

Stock Code : 1103



# CHIA HSIN CEMENT CORPORATION

## 2025 Annual General Meeting of Shareholders

# Meeting Handbook

Meeting Date: 9:00 a.m Friday, May 16, 2025

Meeting Venue: 7F., No.66, Wugong Rd., Xinzhuang Dist.,  
New Taipei City, Taiwan (Gala De Chine Xinzhuang, XiangYu Room)



Market Observation Post System : [mops.twse.com.tw](https://mops.twse.com.tw)

CHC Website : [www.chcgroup.com.tw](https://www.chcgroup.com.tw)



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# Chia Hsin Cement Corporation 2025 Annual General Meeting of Shareholders

## I. Meeting Agenda

1. Date: 9:00 a.m., Friday, May 16, 2025
2. Venue: 7F, No.66, Wugong Rd., Xinzhuang Dist. New Taipei City, Taiwan (Gala De Chine Xinzhuang, Xiangyun Room)  
Meeting type: hybrid shareholders' meeting  
E-Meeting Platform: Meeting by Taiwan Depository & Clearing Corporation website: <https://www.stockvote.com.tw>
3. Announcement of Quorum and Meeting Commencement
4. Chairman's Address
5. Matters to Report
  - (1) 2024 Employees' and Directors' Compensation
  - (2) 2024 Business and Financial Statements
  - (3) Audit Committee's Review of 2024 Business and Financial Statements
  - (4) 2024 Remuneration for Directors
  - (5) Other matters
6. Matters for Ratification
  - (1) 2024 Business and Financial Statements
  - (2) 2024 Earnings Distribution Proposal
7. Matters for Discussion
  - (1) To amend the Articles of Incorporation
8. Directors Election
  - (1) To Elect Seven Directors (Including Three Independent Directors)
9. Other Matters
  - (1) To Release Directors from Non-competition Restrictions
10. Special Motion
11. Meeting Adjourned

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## Matters to Report

### **1. 2024 Employees' and Directors' Compensation**

Pursuant to Paragraph 1 of Article 26 of the Company's Articles of Incorporation, if the Company shows a net profit for the year, the Company shall allocate 0.01% to 3% of the profit as employees' compensation and not higher than 3% of the profit as directors' compensation. However, the Company, when accumulated losses remain on the account, shall reserve a portion of its earnings to offset the losses first, then reserve the aforementioned compensation.

The Company showed a profit of NTD 314,197,000 in 2024 (amounting to net income before taxes deducts profit before allocating employees' and directors' compensation). In accordance with the aforementioned rule, the Company proposes to allocate around 2.71%, which equals to NTD 8,520,000 in cash as employees' compensation and around 2.71%, which equals NTD 8,520,000 as directors' compensation.

## 2. 2024 Business and Financial Statements

### 【Business Report】

In 2024, the global economy continued to face uncertainty. Geopolitical tensions, concerns over new policies introduced by President Trump, high inflation risks, higher interest rates, supply chain restructuring, increasingly severe climate change, and the advent of carbon pricing all presented multiple challenges, making business operations more difficult. Despite these obstacles, our company demonstrated solid operational resilience throughout 2024 and actively laid a foundation for future development.

#### **Among our various business segments:**

- Cement Business: Revenue declined by about 4% due to low-priced cement and clinker from Vietnam, as well as the Central Bank's seventh round of credit controls in the real estate market.
- Other Businesses: Revenues showed growth.
- Port Operations at Taipei Port: Apart from coal volumes remaining flat, bulk cargo operations increased, resulting in a 4% overall revenue growth.
- Real Estate Leasing: Following the land preparation and planning at our Gangshan site, the leased area continued to expand and rental rates were slightly adjusted upward, leading to a 5% increase in related revenues.
- Hospitality and Healthcare Services: A noticeable recovery was evident, especially benefiting from the depreciation of the Japanese yen and Japan's abundant tourism resources. In 2024, Japan recorded as many as 36.87 million foreign visitors, surpassing the historical high set in 2019. Coupled with Japan's already robust domestic travel market, Hotel Collective in Okinawa achieved excellent occupancy and room rates, driving a 12% increase in hospitality service revenue. This now accounts for nearly 27% of our total revenue, showcasing the initial success of our transformation strategy.

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## **The operation status of our key investment-Taiwan Cement Corporation (hereinafter “TCC”):**

- Due to the People’s Bank of China lowering the reserve requirement ratio, cement demand in China increased; although prices remained sluggish, revenue from China still grew significantly compared to 2023.
- In Turkey’s cement market, performance stood out. In 2024, TCC spent a total of EUR 621 million to acquire OYAK’s stake, turning it into a 100%-owned subsidiary, which contributed to TCC’s outstanding revenue performance for the year. Our company received approximately TWD 356 million in cash dividends from TCC in 2024.

Additionally, following our sustainability roadmap and strategies, we launched various initiatives in 2024 and achieved initial results. Our efforts in implementing sustainable development, emphasizing talent cultivation, and caring for employees were recognized with sustainability-related awards organized by CommonWealth Magazine. Our 2023 Sustainability Report also once again received the Platinum Award in the “TCSA Taiwan Corporate Sustainability Awards.” Looking ahead, we will continue to deepen our efforts in this area.

### **I. Business Performance Overview**

The company’s consolidated operating revenue in 2024 (including subsidiaries) was NTD 2,985,357,000, an increase of NTD 73,774,000 (2.5%) compared to NTD 2,911,583,000 in 2023.

### **II. Main Production and Sales Activities of the Company and Its Subsidiaries in 2024**

#### **1. Cement Sales**

Sold 418,000 metric tons of cement in Taiwan.

#### **2. Real Estate Leasing**

Primary revenue comes from the Chia Hsin Building, with a comprehensive occupancy rate of 99%.

#### **3. Stevedoring and Warehousing**

Operations at Taipei Port: Discharged 1.102 million metric tons of coal and 4.815 million metric tons of east sand and other bulk cargo.

#### 4. Hospitality Services

Main contributors include Hotel Collective in Ryukyu (Okinawa) and Jiahe Healthcare Co., Ltd., generating a combined hospitality revenue of approximately TWD 800 million in 2024.

### III. Financial Report

The Company's consolidated pre-tax net profit was NTD 385,784,000, the consolidated net income was NTD337,411,000, with net profit attributable to owners of the Company at NTD319,580,000. Diluted earnings per share attributable to the owners of the company (after tax) amounted to NT\$0.48. The consolidated net asset is NT\$35,078,080,000, the total liabilities is NTD13,488,323,000 , the current ratio is 337% ,the total owner's equity to the Company is NT\$20,881,663,000, Capital Adequacy Ratio is 60%.

Chairman: Chang Kang-Lung

President: Li-Hsin Wang

Accounting Supervisor: Mars Feng

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### 3. Audit Committee's Review of 2024 Business and Financial Statements

#### Chia Hsin Cement Corporation

##### Audit Committee's Review Report

The Board of Directors of Chia Hsin Cement Corporation (CHC) has submitted the Company's 2024 business report and financial statements to the Audit Committee. The CPA firm, Deloitte & Touche, was retained by the Board to audit CHC's financial statements and has issued an audit report relating to the financial statements. The business report and financial statements have been reviewed and determined to be correct and accurate by the Audit Committee of CHC. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Independent Directors:

Pao-Chu Lin



Robert K. Su



Kevin Kuo-I Chen



February 25, 2025



# Chia Hsin Cement Corporation

## Audit Committee's Review Report

The Board of Directors of Chia Hsin Cement Corporation (CHC) has submitted the Company's proposal for distribution of the 2024 earnings to the Audit Committee. The proposal has been reviewed and determined to be correct and accurate by the Audit Committee of CHC. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Independent Directors:

Pao-Chu Lin 

Robert K. Su 

Kevin Kuo-I Chen 

March 27, 2025

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## 4. 2024 Remuneration for Directors

- (1) Pursuant to Paragraph 1 of Article 26 of the Company's Articles of Incorporation, if the Company shows a net profit for the year, the Company shall allocate 0.01% to 3% of the profit as employees' compensation and not higher than 3% of the profit as directors' compensation. However, the Company, when accumulated losses remain on the account, shall reserve a portion of its earnings to offset the losses first, then reserve the aforementioned compensation.
- (2) Director remuneration is allocated in accordance with the Company's Articles of Incorporation and is linked to performance, which is evaluated by the Board's Performance Evaluation Regulation based on six factors: "achievement of Company targets and goals," "understanding of Board responsibilities," "participation in Company operations," "internal communication," "professional capability and continuous improvement," and "internal control." Distribution of remuneration shall be reviewed by the Remuneration Committee, submitted to the Board for approval, and reported at the shareholders' meeting.
- (3) For the amount and content of the individual remuneration of the Company's directors in 2024, please refer to the relevant information in 「2.2.1 Remuneration of General Directors and Independent Directors」 on pages 14-15 of the annual report.

## 5. Other Matters

Implementation of 2024Endorsements/Guarantees ReportIt is considered reasonable and necessary in view of overall business developments.

As of December, 31, 2024, the total endorsements/guarantees issued by the Company and its subsidiaries amounted to NTD 8,172,276 which is not exceeding 2 times of the Company’s net value. Entities to which the Company issued the endorsements/guarantees and the amount issued are all in accordance with internal regulation of “Procedure and Rule for Endorsements and Guarantees”. Details are listed as follows:

Endorsements / Guarantees Offered by	Endorsements / Guarantees Received	Balance of Endorsements / Guarantees (NTD / Thousand)
Chia Hsin Cement Corporation	CHC Ryukyu Development GK	665,383
	CHC Ryukyu COLLECTIVE KK	1,065,893
<b>The Company    Total</b>		<b>1,731,276</b>
Chia Hsin Property Management & Development Corporation	Chia Hsin Cement Corporation	6,440,000
Jaho Life Plus+ Management Corp., Ltd.	Gemcare Dunhua Maternity Center	1,000
<b>Subsidiaries    Total</b>		<b>6,441,000</b>
<b>The Company and Its Subsidiaries    Total</b>		<b>8,172,276</b>

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## Matters for Ratification

### **[1. 2024 Business and Financial Statements]**

(Proposed by the Board of Directors)

Description:

1. The Company's 2024 Business Report and Consolidated Financial Statements have been audited by independent auditors, Chiang Hsun Chen and Sheng Tai Liang of Deloitte & Touche.
2. The aforementioned final accounts have been reviewed and approved by the Audit Committee and the Board.
3. Please accept the aforementioned Business Report and Financial Statements.

Annex:

1. 2024 Business Report: Please refer to pages 4~6.
2. Independent Auditors' Report: Please refer to pages 12~19.
3. Financial Statements: Please refer to pages 26~39. (Annex 1)

Explanatory Notes: The Company's 2024 Business Report and Financial Statements are available on website. (<https://mops.twse.com.tw>)

Resolution:

**INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
Chia Hsin Cement Corporation

**Opinion**

We have audited the accompanying consolidated financial statements of Chia Hsin Cement Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

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, 2024 and 2023, 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 of the Republic of China.

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. 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.

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The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2024 is stated as follows:

**Impairment of Property, Plant and Equipment**

As of December 31, 2024, the hotel operated by the Group and located in Ryukyu, Japan had not yet generated a profit. The net carrying amount of this hotel's property, plant and equipment was NT\$3,127,875 thousand, representing 8.9% of total consolidated assets, which was material to the consolidated financial statements. Management assesses the asset impairment of the property, plant and equipment. Since the recoverable amount in the impairment assessment involves subjective judgments based on various assumptions and estimates made by management, we identified the impairment of property, plant and equipment as a key audit matter.

