

Dyaco International Inc. and Subsidiaries

**Consolidated Financial Statements for the
Three Months Ended March 31, 2023 and 2022 and
Independent Auditors' Review Report**

INDEPENDENT AUDITORS' REVIEW REPORT

The Board of Directors and Shareholders
Dyaco International Inc.

Introduction

We have reviewed the accompanying consolidated balance sheets of Dyaco International Inc. (the "Corporation") and its subsidiaries (collectively referred to as the "Group") as of March 31, 2023 and 2022, the related consolidated statements of comprehensive income, changes in equity and cash flows for the three months then ended, and the related notes, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statements"). Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Accounting Standard 34 "Interim Financial Reporting" endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China. Our responsibility is to express a conclusion on the consolidated financial statements based on our reviews.

Scope of Review

We conducted our reviews in accordance with the Standards on Review Engagements of the Republic of China 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our reviews, nothing has come to our attention that caused us to believe that the accompanying consolidated financial statements do not present fairly, in all material respects, the consolidated financial position of the Group as at March 31, 2023 and 2022, and of its consolidated financial performance and its consolidated cash flows for the three months ended March 31, 2023 and 2022 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Accounting Standard 34 "Interim Financial Reporting" endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

The engagement partners on the reviews resulting in this independent auditors' review report are Chien-Hsin Hsieh and Wan-I Liao.

Deloitte & Touche
Taipei, Taiwan
Republic of China

May 12, 2023

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to review such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' review report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' review report and consolidated financial statements shall prevail.

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (In Thousands of New Taiwan Dollars)

	March 31, 2023 (Reviewed)		December 31, 2022 (Audited)		March 31, 2022 (Retrospectively Adjusted) (Note 32) (Reviewed)	
ASSETS	Amount	%	Amount	%	Amount	%
CURRENT ASSETS						
Cash and cash equivalent (Note 6)	\$ 1,035,549	9	\$ 1,120,781	9	\$ 967,535	9
Financial assets at fair value through profit or loss (Note 7)	17,949	-	3,739	-	8,246	-
Financial assets at amortized cost (Notes 9 and 37)	216,850	2	240,578	2	154,877	1
Notes receivable (Notes 10 and 27)	1,867	-	940	-	1,483	-
Accounts receivable (Notes 10 and 27)	1,244,392	11	1,095,392	9	1,655,415	15
Other receivables (Note 10)	35,641	-	65,176	1	27,103	-
Other receivables from related parties (Note 36)	-	-	24,909	-	-	-
Current tax assets (Note 29)	43,344	-	51,611	1	35,733	-
Inventories (Notes 11 and 38)	2,616,825	23	2,989,456	25	3,014,934	27
Prepayments (Note 12)	204,442	2	214,900	2	123,745	1
Other current assets	<u>10,534</u>	<u>-</u>	<u>10,618</u>	<u>-</u>	<u>25,573</u>	<u>-</u>
Total current assets	<u>5,427,393</u>	<u>47</u>	<u>5,818,100</u>	<u>49</u>	<u>6,014,644</u>	<u>53</u>
NON-CURRENT ASSETS						
Financial assets at fair value through profit or loss (Note 7)	152,250	1	147,071	1	143,814	1
Financial assets at fair value through other comprehensive income (Note 8)	65,718	1	65,697	-	70,696	1
Financial assets at amortized cost- non-current (Note 9)	13,703	-	30,710	-	-	-
Investments accounted for using the equity method (Note 14)	6,673	-	6,823	-	31,115	-
Property, plant and equipment (Notes 15, 36 and 37)	3,738,564	32	3,691,829	31	3,010,303	26
Right-of-use assets (Notes 16 and 37)	306,720	3	311,457	3	333,282	3
Investment properties (Notes 17 and 37)	26,143	-	28,547	-	48,150	-
Goodwill (Notes 18 and 32)	555,678	5	558,377	5	510,123	5
Other intangible assets (Note 19)	774,439	7	796,867	7	795,795	7
Deferred income tax assets (Note 29)	481,220	4	453,080	4	395,287	4
Prepayments for equipment	7,601	-	9,487	-	3,303	-
Refundable deposits	28,902	-	36,312	-	18,900	-
Other non-current assets	<u>8,706</u>	<u>-</u>	<u>10,242</u>	<u>-</u>	<u>2,507</u>	<u>-</u>
Total non-current assets	<u>6,166,317</u>	<u>53</u>	<u>6,146,499</u>	<u>51</u>	<u>5,363,275</u>	<u>47</u>
TOTAL	<u>\$ 11,593,710</u>	<u>100</u>	<u>\$ 11,964,599</u>	<u>100</u>	<u>\$ 11,377,919</u>	<u>100</u>
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Short-term borrowings (Notes 20 and 37)	\$ 2,090,873	18	\$ 2,390,915	20	\$ 2,450,143	22
Financial liabilities at fair value through profit or loss (Note 7)	22,005	-	25,305	-	18,505	-
Contract liabilities (Note 27)	161,413	2	177,567	2	12,167	-
Notes payable (Note 22)	37,854	-	46,117	-	13,882	-
Accounts payable (Note 22)	940,558	8	1,015,770	9	864,043	8
Other payables (Notes 23 and 36)	486,264	4	497,800	4	964,152	8
Other payables from related parties (Note 36)	8,973	-	-	-	-	-
Current income tax liabilities (Note 29)	16,790	-	10,696	-	45,408	-
Provisions (Note 24)	14,106	-	13,927	-	25,108	-
Lease liabilities (Note 16)	15,977	-	16,522	-	17,791	-
Current portion of bonds payable (Notes 4 and 21)	1,403,358	12	1,398,537	12	-	-
Current portion of long-term borrowings (Notes 20 and 37)	232,009	2	218,987	2	228,177	2
Other current liabilities	<u>41,958</u>	<u>1</u>	<u>40,989</u>	<u>-</u>	<u>72,144</u>	<u>1</u>
Total current liabilities	<u>5,472,138</u>	<u>47</u>	<u>5,853,132</u>	<u>49</u>	<u>4,711,520</u>	<u>41</u>
NON-CURRENT LIABILITIES						
Bonds payable (Note 21)	-	-	-	-	1,384,184	12
Long-term borrowings (Notes 20 and 37)	1,596,255	14	1,483,762	12	523,290	5
Deferred tax liabilities (Note 29)	445,173	4	437,337	4	429,875	4
Lease liabilities (Note 16)	20,477	-	23,708	-	31,391	-
Long-term payables (Note 23)	83,413	1	83,093	1	106,882	1
Net defined benefit liabilities (Note 25)	16,672	-	16,467	-	19,372	-
Guarantee deposits received	<u>1,722</u>	<u>-</u>	<u>3,140</u>	<u>-</u>	<u>2,809</u>	<u>-</u>
Total non-current liabilities	<u>2,163,712</u>	<u>19</u>	<u>2,047,507</u>	<u>17</u>	<u>2,497,803</u>	<u>22</u>
Total liabilities	<u>7,635,850</u>	<u>66</u>	<u>7,900,639</u>	<u>66</u>	<u>7,209,323</u>	<u>63</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Note 26)						
Share capital						
Ordinary shares	1,341,147	11	1,341,147	11	1,339,822	12
Advance share capital	<u>4,950</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,325</u>	<u>-</u>
Total share capital	<u>1,346,097</u>	<u>11</u>	<u>1,341,147</u>	<u>11</u>	<u>1,341,147</u>	<u>12</u>
Capital surplus	<u>2,163,341</u>	<u>19</u>	<u>2,142,919</u>	<u>18</u>	<u>2,129,887</u>	<u>19</u>
Retained earnings						
Legal reserve	329,002	3	329,002	3	284,853	2
Special reserve	238,087	2	238,087	2	175,628	2
Unappropriated earnings (accumulated deficit)	<u>(4,953)</u>	<u>-</u>	<u>170,420</u>	<u>1</u>	<u>314,268</u>	<u>3</u>
Total retained earnings	<u>562,136</u>	<u>5</u>	<u>737,509</u>	<u>6</u>	<u>774,749</u>	<u>7</u>
Other equity	<u>(131,944)</u>	<u>(1)</u>	<u>(126,177)</u>	<u>(1)</u>	<u>(158,644)</u>	<u>(2)</u>
Treasury shares	<u>(408,690)</u>	<u>(4)</u>	<u>(426,290)</u>	<u>(3)</u>	<u>(329,875)</u>	<u>(3)</u>
Total equity attributable to owners of the Corporation	3,530,940	30	3,669,108	31	3,757,264	33
NON-CONTROLLING INTERESTS	<u>426,920</u>	<u>4</u>	<u>394,852</u>	<u>3</u>	<u>411,332</u>	<u>4</u>
Total equity	<u>3,957,860</u>	<u>34</u>	<u>4,063,960</u>	<u>34</u>	<u>4,168,596</u>	<u>37</u>
TOTAL	<u>\$ 11,593,710</u>	<u>100</u>	<u>\$ 11,964,599</u>	<u>100</u>	<u>\$ 11,377,919</u>	<u>100</u>

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

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share) (Reviewed, Not Audited)

	For the Three Months Ended March 31			
			2022	
	2023		(Retrospectively Adjusted) (Note 32)	
	Amount	%	Amount	%
OPERATING REVENUES (Note 27)	\$ 2,279,518	102	\$ 2,331,214	103
LESS: SALES RETURNS	12,642	1	9,850	-
SALES DISCOUNTS AND ALLOWANCES	<u>21,315</u>	<u>1</u>	<u>60,683</u>	<u>3</u>
NET OPERATING REVENUE	2,245,561	100	2,260,681	100
OPERATING COSTS (Notes 11 and 28)				
Cost of sales	<u>1,520,847</u>	<u>68</u>	<u>1,650,703</u>	<u>73</u>
GROSS PROFIT	<u>724,714</u>	<u>32</u>	<u>609,978</u>	<u>27</u>
OPERATING EXPENSES (Note 28)				
Selling and marketing	591,557	26	485,937	22
General and administrative	187,521	9	199,883	9
Research and development	26,293	1	25,139	1
Expected credit (gain) loss (Note 10)	<u>(41,767)</u>	<u>(2)</u>	<u>5,296</u>	<u>-</u>
Total operating expenses	<u>763,604</u>	<u>34</u>	<u>716,255</u>	<u>32</u>
OTHER OPERATING INCOME AND EXPENSES (Note 28)	<u>(6)</u>	<u>-</u>	<u>217</u>	<u>-</u>
LOSS FROM OPERATIONS	<u>(38,896)</u>	<u>(2)</u>	<u>(106,060)</u>	<u>(5)</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	2,593	-	161	-
Rental income	2,687	-	3,312	-
Other income	4,080	-	4,440	-
Foreign exchange (loss) gain, net (Note 28)	(30,609)	(1)	123,502	6
Gain on valuation of financial instruments	8,460	-	7,883	1
Other expenses	(14)	-	(2,990)	-
Interest expense	(26,312)	(1)	(19,960)	(1)
Share of loss of associates accounted for using equity method	(94)	-	(1,748)	-
Impairment loss (Note 10)	<u>-</u>	<u>-</u>	<u>(39,500)</u>	<u>(2)</u>
Total non-operating income and expenses	<u>(39,209)</u>	<u>(2)</u>	<u>75,100</u>	<u>4</u>

(Continued)

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

(Reviewed, Not Audited)

	For the Three Months Ended March 31			
			2022	
	2023		(Retrospectively Adjusted) (Note 32)	
	Amount	%	Amount	%
LOSS BEFORE INCOME TAX	\$ (78,105)	(4)	\$ (30,960)	(1)
INCOME TAX EXPENSE (Note 29)	<u>1,896</u>	<u>-</u>	<u>12,943</u>	<u>1</u>
NET LOSS	<u>(80,001)</u>	<u>(4)</u>	<u>(43,903)</u>	<u>(2)</u>
OTHER COMPREHENSIVE (LOSS) INCOME				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating of the financial statements of foreign operations	<u>(2,220)</u>	<u>-</u>	<u>94,017</u>	<u>4</u>
TOTAL COMPREHENSIVE (LOSS) INCOME	<u>\$ (82,221)</u>	<u>(4)</u>	<u>\$ 50,114</u>	<u>2</u>
NET LOSS ATTRIBUTABLE TO:				
Owners of the Corporation	\$ (112,560)	(5)	\$ (44,637)	(2)
Non-controlling interests	<u>32,559</u>	<u>1</u>	<u>734</u>	<u>-</u>
	<u>\$ (80,001)</u>	<u>(4)</u>	<u>\$ (43,903)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ (118,327)	(5)	\$ 34,800	1
Non-controlling interests	<u>36,106</u>	<u>1</u>	<u>15,314</u>	<u>1</u>
	<u>\$ (82,221)</u>	<u>(4)</u>	<u>\$ 50,114</u>	<u>2</u>
LOSS PER SHARE (Note 30)				
Basic	<u>\$ (0.90)</u>		<u>\$ (0.35)</u>	

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

(Concluded)

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (In Thousands of New Taiwan Dollars, Except Cash Dividends Per Share) (Reviewed, Not Audited)

	Equity Attributable to Owners of the Corporation (Note 26)											
							Other Equity					
	Share Capital		Capital Surplus	Retained Earnings		Unappropriated Earnings (Retrospectively Adjusted) (Note 32)	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Treasury Shares	Total	Non-controlling Interests (Notes 13 and 26)	Total Equity
	Shares Capital	Advance Share Capital		Legal Reserve	Special Reserve							
BALANCE AT JANUARY 1, 2022	\$ 1,339,822	\$ 400	\$ 2,115,925	\$ 284,853	\$ 175,628	\$ 676,407	\$ (235,721)	\$ (2,360)	\$ (368,604)	\$ 3,986,350	\$ 394,933	\$ 4,381,283
Issuance of ordinary shares under employee share options (Note 31)	-	925	2,488	-	-	-	-	-	-	3,413	-	3,413
Appropriation of prior year's earnings Cash dividends to shareholder - NT\$2.50 per share	-	-	-	-	-	(317,502)	-	-	-	(317,502)	-	(317,502)
Net (loss) income for the three months ended March 31, 2022	-	-	-	-	-	(44,637)	-	-	-	(44,637)	734	(43,903)
Other comprehensive income for the three months ended March 31, 2022	-	-	-	-	-	-	79,437	-	-	79,437	14,580	94,017
Total comprehensive (loss) income for the three months ended March 31, 2022	-	-	-	-	-	(44,637)	79,437	-	-	34,800	15,314	50,114
Treasury shares transferred to employees (Note 26)	-	-	11,474	-	-	-	-	-	38,729	50,203	1,085	51,288
BALANCE AT MARCH 31, 2022	\$ 1,339,822	\$ 1,325	\$ 2,129,887	\$ 284,853	\$ 175,628	\$ 314,268	\$ (156,284)	\$ (2,360)	\$ (329,875)	\$ 3,757,264	\$ 411,332	\$ 4,168,596
BALANCE AT JANUARY 1, 2023	\$ 1,341,147	\$ -	\$ 2,142,919	\$ 329,002	\$ 238,087	\$ 170,420	\$ (118,910)	\$ (7,267)	\$ (426,290)	\$ 3,669,108	\$ 394,852	\$ 4,063,960
Issuance of ordinary shares under employee share options (Note 31)	-	4,950	19,075	-	-	-	-	-	-	24,025	282	24,307
Changes in capital surplus from investments using the equity method	-	-	4,320	-	-	-	-	-	-	4,320	(4,320)	-
Appropriation of prior year's earnings Cash dividends to shareholder - NT\$0.5 per share	-	-	-	-	-	(62,813)	-	-	-	(62,813)	-	(62,813)
Net (loss) profit for the three months ended March 31, 2023	-	-	-	-	-	(112,560)	-	-	-	(112,560)	32,559	(80,001)
Other comprehensive (loss) income for the three months ended March 31, 2023	-	-	-	-	-	-	(5,767)	-	-	(5,767)	3,547	(2,220)
Total comprehensive (loss) income for the three months ended March 31, 2023	-	-	-	-	-	(112,560)	(5,767)	-	-	(118,327)	36,106	(82,221)
Treasury shares transferred to employees (Note 26)	-	-	(2,973)	-	-	-	-	-	17,600	14,627	-	14,627
BALANCE AT MARCH 31, 2023	\$ 1,341,147	\$ 4,950	\$ 2,163,341	\$ 329,002	\$ 238,087	\$ (4,953)	\$ (124,677)	\$ (7,267)	\$ (408,690)	\$ 3,530,940	\$ 426,920	\$ 3,957,860

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

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

(Reviewed, Not Audited)

	For the Three Months Ended March 31	
	2023	2022 (Retrospectively Adjusted) (Note 32)
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (78,105)	\$ (30,960)
Adjustments for:		
Depreciation expense	45,374	47,087
Amortization expense	20,055	20,055
Expected credit loss (reversal gain) recognized	(41,767)	44,796
Interest expense	26,312	19,960
Interest income	(2,593)	(161)
Compensation costs of employee share options	7,031	24,497
Share of loss of associates	94	1,748
Loss (gain) on disposal of property, plant and equipment	6	(217)
Loss on inventories valuation and obsolescence	20,656	334
Unrealized loss (gain) on foreign currency exchange	19,061	(99,356)
Net gain on fair value changes of financial instruments at fair value through profit or loss	(8,460)	(8,655)
Changes in operating assets and liabilities		
Notes receivable	(927)	7
Accounts receivable	(113,586)	32,150
Other receivables	29,535	1,487
Other receivables to related parties	24,909	-
Inventories	333,438	606,844
Prepayments	10,458	32,243
Other current assets	(3,854)	(6,707)
Contract liabilities	(16,154)	(9,303)
Notes payable	(8,263)	(19,389)
Accounts payable	(66,518)	(496,688)
Provisions	266	6,128
Other payables	(73,985)	(34,990)
Other payables to related parties	8,973	-
Other current liabilities	969	(4,417)
Net defined benefit liabilities	205	88
Cash generated from operations	133,130	126,581
Interest received	2,593	161
Interest paid	(22,106)	(16,615)
Income tax paid	(7,210)	(122)
Net cash generated from operating activities	106,407	110,005

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DYACO INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

(Reviewed, Not Audited)

	For the Three Months Ended March 31	
	2023	2022 (Retrospectively Adjusted) (Note 32)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ -	\$ (11,760)
Purchase of financial assets at fair value through profit or loss	(17,400)	-
Decrease in financial assets at amortized cost	40,735	137,517
Purchase of investments accounted for using the equity method	-	(4,000)
Net cash outflow on acquisition of subsidiaries (Note 33)	-	(7,470)
Payments for property, plant and equipment (Note 33)	(81,348)	(48,809)
Proceeds from disposal of property, plant and equipment	-	13,867
Decrease in refundable deposits	11,348	4,418
Payments for intangible assets (Note 33)	(3,656)	(3,243)
Decrease in other non-current assets	<u>1,536</u>	<u>348</u>
Net cash (used in) generated from investing activities	<u>(48,785)</u>	<u>80,868</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of short-term borrowings	(301,147)	(434,547)
Proceeds from long-term borrowings	169,851	-
Repayments of long-term borrowings	(42,714)	(41,078)
(Decrease) increase in guarantee deposits received	(1,382)	73
Repayment of the principal portion of lease liabilities	(3,276)	(4,267)
Exercise of employee share options	17,276	3,413
Proceeds from treasury shares transferred to employees	<u>14,627</u>	<u>26,791</u>
Net cash used in financing activities	<u>(146,765)</u>	<u>(449,615)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>3,911</u>	<u>13,641</u>
NET DECREASE IN CASH	(85,232)	(245,101)
CASH, BEGINNING OF THE PERIOD	<u>1,120,781</u>	<u>1,212,636</u>
CASH, END OF THE PERIOD	<u>\$ 1,035,549</u>	<u>\$ 967,535</u>

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

(Concluded)

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Unless Stated Otherwise) (Reviewed, Not Audited)

1. GENERAL INFORMATION

Dyaco International Inc. (the “Corporation”) was established in 1990. The Corporation and its subsidiaries are collectively referred to as the Group. The Group mainly manufactures, imports, exports and sells sports equipment and outdoor furniture. The Corporation’s shares have been listed on the Taiwan Stock Exchange since September 20, 2016.

The consolidated financial statements are presented in the Corporation’s functional currency, the New Taiwan dollar.

2. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Corporation’s board of directors on May 12, 2023.

3. APPLICATION OF NEW, AMENDED AND REVISED STANDARDS AND INTERPRETATIONS

- a. Initial application of the amendments to the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively, the “IFRSs”) endorsed and issued into effect by the Financial Supervisory Commission (FSC)

New IFRSs	Effective Date Announced by IASB
Amendments to IAS 1 “Disclosure of Accounting Policies”	January 1, 2023
Amendments to IAS 8 “Definition of Accounting Estimates”	January 1, 2023
Amendments to IAS 12 “Deferred Tax related to Assets and Liabilities arising from a Single Transaction”	January 1, 2023

The initial application of the IFRSs endorsed and issued into effect by the FSC did not have material impact on the Group’s accounting policies.

- b. New IFRSs in issue but not yet endorsed and issued into effect by the FSC

New IFRSs	Effective Date Announced by IASB (Note 1)
Amendments to IFRS 10 and IAS 28 “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”	To be determined by IASB
Amendments to IFRS 16 “Leases Liability in a Sale and Leaseback”	January 1, 2024 (Note 2)
IFRS 17 “Insurance Contracts”	January 1, 2023

(Continued)

New IFRSs	Effective Date Announced by IASB (Note 1)
Amendments to IFRS 17	January 1, 2023
Amendments to IFRS 17 “Initial Application of IFRS 9 and IFRS 17 - Comparative Information”	January 1, 2023
Amendments to IAS 1 “Classification of Liabilities as Current or Non-current”	January 1, 2024
Amendments to IAS 1 “Non-current Liabilities with Covenants”	January 1, 2024
	(Concluded)

Note 1: Unless stated otherwise, the above New IFRSs are effective for annual reporting periods beginning on or after their respective effective dates.

