Stock Code:3703

# CONTINENTAL HOLDINGS CORPORATION AND SUBSIDIARIES

# CONSOLIDATED FINANCIAL STATEMENTS

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

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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 CONTINENTAL HOLDINGS CORPORATION 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, CONTINENTAL HOLDINGS CORPORATION and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: CONTINENTAL HOLDINGS CORPORATION

Chairman: Nita Ing Date: March 10, 2023



# 安侯建業群合會計師事務的 KPMG

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# **Independent Auditors' Report**

To the Board of Directors of CONTINENTAL HOLDINGS CORPORATION:

# **Opinion**

We have audited the consolidated financial statements of Continental Holdings Corporation and its subsidiaries ("the Group"), which comprise the statement of consolidated financial position 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, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 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 Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. Based on our audits and the reports of other auditors, 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 of the current period. 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 of construction contracts

Please refer to Note 4(r) for revenue from contracts with customers; Note 5 for recognition of revenue and measurement for the completed percentage of construction contracts; and Note 6(z) for construction contracts.



How the matter was addressed in our audit: As the budgets of construction contracts are highly related to the subjectively judgments of the managements, inaccuracy estimations for construction budgets may lead to significant changes in profit or loss of the financial reports. Therefore, there is a significant risk involved in the revenue recognition of construction contracts.

Our principal audit procedures included: selecting construction contracts that have significant impact on the presentation of the financial report; and for those construction budgets, assessing the managements' budget preparation process, acquired relevant materials in preparing the assumptions within the current period (including construction contract modification, design modification, and other documents with owners), and confirming whether the preparation of construction budget corresponds with the Group's internal authorization. In addition, selecting the valuation materials and checking their accuracy by recalculating the completed percentage of the construction cases, as well as executing the balance sheet cut-off test.

# 2. Inventory evaluation

Please refer to Note 4(h) for accounting policy about inventory evaluation, Note 5 for estimation of inventory evaluation and Note 6(g) for inventory.

How the matter was addressed in our audit: The Group's inventories shall be stated at the lower of cost and net realizable value. At present, the real estate industry is affected by tax reformation and economic circumstances. There is a risk that the inventory cost may turn out to be higher than its net realization value.

Our principal audit procedures included: For construction cases in progress and real estate for sale, which is in accordance to the contract price for presale and the selling price of actual registering, assessing the differences between their booked value and fair value, and any possibility of their significant impact on the financial report, comparing with the investment analysis provided by the management, and reassessing according to the actual situation, there is no impairment.

# **Other Matter**

In the Group's consolidated financial statements, we did not audit the financial statements of certain subsidiaries. Those statements audited by other auditors has been furnished to us, and our opinion, insofar as it relates to the amounts included for those subsidiaries, is based solely on the report of the other auditors. The financial statements of these subsidiaries reflect the total assets constituting 20.39% and 14.24% of the consolidated total assets at December 31, 2022 and 2021, respectively; and the total revenues constituting 1.58% and 3.64% of the consolidated total revenues for the years ended December 31, 2022 and 2021, respectively.

Continental Holdings Corporation has prepared its parent-company-only financial report for the years ended December 31, 2022 and 2021, and we have issued an unqualified opinion with other matter thereon and an unqualified opinion, respectively.

# 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, IFRC, SIC endorsed and issued into effect by the FSC, 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.

# Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient 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 auditor's 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 Chung-Che Chen and Shu-Ying Chang.

#### **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 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 independent auditors' audit 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' audit report and consolidated financial statements, the Chinese version shall prevail.

# **Consolidated Balance Sheets**

# December 31, 2022 and 2021

# (Expressed in Thousands of New Taiwan Dollars)

	<b>December 31, 2022</b>		1, 2022	December 31, 2021				December 31, 20	22 ]	December 31, 2021
	Assets Current assets:	Amount		Amount	<u>%</u>		Liabilities and Equity	Amount	%	Amount %
1100		e 5.000 f	16 0	5 206 556	7		Current liabilities:			
1100	Cash and cash equivalents (Note 6(a))	\$ 5,822,4		, ,		2100	Short-term borrowings (Note 6(n))	\$ 14,790,012	20	9,398,912 13
1139	Current financial assets for hedging (Note 6(d))	1,299,6				2110	Short-term notes and bills payable (Note 6(o))	436,000	1	
1140	Current contract assets (Notes 6(z) and 7)	5,914,9				2126	Current financial liabilities for hedging (Note 6(d))	-	-	64 -
1150	Notes receivable, net (Notes 6(e) and (z))	12,0		325,540		2130	Current contract liabilities (Note 6(z))	7,508,364	10	8,760,275 12
1170	Accounts receivable, net (Notes 6(e), (z) and 7)	2,277,3		-,, -		2170	Notes and accounts payable (Note 7)	6,093,149	8	6,989,726 10
1200	Other receivables, net (Notes 6(f) and 7)	383,8		502,586		2200	Other payables (Note 7)	1,759,356	2	1,936,715 3
1220	Current tax assets	46,7		47,654		2230	Current tax liabilities	184,516	-	142,533 -
130X	Inventories (Notes 6(g) and 8)	24,855,1		-,,		2250	Current provisions (Note 6(s))	686,789	1	410,843 1
1410	Prepayments	767,5		902,225		2280	Current lease liabilities (Notes 6(r) and 7)	93,795	-	116,791 -
1479	Other current assets, others (Note 8)	3,841,9	00 4	2,625,312	4	2310	Advance receipts	8,731	-	55,460 -
1480	Current assets recognised as incremental costs to obtain contract with customers	353,5	31 -	438,216	1	2320	Long-term liabilities, current portion (Note 6(q))	1,985,405	3	1,980,000 3
	Castollers	45,575,1				2399	Other current liabilities, others	58,218	<u> </u>	65,125 -
	Non-current assets:	45,575,1	<u> </u>					33,604,335	45	29,856,444 42
1510	Non-current financial assets at fair value through profit or loss (Note 6(b))	1,068,8	58 1	606,305	1		Non-Current liabilities:			
1517	Non-current financial assets at fair value through other comprehensive	1,984,3		*		2530	Bonds payable (Note 6(p))	1,997,832	3	1,997,110 3
1317	income (Note 6(c))	1,704,5	0) 3	2,072,000	3	2540	Long-term borrowings (Note 6(q))	9,484,440	13	9,982,386 14
1550	Investments accounted for using equity method, net (Notes 6(h) and 7)	1,594,1	38 2	1,413,928	2	2570	Deferred tax liabilities	150,863	-	130,819 -
1600	Property, plant and equipment (Notes 6(j) and 8)	9,551,3	04 13	4,379,297	6	2580	Non-current lease liabilities (Notes 6(r) and 7)	54,623	-	14,304 -
1755	Right-of-use assets (Note 6(k))	146,8	95 -	128,017	-	2610	Long-term accounts payable (Note 6(u))	129,267	-	311,400 1
1760	Investment properties, net (Notes 6(1) and 8)	8,031,0	29 11	8,683,500	12	2640	Net defined benefit liability, non-current (Note 6(v))	117,427	-	176,153 -
1780	Intangible assets (Notes 6(m) and 8)	1,105,0	66 1	1,108,196	2	2645	Guarantee deposits received	130,006	<u> </u>	142,738 -
1840	Deferred tax assets	21,4	97 -	38,470	-			12,064,458	16	12,754,910 18
1932	Long-term accounts receivable (Notes 6(e) and (z))	5,482,7	01 8	5,443,311	8		Total liabilities	45,668,793	61	42,611,354 60
1990	Other non-current assets, others (Note 6(f))	489,3	12 1	222,836			Equity attributable to owners of parent (Note 6(x)):			
		29,475,1	09 40	24,096,728		3100	Capital stock	8,232,160	11	8,232,160 12
						3200	Capital surplus	6,817,198	9	6,817,198 10
						3300	Retained earnings	10,830,146	14	9,281,503 13
						3400	Other equity	443,420	_1	243,303 -
								26,322,924	35	24,574,164 35
						36XX	Non-controlling interests (Note 6(i))	3,058,525	4	3,204,129 5
							Total equity	29,381,449	39	27,778,293 40
	Total assets	\$ <u>75,050,2</u>	<u>42</u> <u>100</u>	70,389,647	100		Total liabilities and equity	\$ <u>75,050,242</u>	100	70,389,647 100

# **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)

			2022		2021	
			Amount	%	Amount	<u>%</u>
4000	Operating revenues (Notes 6(t), (z) and 7)	\$	32,145,603	100	26,844,308	100
5000	Operating costs (Notes 6(g), (r), (v), 7 and 12)	_	27,093,614	84	22,954,778	86
	Gross profit from operations	_	5,051,989	16	3,889,530	14
	Operating expenses (Notes 6(r), (v), (aa), 7 and 12):					
6100	Selling expenses		468,445	1	426,013	2
6200	Administrative expenses	_	1,325,980	4	1,160,160	4
		_	1,794,425	5	1,586,173	6
	Net operating income	_	3,257,564	11	2,303,357	8
	Non-operating income and expenses (Notes 6(ab) and 7):					
7100	Interest income		47,165	-	37,621	-
7010	Other income (Note 6(c))		160,517	-	165,998	1
7020	Other gains and losses, net		(164,268)	(1)	(81,422)	-
7050	Finance costs, net(Notes 6(g) and (q))		(489,478)	(2)	(242,872)	(1)
7060	Share of profit (losses) of associates and joint ventures accounted for using equity method (Note 6(h))	_	6,071		3,391	
		_	(439,993)	(3)	(117,284)	
7900	Income before tax		2,817,571	8	2,186,073	8
7950	Less: Income tax expenses (Note 6(w))	_	228,570	1	318,803	1
	Net income	_	2,589,001	7	1,867,270	7
8300	Other comprehensive income:					
8310	Items that will not be reclassified to profit or loss					
8311	Remeasurements of defined benefit plans		54,068	-	(27,525)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other		(88,559)	-	281,789	1
	comprehensive income					
8317	Gains on hedging instrument		14,575	-	1,165	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	_	(10,814)	<u> </u>	5,505	
	Components of other comprehensive income that will not be reclassified to profit or loss		(30,730)	_	260,934	1
8360	Items that will be reclassified to profit or loss		, , , , , , , , , , , , , , , , , , ,			
8361	Exchange differences on translation of foreign financial statements		447,265	1	(150,991)	(1)
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or	_				
	loss					
	Components of other comprehensive income that will be reclassified to profit or loss	_	447,265	1	(150,991)	<u>(1</u> )
8300	Other comprehensive income	_	416,535	1	109,943	
	Total comprehensive income	\$_	3,005,536	8	1,977,213	7
	Net income, attributable to:					
8610	Owners of parent	\$	2,888,392	7	1,826,298	7
8620	Non-controlling interests	_	(299,391)		40,972	
		\$	2,589,001	7	1,867,270	7
	Total comprehensive income attributable to:					
8710	Owners of parent	\$	3,131,763	9	1,983,372	7
8720	Non-controlling interests	_	(126,227)	<u>(1</u> )	(6,159)	
		\$_	3,005,536	8	1,977,213	7
	Earnings per share (Note 6(y))					
9750	Basic earnings per share (NT dollars)	\$_		3.51		2.22
9850	Diluted earnings per share (NT dollars)	\$		3.51		2.22

Consolidated Statements of Changes in Equity For the years ended December 31, 2022 and 2021 (Expressed in Thousands of New Taiwan Dollars)

Equity attributable to owners of parent

	Total other equity											
							Unrealized					
Capital stock	_		Retained	earnings			gains					
							(losses) on					
						0	financial assets					
						differences on translation of	measured at fair value			T-4-1		
			ī	Jnappropriated		foreign		Gains (losses)		Total equity attributable	Non-	
Common	Capital	Legal	Special	retained			comprehensive	. ,	Total other	to owners of	controlling	
Stock	surplus	reserve	reserve	earnings	Total	statements	income	instruments	equity	parent	interests	Total equity
\$ 8,232,160	6,813,745	791,108	2,262,233	5,576,386	8,629,727	(865,391)		(17,289)	64,209	23,739,841	3,180,519	
-	-	-	-	1,826,298	1,826,298	-	-	- 1	-	1,826,298	40,972	1,867,270
_	_	_	_	(22,020)	(22,020)	(103,860)	281,789	1,165	179,094	157,074	(47,131)	
	_	-	_	1,804,278	1,804,278	(103,860)	281,789	1,165	179,094	1,983,372	(6,159)	1,977,213
-	-	155,031	-	(155,031)	-	-	-	-	-	-	-	-
-	-	-	-	(1,152,502)	(1,152,502)	-	-	-	-	(1,152,502)	-	(1,152,502)
-	3,453	-	-	-	-	-	-	-	-	3,453	(3,453)	) -
											33,222	33,222
8,232,160	6,817,198	946,139	2,262,233	6,073,131	9,281,503	(969,251)	1,228,678	(16,124)	243,303	24,574,164	3,204,129	27,778,293
-	-	-	-	2,888,392	2,888,392	-	-	-	-	2,888,392	(299,391)	2,589,001
				43,254	43,254	274,101	(88,559)	14,575	200,117	243,371	173,164	416,535
				2,931,646	2,931,646	274,101	(88,559)	14,575	200,117	3,131,763	(126,227)	3,005,536
-	-	180,428	-	(180,428)	-	-	-	-	-	-	-	-
-	-	-	-	(1,383,003)	(1,383,003)	-	-	-	-	(1,383,003)	-	(1,383,003)
					-						(19,377)	(19,377)
\$ 8,232,160	6,817,198	1,126,567	2,262,233	7,441,346	10,830,146	(695,150)	1,140,119	(1,549)	443,420	26,322,924	3,058,525	29,381,449

Balance at January 1, 2021
Net income
Other comprehensive income (loss)
Total comprehensive income (loss)
Appropriation and distribution of retained earnings:
Legal reserve appropriated
Cash dividends
Changes in ownership interests in subsidiaries
Changes in non-controlling interests
Balance at December 31, 2021
Net income
Other comprehensive income (loss)
Total comprehensive income (loss)
Appropriation and distribution of retained earnings:
Legal reserve appropriated
Cash dividends
Changes in non-controlling interests

Balance at December 31, 2022

# **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 from operating activities:			
Income before tax	\$	2,817,571	2,186,073
Adjustments:			
Adjustments to reconcile profit and loss:		400 741	221 001
Depreciation expense		480,741 65,574	331,091 63,618
Amortization expense  Net gain on financial assets or liabilities at fair value through profit or loss		(462,553)	05,016
Interest expense		488,756	242,150
Interest income		(47,165)	(37,621)
Dividend income		(126,094)	(115,045)
Amortization of issuance costs on bonds payable		722	722
Share of gain of associates and joint ventures accounted for using equity method		(6,071)	(3,391)
Loss (gain) on disposal of property, plant and equipment		634	(4,034)
Gain on disposal of property, plant and equipment (under construction costs)		(57)	(421)
Gain on disposal of investment properties		-	(2,783)
Impairment loss		622,889	=
Recognition (reversal) of provisions		300,315	(47,444)
Gain on reversal of estimated account payable		(5,000)	(4,856)
Total adjustments to reconcile profit and loss		1,312,691	421,986
Changes in operating assets and liabilities:			
Changes in operating assets:			
Contract assets		(640,812)	(37,990)
Notes receivable		313,453	527,686
Accounts receivable		(20,102)	(1,202,283)
Other receivables		28,129	78,623
Inventories		(2,686,598)	7,973
Prepayments		136,723	(151,851)
Other current assets		(240,317)	(179,794)
Current assets recognised as incremental costs to obtain contract with customers	-	84,685	(35,614)
Total changes in operating assets		(3,024,839)	(993,250)
Changes in operating liabilities:		1 001 070	1 512 525
Contract liabilities		1,021,973	1,713,537
Notes and accounts payable		(1,016,491)	50,990
Other payables Provisions		(209,401)	(487,658) (21,295)
Receipts in advance		(25,253) (46,728)	33,795
Other current liabilities		(7,571)	(66,874)
Net defined benefit liability		(15,472)	(22,354)
Total changes in operating liabilities		(298,943)	1,200,141
Total changes in operating assets and liabilities		(3,323,782)	206,891
Total adjustments		(2,011,091)	628,877
Cash inflow generated from operations		806,480	2,814,950
Interest received		37,220	35,779
Interest paid		(625,745)	(144,000)
Income taxes paid		(147,856)	(106,469)
Net cash flows from operating activities		70,099	2,600,260
• ~ ~			<u> </u>

# 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:		
Acquisition of financial assets for hedging	(1,607,968)	(394,703)
Disposal of financial assets for hedging	553,023	613,554
Price of associates acquisition	(174,304)	(665,000)
Acquisition of property, plant and equipment	(336,472)	(150,122)
Disposal of property, plant and equipment	8,507	5,704
Decrease in other receivables	102,895	109,267
Increase in non-current other receivables	(248,403)	(170,744)
Acquisition of intangible assets	(62,306)	(36,010)
Acquisition of investment properties	-	(431,200)
Disposal of investment properties	-	2,783
Increase in other financial assets	(974,924)	(468,435)
Other non-current assets	(17,839)	(17,772)
Prepayments for business facilities	(235)	(54,787)
Dividends received	126,259	115,045
Long-term payments	(209,844)	
Net cash flows used in investing activities	(2,841,611)	(1,542,420)
Cash flows from financing activities:		
Increase in short-term borrowings	22,459,611	16,178,895
Decrease in short-term borrowings	(17,586,614)	(16,701,028)
Increase in short-term notes and bills payable	1,905,000	2,965,000
Decrease in short-term notes and bills payable	(1,469,000)	(3,785,000)
Proceeds from issuing bonds	-	1,996,388
Increase in long-term borrowings	4,257,148	6,447,693
Decrease in long-term borrowings	(4,786,023)	(6,347,317)
Increase in guarantee deposits received	-	1,235
Decrease in guarantee deposits received	(12,732)	-
Payment of lease liabilities	(94,949)	(101,210)
Cash dividends paid	(1,453,046)	(1,231,780)
Increase in other payables	60,406	123,749
Change in non-controlling interests	50,666	112,500
Net cash flows from (used in) financing activities	3,330,467	(340,875)
Effect of exchange rate changes on cash and cash equivalents	56,905	(22,777)
Net increase in cash and cash equivalents	615,860	694,188
Cash and cash equivalents at beginning of year	5,206,556	4,512,368
Cash and cash equivalents at end of year	\$5,822,416	5,206,556

# 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

CONTINENTAL HOLDINGS CORPORATION ("CHC" or "the Company") was established through shares exchange with Continental Engineering Corp. ("CEC") on April 8, 2010 and CEC became 100% - owned by the Company. On the same day, the Company was approved to be a listed Company by the FSC. The consolidated financial statements as of December 31, 2022 consist of the Company and all of its subsidiaries ("the Group"), and the interests in a jointly controlled entities and associates. Please refer to Note 14 for the Group's main businesses.

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

The consolidated financial statements were approved and 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 Group does not expect the following 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"
- Amendments to IAS 1 "Classification of Liabilities as Current or Non-current"
- Amendments to IAS 1 "Non-current Liabilities with Covenants"
- 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:

# (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 IFRSs, IASs, IFRIC Interpretations, and the SIC Interpretations endorsed and issued into effect by the FSC.

