

WIWYNN CORPORATION AND SUBSIDIARIES**CONSOLIDATED FINANCIAL STATEMENTS**

**With Independent Auditors' Report
for the Years Ended December 31, 2019 and 2018**

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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 Wiyynn Corporation as of and for the year ended December 31, 2019 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 endorsed by the Financial Supervisory Commission, "Consolidated and Separate Financial Statements." In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, Wiyynn Corporation and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: Wiyynn Corporation

Chairman: Simon Lin

Date: March 20, 2020



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Independent Auditors' Report

To the Board of Directors of Wiyynn Corporation:

Opinion

We have audited the consolidated financial statements of Wiyynn Corporation and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2019 and 2018, 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 audit of the consolidated financial statements as of and for the year ended December 31, 2019 in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants, Rule No. 1090360805 issued by the Financial Supervisory Commission, and the auditing standards generally accepted in the Republic of China. Furthermore, we conducted our audit of the consolidated financial statements as of and for the year ended December 31, 2018 in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants, and the auditing standards generally accepted in 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 Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. 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.

1. Revenue recognition

Refer to note 4(m) "Revenue" and note 6(r) to the consolidated financial statements for the disclosure of revenue recognition.

Description of key audit matter

The Group is a listed Company in related to public interest, and the investors are highly expecting the financial performance, resulting in revenue recognition is one of the key judgmental areas of our audit.

How the matter was addressed in our audit

Our principal audit procedures included testing of the design and implement of controls over sales and collection of receivable transactions; evaluate if there is any significant abnormal changes through performing trend analysis on top 10 customers by comparing the related changes or differences; assessing and testing if the management obtained sufficient external evidence showing that the control of the products have been transferred to the customers to support the timing of revenue recognition; evaluating the adequacy of revenues recognition by testing the sale transactions during the period before and after the balance sheets date.

2. Inventory valuation

Refer to note 4(h) "Inventories", note 5 "Significant accounting assumptions and judgments, and major sources of estimation uncertainty" and note 6(d) to the consolidated financial statements for the disclosure of valuation of inventory.

Description of key audit matter

Inventories are stated at the lower of cost or net realizable value. With the rapid development of technology, the advance of new electronic products may significantly change consumer demands, which leads to product obsolescence that may result in the cost of inventory to be higher than the net realizable value. Consequently, the valuation of inventories has been identified as one of the key Judgmental areas of our audit.

How the matter was addressed in our audit

Our principal audit procedures included analyze the change of inventory aging by assessing and testing the inventory aging report, understanding the sales price which is used to evaluate the inventory valuation by management and the subsequent market price information as well as selecting the original transition documentation in order to test the appropriateness of the net realize values reviewing if the estimation and assumption used for inventory valuation and other disclosure for inventories made by management were appropriateness.

Other Matter

Wiwynn Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2019 and 2018, on which we have issued an unmodified opinion.

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

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

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

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

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 auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chia-Chien Tang and Ming-Hung Huang.

KPMG

Taipei, Taiwan (Republic of China)
March 20, 2020

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.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Wiwynn Corporation and Subsidiaries

Consolidated Balance Sheets

December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2019		December 31, 2018				December 31, 2019		December 31, 2018	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 11,992,139	25	1,403,592	5	2100	Short-term borrowings (note 6(i))	\$ 8,638,393	18	2,962,661	11
1170	Accounts receivable, net (notes 6(b)(r))	13,655,018	28	9,462,834	34	2130	Contract liabilities-current (note 6(r))	861,503	2	381,814	1
1180	Accounts receivable - related parties, net (notes 6(b)(r) and 7)	415,932	1	24,196	-	2170	Notes payable and accounts payable	6,974,206	14	1,120,338	4
1200	Other receivables (note 6(c))	5,927	-	7,578	-	2180	Accounts payable - related parties (note 7)	7,253,909	15	3,842,663	14
1210	Other receivables-related parties (notes 6(c) and 7)	2,363,013	5	98,779	-	2200	Other payables (note 6(t))	2,209,050	5	1,162,375	4
130X	Inventories (note 6(d))	17,442,078	36	13,863,936	49	2220	Other payables-related parties (note 7)	207,888	-	692,868	2
1479	Other current assets (note 6(h))	539,289	1	2,722,455	10	2230	Current tax liabilities	1,017,329	2	1,438,451	5
Total current assets		46,413,396	96	27,583,370	98	2280	Lease liabilities-current (notes 6(k) and 7)	109,708	-	-	-
Non-current assets:						2399	Other current liabilities	260,144	1	232,842	1
1600	Property, plant and equipment (note 6(e))	718,167	2	125,543	-	Current liabilities		27,532,130	57	11,834,012	42
1755	Right-of-use assets (notes 6(f) and 7)	388,815	1	-	-	Non-current liabilities:					
1780	Intangible assets (note 6(g))	19,106	-	7,242	-	2540	Long-term borrowings (note 6(j))	-	-	5,522,236	20
1840	Deferred tax assets (note 6(n))	494,398	1	291,066	1	2570	Deferred tax liabilities (note 6(n))	104,534	-	70,382	-
1990	Other non-current assets (notes 6(h) and 8)	113,344	-	196,821	1	2580	Lease liabilities-non-current (notes 6(k) and 7)	288,827	1	-	-
Total non-current assets		1,733,830	4	620,672	2	2640	Net defined benefit liabilities (note 6(m))	2,870	-	625	-
						Non-current liabilities		396,231	1	5,593,243	20
						Total liabilities		27,928,361	58	17,427,255	62
						Equity (notes 6(o)(p)):					
						3110	Common shares	1,746,368	4	1,520,288	6
						3200	Capital surplus	8,816,183	18	2,853,756	10
						3300	Retained earnings	9,602,400	20	6,229,893	22
						3400	Other equity	53,914	-	172,850	-
						Total equity		20,218,865	42	10,776,787	38
Total assets		\$ 48,147,226	100	28,204,042	100	Total liabilities and equity		\$ 48,147,226	100	28,204,042	100

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Wiwynn Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2019 and 2018

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

		2019		2018	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(r) and 7)	\$ 163,600,423	100	181,064,815	100
5000	Operating costs (notes 6(d)(e)(f)(g)(m), 7 and 12)	<u>152,251,871</u>	<u>93</u>	<u>170,417,659</u>	<u>94</u>
	Gross profit from operations	<u>11,348,552</u>	<u>7</u>	<u>10,647,156</u>	<u>6</u>
	Operating expenses (notes 6(b)(c)(f)(g)(k)(l)(m)(p)(t), 7 and 12):				
6100	Selling expenses	961,081	1	1,552,238	1
6200	Administrative expenses	786,932	-	701,310	-
6300	Research and development expenses	1,442,091	1	1,282,642	1
6450	Expected credit (gain) loss	<u>(1,630)</u>	<u>-</u>	<u>10,424</u>	<u>-</u>
	Total operating expenses	<u>3,188,474</u>	<u>2</u>	<u>3,546,614</u>	<u>2</u>
	Net operating income	<u>8,160,078</u>	<u>5</u>	<u>7,100,542</u>	<u>4</u>
	Non-operating income and expenses (notes 6(k)(s) and 7):				
7010	Other income	72,274	-	47,743	-
7020	Other gains and losses	(150,600)	-	245,665	-
7050	Finance costs	<u>(323,482)</u>	<u>-</u>	<u>(300,482)</u>	<u>-</u>
	Total non-operating income and expenses	<u>(401,808)</u>	<u>-</u>	<u>(7,074)</u>	<u>-</u>
7900	Income before tax	7,758,270	5	7,093,468	4
7950	Income tax expense (note 6(n))	<u>1,589,016</u>	<u>1</u>	<u>1,515,891</u>	<u>1</u>
	Net income	<u>6,169,254</u>	<u>4</u>	<u>5,577,577</u>	<u>3</u>
8300	Other comprehensive income (notes 6(m)(n)(o)):				
8310	Items that may not be reclassified subsequently profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans	(2,322)	-	10	-
8349	Income tax related to components of other comprehensive income that may not be reclassified to profit or loss	<u>464</u>	<u>-</u>	<u>(2)</u>	<u>-</u>
	Total Items that may not be reclassified subsequently profit or loss	<u>(1,858)</u>	<u>-</u>	<u>8</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(118,936)	-	180,987	-
8399	Income tax related to items that may be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss	<u>(118,936)</u>	<u>-</u>	<u>180,987</u>	<u>-</u>
8300	Other comprehensive income (net of tax)	<u>(120,794)</u>	<u>-</u>	<u>180,995</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 6,048,460</u>	<u>4</u>	<u>5,758,572</u>	<u>3</u>
	Profit attributable to:				
8610	Owners of parent	<u>\$ 6,169,254</u>	<u>4</u>	<u>5,577,577</u>	<u>3</u>
	Comprehensive income attributable to:				
8710	Owners of parent	<u>\$ 6,048,460</u>	<u>4</u>	<u>5,758,572</u>	<u>3</u>
	Earnings per share (expressed in New Taiwan dollars) (note 6(q))				
9750	Basic earnings per share	<u>\$ 36.42</u>		<u>38.00</u>	
9850	Diluted earnings per share	<u>\$ 36.23</u>		<u>36.31</u>	

See accompanying notes to consolidated financial statements.

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

Wiwynn Corporation and Subsidiaries

Consolidated Statements of Changes in Equity

For the years ended December 31, 2019 and 2018

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent					Other equity Exchange differences on translation of foreign financial statements	Total equity	
	Retained earnings							
	Common shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings			Total
Balance on January 1, 2018	\$ 1,060,775	545,921	74,350	-	1,343,537	1,417,887	(8,137)	3,016,446
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	120,848	-	(120,848)	-	-	-
Special reserve	-	-	-	8,137	(8,137)	-	-	-
Cash dividends	-	-	-	-	(510,386)	(510,386)	-	(510,386)
Stock dividends	255,193	-	-	-	(255,193)	(255,193)	-	-
Net income	-	-	-	-	5,577,577	5,577,577	-	5,577,577
Other comprehensive income	-	-	-	-	8	8	180,987	180,995
Total comprehensive income	-	-	-	-	5,577,585	5,577,585	180,987	5,758,572
Cash subscription	200,000	2,200,000	-	-	-	-	-	2,400,000
Issue of common shares-employee stock options	4,320	1,937	-	-	-	-	-	6,257
Share-based payments	-	105,898	-	-	-	-	-	105,898
Balance on December 31, 2018	1,520,288	2,853,756	195,198	8,137	6,026,558	6,229,893	172,850	10,776,787
Effects of retrospective application	-	-	-	-	(2,204)	(2,204)	-	(2,204)
Balance on January 1, 2019 after adjustments	1,520,288	2,853,756	195,198	8,137	6,024,354	6,227,689	172,850	10,774,583
Appropriation and distribution of retain earnings:								
Legal reserve	-	-	557,758	-	(557,758)	-	-	-
Special reserve	-	-	-	(8,137)	8,137	-	-	-
Cash dividends	-	-	-	-	(2,792,685)	(2,792,685)	-	(2,792,685)
Net income	-	-	-	-	6,169,254	6,169,254	-	6,169,254
Other comprehensive income	-	-	-	-	(1,858)	(1,858)	(118,936)	(120,794)
Total other comprehensive income	-	-	-	-	6,167,396	6,167,396	(118,936)	6,048,460
Cash subscription	188,100	5,769,888	-	-	-	-	-	5,957,988
Issue of common shares-employee stock options	37,980	28,577	-	-	-	-	-	66,557
Share-based payments	-	163,962	-	-	-	-	-	163,962
Balance on December 31, 2019	\$ 1,746,368	8,816,183	752,956	-	8,849,444	9,602,400	53,914	20,218,865

See accompanying notes to consolidated financial statements.

