

FIT Holding Co., Ltd.

2023 Annual General Shareholders' Meeting Minutes

Time: 9:00 a.m., May 30, 2023 (Tuesday)

Venue: No. 49, Section 4, Zhongyang Road, Tucheng District, New Taipei City
(Conference Room, 2nd floor)

Total Shares represented by shareholders presented in person or by proxy:

The total number of shares represented at the meeting was 131,806,011 shares (including 113,056,553 shares voted electronically), which constitutes 53.52% of our company's total issued shares of 246,242,146 shares.

Chair: T.C. Gou, Chairman of the Board of Directors

Recorder: Yi-Hsien Tseng

Directors present:

Chairman T.C. Gou

Director Kufn Lin

Director Jeffrey Cheng

Director Hwee Kian Lim

Director Wilson Hu

Independent Director Ralph Chen (the Convener of Audit Committee)

Independent Director Chen-Rong Chiang

Independent Director Wei-Lin Wang

There were eight directors attended the meeting, exceeding half of the total number of directors.

Attendees:

The President of Power Quotient International Co., Ltd. Freddy Gou

The Accountant Zhou, Hsiao-Zi

The Lawyer Bennett Tang

Meeting Commencement Announced: The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

Chairman's Address: (Omitted)

I. Report Items

Proposal 1

Proposal : Please review the Annual Business Report of our company for the year 2022.

Explanation : Please refer to attachment 1 for the business report.

Proposal 2

Proposal : Audit Committee's report on the review of the Company's final accounts for the year 2022; please review.

Explanation : Please refer to attachment 2 for the Audit Committee's review report.

Proposal 3

Proposal : Report on the Company's distribution of earnings and capital reserve in cash for the year 2022; please review.

Explanation : I. The board meeting of the Company decides to allocate cash dividends to shareholders from the distributable earnings of 2022 for a total of NT\$369,363,219 at NT\$1.5 per share. The capital reserve of NT\$123,121,073 from the premium over the share issuance amount at face value will be distributed in cash at NT\$0.5 per share. The distribution will be made according to the shareholdings of shareholders as recorded in the register of shareholders on the ex-dividend date at NT\$2 per share (calculated to the nearest NT Dollar, with the difference paid by the Company as expenses).

II. The chairman of the board is authorized to determine the ex-dividend date, issue date and other relevant matters. If the dividend rate is subject to change due to the change of the number of outstanding ordinary shares of the Company, the chairman of the board is also authorized to handle it with full authority.

Proposal 4

Proposal : Report on the Company's distribution of remuneration of employees and directors for the year 2022; please review.

Explanation : In accordance with the Company Act and the Articles of Association, the Company distributed NT\$34,000,000 as the remuneration of its employees and NT\$3,860,000 as the remuneration of its directors, and all of them were paid in cash.

II. Matters for Approval

Proposal 1 Proposed by the Board of Directors

Proposal : The Company's final business accounts and earnings distribution table for the year 2022; please discuss.

Explanation : I. The financial statements of the Company for the year 2022 have been audited by PwC Taiwan, and have been reviewed together with the business report by the Audit Committee, and a written review report is issued accordingly.

II. The earnings distribution table for the year 2022 was approved by the board meeting, and the review by the Audit Committee has been completed.

III. Please refer to Attachment 1 to Attachment 4 for the related documents.

Resolution : The above proposal is and hereby was approved as proposed.

Voting Results : Shares present at the time of voting: 131,806,011 (including 113,056,553 shares from electronic voting).

Voting Results		% of the represented share present
Votes in favor (electronic votes)	129,692,343 (110,942,885)	98.39%
Votes against (electronic votes)	62,254 (62,254)	0.04%
Invalid Votes (electronic votes)	0 (0)	0.00%
Votes abstained/Not Voted (electronic votes)	2,051,414 (2,051,414)	1.55%

III. Extempore Motions : None

IV. Adjournment : The meeting was adjourned at am 09:12

V. There were no inquiries and suggestions raised by shareholders.

FIT Holding Co., Ltd.

Business Report

The consolidated operating income of the Company in 2022 was NT\$12,069,249 thousand, a increase of 7.36% compared with NT\$11,241,928 thousand in 2021. The net profit after tax attributable to the parent company in 2022 was NT\$529,589 thousand, an increase of 22.02% from the NT\$434,012 thousand net profit after tax attributable to the parent company in 2021; the fact that Foxlink Image Technology Co., Ltd. received more orders than expected contributed to the slight increase in revenue and profit; the loss of Glory Science Co., Ltd. was reduced due to the efforts made by the team. In 2022, despite the impact of the COVID-19 pandemic, the Russia-Ukraine war, high inflation rate and climate change, the Group was able to grow its revenue and profit compared to the previous year. The Group has all of its employees to thank for their hard work and efforts, and its shareholders for their contributions and support over the past year.

After the 3-in-1 election in 2018, the Company started to turn a loss into a profit in 2020. The descriptions of business development of each important subsidiary are as follows: Foxlink Image will focus on the R&D and production of scanners and automatic paper feeders for major manufacturers in the world, and will develop higher-end and low-cost products to obtain orders from customers and to increase the profitability; Glory Science will transform to develop optical communication products and other special applications, which is expected to get out of the red; in an effort to promote green energy, environmental protection and carbon footprint reduction, Power Quotient has planned to launch electric bicycles and peripheral products to create greater benefits for the company.

The important strategic growth of the Group in the next phase will still focus on the areas of “clean energy” and “energy saving and carbon reduction.” The Company is striving for a layout in the clean energy industry. At present, Shih Fong Power Co., Ltd. is in charge of hydropower, Shinfox Energy is in charge of land wind power and solar power plant turnkey projects and maintenance, and Foxwell Energy Corporation Ltd. is in charge of offshore wind power and solar power plant investment, development and operation; Shinfox Natural Gas Co., Ltd. has obtained the import permit of liquefied natural gas (LNG) to improve air pollution and serve as a cleaner alternative fuel, and the supply operations of the first batch of imported natural gas was completed by the end of August 2021; Foxwell Power Co.,Ltd offers green power trading and integrates energy-saving services and power services such as energy storage system to form a comprehensive energy service platform through e-commerce. Jiuwei Power Co., Ltd. was established in November 2021, whose main business is the development, construction and operation of natural gas power plants. Founded in March 2022, Yuanshan

Forestry focuses on the development of carbon capture and storage technology, which is part of the Group's effort of advanced planning in response to climate change to achieve its goal of sustainability.

