

Phison Electronics Corp. and Subsidiaries

**Consolidated Financial Statements for the
Six Months Ended June 30, 2019 and 2018 and
Independent Auditors' Review Report**

INDEPENDENT AUDITORS' REVIEW REPORT

The Board of Directors and Shareholders
Phison Electronics Corp.

Introduction

We have reviewed the consolidated financial statements of Phison Electronics Corp. (the "Corporation") and its subsidiaries (collectively, the "Group") which comprise the consolidated balance sheets as of June 30, 2019 and 2018, the consolidated statements of comprehensive income for the three months ended June 30, 2019 and 2018 and for the six months ended June 30, 2019 and 2018, the consolidated statements of changes in equity and cash flows for the six months ended June 30, 2019 and 2018, and the related notes to the consolidated financial statements, including a summary of significant accounting policies. 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 Accounting Standard 34 "Interim Financial Reporting" endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China. Our responsibility is to express a conclusion on the consolidated financial statements based on our reviews.

Scope of Review

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

Basis for Qualified Conclusion

As disclosed in Note 12 to the consolidated financial statements, the financial statements of non-significant subsidiaries included in the consolidated financial statements were not reviewed. As of June 30, 2019 and 2018, the combined total assets of these subsidiaries were 8% (NT\$3,145,111 thousand) and 6% (NT\$2,301,698 thousand) of the Group's total assets, respectively, and total liabilities of these subsidiaries were 4% (NT\$453,801 thousand) and 5% (NT\$584,351 thousand) of the Group's total liabilities, respectively. For the three months and the six months ended June 30, 2019 and 2018, these subsidiaries' comprehensive income and loss were 12% (a gain of NT\$92,876 thousand), (1%) (a loss of NT\$5,908 thousand), 7% (a gain of NT\$115,250 thousand) and 1% (a gain of NT\$20,039 thousand), respectively, of the Group's comprehensive income and loss. Furthermore, as stated in Note 13 to the consolidated financial statements, the Group's investments accounted for using the equity method as of June 30, 2019 and 2018 amounted to NT\$1,461,059 thousand and NT\$1,808,362 thousand, respectively, and the share of profit or loss of these associates accounted for using the equity method for the three months and the six months ended June 30, 2019 and 2018 were a loss of NT\$148,399 thousand, a gain of

NT\$92,624 thousand, a loss of NT\$328,266 thousand, and a gain of NT\$84,306 thousand, respectively. As stated in Note 32 to the consolidated financial statements, these investment amounts and the related information of the investees disclosed in the notes to the consolidated financial statements were based on unreviewed financial statements for the same reporting periods as those of the Corporation.

Qualified Conclusion

Based on our reviews, except for the adjustments, if any, as might have been determined to be necessary had the financial statements of the non-significant subsidiaries and associates accounted for using the equity method as described in the preceding paragraph been reviewed, nothing has come to our attention that caused us to believe that the accompanying consolidated financial statements do not give a true and fair view of the consolidated financial position of the Group as of June 30, 2019 and 2018, its consolidated financial performance for the three months ended June 30, 2019 and 2018 and the six months ended June 30, 2019 and 2018, and its consolidated cash flows for the six months ended June 30, 2019 and 2018 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Accounting Standard 34 “Interim Financial Reporting” endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Emphasis of Matter

As stated in Note 31 to the accompanying consolidated financial statements, the Corporation has been under statutory investigation since August 5, 2016 for an alleged violation of the Securities and Exchange Act, and the investigation was conducted by the Taiwan Hsinchu District Prosecutors Office and was concluded on August 31, 2017. According to the press release announcement from the Taiwan Hsinchu District Prosecutors Office on September 1, 2017, under the Securities and Exchange Act and related provisions in the Criminal Code of the Republic of China, the prosecutor charged the chairman of the Corporation and others culminating in either deferred prosecution or dropping the claim for further prosecution. The Taiwan Hsinchu District Prosecutors Office ex officio sent the ruling to the Taiwan High Prosecutors Office for reconsideration. As of November 18, 2017, with regard to the partial revocation and partial dismissal charge by the Taiwan High Prosecutors Office against the chairman of the Corporation and others. On July 30, 2019, the Taiwan Hsinchu District Prosecutors Office concluded the investigation and prosecuted the chairman of the Corporation and others for their alleged violation of the Securities and Exchange Act and related provisions. The Prosecutor’s indictment shall be submitted for a retrial in the Taiwan Hsinchu District Court. Our review conclusion is not modified in respect of this matter.

The engagement partners on the reviews resulting in this independent auditors' review report are Hsin-Wei Tai and Li-Wen Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China

August 12, 2019

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 review such consolidated financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the independent auditors' review 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 auditors' review report and consolidated financial statements shall prevail.

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

ASSETS	June 30, 2019 (Reviewed)		December 31, 2018 (Audited)		June 30, 2018 (Reviewed)	
	Amount	%	Amount	%	Amount	%
CURRENT ASSETS						
Cash and cash equivalents (Note 6)	\$ 11,740,735	31	\$ 14,176,396	39	\$ 13,394,763	36
Financial assets at fair value through profit or loss (FVTPL) (Notes 7 and 26)	3,220,176	9	3,077,540	8	3,648,225	10
Financial assets at amortized cost (Notes 9 and 28)	57,658	-	67,217	-	81,174	-
Notes and accounts receivable						
Non-related parties (Note 10)	4,537,116	12	4,899,709	14	5,504,022	15
Related parties (Notes 10 and 27)	439,168	1	344,249	1	345,322	1
Other receivables (Note 10)	294,465	1	273,062	1	420,842	1
Current tax assets	31,101	-	23,448	-	11,115	-
Inventories (Note 11)	10,957,107	29	7,576,721	21	7,588,459	21
Prepayments	533,595	1	63,194	-	99,748	-
Other current assets	72,568	-	104,271	-	57,681	-
Total current assets	31,883,689	84	30,605,807	84	31,151,351	84
NON-CURRENT ASSETS						
Financial assets at fair value through profit or loss (FVTPL) (Notes 7 and 26)	439,556	1	427,789	1	399,983	1
Financial assets at fair value through other comprehensive income (FVTOCI) (Notes 8 and 26)	570,759	2	450,397	1	539,469	1
Investments accounted for using the equity method (Note 13)	1,461,059	4	1,494,049	4	1,808,362	5
Property, plant and equipment (Note 14)	2,992,078	8	2,990,231	8	2,874,763	8
Right-of-use assets (Note 15)	37,449	-	-	-	-	-
Intangible assets (Note 16)	148,334	-	152,550	1	166,874	-
Deferred tax assets	283,861	1	310,563	1	279,210	1
Guarantee deposits paid	5,010	-	7,154	-	4,849	-
Total non-current assets	5,938,106	16	5,832,733	16	6,073,510	16
TOTAL	\$ 37,821,795	100	\$ 36,438,540	100	\$ 37,224,861	100
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Contract liabilities	\$ 52,739	-	\$ 34,270	-	\$ 32,818	-
Notes and accounts payable						
Non-related parties	2,176,690	6	1,949,403	5	1,893,983	5
Related parties (Note 27)	2,598,250	7	2,856,144	8	2,224,942	6
Other payables (Note 17)	5,807,318	15	3,716,898	10	6,975,314	19
Tax payable	627,004	2	523,854	2	903,899	2
Lease liabilities (Note 15)	11,359	-	-	-	-	-
Other current liabilities (Note 18)	267,105	1	339,062	1	269,573	1
Total current liabilities	11,540,465	31	9,419,631	26	12,300,529	33
NON-CURRENT LIABILITIES						
Lease liabilities (Note 15)	26,109	-	-	-	-	-
Long-term deferred revenue	8,712	-	14,068	-	14,311	-
Net defined benefit liabilities	93,168	-	92,827	-	87,029	-
Guarantee deposits received	144	-	144	-	144	-
Total non-current liabilities	128,133	-	107,039	-	101,484	-
Total liabilities	11,668,598	31	9,526,670	26	12,402,013	33
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Note 20)						
Share capital						
Common shares	1,970,740	5	1,970,740	6	1,970,740	5
Capital surplus	6,695,551	18	6,674,650	18	6,674,831	18
Retained earnings						
Legal reserve	3,850,715	10	3,418,903	9	3,418,903	9
Special reserve	380,927	1	-	-	-	-
Unappropriated earnings	13,514,896	36	15,228,504	42	13,176,262	36
Total retained earnings	17,746,538	47	18,647,407	51	16,595,165	45
Other equity	(286,757)	(1)	(380,927)	(1)	(417,888)	(1)
Total equity attributable to owners of the Corporation	26,126,072	69	26,911,870	74	24,822,848	67
NON-CONTROLLING INTERESTS	27,125	-	-	-	-	-
Total equity	26,153,197	69	26,911,870	74	24,822,848	67
TOTAL	\$ 37,821,795	100	\$ 36,438,540	100	\$ 37,224,861	100

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

(With Deloitte & Touche auditors' review report dated August 12, 2019)

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share) (Reviewed, Not Audited)

	For the Three Months Ended June 30				For the Six Months Ended June 30			
	2019		2018		2019		2018	
	Amount	%	Amount	%	Amount	%	Amount	%
OPERATING REVENUE (Note 27)								
Gross sales	\$ 9,687,269	99	\$ 10,435,771	101	\$ 19,069,691	100	\$ 19,659,421	100
Less: Sales returns and allowances	<u>42,665</u>	<u>-</u>	<u>121,301</u>	<u>1</u>	<u>142,968</u>	<u>1</u>	<u>124,954</u>	<u>-</u>
Net sales	9,644,604	99	10,314,470	100	18,926,723	99	19,534,467	100
Other operating revenue	<u>138,524</u>	<u>1</u>	<u>14,676</u>	<u>-</u>	<u>199,421</u>	<u>1</u>	<u>94,232</u>	<u>-</u>
Total operating revenue	9,783,128	100	10,329,146	100	19,126,144	100	19,628,699	100
OPERATING COSTS (Notes 11, 22 and 27)	<u>7,607,051</u>	<u>78</u>	<u>8,000,678</u>	<u>78</u>	<u>14,855,374</u>	<u>78</u>	<u>15,486,815</u>	<u>79</u>
GROSS PROFIT	<u>2,176,077</u>	<u>22</u>	<u>2,328,468</u>	<u>22</u>	<u>4,270,770</u>	<u>22</u>	<u>4,141,884</u>	<u>21</u>
OPERATING EXPENSES (Note 22)								
Marketing	122,743	1	134,197	1	243,421	1	230,883	1
General and administrative	119,509	1	111,836	1	239,754	1	203,055	1
Research and development	859,660	9	807,430	8	1,724,306	9	1,437,227	7
Recognized (reversed) expected credit losses	<u>8,287</u>	<u>-</u>	<u>4,610</u>	<u>-</u>	<u>(70,136)</u>	<u>-</u>	<u>(40,512)</u>	<u>-</u>
Total operating expenses	<u>1,110,199</u>	<u>11</u>	<u>1,058,073</u>	<u>10</u>	<u>2,137,345</u>	<u>11</u>	<u>1,830,653</u>	<u>9</u>
OPERATING INCOME	<u>1,065,878</u>	<u>11</u>	<u>1,270,395</u>	<u>12</u>	<u>2,133,425</u>	<u>11</u>	<u>2,311,231</u>	<u>12</u>
NON-OPERATING INCOME AND EXPENSES								
Other gains and losses (Note 22)	(6,247)	-	260,324	3	109,485	1	166,971	1
Share of losses of associates	(148,399)	(2)	92,624	1	(328,266)	(2)	84,306	-
Other income (Note 22)	65,297	1	32,211	-	103,060	1	67,695	-
Financial costs	<u>(941)</u>	<u>-</u>	<u>(1,584)</u>	<u>-</u>	<u>(1,198)</u>	<u>-</u>	<u>(3,493)</u>	<u>-</u>
Total non-operating income and expenses	<u>(90,290)</u>	<u>(1)</u>	<u>383,575</u>	<u>4</u>	<u>(116,919)</u>	<u>-</u>	<u>315,479</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	975,588	10	1,653,970	16	2,016,506	11	2,626,710	13
INCOME TAX EXPENSE (Note 21)	<u>194,522</u>	<u>2</u>	<u>417,775</u>	<u>4</u>	<u>353,617</u>	<u>2</u>	<u>508,211</u>	<u>2</u>
NET PROFIT FOR THE PERIOD	<u>781,066</u>	<u>8</u>	<u>1,236,195</u>	<u>12</u>	<u>1,662,889</u>	<u>9</u>	<u>2,118,499</u>	<u>11</u>

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PHISON ELECTRONICS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share) (Reviewed, Not Audited)

	For the Three Months Ended June 30				For the Six Months Ended June 30			
	2019		2018		2019		2018	
	Amount	%	Amount	%	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF INCOME TAX								
Items that will not be reclassified subsequently to profit or loss:								
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	\$ 10,378	-	\$ (108,011)	(1)	\$ 86,522	-	\$ (74,432)	(1)
Income tax relating to items that will not be reclassified subsequently to profit or loss	-	-	-	-	-	-	1,431	-
Items that may be reclassified subsequently to profit or loss:								
Exchange differences on translating foreign operations	(11,694)	-	2,281	-	9,212	-	11,563	-
Income tax relating to items that may be reclassified subsequently to profit or loss	2,269	-	(457)	-	(1,912)	-	113	-
Other comprehensive income (loss) for the period, net of income tax	953	-	(106,187)	(1)	93,822	-	(61,325)	(1)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>\$ 782,019</u>	<u>8</u>	<u>\$ 1,130,008</u>	<u>11</u>	<u>\$ 1,756,711</u>	<u>9</u>	<u>\$ 2,057,174</u>	<u>10</u>
NET PROFIT ATTRIBUTED TO:								
Owners of the Corporation	\$ 779,270	8	\$ 1,236,195	12	\$ 1,661,093	9	\$ 2,118,499	11
Non-controlling interests	1,796	-	-	-	1,796	-	-	-
	<u>\$ 781,066</u>	<u>8</u>	<u>\$ 1,236,195</u>	<u>12</u>	<u>\$ 1,662,889</u>	<u>9</u>	<u>\$ 2,118,499</u>	<u>11</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTED TO:								
Owners of the Corporation	\$ 780,571	8	\$ 1,130,008	11	\$ 1,755,263	9	\$ 2,057,174	10
Non-controlling interests	1,448	-	-	-	1,448	-	-	-
	<u>\$ 782,019</u>	<u>8</u>	<u>\$ 1,130,008</u>	<u>11</u>	<u>\$ 1,756,711</u>	<u>9</u>	<u>\$ 2,057,174</u>	<u>10</u>
EARNINGS PER SHARE; NEW TAIWAN DOLLARS (Note 23)								
Basic	<u>\$3.96</u>		<u>\$6.27</u>		<u>\$8.43</u>		<u>\$10.75</u>	
Diluted	<u>\$3.94</u>		<u>\$6.23</u>		<u>\$8.36</u>		<u>\$10.63</u>	

