TAIWAN INTERNATIONAL PORTS CORPORATION, LTD. and Subsidiaries

Consolidated Financial Statements for the Years Ended December 31, 2019 and 2018 and Independent Auditor's Report

Deloitte.

勤業眾信

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INDEPENDENT AUDITOR'S REPORT

Taiwan International Ports Corporation, Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Taiwan International Ports Corporation, Ltd. (the "Corporation") and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 2019 and 2018, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation and its subsidiaries as of December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the regulations governing the accounting matters of state-owned enterprises issued by the government, Business Entity Accounting Act, Regulation on Business Entity Accounting Handling relevant to preparation of financial statements, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Emphasis of Matter

As disclosed in Note 3 to the consolidated financial statements, the Corporation and its subsidiaries have applied International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the FSC starting from 2019.

As discussed in Notes 4 and 29 to the accompanying consolidated financial statements, the amounts in the Corporation and its subsidiaries' financial statements shall be audited by National Audit Office, the Control Yuan (NAO). Therefore, some items in the consolidated financial statements for the year ended December 31, 2018 were restated to reflect adjustments requested by NAO based on their audits.

Our opinion is not modified in respect of this matter.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the regulations governing the accounting matters of state-owned enterprises issued by the government, Business Entity Accounting Act, Regulation on Business Entity Accounting Handling with respect to financial accounting standards, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of the Corporation and its subsidiaries' financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the inspector, are responsible for overseeing the Corporation and its subsidiaries' financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- 1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation and its subsidiaries' internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation and its subsidiaries' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Corporation and its subsidiaries to cease to continue as a going concern.

- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Corporation and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

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

The engagement partner on the audit resulting in this independent auditor's report is Lee-Yuan Kuo.

Deloitte & Touche Taipei, Taiwan Republic of China

March 3, 2020

Notice to Readers

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

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

CONSOLIDATED BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

	December 31, 2	December 31, 2018 (Notes 4 and 29)		
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 8,377,357	7	\$ 13,941,090	12
Financial assets at fair value through profit or loss - current (Notes 4 and 7) Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	48,357	-	1,439 807	-
Financial assets at amortized cost - current (Notes 4 and 9)	3,712,060	3	1,875,717	2
Notes receivable (Notes 4 and 10)	41,235	-	51,308	-
Accounts receivable, net (Notes 4, 10 and 27)	345,997	-	286,166	-
Other receivables (Note 10)	4,847,412	4	5,695,717	5
Inventories(Note 4) Prepayments (Note 11)	4,250 2,165,808	2	3,725 351,305	-
Other financial assets - current (Note 14)	2,163,808 15,568,509	12	7,522,590	6
Other current assets	79,248		81,284	
Total current assets	35,190,233	28	29,811,148	<u>25</u>
NONCURRENT ASSETS				
Financial assets at fair value through profit or loss - noncurrent (Notes 4 and 7)	2 102 544	-	1,535,544	1
Financial assets at fair value through other comprehensive income - noncurrent (Notes 4 and 8) Financial assets at amortized cost - noncurrent (Notes 4 and 9)	2,103,544 10,587,036	2 9	1,051,729 13,633,126	1 11
Investments accounted for using equity method (Notes 4 and 13)	220,624	-	223,008	-
Property, plant and equipment (Notes 4 and 15)	50,221,530	40	48,039,947	40
Right-of-use assets (Notes 4 and 16)	11,146	-	-	-
Investment properties (Notes 4 and 17)	25,151,948	20	25,634,706	21
Intangible assets (Note 4)	443,987	-	415,818	1
Deferred tax assets (Notes 4 and 23) Refundable deposits	594,560 12,482	1	353,475 132,223	-
Other financil assets - noncurrent (Note 14)	4,556	-	132,223	-
Other noncurrent assets (Note 10)	145,069		57,823	
Total noncurrent assets	89,496,482	<u>72</u>	91,077,399	<u>75</u>
TOTAL	<u>\$ 124,686,715</u>	<u>100</u>	<u>\$ 120,888,547</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES Notes payable and accounts payable	\$ 40,338	_	\$ 49,882	_
Other payables (Note 18)	10,487,645	9	12,365,311	10
Contract liabilities (Note 21)	8,382	-	13,969	-
Current tax liabilities (Note 23)	844,267	1	981,360	1
Receipts in advance	376,625	-	744,249	1
Refund liabilities	254,053 431,012	-	60,240 355,215	-
Other current liabilities	· · · · · · · · · · · · · · · · · · ·			
Total current liabilities	12,442,322	10	14,570,226	12
NONCURRENT LIABILITIES	411,146		349,332	
Net defined benefit liabilities (Notes 4, 5 and 19) Deferred tax liabilities (Note 23)	528	-	131	-
Lease liabilities - noncurrent (Notes 4 and 16)	11,190	-	-	-
Deferred revenue - noncurrent (Note 4)	8,347,239	7	9,085,582	8
Guarantee deposits received	894,021	1	878,674	1
Other noncurrent liabilities	3,083,438	2	2,970,790	2
Total noncurrent liabilities	12,747,562	10	13,284,509	11
Total liabilities	25,189,884	20	27,854,735	23
EQUITY (Note 20)				
Share capital		= -	٠٠٠ میم سر	= -
Ordinary share capital	65,000,000	52	65,000,000	54
Advance received for shares Total share capital	1,544,786 66,544,786	<u>1</u> 53	500,000 65,500,000	54
Capital surplus	19,266,262	15	19,266,262	16
Retained earnings				
Legal reserve	3,829,601	3	3,829,601	3
Special reserve	4,769,962	4	4,769,962	4
Unappropriated earnings	<u>5,696,322</u>	5	9 500 572	
Total retained earnings Other equity	<u>14,295,885</u> (665,644)	<u>12</u>	8,599,563 (382,009)	/
Total equity attributable to owner of the Corporation	99,441,289	80	92,983,816	77
NON-CONTROLLING INTERESTS	55,542		49,996	
Total equity	99,496,831	80	93,033,812	<u>77</u>
TOTAL	<u>\$ 124,686,715</u>	<u>100</u>	<u>\$ 120,888,547</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements. (With Deloitte & Touche audit report dated March 3,2020)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