# (b) Basis of preparation

### (i) Basis of measurement

Except for the following significant accounts, the consolidated financial statements have been prepared on a historical cost basis:

- 1) Financial assets at fair value through profit or loss are measured at fair value;
- 2) Financial assets at fair value through other comprehensive income are measured at fair value:
- 3) Hedging financial instruments are measured at fair value; and
- 4) The defined benefit liabilities are measured at the present value of the defined benefit obligation less fair value of the plan assets.

# (ii) Functional and presentation currency

The functional currency of each Group entity is determined based on the primary economic environment in which the entity operates. The Group's consolidated financial statements are presented in New Taiwan Dollars, which is the Company's functional currency. All financial information presented in New Taiwan Dollar has been rounded to the nearest thousand.

# **Notes to the Consolidated Financial Statements**

#### (c) Basis of consolidation

(i) Principle for the preparation of the consolidated financial statements

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. The Group has control over an investee if, and only if, it has exposure or rights to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of its returns.

The financial statements of the subsidiaries are included in the consolidated financial statements from the date of obtaining control and are excluded from the date of losing control. Intra-group transactions and balances, and any unrealized income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Losses applicable to the controlling interests in a subsidiary are allocated to the ownership of the parent company and non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Adjustments for financial statements of the subsidiaries have been made in order to be in line with the Group's accounting policies.

Changes in the ownership of a subsidiary that do not result in loss of control are accounted for as equity transactions. The difference between adjustment for the non-controlling interest and the fair value of the consideration received or paid is directly recognized in equity that is attributable to the owner.

When the Group loses control of a subsidiary it derecognizes the assets (including goodwill), liabilities and non-controlling interests of the former subsidiary at their carrying amounts at the date when the control is lost. Any investment retained in the former subsidiary is remeasured at its fair value at the date when control is lost. Gain or loss on disposal is recognized as the difference of:

- 1) the sum of the fair value of the consideration received and the investments retained in the former subsidiary at the date when the control is lost.
- 2) the sum of the carrying amounts of the subsidiary's assets (including goodwill), liabilities and non-controlling interests at the date when the control is lost.

All amounts related to the subsidiary is originally recognized in other comprehensive income and accounted for as the same basis as the Group would have directly disposed of its related assets or liabilities.

# **Notes to the Consolidated Financial Statements**

# (ii) Subsidiaries included in the consolidated financial statements

			Percentage o	f ownershin	
Investor Company	Subsidiary	Main Business	December 31, 2022	December 31, 2021	Note
The Company	Continental Engineering	Civil, Building and M&E	100.00 %	100.00 %	
and CCLC	Corp. (CEC)	engineering	100.00.07	100.00.0/	N
The Company and CCLC	Continental Development Corp. (CDC)	Real estate development on residential, commercial, hotels and communities	100.00 %	100.00 %	Note H
The Company and CCLC	HDEC Corp. (HDEC)	Environmental project development & Water treatment	100.00 %	100.00 %	Note H
The Company	Continental Consulting Limited Company (CCLC)	Management Consulting	100.00 %	100.00 %	Note G
CEC	CEC International Corp. (CIC)	Investment and holding	100.00 %	100.00 %	
CEC	CEC International Corp. (India) Private Limited (CICI)	Civil and Building engineering	100.00 %	100.00 %	
CEC	CEC International Malaysia Sdn. Bhd. (CIMY)	Civil and Building engineering	85.14 %	85.14 %	
CEC	Continental Engineering Corporation(Hong Kong) Limited (CEC HK)	Civil and Building engineering	100.00 %	100.00 %	
CDC	CDC Commercial Development Corp. (CCD)	Real estate lease	80.65 %	80.65 %	
CDC	MEGA Capital Development Sdn. Bhd. (MEGA)	Real estate development on hotels	55.00 %	55.00 %	
CDC	Bangsar Rising Sdn. Bhd. (BANGSAR)	Real estate development on residential	60.00 %	60.00 %	
CDC	CDC Asset Management Malaysia Sdn. Bhd. (CDCAM)	Management consulting	100.00 %	100.00 %	
CDC	CDC US Corp.	Investment and holding	100.00 %	100.00 %	
CDC US Corp.	CDC Investment Management LLC	Investment management	100.00 %	100.00 %	
CDC US Corp.	Trimosa Holdings LLC	Investment and holding	70.65 %	70.65 %	
Trimosa Holdings LLC	950 Investment LLC	Investment and holding	76.55 %	76.55 %	
950 Investment LLC	950 Property LLC (950P)	Real estate development on residential	100.00 %	100.00 %	
950 Investment LLC	950 Hotel Property LLC (950H)	Hotel industry	100.00 %	100.00 %	
950 Investment LLC	950 Retail Property LLC (950R)	Real estate lease and management	100.00 %	100.00 %	
HDEC	HDEC Construction Corp. (SDC)	Construction of underground pipeline and environmental protection project, plumbing	100.00 %	100.00 %	
HDEC	North Shore Environment Corp. (NSC)	Sewer system design and construction in Danshui area, New Taipei City	100.00 %	100.00 %	Note A

# **Notes to the Consolidated Financial Statements**

		Percentage o			
Investor Company	Subsidiary	Main Business	December 31, 2022	December 31, 2021	Note
HDEC	Blue Whale Water Technologies Corp. (BWC)	Feng Shan River wastewater reclamation and reuse BTO project in Kaohsiung City	51.00 %	51.00 %	Note B
HDEC	HDEC (Puding) Environment Corp. (PDC)	Pu Ding area sewerage construction in Taoyuan City	100.00 %	100.00 %	Note C
HDEC	HDEC-CTCI (Linhai) Corp. (LHC)	Linhai wastewater reclamation and reuse BTO project in Kaohsiung City	55.00 %	55.00 %	Note D
HDEC	HDEC(Ciaotou) Corp. (CTC)	Ciaotou wastewater reclamation and reuse BTO project in Kaohsiung City	100.00 %	- %	Note E
HDEC	HDEC(Chengxi) Corp. (CXC)	Aninan area incineration plant renewal in Tainan City	100.00 %	- %	Note F

- Note A:NSC was founded as a Special Purpose Company (SPC) to build then operate Danshui Area Sewer System BOT project in New Taipei City. The sewer system construction and facility will be transferred to the authority at the end of the concession period without condition.
- Note B:BWC was founded as a SPC to perform the contract for Feng Shan River wastewater reclamation and reuse, which is a BTO project in Kaohsiung City. Upon the completion of the wastewater treatment plant, BWC will transfer all the operating assets to the authority and be engaged by the authority to operate the wastewater treatment plant and water recycling plant. BWC will transfer the operating rights to the authority without condition at the end of the operating period.
- Note C:PDC was founded as a SPC to build then operate Pu Ding area sewer system, which is a BOT project in Taoyuan City. The Pu Ding area sewer system will be transferred to the authority at the end of the concession period without condition.
- Note D:LHC was founded as a SPC to perform the contract for Kaohsiung coastal area wastewater reclamation and reuse, which is a BTO project in Kaohsiung City. Upon the completion of the wastewater treatment plant, BWC will transfer all the operating assets to the authority and be engaged by the authority to operate the wastewater treatment plant and water recycling plant. BWC will transfer the operating rights to the authority without condition at the end of the operating period.
- Note E: CTC was founded as a SPC to perform the contract for Kaohsiung Ciaotou water recycling, which is a BTO project in Kaohsiung City. Upon the completion of the water recycling plant, CTC will transfer all the operating assets to the authority and be engaged by the authority to operate the water recycling plant. CTC will transfer the operating rights to the authority without condition at the end of the operating period.
- Note F: CXC was founded as a SPC in accordance with the investment contract for the BOT of the Tainan Chengxi area waste incineration plant. The Chengxi area waste incineration plant will be transferred to the authority at the end of the concession period without condition.
- Note G:The Company established subsidiary based on a resolution approved in the board meeting held on November 5, 2021.

# **Notes to the Consolidated Financial Statements**

Note H:For adjustment planning on organizational and management structure, the Company each disposed 100 shares of CEC, CDC and HDEC to CCLC in December, 2021, in which the all payments had been fully received, resulting in Company's shareholding percentage in CEC and CDC to decrease to 99.99998% each, and 99.99996% in HDEC; while CCLC held 0.00002% shares in both CEC and CDC, and 0.00004% in HDEC. The disposal of shares above didn't have an impact on the consolidated financial statements of the Group.

(iii) Subsidiaries excluded from the consolidated financial statements: None.

# (d) Foreign currencies

# (i) Foreign currency transactions

Foreign currency transactions are recorded at the spot exchange rate on the date of the transaction. At the end of each subsequent reporting period (the reporting date), monetary items denominated in foreign currencies are translated into the functional currencies using the exchange rate at that date. Non-monetary items denominated in foreign currencies that are measured at fair value are translated into the functional currencies using the exchange rate at the date that the fair value was determined. Non-monetary items denominated in foreign currencies that are measured based on historical cost are translated using the exchange rate at the date of the transaction.

Exchange differences are generally recognized in profit or loss, except for those differences relating to the following, which are recognized in other comprehensive income:

- 1) an investment in equity securities designated as at fair value through other comprehensive income:
- 2) a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; or
- 3) qualifying cash flow hedges to the extent that the hedges are effective.

# (ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to presentation currency at exchange rates at the reporting date. The income and expenses of foreign operations are translated to presentation currency at the average rate. Exchange differences are recognized in other comprehensive income.

When the Group disposes its foreign operation, resulting in losing control, joint control, or significant influence, the cumulative amounts in the translation reserve related to that foreign operation is reclassified to profit or loss. When the Group disposes of any part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interest. When the Group disposes of only part of investment in an associate or joint venture that includes a foreign operation while retaining significant or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

# **Notes to the Consolidated Financial Statements**

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planed nor likely settled in the foreseeable future, foreign currency gains and losses arising from such items are considered to form part of a net investment in the foreign operation and are recognized in other comprehensive income.

#### (e) 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 non-current.

- (i) It expects to realize the asset, or intends to sell or consume, in its normal operating cycle;
- (ii) It helds the asset primarily for the purpose of trading;
- (iii) It expects to realize the asset within twelve months after the reporting period; or
- (iv) The asset is cash or cash equivalent 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 non-current.

- (i) It expects to settle the liability in its normal operating cycle;
- (ii) It helds the liability primarily for the purpose of trading;
- (iii) The liability 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 of equity instruments do not affect its classification.

The Group's primary businesses are Construction Engineering, Real Estate Development, and Environmental Project Development & Water Treatment. The normal operating cycle of the Group is three to five years at least. The balance sheet accounts related to construction business are classified either as current or non-current based on the Group's operating cycle.

# (f) 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 that should be recognized as cash equivalents.

# **Notes to the Consolidated Financial Statements**

# (g) Financial instruments

Accounts receivable 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. An accounts 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 fair value through profit or loss (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)

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.

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.

# **Notes to the Consolidated Financial Statements**

# 3) Fair value through profit or loss (FVTPL)

All financial assets not classified as amortized cost or FVOCI described as above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset, which meets the requirements to be measured at amortized cost or at FVOCI, as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

#### 4) Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- · how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- · how managers of the business are compensated e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, and are consistent with the Group's continuing recognition of the assets.

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

### 5) Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial assets on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

# **Notes to the Consolidated Financial Statements**

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- · contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- · prepayment and extension features; and
- · terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features)

# 6) 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, notes and accounts receivable, other receivables, etc.) 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:

• 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.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade which is considered to be BBB- or higher per Standard & Poor's, Baa3 or higher per Moody's or twA or higher per Taiwan Ratings'.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 month after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

# **Notes to the Consolidated Financial Statements**

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

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 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.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. 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.

# 7) 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

#### 1) Financial liabilities

Financial liabilities are classified as measured at amortized cost.

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.

# 2) Derecognition of financial liabilities

The Group derecognizes a financial liability when its contractual obligations have been discharged, 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.

# (iii) Hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency exposures.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognized in profit or loss.

The Group designates certain hedging instruments (which include non-derivatives in respect inception of foreign currency risk) as cash flow hedges.

At initial designated hedging relationships, the Group documents the risk management objectives and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

# 1) Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under 'other equity—gains (losses) on hedging instruments', limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss.

# **Notes to the Consolidated Financial Statements**

Amounts previously recognized in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognized hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognized in other comprehensive income and accumulated in equity are removed from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. Furthermore, if the Group expects that some or all of the loss accumulated in other equity will not be recovered in the future, that amount is immediately reclassified to profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. The discontinuation is accounted for prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

# (h) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost shall comprise all costs of purchase, costs of conversion, costs incurred in bringing the inventories to their present location and condition, and borrowings.

Net realizable value is the balance that estimates the selling price, less, estimated costs of completion and the estimated costs of selling. The measurement of net realizable value is as follows:

- (i) Land held for development: the net realizable value is the replacement cost or estimated price (based on the market condition), less, the estimated selling expenses at the end of the period.
- (ii) Building construction in progress: the net realizable value is the estimated price (based on the market condition), less, the estimated costs of completion and selling expenses at the end of the period.
- (iii) Real estate held for sale: the net realizable value is the estimated price (based on the market condition), less, the estimated selling expenses at the end of the period.

# (i) Service Concession Agreements

# (i) Recognition and measurement

The Group (the Operator) is required to comply with IFRIC 12 'Service Concession Arrangement' upon entering into an agreement with the government (the Grantor), under the conditions of 'public-to-private' arrangement as follows:

1) The Grantor decides and regulates on the price and the kind of services the Operator should render or provide to the users of the infrastructures.

# **Notes to the Consolidated Financial Statements**

2) The Grantor, through its ownership, acquires all the beneficial entitlements and any interests incurred from the infrastructure at the end of the term of the arrangement.

The Operator provides construction or upgrade services to the Grantor. The payment from the Grantor received or receivable by the Operator incurred from the construction or upgrade services shall be recognized as financial asset or intangible asset. According to IFRIC 12, a financial asset should be recognized to the extent that the Operator has an unconditional present right to receive cash from the Grantor for its construction services. The accounting policy of financial assets please refer to note 4(g) 'Financial instruments'.

The Operator shall recognize an intangible asset to the extent that the Operator receives a right (a license) to charge its users of its public service. A right to charge the users of the public service is not an unconditional right to receive cash because the amounts are contingent on the extent that the public uses the service. For the accounting policy of intangible assets (service concession arrangement), please refer to note 4(o) 'Intangible assets'.

If the Operator received the payment from the Grantor for its construction services (partly by a financial asset and partly by an intangible asset), it is necessary to separately account for each component by using the fair value of the financial asset and intangible asset. The payment received or receivable from the Grantor for both components shall be recognized initially in the allocation amount calculated by using the standalone fair value.

# (ii) Construction or upgrade services

The accounting policy of construction services or upgrade services to the Grantor shall be in accordance with IFRS 15. Please refer to note 4(r) 'Revenue'.

#### (iii) Operating services

The accounting policy of operation services to the government shall be in accordance with IFRS 15. Please refer to note 4(r) 'Revenue'.

#### (i) Investment in associates

Associates are those entities in which the Group has significant influence, but no control, over the financial and operating policies.

Investments in associates are accounted for using equity method and are recognized initially at cost. The cost of the investment includes transaction costs. The carrying amount of the investment in associates includes goodwill arising from the acquisition, minus any accumulated impairment losses.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of those associates, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. When changes in an associate's equity are not recognized in profit or loss or other comprehensive income of the associate, and such changes do not affect the Group's ownership percentage of the associate, the Group recognizes the Group's share of change in equity of the associate in capital surplus in proportion to its ownership.

Unrealized gains and losses resulting from the transactions between the Group and an associate are recognized only to the extent of the Group's interest in the associate.

# **Notes to the Consolidated Financial Statements**

When the Group's share of losses of an associate equals or exceeds its interest in associates, it discontinues recognizing its share of further losses. After the recognized interest is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

# (k) Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. The IFRS classifies joint arrangements into two types—joint operations and joint ventures, which have the following characteristics: (a) the parties are bound by a contractual arrangement; and (b) the contractual arrangement gives two or more of those parties joint control of the arrangement.

IFRS 11 'Joint arrangement' defines joint control as the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities (i.e. activities that significantly affect the returns of the arrangement) require the unanimous consent of the parties sharing control.

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operations party) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint operator recognizes and measures the assets, liabilities, revenues and expenses in relation to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses. When assessing whether a joint arrangement is a joint operation or a joint venture, the Group considers the structure and legal form of the arrangement, the terms agreed by the parties in the contractual arrangement and, when relevant, other facts and circumstances.

#### (l) Investment property

Investment property is the 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 lives, 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 rental 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**

# (m) 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 when it is probable that 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. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Land is not depreciated.

The estimated useful lives of property, plant and equipment are as follows:

Buildings	$4\sim50$ years
Machinery and equipment	$2\sim12$ years
Transportation equipment	$1 \sim 9$ years
Office and computer equipment	$3 \sim 8 \text{ years}$
Operating equipment	$2\sim10$ years

# (iv) Reclassification to investment property

A property is reclassified to investment property at its carrying amount when the use of the property changes from owner-occupied to investment property.

#### (n) Leases

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.

# **Notes to the Consolidated Financial Statements**

#### (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.

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:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- 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:

- there is a change in future lease payments arising from the change in an index or rate; or
- there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- there is a change in the lease term resulting from a change of its assessment on whether it
  will exercise an option to purchase the underlying asset, or
- there is a change of its assessment on whether it will exercise a extension or termination option; or
- there is any lease modification

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.

# **Notes to the Consolidated Financial Statements**

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.

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

In addition, the Group leases land and buildings by applying IFRIC 12 'Service Concession Agreements' and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### (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 accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease. 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.

# (o) Intangible Assets

# (i) Service Concession Agreements

The Group shall recognize an intangible asset arising from service concession agreements when the Group a right to charge the public for the use of the infrastructure. The intangible assets resulted from construction or service upgraded in accordance with the service concession agreements are measured at the fair value on initial recognition. Subsequently, intangible assets are measured at cost, including borrowing costs that are eligible for capitalization, minus accumulated amortization and accumulated impairment losses.

# **Notes to the Consolidated Financial Statements**

#### (ii) Amortization

The amortized amount of intangible assets with definite lives is determined after deducting its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. For the estimated useful lives for the current and comparative years of significant item of intangible assets are as follows:

Service Concession Agreements 17~35 years

The useful life of intangibles arising from the service concession agreements begins on a day when the Group has a right to charge the public for the use of the infrastructure and ends on the expiry of the service concession agreements. Amortization methods, useful lives, and residual values are reviewed at each reporting date, and adjusted if appropriate.

# (p) 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. Good will 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 cash-generating units (CGUs).

The recoverable amount of an asset or CGUs 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 CGUs.

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

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

An impairment loss in respect of goodwill is not reversed.

For non-financial assets other than goodwill, 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.

