



Stock Code: 2338

Taiwan Mask Corporation

2025 Annual General Meeting

Handbook

Time: 09:00 am, May 28, 2025

Location: 2F, No. 36, Keyan Rd., Zhunan Township, Miaoli County
(2F Conference Hall, Hsinchu Science Park Bureau, Hsinchu
Science Park Administrative Service Center)

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Taiwan Mask Corporation

Procedures for 2025 Annual General Meeting

I. Call the meeting to order

II. Chairperson taking position

III. Chairperson speech

IV. Report

V. Adoption

VI. Discussion

VII. Extempore motions

VIII. Adjournment

(The Chair may order to vote on a case or to vote on all or part of a motion before extempore motions are carried out.)

Taiwan Mask Corporation

Agenda for 2025 Annual General Meeting

I. Time: 09:00 am, May 28, 2025 (Wednesday)

II. Location: 2F, No. 36, Keyan Rd., Zhunan Township, Miaoli County (2F Conference Hall, Hsinchu Science Park Bureau, Hsinchu Science Park Administrative Service Center)

III. The way the meeting is held: Physical shareholders' meeting

IV. Attendance: All shareholders and equity representatives

V. Chair: Chairman Sean Chen

VI. Chair speech

VII. Report:

(I) The Company's 2024 Business Report.

(II) Report on the Audit Committee's review of the Company's 2024 business and accounting reports.

(III) Report on the endorsement and guarantee of the Company and its subsidiaries for 2024.

(IV) Report on the Company's domestic secured corporate bonds.

(V) Report on the status of private placement of securities approved by the 2024 annual general meeting.

VIII. Adoption:

Motion 1: The Company's 2024 business report and financial statements.

Motion 2: The Company's 2024 deficit compensation.

IX. Discussion:

Motion 1: Amendment to provisions of the Company's Articles of Incorporation.

Motion 2: The Company's plan to issue new restricted employee shares.

Motion 3: Private placement of securities.

Motion 4: Release of non-competition restriction on Directors.

X. Extempore motions.

XI. Adjournment.

Report:

- I. Present the 2024 business report for review. Proposed by the Board of Directors
Explanation: Please refer to Attachment 1 (page 12) of the meeting handbook for the Company's 2024 business report.

- II. Present the 2024 business and accounting reports which have been audited by the Audit Committee for review. Proposed by the Board of Directors
Explanation: Please refer to Attachment 2, page 13 of the meeting handbook, for the Audit Committee's report.

- III. The endorsement and guarantee of the Company and its subsidiaries for the year ended December 31, 2024 are hereby presented for your review. Proposed by the Board of Directors
Explanation: (I) In accordance with the Company's endorsement and guarantee measures, the Company and its subsidiaries shall submit the endorsement and guarantee conditions during each business year and related matters to the next annual shareholders' meeting for review.
(II) Please refer to Attachment 3 on page 14 of this Handbook for details of the Company's and its subsidiaries' 2024 endorsement and guarantee.

- IV. Report on the Company's domestic secured corporate bonds for review.
Proposed by the Board of Directors
Explanation: (I) The Company was approved by the Board at the meeting held on May 27, 2024 to issue secured corporate bonds no more than NT\$1 billion to repay loans from financial institutions or raise working capital.
(II) In 2024, the Company issued domestic secured corporate bonds in NTD, with a total amount of NT\$500 million. The amount and terms of each issue are as follows:

Bond period	Date of issue: (year/month/day)	Amount issued (NTD)	Term (year)	Annual interest rate (fixed) (%)	Date of maturity: (year/month/day)	Guaranteeing bank
1st of 2024	113/08/01	NT\$500 million	5 years	2.2%	118/08/01	Taiwan Business Bank, Ltd.
Interest payment method		Simple interest calculated and interest paid once a year				
Principal repayment method		A single repayment of principal at maturity				

V. Report on the status of private placement of securities approved by the 2024 annual general meeting for review. (Proposed by the Board of Directors).

Explanation: (I) The company resolved at the shareholders' general meeting on May 27, 2024, to authorize the Board of Directors to issue ordinary shares or domestic convertible bonds through a private placement, with the total issuance not exceeding 75,000 thousand shares (including the number of ordinary shares obtainable from the conversion of domestic convertible bonds based on the conversion price on the pricing date). Depending on market conditions and the company's actual capital and operational needs, the Board is authorized to execute the private placement in one to three tranches, using a single method or a combination thereof, at appropriate times within one year from the date of the shareholders' meeting resolution.

(II) The case is due on May 26, 2025, and the actual progress will be reported in the general shareholders' meeting on May 28, 2025.

Adoption:

No. 1: (Proposed by the Board of Directors)

Subject: Present the Company's 2024 business report and financial statements for ratification.

Explanation: (I) The 2024 business report and financial statements were approved by the Audit Committee and the Board of Directors, where the financial statements have been audited and completed by CPAs Ya-Hui Cheng and Chien-Yu Liu from PricewaterhouseCoopers Taiwan.

(II) The business report, independent auditor's report, and financial statements are available in Attachment 1 on page 12, Attachments 4 and 5 on pages 15 to 34.

Resolution:

No. 2: (Proposed by the Board of Directors)

Subject: Present the Company's 2024 deficit compensation for ratification.

Description: The Company's 2024 deficit compensation proposal has been approved by the Audit Committee and the Board of Directors. Please refer to Attachment 6 on page 35 of this handbook for the deficit compensation schedule.

Resolution:

Discussion Topics

No. 1: (Proposed by the Board of Directors)

Subject: Present amendments to provisions of the Company's Article of Incorporation for deliberation.

Description: In order to comply with regulatory amendments and the needs of corporate governance practices, it is proposed to amend certain articles of the Company's "Articles of Incorporation". For a comparison table of the amended provisions, please refer to Attachment 7 on pages 36 to 38 of this handbook.

Resolution:

No. 2: (Proposed by the Board of Directors)

Subject: The Company's plan to issue new restricted employee shares for deliberation.

Description: (I) To attract and retain key talent, including managerial officers and employees with special contributions, and to incentivize employees to dedicate themselves to achieving the Company's operational objectives, thereby creating greater value for the Company and its shareholders, the Company intends to issue restricted employee stock in accordance with Article 267 of the Company Act and the relevant provisions of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter referred to as the "Regulations on Offering and Issuance") published by the Financial Supervisory Commission.

(II) The details of the proposed issuance of restricted employee stock are as follows:

1. The total amount of issuance (shares): 5,000 thousand shares, equivalent to 1.95% of the total shares issued by the Company, with a par value of NT\$10 per share, totaling NT\$50,000 thousand. The Company may, within two years from the date of receipt of the notice of the competent authority, issue the awards in full or in part, as it deems necessary.
2. Qualification requirements and number of shares allocated to employees:

- A. The reward plan is applicable to the Company and its subsidiaries' managers who are currently in office with certain achievements on the grant date and key personnel, such as employees with special contributions. The rewards are limited to (1) those who have significant influence on the Company or its subsidiaries' operational decisions, or (2) key personnel who have made significant contributions to the Company or its subsidiaries.
 - B. The number of shares granted to qualified employees will depend on the Company's business performance and their individual contributions, job levels, work performance, and other appropriate events for reference. Before the Chairman approves and submits a list of candidates to the Board of Directors for approval, if a candidate is a manager, it shall be approved by the Remuneration Committee; if not, it shall be approved by the Audit Committee.
3. Issuance terms and conditions:
- A. Expected Issuance Price: No consideration (Issuance price per share: NT\$0).
 - B. Vesting conditions:

After an employee has been granted RSAs, they must meet the following conditions in order to be entitled to the vesting of the RSAs: (1) Remains employed on each vesting date. (2) The employee does not violate any contract or work rules signed with the Company or its subsidiaries during the vesting period. (3) The employee has achieved the personal performance indicators and the Company's business goals at the same time. The percentage for vesting shares in each year is: 50% one full year after issuance; 25% two full years; and 25% three full years. However, if an employee has achieved their individual performance targets but the Company's operational goals have not been met concurrently, the aforementioned originally vested share ratio will be deferred and accumulated into the next year's vestable share ratio, with a maximum cumulative vesting of 100% upon the completion of three years. (4)

Personal performance indicators: The evaluation rating in the most recent year before the end of the vesting period reaches VG (Very Good) or above. (5) Company's business goals:

Performance indicator	Weight	Goals
Earnings per share (EPS)	100%	Higher than the average of the Company in the past three years

C. Handling of shares when vesting conditions are not met or upon inheritance: In the event that an employee fails to meet the stipulated vesting conditions, the Company will reclaim their shares without compensation and cancel them. In exceptional circumstances (including but not limited to inheritance), the handling will be governed by the regulations of this restricted employee stock issuance.

(III) Assumptions regarding issuance in Q3 2025 and the amount of expense recognition calculated based on the Company's closing price on February 27, 2025, along with the dilution effect on the Company's earnings per share and the impact on shareholders' equity:

The expense recognition amounts for the years 2025 to 2028 will be NT\$55,781 thousand, NT\$127,969 thousand, NT\$39,375 thousand, and NT\$13,125 thousand, respectively. Based on the current outstanding shares, the estimated potential impact of expense recognition on earnings per share for the years 2025 to 2028 will be NT\$0.26, NT\$0.59, NT\$0.18, NT\$0.06, respectively.

(IV) For the Company's regulations governing the issuance of restricted employee stock for the year 2025, please refer to Attachment 8 on pages 39 to 42 of this handbook.

(V) The Company will handle this issuance of restricted employee stock through a stock trust arrangement.

(VI) The Company proposes to request the shareholders' general meeting to authorize the Board of Directors, or its designated representative, to handle all matters pertaining to this issuance of restricted employee stock with full authority, should revisions or

adjustments to the various terms and conditions of this issuance be necessary due to regulatory review requirements or amendments to relevant laws and regulations.

Resolution:

No. 3: (Proposed by the Board of Directors)

Subject: Private placement of marketable securities, submitted for resolution.

Explanation: (I) In order to increase the Company's working capital, and/or to expand the plant and purchase machinery and equipment to improve operational scale, and/or to repay loans to enhance the Company's financial structure, and/or to better address other funding needs for the long-term development of the Company, the Company intends to issue ordinary shares or domestic convertible bonds through private placement in accordance with the provisions set forth in Article 43-6 of the Securities and Exchange Act. The total number of shares to be issued will not exceed 75,000 thousand shares (including the number of ordinary shares converted from domestic convertible bonds at the conversion price on the day of the private placement), with a par value of NT\$10 per share. It is intended to propose to the shareholders' meeting to authorize the Board of Directors to, depending on the market conditions and the Company's actual capital and operational needs, conduct the private placement at an appropriate time in one to three installments, using a single method or a combination of methods, within one year from the date of the resolution being adopted at the shareholders' meeting.

(II) The private placement shall, in accordance with Article 43-6 of the Securities and Exchange Act, be justified as follows:

1. The basis and reasonableness of the private placement price:

A. Private placement of common shares

The issue price of this private placement of common shares should be not less than 80% of the reference price is the basis for the determining the private placement price or that the issue price. The reference price is set based on the higher of the following two standards:

a. Calculate the simple average of the closing price of the

common stock 1, 3, or 5 business days prior to the pricing day, deduct the ex-right and ex-dividend shares of the stock dividend, and add the stock price after decapitalization and reversal of the ex-right.

- b. The simple average of the closing price of the common stock for the 30 business days prior to the pricing day minus the ex-right and ex-dividend shares paid as dividend, plus the stock price after decapitalization and reversal of ex-right.

B. Private placement of domestic convertible bonds

- a. Denomination: NT\$100,000 or an integer multiple thereof.
- b. Issue period: Not more than five years from the date of issue.
- c. Coupon rate: 0%
- d. The price for issuing domestic convertible bonds shall not be lower than 80% of the theoretical price. The pricing model of the theoretical price shall, as a whole, encompass and include the concurrent consideration of the various rights included in the terms of issuance. The conversion price shall not be lower than 80% of the price determined by the following calculation, whichever is higher:
 - (1) The share price, after deducting the value of bonus shares issued as stock dividends and cash dividends and adding back the value of the shares canceled in connection with capital reduction, based on the simple arithmetic average of the closing price of the ordinary shares of the Company on the first, third or fifth trading day prior to the pricing date.
 - (2) Simple average of the closing price of the common stock for the 30 business days prior to the pricing day minus the ex-right and ex-dividend shares paid as dividend, plus the stock price after decapitalization and reversal of ex-right.

- C. The actual private placement price and the actual pricing date are proposed to be set by the shareholders' meeting within the range of the resolution, and the Board of Directors is authorized to determine said price based on market and

company conditions and the situation of the selected investors. The basis for the above-mentioned private placement price complies with the provisions of "Notes for Public Companies Conducting Private Placements of Securities" and thus should be reasonable.

