

LINE Pay Taiwan Limited and Subsidiaries

**Consolidated Financial Statements for the
Three Months Ended March 31, 2024 and 2023 and
Independent Auditors' Review Report**

INDEPENDENT AUDITORS' REVIEW REPORT

The Board of Directors and Shareholders
LINE Pay Taiwan Limited

Introduction

We have reviewed the accompanying consolidated balance sheets of LINE Pay Taiwan Limited and its subsidiaries (collectively, the "Group") as of March 31, 2024 and 2023, and the related consolidated statements of comprehensive income, the consolidated statements of changes in equity and cash flows for the three months then ended, and the related notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements"). Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International 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

We conducted our reviews in accordance with the Standards on Review Engagements of the Republic of China 2410 "Review of Interim 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.

Conclusion

Based on our reviews, nothing has come to our attention that caused us to believe that the accompanying consolidated financial statements do not present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the three months ended March 31, 2024 and 2023 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.

The engagement partners on the reviews resulting in this independent auditors' review report are Chiang Hsun Chen and Cheng Chuan Yu.

Ching-hsun Chen Cheng-Chuan Yu

Deloitte & Touche
Taipei, Taiwan
Republic of China

May 24, 2024

Notice to Readers

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

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (In Thousands of New Taiwan Dollars)

ASSETS	March 31, 2024		December 31, 2023		March 31, 2023 (Restated)	
	Amount	%	Amount	%	Amount	%
CURRENT ASSETS						
Cash and cash equivalents (Note 6)	\$ 3,936,810	31	\$ 3,390,540	27	\$ 4,869,417	47
Financial assets at amortized cost - current (Notes 8 and 30)	250,000	2	250,000	2	26,000	-
Trade receivables, net (Notes 9 and 20)	311,139	2	234,511	2	247,381	3
Trade receivables from related parties (Notes 20 and 29)	14,890	-	20,259	-	39,121	-
Other receivables (Note 9)	2,422,834	19	2,512,299	20	699,693	7
Other receivables from related parties (Note 29)	512,229	4	647,047	5	677,002	7
Current tax assets	1,178	-	10,524	-	1,766	-
Prepayments (Notes 15 and 29)	15,288	-	14,180	-	13,461	-
Other financial assets - current (Notes 10, 28 and 30)	4,739,998	37	5,041,759	40	3,391,493	33
Other current assets	9,085	-	8,719	-	6,857	-
Total current assets	<u>12,213,451</u>	<u>95</u>	<u>12,129,838</u>	<u>96</u>	<u>9,972,191</u>	<u>97</u>
NON-CURRENT ASSETS						
Financial assets at fair value through profit or loss - non-current (Note 7)	213	-	214	-	211	-
Financial assets at amortized cost - non-current (Notes 8 and 30)	27,000	-	27,000	-	1,000	-
Property, plant and equipment (Notes 12 and 29)	169,858	1	178,753	1	201,282	2
Right-of-use assets (Note 13)	195,467	2	214,370	2	53,046	-
Intangible assets (Note 14)	57,090	1	60,727	1	808	-
Deferred tax assets (Note 4)	123,707	1	38,968	-	55,774	1
Other non-current assets (Notes 15 and 29)	31,875	-	31,524	-	21,509	-
Total non-current assets	<u>605,210</u>	<u>5</u>	<u>551,556</u>	<u>4</u>	<u>333,630</u>	<u>3</u>
TOTAL	<u>\$ 12,818,661</u>	<u>100</u>	<u>\$ 12,681,394</u>	<u>100</u>	<u>\$ 10,305,821</u>	<u>100</u>
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Contract liabilities (Note 20)	\$ 261,225	2	\$ 210,829	2	\$ 86,669	1
Trade payables	6,901	-	3,390	-	1,667	-
Trade payables to related parties (Note 29)	60,169	1	47,152	-	106,832	1
Other payables (Notes 16 and 24)	221,812	2	258,463	2	148,158	2
Other payables to related parties (Note 29)	29,424	-	21,577	-	37,191	-
Current tax liabilities	128,499	1	55,737	1	-	-
Provisions - current (Note 17)	17,973	-	18,002	-	4,908	-
Lease liabilities - current (Notes 13 and 29)	55,049	-	69,555	1	34,635	-
Other current liabilities (Notes 16 and 29)	5,848,789	46	6,098,630	48	4,540,906	44
Total current liabilities	<u>6,629,841</u>	<u>52</u>	<u>6,783,335</u>	<u>54</u>	<u>4,960,966</u>	<u>48</u>
NON-CURRENT LIABILITIES						
Provisions - non-current (Note 17)	11,052	-	10,628	-	9,481	-
Deferred tax liabilities (Note 4)	44,403	-	2,645	-	1,371	-
Lease liabilities - non-current (Notes 13 and 29)	136,947	1	140,006	1	20,388	-
Net defined benefit liabilities - non-current (Notes 4 and 18)	365,100	3	343,247	3	264,628	3
Other non-current liabilities (Notes 16 and 24)	18,269	-	13,740	-	9,474	-
Total non-current liabilities	<u>575,771</u>	<u>4</u>	<u>510,266</u>	<u>4</u>	<u>305,342</u>	<u>3</u>
Total liabilities	<u>7,205,612</u>	<u>56</u>	<u>7,293,601</u>	<u>58</u>	<u>5,266,308</u>	<u>51</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 19)						
Share capital						
Ordinary shares	600,000	5	600,000	4	547,065	5
Capital surplus	4,323,370	34	4,305,972	34	4,597,975	45
Retained earnings (accumulated deficit)						
Unappropriated earnings (accumulated deficit)	689,470	5	481,608	4	(128,908)	(1)
Other equity	209	-	213	-	-	-
Equity attributable to owners of the company	<u>5,613,049</u>	<u>44</u>	<u>5,387,793</u>	<u>42</u>	<u>5,016,132</u>	<u>49</u>
INTERESTS ATTRIBUTABLE TO THE PREDECESSOR UNDER COMMON CONTROL						
	-	-	-	-	23,381	-
Total equity	<u>5,613,049</u>	<u>44</u>	<u>5,387,793</u>	<u>42</u>	<u>5,039,513</u>	<u>49</u>
TOTAL	<u>\$ 12,818,661</u>	<u>100</u>	<u>\$ 12,681,394</u>	<u>100</u>	<u>\$ 10,305,821</u>	<u>100</u>