Note 2: A seller-lessee shall apply the Amendments to IFRS 16 retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16.

As of the date the consolidated financial statements were authorized for issue, the Group is continuously assessing the possible impact of the application of other standards and interpretations will have on the Group’s financial position and financial performance and will disclose the relevant impact when the assessment is completed.

4. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

a. Statement of compliance

These consolidated financial statements have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and IAS 34 “Interim Financial Reporting” as endorsed and issued into effect by the FSC. Disclosure information included in these interim financial statements is less than the disclosure information required in a complete set of annual financial statements.

b. Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments that are measured at fair value and net defined benefit liabilities which are measured at the present value of the defined benefit obligation less the fair value of plan assets.

The fair value measurements, which are grouped into Levels 1 to 3 based on the degree to which the fair value measurement inputs are observable and based on the significance of the inputs to the fair value measurement in its entirety, are described as follows:

- 1) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- 2) Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for an asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- 3) Level 3 inputs are unobservable inputs for an asset or liability.

c. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Corporation and the entities controlled by the Corporation (i.e. its subsidiaries).

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Corporation.

All intra-group transactions, balances, income and expenses are eliminated in full upon consolidation. Total comprehensive income or loss of subsidiaries is attributed to the owners of the Corporation and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

See Note 13, Tables 6 and 7 for the detailed information of subsidiaries (including the percentage of ownership and main business).

d. Other significant accounting policies

Please see the summary of significant accounting policies in the consolidated financial statements for the year ended December 31, 2022 except for the information below.

1) Retirement benefits

Pension cost for an interim period is calculated on a year-to-date basis by using the actuarially determined pension cost rate at the end of the prior financial year, adjusted for significant market fluctuations since that time and for significant plan amendments, settlements, or other significant one-off events.

2) Income tax expense

Income tax expense represents the sum of the tax currently payable and deferred tax. Interim period income taxes are assessed on an annual basis and calculated by applying to an interim period's pre-tax income the tax rate that would be applicable to expected total annual earnings.

5. MATERIAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The accounting judgments and key sources of estimation uncertainty of these consolidated financial statements are the same as the consolidated financial statements for the year ended December 31, 2022.

6. CASH AND CASH EQUIVALENTS

	March 31, 2023	December 31, 2022	March 31, 2022
Cash on hand	\$ 10,887	\$ 75,100	\$ 6,786
Checking accounts and demand deposits	1,024,662	922,841	960,749
Time deposits	<u>-</u>	<u>122,840</u>	<u>-</u>
	<u>\$ 1,035,549</u>	<u>\$ 1,120,781</u>	<u>\$ 967,535</u>

7. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Financial assets - current</u>			
Financial liabilities held for trading			
Limited Partnership			
Changneng Capital Limited Partnership	\$ 17,949	\$ 568	\$ -
Derivative financial assets (not under hedge accounting)			
Cross-currency swap contracts	-	3,171	7,974
Foreign exchange forward contracts	-	-	272
	<u>\$ 17,949</u>	<u>\$ 3,739</u>	<u>\$ 8,246</u>

Financial assets - non-current

Financial assets mandatorily classified as at FVTPL			
Hybrid financial assets			
Convertible promissory notes (Note 14)	<u>\$ 152,250</u>	<u>\$ 147,071</u>	<u>\$ 143,814</u>

Financial liabilities - current

Financial liabilities held for trading			
Derivative financial liabilities			
Convertible bonds options (Note 21)	<u>\$ 22,005</u>	<u>\$ 25,305</u>	<u>18,505</u>

At the end of the reporting period, outstanding cross-currency swap contracts and foreign exchange forward contracts not under hedge accounting were as follows:

	Currency	Maturity Date	Notional Amount (In Thousands)
<u>December 31, 2022</u>			
Cross-currency swap contracts	NTD/USD	2023.01.03	NTD27,539/USD1,000
<u>March 31, 2022</u>			
Cross-currency swap contracts	NTD/USD	2022.08.02-2023.01.03	NTD290,327/USD10,500
Foreign exchange forward contracts	NTD/USD	2022.04.27-2022.07.26	NTD85,968/USD3,000

8. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Investments in Equity Instruments at FVTOCI

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Non-current</u>			
Domestic investments			
Listed private placement shares	\$ 11,759	\$ 11,759	\$ 11,760
Unlisted ordinary shares	9,915	9,915	13,290
Foreign investments			
Unlisted ordinary shares	<u>44,044</u>	<u>44,023</u>	<u>45,646</u>
	<u>\$ 65,718</u>	<u>\$ 65,697</u>	<u>\$ 70,696</u>

These investments in equity instruments are held for medium to long-term strategic purposes. Accordingly, the management elected to designate these investments in equity instruments as at FVTOCI as they believe that recognizing short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes.

9. FINANCIAL ASSETS AT AMORTIZED COST

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Current</u>			
Restricted deposits	\$ 194,013	\$ 240,578	\$ 154,877
Bank debenture	<u>22,837</u>	<u>-</u>	<u>-</u>
	<u>\$ 216,850</u>	<u>\$ 240,578</u>	<u>\$ 154,877</u>
<u>Non-current</u>			
Bank debenture	<u>\$ 13,703</u>	<u>\$ 30,710</u>	<u>\$ -</u>

a. The market interest rates of cash in bank at the end of the reporting period were as follows:

	March 31, 2023	December 31, 2022	March 31, 2022
Restricted deposits	0.60%-4.00%	0.60%-4.83%	0.22%-0.55%

b. In June 2022, the Group purchased 1.5-year financial debentures of Mega International Commercial Bank at a face value of \$21,784 thousand (US\$750 thousand), with a maturity date of January 5, 2024. The coupon rate and effective interest rate are 2.5%. In September 2022, the Group purchased 2-year financial debentures of Mega International Commercial Bank at a face value of \$7,609 thousand (US\$250 thousand), with a maturity date of September 15, 2024. The coupon rate and effective interest rate are 3.05%. In March 2023, the Group purchased 2.5-year financial debentures of Mega International Commercial Bank at a face value of \$6,096 thousand (US\$200 thousand), with a maturity date of October 3, 2025. The coupon rate and effective interest rate are 4.3%

- c. The Group invests only in debt instruments that are rated the equivalent of investment grade or higher and have low credit risk for the purpose of impairment assessment. The credit rating information is supplied by independent rating agencies. The Group's exposure and external credit ratings are continuously monitored. The Group reviews changes in bond yields and other publicly available information and makes an assessment of whether there has been a significant increase in credit risk since the last period to the reporting date.

In determining the expected credit losses for debt instrument investments, the Group considers the current financial condition of debtors and the future prospects of the industries.

The Group's current credit risk grading mechanism is as follows:

Category	Description	Basis for Recognizing Expected Credit Losses (ECLs)
Performing	The counterparty has a low risk of default and a strong capacity to meet contractual cash flows	12m ECLs
Doubtful	There has been a significant increase in credit risk since the initial recognition	Lifetime ECLs - not credit impaired
In default	There is evidence indicating the asset is credit impaired	Lifetime ECLs - credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

The Group assesses the counterparty has a low risk of default and a strong capacity to meet contractual cash flows. As of March 31, 2023 and December 31, 2022, there was no expected credit loss for an investment in debt instruments.

- d. The financial assets at amortized cost pledged as collateral are set out in Note 37.

10. NOTES RECEIVABLE, ACCOUNTS RECEIVABLE AND OTHER RECEIVABLES

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Notes receivable (a)</u>			
At amortized cost			
Gross carrying amount	\$ 1,867	\$ 940	\$ 1,483
Less: Allowance for impairment loss	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 1,867</u>	<u>\$ 940</u>	<u>\$ 1,483</u>
<u>Accounts receivable (b)</u>			
At amortized cost			
Gross carrying amount	\$ 1,340,826	\$ 1,333,623	\$ 1,823,419
Less: Allowance for impairment loss	<u>96,434</u>	<u>238,231</u>	<u>168,004</u>
	<u>\$ 1,244,392</u>	<u>\$ 1,095,392</u>	<u>\$ 1,655,415</u>

(Continued)

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Other receivables (c)</u>			
Tax refund receivables	\$ 32,091	\$ 13,165	5,698
Compensation advance payment receivable	-	49,818	-
Deposit refund receivable	-	-	4,000
Others	<u>3,550</u>	<u>2,193</u>	<u>17,405</u>
	<u>\$ 35,641</u>	<u>\$ 65,176</u>	<u>\$ 27,103</u>
			(Concluded)

a. Notes receivable

The average credit period of sales of goods was 30 to 120 days. In the determination of credit risk, the Group takes into consideration any change in credit quality from the invoice date to the reporting date. The Group recognizes 100% allowance for impairment loss if notes receivable become overdue.

At the end of the reporting period, there were no overdue notes receivable for which the Group recognized allowance for impairment loss.

b. Accounts receivable

The average credit period of sales of goods was 30 to 120 days. The Group uses other publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of concluded transactions is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee periodically.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECLs. The expected credit losses on trade receivables are estimated using a provision matrix prepared by reference to the past default experience of the customer, the customer's current financial position, economic condition of the industry in which the customer operates, as well as the GDP forecasts and industry outlook. As there are different loss patterns for various customer segments, the Group uses different provision matrixes based on operating area of subsidiaries, and determines the provision for loss allowance is based on past due status.

The Group writes off accounts receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. For accounts receivable that have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivables. Where recoveries are made, these are recognized in profit or loss.

The following table details the loss allowance of accounts receivable based on the Group's provision matrix.

March 31, 2023

	Not Past Due	Less than 60 Days	61 to 120 Days	121 to 180 Days	181 to 365 Days	Over 365 Days and Individually Recognized	Total
Expected credit loss rate	0%-5.65%	0%-27.21%	0%-37.75%	13.59%-51.13%	5%-100%	100%	
Gross carrying amount	\$ 1,111,334	\$ 105,568	\$ 27,280	\$ 13,743	\$ 33,349	\$ 49,552	\$ 1,340,826
Loss allowance (Lifetime ECLs)	<u>(3,278)</u>	<u>(8,238)</u>	<u>(7,942)</u>	<u>(6,594)</u>	<u>(20,830)</u>	<u>(49,552)</u>	<u>(96,434)</u>
Amortized cost	<u>\$ 1,108,056</u>	<u>\$ 97,330</u>	<u>\$ 19,338</u>	<u>\$ 7,149</u>	<u>\$ 12,519</u>	<u>\$ -</u>	<u>\$ 1,244,392</u>

December 31, 2021

	Not Past Due	Less than 60 Days	61 to 120 Days	121 to 180 Days	181 to 365 Days	Over 365 Days and Individually Recognized	Total
Expected credit loss rate	0%-5.65%	0%-36.04%	4.19%-57.50%	5.26%-58.75%	5%-100%	100%	
Gross carrying amount	\$ 865,336	\$ 167,372	\$ 103,311	\$ 14,155	\$ 31,576	\$ 151,873	\$ 1,333,623
Loss allowance (Lifetime ECLs)	<u>(3,323)</u>	<u>(16,122)</u>	<u>(32,969)</u>	<u>(6,537)</u>	<u>(27,407)</u>	<u>(151,873)</u>	<u>(238,231)</u>
Amortized cost	<u>\$ 862,013</u>	<u>\$ 151,250</u>	<u>\$ 70,342</u>	<u>\$ 7,618</u>	<u>\$ 4,169</u>	<u>\$ -</u>	<u>\$ 1,095,392</u>

March 31, 2022

	Not Past Due	Less than 60 Days	61 to 120 Days	121 to 180 Days	181 to 365 Days	Over 365 Days and Individually Recognized	Total
Expected credit loss rate	0%-0.56%	0%-27.21%	1.84%-48.87%	12.03%-61.30%	10.00%-100%	100%	
Gross carrying amount	\$ 1,466,542	\$ 144,354	\$ 43,092	\$ 11,953	\$ 20,643	\$ 136,835	\$ 1,823,419
Loss allowance (Lifetime ECLs)	<u>(5,049)</u>	<u>(3,319)</u>	<u>(5,677)</u>	<u>(2,930)</u>	<u>(14,194)</u>	<u>(136,835)</u>	<u>(168,004)</u>
Amortized cost	<u>\$ 1,461,493</u>	<u>\$ 141,035</u>	<u>\$ 37,415</u>	<u>\$ 9,023</u>	<u>\$ 6,449</u>	<u>\$ -</u>	<u>\$ 1,655,415</u>

The Group's customer, New Level UK Ltd., was in severe financial difficulty and went into bankruptcy on February 26, 2018. As of December 31, 2022 and March 31, 2022, accounts receivable from New Level UK Ltd. amounted to \$108,645 thousand and \$108,395 thousand. Due to the uncertainty of the recoverability of accounts receivable according to legal proceedings, the Group recognized a loss allowance. The customer has completed the liquidation in March 2023 and returned \$8,568 thousand, and for the remaining uncollectible accounts, all relevant accounts receivable and loss allowance shall be written off.

The movements of the loss allowance of accounts receivable were as follows:

	For the Three Months Ended March 31	
	2023	2022
Beginning balance	\$ 238,231	\$ 160,010
Add: Net remeasurement (reversal) of loss allowance	(41,767)	5,296
Less: Amounts written off	(99,831)	(21)
Foreign exchange gains and losses	<u>(199)</u>	<u>2,719</u>
Ending balance	<u>\$ 96,434</u>	<u>\$ 168,004</u>

c. Other receivables

Other receivables consist of compensation advance payment receivables, tax refund receivables, deposit refund receivables and others (including disposal of investments etc.)

Due to the overdue deposit refund receivables of the Group and debtor's current weak financial status, the unrecovered amount of NT\$39,500 thousand has been fully determined as expected credit loss before the release date for the three months ended March 31, 2022, but the Group will continue to pursue recourse against the debtor.

The advance payment receivable is from a subsidiary of the Group, Fitness Equipment Services, LLC, due to the discrepancy between the horsepower measurement value of the treadmill products and the consumer's perception, the consumer filed a class action lawsuit. In 2022, the Group reached a settlement with the consumer and paid the compensation of NT\$108,788 thousand (US\$3,650 thousand). However, in 2020, according to the acquisition agreement with the original shareholder when acquiring Fitness Equipment Services, LLC., there is compensation for the aforementioned disputes with consumers, two-thirds of the compensation must be paid by the original three shareholders, and the advance payment of the Group as of the year ended December 31, 2022 accounts for other receivables of \$49,818 thousand (US\$1,622 thousand) and other receivables - related parties \$24,909 thousand (US\$811 thousand). As of the date of the accountant's audit report, the advance payment of the compensation has been recovered in full, and the Group has recognized a compensation loss of \$36,263 thousand in the end of 2022.

11. INVENTORIES

	March 31, 2023	December 31, 2022	March 31, 2022
Raw materials	\$ 160,245	\$ 188,847	\$ 215,762
Work in progress	164,161	227,624	174,634
Finished goods	1,973,429	2,226,015	2,163,606
Merchandise	<u>318,990</u>	<u>346,970</u>	<u>460,932</u>
	<u>\$ 2,616,825</u>	<u>\$ 2,989,456</u>	<u>\$ 3,014,934</u>

The nature of the cost of goods sold is as follows:

	For the Three Months Ended March 31	
	2023	2022
Cost of inventories sold	\$ 1,479,177	\$ 1,613,912
Inventory write-downs	20,656	334
Warranties	<u>21,014</u>	<u>36,457</u>
	<u>\$ 1,520,847</u>	<u>\$ 1,650,703</u>

The inventories pledged as collateral for bank borrowings are set out in Note 37.

12. PREPAYMENTS

	March 31, 2023	December 31, 2022	March 31, 2022
Prepayments for goods	\$ 100,378	\$ 113,169	\$ 60,318
Prepaid expenses	70,240	30,002	37,730
Tax overpayment retained for offsetting future tax payable	26,537	63,671	19,275
Others	<u>7,287</u>	<u>8,058</u>	<u>6,422</u>
	<u>\$ 204,442</u>	<u>\$ 214,900</u>	<u>\$ 123,745</u>

13. SUBSIDIARIES

a. Subsidiaries included in the consolidated financial statements

Investor	Investee	Nature of Activities	Proportion of Ownership (%)			Remark
			March 31, 2023	December 31, 2022	March 31, 2022	
Dyaco International Inc.	Dyaco International Holding Limited	Investment	100	100	100	-
	Dyaco Europe GmbH	Import, export and selling	100	100	100	Note 8
	Daan Health Management Consulting Co., Ltd.	Rental of medical equipment	100	100	100	-
	Dyaco Japan Co., Ltd.	Import, export and selling	100	100	100	Note 7
	Wing Long Co., Ltd.	Import, export and selling	100	100	100	-
	Dyaco UK Ltd.	Import, export and selling	100	100	100	Note 9
	SOLE INC.	Investment	100	100	100	Note 10
	President Plastic Products MFG Co., Ltd.	Manufacturing and selling	100	100	100	Note 1
	Cikayda Inc.	Manufacturing and selling	100	100	100	-
	CITY SPORTS (THAILAND) CO., LTD	Fitness equipment selling	44	44	44	Note 2
	Neutron Ventures Ltd	Sporting goods online selling	95	80	80	Note 3
	Spirit Manufacturing Inc.	Import, export and selling	100	100	-	Note 5
	Dyaco Canada Inc.	Import, export and selling	100	100	-	Note 5
	Iuvo Industry Co., Ltd	Electric-assisted bicycle manufacturer	90	90	-	Note 6
SOLE INC.	Fitness Equipment Services LLC.	Import, export and selling	100	100	100	-
Dyaco Europe GmbH	CARDIO fitness GmbH & Co. KG	Import, export and selling	100	100	100	-
	CARDIO fitness Verwaltungs GmbH	Investment	100	100	100	-
Dyaco International Holding Limited	Fuel-Spirit International Inc.	Import, export and selling	100	100	100	-
	Dyaco (Shanghai) Trading Co., Ltd.	Import, export and selling	100	100	100	-
	Shelton Corporation (Jiaxing), Ltd.	Manufacturing and selling	60	60	60	-
Dyaco (Shanghai) Trading Co., Ltd.	Dyaco Health Technology (Beijing) Co., Ltd.	Healthcare management consulting	100	100	100	-
Fuel-Spirit International Inc.	Spirit Manufacturing Inc.	Import, export and selling	-	-	100	Note 5
Spirit Manufacturing Inc.	Dyaco Canada Inc.	Import, export and selling	-	-	100	Note 5
	Spirit Direct, LLC.	Import, export and selling	100	100	100	-
Dyaco Commercial & Medical North America, LLC.	Dyaco Commercial & Medical North America, LLC.	Import, export and selling	-	-	-	Note 4
	Interactive Online Commerce Ltd	Investment	100	100	100	Note 3
Neutron Ventures Ltd	Neutron Ventures Poland S.p z.o.o	Service industry	100	100	100	Note 3
Interactive Online Commerce Ltd	Sweatband.com Ltd	Sporting goods selling	100	100	100	Note 3

Remarks:

- 1) In December 8, 2020, the board of directors approved the resolution to purchase 100% equity of President Plastic Products Mfg. Co., Ltd. for NT\$258,640 thousand. As of March 31, 2022, NT\$18,889 was not paid and recognized as other payables. In November 2022, the Group acquired interest in subsidiary, President Plastic Products MFG Co., Ltd. for \$28,000 thousand.
- 2) In November 2021, the Corporation purchased 44% equity of CITY SPORTS (THAILAND) CO., LTD. for THB14,420 thousand (NT\$12,450 thousand), and according to the acquisition agreement, the Group obtained two out of three seats in the board of directors of CITY SPORTS (THAILAND) CO., LTD. as the Group has control over the decision making of the relevant activities of the company; therefore, it is listed as a subsidiary. As of March 31, 2022, NT\$1,245 thousand was not paid and recognized as other payables.
- 3) In December 2021, the Corporation purchased 80% equity of Neutron Ventures Ltd. for GBP3,220 thousand (NT\$119,421 thousand). As of March 31, 2022, NT\$29,502 thousand was not paid and recognized as other payables. On March 2023, the Group acquired interest for \$69,673 thousand, the Group did not subscribe according to its shareholding ratio. Thus, the shareholding ratio increased from 80% to 95%, and adjusted unappropriated earnings for \$4,320 thousand.
- 4) Dyaco Commercial & Medical North America, LLC. has been completed the liquidation and was eliminated in the first quarter of 2022.
- 5) After the Corporation went through a non-cash reduction reorganization on July 1, 2022, Spirit Manufacturing Inc. and Dyaco Canada Inc. are directly 100% held by Dyaco International Inc.

- 6) On August 24, 2022, the Corporation signed a contract with the major shareholder of IUVO Industry Co., Ltd. The Corporation acquired 83% interest for \$55,000 thousand on the base date October 3, 2022. On December 2022, the Group acquired interest for \$70,000 thousand, the Group did not subscribe according to its shareholding ratio. Thus, the shareholding ratio increased from 83% to 90%, and adjusted unappropriated earnings for \$7,815 thousand.
- 7) The Corporation acquires interest in subsidiary, Dyaco Japan Co., Ltd. through debt equity swap for \$44,560 thousand in August 2022.
- 8) The Group acquires interest in subsidiary, Dyaco Europe GmbH through debt equity swap for \$126,368 thousand in August 2022. On March 2023, the Group acquired interest of subsidiary, Dyaco Europe GmbH for \$61,332 thousand.
- 9) The Group acquires interest in subsidiary, Dyaco UK Ltd. through debt equity swap for \$182,850 thousand in August 2022.
- 10) The Group acquires interest in subsidiary, SOLE INC. through debt equity swap for \$694,235 thousand in November 2022.

b. Details of subsidiaries that have material non-controlling interests

Name of Subsidiary	Principal Place of Business	Proportion of Ownership and Voting Rights Held by Non-controlling Interests		
		March 31, 2023	December 31, 2022	March 31, 2022
Shelton Corporation (Jiaxing), Ltd.	China	40%	40%	40%

Refer to Table 8 for the information on the places of incorporation and principal places of business.

