u>	<u>560,026</u>	<u>15</u>
OPERATING EXPENSES (Notes 10, 25 and 31)				
Selling and marketing expenses	109,743	3	111,495	3
General and administrative expenses	166,109	4	119,664	3
Expected credit loss	<u>3,952</u>	<u>-</u>	<u>3,740</u>	<u>-</u>
Total operating expenses	<u>279,804</u>	<u>7</u>	<u>234,899</u>	<u>6</u>
OTHER OPERATING INCOME AND EXPENSES (Note 25)	<u>453</u>	<u>-</u>	<u>13,442</u>	<u>-</u>
PROFIT FROM OPERATIONS	<u>711,429</u>	<u>17</u>	<u>338,569</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES (Notes 15, 25 and 31)				
Interest income	2,268	-	1,943	-
Other income	53,827	2	24,594	1
Other gains and losses	(35,444)	(1)	8,283	-
Financial costs	<u>(44,058)</u>	<u>(1)</u>	<u>(32,077)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>(23,407)</u>	<u>-</u>	<u>2,743</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	688,022	17	341,312	9
INCOME TAX EXPENSE (Notes 4 and 26)	<u>(106,801)</u>	<u>(3)</u>	<u>(79,107)</u>	<u>(2)</u>
NET PROFIT FOR THE YEAR	<u>581,221</u>	<u>14</u>	<u>262,205</u>	<u>7</u>

(Continued)

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 21)	\$ 9,589	-	\$ 1,492	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(87,052)	(2)	11,885	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(700)	-	(3,107)	-
Unrealized loss on investments in debt instruments at fair value through other comprehensive income	-	-	(503)	-
Other comprehensive income, net of income tax	(78,163)	(2)	9,767	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 503,058</u>	<u>12</u>	<u>\$ 271,972</u>	<u>7</u>
NET PROFIT ATTRIBUTABLE TO:				
Shareholders of the Company	\$ 581,216	14	\$ 262,205	7
Non-controlling interests	<u>5</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 581,221</u>	<u>14</u>	<u>\$ 262,205</u>	<u>7</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Shareholders of the Company	\$ 503,053	12	\$ 271,972	7
Non-controlling interests	<u>5</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 503,058</u>	<u>12</u>	<u>\$ 271,972</u>	<u>7</u>
EARNINGS PER SHARE (Note 27)				
Basic	<u>\$ 1.44</u>		<u>\$ 0.65</u>	
Diluted	<u>\$ 1.43</u>		<u>\$ 0.65</u>	

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

(Concluded)

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Cash Dividend Per Share)

	Equity Attributable to Owners of the Company						Other Equity	Total	Non-controlling Interests	Total Equity
	Common Stock	Capital Surplus	Retained Earnings			Exchange Differences on Translation of Foreign Operations	Unrealized Gain on Financial Assets at Fair Value Through Other Comprehensive Income			
			Legal Reserve	Special Reserve	Unappropriated Earnings					
BALANCE, JANUARY 1, 2021	\$ 4,047,380	\$ 9	\$ 170,899	\$ 14,135	\$ 419,967	\$ 7,475	\$ (3,020)	\$ 4,656,845	\$ 74	\$ 4,656,919
Appropriation of 2020 earnings										
Legal reserve	-	-	39,625	-	(39,625)	-	-	-	-	-
Cash dividend to shareholders - NT\$0.70 per share	-	-	-	-	(283,317)	-	-	(283,317)	-	(283,317)
Net profit for the year ended December 31, 2021	-	-	-	-	262,205	-	-	262,205	-	262,205
Other comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	1,492	(3,107)	11,382	9,767	-	9,767
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	263,697	(3,107)	11,382	271,972	-	271,972
Difference between consideration and carrying amount of subsidiaries acquired (Note 12)	-	9	-	-	13,503	-	-	13,512	(9)	13,503
Disposal of investments in equity instruments designated as at fair value through other comprehensive income (Note 23)	-	-	-	-	-	-	(13,503)	(13,503)	-	(13,503)
BALANCE AT DECEMBER 31, 2021	4,047,380	18	210,524	14,135	374,225	4,368	(5,141)	4,645,509	65	4,645,574
Appropriation of 2021 earnings										
Legal reserve	-	-	27,720	-	(27,720)	-	-	-	-	-
Cash dividend to shareholders - NT\$0.60 per share	-	-	-	-	(242,843)	-	-	(242,843)	-	(242,843)
Special reserve	-	-	-	773	(773)	-	-	-	-	-
Net profit for the year ended December 31, 2022	-	-	-	-	581,216	-	-	581,216	5	581,221
Other comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	9,589	(700)	(87,052)	(78,163)	-	(78,163)
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	590,805	(700)	(87,052)	503,053	5	503,058
Disposal of investments in equity instruments designated as at fair value through other comprehensive income (Note 23)	-	-	-	-	2,530	-	(2,530)	-	-	-
BALANCE AT DECEMBER 31, 2022	\$ 4,047,380	\$ 18	\$ 238,244	\$ 14,908	\$ 696,224	\$ 3,668	\$ (94,723)	\$ 4,905,719	\$ 70	\$ 4,905,789

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

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 688,022	\$ 341,312
Adjustments for:		
Depreciation expense	151,878	152,136
Amortization and depletion expense	17,175	15,807
Expected credit loss recognized on trade receivables	3,952	3,740
Net loss (gain) on fair value changes of financial assets at fair value through profit or loss	24,987	(13,374)
Interest expense	44,058	32,077
Interest income	(2,268)	(1,943)
Dividend income	(26,911)	(2,145)
Gain on disposal of property, plant and equipment	(453)	(13,442)
Gain on disposal of investments	-	(436)
Loss on impairment of financial assets	2,264	-
Inventory (including real estate under development) write-downs (reversal gain) loss	(189,447)	1,691
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(33,677)	(30,402)
Notes receivable	(135,645)	276,678
Notes receivable from related parties	6,571	(6,336)
Accounts receivable	(147,395)	70,861
Accounts receivable from related parties	(8,474)	2,514
Other receivables	549	(1,330)
Other receivables from related parties	(4)	66
Inventories	(199,122)	(132,577)
Prepayments	(19,931)	(72,787)
Other current assets	3,078	(6,558)
Other non-current assets	-	(8)
Contract liabilities	358,400	(142,306)
Notes payable	24,972	(130,584)
Notes payable to related parties	(16,320)	11,552
Accounts payable	97,773	(118,550)
Accounts payable to related parties	22,971	(17,960)
Other payables	37,000	(38,989)
Other payables to related parties	(142)	(5,778)
Other current liabilities	815	29
Net defined benefit liabilities	(735)	(587)
Cash generated from operations	703,941	172,371
Interest received	2,254	2,007
Interest paid	(45,955)	(32,256)
Income tax paid	(15,567)	(59,999)
Net cash generated from operating activities	644,673	82,123

(Continued)

