
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-31106

ChipMOS TECHNOLOGIES (Bermuda) LTD.

(Exact Name of Registrant as Specified in Its Charter)

Bermuda

(Jurisdiction of Incorporation or Organization)

**No. 1, R & D Road 1
Hsinchu Science Park
Hsinchu, Taiwan
Republic of China**

(Address of Principal Executive Offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

None

None

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Common Shares

Common Shares, par value US\$0.01 each

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2004, 67,320,542 Common Shares, par value US\$0.01 each were outstanding.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

TABLE OF CONTENTS
ChipMOS TECHNOLOGIES (Bermuda) LTD.

	<u>Page</u>
CAUTIONARY STATEMENT FOR PURPOSES OF THE “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995	ii
<u>PART I</u>	
Item 1. <u>Identity of Directors, Senior Management and Advisers</u>	1
Item 2. <u>Offer Statistics and Expected Timetable</u>	1
Item 3. <u>Key Information</u>	1
Item 4. <u>Information on the Company</u>	22
Item 5. <u>Operating and Financial Review and Prospects</u>	48
Item 6. <u>Directors, Senior Management and Employees</u>	68
Item 7. <u>Major Shareholders and Related Party Transactions</u>	76
Item 8. <u>Financial Information</u>	82
Item 9. <u>The Offer and Listing</u>	82
Item 10. <u>Additional Information</u>	83
Item 11. <u>Quantitative and Qualitative Disclosure about Market Risk</u>	92
Item 12. <u>Description of Securities Other Than Equity Securities</u>	92
<u>PART II</u>	
Item 13. <u>Defaults, Dividend Arrearages and Delinquencies</u>	93
Item 14. <u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	93
Item 15. <u>Controls and Procedures</u>	93
Item 16A. <u>Audit Committee Financial Expert</u>	93
Item 16B. <u>Code of Ethics</u>	93
Item 16C. <u>Principal Accountant Fees and Services</u>	93
Item 16D. <u>Exemptions from the Listing Standards for Audit Committees</u>	94
Item 16E. <u>Purchases of Equity Securities by the Issuer and Affiliated Purchasers</u>	94
<u>PART III</u>	
Item 17. <u>Financial Statements</u>	94
Item 18. <u>Financial Statements</u>	94
Item 19. <u>Exhibits</u>	95

CAUTIONARY STATEMENT FOR PURPOSES OF THE “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Except for historical matters, the matters discussed in this annual report are forward-looking statements that are subject to significant risks and uncertainties. These statements are generally indicated by the use of forward-looking terminology such as the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “plan,” “project,” “may,” “will” or other similar words that express an indication of actions or results of actions that may or are expected to occur in the future. Forward-looking statements include, but are not limited to, statements under the following headings related to the indicated topic:

- “Item 3. Key Information — Risk Factors — Risks Relating to Our Industry — A decline in average selling prices for our services could result in a decrease in our earnings,” about the trend of declining average selling prices;
- “Item 3. Key Information — Risk Factors — Risks Relating to Our Business — A decrease in market demand for LCD and other flat-panel display driver semiconductors may adversely affect our capacity utilization rates and thereby negatively affect our profitability,” about our expectation with respect to the growth in demand for liquid crystal display, or LCD, and other flat-panel display driver semiconductors;
- “Item 3. Key Information — Risk Factors — Risks Relating to Our Business — We depend on key customers for a substantial portion of our net revenue and a loss of, or deterioration of the business from, any one of these customers could result in decreased net revenue and materially adversely affect our results of operations,” about our expectation to rely on key customers;
- “Item 3. Key Information — Risk Factors — Risks Relating to Our Business — The testing and assembly process is complex and our production yields and customer relationships may suffer as a result of defects or malfunctions in our testing and assembly equipment and the introduction of new packages,” about the need to offer more sophisticated testing and assembly technologies;
- “Item 3. Key Information — Risk Factors — Risks — Relating to Our Business — Because of the highly cyclical nature of our industry, our capital requirements are difficult to plan. If we cannot obtain additional capital when we need it, we may not be able to maintain or increase our current growth rate and our profits will suffer,” about our anticipated capital needs;
- “Item 4. Information on the Company — Industry Background,” about the expected growth in the semiconductor industry, including but not limited to the expected growth in the memory semiconductor market, LCD and other flat-panel display driver semiconductor market, mixed-signal semiconductor market and the outsourcing trends of the semiconductor industry in Taiwan and Mainland China; and
- “Item 5. Operating and Financial Review and Prospects,” about the trends relating to our business.

Actual results may be materially different from those indicated by our forward-looking statements. Please see “Item 3. Key Information — Risk Factors” for a discussion of certain other factors that may cause actual results to differ materially from those indicated by our forward-looking statements.

PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

Selected Financial Data

The following tables set forth our selected consolidated financial data. The selected consolidated balance sheet data as of December 31, 2003 and 2004 and our consolidated statement of operations and cash flows data for 2002, 2003 and 2004 are derived from our audited consolidated financial statements included herein, and should be read in conjunction with, and are qualified in their entirety by reference to, these audited consolidated financial statements and related notes beginning on page F-1 of this annual report. These audited consolidated financial statements have been audited by Moore Stephens. The selected consolidated balance sheet data as of December 31, 2000, 2001 and 2002 and the consolidated statement of operations and cash flows data for the years ended December 31, 2000 and 2001 are derived from our audited consolidated financial statements not included herein. Our consolidated financial statements have been prepared and presented in accordance with ROC GAAP, which differs in some material respects from US GAAP. Please see Note 27 to our audited consolidated financial statements for a description of the principal differences between ROC GAAP and US GAAP for the periods covered by these financial statements. The financial data set forth below have been presented as if (1) we had been in existence since July 28, 1997, and (2) we acquired our interest in ChipMOS Taiwan on July 28, 1997.

	Year ended December 31,					
	2000	2001	2002	2003	2004	2004
	NT\$	NT\$	NT\$	NT\$	NT\$	US\$
(in millions, except per share data)						
Consolidated Statement of Operations Data:						
ROC GAAP:						
Net revenue:						
Related parties ⁽¹⁾	5,311.1	3,719.0	3,665.4	5,072.9	4,844.4	152.6
Others	2,913.1	1,526.1	2,860.5	3,953.6	10,191.4	321.1
Total net revenue	8,224.2	5,245.1	6,525.9	9,026.5	15,035.8	473.7
Cost of revenue	5,511.0	6,029.3	6,711.7	7,459.5	10,857.5	342.1
Gross profit (loss)	2,713.2	(784.2)	(185.8)	1,567.0	4,178.3	131.6
Operating expenses:						
Research and development	357.4	408.9	326.8	295.0	296.4	9.3
Sales and marketing	138.0	34.7	37.3	65.4	308.5	9.7
General and administrative	238.5	248.0	310.2	439.9	673.3	21.2
Total operating expenses	733.9	691.6	674.3	800.3	1,278.2	40.2
Income (loss) from operations	1,979.3	(1,475.8)	(860.1)	766.7	2,900.1	91.4
Other expenses, net	(106.9)	(77.2)	(397.6)	(77.1)	(395.8)	(12.5)
Income (loss) before income tax and minority interests and interest in bonuses paid by subsidiaries⁽²⁾	1,872.4	(1,553.0)	(1,257.7)	689.6	2,504.3	78.9
Income tax benefit (expense)	(333.4)	(32.4)	(97.9)	29.0	141.8	4.5
Income (loss) before minority interests and interest in bonuses paid by subsidiaries⁽²⁾	1,539.0	(1,585.4)	(1,355.6)	718.6	2,646.1	83.4
Minority interests	(465.7)	450.5	385.3	(256.9)	(997.9)	(31.4)

	Year ended December 31,					
	2000	2001	2002	2003	2004	2004
	NT\$	NT\$	NT\$	NT\$	NT\$	US\$
	(in millions, except per share data)					
Interest in bonuses paid by subsidiaries ⁽²⁾	(115.9)	—	—	—	—	—
Pre-acquisition earnings ⁽³⁾	—	—	—	20.7	27.7	0.8
Net income (loss)	957.4	(1,134.9)	(970.3)	482.4	1,675.9	52.8
Earning (loss) per share:						
Basic	\$ 17.76	\$ (19.45)	\$(16.49)	\$ 8.19	\$ 26.54	\$0.84
Diluted	\$ 17.76	\$ (19.45)	\$(16.49)	\$ 8.12	\$ 26.38	\$0.83
Weighted-average number of shares outstanding:						
Basic	53.9	58.3	58.8	58.9	63.1	63.1
Diluted	53.9	58.3	58.8	59.4	63.5	63.5
US GAAP:⁽⁴⁾						
Net income (loss)	\$ 879.8	\$ (993.5)	\$(913.4)	\$485.3	\$1,665.5	\$52.5
Earning (loss) per share:						
Basic	\$ 16.42	\$ (17.03)	\$(15.52)	\$ 8.24	\$ 26.38	\$0.83
Diluted	\$ 16.42	\$ (17.03)	\$(15.52)	\$ 8.17	\$ 26.22	\$0.83
Weighted-average number of shares outstanding:						
Basic	53.6	58.3	58.8	58.9	63.1	63.1
Diluted	53.6	58.3	58.8	59.4	63.5	63.5

- (1) Related parties include Mosel Vitelic Inc., or Mosel, Siliconware Precision Industries Co. Ltd., or Siliconware Precision, PlusMOS Technologies Inc., or PlusMOS, Ultima Electronics Corp., or Ultima, ProMOS Technologies Inc., or ProMOS, ThaiLin Semiconductor Corp., or ThaiLin, CHANTEK ELECTRONIC CO., LTD., or Chantek, Best Home Corp. Ltd., or Best Home, DenMOS TECHNOLOGY Inc., or DenMOS, Sun-Fund Securities Ltd., or Sun-Fund, Advanced Micro Chip Technology Co., Ltd., or AMCT, Jesper Limited, Prudent Holdings Group Ltd. and Mou-Fu Investment Ltd. See Note 20 of the notes to the consolidated financial statements. Effective April 1, 2004, PlusMOS was merged into Chantek with Chantek as the surviving entity. See "Item 4. Information on the Company — Our Structure and History — CHANTEK ELECTRONIC CO., LTD." AMCT was liquidated in October 2004. See "Item 4. Information on the Company — Our Structure and History — Advanced Micro Chip Technology Co., Ltd."
- (2) Refers to bonuses to directors, supervisors and employees paid by a subsidiary.
- (3) For 2003, represents our share of pre-acquisition profits of ThaiLin prior to December 1, 2003, the date when we began to consolidate the accounts of ThaiLin. For 2004, represents our share of pre-acquisition profits of Chantek prior to April 1, 2004, the date when we began to consolidate the accounts of Chantek, the surviving entity after the merger of Chantek and PlusMOS.
- (4) Reflects the US GAAP adjustments as described in Note 27 of the notes to the consolidated financial statements.

	As of December 31,					
	2000	2001	2002	2003	2004	2004
	NT\$	NT\$	NT\$	NT\$	NT\$	US\$
	(in millions)					
Consolidated Balance Sheet Data:						
ROC GAAP:						
Current assets:						
Cash and cash equivalents	1,190.5	1,181.1	2,487.5	1,731.0	4,849.1	152.8
Restricted cash and cash equivalents	34.0	234.0	76.9	282.4	87.0	2.7
Short-term investments	2,048.2	969.9	874.9	664.3	2,832.6	89.2
Notes and accounts receivable	1,988.2	1,481.5	1,697.4	2,644.8	3,399.4	107.1
Other receivables — related parties	19.1	11.6	11.5	266.2	6.6	0.2
Other receivables — third parties	18.1	10.6	92.3	866.6	164.6	5.2
Inventories	325.2	172.3	166.5	335.5	661.0	20.8
Prepaid expenses and other current assets	87.6	17.9	223.2	422.2	116.9	3.7
Total current assets	5,753.9	4,119.6	5,668.7	7,479.7	12,707.7	400.4
Long-term investments	280.3	271.4	1,441.9	640.5	642.4	20.2
Property, plant and equipment, net	12,428.8	10,799.6	10,043.6	11,086.8	17,426.6	549.0
Intangible assets — net	321.4	155.3	51.9	225.2	319.1	10.1

Other assets	178.6	755.4	747.6	233.5	449.3	14.2
Total assets	18,963.0	16,101.3	17,953.7	19,665.7	31,545.1	993.9
Current liabilities:						
Short-term bank loans	233.6	1,066.8	2,032.6	1,566.8	800.6	25.2
Current portion of long-term loans	1,076.3	1,180.0	352.2	692.8	1,821.8	57.4
Current portion of long-term bonds payable	—	—	—	—	1,200.0	37.8
Convertible bonds	—	—	—	267.6	—	—
Notes and accounts payable	228.2	120.1	145.4	372.7	656.9	20.7
Accrued expenses and other current liabilities	417.7	152.8	465.1	438.0	608.6	19.2
Total current liabilities	3,209.9	3,021.0	4,083.4	3,951.1	5,915.4	186.4
Long-term liabilities	3,125.5	1,969.4	4,011.4	3,438.9	7,608.1	239.7
Other liabilities	180.4	175.0	258.5	599.5	768.5	24.2
Total liabilities	6,515.8	5,165.4	8,353.3	7,989.5	14,292.0	450.3
Minority interests	3,738.4	3,336.7	2,887.1	4,428.0	7,092.5	223.5
Total shareholders' equity	8,708.8	7,599.2	6,713.3	7,248.2	10,160.6	320.1
US GAAP⁽¹⁾:						
Current assets:						
Cash and cash equivalents	1,190.5	1,181.1	2,487.5	1,731.0	4,849.1	152.8
Restricted cash and cash equivalents	34.0	234.0	76.9	282.4	87.0	2.7
Short-term investments	2,048.2	995.6	869.4	660.7	2,839.6	89.5
Notes and accounts receivable	1,988.2	1,481.5	1,697.4	2,644.8	3,399.4	107.1

	As of December 31,					
	2000	2001	2002	2003	2004	2004
	NT\$	NT\$	NT\$ (in millions)	NT\$	NT\$	US\$
Other receivables — related parties	19.1	11.6	11.5	266.2	6.6	0.2
Other receivables — third parties	18.1	10.6	92.3	866.6	164.6	5.2
Inventories	324.3	171.4	166.2	335.5	661.0	20.8
Prepaid expenses and other current assets	87.6	17.9	223.2	422.2	116.9	3.7
Total current assets	5,752.9	4,144.5	5,663.0	7,476.1	12,714.7	400.6
Long-term investments	280.3	425.0	1,521.1	625.1	636.8	20.1
Property, plant and equipment, net	12,288.6	10,762.5	10,062.8	11,082.4	17,411.7	548.5
Intangible assets — net	57.2	41.1	33.5	225.2	319.1	10.1
Other assets	175.2	750.4	740.5	224.7	439.4	13.8
Total assets	18,554.2	16,123.5	18,020.9	19,633.5	31,521.7	993.1
Current liabilities:						
Short-term bank loans	233.6	1,066.8	2,032.6	1,566.8	800.6	25.2
Current portion of long-term loans	1,076.3	1,180.0	352.2	692.8	1,821.8	57.4
Current portion of long-term bonds payable					1,200.0	37.8
Convertible bonds	—	—	—	267.6	—	—
Notes and accounts payable	228.2	120.1	145.4	372.7	656.9	20.7
Accrued expenses and other current liabilities	470.0	152.8	465.1	438.0	608.6	19.2
Total current liabilities	3,262.2	3,021.0	4,083.4	3,951.1	5,915.4	186.4
Long-term liabilities	3,125.5	1,969.4	4,011.4	3,438.9	7,608.1	239.7
Other liabilities	98.9	137.2	258.8	603.7	772.7	24.3
Total liabilities	6,486.6	5,127.6	8,353.6	7,993.7	14,296.2	450.4
Minority interests	3,590.1	3,354.9	2,907.1	4,418.5	7,092.9	223.5
Total shareholders' equity	8,477.5	7,641.0	6,760.2	7,221.3	10,132.6	319.2

(1) Reflects the US GAAP adjustments as described in Note 27 of the notes to the consolidated financial statements.

	Year ended December 31,					
	2000	2001	2002	2003	2004	2004
	NT\$	NT\$	NT\$ (in millions)	NT\$	NT\$	US\$
Consolidated Statement of Cash Flows Data:						
ROC GAAP:						
Capital expenditures	\$ 7,022.0	\$ 992.0	\$ 2,091.3	\$ 2,508.2	8,282.6	\$ 261.0
Depreciation and amortization	2,013.1	2,815.4	2,820.6	2,715.0	3,536.8	111.4
Net cash provided by (used in):						
Operating activities	4,295.4	1,620.5	1,463.7	1,877.1	7,623.0	240.2
Investing activities	(7,548.4)	(1,409.7)	(3,135.9)	(760.8)	(10,037.9)	(316.3)
Financing activities	4,294.2	(219.8)	2,978.6	(1,841.5)	5,694.6	179.4
Effect of exchange rate changes on cash	(0.4)	(0.4)	—	(31.4)	(161.5)	(5.1)
Net increase (decrease) in cash	1,040.8	(9.4)	1,306.4	(756.6)	3,118.2	98.2

Exchange Rates

References to “US\$” and “US dollars” are to United States dollars and references to “NT\$” and “NT dollars” are to New Taiwan dollars. This annual report contains translations of certain NT dollar amounts into US dollars at specified rates solely for the convenience of the reader. Unless otherwise noted, all translations from NT dollars to US dollars and from US dollars to NT dollars were made at the noon buying rate in The City of New York for cable transfers in NT dollars per US dollar as certified for customs purposes by the Federal Reserve Bank of New York as of December 31, 2004, which was NT\$31.74 to US\$1.00. We make no representation that the NT dollar or US dollar amounts referred to in this annual report could have been or could be converted into US dollars or NT dollars, as the case may be, at any particular rate or at all. On June 23, 2005, the noon buying rate was NT\$31.35 to US\$1.00.

The following table sets out, for the years and the months indicated, information concerning the number of NT dollars for which one US dollar could be exchanged based on the noon buying rate for cable transfers in NT dollars as certified for customs purposes by the Federal Reserve Bank of New York.

NT dollars per US dollar noon buying rate

	<u>Average</u>	<u>High</u>	<u>Low</u>	<u>Period-end</u>
2000	31.60	33.25	30.50	33.17
2001	33.82	35.13	32.23	35.08
2002	34.53	35.16	32.85	34.70
2003	34.41	34.98	33.72	33.99

	NT dollars per US dollar noon buying rate			
	Average	High	Low	Period-end
2004	33.37	34.16	31.74	31.74
December 2004	32.17	32.49	31.17	31.74
2005 (through June 23, 2005)	31.41	32.22	30.65	31.35
January 2005	31.85	32.22	31.65	31.71
February 2005	31.50	31.79	31.06	31.06
March 2005	31.11	31.73	30.65	31.46
April 2005	31.48	31.70	31.23	31.23
May 2005	31.27	31.47	30.98	31.13
June (through June 23, 2005)	31.32	31.48	31.15	31.35

Sources: Federal Reserve Statistical Release H.10 (512), 1999-2005, Board of Governors of the Federal Reserve System.

Risk Factors

Risks Relating to Our Industry

Because we depend on the highly cyclical semiconductor industry, which is characterized by significant and sometimes prolonged downturns from time to time, our net revenue and earnings may fluctuate significantly, which in turn could cause the market price of our common shares to decline.

Because our business is, and will continue to be, dependent on the requirements of semiconductor companies for independent testing and assembly services, any downturn in the highly cyclical semiconductor industry may reduce demand for our services and adversely affect our results of operations. All of our customers operate in this industry and variations in order levels from our customers and in service fee rates may result in volatility in our net revenue and earnings. For instance, during periods of decreased demand for assembled semiconductors, some of our customers may even simplify or forego final testing of certain types of semiconductors, such as dynamic random access memory, or DRAM, further intensifying our difficulties. From time to time, the semiconductor industry has experienced significant, and sometimes prolonged, downturns, which have adversely affected our results of operations. Although our net revenue for 2004 increased approximately 67% from 2003, and we generated a net income of NT\$1,676 million in 2004 (US\$53 million) compared to NT\$482 million in 2003, we cannot give any assurances that our growth in revenue and income will continue or that any future downturn will not affect our results of operations.

Any deterioration in the market for end-user applications for semiconductor products would reduce demand for our services and may result in a decrease in our earnings.

Market conditions in the semiconductor industry track, to a large degree, those for their end-user applications. Any deterioration in the market conditions for the end-user applications of semiconductors we test and assemble could reduce demand for our services and, in turn, materially adversely affect our financial condition and results of operations. Our net revenue is largely attributable to fees derived from testing and assembling semiconductors for use in personal computers, consumer electronic products, display applications and communications equipment. A significant decrease in demand for products in these markets could put pricing pressure on our testing and assembly services and negatively affect our net revenue and earnings. While the market demand for personal computers and communications equipment has recovered since the beginning of 2003, a significant decrease in demand could again negatively affect our net revenue and earnings.

A decline in average selling prices for our services could result in a decrease in our earnings.

Historically, prices for our testing and assembly services in relation to any given semiconductor tend to decline over the course of its product and technology life cycle. While the average selling price of our testing and assembly services for synchronous dynamic random access memory, or SDRAM, and DRAM increased by approximately 39% and 7%, respectively, in 2004 from 2003, we cannot assure you that this trend will continue in the future. If we cannot reduce the cost of our testing and assembly services, or introduce higher-margin testing and assembly services for new package types, to offset the decrease in average selling prices for our services, our earnings could decrease.

A reversal or slowdown in the outsourcing trend for semiconductor testing and assembly services could reduce our profitability.

In recent years, integrated device manufacturers, or IDMs, have increasingly outsourced stages of the semiconductor production process, including testing and assembly, to independent companies like us to shorten production cycles. In addition, the availability of advanced independent semiconductor manufacturing services has also enabled the growth of so-called “fabless” semiconductor companies that focus exclusively on design and marketing and outsource their manufacturing, testing and assembly requirements to independent companies. Our net revenue indirectly generated from these IDMs and fabless companies constitutes a substantial portion of our net revenue, representing 90% of our net revenue in 2004. We cannot assure you that these companies will continue to outsource their testing and assembly requirements to independent companies like us. A reversal of, or a slowdown in, this outsourcing trend could result in reduced demand for our services, which in turn could reduce our profitability.

Risks Relating to Our Business

If we are unable to compete effectively in the highly competitive semiconductor testing and assembly markets, we may lose customers and our income may decline.

The semiconductor testing and assembly markets are very competitive. We face competition from a number of IDMs with in-house testing and assembly capabilities and other independent semiconductor testing and assembly companies. Our competitors may have access to more advanced technologies and greater financial and other resources than we do. Many of our competitors have shown a willingness to reduce prices quickly and sharply in the past to maintain capacity utilization in their facilities during periods of reduced demand. In addition, an increasing number of our competitors conduct their operations in lower cost centers in Asia such as Mainland China, Thailand, Vietnam and the Philippines. While our prices for testing and assembly of memory and mixed-signal semiconductors increased by approximately 12% in 2004 from 2003, we cannot assure you our prices will not decrease in the future. Any renewed or continued erosion in the prices or demand for our testing and assembly services as a result of increased competition could adversely affect our profits.

We are highly dependent on the market for memory products. A downturn in the market for these products could significantly reduce our net revenue and net income.

A significant percentage of our net revenue is derived from testing and assembling memory semiconductors. Our net revenue derived from the testing and assembly of memory semiconductors accounted for 56%, 62% and 71% of our net revenue in 2002, 2003 and 2004, respectively. In the past, our service fees for testing and assembling memory semiconductors were sharply reduced in tandem with the decrease in the average selling price of DRAM. While the weighted average selling price for DRAM increased in 2004, we cannot assure you that this trend will continue and that there will not be any reductions in DRAM prices in the future. Any failure of the demand for DRAM to increase or any further decrease in the demand for memory products may therefore decrease the demand for our services and significantly reduce our net revenue and net income.

A decrease in market demand for LCD and other flat-panel display driver semiconductors may adversely affect our capacity utilization rates and thereby negatively affect our profitability.

We began offering testing and assembly services for LCD and other flat-panel display driver semiconductors in the second quarter of 2000. Our testing and assembly services for LCD and other flat-panel display driver semiconductors generated net revenue of NT\$992 million, NT\$1,683 million and NT\$2,750 million in 2002, 2003 and 2004, respectively. We spent NT\$1,232 million, NT\$1,255 million and NT\$1,380 million in 2002, 2003 and 2004, respectively, on equipment for tape carrier package, or TCP, chip-on-film, or COF, and chip-on-glass, or COG, technologies, which are used in testing and assembly services for LCD and other flat-panel display driver semiconductors. Most of this equipment may not be used for technologies other than TCP, COF or COG. While there was a significant demand for our LCD and other flat-panel display driver semiconductor testing and assembly services in 2004, any decrease in demand for these services would significantly impair our capacity utilization rates and may result in our inability to generate sufficient revenue to cover the significant depreciation expenses for the equipment used in testing and assembling LCD and other flat-panel display driver semiconductors, thereby negatively affecting our profitability. See also “— Because of our high fixed costs, if we are unable to achieve relatively high capacity utilization rates, our earnings and profitability may be adversely affected.”

Our significant amount of indebtedness and interest expense will limit our cash flow and could adversely affect our operations.

We have a significant level of debt and interest expense. We had approximately NT\$3,828 million (US\$121 million) and NT\$7,608 million (US\$240 million) in short- and long-term indebtedness outstanding as of December 31, 2004 including US\$84 million (NT\$2,676 million) of convertible notes due 2009, which bear interest at an annual rate of 1.75%. The notes are convertible into our common shares at an initial conversion price of US\$7.85, which may be adjusted in certain circumstances, but shall not be less than 80% of the initial conversion price.

Our significant indebtedness poses risks to our business, including the risks that:

- we could use a substantial portion of our consolidated cash flow from operations to pay principal and interest on our debt, thereby reducing the funds available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- insufficient cash flow from operations may force us to sell assets, or seek additional capital, which we may be unable to do at all or on terms favorable to us;
- our level of indebtedness may make us more vulnerable to economic or industry downturns; and
- our debt service obligations increase our vulnerabilities to competitive pressures, because many of our competitors may be less leveraged than we are.

The indenture governing the convertible notes we issued in November 2004 does not limit our ability to incur additional indebtedness in the future. If new indebtedness is incurred, the risks that we face could intensify. Our ability to make required payments on the convertible notes and to satisfy any other debt obligations will depend on our future operating performance and our ability to obtain additional debt or equity financing on commercially reasonable terms. For additional information on our indebtedness, see “Item 5. Operating and Financial Review and Prospects – Liquidity and Capital Resources – Capital Resources.”

Our results of operations may fluctuate significantly and may cause the market price of our common shares to be volatile.

Our results of operations have varied significantly from period to period and may continue to vary in the future. Among the more important factors affecting our quarterly and annual results of operations are the following:

- our ability to accurately predict customer demand, as we must commit significant capital expenditures in anticipation of future orders;
- our ability to quickly adjust to unanticipated declines or shortfalls in demand and market prices for our testing and assembly services, due to our high percentage of fixed costs;
- changes in prices for our testing and assembly services;
- volume of orders relative to our testing and assembly capacity;
- capital expenditures and production uncertainties relating to the roll-out of new testing or assembly services;
- our ability to obtain adequate testing and assembly equipment on a timely basis;

- changes in costs and availability of raw materials, equipment and labor;
- changes in our product mix; and
- earthquakes, drought and other natural disasters, as well as industrial accidents.

Because of the factors listed above, our future results of operations or growth rates may be below the expectations of research analysts and investors. If so, the market price of our shares, and the market value of your investment, may fall.

We depend on key customers for a substantial portion of our net revenue and a loss of, or deterioration of the business from, any one of these customers could result in decreased net revenue and materially adversely affect our results of operations.

We depend on a small group of customers for a substantial portion of our business. In 2004, our five largest customers accounted for 55.1% of our net revenue. Our two largest customers, ProMOS Technologies, or ProMOS, and Powerchip Semiconductor Corp, or Powerchip, accounted for 28% and 11%, respectively, of our net revenue in 2004. ProMOS is an affiliate of Mosel Vitelic Inc., or Mosel, which, as of April 30, 2005, indirectly owned approximately 38.8% of our outstanding common shares.

We expect that we will continue to depend on a relatively limited number of customers for a significant portion of our net revenue. Any adverse development in our key customers' operations, competitive position or customer base could materially reduce our net revenue and adversely affect our business and profitability. Since new customers usually require us to pass a lengthy and rigorous qualification process, if we lose any of our key customers, we may not be able to replace them in a timely manner. Also, semiconductor companies generally rely on service providers with whom they have established relationships to meet their testing and assembly needs for existing and future applications. If any of our key customers reduces, delays or cancels its orders, and if we are unable to attract new key customers or use our excess capacity to service our remaining customers, our net revenue could be reduced and our business and results of operations materially adversely affected.

Because of our high fixed costs, if we are unable to achieve relatively high capacity utilization rates, our earnings and profitability may be adversely affected.

Our operations are characterized by a high proportion of fixed costs. For memory and mixed-signal semiconductor testing services, our fixed costs represented 53%, 53% and 58% of our total cost of revenue in 2002, 2003 and 2004, respectively. For memory and mixed-signal semiconductor assembly services, our fixed costs represented 44%, 28% and 22% of our total cost of revenue in 2002, 2003 and 2004, respectively. For LCD and other flat-panel display driver semiconductor testing and assembly services, our fixed costs represented 52%, 50% and 48% of our total cost of revenue in 2002, 2003 and 2004, respectively. Our profitability depends in part not only on absolute pricing levels for our services, but also on the utilization rates for our testing and assembly equipment, commonly referred to as "capacity utilization rates". Increases or decreases in our capacity utilization rates significantly affect our gross margins as unit costs generally decrease as the fixed costs are allocated over a larger number of units. In 2004, our capacity utilization rate was 89% for memory and mixed-signal semiconductor testing services, 76% for LCD and other flat-panel display driver semiconductor testing and assembly services and 88% for memory and mixed-signal assembly services. If we fail to increase or maintain our capacity utilization rates, our earnings and profitability may be adversely affected.

The testing and assembly process is complex and our production yields and customer relationships may suffer as a result of defects or malfunctions in our testing and assembly equipment and the introduction of new packages.

Semiconductor testing and assembly are complex processes that require significant technological and process expertise. Semiconductor testing involves sophisticated testing equipment and computer software. We develop computer software to test our customers' semiconductors. We also develop conversion software programs that enable us to test semiconductors on different types of testers. Similar to most software programs, these software programs are complex and may contain programming errors or "bugs." In addition, the testing process is subject to human error by our employees who operate our testing equipment and related software. Any significant defect in our testing or conversion software, malfunction in our testing equipment or human error could reduce our production yields and damage our customer relationships.

The assembly process involves a number of steps, each of which must be completed with precision. Defective packages primarily result from:

- contaminants in the manufacturing environment;
- human error;
- equipment malfunction;
- defective raw materials; or
- defective plating services.

These and other factors have, from time to time, contributed to lower production yields. They may do so in the future, particularly as we expand our capacity or change our processing steps. In addition, to be competitive, we must continue to expand our offering of packages. Our production yields on new packages typically are significantly lower than our production yields on our more established packages. Our failure to maintain high standards or acceptable production yields, if significant and prolonged, could result in a loss of customers, increased costs of production, delays, substantial amounts of returned goods and related claims by customers. Further, to the extent our customers have set target production yields, we may be required to compensate our customers in a pre-agreed manner. Any of these problems could materially adversely affect our business reputation and result in reduced net revenue and profitability.

Because of the highly cyclical nature of our industry, our capital requirements are difficult to plan. If we cannot obtain additional capital when we need it, we may not be able to maintain or increase our current growth rate and our profits will suffer.

Our capital requirements are difficult to plan as our industry is highly cyclical and rapidly changing. To remain competitive, we will need capital to fund the expansion of our facilities as well as to fund our equipment purchases and research and development activities. We believe that our current cash and cash equivalents, cash flow from operations and available credit facilities will be sufficient to meet our working capital and capital expenditure requirements under our existing arrangements through the end of 2006, except for the investment in a new production facility in Shanghai owned by ChipMOS TECHNOLOGIES (Shanghai) LTD., or ChipMOS Shanghai, a wholly-owned subsidiary of our controlled consolidated subsidiary, Modern Mind Technology Limited, or Modern Mind. In addition, future capacity expansions or market or other developments may require additional funding. Our ability to obtain external financing in the future depends on a number of factors, many of which are beyond our control. They include:

- our future financial condition, results of operations and cash flows;
- general market conditions for financing activities by semiconductor testing and assembly companies; and
- economic, political and other conditions in Taiwan and elsewhere.

If we are unable to obtain funding in a timely manner or on acceptable terms, our growth prospects and potential future profitability will suffer.

If Modern Mind fails to invest an additional US\$157.5 million into ChipMOS Shanghai by December 6, 2007, ChipMOS Shanghai's business license may become automatically void and ChipMOS Shanghai may have to be liquidated, which could hurt our growth prospects and potential future profitability.

Under applicable regulations of the People's Republic of China, or PRC, and the terms of the business license of ChipMOS Shanghai, a wholly-owned subsidiary of our controlled consolidated subsidiary, Modern Mind, the business license of ChipMOS Shanghai may automatically become void and ChipMOS Shanghai may have to be liquidated if Modern Mind fails to invest an additional US\$157.5 million by December 6, 2007, unless an additional extension has been obtained from the relevant PRC regulatory authorities. We may not have sufficient financial resources to meet ChipMOS Shanghai's investment commitments without obtaining additional financing. Even if we have the financial resources available, we may decide not to fund the investment if it would cause Mosel to violate applicable ROC laws and regulations. See "— Risks Relating to Countries in Which We Conduct Operations — The investment in Mainland China by our controlled consolidated subsidiary, Modern Mind, through ChipMOS Shanghai, and the related contractual arrangements may result in Mosel violating ROC laws governing investments in Mainland China by ROC companies or persons. Any sanctions on Mosel as a result of any violation of ROC laws may cause Mosel to decrease its ownership in us significantly or cause Mosel to take other actions that may not be in the best interest of our other shareholders."

We understand that the relevant PRC regulatory authority is not legally obligated to, but in practice may, grant Modern Mind a grace period if it submits in advance an application for extending the deadlines for making the remaining investments in ChipMOS Shanghai. In March 2005, Modern Mind was granted an extension of the investment deadline from December 6, 2005 to December 6, 2007 by the relevant PRC regulatory authority. If we are unable to obtain the funding in a timely manner or on acceptable terms or if we are unwilling to provide funding to ChipMOS Shanghai through Modern Mind, ChipMOS Shanghai may lose its business license and may have to be liquidated and our growth prospects and potential future profitability may suffer.

Disputes over intellectual property rights could be costly, deprive us of technologies necessary for us to stay competitive, render us unable to provide some of our services and reduce our opportunities to generate revenue.

Our ability to compete successfully and achieve future growth will depend, in part, on our ability to protect our proprietary technologies and to secure on commercially acceptable terms critical technologies that we do not own. We cannot assure you that we will be able to independently develop, or secure from any third party, the technologies required for our testing and assembly services. Our failure to successfully obtain these technologies may seriously harm our competitive position and render us unable to provide some of our services.

Our ability to compete successfully also depends on our ability to operate without infringing upon the proprietary rights of others. The semiconductor testing and assembly industry is characterized by frequent litigation regarding patent and other intellectual property rights. We may incur legal liabilities if we infringe upon the intellectual property or other proprietary rights of others. The situation is exacerbated by our inability to ascertain what patent applications have been filed in the United States or elsewhere until they are granted. If any third party succeeds in its intellectual property infringement claims against us or our customers, we could be required to:

- discontinue using the disputed process technologies, which would prevent us from offering some of our testing and assembly services;
- pay substantial monetary damages;
- develop non-infringing technologies, which may not be feasible; or
- acquire licenses to the infringed technologies, which may not be available on commercially reasonable terms, if at all.

Any one of these developments could impose substantial financial and administrative burdens on us and hinder our business. Any litigation, whether as plaintiff or defendant, is costly and diverts our resources. If we fail to obtain necessary licenses or if litigation relating to patent infringement or other intellectual property matters occurs, it could prevent us from testing and assembling particular products or using particular technologies, which could reduce our opportunities to generate revenue.

If we are unable to obtain raw materials and other necessary inputs from our suppliers in a timely and cost-effective manner, our production schedules would be delayed and we may lose customers and growth opportunities and become less profitable.

Our operations require us to obtain sufficient quantities of raw materials at acceptable prices in a timely and cost-effective manner. We source most of our raw materials, including critical materials like leadframes, organic substrates, epoxy, gold wire and molding compound for assembly, and tapes for TCPs, from a limited group of suppliers. We purchase all of our materials on a purchase order basis and have no long-term contracts with any of our suppliers. From time to time, suppliers have extended lead times, increased the price or limited the supply of required materials to us because of market shortages. Consequently, we may, from time to time, experience difficulty in obtaining sufficient quantities of raw materials on a timely basis. In addition, from time to time, we may reject materials that do not meet our specifications, resulting in declines in output or yield. Although we typically maintain at least two suppliers for each key raw material, we cannot assure you that we will be able to obtain sufficient quantities of raw materials and other supplies of an acceptable quality in the future. It usually takes from three to six months to switch from one supplier to another, depending on the complexity of the raw material. If we begin to produce modules and subsystems, we will need significantly greater quantities and more types of raw materials and other inputs. Many of the new inputs we need to purchase will be mechanical or other non-semiconductor related products such as flat-panel displays or ink-jet printer heads. We currently do not have any arrangements with suppliers to provide the additional inputs that will be required for the modules and subsystems we currently contemplate producing. As a result, we cannot assure you that we will initially be able to purchase supplies of our non-semiconductor related inputs for our modules and subsystems. If we are unable to obtain raw materials and other necessary inputs in a timely and cost-effective manner, we may need to delay our production and delivery schedules, which may result in the loss of business and growth opportunities and could reduce our profitability.

If we are unable to obtain additional testing and assembly equipment or facilities in a timely manner and at a reasonable cost, we may be unable to fulfill our customers' orders and may become less competitive and less profitable.

The semiconductor testing and assembly business is capital intensive and requires significant investment in expensive equipment manufactured by a limited number of suppliers. The market for semiconductor testing and assembly equipment is characterized, from time to time, by intense demand, limited supply and long delivery cycles. Our operations and expansion plans depend on our ability to obtain equipment from a limited number of suppliers in a timely and cost-effective manner. Currently, the lead time for the delivery of testers for which we have placed orders has been increasing from the usual three months after the date of order. We have no binding supply agreements with any of our suppliers and we acquire our testing and assembly equipment on a purchase order basis, which exposes us to changing market conditions and other significant risks. Semiconductor testing and assembly also requires us to operate sizeable facilities. If we are unable to obtain equipment or facilities in a timely manner, we may be unable to fulfill our customers' orders, which could negatively impact our financial condition and results of operations as well as our growth prospects.

If we are unable to manage the expansion of our operations and resources effectively, our growth prospects may be limited and our future profitability may be reduced.

We expect to continue to expand our operations and increase the number of our employees. Rapid expansion puts a strain on our managerial, technical, financial, operational and other resources. As a result of our expansion, we will need to implement additional operational and financial controls and hire and train additional personnel. We cannot assure you that we will be able to do so effectively in the future, and our failure to do so could jeopardize our expansion plans and seriously harm our operations.

Bermuda law may be less protective of shareholder rights than laws of the United States or other jurisdictions.

Our corporate affairs are governed by our memorandum of association, our bye-laws and laws governing corporations incorporated in Bermuda. Shareholder suits such as class actions (as these terms are understood with respect to corporations incorporated in the United States) are generally not available in Bermuda. Therefore, our shareholders may be less able under Bermuda law than they would be under the laws of the United States or other jurisdictions to protect their interests in connection with actions by our management, members of our Board of Directors or our controlling shareholder.

It may be difficult to bring and enforce suits against us in the United States.

We are incorporated in Bermuda and a majority of our directors and most of our officers are not residents of the United States. A substantial portion of our assets is located outside the United States. As a result, it may be difficult for our shareholders to serve notice of a lawsuit on us or our directors and officers within the United States. Because most of our assets are located outside the United States, it may be difficult for our shareholders to enforce in the United States judgments of United States courts. Appleby Spurling Hunter, our counsel in Bermuda, has advised us that there is some uncertainty as to the enforcement in Bermuda, in original actions or in actions for enforcement of judgments of United States courts, of liabilities predicated upon United States federal securities laws.

Investor confidence and the market prices of our shares may be adversely impacted if we or our independent public registered accounting firm is unable to conclude our internal control over our financial reporting is effective as of December 31, 2006 as required by Section 404 of the Sarbanes-Oxley Act of 2002.

We are subject to the SEC's reporting obligations. The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring each public company to include a report of management on the company's internal control over financial reporting in its Annual Report on Form 10-K or Form 20-F, as the case may be, that contains an assessment by management of the effectiveness of the company's internal control over financial reporting. In addition, the company's independent public registered accounting firm must attest to and report on management's assessment of the effectiveness of the company's internal control over financial reporting. These requirements will first apply to our Annual Report on Form 20-F for the fiscal year ending December 31, 2006. Our management may not conclude that our internal controls are effective. Moreover, even if our management concludes that our internal controls over our financial reporting is effective, our independent public registered accounting firm may disagree. If our independent public registered accounting firm is not satisfied with our internal controls over our financial reporting or the level at which our controls are documented, designed, operated or reviewed, or if the independent public registered accounting firm interprets the requirements, rules or regulations differently from us, then it may decline to attest to our management's assessment or may issue an adverse opinion. Any of these possible outcomes could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our consolidated financial statements, which ultimately could negatively impact the market prices of our common shares.

Any environmental claims or failure to comply with any present or future environmental regulations, or any new environmental regulations, may require us to spend additional funds, may impose significant liability on us for present, past or future actions, and may dramatically increase the cost of providing our services to our customers.

We are subject to various laws and regulations relating to the use, storage, discharge and disposal of chemical by-products of, and water used in, our assembly process. Although we have not suffered material environmental claims in the past, a failure or a claim that we have failed to comply with any present or future regulations could result in the assessment of damages or imposition of fines against us, suspension of production or a cessation of our operations or negative publicity. New regulations could require us to acquire costly equipment or to incur other significant expenses. Any failure on our part to control the use of, or adequately restrict the discharge of, hazardous substances could subject us to future liabilities that may materially reduce our earnings.

Fluctuations in exchange rates could result in foreign exchange losses.

Currently, most of our net revenue is denominated in NT dollars. Our cost of revenue and operating expenses, on the other hand, are incurred in several currencies, including NT dollars, Japanese yen, US dollars and Renminbi, or RMB. In addition, a substantial portion of our capital expenditures, primarily for the purchase of testing and assembly equipment, has been, and is expected to continue to be, denominated in Japanese yen with much of the remainder in US dollars. We also have debt denominated in NT dollars, Japanese yen, US dollars and RMB. Fluctuations in exchange rates, primarily among the US dollar, the NT dollar and the Japanese yen, will affect our costs and operating margins in NT dollar terms. In addition, these fluctuations could result in exchange losses and increased costs in NT dollar terms. Despite selective hedging and other techniques implemented by us, fluctuations in exchange rates have affected, and may continue to affect, our financial condition and results of operations.

We may increase our inventory if we expand our services to manufacturing modules and subsystems, which in turn could increase our working capital requirements and subject us to increased risks of inventory losses or writedowns.

If we expand our services to the manufacturing of modules and subsystems, such as liquid crystal modules and ink-jet print head modules, we will need to purchase wafers, LCD panels, color filters, polarizer film, ink-jet print heads and other inputs related to our module and subsystems business. We anticipate that we will have to purchase many of these inputs in advance of our completion of the production of the corresponding module or subsystem and thus will hold some of these inputs, either alone or as part of work in progress, in inventory for a period of time. As a result, although we will try to minimize the time between purchase of the inputs and sale of the final modules or subsystems, we will be subject to the risk that the value of such inputs and work in progress will decline, perhaps significantly, prior to the completion of production and sale of the final module or subsystem. Moreover, deteriorating market conditions may result in an increase in our inventory levels, a decline in the average selling price of our products and a corresponding decrease in the stated value of our inventories. We cannot assure you that we will be able to maintain our inventories at a satisfactory level or that we will not incur losses on inventories in the future.

We may not be successful in our acquisitions of and investments in other companies and businesses, and may therefore be unable to implement fully our business strategy.

As part of our growth strategy, from time to time, we make acquisitions and investments in companies or businesses. For example, we acquired through ChipMOS Taiwan an equity interest in Chantek in 2002, subsequently increased that interest to 68.0% as of April 30, 2005, and announced a merger of Chantek into ChipMOS Taiwan on June 16, 2005. In 2002, we acquired through ChipMOS Taiwan an equity interest in ThaiLin Semiconductor Corp., or ThaiLin, that was 27.6% as of April 30, 2005. In 2004, we acquired certain testing and assembly equipment from First International Computer Testing and Assembly, or FICTA, as well as a 67.8% stake in First Semiconductor Technology Inc., which interest we sold to First Semiconductor Technology Inc. in April 2005. We merged WORLD-WIDE TEST Technology Inc., or WWT, into one of our subsidiaries, as discussed in more detail in “Item 4. Information on the Company — Our Structure and History — ChipMOS Logic TECHNOLOGIES, INC.” below. The success of our acquisitions and investments depends on a number of factors, including:

- our ability to identify suitable opportunities for investment or acquisition;
- our ability to reach an acquisition or investment agreement on terms that are satisfactory to us or at all;
- the extent to which we are able to exercise control over the acquired company;
- the economic, business or other strategic objectives and goals of the acquired company compared to those of our company; and
- our ability to successfully integrate the acquired company or business with our company.

If we are unsuccessful in our acquisitions and investments, we may not be able to implement fully our business strategy to maintain or grow our business.

Potential conflicts of interest with Siliconware Precision could interfere with our ability to conduct the operations of ChipMOS Taiwan and could result in the loss of our customers to Siliconware Precision.

As of April 30, 2005, Siliconware Precision owned 28.7% of the outstanding equity securities of ChipMOS Taiwan. Siliconware Precision provides testing and assembly services for logic and mixed-signal semiconductors. Under the terms of the joint venture agreement between Mosel and Siliconware Precision regarding the operation of ChipMOS Taiwan, Siliconware Precision is entitled to nominate two of the seven board members of ChipMOS Taiwan. One of ChipMOS Taiwan’s directors, who is also a director of ChipMOS Bermuda, is the current representative of Siliconware Precision, and another director is an employee of Siliconware Precision. As a result, conflicts of interest between these directors’ duty to Siliconware Precision and to us may arise. We cannot assure you that when such conflicts of interest arise, these directors will act completely in our interests or that conflicts of interest will be resolved in our favor. These conflicts may result in the loss by us of existing or potential customers to Siliconware Precision.

We depend on key personnel, and our revenue could decrease and our costs could increase if we lose their services.

We depend on the continued service of our executive officers and skilled engineering, technical and other personnel. We will also be required to hire a substantially greater number of skilled employees in connection with our expansion plans. In particular, we depend on a number of skilled employees in connection with our LCD and other flat-panel display driver semiconductor testing and assembly services, and the competition for such employees in Taiwan and Mainland China is intense. We may not be able to either retain our present personnel or attract additional qualified personnel as and when needed. Moreover, we do not carry key person insurance for any of our executive officers nor do we have employment contracts with any of our executive officers or employees, and, as a result, none of our executive officers or employees is bound by any non-competition agreement. If we lose any of our key personnel, it could be very difficult to find and integrate replacement personnel, which could affect our ability to provide our services, resulting in reduced net revenue and earnings. In addition, we may need to increase employee compensation levels in order to retain our existing officers and employees and to attract additional personnel. Seven percent of the workforce at our facilities in Taiwan are foreign workers employed by us under work permits that are subject to government regulations on renewal and other terms. Consequently, if the regulations in Taiwan relating to the employment of foreign workers were to become significantly more restrictive or if we are otherwise unable to attract or retain these workers at reasonable cost, we may be unable to maintain or increase our level of services and may suffer reduced net revenue and earnings.

Risks Relating to Our Relationship with Mosel

Mosel exercises significant control over our company and could cause us to take actions that may not be, or refrain from taking actions that may be, in our best interest or the best interest of our other shareholders.

Mosel indirectly owned approximately 38.8% of our common shares as of April 30, 2005. As our largest shareholder, Mosel exercises significant control over all matters submitted to our shareholders for approval and other corporate actions, such as:

- election of directors;
- timing and manner of dividend distributions;
- approval of contracts between us and Mosel or its affiliates, which could involve conflicts of interest; and
- open market purchase programs or other purchases of our common shares.

Mosel's substantial interests in our company could also:

- delay, defer or prevent a change in who controls us;
- discourage bids for our shares at a premium over the market price; and
- adversely affect the market price of our common shares.

Moreover, because Mosel has the power to direct or influence our corporate actions, we may be required to engage in transactions that may not be agreeable to our other shareholders or that may not be in the best interest of our other shareholders.

In April 2003, ChipMOS Taiwan purchased from third-party bondholders NT\$570 million worth of index bonds due in 2003 of Mosel, as described in more detail in "Item 7. Major Shareholders and Related Party Transactions — Other Related Party Transactions — Mosel Vitelic Inc." If we acquire debt or other securities of Mosel in the future, there can be no assurance that we will be able to resell such securities or otherwise recoup any or all of our money used to acquire them.

ChipMOS Taiwan entered into certain transactions that, if determined to have constituted impermissible financings or purchases of assets or equity of Mosel under ROC law, could result in the resignations of members of our management. As a result, our business operations could be disrupted and the market price of our shares could decline.

ROC law limits the ability of a company incorporated in Taiwan to purchase any equity interest in companies, directly or indirectly, holding more than 50% of its issued and outstanding voting securities or registered capital or to provide loans or other financing to any company. During 2002, ChipMOS Taiwan engaged in certain transactions as described in more detail in “Item 7. Major Shareholders and Related Party Transactions — Related Party Transactions — Certain Transactions in 2002.” In addition, ChipMOS Taiwan purchased NT\$242 million worth of Mosel shares in 2002, the market value of which as of April 30, 2005 was approximately NT\$23 million. See notes 4 and 20 to our consolidated financial statements included in this annual report for details of the allowances for loss we have made in 2003 and 2004 against this and other short-term investments. Lee and Li, our ROC special counsel, has advised us that these transactions do not violate relevant ROC law provisions prohibiting a subsidiary from buying or taking collateral in shares of companies holding, directly or indirectly, more than 50% of its issued and outstanding voting securities or registered capital because Mosel’s then indirect interest (calculated as the product of (a) Mosel’s percentage interest in ChipMOS Bermuda and (b) ChipMOS Bermuda’s percentage interest in ChipMOS Taiwan) in ChipMOS Taiwan was less than 50% and ChipMOS Bermuda is incorporated outside of Taiwan. However, we understand that there is no applicable judicial precedent and there is some doubt as to how a court would rule if presented with the situation.

If it were to be determined that any of the transactions described above constituted an impermissible financing or purchase of assets of Mosel by ChipMOS Taiwan or an impermissible purchase of Mosel’s equity by ChipMOS Taiwan, then ChipMOS Taiwan’s then chairman and any responsible officers would be jointly and severally liable to ChipMOS Taiwan for any losses suffered by ChipMOS Taiwan and may also be severally liable criminally for any breach of fiduciary duties that resulted in losses and damages suffered by ChipMOS Taiwan. Moreover, certain of these transactions may not have been in full compliance with ChipMOS Taiwan’s then applicable internal procedures due to the failure to have received an appropriate valuation opinion prior to entering into such purchases. The failure to comply fully with ChipMOS Taiwan’s then applicable internal procedures could constitute evidence of a failure by the then chairman of ChipMOS Taiwan and responsible officers to comply fully with their fiduciary duties, which could result in them being held criminally liable for any breach of fiduciary duties that resulted in losses and damages to ChipMOS Taiwan. If members of our current management were held to have breached their fiduciary duties or become criminally liable for the transactions described above, they may become obliged, whether under law or otherwise, to resign from their respective positions at ChipMOS Bermuda and our affiliates. Any loss of the services of these persons could disrupt our business, damage our reputation, and cause the market price of our shares to decline.

The ongoing criminal investigations and trial involving Mr. Hung-Chiu Hu, Mr. Robert Ma Kam Fook and Mr. Jwo-Yi Miao, our former directors, could have a material adverse effect on our business and cause our stock price to decline.

Mr. Hung-Chiu Hu and Mr. Jwo-Yi Miao are currently on criminal trial in the Taipei District Court, and Mr. Robert Ma Kam Fook is under criminal investigation by the Taipei Prosecutor’s Office, in connection with alleged embezzlement during the 1990s at Pacific Electric Wire & Cable Co., Ltd., or Pacific Electric, a company incorporated in Taiwan and, until April 28, 2004, listed on the Taiwan Stock Exchange. Mr. Hu and Mr. Miao have been indicted for offenses including breach of trust and violation of the Taiwan Commercial Accounting Law and the Taiwan Securities and Exchange Law. Mr. Robert Ma Kam Fook is under investigation in connection with alleged money laundering activities related to the alleged offenses of Mr. Hu. We understand that the investigations were initiated after certain directors of Pacific Electric filed a complaint in February 2004 with the Taipei Prosecutor’s Office against Mr. Hu alleging that he embezzled certain corporate funds and misappropriated certain assets while he was an executive vice president and a director of Pacific Electric. Pacific Electric and its directors have also filed similar lawsuits against certain former chairmen, directors and officers of Pacific Electric.

On December 21, 2004, our board established a special investigation committee solely comprised of Messrs. Pierre Laflamme and Yeong-Her Wang, two of the Company's independent directors. Concurrent with the establishment of the special investigation committee, our board requested the resignations of Mr. Hu and Mr. Miao, who subsequently resigned from our board on June 2, 2005 and June 8, 2005, respectively. Our board also accepted the resignation of Mr. Robert Ma Kam Fook on December 21, 2004. The special investigation committee engaged Diwan, Ernst & Young ("Ernst & Young"), as its forensic accounting advisor and Baker & McKenzie as its legal advisor to review transactions that were similar in nature to the transactions that allegedly implicated Messrs. Hu, Miao and Ma at Pacific Electric as well as significant related party transactions between ChipMOS Bermuda, including its subsidiaries and affiliates, and Messrs. Hu, Miao and Ma and any companies or entities affiliated with any of them. The special investigation committee also engaged Hong Kong counsel.

On June 23, 2005, the special investigation committee presented its final report to our Board of Directors. The special investigation committee concluded that the review conducted by Ernst & Young and Baker & McKenzie did not reveal previously unknown information regarding losses suffered by ChipMOS Bermuda, other than a potential liability relating to a credit facility entered into with Trident (Asia) Investments Limited ("Trident") and HSH Nordbank AG, Hong Kong Branch ("Nordbank"). The special investigation committee noted that total losses from transactions reviewed by it in the amount of NT\$454 million (US\$14 million), relating to impairment losses and realized losses of certain investments, have been reflected in our 2002, 2003 and 2004 financial statements, and a potential decline in the value of our investment in respect of Ultima Technology Corp. (BVI), which has been preliminarily estimated to be approximately NT\$245 million (US\$8 million), is not yet reflected in our financial statements. See, notes 4, 9 and 20 to our financial statements contained in this annual report and "Item 7. Major Shareholders and Related Party Transactions — Related Party Transactions." For information regarding the credit facility, see "— ChipMOS Bermuda and ChipMOS Hong Kong may be held liable for outstanding loan balances drawn down by Trident as joint borrowers under a credit facility entered into with Nordbank." The special investigation committee did not make any factual findings as to the business purpose of the transactions reviewed or as to persons at the Company responsible for such transactions.

Any adverse publicity from the investigation, trial or conviction of Messrs. Hu, Miao or Ma could have a material adverse effect on our business or cause our stock price to decline. For additional information on the special investigation committee, see "Item 6. Directors, Senior Management and Employees — Special Investigation Committee."

ChipMOS Bermuda and ChipMOS Hong Kong may be held liable for outstanding loan balances drawn down by Trident as joint borrowers under a credit facility entered into with Nordbank.

In January 2003, ChipMOS Bermuda, ChipMOS Hong Kong (formerly referred to as ChipMOS Far East) and Trident entered into a HK\$150 million credit facility with Nordbank. ChipMOS Hong Kong borrowed funds under the facility in 2003 and repaid them in 2004, and ChipMOS Bermuda has never borrowed under this facility. According to information provided to the special investigation committee by Trident, the outstanding loan balance under the credit facility was approximately US\$6.4 million as of March 31, 2005, and final repayment under the credit facility is due June 30, 2005. On November 18, 2004, ChipMOS Bermuda and ChipMOS Hong Kong sent letters to Nordbank seeking to terminate the credit facility. By letter dated March 21, 2005, Nordbank confirmed receipt of the letters. Nonetheless, as a joint-borrower under the credit facility, there may be a risk that the Company may be found liable for any unpaid balances of Trident due under the credit facility.

Potential conflicts of interest with our major shareholder and its affiliates may cause us to turn down orders from other customers.

As of April 30, 2005, Mosel indirectly held a 38.8% interest in us through its wholly-owned subsidiary Giant Haven Investments Ltd., and its indirectly held subsidiary, Mou-Fu Investment Ltd. Its affiliate, ProMOS, in which Mosel indirectly held a 17.9% interest as of April 30, 2005, designs and manufactures DRAM.

Mosel, with its significant ownership interest in us, has the ability to influence our major business decisions, including the allocation of testing and assembly service capacities and the development of our testing and assembly technologies. Mosel's involvement in the semiconductor business may lead to conflicts of interest in providing testing and assembly services to our other customers. Such a situation could damage our relationship with our other customers and could encourage them to divert their business with us to our competitors. In addition, one of our directors is currently the acting president of Mosel. As a result, conflicts of interest between this director's duty to Mosel and us may arise. For an example of such a conflict of interest, see "— Risks Relating to Countries in Which We Conduct Operations— The investment in Mainland China by our controlled consolidated subsidiary, Modern Mind, through ChipMOS Shanghai, and the related contractual arrangements may result in Mosel violating ROC laws governing investments in Mainland China by ROC companies or persons. Any sanctions on Mosel as a result of any violation of ROC laws may cause Mosel to decrease its ownership in us significantly or cause Mosel to take other actions that may not be in the best interest of our other shareholders." We cannot give any assurances that when conflicts of interest arise, Mosel's directors or officers on our board will act in our interests, or that conflicts of interest will be resolved in our favor. These conflicts may result in the loss of existing or potential customers.

Any decision by Mosel to pledge or sell its interests in us could result in a change of control in our company and could cause our stock price to decline.

In order to raise funds, Mosel may decide to pledge or sell our common shares to obtain additional capital. Any pledge or sale of our common shares by Mosel could result in a change of control in our company and could affect the market price of our common shares.

Potential defaults by Mosel under the terms of the joint venture agreement between Mosel and Siliconware Precision regarding the operation of ChipMOS Taiwan could harm our relationship with Mosel or require us to dilute our shareholding in ChipMOS Taiwan.

Under the terms of the joint venture agreement between Mosel and Siliconware Precision regarding the operation of ChipMOS Taiwan, Mosel has agreed to cooperate with Siliconware Precision to ensure that the shares of ChipMOS Taiwan are listed on the Taiwan Stock Exchange, the GreTai Securities Market or any other stock exchange. Mosel has also agreed to maintain at least a 28.8% equity interest in ChipMOS Taiwan for five years after such listing. We currently have no plans to list ChipMOS Taiwan, and Mosel currently has no direct equity interest in ChipMOS Taiwan. There can be no assurance that Siliconware Precision may not in the future seek to enforce against Mosel its obligations under the joint venture agreement. Remedies for breaches by Mosel of, or non-compliance by Mosel with, the terms of the joint venture agreement may include damages, the right of Siliconware Precision to purchase from Mosel additional shares of ChipMOS Taiwan or the right of Siliconware Precision to sell to Mosel its shares of ChipMOS Taiwan. Any litigation or any payments that Mosel will be required to make could strain Mosel's resources or adversely affect its financial condition, which could in turn adversely affect our relationship with Mosel. Any transfer of ChipMOS Taiwan shares could affect Mosel's ownership interests in and its exercise of significant control over ChipMOS Taiwan or us. As a result of any breach by Mosel of the joint venture agreement, Siliconware Precision's right to purchase ChipMOS Taiwan shares from Mosel would be limited to the number of ChipMOS Taiwan shares then owned by Mosel, and Siliconware Precision would be entitled to require Mosel to purchase all of the ChipMOS Taiwan shares then owned by Siliconware Precision. There can be no assurance that resolution of any disputes between Siliconware Precision and Mosel in this regard will not have an adverse effect on our business or financial condition.

Risks Relating to Countries in Which We Conduct Operations

The investment in Mainland China by our controlled consolidated subsidiary, Modern Mind, through ChipMOS Shanghai, and the related contractual arrangements may result in Mosel violating ROC laws governing investments in Mainland China by ROC companies or persons. Any sanctions on Mosel as a result of any violation of ROC laws may cause Mosel to decrease its ownership in us significantly or cause Mosel to take other actions that may not be in the best interest of our other shareholders.

ROC laws and regulations prohibit any investment by ROC entities in Mainland China in the semiconductor testing and assembly industry. Investment is defined for this purpose to mean:

- establishing a new company or enterprise in Mainland China;
- increasing one's equity interest in an existing company or enterprise in Mainland China;
- acquiring shares of an existing company or enterprise in Mainland China; or
- establishing or expanding a branch office in Mainland China.

We provide our services in Mainland China through ChipMOS Shanghai, a company incorporated under the laws of the PRC and a wholly-owned subsidiary of Modern Mind. Modern Mind is a company incorporated under the laws of the British Virgin Islands and is wholly owned by Jesper Limited, a company incorporated under the laws of the British Virgin Islands. While we do not own any equity interest in Modern Mind, we control Modern Mind through our ownership of a convertible note issued by Modern Mind, convertible into common shares with a controlling equity interest in Modern Mind at a conversion rate of one common share of Modern Mind for every US\$1.00 if repayment is not made when due. Under accounting principles that are applicable to us, Modern Mind is our controlled consolidated subsidiary. In addition, we have obtained from Jesper Limited an irrevocable option to acquire the common shares of Modern Mind then owned by Jesper Limited. Payment under the demand notes is fully and unconditionally guaranteed by Jesper Limited and secured by a security interest in the entire equity interest in Modern Mind and ChipMOS Shanghai. We are also in the process of implementing certain additional contractual arrangements with regard to ChipMOS Shanghai. Please see “Item 4. Information on the Company — Our Structure and History — Modern Mind Technology Limited and ChipMOS TECHNOLOGIES (Shanghai) LTD.” for further details on these contractual arrangements.

As the regulations described above are applicable only to entities organized within the ROC with respect to specified investments in Mainland China made by these entities, in the opinion of Lee and Li, our ROC special counsel, ChipMOS Bermuda’s indirect control over ChipMOS Shanghai through the ownership of convertible notes or demand notes issued by Modern Mind and the above contemplated contractual arrangements are in compliance with all existing ROC laws and regulations. There are, however, substantial uncertainties regarding the interpretation and application of ROC laws and regulations, including the laws and regulations governing the enforcement and performance of our contractual arrangements. Accordingly, we cannot assure you that ROC regulatory authorities will not take a view contrary to the opinion of our ROC special counsel.

In addition, under current applicable ROC regulations, if a company incorporated in the ROC has directly or indirectly invested in a company incorporated outside of the ROC and has controlling power over the management and operations of that non-ROC company, an investment by the non-ROC company in the PRC will constitute an investment by the ROC shareholder that is subject to ROC laws and regulations. As a result, for the purposes of these regulations, any investment (within the meaning of the ROC laws regulating investments in Mainland China) by ChipMOS Bermuda in ChipMOS Shanghai may be deemed to be an investment in Mainland China by Mosel, if Mosel is determined to have controlling power over our management and operations. While the regulations do not define what constitutes “controlling power over management and operations,” we understand from our ROC special counsel, Lee and Li, that, due to Mosel’s equity interest in us and representatives on our Board of Directors, any conversion of the convertible notes or demand notes into shares of Modern Mind or other acquisition of shares of Modern Mind or ChipMOS Shanghai by ChipMOS Bermuda may be deemed an investment in Mainland China by Mosel and require approval by the Investment Commission of the ROC Ministry of Economic Affairs, or the Investment Commission, and be subject to the prohibitions described in the first paragraph of this risk factor. As a result, so long as Mosel is deemed to have controlling power over ChipMOS Bermuda’s management and operations, ChipMOS Bermuda may have to choose not to convert its convertible notes or demand notes into common shares of Modern Mind in order to avoid any violations by Mosel under these regulations. As a result, any significant ownership of our common shares by Mosel could materially and adversely restrict our ability and flexibility in structuring our investment in Mainland China and thereby affect our business prospects.