Name of Subsidiary	Profit Allocated to Non-controlling Interests		Accumulated Non-controlling Interests		
	For the Three Months Ended March 31		March 31,	December 31,	March 31,
	2023	2022	2023	2022	2022
Shelton Corporation (Jiaxing), Ltd.	\$ 37,057	\$ 5,897	\$ 409,006	\$ 368,858	\$ 380,665

The summarized financial information below represents amounts before intragroup eliminations and after consideration of acquisition premium amortization.

	March 31, 2023	December 31, 2022	March 31, 2022
Current assets	\$ 1,286,313	\$ 1,258,962	\$ 1,518,360
Non-current assets	860,622	880,495	931,938
Current liabilities	(839,715)	(928,405)	(1,214,541)
Non-current liabilities	(132,283)	(134,168)	(140,436)
Equity	\$ 1,174,937	\$ 1,076,884	\$ 1,095,321

(Continued)

	March 31, 2023	December 31, 2022	March 31, 2022
Equity attributable to:			
Owners of Shelton Corporation (Jiaxing), Ltd.	\$ 765,931	\$ 708,026	\$ 714,656
Non-controlling interests of Shelton Corporation (Jiaxing), Ltd.	<u>409,006</u>	<u>368,858</u>	<u>380,665</u>
	<u>\$ 1,174,937</u>	<u>\$ 1,076,884</u>	<u>\$ 1,095,321</u> (Concluded)
		For the Three Months Ended March 31	
		2023	2022
Revenue		<u>\$ 753,473</u>	<u>\$ 692,434</u>
Net profit from continuing operations (Note)		\$ 92,643	\$ 14,745
Other comprehensive income for the period		<u>7,730</u>	<u>34,968</u>
Total comprehensive income for the period		<u>\$ 100,373</u>	<u>\$ 49,713</u>
Profit attributable to:			
Owners of Shelton Corporation (Jiaxing), Ltd.		\$ 55,586	\$ 8,848
Non-controlling interests of Shelton Corporation (Jiaxing), Ltd.		<u>37,057</u>	<u>5,897</u>
		<u>\$ 92,643</u>	<u>\$ 14,745</u>
Total comprehensive income attributable to:			
Owners of Shelton Corporation (Jiaxing), Ltd.		\$ 60,224	\$ 29,828
Non-controlling interests of Shelton Corporation (Jiaxing), Ltd.		<u>40,149</u>	<u>19,885</u>
		<u>\$ 100,373</u>	<u>\$ 49,713</u>
Net cash inflow (outflow) from:			
Operating activities		\$ (7,396)	\$ (28,608)
Investing activities		(2,568)	(98)
Financing activities		<u>(32,521)</u>	<u>12,874</u>
Net cash outflow		<u>\$ (42,485)</u>	<u>\$ (15,832)</u>

Note: Net profit was \$96,112 thousand less amortization of \$3,469 thousand for the three months ended March 31, 2023. Net profit was \$18,186 thousand less amortization of \$3,441 thousand for the three months ended March 31, 2022.

14. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	March 31, 2023	December 31, 2022	March 31, 2022 (Retrospectively Adjusted)
Investments in associates	\$ <u>6,673</u>	\$ <u>6,823</u>	\$ <u>31,115</u>
Associates that are not individually material			
Hongdaxin Projection Co., Ltd.	\$ 3,835	\$ 3,889	\$ 4,000
Kerr (Shanghai) Rehabilitation Technology Development Co., Ltd.	2,838	2,934	4,668
Morsel, Inc.	<u>-</u>	<u>-</u>	<u>22,447</u>
	\$ <u>6,673</u>	\$ <u>6,823</u>	\$ <u>31,115</u>

The Group acquired 40% equity of Hongdaxin Projection Co., Ltd. for \$4,000 thousand in March 2022. It provides investment in domestic film and television production.

On August 11, 2021, the board of directors resolved to invest in Morsel Inc., an intelligent fitness content production company, with a total amount of US\$6,000 thousand. The ordinary shares were acquired for US\$1,000 thousand (approximately NT\$27,750 thousand), which accounted for 11% of Morsel Inc.'s total equity; and in accordance with the investment agreement, the parent company has the right to appoint one third of the director seats and the ability to exercise significant influence over Morsel Inc. In addition, the three-year convertible promissory notes issued by Morsel Inc. were acquired for US\$5,000 thousand (approximately NT\$138,750 thousand) at an annual interest rate of 1%, which was recognized as financial assets at fair value through profit or loss and gain on fair value changes to NT\$5,179 thousand and NT\$4,779 thousand was recognized on March 31, 2023 and March 31, 2022, respectively, please refer to Note 7.

Morsel Inc., an investment associate recognized by the Group using the equity method, is expected to decrease the operating cash inflows in the future due to poor sales in the market. As a result, the recoverable amount of the associate in value-in-use calculations is less than the carrying amount of the Group's investment. After the evaluation, the Group recognized the impairment losses of \$24,882 thousand in 2022.

Refer to Tables 6 and 7 for the principal places of business and countries of incorporation.

Aggregate information of associates that are not individually material

	For the Three Month Ended March 31	
	2023	2022 (Retrospectively Adjusted)
The Group's share of:		
Loss from continuing operations	\$ (94)	\$ (1,748)
Other comprehensive income (loss)	<u>-</u>	<u>-</u>
	\$ <u>(94)</u>	\$ <u>(1,748)</u>

The Group has adjusted the initial accounting of Morsel, Inc and the provisional amount since the acquisition date. Information on relevant items of balance sheets and statements of comprehensive income that were adjusted retrospectively are as follows:

March 31, 2022

Investments accounted for using the equity method	\$ (293)
Retained earnings	\$ (339)
Other equity	\$ 46

**For the Three
Month Ended
March 31, 2022**

Share of loss of associates	\$ (113)
Net profit or loss for the year	\$ (113)
Comprehensive income for the year	\$ (293)

15. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Machinery Equipment	Transportation Equipment	Office Equipment	Leasehold Improvements	Property under Construction	Total
<u>Cost</u>								
Balance at January 1, 2023	\$ 1,659,253	\$ 2,230,479	\$ 687,066	\$ 51,805	\$ 83,920	\$ 25,409	\$ 317,724	\$ 5,055,656
Additions	-	-	19,960	-	1,088	143	63,753	84,944
Disposals	-	(1,964)	(53,019)	(5,557)	(3,049)	-	-	(63,589)
Reclassification	-	6,697	-	-	-	-	-	6,697
Effects of foreign currency exchange differences	(184)	(895)	525	116	123	193	-	(122)
Balance at March 31, 2023	<u>1,659,069</u>	<u>2,234,317</u>	<u>654,532</u>	<u>46,364</u>	<u>82,082</u>	<u>25,745</u>	<u>381,477</u>	<u>5,083,586</u>
<u>Accumulated depreciation</u>								
Balance at January 1, 2023	-	748,313	497,003	35,340	68,853	14,318	-	1,363,827
Depreciation expenses	-	18,755	15,479	1,275	1,646	716	-	37,871
Disposals	-	(1,963)	(53,019)	(5,557)	(3,044)	-	-	(63,583)
Reclassification	-	4,757	-	-	-	-	-	4,757
Effects of foreign currency exchange differences	-	1,523	279	88	141	119	-	2,150
Balance at March 31, 2023	-	<u>771,385</u>	<u>459,742</u>	<u>31,146</u>	<u>67,596</u>	<u>15,153</u>	-	<u>1,345,022</u>
Carrying amounts at March 31, 2023	<u>\$ 1,659,069</u>	<u>\$ 1,462,932</u>	<u>\$ 194,790</u>	<u>\$ 15,218</u>	<u>\$ 14,486</u>	<u>\$ 10,592</u>	<u>\$ 381,477</u>	<u>\$ 3,738,564</u>
Carrying amounts at December 31, 2022 and January 1, 2023	<u>\$ 1,659,253</u>	<u>\$ 1,482,166</u>	<u>\$ 190,063</u>	<u>\$ 16,465</u>	<u>\$ 15,067</u>	<u>\$ 11,091</u>	<u>\$ 317,724</u>	<u>\$ 3,691,829</u>
<u>Cost</u>								
Balance at January 1, 2022	\$ 1,283,139	\$ 1,906,647	\$ 626,529	\$ 51,566	\$ 78,641	\$ 21,986	\$ 150,758	\$ 4,119,266
Additions	-	270	27,012	-	657	325	67,993	96,257
Disposals	-	-	(13,507)	(1,119)	(94)	-	-	(14,720)
Reclassification	-	6,621	-	-	-	-	-	6,621
Effects of foreign currency exchange differences	668	44,934	13,127	885	1,371	338	5,779	67,102
Balance at March 31, 2022 (retrospectively adjusted)	<u>1,283,807</u>	<u>1,958,472</u>	<u>653,161</u>	<u>51,332</u>	<u>80,575</u>	<u>22,649</u>	<u>224,530</u>	<u>4,274,526</u>
<u>Accumulated depreciation</u>								
Balance at January 1, 2022	-	663,820	420,878	33,376	65,616	11,738	-	1,195,428
Depreciation expenses	-	16,884	18,923	1,166	1,853	640	-	39,466
Disposals	-	-	(673)	(303)	(94)	-	-	(1,070)
Reclassification	-	961	-	-	-	-	-	961
Effects of foreign currency exchange differences	-	18,102	9,296	632	1,225	183	-	29,438
Balance at March 31, 2022 (retrospectively adjusted)	-	<u>699,767</u>	<u>448,424</u>	<u>34,871</u>	<u>68,600</u>	<u>12,561</u>	-	<u>1,264,223</u>
Carrying amounts at March 31, 2022 (retrospectively adjusted)	<u>\$ 1,283,807</u>	<u>\$ 1,258,705</u>	<u>\$ 204,737</u>	<u>\$ 16,461</u>	<u>\$ 11,975</u>	<u>\$ 10,088</u>	<u>\$ 224,530</u>	<u>\$ 3,010,303</u>

The above items of property, plant and equipment used by the Group are depreciated on a straight-line basis over their estimated useful lives as follows:

Buildings	
Main buildings	15-50 years
Decoration	2-49 years
Machinery equipment	1-11 years
Transportation equipment	2-11 years
Office equipment	1-15 years
Leasehold improvements	1-10 years

Property, plant and equipment used by the Group and pledged as collateral for bank borrowings are set out in Note 37.

16. LEASE ARRANGEMENTS

a. Right-of-use assets

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Carrying amounts</u>			
Land	\$ 272,345	\$ 273,046	\$ 287,563
Buildings	29,131	32,052	34,657
Transportation equipment	<u>5,244</u>	<u>6,359</u>	<u>11,062</u>
	<u>\$ 306,720</u>	<u>\$ 311,457</u>	<u>\$ 333,282</u>
		For the Three Months Ended March 31	
		2023	2022
Depreciation charge for right-of-use assets			
Land		\$ 2,643	\$ 2,598
Buildings		3,204	2,565
Transportation equipment		<u>1,140</u>	<u>1,696</u>
		<u>\$ 6,987</u>	<u>\$ 6,859</u>

b. Lease liabilities

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Carrying amounts</u>			
Current	<u>\$ 15,977</u>	<u>\$ 16,522</u>	<u>\$ 17,791</u>
Non-current	<u>\$ 20,477</u>	<u>\$ 23,708</u>	<u>\$ 31,391</u>

Range of discount rate for lease liabilities was as follows:

	March 31, 2023	December 31, 2022	March 31, 2022
Land	5.84%	5.84%	5.84%
Buildings	1.36%-4.90%	1.36%-4.90%	1.56%-4.90%
Transportation equipment	1.65%-2.50%	1.65%-2.50%	1.66%-4.07%

c. Material lease-in activities and terms

The Group leases certain buildings and office equipment for the use of plants, offices and retail stores with lease terms of 2 to 13 years. The Group does not have bargain purchase options to acquire the buildings at the end of the lease terms.

The Group leases transportation equipment for the use of business with lease terms of 3 to 4 years.

The land use rights of the Group are amortized over 50 years.

Right-of-use assets used by the Group and pledged as collateral for bank borrowings are set out in Note 37.

d. Other lease information

	For the Three Months Ended March 31	
	2023	2022
Expenses relating to short-term leases	\$ 8,627	\$ 10,811
Expenses relating to low-value asset leases	\$ 107	\$ 263
Total cash outflow for leases	\$ 12,282	\$ 15,624

The Group leases certain buildings and transportation equipment which qualify as short-term leases and certain office equipment which qualify as low-value asset leases. The Group has elected to apply the recognition exemption and thus, did not recognize right-of-use assets and lease liabilities for these leases.

17. INVESTMENT PROPERTIES

	Completed Investment Properties
<u>Cost</u>	
Balance at January 1, 2023	\$ 54,456
Reclassification	(6,697)
Effects of foreign currency exchange differences	169
Balance at March 31, 2023	47,928
	(Continued)

**Completed
Investment
Properties**

Accumulated depreciation

Balance at January 1, 2023	\$ 25,909
Depreciation expenses	516
Reclassification	(4,757)
Effects of foreign currency exchange differences	<u>117</u>
Balance at March 31, 2023	<u>21,785</u>

Carrying amount at March 31, 2023 \$ 26,143

Carrying amount at December 31, 2022 and January 1, 2023 \$ 28,547

Cost

Balance at January 1, 2022	\$ 78,917
Reclassification	(6,621)
Effects of foreign currency exchange differences	<u>1,864</u>
Balance at March 31, 2022	<u>74,160</u>

Accumulated depreciation

Balance at January 1, 2022	25,436
Depreciation expenses	762
Reclassification	(961)
Effects of foreign currency exchange differences	<u>773</u>
Balance at March 31, 2022	<u>26,010</u>

Carrying amount at March 31, 2022 \$ 48,150
(Concluded)

The investment properties were leased out for 1 to 7 years. The lessees do not have bargain purchase options to acquire the investment properties at the expiry of the lease periods.

The maturity analysis of lease payments receivable under operating leases of investment properties was as follows:

	March 31, 2023	December 31, 2022	March 31, 2022
Year 1	\$ 5,692	\$ 4,255	\$ 8,059
Year 2	678	675	678
Year 3	678	675	678
Year 4	678	675	678
Year 5	<u>169</u>	<u>281</u>	<u>113</u>
	<u>\$ 7,895</u>	<u>\$ 6,561</u>	<u>\$ 10,206</u>

The investment properties used by the Group are depreciated on a straight-line basis over 20 to 33 years.

As of March 31, 2023, December 31, 2022 and March 31, 2022, the fair value of investment property located in Zhongshan District, Taipei City was \$23,925 thousand, \$23,925 thousand and \$23,599 thousand, respectively. The determination of fair value was not performed by independent qualified professional valuers. The management used the market-based evidence of transaction price of property, plant and equipment in determining the fair value. Management was unable to reliably measure the fair value of the investment property located in Jiaying City, Zhejiang Province, China, because the market for comparable properties is inactive and alternative reliable measurements of fair value are not available; therefore, the Group determined that the fair value of the investment property is not reliably measurable.

The investment properties used by the Group and pledged as collateral for bank borrowings are set out in Note 37.

18. GOODWILL

	For the Three Months Ended March 31	
	2023	2022 (Retrospectively Adjusted)
<u>Cost</u>		
Balance at January 1	\$ 566,722	\$ 501,442
Effect of foreign currency exchange differences	<u>(2,590)</u>	<u>16,821</u>
Balance at March 31	<u>564,132</u>	<u>518,263</u>
<u>Accumulated impairment losses</u>		
Balance at January 1	8,345	7,987
Effect of foreign currency exchange differences	<u>109</u>	<u>153</u>
Balance at March 31	<u>8,454</u>	<u>8,140</u>
Carrying amounts at March 31	<u>\$ 555,678</u>	<u>\$ 510,123</u>

19. OTHER INTANGIBLE ASSETS

	Computer Software	Patents	Customer Relationship	Existing Technologies	Royalty	Brand Value	Website	Total
<u>Cost</u>								
Balance at January 1, 2023	\$ 101,405	\$ 82,454	\$ 107,029	\$ 7,685	\$ 293,407	\$ 749,481	\$ 1,106	\$ 1,342,567
Additions	2,517	-	-	-	-	-	-	2,517
Disposals	-	-	-	(7,685)	-	-	-	(7,685)
Effects of foreign currency exchange differences	<u>189</u>	<u>231</u>	<u>(1,190)</u>	<u>-</u>	<u>(450)</u>	<u>(5,158)</u>	<u>(10)</u>	<u>(6,388)</u>
Balance at March 31, 2023	<u>104,111</u>	<u>82,685</u>	<u>105,839</u>	<u>-</u>	<u>292,957</u>	<u>744,323</u>	<u>1,096</u>	<u>1,331,011</u>
<u>Accumulated amortization</u>								
Balance at January 1, 2023	78,572	74,691	78,330	7,685	202,478	103,109	835	545,700
Amortization expenses	2,743	1,880	425	-	6,241	8,698	68	20,055
Disposals	-	-	-	(7,685)	-	-	-	(7,685)
Effects of foreign currency exchange differences	<u>73</u>	<u>252</u>	<u>(687)</u>	<u>-</u>	<u>(424)</u>	<u>(705)</u>	<u>(7)</u>	<u>(1,498)</u>
Balance at March 31, 2023	<u>81,388</u>	<u>76,823</u>	<u>78,068</u>	<u>-</u>	<u>208,295</u>	<u>111,102</u>	<u>896</u>	<u>556,572</u>
Carrying amounts at March 31, 2023	<u>\$ 22,723</u>	<u>\$ 5,862</u>	<u>\$ 27,771</u>	<u>\$ -</u>	<u>\$ 84,662</u>	<u>\$ 633,221</u>	<u>\$ 200</u>	<u>\$ 774,439</u>
Carrying amounts at December 31, 2022 and January 1, 2023	<u>\$ 22,833</u>	<u>\$ 7,763</u>	<u>\$ 28,699</u>	<u>\$ -</u>	<u>\$ 90,929</u>	<u>\$ 646,372</u>	<u>\$ 271</u>	<u>\$ 796,867</u>

(Continued)

	Computer Software	Patents	Customer Relationship	Existing Technologies	Royalty	Brand Value	Website	Total
<u>Cost</u>								
Balance at January 1, 2022	\$ 86,724	\$ 78,105	\$ 94,338	\$ 7,685	\$ 288,159	\$ 680,676	\$ 996	\$ 1,236,683
Additions	3,204	-	-	-	-	-	-	3,204
Effects of foreign currency exchange differences	444	2,642	4,897	-	1,637	21,971	34	31,625
Balance at March 31, 2022 (retrospectively adjusted)	90,372	80,747	99,235	7,685	289,796	702,647	1,030	1,271,512
<u>Accumulated amortization</u>								
Balance at January 1, 2022	66,957	63,742	72,556	7,685	172,830	60,767	501	445,038
Amortization expenses	2,880	1,803	424	-	6,182	8,698	68	20,055
Effects of foreign currency exchange differences	418	2,324	4,163	-	1,467	2,233	19	10,624
Balance at March 31, 2022 (retrospectively adjusted)	70,255	67,869	77,143	7,685	180,479	71,698	588	475,717
Carrying amounts at March 31, 2022 (retrospectively adjusted)	<u>\$ 20,117</u>	<u>\$ 12,878</u>	<u>\$ 22,092</u>	<u>\$ -</u>	<u>\$ 109,317</u>	<u>\$ 630,949</u>	<u>\$ 442</u>	<u>\$ 795,795</u>

(Concluded)

- a. The Group signed royalty agreements of authorization with several foreign well-known sports brands to manufacture and sell products. The discounted cost was recognized as a royalty and included in intangible assets at the beginning of the authorization period, and the related liability was recognized as current and non-current payables for royalties. The interest expenses were calculated by the effective interest method.
- b. Other intangible assets are amortized on a straight-line basis over their estimated useful lives as follows:

Computer software	1-13 years
Patents	5-15 years
Customer relationship	7-16 years
Existing technologies	3-5 years
Royalty	2-6 years
Brand value	10-23 years
Website	4 years

20. BORROWINGS

- a. Short-term borrowings

	March 31, 2023	December 31, 2022	March 31, 2022
Unsecured borrowings	\$ 982,508	\$ 1,182,395	\$ 1,016,135
Secured borrowings	<u>1,108,365</u>	<u>1,208,520</u>	<u>1,434,008</u>
	<u>\$ 2,090,873</u>	<u>\$ 2,390,915</u>	<u>\$ 2,450,143</u>
Range of interest rates			
Unsecured borrowings	1.68%-4.5%	1.43%-4.5%	0.98%-4.35%
Secured borrowings	1.73%-3.85%	1.60%-3.85%	1.14%-5.84%

b. Long-term borrowings

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Secured borrowings</u>			
Mega Bank	\$ 657,300	\$ 580,100	\$ 256,150
Taiwan Cooperative Bank	486,217	488,875	168,165
Taiwan Business Bank	187,644	121,320	-
Taishin Bank	153,750	157,500	168,750
First Horizon Bank	151,314	153,550	-
Bank SinoPac	85,280	90,974	106,963
CTBC Bank	39,300	30,000	-
Bank of Montreal	35,558	36,390	38,261
Cathay United Bank	30,000	39,300	-
Chang Hua Bank	<u>1,901</u>	<u>4,740</u>	<u>13,178</u>
	1,828,264	1,702,749	751,467
Less: Current portion	<u>232,009</u>	<u>218,987</u>	<u>228,177</u>
Long-term borrowings	<u>\$ 1,596,255</u>	<u>\$ 1,483,762</u>	<u>\$ 523,290</u>

1) Secured borrowings from Mega Bank: In 2007, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from December 2007 to December 2022. As of March 31, 2023, December 31, 2022 and March 31, 2022, the borrowings were \$7,650 thousand, at the annual borrowing interest rate were 1.65%, respectively. In September 2019, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to September 2024. As of March 31, 2023, December 31, 2022 and March 31, 2022, the borrowings were \$79,400 thousand, \$92,300 thousand and \$131,000 thousand, respectively, at the annual borrowing interest rate were 2.03%, 2.03% and 1.65%, respectively. In February 2020, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to February 2025. As of March 31, 2023, December 31, 2022 and March 31, 2022, the amount of borrowings were \$77,900 thousand, \$87,800 thousand and \$117,500 thousand, at the annual borrowing interest rate were 2.08%, 2.08% and 1.70%, respectively; In July 2022, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from July 2025 to July 2027 after three years of interest payments. As of March 31, 2023 and December 31, 2022, the amount of borrowings were \$300,000 thousand and \$300,000 thousand, respectively, at annual borrowing interest rates of 2.05%; In July 2022, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from January 2024 to July 2027 after 1.5 years of interest payments. As of March 31, 2023 and December 31, 2022, the amount of borrowings were \$100,000 thousand and \$100,000 thousand, respectively, at annual borrowing interest rates of 2.05%; In March 2023, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from January 2024 to July 2027. As of March 31, 2023 the amount of borrowings were \$100,000 thousand, at annual borrowing interest rates of 2.05%.