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ (165,636)	\$ (260,941)
Proceeds from sale of financial assets at fair value through other comprehensive income	24,518	242,289
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	5,700	7,387
Increase in financial assets at amortized cost	-	(48,882)
Decrease in financial assets at amortized cost	15,880	-
Payments for property, plant and equipment	(963,710)	(273,101)
Proceeds from disposal of property, plant and equipment	3,100	41,688
Increase in refundable deposits	(1,658)	-
Decrease in refundable deposits	-	2,153
Increase in other non-current assets	(14,912)	(6,030)
Other dividends received	<u>26,911</u>	<u>2,766</u>
Net cash used in investing activities	<u>(1,069,807)</u>	<u>(292,671)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	549,841	608,359
Increase in short-term bills payable	5,000	215,000
Proceeds from long-term borrowings	700,000	220,000
Repayments of long-term borrowings	(574,000)	(516,000)
Increase in guarantee deposits received	5,030	1,306
Decrease in notes payable to related parties	-	(8,000)
Increase in other payable to related parties	87,500	-
Decrease in other payable to related parties	-	(70,000)
Repayment of the principal portion of lease liabilities	(55,123)	(54,737)
Cash dividends paid	<u>(242,843)</u>	<u>(283,317)</u>
Net cash generated from financing activities	<u>475,405</u>	<u>112,611</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(535)</u>	<u>(2,360)</u>
NET INCREASE (DECREASE) IN CASH	49,736	(100,297)
CASH AT THE BEGINNING OF YEAR	<u>220,238</u>	<u>320,535</u>
CASH AT THE END OF YEAR	<u>\$ 269,974</u>	<u>\$ 220,238</u>

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

(Concluded)

II. Audit committee's 2022 review report

Review Report of the Audit Committee

The board of directors has prepared the Company's 2022 business report, consolidated financial statements (including the standalone financial statements) and proposals for profits distribution. The accounting firm Deloitte Taiwan is commissioned to audit the Company's financial statements, and an audit report has been issued. The business report, financial statements, and profit distribution proposal have been reviewed and determined to be correct and accurate by the audit committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

For

Lucky Cement 2023 Annual General Meeting

Lucky Cement Corporation

Convener of Audit Committee:

Chih-Cheng Wang

March 30, 2023

III. Report on the 2022 distribution of remuneration to employees and directors:

- (I) The amount of the Company's 2022 employee remuneration: NT\$21,524,351.
- (II) The 2022 remuneration to directors was proposed by the remuneration committee to be allocated at 5% of the 2022 earnings in the final accounts according to Article 30 of the Company's Articles of Incorporation, and the director remuneration to be distributed is NT\$35,873,918.
- (III) The amounts shown above are distributed in cash.
- (IV) There is no difference between the above amount to be distributed and the amount of expenses recognized in 2022.

IV. Other reports

- (I) Endorsement and guarantee:

The total amount of the Company's external endorsement and guarantees as of December 2022 was NT\$1,340,910 thousand, and the counterparties of the endorsements and guarantees are the Company's subsidiaries.

Unit: NT\$1,000

Party involved	Amount of endorsement and guarantee
Dai Shen Development Co., Ltd.	\$ 580,000
Luckicon Ready Mixed Concrete Factory Co., Ltd.	750,000
Lucky Cement Corp., Japan	10,910
Total	\$ 1,340,910

- (II) Report on 2022 remuneration to directors for review.

Description: The policy of remuneration paid to directors is subject to the provisions of the Company's Articles of Incorporation. For the content and amount of individual remuneration, please refer to page 30 (Attachment 1) of the meeting book.

Three. Ratifications

Ratifications

Summary 1: Presenting the Company's 2022 business report and financial statements for ratification.

(Proposed by the board of directors)

Explanation: (I) The Company's 2022 financial statements (including balance sheet, statement of comprehensive income, statement of changes in equity and cash flow statement) have been audited by accountants Chao-Mei Chen and Chiang-Hsun Chen of Deloitte Taiwan.

(II) For the Company's 2022 business report and financial statements, please refer to pages 3 to 24 of the meeting handbook.

Resolution:

Summary 2: Presenting the proposal for 2022 profit distribution for ratification.

(Proposed by the board of directors)

Explanation: (I) The Company's 2022 financial statements have been prepared and the earning after tax is NT\$581,215,582. The Company's 2022 annual profit distribution plan proposes to distribute cash dividends of NT\$0.80 per share, totaling NT\$323,790,439. Please refer to the "Profit Distribution Table."

(II) The date of record for the distribution of cash dividends is to be determined by the board after the shareholders' meeting ratify the profit distribution proposal. Each shareholder, based on the records shown in the shareholder register by the date of record, is to receive cash dividends calculated to the nearest ones, and the fractional number is transferred to the Employee Welfare Committee.

Resolution:

Lucky Cement Corporation
Profit Distribution Table
2022



Unit: NT\$

Beginning undistributed earnings		\$ 102,888,947
Net income after taxes for the year	\$ 581,215,582	
Add: Disposal of equity instruments measured at fair value through other comprehensive income and the accumulated gains and losses are directly transferred to the retained earnings	2,530,068	
Actuarial (loss) gains are included in retained earnings	9,588,850	
Amount of net income after taxes for the current year plus items other than net income after taxes included undistributed earnings of the year		593,334,500
Less: Allocated legal reserve		(59,333,450)
Less: Allocated special reserve		(76,147,037)
Earnings available for distribution		560,742,960
Less: Cash dividends -- NT\$0.8 per share		(323,790,439)
Undistributed earnings at the end of the period		\$ 236,952,521

Chairman:



Manager:



Head of Accounting:



Four. Extraordinary Motions

Five. Meeting Adjourned

[Attachment 1]: Table of remuneration to general directors and independent directors

Title	Name	Directors' remuneration								Total Remuneration (A+B+C+D) as a % of the Net Income		Remuneration for concurrent position as an employee												Total Compensation (A+B+C+D+E +F+G) as a % of the Net Income		Remuneration from invested businesses other than subsidiaries
		Base Remuneration (A)		Severance Pay and Pensions (B)		Remuneration to Directors (C) (Note 1)		Allowances for Operations (D)				Base Salary, Bonuses, and Allowances (E)		Severance Pay and Pensions (F) (Note 2)		Employees' Profit-Sharing Bonus (G) (Note 3)				Number of Shares Subscribed Through Employee Stock Options (H)		Number of Shares of Employee Restricted Stocks (I)				
		The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities			
Director	Shi-Yi Cement Corporation	—	—	—	—	29,038	29,038	—	—	5.00%	5.00%	—	—	—	—	—	—	—	—	—	—	—	—	5.00%	5.00%	None
Director	Shi-Yi Cement Corporation Representative: Liang-Chuan Chen	—	—	—	—	—	—	1,200	1,200	0.21%	0.21%	2,269	5,392	128	278	371	—	371	—	—	—	—	—	0.68%	1.25%	
Director	Shi-Yi Cement Corporation Representative: Yun-Ju Chen	—	—	—	—	—	—	600	600	0.10%	0.10%	1,800	1,800	95	95	275	—	275	—	—	—	—	—	0.48%	0.48%	
Director	Hsiang-Lin Chang	4	4	—	—	2,518	2,518	600	600	0.54%	0.54%	—	—	—	—	—	—	—	—	—	—	—	—	0.54%	0.54%	
Director	Shang-Kai Cheng	4	4	—	—	2,518	2,518	600	600	0.54%	0.54%	—	—	—	—	—	—	—	—	—	—	—	—	0.54%	0.54%	

Independent Director	Yan Chen					600	600	840	840	0.25%	0.25%	—	—	—	—	—	—	—	—	—	—	—	—	0.25%	0.25%	
Independent Director	Chih-Cheng Wang					600	600	960	960	0.27%	0.27%	—	—	—	—	—	—	—	—	—	—	—	—	0.27%	0.27%	
Independent Director	Yang-Wei Shao					600	600	960	960	0.27%	0.27%	—	—	—	—	—	—	—	—	—	—	—	—	0.27%	0.27%	

Note 1: The 2022 remuneration of directors distributed as recommended by the Salary and Remuneration Committee in accordance with Article 30 of the Articles of Incorporation is the proposed amount. Note 2: The figures disclosed for the retirement pension are the allocated amounts. Note 3: The 2022 remuneration of employees distributed in accordance with the Articles of Incorporation is the proposed amount.

