

Stock Code: 1104

Universal Cement Corporation

2025 Annual Meeting of

Shareholders

Handbook

Meeting Time: 10:00 A.M. May 26, 2025

Place: The Howard Plaza Hotel Taipei

**No. 160, Sec. 3, Ren Ai Rd., Da-an Dist.,
Taipei City**

This meeting is convened physically.

Table of Content

Procedure for the 2025 Annual Meeting of Shareholders	1
Matters to Report	2
1. 2024 Business Report	2
2. Audit Committee's Review Report on the 2024 Financial Statements	2
3. Report on Employees and Directors' compensation for the year of 2024	2
4. Report on Endorsement and Guarantee made in 2024	2
5. Report on Loaning of Funds in 2024	3
6. Report on Related Parties Transaction in 2024	4
Ratification	5
Proposal No. 1	5
Proposal No. 2	5
Matters for Discussion	7
Proposal No. 1	7
Questions and Motions	9
Appendices	10
Appendix 1	11
Appendix 2	13
Appendix 3	15
Appendix 4	34
Appendix 5	35
Appendix 6	36
Appendix 7	53

Notice to readers

This English-version handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. Shall there be any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

Universal Cement Corporation
Procedure for the 2025 Annual Meeting of Shareholders

1. Call the Meeting to Order
2. Chairperson's Remarks
3. Matters to Report
4. Ratification
5. Matters for Discussion
6. Questions and Motions
7. Adjournment

Matters to Report

1. 2024 Business Report

(Please refer to appendix 1 and 2 of this meeting handbook)

2. Audit Committee's Review Report on the 2024 Financial Statements

(Please refer to appendix 3 and 4 of this meeting handbook)

The Company's 2024 Financial Statements, 2024 Business Report and Proposal for Distribution of 2024 Profits have been audited and reported by Audit Committee. The financial statements were audited by independent auditors, LEE, Ji-Chen and LIAO, Hung-Ju of Deloitte Touche Tohmatsu Limited.

3. Report on Employees and Directors' compensation for the year of 2024

In accordance with Article 33 of the Company's Article of Incorporation, if there is profit at the end of each fiscal year, the percentage of profit of the current year distributable as employees' compensation shall be no lower than 1%, and employee remuneration allocated by stock or cash shall be determined by the Board, including employees of affiliated companies who meet certain conditions. With the profits mentioned above, the Board shall decide to allocate no more than 3% as directors' remuneration.

The Directors' remuneration of NT\$ 49,000,000 and employees' compensation of NT\$53,000,000 to be distributed in cash for the year of 2024. There is no discrepancy between the distributed amount and the annual estimated amount of adopted expense.

4. Report on Endorsement and Guarantee made in 2024

In compliance with Procedure for Making of Endorsements/Guarantees when making financing endorsements/guarantee for companies and companies of joint venture with business relations. As of the end of December, 2024, the total amount of endorsement/ guarantee is NTD 520 million (drawn amount: NTD 100 million), complied with the procedure and listed as below:

Unit: Thousand (NTD)

Entities for which the endorsement/ guarantee are made	Amount
Universal Ready-mixed Concrete Industry	120,000
UCC Investment	350,000
Uneo Inc	50,000
In total	520,000

5. Report on Loaning of Funds in 2024

In compliance with Procedure for Loaning Funds to Other Parties when lending funds to companies and companies of joint venture with business relations. As of the end of December, 2024, the total approved credit for loaning of funds by the Company is NTD 120 million (drawn amount: NTD 0) and in compliance with the procedure and listed as below:

Unit: Thousand (NTD)

Entities to which the loans are made	Amount
Universal Ready-mixed Concrete Industry	300,000
UCC Investment	800,000
Uneo Inc.	100,000
In total	1,200,000

6. Report on Related Parties Transaction in 2024

Pursuant to “Regulations Related to Financial Transactions between Affiliated Companies of UCC” , there were no related parties transactions that met the reporting threshold in 2024.

Ratification

Proposal No. 1

Adoption of the 2024 Business Report, Financial Statements and Consolidated Financial Statement (Proposed by the Board)

Explanation:

The documents mentioned above have been approved by the 9th Meeting of the 3rd Audit Committee and the Board on the 12th Meeting of the 24th Board of Directors. The financial statements were audited by independent auditors, LEE, Ji-Chen and LIAO, Hung-Ju of Deloitte Touche Tohmatsu Limited. (Please refer to appendix 2 and 3 of this meeting handbook)

Resolution:

Proposal No. 2

Adoption of the Proposal for Distribution of 2024 Profits (Proposed by the Board)

Explanation:

1. The Board has adopted the Proposal for Distribution of 2024 Profits prepared, in accordance with the Company's Article of Association, has been approved by the 9th Meeting of the 3rd Audit Committee and the 12th Meeting of the 24th Board of Directors and submitted to this Annual Meeting of Shareholders as attached.
2. It is proposed to distribute a cash dividend of 1.7 dollars per share to shareholders (amount to be rounded up to dollar), dividend distributable at less than 1 dollar shall be recognized by the Company as other income. Upon the approval of this Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to decide on dividend date and ex-rights date and distribute accordingly.
3. If any change in the Company's share affects the number of the shares outstanding and causes any change in the rights issue ratio of the shareholders, the Board of Directors to be authorized to make necessary change at its full discretion.

Resolution:

Universal Cement Corporation

Profit Distribution Table

Year 2024

Unit: NT Dollars

Item	Amount
Unappropriated Retained Earnings of Previous Years	6,542,530,708
Plus: Disposal of equity instrument at FVOCI	17,242,108
Plus: Net Profit of 2024 after tax	1,482,287,310
Minus: Legal reserve	(149,952,942)
Earnings available for distribution	7,892,107,184
Distribution of:	
Dividend in Cash (NTD 1.7 per share)	1,167,359,087
Unappropriated Retained Earnings for year ended in 2024	6,724,748,097

Chairman:



President:



Accounting manager:



Matters for Discussion

Proposal No. 1

Amendment to article of association. (Proposed by the Board)

Explanation:

1. In compliance with the amendment to Article 14, Paragraph 6 of the Securities and Exchange Act, and to ensure the benefit of non-executive employees, it is proposed to amend Article 33 of the Articles of Association of the Company. In light of above, Article 37 is therefore amended as proposed.
2. For purpose of this amendment, non-executive employees referred to shall exclude the company's managers and managerial executives, and definition thereof should refer to the announcement of the competent authority pursuant to the "Regulations for Tax Preferences Provided to Small and Medium Enterprise on Wage Payment Raising".
3. Attached the comparison table for text before and after amendment to Article of Association as below.

Comparison Table for text before and after amendment to Article of Association of UCC

Article #	Text after amendment	Text before amendment
Article 33	<p>The Corporation is required to allocate at least 1% of its annual profit as the compensation for employees, no less than 25% of aforementioned amount shall be appropriated as compensation for non-executive employees. The board of directors shall decide to distribute and distribute in stocks or cash, and the distribution objects may include employees of affiliated companies who comply with certain conditions. The board of directors may decided to allocate no more than 3% as</p> <p>Both employee compensation and director compensation</p>	<p>The Corporation is required to allocate at least 1% of its annual profit as the compensation for employees. The board of directors shall decide to distribute and distribute in stocks or cash, and the distribution objects may include employees of affiliated companies who comply with certain conditions. The board of directors may decided to allocate no more than 3% as directors' remuneration based on the above profit, which shall only be paid in cash.</p>

	<p>directors' remuneration based on the above profit, which shall only be paid in cash. Both employee compensation and director compensation shall be reported to the shareholders meeting. However, when the Company still has accumulated losses, the amount of compensation shall be reserved in advance, and then allocate employee remuneration and directors' remuneration according to the proportion provided in the preceding paragraph.</p>	<p>shall be reported to the shareholders meeting. However, when the Company still has accumulated losses, the amount of compensation shall be reserved in advance, and then allocate employee remuneration and directors' remuneration according to the proportion provided in the preceding paragraph.</p>
Article 37	<p>(Omitted)The 55th amendment was made on Jun. 14, 2022.</p> <p>The 56th amendment was made on May 26, 2025.</p>	<p>(Omitted)The 55th amendment was made on Jun. 14, 2022.</p>

Resolution:

Questions and Motions

Adjournment

Appendices

1. Letter to Shareholders
2. 2024 Business Report
3. 2024 Financial Statements and Consolidated Financial Statement
4. Audit Committee's Review Report
5. Current Shareholding of Directors
6. Universal Cement Corporation Rules of Procedure for Shareholder Meeting.
7. Universal Cement Corporation Article of Incorporation.