- 2) Secured borrowings from Taiwan Cooperative Bank: In November 2018, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from December 2020 to November 2038 after two years of interest payments. As of December 31, 2022 and 2021, the borrowings were \$159,416 thousand, \$161,579 thousand and \$168,165 thousand, respectively, at the annual borrowing interest rate of 1.60%, 1.60% and 1.20%, respectively. In 2021, IUVO Industry Co., Ltd signed a contract for borrowings, under which the principal and interest are repayable monthly to December 2024. As of March 31, 2023 and December 31, 2022, the borrowings were both \$266,400 thousand at the annual borrowing interest rate of 2.081% and 1.956%, respectively. In 2022, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to March 2029. As of March 31, 2023 and December 31, 2022, the borrowings were \$12,835 thousand and \$13,330 thousand at the annual borrowing interest rate of 2.4071% and 2.346%, respectively. In 2022, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to December 2024. As of March 31, 2023 and December 31, 2022, the borrowings were both \$47,566 thousand at the annual borrowing interest rate of 2.081% and 1.956% respectively.
- 3) Secured borrowings from Taiwan Business Bank: In December 2022, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly until December 2032. As of March 31, 2023 and December 31, 2022, the borrowings were \$118,287 thousand and \$121,320 thousand, respectively, at the annual borrowing interest rate of 1.43%. In February 2023, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to December 2032. As of March 31, 2023, the borrowings were \$57,734 thousand, at annual borrowing interest rates of 1.43%. In March 2023, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to December 2026. As of March 31, 2023, the borrowings were \$11,623 thousand, at annual borrowing interest rates of 1.43%.
- 4) Secured borrowings from Taishin Bank: In June 2019, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to June 2034. As of March 31, 2023, December 31, 2022 and March 31, 2022, the borrowings were \$142,500 thousand, \$144,000 thousand and \$148,500 thousand, respectively, at annual borrowing interest rate were 1.96%, 1.96% and 1.23%, respectively. In June 2019, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to June 2024. As of March 31, 2023, December 31, 2022 and March 31, 2022, the borrowings were \$11,250 thousand, \$13,500 thousand and \$20,250 thousand, respectively, at annual borrowing interest rate were 1.96%, 1.96% and 1.23%.
- 5) Secured borrowings from First Horizon Bank: In 2022, Spirit Manufacturing Inc. signed a contract for borrowings, under which the principal and interest are repayable monthly from December 2022 to December 2042, at the annual borrowing interest rate of 6.50%.
- 6) Secured borrowings from Bank SinoPac: In 2009, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from September 2009 to September 2024. As of March 31, 2023, December 31, 2022 and March 31, 2022, the borrowings were \$13,077 thousand, \$16,154 thousand and \$22,308 thousand, respectively, at annual borrowing interest rate were 2.10%, 2.10% and 1.71%, respectively. In 2015, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from December 2017 to November 2030. As of March 31, 2023, December 31, 2022 and March 31, 2022, the borrowings were \$70,286 thousand, \$71,808 thousand and \$79,453 thousand, respectively, at annual borrowing interest rate were 1.89%, 1.89% and 1.51%, respectively. In 2016, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly from October 2016 to October 2023. As of March 31, 2023, December 31, 2022 and March 31, 2022, the borrowings were \$1,917 thousand, \$3,012 thousand and \$5,202 thousand, respectively, at annual borrowing interest rate were 1.99%, 1.99% and 1.60%, respectively.

- 7) Secured borrowings from CTBC Bank: In 2021, IUVO Industry Co., Ltd signed a contract for borrowings, under which the principal and interest are repayable monthly from May 2021 to April 2024. As of March 31, 2023 and December 31, 2022, at the annual borrowing interest rate of both 2.95%.
- 8) Secured borrowings from Bank of Montreal: In 2016, Dyaco Canada Inc. signed a contract for borrowings, under which the principal and interest are repayable monthly from May 2016 to April 2023. As of March 31, 2023, December 31, 2022 and March 31, 2022, the annual borrowing interest rate was 4.07%.
- 9) Secured borrowings from Cathay United Bank: In 2022, IUVO Industry Co., Ltd signed a contract for borrowings, under which the principal and interest are repayable monthly from April 2022 to April 2027. As of March 31, 2023 and December 31, 2022, at the annual borrowing interest rate of 1.40% and 1.15%.
- 10) Secured borrowings from Chang Hua Bank: In May 2008, the Corporation signed a contract for borrowings, under which the principal and interest are repayable monthly to May 2023. As of March 31, 2023, December 31, 2022 and March 31, 2022, at the annual borrowing interest rate of 2.15%, 2.15% and 1.50%.

21. BONDS PAYABLE

	March 31, 2023	December 31, 2022	March 31, 2022
Secured domestic convertible bonds	\$ 422,569	\$ 421,580	\$ 418,632
Unsecured domestic convertible bonds	980,789	976,957	965,552
Less: Current portion	<u>(1,403,358)</u>	<u>(1,398,537)</u>	<u>-</u>
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,384,184</u>

- a. On August 24, 2020, the Corporation issued 0% three-year secured domestic convertible bonds at 100.5% of face value of \$600,000 thousand for the second time, with maturity date of August 24, 2023, totaling \$603,000 thousand. The convertible bonds are guaranteed by Bank SinoPac.

Each bond entitles the holder to convert it into ordinary shares of the Corporation at a conversion price of \$89.9. Conversion may occur at any time between November 25, 2020 and August 24, 2023.

According to restrictions for second-time issuance and conversion of secured convertible bond, the Corporation is entitled to redeem the bonds by cash at face value from November 25, 2020 to July 15, 2023, if the closing price of common shares is 30% higher than its conversion price within thirty business days in a row or the balance of outstanding bonds is 10% lower than the original face value.

The convertible bonds contain both liability and equity components. The equity component was presented in equity under the heading of capital surplus - options. The effective interest rate of the liability component was 0.93% per annum on initial recognition.

Proceeds from issuance (less transaction costs of \$8,352 thousand)	\$ 594,648
Equity component (less transaction costs allocated to the equity component of \$178 thousand)	(12,666)
Financial assets at fair value through profit or loss - call options	<u>1,487</u>
Liability component at the date of issue	583,469
Interest charged at an effective interest rate of 0.93%	1,936
Convertible bonds converted into ordinary shares	<u>(123,033)</u>
Liability component at December 31, 2020	462,372
Interest charged at an effective interest rate of 0.93%	3,985
Convertible bonds converted into ordinary shares	<u>(48,701)</u>
Liability component at December 31, 2021	417,656
Interest charged at an effective interest rate of 0.93%	<u>3,924</u>
Liability component at December 31, 2022	421,580
Interest charged at an effective interest rate of 0.93%	<u>989</u>
Liability component at March 31, 2023	<u>\$ 422,569</u>

Financial assets at fair value through profit or loss - call options are measured at FVTPL. Loss on changes in fair value of financial assets at fair value through profit or loss - options was \$0 thousand and \$42 thousand for the three months ended March 31, 2022 and March 31, 2023, respectively.

- b. On June 28, 2021, the Corporation issued 0% three-year unsecured domestic convertible bonds at 100.0% of face value of \$1,000,000 thousand for the third time, with maturity date of June 28, 2024, totaling \$1,000,000 thousand, and the trustee is Bank SinoPac.

Each bond entitles the holder to convert it into ordinary shares of the Corporation at a conversion price of \$100.6. Conversion may occur at any time between September 29, 2021 and June 28, 2024.

According to restrictions for third-time issuance and conversion of secured convertible bond, the Corporation is entitled to redeem the bonds by cash at face value from September 29, 2021 to May 19 2024, if the closing price of common shares is 30% higher than its conversion price within thirty business days in a row or the balance of outstanding bonds is 10% lower than the original face value.

The record date that the holder is entitled to sell back the convertible bond in advance is June 28, 2024. The holder is required to inform the stock agency of the Corporation regarding the sale by giving 40-day prior written notice. The Corporation will redeem the convertible bonds based on the face value and accrued interests. The redemption amount of the bonds which have been held for full two years is 101.0% of face value.

The convertible bonds contain both liability and equity components. The equity component was presented in equity under the heading of capital surplus - options. The effective interest rate of the liability component was 1.57% per annum on initial recognition.

Proceeds from issuance (less transaction costs of \$5,406 thousand)	\$ 994,594
Equity component (less transaction costs allocated to the equity component of \$212 thousand)	(38,988)
Financial liabilities held for trading - call and put options	<u>(1,492)</u>
Liability component at the date of issue	954,114
Interest charged at an effective interest rate of 1.57%	<u>7,666</u>
Liability component at December 31, 2021	961,780
Interest charged at an effective interest rate of 1.57%	<u>15,177</u>
Liability component at December 31, 2022	976,957
Interest charged at an effective interest rate of 1.57%	<u>3,832</u>
Liability component at March 31, 2023	<u>\$ 980,789</u>

Financial assets at fair value through profit or loss - call and put options are measured at FVTPL. Loss on changes in fair value of financial assets at fair value through profit or loss - options were \$3,300 thousand and \$5,100 thousand, respectively, for the three months ended March 31, 2023.

22. NOTES PAYABLE AND ACCOUNTS PAYABLE

a. Notes payable

The Group issues notes payable for payment and business expenditure.

b. Accounts payable

The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

23. OTHER PAYABLES AND LONG-TERM PAYABLES

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Current</u>			
Payables for freight	\$ 161,081	\$ 100,919	\$ 211,272
Payables for dividends	62,813	-	317,502
Payables for salaries and bonuses	51,736	74,952	53,656
Payables for employee benefits	45,112	44,878	45,876
Payables for value added taxes	37,422	36,783	4,929
Payables for royalties (Note 19)	22,843	24,302	21,418
Payables for advertisements	17,807	35,879	43,939
Payables for insurance	11,344	10,309	11,178
Payables for commissions	6,915	6,580	5,706
Payables for labor costs	5,505	12,908	10,421
Payables for purchases of equipment	4,523	2,813	7,300
Payables for annual leave	4,249	6,771	5,178
Payables for construction	-	-	37,743
Payables for investments (Note 13)	-	-	49,636
Payables for employees' compensation	-	5,518	5,518
Payables for remuneration of directors	-	-	2,000
Others	<u>54,914</u>	<u>135,188</u>	<u>130,880</u>
	<u>\$ 486,264</u>	<u>\$ 497,800</u>	<u>\$ 964,152</u>
<u>Non-current</u>			
Payables for royalties (Note 19)	<u>\$ 83,413</u>	<u>\$ 83,093</u>	<u>\$ 106,882</u>

24. PROVISIONS

	March 31, 2023	December 31, 2022	March 31, 2022
Warranties	<u>\$ 14,106</u>	<u>\$ 13,927</u>	<u>\$ 25,108</u>
			Warranties
Balance at January 1, 2023			\$ 13,927
Amount used			(20,749)
Additional provisions recognized			21,014
Effect of foreign currency exchange differences			<u>(86)</u>
Balance at March 31, 2023			<u>\$ 14,106</u>
Balance at January 1, 2022			\$ 19,343
Amount used			(31,543)
Additional provisions recognized			36,457
Effect of foreign currency exchange differences			<u>851</u>
Balance at March 31, 2022			<u>\$ 25,108</u>

25. RETIREMENT BENEFIT PLANS

a. Defined contribution plans

The Corporation, Daan Health Management Consulting Co., Ltd., Wing Long Co., Ltd., President Plastic Products Mft. Co., Ltd., Cikayda Inc and IUVO Industry Co., Ltd adopted a pension plan under the Labor Pension Act (LPA), which is a state-managed defined contribution plan. Under the LPA, the Corporation Daan Health Management Consulting Co., Ltd., Wing Long Co., Ltd. and President Plastic Products Mft. Co., Ltd. make monthly contributions to employees' individual pension accounts at 6% of monthly salaries and wages.

The employees of the Group's subsidiaries in the US, China, Germany, UK, Japan and Thailand are members of a state-managed retirement benefit plan operated by the government of the US, China, Japan, UK, and Germany and Thailand, respectively. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

Dyaco International Holding Limited and Fuel-Spirit International Inc. do not have pension plan.

b. Defined benefit plans

The Group calculated the pension obligations of the defined benefit plans for the three months ended March 31, 2023 and 2022 by using the pension rate based on actuarial valuations as of December 31, 2022 and 2021, respectively. An analysis by function of the amounts recognized in profit or loss in respect of the defined benefit plans is as follows:

	For the Three Months Ended March 31	
	2023	2022
Operating costs	\$ 76	\$ 26
Operating expenses	<u>16</u>	<u>66</u>
	<u>\$ 92</u>	<u>\$ 92</u>

26. EQUITY

a. Share capital

Ordinary shares

	March 31, 2023	December 31, 2022	March 31, 2022
Number of shares authorized (in thousands)	<u>200,000</u>	<u>200,000</u>	<u>200,000</u>
Share capital authorized	<u>\$ 2,000,000</u>	<u>\$ 2,000,000</u>	<u>\$ 2,000,000</u>
Number of shares issued and fully paid (in thousands)	<u>134,115</u>	<u>134,115</u>	<u>133,982</u>
Ordinary shares issued	<u>\$ 1,341,147</u>	<u>\$ 1,341,147</u>	<u>\$ 1,339,822</u>

A holder of issued ordinary shares with par value of \$10 is entitled to vote and to receive dividends.

b. Capital surplus

	March 31, 2023	December 31, 2022	March 31, 2022
May be used to offset a deficit, distributed as cash dividends, or transferred to share capital (1)			
Issuance of ordinary shares	\$ 1,341,840	\$ 1,327,831	\$ 1,327,831
Conversion of bonds	613,057	613,057	613,057
Treasury share transaction	127,204	124,774	124,774
<u>May only be used to offset a deficit</u>			
Changes in ownership interests in subsidiaries (2)	4,320	-	-
Conversion of employee share options	1,460	1,460	1,460
Gain on disgorgement	140	140	140

(Continued)

	March 31, 2023	December 31, 2022	March 31, 2022
<u>May not be used for any purpose</u>			
Conversion of bonds	\$ 47,941	\$ 47,941	\$ 47,941
Employee share options	2,995	4,678	4,678
Employee share options in subsidiaries	<u>24,384</u>	<u>23,038</u>	<u>10,006</u>
	<u>\$ 2,163,341</u>	<u>\$ 2,142,919</u>	<u>\$ 2,129,887</u>
			(Concluded)

- 1) Such capital surplus may be used to offset a deficit; in addition, when the Company has no deficit, such capital surplus may be distributed as cash dividends or transferred to share capital (limited to a certain percentage of the Company's capital surplus and to once a year).
- 2) Such capital surplus arises from the effects of changes in ownership interests in subsidiaries resulting from equity transactions other than actual disposals or acquisitions or from changes in capital surplus of subsidiaries accounted for using the equity method.

The balance adjustment in capital surplus for the three months ended March 31 in 2023 and 2022 was as follows:

	Issuance of Ordinary Shares	Convertible Bond Premium	Treasury Shares Transaction	Changes in Ownership Interests in Subsidiaries	Conversion of Employee Share Options	Enforce Disgorgement	Conversion of Bond-options	Employee Share Options	Employee Share Options in Subsidiaries
Balance at January 1, 2023	\$ 1,327,831	\$ 613,057	\$ 124,774	\$ -	\$ 1,460	\$ 140	\$ 47,941	\$ 4,678	\$ 23,038
Exercise of employee share options	14,009	-	-	-	-	-	-	(1,683)	-
Compensation costs of employee share options (Remark)	-	-	-	-	-	-	-	5,403	1,346
Treasury shares transferred to employees	-	-	2,430	-	-	-	-	(5,403)	-
Acquisition of subsidiaries interest not subscribe according to shareholding ratio	-	-	-	4,320	-	-	-	-	-
Balance at March 31, 2023	<u>\$ 1,341,840</u>	<u>\$ 613,057</u>	<u>\$ 127,204</u>	<u>\$ 4,320</u>	<u>\$ 1,460</u>	<u>\$ 140</u>	<u>\$ 47,941</u>	<u>\$ 2,995</u>	<u>\$ 24,384</u>
Balance at January 1, 2022	\$ 1,325,152	\$ 613,057	\$ 117,644	\$ -	\$ 1,460	\$ 140	\$ 47,941	\$ 4,869	\$ 5,662
Exercise of employee share options	2,679	-	-	-	-	-	-	(191)	-
Compensation costs of employee share options (Remark)	-	-	-	-	-	-	-	19,068	4,344
Treasury shares transferred to employees	-	-	7,130	-	-	-	-	(19,068)	-
Balance at March 31, 2022	<u>\$ 1,327,831</u>	<u>\$ 613,057</u>	<u>\$ 124,774</u>	<u>\$ -</u>	<u>\$ 1,460</u>	<u>\$ 140</u>	<u>\$ 47,941</u>	<u>\$ 4,678</u>	<u>\$ 10,006</u>

Remark: On January 3, 2023 and January 11, 2022, the Corporation's board of directors resolved to transfer treasury shares to employees. In accordance with the actuarial report, compensation costs recognized by the Corporation were \$5,403 thousand and \$19,068 thousand, respectively. For the three months ended March 31, 2023 and 2022, the compensation costs of employees' shares recognized were \$1,346 thousand and \$4,344 thousand, respectively.

c. Retained earnings and dividend policy

Under the dividends policy as set forth in the amended Articles, where the Corporation made a profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside as legal reserve 10% of the remaining profit, setting aside or reversing a special reserve in accordance with the laws and regulations, and then any remaining profit together with any undistributed retained earnings from previous years shall be used by the Corporation's board of directors as the basis for proposing a distribution plan of new issued shares which should be resolved in the shareholders' meeting for the distribution. The board of directors is authorized to adopt a special resolution to distribute dividends and bonuses in cash and a report of such distribution should be submitted in the shareholders' meeting. For the policies on the distribution of compensation of employees and remuneration of directors and supervisors after the amendment, refer to compensation of employees and remuneration of directors and supervisors in Note 28-d.

The Corporation considered overall business environment, industrial growth, undistributed retained earnings, capital surplus, financial structure, and operating condition for the distribution of earnings in order to maintain stable development and secure equity of investors. The appropriations of earnings should be higher than ten percent of undistributed retained earnings. If the undistributed retained earnings are less than one percent of the paid-in capital, then the earnings shall be transferred to retained earnings and not distributed to shareholders. The Corporation is entitled to distribute bonuses in shares or in cash; cash bonus should not be less than ten percent of total bonuses. If cash bonus will be less than \$1 per share, then the Corporation shall distribute all bonuses in shares.

An appropriation of earnings to a legal reserve shall be made until the legal reserve equals the Corporation's paid-in capital. The legal reserve may be used to offset deficits. If the Corporation has no deficit and the legal reserve has exceeded 25% of the Corporation's paid-in capital, the excess may be transferred to capital or distributed in cash.

The appropriations of earnings for 2022 and 2021 were as follows:

	Appropriation of Earnings		Dividends Per Share (NT\$)	
	2022	2021	2022	2021
Legal reserve	\$ -	\$ 44,149		
(Reversal of) special reserve	(111,910)	62,459		
Cash dividends	62,813	317,502	\$0.5	\$2.50

The above 2022 and 2021 appropriation for cash dividends had been resolved by the Corporation's board of directors on March 31, 2023 and March 31, 2022, respectively; the other proposed appropriations had been resolved by the shareholders in their meeting on May 27, 2022 and the other proposed appropriations for 2022 will be resolved by the shareholders in their meetings to be held on May 26, 2023.

On March 23, 2023, the Corporation's board of directors resolved to issue 25,000 thousand shares at \$10 per share, on April 27, 2023, the above-mentioned was approved by the FSC.

d. Other equity items

1) Exchange differences on translation of the financial statements of foreign operations

The exchange differences on translating the net assets of foreign operations from its functional currency to the Group's presentation currency (NTD) are recognized as exchange differences on translating the financial statements of foreign operations under other comprehensive income.

2) Unrealized (loss) gain on financial assets at FVTOCI

	For the Three Months Ended March 31	
	2023	2022
Balance at January 1	\$ (7,267)	\$ (2,360)
Recognized for the period		
Unrealized gain (loss) on equity instruments	<u>-</u>	<u>-</u>
Balance at March 31	<u>\$ (7,267)</u>	<u>\$ (2,360)</u>

e. Treasury shares

Purpose of Buy-back	Shares Transferred to Employees (In Thousands of Shares)
Number of shares at January 1, 2023	9,452
Decrease during the period	<u>(489)</u>
Number of shares at March 31, 2023	<u>8,963</u>
Number of shares at January 1, 2022	8,013
Decrease during the period	<u>(899)</u>
Number of shares at March 31, 2022	<u>7,114</u>

On May 11, 2022, the Corporation's board of directors resolved to redeem 3,000 thousand shares at \$40 to \$65 per share from May 11, 2022 to July 11, 2022. Even if the share price of the Corporation is below the lower limit mentioned above, the Corporation is entitled to redeem shares. The Corporation has redeemed 2,338 thousand shares, with total cost of \$96,415 thousand.

