

**Richwave Technology Corp. And  
Subsidiaries**

**Consolidated Financial Statements for the  
Years Ended December 31, 2023 and 2022 and  
Independent Auditors' Report**

## **DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES**

The entities that are required to be included in the combined financial statements of affiliates of Richwave Technology Corp. as of and for the year ended December 31, 2023, under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those required to be included in the consolidated financial statements of parent and subsidiary companies in conformity with International Financial Reporting Standard 10, “Consolidated Financial Statements”. In addition, the information required to be disclosed in the combined financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Consequently, Richwave Technology Corp. did not prepare a separate set of combined financial statements of affiliates.

Very truly yours,

**RICHWAVE TECHNOLOGY CORP.**

By

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Ma-Dye-Jyun  
Chairman

February 29, 2024

## **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
Richwave Technology Corp.

### **Opinion**

We have audited the accompanying consolidated financial statements of Richwave Technology Corp. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Revenue Recognition**

According to auditing standards in the Republic of China, there is an inherent risk of fraud in revenue recognition. Management may be under pressure to achieve their targets and attempt to inflate sales figures. The main source of revenue for Richwave Technology Corp. is sales of WIFI products. The net revenue for the year ended December 31, 2023 was \$2,984,581 thousand. For the accounting policies on revenue recognition, please refer to Notes 4 (1), 21 and 34 of the consolidated financial statements.

Affected by the decline in market demand for the year ended December 31, 2023, Richwave Technology Corp.'s overall net revenue decreased by 13% compared with the year ended December 31, 2022. Therefore, the sales revenue generated by specific sales clients who had not experienced a significant decline in sales or whose sales growth this year are considered potential fraud. Therefore, revenue recognition has been identified as a key audit matter for the year ended December 31, 2023.

In response to the aforementioned key audit matter, we understood the Group's internal controls on the approval of sales orders and its delivery procedures, tested the operating effectiveness of these controls, selected samples and tested the validity of occurrence of the sales transactions, checked for discrepancies between the counterparties of the sales transactions and the parties paying off the receivables, as well as for abnormalities in the payments received after the reporting period.

### **Other Matter**

We have also audited the parent company only financial statement of Richwave Technology Corp. as of and for the years ended December 31, 2023 and 2022 on which we have issued an unmodified opinion.

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

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Su-Li Fang and Jian-Ming Zeng.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

February 29, 2024

Notice to Readers

*The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures*

*and practices to audit such consolidated financial statements are those generally applied in the Republic of China.*

*For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.*

# RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023		2022	
	Amount	%	Amount	%
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 6 and 28)	\$ 918,082	29	\$ 1,015,303	30
Financial assets at fair value through profit or loss - current (Notes 7 and 28)	809	-	-	-
Accounts receivable, net (Notes 9, 21 and 28)	1,114,690	35	1,046,374	30
Other receivables (Notes 9 and 28)	38,787	1	36,337	1
Current tax assets (Note 23)	1,968	-	-	-
Inventories (Note 10)	519,061	17	927,493	27
Prepayments (Note 15)	100,319	3	56,718	2
Other current assets (Note 15)	1,531	-	10,314	-
Total current assets	<u>2,695,247</u>	<u>85</u>	<u>3,092,539</u>	<u>90</u>
<b>NON-CURRENT ASSETS</b>				
Financial assets at amortized cost - non-current (Notes 8, 28 and 30)	9,900	-	12,900	-
Property, plant and equipment (Note 12)	198,407	6	189,182	6
Right-of-use assets (Notes 13)	61,830	2	28,250	1
Other intangible assets (Note 14)	49,047	2	14,876	-
Deferred tax assets (Note 23)	146,311	5	94,744	3
Prepaid equipment	6,097	-	6,690	-
Refundable deposits (Note 28)	7,383	-	7,248	-
Net defined benefit assets - non-current (Note 19)	2,112	-	1,565	-
Total non-current assets	<u>481,087</u>	<u>15</u>	<u>355,455</u>	<u>10</u>
<b>TOTAL</b>	<u>\$ 3,176,334</u>	<u>100</u>	<u>\$ 3,447,994</u>	<u>100</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable (Notes 17 and 28)	\$ 356,681	11	\$ 388,724	11
Accrued compensation of employees and remuneration of directors (Note 22)	-	-	6,061	-
Other payables (Notes 18 and 28)	135,655	4	149,809	4
Current tax liabilities (Note 23)	-	-	11,476	-
Lease liabilities - current (Notes 13 and 28)	21,399	1	22,828	1
Current portion of bonds payable (Notes 16 and 28)	253,528	8	-	-
Refund liabilities - current (Notes 18 and 21)	145,488	5	185,465	6
Other current liabilities (Notes 18 and 21)	15,007	-	7,468	-
Total current liabilities	<u>927,758</u>	<u>29</u>	<u>771,831</u>	<u>22</u>
<b>NON-CURRENT LIABILITIES</b>				
Financial liabilities at fair value through profit or loss - non-current (Notes 7 and 28)	-	-	480	-
Bonds payable (Notes 16 and 28)	-	-	286,293	9
Deferred tax liabilities (Note 23)	6,159	-	9,391	-
Lease liabilities - non-current (Notes 13 and 28)	40,615	2	5,747	-
Guarantee deposits (Note 28)	1,603	-	1,602	-
Total non-current liabilities	<u>48,377</u>	<u>2</u>	<u>303,513</u>	<u>9</u>
Total liabilities	<u>976,135</u>	<u>31</u>	<u>1,075,344</u>	<u>31</u>
<b>EQUITY (Notes 20 and 25)</b>				
Share capital				
Ordinary shares	<u>904,554</u>	<u>28</u>	<u>901,689</u>	<u>26</u>
Capital surplus	<u>674,357</u>	<u>21</u>	<u>626,298</u>	<u>18</u>
Retained earnings				
Legal reserve	212,694	7	207,114	6
Special reserve	-	-	1,373	-
Unappropriated earnings	<u>409,304</u>	<u>13</u>	<u>635,863</u>	<u>19</u>
Total retained earnings	<u>621,998</u>	<u>20</u>	<u>844,350</u>	<u>25</u>
Other equity	<u>(710)</u>	<u>-</u>	<u>313</u>	<u>-</u>
Total equity	<u>2,200,199</u>	<u>69</u>	<u>2,372,650</u>	<u>69</u>
<b>TOTAL</b>	<u>\$ 3,176,334</u>	<u>100</u>	<u>\$ 3,447,994</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.

# RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share, in New Taiwan Dollars)

	2023		2022	
	Amount	%	Amount	%
NET REVENUE (Note 21)	\$ 2,984,581	100	\$ 3,429,371	100
OPERATING COSTS (Notes 10 and 22)	<u>2,182,491</u>	<u>73</u>	<u>2,370,781</u>	<u>69</u>
GROSS PROFIT	<u>802,090</u>	<u>27</u>	<u>1,058,590</u>	<u>31</u>
OPERATING EXPENSES (Notes 19 and 22)				
Selling and marketing expenses	217,879	7	217,837	6
General and administrative expenses	232,651	8	243,362	7
Research and development expenses	653,715	22	602,470	18
Expected credit loss (gain) (Note 9)	<u>(4,676)</u>	<u>-</u>	<u>12,126</u>	<u>-</u>
Total operating expenses	<u>1,099,569</u>	<u>37</u>	<u>1,075,795</u>	<u>31</u>
PROFIT (LOSS) FROM OPERATIONS	<u>(297,479)</u>	<u>(10)</u>	<u>(17,205)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES (Note 22)				
Interest income	20,825	1	10,627	-
Other income	1,469	-	1,013	-
Other gains and losses	3,318	-	71,741	2
Finance costs	<u>(6,264)</u>	<u>-</u>	<u>(4,887)</u>	<u>-</u>
Total non-operating income and expenses	<u>19,348</u>	<u>1</u>	<u>78,494</u>	<u>2</u>
PROFIT (LOSS) BEFORE INCOME TAX	(278,131)	(9)	61,289	2
INCOME TAX EXPENSE (BENEFIT) (Note 23)	<u>(55,842)</u>	<u>(2)</u>	<u>6,230</u>	<u>-</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(222,289)</u>	<u>(7)</u>	<u>55,059</u>	<u>2</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 19)	(78)	-	924	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 23)	15	-	(185)	-

(Continued)



## RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share, in New Taiwan Dollars)

	2023		2022	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Note 20)	\$ (1,023)	—	\$ 1,686	—
Other comprehensive income (loss) for the year, net of income tax	(1,086)	—	2,425	—
<b>TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR</b>	<u>\$ (223,375)</u>	<u>(7)</u>	<u>\$ 57,484</u>	<u>2</u>
<b>EARNINGS (LOSS) PER SHARE (Note 24)</b>				
Basic	<u>\$ (2.46)</u>		<u>\$ 0.62</u>	
Diluted	<u>\$ (2.46)</u>		<u>\$ 0.62</u>	

(Concluded)

The accompanying notes are an integral part of the consolidated financial statements.

**RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022  
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

	Share Capital		Capital Surplus	Retained Earnings			Other Equity		Total	Total Equity
	Number of Shares (In Thousands)	Ordinary Shares		Legal Reserve	Special Reserve	Unappropriated Earnings	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translation of the Financial Statements of Foreign Operations		
BALANCE AT JANUARY 1, 2022	88,469	\$ 884,689	\$ 416,354	\$ 160,670	\$ 1,101	\$ 936,423	\$ (14)	\$ (1,359)	\$ (1,373)	\$ 2,397,864
Appropriation of 2021 earnings										
Legal reserve	-	-	-	46,444	-	(46,444)	-	-	-	-
Special reserve	-	-	-	-	272	(272)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(309,642)	-	-	-	(309,642)
Due to recognition of equity component of convertible bonds issued	-	-	28,500	-	-	-	-	-	-	28,500
Net profit for the year ended December 31, 2022	-	-	-	-	-	55,059	-	-	-	55,059
Other comprehensive gain for the year ended December 31, 2022 , net of income tax	-	-	-	-	-	739	-	1,686	1,686	2,425
Share-based payment expenses recognized	-	-	22,569	-	-	-	-	-	-	22,569
Issue of shares	<u>1,700</u>	<u>17,000</u>	<u>158,875</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>175,875</u>
BALANCE AT DECEMBER 31, 2022	90,169	901,689	626,298	207,114	1,373	635,863	(14)	327	313	2,372,650
Appropriation of 2022 earnings										
Legal reserve	-	-	-	5,580	-	(5,580)	-	-	-	-
Special reserve	-	-	-	-	(1,373 )	1,373	-	-	-	-
Net loss for the year ended December 31, 2023	-	-	-	-	-	(222,289)	-	-	-	(222,289)
Other comprehensive loss for the year ended December 31, 2023 , net of income tax	-	-	-	-	-	(63)	-	(1,023)	(1,023)	(1,086)
Share-based payment expenses recognized	-	-	13,352	-	-	-	-	-	-	13,352
Convertible bonds converted to ordinary shares	<u>286</u>	<u>2,865</u>	<u>34,707</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>37,572</u>
BALANCE AT DECEMBER 31, 2023	<u>90,455</u>	<u>\$ 904,554</u>	<u>\$ 674,357</u>	<u>\$ 212,694</u>	<u>\$ -</u>	<u>\$ 409,304</u>	<u>\$ (14)</u>	<u>\$ (696)</u>	<u>\$ (710)</u>	<u>\$ 2,200,199</u>

The accompanying notes are an integral part of the consolidated financial statements.

# RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	<b>2023</b>	<b>2022</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit (Loss) before income tax for the year	\$ (278,131)	\$ 61,289
Adjustments for:		
Depreciation expense	113,212	104,331
Amortization expense	32,110	30,458
Expected credit loss (reversed)	(4,676)	12,126
Net (gain) loss on fair value changes of financial assets and liabilities at fair value through profit or loss	(1,404)	780
Finance costs	6,264	4,887
Interest income	(20,825)	(10,627)
Share-based payment expenses recognized	13,352	22,569
Loss on disposal of property, plant and equipment	10	218
Gain on disposal of subsidiary	(466)	-
(Reversal of ) Write-down of inventories	(12,951)	50,144
Net loss (gain) on foreign currency exchange	16,470	(50,719)
Profit from lease modification	-	(627)
Changes in operating assets and liabilities:		
Accounts receivable	(85,707)	(308,157)
Other receivables	(1,651)	(25,393)
Inventories	421,383	395,823
Net defined benefit assets	(625)	(603)
Prepayments	(43,601)	(29,132)
Other current assets	8,783	(3,787)
Refund liabilities	(39,977)	13,847
Accounts payable	(29,480)	152,819
Other payables	(16,910)	2,764
Accrued compensation of employees and remuneration of directors	(6,061)	(46,050)
Other current liabilities	768	779
Contract liabilities	<u>6,771</u>	<u>(4,011)</u>
Cash generated from operations	76,658	373,728
Interest received	20,026	9,194
Interest paid	(1,342)	(2,912)
Income tax paid	<u>(12,386)</u>	<u>(7,826)</u>
Net cash generated from operating activities	<u>82,956</u>	<u>372,184</u>

(Continued)

# RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023	2022
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial assets at amortized cost	\$ -	\$ (9,900)
Proceeds from disposal of financial assets at amortized cost	3,000	107,000
Purchase of property, plant and equipment	(97,536)	(65,956)
Proceeds from disposal of property, plant and equipment	254	14
Increase in refundable deposits	(2,321)	-
Decrease in refundable deposits	2,186	5,538
Purchase of other intangible assets	<u>(57,686)</u>	<u>(30,963)</u>
Net cash from (used) in investing activities	<u>(152,103)</u>	<u>5,733</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in short-term borrowings	-	1,060,000
Decrease in short-term borrowings	-	(1,260,000)
Proceeds from issuing convertible bonds	-	312,341
Decrease in guarantee deposits	-	(3,647)
Repayment of the principal portion of lease liabilities	(30,457)	(30,657)
Cash dividends paid	-	(309,642)
Proceeds from issuing shares	<u>-</u>	<u>175,875</u>
Net cash used in financing activities	<u>(30,457)</u>	<u>(55,730)</u>
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<u>2,383</u>	<u>51,776</u>
<b>NET INCREASE ( DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(97,221)	373,963
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<u>1,015,303</u>	<u>641,340</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<u>\$ 918,082</u>	<u>\$ 1,015,303</u>

(Concluded)

The accompanying notes are an integral part of the consolidated financial statements.

# RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

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### 1. GENERAL INFORMATION

Richwave Technology Corp. (the “Company”) was incorporated in the Republic of China (ROC) in January 2004. The Company is mainly engaged in the design and sale of integrated circuits (ICs) for wireless communication products. The Company’s shares have been listed on the Taiwan Stock Exchange (TWSE) since November 2015.

The consolidated financial statements are presented in the Company’s functional currency, the New Taiwan dollar.

Richwave Technology Corp. and its subsidiaries are collectively referred to as the “Group” hereinafter.

### 2. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Company’s board of directors on February 29, 2024.

### 3. APPLICATION OF NEW, AMENDED AND REVISED STANDARDS AND INTERPRETATIONS

- a. Initial application of the amendments to the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively, the “IFRS Accounting Standards”) endorsed and issued into effect by the Financial Supervisory Commission (FSC)

The initial application of the IFRS Accounting Standards endorsed and issued into effect by the FSC did not have any material impact on the Group’s accounting policies.

- b. The IFRS Accounting Standards endorsed by the FSC for application starting from 2024

<u>New, Amended and Revised Standards and Interpretations</u>	<u>Effective Date Announced by IASB (Note 1)</u>
Amendments to IFRS 16 “Leases Liability in a Sale and Leaseback”	January 1, 2024 (Note 2)
Amendments to IAS 1 “Classification of Liabilities as Current or Non-current”	January 1, 2024
Amendments to IAS 1 “Non-current Liabilities with Covenants”	January 1, 2024
Amendments to IAS 7 and IFRS 7 “Supplier Finance Arrangements”	January 1, 2024 (Note 3)

Note 1: Unless stated otherwise, the above IFRS Accounting Standards are effective for annual reporting periods beginning on or after their respective effective dates.

Note 2: A seller-lessee shall apply the Amendments to IFRS 16 retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16.

Note 3: The amendments provide some transition relief regarding disclosure requirements.

- 1) Amendments to IAS 1 “Classification of Liabilities as Current or Non-current” (referred to as the “2020 amendments”) and “Non-current Liabilities with Covenants” (referred to as the “2022 amendments”)

The 2020 amendments clarify that for a liability to be classified as non-current, the Group shall assess whether it has the right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period. If such rights exist at the end of the reporting period, the liability is classified as non-current regardless of whether the Group will exercise that right.

The 2020 amendments also stipulate that, if the right to defer settlement is subject to compliance with specified conditions, the Group must comply with those conditions at the end of the reporting period even if the lender does not test compliance until a later date. The 2022 amendments further clarify that only covenants with which an entity is required to comply on or before the reporting date should affect the classification of a liability as current or non-current. Although the covenants to be complied with within twelve months after the reporting period do not affect the classification of a liability, the Group shall disclose information that enables users of financial statements to understand the risk of the Group, which may have difficulty complying with the covenants and repaying its liabilities within twelve months after the reporting period.

The 2020 amendments stipulate that, for the purpose of liability classification, the aforementioned settlement refers to a transfer of cash, other economic resources or the Group’s own equity instruments to the counterparty that results in the extinguishment of the liability. However, if the terms of a liability that, at the option of the counterparty, result in its settlement by a transfer of the Group’s own equity instruments, and if such an option is recognized separately as equity in accordance with IAS 32 “Financial Instruments: Presentation”, the aforementioned terms would not affect the classification of the liability.

Except for the above impact, as of the date the financial statements were authorized for issue, the Group has assessed that the application of other standards and interpretations will not have a material impact on the Group’s financial position and financial performance.

- c. The IFRS Accounting Standards in issue but not yet endorsed and issued into effect by the FSC

<u>New, Amended and Revised Standards and Interpretations</u>	<u>Effective Date Announced by IASB (Note 1)</u>
Amendments to IFRS 10 and IAS 28 “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”	To be determined by IASB
IFRS 17 “Insurance Contracts”	January 1, 2023
Amendments to IFRS 17	January 1, 2023
Amendments to IFRS 17 “Initial Application of IFRS 9 and IFRS 17 - Comparative Information”	January 1, 2023
Amendments to IAS 21 “Lack of Exchangeability”	January 1, 2025 (Note 2)

Note 1: Unless stated otherwise, the above IFRS Accounting Standards are effective for annual reporting periods beginning on or after their respective effective dates.

Note 2: An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2025. Upon initial application of the amendments, the entity recognizes any effect as an adjustment to the opening balance of retained earnings. When the entity uses a presentation currency other than its functional currency, it shall, at the date of initial application, recognize any effect as an adjustment to the cumulative amount of translation differences in equity.

As of the date the financial statements were authorized for issue, the Group is continuously assessing the possible impact of the application of other standards and interpretations on the Group's financial position and financial performance and will disclose the relevant impact when the assessment is completed.

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

For the convenience of readers, the accompanying consolidated financial statements have been translated into English from original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the consolidated financial statements in Chinese shall prevail.

##### a. Statement of compliance

The consolidated financial statements have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS Accounting Standards as endorsed and issued into effect by the FSC.

##### b. Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments that are measured at fair value and net defined benefit assets which are measured at the present value of the defined benefit obligation less the fair value of plan assets.

The fair value measurements, which are grouped into Levels 1 to 3 based on the degree to which the fair value measurement inputs are observable and based on the significance of the inputs to the fair value measurement in its entirety, are described as follows:

- 1) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- 2) Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for and asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- 3) Level 3 inputs are unobservable inputs for the asset or liability.

##### c. Classification of current and non-current assets and liabilities

Current assets include:

- 1) Assets held primarily for the purpose of trading;
- 2) Assets expected to be realized within 12 months after the reporting period,
- 3) Cash and cash equivalents unless the asset is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current liabilities include:

- 1) Liabilities held primarily for the purpose of trading;
- 2) Liabilities due to be settled within 12 months after the reporting period, even if an agreement to refinance, or to rescheduled payments, on a long-term basis is completed after the reporting period and before the consolidated financial statements are authorized to issue; and

- 3) Liabilities for which the Group does not have an unconditional right to defer settlement for at least 12 months after the reporting period. 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.

Assets and liabilities that are not classified as current are classified as non-current.

d. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company (i.e., its subsidiaries, including structured entities).

Income and expenses of subsidiaries acquired or disposed of during the period are included in the consolidated statement of comprehensive income from the effective dates of acquisitions up to the effective dates of disposals, as appropriate.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full upon consolidation. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

See Note 11, Table 2 and Table 3 for detailed information on subsidiaries (including percentages of ownership and main businesses).

e. Foreign currencies

In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency (i.e., foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences on monetary items arising from settlement or translation are recognized in profit or loss in the period in which they arise.

Non-monetary items measured at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Exchange differences arising from the retranslation of non-monetary items are included in profit or loss for the period except for exchange differences arising from the retranslation of non-monetary items in respect of which gains and losses are recognized directly in other comprehensive income, in which cases, the exchange differences are also recognized directly in other comprehensive income.

Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

For the purpose of presenting the consolidated financial statements, the functional currencies of the Company's foreign operations (including subsidiaries in other countries or those that use currencies different from the currency of the Company) are translated into the presentation currency, the New Taiwan dollar, as follows: Assets and liabilities are translated at the exchange rates prevailing at the end of the reporting period; income and expense items are translated at the average exchange rates for the period. The resulting currency translation differences are recognized in other comprehensive income.

On the disposal of a foreign operation (i.e., a disposal of the Group's entire interest in a foreign operation, or a disposal involving the loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that



operation are reclassified to profit or loss.

f. Inventories

Inventories consist of raw materials, finished goods and work in progress and are stated at the lower of cost or net realizable value. Inventory write-downs are made by item, except where it may be appropriate to group similar or related items. The net realizable value is the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. Inventories are recorded at the weighted-average cost on the balance sheet date.

g. Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost less accumulated depreciation and accumulated impairment loss.

The depreciation of property, plant and equipment is recognized using the straight-line method. Each significant part is depreciated separately. The estimated useful lives, residual values and depreciation methods are reviewed by the Group at the end of each reporting period, with the effects of any changes in the estimates accounted for on a prospective basis.

On derecognition of an item of property, plant and equipment, the difference between the sales proceeds and the carrying amount of the asset is recognized in profit or loss.

h. Intangible assets

1) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are initially measured at cost and subsequently measured at cost less accumulated amortization and accumulated impairment loss. Amortization is recognized on a straight-line basis. The estimated useful life, residual value, and amortization method are reviewed at the end of each reporting period, with the effect of any changes in the estimates accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are measured at cost less accumulated impairment loss.

2) Derecognition of intangible assets

On derecognition of an intangible asset, the difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss.

i. Impairment of property, plant and equipment, right-of-use assets and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets, excluding goodwill, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the assets may be impaired.

The recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount, with the resulting impairment loss recognized in profit or loss.

When an impairment loss is subsequently reversed, the carrying amount of the corresponding asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but only to the extent of the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized in profit or loss.

j. Financial instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

1) Financial assets

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

a) Measurement categories

Financial assets are classified into the following categories: Financial assets at FVTPL and financial assets at amortized cost.

i. Financial assets at FVTPL

Financial assets are classified as at FVTPL when such financial assets are mandatorily classified or designated as at FVTPL. Financial assets mandatorily classified as at FVTPL include investments in equity instruments which are not designated as at FVTOCI and debt instruments that do not meet the amortized cost criteria or the FVTOCI criteria.

