Stock Code:1808

# RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES

**Consolidated Financial Statements** 

With Independent Auditors' Report For the Years Ended December 31, 2022 and 2021

Address: 8F., No. 267, Lequn 2nd Rd., Zhongshan Dist., Taipei City 104, Taiwan

(R.O.C.)

Telephone: (02)8501-5696

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

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#### **Representation Letter**

The entities that are required to be included in the combined financial statements of Run Long Construction Co., Ltd. as of and for the year ended December 31, 2022 under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10 by the Financial Supervisory Commission, "Consolidated Financial Statements." In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, Run Long Construction Co., Ltd. and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: Run Long Construction Co., Ltd.

Chairman: TSAI, TSUNG-PIN

Date: March 10, 2023



## 安侯建業解合會計師事務的 KPMG

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#### **Independent Auditors' Report**

To the Board of Directors of Run Long Construction Co., Ltd.:

#### **Opinion**

We have audited the consolidated financial statements of Run Long Construction Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition on sales of properties and land

Please refer to note 4(n), and 6(s) of the consolidated financial statements for the accounting policy on revenue recognition and the details of revenue.



#### Description of key audit matter

The real estate industry, in which the Group is into, has a higher tendency of revenue fluctuation, therefore the management has set up relevant internal control procedures. The Group's sales revenue was \$2,353,101 thousand in 2022, whether revenue is presented fairly has a significant impact on financial statement. Therefore, the recognition of sales revenue is one of the most important evaluation in performing our audit procedures.

#### Auditing procedures performed

Our principal audit procedures included the following: We test the effectiveness of the design and implementing the internal control system of sales revenue; Inspect of sales contracts, bank account transaction record and real estate ownership transfer document, etc.; Test the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue.

#### 2. Inventory valuation

Please refer to note 4(g), 5, and 6(d) of the consolidated financial statements for the accounting policies on measuring inventory, assumption used, and uncertainties considered in determining the net realizable value and the details of inventory.

#### Description of key audit matter

As of December 31, 2022, inventory of the Group valued \$35,583,333 thousand, constituting 73% of the total assets, which was presented with lower of cost or net realizable value method. The judgment of net realizable value of inventory relies on management since the Group focuses on real estate industry, which is not only deeply affected by politics, macroeconomics, prosperity, and revolution of housing and land taxation, but also an industry involving a large portion of capital infusion and long-term payback. Thus, the valuation of inventory is one of the most important evaluation in performing our audit procedures.

#### Auditing procedures performed

Our principal audit procedures included the following: We understand the Group's operating and accounting procedures for inventory valuation; Obtain the Group management's data of inventory valuation; verify and inspect market value of the afore mentioned information. The net realizable value can be assessed in the following ways: through reviewing the recent selling price of the premises, by inquiring the selling price of premises nearby from the "Actual Selling Price of Real Estate" website, or by obtaining project investment analysis tables, inspecting and recalculating the net realizable value of inventory to ensure if it is adequate.

#### Other Matter

Run Long Construction Co., Ltd. has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2022 and 2021, on which we have issued an unmodified opinion.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, interpretation as well as related guidance endorsed by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.



In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

#### Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

- 1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yilien Han and Kuo-Yang Tseng.

**KPMG** 

Taipei, Taiwan (Republic of China) March 10, 2023

#### **Notes to Readers**

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

The auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and consolidated financial statements, the Chinese version shall prevail.

#### (English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

#### RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES

#### **Consolidated Balance Sheets**

#### December 31, 2022 and 2021

#### (Expressed in Thousands of New Taiwan Dollars)

		December 31, 2		December 31, 2					cember 31, 20		December 31, 2	
	Assets Current assets:	Amount	<u>%</u>	Amount	<u>%</u>		Liabilities and Equity Current liabilities:		Amount	<u>%</u>	Amount	<u>%</u>
1100	Cash and cash equivalents (note 6(a))	\$ 2,252,570	5	2,178,382	6	2100		¢	22,624,135	16	14,074,657	26
1120	Current financial assets at fair value through other comprehensive income	582,804	1	607,956	2	2110	Short-term borrowings (note 6(i))	Þ	851,321	46	, ,	
1120	(notes 6(b) and 8)	302,004	1	007,750	2		Short-term notes and bills payable (note 6(i))		/-	2	1,236,759	
1140	Current contract assets (note 6(s))	49,113	_	34,959	_	2130	Current contract liabilities (notes 6(s) and 9)		5,654,456	12	3,268,109	8
1150	Notes receivable, net (notes 6(c) and 8)	194,620	-	363,485	1	2150	Notes payable		- 2 2 1 7 4 2 1	-	3,720	
1170	Accounts receivable, net (note 6(c))	1,162,477	3	121,145	_	2170	Accounts payable		2,217,481	5	2,304,761	6
1180	Accounts receivable due from related parties, net (notes 6(c) and 7)	-	_	96,679	_	2180	Accounts payable to related parties (note 7)		62,374	-	181,778	
1200	Other receivables	760	-	27,340	_	2200	Other payables (note 7)		665,785	1	748,292	
1320	Inventories (for construction business), net (notes 6(d), 7 and 8)	35,583,333	73	27,246,899	69	2230	Current tax liabilities (note 6(p))		20,247	-	332,883	
1410	Prepayments	569,190	1	269,153	1	2250	Current provisions (notes 6(m) and (o))		50,544	-	46,791	
1476	Other current financial assets (notes 6(h), 7 and 8)	1,910,752	4	3,600,921	9	2280	Current lease liabilities (note 6(l))		29,104	-	29,149	
1479	Other current assets, others	60,697	_	48,771	_	2321	Bonds payable, current portion or putable bonds (note 6(k))		-	-	1,989,327	
1480	Current assets recognized as incremental costs to obtain contract with	1,564,071	3	934,204	2	2322	Long-term borrowings, current portion (note 6(j))		25,525	-	25,944	
	customers (note 6(h))					2399	Other current liabilities, others		367,174	_1	125,636	
		43,930,387	90	35,529,894	90			_	32,568,146	67	24,367,806	62
	Non-current assets:						Non-Current liabilities:					
1600	Property, plant and equipment (notes 6(e) and 8)	232,087	1	237,243	1	2530	Bonds payable (note 6(k))		9,855,015	20	7,861,799	20
1755	Right-of-use assets (note 6(f))	101,396	-	129,364	-	2541	Long-term borrowings (note 6(j))		293,399	1	318,538	1
1760	Investment property, net (notes 6(g) and 8)	909,214	2	755,059	2	2570	Deferred tax liabilities (note 6(p))		2,844	-	2,844	-
1780	Intangible assets	16,218	-	14,380	-	2580	Non-current lease liabilities (note 6(l))		72,040		99,013	
1840	Deferred tax assets (note 6(p))	8,603	-	8,639	-				10,223,298	21	8,282,194	21
1984	Other non-current financial assets, others (notes 6(h) and 8)	3,567,375	7	2,595,296	7		Total liabilities		42,791,444	88	32,650,000	83
1990	Other non-current assets, others	49,491		55,136			Equity (note 6(q)):					
		4,884,384	10	3,795,117	10	3110	Ordinary share		4,510,261	9	3,921,966	10
						3200	Capital surplus		22,601	-	21,376	-
						3300	Retained earnings		1,359,891	3	2,575,943	7
						3400	Other equity interest		130,574		155,726	
							Total equity		6,023,327	12	6,675,011	17
	Total assets	\$ <u>48,814,771</u>	100	39,325,011	100		Total liabilities and equity	\$	48,814,771	100	39,325,011	100

## **Consolidated Statements of Comprehensive Income**

## For the years ended December 31, 2022 and 2021

## (Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

Operating Revenues (notes 6(n), (s) and 7):         Amount         % Amount           4511         Construction revenue         \$ 2,353,101         95         9,638,471           4521         Engineering service revenue         116,644         5         825,576           4800         Other operating revenue         15,979         -         15,220           2,485,724         100         10,479,267	92 8 - 100 74 26
4511       Construction revenue       \$ 2,353,101       95       9,638,471         4521       Engineering service revenue       116,644       5       825,576         4800       Other operating revenue       15,979       -       15,220         2,485,724       100       10,479,267	8 - 100 74 26 3 3
4521       Engineering service revenue       116,644       5       825,576         4800       Other operating revenue       15,979       -       15,220         2,485,724       100       10,479,267	8 - 100 74 26 3 3
4800       Other operating revenue       15,979       -       15,220         2,485,724       100       10,479,267	100 74 26 3 3
<u>2,485,724</u> <u>100</u> <u>10,479,267</u>	100 74 26 3 3
	74 26 3 3
	3 3
5000 <b>Operating costs (note 7)</b>	3
<b>Gross profit from operations</b> 812,617 33 2,738,473	3
Operating expenses:	3
6100 Selling expenses (notes 6(h), (t) and 7) 248,082 10 340,109	
6200 Administrative expenses (note 6(t)) <u>344,979</u> <u>14</u> <u>308,317</u>	6
<u>593,061</u> <u>24</u> <u>648,426</u>	
<b>Operating income</b> 219,556 9 2,090,047	20
Non-operating income and expenses (notes 6(u) and 7):	
7100 Interest income 10,730 - 5,892	-
7010 Other income 62,366 3 34,948	-
7020 Other gains and losses 99,759 3 59,801	1
7050 Finance costs (159,342) (6) (130,487)	(1)
Total non-operating income and expenses13,513 (29,846)	
Profit from continuing operations before tax 233,069 9 2,060,201	20
7950 Less: Income tax expenses (note 6(p))	4
<b>Profit</b>	16
8300 Other comprehensive income:	
Components of other comprehensive income that will not be reclassified to profit or loss	
Unrealized gains from (losses on) investments in equity instruments (25,152) (1) 5,258 measured at fair value through other comprehensive income	
8300 Other comprehensive income (net after tax) (25,152) (1) 5,258	
8500 <b>Total comprehensive income</b> \$ 131,484 5 1,677,088	16
Earnings per share (note 6(r))	
9750 Basic earnings per share (NT dollars) \$ <b>0.35</b>	3.71
9850 Diluted earnings per share (NT dollars) \$ 0.35	3.70

Consolidated Statements of Changes in Equity For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

			Ec	quity attributable	to owners of parent			
							Total other equity interest	
	S	hare capital			Retained earnings		Unrealized gains	
							(losses) on	
							financial assets	
							measured at fair	
							value through	
							other	
		Ordinary	Capital	Legal	Unappropriated	Total retained	comprehensive	Total
		shares	surplus	reserve	retained earnings	earnings	income	equity
Balance on January 1, 2021	\$	3,699,966	168,389	889,525	162,588	1,052,113	150,468	5,070,936
Profit		-	-	-	1,671,830	1,671,830	-	1,671,830
Other comprehensive income							5,258	5,258
Total comprehensive income					1,671,830	1,671,830	5,258	1,677,088
Appropriation and distribution of retained earnings:								
Legal reserve appropriated		-	-	11,750	(11,750)	-	-	-
Cash dividends of ordinary share		-	-	-	(74,000)	(74,000)		(74,000)
Stock dividends of ordinary share		74,000	-	-	(74,000)	(74,000)	-	-
Stock dividends from capital surplus		148,000	(148,000)	-	-	-	-	-
Due to donated assets received			987					987
Balance on December 31, 2021		3,921,966	21,376	901,275	1,674,668	2,575,943	155,726	6,675,011
Profit		-	-	-	156,636	156,636	-	156,636
Other comprehensive income			<u> </u>	-			(25,152)	(25,152)
Total comprehensive income			<u> </u>	-	156,636	156,636	(25,152)	131,484
Appropriation and distribution of retained earnings:								
Legal reserve appropriated		-	-	167,184	(167,184)	-	-	-
Cash dividends of ordinary share		-	-	-	(784,393)	(784,393)	-	(784,393)
Stock dividends of ordinary share		588,295	-	-	(588,295)	(588,295)	-	-
Due to donated assets received			1,225	-				1,225
Balance on December 31, 2022	\$	4,510,261	22,601	1,068,459	291,432	1,359,891	130,574	6,023,327