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

(With Deloitte & Touche auditors' review report dated August 12, 2019)

(Concluded)

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In Thousands of New Taiwan Dollars)

(Reviewed, Not Audited)

	Equity Attributable to the Owners of the Corporation					Exchange Differences on Translating Foreign Operations	Other Equity		Non-controlling Interests	Total Equity
	Common Shares	Capital Surplus	Retained Earnings		Unappropriated Earnings		Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total		
			Legal Reserve	Special Reserve						
BALANCE AT JANUARY 1, 2018	\$ 1,970,740	\$ 6,660,502	\$ 2,842,806	\$ 25,965	\$ 14,984,938	\$ (67,147)	\$ (316,201)	\$ 26,101,603	\$ -	\$ 26,101,603
Appropriation of the 2017 earnings										
Legal reserve	-	-	576,097	-	(576,097)	-	-	-	-	-
Reversal of special reserve	-	-	-	(25,965)	25,965	-	-	-	-	-
Cash dividends - NT\$17 per share	-	-	-	-	(3,350,258)	-	-	(3,350,258)	-	(3,350,258)
Changes in capital surplus from investments in associates and joint ventures accounted for using the equity method	-	14,329	-	-	-	-	-	14,329	-	14,329
Disposal of equity instrument investments at fair value through other comprehensive income	-	-	-	-	(28,216)	-	28,216	-	-	-
Net profit for the six months ended June 30, 2018	-	-	-	-	2,118,499	-	-	2,118,499	-	2,118,499
Other comprehensive income (loss) for the six months ended June 30, 2018, net of income tax	-	-	-	-	1,431	11,676	(74,432)	(61,325)	-	(61,325)
BALANCE AT JUNE 30, 2018	\$ 1,970,740	\$ 6,674,831	\$ 3,418,903	\$ -	\$ 13,176,262	\$ (55,471)	\$ (362,417)	\$ 24,822,848	\$ -	\$ 24,822,848
BALANCE AT JANUARY 1, 2019	\$ 1,970,740	\$ 6,674,650	\$ 3,418,903	\$ -	\$ 15,228,504	\$ (67,908)	\$ (313,019)	\$ 26,911,870	\$ -	\$ 26,911,870
Appropriation of the 2018 earnings										
Legal reserve	-	-	431,812	-	(431,812)	-	-	-	-	-
Special reserve	-	-	-	380,927	(380,927)	-	-	-	-	-
Cash dividends - NT\$13 per share	-	-	-	-	(2,561,962)	-	-	(2,561,962)	-	(2,561,962)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	27,298	27,298
Changes in percentage of ownership interests in subsidiaries	-	1,621	-	-	-	-	-	1,621	(1,621)	-
Changes in capital surplus from investments in associates and joint ventures accounted for using the equity method	-	19,280	-	-	-	-	-	19,280	-	19,280
Net profit for the six months ended June 30, 2019	-	-	-	-	1,661,093	-	-	1,661,093	1,796	1,662,889
Other comprehensive income (loss) for the six months ended June 30, 2019, net of income tax	-	-	-	-	-	7,648	86,522	94,170	(348)	93,822
BALANCE AT JUNE 30, 2019	\$ 1,970,740	\$ 6,695,551	\$ 3,850,715	\$ 380,927	\$ 13,514,896	\$ (60,260)	\$ (226,497)	\$ 26,126,072	\$ 27,125	\$ 26,153,197

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

(With Deloitte & Touche auditors' review report dated August 12, 2019)

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

(Reviewed, Not Audited)

	For the Six Months Ended	
	June 30	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 2,016,506	\$ 2,626,710
Adjustments for:		
Share of loss (profit) of associates	328,266	(84,306)
Depreciation	134,196	102,198
Amortization	83,037	102,060
Expected credit losses reversed on trade receivables	(70,136)	(40,512)
Recognition (reversal) of refund liabilities	54,567	(14,468)
Interest income	(30,704)	(24,652)
Net gain on foreign currency exchange	(18,144)	(114,083)
Write-down (reversal) of inventories	16,092	(24,196)
Dividend income	(12,203)	(3,408)
Gain on disposal of property, plant and equipment	(1,471)	(1)
Financial costs	1,198	3,493
Gain on disposal of associates	-	(385)
Net changes related to operating assets and liabilities		
Financial assets at fair value through profit or loss	(39,292)	(59,940)
Notes and accounts receivable	312,861	55,607
Other receivables	(21,463)	(134,791)
Inventories	(3,396,497)	(371,919)
Prepayments	(498,296)	(72,613)
Other current assets	31,703	7,509
Contract liabilities	18,469	(6,256)
Notes and accounts payable	(4,618)	433,121
Other payables	(474,793)	(110,678)
Deferred revenue	(5,356)	(5,399)
Other current liabilities	(116,044)	(171,937)
Net defined benefit liabilities	341	2,132
Net cash (used in) generated from operations	(1,691,781)	2,093,286
Interest paid	(1,198)	(3,493)
Income tax paid	(231,418)	(668,177)
Net cash (used in) generated from operating activities	<u>(1,924,397)</u>	<u>1,421,616</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of associates	(275,963)	-
Purchase of financial assets at fair value through profit or loss	(118,102)	(1,998,722)
Payment for property, plant and equipment	(113,193)	(143,809)
Payment of intangible assets	(78,774)	(50,754)
Purchase of financial assets at fair value through other comprehensive income	(33,160)	(102,674)
Interest received	31,018	24,135

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PHISON ELECTRONICS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

(Reviewed, Not Audited)

	For the Six Months Ended June 30	
	2019	2018
Dividends received	\$ 12,203	\$ 3,408
Proceeds from sale of financial assets at amortized cost	9,559	-
Proceeds from sale of financial assets at fair value through profit or loss	3,259	2,892
Decrease (increase) in refundable deposits	1,940	(1,069)
Proceeds from disposal of property, plant and equipment	1,471	1
Proceeds from capital reduction of financial assets at fair value through profit or loss	-	63,750
Purchase of financial assets at amortized cost	-	(640)
Net cash inflow on disposal of associates	-	395
Net cash used in investing activities	<u>(559,742)</u>	<u>(2,203,087)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in non-controlling interests	27,298	-
Repayment of the principal portion of lease liabilities	(4,843)	-
Decrease in guarantee deposits	-	(130)
Net cash generated from (used in) financing activities	<u>22,455</u>	<u>(130)</u>
EFFECT OF EXCHANGE RATE CHANGES	<u>26,023</u>	<u>33,975</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,435,661)	(747,626)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>14,176,396</u>	<u>14,142,389</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 11,740,735</u>	<u>\$ 13,394,763</u>

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

(With Deloitte & Touche auditors' review report dated August 12, 2019)

(Concluded)

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018 (In Thousands of New Taiwan Dollars, Unless Stated Otherwise) (Reviewed, Not Audited)

1. GENERAL INFORMATION

Phison Electronics Corp. (the “Corporation”) was incorporated on November 8, 2000 under the Company Act of the Republic of China (“ROC”). The Corporation mainly designs and sells flash memory controllers and peripheral system applications.

The Corporation’s shares have been being traded on the Taipei Exchange (over-the-counter exchange in Taiwan) since December 6, 2004.

The consolidated financial statements of the Corporation and its subsidiaries, hereinafter collectively referred to as the “Group”, are presented in the Corporation’s functional currency, the New Taiwan dollar.

2. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Corporation’s board of directors on August 12, 2019.

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

- a. Initial application of the amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations of IFRS (IFRIC), and Interpretations of IAS (SIC) (collectively, the “IFRSs”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China (FSC)

Except for the following, whenever applied, the initial application of the amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRSs endorsed and issued into effect by the FSC would not have any material impact on the Group’s accounting policies:

- IFRS 16 “Leases”

IFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessee and lessor. It supersedes IAS 17 “Leases”, IFRIC 4 “Determining whether an Arrangement contains a Lease”, and a number of related interpretations. Refer to Note 4 for information relating to the relevant accounting policies.

Definition of a lease

The Group elects to apply the guidance of IFRS 16 in determining whether contracts are, or contain, a lease only to contracts entered into (or changed) on or after January 1, 2019. Contracts identified as containing a lease under IAS 17 and IFRIC 4 are not reassessed and are accounted for in accordance with the transitional provisions under IFRS 16.

The Group as lessee

The Group recognizes right-of-use assets and lease liabilities for all leases on the consolidated balance sheets except for those whose payments under low-value asset and short-term leases are recognized as expenses on a straight-line basis. On the consolidated statements of comprehensive income, the Group presents the depreciation expense charged on right-of-use assets separately from the interest expense accrued on lease liabilities; interest is computed using the effective interest method. On the consolidated statements of cash flows, cash payments for the principal portion of lease liabilities are classified within financing activities; cash payments for the interest portion are classified within operating activities. Prior to the application of IFRS 16, payments under operating lease contracts were recognized as expenses on a straight-line basis. Cash flows for operating leases were classified within operating activities on the consolidated statements of cash flows.

The Group elects to apply IFRS 16 retrospectively with the cumulative effect of the initial application of this standard recognized in retained earnings on January 1, 2019. Comparative information is not restated.

Lease liabilities were recognized on January 1, 2019 for leases previously classified as operating leases under IAS 17. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate on January 1, 2019. Right-of-use assets are measured at an amount equal to the lease liabilities, their carrying amount as if IFRS 16 had been applied since the commencement date, but discounted using the aforementioned incremental borrowing rate. The Group applies IAS 36 to all right-of-use assets.

The Group also applies the following practical expedients:

- 1) The Group applies a single discount rate to a portfolio of leases with reasonably similar characteristics to measure lease liabilities.
- 2) The Group accounts for those leases for which the lease term ends on or before December 31, 2019 as short-term leases.
- 3) The Group excludes initial direct costs from the measurement of right-of-use assets on January 1, 2019.
- 4) The Group uses hindsight, such as in determining lease terms, to measure lease liabilities.

The weighted average lessee's incremental borrowing rate applied to lease liabilities recognized on January 1, 2019 was 2.6%. The difference between the lease liabilities recognized and operating lease commitments disclosed under IAS 17 on December 31, 2018 is explained as follows:

The future minimum lease payments of non-cancellable operating lease commitments on December 31, 2018	\$ 43,283
Less: Recognition exemption for short-term leases	(15,405)
Less: Recognition exemption for leases of low-value assets	<u>(14)</u>
Undiscounted amounts on January 1, 2019	<u>\$ 27,864</u>
Discounted amounts using the incremental borrowing rate on January 1, 2019	<u>\$ 26,667</u>
Lease liabilities recognized on January 1, 2019	<u>\$ 26,667</u>

The Group as lessor

The Group does not make any adjustments for leases in which it is a lessor, and it accounts for those leases with the application of IFRS 16 starting from January 1, 2019.

The impact on assets, liabilities and equity as of January 1, 2019 from the initial application of IFRS 16 is set out as follows:

	As Originally Stated on January 1, 2019	Adjustments Arising from Initial Application	Restated on January 1, 2019
Right-of-use assets	\$ -	\$ 26,831	\$ 26,831
Guarantee deposits paid	<u>7,154</u>	<u>(164)</u>	<u>6,990</u>
Total effect on assets	<u>\$ 7,154</u>	<u>\$ 26,667</u>	<u>\$ 33,821</u>
Lease liabilities - current	\$ -	\$ 8,277	\$ 8,277
Lease liabilities - non-current	<u>-</u>	<u>18,390</u>	<u>18,390</u>
Total effect on liabilities	<u>\$ -</u>	<u>\$ 26,667</u>	<u>\$ 26,667</u>

- b. The IFRSs endorsed by the FSC for application starting from 2020

New IFRSs	Effective Date Announced by IASB
Amendments to IFRS 3 “Definition of a Business”	January 1, 2020 (Note 1)
Amendments to IAS 1 and IAS 8 “Definition of Material”	January 1, 2020 (Note 2)

Note 1: The Group shall apply these amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020 and to asset acquisitions that occur on or after the beginning of that period.

Note 2: The Group shall apply these amendments prospectively for annual reporting periods beginning on or after January 1, 2020.

Except for the above impact, as of the date the consolidated financial statements were authorized for issue, the Group is continuously assessing the possible impact that the application of other standards and interpretations will have on the Group’s financial position and financial performance and will disclose the relevant impact when the assessment is completed.

- c. New IFRSs in issue but not yet endorsed and issued into effect by the FSC

New IFRSs	Effective Date Announced by IASB (Note)
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, 2021

Note: Unless stated otherwise, the above New IFRSs are effective for annual periods beginning on or after their respective effective dates.

As of the date the consolidated financial statements were authorized for issue, the Group is continuously assessing the possible impact that the application of other standards and interpretations will have 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

Statement of Compliance

These interim consolidated financial statements have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IAS 34 “Interim Financial Reporting” as endorsed and issued into effect by the FSC. Disclosure information included in these interim consolidated financial statements is less than the disclosure information required in a complete set of annual financial statements.

Basis of Preparation

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments which are measured at fair value and net defined benefit liabilities 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:

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

Basis of Consolidation

- a. The principles for the preparation of the consolidated financial report are consistent with the report for the year ended December 31, 2018.
- b. The detail information of subsidiaries which including the percentages of ownership and main businesses, please refer to Note 12, Tables 5 and 6.

Other Significant Accounting Policies

Except for the following, the accounting policies applied in these consolidated financial statements are consistent with those applied in the consolidated financial statements for the year ended December 31, 2018. For the summary of other significant accounting policies, refer to the consolidated financial statements for the year ended December 31, 2018.

- a. Leases

2019

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.

Lease payments (less any lease incentives payable) from operating leases are recognized as income on a straight-line basis over the terms of the relevant leases.

2) The Group as lessee

The Group recognizes right-of-use assets and lease liabilities for all leases at the commencement date of a lease, except for short-term leases and low-value asset leases accounted for applying a recognition exemption where lease payments are recognized as expenses on a straight-line basis over the lease terms.

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. Right-of-use assets are subsequently 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, in-substance fixed payments, variable lease payments which depend on an index or a rate, 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 that 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, 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.

Variable lease payments that do not depend on an index or a rate are recognized as expenses in the periods in which they are incurred.

2018

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.