2. The method, purpose, necessity, and expected benefits of selecting the specific entity:

The subjects of the Private Placement are limited to the specified entities in compliance with Article 43-6 of the Securities and Exchange Act. Potential entities include banking, bills, trust, insurance, securities or other legal persons or institutions approved by the competent authority, investors of natural persons, legal persons, or funds who meet the conditions set by the competent authority, who have a substantial understanding of the Company's operations or industry development, and who will directly or indirectly benefit the Company's future operations, but have not yet determined the entities.

The selection of the offerees is necessary and is made in response to the needs of the Company's operations and development. It is intended that the offerees directly or indirectly assist the Company in finance, business, production, technology, procurement, management, strategy, industry integration, or sustainable development, in order to strengthen the Company's competitiveness and improve operational efficiency and long-term development, which should be beneficial in enhancing the Company's competitiveness and shareholders' equity. It is intended to authorize the Board of Directors to review the relevant qualifications of the offerees.

3. Reasons for conducting the private placement:

Private placement is a quick and easy way to introduce investors. Private placement of securities has transfer restrictions and can better ensure long-term cooperation between the company and investors. In addition, the Board of Directors, being authorized to determine the actual operational needs of the company to be fulfilled by the private placement, will also effectively improve the

agility and flexibility of the Company's fund-raising.

4. Use of funds and expected benefits:

The funds raised from each private placement are used to replenish working capital, and/or expand plants and purchase machinery and equipment to increase the scale of operations, and/or repay loans to strengthen the financial structure, and/or support other capital requirements for the Company's long-term development. Each private placement and the use of funds after the completion of the private placement is expected to strengthen the company's competitiveness and improve operational efficiency, and promote the company's stable growth, which will enhance the company's competitiveness and benefit shareholders' equity.

- (III) The rights and obligations of this private placement of common shares or common shares converted from domestic convertible corporate bonds are the same as those of the common shares already issued by the Company; however, in accordance with Article 43-8 of the Securities and Exchange Act, the private placement of securities is after three years from the date of delivery, the private placement of the securities may be reported to the competent authority after three years from the delivery date and after obtaining the consent letter from the Taiwan Stock Exchange for the issuance of listing standards in accordance with the relevant laws and regulations and application for listing and trading.
- (IV) In this private placement of common shares or issuance of domestic convertible corporate bonds, it is intended that the shareholders' meeting authorize the Chairman, or a person designated by the Chairman, sign and negotiate all contracts and documents related to this private placement on behalf of the Company and to handle all matters related to the private placement plan on behalf of the Company.
- (V) The number of shares issued, issue price, issuing conditions, capital increase record date, planned items, progress of fund utilization, expected benefits and other matters from the private placement of ordinary shares or domestic convertible corporate bonds, and other

matters that are not yet addressed in the private placement of ordinary shares or domestic convertible corporate bonds. The shareholders' meeting authorized the Board of Directors to formulate and implement regulations based on market conditions and the Company's operational needs. The Board of Directors is authorized to make future amendments in accordance with the requirements of the competent authorities or changes in the objective environment.

Resolution:

Motion 4: (Proposed by the Board of Directors)

Subject: Release of non-competition restrictions on directors presented for deliberation.

Description: (I) In accordance with Article 209 of the Company Act, “A director who performs acts for himself/herself or others within the scope of the Company’s business shall explain the material content of such acts to the shareholders’ meeting and obtain their approval”.

(II) Regarding the newly appointed director of the Company concurrently holding a position in another company, please refer to Attachment 9 on page 43 of this Handbook. Provided that the interests of the Company are not compromised, it is proposed to the 2025 Annual Shareholders’ Meeting to approve the lifting of their non-compete restrictions.

Resolution:

Extempore motions:

Adjournment

Taiwan Mask Corporation
2024 Business Report

To begin with, I would like to express my appreciation to all shareholders for their support. The global economic growth in 2024 is affected by international situations, geopolitical conflicts, and uncertainties, as well as inflation, which affects the fluctuation of energy and raw material prices, making the recovery of the consumer market uncertain. However, the continued development of AI, high-performance computing and cloud services has been driving the growth of related supply chains such as logic chips, memory and advanced packaging technologies. The global semiconductor market is expected to continue to grow by more than double digits in 2025. Overall, the difference between semiconductor process technologies and applications will result in a different end demand. In this regard, TMC has a stable deployment strategy to plan for new capacity and new technologies in response to overall needs in a timely and appropriate manner, so as to grow together with strategic partners. At the same time, we will continue to strengthen operational management efficiency, deepen customer relationship management and services, and grow together with strategic customers.

Faced with a global semiconductor market downturn, TMC, through expanding its photomask foundry services for strategic partners and the concerted efforts of its management team and all employees, still maintained steady operational growth in 2024. The annual individual net revenue reached NT\$4.26 billion, a 6.9% increase compared to the previous year. However, impacted by delays in the technology and product transformation of its subsidiaries, Taiwan Mask Corporation recognized operating losses from its subsidiaries, resulting in a net loss after tax of NT\$473 million for the current period. In response to this, the Group has actively reorganized its resources and established effective allocation strategies to strengthen the photomask core business, continuously improve the quality and delivery time of 65/55nm photomask products, deepen partnerships with key customers, proactively expand the 40nm photomask customer base, and deploy 12-inch high-end and 28nm photomask production capacity.

Looking forward to 2025, in response to market growth, TMC will continue to:

1. Strengthen the core business of the Company, continue to work closely with strategic customers, and deepen customer cooperation. In line with the technological advancements of strategic customers, the Company has completed the mass production of 40nm photomasks and has successively obtained customer certifications for 28nm photomasks. Furthermore, based on long-term market demand, the Company continues to deploy high-end photomask

production capacity, aiming to shorten customer certification and mass production timelines, thereby fostering sustained growth with strategic customers.

2. On the operational front, the Company continues to establish and utilize AI-powered analysis and classification models to build a traceability mechanism for rapid and effective production improvements, thereby enhancing yield rates, shortening delivery times, and reasonably controlling costs, ultimately increasing capacity utilization and optimizing order intake to improve company profitability.
3. Continuous implementation of sustainable development:
TMC adheres to the business philosophy of “Respect for the sky, love for people, and protect the planet”. We pursue sustainable development through energy creation and conservation. By focusing on core business development, managing the Group’s total resources, aiming at innovation and sustainability, and working with strategic customers, suppliers, subsidiaries of the Group, and stakeholders to integrate resources, we will continue to implement sustainable development.
4. Integration of Group Synergies:
To enhance group synergies, the Company aims to establish a strategic mechanism and system characterized by speed, flexibility, and agility. This will allow the Company to adaptively adjust the allocation of group resources and the operational strategies of its investees in response to geopolitical and market uncertainties, as well as to expedite the transformation and support the successful operational turnaround of its subsidiaries.

Best wishes to all valued shareholders.

Chairman:



Manager:



Accounting Officer:



Taiwan Mask Corporation
Audit Committee's Audit Report

We have reviewed the Company's 2024 business report, financial statements and earnings distribution proposal prepared by the board of directors. The financial statements have been audited by CPA Ya-Hui Cheng and CPA Chien-Yu Liu of PricewaterhouseCoopers Taiwan, to which the firm has issued an independent auditor's report. The Audit Committee found no misstatement in the above, and hereby presents this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

For

The 2025 Annual General Meeting

Taiwan Mask Corporation



Audit Committee convener: Wei-Chen Wang



March 12, 2025

[Attachment 3]

Tarvan Mask Corporation and Subsidiaries

Loans to Others

January 1 to December 31, 2024

Table 1

Unit: NTS Thousand
(Unless otherwise specified)

No. (Note 1)	Company that lent funds	Borrowing party	General ledger account	Related party?	Maximum Balance for the	Amount Actually Ending balance	Drawn	Range of	Nature of loan	Amount of transaction	Reason for short-term financing	Amount of recognized	Collateral Name	Value	Limit on loans granted to a single	Ceiling on total loan granted	Note
0	Tarvan Mask Corporation	Youse Chung Capital Corporation	Other Receivables – Related Parties	Y	\$ 300,000	\$ 300,000	\$ 300,000	2.7%	Short-term financing	\$ -	Working Capital Turnover	\$ -	Promissory note	300,000	1,758,067	1,758,067	Note 2
0	Tarvan Mask Corporation	Agptos Technology INC.	Other Receivables – Related Parties	Y	130,000	130,000	80,000	2.7%	Short-term financing	-	Working Capital Turnover	-	Promissory note	80,000	1,758,067	1,758,067	Note 2
0	Tarvan Mask Corporation	Innova Vision INC.	Other Receivables – Related Parties	Y	50,000	50,000	50,000	2.7%	Short-term financing	-	Working Capital Turnover	-	Promissory note	50,000	1,758,067	1,758,067	Note 2
1	Youse Chung Capital Corporation	Moment Semiconductor, Inc.	Other Receivables – Related Parties	Y	30,000	-	-	2.7%	Short-term financing	-	Working Capital Turnover	-	None	-	773,472	773,472	Note 6
1	Youse Chung Capital Corporation	Agptos Technology INC.	Other Receivables – Related Parties	Y	390,000	350,000	340,000	2.7%	Short-term financing	-	Working Capital Turnover	-	Promissory note	350,000	773,472	773,472	Note 6
1	Youse Chung Capital Corporation	Xsense Technology Corp	Other Receivables – Related Parties	Y	330,000	320,000	310,000	2.7%	Short-term financing	-	Working Capital Turnover	-	Promissory note	330,000	773,472	773,472	Note 6
1	Youse Chung Capital Corporation	Innova Vision INC.	Other Receivables – Related Parties	Y	180,000	180,000	180,000	2.7%	Short-term financing	-	Working Capital Turnover	-	Promissory note	180,000	773,472	773,472	Note 6
2	Miracle Technology CO., LTD.	Agptos Technology INC.	Other Receivables – Related Parties	Y	170,000	170,000	170,000	2.7%	Short-term financing	-	Working Capital Turnover	-	Promissory note	170,000	174,317	174,317	Note 4
3	Miko-China Enterprise (Shanghai) Co., Ltd.	Sichuan Miracle Power Technology Co., Ltd.	Other Receivables – Related Parties	Y	68,175	67,170	44,780	2.509%	Short-term financing	-	Working Capital Turnover	-	None	-	181,017	181,017	Note 8
4	Pilot Energy Co., Ltd.	Xsense Technology Corp	Other Receivables – Related Parties	Y	100,000	50,000	40,000	2.7%	Short-term financing	-	Working Capital Turnover	-	Promissory note	50,000	120,748	120,748	Note 7

Note 1: The description of the number columns are as follows:

- (1) Fill in "0" for the issuer.
- (2) The investee company is numbered in sequence starting from the Arabic numeral 1 according to company type.

Note 2: Amendment to the Procedures for Lending Funds to Others

- (1) Total amount of loans: The total amount of the Company's loans shall not exceed 40% of the Company's net value.
- (2) For companies or businesses that have business dealings with the Company, the loan amount of each individual borrowers shall not exceed the amount of transactions between the two parties in the most recent year and not exceed 40% of the Company net value.
- (3) For companies or businesses that have a short-term financing need, the loan amount of each individual borrower shall not exceed the amount of transactions between the two parties in the most recent year and not exceed 40% of the Company's net value.
- (4) Inter-company loans of funds between overseas companies in which the Company owns, directly or indirectly, 100% of the voting shares, are not restricted by the abovementioned paragraphs. However, the total amount of loans and the amount of loan to a single party shall not exceed 50% of the Company's net value.

Note 3: Subsidiary - ADL Energy Corp Procedures for Lending Funds to Others:

- (1) The total loan amount shall not exceed 50% of the Company's net value. However, for companies or businesses that have a short-term financing need, the loan amount of each individual borrowers shall not exceed 40% of the Company net value.
- (2) In addition to the provisions in (1), the loan amount of each individual borrower of companies or businesses that have business dealings with the Company shall not exceed the amount of transactions between the two parties. The amount of business transactions refers to the higher of the amount of goods purchased or sold between the two parties.
- (3) In addition to the provisions in (1), in which companies or businesses have a short-term financing need, and the loan amount of each individual borrowers not exceeding 40% of the Company net value, the financing amount refers to the accumulated balance of the company's short-term financing.
- (4) Inter-company loans of funds between overseas companies in which the Company owns, directly or indirectly, 100% of the voting shares, or loans to the Company from any overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares are not restricted by the abovementioned paragraphs. However, the total loan amount, limits for each individual borrower, and the period of loan should be specified. The total amount of loans lent between the overseas companies or to the parent company and the limit for each limit are specified as follows:
 - I. The total amount loans to enterprises shall not exceed 50% of the Company's net value. However, for companies or businesses that have a short-term financing need, the loan amount of each individual borrower shall not exceed 40% of the Company net value.
 - II. For overseas companies that have business dealings with each other, the individual loan amount shall not exceed the amount of transactions between the two parties. The amount of business transactions refers to the higher of the amount of goods purchased or sold between the parties.
 - III. If there is a need for short-term financing, the loan amount of each individual borrowers shall not exceed 40% of the company's net value, and the financing amount refers to the accumulated balance of the short-term financing between overseas companies.
- (5) The highest balance for the current period is the amount resolved by the board.

