

Content

Title :	Regulations Governing the Preparation of Financial Reports by Securities Issuers <b>Ch</b>
Date :	2018.07.13
Legislative :	<p>10. Articles 8, 13-1, 13-2, 22-1, 25, 26, 26-1, 26-2, and 27 were amended by the Securities and Exchange Commission of the Ministry of Finance on November 11, 2000 per Letter Ref. No. (89)-Taiwan-Finance-Securities (6)-04754</p> <p>11. Articles 2, 5, 6, 8, 10, 11, 12, 17, 18, 19, 22, 23, and 26-2 amended on 3 October 2002 per Letter Ref. No. Taiwan-Finance-Securities (6)-0910005124 of the Securities and Futures Commission, Ministry of Finance</p> <p>12. Articles 6, 8, 9, 10, 11, 13, 14, and 21, the schedules of Article 14 (Forms 1, 4, 5-5), the schedule of Article 11 (Form 24), and the schedules of Article 21 (Forms 19, 20, 25) amended on 30 January 2003 per Letter Ref. No. Taiwan-Finance-Securities (6)-0920000443 of the Securities and Futures Commission, Ministry of Finance</p> <p>13. Articles 4, 5, 8, 11, 13-1, 14, and 23 amended; article 24-1 and name of Chapter 5-1 added; Articles 15-17 and Chapter 3 name deleted 29 March 2005 per Order No. Finance-Supervisory-Securities-VI-0940001315 of the Financial Supervisory Commission, Executive Yuan</p> <p>14. Full text of 24 articles amended and issued 27 September 2005 per Order No. Finance-Supervisory-Securities-VI-0940004294 of the Financial Supervisory Commission, Executive Yuan, to enter into force from 1 January 2006</p> <p>15. Articles 6 to 10, 13, and 24 amended and issued 9 March 2007 per Order No. Finance-Supervisory-Securities-VI-0960008823 of the Financial Supervisory Commission, Executive Yuan; for enforcement from 1 January 2007, except Form 6 under Article 17, paragraph 1, subparagraph 5, which will be enforced from 1 January 2008</p> <p>16. Articles 7 and 24 amended and issued 10 January 2009 per Order No. Finance-Supervisory-Securities-VI-0970070615 of the Financial Supervisory Commission, Executive Yuan, for enforcement from date of issuance, except Article 7, paragraph 3, subparagraph 1, item K, enforced from 1 January 2009</p> <p>17. Full text of 29 articles amended and issued per 7 July 2011 Order No. Financial-Supervisory-Securities-Auditing-1000032208 of the Financial Supervisory Commission, Executive Yuan; for enforcement from 1 January 2012</p> <p>18. Articles 9 to 12, 21, 23, and attachment to Article 19, amended and issued, and Article 26-1 added, per 22 December 2011 Order No. Financial-Supervisory-Securities-Auditing-1000062465 of the Financial Supervisory Commission, Executive Yuan</p> <p>19. Articles 6, 9, 17, 26, 28, and 29, and Forms 5-1 to 5-11 of Article 19 and Forms 6-26 to 6-28 of Article 23 amended per 30 December 2013 Order No. Financial-Supervisory-Securities-Auditing-1020052738 of the Financial Supervisory Commission; for enforcement from the date of issuance</p> <p>20. Article 9 amended per 24 April 2014 Order No. Financial-Supervisory-Securities-Auditing-1030013142 of the Financial Supervisory Commission</p> <p>21. Full text of 31 articles amended and issued per 13 August 2014 Order No. Financial-Supervisory-Securities-Auditing-1030029342 of the Financial Supervisory Commission; for enforcement from the date of issuance, with the exception of Articles 2, 4, 7, paragraph 1, 8 to 13, 15, 17, 19 to 21, 24, 26, and 28, which will come into force from the beginning of financial year 2015</p> <p>22. Articles 9, 12, 15, 18, 29 and 31, and name of Chapter 5 and Forms 1 and 1-1 of Article 19, and Forms 6-11, 6-23 to 6-25 and 6-31 of Article 23 amended; Articles 24-1 and 24-2 added; Article 30 deleted per 19 December 2016 Order No. Financial-Supervisory-Securities-Auditing-1050050021 of the Financial Supervisory Commission; for enforcement from the beginning of</p>

fiscal year 2017

23. Articles 9 to 12, 15, 23 and 31, and Forms 1, 1-1, 2, 2-1, 3, 4, 5-1, 5-3 and 5-8 of Article 19, amended and issued per 28 June 2017 Order No. Financial-Supervisory-Securities-Auditing-1060023231 of the Financial Supervisory Commission; for enforcement from the beginning of financial year 2018

24. Articles 9, 10, 15, 20, 23, 28, and 31, and Forms 1, 1-1, and 5-2 of Article 19, and Form 8-7 of Article 23 amended and issued; Forms 6-26 to 6-28 and 7-16 of Article 23 added; original Forms 6-26 to 6-32 adjusted to 6-29 to 6-35, and original forms 7-16 to 7-18 adjusted to 7-17 to 7-19; and Article 27 deleted per 13 July 2018 Order No. Financial-Supervisory-Securities-Auditing-1070324155 of the Financial Supervisory Commission; for enforcement from the date of issuance, with the exception of Article 9, paragraph 4, subparagraphs 3 and 4, and paragraph 6, and Articles 10, 15, and 23, and Forms 1 and 1-1 of Article 19, which will come into force from financial year 2019.

Content : Chapter I General Principles

Article 1

These Regulations are adopted under Article 14, paragraph 2 of the Securities and Exchange Act (the "Act").

Article 2

A securities issuer ("issuer") shall establish an accounting system based on the nature of its accounting matters, the actual status and development of its business, and its management needs.

The accounting system referred to in the preceding paragraph shall separately provide the following items, based on the nature of the issuer's business operations, and in a way that meets the needs of preparation of the consolidated financial reports and uniformity in the accounting policies of the issuer and its subsidiaries:

1. A general description of the accounting system.
2. A chart of journals and ledgers.
3. Descriptions and uses of accounting items, accounting documents, account books, and accounting statements.
4. General accounting procedures.
5. Cost accounting procedures.
6. Accounting for sales, purchases, and collections.
7. Rules for payments and warehouse management.
8. Other items required by the Financial Supervisory Commission (FSC).

The issuer shall see to it that its subsidiaries establish their accounting systems in accordance with the preceding paragraph.

Article 3

The financial reports of an issuer shall be prepared in accordance with these Regulations and other applicable laws and regulations. Matters not provided for therein shall be governed by generally accepted accounting principles (GAAP).

The GAAP described in the preceding paragraph shall mean the following, as endorsed by the FSC: International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), and Interpretations developed by the International Financial Reporting Interpretations Committee (IFRIC) or the former Standing Interpretations Committee (SIC).

Article 4

"Financial reports" shall mean financial statements, statements of major accounting items, and any other disclosures and explanatory information helpful to the decision making of users.

A complete set of financial statements shall comprise a balance sheet, a statement of comprehensive income, a statement of changes in equity, a statement of cash flows, and their accompanying notes or supplementary schedules.

An issuer, unless newly established, or under any of the circumstances set out in paragraph 4 herein, or otherwise required by the FSC, shall prepare the major financial statements and notes described in the preceding

paragraph by presenting comparative information for two consecutive periods. The major financial statements shall also be signed or sealed on each page by the issuer's chairperson, managerial officer, and principal accounting officer.

When an issuer applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial reports, or when it reclassifies items in its financial reports, it shall do so in accordance with the applicable provisions of IAS 1.

#### Article 5

Financial reports shall present fairly the financial position, financial performance, and cash flows of an issuer without being misleading to an interested party in making judgments and decisions.

If a financial report violates these Regulations or any other applicable requirements, for which the FSC as a result of an audit gives a notice requiring adjustment to be made, the issuer shall make the required adjustment and correction. If the adjusted amount reaches the threshold set by the FSC, a corrected financial report shall be publicly disclosed, together with a description of the reasons, items, and amount specified in the FSC notice for adjustment.

#### Article 6

The following shall apply when an issuer makes an accounting change:

##### 1. Change in accounting policy:

A. When an issuer changes an accounting policy voluntarily in a new financial year in order to produce financial reports that provide reliable and more relevant information about the effects of transactions or other events or conditions on the issuer's financial position, financial performance, or cash flows, it shall request a certified public accountant (CPA) to provide an item-by-item analysis and review opinion on the reasonableness of the nature of the change in accounting policy, the reasons why applying the new accounting policy provides reliable and more relevant information, each line item affected and the estimated effect for the financial year preceding the earliest financial year affected by retrospective application of the new accounting policy, and the actual effect on the opening balance of retained earnings for the immediately preceding financial year. These shall be submitted as a proposal for adoption by resolution of the board of directors and for recognition by the supervisors, after which they shall be publicly disclosed and filed.

