

POYA INTERNATIONAL CO., LTD.
FINANCIAL STATEMENTS AND REVIEW REPORT
OF INDEPENDENT ACCOUNTANTS
MARCH 31, 2019 AND 2018

For the convenience of readers and for information purpose only, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

REVIEW REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of POYA International Co., Ltd.

Introduction

We have reviewed the accompanying balance sheets of POYA International Co., Ltd, as at March 31, 2019 and 2018, and the related statements of comprehensive income, of changes in equity and of cash flows for the three-month periods then ended, and notes to the financial statements, including a summary of significant accounting policies. Management is responsible for the preparation and fair presentation of these financial statements in accordance with “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and International Accounting Standard 34, “Interim Financial Reporting” as endorsed by the Financial Supervisory Commission. Our responsibility is to express a conclusion on these financial statements based on our reviews.

Scope of Review

We conducted our reviews in accordance with the Statement of Auditing Standards No. 65 “Review of Financial Information Performed by the Independent Auditor of the Entity” in the Republic of China. A review of financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our reviews, nothing has come to our attention that causes us to believe that the accompanying financial statements do not present fairly, in all material respects, the financial position of the Company as at March 31, 2019 and 2018, and of its financial performance and its cash flows for the three-month periods then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and International Accounting Standard 34, “Interim Financial Reporting” as endorsed by the Financial Supervisory Commission.

Liu, Tzu-Meng

Independent Accountants

Lin, Tzu-Shu

PricewaterhouseCoopers, Taiwan

Republic of China

April 29, 2019

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

POYA INTERNATIONAL CO., LTD.
BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)
(The balance sheets as of March 31, 2019 and 2018 are reviewed, not audited)

Assets		Notes	March 31, 2019		December 31, 2018		March 31, 2018	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
Current assets								
1100	Cash and cash equivalents	6(1)	\$ 1,640,921	9	\$ 1,247,097	15	\$ 1,460,239	19
1150	Notes receivable, net		6,274	-	5,733	-	8,962	-
1170	Accounts receivable, net	6(2)	405,763	3	813,543	10	321,543	4
1200	Other receivables		6,090	-	2,847	-	7,943	-
130X	Inventories	5(2) and						
		6(3)	3,242,757	18	3,036,311	35	2,818,515	36
1410	Prepayments	3(1) and						
		6(4)	24,261	-	98,844	1	114,463	1
1476	Other current financial assets	8	6,287	-	17,977	-	20,022	-
11XX	Total current assets		5,332,353	30	5,222,352	61	4,751,687	60
Non-current assets								
1600	Property, plant and equipment, net	6(5)	2,862,741	16	2,804,885	33	2,665,569	34
1755	Right-of-use assets	3(1) and						
		6(6)	9,241,685	52	-	-	-	-
1840	Deferred income tax assets	3(1) and						
		6(19)	18,994	-	43,753	-	39,551	-
1920	Refundable deposits	6(21)	307,649	2	305,429	4	286,086	4
1980	Other non-current financial assets	8	5,000	-	5,000	-	4,200	-
1985	Long-term prepaid rents	3(1)	-	-	164,432	2	136,503	2
1990	Other non-current assets		13,108	-	13,448	-	12,732	-
15XX	Total non-current assets		12,449,177	70	3,336,947	39	3,144,641	40
1XXX	Total assets		\$ 17,781,530	100	\$ 8,559,299	100	\$ 7,896,328	100

(Continued)

POYA INTERNATIONAL CO., LTD.

BALANCE SHEETS

(Expressed in thousands of New Taiwan dollars)

(The balance sheets as of March 31, 2019 and 2018 are reviewed, not audited)

Liabilities and Equity			March 31, 2019		December 31, 2018		March 31, 2018	
			Notes	AMOUNT	%	AMOUNT	%	AMOUNT
Current liabilities								
2130	Current contract liabilities	6(13)	\$ 31,586	-	\$ 28,626	-	\$ 32,444	-
2150	Notes payable		66,795	-	61,673	1	66,298	1
2170	Accounts payable		1,714,845	10	1,828,541	22	1,659,640	21
2200	Other payables	3(1) and 6(7)	517,137	3	709,638	8	569,470	7
2230	Current income tax liabilities		399,238	2	284,831	3	283,996	3
2280	Current lease liabilities	3(1) and 7	1,049,865	6	-	-	-	-
2310	Receipts in advance		904	-	128	-	-	-
2320	Long-term liabilities, current portion	6(8)	615,557	4	615,548	7	521,665	7
21XX	Total current liabilities		4,395,927	25	3,528,985	41	3,133,513	39
Non-current liabilities								
2540	Long-term borrowings	6(8)	790,188	5	944,085	11	671,669	9
2570	Deferred income tax liabilities	6(19)	4,351	-	4,351	-	4,117	-
2580	Non-current lease liabilities	3(1) and 7	8,080,704	45	-	-	-	-
2640	Net defined benefit liabilities- non-current	6(9)	4,386	-	4,814	-	7,238	-
2645	Guarantee deposits received		6,898	-	6,778	-	6,518	-
25XX	Total non-current liabilities		8,886,527	50	960,028	11	689,542	9
2XXX	Total liabilities		13,282,454	75	4,489,013	52	3,823,055	48
Equity								
Share capital								
3110	Common stock	6(10)	976,850	5	976,850	12	976,850	13
3200	Capital surplus	6(11)	640,419	4	640,419	8	640,419	8
	Retained earnings	3(1) and 6(12)						
3310	Legal reserve		712,549	4	712,549	8	569,643	7
3350	Unappropriated retained earnings		2,169,258	12	1,740,468	20	1,886,361	24
3XXX	Total equity		4,499,076	25	4,070,286	48	4,073,273	52
Significant Contingent Liabilities and Unrecognized Contract Commitments			6(21) and 9					
3X2X	Total liabilities and equity		\$ 17,781,530	100	\$ 8,559,299	100	\$ 7,896,328	100

The accompanying notes are an integral part of these financial statements.

POYA INTERNATIONAL CO., LTD.
STATEMENTS OF COMPERHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)
(REVIEWED, BUT NOT AUDITED)

Items	Notes	For the three-month periods ended March 31,			
		2019		2018	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(13)	\$ 3,796,786	100	\$ 3,399,691	100
5000 Operating costs	6(3)(9)(17)(18)(21)	(2,165,590)	(57)	(1,882,738)	(55)
5900 Net operating margin		1,631,196	43	1,516,953	45
Operating expenses	6(9)(17)(18)(21) and 7				
6100 Selling expenses		(931,152)	(24)	(833,670)	(25)
6200 General and administrative expenses		(106,894)	(3)	(144,889)	(4)
6000 Total operating expenses		(1,038,046)	(27)	(978,559)	(29)
6900 Operating profit		593,150	16	538,394	16
Non-operating income and expenses					
7010 Other income	6(14)	12,907	-	13,504	-
7020 Other gains and losses	6(15)	(11,309)	-	(218)	-
7050 Finance costs	6(5)(6)(16)	(26,792)	(1)	(3,632)	-
7000 Total non-operating income and expenses		(25,194)	(1)	9,654	-
7900 Profit before income tax		567,956	15	548,048	16
7950 Income tax expense	6(19)	(113,657)	(3)	(104,824)	(3)
8200 Net income for the period		\$ 454,299	12	\$ 443,224	13
Other comprehensive income					
Components of other comprehensive income that will not be reclassified to profit or loss					
8349 Income tax relating to the components of other comprehensive income that will not be reclassified to profit or loss	6(19)	\$ -	-	\$ 224	-
8500 Total comprehensive income for the period		\$ 454,299	12	\$ 443,448	13
Earnings per share (in dollars)	6(20)				
9750 Basic		\$ 4.65		\$ 4.54	
9850 Diluted		\$ 4.64		\$ 4.53	

The accompanying notes are an integral part of these financial statements.