Financial assets at FVTPL are subsequently measured at fair value, and any dividends or interest earned on such financial assets are recognized in other income and interest income, respectively; any remeasurement gains or losses on such financial assets are recognized in other gains or losses. Fair value is determined in the manner described in Note 28: Financial Instruments.

ii. Financial assets at amortized cost

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- i) The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- ii) 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.

Subsequent to initial recognition, financial assets at amortized cost, including cash and cash equivalents accounts receivable at amortized cost are measured at amortized cost, other receivables and refundable deposits, which equals the gross carrying amount determined using the effective interest method less any impairment loss. Exchange differences are

recognized in profit or loss.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of such a financial asset, except for:

- i) Purchased or originated credit-impaired financial assets, for which interest income is calculated by applying the credit-adjusted effective interest rate to the amortized cost of such financial assets; and
- ii) Financial assets that are not credit-impaired on purchase or origination but has subsequently become credit impaired, for which interest income is calculated by applying the effective interest rate to the amortized cost of such financial assets in subsequent reporting periods.

A financial asset is credit impaired when one or more of the following events have occurred:

- i) Significant financial difficulty of the issuer or the borrower;
- ii) Breach of contract, such as a default;
- iii) It is becoming probable that the borrower will enter bankruptcy or undergo a financial reorganization; or
- iv) The disappearance of an active market for that financial asset because of financial difficulties.

Cash equivalents include time deposits with original maturities within 3 months from the date of acquisition, which are highly liquid, readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These cash equivalents are held for the purpose of meeting short-term cash commitments.

b) Impairment of financial assets

The Group recognizes a loss allowance for expected credit losses on financial assets at amortized cost (including accounts receivable).

The Group always recognizes lifetime Expected Credit Losses (ECLs) for accounts receivable.

Expected credit losses reflect the weighted average of credit losses with the respective risks of a default occurring as the weights. Lifetime ECLs represent the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECLs represent the portion of lifetime ECLs that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The impairment loss of all financial assets is recognized in profit or loss by reduction in their carrying amounts through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognized in other comprehensive income and the carrying amounts of the financial assets are not reduced.

c) Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset at amortized cost in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. On derecognition of an investment in an equity instrument at FVTOCI, the cumulative gain or loss that had been recognized in other comprehensive income is transferred directly to retained earnings, without recycling through profit or loss.

## 2) Equity instruments

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

Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

The repurchase of the Company's own equity instruments is recognized in and deducted directly from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

## 3) Financial liabilities

### a) Subsequent measurement

Except the following situations, all financial liabilities are measured at amortized cost using the effective interest method:

#### i. Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when such financial liabilities are either held for trading or are designated as at FVTPL.

Financial liabilities held for trading are stated at fair value, and any remeasurement gains or losses on such financial liabilities are recognized in other gains or losses.

### b) Derecognition of financial liabilities

The difference between the carrying amount of the financial liability derecognized and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

## 4) Convertible bonds

The component parts of convertible bonds issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

On initial recognition, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or upon the instrument's maturity date. Any embedded derivative liability is measured at fair value.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised; in which case, the balance recognized in equity will be transferred to capital surplus - share

premiums. When the conversion option remains unexercised at maturity, the balance recognized in equity will be transferred to capital surplus - share premiums.

Transaction costs that relate to the issuance of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component.

k. Provisions

Provisions are measured at the best estimate of the discounted cash flows of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

l. Revenue recognition

The Group identifies contracts with customers, allocates the transaction price to the performance obligations and recognizes revenue when performance obligations are satisfied.

The sale of goods is recognized as revenue when the goods are delivered to the customers' specific location or when the goods are shipped because it is the time when the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility for sales to future customers and bears the risks of obsolescence. Accounts receivable are recognized concurrently.

The Group does not recognize revenue on materials delivered to subcontractors because this delivery does not involve a transfer of control.

m. Leases

At the inception of a contract, the Group assesses whether the contract is, or contains, a lease.

1) The Group as lessor

Leases are classified as finance leases whenever the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

When the Group subleases a right-of-use asset, the sublease is classified by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. However, if the head lease is a short-term lease that the Group, as a lessee, has accounted for applying recognition exemption, the sublease is classified as an operating lease.

2) The Group as lessee

Except for short-term leases and low-value asset leases which are recognized as expenses on a straight-line basis over the lease terms, the Group recognizes right-of-use assets and lease liabilities for all leases at the commencement date of a lease.

Right-of-use assets are initially measured at cost, which comprises the initial measurement of lease liabilities adjusted for lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs needed to restore the underlying assets, and less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liabilities. Right-of-use assets are presented on a separate line in the consolidated balance sheets.

Right-of-use assets are depreciated using the straight-line method from the commencement dates to the earlier of the end of the useful lives of the right-of-use assets or the end of the lease terms.

Lease liabilities are initially measured at the present value of the lease payments, which comprise fixed payments, and payments of penalties for terminating a lease if the lease term reflects such termination, less any lease incentives receivable. The lease payments are discounted using the interest rate implicit in a lease, if that rate can be readily determined. If implicit rate cannot be readily determined, the Group uses the lessee's incremental borrowing rate.

Subsequently, lease liabilities are measured at amortized cost using the effective interest method, with interest expense recognized over the lease terms. When there is a change in a lease term or a change in future lease payments resulting from a change in an index or a rate used to determine those payments, the Group remeasures the lease liabilities with a corresponding adjustment to the right-of-use assets. However, if the carrying amount of the right-of-use assets is reduced to zero, any remaining amount of the remeasurement is recognized in profit or loss. Lease liabilities are presented on a separate line in the consolidated balance sheets.

n. Borrowing costs

Borrowing costs directly attributable to an acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other than those stated above, all other borrowing costs are recognized in profit or loss in the period in which they are incurred.

o. Employee benefits

1) Short-term employee benefits

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related services.

2) Retirement benefits

Payments to defined contribution retirement benefit plans are recognized as expenses when employees have rendered services entitling them to the contributions.

Defined benefit costs (including service cost, net interest and remeasurement) under defined benefit retirement benefit plans are determined using the projected unit credit method. Service cost (including current service cost) and net interest on the net defined benefit liabilities (assets) are recognized as employee benefits expense in the period in which they occur. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding interest), is recognized in other comprehensive income in the period in which it occurs. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Net defined benefit liabilities (assets) represent the actual deficit (surplus) in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any refunds from the plans or reductions in future contributions to the plans.

3) Other long-term employee benefits

Other long-term employee benefits are accounted for in the same way as the accounting required for defined benefit plans except that remeasurement is recognized in profit or loss.

4) Termination benefits

A liability for a termination benefit is recognized at the earlier of when the Group can no longer withdraw the offer of the termination benefit and when the Group recognizes any related restructuring costs.

p. Share-based payment arrangements (employee share options)

The fair value at the grant date of the employee share options is expensed on a straight-line basis over the vesting period, based on the Group's best estimates of the number of shares or options that are expected to ultimately vest, with a corresponding increase in capital surplus - employee share options. The expense is recognized in full at the grant date if the grants are vested immediately.

At the end of each reporting period, the Group revises its estimate of the number of employee share options that are expected to vest. The impact of the revision of the original estimates is recognized in profit or loss such that the cumulative expenses reflect the revised estimate, with a corresponding adjustment to capital surplus - employee share options. The grant date of issued ordinary shares for cash which are reserved for employees is the pricing date.

q. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

1) Current tax

Income tax payable (refundable) is based on taxable profit (loss) for the year determined according to the applicable tax laws of each tax jurisdiction.

According to the Income Tax Act in the ROC, an additional tax on unappropriated earnings is provided for in the year the shareholders approve to retain earnings.

Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision.

2) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences and unused loss carryforwards and unused tax credits for purchases of machinery, equipment and technology, research and development expenditures and personal training expenditure to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are recognized only to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to

reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. A previously unrecognized deferred tax asset is also reviewed at the end of each reporting period and recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liabilities are settled or the assets are realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### 3) Current and deferred taxes for the year

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred taxes are also recognized in other comprehensive income or directly in equity, respectively.

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, management is required to make judgments, estimations, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

When developing material accounting estimates, the Group considers the possible impact of inflation and interest rate fluctuations and volatility in foreign currency markets on the cash flow projection, growth rates, discount rates, profitabilities and other relevant material estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

## 6. CASH AND CASH EQUIVALENTS

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Cash on hand	\$ 846	\$ 611
Demand deposits	292,923	661,142
Cash equivalents		
Time deposits with original maturities of 3 months or less	<u>624,313</u>	<u>353,550</u>
	<u>\$ 918,082</u>	<u>\$1,015,303</u>

The market rate intervals of cash and time deposits with original maturities of 3 months or less in the bank at the end of the year were as follows:

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Bank balance	0.01%~1.45%	0.01%-1.05%
Time deposits with original maturities of 3 months or less	1.25%~5.75%	0.95%-5.02%



## 7. FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<u>December 31</u>	
	<u>2023</u>	<u>2022</u>
<u>Financial assets at FVTPL - current</u>		
Financial assets held for trading		
Derivative financial assets (not under hedge accounting)		
Convertible options (Note 16)	\$ <u>809</u>	\$ <u>-</u>
<u>Financial liabilities at FVTPL - non-current</u>		
Financial liabilities held for trading		
Derivative financial liabilities (not under hedge accounting)		
Convertible options (Note 16)	\$ <u>-</u>	\$ <u>480</u>

## 8. FINANCIAL ASSETS AT AMORTIZED COST

	<u>December 31</u>	
	<u>2023</u>	<u>2022</u>
<u>Non-current</u>		
Time deposits with original maturities of more than 1 year	\$ -	\$ 3,000
Pledged Certificate of deposit (b)	<u>9,900</u>	<u>9,900</u>
	<u>\$ 9,900</u>	<u>\$ 12,900</u>

- a. The ranges of interest rates for time deposits were approximately 1.40% and 0.76%-1.025% per annum as of December 31, 2023 and 2022, respectively.
- b. Refer to Note 30 for information relating to investments in financial assets at amortized cost pledged as security.

## 9. ACCOUNTS RECEIVABLE AND OTHER RECEIVABLES

	<u>December 31</u>	
	<u>2023</u>	<u>2022</u>
<u>Accounts receivable (Note 21)</u>		
At amortized cost		
Gross carrying amount	\$ 1,122,214	\$ 1,058,574
Less: Allowance for impairment loss	<u>(7,524)</u>	<u>(12,200)</u>
	<u>\$ 1,114,690</u>	<u>\$ 1,046,374</u>
<u>Other receivables</u>		
Income tax refund receivable	\$ 12,094	\$ 4,976
Others	<u>26,693</u>	<u>31,361</u>
	<u>\$ 38,787</u>	<u>\$ 36,337</u>

The average credit period on sales of goods was 30 to 90 days. In order to minimize credit risk, the management of the Group has delegated a team responsible for determining credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the year to ensure that adequate allowance is made for possible irrecoverable amounts. In this regard, the management believes the Group's credit risk was significantly reduced.

The Group measures the loss allowance for accounts receivable at an amount equal to lifetime ECLs. The expected credit losses on accounts receivable are estimated using a provision matrix prepared by reference to the past default experience of the customer, the customer's current financial position, economic condition of the industry in which the customer operates and industry outlook. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished according to the Group's different customer base.

The Group writes off an accounts receivable when there is evidence indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. For accounts receivable that have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognized in profit or loss.

The following table details the loss allowance of accounts receivable based on the Group's provision matrix.