Note 4: Subsidiary - Miracle Technology Procedures for Lending Funds to Others

- (1) Total amount of loans: The total amount of the Company's loans shall not exceed 40% of the Company's net value.
- (2) For companies or businesses that have business dealings with the Company, the loan amount of each individual borrowers shall not exceed the amount of transactions between the two parties in the most recent year and not exceed 40% of the Company net value.
- (3) For companies or businesses that have a short-term financing need, the loan amount of each individual borrower shall not exceed the amount of transactions between the two parties in the most recent year and not exceed 40% of the Company's net value.
- (4) Inter-company loans of funds between overseas companies in which the Company owns, directly or indirectly, 100% of the voting shares, are not restricted by the abovementioned paragraphs. However, the total amount of loans and the amount of loan to a single party shall not exceed 50% of the Company's net value.

Note 5: Subsidiary - Innova Vision Procedures for Lending Funds to Others

- (1) Total amount of loans: The total amount of the Company's loans shall not exceed 40% of the Company's net value.
- (2) The loan amount of each individual borrower of companies or businesses that have business dealings with the Company shall not exceed the amount of transactions between the two parties in the past year. The amount of business transactions refers to the higher of the amount of goods purchased or sold between the parties, and shall not exceed 20% of the Company's net value.
- (3) For companies or businesses that have a short-term financing need, the loan amount of each individual borrower shall not exceed the amount of transactions between the two parties in the most recent year and not exceed 40% of the Company's net value.

Note 6: Subsidiary - Youse Chung Capital Corporation Procedures for Lending Funds to Others

- (1) Total amount of loans: The total amount of the Company's loans shall not exceed 40% of the Company's net value.
- (2) For companies or businesses that have a short-term financing need, the loan amount of each individual borrower shall not exceed the amount of transactions between the two parties in the most recent year and not exceed 40% of the Company's net value.

Note 7: Subsidiary - Pilot Energy Co., Ltd. Procedures for Lending Funds to Others

- The Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:
- (1) Where an inter-company or inter-firm business transaction calls for a loan arrangement.
 - (2) Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40% of the lender's net worth.

Note 8: Subsidiary - Miko-China Enterprise (Shanghai) Co., Ltd. Procedures for Lending Funds to Others

- (1) Total amount of loans: The total amount of the Company's loans shall not exceed 40% of the Company's net value.
- (2) For companies or businesses that have a short-term financing need, the loan amount of each individual borrower shall not exceed the amount of transactions between the two parties in the most recent year and not exceed 40% of the Company's net value.

[Attachment 4]

Independent Auditors' Report

(114) Tsai-Sheng-Bao-Zi No. 24005089

To Taiwan Mask Corporation,

Opinions

We have audited the accompanying consolidated balance sheets of Taiwan Mask Corporation and its subsidiaries (the “Group”) as of December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years ended December 31, 2024 and 2023, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of the other independent auditors, as described in the “Other matters” section of our report, the accompanying consolidated financial statements present fairly, in all material aspects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2024 and 2023 in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in Taiwan. Our responsibilities under those standards are further described in the Independent Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the reports of the other independent auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of fiscal year 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the TMC Group’s consolidated financial statements in fiscal year 2024 are stated as follows:

Income recognition

Explanation

For the accounting policy on income recognition, please refer to Note 4 (29) of the financial report. For sales revenue, please refer to Note 6 (23); the operating income in fiscal year 2024 was NT\$7,561,749 thousand.

The Group mainly produces and sells products such as masks and integrated circuits used in semiconductors, and has a large and diversified sales base. Trading conditions vary according to market conditions and customer needs. Considering that sales revenue is a major transaction that has a significant impact on the consolidated financial statements, we believe that the recognition of sales revenue is one of the most important matters to be considered in this year's audit.

How our audit addressed the matter

We have performed primary audit procedures for the above matter as follows:

1. Understand the type of major income and assess internal operations, review revenue recognition and accounting treatment.
2. Obtain the sales revenue statement, sample the sales transactions and verify the relevant documents to determine the appropriateness of the sales revenue.
3. Execute the cut-off test for the sales receipts transaction for a certain period of time before and after the closing date, and confirm that the account is correct at the time of entry.

Other matters—Parent company only financial reports

We have audited and expressed an unmodified opinion on the parent company only standalone financial statements of Taiwan Mask Corporation as of and for the years ended December 31, 2024 and 2023.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed and issued into effect by the Financial Supervisory Commission, 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.

Independent Auditor's 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 ROC AS 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 conducted in accordance with ROC AS, we exercise professional judgment and professional skepticism throughout the audit. We also conduct the following undertakings:

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 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 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 appropriate audit evidence regarding the financial information of the 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 communicated 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 for the current period.

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 2024 consolidated financial statements of the current period and are therefore deemed 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 auditor's report because the adverse consequences of doing so would reasonable are expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers Taiwan

Ya-Hui Cheng

CPA

Chien-Yu Liu

Securities and Futures Bureau of Financial Supervisory

Commission of the Executive Yuan

Approval Document for Attestation:

Jin-Guan-Zheng-Liu-Zi No. 0960072936

Financial Supervisory Commission of the Executive Yuan

Approval Document for Attestation:

Jin-Guan-Zheng-Shen-Zi No. 1090350620

March 12, 2025

Taiwan Mask Corporation and Subsidiaries
Consolidated Balance Sheets
December 31, 2024 and 2023

December 31, 2024 and 2023					Unit: NT\$ Thousand	
Assets		Notes	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
Current assets						
1100	Cash and Cash Equivalents	6(1)	\$ 1,430,542	7	\$ 1,364,106	6
1110	Financial Assets at Fair Value	6(2) and 8				
	Through Profit or Loss - Current		3,129,075	15	1,626,536	8
1136	Financial Assets at Amortized Cost -	6(3) and 8				
	Current		227,534	1	259,885	1
1140	Contract Asset - Current	6(23)	90,967	-	105,263	1
1150	Notes Receivables (Net)	6(4)	167	-	6,049	-
1170	Accounts Receivables (Net)	6(4)	1,367,379	7	1,478,806	7
1180	Accounts Receivables - Related	6(4) and 7				
	Parties (Net)		2,383	-	26	-
1200	Other Receivables		40,137	-	29,003	-
1210	Other Receivables - Related Parties	7	1,306	-	407	-
1220	Tax Assets for the Period		476	-	1,830	-
130X	Inventories	6(5)	723,781	4	701,823	3
1410	Prepayments		277,096	1	326,387	2
1470	Other Current Assets		20,371	-	10,774	-
11XX	Total Current Assets		7,311,214	35	5,910,895	28
Non-Current Assets						
1510	Financial Asset at Fair Value Through	6(2) and 8				
	Profit or Loss - Non Current		187,241	1	2,896,178	14
1535	Financial Assets at Amortized Cost -	6(3) and 8				
	Non Current		667,051	3	660,157	3
1550	Investment under Equity Method	6(6)	489,392	2	67,506	-
1600	Property, plant and equipment	6(7) and 8	10,382,141	50	9,492,391	45
1755	Right-of-use Asset	6(8)	424,264	2	554,630	3
1760	Investment property (Net)	6(10) and 8	167,109	1	170,500	1
1780	Intangible assets	6(11) and 8	654,780	3	731,735	4
1840	Deferred Income Tax Assets	6(30)	25,492	-	22,337	-
1900	Other Non-Current Assets	6(13)	506,461	3	514,639	2
15XX	Total Non-Current Assets		13,503,931	65	15,110,073	72
1XXX	Total Assets		\$ 20,815,145	100	\$ 21,020,968	100

Taiwan Mask Corporation and Subsidiaries
Consolidated Balance Sheets
December 31, 2024 and 2023

Liabilities and Equities		Notes	December 31, 2024		Unit: NT\$ Thousand December 31, 2023	
			Amount	%	Amount	%
Current liabilities						
2100	Short Term Loans	6(14) and 7	\$ 6,200,355	30	\$ 5,429,370	26
2120	Financial Liabilities at Fair Value	6(2)				
	Through Profit or Loss - Current		19,204	-	9,383	-
2130	Contract Liabilities - Current	6(23)	64,453	-	174,538	1
2150	Notes Payable		43,544	-	66	-
2170	Accounts Payable		541,758	3	463,892	2
2200	Other Payables	6(15)	1,236,829	6	1,205,153	6
2220	Other Payables - Related Parties	7	-	-	304	-
2230	Income Tax Liabilities for the Period		10,730	-	15,379	-
2250	Provision for Liabilities - Current		5,568	-	4,513	-
2280	Lease Liability - Current		34,456	-	47,439	-
2320	Long-term liabilities due within one year or one business cycle	6(17)	1,242,279	6	1,216,216	6
2399	Other Current Liabilities - Other		53,072	-	57,651	-
21XX	Total Current Liabilities		<u>9,452,248</u>	<u>45</u>	<u>8,623,904</u>	<u>41</u>
Non-current liabilities						
2530	Corporate bonds payable	6(16)	3,609,156	17	3,424,600	16
2540	Long-term Loans	6(17)	3,072,808	15	3,126,340	15
2550	Provision for Liabilities - Non-current		1,500	-	-	-
2570	Deferred Income Tax.	6(30)	162,297	1	163,536	1
2580	Lease liability - Non Current		402,942	2	519,754	3
2640	Defined Benefit Liabilities - Non Current	6(18)	7,474	-	10,648	-
2645	Guarantee Deposits Received		34,812	-	42,282	-
25XX	Total Non-Current Liabilities		<u>7,290,989</u>	<u>35</u>	<u>7,287,160</u>	<u>35</u>
2XXX	Total Liabilities		<u>16,743,237</u>	<u>80</u>	<u>15,911,064</u>	<u>76</u>
Equity attributable to shareholders of the parent company						
	Capital	6(19)				
3110	Capital stock		2,564,562	12	2,564,465	12
	Capital surplus	6(20)				
3200	Capital surplus		1,532,041	8	1,439,959	7
	Retained earnings	6(21)				
3310	Legal reserve		863,958	4	827,460	4
3350	Unappropriated earnings		581,828	3	1,464,101	7
	Other equity interests	6(22)				
3400	Other equity interests		20,148	-	1,641	-
3500	Treasury stock	6(19) and 8	(1,167,369)	(6)	(1,174,484)	(6)
31XX	Total Equities Attributable to Parent Company		<u>4,395,168</u>	<u>21</u>	<u>5,123,142</u>	<u>24</u>
36XX	Non-controlling Interests		<u>(323,260)</u>	<u>(1)</u>	<u>(13,238)</u>	<u>-</u>
3XXX	Total Equities		<u>4,071,908</u>	<u>20</u>	<u>5,109,904</u>	<u>24</u>
Major Commitments and Contingencies		9				
Major Events after Financial Statement Date		11				
3X2X	Total Liabilities and Equities		<u>\$ 20,815,145</u>	<u>100</u>	<u>\$ 21,020,968</u>	<u>100</u>

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

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

Taiwan Mask Corporation and Subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand
(Except for earnings (loss) per share in NT\$)

	Items	Notes	2024		2023	
			Amount	%	Amount	%
4000	Operating income	6(23) and 7	\$ 7,561,749	100	\$ 7,199,935	100
5000	Operating costs	6(5) and 7	(6,140,062)	(81)	(5,363,566)	(75)
5900	Gross profit		<u>1,421,687</u>	<u>19</u>	<u>1,836,369</u>	<u>25</u>
	Operating Expenses	6(28) (29) and 7				
6100	Selling Expenses		(311,586)	(4)	(271,119)	(4)
6200	Administrative Expenses		(418,133)	(6)	(459,028)	(6)
6300	R&D Expenses		(389,236)	(5)	(348,136)	(5)
6450	Expected loss on credit impairment	12(2)	(81,338)	(1)	(9,455)	-
6000	Total Operating Expenses		<u>(1,200,293)</u>	<u>(16)</u>	<u>(1,087,738)</u>	<u>(15)</u>
6900	Operating profit		<u>221,394</u>	<u>3</u>	<u>748,631</u>	<u>10</u>
	Non-operating income and expenses					
7100	Interest income	6(24)	27,737	-	40,742	-
7010	Other Incomes	6(25) and 7	151,772	2	133,843	2
7020	Other Gains and Losses	6(26)	(667,378)	(9)	(98,389)	(1)
7050	Financial Costs	6(27) and 7	(345,590)	(4)	(293,238)	(4)
7060	The share of affiliates and joint venture profits and losses recognized by the equity method	6(6)	(53,984)	(1)	(85,789)	(1)
7000	Total Non-Operating Incomes and Losses		<u>(887,443)</u>	<u>(12)</u>	<u>(302,831)</u>	<u>(4)</u>
7900	Net loss/profit before tax		<u>(666,049)</u>	<u>(9)</u>	<u>445,800</u>	<u>6</u>
7950	Income Tax Expense	6(30)	(119,962)	(1)	(281,516)	(4)
8200	Net (loss) profit for the period		<u>(\$ 786,011)</u>	<u>(10)</u>	<u>\$ 164,284</u>	<u>2</u>
	Other Comprehensive Incomes (Net)					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Re-measurements of defined benefit plan	6(18)	\$ 237	-	(\$ 1,145)	-
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statement translation differences of foreign operations	6(22)	18,507	-	(8,867)	-
8300	Other Comprehensive Incomes (Net)		<u>\$ 18,744</u>	<u>-</u>	<u>(\$ 10,012)</u>	<u>-</u>
8500	Total comprehensive income for the year		<u>(\$ 767,267)</u>	<u>(10)</u>	<u>\$ 154,272</u>	<u>2</u>
	Net Incomes (Losses) Attributable to:					
8610	Parent Company		(\$ 472,521)	(6)	\$ 366,126	5
8620	Non-controlling Interests		(313,490)	(4)	(201,842)	(3)
	Total		<u>(\$ 786,011)</u>	<u>(10)</u>	<u>\$ 164,284</u>	<u>2</u>
	Total Comprehensive Incomes (Losses) Attributable to:					
8710	Parent Company		(\$ 453,777)	(6)	\$ 356,114	5
8720	Non-controlling Interests		(313,490)	(4)	(201,842)	(3)
	Total		<u>(\$ 767,267)</u>	<u>(10)</u>	<u>\$ 154,272</u>	<u>2</u>
	Earnings (loss) per share	6(31)				
9750	Basic		(\$ 2.21)		\$ 1.75	
9850	Diluted		(\$ 2.21)		\$ 1.65	

