

**KAULIN MFG. CO., LTD. AND ITS  
SUBSIDIARIES**

**Consolidated Financial Statements and  
Accountants' Review Report**

**For the Years Ended December 31, 2023 and 2022**

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## STATEMENT

For the year 2023 (from January 1, 2023 to December 31, 2023), the company that should be included in the preparation of the consolidated financial statements of affiliated companies in accordance with the "Regulations Governing the Preparation of Consolidated Financial Statements and Related Party Reports of Affiliated Companies" are the same as the companies that should be included in the preparation of the consolidated financial statements of the Parent Subsidiary in accordance with International Financial Reporting Standard No. 10 approved by the Financial Supervisory Commission, and the information required to be disclosed in the consolidated financial statements of the Parent Subsidiary has been disclosed in the previous consolidated financial statements.

We hereby declare

Company: KAULIN MFG. CO., LTD.

Chairman: LIN CHEN, YA-TZU

Date: March 14, 2024

## **Independent Auditor's Report**

To the Board of Directors of KAULIN MFG. CO., LTD.:

### **Audit Opinion**

We have audited the Balance Sheet of KAULIN MFG. CO., LTD. And its subsidiaries (KAULIN Group) as of December 31, 2023 and 2022, the Statement of Comprehensive Income as of January 1 to December 31, 2023 and 2022 as well as the Statement of Changes in Equity, Statement of Cash Flows and the Notes to Individual Financial Statement (including important accounting policies summary).

In our opinions, the compilation of the above individual financial statements present fairly, in all material respects, of the financial status of December 31, 2023 and 2022 of KAULIN MFG. CO. LTD. and subsidiaries and the financial performance and consolidated cash flow of January 1 to December 31, 2023 and 2022 prepared according to Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs approved by the FSC.

### **Basis of the Audit Opinions**

The audit was conducted by us in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and Generally Accepted Auditing Standards (GAAS). Our responsibilities under these standards will be further explained in the responsibility paragraph of the accountant's audit on the consolidated financial statements. The personnel regulated by independence at the accounting firm that our accountants work with have been managed according to the code of professional ethics to maintain independence from KAULIN MFG. CO., LTD. and subsidiaries as well as perform other responsibilities addressed on the regulation. Based on the audit results of us, we believe we have obtained sufficient and appropriate auditing evidence as the basis to express our audit opinions.

### **Key Audit Matters**

Key audit matters refer to the most important matters on the audits to KAULIN MFG. CO., LTD. and subsidiaries' consolidated financial statements of fiscal year 2023 based on the professional judgment of our accountants. The matters have been responded on the whole audited consolidated financial statements and during the process of the expression of the audit opinions. There, our accountants will not express opinions separately towards the matters. Based on the judgment of the accountants, the following key audit matters that should be communicated on the audit report are as follows:

## 1. Inventory Impairment

For the accounting policy related to inventory impairment, please refer to Note 4(8) to the consolidated financial statements; for uncertainty about accounting estimates and assumptions related to inventory impairment, please refer to Note 5 to the consolidated financial statements; for related disclosures about inventory, please refer to Note 6(6) to the consolidated financial statements.

KAULIN GROUP, being in a highly mature industry with intense competition, has the value of its inventory affected by the market, and the valuation of the inventory is carried out based on policies and accounting estimates set by the management. Given that the balance of inventory is significant to the consolidated financial statements and it involves accounting estimates, the auditor considers the valuation of inventory as one of the matters requiring high attention in the audit of the consolidated financial statements.

Corresponding audit procedure:

The main audit procedures for the provision for inventory valuation impairment by the auditor include evaluating the reasonableness of the provision for inventory valuation impairment policy set by KAULIN GROUP and whether it has been implemented according to relevant bulletin requirements. The auditor reviewed the inventory aging report, analyzed the changes in inventory aging, examined the sales status of the inventory and evaluated the net realizable value basis used to verify the reasonableness of the provision for inventory valuation impairment estimate, and assessed whether management has adequately disclosed relevant items about the provision for inventory valuation impairment.

## Other Matters

KAULIN MFG. CO., LTD. has prepared its parent company only financial statements for 2023 and 2022, which have been audited and unqualified audit reports have been issued by this auditor respectively. These are available for reference.

## Responsibility from Management and Governing Unit towards the Consolidated Financial Statements

Management level's responsibility is to prepare the consolidated financial statements present fairly according to Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs approved by the FSC and to maintain necessary internal control related to the preparation of the consolidated financial statements in order to ensure there is no major untrue expression on the financial statements due to fraud or error.

When preparing the consolidated financial statements, the responsibility of management level also includes evaluating KAULIN MFG. CO., LTD. and subsidiaries' capability of continuous operation, disclosure of relevant matters and the application of continuous operation accounting model unless the management level intends to liquidate KAULIN MFG. CO., LTD. and subsidiaries or suspend its business operation or there is no alternative practical and feasible solution other than liquidation or business suspension.

The governing unit (including the audit committee) at KAULIN MFG. CO., LTD. and subsidiaries is responsible for supervising the process of financial reports.

### **Responsibility of Accountants' Audit on the Consolidated Financial Statements**

The purpose of the consolidated financial statements audited by our accountants is to obtain reasonable assurance on whether the significant untrue expression exists on the whole consolidated financial statements due to fraud or error as well as issue the audit report. The reasonable assurance is the high certainty; however, it will not be able to guarantee that the significant untrue expression will definitely be able to be detected by generally accepted auditing standards, and the untrue expression might be caused from fraud or error. It is regarded as with significance if the individual amount or the aggregation number of the untrue expression can reasonably predict that it will affect the economic decisions made by the users of the consolidated financial statements.

When we conduct the audit according to generally accepted auditing standards, we use professional judgment and maintain our professional suspicion. We also executed the following tasks:

1. Identifying and evaluating the risk of major untrue expression on the consolidated financial statements due to fraud or error; designing and implementing proper responding strategies towards the risk evaluated; and obtaining sufficient and appropriate audit evidence as the basis of audit opinions. Due to fraud might be involving with collusion, counterfeiting, malicious omission untrue declaration, or going out of the internal control, the risk of not detecting the major untrue expression due to fraud will be higher than that due to error.
2. Obtaining necessary understanding of internal control related to audit in order to design proper audit procedure under the situation of the case. However, its purpose is not to express opinion toward the effectiveness of the internal control in KAULIN MFG. CO., LTD. and subsidiaries.
3. Evaluating the adequacy of the accounting policies used by the management level and the rationality of the accounting evaluation and relevant disclosure concluded.
4. Based on the audit evidence obtained, conclusion towards the appropriateness of continuous operation accounting basis that the management level adopts and the existence of major uncertainty on events or situations with major concerns affecting KAULIN MFG. CO., LTD. and subsidiaries' capability in continuous operation are made. If we believe major uncertainty existed on the event or situation, we must remind the users of consolidated financial statements on the audit report to pay attention on the relevant disclosure or modify audit opinion when the disclosure is not appropriate. The conclusion that we made is based on the audit evidence obtained up to the audit report day, but future events or situations might cause KAULIN MFG. CO., LTD. and subsidiaries not capable in continuous operation.
5. Evaluating the overall expression, structure and content of the consolidated financial statements (including relevant notes) as well as whether the consolidated financial statements present fairly, in all material respects, relevant transaction and events.

6. Sufficient and appropriate audit evidence has been obtained for the financial information of the entities within KAULIN GROUP to form an opinion on the consolidated financial statements. This auditor is responsible for the direction, supervision, and execution of the group audit engagement, as well as forming the audit opinion for the group.

The communication between us and the governing unit includes the audit scope and time planned and major audit findings (including the significant defects on the internal control identified during the auditing process).

We have also provided information to the governing unit that the personnel of the firm—under which our CPAs are working—who are subject to independence requirements have complied with the statement of independence in the CPA code of professional ethics and communicated to the governing unit all relationships and other matters (including relevant safeguards) that may be considered to affect the independence of CPAs.

We determined the key audit matters that we would like to execute on KAULIN MFG. CO., LTD. and subsidiaries' consolidated financial statements for fiscal year 2023 from the communication with the governing unit. We clearly stated the related matters on the audit report unless it is the specific matter that is not allowed to be disclosed to the public according to laws, or under a very rare situation that we decided not to communicate specific matters on the audit report because we can reasonably anticipate the negative influence generated by the communication will be greater than the public interests increased.

KPMG Taiwan

CPAs:

Competent Authority of Securities	:	TAI-TSAI-CHENG (VI)
Approval Certificate No.		No. 0930105495
		TAI-TSAI-CHENG (VI)
		No. 0930106739

March 14, 2024

**KAULIN MFG. CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEET**  
**Dec. 31, 2023 and Dec. 31, 2022**

Unit: NT\$ thousands

Assets		<u>2023.12.31</u>		<u>2022.12.31</u>		Liabilities and Equity		<u>2023.12.31</u>		<u>2022.12.31</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>			<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (Note 6(1))	\$ 736,967	18	1,170,341	26	2100	Short-term loans (Note 6(13))	\$ 100,000	2	253,549	5
1136	Financial assets measured at amortized cost - current (Note 6(4))	355,486	9	9,411	-	2130	Contract liabilities - current (Note 6(21))	15,475	-	22,806	-
1150	Notes receivable (Notes 6(5) and 6(21))	43,357	1	29,782	1	2170	Accounts payable	150,085	5	172,151	4
1170	Accounts receivable (Note 6(5) and 6(21))	560,555	13	745,570	16	2200	Other payables (Note 6(15))	100,970	2	133,807	3
130X	Inventories (Note 6(6))	990,238	24	1,257,923	27	2230	Current income tax liabilities	446	-	61,294	2
1419	Advance payment	31,339	1	36,091	1	2260	Liabilities directly related to non-current assets held for sale (Note 6(7))	422	-	-	-
1460	Non-current assets held for sale (Note 6(7))	216,210	5	-	-	2280	Lease liabilities - current (Note 6(14))	799	-	1,093	-
1470	Other current assets (Note 6(12))	<u>8,242</u>	<u>-</u>	<u>5,237</u>	<u>-</u>	2399	Other current liabilities — other	<u>1,113</u>	<u>-</u>	<u>1,145</u>	<u>-</u>
<b>Total current assets</b>		<u>2,942,394</u>	<u>71</u>	<u>3,254,355</u>	<u>71</u>	<b>Total current liabilities</b>		<u>369,310</u>	<u>9</u>	<u>645,845</u>	<u>14</u>
<b>Non-current assets:</b>						<b>Non-current liabilities:</b>					
1517	Financial assets measured at FVTOCI - non-current (Note 6(3))	-	-	24,147	1	2580	Lease liabilities - non-current (Note 6(14))	-	-	800	-
1600	Property, plant and equipment (Note 6(8))	873,891	21	974,119	21	2570	Deferred income tax liabilities (Note 6(18))	196,183	5	200,499	5
1755	Right-of-use assets (Note 6(9))	37,708	1	40,598	1	2640	Net defined benefit liability - non-current (Note 6(17))	<u>14,847</u>	<u>-</u>	<u>20,780</u>	<u>1</u>
1760	Investment property (Note 6(10))	195,205	5	197,881	4	<b>Total non-current liabilities</b>		<u>211,030</u>	<u>5</u>	<u>222,079</u>	<u>6</u>
1805	Goodwill (Note 6(11))	23,026	-	23,026	-	<b>Total liabilities</b>		<u>580,340</u>	<u>14</u>	<u>867,924</u>	<u>20</u>
1821	Other intangible assets (Note 6(11))	7,996	-	7,878	-	<b>Equity attributable to the owners of the parent company (Note 6(19)):</b>					
1840	Deferred tax assets (Note 6(18))	79,890	2	83,279	2	3110	Common shares	<u>1,836,081</u>	<u>44</u>	<u>1,836,081</u>	<u>40</u>
1990	Other non-current assets (Note 6(12))	<u>7,581</u>	<u>-</u>	<u>4,923</u>	<u>-</u>	3200	Capital reserves	<u>199,653</u>	<u>5</u>	<u>199,599</u>	<u>4</u>
<b>Total non-current assets</b>		<u>1,225,297</u>	<u>29</u>	<u>1,355,851</u>	<u>29</u>	Retained earnings:					
						3310	Legal reserve	753,361	18	734,810	16
						3320	Special reserve	165,308	4	202,052	4
						3350	Unappropriated retained earnings	<u>809,619</u>	<u>19</u>	<u>959,107</u>	<u>21</u>
								<u>1,728,288</u>	<u>41</u>	<u>1,895,969</u>	<u>41</u>
						3400	Other equity	<u>(152,612)</u>	<u>(3)</u>	<u>(165,308)</u>	<u>(4)</u>
						3500	Treasury shares	<u>(24,059)</u>	<u>(1)</u>	<u>(24,059)</u>	<u>(1)</u>
						<b>Total liabilities</b>		<u>3,587,351</u>	<u>86</u>	<u>3,742,282</u>	<u>80</u>
<b>Total assets</b>		<u>\$ 4,167,691</u>	<u>100</u>	<u>4,610,206</u>	<u>100</u>	<b>Total liabilities and equity</b>		<u>\$ 4,167,691</u>	<u>100</u>	<u>4,610,206</u>	<u>100</u>

(Please see notes to the consolidated financial statement)

Chairperson: LIN CHEN, YA-ZI

Manager: LIN, SHENG-ZHI

Accounting Manager: LIN, ZENG-XIN



**KAULIN MFG. CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**Dec. 31, 2023 and Dec. 31, 2022**

Unit: NT\$ thousands

		<u>2023</u>		<u>2022</u>	
		Amount	%	Amount	%
4000	<b>Operating revenue (Note 6(21))</b>	\$ 1,420,562	100	2,101,782	100
5000	<b>Operating cost (Note 6(6) and (17))</b>	<u>1,217,317</u>	86	<u>1,696,072</u>	81
	<b>Gross profit</b>	<u>203,245</u>	14	<u>405,710</u>	19
	<b>Operating expenses (Note 6(5), (8), (9), (10), (11), (14), (17) and 7):</b>				
6100	Promotion expense	100,493	7	107,482	4
6200	Administration expense	145,716	10	164,760	8
6300	R&D expenses	39,748	3	45,465	2
6450	Expected credit losses (reversal gain)	<u>22,606</u>	1	<u>(6,575)</u>	-
	<b>Total operating expenses</b>	<u>308,563</u>	21	<u>311,132</u>	14
6900	<b>Net operating profit (loss)</b>	<u>(105,318)</u>	(7)	<u>94,578</u>	5
	<b>Non-operating income and expenses (Note 6(23)) :</b>				
7100	Interest income	29,216	2	15,945	1
7010	Other income	33,170	2	34,960	2
7020	Other gains and losses (Note 6(2))	5,120	-	122,008	5
7050	Financial costs	<u>(4,060)</u>	-	<u>(8,090)</u>	(1)
	<b>Total non-operating revenue/expense</b>	<u>63,446</u>	4	<u>164,823</u>	7
7900	<b>Net profit (loss) before tax</b>	<u>(41,872)</u>	(3)	<u>259,401</u>	12
7950	<b>Less: Income tax expenses (Note 6(18))</b>	<u>7,537</u>	-	<u>73,003</u>	3
	<b>Net income (loss) of continuing operations</b>	<u>(49,409)</u>	(3)	<u>186,398</u>	9
	<b>Profit or loss from discontinued operations (Note 14) :</b>				
8100	Income after tax of the discontinued operation	<u>63,434</u>	4	<u>63</u>	-
	<b>Total profit (loss) from discontinued operations</b>	<u>63,434</u>	4	<u>63</u>	-
8200	<b>Net income</b>	<u>14,025</u>	1	<u>186,461</u>	9
	<b>Other comprehensive income:</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss (Note 6(18))</b>				
8311	Remeasurements of defined benefit plan	1,988	-	(1,178)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at FVTOCI	<u>(760)</u>	-	<u>(10,197)</u>	-
8349	Less: Income tax related to the items which were not reclassified	<u>246</u>	-	<u>(2,275)</u>	-
	<b>Total items not reclassified to profit or loss</b>	<u>982</u>	-	<u>(9,100)</u>	-
8360	<b>Components of other comprehensive income that will be reclassified to profit or loss (Note 6(18))</b>				
8361	Exchange difference on translation of the financial statements of foreign operations	(29,873)	(2)	39,781	2
8365	Equity directly related to the non-current assets (or disposal group) held for sale	(509)	-	16,347	1
8399	Less: Income tax related to items that might be reclassified	<u>(6,077)</u>	-	<u>11,226</u>	1
	<b>Total items that might be reclassified to profit or loss later</b>	<u>(24,305)</u>	(2)	<u>44,902</u>	2
8300	<b>Total other comprehensive income in the term</b>	<u>(23,323)</u>	(2)	<u>35,802</u>	2
8500	<b>Total comprehensive income in the term</b>	<u><u>\$ (9,298)</u></u>	<u>(1)</u>	<u><u>222,263</u></u>	<u>11</u>
	<b>Earnings per share (Note 6(20))</b>				
	<b>Earnings per share:</b>				
9750	Basic earnings per share (NTD)	<u><u>0.08</u></u>		<u><u>1.02</u></u>	
9850	Diluted earnings per share (NT\$)	<u><u>0.08</u></u>		<u><u>1.02</u></u>	
	<b>Continuing operations</b>				
9710	Basic earnings (losses) per share (NTD)	<u><u>(0.27)</u></u>		<u><u>1.02</u></u>	
9810	Diluted earnings (losses) per share (NTD)	<u><u>(0.27)</u></u>		<u><u>1.02</u></u>	