December 31, 2023

	Not Past Due	1 to 30 Days Past Due	31 to 60 Days Past Due	61 to 90 Days Past Due	91 to 180 Days Past Due	Over 180 Days Past Due	Individual Identification	Total
Expected credit loss rate	0.01%	1.20%	6.96%	8.49%	11.16%	-	100%	
Gross carrying amount	\$ 1,068,112	\$ 17,992	\$ 13,968	\$ 13,533	\$ 3,944	\$ -	\$ 4,665	\$ 1,122,214
Loss allowance (Lifetime ECLs)	(83)	(216)	(972)	(1,148)	(440)	-	(4,665)	(7,524)
Amortized cost	<u>\$ 1,068,029</u>	<u>\$ 17,776</u>	<u>\$ 12,996</u>	<u>\$ 12,385</u>	<u>\$ 3,504</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,114,690</u>

December 31, 2022

	Not Past Due	1 to 30 Days Past Due	31 to 60 Days Past Due	61 to 90 Days Past Due	91 to 180 Days Past Due	Over 180 Days Past Due	Individual Identification	Total
Expected credit loss rate	0.04%	1.93%	6.53%	6.89%	9.42%	-	100%	
Gross carrying amount	\$ 873,168	\$ 111,099	\$ 25,348	\$ 27,769	\$ 16,577	\$ -	\$ 4,613	\$ 1,058,574
Loss allowance (Lifetime ECLs)	(318)	(2,140)	(1,654)	(1,914)	(1,561)	-	(4,613)	(12,200)
Amortized cost	<u>\$ 872,850</u>	<u>\$ 108,959</u>	<u>\$ 23,694</u>	<u>\$ 25,855</u>	<u>\$ 15,016</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,046,374</u>

The movements of the loss allowance of accounts receivable were as follows:

	<u>For the Year Ended December 31</u>	
	<u>2023</u>	<u>2022</u>
Balance at January 1	\$ 12,200	\$ 79
Add: Net remeasurement of loss allowance	-	12,126
Less: Net remeasurement of loss allowance	(4,676)	-
Less: Amounts written off	-	(5)
Balance at December 31	<u>\$ 7,524</u>	<u>\$ 12,200</u>

## 10. INVENTORIES

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Finished goods	\$ 180,894	\$ 259,605
Work in progress	209,725	267,130
Raw materials	<u>128,442</u>	<u>400,758</u>
	<u>\$ 519,061</u>	<u>\$ 927,493</u>

The nature of the cost of goods sold is as follows:

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Cost of inventories sold	\$ 2,191,218	\$ 2,320,733
Inventory write-downs (reversed)	(12,951)	50,144
Loss on disposal of inventories	5,513	-
Revenue from sale of scraps	<u>(1,289)</u>	<u>(96)</u>
	<u>\$ 2,182,491</u>	<u>\$ 2,370,781</u>

## 11. SUBSIDIARIES

### a. Subsidiaries included in the consolidated financial statements

Investor	Investee	Nature of Activities	<b>Proportion of Ownership (%)</b>		Remark
			<b>December 31</b>		
			<b>2023</b>	<b>2022</b>	
Richwave Technology Corp.	Minerva Technology Co.	Investment	-	100	1, 3, 4
Richwave Technology Corp.	Yinghon Technology Co.	Development, manufacturing and sales of ICs	100	100	2, 4
Richwave Technology Corp.	AEGIS LINK CORP.	Selling and marking	100	-	1, 4
Minerva Technology Co.	AEGIS LINK CORP.	Selling and marking	-	100	1, 4

Remark:

- 1) In December 2018, the Company established Minerva Technology Co. in Belize with an investment of USD550 thousand. Minerva Technology Co. reinvested in and established AEGIS LINK CORP. in USA with USD500 thousand in January 2019. In May 2023, the Company acquired 100% of the shares of AEGIS LINK CORP. at USD 395 thousand from Minerva Technology Co. For details of the investment refer to Table 2.
- 2) In May 2021, the Company established Shenzhen Richwave Technology Co. Ltd. in Shen Zhen with an investment of USD 1,000 thousand. Shenzhen Richwave Technology Co. Ltd. was renamed to Yinghon Technology Co. in September 2021. On February 24, 2022, the board of directors approved a capital increase of USD 1,000 thousand to Yinghon Technology Co. Investment Commission, MOEA approved the capital increase on April 14, 2022, and the Company completed the capital increase in June 2022. Information on investments in mainland China please refer to Table 3.
- 3) Minerva Technology Co. completed its liquidation process in August 15, 2023.
- 4) Minerva Technology Co., Yinghon Technology Co. and AEGIS LINK CORP. were recognized based

on audited financial statements.

## 12. PROPERTY, PLANT AND EQUIPMENT

	<b>Testing Equipment</b>	<b>Computer Equipment</b>	<b>Other Equipment</b>	<b>Total</b>
<u>Cost</u>				
Balance at January 1, 2023	\$ 183,240	\$ 25,940	\$ 157,494	\$ 366,674
Additions	33,640	7,715	48,765	90,120
Disposals	(412)	-	(464)	(876)
Transfers from prepayments	-	-	2,324	2,324
Effects of foreign currency exchange differences	<u>-</u>	<u>(42)</u>	<u>(164)</u>	<u>(206)</u>
Balance at December 31, 2023	<u>\$ 216,468</u>	<u>\$ 33,613</u>	<u>\$ 207,955</u>	<u>\$ 458,036</u>
<u>Accumulated depreciation</u>				
Balance at January 1, 2023	\$ 80,281	\$ 12,754	\$ 84,457	\$ 177,492
Depreciation expense	32,430	6,554	43,803	82,787
Disposals	(148)	-	(464)	(612)
Effects of foreign currency exchange differences	<u>-</u>	<u>(7)</u>	<u>(31)</u>	<u>(38)</u>
Balance at December 31, 2023	<u>\$ 112,563</u>	<u>\$ 19,301</u>	<u>\$ 127,765</u>	<u>\$ 259,629</u>
Carrying amount at December 31, 2023	<u>\$ 103,905</u>	<u>\$ 14,312</u>	<u>\$ 80,190</u>	<u>\$ 198,407</u>
<u>Cost</u>				
Balance at January 1, 2022	\$ 163,742	\$ 19,929	\$ 113,721	\$ 297,392
Additions	13,181	6,039	44,538	63,758
Transfers from prepayments	-	(29)	(1,129)	(1,158)
Disposals	6,317	-	336	6,653
Effects of foreign currency exchange differences	<u>-</u>	<u>1</u>	<u>28</u>	<u>29</u>
Balance at December 31, 2022	<u>\$ 183,240</u>	<u>\$ 25,940</u>	<u>\$ 157,494</u>	<u>\$ 366,674</u>
<u>Accumulated depreciation</u>				
Balance at January 1, 2022	\$ 51,759	\$ 6,947	\$ 46,008	\$ 104,714
Depreciation expense	28,522	5,837	39,347	73,706
Disposals	-	(29)	(897)	(926)
Effects of foreign currency exchange differences	<u>-</u>	<u>(1)</u>	<u>(1)</u>	<u>(2)</u>
Balance at December 31, 2022	<u>\$ 80,281</u>	<u>\$ 12,754</u>	<u>\$ 84,457</u>	<u>\$ 177,492</u>
Carrying amount at December 31, 2022	<u>\$ 102,959</u>	<u>\$ 13,186</u>	<u>\$ 73,037</u>	<u>\$ 189,182</u>

The above items of property, plant and equipment used by the Group are depreciated on a straight-line basis over their estimated useful lives as follows:

Testing equipment	1-6 years
Computer equipment	3-4 years
Other equipment	3 years

### 13. LEASE ARRANGEMENTS

#### a. Right-of-use assets

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
<u>Carrying amount</u>		
Buildings	<u>\$ 61,830</u>	<u>\$ 28,250</u>
	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Additions to right-of-use assets	<u>\$ 63,998</u>	<u>\$ 5,690</u>
Depreciation charge for right-of-use assets		
Buildings	<u>\$ 30,425</u>	<u>\$ 30,625</u>
Income from the subleasing of right-of-use assets (presented in other income)	<u>\$ (933)</u>	<u>\$ (842)</u>

#### b. Lease liabilities

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
<u>Carrying amount</u>		
Current	<u>\$ 21,399</u>	<u>\$ 22,828</u>
Non-current	<u>\$ 40,615</u>	<u>\$ 5,747</u>

Range of discount rate for lease liabilities was as follows:

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Buildings	1.50%	1.50%

#### c. Material leasing activities and terms

The Group leases buildings for the use of plants, offices and parking spaces with lease terms of 1 to 3 years. The Group does not have bargain purchase options to acquire the leasehold buildings at the end of the lease terms. In addition, the Group is prohibited from subleasing or transferring all or any portion of the underlying assets without the lessor's consent.

d. Other lease information

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Expenses relating to short-term leases	\$ <u>6,447</u>	\$ <u>7,016</u>
Total cash outflow for leases	\$ <u>(37,424)</u>	\$ <u>(38,182)</u>

The Group's leases of certain parking spaces, offices and staff dormitories qualify as short-term leases. The Group has elected to apply the recognition exemption and thus, did not recognize right-of-use assets and lease liabilities for these leases.

**14. OTHER INTANGIBLE ASSETS**

	<b>Computer Software</b>	<b>Specialized Techniques</b>	<b>Trademarks</b>	<b>Total</b>
<u>Cost</u>				
Balance at January 1, 2023	\$ 42,838	\$ 3,500	\$ -	\$ 46,338
Additions	66,225	-	57	66,282
Disposals	(55,499)	-	-	(55,499)
Effects of foreign currency exchange differences	<u>-</u>	<u>-</u>	<u>(1)</u>	<u>(1)</u>
Balance at December 31, 2023	<u>\$ 53,564</u>	<u>\$ 3,500</u>	<u>\$ 56</u>	<u>\$ 57,120</u>
<u>Accumulated amortization</u>				
Balance at January 1, 2023	\$ 30,264	\$ 1,198	\$ -	\$ 31,462
Additions	31,754	351	5	32,110
Disposals	<u>(55,499)</u>	<u>-</u>	<u>-</u>	<u>(55,499)</u>
Balance at December 31, 2023	<u>\$ 6,519</u>	<u>\$ 1,549</u>	<u>\$ 5</u>	<u>\$ 8,073</u>
Carrying amount at December 31, 2023	<u>\$ 47,045</u>	<u>\$ 1,951</u>	<u>\$ 51</u>	<u>\$ 49,047</u>
<u>Cost</u>				
Balance at January 1, 2022	\$ 37,593	\$ 3,000	\$ -	\$ 40,593
Additions	19,900	500	-	20,400
Disposals	<u>(14,655)</u>	<u>-</u>	<u>-</u>	<u>(14,655)</u>
Balance at December 31, 2022	<u>\$ 42,838</u>	<u>\$ 3,500</u>	<u>\$ -</u>	<u>\$ 46,338</u>

(Continued)

	<b>Computer Software</b>	<b>Specialized Techniques</b>	<b>Trademarks</b>	<b>Total</b>
<u>Accumulated amortization</u>				
Balance at January 1, 2022	\$ 14,808	\$ 851	\$ -	\$ 15,659
Additions	30,111	347	-	30,458
Disposals	<u>(14,655)</u>	<u>-</u>	<u>-</u>	<u>(14,655)</u>
Balance at December 31, 2022	<u>\$ 30,264</u>	<u>\$ 1,198</u>	<u>\$ -</u>	<u>\$ 31,462</u>
Carrying amount at December 31, 2022	<u>\$ 12,574</u>	<u>\$ 2,302</u>	<u>\$ -</u>	<u>\$ 14,876</u>

(Concluded)

Other intangible assets are amortized on a straight-line basis over their estimated useful lives as follows:

Computer software	1-6 years
Specialized techniques	10 years
Trademarks	10 years

## 15. OTHER ASSETS

	<u>December 31</u>	
	<b>2023</b>	<b>2022</b>
<u>Current</u>		
Prepayments		
Prepayment for purchases	\$ 88,986	\$ 32,417
Prepaid expenses	<u>11,333</u>	<u>24,301</u>
	<u>\$ 100,319</u>	<u>\$ 56,718</u>
Other current assets		
Temporary payments	<u>\$ 1,531</u>	<u>\$ 10,314</u>

## 16. BONDS PAYABLE

	<u>December 31</u>	
	<b>2023</b>	<b>2022</b>
Unsecured domestic convertible bonds	\$ 260,900	\$ 300,000
Less: Discount on bonds payable	<u>(7,372)</u>	<u>(13,707)</u>
	253,528	286,293
Less: Current portion	<u>(253,528)</u>	<u>-</u>
	<u>\$ -</u>	<u>\$ 286,293</u>

At July 29, 2022, the Company issued 3 thousand, 0% NTD-denominated unsecured convertible bonds in Taiwan, with an aggregate principal amount of \$300,000 thousand. The issue price was based on 104.98% of the face value.