If Mosel were determined to be in violation of the applicable ROC laws and regulations governing investments in Mainland China, Mosel may be ordered by the Investment Commission to cease such investment activities in Mainland China within a specified period of time and may be subject to a fine of between NT\$50,000 and NT\$25 million. Mosel could comply with the order of the Investment Commission either by causing us to terminate our investment activities in Mainland China or by taking actions that will cause Mosel to cease having controlling power over our management and operations. If Mosel does not comply with the order of the Investment Commission, the ROC government can impose on the chairman of Mosel up to two years’ imprisonment, a fine of up to NT\$25 million, or both. We cannot provide any assurance that any actions taken by Mosel to address any orders by the Investment Commission will be in the best interest of our other shareholders. See “— Risks Relating to Our Relationship with Mosel — Potential conflicts of interest with our major shareholder and its affiliates may cause us to turn down orders from other customers.” Any termination or disposal of ChipMOS Shanghai’s operations in Mainland China could have a material adverse effect on our financial condition, results of operations or prospects, as well as the market price of our common shares.

ROC laws and regulations prohibit certain technology cooperation between ROC persons or entities with PRC persons or entities, and our current technology transfer arrangements between ChipMOS Bermuda and ChipMOS Shanghai may be found to be in violation of such prohibition, which may result in the termination of such technology transfer arrangements and therefore have a material adverse effect on the operations of ChipMOS Shanghai and our financial condition and results of operations.

ROC laws and regulations prohibit any transfer of semiconductor testing and assembly technologies to any person or entity located in Mainland China. The ROC Ministry of Economic Affairs has the ultimate administrative authority in interpreting such laws and regulations. Under a technology transfer agreement, dated August 1, 2002, ChipMOS Bermuda licensed to ChipMOS Shanghai testing and assembly-related technologies that ChipMOS Bermuda controlled at that time, which included technologies that ChipMOS Bermuda had licensed from ChipMOS Taiwan. ChipMOS Bermuda also provided technical support and consulting services under this agreement to ChipMOS Shanghai. On April 7, 2004, ChipMOS Bermuda entered into an assignment agreement with ChipMOS Taiwan, pursuant to which ChipMOS Taiwan transferred all of the technologies it owned to ChipMOS Bermuda, including those previously licensed to ChipMOS Bermuda. ChipMOS Bermuda will continue to license such technologies to ChipMOS Shanghai pursuant to the above mentioned technology transfer agreement dated August 1, 2002.

In the opinion of Lee and Li, our ROC special counsel, our technology transfer arrangements after April 7, 2004 as described above are in compliance with all applicable ROC laws and regulations. However, substantial uncertainties regarding the interpretation and application of those laws and regulations exist. Accordingly, we cannot assure you that ROC regulatory authorities will not take a view contrary to the opinion of our ROC special counsel. If ChipMOS Taiwan were determined to be in violation of applicable ROC laws and regulations governing technology cooperation with PRC persons and entities, ChipMOS Taiwan may be ordered by the Investment Commission to terminate such activity within a specified period of time and may be subject to a fine of between NT\$50,000 and NT\$25 million. In addition, if ChipMOS Taiwan does not comply with the order of the Investment Commission, the ROC government can impose on the chairman of ChipMOS Taiwan up to two years' imprisonment, a fine of up to NT\$25 million, or both. Any termination of our current technology transfer to ChipMOS Shanghai could materially adversely affect our Mainland China operations and our financial condition, results of operations or prospects, as well as the market price of our common shares.

Our current ownership structure and contractual arrangements with Jesper Limited, Modern Mind and ChipMOS Shanghai may not be effective in providing operational control of our Mainland China operations.

We provide our services in Mainland China through ChipMOS Shanghai, a wholly-owned subsidiary of Modern Mind. While we do not own any equity interest in Modern Mind, we have a controlling interest in Modern Mind through our ownership of a convertible note issued by Modern Mind. In 2004, we restructured our control of ChipMOS Shanghai and the way we provide our services in Mainland China through contractual arrangements with Jesper Limited, Modern Mind, and ChipMOS Shanghai. See “— The investment in Mainland China by our controlled consolidated subsidiary, Modern Mind, through ChipMOS Shanghai, and the related contractual arrangements may result in Mosel violating ROC laws governing investments in Mainland China by ROC companies or persons. Any sanctions on Mosel as a result of any violation of ROC laws may cause Mosel to decrease its ownership in us significantly or cause Mosel to take other actions that may not be in the best interest of our other shareholders” for further details on these contractual arrangements. These contractual arrangements, however, may not be as effective in providing control over our Mainland China operations as would direct ownership in ChipMOS Shanghai.

Our ability to direct the operations we conduct through our subsidiaries and affiliated companies that we do not fully own may be limited by legal duties owed to other shareholders of such companies.

We conduct almost all of our operations through companies that we do not fully own. For example, almost all of our current consolidated operations are conducted through ChipMOS Taiwan, our 70.3% subsidiary, Chantek, ChipMOS Taiwan's 68.0% subsidiary as of April 30, 2005, ThaiLin, ChipMOS Taiwan's 27.6% subsidiary as of April 30, 2005, and ChipMOS Shanghai, in which we exercise control without holding any direct or indirect equity interest. We also conduct other activities through our affiliated entities. In accordance with the various laws of the relevant jurisdictions in which our subsidiaries and affiliates are organized, each of our subsidiaries and affiliates and their respective directors owe various duties to their respective shareholders. As a result, the actions we wish our subsidiaries or affiliates to take could be in conflict with their or their directors' legal duties owed to their other shareholders. When those conflicts arise, our ability to cause our subsidiaries or affiliates to take the action we desire may be limited.

Any future outbreak of severe acute respiratory syndrome or other new or unusual diseases may materially affect our operations and business.

An outbreak of a contagious disease such as severe acute respiratory syndrome, for which there is no known cure or vaccine, may potentially result in a quarantine of infected employees and related persons, and affect our operations at one or more of our facilities or the operations of our customers or suppliers. We cannot predict at this time the impact any future outbreak could have on our business and results of operations.

Strained relations between the Republic of China and the People's Republic of China could negatively affect our business and the market price of our shares.

Our principal executive offices and most of our testing and assembly facilities are located in Taiwan. The ROC has a unique international political status. The PRC government regards Taiwan as a renegade province and does not recognize the legitimacy of the ROC. Although significant economic and cultural relations have been established during recent years between the ROC and the PRC, relations have often been strained. In March 2005, the PRC government enacted an "Anti-Secession Law" codifying its policy of retaining the right to use military force to gain control over Taiwan, particularly under what it considers as highly provocative circumstances, such as a declaration of independence by Taiwan or the refusal by the ROC to accept the PRC's stated "one China" policy. Past developments in relations between the ROC and the PRC have on occasion depressed the market prices of the securities of Taiwanese or Taiwan related companies, including our own. Relations between the ROC and the PRC and other factors affecting military, political or economic conditions in Taiwan could have a material adverse effect on our financial condition and results of operations, as well as the market price and the liquidity of our common shares.

We are vulnerable to disasters and other events disruptive to our business and operations.

We currently provide most of our testing services through our facilities in the Hsinchu Industrial Park and the Hsinchu Science Park in Taiwan and all of our assembly services through our facility in the Southern Taiwan Science Park in Taiwan. Significant damage or other impediments to these facilities as a result of natural disasters, industrial strikes or industrial accidents could significantly increase our operating costs.

Taiwan is particularly susceptible to earthquakes. For example, in late 1999, Taiwan suffered severe earthquakes that caused significant property damage and loss of life, particularly in the central part of Taiwan. These earthquakes damaged production facilities and adversely affected the operations of many companies involved in the semiconductor and other industries. We experienced NT\$1 million in damages to our machinery and equipment, NT\$6 million in damages to our facilities, NT\$1 million in damages to our inventory and five days of delay in our production schedule as a result of these earthquakes.

In addition, the production facilities of many of our suppliers and customers and providers of complementary semiconductor manufacturing services, including foundries, are located in Taiwan. If our customers are affected, it could result in a decline in the demand for our testing and assembly services. If our suppliers and providers of complementary semiconductor manufacturing services are affected, our production schedule could be interrupted or delayed. As a result, a major earthquake, natural disaster or other disruptive event in Taiwan could severely disrupt the normal operation of business and have a material adverse effect on our financial condition and results of operations.

Risks Relating to Our Holding Company Structure

Our ability to receive dividends and other payments from our subsidiaries may be restricted by commercial, statutory and legal restrictions, and thereby materially adversely affect our ability to grow, fund investments, make acquisitions, pay dividends, and otherwise fund and conduct our business.

We are a holding company, and our most significant asset is our ownership interest in ChipMOS Taiwan. Although we control ChipMOS Shanghai through Modern Mind, we do not hold any equity interest in these entities due to ROC regulatory restrictions on investments in Mainland China. As long as we do not hold any equity interest in these entities, we are not entitled to any dividends distributed by these entities and our contractual arrangements may not effectively prevent these entities from declaring any dividends to their shareholders. Dividends we receive from our subsidiaries, if any, will be subject to taxation.

The ability of our subsidiaries to pay dividends, repay intercompany loans from us or make other distributions to us is restricted by, among other things, the availability of funds, the terms of various credit arrangements entered into by our subsidiaries, as well as statutory and other legal restrictions. In addition, although there are currently no foreign exchange control regulations which restrict the ability of our subsidiaries located in Taiwan to distribute dividends to us, we cannot assure you that the relevant regulations will not be changed and that the ability of our subsidiaries to distribute dividends to us will not be restricted in the future. A Taiwan company is generally not permitted to distribute dividends or to make any other distributions to shareholders for any year in which it did not have either earnings or retained earnings (excluding reserves). In addition, before distributing a dividend to shareholders following the end of a fiscal year, the company must recover any past losses, pay all outstanding taxes and set aside 10% of its annual net income (less prior years' losses and outstanding taxes) as a legal reserve until the accumulated legal reserve equals its paid-in capital, and may set aside a special reserve.

In addition, PRC law requires that our PRC-incorporated subsidiary only distributes dividends out of its net income, if any, as determined in accordance with PRC accounting standards and regulations. Under PRC law, it is also required to set aside at least 10% of its after-tax net income each year into its reserve fund until the accumulated legal reserve amounts to 50% of its registered capital. PRC-incorporated companies are further required to maintain a bonus and welfare fund at percentages determined at their sole discretion. The reserve fund and the bonus and welfare fund are not distributable as dividends. Any limitation on dividend payments by our subsidiaries could materially adversely affect our ability to grow, fund investments, make acquisitions, pay dividends, and otherwise fund and conduct our business.

Our ability to make further investments in ChipMOS Taiwan may be dependent on regulatory approvals. If ChipMOS Taiwan is unable to receive the equity financing it requires, its ability to grow and fund its operations may be materially adversely affected.

As ChipMOS Taiwan is not a listed company, it generally depends on us to meet its equity financing requirements. Any capital contribution by us to ChipMOS Taiwan may require the approval of the relevant ROC authorities. For example, any capital contribution by us to ChipMOS Taiwan will require the approval of the authorities of the Science Park Administration. We may not be able to obtain any such approval in the future in a timely manner, or at all. If ChipMOS Taiwan is unable to receive the equity financing it requires, its ability to grow and fund its operations may be materially adversely affected.

Risks Relating to Our Common Shares

Volatility in the price of our common shares may result in shareholder litigation that could in turn result in substantial costs and a diversion of our management's attention and resources.

The financial markets in the United States and other countries have experienced significant price and volume fluctuations, and market prices of technology companies have been and continue to be extremely volatile. Volatility in the price of our common shares may be caused by factors outside of our control and may be unrelated or disproportionate to our results of operations. In the past, following periods of volatility in the market price of a public company's securities, shareholders have frequently instituted securities class action litigation against that company. Litigation of this kind could result in substantial costs and a diversion of our management's attention and resources.

Certain provisions in our bye-laws make the acquisition of us by another company more difficult and therefore may delay, defer or prevent a change of control.

Our bye-laws provide that our Board of Directors is divided into three classes of directors, each class to be re-elected only once every three years. As a result, shareholders would not generally be able to replace a majority of the directors until after two annual general meetings. In addition, any extraordinary corporate transaction such as a merger, amalgamation or consolidation, or a sale or transfer of all or substantially all of our assets, cannot be done without the approval of shareholders representing 70% of all votes present at a general meeting called to consider such extraordinary transaction.

Future sales or issuance of common shares by us or our current shareholders could depress our share price and you may suffer dilution.

Sales of substantial amounts of shares in the public market, or the perception that future sales may occur, could depress the prevailing market price of our shares. As of April 30, 2005, we had approximately 67.4 million shares outstanding, approximately 30.7 million shares of which are currently freely tradeable within the United States without restriction or further registration under the Securities Act of 1933. In July 2004, we issued 7,000,000 common shares pursuant to a registration statement filed on May 21, 2004. In November 2004, we issued US\$85 million of convertible notes in a private offering outside of the United States, and in December 2004, we repurchased and cancelled US\$699,000 of those convertible notes. We plan to issue, from time to time, additional shares in connection with employee compensation and to finance possible future investments or acquisitions. The issuance of additional shares may have a dilutive effect on other shareholders and may cause the price of our common shares to decrease. See "Item 6. Directors, Senior Management and Employees — Share Option Plan" for a discussion of the Share Option Plan that we have adopted for the benefit of all of our directors, officers, employees and consultants.

In addition, the indictment relating to Mr. Hu alleges that embezzled funds were used in investments by PacMOS Technologies Holdings Limited, which, as of April 30, 2005, owned 5.8% of our outstanding common shares. As a result, PacMOS may be ordered by relevant authorities to dispose of its investments made with any embezzled funds, which may result in a sale of our shares by PacMOS. A sale of a significant number of our shares by PacMOS or our other current shareholders could depress our share price.

Conversion of the notes will dilute the ownership interest of existing shareholders and future issuances of our securities could dilute your ownership.

In November 2004, we issued US\$85 million (NT\$2,698 million) of convertible notes due 2009, which bear interest at an annual rate of 1.75%. The notes are convertible into our common shares at an initial conversion price of US\$7.85, which may be adjusted in certain circumstances, but shall not be less than 80% of the initial conversion price. The conversion of some or all of the convertible notes will dilute the ownership interest of existing shareholders. Any sales in the public market of the common shares issuable upon such conversion could adversely affect prevailing market prices of our common shares. In addition, the existence of the convertible notes may encourage short selling by market participants because the conversion of the notes could depress the price of our common shares. As of April 30, 2005, no conversion of the convertible notes had taken place.

Item 4. Information on the Company

Overview

We believe that we are one of the leading independent providers of semiconductor testing and assembly services. Specifically, we believe that we are the largest independent provider of testing and assembly services for LCD and other flat-panel display driver semiconductors globally and a leading provider of testing and assembly services for advanced memory products in Taiwan. The depth of our engineering expertise and the breadth of our testing and assembly technologies enable us to provide our customers with advanced and comprehensive solutions. In addition, our geographic presence in Taiwan and Mainland China is attractive to customers wishing to take advantage of the logistical and cost efficiencies stemming from our close proximity to foundries and producers of consumer electronic products in Taiwan and Mainland China. Our production facilities are located in Hsinchu and Tainan, Taiwan and Shanghai, Mainland China.

Industry Background

Semiconductor Industry Trends

Growth in the semiconductor industry is largely driven by end-user demand for consumer electronics, communications equipment and computers, for which semiconductors are critical components. Highly cyclical, the worldwide semiconductor industry has experienced peaks and troughs over the last decade, with a severe downturn at the end of 2000 that was followed by a modest recovery in late 2002. Since then, the industry has continued to expand and is expected to continue its growth over the next few years, driven by overall global GDP growth, increased information technology spending, and demand for new and improved electronic products and applications, along with further improvements in the cost, performance, speed and size of semiconductors.

Selected Key Semiconductor Markets

Various sectors of the semiconductor industry are expected to benefit from the anticipated growth in demand for new and improved electronic products and applications. These sectors include the memory semiconductor market, the LCD and other flat-panel display driver semiconductor market and the mixed-signal semiconductor market.

Memory Semiconductor Market

The memory market is expected to grow as memory content in consumer electronics and PC applications increases due to increasing operating system requirements, increasing use of graphics in gaming and other applications, continued growth of broadband content and a transition to 64-bit PC architecture. The memory market is dominated by two segments — DRAM and flash memory. Growth in the DRAM market is expected to be driven by an increase in PC unit shipments and wireless handsets that use multi-chip packages. The flash memory market is expected to continue to experience strong growth due to increasing memory requirements for cellular handsets, digital cameras and digital audio devices.

LCD and Other Flat-Panel Display Driver Semiconductor Market

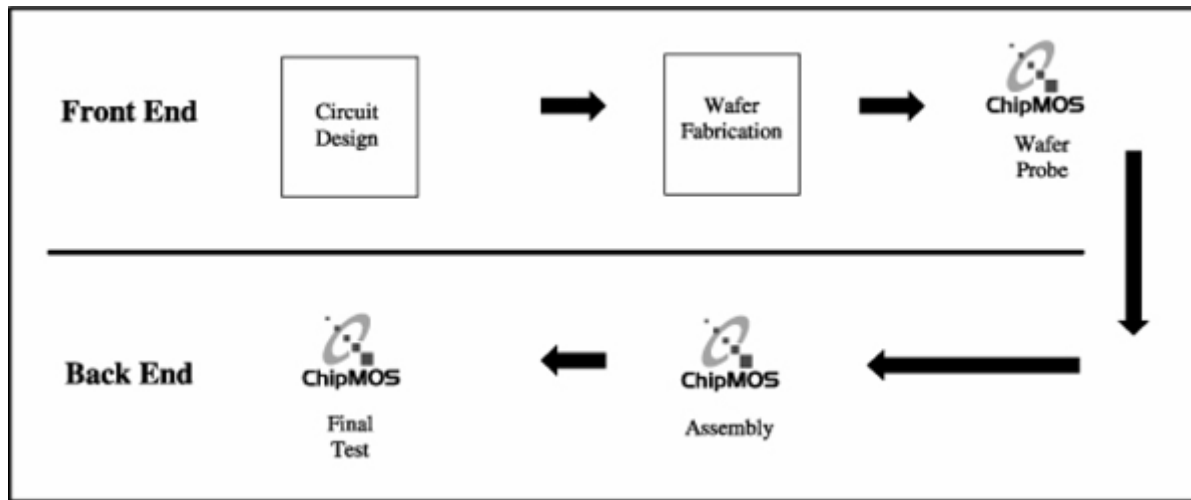
Flat-panel displays are used in applications such as PC monitors, notebook computers, television sets, cellular handsets and digital cameras. Thin-film-transistor LCDs, or TFT-LCDs, account for about three-fourths of the flat-panel display market. We currently expect the market for LCD and other flat-panel display driver semiconductors, which are semiconductors that control flat panels, to grow significantly due to increasing demand for flat-panel displays.

Mixed-Signal Semiconductor Market

The communications market is one of the main drivers of growth in the semiconductor industry. Mixed-signal semiconductors, which are chips with analog functionality covering more than half of the chip area, are largely used in the communications market. The increasing use of digital technology in communications equipment requires chips with both digital and analog functionality for applications such as modems, network routers, switches, cable set-top boxes and cellular handsets. As the size and cost of cellular handsets and other communications-related devices have decreased, components have increased in complexity. Mixed-signal semiconductors, such as LCD controllers and DVD controllers, are also used in consumer electronic products.

Overview of the Semiconductor Manufacturing Process

The manufacturing of semiconductors is a complex process that requires increasingly sophisticated engineering and manufacturing expertise. The manufacturing process may be broadly divided into the following stages:



Process	Description
Circuit Design	The design of a semiconductor is developed by laying out circuit patterns and interconnections.
Wafer Fabrication	Wafer fabrication begins with the generation of a photomask, a photographic negative onto which a circuit design pattern is etched or transferred by an electron beam or laser beam writer. Each completed wafer contains many fabricated chips, each known as a die.
Wafer Probe	Each individual die is then electrically tested, or probed, for defects. Dies that fail this test are discarded, or, in some cases, salvaged using laser repair.
Assembly	The assembly of semiconductors serves to protect the die, facilitates its integration into electronic systems and enables the dissipation of heat. The process begins with the dicing of the wafers into chips. Each die is affixed to a leadframe-based or organic substrate-based package. Then, electrical connections are formed, in many cases by connecting the terminals on the die to the inner leads of the package using fine metal wires. Finally, each chip is encapsulated for protection, usually in a molded epoxy enclosure.
Final Test	Assembled semiconductors are tested to ensure that the device meets performance specifications. Testing takes place on specialized equipment using software customized for each application. For memory semiconductors, this process also includes “burn-in” testing to screen out defective devices by applying very high temperatures and voltages.

Outsourcing Trends in Semiconductor Manufacturing

Historically, integrated device manufacturers, or IDMs, designed, manufactured, tested and assembled semiconductors primarily at their own facilities. In recent years, there has been a trend in the industry to outsource stages in the manufacturing process to reduce the high fixed costs resulting from the increasingly complex manufacturing process. Virtually every significant stage of the manufacturing process can be outsourced. The independent semiconductor manufacturing services market currently consists of wafer fabrication and probing services and semiconductor testing and assembly services. Most of the world's major IDMs now use some independent semiconductor manufacturing services to maintain a strategic mix of internal and external manufacturing capacity. We believe that many of these IDMs are significantly reducing their investments in new semiconductor testing and assembly facilities. The availability of technologically advanced independent semiconductor manufacturing services has also enabled the growth of "fabless" semiconductor companies that focus exclusively on semiconductor design and marketing and outsource their fabrication, testing and assembly requirements to independent companies.

We believe the outsourcing of semiconductor manufacturing services, and in particular of testing and assembly services, will increase for many reasons, including the following:

Significant Capital Expenditure Requirements. Driven by increasingly sophisticated technological requirements, wafer fabrication, testing and assembly processes have become highly complex, requiring substantial investment in specialized equipment and facilities and sophisticated engineering and manufacturing expertise. In addition, product life cycles have been shortening, magnifying the need to continually upgrade or replace manufacturing, testing and assembly equipment to accommodate new products. As a result, new investments in in-house fabrication, testing and assembly facilities are becoming less desirable for IDMs because of the high investment costs, as well as difficulties in achieving sufficient economies of scale and utilization rates to be competitive with the independent service providers. Independent foundry, testing and assembly companies, on the other hand, are able to realize the benefits of specialization and achieve economies of scale by providing services to a large base of customers across a wide range of products. This enables them to reduce costs and shorten production cycles through high capacity utilization and process expertise.

Increasing Focus on Core Competencies. As the costs of semiconductor manufacturing facilities increase, semiconductor companies are expected to further outsource their wafer fabrication, testing and assembly requirements to focus their resources on core competencies, such as semiconductor design and marketing.

Time-to-Market Pressure. Increasingly short product life cycles have amplified time-to-market pressure for semiconductor companies, leading them to rely increasingly on independent companies as a key source for effective wafer fabrication, testing and assembly services.

Semiconductor Testing and Assembly Services Industry

Growth in the semiconductor testing and assembly services industry is driven by increased outsourcing of the various stages of the semiconductor manufacturing process by IDMs and fabless semiconductor companies.

The Semiconductor Industry and Conditions of Outsourcing in Taiwan and Mainland China

Taiwan is one of the world's leading locations for outsourced semiconductor manufacturing. The semiconductor industry in Taiwan has developed such that the various stages of the semiconductor manufacturing process have been disaggregated, thus allowing for specialization. The disaggregation of the semiconductor manufacturing process in Taiwan permits these semiconductor manufacturing service providers to focus on particular parts of the production process, develop economies of scale, maintain higher capacity utilization rates and remain flexible in responding to customer needs. There are several leading service providers in Taiwan, each of which offers substantial capacity, high-quality manufacturing, leading semiconductor wafer fabrication, test, assembly and process technologies, and a full range of services. These service providers have access to an educated labor pool and a large number of engineers suitable for sophisticated manufacturing industries. As a result, many of the world's leading semiconductor companies outsource some or all of their semiconductor manufacturing needs to Taiwan's semiconductor manufacturing service providers and take advantage of the close proximity among facilities. In addition, companies located in Taiwan are very active in the design and manufacture of electronic systems, which has created significant local demand for semiconductor devices.

Mainland China is emerging as a similarly attractive location for outsourced semiconductor manufacturing. Mainland China is an attractive manufacturing location for electronic products because companies can take advantage of a well-educated yet low-cost labor force, cost savings due to tax benefits and a large domestic market. These factors have driven a rapid relocation of much of the electronics industry manufacturing and supply chain to Mainland China. An increasing number of global electronic systems manufacturers and contract manufacturers are relocating production facilities to Mainland China. We believe that these electronic product manufacturers and contract manufacturers will source an increasing portion of their demand for semiconductors from semiconductor suppliers located in Mainland China in order to reduce production cycle times, decrease costs, simplify supply chain logistics and meet local content requirements.

Overview of the Company

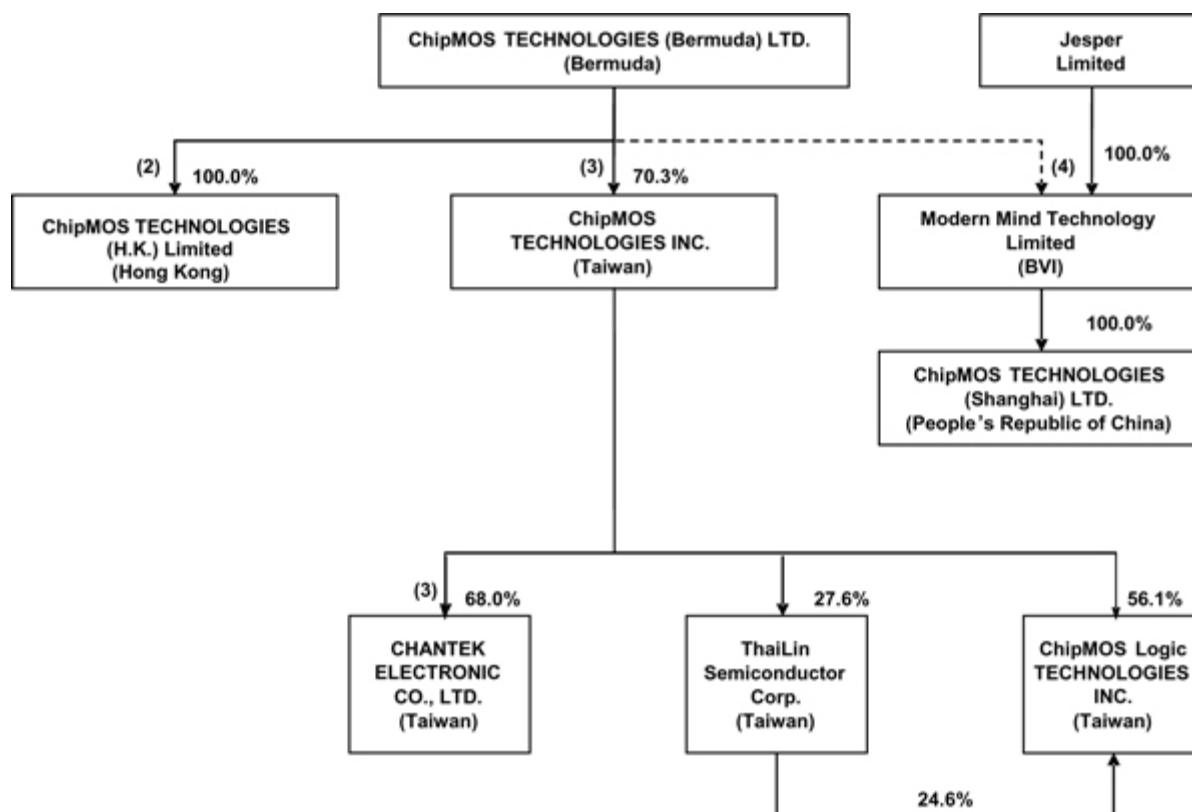
We provide a broad range of back-end testing services, including engineering testing, wafer probing and final testing of memory and mixed-signal semiconductors. We also offer a broad selection of leadframe-based and organic substrate-based package assembly services for memory and mixed-signal semiconductors. Our advanced leadframe-based packages include thin small outline packages, or TSOPs, and our advanced organic substrate-based packages include fine-pitch ball grid array, or fine-pitch BGA, packages. In addition, we provide testing and assembly services for LCD and other flat-panel display driver semiconductors by employing tape carrier package, or TCP, chip-on-film, or COF, and chip-on-glass, or COG, technologies. We also provide semiconductor turnkey services by purchasing fabricated wafers and then selling tested and assembled semiconductors, primarily memory products.

Semiconductors tested and assembled by us are used in personal computers, graphics applications, such as game consoles and personal digital assistants, or PDAs, communications equipment, such as cellular handsets, and consumer electronic products and display applications, such as flat-panel displays. In 2004, 40% of our net revenue was from testing services for memory and mixed-signal semiconductors, 39% from assembly services for memory and mixed-signal semiconductors, 18% from LCD and other flat-panel display driver semiconductor testing and assembly services and 3% from semiconductor turnkey services.

Our Structure and History

We are a holding company, incorporated in August 2000 under the Companies Act 1981 of Bermuda. We provide most of our services in Taiwan through our majority-owned subsidiary, ChipMOS TECHNOLOGIES INC., or ChipMOS Taiwan, and its subsidiaries and investees. We also provide services in Mainland China through ChipMOS TECHNOLOGIES (Shanghai) LTD., or ChipMOS Shanghai, a wholly-owned subsidiary of Modern Mind Technology Limited, or Modern Mind, which is one of our controlled consolidated subsidiaries. As of April 30, 2005, Mosel Vitelic Inc., or Mosel, indirectly owned approximately 38.8% of our common shares.

The following chart illustrates our corporate structure and our equity interest in each of our principal subsidiaries and affiliates as of April 30, 2005.⁽¹⁾



- (1) Under ROC Financial Accounting Standards and the regulations of the Taiwan Securities and Futures Commission, we are required to consolidate the financial results of any subsidiaries in which we hold a controlling interest or voting interest in excess of 50%. In 2002, we consolidated the financial results of ChipMOS Taiwan and its 100% owned subsidiaries, ChipMOS Japan, ChipMOS USA, ChipMOS TECHNOLOGIES (H.K.) Limited, Modern Mind and its wholly-owned subsidiary, ChipMOS Shanghai. In 2003, we also consolidated the financial results of ThaiLin. From January 12 and 28, 2004, onwards, we also consolidated the financial results of Advanced Micro Chip Technology Co., Ltd. (which was liquidated in October 2004), and ChipMOS Logic, respectively, and from April 1, 2004, onwards, we also consolidated the financial results of Chantek. Starting from April 30, 2004, our financial results also included the financial results of WWT, which was merged into ChipMOS Logic. Starting from November 1, 2004, our financial statements also included the results of First Semiconductor Technology, Inc. in which ChipMOS Taiwan acquired a 67.8% equity interest on November 1, 2004 and sold back this interest to First Semiconductor Technology, Inc. on April 29, 2005.
- (2) As of April 30, 2005, 3,899,999 shares of ChipMOS Hong Kong (formerly ChipMOS Far East Limited) were issued to us and one share was issued to Shih-Jye Cheng, our chairman and chief executive officer, representing 100% of the then issued share capital of ChipMOS Hong Kong. Shih-Jye Cheng holds the one share issued to him as trustee for and on behalf of our company.
- (3) On June 16, 2005, ChipMOS Taiwan and Chantek entered into a merger agreement, whereby Chantek will be merged into ChipMOS Taiwan, with ChipMOS Taiwan as the surviving entity. Under the merger agreement, shareholders of Chantek (other than ChipMOS Taiwan) may elect to receive cash or ChipMOS Taiwan shares in exchange for their Chantek shares. If all Chantek shareholders (other than ChipMOS Taiwan) elect to receive ChipMOS Taiwan shares, ChipMOS Taiwan will issue an additional 13.3 million shares and ChipMOS Bermuda's interest in ChipMOS Taiwan will be reduced to approximately 69.3%. As of June 23, 2005, ChipMOS Taiwan expects the merger to close on November 1, 2005. For additional information regarding the merger agreement, please see "— ChipMOS TECHNOLOGIES INC." below.
- (4) We control Modern Mind through our ownership of a convertible note issued by Modern Mind that may be converted into a controlling equity interest in Modern Mind. We do not currently own any equity interest in Modern Mind. ChipMOS Shanghai is a wholly-owned subsidiary of Modern Mind.

Below is a description of our principal consolidated subsidiaries:

ChipMOS TECHNOLOGIES INC. ChipMOS TECHNOLOGIES INC., or ChipMOS Taiwan, was incorporated in Taiwan in July 1997 as a joint venture company of Mosel and Siliconware Precision and with the participation of other investors. Its operations consist of the testing and assembly of semiconductors. ChipMOS Taiwan also provides testing and assembly services on a turnkey

basis, which entails ChipMOS Taiwan purchasing fabricated wafers and then selling tested and assembled semiconductors. We acquired our interest in ChipMOS Taiwan by issuing our common shares to ChipMOS Taiwan's shareholders in exchange for their 70.3% shareholding in ChipMOS Taiwan in January 2001. In October 2001, ChipMOS Taiwan issued 6,911,732 common shares as employee bonuses. In December 2002, we issued 531,175 common shares in exchange for 5,633,442 ChipMOS Taiwan common shares held by these employees. As of April 30, 2005, we held 70.3% of the outstanding common shares of ChipMOS Taiwan and Siliconware Precision held 28.7%.

On June 16, 2005, ChipMOS Taiwan and Chantek, a 68.0% subsidiary of ChipMOS Taiwan, agreed to merge in a stock-for-stock transaction. Under the terms of the merger agreement, Chantek will be delisted from the Taiwan GreTai Securities Market and merged into ChipMOS Taiwan, with ChipMOS Taiwan as the surviving entity. Chantek shares will be exchangeable for ChipMOS Taiwan shares at the ratio of 3.6 to 1. Shareholders of Chantek may elect to receive cash payment of NT\$6.16 per Chantek share in lieu of shares of ChipMOS Taiwan. If all Chantek shareholders (other than ChipMOS Taiwan) elect to receive ChipMOS Taiwan shares, ChipMOS Taiwan will issue approximately 13.3 million new shares and ChipMOS Bermuda's interest in ChipMOS Taiwan will be reduced to approximately 69.3%. If all Chantek shareholders (other than ChipMOS Taiwan) elect to receive cash payment, ChipMOS Taiwan will pay approximately NT\$295 million (US\$9 million), and ChipMOS Bermuda's interest in ChipMOS Taiwan will remain unchanged. Shareholders of ChipMOS Taiwan who do not approve of the merger may elect to receive cash payments no greater than the sum of the number of shares times the net book value per share as of March 31, 2005. If the shareholders of ChipMOS Taiwan (other than ChipMOS Bermuda) elect to receive cash payments, ChipMOS Taiwan will pay approximately NT\$3,971 million (US\$125 million). ChipMOS Taiwan currently expects to close the merger on November 1, 2005.

ChipMOS TECHNOLOGIES (H.K.) Limited. ChipMOS TECHNOLOGIES (H.K.) Limited, or ChipMOS Hong Kong (formerly ChipMOS Far East Limited), was incorporated in Hong Kong in November 2002. It is engaged in financial management and marketing and sales. As of April 30, 2004, we held 100% of the outstanding common shares of ChipMOS Hong Kong. Effective May 31, 2005, the name of ChipMOS Far East Limited was changed to ChipMOS TECHNOLOGIES (H.K.) Limited.

Modern Mind Technology Limited and ChipMOS TECHNOLOGIES (Shanghai) LTD. Modern Mind was incorporated in the British Virgin Islands in January 2002. Modern Mind conducts its operations through ChipMOS Shanghai, a wholly-owned subsidiary incorporated in Mainland China in June 2002. ChipMOS Shanghai is engaged in wafer testing, semiconductor assembly and testing, and module and subsystem manufacturing. We acquired a 100% equity interest in Modern Mind on December 12, 2002, and then transferred it to Jesper Limited on December 31, 2002. In 2003, we acquired from Jesper Limited a convertible note in the amount of US\$37.5 million issued by Modern Mind that may be converted into a controlling equity interest in Modern Mind at a conversion rate of one ordinary share of Modern Mind for every US\$1.00 if the repayment is not made when due. In 2004, we restructured our control of ChipMOS Shanghai and our Mainland China operations. On July 29, 2004, we replaced the US\$37.5 million convertible note previously issued by Modern Mind in its entirety with a US\$62.8 million demand note issued by Modern Mind, with the difference representing a US\$25 million loan that we extended to Modern Mind from the net proceeds of our July 2004 offering of common shares. In addition, we extended a loan in the aggregate amount of US\$30 million to Modern Mind from the net proceeds of our November 2004 convertible debt offering in exchange for demand notes issued by Modern Mind in the same aggregate amount. The demand notes are convertible at any time into common shares representing, immediately after the conversion, almost 100% of the then outstanding common shares of Modern Mind at a conversion rate of US\$1.00 for each common share of Modern Mind. Payment under the demand notes are fully and unconditionally guaranteed by Jesper Limited and secured by a security interest in the entire equity interest in Modern Mind and ChipMOS Shanghai. We have obtained from Jesper Limited an irrevocable option to acquire at any time the common shares of Modern Mind then owned by Jesper Limited.

In addition, on April 22, 2004, ChipMOS Hong Kong and ChipMOS Shanghai entered into an exclusive services agreement, pursuant to which ChipMOS Shanghai will provide its services exclusively to ChipMOS Hong Kong or customers designated by ChipMOS Hong Kong. Under the exclusive services agreement, ChipMOS Hong Kong will purchase and consign to ChipMOS Shanghai all of the equipment required to render those services. The exclusive services agreement has a term of ten years which is automatically renewable for additional ten year periods unless either party provides written notice of intention to terminate at least 30 days prior to the expiration of such ten year term. In addition, ChipMOS Hong Kong may terminate the exclusive services agreement at any time by giving 30 days' prior written notice.

See "Item 3. Key Information — Risk Factors — Risks Relating to Countries in Which We Conduct Operations — The investments in Mainland China by our controlled consolidated subsidiary, Modern Mind, through ChipMOS Shanghai, and the related contractual arrangements may result in Mosel violating ROC laws governing investment in Mainland China by ROC companies or persons. Any sanctions on Mosel as a result of any violation of ROC laws may cause Mosel to decrease its ownership in us significantly or cause Mosel to take other actions that may not be in the best interest of our other shareholders" and "Item 3. Key Information — Risk Factors — Risks Relating to Countries in Which We Conduct Operations — Our current ownership structure and contractual arrangements with Jesper Limited, Modern Mind and ChipMOS Shanghai may not be effective in providing operational control of our Mainland China operations" for risks associated with our investment in Mainland China and these contractual arrangements.

ThaiLin Semiconductor Corp. ThaiLin was incorporated in Taiwan in May 1996, and is listed on the GreTai Securities Market in Taiwan. It is engaged in the provision of semiconductor testing services. ChipMOS Taiwan acquired a 41.8% interest in ThaiLin in December 2002. As of April 30, 2005, ChipMOS Taiwan held a 27.6% interest in ThaiLin. Under applicable accounting principles, ThaiLin was consolidated into our consolidated financial statements in 2003 because ChipMOS Taiwan was deemed to exert significant control over ThaiLin through common directors and management. Mr. S.J. Cheng, our chairman and chief executive officer and the director and chairman of ChipMOS Taiwan is also a director and the chairman of ThaiLin. In addition, four of the seven directors of ThaiLin are appointed by ChipMOS Taiwan. In August 2004, ThaiLin completed a NT\$1,000 million convertible bond offering, and ChipMOS Taiwan purchased bonds in an amount of NT\$100 million in that offering to maintain its percentage ownership in ThaiLin. ChipMOS Taiwan converted these convertible bonds in March 2005.

Advanced Micro Chip Technology Co., Ltd. AMCT was incorporated in Taiwan in March 2000. It provided gold bumping services, which are used in connection with the assembly of LCD and other flat-panel display driver semiconductors. In February 2003, ChipMOS Taiwan acquired a 23.1% interest in AMCT and increased its ownership during 2003 to 30.8% as of December 31, 2003. ChipMOS Taiwan purchased additional interests in AMCT in January, February and March 2004. As a result, ChipMOS Taiwan held a 99.7% equity interest in AMCT as of April 30, 2004. ChipMOS Taiwan completed the integration of all of AMCT's business operations into ChipMOS Taiwan in April 2004 and completed liquidation of AMCT in October 2004.

CHANTEK ELECTRONIC CO., LTD. Chantek was incorporated in Taiwan in May 1989 and is listed on the GreTai Securities Market in Taiwan. It provides semiconductor assembly services for low-density volatile and non-volatile memory semiconductors, consumer semiconductors and microcontroller semiconductors. ChipMOS Taiwan acquired its ownership interest in Chantek in September 2002.

PlusMOS Technologies Inc., or PlusMOS, was incorporated in Taiwan in March 2000 as a joint venture between ChipMOS Taiwan and Mosel for the manufacture, design and sale of DRAM modules. On April 1, 2004, PlusMOS was merged into Chantek in a stock-for-stock merger pursuant to which shareholders of PlusMOS received 1.1 common shares of Chantek in exchange for one common share of PlusMOS. The merger was approved by the shareholders of Chantek and PlusMOS in December 2003. Upon consummation of this merger, ChipMOS Taiwan directly held a 34.2% interest in Chantek, which is the surviving entity. As a result, ChipMOS Taiwan became the controlling shareholder of Chantek. Starting from April 1, 2004, we began consolidating Chantek into our consolidated financial results and increased our interest in Chantek to 68.0% on November 30, 2004.

On June 16, 2005, ChipMOS Taiwan and Chantek entered into a merger agreement, whereby Chantek will be merged into ChipMOS Taiwan, with ChipMOS Taiwan as the surviving entity. For additional information regarding the merger agreement, see "— ChipMOS TECHNOLOGIES INC." above.

ChipMOS Logic TECHNOLOGIES INC. ChipMOS Logic was incorporated in Taiwan in January 2004, with ChipMOS Taiwan holding a 62.5% interest and ThaiLin holding a 37.5% interest. ChipMOS Logic is engaged in logic testing services. On April 30, 2004, WWT, a Taiwan-based company engaged in logic testing services, merged into ChipMOS Logic, with ChipMOS Logic as the surviving entity, in a stock-for-stock merger pursuant to which shareholders of WWT received one common share of ChipMOS Logic in exchange for 10 common shares of WWT. Upon consummation of the merger between WWT and ChipMOS Logic, ChipMOS Taiwan and ThaiLin owned approximately 52.9% and 24.6%, respectively, of ChipMOS Logic, with the original management team of WWT, two original shareholders of WWT, including one creditor bank, and the management team of ChipMOS Logic owning the remaining interest. As of April 30, 2005, ChipMOS Taiwan and ThaiLin owned approximately 56.1% and 24.6%, respectively, of ChipMOS Logic.

First Semiconductor Technology, Inc. First Semiconductor Technology was incorporated in the United States of America in June 1998 and engages in IC logic testing services. ChipMOS Taiwan acquired a 67.8% ownership interest in First Semiconductor Technology on November 1, 2004 in connection with the purchase of certain assets and equipment from First International Computer Testing and Assembly, and transferred this interest to First Semiconductor Technology, Inc. on April 29, 2005 pursuant to a share repurchase agreement.

Our Strategy

Our goal is to reinforce our position as a leading independent provider of semiconductor testing and assembly services, concentrating principally on memory, mixed-signal and LCD and other flat-panel display driver semiconductors. The principal components of our business strategy are set forth below.

Focus on Providing Our Services to the High-Growth Segments of the Semiconductor Industry.

We intend to continue our focus on developing and providing advanced testing and assembly services for high-growth segments of the semiconductor industry, such as memory, mixed-signal and LCD and other flat-panel display driver semiconductors. In 2004, our revenue from testing and assembly of semiconductors for these segments accounted for 97% of our net revenue. We believe that our investments in equipment and research and development in some of these areas allow us to offer a differentiated service from our competition. In order to continue to benefit from the expected growth in these segments, we intend to continue to invest in capacity to meet the testing and assembly requirements of these key semiconductor market segments.

Continue to Invest in the Research and Development of Advanced Testing and Assembly Technologies.

We believe that our ability to provide progressively more advanced testing and assembly services to customers is critical to our business. In addition, advanced semiconductor testing and assembly services typically generate higher margins due to the greater expertise required and the more sophisticated technologies used. We will continue to invest in the research and development of advanced testing and assembly technologies. For example, we are expanding our capabilities in fine-pitch BGA and the testing and assembly of TCPs. We have also introduced COF based on our proprietary technology and COG testing and assembly services for LCD and other flat-panel display driver semiconductors.

In addition, we will continue to pursue the development of new testing and assembly technologies jointly with domestic and foreign research institutions and universities. We expect to focus our research and development efforts in the following areas:

- developing new software conversion programs to increase the capabilities of our testers;
- developing technologies for wafer-level burn-in and testing before assembly;
- acquiring three-dimensional technology and flip-chip assembly capabilities, which provide numerous size and performance advantages compared with traditional (face-up) configurations;
- improving manufacturing yields for new assembly technologies; and
- developing environmentally friendly assembly services that focus on eliminating the lead and halogen elements from the materials employed in the package and reducing the toxicity of gaseous chemical wastes.

In 2004, we spent approximately 2% of our net revenue on research and development. We will continue to invest our resources to recruit and retain experienced research and development personnel. As of April 30, 2005, our research and development team comprised 192 persons.

Build on Our Strong Presence in Taiwan and Expand Our Operations in Mainland China.

We intend to build on our strong presence in key centers of semiconductor and electronics manufacturing to further grow our business. Currently, most of our operations are in Taiwan, one of the world's leading locations for outsourced semiconductor manufacturing. This presence provides us with several advantages. First, our proximity to other semiconductor companies is attractive to customers who wish to outsource various stages of the semiconductor manufacturing process. Second, our proximity to many of our suppliers, customers and the end-users of our customers' products enables us to be involved in the early stages of the semiconductor design process, enhances our ability to quickly respond to our customers' changing requirements and shortens our customers' time-to-market. Third, we have access to an educated labor pool and a large number of engineers who are able to work closely with our customers and other providers of semiconductor manufacturing services.

As with our operations in Taiwan, we intend to similarly benefit from our operations in Mainland China through ChipMOS Shanghai. We intend to invest in and expand our operations in Mainland China, increasing our testing and assembly services for memory semiconductors. We also plan to expand our testing and assembly services in our Shanghai facility to include LCD and other flat-panel display driver semiconductors.

Expand Our Offering of Vertically Integrated Services.

We believe that one of our competitive strengths is our ability to provide vertically integrated services to our customers. Vertically integrated services consist of the integrated testing, assembly and direct shipment of semiconductors to end-users designated by our customers. Providing vertically integrated services enables us to shorten lead times for our customers. As time-to-market and cost increasingly become sources of competitive advantage for our customers, they increasingly value our ability to provide them with comprehensive back-end services. Through ThaiLin, Chantek and ChipMOS Logic, we are able to offer vertically integrated services for a broad range of products, including memory, mixed-signal and LCD and other flat-panel display driver semiconductors. We believe that these affiliations, which offer complementary technologies, products and services as well as additional capacity, will continue to enhance our own development and expansion efforts into new and high-growth markets. We intend to establish new alliances with leading companies and, if suitable opportunities arise, engage in merger and acquisition activities that will further expand the services we can provide.

Focus on Increasing Sales through Long-Term Agreements with New and Existing Customers.

From time to time, we strategically agree to commit a portion of our testing and assembly capacity to certain of our customers. We intend to enter into long-term capacity agreements with more of our existing customers, as well as diversify our customer base by entering into long-term agreements with new customers. The customers we currently have long-term agreements with include ProMOS, DenMOS, Himax, Novatek and Oki. See “— Customers” below for a more detailed discussion of these long-term agreements. We believe that these long-term agreements help to insulate us from volatility in our capacity utilization rates and help us develop close relationships with our customers. As of April 30, 2005, 44% percent of our total current capacity was reserved under these long-term agreements.

Principal Products and Services

The following table presents, for the periods shown, revenue by service segment as a percentage of our net revenue.

	Year ended December 31,		
	2002 ⁽¹⁾	2003 ⁽²⁾	2004 ⁽³⁾
Testing			
Memory testing revenue	34.5%	32.1%	36.5%
Mixed-signal testing revenue	1.2	2.9	3.5
Total testing revenue	35.7	35.0	40.0
Assembly			
Memory assembly revenue	21.5	29.9	34.1
Mixed-signal assembly revenue	0.2	0.3	4.4
Total assembly revenue	21.7	30.2	38.5
LCD and other flat-panel display driver semiconductor testing and assembly revenue	15.2	18.7	18.3
Semiconductor turnkey revenue ⁽⁴⁾	27.4	16.1	3.2
Total net revenue	100.0%	100.0%	100.0%

(1) In 2002, we consolidated the financial results of ChipMOS Taiwan and its 100% owned subsidiaries, ChipMOS Japan, ChipMOS USA, ChipMOS Hong Kong, Modern Mind and its wholly-owned subsidiary, ChipMOS Shanghai.

(2) In 2003, we consolidated the financial results of ThaiLin.

(3) From January 12 and 28, 2004, onwards, we consolidated the financial results of Advanced Micro Chip Technology Co., Ltd. (which was liquidated in October 2004), and ChipMOS Logic, respectively, and from April 1, 2004, onwards, we also consolidated the financial results of Chantek. Starting from April 30, 2004, our financial results also included the financial results of WWT, which was merged into ChipMOS Logic. Starting from November 1, 2004, our financial statements also included the results of First Semiconductor Technology, Inc. in which ChipMOS Taiwan acquired a 67.8% equity interest on November 1, 2004 and sold back this interest to First Semiconductor Technology, Inc. on April 29, 2005.

(4) In 2003, includes trading revenue generated by ChipMOS Hong Kong.

Memory and Mixed-Signal Semiconductors

Testing

We provide testing services for memory and mixed-signal semiconductors:

Memory. We provide testing services for a variety of memory semiconductors, such as SRAM, DRAM and flash memory. To speed up the time-consuming process of memory product testing, we provide multi-site testing, which can test up to 128 devices simultaneously. The memory semiconductors we test are used primarily in personal notebook computers and handheld consumer electronic devices and wireless communication devices.

Mixed-Signal. We conduct tests on a wide variety of mixed-signal semiconductors, with lead counts ranging from the single digits to over 640 and operating frequencies of up to 600 MHz. The semiconductors we test include those used for networking and wireless communications, data communications, graphics and disk controllers for home entertainment and personal computer applications. We also test a variety of application specific integrated circuits, or ASICs, for applications such as cellular handsets, digital still cameras and personal digital assistants.

The following is a description of our pre-assembly testing services:

Engineering Testing. We provide engineering testing services, including software program development, electrical design validation, reliability and failure analyses.

- *Software Program Development.* Design and test engineers develop a customized software program and related hardware to test semiconductors on advanced testing equipment. A customized software program is required to test the conformity of each particular semiconductor to its particular function and specification.
- *Electrical Design Validation.* A prototype of the designed semiconductor is submitted to electrical tests using advanced test equipment, customized software programs and related hardware. These tests assess whether the prototype semiconductor complies with a variety of different operating specifications, including functionality, frequency, voltage, current, timing and temperature range.
- *Reliability Analysis.* Reliability analysis is designed to assess the long-term reliability of the semiconductor and its suitability of use for its intended applications. Reliability testing may include operating-life evaluation, during which the semiconductor is subjected to high temperature and voltage tests.
- *Failure Analysis.* If the prototype semiconductor does not perform to specifications during either the electrical validation or reliability analysis process, failure analysis is performed to determine the reasons for the failure. As part of this analysis, the prototype semiconductor may be subjected to a variety of tests, including electron beam probing and electrical testing.

Wafer Probing. Wafer probing is the step immediately before the assembly of semiconductors and involves visual inspection and electrical testing of the processed wafer for defects to ensure that it meets our customer's specifications. Wafer probing employs sophisticated design and manufacturing technologies to connect the terminals of each chip for testing. Defective chips are marked on the surface or memorized in an electronic file, known as a mapping file, to facilitate subsequent processing.

Laser Repairing. In laser repairing of memory products, specific poly or metal fuses are blown after wafer probing to enable a spare row or column of a memory cell to replace a defective memory cell.

After assembly, we perform the following testing services:

Burn-In Testing. This process screens out unreliable products using high temperature, high voltage and prolonged stress to ensure that finished products will survive a long period of end-user service. This process is used only for memory products.

Top Marking. By using either a laser marker or an ink marker, we mark products according to our customers' specifications, including the logo, product type, date code and lot number.

Final Testing. Assembled semiconductors are tested to ensure that the devices meet performance specifications. Tests are conducted using specialized equipment with software customized for each application in different temperature conditions ranging from minus 45 degrees celsius to 85 degrees celsius. One of the tests includes speed testing to classify the parts into different speed grades.

Final Inspection and Packing. Final inspection involves visual or auto-inspection of the devices to check for any bent leads, inaccurate markings or other construction defects. Packing involves dry packing, packing-in-tube and tape and reel. Dry pack involves heating semiconductors in the tray at 125 to 150 degrees celsius for about two hours to remove the moisture before the semiconductors are vacuum-sealed in an aluminum bag. Packing-in-tube involves packing the semiconductors in anti-static tubes for shipment. Tape and reel pack involves transferring semiconductors from a tray or tube onto an anti-static embossed tape and rolling the tape onto a reel for shipment to customers.

Assembly

Our assembly services generally involve the following steps:

<i>Wafer Lapping</i>	The wafers are ground to their required thickness.
<i>Die Saw</i>	Wafers are cut into individual dies, or chips, in preparation for the die-attach process.
<i>Die Attach</i>	Each individual die is attached to the leadframe or substrate.
<i>Wire Bonding</i>	Using gold wires, the dies are connected to the package inner leads.
<i>Molding</i>	The die and wires are encapsulated to provide physical support and protection.
<i>Marking</i>	Each individual package is marked to provide product identification.
<i>Dejunking and Trimming</i>	Mold flash is removed from between the lead shoulders through dejunking, and the dambar is cut during the trimming process.
<i>Electrical Plating</i>	A solderable coating is added to the package leads to prevent oxidization and to keep solder wettability of the package leads.
<i>Forming/Singulation</i>	Forming involves the proper configuration of the device packages leads, and singulation separates the packages from each other.

We offer a broad range of package formats designed to provide our customers with a broad array of assembly services. The assembly services we offer customers are leadframe-based packages, which include thin small outline packages, and organic substrate-based packages, including fine-pitch BGA.

The differentiating characteristics of these packages include:

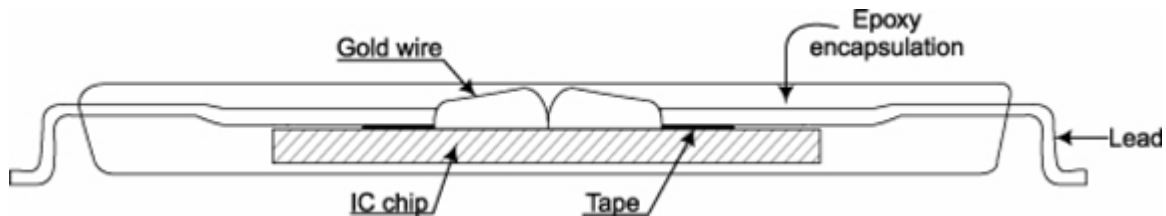
- the size of the package;
- the number of electrical connections which the package can support;
- the electrical performance and requirements of the package; and
- the heat dissipation requirements of the package.

As new applications for semiconductor devices require smaller components, the size of packages has also decreased. In leading-edge packages, the size of the package is reduced to just slightly larger than the size of the individual chip itself in a process known as chip scale packaging.

As semiconductor devices increase in complexity, the number of electrical connections required also increases. Leadframe-based products have electrical connections from the semiconductor device to the electronic product through leads on the perimeter of the package. Organic substrate-based products have solder balls on the bottom of the package, which create the electrical connections with the product and can support large numbers of electrical connections.

Leadframe-Based Packages. These are generally considered the most widely used package category. Each package consists of a semiconductor chip encapsulated in a plastic molding compound with metal leads on the perimeter. This design has evolved from a design plugging the leads into holes on the circuit board to a design soldering the leads to the surface of the circuit board.

The following diagram presents the basic components of a standard leadframe-based package for memory semiconductors:



To satisfy the demand for miniaturization of portable electronic products, we are currently developing and will continue to develop increasingly smaller versions of leadframe-based packages to keep pace with continually shrinking semiconductor device sizes. Our advanced leadframe-based packages generally are thinner and smaller, have more leads and have advanced thermal and electrical characteristics when compared to traditional packages. As a result of our continual product development, we offer leadframe-based packages with a wide range of lead counts and sizes to satisfy our customers' requirements.

The following table presents our principal leadframe-based packages, including the number of leads in each package, commonly known as lead-count, a description of each package and the end-user applications of each package.

Package	Lead-count	Description	End-User Applications
Small Outline J-lead Package (SOJ)	24-42	Designed for low lead-count memory devices, including DRAM and high speed SRAM	Personal computers, consumer electronics, audio and video products
Plastic Dual-in-line Package (PDIP)	16-48	Package with insertion leads on longer sides used in consumer electronics products	Electronic games, monitors, copiers, printers, audio and video products, personal computers
Plastic Leaded Chip Carrier (PLCC)	32-44	Package with leads on four sides used in consumer electronics products in which the size of the package is not vital	Copiers, printers, scanners, personal computers, electronic games, monitors
Thin Small Outline Package I (TSOP I)	28-48	Designed for high volume production of low lead-count memory devices, including flash memory, SRAM and MROM	Notebook computers, personal computers, still and video cameras and standard connections for peripherals for computers
Thin Small Outline Package II (TSOP II)	24-86	Designed for memory devices, including flash memory, SRAM, DRAM, SDRAM and DDR DRAM	Disk drives, recordable optical disk drives, audio and video products, consumer electronics, communication products
Low-Profile Quad Flat Package (LQFP)	48-128	Low-profile and light weight package designed for ASICs, digital signal processors, microprocessors/controllers, graphics processors, gate arrays, SSRAM, SDRAM, personal computer chipsets and mixed-signal devices	Wireless communication products, notebook computers, digital cameras, cordless/radio frequency devices
Thin Quad Flat Package (TQFP)	64-128	Designed for lightweight portable electronics requiring broad performance characteristics and mixed-signal devices	Notebook computers, personal computers, disk drives, office equipment, audio and video products and wireless communication products
Small Outline Package (SOP)	28-44	Designed for low lead-count memory and logic semiconductors, including SRAM and micro-controller units	Personal computers, consumer electronics, audio and video products, communication products
Multi-Chip Package (TSOP with organic substrate)	24-66	Our patented design for memory devices, including SRAM, DRAM and SDRAM	Notebook computers, personal computers, disk drives, audio and video products, consumer products, communication products

Organic Substrate-based Packages. As the number of leads surrounding a traditional leadframe-based package increases, the leads must be placed closer together to reduce the size of the package. The close proximity of one lead to another can create electrical shorting problems and requires the development of increasingly sophisticated and expensive techniques to accommodate the high number of leads on the circuit boards.

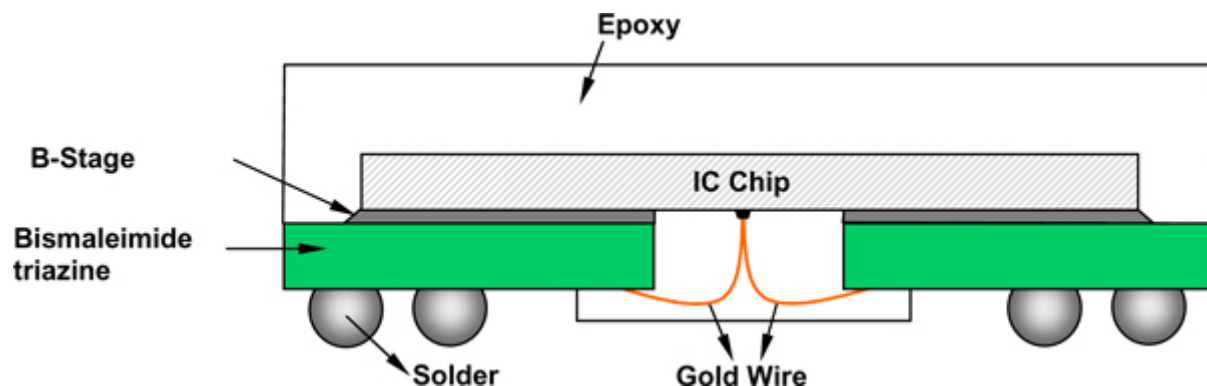
The BGA format solves this problem by effectively creating external terminals on the bottom of the package in the form of small bumps or balls. These balls are evenly distributed across the entire bottom surface of the package, allowing greater distance between the individual leads. The ball grid array configuration enables high lead count devices to be manufactured less expensively with less delicate handling at installation.

Our organic substrate-based packages employ a fine-pitch BGA design, which uses a plastic or tape laminate rather than a leadframe and places the electrical connections, or leads, on the bottom of the package rather than around the perimeter. The fine-pitch BGA format was developed to address the need for the smaller footprints required by advanced memory devices. Benefits of ball grid array assembly over leadframe-based assembly include:

- smaller size;

- smaller footprint on a printed circuit board;
- better electrical signal integrity; and
- easier attachment to a printed circuit board.

The following diagram presents the basic component parts of a fine-pitch BGA package:



The following table presents the lead-count, description and end-user applications of organic substrate-based packages we currently assemble:

Package	Connections	Description	End-User Applications
Fine-pitch BGA	36-208	Low-cost and space-saving assembly designed for low input/output count, suitable for semiconductors that require a smaller package size than standard BGA	Memory, analog, flash memory, ASICs, radio frequency devices, personal digital assistants, cellular handsets, communication products, notebook computers, wireless systems
Fine-Pitch BGA (face down chip type)	54-92	Our patented design for DRAM products that require high performance and chip scale package	Notebook computers, cellular handsets, global positioning systems, personal digital assistants, wireless systems
Multi-Chip BGA	48-208	Our patented design for assembly of two or more memory chips (to increase memory density) or memory and logic chips in one BGA package	Notebook computers, digital cameras, personal digital assistants, global positioning systems, sub-notebooks, board processors, wireless systems
Stacked-Chip CSP	48-72	Designed for assembly of two or more memory chips or logic and memory chips in one chip scale package (CSP)	Cellular handsets, digital cameras, personal digital assistants, wireless systems, notebook computers, global positioning systems

The following table presents the organic substrate-based packages we currently plan to assemble in the future, including the number of connections, a description of the package and the end-user applications of each package:

Package	Connections	Description	End-User Applications
Micro BGA	46-72	Designed for high-speed, high-density, high-performance memory devices, such as Rambus DRAM, DDR DRAM and flash memory	High performance computers, game consoles, notebooks, visual cellular handsets, mixed-signal, wireless systems

LCD and Other Flat-Panel Display Driver Semiconductors

We also offer testing and assembly services for LCD and other flat-panel display driver semiconductors. We employ TCP, COF and COG technologies for testing and assembling LCD and other flat-panel display driver semiconductors. In addition, we offer gold bumping services to our customers.

Gold bumping technology, which can be used in TCP, COF and COG technologies, is a necessary interconnection technology for LCD and other flat-panel display driver semiconductors. Most gold bumping services are performed on six- or eight-inch wafers. Gold bumping technology provides the best solution for fine-pitch chips and is able to meet the high production requirement for LCD and other flat-panel display driver semiconductors or other chips that require thin packaging profiles.

The gold bumping fabrication process uses thin film metal deposition, photolithography and electrical plating technologies. A series of barrier and seed metal layers are deposited over the surface of the wafer. A layer of thick photoresist material is spin-coated

over these barrier and seed layers. A photomask is used to pattern the locations over each of the bond pads that will be bumped. UV exposure and developing processes open the photoresist material, which defines the bump shape. The gold bump is then electroplated over the pad and the deposited barrier metal layers. Once the plating is complete, a series of etching steps are used to remove the photoresist material and the metal layers that are covering the rest of the wafer. The gold bump protects the underlying materials from being etched. The gold bumped wafers will go through an annealing furnace to soften the gold bumps to fit the hardness requirement of TCP, COF and COG assembly processes.