## **Consolidated Statements of Cash Flows**

# For the years ended December 31, 2022 and 2021 (Expressed in Thousands of New Taiwan Dollars)

	2022	2021
Cash flows used in operating activities:		
Profit before tax	\$ 233,069	2,060,201
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation	45,479	42,202
Amortization	3,522	3,005
Interest expense	159,342	130,487
Interest income	(10,730)	(5,892)
Dividend income	(52,666)	(26,352)
Gain on disposal of property, plant and equipment	(7)	-
Gain on disposal of investment properties	(10,960)	-
Gain on lease modifications	(8)	(76)
Total adjustments to reconcile profit (loss)	 133,972	143,374
Changes in operating assets and liabilities:		
Decrease (increase) in contract assets	(14,154)	79,429
Decrease (increase) in notes receivable	168,865	(202,793)
Increase in accounts receivable	(1,041,332)	(8,042)
Decrease in accounts receivable due from related parties	96,679	100,570
Decrease (increase) in other receivables	26,745	(25,920)
Derease in other receivables due from related parties	-	47,457
Decrease in inventories	-	10,598
Increase in inventories (construction)	(8,064,514)	(2,188,514)
Increase in prepayments	(292,386)	(1,993)
Decrease (increase) in other current assets	(11,926)	66,283
Increase in other financial assets—current	(300,385)	(200,085)
Increase in assets recognized as incremental costs to obtain contract with customers	(629,867)	(523,729)
Decrease (increase) in other financial assets—non-current	4,431	(3,662)
Increase in contract liabilities	2,386,347	205,668
Increase (decrease) in notes payable	(3,720)	3,649
Increase (decrease) in accounts payable	(87,280)	688,092
Decrease in accounts payable to related parties	(119,404)	(380,528)
Increase (decrease) in other payables	(110,052)	404,171
Increase in provisions	3,753	25,529
Increase (decrease) in other current liabilities	241,538	(192,830)
Total adjustments	(7,612,690)	(1,953,276)
Cash inflow (outflow) generated from operations	(7,379,621)	106,925
Income taxes paid	(389,033)	(154,686)
Net cash flows used in operating activities	 (7,768,654)	(47,761)

## **Consolidated Statements of Cash Flows (CONT'D)**

## For the years ended December 31, 2022 and 2021 $\,$

(Expressed in Thousands of New Taiwan Dollars)

	2022	2021
Cash flows from investing activities:		
Proceeds from disposal of non-current assets classified as held for sale	-	884,722
Acquisition of property, plant and equipment	(3,090)	(1,755)
Proceeds from disposal of property, plant and equipment	7	-
Acquisition of intangible assets	(5,360)	(2,334)
Proceeds from disposal of investment properties	39,507	-
Increase in other non-current assets	-	(64,291)
Interest received	10,431	3,867
Dividends received	52,666	26,352
Net cash flows from investing activities	94,161	846,561
Cash flows from (used in) financing activities:	45.000.546	0.010.000
Increase in short-term borrowings	15,893,516	8,813,283
Decrease in short-term borrowings	(7,347,800)	(6,674,700)
Increase in short-term notes and bills payable	4,972,300	13,671,400
Decrease in short-term notes and bills payable	(5,358,500)	(15,193,500)
Proceeds from issuing bonds	2,000,000	2,000,000
Repayments of bonds	(2,000,000)	(1,500,000)
Repayments of long-term borrowings	(25,558)	(1,018,091)
Payment of lease liabilities	(27,010)	(26,092)
Other financial assets—current	2,172,052	697,517
Other financial assets—non-current	(1,157,874)	(981,920)
Cash dividends paid	(784,393)	(74,000)
Interest paid	(588,052)	(443,958)
Net cash flows from (used in) financing activities	7,748,681	(730,061)
Net increase in cash and cash equivalents	74,188	68,739
Cash and cash equivalents at beginning of period	2,178,382	2,109,643
Cash and cash equivalents at end of period	\$	2,178,382

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, Unless Otherwise Specified)

#### (1) Company history

Run Long Construction Co., Ltd. (the "Company") was incorporated in January 1977 as a company limited by shares under the Company Act of the Republic of China (R.O.C.). The Company's registered address is 8F., No. 267, Lequn 2nd Rd., Zhongshan Dist., Taipei City 104, Taiwan (R.O.C.). On August 3, 1994, the Company's shares were listed on the Taiwan Stock Exchange (TWSE). The consolidated financial statements of the Company as of and for the year ended December 31, 2022 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities"). The Group primarily engages in the business of construction, sales, leasing of residential and commercial buildings. Please refer to note 14 for the Group's main business activities.

#### (2) Approval date and procedures of the consolidated financial statements:

The accompanying consolidated financial statements were authorized for issue by the Board of Directors on March 10, 2023.

#### (3) New standards, amendments and interpretations adopted:

(a) The impact of the International Financial Reporting Standards ("IFRSs") endorsed by the Financial Supervisory Commission, R.O.C. which have already been adopted.

The Group has initially adopted the following new amendments, which do not have a significant impact on its consolidated financial statements, from January 1, 2022:

- Amendments to IAS 16 "Property, Plant and Equipment Proceeds before Intended Use"
- Amendments to IAS 37 "Onerous Contracts—Cost of Fulfilling a Contract"
- Annual Improvements to IFRS Standards 2018–2020
- Amendments to IFRS 3 "Reference to the Conceptual Framework"
- (b) The impact of IFRS issued by the FSC but not yet effective

The Group assesses that the adoption of the following new amendments, effective for annual period beginning on January 1, 2023, would not have a significant impact on its consolidated financial statements:

- Amendments to IAS 1 "Disclosure of Accounting Policies"
- Amendments to IAS 8 "Definition of Accounting Estimates"
- Amendments to IAS 12 "Deferred Tax related to Assets and Liabilities arising from a Single Transaction"

#### **Notes to the Consolidated Financial Statements**

#### (c) The impact of IFRS issued by IASB but not yet endorsed by the FSC

The following new and amended standards, which may be relevant to the Group, have been issued by the International Accounting Standards Board (IASB), but have yet to be endorsed by the FSC:

Standards or Interpretations	Content of amendment	Effective date per IASB
Amendments to IAS 1 "Classification of Liabilities as Current or Non-current"	Under existing IAS 1 requirements, companies classify a liability as current when they do not have an unconditional right to defer settlement for at least 12 months after the reporting date. The amendments has removed the requirement for a right to be unconditional and instead now requires that a right to defer settlement must exist at the reporting date and have substance.	January 1, 2024
	The amendments clarify how a company classifies a liability that can be settled in its own shares – e.g. convertible debt.	
Amendments to IAS 1 "Non- current Liabilities with Covenants"	After reconsidering certain aspects of the 2020 amendments1, new IAS 1 amendments clarify that only covenants with which a company must comply on or before the reporting date affect the classification of a liability as current or non-current.	January 1, 2024
	Covenants with which the company must comply after the reporting date (i.e. future covenants) do not affect a liability's classification at that date. However, when non-current liabilities are subject to future covenants, companies will now need to disclose information to help users understand the risk that those liabilities could become repayable within 12 months after the reporting date.	

The Group is evaluating the impact of its initial adoption of the abovementioned standards or interpretations on its consolidated financial position and consolidated financial performance. The results thereof will be disclosed when the Group completes its evaluation.

The Group does not expect the following other new and amended standards, which have yet to be endorsed by the FSC, to have a significant impact on its consolidated financial statements:

- Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets Between an Investor and Its Associate or Joint Venture"
- IFRS 17 "Insurance Contracts" and amendments to IFRS 17 "Insurance Contracts"

#### **Notes to the Consolidated Financial Statements**

- Amendments to IFRS 17 "Initial Application of IFRS 17 and IFRS 9 Comparative Information "
- IFRS16 "Requirements for Sale and Leaseback Transactions"

#### (4) Summary of significant accounting policies:

The following significant accounting policies have been applied consistently to all periods presented in the consolidated financial statements except for that mentioned in note 3.

#### (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 (hereinafter referred to as "the Regulations") and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission, R.O.C. (hereinafter referred to as "IFRS endorsed by the FSC").

#### (b) Basis of preparation

#### (i) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following significant accounts.

1) Financial instruments measured at fair value through other comprehensive income are measured at fair value;

#### (ii) Functional and presentation currency

The functional currency of each Group entities is determined based on the primary economic environment in which the entities operate. The Group's consolidated financial statements are presented in New Taiwan Dollar (NTD), which is the Company's functional currency. All the financial information presented in New Taiwan Dollar has been rounded to the nearest thousands.

#### (c) Basis of consolidation

#### (i) Principles for preparing consolidated financial statements

The consolidated financial statements comprise the Company and its subsidiaries. Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Intragroup balances and transactions, and any unrealized income and expenses arising from Intragroup transactions are eliminated in preparing the consolidated financial statements The Group attributes the profit or loss and each component of other comprehensive income to the owners of the parent and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

#### **Notes to the Consolidated Financial Statements**

The Group prepares consolidated financial statements using uniform accounting policies for like transactions and other events in similar circumstances.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received will be recognized directly in equity, and the Group will attribute it to the owners of the parent.

(ii) List of subsidiaries in the consolidated financial statements:

			Shareh	olding	
Name of			December	December	
investor	Subsidiaries	Principal activity	31, 2022	31, 2021	Description
The	Jin Jyun Construction	Construction industry, residence	100.00 %	100.00 %	
Company	Co., Ltd.	and building lease construction			

- (iii) List of subsidiaries which are not included in the consolidated financial statements: None.
- (d) Classification of current and non-current assets and liabilities

An asset is classified as current under one of the following criteria, and all other assets are classified as noncurrent:

- (i) It is expected to be realized, or intended to be sold or consumed, in the normal operating cycle;
- (ii) It is held primarily for the purpose of trading;
- (iii) It is expected to be realized within twelve months after the reporting period; or
- (iv) The asset is cash or a cash equivalent (as defined in IAS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current under one of the following criteria, and all other liabilities are classified as noncurrent:

- (i) It is expected to be settled in the normal operating cycle;
- (ii) It is held primarily for the purpose of trading;
- (iii) It is due to be settled within twelve months after the reporting period; or
- (iv) The Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by issuing equity instruments do not affect its classification.
- (e) Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. Time deposits which meet the above definition and are held for the purpose of meeting short term cash commitments rather than for investment or other purposes should be recognized as cash equivalents.

#### **Notes to the Consolidated Financial Statements**

#### (f) Financial instruments

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

#### (i) Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis.

On initial recognition, a financial asset is classified as measured at: amortized cost; Fair value through other comprehensive income (FVOCI) –equity investment; or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

#### 1) Financial assets measured at amortized cost

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- · it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- · its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are subsequently measured at amortized cost, which is the amount at which the financial asset is measured at initial recognition, plus/minus, the cumulative amortization using the effective interest method, adjusted for any loss allowance. Interest income, foreign exchange gains and losses, as well as impairment, are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

#### 2) Fair value through other comprehensive income (FVOCI)

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- · it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Notes to the Consolidated Financial Statements**

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an instrument-by-instrument basis.

Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

Equity investments at FVOCI are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in other comprehensive income and are never reclassified to profit or loss.

Dividend income is recognized in profit or loss on the date on which the Group's right to receive payment is established.

#### 3) Business model assessment

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

#### 4) Impairment of financial assets

The Group recognizes loss allowances for expected credit losses (ECL) on financial assets measured at amortized cost (including cash and cash equivalents, amortized costs, notes and accounts receivable, other receivable, guarantee deposit paid and other financial assets), debt investments measured at FVOCI and contract assets.

The Group measures loss allowances at an amount equal to lifetime ECL, except for the following which are measured as 12-month ECL:

- · debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowance for accounts receivable and contract assets are always measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience and informed credit assessment as well as forward-looking information.

#### **Notes to the Consolidated Financial Statements**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- · significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- · it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is recognized in other comprehensive income instead of reducing the carrying amount of the asset.