Each bond entitles the holder to convert it into ordinary shares of the Company at a conversion price of \$136.5. Conversion may occur at any time between October 30, 2022 and July 29, 2025.

If the closing price of shares for each of 30 consecutive trading days is at least 130% of the conversion price between the 3 months after the share issuance date and the 40<sup>th</sup> day before the maturity date, the Company may redeem all the outstanding bonds at their principal amount. If the amount outstanding of bonds is less than 10% of the principal amount, the Company may also redeem the outstanding bonds at their principal amount.

Bondholders have the option to notify the Company of their request for bond redemption within 30 days prior to the second anniversary of the issuance date, and the Company should redeem the bonds at face value.

The convertible bonds contain both liability and equity components. The equity component was presented in equity under the heading of capital surplus - options. The effective interest rate of the liability component was 1.81% per annum on initial recognition.

Proceeds from issuance (less transaction costs of \$2,610 thousand)	\$ 312,341
Redeemable and puttable option component	300
Equity component (less transaction costs allocated to the equity component of \$221 thousand)	<u>(28,500)</u>
Liability component at the date of issue (less transaction costs allocated to the liability component of \$2,389 thousand)	284,141
Interest charged at an effective interest rate of 1.81%	7,074
Convertible bonds converted into ordinary shares	<u>(37,687)</u>
Liability component at December 31, 2023	<u>\$ 253,528</u>

As of December 31, 2023, the convertible bonds with a face value of \$39,100 thousand were converted into \$2,865 thousand of ordinary shares. In addition, due to the exercise of the bond conversion right, the capital surplus - share option decreased by \$3,715 thousand, and the discount of bonds payable decreased by \$1,413 thousand, and financial assets at fair value through profit or loss - current decreased by \$115 thousand, and the net conversion amount exceeded the par value of the ordinary shares was transferred to capital surplus - conversion of bonds amounted to \$38,422 thousand.

## 17. ACCOUNTS PAYABLE

	<u>December 31</u>	
	<u>2023</u>	<u>2022</u>
<u>Accounts payable</u>		
Generated from operating activities	<u>\$ 356,681</u>	<u>\$ 388,724</u>

The average credit period was 30 to 60 days. The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.



## 18. OTHER LIABILITIES

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
<u>Current</u>		
Other payables		
Payables for salaries and bonuses	\$ 70,072	\$ 78,517
Payables for research and design fee	14,572	8,343
Payables for insurance premium	12,067	11,833
Payables for annual leave	9,380	9,127
Payables for software usage fee	8,631	35
Payables for freight cost	4,507	5,107
Payables for purchases of equipment	1,749	7,312
Payables for testing fee	673	8,069
Others	<u>14,004</u>	<u>21,466</u>
	<u>\$ 135,655</u>	<u>\$ 149,809</u>
Refund liabilities (Note 21)	<u>\$ 145,488</u>	<u>\$ 185,465</u>
Other liabilities		
Contract liabilities (Note 21)	\$ 7,810	\$ 1,039
Receipts under custody	7,197	6,415
Temporary receipts	<u>-</u>	<u>14</u>
	<u>\$ 15,007</u>	<u>\$ 7,468</u>

## 19. RETIREMENT BENEFIT PLANS

### a. Defined contribution plan

Apart from Yinghon Technology Co., the Group adopted a pension plan under the Labor Pension Act (LPA), which is a state-managed defined contribution plan. Under the LPA, an entity makes monthly contributions to employees' individual pension accounts at 6% of monthly salaries and wages.

### b. Defined benefit plan

The defined benefit plan adopted by the Company in accordance with the Labor Standards Act is operated by the government of the ROC. Pension benefits are calculated on the basis of the length of service and average monthly salaries of the 6 months before retirement. The Company contributes amounts equal to 2% of total monthly salaries and wages to a pension fund administered by the pension fund monitoring committee. Pension contributions are deposited in the Bank of Taiwan in the committee's name. Before the end of each year, the Company assesses the balance in the pension fund. If the amount of the balance in the pension fund is inadequate to pay retirement benefits for employees who conform to retirement requirements in the next year, the Company is required to fund the difference in one appropriation that should be made before the end of March of the next year. The pension fund is managed by the Bureau of Labor Funds, Ministry of Labor (the "Bureau"); the Company has no right to influence the investment policy and strategy.

The amounts included in the consolidated balance sheets in respect of the Group's defined benefit plans were as follows:

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Present value of defined benefit obligation	\$ 16,035	\$ 15,616
Fair value of plan assets	<u>(18,147)</u>	<u>(17,181)</u>
Net defined benefit assets	<u>\$ (2,112)</u>	<u>\$ (1,565)</u>

Movements in net defined benefit assets were as follows:

	<b>Present Value of the Defined Benefit Obligation</b>	<b>Fair Value of the Plan Assets</b>	<b>Net Defined Benefit (Assets) Liabilities</b>
Balance at January 1, 2022	\$ 15,269	\$ (15,307)	\$ (38)
Net interest expense (income)	<u>95</u>	<u>(98)</u>	<u>(3)</u>
Recognized in profit or loss	<u>95</u>	<u>(98)</u>	<u>(3)</u>
Remeasurement			
Return on plan assets	-	(1,176)	(1,176)
Actuarial loss - changes in demographic assumptions	15	-	15
Actuarial gain - changes in financial assumptions	(367)	-	(367)
Actuarial loss - experience adjustments	<u>604</u>	<u>-</u>	<u>604</u>
Recognized in other comprehensive income	<u>252</u>	<u>(1,176)</u>	<u>(924)</u>
Contributions from the employer	<u>-</u>	<u>(600)</u>	<u>(600)</u>
Balance at December 31, 2022	<u>15,616</u>	<u>(17,181)</u>	<u>(1,565)</u>
Net interest expense (income)	<u>215</u>	<u>(240)</u>	<u>(25)</u>
Recognized in profit or loss	<u>215</u>	<u>(240)</u>	<u>(25)</u>
Remeasurement			
Return on plan assets	-	(126)	(126)
Actuarial loss - changes in financial assumptions	313	-	313
Actuarial gain - experience adjustments	<u>(109)</u>	<u>-</u>	<u>(109)</u>
Recognized in other comprehensive income	<u>204</u>	<u>(126)</u>	<u>78</u>
Contributions from the employer	<u>-</u>	<u>(600)</u>	<u>(600)</u>
Balance at December 31, 2023	<u>\$ 16,035</u>	<u>\$ (18,147)</u>	<u>\$ (2,112)</u>

An analysis by function of the amounts recognized in profit or loss in respect of the defined benefit plans is as follows:

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
General and administrative expenses	\$ (2)	\$ (1)
Research and development expenses	<u>(23)</u>	<u>(2)</u>
	<u>\$ (25)</u>	<u>\$ (3)</u>

Through the defined benefit plans under the Labor Standards Act, the Company is exposed to the following risks:

- 1) Investment risk: The plan assets are invested in domestic and foreign equity and debt securities, bank deposits, etc. The investment is conducted at the discretion of the Bureau or under the

mandated management. However, in accordance with relevant regulations, the return generated by plan assets should not be below the interest rate for a 2-year time deposit with local banks.

- 2) Interest risk: A decrease in the government bond interest rate will increase the present value of the defined benefit obligation; however, this will be partially offset by an increase in the return on the plan's debt investments.
- 3) Salary risk: The present value of the defined benefit obligation is calculated using the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the present value of the defined benefit obligation.

The actuarial valuations of the present value of the defined benefit obligation were carried out by qualified actuaries. The significant assumptions used for the purposes of the actuarial valuations were as follows:

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Discount rate(s)	1.125%	1.375%
Expected rate(s) of salary increase	3.50%	3.50%

If possible reasonable change in each of the significant actuarial assumptions will occur and all other assumptions will remain constant, the present value of the defined benefit obligation would (decrease) increase as follows:

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Discount rate(s)		
0.25% increase	<u>\$ (313)</u>	<u>\$ (331)</u>
0.25% decrease	<u>\$ 323</u>	<u>\$ 342</u>
Expected rate(s) of salary increase		
0.25% increase	<u>\$ 310</u>	<u>\$ 329</u>
0.25% decrease	<u>\$ (302)</u>	<u>\$ (320)</u>

The above sensitivity analysis presented above may not be representative of the actual change in the present value of the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Expected contributions to the plan for the next year	<u>\$ 600</u>	<u>\$ 600</u>
Average duration of the defined benefit obligation	7.9 years	8.6 years

## 20. EQUITY

### a. Ordinary shares

	<u>December 31</u>	
	<u>2023</u>	<u>2022</u>
Number of shares authorized (in thousands of shares)	<u>200,000</u>	<u>200,000</u>
Shares authorized	<u>\$2,000,000</u>	<u>\$ 2,000,000</u>
Number of shares issued and fully paid (in thousands of shares)	<u>90,455</u>	<u>90,169</u>
Shares issued and fully paid	<u>\$ 904,554</u>	<u>\$ 901,689</u>

A holder of ordinary shares issued with par value of \$10 is entitled to vote and to receive dividends.

The authorized shares include 10,000 thousand shares reserved for the exercise of employee share options.

On April 28, 2022, the Company's board of directors resolved to issue 1,700 thousand ordinary shares with a par value of \$10, for a consideration of \$105 per share which were fully paid. On July 6, 2022, the above transaction was approved by the FSC, and the subscription base date was September 12, 2022. The Company has completed the alteration registration.

The change in the Company's share capital for the year ended December 31, 2023 was mainly due to the conversion of unsecured domestic convertible bonds into ordinary shares. Bondholders converted the Company's ordinary shares of \$2,865 thousand (286 thousand shares). On July 27 and October 26, 2023, the Company's board of directors resolved to set July 28 and October 31, 2023 as the subscription base date, and the Company has completed the alteration registration on August 15 and November 27, 2023, respectively.

### b. Capital surplus

	<u>December 31</u>	
	<u>2023</u>	<u>2022</u>
<u>Maybe used to offset a deficit, distributed as cash dividends, or transferred to share capital (1)</u>		
Issuance of ordinary shares	\$ 497,045	\$ 497,045
Issuance of ordinary shares (exercised or expired employee share options )	85,484	85,484
Conversion of bonds	38,422	-
<u>May not be used for any purpose</u>		
Employee share options	28,621	15,269
Share options	<u>24,785</u>	<u>28,500</u>
	<u>\$ 674,357</u>	<u>\$ 626,298</u>

1) Such capital surplus may be used to offset a deficit; in addition, when the Company has no deficit, such capital surplus may be distributed as cash dividends or transferred to share capital (limited to a certain percentage of the Company's capital surplus and to once a year).

### c. Retained earnings and dividends policy

Under the dividends policy as set forth in the Company's Articles of Incorporation ("Articles"), where

the Company made a profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside a legal reserve of 10% of the remaining profit, setting aside or reversing a special reserve in accordance with the laws and regulations, and then any remaining profit together with any undistributed retained earnings shall be used by the Company's board of directors as the basis for proposing a distribution plan, which should be resolved in the shareholders' meeting for the distribution of dividends and bonuses to shareholders. Refer to Note 23(g) for the policies on the distribution of compensation of employees and remuneration of directors.

The Company's Articles also stipulate a balanced and stable dividends policy whereby share and cash dividends are distributed based on the Company's profitability, financial structure and future development plans. Dividends may be distributed in form of cash or shares taking into consideration future profitability and funding needs, out of which the total cash dividends paid in any given year shall be at least 10% of the total dividends distributed.

Appropriation of earnings to the legal reserve shall be made until the legal reserve equals the Company's paid-in capital. The legal reserve may be used to offset deficits. If the Company has no deficits and the legal reserve has exceeded 25% of the Company's paid-in capital, the excess may be transferred to capital or distributed in cash.

