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 Corporation
2022 Annual General Meeting

Meeting Manual

Time:	June 30, 2022 at 09:00
Location:	No. 56, Section 1, Huanshan Road, Neihu District, Taipei City 5F of International Meeting Hall of Multipurpose Building at Takming University of Science and Technology
Meeting Method:	Physical venue

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Lucky Cement 2022 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. Ratification, Discussion and Election Matters

VI. Extraordinary Motions

VII. End of Meeting

Letter to Shareholders

Greetings to all of our valued shareholders,

The Company's consolidated revenue for the full year of 2021 was NT$3.77 billion, the consolidated net income was NT$339 million, and the consolidated earnings was NT$262 million. In 2021, the Company's consolidated revenue and earnings declined compared with 2020 mainly due to factors such as the maintenance of rotary kilns and cement mills and the shutdown of sand and gravel yards, which affected the production capacity of cement and sand and gravel; the revenue from waste treatment was also affected by the shutdown of kilns in Dongao for maintenance, resulting in a decrease in production capacity and waste cannot be processed in the kilns during the maintenance period, resulting in a decrease in the Company's consolidated revenue and gross profit compared with the same period last year.

The novel coronavirus pandemic was still ravaging the world in 2021, but the IMF has estimated that the global economic growth rate in 2021 would be 5.9%, which would be enough to offset the recession of 3.1% in 2020, returning to the level before the pandemic. Although Taiwan was affected by the incident of China Airline pilot who was reported infected in April, which further heightened the pandemic crisis and extended the Level 3 alert, the economic growth rate turned in a health result of 6.28%. The continuing US-China trade conflict has also caused the repatriation of Taiwanese businesses, which drove the continuous growth of the domestic cement and ready-mix concrete market.

Looking ahead, the IMF has revised down the 2022 global economic growth rate to 4.4%, mainly reflecting the weak expansion momentum of the two major economies, the United States and China. According to the forecast of the Director-General of Budget, Accounting and Statistics of the Executive Yuan, Taiwan's economic growth rate in 2022 will be 4.42% and the overall economic situation can still maintain to some certain extent, while the domestic cement and ready-mixed concrete market can remain stable. However, inflation caused by loose monetary policies in various countries, coupled with the Russian-Ukrainian war, has caused a huge increase in coal prices, which also has put a huge pressure on the Company's operating costs. Besides increasing the sales price and passing down the cost, we will continue to review our operations strategy, hoping that the implementation of the various strategies and the joint efforts of our teams will turn in good results in 2022.

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

Chairman: Liang-Chuan Chen

Two. Report Items

I. 2021 business report and financial final report

(I) Business performance:

1. Main production:

Item	2021	2020	Increase (Decrease)	Growth %
Cement and blast furnace slag (Unit: Thousand tonnes)	721	875	(154)	(17.60%)
Stone Materials (Unit: Thousand tonnes)	1,537	2,135	(598)	(28.01%)

Implementation status of the plan: The total production volume of cement and furnace slag is 721 thousand tonnes, the planned total production volume is 853 thousand tonnes and the achievement rate is 84.5%.

The total production volume of stones is 1,537 thousand tonnes, the planned total production volume is 2,422 thousand tonnes and the achievement rate is 63.5%.

2. Main sales:

Item	2021	2020	Increase (Decrease)	Growth %
Cement and blast furnace slag (Unit: Thousand tonnes)	825	948	(123)	(12.97%)
Stone Materials (Unit: Thousand tonnes)	668	685	(17)	(2.48%)
Cement and blast furnace slag (Unit: NT$1,000)	1,857,564	2,082,244	(224,680)	(10.79%)
Stone Materials (Unit: NT$1,000)	299,897	322,445	(22,548)	(6.99%)

Implementation status of the plan: The total sales volume of cement and furnace slag is 825 thousand tonnes, the planned total production volume is 895 thousand tonnes and the achievement rate is 92.2%.

The total sales volume of stone materials is 668 thousand tonnes, the planned total production volume is 974 thousand tonnes and the achievement rate is 68.6%.

(II) Financial income and expense and profitability analysis:

Unit: NT$ million

Item	2021	2020	Increase (Decrease)	Increase (decrease)%
Operating revenue	3,769	4,530	(761)	(16.80%)
Operating profit (loss)	339	447	(108)	(24.16%)
Pre-tax net profit (loss)	341	444	(103)	(23.20%)
Annual net profit (loss)	262	392	(130)	(33.16%)

Item			2021	2020
Standalone profit	Operating profit (loss) (%)	Proportion of Paid-in capital	5.27	7.78
	Pre-tax net profit (loss) (%)		7.56	10.29
	Net profit (loss) in %		9.53	11.95
	Earnings per share (NT$)		0.65	0.97

(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.

Deloitte.

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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, 2021 and 2020 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, 2021 and 2020, 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 auditing standards generally accepted in 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, 2021. 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, 2021 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 net sales revenue of the Group in 2021 was lower than in 2020. However, the net sales revenue from key customers had increased compared to previous year, which accounted for 15% of the total sales revenue in 2021. Therefore, we deemed the occurrence of sales as a significant risk and key audit matter.

Refer to Note 4 (11) to the consolidated financial statements for accounting policies on revenue recognition and Note 24 (1) 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; we 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.

3. We inspected the sales ledger for any significant sales returns and allowances recorded after the balance sheet date and verified that the returns and allowances were related to sales after the balance sheet date.

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 auditing standards generally accepted in 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 auditing standards generally accepted in 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, 2021 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, 2022

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, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021		2020	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash (Notes 4 and 6)	$ 119,399	2	$ 256,364	4
Financial assets at fair value through profit or loss - current (Notes 4, 7 and 28)	40,226	-	6,290	-
Financial assets at fair value through other comprehensive income - current (Notes 4, 8 and 28)	73,319	1	28,213	1
Financial assets at amortized cost - current (Notes 4, 9 and 30)	83,273	1	72,155	1
Notes receivable (Notes 4, 10 and 22)	253,148	4	487,705	7
Notes receivable from related parties (Notes 4, 10, 22 and 29)	48,839	1	26,948	-
Accounts receivable (Notes 4, 10 and 22)	110,692	2	74,085	1
Accounts receivable from related parties (Notes 4, 22 and 29)	33,084	-	18,868	-
Other receivables (Notes 4 and 10)	1,707	-	13,670	-
Other receivables from related parties (Notes 4 and 29)	9,435	-	61,398	1
Inventories (Notes 4 and 11)	479,482	7	381,467	6
Prepayments (Note 12)	157,949	2	147,367	2
Total current assets	1,410,553	20	1,574,530	23
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 ,8 and 28)	10,688	-	14,703	-
Financial assets at amortized cost - non-current (Notes 4, 9 and 30)	202,326	3	164,062	3
Investments accounted for using the equity method (Notes 4 and 13)	3,257,158	47	2,980,403	44
Property, plant and equipment (Notes 4, 14, 29 and 30)	1,695,089	24	1,586,499	24
Right-of-use assets (Notes 4 and 15)	106,730	2	73,400	1
Deferred tax assets (Notes 4 and 24)	58,089	1	96,040	1
Refundable deposits (Note 29)	173,419	2	175,506	3
Other non-current assets (Note 16)	87,926	1	76,914	1
Total non-current assets	5,591,425	80	5,167,527	77
TOTAL	$ 7,001,978	100	$ 6,742,057	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 17 and 30)	$ 782,359	11	$ 150,000	2
Short-term bills payable (Notes 17 and 30)	299,608	4	99,941	1
Contract liabilities (Notes 22 and 29)	198,339	3	342,967	5
Notes payable (Note 18)	108,044	2	115,973	2
Notes payable to related parties (Notes 18 and 29)	41,401	1	32,635	1
Accounts payable (Note 18)	88,236	1	142,921	2
Accounts payable to related parties (Notes 18 and 29)	1,464	-	20,006	-
Other payables (Note 19)	107,739	2	169,913	3
Other payables to related parties (Note 29)	4,258	-	9,290	-
Current income tax liabilities (Note 24)	2,264	-	20,722	-
Lease liabilities - current (Notes 4 and 15)	37,690	-	33,548	1
Current portion of long-term borrowings (Notes 17 and 30)	414,000	6	290,000	4
Other current liabilities	450	-	361	-
Total current liabilities	2,085,852	30	1,428,277	21
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 17 and 30)	120,000	2	540,000	8
Deferred tax liabilities (Notes 4 and 24)	23,339	-	20,663	-
Lease liabilities - non-current (Notes 4 and 15)	69,903	1	40,475	1
Net defined benefit liabilities (Notes 4 and 20)	23,565	-	23,294	-
Guarantee deposits received	33,810	1	32,503	1
Total non-current liabilities	270,617	4	656,935	10
Total liabilities	2,356,469	34	2,085,212	31
EQUITY (Note 21)				
Share capital				
Common stock	4,047,380	58	4,047,380	60
Capital surplus	18	-	9	-
Retained earnings				
Legal reserve	210,524	3	170,899	3
Special reserve	14,135	-	14,135	-
Unappropriated earnings	374,225	5	419,967	6
Total retained earnings	598,884	8	605,001	9
Other equity	(773)	-	4,455	-
Total equity	4,645,509	66	4,656,845	69
TOTAL	$ 7,001,978	100	$ 6,742,057	100

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

LUCKY CEMENT CO.

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 22 and 29)				
Sales	$ 2,751,520	100	$ 3,283,042	100
Less: Discounts and allowances	(1,491)	-	(893)	-
Total operating revenue	2,750,029	100	3,282,149	100
OPERATING COSTS (Notes 11, 23 and 29)	2,350,634	85	2,758,001	84
GROSS PROFIT	399,395	15	524,148	16
OPERATING EXPENSES (Notes 10, 23 and 29)				
Selling and marketing expenses	97,736	4	101,652	3
General and administrative expenses	89,722	3	107,879	3
Total operating expenses	187,458	7	209,531	6
OTHER OPERATING INCOME AND EXPENSES (Note 23)	1,497	-	80	-
PROFIT FROM OPERATIONS	213,434	8	314,697	10
NON-OPERATING INCOME AND EXPENSES (Notes 4, 8, 14, 23 and 29)				
Interest income	2,776	-	2,041	-
Rental income	18,519	1	18,256	1
Other income	12,457	-	10,392	-
Gain on disposal of non-current assets held for sale	-	-	15,724	-
Foreign exchange gain	2,369	-	2,227	-
Net profit of financial assets at fair value	3,533	-	330	-
Other losses	(6,858)	-	(8,823)	-
Interest expense	(18,641)	(1)	(19,921)	(1)
Share of profit of subsidiaries	78,223	3	81,622	3
Total non-operating income and expenses	92,378	3	101,848	3
PROFIT BEFORE INCOME TAX	305,812	11	416,545	13
INCOME TAX EXPENSE (Notes 4 and 24)	(43,607)	(1)	(24,276)	(1)
NET PROFIT FOR THE YEAR	262,205	10	392,269	12

(Continued)

LUCKY CEMENT CO.

