

2340

Stock Code

TASOC

Taiwan-Asia Semiconductor Corporation

2026

**Annual General
Shareholders' Meeting Agenda**

**Meeting
format**

In-person shareholders' meeting

Date

June 25, 2026 9AM

Place

**Lakeshore Hotel Hsinchu Leith
Castle 2F - Eiffel**



Taiwan-Asia Semiconductor Corporation
Handbook for the 2026 General Meeting of Shareholders
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I. Meeting type: Physical Shareholders Meeting

II. Time: 9:00 a.m., June 25, 2026

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) 2025 Business Report (Please refer to pages 3-6 of this Handbook for details.)

(2) 2025 Audit Committee Report (Please refer to page 7 of this Handbook for details.)

(3) 2025 Directors' Remuneration Report.

(1).The remuneration of the Company's directors shall be determined by the Board of Directors in accordance with the authorization set forth in the Company's Articles of Incorporation, based on the directors' degree of participation in the Company's operations and their contributions, and with reference to the standards of domestic and international industry peers, and shall be distributed in accordance with Regulations for Performance Evaluation and Compensation of Board of Directors.

(2).As the Company still had accumulated losses in 2025, no directors' remuneration was distributed in accordance with applicable laws and the Articles of Incorporation. However, in order to strengthen independence and avoid conflicts of interest, independent directors have, starting from May 2024, not participated in the distribution of directors' remuneration based on the Company's profitability for the year. Therefore, regardless of the Company's operating profit or loss, independent directors will be paid monthly. Please refer to the Appendix for an explanation of the reasonableness of directors' remuneration. (Please refer to page 8 of this Handbook for details.)

(3) This matter will be submitted to the 2026 Annual Shareholders' Meeting for reporting.

(4) The Company's Improvement Plan and Implementation for Exceedance of Endorsement and Guarantee Limits.(Please refer to page 9 of this Handbook for details.)

3. Proposed Resolutions:

Proposal 1:The 2025 Financial Statements and Business Report are hereby submitted for recognition. (Proposed by: Board of Directors)

Description:

1) The Company's 2025 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 2025 Business Report and completed with the review by the Audit Committee. (Please refer to pages 10-31 of this Handbook.)

2) Motion is made to submit the foregoing statements and report for recognition.

Resolution:

Proposal 2:Adoption of the Proposal Deficit Compensation for 2025. (Proposed by: Board of Directors)

Description:

- 1) The Company has suffered a loss for 2025 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 2025 Deficit Compensation is attached in detail. (Please refer to page 32 of this Handbook.)

Resolution:

Proposal 3: A revision to the Company's Rules of Procedure for Shareholders Meetings is hereby submitted for discussion. (Proposed by: Board of Directors)

Description:

The Amendment is based on the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" promulgated by TWSE on March 5, 2026 (Ref.11500029701); a Comparison Table of Amendments is attached hereto in detail. (Please refer to pages 33-38 of this Handbook.)

Resolution:

4. Extemporary motions:

5. Meeting adjourned

【 Business Report 】

1.2025 Business Results:

A. Implementation results from 2025 Business Plan:

In 2025, the confluence of domestic and international political and economic factors, including heightened geopolitical risks, the ongoing Russia-Ukraine conflict, and uncertainties surrounding global trade negotiations with the United States, led to exchange rate fluctuations and significant increases in the costs of precious metals and raw materials. Despite these adverse conditions, TASC continued to leverage its technological leadership, focusing on the development of optical sensing and protection components. Through collaboration with leading international manufacturers, new products were successfully launched and contributed to revenue, achieving fruitful results.

In particular, with the support and promotion of the Ministry of Economic Affairs' "A+ Industrial Innovation R&D Program," the Company achieved significant progress in non-invasive blood glucose monitoring sensor technology in 2025. Leveraging its self-developed Hybrid Ultra Sensing Device (HUSD) technology, which integrates multiple advanced short-wave infrared (SWIR) high-density composite components with multi-layer optical coating techniques, TASC has significantly enhanced the stability and accuracy of blood glucose signal monitoring. This technology represents a global first and is currently only one of its kind in the industry. The Company is currently collaborating with partners to incorporate this technology into end products, actively targeting opportunities in the wearable device and health monitoring markets.

A summary of the key operating results of the overall group is as follows:

- 1) By combining customer applications with high-precision, non-invasive, wearable blood glucose monitoring technology, the Company continues to optimize luminous efficiency across different wavelengths to expand into new application markets.
- 2) Subsidiary - SAVC: Successfully listed on the Taipei Exchange (TPEX) in August 2025, and received recognition at the 34th Taiwan Excellence Awards for its "Narrow Viewing Angle Outdoor Display."
- 3) Subsidiary - PASC: Actively advancing manufacturing processes, reliability validation, and mass production implementation for 650V, 1200V, and 1700V MOSFET products, while gradually ramping up volume production in response to customer demand.
- 4) Subsidiary - CASC: The first-generation 650V GaN D-mode HEMT products have entered mass production, while the second-generation process platform is currently in the validation stage.
- 5) Overall, total 2025 operating revenue reached NT\$4.3 billion, with after-tax net loss of NT\$1,375,352,000 and earnings per share of NT\$-2.88.

B.2025 budget implementation status:

Unit: Millions

Primary product	2025 sales figures	
	Projected	Actual
Light-emitting components	6,583	6,235
Sensing components	22,836	20,253
Total	29,419	26,488

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

Unit: NT\$ thousands

Figure	2025
Operating revenues	4,326,285
Operating income	(1,285,803)
Profit before income tax	(1,307,767)
Interest expense	88,494
Ratio of interest expense to operating income (%)	(7%)

Unit: NT\$ thousands; %

Year/figure		2025
Basic figure	Aggregate liabilities	7,634,740
Financial structure	Equity capital ratio	48.07%
	Liabilities as proportion of assets	51.93%
	Long-term funds as proportion of real estate, factories and equipment	147.46%
Debt servicing capacity	Current ratio	140.24%
	Quick ratio	97.13%
	Times interest earned ratio	(13.78%)

D. Research & development

- 1) In alignment with requirements of customer application and technology development projects for high-precision non-invasive continuous blood glucose monitoring wearable devices, the Company continues to optimize luminous efficiency across different wavelengths to expand into new application markets.
- 2) The development of next-generation wearable sensing components has been completed in stages and certified by major wearable device end customers. Going forward, the Company will continue to optimize component performance and provide customized solutions, with the aim of offering a broader range of high-performance products to the market.
- 3) Subsidiary - PASC: Development of various SiC SBD product specifications has been completed, and the subsidiary has established stable mass production capabilities to meet the needs of industrial, power supply, and automotive applications.
- 4) Subsidiary - CASC: Completed the development of gallium nitride (GaN) gold reduction and gold-free process platforms.
- 5) Subsidiary - SAVC: With a customer-centric approach, has launched two new features: "Module Color Recalibration" and "Image Anti-Tampering".