The gross carrying amount of a financial asset is written off either partially or in full to the extent that there is no realistic prospect of recovery. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

#### 5) Derecognition of financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognized in its statement of balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

#### **Notes to the Consolidated Financial Statements**

#### (ii) Financial liabilities and equity instruments

#### 1) Classification of debt or equity

Debt and equity instruments issued by the Group are classified as financial liabilities or equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### 2) Equity instrument

An equity instrument is any contract that evidences residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recognized as the amount of consideration received, less the direct cost of issuing.

#### 3) Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

#### 4) Derecognition of financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount of a financial liability extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

#### 5) Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount presented in the statement of balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

#### **Notes to the Consolidated Financial Statements**

#### (g) Inventory

Inventories are measured at the lower of cost and net realizable value. The cost of inventories includes expenditure incurred in acquiring the inventories in bringing them to their existing location and condition, and capitalized borrowing costs.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The methods of determining the net realizable values are as follows:

#### (i) Construction site

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses, or estimated by recent market value (development analytical method or comparison method).

#### (ii) Construction in progress

Net realizable value is the estimated selling price (prevailina market condition) less the estimated costs and selling expenses needed to complete.

#### (iii) Real estate held for sale

Net realizable value is the estimated selling price (current market condition) in the ordinary course of business, less the estimated selling costs and expenses needed to sell the estate.

### (h) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services, or for administrative purposes. Investment property is measured at cost on initial recognition, and subsequently at cost, less accumulated depreciation and accumulated impairment losses. Depreciation expense is calculated based on the depreciation method, useful life, and residual value which are the same as those adopted for property, plant and equipment.

Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount) is recognized in profit or loss.

Rental income from investment property is recognized as other revenue on a straight-line basis over the term of the lease. Lease incentives granted are recognized as an integral part of the total rental income, over the term of the lease.

#### **Notes to the Consolidated Financial Statements**

#### (i) Property, plant and equipment

#### (i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and any accumulated impairment losses.

If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

#### (ii) Subsequent cost

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

#### (iii) Depreciation

Depreciation is calculated on the cost of an asset less its residual value and is recognized in profit or loss on a straight line basis over the estimated useful lives of each component of an item of property, plant and equipment.

Land is not depreciated.

The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

1) Buildings	$3\sim 50$ years
2) Equipment	$3\sim5$ years
3) Transportation and office equipment	$3\sim5$ years
4) Other equipment	$3\sim15$ years

Depreciation methods, useful lives and residual values are reviewed at each annual reporting date and adjusted if appropriate.

#### (i) Lease

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### (i) As a leasee

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

#### **Notes to the Consolidated Financial Statements**

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be reliably determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- 1) Fixed payments; including in-substance fixed payments;
- 2) Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- 3) Amounts expected to be payable under a residual value guarantee; and
- 4) Payments for purchase or termination options that are reasonably certain to be exercised.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when:

- 1) There is a change in future lease payments arising from the change in an index or rate; or
- 2) There is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- 3) There is a change of its assessment on whether it will exercise an option to purchase the underlying assets; or
- 4) There is a change of its assessment of lease period on whether it will exercise an extension or termination option; or
- 5) There is any lease modifications

When the lease liability is remeasured, other than lease modifications, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or in profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

When the lease liability is remeasured to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease, and recognize in profit or loss any gain or loss relating to the partial or full termination of the lease.

The Group presents right-of-use assets that do not meet the definition of investment and lease liabilities as a separate line item respectively in the statement of financial position.

#### **Notes to the Consolidated Financial Statements**

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases of office equipment that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

For sale-and-leaseback transactions, the Group applies the requirements for determining when a performance obligation is satisfied in IFRS15 to determine whether the transfer of an asset is accounted for as a sale of the asset. If the transfer of an asset satisfies the requirement of IFRS15 to be accounted for as a sale of the asset, the Group derecognizes the transferred asset, then measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained. Accordingly, the Group recognizes only the amount of any gain or loss that relates to the rights transferred to the buyer-lessor. For leaseback transaction, the Group applies the lessee accounting policy. If the transfer of an asset does not satisfy the requirement of IFRS15 to be accounted for as a sale of the asset, the Group continues to recognize the transferred asset and recognizes the financial liability equal to the transfer proceeds.

#### (ii) As a leasor

When the Group acts as a lessor, it determines at lease commencement whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers to the lessee substantially all of the risks and rewards of ownership incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then the lease is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies IFRS15 to allocate the consideration in the contract.

The Group recognizes a finance lease receivable at an amount equal to its net investment in the lease. Initial direct costs, such as lessors to negotiate and arrange a lease, are included in the measurement of the net investment. The lessor recognizes the interest income over the lease term based on a pattern reflecting a constant periodic rate of return on the net investment in the lease. The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'lease income'.

#### (k) Intangible assets

#### (i) Recognition and measurement

Goodwill arising on the acquisition of subsidiaries is measured at cost, less accumulated impairment losses.

Expenditure on research activities is recognized in profit or loss as incurred.

#### **Notes to the Consolidated Financial Statements**

Development expenditure is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable flow into the Group and intends to the Group, and has sufficient resources to, complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost, less accumulated amortization and any accumulated impairment losses.

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses.

#### (ii) Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

#### (iii) Amortization

Amortization is calculated over the cost of the asset, less its residual value, and is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use.

1) Patent and trademark

10 years

2) Computer software

 $1\sim3$  years

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

#### (1) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories, contract assets, and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognized in current-period profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

#### **Notes to the Consolidated Financial Statements**

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### (m) Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

#### Warranties

A provision for warranties is recognized by expected warranty expense in warranty period of construction. When warranty expense occurs, it would be written off the warranty provision which was recognized before, or warranty expense would be recognized as expense in the current period.

#### (n) Revenue

#### (i) Revenue from contracts with customers

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring goods or services to a customer. The Group recognizes revenue when it satisfies a performance obligation by transferring control of a good or a service to a customer. The accounting policies for the Group's main types of revenue are explained below:

#### 1) Land development and sale of real estate

The Group develops and sells residential properties and usually sales properties in advance during construction or before construction begins. Revenue is recognized when control over the properties has been transferred to the customer. An enforceable right to payment does not arise until legal title of a property has passed to the customer. Therefore, revenue is recognized at a point in time when the legal title has passed to the customer.

The revenue is measured at the transaction price agreed under the contract. For sale of readily available house, in most cases, the consideration is due when legal title of a property has been transferred. In rare circumstances, for pre selling properties, the consideration is usually received in installments during the period from contract signing to the transfer of properties to the customer. If the contract includes a significant financing component, the transaction price will be adjusted for the effects of the time value of money during the period, using the specific borrowing rate of the construction project. Receipt of a prepayment from a customer is recognized as contract liability. Interest expense and contract liability are recognized when adjusting the effects of the time value of money. Accumulated amount of contract liability is recognized as revenue when control over the property has been transferred to the customer.

#### **Notes to the Consolidated Financial Statements**

#### 2) Construction contracts

The Group enters into contracts to build residential properties, commercial buildings and public constructions. Because its customer controls the asset as it is constructed, the Group recognizes revenue over time on the basis of the construction costs incurred to date as a proportion of the total estimated costs of the contract. The consideration promised in the contract includes fixed and variable amounts. The customer pays the fixed amount based on a payment schedule. For some variable considerations (for example, a penalty payment calculated based on delay days) the Group recognizes revenue only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. If the Group has recognized revenue, but not issued a bill, then the entitlement to consideration is recognized as a contract asset. The contract asset is transferred to receivables when the entitlement to payment becomes unconditional.

If the Group cannot reasonably measure its progress towards complete satisfaction of the performance obligation of a construction contract, the Group shall recognize revenue only to the extent of the costs expected to be recovered.

A provision for onerous contracts is recognized when the Group expects the unavoidable costs of performing the obligations under a construction contract exceed the economic benefits expected to be received under the contract.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

For residential properties, and commercial buildings, the Group offers a standard warranty to provide assurance that they comply with agreed upon specifications and has recognized warranty provisions for this obligation.

#### 3) Financing components

The Group expects that (i) the financing components are not substantiative to individual contract or (ii) the period between the transfer of the promised goods or services to the customer and payment by the customer does not exceed one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

#### (ii) Contract costs

#### 1) Incremental costs of obtaining a contract

The Group recognizes as an asset the incremental costs of obtaining a contract with a customer if the Group expects to recover those costs. The incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained shall be recognized as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained.

#### **Notes to the Consolidated Financial Statements**

#### (o) Employee benefits

(i) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided.

(ii) Short-term employee benefits

Short-term employee benefits obligations are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### (p) Income Taxes

Income taxes comprise current taxes and deferred taxes. Except for expenses related to business combinations or recognized directly in equity or other comprehensive income, all current and deferred taxes are recognized in profit or loss.

Current taxes comprise the expected tax payables or receivables on the taxable profits (losses) for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payables or receivables are the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred taxes arise due to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases. Deferred taxes are recognized except for the following:

- (i) Temporary differences on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profits (losses) at the time of the transaction;
- (ii) Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- (iii) taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for the carry forward of unused tax losses, unused tax credits, and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date, and are reduced to the extent that it is no longer probable that the related tax benefits will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred taxes are measured at tax rates that are expected to be applied to temporary differences when they reserve, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if the following criteria are met:

#### **Notes to the Consolidated Financial Statements**

- (i) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either
  - 1) the same taxable entity; or
  - 2) different taxable entities which intend to settle current tax assets and liabilities on a net basis, or to realize the assets and liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### (q) Earnings per share

The Company disclose the Company's basic and diluted earnings per share attributable to ordinary shareholders of the Company. Basic earnings per share is calculated as the profit attributable to the ordinary shareholders of the Company divided by the weighted average number of ordinary shares outstanding. Diluted earnings per share is calculated as the profit attributable to ordinary shareholders of the Company divided by the weighted average number of ordinary shares outstanding after adjustment for the effects of all potential dilutive ordinary shares, such as remuneration of employee stock options.

#### (r) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group). Operating results of the operating segment are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. Each operating segment consists of standalone financial information.

### (5) Significant accounting assumptions and judgments, and major sources of estimation uncertainty:

In preparation these consolidated financial statements, management has made judgments, estimates, and assumptions that affect the application of the accounting policies and the reported amount of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

The management continues to monitor the accounting estimates and assumptions. The management recognizes any changes in accounting estimates during the period and the impact of those changes in accounting estimates in the following period.

Information about judgments made in applying accounting policies that have significant effects on the amounts recognized in the consolidated financial statements is as follows: None.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as follows. Those assumptions and estimation have been updated to reflect the impact of COVID-19 pandemic:

#### **Notes to the Consolidated Financial Statements**

#### (a) Valuation of inentories

Inventories are measured at the lower of cost and net realizable value. The Group's evaluate the selling price in the market is below the cost, and write off the cost of inventory to net realizable value. The estimation of net realizable value is based on current market conditions. Please refer note 6(d) for inventory valuation.

#### Valuation process

The Group's accounting policies and disclosures included financial and non-financial assets and liaiblities measured at fair value. The Group's financial instrument valuation group conducts independent verification on fair value by using data sources that are independent, reliable, and representative of exercise prices. This financial instrument valuation group also periodically adjusts valuation models, conducts back testing, renews input data for valuation models, and makes all other necessary fair value adjustments to assure the rationality of fair value. The fair value measurement of investment property is based on the website of Department of Land Administration and estate agency's website or the close deal in similar district.

Different levels of the fair value hierarchy to be used in determining the fair value of financial instruments are as follows:

- Level 1: quoted prices (unadjusted) in active markets for identifiable assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the assets or liabilities that are not based on observable market data.

The transfers policy between levels of the fair value hierarchy.

If there is any movement of financial instruments measured at fair value between level 1, level 2 and level 3, the Group recognizes the movement at the reporting date. For assumptions used in measuring fair value. Please refer notes as follows:

- (a) Note 6(g) Investment property.
- (b) Note 6(v) Financial instruments.

