



Codes of Ethical Conduct of Asia Cement Corporation

Article 1

For the purpose of encouraging directors, managerial officers, and all employees of Asia Cement Corporation (“the Company”) to act in line with ethical standards, and to help stakeholders better understand the ethical standards of the Company, the Company hereby enacted this “Code of Ethical Conduct of Asia Cement Corporation” (“The Codes”) with reference to the “Guidelines for the Adoption of Codes of Ethical Conduct” set by TWSE.

Article 2

The Codes applies to directors, managerial officers, and all employees of the Company (“All Personnel”).

Article 3

The Company and all personnel shall follow the code of ethics, uphold motivated and responsible attitude, get rid of selfishness, and abide by the principle of team-oriented and good faith when conducting business and duties.

Article 4

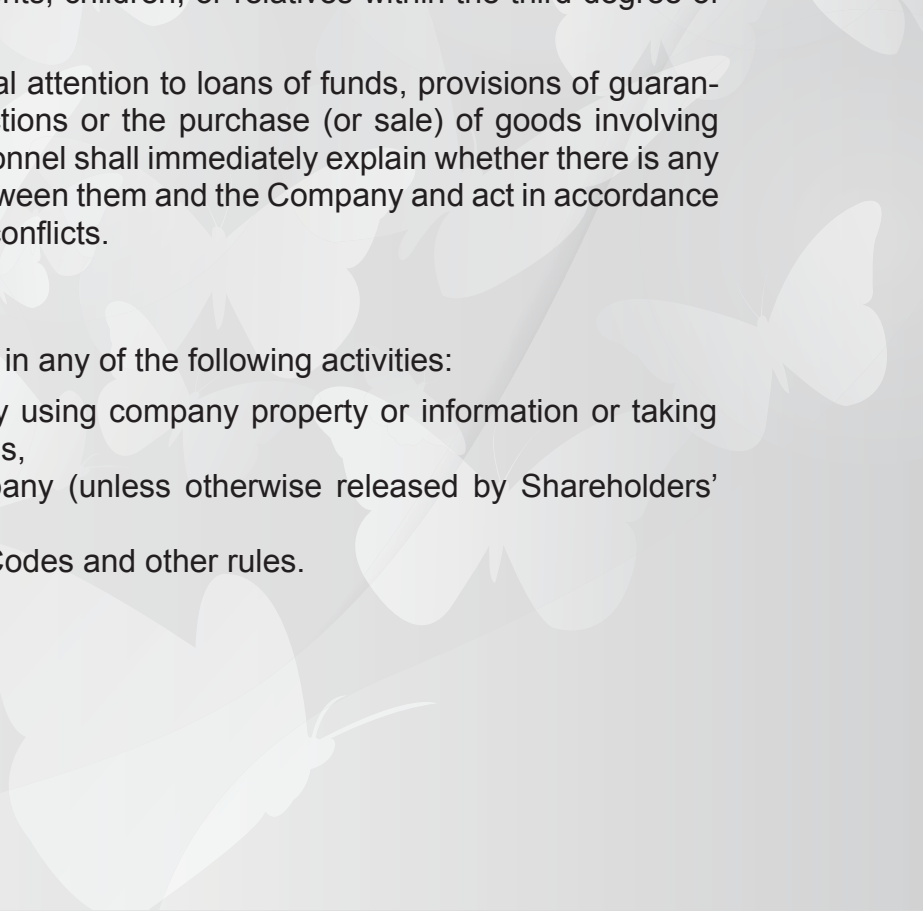
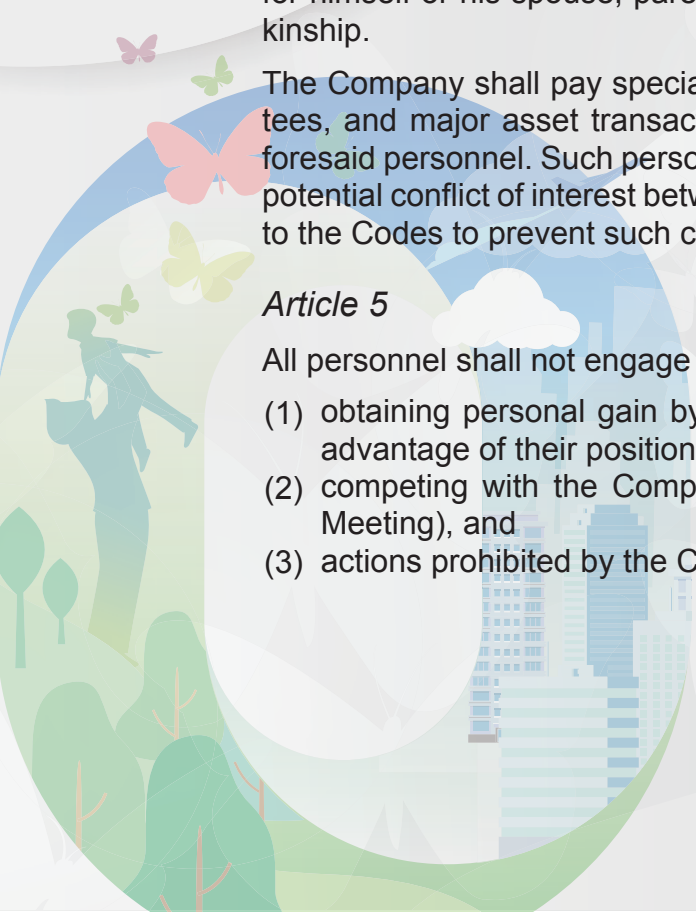
All personnel shall perform his duties in an objective and efficient manner, and shall not take advantage of his position in the Company to obtain improper benefits for himself or his spouse, parents, children, or relatives within the third degree of kinship.