POYA INTERNATIONAL CO., LTD.
STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of New Taiwan dollars)
(REVIEWED, BUT NOT AUDITED)

	Notes	Common stock	Capital Surplus Additional paid- in capital	Retained Earnings		Total equity
				Legal reserve	Unappropriated retained earnings	
<u>For the three-month period ended March 31, 2018</u>						
Balance at January 1, 2018		\$ 976,850	\$ 640,419	\$ 569,643	\$ 1,442,913	\$ 3,629,825
Net income for the three-month period ended March 31, 2018		-	-	-	443,224	443,224
Other comprehensive income for the three-month period ended March 31, 2018		-	-	-	224	224
Total comprehensive income for the three-month period ended March 31, 2018		-	-	-	443,448	443,448
Balance at March 31, 2018		\$ 976,850	\$ 640,419	\$ 569,643	\$ 1,886,361	\$ 4,073,273
<u>For the three-month period ended March 31, 2019</u>						
Balance at January 1, 2019		\$ 976,850	\$ 640,419	\$ 712,549	\$ 1,740,468	\$ 4,070,286
Effects of retrospective application	3(1)	-	-	-	(25,509)	(25,509)
Adjusted balance at January 1, 2019		976,850	640,419	712,549	1,714,959	4,044,777
Net income for the three-month period ended March 31, 2019		-	-	-	454,299	454,299
Total comprehensive income for the three-month period ended March 31, 2019		-	-	-	454,299	454,299
Balance at March 31, 2019		\$ 976,850	\$ 640,419	\$ 712,549	\$ 2,169,258	\$ 4,499,076

The accompanying notes are an integral part of these financial statements.

POYA INTERNATIONAL CO., LTD.
STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)
(REVIEWED, BUT NOT AUDITED)

		For the three-month periods ended March 31,	
	Notes	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 567,956	\$ 548,048
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(5)(6)(17)	420,020	121,844
Loss on disposal of property, plant and equipment	6(15)	11,309	-
Interest income	6(14)	(399)	(441)
Interest expense	6(16)	26,792	3,632
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable	(	541)	(655)
Accounts receivable		407,780	357,332
Other receivables	(	3,243)	(348)
Inventories	(	206,446)	(179,567)
Prepayments	(	7,820)	(13,431)
Changes in operating liabilities			
Current contract liabilities		2,960	192
Notes payable		5,122	8,271
Accounts payable	(	113,696)	(15,368)
Other payables	(	52,822)	(35,382)
Receipts in advance		776	-
Net defined benefit liabilities-non-current	(	428)	(402)
Cash inflow generated from operations		1,057,320	824,461
Interest received		399	441
Interest paid	(	1,889)	(3,632)
Net cash flows from operating activities		1,055,830	821,270
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease in other current financial assets		11,690	3,129
Acquisition of property, plant and equipment	6(22)	(213,832)	(205,078)
Interest paid for acquisition of property, plant and equipment	6(5)(16)(22)	(276)	(282)
Proceeds from disposal of property, plant and equipment		1,714	-
Increase in refundable deposits	(	2,220)	(2,246)
Acquisition of right-of-use asset	6(6)	(14,326)	-
Decrease in long-term prepaid rent		-	7,849
Decrease (increase) in other non-current assets		340	(669)
Net cash flows used in investing activities	(	216,910)	(197,297)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of long-term borrowings	6(23)	(153,888)	(136,666)
Repayment of lease liabilities	6(23)	(291,328)	-
Increase in guarantee deposits received	6(23)	120	181
Net cash flows used in financing activities	(	445,096)	(136,485)
Net increase in cash and cash equivalents		393,824	487,488
Cash and cash equivalents at beginning of period	6(1)	1,247,097	972,751
Cash and cash equivalents at end of period	6(1)	\$ 1,640,921	\$ 1,460,239

The accompanying notes are an integral part of these financial statements.

POYA INTERNATIONAL CO., LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2019 AND 2018
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)
(REVIEWED, BUT NOT AUDITED)

1. HISTORY AND ORGANIZATION

(1) POYA International Co., Ltd. (the "Company") was incorporated as a company limited by shares under the provisions of the Company Act of the Republic of China (R.O.C.). The Company is primarily engaged in selling fashion accessories, arts and crafts, food, stationery and a variety of products.

(2) The common shares of the Company have been listed on the Taipei Exchange since September 2002.

2. THE DATE OF AUTHORIZATION FOR ISSUANCE OF THE FINANCIAL STATEMENTS AND PROCEDURES FOR AUTHORIZATION

These financial statements were reported to the Board of Directors on April 29, 2019.

3. APPLICATION OF NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS

(1) Effect of the adoption of new issuances of or amendments to International Financial Reporting Standards ("IFRS") as endorsed by the Financial Supervisory Commission ("FSC")

New standards, interpretations and amendments as endorsed by FSC effective from 2019 are as follows:

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Amendments to IFRS 9, 'Prepayment features with negative compensation'	January 1, 2019
IFRS 16, 'Leases'	January 1, 2019
Amendments to IAS 19, 'Plan amendment, curtailment or settlement'	January 1, 2019
Amendments to IAS 28, 'Long-term interests in associates and joint ventures'	January 1, 2019
IFRIC 23, 'Uncertainty over income tax treatments'	January 1, 2019
Annual improvements to IFRSs 2015-2017 cycle	January 1, 2019

Except for the following, the above standards and interpretations have no significant impact to the Company's financial condition and financial performance based on the Company's assessment.

IFRS 16, 'Leases'

- a. IFRS 16, 'Leases', replaces IAS 17, 'Leases' and related interpretations and SICs. The standard requires lessees to recognise a 'right-of-use asset' and a lease liability (except for those leases with terms of 12 months or less and leases of low-value assets). The accounting stays the same for lessors, which is to classify their leases as either finance leases or operating leases and account for those two types of leases differently. IFRS 16 only requires enhanced disclosures to be provided by lessors.
- b. The Company has elected to apply IFRS 16 by not restating the comparative information (referred herein as the 'modified retrospective approach') when applying "IFRSs" effective in 2019 as endorsed by the FSC. Accordingly, the Company increased 'right-of-use asset' by \$8,766,307,

increased 'lease liability' by \$8,646,641 and decreased 'deferred income tax assets' by \$25,509, decreased 'rent payables' (presented as other payables) by \$127,169, decreased 'prepaid rents' (presented as prepayments) by \$82,403, decreased 'long-term prepaid rents' by \$164,432, and decreased retained earnings by \$25,509 with respect to the lease contracts of lessees on January 1, 2019.

c. The Company has used the following practical expedients permitted by the standard at the date of initial application of IFRS 16:

- I. The use of a single discount rate to a portfolio of leases with reasonably similar characteristics.
- II. The accounting for operating leases whose period will end before December 31, 2019 as short-term leases and accordingly, rent expense of \$9,386 was recognized in the first quarter of 2019.
- III. The exclusion of initial direct costs for the measurement of 'right-of-use asset'.
- IV. The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

d. The Company calculated the present value of lease liabilities by using the weighted average incremental borrowing interest rate of 1.20%.

e. The Company recognized lease liabilities which had previously been classified as 'operating leases' under the principles of IAS 17, 'Leases'. The reconciliation between operating lease commitments under IAS 17 measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate and lease liabilities recognized as of January 1, 2019 is as follows:

Operating lease commitments disclosed by applying IAS 17 as at December 31, 2018	\$ 9,481,836
Less: Adjustments as a result of a different treatment of extension and termination options	(259,810)
Total lease contracts amount recognized as lease liabilities by applying IFRS 16 on January 1, 2019	<u>\$ 9,222,026</u>
Incremental borrowing interest rate at the date of initial application	<u>1.20%</u>
Lease liabilities recognized as at January 1, 2019 by applying IFRS 16	<u>\$ 8,646,641</u>

(2) Effect of new issuances of or amendments to IFRSs as endorsed by the FSC but not yet adopted by the Company

None.

(3) IFRSs issued by IASB but not yet endorsed by the FSC

New standards, interpretations and amendments issued by IASB but not yet included in the IFRSs as endorsed by the FSC are as follows:

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Amendments to IAS 1 and IAS 8, 'Disclosure Initiative-Definition of Material'	January 1, 2020
Amendments to IFRS 3, 'Definition of a business'	January 1, 2020
Amendments to IFRS 10 and IAS 28, 'Sale or contribution of assets between an investor and its associate or joint venture'	To be determined by International Accounting Standards Board
IFRS 17, 'Insurance contracts'	January 1, 2021

The above standards and interpretations have no significant impact to the Company's financial condition and financial performance based on the Company's assessment.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(1) Compliance statement

The financial statements of the Company have been prepared in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Accounting Standard 34, 'Interim financial reporting' as endorsed by the FSC.

(2) Basis of preparation

A. Except for the following items, these financial statements have been prepared under the historical cost convention:

Defined benefit liabilities are recognized based on the net amount of pension fund assets less present value of defined benefit obligation.