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

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Three Months Ended March 31			
	2024		2023	
	Amount	%	Amount (Restated)	%
OPERATING REVENUE (Notes 20 and 29)	\$ 1,459,634	100	\$ 1,153,490	100
OPERATING COSTS (Notes 21 and 29)	<u>(988,061)</u>	<u>(67)</u>	<u>(769,732)</u>	<u>(67)</u>
GROSS PROFIT	<u>471,573</u>	<u>33</u>	<u>383,758</u>	<u>33</u>
OPERATING EXPENSES (Notes 21 and 29)				
Selling and marketing expenses	(78,889)	(6)	(75,321)	(6)
General and administrative expenses	(122,344)	(8)	(120,941)	(10)
Research and development expenses	(28,462)	(2)	(29,428)	(3)
Expected credit loss (Note 9)	<u>(40)</u>	<u>-</u>	<u>(369)</u>	<u>-</u>
Total operating expenses	<u>(229,735)</u>	<u>(16)</u>	<u>(226,059)</u>	<u>(19)</u>
PROFIT FROM OPERATIONS	<u>241,838</u>	<u>17</u>	<u>157,699</u>	<u>14</u>
NON-OPERATING INCOME AND EXPENSES (Notes 21 and 29)				
Interest income	16,598	1	8,743	1
Other income	184	-	149	-
Other gains and losses	6,577	-	4,295	-
Finance costs	<u>(2,159)</u>	<u>-</u>	<u>(233)</u>	<u>-</u>
Total non-operating income and expenses	<u>21,200</u>	<u>1</u>	<u>12,954</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	263,038	18	170,653	15
INCOME TAX EXPENSE (Notes 4 and 22)	<u>(55,176)</u>	<u>(4)</u>	<u>(40,577)</u>	<u>(4)</u>
NET PROFIT FOR THE PERIOD	<u>207,862</u>	<u>14</u>	<u>130,076</u>	<u>11</u>

(Continued)