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

Wiwynn Corporation and Subsidiaries**Consolidated Statements of Cash Flows****For the years ended December 31, 2019 and 2018****(Expressed in Thousands of New Taiwan Dollars)**

	2019	2018
Cash flows from (used in) operating activities:		
Income before tax	\$ 7,758,270	7,093,468
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	204,024	49,647
Amortization expense	5,935	5,021
Expected credit loss (gain)	(1,630)	10,424
Net losses on financial assets or liabilities at fair value through profit or loss	44,269	25,051
Interest expense	323,482	300,482
Interest income	(72,195)	(47,664)
Share-based payments	163,962	105,898
Losses on disposal of property, plant and equipment	17	-
Unrealized foreign exchange losses	-	108,669
Total adjustments to reconcile profit	667,864	557,528
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in financial assets mandatorily measured at fair value through profit or loss-current	(44,269)	-
Increase in accounts receivable, net	(4,392,272)	(725,645)
Decrease (increase) in accounts receivable-related parties, net	(391,736)	164,153
Decrease in other receivable	4,779	271,860
Decrease (increase) in other receivable-related parties	(2,283,222)	466,697
Increase in inventories	(3,946,077)	(4,368,986)
Decrease (increase) in other current assets	2,224,935	(2,341,695)
Total changes in operating assets	(8,827,862)	(6,533,616)
Changes in operating liabilities:		
Decrease in financial liabilities held-for-trading-current	-	(29,097)
Increase in contract liabilities-current	479,689	381,814
Increase (decrease) in notes and accounts payable	5,937,713	(467,931)
Increase (decrease) in accounts payable-related parties	3,411,246	(10,058,953)
Increase in other payable	1,065,957	176,214
Increase (decrease) in other payable-related parties	(145,199)	200,042
Decrease in provisions-current	-	(188,226)
Increase (decrease) in other current liabilities	31,705	(433,826)
Decrease in net defined benefit liabilities	(77)	(53,641)
Total changes in operating liabilities	10,781,034	(10,473,604)
Total changes in operating assets and liabilities	1,953,172	(17,007,220)
Total adjustments	2,621,036	(16,449,692)
Cash inflow (outflow) generated from operations	10,379,306	(9,356,224)
Interest received	73,971	46,788
Interest paid	(317,775)	(297,074)
Income taxes paid	(2,230,323)	(555,054)
Net cash flows from (used in) operating activities	7,905,179	(10,161,564)
Cash flows from (used in) investing activities:		
Acquisition of property, plant and equipment	(647,667)	(61,614)
Acquisition of intangible assets	(17,799)	(7,039)
Decrease (increase) in other non-current assets	92,884	(636)
Increase in prepayments for equipment	(98,986)	(91,352)
Net cash flows used in investing activities	(671,568)	(160,641)
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	34,837,120	33,931,048
Decrease in short-term borrowings	(29,030,912)	(36,072,797)
Increase in long-term borrowings	-	5,413,567
Decrease in long-term borrowings	(5,522,236)	-
Cash dividends paid	(2,792,685)	(510,386)
Cash subscription	5,957,988	2,400,000
Exercise of employee stock options	66,557	6,257
Payment of lease liabilities	(56,220)	-
Net cash flows from financing activities	3,459,612	5,167,689
Effect of exchange rate changes on cash and cash equivalents	(104,676)	158,965
Net increase (decrease) in cash and cash equivalents	10,588,547	(4,995,551)
Cash and cash equivalents at beginning of period	1,403,592	6,399,143
Cash and cash equivalents at end of period	\$ 11,992,139	1,403,592

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Wiwynn Corporation and Subsidiaries

Notes to Consolidated Financial Statements

For the years ended For the years ended December 31, 2019 and 2018

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

(1) Company history

Wiwynn Corporation (the “Company”) was incorporated on March 3, 2012, as a company limited by shares under the laws of the Republic of China (ROC). Wiwynn Corporation and subsidiaries (the Group) were engaged in research, development, design, testing and sales of abovementioned products, semi-products, peripheral equipments and parts:

- (i) Computer and peripheral equipments
- (ii) Data storage media
- (iii) Electric appliances and media products
- (iv) Information software
- (v) Export business relating to the business of the Company
- (vi) Management consult services
- (vii) Information software services
- (viii) Data processing services

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

The consolidated financial statements were authorized for issue by the Board of Directors on March 20, 2020.

(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. (“FSC”) which have already been adopted.

The following new standards, interpretations and amendments have been endorsed by the FSC and are effective for annual periods beginning on or after January 1, 2019.

<u>New, Revised or Amended Standards and Interpretations</u>	<u>Effective date per IASB</u>
IFRS 16 “Leases”	January 1, 2019
IFRIC 23 “Uncertainty over Income Tax Treatments”	January 1, 2019
Amendments to IFRS 9 “Prepayment features with negative compensation”	January 1, 2019
Amendments to IAS 19 “Plan Amendment, Curtailment or Settlement”	January 1, 2019
Amendments to IAS 28 “Long-term interests in associates and joint ventures”	January 1, 2019
Annual Improvements to IFRS Standards 2015–2017 Cycle	January 1, 2019

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Except for the following items, the Group believes that the adoption of the above IFRSs would not have any material impact on its consolidated financial statements. The extent and impact of signification changes are as follows:

(i) IFRS 16“Leases”

IFRS 16 replaces the existing leases guidance, including IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases – Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

The Group applied IFRS 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings on January 1, 2019. The details of the changes in accounting policies are disclosed below:

1) Definition of a lease

Previously, the Group determined at contract inception whether an arrangement is or contains a lease under IFRIC 4. Under IFRS 16, the Group assesses whether a contract is or contains a lease based on the definition of a lease, as explained in note 4(j).

On transition to IFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Group applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019.

2) As a lessee

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Group. Under IFRS 16, the Group recognizes right-of-use assets and lease liabilities for most leases – i.e. these leases are on-balance sheet.

The Group decided to apply recognition exemptions to short-term leases of partial contracts. Leases classified as operating leases under IAS 17. At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group’s incremental borrowing rate as at January 1, 2019. Right-of-use assets are measured at carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the lessee’s incremental borrowing rate at the date of initial application.

In addition, the Group used the following practical expedients when applying IFRS 16 to leases.

- Applied a single discount rate to a portfolio of leases with similar characteristics.

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Notes to Consolidated Financial Statements

- Adjusted the right-of-use assets by the amount of IAS 37 onerous contract provision immediately before the date of initial application, as an alternative to an impairment review.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

3) Impacts on financial statements

On transition to IFRS 16, the Group recognized \$70,229 thousand of right-of-use assets and \$72,409 thousand of lease liabilities, and the difference were transferred from other current assets and recognized in retained earnings. When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate at January 1, 2019. The weighted-average rate applied is 2.04%.

The explanation of differences between operating lease commitments disclosed at the end of the annual reporting period immediately preceding the date of initial application, and lease liabilities recognized in the statement of financial position at the date of initial application disclosed as follows:

	January 1, 2019
Operating lease commitment at December 31, 2018	\$ 59,445
Extension and termination options reasonably certain to be exercised	15,486
Discounted cash flow of interest expense	<u>(2,522)</u>
Discounted using the incremental borrowing rate at January 1, 2019	<u>\$ 72,409</u>

(b) The impact of IFRS endorsed by FSC but not yet effective

The following new standards, interpretations and amendments have been endorsed by the FSC and are effective for annual periods beginning on or after January 1, 2020 in accordance with Ruling No. 1080323028 issued by the FSC on July 29, 2019:

New, Revised or Amended Standards and Interpretations	Effective date per IASB
Amendments to IFRS 3 “Definition of a Business”	January 1, 2020
Amendments to IFRS 9, IAS39 and IFRS7 “Interest Rate Benchmark Reform”	January 1, 2020
Amendments to IAS 1 and IAS 8 “Definition of Material”	January 1, 2020

The Group assesses that the adoption of the abovementioned standards would not have any material impact on its consolidated financial statements.

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

As of the date, the following IFRSs that have been issued by the International Accounting Standards Board (IASB), but have yet to be endorsed by the FSC:

New, Revised or Amended Standards and Interpretations	Effective date per IASB
Amendments to IFRS 10 and IAS 28 “Sale or Contribution of Assets Between an Investor and Its Associate or Joint Venture”	Effective date to be determined by IASB
IFRS 17 “Insurance Contracts”	January 1, 2021
Amendments to IAS 1 “Classification of Liabilities as Current or Non-current”	January 1, 2022

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

(4) Summary of significant accounting policies:

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 consolidated financial statements, the Chinese version shall prevail.

The significant accounting policies presented in the consolidated financial statements are summarized below. Except for those specifically indicated, the following accounting policies were applied consistently throughout the periods presented in the consolidated financial statements.

- (a) Statement of compliance

These consolidated financial statements have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers (hereinafter referred to as “the Regulations”) and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission, R.O.C..

- (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 instruments at fair value through profit or loss are measured at fair value;
- 2) The defined benefit liabilities are measured at fair value of the plan assets less the present value of the defined benefit obligation.

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WIWYNN CORPORATION AND SUBSIDIARIES

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(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 consolidated financial statements are presented in New Taiwan dollars, which is the Company's functional currency. All financial information presented in New Taiwan dollars has been rounded to the nearest thousand.

(c) Basis of consolidation

(i) Principles of preparation of the consolidated financial statements

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

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

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

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

(ii) List of subsidiaries in the consolidated financial statements

Name of investor	Name of subsidiary	Principal activity	Shareholding		Description
			December 31, 2019	December 31, 2018	
The Company	Wiwynn Technology Service Japan, Inc. (WYJP)	Sales of data storage equipment	100 %	100 %	-
The Company	Wiwynn International Corporation (WYUDE)	Sales of data storage equipment	100 %	100 %	-
The Company	Wiwynn Technology Service Hong Kong Limited (WYHK)	Investment activities and sale of data storage equipment	100 %	100 %	-
The Company	Wiwynn Korea Ltd. (WYKR)	Sales of data storage equipment	100 %	100 %	-
The Company	Wiwynn Technology Service Malaysia SDN. BHD. (WYMY)	Sales of data storage equipment	100 %	100 %	-
The Company	Wiwynn Mexico SA.de C.V. (WYMX)	Human resource service provision	100 %	-	(Note)
WYHK	Wiwynn Technology Service Kun Shan Ltd. (WYKS)	Sales of data storage equipment	100 %	100 %	-

(Continued)

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Note: WYMX was incorporated on February 14, 2019.

(iii) List of subsidiaries which are not included in the consolidated financial statements: None.

(d) Foreign currency

(i) Foreign currency transaction

Transactions in foreign currencies are translated into the respective functional currencies of Group entities at the exchange rates at the dates of the transactions. At the end of each subsequent reporting period, 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. Nonmonetary 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:

- an investment in equity securities designated as at fair value through other comprehensive income;
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; or
- 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 into the presentation currency at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into the presentation currency at the average exchange rate. Exchange differences are recognized in other comprehensive income.

When a foreign operation is disposed of such that control, significant influence, or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only 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 noncontrolling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, exchange differences arising from such a monetary item that are considered to form part of the net investment in the foreign operation are recognized in other comprehensive income.

(Continued)

WIWYNN CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements

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

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

An entity shall classify a liability as current when:

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

(f) Cash and cash equivalents

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

(g) Financial instruments

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

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WIWYNN CORPORATION AND SUBSIDIARIES
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(i) Financial assets

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

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

1) Financial assets measured at amortized cost

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

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

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

2) Fair value through other comprehensive income (FVOCI)

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

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

Some accounts receivables are held within a business model whose objective is achieved by both collecting contractual cash flows and selling by the Group; therefore, those receivables are measured at FVOCI. However, they are included in the ‘ accounts receivable’ line item.

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.

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

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

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

3) Fair value through profit or loss (FVTPL)

All financial assets not classified as amortized cost or FVOCI described as above are measured at FVTPL, including derivative financial assets. 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) 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, accounts receivable, other receivable, refundable deposits and other financial assets), debt investments measured at FVOCI and contract assets.

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

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

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

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

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The Group holds time deposits for domestic financial institutions, and it is considered to be low credit risk.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 60 days past due.

The Group considers a financial asset to be in default when the financial asset is more than 180 days past due or the borrower is unlikely to pay its credit obligations to the Group in full.

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 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

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 financial assets carried at amortized cost 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.