B. If, for the voluntary change in accounting policy in the new financial year, it is impracticable to determine either the period-specific effects or the cumulative effect of the change, as described in paragraph 23 of IAS 8, the issuer shall calculate the effects in accordance with paragraph 24 of IAS 8 and the preceding item above, and shall request a CPA to provide an item-by-item analysis and review opinion on the reasonableness of the reasons why retrospective application is impracticable and how and from when the change in accounting policy has been applied, and also provide an opinion on the impact on the audit opinion for the financial year preceding the change in accounting policy. The issuer shall then make a public disclosure and filing according to the above procedure.

C. Unless it is impracticable to determine the effects as described in the preceding item, then within 2 months after the beginning of the financial year in which the new accounting policy is adopted, the issuer shall calculate the line items affected and the actual effect for the financial year preceding the earliest financial year affected by retrospective application of the new accounting policy and the actual effect on the opening balance of retained earnings for the immediately preceding financial year, and shall submit those for adoption by the board of directors and for recognition by the supervisors, after which they shall be publicly disclosed and filed, and shall also be submitted to the shareholders meeting for the financial year of the change. If the difference between the actual effect of the change in accounting policy and the effect originally presented in public disclosure and filing is NT\$10 million or more, and is also 1 percent or more of net operating revenues for the immediately preceding financial year, or 5 percent or more of paid-in capital, the issuer shall analyze the reasons for the difference and

request a CPA to provide an opinion on its reasonableness. The analysis and the CPA's opinion shall also be publicly disclosed and filed as described above.

D. If the shares issued by an issuer have no par value or a par value other than NT\$10 per share, the threshold of 5 percent of paid-in capital as set out in the preceding item shall be replaced by 2.5 percent of equity attributable to owners of the parent as stated in the balance sheet.

2. With respect to any matter among accounting estimates relating to a change in the useful life or the depreciation or depletion method of depreciable or depletable assets, a change in the amortization period or amortization method of intangible assets, or a change in the residual value of any such assets, the issuer shall request a CPA to provide an analysis and review opinion on the reasonableness of the nature of the changes in accounting estimates and the reasons why the changes in accounting estimates can provide reliable and more relevant information. Those changes in accounting estimates shall then be submitted as a proposal for adoption by resolution of the board of directors and for recognition by the supervisors, after which they shall be publicly disclosed and filed, and shall also be submitted to the next following shareholders meeting..

If an issuer changes an accounting policy or accounting estimate after the beginning of a financial year, then when applying the provisions of the preceding paragraph, it shall publicly disclose and file information on the prior periods affected by retrospective application of the new accounting policy, the line items affected and the actual effect for the immediately preceding financial year, and the actual effect on the opening balance of retained earnings for the immediately preceding financial year. The issuer shall also provide additional information on the reasonableness and necessity for the change in accounting policy or accounting estimate after the beginning of the financial year, and shall prior to public disclosure and filing request a CPA to provide an item-by-item analysis and review opinion on the reasonableness of those and other relevant matters. These shall then be publicly disclosed and filed after being submitted as a proposal for adoption by resolution of the board of directors and recognition by the supervisors, and shall also be submitted to the next following shareholders meeting.

The expression "public disclosure and filing" or "publicly disclose and file" as used in this article means entering the information into the website specified by the FSC for the submission of electronic filings.

If an issuer has established the position of independent director in accordance with the Act, then when it submits a proposal for resolution by the board of directors pursuant to paragraph 1 or 2, adequate consideration shall be given to each independent director's opinion; if an independent director has an objection or reservation, the objection or reservation shall be documented in the minutes of the meeting of the board of directors.

If an issuer has established an audit committee in accordance with the Act, the matters for which paragraphs 1 and 2 requires recognition by the supervisors shall be subject to the consent of one-half or more of the entire membership of the audit committee, and shall also be submitted to the board of directors for resolution.

The expression "entire membership of the audit committee " as used in the preceding paragraph shall be calculated according to the number of members then actually holding that position.

#### Article 7

An issuer shall prepare consolidated financial reports in accordance with Chapter II of these Regulations and IFRS 10, and shall prepare annual parent company only financial reports in accordance with Chapter IV of these Regulations.

An issuer that does not have a subsidiary shall prepare individual financial reports in accordance with Chapter II of these Regulations, and shall prepare statements of major accounting items in accordance with Article 23 of these Regulations when preparing its annual individual financial reports.

An issuer preparing interim financial reports shall follow the provisions of Chapters II and III of these Regulations as well as IAS 34.

## Article 8

The meaning of "parent," "subsidiary," "associate," and "joint arrangement" as used in these Regulations shall be determined in accordance with IFRS 10, IFRS 11, and IAS 28.

The meaning of "control," "significant influence," or "joint control" as used in these Regulations shall be determined in accordance with IFRS 10, IFRS 11, and IAS 28.

## Chapter II Financial Reports

### Section I Balance Sheet

#### Article 9

Assets shall be properly classified. Current and non-current assets shall be distinguished, except when a presentation of all assets in order of liquidity provides information that is reliable and more relevant. For each asset line item, the total amount expected to be recovered within 12 months after the balance sheet date and the total amount expected to be recovered more than 12 months after the balance sheet date shall be separately presented in the financial reports or disclosed in the notes. Current assets means that the entity expects to realize the asset, or intends to sell or consume it, in its normal operating cycle; that it holds the asset primarily for the purpose of trading; that it expects to realize the asset within 12 months after the balance sheet date; or that the asset is cash or a cash equivalent, unless the asset is to be used for an exchange or to settle a liability, or otherwise remains restricted, at more than 12 months after the balance sheet date. As a minimum, current assets shall include the following asset line items:

1. Cash and cash equivalents:

- A. Cash on hand, demand deposits, and short-term, highly liquid time deposits or investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.
- B. An issuer shall disclose the components of cash and cash equivalents and the policy which it adopts in determining the composition of cash and cash equivalents.

2. Financial assets measured at fair value through profit or loss - current:

- A. Financial assets not measured at amortized cost or measured at fair value through other comprehensive income.
- B. Financial assets measured at amortized cost or measured at fair value through other comprehensive income which may be designated as financial assets measured at fair value through profit or loss according to IFRS 9.

3. Financial assets measured at fair value through other comprehensive income - current:

- A. Debt instrument investments that meets all of the following conditions:
  - a. The issuer holds the financial assets within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
  - b. 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.
- B. Equity investments not held for trading, for which the entity has irrevocably elected at initial recognition to present changes in fair value in "other comprehensive income".

4. Financial assets measured at amortized cost - current, meaning all of the following conditions are met:

- A. The issuer holds the financial assets within a business model whose objective is to hold the financial asset to collect the contractual cash flows.
- B. 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.

5. Financial assets for hedging - current: Any financial asset that is a designated and effective hedging instrument under hedge accounting requirements.

6. Contract assets:
- A. The entity has transferred goods or services to the customer according to the terms and conditions of a contract, but does not yet have an unconditional right to consideration.
  - B. The recognition and measurement of the loss allowance for contract assets shall be in accordance with IFRS 9.
7. Notes receivable: Means all notes receivable:
- A. Notes receivable shall be measured in accordance with IFRS 9. However, short-term notes receivable with no stated interest rate may be measured at the original invoice amount if the effect of discounting is immaterial.
  - B. With respect to discounted or transferred notes receivable, an assessment shall be made to determine whether the risks and rewards of the notes receivable, and the control retained over them, will qualify them for derecognition under IFRS 9.
  - C. Notes receivable arising from operating activities shall be presented separately from other notes receivable arising from non-operating activities.
  - D. Notes receivable from related parties in significant amounts shall be presented separately.
  - E. Notes provided as security shall be indicated in the notes to the financial reports.
  - F. The issuer shall disclose an aged analysis of notes receivable.
8. Trade receivables: Means the entity has an unconditional contractual right to consideration for goods or services that have been transferred:
- A. Trade receivables shall be measured in accordance with IFRS 9. However, short-term trade receivables with no stated interest rate may be measured at the original invoice amount if the effect of discounting is immaterial.
  - B. With respect to discounted or transferred trade receivables, an assessment shall be made to determine whether the risks and rewards of the trade receivables, and the control retained over them, will qualify them for derecognition under IFRS 9.
  - C. Trade receivables from related parties in significant amounts shall be presented separately.
  - D. Pledged trade receivables shall be disclosed in the notes to the financial reports.
  - E. The issuer shall disclose an aged analysis of trade receivables.
9. Other receivables: Means receivables other than notes receivable and trade receivables.
10. Current tax assets: The portion of the tax amount already paid in respect of current and prior periods that exceeds the amount due for those periods.
11. Inventories:
- A. Inventories are assets:
    - a. held for sale in the ordinary course of business;
    - b. in the process of production for sale in the ordinary course of business; or
    - c. in the form of materials or supplies to be consumed in the production process or in the rendering of services.
  - B. Inventories shall be accounted for in accordance with IAS 2.
  - C. Inventories shall be measured at the lower of cost and net realizable value. If the cost of inventories is higher than net realizable value, inventories shall be written down below cost to net realizable value, and the amount of the write-down shall be recognized as cost of sales in the period the write-down occurs.
  - D. Inventories provided as a pledge or security or used under the surveillance of creditors shall be noted.
12. Prepayments: Prepaid expenses and prepayments for purchase of materials.
13. Non-current assets held for sale:
- A. Any non-current asset, or asset included in a disposal group held for sale, that is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such disposal groups, and whose sale must be highly probable.
  - B. The measurement, presentation, and disclosure of non-current assets held for sale and disposal groups held for sale shall be made in accordance with IFRS 5.