# **Notes to the Consolidated Financial Statements**

# (q) Provisions

A provision is recognized if, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

#### (i) Warranties

A provision for warranties is recognized when the underlying constructions are completed. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

#### (ii) Onerous contract

A provision for onerous contracts is recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract.

#### (iii) After-sales service

A provision for warranties is recognized when products are sold or services are provided. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

# (r) 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) 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 or the surveys of work performed / completion of a physical proportion of the contract work. 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 and price-adjusted subsidy), accumulated experience is used to estimate the amount of variable consideration, using the expected value method. For other variable considerations (for example, completion bonus if a construction is completed by a specified date), the Group estimates the amount of variable consideration using the most likely amount. Considering the progress of a public construction is highly susceptible to factors outside the Group's control and,

# **Notes to the Consolidated Financial Statements**

therefore, completion bonus is usually constrained, 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, commercial buildings and public constructions, the Group offers a standard warranty to provide assurance that they comply with agreed upon specifications and has recognized warranty provisions for this obligation; please refer to note 6(s).

# 2) 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. The properties have generally no alternative use for the Group due to contractual restrictions. However, 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. While deferred payment terms may be agreed in rare circumstances, the deferral never exceeds twelve months. The transaction price is therefore not adjusted for the effects of a significant financing component. For pre selling properties, the consideration is usually received by installment during the period from contract inception until 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**

Certain contracts include multiple deliverables, such as sale of residential properties and a decoration service. The Group accounts for the decoration service as a single performance obligation, and the transaction price is allocated to the decoration service on a relative stand alone selling price basis. If a stand alone selling price is not directly observable, it is estimated based on expected cost plus margin. Revenue from providing the decoration service is recognized in the accounting period in which the services are rendered and is determined based on the costs incurred to date as a proportion of the total estimated costs of the contract.

#### (ii) Labor service revenue

The Group provides the operation and maintenance of sewage treatment plant for the government and recognizes the revenue based on the number of times of completion.

# (iii) Rental revenue

Rental income from investment property is recognized 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 and are recognized as the reduction of rental revenue, over the term of the lease. Income generated from leased real estate is recognized as rental revenue under operating revenue.

# (iv) 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.

The Group applies the practical expedient to recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less.

#### 2) Costs to fulfil a contract

If the costs incurred in fulfilling a contract with a customer are not within the scope of another Standard (for example, IAS 2 Inventories, IAS 16 Property, Plant and Equipment or IAS 38 Intangible Assets), the Group recognizes an asset from the costs incurred to fulfil a contract only if those costs meet all of the following criteria:

- a) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- c) the costs are expected to be recovered.

# **Notes to the Consolidated Financial Statements**

General and administrative costs, costs of wasted materials, labor or other resources to fulfil the contract that were not reflected in the price of the contract, costs that relate to satisfied performance obligations (or partially satisfied performance obligations), and costs for which the Group cannot distinguish whether the costs relate to unsatisfied performance obligations or to satisfied performance obligations(or partially satisfied performance obligations), the Group recognizes these costs as expenses when incurred.

# (s) Government grants

Grants that compensate the Group for expenses or losses incurred are recognized in profit or loss on a systematic basis in the periods in which the expenses or losses are recognized.

#### (t) 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 shall be 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. 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.

# **Notes to the Consolidated Financial Statements**

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

- (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.

Despite CHC, CEC and CDC adopted a tax consolidated regime, income tax should be calculated in accordance with the abovementioned accounting principles. Based on the consolidated income tax reported by CHC, it needs to adjust the current tax assets or liabilities for CHC.

# (u) Employee benefits

The pension cost for an interim period was calculated on a year-to-date basis by using the actuarially determined pension cost rate at the end of the prior fiscal year, adjusted for significant market fluctuations since that time and for significant curtailments, settlements, or other significant one-off event.

(i) Defined contribution plans

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

# (ii) Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each the plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income, and accumulated in retained earnings within equity. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the thennet defined benefit liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

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

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

#### (iii) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognizes costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

#### (iv) Short-term employee benefits

Short-term employee benefits 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.

## (v) Earnings per share

Disclosures are made of basic and diluted earnings per share attributable to ordinary equity holders of the Group. The basic earnings per share are calculated based on the profit attributable to the ordinary shareholders of the Group divided by weighted-average number of ordinary shares outstanding. The diluted earnings per share are calculated based on the profit attributable to the ordinary shareholders of the Group, divided by weighted-average number of ordinary shares outstanding after adjustment for the effects of all potential dilutive ordinary shares, such as employee remuneration.

# (w) 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). The segment's operating results are reviewed regularly by the Group's chief operating decision maker to make decisions pertaining to the allocation of the resources to the segment and to assess its performance. In addition, discrete financial information is available from the interval reporting system.

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

The preparation of the consolidated financial statements in conformity with the Regulations and the IFRSs endorsed by the FSC requires management to make 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 next period.

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

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is as follows:

(a) The adoption of IFRIC 12 'Service concession arrangements' and the classification of receivables or intangible assets

The Group (the Operator) is required to comply with IFRIC 12 'Service Concession Arrangement' when entering into an agreement with the government (the Grantor), under the conditions of 'public-to-private' arrangement as follows:

- (i) The Grantor decides and regulates on the price and the kind of services the Operator should render or provide to the users of the infrastructures.
- (ii) The Grantor, through its ownership, acquires all the beneficial entitlements and any interests incurred from the infrastructure at the end of the term of the arrangement.

On the adoption of IFRIC 12 'Service concession arrangements', the payment from the Grantor received or receivable by the Operator incurred from the construction or upgrade services shall be recognized in a financial asset or an intangible asset according to the treaties of agreements. Please refer to note 6(e) and 6(m).

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:

#### (a) Valuation of inventories

As inventories are stated at the lower of cost or net realizable value, the Group estimates the net realizable value of inventories for obsolescence and unmarketable items at the end of the reporting period and then writes down the cost of inventories to net realizable value. The net realizable value of the inventory is mainly determined based on assumptions as to future demand within a specific time horizon. Due to the rapid industrial transformation, there may be significant changes in the net realizable value of inventories. Refer to Note 6(g) for further description of the valuation of inventories.

## (b) Revenue recognition

Contract revenue and costs are recognized by reference to the stage of completion of each contract. The stage of completion of a contract is measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs; or the completion of a physical proportion of the contract work. Estimated total contract costs of contracted items are assessed and determined by the management based on the nature of activities, expected subcontracting charges, construction periods, processes, methods, etc., for each construction contract. Changes in these estimates might affect the calculation of the percentage of completion and related profits from construction contracts.

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

The Group's accounting policies include the measurement of financial and non-financial assets and liabilities at FVTPL. For the fair value valuation, the Group has established its internal control system, that is, the Group established its financial instrument valuation group to be responsible for reviewing the significant fair value valuation and reporting the results to the Chief Financial Officer. The financial instrument valuation group conducts independent verification on fair value by using data sources that are independent, reliable, and representative of exercise prices; in addition, the 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 that the classification of fair value levels is complied with the IFRSs. Any significant valuation issue will be reported to the Audit Committee by the valuation group. The valuation of investment properties were either appraised by external qualified appraisers or measured by the Group's Financial Department (in accordance with the measurement methods and parametric hypothesis which announced by the FSC).

The Group strives to use market observable inputs when measuring assets and liabilities. Different levels of the fair value hierarchy to be used in determining the fair value of financial instruments are as follows:

- (a) Level 1: quoted prices (unadjusted) in active markets for identifiable assets or liabilities.
- (b) 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).
- (c) Level 3: inputs for the assets or liability that are not based on observable market data.

For any transfer within the fair value hierarchy, the impact of the transfer is recognized on the reporting date.

Please refer to notes listed as below for assumptions used in measuring fair value.

• Note 6(ac), Financial instruments

#### (6) Explanation of significant accounts

(a) Cash and cash equivalents

	De	cember 31, 2022	December 31, 2021
Cash	\$	20,447	19,180
Cash in banks		4,306,848	3,224,135
Time deposits		1,106,424	794,111
Cash equivalents		388,697	1,169,130
	\$	5,822,416	5,206,556

- (i) The cash and cash equivalents were not pledged as collateral.
- (ii) Please refer to Note 8 for the time deposits in pledge and restricted bank deposits reclassified to other current assets.
- (iii) Please refer to Note 6(ac) for the sensitivity analysis and interest rate risk of financial assets and liabilities.

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

(b) Financial assets at fair value through profit or loss

	De	cember 31, 2022	December 31, 2021
Mandatorily measured at fair value through profit or loss:			
Non-derivative financial assets			
Stocks of unlisted company	\$	1,068,858	606,305

- (i) The aforementioned financial assets were not pledged as collateral.
- (ii) Please refer to note 6(ac) for the credit risk and market risk.
- (c) Financial assets at fair value through other comprehensive income

	De	cember 31, 2022	December 31, 2021
Equity investments at fair value through other comprehensive			
income:			
Listed common share—Evergreen Steel Corp.	\$	1,323,329	1,410,525
Unlisted common share—Xinrong Enterprise		657,982	659,980
Unlisted common share — Metro Consulting Service Ltd.		2,998	2,363
Total	\$	1,984,309	2,072,868

- (i) The Group designated the investments shown above as equity securities as at fair value through other comprehensive income because these equity securities represent those investments that the Group intends to hold for long-term for strategic purposes.
- (ii) The Group recognized the dividends revenue of \$126,094 thousand and \$115,045 thousand related to equity investments designated at fair value through other comprehensive income for the years ended December 31, 2022 and 2021.
- (iii) There were no disposals of strategic investments and transfers of any cumulative gain or loss within equity relating to these investments for the years ended December 31, 2022 and 2021.
- (iv) The aforementioned financial assets were not pledged as collateral.
- (v) Please refer to note 6(ac) for the credit risk and market risk.
- (d) Financial instruments used for hedging

	December 31, 2022		December 31, 2021	
Cash flow hedge:				
Financial assets used for hedging	\$	1,299,684	230,228	
Financial liabilities used for hedging			(64)	
Total	\$	1,299,684	230,164	

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

- (i) The Group is exposed to certain foreign exchange risk arising from the payments made to overseas companies for the purchase of facilities, preparation of overseas related investment and some construction projects involving foreign consultant design fees, etc. The foreign exchange risk is estimated to be high, therefore, the Group decided to use derivative financial instruments for hedging purposes.
- (ii) The items hedged and the hedge instrument held by the Group were as follows:

	Hedge instrument designated to be hedge and fair value				Expected	
Item Hedged	Hedge instrument	De	ecember 31, 2022	December 31, 2021	Cash flow Period	
Expected foreign assets	Foreign deposits	\$	1,301,233	135,434	2023	
	Foreign billings	\$		110,854	2023	
	Change in value of Foreign currency	<b>\$</b> _	(1,549)	(16,060)	2023	

		designated to l	oe hedge and	Contract	
Item Hedged	Hedge instrument	December 31, 2022	December 31, 2021	amount (in thousand)	Delivery date
Expected foreign liabilities	Forward exchange	\$	(64		-

Hedge instrument

- (iii) The transactions of cash flow hedges for the years ended December 31, 2022 and 2021, were all effective.
- (e) Notes and accounts receivable

	De	2022	December 31, 2021
Notes receivable	\$	12,087	325,540
Accounts receivable		2,277,357	3,153,462
Long-term accounts receivable		5,482,701	5,443,311
Less: Allowance for bad debts		-	
	\$	7,772,145	8,922,313

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

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, notes receivable, accounts receivable and long-term accounts receivable have been grouped based on shared credit risk characteristics and the days past due, as well as incorporated forward looking information. The expected credit losses of the notes receivable, accounts receivable and long-term accounts receivable were as follows:

		December 31, 2022			
			Weighted-		
	Gre	oss carrying amount	average loss rate	Loss allowance provision	
Not overdue	\$	7,713,995	0.15%	-	
Pass due less than one year		3,380	0%	-	
Pass due over one year		54,770	0%	-	
Pass due over two years			100%		
	\$	7,772,145			

<b>December 31, 2021</b>			
		Weighted-	
		average loss rate	Loss allowance provision
\$	8,837,245	0.15%	-
	29,642	0%	-
	55,426	0%	-
		100%	
\$	8,922,313		
		Gross carrying amount \$ 8,837,245	Gross carrying amount         Weighted-average loss rate           \$ 8,837,245         0.15%           29,642         0%           55,426         0%           -         100%

The notes and accounts receivable were not pledged as collateral.

#### (f) Other receivables

	Dec	cember 31, 2022	December 31, 2021
Other receivables—lending of capital (including other non- current assets)	\$	525,515	380,006
Other receivables—lawsuit		150,630	150,630
Other receivables – related parties		2,293	1,926
Other (including other non-current assets)		157,127	158,540
Less: Allowance for bad debts		_	
	\$	835,565	691,102

Please refer to Note 6(ac) for the credit risk information.

# **Notes to the Consolidated Financial Statements**

### (g) Inventories

	December 31, 2022	December 31, 2021	
Construction:			
Material on hand	\$	11	
Hotel:			
Catering	5,616	14	
Real estate:			
Real estate held for sale	13,930,882	17,526,652	
Land held for development	4,616,823	-	
Building construction in progress	5,881,928	10,990,072	
Prepayment for land	515,465	95,918	
Subtotal	24,945,098	28,612,642	
Less: Allowance for impairment loss	(95,582)	(95,582)	
	\$ 24,855,132	28,517,085	

- (i) For the years ended December 31, 2022 and 2021, the cost of inventory was \$6,129,200 thousand and \$5,741,692 thousand, respectively.
- (ii) Due to the sales of the remaining real estates for the years ended December 31, 2022 and 2021, the allowance for impairment loss was reversed, and the costs of goods sold were decreased by \$0 and \$667 thousand, respectively.
- (iii) Capitalizing interest costs were as follows:

	2022	2021	
Interest costs	\$ 635,812	524,472	
Capitalized interests	\$ <u>146,334</u>	281,600	
Capitalization interest rate	1.5888%~5.75%	1.35%~6.40%	

- (iv) Please refer to Note 8 for the inventories of the Group had been pledged as collateral.
- (h) Investments accounted for using equity method

	Dece	ember 31,	December 31,	
		2022	2021	
Associates	\$	1,594,138	1,413,928	

# **Notes to the Consolidated Financial Statements**

## (i) Associates

The Group's significant associates were as follows:

	Nature of	Main operating location/Registered	Percentage of ownership or voting power		
Name of associates	Relationship with the Group	Country of the Company	December 31, 2022	December 31, 2021	
(Chungli)	SPC, mainly responsible for the sewerage system BOT project in Chung-Li area, Taoyuan City.	Taiwan	49.00 %	49.00 %	
Fanlu Construction Industry Co., Ltd. (Fanlu)	Real estate	Taiwan	35.00 %	35.00 %	

The financial figures of the Group's significant associates are summarized in the following tables. In order to reflect the adjustments made to the fair value upon share acquisition and the differences in accounting policies, adjustments for the amounts presented on the financial statements of associates in accordance with IFRSs has been made to such financial figures.

# 1) Summary of CTCI - HDEC's financial figures

	D	ecember 31, 2022	December 31, 2021
Current assets	\$	176,932	997,420
Non-current assets		1,611,626	695,046
Current liabilities		(135,061)	(118,519)
Non-current liabilities		(38,559)	(20,240)
Net assets	\$	1,614,938	1,553,707
		2022	2021
Revenues	\$	913,127	348,196
Net income / Total comprehensive income	\$	61,567	79,519
Net assets attributable to the Group, January 1	\$	761,317	232,352
Additions		-	490,000
Dividend		(165)	-
Total comprehensive income attributable to the Group		30,167	38,965
Net assets attributable to the Group, December 31	\$ <u></u>	791,319	761,317

# **Notes to the Consolidated Financial Statements**

## 2) Summary of Fanlu's financial figures

	D	December 31, 2022	December 31, 2021
Current assets	\$	5,013,047	4,493,011
Non-current assets		4,330	11,850
Current liabilities		(518,556)	(435,205)
Non-current liabilities		(2,205,000)	(2,205,000)
Net assets	\$ <u></u>	2,293,821	1,864,656
		2022	2021
Revenues	\$	_	_
Net loss/ Total comprehensive income	\$	(68,849)	(101,638)
		2022	2021
Net assets attributable to the Group, January 1	\$	652,611	513,185
Additions		174,304	175,000
Total Comprehensive income attributable to the Group		(24,096)	(35,574)
Net assets attributable to the Group, December 31	\$	802,819	652,611

- (ii) The aforementioned investments accounted for using equity method were not pledged as collateral.
- (i) Material non-controlling interest of subsidiaries

		Equity ownership of			
		non-controlling interest			
	Country of	December 31,	December 31,		
Subsidiaries	registration	2022	2021		
CDC US Corp. and subsidiaries	The United States	29.35 %	29.35 %		

The following information of the aforementioned subsidiaries have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. Adjustments were made to reflect the fair value adjustment made during the acquisition and relevant difference in accounting principles between the Company and its subsidiaries as at the acquisition date. Intragroup transactions were not eliminated.

# **Notes to the Consolidated Financial Statements**

Summary of CDC US Corp. and subsidiaries' financial figures

	I	December 31, 2022	December 31, 2021
Current assets	\$	5,352,228	10,023,214
Non-current assets		5,236,333	1,794
Current liabilities		(6,788,140)	(6,234,934)
Non-current liabilities		(129,267)	(311,400)
Net assets	\$_	3,671,154	3,478,674
Non-controlling interest	\$	1,689,764	1,659,733
		2022	2021
Revenues	\$	409,955	977,978
Net loss		(442,047)	(61,153)
Other comprehensive income	_	_	
Total comprehensive income	\$	(442,047)	(61,153)
Net loss attributable to non-controlling interest	\$	(197,730)	(24,827)
Total comprehensive income attributable to non-controlling	\$	(197,730)	(24,827)
interest			
Cash flows from operating activities	\$	(1,779,821)	737,239
Cash flows from investing activities		(4,661)	(1,837,664)
Cash flows from financing activities	_	1,918,118	1,182,667
Net increase in cash and cash equivalents	\$_	133,636	82,242

# (j) Property, plant and equipment

	Land	Buildings	Machinery	Transportation equipment	Computer equipment	Office equipment	Operating equipment	Total
Cost or deemed cost:								
Balance at January 1, 2022	\$ 1,954,252	2,101,888	932,775	159,225	86,426	144,164	35,408	5,414,138
Additions	-	15,819	150,003	27,972	7,129	41,860	93,689	336,472
Reclassification from inventory	373,921	4,572,526	-	-	-	-	-	4,946,447
Disposals	-	-	(67,152)	(22,165)	(7,908)	(12,462)	-	(109,687)
Effect of exchange rate changes	29,346	221,644	1,631	586	616	2,046	4,855	260,724
Balance at December 31, 2022	\$ 2,357,519	6,911,877	1,017,257	165,618	86,263	175,608	133,952	10,848,094
Balance at January 1, 2021	\$ 1,625,650	600,831	617,990	167,028	70,200	133,550	-	3,215,249
Additions	-	-	82,061	12,194	16,507	3,407	35,953	150,122
Reclassification	328,602	1,501,058	241,086	-	5,655	10,280	-	2,086,681
Disposals	-	-	(8,341)	(19,439)	(5,547)	(2,544)	-	(35,871)
Effect of exchange rate changes		(1)	(21)	(558)	(389)	(529)	(545)	(2,043)
Balance at December 31, 2021	\$ <u>1,954,252</u>	2,101,888	932,775	159,225	86,426	144,164	35,408	5,414,138

# **Notes to the Consolidated Financial Statements**

	I	and	Buildings	Machinery	Transportation equipment	Computer equipment	Office equipment	Operating equipment	Total
Depreciation and impairment loss:									
Balance at January 1, 2022	\$	-	247,468	491,109	122,272	54,776	118,615	601	1,034,841
Depreciation		-	72,471	241,994	11,494	8,525	8,968	14,441	357,893
Disposals		-	-	(67,128)	(14,771)	(6,617)	(12,087)	-	(100,603)
Effect of exchange rate changes			1,960	48	564	493	1,074	520	4,659
Balance at December 31, 2022	\$		321,899	666,023	119,559	57,177	116,570	15,562	1,296,790
Balance at January 1, 2021	\$	-	234,902	336,951	129,491	52,465	115,722	-	869,531
Depreciation		-	12,566	162,451	11,625	8,128	5,837	610	201,217
Disposals		-	-	(8,273)	(18,368)	(5,547)	(2,434)	-	(34,622)
Effect of exchange rate changes				(20)	(476)	(270)	(510)	(9)	(1,285)
Balance at December 31, 2021	\$		247,468	491,109	122,272	54,776	118,615	601	1,034,841
Carrying amounts:									
Balance at December 31, 2022	<b>\$</b> _2	,357,519	6,589,978	351,234	46,059	29,086	59,038	118,390	9,551,304
Balance at December 31, 2021	\$ 1	,954,252	1,854,420	441,666	36,953	31,650	25,549	34,807	4,379,297

- (i) Please refer to Note 6(ab) for the details of the gain and loss on disposal of property, plant and equipment.
- (ii) Please refer to Note 8 for the property, plant and equipment had been pledged as collateral for long-term borrowing and constructions guarantee.