2. 2026 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: Product floating quotation and reduction of production costs to increase product gross profit. Shorten production cycle and continue reduce inventory costs.
- 4) Diversified Development: Continuous acceleration of the research and development of HUSD and wide bandgap compound semiconductor power device products.

(2) Projected sales volume and basis:

In 2025, the Hybrid Ultra Sensing Device (HUSD) sensing technology, jointly developed by TASC, its subsidiaries, and strategic partners, achieved a Mean Absolute Relative Difference (MARD) of below 15%, marking a significant milestone in the advancement of blood glucose monitoring. This achievement enables the Company to seize opportunities in the global “health promotion” and “disease prevention” markets, thereby strengthening its operational capacity. Accordingly, the Company has established the following business objectives for 2026:

Unit: Millions

Primary product	2026 projected sales volume
Emission components	7,250
Sensing components	22,763
Total	30,013

(3) Major production & sales policies:

- 1) Business principles and value proposition: Continue to focus on emission and sensing components as core businesses, expand diversified product lines, and provide customized solutions and professional technical services.
- 2) Deepening strategic alliances: Establish long-term strategic partnerships with strategic partners to build collaborative platforms, strengthen supply capabilities for high-reliability applications, and enhance product consistency and deployment efficiency.
- 3) Enhancement of production capacity and process efficiency: Introduce automation and data-driven management to strengthen yield monitoring and rapid response mechanisms for anomalies.

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 the latest report published by the International Diabetes Federation (IDF), approximately 589 million adults worldwide were living with diabetes in 2024, and this number is projected to grow by 46% between 2024 and 2050, reaching 853 million people worldwide by 2025, meaning that one in eight adults will have diabetes. According to a research report by MarketsandMarkets, the global blood glucose monitoring device market is expected to reach USD 61.2 billion by 2030, with a remarkable compound annual growth rate of 12.3% from 2025 to 2030.

TASC is optimistic about the huge market demand for weight loss and health management, as well as the issues and business opportunities in pediatric glucose control. Moving forward, the Company will continue to integrate HUSD technology with wearable devices or medical equipment through strategic partnerships, enabling users to monitor blood glucose changes without invasive procedures, providing real-time feedback on how diet, exercise, and daily activities affect glucose levels. In addition, the Company aims to address parental concerns regarding children’s dietary management through a “smart blood glucose control” approach, helping to create a healthier growth environment for children. In the future, the Company plans to further expand into advanced medical applications and progressively seize opportunities in the medical-grade blood glucose monitoring market.

(2) Influences from external competitive environment:

Currently, Blood Glucose Monitoring (BGM) primarily relies on traditional finger-prick blood sampling methods, while Continuous Glucose Monitoring (CGM) utilizes minimally invasive sensor patches to provide continuous blood glucose data. Compared to the newly developed Non-Invasive Continuous Glucose Monitoring (NICGM), both BGM and CGM markets are relatively mature and remain the mainstream solutions for blood glucose management.

NICGM, however, leverages TASC's proprietary HUSD sensing technology to detect glucose concentration in interstitial fluid beneath the skin, enabling a more comfortable and safer method for continuous glucose monitoring. Furthermore, it is equipped with AI algorithms to filter noise and analyze blood glucose trends. Currently, its MARD is below 15%, and its average MARD for single-point fasting glucose measurements is below 10%. This allows users to monitor blood glucose fluctuations in real time without the need for finger-pricking. In the future, the system will further integrate comprehensive physiological indicators to enable holistic health and medical management.

(3) Influences from the regulatory environment:

Currently, the U.S. Food and Drug Administration (FDA) has strict regulations for blood glucose monitoring instruments and equipment. For medical-grade glucose monitoring devices, the required MARD must be below 10%, while devices intended for health management must achieve a MARD below 15%. The current non-invasive continuous glucose sensing chip from TASC has achieved an accuracy level of up to 85%, which can support daily health management needs and can be applied to smart rings, wristbands and other wearable devices to meet the needs of various user groups for all-day wear. In the initial stage, the Company will focus on the "health promotion" and "disease prevention" markets. As technological advancements and regulatory approvals are achieved, the product is expected to transition from health care applications to medical applications, aiming to expand from consumer electronics into professional medical applications, achieving a seamless integration of semiconductor technology and healthcare needs, and ultimately creating a world-leading product.

(4) Influences from the overall operating environment:

In early January 2026, Taiwan and the United States reached a new trade agreement, reducing tariffs on Taiwanese exports to the U.S. to 15%. However, exemptions were granted to chips used to strengthen U.S. technology supply chains or domestic semiconductor derivative manufacturing capabilities. The agreement also required Taiwan to increase its investment in the United States in semiconductors and other industries. In other words, if the chips purchased by customers are ultimately used to build U.S. data centers or strengthen U.S. domestic manufacturing capabilities, the 25% tariff can be avoided even if they are produced in Taiwan. At the same time, the United States raised the previously agreed tariff rate on South Korea from 15% to 25%. In light of these updated tariff policies, Taiwan's semiconductor industry gains greater flexibility in handling tariff issues and enjoys a more significant competitive advantage globally.

TASC continues to upgrade its product portfolio, deepen process capabilities, maintain controllable production capacity risks, and strengthen talent governance. These efforts ensure sustained growth in operational momentum and shareholder value across its three key focus areas: sensing, GaN, and SiC.