Appendix 1

Letter to Shareholders

Dear valued shareholders,

In 2024, the global economy faced numerous challenges such as high interest rates and inflation. The construction industry suffered from labor and material shortages, leading to increased operating costs. However, the government's passing of the Infrastructure Development Program and contribute steady growth of sales of building material business of the Company. The following is business performance of the Company in 2024:

1. In 2024, the sales of cement were 560 thousand tons, representing a YOY growth of 2%, the sales of ready-mixed concrete (RMC) were 1.81 million cubic meters, representing a YOY decline of 4% and the sales of gypsum boards were 15.66 million square meters, representing a YOY decline of 2%. Total consolidated revenue for 2024 was NT\$ 7.95 billion, showing a growth of 2% compared with last year; Net profit after tax of the year was NT\$ 1.53 billion, showing a decline of 35% compared with last year; Earnings per share had reached NT\$ 2.16.
2. Building material business group continues to enhance the functional performance of gypsum board such as moisture resistance, fire resistance, sound insulation, convenience in construction and recycling. We also strive to provide users with more drywall systems including rooftop and cladding system. We have synergized our products with the exterior wall panel system of Japan's market leader "NICHIA" to extend our solution systems from the interior wall and ceiling panels to exterior of buildings.
3. Cement and RMC business group continued to supply for the demand for factories, offices, public construction, and the residences on the periphery of Hsinchu, Taichung, Tainan, Kaohsiung and Pingtung. Chiayi RMC Plant is scheduled to begin production this year to support the construction of the new TSMC fabs, and Alian Cement Plant will also optimize the production line for the production of low-carbon cement.

Looking ahead to 2025, we will continue to solidify our footprint in public construction, factories, commercial buildings, and housing projects. With 11 RMC plants and 2 gypsum board plants, we will strive to achieve sales targets of 600 thousand tons of cement, 2 million cubic meters of RMC, and 20 million square meters of gypsum board. Beyond our current business, we also continue to seek growth opportunities horizontally and vertically. With the rising awareness of ESG, we will also proactively seek for new production methods and materials to minimize impact on the environment.

UCCTW's Subsidiary Uneo Inc., a leading manufacturer of pressure distribution sensing systems, has been designated as an industrial inspection system partner by various world-renowned companies, in line with the global Industry 4.0 trend. In recent years, with the Executive Yuan promoting the Long-Term Care 3.0 policy, which encourages the integration of technology to enhance caregiving efficiency, Uneo Inc. has focused on developing smart healthcare solutions and continues to actively pursue product development collaborations with global industry leaders. With the steadily-growing market demand for smart retail applications and consumer electronics, we are anticipating more adoptions around the world in 2025.

We are sincerely grateful for the support from all of our shareholders. We will continue to strive for the corporate's innovation and steady growth, keeping to corporate governance, ethical corporate management, sustainable development, fulfillment of social responsibility to make UCCTW thriving in the future.

Chairperson

Bo-Chih Investment Co., Ltd.

Appendix 2

Business Report



I. Manufacture

(1) Cement

The Company manufactured 372,746 tons of cement (Alian Plant) in 2024, the production for the whole year decreased by 20,358 tons YoY, representing a decrease of 5.18%.

(2) Concrete

The company manufactured 1,501,765 m³ of concrete in 2024, the production volume for the whole year decreased by 52,966 m³ YoY, representing a decrease of 3.41%.

(3) Gypsum board

The company manufactured 16,074,007 m² (Haifu Plant) of gypsum board in 2024, the production for the whole year decreased by 72,830 m²YoY, representing an decrease of 0.45%.

II. Sale

(1) Cement

The company sold 387,014 tons of cement (Including 122,739 tons for self-use) in 2024; the total sales increased by 3,711 tons YoY, representing a increase of 0.97%.

(2) Concrete

The company sold 1,501,765 m³ of concrete in 2024; the total sales decreased by 52,966 m³ YoY, representing a decrease of 3.41%.

(3) Gypsum board

The company sold 15,673,097 m² in 2024; the total sales volume decreased by 283,782 m² YoY, representing a decrease of 1.78%.

III. Revenue

The company's net operating income for year 2024 was NT\$ 6,139,433 thousand dollars, an increase of NT\$ 131,574 thousand dollars YoY, representing an increase of 2.19%.

IV. Earnings

The earnings after tax of year 2024 is NTD 1,482,287 thousand dollars, decreased 625,471 thousand dollars. The decrease rate was 29.67%. Earnings per share was NT\$2.16, which decreased NTD 0.91 YoY, representing an decrease of 29.64%.

Chairman:



President:



Accounting manager:



Appendix 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Universal Cement Corporation

Opinion

We have audited the accompanying financial statements of Universal 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 the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 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, 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 (FSC) of Taiwan, the Republic of China (ROC).

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the ROC. 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 ROC, 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.

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

Occurrence of sales of concrete products

Refer to Note 4 (m) and Note 23, the Company mainly manufactures and sells cement, ready mixed concrete and gypsum board panels. The sales amount of some concrete customers changed greatly in 2024 or specific characteristics. Sales is the main source of the Company's revenue and has a material impact on the Company's financial statements. Consequently, occurrence of sales of concrete products is considered as a key audit matter.

Our audit procedures in respect of the above key audit matter are described as follows:

1. We understood the design of the Company's internal controls on accounting for sales. We tested the implementation and operating effectiveness of the internal controls.
2. We selected samples from the sales records, and verified that the products and quantities listed on the delivery orders and the invoices are the same and for the same customers. We noted that the delivery orders are signed by the customers and confirmed that the payee matched the transaction counterparty.

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 IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the FSC of the ROC, 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 auditing standards generally accepted in the ROC 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 auditing standards generally accepted in the ROC, 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 Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 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 audit resulting in this independent auditors' report are Chi Chen Lee and Hung Ju Liao.

Deloitte & Touche

Taipei, Taiwan

Republic of China

March 10, 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 accepted and applied in the Republic of China.

For the convenience of readers, the 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. The English version not audited by an accountant.