(Please see notes to the consolidated financial statement)

Chairperson: LIN CHEN, YA-ZI

Manager: LIN, SHENG-ZHI

Accounting Manager: LIN, ZENG-XIN

**KAULIN MFG. CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

**Dec. 31, 2023 and Dec. 31, 2022**

**Unit: NT\$ thousands**

	Retained earnings						Other equity items				
	Common shares	Capital reserves	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange difference on translation of the financial statements of foreign operations	Unrealized gains or losses of the financial assets measured at FVTOCI	Total	Treasury shares	Total equity
<b>Balance as of January 1, 2022</b>	\$ 1,836,081	199,595	717,716	199,294	920,916	1,837,926	(173,209)	(28,843)	(202,052)	(24,059)	3,647,491
Net income	-	-	-	-	186,461	186,461	-	-	-	-	186,461
Total other comprehensive income in the term	-	-	-	-	(942)	(942)	44,902	(8,158)	36,744	-	35,802
Total comprehensive income in the term	-	-	-	-	185,519	185,519	44,902	(8,158)	36,744	-	222,263
Appropriation and distribution of earnings:											
Appropriation to legal reserve	-	-	17,094	-	(17,094)	-	-	-	-	-	-
Appropriation to special reserve	-	-	-	2,758	(2,758)	-	-	-	-	-	-
Cash dividend for common stock	-	-	-	-	(127,476)	(127,476)	-	-	-	-	(127,476)
Other changes in additional paid-in capital	-	4	-	-	-	-	-	-	-	-	4
Balance as of Dec. 31, 2022	1,836,081	199,599	734,810	202,052	959,107	1,895,969	(128,307)	(37,001)	(165,308)	(24,059)	3,742,282
Net income	-	-	-	-	14,025	14,025	-	-	-	-	14,025
Total other comprehensive income in the term	-	-	-	-	1,590	1,590	(24,305)	(608)	(24,913)	-	(23,323)
Total comprehensive income in the term	-	-	-	-	15,615	15,615	(24,305)	(608)	(24,913)	-	(9,298)
Appropriation and distribution of earnings:											
Appropriation to legal reserve	-	-	18,551	-	(18,551)	-	-	-	-	-	-
Appropriation to special reserve	-	-	-	(36,744)	36,744	-	-	-	-	-	-
Cash dividend for common stock	-	-	-	-	(145,687)	(145,687)	-	-	-	-	(145,687)
Disposal of equity instruments at fair value through other comprehensive income (Note 6(3))	-	-	-	-	(37,609)	(37,609)	-	37,609	37,609	-	-
Other changes in additional paid-in capital	-	54	-	-	-	-	-	-	-	-	54
<b>Balance as of December 31, 2023</b>	<b>\$ 1,836,081</b>	<b>199,653</b>	<b>753,361</b>	<b>165,308</b>	<b>809,619</b>	<b>1,728,288</b>	<b>(152,612)</b>	<b>-</b>	<b>(152,612)</b>	<b>(24,059)</b>	<b>3,587,351</b>

(Please see notes to the consolidated financial statement)

Chairperson: LIN CHEN, YA-ZI

Manager: LIN, SHENG-ZHI

Accounting Manager: LIN, ZENG-XIN

**KAULIN MFG. CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

**Dec. 31, 2023 and Dec. 31, 2022**

**Unit: NT\$ thousands**

	<u>2023</u>	<u>2022</u>
<b>Cash flow from operating activities:</b>		
Net income before tax (loss) from continuing operations	\$ (41,872)	259,401
Net profit (loss) before tax from discontinued operation	<u>77,480</u>	<u>(23)</u>
Net profit before tax	35,608	259,378
<b>Adjustment Items:</b>		
Adjustments to reconcile profit (loss)		
Depreciation expense	68,468	68,175
Amortization expense	5,935	6,411
Expected credit losses (reversal gain)	29,508	(7,310)
Interest expense	4,060	8,090
Interest income	(30,297)	(16,014)
Dividend income	(771)	(991)
Loss (gain) from the disposal and scrapping of property, plant and equipment	(1,313)	2,107
Inventory obsolescence and valuation loss	23,801	32,625
Unrealized foreign currency exchange losses (gains)	9,644	(12,443)
Gain on disposal of assets of discontinued operation	<u>(90,852)</u>	<u>-</u>
Total income and expense items	<u>18,183</u>	<u>80,650</u>
<b>Changes in assets/liabilities related to operating activities:</b>		
Decrease (increase) of notes receivable	(14,215)	29,004
Decrease in accounts receivable	134,548	262,434
Decrease (increase) of inventory	247,358	(63,021)
Decrease (increase) in advance payment	(4,059)	51,030
Decrease in other current assets	601	2,457
Decrease in contract liabilities	(7,331)	(25,248)
Decrease in accounts payable	(19,780)	(339,961)
Decrease in other payables	(43,143)	(15,763)
Decrease (increase) in other current liabilities	(32)	586
Decrease in net defined benefit liability	<u>(3,945)</u>	<u>(6,495)</u>
Total adjustment items	<u>308,185</u>	<u>(24,327)</u>

(Please see notes to the consolidated financial statement)

Chairperson: LIN CHEN, YA-ZI

Manager: LIN, SHENG-ZHI

Accounting Manager: LIN, ZENG-XIN

# KAULIN MFG. CO., LTD. AND ITS SUBSIDIARIES

## Consolidated Statement of Cash Flows (Continued)

Dec. 31, 2023 and Dec. 31, 2022

Unit: NT\$ thousands

	2023	2022
Cash inflow from operations	\$ 343,793	235,051
Interest received	26,691	15,542
Interest paid	(4,305)	(7,883)
Income taxes paid	(67,301)	(81,135)
<b>Net cash inflow from operating activities</b>	<b>298,878</b>	<b>161,575</b>
<b>Cash flow from investing activities:</b>		
Disposal of financial assets at fair value through other comprehensive income	23,387	-
Acquisition of financial assets measured at amortized cost	(448,606)	(9,289)
Disposal of financial assets measured at amortized cost	95,195	89,772
Cash and cash equivalents reclassified to non-current assets held for sale	(188,996)	-
Acquisition of property, plant and equipment	(16,829)	(22,306)
Disposal of property, plant and equipment	1,658	1,070
Disposal of assets of discontinued operations	131,639	-
Decrease (increase) in refundable deposits	2,541	(515)
Acquisition of intangible assets	(6,091)	(9,123)
Increase in prepayments for business facilities	(5,484)	-
Dividends received	771	991
<b>Net cash (outflow) inflow from investing activities</b>	<b>(410,815)</b>	<b>50,600</b>
<b>Cash flow from financing activities:</b>		
Increase in short-term loans	-	358,800
Decrease in short-term borrowings	(153,549)	-
Repayment of long-term borrowings	-	(343,652)
Decrease in deposits received	-	(535)
Repayment of lease principal	(1,094)	(1,066)
Issuance of cash dividends	(145,687)	(127,476)
Other changes in additional paid-in capital	54	4
<b>Net cash outflow from financing activities</b>	<b>(300,276)</b>	<b>(113,925)</b>
Effect of the changes in exchange rate on cash and cash equivalents	(21,161)	16,759
Increase (decrease) in cash and cash equivalents in the current period	(433,374)	115,009
Beginning balance of cash and cash equivalents	1,170,341	1,055,332
Ending balance of cash and cash equivalents	<b>\$ 736,967</b>	<b>1,170,341</b>

(Please see notes to the consolidated financial statement)

Chairperson: LIN CHEN, YA-ZI

Manager: LIN, SHENG-ZHI

Accounting Manager: LIN, ZENG-XIN

**KAULIN MFG. CO., LTD. AND ITS SUBSIDIARIES**  
**CONSOLIDATED FINANCIAL STATEMENT NOTES**

**For the Years Ended December 31, 2023 and 2022**

**(Unless otherwise specified, the basic unit for any amount shall be NT\$ THOUSANDS.)**

**I. Company Profile**

KAULIN MFG. CO., LTD. (hereinafter referred to as "the Company") was established on October 5, 1965, with the approval of the Ministry of Economic Affairs, with a registered address on the 11th floor, No. 128, Section 3, Minsheng East Road, Songshan District, Taipei City. The main business items of the Company and its subsidiaries (hereinafter collectively referred to as "the Consolidated Companies") are the manufacturing, assembly, and sale of various industrial sewing machines and their components.

The company's stock was originally listed on the OTC market at the Securities and Futures Bureau of the Ministry of Finance in Taiwan in June 1999, and then listed on the Taiwan Stock Exchange in September 2000.

**II. The Date and Procedure of the Approval of the Financial Report**

Originally approved by the Board of Directors for promulgation on March 14, 2024.

**III. The Application of Newly Published and Revised Standards and Interpretations**

- (I) The impact of the new and revised standards and interpretations approved by the Financial Supervisory Commission (FSC) that have been adopted

From January 1, 2023, the consolidated company began to apply the following new amendments to International Financial Reporting Standards (IFRS), and they did not have a significant impact on the consolidated financial statements.

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

From May 23, 2023, the consolidated company began to apply the following new amendments to International Financial Reporting Standards (IFRS), and they did not have a significant impact.

- Amendments to IAS 12, "International Tax Reform- Pillar Two Model Rules"

- (II) The impact of International Financial Reporting Standards approved by the FSC that have not yet been adopted

The consolidated company has evaluated the application of the following new amendments to International Financial Reporting Standards, effective from January 1, 2024, and concluded that they will not have a significant impact.

- Amendment to IAS 1, "Classification of Liabilities as Current or Non-current"
- The amendment to IAS 1, "Non-current Liabilities with Covenants"
- Amendments to IAS 7 and IFRS 7, "Supplier Finance Arrangements"
- Amendments to IFRS 16 "Lease Liability in a Sale and Leaseback"

- (III) New and revised standards and interpretations not yet approved by the FSC

The consolidated company expects that the following new and revised standards not yet approved will not have a significant impact.

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

- The amendment to IFRS 10 and IAS 28, "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"
- IFRS 17, "Insurance Contracts" and the amendments to IFRS 17
- The amendment to IFRS 17, "Comparative Information for Initial Application of IFRS 17 and IFRS 9"
- Amendments to IAS 21 "Lack of Exchangeability"

### IV. Summary of Significant Accounting Policies

The following are the significant accounting policies adopted. Unless otherwise stated in notes 3 and 4 regarding changes in accounting, these policies have been consistently applied to all periods presented.

#### (I) Compliance statement

This has been prepared in accordance with the Rules Governing the Preparation of Financial Reports by Securities Issuers (hereinafter referred to as "Preparation Rules") and International Financial Reporting Standards, International Accounting Standards, Interpretations, and Interpretation Bulletins that have been endorsed and effective by the Financial Supervisory Commission (hereinafter referred to as "IFRS endorsed by the FSC").

#### (II) Basis of preparation

##### 1. Measurement basis

Except for financial instruments measured at fair value and net defined benefit liabilities recognized at the present value of defined benefit obligations less the fair value of plan assets, these consolidated financial statements have been prepared on a historical cost basis.

##### 2. Functional and presentation currency

Each entity in the Group uses the currency of the primary economic environment in which it operates (the functional currency). This report is expressed in the Company's functional currency, New Taiwan Dollar (NTD). All financial information presented in TWD has been rounded to the nearest thousand.

#### (III) Basis of consolidation

##### 1. Principles of the preparation of the consolidated financial statements

The consolidation scope includes the Company and entities controlled by the Company (i.e., subsidiaries). The Company 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.

From the date the Company gains control of the subsidiary, it includes the financial statements in the consolidated financial statements until it loses control. Intercompany transactions, balances and unrealized gains and losses are fully eliminated when preparing the consolidated financial statements. Comprehensive income attributable to the owners of the Company and non-controlling interests is presented even if this results in the non-controlling interests having a deficit balance.

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

The financial statements of the subsidiaries have been appropriately adjusted to ensure consistency with the accounting policies used by the Group.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The difference between the fair value of any consideration paid or received and the amount by which the non-controlling interests are adjusted is recognized directly in equity and attributable to owners of the Company.

### 2. Subsidiaries included in these consolidated financial statements are:

Name of the Investment Company	Name of Subsidiary	Main businesses	Shareholding percentage		Description
			2023.12.31	2022.12.31	
The company	SIRUBA Latin America	Buying and selling of industrial sewing machines and components, maintenance, and import and export businesses	100.00%	100.00%	Established in the United States in 1991. Note 1
The company	SIRUBA Singapore	General investment business	100.00%	100.00%	Established in Singapore in 1998.
The company	SIRUBA Vietnam	Buying and selling of industrial sewing machines and components, maintenance, and import and export businesses	100.00%	100.00%	Established in Vietnam in 2019.
SIRUBA Singapore	Ningbo KAUYIN Co.	Management of manufacturing and sales of industrial sewing machine parts, accessories, and their equipment	100.00%	100.00%	Established in the People's Republic of China in 2005.
SIRUBA Latin America	Young Da LLC	General investment business	100.00%	100.00%	Established in the United States in June 2012. Note 1

Note 1: On March 23, 2023, the Board of Directors of the consolidated company approved the liquidation of its subsidiary, Siruba Latin American Company, and its sub-subsidiary Young Da LLC. The relevant liquidation procedures were initiated in June 30, 2023.

### 3. Subsidiaries not included in the consolidated financial report: None.

## (IV) Foreign currency

### 1. Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the end of each reporting period (hereinafter referred to as the reporting date), foreign currency monetary items are translated using the exchange rate on that date. Foreign currency non-monetary items that are measured in terms of fair value are translated using the exchange rates at the date when the fair value was determined, and foreign currency non-monetary items that are measured at historical cost are

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

translated using the exchange rate at the date of the transaction.

Exchange differences arising from the translation are generally recognized in profit or loss, except for the following cases which are recognized in other comprehensive income:

- (1) Equity instruments designated at fair value through other comprehensive income.
2. Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into TWD at the exchange rates at the reporting date; their income and expenses are translated into TWD at the average exchange rates for the period. All resulting exchange differences are recognized in other comprehensive income.

When the disposal of a foreign operation results in a loss of control, joint control, or significant influence, the cumulative exchange difference related to the foreign operation is fully reclassified as a profit or loss. When a partial disposal involves a subsidiary with a foreign operation, the relevant cumulative exchange difference is proportionally reattributed to non-controlling interests. When a partial disposal involves an associate or joint venture of a foreign operation, the relevant cumulative exchange difference is proportionally reclassified to profit or loss.

For monetary receivables or payables of a foreign operation, if there is no repayment plan and it is not possible to repay in the foreseeable future, the foreign exchange loss arising from it is considered part of the net investment in the foreign operation and is recognized as other comprehensive income.

- (V) Classification standard for distinguishing between current and non-current assets and liabilities

Assets that meet one of the following conditions are classified as current assets, and all other assets that are not current assets are classified as non-current assets:

1. Expect to realize the asset during its normal operating cycle, or intend to sell or consume it;
2. The asset is primarily held for trading purposes;
3. Expect to realize the asset within twelve months after the reporting period; or
4. The asset is cash or cash equivalent, except for the exchange or settlement of liabilities that are restricted at least twelve months after the reporting period.

Liabilities that meet one of the following conditions are classified as current liabilities, and all other liabilities that are not current liabilities are classified as non-current liabilities:

1. Expect to settle the liability during its normal operating cycle;
2. The liability is primarily held for trading purposes;
3. Expect to settle the liability within twelve months after the reporting period; or
4. The liability has an unconditional right to defer the settlement period to at least twelve months after the reporting period. The terms of the liabilities, which may



## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

be settled by issuing equity instruments at the option of the counterparty, do not affect their classification.

(VI) Cash and cash equivalents

Cash includes cash on hand and demand deposits. Cash equivalents refer to short-term and highly liquid investments that can be readily converted into a fixed amount of cash with insignificant risk of changes in value. Time deposits that meet the above definition and are held to meet short-term cash commitments rather than for investment or other purposes are reported as cash equivalents.

(VII) Financial instruments

1. Financial Assets

The purchase or sale of financial assets conforms to customary transactions. For financial assets classified in the same way, the company adopts a consistent approach to all purchases and sales using either trade date or settlement date accounting.

Financial assets are classified at initial recognition as: financial assets measured at amortized cost, debt instrument investments measured at fair value through other comprehensive income, equity investments measured at fair value through other comprehensive income, or financial assets measured at fair value through profit or loss. The company only reclassifies all affected financial assets from the first day of the next reporting period when the business model for managing financial assets changes.

(1) Financial Assets Measured at Amortized Cost

Financial assets are measured at amortized cost when they meet the following conditions, and are not designated as measured at fair value through profit or loss:

- The financial asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- The contractual terms of the financial asset 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 their original recognition amount plus or minus the accumulated amortization calculated using the effective interest method, adjusted for any loss allowance. Interest income, foreign exchange gains or losses, and impairment losses are recognized in profit or loss. Any gains or losses are recognized in profit or loss upon derecognition.