C. When non-current assets or disposal groups classified as held for sale no longer meet the criteria in IFRS 5, they shall cease to be classified as held for sale.

D. When assets or disposal groups meet the definition of held for distribution to owners, they shall be reclassified from held for sale to held for distribution to owners, and shall be deemed an extension of the original disposal plan, and the classification, presentation, and measurement of the new disposal plan shall apply. When the assets or disposal groups classified as held for distribution to owners no longer meet the criteria in IFRS 5, they shall cease to be classified as held for distribution to owners.

14. Other current assets: Current assets not attributable to any of the classes above.

Non-current assets means tangible, intangible and financial assets of a long-term nature, other than assets classified as current. As a minimum, non-current assets shall include the following asset line items:

1. Investments accounted for using the equity method:

A. The valuation and presentation of investments accounted for using the equity method shall be made in accordance with IAS 28.

B. When investment gain or loss is recognized, if the financial reports prepared by an associate do not conform to these Regulations, those financial reports shall first be adjusted to achieve conformance before they may be used to recognize investment gain or loss. The financial reports of an associate used in applying the equity method shall be prepared as of the same date as that of the investor, and if prepared as of a different date, adjustments shall be made for the effects of significant transactions or events that occur between that date and the date of the investor's financial reports. In no case shall there be more than 3 months difference between the balance sheet date of the associate and that of the investor. If a CPA determines, pursuant to Statement of Auditing Standards No. 51, that an associate has a material effect on the fair presentation of the financial reports of an investor, the financial reports of the associate shall be audited by a CPA in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and generally accepted auditing standards.

C. If an investment accounted for using the equity method is pledged as collateral or otherwise subject to any restriction or limitation, that fact shall be noted.

2. Property, plant and equipment:

A. Tangible asset items, including bearer plants, that are held for use in the production or supply of goods, agricultural produce, or services, for rental to others, or for administrative purposes, and that are expected to be used during more than 1 financial year or 1 operating cycle.

B. Property, plant and equipment shall be subsequently measured using the cost model and accounted for in accordance with IAS 16.

C. Each component of property, plant and equipment that is significant shall be depreciated separately. The depreciation method used shall reflect the pattern in which the asset's future economic benefits are expected to be consumed. If that pattern cannot be determined reliably, the straight-line method shall be used. The depreciable amount should be allocated on a systematic basis over the asset's useful life.

D. When items of property, plant and equipment have different useful lives, or provide economic benefits in different ways, or are subject to different depreciation methods or depreciation rates, the notes to the financial reports shall show each class of their material components.

3. Right-of-use asset:

A. Means an asset that represents a lessee's right to use an underlying asset for the lease term.

B. A right-of-use asset shall be accounted for in accordance with IFRS 16.

4. Investment property:

A. Means property that is held by the owner or that is held by the lessee with the right of use, to earn rentals, or for capital appreciation, or both.

B. Investment property shall be accounted for in accordance with IAS 40, and investment property that is subsequently measured using the fair value model shall be subject to the following provisions:

- a. The income approach shall be used for the valuation of fair value. If, however, undeveloped land cannot be valued using the income approach, the land development analysis approach shall be adopted instead.
- b. When the income approach is used, it shall be subject to the following provisions:
- I. Cash flow: Cash flow shall be valued on the basis of existing lease contracts, rent at local market rates, or current market rents for similar comparable properties in the same location and condition, and overvalued and undervalued comparable properties shall be excluded. If there is a period-end value, the discounted present period-end value may be added.
- II. Analysis period: When there is no specified period for the income, the analysis period in principle shall not be longer than 10 years; when there is a specified period for the income, the income shall be estimated for the remainder of the specified period.
- III. Discount rate: The discount rate shall be determined using the risk premium approach only, with the calculation based on a certain interest rate, plus the estimate for the individual characteristics of the investment property. The language "based on a certain interest rate" means the interest rate may not be lower than the floating interest rate on a 2-year time deposit of a small amount, as posted by the Chunghwa Post Co., Ltd., plus 0.75 percentage points.
- c. Valuation of fair value shall be performed as follows:
- I. When the amount of any single item of investment property held is less than 20 percent of paid-in capital and NT\$300 million, valuation may be performed through an internal appraisal or outsourced appraisal.
- II. When the amount of any single item of investment property held is equal to or greater than 20 percent of paid-in capital or NT\$300 million, an appraisal report shall be obtained from a professional appraiser, or the property shall be appraised internally and a CPA engaged to issue a review opinion regarding the reasonableness of the appraisal.
- III. When the amount of any single item of investment property held is equal to or greater than 10 percent of total assets, appraisal reports shall be obtained from two or more professional appraisers, or an appraisal report shall be obtained from two appraisers at a joint appraiser's firm, or an appraisal report shall be obtained from a professional appraiser and a CPA engaged to issue a review opinion regarding the reasonableness of the appraisal.
- d. At the balance sheet date the issuer shall review and assess the validity of the appraisal of fair value based on the provisions below, in order to determine whether to issue a new appraisal report. For any property whose fair value meets the standards under c (II) or (III) of this item, an appraisal report from a professional appraiser and a CPA review opinion on the reasonableness of the appraisal shall be obtained at least once a year:
- I. If outsourced appraisal is adopted for the valuation of fair value, the issuer shall engage an appraiser to review the original appraisal report, or shall engage a CPA to issue a review opinion on the validity of the original review report.
- II. If internal appraisal is performed and a CPA is engaged to issue a review opinion on the reasonableness of the report, a CPA shall be engaged to issue a review opinion on the validity of the original internal appraisal report.
- III. If the property does not meet the level set out in these Regulations as requiring outsourcing of the appraisal or the issuance of a review opinion by a CPA, and the issuer performs an internal appraisal, then the issuer may itself assess the validity of the original appraisal report, or may engage a CPA to issue a review opinion on the validity of the original internal appraisal report.
- C. Disclosure of investment property that is subsequently measured using the fair value model, in addition to being handled in accordance with IAS 40, shall include the following information in the notes to the financial reports:
- a. Important terms of any existing lease contracts with respect to the subject property, rent at local market rates, and assessed current market rents for similar comparable properties in the same location and condition.
- b. The present condition of the investment property, the amounts of, and



changes in, the income generated in the past by the investment property, and the basis and reasons for the current projection of reasonable net income with respect to the investment property.

c. The method for determining the changes in the inflows and outflows of cash for each period in the future, and the basis for the determination.

d. The basis and reasons for adjusting and determining the capitalization rate or discount rate of the income.

e. Explanation of the appropriateness and reasonableness of the process for income value projection, parameters used in the calculation, and appraisal result.

f. When land development analysis approach is adopted, disclosure of the reason for the adoption, the key points of the land development analysis program, the projection of overall economic conditions, the expected total sales price, the rate of return, and the overall capital interest rate. If the above information substantially differs from that for prior periods, the issuer shall give the reason for the difference and the effect on the fair value.

g. If outsourced appraisal is adopted, additional disclosure of the information on the appraising office(s), name(s) of the appraiser(s), and appraisal date. If a CPA review opinion is issued, additional disclosure of the name of the CPA and the CPA's firm, the conclusion of the review report, and the date of the review report.

h. The valuation results of fair value obtained through outsourced appraisal and internal appraisal shall be disclosed separately. When a CPA has issued a review opinion on the reasonableness of the appraisal, it shall be indicated in a note.

D. When outsourced appraisal is adopted for the valuation of fair value, the appraisal shall be made by a certified ROC real estate appraiser who satisfies the following conditions, and shall be subject to the Real Estate Appraiser Act and the Regulations Governing Real Estate Appraisals with reference to the relevant Statements of Valuation Standards issued by the Accounting Research and Development Foundation (ARDF):

a. The appraiser must have at least 4 years of experience practicing in the field of real estate appraisal. An appraiser who graduated from an academic department equivalent to one devoted to real estate appraisal and obtained the graduation certificate must have at least 3 years of experience practicing in the field.

b. The appraiser has never received a fixed prison sentence or a more severe punishment from a court due to a crime involving fraud, breach of fiduciary duty, embezzlement, or forgery in the field of real estate appraisal business.

c. The appraiser does not have a record of poor credit in connection with negotiable instruments or with debt during the most recent 3 years nor have a record of being subject to disciplinary action by a real estate appraiser disciplinary board during the most recent 5 years.

d. The appraiser does not have a related party or substantive related party relationship with the issuer.

