

HSING TA CEMENT CO., LTD.

Category		Board of Directors Performance Evaluation or Peer Evaluation Procedures			Formulated by	Board of Directors	Docum ent No.	H O A C 0 2 1	
Procedures					Date of Issuance	March 14, 2023	Page	1 / 4	
Version	Revision			Description of Revision	Drafted by	Reviewed by	Approved by	Date	
	Revision No.	Page	Article(s)						
A				Newly enacted	Regulation Formulatio n Taskforce	Yang, Chih-Hsiun g	Board of Directors	March 31, 2020	
A	1	2/4 3/4	All	Amended in accordance with Paragraph 4, Article 37 of the <i>Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies</i> . Revised the Company's “Board of Directors Performance Evaluation or Peer Evaluation Procedures” and added Appendix 3, requiring regular internal performance evaluations of functional committees to enhance their operational effectiveness.	Finance & Accounting Department	Yang, Ta-Kuan	Board of Directors	March 14, 2023	

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Article 1 (Purpose and Basis)

To implement sound corporate governance, enhance the effectiveness of the Board of Directors, and establish performance goals to strengthen its operational efficiency, these Procedures are formulated in accordance with Article 37 of the *Corporate Governance Best-Practice Principles for TWSE/TPEx Listed Companies* for compliance.

The Company shall, with reference to these Procedures and relevant regulations, establish its own *Board Performance Evaluation Procedures* and may adopt appropriate assessment methods for different evaluation subjects.

Article 2 (Compliance Requirements)

The Board Performance Evaluation Procedures of the Company, including the evaluation cycle, evaluation period, scope and method, implementing units, evaluation procedures, and other matters for compliance, shall be conducted in accordance with these Procedures.

Each functional committee's charter shall include provisions requiring an internal performance evaluation of the committee to be conducted at least once annually.

Article 3 (Evaluation Cycle and Period)

The Board of Directors of the Company shall conduct an internal performance evaluation annually in accordance with the evaluation procedures and indicators set forth in Articles 6 and 8.

When necessary, the performance evaluation of the Board may be conducted by an external professional and independent organization or a team of external experts and scholars.

The results of the Board performance evaluation shall be completed before the end of the first quarter of the following fiscal year.

Article 4 (Scope and Methods of Evaluation)

The scope of the Board performance evaluation shall include assessments of both the overall Board of Directors and individual board members.

The methods of evaluation may include internal self-assessment by the Board, self-assessment by individual directors, peer evaluation, engagement of external professional institutions or experts, or other appropriate evaluation methods.

Article 5 (Implementing Units for Evaluation)

The unit responsible for conducting the internal performance evaluation of the Board shall have a thorough understanding of the operations of the evaluated unit and shall maintain fairness, objectivity, and independence. As the operation of each functional committee may differ, the Company may, based on its departmental organization, assign different units to conduct performance evaluations of the respective functional committees. Such executing units shall be fair, objective, and independent, and shall not have any direct interest in the operations of the evaluated units.

Article 6 (Evaluation Procedures)

The Board performance evaluation procedures of the Company are as follows:

1. Identify the evaluation units, period, and scope for the year (e.g., the overall Board, individual board members, etc.).
2. Determine the evaluation method (e.g., internal self-evaluation by the Board, self-evaluation or peer evaluation by directors, or engagement of external professional institutions or experts).
3. Select an appropriate unit to conduct the evaluation.

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4. Each executing unit shall collect relevant information on board activities and distribute the appropriate self-evaluation questionnaires, including *Appendix 1 – Board of Directors Performance Self-Evaluation Questionnaire*, *Appendix 2 – Director (Self or Peer) Performance Evaluation Questionnaire*, *or Appendix 3 – Functional Committee Performance Evaluation Questionnaire*. After the coordinating unit has compiled and collected all responses, it shall prepare an evaluation results report based on the scoring criteria set forth in Article 8 and submit the report to the Board of Directors for review and improvement.

Article 7 (External Professional Institutions or Experts)

The external evaluation institution or team of external experts and scholars engaged by the Company to conduct the Board performance evaluation shall meet the following requirements:

1. The external institution or team of experts and scholars shall possess professional expertise and independence.
2. The external institution shall primarily be an organization or management consulting firm engaged in providing services related to board education and training or corporate governance enhancement.
3. The external team of experts and scholars shall comprise at least three professionals or academics in the field of board management or corporate governance, who shall evaluate the implementation of the Company's board performance assessment and prepare an external evaluation analysis report.

Article 8 (Evaluation Indicators and Scoring Standards)

In establishing the performance evaluation indicators for the Board of Directors, the Company shall consider its circumstances and needs, and the indicators shall include, at a minimum, the following five dimensions:

1. Degree of participation in the Company's operations.
2. Improvement of the quality of board decision-making.
3. Composition and structure of the Board of Directors.
4. Election and continuing education of directors.
5. Internal control.

The performance evaluation indicators for directors (self or peer evaluation) shall include, at a minimum, the following six dimensions:

1. Understanding of the Company's goals and missions.
2. Awareness of directors' duties.
3. Degree of participation in the Company's operations.
4. Management and communication of internal relationships.
5. Professional competence and continuing education of directors.
6. Internal control.

The performance evaluation indicators for functional committees shall include, at a minimum, the following five dimensions:

1. Degree of participation in the Company's operations.
2. Understanding of the duties of the functional committee.
3. Enhancement of the quality of the committee's decision-making.
4. Composition of the functional committee and selection of its members.
5. Internal control.

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The indicators for evaluating the performance of the Board of Directors shall be established in accordance with the Company’s operations and needs, to ensure suitability for performance evaluation. The Compensation Committee shall periodically review the indicators and provide recommendations. The scoring standards may be revised and adjusted according to the Company’s requirements and may adopt weighted scoring for different evaluation dimensions.					
Article 9 (Application of Evaluation Results) The results of the Board performance evaluation shall serve as a reference for the selection or nomination of directors, and the results of the individual directors’ evaluations shall serve as a reference for determining their respective remuneration.					
Article 10 (Disclosure in the Annual Report) The Company is advised to disclose in its annual report whether it has established Board Performance Evaluation Procedures, the implementation status of such evaluations for each year, and an explanation of the evaluation methods. If the Company commissions an external institution or expert to conduct the Board performance evaluation, the annual report shall disclose the name and qualifications of the external institution or expert, and state whether any business relationship exists with the Company and whether independence is maintained.					
Article 11 (Means of Disclosure) The Company’s Performance Evaluation Procedures shall be fully disclosed on the Market Observation Post System (MOPS) and the Company’s official website for public reference.					
Article 12 (Implementation) These Procedures shall take effect upon approval by the Board of Directors, and the same shall apply to any subsequent amendments.					