B. The preparation of financial statements requires in conformity with IFRSs the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 5.

(3) Foreign currency translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in New Taiwan Dollars, which is the Company's functional and presentation currency.

A. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions are recognized in profit or loss in the period in which they arise.

B. Monetary assets and liabilities denominated in foreign currencies at the period end are re-translated at the exchange rates prevailing at the balance sheet date. Exchange differences arising upon re-translation at the balance sheet date are recognized in profit or loss.

C. Non-monetary assets and liabilities denominated in foreign currencies held at fair value through profit or loss are re-translated at the exchange rates prevailing at the balance sheet date; their

translation differences are recognized in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies held at fair value through other comprehensive income are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognized in other comprehensive income. However, non-monetary assets and liabilities denominated in foreign currencies that are not measured at fair value are translated using the historical exchange rates at the dates of the initial transactions.

- D. In the statement of comprehensive income, all foreign exchange gains and losses are presented in "Other gains and losses".

(4) Classification of current and non-current items

- A. Assets that meet one of the following criteria are classified as current assets; otherwise they are classified as non-current assets:
- a. Assets arising from operating activities that are expected to be realized, or are intended to be sold or consumed within the normal operating cycle;
 - b. Assets held mainly for trading purposes;
 - c. Assets that are expected to be realized within twelve months from the balance sheet date;
 - d. Cash and cash equivalents, excluding restricted cash and cash equivalents and those that are to be exchanged or used to pay off liabilities more than twelve months after the balance sheet date.
- B. Liabilities that meet one of the following criteria are classified as current liabilities; otherwise they are classified as non-current liabilities:
- a. Liabilities that are expected to be paid off within the normal operating cycle;
 - b. Liabilities arising mainly from trading activities;
 - c. Liabilities that are to be paid off within twelve months from the balance sheet date;
 - d. Liabilities for which the repayment date cannot be extended unconditionally to more than twelve months after the balance sheet date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

(5) Accounts and notes receivable

- A. Accounts and notes receivable entitle the Company a legal right to receive consideration in exchange for transferred goods or rendered services.
- B. The short-term accounts and notes receivable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

(6) Inventories

- A. Self-owned inventories: Inventories are initially recognized at cost and at the end of the year, all inventories are stated at the lower of cost and net realizable value.
- B. Concessionaire: The concessionaire recognizes the full amount collected from customers as revenue when the following criteria are met: a.) Concessionaire acts as a principal and provides goods or services to customers; b.) The Company earns a fixed amount or percentage of profit in the transaction; and c.) Concessionaire assumes credit risks. The difference between the full amount collected from customers and the amount paid to concessionaire is recognized as license income by the Company. Unsold goods at the balance sheet date belong to the Concessionaire, and are not included in the ending balance of the Company's inventories. If the above are not met, the

full amount collected from customers is recognized as revenue.

(7) Impairment of financial assets

At each reporting date, for accounts receivable that do not contain a significant financing component, the Company recognizes the impairment provision for lifetime expected credit losses (ECLs).

(8) Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to receive cash flows from the financial asset expire.

(9) Property, plant and equipment

- A. Property, plant and equipment are initially recorded at cost. Borrowing costs incurred during the construction period are capitalized.
- B. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.
- C. Property, plant and equipment apply the cost model. Except for land, other property, plant and equipment are depreciated using the straight-line method to allocate their cost over their estimated useful lives. If each component of property, plant and equipment is significant, it is depreciated separately.
- D. The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year-end. If expectations for the assets' residual values and useful lives differ from previous estimates or the patterns of consumption of the assets' future economic benefits embodied in the assets have changed significantly, any change is accounted for as a change in estimate under IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', from the date of the change. The estimated useful lives of property, plant and equipment are as follows:

<u>Asset</u>	<u>Useful lives</u>
Transportation equipment	5 years
Office equipment	2~15 years
Leasehold improvements	3~50 years
Other equipment	5~20 years

(10) Leasing arrangements (lessee) — right-of-use assets/ lease liabilities (Effective 2019)

- A. Leases are recognized as a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use by the Company. For short-term leases or leases of low-value assets, lease payments are recognized as an expense on a straight-line basis over the lease term.
- B. Lease liabilities include the net present value of the remaining lease payments at the commencement date, discounted using the incremental borrowing interest rate. Lease payments are comprised of fixed payments, less any lease incentives receivable.

The Company subsequently measures the lease liability at amortised cost using the interest method and recognizes interest expense over the lease term. The lease liability is remeasured and the amount of remeasurement is recognized as an adjustment to the right-of-use asset when

there are changes in the lease term or lease payments and such changes do not arise from contract modifications.

C. At the commencement date, the right-of-use asset is stated at cost comprising the following:

- a. The amount of the initial measurement of lease liability;
- b. Any lease payments made at or before the commencement date;
- c. Any initial direct costs incurred by the lessee.

The right-of-use asset is measured subsequently using the cost model and is depreciated from the commencement date to the earlier of the end of the asset's useful life or the end of the lease term. When the lease liability is remeasured, the amount of remeasurement is recognized as an adjustment to the right-of-use asset.

(11) Operating leases (lessee) (Prior to 2019)

Payments made under an operating lease (net of any incentives received from the lessor) are recognized in profit or loss on a straight-line basis over the lease term.

(12) Impairment of non-financial assets

The Company assesses at each balance sheet date the recoverable amounts of those assets where there is an indication that they are impaired. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal or value in use. Except for goodwill, when the circumstances or reasons for recognizing impairment loss for an asset in prior years no longer exist or diminish, the impairment loss is reversed. The increased carrying amount due to reversal should not be more than what the depreciated or amortized historical cost would have been if the impairment had not been recognized.

(13) Notes and accounts payable

- A. Accounts payable are liabilities for purchases of raw materials, goods or services and notes payable are those resulting from operating and non-operating activities.
- B. The short-term notes and accounts payable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

(14) Borrowings

- A. Borrowings comprise long-term and short-term bank borrowings. Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in profit or loss over the period of the borrowings using the effective interest method.
- B. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

(15) Derecognition of financial liabilities

A financial liability is derecognized when the obligation specified in the contract is either discharged or cancelled or expires.

(16) Employee benefits

A. Short-term employee benefits

Short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in a period and should be recognized as expenses in that period when the employees render service.

B. Pensions

a. Defined contribution plan

For the defined contribution plan, the contributions are recognized as pension expenses when they are due on an accrual basis. Prepaid contributions are recognized as an asset to the extent of a cash refund or a reduction in the future payments.

b. Defined benefit plan

- I. The liability recognized in the balance sheet in respect of defined benefit pension plan is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognized past service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds (at the balance sheet date).
- II. Remeasurement arising on defined benefit plan is recognized in other comprehensive income in the period in which they arise, and presented in retained earnings.
- III. Pension cost for the interim period is calculated on a year-to-date basis by using the pension cost rate derived from the actuarial valuation at the end of the prior financial year, adjusted for significant market fluctuations since that time and for significant curtailments, settlements, or other significant one-off events. And, the related information is disclosed accordingly.

C. Employees' compensation and directors' remuneration

Employees' compensation and directors' remuneration are recognized as expenses and liabilities, provided that such recognition is required under legal or constructive obligation and those amounts can be reliably estimated. Any difference between the resolved amounts and the subsequently actual distributed amounts is accounted for as changes in estimates. If employee compensation is distributed by shares, the Company calculates the number of shares based on the closing price at the previous day of the board meeting resolution.

(17) Income tax

- A. The tax expense for the period comprises current and deferred tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or items recognized directly in equity, in which cases the tax is recognized in other comprehensive income or equity.
- B. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the country where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in accordance with applicable tax regulations. It establishes provisions where appropriate based on the amounts expected to be paid to the tax authorities. An additional tax is levied on the unappropriated retained earnings and is recorded as income tax expense in the year

the stockholders resolve to retain the earnings.

- C. Deferred income tax is recognized, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of goodwill or of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.
- D. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. At each balance sheet date, unrecognized and recognized deferred income tax assets are reassessed.
- E. Current income tax assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. Deferred income tax assets and liabilities are offset on the balance sheet when the entity has the legally enforceable right to offset current tax assets against current tax liabilities and they are levied by the same taxation authority on either the same entity or different entities that intend to settle on a net basis or realize the asset and settle the liability simultaneously.
- F. The interim period income tax expense is recognized based on the estimated average annual effective income tax rate expected for the full financial year applied to the pre-tax income of the interim period, and the related information is disclosed accordingly.
- G. If a change in tax rate is enacted or substantively enacted in an interim period, the Company recognizes the effect of the change immediately in the interim period in which the change occurs. The effect of the change on items recognized outside profit or loss is recognized in other comprehensive income or equity while the effect of the change on items recognized in profit or loss is recognized in profit or loss.