E. When internal appraisal is adopted for the valuation of fair value, the appraisal shall be performed in accordance with these Regulations and with reference to the relevant Statements of Valuation Standards issued by the ARDF, and shall also be subject to the following provisions:

a. Procedures for real estate appraisal shall be established and included in the internal control system. The procedures shall encompass the professional qualifications and conditions to be met by the appraising personnel, acquisition and analysis of information, appraisal of the value of the subject property, preparation of appraisal reports, and preservation of relevant documents.

b. An appraisal report shall present the information on which the appraisal is based and the reasons for the conclusion reached, and shall be signed by the personnel in charge. In addition, the appraisal report shall include at least the following: basic data on the subject property, effective date of the appraisal, transactions of comparable properties located in the area of the subject property, assumptions and restrictive conditions of the appraisal, method and implementation procedures of the appraisal, conclusion of the appraisal, and reporting date of the appraisal.

F. A CPA qualified pursuant to the provisions of the Certified Public

Accountant Act that issues a review opinion regarding the reasonableness of an issuer's outsourced appraisal or an internally produced appraisal report must meet the following conditions:

- a. The CPA has 4 or more years of experience in auditing and attesting the financial reports of issuers, or 4 or more years of experience in auditing and attesting financial reports combined with attendance at 90 or more hours of appraisal-related training, for which a qualification certificate has been obtained.
- b. The CPA has not committed any crime such as fraud, breach of fiduciary duty, misappropriation, or forgery of documents in connection with the auditing and attestation of the financial statements of an issuer or the issuance of a review opinion regarding the reasonableness of an appraisal of real property for which the CPA has been sentenced by a court to a fixed term of imprisonment or a more severe sentence.
- c. The CPA has no record of poor credit in negotiable instruments or debts during the most recent 3 years, and has not been subject to disciplinary action by the CPA Discipline Committee during the most recent 5 years.
- d. The CPA is not a related party or substantially related party of the issuer, of the appraiser who issued the appraisal report, or of an authorized person who signed/sealed an appraisal report produced internally by the issuer, and is not an auditing and attesting CPA for the financial reports of the issuer.

G. A CPA that issues a review opinion with respect to the reasonableness of an appraisal report that is outsourced by or produced internally by an issuer shall do so in compliance with these Regulations and the following provisions:

- a. Prior to accepting a case for review, the CPA shall carefully assess his or her own professional capabilities and training, practice experience, and independence. Prior to carrying out the review, the CPA shall have ample understanding of the provisions of laws and regulations relating to the production of financial reports, International Financial Reporting Standards, and real property appraisal that relate to the given review case. The CPA may not accept an engagement to issue a fair value conclusion.
- b. When undertaking a review case, the CPA shall plan and execute appropriate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the review opinion report. The related working procedures, data collected, and formulation of a conclusion shall be set out in detail in the review opinion working papers.
- c. When undertaking review procedures, the CPA shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the scope of the appraisal report, the sources of data used, the parameters and methods used in the appraisal, the information adopted for use in the appraisal and any investigation undertaken, any adjustments made by the appraisers, and the process of inference used in the appraisal, and confirm that they conform to these Regulations and other related laws and regulations. When reviewing an appraisal produced internally by an issuer, the CPA shall also undertake an item-by-item analysis of the design, and effectiveness of implementation, of the issuer's internal control system, including working procedures, for internally produced appraisals.
- d. When there is a major discrepancy between the assumptions, estimates, parameters, or information used in land development analyses, in an appraisal report outsourced by or internally produced by the issuer and those of an appraisal for the preceding period, the CPA shall perform an analysis to confirm that there is a reasonable basis for the discrepancy. The CPA shall provide reasons for any difference of opinion when the CPA's opinion differs from that of the real property appraiser or the internal appraisal personnel.
- e. The content of a review report shall include at a minimum the names and addresses of the party that commissioned the report, the CPA performing the review, and the firm to which the CPA belongs, the purpose and uses of the review, the major assumptions and limitations of the review case, the scope of review work performed, the principal information adopted in the review procedure, the review conclusion, and the date of the review report. The review shall also include a statement that the opinion is true and accurate, professional and independent, and in compliance with applicable

laws and regulations.

H. A subsidiary of the issuer that holds investment property shall also be subject to the provisions of this subparagraph.

I. If the shares issued by an issuer have no par value or a par value other than NT\$10 per share, the valuation threshold of 20 percent of paid-in capital applicable to any single item of investment property as set out in item B (c) of this paragraph shall be replaced by 10 percent of equity attributable to owners of the parent as stated in the balance sheet.

5. Intangible assets:

A. An identifiable non-monetary asset without physical substance that meets the definition of identifiability, control by an entity, and existence of future economic benefits.

B. Intangible assets shall be subsequently measured using the cost model and accounted for in accordance with IAS 38.

C. The amortization method used shall reflect the pattern in which the asset's future economic benefits are expected to be consumed by the entity. If that pattern cannot be determined reliably, the straight-line method shall be used. The amortized amount of an intangible asset shall be allocated on a systematic basis over its useful life.

6. Biological assets: A living animal or plant related to agricultural activity. Biological assets shall be accounted for in accordance with IAS 41. Bearer plants shall be classified into property, plant and equipment, and accounted for in accordance with IAS 16.

7. Deferred tax assets: The amounts of income taxes recoverable in future periods in respect of deductible temporary differences, the carryforward of unused tax losses, and the carryforward of unused tax credits.

8. Other non-current assets: Non-current assets not attributable to any of the classes above. Exploration and evaluation of such assets shall be subsequently measured using the cost model and accounted for in accordance with IFRS 6.

The accounting treatment and the recognition and measurement of loss allowances for the items described in the preceding two paragraphs in relation to financial assets measured at fair value through profit or loss, financial assets measured at fair value through other comprehensive income, financial assets measured at amortized cost, financial assets for hedging, notes receivable, trade receivables, and other receivables shall be in accordance with IFRS 9. Loss allowances shall be classified respectively as a deduction from financial assets measured at amortized cost, notes receivable, trade receivables, and other receivables. If those classifications are further subclassified, the loss allowances thereof shall also be presented respectively in the same manner.

An issuer shall assess at each balance sheet date whether there is any objective evidence of impairment for the items described in paragraph 4 in relation to investments accounted for using the equity method, property, plant and equipment, right-of-use assets, investment property measured using the cost model, intangible assets, and exploration and evaluation assets. If any such evidence exists, the issuer shall recognize the amount of any impairment loss in accordance with IAS 36. If the recoverable amount of non-financial assets is determined on the basis of fair value less costs of disposal, disclose the extra information regarding the fair value measurement, including the level of the fair value hierarchy, the valuation techniques, the key assumptions. If the recoverable amount is determined on the basis of value in use, disclose the discount rate for fair value measurement.

With respect to the items described in paragraphs 3 and 4 in relation to financial assets measured at fair value through profit or loss, financial assets measured at fair value through other comprehensive income, financial assets measured at amortized cost, financial assets for hedging, notes receivable, trade receivables, other receivables, non-current assets held for sale, investment property, and biological assets, the measurement and disclosure of fair value shall be made in accordance with IFRS 13.

The items described in paragraphs 3 and 4 in relation to financial assets measured at fair value through profit or loss, financial assets measured at fair value through other comprehensive income, financial assets measured at amortized cost, financial assets for hedging, contract assets, and biological assets shall be distinguished as current and non-current based

on liquidity.

#### Article 10

Liabilities shall be properly classified. Current and non-current liabilities shall be distinguished, except when a presentation of all liabilities in order of liquidity provides information that is reliable and more relevant.

For each liability line item, the total amount expected to be settled within 12 months after the balance sheet date and the total amount expected to be settled more than 12 months after the balance sheet date shall be separately presented in the financial reports or disclosed in the notes. Current liability means that the entity expects to settle the liability in its normal operating cycle; that it holds the liability primarily for the purpose of trading; that it expects to settle the liability when due within 12 months after the balance sheet date, even if an agreement to refinance or to reschedule payments on a long-term basis is completed after the balance sheet date and before the financial reports are authorized for issue; or that it does not have an unconditional right to defer settlement of the liability for at least 12 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. As a minimum, current liabilities shall include the following liability line items:

1. Short-term borrowings:

A. Includes short-term borrowings from banks, overdrafts, and other short-term borrowings.

B. For short-term borrowing, the nature of the borrowing, the guarantee status, and the interest rate range shall be noted based on the type of borrowing. If collateral is provided, the name and carrying amount of the collateral shall be noted.

C. Borrowings from financial institutions, shareholders, employees, related parties, and other individuals or institutions shall be separately noted.

2. Short-term bills payable:

A. Short-term bills issued through financial institutions to acquire funds from the money market, including commercial paper payable and bankers' acceptances.