(2) Financial Assets Measured at Fair Value Through Other Comprehensive Income

Debt instrument investments are measured at fair value through other comprehensive income when they meet the following conditions, and are not designated as measured at fair value through profit or loss:

- The financial asset is held within a business model whose objective is

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

both to collect contractual cash flows and to sell the financial asset.

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The consolidated company holds part of its accounts receivable in a business model whose objective is both to collect contractual cash flows and to sell, thus these receivables are measured at fair value through other comprehensive income. However, it is listed in the accounts receivable.

Upon initial recognition, the consolidated company may make an irrevocable election to present subsequent changes in the fair value of an equity instrument not held for trading in other comprehensive income. This election is made on an instrument-by-instrument basis.

For debt instrument investments, they are subsequently measured at fair value. Interest income calculated by the effective interest method, foreign exchange gains or losses, and impairment losses are recognized in profit or loss, and other net gains or losses are recognized in other comprehensive income. Upon derecognition, the accumulated amount in other comprehensive income is reclassified to profit or loss.

For equity instrument investments, they are subsequently measured at fair value. Dividend income (unless it clearly represents a recovery of part of the cost of the investment) is recognized in profit or loss. Other net gains or losses are recognized in other comprehensive income and are not reclassified to profit or loss.

Dividend income from equity investments is recognized when the consolidated company has the right to receive dividends (usually the ex-dividend date).

### (3) Impairment of Financial Assets

The consolidated company recognizes a loss allowance for expected credit losses on financial assets measured at amortized cost (including cash and cash equivalents, financial assets measured at amortized cost, notes receivable and accounts receivable, other receivables, deposit guarantee and other financial assets, etc.) and contract assets.

The following financial assets are measured for loss allowance at an amount equal to 12-month expected credit losses, while the rest are measured for expected credit losses over the lifetime:

- The credit risk (i.e., the risk of default over the expected life of the financial instrument) of bank deposits has not increased significantly since initial recognition.

The loss allowance for accounts receivable and contract assets is measured at an amount equal to lifetime expected credit losses.

The consolidated company assumes that the credit risk on a financial asset has increased significantly if contractual payments are more than 120

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

days overdue.

The consolidated company considers the financial asset defaulted when contractual payments are more than 360 days overdue, or it is unlikely that the borrower will fully pay the amounts to the consolidated company due to failure to fulfill its credit obligations.

The Expected Credit Loss (ECL) over the lifetime refers to the anticipated credit losses arising from all possible default events during the expected lifespan of a financial instrument.

The 12-month ECL refers to the anticipated credit losses that could occur within twelve months after the reporting date (or shorter period, if the expected life of the financial instrument is less than twelve months).

The longest period for measuring ECL is the longest contract term over which the consolidated company is exposed to credit risk.

The ECL is a probability-weighted estimate of credit losses over the expected life of a financial instrument. Credit loss is measured by the present value of all cash shortfalls, that is, the difference between the cash flows due to the company under the contract and the cash flows the company expects to receive. The ECL is discounted at the effective interest rate of the financial asset.

On each reporting date, the consolidated company assesses whether financial assets measured at amortized cost and debt securities measured at fair value through other comprehensive income are credit-impaired. A financial asset is credit-impaired when one or more events that have an adverse effect on the estimated future cash flows of the financial asset have occurred. Evidence of financial asset credit impairment includes observable data on the following:

- Significant financial difficulties of the borrower or issuer;
- Default or delay in payment exceeding 360 days;
- The consolidated company granting a concession to the borrower that it would not consider due to economic or contractual reasons related to the borrower's financial difficulties;
- The borrower is likely to enter bankruptcy or other financial restructuring;
- The disappearance of the active market of the financial asset due to financial difficulties.

The provision for losses on financial assets measured at amortized cost is deducted from the carrying amount of the asset. The provision for losses on debt instrument investments measured at fair value through other comprehensive income is adjusted in profit or loss and recognized in other comprehensive income (without reducing the carrying amount of the asset).

When the consolidated company cannot reasonably expect to recover all or part of a financial asset, it reduces the total carrying amount of its financial assets directly. The consolidated company analyzes the timing and

## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

amount of write-offs on a basis of whether it can reasonably expect to recover. The consolidated company expects that the amount written off will not be significantly reversed. However, written-off financial assets can still be enforced to comply with the company's procedures for recovering overdue amounts.

### **(4) De-recognition of Financial Assets**

The consolidated company only de-recognizes financial assets when the contractual rights to the cash flows from the asset have expired, or the financial assets have been transferred and almost all the risks and rewards of ownership of the asset have been transferred to another entity, or the entity has neither transferred nor retained substantially all the risks and rewards of ownership and has not retained control of the financial asset.

When the consolidated company engages in a transaction to transfer financial assets, if it retains all or substantially all of the risks and rewards of ownership of the transferred assets, it continues to recognize them in the balance sheet.

## **2. Financial Liabilities and Equity Instruments**

### **(1) Classification of Liabilities or Equity**

The debt and equity instruments issued by the consolidated company are classified as financial liabilities or equity according to the substance of the contract agreement and the definitions of financial liabilities and equity instruments.

### **(2) Equity Transactions**

Equity instruments represent any contract that confers a residual interest in the assets of an entity after deducting all its liabilities. The equity instruments issued by the consolidated company are recognized at the amount of consideration received less direct issuance costs.

### **(3) Treasury Stock**

When the company repurchases its recognized equity instruments, the consideration paid (including directly attributable costs) is recognized as a reduction in equity. The repurchased shares are classified as treasury stock. Upon subsequent sale or reissue of the treasury stock, the amount received is recognized as an increase in equity, and the surplus or loss generated from the transaction is recognized as capital reserves or retained earnings (if capital reserves are insufficient to offset).

### **(4) Derecognition of Financial Liabilities**

The company derecognizes financial liabilities when the contractual obligations have been fulfilled, canceled, or expired. When the terms of a financial liability are modified and the cash flows of the modified liability are significantly different, the original financial liability is derecognized and a new financial liability is recognized at fair value based on the modified terms.

## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

When derecognizing financial liabilities, the difference between its carrying amount and the total amount of consideration paid or payable (including any transferred non-cash assets or assumed liabilities) is recognized as a gain or loss.

### **(5) Offsetting of Financial Assets and Liabilities**

Financial assets and liabilities are only offset when the company currently has a legally enforceable right to offset and intends to settle on a net basis or realize the assets and settle the liabilities simultaneously, expressed as a net amount in the balance sheet.

### **(VIII) Inventories**

Inventories are measured at the lower of cost and net realizable value. The cost includes the acquisition, production or processing costs incurred to bring them to their present location and condition and other costs, calculated using the first-in, first-out method. The cost of finished goods and work in process includes a proportion of manufacturing costs based on normal production capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### **(IX) Investment Property**

Investment property refers to property held for earning rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes. Investment property is initially measured at cost, and subsequently at cost less accumulated depreciation and accumulated impairment. The depreciation method, useful life and residual value are processed in accordance with the regulations of property, plant, and equipment.

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

The rental income from investment property is recognized as non-operating income over the lease term on a straight-line basis. Lease incentives granted are recognized as part of the rental income over the lease term.

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

(X) Property, Plant, and Equipment

1. Recognition and Measurement

Items of property, plant, and equipment are measured at cost (including capitalized borrowing costs) less accumulated depreciation and any accumulated impairment.

When major components of property, plant, and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant, and equipment.

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

2. Subsequent Costs

Subsequent expenditure is capitalized only when it is probable that future economic benefits will flow to the company.

3. Depreciation

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

Land is not depreciated.

Estimated useful lives for the current and comparative periods are as follows:

- |                                  |           |
|----------------------------------|-----------|
| (1) Buildings and constructions: | 20 years  |
| (2) Plant and equipment:         | 3-5 years |
| (3) Office and other equipment:  | 3-5 years |

The consolidated company reviews the depreciation method, useful life and residual value every year on the reporting date and adjusts them appropriately when necessary.

(XI) Leasing

The consolidated company assesses whether a contract is or contains a lease on the contract inception date. If the contract transfers the right to use an identified asset for a period in exchange for consideration, then the contract is or contains a lease.

1. Lessee

The consolidated company recognizes the right-of-use asset and lease liability on the lease commencement date. The right-of-use asset is initially measured at cost, which includes the initial measurement of the lease liability, any lease payments made on or before the lease commencement date, plus any initial direct costs incurred and an estimate of costs for dismantling and removing the underlying asset and restoring the site or underlying asset, minus any lease incentives received.

Subsequent to initial recognition, the right-of-use asset is depreciated on a straight-line basis from the lease 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. Additionally, the consolidated company regularly assesses whether the right-of-use asset is impaired and recognizes any impairment losses incurred, and adjusts the right-

## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

of-use asset in the event of a lease liability remeasurement.

The lease liability is initially measured at the present value of the lease payments that are not paid at the lease commencement date. If the interest rate implicit in the lease is readily determinable, the discount rate is that rate; if not readily determinable, the incremental borrowing rate of the consolidated company is used. Generally, the consolidated company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability include:

- (1) Fixed payments, including in-substance fixed payments;
- (2) Variable lease payments that depend on an index or a rate, initially measured using the index or rate as of the lease commencement date;
- (3) Amounts expected to be payable under residual value guarantees; and
- (4) The exercise price of a purchase option if it is reasonably certain to be exercised, or penalties for early termination of the lease.

The lease liability is subsequently measured using the effective interest method and remeasured when:

- (1) There are changes in future lease payments resulting from changes in an index or rate used to determine those payments;
- (2) There are changes in the amounts expected to be payable under residual value guarantees;
- (3) There are changes in the assessment of whether a purchase option will be exercised;
- (4) There is a change in the estimate of the term of a lease due to an assessment of whether an extension or termination option will be exercised; and
- (5) There is a change in the scope or terms of a lease.

When the lease liability is remeasured due to changes in the index or rate determining lease payments, residual value guarantees, or assessments of purchase, extension, or termination options, the carrying amount of the right-of-use asset is adjusted correspondingly, and any remaining remeasurement amount is recognized in profit or loss once the carrying amount of the right-of-use asset has been reduced to zero.

For lease modifications that decrease the scope of the lease, the carrying amount of the right-of-use asset is reduced to reflect the partial or full termination of the lease, and the difference between this and the remeasurement amount of the lease liability is recognized in profit or loss.

The consolidated company presents right-of-use assets and lease liabilities that do not meet the definition of investment property as separate line items in the balance sheet.

If the agreement includes both lease and non-lease components, the consolidated company allocates the contract's consideration to individual lease components based on relative standalone prices. However, when leasing land and buildings, the consolidated company chooses not to differentiate non-lease

## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

components and treats lease components and non-lease components as a single lease component.

For short-term leases and low-value asset leases of office equipment, the consolidated company chooses not to recognize right-of-use assets and lease liabilities, but rather records related lease payments as expenses on a straight-line basis during the lease period.

### **2. Lessor**

As a lessor, the consolidated company classifies leases on the inception date based on whether they transfer substantially all the risks and rewards incidental to ownership of the leased assets. If so, they are classified as finance leases, otherwise as operating leases. When assessing, the consolidated company considers specific indicators, including whether the lease period covers a significant part of the economic life of the leased assets.

If the consolidated company is a sub-lessor, it deals with the primary lease and sub-lease transactions separately and classifies the sub-lease transactions based on the right-of-use asset arising from the primary lease. If the primary lease is a short-term lease and the recognition exemption applies, the sub-lease transaction should be classified as an operating lease.

If the agreement includes lease and non-lease components, the consolidated company allocates the contract's consideration according to the provisions of International Financial Reporting Standard No. 15.

## **(XII) Intangible assets**

### **1. Recognition and measurement**

The goodwill arising from the acquisition of a subsidiary is measured at cost less accumulated impairment.

Research-related expenditures are recognized as losses when incurred.

Development expenditures are only capitalized when they can be reliably measured, the technical or commercial feasibility of the product or process has been achieved, it is highly probable that future economic benefits will flow to the consolidated company, and the consolidated company intends and has sufficient resources to complete the development and use or sell the asset. Other development expenses are recognized as losses when incurred. After initial recognition, capitalized development expenses are measured at cost less accumulated amortization and accumulated impairment.

The consolidated company measures other acquired intangible assets with finite useful lives at their cost less accumulated amortization and accumulated impairment.



## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

### 2. Subsequent expenditure

Subsequent expenditure is only capitalized when it can increase the future economic benefits of the relevant specific asset. All other expenses are recognized as losses when incurred, including internally generated goodwill and brands.

### 3. Amortization

Except for goodwill, amortization is calculated based on the cost of the asset less its estimated residual value and is recognized as a loss over the estimated useful life of the intangible asset from when it is available for use, using the straight-line method.

Estimated useful lives for the current and comparative periods are as follows:

#### (1) Computer software: 5 years

The consolidated company reviews the amortization method, useful life, and residual value of intangible assets on each annual reporting date and makes appropriate adjustments as necessary.

### (XIII) Impairment of Non-Financial Assets

The consolidated company assesses at each reporting date whether there is any indication that the carrying amount of a non-financial asset (excluding inventory, contract assets, deferred income tax assets, and investment properties measured at fair value) may be impaired. If any such indication exists, the recoverable amount of the asset is estimated. Goodwill is subjected to an annual impairment test.

For the purpose of impairment testing, a group of assets generating cash inflows that are largely independent of the cash inflows from other assets or groups of assets is identified as the smallest identifiable group of assets. Goodwill acquired in a business combination is allocated to each of the cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the combination.

The recoverable amount is the higher of the fair value of an individual asset or cash-generating unit less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the specific risks of the asset or cash-generating unit.

If the recoverable amount of an individual asset or cash-generating unit is less than its carrying amount, an impairment loss is recognized.

Impairment losses are immediately recognized in profit or loss, first reducing the carrying amount of any goodwill allocated to the cash-generating unit, and then reducing the carrying amounts of the other assets in the unit on a pro-rata basis.

Goodwill impairment losses are not reversed. Non-financial assets other than goodwill are only reversed within the range of the carrying amount that would have been determined (net of depreciation or amortization) if no impairment loss had been recognized in prior years.

### (XIV) Recognition of Revenue

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

1. Revenue from Contracts with Customers

Revenue is measured at the amount of consideration to which the consolidated company expects to be entitled in exchange for transferring goods or services. The company recognizes revenue when it satisfies a performance obligation by transferring control over a good or service to a customer. The consolidated company describes the following major income items as follows:

(1) Sale of Goods

The consolidated company manufactures industrial sewing equipment and sells it to its customers. The company recognizes revenue when control over the product is transferred. This transfer of control refers to when the product has been delivered to the customer, the customer has full discretion over the product's sales channels and prices, and there are no unfulfilled obligations that would affect the customer's acceptance of the product. Delivery occurs when the product is transported to a specific location, the risk of obsolescence and loss has been transferred to the customer, the customer has accepted the product according to the sales contract, the acceptance terms have become ineffective, or the consolidated company has objective evidence that all acceptance conditions have been met.

The consolidated company does not recognize revenue at the time of raw material processing, as control over the processed product has not been transferred.

(XV) Employee benefits

1. Defined contribution plans

The obligation for contributions to defined contribution plans is recognized as an expense in the period during which services are rendered by employees. Prepaid contributions that result in cash refunds or reductions in future payments are recognized as an asset.

2. Defined benefit plans

The net obligation of the consolidated company for defined benefit plans is determined separately for each plan by discounting the amount of future benefits earned by employees for their current or past service to present value, and deducting the fair value of any plan assets.

Defined benefit obligations are annually actuarially determined by qualified actuaries using the projected unit credit method. An asset is recognized only to the extent of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The present value of economic benefits is considered, taking into account any minimum funding requirements.

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

Net defined benefit liability remeasurements, including actuarial gains and losses, return on plan assets (excluding interest), and any changes in the asset ceiling (excluding interest), are recognized immediately in other comprehensive income and accumulated in retained earnings. The net interest expense (income) of the net defined benefit liability (asset) is determined using the net defined benefit liability (asset) and discount rate at the beginning of the annual reporting period. Net interest expense and other expenses of defined benefit plans are recognized in profit or loss.

When a plan is amended or curtailed, changes in the benefits related to past service costs or curtailment gains or losses are recognized immediately in profit or loss. The consolidated company recognizes settlement gains or losses on defined benefit plans when the settlement occurs.

### 3. Other long-term employee benefits

The net obligation of the consolidated company for other long-term employee benefits is determined by discounting the amount of future benefits earned by employees for their current or past service to present value. Remeasurements are recognized in profit or loss as they arise.

### 4. Termination benefits

Termination benefits are recognized as an expense when the consolidated company can no longer withdraw the offer of those benefits or, if earlier, when the consolidated company recognizes costs for a restructuring that involves the payment of termination benefits. If termination benefits are not expected to be settled within 12 months after the reporting date, they are discounted.

### 5. Short-term employee benefits

Short-term employee benefit obligations are recognized as expenses when services are rendered. If the consolidated company has a present legal or constructive obligation arising from past service provided by employees, and the obligation can be reliably estimated, the amount is recognized as a liability.