On January 3, 2023 and January 11, 2022, the Corporation's board of directors resolved to transfer 489 thousand and 899 thousand shares of treasury shares to employees, respectively. For related information on employees' exercised of the treasury share options, please refer to Note 31.

Under the Securities and Exchange Act, the Corporation shall neither pledge treasury shares nor exercise shareholders' rights on these shares, such as the rights to dividends and to vote.

f. Non-controlling interests

	For the Three Months Ended March 31	
	2023	2022 (Retrospectively Adjusted)
Balance at January 1	\$ 394,852	\$ 394,933
Adjustments relating to changes in capital surplus of granting share options to employees of subsidiaries	282	1,085
Decrease in non-controlling interests	(4,320)	-
Profit for the period attributable to non-controlling interests	32,559	734
Exchange differences on translation of the financial statements of foreign entities	<u>3,547</u>	<u>14,580</u>
Balance at March 31	<u>\$ 426,920</u>	<u>\$ 411,332</u>

27. REVENUE

	For the Three Months Ended March 31	
	2023	2022
Revenue from contracts with customers		
Sporting goods	\$ 1,769,579	\$ 1,802,859
Furniture	472,659	454,192
Other revenue	<u>3,323</u>	<u>3,630</u>
	<u>\$ 2,245,561</u>	<u>\$ 2,260,681</u>

a. Contract balances

	March 31, 2023	December 31, 2022	March 31, 2022	January 1, 2022
Notes receivable (Note 10)	<u>\$ 1,867</u>	<u>\$ 940</u>	<u>\$ 1,483</u>	<u>\$ 1,490</u>
Accounts receivable (Note 10)	<u>\$ 1,244,392</u>	<u>\$ 1,095,392</u>	<u>\$ 1,655,415</u>	<u>\$ 1,647,028</u>
Contract liabilities	<u>\$ 161,413</u>	<u>\$ 177,567</u>	<u>\$ 12,167</u>	<u>\$ 21,470</u>

b. Disaggregation of revenue

Refer to Note 42 for information about the disaggregation of revenue.

28. NET PROFIT

a. Depreciation and amortization

	For the Three Months Ended March 31	
	2023	2022 (Retrospectively Adjusted)
Property, plant and equipment	\$ 37,871	\$ 39,466
Intangible assets	20,055	20,055
Right-of-use assets	6,987	6,859
Investment properties	<u>516</u>	<u>762</u>
	<u>\$ 65,429</u>	<u>\$ 67,142</u>
An analysis of depreciation by function		
Operating costs	\$ 22,244	\$ 24,567
Operating expenses	22,614	21,758
Non-operating income and expenses	<u>516</u>	<u>762</u>
	<u>\$ 45,374</u>	<u>\$ 47,087</u>
An analysis of amortization by function		
Operating costs	\$ -	\$ -
Operating expenses	<u>20,055</u>	<u>20,055</u>
	<u>\$ 20,055</u>	<u>\$ 20,055</u>

b. Other operating income and expenses

	For the Three Months Ended March 31	
	2023	2022
(Loss) gain on disposal of property, plant and equipment	\$ <u>(6)</u>	\$ <u>217</u>

c. Employee benefits expense

	For the Three Months Ended March 31	
	2023	2022
Post-employment benefits (Note 24)		
Defined contribution plan	\$ 7,373	\$ 6,077
Defined benefit plans	<u>92</u>	<u>92</u>
	<u>7,465</u>	<u>6,169</u>
Employees' compensation	278,101	232,526
Labor and national health insurance expenses	23,036	20,706
Other employee benefits	<u>7,871</u>	<u>7,505</u>
	<u>309,008</u>	<u>260,737</u>
Total employee benefits expense	\$ <u>316,473</u>	\$ <u>266,906</u>
An analysis of employee benefits expense by function		
Operating costs	\$ 76,237	\$ 81,681
Operating expenses	<u>240,236</u>	<u>185,225</u>
	<u>\$ 316,473</u>	<u>\$ 266,906</u>

d. Compensation of employees and remuneration of directors

The Corporation accrued employees' compensation of employees and remuneration of directors at rates of no less than 1% and no higher than 5%, respectively, of net profit before income tax, compensation of employees, and remuneration of directors. For the three months ended March 31, 2023 and 2022, there were no estimation for compensation of employees and remuneration of directors due to net loss before tax. For the three months ended March 31, 2021, the compensation of employees and remuneration of directors of 2021 were as follows:

	For the Three Months Ended March 31, 2021	
	Accrual Rate	Amount
Compensation of employees	1.00%	\$ 5,518
Remuneration of directors	0.36%	2,000

There was no difference between the actual amounts of compensation of employees and remuneration of directors paid and the amounts recognized in the consolidated financial statements for the years ended December 31, 2022 and 2021.

Information on the compensation of employees and remuneration of directors resolved by the Corporation's board of directors is available at the Market Observation Post System website of the Taiwan Stock Exchange.

e. Gains or losses on foreign currency exchange

	For the Three Months Ended March 31	
	2023	2022
Foreign exchange gains	\$ 15,549	\$ 128,527
Foreign exchange losses	<u>(46,158)</u>	<u>(5,025)</u>
Net (losses) gains	<u>\$ (30,609)</u>	<u>\$ 123,502</u>

f. Interest expenses

	For the Three Months Ended March 31	
	2023	2022
Interest on bank loans	\$ 21,219	\$ 14,929
Interest on convertible bonds	4,821	4,748
Interest on lease liabilities	<u>272</u>	<u>283</u>
	<u>\$ 26,312</u>	<u>\$ 19,960</u>

The relative information of capitalization of interest were as followings:

	For the Three Months Ended March 31	
	2023	2022
Capitalization of interest amount	\$ 1,204	\$ -
Capitalization of interest rate	1.95%	-

29. INCOME TAX

a. Income tax recognized in profit or loss

Major components of income tax recognized in profit or loss:

	For the Three Months Ended March 31	
	2023	2022 (Retrospectively Adjusted)
Current tax		
In respect of the current period	\$ 22,658	\$ 15,121
Adjustments for prior periods	<u>(1,087)</u>	<u>9,216</u>
	<u>21,571</u>	<u>24,337</u>
Deferred tax		
In respect of the current period	<u>(19,675)</u>	<u>(11,394)</u>
Income tax expense recognized in profit or loss	<u>\$ 1,896</u>	<u>\$ 12,943</u>

b. Income tax assessments

The income tax returns of the Corporation through 2020 have been assessed by the tax authorities.

The income tax returns of subsidiaries, President Plastic Products MFG Co., Ltd. Daan Health Management Consulting Co., Ltd., Wing Long Co., Ltd. and Iuvo Industry Co., Ltd. through 2021 have been assessed by the tax authorities.

30. LOSS PER SHARE

The earnings and weighted average number of ordinary shares outstanding used in the computation of loss per share are as follows:

Net loss for the period is as follows:

	For the Three Months Ended March 31	
	2023	2022 (Retrospectively Adjusted)
Losses used in the computation of basic loss per share	<u>\$ (112,560)</u>	<u>\$ (44,637)</u>

The weighted average number of ordinary shares outstanding (in thousands of shares) is as follows:

	For the Three Months Ended March 31	
	2023	2022
Weighted average number of ordinary shares used in the computation of diluted loss per share	<u>124,858</u>	<u>126,768</u>

The Group may settle the compensation of employees in cash or shares; therefore, the Group assumes that the entire amount of the compensation will be settled in shares, and the resulting potential shares will be included in the weighted average number of shares outstanding used in the computation of diluted earnings per share, as the effect is dilutive. Such dilutive effect of the potential shares is included in the computation of diluted earnings per share until the number of shares to be distributed to employees is resolved in the following year. The Group is net loss at the three months ended March 31, 2023 and 2022, therefore, the diluted earnings per share was not calculated due to the anti-dilution effect.

31. SHARE-BASED PAYMENT ARRANGEMENTS

a. Employee share options

Qualified employees of the Corporation and its subsidiaries were granted 4,000 options in December 2017. Each option entitles the holder with the right to subscribe for one thousand ordinary shares of the Corporation. The options granted are valid for 6 years and exercisable at the following schedule after the second anniversary from the grant date.

- 1) The options are exercisable at fifty percent after the second anniversary from the grant date.
- 2) The options are exercisable at seventy five percent after the third anniversary from the grant date.
- 3) The options are fully exercisable after the fourth anniversary from the grant date.

The options were granted at an exercise price equal to the closing price of the Corporation's ordinary shares at the grant date. For any subsequent changes in the Corporation's capital surplus, the exercise price is adjusted accordingly.

Information on employee share options is as follows:

	For the Three Months Ended March 31			
	2023		2022	
Employee Share Options	Number of Options (In Thousands of Units)	Weighted-average Exercise Price (\$)	Number of Options (In Thousands of Units)	Weighted-average Exercise Price (\$)
Balance at January 1	2,691	\$ 34.9	2,784	\$ 36.90
Options exercised	<u>(495)</u>	34.9	<u>(93)</u>	36.90
Balance at March 31	<u>2,196</u>		<u>2,691</u>	
Options exercisable, end of period	<u>2,196</u>		<u>2,691</u>	

As of the balance sheet date, outstanding options were as follows:

	March 31	
	2023	2022
Range of exercise price (\$)	\$ 34.9	\$ 36.90
Weighted-average remaining contractual life (in years)	0.75 years	1.75 years

Options granted in December 2017 were priced using the Black-Scholes pricing model, and the inputs to the model are as follows:

	December 2017
Grant-date share price	\$42.95
Exercise price	\$42.95
Expected volatility	28.17%
Expected life (in years)	4-5 years
Expected dividend yield	-
Risk-free interest rate	0.63%-0.71%

Expected volatility was based on the annualized standard deviation of daily returns of the Corporation's historical share price over the expected life of the employee share options.

As of March 31, 2023, the abovementioned employee share option certificate was exercised by the holder, the capital surplus - employee share option of NT\$1,683 thousand was reclassified to the capital surplus - ordinary shares premium on the conversion date. The capital surplus - ordinary shares premium of NT\$12,326 thousand was recognized on the conversion date.

As of March 31, 2022, the abovementioned employee share option certificate was exercised by the holder, the capital surplus - employee share option of NT\$191 thousand was reclassified to the capital surplus - ordinary shares premium on the conversion date. The capital surplus - ordinary shares premium of NT\$2,488 thousand was recognized on the conversion date.

b. Treasury shares transferred to employees

1) The fourth treasury shares transferred to employees

Qualified employees of the Group were granted 899 thousand treasury share options on January 11, 2022. Each option entitles the holder with the right to subscribe for one thousand ordinary shares of the Corporation.

Information on treasury share options is as follows:

Employee Share Options	For the three Months Ended March 31, 2022	
	Number of Options (In Thousands of Units)	Weighted- average Exercise Price (\$)
Options granted	899	\$ 29.89
Options exercised	<u>(899)</u>	<u>29.89</u>
Balance at March 31	<u><u>=</u></u>	
Options exercisable, end of period	<u><u>=</u></u>	

The base date of employee share options was January 14, 2022. Employees exercised the treasury share options from January 12, 2022 to January 14, 2022.

Options granted in December 2022 were priced using the Black-Scholes pricing model, and the inputs to the model are as follows:

	January 2021
Grant-date share price	\$51.10
Exercise price	\$29.89
Expected volatility	41.00%
Expected life (in days)	4 days
Risk-free interest rate	0.10%
Weighted-average fair value of options granted	\$21.21

Expected volatility was based on the Corporation's historical share price volatility for the past six months.

As of March 31, 2022, the abovementioned treasury share options was exercised by the employees, the capital surplus - employee share option of NT\$19,068 thousand was reclassified to the capital surplus - treasury shares transaction on the conversion date. The transfer price was lower than the average price of treasury shares, thereby reducing the capital surplus - treasury shares transaction by \$11,938 thousand.

2) The fifth treasury shares transferred to employees

Qualified employees of the Group were granted 489 thousand treasury share options on January 3, 2023. Each option entitles the holder with the right to subscribe for one thousand ordinary shares of the Corporation.

Information on treasury share options is as follows:

Employee Share Options	For the three Months Ended March 31, 2023	
	Number of Options (In Thousands of Units)	Weighted- average Exercise Price (\$)
Balance at January 1	489	\$ 30.00
Options exercised	<u>(489)</u>	<u>30.00</u>
Balance at March 31	<u><u>-</u></u>	
Options exercisable, end of period	<u><u>-</u></u>	

The base date of employee share options was February 8, 2023. Employees exercised the treasury share options from February 6, 2023 to February 8, 2023.

Options granted in January 2023 were priced using the Black-Scholes pricing model, and the inputs to the model are as follows:

	January 2023
Grant-date share price	\$41.05
Exercise price	\$30.00
Expected volatility	3%
Expected life (in days)	37 days
Risk-free interest rate	1.65%
Weighted-average fair value of options granted	\$11.05

Expected volatility was based on the Corporation's historical share price volatility for the past six months.

As of March 31, 2023, the abovementioned employee share option certificate was exercised by the holder, the capital surplus - employee share option of NT\$5,403 thousand was reclassified to the capital surplus - ordinary shares premium on the conversion date. The capital surplus - ordinary shares premium of NT\$2,973 thousand was recognized on the conversion date.

c. Granting treasury share options to employees of subsidiaries

In the board meeting on March 9, 2022, the Corporation approved the granting of 2,000 thousand options to employees of indirectly held subsidiaries; the duration is set to retroactively expire after 4 years from the issuance date of November 30, 2021 when the employees begin their employments. Each option entitles the holder with the right to subscribe for one thousand ordinary shares of the Corporation. The options granted are valid for 1 years and exercisable at the following schedule after the second anniversary from the grant date.

- 1) The options are exercisable at fifty percent after the first anniversary from the grant date.
- 2) The options are exercisable at seventy five percent after the second anniversary from the grant date.
- 3) The options are fully exercisable after the third anniversary from the grant date.

Note: According to the above schedule, seventy five percent of every subscription should be lock-up for six months, rest of them are no restriction.

According to the regulations on the transfer of treasury shares of the Corporation, if there is an increase in the issued ordinary shares before the transfer, the execution price may be adjusted according to the ratio of the increase in the issued shares.

Above options are priced using the Black-Scholes pricing model, and the inputs to the model are as follows:

	Lock-up for Six Months	No Lock-up
Grant-date share price	\$40.11	\$44.00
Exercise price	\$30.05	\$30.05
Expected volatility	39.53%-46.21%	39.53%-46.21%
Expected life (in years)	2.23-3.23 years	2.23-3.23 years
Expected dividend yield	-	-
Risk-free interest rate	0.44%-0.51%	0.44%-0.51%

Expected volatility is based on the Corporation's rate of return on historical daily share price during the expected duration of the treasury share option, and then annualized standard deviation is calculated.

Compensation cost recognized by the subsidiaries was \$1,346 thousand and \$4,344 thousand for the three months ended March 31, 2023 and the three months ended March 31, 2022, respectively.

32. BUSINESS COMBINATIONS

a. Subsidiaries acquired

Subsidiary	Principal Activity	Date of Acquisition	Proportion of Voting Equity Interests Acquired (%)	Consideration Transferred
CITY SPORTS (THAILAND) CO., LTD	Fitness goods retail	November 1, 2021	44	<u>\$ 12,450</u>
Neutron Ventures Ltd	Sporting goods online selling	December 1, 2021	80	<u>\$ 119,421</u>
Iuvo Industry Co., Ltd	Electric-assisted bicycle manufacturer	October 3, 2022	83	<u>\$ 55,000</u>

In order to expand the sales market of fitness equipment in Thailand, the Group acquired 44% equity in CITY SPORTS (THAILAND) CO., LTD.

In order to expand the retail market of sporting goods in the United Kingdom, the Group acquired 80% equity in Neutron Ventures Ltd.

In order to expand the sales market of electric-assisted bicycles, the Group acquired 83% equity in IUVO Industry Co., Ltd.

b. Assets acquired and liabilities assumed at the date of acquisition

Acquired CITY SPORTS (THAILAND) CO., LTD and Neutron Ventures Ltd

	CITY SPORTS (THAILAND) CO., LTD	Neutron Ventures Ltd
Current assets		
Cash	\$ 2,721	\$ 15,608
Accounts receivables	3,248	1,704
Other receivable	996	245
Income tax assets	28	-
Inventories	25,706	116,444
Prepayment	-	8,053
Other current assets	-	2,954
Non-current assets		
Brand value	-	49,279
Property, plant and equipment	15,416	454
Right-of-use assets	2,910	-
Other non-current assets	207	55
Current liabilities		
Short-term borrowings	(6,093)	-
Accounts payable	-	(29,466)
Other payables	(18,120)	(27,641)
Income tax liabilities	-	(6,064)
Provision	-	(3,082)
Lease liabilities	(955)	-
Other current liabilities	-	(4,147)
Non-current liabilities		
Deferred tax liabilities	(2,215)	(9,856)
Lease liabilities	<u>(470)</u>	<u>-</u>
	<u>\$ 23,379</u>	<u>\$ 114,540</u>

2022

	Iuvo Industry Co., Ltd
Current assets	
Cash	\$ 5,049
Notes receivables	279
Accounts receivable	4,491
Other receivables	194
Inventories	104,697
Prepayments	31,251
Non-current assets	
Property, plant and equipment	493,756
Right-of-use assets	3,903
Brand value	6,592
Deferred tax asset	22
Refundable deposits	6,993
Other non-current assets	10,454
	(Continued)

	Iuvo Industry Co., Ltd
Current liabilities	
Short-term borrowings	\$ (15,000)
Contract liabilities	(134,634)
Notes payable	(46,440)
Accounts payable	(31,085)
Other payables	(49,091)
Lease liabilities	(1,605)
Current portion of long-term borrowings	(31,985)
Non-current liabilities	
Long-term borrowings	(317,741)
Deferred tax liabilities	(1,319)
Lease liabilities	<u>(2,312)</u>
	<u>\$ 36,469</u>
	(Concluded)

c. Non-controlling interests

The non-controlling interests of CITY SPORTS (THAILAND) CO., LTD, Neutron Ventures Ltd and Iuvo Industry Co., Ltd at the acquisition date were recognized according to the fair value of identifiable net assets.

d. Goodwill recognized on acquisitions

Acquired CITY SPORTS (THAILAND) CO., LTD

	CITY SPORTS (THAILAND) CO., LTD
Consideration transferred	\$ 12,450
Add: Non-controlling interests (56% in CITY SPORTS (THAILAND) CO., LTD)	13,092
Less: Fair value of identifiable net assets acquired	<u>(23,379)</u>
Goodwill recognized on acquisitions	<u>\$ 2,163</u>

The Group has adjusted Morsel, Inc. of the initial accounting and the provisional amount since the acquisition date. Information on relevant items of balance sheets and statements of comprehensive income that were adjusted retrospectively are as follows:

	March 31, 2022
Property, plant and equipment	<u>\$ 10,911</u>
Goodwill	<u>\$ (3,906)</u>
Deferred tax liabilities	<u>\$ 2,182</u>
Retained earnings	<u>\$ (65)</u>
Non-controlling interests	<u>\$ 4,881</u>
Other equity	<u>\$ 7</u>

**For the Three
Months Ended
March 31, 2022**

Operating expenses	\$ 138
Income tax expense	\$ (28)
Net loss for the current period	\$ (110)
Total comprehensive income	\$ 7
Net profit of non-controlling	\$ (62)

Acquired Neutron Ventures Ltd

**Neutron
Ventures Ltd**

Consideration transferred	\$ 119,421
Add: Non-controlling interests (20% in Neutron Ventures Ltd)	22,908
Less: Fair value of identifiable net assets acquired	<u>(114,540)</u>

Goodwill recognized on acquisitions	<u>\$ 27,789</u>
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The Group has adjusted the initial accounting and the provisional amount since the acquisition date. Information on relevant items of balance sheets and statements of comprehensive income that were adjusted retrospectively are as follows:

March 31, 2022

Other intangible assets (brand value)	\$ 48,363
Goodwill	\$ (31,998)
Other payables	\$ (1,368)
Current tax liabilities	\$ 1,736
Deferred tax liabilities	\$ 9,673
Retained earnings	\$ (1,052)
Other equity	\$ 158
Non-controlling interests	<u>\$ 7,218</u>

**For the three
Months Ended
March 31, 2022**

Operating expenses	\$ 1,232
Income tax expense	\$ (246)
Net loss for the current period	\$ (986)
Total current comprehensive loss	\$ (930)
Net profit of non-controlling	<u>\$ (197)</u>

Acquired Iuvo Industry Co., Ltd

	Iuvo Industry Co., Ltd
Consideration transferred	\$ 55,000
Add: Non-controlling interests (17% in Iuvo Industry Co., Ltd)	6,200
Less: Fair value of identifiable net assets acquired	<u>(36,469)</u>
Goodwill recognized on acquisitions	<u>\$ 24,731</u>

The goodwill recognized in the acquisition of CITY SPORTS (THAILAND) CO., LTD., Neutron Ventures Ltd., and Iuvo Industry Co., Ltd mainly included amounts attributed to the benefits of expected synergies, revenue growth, future market development and the assembled workforces. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Had these business combinations been in effect at the beginning of the financial year, the Group's revenue would have been \$2,313,894 thousand, and the loss would have been \$49,851 thousand for the three months ended and March 31, 2022. This pro-forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2023, nor is it intended to be a projection of future results.

