HSING TA CEMENT CO., LTD.

Category	Board of Directors Meeting Rules	Formulated by	Board of Directors	Document No.	HOAC008
Chapter		Date of Issuance	March 13, 2025	Page	1／8

Version	Revision			Description of Revision	Drafted by	Reviewed by	Approved by	Date
	Revision No.	Page	Article(s)					
A				Newly enacted	Regulation Formulation Taskforce	Yang, Chung-Hsiung Wu, Lien-Fu	Board of Directors	Feb. 16, 2004
A	1	2/4 3/4	Article 1 Article 4 Article 5 Article 7 Article 10	Amended in accordance with the revised procedural standards; the drafting department changed to the Accounting Department. Deleted provision requiring participants of video conferences to fax sign-in cards. Revised rules on meeting conveners. Added Article 10 on audio/video recording of board meetings for record purposes; subsequent articles renumbered accordingly.	Regulation Formulation Taskforce	Yang, Chung-Hsiung Wu, Lien-Fu	Board of Directors	Nov. 30, 2006
A	2	All	All	Comprehensive amendment to all articles in accordance with the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies.”	Regulation Formulation Taskforce	Yang, Chung-Hsiung Wu, Lien-Fu	Board of Directors	Oct. 23, 2007
A	3	2/5 3/5 4/5 5/5	Article 5 Article 7 Article 8 Article 9 Article 12 Article 13 Article 14 Article 16 Article 18	Revised pursuant to FSC Letter No. 0960074345.	Regulation Formulation Taskforce	Yang, Chung-Hsiung Wu, Lien-Fu	Board of Directors	March 14, 2008
A	4	2/6 3/6	Article 5 Article 8	Amended names of responsible departments to reflect organizational restructuring. Revised delegated authorities per competent-authority requirements. (Total number of pages adjusted accordingly.)	Regulation Formulation Taskforce	Yang, Te-Hsiung	Board of Directors	Aug. 20, 2010
A	5	2/6 3/6 4/6 5/6 6/6	Article 3 Article 7 Article 11 Article 16 Article 17	Revised pursuant to FSC Letter No. 1010034136.	Regulation Formulation Taskforce	Yang, Te-Hsiung	Board of Directors	Dec. 20, 2012
A	6	All	Article 5 Article 7 Article 17 Article 19	Amended to reflect organizational restructuring. Added provisions regarding independent directors pursuant to FSC Letter No. 1020053112. Deleted semi-annual financial reports and replaced with quarterly financial reports. Revised Article 19 based on the Taiwan Stock Exchange reference example “Board of Directors Meeting Procedures.”	Regulation Formulation Taskforce	Yang, Te-Hsiung	Board of Directors	March 23, 2015

A	7	3/6 4/6	Article 7	Revised pursuant to FSC Letter No. 1060027112: (1) In light of Article 14-5 of the Securities and Exchange Act, added "assessment of the effectiveness of the internal control system" as a major matter to be discussed by the Board. (2) Clarified the authority of independent directors and strengthened their participation in Board operations.	Regulation Formulation Taskforce	Yang, Chung-Hsiung	Board of Directors	Nov. 14, 2017

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A	8	All	Article 3 Article 11 Article 17 Article 18	Revised pursuant to FSC Letter No. 10200531121 to establish an Audit Committee replacing the functions of supervisors; amended related wording accordingly.	Regulation Formulation Taskforce	Yang, Chung-Hsiung	Board of Directors	107.05.09
A	9	3/8	Article 5	Amended to reflect the Company's organizational restructuring, merging the Accounting Department and the Finance Department into the Finance & Accounting Department.	Regulation Formulation Taskforce	Yang, Chung-Hsiung	Board of Directors	108.05.15
A	10	4/8	Article 7	Amended in accordance with the June 21, 2019 amendment to Articles 14-5 and 36 of the Securities and Exchange Act.	Finance & Accounting Department	Yang, Chung-Hsiung	Board of Directors	108.11.08
A	11	5/8 7/8	Article 10 Article 16	Revised pursuant to FSC Letter No. 1080361934.	Finance & Accounting Department	Yang, Chung-Hsiung	Board of Directors	109.03.31
A	12	3/8 4/8	Article 3 Article 7	Revised pursuant to FSC Letter No. 1110383263, amending the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies," and accordingly revising Articles 3 and 7 of the Company's "Board of Directors Meeting Rules."	Finance & Accounting Department	Yang, Chung-Hsiung	Board of Directors	111.11.11
A	13	5/8 6/8	Article 12 Article 13	Revised pursuant to FSC Letter No. 1120383996, amending the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies," and accordingly revising Articles 12 and 13 of the Company's "Board of Directors Meeting Rules."	Finance & Accounting Department	Yang, Chung-Hsiung	Board of Directors	113.03.13