## (XVI) Income tax

Income tax includes current and deferred income tax. Current income tax and deferred income tax are recognized in profit or loss, except for items related to business combinations, items recognized directly in equity, or items recognized in other comprehensive income.

Current income tax includes the expected income tax payable or refundable on the taxable income (loss) for the year, and any adjustments to income tax payable or refundable in respect of previous years. Amounts are measured at the best estimate of the amount expected to be paid or received, reflecting the uncertainty related to income taxes (if any), using the statutory tax rates or substantially enacted tax rates at the reporting date.

Deferred income tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred income tax is not recognized for the following temporary

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

differences:

1. Assets or liabilities initially recognized in transactions not involving business combinations, and that do not affect accounting profit and taxable income (loss) at the time of the transaction;
2. Temporary differences arising from investments in subsidiaries, associates, and joint ventures, where the parent company can control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
3. Taxable temporary differences arising from the initial recognition of goodwill.

For unused tax losses and unused income tax credits carried forward, and deductible temporary differences, deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available. They are revalued at each reporting date, with adjustments made for the portion of the related tax benefits that are not considered likely to be realized, or the amounts previously reduced when it becomes probable that sufficient taxable income will be available.

Deferred income tax is measured using the tax rate that is expected to apply when the temporary difference reverses, based on the statutory tax rate or substantive enacted tax rate as at the reporting date.

The merged company only offsets deferred income tax assets and deferred income tax liabilities when the following conditions are met:

1. Current income tax assets and current income tax liabilities are offset where there is a legally enforceable right to do so; and
2. Deferred income tax assets and deferred income tax liabilities are related to one of the taxpayers levied by the same tax authority:
  - (1) The same taxpayer; or
  - (2) Different taxpayers, but each taxpayer intends to offset current income tax liabilities and assets on a net basis, or simultaneously realize assets and settle liabilities in each future period where significant amounts of deferred income tax assets are expected to be recovered and deferred income tax liabilities are expected to be settled.

### (XVII) Non-current assets held for sale

By resolution of the board of directors on March 23, 2023, the consolidated company began the dissolution and liquidation of its subsidiary, Siruba Latin American Company, and its sub-subsidiary Young Da LLC. The accounting policy related to the held-for-sale non-current assets has been applied since June 30, 2023.

Non-current assets or the segmentation group consisting of assets and liabilities are classified as held for sale when it is highly probable that the carrying amount will be recovered through sales rather than continuous use. The assets or the components of the disposal group are re-measured in accordance with the consolidated company's accounting policies before they are initially classified as held for sale. After being classified as held for sale, the measurement is based on the lower of the book value and fair value less selling cost.

## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

When intangible assets and property, plant and equipment are classified as held for sale, no depreciation or amortization will be provided. In addition, when the affiliated enterprise recognized under the equity method is classified as held for sale, the equity method is discontinued.

### **(XVIII) Earnings Per Share**

The consolidated company presents basic and diluted earnings per share attributable to the ordinary equity holders of the parent company. The basic earnings per share of the consolidated company are calculated by dividing the profit or loss attributable to the ordinary equity holders of the parent company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share are calculated by adjusting the profit or loss attributable to the ordinary equity holders of the parent company and the weighted average number of ordinary shares outstanding for the effects of all potential dilutive ordinary shares.

### **(XIX) Segment Information**

Operating segments are components of the consolidated company that engage in business activities that may earn revenues and incur expenses (including revenues and expenses related to transactions with other components of the consolidated company). The operating results of all operating segments are regularly reviewed by the primary decision-maker of the consolidated company to make decisions about resources to be allocated to the segment and to assess its performance. Each operating segment has separate financial information.

## **V. The Main Sources of Uncertainty in Significant Accounting Judgments, Estimates, and Assumptions**

When the management prepares this consolidated financial report in accordance with the International Financial Reporting Standards recognized by the Financial Supervisory Commission, it must make judgments, estimates, and assumptions that affect the adoption of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from estimates.

The consolidated company may be faced with economic uncertainties, such as climate changes, inflation and technological changes. There is no significant impact on the consolidated company. However, these events may materially affect the following accounting estimates made by the consolidated company in the next fiscal year. This is because such estimates involve forecasts for the future.

The management continuously reviews estimates and underlying assumptions, and changes in accounting estimates are recognized in the period of the change and future periods affected.

The uncertainty of assumptions and estimates has a significant risk that will lead to a material adjustment to the book value of assets and liabilities in the next fiscal year. The relevant information is as follows:

### **(I) Loss allowance for accounts receivable**

The provision for loss on accounts receivable of the consolidated company is

## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

estimated based on the assumption of default risk and expected loss rate. On each reporting date, the consolidated company considers historical experience, current market conditions, and forward-looking estimates to determine the assumptions and selected input values to be used in calculating impairment. For detailed descriptions of related assumptions and input values, please refer to Note 6 (4).

### **(II) Impairment of Inventory**

The net realizable value of inventory is an estimate of the selling price in the ordinary course of business less the estimated cost of completion and the estimated cost necessary to make the sale. These estimates are made based on current market conditions and historical sales experience of similar products, and changes in market conditions may significantly affect these estimates.

The accounting policies and disclosures of the consolidated company include the fair value measurement of its financial and non-financial assets and liabilities. The consolidated company has established the relevant internal control system for fair value measurement. This includes establishing the valuation team to be responsible for reviewing all significant fair value measurements (including Level 3 fair value), and to report directly to the Chief Financial Officer. The valuation team reviews the significant unobservable input value and adjustment on a regular basis. If the input value for measuring fair value uses external third-party information (such as brokerage or pricing service providers), the valuation team will evaluate the evidence provided by the third party to support the input value in order to determine the valuation and its fair value classification. It is in compliance with the International Financial Reporting Standards. The valuation team also reports material issues of valuation to the consolidated company's Audit Committee. Investment property is regularly valued by the consolidated company's Finance Department in accordance with the valuation methods and parameter assumptions announced by the Financial Supervisory Commission or external appraisers are engaged.

When the consolidated company measures its assets and liabilities, it uses market-observable input values as much as possible. The level of fair value is based on the input value used in the valuation technique, which is classified as follows:

- (III) Level 1:** The open quotation of the same assets or liabilities in an active market (unadjusted).
- (IV) Level 2:** In addition to the open quotation included in Level 1, the input parameter of the asset or liability can be observed directly (i.e. prices) or indirectly (i.e. derived from prices).

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

- (V) Level 3: The input parameters of the asset or liability are not based on observable market data (non-observable parameters).

Please refer to the following notes for information on the assumptions used to measure fair value:

1. Note 6(10), Investment property
2. Note 6(24), Financial instruments

## VI. Explanation of Important Accounting Items

- (I) Cash and cash equivalents

	<u>2023.12.31</u>	<u>2022.12.31</u>
Cash on hand and working capital	\$ 1,397	1,103
Checks and demand deposits	325,734	705,839
Time Deposits - within three months of the original recognized maturity date	<u>409,836</u>	<u>463,399</u>
Cash and cash equivalents in the Consolidated Cash Flow Statement	<u><u>\$ 736,967</u></u>	<u><u>1,170,341</u></u>

For the disclosure of the interest rate risk and sensitivity analysis of the consolidated company's financial assets and liabilities, please refer to Note 6 (24).

- (II) Financial assets measured at fair value through profit or loss

	<u>2023.12.31</u>	<u>2022.12.31</u>
<b>Financial assets mandatorily measured at fair value through profit or loss:</b>		
Non-hedging derivatives		
Foreign exchange forward contract	<u><u>\$ -</u></u>	<u><u>-</u></u>

The purpose of engaging in derivative transactions is to hedge the exchange rate and interest rate risks exposed by business, financing and investment activities. In 2023, the consolidated company did not apply hedge accounting to report as derivatives of financial assets mandatorily measured at fair value through profit or loss and financial liabilities held for trading. Their breakdown is as follows:

### Foreign exchange forward contract:

The consolidated company had purchased US\$2,000 thousand of foreign exchange forward contracts this year, which expired on May 2, 2023. The net gain on financial assets was recognized as changes in fair value in profit or loss for NT\$1,790 thousand, accounted for under "Other gains and losses".

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

(III) Financial assets measured at fair value through other comprehensive income

	<u>2023.12.31</u>	<u>2022.12.31</u>
<b>Equity instruments measured at fair value through other comprehensive income or loss:</b>		
Overseas listed (OTC) stocks - JUKI Corporation	<u>\$ -</u>	<u>24,147</u>

1. The consolidated company invested in common shares of JUKI Corporation for medium and long-term strategic purposes and expects to profit from long-term investment. The management of the consolidated company believes that if the short-term fair value fluctuations of these investments are included in profit or loss, it is not consistent with the aforementioned long-term investment plan, so it chooses to designate these investments as measured at fair value through other comprehensive income.
2. The price for disposal of the equity instrument at fair value through other comprehensive income of the consolidated company was NT\$23,387 thousand in 2023. The cumulative disposal loss was NT\$37,609 thousand in 2023. The aforementioned cumulative disposal loss has been transferred from other equity to retained earnings. The consolidated company did not dispose of strategic investment in 2022 and did not make any transfer of accumulated gains and losses during the period.
3. For market risk and fair value information, please refer to Note 6 (24).

(IV) Financial assets measured at amortized cost - current

	<u>2023.12.31</u>	<u>2022.12.31</u>
Time deposits with original maturity of more than 3 months	<u>\$ 355,486</u>	<u>9,411</u>

As of December 31, 2023, and 2022, the merged company's financial assets measured at amortized cost were not provided as collateral.

(V) Notes receivable and accounts receivable

	<u>2023.12.31</u>	<u>2022.12.31</u>
Notes receivable—Generated from operating activities	\$ 43,357	29,782
Accounts receivable—Measured at amortized cost	603,929	767,908
Minus: allowance for loss	<u>43,374</u>	<u>22,338</u>
	<u>\$ 603,912</u>	<u>775,352</u>

The consolidated company's average credit period for goods sales is between 45 and 180 days. It continuously monitors credit exposure and the credit rating of the counterparty, and diversifies the total transaction amount to credit-rated eligible customers. The credit limit of the counterparty is managed by the approval of the management level each year.



## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

The merged company measures the provision for credit losses of receivables and accounts based on expected credit losses over the holding period. Expected credit losses over the holding period are calculated using a provision matrix. For this measurement purpose, these receivables and accounts are grouped according to common credit risk characteristics that represent the customer's ability to pay all due amounts according to contract terms, taking into account the customer's past default records and current financial status, industry economic conditions, and have included forward-looking information, including macroeconomic and related industry information.

If there is evidence that the counterparty is facing serious financial difficulties and the merged company cannot reasonably expect to recover the amount, such as the counterparty is undergoing liquidation, the merged company directly writes off related receivables and accounts, but will continue to pursue activities. The amount recovered from the pursuit is recognized in profit and loss.

The analysis of expected credit losses for receivables and accounts in the Taiwan region of the merged company is as follows:

	<b>2023.12.31</b>		
	<b>Carrying amount of bills and accounts receivable</b>	<b>Weighted average expected credit loss ratio</b>	<b>Allowance for expected credit losses during the period of continuation</b>
Not overdue	\$ 273,571	0.84%	2,286
Within 120 days of expiration	121,872	3.77%	4,595
121~180 days of expiration	21,430	20.95%	4,490
181~240 days past due	24,619	31.84%	7,839
241~300 days past due	3,069	71.68%	2,200
Over 360 days past due	2,411	100.00%	2,411
	<b><u>\$ 446,972</u></b>		<b><u>23,821</u></b>

  

	<b>2022.12.31</b>		
	<b>Carrying amount of bills and accounts receivable</b>	<b>Weighted average expected credit loss ratio</b>	<b>Allowance for expected credit losses during the period of continuation</b>
Not overdue	\$ 430,504	0.13%	556
Within 120 days of expiration	66,460	0.79%	525
121~180 days of expiration	24,760	3.13%	775
181~240 days past due	20,003	10.42%	2,084
241~300 days past due	447	53.91%	241
301~360 days past due	3,642	99.95%	3,640
Over 360 days past due	13,387	100%	13,387
	<b><u>\$ 559,203</u></b>		<b><u>21,208</u></b>

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

An analysis of the expected credit losses on bills and accounts receivable from overseas jurisdictions of the Consolidated Company is as follows:

	<b>2023.12.31</b>		
	<b>Carrying amount of bills and accounts receivable</b>	<b>Weighted average expected credit loss ratio</b>	<b>Allowance for expected credit losses during the period of continuation</b>
Not overdue	\$ 156,660	0.36%	566
Within 120 days of expiration	9,939	4.19%	416
121~180 days of expiration	8,415	17.61%	1,482
181~240 days past due	8,149	21.34%	1,739
241~300 days past due	2,502	28.74%	719
301~360 days past due	31	41.94%	13
Over 360 days past due	14,618	100.00%	14,618
	<b>\$ 200,314</b>		<b>19,553</b>

  

	<b>2022.12.31</b>		
	<b>Carrying amount of bills and accounts receivable</b>	<b>Weighted average expected credit loss ratio</b>	<b>Allowance for expected credit losses during the period of continuation</b>
Not overdue	\$ 140,311	0.00%	2
Within 120 days of expiration	63,397	0.02%	11
121~180 days of expiration	16,563	0.58%	96
181~240 days past due	8,902	8.72%	776
241~300 days past due	9,053	0.00%	-
301~360 days past due	16	0.00%	-
Over 360 days past due	245	100%	245
	<b>\$ 238,487</b>		<b>1,130</b>

The following is a schedule of changes in the allowance for losses on notes receivable and accounts receivable of the Consolidated Company:

	<b>2023</b>	<b>2022</b>
Beginning Balance	\$ 22,338	29,610
Impairment losses recognised	22,606	(6,575)
Foreign currency translation gains and losses	(955)	38
Reclassified to non-current assets held for sale	(615)	(735)
Ending Balance	<b>\$ 43,374</b>	<b>22,338</b>

At December 31, 2023 and 2022, none of the Consolidated Company's notes and accounts receivable had been discounted or provided as collateral.

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
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(VI) Inventories

	<u>2023.12.31</u>	<u>2022.12.31</u>
Products	\$ 58,706	79,046
Finished products	617,882	761,890
Raw Materials	237,970	311,008
Work in progress	41,842	80,030
Inventory in transit	29,427	21,499
Other Inventory	4,411	4,450
	<u><u>\$ 990,238</u></u>	<u><u>1,257,923</u></u>

The breakdown of operating costs is as follows:

	<u>2023</u>	<u>2022</u>
Cost of inventories sold	\$ 1,032,681	1,545,077
Loss on obsolescence of inventories	7,236	9,001
Inventory obsolescence and valuation loss	20,815	23,707
Unallocated manufacturing costs (Note)	156,585	118,287
Total	<u><u>\$ 1,217,317</u></u>	<u><u>1,696,072</u></u>

Note: Unallocated manufacturing costs refer to the difference between the current manufacturing costs and those already allocated to the work order numbers based on standard manufacturing rates.

As of December 31, 2023, and 2022, none of the merged company's inventories were provided as pledge collateral.

(VII) Non-current assets held for sale and liabilities directly related to the held-for-sale non-current assets

On March 23, 2023, the consolidated company's board of directors resolved to dissolve the subsidiary, Siruba Latin American Company and sub-subsidiary, Young Da LLC. The relevant liquidation procedures started from June 30, 2023. Please refer to Note 14 for an explanation of the information relating to the discontinued operation, which has been reclassified as non-current assets held for sale and liabilities directly related to the held-for-sale non-current assets are presented separately in the balance sheet. The book value of assets and liabilities held-for-sale of the subsidiary is as follows:

	<u>2023.12.31</u>
Property, plant and equipment (Note 6(8))	\$ 9,303
Other current and non-current assets	9,096
Accounts receivable	8,815
Cash and cash equivalents	188,996
Assets of the group held for sale	<u><u>\$ 216,210</u></u>
Accounts payable and other payables	422
Liabilities directly related to non-current assets held for sale	<u><u>\$ 422</u></u>
Accumulated income or expense related to the group held for sale and	

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

recognized in other comprehensive income

Exchange difference on translation of the financial statements of foreign operations

\$ 265

The consolidated company sold the property, plant and equipment held for sale as non-current assets on July 17, 2023. The price was NT\$141,175 thousand and the gain on the sale of assets was NT\$90,852 thousand, recorded in other gains and losses. Please refer to note 14(5) Discontinued Operations, for relevant information.