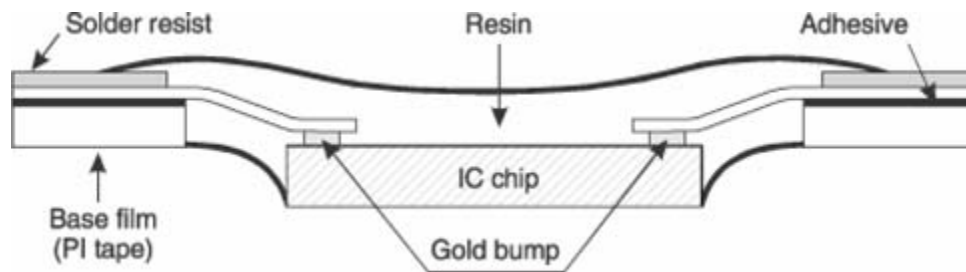
Tape Carrier Package Technology

TCPs offer a high number of inputs and outputs, a thin package profile and a smaller footprint on the circuit board, without compromising performance. Key package features include surface mount technology design, fine-pitch tape format and slide carrier handling. Because of their flexibility and high number of inputs and outputs, TCPs are primarily employed either for STN-LCD or TFT-LCD driver semiconductors.

Testing of tape carrier packages. We conduct full function testing of LCD and other flat-panel display driver semiconductors with a specially designed probe handler to ensure reliable contact to the test pads on the TCP tape. We can test STN-LCD or TFT-LCD driver semiconductors with frequencies of up to 500 MHz and at voltages up to 40V. The test is performed in a temperature-controlled environment with the device in tape form. The assembled and tested LCD and other flat-panel display driver semiconductors in tape form are packed between spacer tapes together with a desiccant in an aluminum bag to avoid contact during shipment.

Assembly of tape carrier packages. TCPs use a tape-automated bonding process to connect die and tape. The printed circuit tape is shipped with a reel. The reel is then placed onto an inner lead bonder, where the LCD or other flat-panel display driver semiconductor is configured onto the printed circuit tape. The resulting TCP component consists of the device interconnected to a three-layer tape, which includes a polyamide-down carrier film, an epoxy-based adhesive layer and a metal layer. The tape metallization area of the interconnections is tin plated over a metal layer. The silicon chip and inner lead area is encapsulated with a high temperature thermoset polymer coating after inner lead bonding. The back face of the chip is left uncoated for thermal connection to the printed circuit board.

The following diagram presents the basic components of a tape carrier package:



Chip-on-Film Technology

In 2001, we commenced testing and assembly services using COF technology. We have developed this proprietary technology from our existing TCP technology, and it has been widely accepted by our customers. The primary use of the COF module is to replace the liquid crystal module, or LCM, in certain applications. LCM is mainly employed in handheld electronics, such as PDAs and cellular handsets.

COF technology provides several additional advantages. For example, COF is able to meet the size, weight and higher resolution requirements in electronic products, such as flat-panel displays. This is because of its structural design, including an adhesive-free two-layer tape that is highly flexible, bending strength and its capacity to receive finer patterning pitch.

The TCP and COF assembly process involves the following steps:

- | | |
|---------------------------|--|
| <i>Wafer Lapping</i> | The wafers are ground to their required thickness. |
| <i>Die Saw</i> | Wafers are cut into individual dies, or chips, in preparation for inner lead bonding. |
| <i>Inner Lead Bonding</i> | An inner lead bonder machine connects the chip to the printed circuit tape. |
| <i>Potting</i> | The package is sealed with an epoxy. |
| <i>Potting Cure</i> | The potting cure process matures the epoxy used during the potting stage with high temperatures. |
| <i>Marking</i> | A laser marker is used to provide product identification. |
| <i>Marking Cure</i> | The marking cure process matures the marking ink by subjecting the semiconductor to high temperatures. |

Chip-on-Glass Technology

COG technology is an electronic assembly technology that is used increasingly in assembling LCD and other flat-panel display driver semiconductors for communications equipment. Compared to the traditional bonding process for TCP or COF, the new COG technology requires lower bonding temperature. In addition, the COG technology reduces assembly cost as it does not use tapes for interconnection between the LCD panel and the printed circuit board.

The COG assembly technology involves the following steps:

<i>Wafer Lapping</i>	The wafers are ground to their required thickness.
<i>Die Saw</i>	Wafers are cut into individual dies, or chips, in preparation for the pick and place process.
<i>Pick and Place</i>	Each individual die is picked and placed into a chip tray.
<i>Inspection and Packing</i>	Each individual die in a tray is visually or auto-inspected for defects. The dies are packed within a tray in an aluminum bag after completion of the inspection process.

Semiconductor Turnkey

Our semiconductor turnkey services consist of our purchase of fabricated wafers, primarily memory semiconductors, principally from Siltronic Electronic Corp. and MediaTek Inc. We then test and assemble the dies cut from the fabricated wafers and resell the completed semiconductors to our customers. We typically engage in more semiconductor turnkey services when the market demand for our other testing and assembly services decreases. In 2004, the level of our semiconductor turnkey services declined due to the increase in customer orders for our testing and assembly services. In 2003, our revenue from our semiconductor turnkey services also included trading revenue generated by ChipMOS Hong Kong from purchases and sales of certain components for DVD/CD-ROM/CD-RW drives provided to third parties. We did not generate any trading revenue in 2004.

Other Services

Drop Shipment

We offer drop shipment of semiconductors directly to end-users designated by our customers. We provide drop shipment services, including assembly in customer-approved and branded boxes, to a majority of our testing and assembly customers. Since drop shipment eliminates the additional step of inspection by the customer prior to shipment to end-users, quality of service is a key to successful drop shipment service. We believe that our ability to successfully execute our full range of services, including drop shipment services, is an important factor in maintaining existing customers as well as attracting new customers.

Software Development, Conversion and Optimization Program

We work closely with our customers to provide sophisticated software engineering services, including test program development, conversion and optimization, and related hardware design. Generally, testing requires customized testing software and related hardware to be developed for each particular product. Software is often initially provided by the customer and then converted by us at our facilities for use on one or more of our testing machines and contains varying functionality depending on the specified testing procedures. Once a conversion test program has been developed, we perform correlation and trial tests on the semiconductors. Customer feedback on the test results enables us to adjust the conversion test programs prior to actual testing. We also typically assist our customers in collecting and analyzing the test results and recommend engineering solutions to improve their design and production process.

Customers

We believe that the following factors have been, and will continue to be, important factors in attracting and retaining customers:

- our advanced testing and assembly technologies;
- our strong capabilities in testing and assembling LCD and other flat-panel display driver semiconductors;
- our focus on high-density memory products and mixed-signal communications products; and
- our reputation for high quality and reliable customer-focused services.

The number of our customers has grown from 46 in 1999 to 180 in 2004 and more than 188 in the first quarter of 2005. Our top 15 customers in the first quarter of 2005 include (in alphabetical order):

Atmel Corporation
Cypress Semiconductor Corp.
DenMOS Technology, Inc.
Elite Semiconductor Memory Technology Inc.
Higtech Technology Co., Ltd.
Himax Technologies, Inc.
Hynix Semiconductor Inc.
Integrated Silicon Solution, Inc.
Macronix International Co., Ltd.
Novatek Microelectronics Corp., Ltd.
Oki Electric Industry Co., Ltd.
Powerchip Semiconductor Corp.
ProMOS Technologies Inc.
Semiconductor Manufacturing International Corporation
Spansion Inc.

In 2002, our largest customer, Mosel, accounted for 35% of our net revenue, our second largest customer, Ultima, accounted for approximately 19% of our net revenue and our third largest customer, Macronix International Co. Ltd., accounted for approximately 5% of our net revenue. In 2003, our largest customer was ProMOS, which accounted for 19% of our net revenue, while our second largest customer, Mosel, accounted for almost 19% of our net revenue, and our third largest customer, Ultima, accounted for 12% of our net revenue. Mosel ceased to be a key customer of ours following the transfer of all of its DRAM business to ProMOS in the period from July to December 2003. In 2004, our largest customer was ProMOS, our second largest was Powerchip Semiconductor Corp., and our third largest customer was Himax Technologies, Inc., accounting for 28%, 11%, and 6% of our net revenue, respectively. We have been successful in attracting new customers, such as Renesas Technology Corporation, FASL (Kuala Lumpur) Sdn. Bhd. and Texas Instrument Japan Limited in 2003 and Hynix Semiconductor Inc. in 2004. In April 2005, we extended the duration of our agreement with ProMOS, under which we reserve assembly capacity and testing services for ProMOS and ProMOS is committed to place orders in the amount of the reserved capacity, until the end of 2009. In May 2005, we extended the duration of our contract with Himax Technologies, Inc. until the end of 2008.

The majority of our customers do not enter into long-term contracts with us, and instead purchase our services through purchase orders and provide us every month with three-month non-binding rolling forecasts. The price for our services is typically agreed upon at the time when a purchase order is placed. In 2002, 2003 and 2004, we entered into several long-term agreements with some of our key customers, including ProMOS, DenMOS, Himax, Novatek and Oki, under which we reserved capacity for such customers and under which such customers committed to place orders in the amount of the reserved capacity primarily through 2005 and 2006, some of which may be reduced by these customers under the agreements. These agreements generally provide that the price of our services will be agreed upon at the time our customers place the orders under such agreements. If we are unable to test and assemble the agreed number of semiconductors in any given month, such customers may generally use a third party to cover the shortfall. However, under these agreements, we are generally entitled to cure any shortfall in the following month. If we fail to do so, we may generally be liable for damages up to the amount equal to the number of shortfall units in the given month multiplied by the average sales price per unit in that month. If a customer fails to place orders according to the reserved capacity, we are generally entitled to damages based on our costs for the equipment, tooling costs, costs for personnel dedicated to the provisions of capacity to such customer, and the costs for raw materials. As of April 30, 2005, 44% of our total current capacity has been reserved for such customers.

The following table sets forth, for the periods indicated, the percentage breakdown of our net revenue, categorized by geographic region based on the jurisdiction in which each customer is headquartered.

	Year ended December 31,		
	2002	2003	2004
Taiwan	88%	84%	81%
Japan	3	5	4
United States	3	5	11
Hong Kong SAR	6	5	1
Others	— ⁽¹⁾	1	3
Total	100%	100%	100%

(1) Less than 1%.

Qualification and Correlation by Customers

Our customers generally require that our facilities undergo a stringent “qualification” process during which the customer evaluates our operations, production processes and product reliability, including engineering, delivery control and testing capabilities. The qualification process typically takes up to eight weeks, or longer, depending on the requirements of the customer. For test qualification, after we have been qualified by a customer and before the customer delivers semiconductors to us for testing in volume, a process known as “correlation” is undertaken. During the correlation process, the customer provides us with test criteria, information regarding process flow and sample semiconductors to be tested and either provides us with the test program or requests that we develop a new or conversion program. In some cases, the customer also provides us with a data log of results of any testing of the semiconductor that the customer may have conducted previously. The correlation process typically takes up to two weeks, but can take longer depending on the requirements of the customer.

Sales and Marketing

We maintain sales and marketing offices in Taiwan, Hong Kong, Japan and the United States. Our sales and marketing strategy is to focus on memory semiconductors in Taiwan, mixed-signal semiconductors in Taiwan, Japan and the United States, LCD and other flat-panel display driver semiconductors in Japan, Taiwan and Hong Kong, and module and subsystem manufacturing in Taiwan and Mainland China. As of April 30, 2005, our sales and marketing efforts were primarily carried out by teams of sales professionals, application engineers and technicians totaling 38 staff. Each of these teams focuses on specific customers and/or geographic regions. As part of our emphasis on customer service, these teams:

- actively participate in the design process at the customers’ facilities;
- resolve customer testing and assembly issues; and
- promote timely and individualized resolutions to customers’ issues.

We conduct marketing research through our in-house customer service personnel and through our relationships with our customers and suppliers to keep abreast of market trends and developments. Furthermore, we do product and system bench-marking analyses to understand the application and assembly technology evolution, such as analysis on mobile handsets and CD-/DVD-ROM players. In addition, we regularly collect data from different segments of the semiconductor industry and, when possible, we work closely with our customers to design and develop testing and assembly services for their new products. These “co-development” or “sponsorship” projects can be critical when customers seek large-scale, early market entry with a significant new product.

We have appointed a non-exclusive sales agent for promoting our services for memory semiconductors in the United States and Japan. Our sales agent helps us promote and market our services, maintain relations with our existing and potential customers and communicate with our customers on quality, specific requirements and delivery issues. We generally pay our sales agent a commission of 2.5% or 5% of our revenue from services for memory semiconductors in the United States and Japan. For the years ended December 31, 2003 and 2004, we paid NT\$9 million and NT\$22 million, respectively, in commissions to our sales agent.

Research and Development

We believe that research and development is critical to our future success. In 2002, 2003 and 2004 we spent approximately NT\$327 million, or 5%, NT\$295 million, or 3%, and NT\$296 million, or 2%, respectively, of our net revenue on research and development. We intend to sustain our commitment to these efforts.

Our research and development efforts have focused primarily on improving the efficiency, production yields and technology of our testing and assembly services. From time to time, we jointly develop new technology with universities and research institutions. For testing, our research and development efforts focus particularly on complex, high-speed, high-pin count and high-density semiconductors in fine-pitch and thin packages. Our projects include:

- development of testing environments for simultaneous wafer probing and package testing;
- development/conversion of test programs;
- development of wafer-level burn-in;
- development of wafer-level testing;
- testing new products using existing machines;
- providing customers remote access to monitor test results; and
- development of testing technologies for modules and subsystems for flat-panel displays.

We are also continuing development of interface designed to provide for high frequency testing by minimizing electrical noise.

For assembly, our research and development efforts focus on:

- high performance;
- fine pitch;
- miniaturization;
- multi-chip assembly;
- multi-chip modules;
- stacked-chip chip scale package;
- modules and subsystems for flat-panel displays;
- thinner and more flexible assembly such as chip-on-film packaging;
- three-dimensional assembly; and
- developing environmentally friendly assembly services.

Our projects include developing multi-chip package, lead-free products, 12-inch wafer technologies, 100 micron wafer thickness technology, COF module, liquid crystal on silicon microdisplay, or LCOS microdisplay, optical engine assembly technologies, compact camera modules, and advanced probe card technology. We work closely with our customers to design and modify testing software and with equipment vendors to increase the efficiency and reliability of testing and assembly equipment. Our research and development operations also include a mechanical engineering group, which currently designs handler kits for semiconductor testing and wafer probing, as well as software to optimize capacity utilization.

As of April 30, 2005, we employed 192 employees in our research and development activities. In addition, other management and operational personnel are also involved in research and development activities but are not separately identified as research and development professionals.

We maintain laboratory facilities to analyze the characteristics of semiconductor packages by computer simulation, and verify their performance by measurement devices. The use of computer simulation substantially reduces the time required to validate the suitability of a package for a given application, as compared with physical testing methods.

Quality Control

We believe that our reputation for high quality and reliable services has been an important factor in attracting and retaining leading international semiconductor companies as customers for our testing and assembly services. We are committed to delivering semiconductors that meet or exceed our customers' specifications on time and at a competitive cost. We maintain quality control staff at each of our facilities. As of April 30, 2005, we employed 399 personnel for our quality control activities. Our quality control staff typically includes engineers, technicians and other employees who monitor testing and assembly processes in order to ensure high quality. We employ quality control procedures in the following critical areas:

- sales quality assurance: following market trends to anticipate customers' future needs;
- design quality assurance: when developing new testing and assembly processes;
- supplier quality assurance: consulting with our long-term suppliers;
- manufacturing quality assurance: through a comprehensive monitoring program during mass production; and
- service quality assurance: quickly and effectively responding to customers' claims after completion of sale.

All of our facilities have been QS 9000 certified by the International Automotive Sector Group. Our facilities in Hsinchu and Tainan have also been ISO 9002 certified. ISO 9002 certification is required by many countries for sales of industrial products in those countries. The QS 9000 quality standards provide for continual improvement with an emphasis on the prevention of defects and reduction of variation and waste in the supply chain. Like ISO 9002 certification, QS 9000 certification is required by some semiconductor manufacturers as a threshold indicator of a company's quality control standards. We also earned the 1998 QC Group Award from The Chinese Society of Quality, which is equivalent to the similar award from the American Society of Quality. In addition, our laboratories have been awarded Chinese National Laboratory accreditation under the categories of electricity, electrical test and temperature calibration.

Further demonstrating our commitment to, and achievements in, quality management, ChipMOS Taiwan obtained the ISO/TS 16949:2002 quality system certification on November 26, 2003. The ISO/TS 16949:2002 certification system was jointly developed by members of the International Automotive Task Force (IATF) and approved by the International Organization for Standardization. This technical specification is a common automotive quality system requirements catalog based on ISO 9001:2000, AVSQ (Italian), EAQF (French), Q.S.-9000 (US) and VDA6.1 (German) automotive catalogs. The ISO/TS (Technical Specification) 16949:2002 certification system seeks to actively incorporate quality management policies and objectives into the operation flows of the company. This certification stresses the supervision and measurement of both process and performance. The certification system became effective in March 2002.

On June 26, 2003, ChipMOS Shanghai obtained the ISO 9001:2000 quality system certification with respect to manufacturing and supply of semiconductor assembly, test and module manufacturing.

Our testing and assembly operations are carried out in clean rooms where air purity, temperature and humidity are controlled. To ensure the stability and integrity of our operations, we maintain clean rooms at our facilities that meet US federal 209E class 1,000, 10,000 and 100,000 standards. A class 1,000 clean room means a room containing less than 1,000 particles of contaminants per cubic foot.

We have established manufacturing quality control systems that are designed to ensure high-quality services to our customers and maintain reliability and high production yields at our facilities. We employ specialized equipment for manufacturing quality and reliability control, including:

- temperature cycling testers, thermal shock testers, pressure cook testers and highly accelerated stress testers for reliability analyses;
- a scanning acoustic tomograph and scanning electronic microscope for physical failure analysis, semi-auto probe and curve tracer and direct current tester station for electrical failure analysis; and
- three-dimensional measurement for full-dimension measurement.

In addition, to enhance our performance and our research and development capabilities, we also installed a series of high-cost equipment, such as temperature humidity bias testers, low temperature storage-life testers and highly accelerated stress testers. We believe that many of our competitors do not own this equipment.

As a result of our ongoing focus on quality, we achieved monthly assembly yields of an average of 99.99% for our TSOP packages, 99.85% for our TCP packages, 99.78% for our COF packages and 99.50% for our COG packages in 2004. The assembly yield, which is the industry standard for measuring production yield, is equal to the number of integrated circuit packages that are shipped back to customers divided by the number of individual integrated circuits that are attached to leadframes or organic substrate.

Facilities

We provide testing services through our three facilities in Taiwan and one facility in Shanghai, with one facility at each of the following locations: the Hsinchu Industrial Park, the Hsinchu Science Park, the Southern Taiwan Science Park and the Shanghai Qingpu Industrial Zone. We provide assembly services through our facility at the Southern Taiwan Science Park and our facility at the Shanghai Qingpu Industrial Zone. We own the land for our Hsinchu Industrial Park testing facility, and we lease the land for our Hsinchu Science Park testing facility and Tainan assembly facility from the Science Park Administration under three 20-year leases. Two leases for our Hsinchu Science Park facility will expire in 2008 and 2017, respectively, and the lease for our Southern Taiwan Science Park facility will expire in 2016.

In March 2002, Modern Mind entered into a cooperation agreement with the Shanghai Qingpu Industrial Zone Development Group Company under which Modern Mind has agreed to construct a permanent wholly-owned facility in the Shanghai Qingpu Industrial Zone to provide testing and assembly services. Modern Mind commenced construction of the facility in Shanghai in June 2002. We currently expect to move into this facility in the third quarter of 2005. Pending commencement of production at the permanent facility, Modern Mind is operating in a temporary facility leased from a third party. Commercial testing and assembly services at this temporary facility commenced in March 2003. Modern Mind currently offers TSOP packages and testing and assembly of memory semiconductors, and intends to expand into the various testing and assembly services offered by us. Subsequent to the commencement of production at the permanent facility, we will also provide gold bumping services at the temporary facility. In connection with the planned operations in Shanghai, Modern Mind has invested, through ChipMOS Shanghai, US\$92.5 million in the new testing and assembly facility and equipment currently being used in the temporary facility in Shanghai and Modern Mind has committed to invest an additional US\$157.5 million by December 6, 2007 in the permanent testing and assembly facility.

In December 2004, we sold our Kaohsiung testing facility to Radiant Opto-Electronics Corporation.

The following table shows the location, primary use and size of each of our facilities, and the principal equipment installed at each facility, as of April 30, 2005.

Location of Facility	Primary Use	Size of Land	Testers/Bonders
Chupei, Hsinchu – Chantek	Assembly/Gold Bumping ⁽¹⁾	21,620 square meters	256 wire bonders 2 stepper 2 aligners
Chupei, Hsinchu – ChipMOS Logic	Testing	12,873 square meters	63 testers
Hsinchu Industrial Park, Taiwan – ThaiLin	Testing	25,779 square meters	78 testers
Hsinchu Science Park, Taiwan	Testing	28,632 square meters	161 testers
Southern Taiwan Science Park, Taiwan	Assembly/Testing	56,680 square meters	156 wire bonders 88 inner lead bonders 105 testers
Shanghai Qingpu Industrial Zone, Mainland China	Assembly/Testing/Modules and Subsystem Manufacturing	291,959 square meters	6 testers 51 wire bonders

(1) Gold bumping equipment at this facility belongs to ChipMOS Taiwan.

On August 24, 2004, we, through ThaiLin and ChipMOS Taiwan, entered into an agreement for the acquisition of certain testing and assembly assets of FICTA, including 52 testers, 133 wire bonders, machinery, equipment, raw materials, spare parts, and related patents. The value of the transaction was approximately NT\$1,050 million (US\$33 million) and the transaction closed on November 1, 2004.

Raw Materials

Semiconductor testing requires minimal raw materials. Fabricated wafers are the main raw materials for our semiconductor turnkey services. Substantially all of the raw materials used in our memory and mixed-signal semiconductor assembly processes are interconnect materials such as leadframes, organic substrates, gold wire and molding compound. Raw materials used in the LCD and other flat-panel display driver semiconductor testing and assembly process include carrier tape, resin, spacer tape, plastic reel, aluminum bags, and inner and outer boxes. Cost of raw materials represented 35%, 23% and 21% of our net revenue in 2002, 2003 and 2004, respectively.

We do not maintain large inventories of leadframes, organic substrates, gold wire or molding compound, but generally maintain sufficient stock of each principal raw material for approximately one month's production based on blanket orders and rolling forecasts of near-term requirements received from customers. In addition, several of our principal suppliers dedicate portions of their inventories, typically in amounts equal to the average monthly amounts supplied to us, as reserves to meet our production requirements. However, shortages in the supply of materials experienced by the semiconductor industry have in the past resulted in occasional price adjustments and delivery delays. See "Item 3. Key Information — Risk Factors — Risks Relating to Our Business — If we are unable to obtain raw materials and other necessary inputs from our suppliers in a timely and cost-effective manner, our production schedules would be delayed and we may lose customers and growth opportunities and become less profitable" for a discussion of the risks associated with our raw materials purchasing methods. For example, with the exception of aluminum bags and inner and outer boxes, which we acquire from local sources, the raw materials used in our TCP process and for modules are obtained from a limited number of Japanese suppliers.

Equipment

Testing of Memory and Mixed-Signal Semiconductors

Testing equipment is the most capital intensive component of the testing business. Upon the acquisition of new testing equipment, we install, configure, calibrate and perform burn-in diagnostic tests on the equipment. We also establish parameters for the testing equipment based on anticipated requirements of existing and potential customers and considerations relating to market trends. As of April 30, 2005, we operated 308 testers. We generally seek to purchase testers with similar functionality that are able to test a variety of different semiconductors. We purchase testers from major international manufacturers, including Advantest Corporation, Agilent Technologies and Credence Systems Corporation.

In general, particular semiconductors can be tested using a limited number of specially designed testers. As part of the qualification process, customers will specify the machines on which their semiconductors may be tested. We often develop test program conversion tools that enable us to test semiconductors on multiple equipment platforms. This portability among testers enables us to allocate semiconductor testing across our available testing capacity and thereby improve capacity utilization rates. If a customer requires the testing of a semiconductor that is not yet fully developed, the customer consigns its testing software programs to us to test specific functions. If a customer specifies testing equipment that is not widely applicable to other semiconductors we test, we require the customer to furnish the equipment on a consignment basis. Currently, we do not have any testers consigned to us.

We will continue to acquire additional testing equipment in the future to the extent market conditions, cash generated from operations, the availability of financing and other factors make it desirable to do so. Some of the equipment and related spare parts that we require have been in short supply in recent years. Moreover, the equipment is only available from a limited number of vendors or is manufactured in relatively limited quantities and may have lead times from order to delivery in excess of six months.

Assembly of Memory and Mixed-Signal Semiconductors

The number of wire bonders at a given facility is commonly used as a measure of the assembly capacity of the facility. Typically, wire bonders may be used, with minor modifications, for the assembly of different products. We purchase wire bonders principally from Shinkawa Co., Ltd. As of April 30, 2005, we operated 463 wire bonders. In addition to wire bonders, we maintain a variety of other types of assembly equipment, such as wafer grinders, wafer mounters, wafer saws, die bonders, automated molding machines, laser markers, solder platers, pad printers, dejunkers, trimmers, formers, substrate saws and lead scanners.

Testing and Assembly of LCD and Other Flat-Panel Display Driver Semiconductors

We acquired TCP-related equipment from Sharp to begin our TCP-related services. We subsequently purchased additional TCP-related testers from Yokogawa Electric Corp. and Advantest Corporation and assembly equipment from Shibaura Mechatronics Corp., Athlete FA Corp. and Sharp Takaya Electronics Corp. As of April 30, 2005, we operated two steppers and two aligners for gold bumping and 88 inner lead bonders for assembly and 105 testers for LCD and other flat-panel display driver semiconductors. We are currently in the process of purchasing additional testing equipment. The testing equipment can be used for the TCP, COF and COG processes, while the inner lead bonders are only used in the TCP and COF processes. The same types of wafer grinding, auto wafer mount and die saw equipment is used for the TCP, COF and COG processes. In addition, auto inspection machines and manual work are used in the COG process, which is more labor intensive than the TCP and COF processes.

Competition

The independent testing and assembly markets are very competitive. Our competitors include large IDMs with in-house testing and assembly capabilities and other independent semiconductor testing and assembly companies, especially those offering vertically integrated testing and assembly services, such as Advanced Semiconductor Engineering Inc., Amkor Technology, Inc., ASAT Limited, ASE Test Limited, King Yuan Electronics Co., Ltd., Siliconware Precision, and STATS ChipPAC Ltd. We believe that the principal measures of competitiveness in the independent semiconductor testing industry are:

- engineering capability of software development;
- quality of service;
- flexibility;

- capacity;
- production cycle time; and
- price.

In assembly services, we compete primarily on the basis of:

- production yield;
- production cycle time;
- process technology, including our COF technology for LCD and other flat-panel display driver semiconductor assembly services;
- quality of service;
- capacity;
- location; and
- price.

IDMs that use our services continually evaluate our performance against their own in-house testing and assembly capabilities. These IDMs may have access to more advanced technologies and greater financial and other resources than we do. We believe, however, that we can offer greater efficiency and lower costs while maintaining an equivalent or higher level of quality for three reasons:

- first, we offer a broader and more complex range of services as compared to the IDMs, which tend to focus their resources on improving their front-end operations;
- second, we generally have lower unit costs because of our higher utilization rates; and
- finally, we offer a wider range of services in terms of complexity and technology.

Intellectual Property

As of April 30, 2005, we held 433 patents in Taiwan, one patent in the United Kingdom, one patent in Japan, 14 patents in the United States and eight patents in the People's Republic of China, relating to various semiconductor testing and assembly technologies. These patents will expire at various dates through June 1, 2024. As of April 30, 2005, we also had a total of three pending patent applications in the United States, 67 in Taiwan and one in the People's Republic of China. In addition, we have registered "ChipMOS" and its logo and "InPack" as trademarks in Taiwan, and "ChipMOS" and its logo as trademarks in the United States, the People's Republic of China, Japan and in the European Community.

We expect to continue to file patent applications where appropriate to protect our proprietary technologies. We may need to enforce our patents or other intellectual property rights or to defend ourselves against claimed infringement of the rights of others through litigation, which could result in substantial costs and a diversion of our resources. See "Item 3. Key Information — Risk Factors — Risks Relating to Our Business — Disputes over intellectual property rights could be costly, deprive us of technologies necessary for us to stay competitive, render us unable to provide some of our services and reduce our opportunities to generate revenue."

We acquired our testing and assembly technology for TCPs under a licensing agreement with Sharp Corporation. The term of the agreement with Sharp is for five years beginning February 10, 2000. Pursuant to this agreement, Sharp licensed to us TCP-related technology and intellectual property rights. We in turn pay a royalty fee to Sharp ranging from 3% to 5% of the service fee paid to us by our customers minus the material cost incurred from providing TCP-related services over the term of the licensing agreement, except for the TCP-related services provided to Sharp. Sharp has granted us a grace period for the payment of the royalty fees, which expired in September 2004, during which we may defer the payment of a portion of the royalty fee due to Sharp until the expiry of the grace period or until the amount of deferred royalty fee exceeds approximately ¥151 million. In 2002, 2003 and 2004, we incurred royalty obligations of ¥32 million, ¥22 million and ¥16 million, respectively, to Sharp, the total amount of which was paid in October 2004.

On April 7, 2004, ChipMOS Bermuda entered into an assignment agreement with ChipMOS Taiwan, as amended on May 14 and October 11, 2004, pursuant to which ChipMOS Taiwan transferred all of the technologies it owned to ChipMOS Bermuda for a purchase price of US\$19.7 million, which was paid in November 2004.

On April 7, 2004, ChipMOS Bermuda entered into a patent license agreement with ChipMOS Taiwan, which was amended on July 8, 2004, October 11, 2004 and December 30, 2004, pursuant to which ChipMOS Bermuda grants to ChipMOS Taiwan a non-exclusive royalty-bearing license with respect to certain patents and patent applications until the expiration of the term of the last of these patents. Under the patent license agreement, ChipMOS Taiwan will pay ChipMOS Bermuda a royalty in the aggregate of US\$20 million, payable in 80 quarterly installments of US\$250,000 each. The first installment was paid in April 2005.

Environmental Matters

Semiconductor testing does not generate significant pollutants. The semiconductor assembly process generates gaseous chemical wastes, principally at the molding stage. Liquid waste is produced when silicon wafers are ground thinner and diced into chips with the aid of diamond saws and cooled with running water. In addition, excess material on leads and moldings are removed from assembled semiconductors in the trimming and dejunking processes, respectively. We have installed various types of liquid and gaseous chemical waste-treatment equipment at our semiconductor assembly facilities. We believe that we have adopted adequate and effective environmental protection measures that are consistent with semiconductor industry practices in Taiwan and Mainland China. In addition, we believe we are in compliance in all material respects with current environmental laws and regulations applicable to our operations and facilities.

All of our facilities in Taiwan have been certified as meeting the ISO 14001 environmental standards by the International Organization for Standardization. Our testing facility at the Hsinchu Science Park won both the "Plant Greenery and Beautification Award" in 1999, 2000 and 2002 and the "Safety & Health Excellent Personnel Award" in 2001 from the Science Park Administration, the "Green Office Award" from the Environment Protection Administration of the ROC in 2000 and the "Outstanding Voluntary Protection Program Award" by the Labor Affairs Commission of the ROC in 1999. Our assembly facility at the Southern Taiwan Science Park won the "Green Office Award" from the Environment Protection Administration of the ROC in 2001. In 2003, we won several environmental awards, including the "Environmental Protection Excellent Unit Award," the "Plant Greenery and Beautification Award," the "Environment Maintain Award" and the "Safety & Health Excellent Personnel Award," each awarded by the Science Park Administration. We will continue to implement programs, measures and related training to reduce industrial waste, save energy, and control pollution. In 2001, ChipMOS Taiwan completed a lead-free process control program, which offers a lead-free method in a semiconductor package, a lead-free plating, a lead-free solder ball and a lead-free reliability method and specification. The same lead-free process control program was completed by Chantek in April 2005.

Insurance

We maintain insurance policies on our buildings, equipment and inventories. These insurance policies cover property damages due to all risks, including but not limited to, fire and lightning and earthquakes. The maximum coverage of our property insurance is approximately NT\$23,123 million. In addition, ThaiLin also maintains an all-risks policy for a maximum coverage of approximately NT\$3,243 million, and ChipMOS Shanghai maintains property insurance policies for a maximum coverage of approximately RMB235 million. As of the end of 2004, we had received approximately NT\$113 million in insurance compensation related to the earthquake that occurred on September 21, 1999.

Insurance coverage on facilities under construction is maintained by us and our contractors, who are obligated to procure necessary insurance policies and bear the relevant expenses of which we are the beneficiary.

We also maintain insurance on the wafers delivered to us while these wafers are in our possession and during transportation from suppliers to us and from us to our customers.

Employees

See “Item 6. Directors, Senior Management and Employees – Employees” for certain information relating to our employees.

Taxation

See “Item 5. Operating and Financial Review and Prospects – Taxation” for certain information regarding the effect of PRC and ROC tax regulations on our operations.

Item 5. Operating and Financial Review and Prospects

Overview

We provide a broad range of semiconductor testing and assembly services primarily for memory, mixed-signal, and LCD and other flat-panel display driver semiconductors. We also provide semiconductor turnkey services by purchasing fabricated wafers and selling tested and assembled semiconductors. In 2004, our consolidated net revenue was NT\$15,036 million (US\$474 million) and our net income was NT\$1,676 million (US\$53 million).

We are a holding company, incorporated in Bermuda on August 1, 2000. We provide most of our services through our majority-owned subsidiary, ChipMOS Taiwan, and its subsidiaries and investees. ChipMOS Taiwan was founded in 1997 as a joint venture between Mosel and Siliconware Precision and with the participation of other investors. As of April 30, 2005, we held 70.3% of the outstanding common shares of ChipMOS Taiwan, and Siliconware Precision held 28.7%. In Taiwan, we conduct testing operations in our facilities at the Hsinchu Science Park and the Hsinchu Industrial Park and testing and assembly operations in our facility at the Southern Taiwan Science Park. We also conduct operations in Mainland China through ChipMOS Shanghai, a wholly-owned subsidiary of Modern Mind Technology Limited, or Modern Mind, which is one of our controlled consolidated subsidiaries. ChipMOS Shanghai operates a testing and assembly facility at the Qingpu Industrial Zone in Shanghai. Through our subsidiaries, we also have equity interests in other companies that are engaged in the semiconductor industry. See “Item 4. Information on the Company — Overview of the Company” for more details.

The following key trends are important to understanding our business:

Capital Intensive Nature of Our Business. Our operations, in particular our testing operations, are characterized by relatively high fixed costs. We expect to continue to incur substantial depreciation and other expenses as a result of our previous acquisitions of testing and assembly equipment and facilities. Our profitability depends in part not only on absolute pricing levels for our services, but also on capacity utilization rates for our testing and assembly equipment. In particular, increases or decreases in our capacity utilization rates could significantly affect our gross margins since the unit cost of testing and assembly services generally decreases as fixed costs are allocated over a larger number of units.

The current generation of advanced testers typically cost between US\$2 million and US\$3 million each, while wire bonders used in assembly typically cost approximately US\$85,000 each and inner-lead bonders for tape carrier package, or TCP, chip-on-film, or COF, assembly cost approximately US\$370,000 each and chip-on-glass, or COG, assembly cost approximately US\$160,000 each. We begin depreciating our equipment when it is placed into commercial operation. There may be a time lag between the time when our equipment is placed into commercial operation and when it achieves high levels of utilization. In periods of depressed semiconductor industry conditions, we may experience lower than expected demand from our customers and a sharp decline in the average selling prices of our testing and assembly services, resulting in an increase in depreciation expenses relative to net revenue. In particular, the capacity utilization rates for our testing equipment may be severely affected during a semiconductor industry downturn as a result of the decrease in outsourcing demand from integrated device manufacturers, or IDMs, which typically maintain larger in-house testing capacity than in-house assembly capacity.

Highly Cyclical Nature of the Semiconductor Industry. Highly cyclical, the worldwide semiconductor industry has experienced peaks and troughs over the last decade, with a severe downturn beginning in the fourth quarter of 2000 that was followed by a modest recovery since 2002. The significant decrease in market demand for semiconductors that began in 2000 adversely affected our results of operations for 2001 and 2002. During periods of decreased demand for assembled semiconductors, some of our customers may forego or simplify final testing of certain types of semiconductors, such as DRAM, further intensifying our difficulties.

Declining Average Selling Prices of Our Testing and Assembly Services. The semiconductor industry is characterized by a general decrease in prices for products and services over the course of their product and technology life cycles. The rate of decline is particularly steep during periods of intense competition and adverse market conditions. The average selling prices of our testing and assembly services, except those for LCD and other flat-panel display driver semiconductors, experienced sharp declines during such periods as a result of intense price competition from other independent testing and assembly companies that attempt to maintain high capacity utilization levels in the face of reduced demand.

To offset the effects of decreasing average selling prices, we will continue to seek to:

- improve production efficiency and maintain high capacity utilization rates;
- concentrate on testing of high-demand, high-growth semiconductors;
- develop new assembly technologies; and
- implement new technologies and platforms to shift into higher margin services.

Market Conditions for the End-User Applications for Semiconductors. Market conditions in the semiconductor industry, to a large degree, track those for their end-user applications. Any deterioration in the market conditions for the end-user applications of semiconductors that we test and assemble may reduce demand for our services and, in turn, materially adversely affect our financial condition and results of operations. Our net revenue is largely attributable to fees from testing and assembling semiconductors for use in personal computers, consumer electronic products, display applications and communications equipment. The markets for these products are intensely competitive, and a significant decrease in demand could put pricing pressure on our testing and assembly services and negatively affect our earnings.

Change in Product Mix. Declines in average selling prices have been partially offset over the last three years by a change in our revenue mix. In particular, revenue from testing and assembly of LCD and other flat-panel display driver semiconductors and 12-inch wafer processing have increased as a percentage of our total net revenue. We intend to continue focusing on testing and assembling more semiconductors that provide higher margins and developing and offering new technologies in testing and assembly services, in order to mitigate the effects of declining average selling prices on our profitability.

Recent Acquisitions

On April 1, 2004, PlusMOS merged into Chantek in a stock-for-stock merger, with Chantek as the surviving entity. Chantek provides semiconductor assembly services for low-density volatile and non-volatile memory semiconductors, consumer semiconductors and microcontroller semiconductors, and subsequent to the merger, also manufactures, designs and sells DRAM modules. Upon the consummation of the merger, ChipMOS Taiwan held a 34.2% interest in Chantek, and Chantek became one of our consolidated subsidiaries as of April 1, 2004. The consolidation of Chantek has significantly affected our financial results for the year ended December 31, 2004 and our financial position as of December 31, 2004.

On April 30, 2004, WWT, a Taiwan-based logic testing company, merged into ChipMOS Logic, one of our majority-owned subsidiaries, with ChipMOS Logic as the surviving entity. We consolidated our mixed-signal semiconductor testing services into the combined entity and provide mixed-signal semiconductor testing services to both our existing customers and WWT's customers through ChipMOS Logic. The merger affected our results of operations, cash flow from operations and financial position for future periods starting from April 30, 2004.

On August 24, 2004, we, through ThaiLin and ChipMOS Taiwan, entered into an agreement for the acquisition of certain testing and assembly assets of FICTA, including 52 testers, 133 wire bonders, and machinery, equipment, raw materials, spare parts, and patents. The value of the transaction was approximately NT\$1,050 million (US\$33 million) and the transaction closed on November 1, 2004. As part of this transaction, ChipMOS Taiwan acquired a 67.8% ownership interest in First Semiconductor Technology, Inc., which was incorporated in the United States of America in June 1998 and engages in IC logic testing services. This acquisition did not have a material effect on our financial results for the year ended December 31, 2004 nor our financial position as of December 31, 2004. On April 29, 2005, ChipMOS Taiwan transferred its interest in First Semiconductor Technology, Inc. to First Semiconductor Technology, Inc. in a transaction valued at NT\$63 million (US\$2 million).

Net Revenue

We conduct our business according to our four main business segments: (1) testing services for memory and mixed-signal semiconductors, (2) assembly services for memory and mixed-signal semiconductors, (3) LCD and other flat-panel display driver semiconductor testing and assembly services, and (4) semiconductor turnkey services, whereby we purchase fabricated wafers and sell tested and assembled semiconductors and, from 2003, also conduct certain trading activity. The following table sets forth, for the periods indicated, our consolidated net revenue for each segment.

	Year ended December 31,			
	2002 ⁽¹⁾	2003 ⁽²⁾	2004 ⁽³⁾	2004 ⁽³⁾
	NT\$	NT\$	NT\$	US\$
	(in millions)			
Testing				
Memory	\$2,254.2	\$2,890.3	\$ 5,491.9	\$173.0
Mixed-signal	76.9	265.5	529.7	16.7
Total testing	2,331.1	3,155.8	6,021.6	189.7
Assembly				
Memory	1,404.5	2,701.4	5,130.1	161.7
Mixed-signal	10.7	27.5	660.7	20.8
Total assembly	1,415.2	2,728.9	5,790.8	182.5
LCD and other flat-panel display driver semiconductor testing and assembly	991.8	1,683.5	2,749.8	86.6
Semiconductor turnkey ⁽⁴⁾	1,787.8	1,458.3	473.6	14.9
Total	\$6,525.9	\$9,026.5	\$15,035.8	\$473.7

- (1) In 2002, we consolidated the financial results of ChipMOS Taiwan and its 100% owned subsidiaries, ChipMOS Japan, ChipMOS USA, ChipMOS Hong Kong, Modern Mind and its wholly-owned subsidiary, ChipMOS Shanghai.
- (2) In 2003, we consolidated the financial results of ThaiLin.
- (3) From January 12 and 28, 2004, onwards, we consolidated the financial results of Advanced Micro Chip Technology Co., Ltd. (which was liquidated in October 2004), and ChipMOS Logic, respectively, and from April 1, 2004, onwards, we also consolidated the financial results of Chantek. Starting from April 30, 2004, our financial results also included the financial results of WWT, which was merged into ChipMOS Logic. Starting from November 1, 2004, our financial statements also included the results of First Semiconductor Technology, Inc. in which ChipMOS Taiwan acquired a 67.8% equity interest on November 1, 2004 and sold back this interest to First Semiconductor Technology, Inc. on April 29, 2005.
- (4) In 2003, includes trading revenue generated by ChipMOS Hong Kong.

Our net revenue consists primarily of service fees for testing and assembling semiconductors, and to a lesser extent, fees from equipment rentals to semiconductor manufacturers for engineering testing, less allowances for product returns. We offer testing services for memory semiconductors, mixed-signal semiconductors and testing and assembly services for LCD and other flat-panel display driver semiconductors. We also offer semiconductor turnkey services to utilize our excess capacity available from time to time.

Some of our customers have entered into agreements with us, under which we reserve an agreed capacity for such customers and under which such customers commit to place orders in the amount of the reserved capacity for periods from 2005 to 2009, some of which may be reduced by these customers under the agreements. As of April 30, 2005, 44% percent of our total current capacity was reserved under the above mentioned capacity guarantee contracts. However, most of our other customers generally do not place purchase orders far in advance and our contracts with customers generally do not require minimum purchases of our products or services. Our customers' purchase orders have varied significantly from period to period because demand for their products is often volatile.

Our financial condition and results of operations have also been, and are likely to continue to be, affected by price pressures on our service fees, which tend to decline in tandem with the declining average selling prices of the products we test and assemble over the course of their product and technology life cycles. In order to maintain our margins, it is necessary to offset the fee erosion by continually improving our production efficiency and maintaining high capacity utilization rates. We also plan to continue to develop and implement new technologies and expand our services into higher-margin segments. These efforts require significant upfront investment in advance of incremental revenue, which could impact our margins.

Pricing

We price our testing fees primarily based on the cost of testing the products to our customers' specifications, including the costs of the required material and components, the depreciation expenses relating to the equipment involved and our overhead expenses, and with reference to prevailing market prices. Accordingly, the testing fee for a particular product would principally depend on the time taken to perform the tests, the complexity of the product and the testing process, and the cost of the equipment used to perform the test. For example, testing fees for memory semiconductors are significantly higher than those for other products because of the longer time required and the need for burn-in testing.

We price our assembly services on a per unit basis, taking into account the complexity of the package, our costs, including the costs of the required material and components, the depreciation expenses relating to the equipment involved and our overhead expenses, prevailing market conditions, the order size, the strength and history of our relationship with the customer and our capacity utilization.

We price our testing and assembly services for LCD and other flat-panel display driver semiconductors on the basis of our costs, including the costs of the required material and components, the depreciation expenses relating to the equipment involved and our overhead expenses, and the price for comparable services.

Because we purchase fabricated wafers for our turnkey services, we price our semiconductor turnkey services based on the market price of the wafers as well as the factors we use to price our testing and assembly services, as described above.

We offer volume discounts to all customers who purchase large quantities of our services and special discounts to customers who use our turnkey services or all of our vertically integrated services.

Revenue Recognition

We generally recognize our revenue upon shipment of tested and assembled semiconductors to locations designated by our customers, including our internal warehouse for customers using our warehousing services. Revenue from product sales is recognized when title of products and risks of ownership are transferred to customers, generally upon shipment of the products. We submit invoices at the time of shipment or delivery and currently require customers to pay within 60 days after the last day of the month during which the invoice was sent, except that we currently require ProMOS Technologies Inc., or ProMOS, to pay within 75 days and Ultima Electronics Corp., or Ultima, and Mosel Vitelic Inc., or Mosel, to pay within 90 days. Prior to July 2001, we extended most customers 60 day payment terms. We have not experienced any significant collection problems. We do not require our customers to provide collateral for payment.

Related Party Revenues

In 2002, 2003 and 2004, 56%, 56% and 32%, respectively, of our net revenue were derived from related parties. While we believe that our transactions with related parties were entered into on an arm's-length basis, we have from time to time extended them favorable payment terms, as discussed in the preceding paragraph. See "Item 7. Major Shareholders and Related Party Transactions" for more information concerning our related party transactions.

Geography and Currency

We generate most of our net revenue from customers headquartered in Taiwan, which represented 88%, 84% and 81% of our net revenue in 2002, 2003 and 2004, respectively. We also generate net revenue from customers in the PRC, Japan, the United States, Hong Kong and other countries. Our service fees and revenue are generally denominated in the currency of the jurisdiction in which our facilities are located, for example NT dollars for our Taiwan operations and RMB for our Mainland China operations. As we generate most of our net revenue from Taiwanese customers using our Taiwanese operations, and since most of our labor and overhead costs are denominated in NT dollars, we consider the NT dollar to be our functional currency.

See Note 25 to our audited consolidated financial statements and “Item 11. Quantitative and Qualitative Disclosure about Market Risk — Market Risks — Foreign Currency Risks” for certain information on our exchange rate risks.

Cost of Revenue and Gross Profit (Loss)

Our cost of revenue consists primarily of the following: depreciation and amortization expenses, raw material costs, and labor and overhead expenses, which include royalty payments for licensed technologies, sub-contract fees and rental expenses. Our operations, in particular our testing operations, are characterized by relatively high fixed costs. We expect to continue to incur substantial depreciation and other expenses as a result of our previous and future acquisitions of testing and assembly equipment and facilities, including our investment in our Mainland China operations. Our profitability depends in part not only on absolute pricing levels for our services, but also on our capacity utilization rates. As of April 30, 2005, we had 413 testers, 463 wire bonders, 88 inner-lead bonders, two steppers and two aligners. We use inner-lead bonders for the assembly of LCD and other flat-panel display driver semiconductors using TCP or COF technology, and wire bonders for thin small outline package, or TSOP, ball-grid array, or BGA, and some other package assembly technologies. Our average capacity utilization rate for assembly of memory and mixed-signal semiconductors was 88% in 2004, 89% in 2003 and 60% in 2002. In addition, our average capacity utilization rate for LCD and other flat-panel display driver semiconductor testing and assembly was 76% in 2004, 82% in 2003 and 62% in 2002.

Most of our labor and overhead costs are denominated in NT dollars. However, we also incur costs of revenues and operating expenses associated with testing and assembly services in several other currencies, including Japanese yen, US dollars and RMB. In addition, a substantial portion of our capital expenditures, primarily for the purchase of testing and assembly equipment, has been, and is expected to continue to be, denominated in Japanese yen with much of the remainder in US dollars.

The following table sets forth, for the periods indicated, our gross profit (loss) and our gross profit (loss) margin as a percentage of net revenue.

	Year ended December 31,			
	2002 ⁽¹⁾	2003 ⁽²⁾	2004 ⁽³⁾	2004 ⁽³⁾
	NT\$	NT\$	NT\$	US\$
	(in millions, except percentages)			
Gross profit (loss):				
Testing				
Memory	\$ (48.8)	\$ 607.7	\$2,329.0	\$ 73.4
Mixed-signal	(304.8)	(161.3)	(100.9)	(3.2)
Total testing	(353.6)	446.4	2,228.1	70.2
Assembly				
Memory	18.9	538.7	1,095.4	34.5
Mixed-signal	2.0	5.7	(122.3)	(3.8)
Total assembly	20.9	544.4	973.1	30.7
LCD and other flat-panel display driver semiconductor testing and assembly	126.0	528.2	970.2	30.5
Semiconductor turnkey ⁽¹⁾	20.9	48.0	6.9	0.2
Total	\$(185.8)	\$1,567.0	\$4,178.3	131.6
Gross profit (loss) margin:				
Testing				
Memory	(2.2)%	21.0%	42.4%	42.4%
Mixed-signal	(396.7)	(60.8)	(19.1)	(19.1)
Total testing	(15.2)	14.1	37.0	37.0
Assembly				
Memory	1.4	19.9	21.4	21.4
Mixed-signal	18.5	20.8	(18.5)	(18.5)
Total assembly	1.5	19.9	16.8	16.8

	Year ended December 31,			
	2002 ⁽¹⁾	2003 ⁽²⁾	2004 ⁽³⁾	2004 ⁽³⁾
	NT\$	NT\$	NT\$	US\$
	(in millions, except percentages)			
LCD and other flat-panel display driver semiconductor testing and assembly	12.7	31.4	35.3	35.3
Semiconductor turnkey ⁽⁴⁾	1.2	3.3	1.5	1.5
Overall	(2.8)%	17.4%	27.8%	27.8%

- (1) In 2002, we consolidated the financial results of ChipMOS Taiwan and its 100% owned subsidiaries, ChipMOS Japan, ChipMOS USA, ChipMOS TECHNOLOGIES (H.K.) Limited, Modern Mind and its wholly-owned subsidiary, ChipMOS Shanghai.
- (2) In 2003, we consolidated the financial results of ThaiLin.
- (3) From January 12 and 28, 2004, onwards, we consolidated the financial results of Advanced Micro Chip Technology Co., Ltd. (which was liquidated in October 2004), and ChipMOS Logic, respectively, and from April 1, 2004, onwards, we also consolidated the financial results of Chantek. Starting from April 30, 2004, our financial results also included the financial results of WWT, which was merged into ChipMOS Logic. Starting from November 1, 2004, our financial statements also included the results of First Semiconductor Technology, Inc. in which ChipMOS Taiwan acquired a 67.8% equity interest on November 1, 2004 and sold back this interest to First Semiconductor Technology, Inc. on April 29, 2005.
- (4) In 2003, includes trading revenue generated by ChipMOS Hong Kong.

Operating Expenses

Research and Development

Research and development expenses consist primarily of personnel expenses, amortization expenses relating to technology, expenditures to qualify our services for specific customers and other consulting fees and certification fees paid to third parties. Research and development expenses are recognized as they are incurred. We currently expect to continue to hire a significant number of additional employees in our research and development department. We currently expect that research and development expenses will increase in absolute terms in the future as we expand into new technologies and service offerings.

Sales and Marketing

Sales and marketing expenses consist primarily of shipping and handling expenses incurred in delivering products to our customers' designated locations, advertising, corporate communications and other marketing expenses, personnel expenses for sales and marketing staff, service marketing expenses and service support expenses. We currently expect marketing expenses to increase in absolute terms in the future, related to the planned growth of our business.

General and Administrative

General and administrative expenses consist of salaries and related expenses for executive, finance and accounting, and management information systems personnel, professional fees, bad debt provision, and other corporate expenses. They also include stock-based compensation that is expensed using the intrinsic value-based method. See "Item 6. Directors, Senior Management and Employees — Share Option Plan" for more information concerning our share option plan. We also pay Mosel an annual administrative fee for the provision of certain administrative services. We expect general and administrative expenses to increase in absolute terms as we add personnel and incur additional expenses related to the growth of our business and operations, particularly our Mainland China operations.

Other Income (Expenses), Net

Our other income principally consists of gains on sale of investments, warehouse space rental revenue, interest income, foreign exchange gains and gains on disposal of property, plant and equipment. Our other expenses principally consist of interest expense, investment losses recognized by equity method, financing costs, allowance for losses on short-term investments, losses on disposal of property, plant and equipment and foreign exchange losses. Accordingly, whether we record other income, net or other expenses, net in any fiscal year would depend on the amount of these items.

Minority Interests and Interest in Bonuses Paid by Subsidiaries

Minority interests represent the portion of our income that is attributable to the shareholding in our consolidated subsidiaries that we do not own. For 2002, the minority interests were attributable to the minority interests owned by Siliconware Precision and other investors in ChipMOS Taiwan. For 2003, the minority interests were attributable to the minority interests owned by Siliconware Precision and other investors in ChipMOS Taiwan and the public shareholders' interest in ThaiLin. Commencing in 2004, minority interests will also include the portion of our income attributable to the shareholdings in Chantek and ChipMOS Logic that we do not own.

Interest in bonuses paid by subsidiaries represents our portion of ChipMOS Taiwan's distributable earnings that are appropriated as bonuses to employees and remuneration to directors and supervisors of ChipMOS Taiwan, as required by ROC regulations and ChipMOS Taiwan's articles of incorporation. None of our subsidiaries paid any such bonuses to directors, supervisors and employees in 2002, 2003 and 2004.

Net Income (Loss)

Our business incurred net losses in 2002, primarily due to the overall weak economic conditions in the semiconductor markets we serve. We were again profitable in 2003 and 2004 with net income of NT\$482 million and NT\$1,676 million, respectively, due to increased revenue and improved gross margins. We believe our future results will be dependent upon the overall economic conditions in the markets we serve, the competitive environment in which we operate, and our ability to successfully implement our strategy, among other things. For additional information on factors that will affect our future performance, see "Item 3. Key Information — Risk Factors."

Results of Operations

The following table presents selected operating data as a percentage of net revenue for the periods indicated:

	Year ended December 31,		
	2002	2003	2004
	(percentage of net revenue)		
ROC GAAP:			
Net revenue	100.0%	100.0%	100%
Cost of revenue	102.8	82.6	72.2
Gross profit (loss) margin	(2.8)	17.4	27.8
Operating expenses:			
Research and development	5.0	3.3	2.0
Sales and marketing	0.6	0.7	2.0
General and administrative	4.8	4.9	4.5
Total operating expenses	10.4	8.9	8.5
Income (loss) from operations	(13.2)	8.5	19.3
Other income (expenses), net	(6.1)	(0.9)	(2.6)
Income (loss) before income tax and minority interests and interest in bonuses paid by subsidiaries ⁽¹⁾	(19.3)	7.6	16.7
Income tax benefit (expense)	(1.5)	0.3	0.9
Income (loss) before minority interests and interest in bonuses paid by subsidiaries	(20.8)	7.9	17.6
Minority interests	5.9	(2.8)	(6.6)
Interest in bonuses paid by subsidiaries ⁽¹⁾	—	—	—
Pre-acquisition earnings ⁽²⁾	—	0.2	0.1
Net income (loss)	(14.9)%	5.3%	11.1%

(1) Refers to bonuses to directors, supervisors and employees.

(2) Represents our share of pre-acquisition profits of ThaiLin prior to December 1, 2003, the date when we began to consolidate the accounts of ThaiLin. For 2004, represents our share of pre-acquisition profits of Chantek prior to April 1, 2004, the date when we began to consolidate the accounts of Chantek, the surviving entity after the merger of Chantek and PlusMOS.

Year Ended December 31, 2004 Compared to Year Ended December 31, 2003

Net Revenue. Our net revenue increased by NT\$6,009 million, or 67%, to NT\$15,036 million (US\$474 million) in 2004, from NT\$9,027 million in 2003. This increase was primarily due to an increase in revenue from memory semiconductor testing and assembly services, LCD and other flat-panel display driver semiconductor testing and assembly services and the effects of consolidating revenue from ThaiLin, ChipMOS Logic, Chantek and First Semiconductor Technology. Net revenue from testing services for memory and mixed-signal semiconductors increased by NT\$2,866 million, or 91%, to NT\$6,022 million (US\$190 million) in 2004, primarily due to the increased demand for our testing services for memory semiconductors, in particular DRAM and flash memory semiconductors and mixed-signal semiconductors. Net revenue from assembly services for memory and mixed-signal semiconductors increased by NT\$3,062 million, or 112%, to NT\$5,791 million (US\$182 million) in 2004, primarily due to the increased demand for our assembly services for memory semiconductors, in particular DRAM and flash memory semiconductors and mixed-signal semiconductors. Net revenues from LCD and other flat-panel display driver semiconductor testing and assembly services increased by NT\$1,066 million, or 63%, to NT\$2,750 million (US\$87 million) in 2004, primarily due to the increase in sales volume, in particular for LCD and other flat-panel display driver semiconductors using the more advanced COF packages, which reached 4% of our net revenue. The aggregate contribution from the consolidation of the financial results of ThaiLin, ChipMOS Logic, Chantek and First Semiconductor Technology was 24% of our net revenue. The increase in net revenue was partially offset by a decrease in net revenue from semiconductor turnkey services. Our net revenue from semiconductor turnkey services decreased by NT\$984 million, or 68%, to NT\$474 million (US\$15 million) in 2004 due to the increase in customer orders for our testing and assembly services.

Cost of Revenue and Gross Margin. Cost of revenue increased by NT\$3,398 million, or 46%, to NT\$10,858 million (US\$342 million) in 2004 from NT\$7,460 million in the same period in 2003. This increase was primarily due to an increase of NT\$1,813 million in overhead expenses, an increase of NT\$1,151 million in raw material costs and an increase of NT\$596 million in labor costs. Overhead expenses increased primarily due to an increase of NT\$414 million in salaries for certain supervisors in our fabs, an increase of NT\$693 million in depreciation, an increase of NT\$117 million in inventory supplies, an increase of NT\$125 million in maintenance costs, an increase of NT\$96 million in utilities, an increase of NT\$92 million in subcontract fees and an increase of NT\$66 million in expensable equipment.

Our gross profit margin was 28% in 2004, compared to 17% in 2003, and our gross profit increased to NT\$4,178 million (US\$132 million) in 2004 from NT\$1,567 million in 2003. The aggregate impact of consolidating the financial results of ThaiLin, ChipMOS Logic, Chantek and First Semiconductor Technology represented 8% of our gross profit in 2004. However, due to the consolidation of the financial results of Chantek, our gross margin in 2004 was negatively affected. Our gross profit margin for testing services for memory and mixed-signal semiconductors was 37% in 2004, compared to a gross profit margin of 14% in 2003, primarily due to the increase in our utilization rate. Our mixed-signal testing and mixed-signal assembly portions of our business continued to under perform with net losses of NT\$101 million and NT\$122 million, respectively in 2004. Our gross profit margin for LCD and other flat-panel display driver semiconductor assembly and testing services increased to 35% in 2004, from 31% in 2003, primarily due to an increase in our capacity utilization rate and a decrease in unit cost. Our gross profit margin for assembly services for memory and mixed-signal semiconductors was 17% in 2004 and 20% in 2003. Our gross profit margin for semiconductor turnkey services was approximately 1% in 2004 and in 2003 (excluding the trading business).

Research and Development Expenses. Research and development expenses increased by NT\$1 million, or 0.3%, to NT\$296 million (US\$9 million) in 2004 from NT\$295 million in 2003. This increase was primarily due to an increase of NT\$45 million in salary expenses as a result of an increase in the number of employees, partially offset by a decrease of NT\$30 million in depreciation and a decrease of NT\$10 million in professional fees. Our level of research and development expenses increased slightly in 2004 as we continued to focus on research and development projects relating to wafer-level chip scale packaging, or WLCSP, MEMS probe cards for wafer-level testing and the application of COF technologies to other devices.

Sales and Marketing Expenses. Sales and marketing expenses increased by NT\$243 million, or 374%, to NT\$308 million (US\$10 million) in 2004 from NT\$65 million in the same period in 2003. This large increase was primarily due to an increase of NT\$20 million in commissions and an increase of NT\$18 million in salary expenses as a result of increased sales, as well as an increase of NT\$174 million in bad debt expenses primarily related to an allowance for receivables from Ultima Electronics Corp.

General and Administrative Expenses. General and administrative expenses increased by NT\$233 million, or 53%, to NT\$673 million (US\$21 million) in 2004 from NT\$440 million in the same period in 2003. This increase was primarily due to an increase of NT\$132 million in salary expenses, and increase of NT\$25 million in entertainment expenses and an increase of NT\$27 million in depreciation.

Other Expenses, Net. Other expenses, net increased by NT\$319 million, or 414%, to NT\$396 million (US\$12 million) in 2004 from NT\$77 million in 2003. This increase was primarily due to impairment loss for long-term investments, capital reduction loss for long-term investments and loss on sale of investments of NT\$214 million (US\$7 million), NT\$50 million (US\$2 million) and NT\$40 million (US\$1 million), respectively, primarily related to our investments in Best Home and Sun-Fund, which were partially offset by a reduction in foreign exchange loss of NT\$45 million (US\$1 million).

Income (loss) Before Income Tax and Minority Interests. Income before income tax and minority interests increased to NT\$2,504 million (US\$79 million) in 2004 from NT\$690 million in 2003. This change was primarily due to an increase in income from operations to NT\$2,900 million (US\$91 million) in 2004 offset by an increase of NT\$319 million in other expenses.

Income Taxes. We recorded an income tax benefit of NT\$142 million (US\$4 million) in 2004 compared to an income tax benefit of NT\$29 million in 2003. This change was primarily due to tax credits resulting from investments by ChipMOS Taiwan and ThaiLin. We currently believe that we will incur income tax expenses in future periods.

Minority Interests. Minority interests increased by NT\$741 million to NT\$998 million (US\$31 million) in 2004 from NT\$257 million in 2003. The increase was primarily due to the significant growth in income generated by our subsidiaries that we do not fully own.

Net Income. As a result of the foregoing, including the consolidation of the financial results of ThaiLin, ChipMOS Logic, Chantek and First Semiconductor Technology as our net income was NT\$1,676 million (US\$53 million) in 2004, compared to net income of NT\$482 million in 2003. The aggregate impact of consolidating the financial results of ThaiLin, ChipMOS Logic, Chantek and First Semiconductor Technology decreased our net income in 2004 by 8%.

Year Ended December 31, 2003 Compared to Year Ended December 31, 2002

Net Revenue. Our net revenue increased by NT\$2,501 million, or 38%, to NT\$9,027 million in 2003 from NT\$6,526 million in 2002 as a result of an increase in revenue from all our services except semiconductor turnkey services. Net revenue from assembly services for memory and mixed-signal semiconductors increased by NT\$1,314 million, or 93%, to NT\$2,729 million as a result of an increase in volume for these services due to an increase in demand resulting from the continued recovery of the semiconductor industry in 2003. Net revenue from testing services for memory and mixed-signal semiconductors increased by NT\$825 million, or 35%, to NT\$3,156 million primarily due to an increase in volume for these services as a result of an increase in demand due to the continued recovery of the semiconductor industry in 2003. Our revenue from LCD and other flat-panel display driver semiconductor testing and assembly services increased by NT\$692 million, or 70%, to NT\$1,683 million, due to increases in both volume and price for these services as a result of a continued increase in demand for end-use applications for LCD and other flat-panel display driver semiconductors in 2003. Our revenue from semiconductor turnkey services decreased by NT\$330 million, or 18%, to NT\$1,458 million due to the increase in customer orders for our testing and assembly services.

Cost of Revenue and Gross Margin. Cost of revenue increased by NT\$748 million, or 11%, to NT\$7,460 million in 2003 from NT\$6,712 million in 2002. This increase was primarily due to an increase of NT\$534 million in overhead expenses, an increase of NT\$349 million in other costs and an increase of NT\$182 million in labor costs, which was partially offset by a decrease of NT\$239 million in raw material costs associated with semiconductor turnkey services as a result of a decrease in the volume of semiconductor turnkey services and a decrease of NT\$31 million in inventory revaluation allowance. Overhead expenses increased primarily due to an increase of NT\$183 million in subcontract fees, an increase of NT\$125 million in salaries for certain supervisors in our fabs, an increase of NT\$83 million in expensable equipment in service, an increase of NT\$81 million in maintenance costs and inventory supplies, and an increase of NT\$41 million in rental expenses.