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

The gross carrying amount of a financial asset is written off 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.

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5) Derecognition of financial assets

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

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

(ii) Financial liabilities and equity instruments

1) Classification of debt or equity

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

2) Equity instrument

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

3) Financial liabilities

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

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

4) Derecognition of financial liabilities

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

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

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5) Offsetting of financial assets and liabilities

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

(iii) Derivative financial instruments

The Group holds derivative financial instruments to hedge its foreign currency exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

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

(h) Inventories

Inventories are measured individually at the lower of cost and net realizable value. The standard cost method is adopted for inventory costing and the difference between standard cost and actual cost is allocated proportionately to inventory except for an unfavorable variance from normal capacity. Net realizable value is determined based on the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses at the end of the period.

(i) Property, plant and equipment

(i) Recognition and measurement

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

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

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

(ii) Subsequent cost

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

(iii) Depreciation

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

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

- 1) Research and developments equipment: 3~5 years
- 2) Machinery and equipment: 4~6 years
- 3) Office equipment: 2~4 years
- 4) Lease improvements: 3 years
- 5) Other equipment: 4 years

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

(j) Lease

Applicable from January 1, 2019

(i) Identifying a lease

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

- 1) the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified; and
- 2) the customer has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- 3) the customer has the right to direct the use of the asset throughout the period of use only if either:
 - the customer has the right to direct how and for what purpose the asset is used throughout the period of use; or
 - the relevant decisions about how and for what purpose the asset is used are predetermined and:
 - the customer has the right to operate the asset throughout the period of use, without the supplier having the right to change those operating instructions; or
 - the customer designed the asset in a way that predetermines how and for what purpose it will be used throughout the period of use.

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WIWYNN CORPORATION AND SUBSIDIARIES
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At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

(ii) As a lessee

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 substantively 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 modifications

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

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

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

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

Applicable before December 31, 2018

Payments made under operating lease (excluding insurance and maintenance expenses) are recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

Contingent rent is recognized as expense in the periods in which they are incurred.

(k) Intangible assets

(i) Recognition and measurement

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

(ii) Subsequent expenditure

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

(iii) Amortization

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

Intangible assets is software. Amortization is recognized in profit or loss on a straight-line basis 3 years for the estimated useful lives of intangible assets, from the date that they are available for use.

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

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(l) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories 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.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell.

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

Impairment losses are recognized in profit or loss. They are reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

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

(m) 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) Sale of goods

The Group manufactures and sells data storage equipment to customer. The Group recognizes revenue when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The Group provides customers with the extended warranty. This kind of contract contains two performance obligations and, therefore, the transaction price is allocated to each performance obligation on a relative stand-alone selling price basis. Management estimates the stand-alone selling prices at contract inception based on the observable prices at which the Group would sell the product and the extended warranty separately in similar circumstances and to similar customers.

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WIWYNN CORPORATION AND SUBSIDIARIES

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A receivable is recognized when the goods are delivered as this is the point in time that the Group has a right to an amount of consideration that is unconditional.

2) Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

(n) Employee benefits

(i) Defined contribution plans

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

(ii) Defined benefit plan

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 then-net defined benefit liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

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) 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.

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(o) Share-based payment

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the share appreciation rights. Any changes in the liability are recognized in profit or loss.

Grant date of a share-based payment award is the date which reach a consciences about price and number of a new award between the Group and employee

(p) Income taxes

Income taxes comprise current taxes and deferred taxes. Except for expenses related to business combinations or recognized directly in equity or other comprehensive income, all current and deferred taxes 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 that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred taxes arise due to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases. Deferred taxes shall not be recognized for the below exceptions:

- (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 taxes are measured at tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflect uncertainty related to income taxes, if any.

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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.

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.

(q) Earnings per share

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

(r) Operating segments

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

(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 following period.

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WIWYNN CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

Information about judgments made in applying accounting policies do not have significant effects on the amounts recognized in the consolidated financial statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year is as follows:

Valuation of inventories

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(d) for further description of the valuation of inventories.

(6) Explanation of significant accounts

(a) Cash and cash equivalents

	December 31, 2019	December 31, 2018
Cash on hand	\$ 430	385
Demand and checking deposits	11,991,709	1,403,207
	<u>\$ 11,992,139</u>	<u>1,403,592</u>

Please refer to note 6(u) for the sensitivity analysis and interest rate risk of the financial assets and liabilities of the Group.

(b) Accounts receivable

	December 31, 2019	December 31, 2018
Accounts receivable—measured at amortized cost	\$ 9,923,569	6,209,138
Accounts receivable-related parties—measured at amortized cost	415,932	24,196
Accounts receivable—measured at fair value through other comprehensive income	3,740,243	3,264,120
Less: loss allowance	(8,794)	(10,424)
	<u>\$ 14,070,950</u>	<u>9,487,030</u>

The Group has assessed a portion of its accounts receivable that was held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; therefore, such accounts receivable were measured at fair value through other comprehensive income.

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

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WIWYNN CORPORATION AND SUBSIDIARIES
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	December 31, 2019		
	Gross carrying amount	Weighted - average loss rate	Loss allowance provision
Current	\$ 13,892,703	-	-
Past due under 30 days	174,262	-	-
Past due 31 to 60 days	3,896	-	-
Past due 61 to 90 days	151	41%	62
Past due 91 to 180 days	31	100%	31
Past due 181 to 270 days	<u>8,701</u>	100%	<u>8,701</u>
Total	<u>\$ 14,079,744</u>		<u>8,794</u>

	December 31, 2018		
	Gross carrying amount	Weighted - average loss rate	Loss allowance provision
Current	\$ 9,471,011	-	-
Past due under 30 days	5,660	-	-
Past due 31 to 60 days	10	-	-
Past due 61 to 90 days	-	-	-
Past due 91 to 180 days	<u>20,773</u>	50%	<u>10,424</u>
Total	<u>\$ 9,497,454</u>		<u>10,424</u>

The movement in the allowance for accounts receivable was as follows:

	2019	2018
Balance on January 1	10,424	-
Impairment losses recognized	8,799	10,424
Impairment losses reversed	<u>(10,429)</u>	<u>-</u>
Balance on December 31	<u>\$ 8,794</u>	<u>10,424</u>

As of December 31, 2019 and 2018, the accounts receivable were not pledged.

For further credit risk information, please refers to note 6(u).

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WIWYNN CORPORATION AND SUBSIDIARIES
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The Group entered into separate factoring agreements with different financial institutions to sell its trade receivables. Under the agreements, the Group does not have the responsibility to assume the default risk of the transferred trade receivables but is liable for the losses incurred on any business dispute. The Group derecognized the above trade receivables because it has transferred substantially all of the risks and rewards of their ownership, and it does not have any continuing involvement in them. As of December 31, 2019 and 2018, the Group sold its accounts receivable without recourse as follows:

Unit: USD in thousands

December 31, 2019						
Purchaser	Assignment Facility	Amount Advanced Unpaid	Amount Advanced Paid	Amount Recognized in Other Receivables	Range of Interest Rate	Collateral
ING, Taipei branch	\$ 129,758	194,310	129,758	-	2.06%~2.90%	None
CITI, New York branch	175,018	124,982	175,018	-	2.12%~3.18%	None
	<u>\$ 304,776</u>	<u>319,292</u>	<u>304,776</u>	<u>-</u>		
December 31, 2018						
Purchaser	Assignment Facility	Amount Advanced Unpaid	Amount Advanced Paid	Amount Recognized in Other Receivables	Range of Interest Rate	Collateral
Yuanta Commercial Bank	\$ -	5,000	-	-	-	None
CITI, New York branch	97,159	202,841	97,159	-	2.00%~3.18%	None
	<u>\$ 97,159</u>	<u>207,841</u>	<u>97,159</u>	<u>-</u>		

(c) Other receivables

	December 31, 2019	December 31, 2018
Other receivables	\$ 5,927	7,578
Other receivables - related parties	2,363,013	98,779
Less: loss allowance	-	-
	<u>\$ 2,368,940</u>	<u>106,357</u>

For further credit risk information, please refers to note 6(u).

(d) Inventories

	December 31, 2019	December 31, 2018
Raw materials	\$ 9,692,961	6,889,680
Finished goods	4,499,697	5,298,564
Inventory in transit	<u>3,249,420</u>	<u>1,675,692</u>
	<u>\$ 17,442,078</u>	<u>13,863,936</u>

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Except cost of goods sold, the remaining gains or losses which were recognized as cost sales were as follow:

	2019	2018
Losses on valuation of inventories	\$ 209,600	235,154
Royalty	47,296	81,754
Other	(5,123)	(8,306)
	\$ 251,773	308,602

As of December 31, 2019 and 2018, the inventories were not pledged.

(e) Property, plant and equipment

The cost and accumulated depreciation of the property, plant and equipment of the Group for the years ended December 31, 2019 and 2018, were as follows:

	Research and development equipment	Machinery and equipment	Office equipment	Lease improvements	Other equipment	Total
Cost or deem cost:						
Balance on January 1, 2019	\$ 101,164	15,151	39,586	41,618	70,397	267,916
Additions	18,920	439,873	25,073	129,400	34,401	647,667
Disposals	-	-	(1,119)	(1,188)	-	(2,307)
Reclassification (Note)	-	1,210	-	16,231	71,769	89,210
Effect of changes in foreign exchange rates	-	(571)	(326)	-	(274)	(1,171)
Balance on December 31, 2019	\$ 120,084	455,663	63,214	186,061	176,293	1,001,315
Balance on January 1, 2018	\$ 81,451	1,913	27,874	23,799	9,792	144,829
Additions	19,778	8,470	12,108	17,819	3,439	61,614
Disposals	(65)	-	(659)	-	-	(724)
Reclassification (Note)	-	4,474	-	-	57,027	61,501
Effect of changes in foreign exchange rates	-	294	263	-	139	696
Balance on December 31, 2018	\$ 101,164	15,151	39,586	41,618	70,397	267,916
Accumulated depreciation:						
Balance on January 1, 2019	\$ 67,981	3,181	21,983	24,018	25,210	142,373
Depreciation	16,659	17,314	8,347	17,379	83,807	143,506
Disposals	-	-	(1,102)	(1,188)	-	(2,290)
Effect of changes in foreign exchange rates	-	(198)	(154)	-	(89)	(441)
Balance on December 31, 2019	\$ 84,640	20,297	29,074	40,209	108,928	283,148
Balance on January 1, 2018	\$ 52,489	304	16,436	17,730	6,302	93,261
Depreciation	15,557	2,817	6,122	6,288	18,863	49,647
Disposals	(65)	-	(659)	-	-	(724)
Effect of changes in foreign exchange rates	-	60	84	-	45	189
Balance on December 31, 2018	\$ 67,981	3,181	21,983	24,018	25,210	142,373
Carrying value :						
Balance on December 31, 2019	\$ 35,444	435,366	34,140	145,852	67,365	718,167
Balance on December 31, 2018	\$ 33,183	11,970	17,603	17,600	45,187	125,543
Balance on January 1, 2018	\$ 28,962	1,609	11,438	6,069	3,490	51,568

(Note): Reclassified from prepayment for equipment.

As of December 31, 2019 and 2018, the property, plant and equipment were not pledged.

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(f) Right-of-use assets

The Group leases buildings and other equipment. Information about leases for which the Group as a lessee was presented below:

	<u>Buildings</u>	<u>Other equipment</u>	<u>Total</u>
Cost:			
Balance on January 1, 2019	\$ -	-	-
Effects of retrospective application	98,844	-	98,844
Acquisitions	375,768	5,686	381,454
Effect of changes in foreign exchange rates	(2,766)	(22)	(2,788)
Balance on December 31, 2019	<u>\$ 471,846</u>	<u>5,664</u>	<u>477,510</u>
Accumulated depreciation:			
Balance on January 1, 2019	\$ -	-	-
Effects of retrospective application	28,615	-	28,615
Depreciation for the year	60,102	416	60,518
Effect of changes in foreign exchange rates	(432)	(6)	(438)
Balance on December 31, 2019	<u>\$ 88,285</u>	<u>410</u>	<u>88,695</u>
Carrying amount:			
Balance on January 1, 2019	<u>\$ 383,561</u>	<u>5,254</u>	<u>388,815</u>

The Group leases offices and warehouses under operating lease for the years ended December 31, 2018, please refer to note 6(l).