B. Short-term bills payable shall be measured at amortized cost using the effective interest method. However, short-term bills payable with no stated interest rate may be measured at the original face amount if the effect of discounting is immaterial.

C. For short-term bills payable, the guarantor or accepting institution and the interest rate shall be noted. If collateral is provided, the name and carrying amount of the collateral shall be noted.

3. Financial liabilities at fair value through profit or loss - current:

A. Financial liabilities held for trading:

a. Liabilities that are incurred principally for the purpose of repurchasing them in the near term.

b. Liabilities that, upon initial recognition, are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking.

c. Liabilities that are derivative financial liabilities, except for financial guarantee contracts or derivative financial liabilities that are designated and effective hedging instruments.

B. Financial liabilities at fair value through profit or loss..

C. Financial liabilities at fair value through profit or loss shall be measured at fair value. However, with respect to a financial liability designated as at fair value through profit or loss, if the amount of change in the fair value of the financial liability is attributable to change in the credit risk, it shall be recognized in other comprehensive income, unless for the purpose of avoiding accounting mismatch or in the case of loan commitments and financial guarantee contracts, under which circumstances the amount of changes in fair value shall be recognized in profit or loss.

4. Financial liabilities for hedging - current: A financial liability that is a designated and effective hedging instrument under hedge accounting requirements.

5. Contract liability: Means an entity's obligation to transfer goods or services to a customer for which the entity has received or is entitled to receive consideration from the customer under the terms and conditions of a contract.

6. Notes payable: Means all notes payable:

A. Notes payable shall be measured at amortized cost using the effective interest method. However, short-term notes payable with no stated interest rate may be measured at the original invoice amount if the effect of discounting is immaterial.

B. Notes payable arising from operating activities shall be presented separately from notes payable arising from non-operating activities.

C. Notes payable to banks or related parties in significant amounts shall be presented separately.

D. If collateral has been provided for notes payable, the name and carrying amount of the collateral shall be noted.

E. Notes used for refundable deposits that can be recovered for cancellation upon termination of the guarantee obligation need not be presented as current liabilities, provided that the nature and amount of the guarantee shall be indicated in the notes to the financial reports.

7. Trade payables:

A. Liabilities incurred for purchase of materials or supplies, goods, or services on credit.

B. Trade payables shall be measured at amortized cost using the effective interest method. However, short-term trade payables with no stated interest rate may be measured at the original invoice amount if the effect of discounting is immaterial.

C. Trade payables arising from operating activities shall be presented separately from other payables arising from non-operating activities.

D. Payables to related parties in significant amounts shall be presented separately.

E. If collateral has been provided for trade payables, the name and carrying amount of the collateral shall be noted.

8. Other payables: Payables other than notes payable and trade payables, such as tax payable, accrued payroll, and dividends payable. For dividends and bonuses payable passed by resolution of the shareholders meeting, the distribution method and scheduled payment date, if determined, shall be disclosed.

9. Current tax liabilities: Unpaid tax for current and prior periods.

10. Provisions - current:

A. Means any liability of uncertain timing or amount.

B. Provisions shall be accounted for in accordance with IAS 37.

C. A provision shall be recognized when an issuer has a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

D. An issuer shall disaggregate provisions into provisions for employee benefits and other items in the notes to the financial reports.

11. Liabilities directly associated with non-current assets held for sale: Any liability included in a disposal group held for sale that is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such disposal groups, and whose sale must be highly probable.

12. Other current liabilities: Current liabilities not attributable to any of the classes above.

Non-current liabilities means liabilities other than current liabilities.

As a minimum, non-current liabilities shall include the following liability line items:

1. Bonds payable (including overseas bonds): Bonds issued by an issuer.

A. For issued bonds, the total approved amount, interest rate, maturity date, name of collateral, carrying amount, issuing area, and other relevant terms and restrictions shall be noted in the notes to the financial reports. If the bonds are convertible bonds, the method of conversion and amounts already converted shall also be noted.

B. Premiums and discounts on bonds payable are valuations of bonds payable. They shall be presented as an addition to or deduction from bonds payable,

and shall also be amortized, as an adjustment to interest expenses, using the effective interest method during the period of bond circulation.

2. Long-term borrowings:

A. Includes long-term borrowings from banks and other long-term borrowings or borrowings repaid in installments. For long-term borrowings, the content, maturity date, interest rate, name of collateral, carrying amount, and any other important restriction terms shall be noted.

B. For a long-term borrowing repaid in a foreign currency or in an amount translated at a foreign exchange rate, the name and amount of such foreign currency shall be noted.

C. Long-term borrowings from shareholders, employees, and related parties shall be noted separately.

D. Long-term notes payable and other long-term payables shall be measured at amortized cost using the effective interest method.

3. Lease liabilities:

A. Means the present value of the lease payments that the lessee has not paid.

B. Lease liabilities shall be accounted for in accordance with IFRS 16.

4. Deferred tax liabilities: The amounts of income taxes payable in future periods in respect of taxable temporary differences.

5. Other non-current liabilities: Non-current liabilities not attributable to any of the classes above.

The items described in the preceding two paragraphs in relation to financial liabilities at fair value through profit or loss, financial liabilities for hedging, notes payable, trade payables, and other payables shall be accounted for in accordance with IFRS 9.

With respect to the items described in paragraphs 3 and 4 in relation to financial liabilities at fair value through profit or loss, financial liabilities for hedging, notes payable, trade payables, other payables, liabilities directly associated with non-current assets held for sale, bonds payable, and long-term borrowings, the measurement and disclosure of fair value shall be made in accordance with IFRS 13.

The items described in paragraphs 3 and 4 in relation to financial liabilities at fair value through profit or loss, contract liability, financial liabilities for hedging, lease liabilities, and provisions shall be distinguished as current and non-current based on liquidity.

Article 11

Equity items, their components, and information to be disclosed in the balance sheet are as follows:

1. Equity attributable to owners of the parent:

A. Share capital:

a. Capital contributed by shareholders to an issuer and registered with the competent authority in charge of company registration, but excluding preferred shares in the nature of liabilities.

b. For share capital, the classes, par value per share, the number of shares authorized, the number of shares issued and fully paid, a reconciliation of the number of shares outstanding at the beginning and at the end of the period, the rights, preferences and restrictions attaching to each class of share capital, shares in the issuer held by the issuer or by its subsidiaries or associates, shares reserved for issue (or for transfer or conversion) under options and contracts for the sale of shares, and special conditions shall be disclosed in the notes.

c. If convertible preferred shares or overseas depositary receipts are issued, the issuing area, issuance and conversion methods, converted amount, and special conditions shall be disclosed.

B. Capital surplus: Means the equity components of financial instruments issued by an issuer or premiums resulting from share capital transactions between an issuer and its owners, and typically includes premium in excess of the par value of the shares issued, donated surplus, and others arising as a result of regulatory provisions associated with these Regulations.

Capital surpluses shall be presented separately according to their nature; if there is any restriction on their use, the restriction shall be disclosed in the notes.

C. Retained earnings (or accumulated deficit): Equity resulting from operating activities, including legal reserves, special reserves, and

undistributed earnings (or deficit to be offset).

- a. Legal reserve: A fixed-percentage reserve appropriated as required by the Company Act.
- b. Special reserve: A reserve appropriated from earnings in accordance with the requirements of applicable laws and regulations, contracts, or articles of incorporation, or as resolved at shareholders meetings.
- c. Undistributed earnings (or deficit to be offset): Undistributed and unappropriated earnings ("deficit to be offset" is deficit not yet offset).
- d. An earnings distribution or offsetting of deficit shall not be accounted for unless and until approved by a shareholders meeting. However, when an earnings distribution or offsetting of deficit has been proposed, such shall be disclosed in the notes to the financial reports for the current period.
- D. Other equity: Includes the accumulated balances of exchange differences resulting from translating the financial statements of a foreign operation, of unrealized gains or losses from financial assets measured at fair value through other comprehensive income, gains and losses on hedging instruments, and of revaluation surplus.
- E. Treasury shares: Treasury shares shall be accounted for using the cost method and presented as a deduction from equity. The number of shares shall be noted.

## 2. Non-controlling interest:

A. Means the equity in a subsidiary not attributable, directly or indirectly, to a parent.

B. For each business combination, the components of non-controlling interest in the acquiree shall be measured in accordance with IFRS 3.

C. An issuer shall disclose information on any subsidiary in which the issuer has a non-controlling interest of materiality and on the non-controlling interest in accordance with IFRS 12.

An issuer may elect to recognize the remeasurements of defined benefit plans in retained earnings or other equity, and disclose the accounting policy in the notes. Remeasurements of defined benefit plans that have been recognized in other equity may not be reclassified into profit or loss or transferred into retained earnings in a subsequent period.