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

	For the Y	Year End	led December 31		
	2019		2018 (Notes 4 an	d 29)	
	Amount	%	Amount	%	
OPERATING REVENUES (Notes 4, 21 and 27)	\$ 20,294,466	100	\$ 19,267,252	100	
OPERATING COSTS (Note 22)	9,887,392	49	9,354,902	49	
GROSS PROFIT	10,407,074	51	9,912,350	51	
OPERATING EXPENSES (Note 22)					
Selling and marketing expenses	1,485,186	7	1,445,752	8	
General and administrative expenses	1,162,947	6	1,206,313	6	
Research and development expenses	31,656	-	32,198	-	
Expected credit loss	4,253		3,862	3,862 -	
Total operating expenses	2,684,042	13	2,688,125	14	
PROFIT FROM OPERATIONS	7,723,032	_38	7,224,225	_37	
NON-OPERATING INCOME AND EXPENSES					
Other income (Note 22)	496,783	3	604,474	3	
Other gains and losses (Note 22)	(538,636)	(3)	88,016	1	
Share of the profit or loss of associates (Note 13)	2,265		(3,002)		
Total non-operating income and expenses	(39,588)		689,488	4	
PROFIT BEFORE INCOME TAX	7,683,444	38	7,913,713	41	
INCOME TAX EXPENSE (Notes 4 and 23)	1,577,412	8	1,644,165	8	
NET PROFIT FOR THE YEAR	6,106,032	<u>30</u>	6,269,548	33	
OTHER COMPREHENSIVE LOSS (Notes 19, 20 and 23) Items that will not be reclassified subsequently to					
profit or loss Remeasurement of defined benefit plans Unrealized gains (losses) on investment in equity instruments at fair value through other	(504,789)	(2)	(289,388)	(1)	
comprehensive income Income tax relating to items that will not be	(280,249)	(1)	(322,776)	(2)	
reclassified subsequently to profit or loss	100,958	-	81,984 (Cor	- ntinued)	