## (VIII) Property, Plant, and Equipment

	Land	Buildings	Machinery and equipment	Transportation equipment	Other equipment	Total
Cost or deemed cost:						
Balance on Jan. 1, 2023	\$ 361,726	968,264	1,039,460	18,769	322,437	2,710,656
Add	-	637	251	1,967	13,974	16,829
Disposal	-	(335)	(370)	(9)	(9,101)	(9,815)
Reclassified to non-current assets held for sale	(22,452)	(38,836)	-	-	(1,559)	(62,847)
Effect of exchange rate changes	306	(8,652)	(16,913)	(166)	(4,479)	(29,904)
Balance on Dec.31, 2023	<u>\$ 339,580</u>	<u>921,078</u>	<u>1,022,428</u>	<u>20,561</u>	<u>321,272</u>	<u>2,624,919</u>
Balance on Jan. 1, 2022	\$ 359,541	965,562	1,250,608	18,593	285,116	2,879,420
Add	-	-	874	49	21,383	22,306
Disposal	-	(3,360)	(16,680)	-	(6,336)	(26,376)
Reclassification	-	(6,547)	(214,561)	-	18,457	(202,651)
Effect of exchange rate changes	2,185	12,609	19,219	127	3,817	37,957
Balance on Dec.31, 2022	<u>\$ 361,726</u>	<u>968,264</u>	<u>1,039,460</u>	<u>18,769</u>	<u>322,437</u>	<u>2,710,656</u>
	Land	Buildings	Machinery and equipment	Transportation equipment	Other equipment	Total
Depreciation:						
Balance on Jan. 1, 2023	\$ -	457,253	990,148	11,638	277,498	1,736,537
Depreciation	-	36,340	9,621	2,543	15,299	63,803
Disposal	-	(335)	(370)	(9)	(8,756)	(9,470)
Reclassified to non-current assets held for sale	-	(11,408)	-	-	(1,350)	(12,758)
Effect of exchange rate changes	-	(6,759)	(16,432)	(131)	(3,762)	(27,084)
Balance on Dec.31, 2023	<u>\$ -</u>	<u>475,091</u>	<u>982,967</u>	<u>14,041</u>	<u>278,929</u>	<u>1,751,028</u>
Balance on Jan. 1, 2022	\$ -	421,229	1,191,801	9,202	262,939	1,885,171
Depreciation	-	36,934	10,453	2,362	13,742	63,491
Disposal	-	(774)	(16,099)	-	(6,326)	(23,199)
Reclassification	-	(6,547)	(214,561)	-	3,748	(217,360)
Effect of exchange rate changes	-	6,411	18,554	74	3,395	28,434
Balance on Dec.31, 2022	<u>\$ -</u>	<u>457,253</u>	<u>990,148</u>	<u>11,638</u>	<u>277,498</u>	<u>1,736,537</u>
Carrying amount:						
Dec.31, 2023	<u>\$ 339,580</u>	<u>445,987</u>	<u>39,461</u>	<u>6,520</u>	<u>42,343</u>	<u>873,891</u>
Jan. 1, 2022	<u>\$ 359,541</u>	<u>544,333</u>	<u>58,807</u>	<u>9,391</u>	<u>22,177</u>	<u>994,249</u>
Dec.31, 2022	<u>\$ 361,726</u>	<u>511,011</u>	<u>49,312</u>	<u>7,131</u>	<u>44,939</u>	<u>974,119</u>

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

As at 31 December 2023 and 2022, none of the Consolidated Company's property, plant and equipment was pledged as security.

## (IX) Right-of-use assets

	Land	Buildings	Transportation equipment	Total
Cost:				
Balance on Jan. 1, 2023	\$ 59,473	3,573	1,060	64,106
Effect of exchange rate changes	(1,001)	-	(18)	(1,019)
Balance on Dec.31, 2023	<u>\$ 58,472</u>	<u>3,573</u>	<u>1,042</u>	<u>63,087</u>
Balance on Jan. 1, 2022	\$ 58,557	3,573	1,044	63,174
Effect of exchange rate changes	916	-	16	932
Balance on Dec.31, 2022	<u>\$ 59,473</u>	<u>3,573</u>	<u>1,060</u>	<u>64,106</u>
Depreciation:				
Balance on Jan. 1, 2023	\$ 20,716	2,144	648	23,508
Provision for depreciation	1,193	714	355	2,262
Effect of exchange rate changes	(373)	-	(18)	(391)
Balance on Dec.31, 2023	<u>\$ 21,536</u>	<u>2,858</u>	<u>985</u>	<u>25,379</u>
Balance on Jan. 1, 2022	\$ 19,226	1,429	290	20,945
Provision for depreciation	1,196	715	355	2,266
Effect of exchange rate changes	294	-	3	297
Balance on Dec.31, 2022	<u>\$ 20,716</u>	<u>2,144</u>	<u>648</u>	<u>23,508</u>
Carrying amount:				
Dec.31, 2023	<u>\$ 36,936</u>	<u>715</u>	<u>57</u>	<u>37,708</u>
Jan. 1, 2022	<u>\$ 39,331</u>	<u>2,144</u>	<u>754</u>	<u>42,229</u>
Dec.31, 2022	<u>\$ 38,757</u>	<u>1,429</u>	<u>412</u>	<u>40,598</u>

The consolidated company leases the land use rights in China and subleases it through operating leases. The related usage right assets are reported as investment property, please refer to Note 6 (10). The above-mentioned usage right asset-related amount does not include usage right assets that meet the definition of investment property.

As of December 31, 2023, and 2022, none of the merged company's right-of-use assets were provided as collateral.

## (X) Investment Property

Investment property includes the land use rights of the merged company's own assets and those leased to third parties through operating leases. The original non-cancellable period for leased investment properties is three to five years, and the lessee does not have an option to extend the period at the end of the term.

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

The rental income of the leased investment property is a fixed amount.

	Owned assets		Right-of-use assets	
	Land	House and building	Land use rights	Total
Cost:				
Balance on Jan. 1, 2023	\$ 178,782	92,638	5,346	276,766
Effect of changes in exchange rates	-	(646)	(90)	(736)
Balance on Dec.31, 2023	<u>\$ 178,782</u>	<u>91,992</u>	<u>5,256</u>	<u>276,030</u>
Balance on Jan. 1, 2022	\$ 178,782	92,046	5,264	276,092
Effect of changes in exchange rates	-	592	82	674
Balance on Dec.31, 2022	<u>\$ 178,782</u>	<u>92,638</u>	<u>5,346</u>	<u>276,766</u>
Depreciation:				
Balance on Jan. 1, 2023	\$ -	76,308	2,577	78,885
Provision for depreciation	-	2,283	120	2,403
Effect of changes in exchange rates	-	(417)	(46)	(463)
Balance on Dec.31, 2023	<u>\$ -</u>	<u>78,174</u>	<u>2,651</u>	<u>80,825</u>
Balance on Jan. 1, 2022	\$ -	73,718	2,419	76,137
Provision for depreciation	-	2,297	121	2,418
Effect of changes in exchange rates	-	293	37	330
Balance on Dec.31, 2022	<u>\$ -</u>	<u>76,308</u>	<u>2,577</u>	<u>78,885</u>
Carrying amount:				
Dec.31, 2023	<u>\$ 178,782</u>	<u>13,818</u>	<u>2,605</u>	<u>195,205</u>
Jan. 1, 2022	<u>\$ 178,782</u>	<u>18,328</u>	<u>2,845</u>	<u>199,955</u>
Dec.31, 2022	<u>\$ 178,782</u>	<u>16,330</u>	<u>2,769</u>	<u>197,881</u>

The fair value of investment property is based on the valuation of an independent valuer (with recognized relevant professional qualifications and recent experience in the location and type of investment property being valued). The input values used in its fair value valuation technique are of the third level.

The fair value of the investment property located in Yinzhou District, Ningbo City, mainland China, of the merged company, is measured by the independent valuation agency Ningbo Wei Yuan Assessment Office on each balance sheet date with third-level input values. The valuation refers to market evidence of similar real estate transaction prices, and the fair value obtained from the valuation is as follows:

	2023.12.31	2022.12.31
Fair value	<u>\$ 80,578</u>	<u>75,862</u>

The fair value of the investment property located in Taoyuan City of the merged company is measured by the independent valuation company Sinyi Real Estate Appraisal Joint Office on each balance sheet date with third-level input values. The valuation uses a comparison method and income approach, and the fair value obtained from the valuation is as follows:

2023.12.31	2022.12.31
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**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

Fair value \$ 506,072 472,164

As of December 31, 2023, and 2022, none of the merged company's investment properties were provided as pledge collateral.

(XI) Intangible assets

	<u>Goodwill</u>	<u>PC software</u>	<u>Total</u>
Cost:			
Balance on Jan. 1, 2023	\$ 23,026	36,660	59,686
Obtained separately	-	6,091	6,091
Disposal	-	(3,562)	(3,562)
Effect of changes in exchange rates	-	(156)	(156)
Balance on Dec.31, 2023	<u>\$ 23,026</u>	<u>39,033</u>	<u>62,059</u>
Balance on Jan. 1, 2022	\$ 23,026	30,392	53,418
Obtained separately	-	9,123	9,123
Disposal	-	(2,979)	(2,979)
Effect of changes in exchange rates	-	124	124
Balance on Dec.31, 2022	<u>\$ 23,026</u>	<u>36,660</u>	<u>59,686</u>
	<u>Goodwill</u>	<u>PC software</u>	<u>Total</u>
Depreciation:			
Balance on Jan. 1, 2023	\$ -	28,782	28,782
Amortization	-	5,935	5,935
Disposal	-	(3,562)	(3,562)
Effect of changes in exchange rates	-	(118)	(118)
Balance on Dec.31, 2023	<u>\$ -</u>	<u>31,037</u>	<u>31,037</u>
Balance on Jan. 1, 2022	\$ -	25,287	25,287
Amortization	-	6,411	6,411
Disposal	-	(2,979)	(2,979)
Effect of changes in exchange rates	-	63	63
Balance on Dec.31, 2022	<u>\$ -</u>	<u>28,782</u>	<u>28,782</u>
Carrying amount:			
Dec.31, 2023	<u>\$ 23,026</u>	<u>7,996</u>	<u>31,022</u>
Jan. 1, 2022	<u>\$ 23,026</u>	<u>5,105</u>	<u>28,131</u>
Dec.31, 2022	<u>\$ 23,026</u>	<u>7,878</u>	<u>30,904</u>

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

1. Amortization expense

Amortization expense for intangible assets for the years 2023 and 2022 is reported in the Consolidated Statement of Comprehensive Income as follows:

	<b>2023</b>	<b>2022</b>
Operating cost	<u><u>\$ 847</u></u>	<u><u>412</u></u>
Operating expense	<u><u>\$ 5,088</u></u>	<u><u>5,999</u></u>

2. Guarantee

At 31 December 2023 and 2022, the Consolidated Company's intangible assets were not pledged as security.

(XII) Other current assets and Other non-current assets

	<b>2023.12.31</b>	<b>2022.12.31</b>
Other current assets		
Other payables	\$ 7,858	4,791
Other	<u>384</u>	<u>446</u>
	<u><u>\$ 8,242</u></u>	<u><u>5,237</u></u>
Other non-current assets		
Refundable deposits	\$ 1,655	4,199
Prepayment for equipment	5,483	-
Other	<u>443</u>	<u>724</u>
	<u><u>\$ 7,581</u></u>	<u><u>4,923</u></u>

(XIII) Short-term loans

	<b>2023.12.31</b>	<b>2022.12.31</b>
Unsecured bank loans	<u><u>\$ 100,000</u></u>	<u><u>253,549</u></u>
Unused credit	<u><u>\$ 400,000</u></u>	<u><u>400,000</u></u>
Interest Rate Range	<u><u>1.77%</u></u>	<u><u>1.36%~5.74%</u></u>

(XIV) Lease liabilities

The carrying amounts of the Consolidated Company's lease liabilities are as follows:

	<b>2023.12.31</b>	<b>2022.12.31</b>
Current	<u><u>\$ 799</u></u>	<u><u>1,093</u></u>
Non-current	<u><u>\$ -</u></u>	<u><u>800</u></u>

For maturity analysis, please refer to Note 6(24) Financial instruments.

The amounts recognized in profit or loss for leases are as follows:

	<b>2023</b>	<b>2022</b>
Interest expense on lease liabilities	<u><u>\$ 29</u></u>	<u><u>58</u></u>
Short-term lease expenses	<u><u>\$ 2,843</u></u>	<u><u>2,962</u></u>
Lease expenses of low-value assets (excluding short term leases which are low value leases)	<u><u>\$ 103</u></u>	<u><u>88</u></u>



# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

Leases were recognized in the cash flow statement as follows:

	<b>2023</b>	<b>2022</b>
Total amount of cash outflow from lease	<b>\$ 4,069</b>	<b>4,174</b>

## 1. Lease of land, buildings, and construction

The merged company rents several lands in China, with a lease period of 50 years. At the end of the lease period, the merged company does not have a preferential purchase right for the leased land.

The merged company rents buildings for store use, with a lease period of 5 years. At the end of the lease period, the merged company does not have a preferential purchase right for the leased building, and it is agreed that the merged company may not sublet or transfer all or part of the lease object without the lessor's consent.

The merged company expects the proportion of fixed and variable rent payments in future years to be roughly consistent with the current period.

## 2. Other leases

The merged company chooses to apply the exemption of recognizing short-term leases for stores that meet the criteria, and does not recognize related right-of-use assets and lease liabilities for these leases.

## (XV) Other payables

	<b>2023.12.31</b>	<b>2022.12.31</b>
Other payables:		
Salaries and bonuses payable	\$ 25,660	42,686
Commissions payable	19,919	18,814
Remuneration of staff and directors and supervisors	2,634	12,048
Payable for untaken leave	6,765	7,252
Others	45,992	53,007
	<b>\$ 100,970</b>	<b>133,807</b>

## (XVI) Operating leases

The consolidated company leases out its investment properties. As it has not transferred almost all risks and rewards attached to the ownership of the target assets, these lease contracts are classified as operating leases. Please refer to Note 6 (10) Investment property for details.

The maturity analysis of lease payments is listed in the following table with the total undiscounted lease payments to be collected after the reporting date:

	<b>2023.12.31</b>	<b>2022.12.31</b>
Less than one year	\$ 22,548	24,312
One to two years	16,904	24,400
Two to three years	13,950	15,869
Three to four years	14,400	14,400

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

Four to five years	-	12,000
Total undiscounted lease payments	<u><u>\$ 67,802</u></u>	<u><u>90,981</u></u>

(XVII) Employee benefits

1. Defined contribution plan

A reconciliation of the present value of the Consolidated Company's defined benefit obligation to the fair value of plan assets is as follows:

	<u>2023.12.31</u>	<u>2022.12.31</u>
Current value of defined benefit obligations	\$ 54,549	56,785
Fair value of plan assets	<u>(39,702)</u>	<u>(36,005)</u>
Net defined benefit liability	<u><u>\$ 14,847</u></u>	<u><u>20,780</u></u>

The merged company allocates its defined benefit plan to the special account for labor retirement reserve at Bank of Taiwan. The retirement payment for each employee subject to the Labor Standards Act is calculated based on the basis obtained from years of service and the average salary of the six months before retirement.

(1) Composition of plan assets

The retirement fund provided by the merged company in accordance with the Labor Standards Act is managed by the Labor Fund Bureau of the Ministry of Labor (hereinafter referred to as the Labor Fund Bureau). According to the "Regulations on the Receipt, Custody, and Use of Labor Retirement Funds," the use of the fund, the minimum annual revenue allocated, should not be lower than the revenue calculated at the local bank's two-year fixed deposit rate.

As of the reporting date, the balance of the Labor Retirement Reserve special account at Bank of Taiwan of the consolidated company is NT\$39,702 thousand. The information on the use of labor retirement fund assets includes fund return rates and asset allocation of the fund, please refer to the information published on the website of the Labor Fund Bureau of the Ministry of Labor.

(2) Changes in the present value of defined benefit obligations

The changes in the present value of the defined benefit obligations of the consolidated company for the fiscal year 2023 and 2022 are as follows:

	<u>2023</u>	<u>2022</u>
Defined benefit obligation at 1 January	\$ 56,785	68,053
Service cost and interest in the period	926	548
- Actuarial gains and losses arising from changes in financial assumptions	482	(2,940)
Gains and losses arising from prior service costs	(2,147)	7,399

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

Benefits planned to be paid	(1,497)	(16,275)
Defined benefit obligation at 31 December	<b>\$ 54,549</b>	<b>56,785</b>

(3) Changes in the fair value of plan assets

The changes in the fair value of the defined benefit plan assets of the consolidated company for the fiscal year 2023 and 2022 are as follows:

	<b>2023</b>	<b>2022</b>
Fair value of plan assets at 1 January	\$ (36,005)	(41,956)
Interest income	(500)	(212)
- Return on plan assets (Excluding current interest)	(323)	(3,280)
Contributions from scheme participants	(4,371)	(6,832)
Benefits paid by the plan	1,497	16,275
Fair value of plan assets at 31 December	<b>\$ (39,702)</b>	<b>(36,005)</b>

(4) Costs recognized in profit or loss

The following is a breakdown of the expenses reported as expenses by the Consolidated Company for the years 2023 and 2022:

	<b>2023</b>	<b>2022</b>
Service cost in the period	\$ 926	548
Net interest on net defined benefit liabilities (assets)	(500)	(212)
	<b>\$ 426</b>	<b>336</b>

	<b>2023</b>	<b>2022</b>
Operating cost	\$ 67	49
Promotion expense	14	15
Administration expense	326	260
R&D expenses	19	12
Total	<b>\$ 426</b>	<b>336</b>

(5) Actuarial assumptions

The significant actuarial assumptions used by the Consolidated Company to determine the present value of the defined benefit obligation at the reporting date are as follows:

	<b>2023.12.31</b>	<b>2022.12.31</b>
Discount rate	1.250%	1.375%
Growth rate of salary	3.000%	3.000%

The merged company expects to pay a contribution of NT\$ 681 thousand to the defined benefit plan within one year after the reporting date of the 2023 fiscal year.

