CHIPMOS TECHNOLOGIES BERMUDA LTD Form 6-K March 19, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

# FORM 6-K

# REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2008

# ChipMOS TECHNOLOGIES (Bermuda) LTD.

(Translation of Registrant s Name Into English)

No. 1, R&D Rd. 1, Hsinchu Science Park

Hsinchu, Taiwan

Republic of China

(Address of Principal Executive Offices)

| (Indicate by check mark whether the re   | gistrant files or will file annual re | eports under cover of Forn | n 20-F or Form 40-F.)     |                         |
|--|---------------------------------------|----------------------------|---------------------------|-------------------------|
|  | Form 20-F <u>ü</u>                    | Form 40-F                  |                           |                         |
| (Indicate by check mark whether the re<br>the Commission pursuant to Rule 12g3 | 0 ,                                   |                            | m is also thereby furnish | ning the information to |
|  | Yes                                   | No <u>ü</u>                |                           |                         |
| (If Yes is marked, indicate below th   | e file number assigned to the regi    | strant in connection with  | Rule 12g3-2(b): 82-       | .)                      |

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ChipMOS TECHNOLOGIES (Bermuda) LTD.

(Registrant)

Date: March 20, 2008 By /s/ S. J. Cheng Name: S. J. Cheng

Title: Chairman & Chief Executive Officer

## **EXHIBITS**

## Exhibit

## Number

1.1 Press Release

Exhibit 1.1

**Contacts:** 

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ChipMOS REPORTS FOURTH QUARTER AND FULL YEAR 2007 RESULTS

Net debt to equity ratio reduced by 24.1% from 3Q 07 to 4Q 07

**Hsinchu, Taiwan, March 19, 2008** ChipMOS TECHNOLOGIES (Bermuda) LTD. ( ChipMOS or the Company ) (NASDAQ: IMOS) today reported unaudited consolidated financial results for the fourth quarter and full year ended December 31, 2007. All U.S. dollar figures in this release are based on the exchange rate of NT\$32.43 against US\$1.00 as of December 31, 2007.

Net revenue on a US GAAP basis for the fourth quarter of 2007 was NT\$6,101.6 million or US\$188.1 million, an increase of 3.1% from NT\$5,920.8 million or US\$182.6 million for the same period in 2006 and an increase of 2.7% from NT\$5,939.4 million or US\$183.1 million in the third quarter of 2007. Under US GAAP, the gross margin for the fourth quarter of 2007 was 24.6%, compared to 31.7% for the same period in 2006 and 24.2% for the third quarter of 2007.

Net income on a US GAAP basis for the fourth quarter of 2007 was NT\$1,231.8 million or US\$38.0 million, and NT\$14.70 or US\$0.45 per basic common share, compared to NT\$1,268.8 million or US\$39.1 million, and NT\$15.24 or US\$0.47 per basic common share, for the third quarter of 2007. Net income under US GAAP includes non-cash gains for changes in the fair value of the embedded derivative liabilities of NT\$554.4 million or US\$17.1 million and amortization of discount on convertible notes of NT\$84.2 million or US\$2.6 million for the fourth quarter of 2007 and non-cash gains for changes in the fair value of the embedded derivative liabilities of NT\$759.6 million or US\$23.4 million and amortization of discount on convertible notes of NT\$91.1 million or US\$2.8 million for the third quarter of 2007. Excluding the above special items regarding the convertible notes, non-GAAP adjusted net income for the fourth quarter of 2007 was NT\$761.6 million or US\$23.5 million, and NT\$9.09 or US\$0.28 per basic common share, compared to non-GAAP adjusted net income of NT\$600.3 million or US\$18.5 million, and NT\$7.21 or US\$0.22 per basic common share in the third quarter of 2007.

Under US GAAP, net revenue for the fiscal year ended December 31, 2007 was NT\$23,597.6 million or US\$727.6 million, an increase of 15.8% from NT\$20,375.2 million or US\$628.3 million for the fiscal year ended December 31, 2006. Under US GAAP, net income for the fiscal year ended December 31, 2007 was NT\$2,901.7 million or US\$89.5 million, and NT\$36.13 or US\$1.11 per common share, compared to net income of NT\$1,253.1 million or US\$38.6 million, and NT\$18.22 or US\$0.56 per common share, for the fiscal year ended December 31, 2006. Net income for the fiscal year ended December 31, 2007 under US GAAP includes non-cash gains for changes in the fair value of the embedded derivative liabilities of NT\$1,156.8 million or US\$35.7 million and amortization of discount on convertible notes of NT\$357.5 million or US\$11.0 million. Excluding the above special items regarding the convertible notes, non-GAAP adjusted net income for the fiscal year ended December 31, 2007 was NT\$2,102.4 million or US\$64.8 million, and NT\$26.18 or US\$0.81 per basic common share.