Chairman: Patrick Li

President: Jason Tsai

Chief Accountant: Amy Wu

【Audit Committee Report】

The Board of Directors has prepared the Company's 2025 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 2026

Taiwan-Asia Semiconductor Corporation
Chair of the Audit Committee:
Tsai Shih-Kuang

Date: May 7th, 2026

【Explanation of 2025 Directors' Remuneration reasonableness】

1. In order to maintain the independence of independent directors in performing their duties, and to urge them to undertake a high standard of duty of care and responsibility, effectively supervise management, and balance operational decision-making, the Company's independent directors have, starting from May 2024, not participated in the distribution of directors' remuneration. Instead, they receive fixed monthly compensation (including remuneration and expenses for the execution of duties), so as to strengthen independence and avoid conflicts of interest.
2. Due to the above reasons, the average remuneration paid to each director by the Company in 2025 increased by NTD 211 thousand compared to 2024 (an increase rate of 41%).
3. Details of directors' remuneration of the Company for 2025 are as follows:

Unit: NT\$ thousands

Title	Name	Remuneration			
		Base Compensation	Severance Pay	Directors Compensation	Allowances
Corporate Director	Tsun Cheng Investment Co., Ltd	0	0	0	0
Chairman	Rep. of legal person: Kuo-Kuang Li	0	0	0	375
Vice Chairman	Rep. of legal person: Tsun-Chia Tai	0	0	0	180
Director	Rep. of legal person: Yen-Chun Chien	0	0	0	180
Corporate Director	Nichia Taiwan Corporation	0	0	0	0
Director	Rep. of legal person: Ishigami Koji	0	0	0	180
Independent Director	Tsai Shih-Kuang	1,200	0	0	180
	Dong Laie	1,200	0	0	180
	Wu Chien-Chih	1,200	0	0	180

【Report on the Implementation of the Improvement Plan for Excess Endorsement and Guarantee Balance】

1. According to the Financial Supervisory Commission Letter Jin-Guan-Zheng-Shen-Zi No. 1140385036 dated October 23, 2025, due to the decline in the Company's net worth, as of the end of July 2025, the amount of endorsements and guarantees provided by the Company to "ProAsia Semiconductor Corporation" has exceeded the prescribed limit.
2. In recent years, TASC has continuously invested in the research and development of its subsidiaries' products and has recognized investment losses from subsidiaries, resulting in a decrease in shareholders' equity of the Company. The Company has urged its subsidiaries to formulate operational improvement plans and will subsequently implement control measures in accordance with such plans to enhance company's overall profitability and increase net worth, so as to comply with the limits set forth in the procedures for endorsement and guarantee.
3. As of December 31, 2025, the summary of the Company's outstanding endorsements and guarantees provided to others is as follows:

Unit: NT\$ thousands

Endorser/ Guarantor	Endorsee/ Guarantee	Limits on Endorsement/ Guarantee Given on Behalf of Each Party	Outstanding Endorsement/ Guarantee at the End of the Period	Limits on Endorsement/ Guarantee
Taiwan-Asia Semiconductor Corporatio	ProAsia Semiconductor Corporation	1,311,398	1,400,000	Y
Taiwan-Asia Semiconductor Corporatio	Champ-Asia Semiconductor Corporation	1,311,398	550,000	N

INDEPENDENT AUDITORS' REPORTDeloitte & Touche
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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, the “Group”), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, 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, 2025 and 2024, 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, 2025. 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, 2025 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 2025. 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 substantive tests on selected samples of sales revenue, including inspecting supporting vouchers and performing confirmation procedures.

Other Matter

We did not audit the financial statements of certain investees of the Corporation as of and for the years ended December 31, 2025 and 2024, 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\$69,799 thousand and NT\$76,646 thousand as of December 31, 2025 and 2024, which represented 0.47% and 0.51%, respectively, of the Corporation's total assets. The Corporation's share of the comprehensive income (loss) of such associates amounted to NT\$8,971 thousand and NT\$2,701 thousand for the years ended December 31, 2025 and 2024, which represented (0.68%) and (0.38%), respectively, 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, 2025 and 2024 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, 2025 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 26, 2026

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, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	2025		2024	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 2,547,511	17	\$ 2,296,957	15
Financial assets at fair value through profit or loss - current (Note 7)	43,811	-	59,639	1
Financial assets at amortized cost - current (Notes 9 and 32)	23,160	-	23,160	-
Contract assets - current (Note 23)	-	-	2,619	-
Notes receivable (Note 23)	12,004	-	3,893	-
Trade receivables (Notes 10 and 23)	1,157,430	8	1,240,808	8
Trade receivables from related parties (Notes 23 and 31)	22,131	-	21,678	-
Other receivables (Note 31)	61,459	1	130,214	1
Inventories (Note 11)	1,595,204	11	1,861,544	13
Other current assets (Notes 25 and 31)	<u>126,816</u>	<u>1</u>	<u>139,072</u>	<u>1</u>
Total current assets	<u>5,589,526</u>	<u>38</u>	<u>5,779,584</u>	<u>39</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Note 7)	7,626	-	16,279	-
Financial assets at fair value through other comprehensive income - non-current (Note 8)	963,528	7	961,450	6
Financial assets at amortized cost - non-current (Note 9)	9,924	-	-	-
Investments accounted for using the equity method (Note 13)	69,799	1	76,646	1
Property, plant and equipment (Notes 14, 31 and 32)	7,266,766	49	7,057,951	47
Right-of-use assets (Note 15)	158,178	1	187,015	1
Investment properties (Note 16)	399,307	3	399,307	3
Intangible assets (Note 17)	121,070	1	74,660	1
Deferred tax assets (Notes 4 and 25)	60,734	-	67,704	-
Prepayment for equipment (Note 31)	28,072	-	274,359	2
Other non-current assets	<u>26,278</u>	<u>-</u>	<u>51,597</u>	<u>-</u>
Total non-current assets	<u>9,111,282</u>	<u>62</u>	<u>9,166,968</u>	<u>61</u>
TOTAL	<u>\$14,700,808</u>	<u>100</u>	<u>\$14,946,552</u>	<u>100</u>