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

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

	For the Year Ended December 31						
	2019			2018 (Notes 4 and 29)			
	I	Amount	%	A	Amount	%	
Items that may be reclassified subsequently to profit or loss							
Exchange differences on translating foreign operations	\$	(4,649)	-	\$	655	-	
Income tax relating to items that may be reclassified subsequently to profit or loss		930			(131)		
Other comprehensive loss for the year, net of income tax		(687,799)	<u>(3</u>)		(529,656)	<u>(3</u>)	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$	5,418,233	<u>27</u>	<u>\$</u>	5,739,892	_30	
NET PROFIT ATTRIBUTABLE TO Owners of the Corporation Non-controlling interests	\$	6,100,486 5,546		\$	6,266,623 2,925		
	\$	6,106,032		\$	6,269,548		
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO							
Owners of the Corporation Non-controlling interests	\$	5,412,687 5,546		\$	5,736,967 2,925		
	<u>\$</u>	5,418,233		\$	5,739,892		
EARNINGS PER SHARE (Note 24) Basic	\$	0.94		<u>\$</u>	0.96		

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

(With Deloitte & Touche audit report dated March 3, 2020)

(Concluded)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In Thousands of New Taiwan Dollars)

							Other Equity						
	Share Ordinary Share Capital	Capital Advance Received for Shares	Capital Surplus	Legal Reserve	Retained Earnings	S Unappropriated Earnings	Unrealized Gains (Losses) on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Available-for -sale Financial Assets	Total Other Equity	Total Equity Attributable to Owners of the Corporation	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2018	\$ 65,000,000	\$ -	\$ 19,266,262	\$ 3,223,780	\$ 3,952,104	\$ -	\$ -	\$ -	\$ (60,766)	\$ (60,766)	\$ 91,381,380	\$ 49,309	\$ 91,430,689
Effect of retrospective application	Ψ 05,000,000	Ψ	Ψ 17,200,202	Ψ 3,223,700	Ψ 3,732,104	(1,009)	(59,757)	Ψ	60,766	1,009	Ψ 71,301,300	Ψ +2,502	Ψ 71,430,007
				2 222 700	2.052.104				00,700				
Balance after adjustments at January 1, 2018	65,000,000		19,266,262	3,223,780	3,952,104	(1,009)	(59,757)			(59,757)	91,381,380	49,309	91,430,689
Net profit for the year ended December 31, 2018	-	-	-	-	-	6,266,623	-	-	-	-	6,266,623	2,925	6,269,548
Other comprehensive income for the year ended December 31, 2018, net of tax	_	_		_	<u>-</u>	(207,404)	(322,776)	524	<u>-</u>	(322,252)	(529,656)	<u>-</u>	(529,656)
Total comprehensive income for the year ended December 31, 2018				_	<u>-</u>	6,059,219	(322,776)	524	<u>-</u>	(322,252)	5,736,967	2,925	5,739,892
Appropriation of earnings Legal reserve Special reserve Appropriation to central government Appropriation to local government Appropriation to Port Construction Fund	- - - - -	- - - -	- - - - -	605,821	817,858 - - -	(605,821) (817,858) (2,017,384) (981,430) (1,635,717)	- - - -	- - - -	- - - -	- - - - -	(2,017,384) (981,430) (1,635,717)	- - - -	(2,017,384) (981,430) (1,635,717)
	-			605,821	817,858	(6,058,210)			_		(4,634,531)	_	(4,634,531)
Issuance of ordinary shares for cash		500,000									500,000		500,000
Decrease in non-controlling interest	_					_						(2,238)	(2,238)
BALANCE AT DECEMBER 31, 2018 (Notes 4 and 29)	65,000,000	500,000	19,266,262	3,829,601	4,769,962	-	(382,533)	524		(382,009)	92,983,816	49,996	93,033,812
Net profit for the year ended December 31, 2019	-	-	-	-	-	6,100,486	-	-	-	-	6,100,486	5,546	6,106,032
Other comprehensive income for the year ended December 31, 2019, net of tax	-		_		_	(403,831)	(280,249)	(3,719)	<u>-</u>	(283,968)	(687,799)	<u>-</u> _	(687,799)
Total comprehensive income for the year ended December 31, 2019					<u>-</u>	5,696,655	(280,249)	(3,719)	<u>-</u>	(283,968)	5,412,687	5,546	5,418,233
Issuance of ordinary shares for cash		1,044,786									1,044,786		1,044,786
Disposal of financial assets at fair value through other comprehensive income	_		<u>-</u>		-	(333)	333		_	333		_	_
BALANCE AT DECEMBER 31, 2019	\$ 65,000,000	<u>\$ 1,544,786</u>	\$ 19,266,262	\$ 3,829,601	<u>\$ 4,769,962</u>	\$ 5,696,322	\$ (662,449)	\$ (3,195)	<u>\$</u>	\$ (665,644)	\$ 99,441,289	<u>\$ 55,542</u>	<u>\$ 99,496,831</u>