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

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

Taiwan Mask Corporation and Subsidiaries
Consolidated Statement of Changes in Equity
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand

Equity attributable to shareholders of the parent company												
	Notes	Retained earnings					Other equity interests		Treasury stock	Total	Non-controlli ng Interests	Total Equity
		Capital stock	Capital surplus	Legal reserve	Unappropriated earnings	Financial statement translation differences of foreign operations	Unrealized gain					
							(loss) on investments on financial assets at fair value through other comprehensive income					
<u>2023</u>												
Balance as at January 1, 2023		\$ 2,564,465	\$ 1,251,681	\$ 769,952	\$ 1,729,293	\$ 13,174	(\$ 2,666)	(\$ 1,778,979)	\$ 4,546,920	(\$ 112,713)	\$ 4,434,207	
Net profit for the period		-	-	-	366,126	-	-	-	366,126	(201,842)	164,284	
Other Comprehensive Profit or Loss	6(22)	-	-	-	(1,145)	(8,867)	-	-	(10,012)	-	(10,012)	
Total comprehensive income for the year		-	-	-	364,981	(8,867)	-	-	356,114	(201,842)	154,272	
Distribution and appropriation of earnings for 2022	6(21)											
Legal capital reserve		-	-	57,508	(57,508)	-	-	-	-	-	-	
Cash dividends		-	-	-	(572,665)	-	-	-	(572,665)	-	(572,665)	
Distribution of cash from capital surplus	6(20)	-	(49,797)	-	-	-	-	-	(49,797)	-	(49,797)	
Adjustment of capital reserve by dividends paid to subsidiaries	6(20)	-	90,829	-	-	-	-	-	90,829	-	90,829	
Changes in ownership interests in subsidiaries recognized	6(20)	-	133,604	-	-	-	-	-	133,604	(58,871)	74,733	
Changes in shares of affiliates and joint ventures recognized under the equity method	6(20)	-	13,793	-	-	-	-	-	13,793	-	13,793	
Subsidiaries donated treasury stock	6(19)	-	-	-	-	-	-	12,807	12,807	-	12,807	
Treasury stocks transfer to employees	6(19)	-	-	-	-	-	-	591,688	591,688	-	591,688	
Payment of overdue unclaimed dividends to shareholders	6(20)	-	(151)	-	-	-	-	-	(151)	-	(151)	
Increase in non-controlling interests in mergers		-	-	-	-	-	-	-	-	360,188	360,188	
Balance as of December 31, 2023		\$ 2,564,465	\$ 1,439,959	\$ 827,460	\$ 1,464,101	\$ 4,307	(\$ 2,666)	(\$ 1,174,484)	\$ 5,123,142	(\$ 13,238)	\$ 5,109,904	
<u>2024</u>												
Beginning Balance as of January 1, 2024		\$ 2,564,465	\$ 1,439,959	\$ 827,460	\$ 1,464,101	\$ 4,307	(\$ 2,666)	(\$ 1,174,484)	\$ 5,123,142	(\$ 13,238)	\$ 5,109,904	
Net loss		-	-	-	(472,521)	-	-	-	(472,521)	(313,490)	(786,011)	
Other Comprehensive Profit or Loss	6(22)	-	-	-	237	18,507	-	-	18,744	-	18,744	
Total comprehensive income for the year		-	-	-	(472,284)	18,507	-	-	(453,777)	(313,490)	(767,267)	
Distribution and appropriation of earnings for 2023	6(21)											
Legal capital reserve		-	-	36,498	(36,498)	-	-	-	-	-	-	
Cash dividends		-	-	-	(373,491)	-	-	-	(373,491)	-	(373,491)	
Changes in ownership interests in subsidiaries recognized	6(20)	-	1,196	-	-	-	-	-	1,196	3,468	4,664	
Adjustment of capital reserve by dividends paid to subsidiaries	6(20)	-	52,997	-	-	-	-	-	52,997	-	52,997	
Subsidiaries donated treasury stock	6(19)	-	-	-	-	-	-	7,115	7,115	-	7,115	
Changes in shares of affiliates and joint ventures recognized under the equity method	6(20)	-	37,203	-	-	-	-	-	37,203	-	37,203	
Conversion of convertible bonds	6 (19)(20)	97	686	-	-	-	-	-	783	-	783	
Ending Balance as of December 31, 2024		\$ 2,564,562	\$ 1,532,041	\$ 863,958	\$ 581,828	\$ 22,814	(\$ 2,666)	(\$ 1,167,369)	\$ 4,395,168	(\$ 323,260)	\$ 4,071,908	

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

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

Taiwan Mask Corporation and Subsidiaries
Consolidated Statements of Cash Flows
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand

	Notes	January 1 to December 31, 2024	January 1 to December 31, 2023
Cash Flow from Operating Activities			
Net (loss) profit before tax for the period		(\$ 666,049)	\$ 445,800
Adjustments to Reconcile Net Income to Net Cash Flow from Operating Activities			
Revenues and Expenses			
Depreciation	6 (7)(8)(10)(28)	1,286,665	933,404
Amortization	6(11)(28)	88,918	52,495
Expected loss on credit impairment	12(2)	81,338	9,455
Interest income	6(24)	(27,737)	(40,742)
Interest Expenses	6(27)	345,590	293,238
Subsidiaries donated treasury stock	7	7,115	12,807
Net losses of financial assets and liabilities at fair value through profit or loss	6(2)(26)	714,004	120,408
Gain (loss) on disposal of investments	6(26)	(10,037)	-
Dividend income	6(25)	(115,036)	(94,064)
Share of losses of affiliated companies recognized under the equity method	6(6)	53,984	85,789
Disposal of interests in property, plant and equipment	6(26)	(24,518)	(688)
Gains on disposal of intangible assets	6(26)	-	(25,499)
Property, plant and equipment reclassified as expenses		-	78
Gain on lease modifications	6(8)(26)	(3,005)	-
Goodwill impairment loss	6(11)(12)(26)	27,390	-
Impairment loss of prepayments for equipment	6(26)	5,310	-
The Changes of Assets/ Liabilities related to Operating Activities			
Net Changes of Assets related to Operating Activities			
Mandatory financial assets at fair value through profit or loss		502,215	(175,131)
Contract Assets		14,296	34,968
Notes Receivables		5,882	(4,604)
Accounts Receivables		30,089	28,959
Accounts Receivables — Related Parties	(	2,357)	2,320
Other Receivables	(	11,134)	(16,753)
Other Receivables — Related Parties	(	899)	(407)
Inventories	(	21,958)	(250,767)
Prepayments		58,324	(40,501)
Other Current Assets	(	9,597)	35,911
Other Non-Current Assets	(	420)	-
Net Changes of Liabilities related to Operating Activities			
Contract Liabilities	(	110,085)	(67,726)
Notes Payable		43,478	(79,735)
Accounts Payable		77,866	27,826
Accounts payable - Related party		-	(284)
Other Payables	(	165,172)	49,752
Provisions		2,555	-
Other Current Liabilities	(	4,741)	17,970
Defined Benefit Liabilities	(	2,937)	(7,012)
Other Non-Current Liabilities		-	(7,228)
Net Cash In-Flow from Operating Activities		2,169,337	1,340,039
Interest Received		27,737	42,243
Interest Paid	(	280,875)	(260,590)
Income Tax Paid	(	127,651)	(444,991)
Dividends Received		115,036	110,914
Net Cash In-Flow (Out-Flow) from Operating Activities		1,903,584	787,615

Taiwan Mask Corporation and Subsidiaries

Consolidated Statements of Cash Flows
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand
January 1 to
December 31, 2023

Cash Flow from Investment Activities

	Notes	January 1 to December 31, 2024	January 1 to December 31, 2023
Acquisition of Amortized Cost Financial Assets	6(3)	(\$ 171,795)	(\$ 672,781)
Disposal of Amortized Cost Financial Assets	6(3)	205,430	416,418
Acquisition of investment property by the Equity Method	6(6)	(440,400)	(15,000)
Disposal of investment under Equity Method	6(6)	11,807	-
Cash outflows from changes in consolidated entities	6 (32)	-	(78,027)
Acquisition of Property, Plants and Equipment	6(7)(33)	(2,005,238)	(3,179,581)
Disposal of Property, Plants and Equipment	6(7)	48,326	8,695
Acquisition of Intangible Assets	6(11)	(15,577)	(36,975)
Gains on disposal of intangible assets	6(11)	-	27,043
Increase in refundable deposit		(38,787)	(35,869)
Decrease of Guarantee Deposits		52,995	29,108
Net Cash Outflow from Investing Activities		(2,353,239)	(3,536,969)

Cash Flows from Financing Activities

Increase of Short Term Loan	6(34)	9,394,535	7,613,689
Redemption of Short Term Loan	6(34)	(8,623,550)	(6,907,998)
Increase of Long Term Loan	6(34)	2,525,699	1,593,546
Redemption of Long Term Loan	6(34)	(2,587,302)	(1,061,577)
Issuance of corporate bonds	6(34)	498,730	797,338
Repayment of corporate bonds	6(34)	(332,817)	-
Other Payables- related Parties	7	(304)	304
Treasury stocks transfer to employees	6(19)	-	591,688
Redemption of Lease Principal	6(34)	(46,498)	(51,816)
Increase in Guarantee Deposits Received	6(34)	199	7,528
Decrease of Guarantee Deposits Received	6(34)	(7,787)	-
Cash increase of non-controlling equity in Subsidiaries		-	299,600
Payment of overdue unclaimed dividends		-	(151)
Distribution of cash dividends (including capital surplus distribution cash in 2023)	6(21)	(320,494)	(531,633)
Net Cash In-Flow (Out-Flow) from Funding Activities		500,411	2,350,518
Adjustments of Exchange Rate		15,680	12,985
Net increase (decrease) in cash and cash equivalents		66,436	(385,851)
Beginning Balance of Cash and Cash Equivalents		1,364,106	1,749,957
Ending Balance of Cash and Cash Equivalents	6(1)	\$ 1,430,542	\$ 1,364,106

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

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

[Attachment 5]

Independent Auditors' Report

(114) Tsai-Sheng-Bao-Zi No. 24005005

To Taiwan Mask Corporation:

Opinions

We have audited the accompanying parent-only balance sheets of Taiwan Mask Corporation as of December 31, 2024 and 2023, and the related statements of comprehensive income, of changes in equity and of cash flows for the years ended December 31, 2024 and 2023, and notes to the parent-only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of the other independent auditors, as described in the Other matters section of our report, the parent-only financial statements present fairly, in all material respects, the standalone financial position of Taiwan Mask Corporation as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years ending on December 31, 2024 and 2023, 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in Taiwan. Our responsibilities under those standards are further described in the Independent Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report. We are independent of Taiwan Mask Corporation in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the reports of the other independent auditors, 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 standalone financial statements of Taiwan Mask Corporation of fiscal year 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole and, in forming our opinion thereon, we do not provide a standalone opinion on these matters.

Key audit matters for the parent-only financial statements in fiscal year 2024 are stated as follows:

Income recognition

Explanation

For the accounting policy on income recognition, please refer to Note 4 (27) of the financial report. For sales revenue please refer to Note 6 (21); the operating income in fiscal year 2024 is NT\$4,260,484 thousand.