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Three Months Ended March 31			
	2024		2023 (Restated)	
	Amount	%	Amount	%
OTHER COMPREHENSIVE (LOSS) INCOME (Notes 19 and 22)				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	\$ (5)	-	\$ (653)	-
Income tax related to items that may be reclassified subsequently to profit or loss	<u>1</u>	-	<u>-</u>	-
Other comprehensive loss for the period, net of income tax	<u>(4)</u>	-	<u>(653)</u>	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>\$ 207,858</u>	<u>14</u>	<u>\$ 129,423</u>	<u>11</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 207,862	14	\$ 127,519	11
Interests attributable to the predecessor under common control	<u>-</u>	<u>-</u>	<u>2,557</u>	<u>-</u>
	<u>\$ 207,862</u>	<u>14</u>	<u>\$ 130,076</u>	<u>11</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 207,858	14	\$ 127,519	11
Interests attributable to the predecessor under common control	<u>-</u>	<u>-</u>	<u>1,904</u>	<u>-</u>
	<u>\$ 207,858</u>	<u>14</u>	<u>\$ 129,423</u>	<u>11</u>
EARNINGS PER SHARE (Note 23)				
Basic	<u>\$ 3.46</u>		<u>\$ 2.18</u>	
Diluted	<u>\$ 3.32</u>		<u>\$ 2.18</u>	

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

(Concluded)

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company						Total Equity
	Ordinary Share Capital	Capital Surplus	Retained Earnings (Accumulated Deficits)	Other Equity Exchange Differences on Translation of the Financial Statements of Foreign Operations	Total	Interests Attributable to the Predecessor under Common Control	
BALANCE AT JANUARY 1, 2023	\$ 547,065	\$ 4,593,411	\$ (256,427)	\$ -	\$ 4,884,049	\$ 17,150	\$ 4,901,199
Net profit for the three months ended March 31, 2023	-	-	127,519	-	127,519	2,557	130,076
Other comprehensive (loss) for the three months ended March 31, 2023 (Note 19)	-	-	-	-	-	(653)	(653)
Total comprehensive income for the three months ended March 31, 2023	-	-	127,519	-	127,519	1,904	129,423
Issuance of employee share options (Notes 19 and 24)	-	4,564	-	-	4,564	4,327	8,891
BALANCE AT MARCH 31, 2023	<u>\$ 547,065</u>	<u>\$ 4,597,975</u>	<u>\$ (128,908)</u>	<u>\$ -</u>	<u>\$ 5,016,132</u>	<u>\$ 23,381</u>	<u>\$ 5,039,513</u>
BALANCE AT JANUARY 1, 2024	\$ 600,000	\$ 4,305,972	\$ 481,608	\$ 213	\$ 5,387,793	\$ -	\$ 5,387,793
Net profit for the three months ended March 31, 2024	-	-	207,862	-	207,862	-	207,862
Other comprehensive (loss) for the three months ended March 31, 2024 (Note 19)	-	-	-	(4)	(4)	-	(4)
Total comprehensive income/ (loss) for the three months ended March 31, 2024	-	-	207,862	(4)	207,858	-	207,858
Issuance of employee share options (Notes 19 and 24)	-	17,398	-	-	17,398	-	17,398
BALANCE AT MARCH 31, 2024	<u>\$ 600,000</u>	<u>\$ 4,323,370</u>	<u>\$ 689,470</u>	<u>\$ 209</u>	<u>\$ 5,613,049</u>	<u>\$ -</u>	<u>\$ 5,613,049</u>