# (k) Right-of-use assets

		Land	Buildings	Transportation equipment	Total
Cost:					
Balance at January 1, 2022	\$	95,125	197,729	6,050	298,904
Additions		23,601	99,862	1,804	125,267
Disposals		(30,711)	(95,736)	(1,319)	(127,766)
Effect of exchange rate changes	_		5,432		5,432
Balance at December 31, 2022	\$_	88,015	207,287	6,535	301,837
Balance at January 1, 2021	\$	78,861	191,058	5,533	275,452
Additions		27,275	43,504	517	71,296
Disposals		(11,011)	(34,412)	-	(45,423)
Effect of exchange rate changes	_		(2,421)		(2,421)
Balance at December 31, 2021	\$_	95,125	197,729	6,050	298,904
Depreciation and impairment losses:					
Balance at January 1, 2022	\$	46,637	120,032	4,218	170,887
Depreciation		29,764	61,433	2,069	93,266
Disposals		(27,720)	(84,906)	(1,319)	(113,945)
Effect of exchange rate changes	_	_	4,734		4,734
Balance at December 31, 2022	<b>\$</b> _	48,681	101,293	4,968	154,942

# **Notes to the Consolidated Financial Statements**

		Land	Buildings	equipment	Total
Balance at January 1, 2021	\$	29,053	83,462	2,143	114,658
Depreciation		27,560	70,579	2,075	100,214
Disposals		(9,976)	(32,734)	-	(42,710)
Effect of exchange rate changes	_		(1,275)		(1,275)
Balance at December 31, 2021	\$_	46,637	120,032	4,218	170,887
Carrying amounts:	_	_		_	
Balance at December 31, 2022	\$_	39,334	105,994	1,567	146,895
Balance at December 31, 2021	\$_	48,488	77,697	1,832	128,017

# (l) Investment properties

		Owne			
		Land and provements	Buildings	Total	
Cost or deemed cost:	`				
Balance at January 1, 2022	\$	7,963,125	1,607,322	9,570,447	
Balance at December 31, 2022	\$	7,963,125	1,607,322	9,570,447	
Balance at January 1, 2021	\$	8,309,134	2,740,737	11,049,871	
Additions		-	431,200	431,200	
Reclassification		(328,602)	(1,501,058)	(1,829,660)	
Effect of exchange rate changes		(17,407)	(63,557)	(80,964)	
Balance at December 31, 2021	<u>\$</u>	7,963,125	1,607,322	9,570,447	
Depreciation and impairment losses:					
Balance at January 1, 2022	\$	349,356	537,591	886,947	
Depreciation		-	29,582	29,582	
Impairment			622,889	622,889	
Balance at December 31, 2022	\$	349,356	1,190,062	1,539,418	
Balance at January 1, 2021	\$	349,356	507,931	857,287	
Depreciation			29,660	29,660	
Balance at December 31, 2021	\$	349,356	537,591	886,947	
Carrying amounts:					
Balance at December 31, 2022	\$	7,613,769	417,260	8,031,029	
Balance at December 31, 2021	\$	7,613,769	1,069,731	8,683,500	
Fair value:					
Balance at December 31, 2022			\$	11,982,620	
Balance at December 31, 2021			\$	11,208,711	

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

The Group sets out standards in identifying the investment property. Investment property is a kind of property held for the purpose of earning rentals or capital appreciation, or for both. One factor to be considered is if the main cash flow generated by a property can be independent to other assets held by the Group. Properties of the Group are partly held for earning rentals or capital appreciation, and partly are held for management purposes, for the portions that can be sold separately, they are accounted for separately. For the portions that can not be sold separately, only in the event that the portions used for management purpose are not significant, the property is deemed as an investment property.

Investment property comprises a number of commercial properties that are leased to third parties. Please refer to Note 6(t) for detail information (include rental revenues and other direct operating expenses).

The fair value of investment property is based on a valuation by an independent evaluator who has certified professional qualification and related valuation experience in areas and types of the valuated investment property. Under the valuation techniques for financial instruments measured at fair value, the inputs are categorized as Level 3.

On November 15, 2022, CCD, a subsidiary of the Group, resolved to develop investment properties - land by the Board of Directors. As all of the existing investment properties - buildings will be demolished in March, 2023, the Group recognized impairment loss \$622,889 thousand based on the recoverable amount. Please refer to Note 6(ab) for the details.

Please refer to Note 8 for the investment properties had been pledged as collateral for long-term borrowings and construction guarantee.

# (m) Intangible assets

	G	oodwill	Service Concession Agreements	Other	Total
Cost:		<del>ood</del> wiii	11gi coments	Other	10111
Balance at January 1, 2022	\$	30,249	1,443,339	-	1,473,588
Additions		-	57,782	4,524	62,306
Effect of exchange rate changes				138	138
Balance at December 31, 2022	\$	30,249	1,501,121	4,662	1,536,032
Balance at January 1, 2021	\$	30,249	1,407,329	-	1,437,578
Additions		_	36,010		36,010
Balance at December 31, 2021	\$	30,249	1,443,339		1,473,588
Amortization and impairment loss:					
Balance at January 1, 2022	\$	-	365,392	-	365,392
Amortization		_	65,574		65,574
Balance at December 31, 2022	\$		430,966		430,966
Balance at January 1, 2021	\$	-	301,774	-	301,774
Amortization		_	63,618		63,618
Balance at December 31, 2021	\$		365,392		365,392

# **Notes to the Consolidated Financial Statements**

	G	Total			
Carrying amounts:			Agreements		
Balance at December 31, 2022	\$	30,249	1,070,155	4,662	1,105,066
Balance at December 31, 2021	\$	30,249	1,077,947		1,108,196

- (i) For the years ended December 31, 2022 and 2021, the amortization of intangible assets were recognized as operating costs.
- (ii) The intangible assets were not pledged as collateral.

# (n) Short-term borrowings

	December 31, 2022		December 31, 2021	
Unsecured loans	\$	4,880,000	263,473	
Secured loans		9,910,012	9,135,439	
	\$	14,790,012	9,398,912	
Unused credit limit	\$	17,220,695	18,495,877	
Range of interest rate	1.6	1.655%~7.75%		

Please refer to Note 8 for the details of the related assets pledged as collateral.

# (o) Short-term notes and bills payable

	<b>December 31, 2022</b>				
	Guarantee or acceptance institutes	Range of interest rate	Amount		
Bills payable	Financial institutions	1.938%~2.546%	\$ 436,000		

Please refer to Note 8 for details of the related assets pledged as collateral.

# (p) Bonds payable

	2022		2021	
Secured ordinary bonds issued	\$	2,000,000	2,000,000	
Unamortized discount on bonds payable		(2,168)	(2,890)	
	\$	1,997,832	1,997,110	

# **Notes to the Consolidated Financial Statements**

(i) On November 5, 2020 the Group's Board of Directors approved to issue secured ordinary corporate bonds amounted to no more than \$2 billion, which had been approved by the Taipei Exchange (TPEx) on December 31, 2020. The offering information and main rights and obligations were as follows:

<b>Item</b>	1st secured ordinary corporate bond issued in 2020
Issued amount	The band was issued at \$2 billion
Par value	Each unit was valued at \$1 million
Issued price	The bond was issued at par value on the issued date
Tenor	The bond issued with maturities of 5 years. The tenor was from January 11, 2021 to January 11, 2026.
Coupon rate	Fixed rate 0.55%
Repayment	The principal of the bond will be repaid on the maturity
Interest Payment	Interests was paid once a year at coupon rate since the issued date.
Guarantee	The corporate bond was guaranteed by Mega International Commercial Bank in accordance with the guaranty deed of appointment.

- (ii) Please refer to Note 6(ab) for the interest expenses.
- (q) Long-term borrowings

	December 31, 2022					
	Currency	Range of interest rate	Matured Period	Amount		
Unsecured loans	NTD	1.53%~2.44209%	2023.01~2026.12	\$ 4,094,000		
Secured loans	NTD	1.2479%~2.475%	2023.01~2029.10	6,643,500		
	USD	2.64663%~7.75871%	2023.06	695,738		
	MYR	5.42%~5.92%	2027.07	36,607		
				11,469,845		
Less: current portion				(1,985,405)		
Total				\$ <u>9,484,440</u>		
Unused credit limit				\$ <u>11,367,786</u>		

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

	December 31, 2021					
		Range of				
	Currency	interest rate	<b>Matured Period</b>	Amount		
Unsecured loans	NTD	1.2000%~1.6913%	2023.03~2025.12	\$ 4,809,000		
Secured loans	NTD	1.1900%~1.7759%	2022.06~2029.10	6,546,500		
	USD	2.6466%~5.4293%	2023.06	606,886		
				11,962,386		
Less: current portion				(1,980,000)		
Total				\$ <u>9,982,386</u>		
Unused credit limit				\$ 7,179,123		

- (i) Please refer to Note 8 for the details of the related assets pledged as collateral.
- (ii) The loan agreement requires CEC to maintain certain financial ratios: current ratio ≥ 100%, financial debt to equity ratio ≤ 100%, long term liability and equity conformity ratio ≥ 100%, fixed long term conformity ratio ≤ 100%. As of December 31, 2022 and 2021, CEC did not violate any terms in the loan agreement.
- (iii) The loan agreement requires HDEC to maintain certain financial ratios: debt ratio ≤ 100%, and net worth>\$2 billion. As of December 31, 2022 and 2021, HDEC did not violate any terms in the loan agreement.
- (iv) The loan agreement requires NSC to maintain certain financial ratios. As of December 31, 2022 and 2021, NSC did not violate any terms in the loan agreement.

Financial ratio	2022~2027
Debt ratio≤	150%
Financial ratio	$2022\sim\!2027$
Liquidity ratio ≧	100%

(v) The loan agreement requires LHC to maintain certain financial ratios: total amount of borrowings/ paid-in capital ≤ 234%, and total credit limit (including guarantee)/ paid-in capital or net worth (whichever is higher) ≤ 234%. As of December 31, 2022, LHC did not violate any terms in the loan agreement.

#### (r) Lease liabilities

	December 31, 2022	December 31, 2021	
Current	\$ <u>93,795</u>	116,791	
Non-current	\$ <u>54,623</u>	14,304	

Please refer to Note 6(ac) for the maturity analysis.

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

The amounts recognized in profit or loss were as follows:

	2022	2021
Interest on lease liabilities	\$ 2,317	3,379
Variable lease payments not included in the measurement of lease liabilities	\$ 12,975	11,089
Expenses relating to short-term leases	\$ 11,343	20,626
Expenses relating to leases of low-value, excluding short-term leases of low-value assets	\$ 2,943	1,305

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

		2022	2021
Total cash outflow for leases	<u>\$_</u>	124,527	137,609

### (i) Real estate leases

The Group leases land and buildings for its office space, work station and staff dormitory which leases typically run for a period of one to six years. Some leases include an option to renew the lease for an additional period of the same duration after the end of the contract term.

Some leases provide for additional rent payments that are based on changes in local price indices.

#### (ii) Other leases

The Group leases transportation equipment, with lease terms of one to three years.

In addition, the Group leases office equipment, machinery and parking spot, with lease terms of one to three years which are short-term or variable lease payments items. The Group has elected not to recognize right-of-use assets and lease liabilities for these leases.

#### (s) Provision

	Onerous contracts			After-sales		
			Warranties	service	Total	
Balance at January 1, 2022	\$	122,359	132,662	155,822	410,843	
Addition		32	348,840	4,210	353,082	
Realized		-	(22,487)	(2,766)	(25,253)	
Reversal		(14,963)	(37,804)	-	(52,767)	
Effect of exchange rate changes		884			884	
Balance at December 31, 2022	\$	108,312	421,211	157,266	686,789	

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

	Onerous ontracts	Warranties	After-sales service	Total
Balance at January 1, 2021	\$ 189,224	140,539	150,803	480,566
Addition	-	34,705	12,553	47,258
Realized	-	(13,761)	(7,534)	(21,295)
Reversal	(65,881)	(28,821)	-	(94,702)
Effect of exchange rate changes	 (984)			(984)
Balance at December 31, 2021	\$ 122,359	132,662	155,822	410,843

#### (i) Onerous contract

Total future construction cost is likely to surpass total contract revenue with adopting IFRS 15 that the Group would evaluate onerous contract based on IAS 37 Provision, Contingent Liabilities and Contingent Assets.

#### (ii) Warranties

The provision for warranties and after sales service relates mainly to construction contracts and sales premises for the years ended December 31, 2022 and 2021. The provision is based on estimates made from historical warranty data associated with similar products and services. The Group expects to settle the majority of the liability within one to five years after the construction completed.

## (t) Operating leases

The Group has classified some leases as operating, because it does not transfer substantially all of the risk and rewards incidental to the ownership of the assets. Please refer to Note 6(1) set out information about the operating leases of investment properties.

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

	December 31, 2022		December 31, 2021	
Less than one year	\$	203,837	197,549	
Between one and five years		618,167	231,618	
More than five years		1,605,440	62,655	
Total undiscounted lease payments	\$	2,427,444	491,822	

For the years ended December 31, 2022 and 2021, the rental revenue of investment properties was \$221,992 thousand and \$184,748 thousand, respectively.

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

Repair and maintenance expenses arising from investment properties (recognized as rental costs) were as follows:

	 2022	2021
Expenses that generated rental revenue	\$ 5,902	6,191
Expenses unrelated to the derivation of rental revenue	 12	35
	\$ 5,914	6,226

### (u) Long-term accounts payable

The Group established subsidiaries in the United States in 2017.

Due to the agreements entered into by the Group with its prior shareholders, the Group will have to pay after the completion of the construction projects of its subsidiaries. Unpaid amount to December 31, 2022 and 2021, are \$129,267 thousand and \$311,400 thousand, respectively.

#### (v) Employee benefits

## (i) Defined benefit plan

	December 31, 2022		December 31, 2021	
Present value of defined benefit obligations	\$	531,007	576,057	
Fair value of plan assets		(413,566)	(374,083)	
Recognized as other payables		(14)	(25,821)	
Net defined benefit liability	\$	117,427	176,153	

The Group established the pension fund account for the defined benefit plan in Bank of Taiwan. The plan, under the Labor Standards Law, provides benefits based on an employee's length of service and average monthly salary for six-month period prior to retirement.

# 1) Composition of plan assets

The Group allocates pension funds in accordance with the Regulations for Revenues, Expenditures, Safeguard and Utilization of the Labor Retirement Fund, and such funds are managed by the Bureau of Labor Funds, Ministry of Labor. With regard to the utilization of the funds, minimum earnings in the annual distributions shall be no less than the earnings attainable from two-year time deposits with interest rates offered by local banks.

The Group's Bank of Taiwan labor pension reserve account balance amounted to \$420,825 thousand. The fair value of labor pension reserve account was adjusted to \$413,566 thousand because the Group claimed that the pension reserve account was expected to pay \$7,259 thousand. The information related to the pension fund includes the asset allocation and yield of the fund. Please refer to the website of the Bureau of Labor Fund, Ministry of Labor.

# **Notes to the Consolidated Financial Statements**

# 2) Movements in present value of the defined benefit obligations

			2022	2021
	Defined benefit obligation, January 1	\$	576,057	561,775
	Current service costs and interest		6,010	8,413
	Remeasurements of the net defined benefit liability (asset)			
	<ul> <li>Actuarial gain arose from changes in demographic assumption</li> </ul>		-	10,062
	<ul> <li>Actuarial gain arose from changes in financial assumption</li> </ul>		(27,545)	32,591
	—Experience adjustment		14,176	(17,135)
	Benefits paid by the plan		(37,691)	(19,649)
	Defined benefit obligation, December 31	\$	531,007	576,057
3)	Movements of defined benefit plan assets			
			2022	2021
	Fair value of plan assets, January 1	\$	374,083	362,291
	Interest revenues		2,025	2,899
	Remeasurements of the net defined benefit liabilit (asset)	y		
	-Return on plan assets (excluding interest)		29,885	3,498
	Contributions made		32,216	24,991
	Benefits paid by the plan		(24,643)	(19,596)
	Fair value of plan assets, December 31	\$	413,566	374,083
4)	Expenses recognized in profit or loss			
			2022	2021
	Current service costs	\$	3,040	3,882
	Net interest on net defined benefit liability (asset)		945	1,632
		\$	3,985	5,514
	Operating costs	\$	1,273	1,979
	Administrative expenses		2,712	3,535
		\$	3,985	5,514

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

5) Remeasurement of the net defined benefit liability (asset) recognized in other comprehensive income

	 2022	2021
Accumulated amount, January 1	\$ 99,856	77,836
Recognized during the period	 (43,254)	22,020
Accumulated amount, December 31	\$ 56,602	99,856

## 6) Actuarial assumptions

The principal actuarial assumptions at the reporting date were as follows:

	2022.12.31	2021.12.31
Discount rate	1.4%	0.55%
Future salary increase rate	3.25%	3.25%

The Group is expected to make a contribution payment of \$25,381 thousand to the defined benefit plans for the one year period after reporting date.

The weighted-average lifetime of the defined benefit plan is 1.92 to 10.59 years.