The unaudited consolidated financial results of ChipMOS for the fourth quarter ended December 31, 2007 included the financial results of ChipMOS TECHNOLOGIES INC., ChipMOS Japan Inc., ChipMOS U.S.A., Inc., ChipMOS TECHNOLOGIES (H.K.) Limited, MODERN MIND TECHNOLOGY LIMITED and its wholly-owned subsidiary ChipMOS TECHNOLOGIES (Shanghai) LTD., and ThaiLin Semiconductor Corp.

S.J. Cheng, Chairman and Chief Executive Officer of ChipMOS, said, We successfully achieved revenue growth over both the prior quarter and the fourth quarter of 2006, as well as on year-over-year basis, despite continued pricing pressure in DRAM products. We also increased our gross margin to 24.6% in the fourth quarter, compared to 24.2% in the third quarter of 2007. We will continue our efforts in cost reduction in 2008 to enhance profitability measures that added to our performance in 2007. In addition, revenue derived from our flash business increased by 16.2% in the fourth quarter of 2007 from the third quarter of 2007 as we increased our business with a strategic NOR flash customer, as well as

gaining other new business from both Taiwan and overseas customers.

S.K. Chen, Chief Financial Officer of ChipMOS, said, Our CapEx in the fourth quarter of 2007 was US\$37.3 million, which was down from US\$39.9 million in the third quarter of 2007. The improved cash flow in 2007 made our net debt to equity ratio significantly reduced from 97.6% in the third quarter of 2007 to 73.5% on the fourth quarter of 2007. Our net debt is calculated by subtracting cash and cash equivalents and financial assets at fair value through profit or loss from the sum of short-term bank loans, long-term debts and current portion of long-term debts. We intend to remain conservative with our capital expenditures going forward to generate more free cash flow from our operation, and we intend to use the cash savings to reduce our debt.

#### **Selected Operation Data**

|  | 4Q07              | 3Q07              | FY07               |
|--|-------------------|-------------------|--------------------|
| Revenue by segment                               |                   |                   |                    |
| Testing  | 50%               | 48%               | 49%                |
| Assembly   | 34%               | 36%               | 34%                |
| LCD Driver                                       | 16%               | 16%               | 17%                |
| Utilization by segment                           |                   |                   |                    |
| Testing  | 81%               | 77%               | 78%                |
| Assembly   | 86%               | 90%               | 86%                |
| LCD Driver                                       | 69%               | 71%               | 71%                |
| Overall  | 81%               | 80%               | 80%                |
| CapEx  | US\$ 37.3 million | US\$ 39.9 million | US\$ 187.9 million |
| Testing  | 52%               | 77%               | 50%                |
| Assembly   | 42%               | 14%               | 34%                |
| LCD Driver                                       | 6%                | 9%                | 16%                |
| Depreciation and amortization expenses (US GAAP) | US\$ 55.6 million | US\$ 53.3 million | US\$ 213.4 million |

#### First Quarter 2008 Outlook

Mr. Cheng continued, So far in 2008, our DRAM business has faced a rapid decline in customer demand, which may result in a price cut in our DRAM business for the first quarter. We currently expect DRAM oversupply in the market to continue, and overall market visibility in following quarters remains limited. As a result, we currently expect flash revenue in the first quarter of 2008 to decline due to normal seasonality and fewer working days in February from Chinese New Year. Such seasonality is expected to have minimal impact on our NOR flash wafer sort business due to our long-term program with our NOR flash customer. Together with the growing NAND business, we currently expect our flash business will continue to play a significant role in our business going forward. Finally, our driver IC business in the first quarter of 2008 is still expected to be in the down cycle. We currently anticipate that the first quarter will be the bottom of 2008 for our driver IC business, and the demand may gradually come back in the second quarter mainly due to decreased inventory level in the channel. However, we remain cautiously optimistic about the LCD market in 2008.

Considering all the negative impacts as: low capacity DRAM utilization rate, DRAM price erosion, seasonality in driver IC demand, and fewer working days in the first quarter, ChipMOS currently expects revenue for the first quarter of 2008 to be in the range of approximately US\$144 million to US\$150 million, which would represent approximately 20% to 23% decline compared to the fourth quarter of 2007. The Company currently expects US GAAP gross margin on a consolidated basis for the first quarter of 2008 to be in the range of approximately 8% to 11%, primarily due to lower capacity utilization. While we expect the market to be difficult in the first quarter of 2008, ChipMOS expects to have sufficient cash flow, and will continue its efforts on its cost savings to maintain profitability.

#### **Investor Conference Call / Webcast Details**

ChipMOS will review detailed fourth quarter 2007 results on Wednesday, March 19, 2008 at 7:00PM ET (7:00AM, March 20, Taiwan time). The conference call-in number is 1-201-689-8562. A live webcast of the conference call will be available at ChipMOS website at <a href="http://www.chipmos.com/">http://www.chipmos.com/</a>. The playback will be available in 2 hours after the conclusion of the conference call and will be accessible by dialing 1-201-612-7415. The account number to access the replay is 3055 and the confirmation ID number is 275713.