Universal Cement Corporation

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

ASSETS	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 477,598	2	\$ 187,223	1
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	8,887	-	4,661	-
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	2,697,892	10	2,262,037	9
Financial assets at amortized cost - current (Notes 4, 9, 10 and 32)	67	-	30,060	-
Notes receivable (Notes 4, 11 and 23)	376,047	1	387,881	1
Net Accounts receivable (Notes 4, 11 and 23)	1,110,132	4	1,209,571	5
Net Accounts receivable from related parties (Notes 4, 11, 23 and 31)	23,804	-	60,568	-
Other receivables (Notes 4 and 31)	627	-	482	-
Inventories (Notes 4 and 12)	332,499	1	335,749	1
Prepayments (Note 31)	19,076	-	10,919	-
Other current assets (Notes 11 and 23)	7,817	-	3,787	-
Total current assets	<u>5,054,446</u>	<u>18</u>	<u>4,492,938</u>	<u>17</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 13)	1,922,184	7	1,608,577	6
Financial assets at amortized cost - non-current (Notes 4, 9, 10 and 32)	5,858	-	7,027	-
Investments accounted for using the equity method (Notes 4 and 13)	14,252,068	51	13,398,561	51
Property, plant and equipment (Notes 4 and 14)	6,269,869	22	6,261,756	24
Right - of - use assets (Notes 4 and 15)	47,681	-	57,524	-
Investment properties (Notes 4 and 16)	633,572	2	634,139	2
Other intangible assets (Notes 4 and 17)	8,064	-	10,183	-
Deferred tax assets (Notes 4 and 25)	10,558	-	13,880	-
Prepayments for equipment	26,427	-	45,458	-
Net defined benefit assets (Notes 4 and 21)	-	-	6,697	-
Total non-current assets	<u>23,176,281</u>	<u>82</u>	<u>22,043,802</u>	<u>83</u>
TOTAL	\$ 28,230,727	\$ 100	\$ 26,536,740	\$ 100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 2,100,000	8	\$ 1,610,000	6
Short-term bills payable (Notes 4 and 18)	-	-	234,887	1
Contract liabilities - current (Notes 4 and 23)	408	-	530	-
Accounts Payable (Note 19)	524,434	2	637,988	2
Accounts Payable to related parties (Notes 19 and 31)	14,301	-	41,543	-
Other payables (Notes 20 and 31)	652,110	2	343,853	1
Current tax liabilities (Note 25)	116,953	-	121,251	1
Lease liabilities - current (Notes 4, 15 and 31)	11,335	-	11,760	-
Long-term borrowings due within one year (Note 18)	-	-	500,000	2
Other current liabilities (Note 20)	27,612	-	20,949	-
Total current liabilities	<u>3,447,153</u>	<u>12</u>	<u>3,522,761</u>	<u>13</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 25)	1,081,596	4	1,088,374	4
Lease liabilities - non-current (Notes 4, 15 and 31)	37,202	-	46,306	1
Guarantee deposits received	8,020	-	10,117	-
Total non-current liabilities	<u>1,126,818</u>	<u>4</u>	<u>1,144,797</u>	<u>5</u>
Total liabilities	<u>4,573,971</u>	<u>16</u>	<u>4,667,558</u>	<u>18</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 22)				
Capital stock - common stock	6,866,818	24	6,732,175	25
Capital surplus	<u>122,786</u>	<u>1</u>	<u>123,719</u>	<u>-</u>
Retained earnings				
Legal reserve	3,130,978	11	2,920,126	11
Special reserve	3,185,793	11	3,185,793	12
Unappropriated earnings	8,042,060	29	8,099,817	31
Total retained earnings	<u>14,358,831</u>	<u>51</u>	<u>14,205,736</u>	<u>54</u>
Other equity	<u>2,308,321</u>	<u>8</u>	<u>807,552</u>	<u>3</u>
Total equity	<u>23,656,756</u>	<u>84</u>	<u>21,869,182</u>	<u>82</u>
TOTAL	\$ 28,230,727	\$ 100	\$ 26,536,740	\$ 100

Universal 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, 23 and 31)	\$ 6,139,433	100	\$ 6,007,860	100
OPERATING COSTS (Notes 12, 21, 24 and 31)	<u>4,815,367</u>	78	<u>4,721,870</u>	79
GROSS PROFIT	<u>1,324,066</u>	22	<u>1,285,990</u>	21
OPERATING EXPENSES (Notes 21, 24 and 31)				
Selling and marketing expenses	122,601	2	145,489	2
General and administrative expenses	233,506	4	240,303	4
Research and development expenses	65,697	1	63,498	1
Expected credit loss (gain)	(1,464)	-	(6,377)	-
Total operating expenses	<u>420,340</u>	7	<u>442,913</u>	7
PROFIT FROM OPERATIONS	<u>903,726</u>	15	<u>843,077</u>	14
NON-OPERATING INCOME AND EXPENSES (Notes 13, 24 and 31)				
Interest income	2,004	-	5,033	-
Other income	229,215	4	218,605	4
Other gains and losses	17,205	-	(117,059)	(2)
Interest expenses	(40,564)	(1)	(48,582)	(1)
Share of profit or loss of associates accounted for using the equity method	<u>562,971</u>	9	<u>1,394,594</u>	23
Total non-operating income and expenses	<u>770,831</u>	12	<u>1,452,591</u>	24
INCOME BEFORE INCOME TAX	<u>1,674,557</u>	27	<u>2,295,668</u>	38
INCOME TAX EXPENSE (Notes 4 and 25)	<u>192,270</u>	3	<u>187,910</u>	3
NET INCOME FOR THE YEAR	<u>1,482,287</u>	24	<u>2,107,758</u>	35
OTHER COMPREHENSIVE INCOME (Note 22)				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized gain/(loss) on investments in equity instruments at fair value through other comprehensive income	762,462	13	(62,751)	(1)
Share of the other comprehensive income or loss of associates accounted for using the equity method	<u>249,728</u>	4	<u>96,481</u>	2
	<u>1,012,190</u>	17	<u>33,730</u>	1
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income or loss of associates accounted for using the equity method	<u>505,821</u>	8	(210,016)	(4)
Other comprehensive income for the year, net of income tax	<u>1,518,011</u>	25	(176,286)	(3)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,000,298</u>	49	<u>\$ 1,931,472</u>	32
EARNINGS PER SHARE (Note 26)				
Basic	\$ 2.16		\$ 3.07	
Diluted	2.15		3.06	

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

Universal Cement Corporation

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	Equity Attributable to Owners of the Company												
	Retained Earnings						Other Equity						
	Capital Stock - Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Gain on Financial Assets at Fair Value Through Other Comprehensive Income	Remeasurement of Defined Benefit Plans	other	Total	Total Equity		
BALANCE AT JANUARY 1, 2023	\$ 6,536,092	\$ 123,499	\$ 2,715,883	\$ 3,185,793	\$ 7,372,038	(\$ 799,476)	\$ 1,711,898	\$ 89,394	(\$ 17,217)	\$ 984,599	\$ 20,917,904		
Appropriation of 2022 earnings (Note 22)													
Legal reserve	-	-	204,243	-	(204,243)	-	-	-	-	-	-		
Cash dividends distributed by the Company - NTS 1.5 per share	-	-	-	-	(980,414)	-	-	-	-	-	(980,414)		
Stock dividends distributed by the Company - NTS 0.3 per share	196,083	-	-	-	(196,083)	-	-	-	-	-	-		
Differences between the actual equity value of subsidiaries acquired or disposed and its carrying amounts. (Note 27)	-	221	-	-	-	-	-	-	-	-	221		
Disposals of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	1,620	-	(1,620)	-	-	(1,620)	-		
Changes in recognition of associates accounted for using the equity method	-	-	-	-	(859)	-	859	-	-	859	-		
Overdue dividends not collected by shareholders	-	(1)	-	-	-	-	-	-	-	-	(1)		
Net profit for the year ended December 31, 2023	-	-	-	-	2,107,758	-	-	-	-	-	2,107,758		
Other comprehensive income (loss), net of income tax	-	-	-	-	-	210,016	-	31,870	1,860	-	(176,286)	(176,286)	
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	2,107,758	-	210,016	-	31,870	1,860	-	(176,286)	1,931,472
BALANCE AT DECEMBER 31, 2023	6,732,175	123,719	2,920,126	3,185,793	8,099,817	(210,852)	1,009,492	1,743,007	91,254	(17,217)	807,552	21,869,182	
Appropriation of 2023 earnings (Note 22)													
Legal reserve	-	-	210,852	-	(210,852)	-	-	-	-	-	-	-	
Cash dividends distributed by the Company - NTS 1.8 per share	-	-	-	-	(1,211,791)	-	-	-	-	-	(1,211,791)	-	
Stock dividends distributed by the Company - NTS 0.2 per share	134,643	-	-	-	(134,643)	-	-	-	-	-	0	-	
Differences between the actual equity value of subsidiaries acquired or disposed and its carrying amounts. (Note 27)	-	926	-	-	-	-	-	-	-	-	-	926	
Disposals of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	17,242	-	(17,242)	-	-	(17,242)	-	-	
Overdue dividends not collected by shareholders	-	(7)	-	-	-	-	-	-	-	-	-	7	
Net income for the year ended December 31, 2024	-	-	-	-	1,482,287	-	-	-	-	-	-	1,482,287	
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	505,821	-	1,001,677	10,513	-	1,518,011	1,518,011	
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	1,482,287	-	505,821	-	1,001,677	10,513	-	1,518,011	3,000,298
BALANCE AT DECEMBER 31, 2024	\$ 6,866,818	\$ 122,786	\$ 3,130,978	\$ 3,185,793	\$ 8,042,060	(\$ 503,671)	\$ 2,727,442	\$ 101,767	(\$ 17,217)	\$ 2,308,321	\$ 23,656,756		