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	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)	$ (512)	-	$ 3,172	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	11,756	-	2,114	-
Share of the other comprehensive income/(loss) of subsidiaries accounted for using the equity method	2,133	-	(909)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(3,107)	-	25	-
Share of the other comprehensive income/(loss) of subsidiaries accounted for using the equity method	(503)	-	24	-
Other comprehensive income, net of income tax	9,767	-	4,426	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 271,972	10	$ 396,695	12
EARNINGS PER SHARE (Note 25)				
Basic	$ 0.65		$ 0.97	
Diluted	$ 0.65		$ 0.97	

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, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

			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, 2020	$ 4,047,380	$ 8	$ 166,309	$ 17,256	$ 85,901	$ 7,450	$ (3,444)	$ 4,320,860
Appropriation of 2019 earnings								
Legal reserve	-	-	4,590	-	(4,590)	-	-	-
Cash dividends to shareholders - NT$0.15 per share	-	-	-	-	(60,711)	-	-	(60,711)
Special reserve	-	-	-	(3,121)	3,121	-	-	-
Net profit for the year ended December 31, 2020	-	-	-	-	392,269	-	-	392,269
Other comprehensive income for the year ended December 31, 2020	-	-	-	-	2,380	25	2,021	4,426
Total comprehensive income for the year ended December 31, 2020	-	-	-	-	394,649	25	2,021	396,695
Difference between consideration and carrying amount of subsidiaries acquired (Note 13)	-	1	-	-	-	-	-	1
Disposal of investments in equity instruments designated as at fair value through other comprehensive income (Note 21)	-	-	-	-	1,597	-	(1,597)	-
BALANCE AT DECEMBER 31, 2020	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

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

LUCKY CEMENT CO.

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	$ 305,812	$ 416,545
Adjustments for:		
Depreciation expense	130,699	175,604
Amortization and depletion expense	15,807	12,460
Net gain on fair value changes of financial assets at fair value through profit or loss	(3,533)	(330)
Interest expense	18,641	19,921
Interest income	(2,776)	(2,041)
Dividend income	(2,145)	(3,720)
Gain on disposal of property, plant and equipment	(1,497)	(80)
Share of profit of subsidiaries accounted for using the equity method	(78,223)	(81,622)
Gain on disposal of non-current assets held for sale	-	(15,724)
Write-down of inventories	1,691	-
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(30,403)	(4,980)
Notes receivable	234,557	(73,974)
Notes receivable from related parties	(21,891)	32,171
Accounts receivable	(36,607)	18,474
Accounts receivable from related parties	(14,216)	45,918
Other receivables	(858)	(65)
Other receivables from related parties	27	(7)
Inventories	(99,706)	(15,582)
Prepayments	(10,582)	(847)
Contract liabilities	(144,628)	75,334
Notes payable	(7,929)	(12,116)
Notes payable to related parties	8,766	1,812
Accounts payable	(54,685)	72,337
Accounts payable to related parties	(18,542)	(12,132)
Other payables	(31,345)	34,134
Other payables to related parties	(5,032)	5,230
Other current liabilities	89	(103)
Net defined benefit liabilities	(241)	(15)
Cash generated from operations	151,250	686,602
Interest received	2,870	2,724
Interest paid	(18,925)	(20,151)
Income tax (paid) refunded	(21,438)	15,637
Net cash generated from operating activities	113,757	684,812

(Continued)

LUCKY CEMENT CO.

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	$ (260,941)	$ (39,081)
Proceeds from sale of financial assets at fair value through other comprehensive income	236,480	37,158
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	7,318	5,125
Purchase of financial assets at amortized cost	(49,382)	(39,144)
Proceeds from sale of non-current assets held for sale	-	20,741
Payments for property, plant and equipment	(249,188)	(46,361)
Proceeds from disposal of property, plant and equipment	1,497	80
Decrease in other receivables	-	65,000
Increase in other receivables from related parties	-	(1,800)
Decrease in other receivables from related parties	51,850	-
Increase in refundable deposits	-	(778)
Decrease in refundable deposits	2,087	-
Increase in other non-current assets	(7,554)	(17,775)
Other dividends received	2,766	3,099
Net cash used in investing activities	(265,067)	(13,736)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	632,359	-
Decrease in short-term borrowings	-	(76,700)
Increase in short-term bills payable	200,000	-
Proceeds from long-term borrowings	20,000	200,000
Repayments of long-term borrowings	(316,000)	(350,000)
Increase in guarantee deposits received	1,307	1,903
Repayment of the principal portion of lease liabilities	(40,004)	(44,926)
Cash dividends paid	(283,317)	(60,711)
Acquisition of subsidiary	(200,000)	(250,002)
Net cash generated from (used in) financing activities	14,345	(580,436)
NET (DECREASE) INCREASE IN CASH	(136,965)	90,640
CASH AT THE BEGINNING OF YEAR	256,364	165,724
CASH AT THE END OF YEAR	$ 119,399	$ 256,364

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

Deloitte.

勤業眾信

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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, 2021 and 2020, 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, 2021 and 2020, 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 (FCS) 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 auditing standards generally accepted in 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, 2021. 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, 2021 are as follows:

<u>Occurrence of Sales Revenue from Key Customers</u>

The Group’s sales revenue mainly comes from sales of cement, stone materials and other cement products. The net sales revenue of the Group in 2021 was lower than in 2020. However, the net sales revenue from key customers had increased compared to previous year, which accounted for 15% of the total sales revenue in 2021. Therefore, we deemed the occurrence of sales as a significant risk and key audit matter.

Refer to Note 4(11) to the consolidated financial statements for accounting policies on revenue recognition and Note 24(1) 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; we 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.

3. We inspected the sales ledger for any significant sales returns and allowances recorded after the balance sheet date and verified that the returns and allowances were related to sales after the balance sheet date.

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, 2021 and 2020, 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

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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 auditing standards generally accepted in 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 auditing standards generally accepted in 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, 2021 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, 2022

<u>*Notice to Readers*</u>

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, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021		2020	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash (Notes 4 and 6)	$ 220,238	3	$ 320,535	4
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	44,932	1	11,296	-
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	73,319	1	34,126	1
Financial assets at amortized cost - current (Notes 4, 9 and 32)	111,953	1	101,335	1
Notes receivable (Notes 4, 10 and 24)	297,280	4	573,958	7
Notes receivable from related parties (Notes 4, 24 and 31)	6,571	-	235	-
Accounts receivable (Notes 4, 10 and 24)	418,395	5	492,996	6
Accounts receivable from related parties (Notes 4, 24 and 31)	3,250	-	5,764	-
Other receivables (Notes 4 and 10)	2,613	-	15,422	-
Other receivables from related parties (Notes 4 and 31)	247	-	313	-
Inventories (Notes 4, 11 and 32)	3,676,472	46	3,545,586	44
Prepayments (Note 13)	233,445	3	160,658	2
Other current assets (Note 14)	29,292	-	22,734	1
Total current assets	5,118,007	64	5,284,958	66
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	-	-	8,734	-
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	11,038	-	14,994	-
Financial assets at amortized cost - non-current (Notes 4, 9 and 32)	202,326	2	164,062	2
Property, plant and equipment (Notes 4, 15 and 32)	2,302,034	29	2,223,887	28
Right-of-use assets (Notes 4 and 16)	155,588	2	79,560	1
Deferred tax assets (Notes 4 and 26)	75,217	1	120,156	2
Refundable deposits	18,427	-	20,580	-
Other non-current assets (Notes 4, 17 and 21)	159,073	2	110,376	1
Total non-current assets	2,923,703	36	2,742,349	34
TOTAL	$ 8,041,710	100	$ 8,027,307	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 32)	$ 928,359	12	$ 320,000	4
Short-term bills payable (Notes 18 and 32)	404,424	5	189,588	2
Contract liabilities (Note 24)	190,789	2	333,095	4
Notes payable (Note 19)	214,743	3	345,327	4
Notes payable to related parties (Notes 19 and 31)	43,148	1	39,596	1
Accounts payable (Note 19)	123,370	1	241,920	3
Accounts payable to related parties (Notes 19 and 31)	2,046	-	20,006	-
Other payables (Note 20)	138,507	2	208,340	3
Other payables to related parties (Note 31)	2,511	-	78,338	1
Current tax liabilities (Note 26)	17,477	-	46,463	1
Lease liabilities - current (Notes 4 and 16)	51,476	1	37,081	-
Current portion of long-term borrowings (Notes 18 and 32)	914,000	11	290,000	4
Other current liabilities	1,537	-	1,508	-
Total current liabilities	3,032,387	38	2,151,262	27
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 18 and 32)	120,000	2	1,040,000	13
Deferred tax liabilities (Notes 4 and 26)	23,818	-	20,663	-
Lease liabilities - non-current (Notes 4 and 16)	105,376	1	43,161	1
Other payables to related parties (Note 31)	45,800	1	45,800	1
Net defined benefit liabilities (Notes 4 and 21)	34,745	-	36,798	-
Guarantee deposits received	34,010	-	32,704	-
Total non-current liabilities	363,749	4	1,219,126	15
Total liabilities	3,396,136	42	3,370,388	42
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Share capital				
Common stock	4,047,380	50	4,047,380	50
Capital surplus	18	-	9	-
Retained earnings				
Legal reserve	210,524	3	170,899	2
Special reserve	14,135	-	14,135	-
Unappropriated earnings	374,225	5	419,967	6
Total retained earnings	598,884	8	605,001	8
Other equity	(773)	-	4,455	-
Total equity attributable to owners of the Company	4,645,509	58	4,656,845	58
NON-CONTROLLING INTERESTS (Note 23)	65	-	74	-
Total equity	4,645,574	58	4,656,919	58
TOTAL	$ 8,041,710	100	$ 8,027,307	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, 2021 AND 2020

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

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE(Notes 4, 24 and 31)				
Sales	$ 3,772,443	100	$ 4,533,370	100
Less: Discounts and allowances	(3,421)	-	(3,198)	-
Total operating revenue	3,769,022	100	4,530,172	100
OPERATING COSTS (Notes 11, 25 and 31)	3,208,996	85	3,813,497	84
GROSS PROFIT	560,026	15	716,675	16
OPERATING EXPENSES (Notes 10, 25 and 31)				
Selling and marketing expenses	111,495	3	119,454	3
General and administrative expenses	119,664	3	138,745	3
Expected credit loss	3,740	-	2,042	-
Total operating expenses	234,899	6	260,241	6
OTHER OPERATING INCOME AND EXPENSES (Note 25)	13,442	-	(8,959)	-
PROFIT FROM OPERATIONS	338,569	9	447,475	10
NON-OPERATING INCOME AND EXPENSES (Notes 15, 25 and 31)				
Interest income	1,943	-	1,591	-
Rental income	8,564	-	8,336	-
Other income	16,030	1	12,349	-
Gain on disposal of investments	436	-	-	-
Gain on disposal of non-current assets held for sale	-	-	15,724	1
Foreign exchange gain	2,179	-	1,865	-
Fair value changes of financial assets	13,374	-	(538)	-
Other losses	(7,706)	-	(10,448)	-
Interest expense	(32,077)	(1)	(31,946)	(1)
Total non-operating income and expenses	2,743	-	(3,067)	-
PROFIT BEFORE INCOME TAX	341,312	9	444,408	10
INCOME TAX EXPENSE (Notes 4 and 26)	(79,107)	(2)	(52,139)	(1)
NET PROFIT FOR THE YEAR	262,205	7	392,269	9

(Continued)