The Company will thrive on a stable basis and create greater profits for shareholders. Therefore, we need to be prepared to face challenges and solve problems, so as to ensure the growth of the Company's revenue and profit. Lastly, I hope that all shareholders can continue to support and encourage the company, and I wish all shareholders the best of everything.

I. 2022 Business Results

(1) Implementation Results of Business Plan

Financial report prepared in accordance with the law Unit: NT\$ thousand

Item	2022	2021	Growth rate
Operating income	12,069,249	11,241,928	7.36%
Operating cost	10,259,716	9,418,926	8.93%
Operating margin	1,809,533	1,823,002	(0.74%)
Operating expenses	1,255,560	1,195,161	5.05%
Operating profit	553,973	627,841	(11.77%)
Non-operating income and expenditure	292,548	221,759	31.92%
Net profit before tax	846,521	849,600	(0.36%)
Net profit for the period	660,391	626,231	5.45%
Net profit attributable to the parent company	529,589	434,012	22.02%

(2) Budget Execution Ability

The company did not prepare the 2022 financial forecast, so this is not applicable.

(3) Profitability Analysis

Year		2022	2021
Return on assets (%)		2.69	3.02
Return on shareholders' equity (%)		4.95	6.21
Percentage of paid-in capital (%)	Operating profit	22.50	25.5
	Net profit before tax	34.38	34.5
Net profit rate (%)		5.47	5.57
Basic earnings per share (NT\$) (Note)		2.15	1.76

Note: The ratios above are based on the figures in the consolidated financial statements, and the earnings per share are calculated based on the number of shares after retrospective adjustment.

(4) Research development status

3C Components:

1. Patent application.
2. Optical mold technology and forming technology.
3. Improved automation capabilities.
4. Process efficiency and yield.
5. R&D of new materials for general optical use.
6. Optical design capability development
7. Optical inspection capability development
8. Mold flow and big data analysis capability development.
9. Development and application of new optical products and technologies.
10. Application and cooperative development of other optical products.

3C Retail and Peripheral Products:

1. The direct impact on Apple's lightning charging interface is expected to drive a new wave of Apple's USB-C charging peripherals and wireless charging (MagSafe) demand. USB-C charging cables will also need to provide more specific support wattage and restrictions. The USB-C interface charging and transmission cable specification are in line with the new USB-iF protocol, and the newly released USB4 specification supports different operating system platforms to integrate charging, transmission, and video.
2. In response to the needs of fast charging for mobile devices, a series of fast charging products have been launched, including fast chargers with output requirements of GaN140W, 100W, 65W and 35W. In response to the growing demand for handheld gaming devices, advanced fast charging products featuring NS along with HDMI+HUB functions have been developed to provide simultaneous charging and docking for multiple devices.
3. Following the lifting of pandemic-related restrictions, the demand for mobile power has been boosted by the influx of people traveling abroad. The Company continues to plan PD10000mAh/20000mAh and MagSafe wireless power banks, and develop high output wattage power banks to provide wireless charging for laptops, tablets, office mobility and business trips.
4. For the electric bicycle market of over 2.8 million units across four regions (Taiwan/Japan/USA/Australia), the Company's current strategy is to develop potential customers and channels in the four regions with a dual-focus on branding and OEM to meet the needs of different customer groups, such as mini velos, commuter bikes, parent-child bikes, road bikes and off-road bikes.

Energy Service Management:

1. Developing renewable energy and clean energy markets.
2. The project contracting business of power plants and improvement of the operation efficiency of power plant maintenance.

System and Peripheral Products:

1. Participating in the development process of customers' new products to providing customers with various solutions and technical support.
2. We are also actively striving to cultivate R&D talents across the strait, including talents of software, firmware, optics, electronics and institutions, strengthening on-the-job training, and enriching the capability of the R&D team.
3. Continuing to develop related products such as digital imaging and automatic paper feeder modules and actively investing in mold development to increase the company's core mold technology and enhance mold competitiveness to strengthen one-stop service to customers.
4. Establishing a complete testing centers in Taiwan, Dongguan Qingxi and Shandong

Weihai to provide rapid testing and verification services during the R&D phase, as well as rapid support and improved product design quality.

5. To promote the control of prohibited substances, lead-free products, and to develop materials and products that meet environmental protection requirements. Paying close attention to environmental requirements and restrictions in different countries.
6. Committed to bridging the gaps in the world of conservation and continuing to promote ESG sustainability.

II. Summary of 2023 Business Plan

(1) Business Policy

After the establishment of the company, Glory Science Co., Ltd., Power Quotient International Co., Ltd. and Foxlink Image Technology Co., Ltd. will further strengthen each other's advantages in their respective professional fields, and then join Shih Fong Power Co., Ltd. and Shinfox Energy Co., Ltd. to expand their energy service territories. Under the complementary resource sharing and full cooperation of marketing, procurement and R&D, each company's resources are integrated to give full play to the advantage of integrated marketing. After the vertical integration between upstream and downstream products, the scale of operations will be expanded to increase economic benefits and improve overall operating performance and competitiveness, thereby increasing the future room for growth between each other. At the same time, commanding heights and new opportunities for the future development and sustainable operation of the optoelectronic, communication and digital imaging businesses can be obtained to provide customers with quality, efficient and comprehensive services so as to create the company's best operating performance and seek the maximum profit for shareholders.

The company assists in the integration of resources within the Group so that each business entity can focus on its business while taking into account the flexibility and efficiency of its independent operation and development and improving the efficiency of the corporate division of labor.

(2) Expected Sales Volume and Its Basis

The Group's products are mainly consumer electronics. As the industry growth trend of mobile phone lens modules and optical connectors remains unchanged, and the system and peripheral product businesses are actively expanding customer bases and developing new products, the sales volume of each product is expected to reach a stable growth. In terms of energy services, as it is mainly energy-saving services, equipment maintenance services and solar engineering design and development, the sales volume cannot be calculated.

(3) Important Production and Marketing Policies

The Group will enhance its internal management capabilities to reduce various production costs, continue to expand production capacity, actively cultivate talents,

strengthen employee training, make good use of group resources, as well as provide customers with the best service and technical resources and establish a good cooperative relationship with customers, in order to achieve a win-win goal.

III. Future Company Development Strategy

The subsidiaries of the Group have strengthened each other's advantages in their respective professional fields. Under the complementary resource sharing and full cooperation of marketing, procurement and R&D, the resources of each company are integrated to give full play to the advantage of integrated marketing. After the vertical integration between upstream and downstream products, the scale of operations will be expanded to increase economic benefits and improve overall operating performance and competitiveness, thereby increasing the room for future growth between each other. At the same time, commanding heights and new opportunities for the future development and sustainable operation of the optoelectronic, communication and digital imaging businesses can be obtained to provide customers with quality, efficient and comprehensive services.

