

Stock Code

2340



**Taiwan-Asia**  
Semiconductor Corporation

**2025**

**Annual General Shareholders' Meeting**  
**Meeting Agenda**

- ▶ **Convening method** Entity Shareholders' Meeting
- ▶ **Date** June 17, 2025 9AM
- ▶ **Place** Lakeshore Hotel Hsinchu Leith Castle — Eiffel F2

**Taiwan-Asia Semiconductor Corporation**  
**Handbook for the 2025 General Meeting of Shareholders**  
**Table of Contents**

	Page
I. Meeting type .....	1
II. Time .....	1
III. Place .....	1
IV. Agenda	
1. Meeting called to order .....	1
2. Report Items .....	1
3. Proposed Resolutions .....	1
4. Extemporaneous motions .....	2
V. Attachments	
1. Business report .....	3
2. Audit Committee Report .....	8
3. Independent Auditors' Report and 2024 Consolidated Financial Statements .....	9
4. Independent Auditors' Report and 2024 Parent Company Financial Statements .....	20
5. Deficit Compensation Statement .....	31
6. Before and Revision Chart of Company's Articles of Incorporation .....	32
7. Before and Revision Chart of Regulations Governing the Acquisition and Disposal of Assets .....	33
VI. Appendices	
1. Articles of Incorporation .....	34
2. Procedure Rules for Shareholder Meetings .....	42
3. Directors' Shareholding Status .....	51

I. Meeting type: Physical Shareholders Meeting

II. Time: 9:00 a.m., June 17, 2025

III. Place: No. 773, Ming-Hu Road, Hsinchu, 300, Taiwan

(LAKESHORE HOTEL Leith Castle 2F Eiffel Banquet Room)

IV. Agenda

**1. Meeting called to order**

**2. Report Items:**

(1) 2024 Business Report (Please refer to pages 3-7 of this Handbook for details.)

(2) 2024 Audit Committee Report (Please refer to page 8 of this Handbook for details.)

**3. Proposed Resolutions:**

Proposal 1: The 2024 Financial Statements and Business Report are hereby submitted for recognition. (Proposed by: Board of Directors)

Description:

- 1) The Company's 2024 Financial Statement have been completed with the review conducted by the accountants, Chih-Yuan Chen and Tung-Feng Lee of Deloitte & Touche Taiwan, and such Statement has been submitted with the 2024 Business Report and completed with the review by the Audit Committee. (Please refer to pages 9-30 of this Handbook.)
- 2) Motion is made to submit the foregoing statements and report for recognition.

Resolution:

Proposal 2: Adoption of the Proposal for 2024 Deficit Compensation. (Proposed by: Board of Directors)

Description:

- 1) The Company has suffered a loss for 2024 and has prepared a Deficit Compensation Statement, which has been approved by the Board of Directors Meeting, as well as submitted to and completed with the review by the Audit Committee.
- 2) The Table for the Company's 2024 Deficit Compensation is attached in detail. (Please refer to page 31 of this Handbook.)

Resolution:

Proposal 3: Amendment to the Company's Articles of Incorporation. (Proposed by: Board of Directors)

Description:

To amend some provisions of the Company's Articles of Incorporation in accordance with Paragraph 6 of Article 14 of the Securities and Exchange Law, a company should clearly stipulate in the articles of incorporation that a certain percentage of annual profits should be allocated to increase salaries or distribute as employees' compensation to entry-level employees, the Comparison Table of Amendments is attached hereto in detail. (Please refer to pages 32 of this Handbook.)

Resolution:

Proposal 4: Amendment to the Operational procedures for Acquisition and Disposal of Assets  
(Proposed by: Board of Directors)

Description:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the Operational Procedures for Acquisition and Disposal, the Comparison Table of Amendments is attached hereto in detail. (Please refer to pages 33 of this Handbook.)

Resolution:

**4. Extemporaneous motions:**

**5. Meeting adjourned**

# 【 Business Report 】

## 1.2024 Business Results:

### A. Implementation results from 2024 Business Plan:

The inventories of major end customers continue to be liquidated. However, as the global regional economy gradually takes shape, the growth of the end consumer electronics market remains slow, and the automotive electronics market is also in a stage of continuous adjustment. Therefore, the company's market and products will be focused on "technical services" and "urgently needed applications" to achieve a 9% revenue growth in 2024. Meanwhile, in terms of deepening technological capabilities and the layout of the power device market, the installation and commissioning of the group's first eight-inch gallium nitride wafer production line equipment has been completed with the production capacity reaching 2,000 wafers/month. The first set of MOCVD epitaxial equipment has also been capable of large-scale mass production. In August 2024, the "8-inch GaN Product Business Group" was spun off to found "Champ-Asia Semiconductor Corporation", which is responsible for 8-inch GaN products. In 2025, it will actively complete the GaN-related product categories. As for the subsidiary, "STAR ASIA VISION CORPORATION" has completed its listing on the Emerging Stock Exchange in 2024, and its operations continue to grow. A summary of the key operating results of the overall group is as follows:

- 1) The product reliability of high-speed and high-voltage optocoupler devices have met terminal security regulations, and the product specifications have met terminal application requirements and have successfully entered the mass production stage. Currently it has been steadily accepting orders for production.
- 2) As for the development of Visible Light VCSEL (vertical laser), the brightness and stability of the 650nm product have met the requirements of biomedical testing standards, so it has successfully entered the trial production stage. Continuous product integration into wearable application devices to reduce the energy consumption of device products
- 3) The development of short-wave infrared (SWIR) transmitting and receiving components has been being applied to TASC's non-invasive continuous glucose monitoring wearable device project and has entered the medical institution cooperation certification stage. Several major brand manufacturers have adopted its SWIR Tx/Rx device technology for wearable device applications and have completed project approval.
- 4) Subsidiaries-ProAsia Semiconductor Corporation: The characteristics verification of the full series of SiC Schottky diodes 750V~1700V/4A~60A wafers and bare-die products have been achieved, and the development has been completed; The development of a full series of TO-247, TO-220, TO-263, and TO-252 packaged products has been completed; The verification of Schottky diode 1200V/60A automotive reliability AEC-Q101 has been completed; Meanwhile, the production line expansion has been accelerated.
- 5) Subsidiaries-Champ-Asia Semiconductor Corporation: The gallium nitride (GaN) modular platform has been established (from analog design to manufacturing) to achieve foundry and self-developed product business capabilities. It has worked with several downstream companies for the sales of products such as 650V D-mode HEMT.

6) Overall, total 2024 operating revenue reached NT\$4.3 billion, with after-tax net loss of NT\$535,523,000 and earnings per share of NT\$-1.16.

B.2024 budget implementation status:

Unit: Millions

Primary product	2024 sales figures	
	Projected	Actual
Light-emitting components	7,754	6,552
Sensing components	18,967	18,439
Total	26,721	24,991

C.Analysis of financial income/outlay and profit capacity:

Unit: NT\$ thousands

Figure	2024
Operating revenues	4,299,897
Operating income	(614,933)
Profit before income tax	(512,097)
Interest expense	51,399
Ratio of interest expense to operating income (%)	( 8% )

Unit: NT\$ thousands; %

Year/figure		2024
Basic figure	Aggregate liabilities	7,018,613
Financial structure	Equity capital ratio	53.04%
	Liabilities as proportion of assets	46.96%
	Long-term funds as proportion of real estate, factories and equipment	160.48%
Debt servicing capacity	Current ratio	159.66%
	Quick ratio	104.71%
	Times interest earned ratio	(8.96)

D. Research & development

- 1) The technology of high-precision non-invasive continuous glucose monitoring wearable device has been developed, and it has granted a subsidy from the A+ Enterprise Innovation and R&D Quenching Program of Ministry of Economic Affairs in September 2024.
- 2) The development and verification of optical coating technology has been completed, and product samples have been delivered to major customers.
- 3) The high-sensitivity low-noise photoelectric sensing device technology platform has been completed.
- 4) The flip chip light emitting and sensing device technology platform and product development have been completed.
- 5) Subsidiaries-ProAsia Semiconductor Corporation: It has actively negotiated cooperative development and technology transfer with well-known European and US SiC brands and SiC wafer plants to quickly enhance the technical capabilities of the R&D team. Meanwhile, it has also begun to cooperate with power module manufacturers to provide one-stop integration services for wafers, bare-die, and post-packaging discrete devices for the development of

high-power modules for industrial power supplies, energy storage, solar energy, clean energy, charging piles, and OBC applications. It is actively seeking cooperation with device suppliers and system integrators to expand customer channels in a diversified manner, thereby promoting production and shipment momentum and accelerating revenue growth.

- 6) Subsidiaries-Champ-Asia Semiconductor Corporation: The development of the second-generation process platform has been completed and the 650V GaN D-mode/E-mode products have entered trial production.
- 7) The subsidiary, STAR ASIA VISION CORPORATION, has utilized a patented structure to control the light output angle of the display screen and actively develops narrow view LED outdoor display screens to effectively suppress the impact of light pollution on the environment.

## 2. 2025 operating plan:

### (1) Operations program:

- 1) Customer Service: Continuous product quality improvement and enhancement of end customer application service.
- 2) Industrial Innovation: Acceleration of new product development to expand customer base and sales revenue.
- 3) Operational Efficiency: Reduction of production costs to increase product gross profit. Shorten production cycle and reduce inventory costs.
- 4) Diversified Development: Continuous acceleration of the research and development of wide bandgap compound semiconductor power device products.
- 5) Self-development: Investment in the next-generation substrate materials and epitaxial technology to improve cost structure.

### (2) Projected sales volume and basis:

TASC has a leading edge in the technology development of sensor devices. In response to the requirement of wearable device applications for sensing devices with higher sensitivities and more durable and reliable user experience in order to capture more biometric signals, TASC continues to develop and provide products with greater market advantages to end customers, expanding TASC's market share in sensing products. At the same time, TASC has been actively dedicated in vehicle-related fields such as charging piles, taillights, DMS, and OMS. Therefore, the company's estimated business objectives for 2025 are as follows:

Unit: Millions

Primary product	2025 projected sales volume
Emission components	6,583
Sensing components	22,836
Total	29,419

### (3) Major production & sales policies:

- 1) Refine production and sales targets and strengthen material and inventory management. Increase the proportion of standard products to maintain the company's production capacity utilization rate and healthy capital flow; Strengthen the unique technology of highly customized products, ensure high niche product value, and provide profit momentum for the company.