## Section II Statement of Comprehensive Income

### Article 12

An issuer shall present all items of income and expense recognized in a period in a single statement of comprehensive income displaying components of profit or loss and components of other comprehensive income.<br />

An issuer shall present revenues and expenses recognized in profit or loss under the preceding paragraph using a classification based on their function, and shall also disclose additional information on the nature of these items, including depreciation and amortization expense and employee benefits expense.<br />

When items of income or expense are material, an issuer shall disclose their nature and amount separately in the statement of comprehensive income or in the notes.<br />

As a minimum, the statement of comprehensive income shall include the following line items:<br />

#### 1. Revenue:

A. Operating revenue: Includes revenue arising from transfer of goods and services.

B. Other revenue: Includes revenue arising from the use by others of entity assets yielding interest, royalties and dividends.

C. The recognition and measurement of revenue from contracts with customers shall be made in accordance with IFRS 15. If an entity controls specific goods or services before it transfers the goods or services to its customer, , it shall recognize the revenue based on the gross amount; otherwise, it shall recognize the revenue based on the net amount.

2. Operating costs: The costs to be borne for the transfer of goods or services to the customers during the period.

3. Net profit or loss upon derecognition of financial assets measured at amortized cost: Means the net profit or loss that arises when an entity derecognizes from its books financial assets measured at amortized cost

that it had originally recognized.

4. Finance costs: Include interest on liabilities, gains or losses from fair value hedging instruments and adjustment to the hedged items, and changes in the fair value of cash flow hedging instruments as reclassified from equity to profit or loss, with the portion eligible for capitalization being deducted.

5. Expected credit impairment loss (or gain): The expected amount of credit loss (or reversal) according to IFRS 9.

6. Share of the profit or loss of associates and joint ventures accounted for using the equity method: The profit or loss of associates and interests in joint ventures that an issuer recognizes using the equity method according to its share in the associates and the interests in joint ventures.

7. Net profit or loss upon reclassification of financial assets: Means one of the following conditions, in accordance with IFRS 9:

A. Net profit (or loss) that arises when financial assets are reclassified from being measured at amortized cost to being measured at fair value through profit or loss.

B. Cumulative net profit (or loss) that arises when financial assets are reclassified from being measured at fair value through other comprehensive income to being measured at fair value through profit or loss.

8. Tax expense (benefit): The aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

9. Profit or loss of discontinued operations:

A. The post-tax profit or loss of discontinued operations and the post-tax gain or loss recognized on the measurement to fair value less costs to sell or on the disposal of the assets or disposal group(s) constituting the discontinued operation.

B. The presentation and disclosure of profit or loss of discontinued operations shall be made in accordance with IFRS 5.

10. Profit or loss during the period: Earnings or deficit in the current reporting period.

11. Other comprehensive income: Means each component of other comprehensive income classified by nature, including share of the other comprehensive income of associates and joint ventures accounted for using the equity method:

A. Items that may be subsequently reclassified into profit or loss: Include exchange differences resulting from translating the financial statements of a foreign operation, unrealized valuation gains and loss from debt investment instruments measured at fair value through other comprehensive income, and gains and loss on hedging instruments.

B. Items not to be reclassified into profit or loss: Include revaluation surplus, unrealized valuation gains and loss from equity investment instruments measured at fair value through other comprehensive income, remeasurements of defined benefit plans, and gains and loss on hedging instruments.

12. Total comprehensive income.

13. Allocations of profit or loss during the period attributable to non-controlling interest and owners of the parent.

14. Allocations of total comprehensive income during the period attributable to non-controlling interest and owners of the parent.

15. Earnings per share:

A. Basic and diluted earnings per share for profit or loss from continuing operations attributable to the ordinary equity holders of the parent entity and for profit or loss attributable to the ordinary equity holders of the parent entity.

B. The calculation and presentation of earnings per share shall be made in accordance with IAS 33.

### Section III Statement of Changes in Equity

#### Article 13

As a minimum, the statement of changes in equity shall include the following:

1. total comprehensive income during the period, showing separately the



total amounts attributable to owners of the parent and to non-controlling interest;

2. for each component of equity, the effects of retrospective application or retrospective restatement recognized in accordance with IAS 8; and
3. for each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing changes resulting from:
  - A. net profit (or net loss) for the period;
  - B. other comprehensive income; and
  - C. transactions with owners in their capacity as owners, showing separately contributions by and distributions to owners and changes in ownership interests in subsidiaries that do not result in a loss of control.

An issuer shall present, either in the statement of changes in equity or in the notes, the amount of dividends recognized as distributions to owners during the period, and the related amount of dividends per share.

#### Section IV Statement of Cash Flows

##### Article 14

A statement of cash flows provides users of financial statements with a basis to assess the ability of the issuer to generate cash and cash equivalents and the needs of the issuer to utilize those cash flows. Namely, it presents, through inflows and outflows of cash and cash equivalents, a summary report on the operating, investing and financing activities of the entity during the period. The presentation and disclosure of cash flow information shall be made in accordance with IAS 7.

#### Section V Notes

##### Article 15

To meet the objective of presenting full and complete information about the financial position, financial performance, and cash flows of an issuer, financial reports shall contain explanatory notes disclosing the following:

1. Company history and scope of business operations.
2. A statement that the financial reports comply with these Regulations, applicable laws and regulations (giving the title of the laws or regulations), as well as IFRS, IAS, IFRIC Interpretations, and SIC Interpretations.
3. The date when the financial reports were authorized for issue and the process involved in authorizing the financial reports for issue.
4. The effect or impact that may arise when it has or has not applied a new or revised IFRS, IAS, IFRIC Interpretation, or SIC Interpretation endorsed by the FSC.
5. A summary of significant accounting policies used that are relevant to an understanding of the financial reports, and the measurement basis (or bases) used in preparing the financial reports.
6. Significant accounting judgments, estimations, and assumptions, as well as information about the assumptions it makes and other major sources of estimation uncertainty.
7. Objectives, policies and processes for managing capital, and any change in capital structure, including funding, liability, and equity.
8. If for a special reason there is a change in accounting treatment, thus affecting the comparison of financial data between two successive periods, the reason for the change and its effect on the financial reports shall be noted.
9. If it is necessary to provide the basis of valuation for any amount, financial instrument, or other item presented in the financial reports, that basis of valuation shall be noted.
10. If any item presented in the financial reports is subject to any legal, regulatory, contractual, or other restriction, the circumstances and timing of the restriction and other related information shall be noted.
11. Criteria for classifying assets and liabilities into current and non-current.
12. Material contingent liabilities and unrecognized contractual commitments.
13. Financial risk management objectives and policies.

14. Long-term and short-term borrowings.
15. The addition, expansion, construction, lease, obsolescence, idling, sale, transfer, or long-term renting of major assets.
16. Principal investments in other enterprises.
17. Significant transactions with related parties.
18. Losses due to major disasters.
19. Any research and development project funded by another party and the amount.
20. Major litigation pending or concluded.
21. The signing, completion, avoidance, or lapse of major contracts.
22. Information about financial instruments. The information shall be disclosed in accordance with IFRS 7, including disclosure of the significance of financial instruments for the entity's financial position and performance; qualitative and quantitative disclosures describing risk exposures arising from financial instruments.
23. Comprehensive information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers shall be disclosed in accordance with IFRS 15, including details of revenue recognized from contracts with customers, contract balances, contract obligations, significant judgments and changes in the judgments, and any assets recognized from the costs to obtain or fulfil a contract with a customer.
24. Relevant information about leases. The information shall be disclosed in accordance with IFRS 16, including disclosure of information that gives a basis for users of the financial statements to assess the effect that the leases have on the financial position, financial performance, and cash flows of the issuer, and relevant qualitative and quantitative information about its leasing activities.
25. Information about employee benefits. The information shall be disclosed in accordance with IAS 19, and shall include the influence of defined benefit plans on the amount, timing, certainty of future cash flows, actuarial losses arising from changes in demographic assumptions and financial assumptions, and the expected contributions in the next reporting period in the following financial year.
26. Segment financial information. Information shall be disclosed in accordance with IFRS 8, including types of goods and services sold or rendered by each reportable segment, revenue, and gains and losses.
27. Information on investment in the Mainland Area.
28. Information about investments in derivative instruments.
29. When subsidiaries hold shares in the parent, the names of the subsidiaries and the shareholdings, amounts, and reasons shall be separately presented.
30. In the case of private placement of securities, the type, issue date, and amount shall be disclosed.
31. Major organizational adjustments and significant management reforms.
32. Material effects of changes in government laws and regulations.
33. Fair value information. The information shall be disclosed in accordance with IFRS 13, and shall include information on recurring or non-recurring fair value measurement of assets and liabilities, inputs such as fair value valuation technique and parameters or assumptions used in fair value measurement, and Level 3 of fair value hierarchy.
34. Foreign-currency-denominated assets and liabilities that have significant influence: Include the amount of risk exposure, currency, and exchange rate for monetary and non-monetary items denominated in foreign currencies, and the foreign exchange gains or losses on monetary items.
35. Supporting information for items presented in the balance sheet and in the statements of comprehensive income, of changes in equity and of cash flows, or other necessary descriptions essential for avoiding misunderstanding by users or for the fair presentation of the financial reports.