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

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

	2021		2020	
	Amount	**%**	**Amount**	**%**
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 21)	$ 1,492	-	$ 2,380	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	11,885	-	1,997	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(3,107)	-	25	-
Unrealized gain on investments in debt instruments at fair value through other comprehensive income	(503)	-	24	-
Other comprehensive income, net of income tax	9,767	-	4,426	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 271,972	7	$ 396,695	9
NET PROFIT ATTRIBUTABLE TO:				
Shareholders of the Company	$ 262,205	7	$ 392,269	9
Non-controlling interests	-	-	-	-
	$ 262,205	7	$ 392,269	9
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Shareholders of the Company	$ 271,972	7	$ 396,695	9
Non-controlling interests	-	-	-	-
	$ 271,972	7	$ 396,695	9
EARNINGS PER SHARE (Note 27)				
Basic	$ 0.65		$ 0.97	
Diluted	$ 0.65		$ 0.97	

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, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company									
			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	Non-controlling Interests	Total Equity
BALANCE, JANUARY 1, 2020	$ 4,047,380	$ 8	$ 166,309	$ 17,256	$ 85,901	$ 7,450	$ (3,444)	$ 4,320,860	$ 77	$ 4,320,937
Appropriation of 2019 earnings										
Legal reserve	-	-	4,590	-	(4,590)	-	-	-	-	-
Cash dividend to shareholders - NT$0.15 per share	-	-	-	-	(60,711)	-	-	(60,711)	-	(60,711)
Special reserve	-	-	-	(3,121)	3,121	-	-	-	-	-
Net profit for the year ended December 31, 2020	-	-	-	-	392,269	-	-	392,269	-	392,269
Other comprehensive income for the year ended December 31, 2020	-	-	-	-	2,380	25	2,021	4,426	-	4,426
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	394,649	25	2,021	396,695	-	396,695
Difference between consideration and carrying amount of subsidiaries acquired (Note 12)	-	1	-	-	-	-	-	1	(3)	(2)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income (Note 23)	-	-	-	-	1,597	-	(1,597)	-	-	-
BALANCE AT DECEMBER 31, 2020	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	-	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

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, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	$ 341,312	$ 444,408
Adjustments for:		
Depreciation expense	152,136	194,212
Amortization and depletion expense	15,807	12,460
Expected credit loss recognized on trade receivables	3,740	2,042
Net (gain) loss on fair value changes of financial assets at fair value through profit or loss	(13,374)	538
Interest expense	32,077	31,946
Interest income	(1,943)	(1,591)
Dividend income	(2,145)	(3,720)
Gain on disposal of investments	(436)	-
(Gain) loss on disposal of property, plant and equipment	(13,442)	8,959
Gain on disposal of non-current assets held for sale	-	(15,724)
Inventory write-downs	1,691	-
Gain on lease modification	-	(10)
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(30,402)	4,592
Notes receivable	276,678	(85,197)
Notes receivable from related parties	(6,336)	4,737
Accounts receivable	70,861	(82,918)
Accounts receivable from related parties	2,514	1,686
Other receivables	(1,330)	190
Other receivables from related parties	66	(158)
Inventories	(132,577)	(29,514)
Prepayments	(72,787)	4,148
Other current assets	(6,558)	334
Other non-current assets	(34)	(102)
Contract liabilities	(142,306)	73,664
Notes payable	(130,584)	143,265
Notes payable to related parties	11,552	(3,060)
Accounts payable	(118,550)	117,789
Accounts payable to related parties	(17,960)	(15,526)
Other payables	(38,989)	35,093
Other payables to related parties	(5,778)	7,008
Other current liabilities	29	(1,008)
Net defined benefit liabilities	(561)	(950)
Cash generated from operations	172,371	847,593
Interest received	2,007	2,441
Interest paid	(32,256)	(32,119)
Income tax (paid) refunded	(59,999)	14,142
Net cash generated from operating activities	82,123	832,057

(Continued)

LUCKY CEMENT CO. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	$ (260,941)	$ (39,221)
Proceeds from sale of financial assets at fair value through other comprehensive income	242,289	37,173
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	7,387	5,125
Purchase of financial assets at amortized cost	(48,882)	(39,644)
Proceeds from sale of non-current assets held for sale	-	20,741
Payments for property, plant and equipment	(273,101)	(654,165)
Proceeds from disposal of property, plant and equipment	41,688	80
Decrease in refundable deposits	2,153	328
Decrease in other receivables	-	65,000
Increase in other non-current assets	(6,030)	(18,218)
Other dividends received	2,766	3,099
Net cash used in investing activities	(292,671)	(619,702)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	608,359	87,300
Increase in short-term bills payable	215,000	-
Decrease in short-term bills payable	-	(30,000)
Proceeds from long-term borrowings	220,000	200,000
Repayments of long-term borrowings	(516,000)	(350,000)
Increase in guarantee deposits received	1,306	1,904
Increase in notes payable to related parties	-	8,000
Decrease in notes payable to related parties	(8,000)	-
Increase in other payable to related parties	-	70,000
Decrease in other payable to related parties	(70,000)	-
Repayment of the principal portion of lease liabilities	(54,737)	(51,753)
Cash dividends paid	(283,317)	(60,711)
Acquisition of subsidiary	-	(2)
Net cash used in financing activities	112,611	(125,262)
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	(2,360)	16
NET (DECREASE) INCREASE IN CASH	(100,297)	87,109
CASH AT THE BEGINNING OF YEAR	320,535	233,426
CASH AT THE END OF YEAR	$ 220,238	$ 320,535

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

Ⅱ.Audit Committee’s Review Report

Audit Committee’s Review Report

The Board of Directors has prepared the Company’s 2021 Business Report, Financial Statements and the proposal for allocation of earnings. The CPA firm of Deloitte & Touche was retained to the audit the Company’s Financial Statement and has issued an audit report relating to the Financial Statement. The Business Report, Financial Statements and earings allocation proposal have been reviewed and determined to be correct and accurated by the Audit Committee of the Compnay. Therefore, this report is presented in accordance with Article 14-4 of the “Securities and Exchange Act” and the Article 219 of the “Company Act”, please proceed to approve.

With kind regards

2022 The Shareholders’ Meeting of the Company

Lucky Cement Corporation
Convener of the Audit Committee: Chin-Cheng, Wang

March 30,2022

III. Report on 2021 distribution of employees' and directors' remuneration:

(I) The amount of the Company's 2021 employee remuneration: NT$9,972,123.

(II) The 2021 director remuneration was proposed by the remuneration committee to be allocated at 5% of the 2021 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$16,620,204.

(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 2021.

IV. Other reports

(I) Endorsement and guarantee:

The total amount of the Company's external endorsement and guarantees as of December 2021 was NT$1,052,025 thousands, and the counterparties of the endorsements and guarantees are the Company's subsidiaries.

Unit: NT$1,000

Counterparty	Amount of endorsement and guarantee
Dai Shen Development Co., Ltd.	620,000
Luckicon Ready Mixed Concrete Factory Co., Ltd.	420,000
Lucky Cement Corp., Japan	12,025
Total	1,052,025

Three. Ratification, Discussion and Election Matters

Ratification Topics

Summary 1: Presenting the Company's 2021 business report and financial statements for ratification.

(Proposed by the board of directors)

Explanation: (I) The Company's 2021 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 2021 business report and financial statements, please refer to pages 3 to 25 of the meeting handbook.

Resolution:

Summary 2: Present the proposal for 2021 profit distribution for ratification. (Proposed by the board of directors)

Explanation:

(I) The Company's 2021 financial statements have been prepared and the earning after tax is NT$262,205,318. The Company's 2021 annual profit distribution plan proposes to distribute cash dividends of NT$0.60 per share, totaling NT$242,842,829. 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

2021

Un

it: NT$

Beginning undistributed earnings		**$ 97,024,633**
Net income after taxes for the year	**$ 262,205,318**	
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	**13,502,673**	
Add: Actuarial (loss) gains are included in retained earnings	**1,491,929**	
Amount of net income after taxes for the current year plus items other than net income after taxes included undistributed earnings of the year		**277,199,920**
Less: Allocated legal reserve		**(27,719,992)**
Less: Allocated special reserve		**(772,785)**
Earnings available for distribution		**345,731,776**
Less: Cash dividends -- NT$0.6 per share		**(242,842,829)**
Undistributed earnings at the end of the period		**$ 102,888,947**

airman: Executive Manager: Principal Accounting Officer:

Discussion Topics

Summary 3: Present amendments to provisions of the Lucky Cement Corporation Rules of Procedures for Shareholders' Meetings for discussion. (Proposed by the board of directors)

Explanation:

(I) It is proposed to amend provisions of the Lucky Cement Corporation Rules of Procedures for Shareholder Meetings in accordance with Tai-Zheng-Zhi-Li-Zi Document #11100042501 of the Taiwan Stock Exchange Corporation dated March 8, 2022.

(II) For the comparison table of provisions before and after the amendment of the Lucky Cement Corporation Rules of Procedures for Shareholder Meetings, please refer to Attachment 1.

Resolution:

Summary 4: Present amendment to provisions of the Company's Measures for Handling Acquisition or Disposal of Assets for discussion. (Proposed by the board of directors)

Explanation:

(I) Amended in accordance with the revision of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies in Tai-Zheng-Shang-Yi-Zi Document #1110002112 dated February 7, 2022.

(II) For the comparison table of provisions before and after the amendment, please refer to Attachment 2.

Resolution:

Summary 5:

(I) Present amendment to provisions of Article 11 of the Articles of Incorporation for discussion. (Proposed by the board of directors)

(II) It is proposed to amend Article 18 of the Company's Articles of Incorporation to have 7 to 9 directors, including 3 to 5 independent directors, which will become effective starting 2023. (Proposed by the board of directors)

Explanation:

(I) In order to make the convening of shareholders' meetings more flexible, based on the Paragraph 1 of Article 172-2 of the Compact Act and Paragraph 3, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it is proposed to have the Articles of Incorporation specify that shareholders' meetings may be held by teleconferencing or other methods announced by the Ministry of Economic Affairs.

(II) The shareholders' meeting held on June 15, 2018 revised Article 18 of the Articles of Incorporation to have 7 seats of directors, of which 3 are independent directors.
2. It is proposed to change the number of directors to between 7 to 9, including 3 to 5 independent directors, in order to meet the actual operating needs, which will become effective starting 2023.

(III) For the comparison of provisions before and after the amendment, please refer to Attachment 3.

Resolution:

Summary 6: Election: Elect 7 seats (including 3 seats of independent directors) of board members. (Proposed by the board of directors and reviewed by the nomination committee)

Explanation:

(I) The term of office of the Company's incumbent directors will expire on June 11, 2022 and a re-election shall be held in accordance with Article 195 and Article 199-1 of the Company Act.

(II) Elect seven directors (including three independent directors) in accordance with Article 18 and Article 18-1 of the Articles of Incorporation.

(III) The term of office of newly elected directors is 3 years, starting from the date of election, that is, from June 30, 2022 to June 29, 2025.

(IV) The proposal has been approved by the board on May 10, 2022. For the list of director (including independent director) candidates and the relevant information, please refer to Attachment 4 of the Handbook.

(V) Please kindly conduct the elections.

Election results:

Summary 7: Lift the restrictions on the non-compete clause of newly elected directors (proposed by the board of directors)

Explanation:

(I) In accordance with Article 209 of the Compact Act, a director who acts for himself or on behalf of another person within the Company's scope of business shall explain to shareholders the essential content of the act and obtain their permission.

(II) It is proposed to request for a shareholders’ ratification on lifting restrictions on the non-compete clause of directors who have invested in or operated other companies with the same or similar scopes of business as the Company and taken the positions of directors or managers.