1) The Group as lessor

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease.

2) The Group as lessee

Operating lease payments are recognized as expenses on a straight-line basis over the lease term.

b. Retirement benefits

Pension cost for an interim period is calculated on a year-to-date basis by using the actuarially determined pension cost rate at the end of the prior financial year, adjusted for significant market fluctuations since that time and for significant plan amendments, settlements, or other significant one-off events.

c. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Interim period income taxes are assessed on an annual basis and calculated by applying to an interim period's pre-tax income the tax rate that would be applicable to expected total annual earnings. The effect of a change in tax rate resulting from a change in tax law is recognized consistent with the accounting for the transaction itself which gives rise to the tax consequence, and this is recognized in profit or loss, other comprehensive income or directly in equity in full in the period in which the change in tax rate occurs.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The application of the Group's accounting policies, critical accounting judgments, estimates and assumptions in the this report are majorly consistent with the report for the ended December 31, 2018.

6. CASH AND CASH EQUIVALENTS

	June 30, 2019	December 31, 2018	June 30, 2018
Cash on hand	\$ 112	\$ 109	\$ 100
Checking accounts and demand deposits	7,281,696	9,299,883	8,171,832
Cash equivalents			
Time deposits with original maturities of less than 3 months	<u>4,458,927</u>	<u>4,876,404</u>	<u>5,222,831</u>
	<u>\$ 11,740,735</u>	<u>\$ 14,176,396</u>	<u>\$ 13,394,763</u>

7. FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	June 30, 2019	December 31, 2018	June 30, 2018
<u>Non-derivative financial assets - current</u>			
Financial assets mandatorily classified as FVTPL			
Beneficiary certificates - open-end funds	\$ 2,623,480	\$ 2,619,258	\$ 3,123,641
Domestic listed shares	414,450	372,994	471,778
Convertible bonds	<u>182,246</u>	<u>85,288</u>	<u>52,806</u>
	<u>\$ 3,220,176</u>	<u>\$ 3,077,540</u>	<u>\$ 3,648,225</u>

(Continued)

	June 30, 2019	December 31, 2018	June 30, 2018
<u>Non-derivative financial assets - non-current</u>			
Financial assets mandatorily classified as FVTPL			
Private equity funds	\$ 47,376	\$ 47,366	\$ 47,526
Domestic unlisted shares	293,751	281,900	265,766
Overseas unlisted shares	<u>98,429</u>	<u>98,523</u>	<u>86,691</u>
	<u>\$ 439,556</u>	<u>\$ 427,789</u>	<u>\$ 399,983</u> (Concluded)

8. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME - NON-CURRENT

Investments in Equity Instruments at FVTOCI

	June 30, 2019	December 31, 2018	June 30, 2018
Domestic investments - unlisted shares	\$ 185,079	\$ 132,871	\$ 239,927
Overseas investments - unlisted shares	<u>385,680</u>	<u>317,526</u>	<u>299,542</u>
	<u>\$ 570,759</u>	<u>\$ 450,397</u>	<u>\$ 539,469</u>

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the management elected to designate these investments in equity instruments as at FVTOCI as they believe that recognizing short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes.

In 2019 and 2018 the Group paid \$33,160 thousand and \$102,674 thousand to acquire common shares of domestic and foreign unlisted entities for medium- to long-term strategic purposes, respectively. The management designated these investments as at FVTOCI.

In 2018, some of the Group's foreign unlisted investments which had completed liquidation procedures, and the related other equity - unrealized loss on financial assets at FVTOCI of \$28,216 thousand was transferred to retained earnings.

9. FINANCIAL ASSETS AT AMORTIZED COST - CURRENT

	June 30, 2019	December 31, 2018	June 30, 2018
Certificates of deposit	\$ 20,370	\$ 56,997	\$ 81,174
Time deposits with original maturities of more than 3 months	<u>37,288</u>	<u>10,220</u>	<u>-</u>
	<u>\$ 57,658</u>	<u>\$ 67,217</u>	<u>\$ 81,174</u>

As of June 30, 2019 and December 31, 2018, the interest rates for time deposits with original maturities of more than 3 months were 1.75% and 0.13%, respectively.

Refer to Note 28 for information relating to investments in financial assets at amortized cost pledged as security.

10. NOTES RECEIVABLE, TRADE RECEIVABLES AND OTHER RECEIVABLES

	June 30, 2019	December 31, 2018	June 30, 2018
<u>Notes receivable</u>			
At amortized cost			
Gross carrying amount	\$ 12,744	\$ -	\$ -
Less: Allowance for impairment loss	-	-	-
	<u>\$ 12,744</u>	<u>\$ -</u>	<u>\$ -</u>
Notes receivable - operating	\$ 9	\$ -	\$ -
Notes receivable - non-operating	<u>12,735</u>	<u>-</u>	<u>-</u>
	<u>\$ 12,744</u>	<u>\$ -</u>	<u>\$ -</u>
<u>Accounts receivable</u>			
At amortized cost			
Gross carrying amount - non-related parties	\$ 4,605,786	\$ 5,051,051	\$ 5,647,256
Gross carrying amount - related parties	<u>439,168</u>	<u>344,249</u>	<u>345,322</u>
	5,044,954	5,395,300	5,992,578
Less: Loss allowance	<u>(81,414)</u>	<u>(151,342)</u>	<u>(143,234)</u>
	<u>\$ 4,963,540</u>	<u>\$ 5,243,958</u>	<u>\$ 5,849,344</u>
<u>Other receivables</u>			
Income tax refund receivable	\$ 222,462	\$ 176,307	\$ 196,717
Factored accounts receivable	43,442	74,777	136,887
Others	<u>28,561</u>	<u>21,978</u>	<u>87,238</u>
	<u>\$ 294,465</u>	<u>\$ 273,062</u>	<u>\$ 420,842</u>

Trade Receivables

The average credit period of sales of goods was 30 to 90 days. The Group adopted a policy of only dealing with entities that are rated the equivalent of investment grade or higher and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Credit rating information is obtained from independent rating agencies where available or, if not available, the Group uses other publicly available financial information or its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

In order to minimize credit risk, the management of the Corporation has delegated staff 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 reporting period to ensure that an adequate allowance is made for possible irrecoverable amounts. In this regard, the management believes the Group's credit risk is significantly reduced.

The Group applies the simplified approach to allowing for expected credit losses prescribed by IFRS 9, which permits the use of a lifetime expected credit losses allowance for all trade receivables. The expected credit losses on trade receivables are estimated using an allowance matrix by reference to past default experience with the respective debtors and an analysis of each debtor's current financial position, adjusted for general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecasted direction of economic conditions at the reporting date. As the Group's historical credit losses experience does not show significantly different loss patterns for different customer segments, the loss allowance, which is based on the past due status of receivables, is not further distinguished according to different segments of the Group's customer base.

The Group writes off a trade receivable when there is information indicating that the debtor is experiencing severe financial difficulty and there is no realistic prospect of recovery, e.g. the earlier of either when the debtor has been placed under liquidation or when the trade receivables are over two years past due. For trade receivables that have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivables which are due. Where recoveries are made, these are recognized in profit or loss.

The following table details the loss allowance of trade receivables - non-related parties based on the Group's allowance matrix.

June 30, 2019

	Not Past Due	Less than 2 Months	2 to 3 Months	3 to 4 Months	4 to 5 Months	Over 5 Months	Total
Expected credit losses rate	0.47%	21.79%	54.25%	62.95%	80.03%	99.99%	
Gross carrying amount	\$ 4,242,865	\$ 337,953	\$ 4,068	\$ 2,346	\$ 5,699	\$ 12,855	\$ 4,605,786
Loss allowance (lifetime expected credit losses)	<u>(19,553)</u>	<u>(40,958)</u>	<u>(2,192)</u>	<u>(1,465)</u>	<u>(4,534)</u>	<u>(12,712)</u>	<u>(81,414)</u>
Amortized cost	<u>\$ 4,223,312</u>	<u>\$ 296,995</u>	<u>\$ 1,876</u>	<u>\$ 881</u>	<u>\$ 1,165</u>	<u>\$ 143</u>	<u>\$ 4,524,372</u>

December 31, 2018

	Not Past Due	Less than 2 Months	2 to 3 Months	3 to 4 Months	4 to 5 Months	Over 5 Months	Total
Expected credit losses rate	1.57%	13.64%	19.39%	26.79%	61.45%	99.99%	
Gross carrying amount	\$ 4,592,145	\$ 413,222	\$ 4,813	\$ 6,474	\$ 13,879	\$ 20,518	\$ 5,051,051
Loss allowance (lifetime expected credit losses)	<u>(72,558)</u>	<u>(47,920)</u>	<u>(923)</u>	<u>(1,687)</u>	<u>(8,203)</u>	<u>(20,051)</u>	<u>(151,342)</u>
Amortized cost	<u>\$ 4,519,587</u>	<u>\$ 365,302</u>	<u>\$ 3,890</u>	<u>\$ 4,787</u>	<u>\$ 5,676</u>	<u>\$ 467</u>	<u>\$ 4,899,709</u>

June 30, 2018

	Not Past Due	Less than 2 Months	2 to 3 Months	3 to 4 Months	4 to 5 Months	Over 5 Months	Total
Expected credit losses rate	1.57%	13.64%	19.39%	26.79%	61.45%	99.99%	
Gross carrying amount	\$ 5,205,524	\$ 387,877	\$ 29,801	\$ 12,819	\$ 8,750	\$ 2,485	\$ 5,647,256
Loss allowance (lifetime expected credit losses)	<u>(80,964)</u>	<u>(45,376)</u>	<u>(5,719)</u>	<u>(3,379)</u>	<u>(5,328)</u>	<u>(2,468)</u>	<u>(143,234)</u>
Amortized cost	<u>\$ 5,124,560</u>	<u>\$ 342,501</u>	<u>\$ 24,082</u>	<u>\$ 9,440</u>	<u>\$ 3,422</u>	<u>\$ 17</u>	<u>\$ 5,504,022</u>

The movements of the loss allowance of trade receivables were as follows:

	For the Six Months Ended June 30	
	2019	2018
Balance, beginning of period	\$ 151,342	\$ 185,393
Less: Reversal of loss allowance	(70,136)	(40,512)
Less: Amounts written off	-	(1,647)
Foreign exchange gains and losses	<u>208</u>	<u>-</u>
Balance, end of period	<u>\$ 81,414</u>	<u>\$ 143,234</u>

The factored accounts receivable were as follows:

(In Thousands of Dollars)						
Factor	Factor Amount	Collected Amount	Prepayments	Discount Rate (%)	Factor Limit	
<u>For the six months ended June 30, 2019</u>						
HSBC Bank	US\$ 11,294	US\$ 9,660	\$ -	-	US\$ 6,700	
<u>For the six months ended June 30, 2018</u>						
HSBC Bank	US\$ 20,736	US\$ 15,593	-	-	US\$ 15,800	
HSBC Bank	NT\$ 258	NT\$ 230	-	-	US\$ 250	

Note: Recorded under other receivables.

The limit above was used on a revolving basis.

The factor was HSBC Bank (Taiwan) Limited. This sale was without recourse while the Group shall pay only the necessary related charges.

11. INVENTORIES

	June 30, 2019	December 31, 2018	June 30, 2018
Raw materials	\$ 5,789,634	\$ 4,264,410	\$ 4,411,199
Work-in-process	2,355,461	2,000,892	2,242,750
Semi-finished goods	2,726,328	1,273,952	914,328
Finished goods	<u>85,684</u>	<u>37,467</u>	<u>20,182</u>
	<u>\$ 10,957,107</u>	<u>\$ 7,576,721</u>	<u>\$ 7,588,459</u>

The cost of inventories recognized as cost of goods sold for the three months and six months ended June 30, 2019 and 2018 were \$7,607,051 thousand, \$8,000,678 thousand, \$14,855,374 thousand and \$15,486,815 thousand, respectively.

The cost of goods sold for the three months and six months ended June 30, 2019 and 2018 included inventory write-downs of \$15,681 thousand, \$9,236 thousand, \$16,092 thousand and reversals of inventory write-downs of \$24,196 thousand, respectively. The reversals of previous write-downs resulted from an increase in market selling prices.

12. SUBSIDIARIES

a. Subsidiaries included in the consolidated financial statements

The subsidiaries included in the consolidated financial statements are as follows:

Investor	Investee	Principal Activities	Proportion of Ownership			Remark
			June 30, 2019	December 31, 2018	June 30, 2018	
Phison Electronics Corp.	Lian Xu Dong Investment Corporation	Investment	100.00	100.00	100.00	Remark 1
	Phison Electronics Japan Corp.	Sales and service office	100.00	100.00	100.00	Remark 1
	Emtops Electronics Corp.	Investment	100.00	100.00	100.00	Remark 1
	Phisontech Electronics (Malaysia) Sdn. Bhd.	Design, production and sale of flash memory controllers and peripheral system applications	100.00	100.00	100.00	Remark 1
	Global Flash Limited	Investment and trade	100.00	100.00	100.00	Remark 1
	Power Flash (Samoa) Limited	Investment and trade	100.00	100.00	100.00	Remark 1
	Everspeed Technology Limited	Trade of electronic components	100.00	100.00	100.00	Remark 1
Global Flash Limited	Regis Investment (Samoa) Limited	Investment	100.00	100.00	100.00	Remark 1
	Phisontech (Shenzhen) Limited	Design, R&D, import and export of storage devices and electronics	100.00	100.00	100.00	Remark 1
Core Storage Electronic (Samoa) Limited	Core Storage Electronic (Samoa) Limited	Investment and trade	100.00	100.00	100.00	Remark 1
	Hefei Core Storage Electronic Limited	Design, R&D, production and sale of integrated circuits, systems and electronics hardware and software and rendering of related services.	96.91	100.00	100.00	Remarks 1 and Note 24
Hefei Core Storage Electronic Limited	Hefei Yichao Electronics Technology Ltd.	Design, R&D and sale of electronic products and technical support service and rendering of related services.	100.00	100.00	-	Remarks 1 and 2
Phisontech Electronics (Malaysia) Sdn. Bhd.	Phisontech Electronics Taiwan Corp.	Design of ASIC and R&D, manufacture, and sale of ASIC for IP and technical support service	100.00	100.00	100.00	Remark 1
Lian Xu Dong Investment Corporation	Ostek Corporation	Manufacture and trade of electronic components	100.00	100.00	100.00	Remark 1
Power Flash (Samoa) Limited	Power Flash (HK) Limited	Sale of electronic products	100.00	100.00	100.00	Remark 1
Everspeed Technology Limited	Memoryexchange Corporation	Design and sale of flash memory related products	100.00	100.00	100.00	Remark 1
	Cloud Solution Global Limited	Trade of electronic components	100.00	100.00	100.00	Remark 1
	Fast Choice Global Limited	Trade of electronic components	100.00	100.00	100.00	Remark 1
Regis Investment (Samoa) Limited	RealYou Investment Limited	Investment	100.00	100.00	100.00	Remark 1
RealYou Investment Limited	Hefei Ruhan Electronic Technology Limited	Design, R&D and sale of electronic products and technical support service and rendering of related services.	100.00	100.00	-	Remarks 1 and 3

Remark 1: The financial statements of the non-significant subsidiaries have not been reviewed.