(18) Dividends

Dividends are recorded in the Company's financial statements in the period in which they are resolved by the Company's shareholders. Cash dividends are recorded as liabilities; stock dividends are recorded as stock dividends to be distributed and are reclassified to ordinary shares on the effective date of new shares issuance.

(19) Revenue recognition

- A. The Company operates a chain of retail stores selling daily supplies. Revenue from the sale of goods is recognized when the Company sells a product to the customer.
- B. Payment of the transaction price is due immediately when the customer purchases the product. It is the Company's policy to sell its products to the end customer with a right of return within a period. Therefore, a refund liability and a right to the returned goods (included in other current assets) are recognized for the products expected to be returned. Accumulated experience is used to estimate such returns using the expected value method. Because the number of products returned has been steady for years, it is highly probable that a significant reversal in the cumulative revenue recognized will not occur. The validity of this assumption and the estimated amount of returns are reassessed at each reporting date.
- C. The Company operates a loyalty programme where retail customers accumulate points for

purchases made which entitle them to discount on future purchases. The points provide a material right to customers that they would not receive without entering into a contract. Therefore, the promise to provide points to the customer is a separate performance obligation. The transaction price is allocated to the product and the points on a relative stand-alone selling price basis. The stand-alone selling price per point is estimated on the basis of the discount granted when the points are redeemed and on the basis of the likelihood of redemption, based on past experience. The stand-alone selling price of the product sold is estimated on the basis of the retail price. A contract liability is recognized for the transaction price which is allocated to the points and revenue is recognized when the points are redeemed or expire.

D. Commission revenue

In accordance with IAS 15 'Revenue', revenue is recognized when the counters sell its goods. The Company's transactions are not subject to significant risks and rewards associated with the sale of goods or the rendering of service and conform to the definition of an agent. Accordingly, the counter's net revenue is recognized representing commissions earned.

(20) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments.

5. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND KEY SOURCES OF ASSUMPTION UNCERTAINTY

The preparation of these financial statements requires management to make critical judgments in applying the Company's accounting policies and make critical assumptions and estimates concerning future events. Assumptions and estimates may differ from the actual results and are continually evaluated and adjusted based on historical experience and other factors. Such assumptions and estimates have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year, and the related information is addressed below:

(1) Critical judgments in applying the Company's accounting policies

Revenue recognition on a net/gross basis

The Company determines whether the nature of its performance obligation is to provide the specified goods or services itself (i.e. the Company is a principal) or to arrange for the other party to provide those goods or services (i.e. the Company is an agent) based on the transaction model and its economic substance. The Company is a principal if it controls a promised good or service before it transfers the good or service to a customer. The Company recognizes revenue at gross amount of consideration to which it expects to be entitled in exchange for those goods or services transferred. The Company is an agent if its performance obligation is to arrange for the provision of goods or services by another party. The Company recognizes revenue at the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the other party to provide its goods or services.

Indicators that the Company controls the good or service before it is provided to a customer include the following:

- A. The Company is primarily responsible for the provision of goods or services;
- B. The Company assumes the inventory risk before transferring the specified goods or services to the customer or after transferring control of the goods or services to the customer.

C. The Company has discretion in establishing prices for the goods or services.

(2) Critical accounting estimates and assumptions

Evaluation of inventories

A. As inventories are stated at the lower of cost and net realizable value, the Company must determine the net realizable value of inventories on balance sheet date using judgments and estimates. Because of the change in market demand and the sales strategy, the Company evaluates the amounts of normal inventory consumption, obsolete inventories or inventories without market selling value on the balance sheet date, and writes down the cost of inventories to the net realizable value. Such an evaluation is principally based on the demand for the products within the specified period in the future. Therefore, there might be material changes to the evaluation.

B. As of March 31, 2019, the carrying amount of inventories was \$3,242,757.

6. DETAILS OF SIGNIFICANT ACCOUNTS

(1) Cash and cash equivalents

	<u>March 31, 2019</u>	<u>December 31, 2018</u>	<u>March 31, 2018</u>
Cash on hand	\$ 30,045	\$ 29,223	\$ 41,123
Checking deposits and demand deposits	<u>1,610,876</u>	<u>1,217,874</u>	<u>1,419,116</u>
	<u>\$ 1,640,921</u>	<u>\$ 1,247,097</u>	<u>\$ 1,460,239</u>

A. The Company transacts with a variety of financial institutions all with high credit rankings to diversify credit risk, so it expects that the probability of counterparty default is remote.

B. As of March 31, 2019, December 31, 2018 and March 31, 2018, details of the Company's cash and cash equivalents pledged to others as collateral are provided in Note 8, "Pledged assets".

(2) Accounts receivable, net

	<u>March 31, 2019</u>	<u>December 31, 2018</u>	<u>March 31, 2018</u>
Accounts receivable - sponsorship	\$ 335,404	\$ 722,237	\$ 303,520
Accounts receivable - customer	<u>70,359</u>	<u>91,306</u>	<u>18,023</u>
	<u>\$ 405,763</u>	<u>\$ 813,543</u>	<u>\$ 321,543</u>

A. The Company has no past due accounts receivable as of March 31, 2019, December 31, 2018 and March 31, 2018.

B. The Company did not hold any collateral as security as of March 31, 2019, December 31, 2018 and March 31, 2018.

C. Information relating to credit risk of accounts receivable is provided in Note 12(2), "Financial instruments".

(3) Inventories

March 31, 2019			
	Cost	Allowance for price decline of inventories	Carrying amount
Merchandise	<u>\$ 3,242,757</u>	<u>\$ -</u>	<u>\$ 3,242,757</u>
December 31, 2018			
	Cost	Allowance for price decline of inventories	Carrying amount
Merchandise	<u>\$ 3,036,311</u>	<u>\$ -</u>	<u>\$ 3,036,311</u>
March 31, 2018			
	Cost	Allowance for price decline of inventories	Carrying amount
Merchandise	<u>\$ 2,818,515</u>	<u>\$ -</u>	<u>\$ 2,818,515</u>

The cost of inventories recognized as expense for the period:

For the three-month periods ended March 31,		
	2019	2018
Cost of inventories sold	<u>\$ 2,153,734</u>	<u>\$ 1,870,582</u>
Loss on physical inventory	<u>11,856</u>	<u>12,156</u>
	<u>\$ 2,165,590</u>	<u>\$ 1,882,738</u>

(4) Prepayments

	March 31, 2019	December 31, 2018	March 31, 2018
Prepaid rent	<u>\$ -</u>	<u>\$ 82,403</u>	<u>\$ 86,760</u>
Overpaid value-added tax	<u>13,131</u>	<u>7,232</u>	<u>16,370</u>
Other prepaid expenses	<u>11,130</u>	<u>9,209</u>	<u>11,333</u>
	<u>\$ 24,261</u>	<u>\$ 98,844</u>	<u>\$ 114,463</u>

(5) Property, plant and equipment

	Transportation equipment	Office equipment	Leasehold improvements	Other equipment	Construction in progress and equipment before acceptance inspection	Total
<u>At January 1, 2019</u>						
Cost	\$ 21,853	\$ 1,019,978	\$ 2,775,960	\$ 391,529	\$ 73,916	\$ 4,283,236
Accumulated depreciation	(8,581)	(451,734)	(870,533)	(147,503)	-	(1,478,351)
	<u>\$ 13,272</u>	<u>\$ 568,244</u>	<u>\$ 1,905,427</u>	<u>\$ 244,026</u>	<u>\$ 73,916</u>	<u>\$ 2,804,885</u>
For the three-month period ended <u>March 31, 2019</u>						
At January 1	\$ 13,272	\$ 568,244	\$ 1,905,427	\$ 244,026	\$ 73,916	\$ 2,804,885
Additions	-	-	-	-	201,598	201,598
Transferred after acceptance inspection	5,270	59,250	102,415	16,760	(183,695)	-
Depreciation	(1,174)	(50,321)	(68,973)	(10,251)	-	(130,719)
Disposal-Cost	(2,784)	(41,505)	(39,892)	(18,417)	-	(102,598)
-Accumulated depreciation	1,798	41,005	29,532	17,240	-	89,575
At March 31	<u>\$ 16,382</u>	<u>\$ 576,673</u>	<u>\$ 1,928,509</u>	<u>\$ 249,358</u>	<u>\$ 91,819</u>	<u>\$ 2,862,741</u>
<u>At March 31, 2019</u>						
Cost	\$ 24,339	\$ 1,037,723	\$ 2,838,483	\$ 389,872	\$ 91,819	\$ 4,382,236
Accumulated depreciation	(7,957)	(461,050)	(909,974)	(140,514)	-	(1,519,495)
	<u>\$ 16,382</u>	<u>\$ 576,673</u>	<u>\$ 1,928,509</u>	<u>\$ 249,358</u>	<u>\$ 91,819</u>	<u>\$ 2,862,741</u>