Note 4: According to the Company's regulations on payment of remuneration and compensation, independent directors should receive no more than NT\$100 thousand per month as a fixed remuneration payment, subject to the board's approval.

Appendix 1: Rules of Procedures for Shareholders' Meetings of Lucky Cement Corporation

Approved by the shareholders' meeting on
June 30, 2022

- Article 1 In order to establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the Securities and Exchange Act, the Company Act and the regulations of the competent authority.
- Article 2 Unless otherwise specified by law or the Articles of Incorporation, shareholders' meetings of the Company shall proceed according to the terms of this policy.
- Article 3 Unless otherwise specified by law, shareholders' meetings are to be convened by the board of directors.
- Any changes to the convening of a shareholders' meeting shall be resolved in a board meeting, which should be completed at the latest before the notice of the shareholders' meeting is sent out. Shareholders who continuously hold 50% or more of the total number of shares outstanding of the Company for a period of 3 months or longer may convene an extraordinary general meeting. The calculation of the holding period and holding number of shares described in the preceding paragraph shall be based on the holdings at the time of share transfer suspension date in accordance with Paragraph 2 or 3 of Article 165.
- The board or the person with the convening authority convening the shareholder meeting may request the Company or the shareholders' services agency to provide the shareholder register.
- Article 3-1 The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms and the origins of and explanatory materials related to all proposals, including proposals for ratification, matters for deliberation or the election or dismissal of directors or supervisors and upload them to the Market Observation Post System (MOPS) at least 30 days before the date of an annual general meeting or 15 days before the date of an extraordinary shareholders' meeting. At least 21 days before an annual general meeting or 15 days before an extraordinary shareholders' meeting, an electronic copy of the shareholders' meeting handbook and supplementary information shall be prepared and posted onto the MOPS. Physical copies of the shareholder meeting handbook and supplementary information shall be prepared at least 15 days before the meeting and made accessible to shareholders upon request. These documents must also be placed within the Company's premises and at the stock transfer agent.
- The abovementioned meeting procedure handbook and supplementary information shall be made available by the Company to shareholders in the following ways on the day of the shareholders' meeting:
- I. Distributed on-site at the venue of the shareholders' meeting where the physical meeting is held.
 - II. If the shareholder meeting is also available through teleconferencing, distribute the materials at the physical venue, and upload the electronic files to the teleconferencing platform.
 - III. If the shareholder meeting is held by teleconferencing, the electronic files shall be uploaded to the teleconferencing platform.

The meeting advice and announcement shall state clearly the agenda to be discussed during the meeting, and can be issued in electronic form if consented to by the recipient.

Article 3-2 Discussions concerning election or dismissal of directors, amendment of Articles of Incorporation, capital reduction, delisting, directors' competing business involvement, capitalization of earnings, capitalization of reserves, dismissal of the Company, merger, divestment, and any issues listed in Paragraph 1, Article 185 of The Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act; and Articles 56-1 and 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers must be notified in advance with a summary explained as part of the meeting agenda and cannot be raised in the form of extraordinary motion. The content may be posted on websites designated by the securities authority or the Company and the address should be clearly stated in the notification.

Article 3-3 Shareholders who hold over 1% of the total issued shares may propose issues in the Company's shareholders' general meeting. Each shareholder is limited to one issue and additional issues will not be included in the proposal discussion. Furthermore, if the issue raised by shareholders involves items in Paragraph 4, Article 172-1 of the Company Act, the board of directors can omit the proposal. Shareholders may submit proposals which aim to urge the Company to promote the public interest or fulfill social responsibilities. The proposals should cover one discussion item at a time in accordance with Article 172-1 of the Company Act and those with more than one item in the proposal will not be included in the motion.

The Company shall announce the acceptance of shareholders' proposals, methods of acceptance, either in writing or electronic format, venue of acceptance and period. The acceptance period shall not be less than 10 days.

Shareholder proposals shall be limited to 300 words. Proposals that exceed 300 words shall not be listed in the proposals. The proposing shareholders shall personally or entrust another to attend the regular shareholders meeting and participate in the proposal discussion.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. During the shareholders' meeting, the board of directors shall explain the reasons why certain proposed motions are excluded from the discussion.

Article 4 Shareholders attending the meeting should show the power of attorney issued by the company that specifies the scope of authorization and the commissioned representative.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must be received by the Company at least 5 days before the shareholder meeting. In cases where multiple proxy forms are issued, the one that arrives first shall prevail. However, this excludes situations where the shareholder has issued a proper declaration to withdraw from the previous proxy arrangement. Should the shareholder decide to attend a shareholders' meeting personally or exercise voting rights in writing or using electronic means or by teleconferencing after a proxy form has been received by the Company, a written notice must be sent to the Company by no later than 2 days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw proxy arrangement before the due

date, the vote of the proxy attendant shall prevail.

Article 5 Shareholders' meetings should be held at the location of the Company or the place convenient for the shareholders and suitable for the meeting occasion. The meeting should not be earlier than 9am or later than 3pm. Independent directors' opinions on the meeting place and time shall also be fully considered.

If the shareholders' meeting is held by teleconferencing, it is not subject to the restriction on the venue as specified in the preceding paragraph.

Article 6 The meeting notice shall specify details such as the check-in time, venue and other important notes for shareholders, proxy solicitors and proxies (referred to as shareholders) where relevant.

Admission of meeting participants shall begin at least 30 minutes before the meeting commences. The reception area must be clearly marked and stationed with competent personnel. Check in to the teleconferencing platform of the shareholders' meeting should be completed at least 30 minutes before the meeting starts, those who complete the check-in are considered to have attended the meeting in person. Shareholders shall attend shareholders' meetings by presenting valid conference pass, attendance card or other document of a similar nature. The Company may not request shareholders to present additional documentary proof unless specified in advance. Proxy form acquirers are required to bring identity proof for verification. The Company shall provide an attendance ledger for attending shareholders or their entrusted proxies to sign in, or have attending shareholders turn in an attendance card as a method for signing in.

Shareholders who attend the meeting shall be given a copy of the meeting manual, annual report, attendance pass, opinion slip, motion ballots and any information relevant to the meeting. Prepare additional ballots if the director elections are also being held during the meeting.