Remark 2: In 2018, the Corporation invested Hefei Yichao Electronics Technology Ltd through sub-company for the operational needs.

Remark 3: In 2018, the Corporation invested Hefei Ruhan Electronics Technology Limited through sub-company for the operational needs.

- b. Subsidiaries excluded from the consolidated financial statements: None.
- c. During the preparation of the consolidated financial statements, the substantial transactions between the group entities were fully eliminated.

13. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Investments in Associates	June 30, 2019	December 31, 2018	June 30, 2018
<u>Unlisted shares</u>			
Kingston Solutions Inc.	\$ 952,319	\$ 1,257,971	\$ 1,728,521
Epostar Electronics (BVI) Corporation	5,235	17,596	38,892
Microtops Design Corporation (“Microtops”)	23,137	22,696	22,172
PMS Technology Corporation	18,103	17,929	18,777
Hefei Xinpeng Technology Co., Ltd.	267,645	177,857	-
HOSIN Global Electronics Co., Ltd. (SZ)	<u>194,620</u>	<u>-</u>	<u>-</u>
	<u>\$ 1,461,059</u>	<u>\$ 1,494,049</u>	<u>\$ 1,808,362</u>

Refer to Table 5 “Information on Investees” for the nature of activities, principal place of business and country of incorporation of the associates.

Flexmedia Electronics Corporation approved the liquidation in the shareholders’ meeting held on February 25, 2016, and completed liquidation procedures on August 29, 2018.

The calculation of the investments accounted for using the equity method and the Group’s share of profit or loss and other comprehensive income of those investments for the six months ended June 30, 2019 and 2018 were based on financial statements that have not been reviewed.

14. PROPERTY, PLANT AND EQUIPMENT

	June 30, 2019	December 31, 2018	June 30, 2018
Assets used by the Group			
Land	\$ 813,738	\$ 813,738	\$ 813,738
Land improvements	3,632	4,377	6,007
Buildings	1,756,680	1,755,552	1,724,937
Testing equipment	357,078	371,082	289,976
Office equipment	19,607	22,356	17,149
Other equipment	<u>41,343</u>	<u>23,126</u>	<u>22,956</u>
	<u>\$ 2,992,078</u>	<u>\$ 2,990,231</u>	<u>\$ 2,874,763</u>

Except for the depreciation recognized and transfer from prepayments to equipment, the Group had no significant additions, disposals, and impairment of property, plant and equipment for the six months ended June 30, 2019 and 2018.

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

Land improvements	7 years
Buildings	20-50 years
Buildings - electrical engineering	20 years
Testing equipment	3-5 years
Office equipment	3 years
Other equipment	3-5 years

15. LEASE ARRANGEMENTS

a. Right-of-use assets - 2019

	June 30, 2019	
<u>Carrying amounts</u>		
		\$ 36,354
Buildings		<u>1,095</u>
Transportation equipment		<u>\$ 37,449</u>
	For the Three Months Ended June 30, 2019	For the Six Months Ended June 30, 2018
Depreciation charge for right-of-use assets		
Buildings	\$ 2,768	\$ 4,752
Transportation equipment	<u>157</u>	<u>314</u>
	<u>\$ 2,925</u>	<u>\$ 5,066</u>

Except for the depreciation recognized on right-of-use assets, the Group had no significant additions, disposals, and impairment of right-of-use assets for the six months ended June 30, 2019.

b. Lease liabilities - 2019

	June 30, 2019
<u>Carrying amounts</u>	
Current	<u>\$ 11,359</u>
Non-current	<u>\$ 26,109</u>

Range of discount rate for lease liabilities was as follows:

	June 30, 2019
Buildings	2.6%-2.85%
Transportation equipment	2.6%

c. Material lease-in activities and terms

The Group leases buildings for the use of plants and offices with lease terms from 2017 to 2024. The lease contract for buildings specifies that lease payments will be adjusted from the third year on the basis of changes in the consumer price index. The Group has no options to purchase the equipment for a nominal amount at the end of the lease terms.

d. Other lease information

2019

	For the Three Months Ended June 30, 2019	For the Six Months Ended June 30, 2018
Expenses relating to short-term leases	\$ <u>3,690</u>	\$ <u>7,206</u>
Expenses relating to low-value asset leases	\$ <u>19</u>	\$ <u>39</u>
Total cash outflow for leases	\$ <u>(6,503)</u>	\$ <u>(12,088)</u>

The Group leases certain office equipment and transportation equipment which qualify as short-term leases and certain office equipment and dormitory which qualify as low-value asset 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.

2018

The Group as lessee

The Group's lease contracts for a factory and an office expire on December 31, 2022.

The future minimum lease payments of operating lease commitments were as follows:

	December 31, 2018	June 30, 2018
Not later than 1 year	\$ 20,260	\$ 18,915
Later than 1 year and not later than 5 years	<u>23,023</u>	<u>29,116</u>
	<u>\$ 43,283</u>	<u>\$ 48,031</u>

16. INTANGIBLE ASSETS

	June 30, 2019	December 31, 2018	June 30, 2018
Computer software	\$ 111,079	\$ 113,485	\$ 124,902
Technology license fees	<u>37,255</u>	<u>39,065</u>	<u>41,972</u>
	<u>\$ 148,334</u>	<u>\$ 152,550</u>	<u>\$ 166,874</u>

Except for the above amortization recognized, the Group had no significant additions, disposals, and impairment of intangible assets for the six months ended June 30, 2019 and 2018.

The above items of intangible assets are amortized on a straight-line basis over the following estimated useful lives of the assets:

Computer software	1-5 years
Technology license fees	1-8 years

17. OTHER PAYABLES

	June 30, 2019	December 31, 2018	June 30, 2018
<u>Other payables</u>			
Salaries and bonuses payable	\$ 2,025,931	\$ 2,452,835	\$ 2,429,326
Dividends payable	2,561,962	-	3,350,258
Others	<u>1,219,425</u>	<u>1,264,063</u>	<u>1,195,730</u>
	<u>\$ 5,807,318</u>	<u>\$ 3,716,898</u>	<u>\$ 6,975,314</u>

18. OTHER CURRENT LIABILITIES

	June 30, 2019	December 31, 2018	June 30, 2018
Other payables			
Refund liabilities	\$ 150,000	\$ 185,919	\$ 162,437
Payables for purchases of equipment	20,351	30,832	19,883
Receipts under custody	25,036	23,927	20,713
Others	<u>71,718</u>	<u>98,384</u>	<u>66,540</u>
	<u>\$ 267,105</u>	<u>\$ 339,062</u>	<u>\$ 269,573</u>

19. RETIREMENT BENEFIT PLANS

Employee benefits expenses for the three months and six months ended June 30, 2019 and 2018 in respect of the Group's defined benefit retirement plans were \$676 thousand, \$1,535 thousand, \$1,352 thousand and \$3,071 thousand, respectively, and were calculated using the actuarially determined pension cost discount rate at the end of the prior financial years ended December 31, 2018 and 2017.

20. EQUITY

a. Share capital

Common shares

	June 30, 2019	December 31, 2018	June 30, 2018
Number of shares authorized (in thousands)	<u>230,000</u>	<u>230,000</u>	<u>230,000</u>
Shares authorized	<u>\$ 2,300,000</u>	<u>\$ 2,300,000</u>	<u>\$ 2,300,000</u>
Number of shares issued and fully paid (in thousands)	<u>197,074</u>	<u>197,074</u>	<u>197,074</u>
Shares issued	<u>\$ 1,970,740</u>	<u>\$ 1,970,740</u>	<u>\$ 1,970,740</u>

On November 13, 2017, an employee share option plan was approved by the Corporation's board of directors, which was declared effective on December 5, 2017 after the Financial Supervisory Commission (FSC) approved this plan as shown in the FSC's issued document No. 1060047052. In accordance with Article 56, Section 2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers and the regulations of the issuance of employee share options in 2017, shares can be issued as a whole or in parts depending on the Corporation's actual needs within the year starting from the date the issuer received the notification of approval from the authorities. Due to high issuance costs should the employee share options be issued within the issuance period, the employee share options were not issued and are not to be issued after December 4, 2018 in accordance with the regulations.

On November 13, 2018, an employee share option plan was approved by the Corporation's board of directors which was declared effective on November 28, 2018, after the Financial Supervisory Commission (FSC) approved this plan as shown in the FSC's issued document No. 1070344165. In accordance with Article 55, Section 2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers and the regulations of the issuance of employee share options in 2018, shares can be issued as a whole or in parts depending on the actual needs of the Corporation within the year starting from the date the issuer received the notification of approval from the authorities.

Fully paid issued common shares, which have a par value of NT\$10, carry one vote per share and carry a right to dividends.

Of the Corporation's authorized capital shares, 16,000 thousand shares were reserved for the issuance of employee share options.

b. Capital surplus

	June 30, 2019	December 31, 2018	June 30, 2018
May be used to offset a deficit, distributed as cash dividends, or transferred to share capital (1)			
Issuance of common shares	\$ 6,237,434	\$ 6,237,434	\$ 6,237,434
The difference between the consideration received or paid and the carrying amount of the subsidiaries' net assets during actual disposal or acquisition	148,758	148,758	148,758
<u>May only be used to offset a deficit</u>			
Expired share options	227	227	227
Changes in percentage of ownership interests in subsidiaries (2)	1,621	-	-
Share of changes in capital surplus of associates or joint ventures	<u>307,511</u>	<u>288,231</u>	<u>288,412</u>
	<u>\$ 6,695,551</u>	<u>\$ 6,674,650</u>	<u>\$ 6,674,831</u>

- 1) Such capital surplus may be used to offset a deficit; in addition, when the Corporation has no deficit, such capital surplus may be distributed as cash dividends or transferred to share capital (limited to a certain percentage of the Corporation's capital surplus and once a year).
 - 2) Such capital surplus arises from the effects of changes in ownership interests in subsidiaries resulting from equity transactions other than actual disposals or acquisitions or from changes in capital surplus of subsidiaries accounted for using the equity method.
- c. Retained earnings and dividend policy

Under the dividends policy as set forth in the amended Articles, where the Corporation made profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside as legal reserve 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 Corporation'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 bonus to shareholders. For the policies on distribution of employees' compensation and remuneration to directors and supervisors before and after amendment, refer to Note 22 (f) "employees' compensation and remuneration of directors and supervisors".

The Corporation's dividend distribution policy takes into consideration the current and future investment environment, capital requirements, domestic and international competition, capital budget plans, shareholders' interests, the balance between retained earnings and dividends, and the Corporation's long-term financial plans. In accordance with the laws and regulations, the board of directors propose a distribution plan on an annual basis, which should be resolved in the shareholder's meeting. Profit may be distributed as cash or share dividends; however, cash dividends should be at least 10% of the total dividends distributed.

The Corporation appropriates or reverses a special reserve in accordance with Rule No. 1010012865 issued by the Financial Supervisory Commission. Distributions can be made out of any subsequent reversal of the debit to other equity items.

A legal reserve may be used to offset deficits. If the Corporation has no deficit and the legal reserve has exceeded 25% of the Corporation's paid-in capital, the excess may be transferred to capital or distributed in cash.

The appropriations of earnings for 2018 and 2017 were approved in the shareholders' meeting on June 12, 2019 and June 8, 2018, respectively, and were as follows:

	Appropriation of Earnings		Dividends Per Share (NT\$)	
	For Year 2018	For Year 2017	For Year 2018	For Year 2017
Legal reserve	\$ 431,812	\$ 576,097		
Special reserve (reversal)	380,927	(25,965)		
Cash dividends	2,561,962	3,350,258	\$13	\$17

21. INCOME TAXES

a. Income tax recognized in profit or loss:

The major components of tax expense (benefit) were as follows:

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Current tax				
In respect of the current period	\$ 140,574	\$ 171,065	\$ 290,304	\$ 290,311
Adjustments for prior periods	-	125	-	125
Income tax expense of unappropriated earnings	<u>38,463</u>	<u>185,370</u>	<u>38,463</u>	<u>185,370</u>
	<u>179,037</u>	<u>356,560</u>	<u>328,767</u>	<u>475,806</u>
Deferred tax				
In respect of the current period	15,485	61,215	24,850	82,342
Effect of change in tax rate	<u>-</u>	<u>-</u>	<u>-</u>	<u>(49,937)</u>
Income tax expense recognized in profit or loss	<u>\$ 194,522</u>	<u>\$ 417,775</u>	<u>\$ 353,617</u>	<u>\$ 508,211</u>

The Income Tax Act in the ROC was amended in 2018 and the corporate income tax rate was adjusted from 17% to 20% effective in 2018. The effect of the change in tax rate on deferred tax income to be recognized in profit or loss is recognized in full in the period in which the change in tax rate occurs. In addition, the rate of the corporate surtax applicable to 2018 unappropriated earnings had been reduced from 10% to 5%.