	Transportation equipment	Office equipment	Leasehold improvements	Other equipment	Construction in progress and equipment before acceptance inspection	Total
<u>At January 1, 2018</u>						
Cost	\$ 18,156	\$ 924,791	\$ 2,562,128	\$ 364,846	\$ 65,328	\$ 3,935,249
Accumulated depreciation	(8,860)	(451,342)	(721,307)	(132,423)	-	(1,313,932)
	<u>\$ 9,296</u>	<u>\$ 473,449</u>	<u>\$ 1,840,821</u>	<u>\$ 232,423</u>	<u>\$ 65,328</u>	<u>\$ 2,621,317</u>
For the three-month period ended <u>March 31, 2018</u>						
At January 1	\$ 9,296	\$ 473,449	\$ 1,840,821	\$ 232,423	\$ 65,328	\$ 2,621,317
Additions	-	-	-	-	166,096	166,096
Transferred after acceptance inspection	627	55,478	80,681	14,299	(151,085)	-
Depreciation	(905)	(47,242)	(62,855)	(10,842)	-	(121,844)
Disposal-Cost	(415)	(23,745)	(15,328)	(3,922)	-	(43,410)
-Accumulated depreciation	<u>415</u>	<u>23,745</u>	<u>15,328</u>	<u>3,922</u>	<u>-</u>	<u>43,410</u>
At March 31	<u>\$ 9,018</u>	<u>\$ 481,685</u>	<u>\$ 1,858,647</u>	<u>\$ 235,880</u>	<u>\$ 80,339</u>	<u>\$ 2,665,569</u>
<u>At March 31, 2018</u>						
Cost	\$ 18,368	\$ 956,524	\$ 2,627,481	\$ 375,223	\$ 80,339	4,057,935
Accumulated depreciation	(9,350)	(474,839)	(768,834)	(139,343)	-	(1,392,366)
	<u>\$ 9,018</u>	<u>\$ 481,685</u>	<u>\$ 1,858,647</u>	<u>\$ 235,880</u>	<u>\$ 80,339</u>	<u>\$ 2,665,569</u>

A. The property, plant and equipment were all owner-occupied as of March 31, 2019, December 31, 2018 and March 31, 2018.

B. Amount of borrowing costs capitalized as part of property, plant and equipment and the range of interest rates for such capitalization are as follows:

	For the three-month periods ended March 31,	
	2019	2018
Amount capitalized	\$ 276	\$ 282
Interest rate range	1.21% ~ 1.25%	1.23% ~ 1.24%

C. As of March 31, 2019, December 31, 2018 and March 31, 2018, no property, plant and equipment were pledged to others.

(6) Leasing arrangements — lessee

A. The Company leases various assets including buildings and structures, machinery and other equipment. Rental contracts are typically made for periods of 3 to 20 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose covenants, but leased assets may not be used as security for borrowing purposes.

B. The carrying amount of right-of-use assets and the depreciation charge are as follows:

	March 31, 2019	Three-month period ended March 31, 2019
	Carrying amount	Depreciation charge
Buildings and structures	\$ 9,224,938	\$ 288,106
Machinery and equipment	10,138	984
Other equipment	6,609	211
	<u>\$ 9,241,685</u>	<u>\$ 289,301</u>

C. For the three-month period ended March 31, 2019, the additions to right-of-use assets was \$14,326.

D. The information on income and expense accounts relating to lease contracts is as follows:

	Three-month period ended March 31, 2019
<u>Items affecting profit or loss</u>	
Interest expense on lease liabilities	\$ 24,903
Expense on short-term lease contracts	9,386
Expense on leases of low-value assets	21
Expense on variable lease payments	4,498

E. For the three-month period ended March 31, 2019, the Company's total cash outflow for leases was \$317,150.

F. Variable lease payments

Some of the Company's lease contracts contain variable lease payment terms that are linked to sales generated from a store. For individual stores, up to 3%~10% of lease payments are on the

basis of variable payment terms and are accrued based on the sales amount. Variable payment terms are used for a variety of reasons, including minimising the fixed costs for newly established stores. Various lease payments that depend on sales are recognized in profit or loss in the period in which the event or condition that triggers those payments occurs.

G. Extension and termination options

- a. Extension options are included in approximately 77.92% of the Company's lease contracts pertaining to retail stores. These terms and conditions aim to maximise optional flexibility in terms of managing contracts.
- b. In determining the lease term, the Company takes into consideration all facts and circumstances that create an economic incentive to exercise an extension option or not to exercise a termination option. The assessment of lease period is reviewed if a significant event occurs which affects the assessment.

(7) Other payables

	<u>March 31, 2019</u>	<u>December 31, 2018</u>	<u>March 31, 2018</u>
Salaries and bonuses payable	\$ 171,384	\$ 219,040	\$ 163,866
Rent payable	2,911	130,564	109,744
Accrued employees' remuneration and directors' remuneration	148,048	117,800	125,500
Equipment payable	67,553	80,063	42,424
Labor and health insurance payable	25,825	24,605	23,859
Others	101,416	137,566	104,077
	<u>\$ 517,137</u>	<u>\$ 709,638</u>	<u>\$ 569,470</u>

(8) Long-term borrowings

<u>Nature</u>	<u>Borrowing period</u>	<u>Range of interest rates</u>	<u>Collateral</u>	<u>March 31, 2019</u>
Long-term bank borrowings				
Unsecured bank borrowings	8. 16. 2017~ 7. 9. 2021	1. 19%~1. 25%	None	\$ 1,405,745
Less: Current portion of long-term borrowings				(615,557)
				<u>\$ 790,188</u>
<u>Nature</u>	<u>Borrowing period</u>	<u>Range of interest rates</u>	<u>Collateral</u>	<u>December 31, 2018</u>
Long-term bank borrowings				
Unsecured bank borrowings	8. 16. 2017 7. 9. 2021	1. 19%~1. 25%	None	\$ 1,559,633
Less: Current portion of long-term borrowings				(615,548)
				<u>\$ 944,085</u>

<u>Nature</u>	<u>Borrowing period</u>	<u>Range of interest rates</u>	<u>Collateral</u>	<u>March 31, 2018</u>
Long-term bank borrowings				
Unsecured bank borrowings	8. 5. 2016~ 8. 16. 2020	1. 19%~1. 25%	None	\$ 1, 193, 334
Less: Current portion of long-term borrowings				(521, 665)
				<u>\$ 671, 669</u>

(9) Pensions

- A. The Company has a defined benefit pension plan in accordance with the Labor Standards Law, covering all regular employees' service years prior to the enforcement of the Labor Pension Act on July 1, 2005 and service years thereafter of employees who chose to continue to be subject to the pension mechanism under the Law. Under the defined benefit pension plan, two units are accrued for each year of service for the first 15 years and one unit for each additional year thereafter, subject to a maximum of 45 units. Pension benefits are based on the number of units accrued and the average monthly salaries and wages of the last 6 months prior to retirement. The Company contributes monthly an amount equal to 2% of the employees' monthly salaries and wages to the retirement fund deposited with Bank of Taiwan, the trustee, under the name of the independent retirement fund committee. Also, the Company would assess the balance in the aforementioned labor pension reserve account by December 31, every year. If the account balance is not enough to pay the pension calculated by the aforementioned method to the employees expected to qualify for retirement in the following year, the Company will make contribution for the deficit by next March. Information on the Company's aforementioned pension plan is as follows:
- For the aforementioned pension plan, the Company recognized pension costs of \$56 and \$91 for the three-month periods ended March 31, 2019 and 2018, respectively.
 - Expected contributions to the defined benefit pension plan of the Company for next year amount to \$1,917.
- B. Effective July 1, 2005, the Company and its domestic subsidiaries have established a defined contribution pension plan (the "New Plan") under the Labor Pension Act (the "Act"), covering all regular employees with R.O.C. nationality. Under the New Plan, the Company and its domestic subsidiaries contribute monthly an amount based on 6% of the employees' monthly salaries and wages to the employees' individual pension accounts at the Bureau of Labor Insurance. The benefits accrued are paid monthly or in lump sum upon termination of employment. The pension costs under the defined contribution pension plan of the Company for the three-month periods ended March 31, 2019 and 2018 were \$18,598 and \$17,585, respectively.