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

The weighted average durations of the defined benefit plans in 2023 and 2022 were 7.1 years and 7.9 years, respectively.

(6) Sensitivity analysis

The effects of changes in the main actuarial assumptions adopted as of December 31, 2023, and 2022, on the present value of defined benefit obligations are as follows:

	<u>Effect on defined benefit obligations</u>	
	<u>Increase by 0.25%</u>	<u>Decrease by 0.25%</u>
December 31, 2023		
Discount rate (change 0.25%)	\$ (958)	983
Growth rate of salary (change 0.25%)	949	(930)
Dec. 31, 2022		
Discount rate (change 0.25%)	\$ (1,102)	1,134
Growth rate of salary (change 0.25%)	1,096	(1,071)

The above sensitivity analysis is based on analyzing the impact of changes in a single assumption while other assumptions remain unchanged. In practice, many assumptions may be linked. The sensitivity analysis is consistent with the method used to calculate the net pension liability on the balance sheet.

The method and assumptions used to prepare the sensitivity analysis this period are the same as those of the previous period.

2. Defined contribution plan

The merged company's defined contribution plan is in accordance with the provisions of the Labor Pension Act. According to the contribution rate of 6% of the workers' monthly wages, it is contributed to the personal account of the Labor Pension of the Labor Insurance Bureau. After the merged company has contributed a fixed amount to the Labor Insurance Bureau under this plan, there is no legal or implied obligation to pay additional amounts.

Employees of the company's subsidiaries in China, the United States, and Vietnam are members of the retirement benefit plans operated by the governments of China, the United States, and Vietnam. These subsidiaries are required to contribute a certain proportion of their salaries to the retirement benefit plan to provide funds for the plan. The obligation of these subsidiaries to this government-operated retirement benefit plan is only to contribute a specific amount.

The retirement pension expenses under the defined contribution pension method of the merged company for the fiscal year 2023 and 2022 are NT\$13,657 thousand and NT\$14,583 thousand, respectively, which have been contributed to

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
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the Labor Insurance Bureau.

(XVIII) Income tax

1. Income tax expenses

A breakdown of the Consolidated Company's income tax expense for the years 2023 and 2022 is as follows:

	<u>2023</u>	<u>2022</u>
Current income tax expense		
Generated in the fiscal year	\$ 12,004	131,992
Adjustments for the prior year	824	3,631
Deferred income tax expense		
Occurrence and Reversal of Temporal Differences	(5,291)	(62,620)
Income tax expenses	<u><u>\$ 7,537</u></u>	<u><u>73,003</u></u>

2. A breakdown of the Consolidated Company's income tax expense (benefit) recognized under other comprehensive income in fiscal 2023 and 2022 is as follows:

	<u>2023</u>	<u>2022</u>
Components of other comprehensive income that will not be reclassified to profit or loss:		
Remeasurements of defined benefit plan	\$ 398	(236)
Gains or losses on valuation of financial assets at fair value through other comprehensive income	(152)	(2,039)
Subtotal	<u><u>\$ 246</u></u>	<u><u>(2,275)</u></u>
Components of other comprehensive income that will be reclassified to profit or loss:		
Exchange difference on translation of the financial statements of foreign operations	<u><u>\$ (6,077)</u></u>	<u><u>11,226</u></u>

A reconciliation of the Consolidated Company's income tax expense (benefit) to net income before income taxes for fiscal years 2023 and 2022 is as follows:

	<u>2023</u>	<u>2022</u>
Net profit (loss) before tax	<u><u>\$ (41,872)</u></u>	<u><u>259,401</u></u>
Income tax at the Company's domestic tax rate	\$ (8,374)	51,878
Non-deductible expenses	1,151	(2,251)
Tax incentives	(1,665)	(2,859)
Deferred income tax effect on earnings of subsidiaries	4,407	13,184
Unrecognized loss carryforwards	-	(4,599)
Effect of different tax rates applied to the consolidated entities	8,546	12,839
Adjustments to current income tax in prior years	824	3,631
Additions to undistributed earnings	2,648	1,180
Income tax expenses	<u><u>\$ 7,537</u></u>	<u><u>73,003</u></u>

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

Please refer to Note 14(5) for the disclosure of income tax of the discontinued operation.

## 3. Deferred income tax assets and liabilities

### (1) Deferred income tax assets and liabilities recognized

Changes in deferred income tax assets and liabilities are as follows:

Deferred tax assets:

2023.12.31						
	Beginning Balance	Debit/Loan Statement	Debit/credit to other comprehensive income statement	Exchange difference on translation of the financial statements of foreign operations	Debit/credit equity	Ending Balance
Financial assets at fair value through other comprehensive income	\$ 9,250	-	152	-	(9,402)	-
Exchange differences on translation of foreign operating institutions' statements	-	-	1,918	-	-	1,918
Defined Benefit Plan	9,740	(789)	(398)	-	-	8,553
Unused leave bonus	1,539	(96)	-	(8)	-	1,435
Allowance for losses	76	(76)	-	-	-	-
Loss on decline in value of inventories	29,987	3,331	-	(301)	-	33,017
Unrealized gross profit on sales	4,426	(1,308)	-	-	-	3,118
Adjustment for salvage value of fixed assets	27,861	665	-	(484)	-	28,042
Unrealized exchange losses	-	3,405	-	-	-	3,405
Other	400	2	-	-	-	402
Total	<u>\$ 83,279</u>	<u>5,134</u>	<u>1,672</u>	<u>(793)</u>	<u>(9,402)</u>	<u>79,890</u>

2022.12.31						
	Beginning Balance	Debit/Loan Statement	Debit/credit to other comprehensive income statement	Exchange difference on translation of the financial statements of foreign operations	Ending Balance	
Financial assets at fair value through other comprehensive income	\$ 7,211	-	2,039	-	9,250	
Exchange differences on translation of foreign operating institutions' statements	7,067	-	(7,067)	-	-	
Defined Benefit Plan	10,803	(1,299)	236	-	9,740	
Unused leave bonus	1,537	(5)	-	7	1,539	
Allowance for losses	21	55	-	-	76	
Loss on decline in value of inventories	25,807	3,944	-	236	29,987	
Unrealized gross profit on sales	2,470	1,956	-	-	4,426	
Adjustment for salvage value of fixed assets	27,176	261	-	424	27,861	
Unrealized exchange gain or loss	5,298	(5,298)	-	-	-	
Other	431	(31)	-	-	400	
Total	<u>\$ 87,821</u>	<u>(417)</u>	<u>(4,792)</u>	<u>667</u>	<u>83,279</u>	

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

## Deferred income tax liabilities:

2023.12.31					
	Beginning Balance	Debit/Loan Statement	Debit/credit to other comprehensive income statement	Exchange difference on translation of the financial statements of foreign operations	Ending Balance
Undistributed earnings of subsidiaries	\$ 191,776	4,407	-	-	196,183
Exchange difference on translation of the financial statements of foreign operations	4,159	-	(4,159)	-	-
Unrealized exchange gain	4,564	(4,564)	-	-	-
<b>Total</b>	<b>\$ 200,499</b>	<b>(157)</b>	<b>(4,159)</b>	<b>-</b>	<b>196,183</b>

  

2022.12.31					
	Beginning Balance	Debit/Loan Statement	Debit/credit to other comprehensive income statement	Exchange difference on translation of the financial statements of foreign operations	Ending Balance
Undistributed earnings of subsidiaries	\$ 259,377	(67,601)	-	-	191,776
Exchange difference on translation of the financial statements of foreign operations	-	-	4,159	-	4,159
Unrealized exchange gain or loss	-	4,564	-	-	4,564
<b>Total</b>	<b>\$ 259,377</b>	<b>(63,037)</b>	<b>4,159</b>	<b>-</b>	<b>200,499</b>

The consolidated company's business income tax settlement has been assessed by the tax collection authorities up to 2021.

### (XIX) Capital and other interests

The Company's authorized share capital amounted to NT\$2,000,000 thousand with 200,000 thousand shares issued at a par value of NT\$10 per share on December 31, 2023 and 2022, respectively, and 183,608 thousand shares were issued. All payments on the issued shares have been collected.

#### 1. Common share

A reconciliation of the number of outstanding shares of the Consolidated Company in 2023 and 2022 is as follows:

(Expressed in thousands of shares)		
	2023.12.31	2022.12.31
Issued shares	183,608	183,608
Less: Treasury shares	\$ (1,500)	(1,500)
Outstanding shares	<u>182,108</u>	<u>182,108</u>

#### 2. Capital reserves

The balance of the Company's capital reserve is as follows:

	2023.12.31	2022.12.31
Share issue premium	\$ 85,553	85,553
Consolidation Premium	114,042	114,042
Other	58	4
	<u>\$ 199,653</u>	<u>199,599</u>

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

According to the company law, the capital reserve must first be used to offset losses before new shares or cash can be distributed according to the proportion of the original shares held by the shareholders using the realized capital reserve. The realized capital reserve mentioned above includes the excess proceeds from issuing shares at more than their par value and the proceeds from accepting donations. In accordance with the rules for handling the issuance of securities by issuers, the capital reserve that can be used for capital replenishment cannot exceed ten percent of the paid-in capital each year.

When employees of the company leave during the stock trust period, the Employee Welfare Trust Plan Committee will sell the trust-held shares of the resigned employees to third parties according to the trust agreement. The net amount of the proceeds from the disposal, minus the amount to be returned to the employees, is remitted back to the company. In 2023 and 2022, the amount is NT\$54,000 and NT\$4,000, respectively, and is credited to the equity account item of capital reserve - share issuance premium after the company repurchases and reissues the shares.

### 3. Retained Earnings

According to the articles of association of the consolidated company, if there is a surplus in the annual final settlement, taxes shall be paid first, followed by making up for the losses of previous years, then setting aside 10% of the statutory earnings reserve. However, this restriction does not apply when the statutory earnings reserve has reached the company's paid-in capital. In addition, a special earnings reserve shall be set aside based on the company's operating needs and legal provisions. If there is still a surplus, along with the undistributed earnings from the beginning of the period, the board of directors shall propose a profit distribution plan to be resolved at the shareholders' meeting.

The statutory earnings reserve should be set aside until the balance reaches the total amount of the company's paid-in capital. The statutory earnings reserve can be used to offset losses.

The company sets aside and reverses the special earnings reserve according to the regulations of the Financial Supervisory Commission with reference number JING-GUAN-ZHENG-FA-TZU-1090150022.

#### (1) Statutory earnings reserve

When the company has no losses, it may distribute new shares or cash to shareholders based on the statutory earnings reserve, subject to a resolution by the shareholders' meeting. However, the distribution is limited to the portion of the reserve exceeding 25% of the paid-in capital.

#### (2) Special earnings reserve

According to the regulations of the Financial Supervisory Commission, when distributing the distributable earnings of the company, the difference between the net amount of other equity items reduced in the current year and the balance of the special earnings reserve set aside in the previous



## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

paragraph shall be set aside from the current period's profit and loss and the undistributed earnings of previous periods. The accumulated amount of other equity items reduced in previous periods shall not be distributed and shall be set aside from the undistributed earnings of previous periods as a special earnings reserve. Subsequently, when other equity items are reversed, the distributable earnings can be distributed based on the reversed portion.

### (3) Profit distribution

The consolidated company resolved the profit distribution plans for 2022 and 2021 at the annual general meetings held on June 30, 2023 and June 24, 2022, respectively. The dividends distributed to the owners are as follows:

	2022		2021	
	Allotment Rate (\$)	Amount	Allotment Rate (\$)	Amount
Dividends distributed to ordinary shareholders:				
Cash	0.80	\$ <u>145,687</u>	0.70	<u>127,476</u>

On March 14, 2024, the consolidated company's Board of Directors proposed the appropriation of the 2023 earnings in respect of the distribution of dividends to owners as follows:

	2023	
	Allotment Rate (\$)	Amount
Cash	\$ 0.20	<u>\$ 36,422</u>

### 4. Treasury Stock

On March 25, 2021, the company resolved in a board meeting to incentivize employee morale and retain excellent talents by proposing to purchase treasury stock to transfer to employees. It is estimated that 3,000 thousand shares of the company's common stock will be repurchased from March 26, 2021, to May 24, 2021. The repurchase price range is from 13 yuan to 19 yuan per share, and repurchases can continue if the stock price falls below the lower limit of the repurchase price range. As of December 31, 2023, 1,500 thousand shares have been repurchased and not yet cancelled.

The company's held treasury stock cannot be pledged according to the Securities Trading Law and cannot enjoy shareholder rights before transfer.

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

## 5. Other equity (net after tax)

	Exchange difference on translation of the financial statements of foreign operations	Financial assets measured at fair value through other comprehensive income Unrealized gains or losses	Total
Balance on Jan. 1, 2023	\$ (128,307)	(37,001)	(165,308)
Exchange differences on translation	(24,305)	-	(24,305)
Unrealized valuation loss of financial assets measured at fair value through other comprehensive income	-	(608)	(608)
Disposal of equity instruments at fair value through other comprehensive income	-	37,609	37,609
Balance on Dec.31, 2023	<u>\$ (152,612)</u>	<u>-</u>	<u>(152,612)</u>

	Exchange difference on translation of the financial statements of foreign operations	Financial assets measured at fair value through other comprehensive income Unrealized gains or losses	Total
Balance on Jan. 1, 2022	\$ (173,209)	(28,843)	(202,052)
Exchange differences on translation	44,902	-	44,902
Unrealized valuation loss of financial assets measured at fair value through other comprehensive income	-	(8,158)	(8,158)
Balance on Dec.31, 2022	<u>\$ (128,307)</u>	<u>(37,001)</u>	<u>(165,308)</u>

## (XX) Earnings Per Share

### 1. Basic earnings per share

	2023			2022		
	Continuing operations	Discontinued operation	Total	Continuing operations	Discontinued operation	Total
Net income (loss) attributable to the Company	\$ (49,409)	63,434	14,025	186,398	63	186,461
Weighted average number of ordinary shares outstanding (in thousands)	<u>182,108</u>	<u>182,108</u>	<u>182,108</u>	<u>182,108</u>	<u>182,108</u>	<u>182,108</u>
Basic earnings (losses) per share (NTD)	<u>\$ (0.27)</u>	<u>0.35</u>	<u>0.08</u>	<u>1.02</u>	<u>-</u>	<u>1.02</u>

### 2. Diluted earnings per share

	2023			2022		
	Continuing operations	Discontinued operation	Total	Continuing operations	Discontinued operation	Total
Net income (loss) attributable to the Company	\$ (49,409)	63,434	14,025	186,398	63	186,461
Net profit attributable to equity holders of the Company's ordinary shares (in thousands)	<u>\$ (49,409)</u>	<u>63,434</u>	<u>14,025</u>	<u>186,398</u>	<u>63</u>	<u>186,461</u>
Weighted average number of ordinary shares outstanding (in thousands)	182,108	182,108	182,108	182,108	182,108	182,108
Effect of employee stock-based compensation (thousands of shares)	272	272	272	713	713	713
Weighted average number of common shares outstanding (after adjusting for the effect of dilutive potential common shares) (thousands)	<u>182,380</u>	<u>182,380</u>	<u>182,380</u>	<u>182,821</u>	<u>182,821</u>	<u>182,821</u>
Diluted earnings per share (NT\$)	<u>\$ (0.27)</u>	<u>0.35</u>	<u>0.08</u>	<u>1.02</u>	<u>-</u>	<u>1.02</u>

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

## (XXI) Income from customer contracts

### 1. Breakdown of income

	<u>2023</u>	<u>2022</u>
Main regional markets:		
Mainland China	\$ 349,420	450,820
India	211,738	239,110
Japan	12,108	419,204
Asia	136,650	339,060
Latin America	337,797	202,707
Other countries	372,849	450,881
	<u><u>\$ 1,420,562</u></u>	<u><u>2,101,782</u></u>
Main product/service lines:		
Sewing machine for thin material	\$ 825,924	1,512,005
Sewing machine for thick material	594,638	589,777
	<u><u>\$ 1,420,562</u></u>	<u><u>2,101,782</u></u>

### 2. Contract balance

	<u>2023.12.31</u>	<u>2022.12.31</u>	<u>2022.1.1</u>
Notes receivable and accounts receivable	<u><u>\$ 603,912</u></u>	<u><u>775,352</u></u>	<u><u>1,018,836</u></u>
	<u>2023.12.31</u>	<u>2022.12.31</u>	<u>2022.1.1</u>
Contract liabilities	<u><u>\$ 15,475</u></u>	<u><u>22,806</u></u>	<u><u>48,054</u></u>

Please refer to Note 6 (5) for the disclosure of impairment of notes receivable and accounts receivable.

The changes in contract assets and contract liabilities mainly come from the difference between the time when the merged company transfers goods or services to customers to meet performance obligations and the time when customers pay.