(g) Intangible assets

The cost and accumulated amortization of the intangible assets for the years ended December 31, 2019 and 2018, were as follows:

	<u>Software</u>	<u>Other</u>	<u>Total</u>
Costs:			
Balance on January 1, 2019	\$ 32,237	-	32,237
Additions	16,759	1,040	17,799
Effect of changes in foreign exchange rates	(5)	-	(5)
Balance on December 31, 2019	<u>\$ 48,991</u>	<u>1,040</u>	<u>50,031</u>
Balance on January 1, 2018	\$ 25,190	-	25,190
Additions	7,039	-	7,039
Effect of changes in foreign exchange rates	8	-	8
Balance on December 31, 2018	<u>\$ 32,237</u>	<u>-</u>	<u>32,237</u>
Accumulated amortization:			
Balance on January 1, 2019	\$ 24,995	-	24,995
Amortization	5,935	-	5,935
Effect of changes in foreign exchange rates	(5)	-	(5)
Balance on December 31, 2019	<u>\$ 30,925</u>	<u>-</u>	<u>30,925</u>

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	<u>Software</u>	<u>Other</u>	<u>Total</u>
Balance on January 1, 2018	\$ 19,966	-	19,966
Amortization	5,021	-	5,021
Effect of changes in foreign exchange rates	8	-	8
Balance on December 31, 2018	<u>\$ 24,995</u>	<u>-</u>	<u>24,995</u>
Carrying value :			
Balance on December 31, 2019	<u>\$ 18,066</u>	<u>1,040</u>	<u>19,106</u>
Balance on December 31, 2018	<u>\$ 7,242</u>	<u>-</u>	<u>7,242</u>
Balance on January 1, 2018	<u>\$ 5,224</u>	<u>-</u>	<u>5,224</u>

(i) Amortization

For the years ended December 31, 2019 and 2018, the amortization of intangible assets is included in the statement comprehensive income:

	<u>2019</u>	<u>2018</u>
Operating costs	\$ 806	-
Operating expense	<u>5,129</u>	<u>5,021</u>
	<u>\$ 5,935</u>	<u>5,021</u>

(ii) As of December 31, 2019 and 2018, the intangible assets were not pledged as collateral.

(h) Other current assets and other non-current assets

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Other current assets:		
Tax refundable	\$ 406,739	2,637,660
Other prepayments	71,432	79,611
Others	<u>61,118</u>	<u>5,184</u>
	<u>\$ 539,289</u>	<u>2,722,455</u>
Other non-current assets:		
Refundable deposits	35,367	3,650
Restricted deposits	29,002	153,665
Prepayments for equipment	<u>48,975</u>	<u>39,506</u>
	<u>\$ 113,344</u>	<u>196,821</u>

(i) Short-term borrowings

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

	<u>December 31, 2019</u>		
	<u>Currency</u>	<u>Interest rate collars</u>	<u>Expiration</u>
Unsecured bank borrowings	USD	2.06%~2.90%	2020/1/7~2020/2/22
			<u>\$ 8,638,393</u>
Unused credit line			<u>\$ 6,195,382</u>

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WIWYNN CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements

	December 31, 2018			
	<u>Currency</u>	<u>Interest rate collars</u>	<u>Expiration</u>	<u>Amount</u>
Unsecured bank borrowings	USD	3.35%~4.50%	2019/1/22~2019/2/19	\$ <u><u>2,962,661</u></u>
Unused credit line				\$ <u><u>5,814,201</u></u>

(j) Long-term borrowing

The details of the Group's for long-term borrowing were as follows:

	December 31, 2018			
	<u>Currency</u>	<u>Interest rate collars</u>	<u>Expiration</u>	<u>Amount</u>
Unsecured syndicated bank borrowing	USD	3.86%	2021/5/27	\$ 5,522,236
Less: current portion				<u>-</u>
Total				\$ <u><u>5,522,236</u></u>
Unused credit line				\$ <u><u>-</u></u>

April 20, 2018, the Group entered into a 3-year loan agreement with Yuanta Bank (the lead bank) and 13 other participating banks, with significant terms as follows:

Total credit facility: USD \$180,000

Maturity date: The date 3 years after the first drawdown date, which should be within 6 months from the date the agreement was signed.

Availability period: Since the facility is revolving, each availability period should be more than 2 months and less than 6 months.

The related financial covenants and restrictions for the syndicated loans mentioned above were as follows:

- (i) Current ratio (current assets/current liabilities): shall not be lower than 100%.
- (ii) Net financial liability ratio [(financial liabilities-cash and cash equivalents)/tangible net assets value]: shall not be higher than 120%. The financial liabilities include long-term and short-term borrowings (include current portion of long-term borrowings), short-term notes and bills payable and bonds payable (include convertible bond).
- (iii) Interest coverage ratio [(income before tax + depreciation + amortization+ interest expense)/interest expense]: shall not be lower than 3 time.
- (iv) Tangible net assets value (equity minus intangible assets): shall not be lower than \$5,000,000 thousand during 2018 and shall not be lower than \$6,000,000 thousand during 2019.

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WIWYNN CORPORATION AND SUBSIDIARIES
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According to the Group's syndicated loan agreement with the bank, during the credit term, the Group is committed to maintain the financial ratios. If a breach of covenant occurs, the Group may have to pay the penalty to the bank.

The aforementioned financial covenants were reviewed once every six months from December 31, 2018, based on the year-end consolidated financial statements audited by certified public accountant, and the semi-annual consolidated financial statements reviewed by certified public accountant. The Group was in compliance with the above financial covenants and restrictions in December 31, 2018. As of December 31, 2019, the Group had fully repaid its loan.

(k) Lease liabilities

	December 31, 2019
Current	\$ <u>109,708</u>
Non-current	\$ <u>288,827</u>

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

The amounts recognized in profit or loss were as follows:

	2019
Interest expenses on lease liabilities	\$ <u>7,117</u>
Expenses relating to short-term leases	\$ <u>5,246</u>

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

	2019
Total cash outflow for leases	\$ <u>68,583</u>

(i) Real estate leases

As of December 31, 2019, the Group leases land and buildings for its office space, factory and employee dormitory. The leases of office space typically run for a period of 5 to 10 years, factory for 5 years, and of employee dormitory for 2 to 3 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.

(ii) Other leases

The Group leases other equipment, with lease terms of 2 to 5 years. In some cases, the Group has options to purchase the assets at the end of the contract term.

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(l) Operating leases

The Group leases the offices and warehouse, under operating leases. The future rental commitments are as follows:

	December 31, 2018
Less than one year	\$ 23,803
Between one and five years	<u>35,642</u>
	<u>\$ 59,445</u>

The operating lease expenses for the year ended December 31, 2018 is \$22,688 thousand.

The Group lease a number of offices and warehouse under operating leases. The leases typically run for a period of 1 to 5 years, with an option to renew the lease after that date.

(m) Employee benefits

(i) Defined benefit plans

Reconciliation of defined benefit obligation at present value and plan asset at fair value are as follows:

	December 31, 2019	December 31, 2018
Present value of defined benefit obligations	\$ 56,722	54,382
Fair value of plan assets	<u>(53,852)</u>	<u>(53,757)</u>
Net defined benefit liabilities	<u>\$ 2,870</u>	<u>625</u>

The Group makes defined benefit plan contributions to the pension fund account with Bank of Taiwan and Taipei Fubon commercial bank that provides pensions for employees upon retirement. Plans (covered by the Labor Standards Law) entitle a retired employee to receive retirement benefits based on years of service and average monthly salary for the six months 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 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 and Taipei Fubon commercial bank labor pension reserve account balance amounted to \$53,852 thousand and \$53,757 thousand, respectively, as of December 31, 2019 and 2018. For information on the utilization of the labor pension fund assets, including the asset allocation and yield of the fund, please refer to the website of the Bureau of Labor Funds, Ministry of Labor.

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WIWYNN CORPORATION AND SUBSIDIARIES
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2) Movements in present value of the defined benefit obligations

The movements in the present value of the defined benefit obligations for the Group were as follows:

	2019	2018
Defined benefit obligations at January 1	\$ 54,382	53,652
Current service cost and interests cost	741	739
Net remeasurements of defined benefit liability	<u>1,599</u>	<u>(9)</u>
Defined benefit obligations at December 31	<u><u>\$ 56,722</u></u>	<u><u>54,382</u></u>

3) Movements of defined benefit plan assets

The movements in the present value of the defined benefit plan assets for the Group were as follows:

	2019	2018
Fair value of plan assets at January 1	\$ 53,757	29
Interest income	731	-
Net remeasurements of defined benefit assets	(723)	1
Amounts contributed to plan	<u>87</u>	<u>53,727</u>
Fair value of plan assets at December 31	<u><u>\$ 53,852</u></u>	<u><u>53,757</u></u>

4) Expenses recognized in profit or loss

The expenses recognized in profit or loss for the Group were as follow:

	2019	2018
Current service cost	<u>\$ 10</u>	<u>739</u>
Operating expense	<u>\$ 10</u>	<u>739</u>

5) Remeasurements of the net defined benefit liability recognized in other comprehensive income

The Group's remeasurement of the net defined benefit liability recognized in other comprehensive income for the years ended December 31, 2019 and 2018, was as follows:

	2019	2018
Accumulated amount at January 1	\$ (10)	-
Recognized during the period	<u>2,322</u>	<u>(10)</u>
Accumulated amount at December 31	<u><u>\$ 2,312</u></u>	<u><u>(10)</u></u>

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WIWYNN CORPORATION AND SUBSIDIARIES
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6) Actuarial assumptions

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

	December 31, 2019	December 31, 2018
Discount rate	1.125 %	1.375 %
Future salary increases	3.500 %	3.500 %

The expected allocation payment to be made by the Group to the defined benefit plans for the one-year period after the reporting date is \$89 thousand.

The weighted average lifetime of the defined benefits plans is 15.83 years.

7) Sensitivity analysis

If the actuarial assumptions had changed, the impact on the present value of the defined benefit obligation shall be as follows:

	Effects to the defined benefit obligation	
	Increase 0.25%	Decrease 0.25%
December 31, 2019:		
Discount rate (change in 0.25%)	\$ (1,496)	1,555
Future salary increases (change in 0.25%)	1,492	(1,447)
December 31, 2018:		
Discount rate (change in 0.25%)	(1,475)	1,551
Future salary increases (change in 0.25%)	1,488	(1,428)

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions 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 pension liabilities in the balance sheets.

(i) Defined contribution plans

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

The subsidiaries of the Group are under defined contribution plan in accordance with local regulations, and they recognized pension cost and were made to local government.

The Group's pension costs under the defined contribution plan were \$47,114 thousand and \$24,407 thousand for the years 2019 and 2018, respectively. Payments were made to the Bureau of Labor Insurance and to local government for the overseas subsidiaries.