(10) Common stock

- A. Movements in the number of the Company's ordinary shares outstanding are as follows (in thousands of shares):

	<u>For the three-month periods ended March 31,</u>	
	<u>2019</u>	<u>2018</u>
Balance as at January 1 and March 31	<u>97, 685</u>	<u>97, 685</u>

- B. The Company's total authorized capital was \$1,200,000 (including \$20,000 reserved for

employee stock options) and the paid-in capital was \$976,850 (97,685 thousand shares) with par value of \$10 (in dollars) per share.

(11) Capital surplus

Pursuant to the Company Act, capital surplus arising from paid-in capital in excess of par value on issuance of common stocks and donations can be used to cover accumulated deficit or to issue new stocks or cash to shareholders in proportion to their share ownership, provided that the Company has no accumulated deficit. Further, the Securities and Exchange Law requires that the amount of capital surplus to be capitalized mentioned above should not exceed 10% of the paid-in capital each year. Capital surplus should not be used to cover accumulated deficit unless the legal reserve is used.

(12) Retained earnings

- A. The legal reserve shall be exclusively used to cover accumulated deficit, to issue new stocks or distribute cash to shareholders in proportion to their share ownership. The use of legal reserve for the issuance of stocks or cash dividends to shareholders in proportion to their share ownership is permitted provided that the balance of such reserve exceeds 25% of the Company's paid-in capital.
- B. Under the Company's Articles of Incorporation, the Company operates in a volatile business environment and is in stable growth stage, the appropriation of earnings should consider fund requirements and capital budgets to decide how much earnings will be kept or distributed and how much cash dividends will be distributed. 10% of the annual net income, after offsetting any loss of prior years and paying all taxes and dues, shall be set aside as legal reserve. The remaining net income is the distributable net profit of this period, which is added to the unappropriated retained earnings from prior years to arrive at the accumulated distributable net profit. After considering business environment, future operations, the need for reinvestment, and so on, the Board of Directors will propose a resolution for the distribution of earnings which will be approved at the shareholders' meeting. The distributable net profit shall be appropriated as: 50%~100% of accumulated distributable net profit will be appropriated as dividends and bonuses to shareholders, with cash dividends being at least 1% of the total dividends. Amounts shall be distributed as stock dividends when the price per share of cash dividend is less than \$0.5 (in dollars).
- C. In accordance with the regulations, the Company shall set aside special reserve arising from the debit balance in other equity items at the balance sheet date before distributing earnings. When debit balance in other equity items is reversed subsequently, an equal amount could then be used for distribution.
- D. The Company recognized cash dividends distributed to owners in 2018 amounting to \$1,269,905 (\$13.00 dollars per share). During its meeting on February 18, 2019, the Board of Directors proposed for the distribution of dividends from 2018 earnings of \$1,538,539 (\$15.75 dollars per share) for cash dividends.
- E. For the information relating to employees' compensation and directors' and supervisors' remuneration, please refer to Note 6(18), "Employee benefit expenses".

(13) Operating revenue

	For the three-months periods ended March 31,	
	2019	2018
Revenue from contracts with customers		
Merchandise sales	\$ 3,764,595	\$ 3,370,603
License income	32,191	29,088
	<u>\$ 3,796,786</u>	<u>\$ 3,399,691</u>

A. Disaggregation of revenue from contracts with customers

The Company derives revenue from the transfer of goods and services at a point in time in the following:

	For the three-month periods ended March 31,	
	2019	2018
Merchandise sales:		
Revenue from external customer	<u>\$ 3,796,786</u>	<u>\$ 3,399,691</u>

All of the revenue from merchandise sales were from the transfer of goods and services at a point in time.

B. Contract assets and liabilities

As of March 31, 2019, December 31, 2018 and March 31, 2018, the Company has no revenue-related contract assets, and the Company has recognized the following revenue-related contract liabilities:

	March 31, 2019	December 31, 2018	March 31, 2018
Contract liabilities:			
– Customer loyalty programmes	\$ 28,238	\$ 24,824	\$ 24,429
– Unearned receipts	<u>3,348</u>	<u>3,802</u>	<u>8,015</u>
	<u>\$ 31,586</u>	<u>\$ 28,626</u>	<u>\$ 32,444</u>

(a) Significant changes in contract assets and liabilities

The Company has no significant changes in contract assets and liabilities for the three-month period ended March 31, 2019 and 2018.

(b) Revenue recognized that was included in the contract liability balance at the beginning of the period is shown below:

	For the three-month periods ended March 31,	
	2019	2018
Revenue recognized that was included in the contract liability balance at the beginning of the period		
Customer loyalty programmes	\$ 5,506	\$ 4,811
Unearned receipts	<u>3,802</u>	<u>9,387</u>
	<u>\$ 9,308</u>	<u>\$ 14,198</u>

(14) Other income

	For the three-month periods ended March 31,	
	2019	2018
Rental income	\$ 6,718	\$ 6,245
Interest income:		
Interest income from bank deposits	64	14
Other interest income	335	427
Other income	5,790	6,818
	<u>\$ 12,907</u>	<u>\$ 13,504</u>

(15) Other gains and losses

	For the three-month periods ended March 31,	
	2019	2018
Loss on disposal of property, plant and equipment	(\$ 11,309)	\$ -
Other losses	-	(218)
	<u>(\$ 11,309)</u>	<u>(\$ 218)</u>

(16) Finance costs

	For the three-month periods ended March 31,	
	2019	2018
Interest expense:		
Bank borrowings	\$ 4,585	\$ 3,914
Others	22,483	-
Less: Capitalization of qualifying assets	(276)	(282)
	<u>\$ 26,792</u>	<u>\$ 3,632</u>

(17) Expenses by nature

	For the three-month period ended March 31, 2019		
	Operating expenses	Operating costs	Total
Employee benefit expense	<u>\$ 436,286</u>	<u>\$ 49,746</u>	<u>\$ 486,032</u>
Depreciation	<u>\$ 398,589</u>	<u>\$ 21,431</u>	<u>\$ 420,020</u>
	For the three-month period ended March 31, 2018		
	Operating expenses	Operating costs	Total
Employee benefit expense	<u>\$ 421,224</u>	<u>\$ 36,542</u>	<u>\$ 457,766</u>
Depreciation	<u>\$ 114,529</u>	<u>\$ 7,315</u>	<u>\$ 121,844</u>

(18) Employee benefit expenses

	For the three-month period ended March 31, 2019		
<u>Full time employees</u>	<u>Operating expenses</u>	<u>Operating costs</u>	<u>Total</u>
Wages and salaries	\$ 308,785	\$ 15,059	\$ 323,844
Labor and health insurance expense	29,419	1,349	30,768
Pension costs	13,913	648	14,561
Other personnel expenses	2,033	-	2,033
	<u>\$ 354,150</u>	<u>\$ 17,056</u>	<u>\$ 371,206</u>

	For the three-month period ended March 31, 2019		
<u>Part time employees</u>	<u>Operating expenses</u>	<u>Operating costs</u>	<u>Total</u>
Wages and salaries	\$ 68,820	\$ 969	\$ 69,789
Labor and health insurance expense	9,223	-	9,223
Pension costs	4,093	-	4,093
Other personnel expenses	-	31,721	31,721
	<u>\$ 82,136</u>	<u>\$ 32,690</u>	<u>\$ 114,826</u>

	For the three-month period ended March 31, 2018		
<u>Full time employees</u>	<u>Operating expenses</u>	<u>Operating costs</u>	<u>Total</u>
Wages and salaries	\$ 277,297	\$ 7,430	\$ 284,727
Labor and health insurance expense	27,505	830	28,335
Pension costs	13,283	415	13,698
Other personnel expenses	15,478	388	15,866
	<u>\$ 333,563</u>	<u>\$ 9,063</u>	<u>\$ 342,626</u>