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

Universal Cement Corporation

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

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,674,557	\$ 2,295,668
Adjustments for:		
Depreciation expenses	160,064	126,467
Amortization expenses	3,578	3,626
Expected credit loss (gain) recognized	(1,464)	(6,377)
Interest expenses	40,564	48,582
Interest income	(2,004)	(5,033)
Dividend income	(190,716)	(178,687)
Share of profit of associates accounted for using the equity method	(562,971)	(1,394,594)
Net gain on disposal of property, plant and equipment	(9,879)	(525)
Net gain on fair value changes of financial assets designated as at fair value through profit or loss	(4,384)	(721)
Impairment losses on assets	-	116,111
Changes in operating assets and liabilities		
Notes receivable	11,834	12,017
Accounts receivable (Including related parties)	137,502	(3,421)
Other receivables	(145)	880
Inventories	3,250	(30,879)
Prepayments	(8,157)	8,643
Other current assets	(3,865)	7,494
Contract liabilities	(122)	290
Notes payable	-	(30)
Accounts payable (Including related parties)	(140,796)	22,490
Other payables	37,706	26,036
Other current liabilities	6,663	(725)
Net defined benefit plan	6,697	-
Cash generated from operations	1,157,912	1,047,312
Interest received	2,004	5,033
Dividends received	748,118	690,755
Income tax paid	(200,024)	(182,537)
Net cash generated from operating activities	<u>1,708,010</u>	<u>1,560,563</u>

(Continued)

Universal Cement Corporation

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

	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from the capital reduction of financial assets		
at fair value through other comprehensive income	\$ 13,000	\$ 13,213
Increase in financial assets at amortized cost	(35,446)	(32,543)
Decrease in financial assets at amortized cost	66,608	180
Proceeds from sale of financial assets at fair value		
through profit or loss	-	3,595
Proceeds from the capital reduction of financial assets		
at fair value through profit or loss	158	-
Payments for property, plant and equipment	(147,645)	(180,337)
Proceeds from disposal of property, plant and		
equipment	11,570	686
Payments for intangible assets	(1,459)	(2,485)
Decrease in other receivables	-	220,500
Net cash generated from / used in investing		
activities	<u>(93,214)</u>	<u>22,809</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (Decrease) in short-term loans	490,000	(600,000)
Decrease in short-term bills payable	(235,000)	(565,000)
Increase in long-term loans	-	500,000
Repayment of long-term loans	(500,000)	-
Proceeds from guarantee deposits received	59	2,160
Refund of guarantee deposits received	(2,156)	(405)
Increase in other payables to related parties	280,000	-
Repayment of the principal portion of lease liabilities	(12,025)	(10,902)
Cash dividends paid	(1,211,791)	(980,414)
Acquisitions of non-controlling interests	(93,315)	(113.00)
Interest Paid	<u>(40,193)</u>	<u>(47,492)</u>
Net cash used in financing activities	<u>(1,324,421)</u>	<u>(1,702,166)</u>
NET INCREASE (DECREASE) IN CASH AND CASH		
EQUIVALENTS	290,375	(118,794)
CASH AND CASH EQUIVALENTS AT THE		
BEGINNING OF THE YEAR	<u>1,418,310</u>	<u>306,017</u>
CASH AND CASH EQUIVALENTS AT THE END OF		
THE YEAR	<u>\$ 1,708,685</u>	<u>\$ 187,223</u>

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

(Concluded)

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The companies required to be included in the consolidated financial statements of affiliates in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” for the year ended December 31, 2024 are all the same as the companies required to be included in the consolidated financial statements of parent and subsidiary companies as provided in International Financial Reporting Standard 10 “Consolidated Financial Statements”. Relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Hence, we do not prepare a separate set of consolidated financial statements of affiliates.

Very truly yours,

UNIVERSAL CEMENT CORPORATION

By

Bo-Chih Investment Co., Ltd.

Chairman

March 10, 2025

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Universal Cement Corporation

Opinion

We have audited the accompanying consolidated financial statements of Universal Cement Corporation and its subsidiaries (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 the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 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 (FSC) of Taiwan, the Republic of China (ROC).

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the ROC. 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 ROC, 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.

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

Occurrence of sales of concrete products

Refer to Note 4 (m) and Note 24. The Group mainly manufactures and sells cement, ready mixed concrete and gypsum board panels. The sales amount of some concrete customers changed greatly in 2024 or specific characteristics. Sales is the main source of the Group’s revenue and has a material impact on the Group’s consolidated financial statements. Consequently, occurrence of sales of concrete products is considered as a key audit matter.

Our audit procedures in respect of the above key audit matter are described as follows:

1. We understood the design of the Group’s internal controls on accounting for sales. We tested the implementation and operating effectiveness of the internal controls.
2. We selected samples from the sales records, and verified that the products and quantities listed on the delivery orders and the invoices are the same and for the same customers. We noted that the delivery orders are signed by the customers.

Other Matter

We have also audited the parent company only financial statements of Universal 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 IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the FSC of the ROC, 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 auditing standards generally accepted in

the ROC 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 auditing standards generally accepted in the ROC, 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.

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 audit resulting in this independent auditors' report are Chi Chen Lee and Hung Ju Liao.

Deloitte & Touche
Taipei, Taiwan

Republic of China

March 10, 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 accepted and applied in the Republic of China.

For the convenience of readers, the 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. The English version not audited by an accountant.

Universal Cement Corporation and Subsidiaries

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,576,599	5	\$ 1,418,310	5
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	9,259	-	13,972	-
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	3,134,764	11	2,691,567	10
Financial assets at amortized cost - current (Notes 4, 9, 10 and 33)	92,367	-	127,350	-
Notes receivable (Notes 4, 11 and 24)	535,879	2	567,255	2
Net Accounts receivable (Notes 4, 11 and 24)	1,388,747	5	1,546,340	6
Net Accounts receivable from related parties (Notes 4, 11, 24 and 32)	21,591	-	58,750	-
Other receivables (Note 4)	2,037	-	589	-
Current tax assets (Note 26)	764	-	-	-
Inventories (Notes 4 and 12)	378,985	1	388,373	1
Prepayments (Note 32)	29,657	-	18,065	-
Other current assets (Notes 4, 11 and 24)	8,741	-	5,863	-
Total current assets	7,179,390	24	6,836,434	24
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	40,948	-	47,558	-
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	2,551,354	9	1,991,004	7
Financial assets at amortized cost - non-current (Notes 4, 9, 10 and 33)	11,512	-	16,995	-
Investments accounted for using the equity method (Notes 4 and 14)	11,407,261	38	10,804,634	39
Property, plant and equipment (Notes 4 and 15)	7,415,784	25	7,342,196	26
Right - of - use assets (Notes 4 and 16)	171,760	1	222,428	1
Investment properties (Notes 4 and 17)	798,697	3	840,717	3
Other intangible assets (Notes 4 and 18)	8,531	-	10,648	-
Deferred tax assets (Notes 4 and 26)	13,312	-	16,511	-
Prepayments for equipment	19,217	-	45,458	-
Net defined benefit assets (Notes 4 and 22)	9,740	-	14,977	-
Total non-current assets	22,448,116	76	21,353,126	76
TOTAL	\$ 29,627,506	\$ 100	\$ 28,189,560	\$ 100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 19)	\$ 2,100,000	7	\$ 1,700,000	6
Short-term bills payable (Note 19)	169,596	1	274,785	1
Contract liabilities - current (Notes 4 and 24)	2,267	-	2,359	-
Notes payable (Note 20)	221,258	1	218,691	1
Accounts Payable (Note 20)	612,242	2	709,034	3
Accounts Payable to related parties (Notes 20 and 32)	9,195	-	34,059	-
Other payables (Notes 21 and 32)	419,310	1	406,020	1
Current tax liabilities (Note 26)	184,723	1	157,831	1
Lease liabilities - current (Notes 4 and 16)	52,590	-	53,990	-
Long-term borrowings due within one year (Note 19)	-	-	500,000	2
Other current liabilities (Note 21)	28,009	-	22,080	-
Total current liabilities	3,799,190	13	4,078,849	15
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 16)	1,238,574	4	1,245,107	4
Lease liabilities - non-current (Notes 4 and 16)	125,529	-	175,887	1
Guarantee deposits received	8,650	-	11,583	-
Total non-current liabilities	1,372,753	4	1,432,577	5
Total liabilities	5,171,943	17	5,511,426	20
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 23)				
Common stock	6,866,818	23	6,732,175	24
Capital surplus	122,786	-	123,719	-
Retained earnings				
Legal reserve	3,130,978	11	2,920,126	10
Special reserve	3,185,793	11	3,185,793	11
Unappropriated earnings	8,042,060	27	8,099,817	29
Total retained earnings	14,358,831	49	14,205,736	50
Other equity	2,308,321	8	807,552	3
Total equity attributable to owners of the Company	23,656,756	80	21,869,182	77
NON - CONTROLLING INTERESTS	798,807	3	808,952	3
Total equity	24,455,563	83	22,678,134	80
TOTAL	\$ 29,627,506	\$ 100	\$ 28,189,560	\$ 100