Our key audit procedures performed with respect to the above area included the following:

We obtained an impairment assessment report from the management, and we performed the following key audit procedures in connection with the above major transactions:

1. We obtained an understanding of the management's basis of assumptions and sources of relevant data and descriptions used to estimate the value in use of the assets. We also assessed the reasonableness of management's adoption of these assumptions and data.
2. We assessed the appropriateness of the discount rates used in the impairment assessment report.
3. We recalculated the value in use of the assets and verified that the calculation in the valuation report was accurate.

**Other Matter**

We have also audited the parent company only financial statements of Chia Hsin Cement Corporation as of and for the years ended December 31, 2024 and 2023, 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 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 of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

## Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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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, 2024 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 Chiang Hsun Chen and Sheng Tai Liang.

Chingham Chen

Sheng-Tai Liang

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 25, 2025

Notice to Readers

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



### INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
Chia Hsin Cement Corporation

#### Opinion

We have audited the accompanying financial statements of Chia Hsin Cement Corporation (the “Company”), which comprise the balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, 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 for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2024. 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.

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The key audit matter of the Company's financial statements for the year ended December 31, 2024 is stated as follows:

Impairment of Investment in Subsidiaries Accounted for Using the Equity Method

As of December 31, 2024, CHC Ryukyu COLLECTIVE KK, a subsidiary accounted for using the equity method, had not yet generated a profit. The net carrying amount of property, plant and equipment of CHC Ryukyu COLLECTIVE KK was NT\$3,127,875 thousand, which was material to the financial statements. Management assessed the asset impairment of the subsidiary's property, plant and equipment. Since the recoverable amount in the impairment assessment involved subjective judgments based on various assumptions and estimates made by management, it will affect the Company's recognition of the share of investment accounted for using the equity method; therefore, we identified the impairment of property, plant and equipment of the investment in subsidiaries accounted for using the equity method as a key audit matter.

Our key audit procedures performed with respect to the above area included the following:

We obtained an impairment assessment report from the management, and we performed the following key audit procedures in connection with the above major transactions:

1. We obtained an understanding of the management's basis of assumptions, sources of relevant data and descriptions used to estimate the value in use of the assets. We also assessed the reasonableness of management's adoption of these assumptions and data.
2. We assessed the appropriateness of the discount rates used in the impairment assessment report.
3. We recalculated the value in use of the assets and verified that the calculation in the valuation report was accurate.

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

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

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

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

## **Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

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

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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, 2024 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 Chiang Hsun Chen and Sheng Tai Liang.

Chiang Hsun Chen

Sheng - Tai Liang

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 25, 2025

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 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.*

## **[2. 2024 Earnings Distribution Proposal]**

(Proposed by the Board of Directors)

Description:

1. Pursuant to Article 26 of the Company's Articles of Incorporation, the Table of 2024 Earnings Distribution is herewith made accordingly.  
(Please refer to Page 21 of the Handbook)
2. Pursuant to Paragraph 3, Article 26 of the Articles of Incorporation, if the Company shows a profit after tax for the current year, after offsetting the loss in previous years, and setting aside of a legal reserve and special reserve in accordance with the law, the remaining amount along with undistributed earnings shall be considered as the distributable earnings of the current year.
3. The Company's Earnings in 2024 net profit after tax is NTD319,580,217, please refer to the Table of 2024 Earnings Distribution for the details. It is proposed to set aside NTD 434,636,102 as dividend to shareholders (estimated NTD 0.55 cash dividend per share). The above dividend shall be first distributed from 2024 net profits after tax.
4. After the proposal of earnings distribution is adopted, if there is any buyback, transfer or cancellation of shares resulting in changes to the outstanding shares, it is proposed that the shareholders' meeting authorize the Chairman to fully execute the adjustment of the rate of distribution.
5. To fully authorize Chairman of the Board to set the ex-dividend date and deal with distribution matters for cash dividend. The cash dividend distributed to each shareholder will be rounded down to the nearest whole number; all numbers after the decimal will be truncated. The total truncated amount will be recognized in "other income".
6. The proposal has been adopted by the Board of Directors of the Company and submitted to the Board and audited by the Audit Committee.
7. Please accept the aforementioned proposal.

Resolution:

## Chia Hsin Cement Corporation Table of 2024 Earnings Distribution

Unit: NTD

Item	Amount	
Opening Unappropriated Retained Earnings (Unappropriated Retained Earnings listed in the 2024 Annual General meeting of shareholders)		<b>5,028,009,615</b>
Add (Less):		
Add: Net profit for 2024	<b>319,580,217</b>	
Add: The reversal of special reserve appropriated by the first application IFRS rule	866,974	
Add: re-measurement of defined benefit plan recognized in retained earnings	3,888,866	
Add: retained earnings adjusted for investment accounted for using equity method	3,219,032	
Less: 10% Legal Reserve	(32,668,812)	
Earnings in 2024 Available for Distribution		294,886,277
Retained Earnings Available for Distribution as of December 31, 2024		5,322,895,892
Less: Distribution Item		
Cash Dividends to Common Share Holders (NTD0.55 per share)		(434,636,102)
Unappropriated Retained Earnings		4,888,259,790

Chairman: Chang Kang-Lung

President: Li-Hsing Wang

Accounting Supervisor: Mars Feng

## Matters for Discussion

### **[1. To amend the Articles of Incorporation]**

(Proposed by the Board of Directors)

Description:

1. On November 8, 2024, the Financial Supervisory Commission issued Order No. 1130385442, supplementing the provisions of Article 14, Section 6 of the Securities and Exchange Act, regarding companies listed in TWSE or OTC to specify the distribution of annual profits in their articles of incorporation.

The Company should amend the articles of incorporation regarding above no later than their 2025 Annual General Meeting.

2. Please refer to the Comparison Table for “Articles of Incorporation” before and after revisions attached hereto as Annex 2 on pages 40. and the Articles of Incorporation after amendment attached as Annex 3 on page 41

Resolution:

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## Directors Election

### **[To Elect Seven Directors including Three Independent Directors]**

(Proposed by the Board of Directors)

#### Description:

1. The term of office of the Company's Directors (including independent directors) will be expired on June 13, 2025. In compliance with Article 199-1 of the Company Act, the Company proposes to elect new Board members in 2025 Annual General Shareholders' Meeting.
2. In pursuance to Articles 12, 13 and 18 of the Articles of Incorporation, there shall be 7 – 9 directors (including the independent directors) on the Board. The Board is authorized by the Company to decide the number of seats and directors will be elected from the nominee's name list proposed by the Company. Term of the directors shall be three years. Directors may continue to hold office when reelected. There will also be an audit committee composed of all independent directors of the Board.
3. It was resolved at the 466th Board of Directors' Meeting held on February 25, 2025 that the Company will elect 7 directors (including 3 independent directors) in the Annual General Shareholders' Meeting this year.
4. The three year term of the newly elected directors will start effective after the Shareholders' Meeting held on May 16, 2025 until May 15, 2028.
5. The nominees name list was approved at the 466th Board of Directors' Meeting on February 25, 2025. (Please refer to Annex 4, pages 53)
6. Please refer to Appendix 3 pages 79 ~ 81.

#### Voting Result:



## Other Matters

### **[To Release Directors from Non-competition Restrictions]**

(Proposed by the Board of Directors)

1. In accordance with Article 209 of Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain at the Shareholders' Meeting the essential contents of such an act and secure its approval.
2. In consideration of the situation when the Company's newly elected director is a corporate shareholder elected as a director including the shareholder and its designated representative or who may have invested or operated in a competing business with the same or similar business scope as the Company and acted as their directors or managers, in compliance to the aforementioned law, any newly elected director such as a corporate shareholder or its designated representative is elected as a director, including the shareholder and its designated representative, such act should be submitted to the Shareholders' Meeting for approval to release the newly director from non-competition restrictions.
3. It is resolved at the 466th Board Meeting dated February 25, 2025 to approve the List of Releasing Director Candidates from Non-Competition Restriction. (Please refer to Pages 56 of Annex 5)
4. Please discuss the matter.

Resolution:

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## Special Motions

### Meeting Adjourned

# Annex1: 2024 Financial Statements

## CHIA HSIN CEMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 2,313,203	7	\$ 2,054,339	6
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	1,243,154	4	1,435,732	4
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	2,320,895	7	2,478,000	7
Financial assets at amortized cost - current (Notes 4 and 9)	3,350,412	10	3,945,242	11
Notes receivable from unrelated parties (Notes 4, 10 and 26)	153,306	-	199,758	1
Trade receivables from unrelated parties (Notes 4, 10 and 26)	140,087	-	158,202	-
Trade receivables from related parties (Notes 10, 26 and 35)	5,408	-	8,899	-
Finance lease receivables - current (Notes 4 and 12)	124	-	1,111	-
Other receivables from unrelated parties (Notes 4 and 11)	33,665	-	47,811	-
Other receivables from related parties (Notes 4 and 35)	374	-	215	-
Current tax assets (Notes 4 and 28)	8,602	-	1,122	-
Inventories (Notes 4 and 13)	154,193	-	97,473	-
Prepayments (Note 20)	125,023	-	120,923	-
Other current assets (Note 20)	94	-	229	-
Total current assets	9,848,540	28	10,549,056	29
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	9,129,019	26	9,881,018	27
Financial assets at amortized cost - non-current (Notes 4, 9 and 36)	16,816	-	19,175	-
Investments accounted for using the equity method (Notes 4 and 15)	3,913,729	11	3,787,444	10
Property, plant and equipment (Notes 4, 5, 16 and 36)	3,828,076	11	4,250,010	12
Right-of-use assets (Notes 4 and 17)	1,680,773	5	1,340,366	4
Investment properties (Notes 4, 18 and 36)	6,276,674	18	6,223,380	17
Intangible assets (Notes 4 and 19)	1,378	-	3,845	-
Deferred tax assets (Note 4)	289,785	1	334,360	1
Net defined benefit assets - non-current (Notes 4 and 24)	23,770	-	16,149	-
Other non-current assets (Notes 10 and 20)	69,520	-	89,531	-
Total non-current assets	25,229,540	72	25,915,278	71
<b>TOTAL</b>	<u>\$ 35,078,080</u>	<u>100</u>	<u>\$ 36,464,334</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term borrowings (Note 21)	\$ 885,000	3	\$ 1,356,040	4
Short-term bills payable (Note 21)	179,910	-	744,106	2
Contract liabilities (Notes 4 and 26)	46,629	-	41,608	-
Notes payable to unrelated parties (Note 22)	2,864	-	3,337	-
Trade payables to unrelated parties (Note 35)	219,627	1	96,221	-
Trade payables to related parties (Note 35)	110,884	-	110,955	-
Other payables to unrelated parties (Notes 23 and 32)	221,292	1	197,128	1
Other payables to related parties (Note 35)	321	-	-	-
Current tax liabilities (Notes 4 and 28)	13,908	-	17,857	-
Lease liabilities - current (Notes 4 and 17)	151,559	-	112,628	-
Current portion of long-term borrowings (Notes 21 and 36)	1,055,745	3	971,452	2
Other current liabilities (Notes 23 and 35)	37,920	-	50,411	-
Total current liabilities	2,925,659	8	3,301,743	9
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Notes 21 and 36)	6,879,673	20	7,386,018	20
Deferred tax liabilities (Note 4)	1,603,056	4	1,604,585	5
Lease liabilities - non-current (Notes 4 and 17)	1,692,068	5	1,353,352	4
Deferred revenue - non-current (Notes 23 and 31)	292,031	1	311,098	1
Guarantee deposits - non-current (Notes 23 and 35)	95,836	-	88,980	-
Total non-current liabilities	10,562,646	30	10,744,033	30
Total liabilities	13,488,323	38	14,045,776	39
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 25)</b>				
Share capital				
Ordinary shares	7,902,474	23	7,902,474	22
Capital surplus	1,388,434	4	1,318,181	3
Retained earnings				
Legal reserve	2,579,114	7	2,571,235	7
Special reserve	2,256,181	7	2,257,048	6
Unappropriated earnings	5,355,565	15	5,430,295	15
Total retained earnings	10,190,860	29	10,258,578	28
Other equity	2,455,605	7	3,280,168	9
Treasury shares	(1,055,710)	(3)	(1,077,950)	(3)
Total equity attributable to owners of the Company	20,881,663	60	21,681,451	59
<b>NON-CONTROLLING INTERESTS (Note 25)</b>				
	708,094	2	737,107	2
Total equity	21,589,757	62	22,418,558	61
<b>TOTAL</b>	<u>\$ 35,078,080</u>	<u>100</u>	<u>\$ 36,464,334</u>	<u>100</u>