	For the three-month period ended March 31, 2018		
<u>Part time employees</u>	<u>Operating expenses</u>	<u>Operating costs</u>	<u>Total</u>
Wages and salaries	\$ 74,740	\$ -	\$ 74,740
Labor and health insurance expense	8,943	-	8,943
Pension costs	3,978	-	3,978
Other personnel expenses	-	27,479	27,479
	<u>\$ 87,661</u>	<u>\$ 27,479</u>	<u>\$ 115,140</u>

- A. According to the Articles of Incorporation of the Company, a ratio of distributable profit of the current year, after covering accumulated losses, shall be distributed as employees' compensation and directors' remuneration. The ratio shall not be lower than 5% for employees' compensation and shall not be higher than 6% for directors' remuneration.
- B. For the three-month periods ended March 31, 2019 and 2018, employees' compensation was accrued at \$29,000 and \$27,500, respectively; while directors' remuneration was accrued at \$1,248 and \$1,200 for both periods. The aforementioned amounts were recognized in salary expenses that were estimated and accrued based on the distributable net profit of current year calculated by the percentage prescribed under the Company's Articles of Incorporation. The actual amount approved at the board of directors' meeting for employees' compensation and directors' remuneration for 2018 was the same as the estimated amount recognized in the 2018 financial statements. The employees' compensation will be distributed in the form of cash. In

addition, the employees' compensation and directors' remuneration of the Company has not yet been paid as of March 31, 2019.

Information about employees' compensation and directors' remuneration by the Company as resolved by the Board of Directors will be posted in the "Market Observation Post System" at the website of the Taiwan Stock Exchange.

(19) Income tax

A. Income tax expense

a. Components of income tax expense:

	For the three-month periods ended March 31,	
	2019	2018
Current income tax:		
Current tax on profits for the period	\$ 114,407	\$ 110,767
Deferred tax:		
Origination and reversal of temporary differences	(750)	(1,002)
Impact of change in tax rate	—	(4,941)
Total deferred tax	(750)	(5,943)
Income tax expense	\$ 113,657	\$ 104,824

b. The income tax (charged)/credited to components of other comprehensive income during the period is as follows:

	For the three-month periods ended March 31,	
	2019	2018
Impact of change in tax rate	\$ —	(\$ 224)

- B. As of April 29, 2019, the Company's income tax returns through 2017 have been assessed by the Tax Authority, and there were no disputes existing between the Company and the Tax Authority.
- C. Under the amendments to the Income Tax Act which was promulgated by the President of the Republic of China on February 7, 2018, the Company's applicable income tax rate was raised from 17% to 20% effective from January 1, 2018. The Company has assessed the impact of the change in income tax rate.

(20) Earnings per share

For the three-month period ended March 31, 2019			
	Amount after tax	Weighted average number of ordinary shares outstanding (shares in thousands)	Earnings per share (in dollars)
<u>Basic earnings per share</u>			
Profit attributable to ordinary shareholders	\$ 454,299	97,685	\$ 4.65
<u>Diluted earnings per share</u>			
Profit attributable to ordinary shareholders	\$ 454,299	97,685	
Assumed conversion of all dilutive potential ordinary shares			
Employees' compensation	—	274	
Profit attributable to ordinary shareholders plus assumed conversion of all dilutive potential ordinary shares	\$ 454,299	97,959	\$ 4.64

For the three-month period ended March 31, 2018			
	Amount after tax	Weighted average number of ordinary shares outstanding (shares in thousands)	Earnings per share (in dollars)
<u>Basic earnings per share</u>			
Profit attributable to ordinary shareholders	\$ 443,224	97,685	\$ 4.54
<u>Diluted earnings per share</u>			
Profit attributable to ordinary shareholders	\$ 443,224	97,685	
Assumed conversion of all dilutive potential ordinary shares			
Employees' compensation	—	204	
Profit attributable to ordinary shareholders plus assumed conversion of all dilutive potential ordinary shares	\$ 443,224	97,889	\$ 4.53

(21) Operating leases

The Company has lease contracts with the key management and non-related parties. The lease terms are between 3 to 20 years. As of March 31, 2019, December 31, 2018 and March 31, 2018, the amount of deposits paid in accordance with the lease contracts were \$300,437, \$300,189 and \$283,774, respectively and was classified as refundable deposits. The Company recognized rental expenses of \$10,913 and \$272,313 for these leases in profit or loss for the three-month periods ended March 31, 2019 and 2018, respectively. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	March 31, 2019	December 31, 2018	March 31, 2018
Within 1 year	\$ 200	\$ 1,206,191	\$ 1,113,172
Between 1 and 5 years	-	4,285,097	4,041,169
Over 5 years	-	3,990,548	3,961,099
	<u>\$ 200</u>	<u>\$ 9,481,836</u>	<u>\$ 9,115,440</u>

(22) Supplemental cash flow information

Investing activities with partial cash payments:

	For the three-month periods ended March 31,	
	2019	2018
Purchase of property, plant and equipment	\$ 201,598	\$ 166,096
Add: Beginning balance of payable on equipment (Other payables)	80,063	81,688
Less: Ending balance of payable on equipment (Other payables)	(67,553)	(42,424)
Capitalization of interest	(276)	(282)
Cash paid for acquisition of property, plant and equipment	<u>\$ 213,832</u>	<u>\$ 205,078</u>

(23) Changes in liabilities from financing activities

	Long-term borrowings (Including current portion)	Guarantee deposits received	Lease liabilities	Liabilities from financing activities-gross
At January 1, 2019	\$ 1,559,633	\$ 6,778	\$ -	\$ 1,566,411
Effects of retrospective application	-	-	8,646,641	8,646,641
Interest payable	-	-	24,903	24,903
Increase in lease liabilities	-	-	750,353	750,353
Changes in cash flow from financing activities	(153,888)	120	(291,328)	(445,096)
At March 31, 2019	<u>\$ 1,405,745</u>	<u>\$ 6,898</u>	<u>\$ 9,130,569</u>	<u>\$ 10,543,212</u>

	Long-term borrowings (Including current portion)	Guarantee deposits received	Liabilities from financing activities-gross
At January 1, 2018	\$ 1,330,000	\$ 6,337	\$ 1,336,337
Changes in cash flow from financing activities	(136,666)	181	(136,485)
At March 31, 2018	<u>\$ 1,193,334</u>	<u>\$ 6,518</u>	<u>\$ 1,199,852</u>

7. RELATED PARTY TRANSACTIONS

(1) Names of related parties and relationship

<u>Names of related parties</u>	<u>Relationship with the Company</u>
Chen Chien Tsao	Key management of the Company

(2) Significant related party transactions

A. Rental expense

<u>Leased subject</u>	<u>Determination of rental</u>	<u>Payment method</u>	<u>For the three-month period ended March 31, 2018</u>
Key management Tainan office	Negotiation	Monthly payment	\$ <u>750</u>

For details on operating lease agreements, please refer to Note 6 (21), "Operating leases".

B. The balance of lease liabilities

<u>Leased subject</u>	<u>Determination of rental</u>	<u>Payment method</u>	<u>March 31, 2019</u>
Key management Tainan office	Negotiation	Monthly payment	\$ <u>8,119</u>

Classified as "Current lease liabilities" and "Non-current lease liabilities".

(3) Key management compensation

	<u>For the three-month periods ended March 31,</u>	
	<u>2019</u>	<u>2018</u>
Salaries and other short-term employee benefits	\$ <u>4,286</u>	\$ <u>4,182</u>

8. PLEDGED ASSETS

The Company's assets pledged as collateral are as follows:

<u>Assets</u>	<u>March 31, 2019</u>	<u>December 31, 2018</u>	<u>March 31, 2018</u>	<u>Purpose of collateral</u>
Demand deposits (Note)	\$ 5,237	\$ 16,927	\$ 18,972	Performance guarantee
Certificate of deposit (Note)	<u>6,050</u>	<u>6,050</u>	<u>5,250</u>	Refundable deposits
	<u>\$ 11,287</u>	<u>\$ 22,977</u>	<u>\$ 24,222</u>	

(Note) Classified as "Other current financial assets" and "Other non-current financial assets".

9. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED CONTRACT COMMITMENTS

(1) Capital expenditures contracted for but not yet incurred

	<u>March 31, 2019</u>	<u>December 31, 2018</u>	<u>March 31, 2018</u>
Property, plant and equipment	\$ <u>94,868</u>	\$ <u>51,108</u>	\$ <u>15,465</u>

(2) For details on operating lease agreements, please refer to Note 6 (21), "Operating leases".

10. SIGNIFICANT DISASTER LOSS

None.

11. SIGNIFICANT EVENTS AFTER THE BALANCE SHEET DATE

None.

12. OTHERS

(1) Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders, and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

(2) Financial instruments

A. Financial instruments by category

The Company's financial instruments not measured at fair value, including cash and cash equivalents, notes receivable, accounts receivable, other receivables, other current financial assets, refundable deposits, other non-current financial assets, notes payable, accounts payable, other payables, long-term borrowings (including current portion) and guarantee deposits received are based on their book value as book value approximates fair value. In addition, the fair value information of financial instruments measured at fair value is described in Note 12 (3), "Fair value information".

B. Financial risk management policies

The Company adopts a comprehensive risk management system to identify all risks (including market risk, credit risk and liquidity risk) and to enable key management to measure and control all risks. The Company's objectives when managing market risk are achieving optimal risk exposure, maintaining appropriate liquidity and managing all market risks centrally by taking into account the economic environment, competition and market risk.

C. Significant financial risks and degrees of financial risks

(a) Market risk

I. Foreign exchange risk

Since the main transactions of the Company are denominated in New Taiwan dollars, the Company is not engaged in foreign exchange contracts. Therefore, the Company is not exposed to significant foreign exchange risk.

II. Price risk

The Company is not engaged in any financial instrument or derivatives investment, hence is not exposed to price risk.

III. Cash flow and fair value interest rate risk

i. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During the periods

ended March 31, 2019 and 2018, the Company's borrowings at variable rate were mainly denominated in New Taiwan dollars.

- ii. The Company's borrowings are measured at amortised cost. The borrowings are periodically contractually repriced and to that extent are also exposed to the risk of future changes in market interest rates.
- iii. If the borrowing interest rate had increased/decreased by 10% with all other variables held constant, other comprehensive income for the three-month periods ended March 31, 2019 and 2018 would have decreased/increased by \$96 and \$62, respectively. The main factor is that changes in interest expense result from floating rate borrowings.

(b) Credit risk

- I. Credit risk refers to the risk of financial loss to the Company arising from default by the clients or counterparties of financial instruments on the contract obligations. The main factor is that counterparties could not repay in full the accounts receivable based on the agreed terms.
- II. The Company manages their credit risk taking into consideration the entire company's concern. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted. According to the Company's credit policy, each local entity in the Company is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Internal risk control assesses the credit quality of the customers, taking into account their financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board of Directors. The utilisation of credit limits is regularly monitored.
- III. The Company adopts the following assumption under IFRS 9 to assess whether there has been a significant increase in credit risk on that instrument since initial recognition:
If the contract payments are past due over 60 days based on the terms, there is a significant increase in credit risk on that instrument since initial recognition.
- IV. The Company classifies customers' accounts receivable in accordance with credit risk on trade. The Company applies the modified approach using provision matrix to estimate expected credit loss under the provision matrix basis.
- V. The Company uses the forecast to adjust historical and timely information to assess the default possibility of accounts receivable. As of March 31, 2019 and 2018, the Company's expected loss rate used in not past due accounts receivable is immaterial, and the Company has no past due accounts receivable.
- VI. The Company did not recognize the immaterial impairment losses when applying the modified approach provided for the three-month periods ended March 31, 2019 and 2018.

(c) Liquidity risk

- I. Cash flow forecasting is performed by the Company. The Company's Finance Department

monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

II. The Company has the following undrawn borrowing facilities:

	<u>March 31, 2019</u>	<u>December 31, 2018</u>	<u>March 31, 2018</u>
Floating rate:			
Expiring within one year	\$ 50,000	\$ 127,000	\$ 330,000
Expiring beyond one year	<u>499,018</u>	<u>347,367</u>	<u>806,666</u>
	<u>\$ 549,018</u>	<u>\$ 474,367</u>	<u>\$ 1,136,666</u>

III. The table below analyses the Company's non-derivative financial liabilities and relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

<u>March 31, 2019</u>	<u>Less than 1 year</u>	<u>Between 1 and 2 years</u>	<u>Between 2 and 5 years</u>	<u>More than 5 years</u>
Non-derivative financial liabilities				
Notes payable	\$ 66,795	\$ -	\$ -	\$ -
Accounts payable	1,714,845	-	-	-
Other payables	517,137	-	-	-
Lease liabilities	1,153,406	1,204,493	3,138,558	4,453,782
Long-term borrowings (including current portion)	623,169	603,485	196,475	-
Guarantee deposits received	-	6,898	-	-
<u>December 31, 2018</u>	<u>Less than 1 year</u>	<u>Between 1 and 2 years</u>	<u>Between 2 and 5 years</u>	<u>More than 5 years</u>
Non-derivative financial liabilities				
Notes payable	\$ 61,673	\$ -	\$ -	\$ -
Accounts payable	1,828,541	-	-	-
Other payables	709,638	-	-	-
Long-term borrowings (including current portion)	622,936	611,691	343,726	-
Guarantee deposits received	-	6,778	-	-

<u>March 31, 2018</u>	<u>Less than 1 year</u>	<u>Between 1 and 2 years</u>	<u>Between 2 and 5 years</u>	<u>More than 5 years</u>
Non-derivative financial liabilities				
Notes payable	\$ 66,298	\$ -	\$ -	\$ -
Accounts payable	1,659,640	-	-	-
Other payables	569,470	-	-	-
Long-term borrowings (including current portion)	528,138	492,704	187,299	-
Guarantee deposits received	-	6,518	-	-

(3) Fair value information

The Company had no fair value financial instruments as of March 31, 2019, December 31, 2018 and March 31, 2018.

13. SUPPLEMENTARY DISCLOSURES

(1) Significant transaction information

(In accordance with the current regulatory requirements, the Company is only required to disclose the information for the three-month period ended March 31, 2019.)

A. Loans to others: None.

B. Provision of endorsements and guarantee to others provided: None.

C. Holding of marketable securities at the end of the period: None.

D. Marketable securities acquired and disposed of at costs or prices of at least \$300 million or 20% of paid-in capital: None.

E. Acquisition of real estate reaching \$300 million or 20% of paid-in capital or more: None.

F. Disposal of real estate reaching \$300 million or 20% of paid-in capital or more: None.

G. Total purchases or sales of goods from or to related parties reaching \$100 million or 20% of the paid-in capital or more: None.

H. Receivables from related parties reaching \$100 million or 20% of the paid-in capital or more: None.

I. Derivative financial instruments undertaken: None.

J. Significant inter-company transactions: None.

(2) Disclosure information of investee company

(In accordance with the current regulatory requirements, the Company is only required to disclose the information for the three-month period ended March 31, 2019.)

None.

(3) Disclosure information on indirect investments in Mainland China

(In accordance with the current regulatory requirements, the Company is only required to disclose the information for the three-month period ended March 31, 2019.)

As of March 31, 2019, the Company had no investments in Mainland China.

14. SEGMENT INFORMATION

(1) General information

The Company operates business only in a single industry. The Company's chief operating decision-maker, who allocates resources and assesses performance of the Company as a whole, has identified that the Company has only one reportable operating segment.

(2) Information about segment profit or loss, assets and liabilities

The segment information provided to the chief operating decision-maker for the reportable segments is as follows:

	<u>For the three-month periods ended March 31,</u>	
	<u>2019</u>	<u>2018</u>
	<u>Retailing</u>	<u>Retailing</u>
Segment revenue	\$ 3,796,786	\$ 3,399,691
Revenue from external customers (net)	3,796,786	3,399,691
Depreciation	420,020	121,844
Finance cost	26,792	3,632
Segment pre-tax profit	567,956	548,048
Segment assets	17,781,530	7,896,328
Segment liabilities	13,282,454	3,823,055

(3) Reconciliation for segment income (loss)

The revenue from external customers reported to the chief operating decision-maker is measured in a manner consistent with that in the statement of comprehensive income. The segment income reported to the chief operating decision-maker is measured in a manner consistent with that in the financial statements. Therefore, a reconciliation is not needed.