#### (6) Explanation of significant accounts:

(a) Cash and cash equivalents

	De	cember 31, 2022	December 31, 2021
Cash on hand and petty cash	\$	587	569
Demand Deposits (including foreign currency)		2,251,973	2,177,469
Check Deposits		10	344
Cash and cash equivalents	\$	2,252,570	2,178,382

#### **Notes to the Consolidated Financial Statements**

Please refer to note 6(v) for the disclosure of the Group's financial assets and liabilities interest risk and sensitivity analysis.

Financial assets at fair value through other comprehensive income

	Dec	cember 31, 2022	December 31, 2021
Equity investments at fair value through other comprehensive income:			
Stocks listed on domestic market	\$	582,804	607,956

The Group designated the investments shown above as equity investment at fair value through (i) other comprehensive income because these equity securities represent those investments that the Group intends to hold for long-term for strategic purposes and not hold for sale.

During the years ended December 31, 2022 and 2021, the dividends of \$52,666 thousand and \$26,352 thousand, respectively, related to equity investments at fair value through other comprehensive income, were recognized;

There were no disposals of strategic investments and transfers of any cumulative gain or loss within equity relating to these investments as of December 31, 2022 and 2021.

- (ii) For credit risk and market risk, please refer to note 6(v).
- (iii) The financial assets at fair value through other comprehensive income of the Group had been pledged as collateral. Please refer to note 8.
- Note and account receivables, net (including related parties)

	De	cember 31, 2022	December 31, 2021
Note receivable	\$	194,620	363,485
Trade receivables-measured as amortized cost		1,162,477	217,824
Total	\$	1,357,097	581,309

The Group applies the simplified approach to provide for its expected credit losses, i.e. the use of lifetime expected loss provision for all receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due, as well as the incorporated forward looking information. The expected credit losses of the note receivables and trade receivables were as follows:

	D	<b>December 31, 2022</b>				
		Weighted-				
	Gross carrying	average loss	Loss allowance			
	amount	rate	Provision			
Current	\$ <u>1,357,097</u>	-				

#### **Notes to the Consolidated Financial Statements**

	D	December 31, 2021				
		Weighted-				
	Gross carrying	Gross carrying average loss				
	amount	rate	Provision			
Current	\$ 581,309	-				

For the years ended December 31, 2022 and 2021, there are no expected credit losses recognized or reversed.

As of December 31, 2022 and 2021, note receivables had been pledged as collateral; please refer to note 8.

#### (d) Inventories

	December 31, 2022		December 31, 2021	
Prepaid for land purchase	\$	-	278,063	
Land held for construction sites		701,934	2,479,866	
Construction in progress		33,050,714	22,674,681	
Properties and land held for sale		1,830,685	1,814,289	
Total	\$	35,583,333	27,246,899	

For the years ended December 31, 2022 and 2021, the cost of inventory recognized as cost of goods sold and expense were \$1,554,810 thousand and \$7,005,813 thousand, respectively.

For the years ended December 31, 2022 and 2021, the Group changed the usage of partial asset, and reclassified properties and land held for sale to investment property according to definition of investment property. Please refer to Note 6(g).

For the years ended December 31, 2022 and 2021, there is no write-offs or reversals of inventories.

For the years ended December 31, 2022 and 2021, construction in progress of the Group is calculated using a capitalization rate 2.07% and 1.82%, respectively. For the amount of capitalized interest, please refer to note 6(u).

As of December 31, 2022 and 2021 the inventories of the Group had been pledged as collateral, please refer to note 8.

#### (e) Property, plant and equipment

The cost, depreciation, and impairment of the property, plant and equipment of the Group for the years ended December 31, 2022 and 2021, were as follows:

# RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES Notes to the Consolidated Financial Statements

	Land (Including improvement	Buildings and construction	Machinery and equipment	Other equipment (Inclding transportation, office, leased improvements and other equipment)	<u>Total</u>
Cost:	\$ 213,88	33 49,628	1,699	49,710	314,920
Balance on January 1, 2022	\$ 213,00	49,028	1,099		
Additions	-	-	-	3,090	3,090
Disposals				(884)	(884)
Balance on December 31, 2022	\$ 213,88		1,699	51,916	317,126
Balance on January 1, 2021	\$ 213,88	33 49,628	1,699	47,955	313,165
Additions				1,755	1,755
Balance on December 31, 2021	\$ 213,88	49,628	1,699	49,710	314,920
Depreciation and Impairment:					
Balance on January 1, 2022	\$ 4,99	90 43,996	602	28,089	77,677
Depreciation	57	70 1,597	425	5,654	8,246
Disposals				(884)	(884)
Balance on December 31, 2022	\$5,50	60 45,593	1,027	32,859	85,039
Balance on January 1, 2021	\$ 4,42	20 42,174	177	22,534	69,305
Depreciation	57	701,822	425	5,555	8,372
Balance on December 31, 2021	\$	43,996	602	28,089	77,677
Carrying amounts:		_			
Balance on December 31, 2022	\$ 208,32	4,035	672	19,057	232,087
Balance on December 31, 2021	\$ 208,89	5,632	1,097	21,621	237,243

For the years ended December 31, 2022 and 2021, the above-mentioned property, plant and equipment of the Company were not pledged as collateral.

## (f) Right-of-use assets

The Group leases assets including land and buildings. Information about leases for which the Group as a lessee was presented below:

	Land	Buildings	Total
Cost:	 	_	
Balance on January 1, 2022	\$ 3,552	152,503	156,055
Transfer to investment property	 (73)		(73)
Balance on December 31, 2022	\$ 3,479	152,503	155,982

# RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES Notes to the Consolidated Financial Statements

	Land	Buildings	Total
Balance on January 1, 2021	\$ 12,447	-	12,447
Additions	72	152,503	152,575
Lease modification	 (8,967)		(8,967)
Balance on December 31, 2021	\$ 3,552	152,503	156,055
Depreciation and impairment losses:		_	
Balance on January 1, 2022	\$ 427	26,264	26,691
Depreciation	182	27,728	27,910
Transfer to investment property	 (15)		(15)
Balance on December 31, 2022	\$ 594	53,992	54,586
Balance on January 1, 2021	\$ 274		274
Depreciation	946	26,264	27,210
Lease modification	 (793)		(793)
Balance on December 31, 2021	\$ 427	26,264	26,691
Carrying amounts:		_	
Balance on December 31, 2022	\$ 2,885	98,511	101,396
Balance on December 31, 2021	\$ 3,125	126,239	129,364

## (g) Investment Property

The information of investment properties of the Group were as follows:

			Buildings		
		and and	and	Right-of-use	
	im	provement	construction	assets-Land	<u>Total</u>
Cost:					
Balance on January 1, 2022	\$	423,691	349,785	-	773,476
Transfer from inventory		90,615	101,352	-	191,967
Transfer from right-of-use assets		-	-	73	73
Disposals		(12,542)	(16,217)		(28,759)
Balance on December 31, 2022	\$	501,764	434,920	73	936,757
Balance on January 1, 2021	\$	375,656	317,575	-	693,231
Transfer from inventory		48,035	32,210		80,245
Balance on December 31, 2021	\$	423,691	349,785		773,476

# RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES Notes to the Consolidated Financial Statements

		Land and	Buildings and construction	Right-of-use assets-Land	Total
Depreciation and Impairment:					
Balance on January 1, 2022	\$	-	18,417	-	18,417
Transfer from right-of-use assets		-	-	15	15
Depreciation		-	9,320	3	9,323
Disposals	_	-	(212)		 (212)
Balance on December 31, 2022	\$_		27,525	18	 27,543
Balance on January 1, 2021	\$	-	11,797	-	11,797
Depreciation	_	-	6,620		 6,620
Balance on December 31, 2021	\$_		18,417		 18,417
Carrying amounts:					
Balance on December 31, 2022	\$_	501,764	407,395	55	 909,214
Balance on December 31, 2021	\$	423,691	331,368		755,059
Fair value:					
Balance on December 31, 2022					\$ 1,141,412
Balance on December 31, 2021					\$ 940,387

The investment property includes the Group's own assets and right-of-use assets held in recognition of lease rights and office buildings and parking lots leased to third parties under operating leases. Please refer to note 6(n) for more information.

The fair value measurement of investment property is based on the website of Department of Land Administation and estate agencys website or the close deal in similar district. The fair value measurement of investment property has been categorized as a level 3 fair value based on the imputs to the valuation techique used.

As of December 31, 2022 and 2021, the Group's investment property had been pledged as collateral , please refer to note 8.

### (h) Other financial assets and incremental costs of obtaining a contract

	De	cember 31, 2022	December 31, 2021
Other current and non-current financial assets	\$	5,478,127	6,196,217
Current incremental costs of obtaining a contract		1,564,071	934,204
Total	\$	7,042,198	7,130,421

#### **Notes to the Consolidated Financial Statements**

#### (i) Other financial assets

Other financial assets include certificate of deposit as collateral, trust account for presale of properties, reserve account for borrowing, endoresement and performance guarantee, reserve account for bonds and construction deposit.

#### (ii) Incremental costs of obtaining a contract

The Group expects that incremental commission fees paid to intermediaries, and the bonus for the internal sales department are recoverable. The Group has therefore capitalized them as contract costs. Capitalized commission fees are amortized when the related revenues are recognized. For the years ended December 31, 2022 and 2021, the Group recognized \$110,217 thousand and \$193,621 thousand of selling expense.

### (i) Short-term borrowings, notes and bills payable

The details of short-term borrowings, notes and bills payable of the Group were as follows:

	December 31, 2022			
		Range of		_
	Currency	interest rate	Maturity	Amount
Secured bank loans	TWD	2.11%~3.40%	2023~2027	\$ 21,334,135
Unsecured bank loans	TWD	1.93%~2.53%	2023~2027	1,290,000
Short-term notes and bills payable	TWD	2.29%~2.49%	2023	851,321
Total				\$ <u>23,475,456</u>

	<b>December 31, 2021</b>			
		Range of		
	Currency	interest rate	<b>Maturity</b>	Amount
Secured bank loans	TWD	1.54%~2.48%	2022~2026	\$ 13,552,657
Unsecured bank loans	TWD	1.23%~1.68%	2022	522,000
Short-term notes and bills payable	TWD	$0.47\% \sim 1.82\%$	2022	1,236,759
Total				\$ <u>15,311,416</u>

#### (i) The issue of bank loan and repayment

For the years ended December 31, 2022 and 2021, the incremental amounts were \$20,865,816 thousand and \$22,484,683 thousand, respectively; the repayment amounts were \$12,706,300 thousand and \$21,868,200 thousand, respectively.

#### (ii) Collateral for bank loans

The Group had pledged as collateral for bank loans, please refer to note 8.

#### **Notes to the Consolidated Financial Statements**

(j) Long-term borrowings/Long-term borrowings, current portion

The details of long-term borrowings of the Group were as follows:

		Decemb	er 31, 2022		
	Currency	Range of interest rate	Maturity		Amount
Secured bank loans	TWD	2.04%	2034	\$	318,924
Less: current portion					(25,525)
Total				\$_	293,399
		Decemb	er 31, 2021		
	Currency	Range of interest rate	Maturity		Amount
Secured bank loans	TWD	1.54%	2034	\$	344,482
Less: current portion				_	(25,944)
Total				\$	318,538

(i) The issue of bank loan and repayment

For the years ended December 31, 2022 and 2021, the incremental amounts were no addition; the repayment amounts were \$25,558 thousand and \$1,018,091 thousand, respectively.

(ii) Collateral for bank loans

The Group had pledged as collateral for bank loans, please refer to note 8.

(k) Bonds payable/Bonds payable current portion or putable bonds

The details of the Group's bonds payable were as follows:

	De	ecember 31, 2022	December 31, 2021
Secured ordinary corporate bond – current	\$	-	1,989,327
Secured ordinary corporate bond – non-current		9,855,015	7,861,799
Total	\$	9,855,015	9,851,126

- (i) The Group issued a secured ordinary corporate bond for 5 years at the amount of \$2,000,000 thousand, with an interest rate of 0.85% and 0.57%, in April 2022 and November 2021, respectively.
- (ii) The Group issued a secured ordinary corporate bond amounting to \$5,900,000 thousand, and \$2,000,000 thousand with an interest rate of 0.78%~0.85% and 0.98% in 2019, and August 2017, respectively. The secured ordinary corporate bonds were issued for 5 years.
- (iii) For the details of collateral of secured ordingary carporate bond, please refer to note 8.