Where the shareholder is a government agency or corporate entity, more than one proxy may attend the shareholders' meeting. When a corporate person is entrusted to attend as proxy, it may designate only one person to represent it in the meeting. Shareholders who would like to attend the teleconferencing of a shareholders' meeting should register with the Company at least 2 days before the shareholder meeting.

For shareholders' meetings that are held by teleconferencing, the Company shall upload the meeting handbook, annual report and other relevant information to the teleconferencing platform of the shareholders' meeting and keep them disclosed until the end of the meeting.

Article 6-1 The shareholders' meeting notice should specify the following matters if the meeting is also made available through teleconferencing:

I. Methods of participation in the meeting through teleconferencing and for exercising their rights.

II. The handling of issues with the video conference platform or participation in the teleconference due to natural disasters, incidents or other force majeure events, including at least the following:

The time or date when the abovementioned issues cannot be resolved and the

meeting needs to be postponed or resumed. Shareholders who have not registered to participate in the shareholders' meeting by teleconferencing shall not participate in the postponed or resumption of the meeting.

If the shareholders' teleconference meeting cannot resume and the total number of shares represented in attendance still meet the statutory quorum for the resolutions conducted after subtracting the number of shares that attended the meeting by teleconferencing, the meeting may still continue without needing a postponement or resumption. For shareholders who originally choose to attend the shareholders' meeting by teleconferencing, the number of shares is counted in the total of shares of shareholders attending the meeting, but is considered as an abstention in all the motions presented in the meeting. The handling methods for when the results for all the motions have been announced, and there are no extraordinary motions.

III. Alternative measures taken for shareholders who may have difficulties joining the meeting by teleconferencing.

Article 7 When the chairman of the board is on leave or for any reasons unable to exercise the powers of chairman, the vice- chairman shall act in place of the chairman; if there is no vice- chairman or the vice-chairman is also on leave or for any reasons unable to exercise the powers of vice-chairman, the chairman shall appoint one of the managing directors to act; however, if there are no managing directors, one of the directors shall be appointed to act as chair. If no appointment is made by the chairman, the managing directors or directors shall select one person from among themselves to serve as chair.

The chairperson position mentioned above shall be assumed by a managing director or director, who has been on the board for more than 6 months and possesses adequate understanding of the Company's financial and business performance. The same shall apply to a representative of a juristic person director that serves as chair. The shareholders' meeting convened by the board of directors shall be personally hosted by the chairman of the board. More than half of the directors (including at least one independent director), the convener of the audit committee and at least one representing member of various functional committees shall attend the meeting, and the attendance shall be recorded in the meeting minutes.

If a meeting of shareholders is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may summon its lawyers, certified public accountants and any relevant personnel to be present at the shareholders' meetings.

Article 8 The Company, beginning from the time it accepts shareholders' attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

These recordings must be retained for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the recording materials shall be retained until the conclusion of the litigation.

For the shareholders' meetings held by teleconferencing, the Company shall retain records of the shareholders' registration, login, check-in, questioning, voting and vote counting results, etc., and make continuous and uninterrupted audio and video recording of the entire meeting.

The Company shall properly retain the above-mentioned materials and audio and video recordings during the period of existence, and they shall be provided to those who are entrusted with handling teleconferencing tasks.

If the shareholder meeting is to be held by teleconferencing, the Company should audio- and video-record the backend operations interface of the teleconferencing platform.

Article 9 Attendance at shareholders' meeting shall be calculated based on shares. The number of shares in attendance is counted based on the meeting sign-in log or submitted attendance cards and the shareholding reported on the teleconferencing platform, together with the shares with the written or electronic voting rights.

The chair is to call the meeting to order at the designated meeting time, but is to announce a postponement if the attending shareholders represent less than half of the total issued shares. The number of postponements is limited to two times, totaling no more than 1 hour. The chair is to announce the meeting adjourned if still less than one third of the total issued shares are present at the meeting after the postponement twice. For the shareholders' meeting held by teleconferencing, the Company shall announce the adjournment of the meeting on the teleconferencing platform.

If the quorum is not met after two postponements but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act. The tentative resolution may be sent to all shareholders to notify them of another shareholders' meeting to be held within 1 month. Shareholders who wish to attend the shareholders' meeting which is to be held by teleconferencing shall register with the Company in accordance with Article 6.

If the attending shareholders representing more than half of the total issued shares before the end of the meeting, the chair is to make a tentative resolution and re-submit it for a shareholder's vote in accordance with Article 174 of the Company Act.

Article 10 The board should set the agenda for the meetings that it convenes. Relevant motions (including extraordinary motions and amendments to the original motions) shall be decided on a case-by-case basis. The meeting should be carried out based on the agenda and should be not changed without the resolution of the shareholders.

The regulations of the preceding paragraph may be applied to a meeting of shareholders convened by a party that is not the board of directors.

In either of the two situations described above, the chairperson cannot dismiss the meeting while a motion (including a special motion) is still in progress. If the chairperson violates conference rules by dismissing the meeting when not allowed to do so, other members of the board shall immediately assist the attending shareholders in electing another chairperson that has the support of more than half of voting rights represented on-site to continue the meeting.

The chairperson must allow for sufficient time to explain and discuss the various motions, amendments or special motions proposed during the meeting. The chairperson may announce discontinuance of further discussions if the issue in question is considered to have been sufficiently discussed to proceed with the voting and arrange sufficient voting time.

Article 11 Before speaking, the attending shareholders should first fill out speech notes clearly stating the purpose, account number (or the attendance pass number) or account name and allow the chair to determine the order to give the speech.

The attending shareholders are considered to offer no statement if they only provide speech notes without giving statements. In the event where the content of the statement is inconsistent with the speech note, the content of the statement should prevail.

Each shareholder shall not make more than two statements for the same proposals without the chairman's agreement and each statement shall not exceed five minutes. If a shareholder's statement violates the rules or exceeds the scope of the issue, the chairman shall halt the statement.

When an attending shareholder is making a statement, other shareholders shall not speak unless given permission by the chairperson and the speaking shareholder. Violators shall be halted by the chairman.

If a corporate person shareholder appoints two or more representatives to attend the meeting of shareholders, only one of the representatives may speak on the same proposal. After a shareholder has finished speaking, the chairperson may answer the shareholder's queries personally or appoint any relevant personnel to do so.

For the shareholders' meetings held by teleconferencing, the shareholders who attend the meeting by teleconferencing may raise their questions in text form on the teleconferencing platform after the chair announces the start of the meeting and before the chair announces the ending of the meeting. A shareholder may not raise their questions more than twice for a single motion and each question is limited to 200 words. These do not apply to the requirements of Paragraph 1 to 5.

The abovementioned questions which do not violate the rules or do not exceed the scope of the motion should be disclosed on the teleconferencing platform as public knowledge.

Article 22 Voting at a shareholders' meeting shall be calculated based the number of shares.

The shares of the shareholders without voting rights are not counted in the total issued shares for the resolution of the meeting.

Shareholders cannot vote or appoint proxies to vote, on any motions that present a conflict between their own interests and interests of the Company.

The number of shares held by shareholders who are not permitted to vote shall be excluded from the total voting rights represented in the meeting.