- 2) Implement the concept of joint development, strengthen understanding of customer applications, and provide the most suitable products and specifications. Effectively communicate starting from design to reduce the risk of end products, and enhance TASC's brand value and product competitiveness.
- 3) Provide a "one-stop shopping" platform. Develop and establish diversified technology platforms, introduce automated and efficient production to plants, provide professional customer service, and extend vertical integration of downstream supply chains to ultimately achieve the goal of one-stop integrated services.
- 4) Integrate ESG strategy to develop a technology platform for low-carbon emission application devices. Drive the product characteristics towards high frequency, high voltage and low energy consumption; In addition, introduce recycled materials into production and implement a systematic management system, so that TASC products can provide the best carbon footprint among end applications, thus ultimately enhancing the sustainable value of TASC products.

### **3. Strategy for future Company development, and influences from external competitive environment, regulatory environment, and overall operating environment**

#### **(1) Strategy for future Company development:**

According to TrendForce's 2024 GaN power device market analysis, Infineon and Texas Instruments have invested more resources in 2024. With the GaN market reaching current scale of US\$270 million in 2023, it is estimated that the CAGR (compound annual growth rate) will still be close to 49% by 2030. Among them, the application proportion of consumer electronics is estimated to increase from 23% in 2023 to nearly 48% in 2030. Other applications such as automotive electronics, data servers and switches, and motor driving will also gradually replace conventional silicon-based semiconductor devices. This is an indication that the development of GaN power semiconductors is gradually maturing with considerable potential in the future.

In the past year, the company has actively headed towards one-stop integrated services, extending the vertical integration of downstream supply chain heterogeneous alliances, combining the resources of parent company and subsidiaries, going beyond the conventional wafer foundry model, and providing end application customers with needed discrete devices or high-power modules, shortening customers' development schedule of end applications, and expanding the customer base by providing competitive products which meet customers' Time-to-Market needs.

The group continues to set energy conservation and carbon reduction and sustainable Taiwan as its business objectives. As the global demand for green energy and efficient power management continues to rise, the group's subsidiaries have been actively committed to promoting application products which meet the requirements of energy conservation and carbon reduction in recent years. The company has strengthened its own R&D and patented technologies to meet the diverse needs of customers, and enhanced vertical integration services to provide customers with complete solutions from chips to modules, assisting customers in bringing products to market as quickly as possible so as to create a win-win strategy with customers. In addition to consolidating and expanding its leading position in the existing sensing device market, the company will continue to seek business opportunities in power application markets such as electric vehicles, charging piles, high-speed rail power, smart grids, solar inverters, wind power inverters, and energy storage equipment through its subsidiaries in the future.



(2) Influences from external competitive environment:

In recent years, TASC has actively invested in third-generation semiconductor products through its subsidiaries. As a newcomer in the SiC and GaN markets, its capital scale and brand visibility are still at an inferior position compared to European and American powerhouses which have been involved for many years, and it still faces great challenges in market competition. However, the technological and quality advantages of the products of TASC Group will gradually replace the low-price red ocean market and seize the power semiconductor market; In the short term, the company will focus on the consumer market, and in the long term, it will focus on the medium and high power market, such as: Applications such as laptops, desktop computers, LCD TVs, projectors, solar inverters, etc.

(3) Influences from the regulatory environment:

The United States will impose a 10% tariff on Chinese imports starting in 2025. China has also announced that it will impose a 10% to 15% tariff on some U.S. imports, including coal, natural gas, and large-displacement cars. As the trade war between the two sides affecting the supply chain, globalization is gradually declining and replaced by the rise of regional economies. Under the influence of geopolitics, supply chains have been required to increase their level of localization. As an upstream supplier in the supply chain, TASC connects with packaging and module manufacturers through the establishment consideration of third-party production sites or the utilization of local channels, or even directly discusses needs with IC design houses in the supply chain to make full use of its advantage of having the right to decide on materials, thereby increasing the chances of TASC products entering the supply chain, reducing the impact of the trade war, shortening the supply chain, and accelerating the product's capability of responding to market changes.

(4) Influences from the overall operating environment:

Overall, inventories in various industries will reach a safe level in 2025, and the consumer market is expected to enter a recovery phase. However, the gradual emergence of regional economies, the expansion of geopolitical risks, and even the trade disputes among major powers have all led to uncertainty in overall demand. Facing this situation, TASC Group will continue with the existing strategy of the group's division of labor to reduce operating costs, create more competitive products, and actively develop diversified products to seek more opportunities to meet various future challenges.

TASC continues to support the complete industrial supply chain of each subsidiary, reduce the group's operating costs, continue to deepen the relationship with business partners, so as to work with them to face the challenges of 2025 to create profits; We would like to thank all our colleagues, customers, suppliers and shareholders for their support. We firmly adhere to the core value of TASC Group, "Study hard, think diligently, work vigorously, and create the world's best products", and move forward steadily towards sustainable operation.

Chairman: Patrick Li

President: Jason Tsai

Chief Accountant: Amy Wu

## **【Audit Committee Report】**

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements, and Deficit Compensation proposal. The CPA Chih-Yuan Chen and Tung-Feng Lee from Deloitte & Touche were retained to audit TASC's Financial Statements and have issued an audit report relating to the Financial Statements. The said Business Report, Financial Statements, and Deficit Compensation proposal have been reviewed and determined to be correct and accurate by the Audit Committee of TASC in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this Report.

To

General Shareholders Meeting 2025

Taiwan-Asia Semiconductor Corporation

Chair of the Audit Committee:

Tsai Shih-Kuang

Date: May 5th, 2025

**INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders

Taiwan-Asia Semiconductor Corporation

**Opinion**

We have audited the accompanying consolidated financial statements of Taiwan-Asia Semiconductor Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheet 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 notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, based on our audits and the reports of other auditors (refer to the other matter paragraph), 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 of the Republic of China.

**Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. 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 Republic of China, 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 based on our audits and the reports of other auditors.

**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. Therefore, 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 described as follows:

### The Occurrence of Operating Revenue

The Group is engaged in the manufacture and sale of semiconductor components as well as research and development, design, manufacture and sale of systems products. Sales revenue from customers the amount has shown significant growth compared to the previous year in 2024. The sales revenue of significant customers was deemed a key audit matter. Refer to Notes 4 and 23 to the Group's consolidated financial statements for the related revenue recognition policies and information.

The audit procedures performed in response to the abovementioned key audit matter were as follows:

1. We obtained a thorough understanding of the Group's policies on recognizing sales revenue, evaluated the design of the internal controls related to the occurrence of sales revenue, and determined whether the controls had been implemented.
2. We performed detailed verification tests on the selected samples of sales revenue, and we checked transaction vouchers, send letters.

### **Other Matter**

We did not audit the financial statements of certain investees of the Corporation as of and for the years ended December 31, 2024 and 2023, which were reflected in the accompanying financial statements using the equity method of accounting, but such financial statements were audited by other auditors whose reports have been furnished to us. Our opinion, insofar as it relates to the amounts included in the Corporation's financial statements for such investments, is based solely on the reports of other auditors. The aforementioned equity-method investments that were not audited by the auditor amounted to NT\$76,646 thousand and NT\$63,987 thousand as of December 31, 2024 and 2023, which both represented 0.51% of the Corporation's total assets. The Corporation's share of the comprehensive income (loss) of such associates amounted to NT\$2,701 thousand and NT\$1,355 thousand for the years ended December 31, 2024 and 2023, which represented (0.38%) and 0.49% of the Corporation's total comprehensive income.

We have also audited the parent company only financial statements of Taiwan-Asia Semiconductor Corporation as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion with other matter paragraph.

### **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 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 of the Republic of China, 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 Standards on Auditing of the Republic of China 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 Standards on Auditing of the Republic of China, 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 audits resulting in this independent auditors' report are Chih-Yuan Chen and Tung-Feng Lee.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 27, 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 applied in the Republic of China.*

*For the convenience of readers, the independent 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.*

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Note 6)	\$ 2,296,957	15	\$ 1,994,383	16
Financial assets at fair value through profit or loss - current (Note 7)	59,639	1	92,273	1
Financial assets at amortized cost - current (Notes 9 and 32)	23,160	-	23,360	-
Contract assets - current (Note 23)	2,619	-	1,700	-
Notes receivable (Note 23)	3,893	-	1,171	-
Trade receivables (Notes 10 and 23)	1,240,808	8	1,177,915	9
Trade receivables from related parties (Notes 23 and 31)	21,678	-	23,976	-
Other receivables (Note 31)	130,214	1	14,417	-
Inventories (Note 11)	1,861,544	13	1,348,681	11
Other current assets (Notes 25 and 31)	<u>139,072</u>	<u>1</u>	<u>126,634</u>	<u>1</u>
Total current assets	<u>5,779,584</u>	<u>39</u>	<u>4,804,510</u>	<u>38</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Note 7)	16,279	-	20,000	-
Financial assets at fair value through other comprehensive income - non-current (Note 8)	961,450	6	1,110,803	9
Investments accounted for using the equity method (Note 13)	76,646	1	63,987	1
Contract assets - non-current (Note 23)	-	-	2,619	-
Property, plant and equipment (Notes 14, 31 and 32)	7,057,951	47	5,384,198	43
Right-of-use assets (Note 15)	187,015	1	210,813	2
Investment properties (Note 16)	399,307	3	399,307	3
Intangible assets (Note 17)	74,660	1	35,378	-
Deferred tax assets (Notes 4 and 25)	67,704	-	57,912	1
Prepayment for equipment (Note 31)	274,359	2	371,620	3
Other non-current assets	<u>51,597</u>	<u>-</u>	<u>30,782</u>	<u>-</u>
Total non-current assets	<u>9,166,968</u>	<u>61</u>	<u>7,687,419</u>	<u>62</u>
<b>TOTAL</b>	<u>\$ 14,946,552</u>	<u>100</u>	<u>\$ 12,491,929</u>	<u>100</u>

(Continued)



**TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars)

LIABILITIES AND EQUITY	2024		2023	
	Amount	%	Amount	%
<b>CURRENT LIABILITIES</b>				
Short-term borrowings (Note 18)	\$ 1,244,615	8	\$ 390,000	3
Contract liabilities - current (Note 23)	69,261	-	97,936	1
Trade payables	821,538	6	536,764	4
Trade payables to related parties (Note 31)	79,847	1	39,441	1
Other payables (Note 19)	887,777	6	817,715	7
Other payables to related parties (Note 31)	29,467	-	23,332	-
Current tax liabilities (Notes 4 and 25)	19,777	-	25,150	-
Provisions - current (Note 20)	8,339	-	2,651	-
Lease liabilities - current (Notes 15 and 31)	22,771	-	23,197	-
Current portion of long-term liabilities (Notes 18 and 32)	417,545	3	25,695	-
Other current liabilities	18,994	-	5,638	-
Total current liabilities	<u>3,619,931</u>	<u>24</u>	<u>1,987,519</u>	<u>16</u>
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Notes 18 and 32)	3,146,229	21	1,669,961	13
Provisions - non-current (Note 20)	22,594	-	19,758	-
Deferred tax liabilities (Notes 4 and 25)	7,523	-	25,061	-
Lease liabilities - non-current (Notes 15 and 31)	173,330	1	195,967	2
Net defined benefit liability - non-current (Notes 4 and 21)	18,924	-	67,004	1
Deferred revenue - non-current (Note 28)	24,824	1	23,230	-
Other non-current liabilities	5,258	-	5,309	-
Total non-current liabilities	<u>3,398,682</u>	<u>23</u>	<u>2,006,290</u>	<u>16</u>
Total liabilities	<u>7,018,613</u>	<u>47</u>	<u>3,993,809</u>	<u>32</u>
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>				
Ordinary shares	<u>4,386,228</u>	<u>29</u>	<u>4,386,228</u>	<u>35</u>
Capital surplus	<u>1,581,398</u>	<u>11</u>	<u>1,475,787</u>	<u>12</u>
Retained earnings				
Legal reserve	946,387	6	916,235	7
Unappropriated earnings	775,527	5	1,503,798	12
Total retained earnings	<u>1,721,914</u>	<u>11</u>	<u>2,420,033</u>	<u>19</u>
Other equity	<u>(140,117)</u>	<u>(1)</u>	<u>61,632</u>	<u>1</u>
Treasury shares	<u>(23,172)</u>	<u>-</u>	<u>(23,172)</u>	<u>-</u>
Total equity attributable to owners of the Company	7,526,251	50	8,320,508	67
<b>NON-CONTROLLING INTERESTS</b>	<u>401,688</u>	<u>3</u>	<u>177,612</u>	<u>1</u>
Total equity	<u>7,927,939</u>	<u>53</u>	<u>8,498,120</u>	<u>68</u>
<b>TOTAL</b>	<u>\$ 14,946,552</u>	<u>100</u>	<u>\$12,491,929</u>	<u>100</u>

(With Deloitte & Touche auditors' report dated February 27, 2025)

(Concluded)

**TAIWAN-ASIA SEMICONDUCTOR 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 23 and 31)	\$ 4,299,897	100	\$ 3,972,279	100
OPERATING COSTS (Notes 11, 24 and 31)	<u>3,794,646</u>	<u>88</u>	<u>3,041,848</u>	<u>77</u>
GROSS PROFIT	<u>505,251</u>	<u>12</u>	<u>930,431</u>	<u>23</u>
OPERATING EXPENSES (Notes 10, 24, 27 and 31)				
Selling and marketing expenses	97,397	2	120,172	3
General and administrative expenses	536,522	13	497,646	12
Research and development expenses	483,795	11	231,231	6
Expected credit loss on trade receivables	<u>2,470</u>	<u>-</u>	<u>2,701</u>	<u>-</u>
Total operating expenses	<u>1,120,184</u>	<u>26</u>	<u>851,750</u>	<u>21</u>
(LOSS) PROFIT FROM OPERATIONS	<u>(614,933)</u>	<u>(14)</u>	<u>78,681</u>	<u>2</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13, 24 and 31)				
Interest income	35,795	1	33,948	1
Other income	47,130	1	35,589	1
Other gains and losses	64,615	1	175,258	4
Finance costs	(51,399)	(1)	(19,520)	-
Share of profit or loss of subsidiaries and associates	<u>6,695</u>	<u>-</u>	<u>(3,521)</u>	<u>-</u>
Total non-operating income	<u>102,836</u>	<u>2</u>	<u>221,754</u>	<u>6</u>
(LOSS) PROFIT BEFORE INCOME TAX	(512,097)	(12)	300,435	8
INCOME TAX (BENEFIT) EXPENSE (Notes 4 and 25)	<u>(23,426)</u>	<u>-</u>	<u>3,466</u>	<u>-</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(535,523)</u>	<u>(12)</u>	<u>303,901</u>	<u>8</u>
OTHER COMPREHENSIVE LOSS				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	39,577	1	(7,238)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(232,760)	(6)	(49,012)	(1)

(Continued)

**TAIWAN-ASIA SEMICONDUCTOR 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	%
Share of the other comprehensive (loss) income of associates accounted for using the equity method	\$ (4,008)	-	\$ 4,886	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 25)	<u>27,356</u>	<u>1</u>	<u>27,637</u>	<u>-</u>
	<u>(169,835)</u>	<u>(4)</u>	<u>(23,727)</u>	<u>(1)</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	-	-	(2,246)	-
Share of the other comprehensive income (loss) of associates accounted for using the equity method	<u>14</u>	<u>-</u>	<u>(10)</u>	<u>-</u>
	<u>14</u>	<u>-</u>	<u>(2,256)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(169,821)</u>	<u>(4)</u>	<u>(25,983)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE (LOSS) INCOME FOR THE YEAR	<u>\$ (705,344)</u>	<u>(16)</u>	<u>\$ 277,918</u>	<u>7</u>
NET (LOSS) PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ (510,087)	(12)	\$ 307,212	8
Non-controlling interests	<u>(25,436)</u>	<u>-</u>	<u>(3,311)</u>	<u>-</u>
	<u>\$ (535,523)</u>	<u>(12)</u>	<u>\$ 303,901</u>	<u>8</u>
TOTAL COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ (679,908)	(16)	\$ 281,229	7
Non-controlling interests	<u>(25,436)</u>	<u>-</u>	<u>(3,311)</u>	<u>-</u>
	<u>\$ (705,344)</u>	<u>(16)</u>	<u>\$ 277,918</u>	<u>7</u>
(LOSS) EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ (1.16)</u>		<u>\$ 0.70</u>	
Diluted	<u>\$ (1.16)</u>		<u>\$ 0.70</u>	

(With Deloitte & Touche auditors' report dated February 27, 2025)

(Concluded)

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company (Notes 22 and 27)												
	Ordinary Shares		Retained Earnings				Other Equity						
							Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total	Treasury Shares	Total	Non-controlling Interests	Total Equity
	Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Unappropriated Earnings	Total							
BALANCE, JANUARY 1, 2023	438,623	\$4,386,228	\$1,507,368	\$ 872,379	\$1,684,760	\$2,557,139	\$ 2,256	\$ 80,573	\$ 82,829	\$ (24,170)	\$8,509,394	\$ -	\$8,509,394
Appropriation of the 2022 earnings													
Legal reserve	-	-	-	43,856	(43,856)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(438,623)	(438,623)	-	-	-	-	(438,623)	-	(438,623)
	-	-	-	43,856	(482,479)	(438,623)	-	-	-	-	(438,623)	-	(438,623)
Other changes in capital surplus:													
Changes in capital surplus from investments in associates and joint ventures accounted for using the equity method	-	-	2,849	-	(909)	(909)	-	-	-	-	1,940	-	1,940
Net profit (loss) for the year ended December 31, 2023	-	-	-	-	307,212	307,212	-	-	-	-	307,212	(3,311)	303,901
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	(5,791)	(5,791)	(2,256)	(17,936)	(20,192)	-	(25,983)	-	(25,983)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	301,421	301,421	(2,256)	(17,936)	(20,192)	-	281,229	(3,311)	277,918
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	1,005	1,005	-	(1,005)	(1,005)	-	-	-	-
Treasury shares transferred to employees	-	-	114	-	-	-	-	-	-	998	1,112	-	1,112
Adjustment to capital surplus due to payment of dividends to subsidiaries	-	-	755	-	-	-	-	-	-	-	755	-	755
Changes in percentage of ownership interests in subsidiaries	-	-	(35,299)	-	-	-	-	-	-	-	(35,299)	180,923	145,624
BALANCE, DECEMBER 31, 2023	438,623	4,386,228	1,475,787	916,235	1,503,798	2,420,033	-	61,632	61,632	(23,172)	8,320,508	177,612	8,498,120
Appropriation of the 2023 earnings													
Legal reserve	-	-	-	30,152	(30,152)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(219,311)	(219,311)	-	-	-	-	(219,311)	-	(219,311)
	-	-	-	30,152	(249,463)	(219,311)	-	-	-	-	(219,311)	-	(219,311)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(14,160)	(14,160)
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	84	-	38	38	-	-	-	-	122	-	122
Net loss for the year ended December 31, 2024	-	-	-	-	(510,087)	(510,087)	-	-	-	-	(510,087)	(25,436)	(535,523)
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	31,662	31,662	14	(201,497)	(201,483)	-	(169,821)	-	(169,821)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	(478,425)	(478,425)	14	(201,497)	(201,483)	-	(679,908)	(25,436)	(705,344)
Adjustment to capital surplus due to payment of dividends to subsidiaries	-	-	377	-	-	-	-	-	-	-	377	-	377
Changes in percentage of ownership interests in subsidiaries	-	-	105,150	-	(687)	(687)	-	-	-	-	104,463	263,672	368,135
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	266	266	-	(266)	(266)	-	-	-	-
BALANCE, DECEMBER 31, 2024	438,623	\$4,386,228	\$1,581,398	\$ 946,387	\$ 775,527	\$1,721,914	\$ 14	\$(140,131)	\$(140,117)	\$ (23,172)	\$7,526,251	\$ 401,688	\$7,927,939

(With Deloitte & Touche auditors' report dated February 27, 2025)

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
**(In Thousands of New Taiwan Dollars)**

	<b>2024</b>	<b>2023</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
(Loss) profit before income tax	\$ (512,097)	\$ 300,435
Adjustments for:		
Depreciation expenses	709,116	491,283
Amortization expenses	41,343	22,567
Expected credit loss recognized on trade receivables	2,470	2,701
Loss (gain) on fair value change of financial assets and liabilities at fair value through profit or loss	16,355	(92,433)
Interest expenses	51,399	19,516
Interest income	(35,795)	(33,948)
Dividend income	(18,022)	(26,656)
Compensation cost of employee share options	7,545	11,187
Share of (profit) loss of associates accounted for using the equity method	(6,695)	3,521
Gain on disposal of property, plant and equipment	(12,098)	(1,562)
Gain on disposal of investment	(839)	(88,567)
Impairment loss recognized on non-financial assets	11,250	-
Amortization of long-term deferred revenue	(2,175)	-
Gain on lease modification	(382)	-
Changes in operating assets and liabilities		
Contract assets	1,700	2,883
Notes receivable	(2,722)	471
Trade receivables	(65,361)	(432,308)
Trade receivables from related parties	2,296	(7,543)
Other receivables	(112,930)	74
Inventories	(512,863)	(121,808)
Other current assets	(11,705)	(55,049)
Other non-current assets	(1,675)	1,718
Contract liabilities	(28,675)	(111,322)
Trade payables	284,774	136,107
Trade payables to related parties	40,406	3,279
Other payables	67,270	325,832
Other payables to related parties	6,135	23,332
Provisions	8,524	(3,306)
Other current liabilities	13,356	924
Net defined benefit liabilities	(8,503)	5,175
Cash generated from operations	(68,598)	376,503
Interest received	35,180	34,588
Dividend received	19,022	27,656
Interest paid	(61,205)	(20,431)
Income tax paid	(29,507)	(101,028)
Net cash (used in) generated from operating activities	(105,108)	317,288