#### **Notes to the Consolidated Financial Statements**

#### (1) Lease liabilities

The carrying amount of lease liabilities were as follows:

	December 31,	December 31,	
	2022	2021	
Current	\$ 29,104	29,149	
Non-current	\$ 72,040	99,013	

For the maturity analysis, please refer to note 6(v).

The amounts recognized in profit or loss were as follows:

	For the years ended December		December 31
		2022	2021
Interest on lease liabilities	\$	2,145	2,282
Expenses relating to short-term leases	\$	15,197	19,389

The amounts recognized in the statement of cash flows for the Group were as follows:

	For	the years end	ed December 31
		2022	2021
Total cash outflow for leases	<u>\$</u>	44,352	47,763

#### (i) Real estate lease

In January 2021, the Group sold and leased back its office buildings, and leases land for parking lot. The leases run for a period of 5.5-20 years. The Group also leases out its office equipment and outdoor advertising. These leases are short-term and leases of low-value items. The Group has elected not to recognize right-of-use assets and lease liabilities for these leases.

#### (m) Provisions

	V	Varranty
Balance on January 1, 2022	\$	43,197
Provisions made during the year		6,785
Provisions reversed during the year		(6,967)
Balance on December 31, 2022	\$	43,015
Balance on January 1, 2021	\$	17,778
Provisions made during the year		25,419
Balance on December 31, 2021	\$	43,197

For the years ended December 31, 2022 and 2021, the Group's warranty provision is related to construction contract. The warranty measured by the historical record, the Group expects most of the liabilities will realize within 1-3 years after construction completion.

#### **Notes to the Consolidated Financial Statements**

#### (n) Operating lease

The Group leases out its investment property. The Group has classified these leases as operating leases, because it does not transfer substantially all of the risks and rewards incidental to the ownership of the assets. Please refer to note 6(g) sets out information about the operating leases of investment property.

A maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date are as follows:

	December 31, December 3 2022 2021		
Less than one year	\$	17,981	16,271
One to two years		12,049	16,031
Two to three years		9,029	9,358
Three to four years		4,131	6,261
Four to five years		4,131	514
More than five years		3,034	
Total undiscounted lease payments	\$	50,355	48,435

For the years ended December 31, 2022 and 2021, the Group's rental income from investment properties were \$15,979 thousand and \$14,991 thousand, respectively.

# (o) Employee benefits

#### (i) Defined benefit plans

The Group's employee benefit liabilities were as follows:

	December 31, 2022		December 31, 2021	
Short-term paid leave liability	\$	7,529	3,594	

#### (ii) Defined contribution plans

The Group allocates 6% of each employee's monthly wages to the labor pension personal account at the Bureau of Labor Insurance in accordance with the provisions of the Labor Pension Act. Under these defined contribution plans, the Group allocates a fixed amount to the Bureau of Labor Insurance without additional legal or constructive obligation.

The pension costs incurred from the contributions to the Bureau of the Labor Insurance amounted to \$9,193 thousand and \$8,780 thousand for the years ended December 31, 2022 and 2021, respectively.

# **Notes to the Consolidated Financial Statements**

# (p) Income tax

(i) The components of income tax expense for the years ended December 31, 2022 and 2021 were as follows:

	For the years ended December		
		2022	2021
Current tax expense			
Current period	\$	27,130	352,214
Land value increment tax		39,487	40,167
Adjustment for prior periods		3,182	1,074
Additional surtax on unappropriated earnings		6,598	
		76,397	393,455
Deferred tax expense			
Origination and reversal of temporary differences		36	(5,084)
Tax expense	\$	76,433	388,371

The reconciliation of income tax expense and profit before tax for the years ended December 31, 2022 and 2021 are as follows:

	For the years ended December 3	
	2022	2021
Profit before tax	\$ 233,069	2,060,201
Income tax expense at domestic statutory tax rate	46,614	412,040
Book -tax difference between deferred interest expense	(20,901)	(14,629)
Land tax exempt income	(63,284)	31,987
Book -tax difference between deferred sales commission	14,535	(18,712)
Adjustment for prior periods	3,182	1,074
Book-Tax difference between deferred impairment loss	-	(33,096)
Land value increment tax	39,487	40,167
Dividend income	(10,533)	(5,270)
Additional surtax on unappropriated earnings	6,598	-
Others	60,735	(25,190)
	\$ 76,433	388,371

#### **Notes to the Consolidated Financial Statements**

#### (ii) Recognized deferred tax assets and liabilities

Changes in the amount of deferred tax assets and liabilities for for the years ended December 31, 2022 and 2021 were as follows:

		<u>Warranty</u>	
<u>Deferred tax assets:</u>			
Balance on January 1, 2022	\$	8,639	
Debit income statement	_	(36)	
Balance on December 31, 2022	<b>\$</b> _	8,603	
Balance on January 1, 2021	\$	3,555	
Credit income statement	_	5,084	
Balance on December 31, 2021	<b>\$</b> _	8,639	
		Provision for land value increment tax	
Deferred tax liabilities:	_		
Balance on January 1, 2022	\$_	2,844	
Balance on December 31, 2022	<b>\$</b> _	2,844	
Balance on January 1, 2021	\$_	2,844	
Balance on December 31, 2021	\$	2,844	

#### (iii) Assessment of tax

The Company's and its subsidiaries income tax had been examined by the tax authorities till the year 2020.

#### (q) Capital and other equity

As of December 31, 2022 and 2021, the total value of authorized ordinary shares were \$8,000,000 thousand and \$5,000,000 thousand, respectively, with par value of \$10 per share. The paid-in capital were \$451,026 thousand and \$392,197 thousand, respectively.

# (i) Ordinary shares

A resolution was passed during the general meeting of shareholders held on June 9, 2022 for the issuance of 150 new shares per one thousand shares, using retained earnings, with an amount totaling \$588,295 thousand. A resolution was passed during the general meeting of shareholders held on August 16, 2021 for the issuance of 20 and 40 new shares per one thousand shares, using retained earnings and capital surplus, respectively, with an amount totaling \$222,000 thousand. The Company has received the approval from the Financial Supervisory Commission for the above-mentioned capital increase on August 1, 2022, and August 30, 2021, respectively. Also, a resolution was passed during the board meeting, to set October 2, 2022, and October 2, 2021, respectively, as the base date for the stock allotment. The relevant statutory registration procedures have since been completed.

#### **Notes to the Consolidated Financial Statements**

#### (ii) Capital surplus

The components of the capital surplus were as follows:

	December 31, 2022		December 31, 2021	
Premium on issuance of capital stock	\$	12,021	12,021	
Donation from shareholders		4,810	3,585	
Other		5,770	5,770	
	\$	22,601	21,376	

According to the R.O.C. Company Act, capital surplus can only be used to offset a deficit, and only the realized capital surplus can be used to increase the common stock or be distributed as cash dividends. The aforementioned realized capital surplus includes capital surplus resulting from premium on issuance of capital stock and earnings from donated assets received. According to the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, capital increases by transferring capital surplus in excess of par value should not exceed 10% of the total common stock outstanding.

On August 16, 2021, a resolution was approved during the general meetings of the shareholders for the distribution of cash dividends amounting to \$148,000 thousand.

#### (iii) Retained earnings

In accordance with the Company's Articles of Incorporation, stipulates that Company's net earnings should first be used to offset the prior years' deficits, if any, before paying any income taxes. Of the remaining balance, 10% is to be appropriated as legal reserve, and then any remaining profit together with any undistributed retained earnings shall be distributed according to the distribution plan proposed by the Board of Directors and submitted to the stockholders' meeting for approval.

Before the distribution of dividends, the Company shall first take into consideration its operating environment, industry developments, and the long-term interests of stockholders, as well as its programs to maintain operating efficiency and meet its capital expenditure budget and financial goals in determining the stock or cash dividends to be paid. When distributing dividends, the Company determines the stock or cash dividends to be paid. The limit of dividend distribution is maintained between 10% and 100% of current-year earnings distribution. The cash dividends shall not be below 10% of total dividends.

As the Company distributes all or part of dividends, or legal reserve, or cpairal with cash, the Company should hold a Board meeting to pass the resolution by more than half of the directors present at the Board meeting, which meeting requires a quorum of two thirds of all the directors present. The resolution should be submitted to the Shareholder's meeting.

#### 1) Legal reserve

When a company incurs no loss, it may, pursuant to a resolution by a shareholders' meeting, distribute its legal reserve by issuing new shares or by distributing cash, and only the portion of legal reserve which exceeds 25% of capital may be distributed.

(Continued)

# RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES

#### **Notes to the Consolidated Financial Statements**

#### 2) Special reserve

In accordance with the FSC, a portion of current-period earnings and undistributed prior-period earnings shall be reclassified as special earnings reserve during earnings distribution. The amount to be reclassified should equal the current-period total net reduction of other shareholders' equity. Similarly, a portion of unappropriated earnings prior-period earnings shall be reclassified as special earnings reserve (and does not qualify for earnings distribution) to account for cumulative changes to other shareholders' equity pertaining to prior periods. Amounts of subsequent reversals pertaining to the net reduction of other shareholders' equity shall qualify for additional distributions.

# 3) Earnings distribution

Earnings distribution for the years ended December 31, 2021 and 2020 was decided by the resolution adopted, at the general meeting of shareholders held on June 9, 2022 and August 16, 2021, also by the boarding meeting held on March 14, 2022 and March 19, 2021, respectively, and the dividends distribution was as follows:

	For the years ended December 31					
		2021		2020		
	Amount share (do		Amount	Amount per share (dollars)	Amount	
Dividends distributed to ordinary shareholders:						
Cash	\$	2.00	784,393	0.20	74,000	
Shares		1.50	588,295	0.20	74,000	
Total		\$	1,372,688		148,000	

The amount of cash dividends on the appropriations of earnings for the year ended December 31, 2022, had been approved during the board meeting on March 10, 2023, as follows:

	For the	years ended	December 31
		2022	
	Amo per s	ount share	Total Amount
Dividends distributed to ordinary shareholders:			
Cash	\$	0.60	270,616
(iv) Other equity items (net after tax)			
	fre me	ealized gain om financia asured at f through o aprehensiv	al assets air value other
Balance on January 1, 2022	\$		155,726
Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income			(25,152)
Balance onDecember 31, 2022	•		130,574

# **Notes to the Consolidated Financial Statements**

	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income		
Balance on January 1, 2021	\$	150,468	
Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income		5,258	
Balance on December 31, 2021	\$	155,726	

# (r) Earnings per share

The calculations of basic and diluted earnings per share were as follows:

(i) Basic earnings per share

		For the years ended December 3		
			2022	2021
1)	Profit attributable to ordinary shareholders of the Company	\$	156,636	1,671,830
2)	Weighted-average number of ordinary shares		451,026	451,026

# (ii) Diluted earnings per share

		For t	For the years ended December 31		
			2022	2021	
· /	tributable to ordinary shareholders of the pany (diluted)	\$	156,636	1,671,830	
2) Weighte (basic	d-average number of ordinary shares		451,026	451,026	
Effect of	restricted employee shares unvested		156	499	
Weighted	-average number of ordinary shares (diluted)		451,182	451,525	

# (s) Revenue from contracts with customers

# (i) Disaggregation of revenue

	For the year ended December 31, 2022			
		ales of real estate epartment	Construction contractor department	Total
Primary geographical markets:		_		
Taiwan	\$	2,369,080	116,644	2,485,724
Major products/services lines:				
Sales revenue (sales of real estate)	\$	2,353,101	-	2,353,101
Construction contractor		-	116,644	116,644
Other revenue		15,979		15,979
	<u>\$</u>	2,369,080	116,644	2,485,724

(Continued)

# **Notes to the Consolidated Financial Statements**

	For the year ended December 31, 2022			r 31, 2022
		ales of real estate epartment	Construction contractor department	Total
Timing of revenue recognition:		cpar tinent	<u>ucpar tilicit</u>	1 Otai
Revenue transferred over time	\$	15,979	116,644	132,623
Products and services transferred at a point in time		2,353,101		2,353,101
Total	\$	2,369,080	116,644	2,485,724
		For the year	r ended Decembe	r 31, 2021
		ales of real estate epartment	Construction contractor department	Total
Primary geographical markets:			•	
Taiwan	\$	9,653,691	825,576	10,479,267
Major products/services lines:				
Sales revenue (sales of real estate)	\$	9,638,471	-	9,638,471
Construction contractor		-	825,576	825,576
Other revenue		15,220		15,220
	\$	9,653,691	825,576	10,479,267
Timing of revenue recognition:				
Revenue transferred over time		14,991	825,576	840,567
Products and services transferred at a point in time		9,638,700		9,638,700
Total	\$	9,653,691	825,576	10,479,267
Contract halances				

#### (ii) Contract balances

	]	December 31, 2022	December 31, 2021	January 1, 2021
Contract assets - Construction	\$	49,113	34,959	114,388
Less: Allowance for impairment	_			
Total	\$_	49,113	34,959	114,388
Contract liabilities - Construction	\$	1	-	50,395
Contract liabilities — Sales of real estate		5,654,170	3,267,845	3,308,906
Contract liabilities – Advance receipt		285	264	5,804
Total	\$_	5,654,456	3,268,109	3,365,105

For details on accounts receivable and allowance for impairment, please refer to note 6(c).