## 7) Sensitivity Analysis

When calculating the present value of the defined benefit obligations, the Group uses judgments and estimations to determine the actuarial assumptions, including discount rates and future salary changes, as of the financial statement date. Any changes in the actuarial assumptions may significantly impact the amount of the defined benefit obligations.

As of December 31, 2022 and 2021, the changes in the principal actuarial assumptions will impact the present value of the defined benefit obligation were as follows:

	Impact on the defined benefit obligations		
	Increase	Decrease	
December 31, 2022			
Discount (change by 0.25%)	(0.35)%~(1.54)%	0.36%~1.58%	
Future salary increase (change by 1.00%)	1.63%~5.53%	(1.57)%~(5.09)%	
December 31, 2021			
Discount (change by 0.25%)	(0.34)%~(1.78)%	0.34%~1.84%	
Future salary increase (change by 1.00%)	1.53%~6.70%	(1.46)%~(6.16)%	

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

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions remain constant, would have affected the defined benefit obligation by the amounts shown above. The method used in the sensitivity analysis is consistent with the calculation of the pension liabilities in the balance sheets.

The analysis is performed on the same basis for prior year.

#### (ii) Defined contribution plan

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

The pension incurred from the contributions to the Bureau of the Labor Insurance amounted to \$65,989 thousand and \$57,932 thousand for the years ended December 31, 2022 and 2021, respectively.

#### (w) Income Tax

#### (i) Income tax expenses

		2022	2021
Current income tax expenses			
Current period	\$	192,584	179,867
Land value increment tax		97,174	107,245
Surtax on unappropriated earnings		12,051	12,027
Adjustment for prior periods		(110,454)	(6,007)
		191,355	293,132
Deferred income tax expense			
Origination and reversal of temporary differences		37,215	25,671
Income tax expenses	\$	228,570	318,803
(ii) Income tax recognized in other comprehensive (loss) i	ncome:		
		2022	2021
Items that will not be reclassified to profit or loss			
Remeasurement from defined benefit plans	\$	(10,814)	5,505

# **Notes to the Consolidated Financial Statements**

# (iii) The reconciliation of income tax expense and income before tax were as follows:

		2022	2021
Income before tax	<b>\$</b>	2,817,571	2,186,073
Income tax expense at domestic statutory tax rate	\$	563,514	437,214
Effect of difference tax rates on foreign countries		(5,297)	(920)
Tax-exempt income		(287,268)	(184,089)
Investment gain accounted for using equity method		(1,214)	(678)
Recognize taxable loss from prior period		(204,682)	(63,668)
Current tax loss from unrecognized deferred tax assets		6,121	10,093
Adjustment for prior periods		(110,454)	(6,007)
Surtax on unappropriated earnings		12,051	12,027
Land value increment tax		97,174	107,245
Income basic tax		5,620	3,813
Temporary deductible difference from unrealized		170,002	(19,101)
deferred tax assets			
Others		(16,997)	22,874
Total	\$	228,570	318,803

#### (iv) Deferred tax assets and liabilities

# 1) Unrecognized deferred tax assets:

	December 31, 2022		December 31, 2021	
Deductible temporary difference	\$	245,994	204,206	
Tax loss		221,941	417,235	
	\$	467,935	621,441	

In accordance with the R.O.C. Income Tax Act, net losses for prior ten years assessed by the tax authorities were deducted from current profit and the assessed. As a result of such items unrecognized as deferred tax assets, the Group is not likely to have enough taxable income for temporary difference.

# **Notes to the Consolidated Financial Statements**

As of December 31, 2022, the Group's estimated unused loss carry forwards was as follows:

Years of loss	Unu	sed tax loss	Year of expiry
2015 (assessed)	\$	988,882	2025
2016 (assessed)		11,423	2026
2017 (assessed)		54	2027
2018 (declared)		103	2028
2019 (assessed)		131	2029
2020 (declared)		44	2030
2021 (declared)		90	2031
2022 (estimated)		6,586	2032
	\$	1,007,313	

# 2) Recognized deferred tax assets and liabilities:

Deferred tax assets:

	Others
Balance at January 1, 2022	\$ 38,470
Current tax expense	(17,171)
Effect of exchange rate changes	198
Balance at December 31, 2022	\$ <u>21,497</u>
Balance at January 1, 2021	\$ 35,066
Current tax expense	3,456
Effect of exchange rate changes	(52)
Balance at December 31, 2021	\$38,470
Deferred tax liabilities:	
	Others
Balance at January 1, 2022	\$ 130,819
Current tax expense	20,044
Balance at December 31, 2022	\$ <u>150,863</u>
Balance at January 1, 2021	\$ 101,692
Current tax expense	29,127
*	

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

### (v) Status of approval of income tax

- 1) The Company's income tax returns for the year up to 2019 have been assessed by the tax authorities. (Not yet assessed for 2018)
- 2) The Group's income tax returns have been assessed by the tax authorities were as follows:

Year of assessed	Company
2019	CEC (Not yet assessed for 2018), CDC (Not yet assessed for 2018), and HDEC
2020	SDC, BWC, LHC, PDC, NSC, and CCD

#### (x) Capital and other equity

As of December 31, 2022 and 2021, the total value of nominal authorized ordinary shares amounted to \$10,000,000 thousand. Face value of each share is \$10, which means in total there were 1,000,000 thousand ordinary shares, of which 823,216 thousand shares, were issued and paid upon issuance.

## (i) Capital surplus

	December 31, 2022		December 31, 2021
Premiums from issuance of share capital	\$	6,397,913	6,397,913
Treasury stock transactions		406,518	406,518
Change on subsidiaries equity		12,767	12,767
	\$	6,817,198	6,817,198

- 1) The Company was established on April 8, 2010, it became the holding company of CEC via a share swap. The net equity of CEC's stock in excess of par value of the Company's stock was \$7,368,919 thousand, this amount was credited to capital surplus. In 2011, the Company used capital surplus to distribute Year 2010 cash dividends for an amount of \$504,695 thousand.
- 2) In accordance with the R.O.C. Company Act, the realized capital surplus can only be reclassified as share capital or distributed as cash dividends after offsetting losses. The aforementioned capital surplus includes share premiums and donation gains. In accordance with the Securities Offering and Issuance Guidelines, the amount of capital surplus to increase share capital shall not exceed 10% of the actual share capital amount.

#### (ii) Retained earnings

In accordance with the Company's articles of incorporation, net income of the current period should firstly be offset against losses in the previous years and income tax, then with 10% of which be appropriated as legal reserve. The appropriation for legal reserve is discontinued when the balance of the legal reserve equals the total authorized capital. In addition, special reserve will be appropriated base on operating requirements and regulations. The remaining net income plus the undistributed earnings shall be distributed according to the distribution plan. If the Company incurs no accumulated deficit, a minimum of 30% of the amount of shareholders' dividends shall be distributed based on the net earnings, and at least 30% of the total dividends shall be distributed in cash.

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

The distribution plan shall issue new shares, which should be proposed by the Board of Directors and submitted to the shareholders' meeting for approval, and pay cash dividends which should be adopted by a majority votes of the directors present at the board meeting attended by two-thirds of the directors, thereafter, to be reported at the shareholders' meeting.

## 1) Legal Reserve

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

#### 2) Special Reserve

The Company applied the exemptions at the first-time adoption of IFRSs and increased its retained earnings by \$4,448,666 thousand, which were resulted from unrealized revaluation increments, exchange differences on translation of foreign financial statements, and the fair value of investment properties being used as the cost on initial recognitions at the transition date, as well as the amount of \$2,592,640 thousand being appropriated to special reserve according to Ruling issued by the FSC. The aforementioned special reserve may be reversed in proportion with the usage, disposal, or reclassification of the related assets, and then, be distributed afterwards. As of December 31, 2022 and 2021, the special reserve related to all IFRSs adjustments amounted to \$2,262,233 thousand.

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

#### 3) Earnings distribution

The amounts of cash dividends on the appropriations of earnings for 2021 and 2020 had been approved during the board meeting on March 15, 2022, and March 16, 2021, respectively. The other distributions on the appropriations of earnings for 2021 and 2020 had been approved during the shareholders' meeting on June 9, 2022 and July 30, 2021, respectively. The relevant dividend distributions to shareholders were as follows:

		2021		202	20	
	Amour per sha	-	Total Amount	Amount per share	Total Amount	
Dividends distributed to common shareholders:						
Cash	\$	1.68	1,383,003	1.40	1,152,502	

# **Notes to the Consolidated Financial Statements**

# (iii) Other equity

	diff tra f	exchange ferences on nslation of foreign inancial atements	gains (losses) from financial assets measured at fair value through other comprehensive income	Gains (losses) on hedging instruments	Total
Balance at January 1, 2022	\$	(969,251)	1,228,678	(16,124)	243,303
Exchange differences on foreign operations		274,101	-	-	274,101
Unrealized gains from financial assets measured at fair value through other comprehensive income		-	(88,559)	-	(88,559)
Change in fair value of hedging instrument		-		14,575	14,575
Balance at December 31, 2022	\$	(695,150)	1,140,119	(1,549)	443,420
Balance at January 1, 2021	\$	(865,391)	946,889	(17,289)	64,209
Exchange differences on foreign operations		(103,860)	-	-	(103,860)
Unrealized gains from financial assets measured at fair value through other comprehensive income		-	281,789	-	281,789
Change in fair value of hedging instrument		-		1,165	1,165
Balance at December 31, 2021	\$	(969,251)	1,228,678	(16,124)	243,303

Unrealized

# (y) Earnings per share

## (i) Basic earnings per share

The details on the calculation of basic earnings per share as of December 31, 2022 and 2021 was based on net income attributable to ordinary shareholders of the Company amounted to \$2,888,392 thousand, and \$1,826,298 thousand, respectively; and the weighted average number of ordinary shares outstanding of 823,216 thousand. The related calculations are as follows:

## 1) Net income attributable to ordinary shareholders

		2022	2021
	Net income attributable to ordinary shareholders	\$ 2,888,392	1,826,298
2)	Weighted average number of ordinary shares		
		2022	2021
	Weighted average number of ordinary shares, at	823,216	823,216
	December 31	 	

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

## (ii) Diluted earnings per share

The details on the calculation of diluted earnings per share as of December 31, 2022 and 2021 was based on net income attributable to ordinary shareholders of the Company amounted to \$2,888,392 thousand and \$1,826,298 thousand, respectively; and the weighted average number of ordinary shares outstanding after adjusting the effects of all dilutive potential ordinary shares of 823,826 thousand and 823,669 thousand, respectively. The related calculations are as follows:

## 1) Net income attributable to ordinary shareholders

	2022	2021
Net income attributable to ordinary shareholders	\$ 2,888,392	1,826,298

## 2) Weighted average number of ordinary shares (Diluted)

	2022	2021
Weighted average number of ordinary shares (Basic)	823,216	823,216
Effect of the employee share bonuses	610	453
Weighted average number of ordinary shares (Diluted) at December 31	823,826	823,669

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

# (i) Disaggregation of revenue

	2022				
	_	onstruction ngineering	Real Estate Development	Environmental Project Development & Water Treatment	Total
Primary geographical markets:					
Taiwan	\$	17,715,925	8,921,110	4,705,061	31,342,096
Other		286,224	517,283		803,507
	\$	18,002,149	9,438,393	4,705,061	32,145,603
Main products:					
Construction engineering	\$	17,836,457	-	-	17,836,457
Environmental project development & water treatment		-	-	4,705,061	4,705,061
Real estate revenue		-	8,986,911	-	8,986,911
Rental revenue		30,622	191,370	-	221,992
Other		135,070	260,112		395,182
	\$	18,002,149	9,438,393	4,705,061	32,145,603

# **Notes to the Consolidated Financial Statements**

	2021				
	_	onstruction Ingineering	Real Estate Development	Environmental Project Development & Water Treatment	Total
Primary geographical markets:					
Taiwan	\$	14,905,619	7,072,889	3,527,495	25,506,003
Other	_	359,799	978,506		1,338,305
	\$	15,265,418	8,051,395	3,527,495	26,844,308
Main products:					
Construction engineering	\$	15,220,448	-	-	15,220,448
Environmental project development & water treatment		-	-	3,527,495	3,527,495
Real estate revenue		-	7,796,321	-	7,796,321
Rental revenue		31,516	153,232	-	184,748
Other	_	13,454	101,842		115,296
	<b>\$</b>	15,265,418	8,051,395	3,527,495	26,844,308

# (ii) Contract balances

	De	ecember 31, 2022	December 31, 2021	<b>January 1, 2021</b>
Notes receivable	\$	12,087	325,540	853,226
Accounts receivable (including long- term accounts receivable)		7,760,058	8,596,773	7,843,707
Less: Allowance for impairment	_			
Total	<b>\$</b>	7,772,145	8,922,313	8,696,933
Contract assets-construction engineering	\$	2,174,604	1,481,752	1,468,720
Contract assets-retention receivables	_	3,740,327	2,862,303	2,423,379
Total	<b>\$</b>	5,914,931	4,344,055	3,892,099
Contract liabilities-construction engineering	\$	4,495,600	4,581,006	3,858,104
Contract liabilities-environment project development & water treatment		212,529	113,145	254,880
Contract liabilities-advance real estate receipts		2,798,043	4,061,925	4,002,780
Contract liabilities-advance rent receipts	_	2,192	4,199	5,525
Total	\$	7,508,364	8,760,275	8,121,289

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

- 1) Please refer to Note 6(e) for the accounts receivable and allowance for impairment.
- 2) Please refer to Note 6(s) for the onerous contracts.
- 3) The amounts of revenue recognized for the years ended December 31, 2022 and 2021 that were included in the contract liability balance at the beginning of the year were \$2,277,254 thousand and \$1,080,907 thousand, respectively.
- 4) Please refer to Note 9 for the amounts of the above contracts.

#### (aa) Remuneration for employees and directors

Based on the Company's articles of incorporation, remuneration for employees and directors is appropriated at the rate of 0.5% and a rate no more than 0.5%, respectively, of the income before tax. The Company should make up its prior years' accumulated deficit before any appropriation of profits. Employees of subsidiaries may also be entitled to the employee remuneration of the Company, which can be settled in the form of cash or stock.

For the years ended December 31, 2022 and 2021, the Company estimated its employee remuneration to be \$14,764 thousand and \$9,774 thousand and its director's remuneration to be \$0. The estimated amounts mentioned above are calculated based on income before tax, excluding the remuneration to employees and directors of each period, multiplied it by the percentage of remuneration to employees and directors as specified in the Company's articles. These remunerations were expensed under operating expenses during 2022 and 2021. The amounts, as stated in the parent company only financial statements, are identical to those of the actual distributions for the years ended December 31, 2022 and 2021. Related information would be available at the Market Observation Post System website.

## (ab) Non-operating income and expenses

#### (i) Interest income

			2022	2021
	Interest income from bank deposits	\$	37,060	27,478
	Other interest income		10,105	10,143
		\$	47,165	37,621
(ii)	Other income			
			2022	2021
	Dividend income	\$	126,094	115,045
	Other income-other		29,423	45,610
	Income from counter-party default		-	487
	Gain on overdue payables written off		5,000	4,856
		S	160.517	165,998

2022

2021

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

## (iii) Other gains and losses

	2022	2021
Net (losses) gains on disposals of property, plant and equipment	\$ (634)	4,034
Net gains on disposals of investment properties	-	2,783
Net foreign exchange gains (losses)	65,528	(88,153)
Gains on financial assets at fair value through profit or loss	462,553	-
Impairment losses	(622,889)	-
Other	 (68,826)	(86)
	\$ (164,268)	(81,422)
Financial costs		
	2022	2021
Interest expenses-borrowings	\$ 609,103	496,997
Interest expenses-bonds payables (including amortization expenses)	24,392	24,096

## (ac) Financial instruments

(iv)

#### (i) Credit risk

## 1) Credit risk exposure

Less: capitalized interest

Interest expenses-lease liabilities

As of December 31, 2022 and 2021, the Group's maximum credit risk exposure resulting from un-collectability of accounts receivable from transaction parties and financial losses from offering financial guarantee was as follows:

2,317

(146,334)

- The book value of financial assets and contract assets recognized on the balance sheet; and
- The financial guarantee provided by the Group amounted to \$3,617,675 thousand and \$\$1,900,000 thousand, respectively.

3,379

(281,600)

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

#### 2) Credit risk concentrations

Clients of the Group are concentrated in the real estate development industry and government entities. To minimize credit risks, the Group assesses the financial positions of the clients periodically and requests collateral or guarantees if necessary. The Group also evaluates the collectability of receivables and the provision for doubtful accounts on a regular basis. The relevant losses on bad debts are generally under the Group's expectation.

#### 3) Receivables of credit risk

Please refer to note 6(e) for the credit risk exposure of notes receivable, accounts receivable and long-term accounts receivable.

Other financial assets at amortized cost includes other receivables.

All of these financial assets are considered to have low risk, and thus the impairment provision recognized during the period was limited to 12 months expected losses. There were no recognition or reversal of impairment losses for the years ended December 31, 2022 and 2021.

#### (ii) Liquidity risk

The Group manages and maintains appropriate positions of cash and cash equivalents, as well as the resources of funding which are adequate and cost-effective to ensure that it has sufficient liquidity to meet its operation requirements for at least 12 months in the future.

The followings 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	1-5 years	More than 5 years
<b>December 31, 2022</b>						
Non-derivative financial liabilities						
Secured loans	\$	17,285,857	20,578,024	3,030,037	14,733,052	2,814,935
Unsecured loans		8,974,000	9,286,837	5,314,810	3,972,027	-
Short-term notes and bills payable		436,000	436,000	436,000	-	-
Bonds payable		1,997,832	2,044,000	11,000	2,033,000	-
Accounts and notes payable		6,093,149	6,093,149	3,595,179	2,278,908	219,062
Other payables		1,759,356	1,759,356	745,502	1,013,853	1
Guarantee deposit received		130,006	130,006	30	64,903	65,073
Long-term accounts payable		129,267	129,267	-	129,267	-
Lease liabilities	_	148,418	154,173	93,983	55,411	4,779
	\$_	36,953,885	40,610,812	13,226,541	24,280,421	3,103,850

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

		Carrying amount	Contractual cash flows	Within 1 year	1-5 years	More than 5 years
December 31, 2021						
Non-derivative financial liabilities						
Secured loans	\$	16,288,825	17,568,138	7,874,116	5,943,914	3,750,108
Unsecured loans		5,072,473	5,285,409	563,708	4,721,701	-
Bonds payable		1,997,110	2,055,000	11,000	2,044,000	-
Accounts and notes payable		6,989,726	6,989,726	4,908,388	1,930,855	150,483
Other payables		1,936,715	1,936,715	689,522	1,246,426	767
Guarantee deposit received		142,738	142,738	-	65,616	77,122
Long-term accounts payable		311,400	311,400	-	311,400	-
Lease liabilities	_	131,095	134,632	74,761	55,092	4,779
	\$	32,870,082	34,423,758	14,121,495	16,319,004	3,983,259

The Group is not expecting that the cash flows included in the maturity analysis could occur significantly earlier or at significantly different amounts.