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

Universal 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 4,24 and 32)	\$ 7,953,734	100	\$ 7,802,362	100
OPERATING COSTS (Notes 12, 25 and 32)	6,355,678	80	6,260,222	80
GROSS PROFIT	1,598,056	20	1,542,140	20
OPERATING EXPENSES (Notes 25 and 32)				
Selling and marketing expenses	124,304	2	148,387	2
General and administrative expenses	346,649	4	354,761	5
Research and development expenses	71,824	1	72,623	1
Expected credit loss (gain)	(2,182)	-	(8,042)	-
Total operating expenses	540,595	7	567,729	8
PROFIT FROM OPERATIONS	1,057,461	13	974,411	12
NON-OPERATING INCOME AND EXPENSES (Notes 25 and 32)				
Interest income	15,989	-	9,977	-
Other income	285,509	4	276,655	4
Other gains and losses	15,212	-	536,377	7
Interest expenses	(42,931)	-	(55,671)	(1)
Share of profit or loss of associates accounted for using the equity method	475,856	6	840,843	11
Total non-operating income and expenses	749,635	10	1,608,181	21
INCOME BEFORE INCOME TAX	1,807,096	23	2,582,592	33
INCOME TAX EXPENSE (Notes 4 and 26)	276,758	4	235,340	3
NET INCOME	1,530,338	19	2,347,252	30
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	-	-	(752)	-
Unrealized gain/(loss) on investments in equity instruments at fair value through other comprehensive income	1,002,363	13	31,144	1
Share of the other comprehensive income or loss of associates accounted for using the equity method	10,032	-	3,148	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	-	-	150	-
	1,012,395	13	33,690	1
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income or loss of associates accounted for using the equity method	505,821	6	(210,016)	(3)
Other comprehensive income for the year, net of income tax	1,518,216	19	(176,326)	(2)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 3,048,554	38	\$ 2,170,926	28
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,482,287	19	\$ 2,107,758	27
Non-controlling interests	48,051	-	239,494	3
	\$ 1,530,338	19	\$ 2,347,252	30
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 3,000,298	38	\$ 1,931,472	25
Non-controlling interests	48,256	-	239,454	3
	\$ 3,048,554	38	\$ 2,170,926	28
EARNINGS PER SHARE (Note 27)				
Basic	\$ 2.16		\$ 3.07	
Diluted	2.15		3.06	

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

(Concluded)

Universal Cement Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	Equity Attributable to Owners of the Company															Non-controlling Interests (Note 23)	Total Equity	
	Retained Earnings						Other Equity											
	Capital Stock- Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating Foreign Operations	Unrealized Gain on Financial Assets at Fair Value Through Other Comprehensive Income	Remeasurement	other	Total Other Equity	Total							
BALANCE AT JANUARY 1, 2023	\$ 6,536,092	\$ 123,499	\$ 2,715,883	\$ 3,185,793	\$ 7,372,038	(\$ 799,476)	\$ 1,711,898	\$ 89,394	(\$ 17,217)	\$ 984,599	\$ 20,917,904	\$ 608,574	\$ 21,526,478					
Appropriation of 2022 earnings (Note 23)																		
Legal reserve	-	-	204,243	-	(204,243)	-	-	-	-	-	-	-	-	-	-	-	-	
Cash dividends distributed by the Company - NT\$ 1.5 per share	-	-	-	-	(980,414)	-	-	-	-	-	-	(980,414)	-	(980,414)	-	-	-	
Stock dividends distributed by the Company - NT\$ 0.3 per share	196,083	-	-	-	(196,083)	-	-	-	-	-	-	-	-	-	-	-	-	
Differences between the actual equity value of subsidiaries acquired or disposed and its carrying amounts. (Note 29)	-	221	-	-	-	-	-	-	-	-	-	221	(334)	(113)				
Disposals of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	1,620	-	(1,620)	-	-	(1,620)	-	-	-	-	-	-	-	
Changes in recognition of associates accounted for using the equity method	-	-	-	-	-	-	-	-	-	-	-	(1)	-	(1)	-	-	-	
Overdue dividends not collected by shareholders	-	(1)	-	-	2,107,758	-	-	-	-	-	-	2,107,758	239,494	2,347,252				
Net income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other comprehensive income (loss), net of income tax	-	-	-	-	-	210,016	-	31,870	1,860	-	-	176,286	-	176,286	(40)	(176,326)		
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	2,107,758	-	210,016	31,870	1,860	-	-	176,286	1,931,472	239,454	2,170,926			
Change in non-controlling interests (Note 23)	-	-	-	-	-	-	-	-	-	-	-	-	-	(38,742)	(38,742)			
BALANCE AT DECEMBER 31, 2023	6,732,175	123,719	2,920,126	3,185,793	8,099,817	(1,009,492)	1,743,007	91,254	(17,217)	807,552	21,869,182	808,952	22,678,134					
Appropriation of 2023 earnings (Note 23)																		
Legal reserve	-	-	210,852	-	(210,852)	-	-	-	-	-	-	-	-	-	-	-	-	
Cash dividends distributed by the Company - NT\$ 1.8 per share	-	-	-	-	(1,211,791)	-	-	-	-	-	-	(1,211,791)	-	(1,211,791)	-	-	-	
Stock dividends distributed by the Company - NT\$ 0.2 per share	134,643	-	-	-	(134,643)	-	-	-	-	-	-	-	-	-	-	-	-	
Differences between the actual equity value of subsidiaries acquired or disposed and its carrying amounts. (Note 29)	-	(926)	-	-	-	-	-	-	-	-	-	(926)	(6,344)	(7,270)				
Disposals of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	17,242	-	(17,242)	-	-	(17,242)	-	-	-	-	-	-	-	
Changes in recognition of associates accounted for using the equity method	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Overdue dividends not collected by shareholders	-	(7)	-	-	-	-	-	-	-	-	-	(7)	-	(7)	-	-	-	
Net income for the year ended December 31, 2024	-	-	-	-	1,482,287	-	-	-	-	-	-	1,482,287	48,051	1,530,338				
Other comprehensive income , net of income tax	-	-	-	-	-	505,821	-	1,001,677	10,513	-	-	1,518,011	1,518,011	205	1,518,216			
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	1,482,287	-	505,821	1,001,677	10,513	-	-	1,518,011	3,000,298	48,256	3,048,554			
Change in non-controlling interests (Note 23)	-	-	-	-	-	-	-	-	-	-	-	-	(52,057)	(52,057)				
BALANCE AT DECEMBER 31, 2024	\$ 6,866,818	\$ 122,786	\$ 3,130,978	\$ 3,185,793	\$ 8,042,060	(\$ 503,671)	\$ 2,727,442	\$ 101,767	(\$ 17,217)	\$ 2,308,321	\$ 23,656,756	\$ 798,807	\$ 24,455,563					