(Continued)

**TAIWAN-ASIA SEMICONDUCTOR 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
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	\$ (105,000)	\$ (90,000)
Proceeds from sale of financial assets at fair value through other comprehensive income	21,594	-
Purchase of financial assets at amortized cost	-	(90)
Proceeds from recovery of financial assets at amortized cost on maturity	200	97,396
Purchase of financial assets at fair value through profit or loss	-	(20,000)
Proceeds from disposal of financial assets at fair value through profit or loss	20,839	174,431
Acquisition of associates	(10,500)	-
Net cash inflow on disposal of subsidiary	-	66,458
Payments for property, plant and equipment	(2,769,249)	(2,949,041)
Proceeds from disposal of property, plant and equipment	205,514	1,581
(Increase) decrease in refundable deposits	(504)	3,920
Payments for intangible assets	(35,107)	(23,223)
Increase in other non-current assets	(19,250)	-
Decrease (increase) in payments for equipment	<u>278,220</u>	<u>(117,298)</u>
Net cash used in investing activities	<u>(2,413,243)</u>	<u>(2,855,866)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in short-term borrowings	854,615	252,804
Proceeds from long-term borrowings	1,862,674	1,518,219
(Decrease) increase in guarantee deposits	(51)	3,246
Payment of the principal portion of lease liabilities	(23,473)	(20,871)
Payment of dividends	(233,094)	(437,868)
Treasury shares transferred to employees	-	530
Changes in non-controlling interest	<u>360,254</u>	<u>202,500</u>
Net cash generated from financing activities	<u>2,820,925</u>	<u>1,518,560</u>
<b>EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES</b>	<u>-</u>	<u>(177)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	302,574	(1,020,195)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<u>1,994,383</u>	<u>3,014,578</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<u>\$ 2,296,957</u>	<u>\$ 1,994,383</u>

(With Deloitte & Touche auditors' report dated February 27, 2025)

(Concluded)

## INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders  
Taiwan-Asia Semiconductor Corporation

### Opinion

We have audited the accompanying financial statements of Taiwan-Asia Semiconductor Corporation (the "Corporation"), which comprise the balance sheet 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 notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, based on our audit and the reports of other auditors (refer to the other matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation 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.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. 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 Corporation in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, 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 Corporation's financial statements for the year ended December 31, 2024 is described as follows:

#### The Occurrence of Operating Revenue

The Corporation is engaged in the manufacture and sale of semiconductor components as well as research and development, design, manufacture and sale of systems products. Sales revenue from



customers the amount has shown significant growth compared to the previous year in 2024. The sales revenue of significant customers was deemed a key audit matter. Refer to Notes 4 and 22 to the Corporation's financial statements for the related revenue recognition policies and information.

The audit procedures performed in response to the abovementioned key audit matter were as follows:

1. We obtained a thorough understanding of the Corporation's policies on recognizing sales revenue, evaluated the design of the internal controls related to the occurrence of sales revenue, and determined whether the controls had been implemented.
2. We performed detailed verification tests on the selected samples of sales revenue, and we checked transaction vouchers, send letters.

### **Other Matter**

We did not audit the financial statements of certain investees of the Corporation as of and for the years ended December 31, 2024 and 2023, which were reflected in the accompanying financial statements using the equity method of accounting, but such financial statements were audited by other auditors whose reports have been furnished to us. Our opinion, insofar as it relates to the amounts included in the Corporation's financial statements for such investments, is based solely on the reports of other auditors. The aforementioned equity-method investments that were not audited by the auditor amounted to NT\$13,664 thousand and NT\$12,797 thousand as of December 31, 2024 and 2023, which represented 0.11% and 0.12% of the Corporation's total assets. The Corporation's share of the comprehensive income (loss) of such associates amounted to NT\$975 thousand and NT\$271 thousand for the years ended December 31, 2024 and 2023, which represented (0.14%) and 0.10% of the Corporation's total comprehensive income.

### **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 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 Corporation'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 Corporation 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 Corporation'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 Standards on Auditing of the Republic of China 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 Standards on Auditing of the Republic of China, 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 Corporation'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 Corporation'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 Corporation 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 Corporation to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the 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 audits resulting in this independent auditors' report are Chih-Yuan Chen and Tung-Feng Lee.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 27, 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 applied in the Republic of China.*

*For the convenience of readers, the independent 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.*

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION**  
**BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Note 6)	\$ 1,218,356	10	\$ 1,096,542	10
Financial assets at fair value through profit or loss - current (Note 7)	-	-	20,577	-
Current financial assets at amortized cost (Notes 9 and 31)	22,810	-	22,810	-
Notes receivable (Note 22)	3,892	-	1,171	-
Trade receivables (Notes 10 and 22)	1,066,757	9	1,043,118	10
Trade receivables from related parties (Notes 22 and 30)	23,936	-	23,976	-
Other receivables	79,654	1	12,538	-
Other receivables - related parties (Note 30)	613,829	5	3,572	-
Inventories (Note 11)	1,444,578	12	1,204,555	12
Other current assets (Note 30)	<u>58,143</u>	<u>1</u>	<u>77,931</u>	<u>1</u>
Total current assets	<u>4,531,955</u>	<u>38</u>	<u>3,506,790</u>	<u>33</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through other comprehensive income - non-current (Note 8)	845,396	7	906,404	8
Investments accounted for using the equity method (Note 12)	3,256,366	27	2,107,024	20
Property, plant and equipment (Notes 13, 30 and 31)	2,518,844	21	3,360,570	31
Right-of-use assets (Note 14)	167,558	1	185,524	2
Investment properties (Note 15)	399,307	3	399,307	4
Intangible assets (Note 16)	50,984	1	16,259	-
Deferred tax assets (Note 24)	56,670	1	48,551	-
Prepayment for equipment (Note 30)	69,642	1	176,384	2
Other non-current assets	<u>13,569</u>	<u>-</u>	<u>17,959</u>	<u>-</u>
Total non-current assets	<u>7,378,336</u>	<u>62</u>	<u>7,217,982</u>	<u>67</u>
<b>TOTAL</b>	<u>\$11,910,291</u>	<u>100</u>	<u>\$10,724,772</u>	<u>100</u>

(Continued)

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION**  
**BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars)

LIABILITIES AND EQUITY	2024		2023	
	Amount	%	Amount	%
<b>CURRENT LIABILITIES</b>				
Short-term borrowings (Note 17)	\$ 1,136,178	10	\$ 390,000	4
Contract liabilities - current (Note 22)	1,637	-	2,260	-
Trade payables	576,293	5	427,935	4
Trade payables to related parties (Note 30)	47,633	-	7,871	-
Other payables (Note 18)	448,811	4	533,411	5
Other payables to related parties (Note 30)	29,198	-	26,332	-
Current tax liabilities (Note 24)	7,422	-	17,646	-
Provisions - current (Note 19)	779	-	544	-
Lease liabilities - current (Note 14)	17,297	-	17,631	-
Long-term borrowings - current portion (Note 17)	263,796	2	-	-
Other current liabilities	<u>16,841</u>	-	<u>4,451</u>	-
Total current liabilities	<u>2,545,885</u>	<u>21</u>	<u>1,428,081</u>	<u>13</u>
<b>NON-CURRENT LIABILITIES</b>				
Long-term borrowings (Notes 17, 27 and 31)	1,645,602	14	698,198	6
Provisions - non-current (Note 19)	763	-	795	-
Deferred tax liabilities (Note 24)	7,078	-	24,216	-
Lease liabilities - non-current (Note 14)	158,904	2	176,066	2
Net defined benefit liabilities - non-current (Note 20)	18,924	-	67,004	1
Deferred revenue - non-current (Note 27)	1,643	-	4,609	-
Other non-current liabilities	<u>5,241</u>	-	<u>5,295</u>	-
Total non-current liabilities	<u>1,838,155</u>	<u>16</u>	<u>976,183</u>	<u>9</u>
Total liabilities	<u>4,384,040</u>	<u>37</u>	<u>2,404,264</u>	<u>22</u>
<b>EQUITY</b>				
Ordinary shares	<u>4,386,228</u>	<u>37</u>	<u>4,386,228</u>	<u>41</u>
Capital surplus	<u>1,581,398</u>	<u>13</u>	<u>1,475,787</u>	<u>14</u>
Retained earnings				
Legal reserve	946,387	8	916,235	8
Unappropriated earnings	<u>775,527</u>	<u>6</u>	<u>1,503,798</u>	<u>14</u>
Total retained earnings	<u>1,721,914</u>	<u>14</u>	<u>2,420,033</u>	<u>22</u>
Other equity	<u>(140,117)</u>	<u>(1)</u>	<u>61,632</u>	<u>1</u>
Treasury stocks	<u>(23,172)</u>	-	<u>(23,172)</u>	-
Total equity	<u>7,526,251</u>	<u>63</u>	<u>8,320,508</u>	<u>78</u>
<b>TOTAL</b>	<u>\$11,910,291</u>	<u>100</u>	<u>\$10,724,772</u>	<u>100</u>

(With Deloitte & Touche auditors' report dated February 27, 2025)

(Concluded)

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	<b>2024</b>		<b>2023</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
OPERATING REVENUE (Notes 22 and 30)	\$ 3,506,981	100	\$ 3,224,871	100
OPERATING COSTS (Notes 11, 23 and 30)	<u>3,002,235</u>	<u>86</u>	<u>2,528,852</u>	<u>78</u>
GROSS PROFIT	504,746	14	696,019	22
UNREALIZED LOSS FROM SALES	9	-	-	-
REALIZED PROFIT SALES	<u>-</u>	<u>-</u>	<u>84</u>	<u>-</u>
NET OPERATING MARGIN	<u>504,755</u>	<u>14</u>	<u>696,103</u>	<u>22</u>
OPERATING EXPENSES (Notes 10 and 23)				
Selling and marketing expenses	57,901	1	78,032	3
General and administrative expenses	391,280	11	390,144	12
Research and development expenses	200,168	6	142,212	4
Expected credit loss (gain) reversed on trade receivables	<u>1,134</u>	<u>-</u>	<u>(83)</u>	<u>-</u>
Total operating expenses	<u>650,483</u>	<u>18</u>	<u>610,305</u>	<u>19</u>
(LOSS) PROFIT FROM OPERATIONS	<u>(145,728)</u>	<u>(4)</u>	<u>85,798</u>	<u>3</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 23 and 30)	23,682	1	20,954	-
Other income (Notes 23 and 30)	69,614	2	54,336	2
Other gains and losses (Note 23)	73,310	2	50,558	1
Finance costs (Note 23)	(37,707)	(1)	(11,242)	-
Share of profit or loss of subsidiaries and associates accounted for using the equity method (Note 12)	<u>(489,642)</u>	<u>(14)</u>	<u>87,362</u>	<u>3</u>
Total non-operating income	<u>(360,743)</u>	<u>(10)</u>	<u>201,968</u>	<u>6</u>
(LOSS) PROFIT BEFORE INCOME TAX	(506,471)	(14)	287,766	9
INCOME TAX EXPENSE (BENEFIT) (Note 24)	<u>3,616</u>	<u>-</u>	<u>(19,446)</u>	<u>(1)</u>
NET (LOSS) PROFIT FOR THE YEAR	<u>(510,087)</u>	<u>(14)</u>	<u>307,212</u>	<u>10</u>