Gross profit margin was 17% in 2003, compared to a gross loss margin of 3% in 2002, as our gross profit increased to NT\$1,567 million in 2003 from a gross loss of NT\$186 million in 2002. Our gross profit margin for assembly services for memory and mixed-signal semiconductors increased from 2% in 2002 to 20% in 2003, primarily because of a decrease in unit cost for assembly services for memory and mixed-signal semiconductors. Our gross profit margin for testing services for memory and mixed-signal semiconductors was 14% in 2003, compared to a gross loss margin of 15% in 2002, primarily due to the increase in our utilization rate in testing services for memory and mixed-signal semiconductors. Our gross profit margin for LCD and other flat-panel display driver semiconductor testing and assembly services increased to 31% in 2003 from 13% in 2002, primarily due to an increase in utilization rate and a decrease in unit cost. Our gross profit margin for semiconductor turnkey services increased to 3% in 2003 from 1% in 2002, primarily due to the inclusion of trading revenue generated by ChipMOS Hong Kong in 2003.

Research and Development Expenses. Research and development expenses decreased by NT\$32 million, or 10%, to NT\$295 million in 2003 from NT\$327 million in 2002. This decrease was primarily due to a decrease of NT\$80 million in amortization expenses related to technology and other deferred charges, partially offset by an increase of NT\$32 million in depreciation expenses related to research and development equipment, and an increase of NT\$19 million in salary expenses.

Sales and Marketing Expenses. Sales and marketing expenses increased by NT\$28 million, or 75%, to NT\$65 million in 2003 from NT\$37 million in 2002. This increase was primarily due to an increase of NT\$17 million in bad debt provisions, an increase of NT\$4 million in sales commissions, and an increase of NT\$3 million in import-export expenses.

General and Administrative Expenses. General and administrative expenses increased by NT\$130 million, or 42%, to NT\$440 million in 2003 from NT\$310 million in 2002. This increase was primarily due to an increase of NT\$48 million in general and administrative expenses relating to the development and expansion of our operations in Mainland China, an increase of NT\$26 million in salary expenses, an increase of NT\$21 million in fees for professional services, an increase of NT\$13 million in entertainment expenses, and an increase of NT\$3 million in stock option compensation expenses.

Other Expenses, Net. Other expenses, net decreased by NT\$321 million, or 81%, to NT\$77 million in 2003 from NT\$398 million in 2002. This decrease was primarily due to a decrease of NT\$140 million in allowance for loss on short-term investment, a decrease of NT\$86 million in investment loss recognized by equity method, an increase of NT\$44 million in gain on disposal of property, plant and equipment, an increase of NT\$42 million in gain on sale of investment and an increase of NT\$9 million in interest income, partially offset by an increase of NT\$36 million in foreign exchange loss.

Income (Loss) Before Income Tax and Minority Interests and Interest in Bonuses Paid by Subsidiaries. Income before income tax and minority interests and interest in bonuses to directors, supervisors and employees paid by subsidiaries increased to NT\$690 million in 2003 from a loss of NT\$1,258 million in 2002. This change was primarily due to an increase in income from operations to NT\$767 million and a decrease of NT\$321 million in other expenses, net.

Income Taxes. We had an income tax benefit of NT\$29 million in 2003, compared to an income tax expense of NT\$98 million for 2002. The NT\$29 million income tax benefit was primarily due to income tax credits of NT\$188 million and a reversal of a valuation allowance of NT\$66 million taken in respect of deferred tax assets, which more than offset our tax expense.

Minority Interests. In 2003, we had positive minority interests of NT\$257 million compared with negative minority interests of NT\$385 million in 2002. This change was primarily due to our increased operations at our subsidiaries that we do not fully own.

Net Income (Loss). As a result of the foregoing, our net income was NT\$482 million in 2003 compared to a net loss of NT\$970 million in 2002.

Critical Accounting Policies

We prepare our consolidated financial statements in conformity with ROC GAAP. Under ROC GAAP, we are required to make certain estimates, judgments and assumptions about matters that are highly uncertain at the time those estimates, judgments and assumptions are made, and our financial condition or results of operations may be materially impacted if we use different but nonetheless reasonable estimates, judgments or assumptions about those matters for that particular period or if we change our estimates, judgments or assumptions from period to period.

Under ROC GAAP, the significant accounting policies are set forth in Note 2 of the notes to the consolidated financial statements. The significant accounting policies that require us to make estimates and assumptions about the effect of matters that are inherently uncertain are discussed below. In connection with the reconciliation of our consolidated financial statements to US GAAP, there are no additional accounting policies that we believe are critical to us.

Allowance for Doubtful Receivables and Sales Returns

Our accounts receivable balance on our balance sheet is affected by our allowances for doubtful accounts and sales returns, which reflect our estimate of the expected amount of the receivables that we will not be able to collect and our estimate of the expected amount of sales returns.

Our determination of the allowance for doubtful receivables is based on our determination of two different types of reserves. The first type of reserve involves an individual examination of available information regarding any customer that we have reason to believe may have an inability to meet its financial obligations. For these customers, we use our judgment, based on the available facts and circumstances, and record a specific reserve for that customer against amounts due to reduce the receivable to the amount that is expected to be collected. These specific reserves are reevaluated and adjusted as additional information is received. The second type of reserve is a general reserve established for all customers based on a range of percentages applied to aging categories. These percentages are based on historical collection and write-off experience. If circumstances change, our estimates of the recoverability of amounts due to us could be reduced by a material amount. As of December 31, 2004, we provided NT\$222 million (US\$7 million) for the first type of reserve and NT\$32 million (US\$1 million) for the second type of reserve.

Our determination of the allowances for sales returns as of the end of any quarter, is based upon calculating an average historical return rate, usually based on the previous three quarters, and multiplying this by the revenue of that quarter. As of December 31, 2004, we provided NT\$38 million (US\$1 million) for the allowance of sales returns.

The allowance we set aside for doubtful receivables and sales returns was NT\$45 million in 2002, NT\$97 million in 2003 and NT\$292 million (US\$9 million) in 2004. The allowances as of December 31, 2002, 2003 and 2004 represented 2%, 3% and 8%, respectively, of our accounts receivable and other receivables as of those dates. The allowance in 2002, 2003 and 2004 reflected a reduction of NT\$3 million, NT\$20 million and NT\$194 million (US\$6 million), respectively, in accounts receivable that was charged to marketing expenses. If we were to change our estimate of the allowance for doubtful receivables and sales returns either upward or downward 10%, our operating income would be affected by NT\$24 million (US\$1 million) for 2004.

An increase in our allowance for doubtful receivables and sales returns would decrease our recorded revenue and our current assets.

Inventory Valuation

We state our inventories at the lower of cost or market value. Market value represents net realizable value for finished goods and work in process and replacement value for raw materials. We use the standard cost method to determine the cost of our inventories, adjusted to approximate weighted-average cost at the end of the period. We periodically evaluate the composition of our inventory and identify slow-moving inventories. Inventory items identified as slow-moving are evaluated to determine whether reserves are required.

In 2002, we reserved NT\$51 million for inventory valuation allowance, mainly due to the decrease in the prevailing market prices for tested and assembled DRAM and SDRAM below the historical cost of our inventory. In 2003, we did not record any inventory allowances because the market price for our inventories was higher than cost in 2003. In 2004, we reserved NT\$64 million (US\$2 million) of inventory valuation allowance, primarily due to the consolidation of Chantek. In addition, we reserved NT\$36 million in 2002, NT\$42 million in 2003 and NT\$47 million (US\$1 million) in 2004 for identified slow-moving inventories.

As of December 31, 2004, we recorded NT\$64 million (US\$2 million) of inventory valuation allowances. If the prevailing market price for our testing and assembling services had been 10% lower, we would have been required to recognize a valuation allowance of approximately NT\$31 million (US\$1 million). That amount would have decreased our inventory value and income for 2004 by 5% and 2%.

Valuation Allowance for Deferred Tax Assets

When we have net operating loss carry forwards, investment tax credits or temporary differences in the amount of tax recorded for tax purposes and accounting purposes, we may be able to reduce the amount of tax that we would otherwise be required to pay in future periods. We recognize all existing future tax benefits arising from these tax attributes as deferred tax assets and then, based on our internal estimates of our future profits, establish a valuation allowance equal to the extent, if any, that it is not certain that deferred tax assets will be realized. We record a benefit or expense under the income tax expense/benefit line of our statement of operations when there is a net change in our total deferred tax assets and liabilities in a period. Because the calculation of income tax benefit is dependent on our internal estimation of our future profitability, it is inherently subjective. In 2002, we recorded valuation allowances of NT\$181 million, in 2003, we recorded a reversal of a valuation allowance of NT\$66 million and in 2004 we recorded a reversal of valuation allowances of NT\$462 million (US\$15 million).

In calculating our valuation allowance for deferred taxes as of December 31, 2004, we have assumed that the semiconductor industry will continue its growth in the next few years. Furthermore, we have assumed that our revenue and profitability will be favorably impacted by this growth in the industry as a whole.

As of December 31, 2004, the ending balance for our valuation allowances was NT\$1,651 million (US\$52 million). If our current estimate of future profit had been 10% higher, we would have decreased our valuation allowances accordingly. That, in turn, would have increased our deferred tax assets. In contrast, if our current estimate of future profit had been 10% lower, we would have been required to recognize an additional valuation allowance. That, in turn, would have decreased our deferred tax assets and increased our tax expense for the year ended December 31, 2004. The steady growth in our sales and profitability in 2004 and our near-term outlook as of December 31, 2004 was a key factor in determining the amount of our valuation allowance as of December 31, 2004.

In addition, because the recording of deferred tax assets and income tax benefit is based on our assumptions of levels of profitability, if we subsequently determine that it is unlikely that we will achieve those profit levels, or otherwise believe that we will not incur sufficient tax liabilities to fully utilize the deferred tax assets, we will reduce our deferred tax assets in an amount equal to that determination and incur a charge to income in that amount at that time. Because our expectation for future income is generally less during periods of reduced income, we will be more likely to take significant valuation allowances in respect of income tax assets during those periods of already reduced income.

Impairment Loss of Long-Lived Assets

Under US GAAP, we evaluate our long-lived assets for impairment whenever indicators of impairment exist. We record impairment losses on long-lived assets used in operations if events and circumstances indicate that the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount of those items. Assumptions about the carrying value of the long-lived assets require significant judgment on our expected cash flow. Our cash flow estimates are based on historical results adjusted to reflect our best estimate of future market and operating conditions. The net carrying value of assets not recoverable is reduced to fair value. Our management periodically reviews the carrying value of our long-lived assets and this review is based upon our projections of anticipated future cash flows. Based on the assessment of our management, we recognized NT\$214 million (US\$7 million) impairment loss for long-term investments in 2004. While we believe that our estimates of future cash flows are reasonable, different assumptions regarding such cash flows could materially affect our evaluations.

In determining whether any impairment charges were necessary as of December 31, 2004, we have assumed that the semiconductor industry will continue its growth in the next few years. Based upon our assumption of growth in the semiconductor industry and our other assumptions in our internal budget, for the purpose of determining whether any impairment charges are necessary as of December 31, 2004, we estimate that our future cash flows, on an undiscounted basis, are greater than our NT\$17,427 million (US\$549 million) in long-lived assets. Any increases in estimated future cash flows would have no impact on the reported value of the long-lived assets. In contrast, if our current estimate of future cash flows from those assets had been 36% lower, those cash flows would have been less than the reported amount of long-lived assets. In that case, we would have been required to recognize an impairment loss that would have significantly increased our net loss before taxes for the year ended December 31, 2004.

Senior Management's Discussion with the Audit Committee

Our management has discussed the development and selection of the estimates mentioned in the critical accounting policies described above with the audit committee of our Board of Directors and the audit committee has reviewed our disclosure relating to the critical accounting policies in this section.

Liquidity and Capital Resources

Since our inception, we have funded our operations and growth primarily through the issuance of equity and notes, a mixture of short- and long-term loans and cash flow from operations. As of December 31, 2004, our primary sources of liquidity were cash and cash equivalents (excluding restricted cash and cash equivalents) of NT\$4,849 million (US\$153 million), short-term investments of NT\$2,833 million (US\$89 million) and NT\$2,170 million (US\$68 million) available to us in undrawn credit facilities, which have expired or will expire between January 2005 and December 2005.

Liquidity

The following table sets forth our cash flows with respect to operating activities, investing activities, financing activities and the effect of exchange rate changes on cash for the periods indicated.

	Year ended December 31,			
	2002 ⁽¹⁾	2003 ⁽²⁾	2004 ⁽³⁾	2004 ⁽³⁾
	NT\$	NT\$	NT\$	US\$
	(in millions)			
Net cash provided by (used in):				
Operating activities	\$ 1,463.7	\$ 1,877.1	\$ 7,623.0	\$ 240.2
Investing activities	(3,135.9)	(760.8)	(10,037.9)	(316.3)
Financing activities	2,978.6	(1,841.5)	5,694.6	179.4
Effect of exchange rate changes on cash	—	(31.4)	(161.5)	(5.1)
Net increase (decrease) in cash	\$ 1,306.4	\$ (756.6)	\$ 3,118.2	\$ 98.2

- (1) In 2002, we consolidated the financial results of ChipMOS Taiwan and its 100% owned subsidiaries, ChipMOS Japan, ChipMOS USA, ChipMOS Hong Kong, Modern Mind and its wholly-owned subsidiary, ChipMOS Shanghai.
- (2) In 2003, we consolidated the financial results of ThaiLin. In 2003, also includes trading revenue generated by ChipMOS Hong Kong.
- (3) From January 12 and 28, 2004, onwards, we consolidated the financial results of Advanced Micro Chip Technology Co., Ltd. (which was liquidated in October 2004), and ChipMOS Logic, respectively, and from April 1, 2004, onwards, we also consolidated the financial results of Chantek. Starting from April 30, 2004, our financial results also included the financial results of WWT, which was merged into ChipMOS Logic. Starting from November 1, 2004, our financial statements also included the results of First Semiconductor Technology, Inc. in which ChipMOS Taiwan acquired a 67.8% equity interest on November 1, 2004 and sold back this interest to First Semiconductor Technology, Inc. on April 29, 2005.

Net Cash Provided by Operating Activities

Net cash provided by operating activities totaled NT\$7,623 million (US\$240 million) in 2004, compared to NT\$1,877 million in 2003. The increase in 2004 compared to 2003 was primarily due to net income of NT\$1,676 million (US\$53 million) compared to net income of NT\$482 million in 2003. Our accounts receivables with related parties and with third parties increased to NT\$1,411 million (US\$44 million) and NT\$1,926 million (US\$61 million), respectively, as of December 31, 2004 compared to NT\$1,342 million and NT\$1,291 million, respectively, as of December 31, 2003. We recorded positive minority interests of NT\$1,845 million (US\$58 million) in 2004 compared to NT\$609 million in 2003. Our depreciation and amortization expenses increased to NT\$3,537 million (US\$111 million) in 2004 from NT\$2,715 million in 2003. The increase in depreciation and amortization in 2004 was primarily due to the acquisition of property, plant and equipment and the impact of consolidating the financial results of ThaiLin, ChipMOS Logic, Chantek and First Semiconductor Technology and because we incurred less incremental depreciation expenses from the purchase of new equipment.

Net cash provided by operating activities totaled NT\$1,877 million in 2003, compared to NT\$1,464 million in 2002. The increase in 2003 compared to 2002 was primarily due to a net income of NT\$482 million in 2003 compared to a net loss of NT\$970 million in 2002. Our accounts receivables with related parties and our accounts receivables with third parties increased to NT\$1,342 million and NT\$1,291 million, respectively, as of December 31, 2003, from NT\$1,105 million and NT\$562 million, respectively, as of December 31, 2002. We recorded positive minority interests of NT\$609 million in 2003 compared to negative minority interests of NT\$450 million in 2002. Our depreciation and amortization expenses decreased to NT\$2,715 million in 2003 from NT\$2,821 million in 2002. The decrease in depreciation and amortization in 2003 was due to the full amortization of technology know-how provided by Mosel and Siliconware Precision and because we incurred less incremental depreciation expenses from the purchase of new equipment.

Net Cash Used in Investing Activities

Net cash used in investing activities totaled NT\$10,038 million (US\$316 million) in 2004, compared to NT\$761 million in 2003. Net cash used in investing activities primarily reflected capital expenditures of NT\$8,187 million (US\$258 million) in the acquisition of property, plant and equipment and an increase of NT\$1,869 million (US\$59 million) in short-term investments.

Net cash used in investing activities totaled NT\$761 million in 2003, compared to NT\$3,136 million in 2002. Net cash used in investing activities primarily reflected expenditures in acquiring properties and equipment, which was NT\$2,402 million in 2003 and NT\$2,308 million in 2002. Expenditures in acquiring long-term investments was NT\$15 million in 2003 and NT\$1,271 million in 2002. We incurred capital expenditures of NT\$2,402 million in 2003 for the purchase of testing and wafer sorting equipment for memory semiconductors and NT\$2,308 million in 2002 for the purchase of testing and wafer sorting equipment for LCD and other

flat-panel display driver semiconductors.

Net Cash Provided by (Used in) Financing Activities

Net cash provided by financing activities totaled NT\$5,695 million (US\$179 million) in 2004, compared to NT\$1,842 million net cash used in 2003. Net cash provided by financing activities in 2004 primarily reflected net proceeds of NT\$2,739 million (US\$86 million) from the issuance of convertible notes, borrowings of NT\$2,725 million (US\$86 million) in long-term loans, partially offset by a NT\$986 million (US\$31 million) repayment of bank loans, and net proceeds of NT\$1,245 million (US\$39 million) from the issuance of stock.

Net cash used in financing activities totaled NT\$1,842 million in 2003, compared to NT\$2,979 million provided in 2002. Net cash used in financing activities in 2003 primarily reflected a repayment of a NT\$576 million loan from Jesper Limited, NT\$719 million repayments on bank loans, NT\$352 million repayments on long-term loans, NT\$284 million payments on bonds and NT\$159 million repayments on commercial paper.

Tabular Disclosure of Contractual Obligations and Commercial Commitments

The following table summarizes our contractual obligations and commitments as of December 31, 2004 for the periods indicated:

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
	NT\$	NT\$	NT\$ (in millions)	NT\$	NT\$
Long-term debt ⁽¹⁾	\$11,364.3	\$3,348.9	\$4,045.7	\$3,835.0	\$134.7
Short-term loans ⁽¹⁾	804.7	804.7	—	—	—
Working capital loans	233.6	233.6	—	—	—
Other short-term obligations	571.1	571.1	—	—	—
Operating leases	211.0	16.2	48.7	32.5	113.6
Royalty or other license payments ⁽²⁾	17.4	17.4	—	—	—
Investment ⁽³⁾	5,316.5	952.2	4,364.3	—	—
Total contractual cash obligations	\$17,713.9	\$5,139.4	\$8,458.7	\$3,867.5	\$248.3

- (1) Includes interest payments. Assumes level of relevant interest rates remains at December 31, 2004 level throughout all relevant periods.
- (2) Assumes net revenue from relevant services for calculating royalty or license fees remain constant at 2004 levels.
- (3) Represents commitment to build a new facility in Shanghai Qingpu Industrial Zone.

In addition, the following table summarizes our other commercial commitments as of December 31, 2004 for the periods indicated:

Our Commercial Commitments	Total Amounts Committed	Amount of Commitment Expiration Per Period			
		Less than 1 year	1-3 years	4-5 years	Over 5 years
		NT\$	NT\$	NT\$ (in millions)	NT\$
Lines of credit	\$1,096.0	\$1,096.0	\$—	\$—	\$—
Total commercial commitments	\$1,096.0	\$1,096.0	\$—	\$—	\$—

Capital Resources

Our capital expenditure in 2002 was funded by NT\$1,464 million cash flows from operations and an increase of NT\$1,214 million of long-term borrowings. Capital expenditure in 2003 was funded by NT\$1,877 million cash flows from operations and an increase of NT\$223 million in bank loans. Capital expenditure in 2004 was funded by NT\$7,623 million (US\$240 million) cash flows from operating activities and NT\$5,695 million (US\$179 million) cash flows from financing activities.

We have budgeted capital expenditure of approximately NT\$2,974 million (US\$94 million) for 2005 and NT\$6,280 million (US\$198 million) for 2006. In connection with the operations in Shanghai, Modern Mind has invested, through ChipMOS Shanghai, US\$92.5 million including US\$25 million of the net proceeds from our offering of our common shares in July 2004, in the new testing and assembly facility and equipment currently being used in the temporary facility in Shanghai and Modern Mind has committed that it will invest a further US\$157.5 million by December 6, 2007 in the permanent testing and assembly facility. Construction of this permanent facility began in June 2002. In addition, we extended a loan in the aggregate amount of US\$30 million to Modern Mind from the net proceeds of our November 2004 convertible note offering in exchange for demand notes issued by Modern Mind in the same aggregate amount. On December 26, 2003, ChipMOS Shanghai obtained a loan facility for RMB20 million from the China Construction Bank, of which RMB20 million has been drawn as of that date and which was fully repaid in September 2004. ChipMOS Shanghai has budgeted capital expenditure of approximately US\$100 million for 2005 and 2006 for its planned expansion of its capacity for LCD and other flat-panel display driver semiconductor testing and assembly services. We used US\$10 million from the net proceeds of the offerings of our convertible notes in 2004 for a loan to Modern Mind to repay the outstanding bank debt and to fund a further capital contribution to ChipMOS Shanghai to finance primarily its facility construction costs. In addition, we currently expect to fund ChipMOS Shanghai's remaining investment requirement through issuance of additional debt or equity securities and/or long-term borrowings. If sufficient funds are not raised to meet the remaining investment requirement for ChipMOS Shanghai by December 6, 2007, ChipMOS Shanghai's business license may become automatically void and ChipMOS Shanghai may have to be liquidated. Please see "Item 3. Key Information — Risk Factors — Risks Relating to Our Business — If Modern Mind fails to invest an additional US\$157.5 million into ChipMOS Shanghai by December 6, 2007, ChipMOS Shanghai's business license may become automatically void and ChipMOS Shanghai may have to be liquidated, which could hurt our growth prospects and potential future profitability" for further details. We anticipate, subject to market conditions, issuing additional debt, convertible debt or equity securities and raising short- or long-term borrowings to fund our capital expenditure.

As of December 31, 2004, we had long-term bank loans amounting to NT\$6,416 million (US\$202 million), NT\$5,047 million (US\$159 million) of which are collateralized by equipment; NT\$379 million (US\$12 million) are collateralized by buildings, land and equipment; and NT\$19 million (US\$599 thousand) are collateralized by time deposits.

- NT\$1,845 million (US\$58 million) of these loans are floating rate loans (3.7% as of December 31, 2004) repayable quarterly from June 2004 to March 2008;
- NT\$1,714 million (US\$54 million) of these loans are floating rate loans (4.375% as of December 31, 2004) repayable semi-annually from September 2004 to September 2007;
- NT\$620 million (US\$20 million) of these loans are floating rate loans (3.088% as of December 31, 2004) repayable quarterly from April 2005 to January 2011;
- NT\$429 million (US\$14 million) of these loans are floating rate loans (4.50% as of December 31, 2004) repayable semi-annually from September 2004 to September 2007;
- NT\$350 million (US\$11 million) of these loans are floating rate loans (2.8% as of December 31, 2004) repayable quarterly from February 2005 to November 2008;
- NT\$320 million (US\$10 million) of these loans are floating rate loans (3.088% as of December 31, 2004) repayable quarterly from December 2004 to September 2008;
- NT\$285 million (US\$9 million) of these loans are floating rate loans (3.7% as of December 31, 2004) repayable quarterly from August 2005 to August 2009;
- NT\$270 million (US\$9 million) of these loans are fixed rate loans (3.4% as of December 31, 2004) repayable quarterly from November 2004 to February 2007;
- NT\$200 million (US\$6 million) of these loans are floating rate loans (3.3% as of December 31, 2004) repayable semi-annually from March 2005 to September 2006;

- NT\$180 million (US\$6 million) of these loans are floating rate loans (3.65% as of December 31, 2004) repayable quarterly from December 2004 to September 2007;
- NT\$59 million (US\$2 million) of these loans are floating rate loans (3.7% as of December 31, 2004) repayable quarterly from August 2005 to August 2009;
- NT\$43 million (US\$1 million) of these loans are floating rate loans (3.7% as of December 31, 2004) repayable quarterly from July 2005 to July 2009;
- NT\$29 million (US\$914 thousand) of these loans is a fixed rate industrial research and development advancement loan (1% as of December 31, 2004) repayable quarterly from January 2006 to April 2010;
- NT\$36 million (US\$1 million) of these loans are floating rate loans (3.7% as of December 31, 2004) repayable quarterly from August 2005 to August 2009; and
- NT\$18 million (US\$567 thousand) of these loans are floating rate loans (5.755% as of December 31, 2004) repayable quarterly from April 2001 to January 2006.

In addition, NT\$18 million (US\$567 thousand) is an interest-free research and development subsidy from the ROC Industrial Development Bureau for developing known-good-die solutions and COF assembly and testing technology, which is repayable quarterly from July 2003 to July 2006. As of December 31, 2004, no additional credit under this loan was available as the credit line expired upon completion of the research project. ChipMOS Taiwan is obligated to pay a maximum of NT\$5 million (US\$158 thousand) or 2% of sales of products developed for three years after completing the project. ChipMOS Taiwan paid NT\$5 million to the ROC Industrial Development Bureau in 2004.

On December 31, 2003, we obtained a syndicated loan facility in the amount of NT\$2,000 million from a group of financial institutions for a term of four years, and this loan facility is secured by our facilities at the Southern Taiwan Science Park and our testing and assembly equipment located within our facilities at the Hsinchu Science Park and the Southern Taiwan Science Park. As of April 30, 2005, all NT\$2,000 million was drawn under this loan facility.

On July 24, 2002, we obtained a syndicated loan facility in the amount of NT\$2,500 million from a group of financial institutions for a term of five years, and this loan facility is secured by our facilities at the Southern Taiwan Science Park and our testing and assembly equipment located within our facilities at the Hsinchu Science Park and the Southern Taiwan Science Park. As of December 31, 2003, this loan was fully drawn. Under this loan facility, ChipMOS Taiwan is required to ensure that we and Siliconware Precision collectively maintain a percentage of direct ownership in ChipMOS Taiwan of at least 50% of outstanding shares and have control over its operations. As of April 30, 2005, we and Siliconware Precision have 99.1% of direct ownership in ChipMOS Taiwan and have control over its operations.

On July 27, 2004, we obtained a syndicated loan facility in the amount of NT\$1,000 million for a term of five years, and this loan facility is secured by our facilities at the Southern Taiwan Science Park and our testing and assembly equipment located within our facilities at the Hsinchu Science Park and the Southern Taiwan Science Park. As of April 30, 2005, no amounts were drawn under this loan facility.

In addition, on June 7, 2005, ChipMOS TECHNOLOGIES INC. obtained a syndicated loan facility in the amount of NT\$1,000 million (US\$32 million) for a term of four years. As of June 23, 2005, no amounts were drawn under this loan facility.

Certain of our loan agreements and indentures contain covenants that, if violated, could result in the obligations under these agreements becoming due prior to the originally scheduled maturity dates. These covenants include financial covenants that require us to:

- maintain a current assets to current liabilities ratio above 1:1;
- maintain total indebtedness to shareholders' equity (excluding goodwill and other intangible assets) ratio below 1.2:1;

- maintain total indebtedness to shareholders' equity ratio below 1:1;
- maintain the earnings before interest, taxes, depreciation and amortization to gross interest expense ratio above 2.5:1; and
- maintain a guaranteed to issued capital ratio below 1:2.

As of December 31, 2004, we were in compliance with our financial covenants.

In 2001, ThaiLin issued an aggregate amount of NT\$800 million convertible bonds due July 4, 2006, all of which were exercised as of December 31, 2004.

In August 2004, ThaiLin issued NT\$1,000 million secured convertible bonds due August 3, 2009, and ChipMOS Taiwan purchased bonds in an amount of NT\$100 million in that offering to maintain its percentage ownership in ThaiLin. The syndicated loan among ThaiLin, Hsinchu International Bank and a group of financial institutions, or the Financial Institutions, dated June 9, 2004, pursuant to which the Financial Institutions guaranteed the NT\$1,000 million convertible bonds issued by ThaiLin in August 2004, provides that ThaiLin obtain the approval of the Financial Institutions in respect of any material investment plan not within the course of normal business operation (including any plan of purchase or disposal of the assets) of ThaiLin.

In addition, a substantial portion of our short-term and long-term borrowings may be subject to repayment upon a material deterioration of our financial condition, results of operations or our ability to perform under the loan agreements.

Set forth below are the maturities of our long-term bank loans outstanding as of December 31, 2004:

	(in millions)	
During 2005	NT\$ 1,822	US\$ 58
During 2006	2,005	63
During 2007	1,746	55
During 2008	516	16
During 2009 and onwards	327	10
	NT\$ 6,416	US\$ 202

As of December 31, 2004, certain of our land and buildings and machinery with an aggregate net book value of NT\$1,771 million (US\$56 million) and NT\$6,194 million (US\$195 million), respectively, and time deposits in the aggregate amount of NT\$72 million (US\$2 million) were pledged as collateral in connection with our long-term and short-term borrowings. Approximately 46% of our net property, plant and equipment in terms of book value was pledged as collateral for our long-term and short-term loans.

Our unused credit lines for short-term loans as of December 31, 2004 were NT\$2,170 million (US\$68 million), which will expire between January 2005 and December 2005. As of December 31, 2004, we had available undrawn long-term credit facilities totaling NT\$1,130 million (US\$36 million).

As of December 31, 2004, we had short-term working capital loans of NT\$232 million (US\$7 million) with rates between 1.5% and 4.595%, which are due between January 2005 and April 2005, of which NT\$5 million (US\$158 thousand) are collateralized by land and buildings. We also had credit loans for imports of machinery in the total amount of NT\$569 million (US\$18 million), which are due on or before June 2005.

We believe our financial resources will enable us to meet our capital spending and other capital needs for the next 18 months. In order to meet ChipMOS Shanghai's investment commitments, we may borrow additional amounts and issue additional debt or equity securities.

From time to time, we evaluate possible investments and acquisitions in Taiwan, Mainland China and elsewhere and may, if a suitable opportunity arises, acquire additional capacity by making an investment or acquisition at an attractive price. We plan to finance these expenditures from cash flow from operations, amounts available under existing credit facilities and the issuance of securities.

Off-Balance Sheet Arrangements

As of December 31, 2004, we had no off-balance sheet arrangements.

US GAAP Reconciliation

Our consolidated financial statements are prepared in accordance with ROC GAAP, which differs in certain material respects from US GAAP. The following table sets forth a comparison of our net income, total assets and shareholders' equity in accordance with ROC GAAP and US GAAP for the periods indicated:

	Year ended and as of December 31,			
	2002	2003	2004	2004
	NT\$	NT\$ (in millions)	NT\$	US\$
Net income in accordance with:				
ROC GAAP	\$ (970.3)	\$ 482.4	\$ 1,675.9	\$ 52.8
US GAAP	(913.4)	485.3	1,665.5	52.5
Total assets in accordance with:				
ROC GAAP	17,953.7	19,665.7	31,545.1	993.9
US GAAP	18,020.9	19,633.5	31,521.7	993.1
Shareholders' equity in accordance with:				
ROC GAAP	6,713.3	7,248.2	10,160.6	320.1
US GAAP	6,760.2	7,221.3	10,132.6	319.2

Note 27 to our financial statements describes the principal differences between ROC GAAP and US GAAP as they relate to us, and a reconciliation to US GAAP of certain items, including net income and shareholders' equity. Differences between ROC GAAP and US GAAP which have an effect on our net income as reported under ROC GAAP relate to, among other things, amortization of technology transfer in payment of capital stock, interest capitalization, and the minority interests in ChipMOS Taiwan.

Taxation

ChipMOS Taiwan was granted an exemption from Republic of China income taxes for a period of four years on income attributable to the expansion of its production capacity as a result of purchases of new equipment funded by capital increases in 1998, 1999 and 2000. The tax exemption relating to the expansion of production capacity in 1998 and 1999 expired on December 31, 2002, which resulted in tax savings for ChipMOS Taiwan of approximately NT\$5 million in 1999 and NT\$163 million in 2000. The tax exemption relating to the expansion of production capacity in 2000 will expire on December 31, 2005, and has resulted in tax savings for ChipMOS Taiwan of approximately NT\$34 million in 2003 and approximately NT\$198 million in 2004.

ChipMOS Taiwan is also entitled to other tax incentives generally available to Taiwan companies under the Statute of Upgrading Industries, including tax credits of up to 35% for certain research and development and employee training expenses (and, if the amount of expenditure exceeds the average amount of expenditure for the preceding two years, 50% of the excess amount may be credited against tax payable) and from 5% to 20% for certain investments in automated equipment and technology. These tax credits must be utilized within five years from the date on which they were earned. In addition, except for the last year of the five-year period, the aggregate tax reduction from these tax credits for any year cannot exceed 50% of that year's income tax liability. Such tax credits resulted in tax savings for ChipMOS Taiwan of approximately NT\$64 million in 2000. ChipMOS Taiwan did not enjoy any tax savings from such tax credits in 2001 and 2002. In 2003 and 2004, tax credits resulted in tax savings for ChipMOS Taiwan of approximately NT\$83 million and approximately NT\$455 million, respectively.

Net income generated by ChipMOS Taiwan after January 1, 1998, which is not distributed in the year following the year the income was generated, is subject to income tax at the rate of 10.0%. If that net income is subsequently distributed, the income tax previously paid on that income is credited against the amount of withholding tax payable by shareholders, who are not individuals or entities of the Republic of China (for taxation purposes), in connection with the distribution.

In accordance with the relevant tax rules and regulations of the PRC, ChipMOS Shanghai enjoys income tax exemptions for the first two profitable years and a 50% reduction of the applicable income taxes in the following three years. Any tax losses can only be carried forward for five years.

Item 6. Directors, Senior Management and Employees

Directors and Executive Officers

Our Board of Directors currently comprises seven directors, three of whom were elected by our shareholders and four of whom were appointed by directors to fill vacancies on our board. The number of directors, which must not be less than three nor greater than nine according to our bye-laws, is set by our directors but so long as a quorum of directors remains in office, casual vacancies on the board may be filled by the board. The quorum for a meeting of the directors is set by the board and otherwise is two in number. The chairman of the board is appointed from among the members of the board.

There is no requirement under Bermuda law that a director be a shareholder.

The following table sets out the names of our directors and executive officers, their position with our company and their age. The business address for our directors and executive officers is No. 1, R&D Road 1, Hsinchu Science Park, Taiwan, Republic of China.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Term Expires</u>
Shih-Jye Cheng	47	Chairman and Director/Chief Executive Officer	2005
Hsing-Ti Tuan	61	Director	2006
Yeong-Her Wang	49	Director	2006 ⁽¹⁾
Shou-Kang Chen	44	Chief Financial Officer and Director	2006 ⁽²⁾
Pierre Laflamme	59	Deputy Chairman and Director	2007
Chao-Jung Tsai	51	Director	2007 ⁽³⁾
Tadao Higashi	74	Director	2007 ⁽⁴⁾
Peter Ku	57	President of ChipMOS Shanghai	—
Lafair Cho	43	President of ThaiLin	—
F.J. Tsai	47	President of Chantek	—
Walter Wang	45	President of ChipMOS Logic	—
K.H. Chu	52	Vice President, Assembly Production Group	—
Jessie Lin	40	Vice President, Quality, Reliability & Assurance Center	—
Joyce Chang	44	Vice President, LCDD Production Group	—
Ricky Liu	43	Vice President, Wafer Bump and Wafer Fab Task Business Unit	—
Michael Lee	40	Vice President, Wafer Sort Business Unit	—
Ivan Hsu	39	Vice President, Memory Production Group	—

- (1) Mr. Yeong-Her Wang was appointed on July 19, 2004 to fill the vacancy resulting from the resignation of Mr. John Yee Woon Seto on May 19, 2004.
- (2) Mr. Shou-Kang Chen was appointed on June 23, 2005 to fill the vacancy resulting from the resignation of Mr. Hung-Chiu Hu on June 2, 2005.
- (3) Mr. Chao-Jung Tsai was appointed on November 15, 2004 to fill the vacancy resulting from the resignation of Mr. Min-Liang Chen on the same date.
- (4) Mr. Tadao Higashi was appointed on April 1, 2005 to fill the vacancy resulting from the resignation of Mr. Robert Ma Kam Fook, who resigned on December 18, 2004.

Shih-Jye Cheng has served as one of our directors and chief executive officer since our inception. He was our deputy chairman from our inception to May 2004 and became our chairman in May 2004. He has also served as a director and president of ChipMOS Taiwan since 1997 and the chairman of ChipMOS Taiwan since June 2003, the chairman of ChipMOS Shanghai since 2002 and the chairman of ChipMOS Logic TECHNOLOGIES INC. since January 2004. He has also been the chairman of ThaiLin Semiconductor Corp. and CHANTEK ELECTRONIC CO., LTD. since 2002 and Advanced Micro Chip Technology Co., Ltd. since 2003. He was a director of Ultima Electronics Corp. from 2000 to June 2003. He was a division head of the back-end operation of Mosel Vitelic Inc. from 1992 to 1997. Mr. Cheng has a master's degree in business administration from Saginaw Valley State University.

Hsing-Ti Tuan has served as a director of our company since August 2000 and as the deputy chairman of ProMOS Technologies Inc. since June 2003. Mr. Tuan has served as a director of ProMOS Technologies Inc. since 1997. He has served as the acting president of Mosel Vitelic Inc. since November 2004 and previously served as the executive vice president of their research and development division. He has been the president of Mosel Vitelic Corp., USA. since 1994. He was also the vice president of Mosel Vitelic Inc. from 1992 to 1996. Mr. Tuan also serves as a director of Mosel Vitelic Inc. and SyncMOS Technology International. Mr. Tuan holds a master's degree in electrical engineering from Utah State University and a bachelor's degree in electrical engineering from National Cheng Kung University in Taiwan.

Yeong-Her Wang was appointed on July 19, 2004 by our Board of Directors to fill the vacancy resulting from John Yee Woon Seto's resignation on May 19, 2004. He has been a professor in the Department of Electrical Engineering of National Cheng Kung University since 1992. There he was also an associate dean of the College of Engineering between 1999 and 2003, chairman of the Department of Electrical Engineering between 1996 and 1999, associate director of the Department of Electrical Engineering between 1993 and 1996 and director of the Electrical Factory, College of Engineering between 1995 and 1996. Mr. Wang holds Ph.D., master's and bachelor's degrees from National Cheng Kung University.

Shou-Kang Chen was appointed on June 23, 2005 by our Board of Directors to fill the vacancy resulting from Hung-Chiu Hu's resignation on June 2, 2005. He has served as our chief financial officer, investor relations officer and head of the finance division of ChipMOS TECHNOLOGIES INC. since 2002. He was the head of our strategy development department from 2000 to 2001. He was the department head of the quality lab of ChipMOS TECHNOLOGIES INC. from 1998 to 2000. Mr. Chen holds a bachelor's degree in mining and petroleum engineering and a master of science degree and a Ph.D. degree from the graduate school of mining, metallurgy and material science of National Cheng Kung University in Taiwan.

Pierre Laflamme has served as a director of our company since February 2001, and as our deputy chairman since June 2005. He was the president and chief operating officer of SGF Tech Inc. from January 2000 to July 2003. Before that, he was the vice president of high technology investments of Société Générale de Financement du Québec from 1997 to 2000. He was the senior vice president of Solidarity Fund from 1996 to 1997 and a deputy minister of the Quebec Prime Minister's Department from 1994 to 1996. Mr. Laflamme holds a bachelor's degree in Architecture from Université de Montréal.

Chao-Jung Tsai has served as one of our directors since November 2004. Mr. Tsai has served as a director of ChipMOS TECHNOLOGIES INC. from January 2001, as a representative of Siliconware Precision Industries Co. Ltd., where he has been a supervisor since June 2002. He was previously president of Grand Cathay Securities Co., Ltd. and assistant vice president of China Trust Commercial Bank Co., Ltd. Mr. Tsai received his bachelor's degree in statistics from National Cheng Kung University and master's degree in management of technology from National Chiao Tung University. He holds Taiwan CPA and CFO licenses.

Tadao Higashi was appointed on April 1, 2005 by our Board of Directors to fill the vacancy resulting from Robert Ma Kam Fook's resignation on December 18, 2004. He was executive vice president of OKI Electric Industry Co., president of OKI Semiconductor Company between 1991 and 1995, and director of the OKI Semiconductor Business Group. Mr. Higashi holds a degree in electrical engineering from Osaka University.

Min-Liang Chen served as one of our directors from January 2001 to November 2004. On November 15, 2004, he resigned as our director.

Hung-Chiu Hu served as one of our directors from our inception to June 2005. On June 2, 2005, Mr. Hu resigned as our director. See "Item 3. Key Information — Risk Factors — Risks Relating to Our Relationship with Mosel — The ongoing criminal investigations and trial involving Mr. Hung-Chiu Hu, Mr. Robert Ma Kam Fook and Mr. Jwo-Yi Miao, our former directors, could have a material adverse effect on our business and cause our stock price to decline."

Jwo-Yi Miao served as one of our directors from February 2001 to June 2005. On June 8, 2005, Mr. Miao resigned as our director. See "Item 3. Key Information — Risk Factors — Risks Relating to Our Relationship with Mosel — The ongoing criminal investigations and trial involving Mr. Hung-Chiu Hu, Mr. Robert Ma Kam Fook and Mr. Jwo-Yi Miao, our former directors, could have a material adverse effect on our business and cause our stock price to decline."

Robert Ma Kam Fook served as a director from December 2001 to December 2004. On December 18, 2004, Mr. Ma resigned as our director. See “Item 3. Key Information — Risk Factors — Risks Relating to Our Relationship with Mosel — The ongoing criminal investigations and trial involving Mr. Hung-Chiu Hu, Mr. Robert Ma Kam Fook and Mr. Jwo-Yi Miao, our former directors, could have a material adverse effect on our business and cause our stock price to decline.”

John Yee Woon Seto was a director of our company from August 2000 to May 2004. On May 19, 2004, he resigned as our director.

Peter Ku has served as a president of ChipMOS TECHNOLOGIES (Shanghai) LTD. since 2002. He was vice president of ChipMOS Taiwan from 2001 to 2002, president of Walton Advanced Electronics Ltd. from 1998 to 2001 and a director of Microchip Technology Taiwan from 1995 to 1998. Mr. Ku received a master’s degree in solid state electronics from National Cheng Kung University in Taiwan.

Lafair Cho has served as ThaiLin Semiconductor Corp.’s president since December 1, 2003 and a director since December 30, 2002. He was vice president of ThaiLin Semiconductor Corp. from February 1, 2003 to November 30, 2003. He has also served as vice president of the memory production group of ChipMOS TECHNOLOGIES INC. from July 2003 to August 2004 and as a director of ChipMOS TECHNOLOGIES INC. since October 2003. He served as a deputy assistant vice president of the IC testing division of ChipMOS TECHNOLOGIES INC. from April 2000 to December 2001 and as an assistant vice president of the IC testing division of ChipMOS TECHNOLOGIES INC. from January 2002 to January 2003. He served as manager of production material control of Mosel Vitelic Inc. from 1993 to 1997. He holds a master’s degree in industrial management from National Cheng Kung University in Taiwan.

F.J. Tsai has served as CHANTEK ELECTRONIC CO., LTD.’s president since December 2004, before which he was vice president from September 2003. He also served as an assistant vice president of the strategy development center of ChipMOS TECHNOLOGIES INC. from 1998 to 2003. He received a master’s degree in business administration from National Sun Yat-Sen University in Taiwan.

Walter Wang has served as ChipMOS Logic TECHNOLOGIES INC.’s president since December 2003. He was the president of CHANTEK ELECTRONIC CO., LTD. from 2001 to 2003 and vice president of PlusMOS TECHNOLOGIES INC. from 1997 to 2002. He received a master’s degree in industrial engineering & management from Chung Hwa University in Taiwan.

K.H. Chu has served as ChipMOS TECHNOLOGIES INC.’s vice president of assembly production group since June 2004. He was assistant vice president of ChipMOS TECHNOLOGIES INC. from 2002 to 2004 and vice president of E&R Engineering Corp. from 1999 to 2002. Mr. Chu received a bachelor’s degree in engineering from National Cheng Kung University in Taiwan.

Jessie Lin has served as ChipMOS TECHNOLOGIES INC.’s vice president of quality, reliability and assurance center since June 2004. She was assistant vice president of ChipMOS TECHNOLOGIES INC. from 2003 to 2004 and deputy assistant vice president of ChipMOS TECHNOLOGIES INC. from 2000 to 2003. Ms. Lin received a bachelor’s degree in industrial engineering from Chung Yuan Christian University in Taiwan.

Joyce Chang has served as ChipMOS TECHNOLOGIES INC.’s vice president of LCD Driver production group since June 2004. She was assistant vice president of ChipMOS TECHNOLOGIES INC. from 2002 to 2004 and manager of ChipMOS TECHNOLOGIES INC. from 2000 to 2002. Ms. Chang received a bachelor’s degree from Chung Yuan Christian University in Taiwan.

Ricky Liu has served as ChipMOS TECHNOLOGIES INC.’s vice president of wafer bump and wafer fab task business unit since June 2004. He was executive vice president of Advanced Micro Chip Technology Co., Ltd. from 2003 to 2004 and director of the foundry division of Nanya Technology Corp from 2001 to 2003. Mr. Liu received a bachelor’s degree from National Cheng Kung University in Taiwan.

Michael Lee has served as ChipMOS TECHNOLOGIES INC.'s vice president of wafer sort business unit since June 2004. He was assistant vice president of ChipMOS TECHNOLOGIES INC. from 2003 to 2004 and assistant vice president of King Yuan ELECTRONIC CO., LTD. from 2002 to 2003. Mr. Lee received a master's degree from National Chiao Tung University in Taiwan.

Ivan Hsu has served as ChipMOS TECHNOLOGIES INC.'s vice president of memory production group since December 2004. He was ChipMOS TECHNOLOGIES INC.'s assistant vice president from 2003 to 2004 and deputy assistant vice-president from 2002 to 2003. Mr. Hsu received a bachelor's degree from Feng Chia University in Taiwan.

Board Practice and Terms of Directorship

Our Board of Directors consists of three classes of directors. The first class of directors, consisting of Shih-Jye Cheng, is up for re-election at the annual general meeting in 2005 and then every third annual general meeting thereafter. The second class, consisting of Hsing-Ti Tuan, Yeong-Her Wang and Shou-Kang Chen, is up for re-election at the annual general meeting in 2006 and then every third annual general meeting thereafter. The third class, consisting of Tadao Higashi, Pierre Laflamme and Chao-Jung Tsai, is up for re-election at the annual general meeting in 2007 and then every third annual general meeting thereafter.

Any director vacates his or her office if he or she:

- is prohibited by law from being a director or ceases to be a director by virtue of the Companies Act 1981 of Bermuda;
- resigns from his or her office;
- becomes bankrupt under the laws of any country or compounds with his or her creditors;
- becomes of unsound mind or a patient for the purpose of any statute or applicable law relating to mental health and the board resolves that his or her office is vacated; or
- is removed by a resolution passed by our shareholders at a special general meeting called for that purpose.

Share Ownership

As of April 30, 2005, none of our directors or executive officers held, for his or her own account, 1% or more of our outstanding common shares.

Compensation and Compensation Committee

The aggregate compensation paid in 2004 to our directors and our executive officers, including cash and share bonuses, was approximately NT\$41.3 million (US\$1.3 million). In 2004, we granted options to purchase 228,000 of our common shares to our directors and executive officers as set forth in the table below. These options will vest over a period of four years, with an equal proportion vesting on each of August 13, 2005, 2006, 2007 and 2008.

Number of shares issuable upon exercise of options	Expiration date	Exercise price	Consideration paid for options granted
228,000	August 13, 2010	US\$3.60	None

We did not set aside any money for pension, retirement or similar benefits for our directors in 2004.

We do not provide our directors with any benefits upon termination of employment.

Our compensation committee currently consists of Pierre Laflamme and Yeong-Her Wang. This committee reviews and recommends to our Board of Directors the compensation of all our directors and officers on at least an annual basis.

Audit Committee

Under our audit committee charter adopted on February 28, 2001 and amended on May 14, 2004 and December 21, 2004, our audit committee will:

- be directly responsible for the appointment, compensation, retention and oversight of the work of our external auditors or any other public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services;
- oversee our accounting principles and policies, financial reporting and internal control over financial reporting, internal audit controls and procedures, financial statements and independent audits;
- meet with management, our external auditors and, if appropriate, the head of the auditing department to discuss audited financial statements, audit reports or other communications, including, without limitation, any audit problems or difficulties relating to our financial statements, any major issues regarding accounting principles and the adequacy of our internal control over financial reporting;
- pre-approve, or adopt appropriate procedures to pre-approve all audit and non-audit services, if any, provided to us by our external auditors;
- establish our internal complaints procedure for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission thereof by our employees;
- evaluate the independence of and discuss with management the timing and process for implementing the rotation of the audit partners of the outside auditors; and
- review and approve all our related party transactions.

The audit committee currently consists of Pierre Laflamme, Yeong-Her Wang and Tadao Higashi, all of whom are independent directors according to Nasdaq requirements. As of April 30, 2005, there was not an audit committee financial expert serving on our audit committee.

Nomination Committee

Pierre Laflamme and Yeong-Her Wang are currently the members of our Nomination Committee. Our Nomination Committee is responsible for identifying individuals qualified to become members of our Board of Directors, recommending nominees to the Board of Directors and, in the case of a Board vacancy, recommending the class of the Board of Directors in which a recommended nominee should serve.

Our Nomination Committee was established on May 14, 2004.

Special Investigation Committee

On December 21, 2004, in connection with alleged embezzlement at Pacific Electric by our former directors, Mr. Hung-Chiu Hu and Mr. Jwo-Yi Miao, and money laundering by our former director, Mr. Robert Ma Kam Fook, our board established a special investigation committee to identify and investigate any past and present dealings between ChipMOS Bermuda, including any of its subsidiaries and affiliates, and Messrs. Hu, Miao and Ma, and any companies or entities affiliated with them. For additional information on the allegations, see "Item 3. Key Information — Risk Factors — Risks Relating to Our Relationship with Mosel — The ongoing criminal investigations and trial involving Mr. Hung-Chiu Hu, Mr. Robert Ma Kam Fook and Mr. Jwo-Yi Miao, our former directors, could have a material adverse effect on our business and cause our stock price to decline."

The special investigation committee is solely comprised of Messrs. Pierre Laflamme and Yeong-Her Wang, two of the Company's independent directors. Concurrent with the establishment of the special investigation committee, our board requested the resignations of Mr. Hu and Mr. Miao, who subsequently resigned from our board on June 2, 2005 and June 8, 2005, respectively. On December 21, 2004 our board accepted the resignation of Mr. Ma. The special investigation committee engaged Ernst & Young as its forensic accounting advisor and Baker & McKenzie as its legal advisor to review transactions that were similar in nature to the transactions that allegedly implicated Messrs. Hu, Miao and Ma at Pacific Electric as well as significant related party transactions between ChipMOS Bermuda, including its subsidiaries and affiliates, and Messrs. Hu, Miao and Ma and any companies or entities affiliated with any of them. The special investigation committee also engaged Hong Kong counsel.

On June 23, 2005, the special investigation committee presented its final report to our Board of Directors. The special investigation committee concluded that the review conducted by Ernst & Young and Baker & McKenzie did not reveal previously unknown information regarding losses suffered by ChipMOS Bermuda, other than a potential liability relating to a credit facility entered into with Trident and Nordbank. The special investigation committee noted that total losses from transactions reviewed by it in the amount of NT\$454 million (US\$14 million), relating to impairment losses and realized losses of certain investments, have been reflected in our 2002, 2003 and 2004 financial statements, and a potential decline in the value of our investment in respect of Ultima Technology Corp. (BVI), which has been preliminarily estimated to be approximately NT\$245 million (US\$8 million), is not yet reflected in our financial statements. See, notes 4, 9 and 20 to our financial statements contained in this annual report and "Item 7. Major Shareholders and Related Party Transactions — Related Party Transactions." For information regarding the credit facility, see "Item 3. Key Information — Risk Factors — Risks Relating to Our Relationship with Mosel — ChipMOS Bermuda and ChipMOS Hong Kong may be held liable for outstanding loan balances drawn down by Trident as joint borrowers under a credit facility entered into with Nordbank." The special investigation committee did not make any factual findings as to the business purpose of the transactions reviewed or as to persons at the Company responsible for such transactions.

The Special Investigation Committee provided the following recommendations to our Board of Directors:

- Reinforce the internal controls related to the Company's investment decisions, including the design and adoption of comprehensive internal control procedures for investments in connection with the Company's implementation of the internal control procedures required to comply with Section 404 of the Sarbanes Oxley Act of 2002 ("Section 404");
- Strengthen the role of the Board of Directors in overseeing the Company's investment activities;
- Develop an internal control mechanism applicable to the Company's selection of banks that the Company will use for deposits so as to address both commercial risks and reputational risks; and
- Develop more prudent and conservative procedures regarding the entry by the Company into banking or other credit relationships.

The Company intends to fully implement the recommendations of the Special Investigation Committee and has engaged Ernst & Young to advise it in connection with compliance with Section 404.

Employees

The following table sets forth, as of the dates indicated, the number of our full-time employees serving in the functions indicated:

Function	As of December 31,		
	2002	2003	2004
General operations	1,168	1,658	2,569
Quality control	130	244	405
Engineering	411	578	1,130
Research and development	146	157	188
Sales, administration and finance	100	137	222
Others	288	365	411
Total	2,243	3,139	4,925

The following table sets forth, as of the dates indicated, a breakdown of the number of our full-time employees by geographic location:

Location	As of December 31,		
	2002	2003	2004
ThaiLin (Hsinchu Industrial Park)	—	346	467
ChipMOS Logic and Chantek (Chupei City)	—	—	951
Hsinchu Production Group	937	995	1,134
Southern Taiwan Production Group	1,103	1,526	1,838
Shanghai Production Group	203	268	527
Japan and the United States	—	4	8
Total	2,243	3,139	4,925

Our employees are not covered by any collective bargaining agreements. We have not experienced any strikes or work stoppages by our employees and believe that our relationship with our employees is good.

Share Option Plan

We adopted a broad-based share option plan in 2001, which was amended at a special general meeting on March 19, 2004 to increase the number of shares available for issuance under the share option plan from 5,800,000 to 9,000,000. The share option plan provides that our directors, officers, employees, consultants and those of our affiliates may, at the discretion of our Board of Directors or a committee, be granted options to purchase our shares at an exercise price of no less than the par value of our common shares. The board or the committee will have complete discretion to determine which eligible individuals are to receive option grants, the number of shares subject to each grant, the exercise price of all options granted, the vesting schedule to be in effect for each option grant and the maximum term for which each granted option is to remain outstanding, up to a maximum term of ten years.

In 2002, we granted a total of 3,405,775 share options to our employees and during 2002, 273,500 share options were cancelled and 531,175 share options were exercised. In 2003, we granted a total of 3,464,600 share options to our employees, and during 2003, 334,600 share options were cancelled and 427,000 share options were exercised. In 2004, we granted a total of 2,809,800 share options to our employees, 309,983 share options were cancelled and 1,020,504 share options were exercised. The table below sets forth information about the share options we granted as of December 31, 2004.

Date of grant	Exercise Price	Number outstanding as of December 31, 2004	Number of Options	Exercisable on or after
April 3, 2002	4.0375	1,532,537	414,980	April 3, 2004
			558,778	April 3, 2005
			558,779	April 3, 2006
June 13, 2003	0.7650	1,808,525	587,549	December 13, 2004
			610,488	December 13, 2005
			610,488	December 13, 2006

<u>Date of grant</u>	<u>Exercise Price</u>	<u>Number outstanding as of December 31, 2004</u>	<u>Number of Options</u>	<u>Exercisable on or after</u>
October 1, 2003	1.7425	749,751	158,751	October 1, 2004
			197,000	October 1, 2005
			197,000	October 1, 2006
			197,000	October 1, 2007
November 3, 2003	1.7425	38,600	8,900	November 3, 2004
			9,900	November 3, 2005
			9,900	November 3, 2006
			9,900	November 3, 2007
April 30, 2004	6.63	1,399,000	349,750	April 30, 2005
			349,750	April 30, 2006
			349,750	April 30, 2007
			349,750	April 30, 2008
April 30, 2004	5.64	10,000	2,500	April 30, 2005
			2,500	April 30, 2006
			2,500	April 30, 2007
			2,500	April 30, 2008
August 13, 2004	3.6	1,245,000	311,250	August 13, 2005
			311,250	August 13, 2006
			311,250	August 13, 2007
			311,250	August 13, 2008
Total		6,783,413		

Item 7. Major Shareholders and Related Party Transactions

Major Shareholders

The following table sets out certain information as of April 30, 2005 regarding the ownership of our common shares by (1) each person known to us to be the owner of more than five percent of our common shares and (2) the total amount owned by our directors and executive officers as a group.

<u>Identity of person or group</u>	<u>Number of shares owned</u>	<u>Percent Owned</u>
Mosel Vitelic Inc. ⁽¹⁾⁽²⁾	26,159,531	38.8%
PacMOS Technologies Holdings Limited ⁽³⁾	3,887,284	5.8%
Directors and executive officers, as a group ⁽⁴⁾	1,564,017	2.3%

- (1) Mosel owns 25,927,840 shares indirectly through its 100% owned subsidiary, Giant Haven Investments Ltd., and 231,691 indirectly through Mou-Fu Investment Ltd., which is a 99.9% owned subsidiary of Mosel's 99.9% owned subsidiary Dai-Gin Investment Ltd. Mosel is a public company listed on the Taiwan Stock Exchange whose largest known shareholder owned less than 1.8% of Mosel's outstanding shares as of December 31, 2004.
- (2) Excludes shares owned by PacMOS Technologies Holdings Limited, or PacMOS, that may be beneficially owned by Mosel.
- (3) PacMOS is a public company listed on the Stock Exchange of Hong Kong Limited and 43% owned by Texan Management Limited and 32% owned by Vision2000 Venture Ltd. Vision2000 Venture Ltd. is 100% owned by Mosel. As a result, each of Texan Management Limited, Vision2000 Venture Ltd. and Mosel may be considered to be the beneficial owner of our common shares owned by PacMOS. There are no voting or other arrangements among Texan Management Limited, Vision2000 Venture Ltd. and Mosel with respect to control of PacMOS.
- (4) Excludes Mosel's beneficial ownership of our common shares which may be considered to be beneficially held by some of our directors or officers. Includes shares held by certain family members of certain directors. Includes shares held by Mr. Hung-Chiu Hu and Mr. Jwo-Yi Miao, our former directors, who resigned on June 2, 2005 and June 8, 2005, respectively.

As of April 30, 2005, approximately 46% of our common shares were held of record by shareholders located in the United States. All holders of our common shares have the same voting rights with respect to their shares.

As of January 12, 2001, Mosel held 65.1% of our common shares through its 100% owned subsidiary, Giant Haven Investment Ltd., and through Mou-Fu Investment Ltd., which is a 99.9% owned subsidiary of Mosel's 99.9% owned subsidiary Dai-Gin Investment Ltd. On May 29, 2003, Mosel reduced its ownership in us from 64.5% to 44.4% through a sale of an aggregate of 11.8 million of our common shares to third party purchasers. In July 2004, Mosel's ownership in us was reduced to 39.1% through the completion of our sale of 7,000,000 common shares pursuant to a registration statement filed on May 21, 2004. As of April 30, 2005, Mosel indirectly owned approximately 38.8% of our common shares.

Related Party Transactions

Certain Transactions in 2002

ROC law limits the ability of a company incorporated in Taiwan to purchase any equity interest in companies, directly or indirectly, holding more than 50% of its issued and outstanding voting securities or registered capital or to provide loans or other financing to any company. These limitations apply to transactions between ChipMOS Taiwan and Mosel, or companies having a relationship with Mosel as discussed below, subject to the exceptions that exist under law. In 2002 and 2003 Mosel experienced liquidity and other financial difficulties.

During 2002, ChipMOS Taiwan engaged in certain transactions with Mosel and companies having a relationship with Mosel in respect of which our previous auditors raised questions on December 6, 2002, as to the business purpose of these transactions, whether they constituted impermissible financings of Mosel and whether these transactions had been conducted in accordance with applicable ROC law and requested us to provide further information. During December 2002 and January 2003, we reviewed these transactions, as well as the large cash deposits by ChipMOS Taiwan at NM Bank, an offshore bank located in Vanuatu, that were routed through the same bank account at an intermediary bank that had also been used as an intermediary account for the routing to Mosel of certain proceeds from third parties in connection with Mosel's issuance of new equity securities during that period and submitted our report to the audit committee. On January 9, 2003, our audit committee met and reviewed the facts and circumstances of these transactions, and after consulting with Lee and Li, our ROC special counsel, concluded that these transactions were not inappropriate or impermissible under applicable laws and that all approvals of the Board of Directors required by applicable laws had been obtained. In January 2003, the previous auditors asked for additional information relating to these transactions, which we believe we provided to the best of our ability. If it were to be determined that any of these transactions constituted an impermissible financing or purchase of assets of Mosel by ChipMOS Taiwan or an impermissible purchase of Mosel's equity by ChipMOS Taiwan, then

ChipMOS Taiwan's then chairman and any responsible officers would be jointly and severally liable to ChipMOS Taiwan for any losses suffered by ChipMOS Taiwan and may also be severally liable criminally for any breach of fiduciary duties that resulted in losses and damages suffered by ChipMOS Taiwan. Moreover, certain of these transactions may not have been in full compliance with ChipMOS Taiwan's then applicable internal procedures. The failure to comply fully with ChipMOS Taiwan's then applicable internal procedures could constitute evidence of a failure by the then chairman of ChipMOS Taiwan and responsible officers to comply fully with their fiduciary duties, which could result in them being held criminally liable for any breach of fiduciary duties that resulted in losses and damages to ChipMOS Taiwan. However, since we believe that these transactions have not resulted in any losses and damages to ChipMOS Taiwan or ChipMOS Bermuda, we believe that the risk of liability for ChipMOS Taiwan's then chairman and officers is remote.

On February 27, 2003, Tiaoho & Co., an independent member firm of Moore Stephens International Limited, was appointed as independent auditor of ChipMOS Taiwan and on March 7, 2003, based on the recommendation of our audit committee, we appointed Moore Stephens Hong Kong as our independent auditor. We understand that Moore Stephens Hong Kong obtained the usual professional clearance from the previous auditor. Moore Stephens Hong Kong was made aware of the above mentioned transactions, the discussions between us and our previous auditor and the conclusions of our audit committee and Lee and Li, our ROC special counsel, upon their appointment, and we confirmed to Moore Stephens Hong Kong that we had determined that these transactions were not inappropriate or impermissible under applicable laws and that all approvals of the Board of Directors required by applicable laws had been obtained. Moore Stephens Hong Kong carried out audit procedures upon these transactions, reviewed the related correspondence, and made appropriate inquiries with the previous auditor, whom we authorized to respond fully to any such inquiries. Moore Stephens Hong Kong issued an unqualified audit opinion on our 2002 financial statements.

Please see “— Other Related Party Transactions” below for further information on transactions with Mosel and its affiliates. See also, “Item 6. Directors and Senior Management and Employees — Special Investigation Committee.”

Other Related Party Transactions

Mosel Vitelic Inc.