## (iii) Currency risk

## 1) Exposure to currency risk

	December 31, 2022			December 31, 2021			
F:	Foreign urrency	Exchange rate	NTD	Foreign currency	Exchange rate	NTD	
Financial Assets							
Monetary items							
USD: NTD	\$ 112,816	30.7100	3,464,577	87,201	27.6800	2,413,721	
HKD: NTD	7,756	3.9380	30,542	32,469	3.5490	115,234	
MYR : NTD	123,417	7.0050	864,533	111,842	6.6415	742,797	
USD: MYR	2,464	4.3900	75,673	1,125	4.1650	31,151	
EUR: NTD	431	32.7200	14,097	95	31.3200	2,995	
Financial Liabilities							
Monetary items							
USD: MYR	22,650	4.3900	695,582	21,950	4.1650	607,576	

## 2) Sensitivity analysis

The Group's exchange rate risk comes mainly from currency exchange gains and losses on the translation of the foreign cash and cash equivalents, accounts receivable, other receivables, borrowings, accounts payable, other payables, etc. A strengthening (weakening) of 1% of the NTD against foreign currencies for the years ended December 31, 2022 and 2021 would have increased or decreased the income before tax by \$24,549 thousand and by \$24,688 thousand, and the equity by \$12,989 thousand and \$2,295 thousand due to cash flow hedges, respectively. The analysis assumes that all other variables remain constant and is performed on the same basis for prior year.

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

#### 3) Foreign exchange gains or losses of monetary items

Since the Group has many kinds of functional currency, the information on foreign exchange gain (loss) on monetary items is disclosed by total amount. For the years ended December 31, 2022 and 2021, foreign exchange gain (loss) (including realized and unrealized portions) amounted to \$65,528 thousand and \$(88,153) thousand, respectively.

# (iv) Interest rate risk

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

The following sensitivity analysis is based on the risk exposure in interest rates on the derivative and non-derivative financial instruments on the reporting date.

Regarding liabilities with variable interest rates, the analysis is based on the assumption that the amount of liabilities outstanding at the reporting date was outstanding throughout the year.

If the interest rate increases or decreases by 1%, the Group's income before tax will decrease or increase by \$193,317 thousand and \$191,334 thousand for the years ended December 31, 2022 and 2021, respectively, with all other variable factors remain constant. This is mainly due to the Group's borrowing at variable rates.

#### (v) Other market price risk

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:

	2022			2021		
	Other	Other		Other	_	
Price of securities at	comprehens	ive	comprehensive			
the reporting date	Income after	tax 1	Net Income	Income after tax	Net Income	
Increase 1%	\$ 19	9,843	8,551	20,729	4,850	
Decrease 1%	\$(19	<u>9,843</u> ) _	(8,551)	(20,729)	(4,850)	

#### (vi) Fair value of financial instruments

## 1) Categories and fair value of financial instruments

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:

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

	December 31, 2022						
			Fair Value				
	_	Carrying amount	Level 1	Level 2	Level 3	Total	
Financial assets at fair value through profit or loss							
Unlisted common shares	\$_	1,068,858			1,068,858	1,068,858	
Financial assets for hedging	\$_	1,299,684	1,299,684			1,299,684	
Financial assets at fair value through other comprehensive income							
Listed common shares	\$	1,323,329	1,323,329	-	-	1,323,329	
Unlisted common shares	_	660,980			660,980	660,980	
Subtotal	\$_	1,984,309	1,323,329		660,980	1,984,309	
Total	\$_	4,352,851	2,623,013		1,729,838	4,352,851	
	_	_	Dece	mber 31, 202	21		
				Fair '	Value		
		Carrying amount	Level 1	Level 2	Level 3	Total	
Financial assets at fair value through profit or loss							
Unlisted common shares	\$_	606,305			606,305	606,305	
Financial assets for hedging	\$_	230,228	230,228			230,228	
Financial assets at fair value through other comprehensive income							
Listed common shares	\$	1,410,525	1,410,525	-	-	1,410,525	
Unlisted common shares	_	662,343			662,343	662,343	
Subtotal	_	2,072,868	1,410,525		662,343	2,072,868	
Total	<b>\$</b> _	2,909,401	1,640,753		1,268,648	2,909,401	
Financial liabilities for hedging	\$_	64	64			64	

2) Valuation techniques for financial instruments measured at fair value

A financial instrument is regarded as being quoted in an active market if quoted prices are readily and regularly available from an exchange, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Measurements of financial instrument with an active market are as follows:

• Listed stock are financial assets which have standard provision and trade in an active market, and their fair value are determined by market quoted price respectively.

Measurements of fair value of financial instruments without an active market are based on a valuation technique. Fair value measured by a valuation technique can be extrapolated from similar financial instruments, the discounted cash flow method, or other valuation technique including a model using observable market date at the reporting date.

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

Measurements of financial instrument without an active market are as follows:

- Equity instruments without quoted price: The Group extrapolated fair value by present earning value method. The main assumption is cash flow from future earnings based on investors' expectation, and the cash flow is discounted by rate of return which is based on the time value of currency and investment risk.
- Equity instruments without quoted price: The Group extrapolated fair value by market approach. The main assumption is surplus multiplier based on comparable quoted market price. The estimates include adjustments of lack of market liquidity.
- 3) Transfer between Levels

There were no transfers of levels for the years ended December 31, 2022 and 2021.

4) The movement of Level 3

	fair p	value though rofit or loss on-derivative	Financial assets at fair value through other comprehensive income		
	fin manda at fai p	ancial assets atorily measured r value through rofit or loss	Equity instruments without quoted market price		
Balance at January 1, 2022	\$	606,305	662,343		
In other comprehensive income		-	(1,363)		
Recognized in income		462,553			
Balance at December 31, 2022	\$	1,068,858	660,980		
Balance at January 1, 2021	\$	606,305	609,829		
In other comprehensive income			52,514		
Balance at December 31, 2021	\$	606,305	662,343		

Total gains and losses were as follows:

	2022	2021
Total gains or losses		
Recognized in profit or loss (recognized as "other gains and losses")	\$ 462,553	-
Recognized in other comprehensive income (recognized as "unrealized gains or losses from financial assets at fair value through other comprehensive income")	(1,363)	52,514

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

5) Quantified information for significant unobservable inputs (Level 3) used in fair value measurement

The Group's financial instruments that use Level 3 inputs to measure fair value include "financial assets at fair value through profit or loss – equity investments" and "financial assets at fair value through other comprehensive income—equity investments".

The fair value measurement was categorized as Level 3 in the hierarchy of equity instruments without active market has several significant unobservable inputs. The significant unobservable inputs of equity instruments without an active market are not related because they are independent from each other.

Item	Valuation Technique	Significant unobservable input	Relationship between input and fair value
Financial assets at fair value through profit or loss-equity investments without an active market	Discounted cash flow method	· Return on equity (December 31, 2022 and 2021 were 12.4176% and 8.4014%, respectively)	· The higher the return of equity, the lower the fair value.
Financial assets at fair value through other comprehensive income-equity investments without	Market Method	• The multiplier of price-to- earnings ratio (December 31, 2022 and 2021 were 16.38 and 15.80, respectively)	• The higher multiplier of price-to-earnings ratio, the higher the fair value.
an active market		· Market illiquidity discount (December 31, 2022 and 2021 were 75% and 80%, respectively)	· The higher market illiquidity discount, the lower the fair value.
Financial assets at fair value through other comprehensive income-equity	Income Method	• The growth rate of earnings- per-share (December 31, 2022 and 2021 were 0%)	• The higher the growth rate of earnings-per- share, the higher the fair value.
investments without an active market	estments without capital (December 31, 202		• The higher the weighted average cost of capital, the lower the fair value.

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

6) Fair value measurements in level 3 - sensitivity analysis of reasonable possible alternative assumptions

The valuation for Level 3 financial instruments is reasonable. However, the result may change if applying different evaluation model or parameter. For fair value measurements in level 3, changing one or more assumptions would have the following effects:

		Change		Profit	or loss		prehensive ome
	Input	up or down	_	Favorable change	Unfavorable change	Favorable change	Unfavorable change
December 31, 2022							
Financial assets at fair value through profit or loss							
Equity instruments without an active market	Return on equity	1%	\$	3,239	(3,221)	-	-
Financial assets at fair value through other comprehensive income							
Equity instruments without an active market	Market liquidity discount	5%	\$	-	-	43,865	(43,865)
Equity instruments without an active market	Weighted average cost of capital	1%	\$	-	-	133	(126)
December 31, 2021							
Financial assets at fair value through profit or loss							
Equity instruments without an active market	Return on equity	1%	\$	1,165	(1,160)	-	-
Financial assets at fair value through other comprehensive income							
Equity instruments without an active market	Market liquidity discount	5%	\$	-	-	41,249	(41,249)
Equity instruments without an active market	Weighted average cost of capital	1%	\$	-	-	105	(99)

The favorable and unfavorable effects represent the changes in fair value, and fair value is based on a variety of unobservable inputs calculated using the valuation technique. The analysis above only reflects the effects of changes in a single input, and it does not include the interrelationships with another input.

# (ad) Financial risk management

#### (i) Overview

The Group is exposed to the following risks from its financial instruments:

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

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

According to the exposed risks stated above, the following notes are the objectives, policies and procedures of the risk measurement and management of the Group.

#### (ii) Risk management framework

- 1) The daily operation of the Group is affected by multiple financial risks, including credit risk, liquidity risk and market risk. The overall risk control policy focuses on unpredictable events in financial market and seeks reduction of potential adverse impact on financial status and financial performance.
- 2) The Group's finance department implements risk management in accordance with the policy approved by the Board of Directors. The Group's financial department works to identify, assess and minimize various financial risks.

#### (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 investment securities.

#### 1) Accounts receivables and other receivables

Clients of the Group's Construction Engineering and Environmental project Development & Water Treatment are concentrated in the real estate development industries and government entities. To minimize credit risks, the Group reviews the financial positions of the clients periodically and requests collateral or guarantees if necessary. The Group also evaluates the collectability of receivables and provides an allowance for doubtful accounts on a regular basis. The relevant losses on bad debts are generally under the Group's expectation.

The Group's Real Estate Development is mainly affected by its client. Accounts receivable generated by selling real estate has a lower credit risk since the payment is completed by the masses with transferring, check and bank financing of real estate.

The Group discloses the estimation of accounts receivable's, other receivables' and investments' loss with allowance for bad debt account. Allowance for bad debt 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) Investment

The credit risk exposure in the bank deposits, fixed income investments and other financial instruments are measured and monitored by the Group's finance department. Since the Group's transactions are with the banks, financial institutions, corporate organizations and government agencies, with good credit ratings, there are no noncompliance issues and therefore no significant credit risk.

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

#### 3) Guarantee

As of December 31, 2022 and 2021, the Group's construction guarantee for other construction company amounted to \$9,358,000 thousand.

#### (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 manage liquidity is to ensure, as far as possible, that it always have 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

As of December 31, 2022 and 2021, the Group has unused credit limit for \$28,588,481 thousand and \$25,675,000 thousand, respectively.

#### (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.

#### 1) Currency risk

The Group is exposed to currency risk on purchases that are denominated in a currency other than the functional currency of the Group's entities, primarily New Taiwan Dollars (NTD), USD, Hong Kong Dollars (HKD), Macau Pataca (MOP), India Rupee (INR) and Malaysia Ringgit (MYR), etc. The respective entities use in these transactions are denominated in NTD, EUR, JPY, USD, HKD, MOP, INR, and MYR.

The interest is denominated in the currency used in the borrowings. Generally, borrowings are denominated in currencies that match with the cash flows generated by the underlying operations of the Group, primarily NTD, USD, and MYR

The Group's investments in its subsidiaries and associates are not hedged.

## 2) Interest rate risk

As of December 31, 2022 and 2021, financial liabilities exposed to cash flow interest rate risk are amounted to \$11,469,845 thousand and \$11,962,386 thousand, respectively. Since the Group's long-term borrowings are floating rates, the changes in effective interest rate of the long-term borrowings will affect the Group's future cash flow.

#### 3) Other market price risk

The Group is exposed to equity price risk due to the investments in equity securities. This is a strategic investment and is not held for trading.

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

#### (ae) Capital Management

The Group meets its objectives of 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, reduce the capital for redistribution to shareholders, issue new shares or sell assets to settle any liabilities.

The Group uses the debt-to-equity ratio to manage capital. This ratio is using 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 includes capital stock, capital surplus, retained earnings, other equity and non-controlling interests, plus, net debt.

The Group's debt to equity ratio as of December 31, 2022 and 2021 were as follows:

	D	ecember 31, 2022	December 31, 2021
Total liabilities	\$	45,668,793	42,611,354
Less: cash and cash equivalents		(5,822,416)	(5,206,556)
Net debt		39,846,377	37,404,798
Total equity		29,381,449	27,778,293
Adjusted capital	\$	69,227,826	65,183,091
Debt to equity ratio	_	57.56%	57.38%

#### (af) Non-cash investing and financing activities

- (i) Please refer to Note 6(k) for the acquisition right-of-use assets by leasing.
- (ii) Reclassification of prepayments for business facilities to property, plant and equipment.

	2022	2021
Prepayments for business facilities reclassified to property, plant and equipment	\$ -	257,021
Investment properties reclassified to property, plant and equipment	-	1,829,660
Inventories reclassified to property, plant and equipment	 (4,946,447)	
	\$ (4,946,447)	2,086,681

# **Notes to the Consolidated Financial Statements**

(iii) Reconciliation of liabilities arising from financing activities were as follow:

			Nor	n-cash change	es	
Short-term borrowings	January 1, 2022 \$ 9.398.912	Cash flows 4.872.997	Foreign exchange movement 518,103	Other	Changes in lease payments	December 31, 2022 14,790,012
Long-term borrowings (including due within one	11,962,386	(528,875)	36,334	-	-	11,469,845
year) Lease liabilities	131,095	(94,949)	826	-	111,446	148,418
Bonds payable	1,997,110			722		1,997,832
Total liabilities from financing activities	\$ <u>23,489,503</u>	4,249,173	555,263	722	<u>111,446</u>	28,406,107
			Nor	ı-cash change	es	

			Non-cash changes			
	January 1, 2021	Cash flows	Foreign exchange movement	Other	Changes in lease payment	December 31, 2021
Short-term borrowings	\$ 10,024,080	(522,133)	(103,035)	-	-	9,398,912
Long-term borrowings (including due within one year)	11,886,454	100,376	(24,444)	-	-	11,962,386
Lease liabilities	164,536	(101,210)	(814)	-	68,583	131,095
Bonds payable		1,996,388		722		1,997,110
Total liabilities from financing activities	\$ <u>22,075,070</u>	1,473,421	(128,293)	722	68,583	23,489,503

#### (7) Related-party transactions

(a) Parent Group and Ultimate Controlling Party

Montrion Corporation is the parent company of the Group.

(b) Names and relationship with related parties

Name of related party	Relationship with the Group
CTCI-HDEC (Chungli) Corp. (CTCI-HDEC)	Investment for using equity method (Associate)
Fanlu Construction Industry Co., Ltd. (Fanlu)	Investment for using equity method (Associate)
Han-De Construction Co., LTD	Other related party
Wei-Dar Development Co., Ltd.	Other related party
Metropolis Property Management Corporation	Other related party
TSRC Corporation	Other related party
Doisy Trading Co., Ltd.	Other related party (Excluded on January 9, 2022)
WFV Corporation	Other related party
Hao Ran Foundation	Other related party
La Mer Corporation	Other related party

# **Notes to the Consolidated Financial Statements**

		Name of related party	Relationship with the Group					
	Chang	g 00	Other related party (Excluded on January 9, 2022)					
	Chung	500	Other related party (Excluded on January 31, 2022)					
	Chian	g o	Other related party					
(c)	Other	related party transactions						
	(i)	Contracted construction						
			Total Contract Amount	Current	Accumulated			
		2022	(Before tax)	Amount	Amount			

2022		Amount Before tax)	Current Amount	Accumulated Amount
Associate (CTCI-HDEC)	\$	6,607,731	401,097	534,559
Associate (Fanlu)	\$	1,544,284	322,986	633,486
2021	_			
Associate (CTCI-HDEC)	\$	6,115,200		133,462
Associate (Fanlu)	\$	1,544,284	195,253	310,500

According to contracted construction regulations, the construction contract price is determined based on the budget of each construction, plus reasonable administrative handling fees. The amount shall be approved by the management team.

## (ii) Other operating revenues

	2022	2021
Associates	\$ 6,600	19,800
Other related parties	 5,795	3,600
	\$ 12,395	23,400

The Group provides engineering and project management consulting services to the related parties. The terms and pricing of transactions are not significantly difference from general transactions.

#### (iii) Purchases

	 2022	2021
Other related parties	\$ 4,085	10,902

The price and the payment term concluded with related parties are not significantly different to the price and payment term concluded with external third parties.

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

#### (iv) Contract Assets

	December 31, 2022	December 31, 2021
Associates	\$34,621	15,675

#### (v) Receivables from related parties

	Decei	December 31, 2021		
Accounts receivable-Other related parties	\$	32	3	
Other receivables-Other related parties		79	1,342	
Other receivables-Associates		2,214	584	
	\$	2,325	1,929	

#### (vi) Payables to related parties

	Decer 2	December 31, 2021		
Accounts payable-Other related parties	\$	337	337	
Other payables-Other related parties		92	1,441	
	\$	429	1,778	

#### (vii) Rental

### 1) Rental revenues

		2021		
Other related parties	\$	3,025	2,605	

The rental is in reference to the nearby rental market value for parking spaces, and is paid on a monthly basis.

#### 2) Rental costs

The Group leased an office building and a warehouse from other related parties. For the years ended December 31, 2022 and 2021, the Group recognized the amount of \$85 thousand and \$87 thousand as interest expenses, respectively. As of December 31, 2022 and 2021, the balance of lease liabilities amounted to \$18,981 thousand and \$3,835 thousand, respectively.

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

# (viii) Transaction of properties

In January and June, 2022, the Group sold transportation equipment to other related parties for \$4,238 thousand (before tax), and the losses on disposal of assets was \$784 thousand, for which the Group received the full amount.

# (ix) Endorsements and Guarantees

			Guarantee classification	D	December 31, 2022	December 31, 2021		
	Associate (CTCI-HDEC)		Guarantee for bank loans	\$	2,060,675	343,000		
	Asso	ociate (Fanlu)	Guarantee for bank loans		1,557,000	1,557,000		
				\$	3,617,675	1,900,000		
(x)	Oth	er						
	1)	Interest revenues						
					2022	2021		
		Associates		\$	2,316	2,315		
		Other related parties			8	9		
				\$	2,324	2,324		
	2)	Other expenses						
					2022	2021		
		Other related parties		\$	35,030	26,579		
	3)	Other income						
					2022	2021		
		Associates		\$	9,311	6,844		
		Other related parties			164	92		

- 4) On August 31, 2022 and April 20, 2021, the Group purchased 17,430,438 and 17,500,000 shares of Fanlu, which amounted to \$174,304 thousand and \$175,000 thousand, respectively.
- 5) On January 5, 2021, the Group purchased 49,000,000 shares of CTCI-HDEC amounted to \$490,000 thousand.