(Continued)

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	<b>2024</b>		<b>2023</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>OTHER COMPREHENSIVE LOSS</b>				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 20)	\$ 39,577	1	\$ (7,238)	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(144,414)	(4)	(99,636)	(3)
Share of the other comprehensive (loss) income of subsidiaries and associates accounted for using the equity method	(92,354)	(3)	55,510	1
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 24)	<u>27,356</u>	<u>1</u>	<u>27,637</u>	<u>1</u>
	<u>(169,835)</u>	<u>(5)</u>	<u>(23,727)</u>	<u>(1)</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	-	-	(2,246)	-
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	<u>14</u>	<u>-</u>	<u>(10)</u>	<u>-</u>
	<u>14</u>	<u>-</u>	<u>(2,256)</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(169,821)</u>	<u>(5)</u>	<u>(25,983)</u>	<u>(1)</u>
<b>TOTAL COMPREHENSIVE (LOSS) INCOME FOR THE YEAR</b>	<u>\$ (679,908)</u>	<u>(19)</u>	<u>\$ 281,229</u>	<u>9</u>
<b>(LOSS) EARNINGS PER SHARE (Note 25)</b>				
Basic	<u>\$ (1.16)</u>		<u>\$ 0.70</u>	
Diluted	<u>\$ (1.16)</u>		<u>\$ 0.70</u>	

(With Deloitte & Touche auditors' report dated February 27, 2025)

(Concluded)



**TAIWAN-ASIA SEMICONDUCTOR CORPORATION**  
**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(In Thousands of New Taiwan Dollars)

	Ordinary Shares (Note 21)		Capital Surplus (Note 21)	Retained Earnings (Note 21)			Exchange Differences on Translating the Financial Statements of Foreign Operations	Other Equity (Note 21)		Treasury Stocks (Note 21)	Total Equity
				Legal Reserve	Unappropriated Earnings	Total		Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total		
BALANCE, JANUARY 1, 2023	<u>438,623</u>	<u>\$4,386,228</u>	<u>\$1,507,368</u>	<u>\$ 872,379</u>	<u>\$1,684,760</u>	<u>\$2,557,139</u>	<u>\$ 2,256</u>	<u>\$ 80,573</u>	<u>\$ 82,829</u>	<u>\$ (24,170)</u>	<u>\$8,509,394</u>
Appropriation of the 2022 earnings											
Legal reserve	-	-	-	43,856	(43,856)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(438,623)	(438,623)	-	-	-	-	(438,623)
	-	-	-	43,856	(482,479)	(438,623)	-	-	-	-	(438,623)
Change in capital surplus from investment in associates accounted for using the equity method	-	-	2,849	-	(909)	(909)	-	-	-	-	1,940
Net profit (loss) for the year ended December 31, 2023	-	-	-	-	307,212	307,212	-	-	-	-	307,212
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	(5,791)	(5,791)	(2,256)	(17,936)	(20,192)	-	(25,983)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	301,421	301,421	(2,256)	(17,936)	(20,192)	-	281,229
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	1,005	1,005	-	(1,005)	(1,005)	-	-
Treasury shares transferred to employees	-	-	114	-	-	-	-	-	-	998	1,112
Adjustment to capital surplus due to payment of dividends to subsidiaries	-	-	755	-	-	-	-	-	-	-	755
Changes in percentage of ownership interests in subsidiaries	-	-	(35,299)	-	-	-	-	-	-	-	(35,299)
BALANCE, DECEMBER 31, 2023	<u>438,623</u>	<u>4,386,228</u>	<u>1,475,787</u>	<u>916,235</u>	<u>1,503,798</u>	<u>2,420,033</u>	<u>-</u>	<u>61,632</u>	<u>61,632</u>	<u>(23,172)</u>	<u>8,320,508</u>
Appropriation of the 2023 earnings											
Legal reserve	-	-	-	30,152	(30,152)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(219,311)	(219,311)	-	-	-	-	(219,311)
	-	-	-	30,152	(249,463)	(219,311)	-	-	-	-	(219,311)
Other changes in capital surplus:											
Change in capital surplus from investment in associates and joint ventures accounted for using the equity method	-	-	84	-	38	38	-	-	-	-	122
Net loss for the year ended December 31, 2024	-	-	-	-	(510,087)	(510,087)	-	-	-	-	(510,087)
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	31,662	31,662	14	(201,497)	(201,483)	-	(169,821)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	(478,425)	(478,425)	14	(201,497)	(201,483)	-	(679,908)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	266	266	-	(266)	(266)	-	-
Adjustment to capital surplus due to payment of dividends to subsidiaries	-	-	377	-	-	-	-	-	-	-	377
Changes in percentage of ownership interests in subsidiaries	-	-	105,150	-	(687)	(687)	-	-	-	-	104,463
BALANCE, DECEMBER 31, 2024	<u>\$ 438,623</u>	<u>\$4,386,228</u>	<u>\$1,581,398</u>	<u>\$ 946,387</u>	<u>\$ 775,527</u>	<u>\$1,721,914</u>	<u>\$ 14</u>	<u>\$(140,131)</u>	<u>\$(140,117)</u>	<u>\$ (23,172)</u>	<u>\$7,526,251</u>

(With Deloitte & Touche auditors' report dated February 27, 2025)

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
**(In Thousands of New Taiwan Dollars)**

	<b>2024</b>	<b>2023</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
(Loss) profit before income tax	\$ (506,471)	\$ 287,766
Adjustments for:		
Depreciation expense	575,518	470,155
Amortization expense	27,230	19,658
Expected credit loss (gain) on trade receivables	1,134	(83)
Loss (gain) on fair value change of financial assets and liabilities at fair value through profit or loss	577	(65,583)
Interest expense	37,707	11,242
Interest income	(23,682)	(20,954)
Dividend income	(14,275)	(25,889)
Compensation cost of employee share options	2,099	582
Share of loss (profit) of subsidiaries and associates accounted for using the equity method	489,642	(87,362)
Gain on disposal of property, plant and equipment	(12,098)	(1,581)
Gain on disposal of investment	(839)	(458)
Impairment loss recognized on non-financial assets	11,250	-
Unrealized sales loss	(9)	-
Realized sales profit	-	(84)
Gain on lease modification	(382)	-
Changes in operating assets and liabilities		
Notes receivable	(2,721)	471
Trade receivables	(24,771)	(335,873)
Trade receivables from related parties	38	(7,543)
Other receivables	(64,328)	(2,574)
Other receivables - related parties	(110,229)	(3,127)
Inventories	(243,113)	(175,809)
Other current assets	14,433	(15,893)
Other non-current assets	(611)	1,959
Contract liabilities	(623)	(136)
Trade payables	148,358	160,465
Trade payables to related parties	39,762	(11,882)
Other payables	(86,853)	93,783
Other payables to related parties	2,866	26,332
Provisions	203	573
Other current liabilities	12,390	578
Net defined benefit liabilities	(8,503)	5,175
Cash generated from operations	263,699	323,908
Interest received	23,146	21,717
Dividends received	66,313	76,339
Interest paid	(46,678)	(14,466)
Income tax paid	(11,741)	(69,140)
Net cash generated from operating activities	<u>294,739</u>	<u>338,358</u>

(Continued)

**TAIWAN-ASIA SEMICONDUCTOR CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
**(In Thousands of New Taiwan Dollars)**

	<b>2024</b>	<b>2023</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	\$ (105,000)	\$ (90,000)
Proceeds from sale of financial assets at fair value through other comprehensive income	21,594	-
Proceeds from sale of financial assets at amortized cost	-	97,396
Proceeds from disposal of financial assets at fair value through profit or loss	20,839	174,431
Acquisition of investments accounted for using equity method	(800,010)	(470,000)
Disposal of long-term equity investments under the equity method	119,520	129,468
Acquisition of property, plant and equipment	(845,677)	(1,300,704)
Proceeds from disposal of property, plant and equipment	205,514	1,581
Decrease in refundable deposits	4,011	4,044
Increase in other receivables - related parties	(500,028)	-
Acquisition of intangible assets	(21,381)	(12,657)
Increase (decrease) in payments for equipment	86,885	(45,248)
Net cash outflow on segmentation	<u>(75,309)</u>	<u>-</u>
Net cash used in investing activities	<u>(1,889,042)</u>	<u>(1,511,689)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in short-term borrowings	746,178	252,804
Proceeds from long-term borrowings	1,207,210	702,188
(Decrease) increase in guarantee deposits	(54)	3,282
Payment of the principal portion of lease liabilities	(17,906)	(18,011)
Dividends paid	(219,311)	(438,623)
Treasury shares transferred to employees	<u>-</u>	<u>530</u>
Net cash generated from financing activities	<u>1,716,117</u>	<u>502,170</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>121,814</b>	<b>(671,161)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b><u>1,096,542</u></b>	<b><u>1,767,703</u></b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b><u>\$ 1,218,356</u></b>	<b><u>\$ 1,096,542</u></b>

(With Deloitte & Touche auditors' report dated February 27, 2025)

(Concluded)

# Taiwan-Asia Semiconductor Corporation

## Deficit Compensation Statement of 2024

Unit: NTD

Item	Amount
Last undistributed earnings	1,254,335,867
Plus: Current net profit after tax	(510,088,236)
Current actuarial gains and losses	31,661,691
Others	(382,105)
Sub-total	(478,808,650)
Less: 10 % of Legal reserve appropriated	0
Less: special reserve	(140,992,262)
Current distributable earnings	634,536,955
Distributions:	
Shareholder dividends – stock	0
Shareholder dividends – cash	0
Undistributed earnings - ending	634,534,955