Taiwan Mask Corporation mainly produces and sells products such as masks and integrated circuits used in semiconductors, and has a large and diversified sales base. Trading conditions vary according to market conditions and customer needs. Considering that sales revenue is a major transaction that has a significant impact on the standalone financial statements, we believe that the recognition of sales revenue is one of the most important matters to be considered in this year's audit.

How our audit addressed the matter

We have performed primary audit procedures for the above matter as follows:

1. Understand the type of major income and assess internal operations, review revenue recognition and accounting treatment.
2. Obtain the sales revenue statement, sample the sales transactions and verify the relevant documents to determine the appropriateness of the sales revenue.
3. Execute the cut-off test for the sales receipts transaction for a certain period of time before and after the closing date, and confirm that the account is correct at the time of entry.

Responsibilities of management and those charged with governance for the parent only financial statements

Management is responsible for the preparation and fair presentation of the standalone financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of standalone financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent only financial statements, management is responsible for assessing Taiwan Mask 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 Taiwan Mask 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 Taiwan Mask Corporation's financial reporting process.

Independent auditor's responsibilities for the audit of the standalone financial statements

Our objectives are to obtain reasonable assurance about whether the parent only 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 ROC AS 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 standalone financial statements.

As part of an audit conducted in accordance with ROC AS, we exercise professional judgment and professional skepticism throughout the audit. We also conduct the following undertakings:

1. Identify and assess the risks of material misstatement of the parent only 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 Taiwan Mask 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 Taiwan Mask 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 report to the related disclosures in the parent only 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 report. However, future events or conditions may cause Taiwan Mask Corporation to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Taiwan Mask Corporation to express an opinion on the parent only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicated 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 for the current period.

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 parent-only financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our Auditors' Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonable are expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers Taiwan

Ya-Hui Cheng

CPA

Chien-Yu Liu

Securities and Futures Bureau of Financial Supervisory
Commission of the Executive Yuan

Approval Document for Attestation: Jin-Guan-Zheng-Liu-Zi
No. 0960072936

Financial Supervisory Commission of the Executive Yuan
Approval Document for Attestation: Jin-Guan-Zheng-Shen-Zi
No. 1090350620

March 12, 2025

Taiwan Mask Corporation
Parent Only Balance Sheets
December 31, 2024 and 2023

Unit: NT\$ Thousand

Assets		Notes	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
Current assets						
1100	Cash and Cash Equivalents	6(1)	\$ 532,868	3	\$ 451,993	3
1110	Financial Assets at Fair Value	6(2) and 8				
	Through Profit or Loss - Current		1,050,247	7	397,340	3
1136	Financial Assets at Amortized Cost -	6(3)				
	Current		-	-	3,000	-
1140	Contract Asset - Current	6(21)	76,496	1	86,821	-
1170	Accounts Receivables (Net)	6(4)	795,123	5	685,798	5
1180	Accounts Receivables - Related	6(4) and 7				
	Parties (Net)		5,612	-	6,494	-
1200	Other Receivables		19,243	-	4,520	-
1210	Other Receivables - Related Parties	7	602,437	4	90,940	-
130X	Inventories	6(5)	205,380	1	129,575	1
1410	Prepayments		104,704	1	97,617	1
1470	Other Current Assets		752	-	190	-
11XX	Total Current Assets		3,392,862	22	1,954,288	13
Non-Current Assets						
1510	Financial Asset at Fair Value Through	6(2) and 8				
	Profit or Loss - Non Current		57,520	-	859,962	6
1535	Financial Assets at Amortized Cost -	6(3) and 8				
	Non Current		518,270	3	417,504	3
1550	Investment under Equity Method	6(6)	1,296,209	9	1,866,791	13
1600	Property, plant and equipment	6(7) and 8	8,713,454	57	7,862,213	54
1755	Right-of-use Asset	6(8)	401,774	3	535,527	4
1760	Investment property (Net)	6(10) and 8	585,436	4	662,854	5
1780	Intangible assets		28,286	-	45,675	-
1840	Deferred Income Tax Assets	6(28)	13,011	-	5,310	-
1900	Other Non-Current Assets	6(11)	346,110	2	359,147	2
15XX	Total Non-Current Assets		11,960,070	78	12,614,983	87
1XXX	Total Assets		\$ 15,352,932	100	\$ 14,569,271	100

aiwan Mask Corporation
Parent Only Balance Sheets
December 31, 2024 and 2023

Unit: NT\$ Thousand

Liabilities and Equities		Notes	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
Current liabilities						
2100	Short Term Loans	6(12)	\$ 2,406,478	16	\$ 1,079,983	8
2120	Financial Liabilities at Fair Value	6(2)				
	Through Profit or Loss - Current		19,204	-	9,383	-
2130	Contract Liabilities - Current	6(21)	13,611	-	33,984	-
2170	Accounts Payable		116,962	1	117,596	1
2200	Other Payables	6(13)	819,364	5	669,580	5
2220	Other Payables - Related Parties	7	793	-	4,131	-
2230	Income Tax Liabilities for the Period		-	-	2,623	-
2280	Lease Liability - Current		25,928	-	31,939	-
2320	Long-term liabilities due within one year or one business cycle	6(15)	857,444	6	872,834	6
2399	Other Current Liabilities - Other		24,108	-	47,783	-
21XX	Total Current Liabilities		<u>4,283,892</u>	<u>28</u>	<u>2,869,836</u>	<u>20</u>
Non-current liabilities						
2530	Corporate bonds payable	6(14)	3,609,156	23	3,424,600	23
2540	Long-term Loans	6(15)	2,634,986	17	2,592,429	18
2570	Deferred Income Tax.	6(28)	-	-	219	-
2580	Lease liability - Non Current		388,343	3	514,436	4
2640	Defined Benefit Liabilities - Non Current	6(16)	7,473	-	10,648	-
2645	Guarantee Deposits Received	6(31)	33,914	-	33,961	-
25XX	Total Non-Current Liabilities		<u>6,673,872</u>	<u>43</u>	<u>6,576,293</u>	<u>45</u>
2XXX	Total Liabilities		<u>10,957,764</u>	<u>71</u>	<u>9,446,129</u>	<u>65</u>
	Capital	6(17)				
3110	Capital stock		2,564,562	17	2,564,465	18
	Capital surplus	6(18)				
3200	Capital surplus		1,532,041	10	1,439,959	9
	Retained earnings	6(19)				
3310	Legal reserve		863,958	6	827,460	6
3350	Unappropriated earnings		581,828	4	1,464,101	10
	Other equity interests	6(20)				
3400	Other equity interests		20,148	-	1,641	-
3500	Treasury stock	6(17)	(1,167,369)	(8)	(1,174,484)	(8)
3XXX	Total Equities		<u>4,395,168</u>	<u>29</u>	<u>5,123,142</u>	<u>35</u>
	Major Commitments and Contingencies	9				
	Major Events after Financial Statement Date	11				
3X2X	Total Liabilities and Equities		<u>\$ 15,352,932</u>	<u>100</u>	<u>\$ 14,569,271</u>	<u>100</u>

The attached notes to the standalone financial statements are part of the standalone financial report.

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

aiwan Mask Corporation
Parent Only Statement of Comprehensive Income
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand
(Except for earnings (loss) per share in NT\$)

	Items	Notes	2024		2023	
			Amount	%	Amount	%
4000	Operating income	6 (21) and 7	\$ 4,260,484	100	\$ 3,985,541	100
5000	Operating costs	6(5)	(2,833,103)	(66)	(2,322,564)	(58)
5900	Gross profit		<u>1,427,381</u>	<u>34</u>	<u>1,662,977</u>	<u>42</u>
	Operating Expenses	6(26) (27)				
6100	Selling Expenses		(82,663)	(2)	(75,496)	(2)
6200	Administrative Expenses		(288,760)	(7)	(304,800)	(8)
6300	R&D Expenses		(201,143)	(5)	(152,015)	(4)
6450	Expected loss on credit impairment	12(2)	(3,295)	-	(418)	-
6000	Total Operating Expenses		<u>(575,861)</u>	<u>(14)</u>	<u>(532,729)</u>	<u>(14)</u>
6900	Operating profit		<u>851,520</u>	<u>20</u>	<u>1,130,248</u>	<u>28</u>
	Non-operating income and expenses					
7100	Interest income	6(22)	18,675	-	27,316	1
7010	Other Incomes	6(23)	196,036	5	204,573	5
7020	Other Gains and Losses	6(24)	(172,931)	(4)	(8,162)	-
7050	Financial Costs	6(25)	(200,045)	(5)	(162,406)	(4)
7070	The share of subsidiaries, affiliates and joint venture profits and losses recognized by the equity method		<u>(1,070,993)</u>	<u>(25)</u>	<u>(579,274)</u>	<u>(15)</u>
7000	Total Non-Operating Incomes and Losses		<u>(1,229,258)</u>	<u>(29)</u>	<u>(517,953)</u>	<u>(13)</u>
7900	Net loss/profit before tax		<u>(377,738)</u>	<u>(9)</u>	<u>612,295</u>	<u>15</u>
7950	Income Tax Expense	6(28)	<u>(94,783)</u>	<u>(2)</u>	<u>(246,169)</u>	<u>(6)</u>
8200	Net (loss) profit for the period		<u>(\$ 472,521)</u>	<u>(11)</u>	<u>\$ 366,126</u>	<u>9</u>
	Other Comprehensive Incomes (Net)					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Re-measurements of defined benefit plan	6(16)	\$ 237	-	(\$ 1,145)	-
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statement translation differences of foreign operations	6(20)	<u>18,507</u>	<u>-</u>	<u>(8,867)</u>	<u>-</u>
8300	Other Comprehensive Incomes (Net)		<u>\$ 18,744</u>	<u>-</u>	<u>(\$ 10,012)</u>	<u>-</u>
8500	Total comprehensive income for the year		<u>(\$ 453,777)</u>	<u>(11)</u>	<u>\$ 356,114</u>	<u>9</u>
	Earnings (loss) per share	6(29)				
9750	Basic		<u>(\$ 2.21)</u>		<u>\$ 1.75</u>	
9850	Diluted		<u>(\$ 2.21)</u>		<u>\$ 1.65</u>	

The attached notes to the standalone financial statements are part of the standalone financial report.

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

_Taiwan Mask Corporation
Parent Only Changes of Equity Statements
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand

	Notes	Capital stock	Capital surplus	Retained earnings		Other equity interests		Treasury stock	Total Equity
				Legal reserve	Unappropriated earnings	Financial statement translation differences of foreign operations	Unrealized gain or loss on financial assets measured at fair value through other comprehensive income		
<u>2023</u>									
Balance as at January 1, 2023		\$ 2,564,465	\$ 1,251,681	\$ 769,952	\$ 1,729,293	\$ 13,174	(\$ 2,666)	(\$ 1,778,979)	\$ 4,546,920
Net profit for the period		-	-	-	366,126	-	-	-	366,126
Other Comprehensive Profit or Loss	6(20)	-	-	-	(1,145)	(8,867)	-	-	(10,012)
Total comprehensive income for the year		-	-	-	364,981	(8,867)	-	-	356,114
Distribution and appropriation of earnings for 2022	6(19)								
Legal capital reserve		-	-	57,508	(57,508)	-	-	-	-
Cash dividends		-	-	-	(572,665)	-	-	-	(572,665)
Distribution of cash from capital surplus	6(18)	-	(49,797)	-	-	-	-	-	(49,797)
Adjustment of capital reserve by dividends paid to subsidiaries	6(18)	-	90,829	-	-	-	-	-	90,829
Changes in ownership interests in subsidiaries recognized	6(18)	-	133,604	-	-	-	-	-	133,604
Changes in shares of affiliates and joint ventures recognized under the equity method	6(18)	-	13,793	-	-	-	-	-	13,793
Subsidiaries donated treasury stock	6(17)	-	-	-	-	-	-	12,807	12,807
Treasury stocks transfer to employees	6(17)	-	-	-	-	-	-	591,688	591,688
Payment of overdue unclaimed dividends to shareholders	6(18)	-	(151)	-	-	-	-	-	(151)
Balance as of December 31, 2023		<u>\$ 2,564,465</u>	<u>\$ 1,439,959</u>	<u>\$ 827,460</u>	<u>\$ 1,464,101</u>	<u>\$ 4,307</u>	<u>(\$ 2,666)</u>	<u>(\$ 1,174,484)</u>	<u>\$ 5,123,142</u>
<u>2024</u>									
Beginning Balance as of January 1, 2024		\$ 2,564,465	\$ 1,439,959	\$ 827,460	\$ 1,464,101	\$ 4,307	(\$ 2,666)	(\$ 1,174,484)	\$ 5,123,142
Net loss		-	-	-	(472,521)	-	-	-	(472,521)
Other Comprehensive Profit or Loss	6(20)	-	-	-	237	18,507	-	-	18,744
Total comprehensive income for the year		-	-	-	(472,284)	18,507	-	-	(453,777)
Distribution and appropriation of earnings for 2023	6(19)								
Legal capital reserve		-	-	36,498	(36,498)	-	-	-	-
Cash dividends		-	-	-	(373,491)	-	-	-	(373,491)
Changes in ownership interests in subsidiaries recognized	6(18)	-	1,196	-	-	-	-	-	1,196
Adjustment of capital reserve by dividends paid to subsidiaries	6(18)	-	52,997	-	-	-	-	-	52,997
Subsidiaries donated treasury stock	6(17)	-	-	-	-	-	-	7,115	7,115
Changes in shares of affiliates and joint ventures recognized under the equity method	6(18)	-	37,203	-	-	-	-	-	37,203
Conversion of convertible bonds	6 (14) (18)	97	686	-	-	-	-	-	783
Ending Balance as of December 31, 2024		<u>\$ 2,564,562</u>	<u>\$ 1,532,041</u>	<u>\$ 863,958</u>	<u>\$ 581,828</u>	<u>\$ 22,814</u>	<u>(\$ 2,666)</u>	<u>(\$ 1,167,369)</u>	<u>\$ 4,395,168</u>

The attached notes to the standalone financial statements are part of the standalone financial report.