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

Universal 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
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 1,807,096	\$ 2,582,592
Adjustments for:		
Depreciation expenses	216,703	181,754
Amortization expenses	3,866	4,145
Expected credit loss (gain) recognized	(2,182)	(8,042)
Net gain (loss) on fair value changes of financial assets at fair value through profit or loss	(2,702)	(42,755)
Interest expenses	42,931	55,671
Interest income	(15,989)	(9,977)
Dividend income	(226,710)	(231,873)
Share of profit of associates accounted for using the equity method	(475,856)	(840,843)
Net gain on disposal of property, plant and equipment	(9,948)	(612,623)
Impairment losses on assets	- -	116,111
Liquidation Benefit	- -	(465)
Changes in operating assets and liabilities		
Notes receivable	31,376	(30,191)
Accounts receivable (Including related parties)	196,769	(152,009)
Other receivables	1,667	(11,672)
Inventories	9,388	5,610
Prepayments	(11,592)	5,893
Other current assets	(2,713)	6,934
Contract liabilities	(92)	275
Notes payable	2,567	29,946
Accounts payable (Including related parties)	(121,656)	38,843
Other payables	22,110	34,996
Other current liabilities	5,929	(890)
Net defined benefit plan	5,237	160
Cash generated from operations	1,476,199	1,121,590
Interest received	12,874	9,974
Dividends received	674,617	679,780
Income tax paid	(253,964)	(262,443)
Net cash generated from operating activities	<u>1,909,726</u>	<u>1,548,901</u>

(Continued)

Universal 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
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of financial assets at fair value through other comprehensive income	(\$ 53,689)	(\$ 2,260)
Proceeds from the liquidation of financial assets at fair value through other comprehensive income	-	2,125
Proceeds from the capital reduction of financial assets at fair value through other comprehensive income	22,000	23,311
Increase in financial assets at amortized cost	(35,445)	(37,129)
Decrease in financial assets at amortized cost	75,911	11,435
Proceeds from sale of financial assets at fair value through profit or loss	13,867	106,369
Proceeds from the capital reduction of financial assets at fair value through profit or loss	158	-
Acquisitions of investments accounted for using the equity method	(28,320)	-
Payments for property, plant and equipment	(179,647)	(195,570)
Proceeds from disposal of property, plant and equipment	11,640	1,117,389
Payments for intangible assets	(1,749)	(2,801)
Net cash generated from / used in investing activities	(175,274)	1,022,869
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (Decrease) in short-term loans	400,000	(590,000)
Decrease in short-term bills payable	(105,000)	(725,000)
Increase in long-term loans	-	500,000
Repayment of long-term loans	(500,000)	-
Proceeds from guarantee deposits received	40	2,699
Refund of guarantee deposits received	(2,973)	(795)
Repayment of the principal portion of lease liabilities	(54,254)	(51,612)
Cash dividends paid	(1,211,791)	(980,414)
Acquisitions of non-controlling interests	(7,270)	(113)
Interest Paid	(42,858)	(53,947)
Change in non-controlling interests	(52,057)	(38,742)
Net cash used in financing activities	(1,576,163)	(1,937,924)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	158,289	633,846
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,418,310	784,464
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,576,599</u>	<u>\$ 1,418,310</u>

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

(Concluded)

Appendix 4

Review Report by Audit Committee

Review Report by Audit Committee, Universal Cement Corporation

Mar. 10, 2025

The Board of Directors of Universal Cement Corporation has submitted financial statements and consolidated financial statements for the fiscal year of 2024, duly audited by Ms. Sophie Lee, CPA and Mr. LIAO, Hung-Ju, CPA of Deloitte & Touche, along with Business report, Proposal for Distribution of Profits for review by this committee. This committee has diligently completed review of such submissions and it is the unanimous opinion of the committee that no discrepancy was identified. This committee therefore respectfully submit to the Annual General Meeting of Shareholders this report pursuant to Article 14-4 of Securities and Exchange Act and Article 219 of Company Act.



Dr. Ian Chan,
Chairperson, Audit Committee,
Universal Cement Corporation

Appendix 5

Current Shareholding of Directors

1. Pursuant to Article 26 of Securities and Exchange Act, and Article 2 paragraph 4 of Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the Company has elected four seats of independent directors, accounting for more than 1/2 of seats, and has formed Audit Committee. Therefore, pursuant to applicable regulation, threshold of shareholding of directors is exempted.
2. The number of shares held by individual and all directors as recorded in the shareholders register as of the closing date March 28, 2025 for current shareholders meeting:

Position	Name	Shareholdings
Chairman	Bo-Chih Investment Co., Ltd. Representative: HOU, BO-YI	29,304,681
Director	Sheng Yuan Investment Co., Ltd. Representative: HOU, CHIH-SHENG	70,895,594
Director	Yu Sheng Investment Co., Ltd. Representative: HOU, CHIH-YUAN	70,653,357
Independent Director	CHAN, YI-JEN	0
Independent Director	HO, YI-DA	0
Independent Director	SU, YEN-HSUEH	0
Independent Director	YEN, JEFFRY	111,875
Total		170,965,507
Shareholdings of All Directors is 24.90% of issued shares.		

Appendix 6

Universal Cement Corporation Rules of Procedure for Shareholder Meeting

Article 1

To establish a strong governance system and sound supervisory capabilities for the Corporation's shareholder meetings as well as to strengthen the management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law, regulation, or the articles of incorporation, the rules of procedures for the Corporation's shareholder meetings shall be subject to these Rules.

Article 3

Unless otherwise provided by law or regulation, the Corporation's shareholder meetings shall be convened by the board of directors.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting.

If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.

In addition, before 15 days before the date of the shareholders meeting, the Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Corporation and the professional shareholder services agent designated .

This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of Company Act, Article 26-1 and Article 43-6 of Securities and Exchange Act, and Article 56-1 and Article 60 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the corporation, and such website shall be indicated in the above notice.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Corporation a written proposal for discussion at a regular shareholders meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda, provided a shareholder proposal for urging the corporation to promote public interests or fulfill its social responsibilities may still be included in the agenda by the board of directors. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. The shareholder shall propose the suggested proposal that encourages the company to enhance the public interests or conduct the society responsibility. The procedure is only conducted for one item according to the relevant provision of Article 172-1 of the Company Act. If the proposal includes more than one item, then it shall be excluded.

Prior to the book closure date before a regular shareholders meeting is held, the Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Corporation before five days before the date of the shareholders meeting. Upon the delivery of duplicate proxy forms, the one that receives earlier shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the Company, the shareholder wants to attend the shareholders' video meeting, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders meeting shall be the premises of the Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the venue of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 6

The Corporation shall specify the time during which shareholder solicitors and proxies (collectively "shareholders") attendance registrations will be accepted, the place to register for attendance, and other matters to be noted in its shareholders meeting notices.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholder meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, preprinted ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders who want to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1

To convene the shareholders' video meeting, the Company shall include the follow precautions in the shareholders meeting notice:

1. How shareholders attend the video meeting and exercise their rights.
2. Actions to be taken if the video meeting platform or participation in the video meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected shareholders' video meeting shall not attend the postponed or resumed session.

- C. In case of a hybrid shareholders meeting, when the video meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders' video meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. 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, and the shareholders attending the video meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
- D. Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.

3. To convene a videoonly shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending the shareholders' video meeting shall be specified.

Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholder meetings convened by the board of directors can be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

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

Article 8

The Corporation, at the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9

Attendance at shareholder meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and 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 or electronically.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair 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 chair shall declare the meeting adjourned. In the event of the shareholders' video 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 Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of the shareholders' video meeting, shareholders intending to attend the meeting online shall reregister to the Company in accordance with Article 6.