A	14	5/8 6/8	Article 12 Article 13	Revised pursuant to Taiwan Stock Exchange Letter No. 113001565210. (This version is identical to the revision dated Mar. 13, 2024. As FSC Letter No. 1120383996 involved textual amendments and TWSE Letter No. 1130348897 concerned procedural revisions in August 2024, resulting in overlapping amendments, this explanation is hereby provided.)	Finance & Accounting Department	Yang, Chung-Hsiung	Board of Directors	March 13, 2025

Article 1：(Basis)

These Rules are established in accordance with the *Regulations Governing Procedure for Board of Directors Meetings of Public Companies* to serve as the basis for the proceedings of the Board of Directors of the Company.

Article 2： (Scope of Application)

The procedural rules for meetings of the Board of Directors of the Company, including major agenda items, operational procedures, matters to be recorded in the minutes, public announcements, and other matters requiring compliance, shall be handled in accordance with these Rules, except as otherwise provided by laws, regulations, or the Articles of Incorporation.

Article 3： (Convocation of Meetings)

The Board of Directors of the Company shall convene at least once every quarter.

Notices of meetings shall specify the purpose of the meeting and be delivered to all directors at least seven (7) days prior to the meeting; however, this requirement shall not apply in cases of emergency.

Upon the consent of the recipients, the notice referred to in the preceding paragraph may be given by electronic means.

Matters specified in Article 7 of these Rules shall be expressly listed in the meeting notice and may not be raised by way of ad hoc motions.

Article 4： (Venue and Time of Meetings)

Meetings of the Board of Directors shall be held at the Company's place of business during working hours, or at such other appropriate time and place as is convenient for the directors' attendance and suitable for holding board meetings.

Article 5：(Secretariat and Meeting Notice)

The Finance & Accounting Department shall be designated as the administrative unit responsible for board meeting affairs.

The administrative unit shall be responsible for preparing meeting agendas, issuing meeting notices, keeping minutes, and handling other matters related to the convening of board meetings. Adequate meeting materials shall be provided and distributed together with the meeting notice.

If any director considers the meeting materials to be insufficient, he or she may request supplementary information from the administrative unit. Should any director deem the proposal information inadequate, deliberation of the proposal may be postponed upon a resolution of the Board.

Article 6：(Agenda of Meetings)

The agenda and matters to be discussed at regular meetings of the Board of Directors shall include, at a minimum, the following items:

1. Matters for Report:
   (1) Minutes of the previous meeting and the status of implementation thereof.
   (2) Important financial and business reports.
   (3) Internal audit reports.
   (4) Other significant reports.
2. Matters for Discussion
   (1) Discussion items carried over from the previous meeting.
   (2) Discussion items for the current meeting.
3. Ad hoc motions.

Article 7：（Matters Requiring Discussion by the Board of Directors）

The following matters shall be submitted to the Board of Directors of the Company for discussion and may not be delegated to others for execution:

1. The Company's business plan.
2. Annual financial reports signed or sealed by the Chairman, managerial officers, and accounting officer, and the second quarter financial reports that are required to be audited and attested by a certified public accountant.
3. Adoption or amendment of internal control systems and assessment of the effectiveness of such systems in accordance with the Securities and Exchange Act.
4. Adoption or amendment of procedures for significant financial and business acts such as acquisition or disposal of assets, derivative transactions, lending of funds to others, endorsements, or guarantees for others, as required by the Securities and Exchange Act.
5. Raising, issuance, or private placement of equity-type securities.
6. Election or dismissal of the Chairman.
7. Appointment or dismissal of the chief officers of finance, accounting, or internal audit.
8. Donations to related parties or major donations to non-related parties. However, donations for emergency disaster relief due to major natural disasters of a public welfare nature may be submitted to the next board meeting for ratification.
9. Other significant matters that shall be resolved by the Board of Directors or the shareholders' meeting pursuant to the Securities and Exchange Act, other laws, the Articles of Incorporation, or as required by the competent authority.

The term "related party" as referred to in Item 8 above means the related party as defined under the *Regulations Governing the Preparation of Financial Reports by Securities Issuers.*
The term "major donation to a non-related party" refers to any single donation, or cumulative donations to the same recipient within one year, amounting to NT$100 million or more, or reaching 1% of the Company's net operating revenue or 5% of paid-in capital as stated in the most recent financial report audited and attested by a CPA.