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

Taiwan Mask Corporation
Parent Only Statements of Cash Flow
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand

	Notes	January 1 to December 31, 2024	January 1 to December 31, 2023
Cash Flow from Operating Activities			
Net (loss) profit before tax for the period		(\$ 377,738)	\$ 612,295
Adjustments to Reconcile Net Income to Net Cash Flow from Operating Activities			
Revenues and Expenses			
Depreciation	6(26)	1,102,588	798,565
Amortization	6(26)	23,067	24,041
Expected loss on credit impairment	6 (4) and 12 (II)	3,295	418
Dividend income	6(23)	(50,497)	(51,566)
Interest income	6(22)	(18,675)	(27,316)
Disposal of interests in property, plant and equipment	6(21)	(40)	-
Interest Expenses	6(25)	200,045	162,406
Net Profit of Financial Asset at Fair Value Through Loss (Profit)	6(24)	159,301	(8,662)
Gain (loss) on disposal of investments	6(24)	(67)	-
The Share of Subsidiaries and Affiliates Profits and Losses Recognized by the Equity Method		1,070,993	579,274
Property, plant and equipment reclassified as expenses	6(7)	12,906	78
Gain on lease modifications		(1,295)	-
Goodwill impairment loss		27,002	-
The Changes of Assets/ Liabilities related to Operating Activities			
Net Changes of Assets related to Operating Activities			
Mandatory financial assets at fair value through profit or loss		262	(12,500)
Contract Assets		10,325	3,821
Accounts Receivables		(112,620)	114,215
Accounts Receivables — Related Parties		882	3,031
Other Receivables		2,422	(1,456)
Other Receivables — Related Parties		(511,497)	(73,497)
Inventories		(75,805)	(10,866)
Prepayments		35,635	7,020
Other Current Assets		(566)	613
Net Changes of Liabilities related to Operating Activities			
Contract Liabilities		(20,373)	(23,339)
Accounts Payable		42,156	8,592
Accounts payable - Related party		(323)	-
Other Payables		(82,649)	7,370
Other Payables- related Parties		-	1,626
Other Current Liabilities		(23,196)	18,601
Defined Benefit Liabilities		(2,937)	(7,012)
Net Cash In-Flow from Operating		1,412,601	2,125,752
Dividends Received		50,497	69,929
Interest Received		15,740	28,813
Interest Paid		(186,518)	(134,928)
Income Tax Paid		(119,544)	(401,498)
Net Cash In-Flow (Out-Flow) from Operating Activities		1,172,776	1,688,068

Taiwan Mask Corporation
Parent Only Statements of Cash Flow
January 1 to December 31 of 2024 and 2023

Unit: NT\$ Thousand

	Notes	January 1 to December 31, 2024	January 1 to December 31, 2023
<u>Cash Flow from Investment Activities</u>			
Acquisition of Amortized Cost Financial Assets		(\$ 237,300)	(\$ 527,651)
Disposal of Amortized Cost Financial Assets		139,540	332,921
Acquisition of investment property by the Equity Method		(410,400)	(324,431)
Disposal of investment under Equity Method		72	-
Acquisition of Property, Plants and Equipment	6(30)	(1,654,873)	(2,732,591)
Disposal of Property, Plants and Equipment		242	-
Acquisition of Intangible Assets		(5,678)	(27,996)
Decrease (Increase) of Refundable Deposits		3,870	(1,431)
Net Cash Outflow from Investing Activities		(2,164,527)	(3,281,179)
<u>Cash Flows from Financing Activities</u>			
Increase of Short Term Loan	6(31)	4,933,506	4,395,672
Redemption of Short Term Loan	6(31)	(3,607,011)	(4,370,623)
Increase of Long Term Loan	6(31)	900,000	930,631
Redemption of Long Term Loan	6(31)	(915,555)	(855,368)
Issuance of corporate bonds	6(31)	498,730	797,338
Repayment of corporate bonds		(332,817)	-
Distribution of cash dividends (including capital surplus distribution cash)	6(19)	(373,491)	(622,462)
Treasury stocks transfer to employees	6(17)	-	591,688
Redemption of Lease Principal	6(31)	(30,689)	(33,119)
(Decrease) Increase of Guarantee Deposits Received	6(31)	(47)	87
Transfer of unclaimed dividends as Additional Paid-in Capital		-	(151)
Net Cash In-Flow (Out-Flow) from Funding Activities		1,072,626	833,693
Net increase (decrease) in cash and cash equivalents		80,875	(759,418)
Beginning Balance of Cash and Cash Equivalents		451,993	1,211,411
Ending Balance of Cash and Cash Equivalents		\$ 532,868	\$ 451,993

The attached notes to the standalone financial statements are part of the standalone financial report.

Chairman: Sean Chen

Manager: Lidon Chen

Accounting Officer: Yu-Ming Fan

[Attachment 6]

Taiwan Mask Corporation
2024 Deficit Compensation Statement



Unit: NTD

Items	Amount
Undistributed earnings at the beginning of the period	1,054,126,486
Plus: Impact of convertible bond conversion on the number of outstanding shares	(14,562)
Adjusted undistributed earnings at the beginning of the period	1,054,111,924
The remeasurement of the defined benefit plan recognized in retained earnings	237,114
Adjusted undistributed earnings	1,054,349,038
Current loss	(472,520,911)
Undistributed earnings at the end of the period	581,828,127

Chairman:



Manager:



Accounting Officer:



[Attachment 7]

Taiwan Mask Corporation

Comparison of Amendments to the Articles of Incorporation

Amended Articles	Current Articles	Explanation
<p>Article 6</p> <p>The total capital of the Company is set at NT\$5 billion, divided into 500 million shares (including 20 million shares of employee stock options), all of which are common shares with an amount of NT\$10 per share, of which the unissued shares are authorized to be issued by the Board of Directors in installments.</p> <p><u>The employees eligible to subscribe for new shares issued by the Company, the grantees of restricted employee stock, the transferees of repurchased shares transferred to employees in accordance with the law, and the recipients of employee stock options may include employees of the Company's controlling or subordinate companies who meet certain conditions.</u></p>	<p>Article 6</p> <p>The total capital of the Company is set at NT\$5 billion, divided into 500 million shares (including 20 million shares of employee stock options), all of which are common shares with an amount of NT\$10 per share, of which the unissued shares are authorized to be issued by the Board of Directors in installments.</p>	<p>To legally add that the subscribers/recipients of new shares issued by the Company may include employees of its controlling or subordinate companies.</p>
<p>Article 15</p> <p>The Company shall have <u>seven to nine directors</u> (including at least three independent directors and not less than one-third of the number of directors), whose terms of office shall be three years, and whose election shall be made by the candidate nomination system. The Company may purchase liability insurance for the Directors.</p>	<p>Article 15</p> <p>The Company shall have seven to nine directors (including at least three independent directors and not less than one-fifth of the number of directors), whose terms of office shall be three years, and whose election shall be made by the candidate nomination system. The Company may purchase liability insurance for the Directors by resolution of the</p>	<p>Amended in accordance with Article 4 of the "Principles to be Followed by Listed Companies of the Taiwan Stock Exchange Corporation in Establishing and Exercising the Powers of the Board of Directors".</p>

Amended Articles	Current Articles	Explanation
	Board of Directors.	
<p>Article 23</p> <p>The Company shall distribute employee remuneration equivalent to no less than 10% of the profit of the current year, <u>of which no less than 10% of the total employee remuneration shall be allocated as remuneration for junior employees;</u> and the Company shall distribute director remuneration equivalent to no more than 2% of the profit of the current year. However, profits must first be taken to offset against cumulative losses, if any.</p> <p>Employee remuneration may be distributed in the form of shares or cash, and the recipients of such shares or cash may include employees of the Company's <u>controlling or</u> subordinate companies who meet certain conditions.</p> <p>Current year profit situation as mentioned in the first paragraph refers to the profit which is the current year's pre-tax profit before distribution of employee remuneration and directors remuneration.</p> <p>The distribution of employee and director remuneration shall be executed after the resolution approval at the Board meeting with more than two-thirds of directors attending and of more than half of the attending directors agreed and passed the resolution, and reported</p>	<p>Article 23</p> <p>The Company shall distribute no less than 10% of the current year's profit for employee remuneration and no more than 2% of the current year's profit for director remuneration. However, profits must first be taken to offset against cumulative losses, if any.</p> <p>Employee remuneration, as mentioned above, can be paid in cash or in shares. Qualified employees of subsidiaries are also included in the payment.</p> <p>Current year profit situation as mentioned in the first paragraph refers to the profit which is the current year's pre-tax profit before distribution of employee remuneration and directors remuneration.</p> <p>The distribution of employee and director remuneration shall be executed after the resolution approval at the Board meeting with more than two-thirds of directors attending and of more than half of the attending directors agreed and passed the</p>	<p>To incorporate the newly added provisions of Paragraph 6, Article 14 of the Securities and Exchange Act regarding the allocation of employee remuneration to junior employees, and to make minor textual revisions to include employees of controlling or subordinate companies as eligible recipients of employee remuneration.</p>

Amended Articles	Current Articles	Explanation
to the shareholders meeting.	resolution, and reported to the shareholders meeting.	
<p>Article 26</p> <p>The Articles of Incorporation were established on October 7, 1988. The 1st amendment was made on May 29, 1990. The 2nd amendment was made on April 2, 1991, and the 3rd amendment was made on May 4, 1992. The 4th amendment was made on April 26, 1994. The 5th amendment was made on May 28, 1994. The 6th amendment was made on June 6, 1995. The 7th amendment was made on June 1, 1996. The 8th amendment was made on May 21, 1997. The 9th amendment was made on May 21, 1998. The 10th amendment was made on May 5, 1999. The 11th amendment was made on June 12, 2000. The 12th amendment was made on April 24, 2001. The 13th amendment was made on May 28, 2002. The 14th amendment was made on June 3, 2003. The 15th amendment was made on June 24, 2004. The 16th amendment was made on June 12, 2006. The 17th amendment was made on June 18, 2010. The 18th amendment was made on June 22, 2011. The 19th amendment was made on June 23, 2016. The 20th amendment was made on June 23, 2017. The 21st amendment was made on June 11, 2019. The 22nd amendment was</p>	<p>Article 26</p> <p>The Articles of Incorporation were established on October 7, 1988. The 1st amendment was made on May 29, 1990. The 2nd amendment was made on April 2, 1991, and the 3rd amendment was made on May 4, 1992. The 4th amendment was made on April 26, 1994. The 5th amendment was made on May 28, 1994. The 6th amendment was made on June 6, 1995. The 7th amendment was made on June 1, 1996. The 8th amendment was made on May 21, 1997. The 9th amendment was made on May 21, 1998. The 10th amendment was made on May 5, 1999. The 11th amendment was made on June 12, 2000. The 12th amendment was made on April 24, 2001. The 13th amendment was made on May 28, 2002. The 14th amendment was made on June 3, 2003. The 15th amendment was made on June 24, 2004. The 16th amendment was made on June 12, 2006. The 17th amendment was made on June 18, 2010. The 18th amendment was made on June 22, 2011. The 19th amendment was made on June 23, 2016. The 20th</p>	Added the date of amendment

Amended Articles	Current Articles	Explanation
made on June 10, 2020. The 23rd amendment was made on May 26, 2022. The 24th amendment was made on May 24, 2023. The 25th amendment was made on May 27, 2024. <u>The 26th amendment was made on May 28, 2025.</u>	amendment was made on June 23, 2017. The 21st amendment was made on June 11, 2019. The 22nd amendment was made on June 10, 2020. The 23rd amendment was made on May 26, 2022. The 24th amendment was made on May 24, 2023. The 25th amendment was made on May 27, 2024.	

Taiwan Mask Corporation
2025 Restricted Stock Awards Issuance Regulations

Article 1 Purpose

In order to recruit and retain key personnel, such as managers and employees with special contributions, and to encourage employees to fully achieve the Company's business goals, creating higher value for the Company and its shareholders, the Company has established the Regulations Governing Issuance of Restricted Stock Awards (hereinafter referred to as the "Regulations") in accordance with Article 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter referred to as the "Regulations on Offering and Issuance") published by the Financial Supervisory Commission.