#### About ChipMOS TECHNOLOGIES (Bermuda) LTD.:

ChipMOS (<a href="http://www.chipmos.com/">http://www.chipmos.com/</a>) is a leading independent provider of semiconductor testing and assembly services to customers in Taiwan, Japan, and the U.S. With advanced facilities in Hsinchu and Southern Taiwan Science Parks in Taiwan and Shanghai, ChipMOS and its subsidiaries provide testing and assembly services to a broad range of customers, including leading fabless semiconductor companies, integrated device manufacturers and independent semiconductor foundries.

#### **Forward-Looking Statements**

Certain statements contained in this announcement may be viewed as forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. Further information regarding these risks, uncertainties and other factors is included in the Company s most recent Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the SEC ) and in the Company s other filings with the SEC.

#### **Use of Non-GAAP Information**

Readers are reminded that non-GAAP numbers contained in this announcement are merely a supplement to, and not a replacement for, the GAAP financial measures. These non-GAAP numbers should be read in conjunction with the US GAAP financial measures. It should be noted as well that the non-GAAP information provided in this announcement may be different from the non-GAAP information provided by other companies.

FINANCIAL TABLES FOLLOW BELOW

## CONSOLIDATED INCOME STATEMENT

For the Three Months and the Year Ended December 31, 2007, 2006

Figures in Million of U.S. dollars  $(USD)^{(I)}$ 

## **Except for Per Share Amounts and Shares Outstanding**

|  |                                     | ROC                                 | US GAAP<br>3 months                 |                                   |                                     |                                     |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|
|  | 3 months ended                      |                                     | Year                                | ended                             | ended                               | Year ended                          |
|  | Dec. 31, 2007<br>(Unaudited)<br>USD | Dec. 31, 2006<br>(Unaudited)<br>USD | Dec. 31, 2007<br>(Unaudited)<br>USD | Dec. 31, 2006<br>(Audited)<br>USD | Dec. 31, 2007<br>(Unaudited)<br>USD | Dec. 31, 2007<br>(Unaudited)<br>USD |
| Net Revenue  | 188.1                               | 182.6                               | 727.6                               | 628.3                             | 188.1                               | 727.6                               |
| Cost of Revenue  | 140.9                               | 124.5                               | 537.9                               | 439.5                             | 141.9                               | 539.5                               |
| Gross Profit   | 47.2                                | 58.1                                | 189.7                               | 188.8                             | 46.2                                | 188.1                               |
| <b>Operating Expenses</b>  |                                     |                                     |                                     |                                   |                                     |                                     |
| Research and Development   | 2.6                                 | 2.6                                 | 9.9                                 | 8.5                               | 2.6                                 | 9.9                                 |
| Sales and Marketing  | 0.7                                 | 0.9                                 | 3.0                                 | 3.3                               | 0.7                                 | 3.0                                 |
| General and Administrative   | 8.5                                 | 7.2                                 | 33.0                                | 25.1                              | 14.0                                | 52.3                                |
| <b>Total Operating Expenses</b>  | 11.8                                | 10.7                                | 45.9                                | 36.9                              | 17.3                                | 65.2                                |
| Income from Operations   | 35.4                                | 47.4                                | 143.8                               | 151.9                             | 28.9                                | 122.9                               |
| Non-Operating Income (Expenses), Net   | (7.1)                               | (0.7)                               | (20.7)                              | (6.9)                             | 10.3                                | 11.0                                |
| Income before Income Tax, Minority Interests and Interest in Bonuses Paid by | 40.4                                | 46.                                 | 400.4                               | 4470                              | 20.2                                | 122.0                               |
| Subsidiaries   | 28.3                                | 46.7                                | 123.1                               | 145.0                             | 39.2                                | 133.9                               |
| Income Tax Benefit (Expense)   | 0.6                                 | (6.5)                               | (23.7)                              | (19.6)                            | (0.3)                               | (24.4)                              |
| Income before Minority Interests and   | 20.0                                | 40.2                                | 00.4                                | 105.4                             | 20.0                                | 100.5                               |
| Interest in Bonuses Paid by Subsidiaries Cumulative Effect of Change in      | 28.9                                | 40.2                                | 99.4                                | 125.4                             | 38.9                                | 109.5                               |
| Accounting Principles  |                                     |                                     |                                     | 0.1                               |                                     |                                     |
| Minority Interests   | (1.4)                               | (17.9)                              | (22.2)                              | (55.5)                            | (0.9)                               | (20.0)                              |
| Interest in Bonuses Paid by Subsidiaries                                     | (1.1)                               | (17.5)                              | (8.8)                               | (4.6)                             | (0.5)                               | (20.0)                              |
| Net Income   | 27.5                                | 22.3                                | 68.4                                | 65.4                              | 38.0                                | 89.5                                |
| Earnings Per Share - Basic   | 0.33                                | 0.32                                | 0.85                                | 0.95                              | 0.45                                | 1.11                                |
| Shares Outstanding (in thousands) -<br>Basic                                 | 83,821                              | 69,891                              | 80,305                              | 68,781                            | 83,821                              | 80,305                              |

| Net Income - Diluted                        | 31.4    | 21.73  | 80.9    | 68.1   | 24.4    | 70.3    |
|---|---------|--------|---------|--------|---------|---------|
| Earnings Per Share - Diluted                | 0.28    | 0.22   | 0.75    | 0.77   | 0.22    | 0.65    |
| Shares Outstanding (in thousands) - Diluted | 111,045 | 99,087 | 108,207 | 88,296 | 111,045 | 108,207 |

Note (1): All U.S. dollar figures in this release are based on the exchange rate of NT\$32.43 against US\$1.00 as of Dec. 31, 2007. The convenience translation should not be construed as representations that the NT Dollar amounts have been, or could be in the future be, converted into US dollars at this or any other exchange rate.