## (XXII) Remuneration to employees and directors

According to the company's articles of association, if there is profit in the year, 2% to 8% should be allocated for employee remuneration and not more than 3% for director and supervisor remuneration. But when the company still has accumulated losses, it should reserve an amount to offset it in advance. The beneficiaries of the aforementioned employee remuneration in shares or cash include employees of subsidiary companies who meet certain conditions.

The estimated amounts of employee remuneration for the fiscal year 2023 and 2022 are NT\$1,916 thousand and NT\$8,434 thousand, respectively, and the estimated amounts of remuneration for directors and supervisors are NT\$718 thousand and NT\$3,614 thousand, respectively. The estimate is based on the company's pre-tax net profit for the period minus the amount before employee and director and supervisor remuneration times the distribution percentage for employee

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

remuneration and director and supervisor remuneration set by the company's articles of association. The amount of employee and director and supervisor remuneration distributed by the board of directors' resolution mentioned above is no different from the estimated amounts in the 2023 and 2022 consolidated financial statements of the company.

## (XXIII) Non-operating revenue/expense

### 1. Interest income

A breakdown of the Consolidated Company's interest income for the years 2023 and 2022 is as follows:

	<u>2023</u>	<u>2022</u>
Bank Deposit Interest	<u>\$ 29,216</u>	<u>15,945</u>

### 2. Other income

A breakdown of the Consolidated Company's other income for the years 2023 and 2022 is as follows:

	<u>2023</u>	<u>2022</u>
Rental income	\$ 24,220	21,840
Dividend income	771	990
Other income - Other	<u>8,179</u>	<u>12,130</u>
	<u>\$ 33,170</u>	<u>34,960</u>

### 3. Other benefits and losses

A breakdown of the Consolidated Company's other gains and losses for the years 2023 and 2022 is as follows:

	<u>2023</u>	<u>2022</u>
(Loss) gain on disposal and scrapping of property, plant and equipment	\$ 1,313	488
Net (loss) gain (loss) on foreign currency exchange	8,982	127,570
Other	<u>(5,175)</u>	<u>(6,050)</u>
	<u>\$ 5,120</u>	<u>122,008</u>

### 4. Financial costs

The financial cost breakdown of the Consolidated Company for FY2023 and FY2022 is as follows:

	<u>2023</u>	<u>2022</u>
Interest on bank loans	\$ (4,019)	(8,032)
Interest on lease liabilities	<u>(41)</u>	<u>(58)</u>
	<u>\$ (4,060)</u>	<u>(8,090)</u>

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

## (XXIV) Financial instruments

### 1. Credit risk

#### (1) Maximum credit exposure

The book value of financial assets represents the maximum credit exposure.

#### (2) Credit risk of receivables

The policy adopted by the consolidated company is to only transact with entities of excellent reputation and obtain sufficient guarantees when necessary to mitigate the risk of financial loss due to default.

The consolidated company continuously monitors credit exposure and credit ratings of counterparties and diversifies the total transaction amount among customers qualified for different credit ratings. Credit exposure is controlled through annual review and approval of credit limits for counterparties by the President.

Notes and accounts receivable are from many customers in different industries and geographical areas. The consolidated company continuously evaluates the financial condition of customers with notes and accounts receivable, and will also purchase credit guarantee insurance contracts when necessary.

#### (3) Concentration of credit risk

The credit risk of the combined company by region mainly comes from some customers who are in politically and economically unstable environments or areas with foreign exchange controls. As of December 31, 2023, and 2022, the receivables and accounts receivable from these customers accounted for approximately 46% and 36% of the total receivables and accounts receivable, respectively.

The credit risk of the combined company by customer is mainly concentrated in the two major customers located in the aforementioned regions. As of December 31, 2023, and 2022, the total amount of accounts receivable from the aforementioned customers accounted for 29% and 27% respectively.

### 2. Liquidity risk

The table below is the contract maturity date of financial liabilities, including estimated interest but not the effect of net amount agreements.

	Carrying amount	Contractual Cash Flow	Request pay-as- you-go or less than 1 month	1-3 months	3 months to 1 year	1-5 years	More than 5 years
<b>December 31, 2023</b>							
Non-derivative financial liability							
No interest-bearing liabilities	\$ 251,055	251,054	57,061	110,862	82,902	229	-
Lease liabilities	799	806	93	155	558	-	-
Floating Rate Instrument	100,000	101,260	150	291	100,819	-	-

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

	\$	351,854	353,120	57,304	111,308	184,279	229	-
<b>Dec. 31, 2022</b>								
Non-derivative financial liability								
No interest-bearing liabilities	\$	305,958	305,958	75,602	145,782	84,141	433	-
Lease liabilities		1,893	1,930	94	281	748	807	-
Floating Rate Instrument		253,549	255,450	506	154,512	100,432	-	-
	<b>\$</b>	<b>561,400</b>	<b>563,338</b>	<b>76,202</b>	<b>300,575</b>	<b>185,321</b>	<b>1,240</b>	<b>-</b>

The combined company does not expect the cash flow of the maturity date analysis to occur significantly earlier, or the actual amount will be significantly different.

### 3. Exchange Rate Risk

#### (1) Exposure to exchange rate risk

The combined company's exposure to significant foreign currency exchange rate risk is as follows for financial assets and liabilities:

		<b>2023.12.31</b>			<b>2022.12.31</b>		
		<b>Foreign currency</b>	<b>Exchange Rate</b>	<b>TWD</b>	<b>Foreign currency</b>	<b>Exchange Rate</b>	<b>TWD</b>
<u>Financial assets</u>							
<u>Monetary items</u>							
RMB/NTD	\$	26,755	4.3352	115,990	23,438	4.4094	103,349
USD/NTD		28,663	30.71	880,104	44,168	30.7100	1,356,390
USD/RMB		6,528	7.0827	200,439	13,930	6.9646	427,780
<u>Non-monetary items</u>							
JPY/NTD		-	-	-	103,903	0.2324	24,147
<u>Financial liabilities</u>							
<u>Monetary items</u>							
USD/NTD		6,649	30.71	204,144	13,197	30.7100	405,280
USD/RMB		1,231	7.0827	37,811	5,898	6.9646	181,143

#### (2) Sensitivity Analysis

The exchange rate risk of the combined company's monetary items mainly comes from cash and cash equivalents, receivables, financial assets measured at fair value through other comprehensive income, borrowings and payable items that are denominated in foreign currencies, resulting in foreign currency exchange gains and losses during conversion. As of December 31, 2023 and 2022, if the New Taiwan dollar depreciates or appreciates by 5% relative to the US dollar, RMB, and Yen, with all other factors remaining the same, the net profit after tax for 2023 and 2022 will increase or decrease by NT\$47,729 thousand and NT\$65,055 thousand, respectively.

#### (3) Exchange loss on monetary items

Due to the variety of functional currencies in the combined company, the information on exchange losses on monetary items is disclosed in a consolidated manner. The foreign exchange gains (losses) (including

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

realized and unrealized) in 2023 and 2022 were NT\$8,982 thousand and NT\$127,570 thousand, respectively.

### 4. Interest Rate Risk

The entities within the combined company deposit funds at both fixed and floating interest rates and borrow funds at floating interest rates, resulting in interest rate exposure.

The interest rate exposure of the combined company's financial assets and financial liabilities is described in the liquidity risk management of this note.

The sensitivity analysis below is determined based on the interest rate exposure of non-derivative instruments on the reporting date. For floating rate assets and liabilities, the analysis assumes that the amount of assets and liabilities outstanding on the reporting date circulates throughout the year. The change rate used when reporting interest rates to main management personnel internally is an increase or decrease of 1%, which also represents the evaluation of the reasonably possible change range of interest rates by management personnel.

If the interest rate increases or decreases by 1%, with all other variables remaining unchanged, the net profit of the combined company in 2023 and 2022 will decrease or increase by NT\$2,257 thousand and NT\$4,523 thousand, respectively, mainly due to the exposure of the combined company's variable rate borrowings and variable rate bank deposits.

### 5. Other Price Risks

The combined company is exposed to equity price risk due to investments in listed equity securities. Such equity investments are not held for trading but are strategic investments. The combined company has not actively traded these investments. The equity price risk of the combined company is mainly concentrated in the equity instruments of the same industry listed on the Japan Stock Exchange.

If the fair value of equity increases by 5% or decreases by 5%, the comprehensive income for the year 2022 will increase/decrease by NT\$1,207 thousand, due to the changes in the fair value of financial assets measured at fair value through other comprehensive income.

### 6. Fair Value Information

#### (1) Types and fair value of financial instruments

The fair value of financial assets and liabilities measured at fair value through profit or loss and financial assets measured at fair value through other comprehensive income by the consolidated company is based on their repetitiveness. The carrying amounts and fair values of various types of financial assets and financial liabilities (including fair value level information, but excluding financial instruments whose carrying amounts are reasonable approximations of fair value and lease liabilities, which are not required to disclose fair value information) are presented as follows:

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
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	2022.12.31				
	Fair value				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets at fair value through other comprehensive income					
Overseas Listed (Over- the-Counter) Stocks	<u>\$ 24,147</u>	<u>24,147</u>	<u>-</u>	<u>-</u>	<u>24,147</u>

- (2) Fair value measurement techniques for financial instruments measured at fair value

When financial instruments have active market quoted prices, their fair value is determined based on the active market quoted prices.

(XXV) Financial Risk Management

1. Summary

The consolidated company is exposed to the following risks due to the use of financial instruments:

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

This note expresses the disclosure of the above-mentioned risks, the objectives, policies, and procedures for measuring and managing risks by the consolidated company. Please refer to the respective notes for further quantitative disclosure.

2. Risk management framework

The main financial instruments of the consolidated company include equity instrument investments, accounts receivable, accounts payable, lease liabilities, and borrowings. The financial management department of the consolidated company provides services to various business units, coordinating and supervising the operations related to financial risk by analyzing internal risk reports on the severity and breadth of risks. These risks include market risk (including exchange rate risk, interest rate risk, and other price risks), credit risk, and liquidity risk. The financial management department reports to the Board of Directors quarterly.

The establishment of the consolidated company's risk management policy is to identify and analyze the risks faced by the consolidated company, set appropriate risk limits and controls, and monitor compliance with risks and risk limits. The risk management policy and system are regularly reviewed to reflect market conditions and changes in the operations of the consolidated company. Through training, management guidelines, and operating procedures, the consolidated company develops a disciplined and constructive control environment to ensure that all employees understand their roles and obligations.



## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

The Audit Committee of the consolidated company oversees how management monitors compliance with the consolidated company's risk management policies and procedures and reviews the adequacy of the relevant risk management framework for the risks faced by the consolidated company. Internal auditors assist the Audit Committee in their supervisory role. These personnel conduct regular and ad hoc reviews of risk management controls and procedures and report the review results to the Audit Committee.

### **3. Credit risk**

Credit risk is the risk of financial loss to the consolidated company due to the inability of customers or counterparties of financial instruments to fulfill their contractual obligations. It mainly arises from accounts receivable from customers and securities investments of the consolidated company.

#### **(1) Accounts receivable and other receivables**

The policy adopted by the consolidated company is to only transact with entities of excellent reputation and obtain collateral when necessary to mitigate the risk of financial loss due to default. The consolidated company only transacts with enterprises that have credit ratings equivalent to investment grade. This information is provided by independent rating agencies. If such information cannot be obtained, the consolidated company will use other publicly available financial information and transaction records to rate major customers. The consolidated company continuously monitors credit exposure and credit ratings of counterparties and diversifies the total transaction amount among customers qualified for different credit ratings. Credit exposure is controlled through annual review and approval of credit limits for counterparties by the Risk Management Committee.

The consolidated company does not hold any collateral or other credit enhancements to mitigate credit risk associated with financial assets.

#### **(2) Investments**

Credit risk associated with bank deposits and other financial instruments is measured and monitored by the financial department of the consolidated company. Since the counterparties and obligors of the consolidated company are reputable banks and financial institutions, corporate organizations, and government agencies with investment grade or higher credit ratings, there is no significant credit risk.

#### **(3) Guarantees**

The policy of the consolidated company stipulates that financial guarantees can only be provided to wholly-owned subsidiaries. As of December 31, 2023, and 2022, the consolidated company did not provide any endorsement guarantees.

## **Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

### **4. Liquidity Risk**

The consolidated company manages and maintains an adequate level of cash and cash equivalents to support the operation of the group and mitigate the impact of cash flow fluctuations. The management of the consolidated company supervises the credit status of bank financing facilities and ensures compliance with loan agreement terms.

### **5. Market Risk**

#### **(1) Foreign Exchange Risk**

The consolidated company is exposed to foreign exchange risk arising from transactions denominated in currencies other than the functional currency and investments in foreign operating entities. The functional currency of the consolidated company is primarily New Taiwan Dollar. To manage the foreign exchange risk, the consolidated company adopts natural hedging operations. Therefore, changes in market exchange rates will cause the market prices of these financial instruments to fluctuate.

#### **(2) Interest Rate Risk**

The consolidated company is exposed to interest rate risk primarily related to cash flow fluctuations of floating-rate bank current deposits. Changes in market interest rates will result in changes in the effective interest rate of these financial instruments, causing volatility in future cash flows.

### **(XXVI) Capital Management**

The consolidated company engages in capital management to ensure that each enterprise within the group can continue its operations by optimizing the balance between debt and equity, maximizing shareholder returns. The overall strategy of the consolidated company has remained unchanged since its establishment.

The capital structure of the consolidated company consists of net debt (borrowings minus cash and cash equivalents) and equity attributable to the owners of the company (including share capital, capital surplus, retained earnings, and other equity items).

The consolidated company is not subject to any other external capital requirements.

### **(XXVII) Non-cash Investing and Financing Activities**

The non-cash investing and financing activities of the consolidated company for the years 2023 and 2022 are as follows:

1. Acquisition of right-of-use assets through lease arrangements, please refer to Note 6(9) for details.

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

2. Adjustments to liabilities from financing activities are shown in the following table:

	2023.1.1	Cash Flow	Change in non-cash		2023.12.31
			Exchange rate changes	Changes in Lease Payments	
Short-term loan	\$ 253,549	(153,549)	-	-	100,000
Lease liabilities	1,893	(1,094)	-	-	799
Total liabilities from financing activities	<u>\$ 255,442</u>	<u>(154,643)</u>	<u>-</u>	<u>-</u>	<u>100,799</u>

  

	2022.1.1	Cash Flow	Change in non-cash		2022.12.31
			Exchange rate changes	Changes in Lease Payments	
Short-term loan	\$ 238,401	-	15,148	-	253,549
Lease liabilities	2,946	(1,066)	13	-	1,893
Total liabilities from financing activities	<u>\$ 241,347</u>	<u>(1,066)</u>	<u>15,161</u>	<u>-</u>	<u>255,442</u>

### VII. Transaction with related parties

(I) Parent company and ultimate controller

The Company is the ultimate controller of the Consolidated Company.

(II) Name of related party and its Relationships

The related parties with whom the Consolidated Company had transactions during the period covered by these consolidated financial statements are as follows:

<u>Name of related party</u>	<u>Relationship with the consolidated company</u>
KAULIN Foundation (Kaulin Foundation)	Substantial Related Parties
LIN, PEI-JIA	Substantial Related Parties

(III) Significant transactions with related parties

1. Operating revenue

Significant sales by the Consolidated Company to related parties were as follows:

<u>Accounting item</u>	<u>Type of related party/Name</u>	<u>2023</u>	<u>2022</u>
Revenue from sales	Substantial Related Parties	<u>\$ 10</u>	<u>16</u>

The transaction prices and payment terms for sales to related parties by the Consolidated Company are not significantly different from those for sales to non-related parties.

2. Lease

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
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		<b>Lease liabilities</b>	
<b>Type of related party/Name</b>		<b>2023.12.31</b>	<b>2022.12.31</b>
Substantial Related Parties- LIN, PEI-JIA		<u><u>\$ 738</u></u>	<u><u>1,463</u></u>

  

<b>Accounting item</b>	<b>Type of related party/Name</b>	<b>2023</b>	<b>2022</b>
Interest expense	Substantial Related Parties- LIN, PEI-JIA	<u><u>\$ 18</u></u>	<u><u>30</u></u>

The Consolidated Company leases buildings from Substantial Related Parties in January 2020, all for a term of five years, at a fixed monthly lease payment based on a lease agreement with reference to rental rates for similar assets.

3. Others

<b>Accounting item</b>	<b>Type of related party</b>	<b>2023</b>	<b>2022</b>
Donation	Substantial Related Parties- KAULIN Foundation	<u><u>\$ 2,000</u></u>	<u><u>3,000</u></u>

(IV) Key management personnel transactions

Key management compensation includes:

	<b>2023</b>	<b>2022</b>
Short-term employee benefits	\$ 29,586	21,372
Benefits after retirement	924	748
	<u><u>\$ 30,510</u></u>	<u><u>22,120</u></u>

**VIII. Pledged assets: None.**

**IX. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED CONTRACTUAL COMMITMENTS**

(I) Significant unrecognized contractual commitments

The consolidated company signed contracts with ARES INTERNATIONAL CORP., Neweb Technologies Co., Ltd., and Oracle Taiwan in 2023 to provide ERP system upgrades. The total contract price was about NT\$26,370 thousand. As of December 31, 2023, NT\$5,250 thousand have been paid.