The amount of revenue recognized for the years ended December 31, 2022 and 2021 that was included in the contract liability—Sales of real estate balance at the beginning of the period were \$236,221 thousand and \$1,372,307 thousand, respectively.

#### **Notes to the Consolidated Financial Statements**

The major change in the balance of contract assets and liabilities is the difference between the time frame in the performance obligation to be satisfied and the payment to be received. There were no other significant changes for the years ended December 31, 2022 and 2021.

# (t) Employee and directors' remuneration

In accordance with the articles of incorporation the Company should contribute no less than 0.1% of the profit as employee remuneration and less than 1% as directors' remuneration when there is profit for the year. However, if the Company has accumulated deficits, the profit should be reserved to offset the deficit. The recipients of shares and cash may include the employees of the Company's affiliated companies who meet certain conditions.

For the years ended December 31, 2022 and 2021, the Company estimated its employee remuneration amounting to \$4,000 thousand and \$27,000 thousand, respectively, and directors' remuneration amounting to \$1,500 thousand and \$10,000 thousand, respectively. The estimated amounts mentioned above are calculated based on the net profit before tax, excluding the remuneration to employees, directors of each period, multiplied by the percentage of remuneration to employees, directors as specified in the Company's articles. If there is difference between the estimated amount and actual distribution of next year, the Company recognizes it in profit and loss of the next year, as a change in accounting estimates. If a resolution is made by the meeting of Board of Directors to distribute employee remuneration by shares, the number of shares to be distributed will be calculated based on the closing price of the Company's ordinary shares, one day before the date of the meeting of Board of Directors. These remunerations were expensed under operating expenses for the years end 2022 and 2021. Related information would be available at the Market Observation Post System website. The amounts, as stated in the consolidated financial statements, are identical to those of the actual distributions for 2022 and 2021.

# (u) Non-operating income and expense

#### (i) Interest income

The details of interest income for the years ended December 31, 2022 and 2021 were as follows:

	For the years ended December		
		2022	2021
Interest income from construction refundable deposit	\$	133	2,199
Interest income from bank deposit and bills		10,597	2,760
Others			933
	\$	10,730	5,892

#### (ii) Other income

The details of other income for the years ended December 31, 2022 and 2021 were as follows:

	For the years ended December 31		
		2022	2021
Dividend income	\$	52,666	26,352
Rent income		9,700	8,596
	\$	62,366	34,948
		_	(Continued)

#### **Notes to the Consolidated Financial Statements**

# (iii) Other gains and losses

The details of other gains and losses for the years ended December 31, 2022 and 2021 were as follows:

	For the years ended December 3		
		2022	2021
Gain on disposal of investment property	\$	10,960	-
Gain on disposal of property, plant and equipment		7	
Foreign exchange income (losses)		933	(87)
Other income		90,448	59,966
Other expenses		(2,589)	(78)
	\$	99,759	59,801

#### (iv) Finance costs

The details of finance cost for the years ended December 31, 2022 and 2021 were as follows:

	For the years ended December 31			
	2022		2021	
Interest expense				
Bank loans and collateral	\$	527,572	345,375	
Guarantee fees		2,885	16,421	
Interest on corporate bond		84,982	83,931	
Other financial expenses		2,145	2,282	
Less: capitalized interest		(458,242)	(317,522)	
	\$	159,342	130,487	

#### (v) Financial instruments

#### (i) Credit risk

# 1) Credit risk exposure

The carrying amount of financial assets and contract assets represents the maximum amount exposed to credit risk.

#### 2) Concentration of credit risk

The most of acounts receivable of the Group are from sales of real estate department and construction contractor department. Receivables generated from construction contractor department are mostly from companies in the Group or listed companies, which are considered to have good credit. Thus, the Group evaluates there is no significant credit risk.

#### **Notes to the Consolidated Financial Statements**

Receivables generated from sales of real estate department are mostly from individuals, and the payments are usually completed with transferring, check, or loans form the bank, which are considered to have low credit risk and no past-due condition. Thus, the Group evaluates there is no need to recognize loss allowance provision.

#### (ii) Liquidity risk

The following table shows the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

	Carrying amount	Contractual cash flows	Within 1 year	1-3 years	3-5 years	Over 5 years
December 31, 2022						
Non derivative financial liabilities:						
Secured bank loans	\$ 21,653,059	22,614,044	10,144,703	8,664,165	3,606,703	198,473
Unsecured bank loans	1,290,000	1,312,915	1,244,624	3,186	65,105	-
Short-term notes and bills payable	851,321	851,700	851,700	-	-	-
Ordinary corporate bonds	9,855,015	10,128,240	77,220	6,005,620	4,045,400	-
(including current portion)						
Notes payable, accounts payable and other payables	2,945,640	2,945,640	2,945,640	-	-	-
Lease liabilities	101,144	104,730	29,162	58,325	16,519	724
	\$ <u>36,696,179</u>	37,957,269	15,293,049	14,731,296	7,733,727	199,197
December 31, 2021						
Non derivative financial liabilities:						
Secured bank loans	\$ 13,897,139	14,626,158	1,619,390	5,977,050	6,807,073	222,645
Unsecured bank loans	522,000	524,321	524,321	-	-	-
Short-term notes and bills payable	1,236,759	1,237,900	1,237,900	-	-	-
Ordinary corporate bonds	9,851,126	10,123,060	2,079,820	6,020,440	2,022,800	-
(including current portion)						
Notes payable, accounts payable and other payables	3,238,551	3,238,551	3,238,551	-	-	-
Lease liabilities	128,162	133,892	29,162	58,325	45,607	798
	\$ <u>28,873,737</u>	29,883,882	8,729,144	12,055,815	8,875,480	223,443

The Group does not expect the cash flows included in the maturity analysis to occur significantly earlier or at significantly different amounts.

# (iii) Market risk

# 1) Interest rate analysis

Please refer to the notes on liquidity risk management and interest rate exposure of the Group's financial assets and liabilities.

#### **Notes to the Consolidated Financial Statements**

The following sensitivity analysis is based on the exposure to the interest rate risk of derivative and non derivative financial instruments on the reporting date. Regarding assets with variable interest rates, the analysis is based on the assumption that the amount of assets outstanding at the reporting date was outstanding throughout the year. The rate of change is expressed as the interest rate increases or decreases by 0.5% when reporting to management internally, which also represents the Group management's assessment of the reasonably possible interest rate change.

If the interest rate had increased / decreased by 0.5% basis points, the Group's interest expenses would have increased / decreased by \$114,738 thousand and \$72,137 thousand, respectively, for the years ended December 31, 2022 and 2021, with all other variable factors remaining constant. Taking into account that capitalized interest of profit may decrease or increase by \$29,603 thousand and \$21,011 thousand, respectively. This is mainly due to the Group's borrowing at variable rates.

#### 2) Other market price risk

For the years ended December 31, 2022 and 2021, the sensitivity analyses for the changes in the securities price at the reporting date were performed using the same basis for the profit and loss as illustrated below:

	1			
	2022	2	202	1
Price of securities at reporting date	Other comprehensive income after tax	Net income	Other comprehensive income after tax	Net income
Increasing 10%	\$ 58,280	-	60,796	-
Decreasing 10%	\$(58,280)	-	(60,796)	

#### (iv) Information of fair value

#### 1) Valuation techniques for financial instruments measured at fair value

The fair value of financial assets and liabilities at fair value through profit or loss, and financial assets at fair value through other comprehensive income is measured on a recurring basis. The carrying amount and fair value of the Group's financial assets and liabilities, including the information on fair value hierarchy were as follows; however, except as described in the following paragraphs, for financial instruments not measured at fair value whose carrying amount is reasonably close to the fair value, and lease liabilities, disclosure of fair value information is not required:

	December 31, 2022					
			Fair '	r Value		
	<b>Book Value</b>	Level 1	Level 2	Level 3	Total	
Financial assets at fair value through other comprehensive income						
Stocks listed on domestic markets	\$ 582,804	582,804			582,804	

# **Notes to the Consolidated Financial Statements**

	<b>December 31, 2022</b>					
				Fair V	<b>Value</b>	
	_B	ook Value	Level 1	Level 2	Level 3	<u>Total</u>
Financial assets measured at amortized cost						
Cash and cash equivalents	\$	2,252,570	_	_	_	_
Notes and accounts receivable	Ψ	1,357,097	_	_	_	_
Other receivables		760	_	_	_	_
Other financial assets — current		1,910,752	_	_	_	_
Other financial assets — non-		3,567,375	_	_	_	_
current	_	3,507,575				
Subtotal	_	9,088,554				
Total	\$_	9,671,358	582,804			582,804
Financial liabilities measured at	_					
amortized cost	Ф	22 (24 125				
Short-term loans	\$	22,624,135	-	-	-	-
Short-term notes and bills payable		851,321	-	-	-	-
Notes payable, accounts payable		2,945,640	-	-	-	-
and other payables Lease liabilities		101,144	_	_		_
Corporate bonds payable		9,855,015	_	_		_
(including current portion)		7,055,015				
Long-term loans (including	_	318,924				
current portion)	_					
Total	<b>\$</b> _	36,696,179				
	<b>December 31, 2021</b>					
				Fair V		
	В	ook Value	Level 1	Level 2	Level 3	Total
Financial assets at fair value through						
other comprehensive income	Ф	(07.05(	(07.05(			(07.05(
Stocks listed on domestic markets	\$_	607,956	607,956			607,956
Financial assets measured at amortized cost						
Cash and cash equivalents	\$	2,178,382	-	-	-	-
Notes and accounts receivable		581,309	_	-	_	_
Other receivables		27,340	-	-	-	_
Other financial assets – current		3,600,921	-	-	-	_
Other financial assets – non-		2,595,296	_	-	_	_
current	_					
Subtotal	_	8,983,248				
Total	\$_	9,591,204	607,956			607,956
Financial liabilities measured at						
amortized cost Short-term loans	\$	14 074 657				
	Ф	14,074,657 1,236,759	-	-	-	-
Short-term notes and bills payable			-	-	-	-
Notes payable, accounts payable and other payables		3,238,551	-	-	-	-
Lease liabilities		128,162	-	-	-	_
Corporate bonds payable		9,851,126	-	-	-	_
(including current portion)						
Long-term loans (including	_	344,482				
current portion)	ø	20 072 727				
Total	<b>D</b>	28,873,737				

#### **Notes to the Consolidated Financial Statements**

#### 2) Valuation techniques for financial instruments measured at fair value

#### a) Non-derivative financial instruments

A financial instrument is regarded as being quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's-length basis. Whether transactions are taking place 'regularly' is a matter of judgment and depends on the facts and circumstances of the market for the instrument.