6,936

9,475

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

#### (d) Key Management Personnel Transaction

	2022		
Short-term employee benefits	\$	151,512	153,880

As of December 31, 2022 and 2021, the Group provides twelve vehicles at a cost of \$17,789 thousand and fourteen vehicles at a cost of \$21,457 thousand, respectively, for the key management personnel.

## (8) Pledged assets

Asset	Purpose of pledge	D	ecember 31, 2022	December 31, 2021		
Inventories (development corp.)	Loan collateral	\$	15,694,702	20,247,154		
Restricted deposits (other current assets)	Time deposits collateral		583,676	290,317		
Property, plant and equipment	Loan collateral and construction guarantee		8,047,783	2,899,951		
Investment properties, net	Loan collateral and construction guarantee		7,484,579	8,135,580		
Total		\$	31,810,740	31,573,002		

# (9) Significant commitments and contingencies

- (a) Major commitments were as follows:
  - (i) The Group's details of sales of completed construction and real estate were listed below:

	De	ecember 31, 2022	December 31, 2021		
Total sales of completed construction and real estate	\$	13,514,016	17,617,431		
Receipts based on the contracts	\$	2,798,043	4,061,925		

(ii) As of December 31, 2022 and 2021, the Group has entered into contracts for the purchase of land but for which it has not received the legal title amounted to \$542,322 thousand and \$959,177 thousand, within which, \$515,206 thousand and \$95,918 thousand had been paid.

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

(iii) Total price of the construction contracts entered into by the Group and the total collected/billed amounts according to the contract are listed below:

	December 31, 2022	December 31, 2021		
Total contract amount – NTD	170,518,410	157,199,612		
-INR	35,182,380	35,161,269		
-HKD	4,635,044	4,549,552		
-MOP	982,544	982,544		
-MYR	394,926	394,926		
Accumulated billing amount	117,310,051	119,597,504		

- (iv) As of December 31, 2022, and 2021, the Group provided the guarantees for contract performance and construction warranties to other construction companies, including jointly liable contracts amounted to \$9,358,000 thousand.
- (v) Service Concession agreements

The Group has entered into a service concession plan on sewage treatment with the government in the form of either a BOT project (Build-operate-transfer) or a wastewater reclamation and reuse BTO project (Build- transfer- operate). The primary terms of the contracts are summarized as follows:

- 1) During the project concession period, in accordance with the government's appointed service form, the Group (i) provides construction, operation and maintenance to the facilities for sewage treatment, and (ii) acquires the construction and operation right of the wastewater reclamation and reuse facilities as well as the sewage treatment facilities.
- 2) The Group has the right to use the aforesaid facilities and land to provide related sewage treatment services during the concession period, and obtains interest based on the price in the construction contract and price index.
- 3) The government will control and supervise the Group's service scope leveraged from the use of the facilities.
- 4) When there is significant violation to the clause in the service concession agreement, both the Group and the government will be able to terminate the agreement.
- 5) During the concession period, the Group is the nominal registrant entitled to the ownership of the land and sewage treatment facilities. After the concession period, in accordance with the construction and operation agreement, the plants and facilities shall be restored back to their normal operating conditions and reverted to the government without conditions.

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

- 6) Three years before the expiration date, the Group is entitled to submit an application for extending the contract; if the Group's operating performance is qualified to apply for a renewal of contract, it is given a preferential right to submit the renewal application to the authority.
- 7) The Group's construction and operation contracts with the government were as follows:

The subsidiary				
as an operator	Location	Grantor	Agreement type	Concession period
NSC	Danshui area	New Taipei City	BOT of sewage system	May 2005~ May 2040
PDC	Pu Ding area	Taoyuan City	BOT of sewage system	35 years (after land delivery)
BWC	Kaohsiung area	Kaohsiung City	BTO of wastewater reclamation and reuse	August 2016~August 2033
LHC	Kaohsiung area	Kaohsiung City	BTO of wastewater reclamation and reuse	October 2018~December 2036
CTC	Kaohsiung area	Kaohsiung City	BTO of wastewater reclamation and reuse	October 2022~October 2040
CXC	Tainan area	Tainan City	BOT of incineration plant	January 2023~January 2048

(vi) The Group's outstanding stand by letter of credit are as follows:

	December 31,	December 31,
	2022	2021
Outstanding stand by letter of credit	\$	227,209

(vii) The Group engaged Sydell Hotels LLC ("Sydell"), a third party professional hotel management company, for providing architects, consultants, and engineers in the planning, design, and equipping of its hotel, as well as pre-opening services necessary for the opening the hotel, at the total contract price of USD1,177 thousand. As of December 31, 2022, the remaining amount of USD450 thousand had yet to be.

#### (b) Contingent liability:

- (i) As of December 31, 2022 and 2021, the Group provided promissory notes for contract performance, issuance of commercial paper, and construction warranty, amounted to \$48,896,899 thousand and \$46,993,134 thousand, respectively.
- (ii) As of December 31, 2022 and 2021, promissory notes receivable for construction contracts amounted to \$13,626,523 thousand and \$12,734,765 thousand, respectively.

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

#### (c) Other

In April 2005, the Group filed a lawsuit against Kao Nan Region Construction Office for the East West Expressway (Kao Nan), demanding for the compensation fee of \$444,579 thousand for the dispute concerning the extension of the construction of the highway between Wujia and Shangliao. During the 2nd verdict in February 2014, Taiwan High Court Kaohsiung Branch decided that Kao Nan should pay the amount of \$243,206 thousand to the Group (including interest). However, the Group disagreed with the Court's decision and appealed to the Supreme Court regarding the matter. On the other hand, Kao Nan also appealed to the Supreme Court stating that the compensation amount decided by the High Court was unreasonable. In June 2014, the Supreme Court overturned the decision made by the High Court during the 2nd verdict and handed over this case back to the High Court for another decision. In September 2018, Taiwan High Court Kaohsiung Branch decided that Kao Nan should pay the amount of \$318,498 thousand to the Group (excluding interest). Both the Group and Kao Nan Region Construction Office appeal against the decision. In March 19,2020, the Supreme Court decided the Group won partially in this case and the Kao Nan Construction Office should pay the amount of \$91,411 thousand (excluding interest) to the Group, who had received the amounts of \$86,667 thousand and \$5,909 thousand (both including interest) in May and July of 2020, respectively. The remaining amount of \$238,295 thousand (excluding interest) has been handed back to the High Court for reconsideration. The case is still in progress as of the reporting date.

(10) Losses due to major disasters: None

(11) Subsequent events: None

#### (12) Other

(a) Personnel expenses, depreciation, depletion and amortization are summarized as follows:

		2022		2021					
	Operating costs	Operating expenses	Total	Operating costs	Operating expenses	Total			
Employee benefits									
Salary	1,254,939	720,647	1,975,586	1,063,051	665,448	1,728,499			
Labor and health	100,964	47,896	148,860	92,547	46,404	138,951			
Pension	45,118	30,971	76,089	40,114	28,147	68,261			
Others	161,128	137,012	298,140	144,125	125,871	269,996			
Depreciation	426,254	54,487	480,741	264,550	66,541	331,091			
Amortization	65,574	-	65,574	63,618	-	63,618			

#### CONTINENTAL HOLDINGS CORPORATION

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

#### (13) Other disclosures

(a) Information on significant transactions

The following information on significant transactions are disclosed in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers:

(i) Loans provided to other parties:

(In Thousands of New Taiwan Dollars)

					Highest				Purposes						Maximum	
1			1	l	balance				of fund	Transaction			Colla	ıteral	amount of loans	
					of financing to		Actual	Range of	financing for the	amount for	Reasons for				provided to a	Maximum
					other parties		usage amount	interest rates	borrower	businesses between	short-term financing	Allowance			single enterprise	amount of loans
Numb	er Name of lender	Name of borrower	Account name	Related party	during the period	Ending balance	during the period	during the period	(Note 3)	two parties	-	for bad debt	Item	Value	(Note 1)	(Note 1)
0	CHC	HDEC	Other receivables	Yes	500,000	500,000	500,000	1.3%	2	-	Replenish working	-	-	-	5,264,585	10,529,170
					· ·		(Note 2)				capital					
											*					
0	CHC	HDEC	Other receivables	Yes	500,000	500,000	500,000	1.3%	2	-	Replenish working	_	-	-	5,264,585	10,529,170
					,	,	(Note 2)	-			capital				., .,	.,,
											1					
1	CDC	BANGSAR	Other receivables	Yes	208,049	208,049	199,643	BLR+1%	2	-	Land purchases and	_	-	-	6,856,545	6,856,545
						,	(Note 2)				operation requirements				-,,-	.,,.
1	CDC	MEGA	Other receivables	Yes	833,204	833,204	664,858	BLR+1%	2	-	Land purchases and	_	-	-	6,856,545	6,856,545
					,	,	(Note 2)				operation requirements				.,,.	.,,.
1	CDC	Grand River D. Limited	Other receivables	No	688,953	581,595	525,515	1.90%	2	_	Land purchases and	_	-	_	6,856,545	6,856,545
1	020	Orana raver B. Emmea	o ther receivables		000,755	501,575	020,010	11,5070	_ ~		operation requirements				0,050,515	0,000,000

Note 1: The total amount of loans provided to others is limited to 40% of net equity value. The amount of loans to a single business enterprise is limited to 20% of net equity value. Relevant calculation are as follows:

CHC:

Maximum amount of loans is limited to 40% of net equity value: \$26,322,924 thousand × 40% = 10,529,170 thousand

Maximum amount of loans provided to a single business enterprise is limited to 20% of net equity value: \$26,322,924 thousand × 20% = 5,264,585 thousand

The total amount of loans provided to others is limited to 40% of net equity value. The amount of loans to a single business enterprise is limited to 40% of net equity value. Relevant calculation are as follows:

CDC:

Maximum amount of loans is limited to 40% of net equity value: \$17,141,362\$ thousand  $\times 40\% = 6,856,545$  thousand

Maximum amount of loans provided to a single business enterprise is limited to 40% of net equity value: \$17,141,362 thousand × 40% = 6,856,545 thousand

Note 2: The above transactions were eliminated when preparing the consolidated financial statements.

Note 3: Financing purposes:

- 1) Business dealings: 1
- 2) Short-term financing needs: 2

# CONTINENTAL HOLDINGS CORPORATION

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

#### (ii) Guarantees and endorsements for other parties:

(In Thousands of New Taiwan Dollars)

No.	Name of guarantor	Counter- guarantee and Name		Maximum amount of guarantees and endorsements for a specific enterprise	Highest balance of guarantees and endorsements during the period	Balance of guarantees and endorsements as of reporting date	Actual usage amount during the period	Property pledged for guarantees and endorsements (Amount)	Ratio of accumulated amounts of guarantees and endorsements over net worth in the latest financial statements	Maximum amount of guarantees and endorsements	Parent company's endorsements/ guarantees to third parties on behalf of subsidiary	Subsidiary's endorsements/ guarantees to third parties on behalf of parent company	Endorsements/ guarantees to third parties on behalf of companies in Mainland China
0	CHC	CICI	2	105,291,696	488,406	464,023	464,023	-	1.76 %	105,291,696	Y	N	N N
0	СНС	HDEC	2	105,291,696	4,083,269	4,083,269	2,675,520	-	15.51 %	105,291,696	Y	N	N
0	СНС	CEC	2	105,291,696	18,435,382	16,096,781	7,290,956	-	61.15 %	105,291,696	Y	N	N
1	CEC	CIC	2	11,398,102	44,213	-	-	-	- %	11,398,102	N	N	N
1	CEC	CICI	2 and 5	17,097,153	3,892,763	-	-	-	- %	34,194,306	N	N	N
1	CEC	CDC	4 and 7	11,398,102	1,071,000	1,071,000	884,329	-	18.79 %	11,398,102	N	N	N
1	CEC	Fu Tsu Construction Co., Ltd.	5	17,097,153	9,358,000	9,358,000	9,358,000	-	164.20 %	34,194,306	N	N	N
2	CDC	CDC US.	2	34,282,724	161,075	153,550	-	-	0.90 %	34,282,724	N	N	N
2	CDC	CCD	2	34,282,724	1,885,000	1,885,000	1,160,000	-	11.00 %	34,282,724	N	N	N
2	CDC	BANGSAR	2 and 6	34,282,724	176,526	176,526	21,964	-	1.03 %	34,282,724	N	N	N
2	CDC	MEGA	2 and 6	34,282,724	478,393	456,044	382,570	-	2.66 %	34,282,724	N	N	N
2	CDC	950P	2 and 6	34,282,724	5,304,658	1,959,834	1,847,946	-	11.43 %	34,282,724	N	N	N
2	CDC	950H & 950R	2 and 6	34,282,724	1,724,848	1,644,268	1,596,797	-	9.59 %	34,282,724	N	N	N
2	CDC	Fanlu	6	34,282,724	1,557,000	1,557,000	771,750	-	9.08 %	34,282,724	N	N	N
3	CCD	CDC	3	11,123,624	982,200	982,200	788,500	982,200	35.32 %	11,123,624	N	N	N
4	HDEC	NSC	2	37,494,856	2,520,000	2,495,000	1,960,000	-	53.23 %	37,494,856	N	N	N
4	HDEC	PDC	2	37,494,856	1,295,000	1,295,000	534,000	-	27.63 %	37,494,856	N	N	N
4	HDEC	CTC	2	37,494,856	3,100,000	3,100,000	400,000	-	66.14 %	37,494,856	N	N	N
4	HDEC	LHC	2 and 6	37,494,856	1,485,000	1,485,000	841,500	-	31.68 %	37,494,856	N	N	N
4	HDEC	LHC	2	37,494,856	5,071	-	-	-	- %	37,494,856	N	N	N
4	HDEC	BWC	2 and 6	37,494,856	902,700	902,700	272,340	-	19.26 %	37,494,856	N	N	N
4	HDEC	CTCI-HDEC	6	37,494,856	2,060,675	2,060,675	345,675	-	43.97 %	37,494,856	N	N	N
4	HDEC	CEC	4 and 5	37,494,856	3,995,629	3,995,629	3,995,629	-	85.25 %	37,494,856	N	N	N

Note 1: According to the policy of CHC, the total amount of endorsements/guarantees is limited to four times the net equity value in accordance with the Company's most recent financial statements:  $$26,322,924$ thousand $\times 4 = $105,291,696$ thousand$ 

#### CONTINENTAL HOLDINGS CORPORATION

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

The total amount of endorsements/guarantees provided to a single business is limited to four times the net equity value in accordance with the Company's most recent financial statements:  $$26,322,924$ thousand $\times 4 = $105,291,696$ thousand$ 

According to the policy of CEC, the total amount of endorsements/guarantees is limited to six times the net equity value in accordance with the Company's most recent financial statements in the event of joint liability in joint ventures with other companies in the same industry: \$5,699,051 thousand  $\times 6 = \$34,194,306$  thousand

The total amount of endorsements/guarantees provided to a single business is limited to three times the net equity value in accordance with the Company's most recent financial statements: \$5,699,051 thousand  $\times 3 = \$17,097,153$  thousand

According to the policy of CEC, the total amount of endorsements/guarantees is limited to two times the net equity value in accordance with the Company's most recent financial statements except in the event of joint liability in joint ventures with other companies in the same industry: \$5,699,051 thousand  $\times 2 = \$11,398,102$  thousand

The total amount of endorsements/guarantees provided to a single business is limited to two times the net equity value in accordance with the Company's most recent financial statements: \$5,699,051 thousand  $\times$  2 = \$11,398,102 thousand

According to the policy of CDC, the total amount of endorsements/guarantees is limited to two times the net equity value in accordance with the Company's most recent financial statements: \$17,141,362 thousand  $\times$  2 = \$34,282,724 thousand

The total amount of endorsements/guarantees provided to a single business is limited to two times the net equity value in accordance with the Company's most recent financial statements: \$17.141.362 thousand  $\times 2 = \$34.282.724$  thousand

According to the policy of CCD the total amount of endorsements/guarantees is limited to four times the net equity value in accordance with the Company's most recent financial statements: \$2,780,906 thousand  $\times 4 = $11,123,624$  thousand

The total amount of endorsements/guarantees provided to a single business is limited to four times the net equity value in accordance with the Company's most recent financial statements: \$2,780,906\$ thousand \$4 = \$11,123,624\$ thousand

According to the policy of HDEC, the total amount of endorsements/guarantees is limited to eight times the net equity value in accordance with the Company's most recent financial statements: \$4,686,857 thousand  $\times$  8 = \$37,494,856 thousand

The total amount of endorsements/guarantees provided to a single business is limited to eight times the net equity value in accordance with the Company's most recent financial statements: \$4,686,857 thousand  $\times$  8 = \$37,494,856 thousand

Note 2: Seven categories between relationship with the endorser/guarantor:

- 1) Having business relationship.
- 2) The endorser / guaranter parent company directly and indirectly holds more than 50% of voting shares of the endorsed / guaranteed subsidiary.
- 3) The endorser / guarantor subsidiary which directly and indirectly be held more than 50% voting shares by the endorsed / guaranteed parent company.
- 4) The endorser / guaranter company and the endorsed / guaranteed party both be held more than 90% by the parent company.
- 5) Company that is mutually protected under contractual requirements based on the needs of the contractor.
- 6) Company that is endorsed by its shareholders in accordance with its shareholding ratio because of the joint investment relationship.
- 7) Performance guarantees for presale contracts under the Consumer Protection Act.

