

The Taiwan Cement Corporation  
Rules Governing the Scope of Powers of Independent Directors

Article 1 (Basis for the adoption of these Rules)

To ensure good corporate governance and establish a sound independent director system, these Rules are adopted pursuant to Article 26, paragraph 1 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 (Scope of this Rules)

Unless otherwise required by law, regulation or by TCC's article of incorporation, matters concerning the duties of TCC's independent director shall be in accordance with this Rules.

Article 3 (Scope of duty)

At least one independent director shall attend the board of director's meeting ('Board Meeting') in person; the following matters shall be submitted to the board of directors for resolution and all of the independent directors shall attend such Board Meeting, and where any independent director is unable to attend such Board Meeting in person, he/she shall appoint another independent director to attend the meeting in his or her place. When an independent director objects to or expresses reservations for any of the discussed matters, it shall be recorded in the meeting minutes. If an independent director intends to express an objection or reservations for any of the discussed matters but unable to attend the Board Meeting in person, unless there is a legitimate reason to do otherwise, the independent director shall submit a written opinion in advance, which shall be recorded in the Board Meeting's minutes:

1. TCC's business plan.
2. Annual and biannual financial reports, except for the one that are not required under relevant laws or regulations to be audited and attested by a certified public accountant (CPA).
3. Adoption of or amendments to TCC's internal audit system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal audit system.
4. Adoption of or amendments to the procedures for handling material financial or business activities, such as acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others pursuant to Article 36-1 of the Securities and Exchange Act.
5. Matters to which a director or a supervisor is an interested party.
6. Asset transactions or derivatives trading of a material nature.
7. Loans of funds, endorsements, or provision of guarantees of a material nature.
8. The offering, issuance, or private placement of equity-type securities.
9. The hiring or discharge of a certified public accountant and their compensation.
10. The appointment or discharge of a financial, accounting, or internal audit officer.
11. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation for imperative disaster relief relating to a major natural disaster may be submitted to the following board meeting for retroactive recognition.
12. Other matters required by law, regulation, or the articles of incorporation to be approved by resolutions at a shareholders meeting or a board meeting, or any other matter of a material nature as prescribed by the competent authority.

The term "related party" in subparagraph 11 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, in an amount of NTD100 million or more, or in an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, the amount of 5 percent of paid-in capital stipulated in this paragraph will be substituted by the amount of 2.5 percent of shareholders' equity.)

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board meeting is convened. Amounts already submitted to and passed by a resolution of board of directors are exempted from inclusion in the calculation towards NTD100 million.

Article 4 (Liability insurance)

TCC should take out liability insurance for its independent directors

Article5 (Remuneration)

TCC shall set the remuneration of the independent directors in its articles of incorporation or by a resolution of a shareholders meeting, and may consider providing a reasonable level of remuneration different from that of ordinary directors and supervisors. TCC may also, in accordance with procedures prescribed by law, consider providing remuneration for independent directors in the form of a fixed monthly salary, rather than distributions from the earnings of the company.

Article6 (Continuing education)

All independent directors of the TCC shall pursue continuing education, including attending relevant training courses as required.

Article7 (Right to know)

Neither the TCC nor other board members may obstruct, refuse, or evade the actions taken by independent directors in performing their duties. In the course of performing their duties, independent directors may request the board to appoint relevant personnel or to hire professionals for assistance when they deem necessary.

Any expense incurred for hiring the professionals or for exercising powers conducted by the independent directors in accordance with the preceding paragraph shall be borne by the TCC.

Article8 (Implementation)

These Rules, and any amendments hereto, shall be implemented after the adoption by the board of directors' resolution.

Article9 (Adopted and Amended date)

These Rules have been adopted since 2012/5/8 and were amended on 2017/11/10.