Chairman: Patrick Li

President: Jason Tsai

Chief Accountant: Amy Wu

**Taiwan-Asia Semiconductor Corporation**  
**Company's Articles of Incorporation**  
**(Before and Revision Chart)**

	Amended article	Current article
Article 28	<p>If the Company makes a profit during the year, it shall appropriate 10% to 20% thereof based on the profit status for that current year as employee remuneration; and appropriate no more than 10% as director remuneration. However, if the Company still has accumulated losses, such losses shall be compensated.</p> <p><u>Of the employees remuneration mentioned in the preceding paragraph, not less than 10% shall be allocated for the distribution of remuneration to non-executive employees.</u></p> <p>Employee remuneration may be made with stock or in cash. The targets of the stock or cash distributed may include employees of the controlled or affiliated companies who meet certain criteria.</p> <p>The profit status for that current year as mentioned in Paragraph 1 shall refer to the benefits of the pre-tax profit before the distribution of employee and director remunerations are deducted therefrom.</p> <p>The distribution of employee and director remunerations shall be carried out with the resolution of the Board of Directors adopted by the attendance of two-thirds or more of the directors and the consent of more than half of the directors in attendance, which shall be reported to the shareholder meeting.</p>	<p>If the Company makes a profit during the year, it shall appropriate 10% to 20% thereof based on the profit status for that current year as employee remuneration; and appropriate no more than 10% as director remuneration. However, if the Company still has accumulated losses, such losses shall be compensated.</p> <p>Employee remuneration may be made with stock or in cash. The targets of the stock or cash distributed may include employees of the controlled or affiliated companies who meet certain criteria.</p> <p>The profit status for that current year as mentioned in Paragraph 1 shall refer to the benefits of the pre-tax profit before the distribution of employee and director remunerations are deducted therefrom.</p> <p>The distribution of employee and director remunerations shall be carried out with the resolution of the Board of Directors adopted by the attendance of two-thirds or more of the directors and the consent of more than half of the directors in attendance, which shall be reported to the shareholder meeting.</p>
Article 33	<p>These Articles of Incorporation were formulated on November 19, 1983.</p> <p>1st revision made on January 21, 1984.</p> <p>.....(Omitted)</p> <p>34rd revision made on July 1, 2021.</p> <p>35rd revision made on October 21, 2021.</p> <p>36rd revision made on June 23, 2022.</p> <p><u>37rd revision made on June 17, 2025.</u></p>	<p>These Articles of Incorporation were formulated on November 19, 1983.</p> <p>1st revision made on January 21, 1984.</p> <p>.....(Omitted)</p> <p>34rd revision made on July 1, 2021.</p> <p>35rd revision made on October 21, 2021.</p> <p>36rd revision made on June 23, 2022.</p>

**Taiwan-Asia Semiconductor Corporation**  
**Regulations Governing the Acquisition and Disposal of Assets**  
**(Before and Revision Chart)**

	Amended article	Current article																					
Article 19	<p>Trading principles and strategies</p> <p>1. ~2.NA</p> <p>3.segregation of duties</p> <p>1) ~3) NA</p> <p>4)Derivatives Decision-making Authority</p> <p>A. If there are discrepancies in the approval authority due to the company's organizational responsibilities or relevant operational regulations, the matter may be handled separately upon project-based submission and approval by the Chairman.</p> <table border="1"> <thead> <tr> <th>Authorize Approver</th><th>Daily trading rights</th><th>Undelivered Position Trading Permissions</th></tr> </thead> <tbody> <tr> <td><u>Finance Department</u></td><td><u>Up to and including USD 3,000,000</u></td><td><u>Up to and including USD 5,000,000</u></td></tr> <tr> <td><u>The highest-ranking officer in the Finance Department</u></td><td><u>Exceeding USD 3,000,000</u></td><td><u>Up to and including USD 30,000,000</u></td></tr> </tbody> </table> <p>B. Other transactions for specific purposes may only be carried out upon submission to and approval by the Board of Directors.</p> <p>4) ~6) NA.</p>	Authorize Approver	Daily trading rights	Undelivered Position Trading Permissions	<u>Finance Department</u>	<u>Up to and including USD 3,000,000</u>	<u>Up to and including USD 5,000,000</u>	<u>The highest-ranking officer in the Finance Department</u>	<u>Exceeding USD 3,000,000</u>	<u>Up to and including USD 30,000,000</u>	<p>Trading principles and strategies</p> <p>1.~2. NA</p> <p>3.segregation of duties</p> <p>1) ~3) NA</p> <p>4)Derivatives Decision-making Authority</p> <p>A. If there are discrepancies in the approval authority due to the company's organizational responsibilities or relevant operational regulations, the matter may be handled separately upon project-based submission and approval by the Chairman.</p> <table border="1"> <thead> <tr> <th>Authorized Approver</th><th>Daily trading rights</th><th>Undelivered Position Trading Permissions</th></tr> </thead> <tbody> <tr> <td><u>Finance Department</u></td><td><u>Up to and including USD 1,000,000</u></td><td><u>Up to and including USD 2,000,000</u></td></tr> <tr> <td><u>Management Center</u></td><td><u>Up to and including USD 5,000,000</u></td><td><u>Up to and including USD 10,000,000</u></td></tr> <tr> <td><u>The highest-ranking officer in the Management Center</u></td><td><u>Exceeding USD 5,000,000</u></td><td><u>Up to and including USD 50,000,000</u></td></tr> </tbody> </table> <p>B. Other transactions for specific purposes may only be carried out upon submission to and approval by the Board of Directors.</p> <p>4) ~6) NA.</p>	Authorized Approver	Daily trading rights	Undelivered Position Trading Permissions	<u>Finance Department</u>	<u>Up to and including USD 1,000,000</u>	<u>Up to and including USD 2,000,000</u>	<u>Management Center</u>	<u>Up to and including USD 5,000,000</u>	<u>Up to and including USD 10,000,000</u>	<u>The highest-ranking officer in the Management Center</u>	<u>Exceeding USD 5,000,000</u>	<u>Up to and including USD 50,000,000</u>
Authorize Approver	Daily trading rights	Undelivered Position Trading Permissions																					
<u>Finance Department</u>	<u>Up to and including USD 3,000,000</u>	<u>Up to and including USD 5,000,000</u>																					
<u>The highest-ranking officer in the Finance Department</u>	<u>Exceeding USD 3,000,000</u>	<u>Up to and including USD 30,000,000</u>																					
Authorized Approver	Daily trading rights	Undelivered Position Trading Permissions																					
<u>Finance Department</u>	<u>Up to and including USD 1,000,000</u>	<u>Up to and including USD 2,000,000</u>																					
<u>Management Center</u>	<u>Up to and including USD 5,000,000</u>	<u>Up to and including USD 10,000,000</u>																					
<u>The highest-ranking officer in the Management Center</u>	<u>Exceeding USD 5,000,000</u>	<u>Up to and including USD 50,000,000</u>																					
Article 36	<p>Adopted on May 23, 2003.</p> <p>1<sup>st</sup> amendment made, June 13, 2007.</p> <p>2<sup>nd</sup> amendment made, June 22, 2012.</p> <p>3<sup>rd</sup> amendment made, June 19, 2013.</p> <p>4<sup>th</sup> amendment made, June 17, 2014.</p> <p>5<sup>th</sup> amendment made, June 21, 2017.</p> <p>6<sup>th</sup> amendment made, June 13, 2019.</p> <p>7<sup>th</sup> amendment made, July 01, 2021.</p> <p>8<sup>th</sup> amendment made, June 23, 2022.</p> <p><u>9<sup>th</sup> amendment made, June 17, 2025.</u></p>	<p>Adopted on May 23, 2003.</p> <p>1<sup>st</sup> amendment made, June 13, 2007.</p> <p>2<sup>nd</sup> amendment made, June 22, 2012.</p> <p>3<sup>rd</sup> amendment made, June 19, 2013.</p> <p>4<sup>th</sup> amendment made, June 17, 2014.</p> <p>5<sup>th</sup> amendment made, June 21, 2017.</p> <p>6<sup>th</sup> amendment made, June 13, 2019.</p> <p>7<sup>th</sup> amendment made, July 01, 2021.</p> <p>8<sup>th</sup> amendment made, June 23, 2022.</p>																					

# **Taiwan-Asia Semiconductor Corporation**

## **Articles of Incorporation**

### **Chapter 1 General Principles**

Article 1 The Company is established in accordance with the provisions of the Company Act, and is named 台亞半導體股份有限公司 in Chinese and Taiwan-Asia Semiconductor Corporation in English.

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

1. CC01080 Electronic Parts and Components Manufacturing.
  2. CC01040 Lighting Equipment Manufacturing.
  3. E603080 Traffic Signs Installation Engineering.
  4. E603090 Lighting Equipment Construction.
  5. F401010 International Trade.
  6. IE01010 Rental and Leasing.
  7. CC01060 Wired Communication Equipment and Apparatus Manufacturing.
  8. CC01100 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing.
  9. IG03010 Energy Technical Services.
  10. IS01010 Product Designing
- 1 、 Manufacturing and sales of optoelectronic semiconductor components:
    - (a) Light Emitting Diodes (b) Infrared Emitting Diodes (c) Photodiodes (d) Phototransistors (e) Photo Couplers (f) Laser Diodes (g) Photonic Integrated Circuits.
  - 2 、 Manufacturing and sales of semiconductor electronic components:
    - (a) Varactor Diodes (b) Field Effect Transistors (c) Microwave Transistors (d) Diodes (e) Transistors and (f) Various Types of Semiconductor Electronic Components.
  - 3 、 Manufacturing and sales of wireless communication equipment: UHF wireless frequency hopping communication machines.
  - 4 、 Research, development, design, manufacturing, sales, leasing (limited to self-owned products), promotion, and after-sales service of the items listed above and system products thereof.
  - 5 、 Concurrently engaging in import and export trade related to the Company's business.

Article 3

The Company may act as a guarantor externally for related business needs.

Article 4

The reinvestment of the Company is not subject to the total investment limit stipulated in Article 13 of the Company Act.

Article 5

The Company establishes its head office in Hsinchu Science Park, and may establish branches at appropriate locations at home and abroad after the resolution of the Board of Directors and the approval of the competent authority when necessary.

### **Chapter 2 Shares**



## Article 6

The total authorized capital of the Company is set in the amount of NT\$10 billion, divided into 1 billion shares which comprises ordinary shares or special shares, with each share being set in the amount of NT\$10, and may be issued in instalments. The Board of Directors is authorized to resolve issuance of unissued shares in accordance with actual needs.

The amount of NT\$600 million within the total authorized capital in the preceding paragraph shall be retained for the issuance of employee stock option certificates in a total of 60 million shares, with NT\$10 per share, which may be issued in installments in accordance with the resolution of the Board of Directors.

### Article 6-1

According to Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers and Article 10-1 of the Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies, the Company shall obtain the consent adopted by a Shareholder Meeting with the attendance of the shareholders representing more than half of the total number of the issued shares, and two-thirds or more of the voting rights of the shareholders in attendance in order to issue employee stock option certificates at a price lower than the closing price of the Company's ordinary shares on the date of issuance, as well as to transfer the shares to employees at a price lower than the average price of the shares actually repurchased.