# CONTINENTAL HOLDINGS CORPORATION

# **Notes to Consolidated Financial Statements**

(iii) Securities held as of December 31, 2022 (excluding investment in subsidiaries, associates and joint ventures):

(In Thousands of New Taiwan Dollars)

	Category and				Ending b	palance		Highest	
Name of holder	name of security	Relationship with company	Account name	Shares/Units (thousands)	Carrying value	Percentage of ownership (%)	Fair value	Percentage of ownership (%)	Note
CEC	Evergreen Steel Corp.	-	Non-current financial assets at fair value through other comprehensive income	25,645,907	1,323,329	6.15 %	1,323,329	6.15 %	
CEC	Xinrong Enterprise		Non-current financial assets at fair value through other comprehensive income	12,256,347	657,982	8.45 %	657,982	8.45 %	,
CEC	Metro Consulting Service Ltd.	-	Non-current financial assets at fair value through other comprehensive income	300,000	2,998	6.00 %	2,998	6.00 %	,
CEC	International Property & Finance Co., Ltd.	-	Non-current financial assets at fair value through other comprehensive income	26,301	ı	1.64 %	-	1.64 %	1
CEC	Shin Yu Energy Development Co., Ltd.	-	Non-current financial assets at fair value through other comprehensive income	22,405,297	1	9.00 %	-	9.00 %	1
CDC	Grand River D. Limited	-	Non-current financial assets at fair value through profit or loss	51,436,803	1,068,858	10.00 %	1,068,858	10.00 %	)

(iv) Individual securities acquired or disposed of with accumulated amount exceeding the lower of NT\$300 million or 20% of the capital stock:

(In Thousands of New Taiwan Dollars)

	Category and		Name of	Relationship	Beginning	g Balance	Purcl	nases		Sa	iles		Ending 1	Balance
Name of	name of security	Account	counter-party	with the								Gain (loss) on		
company		name		company	Shares	Amount	Shares	Amount	Shares	Price	Cost	disposal	Shares	Amount
HDEC	CTC - Common stock	Investment accounted for using equity method	CTC	Parent and subsidiary	-	-	45,000,000	450,000	-	-	-	-	45,000,000	447,849
HDEC	CXC - Common stock	Investment accounted for using equity method	CXC	Parent and subsidiary	-	-	100,000,000	1,000,000	-	-	-	-	100,000,000	999,920

# (English Translation of Financial Report Originally Issued in Chinese) CONTINENTAL HOLDINGS CORPORATION

# **Notes to Consolidated Financial Statements**

(v) Acquisition of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock:

(In Thousands of New Taiwan Dollars)

								e counter-party				Purpose of	
			1			Relationship		Relationship			References	acquisition	i i
Name of	Name of	Transaction	Transaction	Status of	Counter-party	with the		with the	Date of		for	and current	
company	property	date	amount	payment		Company	Owner	Company	transfer	Amount	determining price	condition	Others
CDC	Land	2022.01.06	1,091,441	1,091,441	Natural person	Not related party	-	-	1	-	Evaluation report	Real estate development	-
CDC	Land	2022.01.21	542,322	515,206	Natural person	Not related party	-	-	-	-	Evaluation report	Real estate development	-
CDC	Land	2022.05.27	1,404,374	1,404,374	Natural person	Non related party	-	-	1	-	Evaluation report	Real estate development	-
CDC	Land	2022.06.17	690,517	690,517	Natural person	Non related party	-	-	-	-	Evaluation report	Real estate development	-

(vi) Disposal of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock:

(In Thousands of New Taiwan Dollars)

Name of	Type of	Transaction	Acquisition	Book	Transaction	Amount actually			Nature of	Purpose of	Price reference	
company	property	date	date	value	amount	receivable	Gain from disposal	Counter-party	relationship	disposal		Other terms
CDC	55 Timeless-Inventory	2022.04.21	Not applicable	Inventory held-for-	336,012	336,012	Inventory held-for-	Xin qiu corporation	Not related party	Profit	Evaluation report	-
	·			sale, not applicable			sale, not applicable					

# (English Translation of Financial Report Originally Issued in Chinese) CONTINENTAL HOLDINGS CORPORATION

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

(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 det	ails	Transactions with terms	different from others	Notes/Accounts r	eceivable (payable)	
Name of company	Related party	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
CEC	CDC	Related party of the Company	Construction contract	(1,491,952) (Note 3)	7.63%	Same as those in general transactions	-	-	429,377 (Note 3)	8.82%	Note 1
CDC	CEC	Related party of the Company	Construction project	1,491,952 (Note 3)	25.25%	Same as those in general transactions	-	-	(429,377) (Note 3)	29.38%	
CEC	Fanlu	Associate	Construction contract	(339,245)	1.74%	Same as those in general transactions	-	-	34,621	0.71%	Note 1
Fanlu	CEC	Associate	Construction project	339,245	48.88%	Same as those in general transactions	-	-	(34,621)	99.23%	
HDEC	LHC	Parent and subsidiary	Construction contract	(137,827) (Note 3)	3.64%	Same as those in general transactions	-	-	18,112 (Note 3)	3.46%	Note 1
LHC	HDEC	Parent and subsidiary	Construction project	137,827 (Note 3)	98.83%	Same as those in general transactions	-	-	(18,112) (Note 3)	48.02%	
HDEC	NSC	Parent and subsidiary	Construction contract	(171,862) (Note 3)	4.54%	Same as those in general transactions	-	-	43,790 (Note 3)	8.36%	Note 1
NSC	HDEC	Parent and subsidiary	Construction project	171,862 (Note 3)	54.90%	Same as those in general transactions	-	-	(43,790) (Note 3)	80.65%	
HDEC	PDC	Parent and subsidiary	Construction contract	(408,389) (Note 3)	10.78%	Same as those in general transactions	-	-	84,371 (Note 3)	16.12%	Note 1
PDC	HDEC	Parent and subsidiary	Construction project	408,389 (Note 3)	100.00%	Same as those in general transactions	-	-	(84,371) (Note 3)	96.56%	
SDC	HDEC	Parent and subsidiary	Construction contract	(156,060) (Note 3)	98.33%	Same as those in general transactions	-	-	54,582 (Note 3)	97.99%	Note 1
HDEC	SDC	Parent and subsidiary	Construction project	156,060 (Note 3)	4.43%	Same as those in general transactions	-	-	(54,582) (Note 3)	14.65%	

Note 1: The Company recognized its construction contract income using the percentage-of-completion method.

Note 2: Aforesaid notes and accounts receivable are including contract assets.

Note 3: The above transactions were eliminated when preparing the consolidated financial statements.

# CONTINENTAL HOLDINGS CORPORATION

# **Notes to Consolidated Financial Statements**

(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)

					Ov	erdue	Amounts received in	Allowance
Name of company	Counter-party	Relationship	Ending balance	Turnover rate	Amount	Action taken	subsequent period	for bad debts
CEC	CDC	Related party of the Company	Accounts receivable 429,377	3.13	-	-	117,828	-

Note 1: Aforesaid notes and accounts receivable are including contract assets.

Note 2: The above transactions were eliminated when compiling the consolidated financial statements.

#### (ix) Derivatives transactions:

As of December 31, 2022, the Group's hedging instruments in amounts of USD41,839 thousand, JPY3,218 thousand and EUR430 thousand.

(x) Business relationships and significant intercompany transactions:

(In Thousands of New Taiwan Dollars)

						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	CHC	HDEC	1	Non-current other assets-other	1,000,000	Same as those in normal transactions	1.33%
1	CCLC	CEC	3	Construction revenues	91,954	Same as those in normal transactions	0.12%
		CDC	3	Construction revenues	21,942	Same as those in normal transactions	0.03%
		HDEC	3	Construction revenues	25,756	Same as those in normal transactions	0.03%
2	CEC	CDC	3	Construction revenues	1,491,952	Same as those in normal transactions	4.64%
		CDC	3	Accounts receivable	119,424	Same as those in normal transactions	0.16%
		CDC	3	Contract assets	309,953	Same as those in normal transactions	0.41%
		CCLC	3	Administrative expenses	91,954	Same as those in normal transactions	0.12%
3	CDC	CEC	3	Construction costs	1,491,952	Same as those in normal transactions	4.64%
		CEC	3	Accounts payable	429,377	Same as those in normal transactions	0.57%
		MEGA	3	Other receivables	831,115	Same as those in normal transactions	1.11%
		BANGSAR	3	Other receivables	234,712	Same as those in normal transactions	0.31%
		CCLC	3	Administrative expenses	21,942	Same as those in normal transactions	0.03%
4	MEGA	CDC	3	Other payables	831,115	Same as those in normal transactions	1.11%
5	BANGSAR	CDC	3	Other payables	234,712	Same as those in normal transactions	0.31%
6	HDEC	CHC	2	Non-current other liabilities other	1,000,000	Same as those in normal transactions	1.33%
		NSC	3	Operating revenues	171,862	Same as those in normal transactions	0.53%
		NSC	3	Accounts receivable	32,827	Same as those in normal transactions	0.04%
		NSC	3	Contract assets	10,963	Same as those in normal transactions	0.01%
		SDC	3	Operating costs	156,060	Same as those in normal transactions	0.49%
		SDC	3	Accounts payable	54,582	Same as those in normal transactions	0.07%
		LHC	3	Operating revenues	137,827	Same as those in normal transactions	0.43%

# CONTINENTAL HOLDINGS CORPORATION

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

	I				]	ntercompany transactions	
No.	Name of company	Name of counter-party	Relationship	Account name	Amount	Trading terms	Percentage of the consolidated net revenue or total assets
		LHC	3	Contract assets	18,112	Same as those in normal transactions	0.02%
		PDC	3	Operating revenues	408,389	Same as those in normal transactions	1.27%
		PDC	3	Accounts receivable	50,447	Same as those in normal transactions	0.07%
		PDC	3	Contract assets	33,924	Same as those in normal transactions	0.05%
		CTC	3	Accounts receivable	200,348	Same as those in normal transactions	0.27%
		CCLC	3	Administrative expenses	25,756	Same as those in normal transactions	0.03%
7	NSC	HDEC	3	Operating costs	171,862	Same as those in normal transactions	0.53%
		HDEC	3	Accounts payable	43,790	Same as those in normal transactions	0.05%
8	SDC	HDEC	3	Operating revenues	156,060	Same as those in normal transactions	0.49%
		HDEC	3	Accounts receivable	37,130	Same as those in normal transactions	0.05%
		HDEC	3	Contract assets	17,452	Same as those in normal transactions	0.02%
9	LHC	HDEC	3	Operating costs	137,827	Same as those in normal transactions	0.43%
,		HDEC	3	Accounts payable	18,112	Same as those in normal transactions	0.02%
10	PDC	HDEC	3	Operating costs	408,389	Same as those in normal transactions	1.27%
		HDEC	3	Accounts payable	84,371	Same as those in normal transactions	0.12%
11	CTC	HDEC	3	Accounts payable	200,348	Same as those in normal transactions	0.27%

Note 1: For transactions between the Company and its subsidiaries, numbers are assigned as follows:

- 1) 0 represents the Company.
- 2) 1~9 represent subsidiaries

Note 2: Relationships are as follows:

- 1) 1. the Company to subsidiary.
- 2) 2. subsidiary to the Company.
- 3) 3. subsidiary to other subsidiary.
- (b) Information on investees:

## (In Thousands of New Taiwan Dollars)

			Main	Original inves	stment amount	Balance	as of December 3	1, 2022	Highest	Net income	Share of	
Name of investor	Name of investee	Location	businesses and products			Shares	Percentage of	Carrying	Percentage of	(losses)	profits/losses	
				December 31, 2022	December 31, 2021	(thousands)	ownership	value	ownership	of investee	of investee	Note
СНС	CEC	Taiwan	Civil, Building and M&E engineering	6,884,583	6,884,583	372,061,987	99.99 % (Note 2)	5,604,428	99.99 % (Note 2)	791,649	753,393	Note 1
СНС	CDC	Taiwan	Real estate development on residential, commercial, hotels and communities	6,220,745	6,220,745	591,948,387	99.99 % (Note 2)	17,141,359	99.99 % (Note 2)	1,872,294	1,872,294	Note 1
СНС	HDEC	Taiwan	Environmental project development & Water treatment	2,860,365	2,360,365	321,999,882	99.99 % (Note 3)	4,686,856	99.99 % (Note 3)	450,616	450,616	Note 1
CHC	CCLC	Taiwan	Management consulting	20,000	10,000	-	100.00 %	19,321	100.00 %	(679)	(679)	-

(Continued)

# CONTINENTAL HOLDINGS CORPORATION

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

			Main	Original inves	tment amount		as of December		Highest	Net income	Share of	$\top$
Name of investor	Name of investee	Location	businesses and products	December 31, 2022	December 31, 2021	Shares (thousands)	Percentage of ownership	Carrying value	Percentage of ownership	(losses) of investee	profits/losses of investee	Note
CEC	CICI	India	Civil and Building engineering	497,839	497,839	73,981,492	100.00 %	(9,602)	100.00 %	748	Disclosure not required	-
CEC	CIC	British Virgin Islands	Investment and holding	2,048,252	2,035,897	64,380,940	100.00 %	14,239	100.00 %	(11,273)	"	-
CEC	CIMY	Malaysia	Civil and Building engineering	179,257	179,257	22,340,476	85.14 %	6,317	85.14 %	(12)	"	-
CEC	CEC HK	Hong Kong	Civil and Building engineering	10,815	10,815	3,000,000	100.00 %	925	100.00 %	(40)	"	-
CIC	NCC	British Virgin Islands	Investment and holding	1,640,006	1,640,006	10,353	45.47 %	-	45.47 %	(1,883)	"	-
CDC	BANGSAR	Malaysia	Real estate development on residential	4,444	4,444	600,000	60.00 %	(9,892)	60.00 %	(20,015)	"	-
CDC	CCD	Taiwan	Real estate lease	976,539	976,539	48,198,292	80.65 %	2,242,802	80.65 %	(612,261)	"	-
CDC	Fanlu	Taiwan	Real estate development on residential and hotels	915,950	741,646	91,595,000	35.00 %	802,819	35.00 %	(68,849)	"	-
CDC	MEGA	Malaysia	Real estate development on hotels	7,375	7,375	825,000	55.00 %	(81,509)	55.00 %	(112,780)	"	1 - 1
CDC	CDC US.	The U.S.	Investment and holding	2,284,960	2,075,837	5,000,000	100.00 %	1,981,290	100.00 %	(244,317)	"	-
CDC	CDCAM	Malaysia	Management consulting	7,524	7,524	1,000,000	100.00 %	8,377	100.00 %	395	"	
HDEC	SDC	Taiwan	Construction of underground pipeline and environmental protection project, plumbing	49,600	49,600	3,000,000	100.00 %	40,399	100.00 %	3,899	//	-
HDEC	NSC	Taiwan	Environmental project	1,112,000	1,112,000	166,000,000	100.00 %	2,840,096	100.00 %	199,923	"	-
HDEC	BWC	Taiwan	Environmental project	362,100	362,100	37,740,000	51.00 %	417,614	51.00 %	34,899	"	1 -
HDEC	PDC	Taiwan	Environmental project	340,000	340,000	36,489,000	100.00 %	403,629	100.00 %	35,971	"	-
HDEC	CTCI - HDEC	Taiwan	Environmental project	735,000	735,000	73,500,000	49.00 %	791,319	49.00 %	61,567	"	-
HDEC	LHC	Taiwan	Environmental project	550,000	550,000	56,100,000	55.00 %	643,317	55.00 %	129,931	"	-
HDEC	CTC	Taiwan	Environmental project	450,000	-	45,000,000	100.00 %	447,849	100.00 %	(2,151)	"	-
HDEC	CXC	Taiwan	Environmental project	1,000,000	-	100,000,000	100.00 %	999,920	100.00 %	(80)	"	-
CCLC	CEC	Taiwan	Civil, Building and M&E engineering	1	1	84	- % (Note 4)	1	- % (Note 4)	791,649	//	-
CCLC	CDC	Taiwan	Real estate development on residential, commercial, hotels and communities	3	3	100	- % (Note 4)	3	- % (Note 4)	1,872,294	//	-
CCLC	HDEC	Taiwan	Environmental project development & Water treatment	1	1	118	- % (Note 5)	1	- % (Note 5)	450,616	"	-

Note 1: The information on investment income/loss was derived from the investees' financial statements audited by the auditors for the same period.

Note 2: The shareholding ration is 99.99998% at the end of the period.

Note 3: The shareholding ration is 99.99996% at the end of the period.

Note 4: The shareholding ration is 0.00002% at the end of the period.

Note 5: The shareholding ration is 0.00004% at the end of the period.

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

- (c) Information on investment in Mainland China: None
- (d) Major shareholders:

Shareholdin Shareholder's Name	Shares	Percentage
Wei-Dar Development Co., Ltd.	206,025,200	25.02 %
Tamerton Group Limited	85,672,300	10.40 %
Han-De Construction Co., Ltd.	63,755,667	7.74 %

# (14) Segment information

Operating segments required to be disclosed are categorized as Construction Engineering, Real Estate Development, Environmental Project Development & Water Treatment and Investment. The Group assessed performance of the segments based on the segments' income before tax, and report the amount of revenues based on the financial information used to prepare the consolidated financial report.

- 1. Construction Engineering: civil construction and building construction.
- 2. Real Estate Development: real estate development and lease.
- 3. Environmental Project Development & Water Treatment: expertise in processing sewage, industrial wastewater, solid waste, etc..
- 4. Investment: to integrate operating strategy, supervising and monitoring each operating segments' operation, and control and allocate each operating segments' operating resources.

	2022					
	Construction Engineering	Real Estate Development	Environmental project Development & Water Treatment	Investment	Adjustment and write-off	Total
Revenues:						
Segment revenues from external customers	18,002,149	9,438,393	4,705,061	-	-	32,145,603
Intersegment revenues	1,551,222			3,215,276	(4,766,498)	-
Total revenues	\$ 19,553,371	9,438,393	4,705,061	3,215,276	(4,766,498)	32,145,603
Reportable segment profit or loss	\$ 797,241	1,597,679	599,439	2,937,092	(3,113,880)	2,817,571
Assets:						
Investments accounted for using equity method	\$ -	802,819	791,319	27,451,970	(27,451,970)	1,594,138
Capital expenditure	3,469,703	14,029,141	41,517	5,952	36,020	17,582,333
Reportable segment assets	\$ 16,308,819	45,030,880	14,198,726	28,701,242	(29,189,425)	75,050,242
Reportable segment liabilities	\$ 10,608,666	25,759,683	8,584,282	2,358,997	(1,642,835)	45,668,793

# **Notes to the Consolidated Financial Statements**

	2021						
	-	Construction Engineering	Real Estate Development	Environmental project Development & Water Treatment	Investment	Adjustment and write-off	Total
Revenues:							
Segment revenues from external customers	\$	15,265,418	8,051,395	3,527,495	-	-	26,844,308
Intersegment revenues	_	1,783,571			2,050,426	(3,833,997)	
Total revenues	\$_	17,048,989	8,051,395	3,527,495	2,050,426	(3,833,997)	26,844,308
Reportable segment profit or loss	\$	404,999	1,255,807	632,535	1,945,052	(2,052,320)	2,186,073
Assets:	_						
Investments accounted for using equity method	\$	-	652,611	761,317	25,009,045	(25,009,045)	1,413,928
Capital expenditure		3,667,094	9,357,526	35,679	2,498	-	13,062,797
Reportable segment assets	\$_	15,612,374	42,154,481	12,534,948	26,783,193	(26,695,349)	70,389,647
Reportable segment liabilities	\$	10,741,060	23,424,556	7,876,646	2,199,029	(1,629,937)	42,611,354

# (a) Geographic information

The revenues from external customers are categorized by the geographical location of customers and the non-current assets are categorized based on the region of where the assets are located:

Area	2022	2021
Revenues from external customers:		
Taiwan	\$ 31,342,096	25,506,003
Others	 803,507	1,338,305
	\$ 32,145,603	26,844,308
Non-current assets	 	
Taiwan	\$ 11,641,671	12,416,295
Others	 7,230,186	1,917,035
	\$ 18,871,857	14,333,330

Non-current assets include property, plant and equipment, right-of-use assets, investment properties, intangible assets, and other assets, but excluding financial instruments and deferred tax assets of non-current assets.

# (b) Information on major customers

	2022		2021	
Governments	\$	13,991,862	13,591,036	
Construction corporations		8,268,412	5,088,311	
Others		9,885,329	8,164,961	
Total	\$	32,145,603	26,844,308	