**X. Significant Disaster Losses: None.**

**XI. Material events after the period: None.**

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

### XII. Others

- (I) The employee benefits, depreciation, depletion and amortization expense functions are summarized as follows:

Function Nature	2023			2022		
	Operating Costs	Operating expenses	Total	Operating Costs	Operating expenses	Total
Staff Welfare Costs						
Salary Costs	131,897	112,165	244,062	230,458	144,579	375,037
Health Insurance Costs	4,659	10,127	14,786	4,333	11,203	15,536
Pension costs	8,257	5,826	14,083	9,244	5,675	14,919
Other staff benefit costs	11,471	5,803	17,274	16,901	6,819	23,720
Depreciation expense (Note)	44,028	22,038	66,066	42,906	22,851	65,757
Amortization expense	847	5,088	5,935	412	5,999	6,411

Note: Depreciation expenses for investment properties are reported as a deduction from other income. The amounts deducted from other income in 2023 and 2022 amounted to NT\$2,403 thousand and NT\$2,418 thousand, respectively.

- (II) Seasonality of operation:

The operations of the consolidated company are not affected by seasonal or cyclical factors.

### XIII. Disclosures

- (I) Information on major transactions

Information about significant transactions that the Consolidated Company should disclose again in accordance with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers for 2023 is as follows:

#### 1. Lending to others:

Unit: NT\$ thousands

No.	Lending company	Borrower	Account used	Related party	Current maximum amount	Ending Balance	Actual spending Amount	Interest Rate Range	Nature of loan	Business transaction amount	Reasons for the necessity of short-term financing	Provision for loss allowance	Collateral		Limit of loans to individual borrowers	Total limit of loans
													Name	Value		
1	KAULIN MFG.	SIRUBA Vietnam	Other receivables-Related party	Yes	112,487	17,157	17,157	2.867%	1	91,827	Operating turnover	-	None	-	91,827	717,470

Note 1: According to the Company's "Procedures for Loaning Funds to Others", the total amount lent shall not exceed 20% of the Company's net worth. The amount shall not exceed the average amount of business transactions between the two parties in the last three years. The so-called business transaction amount refers to the total amount of purchases and sales between the two parties.

Note 2: The entry method for the nature of the loaning of funds is as follows:

- (1) "1" for those who have business dealings.
- (2) Fill in 2 if there is a need for short-term financing.

Note 3: The above transactions have been written off when the consolidated financial statements are prepared.

#### 2. Endorsement and guarantee for others:

Unit: NT\$ thousands

No.	Endorser Company Name	Endorsed by		For a single company Endorsement Guarantee Limit	The highest endorsement in this issue Guaranteed Balance (Note 2)	End-of-Term Memorization Guaranteed Balance (Note 2)	Actual spending Amount (Note 2)	Guaranteed by property Endorsement Guarantee Amount	Ratio of accumulated endorsement guarantee amount to net worth of the most recent financial statements (%)	Endorsement Guarantee Maximum limit (Note 3)	Parent company For subsidiaries Endorsement Guarantee	Subsidiaries For the parent company Endorsement Guarantee	Endorsement guarantee for mainland China
		Company Name	Relationships										
0	KAULIN MFG.	Ningho KAUYIN Company	Sub-Subsidiary	1,793,676 (Note 1)	153,525	-	-	-	- %	3,587,351 (Note 3)	Y	N	Y

Note 1: The limit for guarantees and endorsements to a single enterprise is 50% of the most recent audited net worth based on the accountant's certification.

Note 2: The amounts in New Taiwan Dollar are based on the exchange rate as of December 31, 2023.

Note 3: The total amount of guarantees provided shall not exceed the most recent audited or reviewed net worth based on the accountant's certification.

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

3. Marketable securities held at the end of the period (Excluding investment in subsidiaries, associated undertakings and joint venture interests): None.
4. The cumulative amount of securities purchased or sold reaches NT\$300 million or 20% of the paid-in capital: None.
5. Acquisition of real estate amounting to at least NT\$300 million or 20% of the paid-in capital: None.
6. Disposal of real estate amounting to at least NT\$300 million or 20% of the paid-in capital: None.
7. The amount of purchase or sale of goods with related parties reaches NT\$100 million or 20% of the paid-in capital:

Unit: NT\$ thousands

Import (Sales) of the company	Transaction counterparty	Relationships	Transaction Scenario				Terms of Transaction is different from the general transaction and the reasons why		Receivable (paid) bills and accounts		Remark
			Import (Sales)	Amount	Percentage of total import (sales)	Credit Period	Unit price	Credit Period	Balance	Percentage of total receivables (paid) Bills and Accounts % of the ratio	
KAULIN MFG.	Ningbo KAUYIN Company	Sub-Subsidiary	Import	789,910	87 %	Subject to availability of funds	Price by appointment	Subject to availability of funds	(153,918)	(92)%	
Ningbo KAUYIN Company	KAULIN MFG.	The ultimate parent company	Sales	(789,910)	(65) %	Subject to availability of funds	Price by appointment	Subject to availability of funds	153,918	50%	

Note 1: The above transaction amounts have been eliminated on consolidation in the preparation of the consolidated financial statements.

8. Receivables from related parties amounting to at least NT\$100 million or 20 percent of the paid-in capital:

Unit: NT\$ thousands

Companies with accounts receivable	Transaction counterparty	Relationships	Balance of amounts due from related parties	Turnover rate	Overdue amounts due from related parties		Amounts due from related parties recovered in the period (Note 2)	Allowance for losses
					Amount	Method		
Ningbo KAUYIN Company	KAULIN MFG.	The ultimate parent company	153,918	3.09%	-		149,220	-

Note 1: The above transaction amounts have been eliminated on consolidation in the preparation of the consolidated financial statements.

Note 2: As of March 14, 2024.

9. Engagement in derivative transactions:  
Please refer to Note 6(2)

# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

## 10. Business Relationships, Significant Transactions, and Amount Between the Parent Company and Its Subsidiaries:

Unit: NT\$ thousands

No. (Note 1)	Name of the Trader	Name of the transaction counterparty	Relationship with the Trader (Note 2)	Conditions of Transactions			As a percentage of consolidated total revenue or Total Assets (Note 3)
				Subjects	Amount	Terms of Transaction	
0	KAULIN MFG.	SIRUBA Latin America	1	Revenue from sales	(46,014)	In accordance with the terms of the contract	(3.00)%
0	KAULIN MFG.	SIRUBA Vietnam	1	Accounts receivable - related parties	74,653	In accordance with the terms of the contract	2.00%
0	KAULIN MFG.	SIRUBA Vietnam	1	Other receivables-Related party	17,157	In accordance with the terms of the contract	-%
0	KAULIN MFG.	SIRUBA Vietnam	1	Revenue from sales	21,401	In accordance with the terms of the contract	2.00%
0	KAULIN MFG.	Ningbo KAUYN Company	1	Accounts receivable - related parties	153,918	In accordance with the terms of the contract	4.00%
0	KAULIN MFG.	Ningbo KAUYN Company	1	Accounts receivable - related parties	22,577	In accordance with the terms of the contract	1.00%
0	KAULIN MFG.	Ningbo KAUYN Company	1	Inventory	5,406	In accordance with the terms of the contract	-%
0	KAULIN MFG.	Ningbo KAUYN Company	1	Revenue from sales	34,742	In accordance with the terms of the contract	2.00%
0	KAULIN MFG.	Ningbo KAUYN Company	1	Cost of goods sold	784,503	In accordance with the terms of the contract	55.00%

Note 1: 0 represents the parent company, and the subsidiaries are numbered sequentially starting from 1.

Note 2: 1. represents transactions between the parent company and subsidiaries.

2. represents transactions between subsidiaries.

Note 3: The calculation of the ratio of transaction amounts to total consolidated revenue or total assets is based on the end-of-period balance as a percentage of total consolidated assets for asset and liability items, and based on the cumulative amount for the mid-year as a percentage of total consolidated revenue for income and expense items.

Note 4: The above transaction amounts have been offset in the preparation of the consolidated financial statements.

## (II) Information about the investment business:

Information on the Consolidated Company's reinvested businesses in 2023 is as follows (excluding Mainland China investees):

Unit: NT\$ thousands

Name of the Investment Company	Name of the Investee Company	Location	Main businesses	Original investment amount		Shares held as of the end of the period			Maximum shareholding ratio in the period	Investee company Profit or loss for the period	The investment income or loss recognized during the period was Investment income or loss	Remark
				End of the period	Late last year	Number of shares	Ratio %	Carrying amount				
KAULIN MFG.	SIRUBA Singapore	Singapore	Investments, Holdings	1,089,612	1,089,612	2,000,000	100.00%	1,664,807	100.00%	(14,585)	(4,614) (Note 3)	Subsidiary
"	SIRUBA Latin America	United States	Sales of industrial sewing machines	50,468	50,468	300	100.00%	215,788	100.00%	63,434	63,434	Subsidiary
"	SIRUBA Vietnam	Vietnam	Sales of industrial sewing machines	73,371	9,381	-	100.00%	9,198	100.00%	(36,786)	(36,786)	Subsidiary
SIRUBA Latin America	Young Da LLC	United States	General investment	-	61,410 (USD2,000) (Note 1)	-	100.00%	11,452	100.00%	91,690	-	Subsidiary

Note 1: Converted based on the exchange rate of USD 1: NTD 30.705 at the end of the period.

Note 2: The above amounts have been offset in the preparation of the consolidated financial statements.

Note 3: Adjustments for unrealized gains between transactions within the parent-subsidiary relationship.

## Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

### (III) Information of Investment from Mainland China:

#### 1. Information on the name and main business items of the investee company in Mainland China:

Unit: NT\$ thousands

Mainland China Investee Company Name	Main businesses	Paid-in capital (Note 3,5)	Investment Method	The beginning of the current period is from Accumulated remittances from Taiwan Investment Amount (Note 3)	Remittance or Investment recoveries Amount		The cumulative investment from Cumulative investment remitted from Taiwan Amounts (Note 3)	Investee company Profit or loss for the period	Shareholding percentage of the Company's direct or indirect investments	Maximum shareholding in the period	Recognized during the period Investment income or loss (Note 2)	Book value of investment at the end of the period	Repatriated investment income (Note 2, 3)
					Export	Take back							
Ningbo KAUYIN Company	Manufacture and sale of industrial sewing machine parts, accessories and equipment.	1,120,733 (USD36,500)	(1)	336,220 (USD10,950)	-	-	336,220 (USD10,950)	(14,305)	100.00%	100.00%	(4,335)	1,643,506	894,502 (USD29,132)

Note 1: Investments in Mainland China companies through reinvestment of existing companies in the third area.

Note 2: Calculated based on the financial statements audited by the parent company's certified accountants.

Note 3: The above amounts of paid-in capital, outbound investment amount, and repatriated investment income are converted based on the exchange rate of USD 1: NTD 30.705.

Note 4: The above amounts have been offset in the preparation of the consolidated financial statements.

Note 5: The actual paid-in capital of Ningbo KAUYIN Company includes the original Gaolin Electromechanical Industry (Shenzhen) Co., Ltd.'s retained earnings reinvestment and merger amount of USD 25,550 thousands.

#### 2. Investment quota to Mainland China:

Cumulative amount of investment from Taiwan to China at the end of the period	Investment Audit Committee of Ministry of Economic Affairs approves investment in Amount (Note)	Investment quota in Mainland China according to the Investment Commission of the Ministry of Economic Affairs
336,220 (USD10,950)	1,120,733 (USD36,500)	2,152,411

Note: The approved investment amount by the Investment Commission includes the earnings reinvestment and merger amount of the original KAULIN Electromechanical Industry (Shenzhen) Co., Ltd., totaling USD 25,550 thousand.

#### 3. Significant transactions with Mainland China investee companies:

For the period from January 1 to September 30, 2023, the consolidated company had significant direct or indirect transactions with Mainland China investee companies. Please refer to Note 13(1) for details.

### (IV) Major shareholder information:

Name of Major Shareholder	Shares	Number of shares held	Shareholding ratio
HONGLIN Investment Co.		43,263,015	23.56%
LIN, YU-WEN		15,496,873	8.44%

Note: (1) The main shareholder information in this table is calculated by the Taiwan Depository & Clearing Corporation (TDCC) based on the last business day of each quarter, considering the common shares and preferred shares held by shareholders that have completed non-physical registration and delivery (including treasury shares), totaling more than 5% of the company's shares. The number of shares recorded in the company's financial reports as capital may differ due to different calculation bases or factors.



# Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)

## XIV. Segment Information

### (I) General Information

The operating decision-makers of the consolidated company allocate resources and evaluate segment performance primarily based on financial information at the plant level. Each plant has similar economic characteristics, uses similar processes to produce similar products, and sells them through a centralized sales approach. Therefore, the consolidated company reports as a single operating segment. In addition, the segment information provided to the operating decision-makers for review is based on the same measurement basis as the financial statements. Therefore, the segment revenue and operating results for 2023 and 2022 can be referenced from the consolidated statement of comprehensive income for 2023 and 2022.

### (II) Information by Product and Service

The consolidated company's revenue from external customers is as follows:

Name of product and service	2023	2022
Sewing machine for thin material	\$ 825,924	1,512,005
Sewing machine for thick material	594,638	589,777
Total	<u>\$ 1,420,562</u>	<u>2,101,782</u>

### (III) Information by Geographic Area

The main customers of the consolidated company are located in- China, Asia, Japan, Latin America, and India.

The revenue from continuing operating units from external customers is presented based on the operating locations, and the non-current assets are presented based on the locations of the assets, as shown below:

Region	2023	2022
Revenue from external customers:		
China	\$ 349,420	450,820
India	211,738	239,110
Japan	12,108	419,204
Asia	136,650	339,060
Latin America	337,797	202,707
Other countries	372,849	450,881
Total	<u>\$ 1,420,562</u>	<u>2,101,782</u>

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and Subsidiaries (Continued)**

Region	2023.12.31	2022.12.31
Non-current assets:		
China	\$ 286,043	333,407
Asia	859,364	864,992
Latin America	-	50,026
Total	<u>\$ 1,145,407</u>	<u>1,248,425</u>

Non-current assets include properties, plants and equipment, right-of-use assets, investment properties, intangible assets, and other assets, but do not include financial instruments and deferred tax assets.

(IV) Major Customer Information

The following are the customers from whom the consolidated company derives more than 10% of its total revenue:

	2023		2022
	Amount	Estimated percentage of net sales revenue	Amount
Clinet A	<u>\$ 198,018</u>	<u>14%</u>	<u>322,471</u>
Client B	<u>\$ 168,287</u>	<u>12%</u>	<u>181,454</u>

(V) Discontinued business units

To strengthen the operations in the global market and enhance the brand image of the consolidated company in overseas markets, as resolved by the Board of Directors on March 23, 2023, the consolidated company should liquidate its subsidiary, Siruba Latin American Company and its sub-subsidiary Young Da LLC, on June 30, 2023. Starting from June 30, 2023, the asset (liability) group of its subsidiary, Siruba Latin American Company and its sub-subsidiary Young Da LLC, has been reclassified to the “non-current asset held-for-sale group”. As this group does not belong to the discontinued operation or held-for-sale asset category as of December 31, 2022, the comprehensive income statement of the previous period was restated, and the discontinued operation and continuing operation were listed separately.

The operating results and cash inflows (outflows) of the discontinued operation are as follows:

	2023	2022
<b>Operating results of discontinued operations:</b>		
Operating revenue	\$ 7,659	369,274
Operating cost	<u>6,387</u>	<u>330,429</u>
Gross profit	<u>1,272</u>	<u>38,845</u>
Operating expense	9,999	37,930

**Notes to the Consolidated Financial Statements of KAULIN MFG. CO., LTD. and  
Subsidiaries (Continued)**

Expected credit loss	6,902	(735)
Total operating expenses	16,901	37,195
Net operating profit	(15,629)	1,650
Interest income	1,081	69
Other income	1,176	853
Other gains and losses	-	(2,596)
Total non-operating income and expenses	2,257	(1,674)
Net profit before tax	(13,372)	(24)
Income tax	-	(85)
Profit for the year	(13,372)	63
Gain on disposal of assets of the discontinued operation	90,852	-
Income tax on disposal gains	(14,046)	-
Net income (loss)	<b>\$ 63,434</b>	<b>63</b>
Basic earnings per share (NTD)	<b>\$ 0.35</b>	-
Diluted earnings per share (NT\$)	<b>\$ 0.35</b>	-
<b>Cash inflows (outflows) of discontinued operations:</b>		
Net cash inflow (outflow) from operating activities	\$ (989)	(4,271)
Net cash inflows (outflows) from investing activities	131,639	7,087
Net cash inflow (outflow) from financing activities	-	-
Net cash inflow (outflow)	<b>\$ 130,650</b>	<b>2,816</b>

For the impact of the disposal of the subsidiary, Siruba Latin American Company and sub-subsidiary, Young Da LLC, on the financial position of the consolidated company, please refer to Note 6(7).

	<b>2023.12.31</b>
Consideration received	\$ 141,175
Cash and cash equivalents from disposals	(9,536)
Net cash inflow	<b>\$ 131,639</b>