IV. Impact of External Competition Environment, Legal Environment and Overall Business Environment

Faced with the rapidly changing industry and operating environment, the Group will further implement business management, improve operating efficiency, and respond to the company's operations with a more positive attitude and service. In addition to continuing to control fixed marketing costs, the Group will also use its relevant resources to develop and produce products to strengthen its cost competitiveness and timeliness. In the meantime, the company will integrate the technical guidance of the Group to develop forward-looking products, strengthen product differentiation and enhance competitiveness. Green energy is supported by current policies and regulations and will bring a greater vision to the FIT Holding Group.

Responsible persons:T.C.Gou Managerial Officer:Wilson Hu Chief Accounting Officer:Kufn Lin

Audit Committee's Review Report

The company's board of directors submitted the proposed business report, financial statements, and earnings distribution plan for 2022. The financial statements were audited by PwC Taiwan and an independent auditor's report was issued accordingly. The proposal of the above-mentioned business report, financial statements and earnings distribution plan has been audited by the Audit Committee and did not find any discrepancy. A report is prepared in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act; please verify.

FIT Holding Co., Ltd.

Convener of Audit Committee: Ralph Chen

March 13, 2023

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR 22004886

To the Board of Directors and Shareholders of FIT Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of FIT Holding Co., Ltd. and subsidiaries (the “Group”) as at December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to the Other matter section), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022 and 2021, 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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and 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. Based on our audits and the reports of other auditors, 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 judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion

thereon, we do not provide a separate opinion on these matters. Key audit matters for the Group's consolidated financial statements of the year ended December 31, 2022 are stated as follows:

Recognition of construction revenue - assessment on the stage of completion

Description

Please refer to Note 4(30) for accounting policy on construction contracts; Note 5(2) for the uncertainty of critical judgement, accounting estimates and assumptions applied to construction contracts and Note 6(23) for details of contract assets and contract liabilities, which amounted to NT\$2,716,125 thousand and NT\$7,785 thousand, respectively, as of December 31, 2022.

The Group's construction revenue and costs mainly arise from undertaking construction works. If the outcome of a construction contract can be estimated reliably, revenue should be recognised by reference to the stage of completion of the contract activity, using the percentage-of-completion method of accounting, over the contract term. The stage of completion of a construction contract is measured by the proportion of contract costs incurred for the construction performed as of the financial reporting date to the estimated total costs for the construction contract. The aforementioned estimated total costs are assessed by the management based on the different nature of constructions and the price fluctuations in the market to estimate the costs for each construction activity such as estimated subcontract charges and material and labour expenses. As the estimate of total cost affects the stage of completion and the recognition of construction revenue, the complexity of aforementioned total cost usually involves subjective judgement and contains a high degree of uncertainty, we consider the assessment on the stage of completion which was applied on construction revenue recognition as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter on the stage of completion:

- A. Obtained an understanding on the nature of business and industry, and assessed the reasonableness of internal process applied to estimate total construction cost, including the basis for estimating the expected total cost for construction contracts of the same nature.
- B. Assessed and tested the internal controls used by the management to recognise construction revenue based on the stage of completion, including checking the supporting documents of additional or reduced constructions and significant constructions performed in the period.
- C. Sampled and tested the subcontracts that have been assigned, and assessed the basis and

reasonableness of estimating costs for those that have not been assigned.

- D. Performed substantive procedures relating to the year-end construction profit or loss statement, including sampling and verifying the costs incurred in the period with the appropriate evidence, and recalculating and confirming that construction revenue calculated based on the stage of completion had been accounted for appropriately.

Valuation of goodwill impairment

Description

Please refer to Note 4(21) for accounting policies on impairment loss on non-financial assets, Note 5(2) for the uncertainty of accounting estimates and assumptions applied to goodwill impairment valuation, and Note 6(12) for details of intangible assets.

The amount of goodwill was generated from the acquisition of subsidiaries, Power Quotient International Co., Ltd. and Foxlink Image Technology Co., Ltd.. The Company valued the impairment of goodwill through the discounted cash flow method which measures the cash generating unit's recoverable amount. As the assumptions of expected future cash flows involved subjective judgement and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of goodwill impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and assessed the reasonableness of valuation of goodwill impairment policies and procedures.
- B. Obtained the external appraisal report on impairment valuation and examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- C. Assessed that the valuation model used in the appraisal report was widely used and appropriate.
- D. Assessed the reasonableness of significant assumptions (including expected growth rate and discount rate) applied in the appraisal report.

Valuation of property, plant and equipment impairment

Description

Please refer to Note 4(21) for accounting policies on impairment loss on non-financial assets, Note 5(2)

for the uncertainty of accounting estimates and assumptions applied to property, plant and equipment impairment valuation, and Note 6(8) for details of property, plant and equipment.

As the 3C components' life cycles are relatively short and the market is highly competitive, there is a high risk of property and equipment incurring an impairment loss. The Company's subsidiaries valued the impairment of the cash generating unit's property, plant and equipment which had an indication of impairment. We mainly relied on the external appraisal report. As the external appraisal report on impairment valuation involved subjective judgement and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of property, plant and equipment impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and assessed the reasonableness of valuation of property, plant and equipment impairment policies and procedures.
- B. Examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- C. Verified whether the list of properties for the external appraiser is correct.
- D. Assessed that the valuation method used in the appraisal report was appropriate.
- E. Tested the external appraisal report's valuation basis adequacy.

Other matter - Reference to the reports of other auditors

We did not audit the financial statements of certain investments accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these associates and the information disclosed in Note 13, is based solely on the reports of the other auditors. The balance of these investments accounted for under the equity method amounted to NT\$203,442 thousand and NT\$212,883 thousand, constituting 0.63% and 0.87% of the consolidated total assets as at December 31, 2022 and 2021, respectively, and the share of loss of associates and joint ventures accounted for under the equity method amounted to NT\$(9,441) thousand and NT\$(2,358) thousand, constituting (1.57%) and (2.41%) of the consolidated total comprehensive income for the years then ended, respectively.