## CONSOLIDATED INCOME STATEMENT

For the Three Months and the Year Ended December 31, 2007, 2006

Figures in Million of NT dollars (NTD)

**Except for Per Share Amounts and Shares Outstanding** 

|  | ROC GAAP                            |                                     |                                     |                                   | US GAAP<br>3 months                 |                                     |  |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|--|
|  | 3 months ended                      |                                     | Year ended                          |                                   | ended                               | Year ended                          |  |
|  | Dec. 31, 2007<br>(Unaudited)<br>NTD | Dec. 31, 2006<br>(Unaudited)<br>NTD | Dec. 31, 2007<br>(Unaudited)<br>NTD | Dec. 31, 2006<br>(Audited)<br>NTD | Dec. 31, 2007<br>(Unaudited)<br>NTD | Dec. 31, 2007<br>(Unaudited)<br>NTD |  |
| Net Revenue  | 6,101.6                             | 5,920.8                             | 23,597.6                            | 20,375.2                          | 6,101.6                             | 23,597.6                            |  |
| Cost of Revenue  | 4,569.0                             | 4,037.3                             | 17,444.1                            | 14,253.3                          | 4,603.0                             | 17,496.7                            |  |
| Gross Profit   | 1,532.6                             | 1,883.5                             | 6,153.5                             | 6,121.9                           | 1,498.6                             | 6,100.9                             |  |
| Operating Expenses   |                                     |                                     |                                     |                                   |                                     |                                     |  |
| Research and Development   | 85.3                                | 84.6                                | 322.3                               | 274.8                             | 85.3                                | 322.3                               |  |
| Sales and Marketing  | 24.2                                | 28.1                                | 98.3                                | 107.5                             | 24.2                                | 98.3                                |  |
| General and Administrative   | 273.9                               | 235.3                               | 1,070.5                             | 813.0                             | 451.6                               | 1,694.1                             |  |
| <b>Total Operating Expenses</b>  | 383.4                               | 348.0                               | 1,491.1                             | 1,195.3                           | 561.1                               | 2,114.7                             |  |
| Income from Operations   | 1,149.2                             | 1,535.5                             | 4,662.4                             | 4,926.6                           | 937.5                               | 3,986.2                             |  |
| Non-Operating Income (Expenses), Net   | (231.8)                             | (22.1)                              | (669.2)                             | (223.2)                           | 333.6                               | 354.7                               |  |
| Income before Income Tax, Minority<br>Interests and Interest in Bonuses Paid by  |                                     |                                     |                                     |                                   |                                     |                                     |  |
| Subsidiaries   | 917.4                               | 1,513.4                             | 3,993.2                             | 4,703.4                           | 1,271.1                             | 4,340.9                             |  |
| Income Tax Benefit (Expense)   | 21.1                                | (211.7)                             | (768.2)                             | (636.5)                           | (10.9)                              | (791.9)                             |  |
| Income before Minority Interests and<br>Interest in Bonuses Paid by Subsidiaries | 938.5                               | 1,301.7                             | 3,225.0                             | 4,066.9                           | 1,260.2                             | 3,549.0                             |  |
| <b>Cumulative Effect of Change in Accounting</b>                                 | 730.3                               | 1,501.7                             | 3,223.0                             | ,                                 | 1,200.2                             | 3,547.0                             |  |
| Principles   | (47.0)                              | ( <b>==</b> 0.0)                    | (700.0)                             | 3.3                               | (00.1)                              | (c.1= a)                            |  |
| Minority Interests Interest in Bonuses Paid by Subsidiaries                      | (45.8)                              | (579.8)                             | (720.0)<br>(285.8)                  | (1,799.4)<br>(149.5)              | (28.4)                              | (647.3)                             |  |
| Net Income   | 892.7                               | 721.9                               | 2,219.2                             | 2,121.3                           | 1,231.8                             | 2,901.7                             |  |
| Earnings Per Share - Basic   | 10.65                               | 10.33                               | 27.63                               | 30.84                             | 14.70                               | 36.13                               |  |
| Shares Outstanding (in thousands) - Basic  | 83,821                              | 69,891                              | 80,305                              | 68,781                            | 83,821                              | 80,305                              |  |
| Net Income - Diluted   | 1,019.4                             | 704.8                               | 2,622.5                             | 2,207.2                           | 792.6                               | 2,279.5                             |  |

| Earnings Per Share - Diluted                | 9.18    | 7.11   | 24.24   | 25.00  | 7.14    | 21.07   |
|---|---------|--------|---------|--------|---------|---------|
|   |         |        |         |        |         |         |
| Shares Outstanding (in thousands) - Diluted | 111,045 | 99,087 | 108,207 | 88,296 | 111,045 | 108,207 |