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

## CHIA HSIN CEMENT CORPORATION AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 26 and 35)	\$ 2,985,357	100	\$ 2,911,583	100
OPERATING COSTS (Notes 13, 27 and 35)	<u>(2,550,390)</u>	<u>(85)</u>	<u>(2,545,152)</u>	<u>(87)</u>
GROSS PROFIT	<u>434,967</u>	<u>15</u>	<u>366,431</u>	<u>13</u>
OPERATING EXPENSES (Notes 10, 27 and 35)				
Selling and marketing expenses	(43,655)	(2)	(43,836)	(2)
General and administrative expenses	(543,807)	(18)	(469,151)	(16)
Expected credit gain (loss)	<u>546</u>	<u>-</u>	<u>(968)</u>	<u>-</u>
Total operating expenses	<u>(586,916)</u>	<u>(20)</u>	<u>(513,955)</u>	<u>(18)</u>
LOSS FROM OPERATIONS	<u>(151,949)</u>	<u>(5)</u>	<u>(147,524)</u>	<u>(5)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 15, 27 and 35)				
Interest income	177,410	6	161,666	5
Other income	479,492	16	279,095	10
Other gains and losses	(67,593)	(2)	(145,274)	(5)
Finance costs	(215,764)	(7)	(203,719)	(7)
Share of profit or loss of associates and joint ventures	<u>164,188</u>	<u>5</u>	<u>138,523</u>	<u>5</u>
Total non-operating income and expenses	<u>537,733</u>	<u>18</u>	<u>230,291</u>	<u>8</u>
PROFIT BEFORE INCOME TAX	385,784	13	82,767	3
INCOME TAX (EXPENSE) BENEFIT (Notes 4 and 28)	<u>(48,373)</u>	<u>(2)</u>	<u>13,271</u>	<u>-</u>
NET PROFIT FOR THE YEAR	<u>337,411</u>	<u>11</u>	<u>96,038</u>	<u>3</u>
OTHER COMPREHENSIVE (LOSS) INCOME (Notes 4, 25 and 28)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	7,214	-	(2,805)	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(956,404)	(32)	483,881	17

(Continued)

## CHIA HSIN CEMENT CORPORATION AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	2024		2023	
	Amount	%	Amount	%
Share of the other comprehensive (loss) income of associates and joint ventures accounted for using the equity method	\$ (27,928)	(1)	\$ 22,883	1
Income tax related to items that will not be reclassified subsequently to profit or loss	(1,443)	-	561	-
	<u>(978,561)</u>	<u>(33)</u>	<u>504,520</u>	<u>18</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	167,592	6	(38,897)	(1)
Share of the other comprehensive income of associates and joint ventures accounted for using the equity method	(347)	-	3,395	-
Income tax relating to items that may be reclassified subsequently to profit or loss	(36,424)	(1)	12,632	-
	<u>130,821</u>	<u>5</u>	<u>(22,870)</u>	<u>(1)</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(847,740)</u>	<u>(28)</u>	<u>481,650</u>	<u>17</u>
TOTAL COMPREHENSIVE (LOSS) INCOME FOR THE YEAR	<u>\$ (510,329)</u>	<u>(17)</u>	<u>\$ 577,688</u>	<u>20</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 319,580	11	\$ 81,082	3
Non-controlling interests	<u>17,831</u>	<u>-</u>	<u>14,956</u>	<u>-</u>
	<u>\$ 337,411</u>	<u>11</u>	<u>\$ 96,038</u>	<u>3</u>
TOTAL COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ (497,875)	(17)	\$ 547,705	19
Non-controlling interests	<u>(12,454)</u>	<u>-</u>	<u>29,983</u>	<u>1</u>
	<u>\$ (510,329)</u>	<u>(17)</u>	<u>\$ 577,688</u>	<u>20</u>
EARNINGS PER SHARE (Note 29)				
From continuing operations				
Basic	<u>\$ 0.48</u>		<u>\$ 0.12</u>	
Diluted	<u>\$ 0.48</u>		<u>\$ 0.12</u>	

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

(Concluded)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

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

## CHIA HSIN CEMENT CORPORATION AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 385,784	\$ 82,767
Adjustments for:		
Depreciation expenses	445,864	456,039
Amortization expenses	2,399	2,718
Expected credit loss (reversed) recognized on trade receivables	(546)	968
Net loss on fair value changes of financial assets at fair value through profit or loss	50,438	6,520
Finance costs	215,764	203,719
Interest income	(177,410)	(161,666)
Dividend income	(411,511)	(218,496)
Compensation costs arising from share-based payment	1,320	-
Share of profit of associates and joint ventures	(164,188)	(138,523)
Loss (gain) on disposal of property, plant and equipment	5,338	(4)
Loss on disposal of investment properties	9,721	-
Gain on lease modification	(112)	(5)
Impairment loss recognized on non-financial assets	40,177	36,554
Income from the subleasing of right-of-use assets	(455)	-
Loss on prepayments for equipment	2,131	-
Realized gain on deferred revenue	(8,701)	(9,111)
Net (gain) loss on foreign currency exchange	(34,102)	73,162
Changes in operating assets and liabilities:		
Financial assets mandatorily classified as at fair value through profit or loss	129,349	(127,098)
Notes receivable from unrelated parties	46,947	(58,655)
Trade receivables from unrelated parties	16,780	(52,399)
Trade receivables from related parties	3,491	(4,023)
Other receivables from unrelated parties	3,820	2,352
Inventories	(56,928)	65,813
Prepayments	(4,585)	(7,902)
Other current assets	137	1,475
Contract liabilities	4,818	14,110
Notes payable to unrelated parties	(473)	1,430
Trade payables to unrelated parties	123,686	9,730
Trade payables to related parties	(71)	27,726
Other payables to unrelated parties	30,418	23,585
Other payables to related parties	321	-
Advance receipts	(353)	(3,388)
Other current liabilities	501	(1,771)
Net defined benefit liability	(407)	(375)
Cash generated from operations	659,362	225,252
Interest paid	(193,930)	(180,548)
Income tax paid	(54,645)	(119,707)
Net cash generated from (used in) operating activities	410,787	(75,003)

(Continued)

## CHIA HSIN CEMENT CORPORATION AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	\$ (30,000)	\$ -
Proceeds from refund of capital reduction of financial assets at fair value through other comprehensive income	1,543	-
Purchase of financial assets at amortized cost (Note 9)	(190,410)	(2,300,494)
Proceeds from sale of financial assets at amortized cost (Note 9)	943,978	8,373
Acquisition of associates accounted for using the equity method	(56,424)	(54,270)
Payments for property, plant and equipment	(23,996)	(42,189)
Proceeds from and payments for disposal of property, plant and equipment	1,990	102
Decrease (increase) in refundable deposits	11,380	(17,646)
Increase in other receivables from related parties	(159)	(147)
Payments for intangible assets	-	(200)
Payments for investment properties	(101,847)	(78,168)
Proceeds from investment properties	11,023	-
Decrease in finance lease receivables	2,960	2,916
Decrease in other non-current assets	(414)	339
Increase in prepayments for equipment	(27,635)	(9,400)
Interest received	189,931	148,435
Dividends received	<u>476,969</u>	<u>252,495</u>
Net cash generated from (used in) investing activities	<u>1,208,889</u>	<u>(2,089,854)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayments of short-term borrowings	(467,470)	(310,486)
(Repayments of) proceeds from short-term bills payable	(565,000)	617,000
Proceeds from long-term loans	1,580,000	667,460
Repayments of long-term loans	(1,518,020)	(870,774)
(Refund of) proceeds from guarantee deposits received	(5,771)	11,207
Repayments of the principal portion of lease liabilities	(111,109)	(104,869)
Dividend paid to owners of the Company	(337,775)	(198,691)
Proceeds from reissuance of treasury shares	21,890	-
Dividends paid to non-controlling interests	(9,267)	(6,301)
Return of unclaimed dividends extinguished by prescription	<u>5,391</u>	<u>3,699</u>
Net cash used in financing activities	<u>(1,407,131)</u>	<u>(191,755)</u>
<b>EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES</b>	<u>46,319</u>	<u>(52,445)</u>

(Continued)



**CHIA HSIN CEMENT CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)**

	2024	2023
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ 258,864	\$ (2,409,057)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,054,339</u>	<u>4,463,396</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 2,313,203</u>	<u>\$ 2,054,339</u>

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

(Concluded)

## CHIA HSIN CEMENT CORPORATION

### BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 685,647	2	\$ 1,035,969	4
Financial assets at fair value through profit or loss - current (Notes 4, 7 and 32)	643,042	2	801,042	3
Financial assets at fair value through other comprehensive income - current (Notes 4, 8 and 32)	1,189,187	4	1,233,836	4
Financial assets at amortized cost - current (Notes 4 and 9)	707,239	3	785,428	3
Notes receivable from unrelated parties (Notes 4, 10 and 25)	153,306	1	198,457	1
Trade receivables from unrelated parties (Notes 4, 10 and 25)	47,863	-	63,505	-
Trade receivables from related parties (Notes 4, 25 and 33)	9,020	-	11,462	-
Finance lease receivables - current (Notes 4, 12 and 33)	70,047	-	54,114	-
Other receivables from unrelated parties (Notes 4 and 11)	6,243	-	9,338	-
Other receivables from related parties (Notes 4 and 33)	43,790	-	39,358	-
Current tax assets	7,888	-	517	-
Inventories (Notes 4 and 13)	140,896	1	86,331	-
Prepayments (Note 19)	3,612	-	1,908	-
Total current assets	3,707,780	13	4,321,265	15
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 8 and 32)	7,019,617	24	7,563,433	25
Financial assets at amortized cost - non-current (Notes 4, 9 and 34)	1,103	-	1,103	-
Investments accounted for using the equity method (Notes 4, 14 and 33)	16,201,641	55	15,437,508	52
Property, plant and equipment (Notes 4, 5 and 15)	448,764	1	537,254	2
Right-of-use assets (Notes 4 and 16)	350,952	1	4,032	-
Investment properties (Notes 4 and 17)	262,714	1	263,950	1
Intangible assets (Notes 4 and 18)	817	-	1,176	-
Deferred tax assets (Notes 4 and 27)	163,015	1	203,265	1
Finance lease receivables - non-current (Notes 4, 12 and 33)	1,182,240	4	1,143,739	4
Net defined benefit assets - non-current (Notes 4 and 23)	9,285	-	-	-
Other non-current assets (Notes 4 and 19)	7,020	-	7,206	-
Total non-current assets	25,647,168	87	25,162,666	85
<b>TOTAL</b>	<b>\$ 29,354,948</b>	<b>100</b>	<b>\$ 29,483,931</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term borrowings (Notes 4, 20 and 34)	\$ 785,000	3	\$ 1,000,000	3
Short-term bills payable (Notes 4 and 20)	179,910	1	744,106	3
Contract liabilities (Notes 4 and 25)	22,668	-	20,053	-
Notes payable to unrelated parties (Note 21)	2,864	-	3,329	-
Trade payables to unrelated parties (Note 21)	184,173	1	66,133	-
Trade payables to related parties (Note 33)	119,744	-	116,869	1
Other payables to unrelated parties (Note 22)	70,348	-	36,418	-
Other payables to related parties (Note 33)	19,640	-	18,059	-
Current tax liabilities (Notes 4 and 27)	-	-	8,948	-
Lease liabilities - current (Notes 4 and 16)	113,302	-	56,374	-
Current portion of long-term borrowings (Notes 4, 20 and 34)	502,500	2	393,750	1
Guarantee deposits - current	2,819	-	629	-
Total current liabilities	2,002,968	7	2,464,668	8
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Notes 4, 20 and 34)	4,663,750	16	3,886,250	13
Deferred tax liabilities (Notes 4 and 27)	285,021	1	282,205	1
Lease liabilities - non-current (Notes 4 and 16)	1,502,925	5	1,145,679	4
Net defined benefit liabilities - non-current (Notes 4 and 23)	-	-	2,115	-
Guarantee deposits - non-current	18,621	-	21,563	-
Total non-current liabilities	6,470,317	22	5,337,812	18
Total liabilities	8,473,285	29	7,802,480	26
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 24)</b>				
Share capital				
Ordinary shares	7,902,474	27	7,902,474	27
Capital surplus	1,388,434	5	1,318,181	5
Retained earnings				
Legal reserve	2,579,114	9	2,571,235	9
Special reserve	2,256,181	8	2,257,048	8
Unappropriated earnings	5,355,565	18	5,430,295	18
Total retained earnings	10,190,860	35	10,258,578	35
Other equity	2,455,605	8	3,280,168	11
Treasury shares	(1,055,710)	(4)	(1,077,950)	(4)
Total equity attributable to owners of the Company	20,881,663	71	21,681,451	74
Total equity	20,881,663	71	21,681,451	74
<b>TOTAL</b>	<b>\$ 29,354,948</b>	<b>100</b>	<b>\$ 29,483,931</b>	<b>100</b>