Other matter-Parent company only financial statements

We have audited and expressed an unqualified opinion and an unqualified opinion with an other matters section on the parent company only financial statements of FIT Holding Co., Ltd. as at and for the years ended December 31, 2022 and 2021, respectively.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, 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 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 Standards on Auditing of 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 Standards on Auditing of the Republic of China, we exercise professional judgment and 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 appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Chou, Hsiao-Tzu

Liang Yi Chang

For and on behalf of PricewaterhouseCoopers, Taiwan

March 13, 2023

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

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

FIT HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 5,732,695	18	\$ 4,968,346	20
1136	Current financial assets at amortised cost	6(3) and 8	2,906,275	9	2,096,938	8
1140	Current contract assets	6(23)	2,716,125	8	3,216,453	13
1150	Notes receivable, net	6(4)	34,952	-	4,259	-
1170	Accounts receivable, net	6(4)	1,175,308	4	1,145,867	5
1180	Accounts receivable - related parties	7	40,899	-	51,547	-
1200	Other receivables	7	42,464	-	54,757	-
1220	Current tax assets	6(29)	41,363	-	2,204	-
130X	Inventories	6(5)	1,305,042	4	1,359,049	6
1410	Prepayments	6(6)	5,078,416	16	2,617,461	11
1460	Non-current assets or disposal groups classified as held for sale, net	6(14)	-	-	15,599	-
1470	Other current assets	8	1,018,679	3	36,744	-
11XX	Current Assets		20,092,218	62	15,569,224	63
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(2)	1,904,369	6	2,098,520	8
1535	Non-current financial assets at amortised cost	6(3) and 8	393,288	1	19,140	-
1550	Investments accounted for under equity method	6(7)	2,033,895	6	878,483	4
1600	Property, plant and equipment	6(8) and 8	3,651,644	11	3,469,151	14
1755	Right-of-use assets	6(9)	520,496	2	552,434	2
1760	Investment property, net	6(11) and 8	392,454	1	400,811	2
1780	Intangible assets	6(12)(32)	1,258,124	4	966,092	4
1840	Deferred income tax assets	6(29)	206,839	1	234,941	1
1915	Prepayments for business facilities		1,560,221	5	213,290	1
1990	Other non-current assets, others	6(13)(19) and 8	375,454	1	141,750	1
15XX	Non-current assets		12,296,784	38	8,974,612	37
1XXX	Total assets		\$ 32,389,002	100	\$ 24,543,836	100

(Continued)

FIT HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(15)	\$ 7,035,719	22	\$ 3,086,000	13
2110	Short-term notes and bills payable	6(16)	1,789,159	6	1,596,522	6
2130	Current contract liabilities	6(23)	390,739	1	383,882	2
2150	Notes payable		656	-	150	-
2170	Accounts payable		1,414,445	4	2,732,866	11
2180	Accounts payable to related parties	7	2,573	-	5,317	-
2200	Other payables	6(17)	799,765	3	758,134	3
2220	Other payables to related parties	7	32,160	-	29,869	-
2230	Current income tax liabilities		66,500	-	173,693	1
2280	Current lease liabilities	7	57,848	-	61,639	-
2320	Long-term liabilities, current portion	6(18)	689,541	2	302,694	1
2399	Other current liabilities, others		128,048	1	162,645	1
21XX	Current Liabilities		12,407,153	39	9,293,411	38
Non-current liabilities						
2540	Long-term borrowings	6(18)	4,708,173	14	2,775,173	11
2570	Deferred income tax liabilities	6(29)	282,365	1	177,731	1
2580	Non-current lease liabilities	7	234,480	1	254,886	1
2600	Other non-current liabilities		51,414	-	52,117	-
25XX	Non-current liabilities		5,276,432	16	3,259,907	13
2XXX	Total Liabilities		17,683,585	55	12,553,318	51
Equity						
	Share capital	6(20)				
3110	Share capital - common stock		2,462,421	7	2,462,421	10
	Capital surplus	6(21)				
3200	Capital surplus		4,841,997	15	4,890,319	20
	Retained earnings	6(22)				
3310	Legal reserve		51,068	-	8,985	-
3320	Special reserve		229,129	1	8,361	-
3350	Unappropriated retained earnings		582,744	2	427,826	2
	Other equity interest					
3400	Other equity interest		(290,673)	(1)	(220,768)	(1)
31XX	Equity attributable to owners of the parent		7,876,686	24	7,577,144	31
36XX	Non-controlling interest		6,828,731	21	4,413,374	18
3XXX	Total equity		14,705,417	45	11,990,518	49
	Significant contingent liabilities and unrecognised contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 32,389,002	100	\$ 24,543,836	100

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

FIT HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items		Notes	Year ended December 31			
			2022		2021	
			AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(23) and 7	\$ 12,069,249	100	\$ 11,241,928	100
5000	Operating costs	6(5)(28) and 7	(10,259,716)	(85)	(9,418,926)	(84)
5900	Gross profit		1,809,533	15	1,823,002	16
	Operating expenses	6(28)				
6100	Selling expenses		(191,356)	(1)	(195,416)	(2)
6200	General and administrative expenses		(692,903)	(6)	(603,111)	(5)
6300	Research and development expenses		(369,415)	(3)	(395,088)	(3)
6450	Expect credit loss	12(2)	(1,886)	-	(1,546)	-
6000	Total operating expenses		(1,255,560)	(10)	(1,195,161)	(10)
6900	Operating profit		553,973	5	627,841	6
	Non-operating income and expenses					
7100	Interest income	6(24)	68,260	1	41,084	-
7010	Other income	6(25) and 7	152,742	1	145,258	1
7020	Other gains and losses	6(26)	156,976	1	96,074	1
7050	Finance costs	6(9)(27) and 7	(135,701)	(1)	(120,652)	(1)
7060	Share of profit of associates and joint ventures accounted for using equity method	6(7)	50,271	-	59,995	1
7000	Total non-operating income and expenses		292,548	2	221,759	2
7900	Profit before income tax		846,521	7	849,600	8
7950	Income tax expense	6(29)	(186,130)	(2)	(223,369)	(2)
8200	Profit for the year		\$ 660,391	5	\$ 626,231	6

(Continued)