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

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	For the Three Months Ended March 31	
	2024	2023 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 263,038	\$ 170,653
Adjustments for:		
Depreciation expenses	29,413	22,288
Amortization expenses	3,642	98
Expected credit loss	40	369
Finance costs	2,159	233
Interest income	(16,598)	(8,743)
Compensation cost arising from employee share options	17,398	8,891
Gain on disposal of property, plant and equipment	(57)	-
Property, plant and equipment transferred to expenses	12	-
Loss on disposal of intangible assets	-	87
Gain on lease modification	-	(4,633)
(Gain)/loss on foreign currency exchange	(4,259)	2,423
Changes in operating assets and liabilities		
Trade receivables	(75,810)	(69,880)
Trade receivables from related parties	5,369	11,187
Other receivables	99,269	480,746
Other receivables from related parties	134,385	360,530
Prepayments	(1,154)	(313)
Other current assets	(366)	(6,857)
Other financial assets	301,761	(97,049)
Other non-current assets	79	2
Contract liabilities	50,396	(19,910)
Trade payables	3,511	(1,970)
Trade payables to related parties	11,228	7,525
Other payables	(35,795)	(77,001)
Other payables to related parties	7,325	736
Provisions	164	(1,419)
Other current liabilities	(249,837)	(995,967)
Net defined benefit liabilities	23,005	27,588
Other non-current liabilities	4,535	6,117
Cash generated from/(used in) operations	572,853	(184,269)
Interest received	7,140	1,304
Interest paid	(2,045)	(207)
Income tax (paid)/refunded	(16,040)	24,287
Net cash generated from/(used in) operating activities	561,908	(158,885)

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LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	For the Three Months Ended March 31	
	2024	2023 (Restated)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	\$ (2,971)	\$ (8,878)
Proceeds from disposal of property, plant and equipment	370	-
Increase in refundable deposits	(500)	(79)
Payments for intangible assets	<u>(7)</u>	<u>(300)</u>
Net cash used in investing activities	<u>(3,108)</u>	<u>(9,257)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	<u>(16,897)</u>	<u>(14,497)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>4,367</u>	<u>(10,460)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	546,270	(193,099)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	<u>3,390,540</u>	<u>5,062,516</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	<u>\$ 3,936,810</u>	<u>\$ 4,869,417</u>

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

(Concluded)

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

1. GENERAL INFORMATION

LINE Pay Taiwan Limited (the “Company”) and the entities controlled by the Company (collectively, the “Group”) was incorporated in Taipei as a company limited by shares in March 2015. The Company is primarily engaged in data processing services, electronic information supply services and the third-party payment services.

In July 2023, the Company acquired 100% interest in LINE Pay Plus Corporation with a payment amount of ~~NT\$~~8,800,000 thousand as consideration. The transaction is a business combination under common control; therefore, comparative information of the prior period in the consolidated financial statements is restated as if the combination had already occurred.

On November 17, 2023, the Company’s shares were approved for public offering by the Financial Supervisory Commission Securities and Futures Bureau, and the Company’s shares have been listed on the Taipei Exchange (TPEX) Emerging Stock Board (ESB) since January 26, 2024.

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

2. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Company’s board of directors on May 24, 2024.

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

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

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

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

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

(Continued)

<u>New, Amended and Revised Standards and Interpretations</u>	<u>Effective Date Announced by IASB (Note 1)</u>
Amendments to IFRS 17 “Initial Application of IFRS 9 and IFRS 17 - Comparative Information”	January 1, 2023
IFRS 18 “Presentation and Disclosures in Financial Statements”	January 1, 2027
Amendments to IAS 21 “Lack of Exchangeability”	January 1, 2025 (Note 2) (Concluded)

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

Note 2: An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2025. Upon initial application of the amendments to IAS 21, the Group shall not restate the comparative information and shall recognize any effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or, if applicable, to the cumulative amount of translation differences in equity as well as affected assets or liabilities.

IFRS 18 “Presentation and Disclosures in Financial Statements”

IFRS 18 will supersede IAS 1” Presentation of Financial Statements”. The main changes comprise:

- 1) Items of income and expenses included in the statement of profit or loss shall be classified into the operating, investing, financing, income taxes and discounted operations categories.
- 2) The statement of profit or loss shall present totals and subtotals for operating profit or loss, profit or loss before financing and income taxes and profit or loss.
- 3) Provides guidance to enhance the requirements of aggregation and disaggregation: The Group shall identify the assets, liabilities, equity, income, expenses and cash flows that arise from individual transactions or other events and shall classify and aggregate them into groups based on shared characteristics, so as to result in the presentation in the primary financial statements of line items that have at least one similar characteristic. The Group shall disaggregate items with dissimilar characteristics in the primary financial statements and in the notes. The Group labels items as “other” only if it cannot find a more informative label.
- 4) Disclosures on Management-defined Performance Measures (MPMs): When in public communications outside financial statements and communicating to users of financial statements management’s view of an aspect of the financial performance of the Group as a whole, the Group shall disclose related information about its MPMs in a single note to the financial statements, including the description of such measures, calculations, reconciliations to the subtotal or total specified by IFRS Accounting Standards and the income tax and non-controlling interests effects of related reconciliation items.