The appropriations of earnings for 2022 and 2021, which were approved in the shareholders' meetings on May 25, 2023 and May 26, 2022, respectively, were as follows:

	<b>Appropriation of Earnings</b>	
	<b>For the Year Ended December 31</b>	
	<b>2022</b>	<b>2021</b>
Legal reserve	\$ 5,580	\$ 46,444
Special reserve (Reversal of special reserve)	\$ (1,373)	\$ 272
Cash dividends	\$ -	\$ 309,642
Cash dividends per share (NT\$)	\$ -	\$ 3.50

The appropriation of earnings for 2023, which were proposed by the Company's board of directors on February 29, 2024, were as follows:

	<b>For the Year Ended December 31, 2023</b>
Special reserve	\$ 710

The appropriation of earnings for 2023 will be resolved by the shareholders in their meeting to be held on May 29, 2024.

d. Special reserve

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Balance at January 1	\$ 1,373	\$ 1,101
Appropriations in respect of		
Debits to other equity items	-	272
Reversals:		
Reversal of the debits to other equity items	(1,373)	-
Balance at December 31	\$ -	\$ 1,373

e. Other equity items

1) Exchange differences on translation of the financial statements of foreign operations

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Balance at January 1	\$ 327	\$ (1,359)
Recognized for the year		
Exchange differences on translation of the financial statements of foreign operations	(557)	1,686
Reclassification adjustments		
Disposal of foreign operations	<u>(466)</u>	<u>-</u>
Balance at December 31	<u>\$ (696)</u>	<u>\$ 327</u>

2) Unrealized gain (loss) on financial assets at FVTOCI

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Balance at January 1 and December 31	<u>\$ (14)</u>	<u>\$ (14)</u>

## 21. REVENUE

a. Contract revenue from customers

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Revenue from the sale of goods	<u>\$ 2,984,581</u>	<u>\$ 3,429,371</u>

b. Contract information

As wireless communication products are innovative and the prices are highly volatile, the discount is estimated at the most likely amount based on the range of discounts given in the past. Based on conventional business practices, the Group accepts the return of goods with full refunds, and estimates the discount rate based on most likely amount from past experience, and recognizes the refund liabilities accordingly.

c. Contract balances

	<b>December 31, 2023</b>	<b>December 31, 2022</b>	<b>January 1, 2022</b>
Accounts receivable (Note 9)	<u>\$ 1,114,690</u>	<u>\$ 1,046,374</u>	<u>\$ 752,673</u>
Contract liabilities (Note 18)			
Sale of goods	<u>\$ 7,810</u>	<u>\$ 1,039</u>	<u>\$ 5,050</u>

Revenue in the current year that was recognized from the contract liabilities at the beginning of the year is as follows:

	<b><u>For the Year Ended December 31</u></b>	
	<b>2023</b>	<b>2022</b>
From contract liabilities at the beginning of the year		
Sale of goods	\$ <u>1,039</u>	\$ <u>4,786</u>

d. Disaggregation of revenue

	<b><u>For the Year Ended December 31</u></b>	
	<b>2023</b>	<b>2022</b>
<u>Type of goods or services</u>		
WIFI products	\$2,783,540	\$3,276,955
Others	<u>201,041</u>	<u>152,416</u>
	<u>\$2,984,581</u>	<u>\$3,429,371</u>

**22. NET PROFIT (LOSS)**

a. Interest income

	<b><u>For the Year Ended December 31</u></b>	
	<b>2023</b>	<b>2022</b>
Bank deposits	\$20,745	\$10,585
Deposit interest	<u>80</u>	<u>42</u>
	<u>\$20,825</u>	<u>\$10,627</u>

b. Other income

	<b><u>For the Year Ended December 31</u></b>	
	<b>2023</b>	<b>2022</b>
Rental income	\$ 933	\$ 842
Government Grant	-	126
Others	<u>536</u>	<u>45</u>
	<u>\$ 1,469</u>	<u>\$ 1,013</u>

c. Other gains and losses

	<b><u>For the Year Ended December 31</u></b>	
	<b>2023</b>	<b>2022</b>
Net foreign exchange gains	\$ 1,474	\$ 72,428
Fair value changes of financial assets and liabilities designated as at FVTPL	1,404	(780 )
Gain on disposal of subsidiaries	466	-
Loss on disposal of property, plant and equipment	(10 )	(218 )
Profit from lease modification	-	627
Others	<u>(16 )</u>	<u>(316 )</u>
	<u>\$ 3,318</u>	<u>\$ 71,741</u>

d. Finance costs

**For the Year Ended December 31**

	<b>2023</b>	<b>2022</b>
Interest on convertible bonds	\$ 4,922	\$ 2,152
Interest on bank loans	822	2,226
Interest on lease liabilities	<u>520</u>	<u>509</u>
	<u>\$ 6,264</u>	<u>\$ 4,887</u>

e. Depreciation and amortization

**For the Year Ended December 31**

	<b>2023</b>	<b>2022</b>
An analysis of depreciation by function		
Operating costs	\$ -	\$ 499
Selling and marketing expenses	9,847	10,546
General and administrative expenses	21,803	21,152
Research and development expenses	<u>81,562</u>	<u>72,134</u>
	<u>\$ 113,212</u>	<u>\$ 104,331</u>
An analysis of amortization by function		
Selling and marketing expenses	\$ 235	\$ 258
General and administrative expenses	5,502	3,230
Research and development expenses	<u>26,373</u>	<u>26,970</u>
	<u>\$ 32,110</u>	<u>\$ 30,458</u>

f. Employee benefits expense

**For the Year Ended December 31**

	<b>2023</b>	<b>2022</b>
Post-employment benefits ( Note 19)		
Defined contribution plans	\$ 19,939	\$ 18,728
Defined benefit plans	<u>(25 )</u>	<u>(3 )</u>
	19,914	18,725
Share-based payments		
Equity-settled	13,352	22,569
Other employee benefits	<u>559,598</u>	<u>521,553</u>
Total employee benefits expense	<u>\$592,864</u>	<u>\$562,847</u>
An analysis of employee benefits expense by function		
Selling and marketing expenses	\$ 108,773	\$ 96,129
General and administrative expenses	132,463	149,477
Research and development expenses	<u>351,628</u>	<u>317,241</u>
	<u>\$592,864</u>	<u>\$562,847</u>



g. Compensation of employees and remuneration of directors

According to the Company's Articles, the Company accrues compensation of employees and remuneration of directors at rates no less than 8% and no higher than 1%, respectively, of net profit before income tax, compensation of employees and remuneration of directors.

The Company did not estimate compensation of employees and remuneration of directors for the year ended December 31, 2023, because the Company suffered a net loss before income tax for the period. The compensation of employees and remuneration of directors for the year ended December 31, 2022 are as follows:

Accrual rate

	<b>For the Year Ended December 31 2022</b>
Compensation of employees	8%
Remuneration of directors	1%

Amount

	<b>For the Year Ended December 31 2022</b>	
	<b>Cash</b>	<b>Shares</b>
Compensation of employees	\$ 5,388	\$ -
Remuneration of directors	673	-

If there is a change in the amounts after the annual consolidated financial statements are authorized for issue, the differences are recorded as a change in the accounting estimate.

The Company held board of directors' meetings on February 28, 2023, and the amount of the compensation of employees approved in the board of directors' meeting was differ from the amounts recognized in the consolidated financial statements for the year ended December 31, 2022. The differences were adjusted to profit and loss for the year ended December 31, 2023.

	<b>For the Year Ended December 31, 2022</b>
Amounts approved in the board of directors' meeting	<u>\$ 8,082</u>
Amounts recognized in the annual consolidated financial statements	<u>\$ 5,388</u>

There was no difference between the actual amounts of compensation of employees and remuneration of directors paid and the amounts recognized in the consolidated financial statements for the year ended December 31, 2021.

Information on the compensation of employees and remuneration of directors resolved by the Company's board of directors in 2023 and 2022 is available at the Market Observation Post System website of the Taiwan Stock Exchange.

h. Gain or loss on foreign currency exchange

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Foreign exchange gains	\$ 53,482	\$ 153,211
Foreign exchange losses	<u>(52,008 )</u>	<u>(80,783 )</u>
Net gain on foreign currency exchange	<u>\$ 1,474</u>	<u>\$ 72,428</u>

## 23. INCOME TAXES

a. Income tax recognized in profit or loss

Major components of income tax expense (benefit) are as follows:

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Current tax		
In respect of the current year	\$ 82	\$ 9,361
Income tax on unappropriated earnings	-	2,904
Adjustments for prior year	(1,140 )	(3,766 )
Deferred tax		
In respect of the current year	<u>(54,784 )</u>	<u>(2,269 )</u>
Income tax expense (benefit) recognized in profit or loss	<u>\$ (55,842 )</u>	<u>\$ 6,230</u>

A reconciliation of accounting profit and income tax (benefit) expense is as follows:

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
(Loss) Profit before tax	<u>\$ (278,131 )</u>	<u>\$ 61,289</u>
Income tax (benefit) expense calculated at the statutory rate	\$ (55,561 )	\$ 12,260
Nondeductible expense in determining taxable income	859	(98 )
Income tax on unappropriated earnings	-	2,904
Unrecognized deductible temporary differences	-	185
Investment tax credits	-	(5,255 )
Adjustments for prior year' tax	<u>(1,140 )</u>	<u>(3,766 )</u>
Income tax (benefit) expense recognized in profit or loss	<u>\$ (55,842 )</u>	<u>\$ 6,230</u>

b. Income tax recognized in other comprehensive income

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
<u>Deferred tax</u>		
In respect of the current year		
Remeasurement of defined benefit plans	<u>\$ 15</u>	<u>\$ (185)</u>

c. Current tax assets and liabilities

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Current tax assets		
Tax refund receivable	\$ <u>1,968</u>	\$ <u>-</u>
Current tax liabilities		
Income tax payable	\$ <u>-</u>	\$ <u>11,476</u>

d. Deferred tax assets and liabilities

The movements of deferred tax assets and deferred tax liabilities were as follows:

For the year ended December 31, 2023

	<b>Opening Balance</b>	<b>Recognized in Profit or Loss</b>	<b>Recognized in Other Comprehensive Income</b>	<b>Closing Balance</b>
<u>Deferred tax assets</u>				
Temporary differences				
Loss carryforwards	\$ -	\$ 63,060	\$ -	\$ 63,060
Refund liabilities	37,093	(7,995)	-	29,098
Defined benefit plans	1,757	-	15	1,772
Payable for annual leave	1,825	51	-	1,876
Loss on investments accounted for using the equity method	790	(494)	-	296
Allowance for impairment loss	324	(324)	-	-
Unrealized write-downs of inventories	52,799	(2,590)	-	50,209
Others	156	(156)	-	-
	<u>\$ 94,744</u>	<u>\$ 51,552</u>	<u>\$ 15</u>	<u>\$ 146,311</u>
<u>Deferred tax liabilities</u>				
Temporary differences				
Unrealized foreign exchange gain	\$ 9,391	\$ (3,357)	\$ -	\$ 6,034
Others	-	125	-	125
	<u>\$ 9,391</u>	<u>(3,232)</u>	<u>\$ -</u>	<u>\$ 6,159</u>

For the year ended December 31, 2022

	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Closing Balance
<u>Deferred tax assets</u>				
Temporary differences				
Refund liabilities	\$ 34,322	\$ 2,771	\$ -	\$ 37,093
Defined benefit plans	1,942	-	(185)	1,757
Payable for annual leave	1,472	353	-	1,825
Loss on investments accounted for using the equity method	1,383	(593)	-	790
Allowance for impairment loss	47	277	-	324
Unrealized foreign exchange loss	1,055	(1,055)	-	-
Unrealized write-downs of inventories	42,770	10,029	-	52,799
Others	278	(122)	-	156
	<u>\$ 83,269</u>	<u>\$ 11,660</u>	<u>\$ (185)</u>	<u>\$ 94,744</u>
<u>Deferred tax liabilities</u>				
Temporary differences				
Unrealized foreign exchange gain	<u>\$ -</u>	<u>\$ 9,391</u>	<u>\$ -</u>	<u>\$ 9,391</u>

e. Information on unused loss carryforwards

Loss carryforwards as of December 31, 2023 comprised:

Unused Amount	Expiry Year
<u>\$ 315,299</u>	2033

f. Income tax assessments

The Company's tax returns through 2021 have been assessed by the tax authorities.