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

(With Deloitte & Touche audit report dated March 3, 2020)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	For the Year Ended December 31			
		2019		2018
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before income tax	\$	7,683,444	\$	7,913,713
Adjustments for:	·	- , ,		
Depreciation expense		3,431,999		3,057,066
Amortization expense		40,130		35,446
Expected credit loss (reversal)		4,253		(6,662)
Loss on financial assets at fair value through profit or loss		201,244		421,689
Finance costs		130		_
Interest income		(495,865)		(604,395)
Dividend income		(918)		(79)
Share of the loss (profit) of associates		(2,265)		3,002
Loss on disposal of property, plant and equipment		157,498		133,798
Loss on disposal of investment properties		24,274 615		4,488
Loss on disposal of investment Transfer of deferred revenue to rental revenue		(738,343)		1,624 (895,882)
Others		22,087		(15,664)
Changes in operating assets and liabilities		22,007		(13,004)
Notes receivable		10,073		(35,678)
Accounts receivable		(79,088)		16,741
Other receivables		787,943		322,375
Inventories		(525)		(592)
Prepayments		30,005		67,800
Other current assets		2,036		3,635
Overdue receivables		169		-
Contract liabilities		(5,587)		12,622
Notes payable and accounts payable		(9,544)		15,777
Other payables		375,870		(421,884)
Receipts in advance		(367,624)		(225,629)
Other current liabilities		75,797		60,206
Net defined benefit liabilities		(442,975)		(309,229)
Refund liabilities		193,813	_	41,693
Cash generated from operations		10,898,646		9,595,981
Income taxes paid		(1,853,305)	_	(1,191,338)
Net cash generated from operating activities		9,045,341	_	8,404,643
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of financial assets at fair value through other				
comprehensive income		(46,788)		(893)
Proceeds from disposal of financial assets at fair value through other		•		
comprehensive income		1,147		-
Acquisition of financial assets at amortized cost		(1,208,588)		(962,651)
				(Continued)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	For the Year Ended December 31			
	2019	2018		
Proceeds from disposal of financial assets at amortized cost Proceeds from disposal of financial assets at fair value through profit	\$ 2,375,000	\$ 1,269,587		
or loss	1,328	27,994		
Acquisition of investments accounted for using equity method	-	(150,857)		
Acquisition of property, plant and equipment	(4,802,189)	(6,433,533)		
Proceeds from disposal of property, plant and equipment	142,039	102,286		
Decrease (increase) in refundable deposits	119,741	(131,689)		
Acquisition of investment properties	(143,786)	(76,552)		
Proceeds from disposal of investment properties	-	189,496		
Acquisition of intangible assets	(67,179)	(65,975)		
Decrease in long-term receivables	26,497	179,115		
Decrease (increase) in other financial assets	(8,050,475)	2,468,000		
Decrease (increase) in other noncurrent assets	(87,701)	290,183		
Interest received	559,682	574,159		
Dividends received	918			
Net cash used in investing activities	(11,180,354)	(2,721,251)		
CASH FLOWS FROM FINANCING ACTIVITIES				
Advance received for shares	1,044,786	500,000		
Increase (decrease) in guarantee deposits received	15,347	(13,004)		
Repayment of the principal portion of lease liabilities	(5,801)	-		
Increase in other noncurrent liabilities	112,648	15,236		
Dividends paid	(4,593,332)	(4,716,432)		
Interest paid	(130)	-		
Decrease in non-controlling interests	(2,238)	(1,006)		
Net cash used in financing activities	(3,428,720)	(4,215,206)		
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(5,563,733)	1,468,186		
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	13,941,090	12,472,904		
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 8,377,357	<u>\$ 13,941,090</u>		

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

(With Deloitte & Touche audit report dated March 3, 2020)

(Concluded)