Lucky Cement Corporation

Newly elected directors (independent directors) whose non-compete clause is proposed to be lifted

Name of newly elected directors (independent directors)	Own business or operate for others
Shi-Yi Cement Corporation Representative: Liang-Chuan Chen	Chairman of Fushan Cement Company (Vietnam) Chairman of He-Duong Cement Company (Vietnam)
Shi-Yi Cement Corporation Representative: Yun-Ju Chen	Chairman of Shi-Yi Cement Corporation Chairman of Fu-Yi Company (Vietnam) Director of Fushan Cement Company (Vietnam) Director of He-Duong Cement Company (Vietnam)
Yang-Wei Shao	President of Ya-Bi-Si Construction Company

Resolution:

Four,Extraordinary Motions

Five. End of Meeting

<Attachment 1>

Comparison of Amendments to the Rules of Procedures for Shareholder Meetings

Amended Version	Current Articles	Explanation
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 shareholder meeting shall be resolved in a board meeting, which should be completed at the latest before the notice of the shareholder meeting is sent. The Company shall compile an electronic file that contains the meeting advice, a proxy form, a detailed description of the agenda to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors/supervisors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholder 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	Article 3 Unless otherwise specified by law, shareholders' meetings are to be convened by the board of directors. The Company shall compile an electronic file that contains the meeting advice, a proxy form, a detailed description of the agenda to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors/supervisors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholder 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 shareholders' 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, and distributed on-site during the shareholders' meeting. 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	I. Paragraph 1 and the original Paragraph 3 to 10 have not been amended. II. In order to make shareholders aware of the change in the convening the shareholders meeting, 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 shareholder meeting is sent and Paragraph 2 is added to address the change. III. Article added in response to that publicly traded companies may convene shareholders' meetings by teleconferencing and the Company offers both physical and teleconferencing shareholders' meetings. In order to help shareholders participating in either physical or teleconferencing shareholders' meetings receive their meeting handbook and supplementary meeting materials on the day of the shareholders' meeting, Paragraph 2 is amended and Paragraph 4 is added.

Amended Version	Current Articles	Explanation
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. Discussions concerning election or dismissal of directors and supervisors, 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-	recipient. Discussions concerning election or dismissal of directors and supervisors, 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 special motion. The notification for the convening of shareholders' meeting has announced the re-election of directors and supervisors and the inauguration date. After the re-election at the shareholder meeting, the inauguration date shall not be changed by extraordinary motion or other means in the same meeting. Shareholders who hold over 1% of the total issued shares may propose issues in the Company's shareholder 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.	

Amended Version	Current Articles	Explanation
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 special motion. The notification for the convening of shareholders' meeting has announced the re-election of directors and supervisors and the inauguration date. After the re-election at the shareholder meeting, the inauguration date shall not be changed by extraordinary motion or other means in the same meeting. Shareholders who hold over 1% of the total issued shares may propose issues in the Company's shareholder 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,	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 Company 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.	

Amended Version	Current Articles	Explanation
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 Company 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	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	I. Paragraph 1 to Paragraph 3 have not been amended. II. Paragraph 4 is added to specify that if the shareholder delegates a proxy to attend the shareholder meeting and decides to attend shareholder meeting 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.

Amended Version	Current Articles	Explanation
decide to attend a shareholders' meeting personally or exercise voting rights in writing or using electronic means 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. Should the shareholder decide to attend a shareholders' meeting 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 attendee shall prevail.	decide to attend a shareholders' meeting personally or exercise voting rights in writing or using electronic means 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 (Principles determining the time and place of a shareholders' meeting) Shareholders' meeting 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 revenue as specified in the preceding paragraph.	Article 5 (Principles determining the time and place of a shareholders' meeting) Shareholders' meeting 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.	I. The existing provision is moved to Paragraph 1 and the content is not amended. II. Added Paragraph 2 which specifies that if the shareholders' meeting is held by teleconferencing, it is not subject to the restrictions on the revenue.
Article 6 (Preparation and	Article 6 (Preparation and	I. Paragraph 4 to

Amended Version	Current Articles	Explanation
placement of the attendance ledger) The meeting notice shall specify details such as the check-in time, venue and other important notes for <u>shareholders, proxy solicitors and proxies (referred to as shareholders)</u> 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. <u>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.</u> <u>Shareholders</u> shall attend shareholders' meetings by presenting valid conference pass, attendance card or other document of 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. An attendance log shall be provided to record shareholders' attendance; alternatively, shareholders may present attendance cards to signify their presence. The Company should deliver the meeting handbook, annual reports, attendance cards, speech notes, votes and other related information to the attending shareholders. Ballots should also be attached for electing directors and supervisors. Where the shareholder is a	placement of the attendance ledger) The meeting notice shall specify details such as meeting time, venue and important notes where relevant. Admission of meeting participants shall begin at least 30 minutes before the meeting commences. The reception area must be clearly labeled and manned by competent personnel. Shareholders and representatives thereof (hereinafter collectively referred to as 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 proofs unless specified in advance. Proxy form holders are required to bring identity proof for verification. An attendance log shall be provided to record shareholders' attendance; alternatively, shareholders may present attendance cards to signify their presence. Shareholders who attend the meeting shall be given a copy of the conference manual, annual report, attendance pass, opinion slip, motion ballots and any information relevant to the meeting. Prepare additional ballots if a director/supervisor election is 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	Paragraph 6 have not been amended. II. Paragraph 2 is amended in order to specify the time and procedures for the check-in of shareholders attending the meeting by teleconferencing. III. Paragraph 3 is amended in accordance with the abbreviation of shareholders in Paragraph 1. IV. Paragraph 7 is added to address the requirements that shareholders who would like to attend the teleconferencing of shareholder meeting should register with the Company at least 2 days before the shareholder meeting. V. Paragraph 8 is amended to address the requirements that the Company should upload the meeting handbook, annual reports and other related information to the teleconferencing platform for the shareholder meeting so shareholders who would like to attend the meeting through teleconferencing can access them.

Amended Version	Current Articles	Explanation
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 shareholder 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.	attend as proxy, it may designate only one person to represent it in the meeting.	
Article 6-1 (Matters to be included in the notice for the teleconferencing shareholders' meeting) 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: (I) The time or date when the abovementioned issues cannot be		I. Article added. II. In order to make shareholders aware of the rights and restrictions of participating in shareholders' meetings before the meetings, the provisions of the article are added to stipulate that the notice for convening a shareholders' meeting shall include the methods for shareholders to participate in and exercise their rights in a shareholders' meeting teleconference, methods used to handle the failure of teleconference platform or teleconferencing sessions due to natural disasters or incidents, or *force majeure*; or at least

Amended Version	Current Articles	Explanation
resolved and the meeting needs to be postponed or resumed. (II) Shareholders who have not registered to participate in the shareholders' meeting by teleconferencing shall not participate in the postponed or resumption of the meeting. (III) 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 share 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. (IV) The handling		include the date to which the meeting is postponed or when it is resumed or how long the meeting is to be postponed or when it can be resumed if there is an interruption; or meet the requirements of Paragraph 1, 2, 4 and 5 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies; as well as when the results of all resolutions have been announced but the extraordinary motion has not been carried out and the alternative measures taken for shareholders who may have difficulties joining the meeting by teleconferencing.

Amended Version	Current Articles	Explanation
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 8 (The shareholders' meeting shall be audio recorded or filmed and the files saved in the archives) 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	Article 8 (The shareholders' meeting shall be audio recorded or filmed and the files saved in the archives) 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.	I. Paragraph 1 and 2 have not been amended. II. Paragraph 3 and 4 are added in reference to the provisions of Article 183 of the Company Act and Article 18 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, which stipulate that companies 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 materials should be properly retained by those who are entrusted with handling teleconferencing matters during the Company's existence. III. In order to preserve the relevant information of meetings conducted by teleconferencing, Paragraph 5 is added to require that the Company may specify the software, hardware

Amended Version	Current Articles	Explanation
<u>they shall be provided to those who are entrusted with handling teleconferencing tasks.</u> <u>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.</u>		and information security of computers used for synchronized video recording in the rules for procedures of shareholder meeting based on the feasibility of equipment, in addition to Paragraph 3 which specifies that the Company should conduct continuous and uninterrupted recording of both the teleconferencing meeting and the operating interface of the backend 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 <u>and the shareholding reported on the teleconferencing platform</u>, 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 and at the same time announce the number of non-voting rights and number of shares present and other relevant information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. The chair is to announce the meeting	Article 9 Attendance at shareholders' meeting shall be calculated based on shares. The number of shares in attendance is counted based on the attendance ledger or the submitted attendance card, 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 and at the same time announce the number of non-voting rights and number of shares present and other relevant information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. The chair is to announce the meeting adjourned if still less than one third of the total issued shares	I. Paragraph 2 to Paragraph 5 have not been amended. II. It is proposed to amend the first paragraph to make it clear that if the shareholder meeting is held by teleconferencing, the calculated total number of shares from the attending shareholders should include the number of shares held by those who completed the registration by teleconferencing. III. Paragraph 3 is amended to address that for shareholders' meetings conducted by teleconferencing, if the chair announces the adjournment of the meeting, the Company shall announce the adjournment on the teleconferencing platform and notify the shareholders immediately.

Amended Version	Current Articles	Explanation
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 shareholder 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 shareholders vote in accordance with Article 174 of the Company Act.	present at the meeting after the postponement twice. 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. All shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month. 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 shareholders vote in accordance with Article 174 of the Company Act.	IV. For shareholders' meetings that are convened by the Company's tentative resolution, shareholders should register with the Company if they want to participate in the meets by teleconferencing, so Paragraph 1 is amended.
Article 11 (Shareholders' statement) 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	Article 11 (Shareholders' statement) 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	I. Paragraph 1 to Paragraph 6 have not been amended. II. Paragraph 7 is added to specify the methods, procedures and restrictions of shareholders' questioning in their participation in shareholder meeting by teleconferencing. III. Paragraph 8 is added to help other shareholders

Amended Version	Current Articles	Explanation
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 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. <u>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</u>	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 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.	understand the content of questions. The Company may screen out questions that are not related to the topics discussed in the shareholder meetings, and questions from shareholders should be disclosed on the teleconferencing platform.