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 of the application of other standards and interpretations on the Group’s financial position and financial performance and will disclose the relevant impact when the assessment is completed.

4. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

a. 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 consolidated financial statements.

b. 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.

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

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

c. Basis of consolidation

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

Income and expenses of subsidiaries acquired or disposed of during the period are included in the consolidated statement of comprehensive income from the effective dates of acquisitions up to the effective dates of disposals, as appropriate. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those of the Group. All intra-group transactions, balances, income and expenses are eliminated in full upon consolidation. Total comprehensive income of subsidiaries is attributed to the owners of the Company.

See Note 11 and Table 6 for detailed information on subsidiaries (including percentages of ownership and main businesses).

d. Other material accounting policies

Except for the following, please refer to the consolidated financial statements for the year ended December 31, 2023.

1) Classification of current and non-current assets and liabilities

Current assets include:

- a) Assets held primarily for the purpose of trading;
- b) Assets expected to be realized within 12 months after the reporting period; and

- c) Cash and cash equivalents unless the asset is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current liabilities include:

- a) Liabilities held primarily for the purpose of trading;
- b) Liabilities due to be settled within 12 months after the reporting period; and
- c) Liabilities for which the Group does not have the substantial right at the end of the reporting period to defer settlement for at least 12 months after the reporting period.

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

2) Business combinations under common control

Business combinations under common control are accounted for applying the book-value method. Comparative information of the prior period in the consolidated financial statements is restated as if the combination had already occurred.

3) 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.

4) Other long-term employee benefits

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

5) Income tax expense

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.

5. MATERIAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

Based on the assessment of the Group's management, the accounting policies, estimates, and assumptions adopted by the Group have not been subject to material accounting judgments, estimates and assumptions uncertainty.

6. CASH AND CASH EQUIVALENTS

	March 31, 2024	December 31, 2023	March 31, 2023
Checking accounts and demand deposits	\$ 3,435,810	\$ 3,390,540	\$ 4,869,417
Cash equivalents (investments with original maturities of 3 months or less)			
Time deposits	<u>501,000</u>	<u>-</u>	<u>-</u>
	<u>\$ 3,936,810</u>	<u>\$ 3,390,540</u>	<u>\$ 4,869,417</u>

The market rate intervals of cash in the bank at the end of the period were as follows:

	March 31, 2024	December 31, 2023	March 31, 2023
Bank balance	0.01%-5.12%	0.01%-5.12%	0.01%-0.66%

7. FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Financial assets at FVTPL - non-current</u>			
Financial assets mandatorily classified as at FVTPL			
Non-derivatives financial assets			
Overseas unlisted shares	<u>\$ 213</u>	<u>\$ 214</u>	<u>\$ 211</u>

8. FINANCIAL ASSETS AT AMORTIZED COST

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Current</u>			
Time deposits with original maturities of more than 3 months (a)	\$ 250,000	\$ 250,000	\$ -
Restricted time deposits (b)	<u>-</u>	<u>-</u>	<u>26,000</u>
	<u>\$ 250,000</u>	<u>\$ 250,000</u>	<u>\$ 26,000</u>
<u>Non-current</u>			
Restricted time deposits (b)	<u>\$ 27,000</u>	<u>\$ 27,000</u>	<u>\$ 1,000</u>

- a. The interest rates of time deposits with original maturities of more than 3 months were both 1.35% per annum as of March 31, 2024 and December 31, 2023.

- b. According to the cooperation agreement with merchants, the Group is required to pledge a certificate of deposits as a performance guarantee and collateral for present and future obligations. The interest rates of restricted time deposits were 0.15% per annum as of March 31, 2024, December 31, 2023 and March 31, 2023. Refer to Note 30 for information on assets pledged as collateral or for security.
- c. The Group has tasked its credit management committee to develop and maintain a credit risk grading framework to assess whether there has been a significant increase in credit risk since the last period to the reporting date and measure the expected credit losses. The credit rating information may be obtained from independent rating agencies where available, and if such information is not available, the credit management committee uses other publicly available financial information to rate. In determining the expected credit losses on financial assets measured at amortized cost, the Group considers the current financial condition of counterparties and the future prospects of the industries. The Group assesses that the expected credit loss rate of financial assets measured at amortized cost were 0% per annum as of March 31, 2024, December 31, 2023 and March 31, 2023.