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WIWYNN CORPORATION AND SUBSIDIARIES
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(n) Income taxes

(i) Income tax expense

The components of income tax were as follows:

	<u>2019</u>	<u>2018</u>
Current tax expense (gain)		
Current period	\$ 1,780,050	1,724,075
Adjustments for prior periods	<u>(22,318)</u>	<u>(6,266)</u>
	<u>1,757,732</u>	<u>1,717,809</u>
Deferred tax gain		
Origination and reversal of temporary difference	(168,716)	(198,606)
Adjustment in tax rate	<u>-</u>	<u>(3,312)</u>
	<u>(168,716)</u>	<u>(201,918)</u>
Income tax expense	<u><u>\$ 1,589,016</u></u>	<u><u>1,515,891</u></u>

The amount of income tax recognized in other comprehensive income for 2019 and 2018 was as follows:

	<u>2019</u>	<u>2018</u>
Items that may not be reclassified subsequently profit or loss:		
Gains on remeasurements of defined benefit plans	<u><u>\$ (464)</u></u>	<u><u>2</u></u>

(ii) Reconciliation of income tax and profit before tax for 2019 and 2018 is as follows:

	<u>2019</u>	<u>2018</u>
Income before tax	\$ <u>7,758,270</u>	<u>7,093,468</u>
Income tax using the Company's domestic tax rate	1,551,654	1,418,694
Effect of tax rates in foreign jurisdiction	46,091	96,652
Undistributed earnings additional tax	85,735	31,392
Tax incentives	(46,352)	-
Prior-period tax adjustments	(22,318)	(6,266)
Adjustment in tax rate	-	(3,312)
Others	<u>(25,794)</u>	<u>(21,269)</u>
	<u><u>\$ 1,589,016</u></u>	<u><u>1,515,891</u></u>

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WIWYNN CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(iii) Deferred tax assets and liabilities

1) Unrecognized deferred tax asset and liability

As of December 31, 2019 and 2018, the details of unrecognized deferred tax assets were as follows:

	<u>December 31,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
Unrecognized deferred tax asset:		
Tax effect of deductible temporary difference	\$ <u>20,048</u>	<u>-</u>

There was no significant unrecognized deferred tax liabilities as of December 31, 2019 and 2018.

2) Recognized deferred tax assets and liabilities

Changes in the amounts of deferred deferred tax assets and liabilities for 2019 and 2018 were as follows:

	<u>Unrealized exchange loss</u>	<u>Contract liabilities and Provision</u>	<u>Unrealized inter-company profits</u>	<u>Accrued expense</u>	<u>Other</u>	<u>Total</u>
Deferred tax assets:						
Balance at January 1, 2019	\$ 19,420	76,363	62,133	127,995	5,155	291,066
Recognized in profit or loss	35,376	95,938	35,569	25,237	10,748	202,868
Recognized in other comprehensive income	-	-	-	-	464	464
Balance at December 31, 2019	\$ <u>54,796</u> <u>172,301</u> <u>97,702</u> <u>153,232</u> <u>16,367</u> <u>494,398</u>					
Balance at January 1, 2018	-	31,998	6,686	-	1,664	40,348
Recognized in profit or loss	\$ 19,420	44,365	55,447	127,995	3,493	250,720
Recognized in other comprehensive income	-	-	-	-	(2)	(2)
Balance at December 31, 2018	\$ <u>19,420</u> <u>76,363</u> <u>62,133</u> <u>127,995</u> <u>5,155</u> <u>291,066</u>					
		<u>Recognized share of gain of subsidiaries and associates accounted for equity method</u>	<u>Unrealized exchange gain</u>	<u>Total</u>		
Deferred tax liabilities:						
Balance at January 1, 2019		\$ 70,382	-	70,382		
Recognized in profit or loss		34,152	-	34,152		
Balance at December 31, 2019		\$ <u>104,534</u>		<u>-</u>	<u>104,534</u>	
Balance at January 1, 2018		\$ 20,356	1,224	21,580		
Recognized in profit or loss		50,026	(1,224)	48,802		
Balance at December 31, 2018		\$ <u>70,382</u>		<u>-</u>	<u>70,382</u>	

(iv) The ROC income tax authorities have examined the Company's income tax returns for all years through 2017.

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WIWYNN CORPORATION AND SUBSIDIARIES
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(o) Capital and other equity

As of December 31, 2019 and 2018, the Company's authorized common shares consisted of 250,000 thousand shares with a par value of \$10 per share, amounted to \$2,500,000 thousands, of which 174,637 thousand and 152,029 thousand shares, respectively, were issued and outstanding.

(i) Common shares

On December 27, 2018, the Company's board of directors approved a resolution to distribute the cash subscription amounted to \$188,100 thousand, which consisted of 18,810 thousand shares. The Company apply for these shares to be traded and offered publicly by the total amount of \$5,957,988 thousand (deducted issuance costs of \$3,000 thousand). The base date for capital subscription was set on March 26, 2019 and all related registration procedures had been completed.

On June 22, 2018, the Company's shareholders meeting approved a resolution to distribute the retained earnings with the amounts of \$255,193 thousand, which consisted of 25,519 thousand shares. The base date for capital increase was set on August 1, 2018, and the related registration procedures had been completed.

On December 21, 2017, the Company's board of directors approved a resolution to distribute the cash subscription amounted to \$200,000 thousand, which consisted of 20,000 thousand shares, with a par value of \$120 in New Taiwan dollars. The base date for capital subscription was set on March 19, 2018, and all related registration procedures had been completed.

The Company issued 3,798 thousand and 432 thousand new shares of common shares with the amounts of \$66,557 thousand and \$6,257 thousand for the execution of employee stock options for the years ended December 31, 2019 and 2018. All proceeds from outstanding shares have been collected and all related registration procedures had been completed.

(ii) Capital surplus

The balances of capital surplus were as follows:

	December 31, 2019	December 31, 2018
A premium issuance of common shares for cash	\$ 8,436,510	2,666,622
Employee stock options	363,488	170,949
others	<u>16,185</u>	<u>16,185</u>
	<u>\$ 8,816,183</u>	<u>2,853,756</u>

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

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WIWYNN CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements

(iii) Retained earnings

The Company's article of incorporation stipulate that if the Company has a profit as a result of the yearly accounting closing, ten percent of the profit net of tax and the amount for making up of any accumulated loss shall be set aside as legal reserve, and thereafter an amount, including the reserved special reserve, shall be set aside, along with any undistributed profits accumulated from previous years to be identified as profits to be distributed. The amount of dividends to shareholders shall not less than ten percent of profit from the currency year.

As the Company is a technology and capital-intensive enterprise and is in its growth phase, it has adopted a more prudent approach in the appropriation of its remaining earnings as its dividend policy, in order to sustain its long-term capital needs and thereby maintain continuous development and steady growth. Under this approach, the distribution of cash dividend is not lower than 10% of total distribution of dividends.

1) Legal reserve

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

2) Special reserve

In accordance with Permit No. 1010012865 as issued by the Financial Supervisory Commission on April 6, 2012, a special reserve equal to the contra account of other shareholders' equity is appropriated from current and prior period earnings. When the debit balance of any of the contra accounts in the shareholders' equity is reversed, the related special reserve can be reversed. The subsequent reversals of the contra accounts in shareholders' equity shall qualify for additional distributions.

3) Earnings distribution

The appropriation of 2018 and 2017 earnings that were approved by the shareholders' meeting on June 25, 2019 and June 22, 2018, respectively, were as follows:

	<u>2018</u>	<u>2017</u>
Dividends distributed to ordinary shareholders		
Cash	\$ 2,792,685	510,386
Shares	<u>-</u>	<u>255,193</u>
	<u>\$ 2,792,685</u>	<u>765,579</u>

On March 20, 2020, the Company's Board of Directors resolved to appropriate the 2019 earnings. These earnings were appropriated as follows:

	<u>2019</u>
Dividends distributed to ordinary shareholders	
Cash	<u>\$ 4,021,131</u>

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WIWYNN CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements

(iv) Other equity (net of tax)

	Exchange differences on translation of foreign financial statements
Balance on January 1, 2019	\$ 172,850
Exchange differences on translation of foreign financial statements	<u>(118,936)</u>
Balance on December 31, 2019	<u><u>\$ 53,914</u></u>
	Exchange differences on translation of foreign financial statements
Balance on January 1, 2018	\$ (8,137)
Exchange differences on translation of foreign financial statements	<u>180,987</u>
Balance on December 31, 2018	<u><u>\$ 172,850</u></u>

(p) Share-based payment

As of December 31, 2019 and 2018, the Group had share-based payment agreements as follows:

	Equity-settled			
	Employee stock options issued in 2015	Employee stock options issued in 2017	Cash subscription reserved for employee in 2018	Cash subscription reserved for employee in 2019
Grant date	January 26, 2015	June 20, 2017	January 23, 2018	February 27, 2019
Number of shares granted	1,000,000	8,000,000	3,000,000	2,821,000
Duration	5 years	3 years	-	-
Recipients	Employee	Employee	Employee	Employee
Grant period	(Note 1)	(Note 2)	Immediately	Immediately

(Note 1) The exercise ratio of the employee stock options over the grant period are as follows:

Employee stock options issued in 2015	
Grant period	Exercise ratio (cumulative)
February 15, 2017	1/3
February 15, 2018	2/3
February 15, 2019	3/3

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(Note 2) The exercise ratio of the employee stock options over the grant period are as follows:

Employee stock options issued in 2017	
Grant period	Exercise ratio (cumulative)
August 1, 2017	1/2
February 1, 2019	2/2

(i) Determining the fair value of equity instruments granted

1) Employee stock options

The Company adopted the Black-Scholes model to evaluate the fair value of the stock option at the grant date. The assumptions adopted in this valuation model were as follows:

	Employee stock options issued in 2015	Employee stock options issued in 2017
Fair value at grant date (expressed in New Taiwan dollars)	\$ 7.19	4.54 / 6.24
Share price at grant date (expressed in New Taiwan dollars)	25.98	25.23
Exercise price (expressed in New Taiwan dollars)	17.40	25.00
Expected volatility	38.87%	34.99%/39.93%
Expected life	2 years	1.56 years/ 2.31 years
Risk-free interest rate	0.60%	0.5053%/0.5936%

2) Cash subscription reserved for employee subscription

The Company adopted the market approach and income approach to evaluate the fair value of the cash subscription reserved for employee subscription at grant date in 2019 and 2018, respectively. The assumptions adopted in this valuation model were as follows:

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WIWYNN CORPORATION AND SUBSIDIARIES
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	<u>Cash subscription reserved for employee in 2018</u>	<u>Cash subscription reserved for employee in 2019</u>
Fair value at grant date (expressed in New Taiwan dollars)	\$ 26.0	\$ 305.3
Share price at grant date (expressed in New Taiwan dollars)	146	248
Exercise price (expressed in New Taiwan dollars)	120	57.3
Discount rate	8.67 %	-
Debt-equity ratios	-	23.00 %
Premium of minority discount	-	31.5 %
Lack of Marketability Discount	15 %	22 %
Minority Discount	20 %	24 %

(ii) Information of employee stock options

The details of the employee stock options were as follows:

	2019		2018	
	Weighted-average exercise price (expressed in New Taiwan dollars)	Number of options (in thousands)	Weighted-average exercise price (expressed in New Taiwan dollars)	Number of options (in thousands)
Outstanding balance at the beginning of the year	\$ 17.50	4,044	20.28	4,603
Options granted	-	-	-	-
Options forfeited	-	(14)	-	(127)
Options exercised	17.52	(3,798)	14.48	(432)
Outstanding balance at the end of the year	16.04	<u>232</u>	17.50	<u>4,044</u>
Exercisable number as the end of the year		<u>232</u>		<u>123</u>

The outstanding employee stock options were as follows:

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Range of exercise price (expressed in New Taiwan dollars)	\$ 10.0 ~ 17.3	10.0 ~ 21.7
Weighted-average of remaining contractual duration (years)	0.19	1.14

(iii) Expense recognized in profit or loss

The expense were recognized as profit or loss were as follow:

	<u>2019</u>	<u>2018</u>
Expense resulting from employee stock options	\$ 2,319	27,898
Expense resulting from cash subscription reserved for employee	161,643	78,000
Total	<u>\$ 163,962</u>	<u>105,898</u>

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Notes to Consolidated Financial Statements

(q) Earnings per share

The calculation of basic and diluted earnings per share (unit: NTD in dollar) is as follows:

	2019	2018
Basic earnings per share:		
Profit attributable to common shareholders of the Company	\$ <u>6,169,254</u>	<u>5,577,577</u>
Weighted-average common stock outstanding (in thousands)	<u>169,382</u>	<u>146,791</u>
	\$ <u><u>36.42</u></u>	<u><u>38.00</u></u>
Diluted earnings per share:		
Profit attributable to common shareholders of the Company	\$ <u>6,169,254</u>	<u>5,577,577</u>
Weighted-average common stock outstanding (in thousands)	169,382	146,791
Effect of potentially dilutive common stock (in thousands):		
Employee compensation	849	5,772
Employee stock option	<u>31</u>	<u>1,041</u>
Weighted average common stock outstanding plus the effect of potentially dilutive common stock (in thousands)	<u>170,262</u>	<u>153,604</u>
	\$ <u><u>36.23</u></u>	<u><u>36.31</u></u>

(r) Revenue from contracts with customers

(i) Disaggregation of revenue

	2019	2018
Primary geographical markets		
Taiwan	\$ 8,847	22,534
America	122,131,740	124,900,676
Europe	29,164,761	37,370,735
Asia	8,248,574	12,541,014
Other	<u>4,046,501</u>	<u>6,229,856</u>
	\$ <u><u>163,600,423</u></u>	<u><u>181,064,815</u></u>
Major products		
Hyperscale data center	\$ <u><u>163,600,423</u></u>	<u><u>181,064,815</u></u>

(ii) Contract balance

	December 31, 2019	December 31, 2018	January 1, 2018
Accounts receivable	\$ 13,663,812	9,473,258	8,621,032
Accounts receivable – related parties	415,932	24,196	188,349
Less: loss allowance	<u>(8,794)</u>	<u>(10,424)</u>	<u>-</u>
	\$ <u><u>14,070,950</u></u>	<u><u>9,487,030</u></u>	<u><u>8,809,381</u></u>

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	<u>December 31, 2019</u>	<u>December 31, 2018</u>	<u>January 1, 2018</u>
Contract liabilities - provisions for warranty	\$ <u>861,503</u>	<u>381,814</u>	<u>188,226</u>

For details on accounts receivable and loss allowance, please refer to note 6(b).