Amended Version	Current Articles	Explanation
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 13 Shareholders are entitled to one vote per share, except for shares that are subject to voting restrictions or situations outlined in Paragraph 2, Article 179 of the Company Act. Shareholders may exercise their voting power in correspondence or by electronic transmission in shareholder 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 shareholder meeting. In the event of duplicate submissions, the earliest submission shall be put into record. However, an	Article 13 Shareholders are entitled to one vote per share, except for shares that are subject to voting restrictions or situations outlined in Paragraph 2, Article 179 of the Company Act. Shareholders may exercise their voting power in correspondence or by electronic transmission in shareholder 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 shareholder meeting. In the event of duplicate submissions, the earliest submission shall be put into record. However, an	I. Paragraph 1 to 3 and 5 to 8 have not been amended. II. Paragraph 4 is amended to stipulate that shareholders who exercise their voting rights in correspondence or electronic method and wish to attend the shareholder meeting by teleconferencing should first retract the voting in the same way as exercising the voting. III. Paragraph 9 and 10 are amended to address that in order to give the shareholders who participate in the shareholders' meeting by teleconferencing more voting time, the voting for each motion can be conducted starting when the chairperson announces the start of the meeting until the voting ends by announcement. The vote counting must adopt the one-time counting method to match the voting time of shareholders who participate in the meeting by teleconferencing. IV. Paragraph 11 is amended to address that

Amended Version	Current Articles	Explanation
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 <u>or by teleconferencing</u>, 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	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. 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	shareholders who have already registered to attend the meetings by teleconferencing but wish to attend the physical meetings shall take the procedures same 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. V. In accordance with Jing-Shang-Zi Document #10102404740 dated February 4, 2012 and Jing-Shang-Zi Document #10102414350 dated May 3 the same year issued by the Ministry of Economic Affairs, shareholders who exercise voting rights electronically and have not retract their declaration of intention shall not propose amendments to the original proposal, nor can they exercise their voting rights again. They can still attend the shareholder meeting on the day of the meeting and propose extraordinary motions and exercise their voting rights. Considering that voting either by correspondence or electronic means is one of the ways for shareholders to exercise their rights, based on the principle of equal treatment, voting by correspondence should

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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. <u>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.</u> <u>For the shareholder 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.</u> <u>For the shareholders'</u>	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.	also follow the principle of voting by electronic means in order to protect the rights and interests of shareholders. Therefore, Paragraph 12 specifies that shareholders who vote by correspondence or electronically and do not retract the vote may still register to participate in the shareholders' meeting by teleconferencing. They may propose extraordinary motions and vote on the motions, but they shall not vote on the original motion or the revised original motions, nor shall they propose a revision to the original motions.

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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 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	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	I. Paragraph 1 to Paragraph 3 have not been amended. II. Paragraph 4 is added to help shareholders better understand the results of the teleconference, alternative measures for shareholders who may have experienced digital divide and the handling of network disconnection. It also requires that when producing the meeting minutes, the Company should record the items specified in Paragraph 3 and the starting and ending time of the

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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 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.	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.	meeting, the convening method the meeting, the name of the chair and the meeting minutes taker, the measures taken when the teleconferencing platform or the teleconference experiences natural disasters, incidents or *force majeure*. III. Paragraph 5 is added to require that the meeting notice should state appropriate alternative measures taken for shareholders who wish to participate in the teleconferencing meeting but may have difficulties joining the meeting, and that the rules of procedures should state the alternative measures for shareholders who may experience digital divide.
Article 16 (Public Disclosure) The number of shares owned by the solicitors, the entrusted proxies and shareholders attending the shareholder 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 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'	Article 16 (Public Disclosure) The number of shares owned by the solicitors and the entrusted proxies is compiled into a chart with a prescribed format on the meeting day and is disclosed clearly at the meeting venue. The Company must disclose on the MOPS in a timely manner any shareholders' meeting resolutions that constitute material information as defined by law or the rules of Taiwan Stock Exchange Corporation (or Taipei Exchange).	I. In order to let shareholders know the number of shares acquired by the solicitors, the number of shares represented by the entrusted proxies, and the number of shares represented in attendance by correspondence or electronic means, the Company shall clearly disclose number at the venue of the shareholders' meeting. Paragraph 1 is amended to address that if the meeting is held by teleconferencing, the information should be

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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. The Company must disclose on the MOPS in a timely manner any shareholders' meeting resolutions that constitute material information as defined by law or the rules of Taiwan Stock Exchange Corporation (or Taipei Exchange).		uploaded to the teleconferencing platform. II. Paragraph 2 is added in order to enable the shareholders participating in the teleconference of the shareholders' meeting to know whether the number of voting rights presented at the meeting venue has reached the threshold for holding the meeting, it is clearly stipulated that the Company should disclose the total number of shareholders' shares present on the teleconference platform when announcing the start of the meeting. The total number of shares and the voting rights held by the attending shareholders that is compiled later again shall be again disclosed on the meeting platform.
Article 19 (Information disclosure of teleconference) 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.		I. Article added. II. The provisions of this article are added to specify sufficient information disclosure time so that the shareholders who participate in the teleconference can immediately know the voting status of various motions and the election results.
Article 20 (Location of chairperson and minute keeper of the teleconference) Both the chairperson and		I. Article added. II. The provisions of this article are added to address that if the

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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.		shareholder meeting is held by teleconferencing, and there is no physical meeting venue, both the chairperson and the meeting minute keeper shall be at the same domestic location, and the chairperson should announce the address of such domestic location at the beginning of the meeting.
Article 21 (Handling of disconnection) 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.		I. Article added. II. Paragraph 1 is added to reduce the communication issues of teleconferencing. The Company refers to the practical examples in other countries and provides shareholders with a simple connection test before the meeting and relevant services before and during the meeting to resolve technical problems with communication. III. Paragraph 2 is added to address that for shareholders' meetings that are held by teleconferencing, the chairperson should announce at the start of the meeting that if the meeting platform or the teleconferencing experiences issues due to natural disasters, incidents or *force majeure* and the issues persist and cannot be dealt with within 30 minutes, the meeting should be postponed to another date within 5 days of the meeting or resumed for another date

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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		and that Article 182 of the Company Act which requires that the decision on a meeting date is subject to the resolution of the shareholder meeting will not apply. If the Company or the teleconferencing platform fail to hold the meeting, or the shareholders, solicitors or entrusted proxies fail to attend the meeting due to either intentional actions or negligence, this Article will not apply. IV. Paragraph 3 is added in response to that if the Company postpones or resumes the meeting according to the provisions of Paragraph 2, the relevant preparation should be conducted based on Paragraph 2 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and shareholders who have not registered to participate in the shareholder meeting by teleconferencing shall not participate in the postponed or resumption of the meeting. If the shareholder meeting is also available through teleconferencing, the shareholders who originally participate in the physical meeting may continue to participate in the postponed or resumed physical meeting.

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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 share 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.		V. Paragraph 4 is added to address that in accordance with the provisions of Paragraph 3 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the Company postpones o resumes the meeting based on Paragraph 2, 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 shareholders' 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. VI. Paragraph 5 is formulated to address that in the event that the meeting cannot be continued due to communication difficulties, and needs to be postponed or resumed, 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, so as to save the time and cost required for continuing

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		the meeting. VII. Paragraph 6 is formulated to address that considering video-assisted shareholders' meetings can have the sessions held both in a physical venue and by teleconferencing, if the teleconferencing platform or the method experiences problems due to *force majeure* and the physical meeting is still on-going, 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. VIII. Paragraph 7 is added to address that in the event that if the Company should continue the meeting without postponing or resuming it some other time according to the provisions of Paragraph 2, the relevant preparation should be conducted based on Paragraph 5 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and shareholders (including proxy solicitors and entrusted proxies) who

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		wish to participate in the shareholders' meeting by teleconferencing shall have their shares counted in the total number of shares representing the attending shareholders, but they shall be regarded as abstentions for all the motions of the meeting. IX. Paragraph 8 is stipulated to address that considering that the postponed or resumed meeting is the same as the original meeting, there is no need re-do the preparations required by Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies for the date of the postponed or resume shareholder meeting. X. Paragraph 9 is stipulated to address that matters which should be publicly disclosed on the day of the original shareholder meeting should also be disclosed at the postponed or resumed meeting in accordance with 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

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		Administration of Shareholder Services of Public Companies.
Article 22 (Handling digital divide) Alternative measures should be taken for shareholders who may have difficulties joining the meeting by teleconferencing.		I. Article added. II. When the Company convenes a teleconferencing shareholders' meeting, there should be appropriate alternative measures for shareholders who may have difficulties in the participation due to the issue of digital divide, such as allowing them to exercise the voting rights in writing or leasing equipment needed for them to participate in the meeting.
Article 23 These Rules are to be announced and implemented after being approved by the shareholders' meeting and likewise for the revision.	Article 19 These Rules are to be announced and implemented after being approved by the shareholders' meeting and likewise for the revision.	Article number changed in response to the amendment.

<Attachment 2>

Comparison of Amendment of Procedures for Handling Acquisition and Disposal of Assets.

Amended Version	Current Articles	Explanation
Article 5 Professional appraisers and their officers, certified public accounts, attorneys and securities underwriters that provide with Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: I. No previous violations against the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Regulations on Business Entity Accounting Handling and no conviction of fraud, breach of trust, misappropriation, forgery or any crime relating to business activities resulting in a sentence of one-year imprisonment or higher. This excludes situations where 3 years have passed since the subject has served the sentence, endured the probation period or is pardoned from the crime. II. May not be a related party or *de facto* related party of any party to the transaction. III. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers	Article 5: Professional appraisers and their officers, certified public accounts, attorneys and securities underwriters that provide with Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: I. No previous violations against the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Regulations on Business Entity Accounting Handling and no conviction of fraud, breach of trust, misappropriation, forgery or any crime relating to business activities resulting in a sentence of one-year imprisonment or higher. This excludes situations where 3 years have passed since the subject has served the sentence, endured the probation period or is pardoned from the crime. II. May not be a related party or *de facto* related party of any party to the transaction. III. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers	I. Because the respective trade associations to which external experts belong to have established standards for their areas of business, such as professional appraisers issue appraisal reports and real estate appraisals have relevant self-discipline rules and that there are associations that have established compliances and responsibilities for their external experts in accordance with the Practical Guidelines for Experts Issuing Opinions published by the Taiwan Stock Exchange, it is proposed to amend the preamble to the second paragraph to regulate that appraisal operators and their personnel, accountants, lawyers or securities underwriters who issue appraisal reports or opinions shall comply with the self-discipline rules of their respective associations in addition to performing the tasks currently listed in Paragraph 2. II. In view of the fact that the abovementioned external experts undertaking and conducting issue of appraisal reports or opinions on reasonableness in accordance with the Guidelines do not refer to audit of financial

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or appraisal officers may not be related parties or parties that have a substantive relationship with one another. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall <u>comply with the self-discipline rules of trade associations</u> they are affiliated with and the following matters: I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience and independence. II. When handling a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected and conclusion shall be fully and accurately specified in the case working papers. III. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters and the information, as the basis for issuance of the appraisal report or the opinion. IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion,	or appraisal officers may not be related parties or parties that have a substantive relationship with one another. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following: I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience and independence. II. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. III. They shall undertake an item-by-item evaluation of the comprehensiveness, <u>accuracy and reasonableness</u> of the sources of data used, the parameters and the information, as the basis for issuance of the appraisal report or the opinion. They shall issue a statement attesting to the professional competence and IV. They shall issue a statement attesting to the professional competence	reports, it is proposed to revise Subparagraph 2 of Paragraph 2 from “examining” to “handling” cases. III. In consideration of the actual sources of data, parameters and information used by external experts and the content of the Regulations Governing the Preparation of Financial Reports by Securities Issuers (Article 9, Paragraph 4, Subparagraph 4, Item 3-5) and the 103 Ji-Bi-Zi Document #0000000298 interpretation dated December 25, 2014 from the Accounting Research and Development Foundation and Article 27 of No. 8 issue of Valuation Criteria Bulletin on the appropriateness and reasonableness of sources of data and parameters, it is proposed to amend the content of Subparagraph 3 and 4 of Paragraph 2 to conform to the actual situation.