The term "within one year" refers to a period calculated retroactively for one year from the date of the current board meeting; portions already approved by the Board of Directors are excluded from the calculation.

At least one independent director shall personally attend meetings of the Board of Directors. For matters required to be submitted to the Board for resolution under Paragraph 1, all independent directors shall attend. If an independent director is unable to attend in person, he or she shall appoint another independent director to attend as proxy.
If any independent director objects to or expresses a reservation on any matter, such opinion shall be recorded in the minutes of the Board meeting. If the independent director cannot attend in person to express such objection or reservation, he or she shall, except for good cause, submit a written opinion in advance, which shall be recorded in the meeting minutes.

Article 7:（Delegation of Authority）

Except for the matters required to be submitted to the Board of Directors for discussion as prescribed in the preceding Article, during the recess of the Board, the Chairman may, in accordance with applicable laws, regulations, and the Articles of Incorporation, be authorized by the Board to exercise its powers. The scope of such authorization shall include the following:

1. Evaluating the Company's internal control system.
2. Implementing resolutions of the Board of Directors.
3. Reviewing and supervising the implementation of business plans.

4. Reviewing the establishment, amendment, or abolition of business-related regulations.
5. Reviewing the establishment, amendment, or termination of business-related contracts.
6. Matters authorized by the Board and approved by the Chairman in accordance with the Company's internal regulations.

Article 9：(Sign-in, Attendance, and Proxy)

A sign-in book shall be provided for attending directors to sign upon arrival at a meeting of the Board of Directors, which shall be retained for reference.

Directors shall personally attend board meetings. If unable to attend in person, a director may appoint another director to attend as proxy in accordance with the Company's Articles of Incorporation. Attendance by video conference shall be deemed as attendance in person.

When a director appoints another director to act as proxy at a board meeting, a written proxy shall be issued for each specific meeting, specifying the scope of authorization with respect to the matters on the meeting agenda.

A proxy may accept the appointment of one (1) director only.

Article 10: (Convener, Chairperson, and Acting Chairperson)

Meetings of the Board of Directors shall be convened and chaired by the Chairman. However, the first meeting of each new term of the Board shall be convened and chaired by the director who received the highest number of votes representing shareholders' voting rights at the shareholders' meeting. If two or more directors receive an equal number of votes, one among them shall be elected by and from among the group to serve as the convener and chairperson.

If the Chairman is on leave or unable to exercise his or her duties, he or she shall designate another director to act on his or her behalf. In the absence of such designation, one director shall be elected by and from among the directors to act as proxy chairperson.

Article 11: (Attendance by Non-Directors)

When convening meetings of the Board of Directors, the Company may, depending on the agenda items, notify personnel from relevant departments or subsidiaries to attend and report on the current business status or answer inquiries raised by the directors, so as to assist the Board in making informed decisions. When necessary, the Company may also invite certified public accountants, attorneys, or other professionals to attend and provide explanations. Such non-directors shall withdraw from the meeting during deliberations and voting.

Article 12：(Commencement or Postponement of Meetings)

If, at the scheduled meeting time, fewer than one-half of all directors are present, the chairperson may announce a postponement of the meeting on the same day, provided that such postponement may not exceed two times. If the quorum is still not met after two postponements, the chairperson may reconvene the meeting in accordance with the procedures set forth in these Rules.

The term "all directors" as referred to in the preceding paragraph shall mean those actually holding office.

Article 13：(Conduct, Suspension, Adjournment, and Speaking Procedures)

Meetings of the Board of Directors shall proceed in accordance with the agenda set forth in the meeting notice. However, the agenda may be altered with the consent of a majority of the directors present.

Without the consent of a majority of the directors present, the chairperson shall not declare the meeting adjourned.

During the proceedings of the Board meeting, if the number of directors in attendance falls below a majority of those present, upon the proposal of any attending director, the chairperson shall declare the meeting suspended, applying mutatis mutandis Paragraph 1 of the preceding Article.

If, during the course of a meeting, the chairperson is unable to preside or fails to declare adjournment pursuant to the preceding paragraph, the selection of an acting chairperson shall be governed by Paragraph 2 of Article 10.

After a director has spoken, the chairperson may personally respond, appoint relevant personnel to provide replies, or request the attending professionals to furnish necessary information.

Where a director repeatedly speaks on the same proposal or digresses from the topic, thereby affecting other directors' opportunity to speak or obstructing the meeting's progress, the chairperson may stop such director from further speaking.