#### RECONCILIATION OF US GAAP NET INCOME TO NON-GAAP NET INCOME (UNAUDITED)

For the Three Months Ended Dec. 31 and Sep. 30, 2007, and the Year Ended 2007

Figures in Million of U.S. dollars (USD) (1)

#### **Except for Per Share Amounts**

#### **Use of Non-GAAP Financial Information**

To supplement our consolidated income statement (unaudited) for the three months and the year ended Dec. 31, 2007 on a US GAAP basis, the Company uses a non-GAAP measure of net income, which is US GAAP net income adjusted to exclude two non-cash items referred to as special items. The two non-cash items excluded are changes in the fair value of the embedded derivative liabilities and amortization of discount on convertible notes. These items are considered by the management to be outside of the Company s core operating results. For example, changes in the fair value of the embedded derivative liabilities relate heavily to the Company s stock price, interest rate and volatility, all of which are difficult to predict and outside of the control of the Company and its management.

For these reasons, management uses non-GAAP adjusted measures of net income and non-GAAP net income per share to evaluate the performance of our core businesses, to estimate future core performance and to compensate employees. In addition, this information facilitates our management s internal comparisons to our historical operating results as well as to the operating results of our competitors.

The Company s management finds these supplemental non-GAAP measures to be useful, and we believe these non-GAAP measures are useful to investors in enabling them to perform additional analyses of past, present and future operating performance and as a supplemental means to evaluate our core operating results. However, readers are reminded that non-GAAP numbers are merely a supplement to, and not a replacement for, US GAAP financial measures. They should be read in conjunction with the US GAAP financial measures. It should be noted as well that our non-GAAP information may be different from the non-GAAP information provided by other companies.

|   | 3 months ended |               | Year ended    |  |
|---|----------------|---------------|---------------|--|
|   | Dec. 31, 2007  | Sep. 30, 2007 | Dec. 31, 2007 |  |
| US GAAP Net Income (Basic)  | 38.0           | 39.1          | 89.5          |  |
| Special Items (in Non-Operating Income (Expenses), Net)                         |                |               |               |  |
| Changes in the fair value of the embedded derivative liabilities <sup>(2)</sup> | (17.1)         | (23.4)        | (35.7)        |  |
| Amortization of discount on convertible notes <sup>(3)</sup>                    | 2.6            | 2.8           | 11.0          |  |
| Total Special Items   | (14.5)         | (20.6)        | (24.7)        |  |
| Non-GAAP Adjusted Net Income (Basic)  | 23.5           | 18.5          | 64.8          |  |
| US-GAAP Net Income Per Share (Basic)  | 0.45           | 0.47          | 1.11          |  |
| Adjustment for special items  | (0.17)         | (0.25)        | (0.30)        |  |
| Non-GAAP Net Income Per Share (Basic)   | 0.28           | 0.22          | 0.81          |  |
| US-GAAP Net Income Per Share (Diluted)  | 0.22           | 0.17          | 0.65          |  |
| Adjustment for special items  |                |               |               |  |
| Non-GAAP Net Income Per Share (Diluted) <sup>(4)</sup>                          | 0.22           | 0.17          | 0.65          |  |

- (1) All U.S. dollar figures in this release are based on the exchange rate of NT\$32.43 against US\$1.00 as of Dec. 31, 2007. The convenience translation should not be construed as representations that the NT Dollar amounts have been, or could be in the future be, converted into US dollars at this or any other exchange rate.
- (2) The Company s management believes excluding non-cash special item for the changes in the fair value of the embedded derivative liabilities from its non-GAAP financial measure of net income is useful for itself and investors as such gain (expense) does not have any impact on cash available to the Company.
- (3) The Company s management believes excluding non-cash amortization expense of discount on convertible notes from its non-GAAP financial measure of net income is useful for itself and investors as such expense does not have any impact on cash available to the Company.
- (4) Non-GAAP diluted net income per share for the third quarter and the fourth quarter of 2007 are US\$0.17 and US\$0.22, respectively, same as those under US GAAP, since US GAAP adjusted diluted net income has excluded the two non-cash special items for non-GAAP reconciliation.