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and that they have evaluated and found that the information used is appropriate and reasonable and that they have complied with the applicable laws and regulations.	and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate and that they have complied with the applicable laws and regulations.	
Article 9 Except for transactions involving domestic government agencies, commissioned development of purchased land, commissioned development of leased land and acquisition/disposal of equipment relevant to business operations or right-of-use assets thereof, all other acquisitions and disposals of property and equipment or usage rights thereof amounting to 20% of the Company's paid-in capital or NT$300 million or above shall be supported with appraisal reports prepared by professional appraisers prior to the date of occurrence. These appraisal reports shall also comply with the following provisions: I. If, for any reason, the Company is in need of using restrictive, specific or special pricing to serve as reference for the transaction price, the underlying transaction must be approved by the board resolution before proceeding. Any subsequent changes in transaction term shall also be subject to the same procedures. II. For transactions that	Article 9 Except for transactions involving domestic government agencies, commissioned development of purchased land, commissioned development of leased land and acquisition/disposal of equipment relevant to business operations or right-of-use assets thereof, all other acquisitions and disposals of property and equipment or usage rights thereof amounting to 20% of the Company's paid-in capital or NT$300 million or above shall be supported with appraisal reports prepared by professional appraisers prior to the date of occurrence. These appraisal reports shall also comply with the following provisions: I. If, for any reason, the Company is in need of using restrictive, specific or special pricing to serve as reference for the transaction price, the underlying transaction must be approved by the board resolution before proceeding. Any subsequent changes in transaction term shall also be subject to the same procedures. II. For transactions that	I. Considering that Article 5 has been amended to require external experts issuing opinions should follow the self-discipline rules of their respective trade associations, which also covers the procedures conducted by accountants issuing opinions, it is proposed to delete the part of Subparagraph 3 of Paragraph 1 on requiring accountants to follow the Statement on Auditing Standards No. 20 published by ARDF. II. Considering that in the event that a company in the construction industry has justifiable reasons for failing to immediately obtain the valuation report and after obtaining the valuation report within 2 weeks from the date of the event, if the difference between the valuation result and the transaction price exceeds a certain percentage as specified in Subparagraph 3 of Paragraph 1, which requires the CPA to issue an opinion, Paragraph 2 is amended to respond to the time needed for

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amount to NT$1 billion or more, appraisals from at least two professional appraisers are needed. III. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: (I) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. (II) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. IV. Where professional appraisal is used, the appraisers' reports shall be dated no further than 3 months from the contract date. However, if the report still applies to the same current value announced by the government and is no	amount to NT$1 billion or more, appraisals from at least two professional appraisers are needed. III. If the appraisal concluded by the professional appraisers shows any one of the following circumstances, a certified public accountant shall be engaged to provide opinions with regards to the cause of the discrepancy and the rationality of the transaction price <u>in accordance with Statement on Auditing Standards No. 20 published by the Accounting Research and Development Foundation (referred to as the ARDF),</u> except in situations where the appraised price is higher than the price of asset acquired or lower than the price of the asset sold: (I) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. (II) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. IV. Where professional appraisal is used<u>,</u> the appraisers' reports shall be dated no further than 3 months from the	performing the related works to loosen the requirements on obtaining the CPA's opinion within 2 weeks after obtaining the valuation report.

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more than 6 months old, an opinion can be accepted from the original appraiser instead. Except where a limited price, specified price, or special price is employed in the construction industry as the basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the report shall be obtained within 2 weeks counting inclusively from the date of occurrence. The certified public accountant's opinion under Subparagraph 3 of the preceding paragraph shall be obtained within 2 weeks counting inclusively from the acquisition of the appraisal report.	contract date. However, if the report still applies to the same current value announced by the government and is no more than six months old, an opinion can be accepted from the original appraiser instead. Except where a limited price, specified price or special price is employed in the construction industry as the basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the report, and the certified public accountant's opinion under Subparagraph 3 and the preceding paragraph, shall be obtained within 2 weeks counting inclusively from the date of occurrence.	
Article 10 When acquiring or disposing of securities, the Company shall obtain the latest audited or auditor-reviewed financial statements of the securities issuer prior to the date of occurrence. Transactions that amount to 20% of the Company's paid-in capital or NT$300 million or above shall be supported by the CPA's opinion with regards to the rationality of the transaction price prior to the date of occurrence. However, this requirement does not apply to securities openly quoted in an active market or in circumstances where the Financial Supervisory Commission (FSC) has regulated otherwise. Omitted below.	Article 10 When acquiring or disposing of securities, the Company shall obtain the latest audited or auditor-reviewed financial statements of the securities issuer prior to the date of occurrence. Transactions that amount to 20% of the Company's paid-in capital or NT$300 million or above shall be supported by the CPA's opinion with regards to the rationality of the transaction price prior to the date of occurrence. Should the CPA require an expert's opinion, one shall be obtained in accordance with Statement on Auditing Standards No. 20 published by ARDF. However, this requirement does not apply to securities openly quoted in an active market or in	The reason for revision is the same as for Article 9.

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	circumstances where the Financial Supervisory Commission (FSC) has regulated otherwise. Omitted below.	
Article 11 Where the Company acquires or disposes of intangible assets or right-of-use assets or membership card and the transaction amount reaches 20% or more of paid-in capital or NT$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.	Article 11 Except in situations where the counterparty is a domestic government agency, the acquisition or disposal of intangible assets or right-of-use assets thereof or membership that amount to 20% of the Company's paid-up capital or NT$300 million or above shall be supported by the CPAs' opinions issued in regards to the rationality of the transaction price according to Statement on Auditing Standards No. 20 published by ADRF before the date of occurrence.	The reason for revision is the same as for Article 9.
Article 15 With the exception of domestic government bonds, re-purchase/re-sale agreements and subscription/redemption of money market funds issued by domestic securities investment trust enterprises, acquisition and disposal of real estate properties or usage rights thereof with related parties or non-real estate assets or usage rights thereof with related parties amounting to 20% of the Company's paid-up capital, 10% of total assets or NT$300 million or more shall have the following information submitted to the audit committee for review and forwarded to the board for approval before the deal is signed or paid: I. The purpose, necessity and expected benefits of the asset	Article 15 With the exception of domestic government bonds, re-purchase/re-sale agreements and subscription/redemption of money market funds issued by domestic securities investment trust enterprises, acquisition and disposal of real estate properties or usage rights thereof with related parties or non-real estate assets or usage rights thereof with related parties amounting to 20% of the Company's paid-up capital, 10% of total assets or NT$300 million or more shall have the following information submitted to the audit committee for review and forwarded to the board for approval before the deal is signed or paid: I. The purpose, necessity and expected benefits of the asset	I. Paragraph 3 to 5 of the current provisions are moved to Paragraph 2 to 4 of the amended provisions. II. Paragraph 5 is added: (I) In order to reinforce the management of related party transactions and protect the rights of minority shareholders of the Company expressing their opinions on the transactions between the Company and related parties, after referring to the rules implemented in major international capital markets such as Singapore, Hong Kong, etc. to report significant related

Amended Version	Current Articles	Explanation
acquisition/disposal. II. The reasons for transacting with a related party. III. When acquiring real estate or right-of-use assets from a related party, any information that is relevant to establishing transaction rationality in accordance with the provisions of Article 16 and 17. IV. The date, price, and counterparty at/from which the related party had acquired the asset in the first place and the relationship between the Company and the initial counterparty. V. A cash projection report for the next 12 months starting from the contract month, with comments made on the necessity of the transaction and the rationality of capital usage. VI. Professional valuer's report or CPAs' opinion obtained in accordance with the preceding Article. VII. Restrictions and other important terms of this transaction. Any of the following transactions taking place between the Company and its subsidiary or between subsidiaries in which the Company has 100% direct or indirect shareholding or capital contribution may be carried out at the discretion of the Chairperson, subject to board of directors' prior authorization and up to a certain limit in accordance	acquisition/disposal. II. The reasons for transacting with a related party. III. When acquiring real estate or right-of-use assets from a related party, any information that is relevant to establishing transaction rationality in accordance with the provisions of Article 16 and 17. IV. The date, price, and counterparty at/from which the related party had acquired the asset in the first place and the relationship between the Company and the initial counterparty. V. A cash projection report for the next 12 months starting from the contract month, with comments made on the necessity of the transaction and the rationality of capital usage. VI. Professional valuer's report or CPAs' opinion obtained in accordance with the preceding Article. VII. Restrictions and other important terms of this transaction. The transaction amount in the preceding paragraph shall be calculated in accordance with the provisions of Paragraph 2 of Article 28, the past 1 year, retrospectively, before the date of occurrence. Items that have been agreed upon by the audit committee and approved at the board meeting in accordance with these procedures are exempt	party transactions to the shareholders' meetings in advance, and that relevant information on the Company engaging in significant related party transactions through subsidiaries is to be submitted to shareholder meetings for approval, it is proposed to regulate that the Company or the subsidiaries of non-domestic companies acquiring or disposing of assets worth more than 10% of the total asset of the public companies with their related parties shall submit the information to shareholder meetings of the parent companies at the next higher tier. (II) Considering the overall business planning of the Company and its parent and subsidiaries, or between the subsidiaries, and taking into account the exemption standards for the abovementioned major international capital markets, it is proposed to make such transactions between the companies exempt from being

Amended Version	Current Articles	Explanation
with the Procedures and raised for ratification afterwards during the latest board meeting: I. Acquisition or disposal of operating equipment or usage rights thereof. II. Acquisition or disposal of operating real estate or usage rights thereof. The independent directors' opinions shall be fully taken into consideration when the transaction is proposed for discussion among the board of directors in accordance with Paragraph 1. Any objections or qualified opinions expressed by independent directors shall be detailed in the board meeting minutes. Any issues that are subject to the audit committee' acknowledgment in accordance with the provisions of Paragraph 1 shall be agreed upon by half or more of the audit committee members, and proposed to the board of directors for resolution, for which Paragraph 3 and 4 of Article 32 are applicable. If the Company or any of its non-domestic subsidiaries have any transactions specified in the Paragraph 1 and the amount is more than 10% of the Company's total assets, the Company shall submit the relevant information of such transactions to the shareholders' meeting for approval before signing the transaction contracts and making payments. Exception can be made, however, if the transactions	from being re-calculated. Any of the following transactions taking place between the Company and its subsidiary or between subsidiaries in which the Company has 100% direct or indirect shareholding or capital contribution may be carried out at the discretion of the Chairperson, subject to board of directors' prior authorization and up to a certain limit in accordance with the Procedures and raised for ratification afterwards during the latest board meeting: I. Acquisition or disposal of operating equipment or usage rights thereof. II. Acquisition or disposal of operating real estate or usage rights thereof. The independent directors' opinions shall be fully taken into consideration when the transaction is proposed for discussion among the board of directors in accordance with Paragraph 1. Any objections or qualified opinions expressed by independent directors shall be detailed in the board meeting minutes. Any issues that are subject to the audit committee' acknowledgment in accordance with the provisions of Paragraph 1 shall be agreed upon by half or more of the audit committee members, and proposed to the board of directors for resolution, for which Paragraph 3 and 4 of Article 32 are applicable.	submitted to shareholder meetings for resolution. (III) If the abovementioned significant related party transactions fall under the circumstances specified in Subparagraph 1 to 3 of Paragraph 1 of Article 185 of the Company, the resolution of the shareholder meeting is subject to the special resolution of Article 185 of the Company Act, the preceding paragraph and rules relevant to the Company Act. III. Paragraph 2 of the current provisions are moved to Paragraph 6 of the amended provisions. The transactions for which the calculation is revised in accordance with Paragraph 5 are included as part of the submission to shareholder meetings for approval.