#### Article 16

Financial reports shall include explanatory notes on the following subsequent events that occur between the balance sheet date and the date when the financial reports are authorized for issue:

1. Change in capital structure.

2. Large long-term or short-term borrowings.
3. The addition, expansion, construction, lease, obsolescence, idling, sale, pledge, transfer, or long-term renting of major assets.
4. Significant changes in production capacity.
5. Significant changes in production and sales policies.
6. Principal investments in other enterprises.
7. Losses due to major disasters.
8. Major litigation pending or concluded.
9. The signing, completion, voidance, or lapse of major contracts.
10. Major organizational adjustments and significant management reforms.
11. Material effects of changes in government laws and regulations.
12. Other major events or measures capable of affecting future financial position, financial performance, and cash flows.

#### Article 17

An issuer shall separately disclose in the notes to the financial reports information on the following events between the issuer and its subsidiaries during the current period, and on parent-subsidiary transactions:

1. Information on significant transactions:
  - A. Lending funds to others.
  - B. Providing endorsements or guarantees for others.
  - C. Holding of securities at the end of the period (excluding the portion held due to investment in a subsidiary or an associate, and the portion held due to an interest in a joint venture).
  - D. Aggregate purchases or sales of the same securities reaching NT\$300 million or 20 percent of paid-in capital or more.
  - E. Acquisition of real estate reaching NT\$300 million or 20 percent of paid-in capital or more.
  - F. Disposal of real estate reaching NT\$300 million or 20 percent of paid-in capital or more.
  - G. Purchases or sales of goods from or to related parties reaching NT\$100 million or 20 percent of paid-in capital or more.
  - H. Accounts receivable from related parties reaching NT\$100 million or 20 percent of paid-in capital or more.
  - I. Trading in derivative instruments.
  - J. Others: The business relationship between the parent and the subsidiaries and between each subsidiary, and the circumstances and amounts of any significant transactions between them.
2. Information on investees:
  - A. If the issuer directly or indirectly exercises significant influence or control over, or has a joint venture interest in, an investee company not in the Mainland Area, it shall disclose information on the investee company, showing the name, location, principal business activities, original investment amount, shareholding at the end of the period, profit or loss for the period, and recognized investment gain or loss.
  - B. The issuer is exempted from the requirements of items A to D of the preceding subparagraph when the investee company it controls directly or indirectly is a financial, insurance, or securities enterprise.
3. Information on investments in the Mainland Area:
  - A. If the issuer directly or indirectly exercises significant influence or control over, or has a joint venture interest in, an investee company in the Mainland Area, it shall disclose information on the investee company, showing the name, principal business activities, paid-in capital, method of investment, inward and outward remittance of funds, shareholding ratio, profit or loss for the period and recognized investment gain or loss, carrying amount of the investment at the end of the period, repatriated investment gains, and limit on the amount of investment in the Mainland Area.
  - B. Any of the following significant transactions with investee companies in the Mainland Area, either directly or indirectly through a third area, and their prices, payment terms, and unrealized gains or losses:
    - a. The amount and percentage of purchases and the balance and percentage of the related payables at the end of the period.
    - b. The amount and percentage of sales and the balance and percentage of the related receivables at the end of the period.
    - c. The amount of property transactions and the amount of the resultant

gains or losses.

d. The balance of negotiable instrument endorsements or guarantees or pledges of collateral at the end of the period and the purposes.

e. The highest balance, the end of period balance, the interest rate range, and total current period interest with respect to financing of funds.

f. Other transactions that have a material effect on the profit or loss for the period or on the financial position, such as the rendering or receiving of services.

C. When the issuer recognizes investment gain or loss using the equity method or prepares consolidated financial statements with respect to a Mainland Area investee company, the recognition or preparation shall be made based on the investee company's financial reports audited and certified by an international accounting firm having a business cooperation relationship with an R.O.C. accounting firm, provided that when preparing interim consolidated financial reports, the recognition or preparation may be made based on the investee company's financial reports reviewed by an international accounting firm having a business cooperation relationship with an R.O.C. accounting firm.

If the shares issued by an issuer have no par value or a par value other than NT\$10 per share, the threshold transaction amount of 20 percent of paid-in capital as set out in subparagraph 1, items D to H of the preceding paragraph shall be replaced by 10 percent of equity attributable to owners of the parent as stated in the balance sheet.

The amounts or balances of the transactions referred to in paragraph 1, subparagraph 3, item B shall be presented separately if they reach 10 percent or more of the issuer's total transaction amount or balance of that respective category, but otherwise they may be presented in the aggregate.

#### Article 18

An issuer shall fully disclose information on related party transactions in accordance with IAS 24, and the following provisions shall be complied with:

1. The name and relationship of the related party shall be presented.
2. The transaction amount or balance of any single related party reaches 10 percent or more of the issuer's total transaction amount or balance of that type of transaction, the name of each such related party shall be individually presented.

In considering whether a counterparty is a related party, attention shall be directed to the substance of the relationship in addition to the legal form. Unless it can be established that no control, joint control, or significant influence exists, a party falling within any of the following shall be deemed to have a substantive related party relationship, and relevant information shall be disclosed in the notes to the financial reports in accordance with IAS 24:

1. An affiliated enterprise within the meaning given in Chapter VI-I of the Company Act, and any of its directors, supervisors, and managerial officers.
2. A company or institution governed by the same general management office as the issuer, and any of its directors, supervisors, and managerial officers.
3. A person holding the position of manager or higher in the general management office.
4. A company or institution shown as an affiliated enterprise in the issuer's publications or public announcements.
5. Where the board chairman or president of another company or institution is the same person as the board chairman or president of the issuer, or is the spouse or a relative within the second degree or closer of the board chairman or president of the issuer.

#### Section VI Titles of Financial Statements

##### Article 19

Titles and forms of financial statements are as follows:

1. Balance sheet (Forms 1 and 1-1).
2. Statement of comprehensive income (Forms 2 and 2-1).
3. Statement of changes in equity (Form 3).

4. Statement of cash flows (Form 4).
5. Schedules to the financial reports (Forms 5-1 to 5-11).

### Chapter III Interim Financial Reports

#### Article 20

Interim financial reports shall include interim financial reports for each of the following periods:

1. Balance sheets as of the end of the current interim period, as of the end of the immediately preceding financial year, and as of the end of the comparable interim periods of the immediately preceding financial year.
2. Statements of comprehensive income for the current interim period, for the current financial year to the end of the current interim period, for the comparable interim periods of the immediately preceding financial year, and for the immediately preceding financial year to the end of the comparable interim periods.
3. Statement of changes in equity for the current financial year to date, with a statement of changes in equity for the same period of the immediately preceding financial year.
4. Statement of cash flows for the current financial year to date, with a statement of cash flows for the same period of the immediately preceding financial year.

Interim financial reports shall disclose events or transactions of materiality that have occurred since the date of the end of the reporting period of the immediately preceding financial year; the disclosure shall be made in accordance with IAS 34, and shall include the following information:

1. Possible impact that the application of newly issued or revised standards or interpretations will have on the issuer, as required to be disclosed in accordance with IAS 8.
2. Qualitative and quantitative disclosure of risks arising from financial instruments, including credit risk, liquidity risk, and market risk, and management of such risks.
3. Aged analysis of notes receivable and trade receivables, and changes in loss allowances.
4. Foreign-currency-denominated assets and liabilities that have significant influence, including the amount of risk exposure, currency, and exchange rate for monetary and non-monetary items denominated in foreign currencies, and the foreign exchange gains or losses on monetary items.
5. Sensitivity analysis of exchange rate risk for monetary items denominated in foreign currencies.

### Chapter IV Parent Company Only Financial Reports

#### Article 21

An issuer preparing parent company only financial reports shall apply accounting treatment conforming to the requirements of Chapter II of these Regulations, except when it has control or significant influence over, or a joint venture interest in, an invested company, in which case it shall value the long-term equity investment using the equity method.

The profit or loss during the period and other comprehensive income presented in parent company only financial reports shall be the same as the allocations of profit or loss during the period and of other comprehensive income attributable to owners of the parent presented in the financial reports prepared on a consolidated basis, and the owners' equity presented in the parent company only financial reports shall be the same as the equity attributable to owners of the parent presented in the financial reports prepared on a consolidated basis.

#### Article 22

An issuer preparing parent company only financial reports is not required to prepare segment information within the scope of IFRS 8.

#### Article 23

An issuer preparing parent company only financial reports shall prepare statements of major accounting items.