FIT HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Year ended December 31			
		2022		2021	
		AMOUNT	%	AMOUNT	%
Components of other comprehensive income that will not be reclassified to profit or loss					
8311 Other comprehensive income, before tax, actuarial gains (losses) on defined benefit plans	6(19)	\$ 14,127	-	\$ 5,994	-
8316 Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(2)	(195,251)	(1)	(473,948)	(4)
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(29)	(2,826)	-	(1,199)	-
8310 Components of other comprehensive income that will not be reclassified to profit or loss		(183,950)	(1)	(469,153)	(4)
Components of other comprehensive income that will be reclassified to profit or loss					
8361 Financial statements translation differences of foreign operations		156,765	1	(75,883)	(1)
8370 Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		-	-	1,143	-
8399 Income tax relating to the components of other comprehensive income	6(29)	(31,306)	-	(15,447)	-
8360 Components of other comprehensive income that will be reclassified to profit or loss		125,459	1	(59,293)	(1)
8300 Other comprehensive (loss) income for the year		(\$ 58,491)	-	(\$ 528,446)	(5)
8500 Total comprehensive income for the year		<u>\$ 601,900</u>	<u>5</u>	<u>\$ 97,785</u>	<u>1</u>
Profit attributable to:					
8610 Owners of the parent		\$ 529,589	4	\$ 434,012	4
8620 Non-controlling interest		130,802	1	192,219	2
Total		<u>\$ 660,391</u>	<u>5</u>	<u>\$ 626,231</u>	<u>6</u>
Comprehensive (loss) income attributable to:					
8710 Owners of the parent		\$ 470,985	4	(\$ 99,017)	(1)
8720 Non-controlling interest		130,915	1	196,802	2
Total		<u>\$ 601,900</u>	<u>5</u>	<u>\$ 97,785</u>	<u>1</u>
Earnings per share					
9750 Basic earnings per share (in dollars)	6(30)	<u>\$ 2.15</u>		<u>\$ 1.76</u>	
9850 Diluted earnings per share (in dollars)		<u>\$ 2.14</u>		<u>\$ 1.76</u>	

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

FIT HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Equity attributable to owners of the parent										
	Retained Earnings					Other equity interest				
							Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income		Non-controlling interest	Total equity
Notes	Share capital - common stock	Total capital surplus	Legal reserve	Special reserve	Total unappropriated retained earnings (accumulated deficit)	Financial statements translation differences of foreign operations		Total		
<u>Year 2021</u>										
Balance at January 1, 2021	\$ 2,462,421	\$ 4,198,013	\$ -	\$ 8,361	\$ 89,848	(\$ 239,429)	\$ 539,385	\$ 7,058,599	\$ 1,118,656	\$ 8,177,255
Profit	-	-	-	-	434,012	-	-	434,012	192,219	626,231
Other comprehensive income (loss)	-	-	-	-	4,795	(63,876)	(473,948)	(533,029)	4,583	(528,446)
Total comprehensive income (loss)	-	-	-	-	438,807	(63,876)	(473,948)	(99,017)	196,802	97,785
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method	-	4,858	-	-	(871)	-	-	3,987	-	3,987
Cash dividends paid by additional paid-in capital	6(21)	-	(172,370)	-	-	-	-	(172,370)	-	(172,370)
Appropriation and distribution of retained earnings	6(22)	-	-	-	-	-	-	-	-	-
Legal reserve appropriated	-	-	8,985	-	(8,985)	-	-	-	-	-
Cash dividends to shareholders	-	-	-	-	(73,873)	-	-	(73,873)	-	(73,873)
Changes in non-controlling interest	6(31)	-	859,818	-	-	-	-	859,818	3,092,180	3,951,998
Compensation costs	-	-	-	-	-	-	-	-	5,736	5,736
Disposal of equity investments at fair value through other comprehensive income	-	-	-	-	(17,100)	-	17,100	-	-	-
Balance at December 31, 2021	<u>\$ 2,462,421</u>	<u>\$ 4,890,319</u>	<u>\$ 8,985</u>	<u>\$ 8,361</u>	<u>\$ 427,826</u>	<u>(\$ 303,305)</u>	<u>\$ 82,537</u>	<u>\$ 7,577,144</u>	<u>\$ 4,413,374</u>	<u>\$ 11,990,518</u>
<u>Year 2022</u>										
Balance at January 1, 2022	\$ 2,462,421	\$ 4,890,319	\$ 8,985	\$ 8,361	\$ 427,826	(\$ 303,305)	\$ 82,537	\$ 7,577,144	\$ 4,413,374	\$ 11,990,518
Profit	-	-	-	-	529,589	-	-	529,589	130,802	660,391
Other comprehensive income (loss)	-	-	-	-	11,301	125,346	(195,251)	(58,604)	113	(58,491)
Total comprehensive income (loss)	-	-	-	-	540,890	125,346	(195,251)	470,985	130,915	601,900
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method	-	2,127	-	-	-	-	-	2,127	-	2,127
Cash dividends paid by additional paid-in capital	6(21)	-	(246,242)	-	-	-	-	(246,242)	-	(246,242)
Appropriation and distribution of retained earnings	6(22)	-	-	-	-	-	-	-	-	-
Cash dividends to shareholders	-	-	-	-	(123,121)	-	-	(123,121)	-	(123,121)
Legal reserve appropriated	-	-	42,083	-	(42,083)	-	-	-	-	-
Special reserve appropriated	-	-	-	220,768	(220,768)	-	-	-	-	-
Changes in non-controlling interest	6(31)	-	194,140	-	-	-	-	194,140	2,281,988	2,476,128
Compensation costs	-	1,653	-	-	-	-	-	1,653	2,454	4,107
Balance at December 31, 2021	<u>\$ 2,462,421</u>	<u>\$ 4,841,997</u>	<u>\$ 51,068</u>	<u>\$ 229,129</u>	<u>\$ 582,744</u>	<u>(\$ 177,959)</u>	<u>(\$ 112,714)</u>	<u>\$ 7,876,686</u>	<u>\$ 6,828,731</u>	<u>\$ 14,705,417</u>

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

FIT HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 846,521	\$ 849,600
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit loss	12(2)	1,886	1,546
Depreciation (including investment property and right-of-use assets)	6(8)(9)(11)(26)(28)	393,728	398,577
Amortizations	6(12)(28)	16,826	13,335
Gains on disposals of property, plant and equipment	6(8)(26)	(2,293)	(21)
Dividend income	6(25)	(44,690)	(72,193)
Share of profit of associates and joint ventures accounted for using the equity method		(50,271)	(59,995)
Interest expense	6(27)	135,701	120,652
Interest income	6(24)	(68,260)	(41,084)
Gains on disposals of investments		(12,866)	(112,689)
Compensation cost		4,107	5,736
Deferred government grants revenue recognised	6(26)	(5,956)	(7,709)
Profit from lease modification	6(9)	(1,246)	-
Changes in operating assets and liabilities			
Changes in operating assets			
Current contract assets		500,328	(3,111,862)
Notes receivable, net		(30,693)	587
Accounts receivable		(48,117)	(251,976)
Accounts receivable - related parties		10,648	343,174
Other receivables		14,004	(45,451)
Inventories		54,007	(491,903)
Prepayments		(2,461,722)	(2,215,919)
Other current assets		15,118	9,139
Changes in operating liabilities			
Contract liabilities - current		6,857	(256,434)
Notes payable		506	(5)
Accounts payable		(1,314,408)	1,750,720
Accounts payable to related parties		(2,744)	(16,753)
Other payables		3,403	93,610
Other payables to related parties		2,291	(7,570)
Other current liabilities		(34,580)	(40,766)
Cash outflow generated from operations		(2,071,915)	(3,145,654)
Interest received		66,549	39,839
Dividends received		44,690	72,193
Interest paid		(130,902)	(120,616)
Income tax paid		(259,435)	(25,861)
Net cash flows used in operating activities		(2,351,013)	(3,180,099)