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<u>are between the Company and its subsidiaries or between the subsidiaries.</u> The transaction amount in <u>Paragraph 1</u> and <u>the preceding paragraph</u> shall be calculated in accordance with the provisions of Paragraph 2 of Article 28, the past 1 year, retrospectively, before the date of occurrence. Items that have been <u>reported to the shareholder meeting</u>, agreed upon by the audit committee and approved at the board meeting in accordance with these procedures are exempt from being re-calculated.		
Article 28 Asset acquisitions and disposals that involve any of the following shall be announced and reported within 2 days of occurrence over the website designated by the FSC using the prescribed format: I. Real estate properties or right-of-use assets thereof acquired from or disposed to related parties, or other non-real estate assets or right-of-use assets thereof acquired from or disposed to related parties that amount to 20% of the Company's paid-up capital, or 10% of total assets, or NT$300 million or above. This excludes trading of domestic government bond, repurchase/resale agreement and subscription or redemption of money market funds issued by domestic securities	Article 28 Asset acquisitions and disposals that involve any of the following shall be announced and reported within 2 days of occurrence over the website designated by the FSC using the prescribed format: I. Real estate properties or right-of-use assets thereof acquired from or disposed to related parties, or other non-real estate assets or right-of-use assets thereof acquired from or disposed to related parties that amount to 20% of the Company's paid-up capital, or 10% of total assets, or NT$300 million or above. This excludes trading of domestic government bond, repurchase/resale agreement and subscription or redemption of money market funds issued by domestic securities	I. Considering that the Company is now exempted from public announcements and declarations for trading domestic government bonds, it is proposed to revise the Item 1, Subparagraph 7, Paragraph 1, making transactions of foreign government bonds with a credit rating no lower than Taiwan's sovereign credit rating exempt from public declaration. II. Considering that foreign government bonds are simple commodities, and their credit rating is generally better than that of foreign ordinary corporate bonds and that index investment securities are similar to index stock funds in in nature, it is proposed to revise Item 2, Subparagraph 7, Paragraph 1 to make investment professionals

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investment trust companies. II. Mergers, divestments, business acquisitions or share exchanges. III. Derivative transactions accumulating losses more than the aggregate or individual contract caps prescribed in the relevant procedures. IV. Acquisition or disposal of operating equipment or right-of-use thereof with an unrelated party, and the transaction amount meets any of the following requirements: (I) Transaction amounting to NT$500 million or above, if the Company's paid-up capital is less than NT$10 billion. (II) Transaction amounting to NT$1 billion or above, if the Company's paid-up capital is NT$10 billion or higher. V. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party and the transaction amount reaches NT$500 million; among such cases, if the public company has paid-in capital of NT$10 billion or more, and it is disposing of real property from a completed construction project that it	investment trust companies. II. Mergers, divestments, business acquisitions or share exchanges. III. Derivative transactions accumulating losses more than the aggregate or individual contract caps prescribed in the relevant procedures. IV. Acquisition or disposal of operating equipment or right-of-use thereof with an unrelated party, and the transaction amount meets any of the following requirements: (I) Transaction amounting to NT$500 million or above and the paid-up capital is less than NT$10 billion. (II) Transaction amounting to NT$1 billion or above and the paid-up capital is NT$10 billion or higher. V. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party and the transaction amount reaches NT$500 million; among such cases, if the public company has paid-in capital of NT$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the	engaging in subscription to foreign government bonds or subscription or redemption of index investment securities exempt from conducting public disclosure. III. Revised text.

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constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT$1 billion or more. VI. Acquisition of real estate property in the form of development over purchased land, development over leased land, joint development with separate ownership, joint development with proportional holding, or joint development with partial sale, where the counterparty is unrelated and in which the Company expects to invest NT$500 million or more. VII. Transaction of assets other than the ones listed in the six subparagraphs above, disposal of debt entitlement by a financial institution, or investment into the Mainland that amounts to 20% of the Company's paid-up capital or NT$300 million or above. However, the following transactions can be excluded: (I) Trading domestic government bonds <u>or foreign government bonds with a credit rating no lower than Taiwan's sovereign credit rating.</u> (II) Where the company specializes in the investment profession, any	transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT$1 billion or more. VI. Acquisition of real estate property in the form of development over purchased land, development over leased land, joint development with separate ownership, joint development with proportional holding, or joint development with partial sale, where the counterparty is unrelated and in which the Company expects to invest NT$500 million or more. VII. Transaction of assets other than the ones listed in the six subparagraphs above, disposal of debt entitlement by a financial institution, or investment into the Mainland that amounts to 20% of the Company's paid-up capital or NT$300 million or above. However, the following transactions can be excluded: (I) Trading of domestic government bonds. (II) Where the company specializes in the investment profession, any securities traded through exchange or through securities firms or ordinary corporate bonds and ordinary bank debentures without equity	

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securities traded through exchange or through securities firms, or foreign government bonds, ordinary corporate bonds and ordinary bank debentures without equity attribute subscribed in the primary market (excluding subordinated bonds), or subscription/redemption of securities investment or futures trust funds, or subscription/redemption exchange-traded notes, or securities subscribed by a securities firm as part of its underwriting service or counseling service for Emerging Stock Market companies, as regulated by Taipei Exchange. (III) Re-purchase/re-sale agreement or subscription or redemption of money market funds issued by domestic securities investment trust companies. Amounts of the above transactions shall be calculated based on the following: I. Amount of each transaction. II. Cumulative amount of similar assets acquired	attribute subscribed in the primary market (excluding subordinated bonds), or subscription/redemption of securities investment/futures trust funds, or securities subscribed by a securities firm as part of its underwriting service or counseling service for Emerging Stock Market companies, as regulated by Taipei Exchange. (III) Re-purchase/re-sale agreement or subscription or redemption of money market funds issued by domestic securities investment trust companies. Amounts of the above transactions shall be calculated based on the following: I. Amount of each transaction. II. Cumulative amount of similar assets acquired from or disposed to the same counterparty over the past 1 year. III. Cumulative amount of the same development project or right-of-use assets thereof acquired or disposed (acquisitions and disposals accumulate separately) in the past 1 year. IV. Cumulative amount of the same securities acquired or disposed	

Amended Version	Current Articles	Explanation
from or disposed to the same counterparty over the past 1 year. III. Cumulative amount of the same development project or right-of-use assets thereof acquired or disposed (acquisitions and disposals accumulate separately) in the past 1 year. IV. Cumulative amount of the same securities acquired or disposed (acquisitions and disposals accumulate separately) over the past 1 year. The one-year timeframe mentioned in the preceding Paragraph dates back 1 year from the date of occurrence. Transactions that have already been announced according to the Policy can be excluded. The Company shall provide monthly reports on all derivative transactions undertaken by the Company and non-public domestic subsidiaries up until the end of the previous month and submit such reports to the website designated by the FSC before the 10th calendar day of each month using the prescribed format. If errors or omissions are discovered in the mandatory announcements where rectifications are required, the Company shall start afresh and announce/report all items again within 2 days from the date of knowledge. All contracts, meeting minutes, transaction logs, valuation reports and accountant's, lawyer's, or securities underwriter's	(acquisitions and disposals accumulate separately) over the past 1 year. The one-year timeframe mentioned in the preceding Paragraph dates back 1 year from the date of occurrence. Transactions that have already been announced according to the Policy can be excluded. The Company shall provide monthly reports on all derivative transactions undertaken by the Company and non-public domestic subsidiaries up until the end of the previous month and submit such reports to the website designated by the FSC before the 10th calendar day of each month using the prescribed format. If errors or omissions are discovered in the mandatory announcements where rectifications are required, the Company shall start afresh and announce/report all items again within 2 days from the date of knowledge. All contracts, meeting minutes, transaction logs, valuation reports and accountant's, lawyer's, or securities underwriter's opinions relevant to the acquisition or disposal of assets shall be retained within the Company for at least 5 years unless otherwise specified by law.	

Amended Version	Current Articles	Explanation
opinions relevant to the acquisition or disposal of assets shall be retained within the Company for at least 5 years unless otherwise specified by law.		

<Attachment 3>

Comparison of Amendments to the Articles of Incorporation

Article	After amendment	Before amendment	Explanation
Article 11	There are two types of shareholder 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 shareholder meetings may be held by teleconferencing or other means announced by the	There are two types of shareholder 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.	I. The amendment of Article 172-2 of the Company Act announced on December 29, 2021 stated that public companies may adopt teleconferencing for shareholder meetings. According to Paragraph 1 of the Article, the Company's Articles of Incorporation specifies that shareholder meetings may be held by teleconferencing or other means announced by the central authority or the Ministry of Economic Affairs. In addition, the amendment to the Regulations Governing the Administration of Shareholder Services of Public Companies was announced on March 4, 2022 and Paragraph 3 of Article 44-9 had the same rules. In response to the central authority's promotion of use of teleconferencing in shareholder meetings and the needs in the digital era, the provisions of the above rules are added to stipulate that shareholder meetings may adopt the use of

Article	After amendment	Before amendment	Explanation
	Ministry of Economic Affairs.		video conference or other methods announced by the Ministry of Economic Affairs to provide shareholders with better accessibility to shareholder meetings
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.	The Company shall have seven directors, with the term of office of 3 years. Among the directors, three 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 election. 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.	It is proposed to change the number of directors to between 7 and 9, including 3 to 5 independent directors, in order to meet the actual operational needs, which will become effective starting 2023.

<Attachment 4>

List of director (including independent director) candidates and the relevant information

Order	Nominee Type	Account Number	Title or Name of Nominee	Unified Business Number or (and) Personal Identification Number	Education	Experience	Shareholding of nominee legal person (Note)	Shareholding of representative or individual of nominee legal person (Note)	Has served as an independent director for three consecutive terms, and reasons
1	Director	52748	Shi-Yi Cement Corporation Representative: Liang-Chuan Chen	12108630/ Y100112925	Chengzhou Elementary School	**Experience:** Chairman and president of Lucky Cement Corporation. Chairman of Lucky Construction Corporation. **Current position:** Chairman of Yung-Seng Development Enterprise. Chairman of Luckicon Ready Mixed Concrete Factory Co., Ltd., Chairman of Luckyship Marine Agency Co., Ltd. Chairman of Dai Shen Development Co., Ltd., Chairman of Lucky Cement Corp., Japan. Chairman and president of Lucky Cement Corporation	6,632,588	6,158,497	—
2	Director	52748	Shi-Yi Cement Corporation Representative: Yun-Ju Chen	12108630/ Y220065545	EMBA from Tulane University,	**Experience:** Executive vice president of Lucky Cement Corporation. Executive assistant to the	6,632,588	7,951,298	—

Order	Nominee Type	Account Number	Title or Name of Nominee	Unified Business Number or (and) Personal Identification Number	Education	Experience	Shareholding of nominee legal person (Note)	Shareholding of representative or individual of nominee legal person (Note)	Has served as an independent director for three consecutive terms, and reasons
					USA	Chairman's Office of Lucky Cement Corporation. **Current position:** Chairman of Ri Kon Construction Co., Ltd., Executive vice president of Lucky Cement Corporation.			
3	Director	15	Hsiang-Lin Chang	F120473078	Datong High School	**Experience:** Chairman of Fu-Du Construction Co., Ltd., Director of Greenfort Construction Co., Ltd., Director of Han-Bao Construction Co., Ltd., President of She-He Construction Materials. **Current position:** Vice chairman of Hong-Chi Construction Co., Ltd.	—	7,539,587	—
4	Director	47250	Shang-Kai Cheng	A124532591	MBA from Suffolk University, USA	**Experience:** Financial supervisor at Citibank (Wealth Management) **Current position:**	—	1,832,666	—