With the exception of trust enterprises and certain stock transfer agents approved by the competent authority, a proxy may not represent more than 3% of total voting rights in aggregate when representing two or more shareholders during the meeting. Voting rights that exceed this threshold shall be excluded from calculation.

Article 13 Unless otherwise provided by laws and regulations, the standard of one share, one vote shall apply to every shareholder.

Shareholders may exercise their voting power by correspondence or by electronic transmission in shareholders meetings, and the exercise method shall be specified in the notice of shareholders' meetings. Shareholders who have voted in writing or using the electronic method are considered to have attended the shareholders' meeting in person. However, they are considered to have waived their rights to participate in any special motions or amendments to the original discussions that may arise during the shareholders' meeting. For this reason, the Company should avoid proposing special motions and amendments to the original agendas where possible.

Instructions to exercise written and electronic votes must be delivered to the Company at least 2 days before the shareholders' meeting. In the event of duplicate submissions, the earliest submission shall be put into record. However, an exception is granted if the shareholder issues a proper declaration to withdraw the previous instructions.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or by teleconferencing, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised 2 days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. If the shareholder has exercised written or electronic votes and at the same time delegated a proxy to attend the shareholders' meeting, the voting decision exercised by the proxy shall prevail. Unless otherwise regulated by The Company Act or the Articles of Incorporation, a motion is passed when supported by shareholders representing more than half of total voting rights in the meeting. When voting, the chairperson or his/her delegate thereof shall announce the total number of voting rights represented by attending shareholders for every motion discussed and have the shareholders vote on a case-by-case basis. Details including the number of votes in favor, against and abstaining for each discussion shall be uploaded onto MOPS on the same day the shareholders' meeting ended.

In cases where several amendments or alternative solutions have been proposed at the same time, the chairperson shall determine the order in which the proposals are voted. If one of the proposals has been passed, the other proposals are denied and no more voting will be conducted.

Vote monitoring and counting personnel on a proposal shall be appointed by the chairman, providing that all monitoring personnel shall be shareholders of the Company. Motion and election votes are to be counted openly at the shareholder meeting. Results of the vote, including the final tally, shall be announced on-site and recorded in minutes.

After the chairperson announces the start of the meeting, the shareholders who participate in the meeting through teleconferencing shall conduct voting on various motions and election through the teleconferencing platform and must complete the voting before the chairperson announces the close of voting. Those who do not complete the voting before the announced ending time are considered to have abstained.

For the shareholders' meetings held by teleconferencing, the votes shall be counted once after the chair announces the close of voting, and the results of the voting and election will be announced.

For the shareholders' meetings also held by teleconferencing, shareholders who have already registered to attend the meetings by teleconferencing in accordance with the provisions of Article 6 but wish to attend the physical meetings shall take the same procedures as the registration to cancel their registration at least 2 days before the meeting. Those who fail to cancel the registration on time can only attend the meetings by teleconferencing.

Those who exercise their voting rights by correspondence or by electronic means without retracting their voting rights already exercised and participate in shareholders meetings by teleconferencing shall not exercise their voting rights on the original motion, propose an amendment to the original motion or exercise their voting rights on the revision of the original motion, except for extraordinary motions.

Article 14 Shareholders' meetings that involve election of directors shall proceed according to the Company's election policy. Results of the elections, including the list of elected directors and the final tally, must be announced on-site.

All ballots used in the above election shall be sealed and signed by the ballot examiner and held in proper custody for at least 1 year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the recording materials shall be retained until the conclusion of the litigation.

Article 15 Shareholders' meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chairperson, and disseminated to each shareholder by no later than 20 days after the meeting. The production and the distribution of the resolution record can be made electronically.

The Company may disseminate meeting minutes by posting details onto MOPS.

The resolution proceedings should correctly record the year, month, day, venue, name of the chair, voting method, the essentials of the proceedings and the voting results (including the statistical weights). If there is an election of directors and supervisors, the votes received by each nominee shall also be disclosed. These records are to be kept permanently during the Company's existence.

The resolution in the preceding paragraph refers to that when the chairperson has consulted shareholders for their opinions and the shareholders have no objection to the motions, which is then recorded as "Unanimous approval by all shareholders in attendance upon being consulted by the chairperson." However, if shareholders have any objection to the motions, the voting method and number and proportion of voting rights for the motions should be clearly stated.

The minutes of the shareholders' meeting held by teleconferencing should record the items mentioned in the preceding paragraph, the starting and ending time of the meeting, the convening method of the meeting, the name of the chairperson and the meeting minute taker, the measures taken when the teleconferencing platform or the teleconference experiences natural disasters, incidents or *force majeure*.

The meeting minutes should also specify the alternative measures taken for shareholders who may have difficulties joining the meeting by teleconferencing.

Article 16 The number of shares owned by the solicitors, the entrusted proxies and shareholders

attending the shareholders' meeting in writing or electronically is compiled into a chart with a prescribed format on the meeting day and is disclosed clearly at the meeting venue. For shareholder's meetings that are held by teleconferencing, the Company shall upload the above information to the teleconferencing platform at least 30 minutes before the start of the meeting, and keep them disclosed until the end of the meeting.

When the shareholders' meeting by teleconferencing is announced to start, the number of voting rights of the attending shareholders is disclosed on the teleconferencing platform. The same applies to when the total number of shares of the shareholders in attendance and the number of voting rights in attendance are compiled again during the meeting.

For any resolution issues that are related to the law and are considered important by the Taiwan Stock Exchange Corporation, the Company is to deliver the content to the Market Observation Post System within a specified time.

Article 17 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or armbands.

The chairperson may instruct proctors or security staff to help maintain order in the meeting. While maintaining order in the meeting, proctors or security staff shall wear armbands that identify their role as "Proctor."

The chairperson may stop anyone who attempts to speak using instruments that are not provided by the Company.

The chairperson may instruct proctors or security staff to remove shareholders who continue to violate the conference policy despite being warned by the chairperson.

Article 18 The chairperson may put the meeting in recess at appropriate times. In the occurrence of a *force majeure* event, the chairperson may suspend the meeting temporarily and resume at another time.

If the shareholder meeting is unable to conclude all scheduled motions (including special motions) before the venue is due for return, participants may resolve to continue the meeting at an alternative location.

Shareholders may also resolve to postpone or resume the meeting within the next 5 days, according to Article 182 of The Company Act.

Article 19 For shareholders' meetings that are held by teleconferencing, the Company immediately discloses the voting results of motions and election results to the teleconferencing platform of the shareholder meeting in accordance with the regulations and keeps them disclosed for at least another 15 minutes after the chair announces the ending of the meeting.

Article 20 Both the chairperson and the meeting minutes keeper shall be at the same domestic location when holding teleconferencing shareholders' meetings and the chair should announce the address of the place at the beginning of the meeting.

Article 21 For shareholders meetings that are held by teleconferencing, the Company shall provide shareholders with a simple connection test before the meeting and provide relevant services before and during the meeting to resolve technical communication problems.

For shareholders' meetings that are held by teleconferencing, the chairperson should announce at the start of the meeting that except when there is no need to postpone or continue the meeting in accordance with Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the provisions of Article 182 of the Company Act is not applicable to

the date of meeting postponement or resumption within 5 days for the interruption to the teleconferencing platform or the meeting lasting more than 30 minutes due to natural disasters, incidents or force majeure, before the chair announces the end of the meeting.