(Continued)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	2025		2024	
	Amount	%	Amount	%
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 1,111,160	8	\$ 1,244,615	8
Contract liabilities - current (Note 23)	21,987	-	69,261	-
Trade payables	573,021	4	821,538	6
Trade payables to related parties (Note 31)	67,654	-	79,847	1
Other payables (Note 19)	683,178	5	887,777	6
Other payables to related parties (Note 31)	575,666	4	29,467	-
Current tax liabilities (Notes 4 and 25)	26,513	-	19,777	-
Provisions - current (Note 20)	7,163	-	8,339	-
Lease liabilities - current (Notes 15 and 31)	23,281	-	22,771	-
Current portion of long-term liabilities (Notes 18 and 32)	883,136	6	417,545	3
Other current liabilities	<u>12,800</u>	<u>-</u>	<u>18,994</u>	<u>-</u>
Total current liabilities	<u>3,985,559</u>	<u>27</u>	<u>3,619,931</u>	<u>24</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 18 and 32)	3,417,738	24	3,146,229	21
Provisions - non-current (Note 20)	31,654	-	22,594	-
Deferred tax liabilities (Notes 4 and 25)	5,598	-	7,523	-
Lease liabilities - non-current (Notes 15 and 31)	144,780	1	173,330	1
Net defined benefit liability - non-current (Notes 4 and 21)	28,892	-	18,924	-
Deferred revenue - non-current (Note 28)	20,081	-	24,824	1
Other non-current liabilities	<u>438</u>	<u>-</u>	<u>5,258</u>	<u>-</u>
Total non-current liabilities	<u>3,649,181</u>	<u>25</u>	<u>3,398,682</u>	<u>23</u>
Total liabilities	<u>7,634,740</u>	<u>52</u>	<u>7,018,613</u>	<u>47</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Ordinary shares	<u>4,386,228</u>	<u>30</u>	<u>4,386,228</u>	<u>29</u>
Capital surplus	<u>1,810,974</u>	<u>12</u>	<u>1,581,398</u>	<u>11</u>
Retained earnings				
Legal reserve	946,387	6	946,387	6
Special reserve	140,992	1	-	-
Unappropriated earnings (accumulated deficit)	<u>(663,340)</u>	<u>(4)</u>	<u>775,527</u>	<u>5</u>
Total retained earnings	<u>424,039</u>	<u>3</u>	<u>1,721,914</u>	<u>11</u>
Other equity	<u>(41,078)</u>	<u>-</u>	<u>(140,117)</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	6,556,991	45	7,526,251	50
NON-CONTROLLING INTERESTS	<u>509,077</u>	<u>3</u>	<u>401,688</u>	<u>3</u>
Total equity	<u>7,066,068</u>	<u>48</u>	<u>7,927,939</u>	<u>53</u>
TOTAL	<u>\$14,700,808</u>	<u>100</u>	<u>\$14,946,552</u>	<u>100</u>

(With Deloitte & Touche auditors' report dated February 26, 2026)

(Concluded)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 23 and 31)	\$ 4,326,285	100	\$ 4,299,897	100
OPERATING COSTS (Notes 11, 24 and 31)	<u>4,463,917</u>	<u>103</u>	<u>3,794,646</u>	<u>88</u>
GROSS (LOSS) PROFIT	<u>(137,632)</u>	<u>(3)</u>	<u>505,251</u>	<u>12</u>
OPERATING EXPENSES (Notes 10, 24, 27 and 31)				
Selling and marketing expenses	80,723	2	97,397	2
General and administrative expenses	495,335	12	536,522	13
Research and development expenses	572,823	13	483,795	11
Expected credit (gain) loss on trade receivables	<u>(710)</u>	<u>-</u>	<u>2,470</u>	<u>-</u>
Total operating expenses	<u>1,148,171</u>	<u>27</u>	<u>1,120,184</u>	<u>26</u>
LOSS FROM OPERATIONS	<u>(1,285,803)</u>	<u>(30)</u>	<u>(614,933)</u>	<u>(14)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13, 24 and 31)				
Interest income	41,081	1	35,795	1
Other income	66,698	2	47,130	1
Other gains and losses	(46,746)	(1)	64,615	1
Finance costs	(89,694)	(2)	(51,399)	(1)
Share of profit or loss of associates accounted for using the equity method	<u>6,697</u>	<u>-</u>	<u>6,695</u>	<u>-</u>
Total non-operating income	<u>(21,964)</u>	<u>-</u>	<u>102,836</u>	<u>2</u>
LOSS BEFORE INCOME TAX	(1,307,767)	(30)	(512,097)	(12)
INCOME TAX EXPENSE (Notes 4 and 25)	<u>(67,585)</u>	<u>(2)</u>	<u>(23,426)</u>	<u>-</u>
NET LOSS FOR THE YEAR	<u>(1,375,352)</u>	<u>(32)</u>	<u>(535,523)</u>	<u>(12)</u>
OTHER COMPREHENSIVE LOSS (INCOME)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(7,042)	-	39,577	1
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	51,288	1	(232,760)	(6)

(Continued)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2025		2024	
	Amount	%	Amount	%
Share of the other comprehensive loss of associates accounted for using the equity method	\$ (1,917)	-	\$ (4,008)	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 25)	<u>21,485</u>	<u>1</u>	<u>27,356</u>	<u>1</u>
	<u>63,814</u>	<u>2</u>	<u>(169,835)</u>	<u>(4)</u>
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income of associates accounted for using the equity method	<u>6</u>	<u>-</u>	<u>14</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>63,820</u>	<u>2</u>	<u>(169,821)</u>	<u>(4)</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>\$ (1,311,532)</u>	<u>(30)</u>	<u>\$ (705,344)</u>	<u>(16)</u>
NET LOSS ATTRIBUTABLE TO:				
Owners of the Company	\$ (1,261,655)	(29)	\$ (510,087)	(12)
Non-controlling interests	<u>(113,697)</u>	<u>(3)</u>	<u>(25,436)</u>	<u>-</u>
	<u>\$ (1,375,352)</u>	<u>(32)</u>	<u>\$ (535,523)</u>	<u>(12)</u>
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:				
Owners of the Company	\$ (1,197,835)	(28)	\$ (679,908)	(16)
Non-controlling interests	<u>(113,697)</u>	<u>(2)</u>	<u>(25,436)</u>	<u>-</u>
	<u>\$ (1,311,532)</u>	<u>(30)</u>	<u>\$ (705,344)</u>	<u>(16)</u>
LOSS PER SHARE (Note 26)				
Basic	<u>\$ (2.88)</u>		<u>\$ (1.16)</u>	
Diluted	<u>\$ (2.88)</u>		<u>\$ (1.16)</u>	