Article 14：(Voting and Ballot Supervision)

When the chairperson deems that a proposal under discussion has been sufficiently deliberated, he or she may announce the conclusion of discussion and submit the matter for voting. If, upon inquiry by the chairperson, none of the directors present objects to a proposal, the proposal shall be deemed approved and shall carry the same effect as if it were passed by vote.

The term "all directors present" as used in the preceding two paragraphs excludes any director prohibited from exercising voting rights under Paragraph 1 of Article 16.

The method of voting on board proposals shall be determined by the chairperson from among the following methods; however, if any attending director objects, the voting method shall be determined by a majority vote from among the following:

1. Voting by show of hands.
2. Roll-call voting.
3. Ballot voting.
4. Other voting methods adopted by the Board.

When a proposal has both an amendment and an alternative version, the chairperson shall determine the order of voting for all related proposals. Once one of them has been approved, the others shall be deemed rejected and shall not be voted upon again.

If ballot and vote-counting personnel are required for the voting process, they shall be appointed on the spot by the chairperson; however, vote supervisors must be directors.

Article 15: (Resolutions)

Resolutions of the Board of Directors, unless otherwise provided in the Company Act, the Securities and Exchange Act, or the Company's Articles of Incorporation, shall require the presence of a majority of all directors and the approval of a majority of the directors present.

Article 16：(Recusal of Directors Due to Conflict of Interest)

If a director has a personal interest or represents a juristic person that has an interest in a matter under discussion, the director shall explain the essential aspects of such interest at that board meeting. Where the matter may be detrimental to the interests of the Company, the director shall neither participate in discussion or voting on the matter nor exercise voting rights on behalf of any other director.

Resolutions of the Board of Directors shall not be counted in the voting rights of directors prohibited from exercising voting rights under the preceding paragraph, and such directors shall not be included in the calculation of the number of voting rights of directors present, in accordance with the Company Act.

Article 17: (Minutes and Matters for Record and Reporting)

Proceedings of the Board of Directors shall be recorded in minutes, which shall faithfully state the following:

1. The term (or year), and the date, time, and venue of the meeting.
2. The name of the chairperson.
3. The attendance status of directors, including the names and numbers of those present, on leave, or absent
4. The names and titles of attendees who are not directors.
5. The name of the minute taker.
6. Matters for report.
7. Matters for discussion: the voting method and results of each proposal; summaries of the statements made by directors, experts, and other participants; the names of directors having a conflict of interest under Paragraph 1, Article 16; explanations of the material aspects of the interests involved; the reasons for recusal or non-recusal; the recusal status; any objections or reservations made and recorded or declared in writing; and written opinions issued by independent directors pursuant to Paragraph 4, Article 7.
8. Ad hoc motions: the name of the proposer; the voting method and results; summaries of statements made by directors, experts, and other participants; the names of directors having a conflict of interest under Paragraph 1, Article 16; explanations of the material aspects of the interests involved; the reasons for recusal or non-recusal; the recusal status; and any objections or reservations made and recorded or declared in writing.
9. Other matters required to be recorded.

If any of the following circumstances applies to a resolution of the Board of Directors, such matter shall be stated in the minutes and, within two (2) days from the date of the board meeting, publicly announced and reported via the website designated by the competent authority:

(1) Where any independent director has an objection or reservation which is recorded or declared in writing.

(2) Any matter not approved by the Audit Committee but approved by at least two-thirds (2/3) of all directors.

Article 18：（Preparation, Distribution, and Retention of Meeting-Related Documents）

The attendance book of the Board of Directors shall form part of the meeting minutes and shall be permanently preserved.

The minutes shall be signed or sealed by both the chairperson and the minute taker, distributed to all directors within twenty (20) days after the meeting, and maintained as an important corporate record of the Company, to be properly preserved for the duration of the Company’s existence.

The preparation and distribution of meeting minutes may be conducted by electronic means.

The entire proceedings of a Board meeting shall be recorded or videotaped for evidentiary purposes and retained for at least five (5) years; such records may be stored electronically.

If, prior to the expiry of the retention period specified in the preceding paragraph, any litigation arises in connection with a resolution of the Board of Directors, the relevant audio or video recordings shall continue to be preserved until the conclusion of such litigation.

Where a meeting of the Board of Directors is convened by video conference, the audiovisual data thereof shall constitute part of the meeting minutes and shall be properly preserved for the duration of the Company’s existence.

The preparation, signing, distribution, and custody of the meeting minutes and other related documents of the Board of Directors shall be handled by the administrative unit responsible for board affairs.

Article 19：These Rules of Procedure shall be adopted upon approval by the Board of Directors and reported to the shareholders’ meeting. Any amendment hereto shall be subject to a resolution of the Board of Directors.