#### NON-GAAP CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED)

# (Excluding non-cash items for changes in the fair value of the embedded derivative liabilities and amortization of discount on convertible notes)

For the Three Months Ended Dec. 31 and Sep. 30, 2007 and Year Ended Dec. 31, 2007

Figures in Million of U.S. dollars (USD) (1)

#### **Except for Per Share Amounts and Shares Outstanding**

|  | 3 months ended |               | Year ended    |
|--|----------------|---------------|---------------|
|  | Dec. 31, 2007  | Sep. 30, 2007 | Dec. 31, 2007 |
| Net Revenue  | 188.1          | 183.1         | 727.6         |
| Cost of Revenue  | 141.9          | 138.8         | 539.5         |
| Gross Profit   | 46.2           | 44.3          | 188.1         |
| Operating Expenses   |                |               |               |
| Research and Development                                       | 2.6            | 2.4           | 9.9           |
| Sales and Marketing  | 0.7            | 0.6           | 3.0           |
| General and Administrative                                     | 14.0           | 11.7          | 52.3          |
| Total Operating Expenses                                       | 17.3           | 14.7          | 65.2          |
| Income from Operations   | 28.9           | 29.6          | 122.9         |
|  |                |               |               |
| Non-Operating Expenses, Net <sup>(2)</sup>                     | (4.2)          | (3.6)         | (13.7)        |
| Income before Income Tax and Minority Interests <sup>(2)</sup> | 24.7           | 26.0          | 109.2         |
| Income Tax Expense   | (0.3)          | <b>(4.7)</b>  | (24.4)        |
|  |                |               |               |
| Income before Minority Interests <sup>(2)</sup>                | 24.4           | 21.3          | 84.8          |
| Minority Interests   | (0.9)          | (2.8)         | (20.0)        |
|  | (***)          | (=)           | (=***)        |
| Net Income <sup>(2)</sup>                                      | 23.5           | 18.5          | 64.8          |
| Tet meome  | 25.5           | 10.5          | 04.0          |
| Earnings Per Share - Basic <sup>(2)</sup>                      | 0.28           | 0.22          | 0.81          |
| Shares Outstanding (in thousands) - Basic                      | 83,821         | 83,252        | 80,305        |
| one to Catomining (in thousands) Dust                          | 05,021         | 00,202        | 00,505        |
| Earnings Per Share - Diluted <sup>(2)</sup>                    | 0.22           | 0.17          | 0.65          |
| Shares Outstanding (in thousands) - Diluted                    | 111,045        | 111,458       | 108,207       |

Note:

- (1) All U.S. dollar figures in this release are based on the exchange rate of NT\$32.43 against US\$1.00 as of Dec. 31, 2007. The convenience translation should not be construed as representations that the NT Dollar amounts have been, or could be in the future be, converted into US dollars at this or any other exchange rate.
- (2) The amount presented is not prepared in accordance with US GAAP and does not include non-cash income for changes in the fair value of the embedded derivative liabilities of NT\$554.4 million or US\$17.1 million and amortization of discount on convertible notes of NT\$84.2 million or US\$2.6 million for the three months ended Dec. 31, 2007 and non-cash income for changes in the fair value of the embedded derivative liabilities of NT\$759.6 million, or US\$2.4 million, and amortization of discount on convertible notes of NT\$91.1 million, or US\$2.8 million, for the three months ended Sep. 30, 2007, and non-cash income for changes in the fair value of the embedded derivative liabilities of NT\$1,156.8 million or US\$35.7 million, and the amortization of discount on convertible notes of NT\$357.5 million or US\$11.0 million for the year ended Dec 31, 2007. Please see Reconciliation of US GAAP Net Income to Non-GAAP Net Income (Unaudited) above.