(With Deloitte & Touche auditors' report dated February 26, 2026)

(Concluded)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

Equity Attributable to Owners of the Company (Note 22)

	Ordinary Shares		Retained Earnings					Other Equity			Treasury Shares	Non-controlling Interests	Total Equity	
			Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings (Accumulated Deficit)	Total	Exchange Differences on Translating the Financial Statements of Foreign Operations				Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income
BALANCE, JANUARY 1, 2024	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)
Cash dividends distributed by subsidiaries	-	-	-	30,152	-	(249,463)	(219,311)	-	-	-	-	(219,311)	-	(219,311)
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
Adjustments to share of changes in equity of 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
Appropriation of the 2024 earnings														
Special reserve	-	-	-	-	140,992	(140,992)	-	-	-	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(11,488)	(11,488)
Other changes in capital surplus:														
Changes in capital surplus from investments in associates and joint ventures accounted for using the equity method	-	-	559	-	-	(200)	(200)	-	-	-	-	359	-	359
Net loss for the year ended December 31, 2025	-	-	-	-	-	(1,261,655)	(1,261,655)	-	-	-	-	(1,261,655)	(113,697)	(1,375,352)
Other comprehensive income (loss) for the year ended December 31, 2025, net of income tax	-	-	-	-	-	(5,634)	(5,634)	6	69,448	69,454	-	63,820	-	63,820
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	(1,267,289)	(1,267,289)	6	69,448	69,454	-	(1,197,835)	(113,697)	(1,311,532)
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(29,220)	(29,220)	-	29,220	29,220	-	-	-	-
Disposal of investments accounted for using the equity method	-	-	(125)	-	-	(73)	(73)	-	73	73	-	(125)	-	(125)
Adjustments to share of changes in equity of subsidiaries	-	-	229,142	-	-	(1,093)	(1,093)	(1)	293	292	-	228,341	232,574	460,915
BALANCE, DECEMBER 31, 2025	438,623	\$4,386,228	\$1,810,974	\$946,387	\$140,992	\$ (663,340)	\$ 424,039	\$ 19	\$ (41,097)	\$ (41,078)	\$ (23,172)	\$6,556,991	\$ 509,077	\$7,066,068

(With Deloitte & Touche auditors' report dated February 26, 2026)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (1,307,767)	\$ (512,097)
Adjustments for:		
Depreciation expense	1,045,602	709,116
Amortization expense	58,002	41,343
Expected credit (reserved gain) loss recognized on trade receivables	(710)	2,470
Loss on fair value change of financial assets and liabilities at fair value through profit or loss	22,768	16,355
Interest expense	88,494	51,399
Interest income	(41,081)	(35,795)
Dividend income	(13,681)	(18,022)
Compensation cost of employee share options	2,094	7,545
Share of gain of associates accounted for using the equity method	(6,697)	(6,695)
Gain on disposal of property, plant and equipment	(2,280)	(12,098)
Gain on disposal of investments	(11,198)	(839)
Impairment loss recognized on non-financial assets	2,368	11,250
Amortization of long-term deferred revenue	(3,100)	(2,175)
Gain on lease modification	(47)	(382)
Changes in operating assets and liabilities		
Contract assets	2,619	1,700
Notes receivable	(8,111)	(2,722)
Trade receivables	84,088	(65,361)
Trade receivables from related parties	(453)	2,296
Other receivables	69,844	(112,930)
Inventories	266,340	(512,863)
Other current assets	13,943	(11,705)
Other non-current assets	(17,067)	(1,675)
Contract liabilities	(47,274)	(28,675)
Trade payables	(248,517)	284,774
Trade payables to related parties	(12,193)	40,406
Other payables	(205,391)	67,270
Other payables to related parties	45,244	6,135
Provisions	7,884	8,524
Other current liabilities	(6,194)	13,356
Net defined benefit liabilities	<u>2,926</u>	<u>(8,503)</u>
Cash generated from operations	(219,545)	(68,598)
Interest received	39,992	35,180
Dividend received	18,338	19,022
Interest paid	(103,726)	(61,205)
Income tax paid	<u>(36,006)</u>	<u>(29,507)</u>
Net cash used in operating activities	<u>(300,947)</u>	<u>(105,108)</u>

(Continued)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ -	\$ (105,000)
Proceeds from sale of financial assets at fair value through other comprehensive income	49,210	21,594
Purchase of financial assets at amortized cost	(9,924)	-
Proceeds from sale of financial assets at amortized cost	-	200
Proceeds from disposal of financial assets at fair value through profit or loss	1,713	20,839
Acquisition of associates	-	(10,500)
Net cash inflow on disposal of associate	15,389	-
Payments for property, plant and equipment	(992,778)	(2,769,249)
Proceeds from disposal of property, plant and equipment	15,175	205,514
Decrease (increase) in refundable deposits	3,886	(504)
Payments for intangible assets	(52,233)	(35,107)
Decrease (increase) in other non-current assets	19,250	(19,250)
(Increase) decrease in payments for equipment	<u>(13,672)</u>	<u>278,220</u>
Net cash used in investing activities	<u>(963,984)</u>	<u>(2,413,243)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
(Decrease) increase in short-term borrowings	(133,455)	854,615
Proceeds from long-term borrowings	728,878	1,862,674
Decrease in guarantee deposits	(4,820)	(51)
Increase in other payables - related parties	500,955	-
Payment of the principal portion of lease liabilities	(22,282)	(23,473)
Payment of dividends	(11,488)	(233,094)
Changes in non-controlling interest	<u>457,697</u>	<u>360,254</u>
Net cash generated from financing activities	<u>1,515,485</u>	<u>2,820,925</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	250,554	302,574
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,296,957</u>	<u>1,994,383</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 2,547,511</u>	<u>\$ 2,296,957</u>

(With Deloitte & Touche auditors' report dated February 26, 2026)

(Concluded)

INDEPENDENT AUDITORS' REPORTDeloitte & Touche
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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, 2025 and 2024, 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, 2025 and 2024, 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, 2025. 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, 2025 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 2025. The sales revenue of significant customers was deemed a key audit matter. Refer to Notes 4 and 21 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 substantive tests on selected samples of sales revenue, including inspecting supporting vouchers and performing confirmation procedures.