9. TRADE RECEIVABLES AND OTHER RECEIVABLES

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Trade receivables</u>			
At amortized cost			
Gross carrying amount	\$ 311,139	\$ 234,511	\$ 247,381
Less: Allowance for impairment loss	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 311,139</u>	<u>\$ 234,511</u>	<u>\$ 247,381</u>
<u>Other receivables</u>			
Other receivables - third-party payment (unappropriated)	\$ 2,249,753	\$ 2,304,671	\$ 595,682
Other receivables - points issued	163,234	190,551	96,923
Tax refund receivables	-	16,375	-
Interest receivables	9,807	350	7,439
Others	40	352	18
Less: Allowance for impairment loss	<u>-</u>	<u>-</u>	<u>(369)</u>
	<u>\$ 2,422,834</u>	<u>\$ 2,512,299</u>	<u>\$ 699,693</u>

a. Trade receivables

The Group's trade receivables mainly come from financial promotion services and marketing products. The average credit period is 30 to 90 days, and no interest is charged on overdue trade receivables.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECLs. The expected credit losses on trade receivables are estimated using a provision matrix prepared by reference to the past default experience of the customer, the customer's current financial position, as well as forward-looking information. As the Group's historical credit loss experience shows different loss patterns for different customer segments, the Group uses different provision matrixes based on customer segments by industry region.

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

The following tables detail the loss allowance of trade receivables based on the Group's provision matrix:

March 31, 2024

	Not Past Due	1 to 90 Days Past Due	91 to 180 Days Past Due	Over 181 Days Past Due	Total
Expected credit loss rate	0%	0%	-	-	
Gross carrying amount	\$ 285,139	\$ 26,000	\$ -	\$ -	\$ 311,139
Loss allowance (Lifetime ECLs)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost	<u>\$ 285,139</u>	<u>\$ 26,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 311,139</u>

December 31, 2023

	Not Past Due	1 to 90 Days Past Due	91 to 180 Days Past Due	Over 181 Days Past Due	Total
Expected credit loss rate	0%	0%	-	-	
Gross carrying amount	\$ 221,908	\$ 12,603	\$ -	\$ -	\$ 234,511
Loss allowance (Lifetime ECLs)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost	<u>\$ 221,908</u>	<u>\$ 12,603</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 234,511</u>

March 31, 2023

	Not Past Due	1 to 90 Days Past Due	91 to 180 Days Past Due	Over 181 Days Past Due	Total
Expected credit loss rate	0%	0%	-	-	
Gross carrying amount	\$ 224,879	\$ 22,502	\$ -	\$ -	\$ 247,381
Loss allowance (Lifetime ECLs)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost	<u>\$ 224,879</u>	<u>\$ 22,502</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 247,381</u>

b. Other receivables

Other receivables are payments of credit card transactions collected on behalf of the Group but that have not yet been disbursed by the acquiring banks to the Group's account, and receivables of points issued by the Group for banks and contracted merchants. Other receivables are usually received within 1 to 30 days.

The Group measures the loss allowance for other receivables at an amount equal to lifetime ECLs. The expected credit losses on other receivables are estimated using a provision matrix prepared by reference to the past default experience of the customer, the customer's current financial position, as well as forward-looking information. As the Group's historical credit loss experience shows different loss patterns for different customer segments, the Group uses different provision matrixes based on customer segments by industry region.