Order	Nominee Type	Account Number	Title or Name of Nominee	Unified Business Number or (and) Personal Identification Number	Education	Experience	Shareholding of nominee legal person (Note)	Shareholding of representative or individual of nominee legal person (Note)	Has served as an independent director for three consecutive terms, and reasons
						Director at Hai-Hua Investment Co., Ltd.			
5	Independent Director	—	Yan Chen	A223012734	Department of Accounting, Tamkang University	**Experience:** Vice president of finance at Hsin-Yang Management Consulting Co., Ltd., Assistant manager of Accounting Office and section chief of Annual Accounting at Fubon Commercial Bank. Associate director at Citibank. Manager of Audit Department at Bankers Trust New York Corporation. Financial analysis of Credit Department and internal audit at Amsterdam-Rotterdam Bank. Director of Audit Department at Klynveld Peat Marwick Goerdeler. **Current position:** Financial consultant of Eorex Corporation	—	—	No
6	Independent	—	Chih-Cheng	R121764344	Doctor of	**Experience:**	—	—	No

Order	Nominee Type	Account Number	Title or Name of Nominee	Unified Business Number or (and) Personal Identification Number	Education	Experience	Shareholding of nominee legal person (Note)	Shareholding of representative or individual of nominee legal person (Note)	Has served as an independent director for three consecutive terms, and reasons
	Director		Wang		Law, National Chengchi University	Assistant professor of the Department of Law at National Chung-Cheng University. Associate professor of the Department of Financial and Economic Law at National Chung-Cheng University. Professor of the College of Law at National Chung-Cheng University. Director at Financial Ombudsman Institution. Member of Management Committee of Taipei Foundation Of Finance. Specialist and confidential secretary at Vice Chairperson's Office of the Fair Trade Commission. Specialist at the Executive Yuan. Secretary and general reviewer at the Monetary Affairs Bureau of the Ministry of Finance. **Current position:**			

Order	Nominee Type	Account Number	Title or Name of Nominee	Unified Business Number or (and) Personal Identification Number	Education	Experience	Shareholding of nominee legal person (Note)	Shareholding of representative or individual of nominee legal person (Note)	Has served as an independent director for three consecutive terms, and reasons
						(Academic) Vice president at Chinese Culture University. Professor and Dean of Department of Law at Chinese Culture University. Distinguished research professor (Professor emeritus) at National Chung-Cheng University. (Industry) Independent director of CTBC Financial Holding. Independent director of Dyaco International Inc. Member of Advisory Committee of Central Deposit Insurance Corporation.			
7	Independent Director	—	Yang-Wei Shao	F120356063	National Taipei University of Technology Ph.D., College of Engineering	**Experience:** Chairman and honorary chairman of CCIM Taiwan Real Estate Investment Association **Current position:** President of Ya-Bi-Si Construction Company . Vice	—	—	No

Order	Nominee Type	Account Number	Title or Name of Nominee	Unified Business Number or (and) Personal Identification Number	Education	Experience	Shareholding of nominee legal person (Note)	Shareholding of representative or individual of nominee legal person (Note)	Has served as an independent director for three consecutive terms, and reasons
						chairman of Chung Hua Association for Financial and Economic Strategies			

Appendix 1: Rules of Procedures for Shareholder Meetings of Lucky Cement Corporation

Approved at the annual general meeting on June 18, 2020

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, shareholder 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.

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.

The board or the person with the convening authority convening the shareholder meeting may request the Company or the shareholder 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 relating 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 shareholders' 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 and distributed on-site during the shareholders' meeting.

The reasons for convening a shareholders meeting shall be specified in the meeting notice. With the consent of the addressee, the meeting notice may be given in electronic form.

Article 3-2 Election or dismissal of directors, changes in the article of incorporation, capital reduction, application for deregistration of equity shares, director non-competition agreement, capitalization of profits, capitalization of surplus, company dissolution, merger, split or the clauses in Paragraph 1, Article 185 of the Company Act should be listed in the purposes for convening the meeting, not proposed as an 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.

The notification for the convening of shareholders' meeting has announced the re-election of directors and supervisors and the inauguration date. After the re-election at the shareholder meeting, the inauguration date shall not be changed by extraordinary motion or other means in the same meeting.

Article 3-3 Shareholders who hold over 1% of the total issued shares may propose issues in the Company's shareholder general meeting. Each shareholder is limited to one issue and additional issues will not be included in the proposal discussion. However, proposals which aim to urge the Company to promote the public interest or fulfill social responsibilities should still be included in the proposal discussions by the board. 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.

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 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' meeting 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.

Article 6 The meeting notice shall specify details such as meeting time, venue and important notes where relevant.

Admission of meeting participants shall begin at least 30 minutes before the meeting commences. The reception area must be clearly labeled and manned by competent personnel.

Shareholders and representatives thereof (collectively referred to as 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 proofs unless specified in advance. Proxy form holders 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.

Article 7 When the chairman of the board is on leave or for any reason 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 reason 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 convenor 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.

Article 9 Attendance at shareholders' meeting shall be calculated based on shares. The number of shares in attendance is counted based on the attendance ledger or the submitted attendance card, 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 postponement 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 present at the meeting after the postponement twice.

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. All shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

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 shareholders 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 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.

Article 12 Voting at a shareholder 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 shareholder 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 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. 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.

Article 14 Shareholder 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.

Article 16 The number of shares owned by the solicitors and the entrusted proxies is compiled into a chart with a prescribed format on the meeting day and is disclosed clearly at the meeting venue.

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 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:

I. C901050 Cement and Concrete Products Manufacturing.
II. C901990 Other Non-Metallic Mineral Products Manufacturing.
III. B202010 Mining of Non-metallic.
IV. J101030 Waste Disposing.
V. J101040 Waste Collecting.
VI. 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 Ownership

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' Meetings

Article 11 There are two types of shareholder 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 three 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.

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 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 seven directors, with the term of office of three years. Among the directors, three 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 election. 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 principal financial, accounting, or internal auditing officers.
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 shareholder 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 compensation 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 shareholder 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 shareholder 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 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 directors of 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 The Articles of Incorporation was established on March 25, 1974.

1st amendment was made on July 5, 1975.

2nd amendment was made on November 10, 1975.

3rd amendment was made on September 10, 1976.

4th amendment was made on July 6, 1977.
5th amendment was made on September 20, 1977.
6th amendment was made on November 18, 1977.
7th amendment was made on June 26, 1978.
8th amendment was made on September 5, 1979.
9th amendment was made on November 20, 1979.
10th amendment was made on October 10, 1980.
11th amendment was made on December 5, 1980.
12th amendment was made on August 11, 1982.
13th amendment was made on June 25, 1984.
14th amendment was made on September 20, 1984.
15th amendment was made on June 20, 1986.
16th amendment was made on August 5, 1986.
17th amendment was made on December 30, 1986.
18th amendment was made on June 17, 1988.
19th amendment was made on July 15, 1988.
20th amendment was made on July 1, 1989.
21st amendment was made on December 25, 1989.
22nd amendment was made on April 7, 1990.
23rd amendment was made on May 27, 1991.
24th amendment was made on May 18, 1992.
25th amendment was made on May 12, 1993.
26th amendment was made on May 31, 1994.
27th amendment was made on May 30, 1995.
28th amendment was made on June 5, 1996.
29th amendment was made on April 28, 1997.
30th amendment was made on April 16, 1998.
31st amendment was made on June 24, 1999.
32nd amendment was made on June 21, 2000.
33rd amendment was made on June 19, 2001.
34th amendment was made on June 18, 2002.
35th amendment was made on June 15, 2004.
36th amendment was made on June 14, 2006.
37th amendment was made on June 17, 2010.
38th amendment was made on June 19, 2012.
39th amendment was made on June 12, 2015.
40th amendment was made on June 15, 2016.
41st amendment was made on June 15, 2018.
42nd amendment was made on June 12, 2019.

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

Appendix 3: Rules for the Election of Directors of Lucky Cement Corporation

Effective after the amendment is approved at the annual general meeting on June 15, 2018

Article 1 The election of directors of the Company shall be processed in accordance with this policy.

Article 2 The election of the Company's directors shall adopt the cumulative voting method. The name of candidates may be replaced by the attendance card number printed on the ballots. Each share is vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or spread across multiple candidates.

The election of the Company's directors adopts the candidate nomination system based on the procedures of the candidate nomination system in the Company Act and relevant laws and regulations.

Article 3 The number of the Company's directors, who are elected based on their capacity to act and qualifications, is subject to rules specified in the Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest voting rights will be elected sequentially according to their respective votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person, not in attendance.

The qualifications and selection of independent directors of the Company shall comply with the Securities and Exchange Act, Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies and the relevant regulations of the competent authority.

Article 4 The board of directors shall produce ballots in quantities that match the number of directors to be elected, and apply weight before distributing them to shareholder meeting participants.

Article 5 At the beginning of the election, the chair appoints ballot scrutineers and tally clerks to perform various duties required in the event, and the scrutineers shall also be shareholders.

Article 6 The ballot box will be made available by the board of directors, and shall be opened for inspection by the ballot scrutineers prior to voting.

Article 7 If the candidate is a shareholder, voters will have to specify both candidate account name and shareholder account number in the “candidate” field of the ballot. If the candidate is not a shareholder, the candidate's name and ID card number will have to be specified instead. However, if the candidate is a government institution or a corporate shareholder, the name of the government institution or corporation shall be specified in the “candidate” field of the ballot; alternatively, voters may also specify the name of the government institution or corporation and the name of its representative. If there are multiple representatives, the names of all representatives shall be specified in the ballot.

Article 8 Ballots are considered void in any of the following circumstances:

I. Ballots specified in the Rules are not used.
II. Casting of blank ballot into the ballot box.
III. Ballots with illegible writing or are altered.

IV. The candidate whose name is entered in the ballot is a shareholder, but the candidate's identity and shareholder account number do not conform with those given in the shareholder register or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
V. Ballots contain writings other than the candidate's account name and shareholder account number or the personal ID number.
VI. The candidate's name written on the ballot coincides with another shareholder, but no shareholder account number or ID card number is provided for identification.
VII. There is more than one name of the candidate to be elected on the same ballot.

Article 9 The ballots shall be counted during the shareholders' meeting immediately after they are cast. The results shall be announced by the chairman, and then made into records.

All ballots used in the above election shall be sealed and signed by the ballot examiner and held in proper custody for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of The Company Act, the abovementioned documents must be retained until the end of the litigation.

Article 10 The elected directors are given certificates of election after the conclusion of the voting.

Article 11 Any outstanding issues not specified in the policy are to be handled in accordance with the Company Act and the related regulations.

Article 12 These Rules are to be announced and implemented after being approved by the shareholders' meeting, and likewise for the revision.

Appendix 4: Status of Shareholder Proposals at the Shareholder General Meeting for the Year

There are no shareholder proposals as of May 5, 2022 (deadline for shareholder proposals).

Appendix 5: Directors' Shareholding Position at Lucky Cement Corporation

Title	Name	No. of Shares Held	Ownership %
Chairman	Shi-Yi Cement Corporation Representative: Liang-Chuan Chen	6,632,588	1.64%
Director	Shi-Yi Cement Corporation 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%

Remarks:
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.