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

## CHIA HSIN CEMENT CORPORATION

### STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 25 and 33)				
Sales	\$ 1,219,955	87	\$ 1,269,680	87
Rental revenue	4,802	-	4,766	-
Service revenue	26,882	2	30,485	2
Other operating revenue	<u>155,964</u>	<u>11</u>	<u>158,220</u>	<u>11</u>
Total operating revenue	<u>1,407,603</u>	<u>100</u>	<u>1,463,151</u>	<u>100</u>
OPERATING COSTS (Notes 13, 26 and 33)				
Cost of goods sold	(1,218,594)	(86)	(1,261,020)	(87)
Rental costs	(1,725)	-	(1,945)	-
Service costs	(25,072)	(2)	(28,437)	(2)
Other operating costs	<u>(128,373)</u>	<u>(9)</u>	<u>(133,489)</u>	<u>(9)</u>
Total operating costs	<u>(1,373,764)</u>	<u>(97)</u>	<u>(1,424,891)</u>	<u>(98)</u>
GROSS PROFIT	33,839	3	38,260	2
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Note 4)	(4)	-	(380)	-
REALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Note 4)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
REALIZED GROSS PROFIT	<u>33,835</u>	<u>3</u>	<u>37,880</u>	<u>2</u>
OPERATING EXPENSES (Notes 26 and 33)				
Selling and marketing expenses	(12,990)	(1)	(12,922)	(1)
General and administrative expenses	(223,146)	(16)	(166,776)	(11)
Expected credit gain (loss) (Note 10)	<u>614</u>	<u>-</u>	<u>(936)</u>	<u>-</u>
Total operating expenses	<u>(235,522)</u>	<u>(17)</u>	<u>(180,634)</u>	<u>(12)</u>
LOSS FROM OPERATIONS	<u>(201,687)</u>	<u>(14)</u>	<u>(142,754)</u>	<u>(10)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 26 and 33)				
Interest income	63,352	4	64,391	4
Other income	304,128	22	171,585	12
Other gains and losses	32,074	2	(73,335)	(5)

(Continued)

## CHIA HSIN CEMENT CORPORATION

### STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Finance costs	\$ (149,344)	(11)	\$ (131,592)	(9)
Share of profit or loss of subsidiary, associates and joint ventures	<u>248,634</u>	<u>18</u>	<u>134,656</u>	<u>9</u>
Total non-operating income and expenses	<u>498,844</u>	<u>35</u>	<u>165,705</u>	<u>11</u>
PROFIT BEFORE INCOME TAX	297,157	21	22,951	1
INCOME TAX BENEFIT (Notes 4 and 27)	<u>22,423</u>	<u>2</u>	<u>58,131</u>	<u>4</u>
NET PROFIT FOR THE YEAR	<u>319,580</u>	<u>23</u>	<u>81,082</u>	<u>5</u>
OTHER COMPREHENSIVE (LOSS) INCOME (Notes 4, 23, 24 and 27)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	4,861	-	(3,132)	-
Unrealized (loss) gain on investments in equity instruments at fair value through other comprehensive income	(635,764)	(45)	355,462	24
Share of the other comprehensive (loss) income of subsidiaries, associates and joint ventures accounted for using the equity method	(305,773)	(22)	135,337	9
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>(972)</u>	<u>-</u>	<u>626</u>	<u>-</u>
	<u>(937,648)</u>	<u>(67)</u>	<u>488,293</u>	<u>33</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	133,294	10	(2,539)	-
Share of the other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for using the equity method	16,947	1	(24,548)	(2)
Income tax relating to items that may be reclassified subsequently to profit or loss	<u>(30,048)</u>	<u>(2)</u>	<u>5,417</u>	<u>1</u>
	<u>120,193</u>	<u>9</u>	<u>(21,670)</u>	<u>(1)</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(817,455)</u>	<u>(58)</u>	<u>466,623</u>	<u>32</u>
TOTAL COMPREHENSIVE (LOSS) INCOME FOR THE YEAR	<u>\$ (497,875)</u>	<u>(35)</u>	<u>\$ 547,705</u>	<u>37</u>

(Continued)

**CHIA HSIN CEMENT CORPORATION****STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2024		2023	
	Amount	%	Amount	%
EARNINGS PER SHARE (Note 28)				
Basic	<u>\$ 0.48</u>		<u>\$ 0.12</u>	
Diluted	<u>\$ 0.48</u>		<u>\$ 0.12</u>	

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

(Concluded)

# CHIA HSIEN CEMENT CORPORATION

STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

	Share Capital	Capital Surplus	Legal Reserve	Retained Earnings	Unappropriated Earnings	Other Equity:	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Treasury Shares	Total Equity
BALANCE, JANUARY 1, 2023	\$ 7,747,805	\$ 1,238,426	\$ 2,571,235	\$ 2,257,996	\$ 5,737,233	\$ (648,722)	\$ 3,459,972	\$ (1,077,950)	\$ 21,285,995
Appropriation of 2023 earnings (Note 24)	-	-	-	-	(232,004)	-	-	-	(232,004)
Cash dividends	154,669	-	-	-	(154,669)	-	-	-	-
Reverse of special reserve	-	-	-	(948)	948	-	-	-	-
Changes in equity of associates accounted for using the equity method (Note 24)	-	43,645	-	-	-	-	-	-	43,645
Unclaimed dividends extinguished by prescription (Note 24)	-	2,797	-	-	-	-	-	-	2,797
Net profit for the year ended December 31, 2023	-	-	-	-	81,082	-	-	-	81,082
Other comprehensive income (loss) for the year ended December 31, 2023 (Note 24)	-	-	-	-	(2,295)	(21,670)	490,888	-	466,623
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	(21,670)	490,888	-	466,623
Change in capital surplus due to cash dividends of the Company paid to subsidiary (Notes 14 and 24)	-	-	-	-	78,287	(21,670)	490,888	-	547,706
BALANCE, DECEMBER 31, 2023	7,902,474	1,318,181	2,571,235	2,257,048	5,490,295	(670,392)	3,950,860	(1,077,950)	21,081,451
Appropriation of 2023 earnings (Note 24)	-	-	7,879	-	(7,879)	-	-	-	-
Cash dividends	-	-	-	-	(394,406)	-	-	-	(394,406)
Reverse of special reserve	-	-	-	(867)	867	-	-	-	-
Changes in equity of associates accounted for using the equity method (Note 24)	-	7,180	-	-	-	-	-	-	7,180
Unclaimed dividends extinguished by prescription (Note 24)	-	6,097	-	-	-	-	-	-	6,097
Net profit for the year ended December 31, 2024	-	-	-	-	319,580	-	-	-	319,580
Other comprehensive income (loss) for the year ended December 31, 2024 (Note 24)	-	-	-	-	7,108	(20,192)	(944,756)	-	(817,455)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	(20,192)	(944,756)	-	(972,376)
Change in capital surplus due to cash dividends of the Company paid to subsidiary (Notes 14 and 24)	-	-	-	-	326,688	(20,192)	(944,756)	-	(638,260)
Share-based payment (Notes 24 and 29)	-	56,631	-	-	-	-	-	-	56,631
Reissuance of treasury shares (Notes 24 and 29)	-	695	-	-	-	-	-	-	695
BALANCE, DECEMBER 31, 2024	7,902,474	1,388,444	2,579,114	2,256,181	5,816,983	(890,584)	3,005,804	22,240	20,881,663

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

## CHIA HSIN CEMENT CORPORATION

### STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 297,157	\$ 22,951
Adjustments for:		
Depreciation expenses	103,862	97,839
Amortization expenses	359	358
Expected credit loss (reversed) recognized on trade receivables	(614)	936
Net loss on fair value changes of financial assets at fair value through profit or loss	9,826	7,715
Finance costs	149,344	131,592
Interest income	(63,352)	(64,391)
Dividend income	(281,146)	(155,174)
Compensation costs arising from share-based payment	695	-
Share of profit of subsidiaries, associates and joint ventures	(248,634)	(134,656)
Loss on disposal of property, plant and equipment	5,353	-
Gain on disposal of right-of-use assets	(112)	(5)
Unrealized gain on transactions with subsidiaries, associates and joint ventures	4	380
Net (gain) loss on foreign currency exchange	(60,593)	48,476
Changes in operating assets and liabilities:		
Financial assets mandatorily classified as at fair value through profit or loss	129,332	5,661
Notes receivable from unrelated parties	45,607	(57,770)
Trade receivables from unrelated parties	15,800	(35,853)
Trade receivables from related parties	2,442	(1,825)
Other receivables from unrelated parties	(10)	1
Other receivables from related parties	(2,758)	(603)
Inventories	(54,565)	67,889
Prepayments	(1,704)	484
Contract liabilities	2,615	7,300
Notes payable to unrelated parties	(465)	1,422
Trade payables to unrelated parties	118,040	2,096
Trade payables to related parties	2,875	27,847
Other payables to unrelated parties	32,937	7,831
Other payables to related parties	1,581	(1,759)
Net defined benefit liabilities	(6,539)	(175)
Cash generated from (used in) operations	197,337	(21,433)
Interest paid	(147,167)	(131,187)
Income tax refunds	16,476	29,298
Net cash generated from (used in) operating activities	66,646	(123,322)

(Continued)