The contract liabilities primarily related to the advance consideration received from customers for the electronic components under sales contracts, for which revenue is recognized when products are delivered to customers.

The major change in the balance of contract liabilities is the difference between the time frame of the performance obligation to be satisfied and the payment to be received. There was no significant changes during the period.

(iii) Transaction price allocated to the remaining performance obligations

The Group recognizes revenue related to warranty service in the amount to which the Group has a right to invoice, thus the Group applies the practical expedient of IFRS 15 and does not disclose information about the transaction price allocated to the remaining performance obligations of the contract.

(s) Non-operating income and expenses

(i) Other income

The details of other income were as follows:

	<u>2019</u>	<u>2018</u>
Interest income	\$ 72,195	47,664
Other	<u>79</u>	<u>79</u>
Total	<u>\$ 72,274</u>	<u>47,743</u>

(ii) Other gains and losses

The details of other gains and losses were as follows:

	<u>2019</u>	<u>2018</u>
Foreign exchange gains (losses), net	(83,548)	260,238
Losses on valuation of financial assets and liabilities at fair value	(44,269)	(25,051)
Others	<u>(22,783)</u>	<u>10,478</u>
	<u>\$ (150,600)</u>	<u>245,665</u>

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(iii) Finance costs

	<u>2019</u>	<u>2018</u>
Interest expenses		
Bank loans	\$ (316,365)	(300,482)
Others	<u>(7,117)</u>	<u>-</u>
	<u>\$ (323,482)</u>	<u>(300,482)</u>

(t) Employee's and directors' compensation

According to the Company's Article of Incorporation, if the Company has profit (which means income before tax excluding the amounts of employees' and directors' compensation) shall be contributed by the following rules. However, if the amount Company have accumulated deficit, it shall reserve the amount for offsetting deficit.

(i) No less than 5% of profit as employees' compensation. The Company may distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirement shall be determined by the Board of Directors.

(ii) No more than 1% of profit as the compensation in cash to the Directors.

The Company accrued and recognized employees' compensation amounted to \$407,000 thousand and \$368,000 thousand, respectively and directors' compensation amounted to \$18,174 thousand and \$15,000 thousand, respectively, based on the net income before tax which excluding the amounts of employees' and directors' compensation and the ratio stipulated in the Company's Article of Incorporation. The above are both accounted for under operating expense for the years ended December 31, 2019 and 2018. If there would be any changes after the reporting date in the following year, the changes would be treated as changes in accounting estimates and recognized as profit or loss in following year. The amounts, as stated in the consolidated financial statements, are identical to those of the actual distributions for 2019 and 2018. Related information would be available at the Market Observation Post System website.

(u) Financial instruments

(i) Credit risk

1) Credit risk exposure

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

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WIWYNN CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements

2) Concentration of credit risk

The Group's majority customers are in Cloud Infrastructure and Hyperscale Data Center industries. To reduce concentration of credit risk, the Group evaluates customers' financial positions periodically and requires customers to provide collateral, if necessary. In addition, the Group evaluates the aging of accounts receivable periodically, accrue allowance for doubtful accounts and purchasing insurance contracts of accounts receivable, if necessary. Historically, bad debt expense has always been under management's expectation. As of December 31, 2019 and 2018, 93.46% and 91.38% of the Group's accounts receivable were concentrated on 2 specific customers, respectively. Accordingly, concentrations of credit risk exist.

(ii) Receivable and debt securities

For credit risk exposure of accounts receivables, please refer to note 6(b). Other financial assets at amortized cost includes other receivables (Regarding how the financial instruments are considered to have low credit risk, please refer to note 4(g)).

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 (Regarding how the financial instruments are considered to have low credit risk, please refer to note 4(g)).

As of December 31, 2019 and 2018, the other receivable were not accrue any loss allowance.

(iii) Liquidity risk

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 flow	Within 1 year	1-2 years	2-5 years	More than 5 years
December 31, 2019						
Non-derivative financial liabilities						
Short-term borrowings	\$ 8,638,393	8,649,208	8,649,208	-	-	-
Notes and accounts payable (including related parties)	14,228,115	14,228,115	14,228,115	-	-	-
Other payables (including related parties)	1,695,703	1,695,703	1,695,703	-	-	-
Lease liabilities (including current and non-current)	398,535	407,085	113,677	56,177	116,934	120,297
Total	<u>\$ 24,960,746</u>	<u>24,980,111</u>	<u>24,686,703</u>	<u>56,177</u>	<u>116,934</u>	<u>120,297</u>
December 31, 2018						
Non-derivative financial liabilities						
Short-term borrowings	\$ 2,962,661	2,973,402	2,973,402	-	-	-
Long-term borrowings	5,522,236	6,035,087	213,444	213,444	5,608,199	-
Accounts payable (including related parties)	4,963,001	4,963,001	4,963,001	-	-	-
Other payables (including related parties)	1,439,211	1,439,211	1,439,211	-	-	-
Total	<u>\$ 14,887,109</u>	<u>15,410,701</u>	<u>9,589,058</u>	<u>213,444</u>	<u>5,608,199</u>	<u>-</u>

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

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(iv) Market risk

1) Currency risk

The Group's significant exposure to foreign currency risk was as follows:

	December 31, 2019			December 31, 2018		
	Foreign currency	Exchange rate	TWD	Foreign currency	Exchange rate	TWD
<u>Financial assets</u>						
<u>Monetary items</u>						
USD	\$ 752,516	30.106	22,655,220	527,856	30.733	16,222,593
<u>Financial liabilities</u>						
<u>Monetary items</u>						
USD	520,203	30.106	15,661,246	423,033	30.733	13,001,064

The Group's exposure to foreign currency risk arises from the translation of the foreign currency exchange gains and losses on cash and cash equivalents, accounts receivable (including related parties) and other receivables (including related parties), loans and borrowings, accounts payable (including related parties) and other payables (including related parties) that are denominated in foreign currency. A strengthening (weakening) 5 % of appreciation (depreciation) of the NTD against the USD for the years ended December 31, 2019 and 2018, the net income would be changed by \$279,759 thousand and \$128,861 thousand, respectively. The analysis assumes that all other variable remain constant.

Since the Group has many kinds of functional currency, the information on foreign exchange gains (losses) on monetary items is disclosed by total amount. For the years ended December 31, 2019 and 2018, foreign exchange gains (losses) (including realized and unrealized portions) amounted to \$(83,548) thousand and \$260,238 thousand, respectively.

(v) Interest rate analysis

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

The following sensitivity analysis is based on the exposure to the interest rate risk of non-derivative financial instruments on the reporting date. Regarding liabilities with variable rates, the analysis is based on the assumption that the liabilities were outstanding for lifetime on the reporting date.

If the interest rate increased / decreased by 1%, the Group's net income would have been changed by \$4,111 thousand and \$10,195 thousand, respectively, for the years ended December 31, 2019 and 2018, with all other variable factors that remain constant. This is mainly due to the Group's borrowings at floating variable rate.

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(vi) Fair value information

1) Categories and fair values of financial instruments

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It shall not include fair value information of the financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of the fair value and investments in equity instruments which do not have any quoted price in an active market in which the fair value cannot be reasonably measured.

		December 31, 2019				
		Carrying amount	Fair value			
			Level 1	Level 2	Level 3	Total
Financial assets measured at amortized cost						
Cash and cash equivalents	\$	11,992,139	-	-	-	-
Accounts receivable (including related parties)		14,070,950	-	-	-	-
Other receivable (including related parties)		2,368,940	-	-	-	-
Other non-current assets		64,369	-	-	-	-
Subtotal	\$	<u>28,496,398</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Financial liabilities measured at amortized cost						
Short-term borrowings	\$	8,638,393	-	-	-	-
Notes and accounts payable (including related parties)		14,228,115	-	-	-	-
Other payables (including related parties)		1,695,703	-	-	-	-
Lease liabilities (including current and non-current)		398,535	-	-	-	-
Subtotal	\$	<u>24,960,746</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		December 31, 2018				
		Carrying amount	Fair value			
			Level 1	Level 2	Level 3	Total
Financial assets measured at amortized cost						
Cash and cash equivalents	\$	1,403,592	-	-	-	-
Accounts receivable (including related parties)		9,487,030	-	-	-	-
Other receivable (including related parties)		106,357	-	-	-	-
Other non-current assets		157,315	-	-	-	-
Subtotal	\$	<u>11,154,294</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Financial liabilities measured at amortized cost						
Short-term borrowings	\$	2,962,661	-	-	-	-
Long-term borrowings		5,522,236	-	-	-	-
Accounts payable (including related parties)		4,963,001	-	-	-	-
Other payables (including related parties)		1,439,211	-	-	-	-
Subtotal	\$	<u>14,887,109</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

2) Valuation techniques for financial instruments measured at fair value: none

(Continued)

WIWYNN CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

- 3) Transfers between Level 1 and Level 2: none
- 4) Changes between Level 3: none.
- (v) Financial risk management
 - (i) Overview
 - 1) Credit risk
 - 2) Liquidity risk
 - 3) Market risk

The following likewise discusses the Group's objectives, policies and processes for measuring and managing the above mentioned risks. For more disclosures about the quantitative effects of these risks exposures, please refer to the respective notes in the accompanying consolidated financial statements.

(ii) Structure of risk management

The Group's finance management department provides business services for the overall internal department. It sets the objectives, policies and processes for managing the risk and the methods used to measure the risk arising from both the domestic and international financial market operations.

The Group's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

(iii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to financial instruments fails to meet its contractual obligations that arise principally from the Group's accounts receivable and investment.

1) Accounts and other receivable

The Group's credit policy is transacting with creditworthy customers, and obtains collateral to mitigate risks arising from financial loss due to default. The Group will transact with corporations of credit ratings equivalent to investment grade and such ratings are provided by independent rating agencies. Where it is not possible to obtain such information, the Group will assess the ratings based on other publicly available financial information and transactions records with its major customers. The Group continues to monitor the exposure to credit risk and counterparty credit rating, and evaluate the customers' credit rating and credit limit via automatic finance system to manage the credit exposure.

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WIWYNN CORPORATION AND SUBSIDIARIES
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The Group did not have any collateral or other credit enhancements to avoid credit risk of financial assets.

2) Investment

The credit risk exposure in the bank deposits and other financial instruments are measured and monitored by the Group's finance department. Since the Group's transactions resulted from the external parties with good credit standing and investment grade above financial institutions, publicly-traded stocks companies and non publicly-traded stocks companies, with good credit ratings, there are no incompliance issues and therefore no significant credit risk.