33. PARTIAL CASH TRANSACTIONS

For the three months ended March 31, 2023 and 2022, the Corporation entered into the following partial cash investing and financing activities:

a. From cash investing activities

	For the Three Months Ended March 31	
	2023	2022
Partial cash paid for property, plant and equipment		
Purchase of property, plant and equipment	\$ 84,944	\$ 96,257
Changes in prepayments for purchases of equipment	(1,886)	(6,278)
Changes in payables for purchase of equipment and construction	<u>(1,710)</u>	<u>(41,170)</u>
Cash paid	<u>\$ 81,348</u>	<u>\$ 48,809</u>
Partial cash paid for other intangible assets		
Purchase of other intangible assets	\$ 2,517	\$ 3,204
Changes in payables for royalties	<u>1,139</u>	<u>39</u>
Cash paid	<u>\$ 3,656</u>	<u>\$ 3,243</u>
Subsidiaries acquired		
Consideration paid in cash	\$ -	\$ -
Changes in payables for investments	<u>-</u>	<u>7,470</u>
Cash paid	<u>\$ -</u>	<u>\$ 7,470</u>

- b. The cash dividends approved in the board of directors were not yet distributed as of the three months ended March 31, 2023 and 2022, (refer to Notes 23 and 26, respectively).
- c. Changes in liabilities arising from financing activities

	Short-term Borrowings	Bonds Payable	Long-term Borrowings	Guarantee Deposits Received	Lease Liabilities
Balance at January 1, 2023	\$ 2,390,915	\$ 1,398,537	\$ 1,702,749	\$ 3,140	\$ 40,230
Cash flows	(301,147)	-	127,137	(1,382)	(3,276)
Non-cash changes					
Interests	-	4,821	-	-	-
Exchange rate impact	<u>1,105</u>	<u>-</u>	<u>(1,522)</u>	<u>(36)</u>	<u>(500)</u>
Balance at March 31, 2023	<u>\$ 2,090,873</u>	<u>\$ 1,403,358</u>	<u>\$ 1,828,364</u>	<u>\$ 1,722</u>	<u>\$ 36,454</u>
Balance at January 1, 2022	\$ 2,866,075	\$ 1,379,436	\$ 790,427	\$ 2,732	\$ 52,479
Cash flows	(434,547)	-	(41,078)	73	(4,267)
Non-cash changes					
Interests	-	4,748	-	-	-
Exchange rate impact	<u>18,615</u>	<u>-</u>	<u>2,118</u>	<u>4</u>	<u>970</u>
Balance at March 31, 2022	<u>\$ 2,450,143</u>	<u>\$ 1,384,184</u>	<u>\$ 751,467</u>	<u>\$ 2,809</u>	<u>\$ 49,182</u>

34. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance.

35. FINANCIAL INSTRUMENTS

- a. Fair value of financial instruments that are not measured at fair value

The Group believes the carrying amounts of the financial assets and financial liabilities not carried at fair value except for bonds payable are approximately equal to their fair values.

March 31, 2023

	Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total
<u>Financial assets</u>					
Financial assets at amortized cost					
Financial bonds	\$ 36,540	\$ -	\$ 35,489	\$ -	\$ 35,489
<u>Financial liabilities</u>					
Financial liabilities at amortized cost					
Convertible bonds	\$ 1,403,358	\$ -	\$ 1,388,326	\$ -	\$ 1,388,326

December 31, 2022

	Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total
<u>Financial assets</u>					
Financial assets at amortized cost					
Financial bonds	\$ 30,710	\$ -	\$ 27,539	\$ -	\$ 27,539
<u>Financial liabilities</u>					
Financial liabilities at amortized cost					
Convertible bonds	\$ 1,398,537	\$ -	\$ 1,388,326	\$ -	\$ 1,388,326

March 31, 2022

	Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total
<u>Financial liabilities</u>					
Financial liabilities at amortized cost					
Convertible bonds	\$ 1,384,184	\$ -	\$ 1,376,305	\$ -	\$ 1,376,305

The fair values of the financial liabilities included in the Level 2 categories above have been determined in accordance with a binomial-tree model for convertible bond pricing.

b. Fair value of financial instruments measured at fair value on a recurring basis

1) Fair value hierarchy

March 31, 2023

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Derivative financial liabilities held for trading				
Limited Partnership	\$ -	\$ -	\$ 17,949	\$ 17,949
Hybrid financial assets convertible bonds				
Convertible bonds options	\$ -	\$ -	\$ 152,250	\$ 152,250
Financial assets at FVTOCI				
Investments in equity instruments				
Domestic unlisted shares	\$ -	\$ -	\$ 9,915	\$ 9,915
Foreign unlisted shares	-	-	44,044	44,044
Domestic listed private placement shares	-	-	11,759	11,759
	\$ -	\$ -	\$ 65,718	\$ 65,718

(Continued)

	Level 1	Level 2	Level 3	Total
Financial liabilities at FVTPL				
Derivative financial liabilities held for trading				
Convertible bonds option	\$ _____ -	\$ 22,005	\$ _____ -	\$ 22,005 (Concluded)

December 31, 2022

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Derivative financial liabilities held for trading				
Swap contracts	\$ -	\$ 3,171	\$ -	\$ 3,171
Limited Partnership	_____ -	_____ -	_____ 568	_____ 568
	\$ _____ -	\$ 3,171	\$ 568	\$ 3,739
Hybrid financial assets convertible bonds	\$ _____ -	\$ _____ -	\$ 147,071	\$ 147,071
Financial assets at FVTOCI				
Investments in equity instruments				
Domestic unlisted shares	\$ -	\$ -	\$ 9,915	\$ 9,915
Foreign unlisted shares	-	-	44,023	44,023
Domestic listed private placement shares	_____ -	_____ -	_____ 11,759	_____ 11,759
	\$ _____ -	\$ _____ -	\$ 65,697	\$ 65,697
Financial liabilities at FVTPL				
Derivative financial liabilities held for trading				
Convertible bonds option	\$ _____ -	\$ 25,305	\$ _____ -	\$ 25,305

March 31, 2022

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Derivative financial liabilities held for trading				
Swap contracts	\$ -	\$ 7,974	\$ -	\$ 7,974
Foreign exchange forward contracts	_____ -	_____ 272	_____ -	_____ 272
	\$ _____ -	\$ 8,246	\$ _____ -	\$ 8,246
Hybrid financial assets convertible bonds				
Convertible bonds options	\$ _____ -	\$ _____ -	\$ 143,814	\$ 143,814 (Continued)

	Level 1	Level 2	Level 3	Total
Financial assets at FVTOCI				
Investments in equity instruments				
Domestic listed private placement shares	\$ -	\$ -	\$ 11,760	\$ 11,760
Domestic unlisted shares	-	-	13,290	13,290
Foreign unlisted shares	<u>-</u>	<u>-</u>	<u>45,646</u>	<u>45,646</u>
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 70,696</u>	<u>\$ 70,696</u>
Financial liabilities at FVTPL				
Derivative financial liabilities held for trading				
Convertible bonds option	<u>\$ -</u>	<u>\$ 18,505</u>	<u>\$ -</u>	<u>\$ 18,505</u>
				(Concluded)

There were no transfers between Levels 1 and 2 in the current and prior periods.

2) Reconciliation of Level 3 fair value measurements of financial instruments

For the three months ended March 31, 2023

	Financial Assets at FVTPL Hybrid Instruments	Financial Assets at FVTOCI Equity Instruments
<u>Financial assets</u>		
Balance at January 1, 2023	\$ 147,639	\$ 65,697
Purchases	17,400	-
Recognized in profit or loss	5,160	-
Effects of foreign currency exchange differences	<u>-</u>	<u>21</u>
Balance at December 31, 2023	<u>\$ 170,199</u>	<u>\$ 65,718</u>

For the three months ended March 31, 2022

	Financial Assets at FVTPL Hybrid Instruments	Financial Assets at FVTOCI Equity Instruments
<u>Financial assets</u>		
Balance at January 1, 2022	\$ 139,035	\$ 58,785
Purchases	-	11,760
Recognized in profit or loss	4,779	-
Effects of foreign currency exchange differences	<u>-</u>	<u>151</u>
Balance at December 31, 2022	<u>\$ 143,814</u>	<u>\$ 70,696</u>

3) Valuation techniques and assumptions applied for fair value measurement

Financial Instrument	Valuation Technique and Inputs
Listed private placement shares and unlisted shares	The fair values of non-publicly traded equity investments are mainly determined by using the income approach and asset approach. The income approach utilizes discounted cash flows to determine the present value of the expected future economic benefits that will be derived from the investment. The asset approach measures the total value of individual assets and individual liabilities included in the valuation objectives.
Convertible promissory notes	The probability-weighted average expected return method is used for value analysis, considering the terms of the purchase agreement and the management's expected probability and rights to future possible scenarios, to calculate the present value of the expected return for each scenario and the analysis results by weighting of scenario against associated probability.
Derivative financial instruments - swap contracts and foreign exchange forward contract	Swap contracts and foreign exchange forward contract are measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.
Derivative financial instruments - call and put options	Binomial-tree model for convertible bond pricing: The fair values are determined by using ending observable share prices, risk-free interest rate and risk discount rates.
Limited Partnership	The limited partnership uses the asset method to calculate the fair value of the investment targets. The asset method is used to evaluate the total value of the individual assets and liabilities covered by the investment.
The use of estimates and hypotheses of the Group's valuation method adopted is consistent with the market participants, when pricing such financial instruments.	

c. Categories of financial instruments

	March 31, 2023	December 31, 2022	March 31, 2022
<u>Financial assets</u>			
FVTPL			
Mandatorily classified as at FVTPL	\$ 170,199	\$ 150,810	\$ 152,060
Financial assets at amortized cost (Note 1)	2,521,976	2,574,727	2,819,615
Financial assets at FVTOCI - equity instruments	65,718	65,697	70,696
<u>Financial liabilities</u>			
FVTPL			
Held for trading	22,005	25,305	18,505
Amortized cost (Note 2)	6,731,411	6,958,910	6,091,725

Note 1: The balances included financial assets measured at amortized cost, which comprised cash and cash equivalents, financial assets at amortized cost, notes receivable, accounts receivable, partial other receivables and refundable deposits.

Note 2: The balances included financial liabilities measured at amortized cost, which comprised short-term borrowings, notes payable, accounts payable, bonds payable, long-term borrowings (including current portion), long-term payables, partial other payables, other payables from related parties, and guarantee deposits received.

d. Financial risk management objectives and policies

The Group's major financial instruments include investments in equity instruments, accounts receivable, accounts payable, borrowings and lease liabilities. The Group's corporate treasury function coordinates access to domestic and international financial markets, and monitors and manages the financial risks relating to the operations of the Group through internal risk reports that analyze exposures by degree and magnitude of risks. These risks include market risk (including foreign currency risk, and interest rate risk), credit risk and liquidity risk.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the board of directors. Compliance with policies and exposure limits is reviewed by the internal auditors on a continuous basis. The Group did not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

1) Market risk

a) Foreign currency risk

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities are set out in Note 40.

Sensitivity analysis

The Group is mainly exposed to the U.S. dollars, Renminbi, Euros, British pound and Canadian dollar.

The following table details the Group's sensitivity to a 5% increase and decrease in the functional currency against the relevant foreign currencies. The sensitivity rate used when reporting foreign currency risk internally to key management personnel and representing management's assessment of the reasonably possible change in foreign exchange rates is 5%. A positive (negative) number below indicates an increase (decrease) in pre-tax profit associated with the functional currency strengthening (weakening) 5% against the relevant currency.

	USD Impact		RMB Impact	
	For the Three Months Ended March 31		For the Three Months Ended March 31	
	2023	2022	2023	2022
Profit or loss	\$ (188,648)	\$ (186,664)	\$ 15,982	\$ 13,568
	EUR Impact		GBP Impact	
	For the Three Months Ended March 31		For the Three Months Ended March 31	
	2023	2022	2023	2022
Profit or loss	\$ (11,925)	\$ (10,274)	\$ (14,363)	\$ (16,183)
	CAD Impact			
	For the Three Months Ended March 31			
	2023	2022		
Profit or loss			\$ (590)	\$ -

b) Interest rate risk

The carrying amounts of the Group's financial assets and financial liabilities with exposure to interest rates at the end of the reporting period were as follows:

	March 31, 2023	December 31, 2022	March 31, 2022
Fair value interest rate risk			
Financial assets	\$ 194,013	\$ 359,509	\$ 154,868
Financial liabilities	3,599,503	4,043,842	3,712,213
Cash flow interest rate risk			
Financial assets	735,355	795,365	810,680
Financial liabilities	1,865,702	1,595,984	1,051,063

Sensitivity analysis

The sensitivity analysis below was based on the Group's exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate assets and liabilities, the analysis was prepared assuming the amount of each asset and liability outstanding at the end of the reporting period was outstanding for the whole year. A 25 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 25 basis points higher/lower and all other variables were held constant, the Group's pre-tax profit for the three months ended March 31, 2023 would increase/decrease by \$706 thousand, which was mainly attributable to the Group's exposure to interest rates on its demand deposit and variable-rate bank borrowings.

If interest rates had been 25 basis points higher/lower and all other variables were held constant, the Group's pre-tax profit for the three months ended March 31, 2022 would decrease/increase by \$150 thousand, which was mainly attributable to the Group's exposure to interest rates on its demand deposit and variable-rate bank borrowings.

2) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. At the end of the reporting period, the Group's maximum exposure to credit risk could be equal to the total of the carrying amount of the respective recognized financial assets as stated in the consolidated balance sheets.

The Group adopts a policy of doing business with a counterparty with good reputation.

The credit risk of the Group arises mainly from the top five customers. The accounts receivable from the above customers accounted for 64.80%, 49.32%, and 66.69% of total accounts receivable as of March 31, 2023, December 31, 2022 and March 31, 2022, respectively.

3) Liquidity risk

The Group manages liquidity risk by monitoring and maintaining a level of cash and cash equivalents deemed adequate to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In addition, management monitors the utilization of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As of March 31, 2023, December 31, 2023 and March 31, 2022, the Group had available unutilized short-term bank loan facilities of \$2,185,692 thousand, \$2,365,882 thousand, and \$4,365,038 thousand, respectively.

The following table details the Group's contractual maturities for its non-derivative financial liabilities with agreed upon repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities from the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

March 31, 2023

	On Demand or Less than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	5+ Years
Non-interest bearing	\$ 421,995	\$ 757,108	\$ 60,744	\$ -	\$ -
Variable interest rate liabilities	14,041	27,142	375,844	1,136,877	311,798
Fixed interest rate liabilities	251,739	1,171,878	1,908,439	101,189	129,804
Lease liabilities	<u>1,991</u>	<u>4,385</u>	<u>14,571</u>	<u>25,185</u>	<u>1,429</u>
	<u>\$ 689,766</u>	<u>\$ 1,960,513</u>	<u>\$ 2,359,598</u>	<u>\$ 1,263,251</u>	<u>\$ 443,031</u>

December 31, 2022

	On Demand or Less than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	5+ Years
Non-interest bearing	\$ 471,582	\$ 801,934	\$ 85,798	\$ -	\$ -
Variable interest rate liabilities	30,172	26,240	209,360	783,552	546,660
Fixed interest rate liabilities	196,070	606,173	2,964,726	236,643	-
Lease liabilities	<u>1,271</u>	<u>2,943</u>	<u>11,637</u>	<u>24,721</u>	<u>-</u>
	<u>\$ 699,095</u>	<u>\$ 1,437,290</u>	<u>\$ 3,271,521</u>	<u>\$ 1,044,916</u>	<u>\$ 546,660</u>

March 31, 2022

	On Demand or Less than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	5+ Years
Non-interest bearing	\$ 481,043	\$ 860,192	\$ 36,396	\$ -	\$ -
Variable interest rate liabilities	22,200	118,911	422,869	245,318	241,765
Fixed interest rate liabilities	877	333,081	1,801,783	1,527,290	-
Lease liabilities	<u>1,743</u>	<u>3,076</u>	<u>12,936</u>	<u>32,783</u>	<u>-</u>
	<u>\$ 505,863</u>	<u>\$ 1,315,260</u>	<u>\$ 2,273,984</u>	<u>\$ 1,805,373</u>	<u>\$ 241,765</u>

The following table details the Group's liquidity analysis for its derivative financial instruments. The table is based on the undiscounted contractual net cash inflows and outflows on derivative instruments that settle on a net basis.

December 31, 2022

	On Demand or Less than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	5+ Years
<u>Net settled</u>					
Swap contracts	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,065</u>	<u>\$ -</u>	<u>\$ -</u>

March 31, 2022

	On Demand or Less than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	5+ Years
<u>Net settled</u>					
Swap contracts	\$ -	\$ -	\$ 10,236	\$ -	\$ -
Foreign exchange forward contracts	<u>-</u>	<u>(107)</u>	<u>14</u>	<u>-</u>	<u>-</u>
	<u>\$ -</u>	<u>\$ (107)</u>	<u>\$ 10,250</u>	<u>\$ -</u>	<u>\$ -</u>

4) Financing facilities

	March 31, 2023	December 31, 2022	March 31, 2022
Unsecured bank overdraft facilities, reviewed annually and payable on demand:			
Amount used	\$ 982,508	\$ 1,182,395	\$ 1,016,135
Amount unused	<u>1,054,255</u>	<u>1,307,750</u>	<u>2,473,725</u>
	<u>\$ 2,036,763</u>	<u>\$ 2,490,145</u>	<u>\$ 3,489,860</u>
Secured bank overdraft facilities:			
Amount used	\$ 2,936,629	\$ 2,911,269	\$ 2,185,475
Amount unused	<u>1,131,437</u>	<u>1,058,132</u>	<u>1,891,313</u>
	<u>\$ 4,068,066</u>	<u>\$ 3,969,401</u>	<u>\$ 4,076,789</u>

36. RELATED PARTY TRANSACTIONS

Balances and transactions between the Corporation and its subsidiaries, which are related parties of the Corporation, have been eliminated on consolidation and are not disclosed in this note.

a. Related parties and relationships

Related Party	Relationship with the Corporation
Other related parties	
Houli Construction Co., Ltd.	Director of the Company
William MacFarland	Management of Fitness Equipment Services, LLC.
LIU, YI-CHENG	Shareholder of CITY SPORTS (THAILAND) CO., LTD shareholder

b. Other receivables

Related Party Category/Name	March 31, 2023	December 31, 2022	March 31, 2022
Other related parties			
William MacFarlane	<u>\$ -</u>	<u>\$ 24,909</u>	<u>\$ -</u>

Refer to Note 10 for the repayment compensation receivables of the unrecovered amount.

c. Other payable

Related Party Category/Name	March 31, 2023	December 31, 2022	March 31, 2022
Other related parties			
Houli Construction Co., Ltd.	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 33,700</u>

d. Purchase of property, plant and equipment

Related Party Category/Name	Acquisition of Property, Plant and Equipment	
	For the Three Months Ended	
	2023	2022
Other related parties		
Houli Construction Co., Ltd.	<u>\$ 50,550</u>	<u>\$ 32,095</u>

The Group signed a construction project contract with a related party and entrusted it to build a factory. The total contract price was \$337,000 thousand, and the construction cost was paid on schedule according to the contract.

e. Loans from related parties

Related Party Category/Name	March 31, 2023	December 31,	March 31, 2022
		2022	
Other related parties	<u>\$ 8,973</u>	<u>\$ -</u>	<u>\$ -</u>

The Group obtained loans from related parties. The loans from the ultimate parent, Dyaco International Inc., are unsecured.

f. Compensation of key management personnel

The details of the compensation of key management personnel for the three months ended March 31, 2023 and 2022 were as follows:

	For the Three Months Ended	
	March 31	
	2023	2022
Short-term employee benefits	\$ 20,392	\$ 33,649
Post-employment benefits	<u>22</u>	<u>208</u>
	<u>\$ 20,414</u>	<u>\$ 33,857</u>

The remuneration of directors and key executives was determined by the remuneration committee based on the performance of individuals and market trends.

37. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

The following assets were provided as collateral for bank borrowings:

	March 31, 2023	December 31, 2022	March 31, 2022
Property, plant and equipment	\$ 2,032,218	\$ 2,276,801	\$ 1,989,004
Right-of-use assets	272,345	273,046	285,505
Pledge deposits - current	194,013	240,578	154,877
Investment properties	19,349	19,569	20,228
Inventories	<u>-</u>	<u>118,039</u>	<u>145,529</u>
	<u>\$ 2,517,925</u>	<u>\$ 2,928,033</u>	<u>\$ 2,595,143</u>

38. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD: NONE

39. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED COMMITMENTS

In addition to other notes, the Group has the following significant commitments on its balance sheet.