Other Matter

We did not audit the financial statements of certain investees accounted for using the equity method for the years ended December 31, 2025 and 2024. These 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\$13,932 thousand and NT\$13,664 thousand as of December 31, 2025 and 2024, which represented 0.13% and 0.11% of the Corporation's total assets. The Corporation's share of the comprehensive income (loss) of such associates amounted to NT\$1,797 thousand and NT\$975 thousand for the years ended December 31, 2025 and 2024, which represented (0.15%) and (0.14%) 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, 2025 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 26, 2026

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, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 1,475,056	14	\$ 1,218,356	10
Current financial assets at amortized cost (Notes 8 and 30)	22,810	-	22,810	-
Notes receivable (Note 21)	725	-	3,892	-
Trade receivables (Notes 9 and 21)	1,006,865	9	1,066,757	9
Trade receivables from related parties (Notes 21 and 29)	22,715	-	23,936	-
Other receivables	14,846	-	79,654	1
Other receivables - related parties (Note 29)	573,816	5	613,829	5
Inventories (Note 10)	1,249,698	12	1,444,578	12
Other current assets (Notes 23 and 29)	<u>18,152</u>	<u>-</u>	<u>58,143</u>	<u>1</u>
Total current assets	<u>4,384,683</u>	<u>40</u>	<u>4,531,955</u>	<u>38</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Note 7)	743,798	7	845,396	7
Financial assets at amortized cost - non-current (Note 8)	9,924	-	-	-
Investments accounted for using the equity method (Note 11)	2,860,198	26	3,256,366	27
Property, plant and equipment (Notes 12, 29 and 30)	2,341,622	21	2,518,844	21
Right-of-use assets (Note 13)	143,704	1	167,558	1
Investment properties (Note 14)	399,307	4	399,307	3
Intangible assets (Note 15)	81,626	1	50,984	1
Deferred tax assets (Note 23)	49,713	-	56,670	1
Prepayment for equipment (Note 29)	26,832	-	69,642	1
Other non-current assets	<u>6,705</u>	<u>-</u>	<u>13,569</u>	<u>-</u>
Total non-current assets	<u>6,663,429</u>	<u>60</u>	<u>7,378,336</u>	<u>62</u>
TOTAL	<u>\$ 11,048,112</u>	<u>100</u>	<u>\$ 11,910,291</u>	<u>100</u>

(Continued)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION
BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

LIABILITIES AND EQUITY	2025		2024	
	Amount	%	Amount	%
CURRENT LIABILITIES				
Short-term borrowings (Note 16)	\$ 967,913	9	\$ 1,136,178	10
Contract liabilities - current (Note 21)	3,148	-	1,637	-
Trade payables	414,223	4	576,293	5
Trade payables to related parties (Note 29)	34,638	-	47,633	-
Other payables (Note 17)	445,807	4	448,811	4
Other payables to related parties (Note 29)	52,495	1	29,198	-
Current tax liabilities (Note 23)	11,154	-	7,422	-
Provisions - current (Note 18)	4,104	-	779	-
Lease liabilities - current (Note 13)	17,371	-	17,297	-
Long-term borrowings - current portion (Note 16)	483,455	4	263,796	2
Other current liabilities	8,369	-	16,841	-
Total current liabilities	<u>2,442,677</u>	<u>22</u>	<u>2,545,885</u>	<u>21</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 16, 26 and 30)	1,878,332	17	1,645,602	14
Provisions - non-current (Note 18)	495	-	763	-
Deferred tax liabilities (Note 23)	4,661	-	7,078	-
Lease liabilities - non-current (Note 13)	135,649	1	158,904	2
Net defined benefit liabilities - non-current (Note 19)	28,892	1	18,924	-
Deferred revenue - non-current (Note 26)	-	-	1,643	-
Other non-current liabilities	415	-	5,241	-
Total non-current liabilities	<u>2,048,444</u>	<u>19</u>	<u>1,838,155</u>	<u>16</u>
Total liabilities	<u>4,491,121</u>	<u>41</u>	<u>4,384,040</u>	<u>37</u>
EQUITY				
Ordinary shares	<u>4,386,228</u>	<u>40</u>	<u>4,386,228</u>	<u>37</u>
Capital surplus	<u>1,810,974</u>	<u>16</u>	<u>1,581,398</u>	<u>13</u>
Retained earnings				
Legal reserve	946,387	9	946,387	8
Special reserve	140,992	1	-	-
Unappropriated earnings (accumulated deficit)	<u>(663,340)</u>	<u>(6)</u>	<u>775,527</u>	<u>6</u>
Total retained earnings	<u>424,039</u>	<u>4</u>	<u>1,721,914</u>	<u>14</u>
Other equity	<u>(41,078)</u>	<u>(1)</u>	<u>(140,117)</u>	<u>(1)</u>
Treasury stocks	<u>(23,172)</u>	<u>-</u>	<u>(23,172)</u>	<u>-</u>
Total equity	<u>6,556,991</u>	<u>59</u>	<u>7,526,251</u>	<u>63</u>
TOTAL	<u>\$ 11,048,112</u>	<u>100</u>	<u>\$ 11,910,291</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, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 21 and 29)	\$ 3,456,699	100	\$ 3,506,981	100
OPERATING COSTS (Notes 10, 22 and 29)	<u>3,242,040</u>	<u>94</u>	<u>3,002,235</u>	<u>86</u>
GROSS PROFIT	214,659	6	504,746	14
UNREALIZED (PROFIT) LOSS FROM SALES	(620)	-	9	-
REALIZED LOSS SALES	<u>(9)</u>	<u>-</u>	<u>-</u>	<u>-</u>
NET OPERATING MARGIN	<u>214,030</u>	<u>6</u>	<u>504,755</u>	<u>14</u>
OPERATING EXPENSES (Notes 9 and 22)				
Selling and marketing expenses	49,688	2	57,901	1
General and administrative expenses	393,090	11	391,280	11
Research and development expenses	110,320	3	200,168	6
Expected credit (gain) loss reversed on trade receivables	<u>(589)</u>	<u>-</u>	<u>1,134</u>	<u>-</u>
Total operating expenses	<u>552,509</u>	<u>16</u>	<u>650,483</u>	<u>18</u>
LOSS FROM OPERATIONS	<u>(338,479)</u>	<u>(10)</u>	<u>(145,728)</u>	<u>(4)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 11, 22 and 29)				
Interest income	38,950	1	23,682	1
Other income	151,468	4	69,614	2
Other gains and losses	(42,860)	(1)	73,310	2
Finance costs	(63,589)	(2)	(37,707)	(1)
Share of profit or loss of subsidiaries and associates accounted for using the equity method	<u>(967,104)</u>	<u>(28)</u>	<u>(489,642)</u>	<u>(14)</u>
Total non-operating income	<u>(883,135)</u>	<u>(26)</u>	<u>(360,743)</u>	<u>(10)</u>
LOSS BEFORE INCOME TAX	(1,221,614)	(36)	(506,471)	(14)
INCOME TAX EXPENSE (Note 23)	<u>40,041</u>	<u>1</u>	<u>3,616</u>	<u>-</u>
NET LOSS FOR THE YEAR	<u>(1,261,655)</u>	<u>(37)</u>	<u>(510,087)</u>	<u>(14)</u>