Quoted market prices may not be indicative of the fair value of an instrument if the activity in the market is infrequent, the market is not well-established, only small volumes are traded, or bid-ask spreads are very wide. Determining whether a market is active involves judgment.

Fair values and extents of financial instruments quoted in active markets are listed as follows:

i) Fair value of listed stocks and corporate bonds are determined by market prices, for they are issued with standard terms and conditions, and are quoted in active markets.

# b) Derivative financial instruments

Measurement of the fair value of derivative instruments is based on the valuation techniques generally accepted by market participants such as the discounted cash flow or option pricing models. Fair value of forward currency is usually determined by the forward currency exchange rate. Structured Interest Rate Derivatives financial instruments are base on appropriate option pricing models (such as the Black – Scholes model) or other evaluation methods.

The discounted cash flow method is used to estimate the fair value. The main assumptions are considering the probability of occurrence base on the surplus before the tax, interest, depreciation and amortization to estimate the price to be paid, and are estimated as the present value after discounting, whose discount rate is adjusted base on the risk.

# 3) Transfers between levels

Stock held by the Group quoted in an active market is sorted to Level 1. There is no difference regarding valuation techniques for the years ended December 31, 2022 and 2021. There is no transfer between levels measured at fair value for the years ended December 31, 2022 and 2021.

#### **Notes to the Consolidated Financial Statements**

#### (w) Financial risk management

#### (i) Overview

The Group have exposures to the following risks from its financial instruments:

- 1) Credit risk
- 2) Liquidity risk
- 3) Market risk

The following likewise discusses the Group's exposure information, objectives, policies and processes for measuring and managing the above mentioned risks.

#### (ii) Structure of risk management

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

#### (iii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

#### 1) Trade and other receivable

The Group's credit risk is affected by its clients. Accounts receivable generated by selling real estate has a lower credit risk since the payment is completed by the masses with transferring, check, or loans from the bank. Receivables generated from construction contractor department are mostly from companies in the Group or listed companies, which are considered to have low credit risk.

The Group discloses the estimation of accounts receivables' and other receivables' loss with allowance for bad debt impairment loss account. Allowance for bad debt impairment loss account is composed with specific losses and batch of unrecognized losses components. Unrecognized losses components are determined by historically statistical data from similar financial assets.

# 2) Investments

The exposure to credit risk for the bank deposits, fixed income investments, and other financial instruments is measured and monitored by the Group's finance department. The Group only deals with banks, other external parties, corporate organizations, government agencies and financial institutions with good credit rating. The Group does not expect any counterparty above fails to meet its obligations hence there is no significant credit risk arising from these counterparties.

#### **Notes to the Consolidated Financial Statements**

#### 3) Guarantees

The Group's policy is to provide financial guarantees only to wholly owned subsidiaries. On December 31, 2022 and 2021, no other guarantees were outstanding.

# (iv) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it always has sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

#### (v) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and equity prices, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

# (x) Capital management

The Group's objectives for managing capital to safeguard the capacity to continue to operate, to continue to provide a return on shareholders, to maintain the interest of other related parties, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the dividend payment to the shareholders, or issue new shares.

The Group and other entities in the same industry use the debt-to-equity ratio to manage capital. This ratio is the total net debt divided by the total capital. The net debt from the balance sheet is derived from the total liabilities less cash and cash equivalents. The total capital and equity include share capital, capital surplus, retained earnings, and other equity plus net debt.

As of 2022, the Group's capital management strategy is consistent with the prior year as of 2021. The gearing ratio is maintained so as to ensure financing at reasonable cost. The Group's debt-to-equity ratio as of December 31, 2022 and 2021, were as follows:

	De	ecember 31, 2022	December 31, 2021
Total liabilities	\$	42,791,444	32,650,000
Less: cash and cash equivalents		(2,252,570)	(2,178,382)
Net debt		40,538,874	30,471,618
Total Equity		6,023,327	6,675,011
Total capital and equity	\$	46,562,201	37,146,629
Debt-to-equity ratio	<u> </u>	87%	82%

#### **Notes to the Consolidated Financial Statements**

(y) Investing and financing activities not affecting current cash flow

The Group's investing and financing activities which did not affect the current cash flow in the years ended December 31, 2022 and 2021, were as follows:

(i) By the lease to get the right-of-use asset, please refer to notes 6(f).

# (7) Related-party transactions:

(a) Parent company and ultimate controlling company

On December 31, 2022 and 2021, Guang Yang Investment Co., Ltd. (Guang Yang) is the parent company of the Group and owns 6.37% and 6.13% of all shares outstanding of the Company, respectively. Chyi Yuh Construction Co., Ltd. is the parent company of Guang Yang. Highwealth Construction Corp. is the ultimate controlling party of the Group and has issued the Consolidated Financial Statements available for Public Use.

(b) Names and relationship with related party

The followings are entities that have had transactions with related party during the periods covered in the consolidated financial statements.

Name of related party	Relationship with the Group
Guang Yang Investment Co., Ltd.	Parent company of the Group
Chyi Yuh Construction Co., Ltd.	Parent company of Guang Yang Investment Co., Ltd.
Highwealth Construction Corp. (Highwealth)	Ultimate controlling company of the Group
Well Rich International Co., Ltd.	Same ultimate controlling company with the Group
Bo Yuan Construction Co., Ltd. (Bo Yuan)	ll .
Ju Feng Hotel Management Consultant Co., Ltd. (Ju Feng)	ll .
Highwealth Real Estate Co., Ltd.	"
Da Li Investment Co., Ltd.	Same president with the Company
Goyu Construction Co., Ltd	The entity is a joint venture under the parent company of the Group
oo, Chen	Key management personnel of the ultimate controlling company of the Group
00, Ye	Relatives by blood within the second degree of relationship of key management personnel of the Company
oo, Ciou	Relatives by blood within the second degree of relationship of key management personnel of the Company

#### **Notes to the Consolidated Financial Statements**

# (c) Significant transactions with related parties

#### (i) Operating revenues

#### 1) Construction revenues

The amounts of significant sales and amount unsettled by the Group to related parties were as follows:

	 Constructi	on revenue	Contract liabi	
	r the years ended cember 31	For the years ended December 31	December 31, 2022	December 31, 2021
00, Ye	\$ -	-	2,438	1,528
oo, Ciou	 _		2,150	
	\$ 		4,588	1,528

As of December 31, 2022 and 2021, the total amount of the contract of sales to the related parties are \$32,078 thousand and \$17,088 thousand (VAT included), respectively. The prices were based on the Group's Employee Purchase Benefit Policy, and the terms of receiving payment were not materially different from those of non-related parties.

# 2) Engineering service

The engineering service recognized by the Group to related parties were as follows:

	Engineering service recognized			
	For the years end	led December 31		
	2022	2021		
Parent company—Highwealth	\$	580,172		
	Amount	charged		
	For the years end	led December 31		
	2022	2021		
Parent company—Highwealth	\$	651,454		

The Group determines the price of construction contract to related parties on the basis of construction budget added reasonable fees and margin, after approvals from managements. There were no significant differences from the margin rates and payment terms given to other customers.

# **Notes to the Consolidated Financial Statements**

# (ii) Purchase

1) The amounts of purchases from contract construction by the Group from related parties were as follows:

		Purchase (charged) For the years ended December 3			
	For				
	2022		2021		
Parent company:			_		
Chyi Yuh	\$	174,989	390,276		
Other related parties		11,275	27,057		
	\$	186,264	417,333		

There were no significant differences of the price and conditions for related parties and ordinary contract mentioned above.

2) The Group commissioned related parties to administer construction properties. Administration fees were as follows:

	Expense paid For the years ended December 31			
	2022	2021		
Parent company:				
Highwealth	\$ -	4,667		
Other related parties	6,54	2,398		
	\$6,54	7,065		

# (iii) Receivables from related parties

The receivables from related parties were as follows:

		December 31,	December 31,
Accounted items	Categories	2022	2021
Accounts receivable	Parent company—Highwealth	\$	96,679

# (iv) Payables to related parties

The payables to related parties were as follows:

Accounted items	Categories	Dec	eember 31, 2022	December 31, 2021
Accounts payable	Parent company—Chyi Yuh	\$	55,927	155,253
//	Other related parties		6,447	26,525
Other payables	Parent company		75	1,246
//	Other related parties		7,934	4,596
		\$	70,383	187,620

(Continued)

# **Notes to the Consolidated Financial Statements**

# (v) Leases

The leases between the Group and related parties were as follows:

# 1) Rent income

		Guarantee	deposits	Rent income For the years ended December 31		
	Dec	cember 31, 2022	December 31, 2021	2022	2021	
Parent company Other related parties:	\$	-	-	57	57	
Bo Yuan		1,378	1,378	7,902	6,749	
Other related parties		-		41	47	
	\$	1,378	1,378	8,000	6,853	

# 2) Rent expense

		Refundable	deposits	Rent expense For the years ended December 31			
	December 31, 2022		December 31, 2021	2022	2021		
Parent company	\$	215	215	6,416	4,671		
Other related parties		140	140	777	940		
	\$	355	355	7,193	5,611		

# (vi) Others

1) As of December 31, 2022 and 2021, the Group's contracts with related parties for construction cooperation were as follows:

Property	Land owner /Investor	Type	Portion	Construction deposits		
December 31, 2022 Shr Jeng Ai Yue (Huei An section)	Parent company — Highwealth	Redistribution under cooperative construction	57%	Refundable deposits \$ 100,000 Refundable notes \$ 200,000		
December 31, 2021 Shr Jeng Ai Yue (Huei An section)	Parent company — Highwealth	Redistribution under cooperative construction	57%	Refundable deposit \$ 100,000 Refundable notes \$ 200,000		

2) As of December 31, 2022 and 2021, the Group received guarantee notes from Chyi Yuh were \$70,218 thousand and \$85,418 thousand for the construction contracts, respectively.

# **Notes to the Consolidated Financial Statements**

3) The Group commissioned related parties to sell real estate and administer the construction sites. Related consulting fees and commission and sales expense were as follows:

		Expense paid For the years ended December 31			
	For t				
		2022	2021		
Parent company	\$	11,429	11,534		
Other related parties:					
Ju Feng		18,117	23,094		
Other related parties		3,492	2,332		
	\$	33,038	36,960		

4) The management services of sales properties provided to related parties were as follows:

	Other	income
	For the years end	ded December 31
	2022	2021
Parent company	\$ <u> </u>	3,438

(d) Key management personnel compensation

Key management personnel compensation comprised:

	For th	e years ende	d December 31	
	2022		2021	
Short-term employee benefits	\$	20,280	47,640	

# (8) Pledged assets:

The carrying values of pledged assets were as follows:

Pledged assets	Object	Dece	ember 31, 2022	<b>December 31, 2021</b>		
Financial assets at FVOCI	Bank loans	\$	529,744	607,956		
Notes receivable	Bank loans and bonds		190,830	231,552		
Other financial assets — current and non-current	Trust account, performance gurantee, band loans and bonds		4,961,671	5,722,732		
Inventories (construction)	Bank loans, short-term notes and bills payable and bonds		35,263,773	23,119,945		
Investment property	Long-term borrowings, bank loans, short-term notes and bills payable and bonds		909,159	755,059		
		\$	41,855,177	30,437,244		

#### **Notes to the Consolidated Financial Statements**

As of December 31, 2022 and 2021, the book value of pledged assets providing undrawn guaranteed loan are \$282,171 thousand and \$65,752 thousand, respectively. As of December 31, 2022 and 2021 the Group provided notes receivable of presale cases \$2,215,071 thousand, and \$1,536,234 thousand, as collateral for the bank loan, respectively.