The unrecognized contractual commitments of the Group are as follows:

	March 31, 2023	December 31, 2022	March 31, 2022
Acquisition of property, plant and equipment			
Property under construction	<u>\$ 149,988</u>	<u>\$ 193,525</u>	<u>\$ 87,271</u>

40. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

The Group's significant financial assets and liabilities denominated in foreign currencies aggregated by the foreign currencies other than functional currencies of the entities in the Group and the related exchange rates between the foreign currencies and the respective functional currencies were as follows:

March 31, 2023

	Foreign Currency	Exchange Rate	Carrying Amount
<u>Financial assets</u>			
Monetary items			
USD	\$ 105,498	30.45 (USD:NTD)	\$ 3,221,711
USD	20,330	6.872 (USD:RMB)	619,078
USD	440	1.3551 (USD:CAD)	13,384
USD	23	133.0857 (USD:JPY)	691
JPY	58	0.2288 (JPY:NTD)	13
RMB	15,203	4.431 (RMB:NTD)	67,366
RMB	128	0.1455 (RMB:USD)	568

(Continued)

	Foreign Currency	Exchange Rate	Carrying Amount
EUR	\$ 7,165	33.15 (EUR:NTD)	\$ 237,515
EUR	65	1.0887 (EUR:USD)	2,170
GBP	7,518	37.67 (GBP:NTD)	283,186
GBP	151	1.1363 (GBP:EUR)	5,701
GBP	77	1.2371 (GBP:USD)	2,895
THB	1	0.8973 (THD:NTD)	1
CAD	525	22.47 (CAD:NTD)	11,803
Nonmonetary items			
USD	20,286	30.45 (USD:NTD)	617,700
USD	6,088	7.85 (USD:HKD)	185,365
HKD	286,354	3.879 (HKD:NTD)	1,110,766
RMB	204,054	1.1423 (RMB:HKD)	904,163
GBP	4,272	37.67 (GBP:NTD)	160,936
THD	2,551	0.8973 (THD:NTD)	2,289
EUR	6,705	33.15 (EUR:NTD)	222,266
CAD	11,640	22.47 (CAD:NTD)	261,549
<u>Financial liabilities</u>			
Monetary items			
USD	1,373	30.45 (USD:NTD)	41,787
USD	78	1.3551 (USD:CAD)	2,365
USD	1,003	133.0857 (USD:JPY)	30,544
USD	236	6.872 (USD:RMB)	7,206
RMB	82,762	4.431 (RMB:NTD)	366,718
RMB	4,709	0.1455 (RMB:USD)	20,865
EUR	36	33.15 (EUR:NTD)	1,183
GBP	120	1.2371 (GBP:USD)	4,527
JPY	9,306	0.2288 (JPY:NTD)	2,129
			(Concluded)

December 31, 2022

	Foreign Currency	Exchange Rate	Carrying Amount
<u>Financial assets</u>			
Monetary items			
USD	\$ 96,470	30.71 (USD:NTD)	\$ 2,962,612
USD	11,938	6.9669 (USD:RMB)	366,596
USD	274	1.3547 (USD:CAD)	8,424
RMB	16,182	4.408 (RMB:NTD)	71,330
RMB	219	0.1435 (RMB:USD)	964
EUR	3,228	32.72 (EUR:NTD)	105,617
EUR	38	1.0655 (EUR:USD)	1,259
EUR	8	0.8822 (EUR:GBP)	252
GBP	4,338	37.09 (GBP:NTD)	160,913
GBP	74	1.1336 (GBP:EUR)	2,737
CAD	633	22.67 (CAD:NTD)	14,355
			(Concluded)

	Foreign Currency	Exchange Rate	Carrying Amount
Non-monetary items			
USD	\$ 33,167	30.71 (USD:NTD)	\$ 1,018,573
USD	6,039	7.7984 (USD:HKD)	185,453
HKD	267,322	3.938 (HKD:NTD)	1,052,713
RMB	193,404	1.1193 (RMB:HKD)	852,524
GBP	2,803	37.09 (GBP:NTD)	103,962
THB	3,553	0.8347 (THB:NTD)	2,966
JPY	6,517	0.2324 (JPY:NTD)	1,514
EUR	5,179	32.72 (EUR:NTD)	169,444
CAD	11,577	22.67 (CAD:NTD)	262,457
<u>Financial liabilities</u>			
Monetary items			
USD	1,915	30.71 (USD:NTD)	58,808
USD	376	1.3547 (USD:CAD)	11,547
USD	828	132.1429 (USD:JPY)	25,434
USD	402	6.9669 (USD:RMB)	12,357
RMB	91,370	4.408 (RMB:NTD)	402,759
RMB	6,328	0.1435 (RMB:USD)	27,895
			(Concluded)
<u>March 31, 2022</u>			
	Foreign Currency	Exchange Rate	Carrying Amount
<u>Financial assets</u>			
Monetary items			
USD	\$ 105,953	28.6250 (USD:NTD)	\$ 3,032,890
USD	26,612	6.3526 (USD:RMB)	761,763
USD	3,123	1.2511 (USD:CAD)	89,404
RMB	24,105	4.5060 (RMB:NTD)	108,616
RMB	346	0.1574 (RMB:USD)	1,557
EUR	6,352	31.9200 (EUR:NTD)	202,750
EUR	91	1.1151 (EUR:USD)	2,909
EUR	12	0.8485 (EUR:GBP)	387
GBP	8,573	37.6200 (GBP:NTD)	322,508
GBP	34	1.1786 (GBP:EUR)	1,296
GBP	12	1.3142 (GBP:USD)	116
Nonmonetary items			
USD	15,787	28.6250 (USD:NTD)	451,911
USD	25,518	7.8296 (USD:HKD)	730,465
HKD	348,199	3.6560 (HKD:NTD)	1,273,016
RMB	197,300	1.2325 (RMB:HKD)	889,033
CAD	11,798	0.7993 (CAD:USD)	269,941
EUR	2,537	31.9200 (EUR:NTD)	80,992
GBP	2,890	37.6200 (GBP:NTD)	108,732
THB	11,994	0.8651 (THD:NTD)	10,376
			(Concluded)

	Foreign Currency	Exchange Rate	Carrying Amount
<u>Financial liabilities</u>			
Monetary items			
USD	\$ 182	28.6250 (USD:NTD)	\$ 5,205
USD	537	1.2511 (USD:CAD)	15,381
USD	2,319	121.6532 (USD:JPY)	66,377
USD	2,229	6.3526 (USD:RMB)	63,807
RMB	73,383	4.5060 (RMB:NTD)	330,662
RMB	11,289	0.1574 (RMB:USD)	50,868
EUR	18	1.1151 (EUR:USD)	575
GBP	7	1.1786 (GBP:EUR)	254
Nonmonetary items			
GBP	3,500	37.6200 (GBP:NTD)	131,668
JPY	148,876	0.2353 (JPY:NTD)	35,030
			(Concluded)

For the three months ended March 31, 2023 and 2022, realized and unrealized net foreign exchange (losses) gains were \$(30,609) thousand and \$123,502 thousand, respectively. It is impractical to disclose net foreign exchange gains by each significant foreign currency due to the variety of the foreign currency transactions.

41. SEPARATELY DISCLOSED ITEMS

a. Information about significant transactions and investees:

- 1) Financing provided to others: Table 1
- 2) Endorsements/guarantees provided: Table 2
- 3) Marketable securities held (excluding investments in subsidiaries, associates and joint ventures): Table 3
- 4) Marketable securities acquired and disposed of at costs or prices of at least NT\$300 million or 20% of the paid-in capital: None
- 5) Acquisition of individual real estate at costs of at least NT\$300 million or 20% of the paid-in capital: None
- 6) Disposal of individual real estate at prices of at least NT\$300 million or 20% of the paid-in capital: None
- 7) Total purchases from or sales to related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Table 4
- 8) Receivables from related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Table 5
- 9) Trading in derivative instruments: Notes 7 and 35

- b. Information on investees (excluding investees in mainland China): Table 6
- c. Information on investments in mainland China
 - 1) Information on any investee company in mainland China, showing the name, principal business activities, paid-in capital, method of investment, inward and outward remittance of funds, ownership percentage, net income of investees, investment income or loss, carrying amount of the investment at the end of the period, repatriations of investment income, and limit on the amount of investment in the mainland China area: Table 7
 - 2) Any of the following significant transactions with investee companies in mainland China, either directly or indirectly through a third party, and their prices, payment terms, and unrealized gains or losses:
 - a) The amount and percentage of purchases and the balance and percentage of the related payables at the end of the period: Table 8
 - b) The amount and percentage of sales and the balance and percentage of the related receivables at the end of the period: Table 8
 - c) The amount of property transactions and the amount of the resultant gains or losses: None
 - d) The balance of negotiable instrument endorsements or guarantees or pledges of collateral at the end of the period and the purposes: Table 2
 - e) The highest balance, the end of period balance, the interest rate range, and total current period interest with respect to financing of funds: None
 - f) Other transactions that have a material effect on the profit or loss for the period or on the financial position, such as the rendering or receipt of services: None
- d. Intercompany relationships and significant intercompany transactions: Table 9
- e. Information of major shareholders: List all shareholders with ownership of 5% or greater showing the name of the shareholder, the number of shares owned, and percentage of ownership of each shareholder: Table 10

42. SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group's reportable segments are Asia, Americas and Europe, which mainly manufacture and sell treadmills, elliptical machines, and outdoor furniture.

a. Segment revenues and results

	Asia	Americas	Europe	Eliminations	Total
<u>Three months ended March 31, 2023</u>					
Revenues from external customers	\$ 368,729	\$ 1,625,679	\$ 251,153	\$ -	\$ 2,245,561
Intersegment revenues	<u>836,473</u>	<u>8,999</u>	<u>39,236</u>	<u>(884,708)</u>	<u>-</u>
Consolidated revenues	<u>\$ 1,205,202</u>	<u>\$ 1,634,678</u>	<u>\$ 290,389</u>	<u>\$ (884,708)</u>	<u>\$ 2,245,561</u>
Segment income (loss)	<u>\$ 141,719</u>	<u>\$ (76,648)</u>	<u>\$ (49,208)</u>	<u>\$ (93,968)</u>	<u>\$ (78,105)</u>
<u>Three months ended March 31, 2022 (retrospectively adjusted)</u>					
Revenues from external customers	\$ 696,731	\$ 1,309,400	\$ 254,550	\$ -	\$ 2,260,681
Intersegment revenues	<u>678,377</u>	<u>11,602</u>	<u>3,314</u>	<u>(693,293)</u>	<u>-</u>
Consolidated revenues	<u>\$ 1,375,108</u>	<u>\$ 1,321,002</u>	<u>\$ 257,864</u>	<u>\$ (693,293)</u>	<u>\$ 2,260,681</u>
Segment income (loss)	<u>\$ 324,493</u>	<u>\$ (193,214)</u>	<u>\$ (39,245)</u>	<u>\$ (122,994)</u>	<u>\$ (30,960)</u>

b. Segment assets and liabilities

	March 31, 2023	December 31, 2022	March 31, 2022 (Retrospectively Adjusted)
<u>Segment assets</u>			
Asia	\$ 7,004,680	\$ 7,263,516	\$ 6,973,387
Americas	3,486,003	3,814,410	3,727,081
Europe	<u>1,103,027</u>	<u>886,673</u>	<u>677,451</u>
Total segment assets	<u>\$ 11,593,710</u>	<u>\$ 11,964,599</u>	<u>\$ 11,377,919</u>
<u>Segment liabilities</u>			
Asia	\$ 4,053,663	\$ 4,337,828	\$ 3,230,721
Americas	2,832,388	2,937,361	3,353,673
Europe	<u>749,799</u>	<u>625,450</u>	<u>624,929</u>
Total segment liabilities	<u>\$ 7,635,850</u>	<u>\$ 7,900,639</u>	<u>\$ 7,209,323</u>

TABLE 1

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

FINANCING PROVIDED TO OTHERS
FOR THE THREE MONTHS ENDED MARCH 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

No.	Lender	Borrower	Financial Statement Account	Related Parties	Highest Balance for the Period (Note 5)	Ending Balance (Note 5)	Actual Borrowing Amount (Note 6)	Interest Rate	Nature of Financing	Business Transaction Amount (Note 3)	Reason for Short-term Financing	Allowance for Impairment Loss	Collateral		Financing Limit for Each Borrowing Company	Financing Company's Financing Amount Limits	Note
													Item	Value			
0	Dyaco International Inc.	Dyaco Japan Co., Ltd.	Other receivables from related parties	Yes	\$ 6,354 (JPY 27,772 thousand)	\$ 6,354 (JPY 27,772 thousand)	\$ 6,354 (JPY 27,772 thousand)	-	Business transaction	\$ 17,173	-	\$ -	-	\$ -	\$ 17,173 (Note 2)	\$ 1,412,376 (Note 4)	
		Dyaco Europe GmbH	Other receivables from related parties	Yes	3,380 (EUR 102 thousand)	-	-	-	Business transaction	431	-	-	-	-	3,380 (Note 2)	1,412,376 (Note 4)	
		Dyaco UK Ltd.	Other receivables from related parties	Yes	12,801 (GBP 340 thousand)	1,695 (GBP 45 thousand)	1,695 (GBP 45 thousand)	-	Business transaction	69,161	-	-	-	-	69,161 (Note 2)	1,412,376 (Note 4)	
		Spirit Manufacturing Inc.	Other receivables from related parties	Yes	251,530 (US\$ 8,260 thousand)	158,786 (US\$ 5,215 thousand)	158,786 (US\$ 5,215 thousand)	-	Business transaction	716,938	-	-	-	-	719,480 (Note 2)	1,412,376 (Note 4)	
		Spirit Direct, LLC.	Other receivables from related parties	Yes	14,513 (US\$ 477 thousand)	12,530 (US\$ 411 thousand)	12,530 (US\$ 411 thousand)	-	Business transaction	14,310	-	-	-	-	14,513 (Note 2)	1,412,376 (Note 4)	
		CARDIO fitness GmbH & Co. KG	Other receivables from related parties	Yes	48,726 (EUR 1,470 thousand)	-	-	-	Business transaction	1,547	-	-	-	-	48,726 (Note 2)	1,412,376 (Note 4)	
		CITY SPORTS (THAILAND) CO., LTD	Other receivables from related parties	Yes	35,892 (THB 40,000 thousand)	35,892 (THB 40,000 thousand)	26,919 (THB 30,000 thousand)	-	Short-term financing	-	Operating turnover	-	-	-	706,188 (Note 1)	1,412,376 (Note 4)	
		Sweatband. Com Ltd	Other receivables from related parties	Yes	60,272 (GBP 1,600 thousand)	22,602 (GBP 600 thousand)	-	-	Short-term financing	-	Operating turnover	-	-	-	706,188 (Note 1)	1,412,376 (Note 4)	
		Fitness Equitment LLC.	Other receivables from related parties	Yes	461,472 (US\$ 15,155 thousand)	346,556 (US\$ 11,381 thousand)	346,556 (US\$ 11,381 thousand)	-	Business transaction	1,141,773	-	-	-	-	1,141,773 (Note 2)	1,412,376 (Note 4)	
		CARDIO fitness GmbH & Co. KG	Other receivables from related parties	Yes	33,150 (EUR 1,000 thousand)	33,150 (EUR 1,000 thousand)	-	-	Short-term financing	-	Operating turnover	-	-	-	706,188 (Note 1)	1,412,376 (Note 4)	

Note 1: The maximum financing of a parent to a subsidiary in which the parent entity directly and indirectly holds over 90% voting shares is limited to 40% of the net value of the parent entity; the maximum financing to other individual corporations is limited to 20% of the net value of the parent entity.

Note 2: The amount of financing provided to companies with which the parent entity has business transactions is limited to the transaction amount.

Note 3: The maximum financing to companies in which the parent entity directly and indirectly holds 100% voting shares is limited to net value of the lender, the maximum financing allowed to other corporations is limited to 40% of the net value of the lender.

Note 4: The maximum financing allowed is limited to 40% of the net value of the parent entity.

Note 5: The maximum balance for the period and ending balances were approved by the board of directors.

Note 6: Eliminated from the consolidated financial statements.

TABLE 2

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

ENDORSEMENTS/GUARANTEES PROVIDED
FOR THE THREE MONTHS ENDED MARCH 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

No.	Endorser/Guarantor	Endorsee/Guarantee		Limits on Endorsement/ Guarantee Provided to Each Guaranteed Party (Note 1)	Maximum Balance for the Period (Note 2)	Ending Balance (Note 2)	Amount Actually Drawn	Amount of Endorsement/ Guarantee Collateralized by Properties	Ratio of Accumulated Endorsement/ Guarantee to Net Worth in Latest Financial Statements (%)	Maximum Endorsement/ Guarantee Amount Allowable (Note 1)	Endorsement/ Guarantee Given by Parent on Behalf of Subsidiaries (Note 3)	Endorsement/ Guarantee Given by Subsidiaries on Behalf of Parent (Note 3)	Endorsement/ Guarantee Given on Behalf of Companies in Mainland China (Note 3)	Note
		Name	Relationship											
0	Dyaco International Inc.	Shelton Corporation (Jiaxing), Ltd.	Indirectly held subsidiary	\$ 353,094	\$ 119,070 (US\$ 1,000 thousand and RMB 20,000 thousand)	\$ 88,620 (RMB 20,000 thousand)	\$ -	\$ -	2.51	\$ 353,094	Y	-	Y	
		Wing Long Co., Ltd.	Directly held subsidiary	1,765,470	5,000	5,000	2,495	-	0.14	1,765,470	Y	-	-	
1	President Plastic Products	Dyaco International Inc.	Ultimate parent	1,765,470	300,000	300,000	300,000	300,000	8.50	1,765,470	-	Y	-	

Note 1: The maximum amount of endorsement provided to a subsidiary in which the guarantor directly and indirectly holds over 90% voting shares is limited to 50% of the net value of the guarantor; the maximum amount of endorsement provided to other individual corporations is limited to 10% of the net value of the guarantor and the total amount provided is limited to 50% of net value of the guarantor.

Note 2: The maximum balance for the period and ending balances were approved by the board of directors.

Note 3: “Y” means the endorsement/guarantee is given by a parent entity on behalf of subsidiaries, or given by subsidiaries on behalf of a parent entity or on behalf of corporations in mainland China.

TABLE 3

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

MARKETABLE SECURITIES HELD (EXCLUDING INVESTMENTS IN SUBSIDIARIES)

MARCH 31, 2023

(In Thousands of New Taiwan Dollars)

Holding Company Name	Type and Name of Marketable Securities	Relationship	Line Item	December 31, 2022				Note
				Shares	Carrying Amount	Percentage of Ownership	Fair Value	
Dyaco International Inc.	<u>Stock</u> Inalways corporation		Financial assets at fair value through other comprehensive income (FVTOCI)	588,000	\$ 11,759	1.18	\$ 11,759	Note 1
	Energy Moana Technology Co., Ltd.	-	Financial assets at fair value through other comprehensive income (FVTOCI)	300,000	2,433	0.74	2,433	Note 1
	Firenze Cultural Exchange International Co., Ltd.	-	Financial assets at fair value through other comprehensive income (FVTOCI)	750,000	7,482	7.50	7,482	Note 1
	Uniigym Global Holdings Limited.	-	Financial assets at fair value through other comprehensive income (FVTOCI)	-	9,179 (US\$ 299 thousand)	2.50	9,179 (US\$ 299 thousand)	Note 1
	Gomore Inc.	-	Financial assets at fair value through other comprehensive income (FVTOCI)	-	30,971 (US\$ 1,008 thousand)	10.00	30,971 (US\$ 1,008 thousand)	Note 1
	<u>Limited partnership</u> Changneng Capital Limited Partnership	-	Financial assets at fair value through profit or loss (FVTPL)	-	17,949	-	17,949	Note 1
	<u>Convertible bonds</u> 1.5-year financial debentures of Mega International Commercial Bank	-	Financial assets at amortized cost	-	22,837 (US\$ 750 thousand)	-	22,837 (US\$ 750 thousand)	
	2-year financial debentures of Mega International Commercial Bank	-	Financial assets at amortized cost	-	7,613 (US\$ 250 thousand)	-	7,613 (US\$ 250 thousand)	
	2.5-year financial debentures of Mega International Commercial Bank	-	Financial assets at amortized cost	-	6,090 (US\$ 200 thousand)	-	6,090 (US\$ 200 thousand)	
	<u>Convertible promissory note</u> Morsel Inc.	-	Financial assets at fair value through other comprehensive income (FVTOCI)	-	152,250 (US\$ 4,789 thousand)	-	152,250 (US\$ 4,789 thousand)	Note 1
	Beijing Huoli Zhenghe Intelligent Technology Co., Ltd.	-	Financial assets at fair value through other comprehensive income (FVTOCI)	-	3,894 (RMB 879 thousand)	9.00	3,894 (RMB 879 thousand)	Note 1
Dyaco (Shanghai) Trading Co., Ltd.								

Note 1: Unlisted shares and convertible promissory note without quoted price were calculated by fair value method.

Note 2: For the information on investments and associates in subsidiaries, refer to Tables 6 and 7.

TABLE 4

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

**TOTAL PURCHASES FROM OR SALES TO RELATED PARTIES AMOUNTING TO AT LEAST \$100 MILLION OR 20% OF THE PAID-IN CAPITAL
FOR THE THREE MONTHS ENDED MARCH 31, 2023
(In Thousands of New Taiwan Dollars)**

Buyer/Seller	Related Party	Relationship	Transaction Details				Transaction with Terms Different from Others		Notes/Accounts Receivable (Payable)		Note
			Purchase/ Sale	Amount (Note 3)	% to Total (Note 1)	Payment Terms	Unit Price	Payment Terms	Ending Balance (Note 3)	% to Total (Note 1)	
Dyaco International Inc.	Fitness Equipment Services, LLC.	Indirectly held subsidiary	Sales	\$ 365,204	54	Flexible	Based on mutual agreement	Flexible	\$ 834,760	56	Note 2
	Shelton Corporation (Jiaying), Ltd.	Indirectly held subsidiary	Purchase	249,370	51	Flexible	Based on mutual agreement	Flexible	(365,860)	54	
Fitness Equipment Services, LLC.	Dyaco International Inc.	Ultimate parent	Purchase	365,204	99	Flexible	Based on mutual agreement	Flexible	(834,760)	100	
Shelton Corporation (Jiaying), Ltd.	Dyaco International Inc.	Ultimate parent	Sales	249,370	33	Flexible	Based on mutual agreement	Flexible	365,860	36	

Note 1: The rate is calculated in accordance with individual financial statements.

Note 2: Excluding accounts receivable exceeded the credit period which were transferred to other receivables.

Note 3: Eliminated from the consolidated financial statements.