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

Article 10

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 by shareholders (including extraordinary motions and amendments to the original proposals set out in the agenda).

The chair may decide to vote on a case-by-case basis, or to vote on various proposals (including election proposals) in a divided or one-time manner and count the votes separately. 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 chair 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. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be decided by the chair.

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.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

In the event of the shareholders' video meeting, shareholders attending the video meeting online may raise questions in writing at the virtual meeting platform from the Chair declaring the meeting open until the Chair 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 regulations in Paragraphs 1 to 5 do not apply

The preceding questions without violating the rules or exceeding the proposal's range, shall be disclosed in the virtual meeting platform of shareholders' meeting to public.

Article 12

Voting at a shareholders meeting shall be calculated based the number of shares. With respect to resolutions of shareholder meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a declaration of intent to the Corporation two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, or via video conferencing, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair 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.

Monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes the shareholders' video meeting, after the Chairman declares the meeting open, the shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the Chairman announces the voting session ends or will be deemed abstained from voting.

In the event of the shareholders' video meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' video meeting.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected as well as the number of votes casted for candidates not elected.

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 one 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 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Corporation.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the Chair's full name, the procedures by which resolutions were adopted, and a summary of the deliberations and their results (including the number of voting rights) for director and supervisor elections, the number of votes for each candidate should be disclosed, and shall be retained for the duration of the existence of the Company.

When convening a video-only shareholder 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 the shareholders' video meeting.

Article 16

On the day of a shareholders meeting, the Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event the shareholders' video meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the shareholders' video meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19

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 Chair has announced the meeting adjourned.

Article 20

When the Company convenes the shareholders' video meeting, both the Chairman and recorder shall be in the same location, and the Chairman shall declare the address of their location when the meeting is called to order.

Article 21

In the event of the shareholders' video 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 Chairman 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 video meeting is obstructed due to natural disasters, accidents or other force majeure events before the Chairman 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.

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 video meeting cannot continue as described in Paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders' video meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not 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 video meeting 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 Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under second half of Article 12 and Paragraph 3 of Article 13 in the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 in 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 Paragraph 2..

Article 22

The Rule is implemented after approved by the shareholders' meeting. The amendment is taken in same method.

Appendix 7

Universal Cement Corporation Articles of Incorporation

Chapter I General

Article 1 The Company was organized in accordance with the provisions of Company Limited by Shares specified in the Company Act, and was named "Universal Cement Corporation", referred to as "UCC".

Article 2 The business scope of the Company is as follows:

- (1) C901030 Cement Manufacturing
- (2) C901040 Manufacture of Ready-mix Concrete
- (3) C901990 Other Non-Metallic Mineral Products Manufacturing
- (4) CC01080 Electronics Components Manufacturing
- (5) CC01110 Computer and Peripheral Equipment Manufacturing
- (6) E801030 Indoor Light-gauge Steel Frame Engineering
- (7) F111090 Wholesale of Building Materials
- (8) F119010 Wholesale of Electronic Materials
- (9) F219010 Retail Sale of Electronic Materials
- (10) F120010 Wholesale of Refractory Materials
- (11) F211010 Retail Sale of Building Materials
- (12) F220010 Retail Sale of Refractory Materials
- (13) F401010 International Trade
- (14) IZ09010 Management System Certification
- (15) J101090 Waste Disposal
- (16) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 The Corporation may provide external endorsement guarantees due to its business needs.

When handling external endorsement guarantees, the Company shall comply with the relevant regulations of the securities authority.

Article 2-2 The external reinvestment of the Corporation shall be approved by the board of directors, with unlimited amount of total investment.

Article 3 Headquartered in Taipei City, Taiwan (ROC), the Corporation can set up branches, factories and business offices at home and abroad if necessary.

Chapter II Shares

Article 4 The announcement of the Corporation shall be conducted in accordance with Article 28 of the Company Act

Article 5 The Corporation has the authorized share capital of Ten billion dollars New Taiwan Dollars (NT\$10,000,000,000) with One billion shares. Each share is NTD 10 at Par Value. The shares may be issued in installments.

Article 6 The Corporation issues its shares to registered owners only. Share certificates are issued

with the signatures or authorized seals of the chairman and at least three directors, subject to certification by the operation of the laws. The Corporation is not required to print non-physical stock certificates for its shares. The Corporation shall communicate with a centralized securities depository enterprise for registration. The same applies for other securities.

Article 7 The Corporation issues its shares to registered owners only, so the Corporation 's shareholders shall provide their real names and residence addresses for recording in the register of shareholders.

Article8 The transfer, donation, loss and damage, and dissolution of pledge rights, etc. of the Corporation's stock shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and relevant laws and regulations

Article 9 (Deleted)

Article 10 (Deleted)

Article 11 (Deleted)

Article 12 Sixty days before the meeting of each Annual general meeting, or 30 days before the meeting of the extraordinary general meeting, or five days before the base date when the Corporation decides the distribution of dividends or other benefits, the share transfers shall be suspended.

Chapter III Shareholders' Meeting

Article 13 The board of directors shall convene an annual general meeting within six months after the end of each fiscal year. An extraordinary shareholder meeting may be held by the resolution of the board of directors whenever deemed necessary.

Article 14 The convening of the annual general meeting shall be notified to all shareholders 30 days before the meeting, and the convening of the extraordinary shareholder meeting shall be notified to all shareholders 15 days before the meeting. The notice shall specify the reason for the convening.

Article 15 Shareholders who hold more than 3% of the total number of issued shares for more than one year may write down the proposed matters and their reasons, and request the board of directors to convene extraordinary shareholder meetings. The board of directors shall issue the convening notice within 15 days after the request is made.

Article 16 The meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on a leave, the vice chairperson shall act in place of the chairperson; if both the chairperson and the vice chairperson are on leave, the chairperson shall appoint one of the managing directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

Article 17 The Corporation 's shareholders are entitled to one vote per share, but the restrictions on the voting rights of shares shall comply with the provisions of the Company Act.

Article 18 If a shareholder is unable to attend the shareholder meeting in person, a proxy can be appointed to attend on behalf of such shareholder by completing the Corporation 's proxy form and by specifying the scope of delegated authority. Unless otherwise regulated in Article 177 of the Company Act, shareholders shall delegate their proxy attendants in compliance with Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 19 Except otherwise regulated by the Company Act, a shareholder meeting resolution is passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.

Article 19-1 The shareholders' meeting of the Company can be convened by the video conference or other method announced by the authorities.

Chapter IV Directors and Audit Commission

Article 20 The board shall consist of 5 to 7 directors elected from persons of adequate capacity during the shareholder meeting, including at least three independent directors, who shall not be less than one-fifth of total director seats. Directors are elected to serve a term of 3 years, which can be renewed if re-elected. The candidate nomination system shall be adopted during election of directors. Shareholders shall elect directors and independent directors from the list of candidates thereof in accordance with the "Company Act", the "Securities and Exchange Act", and other related laws and regulations. The independent directors' professional qualifications, shareholding, restrictions on part-time jobs, determination of independence, methods of nomination and election, and other compliance matters shall be handled in accordance with the relevant regulations of the securities authority. The total shareholding ratio of all directors under the preceding paragraph shall comply with the provisions of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by the securities authority.

Article 21 The directors shall organize the board of directors to elect a chairman and a deputy chairman among directors during a board meeting with more than two-thirds of directors present, and with the support of more than half of attending directors. The Chairman serves as the Corporation's representative to the outside world and shall take centralized control over all its businesses with the assistance of the vice chairman.

Article 22 The board of directors shall convene a general meeting every three months. The chairman of the board may convene an extraordinary meeting if necessary, and the chairperson shall serve as the chairman. When the chairperson of the board is on leave, the vice chairperson shall act in place of the chairperson; if both the chairperson and the

vice chairperson are on leave, the chairperson shall appoint one of the managing directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

Article 22-1 The Corporation's board meetings shall be convened and communicated to directors seven (7) days in advance with detailed agenda; however, board meetings may be convened in case of emergency. A notice of such board meeting may be communicated to the Company's directors in writing or via facsimile or email.