## CHIA HSIN CEMENT CORPORATION

### STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	\$ (30,000)	\$ -
Proceeds from refund of capital reduction of financial assets at fair value through other comprehensive income	1,543	-
Purchase of financial assets at amortized cost	-	(429,824)
Proceeds from sale of financial assets at amortized cost	78,189	-
Acquisition of investments accounted for using the equity method	(863,424)	(59,270)
Payments for property, plant and equipment	(380)	(6,975)
Proceeds from disposal of property, plant and equipment	1,760	-
Decrease (increase) in refundable deposits	170	(184)
Decrease in finance lease receivables	40,295	39,131
Decrease in other non-current assets	16	71
Interest received	66,457	58,451
Dividends received from subsidiaries, associates and joint ventures	256,200	188,542
Other dividends received	<u>281,146</u>	<u>155,174</u>
Net cash used in investing activities	<u>(168,028)</u>	<u>(54,884)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayments of short-term borrowings	(215,000)	(340,000)
(Repayments of) proceeds from short-term bills payable	(565,000)	617,000
Proceeds from long-term loans	1,580,000	-
Repayments of long-term loans	(693,750)	(186,250)
Refund of guarantee deposits received	(752)	(734)
Repayment of the principal portion of lease liabilities	(48,612)	(43,486)
Cash dividends paid	(394,406)	(232,004)
Proceeds from reissuance of treasury shares	21,890	-
Return of unclaimed dividends extinguished by prescription	<u>6,097</u>	<u>2,797</u>
Net cash used in financing activities	<u>(309,533)</u>	<u>(182,677)</u>
<b>EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES</b>	<u>60,593</u>	<u>(48,476)</u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(350,322)</b>	<b>(409,359)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<u>1,035,969</u>	<u>1,445,328</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<u><b>\$ 685,647</b></u>	<u><b>\$ 1,035,969</b></u>

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

(Concluded)



## Annex 2: Comparison Table for Articles of Incorporation Before and After Amendment

### Chia Hsin Cement Corporation Comparison Table for Articles of incorporation Before and After Amendment

Article No.	Before Amendment	After Amendment
Article 26	The Company, if profitable in the year, shall set aside from 0.01% to 3% of the profit as compensation for the employees and no higher than 3% as compensation for the directors. However, the Company, when accumulated losses remain on the account, shall reserve a portion of its earnings to offset the losses first, then reserve the aforementioned compensation. Employees' compensation may be in the form of cash or stock, which may be paid to employees of parents or subsidiaries of the Company meeting certain specific requirements; the directors' compensation to be paid in cash only.	The Company, if profitable in the year, shall set aside from 0.01% to 3% of the profit as compensation for the employees and no higher than 3% as compensation for the directors. However, the Company, when accumulated losses remain on the account, shall reserve a portion of its earnings to offset the losses first, then reserve the aforementioned compensation. <b>In the amount of the aforesaid employee compensation mentioned, no less than ten percent should be allocated for the distribution of compensation to grassroots employees.</b> Employees' compensation may be in the form of cash or stock, which may be paid to employees of parents or subsidiaries of the Company meeting certain specific requirements; the directors' compensation to be paid in cash only.
Article 29	These Articles of Incorporation were enacted on November 8, 1954 ... amended on June 14, 2022 for the 50th time, amendments will be effective after approval.	These Articles of Incorporation were enacted on November 8, 1954 ... amended on June 14, 2022 for the 50th time, <b>amended on May 16, 2025 for the 51st time, amendments will be effective after approval.</b>

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## **Annex 3: Articles of Incorporation (After Amendment)**

[English Translation, for reference only]

### **Chia Hsin Cement Corporation Articles of Incorporation**

#### **Chapter One General Provisions**

Article 1: The Company is incorporated as a company limited by shares under the provisions set forth in the Company Act in the full Chinese name of 嘉新水泥股份有限公司 and the full English name of Chia Hsin Cement Corporation (the “Company”).

Article 2: The lines of business of the Company shall include the following:

1. C901030 Cement Manufacturing
2. F111090 Wholesale of Building Materials
3. F211010 Retail Sale of Building Materials
4. B202010 Mining of Non-metallic
5. C901990 Other Non-Metallic Mineral Products  
Manufacturing
6. F115020 Wholesale of Ores
7. F215020 Retail Sale of Ores
8. B601010 Quarrying
9. C901040 Manufacture of Ready-mix Concrete
- 10.C901050 Cement and Concrete Products Manufacturing
- 11.H701010 Housing and Building Development and Rental
- 12.C601030 Paper Containers Manufacturing
- 13.C501030 Manufacture of Veneer Sheets
- 14.C501040 Manufacture of Wood-based Panels
- 15.C901060 Manufacture of Refractory Products
- 16.C901070 Cutting, Shaping and Finishing of Stone
- 17.CA02010 Manufacture of Metal Structure and Architectural  
Components

- 18.F401010 International Trade
- 19.F113010 Wholesale of Machinery
- 20.F213080 Retail Sale of Machinery and Tools
- 21.I101080 Industry and Mining Consulting
- 22.I103060 Management Consulting
- 23.H701020 Industrial Factory Development and Rental
- 24.G801010 Warehousing
- 25.G202010 Parking area Operators
- 26.H701040 Specific Area Development
- 27.H701050 Investment, Development and Construction in Public Construction
- 28.H701060 New Towns, New Community Development
- 29.H701070 Process Zone Expropriation and Urban Land Readjustment Agency
- 30.H701080 Urban Renewal Reconstruction
- 31.H701090 Urban Renewal Renovation or Maintenance
- 32.H703090 Real Estate Business
- 33.H703100 Real Estate Leasing
- 34.H703110 Senior Citizen Residence
- 35.J101010 Buildings Cleaning Service
- 36.J901020 Regular Hotel
- 37.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article 2-1: When the Company becomes a shareholder of limited liability in other companies, the total amount of its investments shall not apply to the restrictions on reinvestment quota as set forth in Article 13 of the Company Act.

Article 2-2: The Company may, as approved by the resolution of the Board of Directors, provide guarantee.

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Article 3: The Company is located in Taipei City. The Company may set up branch offices, representative office, business office and factories in Taiwan or abroad when necessary.

Article 4: (Deleted)

## **Chapter Two Shares**

Article 5: The total amount of the Company's authorized capital shall be fifteen billion New Taiwan Dollars (NTD 15,000,000,000) divided into 1.5 billion shares with a par value of ten New Taiwan Dollars (NTD 10) per share, shares to be issued in installments, as approved by the resolution of the Board of Directors depending on business and operational needs.

Article 5-1: The qualification requirements of employees entitled to receive the shares bought back by the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The qualification requirements of employees entitled to receive share subscription warrant of the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The qualification requirements of employees entitled to subscribe for the new shares issued by the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The qualification requirements of employees entitled to subscribe for the restricted stock for employees issued by the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

Article 6: The Company may issue shares without printing share certificates, but shall have the shares registered with a centralized securities depository enterprise.

Article 7: The shareholder services of the Company shall be conducted in accordance with the Company Act, the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority and applicable laws and regulations.

## Chapter Three Shareholders' Meeting

Article 8: The general meeting of shareholders shall be held once a year within six months after the close of each fiscal year, and the special meeting of shareholders will be held when necessary in accordance with the law.

A shareholders' meeting referred to in the preceding Paragraph shall, unless otherwise provided for in the Company Act, be convened by the Board of Directors.

In case the Company's shareholders' meeting is held, the Company may convene a visual communication meeting or by any other method announced by the competent authority.

Article 9: A notice to convene a general meeting of shareholders shall be given to each shareholder 30 days before the scheduled meeting date, 15 days before a special meeting of shareholders, which shall indicate the meeting date, location and the cause(s) or subject(s).

Article 10: A shareholder of the Company shall have one vote for each share held.

In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

The regulations governing the shareholders' attendance at a shareholders' meeting by proxy shall be in accordance with

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the Company Act and the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” promulgated by the competent authority as well as the applicable laws and regulations.

The shareholders of the Company may exercise their voting power in writing or by way of electronic transmission in a shareholders’ meeting. The method of exercising their voting power shall be in accordance with the Company Act and the applicable regulations of the competent authority.

Unless otherwise provided for under the Company Act and applicable laws and regulations, resolutions at a shareholders’ meeting shall be adopted by a major vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 11: For a shareholders’ meeting convened by the Board of Directors, the Chairman shall act as the chairperson of the meeting. In case the Chairman is on leave or unable to exercise his or her duty and power for any cause, the Chairman shall designate Vice Chairman to act as the chairperson for the meeting, in case the Vice Chairman is on leave or unable to exercise his or her duty and power of any cause, the Chairman shall designate one director to act as the chairperson for the meeting; if no such designation is made, the directors of the Board shall elect one among themselves; whereas for a shareholders’ meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

#### **Chapter Four Directors, Board of Directors, Functional Committees, Managerial Officers and Officers**

Article 12: The Company shall have seven to nine directors, the number of directors submitted to the Board of Directors for discussion and approval, who shall be elected by shareholders’ meeting

through a candidate nomination system from the list of nominees.

The number of directors as set forth in the preceding Paragraph, the number of independent directors shall not be less than three and shall not be less than one-third of the seats in the Board of Directors.

The independent directors who shall be elected by shareholders' meeting through a candidate nomination system from the list of nominees. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall be conducted in accordance with applicable regulations promulgated by the Security Authority.

In order to achieve the Company's operation requirement and needs of business developments, the composition of the board of directors shall be more diversified. It should include but not limited to the following two standards:

1. Basic conditions and values: gender, age, nationality and culture, etc. There should be at least one female director serving on the Board.
2. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc.

The total number of shares owned by all directors shall be in compliance with the rules promulgated by the Securities Bureau.

Article 13: A director shall be elected for a term of three years and may be re-elected for consecutive terms.

The Company may purchase liability insurance for the directors during their term of office to cover the indemnity which may arise from within the scope of their business duty

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and responsibilities in accordance with laws.

Article 14: The Board of Directors is organized by directors. The duty and power of the Board of Directors are specified as below:

1. To decide the Company's business plan.
2. To formulate and amend the content of the Articles of Incorporation and important contracts.
3. To decide the managerial officers and to approve the number of personnel in each department.
4. To establish, remove or adjust branch offices, representative office, business office and factories.
5. To review the Company's budgetary plan and financial statement.
6. To decide other important matters.
7. The Board of Directors of the Company may set up various functional committees with their organizational charters be separately formulated in accordance with applicable laws and regulations and the Company's guidelines, be approved by the Board of Directors

Article 15: The Chairman and Vice Chairman of the Board of Directors shall be elected from among the attending directors of the Board of Directors in accordance with applicable laws.

Article 16: The Chairman shall represent the Company and preside over important affairs.

Article 17: Unless otherwise provided for under the Company Act, a meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors.

Unless otherwise provided for under the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

A director, when unavailable to attend the meeting in person, may issue a proxy with respect to the subject of the meeting to authorize another director to attend the meeting on his or



her behalf. Nevertheless, a director is limited to receive such authorization from only one other director each time.

The convention of a meeting of the Board of Directors may be sent in writing or via email or fax.

Article 18: The Company shall set up the Audit Committee composed all of independent directors in accordance with the Article 14-4 of the Securities and Exchange Act. The exercising of power and other matters for compliance by the Audit Committee shall be in accordance with the Company Act, the Securities and Exchange Act and other applicable laws and regulations.

In accordance with Article 14-6 of the Securities and Exchange Act, the Company has established a Remuneration Committee, of which more than half of the members are independent directors. Exercising of powers and other rules to be complied by the Remuneration Committee shall be governed by the Company Law, the Securities and Exchange Law and relevant laws and regulations.

In order to practice corporate social responsibility, promote economic, environmental and social progress, and achieve the goal of sustainable development, the company has established the Sustainable Development Committee, of which more than half of the members are independent directors.

Article 19: The Company shall appoint one General Manager whose appointment, discharge and remuneration shall be conducted in accordance with Article 29 of the Company Act and to preside over all the business of the Company under the direction of the Board of Directors.

Article 20: The Company shall appoint a multiple number of Vice General Manager whose appointment, discharge and remuneration shall be conducted in accordance with the Article 29 of the Company Act and to assist the general manager to manage the Company.