Titles and forms of statements of major accounting items are as follows:

1. Statements of assets, liabilities, and equity items:
  - A. Statement of cash and cash equivalents (Form 6-1).
  - B. Statement of financial assets measured at fair value through profit or loss - current (Form 6-2).
  - C. Statement of financial assets measured at fair value through other comprehensive income - current (Form 6-3).
  - D. Statement of financial assets for hedging - current (Form 6-4).
  - E. Statement of financial assets measured at amortized cost - current (Form 6-6).
  - F. Statement of notes receivable (Form 6-7).
  - G. Statement of trade receivables (Form 6-8).
  - H. Statement of other receivables (Form 6-9).
  - I. Statement of inventories (Form 6-10).
  - J. Statement of biological assets - current (Form 6-11).
  - K. Statement of prepayments (Form 6-12).
  - L. Statement of non-current assets held for sale (Form 6-13).
  - M. Statement of other current assets (Form 6-14).
  - N. Statement of changes in financial assets measured at fair value through profit or loss - non-current (Form 6-15).
  - O. Statement of financial assets measured at fair value through other comprehensive income - non-current (Form 6-16).
  - P. Statement of financial assets for hedging - non-current (Form 6-18).
  - Q. Statement of financial assets measured at amortized cost - non-current (Form 6-20)
  - R. Statement of changes in investments accounted for using the equity method (Form 6-21).
  - S. Statement of changes in accumulated impairment of investments accounted for using the equity method (Form 6-22).
  - T. Statement of changes in property, plant and equipment (Form 6-23).
  - U. Statement of changes in accumulated depreciation of property, plant and equipment (Form 6-24).
  - V. Statement of changes in accumulated impairment of property, plant and equipment (Form 6-25).
  - W. Statement of changes in right-of-use assets (Form 6-26).
  - X. Statement of changes in accumulated depreciation of right-of-use assets (Form 6-27).
  - Y. Statement of changes in accumulated impairment of right-of-use assets (Form 6-28).
  - Z. Statement of changes in investment property (Form 6-29).
  - AA. Statement of changes in accumulated depreciation of investment property (Form 6-30).
  - AB. Statement of changes in accumulated impairment of investment property (Form 6-31).
  - AC. Statement of changes in intangible assets (Form 6-32).
  - AD. Statement of deferred tax assets (Form 6-33).
  - AE. Statement of biological assets - non-current (Form 6-34).
  - AF. Statement of other non-current assets (Form 6-35).
  - AG. Statement of short-term borrowings (Form 7-1).
  - AH. Statement of short-term bills payable (Form 7-2).
  - AI. Statement of financial liabilities at fair value through profit or loss - current (Form 7-3).
  - AJ. Statement of financial liabilities for hedging - current (Form 7-4).
  - AK. Statement of notes payable (Form 7-6).
  - AL. Statement of trade payables (Form 7-7).
  - AM. Statement of other payables (Form 7-8).
  - AN. Statement of provisions - current (Form 7-9).
  - AO. Statement of liabilities directly associated with non-current assets held for sale (Form 7-10).
  - AP. Statement of other current liabilities (Form 7-11).
  - AQ. Statement of changes in financial liabilities at fair value through profit or loss - non-current (Form 7-12).
  - AR. Statement of financial liabilities for hedging - non-current (Form 7-13).
  - AS. Statement of bonds payable (Form 7-14).
  - AT. Statement of long-term borrowings (Form 7-15).

- AU. Statement of lease liabilities (Form 7-16).
  - AV. Statement of provisions - non-current (Form 7-17).
  - AW. Statement of deferred tax liabilities (Form 7-18).
  - AX. Statement of other non-current liabilities (Form 7-19).
  - 2. Statements of profit or loss items:
    - A. Statement of operating revenue (Form 8-1).
    - B. Statement of operating costs (Form 8-2).
    - C. Statement of selling expenses (Form 8-3).
    - D. Statement of administrative expenses (Form 8-4).
    - E. Statement of the net amount of other revenues and gains and expenses and losses (Form 8-5).
    - F. Statement of finance costs (Form 8-6).
    - G. Summary statement of current period employee benefits, depreciation, depletion and amortization expenses by function (Form 8-7).
- An entity may determine, having regard to the concept of materiality, whether or not to separately present the statements of assets, liabilities, and equity items described in subparagraph 1 of the preceding paragraph.

## Chapter V Consolidated Financial Statements and Business Combinations

### Article 24

The preparation and presentation of consolidated financial statements covering affiliated enterprises shall be made in accordance with the Regulations Governing Preparation of Consolidated Business Reports Covering Affiliated Enterprises, Consolidated Financial Statements Covering Affiliated Enterprises, and Reports on Affiliations adopted by the FSC. If, pursuant to the Regulations Governing Preparation of Consolidated Business Reports Covering Affiliated Enterprises, Consolidated Financial Statements Covering Affiliated Enterprises, and Reports on Affiliations, the entities that must be included in preparing the consolidated financial statements covering affiliated enterprises are entirely the same as those that IFRS 10 requires to be included in preparing the consolidated financial report comprising the parent and its subsidiaries, and if the required disclosures to be made in the consolidated financial statements covering affiliated enterprises are already made in the consolidated financial report comprising the parent and its subsidiaries, then the consolidated financial statements covering affiliated enterprises need not be prepared, provided that a statement to that effect is made and presented on the front page of the consolidated financial report.

### Article 24-1

When an issuer engages in business combination, it shall determine the actual acquirer and whether it is an actual transfer of control in accordance with IFRS 3. Except where otherwise provided, it shall measure the acquiree's identifiable assets and liabilities at fair value on the date of acquisition, and recognize goodwill or a gain from a bargain purchase. The date of acquisition means the date when the acquirer obtains control from the acquiree.

If any investment property or interest in joint operations that the issuer acquires and obtains constitutes a "business" as defined under IFRS 3, it shall be handled in accordance with the preceding paragraph.

### Article 24-2

Goodwill which is recognized in connection with a business combination shall be tested for impairment at least annually in accordance with IAS 36. If there is any significant difference between the actual operation conditions of the acquired company after the business combination and the expected benefits at the time of acquisition, it shall be disclosed in the notes.

## Chapter VI First-time Adoption

### Article 25

IFRS 1 applies when an issuer first adopts IFRS.

Except when electing to use the deemed cost exemption in accordance with Article 26 below, the issuer shall apply IAS 40, IAS 16, IAS 38, and IFRS 6

retrospectively to investment property, property, plant and equipment not classified as for investment or held for sale, intangible assets, and exploration and evaluation assets in accordance with the preceding paragraph at the date of transition to IFRS.

#### Article 26

An issuer electing to use the deemed cost exemption described in IFRS 1 shall be subject to the following:

1. If electing to use the fair value of an item of investment property as its deemed cost, the issuer shall do so in accordance with Article 9, paragraph 4, subparagraph 4.
2. For an item of investment property that does not fall within the scope of the preceding subparagraph allowing the use of fair value as deemed cost, of property, plant and equipment not classified as for investment or held for sale, of intangible assets, or of exploration and evaluation assets, the issuer may only elect to use a previous GAAP revaluation of that item as deemed cost at the date of the revaluation.

#### Article 27

(Deleted)

### Chapter VII Joint Arrangements

#### Article 28

Joint arrangements are either joint operations or joint ventures, and have the following characteristics:

1. All of the parties are bound by a contractual arrangement.
2. The contractual arrangement gives two or more of those parties joint control of the arrangement.

When a joint arrangement is a joint operation, the assets, liabilities, revenues, and expenses relating to the joint operation shall be recognized in accordance with these Regulations, applicable IFRSs, and contractual agreement.

When a joint arrangement is a joint venture, the interest in the joint venture shall be accounted for using the equity method pursuant to Article 9, paragraph 4, subparagraph 1 and IAS 28.

### Chapter VIII Supplementary Provisions

#### Article 29

The regulatory submissions of financial reports and related supplementary documents that an issuer is required to file under Article 36 of the Act shall be separately bound, with the stock code of the issuer's ordinary shares appearing on the upper right corner of the cover of the financial report, and a filing form prepared for the purpose of regulatory filing. The relevant documents shall be filed with the FSC. The issuer shall also send a copy to the Taiwan Stock Exchange (TWSE) if its shares are listed on the TWSE, or to the Taipei Exchange (TPEX) if its shares are traded on the TPEX.

#### Article 30

(Deleted)

#### Article 31

These Regulations shall come into force from the date of issuance, with the exception of Article 2, Article 4, Article 7, paragraph 1, Articles 8 to 13, Article 15, Article 17, Article 19, Article 20, Article 21, Article 24, Article 26, and Article 28, as amended on 13 August 2014, which shall come into force from financial year 2015, the articles amended on 19 December 2016, which shall come into force from financial year 2017, the articles amended on 28 June 2017, which shall come into force from financial year 2018, and Article 9, paragraph 4, subparagraphs 3 and 4, Article 9, paragraph 6, Article 10, Article 15, Article 23, and Forms 1 and 1-1 of Article 19, which shall come into force from financial year 2019.