As of April 30, 2005, Mosel indirectly owned 38.8% of our outstanding shares. Mosel designs and manufactures semiconductor products, including SRAM, flash memory, LCD and other flat-panel display driver semiconductors and power-related semiconductors. In the period from July to December 2003, Mosel transferred all of its DRAM business to its affiliate ProMOS. Mosel is also engaged in the semiconductor testing and assembly business through its shareholding in our company and in the semiconductor module services business through its 5.4% direct shareholding in Chantek as of April 30, 2005. Although Mosel was our second largest customer in 2003, accounting for 19% of our net revenue in 2003, it ceased to be a key customer of ours following the transfer of its DRAM business to ProMOS, with sales to Mosel accounting for 0.1% of our net revenue in 2004. Sales to Mosel accounted for 35% of our net revenue in 2002. Mosel and its affiliates currently have, and are expected to continue to have from time to time in the future, contractual and other business relationships with us. Our relationships include the following:

- In April 2003, ChipMOS Taiwan purchased from third-party bondholders NT\$570 million worth of index bonds, and Mosel pledged approximately 52 million ProMOS common shares as collateral for repayment of NT\$290 million worth of these index bonds. On May 6, 2003, ChipMOS Taiwan sold NT\$110 million and NT\$90 million of the index bonds to AMCT and Chantek International Investment Ltd., a wholly-owned subsidiary of Chantek, respectively. On May 12, 2003, ChipMOS Taiwan sold NT\$80 million of the index bonds to PlusMOS. The interest revenue derived from these transactions amounted to NT\$6 million in 2003. On May 28, 2003, Mosel reached settlements with the holders of the index bonds, pursuant to which Mosel agreed to pay by June 2003 35% of the outstanding principal amount plus accrued interest, and the remaining 65% in 10 monthly installments. In June 2003, ChipMOS Taiwan sold all of the 52 million common shares of ProMOS for approximately NT\$426 million by exercising its rights to sell such shares pledged as collateral for the repayment of NT\$290 million worth of index bonds. On June 16, 2003, ChipMOS Taiwan retained approximately NT\$300 million in satisfaction of the index bonds we held, and returned the remaining amount to Mosel as excess collateral realization.

- On August 26 and September 2 and 6, 2002, ChipMOS Taiwan entered into three inventory purchase agreements with Mosel under which Mosel was obligated to sell to ChipMOS Taiwan, and ChipMOS Taiwan was obligated to purchase, wafers from Mosel. Under these inventory purchase agreements, ChipMOS Taiwan paid Mosel a total amount of NT\$2,100 million in exchange for the wafers. The purchases of wafers from Mosel by ChipMOS Taiwan were subsequently cancelled and a total amount of NT\$2,100 million was refunded to ChipMOS Taiwan by Mosel and the inventory purchase agreements were terminated on September 26 and 30, 2002.
- Rental revenue from Mosel was NT\$9 million, NT\$5 million and NT\$5 million in 2002, 2003 and 2004, respectively. The rental fees paid by us to Mosel amounted to NT\$3 million, NT\$3 million and NT\$2 million in 2002, 2003 and 2004, respectively.
- In 2004, we purchased integrated circuits for our module business and for resale to other customers from Mosel in an aggregate amount of NT\$637 million.
- In 2002, 2003 and 2004, we paid NT\$5 million, NT\$4 million and NT\$2 million, respectively, annual administrative fees to Mosel for the provision of certain administrative services.

Siliconware Precision Industries Co., Ltd.

As of April 30, 2005, Siliconware Precision owned 28.7% of the outstanding shares of ChipMOS Taiwan. Siliconware Precision is an independent provider of semiconductor testing and packaging services. Siliconware Precision currently has, and is expected to continue to have from time to time in the future, contractual and other business relationships with us. From time to time, Siliconware Precision provides assembly services to us. Often, Siliconware Precision renders these assembly services directly to our customers through customer referrals from us. On January 1, 2001, ChipMOS Taiwan entered into a subcontracting agreement for a term of two years with Siliconware Precision, pursuant to which Siliconware Precision is obligated to provide assembly services to us. This agreement was extended for another two years from January 2004 to December 2005. Every month, ChipMOS Taiwan is required to provide Siliconware Precision with a rolling forecast of requested services for the following three months. The prices of these services are to be agreed upon from time to time taking into account the cost of the packaging raw materials. In 2002, we did not outsource any assembly services to Siliconware Precision. In 2003, we outsourced to Siliconware Precision total sales of NT\$114 million, representing 1% of our net revenue. We did not outsource any sales to Siliconware Precision in 2004.

Ultima Electronics Corp.

As of April 30, 2005, ChipMOS Taiwan was no longer a shareholder of Ultima, having disposed all of its interest in Ultima in December 2004. We provide mostly vertically integrated services and some independent testing and assembly services to Ultima. Sales to Ultima accounted for 19% of our net revenue in 2002, 12% in 2003 and 3% in 2004. In 2002 and 2003, ChipMOS Taiwan acted as a guarantor and provided collateral for a loan in the amount of NT\$600 million extended to Ultima by two Taiwan financial institutions but as of December 31, 2004, ChipMOS Taiwan no longer acted as a guarantor for Ultima.

On December 22, 2003, ChipMOS Taiwan entered into a share purchase agreement with Caspian Worldwide Holdings Limited (BVI), or Caspian, a wholly-owned subsidiary of Ultima, for the acquisition of 30.0% of the shares of Ultima Technology Corp. (BVI), a wholly-owned subsidiary of Caspian, for a purchase price of approximately US\$11 million. ChipMOS Taiwan provided Caspian with a performance bond in the amount of NT\$290 million, which was returned to ChipMOS Taiwan on May 6, 2004. The investment was approved by the Investment Commission on April 19, 2004 and was made by ChipMOS Taiwan in May 2004.

A potential decline in the value of our investment in respect of Ultima Technology, which has been preliminarily estimated in connection with the review by the special investigation committee to be approximately NT\$245 million (US\$8 million), is not yet reflected in our financial statements. For additional information on the special investigation committee, see “Item 6. Directors, Senior Management and Employees—Special Investigation Committee.”

DenMOS Technology Inc.

We do not own any equity interest in DenMOS. As of April 30, 2005, Mosel directly owned 44.2% of common shares of DenMOS. Sales to DenMOS were NT\$153 million, NT\$496 million and NT\$567 million in 2002, 2003 and 2004, respectively. We provided storage services to DenMOS in 2002, 2003 and 2004. Rental revenue from DenMOS for these storage services was NT\$693 thousand, NT\$922 thousand and NT\$455 thousand in 2002, 2003 and 2004, respectively.

On October 15, 2003, we entered into a long-term agreement with DenMOS, under which we reserve a specified amount of capacity for LCD and other flat-panel display driver semiconductor testing and assembly services to DenMOS and under which DenMOS guarantees to place orders in the amount of the reserved capacity for a period of 48 months. This agreement supersedes a similar agreement that we entered into on May 25, 2002. The price for our services under this agreement will be agreed upon, based on our general price list, at the time DenMOS places orders under this agreement. If we are unable to test and assemble the agreed number of LCD and other flat-panel display driver semiconductors, DenMOS may use a third party to cover the shortfall. However, we are entitled to cure any shortfall in the following month. If we fail to do so, we may be liable for damages up to the amount equal to the number of shortfall units in the given month multiplied by the average sales price per unit in that month. If DenMOS fails to place orders according to the reserved capacity, we are entitled to damages based on our costs for the equipment, tooling costs, costs for personnel dedicated to the provisions of capacity to such customer, and the costs for raw materials.

SyncMOS Technologies Inc.

We do not own any equity interest in SyncMOS. As of April 30, 2005, Mosel indirectly owned 41.5% of SyncMOS Technologies Inc. We provided storage services to SyncMOS Technologies Inc. in 2001. Rental revenue from SyncMOS Technologies Inc. was NT\$768 thousand, NT\$768 thousand and NT\$1,126 thousand in 2002, 2003 and 2004, respectively.

Best Home Corp. Ltd.

In 2002, ChipMOS Taiwan acquired a 16.7% ownership interest of Sun Fund Securities Ltd. from Best Home. As of April 30, 2005, ChipMOS Taiwan had a 19% ownership interest in Best Home. Best Home is engaged in the business of selling office supplies and providing cafeteria services. On October 11, 2002, ChipMOS Taiwan entered into a cafeteria construction and cooperation agreement with Best Home, under which Best Home is obligated to construct a cafeteria and provide cafeteria services for ChipMOS Taiwan and ChipMOS Taiwan is obligated to prepay Best Home an aggregate of NT\$216 million. On December 17, 2003, ChipMOS Taiwan entered into a credit assignment agreement with Prudent Holdings Group Ltd., or Prudent, a 4% shareholder of ours, under which ChipMOS Taiwan assigned its right to the repayment of NT\$216 million from Best Home under the cafeteria construction and cooperation agreement for Prudent and Prudent agreed to pay NT\$216 million back to ChipMOS Taiwan by June 30, 2004. On June 25, 2004, a supplementary agreement was signed with Prudent whereby the payment date was extended to September 30, 2004 and on September 24, 2004, another supplementary agreement was signed with Prudent for the extension of the payment date to December 30, 2004. Prudent also entered into a pledge agreement on September 30, 2004 whereby the advance of NT\$216,000 thousand was secured by Prudent's shareholding in ChipMOS Bermuda to the extent of 2,360,000 common shares in favor of ChipMOS Taiwan. ChipMOS Taiwan received payment in full from Prudent on November 19, 2004.

CHANTEK ELECTRONIC CO., LTD.

In 2003, ChipMOS Taiwan purchased equipment from Chantek at a cost of NT\$10 million and sold equipment to Chantek for NT\$17 million. In addition, ChipMOS Taiwan recognized gains on the disposal of certain properties to Chantek in the amount of NT\$9 million. We paid Chantek approximately NT\$0.2 million for certain leased equipment and raw material and semiconductor processing services in 2003. In addition, we paid an aggregate of NT\$8 million in rental fees to Chantek in 2003. We did not pay any fees under these arrangements or any rental fees to Chantek during the period from January to April 2004. From January to April 2004, we had revenues from Chantek of NT\$15 million. ChipMOS Taiwan acquired 3,846,154 shares of common stock of AMCT from Chantek at an aggregate price of NT\$38 million on March 19, 2004.

Chantek has been our consolidated subsidiary since April 2004.

CHANTEK INTERNATIONAL INVESTMENT LTD.

In July 2004, ChipMOS Taiwan acquired from Chantek International Investment Ltd. 224,833 shares of common stock of ChipMOS Logic at an aggregate price of NT\$2.5 million.

ThaiLin Semiconductor Corp.

ChipMOS Taiwan leased equipment and transferred certain technology to ThaiLin pursuant to certain agreements between ThaiLin and ChipMOS Taiwan. The rents paid by ThaiLin to us amounted to an aggregate of approximately NT\$2 million and NT\$8 million in 2002 and 2003, respectively. We did not have rental revenue from ThaiLin in 2003. In 2003, ThaiLin purchased certain equipment from ChipMOS Taiwan for approximately NT\$245 million, and sold certain equipment to ChipMOS Taiwan for approximately NT\$105 million.

ThaiLin has been our consolidated subsidiary since December 2003.

ProMOS Technologies Inc.

As of April 30, 2005, ChipMOS Taiwan owned 7,559,000 shares, or 0.2% of ProMOS. As of April 30, 2005, Mosel directly and indirectly owned 17.9% of ProMOS. Following the transfer of Mosel's DRAM business to ProMOS in 2003, sales to ProMOS accounted for 19% of our net revenue in 2003 and 28% of our net revenue in 2004.

On July 1, 2003, ChipMOS Taiwan entered into a long-term agreement with ProMOS, under which ChipMOS Taiwan reserves a specified amount of capacity for DRAM testing and assembly services to ProMOS and under which ProMOS guarantees to place orders in the amount of the reserved capacity through the end of 2006. The price for the services of ChipMOS Taiwan under this agreement will be agreed upon quarterly, based on the then fair market price. If ChipMOS Taiwan is unable to test and assemble the agreed number of DRAM, ProMOS may use a third party to cover the shortfall and ChipMOS Taiwan may be liable for any operation loss of ProMOS caused by such delay or any additional costs in using a third party to cover the shortfall. If ProMOS fails to place orders in the amount of the reserved capacity, ChipMOS Taiwan is entitled to damages calculated based on the difference between the value of the reserved capacity and the value of the actual used capacity; provided that the value of the capacity by ChipMOS Taiwan that has been used for other customers shall be deducted.

In 2004, ChipMOS Taiwan purchased certain equipment from ProMOS for approximately NT\$46 million (US\$1 million). Rental revenue from ProMOS in 2004 was NT\$14 million (US\$441 thousand).

Advanced Micro Chip Technology Co., Ltd.

In 2003, we purchased from AMCT certain materials in an amount of NT\$5 million.

AMCT became our consolidated subsidiary in January 2004.

Sun-Fund Securities Ltd.

As of April 30, 2005, ChipMOS Taiwan held a 16.7% equity interest in Sun-Fund. In 2003, we paid Sun-Fund NT\$3 million for shareholders' and related service fees. On August 30, 2004, the board of Sun-Fund resolved to liquidate Sun-Fund; however, this proposal was rejected by shareholders of Sun-Fund at shareholders meetings on September 30, 2004 and December 31, 2004.

Mou-Fu Investment Ltd.

As of April 30, 2005, Mosel held directly and indirectly a 99.9% equity interest in Mou-Fu. In 2004, we paid Mou-Fu NT\$4 million for the provision of shareholders' services.

Item 8. Financial Information

Consolidated Financial Statements and Other Financial Information

Please see “Item 18. Financial Statements” and pages F-1 through F-56.

Legal Proceedings

We are not involved in any material legal proceedings whose outcome we believe could have a material adverse effect on our business, other than a tax dispute in the amount of NT\$33 million relating to our income tax for the fiscal years of 1999 and 2000. We submitted our objections to this assessment to the relevant tax authority in December 2003 and March 2004 and are awaiting the resolution of this issue.

See, “Item 3. Key Information — Risk Factors — Risks Relating to Our Relationship with Mosel — The ongoing criminal investigations and trial involving Mr. Hung-Chiu Hu, Mr. Robert Ma Kam Fook and Mr. Jwo-Yi Miao, our former directors, could have a material adverse effect on our business and cause our stock price to decline” for certain information regarding potential legal proceedings relating to certain of our former directors.

Dividend Policy

To date, we have not distributed any dividends. We currently intend to retain future earnings, if any, to finance the expansion of our business and thus do not expect to pay any cash dividends for the foreseeable future. In addition, we have no current plans to pay stock dividends. ChipMOS Taiwan, our 70.3% subsidiary, and its subsidiaries and affiliates may continue to issue stock dividends in accordance with local practice in Taiwan.

Item 9. The Offer and Listing

Listing

Nasdaq National Market is the principal trading market for our common shares, which are not listed or quoted on any other markets in or outside the United States. We have been quoted on the Nasdaq National Market under the symbol “IMOS” since June 19, 2001. The CUSIP number for our common shares is “G2110R106.” As of April 30, 2005, there were 67,320,542 common shares issued and outstanding. The table below sets forth, for the periods indicated, the high, low and average closing prices on the Nasdaq National Market for our common shares.

	Nasdaq ⁽¹⁾ Price per share (US\$)		
	Average	High	Low
2001 (from June 19 through December 31)	2.31	5.06	1.40
2002	3.23	5.25	1.48
2003	3.19	9.39	0.85
First Quarter	1.80	2.36	1.31
Second Quarter	1.19	1.55	0.85
Third Quarter	2.15	3.00	1.28
Fourth Quarter	5.86	9.39	2.05
2004	8.24	3.60	15.00
First Quarter	11.77	15.00	8.98
Second Quarter	8.83	12.11	6.82
Third Quarter	5.30	7.15	3.60
Fourth Quarter	7.18	9.56	5.54
2005 (through June 23, 2005)	6.05	7.25	4.80
First Quarter	5.59	6.49	4.80
January	5.43	6.24	4.80
February	5.39	5.86	5.10
March	5.93	6.49	5.36
Second Quarter (through June 23, 2005)	6.52	7.25	5.82
April	6.80	7.25	6.08
May	6.45	6.99	5.86
June (through June 23, 2005)	6.26	6.77	5.82

(1) Trading in our common shares commenced on June 19, 2001 on the Nasdaq National Market.

Item 10. Additional Information

Description of Share Capital

Our authorized share capital consists of 150 million common shares, par value US\$0.01 per share.

Common Shares

Each shareholder is entitled to one vote for each common share held on all matters submitted to a vote of shareholders. Cumulative voting for the election of directors is not provided for in our bye-laws, which means that the holders of a majority of the shares voted can elect all of the directors then standing for election. The common shares are not entitled to preemptive rights and are not subject to conversion or redemption. Upon the occurrence of a liquidation, dissolution or winding-up, the holders of common shares would be entitled to share ratably in the distribution of all of our assets remaining available for distribution after satisfaction of all liabilities.

Bermuda Law

We are an exempted company organized under the Companies Act 1981 of Bermuda. The rights of our shareholders are governed by Bermuda law and our memorandum of association and bye-laws. The Companies Act 1981 of Bermuda differs in some material respects from laws generally applicable to United States corporations and their shareholders.

Dividends

Under Bermuda law, a company may pay dividends that are declared from time to time by its board of directors unless there are reasonable grounds for believing that the company is or would be, after the payment, unable to pay its liabilities as they become due or that the realizable value of its assets would thereby be less than the aggregate of its liabilities, issued share capital and share premium accounts. The holders of common shares are entitled to receive dividends out of assets legally available for such purposes at times and in amounts as our Board of Directors may from time to time determine. Any dividend unclaimed for a period of six years from its date of declaration will be forfeited and will revert to the Company.

Voting Rights

Under Bermuda law, except as otherwise provided in the Companies Act 1981 of Bermuda or our bye-laws, questions brought before a general meeting of shareholders are decided by a majority vote of shareholders present at the meeting. Our bye-laws provide that, subject to the provisions of the Companies Act 1981 of Bermuda, and except for extraordinary resolutions, any question properly proposed for the consideration of the shareholders will be decided by a simple majority of the votes cast, either on a show of hands or on a poll, with each shareholder present (and each person holding proxies for any shareholder) entitled to one vote on a show of hands, or on a poll, one vote for each fully paid-up common share held by the shareholder. In the case of an equality of votes cast, the chairman of the meeting shall have a second or casting vote. Any resolution for any of the following extraordinary transactions will require the approval of shareholders holding at least 70.0% of the total voting rights of all the shareholders having the right to vote at such meeting:

- a resolution for the merger, amalgamation or other consolidation of us into any other company;
- a resolution for the sale, lease, exchange, transfer or other disposition of all or substantially all of our consolidated assets;
or
- a resolution for the adoption of any plan or proposal for the liquidation of the Company.

Rights in Liquidation

Under Bermuda law, in the event of liquidation or winding-up of a company, after satisfaction in full of all claims of creditors and subject to the preferential rights accorded to any series of preferred shares, the proceeds of the liquidation or winding-up are distributed pro rata in specie or in kind among the holders of our common shares.

Meetings of Shareholders

Under Bermuda law, a company is required to convene at least one general shareholders' meeting each calendar year. Bermuda law provides that a special general meeting may be called by the board of directors and must be called upon the request of shareholders holding not less than 10% of the paid-up capital of the company carrying the right to vote. Bermuda law also requires that shareholders be given at least five days' advance notice of a general meeting but the accidental omission to give notice to any person does not invalidate the proceedings at a meeting. Under our bye-laws, we must give each shareholder written notice at least five days prior to the annual general meeting, unless otherwise agreed by all shareholders having the right to vote at that annual general meeting, and written notice at least five days prior to any special general meeting, unless otherwise agreed by a majority of shareholders having a right to vote at that special general meeting, and together holding at least 95% of the paid-up capital of the company carrying the right to vote at that meeting.

Under Bermuda law, the number of shareholders constituting a quorum at any general meeting of shareholders is determined by the bye-laws of the company. Our bye-laws provide that at least two shareholders present in person or by proxy and holding shares representing at least 50% of the total voting rights of all shareholders having the right to vote at the meeting constitute a quorum. Our bye-laws further provide that, in respect of a general meeting adjourned for lack of quorum, at least two shareholders present in person or by proxy holding shares representing 33 1/3% of the total voting rights of all shareholders having the right to vote at the meeting constitute a quorum.

Access to Books and Records and Dissemination of Information

Members of the general public have the right to inspect the public documents of a company available at the office of the Registrar of Companies in Bermuda. These documents include a company's certificate of incorporation, its memorandum of association (including its objects and powers) and any alteration to its memorandum of association. The shareholders have the additional right to inspect the bye-laws of the company, minutes of general meetings and the company's audited financial statements, which, unless agreed by all shareholders and directors, must be laid before the annual general meeting. The register of shareholders of a company is also open to inspection by shareholders without charge and by members of the general public on the payment of a fee. A company is required to maintain its share register in Bermuda but may, subject to the provisions of Bermuda law, establish a branch register outside Bermuda. We maintain a share register in Hamilton, Bermuda and a branch register in New Jersey, USA. A company is required to keep at its registered office a register of its directors and officers which is open for inspection for not less than two hours each day by members of the public without charge. Bermuda law does not, however, provide a general right for shareholders to inspect or obtain copies of any other corporate records.

Election or Removal of Directors

Under Bermuda law and our bye-laws, directors are elected or appointed at an annual general meeting and serve until re-elected or re-appointed or until their successors are elected or appointed, unless they are earlier removed for cause or resign or otherwise cease to be directors under Bermuda law or our bye-laws.

A director may be removed for cause at a special general meeting of shareholders specifically called for that purpose, provided that the director is served with at least 14 days' notice. The director has a right to be heard at that meeting. Any vacancy created by the removal of a director at a special general meeting may be filled at that meeting by the election of another director in his or her place or, in the absence of any election by the shareholders, by the board of directors.

Board Actions

Our bye-laws provide that the quorum necessary for the transaction of business is two directors of the Board, and that questions arising at a properly convened meeting of the Board of Directors must be approved by a majority of the votes present and entitled to be cast. In the case of an equality of votes, the chairman of the meeting is entitled to a second or casting vote.

The Board of Directors may appoint any of our directors to act as our managing director or other senior executive, on such terms and conditions as it may determine, including with respect to remuneration.

Amendment of Memorandum of Association and Bye-laws

Bermuda law provides that the memorandum of association of a company may be amended by a resolution passed at a general meeting of shareholders of which due notice has been given. Our bye-laws, other than the bye-laws separating our Board of Directors into three classes, may be amended by the Board of Directors if the amendment is approved by a majority of votes cast by our directors and by our shareholders by a resolution passed by a majority of votes cast at a general meeting. Any amendment to our bye-laws separating a board of directors into three classes must be approved by our Board of Directors and by shareholders of shares representing at least 60% of our outstanding shares.

Under Bermuda law, the holders of an aggregate of no less than 20% in par value of a company's issued share capital or any class of issued share capital have the right to apply to the Bermuda Court for an annulment of any amendment of the memorandum of association adopted by shareholders at any general meeting, other than an amendment that alters or reduces a company's share capital as provided in the Companies Act 1981 of Bermuda. Where an application is made, the amendment becomes effective only to the extent that it is confirmed by the Bermuda Court. An application for the annulment of an amendment of the memorandum of association must be made within 21 days after the date on which the resolution altering the company's memorandum of association is passed and may be made on behalf of the person entitled to make the application by one or more of their number as they may appoint in writing for the purpose. No application may be made by persons voting in favor of the amendment.

Appraisal Rights and Shareholder Suits

Under Bermuda law, in the event of an amalgamation of two Bermuda companies, a shareholder who is not satisfied that fair value has been paid for his or her shares may apply to the Bermuda Court to appraise the fair value of his or her shares. The amalgamation of a company with another company requires the amalgamation agreement to be approved by the board of directors and, except where the amalgamation is between a holding company and one or more of its wholly-owned subsidiaries or between two or more wholly-owned subsidiaries, by meetings of the holders of shares of each company and of each class of such shares. Under Bermuda law, an amalgamation also requires the consent of the Bermuda Minister of Finance, who may grant or withhold his consent at his discretion.

Class actions and derivative actions are generally not available to shareholders under Bermuda law. The Bermuda Court, however, would ordinarily be expected to permit a shareholder to commence an action in the name of a company to remedy a wrong done to the company where the act complained of is alleged to be beyond the corporate power of the company or is illegal or would result in the violation of the company's memorandum of association or bye-laws. Further consideration would be given by the Bermuda Court to acts that are alleged to constitute a fraud against the minority shareholders or, for instance, where an act requires the approval of a greater percentage of the company's shareholders than that which actually approved it.

When the affairs of a company are being conducted in a manner oppressive or prejudicial to the interests of some part of the shareholders, one or more shareholders may apply to the Bermuda Court for an order regulating the company's conduct of affairs in the future or compelling the purchase of the shares by any shareholder, by other shareholders or by the company.

Certain Foreign Issuer Considerations

The following discussion is based on the advice of Appleby Spurling Hunter, our Bermuda counsel.

The Bermuda Monetary Authority, or BMA, has designated us as non-resident for exchange control purposes. The BMA has also granted its consent under the Exchange Control Act 1972 and regulations promulgated thereunder for the issue or transfer to non-residents of Bermuda for exchange control purposes of our common shares, subject to the common shares remaining quoted on the Nasdaq National Market.

Share Issuance and Transfers by Non-Bermuda and Bermuda Residents

Under Bermuda law, there are no limitations on the rights of non-Bermuda residents to hold or vote their shares of Bermuda companies. Because we have been designated as a non-resident for Bermuda exchange control purposes, there are no restrictions on our ability to transfer funds in and out of Bermuda or to pay dividends to United States residents who are holders of our common shares other than in respect of local Bermuda currency.

Under Bermuda law, we are an exempted company. An exempted company is exempt from the provisions of Bermuda law, which stipulate that at least 60% of the equity must be beneficially owned by Bermuda persons. Persons regarded as residents of Bermuda for exchange control purposes require specific consent under the Exchange Control Act 1972 to acquire securities issued by us. The Exchange Control Act 1972 permits companies to adopt bye-law provisions relating to the transfer of securities. None of Bermuda law, our memorandum of association or our bye-laws impose limitations on the right of foreign nationals or non-residents of Bermuda to hold our shares or vote such shares.

As an exempted company, we may not participate in certain business transactions, including: (1) the acquisition or holding of land in Bermuda (except that required for our business and held by way of lease or tenancy for terms of not more than 21 years) without the express authorization of the Bermuda legislature; (2) the taking of mortgages on land in Bermuda to secure an amount in excess of US\$50,000 without the consent of the Bermuda Minister of Finance; or (3) the carrying on of business of any kind in Bermuda, except in furtherance of our business carried on outside Bermuda or under a license granted by the Bermuda Minister of Finance. In addition, present BMA policy permits no more than 20% of the share capital of an exempted company to be held by Bermuda persons.

The Bermuda government actively encourages foreign investment in exempted entities like us that are based in Bermuda but do not operate in competition with local business. In addition to having no restrictions on the degree of foreign ownership, we are subject neither to taxes on our income or dividends nor to any foreign exchange controls in Bermuda. In addition, there is no capital gains tax in Bermuda, and profits can be accumulated by us without limitation.

Director's Interests

Under the Bermuda Companies Act 1981, a director of a company may, notwithstanding his office, be a party to or otherwise interested in any transaction or arrangement with the company or in which the company is otherwise interested. He or she may also be a director or officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any corporate body promoted by the same company or an interested company. Therefore, where it is necessary, so long as a director of a Bermuda company declares the nature of his or her interest at the first opportunity at a meeting of the board or by writing to the directors as required by the Bermuda Companies Act 1981, that director shall not by reason of his or her office be accountable to a company for any benefit he or she derives from any office or employment to which the bye-laws of the company allow him or her to be appointed or from any transaction or arrangement in which the bye-laws of such company allow him or her to be interested, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit. A general notice to the directors by a director or officer declaring that he or she is a director or officer or has an interest in a person and is to be regarded as interested in any transaction or arrangement made with that person shall be sufficient declaration of interest in relation to any transaction or arrangement so made.

Share Issuance and Transfer

We have been designated as a non-resident for exchange control purposes by the BMA, whose permission for the issuance and transfer of common shares has been obtained subject to the common shares being quoted on the Nasdaq National Market.

The transfer of common shares between persons regarded as non-resident in Bermuda for exchange control purposes and the issuance of shares after the completion of the currently contemplated offering of our common shares to those persons may be effected without specific consent under the Exchange Control Act 1972 of Bermuda and regulations thereunder subject to the common shares remaining quoted on the Nasdaq National Market. Issuance and transfer of shares to any person regarded as resident in Bermuda for exchange control purposes require specific prior approval under the Exchange Control Act 1972.

There are no limitations on the rights of persons regarded as non-residents of Bermuda for foreign exchange control purposes who own common shares to hold or vote their common shares. Since we have been designated as a non-resident for Bermuda exchange control purposes, there are no restrictions on our ability to transfer funds in and out of Bermuda or to pay dividends to United States residents or other non-residents of Bermuda who are holders of common shares, other than in respect of local Bermuda currency. Furthermore, it is not our intent to maintain Bermuda dollar deposits and, accordingly, will not pay dividends on the common shares in Bermuda currency.

Bermuda law requires that share certificates be issued only in the names of corporations or individuals. Where an applicant for common shares acts in a special capacity, such as an executor or trustee, certificates may, at the request of that applicant, record the capacity in which the applicant is acting. Our recording of any special capacity, however, shall not be construed as obliging us either to investigate, or to incur any responsibility or liability in respect of, the proper administration of any trust or estate. Regardless of whether or not we have had notice of a trust, no notice shall be taken of any trust, equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or any other right in respect of any common shares.

Transfer Agent and Registrar

Reid Management Limited serves as our principal registrar and transfer agent in Bermuda for the common shares. Mellon Investor Services, L.L.C. serves as our United States transfer agent and registrar for the common shares.

Material Contracts

We have entered into the following contracts within the two years preceding the date of this annual report that are or may be material:

- Deed of assignment, dated December 17, 2003, between ChipMOS Taiwan and ChipMOS Bermuda, as amended on May 14, 2004 and October 11, 2004, pursuant to which ChipMOS Taiwan assigned to ChipMOS Bermuda ChipMOS Taiwan's right under the convertible note issued by Modern Mind with respect to US\$16,500,745 and accrued interest thereon for a purchase price of US\$16,594,249.93, US\$7,894,249.93 of which was paid in July 2004 and US\$8,700,000 of which was paid to ChipMOS Taiwan in November 2004. As a result of this assignment and an assignment by Jesper Limited dated December 27, 2002 to ChipMOS Bermuda of Jesper Limited's rights under the convertible note issued by Modern Mind with respect to US\$20,999,255 and accrued interest thereon, ChipMOS Bermuda obtained the entire rights under the US\$37.5 million convertible note issued by Modern Mind.
- Assignment agreement, dated April 7, 2004, between ChipMOS Bermuda and ChipMOS Taiwan, as amended on May 14, 2004 and October 11, 2004, pursuant to which ChipMOS Taiwan transferred all of the technologies it owned to ChipMOS Bermuda for a purchase price of US\$19.7 million, which was paid in November 2004.
- Patent license agreement, dated April 7, 2004, between ChipMOS Bermuda and ChipMOS Taiwan, as amended in July 8, 2004, October 11, 2004 and December 30, 2004, pursuant to which ChipMOS Bermuda granted to ChipMOS Taiwan a non-exclusive royalty-bearing license with respect to certain patents and patent applications until the expiration of the term of the last of these patents. Under the patent license agreement, ChipMOS Taiwan will pay ChipMOS Bermuda a royalty in the aggregate of US\$20 million, payable in 80 quarterly installments of US\$250,000 each. The first installment was paid in April 2005.
- Master loan agreement, dated July 12, 2004, among ChipMOS Bermuda, as lender, Modern Mind Technology Limited, as borrower, and Jesper Limited, as guarantor, pursuant to which ChipMOS Bermuda provided on July 29, 2004 a loan in an amount of US\$62.8 million in the form of a demand note issued by Modern Mind and pursuant to which ChipMOS Bermuda may be willing to provide Modern Mind from time to time additional funds in the form of demand notes. The demand notes are convertible at any time into common shares representing, immediately after the conversion, almost 100% of the then outstanding common shares of Modern Mind at a conversion rate of US\$1.00 for each common share of Modern Mind. Payment under the demand notes is fully and unconditionally guaranteed by Jesper Limited and secured by a security interest in the entire equity interest in Modern Mind and ChipMOS Shanghai. Moreover, under the master loan agreement, Jesper Limited granted ChipMOS Bermuda an irrevocable option to acquire the common shares of Modern Mind then owned by Jesper Limited.

Please see also "Item 7. Major Shareholders and Related Party Transactions" for summaries of contracts with certain of our related parties.

Bermuda Taxation

This summary is based on laws, regulations, treaty provisions and interpretations now in effect and available as of the date of this annual report. The laws, regulations, treaty provisions and interpretations, however, may change at any time, and any change could be retroactive to the date of issuance of our common shares. These laws, regulations and treaty provisions are also subject to various interpretations, and the relevant tax authorities or the courts could later disagree with the explanations or conclusions set out below.

At the date hereof, there is no Bermuda income, corporation or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by us or our shareholders other than shareholders ordinarily resident in Bermuda. We are not subject to stamp or other similar duty on the issuance, transfer or redemption of our common shares.

We have obtained an assurance from the Minister of Finance of Bermuda under the Exempted Undertaking Tax Protection Act 1966 that, in the event there is enacted in Bermuda any legislation imposing tax computed on profits or income or computed on any capital assets, gain or appreciation or any tax in the nature of estate duty or inheritance tax, such tax shall not be applicable to us or to our operations, or to the common shares, debentures or our other obligations until March 28, 2016, except insofar as such tax applies to persons ordinarily resident in Bermuda and holding such common shares, debentures or our other obligations or any real property or leasehold interests in Bermuda owned by us. No reciprocal income tax treaty affecting us exists between Bermuda and the United States.

As an exempted company, we are liable to pay in Bermuda an annual registration fee calculated on a sliding scale basis by reference to our assessable capital, which is the aggregate of our authorized common share capital and the premium on our issued common shares currently at a rate not exceeding US\$27,825 per annum.

United States Federal Income Taxation

In General

This section describes the material United States federal income tax consequences generally applicable to ownership by a U.S. holder (as defined below) of our common shares. It applies to you only if you hold your common shares as capital assets for tax purposes. This section does not apply to you if you are a member of a special class of holders subject to special rules, including:

- a dealer in securities;
- a trader in securities that elects to use a mark-to-market method of accounting for securities holdings;
- a tax-exempt organization;
- a life insurance company;
- a person liable for alternative minimum tax;
- a person that actually or constructively owns 10% or more of our voting stock;
- a person that holds common shares as part of a straddle or a hedging or conversion transaction; or
- a U.S. holder whose functional currency is not the US dollar.

This section is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations, published rulings and court decisions all as currently in effect. These laws are subject to change, possibly on a retroactive basis. There is currently no comprehensive income tax treaty between the United States and Bermuda.

You are a U.S. holder if you are a beneficial owner of common shares and you are:

- a citizen or resident of the United States;
- a domestic corporation;
- an estate whose income is subject to United States federal income tax regardless of its source; or
- a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

You should consult your own tax advisor regarding the United States federal, state and local and the Bermuda and other tax consequences of owning and disposing of common shares in your particular circumstances.

This discussion addresses only United States federal income taxation.

Taxation of Dividends

Under the United States federal income tax laws, and subject to the passive foreign investment company, or PFIC, rules discussed below, if you are a U.S. holder, the gross amount of any dividend we pay out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes) is subject to United States federal income taxation. If you are a noncorporate U.S. holder, dividends paid to you in taxable years beginning before January 1, 2009 that constitute qualified dividend income will be taxable to you at a maximum tax rate of 15% provided that you hold the common shares for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends we pay with respect to the common shares generally will be qualified dividend income provided that, in the year that you receive the dividend, the common shares are readily tradable on an established securities market in the United States. We believe that our shares, which are listed on the NASDAQ, are readily tradable on an established securities market in the United States, however there can be no assurance that our shares will continue to be readily tradable on an established securities market.

The dividend is taxable to you when you receive the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. Distributions in excess of current and accumulated earnings and profits, as determined for United States federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the common shares and thereafter as capital gain.

Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the maximum 15% tax rate.

Dividends will be income from sources outside the United States, but dividends paid in taxable years beginning before January 1, 2007 generally will be “passive” or “financial services” income, and dividends paid in taxable years beginning after December 31, 2006 will, depending on your circumstances, be “passive” or “general” income which, in either case, is treated separately from other types of income for purposes of computing the foreign tax credit allowable to you. You should consult your own tax advisor regarding the foreign tax credit rules.

Taxation of Capital Gains

Subject to the PFIC rules discussed below, if you are a U.S. holder and you sell or otherwise dispose of your common shares, you will recognize capital gain or loss for United States federal income tax purposes equal to the difference between the amount that you realize and your tax basis in your common shares. Capital gain of a noncorporate U.S. holder that is recognized before January 1, 2009 is generally taxed at a maximum rate of 15% where the holder has a holding period greater than one year. The deductibility of capital losses is subject to limitations. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes.

PFIC Rules. We believe that our common shares should not be treated as stock of a PFIC for United States federal income tax purposes, but this conclusion is a factual determination that is made annually and thus may be subject to change.

In general, if you are a U.S. holder, we will be a PFIC with respect to you if for any taxable year in which you held our common shares:

- at least 75% of our gross income for the taxable year is passive income; or
- at least 50% of the value, determined on the basis of a quarterly average, of our assets is attributable to assets that produce or are held for the production of passive income.

Passive income generally includes dividends, interest, royalties, rents (other than certain rents and royalties derived in the active conduct of a trade or business), annuities and gains from assets that produce passive income. If a foreign corporation owns at least 25% by value of the stock of another corporation, the foreign corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation, and as receiving directly its proportionate share of the other corporation's income.

If we are treated as a PFIC, and you are a U.S. holder that did not make a mark-to-market election, as described below, you will be subject to special rules with respect to:

- any gain you realize on the sale or other disposition of your common shares; and
- any excess distribution that we make to you (generally, any distributions to you during a single taxable year that are greater than 125% of the average annual distributions received by you in respect of the common shares during the three preceding taxable years or, if shorter, your holding period for the common shares).

Under these rules:

- the gain or excess distribution will be allocated ratably over your holding period for the common shares,
- the amount allocated to the taxable year in which you realized the gain or excess distribution will be taxed as ordinary income;
- the amount allocated to each prior year, with certain exceptions, will be taxed at the highest tax rate in effect for that year; and
- the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each such year.

If you own common shares in a PFIC that are treated as marketable stock, you may make a mark-to-market election. If you make this election, you will not be subject to the PFIC rules described above. Instead, in general, you will include as ordinary income each year the excess, if any, of the fair market value of your common shares at the end of the taxable year over your adjusted basis in your common shares. These amounts of ordinary income will not be eligible for the favorable tax rates applicable to qualified dividend income or long-term capital gains. You will also be allowed to take an ordinary loss in respect of the excess, if any, of the adjusted basis of your common shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). Your basis in the common shares will be adjusted to reflect any such income or loss amounts.

In addition, notwithstanding any election you make with regard to the common shares, dividends that you receive from us will not constitute qualified dividend income to you if we are a PFIC either in the taxable year of the distribution or the preceding taxable year. Moreover, your common shares will be treated as stock in a PFIC if we were a PFIC at any time during your holding period in your common shares, even if we are not currently a PFIC. For purposes of this rule, if you make a mark-to-market election with respect to your common shares, you will be treated as having a new holding period in your common shares beginning on the first day of the first taxable year beginning after the last taxable year for which the mark-to-market election applies. Dividends that you receive that do not constitute qualified dividend income are not eligible for taxation at the 15% maximum rate applicable to qualified dividend income. Instead, you must include the gross amount of any such dividend paid by us out of our accumulated earnings and profits (as determined for United States federal income tax purposes) in your gross income, and it will be subject to tax at rates applicable to ordinary income.

If you own common shares during any year that we are a PFIC with respect to you, you must file Internal Revenue Service Form 8621.

Documents on Display

We are subject to the information requirements of the Securities Exchange Act of 1934, as amended. In accordance with these requirements, we file reports and other information with the Securities and Exchange Commission. These materials may be inspected and copied at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Commission's Public Reference Room by calling the Commission in the United States at 1-800-SEC-0330. The Commission also maintains a web site at <http://www.sec.gov> that contains reports, proxy statements and other information regarding registrants that file electronically with the Commission.

Item 11. Quantitative and Qualitative Disclosure about Market Risk

Market Risks

Our exposure to financial market risks relates primarily to changes in interest rates and foreign exchange rates. To mitigate these risks, we utilize derivative financial instruments, the application of which is primarily for hedging, and not for speculative, purposes.

Interest Rate Risks

As of December 31, 2004, we had aggregate debt outstanding of NT\$11,436 million (US\$360 million), which was incurred for capital expenditure and general operating expenses. Of our outstanding debt, 55% bears interest at variable rates. The interest rate for the majority of our variable rate debt varies based on a fixed percentage spread over the prime rate established by our lenders. Our variable rate debt had an annual weighted average interest rate of 3.8% as of December 31, 2004. Accordingly, we have cash flow and earnings exposure due to market interest rate changes for our variable rate debt. An increase in interest rates of 1% would increase our annual interest charge by NT\$63 million based on our outstanding indebtedness as of December 31, 2004.

ChipMOS Taiwan has entered into interest rate swap agreements to manage its interest rate risk. As of December 31, 2004, ChipMOS Taiwan had two interest rate swap agreements outstanding, with a notional amount of NT\$500 thousand and NT\$300 thousand respectively. The first interest rate swap was entered into on July 28, 2004 and will terminate on July 30, 2007, and the second swap was entered into on October 13, 2004 and will terminate on October 15, 2007. For both swaps, the difference in interest rates is calculated quarterly and credited or charged in the current period. In 2004, we recognized as NT\$151 thousand of non-operating income as a result of the swaps. We and ChipMOS Taiwan did not enter into interest rate swap agreements in 2002 or 2003.

Foreign Currency Risks

Our foreign currency exposure gives rise to market risks associated with exchange rate movements against the NT dollar, the Japanese yen and the US dollar. As of December 31, 2004, 20% of our accounts receivable are denominated in US dollars and Japanese yen, and 53% of our accounts payable and payables for properties are denominated in Japanese yen and US dollars. To minimize foreign currency exchange risk, from time to time we utilize forward exchange contracts and foreign currency options to hedge our exchange rate risk on foreign currency assets or liabilities positions. These hedging transactions help to reduce, but do not eliminate, the impact of foreign currency exchange rate movements. An average appreciation of the NT dollar against all other relevant foreign currencies of 5% would increase our annual exchange losses by NT\$50 million based on our outstanding assets and liabilities denominated in foreign currencies as of December 31, 2004. As of December 31, 2002, 2003 and 2004, we had no outstanding forward exchange or foreign currency option contracts. Our net gains on forward exchange contracts were NT\$0, NT\$0 and NT\$5 million (US\$158 thousand) for the years ended December 31, 2002, 2003 and 2004, respectively.

See Note 25 of our audited consolidated financial statements for additional information on these derivative transactions.

Item 12. Description of Securities Other Than Equity Securities

Not applicable.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not applicable.

Item 15. Controls and Procedures

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of December 31, 2004.

During 2004, no change to our internal control over financial reporting occurred that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 16A. Audit Committee Financial Expert

As of April 30, 2005, there was no audit committee financial expert, as defined under the applicable rules of the SEC issued pursuant to Section 407 of the Sarbanes-Oxley Act of 2002, serving on our audit committee.

Item 16B. Code of Ethics

We have adopted a Code of Business Conduct and Ethics, which applies to our directors, officers and employees. A copy of our Code of Business Conduct and Ethics is filed as Exhibit 11.1 to this annual report on Form 20-F.

Item 16C. Principal Accountant Fees and Services

The table below summarizes the fees that we paid or accrued for services provided by Moore Stephens for the years ended December 31, 2003 and 2004.

	2003	2004
	(In thousands)	
Audit Fees	NT\$4,232	NT\$7,411
Audit Related Fees	—	2,000
Tax Fees	—	—
All Other Fees	—	—
Total	NT\$4,232	NT\$9,411

Audit Fees. This category includes the audit of our annual financial statements and services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements for those fiscal years. For 2004, this category primarily includes the audit of our financial statements contained in our registration statement filed on May 21, 2004 as well as this annual report.

Audit-Related Fees. This category includes fees reasonably related to the performance or review of our financial statements and not included in the category of Audit Fees (described above). For 2004, this category primarily includes the audit and review of our financial statements contained in the offering circular for the private offering of our convertible notes outside of the United States in November 2004.

All non-audit services are pre-approved by our Audit Committee on a case-by-case basis. Accordingly, we have not established any pre-approval policies and procedures. All audit services that Moore Stephens were engaged to carry out after May 6, 2003, the effective date of revised Rule 2-01(c) (7) of Regulation S-X entitled "Audit Committee Administration of the Engagement" on strengthening requirements regarding auditor independence, were pre-approved by the Audit Committee.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Not applicable.

PART III

Item 17. Financial Statements

The Company has elected to provide the financial statements and related information specified in Item 18 in lieu of Item 17.

Item 18. Financial Statements

INDEX TO FINANCIAL STATEMENTS

Page

<u>ChipMOS TECHNOLOGIES (Bermuda) LTD. and Subsidiaries</u>	
<u>Report of Independent Registered Public Accounting Firm</u>	F-1
<u>Consolidated Balance Sheets</u>	F-2
<u>Consolidated Statements of Operations</u>	F-4
<u>Consolidated Statements of Changes in Shareholders' Equity</u>	F-6
<u>Consolidated Statements of Cash Flows</u>	F-7
<u>Notes to Consolidated Financial Statements</u>	F-9

Item 19. Exhibits

<u>Exhibits</u>	<u>Description</u>
1.1	Memorandum of Association of ChipMOS TECHNOLOGIES (Bermuda) LTD. ⁽¹⁾
1.2	Bye-laws of ChipMOS TECHNOLOGIES (Bermuda) LTD. ⁽²⁾
2.1	Certificate of Incorporation of ChipMOS TECHNOLOGIES (Bermuda) LTD., dated August 15, 2000. ⁽¹⁾
4.1	Joint Venture Agreement, dated July 14, 1997, between Mosel Vitelic Inc. and Siliconware Precision Industries Co., Ltd. ⁽¹⁾
4.2	Asset Sales Agreement, dated June 14, 1999, between Microchip Technology Taiwan and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.3	Tessera Compliant Chip License Agreement, dated April 20, 1999, between Tessera Inc. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.4	License Agreement, dated April 1, 1999, between Fujitsu Ltd. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.5	Sales Agreement, dated February 10, 2000, between Sharp Corp. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.6	Raw Materials Processing Agreement, dated August 10, 2000, between Mosel Vitelic Inc. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.7	Raw Materials Processing Agreement, dated January 1, 2001, between Siliconware Precision Co. Ltd. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.8	Integrated Circuit Processing Agreement, dated January 1, 2001, between Siliconware Precision Co. Ltd. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.9	Integrated Circuit Processing and Warehousing Management Agreement, dated August 10, 2000, between Mosel Vitelic Inc. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.10	Land Lease Agreement, dated November 26, 1997, between Science Based Industrial Park Administration and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.11	Land Lease Agreement, dated November 26, 1997, between Science Based Industrial Park Administration and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.12	Land Lease Agreement, dated September 1, 1997, between Science Based Industrial Park Administration and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.13	Purchase Agreement, dated July 31, 1997, between ChipMOS TECHNOLOGIES INC. and Mosel Vitelic Inc. ⁽¹⁾
4.14	Form of Share Exchange Covenant Letter from the Company to the Shareholders. ⁽¹⁾
4.15	Amendment to the Integrated Circuit Processing and Warehousing Management Agreement, dated August 10, 2000, between Mosel Vitelic Inc. and ChipMOS TECHNOLOGIES INC, dated September 1, 2001. ⁽³⁾
4.16	Purchase Agreement, dated October 15, 2003, between ChipMOS TECHNOLOGIES INC. and DenMOS Technology Inc. ⁽³⁾
4.17	Sale and Purchase Agreement, dated April 25, 2003, between ChipMOS TECHNOLOGIES INC. and Ron How Investment Corp. (English Translation) ⁽⁴⁾
4.18	Sale and Purchase Agreement, dated April 25, 2003, between ChipMOS TECHNOLOGIES INC. and Yuan Shan Investment Corp. (English Translation) ⁽⁴⁾
4.19	Sale and Purchase Agreement, dated April 25, 2003, between ChipMOS TECHNOLOGIES INC. and Mosel Vitelic Inc. (English Translation) ⁽⁴⁾
4.20	Laser Stamping Machine Lease Agreement, dated November 1, 2002, between ChipMOS TECHNOLOGIES INC. and CHANTEK ELECTRONIC CO., LTD. (English Translation) ⁽⁴⁾
4.21	Automatic Stamping Machine Lease Agreement, dated December 1, 2002, between ChipMOS TECHNOLOGIES

INC. and CHANTEK ELECTRONIC CO., LTD. (English Translation)⁽⁴⁾

- 4.22 Raw Materials Processing Agreement, dated January 1, 2003, between ChipMOS TECHNOLOGIES INC. and CHANTEK ELECTRONIC CO., LTD. (English Translation)⁽⁴⁾
- 4.23 Integrated Circuit Processing Agreement, dated January 1, 2003, between ChipMOS TECHNOLOGIES INC. and CHANTEK ELECTRONIC CO., LTD. (English Translation)⁽⁴⁾
- 4.24 Technology Transfer Agreement, dated December 24, 2002, between ChipMOS TECHNOLOGIES INC. and ThaiLin Semiconductor Corp. (English Translation)⁽⁴⁾
- 4.25 Tester Equipment Lease Agreement, dated November 14, 2002, between ChipMOS TECHNOLOGIES INC. and ThaiLin Semiconductor Corp. (English Translation)⁽⁴⁾

Exhibits	Description
4.26	Tester Equipment Lease Agreement, dated December 3, 2002, between ChipMOS TECHNOLOGIES INC. and ThaiLin Semiconductor Corp. (English Translation) ⁽⁴⁾
4.27	Joint Engagement Letter, undated, by and among Ultima Electronics Corp., ChipMOS TECHNOLOGIES INC. and Sun-Fund Securities Ltd. (English Translation) ⁽⁴⁾
4.28	Lease Agreement, dated June 1, 2002, between ChipMOS TECHNOLOGIES INC. and SyncMOS Technologies, Inc. (English Translation) ⁽⁴⁾
4.29	Technology Transfer Agreement, dated August 1, 2002, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES (Shanghai) LTD. ⁽⁴⁾
4.30	Promissory Note from Modern Mind Technology Limited to Jesper Limited, dated November 4, 2002. ⁽⁴⁾
4.31	Deed of Variation, dated December 2, 2002, between Modern Mind Technology Limited and Jesper Limited. ⁽⁴⁾
4.32	Deed of Assignment, dated December 27, 2002, between Jesper Limited and ChipMOS TECHNOLOGIES (Bermuda) LTD. ⁽⁴⁾
4.33	Deed of Assignment, dated June 25, 2003, between Jesper Limited and ChipMOS TECHNOLOGIES INC. ⁽⁴⁾
4.34	Agreement, dated May 3, 2003, between Jesper Limited and Modern Mind Technology Limited. ⁽⁴⁾
4.35	Master loan agreement, dated July 12, 2004, among ChipMOS TECHNOLOGIES (Bermuda) LTD., Modern Mind Technology Limited and Jesper Limited.
4.36	Cooperation Agreement, dated March 27, 2002, between Shanghai Qingpu Industrial Zone Development (Group) Company and ChipMOS TECHNOLOGIES (Bermuda) LTD. (English Translation) ⁽⁴⁾
4.37	Deed of assignment, dated December 17, 2003, between ChipMOS TECHNOLOGIES INC. and ChipMOS TECHNOLOGIES (Bermuda) LTD. ⁽⁵⁾
4.38	Supplemental deed of assignment, dated May 14, 2004 between ChipMOS TECHNOLOGIES INC. and ChipMOS TECHNOLOGIES (Bermuda) LTD. ⁽⁵⁾
4.39	Second supplemental deed of assignment, dated October 11, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
4.40	Assignment agreement, dated April 7, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC. ⁽⁵⁾
4.41	Supplemental assignment agreement, dated May 14, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC. ⁽⁵⁾
4.42	Second supplemental assignment agreement, dated October 11, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
4.43	Patent license agreement, dated April 7, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC. ⁽⁵⁾
4.44	Supplemental patent license agreement dated July 8, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
4.45	Second supplemental patent license agreement dated October 11, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
4.46	Third supplemental patent license agreement dated December 30, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
8.1	List of subsidiaries of ChipMOS TECHNOLOGIES (Bermuda) LTD.
11.1	Code of Business Conduct and Ethics. ⁽⁵⁾
12.1	Certification of Chief Executive Officer required by Rule 13a-14(a) under the Exchange Act.
12.2	Certification of Chief Financial Officer required by Rule 13a-14(a) under the Exchange Act.

- 13.1 Certification of Chief Executive Officer required by Rule 13a-14(b) under the Exchange Act.
- 13.2 Certification of Chief Financial Officer required by Rule 13a-14(b) under the Exchange Act.
- 23.1 Consent of independent registered public accounting firm.

- (1) Incorporated by reference to our Registration Statement on Form F-1 (File No. 333-13218), filed on February 28, 2001.
- (2) Incorporated by reference to our report on Form 6-K, dated February 19, 2002.
- (3) Incorporated by reference to our Annual Report on Form 20-F (File No. 0-31106), filed on June 17, 2002.
- (4) Incorporated by reference to our Annual Report on Form 20-F (File No. 0-31106), filed on June 30, 2003.
- (5) Incorporated by reference to our Annual Report on Form 20-F (File No. 0-31106), filed on June 17, 2004.

We have not included as exhibits certain instruments with respect to our long-term debt, the amount of debt authorized under each of which does not exceed 10% of our total assets, and we agree to furnish a copy of any such instrument to the Commission upon request.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized, in Taipei, Taiwan, Republic of China, on June 29, 2005.

ChipMOS TECHNOLOGIES (Bermuda) LTD.

By: /s/ Shih-Jye Cheng

Name: Shih-Jye Cheng

Title: Chairman and Chief Executive Officer

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
ChipMOS TECHNOLOGIES (Bermuda) LTD.

We have audited the accompanying consolidated balance sheets of ChipMOS TECHNOLOGIES (Bermuda) LTD. and subsidiaries (collectively the "Company") (see Note 1) as of December 31, 2004 and 2003, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004, all expressed in New Taiwan dollars. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the Republic of China and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2004 and 2003, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2004, in conformity with accounting principles generally accepted in the Republic of China.

Accounting principles generally accepted in the Republic of China vary in certain significant respects from accounting principles generally accepted in the United States of America. The application of the latter would have affected the determination of net income (loss) for each of the three years in the period ended December 31, 2004, and the determination of shareholders' equity and financial position at December 31, 2004 and 2003, to the extent summarized in Note 27.

/s/ Moore Stephens
Moore Stephens
Certified Public Accountants
Hong Kong

April 1, 2005

ChipMOS TECHNOLOGIES (Bermuda) LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2003 and 2004 (Notes 1 and 18)
(In Thousands of New Taiwan and U.S. Dollars, Except Par Value)

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$ (Note 3)
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	1,730,964	4,849,146	152,777
Restricted cash and cash equivalents (Note 21)	282,378	87,041	2,742
Short-term investments - net (Notes 2 and 4)	664,251	2,832,556	89,242
Notes receivable - third parties	11,729	62,206	1,960
Accounts receivable - net of allowance for doubtful receivables and sales return allowances of NT\$56,003 in 2003 and NT\$275,752 in 2004 (Notes 2 and 5)			
Related parties (Note 20)	1,342,366	1,411,038	44,456
Third parties	1,290,660	1,926,109	60,684
Other receivables - net of allowance for doubtful receivables and sales return allowances of NT\$41,285 in 2003 and NT\$16,299 in 2004 (Notes 2 and 5)			
Related parties (Note 20)	266,175	6,649	210
Third parties (Note 6)	866,582	164,608	5,186
Inventories - net (Notes 2 and 7)	335,496	660,951	20,824
Deferred income tax - net (Notes 2 and 19)	266,949	590,476	18,603
Prepaid expenses and other current assets (Note 8)	422,167	116,931	3,684
Total Current Assets	7,479,717	12,707,711	400,368
LONG-TERM INVESTMENTS (Notes 2 and 9)	640,512	642,351	20,238
PROPERTY, PLANT AND EQUIPMENT - NET (Notes 2, 10, 15 and 16)			
Cost			
Land	—	530,862	16,725
Buildings and auxiliary equipment	3,546,126	4,542,282	143,109
Machinery and equipment	17,417,843	22,501,165	708,921
Furniture and fixtures	280,371	535,902	16,884
Transportation equipment	20,285	26,972	850
Tools	1,058,897	1,386,075	43,670
Leasehold improvements	6,865	55,826	1,759
Total cost	22,330,387	29,579,084	931,918
Accumulated depreciation	(12,254,664)	(14,572,453)	(459,119)
Construction in progress and advance payments	1,011,107	2,419,987	76,244
Net Property, Plant and Equipment	11,086,830	17,426,618	549,043
INTANGIBLE ASSETS - NET (Notes 2 and 11)	225,203	319,049	10,052
OTHER ASSETS			
Restricted cash and cash equivalents (Note 21)	—	59,705	1,881
Employee dormitory buildings - net of accumulated depreciation of NT\$41,491 in 2003 and NT\$59,320 in 2004 (Note 2)	192,105	287,656	9,063
Refundable deposits	13,724	16,273	513
Goodwill (Note 2)	728	2,643	83
Others	26,868	83,061	2,617
Total Other Assets	233,425	449,338	14,157

TOTAL ASSETS (Forward)	19,665,687	31,545,067	993,858
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The accompanying notes are an integral part of the consolidated financial statements.

ChipMOS TECHNOLOGIES (Bermuda) LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2003 and 2004 (Notes 1 and 18)
(In Thousands of New Taiwan and U.S. Dollars, Except Par Value)

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$ (Note 3)
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Bank loans (Note 12)	1,566,773	800,593	25,224
Current portion of long-term loans (Note 16)	692,840	1,821,778	57,397
Current portion of long-term bonds payable (Note 15)	—	1,200,000	37,807
Convertible bonds (Note 13)	267,611	—	—
Deferred income	3,565	27,962	881
Notes payable - third parties	27,328	49,072	1,546
Accounts payable			
Related parties (Note 20)	5,570	—	—
Third parties	339,801	607,806	19,150
Other payables			
Related parties (Note 20)	1,019	2,833	89
Third parties	263,823	324,654	10,228
Income tax payable (Note 2)	193	26,889	847
Payables to contractors and equipment suppliers	344,561	440,024	13,863
Current portion of capital lease payable	—	5,195	164
Accrued expenses and other current liabilities (Note 14)	437,979	608,550	19,173
Total Current Liabilities	3,951,063	5,915,356	186,369
LONG-TERM LIABILITIES			
Long-term bonds payable (Note 15)	1,200,000	—	—
Convertible bonds (Note 13)	—	3,006,380	94,719
Long-term loans (Note 16)	2,238,872	4,594,541	144,756
Capital lease payable	—	7,205	227
Total Long-Term Liabilities	3,438,872	7,608,126	239,702
OTHER LIABILITIES			
Deferred income tax – net (Notes 2 and 19)	367,941	508,017	16,005
Deferred income	174,308	156,653	4,936
Accrued pension cost (Notes 2 and 17)	56,361	102,674	3,235
Guarantee deposits	933	1,124	35
Total Other Liabilities	599,543	768,468	24,211
Total Liabilities	7,989,478	14,291,950	450,282
MINORITY INTERESTS	4,427,971	7,092,498	223,456
COMMITMENTS AND CONTINGENCIES (Note 23)			
SHAREHOLDERS' EQUITY (Notes 2 and 18)			
Capital stock NT\$0.3281 (US\$0.01) par value			
Authorized 150,000 thousand shares (2003: 150,000 thousand shares)			
Issued 67,321 thousand shares (2003: 59,300 thousand shares)	19,379	22,089	696
Capital surplus	7,711,229	9,113,331	287,124
Option warrants	86,674	115,394	3,636
Deferred compensation	(42,615)	(51,662)	(1,628)
Retained earnings (accumulated deficits)	(494,949)	1,180,933	37,207

Treasury stock	420	(25,515)	(804)
Cumulative translation adjustments	(31,900)	(193,384)	(6,093)
Unrealized loss on long-term investments	—	(567)	(18)
Total Shareholders' Equity	7,248,238	10,160,619	320,120
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	19,665,687	31,545,067	993,858

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

ChipMOS TECHNOLOGIES (Bermuda) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2002, 2003 and 2004 (Notes 1 and 18)
(In Thousands of New Taiwan and U.S. Dollars, Except Earnings (Loss) Per Share)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$ (Note 3)
NET REVENUE (Notes 2 and 20)				
Related parties	3,665,384	5,072,942	4,844,424	152,628
Third parties	2,860,481	3,953,589	10,191,387	321,090
Total Net Revenues	6,525,865	9,026,531	15,035,811	473,718
COST OF REVENUE (Note 20)				
Related parties	3,004,306	3,767,370	3,240,772	102,103
Third parties	3,707,400	3,692,205	7,616,737	239,973
Total Cost of Revenue	6,711,706	7,459,575	10,857,509	342,076
GROSS PROFIT (LOSS)	(185,841)	1,566,956	4,178,302	131,642
OPERATING EXPENSES (Note 20)				
Research and development (Note 2)	326,753	295,033	296,411	9,339
General and administrative	310,200	439,875	673,365	21,215
Sales and marketing (Note 2)	37,354	65,367	308,471	9,719
Total Operating Expenses	674,307	800,275	1,278,247	40,273
INCOME (LOSS) FROM OPERATIONS	(860,148)	766,681	2,900,055	91,369
NON-OPERATING INCOME				
Gain on sales of investments (Note 2)	50,370	92,666	—	—
Rental (Note 20)	35,473	24,960	28,467	897
Interest	38,231	47,703	36,591	1,153
Subsidy income	8,982	12,057	6,100	192
Gain on disposal of property, plant and equipment (Note 2)	37,698	98,509	63,327	1,995
Recovery of allowance for loss on inventories	—	—	67,002	2,111
Recovery of bad debts	—	—	29,703	936
Gain on disposal of long-term investments	—	—	38,592	1,216
Other	10,262	53,307	91,444	2,881
Total Non-Operating Income	181,016	329,202	361,226	11,381

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

ChipMOS TECHNOLOGIES (Bermuda) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2002, 2003 and 2004 (Notes 1 and 18)
(In Thousands of New Taiwan and U.S. Dollars, Except Earnings (Loss) Per Share)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$ (Note 3)
NON-OPERATING EXPENSES				
Interest	242,130	247,967	276,260	8,704
Investment loss recognized by equity method (Notes 2 and 9)	95,001	8,984	—	—
Financing cost	17,113	14,623	19,208	605
Allowance for loss on short-term investments (Note 4)	168,604	29,030	52,274	1,647
Loss on disposal of property, plant and equipment (Note 2)	640	17,497	21,504	677
Foreign exchange loss - net (Note 2)	42,296	78,793	33,747	1,063
Loss on sales of investments	—	—	40,156	1,265
Impairment loss for long-term investments	—	—	214,403	6,755
Capital reduction loss for long-term investment	—	—	49,833	1,570
Other	12,828	9,437	49,554	1,562
Total Non-Operating Expenses	578,612	406,331	756,939	23,848
INCOME (LOSS) BEFORE INCOME TAX AND MINORITY INTERESTS	(1,257,744)	689,552	2,504,342	78,902
INCOME TAX EXPENSE (BENEFIT) (Notes 2 and 19)	97,916	(29,006)	(141,804)	(4,467)
INCOME (LOSS) BEFORE MINORITY INTERESTS	(1,355,660)	718,558	2,646,146	83,369
MINORITY INTERESTS	385,375	(256,896)	(997,918)	(31,440)
PRE-ACQUISITION EARNINGS	—	20,723	27,654	871
NET INCOME (LOSS)	(970,285)	482,385	1,675,882	52,800
EARNINGS (LOSS) PER SHARE – BASIC	(16.49)	8.19	26.54	0.84
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC	58,835	58,908	63,141	63,141
EARNINGS (LOSS) PER SHARE - DILUTED	(16.49)	8.12	26.38	0.83
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - DILUTED	58,835	59,429	63,517	63,517

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

method for long-term investment	—	—	159,954	—	—	—	(567)	—	(25,935)	133,452
Translation adjustments	—	—	—	—	—	—	—	(161,484)	—	(161,484)
BALANCE, DECEMBER 31, 2004	67,321	22,089	9,113,331	115,394	(51,662)	1,180,933	(567)	(193,384)	(25,515)	10,160,619

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

ChipMOS TECHNOLOGIES (Bermuda) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2002, 2003 and 2004 (Notes 1 and 18)
(In Thousands of New Taiwan and U.S. Dollars)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$ (Note 3)
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss)	(970,285)	482,385	1,675,882	52,800
Adjustments to reconcile net income (loss) to net cash provided by operating activities				
Depreciation	2,690,657	2,658,307	3,438,816	108,343
Amortization	129,962	56,652	98,021	3,088
Deferred compensation	25,154	18,903	19,673	620
Gain on disposal of property, plant and equipment – net	(36,391)	(81,012)	(41,823)	(1,318)
Investment loss (gain) recognized by equity method	95,001	(11,739)	—	—
Gain on disposal of long-term investments	—	—	(38,592)	(1,216)
Impairment loss for long-term investments	—	—	214,403	6,755
Capital reduction loss for long-term investments	—	—	49,833	1,570
Accrued pension cost	6,988	30,167	20,604	649
Deferred income tax – net	78,682	(77,217)	(183,451)	(5,780)
Minority interests	(449,612)	609,444	1,845,210	58,135
Changes in operating assets and liabilities				
Notes receivable	226	24,829	(12,113)	(382)
Accounts receivable	(216,123)	(727,143)	(384,473)	(12,113)
Other receivables	(81,643)	(1,027,726)	976,737	30,773
Inventories	5,761	(169,003)	(80,341)	(2,531)
Prepaid expenses and other current assets	(205,562)	(168,994)	370,044	11,659
Other assets	—	(26,868)	59,849	1,886
Notes payable	—	(3,243)	19,265	607
Accounts payable	25,267	200,019	(29,213)	(920)
Other payables	(105,217)	70,751	(587,355)	(18,505)
Income tax payable	(35,731)	193	26,693	841
Accrued expenses and other liabilities	432,193	18,842	158,593	4,997
Deferred income	74,406	(389)	6,742	212
Net Cash Provided by Operating Activities	1,463,733	1,877,158	7,623,004	240,170
CASH FLOWS FROM INVESTING ACTIVITIES				
Decrease in restricted cash and cash equivalents	157,013	396,234	136,632	4,305
(Increase) decrease in short-term investments	95,004	701,628	(1,868,866)	(58,880)
Proceeds from capital reduction for long-term investments	—	—	9,000	284
Proceeds from sales of property, plant and equipment	218,757	535,490	462,756	14,580
Proceeds from sales of long-term investments	—	—	38,592	1,216
Proceeds from sales of intangible assets	—	—	600	19
Cash inflow from acquisition of subsidiary (Note 22b)	—	103,454	61,809	1,947
Acquisitions of:				
Long-term investments	(1,271,038)	(14,493)	(466,346)	(14,693)
Property, plant and equipment	(2,308,021)	(2,401,825)	(8,187,146)	(257,944)
Intangible assets	(26,469)	(51,535)	(147,749)	(4,655)
Employee dormitory building	(310)	(71,251)	(113,719)	(3,583)
Goodwill	(918)	—	(15,418)	(486)
Decrease in refundable deposits	90	41,493	51,909	1,635
Net Cash Used in Investing Activities	(3,135,892)	(760,805)	(10,037,946)	(316,255)
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments on:				

Bank loans	—	(718,586)	(985,932)	(31,063)
Commercial paper payable	—	(159,427)	—	—
Long-term loans	—	(352,133)	—	—
Capital lease payable	—	—	(1,533)	(48)
Bonds payable	—	(283,894)	—	—
Treasury stock	—	—	(25,935)	(817)
Proceeds from:				
Bank loans	965,869	222,728	—	—
Commercial paper payable	159,427	—	—	—
Convertible bonds	—	—	2,738,769	86,288
Long-term loans	1,214,184	—	2,725,305	85,863
Issuance of capital stock	63,237	65,407	1,244,858	39,220
Increase (decrease) in guarantee deposits	19	(39,778)	(924)	(29)
Promissory loan note	575,850	(575,850)	—	—
	<u>2,978,586</u>	<u>(1,841,533)</u>	<u>5,694,608</u>	<u>179,414</u>
Net Cash Provided by (Used in) Financing Activities				

ChipMOS TECHNOLOGIES (Bermuda) LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2002, 2003 and 2004 (Notes 1 and 18)
(In Thousands of New Taiwan and U.S. Dollars)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$ (Note 3)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	—	(31,388)	(161,484)	(5,088)
Net Increase (Decrease) in Cash and cash equivalents	1,306,427	(756,568)	3,118,182	98,241
Cash and cash equivalents, beginning of the year	1,181,105	2,487,532	1,730,964	54,536
Cash and cash equivalents, end of the year	2,487,532	1,730,964	4,849,146	152,777
SUPPLEMENTAL INFORMATION				
Income tax paid	56,766	469	2,877	91
Interest paid	243,652	242,987	262,648	8,275
NON CASH FINANCING ACTIVITIES				
Current portion of long-term loans	352,160	692,840	1,821,778	57,397
PARTIAL CASH PAID FOR INVESTING ACTIVITIES				
Cash paid for acquisition of property, plant and equipment				
Total acquisitions	2,091,342	2,508,188	8,282,609	260,952
Decrease (increase) in payables to contractors and equipment suppliers	216,679	(106,363)	(95,463)	(3,008)
	2,308,021	2,401,825	8,187,146	257,944

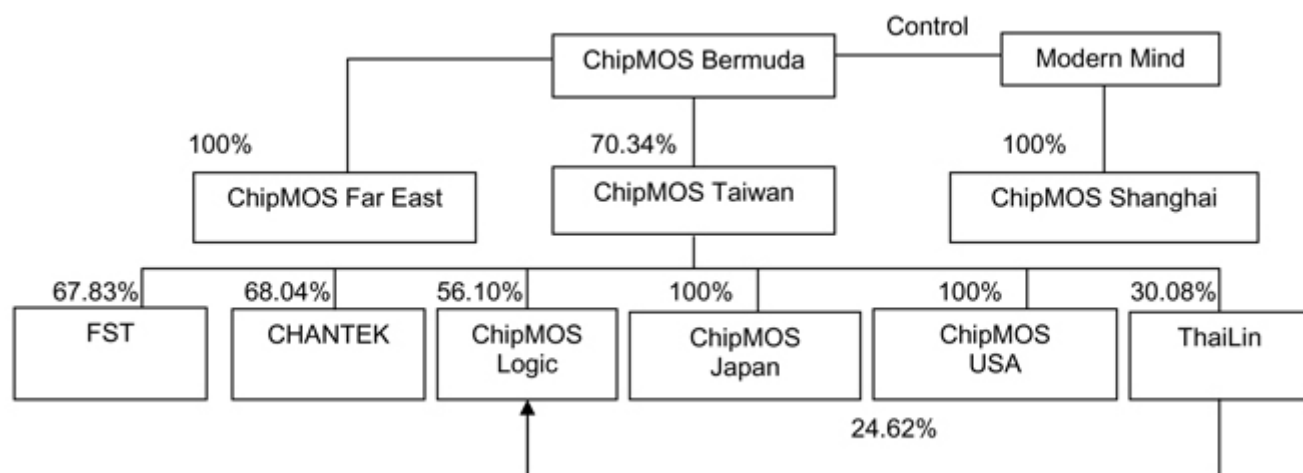
The accompanying notes are an integral part of the consolidated financial statements.