### Article 6-2

With regard to shares repurchased by the Company in accordance with the law, the recipient of the transfer may include employees of the controlled or affiliated companies who meet certain conditions. With regard to employee stock option certificates issued by the Company in accordance with the law, the recipient of the issuance may include employees of the controlled or affiliated companies who meet certain conditions.

With regard to subscription of new shares of the Company by employees in accordance with provisions of the Company Act, the subject of the subscription may include employees of the controlled or affiliated companies who meet certain conditions. With regard to new shares with restricted rights of employees of the Company issued in accordance with provisions of the Company Act, the subject of the issuance may include employees of the controlled or affiliated companies who meet certain conditions.

### Article 6-3

The rights and obligations and other important issuance conditions of the Company's special shares are set out as follows:

1. If there is a surplus in the Company's annual final accounts, in addition to paying taxes in accordance with the law, the Company shall first make up for accumulated losses, set aside statutory surplus reserve, and make provision or reverse the special surplus reserve in accordance with the provisions of the Articles of Incorporation, after which if there is a balance, the dividend distributable on the special shares for that current year may have priority in the distribution.
2. Dividends on special shares are limited to the maximum annual rate of 8% and are calculated at the issue price per share. Dividends may be paid in cash once a year. After the annual general shareholder meeting recognizes the financial statements, the Board of Directors will set the base date to pay the dividends distributable of the previous year. The distribution of dividends in the year of issuance and in the year of recall shall be calculated based on the actual number of issuance days in that current year.
3. The Company shall have discretionary powers on the distribution of dividends on special shares. If the Company has no surplus or insufficient surplus to distribute dividends on special shares or other necessary considerations, the Company may resolve not to distribute dividends on special shares, which shall not constitute a breach of contract. If the issued special shares are of non-cumulative type and the Company resolves not to distribute dividends or to distribute insufficient dividends, the undistributed dividends shall not be accumulated for deferred payment in subsequent years with surplus.
4. In addition to receiving the aforementioned dividends, special shareholders are not allowed to participate in the distribution of ordinary shares with regard to surplus and capital reserve as cash and capitalization if the special shares issued are of non-participating type.

5. When the Company issues new shares in cash, special shareholders and ordinary shares have the same preemptive right.
6. With regard to the distribution of the remaining assets of the Company to shareholders, the special shareholders shall have priority over ordinary shareholders, and have the same priority in terms of being compensated as that of shareholders of various special shares issued by the Company, over which general creditors have priority, but subject to the limitation of not exceeding the amount calculated at the issue price of outstanding special shares at the time of the distribution.
7. Special shareholders have the right to vote and suffrage, and may be elected as directors. Special shareholders have voting rights at special shareholder meetings or on matters concerning rights and obligations of special shareholders at the shareholder meeting.
8. If special shares issued by the Company are convertible special shares, they shall not be converted within one (1) year of the date of issuance. The Board of Directors is authorized to set the period of conversion in the actual issuance conditions. Shareholders of the convertible special shares may apply for partial or complete conversion of the special shares held by them in accordance with the issuance conditions at the ratio of one special share to one ordinary share (the conversion ratio is 1:1). After the convertible special shares are converted into ordinary shares, their rights and obligations are the same as those of ordinary shares. The distribution of dividends during the year of conversion of special shares shall be calculated based on the ratio of the actual number of issuance days in that current year to the number of days in the whole year. However, the special shares that are converted into ordinary shares prior to the ex-right (dividend) record date for the distribution of dividends in each year shall not participate in the distribution of dividends on special shares in that current year of distribution as well as the distribution of dividends in subsequent years, but may participate in the distribution of earnings of ordinary shares and capital reserve in that current year.
9. Special shares have no expiry date. Special shareholders do not have the right to request the Company to recall the special shares held by them, but the Company may, from the next day upon expiration of five (5) years of issuance, at any time recall all or part of the special shares by cash, by means of mandatory conversion into new shares issued or other methods permitted by laws and regulations at the original actual issuance price and in accordance with relevant issuance regulations. Unrecalled special shares shall maintain the rights and obligations under the various issuance conditions in this article until the Company recalls such shares. In that current year when special shares are recalled, if the Company resolves to issue dividends, the dividends that should be paid as of the date of recall shall be calculated based on the actual number of issuance days in that current year.

The name, issuance date, specific issuance conditions and other related matters of special shares are authorized to the Board of Directors to determine based on the conditions of the capital market and the willingness of investors to subscribe at the time of the actual issuance in accordance with the Articles of Incorporation of the Company as well as relevant laws and regulations.

#### Article 7

The Company's shares may be invested in with specialized technology and patent rights as capital, which is, however, limited to those approved by the competent government agency.

#### Article 8

The Company may also be exempted from printing share certificates for the shares issued by itself, under which circumstance the Company shall register its issued shares with a centralized securities depository enterprise and follow the regulations of such an enterprise. The Company's share certificates shall be issued after being affixed with the signature or seal of the director representing the Company, affixed with the Company's logo and serial number, and duly certified or authenticated by the bank which is competent to certify and authenticate shares in accordance with the laws. The shares issued by the Company may also be exempted from printing shares and contact the securities centralized custody institution to register the shares issued by it, and proceed in accordance with the regulations of the institution.

#### Article 9

The Company's share affairs include the handling of opening a shareholder account, change of specimen seal, change of address, transfer of ownership, creation of pledge, removal of pledge, reporting of loss, cancellation of reporting of loss, and other related matters. The Company shall handle its share affairs entirely in accordance

with the Regulations Governing the Administration of Shareholder Services of Public Companies except as otherwise provided for in the laws and regulations.

#### Article 10

The renaming and transferal of share ownership shall be suspended in accordance with the law within 60 days prior to the convening of the general shareholder meeting, 30 days prior to the convening of the extraordinary general shareholder meeting, or five (5) days prior to the base date for the distribution of dividends, bonuses or other benefits determined by the Company.

### **Chapter 3 Shareholder Meeting**

#### Article 11

Shareholder meetings shall be either general meetings or extraordinary meetings, which shall be convened by the Board of Directors unless otherwise provided for under the Company Act.

General meetings shall be convened at least once a year and shall be convened within six (6) months after the end of each fiscal year, except for circumstances with a legitimate reason which has been submitted to the competent authority for approval.

Special shareholder meetings may be convened in accordance with relevant laws and regulations when necessary.

#### Article 12

All shareholders shall be notified 30 days in advance regarding the convening of a general shareholder meeting, and all shareholders shall be notified 15 days in advance regarding the convening of an extraordinary shareholder meeting shall be notified to all shareholders 15 days in advance. The notice shall specify the date, venue, and reason for convening the meeting.

#### Article 13

The Company's shareholders, except as otherwise provided for in relevant laws and regulations, shall have one (1) vote per share.

#### Article 14

Unless otherwise provided for in relevant laws and regulations, resolutions of shareholder meetings shall be adopted by the attendance of shareholders in person or on behalf of other shareholders representing more than half of the total issued shares, with the consent of more than half of the voting rights of the shareholders in attendance. The Company's shareholders may exercise their voting rights by means of electronic transmission, and the related matters shall be handled in accordance with laws and regulations.

#### Article 14-1

The company's shareholders meeting may be held by video conference or other methods announced by the competent authority. The requirements, operating procedures, and other matters to be complied with for the adoption of video shareholders meeting shall be governed by the regulations of the competent authority if otherwise stipulated.

#### Article 15

When a shareholder is unable to attend the shareholder meeting for some reason, he/she may issue a proxy published by the Company, specifying the scope of authorization, to entrust an agent to attend the shareholder meeting in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

#### Article 16

Where the shareholder meeting is convened by the Board of Directors, the Chairman shall serve as the chair of the meeting; if the Chairman on leave or is unable to attend the meeting for some reason, the proxy thereof shall be proceeded in accordance with Article 208 of the Company Act.

Where the shareholder meeting is convened by a person other than the members of the Board of Directors with the right to convene the meeting, such a person with the right to convene the meeting shall be the chair of the meeting. If there are two or more such persons with the right to convene the meeting, one chair shall be selected among such persons to act as the chair of the meeting.

#### Article 17

Resolutions adopted at a shareholder meeting shall be recorded in the minutes of the meeting, and handled in accordance with Article 183 of the Company Act.

### **Chapter 4 Board of Directors**

#### Article 18

The Company shall have 7 to 11 directors, and the number of directors is authorized to be determined by the Board of Directors. The directors shall be elected by the shareholder meeting from among the persons with disposing capacity for a term of three (3) years and may be re-elected. Among the members of the Board of Directors, there shall be at least three (3) independent directors. The election of directors shall adopt a candidate nomination system, and the shareholder meeting shall select the directors from the list of director candidates.

The board of directors shall be organized by the directors. With the attendance of at least two thirds of the directors and the consent of more than half of the attending directors, three managing directors may be elected among them, and the number of managing directors shall not exceed one-third of the number of directors at most; The number of independent directors among the managing directors shall not be less than one, and shall not be less than one-fifth of the number of managing directors. The managing directors shall elect one person among them to be the chairman of the board, and may elect one person among them to be the vice chairman of the board. When the board of directors does not have a managing director, the directors shall elect one person to be the chairman of the board in the same way, and may also elect one person to be the vice chairman of the board in the same way.

#### Article 18-1:

The Company may set up an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors. The number of the Audit Committee members shall not be less than three (3) persons, one of whom shall be the convener, and at least one (1) of the members shall possess expertise in accounting or finance.

#### Article 19

When the Board of Directors meets, the Chairman shall be the chair. If the Chairman is unable to exercise his/her powers for some reason, the proxy thereof shall be proceeded in accordance with Article 208 of the Company Act.

#### Article 20

When the number of vacancies for directors reaches one-third thereof or all independent directors are dismissed, the Board of Directors shall convene an extraordinary shareholder meeting within 60 days for the by-election. The term of their office shall be limited to the remaining term of office of the predecessor.

#### Article 21

The Board of Directors shall convene at least once a quarter. The reason for the convening shall be stated and notified to all the directors seven (7) days in advance; However, it may be convened at any time when there is an emergency. The notice of a board meeting may be given in writing, by fax or e-mail, or by means of other communication. The powers of the Board of Directors shall be as follows:

1. Approval of the Articles of Incorporation and important management systems of the Company.
2. Approval of the annual budget and review of the annual final accounts.
3. Approval of the acquisition or disposal of major assets.
4. Where the Company applies to financial institutions or third parties for financing, guarantee, acceptance

and other external advances, loans and borrowing of funds, it shall submit such application proposals or cases to the Board of Directors for approval or recognition retroactively.