(Continued)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE LOSS				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	\$ (7,042)	-	\$ 39,577	1
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(52,388)	(2)	(144,414)	(4)
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	101,759	3	(92,354)	(3)
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 23)	<u>21,485</u>	<u>1</u>	<u>27,356</u>	<u>1</u>
	<u>63,814</u>	<u>2</u>	<u>(169,835)</u>	<u>(5)</u>
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income of subsidiaries and associates accounted for using the equity method	<u>6</u>	<u>-</u>	<u>14</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>63,820</u>	<u>2</u>	<u>(169,821)</u>	<u>(5)</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>\$ (1,197,835)</u>	<u>(35)</u>	<u>\$ (679,908)</u>	<u>(19)</u>
LOSS PER SHARE (Note 24)				
Basic	<u>\$ (2.88)</u>		<u>\$ (1.16)</u>	
Diluted	<u>\$ (2.88)</u>		<u>\$ (1.16)</u>	

(With Deloitte & Touche auditors' report dated February 26, 2026)

(Concluded)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	Ordinary Shares (Note 20)		Retained Earnings (Note 20)				Other Equity (Note 20)			Treasury Shares (Note 20)	Total Equity	
	Shares (In Thousands)	Amount	Capital Surplus (Note 20)	Legal Reserve	Special Reserve	Unappropriated Earnings (Accumulated Deficit)	Total	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Loss (Gain) on Financial Assets at Fair Value Through Other Comprehensive Income			Total
BALANCE, JANUARY 1, 2024	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
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)
Disposals 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
Adjustments to share of change in equity of subsidiaries	-	-	105,150	-	-	(687)	(687)	-	-	-	-	104,463
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
Appropriation of the 2024 earnings												
Special reserve	-	-	-	-	140,992	(140,992)	-	-	-	-	-	-
Other changes in capital surplus:												
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	559	-	-	(200)	(200)	-	-	-	-	359
Net loss for the year ended December 31, 2025	-	-	-	-	-	(1,261,655)	(1,261,655)	-	-	-	-	(1,261,655)
Other comprehensive income (loss) for the year ended December 31, 2025, net of income tax	-	-	-	-	-	(5,634)	(5,634)	6	69,448	69,454	-	63,820
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	(1,267,289)	(1,267,289)	6	69,448	69,454	-	(1,197,835)
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	(29,220)	(29,220)	-	29,220	29,220	-	-
Disposal of investments accounted for using the equity method	-	-	(125)	-	-	(73)	(73)	-	73	73	-	(125)
Adjustments to share of change in equity of subsidiaries	-	-	229,142	-	-	(1,093)	(1,093)	(1)	293	292	-	228,341
BALANCE, DECEMBER 31, 2025	\$ 438,623	\$ 4,386,228	\$ 1,810,974	\$ 946,387	\$ 140,992	\$ (663,340)	\$ 424,039	\$ 19	\$ (41,097)	\$ (41,078)	\$ (23,172)	\$ 6,556,991

(With Deloitte & Touche auditors' report dated February 26, 2026)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (1,221,614)	\$ (506,471)
Adjustments for:		
Depreciation expense	640,509	575,518
Amortization expense	35,777	27,230
Expected credit (reserved gain) loss on trade receivables	(589)	1,134
Loss on fair value change of financial assets and liabilities at fair value through profit or loss	-	577
Interest expense	63,589	37,707
Interest income	(38,950)	(23,682)
Dividend income	(12,619)	(14,275)
Compensation cost of employee share options	863	2,099
Share of loss of subsidiaries and associates accounted for using the equity method	967,104	489,642
Gain on disposal of property, plant and equipment	(2,117)	(12,098)
Gain on disposal of investments	(2,220)	(839)
Impairment (reserved gain) loss recognized on non-financial assets	(1,775)	11,250
Unrealized sales profit (loss)	620	(9)
Realized sales loss	9	-
Gain on lease modification	(47)	(382)
Changes in operating assets and liabilities		
Notes receivable	3,167	(2,721)
Trade receivables	60,481	(24,771)
Trade receivables from related parties	1,221	38
Other receivables	65,075	(64,328)
Other receivables - related parties	40,013	(110,229)
Inventories	194,880	(243,113)
Other current assets	41,580	14,433
Other non-current assets	1,119	(611)
Contract liabilities	1,511	(623)
Trade payables	(162,070)	148,358
Trade payables to related parties	(12,995)	39,762
Other payables	(3,206)	(86,853)
Other payables to related parties	23,297	2,866
Provisions	3,057	203
Other current liabilities	(8,472)	12,390
Net defined benefit liabilities	<u>2,926</u>	<u>(8,503)</u>
Cash generated from operations	680,124	263,699
Interest received	38,683	23,146
Dividends received	35,213	66,313
Interest paid	(67,542)	(46,678)
Income tax paid	<u>(11,873)</u>	<u>(11,741)</u>
Net cash generated from operating activities	<u>674,605</u>	<u>294,739</u>