Article 2 Issue Period

The Company may, within two years from the date of receipt of the notice of the competent authority, issue the awards in full or in part, as it deems it necessary. The actual date of issue and related matters shall be determined by the Board of Directors or the Chairperson authorized by the Board of Directors.

Article 3 Qualification Requirements and Number of Shares Granted to Employees

- (I) The reward plan is applicable to the Company and its subsidiaries' managers who are currently in office with certain achievements on the grant date and key personnel, such as employees with special contributions. The rewards are limited to (1) those who have significant influence on the Company's or its subsidiaries' operational decisions, or (2) key personnel who have made significant contributions to the Company or its subsidiaries.
- (II) The number of shares granted to qualified employees will depend on the Company's business performance and their individual contributions, job levels, work performance, and other appropriate events for reference. Before the Chairperson approves and submits a list of candidates to the Board of Directors for approval, if a candidate is a manager, it shall be approved by the Remuneration Committee; if not, it shall be approved by the Audit Committee.

Article 4 Estimated Total Issuance Amount

It is estimated that no more than 5,000,000 shares of common stock will be issued at a par value of NT\$10 per share. The actual number of shares issued will be subject to the final approval of the shareholders' meeting and the competent authority before presenting it to the Board of Directors for resolution.

Article 5 Restricted Stock Awards (RSAs) Issuance Conditions and Restrictions on Awards:

(I) Projected issue price: Free of charge. (Issue price per share: NT\$0)

(II) Type of shares issued: Ordinary shares.

(III) Vesting conditions:

After an employee has been granted RSAs, they must meet the following conditions in order to be entitled to the vesting of the RSAs:

1. On the end date of each vesting period, the employee is still employed.
2. The employee does not violate any contract or work rules signed with the Company or its subsidiaries during the vesting period.
3. The employee has achieved the personal performance indicators and the Company's business goals at the same time. The percentage for vesting shares in each year is: 50% one full year after issuance; 25% two full years; and 25% three full years. However, if an employee has reached the personal performance target but has not reached the operational target of the Company, the aforementioned vesting percentage may be deferred and accumulated to the vesting percentage of the next year, up to 100% after three years.
4. Personal performance indicators: The evaluation rating in the most recent year before the end of the vesting period reaches VG (Very Good) or above.
5. Company's business goals:

Performance indicator	Weight	Goals
Earnings per share (EPS)	100%	Higher than the average of the Company in the past three years

(IV) In the event that an employee fails to meet the vesting conditions or an inheritance occurs, or when any of the following reasons occurs, the following procedures shall apply:

1. When an employee fails to meet the vesting conditions set forth in Paragraph (III) of this Article, the Company will repurchase their shares without consideration and cancel them.
2. Voluntary resignation, lay-off, discharge:
RSAs not yet vested are deemed not meeting the vesting conditions from the effective date of resignation. The Company will repurchase the shares without consideration and cancel them.
3. Unpaid leave:
The rights and obligations of RSAs not yet vested remain unaffected. However, the actual number of shares vested in each year shall be calculated based on the vesting conditions set forth in Paragraph (III) of this Article and the number of months of service of an employee has worked in the year before the vesting date. If an employee is on unpaid leave on the vesting date, it will be deemed that the vesting conditions have not been met and the Company will repurchase their shares without consideration and cancel them.

4. Retirement:

After an employee has retired, the rights and obligations of their unvested RSAs remain unaffected if they meet all the following conditions; if they violate any of the following conditions, their unvested RSAs will be deemed to have failed to meet the vesting conditions, and the Chairperson may approve exemptions for individual cases:

Having not engaged in any activities that compete with the Company or its subsidiaries, including but not limited to joining a competitor, providing any services that compete with the Company or its subsidiaries, establishing any company or business that involves providing processes or services related to the Company or its subsidiaries, or hiring, inducing, or attempting to induce any employee of the Company or its subsidiaries to engage in services that compete with the Company or its subsidiaries.

The actual number of retired employees' shares vested in each year shall be based on the vesting conditions set forth in Paragraph (III) of this Article. The personal performance rating shall be regarded as "VG".

5. Any disability or death due to a general death or occupational accident that renders an employee unable to continue their duties:

The unvested RSAs shall be deemed vested immediately. If an employee passes away, their heir shall complete the necessary statutory procedures and provide relevant documents before applying to receive the shares to which they are entitled; if the employee is unable to continue their duties due to physical disability caused by an occupational accident, they shall still receive the RSAs they have vested.

6. Transfer to another position:

- (1) When an employee requests to be transferred to a subsidiary, affiliate, or another company, their unvested RSAs shall be handled in accordance with the method specified in Subparagraph 2 "Voluntary resignation" of this paragraph.
- (2) When an employee is transferred to a subsidiary, affiliate, or another company by the Company or by any of its subsidiaries, their unvested RSAs shall not be affected by the transfer. However, the RSAs shall still be subject to the vesting conditions of Paragraph (III) of this Article, and on the vesting date, they shall continue to be in-service in the Company's subsidiary, affiliate, or another company, or they shall be deemed not meeting the vesting conditions. The Company will repurchase their shares without consideration and cancel them. The Chairperson of the Company shall refer to the performance evaluation by the subsidiary, affiliate, or another Company to determine whether their performance evaluation has met the vesting conditions.

7. If an employee declares in writing that they are willing to give up the RSAs granted, the Company will repurchase their shares without consideration and cancel them.
8. After an employee has been granted RSAs, if there is any violation of any contract signed with the Company or its subsidiary, or the work rules of the Company or its subsidiary, the Company will repurchase their shares without consideration and cancel them.
9. In case that an employee terminates or cancels the authorization for the trust/custodian account of the Company's RSAs, the Company will repurchase their shares without consideration and cancel them.

(V) Restricted rights after RSAs are granted but before the vesting conditions are met:

1. After RSAs are issued, they shall be immediately delivered to the trust/custodian institution. Before the vesting conditions are met, employees may not request the trustee to return RSAs for any reason or in any method.
2. Employees may not sell, pledge, transfer, give, set, or otherwise dispose of the RSAs during the vesting period.
3. Except for the aforementioned restrictions, other rights of RSAs granted to employees in accordance with the Regulations before they meet the vesting conditions, including but not limited to the right to receive dividends, bonuses, and capital surplus, and the right to subscribe for shares issued for cash capital increase, shall be the same as the ordinary shares issued by the Company. The relevant operations shall be executed in accordance with the trust/custody contract.
4. Before an employee meets the vesting conditions, their attendance, proposal, speech, voting rights, and other matters related to shareholders' equity at the shareholders' meeting of the Company shall be entrusted to a trust/custodian institution to execute on behalf of the employee.
5. During the vesting period, if the Company reduces capital in cash, reduces capital to make up for losses, or reduces capital not required by law, RSAs shall be canceled in proportion to the capital reduction. If the capital reduction is in cash, the cash returned shall be delivered to the trust/custodian institution and delivered to employees only after the vesting conditions are met; however, if the vesting conditions are not met, the Company will recover the cash.

(VI) Other Agreed Matters:

During the trust/custody period for RSAs, the Company shall be authorized to represent employees to (including but not limited to) negotiate, sign, amend, extend, revoke, or terminate the trust/custody agreement with the trust/custodian institution, and provide instructions on the delivery, use, or disposal of the property held in trust/custody.

Article 6: Contract Execution and Confidentiality

- (I) Employees who are granted RSAs shall sign the "RSA Agreement" provided by the Company and complete the related trust/custody procedures. If the relevant documents are not signed in accordance with the regulations, it shall be deemed that the employee has waived the right to be granted RSAs.
- (II) Any employee granted RSAs as per the Regulations shall comply with the Regulations and the "Consent to Receive RSAs". Violators shall be deemed to have failed to meet the vesting conditions. They shall also comply with relevant confidentiality regulations. Except as required by laws or competent authorities, they shall not inquire about or disclose the number and content of RSAs granted to others, nor inform others of the relevant content of this program and personal rights. In case of any violation, the Company is entitled to repurchase the unvested RSAs without consideration and cancel them.

Article 7 Taxation

The related taxes of the RSAs granted to the employees shall be governed by the laws of the Republic of China and the countries where the employees are located.

Article 8 Other Important Matters

- (I) The Regulations shall be approved by two-thirds or more of the directors present at a Board meeting, attended by more than half of all directors, and shall be reported to the shareholders. After the Regulations are approved by resolution at the meeting, they shall be reported to the competent authority and take effect thereafter.
- If there is a need for amendment due to changes in laws and regulations, or the competent authority's review requirements, the Chairperson is authorized to amend the Regulations, and the shares may only be issued after the amendment is submitted to the Board of Directors for ratification.
- (II) If there are any matters not covered in the Regulations, unless otherwise provided by law, the Board of Directors or its authorized persons shall be fully authorized to amend or implement them in accordance with applicable laws.

[Attachment 9]

List of Appointed Directors Concurrently Holding Positions in Other Companies

Category	Director	Name of other company and position held there	Description of main businesses
Director	Lidon Chen	Chairman, YLTLink Technology Corporation	Electronics Components Manufacturing
		Director, Pilot Qiangxiang Co., Ltd.	Batteries and energy manufacturing
Independent Director	Hui-Fen Chan	Independent Director, iCatch Technology, Inc.	IC design, components manufacturing
		Director, e-Ray Optoelectronics Technology Co., Ltd.	Material development and ODM service
		Independent Director, Sirius Wireless PTE. Ltd.	Silicon IP licensing and design services
		Chairman, Vision & Law Immigration Co. Ltd.	International trade
		Chairman, Vision & Law Management Co., Ltd.	Management consulting

[Appendix 1]

Taiwan Mask Corporation
Articles of Incorporation (before amendment)

May 27, 2024

The amendment was approved by the 2024 annual general meeting.

Chapter I. General Principle

Article 1 The Company shall be organized under the provisions of the Company Act and shall be known in English as TAIWAN MASK CORPORATION.

Article 2 The business of the Company shall be as follows:
CC01080 Electronic Parts and Components Manufacturing
CA01050 Steel Secondary Processing
CA02010 Aluminum Rolling, Drawing, and Extruding
CB01010 Mechanical Equipment Manufacturing
F401010 International Trade
Research, design, development, manufacturing and sales of the following products or services:
I. Research and development, production, manufacturing and sales of photomask.
II. Welding of steel structures
III. Building structure engineering, offshore wind power engineering, pressure vessels, and processing and manufacturing of thick metal plates
IV. Laser welding equipment
V. To provide technical assistance, consulting, testing and certification, maintenance and repair services relating to the aforesaid products.

Article 2-1 When the Company is a limited liability shareholder of another company, the total amount of its investment shall not exceed 40% of the paid-in capital as provided in Article 13 of the Company Act.

Article 3 The Company shall establish its head office in the Hsinchu Science Park, and may establish branches outside of Taiwan only with the resolution of the Board of Directors and the consent of the competent authorities when necessary.

Article 4 The Company may act as a guarantor to external parties.

Article 5 Deleted

Chapter II. Shares

Article 6 The total capital of the Company is set at NT\$5 billion, divided into 500 million shares (including 20 million shares of employee stock options), all of which are common shares with an amount of NT\$10 per share, of which the unissued shares are authorized to be issued by the Board of Directors in installments.

Article 6-1 Deleted

Article 7 Deleted

Article 8 The shares of the Company shall be in registered form, numbered, signed or sealed by the directors representing the Company, and issued after obtaining a certification from a bank permitted by the competent authority for issuance and certification of stocks. The shares issued by the Company may be exempted from printing stocks in accordance with the Company Act, but the shares should be registered with the centralized securities depository institution.

Article 9 Changes in the shareholder roster of the Company shall cease not later than 60 days prior to the date of the regular shareholders' meeting, not later than 30 days prior to the date of the special shareholders' meeting, or not later than five days prior to the date on which the Company decides to distribute dividends and bonuses or other benefits.

Article 10 Deleted

Chapter III Shareholders' Meetings

Article 11 There shall be two types of shareholders' meetings:

- I. An regular shareholders' meeting shall be held at least once a year, within six months after the end of each fiscal year, by the Board of Directors in accordance with the law.
- II. The special shareholders' meeting may be convened when necessary in accordance with the law.
- III. The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 12 When a shareholder is unable to attend the shareholder meeting for some reason, the proxy form issued by the Company shall be provided, specifying the scope of authorization, and a proxy shall be appointed to attend.

Article 13 The shareholders of the Company shall have one voting right per share unless otherwise provided for in the relevant laws.

Article 14 Unless otherwise required by the Company Act, a resolution in a shareholder meeting should be made with the presence of shareholders representing a majority of the total number of outstanding shares and with the consent of a majority of the voting rights of the shareholders present.