## CONSOLIDATED BALANCE SHEET

As of Dec. 31, Sep. 30, 2007 and Dec. 31, 2006

Figures in Million of U.S. dollars (USD)  $^{(I)}$ 

|   |                              | ROC GAAP                     |                            |                              | US GAAP                      |                            |
|---|------------------------------|------------------------------|----------------------------|------------------------------|------------------------------|----------------------------|
|   | Dec. 31, 2007<br>(Unaudited) | Sep. 30, 2007<br>(Unaudited) | Dec. 31, 2006<br>(Audited) | Dec. 31, 2007<br>(Unaudited) | Sep. 30, 2007<br>(Unaudited) | Dec. 31, 2006<br>(Audited) |
| ASSETS  | USD                          | USD                          | USD                        | USD                          | USD                          | USD                        |
| Cash and Cash Equivalents                         | 158.3                        | 121.5                        | 181.8                      | 158.3                        | 121.5                        | 181.8                      |
| Financial Assets at Fair Value Through            | 130.3                        | 121.3                        | 101.0                      | 130.3                        | 121.3                        | 101.0                      |
| Profit or Loss                                    | 17.1                         | 19.0                         | 59.5                       | 17.1                         | 19.0                         | 59.5                       |
| Accounts and Notes Receivable                     | 164.1                        | 179.1                        | 156.0                      | 164.1                        | 179.1                        | 156.0                      |
| Inventories                                       | 32.2                         | 25.4                         | 29.2                       | 32.2                         | 25.5                         | 29.2                       |
| Other Current Assets                              | 17.0                         | 53.0                         | 12.4                       | 16.9                         | 53.0                         | 12.4                       |
| <b>Total Current Assets</b>                       | 388.7                        | 398.0                        | 438.9                      | 388.6                        | 398.1                        | 438.9                      |
| Long-term Investments                             | 11.0                         | 11.3                         | 11.3                       | 11.0                         | 11.3                         | 11.3                       |
| Dranauty Dlant & Equipment Not                    | 925.7                        | 940.1                        | 940.3                      | 920.8                        | 936.0                        | 936.7                      |
| Property, Plant & Equipment-Net Intangible Assets | 5.6                          | 940.1<br>5.5                 | 10.9                       | 5.6                          | 930.0<br>5.5                 | 13.8                       |
| Other Assets                                      | 66.4                         | 51.5                         | 17.4                       | 69.8                         | 55.0                         | 17.0                       |
| Other Assets                                      | 00.4                         | 31.3                         | 17.4                       | 09.0                         | 33.0                         | 17.0                       |
| Total Assets                                      | 1,397.4                      | 1,406.4                      | 1,418.8                    | 1,395.8                      | 1,405.9                      | 1,417.7                    |
| LIABILITIES                                       |                              |                              |                            |                              |                              |                            |
| Current Liabilities                               |                              |                              |                            |                              |                              |                            |
| Short-Term Bank Loans                             | 38.5                         | 104.0                        | 32.5                       | 38.5                         | 104.0                        | 32.5                       |
| <b>Current Portion of Long-Term Debts</b>         | 209.6                        | 184.6                        | 72.0                       | 210.6                        | 196.4                        | 72.0                       |
| Accounts Payable and Payables to                  |                              |                              |                            |                              |                              |                            |
| Contractors and Equipment Suppliers               | 44.1                         | 35.6                         | 55.4                       | 44.1                         | 35.6                         | 55.4                       |
| Other Current Liabilities                         | 58.5                         | 53.2                         | 48.1                       | 71.9                         | 63.2                         | 62.3                       |
| Total Current Liabilities                         | 350.7                        | 377.4                        | 208.0                      | 365.1                        | 399.2                        | 222.2                      |
| Long-Term Liabilities                             |                              |                              |                            |                              |                              |                            |
| Long-Term Debts                                   | 349.2                        | 357.1                        | 490.3                      | 344.7                        | 359.5                        | 519.2                      |
| Other Liabilities                                 | 11.4                         | 15.2                         | 14.8                       | 18.4                         | 16.2                         | 15.5                       |
| Total Liabilities                                 | 711.3                        | 749.7                        | 713.1                      | 728.2                        | 774.9                        | 756.9                      |
|   |                              |                              |                            |                              |                              |                            |
| SHAREHOLDERS EQUITY                               |                              |                              |                            |                              |                              |                            |
| Capital Stock                                     | 0.8                          | 0.8                          | 0.7                        | 0.8                          | 0.8                          | 0.7                        |
| Deferred Compensation                             | (2.1)                        | (1.2)                        | (1.7)                      | (3.9)                        | (6.0)                        | (9.3)                      |
| Capital Surplus                                   | 384.7                        | 383.4                        | 301.3                      | 374.6                        | 374.4                        | 291.6                      |
| Retained Earnings                                 | 194.0                        | 166.9                        | 133.3                      | 195.8                        | 158.2                        | 114.1                      |

| <b>Cumulated Translation Adjustments</b> | 8.6     | 6.4     | 2.1     | 8.6     | 6.4     | 2.1     |
|--|---------|---------|---------|---------|---------|---------|
| Unrecognized Pension Cost                |         |         |         | (6.3)   | (1.9)   | (1.4)   |
| Minority Interests                       | 100.1   | 100.4   | 270.0   | 98.0    | 99.1    | 263.0   |
| Total Equity                             | 686.1   | 656.7   | 705.7   | 667.6   | 631.0   | 660.8   |
| Total Liabilities & Shareholders Equity  | 1,397.4 | 1,406.4 | 1,418.8 | 1,395.8 | 1,405.9 | 1,417.7 |

Note (1): All U.S. dollar figures in this release are based on the exchange rate of NT\$32.43 against US\$1.00 as of Dec. 31, 2007. The convenience translation should not be construed as representations that the NT Dollar amounts have been, or could be in the future be, converted into US dollars at this or any other exchange rate.

## CONSOLIDATED BALANCE SHEET

As of Dec. 31, Sep. 30, 2007 and Dec. 31, 2006

Figures in Million of NT dollars (NTD)