Article 23 The authorities of the board of directors are as follows:

- Drafting of various regulations.
- Deciding business policy.
- Reviewing budget and final accounts.
- Appointing and removing important staff.
- Drafting surplus distribution or loss allowance.
- Drafting and approving the purchase and disposal of important property and real estate.
- Other resolutions in accordance with laws and regulations and the shareholders meeting.

Article 24 Unless otherwise provided by the Company Act, the resolutions of the board of directors shall be made by more than half of the directors present and the approval of more than half of the directors present.

Article 25 The directors may authorize in writing other directors of the Corporation to attend the board of directors as the proxy and exercise voting rights on all matters proposed at the meeting, but each director shall only be the proxy of one other director. When the board of directors convenes a video conference, the directors who participate in the video conference shall be deemed to have attended the meeting in person.

Article 26 The Corporation established an audit committee according to the provisions of the Securities and Exchange Act, which is in charge of the implementation of the authorities of the supervisors provided by the Company Act, the Securities Exchange Act and other regulations. The audit committee is composed of all independent directors, with no less than three directors. One of them shall be the convener, and at least one shall contain accounting and financial expertise. The Audit Committee, the exercise of authorities of its members and related matters shall be processed in accordance with the Securities Exchange Act and related laws and regulations.

Article 27 (Deleted)

Article 28 The board of directors of the Corporation may set up other functional committees, and the the board of directors shall establish the organizational rules.

Article 29 The remuneration of the chairman, vice chairmen and directors for performing their duties shall be determined by the board of directors based on the standards of the other companies in the same industry.

Chapter V Managers and Staff

Article 30 The Company has set up a general manager to be in charge of the comprehensive business of the resolution made by the board of directors; a number of deputy general managers, associate managers and managers to assist the general manager in handling business and the business of various departments. The appointment and removal of the general manager shall be proposed by the chairman of the board of directors with the presence of more than half of the directors and a resolution approved by more than half of the directors present. The appointment and removal of deputy general managers, associates and managers shall be conducted based on the provisions of the Company Act.

Article 31 The remuneration of the Corporation's managers shall be conducted based on the provisions of Article 29 of the Company Act.

Chapter VI Final Accounts and Surplus Distribution

Article 32 The board of directors is responsible for preparing and submitting the following statements and reports according to the legal procedures at the annual meeting of shareholders for ratification at the end of each fiscal year.

Business report

Financial statements; and

Earnings appropriation or loss reimbursement proposals

Article 33 The Corporation is required to allocate at least 1% of its annual profit as the compensation for employees. The board of directors shall decide to distribute and distribute in stocks or cash, and the distribution objects may include employees of affiliated companies who comply with certain conditions. The board of directors may decide to allocate no more than 3% as directors' remuneration based on the above profit, which shall only be paid in cash. Both employee compensation and director compensation shall be reported to the shareholders meeting. However, when the Company still has accumulated losses, the amount of compensation shall be reserved in advance, and then allocate employee remuneration and directors' remuneration according to the proportion provided in the preceding paragraph.

Article 33-1 After the final settlement at the end of each year, annual surpluses concluded by the Corporation are first subject to taxation and reimbursement of previous losses by law, followed by a 10% provision or reversal of special reserve as required by law. However, when the legal earned surplus reserve has reached the paid-in capital, it may no longer be listed, and the rest shall be listed or converted to the special surplus reserve according to laws and regulations. Subsequently, if there are some surpluses, they shall be combined with cumulative undistributed earnings and subject to the proposal for the distribution of earnings issued by the board of directors; a request for distribution shall be put forward at the shareholder meeting for distribution.

The Company allocates special reserve in line with the regulation. For the insufficient amount of allocation from "the cumulative amount of net increase in fair value of investment property" and "the cumulative amount of net decrease in other equities" ,

the Company shall, before distributing the earning, the allocate an amount of special reserve equal to the amount allocated to undistributed earnings for the preceding period. If there remains any insufficiency, allocate it from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that are included in the undistributed earnings of the period.

The traditional industrial environment where the Corporation belongs to stays in a stable period, and the high-tech industrial environment is in its infancy. In consideration of the future capital requirement and long-term financial planning of the Corporation, the principle of distribution of shareholder dividends shall be all issued with cash dividends. However, in the year when there is a large demand for funds, the shareholder dividends shall be paid with stock dividends and cash dividends, in which the proportion of stock dividends shall not exceed 50% of the total shareholder dividends. The dividend distribution ratio under the preceding paragraph shall be subject to the annual profitability and capital requirements, which may be adjusted by the resolution of the shareholders' meeting.

Article 34 When the accumulation of the provident fund has reached the total capital, the shareholders' meeting may decide to stop the accumulation.

Chapter VII Supplementary Provisions

Article 35 The Rules Governing the Corporation's Organization are determined separately.

Article 36 Any matters not addressed herein shall be governed by the "Company Act" and other related laws and regulations.

Article 37 The Articles of Incorporation was established on March 1, 1960.

The 1st amendment was made on May 15, 1962.

The 2nd amendment was made on Mar. 29, 1963.

The 3rd amendment was made on Feb. 25, 1964.

The 4th amendment was made on Apr. 15, 1965.

The 5th amendment was made on Mar. 15, 1966.

The 6th amendment was made on Apr. 26, 1966.

The 7th amendment was made on Apr. 15, 1966.

The 8th amendment was made on Apr. 28, 1968.

The 9th amendment was made on May 12, 1970.

The 10th amendment was made on Mar. 23, 1973.

The 11th amendment was made on Apr. 02, 1974.

The 12th amendment was made on Oct. 02, 1974.

The 13th amendment was made on Mar. 30, 1976.

The 14th amendment was made on Mar. 04, 1977.

The 15th amendment was made on Apr. 04, 1978.

The 16th amendment was made on Mar. 20, 1979.

The 17th amendment was made on Mar. 27, 1980.

The 18th amendment was made on Apr. 03, 1981.

The 19th amendment was made on Apr. 02, 1982.

The 20th amendment was made on Apr. 07, 1983.

The 21st amendment was made on Apr. 06, 1984.

The 22nd amendment was made on Apr. 03, 1985.

The 23rd amendment was made on Apr. 07, 1986.

The 24th amendment was made on Apr. 15, 1987.

The 25th amendment was made on Apr. 20, 1988.

The 26th amendment was made on Apr. 14, 1989.

The 27th amendment was made on Apr. 12, 1990.

The 28th amendment was made on Apr. 12, 1991.

The 29th amendment was made on Apr. 21, 1992.

The 30th amendment was made on Apr. 01, 1993.

The 31st amendment was made on Apr. 08, 1994.

The 32nd amendment was made on Apr. 20, 1995.

The 33rd amendment was made on Apr. 18, 1996.

The 34th amendment was made on May 08, 1997.

The 35th amendment was made on May 14, 1999.

The 36th amendment was made on May 30, 2000.

The 37th amendment was made on May 31, 2001.

The 38th amendment was made on Jun. 18, 2002.

The 39th amendment was made on Jun. 26, 2003.

The 40th amendment was made on Jun. 11, 2004.

The 41st amendment was made on Jun. 14, 2005.

The 42nd amendment was made on Jun. 09, 2006.

The 43rd amendment was made on Jun. 22, 2007.

The 44th amendment was made on Jun. 13, 2008.

The 45th amendment was made on Dec. 02, 2008.

The 46th amendment was made on Jun. 14, 2010.

The 47th amendment was made on Jun. 22, 2011.

The 48th amendment was made on Jun. 28, 2012.

The 49th amendment was made on Jun. 17, 2013.

The 50th amendment was made on Jun. 11, 2014.

The 51st amendment was made on Jun. 18, 2015.

The 52nd amendment was made on Jun. 22, 2016.

The 53rd amendment was made on Jun. 14, 2017.

The 54th amendment was made on Jun. 14, 2018.

The 55th amendment was made on Jun. 14, 2022.