The Company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving foresaid personnel. Such personnel shall immediately explain whether there is any potential conflict of interest between them and the Company and act in accordance to the Codes to prevent such conflicts.

Article 5

All personnel shall not engage in any of the following activities:

- (1) obtaining personal gain by using company property or information or taking advantage of their positions,
- (2) competing with the Company (unless otherwise released by Shareholders’ Meeting), and
- (3) actions prohibited by the Codes and other rules.





Article 6

All Personnel shall be bound by the obligation to maintain the confidentiality of any information regarding the Company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the Company or the suppliers and customers.

Article 7

All Personnel shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

Unless fulfill social practice or allowed by the Company, All Personnel shall not require, give, or take any improper benefits for the interests of himself, company, or third party when performing his duties.

Article 8

All Personnel shall have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes.

Article 9

All Personnel shall abide by the Company Act, Securities and Exchange Act and other applicable laws and regulations.

Article 10

The Company shall raise awareness of the Codes for All Personnel internally.

All personnel shall report to independent directors, managerial officers, chief internal auditor, or any other appropriate individual upon suspicion or discovery of any activity in violation of a law, regulation, or the Codes with sufficient information.

The Company shall handle and investigate reported cases in confidential way and protect such personnel from reprisals.



Article 11

When All Personnel violate the Codes, the Company shall handle the matter in accordance with the disciplinary measures prescribed in laws or the Company's regulations. The Company shall immediately disclose on the Market Observation Post System (MOPS) the name and title of the violator, the date of the violation, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken.

The Company shall establish a relevant appeal system to provide the violator with remedies.



Article 12

In case any exemption from compliance with the Codes for All Personnel is needed, it shall be adopted by a resolution of the Board of Directors, and that information on the name and title of the person entitled to such exemption, the date on which the Board of Directors adopted the resolution for exemption, and the period of, reasons for, and principles behind the application of the exemption be disclosed immediately on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the Codes, and to safeguard the interests of the Company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

Article 13

The Company shall disclose the Codes and any amendments to it, in its annual reports and prospectuses and on the MOPS.

Article 14

The Codes and any amendment to it shall enter into force after it has been adopted by the Board of Directors and submitted to the shareholders meeting.

**In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*