In the event of a meeting postponement or resumption in the preceding paragraph, shareholders who have not registered to participate in the shareholders' meeting by teleconferencing shall not participate in the postponed or resumption of the meeting. In accordance with the provisions of Paragraph 2 for meeting postponement and resumption, shareholders who have registered and completed the check-in to the original meeting by teleconferencing, but do not participate in the postponed or resumed meeting, the shares shown presented at the original shareholder meeting and the voting rights and election rights already exercised shall be included in the total number of shares and number of voting rights and election rights of the postponed or resumed meeting.

For the shareholders' meeting that is postponed or resumed in accordance with the provisions of Paragraph 2, it is not necessary to re-discuss or resolve the motions for which voting and counting of votes have been completed and the voting results and the election of directors and supervisors have been announced.

If the teleconference shareholders' meeting cannot resume as described in Paragraph 2 and the total number of shares represented in attendance still meet the statutory quorum for the convening of the meeting after subtracting the number of shares that attended the meeting by teleconferencing, the meeting should still continue without needing a postponement or resumption in accordance with Paragraph 2.

In the event of a meeting to be resumed as described in the preceding paragraph, for shareholders who originally choose to attend the shareholders' meeting by teleconferencing, the number of shares is counted in the total of shares of shareholders attending the meeting, but is considered abstention in all the motions presented in the meeting.

If the Company postpones or resumes the meeting according to the provisions of Paragraph 2, the relevant preparation should be conducted based on the date of the original shareholders' meeting in accordance with Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

In accordance with period specified by the 2nd half of Article 12 and Paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies and Paragraph 2, Article 44-5, Article 44-15 and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the date of shareholders' meeting in accordance with the provisions of Paragraph 2.

Article 22 Alternative measures should be taken for shareholders who may have difficulties joining the meeting by teleconferencing.

Article 23 These Rules are to be announced and implemented after being approved by the shareholders' meeting and likewise for the revision.

Appendix 2: Articles of Incorporation of Lucky Cement Corporation

Chapter 1 General Provisions

Article 1 The Company is incorporated in accordance with the Company Act, and is named Lucky Cement Corporation.

Article 2 The Company is engaged in the following business activities:

1. C901050 Cement and Concrete Products Manufacturing.
2. C901990 Another Non-Metallic Mineral Products Manufacturing.
3. B202010 Mining of Non-metallic.
4. J101030 Waste Disposing.
5. J101040 Waste Collecting.

ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 The total amount of the Company's external investment in affiliates may not be bound by the restriction of the paid-in capital, but it is subject to the board's approval.

Article 3 The head office of the Company is located in Yilan County, Taiwan. If necessary, branch offices in suitable locations may be established by the resolution of the board of directors.

Article 4 Public announcements of the Company shall be made in accordance with the Company Act.

Chapter 2 Shares

Article 5 The total capital of the Company is NT\$4,986,460,460, divided into 498,646,046 common stock shares, with the face value of each share at NT\$10. The board of directors is authorized to determine the issuance of unissued stocks in multiple issues.

Article 6 The share certificates of the Company are all name-bearing, numbered and signed or stamp-sealed by directors representing the Company, and are issued upon the authentication by the bank permitted by law to serve as the registrar for issuance of stocks.

Shares of the Company is exempted from actual printing but shall be registered with the Taiwan Depository and Clearing Corporation and subject to its regulations.

The transfer and pledge of the shares registered by centralized securities depository enterprises shall be conducted by the Company or book-entry transfer, and the provisions of Article 164 of the Company Act and Article 908 of the Civil Code shall not apply.

The circumstance in the preceding paragraph does not apply for the Company's printed stock certificates that have not been returned.

Article 7 Shareholders shall report their names, addresses or locations of residence to the Company's shareholder services agency to be added to the shareholder register and the personal seal stamp ID cards shall also be sent to the shareholder services agency for safekeeping and the same applies to making changes. Shareholders are to provide the same forms of identification shown on the seal stamp ID card when collecting dividends and bonuses or contacting the Company by correspondence.

Article 8 Share certificate transfer, exchange, loss or damage are handled in accordance with the Company and the Regulations Governing the Administration of Shareholder Services of Public Companies issued by the competent authority.

Article 9 Shareholders whose seal stamp is lost or damaged shall fill out a Seal Stamp Loss Form, and send the form, together with an identity proof document, new seal stamp ID card and share certificate, to the Company's shareholder services agency for registration. The seal stamp becomes effective the next day after being verified and approved, unless there is a declaration making the seal stamp effective on the same day.

Article 10 Transfer of share ownership shall be suspended during the 60 days prior to an annual general meeting and during the 30 days prior to an extraordinary shareholder meeting and during the 5 days prior to the baseline date of any dividends, bonus or rights distribution.

Chapter 3 Shareholders' meeting

Article 11 There are two types of shareholders' meetings in the Company:

I. Annual general meetings are held once a year and shall be convened by the board within 6 months after the end of each fiscal year.

II. Extraordinary general meetings: Unless otherwise specified by the Company Act, the meetings are to be convened by the board of directors. According to Article 173-1 of the Company Act, shareholders who continuously hold 50% or more of the total number of shares outstanding of the Company for a period of 3 months or longer may convene an extraordinary general meeting. The calculation of the holding period and holding number of shares shall be based on the holding at the time of share transfer suspension date in accordance with Paragraph 2 or 3 of Article 165 of the Company Act.

III. The shareholders' meetings may be held by teleconferencing or other means announced by the Ministry of Economic Affairs.

Article 12 Each shareholder shall be notified of the date, location and reasons for convening shareholders meetings at least 30 days before the general meetings or 15 days before the extraordinary meetings.

For shareholders with less than 1,000 registered shares, the abovementioned notification is posted in the Market Observation Post System.

The production and the distribution of the meeting notice can be made electronically if agreed upon by the counterparty.

When the Company is to hold a shareholders' meeting, it shall prepare a meeting handbook, which will be announced together with other information related to the meeting before the shareholders' meeting starts.

Article 13 Unless otherwise specified by the Company Act, shareholders' meetings shall have the attendance of shareholders with more than half majority of the issued shares and the resolutions shall be represented by more than half majority of the attending shareholders.

Shareholders may exercise their voting power by electronic transmission or in correspondence in shareholders' meetings, and the exercise method shall be specified in the notice of shareholders' meetings.

Shareholders who have voted in writing or using the electronic method as described in the preceding paragraph are considered to have attended the shareholders' meeting in person. However, this is also considered to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

Article 14 Unless otherwise provided by laws and regulations, the standard of one share, one vote shall apply to every shareholder.

Article 15 Shareholders may appoint proxies to attend shareholders' meetings on their behalf by completing the Company's proxy form and specifying the scope of delegated authority. With the exception of trust enterprises and certain stock transfer agents approved by the competent authority, a proxy may not represent more than 3% of total voting rights in aggregate when representing two or more shareholders during the meeting. Voting rights that exceed this threshold shall be excluded from calculation.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must be received by the Company at least 5 days before the shareholders' meeting. In cases where multiple proxy forms are issued, the one that arrives first

shall prevail. However, this excludes situations where the shareholder has issued a proper declaration to withdraw from the previous proxy arrangement. Should the shareholder decide to attend shareholders' meeting in person after a proxy form has been received by the Company, a written notice must be sent to the Company by no later than 2 days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw proxy arrangement before the due date, the vote of the proxy attendant shall prevail.

