

Chia Hsin Cement Corporation

Rules for Election of Directors

Amended by the resolution of the Annual
General Meeting of Shareholders on August
18, 2021

Article 1: Except as otherwise provided by law and regulation or by the Company's Articles of Incorporation, elections of directors shall be conducted in accordance with these Rules specified herein.

Article 2: Election of Directors of the Company shall be held at the shareholders' meeting.

Article 3: The cumulative voting method shall be used for election of the Directors at the Company, and the names of voters may be represented by the numbers of the attendance certificate.

Article 4: In election of Directors of the Company, each share will have voting rights in number equal to the Directors to be elected, and may be cast for a single candidate or split among multiple candidates. The election of independent directors and non-independent directors shall be held together; provided, however, that the number of independent directors and non-independent directors elected shall be calculated separately.

Election of Directors of the Company shall adopt candidate nomination system and conducted in accordance with the candidate nomination system under the Company Act and relevant laws and regulations.

Article 5: The number of directors will be as specified in the Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of 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 chairperson drawing lots on behalf of any person not in attendance.

The qualifications and election of independent directors of the Company shall be handled in accordance with 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 relevant rules and regulations issued by authorities.

Article 6: The Board of Directors shall prepare ballots for directors and the number of voting rights associated with each ballot shall be specified on the ballots.

Article 7: At the beginning of the election, the Chairperson shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel.

Article 8: The ballot boxes shall be prepared by the Board of Directors and be publicly checked by the vote monitoring personnel before voting commences.

Article 9: If the candidate is a shareholder of the Company, voters shall fill in the "candidate" column with the candidate's name and shareholder's number. If the candidate is not a shareholder of the Company, voters shall fill in the candidate column with the candidate's name and the candidate's ID number. However, if the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled in the candidate column.
The shareholder may use a seal in lieu of a signature when filling in the candidate's name, shareholder's number and the candidate's ID number as required in the preceding Paragraph.

Article 10: A ballot is invalid under any of the following circumstances:

- (1) The ballot was not prepared in accordance with these Rules;
- (2) Blank ballots not completed by the voter;
- (3) Illegible wording;
- (4) The candidate whose name or shareholder's number is entered in the ballot does not conform to the shareholder's register;
- (5) Other words or marks are entered in addition to the candidate's name and shareholder's number;
- (6) The candidate whose name is entered in the ballot is the same as other shareholder and the shareholder's number is not filled in for identification;
- (7) The number of candidates filled in the ballot exceeding the quota of the seats to be elected;
- (8) The writing has been altered;
- (9) The ballot is torn into incomplete one;
- (10) Failed to follow the requirements of the ballot remark column.

Article 11: If the ballots are deemed void as prescribed in the preceding Article or other dispute, validity shall be decided by the monitoring personnel.

Article 12: The ballot box should be opened by the monitoring personnel after the election of Director.

Article 13: The counting of ballots should be monitored by the monitoring personnel and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chairperson on the site.

The ballots for the election referred to in the preceding Paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 14: The Board of Directors of the Company shall issue notifications of election to the elected directors separately.

Article 15: These Rules and any revision thereof shall become effective after approval at the shareholders' meeting.