(Continued)

FIT HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2022	2021
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of financial assets at fair value through other comprehensive income		\$ -	\$ 128,776
Increase in financial assets at amortised cost		(1,183,485)	3,477,517
Acquisition of investments accounted for using the equity method		(1,101,545)	(216,760)
Proceeds from disposal of investments accounted for using the equity method		-	138,721
Net cash flow from acquisition of subsidiaries	6(32)	(199,214)	-
Acquisition of property, plant and equipment		(536,604)	(364,300)
Proceeds from disposal of property, plant and equipment	6(8)	5,477	2,397
Acquisition of intangible assets	6(12)	(9,887)	(3,810)
Increase in prepayments for business facilities		(1,390,394)	(57,205)
Increase in refundable deposits		(1,214,898)	(7,535)
Increase in other non-current assets		(12,890)	(16,836)
Net cash flow from disposal of subsidiaries		65,262	-
Net cash flows (used in) from investing activities		(5,578,178)	3,080,965
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(34)	31,298,547	20,404,954
Decrease in short-term borrowings	6(34)	(27,348,828)	(20,448,754)
Increase in short-term notes payable	6(34)	192,637	1,289,285
Increase in long-term borrowings	6(34)	11,507,524	6,587,792
Decrease in long-term borrowings	6(34)	(9,187,677)	(7,554,444)
Repayment of lease liabilities	6(34)	(84,163)	(87,721)
Other payables to related parties		-	(4,000,000)
Increase in guarantee deposits received		4,767	17,969
Increase in other non-current liabilities		486	15,710
Cash dividends paid	6(22)	(123,121)	(73,873)
Cash dividends paid by additional paid-in capital	6(21)	(246,242)	(172,370)
Subsidiary's cash dividends paid		(102,908)	(55,396)
Proceeds from disposal of subsidiaries	6(31)	-	802,809
Changes in non-controlling interest	6(31)	2,703,696	3,204,585
Net cash flows from (used in) financing activities		8,614,718	(69,454)
Changes in foreign currency exchange		78,822	(11,955)
Net increase (decrease) in cash and cash equivalents		764,349	(180,543)
Cash and cash equivalents at beginning of year		4,968,346	5,148,889
Cash and cash equivalents at end of year		<u>\$ 5,732,695</u>	<u>\$ 4,968,346</u>

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR 22004925

To the Board of Directors and Shareholders of FIT HOLDING CO., LTD.

Opinion

We have audited the accompanying parent company only balance sheets of FIT HOLDING CO., LTD. as at December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of FIT HOLDING CO., LTD. as at December 31, 2022 and 2021, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountant and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the parent company only Financial Statements* section of our report. We are independent of FIT HOLDING CO., LTD. in accordance with the Norm of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the reports of other auditors, 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 parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in

forming our opinion thereon, we do not provide a separate opinion on these matters.

The balance of investments accounted for under the equity method recognized amounted to NT\$9,552,564 thousand, constituting 91% of the Company's total assets as at December 31, 2022, and the investment profit (shown as operating revenue) amounted to NT\$551,836 thousand. Please refer to Note 4(9) for accounting policies on investments accounted for under the equity method and Note 6(3) for details of investments accounted for under the equity method. As the amounts are material to the parent company only financial statements of the Company, the investments accounted for under equity method - recognition of construction revenue - assessment on the stage of completion, investments accounted for under equity method - valuation of goodwill impairment and investments accounted for under equity method - valuation of property, plant and equipment impairment were identified as key audit matters.

Key audit matters for FIT HOLDING CO., LTD.'s parent company only financial statements of the current period are stated as follows:

Recognition of construction revenue - assessment on the stage of completion

Description

Please refer to Note 4(30) for accounting policy on construction contracts; Note 5(2) for the uncertainty of critical judgement, accounting estimates and assumptions applied to construction contracts and Note 6(23) for details of contract assets and contract liabilities, which amounted to NT\$2,716,125 thousand and NT\$7,785 thousand, respectively, as of December 31, 2022.

The construction revenue and costs mainly arise from undertaking construction works. If the outcome of a construction contract can be estimated reliably, revenue should be recognised by reference to the stage of completion of the contract activity, using the percentage-of-completion method of accounting, over the contract term. The stage of completion of a construction contract is measured by the proportion of contract costs incurred for the construction performed as of the financial reporting date to the estimated total costs for the construction contract. The aforementioned estimated total costs are assessed by the management based on the different nature of constructions and the price fluctuations in the market to estimate the costs for each construction activity such as estimated subcontract charges and material and labour expenses. As the estimate of total cost affects the stage of completion and the recognition of construction revenue, the complexity of aforementioned total cost usually involves subjective judgement and contains a high degree of uncertainty, we consider the assessment on the stage of completion which was applied on construction revenue recognition as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter on the stage of completion:

- A. Obtained an understanding on the nature of business and industry, and assessed the reasonableness of internal process applied to estimate total construction cost, including the basis for estimating the expected total cost for construction contracts of the same nature.
- B. Assessed and tested the internal controls used by the management to recognise construction revenue based on the stage of completion, including checking the supporting documents of additional or reduced constructions and significant constructions performed in the period.
- C. Sampled and tested the subcontracts that have been assigned, and assessed the basis and reasonableness of estimating costs for those that have not been assigned.
- D. Performed substantive procedures relating to the year-end construction profit or loss statement, including sampling and verifying the costs incurred in the period with the appropriate evidence, and recalculating and confirming that construction revenue calculated based on the stage of completion had been accounted for appropriately.

Investments accounted for under equity method - Valuation of goodwill impairment

Description

Please refer to Note 4(21) in the consolidated financial statements for accounting policies on impairment loss on non-financial assets, Note 5(2) in the consolidated financial statements for the uncertainty of accounting estimates and assumptions applied to goodwill impairment valuation, and Note 6(12) in the consolidated financial statements for details of intangible assets. The amount of goodwill was generated from the acquisition of subsidiaries, Power Quotient International Co., Ltd. and Foxlink Image Technology Co., Ltd.. The Company valued the impairment of goodwill through the discounted cash flow method which measures the cash generating unit's recoverable amount. As the assumptions of expected future cash flows involved subjective judgement and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of goodwill impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and assessed the reasonableness of valuation of goodwill impairment

policies and procedures.