Article 21: (Deleted)

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Article 21-1: The Company shall establish an Auditing Office and appoint one Manager whose employment shall be approved by a majority of the directors at a meeting attended by a majority of the directors.

Article 22: (Deleted)

Article 23: (Deleted)

Article 24: The remuneration of directors shall be determined by authorizing the Board of Directors based on the extent of their participation in the Company's operation and their contribution, at the same time with reference to the general level in the industry in accordance with applicable laws and regulations. The remuneration of officers shall be proposed by the General Manager and submitted to the Board of Directors for discussion and approval.

## **Chapter Five Financial statements**

Article 25: After the close of each fiscal year of the Company, the Board of Directors shall provide and submit the following reports to the annual general meeting of shareholders for acceptance:

1. Business Report;
2. Financial Statements; and
3. Surplus earning distribution or loss off-setting proposals.

Article 26: The Company, if profitable in the year, shall set aside from 0.01% to 3% of the profit as compensation for the employees and no higher than 3% as compensation for the directors. However, the Company, when accumulated losses remain on the account, shall reserve a portion of its earnings to offset the losses first, then reserve the aforementioned compensation. **In the amount of the aforesaid employee compensation mentioned, no less than ten percent should be allocated for the distribution of compensation to grassroots employees.** Employees' compensation may be in the form of cash or stock, which may be paid to employees of parents or subsidiaries of the Company meeting certain specific requirements; the directors' compensation to be paid in cash only.

The distribution with respect to the employees' compensation and the directors' compensation shall be adopted by a majority vote at a meeting of Board of Directors attended by two thirds of the total number of directors; and in addition thereto a report of such distribution shall be reported to the shareholders' meeting.

When the Company makes the financial statement to obtain after-tax surplus earnings in a fiscal year, it shall make up its accumulated losses, set aside a sum as legal reserve, set aside or reverse a special reserve in accordance with the laws and regulations. The then remaining amount together with adjusted amount of current undistributed earnings shall be used as the current distributable surplus earnings. After adding the beginning undistributed earnings, the Board of Directors shall draw up a surplus earning distribution proposal in accordance with the dividend policy under Paragraph 4 and Paragraph 5 of this Article to be resolved in the shareholders' meeting.

In consideration of the future capital budget plan and capital needs, the Company adopts a residual dividend policy which an appropriate amount may be reserved; if there are remainders after the reserve, then the Company will distribute the dividends to shareholders.

For the distribution of shareholders' dividends, cash dividends shall be more than 10% of total dividends distributed in the current year, the remainders will be in stock dividends.

Article 26-1: The Company may distribute the reserve as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash in accordance with the Company Act.

## **Chapter Six Supplementary Provisions**

Article 27: The Company's internal organizational charter and operational procedures shall be additionally set up.

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Article 28: With regard to the matters not provided for in these Articles of Incorporations, the Company Act and other applicable laws and regulations shall govern.

Article 29: These Articles of Incorporation were enacted on November 8, 1954, and amended on February 6, 1957 for the 1st time;  
amended on February 23, 1959 for the 2nd time;  
amended on May 4, 1961 for the 3rd time;  
amended on April 28, 1962 for the 4th time;  
amended on March 19, 1967 for the 5th time;  
amended on April 5, 1968 for the 6th time;  
amended on June 25, 1969 for the 7th time;  
amended on April 25, 1971 for the 8th time;  
amended on April 28, 1973 for the 9th time;  
amended on May 18, 1974 for the 10th time;  
amended on April 26, 1975 for the 11th time;  
amended on April 24, 1976 for the 12th time;  
amended on April 30, 1977 for the 13th time;  
amended on April 22, 1978 for the 14th time;  
amended on April 21, 1979 for the 15th time;  
amended on April 26, 1980 for the 16th time;  
amended on May 2, 1981 for the 17th time;  
amended on May 15, 1982 for the 18th time;  
amended on May 28, 1983 for the 19th time;  
amended on May 19, 1984 for the 20th time;  
amended on May 11, 1985 for the 21st time;  
amended on April 16, 1986 for the 22nd time;  
amended on April 9, 1987 for the 23rd time;  
amended on April 29, 1988 for the 24th time;  
amended on May 5, 1989 for the 25th time;  
amended on July 29, 1989 for the 26th time;

amended on April 17, 1991 for the 27th time;  
amended on April 30, 1992 for the 28th time;  
amended on April 22, 1993 for the 29th time;  
amended on April 8, 1994 for the 30th time;  
amended on April 20, 1995 for the 31st time;  
amended on May 11, 1996 for the 32nd time;  
amended on May 8, 1997 for the 33rd time;  
amended on May 19, 1998 for the 34th time;  
amended on June 7, 1999 for the 35th time;  
amended on May 24, 2000 for the 36th time;  
amended on May 31, 2001 for the 37th time;  
amended on May 29, 2002 for the 38th time;  
amended on June 5, 2003 for the 39th time;  
amended on June 10, 2005 for the 40th time;  
amended on June 9, 2006 for the 41st time;  
amended on June 13, 2008 for the 42nd time;  
amended on June 18, 2010 for the 43rd time;  
amended on June 9, 2011 for the 44th time;  
amended on June 13, 2012 for the 45th time;  
amended on June 19, 2013 for the 46th time;  
amended on June 18, 2015 for the 47th time;  
amended on June 27, 2016 for the 48th time;  
amended on June 21, 2019 for the 49th time;  
amended on June 14, 2022 for the 50th time;  
**amended on May 16, 2025 for the 51st time**, amendments will  
be effective after approval.

## Annex 4: List of Director and Independent Director Candidates and the Related Information

Name	Nationality	Education	Experience	Current Positions	Shareholding
Director: Jason K. L. Chang	ROC	Master, Massachusetts Institute of Technology	Chairman of Chia Hsin Cement Corp.  Director of Taiwan Cement Corp.	Chairman of YJ Int'l Corp. (JPR)  Chairman of Bluesky Co., Ltd. (JPR)  Chairman of Chia Sheng Construction Corp. (JPR)  Chairman of Tong Yang Chia Hsin Int'l Corp.  Director of Chia Pei Int'l Corp. (JPR)  Director of Chia Hsin Property Management & Development Corp. (JPR)  Director of Chia Hsin Business Consulting (Shanghai) Co., Ltd. (JPR)  Director of Shanghai Jia Huan Concrete Co., Ltd. (JPR)  Director of Shanghai Chia Hsin Ganghui Co., Ltd. (JPR)  Director of Chia Hsin Pacific Limited  Director of Effervesce Investment Pte Ltd  Director of Sparksview Pte Ltd  Director of Tong Yang Chia Hsin Marine Corp. (JPR)  Chairman of Taiwan Cement Manufacturers Association  Chairman of EPOCH Foundation  Vice Chairman of Chia Hsin Foundation	5,217,563 shares

Director: Tong Yang Chia Hsin Int'l Corp. Pan Howard Wei-Hao	USA	Master of EE and MBA, Massachusetts Institute of Technology	Director of Chia Hsin Cement Corp. Director of Cheng Yeh Chemical Works Ltd. (also President)	Director of Chia Hsin property Management & Development Corp, (JPR) Director of Bluesky Co., Ltd. (JPR) Director of Chia Sheng Construction Corp. (JPR) Director of Chia Hsin Pacific Limited Director of Effervesce Investment Pte Ltd Director of Sparksview Pte Ltd Director of Hao An Enterprise Co., Ltd. Director of Micro Tech Enterprise Co., Ltd. Vice Chairman of Chia Hsin Foundation Director of CFA Society of Taiwan	129,917,726 shares (Representative: 0 shares)
Director: Tong Yang Chia Hsin Int'l Corp. Alec Jun-Ci Chang	ROC	Bachelor of Hotel Management, New York University	Director of Chia Hsin Cement Corp.	Special Assistant to the Chairman, Chia Hsin Cement Corp. Director, Tong Yang Chia Hsin International Corp. (IR)	129,917,726 shares (Representative: 35,700 shares)
Director: Chen-Ching Chen	ROC	MBA, Stern School of Business of New York University	Special Assistant to CEO of Director of Chien Kuo Construction Co. Ltd.	Director of Chien Kuo Construction Co. Ltd Chairman of Chien Kuo Development Co., Ltd. Chairman of Chien Bang Construction Co., Ltd.	2,401,772 shares

In-dependent Director: Pao-Chu Lin	ROC	MBA, National Taiwan University BA, Accounting, National Taiwan University	Independent Director of Chia Hsin Cement Corp. Consultant, Chairman/ CEO's Office KPMG CPA, KPMG	Independent Director APCB Inc. Director of Grand World Compassion.	0 shares
In-dependent Director: Kevin Kuo-I Chen	ROC	LL.M, New York University School of Law LL.B, National Taiwan University College of Law	Independent Director of Chia Hsin Cement Corp. Vice President, National Taiwan Sport University	Vice President, National Taiwan Sport University Adjunct Professor, National Taiwan Sport University Adjunct Professor, University of Taipei Consultant, Chinese Taipei Olympic Committee	0 shares
In-dependent Director: Mei-Ling Chang	ROC	LL.M, University of Washington	Vice President of Standard Chartered Bank. Director of MediaTek Inc.	Independent Director of VisEra Technologies Company Limited.	0 shares



## Annex 5: List of Releasing Director Candidates from Non-Competition Restriction

Name	Other Positions
Jason K. L. Chang	Chairman, YJ Int'l Corp. (IR) Chairman, Bluesky Co., Ltd. (IR) Chairman, Chia Sheng Construction Corp. (IR) Chairman, Tong Yang Chia Hsin Int'l Corp. Director, Chia Pei Int'l Corp. (IR) Director, Chia Hsin Property Man-agement & Development Corp. (IR) Director, Chia Hsin Business Con-sulting (Shanghai) Co., Ltd. (IR) Chairman, Chia Hsin Green Electricity Corp. (IR) Director, Shanghai Jia Huan Concrete Co., Ltd. (IR) Director, Shanghai Chia Hsin Ganghui Co., Ltd. (IR) Director, Chia Hsin Pacific Ltd. Director, Effervesce Investment Ptd Ltd. Director, Sparksvie Ptd Ltd. Director, Tong Yang Chia Hsin Marine Corp. (IR) (also President) Director, Taiwan Cement Corp. (IR) Chairman, Taiwan Cement Manu-fac-turers' Association. Vice Chairman, EPOCH Foundation Chairman, Chia Hsin Foundation
JPR of Tong Yang Chia Hsin Int'l Corp. Pan Howard Wei-Hao	Director, Chia Hsin property Man-agement & Development Corp. (IR) Director, Bluesky Co., Ltd. (IR) Director, Chia Sheng Construction Corp. (IR) Director, Chia Hsin Pacific Ltd. Director, Effervesce Investment Pte Ltd. Director, Sparksvie Pte Ltd. Director, Cheng Yeh Chemical Works Ltd. (also President) Director, Hao An Enterprise Co., Ltd. (IR) Director, Micro Tech Enterprise Co., Ltd. Director, CFA Society of Taiwan Vice Chairman, Chia Hsin Founda-tion

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JPR of Tong Yang Chia Hsin Int'l Corp. Alec Jun-Ci Chang	Special Assistant to the Chairman, Chia Hsin Cement Corp. Director, Tong Yang Chia Hsin International Corp. (IR)
Chen-Ching Chen	Director of Chien Kuo Construction Co. Ltd Chairman of Chien Kuo Development Co., Ltd. Chairman of Chien Bang Construction Co., Ltd.
Pao-Chu Lin	Independent Director APCB Inc. Director of Grand World Compassion.
Kevin Kuo-I Chen	Vice President, National Taiwan Sport University Adjunct Professor, National Taiwan Sport University Adjunct Professor, University of Taipei Consultant, Chinese Taipei Olympic Committee
Mei-Ling Chang	Independent Director of VisEra Technologies Company Limited.