ChipMOS TECHNOLOGIES (Bermuda) LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND BUSINESS

ChipMOS TECHNOLOGIES (Bermuda) LTD. (ChipMOS Bermuda) was incorporated under the laws of Bermuda on August 1, 2000, and its common shares have been traded on the Nasdaq National Market since June 2001. As of December 31, 2004, ChipMOS Bermuda was 38.86% owned by Mosel Vitelic Inc. (MVI) through its wholly-owned subsidiary, Giant Haven Investment Ltd. and its indirectly-owned subsidiary, Mou-Fu Investment Ltd. As of December 31, 2004, ChipMOS Bermuda owned 70.34% of the outstanding common shares of ChipMOS TECHNOLOGIES INC. (ChipMOS Taiwan) and Siliconware Precision Industries Co. Ltd. (SPIL) owned 28.73%.



ChipMOS Taiwan was incorporated in Taiwan on July 28, 1997 as a joint venture company between MVI and SPIL. Its operations consist of testing and assembly of semiconductors. ChipMOS Taiwan also provides semiconductor testing and assembly services on a turnkey basis, which entails ChipMOS Taiwan purchasing fabricated wafers and selling tested and assembled semiconductors. In connection with a corporate restructuring on January 12, 2001, the holders of an aggregate of 583,419 thousand common shares of ChipMOS Taiwan executed a Purchase and Subscription Agreement whereby they transferred their shares of ChipMOS Taiwan to ChipMOS Bermuda in exchange for 58,342 thousand common shares in ChipMOS Bermuda. The selling shareholders, who previously held in an aggregate of 70.25% of the entire outstanding common shares of ChipMOS Taiwan, thus, became the holders of the entire outstanding common shares of ChipMOS Bermuda. Because 100% of the outstanding common shares of ChipMOS Bermuda were owned by former shareholders of ChipMOS Taiwan, the exchange of shares has been accounted for as a merger as if ChipMOS Bermuda was the acquirer. Equity and operations attributable to ChipMOS Taiwan shareholders not participating in the exchange offer were reflected as minority interest in the historical financial statements. MVI participated in the restructuring and share exchange described above and SPIL did not.

ChipMOS Bermuda also controls both Modern Mind Technology Limited (Modern Mind) and its 100% subsidiary ChipMOS TECHNOLOGIES (Shanghai) Limited (ChipMOS Shanghai) and enjoys the primary beneficial interest in Modern Mind and ChipMOS Shanghai. For this reason Modern Mind and ChipMOS Shanghai have been consolidated into these financial statements in spite of the fact that ChipMOS Bermuda does not hold an equity interest in Modern Mind.

As of December 31, 2004, ChipMOS Taiwan owned 100% of the outstanding shares of both ChipMOS Japan Inc. (ChipMOS Japan) and ChipMOS USA Inc. (ChipMOS USA), 68.04% of CHANTEK ELECTRONIC CO., LTD. (CHANTEK), 30.08% of ThaiLin Semiconductor Corp. (ThaiLin), 56.10 % of ChipMOS Logic TECHNOLOGIES INC. (ChipMOS Logic) and 67.83% of FIRST SEMICONDUCTOR TECHNOLOGY, INC. (FST).

1. ORGANIZATION AND BUSINESS (continued)

ThaiLin was incorporated on May 15, 1996 and is listed on the GreTai Securities Market in Taiwan. ThaiLin is engaged in wafer and semiconductor testing services. On December 31, 2002, ChipMOS Taiwan acquired an equity interest of 41.8% in ThaiLin. As of December 31, 2004, ChipMOS held a 30.08% equity interest in ThaiLin. On December 1, 2003, ChipMOS Taiwan obtained controlling influence over ThaiLin's decisions on its operations, personnel and financial policies. Therefore, ThaiLin has been consolidated into these financial statements from December 1, 2003 in spite of the fact that ChipMOS Taiwan holds an equity interest of less than 50% in ThaiLin.

ChipMOS Japan was incorporated in Japan in June 1999, and ChipMOS USA was incorporated in the United States of America in October 1999. These two companies engage in sales and customer services and all the expenses incurred from these activities are charged to current income. ChipMOS Japan began generating revenue in 2000, while ChipMOS USA began generating revenue in 2001.

CHANTEK was incorporated in Taiwan in May 1989, and is listed on the GreTai Securities Market in Taiwan. CHANTEK provides semiconductor assembly services for low-density volatile and non-volatile memory semiconductors, consumer semiconductors and microcontroller semiconductors. ChipMOS Taiwan acquired its 34% ownership interest in CHANTEK on September 16, 2002. On April 1, 2004, PlusMOS Technologies Inc. (PlusMOS) was merged into CHANTEK in a stock-for-stock merger pursuant to which shareholders of PlusMOS received 1.1 common shares of CHANTEK in exchange for one common share of PlusMOS. The merger was approved by the shareholders of CHANTEK and PlusMOS in December 2003. Upon consummation of this merger, ChipMOS Taiwan became the controlling shareholder of CHANTEK. Under applicable accounting principles, ChipMOS Taiwan is required to consolidate CHANTEK subsequent to its merger with PlusMOS. ChipMOS Taiwan increased its ownership in CHANTEK during 2004 and held a 68.04% interest as of December 31, 2004.

ChipMOS Logic was incorporated in Taiwan on January 28, 2004, with ChipMOS Taiwan holding a 62.5% interest and ThaiLin holding a 37.5% interest. On March 29, 2004, ChipMOS Logic issued additional shares to institutional investors. As a result, ChipMOS Taiwan's interest in ChipMOS Logic was diluted to 44.44% and ThaiLin's interest was diluted to 26.67%. ChipMOS Logic is engaged in logic testing services. On April 30, 2004, WORLD WIDE TEST Technologies Inc. (WWT) merged into ChipMOS Logic, with ChipMOS Logic as the surviving entity, in a stock-for-stock merger pursuant to which shareholders of WWT received one common share of ChipMOS Logic in exchange for 10 common shares of WWT. As of December 31, 2004, ChipMOS Taiwan and ThaiLin owned approximately 56.10% and 24.62%, respectively, of ChipMOS Logic.

FST was incorporated in the United States of America in June 1998 and engaged in IC logic testing services. ChipMOS Taiwan acquired its 67.83% ownership interest in FST on November 1, 2004 and held 67.83% as of December 31, 2004.

Modern Mind was incorporated in the British Virgin Islands on January 29, 2002. Modern Mind conducts its operations through ChipMOS Shanghai. ChipMOS Bermuda acquired a 100% equity interest in Modern Mind on December 12, 2002, and then transferred it to Jesper Limited (Jesper) on December 31, 2002. In December 2002 and 2003, ChipMOS Bermuda acquired from Jesper and ChipMOS Taiwan, respectively, convertible notes issued by Modern Mind that are convertible into a controlling equity interest in Modern Mind if the repayment is not made when due. Accordingly, ChipMOS Bermuda is deemed to have a controlling interest in Modern Mind.

ChipMOS Shanghai, a wholly-owned subsidiary of Modern Mind, was incorporated in Mainland China on June 7, 2002. ChipMOS Shanghai is engaged in wafer testing, semiconductor assembly and testing, and module and subsystem manufacturing. ChipMOS Shanghai commenced commercial production in 2003.

ChipMOS Far East Limited (ChipMOS Far East) was incorporated in Hong Kong on November 18, 2002. It is engaged in financial management and marketing and sales. ChipMOS Far East is a wholly-owned subsidiary of ChipMOS Bermuda.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The consolidated financial statements include the accounts of ChipMOS Bermuda and all subsidiaries in which ChipMOS Bermuda (hereinafter, referred to individually or collectively as the “Company”) holds a controlling interest or voting interests in excess of 50% in accordance with the requirements of ROC Financial Accounting Standards (“FAS No. 7”) and the regulations of the Taiwan Securities and Futures Commission (“SFC”). All significant intercompany accounts and transactions have been eliminated.

The Company’s consolidated financial statements include for 2002 the financial results of ChipMOS Taiwan and its wholly-owned subsidiaries, ChipMOS Japan and ChipMOS USA, ChipMOS Far East, Modern Mind and its wholly-owned subsidiary, ChipMOS Shanghai. For 2003, the Company’s consolidated financial statements also include the financial results of ThaiLin. For 2004, the Company’s consolidated financial statements also include the financial results of CHANTEK, ChipMOS Logic and FST (see Note 1).

Concentration of credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and accounts receivable.

A substantial portion of revenue is made from a small number of customers on credit and generally without requirement of any collateral.

The Company had two customers that had balances greater than ten percent of total notes and accounts receivable as of December 31, 2004 and 2003, respectively:

	<u>December 31,</u>	
	<u>2003</u>	<u>2004</u>
<u>Related parties</u> (Note 20)		
ProMOS Technologies Inc. (ProMOS)	36%	35%
<u>Third parties</u>		
Powerchip Semiconductor Corp.	10%	16%

Credit evaluation of each customer is performed and reserves for potential credit losses are maintained. Losses from bad debts, in the aggregate, have historically not exceeded management’s expectations.

Use of estimates

The preparation of consolidated financial statements requires management to make estimates and judgments that affect the recorded amounts of assets, liabilities, revenue and expenses of the Company. The Company continually evaluates these estimates, including those related to allowances for doubtful amounts, inventories, useful lives of properties, income tax valuation allowances, pension plans and the fair value of financial instruments. The Company bases its estimates on historical experience and other assumptions, which it believes to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions.

Cash equivalents

Repurchase notes with original maturity dates of less than three months are classified as cash equivalents.

Short-term investments

Short-term investments are stated at the lower of cost or market value. An allowance for losses is provided when the carrying value of the investments exceeds the total market value with the related provision for losses charged to income for the current year. Any recovery of the market value to the extent of the original carrying value is recognized as income.

Costs of investments sold are determined using the weighted-average method.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Allowance for doubtful receivables

The allowance for doubtful receivables reflects estimates of the expected amount of the receivables that the Company will not be able to collect. The Company first examines the available information regarding any customer that the Company has reason to believe may have an inability to meet its financial obligations. For these customers, the Company uses its judgment, based on the available facts and circumstances, and records a specific allowance for that customer against amounts due to reduce the receivable to the amount that is expected to be collected. These specific allowances are reevaluated and adjusted as additional information is received. Secondly, for all other customers, the Company maintains an allowance based on a range of percentages applied to aging categories. These percentages are based on our historical collection and write-off experience. Additional allowances may be required in the future if the financial condition of our customers or general economic conditions deteriorate, and this additional allowance would reduce the Company's net income.

Allowances for sales returns and discounts

Allowances for sales returns and discounts are provided based on the sales returns from past experience; such provisions are deducted from sales and the related costs of products are deducted from cost of products sold.

Inventories

Inventories are stated at the lower of standard cost (which approximates actual weighted average cost) or market value. Unbilled processing charges incurred are included in finished goods and work in progress and are stated at actual cost. Market value represents replacement cost for raw materials and net realizable value for finished goods and work in progress.

Long-term investments

Investments in shares of stock of companies wherein the Company exercises significant influence on operational or financial decisions are accounted for using the equity method. Under the equity method, the investments are initially carried at cost and subsequently adjusted for the proportionate equity of the Company in the net income or net loss of the investees.

The Company will discontinue its recognition of its equity in the net loss of the investees when the carrying value of the investment (including advances) is reduced to zero. However, in cases where the Company guarantees the obligations or is committed to provide further financial support to an investee, or if the investee's losses are temporary and evidence sufficiently shows imminent return to profitability in the foreseeable future, then, the Company continues to recognize its share in the net loss of the investees. (The resulting credit balances of the long-term investments are presented as part of other receivables from related parties.)

Translation adjustments resulting from the process of translating the investees' financial statements into the functional currency of the Company are recorded as cumulative translation adjustments in the statement of changes in shareholders' equity.

Gains or losses on transactions with investees wherein the Company owns at least 20% of the outstanding common stock but less than a controlling interest are deferred in proportion to the ownership percentage until realized through a subsequent transaction with a third party. The entire amount of gains or losses on sales to majority-owned subsidiaries is deferred until such gains or losses are realized through the subsequent sale of the related products to third parties.

Other stock investments (listed stocks or stocks traded over the counter) are accounted for using the cost method. These investments are stated at cost less temporary declines in market value, and a credit is made to an allowance for declines in market value with a corresponding debit to shareholders' equity. The allowance is then reduced for any subsequent recovery of the market value to the extent of the balance of the allowance. However, if the decline in market value is considered irrecoverable, the decline in market value is recorded as a charge to income.

Cash dividends are recognized as income in the year received but are accounted for as a reduction in the carrying value of the long-term investments if the dividends are received in the same year that the related investments are acquired. Stock dividends are recognized only as an increase in the number of shares held on the ex-dividend date.

The costs of investments sold are determined using the weighted average method.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and employee dormitory buildings

Property, plant and equipment and employee dormitory buildings (presented as part of Other Assets) are stated at cost less accumulated depreciation. Major additions, renewals and improvements are capitalized while maintenance and repairs are expensed currently.

The initial estimate of the service lives of property, plant and equipment is as follows: machinery and equipment, 1 to 5 years; buildings and auxiliary equipment, 1 to 54 years; furniture and fixtures, 1 to 5 years; tooling, 1 to 2 years; transportation equipment, 5 years; and leasehold improvements, 1 to 2 years. Salvage value is considered when determining the basis of depreciated assets. If items of property, plant and equipment and employee dormitory buildings are still in good condition and useful at the end of their original service lives, the salvage value is depreciated over any extended useful life.

Upon sale or disposal of items of properties, the related cost and accumulated depreciation are removed from the accounts, and any gain or loss is credited or charged to current income.

Intangible assets

Intangible assets are amortized using the straight-line method over the following periods: goodwill, 5 years; technology know-how, 5 years; technology license fees, 5 years; software, 2 to 4 years; bond issuance costs, using the average method; and land use rights, over the period of the right.

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition. Goodwill is recognized as an asset and amortized on a straight-line basis over its useful economic life.

Goodwill arising on the acquisition of an associate or a jointly controlled entity is included within the carrying amount of the associate or jointly controlled entity. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Revenue recognition

Revenue from testing and assembly services is generally recognized upon shipment of tested and assembled semiconductors to locations designated by customers, including the Company's internal warehouse for customers using the Company's warehousing services. Revenue from product sales is recognized when title of products and risks of ownership are transferred to customers, generally upon shipment of the products.

The Company does not provide warranties to customers except in cases of defects in the assembly services provided and deficiencies in testing services provided. An appropriate sales allowance is recognized in the period during which the sale is recognized, and is estimated based on historical experience.

The Company does not take ownership of: (1) bare semiconductor wafers received from customers that it assembles into finished semiconductors, and (2) assembled semiconductors received from the customers that it tests. The title and risk of loss remains with the customer for those bare semiconductors and/or assembled semiconductors. Accordingly, the customer-supplied semiconductor materials are not included in the consolidated financial statements.

These policies are consistent with provisions in the Staff Accounting Bulletin No. 101, as revised by No. 104, issued by the United States Securities and Exchange Commission, or SEC.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government grant

A government grant is recognized at its fair value and credited to the income statement. Where the grant relates to an asset, the fair value is credited to a deferred income account and is recognized as income over the periods necessary to match with the related amortization of the asset, on a systematic basis.

Research and development costs

Research and development costs consist of expenditures incurred during the course of planned research and investigation aimed at discovery of new knowledge which will be useful for developing new products or production processes, or significantly enhancing existing products or production processes, and the implementation of such through design and testing of product alternatives or construction of prototypes. All expenses incurred in connection with the Company's research and development activities are charged to current income.

Pension and retirement costs

Pension costs are recorded based on actuarial calculations. Provisions for pension costs are accrued based on actuarially determined amounts which include service cost, interest, amortization of unrecognized net transition obligation and expected return on pension assets. Unrecognized net transition obligation is amortized over 15 years.

Retirement benefit contributions are made to pension scheme and/or retirement funds, the assets of which are managed by independent investment firms and/or government agencies. Contributions are made based on a percentage of the employees' salaries and bonus, if applicable, and are charged to the income statement as incurred.

Income tax

The Company has adopted the inter-period income tax allocation method. Deferred income tax assets are recognized for the tax effects of deductible temporary differences, unused tax credits, and operating loss carryforwards and those of taxable temporary differences are recognized as deferred income tax liabilities. Valuation allowance is provided for deferred tax assets that are not certain to be realized. A deferred tax asset or liability is classified as current or non-current based on the classification of the related asset or liability. However, if a deferred asset or liability cannot be related to an asset or liability in the financial statements, then it is classified as current or noncurrent based on the expected reversal dates of the temporary difference.

Any tax credit arising from the purchase of machinery, equipment and technology, research and development expenditures, personnel training, or investments in important technology-based enterprise is recognized by the flow-through method.

Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision.

Income taxes (10%) on unappropriated earnings generated by ChipMOS Taiwan, ThaiLin, CHANTEK and ChipMOS Logic are recorded as an expense in the year when the stockholders have effectively resolved that earnings shall be retained.

Advertising costs

Advertising costs included in sales and marketing expenses are expensed when incurred.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments

Foreign currency forward exchange contracts (forward contracts), entered into for purposes other than trading, are recorded as follows: the differences in the New Taiwan dollar amounts translated using the spot rates as of the contract date and the amounts translated using the contracted forward rates are amortized over the terms of the forward contract using the straight-line method. At the balance sheet dates, the receivables or payables arising from forward contracts are restated using the prevailing spot rates and the resulting differences are recognized in income. Also, the receivables and payables related to the forward contract are netted and the resulting net amount is presented as either an asset or liability.

The aggregate amount of the foreign currency to be acquired or sold under European option contracts, entered into as hedge of anticipated transactions, is not recorded as an asset or a liability. The amounts received on options written and the amounts paid on options purchased are amortized using the straight-line method over the term of the contract. The gains arising from the exercise of the options or the losses arising from options not exercised are recognized as adjustments to the carrying values when the hedged transaction occurs.

Foreign-currency transactions

Foreign-currency transactions, except for derivative financial instruments, are recorded in New Taiwan dollars at the rates of exchange in effect when the transactions occur. Gains or losses resulting from the application of different foreign exchange rates when cash in foreign currency is converted into New Taiwan dollars, or when foreign-currency receivables or payables are settled, are credited or charged to income in the year of conversion or settlement. On the balance sheet dates, the balances of foreign-currency assets and liabilities are restated at the prevailing exchange rates and the resulting differences are charged to current income except those foreign currency denominated investments in shares of stock where such differences are accounted for as translation adjustments under stockholders' equity. ROC Financial Accounting Standards (FAS) No. 14, "Accounting for Foreign-Currency Transactions," applies to foreign operations, with the local currency of each foreign subsidiary as its functional currency. The financial statements of foreign subsidiaries are translated into New Taiwan dollars at the following exchange rates: assets and liabilities - current rate; shareholders' equity - historical rates; income and expenses - weighted-average rate during the year. The resulting translation adjustment is recorded as a separate component of shareholders' equity.

Treasury stock

Treasury stock represents the stocks of ThaiLin, ChipMOS Logic and CHANTEK purchased by their subsidiaries or repurchased by themselves pending issuance of stock options to employees. Treasury stock is carried at cost. The repurchased stocks have no voting rights and receive no cash dividends.

Earnings per share

Earnings per share is calculated by dividing net income by the weighted-average number of shares outstanding in each period, adjusted retroactively for stock dividends and stock bonuses issued subsequently.

The following table reconciles the denominator to calculate basic and diluted earnings per share:-

	December 31		
	2002	2003	2004
Basic number of shares	58,835	58,908	63,141
Add: stock options	—	521	376
Diluted number of shares	58,835	59,429	63,517

Stock based compensation

Employee stock-based compensation has been accounted for under the intrinsic value based method.

3. TRANSLATION INTO U.S. DOLLAR AMOUNTS

The Company maintains its accounts and expresses its consolidated financial statements in New Taiwan dollars. For convenience purposes, U.S. dollar amounts presented in the accompanying consolidated financial statements have been translated from New Taiwan dollars to U.S. dollars at the noon buying rate in the City of New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York as of December 31, 2004, which was NT\$31.74 to US\$1.00. These convenience translations should not be construed as representations that the New Taiwan dollar amounts have been, or could in the future be, converted into U.S. dollars at this or any other rate of exchange.

4. SHORT-TERM INVESTMENTS

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
Stock	493,994	494,594	15,583
Open-ended funds	333,921	2,587,870	81,533
Corporate bonds	33,970	—	—
Allowance for loss on short-term investments	(197,634)	(249,908)	(7,874)
	<u>664,251</u>	<u>2,832,556</u>	<u>89,242</u>
Market value	<u>664,251</u>	<u>2,832,556</u>	<u>89,242</u>

The market value of open-ended funds is based on the market price at year-end.

During 2004, ChipMOS Taiwan sold its investment in common stock of ProMOS at a gain of NT\$10,316 thousand and later acquired 7,559 thousand shares of ProMOS at NT\$104,173 thousand.

As of December 31, 2004, ChipMOS Taiwan held 7,780 thousand (2003: 13,396 thousand) shares of common stock of MVI, 7,559 thousand shares of common stock of ProMOS and ChipMOS Logic held 1,357 thousand shares of common stock of SPIL. (See also Note 20 Related Party Transactions)

5. ALLOWANCE FOR DOUBTFUL RECEIVABLES AND SALES RETURN ALLOWANCES

The changes in the allowances are summarized as follows:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Balance, beginning of year	30,000	44,856	97,288	3,065
Additions	25,821	52,432	194,763	6,136
Write offs	(10,965)	—	—	—
Balance, end of year	<u>44,856</u>	<u>97,288</u>	<u>292,051</u>	<u>9,201</u>

6. OTHER RECEIVABLES – THIRD PARTIES

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
Sales proceeds receivable from sales of short term investments	777,896	—	—
Others	88,686	164,608	5,186
	<u>866,582</u>	<u>164,608</u>	<u>5,186</u>

7. INVENTORIES - NET

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
Finished goods	5,829	25,876	815
Work in process	148,636	165,466	5,213
Raw materials	222,577	580,683	18,295
	<u>377,042</u>	<u>772,025</u>	<u>24,323</u>
Less - allowance for losses	(41,546)	(111,074)	(3,499)
	<u>335,496</u>	<u>660,951</u>	<u>20,824</u>

The changes in the inventory valuation allowances are summarized as follows:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$
	(in thousands)			
Balance, beginning of year	100,933	86,608	41,546	1,309
Additions	—	—	150,231	4,733
Reversals	(14,325)	(45,062)	(67,002)	(2,111)
Write offs	—	—	(13,701)	(432)
	<u>86,608</u>	<u>41,546</u>	<u>111,074</u>	<u>3,499</u>

8. PREPAID EXPENSES AND OTHER CURRENT ASSETS

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
Refundable deposits	340,100	—	—
Others	82,067	116,931	3,684
	<u>422,167</u>	<u>116,931</u>	<u>3,684</u>

9. LONG-TERM INVESTMENTS

	December 31,					
	2003		2004			
	Carrying Value	% of Ownership	Carrying value		% of Ownership	
	NT\$		NT\$	US\$		
(in thousands, except percentage interests)						
Equity method:						
PlusMOS	83,358	25	—	—	—	
CHANTEK	80,696	34	—	—	—	
ThaiLin	—	—	—	—	—	
Advanced Micro Chip Technology Co., Ltd. (AMCT)	28,272	31	—	—	—	
Ultima Technology Corp. (Ultima Technology)	—	—	374,625	11,803	30	
Cost method:						
Best Home Corp. Ltd. (Best Home)	89,850	19	—	—	19	
Sun Fund Securities Ltd. (Sun Fund)	299,000	17	165,950	5,228	17	
Vigour Technology Corp. (Vigour)	41,336	4	—	—	4	
CDIB High Tech Investment Inc. (CDIB)	18,000	2	9,000	284	2	
G-LINK Technology Corp., Taiwan	—	—	9,709	306	2	
DigiMedia Technology Co., Ltd.	—	—	81,480	2,567	19	
Integrated Silicon Solution Inc. listed stock with market value of NT\$1,587 thousand in 2004	—	—	1,587	50	—	
	<u>640,512</u>		<u>642,351</u>	<u>20,238</u>		

The equity in net income or loss of investee companies for the year ended December 31, 2002, 2003 and 2004 were as follows:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$
(in thousands)				
PlusMOS	(1,712)	32,386	—	—
CHANTEK	(90,921)	(36,618)	—	—
ThaiLin	(2,368)	—	—	—
AMCT	—	(4,752)	—	—
	<u>(95,001)</u>	<u>(8,984)</u>	<u>—</u>	<u>—</u>

The foregoing equity in net income or loss is based on audited financial statements.

In accordance with ROC SFAS 5, ChipMOS Taiwan deferred its recognition of the proportionate share of income (loss) of Ultima Technology for one year to 2005. Therefore, the share of its net income (loss) was not included above.

9. LONG-TERM INVESTMENTS (continued)

The summarized financial information for PlusMOS, CHANTEK, ThaiLin, AMCT and Ultima Technology is as follows:

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
PlusMOS			
Current assets	496,625	—	—
Non-current assets	125,405	—	—
Current liabilities	282,689	—	—
Non-current liabilities	5,911	—	—
CHANTEK			
Current assets	486,134	—	—
Non-current assets	1,020,037	—	—
Current liabilities	865,308	—	—
Non-current liabilities	287,963	—	—
AMCT			
Current assets	42,165	—	—
Non-current assets	91,007	—	—
Current liabilities	49,928	—	—
Non-current liabilities	2,016	—	—
Ultima Technology			
Current assets	—	1,397	44
Non-current assets	—	295,563	9,312

Current liabilities	—	127	4
Non-current liabilities	—	—	—

Year Ended December 31,

	2002		2003		2004	
	NT\$	NT\$ (in thousands)	NT\$	NT\$ (in thousands)	NT\$	US\$
PlusMOS						
Net revenue	1,900,315	2,089,052	—	—	—	—
Cost of revenue	1,801,160	1,799,229	—	—	—	—
Gross profit	99,155	289,823	—	—	—	—
Net profit/(loss)	(6,852)	129,546	—	—	—	—

9. LONG-TERM INVESTMENTS (continued)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
CHANTEK				
Net revenue	594,338	882,468	—	—
Cost of revenue	765,679	956,362	—	—
Gross loss	(171,341)	(73,894)	—	—
Net loss	(1,159,989)	(132,963)	—	—

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
ThaiLin				
Net revenue	721,205	—	—	—
Cost of revenue	891,069	—	—	—
Gross loss	(169,864)	—	—	—
Net loss	(499,368)	—	—	—

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
AMCT				
Net revenue	—	104,409	—	—
Cost of revenue	—	115,835	—	—
Gross loss	—	(11,426)	—	—
Net loss	—	(16,466)	—	—

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Ultima Technology				
Net revenue	—	—	—	—
Cost of revenue	—	—	—	—
Gross loss	—	—	—	—

Net loss	—	—	(16,505)	(520)
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In January, February and March 2004, ChipMOS Taiwan purchased additional interest in AMCT, increasing its holding from 30.77% at December 31, 2003 to 99.74%. From January 12, 2004, AMCT has been consolidated as a subsidiary of ChipMOS Taiwan. In October 2004, AMCT was liquidated.

During 2004, Sun Fund and CDIB reduced their issued capital by 17% and 50%, respectively. A loss of NT\$49,833 thousand was recognized in respect of the reduction in capital in Sun Fund. The investment of NT\$9,000 thousand was returned to ThaiLin in respect of the reduction in capital in CDIB.

On May 5, 2004, ChipMOS Taiwan acquired a 30% interest in Ultima Technology for US\$11,250 thousand (NT\$374,625 thousand).

Effective April 1, 2004, PlusMOS merged into CHANTEK and ChipMOS Taiwan obtained controlling influence over CHANTEK's decisions on its operations, personnel and financial policies.

9. LONG-TERM INVESTMENTS (continued)

Therefore, CHANTEK has been consolidated in these financial statements from April 1, 2004. As of December 31, 2004, ChipMOS Taiwan held a 68.04% equity interest in CHANTEK.

Impairment losses of NT\$89,850 thousand, NT\$83,217 thousand and NT\$41,336 thousand have been recognized in respect of investments in Best Home, Sun Fund and Vigour.

10. PROPERTY, PLANT AND EQUIPMENT - NET

Accumulated depreciation consists of the following:

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
Land	—	—	—
Buildings and auxiliary equipment	988,556	1,317,644	41,514
Machinery and equipment	10,254,015	11,922,524	375,631
Furniture and fixtures	194,573	365,479	11,515
Transportation equipment	14,384	15,784	497
Tools	799,975	858,485	27,047
Leasehold improvements	3,161	92,537	2,915
	<u>12,254,664</u>	<u>14,572,453</u>	<u>459,119</u>

As of December 31, 2004, certain of the above buildings and machinery were mortgaged as collateral for bonds and long-term loans (Notes 15 and 16).

11. INTANGIBLE ASSETS - NET

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
Cost			
Technology know-how	750,000	750,000	23,629
Technology license fees	41,890	59,912	1,888
Software	110,658	2,016	64
Bond issuance costs and others	57,205	306,305	9,650
Trademarks	1,430	1,430	45
Land use rights	181,348	169,537	5,341
	<u>1,142,531</u>	<u>1,289,200</u>	<u>40,617</u>
Accumulated amortization			
Technology know-how	(750,000)	(750,000)	(23,629)
Technology license fees	(19,952)	(43,046)	(1,356)
Software	(94,508)	(514)	(16)
Bond issuance costs and others	(48,885)	(170,341)	(5,367)
Trademarks	—	—	—
Land use rights	(3,983)	(6,250)	(197)
	<u>(917,328)</u>	<u>(970,151)</u>	<u>(30,565)</u>
Carrying value			
Technology know-how	—	—	—
Technology license fees	21,938	16,866	532
Software	16,150	1,502	48
Bond issuance costs and others	8,320	135,964	4,283
Trademarks	1,430	1,430	45

Land use rights	177,365	163,287	5,144
	<u>225,203</u>	<u>319,049</u>	<u>10,052</u>

11. INTANGIBLE ASSETS – NET (continued)

The amortization charge for 2004 amounted to NT\$53,902 thousand (2003: NT\$56,469 thousand, 2002: NT\$129,962 thousand). The weighted average amortization period is 10 years (2003: 9 years). The estimated aggregate amortization charge for the five years ending December 31, 2005, 2006, 2007, 2008 and 2009 amounts to approximately NT\$69,000 thousand, NT\$24,000 thousand, NT\$24,000 thousand, NT\$24,000 thousand and NT\$21,000 thousand, respectively.

Pursuant to a Joint Venture Agreement entered into between MVI and SPIL on July 28, 1997, MVI and SPIL contributed, as payment for their subscription to shares of stock of ChipMOS Taiwan, technologies related to testing and assembly of semiconductors at an agreed valuation of NT\$750,000 thousand.

A government grant of NT\$178,262 thousand received in 2003 is included in the total cost of land use rights.

12. BANK LOANS

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
Unsecured loans:			
Working capital loans:			
NT\$755,000 thousand, repayable by March 2004, annual interest at 1.65% - 3%	755,000	—	—
NT\$130,000 thousand, repayable by February 2004, annual interest at 1.4% - 1.5%	130,000	—	—
US\$1,200 thousand, repayable by January 2004, annual interest at bank's cost of funds plus 1.5%	40,764	—	—
RMB20,000 thousand, repayable by June 2004, annual interest at 4.536%	81,964	—	—
NT\$50,000 thousand, repayable by January 2005, annual interest at 1.65 - 1.9%	—	50,000	1,575
NT\$52,000 thousand, repayable by April 2005, annual interest at 4.595%	—	52,000	1,638
NT\$60,000 thousand, repayable by March 2005, annual interest at 4.5%	—	60,000	1,890
NT\$65,000 thousand, repayable by January 2005, annual interest at 1.5%	—	65,000	2,048
Loans for import of machinery:			
EUR72 thousand and JPY1,749,463 thousand repayable by September 2004, annual interest at 0.57% - 2.87%	559,045	—	—
JPY1,826,874 thousand, repayable by June 2005, annual interest at 0.5986% - 1.1628%	—	565,052	17,803
EUR82 thousand repayable by April 2005, annual interest at 2.71% - 2.8052%	—	3,541	112
Secured loans:			
Working capital loans:			
NT\$5,000 thousand, repayable by January 2005, annual interest at 1.5%, collateralized by land and buildings (Note 16)	—	5,000	158
	<u>1,566,773</u>	<u>800,593</u>	<u>25,224</u>

12. BANK LOANS (continued)

Unused credit lines of short-term bank loans, as of December 31, 2004, totaled approximately NT\$2,169,593 thousand, which will expire from January 2005 to December 2005.

The weighted average interest rate for bank loans was 1.9% per annum in 2004 (2003: 1.64% per annum).

13. CONVERTIBLE BONDS

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
Convertible bonds	267,611	3,006,380	94,719
Less: current portion	(267,611)	—	—
	—	3,006,380	94,719

ThaiLin issued convertible bonds on July 5, 2001 with a face value of NT\$800,000 thousand. These bonds were due on July 4, 2006. During 2004 all convertible bonds were exercised. The interest rates applicable were as follows:-

- Redemption within two to three years: 4.75% per annum
- Redemption within three to four years: 5.25% per annum
- Redemption after four years until 40 days before the due date: nil

On August 3, 2004, ThaiLin issued secured convertible bonds with a face value of NT\$1,000,000 thousand due on August 3, 2009 with a zero percent interest rate. Those bonds have been convertible since September 3, 2004 at conversion price NT\$17.1 for each share. As of December 31, 2004, NT\$574,900 thousand of the bonds had been converted. The compensation interest rates applicable are as follows:-

- Redemption within one month to three years: 1.50% per annum;
- Redemption after three years until 40 days before the due date: nil

On November 3, 2004, ChipMOS Bermuda issued US\$85,000 thousand (NT\$2,695,350 thousand) convertible bonds due 2009. The convertible bonds bear interest at 1.75% per annum. ChipMOS Bermuda repurchased US\$699 thousand (NT\$22,165 thousand) convertible bonds on December 20, 2004. As of December 31, 2004, no conversion had taken place.

14. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
Accrued bonus	233,637	382,284	12,044
Others	204,342	226,266	7,129
	437,979	608,550	19,173

15. LONG-TERM BONDS PAYABLE

On January 26, 2000, ChipMOS Taiwan issued secured bonds with a face value of NT\$1,200,000 thousand. Those bonds bear interest at 5.95% per annum payable annually. The bonds, were fully repaid by ChipMOS Taiwan by cash on January 26, 2005.

Under the guaranteed facility agreement for the long-term bonds, ChipMOS Taiwan is required to maintain certain financial ratios.

15. LONG-TERM BONDS PAYABLE (continued)

On June 8, 2004, a supplemental agreement was signed between ChipMOS Taiwan and Taishin International Commercial Bank to remove the restrictive covenant pursuant to which ChipMOS Taiwan was required to ensure that MVI and SPIL maintain a percentage of direct or indirect ownership in ChipMOS Taiwan of at least 28.8% and 18%, respectively, and pursuant to which ChipMOS Taiwan was required to notify the banks in writing and get approval in advance in cases where additional shares were issued in connection with an initial public offering of its shares, if either MVI's or SPIL's ownership would have dropped below the respective percentage level as a result of the initial public offering.

ChipMOS Taiwan was in compliance with the financial ratio requirements as of December 31, 2004.

As of December 31, 2004, certain buildings with an aggregate net book value of NT\$438,761 thousand were mortgaged as collateral for the long-term bonds.

16. LONG-TERM LOANS

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
Bank loans collateralized by equipment and buildings, repayable semi-annually from November 2000 to December 2004, interest at floating rate (5.375% as of December 31, 2003)	276,500	—	—
Bank loans collateralized by equipment, repayable quarterly from January 2000 to January 2004, interest at floating rate (5.655% as of December 31, 2003)	8,750	—	—
Bank loans collateralized by equipment, repayable quarterly from April 2001 to January 2006, interest at floating rate (5.655% and 5.755% as of December 31, 2003 and 2004, respectively)	31,500	17,500	551
Syndicated bank loans collateralized by equipment, repayable quarterly from December 2004 to September 2008, interest at floating rate (3.875% and 3.088% as of December 31, 2003 and 2004, respectively)	80,000	320,417	10,095
Syndicated bank loans collateralized by equipment, repayable semi-annually from September 2004 to September 2007, interest at floating rate (4.275% and 4.375% as of December 31, 2003 and 2004, respectively)	2,000,000	1,714,280	54,011
Syndicated bank loans, repayable semi-annually from September 2004 to September 2007, interest at floating rate (4.40% and 4.50% as of December 31, 2003 and 2004, respectively)	500,000	428,570	13,503
Bank loans, repayable quarterly from November 2004 to February 2007, interest at fixed rate (3.4% as of December 31, 2004)	—	270,000	8,507
Syndicated bank loans collateralized by equipment, repayable quarterly from June 2004 to March 2008, interest at floating rate (3.7% as of December 31, 2004)	—	1,845,000	58,129
Bank loans collateralized by equipment, repayable quarterly from December 2004 to September 2007, interest at floating rate (3.65% as of December 31, 2004)	—	180,000	5,671
Bank loans, repayable semi-annually from March 2005 to September 2006, interest at floating rate (3.3% as of December 31, 2004)	—	200,000	6,301

16. LONG-TERM LOANS (continued)

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
Bank loans collateralized by equipment, repayable quarterly from February 2005 to November 2008, interest at floating rate (2.8% as of December 31, 2004)	—	350,000	11,027
Syndicated bank loans collateralized by equipment, repayable quarterly from April 2005 to January 2011, interest at floating rate (3.088% as of December 31, 2004)	—	620,000	19,534
Bank loans collateralized by equipment and land and buildings, repayable quarterly from August 2005 to August 2009, interest at floating rate (3.7% as of December 31, 2004)	—	35,695	1,125
Bank loans collateralized by equipment and land and building, repayable quarterly from August 2005 to August 2009, interest at floating rate (3.7% as of December 31, 2004)	—	58,715	1,850
Bank loans collateralized by equipment and land and building, repayable quarterly from August 2005 to August 2009, interest at floating rate (3.7% as of December 31, 2004)	—	285,000	8,979
Bank loans repayable quarterly from July 2005 to July 2009, interest at floating rate (3.7% as of December 31, 2004)	—	43,500	1,370
Research and development subsidy loan, collateralized by time deposits in amounts of NT\$42,450 thousand, repayable quarterly from July 2003 to July 2006, with zero interest rate	34,962	18,522	583
Industrial research and development advancement loan, repayable quarterly from January 2006 to April 2010, interest at fixed rate (1% as of December 31, 2004)	—	29,120	917
	<u>2,931,712</u>	<u>6,416,319</u>	<u>202,153</u>
Less - current portion	(692,840)	(1,821,778)	(57,397)
	<u>2,238,872</u>	<u>4,594,541</u>	<u>144,756</u>

As of December 31, 2004, there was no unused credit line for the research and development subsidy loan. The line expires upon completion of the research project. Also, pursuant to the agreement signed by ChipMOS Taiwan with the Industrial Development Bureau (IDB) in respect to the research and development subsidy loan, ChipMOS Taiwan is obligated to pay a maximum of NT\$4,919 thousand or a certain percentage (2%) of sales of products developed for 3 years after completing the project. In 2004, ChipMOS Taiwan paid NT\$4,919 thousand to IDB.

Unused credit lines of long-term bank loans as of December 31, 2004 totaled approximately NT\$1,130,000 thousand.

Under the syndicated bank loan facility agreement, ChipMOS Taiwan is required to:

- (1) Ensure that ChipMOS Bermuda and SPIL maintain a percentage of direct ownership in ChipMOS Taiwan of at least 50% of outstanding shares and have control over its operation.
- (2) Maintain certain financial ratios.

16. LONG-TERM LOANS (continued)

As of December 31, 2004, ChipMOS Bermuda and SPIL have 99.07% of direct ownership in ChipMOS Taiwan and have control over its operations.

ChipMOS Taiwan was in compliance with the financial ratio requirements as of December 31, 2004.

As of December 31, 2004, certain land and buildings and machinery with an aggregate net book value of NT\$1,771,015 thousand and NT\$6,193,893 thousand, respectively, and time deposits in an aggregate amount of NT\$71,570 thousand were mortgaged as collateral for the long-term and short-term loans.

Future minimum principal payments under the long-term loans as of December 31, 2004 are as follows:

	Amount	
	NT\$ (in thousands)	US\$
2005	1,821,778	57,397
2006	2,005,199	63,176
2007	1,746,467	55,024
2008	516,087	16,260
2009	194,386	6,124
Thereafter	132,402	4,172
	<u>6,416,319</u>	<u>202,153</u>

17. PENSION PLAN

ChipMOS Taiwan, ThaiLin, ChipMOS Logic and CHANTEK have established defined benefit pension plans for all of their regular employees, which provide benefits based on the length of service and the average monthly salary for the six-month period immediately before retirement.

ChipMOS Taiwan, ThaiLin, ChipMOS Logic and CHANTEK make monthly contributions, equal to 2% of salaries and wages, to a pension fund that is administered by a pension fund monitoring committee and deposited in the Central Trust of China in the Republic of China.

The employees of ChipMOS Shanghai are required to participate in a central pension scheme operated by the local municipal government. Contributions are made based on a percentage of the employees' salaries and bonus, if applicable, and are charged to the income statement as incurred.

Certain pension information is as follows:

a. Net pension cost

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Service cost	21,323	36,130	56,065	1,766
Interest cost	3,529	5,039	8,038	253
Projected return on plan assets	(2,802)	(2,990)	(5,304)	(167)
Amortization	27	53	(143)	(5)
Curtailement gain	—	662	655	21
	<u>22,077</u>	<u>38,894</u>	<u>59,311</u>	<u>1,868</u>

17. PENSION PLAN (continued)

b. Reconciliation of the fund status of the plan and accrued pension cost

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$
			(in thousands)	
Actuarial present value of benefit Obligations				
Vested benefit obligation	—	(290)	(374)	(12)
Nonvested benefit obligation	(55,647)	(92,726)	(169,835)	(5,351)
Accumulated benefit obligation	(55,647)	(93,016)	(170,209)	(5,363)
Additional benefits based on future salaries	(66,501)	(94,641)	(143,915)	(4,534)
Projected benefit obligation	(122,148)	(187,657)	(314,124)	(9,897)
Plan assets at fair value	66,005	98,063	174,349	5,493
Projected benefit obligation in excess of plan assets	(56,143)	(89,594)	(139,775)	(4,404)
Unrecognized net transition obligation	511	769	3,043	96
Unrecognized net gain	29,438	32,464	34,058	1,073
Accrued pension cost	(26,194)	(56,361)	(102,674)	(3,235)

c. Actuarial assumptions

	Year Ended December 31,			
	2002	2003	2004	
Discount rate used in determining present values	3.50%	3.25%	3.25%	3.25%
Future salary increase rate	3.50%	3.25%	3.25%	3.25%
Expected rate of return on plan assets	3.50%	3.25%	3.25%	3.25%

d. Changes in pension fund

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$
			(in thousands)	
Company contributions	15,332	20,655	32,160	1,013
Payment of benefits	—	—	—	—

18. SHAREHOLDERS' EQUITY

Under ROC Company Law, capital surplus can only be used to offset deficits, except that capital surplus generated from (1) donations (donated capital) or (2) the excess of the issue price over the par value of capital stock (including stocks issued for new capital and mergers, and the purchase of treasury stock) can be transferred to capital as stock dividends when no deficit remains and shareholders approve such distribution.

ChipMOS Taiwan's Articles of Incorporation provide that the following may be appropriated from the accumulated net income, after deducting any previously accumulated deficit and 10% legal reserve, subject to shareholders' approval: (a) 10% as bonus to employees, (b) not more than 2% as remuneration to directors and supervisors, (c) a special reserve, if deemed necessary, and (d) dividends to shareholders.

These appropriations and the disposition of the remaining net income shall be resolved by the shareholders in the following year and given effect in the financial statements of that year.

18. SHAREHOLDERS' EQUITY (continued)

The aforementioned appropriation for legal reserve shall be made until the reserve equals the aggregate par value of ChipMOS Taiwan's outstanding capital stock. The reserve can only be used to offset a deficit, or when its balance has reached 50% of the aggregate par value of the outstanding capital stock of ChipMOS Taiwan, and up to 50% thereof can be distributed as stock dividends.

In December 2002, ChipMOS Bermuda purchased employees' shares in ChipMOS Taiwan which were in turn, exchanged for shares in ChipMOS Bermuda.

Stock Options

The Share Option plan provides that the directors, officers, employees and consultants of ChipMOS Bermuda and its affiliates may be granted options to purchase common shares of ChipMOS Bermuda at specified exercise prices.

The following table summarizes information about stock options outstanding at December 31, 2004.

Name	Date of grant	Exercise Price	Number outstanding	Market Price at grant	Market Price at Year End	Number Exercisable on or after	Number Exercisable on or after	Number Exercisable on or after	Number Exercisable on or after
		US\$		US\$	US\$				
020403ESOP	April 3, 2002	4.0375	1,532,537	4.75	6.37	— April 3, 2003	414,980 April 3, 2004	558,778 April 3, 2005	558,779 April 3, 2006
030613ESOP	June 13, 2003	0.7650	1,808,525	1.09	6.37	— December 13, 2003	587,549 December 13, 2004	610,488 December 13, 2005	610,488 December 13, 2006
031001ESOP	October 1, 2003	1.7425	749,751	2.05	6.37	158,751 October 1, 2004	197,000 October 1, 2005	197,000 October 1, 2006	197,000 October 1, 2007
031103ESOP	November 3, 2003	1.7425	38,600	3.70	6.37	8,900 November 3, 2004	9,900 November 3, 2005	9,900 November 3, 2006	9,900 November 3, 2007
040430ESOPA	April 30, 2004	6.63	1,399,000	7.8	6.37	349,750 April 30, 2005	349,750 April 30, 2006	349,750 April 30, 2007	349,750 April 30, 2008
040430ESOPB	April 30, 2004	5.64	10,000	7.8	6.37	2,500 April 30, 2005	2,500 April 30, 2006	2,500 April 30, 2007	2,500 April 30, 2008
040813ESOP	August 13, 2004	3.6	1,245,000	3.6	6.37	311,250 August 13, 2005	311,250 August 13, 2006	311,250 August 13, 2007	311,250 August 13, 2008
			<u>6,783,413</u>						

The Company has applied APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations, for stock options issued to employees in accounting for its stock option plans. The stock options issued during 2004 had a market price of US\$7.8, US\$7.8 and US\$3.6, respectively, at the date of grant. Therefore, NT\$89,525 thousand (US\$2,821 thousand) of compensation expense has been recognized with NT\$36,383 thousand (US\$1,146 thousand) (2003: NT\$27,985 thousand) being accounted for through the statement of operations in fiscal year 2004. The Company issued 3,464,600 stock options in 2003 and 2,809,800 stock options in 2004 to its employees. In 2003, 334,600 and in 2004, 309,983 were forfeited and in 2003, 427,000 and in 2004, 1,020,504 were exercised, leaving 6,783,413 (2003: 5,304,100) stock options outstanding at December 31, 2004.

19. INCOME TAX EXPENSE (BENEFIT)

- a. A reconciliation of income tax expense - current before tax credits and income tax expense on income before income tax at statutory rate is shown below:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Tax on pretax income at 0%	—	—	—	—
Tax on pre tax income at applicable statutory rates	(293,729)	169,056	677,744	21,353
Tax paid by subsidiary	54	—	—	—
Tax effect:				
Loss carrying forward	—	—	(274,373)	(8,644)
Tax exempt income	—	24,958	(174,756)	(5,506)
Permanent differences	58,879	(17,062)	(10,400)	(328)
Temporary differences	(72,383)	(9,407)	112,515	3,545
Income tax expense (benefit) - current before tax credits	(307,179)	167,545	330,730	10,420

The ROC statutory tax rates for 2002, 2003 and 2004 were 25%.

- b. Income tax expense (benefit) consists of:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Income tax expense (benefit) - current before tax credits	(307,179)	167,545	402,554	12,683
Additional 10% on the unappropriated earnings	—	—	—	—
Income tax credits	—	(187,700)	(355,923)	(11,214)
Separate and foreign income tax	4,217	1,309	86	3
Income tax for the current year	(302,962)	(18,846)	46,717	1,472
Net change in deferred income tax assets (liabilities) for the year				
Tax credits	119,312	44,082	(82,277)	(2,592)
Temporary differences	78,155	8,126	(165,509)	(5,214)
Valuation allowances	181,393	(65,772)	(461,529)	(14,541)
Loss carry forwards	7,055	40	523,549	16,495
Adjustment of prior years' taxes	14,963	3,364	(2,755)	(87)
Income tax expense (benefit)	97,916	(29,006)	(141,804)	(4,467)

Since the Company is an exempted company incorporated in Bermuda, a tax-free country, tax on pretax income is calculated at Bermuda statutory rate of 0% for each year.

ChipMOS Taiwan, under Science Park Regulations, is entitled to an exemption from ROC income taxes for a period of four years on income attributable to the expansion of its production capacity as a result of purchases of new equipment funded by capital increases. Such tax exemption will expire on December 31, 2005.

In accordance with the relevant tax rules and regulations in the PRC, ChipMOS Shanghai enjoys income tax exemptions for the first two profitable years and 50% reductions for the following three years. Tax losses can only be carried forward for five years. The PRC statutory rates for 2003 and 2004 were 33%.

19. INCOME TAX EXPENSE (BENEFIT) (continued)

c. Deferred income tax assets and liabilities are summarized as follows:

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
Net current deferred income tax assets:			
Unrealized foreign exchange losses	8,599	16,600	523
Unearned interest income	16,666	—	—
Pre-operating expenses	12,911	602	19
Excess of tax depreciation over book depreciation	—	571	18
Losses carried forward	68,800	506,267	15,950
Tax credits	143,905	241,141	7,597
Loss of market price decline and obsolete and slow-moving inventories	6,385	27,768	875
Unrealized loss on sale allowances	10,387	9,455	298
Others	18,408	74,416	2,345
	<u>286,061</u>	<u>876,820</u>	<u>27,625</u>
Less: Valuation allowances	(19,112)	(286,344)	(9,022)
	<u>266,949</u>	<u>590,476</u>	<u>18,603</u>
Net non-current deferred income tax assets (liabilities):			
Losses carried forward	864,317	756,420	23,832
Tax credits	767,527	763,336	24,050
Depreciation differences	(590,007)	(567,980)	(17,895)
Unrealized impairment loss on idle fixed assets	12,586	91,275	2,876
Others	3,202	100,095	3,154
	<u>1,057,625</u>	<u>1,143,146</u>	<u>36,017</u>
Less: Valuation allowances	(1,425,566)	(1,651,163)	(52,022)
	<u>(367,941)</u>	<u>(508,017)</u>	<u>(16,005)</u>

The deferred income tax components are measured at respective applicable statutory rates as of December 31, 2002, 2003 and 2004.

d. The balance and year of expiry of unused investment tax credits and loss carry forwards as of December 31, 2004 are as follows:

Year of Expiry	R & D Expenditures	Machinery & Equipment	Loss Carry Forwards	
	NT\$	NT\$ (in thousands)	NT\$	US\$
2005	87,959	30,912	160,086	5,044
2006	72,947	173,613	526,362	16,584
2007	60,073	337,568	412,593	12,999
2008	1,596	239,809	79,014	2,489
2009	—	—	84,632	2,666
	<u>222,575</u>	<u>781,902</u>	<u>1,262,687</u>	<u>39,782</u>

19. INCOME TAX EXPENSE (BENEFIT) (continued)

The deferred tax assets relate to investment tax credits on research and development expenditure and purchases of machinery and equipment which will expire from 2005 to 2008. Under ROC tax regulations, tax credits can be utilized to reduce current income tax obligations only to the extent of 50% of such income tax obligations except in the year when such tax credit will expire, in which case, the entire amount of expiring tax credit may be utilized to reduce the current income tax obligation. However, tax credits generated in the current year have to be utilized before prior year tax credits can be utilized to reduce current year income tax obligations. The foregoing limitation on the utilization of tax credits, the expiry dates of the tax credits, the level of tax credits expected to be generated from future operations and the level of non-taxable income attributable to the four-year income tax holiday on capacity expansion led management to conclude that it is unlikely that these investment tax credits will be fully realized. Loss carry forwards can be used to deduct current income tax obligations up to the extent of taxable income and will expire after five years if not fully utilized by the Company. Accordingly, a valuation allowance on deferred tax assets is recognized as of December 31, 2003 and 2004.

- e. According to ROC tax law, ChipMOS Taiwan's, ThaiLin's, ChipMOS Logic's and CHANTEK's unappropriated earnings generated in 1998 and thereafter are subject to a tax of 10% in the year when the shareholders resolve that such earnings shall be retained. The retained earnings (accumulated deficit) as of December 31, 2003 and 2004 consist of:

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
Before FY1998	—	—	—
FY1998 and thereafter	(736,631)	1,469,817	46,308
	(736,631)	1,469,817	46,308

The income tax returns of ThaiLin through 2001 have been assessed by the tax authorities. The income tax return of ChipMOS Taiwan through 2000 have been assessed by the tax authorities. The income tax return of CHANTEK through 2002 have been assessed by the tax authorities. (Note 23f)

20. RELATED PARTY TRANSACTIONS

The Company engages in business transactions with the following related parties:

- a. MVI : A major shareholder.
- b. DenMOS Technology Inc. (DenMOS) : An investee of MVI.
- c. ProMOS : An investee of MVI.
- d. SPIL: A major shareholder of ChipMOS Taiwan.
- e. ThaiLin : A 30.08% owned investee of ChipMOS Taiwan. It became a subsidiary of ChipMOS Taiwan in December 2003.
- f. CHANTEK : A 68.04% owned investee of ChipMOS Taiwan. It became a subsidiary of ChipMOS Taiwan in April 2004.
- g. AMCT : A 99.74% owned investee of ChipMOS Taiwan. It became a subsidiary of ChipMOS Taiwan in January 2004 and was liquidated in October 2004.
- h. PlusMOS : A former 25% owned investee of ChipMOS Taiwan. It merged with CHANTEK in April 2004.
- i. Best Home : A 19% owned investee of ChipMOS Taiwan; ChipMOS Taiwan is a major shareholder.
- j. Sun Fund : A 17% owned investee of ChipMOS Taiwan; ChipMOS Taiwan is a major shareholder.
- k. Ultima Electronics Corp. (Ultima): The chairman and president of ChipMOS Taiwan was a member of the board of directors of Ultima (resigned in June 2003).
- l. Jesper : The legal owner of the stock in Modern Mind.
- m. Prudent Holdings Group Ltd (Prudent) : A 3.5% shareholder.
- n. Mou-Fu: An investee of MVI.

20. RELATED PARTY TRANSACTIONS (continued)

The significant transactions with the aforementioned parties, other than those disclosed in other notes, are summarized as follows:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
During the year				
Revenue				
ProMOS	—	1,748,326	4,231,658	133,322
MVI	2,285,348	1,680,986	14,273	450
Ultima	1,218,265	1,126,689	—	—
DenMOS	152,761	496,480	567,043	17,865
PlusMOS	9,010	19,642	16,751	528
CHANTEK	—	469	14,699	463
SPIL	—	345	—	—
AMCT	—	5	—	—
	3,665,384	5,072,942	4,844,424	152,628
Rental revenue				
MVI	8,800	4,800	4,800	151
DenMOS	693	922	455	14
ThaiLin	2,212	—	—	—
ProMOS	—	—	14,057	443
	11,705	5,722	19,312	608
Purchases of materials				
AMCT	—	4,758	—	—
PlusMOS	—	522	—	—
MVI	—	12	637,089	20,072
	—	5,292	637,089	20,072
Manufacturing expenses:				
Subcontracting expenses				
SPIL	—	101,847	—	—
CHANTEK	2,719	230	—	—
	2,719	102,077	—	—
Operating expenses:				
Management expenses				
MVI	4,550	4,387	1,950	61
Mou-Fu	—	—	2,275	72
	4,550	4,387	4,225	133
Rental expenses				
CHANTEK	—	7,699	—	—
MVI	2,811	2,586	2,218	70
	2,811	10,285	2,218	70
Other expenses				
Jesper	—	4,260	4,136	130

ProMOS	—	—	1,027	32
MVI	—	—	148	5
PlusMOS	—	—	88	3
			<u> </u>	<u> </u>
	—	4,260	5,399	170
			<u> </u>	<u> </u>
Other revenue				
DenMOS	—	2,647	—	—
CHANTEK	—	900	—	—
PlusMOS	—	27	41	1
ProMOS	—	—	507	16
			<u> </u>	<u> </u>
	—	3,574	548	17
			<u> </u>	<u> </u>
Fee for shareholders' services				
Sun Fund	—	2,700	—	—
Mou-Fu	—	—	4,051	128
			<u> </u>	<u> </u>
	—	2,700	4,051	128
			<u> </u>	<u> </u>

20. RELATED PARTY TRANSACTIONS (continued)

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
At the end of year			
Short-term investments			
Stock			
MVI	242,416	242,416	7,638
ProMOS	105,015	104,173	3,282
Ultima	131,379	—	—
SPIL	—	32,925	1,037
Less: Allowance for loss on short-term investments	(193,511)	(226,793)	(7,145)
	<u>285,299</u>	<u>152,721</u>	<u>4,812</u>
Accounts receivable			
ProMOS	959,561	1,303,250	41,060
Ultima	251,069	—	—
DenMOS	123,932	120,043	3,782
MVI	13,952	1,098	35
PlusMOS	5,530	—	—
CHANTEK	830	—	—
SPIL	315	—	—
Less: Allowances for doubtful receivables	(12,823)	(13,353)	(421)
	<u>1,342,366</u>	<u>1,411,038</u>	<u>44,456</u>
Other receivables			
AMCT	28,279	—	—
ProMOS	11,271	5,344	169
CHANTEK	19,693	—	—
MVI	424	420	13
DenMOS	375	885	28
Prudent	216,000	—	—
Ultima	104	—	—
Less: Allowances for doubtful receivables	(9,971)	—	—
	<u>266,175</u>	<u>6,649</u>	<u>210</u>
Accounts payable			
SPIL	4,634	—	—
MVI	694	—	—
CHANTEK	242	—	—
	<u>5,570</u>	<u>—</u>	<u>—</u>
Other payables			
MVI	730	1,004	32
PlusMOS	142	—	—
CHANTEK	102	—	—
Sun Fund	45	—	—
Mou-Fu	—	1,829	57
	<u>1,019</u>	<u>2,833</u>	<u>89</u>
Payable to contractors and equipment suppliers			
CHANTEK	714	—	—



20. RELATED PARTY TRANSACTIONS (continued)

In April 2003, ChipMOS Taiwan purchased from third-party bondholders NT\$570 million worth of index bonds. MVI pledged approximately 52 million common shares of ProMOS as collateral for repayment of NT\$290 million worth of these index bonds. In May 2004, ChipMOS Taiwan sold NT\$110 million, NT\$90 million and NT\$80 million of the bonds to AMCT, Chantek International and PlusMOS, respectively. The interest revenue derived from these transactions amounted to NT\$6,188 thousand. In June 2003, ChipMOS Taiwan sold all the 52 million common shares of ProMOS for approximately NT\$426 million by exercising its right to sell such shares pledged as collateral for the repayment of NT\$290 million worth of index bonds. On June 16, 2003, ChipMOS Taiwan retained approximately NT\$300 million (principal amount of NT\$290 million plus interest of NT\$10 million) in satisfaction of the index bonds held, and returned the remaining amount to MVI as excess collateral realization.