# (9) Commitments and contingencies:

- (a) Unrecognized contractual commitments
  - (i) Amount of signed contract and received amount from contracts for construction released, for properties sold in advance and sold after completion, were as follows:

	De	ecember 31, 2022	December 31, 2021	
Amounts of signed contracts	\$	47,726,441	32,748,085	
Received amount from contracts	\$	5,654,170	3,267,845	
Outstanding checks received from presale cases	\$	2,543,260	2,159,217	

- (ii) As of December 31, 2022 and 2021, the refundable deposits paid by the Group for the joint construction were both \$425,000 thousand, and the refundable notes paid were both \$220,000 thousand.
- (iii) As of December 31, 2022 and 2021, the contract price of administer services the Group provided to joint investors were \$14,286 thousand, the amounts received both were \$11,429 thousand.
- (iv) Unrecognized commitments generated by signing contracts for purchasing inventories were as follows:

	De	ecember 31, 2022	December 31, 2021
Acquisition of inventory (construction)	\$		2,768,959

(v) Construction contract price signed by subsidiaries was as follows:

	Dec	December 31, 2021	
Amount of signed contracts	<u>\$</u>	303,731	252,079
Received amount from contracts	\$	187,074	123,574

- (10) Losses due to major disasters:None
- (11) Subsequent events: None

# **Notes to the Consolidated Financial Statements**

# (12) Other:

(a) A summary of current-period employee benefits, depreciation, and amortization, by function, is as follows:

	For the years ended December 31								
		2022			2021				
By funtion By item	Operating Operating Cost Expense		Total	Operating Cost	Operating Expense	Total			
Employee benefits									
Salary	69,036	119,229	188,265	55,683	168,861	224,544			
Labor and health insurance	7,406	14,076	21,482	5,591	13,871	19,462			
Pension	3,369	5,824	9,193	2,847	5,933	8,780			
Others	2,763	16,200	18,963	2,396	14,333	16,729			
Depreciation	9,866	35,613	45,479	7,052	35,150	42,202			
Amortization	-	3,522	3,522	-	3,005	3,005			

# (b) Other

Regarding the fraud allegations against TSAI, TSUNG-PIN, the chairman of the Group, in connection with the Kuobin Dayuan case, the Taipei District Prosecutors Office decided not to prosecute TSAI,TSUNG-PIN and others on December 21, 2016. However, after the plaintiff requested a review and the Taiwan High Prosecutors Office revoked the non-prosecution decision, the prosecutor filed charges of ordinary fraud against TSAI, TSUNG-PIN on January 5, 2023. The case is now being tried by the Taipei District Court, and the Group assesses that the aforementioned event has no significant impact on the financial operations of the Group.

#### **Notes to the Consolidated Financial Statements**

#### (13) Other disclosures:

(a) Information on significant transactions:

The following is the information on significant transactions required by the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" for the Group:

- (i) Loans to other parties: None
- (ii) Guarantees and endorsements for other parties:

(Amount in Thousands of New Taiwan Dollars, Unless specified Otherwise)

		Counter-							Ratio of accumulated				
		guarant	ee and						amounts of		Parent	Subsidiary	Endorsements/
1		endors	ement	Limitation on	Highest	Balance of		Property	guarantees and		company	endorsements/	guarantees to
1				amount of	balance for	guarantees		pledged for	endorsements to		endorsements/	guarantees	third parties
1				guarantees and	guarantees and	and	Actual usage	guarantees	net worth of the	Maximum	guarantees to	to third parties	on behalf of
1			Relationship	endorsements	endorsements	endorsements	amount	and	latest	amount for	third parties on	on behalf of	companies in
1	Name of		with the	for a specific	during	as of	during the	endorsements	financial	guarantees and	behalf of	parent	Mainland
No.	guarantor	Name	Company	enterprise	the period	reporting date	period	(Amount)	statements	endorsements	subsidiary	company	China
1	Jin Jyun	The company	3	1,204,665	1,000,000	1,000,000	-	1,000,000	16.60 %	3,011,664	N	Y	N
1	Constructio												
	n Co., Ltd.												

Note 1: The numbering is as follows:

- 1) "0" represents the company
- 2) Investees are sequentially numbered from 1 by company

Note 2: The relationship between the guarantee and the guarantor are as follows:

- 1) Transactions between the companies.
- 2) The Company directly or indirectly holds more than 50% voting right.
- 3) When other companies directly or indirectly hold more than 50% voting rights of the Company.
- 4) The Company directly or indirectly holds more than 90% voting right.
- 5) A company that is mutually protected under contractual requirements based on the needs of the contractor.
- 6) A company that is endorsed by all the contributing shareholders in accordance with their shareholding ratio due to joint investment relationship.
- 7) Under the Consumer Protection Act, performance guarantees for pre-sale contracts for companies in the same industry.

Note 3:The Company endorsed the operation method for the total amount of guarantees and the limit for endorsement of a single enterprise:

- 1) The aggregate amount of endorsements and guarantees endorsed by the company and its subsidiaries shall not exceed 50% of the net value of the Company.
- 2) The aggregate amount of endorsements and guarantees endorsed by the company and its subsidiaries for a single enterprise shall not exceed 20% of the net value of the Company.
- (iii) Securities held as of December 31, 2022 (excluding investment in subsidiaries, associates and joint ventures):

(Amount in Thousands of New Taiwan Dollars, Unless specified Otherwise)

	Category and				Ending	Highest			
Name of holder	name of security	Relationship with company	Account title	Shares/Units (thousands)	Carrying value	Percentage of ownership (%)	Fair value	Percentage of ownership (%)	
The Company	Stock- Highwealth	Ultimate	Financial assets at fair	14,461,638	582,804	0.84 %	582,804	0.94 %	
	Construction Corp.	Controlling	value through other						
		company of the comprehensive income-							
		Company	current						

- (iv) Individual securities acquired or disposed of with accumulated amount exceeding the lower of NT\$300 million or 20% of the capital stock: None
- (v) Acquisition of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock: None

# **Notes to the Consolidated Financial Statements**

- (vi) Disposal of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock: None
- (vii) Related-party transactions for purchases and sales with amounts exceeding the lower of NT\$100 million or 20% of the capital stock:

#### (In Thousands of New Taiwan Dollars)

				Transaction details				h terms different others	Notes/Accounts		
Name of company	Related party	Nature of relationship	Purchase/Sale	Amount	Percentage of total purchases/sales	Payment terms	Unit price	Payment terms	Ending balance	Percentage of total notes/accounts receivable (payable)	Note
		Parent company of the Company		174,989	1.83%		-	-	(55,927)	(5.05)%	Note 2
	1 -		Contracting project and management fee	4,700,460	49.10%		-	-	(555,304)	(50.18)%	Note 2, 3
Jin Jyun Construction Co., Ltd.	The Company		Contracted project and management responsibility	(4,906,282)	(97.68)%		-	-	555,304	96.89%	Note 1, 3

- Note 1: The contracted company recognizes its construction revenue through percentage of completion method, and the amount of sales included.
- Note 2: The contracting company records its import price through estimates of amount of purchase through number of trials.
- Note 3: Reconciliated in the preparation of consolidated report.
- (viii) Receivables from related parties with amounts exceeding the lower of NT\$100 million or 20% of the capital stock:

# (In Thousands of New Taiwan Dollars)

Name of		Nature of	Ending	Turnover	Overdue		lue Amounts received in	
company	Counter-party	relationship	balance	rate	Amount	Action taken	subsequent period	for bad debts
Jin Jyun Construction	The Company	Parent company	555,304	8.82	-	-	438,327	-
Co., Ltd.								

- (ix) Trading in derivative instruments: None.
- (x) Business relationships and significant intercompany transactions:

#### (In Thousands of New Taiwan Dollars)

			Nature of	Intercompany transactions					
No.	Name of company	Name of counter-party	relationship	Account name	Amount	Trading terms	Percentage of the consolidated net revenue or total assets		
0	The Company	Jin Jyun Construction Co., Ltd.	1	Accounts payable	555,304	Same with peer terms	1.14%		
			1	Operating cost	4,906,282	Same with peer terms	197.38%		
1	Jin Jyun Construction Co., Ltd.	The Company	2	Accounts receivable	555,304	Same with peer terms	1.14%		
			2	Operating revenue	4,906,282	Same with peer terms	197.38%		

Note 1: The numbering is as follows:

- 1) "0" represents the parent company
- 2) Subsidiaries are sequentially numbered from 1 by company

Note 2: Relation between related parties are as follows:

- 1) Parent company and its subsidiaries
- 2) Subsidiaries and its parent company

# **Notes to the Consolidated Financial Statements**

#### (b) Information on investees:

The following is the information on investees for the years ended December 31, 2022 (excluding information on investees in Mainland China):

(Amount in Thousands of New Taiwan Dollars, Unless specified Otherwise)

		Main	Original investment amount		Balance as of December 31, 2022			Highest	Net income	Share of			
	Name of investor	Name of investee	l	businesses and products			Shares	Percentage of	Carrying	Percentage of	(losses)	profits/losses of	
			Location		December 31, 2022	December 31, 2021	(thousands)	wnership	value	wnership	of investee	investee	Note
	Run Long	Stock- Jin Jyun	Taiwan	Construction, housing	718,300	518,300	70,000,000	100.00 %	580,477	100.00 %	103,845	(49,802)	
	Construction Co.,	Construction Co.,		and building development									
	Ltd.	Ltd.		rental services etc.									. 1

Note: Reconciliated in the preparation of consolidated report.

(c) Information on investment in mainland China: None.

# (d) Major shareholders:

Shareholder's Name	Shareholding	Shares	Percentage
Ching Shr Ban Investment Co., Ltd.		44,419,740	9.84 %
Shing Ri Sheng Investment Co., Ltd.		33,074,642	7.33 %
Ruen Ying Investment Co., Ltd.		33,058,302	7.32 %
Guang Yang Investment Co., Ltd.		28,759,103	6.37 %
Highwealth Construction Corp.		27,289,288	6.05 %
Wan Sheng Fa Investment Co., Ltd.		26,103,040	5.78 %
Feng Rau Investment Co., Ltd.		24,426,382	5.41 %
Chyi Yuh Construction Co., Ltd.		23,095,755	5.12 %

# **Notes to the Consolidated Financial Statements**

# (14) Segment information:

The Group used to engage in the business of construction, sales of residential and commercial buildings. Information about reportable segments and reconciliations of the Group for the years ended December 31, 2022 and 2021 were detailed below:

		Developing segment	Constructing segment	Reconciliation and elimination	Total
For the year ended December 31, 2022					
Revenue:					
Revenue from external customers	\$	2,369,080	116,644	-	2,485,724
Intersegment		-	4,906,282	(4,906,282)	-
Interest revenue	_	9,308	1,422		10,730
Total revenue	\$_	2,378,388	5,024,348	(4,906,282)	2,496,454
Interest expenses	\$	156,869	2,473		159,342
Depreciation and amortization	\$	45,843	3,269	(111)	49,001
Reportable segment profit or loss	\$	205,718	131,195	(103,844)	233,069
Capital expenditure	\$	4,869	3,581		8,450
Reportable segment assets	\$	47,223,596	3,175,214	(1,584,039)	48,814,771
Reportable segment liabilities	\$	41,200,269	2,291,669	(700,494)	42,791,444
For the year ended December 31, 2021					
Revenue:					
Revenue from external customers	\$	9,653,691	825,576	-	10,479,267
Intersegment		-	3,310,591	(3,310,591)	-
Interest revenue	_	5,528	364		5,892
Total revenue	\$_	9,659,219	4,136,531	(3,310,591)	10,485,159
Interest expenses	\$	130,075	412		130,487
Depreciation and amortization	\$	42,411	2,796		45,207
Reportable segment profit or loss	\$	2,040,100	99,854	(79,753)	2,060,201
Capital expenditure	\$	66,137	2,243		68,380
Reportable segment assets	\$	37,740,002	2,839,644	(1,254,635)	39,325,011
Reportable segment liabilities	\$	31,064,991	2,187,944	(602,935)	32,650,000