- B. Obtained the external appraisal report on impairment valuation and examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- C. Assessed that the valuation model used in the appraisal report was widely used and appropriate.
- D. Assessed the reasonableness of significant assumptions (including expected growth rate and discount rate) applied in the appraisal report.

Investments accounted for under equity method - Valuation of property, plant and equipment impairment

Description

Please refer to Note 4(21) in the consolidated financial statements for accounting policies on impairment loss on non-financial assets, Note 5(2) in the consolidated financial statements for the uncertainty of accounting estimates and assumptions applied to property, plant and equipment impairment valuation, and Note 6(8) in the consolidated financial statements for details of property, plant and equipment. As the 3C components' life cycles are relatively short and the market is highly competitive, there is a high risk of plant and equipment incurring an impairment loss. The Company's subsidiaries valued the impairment of the cash generating unit's property, plant and equipment which had an indication of impairment. We mainly relied on the external appraisal report. As the external appraisal report on impairment valuation involved subjective judgement, various assumptions and a high degree of uncertainty which would cause a material impact on the valuation result, the valuation of property, plant and equipment impairment was identified as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and assessed the reasonableness of valuation of property, plant and equipment impairment policies and procedures.
- B. Examined the external appraiser's qualification and assessed the independence, competence and objectiveness.
- C. Verified whether the list of properties for the external appraiser is correct.
- D. Assessed that the valuation method used in the appraisal report was appropriate.
- E. Tested the external appraisal report's valuation basis adequacy.

Other matter - Reference to the reports of other auditors

We did not audit the financial statements of certain investments accounted for under the equity method which were audited by other auditors. Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these associates and the information disclosed in Note 13, is based solely on the reports of the other auditors. The balance of these investments accounted for under the equity method amounted to NT\$203,442 thousand and NT\$212,883 thousand, constituting 1.94% and 2.34% of the consolidated total assets as at December 31, 2022 and 2021, respectively, and the share of loss of associates and joint ventures accounted for under the equity method amounted to NT(\$9,441) thousand and NT(\$2,358), constituting (2.00%) and 2.38% of the total comprehensive income for the year then ended, respectively.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

In preparing the parent company only financial statements, management is responsible for assessing FIT HOLDING CO., LTD.'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 FIT HOLDING CO., LTD. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing FIT HOLDING CO., LTD.'s financial reporting process.

Auditors' responsibilities for the audit of the parent company only 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 Standards on Auditing of 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 Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only 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 FIT HOLDING CO., LTD.'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 FIT HOLDING CO., LTD.'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 parent company only 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 FIT HOLDING CO., LTD. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within FIT HOLDING CO., LTD. to express an opinion on the parent company

only financial statements. We are responsible for the direction, supervision and performance of the 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 parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Chou, Hsiao-Tzu

Liang Yi Chang

For and on behalf of PricewaterhouseCoopers, Taiwan

March 13, 2023

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

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

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2022		December 31, 2021			
			AMOUNT	%	AMOUNT	%		
Current assets								
1100	Cash and cash equivalents		\$	7,224	-	\$	1,532	-
1136	Current financial assets at amortised cost	6(2)		27,330	-		227,626	3
1210	Other receivables - related parties	7		694,545	7		26,666	-
1410	Prepayments			-	-		78	-
1470	Other current assets			1,705	-		3,090	-
11XX	Current Assets			730,804	7		258,992	3
Non-current assets								
1517	Non-current financial assets at fair value through other comprehensive income	6(1)		210,529	2		210,529	2
1550	Investments accounted for under equity method	6(3)		9,552,564	91		8,643,898	95
15XX	Non-current assets			9,763,093	93		8,854,427	97
1XXX	Total assets		\$	10,493,897	100	\$	9,113,419	100
Liabilities and Equity								
Current liabilities								
2100	Short-term borrowings	6(5)	\$	1,128,000	11	\$	910,000	10
2200	Other payables			49,567	-		41,722	-
2230	Current income tax liabilities			9,581	-		54,515	1
2320	Long-term liabilities, current portion	6(6)		200,000	2		-	-
2399	Other current liabilities, others			63	-		38	-
21XX	Current Liabilities			1,387,211	13		1,006,275	11
Non-current liabilities								
2540	Long-term borrowings	6(6)		1,230,000	12		530,000	6
25XX	Non-current liabilities			1,230,000	12		530,000	6
2XXX	Total Liabilities			2,617,211	25		1,536,275	17
Equity								
Share capital								
3110	Share capital - common stock	6(7)		2,462,421	23		2,462,421	27
Capital surplus								
3200	Capital surplus	6(8)		4,841,997	47		4,890,319	53
Retained earnings								
3310	Legal reserve			51,068	-		8,985	-
3320	Special reserve			229,129	2		8,361	-
3350	Unappropriated retained earnings	6(9)		582,744	6		427,826	5
Other equity interest								
3400	Other equity interest		(290,673)	(3)	(220,768)	(2)
3XXX	Total equity			7,876,686	75		7,577,144	83
Significant contingent liabilities and unrecognised contract commitments		9						
Significant events after the balance sheet date		11						
3X2X	Total liabilities and equity		\$	10,493,897	100	\$	9,113,419	100

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

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

			Year ended December 31			
			2022		2021	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(3)	\$ 551,836	100	\$ 512,752	100
5000	Operating costs		-	-	-	-
5900	Net operating margin		551,836	100	512,752	100
	Operating expenses	6(11)				
6200	General and administrative expenses		(25,669)	(5)	(42,691)	(8)
6000	Total operating expenses		(25,669)	(5)	(42,691)	(8)
6900	Operating profit		526,167	95	470,061	92
	Non-operating income and expenses					
7100	Interest income	7	13,090	3	7,845	1
7010	Other income	6(10)	168	-	973	-
7020	Other gains and losses		4,728	1	(2,276)	-
7050	Finance costs		(31,891)	(6)	(14,563)	(3)
7900	Profit before income tax		512,262	93	462,040	90
7950	Income tax expense	6(12)	17,327	3	(28,028)	(5)
8200	Profitfor the year		<u>\$ 529,589</u>	<u>96</u>	<u>\$ 434,012</u>	<u>85</u>
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8330	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		(\$ 183,950)	(34)	(\$ 469,153)	(92)
8310	Components of other comprehensive income that will not be reclassified to profit or loss		(183,950)	(34)	(469,153)	(92)
	Components of other comprehensive income that will be reclassified to profit or loss					
8380	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		125,346	23	(63,876)	(12)
8360	Components of other comprehensive income that will be reclassified to profit or loss		125,346	23	(63,876)	(12)
8300	Other comprehensive (loss) income for the year		(\$ 58,604)	(11)	(\$ 533,029)	(104)
8500	Total comprehensive (loss) income for the year		<u>\$ 470,985</u>	<u>85</u>	<u>(\$ 99,017)</u>	<u>(19)</u>
9750	Total basic earnings per share (in dollars)	6(13)	<u>\$ 2.15</u>		<u>\$ 1.76</u>	
9850	Total diluted earnings per share (in dollars)		\$ 2.14		\$ 1.76	