**24. (LOSS) EARNINGS PER SHARE**

Unit: NT\$ Per Share

	<u>For the Year Ended December 31</u>	
	2023	2022
Basic (loss) earnings per share	<u>\$ (2.46)</u>	<u>\$ 0.62</u>
Diluted (loss) earnings per share	<u>\$ (2.46)</u>	<u>\$ 0.62</u>

The (loss) earnings and weighted average number of ordinary shares outstanding used in the computation of (loss) earnings per share were as follows:

**Net (Loss) Profit for the Year**

	<u>For the Year Ended December 31</u>	
	2023	2022
(Loss) Earnings used in the computation of basic and diluted (loss) earnings per share	\$ <u>(222,289)</u>	\$ <u>55,059</u>

The weighted average number of ordinary shares outstanding (in thousands of shares) was as follows:

	<u>For the Year Ended December 31</u>	
	2023	2022
Weighted average number of ordinary shares used in the computation of basic (loss) earnings per share	90,247	88,981
Effect of potentially dilutive ordinary shares		
Compensation of employees	<u>          -</u>	<u>          79</u>
Weighted average number of ordinary shares used in the computation of basic (loss) earnings per share	<u>90,247</u>	<u>89,060</u>

Since the Group may settle compensation of employees in cash or shares, the Group assumes that the entire amount of the compensation will be settled in shares, and the resulting potential shares are included in the weighted average number of shares outstanding used in the computation of diluted earnings per share, as the effect is dilutive. Such dilutive effect of the potential shares is included in the computation of diluted earnings per share until the number of shares to be distributed to employees is resolved in the following year.

Since the exercise price of the convertible bonds and options issued by the Company exceeded the average market price of the shares during the years ended December 31, 2023 and 2022, they are anti-dilutive and excluded from the computation of diluted earnings per share.

**25. SHARE-BASED PAYMENT ARRANGEMENTS**

a. Employee share option plan

The Company issued 300 units of employee share options on November 29, 2021. On the grant date, each option entitles the holder with the right to subscribe for one thousand ordinary share of the Company at the exercise price of NT\$279 per share. The options are granted to the employees of the Company and its subsidiaries that meet certain criteria. The expected lifetime of the options is 4 years. The options are exercisable by the qualified employees at 50% after the second year from the grant date, and another two tranches of 25% exercisable after third and fourth years from the grant date. The vesting period will end on November 29, 2026.

Information on outstanding employee share options is as follows:

	<b>For the Year Ended December 31</b>			
	<b>2023</b>		<b>2022</b>	
	<b>Number of Options (In Thousands of Units)</b>	<b>Weighted- average Exercise Price (NT\$)</b>	<b>Number of Options (In Thousands of Units)</b>	<b>Weighted- average Exercise Price (NT\$)</b>
Balance at January 1	300	\$ 272.9	300	\$ 279
Balance at December 31	<u>300</u>	272.9	<u>300</u>	272.9
Options exercisable, end of the year	<u>-</u>		<u>-</u>	
Weighted - average fair value of options granted (NT\$)	<u>\$ 122.02</u>		<u>\$ 122.02</u>	

As of the balance sheet date, information about employee share options outstanding was as follows:

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Range of exercise price (NT\$)	\$ 272.9	\$ 272.9
Weighted average remaining contractual life (in years)	2.25	3.25

The options granted by the Company are priced using the Black-Scholes pricing model and the related inputs to the model are as follows:

	<b>November 29, 2021</b>
Grant-date share price	NT\$279
Expected volatility	59.55%、57.55% and 56.53%
Risk-free interest rate	0.40%、0.41% and 0.42%
Expected dividend yield rate	-
Expected life	3.5 years、4 years and 4.5 years

Compensation costs recognized were \$13,352 thousand and \$14,095 thousand for the years ended December 31, 2023 and 2022, respectively.

b. Issued ordinary shares for cash which are reserved for employees

On April 28, 2022, the Company's board of directors resolved to issue 1,700 thousand ordinary shares for cash, and reserved 15% shares for employees under Company Act. The 255 thousand shares were granted on July 19, 2022.

The options granted by the Company are priced using the Black-Scholes pricing model and the related inputs to the model are as follows:

	<b>July 19, 2022</b>
Grant-date share price	NT\$136.5
Exercise price	NT\$105
Fair value of options	NT\$33.23
Expected volatility	61.79%
Risk-free interest rate	0.7%
Expected life	0.13 years

Compensation costs recognized were \$8,474 thousand for the year ended December 31, 2022.

## 26. DISPOSAL OF SUBSIDIARIES

The Company completed the liquidation of Minerva Technology Co. on August 15, 2023.

### a. Gain on liquidation of subsidiaries

	<b>Minerva Technology Co.</b>
Consideration received	\$ -
Reclassification of other comprehensive income in respect of subsidiaries	
Exchange differences on translation of the financial statements of foreign operations	<u>466</u>
Gain on disposals	<u>\$ 466</u>

## 27. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged.

The capital structure of the Group consists of net debt (borrowings offset by cash and cash equivalents) and equity of the Group (comprising issued capital, reserves, retained earnings and other equity).

The Group is not subject to any externally imposed capital requirements.

The key management personnel of the Group review the capital structure on regular basis. As part of this review, the key management personnel consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the key management personnel, in order to balance the overall capital structure, the Group may adjust the amount of dividends paid to shareholders and the number of new shares issued.

## 28. FINANCIAL INSTRUMENTS

### a. Fair value of financial instruments not measured at fair value

December 31, 2023

	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
<u>Financial liabilities</u>					
Financial liabilities at amortized cost					
Convertible bonds	<u>\$ 253,528</u>	<u>\$ -</u>	<u>\$ 254,117</u>	<u>\$ -</u>	<u>\$ 254,117</u>

December 31, 2022

	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3	
<u>Financial liabilities</u>					
Financial liabilities at amortized cost					
Convertible bonds	\$ 286,293	\$ -	\$ 287,400	\$ -	\$ 287,400

The fair values of the financial assets and financial liabilities included in the Level 2 category above have been determined in accordance with the binary tree pricing model for convertible bonds.

b. Fair value of financial instruments measured at fair value on a recurring basis

1) Fair value hierarchy

December 31, 2023

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Derivative	\$ -	\$ 809	\$ -	\$ 809

December 31, 2022

	Level 1	Level 2	Level 3	Total
Financial liabilities at FVTPL				
Derivative	\$ -	\$ 480	\$ -	\$ 480

There were no transfers between Levels 1 and 2 in the current and prior years.

2) Valuation techniques and inputs applied for Level 2 fair value measurement

<u>Financial Instrument</u>	<u>Valuation Technique and Inputs</u>
Derivatives - redeemable and puttable option of convertible bonds	Binary tree pricing model for convertible bonds.  Track the evolution of key underlying variables of options in discrete time through a binary tree over multiple time steps between evaluation date and maturity date. Each node of the tree represents a possible price at a particular point in time.



c. Categories of financial instruments

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
<u>Financial assets</u>		
FVTPL		
Held for trading	\$ 809	\$ -
Financial assets at amortized cost (1)	2,088,842	2,118,162
<u>Financial liabilities</u>		
FVTPL		
Held for trading	-	480
Amortized cost (2)	668,015	738,784

- 1) The balances include financial assets at amortized cost, which comprise cash and cash equivalents, accounts receivable, other receivables, financial assets at amortized cost and refundable deposits.
- 2) The balances include financial liabilities measured at amortized cost, which comprise accounts payable, other payables, bonds payable and guarantee deposits.

d. Financial risk management objectives and policies

The Group's major financial instruments included accounts receivable, accounts payable and lease liabilities. The Group's corporate treasury function provides services to the business, coordinates access to domestic and international financial markets, and monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyze exposures by degree and magnitude of risks. These risks include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk, and liquidity risk.

The Group did not use derivative financial instruments to minimize the effect of these risks, but it uses natural hedging from operations and borrowings denominated in foreign currencies to mitigate the impact of foreign currency risk.

The corporate treasury function reports monthly to the Group's risk management committee, an independent body that monitors risks and policies implemented to mitigate risk exposures.

1) Market risk

The Group's activities exposed it primarily to the financial risks of changes in foreign currency risk (see (a) below) and interest rates (see (b) below).

a) Foreign currency risk

The Group has foreign currency denominated sales and purchases, which expose the Group to foreign currency risk. Approximately 56% of the Group's sales is denominated in currencies other than the functional currency of the entity in the Group making the sale, whilst almost 74% of costs is denominated in currencies other than the functional currency of the entity in the Group.

Sensitivity analysis

The Group was mainly exposed to the USD.

The following table details the Group's sensitivity to a 2% increase and decrease in the New Taiwan dollar (i.e., the functional currency) against the relevant foreign currencies. The sensitivity rate used when reporting foreign currency risk internally to key management personnel and representing management's assessment of the reasonably possible change in foreign exchange rates is 2%. The sensitivity analysis included only outstanding foreign currency denominated monetary items and foreign currency forward contracts designated as cash flow hedges and adjusts their translation at the end of the year for a 2% change in foreign currency rates. A positive (negative) number below indicates an increase in pre-tax profit associated with New Taiwan dollar strengthening (weakening) 2% against the relevant currency.

	<b>USD Impact</b>	
	<b>For the Year Ended</b>	
	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Profit or (loss)	<u>\$ 15,938</u>	<u>\$ 21,762</u>

This was mainly attributable to the exposure on outstanding accounts receivable, cash and cash equivalents and accounts payable denominated in USD that were not hedged at the end of the year.

The Group's sensitivity to foreign currency decreased during the current year mainly due to decrease in the accounts receivable denominated in USD.

b) Interest rate risk

The Group is exposed to interest rate risk because entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix of fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetites ensuring the most cost-effective hedging strategies are applied.

The carrying amounts of the Group's financial assets and financial liabilities with exposure to interest rates at the end of the year were as follows:

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
Fair value interest rate risk		
Financial assets	\$ 634,213	\$ 366,450
Financial liabilities	315,542	314,868
Cash flow interest rate risk		
Financial assets	292,923	661,142

Sensitivity analysis

The sensitivity analysis below was determined based on the Group's exposure to interest rates for both derivative and non-derivative instruments at the end of the year. For floating rate liabilities, the analysis was prepared assuming the amount of each liability outstanding at the end of the year was outstanding for the whole year. A 0.25 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 0.25 basis point higher/lower and all other variables were held constant, the Group's pre-tax profit for the years ended December 31, 2023 and 2022 would have increased/decreased by \$732 thousand and \$1,653 thousand, respectively.

## 2) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. At the end of the year, the Group's maximum exposure to credit risk, which would cause a financial loss to the Group due to the failure of the counterparty to discharge its obligation and due to the financial guarantees provided by the Group, could be equal to the carrying amount of the respective recognized financial assets as stated in the balance sheets.

The Group adopted a policy of dealing only with reputable parties and, where necessary, obtains appropriate guarantees to mitigate the risk of financial losses resulting from the default of payment. The Group assesses the creditability of the key customers based on financial information available and mutual transaction records. The Group continuously monitors the credit risk and credit rating of the counterparties, distributes the total transaction amount to customers with sound credit ratings, and controls the credit risk by ensuring that each counterparty's credit limit is reviewed and approved by the risk management committee.

The Group assesses the financial position of customers with outstanding accounts receivable balances regularly and requests for collateral if necessary.

The Group's concentration of credit risk is mainly related to the top five largest customers, which represents 75% and 89% of total accounts receivable as of December 31, 2023 and 2022, respectively.