TABLE 5

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

**RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT\$100 MILLION OR 20% OF THE PAID-IN CAPITAL
MARCH 31, 2023
(In Thousands of New Taiwan Dollars)**

Company Name	Related Party	Relationship	Receivables from Related Party		Turnover Rate	Overdue		Amount Received in Subsequent Period	Allowance for Impairment Loss
			Financial Statement Accounts	Ending Balance (Note 2)		Amount	Actions Taken		
Dyaco International Inc.	Fitness Equipment Services, LLC. Spirit Manufacturing Inc.	Indirectly held subsidiary	Accounts receivable	\$ 834,760	1.26%	\$ -	-	\$ 217,338	\$ -
		Indirectly held subsidiary	Accounts receivable	356,755	0.54%	-	-	-	-
Shelton Corporation (Jiaxing), Ltd.	Dyaco International Inc.	Ultimate parent	Accounts receivable	365,860	2.60%	-	-	112,930	-
Dyaco International Inc.	Fitness Equipment Services, LLC. Spirit Manufacturing Inc.	Indirectly held subsidiary	Other receivables	547,529	Note 1	-	-	84,070	-
		Indirectly held subsidiary	Other receivables	439,179	Note 1	-	-	-	-
Fuel-Spirit International Inc.	Spirit Manufacturing Inc.	Fellow subsidiary	Accounts receivable	100,485	-	-	-	-	-
Interactive Online Commerce Ltd	Neutron Ventures Ltd	Parent	Other receivables	163,480	-	-	-	-	-
Neutron Ventures Ltd	Sweatband.com Ltd	Indirectly held subsidiary	Other receivables	155,309	-	-	-	-	-
Sweatband.com Ltd	Interactive Online Commerce Ltd	Parent	Other receivables	163,278	-	-	-	-	-

Note 1: Other receivables refer to financing provided of which the accounts receivable were transferred due to exceeding the credit period for a certain period of time.

Note 2: Eliminated from the consolidated financial statements.

TABLE 6

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

**NAMES, LOCATIONS, AND RELATED INFORMATION OF INVESTEEES
FOR THE THREE MONTHS ENDED MARCH 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

Investor Company	Investee Company	Location	Main Businesses and Products	Original Investment Amount		As of March 31, 2023			Net Profit (Loss) of the Investee	Share of Profit (Loss) (Notes 1 and 9)
				March 31, 2023	December 31, 2022	Number of Shares (In Thousands)	%	Carrying Amount (Notes 1 and 9)		
Dyaco International Inc.	Dyaco International Holding Limited	Hong Kong	Investment	\$ 505,957	\$ 505,957	290,634,628	100	\$ 1,110,766	\$ 51,664	\$ 57,925 (Note 2)
	Dyaco Europe GmbH.	Germany	Import, export and selling	545,861	484,529	-	100	222,266	(22,240)	(22,240)
	Daan Health Management Consulting Co., Ltd.	Taiwan	Rental of medical equipment	10,010	10,010	1,000,000	100	8,556	96	96
	Dyaco Japan Co., Ltd.	Japan	Import, export and selling	72,964	72,964	201,020	100	(2,129)	(2,217)	(2,217)
	Wing Long Co., Ltd.	Taiwan	Import, export and selling	25,000	25,000	2,500,000	100	2,123	(16)	(16)
	Dyaco UK Ltd.	United Kingdom	Import, export and selling	263,424	263,424	-	100	18,981	(12,865)	(12,865)
	SOLE INC.	America	Investment	1,642,866	1,642,866	-	100	577,550	(192,275)	(198,167) (Note 3)
	President Plastic Products MFG Co., Ltd.	Taiwan	Rental of property	286,640	286,640	391,000	100	288,642	108	109 (Note 4)
	Cikayda Inc.	Taiwan	Manufacturing and selling	20,000	20,000	2,000,000	100	17,575	(464)	(464)
	CITY SPORTS (THAILAND) CO., LTD	Thailand	Fitness equipment selling	12,450 (THB 14,420 thousand)	12,450 (THB 14,420 thousand)	176,000	44	2,289 (THB 2,551 thousand)	(931) (THB -1,033 thousand)	(458) (THB -509 thousand) (Note 5)
	Neutron Ventures Ltd	United Kingdom	Investment	189,254 (GBP 5,120 thousand)	119,581 (GBP 3,220 thousand)	292,666	95	141,955 (GBP 3,768 thousand)	(11,843) (GBP -321 thousand)	(10,605) (GBP -287 thousand) (Note 6)
	Morsel Inc.	America	Intelligent fitness content production company	27,750 (US\$ 1,000 thousand)	27,750 (US\$ 1,000 thousand)	909,090	11	- (US\$ -561 thousand)	(17,052) (US\$ -561 thousand)	-
	Spirit Manufacturing Inc.	America	Import, export and selling	265,734 (US\$ 8,890 thousand)	265,734 (US\$ 8,890 thousand)	1,667.5	100	247,778 (US\$ 8,137 thousand)	(24,289) (US\$ -799 thousand)	(24,289) (US\$ -799 thousand)
	Dyaco Canada Inc.	Canada	Import, export and selling	271,752 (US\$ 9,058 thousand)	271,752 (US\$ 9,058 thousand)	1,000	100	261,549 (US\$ 11,640 thousand)	(452) (US\$ -20 thousand)	(452) (US\$ -20 thousand)
	Hongdaxin Projection Co., Ltd.	Taiwan	Film and television industry investment	4,000	4,000	400,000	40	3,835	(54)	(54)
	Iuvo Industry Co., Ltd	Taiwan	Electric-assisted bicycle manufacturer	125,000	125,000	15,300,000	90	105,456	(9,098)	(7,658) (Note 7)
Dyaco Europe GmbH.	CARDIO fitness GmbH & Co KG	Germany	Import, export and selling	274,917 (EUR 8,096 thousand)	216,813 (EUR 6,296 thousand)	-	100	130,045 (EUR 3,923 thousand)	(19,425) (EUR -595 thousand)	(20,552) (EUR -630 thousand) (Note 8)
	CARDIO fitness Verwaltungs GmbH	Germany	Investment	977 (EUR 29 thousand)	977 (EUR 29 thousand)	-	100	902 (EUR 27 thousand)	(49) (EUR -2 thousand)	(49) (EUR -2 thousand)
SOLE INC.	Fitness Equipment Services, LLC.	America	Import, export and selling	63,262 (US\$ 2,100 thousand)	63,262 (US\$ 2,100 thousand)	-	100	(87,695) (US\$ -2,880 thousand)	(192,274) (US\$ -6,326 thousand)	(19,274) (US\$ -6,326 thousand)
Dyaco International Holding Limited	Fuel Spirit International Inc.	Mauritius	Import, export and selling	185,015 (US\$ 5,848 thousand)	185,015 (US\$ 5,848 thousand)	5,848,450	100	185,365 (HK\$ 47,787 thousand)	1,479 (HK\$ 382 thousand)	1,479 (HK\$ 382 thousand)

(Continued)

Investor Company	Investee Company	Location	Main Businesses and Products	Original Investment Amount		As of March 31, 2023			Net Profit (Loss) of the Investee	Share of Profit (Loss) (Notes 1 and 9)
				March 31, 2023	December 31, 2022	Number of Shares (In Thousands)	%	Carrying Amount (Notes 1 and 9)		
Spirit Manufacturing Inc.	Spirit Direct, LLC	America	Import, export and selling	\$ 62,118 (US\$ 2,000 thousand)	\$ 62,118 (US\$ 2,000 thousand)	-	100	\$ 2,276 (US\$ 75 thousand)	\$ (4,189) (US\$ -138 thousand)	\$ (4,189) (US\$ -138 thousand)
Neutron Ventures Ltd	Interactive Online Commerce Ltd	United Kingdom	Investment	167,250 (GBP 4,532 thousand)	97,577 (GBP 2,632 thousand)	-	100	93,703 (GBP 2,487 thousand)	(11,301) (GBP -306 thousand)	(11,301) (GBP -306 thousand)
	Neutron Ventures Poland S.p Z.o.o	Poland	Service industry	34 (PLN 5 thousand)	34 (PLN 5 thousand)	-	100	(132) (PLN -19 thousand)	(536) (PLN -77 thousand)	(536) (PLN -77 thousand)
Interactive Online Commerce Ltd	Sweatband.com Ltd	United Kingdom	Sporting Goods selling	166,237 (GBP 4,504 thousand)	96,564 (GBP 2,604 thousand)	-	100	93,501 (GBP 2,482 thousand)	(11,301) (GBP -306 thousand)	(11,301) (GBP -306 thousand)

Note 1: The investees’ financial statements used as basis for calculating investment gains (losses) recognized had all been reviewed.

Note 2: Including share of loss of \$51,664 thousand minus realized profits of \$11,283 thousand and minus unrealized profits of \$5,022 thousand from upstream intercompany transactions.

Note 3: Including share of loss of \$192,275 thousand minus amortization of investment premium of \$5,892 thousand.

Note 4: Including share of profit of \$108 thousand and unrealized expenses of \$1 thousand.

Note 5: Including share of loss of \$410 thousand minus amortization of investment premium of \$48 thousand.

Note 6: Including share of loss of \$9,970 thousand minus amortization of investment premium of \$815 thousand.

Note 7: Including share of loss of \$7,432 thousand minus amortization of investment premium of \$226 thousand.

Note 8: Including share of loss of \$19,425 thousand minus amortization of investment premium of \$1,127 thousand.

Note 9: Eliminated from the consolidated financial statements.

(Concluded)

TABLE 7

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

INFORMATION ON INVESTMENT IN MAINLAND CHINA
FOR THE THREE MONTHS ENDED MARCH 31, 2023
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Investor Company	Investee Company	Main Businesses and Products	Paid-in Capital	Method of Investment	Accumulated Outward Remittance for Investment from Taiwan as of January 1, 2022	Remittance of Funds		Accumulated Outward Remittance for Investment from Taiwan as of March 31, 2023	Net (Loss) Income of the Investee	% Ownership of Direct or Indirect Investment	Investment Gain (Loss) (Note 2)	Carrying Amount as of March 31, 2023 (Note 2)	Accumulated Repatriation of Investment Income as of March 31, 2023
						Outward	Inward						
Dyaco International Inc.	Dyaco (Shanghai) Trading Co., Ltd.	Import, export and selling	\$ 88,780 (US\$ 3,000 thousand)	Through an investment company registered in a third region (Note 1)	\$ 88,780 (US\$ 3,000 thousand)	\$ -	\$ -	\$ 88,780 (US\$ 3,000 thousand)	\$ (7,035) (HK\$ -1,814 thousand)	100	\$ (7,035) (HK\$ -1,814 thousand)	\$ 138,232 (HK\$ 35,636 thousand)	\$ -
	Shelton Corporation (Jiaxing), Ltd.	Manufacturing and selling	568,888 (US\$ 18,800 thousand)	Through an investment company registered in a third region (Note 1)	659,471 (US\$ 21,830 thousand)	-	-	659,471 (US\$ 21,830 thousand)	96,112 (HK\$ 24,784 thousand)	60	55,586 (HK\$ 14,334 thousand) (Note 3)	765,931 (HK\$ 197,456 thousand)	-
	Dyaco Health Technology (Beijing) Co., Ltd.	Healthcare management consulting	16,029 (RMB 3,500 thousand)	Others (Note 4)	-	-	-	Others (Note 4)	(69) (RMB -18 thousand)	100	(69) (RMB -18 thousand)	2,731 (RMB 704 thousand)	-
	Kerr (Shanghai) Rehabilitation Technology Development Co., Ltd.	Healthcare management consulting	12,807 (RMB 3,000 thousand)	Others (Note 5)	-	-	-	Others (Note 5)	(99) (RMB -22 thousand)	40	(40) (RMB -9 thousand)	2,838 (RMB 641 thousand)	-

Accumulated Outward Remittance for Investment in Mainland China as of March 31, 2023	Investment Amounts Authorized by Investment Commission, MOEA	Upper Limit on the Amount of Investment Stipulated by Investment Commission, MOEA (Note 6)
\$ 748,251 (US\$ 24,830 thousand)	\$ 748,251 (US\$ 24,830 thousand)	\$ -

- Note 1: The investment company required in third region is Dyaco International Holding Limited.
- Note 2: The investees’ financial statements used as basis for calculating investment gains (losses) recognized had all been reviewed.
- Note 3: Including 60% share of profit of \$57,667 thousand minus amortization of investment premium of \$2,081 thousand.
- Note 4: Reinvested RMB3,500 thousand own fund of Dyaco (Shanghai) Trading Co., Ltd.
- Note 5: Reinvested RMB1,200 thousand own fund of Dyaco (Shanghai) Trading Co., Ltd.
- Note 6: According to Regulations Governing the Examination of Investment or Technical Cooperation in Mainland China announced by Ministry of Economic Affairs (MOEA), the Corporation is not subject to an upper limit due to obtaining supporting document for operation headquarters of the company issued by Industrial Development Bureau, MOEA.
- Note 7: Eliminated from the consolidated financial statements.

TABLE 8

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

**SIGNIFICANT TRANSACTIONS WITH INVESTEE COMPANIES IN MAINLAND CHINA, EITHER DIRECTLY OR INDIRECTLY THROUGH A THIRD PARTY, AND THEIR PRICES, PAYMENT TERMS, AND UNREALIZED GAINS OR LOSSES
FOR THE THREE MONTHS ENDED MARCH 31, 2023
(In Thousands of New Taiwan Dollars)**

No.	Investor Company	Investee Company	Transaction Type	Purchase/Sale		Transaction Details		Notes/Accounts Receivable (Payable)		Unrealized (Gain) Loss	Note
				Amount (Note 2)	% (Note 1)	Payment Terms	Comparison with Normal Transactions	Ending Balance (Note 2)	% (Note 1)		
0	Dyaco International Inc.	Dyaco (Shanghai) Trading Co., Ltd. Shelton Corporation (Jiaxing), Ltd.	Sales Purchase	\$ 29,342 249,370	4 51	Flexible Flexible	Based on mutual agreement Based on mutual agreement	\$ 64,480 (365,860)	4 54	\$ 6,260 7,925	

Note 1: The rate is calculated in accordance with individual financial statements of each company.

Note 2: Eliminated from the consolidated financial statements.

TABLE 9

DYACO INTERNATIONAL INC. AND SUBSIDIARIES

INTERCOMPANY RELATIONSHIPS AND SIGNIFICANT INTERCOMPANY TRANSACTIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2023
(In Thousands of New Taiwan Dollars)

Year	No. (Note 1)	Company	Investee Company	Relationship (Note 2)	Transaction Details			% of Total Sales or Assets (Note 4)
					Financial Statement Accounts	Amount (Note 5)	Payment Terms (Note 3)	
2023	0	Dyaco International Inc.	Spirit Direct, LLC.	a	Sales	\$ 3,282	-	-
					Other operating revenue	542	-	-
					Accounts receivable from related parties	28,112	-	-
			Fuel-Spirit International Inc.	a	Other receivables from related parties	12,530	-	-
					Accounts receivable from related parties	36,161	-	-
					Other receivables from related parties	4,527	-	-
			Dyaco Japan Co., Ltd.	a	Other payables to related parties	35,722	-	-
					Sales	9,018	-	-
					Sales	5,015	-	-
			Dyaco (Shanghai) Trading Co., Ltd.	a	Other operating revenue	141	-	-
					Accounts receivable from related parties	24,190	-	-
					Other receivables from related parties	6,353	-	-
			Spirit Manufacturing Inc.	a	Sales	29,342	-	1
					Accounts receivable from related parties	64,480	-	1
					Sales	72,758	-	3
			Dyaco Canada Inc.	a	Other operating revenue	8,371	-	-
					Accounts receivable from related parties	356,755	-	3
					Other receivables from related parties	439,179	-	4
			Dyaco Europe GmbH	a	Sales	38,882	-	2
					Other operating revenue	1,659	-	-
					Accounts receivable from related parties	20,941	-	-
			Daan Health Management Consulting Co., Ltd.	a	Other receivables from related parties	1,642	-	-
					Sales	42	-	-
					Accounts receivable from related parties	5,230	-	-
			Wing Long Co., Ltd.	a	Rental revenue	6	-	-
					Accounts receivable from related parties	492	-	-
					Other payables to related parties	188	-	-
			Dyaco UK Ltd.	a	Sales	313	-	-
					Sales	11,923	-	1
					Accounts receivable from related parties	43,136	-	-
			Shelton Corporation (Jiaxing), Ltd.	a	Other receivables from related parties	44,877	-	-
					Cost of goods sold	249,370	-	11
					Accounts payable to related parties	365,860	-	3
			CARDIO fitness GmbH&Co.KG SOLE INC.	a	Other receivables from related parties	17	-	-
					Inventories	1,644	-	-
					Accounts receivable from related parties	4,708	-	-
				a	Other receivables from related parties	281	-	-

(Continued)

Year	No. (Note 1)	Company	Investee Company	Relationship (Note 2)	Transaction Details			% of Total Sales or Assets (Note 4)
					Financial Statement Accounts	Amount (Note 5)	Payment Terms (Note 3)	
			Fitness Equipment Services, LLC.	a	Accounts receivable from related parties	\$ 834,760	-	7
					Other receivables from related parties	547,529	-	5
					Sales	386,535	-	17
					Sales discounts and allowances	21,331	-	1
			President Plastic Products MFG Co., Ltd.	a	Refundable deposits	900	-	-
					Other payables to related parties	2,350	-	-
					Lease liabilities	4,462	-	-
					Right-of-use asset	4,257	-	-
					Interest expense	15	-	-
					Depreciation	129	-	-
			Cikayda Inc.	a	Other receivables from related parties	455	-	-
					Other payables to related parties	1,200	-	-
					Rental revenue	100	-	-
					Other expense	190	-	-
			CITY SPORTS (THAILAND) CO., LTD	a	Accounts receivable from related parties	2,401	-	-
					Other receivables from related parties	26,197	-	-
			Sweatband.com Ltd	a	Accounts receivable from related parties	4,951	-	-
					Sales	875	-	-
			Iuvo Industry Co., Ltd		Accounts receivable from related parties	283	-	-
					Sales	292	-	-
	1	Spirit Direct, LLC.	Sweatband.com Ltd	c	Accounts payable to related parties	487	-	-
					Cost of goods sold	397	-	-
	2	Fuel-Spirit International Inc.	Spirit Manufacturing Inc.	c	Accounts receivable from related parties	100,485	-	1
			Shelton Corporation (Jiaxing), Ltd.	c	Cost of goods sold	15,820	-	1
					Accounts payable to related parties	20,865	-	-
			CITY SPORTS (THAILAND) CO.,LTD	c	Accounts receivable from related parties	2,372	-	-
	3	Dyaco (Shanghai) Trading Co., Ltd.	Shelton Corporation (Jiaxing), Ltd.	c	Cost of goods sold	9,500	-	-
					Accounts payable to related parties	25,366	-	-
					Inventories	1,028	-	-
			Dyaco Health Technology (Beijing) Co., Ltd.	c	Accounts receivable from related parties	119	-	-
					Other receivables from related parties	91	-	-
	4	Spirit Manufacturing Inc.	Fitness Equipment Services, LLC.	c	Sales	4,897	-	-
					Accounts payable to related parties	22,556	-	-
			Dyaco Canada Inc.	c	Sales	4,102	-	-
					Accounts receivable from related parties	724	-	-
	5	Dyaco Europe GmbH	Sweatband.com Ltd	c	Accounts receivable from related parties	3,804	-	-
					Sales	3,107	-	-
			CARDIO fitness GmbH&Co.KG	c	Sales	21,908	-	1
					Other operating revenue	53	-	-
					Other expenses	622	-	-
					Accounts receivable from related parties	39,655	-	-
					Accounts payable to related parties	247	-	-

(Continued)

Year	No. (Note 1)	Company	Investee Company	Relationship (Note 2)	Transaction Details			% of Total Sales or Assets (Note 4)
					Financial Statement Accounts	Amount (Note 5)	Payment Terms (Note 3)	
	6	Dyaco UK Ltd.	Sweatband.com Ltd	c	Accounts receivable from related parties Sales	\$ 10,176 9,968	- -	- -
	7	Fitness Equipment Services, LLC	SOLE INC.	c	Other receivables from related parties	9,500	-	-
	8	Neutron Ventures Ltd	Interactive Online Commerce Ltd Sweatband.com Ltd	c c	Other payables to related parties Other receivables from related parties	163,480 155,309	- -	1 1
	9	Interactive Online Commerce Ltd	Sweatband.com Ltd	c	Other payables to related parties	163,278	-	1
	10	Neutron Ventures Poland S.p Z.o.o	Sweatband.com Ltd	c	Other payables to related parties Other receivables from related parties Sales	772 1,771 4,200	- - -	- - -

Note 1: Companies are numbered as follows:

- a. The parent is numbered as “0.”
- b. Subsidiaries are numbered from “1” onward.

Note 2: The flow of transactions is as follows:

- a. From the parent to the subsidiary.
- b. From the subsidiary to the parent.
- c. From the subsidiary to the subsidiary.

Note 3: The prices and payment terms for related-party transactions were based on agreements.

Note 4: If the transaction amounts are related to the balance sheet accounts, the percentages are those of the year-end balances to the consolidated total assets. If the transaction amounts are related to the income statement accounts, the percentages are the total amounts of the year to the consolidated total sales.

Note 5: Eliminated from the consolidated financial statements.

(Concluded)

TABLE 10**DYACO INTERNATIONAL INC.****INFORMATION OF MAJOR SHAREHOLDERS
MARCH 31, 2023**

Name of Major Shareholder	Shares	
	Number of Shares	Percentage of Ownership (%)
Lin, Ing-Gin	10,013,283	7.43
Guang-Ying Limited	9,796,727	7.27
Dyaco International Inc.	8,963,000	6.65
Chuan-Feng Investment Corporation	8,111,882	6.02

Note: The table discloses stockholding information of stockholders whose percentages are more than 5%. The Taiwan Depository & Clearing Corporation calculates the total number of ordinary shares that have completed the dematerialized registration and delivery on the last business day of the quarter. The stocks reported in the financial statements and the actual number of stocks that have completed the dematerialized registration and delivery may be different due to the basis of calculation.