In July 2019, the President of the ROC approved the announcement of the amendments to the Statute of Industrial Innovation, which stipulated that the amounts of unappropriated earnings in 2018 and thereafter that are reinvested in certain assets or technologies above a specific amount are allowed as deduction when computing the income tax on unappropriated earnings. However, the related implementation rules are yet to be issued by the Ministry of Finance; thus, the Corporation could not estimate the effect on current income tax.

b. Income tax benefit (expense) recognized in other comprehensive income

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
<u>Deferred income tax</u>				
Effect of change in tax rate	\$ -	\$ -	\$ -	\$ 3,857
Recognized in other comprehensive income				
Translation of foreign operations	<u>2,269</u>	<u>(457)</u>	<u>(1,912)</u>	<u>(2,313)</u>
Total income tax recognized in other comprehensive income	<u>\$ 2,269</u>	<u>\$ (457)</u>	<u>\$ (1,912)</u>	<u>\$ 1,544</u>

c. Income tax assessments

<u>Associate</u>	<u>For the Year Ended</u>
Phison Electronics Corp.	2016
Lian Xu Dong Investment Corporation	2017
Emtops Electronics Corp.	2017
Ostek Corporation	2017
Phisontech Electronics Taiwan Corp.	2017
Memoryexchange Corporation	2017

22. NET PROFIT (LOSS) FROM CONTINUING OPERATIONS

The following items were included in the net profit:

a. Other gains and losses

	<u>For the Three Months Ended</u> <u>June 30</u>		<u>For the Six Months Ended</u> <u>June 30</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Fair value changes of financial assets and financial liabilities				
Financial assets mandatorily classified as FVTPL	\$ (50,163)	\$ 32,377	\$ 39,292	\$ 59,940
Net foreign exchange gains	43,365	227,942	68,809	106,646
Others	<u>551</u>	<u>5</u>	<u>1,384</u>	<u>385</u>
	<u>\$ (6,247)</u>	<u>\$ 260,324</u>	<u>\$ 109,485</u>	<u>\$ 166,971</u>

b. Other income

	<u>For the Three Months Ended</u> <u>June 30</u>		<u>For the Six Months Ended</u> <u>June 30</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Interest income				
Bank deposits	\$ 16,715	\$ 14,125	\$ 30,678	\$ 24,652
Others	<u>14</u>	<u>-</u>	<u>26</u>	<u>-</u>
	16,729	14,125	30,704	24,652
Rental income	348	348	696	880
Dividend income	5,400	3,408	12,203	3,408
Others	<u>42,820</u>	<u>14,330</u>	<u>59,457</u>	<u>38,755</u>
	<u>\$ 65,297</u>	<u>\$ 32,211</u>	<u>\$ 103,060</u>	<u>\$ 67,695</u>

c. Finance costs

	<u>For the Three Months Ended</u> <u>June 30</u>		<u>For the Six Months Ended</u> <u>June 30</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Interest on bank loans	\$ 676	\$ 1,584	\$ 764	\$ 3,493
Interest on lease liabilities	<u>265</u>	<u>-</u>	<u>434</u>	<u>-</u>
	<u>\$ 941</u>	<u>\$ 1,584</u>	<u>\$ 1,198</u>	<u>\$ 3,493</u>

d. Depreciation and amortization

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Property, plant and equipment	\$ 65,099	\$ 53,282	\$ 129,130	\$ 102,198
Right-of-use assets	2,925	-	5,066	-
Intangible assets	<u>32,096</u>	<u>52,718</u>	<u>83,037</u>	<u>102,060</u>
	<u>\$ 100,120</u>	<u>\$ 106,000</u>	<u>\$ 217,233</u>	<u>\$ 204,258</u>
An analysis of depreciation by function				
Operating costs	\$ 13,098	\$ 11,589	\$ 24,831	\$ 23,173
Operating expenses	<u>54,926</u>	<u>41,693</u>	<u>109,365</u>	<u>79,025</u>
	<u>\$ 68,024</u>	<u>\$ 53,282</u>	<u>\$ 134,196</u>	<u>\$ 102,198</u>
An analysis of amortization by function				
General and administrative expenses	\$ 1,886	\$ 1,960	\$ 3,877	\$ 3,781
Research and development expenses	<u>30,210</u>	<u>50,758</u>	<u>79,160</u>	<u>98,279</u>
	<u>\$ 32,096</u>	<u>\$ 52,718</u>	<u>\$ 83,037</u>	<u>\$ 102,060</u>

e. Employee benefits expense

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Short-term employee benefits	\$ 733,403	\$ 744,519	\$ 1,505,955	\$ 1,287,138
Post-employment benefits				
Defined contribution plan	23,269	19,275	45,621	38,248
Defined benefit plan	<u>676</u>	<u>1,535</u>	<u>1,352</u>	<u>3,071</u>
	<u>23,945</u>	<u>20,810</u>	<u>46,973</u>	<u>41,319</u>
Other employee benefits				
Employee welfare	13,014	14,525	25,693	26,863
Food stipend	<u>11,751</u>	<u>10,009</u>	<u>23,062</u>	<u>19,848</u>
	<u>24,765</u>	<u>24,534</u>	<u>48,755</u>	<u>46,711</u>
	<u>\$ 782,113</u>	<u>\$ 789,863</u>	<u>\$ 1,601,683</u>	<u>\$ 1,375,168</u>
Employee benefits				
Recognized in operating costs	\$ 55,790	\$ 50,862	\$ 111,871	\$ 102,748
Recognized in operating expenses	<u>726,323</u>	<u>739,001</u>	<u>1,489,812</u>	<u>1,272,420</u>
	<u>\$ 782,113</u>	<u>\$ 789,863</u>	<u>\$ 1,601,683</u>	<u>\$ 1,375,168</u>

f. Employees' compensation and remuneration of directors and supervisors

The Corporation accrued employees' compensation and remuneration of directors and supervisors at the rates of 8%-19% and no higher than 1.5%, respectively, of net profit before income tax, employees' compensation, and remuneration of directors and supervisors. For the three months and six months ended June 30, 2019 and 2018, the employees' compensation and remuneration of directors and supervisors were as follows:

	For the Three Months Ended		For the Six Months Ended	
	June 30		June 30	
	2019	2018	2019	2018
Employees' compensation	\$ <u>108,215</u>	\$ <u>167,782</u>	\$ <u>227,554</u>	\$ <u>268,814</u>
Remuneration of directors and supervisors	\$ <u>10,821</u>	\$ <u>16,778</u>	\$ <u>22,755</u>	\$ <u>26,881</u>

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

The employees' compensation and remuneration of directors and supervisors for the years ended December 31, 2018 and 2017, that were approved by the Corporation's board of directors on March 21, 2019 and March 16, 2018, respectively, are as shown below:

	For the Years Ended December 31			
	2018		2017	
	Cash Dividends	Stock Dividends	Cash Dividends	Stock Dividends
Employees' compensation	\$ 550,000	\$ -	\$ 670,000	\$ -
Remuneration of directors and supervisors	40,000	-	60,000	-

There is no difference between the actual amounts of employees' compensation and remuneration of directors and supervisors paid and the amounts recognized in the consolidated financial statements for the years ended December 31, 2018 and 2017.

Information on the employees' compensation and remuneration of directors and supervisors resolved by the Corporation's board of directors in 2019 and 2018 is available on the Market Observation Post System website of the Taiwan Stock Exchange.

g. Gains or losses on foreign currency exchange

	For the Three Months Ended		For the Six Months Ended	
	June 30		June 30	
	2019	2018	2019	2018
Foreign exchange gains	\$ 91,196	\$ 314,189	\$ 141,289	\$ 412,522
Foreign exchange losses	<u>(47,831)</u>	<u>(86,247)</u>	<u>(72,480)</u>	<u>(305,876)</u>
Net gain	\$ <u>43,365</u>	\$ <u>227,942</u>	\$ <u>68,809</u>	\$ <u>106,646</u>

23. EARNINGS PER SHARE

Unit: NT\$ Per Share

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Basic earnings per share	<u>\$ 3.96</u>	<u>\$ 6.27</u>	<u>\$ 8.43</u>	<u>\$ 10.75</u>
Diluted earnings per share	<u>\$ 3.94</u>	<u>\$ 6.23</u>	<u>\$ 8.36</u>	<u>\$ 10.63</u>

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

Net Profit

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Earnings used in the computation of basic earnings per share				
Profit for the period attributable to owners of the Corporation	<u>\$ 779,270</u>	<u>\$ 1,236,195</u>	<u>\$ 1,661,093</u>	<u>\$ 2,118,499</u>
Earnings used in the computation of diluted earnings per share				
Profit for the period attributable to owners of the Corporation	<u>\$ 779,270</u>	<u>\$ 1,236,195</u>	<u>\$ 1,661,093</u>	<u>\$ 2,118,499</u>

Shares

(In Thousands of Shares)

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Weighted-average number of common shares used in the computation of basic earnings per share	197,074	197,074	197,074	197,074
Effect of potentially dilutive common shares:				
Employees' compensation	<u>382</u>	<u>1,200</u>	<u>1,728</u>	<u>2,172</u>
Weighted-average number of common shares used in the computation of dilutive earnings per share	<u>197,456</u>	<u>198,274</u>	<u>198,802</u>	<u>199,246</u>

If the Group offered to settle compensation or bonuses paid to employees in cash or shares, the Group assumed the entire amount of the compensation or bonuses will be settled in shares, and the resulting potential shares were 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.

24. EQUITY TRANSACTIONS WITH NON-CONTROLLING INTERESTS

In March 2019, the Group subscribed for additional new shares of Hefei Core Storage Electronic Limited at a percentage different from its existing ownership percentage, resulting in a reduction in its ownership percentage from 100% to 96.91%.

The above transactions were accounted for as equity transactions, since the Group did not cease to have control over these subsidiaries.

	March 2019
Cash consideration received	\$ 27,250
The proportionate share of the carrying amount of the net assets of the subsidiary transferred to non-controlling interests	<u>(25,629)</u>
Differences recognized from equity transactions	<u>\$ 1,621</u>
	March 2019
<u>Line items adjusted for equity transactions</u>	
Capital surplus - changes in percentage of ownership interests in subsidiaries	<u>\$ 1,621</u>

25. CAPITAL MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance.

The capital structure of the Group consists of net debts (borrowings offset by cash and cash equivalents) and equity (comprising share capital, capital surplus, retained earnings and other equities).

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

Key management personnel of the Group review the capital structure on an annual 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 amount of new debt issued or existing debt redeemed.

26. FINANCIAL INSTRUMENTS

a. Fair value of financial instruments that are not measured at fair value

The Group's management considers the carrying amounts recognized in the consolidated financial statements for financial assets and financial liabilities not carried at fair value to approximate their fair values or their fair values cannot be reliably measured.

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

1) Fair value hierarchy

June 30, 2019

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Domestic listed shares	\$ 414,450	\$ -	\$ -	\$ 414,450
Domestic unlisted shares	-	-	293,751	293,751
Overseas unlisted shares	-	-	98,429	98,429
Domestic private equity funds	-	-	47,376	47,376
Beneficiary certificates - open-end funds	2,623,480	-	-	2,623,480
Convertible bonds	-	-	182,246	182,246
	<u>\$ 3,037,930</u>	<u>\$ -</u>	<u>\$ 621,802</u>	<u>\$ 3,659,732</u>
Financial assets at FVTOCI				
Investments in equity instruments				
Domestic unlisted shares	\$ -	\$ -	\$ 185,079	\$ 185,079
Overseas unlisted shares	-	-	385,680	385,680
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 570,759</u>	<u>\$ 570,759</u>

December 31, 2018

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Domestic listed shares	\$ 372,994	\$ -	\$ -	\$ 372,994
Domestic unlisted shares	-	-	281,900	281,900
Overseas unlisted shares	-	-	98,523	98,523
Domestic private equity funds	-	-	47,366	47,366
Beneficiary certificates - open-end funds	2,619,258	-	-	2,619,258
Convertible bonds	-	-	85,288	85,288
	<u>\$ 2,992,252</u>	<u>\$ -</u>	<u>\$ 513,077</u>	<u>\$ 3,505,329</u>
Financial assets at FVTOCI				
Investments in equity instruments				
Domestic unlisted shares	\$ -	\$ -	\$ 132,871	\$ 132,871
Overseas unlisted shares	-	-	317,526	317,526
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 450,397</u>	<u>\$ 450,397</u>

June 30, 2018

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Domestic listed shares	\$ 471,778	\$ -	\$ -	\$ 471,778
Domestic unlisted shares	-	-	265,766	265,766
Overseas unlisted shares	-	-	86,691	86,691
Domestic private equity funds	-	-	47,526	47,526
Beneficiary certificates - open-end funds	3,123,641	-	-	3,123,641
Convertible bonds	-	-	52,806	52,806
	<u>\$ 3,595,419</u>	<u>\$ -</u>	<u>\$ 452,789</u>	<u>\$ 4,048,208</u>
Financial assets at FVTOCI				
Investments in equity instruments				
Domestic unlisted shares	\$ -	\$ -	\$ 239,927	\$ 239,927
Overseas unlisted shares	-	-	299,542	299,542
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 539,469</u>	<u>\$ 539,469</u>

There were no transfers between Levels 1 and 2 for the six months ended June 30, 2019 and 2018.

2) Reconciliation of Level 3 fair value measurements of financial instruments

For the six months ended June 30, 2019

Financial Assets	Financial Assets at FVTPL			Financial Assets at FVTOCI	Total
	Derivatives - Private Equity Funds	Derivatives - Convertible Bonds	Equity Instruments	Equity Instruments	
Balance at January 1, 2019	\$ 47,366	\$ 85,288	\$ 380,423	\$ 450,397	\$ 963,474
Recognized in profit or loss					
Other gains and losses	10	4,579	(13,966)	-	(9,377)
Recognized in other comprehensive income					
Unrealized gain on financial assets at FVTOCI	-	-	-	86,522	86,522
Purchases	-	92,379	25,723	33,160	151,262
Effects of foreign currency exchange differences	-	-	-	680	680
Balance at June 30, 2019	<u>\$ 47,376</u>	<u>\$ 182,246</u>	<u>\$ 392,180</u>	<u>\$ 570,759</u>	<u>\$ 1,192,561</u>

For the six months ended June 30, 2018

Financial Assets	Financial Assets at FVTPL			Financial Assets at FVTOCI	Total
	Derivatives - Private Equity Funds	Derivatives - Convertible Bonds	Equity Instruments	Equity Instruments	
Balance at January 1, 2018	\$ 47,032	\$ 53,722	\$ 737,419	\$ 511,227	\$ 1,349,400
Recognized in profit or loss					
Other gains (losses)	494	(916)	104,795	-	104,373
Recognized in other comprehensive income					
Unrealized loss on financial assets at FVTOCI	-	-	-	(74,432)	(74,432)
Purchases	-	-	8,756	102,674	111,430
Capital reduction and refund of shares	-	-	(63,750)	-	(63,750)
Transfers out of Level 3	-	-	(434,763)	-	(434,763)
Balance at June 30, 2018	<u>\$ 47,526</u>	<u>\$ 52,806</u>	<u>\$ 352,457</u>	<u>\$ 539,469</u>	<u>\$ 992,258</u>

3) Valuation techniques and inputs applied for the purpose of Level 3 fair value measurement

- a) The fair values of convertible bonds are determined using the Binary Tree Evaluation Model and option pricing models where the significant unobservable input is historical volatility. As of June 30, 2019, December 31, 2018 and June 30, 2018, the historical volatilities used were 61.19%, 58.61% and 46.24%, respectively.
- b) The fair values of unlisted equity securities - domestic and foreign were determined using the market approach. In accordance with the trading prices of analogous subjects, taking the difference of the unlisted equity securities and analogous subjects into consideration, the value of the unlisted equity securities are estimated using the appropriate multiplier. The significant unobservable inputs used are listed in the table below. A decrease of the discount for the lack of marketability used in isolation would result in an increase in fair value.