## 3) Liquidity risk

The Group manages liquidity risk by monitoring and maintaining a level of cash and cash equivalents deemed adequate to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In addition, management monitors the utilization of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. Refer to (b) below for the amount of unsecured short-term bank loan facilities of the Group as of December 31, 2023 and 2022:

### a) Liquidity and interest risk rate table for non-derivative financial liabilities

The following table details the Group's remaining contractual maturities for its non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities from the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. Specifically, financial liabilities with a repayment on demand clause are included in the earliest time band regardless of the probability of the creditors choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

December 31, 2023

	<b>On Demand or Less than 1 Month</b>	<b>1-3 Months</b>	<b>3 Months to 1 Year</b>	<b>1-5 Years</b>
<u>Non-derivative financial liabilities</u>				
Non-interest bearing	\$ 220,812	\$ 175,918	\$ 277,054	\$ 1,603
Lease liabilities	-	8,111	13,777	41,312
	<u>\$ 220,812</u>	<u>\$ 184,029</u>	<u>\$ 290,831</u>	<u>\$ 42,915</u>

Additional information about the maturity analysis for lease liabilities

		<b>Less than 1 Year</b>		<b>1-5 Years</b>
Lease liabilities		<u>\$ 21,888</u>		<u>\$ 41,312</u>
<u>December 31, 2022</u>				
	<b>On Demand or Less than 1 Month</b>	<b>1-3 Months</b>	<b>3 Months to 1 Year</b>	<b>1-5 Years</b>
<u>Non-derivative financial liabilities</u>				
Non-interest bearing	\$ 253,951	\$ 175,855	\$ 21,083	\$ 301,602
Lease liabilities	<u>-</u>	<u>7,631</u>	<u>15,459</u>	<u>5,744</u>
	<u>\$ 253,951</u>	<u>\$ 183,486</u>	<u>\$ 36,542</u>	<u>\$ 307,346</u>

Additional information about the maturity analysis for lease liabilities

		<b>Less than 1 Year</b>		<b>1-5 Years</b>
Lease liabilities		<u>\$ 23,090</u>		<u>\$ 5,744</u>
b) Financing facilities				
			<b>December 31</b>	
			<b>2023</b>	<b>2022</b>
Unsecured bank loan facilities				
Amount used			\$ -	\$ -
Amount unused			<u>680,000</u>	<u>680,000</u>
			<u>\$ 680,000</u>	<u>\$ 680,000</u>

## 29. TRANSACTIONS WITH RELATED PARTIES

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Besides information disclosed elsewhere in the other notes, details of transactions between the Group and other related parties are disclosed as follows.

a. Remuneration of key management personnel

	<b>For the Year Ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Short-term employee benefits	\$ 42,373	\$ 55,948
Post-employment benefits	<u>1,188</u>	<u>1,188</u>
	<u>\$ 43,561</u>	<u>\$ 57,136</u>

The remuneration of directors and key executives was determined by the remuneration committee based on the performance of individuals and market trends.

### 30. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

The following assets were provided as collateral for customs import goods tax and performance guarantee:

	<u>December 31</u>	
	<u>2023</u>	<u>2022</u>
Pledged deposits (classified as financial assets at amortized cost)	<u>\$ 9,900</u>	<u>\$ 9,900</u>

### 31. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED COMMITMENTS

In addition to those disclosed in other notes, significant contingencies and unrecognized commitments of the Group at December 31, 2023 and 2022 were as follows:

a. Significant commitments

Under a sales agreement, the Group shall pay royalties at a certain percentage of net sales of certain products. Royalty expenses amounted to \$2,529 thousand and \$1,349 thousand for the years ended December 31, 2023 and 2022, respectively.

### 32. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

The significant financial assets and liabilities of the entities in the Group denominated in foreign currencies aggregated by the foreign currencies other than functional currencies and the related exchange rates between the foreign currencies and the respective functional currencies were as follows:

December 31, 2023

	<b>Foreign Currency</b>	<b>Exchange Rate</b>	<b>Carrying Amount</b>
<u>Financial assets</u>			
Monetary items USD	\$ 33,770	30.705	\$ 1,036,896
<u>Financial liabilities</u>			
Monetary items USD	7,816	30.705	239,990

December 31, 2022

	<b>Foreign Currency</b>	<b>Exchange Rate</b>	<b>Carrying Amount</b>
<u>Financial assets</u>			
Monetary items			
USD	\$ 49,557	30.71	\$ 1,521,895
<u>Financial liabilities</u>			
Monetary items			
USD	14,126	30.71	433,809

The significant unrealized foreign exchange gains (losses) were as follows:

<b>Foreign Currency</b>	<b>For the Year Ended December 31, 2023</b>		<b>For the Year Ended December 31, 2022</b>	
	<b>Exchange Rate</b>	<b>Net Foreign Exchange Gains</b>	<b>Exchange Rate</b>	<b>Net Foreign Exchange Gains</b>
USD	30.705	\$ <u>29,827</u>	30.71	\$ <u>46,827</u>

### 33. SEPARATELY DISCLOSED ITEMS

a. Information about significant transactions:

- 1) Financing provided to others: None
- 2) Endorsements/guarantees provided: None
- 3) Marketable securities held (excluding investments in subsidiaries, associates, and joint ventures): None
- 4) Marketable securities acquired or disposed of at costs or prices of at least NT\$300 million or 20% of the paid-in capital: None
- 5) Acquisitions of individual real estate at costs of at least NT\$300 million or 20% of the paid-in capital: None
- 6) Disposal of individual real estate at prices of at least NT\$300 million or 20% of the paid-in capital: None
- 7) Total purchases from or sales to related parties amounting to at least NT\$100 million or 20% of the paid-in capital: None
- 8) Receivables from related parties amounting to at least NT\$100 million or 20% of the paid-in capital: None
- 9) Trading in derivative instruments: Note 7
- 10) Intercompany relationships and significant intercompany transactions: Table 1

- b. Information on investees: Table 2
- c. Information on investments in mainland China
  - 1) Information on any investee company in mainland China, showing the name, principal business activities, paid-in capital, method of investment, inward and outward remittance of funds, ownership percentage, net income of investees, investment income or loss, carrying amount of the investment at the end of the year, repatriations of investment income, and limit on the amount of investment in the mainland China area: Table 3
  - 2) Any of the following significant transactions with investee companies in mainland China, either directly or indirectly through a third party, and their prices, payment terms, and unrealized gains or losses: Table 1
    - a) The amount and percentage of purchases and the balance and percentage of the related payables at the end of the year
    - b) The amount and percentage of sales and the balance and percentage of the related receivables at the end of the year
    - 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 year and the purposes
    - e) The highest balance, the ending balance, the interest rate range, and total current period interest with respect to the financing of funds
    - f) Other transactions that have a material effect on the profit or loss for the year or on the financial position, such as the rendering or receipt of services
- d. Information of major shareholders: list all shareholders with ownership of 5% or greater showing the name of the shareholder, the number of shares owned, and percentage of ownership of each shareholder: None

#### **34. SEGMENT INFORMATION**

The Group is considered a single operating segment. Information reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Group is currently engaged in the design and sale of the wireless communication products, and its operating segment's profit or loss, assets and liabilities were measured on the same basis as the consolidated financial statements, please refer to accompanying consolidated financial statements. However, the Group's other overall information is disclosed as follows:

- a. Main products analysis of the Group, please refer to Note 21.

b. Geographical information:

The Group's revenue from external customers by location of operations and information about its non-current assets are detailed below:

	<b>External Revenue</b>		<b>Non-Current Assets</b>	
	<b>For the Year Ended</b>		<b>December 31</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Taiwan	\$ 1,597,072	\$ 1,692,598	\$ 300,638	\$ 228,626
China	973,232	1,336,767	14,743	10,372
Korea	205,607	233,541	-	-
Others	208,670	166,465	-	-
	<u>\$ 2,984,581</u>	<u>\$ 3,429,371</u>	<u>\$ 315,381</u>	<u>\$ 238,998</u>

Non-current assets exclude deferred tax assets, net defined benefit assets, refundable deposits and financial assets at amortized cost.

c. Information about major customers (represents more than 10% of revenue)

	<b>For the Year Ended December 31</b>			
	<b>2023</b>		<b>2022</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
Customer A (Note 1)	\$ 1,777,280	60	\$ 1,943,246	57
Customer B (Note 1)	NA (Note 2)	-	456,367	13

Note 1: Revenue from WIFI products.

Note 2: Revenue accounting for less than 10% of the Group's revenue.



**RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES**

**Intercompany relationships and significant intercompany transactions  
FOR THE YEAR ENDED DECEMBER 31, 2023  
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

No. (Note 1)	Investee Company	Counterparty	Relationship (Note 2)	Transaction Details			
				Financial Statement Accounts	Amount	Payment Terms	% of Total Sales or Assets (Note 3)
0	Richwave Technology Corp.	Yinghon Technology Co.	1	Other accounts payable	\$ 13,660	Based on regular terms	-
				Operating expenses	81,871	Based on regular terms	3%

Note 1: Companies are numbers as follows:

1. "0" for the Company.
2. Subsidiaries are numbered from Arabic "1" onward.

Note 2 : Related party transactions are divided into three categories as below:

1. The Company to the subsidiary.
2. The subsidiary to the Company.
3. Between subsidiaries.

Note 3 : The amount was eliminated upon the consolidation.

**RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES**

**INFORMATION ON INVESTEEES**

**FOR THE YEAR ENDED DECEMBER 31, 2023**

**(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

Investor Company	Investee Company	Location	Main Businesses and Products	Original Investment Amount		Balance as of December 31, 2023			Net Loss of the Investee	Share of Loss	Note
				December 31, 2023	December 31, 2022	Number of Shares	%	Carrying Amount			
Richwave Technology Corp.	Minerva Technology Co.	Belize	Investment	\$ -	\$ 16,940 (USD 550 thousand)	-	-	\$ -	\$ (31)	\$ (31)	The Group's subsidiary (Note )
Richwave Technology Corp.	AEGIS LINK CORP.	USA	Selling and marketing	12,161 (USD 395 thousand)	-	-	100	12,065	(133)	(84)	The Group's subsidiary
Minerva Technology Co.	AEGIS LINK CORP.	USA	Selling and marketing	-	15,428 (USD 500 thousand)	-	-	-	(133)	(49)	The Group's subsidiary

Note: Minerva Technology Co. completed its liquidation process in August 15, 2023.

**RICHWAVE TECHNOLOGY CORP. AND SUBSIDIARIES**

**INFORMATION ON INVESTMENTS IN MAINLAND CHINA  
FOR THE YEAR ENDED DECEMBER 31, 2023  
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

Investee Company	Main Businesses and Products	Paid-in capital	Method of Investment	Accumulated Outward Remittance for Investment from Taiwan as of January 1, 2023	Remittance of Funds		Accumulated Outward Remittance for Investment from Taiwan as of December 31, 2023	Net Income (Loss) of the Investee	% Ownership of Direct or Indirect Investment	Investment Gain (Loss)	Carrying Amount as of December 31, 2023	Accumulated Repatriation of Investment Income as of December 31, 2023	Note
					Outflow	Inflow							
Yinghon Technology Co. (Note)	Development, manufacturing and sales of ICs	\$ 57,410 (US\$ 2,000 thousand)	Direct Investment	\$ 57,410 (US\$ 2,000 thousand)	\$ -	\$ -	\$ 57,410 (US\$ 2,000 thousand)	\$ 2,580	100%	\$ 2,580	\$ 58,470	\$ -	The Group's subsidiary

Accumulated Outward Remittance for Investment in Mainland China as of December 31, 2023	Investment Amount Authorized by Investment Commission, MOEA	Upper Limit on the Amount of Investment Stipulated by Investment Commission, MOEA
\$ 57,410 (US\$ 2,000 thousand)	\$ 57,410 (US\$ 2,000 thousand)	\$1,320,119

Note: Shenzhen Richwave Technology Co. Ltd. was renamed to Yinghon Technology Co. in September 2021.