3) Guarantee

According to the Group's policy, the Group can only provide guarantee to which is listed under the regulation. The Group did not provide guarantees as of December 31, 2019 and 2018.

(iv) Liquidity risk

The Group maintains sufficient cash and cash equivalents so as to cope with its operations and mitigate the effects of fluctuations in cash flows. The Group's management supervises the bank loan facilities and ensures in compliance with the terms of the loan agreements.

The loan was an important source of liquidity for the Group. As of December 31, 2019 and 2018, the Group has unused credit lines for bank loans of \$6,195,382 thousand and \$5,814,201 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 sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of the Group's entities. The currencies used in these transactions are denominated in USD.

The foreign currency assets and liabilities might lead to the interest risk since the fluctuation of the market exchange rate influence the Group's future cash flow. The Group entering into forward and swap contracts are intended to manage the exchange rate risk due to the Group's current and future demand for foreign currency.

The contract periods are decided in consideration of the Group's foreseeable assets and liabilities and expected cash flow. At the maturity date of the derivative contract, the Group will settle these contracts using the foreign currencies arising from the assets denominated in foreign currency.

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WIWYNN CORPORATION AND SUBSIDIARIES
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2) Interest risk

The Group's short-term borrowings, bear floating interest rates. The changes in effective rate along with the fluctuation of the market interest rate influence the Group's future cash flow. The Group reduces the interest risks by negotiating the loan interest rates frequently with banks.

3) Other market price risk

The Group monitors the risk arising from its available-for-sale security instruments, which are held for monitoring cash flow requirements and unused capital. The management of the Group monitors the combination of equity securities and open-market funds in its investment portfolio based on cash flow requirements. Material investments within the portfolio are managed on an individual basis, and all buy-and-sell decisions are approved by the Board of directors.

(w) Capital management

The Group's meets its objectives for managing capital to safeguard the capacity to continue to operate, and provide a return to the shareholders, also, to benefit other related parties, at the same time, to maintain an optional capital structure to reduce the cost of capital. Capital includes common share, capital surplus and retained earnings. 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.

As of 2019, the Groups' capital management strategy is consistent with 2018. The Group's debt to asset ratio and debt to capital ratio at the end of the reporting period as of December 31, 2019 and 2018, were as follows:

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Debt to asset ratio	<u>58%</u>	<u>62%</u>
Debt to capital ratio	<u>138%</u>	<u>162%</u>

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

Reconciliation of liabilities arising from financing activities were as follows:

	<u>January 1, 2019</u>	<u>Cash flows</u>	<u>Addition</u>	<u>Non-cash changes</u> <u>Foreign exchange movement</u>	<u>December 31, 2019</u>
Short-term borrowings	\$ 2,962,661	5,806,208	-	(130,476)	8,638,393
Long-term borrowings	5,522,236	(5,522,236)	-	-	-
Lease liabilities	72,409	(56,220)	381,454	892	398,535
Total liabilities from financing activities \$	<u>8,557,306</u>	<u>227,752</u>	<u>381,454</u>	<u>(129,584)</u>	<u>9,036,928</u>

(Continued)

WIWYNN CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements

	<u>January 1, 2018</u>	<u>Cash flows</u>	<u>Non-cash changes Foreign exchange movement</u>	<u>December 31, 2018</u>
Long-term borrowings	\$ 5,041,970	(2,141,749)	62,440	2,962,661
Short-term borrowings	-	5,413,567	108,669	5,522,236
Total liabilities from financing activities	<u>\$ 5,041,970</u>	<u>3,271,818</u>	<u>171,109</u>	<u>8,484,897</u>

(7) Related-parties transactions:

(a) Parent company and ultimate controlling party

Wistron Corporation is both the parent company and the ultimate controlling party of the Group. As of December 31, 2019 and 2018, it owns 44.90% and 51.18%, respectively, of all shares outstanding of the Company.

(b) Names and relationship with related parties

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

<u>Name of related party</u>	<u>Relationship with the Group</u>
Wistron Corporation (WHQ)	Parent Company
Wistron InfoComm (Czech). s.r.o. (WCCZ)	Other related parties
Wistron Optronics (Kunshan) Co., Ltd. (WOK)	Other related parties
Wistron Mexico S.A. de C.V. (WMX)	Other related parties
Cowin Worldwide Corporation (COWIN)	Other related parties
ICT Service Management Solutions (India) Private Limited (WIN)	Other related parties
Wibase Industrial Solutions (WIS)	Other related parties
International Standards Labs. (ISL)	Other related parties
Wistron InfoComm (Zhongshan) Corporation (WZS)	Other related parties
SMS InfoComm Technology Services and Management Solutions Ltd. (WBR)	Other related parties
Wistron InfoComm (Kushan) Co., Ltd. (WAKS)	Other related parties
SMS InfoComm Corporation (WTX)	Other related parties
Wistron InfoCommon Technology (Texas) corporation (WITT)	Other related parties
Wistron InfoCommon Technology (America) corporation (WITX)	Other related parties
WiAdvance Technology Corporation (AGI)	Other related parties
Wistron K.K. (WJP)	Other related parties
Wistron NeWeb corporation (WNC)	Other related parties
Wistron Information Technology & Services Corporation (WITS)	Other related parties
T-CONN Precision Corporation (TPE)	Other related parties

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Notes to Consolidated Financial Statements

(c) Significant transactions with related parties

(i) Sales

The amounts of significant sales and outstanding balances between the Group and related parties were as follows:

	<u>Sales</u>		<u>Receivables from related parties</u>	
	<u>2019</u>	<u>2018</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
WHQ	\$ 2,038	4,530	5	93
Other related parties	<u>1,096,565</u>	<u>1,087,792</u>	<u>415,927</u>	<u>24,103</u>
	<u>\$ 1,098,603</u>	<u>1,092,322</u>	<u>415,932</u>	<u>24,196</u>

The selling price and payment terms of sales to related parties depend on the economic environment and market competition, and are not significantly different from those with third-party customers.

(ii) Purchases

The amounts of significant purchase and outstanding balances between the Group and related parties were as follows:

	<u>Purchases</u>		<u>Payables to related parties</u>	
	<u>2019</u>	<u>2018</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
WHQ	\$ 33,487,624	54,113,299	7,081,552	859,744
Other related parties :				
WCCZ	16,070,438	39,672,520	-	2,886,854
Other related parties	<u>8</u>	<u>14,014</u>	<u>8</u>	<u>-</u>
	<u>\$ 49,558,070</u>	<u>93,799,833</u>	<u>7,081,560</u>	<u>3,746,598</u>

Trading terms of purchase transactions with related parties are not significantly different from those with third-party vendors.

(iii) Processing Fee

The amounts of processing and outstanding balance between the Group and related parties were as follows:

	<u>Processing Fee</u>		<u>Payables to related parties</u>	
	<u>2019</u>	<u>2018</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
WMX	<u>\$ 1,012,202</u>	<u>756,279</u>	<u>172,349</u>	<u>96,065</u>

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WIWYNN CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

Trading terms of processing fee transactions with related parties are not significantly different from those with third-party vendors.

(iv) Operating Expense

The amounts of operating expense between the Group and related parties were as follow:

	<u>2019</u>	<u>2018</u>
WHQ	\$ 366,125	1,027,918
Other related parties	<u>71,464</u>	<u>58,618</u>
	<u><u>\$ 437,589</u></u>	<u><u>1,086,536</u></u>

Trading terms of operating expense with related parties are not significantly different from those with third-party vendors.

(v) Other receivables

The Group purchased raw materials on behalf of related parties, provide of human outsourcing service and etc. The outstanding balance were as follows:

	<u>Other receivables from related parties</u>	
	<u>December 31, 2019</u>	<u>December 31, 2018</u>
WHQ	\$ 2,292,978	26
Other related parties:		
WMX	48,457	-
WCCZ	21,511	92,507
Others related parties	<u>67</u>	<u>6,246</u>
	<u><u>\$ 2,363,013</u></u>	<u><u>98,779</u></u>

(vi) Other payable

The Group purchased research and development materials and related parties paid traveling expenses on behalf of the Group, testing services and etc. The outstanding balance were as follows:

	<u>Other payables to related parties</u>	
	<u>December 31, 2019</u>	<u>December 31, 2018</u>
WHQ	\$ 192,940	688,318
Other related parties	<u>14,948</u>	<u>4,550</u>
	<u><u>\$ 207,888</u></u>	<u><u>692,868</u></u>

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WIWYNN CORPORATION AND SUBSIDIARIES
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(vii) Leases

The Group signed a lease contract for two year with WNC during January 2019, and recognized the right-of-use assets and liabilities amounted to \$168,400 thousand. For the year ended December 31, 2019, the Group recognized its interest expense amounted to \$2,310 thousand. As of December 31, 2019, the balance of lease liabilities was \$143,064 thousand.

(d) Key management personnel compensation

Key management personnel compensation comprised:

	<u>2019</u>	<u>2018</u>
Short-term employee benefits	\$ 80,644	73,820
Post-employment benefits	<u>956</u>	<u>939</u>
	<u>\$ 81,600</u>	<u>74,759</u>

(8) Pledged assets:

The carrying amounts of pledged assets were as follow:

<u>Pledged assets</u>	<u>Object</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Other non-current assets	Bank loans	\$ <u>29,002</u>	<u>153,665</u>

(9) Significant commitments and contingencies:

Alacritech Inc. filed a patent infringement complaint against the Company in the United States District Court - East District of Texas in June 2016. The Company had appointed an attorney to deal with the matter. The litigation is still in process and a decision has yet to be made by the US Patent trial and Appeal Board.

(10) Losses due to major disasters: None.

(11) Subsequent events:None.

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(12) Other:

A summary of employee benefits, depreciation, and amortization by function, were as follows:

By item	By function	2019			2018		
		Operating costs	Operating expenses	Total	Operating costs	Operating expenses	Total
Employee benefits							
Salary		194,133	1,415,310	1,609,443	336	925,120	925,456
Labor and health insurance		25,171	68,711	93,882	17	53,109	53,126
Pension		17,534	29,590	47,124	11	25,135	25,146
Remuneration of directors		-	18,584	18,584	-	15,000	15,000
Others		13,722	22,654	36,376	530	18,398	18,928
Depreciation		59,889	144,135	204,024	6,072	43,575	49,647
Amortization		806	5,129	5,935	-	5,021	5,021

(13) Other disclosures:

(a) Information on significant transactions:

The following were the information on significant transactions required by the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” for the Group for the year ended December 31, 2019:

- (i) Loans to other parties: None.
- (ii) Guarantees and endorsements for other parties: Table 1 attached.
- (iii) Securities held as of December 31, 2019 (excluding investment in subsidiaries, associates and joint ventures): None.
- (iv) Individual securities acquired or disposed of with accumulated amount exceeding the lower of NT\$300 million or 20% of the capital stock: None.
- (v) Acquisition of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock: None.
- (vi) Disposal of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock: None.
- (vii) Related-party transactions for purchases and sales with amounts exceeding the lower of NT\$100 million or 20% of the capital stock: Table 2 attached.
- (viii) Receivables from related parties with amounts exceeding the lower of NT\$100 million or 20% of the capital stock: Table 3 attached.
- (ix) Trading in derivative instruments: None.
- (x) Significant intercompany transactions and business relationships between parent company and its subsidiaries: Table 4 attached.

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WIWYNN CORPORATION AND SUBSIDIARIES
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(b) Information on investments:

The following are the information on investees for the years ended December 31, 2019 (excluding information on investees in mainland China): Table 5 attached.

(c) Information on investment in mainland China: Table 6 attached.

(14) Segment information:

(a) General information

The Group has one reportable segment. This segment is mainly involved in manufacturing and sale of servers and storage in cloud infrastructure and hyperscale data center.

(b) Profit or loss data of the reporting segment (including specific revenues and expenses), assets and liabilities of the segment, the basis of measurement, and the related eliminations:

The information relating to profit or loss data of the reporting segment (including specific revenues and expenses), assets and liabilities of the segment are the same as those described in the consolidated financial statements. Please refer to the consolidated balance sheets and the consolidated statements of comprehensive income.