	June 30	
	2019	2018
Discount for lack of marketability	15%	15%

- c) The fair values of unlisted equity securities - foreign were determined using the income approach. In this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The significant unobservable inputs used are listed in the table below. Decreases in the discount for non-controlling interests, the discount for lack of marketability and the weighted-average cost of capital (WACC) would result in increases in fair value. A decrease in sustainable revenue growth rates would result in a decrease in fair value.

	June 30	
	2019	2018
Discount for non-controlling interest	15.0%	15.0%
Discount for lack of marketability	15.0%	15.0%
Sustainable revenue growth rates	2.1%	2.6%
WACC	14.2%	14.9%

- d) The fair values of unlisted equity securities - domestic and foreign and private equity funds were determined using the asset-based approach. In order to reflect the overall value of the Corporation or business, the total market value of the individual assets and individual liabilities of the evaluation target are evaluated. The significant unobservable inputs used are listed in the table below. Decreases in the discount for non-controlling interests and the discount for a lack of marketability would result in increases in fair value.

	June 30	
	2019	2018
Discount for non-controlling interests	10%	10%
Discount for lack of marketability	10%	10%

c. Categories of financial instruments

	June 30, 2019	December 31, 2018	June 30, 2018
<u>Financial assets</u>			
Financial assets at FVTPL			
Mandatorily classified as FVTPL	\$ 3,659,732	\$ 3,505,329	\$ 4,048,208
Financial assets at amortized cost (Note 1)	17,069,142	19,760,633	19,746,123
Financial assets at FVTOCI			
Equity instruments	570,759	450,397	539,469
<u>Financial liabilities</u>			
Financial liabilities at amortized cost (Note 2)	10,582,258	8,522,445	11,094,239

Note 1: The balances include financial assets measured at amortized cost, which comprise cash and cash equivalents, financial assets at amortized cost, notes receivable, accounts receivable and other receivables.

Note 2: The balances include financial liabilities measured at amortized cost, which comprise notes payable, trade payables, and other payables.

d. Financial risk management objectives and policies

The Group's major financial instruments include equity investments, trade receivables, trade payables, borrowings and lease liabilities. The Group's financial management department provides services to the business unit and coordinates access to domestic and international financial markets. The risks include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

1) Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency rates and interest rates.

a) Foreign currency risk

The Group had foreign currency sales and purchases, which exposed the Group to foreign currency risk. To avoid the decrease in foreign currency assets and adverse fluctuations of future cash flows resulting from changes in foreign currency exchange rates, the Group used foreign currency borrowings to hedge risks of foreign currency exchange rates. The gain or loss caused by changes in foreign currency exchange rates will be offset by profit or loss from the hedge. As a result, the market risk is immaterial.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities (including those eliminated on consolidation) and of the derivatives exposed to foreign currency risk at the end of the reporting period are referred in Note 30.

Sensitivity analysis

The Group was mainly exposed to the US dollar.

The following table details the Group's sensitivity to a 6% increase and decrease in the New Taiwan dollar (the functional currency) against the relevant foreign currencies. The sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates is 6%. The sensitivity analysis included only outstanding foreign currency denominated monetary items and adjusts its translation at the end of the reporting period for a 6% change in foreign currency rates. A positive number below indicates a decrease in pre-tax profit and other equity associated with the New Taiwan dollar strengthens 6% against the relevant currency. For a 6% weakening of the New Taiwan dollar against the relevant currency, there would be an equal and opposite impact on pre-tax profit and other equity and the balances below would be negative.

	Impact of USD	
	For the Six Months Ended	
	June 30	
	2019	2018
Profit or loss	\$ 246,226	\$ 279,572

b) Interest rate risk

The Group was exposed to interest rate risk because entities in the Group borrowed funds at floating interest rates.

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

	June 30, 2019	December 31, 2018	June 30, 2018
Fair value interest rate risk			
Financial assets	\$ 4,516,585	\$ 4,943,621	\$ 5,304,005
Financial liabilities	37,468	-	-
Cash flow interest rate risk			
Financial assets	7,281,696	9,299,883	8,171,832

Sensitivity analysis

If interest rates had been 1 basis point higher and all other variables were held constant, the Group's pre-tax profit for the six months ended June 30, 2019 and 2018 would increase by \$364 thousand and \$409 thousand, respectively.

c) Other price risk

The Group was exposed to equity price risks through its investments in international and domestic listed stock, convertible bonds, private equity funds and beneficial certificates.

Sensitivity analysis

The sensitivity analysis below was determined based on the Group's exposure to equity price risks at the end of the reporting period.

If equity prices had been 1% higher/lower, pre-tax profit for the six months ended June 30, 2019 and 2018 would have increased/decreased by \$36,597 thousand and \$40,482 thousand, respectively, as a result of the changes in fair value of financial assets at FVTPL, and the pre-tax other comprehensive income for the six months ended June 30, 2019 and 2018 would have increased/decreased by \$5,708 thousand and \$5,395 thousand, respectively, as a result of the changes in fair value of financial assets at FVTOCI.

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. As at the end of the reporting period, the Group's maximum exposure to credit risk, which would cause a financial loss to the Group due to a failure of counterparties to discharge an obligation and financial guarantees provided by the Group, comes from the carrying amounts of the respective recognized financial assets as stated in the consolidated balance sheets.

The targets of the aforementioned evaluation are financial assets that could potentially be influenced by the Group's counterparties defaulting on their contractual obligations and contracts with positive fair values as of the balance sheet date. The customers of the Group are financial institutions or manufacturers with good credit ratings; and thus, there is no expected material credit risk.

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. As of June 30, 2019, December 31, 2018 and June 30, 2018, the Group had available unutilized short-term bank loan facilities of \$7,259,800 thousand, \$7,922,200 thousand and \$7,325,300 thousand, respectively.

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

The following tables detail the Group's remaining contractual maturities for its non-derivative financial liabilities with agreed upon repayment periods. The tables have 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.

	June 30, 2019				
	On Demand or Less Than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	More Than 5 Years
<u>Non-derivative financial liabilities</u>					
Non-interest bearing liabilities	\$ 6,858,448	\$ 2,428,644	\$ 1,922,170	\$ -	\$ -
Lease liabilities	<u>935</u>	<u>1,876</u>	<u>8,548</u>	<u>26,109</u>	<u>-</u>
	<u>\$ 6,859,383</u>	<u>\$ 2,430,520</u>	<u>\$ 1,930,718</u>	<u>\$ 26,109</u>	<u>\$ -</u>

Additional information about the maturity analysis for lease liabilities:

	Less than 1 Year	1-5 Years	5-10 Years	10-15 Years	15-20 Years	20+ Years
Lease liabilities	<u>\$ 11,359</u>	<u>\$ 26,109</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

	December 31, 2018				
	On Demand or Less Than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	More Than 5 Years
<u>Non-derivative financial liabilities</u>					
Non-interest bearing liabilities	<u>\$ 3,848,521</u>	<u>\$ 2,902,468</u>	<u>\$ 2,295,310</u>	<u>\$ -</u>	<u>\$ -</u>

	June 30, 2018				
	On Demand or Less Than 1 Month	1-3 Months	3 Months to 1 Year	1-5 Years	More Than 5 Years
<u>Non-derivative financial liabilities</u>					
Non-interest bearing liabilities	<u>\$ 6,417,455</u>	<u>\$ 3,428,807</u>	<u>\$ 2,151,876</u>	<u>\$ -</u>	<u>\$ -</u>

e. Information on transfers of financial assets

Refer to Note 10 for more information relating to the Group's factored trade receivables.

27. RELATED PARTY TRANSACTIONS

Balances and transactions between the Corporation and its subsidiaries 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 below.

a. Related parties and their relationships

<u>Related Party</u>	<u>Relationship</u>
Toshiba International Procurement Hong Kong, Ltd.	Other related parties
Toshiba Memory America, Inc.	Other related parties
Toshiba Singapore Pte. Ltd.	Other related parties
Toshiba Client Solutions ANZ Pty Limited	Other related parties
Toshiba Memory Corporation	Other related parties
Toshiba Memory Singapore Pte. Ltd.	Other related parties
Toshiba Memory Taiwan Corporation	Other related parties
Toshiba Electronic Components Taiwan Corporation	Other related parties
Orient Semiconductor Electronics Ltd.	Other related parties
Dawning Leading Technology Inc.	Other related parties (Note)
Apacer Technology Inc.	Other related parties
Kingston Solutions Inc.	Associates
PMS Technology Corporation	Associates
Microtops Design Corporation	Associates
Epostar Electronics Corporation	Associates
Shenzhen EpoStar Electronics Limited CO.	Associates
HOSIN Global Electronics Co., Ltd. (SZ)	Associates
Hefei DATANG Storage Technology Co., Ltd.	Associates
Wang Chih Ling	Board of subsidiary Hefei Core Storage Electronic Limited
Lin Wai	Board of subsidiary Hefei Core Storage Electronic Limited

Note: The dissolution of Dawning Leading Technology Inc. was approved in the shareholders' meeting held on August 29, 2018 and the date of merger was set as November 1, 2018; thus, starting from November 1, 2018, Dawning Leading Technology Inc. was no longer a related party of the Group.

b. Operating revenue

Related Party Categories	For the Three Months Ended		For the Six Months Ended	
	June 30		June 30	
	2019	2018	2019	2018
Associates	\$ 272,207	\$ 910	\$ 437,756	\$ 8,958
Other related parties	<u>488,012</u>	<u>459,595</u>	<u>1,048,783</u>	<u>844,058</u>
	<u>\$ 760,219</u>	<u>\$ 460,505</u>	<u>\$ 1,486,539</u>	<u>\$ 853,016</u>

The terms of sales to related parties were similar to those for third parties.

c. Operating costs

1) Purchase of goods

Related Party Category	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Associates	\$ 88,611	\$ 310,287	\$ 413,118	\$ 482,557
Other related parties				
Toshiba Memory Taiwan Corporation	2,948,782	3,390,336	7,911,642	7,239,468
Toshiba Memory America, Inc.	338,883	1,329,420	711,248	2,541,800
Toshiba Electronics Components Taiwan Corporation	-	54	-	168
Others	<u>1,866</u>	<u>4,753</u>	<u>2,293</u>	<u>4,782</u>
	<u>\$ 3,378,142</u>	<u>\$ 5,034,850</u>	<u>\$ 9,038,301</u>	<u>\$ 10,268,775</u>

2) Processing costs

Related Party Category	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Associates	\$ 12	\$ 25	\$ 91	\$ 154
Other related parties	<u>649,205</u>	<u>426,637</u>	<u>1,266,512</u>	<u>703,116</u>
	<u>\$ 649,217</u>	<u>\$ 426,662</u>	<u>\$ 1,266,603</u>	<u>\$ 703,270</u>

The terms of operating costs from related parties were similar to those for third parties.

d. Receivables from related parties

Related Party Category	June 30, 2019	December 31, 2018	June 30, 2018
Associates	\$ 125,862	\$ 81,354	\$ 646
Other related parties	<u>313,306</u>	<u>262,895</u>	<u>344,676</u>
	<u>\$ 439,168</u>	<u>\$ 344,249</u>	<u>\$ 345,322</u>

The outstanding trade receivables from related parties are unsecured.

e. Payables to related parties

Related Party Category	June 30, 2019	December 31, 2018	June 30, 2018
Associates	\$ 29,053	\$ 134,362	\$ 315,422
Other related parties			
Toshiba Memory Taiwan Corporation	1,964,617	2,077,768	1,155,175
Toshiba Memory America, Inc.	135,680	300,170	416,668
Others	<u>468,900</u>	<u>343,844</u>	<u>337,677</u>
	<u>\$ 2,598,250</u>	<u>\$ 2,856,144</u>	<u>\$ 2,224,942</u>

The outstanding trade payables from related parties are unsecured.

f. Compensation of key management personnel

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2019	2018	2019	2018
Short-term employee benefits	\$ 46,404	\$ 55,953	\$ 93,356	\$ 99,818
Post-employment benefits	623	410	1,208	820
Other employee benefits	<u>953</u>	<u>1,167</u>	<u>1,917</u>	<u>2,337</u>
	<u>\$ 47,980</u>	<u>\$ 57,530</u>	<u>\$ 96,481</u>	<u>\$ 102,975</u>

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

g. Issuance of ordinary shares for cash by subsidiary

On February 1, 2019, it was resolved in the shareholders' meeting of Hefei Core Storage Electronic Limited to issue ordinary shares which amounted to \$27,250 thousand (CNY5,950 thousand). The board of directors of Hefei Core Storage Electronic Limited, Wang Chih Ling and Lin Wai, each funded \$8,175 thousand and their shareholding percentages were both 0.93%.

28. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

The following assets were provided as collateral for the tariff of imported raw materials:

	June 30, 2019	December 31, 2018	June 30, 2018
Refundable deposits for customs duties - certificates of deposit (financial assets at amortized cost - current)	<u>\$ 20,370</u>	<u>\$ 56,997</u>	<u>\$ 81,174</u>

29. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED COMMITMENTS

In addition to those disclosed in other notes, significant commitments and contingencies of the Group as of June 30, 2019, December 31, 2018 and June 30, 2018 were as follows:

Significant Commitments

	June 30, 2019	December 31, 2018	June 30, 2018
Unused letters of credit	<u>\$ 1,660,000</u>	<u>\$ 1,670,000</u>	<u>\$ 1,546,500</u>

30. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

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

In Thousands of New Taiwan Dollars and Foreign Currencies

	June 30, 2019		
	Foreign Currencies	Exchange Rates	New Taiwan Dollars
<u>Financial assets</u>			
Monetary			
USD (USD:NTD)	\$ 218,119	31.0600	\$ 6,774,766
USD (USD:CNY)	12,400	6.8747	385,159
CNY (CNY:NTD)	33,681	4.5210	152,274
<u>Financial liabilities</u>			
Monetary			
USD (USD:NTD)	98,395	31.0600	3,056,143
	December 31, 2018		
	Foreign Currencies	Exchange Rates	New Taiwan Dollars
<u>Financial assets</u>			
Monetary			
USD (USD:NTD)	\$ 240,853	30.7150	\$ 7,397,797
USD (USD:CNY)	4,805	6.8632	147,582
CNY (CNY:NTD)	33,224	4.4720	148,577
<u>Financial liabilities</u>			
Monetary			
USD (USD:NTD)	106,744	30.7150	3,278,640

	June 30, 2018		
	Foreign Currencies	Exchange Rates	New Taiwan Dollars
<u>Financial assets</u>			
Monetary			
USD (USD:NTD)	\$ 238,873	30.4600	\$ 7,276,081
USD (USD:CNY)	12,035	6.6166	366,583
CNY (CNY:NTD)	32,750	4.5930	150,420
<u>Financial liabilities</u>			
Monetary			
USD (USD:NTD)	97,936	30.4600	2,983,132

For the three months and six months ended June 30, 2019 and 2018, realized and unrealized net foreign exchange gains were \$43,365 thousand, \$227,942 thousand, \$68,809 thousand and \$106,646 thousand, respectively. It is impractical to disclose net foreign exchange gains by each significant foreign currency due to the variety of the foreign currency transactions and functional currencies of the Group entities.