In August and September, 2002, ChipMOS Taiwan entered into three inventory purchase agreements with MVI under which MVI was obligated to sell to ChipMOS Taiwan, and ChipMOS Taiwan was obligated to purchase wafers from MVI. Under these inventory purchase agreements, ChipMOS Taiwan paid MVI a total amount of NT\$2,100 million in exchange for wafers. The purchases of wafers from MVI by ChipMOS Taiwan were subsequently cancelled and a total amount of NT\$2,100 million was refunded to ChipMOS Taiwan by MVI and the inventory purchase agreements were terminated on September 26 and 30, 2002, respectively.

On August 10, 2000, ChipMOS Taiwan entered into a service agreement with MVI pursuant to which ChipMOS Taiwan is obligated to provide testing and assembly services to MVI (or its customers) whenever requested. This service agreement was amended on September 1, 2002 to change the terms of the storage services ChipMOS Taiwan provides to MVI.

In 2002, 2003 and 2004, 35%, 19% and 0.1%, respectively, of the Company's sales were made to MVI. In the period from July to December 2003, MVI transferred its DRAM business to ProMOS. As a result, 19% and 28% of the Company's 2003 and 2004 sales were made to ProMOS. Selling prices were determined based on hourly rates and machine hours incurred during the process of testing and assembling the semiconductors. The hourly rates were determined based on negotiations, which considered anticipated capacity requirements and commitments. Payments are made by remittance. The collection term for MVI and Ultima is 90 days after month end, ProMOS is 75 days after month end, while other related parties have normal collection terms of 60 days after month end. The selling price is the same as for other customers.

The payment terms for purchases from related parties are the same as those from other suppliers.

On October 11, 2002, ChipMOS Taiwan signed an agreement with Best Home for the construction of a central kitchen in Taiwan and paid NT\$216,000 thousand as an advance to Best Home for the purpose of acquiring a suitable site. Best Home did not proceed in a timely manner and on December 17, 2003, the advance was assigned to Prudent, who agreed to pay NT\$216,000 thousand back to ChipMOS Taiwan by June 30, 2004. On June 25, 2004, a supplementary agreement was signed with Prudent whereby the payment date was extended to September 30, 2004 and on September 24, 2004, another supplementary agreement was signed with Prudent for the extension of the payment date to December 30, 2004. Prudent also entered into a pledge agreement on the same day whereby the advance of NT\$216,000 thousand has been secured by Prudent's shareholding in ChipMOS Bermuda to the extent of 2,360,000 common shares in favour of ChipMOS Taiwan. ChipMOS Taiwan received full refund of the prepayment from Prudent on November 19, 2004.

In 2004, ChipMOS Taiwan purchased machinery from ProMOS at a cost of NT\$46,284 thousand.

From time to time, SPIL provides assembly services to ChipMOS Taiwan. Often, SPIL renders these assembly services directly to customers through customer referrals from ChipMOS Taiwan. On January 1, 2001, ChipMOS Taiwan entered into a subcontracting agreement for a term of two years with SPIL, pursuant to which SPIL is obligated to provide assembly services to ChipMOS Taiwan. ChipMOS Taiwan is required to provide SPIL on a monthly basis with a rolling forecast for requested services for the following three months. The prices of these services are to be agreed upon from time to time taking into account the cost of the packaging of raw materials.

The Company consults its ROC counsel on certain related party transactions and obtains legal opinions, as appropriate, to ensure that such transactions do not violate relevant ROC legal provisions.

21. RESTRICTED CASH AND CASH EQUIVALENTS

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
(in thousands)			
Current:			
Time deposits (maturing from January to February 2007)	282,378	87,041	2,742
Non-current:			
Time deposits (matured from January to October 2005)	—	59,705	1,881
	<u>282,378</u>	<u>146,746</u>	<u>4,623</u>

Time deposits are pledged as collateral for the Company's customs duties payable, letters of credit and research and development subsidy loans.

22. NOTES TO THE CASH FLOW STATEMENT

(a) Major non-cash transaction

In 2003, the Company received a land use right from the government in the People's Republic of China which had a value of NT\$178,262 thousand.

(b) Acquisition of subsidiaries

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
(in thousands)			
Net assets acquired:			
Cash and bank balances	103,454	129,342	4,075
Restricted cash and cash equivalent	—	1,000	31
Short term investments	272,849	299,439	9,434
Notes receivable	6,084	38,364	1,209
Accounts receivable	238,928	319,648	10,071
Other receivables	1,207	15,237	480
Deferred income tax	15,103	—	—
Inventories	—	245,114	7,723
Prepayment and other assets	29,964	64,808	2,042
Longterm investment	59,336	46,231	1,457
Property, plant and equipment	1,718,442	1,999,717	63,003
Intangible assets	—	600	19
Refundable deposits	14	54,458	1,716
Other assets	—	1,294	41
Bank loans	(30,000)	(219,752)	(6,924)
Long-term loans	(120,250)	(759,302)	(23,923)
Capital lease payable	—	(13,933)	(439)
Convertible bonds	(551,505)	—	—
Notes payable	(30,571)	(2,479)	(78)
Accounts payable	—	(291,648)	(9,189)
Payable to contractor	(79,448)	(1,650)	(52)
Other payables	—	(650,000)	(20,479)
Income tax payable	—	(3)	—
Accrued and other liabilities	(60,376)	(105,791)	(3,333)
Accrued pension	—	(25,709)	(810)
Other non-current liabilities	—	(1,115)	(35)
Minority interest	(915,935)	(833,878)	(26,272)
	<u>657,296</u>	<u>309,992</u>	<u>9,767</u>

Goodwill on acquisition	—	5,450	172
	<u>657,296</u>	<u>315,442</u>	<u>9,939</u>

22. NOTES TO THE CASH FLOW STATEMENT (continued)

	December 31,		
	2003	2004	
	NT\$	NT\$	US\$
	(in thousands)		
Satisfied by:			
Cash	—	67,533	2,128
Reclassification to interest in subsidiary	657,296	247,909	7,811
	<u>657,296</u>	<u>315,442</u>	<u>9,939</u>

An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of subsidiary is as follows:

Cash and bank balances acquired	103,454	129,342	4,075
Less: cash consideration	—	(67,533)	(2,128)
	<u>103,454</u>	<u>61,809</u>	<u>1,947</u>

23. SIGNIFICANT COMMITMENTS AND CONTINGENCIES

- a. As of December 31, 2004, ChipMOS Taiwan leased parcels of land from the Hsinchu and Tainan Science Park under several agreements expiring on various dates from 2008 to 2017, with renewal options.

The future minimum lease payments under the above-mentioned leases as of December 31, 2004 are as follows:

Year	Amount	
	NT\$	US\$
	(in thousands)	
2005	16,226	511
2006	16,226	511
2007	16,226	511
2008	16,226	511
2009	16,226	511
Thereafter	129,806	4,090
Total minimum lease payments	<u>210,936</u>	<u>6,645</u>

- b. As of December 31, 2004, ChipMOS Shanghai leased land and buildings under several agreements expiring from September 2005 to August 2052.

The future minimum lease payments under the above-mentioned leases as of December 31, 2004 are as follows:

Year	Amount	
	NT\$	US\$
	(in thousands)	
2005	6,876	217
2006	1,119	35
2007	1,119	35
2008	1,119	35
2009	1,119	35
Thereafter	47,726	1,504
Total minimum lease payments	<u>59,078</u>	<u>1,861</u>

23. SIGNIFICANT COMMITMENTS AND CONTINGENCIES (continued)

- c. On April 20, 1999, ChipMOS Taiwan entered into a semiconductor packaging technology license agreement with TESSERA INC. Under this agreement, ChipMOS Taiwan agreed to pay a license fee of US\$500 thousand and a royalty fee at a certain percentage of the net sales of certain products. ChipMOS Taiwan paid the total license fee of US\$500 thousand (NT\$15,888 thousand) in 1999 and amortized the amount over 5 years using the straight-line method. ChipMOS Taiwan also paid US\$500 thousand (NT\$16,708 thousand) in 2004 as the cumulative production and sales quantity of products bearing Tessera Compliant Chip packages did not meet the commitment schedule as set in the agreement.
- d. ChipMOS Taiwan acquired testing and assembly technology for tape carrier packages under a licensing agreement with Sharp Corporation. The term of the agreement is for five years beginning February 10, 2000. Sharp licensed to the company tape carrier package-related technology and intellectual property rights. The company in turn pays a royalty fee to Sharp ranging from 3% to 5% of the service fee paid to the company by its customers minus the material cost incurred from providing tape carrier package-related services over the licensing agreement. Sharp has granted the company a grace period, which expired in September 2004. ChipMOS Taiwan has incurred royalty payment obligations of JPY22 million and JPY16 million for the years ended December 31, 2003 and 2004 to Sharp, which were paid in October 2004.
- e. The Company has unused letters of credit aggregating approximately US\$3,270 thousand, Euro 28 thousand, JPY3,169,899 thousand and GBP9 thousand, as of December 31, 2004.
- f. In 2004, tax authorities have assessed and adjusted by way of increase the income taxes of ChipMOS Taiwan for 2000 by NT\$30,526 thousand. The Company filed an appeal against the assessment.
- g. As of December 31, 2004, Modern Mind had a capital commitment in relation to capital contribution to ChipMOS Shanghai of US\$167,500 thousand (NT\$5,316,450 thousand), which is due on June 6, 2005. In October 2004, Modern Mind obtained approval from the Shanghai Foreign Investment Committee to extend the capital contribution due date for six months to December 6, 2005.
- h. As of December 31, 2004, ChipMOS Shanghai had capital commitment in relation to construction of factories, dormitories and purchase of plant and machinery in the amount of NT\$74,327 thousand (US\$2,342 thousand).

24. POST BALANCE SHEET EVENTS

- a. On March 16, 2005, Modern Mind contributed US\$10,000 thousand (NT\$317,400 thousand) to ChipMOS Shanghai, reducing its capital commitment to US\$157,500 thousand (NT\$4,999,050 thousand).
- b. On March 21, 2005, Modern Mind obtained approval from the Shanghai Foreign Investment Committee to extend the capital contribution due date to December 2007.
- c. On April 1, 2005, ProMOS extended the duration of the long-term agreement with ChipMOS Taiwan from 2006 to 2009. Under the agreement, ChipMOS Taiwan reserves capacity for IC assembly and testing services for ProMOS and under which ProMOS commits to place orders in the amount of the reserved capacity until the end of 2009.

25. DERIVATIVE FINANCIAL INSTRUMENTS

ChipMOS Taiwan has entered into forward exchange contracts and foreign currency options for the years ended December 31, 2002, 2003 and 2004 to hedge its exchange rate risk on foreign-currency assets or liabilities and anticipated transactions. Information on the derivative transactions is as follows:

a. Forward exchange contracts

As of December 31, 2003 and 2004, there were no outstanding forward contracts.

Net exchange gains on forward exchange contracts were NT\$0, NT\$0 and NT\$4,710 thousand for the years ended December 31, 2002, 2003 and 2004, respectively.

25. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

b. European Option

ChipMOS Taiwan expects to receive U.S. dollars from its export sales and to pay Japanese yen for its importation of materials, machinery and equipment. It has entered into European-style foreign currency option contracts with banks to hedge exchange rate risks. As of December 31, 2004, ChipMOS Taiwan had no outstanding foreign currency option contracts. For the years ended December 31, 2002, 2003 and 2004, ChipMOS Taiwan realized premium income of NT\$90 thousand, NT\$0 thousand and NT\$0 thousand, respectively.

c. Interest Rate Risks

ChipMOS Taiwan has entered into interest rate swap agreements to manage interest rate risk by exchanging a fixed quanto stepping interest rate for a floating rate and keeps records when transactions are settled. The difference in interest rates is calculated quarterly and is credited or charged to the income in the current period. The benefit of interest rate swaps recognized as non-operating income in 2004 was NT\$151 thousand.

As of December 31, 2004, ChipMOS Taiwan has the following interest rate swap agreements:

Derivatives	Notional Amount	Effective Date	Termination Date
IRS	NT\$500,000 thousand	July 28, 2004	July 30, 2007
IRS	NT\$300,000 thousand	October 13, 2004	October 15, 2007

d. Transaction risks

- 1) Credit risk. The banks with which the Company has entered into the above contracts are reputable and, therefore, the Company is not expected to be exposed to significant credit risks.
- 2) Market risk and hedge strategy. The Company is exposed to market risks arising from changes in currency exchange rates due to U.S. dollar denominated accounts receivable, Yen denominated accounts payable and U.S. dollar denominated debt. In order to manage these exposures, the Company sometimes enters into forward contracts and option contracts.
- 3) Liquidity and cash requirements. The cash flow requirements with respect to the Company's forward contracts are limited to the periodic premium payments and the net differences of the contracted settlement rates. On the other hand, call/put options may not have to be exercised at all in cases where the strike price is higher/lower than the related market price at exercise dates.

d. The estimated fair values of the Company's financial instruments are as follows:

		December 31,			
		2003		2004	
		Carrying Value	Fair Value	Carrying Value	Fair Value
		NT\$	NT\$	NT\$	NT\$ US\$
		(in thousands)			

Non-derivative financial instruments

Assets

Cash and cash equivalents	1,730,964	1,730,964	4,849,146	4,849,146	152,777
Restricted cash and cash equivalents	282,378	282,378	87,041	87,041	2,742
Short term investments	664,251	664,251	2,832,556	2,832,556	89,242
Notes receivable - Third parties	11,729	11,729	62,206	62,206	1,960
Accounts receivable:					
Related parties	1,342,366	1,342,366	1,411,038	1,411,038	44,456
Third parties	1,290,660	1,290,660	1,926,109	1,926,109	60,684
Other receivables:					
Related parties	266,175	266,175	6,649	6,649	210
Third parties	866,582	866,582	164,608	164,608	5,186
Long-term investments	640,512	852,674	642,351	642,351	20,238
Restricted cash and cash equivalents	—	—	59,705	59,705	1,881
Refundable deposits	13,724	13,724	16,273	16,273	513

25. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

	December 31,				
	2003		2004		
	Carrying Value	Fair Value	Carrying Value	Fair Value	
	NT\$	NT\$	NT\$ (in thousands)	NT\$	US\$
Liabilities					
Bank loans	1,566,773	1,566,773	800,593	800,593	25,224
Accounts payable:					
Related parties	5,570	5,570	—	—	—
Third parties	339,801	339,801	607,806	607,806	19,150
Other payables:					
Related parties	1,019	1,019	2,833	2,833	89
Third parties	263,823	263,823	324,654	324,654	10,228
Payables to contractors and equipment suppliers	344,561	344,561	440,024	440,024	13,863
Long-term bonds payable	1,200,000	1,008,970	4,206,380	3,984,169	125,525
Long-term loans (including current portion)	2,931,712	2,931,712	6,416,319	6,416,319	202,153
Capital lease payable (including current portion)	—	—	12,400	12,400	391
Guarantee deposits	933	933	1,124	1,124	35

Fair values of financial instruments were determined as follows:

- 1) Short-term financial instruments - market values.
- 2) Short-term investments - market values.
- 3) Long-term investments - market value for listed companies and net equity value for the others.
- 4) Refundable deposits and guarantee deposits - future values.
- 5) Long-term liabilities - based on forecasted cash flows discounted at current interest rates of similar long-term liabilities. Bonds payable are discounted at present value, using an annual interest rate of 1.75%. Other long-term liabilities are their carrying values as they use floating interest rates.

The fair value of non-financial instruments was not included in the fair values disclosed above. Accordingly, the sum of the fair values of the financial instruments listed above does not equal the fair value of the Company.

26. SEGMENT AND GEOGRAPHIC INFORMATION

The Company engages mainly in the research and development, manufacturing, assembly, testing and turnkey of semiconductors. In accordance with Statement of Financial Accounting Standards (SFAS) No. 131, "Disclosure About Segments of an Enterprise and Related Information", the Company's chief operating decision maker has been identified as the Chief Executive Officer, who reviews these segment results by Testing, Assembly, Testing and Assembly for LCD and other Flat-Panel Display Driver Semiconductors and Turnkey when making decisions about allocating resources and assessing performance of the Company. Due to the increasing importance of our LCD and other flat-panel display driver semiconductor services and the fact that those services include a combination of testing and assembly, commencing from 2003, we view LCD and other flat-panel display driver semiconductor services as a separate, distinct segment of our business. Financial segment information required by SFAS No. 131 is as follows:

- a. The Company provides semiconductor testing, assembly, turnkey services and LCD and other flat-panel display driver semiconductors services.

26. SEGMENT AND GEOGRAPHIC INFORMATION (continued)

	2002						
	Testing	Assembly	Turnkey	LCD	Segment Totals	Corporate & Other Assets	Consolidated Totals
	NT\$	NT\$	NT\$	NT\$ (in thousands)	NT\$	NT\$	NT\$
Revenue from customers	2,331,057	1,415,196	1,787,838	991,774	6,525,865	—	6,525,865
Cost of revenues	2,684,654	1,394,291	1,766,985	865,776	6,711,706	—	6,711,706
Segment gross profit (loss)	(353,597)	20,905	20,853	125,998	(185,841)	—	(185,841)
Depreciation and amortization	2,055,221	443,718	—	310,239	2,809,178	11,335	2,820,513
Segment assets	5,724,785	2,035,886	—	2,209,521	9,970,192	7,983,519	17,953,711
Expenditure for segment assets	531,434	68,421	—	1,164,630	1,764,485	—	1,764,485
	2003						
	Testing	Assembly	Turnkey	LCD	Segment Totals	Corporate & Other Assets	Consolidated Totals
	NT\$	NT\$	NT\$	NT\$ (in thousands)	NT\$	NT\$	NT\$
Revenue from customers	3,155,845	2,728,932	1,458,264	1,683,490	9,026,531	—	9,026,531
Cost of revenues	2,709,473	2,184,549	1,410,231	1,155,322	7,459,575	—	7,459,575
Segment gross profit (loss)	446,372	544,383	48,033	528,168	1,566,956	—	1,566,956
Depreciation and amortization	1,895,775	333,068	—	451,710	2,680,553	34,406	2,714,959
Segment assets	7,501,242	2,427,030	—	2,150,940	12,079,212	7,394,149	19,473,361
Expenditure for segment assets	1,439,226	554,972	—	387,929	2,382,127	19,698	2,401,825
	2004						
	Testing	Assembly	Turnkey	LCD	Segment Totals	Corporate & Other Assets	Consolidated Totals
	NT\$	NT\$	NT\$	NT\$ (in thousands)	NT\$	NT\$	NT\$ US\$
Revenue from customers	6,021,603	5,790,844	473,588	2,749,776	15,035,811	—	15,035,811 473,718
Cost of revenues	3,793,499	4,817,792	466,676	1,779,542	10,857,509	—	10,857,509 342,076
Segment gross profit (loss)	2,228,104	973,052	6,912	970,234	4,178,302	—	4,178,302 131,642
Depreciation and amortization	2,463,661	432,076	—	602,900	3,498,637	38,200	3,536,837 111,431
Segment assets	12,553,449	4,905,247	—	3,493,695	20,952,391	10,218,051	31,170,442 982,056
Expenditure for segment assets	5,058,814	1,214,331	—	1,907,084	8,180,229	6,917	8,187,146 257,944

In providing turnkey services, the Company purchases fabricated wafers and sells tested and assembled semiconductors. The process of conducting testing and assembly of fabricated wafers is at a very limited level, which only uses a very small

portion of the Company's facility capacity. Therefore, the Company has allocated no specific assets to the turnkey segment and accordingly, no related depreciation and amortization have been allocated.

The corporate and other assets consist of the total current assets, long-term investments, property and equipment located in the U.S. and Japan, long-term restricted cash equivalents, intangible assets of bond issuance costs, employee dormitory building and refundable deposits.

26. SEGMENT AND GEOGRAPHIC INFORMATION (continued)

b. Net revenue:

Area	Year Ended December 31,					
	2002		2003		2004	
	NT\$	NT\$	NT\$	NT\$	US\$	
	(in thousands)					
ROC	5,755,406	7,538,381	12,153,303		382,902	
U.S.	204,067	495,803	1,686,641		53,139	
Japan	169,299	414,422	541,747		17,068	
Others	397,093	577,925	654,120		20,609	
	6,525,865	9,026,531	15,035,811		473,718	

c. Net sales to customers representing at least 10% of net total sales:

Customer	Year Ended December 31,							
	2002		2003		2004			
	Amount	%	Amount	%	Amount	%	Amount	
	NT\$		NT\$		NT\$		US\$	
	(in thousands)							
ProMOS	—	—	1,748,326	19	4,231,658	28	133,322	
MVI	2,285,348	35	1,680,986	19	14,273	0.1	450	
Ultima	1,218,265	19	1,126,689	12	453,698	3	14,294	
Powerchip	2,474	—	358,350	4	1,721,993	11	54,253	

27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the Republic of China ("ROC GAAP"), which differ in the following respects from accounting principles generally accepted in the United States of America ("U.S. GAAP"):

a. Bonuses to employees, directors and supervisors

According to ROC regulations and the Articles of Incorporation of ChipMOS Taiwan, a portion of distributable earnings should be appropriated as bonuses to employees and remuneration to directors and supervisors of ChipMOS Taiwan. The remuneration to directors and supervisors is paid in cash, while bonuses to employees may be granted in cash or stock or both. ChipMOS Bermuda's portion of these appropriations is charged to earnings of ChipMOS Bermuda under ROC GAAP based on the amount to be paid as provided by ChipMOS Taiwan's Articles of Incorporation and is presented as a separate line item below minority interest in the accompanying consolidated statements of operations. No bonuses were paid to employees, directors and supervisors for the three years in the period ended December 31, 2004.

27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES (continued)

a. Bonuses to employees, directors and supervisors (continued)

Under U.S. GAAP, such bonuses and remuneration are also charged to income currently and included in operating expenses as compensation expenses. Since the amount and form of such bonuses and remuneration are not finally determinable until approved by the shareholders, the total amount of such bonuses and remuneration are initially accrued based on the amount to be paid as provided by ChipMOS Taiwan's Articles of Incorporation. The percentage to be paid in stock is determined at the next shareholders' meeting in the following year. The number of shares to be issued is determined by dividing the amount to be paid in stock by the par value of the shares. Any differences between the initially accrued amount (the cash portion plus the par value of the shares) and the fair market value of the bonuses settled (the cash portion plus the fair value of the shares) is recognized in the year of approval by the shareholders.

b. Marketable securities

Under ROC GAAP, marketable equity securities are carried at the lower of aggregate cost or market value, and debt securities at cost, with only unrealized losses recognized when losses are irrecoverable. Under SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities", debt and equity securities that have readily determinable fair values are to be classified as either trading, available-for-sale or held-to-maturity securities. Debt securities that the Company has the positive intent and ability to hold-to-maturity are classified as held-to-maturity securities and reported at amortized cost. Debt and equity securities that are bought and traded for short-term profit are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings. Debt and equity securities not classified as either held-to-maturity or trading are classified as available-for-sale securities and reported at fair value, with unrealized gains and losses excluded from earnings and reported in a separate component of shareholders' equity; however, unrealized losses relating to declines in fair value deemed to be other than temporary are recorded in earnings. The adjustment below relates to the Company's equity securities that are classified as trading and available-for-sale securities under U.S. GAAP.

c. Long-term investments

Under both ROC and U.S. GAAP, investments in shares of companies wherein the Company owns over 20% but not more than 50% of the outstanding common stock and exercises significant influence over operating and financial policies of the investee companies are generally accounted for under the equity method. However, there are differences in applying equity accounting under ROC GAAP and U.S. GAAP. The Company's proportionate share of the income (loss) from an equity investee may differ if the equity investee's net income (loss) under ROC GAAP differs from that under U.S. GAAP. The differences between ROC GAAP and U.S. GAAP for the equity investees are nominal and thus do not appear in the reconciliations below.

Under the equity method, the Company's proportionate share of the income (loss) of the investee is generally recognized in the year the income (loss) is earned. However, under ROC GAAP, if audited financial statements of an investee are not available for the Company to apply the equity method due to time constraints and such equity interests are below a certain materiality threshold, the Company is permitted to delay the recognition of income (loss) until the subsequent year. Under U.S. GAAP, there are no provisions that allow the investor company to delay recognition of its equity in the investee's income or loss. The US GAAP adjustment represents the current period's proportionate share of loss of long-term investment.

27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES (continued)

d. Technologies transferred in payment of capital stock

As discussed in Note 11, MVI and SPIL contributed, as payment for their subscription in the shares of stock of ChipMOS Taiwan, technologies relating to the testing and assembly of semiconductors at an agreed value of NT\$750,000 thousand. Under ROC GAAP, such technology transfers in payment of capital stock are recorded as an intangible asset, and amortized by systematic charges to income over the periods estimated to be benefited. As permitted under ROC GAAP, the Company uses a 5-year amortization period. Under U.S. GAAP, the technology contribution cannot be recognized due to the unavailability of a fair value for the technologies. Therefore, the carrying value of the technologies has been adjusted to zero under U.S. GAAP.

e. Start-up costs

ROC GAAP requires start-up costs to be deferred and amortized in a systematic manner over its estimated useful beneficial life. Start-up costs include all costs incurred prior to production readiness. On the other hand, U.S. GAAP primarily requires that start-up costs be expensed as incurred.

f. Depreciation of fixed assets and employee dormitory building

Under ROC GAAP, the estimated life of a building can be as long as 55 years based on the ROC Internal Revenue Code. For U.S. GAAP purposes, building lives are estimated to be 25 years.

g. Transfer of building and facilities from MVI

The Company purchased building and facilities from MVI in 1997. The costs of assets purchased from MVI were based on MVI's book value of such building and facilities on a specified cut-off date plus an additional payment of NT\$173,174 thousand representing compensation to MVI. This additional payment of NT\$173,174 thousand was capitalized by the Company as allowed under ROC GAAP. Under U.S. GAAP, assets acquired are recorded at amounts that do not exceed their fair values. Also, generally under U.S. GAAP, the transferee should evaluate the assets transferred from related parties with significant influence at the predecessor's basis. Therefore, the transfer of assets from MVI was recorded at MVI's predecessor cost basis and NT\$173,174 thousand was deducted from the capital surplus and building and facilities for the purposes of U.S. GAAP.

h. Inventory

As discussed in paragraphs e. f. and g., the amortization of start-up costs, the depreciation of fixed assets and employee dormitory building, and depreciation on the assets transferred from MVI were reconciled for U.S. GAAP purposes. Some of such expenses were recorded in the manufacturing expenses and therefore affect ending inventory balances under U.S. GAAP.

i. Capital surplus

Under ROC GAAP, the following items are treated as capital surplus: (a) premium on issuance of common stock and (b) gain, net of applicable income tax, on disposal of properties. Under U.S. GAAP, item (a) is the same as in ROC GAAP; and item (b) is recorded as part of net income, which is then included as a component of retained earnings. However, starting in 2001, the treatment of item (b) under ROC GAAP has become the same as that under U.S. GAAP.

27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES (continued)

j. Impairment of long-lived assets

Under U.S. GAAP, impairment losses for assets to be held and used are recorded in current period earnings and create a new cost basis for related assets going forward, and cannot be reversed subsequently. Under U.S. GAAP, in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets, the recoverability test is performed by comparing undiscounted net cash flows of the assets to the net book value of the assets. If the recoverability test indicates that impairment has occurred, the impairment loss is the amount of the asset's net book value in excess of the related fair value. Under ROC GAAP, there is no requirement to provide for impairment of long-lived assets. Based on an assessment by the Company, impairment losses have been recognized for 2004.

k. Derivative financial instruments

Under ROC GAAP, there are no specific rules related to accounting for derivative financial instruments, nor any criteria for hedge accounting. Therefore, companies have the flexibility in choosing when to recognize derivative financial instruments and when to follow hedge accounting versus fair value accounting for such instruments. U.S. GAAP has restrictive rules on hedge accounting under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" and SFAS No. 138, "Accounting for Certain Derivative Instruments and Hedging Activities". SFAS No. 133 and SFAS No. 138 are effective for fiscal years beginning after June 15, 2000, and establish accounting and reporting standards for all derivative financial instruments. The Company adopted those statements on January 1, 2001. The adoption of SFAS No. 133 and SFAS No. 138 had no material impact on the Company's financial statements. Under U.S. GAAP, the Company did not apply hedge accounting and derivatives have historically been, and continue to be, recorded on the balance sheets at fair value, with the changes in fair values recorded through current period earnings. In addition, the Company has no embedded derivatives from January 1 to December 31, 2004. The reconciling adjustments for all periods presented reflect those reconciliations from hedge accounting under ROC GAAP to non-hedge accounting under U.S. GAAP.

l. Employee share purchase

The Company has elected to apply Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB Opinion No. 25") when new shares are issued to employees, which measures compensation expenses based on the difference, if any, between the quoted market price of the common stock and the exercise price on the date of issuance. In 2000, the total compensation expense of NT\$25,900 thousand was recognized in full immediately, representing the excess of the quoted market price over the amounts paid by employees on the date the shares were purchased.

m. Earnings per share (EPS)

In calculating the weighted average number of shares outstanding for EPS purposes under ROC GAAP, employee bonus shares have been treated as outstanding for all periods in a manner similar to a stock split or stock dividend. Under U.S. GAAP, employee bonus shares have been considered separately from the stock dividend or split and have been treated as outstanding from the date of shareholder approval.

27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES (continued)

n. Interest capitalization

Under ROC GAAP, interest on borrowings during construction conceptually should be capitalized in the assets that are constructed or produced for a company's own use. However, if equity capital is raised during a year, no capitalization interest is recorded for the amount of property acquired up to the equity capital raised in that year. Under U.S. GAAP, SFAS No. 34 "Capitalization of Interest Cost" interest is generally capitalized on assets until they are available and ready for use.

o. Goodwill

Under ROC GAAP, goodwill arises as the difference between acquisition cost and the equity of the subsidiary and is amortized over a five-year period, whereas under US GAAP such goodwill is not amortized, but is subject to impairment tests.

p. Pension expenses

SFAS No. 87, "Accounting for Pensions", and SFAS No. 88, "Employer's Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits", were effective no later than the beginning of the first period for which a U.S. GAAP reconciliation is required for foreign issuers. A portion of the unrecognized net transition obligation on the adoption date is to be allocated directly to equity. The Company adopted SFAS No. 87 and SFAS No. 88 in 1997 and 2002, respectively. ROC SFAS No. 18, which is similar in many respects to SFAS No. 87 and SFAS No. 88, became effective in 1996. However, the treatment of certain expenses that comply with ROC SFAS No. 18 is different from SFAS No. 87 and SFAS No. 88.

q. Allowance for loss on inventories

ROC GAAP does not specify the classification of allowance for loss on inventories, therefore the recovery of allowance for loss on inventories of NT\$67,002 thousand (US\$2,111 thousand) has been classified under non-operating income. Under U.S. GAAP, the allowance for loss on inventories should be classified in the income statement as a component of cost of revenue.

The following reconciles net income (loss) and shareholders' equity under ROC GAAP as reported in the accompanying consolidated financial statements to net income(loss) and shareholders' equity amounts determined under U.S. GAAP, giving effect to adjustments for the differences listed above.

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Net income (loss)				
Net income (loss) based on ROC GAAP	(970,285)	482,385	1,675,882	52,800
Adjustments:				
Amortization of technology transfers in payment of capital stock	95,833	18,334	—	—
Amortization of start-up costs	14,699	14,796	9,916	312
Depreciation of property, plant and equipment and employee dormitory building	(14,270)	(26,605)	(14,444)	(455)
Transfer of building and facilities from MVI	15,634	2,104	1,299	41
Marketable securities - trading	(31,139)	1,916	10,567	333
Interest capitalization	43,329	3,411	(3,130)	(99)
Depreciation of interest capitalization	(4,254)	(6,009)	(5,728)	(180)
Effect of U.S. GAAP adjustments on income taxes	(38,217)	(3,825)	—	—
Minority interests	(24,709)	(1,223)	(6,508)	(205)
Equity accounting for long-term investment	—	—	(2,362)	(74)
Net increase (decrease) in net income (loss)	56,906	2,899	(10,390)	(327)
Net income (loss) based on U.S. GAAP	(913,379)	485,284	1,665,492	52,473

27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES (continued)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$ (in thousands, except earnings (loss) per share)	NT\$	NT\$	US\$
Earnings (loss) per share – basic	(15.52)	8.24	26.38	0.83
Earnings (loss) per share – diluted	(15.52)	8.17	26.22	0.83
Number of weighted average shares outstanding - basic	58,835	58,908	63,141	63,141
Number of weighted average shares outstanding - diluted	58,835	59,429	63,517	63,517

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Shareholders' equity				
Shareholders' equity based on ROC GAAP Adjustments:	6,713,348	7,248,238	10,160,619	320,120
Technology transfer in payment of capital stock				
Original cost	(750,000)	(750,000)	(750,000)	(23,629)
Accumulated amortization of technology transfer in payment of capital stocks	731,666	750,000	750,000	23,629
Start-up costs				
Original cost	(86,523)	(73,329)	(61,124)	(1,926)
Accumulated amortization of start-up costs	51,998	53,554	51,193	1,613
Net effect on inventories	(252)	(206)	(134)	(4)
Depreciation of fixed assets and employee dormitory building				
Depreciation of fixed assets and employee dormitory building	(57,032)	(96,263)	(85,648)	(2,698)
Net effect on inventories	251	252	217	7
Transfer of building and facilities from MVI				
Original cost	(173,174)	(173,174)	(173,174)	(5,456)
Depreciation and gain on disposal of building and facilities from MVI	164,952	166,789	168,076	5,295
Net effect on inventories	(301)	(34)	(22)	(1)
Unrealized holding gain on available-for-sale securities	79,277	—	—	—
Pension expenses	(1,898)	(1,898)	(1,898)	(60)
Marketable securities - trading	(5,492)	(3,576)	6,991	220
Long-term investments	—	(12,507)	(5,562)	(175)
Interest capitalization	118,757	122,168	118,757	3,742
Depreciation of interest capitalization	(6,455)	(12,464)	(42,935)	(1,353)
Effect of U.S. GAAP adjustments on income taxes	1,528	(2,297)	(2,297)	(72)
Minority interests	(20,465)	6,073	(435)	(14)
Net increase (decrease) in shareholders' equity	46,837	(26,912)	(27,995)	(882)
Shareholders' equity based on U.S. GAAP	6,760,185	7,221,326	10,132,624	319,238

27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES (continued)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
<u>Changes in shareholders' equity based on U.S. GAAP</u>				
Balance, beginning of the year	7,641,024	6,760,185	7,221,326	227,515
Issuance of capital	63,237	—	1,154,444	36,372
Issuance of option warrants	25,156	18,903	19,673	620
Exercise of option warrants	—	56,815	90,414	2,849
Reversal of unrealized loss (gain) on available-for-sale securities	(107,073)	(76,502)	12,507	394
Unrealized gain (loss) on available-for-sale Securities	55,763	—	—	—
Cumulative translation adjustments	(34)	(31,388)	(164,684)	(5,189)
Net income/(loss) for the year	(913,379)	485,284	1,665,492	52,473
Adjustment of equity method for long-term Investment	(3,907)	8,029	133,452	4,204
Adjustment arising from changes in ownership percentage in subsidiaries	(602)	—	—	—
Balance, end of the year	6,760,185	7,221,326	10,132,624	319,238

A reconciliation of the significant balance sheet accounts to the approximate amounts determined under U.S. GAAP is as follows:

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
<u>Current assets</u>			
As reported	7,479,717	12,707,711	400,368
U.S. GAAP adjustments			
Marketable securities - trading	(3,576)	6,991	220
Effect of inventory adjustments:			
Start-up costs	(206)	(134)	(4)
Depreciation of fixed assets and employee dormitory building	252	217	7
Transfer of building and facilities from MVI	(34)	(22)	(1)
As adjusted	7,476,153	12,714,763	400,590
<u>Long-term investments</u>			
As reported	640,512	642,351	20,238
U.S. GAAP adjustments			
Long-term investments	(15,412)	(5,562)	(175)
As adjusted	625,100	636,789	20,063
<u>Property, plant and equipment - net</u>			
As reported	11,086,830	17,426,618	549,043
U.S. GAAP adjustments			
Start-up costs	(19,775)	(9,931)	(313)
Depreciation of fixed assets	(87,993)	(75,747)	(2,386)
Transfer of building and facilities from MVI	(6,385)	(5,098)	(161)
Interest capitalization	109,704	75,822	2,389

As adjusted	11,082,381	17,411,664	548,572
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27. SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ACCOUNTING PRINCIPLES FOLLOWED BY THE COMPANY AND ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES (continued)

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
Other assets			
As reported	233,425	449,338	14,157
U.S. GAAP adjustments			
Depreciation of employee dormitory building	(8,773)	(9,901)	(312)
As adjusted	<u>224,652</u>	<u>439,437</u>	<u>13,845</u>
Other liabilities			
As reported	599,543	768,468	24,211
U.S. GAAP adjustments			
Pension expense	1,898	1,898	60
Effect of U.S. GAAP adjustments on income taxes	2,297	2,297	72
As adjusted	<u>603,738</u>	<u>772,663</u>	<u>24,343</u>
Minority interests			
As reported	4,427,971	7,092,498	223,456
U.S. GAAP adjustments			
Shareholders' equity	(9,481)	435	14
As adjusted	<u>4,418,490</u>	<u>7,092,933</u>	<u>223,470</u>

As a result of the adjustments presented above, the approximate amounts of total assets under U.S. GAAP were NT\$19,633,489 thousand and NT\$31,521,702 thousand as of December 31, 2003, and 2004, respectively.

The following U.S. GAAP condensed statements of operation for the years ended December 31, 2002, 2003 and 2004 have been derived from the audited financial statements and reflect the adjustments presented above. Certain accounts have been reclassified to conform to U.S. GAAP. Reversal of allowance for doubtful receivables, gain (loss) on disposal of property, plant and equipment and loss on lease rescission are included as operating expenses.

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Net revenue	6,525,865	9,026,531	15,035,811	473,718
Cost of revenue	6,700,265	7,472,279	10,792,445	340,027
Gross profit (loss)	(174,400)	1,554,252	4,243,366	133,691
Operating expenses	497,960	787,664	1,283,895	40,450
Income (loss) from operations	(672,360)	766,588	2,959,471	93,241
Non-operating income (expenses) - net	(467,114)	(69,089)	(459,011)	(14,462)
Income (loss) before income tax	<u>(1,139,474)</u>	<u>697,499</u>	<u>2,500,460</u>	<u>78,779</u>
Net income (loss)	<u>(913,379)</u>	<u>485,284</u>	<u>1,665,492</u>	<u>52,473</u>

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP

a. Recent accounting pronouncements

The Company is required by SEC Staff Accounting Bulletin No. 74 to make certain disclosures about the effect that recently issued accounting standards will have on the financial statements adopted for future periods.

In June 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 143, "Accounting for Asset Retirement Obligations". The statement requires, among other provisions, retirement obligations to be recognized when they are incurred and displayed as liabilities, with a corresponding amount capitalized as part of the related long-lived asset. The capitalized element is required to be expensed using a systematic and rational method over its useful life. SFAS No. 143 has been adopted by the Company on January 1, 2003 and has not had a material impact on the accompanying consolidated financial statements.

In July 2002 the Financial Accounting Standards Board issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities". This standard requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. SFAS No. 146 nullifies Emerging Issues Task Force Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including certain costs incurred in a restructuring)." SFAS No. 146 is applied prospectively to exit or disposal activities after December 31, 2002. The Company adopted SFAS No. 146 on January 1, 2003 which has not had a material impact on the accompanying consolidated financial statements.

In January 2003, FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51" (FIN 46). FIN 46 clarifies when a company should consolidate in its financial statements the assets, liabilities and activities of a variable interest entity. FIN 46 provides general guidance as to the definition of a variable interest entity and requires a variable interest entity to be consolidated if a company absorbs the majority of the variable interest entity's expected losses, or is entitled to receive a majority of the variable interest entity's residual returns, or both. In December 2003, FASB issued a revised Interpretation of FIN 46 (FIN 46-R), which supersedes FIN 46 and clarifies and expands current accounting guidance for variable interest entities. FIN 46 and FIN 46-R are effective immediately for all variable interest entities created after January 31, 2003, and for variable interest entities created prior to February 1, 2003, no later than the end of the first reporting period after March 15, 2004. The adoption of FIN 46-R did not have a material impact on the accompanying consolidated financial statements.

In April 2003, FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities". SFAS No. 149 amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. In particular, this Statement clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative and when a derivative contains a financing component that warrants special reporting in the statement of cash flows. This Statement is generally effective for contracts entered into or modified after June 30, 2003. The adoption of SFAS No. 149 did not have a material impact on the Company's financial reporting and disclosures.

In May 2003, FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". SFAS No. 150 changes the accounting for certain financial instruments that, under previous guidance, could be classified as equity or "mezzanine" equity by now requiring those instruments to be classified as liabilities (or assets in some circumstances) in the statement of financial position. Further, SFAS No. 150 requires disclosure regarding the terms of those instruments and settlement alternatives. The guidance in SFAS No. 150 generally is effective for all financial instruments entered into or modified after May 31, 2003, and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. We have evaluated SFAS No. 150 and determined that it does not have an impact on our financial reporting and disclosures.

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP (continued)

In December 2003, FASB issued SFAS No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits". This Statement revises employers' disclosures about pension plans and other postretirement benefits plans. This Statement requires additional disclosures about the assets, obligations, cash flows and net periodic benefit cost of defined benefit pension plans and other defined benefit postretirement plans. The required information should be provided separately for pension plans and for other postretirement benefit plans. This Statement also requires new disclosures for interim periods beginning after December 15, 2003. The Statement was effective for fiscal years ending after December 15, 2003. The Company adopted this Statement for the year ended December 31, 2003. (Refer to Note d, pension plans).

In December 2003, the Staff of the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin (SAB) No. 104, "Revenue Recognition", which supersedes SAB 101, "Revenue Recognition in Financial Statements". SAB 104's primary purpose is to rescind accounting guidance contained in SAB 101 related to multiple element revenue arrangements and revises the SEC's "Revenue Recognition in Financial Statements Frequently Asked Questions and Answers" that have been codified in Topic 13. SAB 104 was effective immediately and did not have a material impact on the Company's financial reporting and disclosures.

In April 2002, FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections". Under SFAS No. 4, all gains and losses from extinguishment of debt were required to be aggregated and, if material, classified as an extraordinary item, net of related income tax effect. This Statement eliminates SFAS No. 4 and, thus, the exception to applying Accounting Principles Board (APB) Opinion No. 30 to all gains and losses related to extinguishments of debt. As a result, gains and losses from extinguishments of debt should be classified as extraordinary items. The adoption of SFAS 145 did not have a material impact on the accompanying consolidated financial statements.

This FASB has issued SFAS No. 147, "Acquisitions of Certain Financial Institutions", which is effective for certain transactions arising on or after October 1, 2002. SFAS No. 147 will have no impact on the Company.

The FASB has issued SFAS No. 148 "Accounting for Stock-Based Compensation - Transition and Disclosures". SFAS No. 148 amends SFAS No. 123, "Accounting for Stock-Based Compensation", to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS No. 148 amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has adopted the disclosure requirements of SFAS No. 148. The Company currently accounts for stock-based employee compensation in accordance with APB Opinion No. 25, "Accounting for Stock Issued to Employees", and related interpretations. Accordingly, the alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation mandated by SFAS No. 148 are not applicable to the Company.

FASB Interpretation No. 45 ("FIN 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others - an interpretation of FASB Statements No. 5, 57, and 107 and rescission of FASB Interpretation No. 34", was issued in November 2002. FIN 45 elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also clarifies that a guarantor is required to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. FIN 45 does not prescribe a specific approach for subsequently measuring the guarantor's recognized liability over the term of the related guarantee. The initial recognition and initial measurement provisions of FIN 45 are applicable on a prospective basis to guarantees issued or modified after December 31, 2002, irrespective of the guarantor's fiscal year end. The disclosure requirements in FIN 45 are effective for financial statements of interim or annual periods ending after December 15, 2002. The Company has made the disclosures required by FIN 45.

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP (continued)

In December 2004, the FASB issued SFAS No. 123R "Share-Based Payment" (SFAS 123R). Under previous practice, the reporting entity could account for share-based payment under the provisions of Accounting Principles Board Opinion No. 25 "Accounting for Stock Issued to Employees" and disclose share-based compensation as if accounted for under the provisions of SFAS No. 123 "Accounting for Stock-Based Compensation" (SFAS 123). Under the provisions of SFAS No. 123R, a public entity is required to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost is recognized over the period during which an employee is required to provide service in exchange for the award. The Company expects to adopt SFAS No. 123R, effective with year ending December 31, 2005. Adoption of the standard is currently expected to reduce future earnings by an amount consistent with the reductions shown in the disclosures in Note 28 h. below provided under the provisions of SFAS No. 123. Application of this pronouncement requires significant judgment regarding the assumptions used in the selected option pricing model, including stock price volatility and employee exercise behavior. Most of these inputs are either highly dependent on the current economic environment at the date of grant or forward-looking over the expected term of the award. As a result, the actual impact of adoption on future earnings could differ materially from our current estimates.

b. Marketable securities

On December 31, 2003 and 2004, certain investments carried at cost under ROC GAAP were revalued for purposes of U.S. GAAP presentation:

	(ROC GAAP) Carrying Value		(U.S. GAAP) Fair Value		
	2003	2004	2003	2004	
	NT\$	NT\$	NT\$	NT\$	US\$
Investment in trading securities (Note 4)	664,251	2,832,556	660,675	2,839,547	89,463
Long-term investments - available-for-sale securities (Note 9)	—	1,587	—	1,593	50

The Company uses the weighted-average cost method for trading securities and available-for-sale securities when determining the cost basis.

The following table shows the gross unrealized losses and fair value of short-term investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category that individual securities have been in a continuous unrealized loss position, at December 31, 2004.

	December 31, 2004							
	Less than 12 months				12 months or greater			
	Fair value		Unrealized losses/ (gains)		Fair value		Unrealized losses/(gains)	
	NT\$	US\$	NT\$	US\$	NT\$	US\$	NT\$	US\$
Stock	228,013	7,184	24,165	761	19,449	613	222,967	7,025
Open-ended funds	2,592,085	81,666	(4,215)	(132)	—	—	—	—
	2,820,098	88,850	19,950	629	19,449	613	222,967	7,025

c. Income tax expense (benefit)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$
Income tax current payable	4,271	1,309	86	3
Deferred income tax	116,899	(29,854)	(139,135)	(4,383)

Adjustment of prior years' income taxes	14,963	3,364	(2,755)	(87)
Income tax expense (benefit)	136,133	(25,181)	(141,804)	(4,467)

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP (continued)

Reconciliation between the income tax calculated on pre-tax financial statement income based on the statutory tax rate and the income tax expense (benefit) which conforms to U.S. GAAP as follows:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
Tax on pretax income at 0%	—	—	—	—
Tax on pretax income at applicable statutory rates	(263,771)	196,833	677,744	21,353
Other tax & assessed additional income tax	4,217	1,309	86	3
Tax paid by subsidiaries	54	90	—	—
Tax effects of:				
Tax-exempt income	(3,149)	(1,469)	(174,756)	(5,506)
Permanent differences				
Non-taxable gain on sales of investment	2,820	(22,571)	14,057	443
Non-deductible investment losses	65,902	6,613	(24,501)	(772)
Others	7,337	—	(52,950)	(1,668)
Tax credits - utilized	—	(187,700)	(355,923)	(11,214)
- deferred	119,312	44,082	(82,277)	(2,592)
Valuation allowance	181,393	(65,772)	(461,529)	(14,541)
Effect of increase in tax rate on deferred taxes	—	—	—	—
Loss carry forward	7,055	40	321,000	10,114
Adjustment of prior year's income tax	14,963	3,364	(2,755)	(87)
Income tax expense (benefit)	136,133	(25,181)	(141,804)	(4,467)

The components of net deferred income tax assets (liabilities) were as follows:

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
<u>Deferred income tax assets</u>			
Current			
Unrealized foreign exchange loss	8,599	16,600	523
Unearned interest income	16,666	—	—
Pre-operating expenses	12,911	602	19
Excess of tax depreciation over book depreciation	—	571	18
Loss carry forward	68,800	506,267	15,950
Tax credits	143,905	241,141	7,597
Loss of market price decline and obsolescence and slow-moving inventories	6,385	27,768	875
Unrealized loss on sale allowances	10,387	9,455	298
Others	18,408	74,416	2,345
	286,061	876,820	27,625
Valuation allowance	(19,112)	(286,344)	(9,022)
	266,949	590,476	18,603
Non-current			
Tax credits	647,607	763,336	24,050
Loss carry forward	864,317	756,420	23,832
Building	1,605	1,605	51
Start-up costs	4,995	4,995	157
Others	3,108	191,370	6,030

	<u>1,521,632</u>	<u>1,717,726</u>	<u>54,120</u>
Valuation allowances	<u>(1,425,566)</u>	<u>(1,651,163)</u>	<u>(52,022)</u>
	<u>96,066</u>	<u>66,563</u>	<u>2,098</u>

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP (continued)

	December 31,		
	2003	2004	
	NT\$	NT\$ (in thousands)	US\$
<u>Deferred income tax liabilities</u>			
Non-current			
Depreciation differences	(572,260)	(550,233)	(17,336)
Interest capitalization	(26,644)	(26,644)	(839)
	<u>(598,904)</u>	<u>(576,877)</u>	<u>(18,175)</u>
	<u>(235,889)</u>	<u>80,162</u>	<u>2,526</u>

d. Pension plans

In accordance with SFAS No. 132 - Revised, "Employers' Disclosures about Pensions and Other Post-retirement Benefits", pension information is disclosed below:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$ (in thousands)	NT\$	US\$
<u>Components of net periodic benefit cost</u>				
Service cost	21,323	36,130	56,065	1,766
Interest cost	3,529	5,039	8,038	253
Project return on plan assets	(2,802)	(2,990)	(5,304)	(167)
Net amortization and deferral:				
Unrecognized net transition obligation	28	53	(143)	(5)
Curtailment gain	—	662	655	21
Net periodic benefit cost	<u>22,078</u>	<u>38,894</u>	<u>59,311</u>	<u>1,868</u>
<u>Changes in benefit obligation</u>				
Benefit obligation at beginning of year	70,572	122,148	187,657	5,912
Acquisition of subsidiary	—	—	46,147	1,454
Service cost	21,323	36,130	51,970	1,637
Interest cost	3,529	5,039	7,599	239
Actuarial loss	26,724	24,340	20,751	655
Benefit obligation at end of year	<u>122,148</u>	<u>187,657</u>	<u>314,124</u>	<u>9,897</u>
<u>Changes in plan assets</u>				
Fair value of plan assets at beginning of year	49,610	66,005	98,063	3,089
Acquisition of subsidiary	—	10,235	42,330	1,334
Actual return on plan assets	1,306	1,168	1,796	57
Employer contribution	15,089	20,655	32,160	1,013
	<u>66,005</u>	<u>98,063</u>	<u>174,349</u>	<u>5,493</u>
Funds status	(56,143)	(89,594)	(139,775)	(4,404)
Unrecognized actuarial loss	28,043	31,335	35,203	1,109
Net amount recognized (recognized as accrued pension cost)	<u>(28,100)</u>	<u>(58,259)</u>	<u>(104,572)</u>	<u>(3,295)</u>
<u>Actuarial assumptions</u>				
Discount rate	3.50%	3.25%	3.25%	3.25%

Rate of compensation increase	3.50%	3.25%	3.25%	3.25%
Expected return on plan assets	3.50%	3.25%	3.25%	3.25%

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP (continued)

The accumulated benefit obligation for all defined benefit pension plans was NT\$93,016 thousand and NT\$170,209 thousand at December 31, 2003 and 2004, respectively.

There were no pension plans with an accumulated benefit obligation in excess of plan assets as of December 31, 2003 and 2004.

The plan assets are all invested in the Central Trust of China.

ChipMOS Taiwan, ThaiLin, CHANTEK and ChipMOS Logic anticipate contributing NT\$33,164 thousand to its pension plans during 2005.

The Company has no other post-retirement or post-employment benefit plans.

e. Statements of cash flows

ROC SFAS No. 17, "Statement of Cash Flows" has been applied. Its objectives and principles are similar to those set out in SFAS No. 95, "Statement of Cash Flows". The principal differences between the standards relate to classification. Cash flows from changes in short-term investments, refundable deposits, other assets and guarantee deposits and bonus to directors and supervisors are included as operating activities under SFAS No. 95. Summarized cash flow data by operating, investing and financing activities in accordance with SFAS No. 95 are as follows:

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$
	(in thousands)			
Net cash inflow (outflow) from:				
Operating activities	1,558,536	1,917,388	7,636,771	240,604
Investing activities	(3,387,689)	(1,399,536)	(10,048,513)	(316,588)
Financing activities	3,135,700	(1,844,776)	5,694,608	179,414
	1,306,547	(1,326,924)	3,282,866	103,430
Effect of changes in foreign exchange Rate	—	(31,388)	(164,684)	(5,189)
Cash and cash equivalents at the beginning of year	1,782,729	3,089,276	1,730,964	54,536
Cash and cash equivalents at the end of year	3,089,276	1,730,964	4,849,146	152,777

f. Statements of comprehensive income (loss)

	Year Ended December 31,			
	2002	2003	2004	
	NT\$	NT\$	NT\$	US\$
	(in thousands)			
Net income (loss) based on U.S. GAAP	(913,379)	485,284	1,665,492	52,473
Other comprehensive income (loss):				
Reversal of unrealized (gain) loss on available-for-sale security	(107,073)	—	—	—
Unrealized gain (loss) on available-for-sale security	55,763	—	—	—
Realized gain due to change to short term investment	—	(55,763)	—	—
Translation adjustment	(34)	(31,388)	(164,684)	(5,189)
Comprehensive income (loss)	(964,723)	398,133	1,500,808	47,284

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP (continued)

Components in other comprehensive income (loss) refer to investments in Ultima. Under ROC laws, those losses and gains are not subject to income tax. Therefore, no tax expense or benefit are allocated to such investments.

g. Statements of accumulated comprehensive income (loss)

	Unrealized Gain (Loss) on Long-Term Investments	Translation Adjustment	Accumulated Other Comprehensive Income (loss)
	NT\$	NT\$ (in thousands)	NT\$
Balance, as of December 31, 2002	55,763	(512)	55,251
Addition in 2003	(55,763)	(31,388)	(87,151)
Balance, as of December 31, 2003	—	(31,900)	(31,900)
Addition in 2004	—	(164,684)	(164,684)
Balance, as of December 31, 2004	—	(196,584)	(196,584)

h. Shareholders' equity

Employee stock-based compensation has been accounted for under the intrinsic value based method as prescribed by Accounting Principles Board APB Opinion No. 25. The disclosure provisions of SFAS No. 123 "Accounting for Stock-Based Compensation" has been applied to employee stock-based compensation.

The Company has in place a Share Option Plan (2002 Plan). Under the terms of the plan, the exercise price set on the grant of share options may not be less than the par value of a Company Share on the date of grant of such option. As at December 31, 2004, the number of shares that may be issued under the plan is 9,000,000 shares and may consist in whole or part of authorized but unissued shares of the Company which are not reserved for any other purpose. No consideration is payable for the grant of an option.

Under the plan, options may be granted to all directors, officers, employees and consultants of the Company and its affiliates. Options are exercisable for a maximum of ten years from the date on which such option is granted and five years from the date on which such option is granted if the holder of the option owns more than 10% of the combined voting power of the Company at the time the option is granted.

The following summarizes the share option transactions relating to the share option plan:

	Shares (in thousand)	Weighted average exercise price US\$
Options outstanding at December 31, 2002	2,601	4.0375
Granted	3,465	1.0098
Exercised	(427)	3.2910
Forfeited	(335)	3.4070
Options outstanding at December 31, 2003	5,304	2.1597
Granted	2,810	5.2667
Exercised	(1,021)	4.2551
Forfeited	(310)	2.1321
Options outstanding at December 31, 2004	6,783	3.3550
Options exercisable at December 31, 2003	793	1.8148
Options exercisable at December 31, 2004	1,170	2.0656

The weighted average fair value of options granted under the plan in the years ended December 31, 2004 and 2003 was US\$2.981 and US\$1.754, respectively.

28. ADDITIONAL DISCLOSURES REQUIRED BY U.S. GAAP (continued)

The fair value of each option grant has been estimated on the date of grant using the Black-Scholes option pricing model using the following weighted average assumptions.

	<u>Risk free interest rate</u>	<u>Expected life</u>	<u>Expected volatility</u>	<u>Expected dividend yield</u>
020403ESOP	4.75%	5 years	114.91%	0%
030613ESOP	4.75%	3 years	148.73%	0%
031001ESOP	4.75%	3 years	118.07%	0%
031103ESOP	4.75%	3 years	120.72%	0%
040430ESOPA	1.75%	3 years	123.07%	0%
040430ESOPB	1.75%	3 years	123.07%	0%
040813ESOP	1.75%	3 years	112.40%	0%

In 2003 and 2004 the Company has recorded compensation expense of NT\$27,985 thousand and NT\$36,383 thousand, respectively, in connection with share options issued in 2004 and 2003. Had the fair value method recommended in SFAS 123, the Company's net income and earning per share would have been reduced to the following proforma amounts in 2003 and 2004:

	<u>December 31,</u>		
	<u>2003</u>	<u>2004</u>	
	<u>NT\$</u>	<u>NT\$</u> <u>(in thousands)</u>	<u>US\$</u>
Net income based on US GAAP	485,284	1,665,492	52,473
Add: Compensation expenses as reported	27,985	36,383	1,146
Less: Compensation expenses determined under fair value based method	(137,388)	(373,456)	(11,766)
Adjusted net income, fair value based method	<u>375,881</u>	<u>1,328,419</u>	<u>41,853</u>
Basic earnings per share			
As reported	<u>8.24</u>	<u>26.38</u>	<u>0.83</u>
SFAS 123 adjusted	<u>6.38</u>	<u>21.04</u>	<u>0.66</u>
Diluted earnings per share			
As reported	<u>8.17</u>	<u>26.22</u>	<u>0.83</u>
SFAS 123 adjusted	<u>6.32</u>	<u>20.91</u>	<u>0.66</u>

EXHIBIT INDEX

<u>Exhibits</u>	<u>Description</u>
1.1	Memorandum of Association of ChipMOS TECHNOLOGIES (Bermuda) LTD. ⁽¹⁾
1.2	Bye-laws of ChipMOS TECHNOLOGIES (Bermuda) LTD. ⁽²⁾
2.1	Certificate of Incorporation of ChipMOS TECHNOLOGIES (Bermuda) LTD., dated August 15, 2000. ⁽¹⁾
4.1	Joint Venture Agreement, dated July 14, 1997, between Mosel Vitelic Inc. and Siliconware Precision Industries Co., Ltd. ⁽¹⁾
4.2	Asset Sales Agreement, dated June 14, 1999, between Microchip Technology Taiwan and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.3	Tessera Compliant Chip License Agreement, dated April 20, 1999, between Tessera Inc. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.4	License Agreement, dated April 1, 1999, between Fujitsu Ltd. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.5	Sales Agreement, dated February 10, 2000, between Sharp Corp. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.6	Raw Materials Processing Agreement, dated August 10, 2000, between Mosel Vitelic Inc. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.7	Raw Materials Processing Agreement, dated January 1, 2001, between Siliconware Precision Co. Ltd. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.8	Integrated Circuit Processing Agreement, dated January 1, 2001, between Siliconware Precision Co. Ltd. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.9	Integrated Circuit Processing and Warehousing Management Agreement, dated August 10, 2000, between Mosel Vitelic Inc. and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.10	Land Lease Agreement, dated November 26, 1997, between Science Based Industrial Park Administration and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.11	Land Lease Agreement, dated November 26, 1997, between Science Based Industrial Park Administration and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.12	Land Lease Agreement, dated September 1, 1997, between Science Based Industrial Park Administration and ChipMOS TECHNOLOGIES INC. ⁽¹⁾
4.13	Purchase Agreement, dated July 31, 1997, between ChipMOS TECHNOLOGIES INC. and Mosel Vitelic Inc. ⁽¹⁾
4.14	Form of Share Exchange Covenant Letter from the Company to the Shareholders. ⁽¹⁾
4.15	Amendment to the Integrated Circuit Processing and Warehousing Management Agreement, dated August 10, 2000, between Mosel Vitelic Inc. and ChipMOS TECHNOLOGIES INC, dated September 1, 2001. ⁽³⁾
4.16	Purchase Agreement, dated October 15, 2003, between ChipMOS TECHNOLOGIES INC. and DenMOS Technology Inc. ⁽³⁾
4.17	Sale and Purchase Agreement, dated April 25, 2003, between ChipMOS TECHNOLOGIES INC. and Ron How Investment Corp. (English Translation) ⁽⁴⁾
4.18	Sale and Purchase Agreement, dated April 25, 2003, between ChipMOS TECHNOLOGIES INC. and Yuan Shan Investment Corp. (English Translation) ⁽⁴⁾
4.19	Sale and Purchase Agreement, dated April 25, 2003, between ChipMOS TECHNOLOGIES INC. and Mosel Vitelic Inc. (English Translation) ⁽⁴⁾
4.20	Laser Stamping Machine Lease Agreement, dated November 1, 2002, between ChipMOS TECHNOLOGIES INC. and CHANTEK ELECTRONIC CO., LTD. (English Translation) ⁽⁴⁾
4.21	Automatic Stamping Machine Lease Agreement, dated December 1, 2002, between ChipMOS TECHNOLOGIES INC.

and CHANTEK ELECTRONIC CO., LTD. (English Translation)⁽⁴⁾

- 4.22 Raw Materials Processing Agreement, dated January 1, 2003, between ChipMOS TECHNOLOGIES INC. and CHANTEK ELECTRONIC CO., LTD. (English Translation)⁽⁴⁾
- 4.23 Integrated Circuit Processing Agreement, dated January 1, 2003, between ChipMOS TECHNOLOGIES INC. and CHANTEK ELECTRONIC CO., LTD. (English Translation)⁽⁴⁾
- 4.24 Technology Transfer Agreement, dated December 24, 2002, between ChipMOS TECHNOLOGIES INC. and ThaiLin Semiconductor Corp. (English Translation)⁽⁴⁾
- 4.25 Tester Equipment Lease Agreement, dated November 14, 2002, between ChipMOS TECHNOLOGIES INC. and ThaiLin Semiconductor Corp. (English Translation)⁽⁴⁾
- 4.26 Tester Equipment Lease Agreement, dated December 3, 2002, between ChipMOS TECHNOLOGIES INC. and ThaiLin Semiconductor Corp. (English Translation)⁽⁴⁾

- 4.27 Joint Engagement Letter, undated, by and among Ultima Electronics Corp., ChipMOS TECHNOLOGIES INC. and Sun-Fund Securities Ltd. (English Translation)⁽⁴⁾
 - 4.28 Lease Agreement, dated June 1, 2002, between ChipMOS TECHNOLOGIES INC. and SyncMOS Technologies, Inc. (English Translation)⁽⁴⁾
 - 4.29 Technology Transfer Agreement, dated August 1, 2002, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES (Shanghai) LTD.⁽⁴⁾
 - 4.30 Promissory Note from Modern Mind Technology Limited to Jesper Limited, dated November 4, 2002.⁽⁴⁾
 - 4.31 Deed of Variation, dated December 2, 2002, between Modern Mind Technology Limited and Jesper Limited.⁽⁴⁾
 - 4.32 Deed of Assignment, dated December 27, 2002, between Jesper Limited and ChipMOS TECHNOLOGIES (Bermuda) LTD.⁽⁴⁾
 - 4.33 Deed of Assignment, dated June 25, 2003, between Jesper Limited and ChipMOS TECHNOLOGIES INC.⁽⁴⁾
 - 4.34 Agreement, dated May 3, 2003, between Jesper Limited and Modern Mind Technology Limited.⁽⁴⁾
 - 4.35 Master loan agreement, dated July 12, 2004, among ChipMOS TECHNOLOGIES (Bermuda) LTD., Modern Mind Technology Limited, and Jesper Limited.
 - 4.36 Cooperation Agreement, dated March 27, 2002, between Shanghai Qingpu Industrial Zone Development (Group) Company and ChipMOS TECHNOLOGIES (Bermuda) LTD. (English Translation)⁽⁴⁾
 - 4.37 Deed of assignment, dated December 17, 2003, between ChipMOS TECHNOLOGIES INC. and ChipMOS TECHNOLOGIES (Bermuda) LTD.⁽⁵⁾
 - 4.38 Supplemental deed of assignment, dated May 14, 2004 between ChipMOS TECHNOLOGIES INC. and ChipMOS TECHNOLOGIES (Bermuda) LTD.⁽⁵⁾
 - 4.39 Second supplemental deed of assignment, dated October 11, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
 - 4.40 Assignment agreement, dated April 7, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.⁽⁵⁾
 - 4.41 Supplemental assignment agreement, dated May 14, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.⁽⁵⁾
 - 4.42 Second supplemental assignment agreement, dated October 11, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
 - 4.43 Patent license agreement, dated April 7, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.⁽⁵⁾
 - 4.44 Supplemental patent license agreement dated July 8, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
 - 4.45 Second supplemental patent license agreement dated October 11, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
 - 4.46 Third supplemental patent license agreement dated December 30, 2004, between ChipMOS TECHNOLOGIES (Bermuda) LTD. and ChipMOS TECHNOLOGIES INC.
 - 8.1 List of subsidiaries of ChipMOS TECHNOLOGIES (Bermuda) LTD.
 - 11.1 Code of Business Conduct and Ethics.⁽⁵⁾
 - 12.1 Certification of Chief Executive Officer required by Rule 13a-14(a) under the Exchange Act.
 - 12.2 Certification of Chief Financial Officer required by Rule 13a-14(a) under the Exchange Act.
 - 13.1 Certification of Chief Executive Officer required by Rule 13a-14(b) under the Exchange Act.
 - 13.2 Certification of Chief Financial Officer required by Rule 13a-14(b) under the Exchange Act.
 - 23.1 Consent of independent registered public accounting firm.
-

- (1) Incorporated by reference to our Registration Statement on Form F-1 (File No. 333-13218), filed on February 28, 2001.
- (2) Incorporated by reference to our report on Form 6-K, dated February 19, 2002.
- (3) Incorporated by reference to our Annual Report on Form 20-F (File No. 0-31106), filed on June 17, 2002.
- (4) Incorporated by reference to our Annual Report on Form 20-F (File No. 0-31106), filed on June 30, 2003.
- (5) Incorporated by reference to our Annual Report on Form 20-F (File No. 0-31106), filed on June 17, 2004.