(c) Products and services information:

The Group is a single operation segment, therefore, the Group's revenue was not disclosed by categories of products or services.

(d) Geographical information

In presenting information on the basis of geography, segment revenue is based on the geographical location of customers and segment assets that are based on the geographical location of the assets.

Revenue from external customers:

<u>Geography</u>	<u>2019</u>	<u>2018</u>
Taiwan	\$ 8,847	22,534
America	122,131,740	124,900,676
Europe	29,164,761	37,370,735
Asia	8,248,574	12,541,014
Others	4,046,501	6,229,856
	<u>\$ 163,600,423</u>	<u>181,064,815</u>

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Non-current assets:

<u>Geography</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Taiwan	\$ 946,389	148,995
America	227,697	23,293
Asia	977	3
	<u>\$ 1,175,063</u>	<u>172,291</u>

Non-current assets include the property, plant and equipment, right-of-use assets, intangible assets and other non-current assets, aside from deferred tax assets.

(e) Major customers

The amounts of sales to external customers representing greater than 10% of net revenue were as follows:

<u>Customer</u>	<u>2019</u>	<u>2018</u>
Customer A	\$ 93,816,112	90,858,378
Customer B	61,807,454	79,699,127
	<u>\$ 155,623,566</u>	<u>170,557,505</u>

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Notes to the Consolidated Financial Statements

Table 1 Guarantees and endorsements for other parties:
(December 31, 2019)

No.	Name of guarantor	Counter - party of guarantee and endorsement		Limitation on amount of guarantees and endorsements for a specific enterprise (Note 2)	Highest balance for 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	Ratio of accumulated amounts of endorsements to net worth of the latest financial statements	Maximum amount for guarantees and endorsements (Note 1)	Parent company endorsements/guarantees to subsidiary	Subsidiary endorsement s/guarantees to parent company	Endorsements/ guarantees to subsidiary in Mainland China
		Name	Relationship with the company (Note 3)										
0	The Company	WYMX	2	6,065,659	196,396	196,396	196,396	-	0.97%	10,109,432	Y	N	N
0	The Company	WYKS	2	6,065,659	158,060	-	-	-	-	10,109,432	Y	N	Y

(Note 1) The total amount for guarantees and endorsements provided by the Company to other entities shall not exceed 50% of the Company's latest net worth, which was audited or reviewed by Certified Public Accountant.

(Note 2) The total amount for guarantees and endorsements provided by the Company to any individual entity shall not exceed 30% of the Company's latest net worth, which was audited or reviewed by Certified Public Accountant.

(Note 3) Relationship with the Company:

1. Ordinary business relationship.
2. Subsidiary which owned more than 50% by the guarantor.
3. An investee owned more than 50% in total by both the guarantor and its subsidiary.
4. An investee owned more than 90% by the guarantor or its subsidiary.
5. Fulfillment of contractual obligations by providing mutual endorsements and guarantees for peer or joint builders in order to undertake a construction project.
6. An entity that is guaranteed and endorsed by all capital contributing shareholders in proportion to their shareholding percentages.
7. The companies in the same industry provide among themselves joint and several security for a performance guarantee of a sales contract for pre - construction homes pursuant to the Consumer Protection Act for each other.

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Table 2 Related-party transactions for purchases and sales with amounts exceeding the lower of NT\$100 million or 20% of the capital stock:
(December 31, 2019)

Name of company	Related Party	Nature of relationship	Transaction details				Transaction with terms different from others		Notes/ Accounts receivable (payable)		Note
			Purchase/Sales	Amount	Percentage of total purchases / sales	Payment terms	Unit price	Payment Terms	Ending balance	Percentage of total notes / accounts receivable (payable)	
The Company	WYUDE	The Company's subsidiary	Sale	34,020,134	45.43%	OA120	-	-	13,545,567	66.77%	(Note)
"	WYJP	The Company's subsidiary	Sale	1,736,653	2.32%	OA90	-	-	798,060	3.93%	(Note)
"	WYKR	The Company's subsidiary	Sale	533,482	0.71%	OA90	-	-	115,571	0.57%	(Note)
"	WYHK	The Company's subsidiary	Sale	2,195,437	2.93%	OA90	-	-	344,873	1.70%	(Note)
"	WYKS	The Company's subsidiary	Sale	568,281	0.76%	OA90	-	-	315,474	1.55%	(Note)
"	WHQ	The Company's parent company	Purchase	31,669,868	51.09%	OA45	-	-	(7,062,840)	(66.19)%	-
"	WCCZ	Other related company	Purchase	15,865,298	25.59%	OA45	-	-	-	-	-
WYUDE	WBR	WYUDE's other related company	Sale	1,023,889	0.84%	OA120	-	-	414,146	5.10%	-
"	WHQ	The Company's parent company	Purchase	1,817,756	1.41%	OA45	-	-	(18,712)	(0.11)%	(Note 1)
"	WYHQ	WYUDE's parent company	Purchase	34,020,134	26.12%	OA120	-	-	(13,545,567)	(79.19)%	(Note)
"	WCCZ	WYUDE's other related company	Purchase	204,157	0.16%	OA45	-	-	-	-	-
"	WMX	WYUDE's other related company	Processing fee	1,012,202	0.78%	OA90	-	-	(172,349)	(1.01)%	-
WYJP	The Company	WYJP's parent company	Purchase	1,736,653	100.00%	OA90	-	-	(798,060)	(100.00)%	(Note)
WYKR	The Company	WYKR's parent company	Purchase	533,482	100.00%	OA90	-	-	(115,571)	(100.00)%	(Note)
WYHK	The Company	WYHK's parent company	Purchase	2,195,437	100.00%	OA90	-	-	(344,873)	(100.00)%	(Note)
WYKS	The Company	WYKS's parent company	Purchase	568,281	100.00%	OA90	-	-	(315,474)	(100.00)%	(Note)

(Note): The aforementioned inter - company transactions have been eliminated in the consolidated financial statements.

(Note 1): The Company purchased from WHQ on the behalf of WYUDE.

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Table 3 Receivables from related parties with amounts exceeding the lower of NT\$100 million or 20% of the capital stock:
(December 31, 2019)

Name of company	Counter-party	Nature of relationship	Ending balance	Turnover rate	Overdue		Amounts received in subsequent period	Loss allowance	Notes
					Amount	Action taken			
The Company	WYUDE	The Company's subsidiary	13,545,567	329.86%	467	Collecting	1,094,972	-	(Note)
"	WYJP	The Company's subsidiary	798,060	311.91%	-	-	794,653	-	(Note)
"	WYKR	The Company's subsidiary	115,571	532.49%	-	-	73,654	-	(Note)
"	WYHK	The Company's subsidiary	344,873	1193.78%	-	-	122,524	-	(Note)
"	WYKS	The Company's subsidiary	315,474	159.52%	36,219	Collecting	174,752	-	(Note)
WYUDE	WBR	WYUDE's other related company	414,146	480.53%	-	-	199,787	-	-
Other Receivables									
The Company	WHQ	The Company's parent company	2,271,990	-	-	-	-	-	-
WYUDE	WYHQ	WYUDE's parent company	284,179	-	-	-	91,729	-	(Note)

(Note): The aforementioned inter - company transactions have been eliminated in the consolidated financial statements.

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Table 4 Significant intercompany transactions and business relationships between parent company and its subsidiaries:

(December 31, 2019)

No.	Name of company	Name of counter-party	Nature of relationship (Note 1)	Intercompany transactions			
				Account name	Amount	Trading Terms	Percentage of the consolidated net revenue or total assets (Note 3)
0	The Company	WYUDE	1	Sales	34,020,134	OA120	20.79%
0	"	WYJP	1	Sales	1,736,653	OA90	1.06%
0	"	WYKR	1	Sales	533,482	OA90	0.33%
0	"	WYHK	1	Sales	2,195,437	OA90	1.34%
0	"	WYKS	1	Sales	568,281	OA90	0.35%
0	"	WYUDE	1	Accounts Receivable	13,545,567	OA120	28.14%
0	"	WYJP	1	Accounts Receivable	798,060	OA90	1.66%
0	"	WYKR	1	Accounts Receivable	115,571	OA90	0.24%
0	"	WYHK	1	Accounts Receivable	344,873	OA90	0.72%
0	"	WYKS	1	Accounts Receivable	315,474	OA90	0.66%

Note 1: relationship:

1. Parent company to subsidiary.
2. Subsidiary to parent company.
3. Subsidiary to subsidiary.

Note 2: The section only discloses the information of sales and accounts receivable of inter-company transactions, as well as is not disclosed the purchase and accounts payable of counter-party due to duplicate.

Note 3: Calculated by using the transaction amount, divided by the consolidated net revenues and total assets.

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Table 5 Information on investments (excluding investees in mainland China):

The following are the information on investees for the years ended December 31, 2019 (excluding information on investees in mainland China):

Name of the investor	Name of investee	Location	Main business and products	Original investment amount		Balance as of December 31, 2019			The highest percentage of the periods	Net income (losses) of the investee	Share of profits/losses of investee	Notes
				December 31, 2019	December 31, 2018	Shares	Percentage of ownership	Carrying value				
The Company	WYJP	Japan	Sales of data storage equipment	6,620	6,620	-	100.00%	127,271	100.00%	32,455	32,455	(Note)
"	WYUDE	U.S.A	Sales of data storage equipment	5,021,581	5,021,581	169,010	100.00%	5,264,317	100.00%	52,288	52,288	(Note)
"	WYHK	Hong Kong	Investing activities and sale of data storage equipment	12,181	12,181	400	100.00%	161,216	100.00%	74,728	74,728	(Note)
"	WYKR	South Korea	Sales of data storage equipment	2,903	2,903	20	100.00%	68,445	100.00%	12,639	12,639	(Note)
"	WYMY	Malaysia	Sales of data storage equipment	15,109	15,109	2,050	100.00%	14,685	100.00%	(205)	(205)	(Note)
"	WYMX	Mexico	Human resources service provision	49,285	-	31,053	100.00%	48,259	100.00%	(1,146)	(1,146)	(Note)

(Note): The aforementioned transactions have been eliminated in the consolidated financial statements.

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Table 6 Information on investment in mainland China:

Name of investee	Main businesses and products	Total amount of paid-in capital	Method of investment (Note 2)	Accumulated outflow of investment from Taiwan as of January 1, 2019	Investment Flows		Accumulated Outflow of Investment from Taiwan as of December 31, 2019	Net income (loss) of the investee	The highest percentage of the periods	Percentage of ownership	Investment income (losses) (Note 3)2.	Book value	Accumulated remittance of earnings in current period	Note
					Outflow	Inflow								
WYKS	Sales of data storage equipment	10,659	2	10,659 (Note 1)	-	-	10,659	12,925	100%	100%	12,925	56,455	-	(Note 5)

(ii) Limitation on investment in mainland China

Accumulated Investment in mainland China as of December 31, 2019 (Note 1)	Investment Amounts Authorized by Investment Commission, MOEA (Note 6)	Upper Limit on Investment (Note 4)
10,659(USD 350,000)	10,537(USD 350,000)	12,131,319

(Note 1) Wiwynn Technology Service Hong Kong Limited used its own capital to invest in WYKS.

(Note 2) Ways to invest in mainland China:

1. Direct investment in mainland China.
2. Reinvestment in mainland China through third place.
3. Others

(Note 3) The three categories of investment income (losses) recognized were as follows:

1. The financial statements of the investee company were audited by the global accounting firm in cooperation with ROC accounting firm.
2. The financial statements of the investee company were audited by the same auditor of the Taiwan parent company.
3. Others

(Note 4) Amount of upper limit on investment was the higher between sixty percent of total equity or total consolidated equity.

(Note 5) The aforementioned inter-company transactions have been eliminated in the consolidated financial statements.

(Note 6) Translated using the ending rates on December 31, 2019.

(iii) Significant transactions

For the year ended December 31, 2019, the significant inter-company transactions with the subsidiary in mainland China, which were eliminated in the preparation of consolidated financial statements, are disclosed in "Information on significant transactions".