## Appendix 1:

# Chia Hsin Cement Corporation The Rules of Procedures for the Shareholders' Meeting

Amended by the resolution of  
the Annual General Meeting of  
Shareholders on June 14, 2022

1. The shareholders meeting of the Company shall be handled in accordance with these Rules of Procedures unless otherwise prescribed by other applicable laws and regulations and the Articles of Incorporation of the Company.

2. Attending shareholders and their proxies shall hand in a sign-in card in lieu of signing in.

The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence of electronically.

3. The attendance and the voting of the shareholders' meeting shall be calculated based on the number of shares.
4. The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. A shareholders' meeting may not begin earlier than 9:00 a.m. or later than 3:00 p.m.

The restrictions on the place of the meeting shall not apply when the Company convenes virtual shareholders' meeting.

5. For shareholders' meeting convened by the Board of Directors, the Chairman shall act as the chairperson of the meeting. In case the Chairman is on leave or unable to exercise his or her duty and power for any cause, the Vice Chairman of the Company shall act as the chairperson of the meeting. In case the Vice-Chairman is also on leave or unable to exercise his or her duty and power for any cause, the Chairman shall designate one director to act as the chairperson of the meeting. If no such designation is made, the directors of the

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Board shall elect one among themselves to act as the chairperson of the meeting.

Whereas for a shareholders' meeting convened by any other person having convening right, such person shall act as the chairperson of that meeting.

6. The Company may appoint its attorneys, certified public accountants or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

The supporting staff handling administrative affairs of a shareholders' meeting shall wear an identification badge or arm bands.

7. The entire audio or video recording of the proceedings of the shareholders' meeting shall be kept for at least one year.

Where a virtual shareholders' meeting is convened, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted & etc., and shall record continuously audio and video without interruption, the proceedings of the virtual meeting from beginning to end.

8. The chairperson of a shareholders' meeting shall call the meeting to order at the appointed meeting time, and report the relevant information on the number of having non-voting rights and the total number of attending shares.

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 one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, 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 that another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall, in compliance with Regulations Governing the Administration of Shareholder Services of Public Companies, re-register with the Company.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

9. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the Board of Directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting.

After the meeting is adjourned, shareholders shall not elect another chairperson and resume the meeting at the same or another venue.

10. The chairperson may announce a break based on time considerations during the course of a shareholders' meeting.
11. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his or her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairperson.

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A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairperson and the shareholder that has the floor; the chairperson shall stop any violation.

12. Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the speech of any shareholder violates the preceding paragraph or exceeds the scope of the agenda item, the chairperson may terminate the speech.

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the time chairperson declaring the meeting open until the chairperson declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The aforementioned rules do not apply to the preceding 2 paragraphs nor do they apply to Articles 11 and 13.

As long as questions so raised are in accordance with the preceding paragraph and not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

13. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person has appointed two or more representatives to attend the shareholders' meeting, only one representative may speak on the same proposal.

14. After the speech of a shareholder, the chairperson may respond in person or direct relevant personnel to respond.

15. The chairperson may announce the end of discussion of a proposal listed in the agenda and submit the proposal for voting if the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote, and schedule sufficient time for voting.
16. With respect to the voting of each proposal, monitoring personnel and counting personnel shall be designated by the chairperson. At the same time, the monitoring personnel shall be shareholders of the Company. The result of the voting shall be reported immediately and recorded into the minute.
17. When the Company convenes a shareholders' meeting, the shareholders shall exercise their voting power by way of electronic transmission and may exercise their voting power in writing. The method of exercising the voting power is prescribed in accordance with the Company Act and the relevant regulations of the competent authority.

Unless otherwise stipulated in the Company Act and the Articles of Incorporation of the Company, the proposal put to vote shall be approved by shareholders representing a majority of the total number of issued shares. If there is no objection after consultation by the chairman, it shall be deemed as passed, and its validity shall be the same as that of voting.
18. When there is an amendment or alternative to an original proposal, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected and no further voting shall be required.
19. During the meeting, if a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
20. Resolutions adopted at shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairperson and shall be distributed to all shareholders

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within twenty days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting may by way of electronic transmission.

The minutes of the shareholders' meeting as required in the preceding Paragraph may be distributed by way of a public announcement made through the Market Observation Post System (MOPS).

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the full name of chairperson, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights). The election of directors at the meeting shall be held in accordance with the applicable election rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes which they won as well as the names of those not elected as directors and the numbers of votes which they had. The meeting minutes shall be preserved for the duration of the existence of the Company.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chairperson's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

21. In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according



to the regulations, and this disclosure shall continue at least 15 minutes after the chairperson announced the meeting adjourned.

22. When the Company convenes a virtual shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.

23. In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

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During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.



24. When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.
25. The chairperson may direct the picketers (or security personnel) to help maintain order at the meeting place. When picketers or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Pickets."
26. The Rules and any amendment shall take effect after being approved at the shareholders' meeting.

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## Appendix 2:

### [English Translation, for reference only] Chia Hsin Cement Corporation Articles of Incorporation (Before Amendment)

Revised and approved at Annual General  
Meeting of Shareholders on June 14, 2022

#### Chapter One General Provisions

Article 1: The Company is incorporated as a company limited by shares under the provisions set forth in the Company Act in the full Chinese name of 嘉新水泥股份有限公司 and the full English name of Chia Hsin Cement Corporation (the “Company”).

Article 2: The lines of business of the Company shall include the following:

1. C901030 Cement Manufacturing
2. F111090 Wholesale of Building Materials
3. F211010 Retail Sale of Building Materials
4. B202010 Mining of Non-metallic
5. C901990 Other Non-Metallic Mineral Products  
Manufacturing
6. F115020 Wholesale of Ores
7. F215020 Retail Sale of Ores
8. B601010 Quarrying
9. C901040 Manufacture of Ready-mix Concrete
10. C901050 Cement and Concrete Products Manufacturing
11. H701010 Housing and Building Development and Rental
12. C601030 Paper Containers Manufacturing
13. C501030 Manufacture of Veneer Sheets
14. C501040 Manufacture of Wood-based Panels
15. C901060 Manufacture of Refractory Products
16. C901070 Cutting, Shaping and Finishing of Stone

- 17.CA02010 Manufacture of Metal Structure and Architectural Components
- 18.F401010 International Trade
- 19.F113010 Wholesale of Machinery
- 20.F213080 Retail Sale of Machinery and Tools
- 21.I101080 Industry and Mining Consulting
- 22.I103060 Management Consulting
- 23.H701020 Industrial Factory Development and Rental
- 24.G801010 Warehousing
- 25.G202010 Parking area Operators
- 26.H701040 Specific Area Development
- 27.H701050 Investment, Development and Construction in Public Construction
- 28.H701060 New Towns, New Community Development
- 29.H701070 Process Zone Expropriation and Urban Land Readjustment Agency
- 30.H701080 Urban Renewal Reconstruction
- 31.H701090 Urban Renewal Renovation or Maintenance
- 32.H703090 Real Estate Business
- 33.H703100 Real Estate Leasing
- 34.H703110 Senior Citizen Residence
- 35.J101010 Buildings Cleaning Service
- 36.J901020 Regular Hotel
- 37.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article 2-1: When the Company becomes a shareholder of limited liability in other companies, the total amount of its investments shall not apply to the restrictions on reinvestment quota as set forth in Article 13 of the Company Act.

Article 2-2: The Company may, as approved by the resolution of the Board of Directors, provide guarantee.

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Article 3: The Company is located in Taipei City. The Company may set up branch offices, representative office, business office and factories in Taiwan or abroad when necessary.

Article 4: (Deleted)

## **Chapter Two Shares**

Article 5: The total amount of the Company's authorized capital shall be fifteen billion New Taiwan Dollars (NTD 15,000,000,000) divided into 1.5 billion shares with a par value of ten New Taiwan Dollars (NTD 10) per share, shares to be issued in installments, as approved by the resolution of the Board of Directors depending on business and operational needs.

Article 5-1: The qualification requirements of employees entitled to receive the shares bought back by the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The qualification requirements of employees entitled to receive share subscription warrant of the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The qualification requirements of employees entitled to subscribe for the new shares issued by the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

The qualification requirements of employees entitled to subscribe for the restricted stock for employees issued by the Company include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

Article 6: The Company may issue shares without printing share certificates, but shall have the shares registered with a centralized securities depository enterprise.

Article 7: The shareholder services of the Company shall be conducted in accordance with the Company Act, the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority and applicable laws and regulations.

## Chapter Three Shareholders' Meeting

Article 8: The general meeting of shareholders shall be held once a year within six months after the close of each fiscal year, and the special meeting of shareholders will be held when necessary in accordance with the law.

A shareholders' meeting referred to in the preceding Paragraph shall, unless otherwise provided for in the Company Act, be convened by the Board of Directors.

In case the Company's shareholders' meeting is held, the Company may convene a visual communication meeting or by any other method announced by the competent authority.

Article 9: A notice to convene a general meeting of shareholders shall be given to each shareholder 30 days before the scheduled meeting date, 15 days before a special meeting of shareholders, which shall indicate the meeting date, location and the cause(s) or subject(s).

Article 10: A shareholder of the Company shall have one vote for each share held.

In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

The regulations governing the shareholders' attendance at a shareholders' meeting by proxy shall be in accordance with

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the Company Act and the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” promulgated by the competent authority as well as the applicable laws and regulations.

The shareholders of the Company may exercise their voting power in writing or by way of electronic transmission in a shareholders’ meeting. The method of exercising their voting power shall be in accordance with the Company Act and the applicable regulations of the competent authority.

Unless otherwise provided for under the Company Act and applicable laws and regulations, resolutions at a shareholders’ meeting shall be adopted by a major vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 11: For a shareholders’ meeting convened by the Board of Directors, the Chairman shall act as the chairperson of the meeting. In case the Chairman is on leave or unable to exercise his or her duty and power for any cause, the Chairman shall designate Vice Chairman to act as the chairperson for the meeting, in case the Vice Chairman is on leave or unable to exercise his or her duty and power of any cause, the Chairman shall designate one director to act as the chairperson for the meeting; if no such designation is made, the directors of the Board shall elect one among themselves; whereas for a shareholders’ meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

#### **Chapter Four Directors, Board of Directors, Functional Committees, Managerial Officers and Officers**

Article 12: The Company shall have seven to nine directors, the number of directors submitted to the Board of Directors for discussion and approval, who shall be elected by shareholders’ meeting



through a candidate nomination system from the list of nominees.

The number of directors as set forth in the preceding Paragraph, the number of independent directors shall not be less than three and shall not be less than one-third of the seats in the Board of Directors.

The independent directors who shall be elected by shareholders' meeting through a candidate nomination system from the list of nominees. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall be conducted in accordance with applicable regulations promulgated by the Security Authority.

In order to achieve the Company's operation requirement and needs of business developments, the composition of the board of directors shall be more diversified. It should include but not limited to the following two standards:

1. Basic conditions and values: gender, age, nationality and culture, etc. There should be at least one female director serving on the Board.
2. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc.

The total number of shares owned by all directors shall be in compliance with the rules promulgated by the Securities Bureau.

Article 13: A director shall be elected for a term of three years and may be re-elected for consecutive terms.

The Company may purchase liability insurance for the directors during their term of office to cover the indemnity which may arise from within the scope of their business duty and responsibilities in accordance with laws.