Chapter IV Directors and the Audit Committee

Article 15 The Company shall have seven to nine directors (including at least three independent directors and not less than one-fifth of the number of directors), whose terms of office shall be three years, and whose election shall be made by the candidate nomination system. The Company may purchase liability insurance for the Directors by resolution of the Board of Directors.

Article 15-1 The Company shall have an audit committee consisting of all independent directors, the number of which shall not be less than three, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

- Article 16 The total amount of shares held by all directors of the Company shall be subject to the provisions of Article 26, Paragraph 2 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.
- Article 17 The Board of Directors shall be organized by the Directors, and the Directors shall attend the Board of Directors' meetings in person, or if they are unable to attend for any reason, they may appoint another Director to attend by proxy.
At a meeting of the Board of Directors, two-thirds or more of the Directors shall attend and a majority of the Directors present shall agree to elect from among themselves a chairman of the Board of Directors, who shall represent the Company externally.
The Board of Directors shall meet at least once a quarter. The Company's Board of Directors shall convene a meeting by giving seven days' notice to each Director. However, in case of emergency, the Board of Directors may meet at any time. The foregoing notice shall be given in writing, by e-mail or by facsimile, stating the causes and subjects of the meeting.
- Article 18 Resolutions regarding significant matters of the Company shall be passed by a majority of the Board of Directors with at least two-thirds of the Directors present, and the significant matters that shall be specially resolved in accordance with this Article are as follows:
I. Change of the Articles of Incorporation.
II. Review of budget and final business and accounting reports.
III. Proposal for dissolution, division or merger of the Company with other companies.
IV. Proposal for a resolution to distribute earnings or to make up losses.
V. The approval of endorsements, acceptances, guarantees and commitments in the name of the Company.
VI. Approval for financing, guarantees, acceptances, and other external advances and loans from financial institutions.
VII. Approval to invest in other businesses.
If the resolution of the Board of Directors on the significant issues mentioned above is also subject to the resolution of the shareholders' meeting, the resolution of the Board of Directors shall be submitted to the shareholders' meeting for resolution afterwards.
- Article 19 If the chairman of the board of directors is absent from office or is unable to exercise his or her duties for any reason, his or her proxy shall be governed by Article 208 of the Company Act.
- Article 20 The remuneration of the Company's directors shall be determined by the Board of Directors with reference to the extent of each director's participation in the Company's operations and the value of his or her contribution, and with reference to the usual level of domestic and foreign industry payment standards.

Chapter V. Managerial Officers

- Article 21 The Company may have a number of managerial officers whose appointment, dismissal and remuneration shall be in accordance with Article 29 of the Company Act.

Chapter VI. Accounting

- Article 22 At the end of each fiscal year, the Company's Board of Directors shall prepare:
- I. Business Report.
 - II. Financial statements.
 - III. Earnings distribution or losses make-up proposal.
- The business and accounting reports shall be submitted to the shareholders for adoption in accordance with the law.
- Article 23 The Company shall distribute not less than 10% of the current year's profit situation for employee remuneration and not more than 2% of current year's profit situation for director remuneration. However, profits must first be taken to offset against cumulative losses, if any.
- Employee remuneration, as mentioned above, can be paid in cash or in shares. Qualified employees of subsidiaries are also included in the payment.
- Current year profit situation as mentioned in the first paragraph refers to the profit which is the current year's pre-tax profit before distribution of employee remuneration and directors remuneration.
- The distribution of employee and director remuneration shall be executed after the resolution approval at the Board meeting with more than two-thirds of directors attending and of more than half of the attending directors agreed and passed the resolution, and reported to the shareholders meeting.
- Article 23-1 If the Company has any surplus in earnings after annual accounting close, the Company shall first pay tax, make up for accumulated loss of previous years and then set aside 10% as legal reserve. However, if legal reserve balance has reached the Company's paid-in capital, no more legal reserve should be provided for, and the remainder may be appropriated or reversed as a special reserve in accordance with the law or the regulations of the competent authorities. If there is still surplus, the remainder shall be added to the accumulated undistributed earnings and the board of directors shall prepare an earnings distribution proposal. If the distribution is made by issuing new shares, the distribution shall be approved by the shareholders' meeting;
- If the Company distributes all or part of the dividends and bonuses or legal reserve and capital surplus in the form of cash, the Board of Directors is authorized to do so with the presence of at least two-thirds of the directors and the approval of a majority of the directors present, and to report to the shareholders' meeting.
- Article 23-2 The Company takes into account the overall business environment, industrial growth, and the Company's long-term financial planning for stable operation and development to adopt a residual dividend policy, which is mainly based on the Company's future capital budgeting plan to measure the annual capital needs. After using the retained earnings for funding, the remaining surplus will be distributed in the form of dividends.
- Steps for distribution as below:
- I. Decide on the best capital budget.
 - II. Decide on the financing required for one of the capital budgeting items.

- III. Decide on the amount of the financing to be supported by retained earnings (methods such as cash capital increase or corporate bonds and so on can be adopted as support).
- IV. After retaining the portion required for operation needs out of the earnings remainder, the rest should be distributed to shareholders in the form of dividends. Cash dividends distribution proportion should not be lower than 20% of the total amount of dividends for the distribution proportion of the Company's dividends.

Chapter VII By-Laws

- Article 24 The directors, officers and employees of the Company shall not disclose or divulge to others the confidential documents of the Company or the confidential information on technology, markets, products, etc. obtained through their participation in the operation of the Company.
Detailed confidential information on technology, markets, products, etc. of the Company shall not be reported to the shareholders' meeting without the consent of a majority of the shareholders present and voting on behalf of at least two-thirds of the total number of issued shares.
- Article 25 Matters not provided for in these Articles of Incorporation shall be governed by the provisions of the Company Act and other relevant laws and regulations.
- Article 26 The Articles of Incorporation were established on October 7, 1988. The 1st amendment was made on May 29, 1990. The 2nd amendment was made on April 2, 1991, and the 3rd amendment was made on May 4, 1992. The 4th amendment was made on April 26, 1994. The 5th amendment was made on May 28, 1994. The 6th amendment was made on June 6, 1995. The 7th amendment was made on June 1, 1996. The 8th amendment was made on May 21, 1997. The 9th amendment was made on May 21, 1998. The 10th amendment was made on May 5, 1999. The 11th amendment was made on June 12, 2000. The 12th amendment was made on April 24, 2001. The 13th amendment was made on May 28, 2002. The 14th amendment was made on June 3, 2003. The 15th amendment was made on June 24, 2004. The 16th amendment was made on June 12, 2006. The 17th amendment was made on June 18, 2010. The 18th amendment was made on June 22, 2011. The 19th amendment was made on June 23, 2016. The 20th amendment was made on June 23, 2017. The 21st amendment was made on June 11, 2019. The 22nd amendment was made on June 10, 2020. The 23rd amendment was made on May 26, 2022. The 24th amendment was made on May 24, 2023. The 25th amendment was made on May 27, 2024.

Taiwan Mask Corporation:



Chairman: Sean Chen



Taiwan Mask Corporation
Rules of Procedure for Shareholders' Meetings

July 5, 2021

The amendment was approved by the 2021 regular shareholders' meeting

- I. The shareholders' meetings of the Company shall be conducted in accordance with the rules unless otherwise provided by law.
- II. The Company should furnish a signature book for attending shareholders, or the attending shareholders may hand in a sign-in card instead.
- III. The number of shares present shall be calculated based on the signature book or the sign-in card submitted.
- IV. Voting in a shareholders' meeting should be calculated based on numbers of shares. The shareholders' meeting shall be held at the Company's location or at a place convenient for shareholders to attend and suitable for the shareholders' meeting, and the meeting shall commence no earlier than 9:00 a.m. or later than 3:00 p.m.
- V. The chairman should chair the meeting convened by the chairperson. Vice-chairman is to chair the meeting on behalf of the chairman if the chairman takes the day off or for any reason cannot exercise the power. The chairman is to appoint a managing director on behalf of the vice-chairman if the vice-chairman cannot attend the meeting due to the aforementioned reasons. A director is assigned if there is no managing director. In the event that the chairman does not appoint anyone, the managing director or the directors are to recommend one person.
If the shareholders' meeting is convened by someone with the convening right but other than the Board of Directors, the chairperson of the meeting shall be the person with the convening right, and if there are more than two such persons, one of them shall be elected as the chairperson of the meeting.
- VI. The Company may appoint lawyers, CPAs or related personnel to sit in the shareholders' meetings.
The personnel administering the shareholders' meeting should wear identification cards or armbands.
- VII. Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 1 year
- VIII. The chairperson should call the meeting to order at the scheduled meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement. No more than two such postponements, for a combined total of no more than one hour, may be made. When there are still insufficient attending shareholders representing more than one-third of the total issued shares after two postponements, a tentative resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act
Before the conclusion of the meeting, if the attending shareholders represent a majority of the total number of issued shares, the chairperson may submit a tentative resolution for voting by the shareholder meeting in accordance with Article 174 of the Company Act.
- IX. If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting should proceed in the order set by the agenda,

which may not be changed without a resolution of the shareholder meeting.

If a shareholder meeting is convened by someone with the convening right but other than the Board of Directors, the provisions of the preceding paragraph shall apply *mutatis mutandis*. The chairperson must not declare the meeting adjourned before conclusion of the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholder meeting.

- X. When discussing proposals, the proposals shall be discussed in the order of the agenda. The chairperson shall stop any speaker who violates the procedures. In addition to the motions listed on the agenda, any other motions, amendments or substitutions of original motions proposed by the shareholders shall be seconded by other shareholders, and the shares represented by the proposer and the seconder shall reach 10% of the total number of issued common shares.
- XI. Before speaking, an attending shareholder must specify the subject of the speech on a speaker slip, his or her shareholder account number (or attendance card number) and account name. The order in which shareholders speak will be set by the chairperson. Shareholders who have just prepared the speech memo without taking the floor for delivery of speech shall be deemed no delivery of speech. In case the content of the speech delivered on the floor is irrelevant with the content in the speech memo, the latter shall prevail. When a shareholder is having the floor, all other shareholders shall not interfere unless at the consent of the chairperson or the shareholder who is taking the floor. Any unrestrained action shall be discouraged by the chair.
- XII. A shareholder may not speak more than twice on the same proposal and each time shall not exceed five minutes.
If the shareholder's speech violates the rules or exceeds the scope of the topic, the chairperson may terminate the speech.
- XIII. When an institution is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
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.
- XIV. After an attending shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.
- XV. When the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to voting, the chairperson may announce the discussion closed, call for voting, and schedule sufficient time for voting.
- XVI. Monitoring and counting personnel for voting on a proposal shall be appointed by the chairperson, but all monitoring personnel should be shareholders. Voting results shall be made known on-site immediately and recorded in writing.
- XVII. When a meeting is in progress, the chairperson may announce a break based on time considerations.
- XVIII. Unless otherwise required by the Company Act and by the Company's Article of Incorporation, the approval of a proposal shall require an affirmative vote of a majority of the voting rights of the attending shareholders.
For the motion that the chairperson consults every attending shareholder without any objection, it is considered passed with the same effectiveness as the voting.

- XIX. For the amendment or substitute of the same motion, the chairperson is to combine it with the original motion to determine the vote order. If one of the proposals has been passed, the other proposals are viewed as denied and no more voting will be conducted.
- XX. The chairperson may direct proctors (or security personnel) to help maintain order in the meeting place. The proctors (or security personnel) help maintaining order at the meeting place shall wear an identification card or armband bearing the word “Proctor”.
- XXI. The rules shall come into force after approved by the shareholders' meeting, and the same applies to any amendment.

[Appendix 3]

Taiwan Mask Corporation
Shareholding of all directors

- I. The Company has a paid-in capital of NT\$2,564,561,830 and has issued 256,456,183 shares of common stock, and has an audit committee with all independent directors in place of supervisors in accordance with Article 14-4 of the Securities and Exchange Act.
- II. In accordance with Article 26 of the Securities and Exchange Act and the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, if two or more independent directors are elected, the shareholding percentage of all directors other than independent directors shall be reduced to 80%, and the minimum number of shares to be held by all directors other than independent directors of the Company shall be 12,000,000 shares.
- III. As of March 30, 2025, the date of stock transfer suspension of the shareholders’ meeting, the number of shares held by each individual and all directors as recorded in the shareholder roster is as follows:

As of 03.30.2025

Job title	Name	Number of shares held	Holding percentage (%)
Chairman	Sean Chen	2,000,000	0.78
Director	Lidon Chen	3,750,000	1.46
Director	Chao-Yi Wu	10,458,000	4.08
Director	Youe Chung Capital Corporation Representative: Ming-Chung Chang	35,331,440	13.78
Independent Director	Wei-Chen Wang	0	0.00
Independent Director	Huan-Kuei Cheng	6,051	0.00
Independent Director	Hui-Fen Chan	0	0.00
Overall Directors' Shareholding Position (Excluding Independent Directors)		51,539,440	20.010

- IV. The total number of shares held by all directors of the Company, other than independent directors, has reached the legally required percentage.