31. OTHER SIGNIFICANT EVENT

The Corporation has been under statutory investigation since August 5, 2016 for an alleged violation of the Securities and Exchange Act, and the investigation was conducted by the Taiwan Hsinchu District Prosecutorial Office and concluded on August 31, 2017. According to the press release announcement from the Taiwan Hsinchu District Prosecutorial Office on September 1, 2017, under the Securities and Exchange Act and related provisions in the Criminal Code, the prosecutor charged the chairman of the Corporation and others culminating in either deferred prosecution or the dropping of the claim for further prosecution. The Taiwan Hsinchu District Prosecutorial Office ex officio sent the ruling to the Taiwan High Prosecutors Office for reconsideration. As of November 18, 2017, in regard to the partial revocation and partial dismissal charge by the Taiwan High Court Prosecutorial Office against the chairman of the Corporation and others. On July 30, 2019, the Taiwan Hsinchu District Prosecutors Office concluded the investigation and prosecuted the chairman of the Corporation and others for their alleged violation of the Securities and Exchange Act and related provisions. The Prosecutor's indictment shall be submitted for a retrial in the Taiwan Hsinchu District Court. The chairman of the Corporation will strive for a fair judgment. The financial position and operations of the Corporation are not affected in respect of this matter.

32. ADDITIONAL DISCLOSURES

- a. Information about significant transactions and b. investees:
- 1) Financing provided to others. (None)
 - 2) Endorsements/guarantees provided. (None)
 - 3) Marketable securities held (excluding investments in subsidiaries, associates and joint ventures). (Table 1)
 - 4) Marketable securities acquired and 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) Disposals 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. (Table 2)
 - 8) Receivables from related parties amounting to at least NT\$100 million or 20% of the paid-in capital. (Table 3)
 - 9) Trading in derivative instruments. (None)
 - 10) Other: Intercompany relationships and significant intercompany transactions. (Table 4)
 - 11) Information of investees. (Table 5)
- 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 period, repatriations of investment income, and limit on the amount of investments in the mainland China area. (Table 6)
 - 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 7)
 - a) The amount and percentage of purchases and the balance and percentage of the related payables at the end of the period.
 - b) The amount and percentage of sales and the balance and percentage of the related receivables at the end of the period.
 - c) The amount of property transactions and the amount of the resultant gains or losses.
 - d) The balance of negotiable instrument endorsements, guarantees or pledges of collateral at the end of the period and their purposes.
 - e) The highest balance, the end of period balance, the interest rate range, and total current period interest with respect to financing of funds.
 - f) Other transactions that have a material effect on the profit or loss for the period or on the financial position, such as the rendering or receipt of services.

33. SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. Specifically, the Group's reportable segments include departments that design and sell flash memory controllers and make investments.

a. Segment revenue and results

The following was an analysis of the Group's revenue and results from continuing operations by reportable segments:

	<u>Segment Revenue</u>		<u>Segment Profits (Loss)</u>	
	<u>For the Three Months Ended</u>		<u>For the Three Months Ended</u>	
	<u>June 30</u>		<u>June 30</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Department that designs and sale of flash memory controllers	\$ 9,783,128	\$ 10,329,146	\$ 1,066,045	\$ 1,270,461
Investment department	<u>-</u>	<u>-</u>	<u>(167)</u>	<u>(66)</u>
Total operating segments	<u>\$ 9,783,128</u>	<u>\$ 10,329,146</u>	1,065,878	1,270,395
Other gains and losses			(6,247)	260,324
Share of gains (losses) of associates			(148,399)	92,624
Other income			65,297	32,211
Financial costs			<u>(941)</u>	<u>(1,584)</u>
Profit before tax			<u>\$ 975,588</u>	<u>\$ 1,653,970</u>

	<u>Segment Revenue</u>		<u>Segment Profit</u>	
	<u>For the Six Months Ended</u>		<u>For the Six Months Ended</u>	
	<u>June 30</u>		<u>June 30</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Department that designs and sale of flash memory controllers	\$ 19,126,144	\$ 19,628,699	\$ 2,133,746	\$ 2,311,385
Investment department	<u>-</u>	<u>-</u>	<u>(321)</u>	<u>(154)</u>
Total operating segments	<u>\$ 19,126,144</u>	<u>\$ 19,628,699</u>	2,133,425	2,311,231
Other gains and losses			109,485	166,971
Share of (losses) gains of associates			(328,266)	84,306
Other income			103,060	67,695
Financial costs			<u>(1,198)</u>	<u>(3,493)</u>
Income before income tax			<u>\$ 2,016,506</u>	<u>\$ 2,626,710</u>

Segment revenue reported above was generated from external customers. There were no intersegment sales for the six months ended June 30, 2019 and 2018.

Segment profit represented the profit before tax earned by each segment without the share of gains or losses of associates, rental income, interest income, gains or losses on the disposal of property, plant and equipment, gains or losses on sales of investments, exchange gains or losses, valuation gains or losses on financial instruments, financial costs and income tax expense.

b. Segment assets and liabilities

The Group does not report segment assets and liabilities or other segment information to the chief operating decision maker. Therefore, no information is disclosed.

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

MARKETABLE SECURITIES HELD (EXCLUDING INVESTMENTS IN SUBSIDIARIES)

JUNE 30, 2019

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

Holding Company Name	Marketable Securities Type/Name and Issuer (Note 1)	Relationship with the Holding Company	Financial Statement Account	June 30, 2019				Note
				Shares or Units (In Thousands)	Carrying Amount (Note 2)	Percentage of Ownership (%)	Market Value	
Phison Electronics Corp.	<u>Beneficiary certificates</u>							
	Mega Diamond Money Market Fund	-	Financial assets at FVTPL - current	16,326	\$ 204,968	-	\$ 204,968	Note 3
	FSITC Taiwan Money Market Fund	-	Financial assets at FVTPL - current	13,369	204,814	-	204,814	Note 3
	Franklin Templeton SinoAm Money Market Fund	-	Financial assets at FVTPL - current	20,685	214,075	-	214,075	Note 3
	Yuanta De-Li Money Market Fund	-	Financial assets at FVTPL - current	9,298	151,790	-	151,790	Note 3
	Jih Sun Money Market Fund	-	Financial assets at FVTPL - current	13,767	204,210	-	204,210	Note 3
	Allianz Global Investors Taiwan Money Market Fund	-	Financial assets at FVTPL - current	16,113	202,144	-	202,144	Note 3
	CTBC Hwa-win Money Market Fund	-	Financial assets at FVTPL - current	18,239	201,229	-	201,229	Note 3
	Prudential Financial Money Market Fund	-	Financial assets at FVTPL - current	12,070	191,144	-	191,144	Note 3
	Eastspring Investments Well Pool Money Market Fund	-	Financial assets at FVTPL - current	11,087	150,997	-	150,997	Note 3
	Taishin 1699 Money Market Fund	-	Financial assets at FVTPL - current	14,809	200,591	-	200,591	Note 3
	Taishin Ta-Chong Money Market Fund	-	Financial assets at FVTPL - current	14,102	200,558	-	200,558	Note 3
	TCB Taiwan Money Market Fund	-	Financial assets at FVTPL - current	19,716	200,540	-	200,540	Note 3
	Capital Money Market Fund	-	Financial assets at FVTPL - current	12,416	200,560	-	200,560	Note 3
	<u>Convertible bonds</u>							
	Ubitus Inc.		Financial assets at FVTPL - current	-	182,246	-	182,246	Note 9
	<u>Common shares</u>							
	Orient Semiconductor Electronics, Ltd.	-	Financial assets at FVTPL - current	7,336	104,910	1.33	104,910	Note 4
	Apacer Technology Inc.	-	Financial assets at FVTPL - current	10,050	309,540	9.96	309,540	Note 4
	JAFCO Asia Technology Fund IV L.P.	-	Financial assets at FVTPL - non-current	1,000	1,132	0.50	1,132	Note 5
	JAFCO Asia Technology Fund VI L.P.	-	Financial assets at FVTPL - non-current	950	46,706	0.67	46,706	Note 5
	AppWorks Fund II Co., Ltd.	-	Financial assets at FVTPL - non-current	8,850	208,896	11.11	208,896	Note 5
	Innorich Venture Capital Corp.	-	Financial assets at FVTPL - non-current	3,000	19,741	5.61	19,741	Note 5
	AppWorks Fund I Co., Ltd.	-	Financial assets at FVTPL - non-current	2,165	26,389	18.75	26,389	Note 5
	Aptos Technology Inc.	-	Financial assets at FVTOCI - non-current	529	-	0.84	-	-
	Viva Baseball Co., Ltd.	-	Financial assets at FVTOCI - non-current	Note 6	-	8.33	-	-
	Adam Elements International Co., Ltd.	-	Financial assets at FVTOCI - non-current	1,710	43,484	19.00	43,484	Note 5
	THLight Co., Ltd.	-	Financial assets at FVTOCI - non-current	6,388	-	17.94	-	-
	UD INFO Corp.	-	Financial assets at FVTOCI - non-current	570	49,894	18.15	49,894	Note 5
	GeoThings, Inc.	-	Financial assets at FVTOCI - non-current	150	-	6.70	-	-
	Ironyun Incorporated (preference shares)	-	Financial assets at FVTOCI - non-current	5,000	-	5.92	-	-

(Continued)

Holding Company Name	Marketable Securities Type/Name and Issuer (Note 1)	Relationship with the Holding Company	Financial Statement Account	June 30, 2019				Note
				Shares or Units (In Thousands)	Carrying Amount (Note 2)	Percentage of Ownership (%)	Market Value	
Lian Xu Dong Investment Corporation	Gospal Ltd.	-	Financial assets at FVTOCI - non-current	811,857	\$ 3,004	3.40	\$ 3,004	Note 7
	H3 Platform, Inc.	-	Financial assets at FVTOCI - non-current	18,400	30,705	12.14	30,705	Note 7
	CAL-COMP INDUSTRIA DE SEMICONDUCTORES S.A.	-	Financial assets at FVTOCI - non-current	11,966	52,037	17.16	52,037	Note 5
	Acer Synergy Tech Corp.	-	Financial assets at FVTPL - non-current	900	19,800	8.09	19,800	Note 7
	Gomore Inc.	-	Financial assets at FVTOCI - non-current	16,925	10,385	6.15	10,385	Note 5
	Patriot Memory Asia Headquarter	-	Financial assets at FVTOCI - non-current	580	8,674	4.33	8,674	Note 11
	Taishan Buffalo Investment Co., Ltd. (preference shares)	-	Financial assets at FVTPL - non-current	25,000	18,925	1.08	18,925	Note 5
	<u>Private equity fund</u>							
	Fuh Hwa Smart Energy Fund	-	Financial assets at FVTPL - non-current	6,000	47,376	3.81	47,376	Note 5
	<u>Beneficiary certificates</u>							
	FSITC Taiwan Money Market Fund	-	Financial assets at FVTPL - current	1,986	30,427	-	30,427	Note 3
	Allianz Global Investors Taiwan Money Market Fund	-	Financial assets at FVTPL - current	2,424	30,411	-	30,411	Note 3
	<u>Common shares</u>							
	United Power Research Technology Corp.	-	Financial assets at FVTOCI - non-current	5,616	64,684	16.12	64,684	Note 5
	Fresco Logic, Inc. (preference shares)	-	Financial assets at FVTOCI - non-current	1,250	-	2.23	-	-
	Translink Capital Partners III, L.P.	-	Financial assets at FVTPL - non-current	1,500	41,082	1.18	41,082	Note 5
	Translink Capital Partners IV L.P	-	Financial assets at FVTPL - non-current	430	9,509	0.72	9,509	Note 5
	Liqid, Inc. (preference shares)	-	Financial assets at FVTOCI - non-current	2,111	110,128	10.92	110,128	Note 5
	UMBO CV Inc. (preference shares)	-	Financial assets at FVTOCI - non-current	1,626	30,030	3.02	30,030	Note 8
	Omni Media International Incorporation	-	Financial assets at FVTOCI - non-current	1,714	18,343	4.56	18,343	Note 8
RENIAC, INC. (preference shares)	-	Financial assets at FVTOCI - non-current	302	14,373	3.46	14,373	Note 5	
Emtops Electronics Corporation	<u>Beneficiary certificates - open-end funds</u>							
	Allianz Global Investors Taiwan Money Market Fund	-	Financial assets at FVTPL - current	815	10,221	-	10,221	Note 3
	Franklin Templeton SinoAm Money Market Fund	-	Financial assets at FVTPL - current	988	10,230	-	10,230	Note 3
Phisontech Electronics (Malaysia) Sdn. Bhd.	<u>Preference shares</u>							
	ProGrade Digital, Inc.	-	Financial assets at FVTPL - non-current	1,070	33,160	15.73	33,160	Note 7
Cloud Solution Global Limited	<u>Beneficiary certificates</u>							
	United Money Market Fund	-	Financial assets at FVTPL - current	3,975	14,571	-	14,571	Note 3
Hefei Core Storage Electronic Limited	<u>Common shares</u>							
	My Digital Discount, Inc.	-	Financial assets at FVTOCI - non-current	-	-	19.00	-	-
	<u>Common shares</u>							
	Hangzhou Hualan Microelectronique Co., Ltd.	-	Financial assets at FVTOCI - non-current	3,000	101,858	4.74	101,858	Note 10

(Continued)

Note 1: The marketable securities listed refer to the types of financial instruments within the scope of IFRS 9 “Financial Instruments”.

Note 2: The carrying amount is either the fair value or the original cost net of allowance loss.

Note 3: The calculation of the market value was based on the net asset value as of June 28, 2019.

Note 4: The calculation of the market value was based on the closing price as of June 28, 2019.