Article 15-1 Instructions to exercise written and electronic votes must be delivered to the Company at least 2 days before the shareholder meeting. In the event of duplicate submissions, the earliest submission shall be put into record. However, an exception is granted if the shareholder issues a proper declaration to withdraw the previous instructions.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised 2 days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail.

If the shareholder has exercised written or electronic votes and at the same time delegated a proxy to attend the shareholders' meeting, the voting decision exercised by the proxy shall prevail.

Article 16 The chairman is to chair the meetings convened by him/her. The chairman is to appoint a director on behalf of himself/herself if he/she cannot attend the meetings. In the event where the chairman does not appoint anyone, the directors are to recommend one person from the board.

For the meeting that is convened by the ones with the convening authority outside of the board, the meeting should be chaired by convening authority. One person should be selected to chair the meeting if there are more than two present.

Article 17 The voted issues should be made into a resolution record to be distributed to each shareholder within 20 days after the meeting. The shareholders' meeting minutes should be signed or stamped and sealed by the chair and then retained together with the sign-in log of the attending shareholders and proxy forms presented by the proxies by the Company.

The production and the distribution of the resolution record can be made electronically.

The Company may disseminate meeting minutes by posting details onto MOPS.

Chapter 4 Directors and Audit Committee

Article 18 The Company shall have 7 to 9 directors, with the term of office of 3 years. Among the directors, 3 to 5 of them are independent directors. The directors are elected using the candidate nomination approach during shareholder meetings in accordance with the Company Act from the candidate list and the term of service may be renewed if they are re-elected in the next elections. The professional qualifications, shareholding, part-time restrictions, independence, nominations, election and other rules to be followed regarding the election of independent directors shall be handled in accordance with the laws and regulations.

The election of directors shall be conducted in accordance with the provisions of the Company Act. The election of independent and non-independent directors should be held together and the number of people elected are counted separately.

Article 18-1 The Company has established an audit committee composed of all independent directors in accordance with Article 14-4 of the Securities and Exchange Act to

be responsible for performing the functions of supervisors specified in the Company Act, the Securities and Exchange Act and other regulations.

Members of the audit committee and their responsibilities and the related matters shall be handled in accordance with the relevant laws and regulations, and the organizational rules shall be separately determined by the board of directors.

Article 19 A chairman representing the Company is elected in the board meeting where more than two-thirds of directors are present and more than half of the directors present agree to the vote.

Article 20 The chairman should represent the Company in public. The chairman is to appoint a director on behalf of himself/herself if he/she cannot exercise the power. In the event where the chairman does not appoint anyone, the directors are to recommend one person from the board.

Article 21 The board meetings are convened by the chairman.

The majority or more of the directors may, by filing a written proposal setting forth therein the subjects for discussions and the reasons, request the chairman of the board to convene a board meeting.

If the chairman of the board fails to convene a meeting of the board within 15 days after the filing of the request under the preceding paragraph, the proposing directors may convene a meeting of the board on their own.

Unless otherwise specified by the Company Act, board meetings shall have the attendance of more than half of directors and the resolutions shall be represented by more than half of the directors present.

Article 21-1 Board meetings are held once per quarter. Every director shall be notified at least 7 days before the convening of board meetings. Meetings can be convened at any time in case of emergency. The notice of the convening of board meeting can be made in writing, fax or email.

Article 22 Directors who are unable to attend the meetings may issue a proxy form to appoint another director to attend the meeting. One director may accept only one proxy form.

Article 23 The functions and powers of the board of directors are as follows:

I. Review of the Company's internal control system and various important rules and regulations.

II. The decision on the Company's business plan and business policy.

III. The preparation of the Company's budget and final accounts.

IV. Formulating profit distribution.

V. The plan for the increase or decrease of the Company's capital.

VI. Preparation of the annual business report.

VII. Review of the acquisition and disposal of the Company's key assets.

VIII. The establishment and abolition of branches.

IX. Appointment and resignation of presidents and managers.

X The appointment or discharge of a financial, accounting, or internal auditing officer.

XI. Establish or amend procedures major financial or operational actions, such as acquisition or disposal of assets, engaging in derivatives trading, lending funds to others, endorsements or guarantees to others.

XII. Other functions and powers conferred by the Securities and Exchange Act, the Company Act and the shareholders' meetings.

Article 24 Records of board resolutions are kept in the Company after being signed or seal-stamped by the chairperson.

Article 25 Duties of the audit committee are as follows:

I. Establish or amend the internal control protocols in accordance with Article 14-1 of the Securities and Exchange Act.

II. Evaluation of the effectiveness of the internal control protocols.

- III. Establish or amend procedures major financial or operational actions, such as acquisition or disposal of assets, engaging in derivatives trading, lending funds to others, endorsements or guarantees to others, in accordance with Article 36-1 of the Securities and Exchange Act.
- IV. Review matters bearing on the personal interest of a director.
- V. Review material asset or derivatives transaction.
- VI. Review material monetary loan, endorsement or provision of guarantee.
- VII. Review the offering, issuance or private placement of any equity-type securities.
- VIII. Review the hiring or dismissal of an attesting CPA or the remuneration given thereto.
- IX. Review the appointment or discharge of principal financial, accounting, or internal auditing officers.
- X. Review annual financial reports and semi-annual financial reports. Exception can be made for semi-annual financial reports that, in accordance with the laws, are not required to be audited and certified by CPAs.
- XI. Review any other material matter so required by the company or the Competent Authority.

Article 26 The Company may purchase liability insurance for its directors during the term of their services in accordance with the law.

The Company shall report the insured amount, coverage, premium rate, and other important contents of the directors liability insurance it has obtained or renewed for directors, at the most recent board meeting.

Chapter 5 Managers

Article 27 The Company has one president who shall handle all affairs of the Company based on the resolutions made by the chairman and the board of directors. The Company also has several managers to assist the general manager.

Article 28 The appointment of the president is determined by the resolutions of board meetings attended by more than half of directors and agreed upon by more than half of the directors present.

The appointment of managers is first proposed by the president and then determined by the resolutions of board meetings attended by more than half of directors and agreed upon by more than half of the directors present. However, a person who is under any of the circumstances listed in Article 30 of the Company Act shall not serve as a manager. If the person has been appointed as such, he/she shall be dismissed.

Chapter 6 Accounting

Article 29 The Company stipulates that the fiscal year starts from January 1 and ends on December 31 every year. The Company's board of directors is responsible for conducting the final account at the end of each financial year, and then preparing various statements in accordance with the Company Act after the annual final account. The statements and must be submitted to the audit committee for review at least 30 days before the annual general meeting and the audit committee shall produce reports to be presented during the annual general meeting for ratification.

The Company's profit distribution or make-up for losses are conducted after the end of each half of the fiscal year.

The motions of profit distribution or make-up for losses shall be submitted to the board for resolution after being reviewed together with the business report and financial statements.