MASTER LOAN AGREEMENT

dated as of July 12, 2004

among

ChipMOS TECHNOLOGIES (Bermuda) LTD., as lender,
Modern Mind Technology Limited, as borrower, and Jesper Limited, as guarantor

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I DEFINITIONS	
Section 1.01. Definitions	2
ARTICLE II THE DEMAND NOTE LOANS	
Section 2.01. The Demand Note Loans	6
Section 2.02. The Demand Note	6
Section 2.03. The Note	6
Section 2.04. Purpose of Initial Loan	6
Section 2.05. Repayment	6
Section 2.06. No Prepayments	7
Section 2.07. No Obligation to Provide Additional Loans	7
ARTICLE III INTEREST, METHOD OF PAYMENT, ETC.	
Section 3.01. Interest on Demand Notes	7
Section 3.02. Post Maturity Interest	7
Section 3.03. Maximum Interest Rate	7
ARTICLE IV DISBURSEMENT AND PAYMENT	
Section 4.01. Disbursements	8
Section 4.02. Disbursement of Initial Loan	8
Section 4.03. Method of Payment	8
ARTICLE V REPRESENTATIONS AND WARRANTIES	
Section 5.01. Representations and Warranties	8
ARTICLE VI CONDITIONS OF LENDING	
Section 6.01. Discretionary Provision of Funds	10
Section 6.02. Satisfaction of Conditions Precedent	11

ARTICLE VII
COVENANTS

Section 7.01.	Affirmative Covenants	11
Section 7.02.	Negative Covenants	12
Section 7.03.	Company Covenants	13
Section 7.04.	Further Assurances	14

ARTICLE VIII
EVENTS OF DEFAULT

Section 8.01.	Events of Default	14
---------------	-------------------	----

ARTICLE IX
CONVERSION

Section 9.01.	Optional Conversion	16
Section 9.02.	Authorized Modern Mind Shares	16
Section 9.03.	Conversion Procedures	16

ARTICLE X
OPTION

Section 10.01.	Option	16
Section 10.02.	Release from Obligations	17

ARTICLE XI
GUARANTEE

Section 11.01.	Guarantee	17
----------------	-----------	----

ARTICLE XII
PLEDGE AND SECURITY INTEREST

Section 12.01.	Pledge and Delivery of Modern Mind Shares	18
Section 12.02.	Enforceability	18
Section 12.03.	Discharge of the Pledged Modern Mind Shares	18
Section 12.04.	Power of Attorney	18

ARTICLE XIII
MISCELLANEOUS

Section 13.01.	GOVERNING LAW	19
Section 13.02.	Dispute Resolution	19

Section 13.03.	Expenses	20
Section 13.04.	Amendments	20
Section 13.05.	Termination Date	20
Section 13.06.	Cumulative Rights and No Waiver	20
Section 13.07.	Notices	20
Section 13.08.	Separability	22
Section 13.09.	Assignments and Participations	22
Section 13.10.	Execution in Counterparts	22

MASTER LOAN AGREEMENT

MASTER LOAN AGREEMENT, dated as of July 12, 2004, among ChipMOS TECHNOLOGIES (Bermuda) LTD., an exempted company incorporated under the laws of Bermuda (the "Company"), Jesper Limited, a company incorporated under the laws of the British Virgin Islands ("Jesper Limited"), and Modern Mind Technology Limited, a company incorporated under the laws of the British Virgin Islands and a wholly-owned subsidiary of Jesper Limited ("Modern Mind") ("this Agreement").

WITNESSETH:

WHEREAS, by a promissory note dated November 4, 2002, as varied by a Deed of Variation dated December 2, 2002, Modern Mind is indebted to Jesper Limited in the principal amount of US\$37,500,000 in such terms and conditions therein contained (the "Original Note");

WHEREAS, the Original Note provides that Jesper Limited may convert all amounts outstanding under the Original Note or any part thereof into ordinary shares of Modern Mind (the "Modern Mind Shares") at the conversion rate of US\$1.00 for one ordinary share of Modern Mind if repayment is not made when due;

WHEREAS, by a deed of assignment, dated as of December 27, 2002, the Company paid Jesper Limited US\$21,014,712.74 and Jesper Limited assigned to the Company Jesper Limited's rights under the Original Note with respect to US\$20,999,255 and accrued interest thereon;

WHEREAS, by an agreement, dated as of May 3, 2003, between Jesper Limited and Modern Mind the maturity of the Original Note was extended to November 3, 2003;

WHEREAS, by a deed of assignment, dated as of June 25, 2003, ChipMOS TECHNOLOGIES INC. ("ChipMOS Taiwan") paid Jesper Limited \$16,554,143 and Jesper Limited assigned to ChipMOS Taiwan Jesper Limited's rights under the Original Note with respect to US\$16,500,745 and accrued interest thereon;

WHEREAS, by an agreement, dated as of November 3, 2003, among Jesper Limited, the Company and Modern Mind, the maturity of the Original Note with respect to US\$20,999,255 and accrued interest thereon was extended to August 3, 2004;

WHEREAS, by an agreement, dated as of November 3, 2003, among Jesper Limited, ChipMOS Taiwan and Modern Mind, the maturity of the Original Note with respect to US\$16,500,745 and accrued interest thereon was extended to August 3, 2004;

WHEREAS, by a deed of assignment, dated as of December 17, 2003, as amended on May 14, 2004, ChipMOS Taiwan assigned to the Company ChipMOS Taiwan's entire interest in the Original Note for a purchase price of US\$16,594,249.93, which purchase price is to be paid on September 30, 2004; and

WHEREAS, Modern Mind owes the Company US\$37,500,000 plus accrued interest of US\$321,354.16 as of the date of this Agreement (the "Outstanding Amount");

WHEREAS, the parties wish to replace the Original Note in its entirety by a Demand Note (as defined herein) and to restructure their relationships as set forth herein;

WHEREAS, the Company is willing to provide Modern Mind a loan of US\$62,821,354.16, which includes the Outstanding Amount, in the form of a Demand Note (as defined herein) on the terms and conditions set forth herein and may be willing to provide Modern Mind with additional funds, should the Company in its sole and absolute discretion decide from time to time to provide additional funds;

WHEREAS, Modern Mind is willing to secure all of its obligations under such Demand Note hereunder by pledging to the Company the Collateral described in the Pledge Agreement dated the date hereof, among the Company, Modern Mind and ChipMOS TECHNOLOGIES (Shanghai) LTD. (the "Pledge Agreement");

WHEREAS, Jesper Limited is willing to guarantee all of Modern Mind's obligations under each Demand Note hereunder and to pledge to the Company all of the outstanding Modern Mind Shares as security for such guarantee and to secure the prompt performance of all of Jesper Limited's obligations hereunder;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

Section 1.01. Definitions. (a) Terms Generally. The terms defined in this Section 1.01 and elsewhere in this Agreement shall apply equally to both the singular and plural forms of the terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall be deemed to be followed by the phrase "without limitation". All references herein to Articles, Sections, Exhibits and Schedules shall be deemed references to Articles and Sections of, and Exhibits and Schedules to, this Agreement unless the context shall otherwise require. Unless otherwise provided, all references herein to "dollars" and "US\$" shall be deemed references to the lawful money of the United States of America.

(b) Accounting Terms. Except as otherwise expressly provided herein, all terms of an accounting or financial nature shall be construed in accordance with generally accepted accounting principles of the Republic of China (“ROC GAAP”), as in effect from time to time

(c) Other Terms. The following terms shall have the meanings ascribed to them below or in the Sections of this Agreement indicated below:

“Affiliate” of a Person shall mean any Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Person specified.

“Affiliated Entity” shall mean any corporation, partnership or limited liability company, in which Jesper Limited or Modern Mind, directly or indirectly, has 50% or more of the voting power or the right to receive 50% or more of the income (or, in the case of partnerships, distributions) or, upon dissolution or liquidation, the assets thereof.

“Business Day” shall mean any day except a Saturday, Sunday or other day on which commercial banks in the Republic of China are required or authorized by law to close.

“Capital Expenditures” shall mean, for any period, the aggregate of all expenditures (whether paid in cash or accrued as liabilities and including that portion of Capital Leases which is capitalized on the balance sheet of Modern Mind and its subsidiaries) by Modern Mind and its subsidiaries during that period that are included in the property, plant or equipment reflected in the balance sheet of Modern Mind and its subsidiaries.

“Capital Lease” shall mean, with respect to any Person, any obligation of such Person to pay rent or other amounts under a lease with respect to any property (whether real, personal or mixed) acquired or leased by such Person that is required to be accounted for as a liability on a balance sheet of such Person.

“Capital Lease Obligations” shall mean the obligation of any Person to pay rent or other amounts under a Capital Lease.

“ChipMOS Shanghai” shall mean ChipMOS TECHNOLOGIES (Shanghai) LTD.

“Collateral” shall have the meaning ascribed to such term in the recitals hereof.

“Credit Documents” shall mean this Agreement, the Pledge Agreement and the Demand Notes.

“Default” shall mean any event or circumstance which, with the giving of notice or the passage of time, or both, would become an Event of Default.

“Demand Note Loan” shall have the meaning set forth in Section 2.01.

“Demand Notes” shall have the meaning set forth in Section 2.02.

“Event of Default” shall mean any of the events described in Section 8.01.

“Governmental Authority” shall mean any nation or government, any state or other political subdivision thereof and any entity exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government.

“hereby”, “herein”, “hereof”, “hereunder” and words of similar import refer to this Agreement as a whole (including any schedules thereto) and not merely to the specific section, paragraph or clause in which the respective word appears.

“Indebtedness” of any Person shall mean, without duplication, (a) all indebtedness of such Person for borrowed money or for the deferred purchase price of property or services (including all obligations, contingent or otherwise, of such Person in connection with letter of credit facilities, acceptance facilities, Interest Rate Protection Agreements or other similar facilities including currency swaps) other than indebtedness to trade creditors and service providers incurred in the ordinary course of business, (b) all obligations of such Person evidenced by bonds, notes, debentures or other similar instruments, (c) all indebtedness created or arising under any conditional sale or other title retention agreement with respect to property acquired by such Person (even though the rights and remedies of the seller or lender under such agreement in the event of default are limited to repossession or sale of such property), (d) all Capital Lease Obligations of such Person, (e) all Indebtedness referred to in clause (a), (b), (c) or (d) above secured by (or for which the holder of such Indebtedness has an existing right, contingent or otherwise, to be secured by) any Lien upon or in property (including accounts and contract rights) owned by such Person, even though such Person has not assumed or become liable for the payment of such Indebtedness, (f) all preferred stock issued by such Person which is redeemable prior to the full satisfaction of the Company’s obligations under the Credit Documents (including repayment in full of the Demand Note Loans and all accrued interest thereon), other than at the option of such Person, valued at the greater of its voluntary or involuntary liquidation preference plus accrued and unpaid dividends and (g) all Indebtedness of others guaranteed by such Person.

“Initial Loan” shall have the meaning set forth in Section 2.01.

“Interest Expense” of Modern Mind shall mean, for any period, the actual expense, whether paid or accrued, incurred by Modern Mind for interest on its Indebtedness, as shown on the income statement for Modern Mind for such period.

“Lien” shall mean, with respect to any asset, (a) any mortgage, deed of trust, lien, pledge, encumbrance, charge or security interest in or on such asset, (b) the interest of a vendor or lessor under any conditional sale agreement, capital lease or title retention agreement relating to such asset, (c) in the case of securities, any purchase option, call or similar right of a third party with respect to such securities, and (d) any assignment of interest filed with any Governmental Authority.

“Material Adverse Effect” shall mean, with respect to Modern Mind, and ChipMOS Shanghai (i) any material adverse effect on the business, properties, condition (financial or otherwise) or operations of Modern Mind since any reference date, (ii) any material adverse effect on the ability of Modern Mind or ChipMOS Shanghai, as applicable, to perform its obligations hereunder and under any of the Credit Documents, (iii) any adverse effect on the legality, validity, binding effect or enforceability of any other Credit Document, and (iv) any adverse effect on the perfection (to the extent required under the Pledge Agreement) or priority of the Company Liens upon the Collateral and the Jesper Limited Collateral under the Security Documents.

“Modern Mind” shall have the meaning ascribed to such term in the introductory paragraph of this Agreement.

“Modern Mind Shares” shall have the meaning ascribed to such term in the recitals hereof.

“Permitted Encumbrances” shall mean (i) Liens for taxes not delinquent or being contested in good faith and by appropriate proceedings and for which reserves adequate under ROC GAAP are being maintained, (ii) deposits or pledges to secure obligations under workers’ compensation, social security or similar laws, or under unemployment insurance, (iii) deposits or pledges to secure bids, tenders, contracts (other than contracts for the payment of money), leases, statutory obligations, surety and appeal bonds and other obligations of like nature arising in the ordinary course of business, (iv) mechanics’, worker’s, materialmen’s or other like Liens arising in the ordinary course of business with respect to obligations which are not due or which are being contested in good faith, (v) minor imperfections of title on real estate, provided such imperfections do not render title unmarketable, (vi) any mortgage, encumbrance or other Lien upon, or security interest in, any property hereafter acquired, pursuant to a Capital Lease or otherwise, by the Company created contemporaneously with such acquisition to secure or provide for the payment or financing of any part of the purchase price thereof, or the assumption of any Lien upon, or security interest in, any such property hereafter acquired existing at the time of such acquisition, or the acquisition of any such property subject to any Lien without the assumption thereof, provided that each such Lien shall attach only to the property so acquired and fixed improvements thereon, including properties and improvements directly or indirectly owned by such acquired property and (vii) Liens granted to the Company pursuant to the Pledge Agreements.

“Person” shall mean any individual, sole proprietorship, partnership, joint venture, trust, unincorporated organization, association, corporation, institution, public benefit corporation, entity or government (whether Federal, state, county, city, municipal or otherwise, including any instrumentality, division, agency, body or department thereof).

“Pledge Agreements” shall have the meaning ascribed to such term in the recitals hereof.

“Termination Date” shall have the meaning set forth in Section 11.04.

ARTICLE II

THE DEMAND NOTE LOANS

Section 2.01. The Demand Note Loans. Upon the written request of Modern Mind, subject to the terms and conditions hereof and satisfaction of the conditions precedent contained in Sections 6.01 and 6.02 relating thereto, the Company agrees to make a loan to Modern Mind of US\$62,821,354.16 (the “Initial Loan”), which includes the Outstanding Amount, and the Company may, in its sole and absolute discretion which can be exercised without any limitation or restriction, agree to make additional loans to Modern Mind from time to time on or prior to the Termination Date. The provision of any loans (including the Initial Loan, each a “Demand Note Loan”) shall be upon the written request of Modern Mind, subject to the terms and conditions hereof and satisfaction of the conditions precedent contained in Sections 6.01 and 6.02 relating thereto and subject to any such further conditions, limitation or restrictions as the Company may determine from time to time.

Section 2.02. The Demand Note. Modern Mind’s obligation to repay the Demand Note Loans shall be evidenced by demand promissory notes of Modern Mind, substantially in the form of Exhibit A attached hereto (each, a “Demand Note”), payable to the order of the Company.

Section 2.03. The Note. Upon due execution of the Demand Note relating to the Initial Loan by Modern Mind, the parties agree that the Original Note shall be replaced in its entirety by the Demand Note relating to the Initial Loan and that the Outstanding Amount shall be governed by the terms and conditions of such Demand Note and this Agreement.

Section 2.04. Purpose of Initial Loan. Modern Mind will use the proceeds of the Initial Loan (except for the Outstanding Amount) solely in accordance with Section 5.01(f).

Section 2.05. Repayment. The Demand Notes, including all amounts in respect of capitalized interest and all accrued but not capitalized interest thereon, shall be repaid in full upon demand by the Company, unless, and only to the extent that, such Demand Notes have been converted pursuant to Section 9.01 hereof, in which case the terms and conditions of the Modern Mind Shares received by the Company upon such conversion shall govern.

Section 2.06. No Prepayments. Modern Mind shall not have the right to prepay all or any part of any Demand Note Loans prior to demand for payment by the Company or the earlier conversion of such Demand Note Loans pursuant to Section 9.01 hereof.

Section 2.07. No Obligation to Provide Additional Loans. The execution of this Agreement shall in no way obligate the Company to provide any Demand Note Loans other than the Initial Loan in accordance with the conditions set forth in this Agreement and the provision of any Demand Note Loans subsequent to the Initial Loan shall in no way obligate the Company to provide any additional Demand Note Loans.

ARTICLE III

INTEREST, METHOD OF PAYMENT, ETC.

Section 3.01. Interest on Demand Notes. Each Demand Note shall bear interest from the date of such Demand Note at a rate of 0.5% per annum (on the basis of a 360-day year), payable semi-annually, until demand or the earlier conversion of such Demand Note pursuant to Section 9.01 hereof.

Section 3.02. Post Maturity Interest. After any demand for repayment of any Demand Note, and during the continuance of any of the Events of Default described in Section 8.01(a), (b) or (c), such Demand Note shall bear interest, payable on demand, at a rate of 5% per annum (on the basis of a 360-day year).

Section 3.03. Maximum Interest Rate. (a) Nothing in this Agreement or any Demand Note shall require Modern Mind to pay interest at a rate exceeding the maximum rate permitted by applicable law.

(b) If the amount of interest payable on any interest payment date in respect of the immediately preceding interest computation period, computed pursuant to this Article III, would exceed the maximum amount permitted by applicable law to be charged, the amount of interest payable on such interest payment date shall automatically be reduced to such maximum permissible amount.

(c) If the amount of interest payable in respect of any interest computation period is reduced pursuant to clause (b) of this Section and the amount of interest payable in respect of any subsequent interest computation period would be less than the maximum amount permitted by law to be charged, then the amount of interest payable in respect of such subsequent interest computation period shall be automatically increased to such maximum permissible amount; provided that at no time shall the aggregate amount by which interest paid has been increased pursuant to this clause (c) exceed the aggregate amount by which interest paid has theretofore been reduced pursuant to clause (b) of this Section 3.03.

ARTICLE IV

DISBURSEMENT AND PAYMENT

Section 4.01. Disbursements. Any Demand Note Loans made by the Company to Modern Mind shall be disbursed promptly by wire transfer to an account designated by Modern Mind.

Section 4.02. Disbursement of Initial Loan. The Initial Loan, after deduction of the Outstanding Amount will be disbursed by wire transfer to an account designated by Modern Mind.

Section 4.03. Method of Payment. All payments by Modern Mind hereunder and under the Credit Documents shall be made without setoff or counterclaim to the Company by wire transfer in immediately available funds to an account designated by the Company, on the date when due.

ARTICLE V

REPRESENTATIONS AND WARRANTIES

Section 5.01. Representations and Warranties. Jesper Limited and Modern Mind each represents and warrants to the Company that:

(a) Authorized and Outstanding Modern Mind Shares. Modern Mind has an authorized share capital of 100,000,000 ordinary shares as set forth in the Memorandum of Association, a copy of which as currently in effect is attached hereto as Exhibit B. As of the date hereof, a total amount of 1,000 ordinary shares of Modern Mind are outstanding, all of which are owned by Jesper Limited, and, except for the Original Note, there are no debt securities, options, warrants or any other rights exercisable or exchangeable for Modern Mind Shares authorized or outstanding.

(b) Authority. Each of Jesper Limited and Modern Mind has full power and authority to execute, deliver and perform each of the Credit Documents to which it is a party and to grant to the Company the security interests and liens described therein and thereby and Modern Mind has full power and authority to make the borrowings contemplated hereby, to execute and deliver the Demand Notes and to incur the obligations provided for herein and therein, all of which have been duly authorized by all proper and necessary action on the part of Modern Mind.

(c) Authorizations. All authorizations, consents, approvals, registrations, notices, exemptions and licenses with or from Governmental Authorities and other Persons which are necessary for the borrowing hereunder, the grant of the security interests in and liens on the Collateral (as defined in the Pledge Agreements) the execution and delivery of the Credit Documents, the performance by each of Jesper Limited and Modern Mind of its respective obligations hereunder and thereunder and the exercise by the Company of their remedies hereunder and thereunder have been effected or obtained and are in full force and effect.

(d) Binding Agreements. This Agreement and each of the other Credit Documents to which it is a party (other than the Demand Notes) constitutes, and each Demand Note, when executed and delivered pursuant hereto for value received, will constitute, the valid and legally binding obligations of Jesper Limited or Modern Mind, as applicable, enforceable in accordance with their terms, and each of the Credit Documents to which Jesper Limited or Modern Mind is a party constitutes the valid and legally binding agreement of Jesper Limited or Modern Mind, as applicable, enforceable in accordance with its terms.

(e) Indebtedness. As of the date of this Agreement, except for the Indebtedness of Modern Mind hereunder, a US\$ 10 million loan owed by Modern Mind to Barits International Asset Management under a promissory note dated November 24, 2003 and due on November 24, 2004 (the "Barits Note"), and other Indebtedness permitted in accordance with Section 7.02, Modern Mind (together with ChipMOS Shanghai and its subsidiaries) has no Indebtedness.

(f) Use of Proceeds. The proceeds of the Initial Loan (except for the Outstanding Amount) and any subsequent Demand Note Loan shall, unless otherwise agreed by the Company, be used by Modern Mind solely to make a capital contribution of up to US\$25 million to ChipMOS TECHNOLOGIES (Shanghai) LTD. ("ChipMOS Shanghai") primarily for ChipMOS Shanghai's facility construction costs.

(g) Title to Assets. Modern Mind and ChipMOS Shanghai have good title to, or valid leasehold interest in, all properties and assets used in the business of Modern Mind or ChipMOS Shanghai, as applicable, except to the extent failure to have such title could not reasonably be expected to, individually or in the aggregate, have a Material Adverse Effect.

(h) The Pledge Agreement. The provisions of the Pledge Agreement will be effective to create in favor of the Company a valid, binding and enforceable security interest in all right, title and interest of Modern Mind in the Collateral described therein, and constitute a fully perfected first and prior security interest, lien or mortgage, in all right, title and interest of Modern Mind in such collateral, superior in right to any liens, which Modern Mind, Jesper Limited, any third Person may have against such Collateral or interests therein.

(i) The Jesper Limited Pledge. The provisions of Section Article XII will be effective to create in favor of the Company a valid, binding and enforceable security interest in all right, title and interest of Jesper Limited in all of the Modern Mind Shares outstanding as of the date hereof, and constitute a fully perfected first and prior security interest, lien, in all right, title and interest of Jesper Limited and Modern Mind in such collateral, superior in right to any liens, which any third Person may have against such collateral or interests therein.

ARTICLE VI

CONDITIONS OF LENDING

Section 6.01. Discretionary Provision of Funds. Upon the satisfaction of the conditions contained in this Article VI, the Company shall not be obligated to provide any funds other than the Initial Loan. At the sole discretion of the Company, which is without any limitation or restriction, the Company shall provide funds to Modern Mind upon its request. The Company will not agree to provide any funds hereunder until each of the following conditions and such other conditions as the Company may from time to time determine have been satisfied (it being understood that the satisfaction of the following conditions in no way obligates the Company to provide any funds other than the Initial Loan):

(a) Execution of Agreement. The Company shall have received this Agreement duly executed and delivered by Jesper Limited and Modern Mind.

(b) Pledge Agreement. The Company shall have received the Pledge Agreement, in substantially the form of Exhibit B hereto, duly executed and delivered by Modern Mind and ChipMOS Shanghai, respectively, granting to the Company, for its benefit, a security interest in the Collateral described therein together with such financing and assignment documents as provided in the Pledge Agreement and evidence satisfactory to the Company with respect to the Company's first priority security interest in the Collateral, listing all financing statements which name Modern Mind as debtor and which are filed in all relevant jurisdictions as provided in the Pledge Agreement).

(c) Delivery of Jesper Limited's Modern Mind Shares. The Company shall have received from Jesper Limited all the Modern Mind Shares owned by Jesper Limited to be held by the Company as security pursuant to Article XII below.

(d) Secretary's Certificate. The Company shall have received certified copies of all action taken by Jesper Limited and Modern Mind to authorize this Agreement and each of the other Credit Documents.

(e) Other Documents. The Company shall have received such other certificates and documents as the Company may require.

(f) Notice. For each Demand Note Loan other than the Initial Loan (i) the Company shall have received from Modern Mind, by not later than 10:00 a.m. (Taipei time) on a date which is at least five Business Days prior to the date on which Modern Mind requests such Demand Note Loan to be made, a written request for the making of a Demand Note Loan substantially in the form of Exhibit D and (ii) the Company shall have received from Modern Mind a certificate signed by an authorized officer of the Company certifying the purpose of the use of proceeds of such Loan.

(g) No Default. No Default or Event of Default shall have occurred and be continuing.

(h) Representations and Warranties; Covenants. The representations and warranties contained in Article V shall have been true when made and shall be true and correct with the same effect as though such representations and warranties had been made at the time of such Demand Note Loan and Jesper Limited and Modern Mind shall have complied with all of its covenants and agreements under this Agreement.

(i) Closing of Public Offering. The closing of the offering to the public of 7,000,000 common shares, par value US\$0.01 per share of the Company shall have occurred (the “Public Offering Closing”) and thirty (30) Business Days since the Public Offering Closing shall have lapsed.

Section 6.02. Satisfaction of Conditions Precedent. Delivery by Modern Mind of a Demand Note Loan request pursuant to Section 6.01(h) above shall be deemed to constitute a certification of Modern Mind that each of the foregoing conditions precedent in this Article VI has been satisfied or waived in writing by the Company.

ARTICLE VII

COVENANTS

Section 7.01. Affirmative Covenants.

So long as any amount under any Demand Note is outstanding or the Company holds less than 100% of the Modern Mind Shares, Jesper Limited and Modern Mind, hereby jointly and severally agree, on behalf of themselves and any of their subsidiaries, including ChipMOS Shanghai and its subsidiaries:

(a) Financial Statements. Deliver to the Company the following relating to themselves and their subsidiaries in English and in a form acceptable to the Company: (a) such financial statements, including audited financial statements if requested, as requested by the Company and (b) copies of all documents or other information sent to any shareholder. All financial statements shall be prepared under ROC GAAP;

(b) Reports. Deliver to the Company copies of any reports filed by Jesper Limited, Modern Mind, or any of their subsidiaries, including ChipMOS Shanghai and its subsidiaries, with any relevant securities exchange, regulatory authority or governmental agency;

(c) Inspection. Grant the Company the right to access and inspect the facilities, books and records of Jesper Limited, Modern Mind and any of their subsidiaries, including ChipMOS Shanghai or its subsidiaries, and to discuss the business, operations and conditions of Jesper Limited, Modern Mind and any of their subsidiaries, including ChipMOS Shanghai and its subsidiaries, with their respective directors, officers, employees, accountants, legal counsel and other advisors;

(d) Authorizations. Obtain when required, make and keep in full force and effect all authorizations from and registrations with Governmental Authorities and other persons that may be required for the validity or enforceability of the Credit Documents and any Liens created by the Credit Documents.

(e) Conduct of Business. Continue to conduct in all material respects the principal businesses of Modern Mind and ChipMOS Shanghai and its subsidiaries.

(f) Notification of Defaults. Promptly notify the Company upon the discovery by Jesper Limited or Modern Mind of the occurrence of any Default or Event of Default hereunder or of any Default under the Pledge Agreements.

Section 7.02. Negative Covenants.

So long as any amount under any Demand Note is outstanding and until payment in full of the Demand Notes or conversion in full of all Demand Notes into Modern Mind Shares in accordance with Section 9.01 below, prior written consent of the Company shall be required for any action (whether by amendment of the Memorandum or Articles of Association of Jesper Limited or Modern Mind or otherwise, and whether in a single transaction or a series of related transactions) that approves or effects any of the following transactions involving, or in relation to, Jesper Limited or Modern Mind or any of their respective subsidiaries (including ChipMOS Shanghai and its subsidiaries):

(i) alteration or change of the rights, preferences or privileges of the Modern Mind Shares or creation (by reclassification or otherwise) of any new class or series of shares of Modern Mind having rights, preferences or privileges senior to or on a parity with the Modern Mind Shares;

(ii) sale or issuance of any equity or debt security or warrant, option or other right to purchase any equity or debt security of Jesper Limited, Modern Mind, or ChipMOS Shanghai (with the exception of any shares issued upon conversion of the Demand Notes);

(iii) declaration or payment of any dividend or distribution or any other action resulting in the redemption or repurchase of any equity security;

(iv) any transaction resulting in any acquisitions, sale of control or assets, merger, consolidation, joint venture or partnership arrangements or incorporation of any subsidiary or passing any resolution relating to reduction of share capital, dissolution or liquidation other than the acquisition by the Company pursuant to the conversion option in accordance with Section 9.01;

(v) recapitalization, reclassification, split-off, spin-off or bankruptcy;

(vi) engagement in any business materially different from that currently engaged in or contemplated to be engaged in with the Company;

(vii) increase or decrease of the authorized size of the board or any committee;

(viii) transfer or sale of any intellectual property rights;

(ix) material change of the accounting methods or policies from ROC GAAP or appointment or change of auditors other than the auditors that are used by the Company;

(x) amendment or waiver of any provision of any Memorandum or Articles of Association or By-Laws;

(xi) sale, mortgage, pledge, lease, creation of any Lien, transfer or other disposition of any assets outside the ordinary course of business, except Permitted Encumbrances;

(xii) any form of financial arrangements, formal or informal, which include, but are not limited to, borrowing, lending, mortgaging, guarantying, collateralization, and paying third parties that involves payment in the aggregate in excess of US\$1,000,000;

(xiii) increase or reduction, or arrangements for the increase or reduction, of the authorized capital;

(xiv) making or authorization of, any Capital Expenditures; and

(xv) entering into any transactions with Affiliates.

Section 7.03. Company Covenants.

The parties agree that as soon as practicable following the Termination Date, the Company shall take all actions necessary to release the security interests granted to it by the Pledge Agreements and the other Security Documents.

Section 7.04. Further Assurances. At any time and from time to time, upon the written request of the Company, and at the sole expense of Jesper Limited or Modern Mind, as applicable, Jesper Limited or Modern Mind, as applicable will promptly and duly execute and deliver and cause any of its direct or indirect subsidiaries to execute and deliver any and all such further instruments and documents and take such further action as the Company may reasonably deem necessary to obtain the full benefits of this Agreement, any of the other Credit Documents, and of the rights and powers herein and therein granted, including any documents necessary to grant the Company a perfected first priority security interest in any assets or properties of Jesper Limited or Modern Mind, as applicable, or any of its direct or indirect subsidiaries on which the Credit Documents do not already grant Liens in favor of the Company.

ARTICLE VIII

EVENTS OF DEFAULT

Section 8.01. Events of Default. If one or more of the following events (each, an “Event of Default”) shall occur:

- (a) Default shall be made in the payment of any Demand Note when due and payable, whether upon demand, or otherwise; or
- (b) Default shall be made in the due observance or performance of any term, covenant, or agreement contained in the Pledge Agreements; or
- (c) Default shall be made in the due observance or performance of any term, covenant or agreement contained in this Agreement; or
- (d) Any representation or warranty made or deemed made by Jesper Limited or Modern Mind herein or any statement or representation made in any certificate or report delivered by or on behalf of Jesper Limited or Modern Mind in connection herewith or in connection with any Credit Document shall prove to have been false or misleading in any material respect when made; or
- (e) Any obligation (other than its obligation hereunder) of Jesper Limited or Modern Mind or any Affiliated Entity for the payment of Indebtedness which is outstanding is not paid within 5 days of the date when due or after the passage of any applicable grace period, if any, specified in any instrument evidencing such Indebtedness, or becomes or is declared to be due and payable prior to the expressed maturity thereof, or there shall have occurred an event specified in any agreement or instrument with any other Person the effect of which event is to cause, or (with the giving of notice or lapse of time or both) to permit any Person to cause, such amounts to become due, or to be repaid, prior to their stated maturity; or

(f) An involuntary case or other proceeding shall be commenced against Jesper Limited or Modern Mind or any Affiliated Entity seeking liquidation, reorganization or other relief with respect to it or its debts under any applicable bankruptcy, insolvency, reorganization or similar law now or hereafter in effect or seeking the appointment of a custodian, receiver, liquidator, assignee, trustee, sequestrator or similar official of it or any substantial part of its property, and such involuntary case or other proceeding shall remain undismissed and unstayed, or an order or decree approving or ordering any of the foregoing shall be entered and continued unstayed and in effect, in any such event, for a period of 30 days; or

(g) The commencement by Jesper Limited or Modern Mind or any Affiliated Entity of a voluntary case or proceeding under any applicable bankruptcy, insolvency, reorganization or other similar law or of any other case or proceeding to be adjudicated a bankrupt or insolvent, or the consent by any of them to the entry of a decree or order for relief in respect of Jesper Limited or Modern Mind, as applicable, or any Affiliated Entity in an involuntary case or proceeding under any applicable bankruptcy, insolvency, reorganization or other similar law or to the commencement of any bankruptcy or insolvency case or proceeding against any of them, or the filing by any of them of a petition or answer or consent seeking reorganization or relief under any applicable Federal or State law, or the consent by any of them to the filing of such petition or to the appointment of or taking possession by a custodian, receiver, liquidator, assignee, trustee, sequestrator or similar official of Jesper Limited or Modern Mind, as applicable, or any substantial part of its respective property, or the making by any of them of an assignment for the benefit of creditors, or the admission by any of them in writing of inability to pay their debts generally as they become due, or the taking of action by the Company or any Affiliated Entity in furtherance of any such action; or

(h) One or more judgments against Jesper Limited or Modern Mind, as applicable, or any Affiliated Entity or attachments against their respective properties, which in the aggregate exceed US\$50,000, or the operation or result of which could reasonably be expected to interfere materially and adversely with the conduct of the business of Jesper Limited or Modern Mind, as applicable, remain unpaid, unstayed on appeal, undischarged, unbonded, or undismissed for a period of 30 days; or

(i) Any court or governmental or regulatory authority shall have enacted, issued, promulgated, enforced or entered any statute, rule, regulation, judgment, decree, injunction or other order (whether temporary, preliminary or permanent) which is in effect and which prohibits, enjoins or otherwise restricts, in a manner that could reasonably be expected to have a Material Adverse Effect, any of the transactions contemplated under the Credit Documents;

then upon the happening of any of the foregoing Events of Default, the Demand Notes shall become and be immediately due and payable without declaration or notice to Jesper Limited or Modern Mind. Both Jesper Limited and Modern Mind expressly waives any presentment, demand, protest or other notice of any kind.

ARTICLE IX

CONVERSION

Section 9.01. Optional Conversion. Any amounts outstanding under any Demand Note, including amounts in respect of capitalized interest and accrued but not capitalized interest, shall be convertible at any time at the option of the Company into the Modern Mind Shares at a conversion rate of US\$1.00 for each Modern Mind Share. The conversion of amounts outstanding under any Demand Note shall not obligate the Company to convert all such outstanding amounts under such Demand Note nor any amounts outstanding under any other Demand Note.

Section 9.02. Authorized Modern Mind Shares. Modern Mind, in accordance with Section 7.02 shall, at all times, authorize, and keep authorized and unissued, a sufficient number of Modern Mind Shares to enable the Company to convert all amounts then outstanding under any Demand Notes at any time.

Section 9.03. Conversion Procedures. Upon Modern Mind's receipt of the Company's notice that it elects to convert amounts outstanding, including amounts in respect of capitalized interest and accrued but not capitalized interest, under any of the Demand Notes into such amount of Modern Mind Shares pursuant to Section 9.01 hereof, such amounts shall be deemed converted into such amount of Modern Mind Shares. Promptly after surrender by the Company of the outstanding Demand Notes representing the amounts so converted, Modern Mind shall deliver to the Company (i) such amount of Modern Mind Shares duly issued to the Company and registered in the name of the Company or its designee and (ii) a duly executed Demand Note representing any amounts outstanding, including amounts in respect of capitalized interest and accrued but not capitalized interest, on Demand Notes surrendered by the Company but which the Company did not elect to convert.

ARTICLE X

OPTION

Section 10.01. Option. Jesper Limited hereby grants the Company an exclusive option to acquire, at any time, from Jesper Limited the Modern Mind Shares then owned by Jesper Limited at an exercise price of US\$1.00 per each Modern Mind Share. The option granted hereby shall be irrevocable during the term of this Agreement and may be exercised by the Company or any of its designees. Prior to the Termination Date, Jesper Limited shall not sell, pledge, encumber in any way (other than pursuant to this Agreement) or otherwise transfer any interest in or to the Modern Mind Shares owned by it at any time.

Section 10.02. Release from Obligations. Upon full exercise of the option pursuant to Section 10.01, Jesper Limited is fully released from its obligations under this Agreement and any Demand Notes, including its obligations under Article XI.

ARTICLE XI

GUARANTEE

Section 11.01. Guarantee. (a) Jesper Limited hereby fully and unconditionally guarantees the due and punctual payment of all amounts payable by Modern Mind under any Demand Notes, in each case when and as the same shall become due and payable, and in each case in accordance with the terms of this Agreement. Jesper Limited hereby expressly waives its right to require the Company to pursue or exhaust its legal or equitable remedies against Modern Mind prior to exercising its rights hereunder against Jesper Limited.

(b) Jesper Limited hereby agrees that its obligations hereunder shall be as if it were principal debtor and not merely surety, and shall be absolute and unconditional, irrespective of, and unaffected by, any invalidity, irregularity or unenforceability of the Demand Notes or this Agreement, any failure to enforce the provisions of the Demand Notes or this Agreement, any waiver, modification or indulgence granted to Modern Mind with respect thereto by the Company, or any other circumstance which may otherwise constitute a legal or equitable discharge of a surety or guarantor. Jesper Limited hereby waives diligence, presentment, demand of payment, filing of claims with a court in the event of merger or bankruptcy of Modern Mind, any right to require a proceeding first against Modern Mind, protest or notice with respect to any indebtedness evidenced thereby or hereby and all demands whatsoever, and covenants that the guarantee of Jesper Limited will not be discharged with respect to the Demand Notes or this Agreement except by payment in full of all amounts owing in respect thereof. If at any time any payment under the Demand Notes or under this Agreement is rescinded or must be otherwise restored or returned upon the insolvency, bankruptcy or reorganization of Modern Mind, Jesper Limited's obligations hereunder with respect to such payment shall be reinstated as of the date of such rescission, restoration or return as though such payment had become due but had not been made at such time.

(c) The obligations of Jesper Limited under this section constitute a direct, senior, unsecured and unsubordinated obligation of Jesper Limited and ranks (i) *pari passu* in priority of payment, and in all other respects with all other senior, unsecured obligations of Jesper Limited and (ii) senior in priority of payment and in all other respects to all other indebtedness of Jesper Limited that is designated as subordinate or junior in right of payment to the guarantee.

ARTICLE XII

PLEDGE AND SECURITY INTEREST

Section 12.01. Pledge and Delivery of Modern Mind Shares. As security for the performance in full of the obligations of Modern Mind and Jesper Limited under this Agreement and any Demand Notes, Jesper Limited hereby delivers, pledges and assigns to the Company, and creates in favor of the Company, a first priority security interest in all of the right, title and interest in and to (i) all of the Modern Mind Shares that Jesper Limited holds, now and at any time in the future (the “Pledged Modern Mind Shares”), and (ii) all rights and privileges of Jesper Limited with respect to the Pledged Modern Mind Shares, now or hereinafter acquired, all proceeds, income and profits thereof and all property received in addition thereto, in exchange or substitution therefore. The Company shall hold the Pledged Modern Mind Shares as security for the Secured Obligations.

Section 12.02. Enforceability. Upon the occurrence of an Event of Default, or upon the occurrence of a default of Jesper Limited under Article XI, and at any time thereafter, the Company or its nominees may without further notice to Jesper Limited do all acts and things deemed necessary or reasonably required by the Company to procure in its absolute discretion that, to the extent permitted under applicable laws, the Pledged Modern Mind Shares are transferred into the name of the Company or its nominees.

Section 12.03. Discharge of the Pledged Modern Mind Shares. Where the Company is satisfied that all the Secured Obligations have been performed and discharged in full, the Company shall at the request of Jesper Limited release the Pledged Modern Mind Shares.

Section 12.04. Power of Attorney. Jesper Limited hereby irrevocably appoints the Company (or its designee), with full power of substitution by the Company (or its designee) as Jesper Limited’s true and lawful attorney-in-fact for the purposes of carrying out the provisions of this Article XII and taking any action and executing any instrument which the Company in good faith deems necessary or advisable to accomplish the purposes of this Article XII. The power of attorney granted pursuant to this Article XII and all authority hereby conferred are granted and conferred solely to protect the interest of the Company in the Pledged Modern Mind Shares and shall not impose any duty upon the Company to exercise any power. This power of attorney shall be unconditional and irrevocable and one coupled with an interest and will continue until all Secured Obligations are performed in full.

ARTICLE XIII
MISCELLANEOUS

Section 13.01. GOVERNING LAW. THIS AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO PRINCIPLES OF CONFLICTS OF LAWS THEREOF.

Section 13.02. Dispute Resolution.

(a) Any dispute, controversy or claim arising out of or relating to this Agreement, or the interpretation, breach, termination or validity hereof, shall be resolved through consultation. Such consultation shall begin immediately after one party hereto has delivered to the other party hereto a written request for such consultation. If within 30 days following the date on which such notice is given the dispute cannot be resolved, the dispute shall be submitted to arbitration upon the request of either party with notice to the other.

(b) The arbitration shall be conducted in Hong Kong under the auspices of the Hong Kong International Arbitration Centre (the "CENTRE"). There shall be three arbitrators, who shall be qualified to practice New York law. In the event the parties have not agreed on all arbitrators to constitute the arbitral panel within 30 days after a notice of arbitration, the Secretary General of the Centre shall appoint arbitrators to fill any unfilled positions on the panel.

(c) The arbitration proceedings shall be conducted in English. The arbitration tribunal shall apply the Arbitration Rules of the United Nations Commission on International Trade Law, as in effect at the time of the arbitration. However, if such rules are in conflict with the provision of this Section 11.02, including the provisions concerning the appointment of arbitrators, the provisions of this Section 11.02 shall prevail.

(d) The arbitrators shall decide any dispute submitted by the parties to the arbitration strictly in accordance with the substantive law of New York and shall not apply any other substantive law.

(e) Each party to an arbitration hereunder shall cooperate with the other in making full disclosure of and providing complete access to all information and documents reasonably requested by the other in confidentiality obligations binding on such party and rights of privileges to which the parties or their advisors may enjoy.

The award of the arbitration tribunal shall be final and binding upon the disputing parties, and the prevailing party may apply to a court of competent jurisdiction for enforcement of such award.

Either party shall be entitled to seek preliminary injunctive relief, if possible, from any court of competent jurisdiction pending the constitution of the arbitral tribunal.

Section 13.03. Expenses. Jesper Limited and Modern Mind agree to pay all reasonable out-of-pocket expenses incurred by the Company, including reasonable fees and disbursements of counsel, in connection with the Company's administration and enforcement of any provisions, of this Agreement, the other Credit Documents or any amendment or supplement hereto or thereto.

Section 13.04. Amendments. Any provision of this Agreement, the Demand Notes or the other Credit Documents may be amended or waived if, but only if, such amendment or waiver is in writing and is signed by Jesper Limited, Modern Mind and the Company.

Section 13.05. Termination Date. At any time when all amounts owing to the Company under the Demand Notes and the other Credit Documents have been paid in full or, in the case of amounts owing under the Demand Notes, converted into the Modern Mind Shares of Modern Mind, including all expenses to be paid by Jesper Limited and Modern Mind, this Agreement shall terminate on the date (the "Termination Date") that is five Business Days after the date on which the Company receives notice from Jesper Limited or Modern Mind to the effect that Jesper Limited or Modern Mind wishes to terminate this Agreement; *provided, however*, that the Company's covenant contained in Section 7.03 hereof shall survive the Termination Date.

Section 13.06. Cumulative Rights and No Waiver. Each and every right granted to the Company hereunder or under any other document delivered hereunder or in connection herewith, or allowed them by law or equity, shall be cumulative and may be exercised from time to time. No failure on the part of the Company to exercise, and no delay in exercising, any right will operate as a waiver thereof, nor will any single or partial exercise by the Company of any right preclude any other or future exercise thereof or the exercise of any other right.

Section 13.07. Notices. All notices or other communications required or permitted to be given hereunder shall be in writing in English and Chinese and shall be deemed to have been fully given on the date delivered by hand or by courier service such as Federal Express, or by other messenger (or, if delivery is refused, upon presentment) or upon receipt by facsimile transmission (provided that the confirmation of such facsimile transmission is delivered by hand or certified mail to the addressee of the facsimile within five (5) days of the delivery of the facsimile), or upon delivery by registered or certified mail (return receipt requested), postage prepaid, to the parties as follows:

If to Jesper Limited, at

Jesper Limited
Unit C, 16/FI., One Capital Place, 18
Luard Road, Wanchai
Hong Kong
Fax: 852 – 2527-0783
Attention: Edmund Yau

If to Modern Mind, at

c/o Anchor Limited
11th Floor, PCL Group Building
18 Lee Chung Street
Chai Wan
Hong Kong
Fax: 852-2851-3154
Attention: Zoe Lau

If to the Company, at

No. 1, R&D Road 1
Hsinchu Science Park
Hsinchu
Taiwan, Republic of China
Fax: 886-3-566-8981
Attention: Silvia Su

with a copy to

Sullivan & Cromwell LLP
28th Floor
Nine Queen's Road, Central
Hong Kong
Fax: (852) 2522-2280
Attention: Michael G. DeSombre

or to such other persons or addresses as the person to whom notice is given may have previously furnished in writing to the party giving such notice in the manner set forth above (provided that notice of any change of address shall be effective only upon receipt thereof).

Section 13.08. Separability. In case any one or more of the provisions contained in this Agreement shall be invalid, illegal or unenforceable in any respect under any law, the validity, legality and enforceability of the remaining provisions contained herein shall not in any way be affected or impaired thereby.

Section 13.09. Assignments and Participations. This Agreement shall be binding upon and inure to the benefit of Jesper Limited, Modern Mind and the Company and their respective successors and assigns, except that neither Jesper Limited nor Modern Mind nor the Company may assign or participate any rights or obligations hereunder; *provided, however*, that the Company shall be permitted to assign any of its rights and obligations hereunder to any of its Affiliates.

Section 13.10. Execution in Counterparts. This Agreement may be executed by the parties on separate counterparts which, when taken together with counterparts signed by each of the other parties, shall constitute a single fully executed Agreement which shall be as fully binding and effective as if each party had executed a single signature page.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

JESPER LIMITED

By /s/ Ma Ming Fai Gary

Name: Ma Ming Fai Gary

Title: Authorized Signatory

MODERN MIND TECHNOLOGY LIMITED

By /s/ Shih-Jye Cheng

Name: Shih-Jye Cheng

Title: Director

ChipMOS TECHNOLOGIES (Bermuda) LTD.

By /s/ Shih-Jye Cheng

Name: Shih-Jye Cheng

Title: Chairman & CEO

This Second Supplemental Deed of Assignment is made on October 11, 2004 **between:**

- (1) ChipMOS TECHNOLOGIES INC.**, a company incorporated under the laws of the Republic of China (the “Vendor”); and
- (2) ChipMOS TECHNOLOGIES (Bermuda) LTD.**, a company organized under the laws of Bermuda (the “Purchaser”).

Whereas

- (A) The Vendor and the Purchaser have entered into the Deed of Assignment dated as of December 17, 2003 (the “Deed of Assignment”), pursuant to which the Vendor assigned to the Purchaser its entire interest in the Note.
- (B) The Vendor and the Purchaser have entered into the Supplemental Deed of Assignment Agreement dated as of May 14, 2004 (the “First Supplemental Deed of Assignment”).
- (C) This Second Supplemental Deed of Assignment is supplemental to the Deed of Assignment and the First Supplemental Deed of Assignment.

NOW, THEREFORE, it is agreed by the parties hereto as follows:

1 Definitions

Capitalised terms used in this Second Supplemental Deed of Assignment but not defined herein shall have the meanings given to them in the Deed of Assignment.

2 Incorporation by Reference

Except as otherwise provided herein, the terms of the Deed of Assignment shall apply to this Second Supplemental Deed of Assignment as if they were set out herein and the Deed of Assignment shall be read and construed as one document with this Second Supplemental Deed of Assignment.

3 Amendment to Deed of Assignment

Article 2 of the Deed of Assignment shall be deleted and replaced with the following:

“The Purchase Price shall be paid in full no later than December 30, 2004 to the Vendor through wire transfer to the bank account as designated by the Vendor. Both Parties acknowledge that the Purchaser had paid USD\$7,894,249.93 in July 2004 and the remaining balance of the Purchase Price as of September 30, 2004 is USD\$8,700,000.”

IN WITNESS WHEREOF, this Second Supplemental Deed of Assignment has been executed as of the day and year first above set forth.

ChipMOS TECHNOLOGIES INC.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman

ChipMOS TECHNOLOGIES (Bermuda) LTD.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman & CEO

This Second Supplemental Assignment Agreement is made on October 11, 2004 **between:**

- (1) **ChipMOS TECHNOLOGIES INC.**, a company incorporated under the laws of the Republic of China (the “Assignor”); and
- (2) **ChipMOS TECHNOLOGIES (Bermuda) LTD.**, a company organized under the laws of Bermuda (the “Assignee”).

Whereas

- (A) The Assignor and the Assignee have entered into the Assignment Agreement dated as of April 17, 2004 (the “Assignment Agreement”), pursuant to which the Assignor transferred the Technologies it owned to the Assignee.
- (B) The Assignor and the Assignee have entered into the Supplemental Assignment Agreement dated as of May 14, 2004 (the “First Supplemental Assignment Agreement”).
- (C) This Second Supplemental Assignment Agreement is supplemental to the Assignment Agreement and the First Supplemental Assignment Agreement.

NOW, THEREFORE, it is agreed by the parties hereto as follows:

1 Definitions

Capitalised terms used in this Second Supplemental Assignment Agreement but not defined herein shall have the meanings given to them in the Assignment Agreement.

2 Incorporation by Reference

Except as otherwise provided herein, the terms of the Assignment Agreement shall apply to this Second Supplemental Assignment Agreement as if they were set out herein and the Assignment Agreement shall be read and construed as one document with this Second Supplemental Assignment Agreement.

3 Amendment to Assignment Agreement

Article 3 of the Assignment Agreement shall be deleted and replaced with the following:

“The Assignee hereby agrees and covenants to pay to the Assignor on December 30, 2004 the aggregate purchase price of the Technologies of US\$19.7 million in immediately available funds by wire transfer to a bank account or accounts designated by the Assignor.”

IN WITNESS WHEREOF, this Second Supplemental Assignment Agreement has been executed as of the day and year first above set forth.

ChipMOS TECHNOLOGIES INC.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman

ChipMOS TECHNOLOGIES (Bermuda) LTD.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman & CEO

This Supplemental Patent License Agreement is made on July 8, 2004 **between:**

- (1) ChipMOS TECHNOLOGIES (Bermuda) LTD.**, a company organized under the laws of Bermuda (the “Licensor”); and
- (2) ChipMOS TECHNOLOGIES INC.**, a company incorporated under the laws of the Republic of China (the “Licensee”).

Whereas

- (A) The Licensor and the Licensee have entered into the Patent License Agreement dated as of April 7, 2004 (the “Patent License Agreement”), pursuant to which the Licensor grants the Licensee a non-exclusive royalty-bearing license with respect to certain patents and patent applications until the expiration of the term of the last of these patents.
- (B) This Supplemental Patent License Agreement is supplemental to the Patent License Agreement.

NOW, THEREFORE, it is agreed by the parties hereto as follows:

1 Definitions

Capitalised terms used in this Supplemental Patent License Agreement but not defined herein shall have the meanings given to them in the Patent License Agreement.

2 Incorporation by Reference

Except as otherwise provided herein, the terms of the Patent License Agreement shall apply to this Supplemental Patent License Agreement as if they were set out herein and the Patent License Agreement shall be read and construed as one document with this Supplemental Patent License Agreement.

3 Amendment to Assignment Agreement

Article 3.2 of the Patent License Agreement shall be deleted and replaced with the following:

“Time of Payments. The royalty shall be payable to Licensor by Licensee in United States dollars in 80 quarterly instalments in arrears, each instalment in an amount of US\$250,000. The first instalment shall be made on September 30, 2004 and the remaining instalments shall be made every three months thereafter. All payments shall be made to such address as Licensor may from time to time designate.”

IN WITNESS WHEREOF, this Supplemental Patent License Agreement has been executed as of the day and year first above set forth.

ChipMOS TECHNOLOGIES (Bermuda) LTD.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman & CEO

ChipMOS TECHNOLOGIES INC.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman

This Second Supplemental Patent License Agreement is made on October 11, 2004 **between:**

- (1) **ChipMOS TECHNOLOGIES (Bermuda) LTD.**, a company organized under the laws of Bermuda (the “Licensor”); and
- (2) **ChipMOS TECHNOLOGIES INC.**, a company incorporated under the laws of the Republic of China (the “Licensee”).

Whereas

- (A) The Licensor and the Licensee have entered into the Patent License Agreement dated as of April 7, 2004 (the “Patent License Agreement”), pursuant to which the Licensor grants the Licensee a non-exclusive royal-bearing license with respect to certain patents and patent applications until the expiration of the term of the last of these patents.
- (B) The Licensor and the Licensee have entered into the Supplemental Patent License Agreement dated as of July 8, 2004 (the “First Supplemental Patent License Agreement”).
- (C) This Second Supplemental Patent License Agreement is supplemental to the Patent License Agreement and the First Supplemental Patent License Agreement.

NOW, THEREFORE, it is agreed by the parties hereto as follows:

1 Definitions

Capitalised terms used in this Second Supplemental Patent License Agreement but not defined herein shall have the meanings given to them in the Patent License Agreement.

2 Incorporation by Reference

Except as otherwise provided herein, the terms of the Patent License Agreement shall apply to this Second Supplemental Patent License Agreement as if they were set out herein and the Patent License Agreement shall be read and construed as one document with this Second Supplemental Patent License Agreement.

3 Amendment to Patent License Agreement

Article 3.2 of the Patent License Agreement shall be deleted and replaced with the following:

“Time of Payment. The royalty shall be payable to Licensor by Licensee in United States dollars in 80 quarterly instalments in arrears, each instalment in an amount of US\$250,000. The first instalment shall be made on December 30, 2004 and the remaining instalments shall be made every three months thereafter. All payments shall be made to such address as Licensor may from time to time designate.”

IN WITNESS WHEREOF, this Second Supplemental Patent License Agreement has been executed as of the day and year first above set forth.

ChipMOS TECHNOLOGIES (Bermuda) LTD.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman & CEO

ChipMOS TECHNOLOGIES LTD.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman

This Third Supplemental Patent License Agreement is made on December 30, 2004 **between:**

- (1) **ChipMOS TECHNOLOGIES (Bermuda) LTD.**, a company organized under the laws of Bermuda (the “Licensor”); and
- (2) **ChipMOS TECHNOLOGIES INC.**, a company incorporated under the laws of the Republic of China (the “Licensee”).

Whereas,

- (A) The Licensor and the Licensee have entered, into the Patent License Agreement dated as of April 7, 2004 (the “Patent License Agreement”), pursuant to which the Licensor grants the Licensee a non-exclusive royalty-bearing license with respect to certain patents and patent applications until the expiration of the term of the last of these patents.
- (B) The Licensor and the Licensee have entered into the First Supplemental Patent License Agreement dated as of July 8, 2004 (the “First Supplemental Patent License Agreement”).
- (C) The Licensor and the Licensee have entered into the Second Supplemental Patent License Agreement dated as of October 11, 2004 (the “Second Supplemental Patent License Agreement”).
- (D) This Third Supplemental Patent License Agreement is supplemental to the Patent License Agreement, the First Supplemental Patent License Agreement and the Second Supplemental Patent License Agreement.

NOW THEREFORE, it is agreed by the parties hereto as follows:

1 Definitions

Capitalised terms used in this Third Supplemental Patent License Agreement but not defined herein shall have the meanings given to them in the Patent License Agreement.

2 Incorporation by Reference

Except as otherwise provided herein, the terms of the Patent License Agreement shall apply to this Third Supplemental Patent License Agreement as if they were set out herein and the Patent License Agreement shall be read and construed as one document with this Third Supplemental Patent License Agreement.

3 Amendment to Patent License Agreement

Article 3.2 of the Patent License Agreement shall be deleted and replaced with the following:

“Time of Payments. The royalty shall be payable to Licensor by Licensee in United States dollars in 80 quarterly instalments in arrears, each instalment to an amount of US\$250,000. The first instalment shall be made on March 30, 2005 and the remaining instalments shall be made every three months thereafter. All payments shall be made to such address as Licensor may from time to time designate.”

IN WITNESS WHEREOF, this Third Supplemental Patent License Agreement has been executed as of the day and year first above set forth.

ChipMOS TECHNOLOGIES (Bermuda) LTD.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman & CEO

ChipMOS TECHNOLOGIES INC.

By: /s/ Shih-Jye Cheng
Name: Shih-Jye Cheng
Title: Chairman

List of Principal Subsidiaries

Name	Place of Incorporation
ChipMOS TECHNOLOGIES INC.	Republic of China
ChipMOS TECHNOLOGIES (H.K.) Limited	Hong Kong
Modern Mind Technology Limited	British Virgin Islands
ChipMOS TECHNOLOGIES (Shanghai) LTD.	People's Republic of China
ThaiLin Semiconductor Corp.	Republic of China
CHANTEK ELECTRONIC CO., LTD.	Republic of China
ChipMOS Logic TECHNOLOGIES INC.	Republic of China

CERTIFICATIONS

I, Shih-Jye Cheng, certify that:

1. I have reviewed this annual report on Form 20-F of ChipMOS TECHNOLOGIES (Bermuda) LTD.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the company and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) [omitted pursuant to the guidance of Release Nos. 33-8238 (June 5, 2003), 33-8392 (February 24, 2004) and 33-8545 (March 2, 2005)];
 - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of company's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 29, 2005

/s/ Shih-Jye Cheng

Name: Shih-Jye Cheng

Title: Chairman and Chief Executive Officer

CERTIFICATIONS

I, Shou-Kang Chen, certify that:

1. I have reviewed this annual report on Form 20-F of ChipMOS TECHNOLOGIES (Bermuda) LTD.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) [omitted pursuant to the guidance of Release Nos. 33-8238 (June 5, 2003), 33-8392 (February 24, 2004) and 33-8545 (March 2, 2005)];
 - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of company's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 29, 2005

/s/ Shou-Kang Chen

Name: Shou-Kang Chen
Title: Chief Financial Officer

ChipMOS TECHNOLOGIES (Bermuda) LTD.

CERTIFICATION

Pursuant to 18 U.S.C. §1350, the undersigned, Shih-Jye Cheng, Chairman and Chief Executive Officer of ChipMOS TECHNOLOGIES (Bermuda) Ltd. (the "Company"), hereby certifies, to his knowledge, that the Company's annual report on Form 20-F for the year ended December 31, 2004 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 29, 2005

/s/ Shih-Jye Cheng

Name: Shih-Jye Cheng
Title: Chairman and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. §1350 and is not being filed as part of the Report or as a separate disclosure document.

ChipMOS TECHNOLOGIES (Bermuda) LTD.

CERTIFICATION

Pursuant to 18 U.S.C. §1350, the undersigned, Shou-Kang Chen, Chief Financial Officer of ChipMOS TECHNOLOGIES (Bermuda) Ltd. (the "Company"), hereby certifies, to his knowledge, that the Company's annual report on Form 20-F for the year ended December 31, 2004 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 29, 2005

/s/ Shou-Kang Chen

Name: Shou-Kang Chen
Title: Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. §1350 and is not being filed as part of the Report or as a separate disclosure document.

Our Ref: 3170/2005/GEN/AFGCO04F

MOORE STEPHENS
CERTIFIED PUBLIC ACCOUNTANTS

905 Silvercord, Tower 2
30 Canton Road
Tsimshatsui
Kowloon
Hong Kong

Tel : (852) 2375 3180
Fax : (852) 2375 3828
E-mail : ms@ms.com.hk
www.ms.com.hk

馬
施
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師

29 June 2005

The Board of Directors
ChipMOS TECHNOLOGIES (Bermuda) LTD.
No.1, R&D Road 1
Hsinchu Science Park
Hsinchu
Republic of China

Attention: Mr. S.J. Cheng

Dear Sirs,

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in Registration Statement No. 333-85290 of ChipMOS TECHNOLOGIES (Bermuda) LTD. on Form S-8 of our report dated April 1, 2005, appearing in this Annual Report on Form 20-F of ChipMOS TECHNOLOGIES (Bermuda) LTD. for the year ended December 31, 2004 (the "Annual Report"). We also consent to the inclusion of our report in the Annual Report.

Yours faithfully,

/s/ Moore Stephens

Moore Stephens
Certified Public Accountants
Hong Kong

*A member of Moore Stephens
International Limited
members in principal
cities throughout the world*