|  |                    | ROC GAAP           |                  |                    | US GAAP            |                  |
|--|--------------------|--------------------|------------------|--------------------|--------------------|------------------|
|  | Dec. 31, 2007      | Sep. 30, 2007      | Dec. 31, 2006    | Dec. 31, 2007      | Sep. 30, 2007      | Dec. 31, 2006    |
|  | (Unaudited)<br>NTD | (Unaudited)<br>NTD | (Audited)<br>NTD | (Unaudited)<br>NTD | (Unaudited)<br>NTD | (Audited)<br>NTD |
| ASSETS                                 | 1,125              | 1,122              | 1,12             | 1,122              | 1,12               | 1,12             |
| Cash and Cash Equivalents              | 5,133.6            | 3,940.1            | 5,895.9          | 5,133.6            | 3,940.1            | 5,895.9          |
| Financial Assets at Fair Value Through |                    |                    |                  |                    |                    |                  |
| Profit or Loss                         | 555.6              | 616.1              | 1,929.1          | 555.6              | 616.1              | 1,929.1          |
| Accounts and Notes Receivable          | 5,322.7            | 5,807.4            | 5,060.8          | 5,322.7            | 5,807.4            | 5,060.8          |
| Inventories                            | 1,043.6            | 825.5              | 945.8            | 1,044.3            | 825.8              | 946.1            |
| Other Current Assets                   | 549.7              | 1,719.9            | 401.0            | 547.2              | 1,719.9            | 401.0            |
| Total Current Assets                   | 12,605.2           | 12,909.0           | 14,232.6         | 12,603.4           | 12,909.3           | 14,232.9         |
|  |                    |                    |                  |                    |                    |                  |
| Long-term Investments                  | 358.0              | 366.8              | 366.7            | 358.0              | 366.8              | 366.7            |
| Property, Plant & Equipment-Net        | 30,020.4           | 30,486.5           | 30,494.3         | 29,861.6           | 30,355.7           | 30,377.7         |
| Intangible Assets                      | 180.4              | 177.2              | 353.0            | 180.4              | 177.2              | 446.7            |
| Other Assets                           | 2,152.1            | 1,669.5            | 565.3            | 2,262.6            | 1,785.2            | 552.1            |
| Total Assets                           | 45,316.1           | 45,609.0           | 46,011.9         | 45,266.0           | 45,594.2           | 45,976.1         |
| <u>LIABILITIES</u>                     |                    |                    |                  |                    |                    |                  |
| Current Liabilities                    |                    |                    |                  |                    |                    |                  |
| Short-Term Bank Loans                  | 1,249.2            | 3,373.3            | 1,055.3          | 1,249.2            | 3,373.3            | 1,055.3          |
| Current Portion of Long-Term Debts     | 6,797.1            | 5,987.3            | 2,335.3          | 6,828.0            | 6,370.6            | 2,335.3          |
| Accounts Payable and Payables to       |                    |                    |                  |                    |                    |                  |
| Contractors and Equipment Suppliers    | 1,430.2            | 1,154.2            | 1,796.2          | 1,430.2            | 1,154.2            | 1,796.2          |
| Other Current Liabilities              | 1,897.7            | 1,724.5            | 1,560.7          | 2,331.9            | 2,048.2            | 2,020.2          |
| Total Current Liabilities              | 11,374.2           | 12,239.3           | 6,747.5          | 11,839.3           | 12,946.3           | 7,207.0          |
| Long-Term Liabilities                  | 11,374.2           | 12,237.3           | 0,747.3          | 11,037.3           | 12,940.3           | 7,207.0          |
| Long-Term Debts                        | 11,323.7           | 11,580.9           | 15,900.5         | 11,179.3           | 11,658.8           | 16,836.2         |
| Other Liabilities                      | 370.1              | 493.0              | 479.0            | 596.5              | 525.7              | 502.2            |
| other Embinities                       | 07011              | 150.0              | 17510            | 250.2              | 02017              | 202.2            |
| Total Liabilities                      | 23,068.0           | 24,313.2           | 23,127.0         | 23,615.1           | 25,130.8           | 24,545.4         |
| SHAREHOLDERS EQUITY                    |                    |                    |                  |                    |                    |                  |
| Capital Stock                          | 27.5               | 27.5               | 23.0             | 27.5               | 27.5               | 23.0             |
| Deferred Compensation                  | (69.4)             | (39.8)             | (56.6)           | (125.0)            | (195.7)            | (303.1)          |
| Capital Surplus                        | 12,475.9           | 12,433.4           | 9,771.9          | 12,147.3           | 12,142.2           | 9,458.0          |
| Retained Earnings                      | 6,291.0            | 5,411.4            | 4,322.2          | 6,350.8            | 5,131.5            | 3,698.9          |
| =                                      | •                  | •                  | •                | •                  | •                  | •                |

| Cumulated Translation Adjustments       | 277.5    | 206.9    | 68.1     | 277.5    | 206.9    | 68.1     |
|---|----------|----------|----------|----------|----------|----------|
| Unrecognized Pension Cost               |          |          |          | (205.8)  | (62.9)   | (44.7)   |
| Minority Interests                      | 3,245.6  | 3,256.4  | 8,756.3  | 3,178.6  | 3,213.9  | 8,530.5  |
|   |          |          |          |          |          |          |
| Total Equity                            | 22,248.1 | 21,295.8 | 22,884.9 | 21,650.9 | 20,463.4 | 21,430.7 |
| - 1                                     |          |          |          |          |          |          |
| Total Liabilities & Shareholders Equity | 45,316.1 | 45,609.0 | 46,011.9 | 45,266.0 | 45,594.2 | 45,976.1 |