When distributing profit according to the preceding paragraph, the Company should first estimate and retain the amount for tax payments, make up for losses and allocate

legal reserve. If the legal reserve has reached the paid-in capital, no further allocations will be conducted.

If the distribution of profit is conducted by issuing new shares in accordance with Paragraph 3, it shall comply with the provisions of Article 240 of the Company Act. If the profit is distributed in cash, the resolution shall be made in the board meeting attended by more than two-thirds of all directors and approved by more than half of the attending directors, and then reported to the shareholder meeting.

The distribution of profit or making up for losses in accordance with the provisions of the preceding four paragraphs is based on the financial statements audited or reviewed by the CPAs.

Article 30 If the Company is profitable in the fiscal year, it shall allocate 3% of the profit as the remuneration of employees in the form of stocks or cash as resolved by the board meeting, which requires the attendance of more than two-thirds of directors in the meeting and the approval of more than half of the directors present, before being reported at the shareholder meeting. Employees of subsidiaries are also entitled to receive remuneration. Less than 5% of the aforementioned profit may be distributed as director remuneration, and the proposal for the director remuneration shall be reported at the shareholders' meeting. If the Company is not profitable for the year or there is no surplus to distribute the remuneration of employees and directors after deducting the accumulated losses, it is not necessary to report the results to the board and shareholder meetings.

If the Company has passed the board resolution in the preceding paragraph to distribute remuneration to employees in the form of shares, it may decide in the same meeting whether to issue new shares or conduct share repurchase.

If any, profits must first be taken to offset cumulative losses before the remainder can be distributed as employee/director remuneration in the above percentages.

Employee remuneration to managers and director remuneration are distributed after being evaluated by the remuneration committee.

Article 30-1 Considering the Company's future capital needs and long-term financial planning, and to meet shareholders' expectation for cash flows, The Company's current net income after the annual final accounts, besides being used to making up for losses, has 10% set aside as the legal reserve, and also has special reserve allocated after the net deduction of other shareholders' equity incurred in the current year. The balance, together with the accumulated undistributed earnings of the previous year and the adjustment of the undistributed earnings of the current year, has 40% to 80% set aside as profit to be distribution. If it is set at 80%, and the dividends per share is still less than NT\$0.1, the profit is retained and will not be distributed. The board is to determine the profit distribution proposal to be submitted to the shareholders' meetings for ratification.

The percentage of profit allocation and the proportion of share and cash dividends are determined by the board based on the actual profitability and status of working capital of the year. The needs for investment capital and the extent of dilution by the earnings per share are also considered to determine whether or not the dividends are issued in cash or stocks. Stock dividends shall not exceed 20% of the issued share capital.

if the retained earnings transferred in the current year or the after-tax profit of the current year is insufficient to allocate the deduction of other shareholders' equity, it shall still be subject to the provisions of the law in which the profit is distributed only after allocating the transferred retained earnings or the accumulated undistributed profit from the previous year is recognized as special reserve, besides adopting the rule in the second paragraph for calculation.

Article 31 The dividends to shareholders are only distributed to the shareholders who are recorded in the shareholder register as of the date of record of the dividends.

Article 32 The Company may receive remuneration on a monthly basis in accordance with the payment standard of industry peers, regardless of profit or loss. Besides, the shareholders or directors of the Company who work as managers or employees receive salaries as regular employees.

Chapter 7 Supplementary Provisions

Article 33 The Company may provide external endorsement.

Article 34 The Company's organizational policies and procedures are separately determined by the board.

Article 35 Any outstanding issues not specified in the Articles of Incorporation are to be handled in accordance with the Company Act and other relevant regulations.

Article 36 These Articles were adopted on March 25, 1974.

The 1st amendment was made on July 5, 1975.

The 2nd amendment was made on April 10, 1975.

The 3rd amendment was made on September 10, 1976.

The 4th amendment was made on July 6, 1977.

The 5th amendment was made on September 20, 1977.

The 6th amendment was made on November 18, 1977.

The 7th amendment was made on June 26, 1978.

The 8th amendment was made on September 5, 1979.

The 9th amendment was made on November 20, 1979.

The 10th amendment was made on October 10, 1980.

The 11th amendment was made on December 5, 1980.

The 12th amendment was made on August 11, 1982.

The 13th amendment was made on June 25, 1984.

The 14th amendment was made on September 20, 1984.

The 15th amendment was made on June 20, 1986.

The 16th amendment was made on August 5, 1986.

The 17th amendment was made on December 30, 1986.

The 18th amendment was made on June 17, 1988.

The 19th amendment was made on July 15, 1988.

The 20th amendment was made on July 1, 1989.

The 21st amendment was made on December 25, 1989.

The 22nd amendment was made on April 7, 1990.

The 23rd amendment was made on May 27, 1991.

The 24th amendment was made on May 18, 1992.

The 25th amendment was made on May 12, 1993.

The 26th amendment was made on May 31, 1994.

The 27th amendment was made on May 30, 1995.

The 28th amendment was made on June 5, 1996.

The 29th amendment was made on April 28, 1997.

The 30th amendment was made on April 16, 1998.

The 31st amendment was made on June 24, 1999.

The 32nd amendment was made on June 21, 2000.

The 33rd amendment was made on June 19, 2001.

The 34th amendment was made on June 18, 2002.

The 35th amendment was made on June 15, 2004.

The 36th amendment was made on June 14, 2006.

The 37th amendment was made on June 17, 2010.

The 38th amendment was made on June 19, 2012.

The 39th amendment was made on June 12, 2015.

The 40th amendment was made on June 15, 2016.

The 41st amendment was made on June 15, 2018.

The 42nd amendment was made on June 12, 2019.

The 43rd amendment was made on June 30, 2022.

These Articles are to be implemented after being approved for registration by the competent authority, and likewise for the revision.

Appendix 3: Status of Shareholder Proposals at the Shareholders' General Meeting for the Year:

There are no shareholder proposals as of May 5, 2023 (deadline for shareholder proposals).

Appendix 4: Directors' Shareholding Position at Lucky Cement Corporation

Job title	Name	No. of Shares Held	Ownership %
Chairman	Shi-Yi Cement Representative: Liang-Chuan Chen	6,632,588	1.64%
Director	Shi-Yi Cement Representative: Yun-Ju Chen	6,632,588	1.64%
Director	Hsiang-Lin Chang	7,539,587	1.86%
Director	Shang-Kai Cheng	1,832,666	0.45%
Independent Director	Yan Chen	0	0
Independent Director	Chih-Cheng Wang	0	0
Independent Director	Yang-Wei Shao	0	0
Overall Directors' Shareholding Position		16,004,841	3.95%

Remark: I. The above shareholdings are the number of shares listed in the shareholder register as of the book closure date of the 2022 annual general meeting (May 2).

II. Pursuant to Article 26 of the Securities and Exchange Act, the total number of registered shares held by all directors shall not be less than 4% of the Company's total issued shares.

III. Pursuant to Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, minimum shareholdings of non-independent directors may be reduced to 80% of the required percentage if the Company has elected at least 2 independent directors.

IV. The number of shares held by all directors of the Company has reached the percentage requirements specified by law.