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Article 14: The Board of Directors is organized by directors. The duty and power of the Board of Directors are specified as below:

1. To decide the Company's business plan.
2. To formulate and amend the content of the Articles of Incorporation and important contracts.
3. To decide the managerial officers and to approve the number of personnel in each department.
4. To establish, remove or adjust branch offices, representative office, business office and factories.
5. To review the Company's budgetary plan and financial statement.
6. To decide other important matters.
7. The Board of Directors of the Company may set up various functional committees with their organizational charters be separately formulated in accordance with applicable laws and regulations and the Company's guidelines, be approved by the Board of Directors

Article 15: The Chairman and Vice Chairman of the Board of Directors shall be elected from among the attending directors of the Board of Directors in accordance with applicable laws.

Article 16: The Chairman shall represent the Company and preside over important affairs.

Article 17: Unless otherwise provided for under the Company Act, a meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors.

Unless otherwise provided for under the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

A director, when unavailable to attend the meeting in person, may issue a proxy with respect to the subject of the meeting to authorize another director to attend the meeting on his or her behalf. Nevertheless, a director is limited to receive such authorization from only one other director each time.

The convention of a meeting of the Board of Directors may be sent in writing or via email or fax.

Article 18: The Company shall set up the Audit Committee composed all of independent directors in accordance with the Article 14-4 of the Securities and Exchange Act. The exercising of power and other matters for compliance by the Audit Committee shall be in accordance with the Company Act, the Securities and Exchange Act and other applicable laws and regulations. In accordance with Article 14-6 of the Securities and Exchange Act, the Company has established a Remuneration Committee, of which more than half of the members are independent directors. Exercising of powers and other rules to be complied by the Remuneration Committee shall be governed by the Company Law, the Securities and Exchange Law and relevant laws and regulations.

In order to practice corporate social responsibility, promote economic, environmental and social progress, and achieve the goal of sustainable development, the company has established the Sustainable Development Committee, of which more than half of the members are independent directors.

Article 19: The Company shall appoint one General Manager whose appointment, discharge and remuneration shall be conducted in accordance with Article 29 of the Company Act and to preside over all the business of the Company under the direction of the Board of Directors.

Article 20: The Company shall appoint a multiple number of Vice General Manager whose appointment, discharge and remuneration shall be conducted in accordance with the Article 29 of the Company Act and to assist the general manager to manage the Company.

Article 21: (Deleted)

Article 21-1: The Company shall establish an Auditing Office and appoint one Manager whose employment shall be approved by a

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majority of the directors at a meeting attended by a majority of the directors.

Article 22: (Deleted)

Article 23: (Deleted)

Article 24: The remuneration of directors shall be determined by authorizing the Board of Directors based on the extent of their participation in the Company's operation and their contribution, at the same time with reference to the general level in the industry in accordance with applicable laws and regulations. The remuneration of officers shall be proposed by the General Manager and submitted to the Board of Directors for discussion and approval.

## **Chapter Five Financial statements**

Article 25: After the close of each fiscal year of the Company, the Board of Directors shall provide and submit the following reports to the annual general meeting of shareholders for acceptance:

1. Business Report;
2. Financial Statements; and
3. Surplus earning distribution or loss off-setting proposals.

Article 26: The Company, if profitable in the year, shall set aside from 0.01% to 3% of the profit as compensation for the employees and no higher than 3% as compensation for the directors. However, the Company, when accumulated losses remain on the account, shall reserve a portion of its earnings to offset the losses first, then reserve the aforementioned compensation. Employees' compensation may be in the form of cash or stock, which may be paid to employees of parents or subsidiaries of the Company meeting certain specific requirements; the directors' compensation to be paid in cash only.

The distribution with respect to the employees' compensation and the directors' compensation shall be adopted by a majority vote at a meeting of Board of Directors attended by two thirds of the total number of directors; and

in addition thereto a report of such distribution shall be reported to the shareholders' meeting.

When the Company makes the financial statement to obtain after-tax surplus earnings in a fiscal year, it shall make up its accumulated losses, set aside a sum as legal reserve, set aside or reverse a special reserve in accordance with the laws and regulations. The then remaining amount together with adjusted amount of current undistributed earnings shall be used as the current distributable surplus earnings. After adding the beginning undistributed earnings, the Board of Directors shall draw up a surplus earning distribution proposal in accordance with the dividend policy under Paragraph 4 and Paragraph 5 of this Article to be resolved in the shareholders' meeting.

In consideration of the future capital budget plan and capital needs, the Company adopts a residual dividend policy which an appropriate amount may be reserved; if there are remainders after the reserve, then the Company will distribute the dividends to shareholders.

For the distribution of shareholders' dividends, cash dividends shall be more than 10% of total dividends distributed in the current year, the remainders will be in stock dividends.

Article 26-1: The Company may distribute the reserve as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash in accordance with the Company Act.

### **Chapter Six Supplementary Provisions**

Article 27: The Company's internal organizational charter and operational procedures shall be additionally set up.

Article 28: With regard to the matters not provided for in these Articles of Incorporations, the Company Act and other applicable laws and regulations shall govern.

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Article 29: These Articles of Incorporation were enacted on November 8, 1954, and amended on February 6, 1957 for the 1st time; amended on February 23, 1959 for the 2nd time; amended on May 4, 1961 for the 3rd time; amended on April 28, 1962 for the 4th time; amended on March 19, 1967 for the 5th time; amended on April 5, 1968 for the 6th time; amended on June 25, 1969 for the 7th time; amended on April 25, 1971 for the 8th time; amended on April 28, 1973 for the 9th time; amended on May 18, 1974 for the 10th time; amended on April 26, 1975 for the 11th time; amended on April 24, 1976 for the 12th time; amended on April 30, 1977 for the 13th time; amended on April 22, 1978 for the 14th time; amended on April 21, 1979 for the 15th time; amended on April 26, 1980 for the 16th time; amended on May 2, 1981 for the 17th time; amended on May 15, 1982 for the 18th time; amended on May 28, 1983 for the 19th time; amended on May 19, 1984 for the 20th time; amended on May 11, 1985 for the 21st time; amended on April 16, 1986 for the 22nd time; amended on April 9, 1987 for the 23rd time; amended on April 29, 1988 for the 24th time; amended on May 5, 1989 for the 25th time; amended on July 29, 1989 for the 26th time; amended on April 17, 1991 for the 27th time; amended on April 30, 1992 for the 28th time; amended on April 22, 1993 for the 29th time;

amended on April 8, 1994 for the 30th time;  
amended on April 20, 1995 for the 31st time;  
amended on May 11, 1996 for the 32nd time;  
amended on May 8, 1997 for the 33rd time;  
amended on May 19, 1998 for the 34th time;  
amended on June 7, 1999 for the 35th time;  
amended on May 24, 2000 for the 36th time;  
amended on May 31, 2001 for the 37th time;  
amended on May 29, 2002 for the 38th time;  
amended on June 5, 2003 for the 39th time;  
amended on June 10, 2005 for the 40th time;  
amended on June 9, 2006 for the 41st time;  
amended on June 13, 2008 for the 42nd time;  
amended on June 18, 2010 for the 43rd time;  
amended on June 9, 2011 for the 44th time;  
amended on June 13, 2012 for the 45th time;  
amended on June 19, 2013 for the 46th time;  
amended on June 18, 2015 for the 47th time;  
amended on June 27, 2016 for the 48th time;  
amended on June 21, 2019 for the 49th time; amended on  
June 14, 2022 for the 50th time, amendments will be effective  
after approval.

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## Appendix 3:

### Rules for Election of Directors

Amendment approved by the General  
Shareholder's Meeting on 2021.08.18

#### Articles 1

Unless otherwise provided in the Company Law or the Articles of Incorporation of this Company, the directors of this company shall be elected in accordance with the rules specified herein.

#### Article 2

Election of directors of this Company shall be held at the shareholders' meeting.

#### Article 3

In the election of directors, the names of voters may be representative by shareholders' numbers.

#### Article 4

In the election of directors of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. 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 shall be calculated separately.

This Company's independent directors shall be elected by adopting the candidate nomination system in compliance with related regulation specified by the Company Law.

#### 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 the same number of ballots as the number of directors to be elected and the number of voting rights associated with each ballot shall be specified on the ballots.

#### **Article 7**

In the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots.

#### **Article 8**

The ballot box used for voting shall be prepared by the Board of Directors and be publicly checked by the vote monitoring personnel before voting commences.

#### **Article 9**

Voters shall fill in the candidate's name or shareholder's name on the ballot.

The shareholder may use a seal in lieu of a signature when filling in the candidate's name or shareholder's name as required in the preceding Paragraph.

#### **Article 10**

A ballot is invalid under any of the following circumstances:

- (1) The ballot was not prepared by a person with the right to convene;
- (2) Blank ballots not completed by the voter;
- (3) Illegible wording;
- (4) The candidate whose name is entered in the ballot does not conform to the director candidate list;

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- (5) Other words or marks are entered in addition to the name or shareholder's name of the candidate, and the number of votes cast for the candidate;
  - (6) (Deleted)
  - (7) (Deleted)
  - (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**

After the vote casting, the ballot box shall be opened in public by the persons appointed to check the votes.

#### **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. as well as the list of those not elected as directors and the numbers of votes obtained.

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**

This Company shall issue notifications to the directors elected.

#### **Article 15**

These Rules and any revisions thereof shall become effective after approval at the shareholders' meeting.

## Appendix 4: Shareholdings of All Directors

### Chia Hsin Cement Corporation Directors' Shareholding Status

Base date: March 18, 2025

Position title	Name and representative	Appointed Period	Number of shares held at the time of appointment		Number of shares currently held	
			Number of shares	As a percentage (%) to then issued shares	Number of shares	As a percentage (%) to then issued shares
Chairman	Chang Kang-Lung	2022.06.14~2025.06.13	4,808,396	0.62	5,217,563	0.66
Independent Director	Robert K. Su	2022.06.14~2025.06.13	0	0	0	0
Independent Director	Pao-Chu Lin	2022.06.14~2025.06.13	0	0	0	0
Independent Director	Kevin Kuo-I Chen	2022.06.14~2025.06.13	0	0	0	0
Director	Chi-Te Chen	2022.06.14~2025.06.13	692,955	0.09	706,814	0.09
Director	Pan Howard Wei-Hao (Representative of Tong Yang Chia Hsin International Corp.)	2022.06.14~2025.06.13	127,370,320	16.44	129,917,726	16.44
			(Representative:0)		(Representative:0)	
Director	Alec Jun-Ci Chang (Representative of Tong Yang Chia Hsin International Corp.)	2022.06.14~2025.06.13	127,370,320	16.44	129,917,726	16.44
			(Representative:0)		(Representative:35,700)	

Note: 1. Actual Paid-in capital on March 18, 2025: NTD 7,902,474,590, (790,247,459 shares).

2. The minimum shares required to be held by the entire body of directors of the Corporation shall not be lower than 25,287,918 shares (3.2%).

As of March 18, 2025, the numbers of shares held by the entire body of directors were 135,842,103 shares (17.19%).

As of March 18, 2025, the numbers of shares held by the entire body of independent directors were 0 share. (In accordance with Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies": The shareholdings of independent directors elected by a public company shall not be counted in the total referred to in the preceding paragraph; if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 20 percent.)

3. The shares required to be held by the entire body of directors is in accordance with the requirements set forth in "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public.
4. I-Cheng Liu, the former corporate representative director of Tong Yang Chia Hsin International Corporation, resigned on July 9, 2024, and was replaced by Alec Jun-Ci Chang as the new director on the same day.

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## **Appendix 5:**

### **Other matters:**

Handling of shareholders' proposals to be discussed at the 2025 Annual General Meeting is described as follows:

In accordance Article 172-1 of the Company Act, Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal and the number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words.

The proposing period is from February 28 to March 10, 2025 and the information is posted on Market Observation Post System in accordance with relevant laws.

As of March 10, 2025, the Company has not received any shareholder's proposal for discussion.

## MEMO