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

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Retained Earnings				Other equity interest			
	Notes	Share capital - common stock	Total capital surplus, additional paid-in capital	Legal reserve	Special reserve	Total unappropriated retained earnings (accumulated deficit)	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total
<u>Year 2021</u>									
Balance at January 1, 2021		\$ 2,462,421	\$ 4,198,013	\$ -	\$ 8,361	\$ 89,848	(\$ 239,429)	\$ 539,385	\$ 7,058,599
Profit		-	-	-	-	434,012	-	-	434,012
Other comprehensive income (loss)		-	-	-	-	4,795	(63,876)	(473,948)	(533,029)
Total comprehensive income (loss)		-	-	-	-	438,807	(63,876)	(473,948)	(99,017)
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method		-	4,858	-	-	(871)	-	-	3,987
Cash dividends paid from additional paid-in capital	6(8)	-	(172,370)	-	-	-	-	-	(172,370)
Appropriation and distribution of retained earnings:	6(9)								
Legal reserve appropriated		-	-	8,985	-	(8,985)	-	-	-
Cash dividends to shareholders		-	-	-	-	(73,873)	-	-	(73,873)
Changes in investees' capital increase not recognized by shareholding percentage		-	712,436	-	-	-	-	-	712,436
Capital surplus, difference between consideration and carrying amount of subsidiaries acquired or disposed		-	147,382	-	-	-	-	-	147,382
Disposal of investments in equity instruments at fair value through other comprehensive income		-	-	-	-	(17,100)	-	17,100	-
Balance at December 31, 2021		\$ 2,462,421	\$ 4,890,319	\$ 8,985	\$ 8,361	\$ 427,826	(\$ 303,305)	\$ 82,537	\$ 7,577,144
<u>Year 2022</u>									
Year 2022		\$ 2,462,421	\$ 4,890,319	\$ 8,985	\$ 8,361	\$ 427,826	(\$ 303,305)	\$ 82,537	\$ 7,577,144
Profit		-	-	-	-	529,589	-	-	529,589
Other comprehensive income (loss)		-	-	-	-	11,301	125,346	(195,251)	(58,604)
Total comprehensive income (loss)		-	-	-	-	540,890	125,346	(195,251)	470,985
Adjustments to share of changes in equity of associates and joint ventures accounted for using the equity method		-	2,127	-	-	-	-	-	2,127
Cash dividends paid by additional paid-in capital	6(8)	-	(246,242)	-	-	-	-	-	(246,242)
Appropriation and distribution of retained earnings:	6(9)								
Legal reserve appropriated		-	-	42,083	-	(42,083)	-	-	-
Special reserve appropriated		-	-	-	220,768	(220,768)	-	-	-
Cash dividends to shareholders		-	-	-	-	(123,121)	-	-	(123,121)
Changes in investees' capital increase not recognized by shareholding percentage		-	194,140	-	-	-	-	-	194,140
Compensation costs		-	1,653	-	-	-	-	-	1,653
Balance at December 31, 2022		\$ 2,462,421	\$ 4,841,997	\$ 51,068	\$ 229,129	\$ 582,744	(\$ 177,959)	(\$ 112,714)	\$ 7,876,686

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

FIT HOLDING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 512,262	\$ 462,040
Adjustments			
Adjustments to reconcile profit (loss)			
Share of profit (loss) of associates accounted for using the equity method	6(3)	(551,836)	(512,752)
Interest expense		31,891	14,563
Interest income		(13,090)	(7,845)
Changes in operating assets and liabilities			
Changes in operating assets			
Other current assets		24	(1,430)
Changes in operating liabilities			
Other payables		(23,331)	28,716
Prepayments		78	11
Other Liability		25	8
Cash outflow generated from operations		(43,977)	(16,689)
Interest received		14,452	6,476
Income taxes paid		(63,324)	(468)
Dividend received		412,485	412,485
Interest paid		(30,715)	(14,357)
Net cash flows from operating activities		<u>288,921</u>	<u>387,447</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Increase in financial assets at amortised cost		200,296	(227,626)
Acquisition of investments accounted for under the equity method		(600,000)	(1,236,760)
Increase in other receivables from related parties		(632,162)	350,364
Net cash flows used in investing activities		<u>(1,031,866)</u>	<u>(1,114,022)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings		218,000	152,200
Increase in long-term borrowings		2,910,000	1,760,000
Decrease in long-term borrowings		(2,010,000)	(1,630,000)
Cash dividends paid		(123,121)	(73,873)
Cash dividends paid by additional paid-in capital		(246,242)	(172,370)
Proceeds from disposal of subsidiaries		-	690,000
Net cash flows from financing activities		<u>748,637</u>	<u>725,957</u>
Net increase (decrease) in cash and cash equivalents		5,692	(618)
Cash and cash equivalents at beginning of year		1,532	2,150
Cash and cash equivalents at end of year		<u>\$ 7,224</u>	<u>\$ 1,532</u>

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

FIT Holding Co., Ltd.

Earnings Distribution Table

2022

Unit: NT\$

Item	Amount		Remarks
	Subtotal	Total	
Undistributed earnings at the beginning of the period		41,853,812	
Add: adjustment of retained earnings for 2022	11,301,049		
Adjusted undistributed earnings		53,154,861	
Add: net profit after tax of the year	529,589,058		
Less: legal reserve allocation	(54,089,011)		
Less: special reserve allocation	(69,906,300)		
Distributable earnings		458,748,608	
Distribution item:			
Cash dividend	(369,363,219)		NT\$1.5 per share
Undistributed earnings at the end of the period		89,385,389	

Note 1: For the Company's earnings distribution, the distributable earnings in 2022 will be allocated first.

Note 2: The dividend distribution is calculated based on 246,242,146 shares outstanding at the time of the resolution of the board meeting on March 13, 2023.

Note 3: According to the Articles of Association of the Company, the earnings will be distributed in cash, and the board meeting is authorized to decide by resolution.

Responsible persons: T.C.Gou Managerial Officer: Wilson Hu Chief Accounting Officer: Kufn Lin