5. Approval of endorsement, guarantee, and acceptance made in the name of the Company.
6. To propose transfer of dian right (a kind of pawn in real property), sale, lease, pledge, mortgage or other means of disposition of all or important parts of the Company's property, except for the guarantee provided to financial institutions pursuant to the relationship of authorization.
7. Appointment and dismissal of the Company's managers.
8. Approval of the Company's major reinvestment in other businesses or transfer of shares.
9. Establishment and abolition of branches.
10. Selection, appointment and dismissal of the Company's certified public accountants.
11. Other powers and authority vested therewith in accordance with the Company Act or resolutions adopted by the shareholder meeting.

#### Article 22

Directors shall attend the Board of Directors in person. If a director is unable to attend the Board of Directors in person for some reason, he/she may issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting to entrust another director to attend on his/her behalf, provided that one director may accept the appointment to act as the proxy by one other director only.

#### Article 23

During the term of office, directors shall be liability for compensation in accordance with the law within the scope of their performance of business, and authorize the Board of Directors to purchase liability insurance for them in order to reduce and diversify the risk of major damage to the Company and shareholders caused by directors' mistakes or negligence; after the liability insurance is taken out or renewed, important contents such as the insured amount, the coverage and the insurance premium rate of the liability insurance, shall be submitted to the latest Board of Directors for report.

### **Chapter 5 Managers and Employees**

#### Article 24

The Company shall have several managers. The appointment, dismissal and remuneration standards shall be handled in accordance with Article 29 of the Company Act.

#### Article 25 (Delete)

#### Article 26

During the term of office, managers shall be liability for compensation in accordance with the law within the scope of their performance of business, and authorize the Board of Directors to purchase liability insurance for them in order to reduce and diversify the risk of major damage to the Company and shareholders caused by managers' mistakes or negligence.

### **Chapter 6 Accounting**

#### Article 27

The Company's fiscal year goes from January 1 to December 31 each year.

At the end of each fiscal year, the Board of Directors shall prepare the following financial statements and submit such to the general shareholder meeting for recognition in accordance with the procedures prescribed

by the law:

1. Business report.
2. Financial statements.
3. Proposals for surplus distribution or deficit compensation.

#### Article 28

If the Company makes a profit during the year, it shall appropriate 10% to 20% thereof based on the profit status for that current year as employee remuneration; and appropriate no more than 10% as director remuneration. However, if the Company still has accumulated losses, such losses shall be compensated.

Employee remuneration may be made with stock or in cash. The targets of the stock or cash distributed may include employees of the controlled or affiliated companies who meet certain criteria.

The profit status for that current year as mentioned in Paragraph 1 shall refer to the benefits of the pre-tax profit before the distribution of employee and director remunerations are deducted therefrom.

The distribution of employee and director remunerations shall be carried out with the resolution of the Board of Directors adopted by the attendance of two-thirds or more of the directors and the consent of more than half of the directors in attendance, which shall be reported to the shareholder meeting.

#### Article 29

If there is any surplus in the Company's annual final accounts, the distribution thereof shall be as follows:

1. Make up for accumulated losses.
2. Appropriate 10% thereof as the statutory surplus reserve until the cumulative amount has reached the Company's paid-in capital.
3. Make provision or reverse the special surplus reserve in accordance with the Company's operating needs as well as in accordance with laws and regulations.
4. After deducting the amounts in Subparagraphs 1-3, if there is any balance, the dividends distributable on special shares in that current year may have priority in the distribution; if there is any balance, such balance plus the accumulated undistributed surplus of the previous year(s) shall, apart from certain amounts thereof being retained discretionarily, be used as the shareholder bonus. The Board of Directors shall determine the amount of distribution, which shall be submitted to the shareholder meeting for resolution.

Based on the needs of sustainable development, the Company may distribute stock dividends and cash dividends in accordance with the growth rate and capital expenditure situation, provided that cash dividends shall not be less than 50% of the total dividend distribution for that current year.

#### Article 29-1

The Board of Directors of the Company shall, with the resolution adopted by the attendance of two-thirds or more of the directors and more than half of the directors in attendance, distribute in cash all or part of the dividends and bonuses distributable, capital reserve or statutory surplus reserve, for which the provisions of these Articles of Incorporation regarding resolutions of the shareholder meeting shall not apply.

#### Article 30

With regard to the director remuneration of the Company, the Board of Directors is authorized to formulate the payment standard in accordance with the common standards of the same trade.

### **Chapter 7 Supplementary Provision**

#### Article 31

If there are any matters not covered in these Articles of Incorporation, they shall be handled entirely in accordance with the Company Act and relevant laws and regulations.

#### Article 32

These Articles of Incorporation shall become effective after being adopted by the shareholder meeting in according with the law, and the same shall apply when it is revised.

#### Article 33

These Articles of Incorporation were formulated on November 19, 1983;  
1st revision made on January 21, 1984;2nd revision made on March 24, 1985;3rd revision made on May 27, 1989;4th revision made on September 2, 1989;5th revision made on May 26, 1990;6th revision made on May 11, 1991;7th revision made on September 27, 1991;8th revision made on April 21, 1992;9th revision made on June 22, 1993;10th revision made on May 10, 1994;11th revision made on March 31, 1995;12th revision made on May 2, 1997;13th revision made on April 24, 1998;14th revision made on April 24, 1998;15th revision made on May 19, 1999;16th revision made on May 30, 2000;17th revision made on May 23, 2001;18th revision made on May 29, 2002;19th revision made on May 23, 2003;20th revision made on June 15, 2004;21st revision made on June 10, 2005;22nd revision made on June 14, 2006;23rd revision made on November 16, 2006;24th revision made on June 13, 2007;25th revision made on June 13, 2008;26th revision made on June 16, 2009;27th revision made on June 17, 2011;28th revision made on June 22, 2012;29th revision made on June 19, 2013;30th revision made on June 24, 2016;31st revision made on June 21, 2017;32nd revision made on June 13, 2019;33rd revision made on June 16, 2020;34rd revision made on July 1, 2021;35rd revision made on October 21, 2021;36rd revision made on June 23, 2022.

# **Taiwan-Asia Semiconductor Corporation**

## **Procedure Rules for Shareholder Meetings**

### **Article 1**

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

### **Article 2**

The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

### **Article 3** (Convening of shareholder meeting and notice of meeting)

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

Changes to how this Corporation 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.

This 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. This 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, this Corporation 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, this 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 this Corporation and the professional shareholder services agent designated thereby.

This Corporation 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 the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the 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.

Where re-election of all directors and supervisors 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 this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. 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. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda. Prior to the book closure date before a regular shareholders meeting is held, this 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, this 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 this 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 this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this 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 this Corporation before 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 this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this 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.

#### **Article 5** (Principles for the venue and time of the shareholder meeting)

The venue for a shareholders meeting shall be the premises of this 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 place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

#### **Article 6** (Document preparation)

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

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 shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This 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.

Attending shareholders may hand in a sign-in card in lieu of signing in.

This 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, pre-printed 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 wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation 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** (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual 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 virtual shareholders meeting shall not attend the postponed or resumed session.
  - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders 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 virtual 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 have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

**Article 7** (Chair of the shareholder meeting and non-voting participants)

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 chairperson shall appoint one of the directors shall be appointed 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.

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.

This 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** (Documentation of a shareholder meeting by audio or video)

This Corporation, beginning from 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, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation 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, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

**Article 9**

Attendance at shareholders 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 and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

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 a virtual shareholders meeting, this Corporation 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 a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation 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** (Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. 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.

After the meeting is adjourned by resolution, the shareholders shall not elect another chairman to continue the meeting at the original address or find another place. 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** (Shareholder speech)

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 set 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.

Where a virtual shareholders meeting is convened, shareholders attending the virtual 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.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

#### **Article 12** (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders 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 this 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 this 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 this 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 written declaration of intent to this Corporation before 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 online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this 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 for the proposals listed in the agenda, amendments to the original proposals, alternative proposals, or other proposals proposed by shareholders as interim motions shall be seconded by two or more shareholders. The same applies to changes in the agenda and adjournment of the meeting.

Except as otherwise provided in the Company Act and in this 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.

Vote 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 this 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 this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders 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 this Corporation 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 meeting online.

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** (Election of directors and supervisors)

The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be

announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

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.

This 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 this Corporation.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

#### **Article 16 (Public announcement)**

On the day of a shareholders meeting, this 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 a virtual shareholders meeting, this Corporation 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 this Corporation's virtual shareholders 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 Taipei Exchange Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

#### **Article 17 (Maintenance of order at the venue)**

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 this 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** (Recess and resumption of a shareholder meeting)

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** (Disclosure of information at virtual meetings)

In the event of a virtual shareholders meeting, this Corporation 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** (Location of the chair and secretary of virtual-only shareholders meeting)

When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

**Article 21** (Handling of disconnection)

In the event of a virtual shareholders meeting, this Corporation 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 chair 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 virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair 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 this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders 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 virtual meeting online 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, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements

listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporation shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

**Article 22** (Handling of digital divide)

When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

**Article 23**

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

**Article 24**

These Rules were formulated on May 26, 1990.

1st revision made on April 24, 1998.

2nd revision made on May 29, 2002.

3rd revision made on June 17, 2004.

4th revision made on June 24, 2006.

5th revision made on June 16, 2020.

6th revision made on June 23, 2022.



## Director Shareholding Status

**I. The percentages and numbers of statutory shares held by all Company directors are described as follows:**

1. In accordance with Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, if a public company has elected two or more independent directors, the shareholding ratio calculated at the rates thereby for all directors and supervisors other than the independent directors shall be decreased to 80 percent.
2. Number of ordinary shares issued by the Company: 438,622,846 shares.
3. Number of minimum shares required by the law to be held by all directors: 16,000,000 shares.

**II. As of the date of suspending the transfer of shares for the Shareholder meeting 2025 (April 19, 2025), the number of shares held by all directors is as follows, which meets the minimum percentage requirement stipulated in Article 26 of the Securities and Exchange Act.**

Title	Name	Number of Shares	Shareholding %
Chairman	Tsun Cheng Investment Co., Ltd Rep. of legal person: Kuo-Kuang Li	1,379,000	0.31
Vice Chairman	Tsun Cheng Investment Co., Ltd Rep. of legal person: Tsun-Chia Tai	1,379,000	0.31
Director	Tsun Cheng Investment Co., Ltd Rep. of legal person: Yen-Chun Chien	1,379,000	0.31
Director	Nichia Taiwan Corporation. Rep. of legal person: Ishigami Koji	88,811,822	20.25
Independent Director	Tsai Shih-Kuang	0	0
Independent Director	Dong Laie	0	0
Independent Director	Wu Chien-Chih	15,000	0
Total		90,205,822	20.56



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