(Continued)

TAIWAN-ASIA SEMICONDUCTOR CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ -	\$ (105,000)
Proceeds from sale of financial assets at fair value through other comprehensive income	49,210	21,594
Purchase of financial assets at amortized cost	(9,924)	-
Proceeds from disposal of financial assets at fair value through profit or loss	-	20,839
Acquisition of investments accounted for using equity method	(270,000)	(800,010)
Disposal of long-term equity investments under the equity method	7,538	119,520
Acquisition of property, plant and equipment	(432,912)	(845,677)
Proceeds from disposal of property, plant and equipment	14,357	205,514
Decrease in refundable deposits	5,745	4,011
Increase in other receivables - related parties	-	(500,028)
Acquisition of intangible assets	(17,806)	(21,381)
(Increase) decrease in payments for equipment	(26,832)	86,885
Net cash outflow on segmentation	<u>-</u>	<u>(75,309)</u>
Net cash used in investing activities	<u>(680,624)</u>	<u>(1,889,042)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
(Decrease) increase in short-term borrowings	(168,265)	746,178
Proceeds from long-term borrowings	452,389	1,207,210
Decrease in guarantee deposits	(4,826)	(54)
Payment of the principal portion of lease liabilities	(16,579)	(17,906)
Dividends paid	<u>-</u>	<u>(219,311)</u>
Net cash generated from financing activities	<u>262,719</u>	<u>1,716,117</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	256,700	121,814
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,218,356</u>	<u>1,096,542</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,475,056</u>	<u>\$ 1,218,356</u>

(With Deloitte & Touche auditors' report dated February 26, 2026)

(Concluded)

Taiwan-Asia Semiconductor Corporation

Deficit Compensation Statement of 2025

Unit: NTD

Item	Amount
Last undistributed earnings	634,534,955
Less: Current net loss after tax	(1,261,654,958)
Current actuarial gains and losses	(5,633,453)
Others	(30,586,902)
Sub-total	(1,297,875,313)
Less: 10 % of Legal reserve appropriated	0
Plus: Reversal of special reserve	96,435,808
Accumulated Deficit - ending	(566,904,550)

Chairman: Patrick Li

President: Jason Tsai

Chief Accountant: Amy Wu

Taiwan-Asia Semiconductor Corporation
Rules of Procedure for Shareholders Meetings
(Before and Revision Chart)

	Amended article	Current article
Article 3	<p>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, the shareholders meeting agenda, supplemental meeting materials , etc 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. This Corporation 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.</p>	<p>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.</p>
Article 7	<p>If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the</p>	<p>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</p>

	Amended article	Current article
Article 7	<p><u>powers of the vice chairperson,</u> the chairperson shall appoint one of <u>the managing directors</u> to act as chair <u>, or, if there are no managing directors, one of the directors shall be appointed to act as chair.</u> Where the chairperson does not make such a designation, the <u>managing directors</u> <u>or the directors</u> 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.</p> <p>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.</p>	<p>among themselves one person to serve as chair.</p> <p>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.</p> <p>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.</p>
Article 13	<p><u>1.</u> 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.</p> <p><u>2.</u> 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.</p> <p><u>3.</u> 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</p>	<p>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.</p> <p>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.</p> <p>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</p>

	Amended article	Current article
Article 13	<p>declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p><u>4.</u>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.</p> <p>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.</p> <p><u>5.</u>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.</p>	<p>are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.</p> <p>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.</p> <p>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.</p> <p>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.</p>

	Amended article	Current article
Article 13	<p>6. In addition to the proposals listed in the agenda, any amendments, substitute proposals, or other proposals raised by shareholders as extempore motions shall be seconded by two or more shareholders. The same applies to changes to the agenda and motions to adjourn the meeting.</p> <p>7. 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.</p> <p>8. 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.</p> <p>9. <u>If the shareholders' meeting includes the election of directors with candidates exceeding the number of seats to be filled, proposals for the dismissal of directors, or matters stipulated under Articles 185 and 316 of the Company Act, as well as Articles 18, 27, 29, and 35 of the Business Mergers and Acquisitions Act, the chairperson should appoint a lawyer, certified public accountant, or notary public to act as scrutineers.</u></p> <p>10. <u>Persons appointed by the chairperson pursuant to the preceding paragraph shall not serve as personnel responsible for matters related to the voting process, nor shall they be directors, managers, or employees of the Company or its affiliates.</u></p> <p>11. <u>The scrutineer shall supervise the voting and vote-counting process and shall sign the tabulation of election results.</u></p> <p>12. <u>If a scrutineer is appointed in accordance with Paragraph 8, the minutes of the shareholders' meeting shall record the name and title of the scrutineer.</u></p>	<p>In addition to the proposals listed in the agenda, any amendments, substitute proposals, or other proposals raised by shareholders as extempore motions shall be seconded by two or more shareholders. The same applies to changes to the agenda and motions to adjourn the meeting.</p> <p>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.</p> <p>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.</p>

	Amended article	Current article
Article 13	<p><u>13.</u> 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.</p> <p><u>14.</u> 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.</p> <p><u>15.</u> 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.</p> <p><u>16.</u> 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.</p> <p><u>17.</u> 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.</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>
Article 21	<p>(Handling of disconnection) (Omitted) 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</p>	<p>(Handling of disconnection) (Omitted) 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</p>

	Amended article	Current article
Article 21	cast and counted and results have been announced, or list of elected directors. (Omitted)	cast and counted and results have been announced, or list of elected directors <u>and supervisors</u> . (Omitted)
Article 22	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.	<u>(Handling of digital divide)</u> 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 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. <u>6th revision made on June 23, 2022.</u>	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.

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. I501010 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.

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.

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; 34th revision made on July 1, 2021; 35th revision made on October 21, 2021; 36th revision made on June 23, 2022. 37th revision made on June 17, 2025.

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 Corporations hall 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 2026 (April 27, 2026), 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	1,451,000	0.33
Vice Chairman	Tsun Cheng Investment Co., Ltd Rep. of legal person: Tsun-Chia Tai	1,451,000	0.33
Director	Tsun Cheng Investment Co., Ltd Rep. of legal person: Yen-Chun Chien	1,451,000	0.33
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		90,277,822	20.58



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