Note 5: Refer to Note 26 (b)-3 for market value information.

Note 6: The issuing company is not limited by shares.

Note 7: The calculation of the market value was based on the most recent buying price.

Note 8: The calculation of the market value was based on the most recent acquisition price.

Note 9: The calculation of the market value was based on the evaluation report of an expert as of June 28, 2019.

Note 10: The calculation of the market value was based on the closing price as of June 28, 2019.

Note 11: The calculation of the market value was based on the most recent selling price.

Note 12: The Group held marketable securities that had not been guaranteed, pledged or mortgaged as collateral or restricted by other commitments.

(Concluded)

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

TOTAL PURCHASES FROM OR SALES TO RELATED PARTIES AMOUNTING TO AT LEAST NT\$100 MILLION OR 20% OF THE PAID-IN CAPITAL
FOR THE SIX MONTHS ENDED JUNE 30, 2019

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

Company Name	Related Party	Nature of Relationship	Transaction Details				Abnormal Transaction		Notes/Accounts Payable or Receivable		Note
			Purchase/ Sale	Amount	% of Total	Payment Terms	Unit Price	Payment Terms	Ending Balance	% of Total	
Phison Electronics Corp.	Kingston Solutions Inc.	Investee company accounted for using the equity method	Purchase	\$ 408,717	3	Net 30 days after monthly closing	None	None	\$ (29,053)	(1)	-
	Toshiba Memory America, Inc.	The subsidiary of the Corporation's legal entity board of directors	Purchase	711,248	5	Net 30 days after receipt date	None	None	(135,680)	(3)	-
	Toshiba Memory Taiwan Corporation	The subsidiary of the Corporation's legal entity board of directors	Purchase	7,911,642	53	Net 30 days after monthly closing	None	None	(1,964,617)	(41)	-
	Orient Semiconductor Electronics, Ltd.	The Corporation is its director	Processing cost	1,266,512	9	Net 30 days after monthly closing	None	None	(466,940)	(10)	-
	Kingston Solutions Inc.	Investee company accounted for using the equity method	Sale	(307,136)	(2)	Net 60 days after monthly closing	None	None	121,019	2	-
	Toshiba Memory Corporation	The Corporation's legal entity board of directors	Sale	(502,037)	(3)	Net 60 days after monthly closing	None	None	121,583	2	-
	Apacer Technology Inc.	The Corporation is its director	Sale	(475,076)	(2)	Net 45 days after monthly closing	None	None	164,570	3	-
	Hefei Core Storage Electronic Limited	Sub-subsidiary	Sale	(162,363)	(1)	Net 30 days after monthly closing	None	None	117,226	2	-
Hefei DATANG Storage Technology Co., Ltd.	The subsidiary of the sub-subsidiary's associates	Sale	(103,816)	(1)	Net 15 days after receipt date	None	None	3,471	-	-	

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT\$100 MILLION OR 20% OF THE PAID-IN CAPITAL

JUNE 30, 2019

(In Thousands of New Taiwan Dollars)

Company Name	Related Party	Relationship	Ending Balance	Turnover Rate	Overdue		Amount Received in Subsequent Period (Note)	Allowance for Impairment Loss
					Amount	Action Taken		
Phison Electronics Corp.	Apacer Technology Inc.	The Corporation is its director	\$ 164,570	6.39	\$ -	-	\$ 83,918	\$ -
	Toshiba Memory Corporation	The Corporation's legal entity board of directors	121,583	9.23	-	-	91,437	-
	Kingston Solutions Inc.	Investee company accounted for using the equity method	121,019	6.09	-	-	39,202	-
	Hefei Core Storage Electronic Limited	Sub-subsidiary	117,226	5.38	-	-	117,226	-

Note: As of August 1, 2019.

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

INTERCOMPANY RELATIONSHIPS AND SIGNIFICANT INTERCOMPANY TRANSACTIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2019

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

Number	Company Name	Counterparty	Flow of Transaction	Transaction Details			Percentage of Transaction Amount to Consolidated Operating Revenue or Total Assets (%)
				Account	Amount	Transaction Terms	
0	Phison Electronics Corp.	Hefei Core Storage Electronic Limited	1	Sales revenue	\$ 162,363	Based on regular terms	1
		Hefei Core Storage Electronic Limited	1	Accounts receivable	117,226	Based on regular terms	-
		Hefei Core Storage Electronic Limited	1	Research expenses	93,211	Based on regular terms	-
		Hefei Core Storage Electronic Limited	1	Other payables	81,781	Based on regular terms	-
		Ostek Corporation	1	Manufacturing expenses	19,575	Based on regular terms	-
		Ostek Corporation	1	Accounts payable	5,045	Based on regular terms	-
		Ostek Corporation	1	Other payables	2,363	Based on regular terms	-
		Phison Electronics Japan Corp.	1	Sales expenses	7,161	Based on regular terms	-
		Phison Electronics Japan Corp.	1	Other payables	3,689	Based on regular terms	-
		Phisontech Electronics (Malaysia) Sdn. Bhd.	1	Sales revenue	2,595	Based on regular terms	-
		Phisontech Electronics (Malaysia) Sdn. Bhd.	1	Accounts receivable	1,331	Based on regular terms	-
		Phisontech Electronics (Malaysia) Sdn. Bhd.	1	Purchase	1,013	Based on regular terms	-
		Hefei Ruhan Electronic Technology Limited	1	Sales revenue	86,241	Based on regular terms	-
1	Hefei Core Storage Electronic Limited	Hefei Ruhan Electronic Technology Limited	2	Purchase	86,998	Based on regular terms	-

Note: The following numerals represent the corresponding directional flow of transactions.

- a. Parent company to subsidiary: 1.
- b. Between subsidiaries: 2.

TABLE 5

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

INFORMATION OF INVESTEEES
FOR THE SIX MONTHS ENDED JUNE 30, 2019
(In Thousands of New Taiwan Dollars)

Investor	Investee	Location	Main Businesses and Products	Investment Amount		Balance as of June 30, 2019			Net (Loss) Income of the Investee	Investment (Loss) Income	Note
				June 30, 2019	December 31, 2018	Number of Shares	Percentage of Ownership (%)	Carrying Amount			
Phison Electronics Corp.	Kingston Solutions Inc.	Taiwan	Embedded flash product and market development	\$ 106,050	\$ 106,050	10,605,000	32.91	\$ 952,319	\$ (928,751)	\$ (305,652)	Investee company accounted for using the equity method
	Emtops Electronics Corporation	Taiwan	Investment	380,000	95,000	38,000,000	100.00	356,440	337	337	Subsidiary
	Lian Xu Dong Investment Corporation	Taiwan	Investment	650,000	650,000	65,000,000	100.00	519,821	4,354	4,354	Subsidiary
	Microtops Design Corporation	Taiwan	Research and design of flash memory controllers and related products	22,638	22,638	2,263,800	49.00	23,137	901	441	Investee company accounted for using the equity method
	Phison Electronics Japan Corp.	Japan	Sales and service office	59,508	59,508	2,000	100.00	35,883	(176)	(176)	Subsidiary
	Global Flash Limited	Samoa	Investment and trade	866,296	665,823	27,500,000	100.00	886,128	18,828	18,828	Subsidiary
	Phisontech Electronics (Malaysia) Sdn. Bhd.	Malaysia	Design, production and sale of flash memory controllers and peripheral system applications	91,422	91,422	10,000,000	100.00	63,683	(891)	(891)	Subsidiary
	Epostar Electronics (BVI) Corporation	British Virgin Islands	Investment	133,988	133,988	10,600,000	37.82	5,235	(81,210)	(30,714)	Investee company accounted for using the equity method
	Power Flash (Samoa) Limited	Samoa	Investment and trade	105,440	105,440	3,200,000	100.00	102,719	289	289	Subsidiary
	Everspeed Technology Limited	Samoa	Trade of electronic components	-	-	1,000,000	100.00	270,711	17,566	17,566	Subsidiary
Regis Investment (Samoa) Limited	Samoa	Investment	393,214	199,332	13,000,000	100.00	413,389	12,663	12,663	Subsidiary	
Lian Xu Dong Investment Corporation	Ostek Corporation	Taiwan	Manufacture and trade of electronic components	9,000	9,000	900,000	100.00	56,189	3,334	-	Sub-subsiary
	PMS Technology Corporation	Taiwan	Research and design of flash memory controllers and related products	2,000	2,000	200,000	33.33	18,103	521	-	Investee company accounted for using the equity method
Phisontech Electronics (Malaysia) Sdn. Bhd.	Phisontech Electronics Taiwan Corp.	Taiwan	Design of ASIC and R&D, manufacture, and sale of ASIC for IP and technical support service	10,000	10,000	1,000,000	100.00	41,510	(126)	-	Sub-subsiary

(Continued)

Investor	Investee	Location	Main Businesses and Products	Investment Amount		Balance as of June 30, 2019			Net (Loss) Income of the Investee	Investment (Loss) Income	Note
				June 30, 2019	December 31, 2018	Number of Shares	Percentage of Ownership (%)	Carrying Amount			
Global Flash Limited	Core Storage Electronic (Samoa) Limited	Samoa	Investment and trade	\$ 776,767	\$ 576,229	24,550,000	100.00	\$ 850,524	\$ 21,418	\$ -	Sub-subsiary
Power Flash (Samoa) Limited	Power Flash (HK) Limited	Hong Kong	Trade of electronic products	98,754	98,754	3,000,000	100.00	96,596	217	-	Sub-subsiary
Everspeed Technology Limited	Memoryexchange Corporation	Taiwan	Design and sale of flash memory related products	391,986	391,986	40,950,000	100.00	132,986	16,467	-	Sub-subsiary
	Fast Choice Global Limited	British Virgin Islands	Trade of electronic components	1,482	1,482	50,000	100.00	2,667	(43)	-	Sub-subsiary
	Cloud Solution Global Limited	British Virgin Islands	Trade of electronic components	186,963	186,963	5,950,440	100.00	12,128	9	-	Sub-subsiary
Regis Investment (Samoa) Limited	RealYou Investment Limited	Hong Kong	Investment	391,989	197,760	12,950,000	100.00	411,890	12,312	-	Sub-subsiary

(Concluded)

TABLE 6

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

INFORMATION ON INVESTMENTS IN MAINLAND CHINA
FOR THE SIX MONTHS ENDED JUNE 30, 2019
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Investee Company	Main Businesses and Products	Total Amount of Paid-in Capital	Method of Investment (Note 1)	Accumulated Outflow of Investment from Taiwan as of January 1, 2019	Investment Flows		Accumulated Outflow of Investment from Taiwan as of June 30, 2019	Percentage of Ownership (%)	Investment (Loss) Income (Note 2)	Carrying Amount as of June 30, 2019	Accumulated Inward Remittance of Earnings as of June 30, 2019
					Outflow	Inflow					
Phisontech (Shenzhen) Limited	Design, R&D, import and export of storage devices and electronics	\$ 53,096	b	\$ 53,096	\$ -	\$ -	\$ 53,096	100.00	\$ (3,515)	\$ 5,387	\$ -
Hefei Core Storage Electronic Limited	Design, R&D, production and sale of integrated circuits, systems and electronics hardware and software and rendering of related services	800,218	b	576,780	200,538	-	777,318	96.91	21,477	849,517	-
Hefei Ruhan Electronic Technology Limited	Design, R&D, sale of electronics hardware and rendering of related services and investment	182,825	a	182,825	-	-	182,825	100.00	775	185,976	-
Hefei Yichao Electronics Technology Ltd.	Design, R&D, sale of electronics hardware and rendering of related services and investment	185,369	b	-	-	-	-	100.00	(4,125)	179,502	-
Hefei Xinpeng Technology Co., Ltd.	Design, R&D, production and sale of integrated circuits and electronics hardware and software and rendering of related services	618,078	b	-	-	-	-	43.62	(4,129)	267,645	-
HOSIN Global Electronics Co., LTD.	Design, R&D and sale of integrated circuits and electronics hardware and software and rendering of related services	459,100	a	-	183,640	-	183,640	40.00	11,613	194,620	-

(Continued)

Accumulated Outward Remittance for Investments in Mainland China as of June 30, 2019	Investment Amount Authorized by the Investment Commission, MOEA	Upper Limit on the Amount of Investment Stipulated by the Investment Commission, MOEA (Note 3)
<p style="text-align: center;">\$ 1,196,879 (US\$ 38,235)</p>	<p style="text-align: center;">\$ 1,220,501 (US\$ 39,190)</p>	<p style="text-align: center;">\$ 15,691,918</p>

Note 1: Method of investment:

- a. Indirectly invested in a China-based company through a company located in a third region, Regis Investment Limited, and its subsidiaries.
- b. Indirectly invested in a China-based company through a company located in a third region, Global Flash Limited, and its subsidiaries.

Note 2: The amounts were recognized based on unreviewed financial statements.

Note 3: The limit of investments in mainland China, which is based on Regulations Governing the Approval of Investments on Technical Cooperation in Mainland China, is 60% of the Group's net asset value, which is \$26,153,197 x 60% = \$15,691,918

(Concluded)

PHISON ELECTRONICS CORP. AND SUBSIDIARIES

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 FOR THE SIX MONTHS ENDED JUNE 30, 2019
(In Thousands of New Taiwan Dollars)

Buyer	Related Party	Relationship	Transaction Details				Abnormal Transaction		Notes/Accounts Receivable (Payable)		Note
			Purchase/Sale	Amount	% of Total	Payment Terms	Unit Price	Payment Terms	Ending Balance	% of Total	
Phison Electronics Corp.	Hefei Core Storage Electronic Limited	Sub-subsiidiary	Sale	\$ 162,363	1	Net 30 days after monthly closing	None	None	\$ 117,226	2	-
	Hefei Ruhan Electronic Technology Limited	Sub-subsiidiary	Sale	86,241	-	Net 30 days after monthly closing	None	None	-	-	-
	Shenzhen EpoStar Electronics Limited CO.	Associates' subsidiary	Sale	9,244	-	Delivery after receipt	None	None	-	-	-
	Hefei DATANG Storage Technology Co., Ltd.	The subsidiary of the sub-subsiidiary's associates	Sale	103,816	1	Net 15 days after receipt date	None	None	3,471	-	-
Hefei Core Storage Electronic Limited	Hefei DATANG Storage Technology Co., Ltd.	The subsidiary of the subsidiary's associates	Sale	1,490	-	Net 30 days after receipt date	None	None	17	-	-
	Hefei Ruhan Electronic Technology Limited	Sister company	Purchase	86,998	34	Net 30 days after monthly closing	None	None	-	-	-