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

The following tables detail the loss allowance of other receivables based on the Group's provision matrix:

March 31, 2024

	Not Past Due	1 to 90 Days Past Due	91 to 180 Days Past Due	Over 181 Days Past Due	Total
Expected credit loss rate	0%	0%	0%	0%	
Gross carrying amount	\$ 2,414,718	\$ 7,567	\$ 546	\$ 3	\$ 2,422,834
Loss allowance (Lifetime ECLs)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost	<u>\$ 2,414,718</u>	<u>\$ 7,567</u>	<u>\$ 546</u>	<u>\$ 3</u>	<u>\$ 2,422,834</u>

December 31, 2023

	Not Past Due	1 to 90 Days Past Due	91 to 180 Days Past Due	Over 181 Days Past Due	Total
Expected credit loss rate	0%	0%	-	0%	
Gross carrying amount	\$ 2,493,277	\$ 18,809	\$ -	\$ 213	\$ 2,512,299
Loss allowance (Lifetime ECLs)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost	<u>\$ 2,493,277</u>	<u>\$ 18,809</u>	<u>\$ -</u>	<u>\$ 213</u>	<u>\$ 2,512,299</u>

March 31, 2023

	Not Past Due	1 to 90 Days Past Due	91 to 180 Days Past Due	Over 181 Days Past Due	Total
Expected credit loss rate	0%	0%-6%	0%-63%	0%-100%	
Gross carrying amount	\$ 694,638	\$ 4,958	\$ 340	\$ 126	\$ 700,062
Loss allowance (Lifetime ECLs)	<u>(101)</u>	<u>(38)</u>	<u>(104)</u>	<u>(126)</u>	<u>(369)</u>
Amortized cost	<u>\$ 694,537</u>	<u>\$ 4,920</u>	<u>\$ 236</u>	<u>\$ -</u>	<u>\$ 699,693</u>

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

	For the Three Months Ended March 31	
	2024	2023
Balance at January 1	\$ -	\$ -
Add: Net remeasurement of loss allowance	40	369
Less: Amounts written off	<u>(40)</u>	<u>-</u>
Balance at March 31	<u>\$ -</u>	<u>\$ 369</u>

10. OTHER FINANCIAL ASSETS

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Current</u>			
Escrow account deposit	<u>\$ 4,739,998</u>	<u>\$ 5,041,759</u>	<u>\$ 3,391,493</u>

The Group provides a third-party payment service where the transaction amounts are deposited in the Group's escrow account as performance guarantee, ensuring the disbursement to merchant. The customers' transaction amounts with contracted merchants via the Group's platform will be directly remitted to the Group's escrow account in the escrow bank, which will disburse the transaction amounts to contracted merchants based on the Group's instructions.

The interest rates of escrow account deposit were 0.64%, 0.51% and 0.51% per annum as of March 31 2024, December 31, 2023 and March 31, 2023, respectively. Refer to Note 30 for information on assets pledged as collateral or for security.

11. SUBSIDIARIES

Subsidiaries included in the consolidated financial statements are as follows:

Investor	Investee	Nature of Activities	Proportion of Ownership (%)			Remark
			March 31, 2024	December 31, 2023	March 31, 2023	
The Company	LINE Pay Plus Corporation	System platform development and maintenance	100	100	100	Foreign exchange risk is the major operational risk

In July 2023, the Company acquired 100% interest of LINE Pay Plus Corporation with the payment amount of ~~NT~~8,800,000 thousand (equivalent to NT\$207,792 thousand) as consideration in order to strengthen the system platform development and maintenance related to third-party payment services. The transaction is a business combination under common control. Refer to Note 25 for information on business combination under common control.

12. PROPERTY, PLANT AND EQUIPMENT

	March 31, 2024	December 31, 2023	March 31, 2023
Assets used by the Group	\$ 160,250	\$ 169,248	\$ 195,191
Assets leased under operating leases	<u>9,608</u>	<u>9,505</u>	<u>6,091</u>
	<u>\$ 169,858</u>	<u>\$ 178,753</u>	<u>\$ 201,282</u>

a. Assets used by the Group

	Machinery and Equipment	Office Equipment	Leasehold Improvement	Equipment Pending Acceptance	Total
<u>Cost</u>					
Balance at January 1, 2024	\$ 25,204	\$ 57,369	\$ 100,212	\$ 109,351	\$ 292,136
Additions (Note 29)	-	2,498	-	-	2,498
Transfers from assets leased under operating lease	1,553	-	-	-	1,553
Transfers to assets leased under operating lease	-	-	-	(2,279)	(2,279)
Transfers to operating expenses	-	-	-	(12)	(12)
Disposals	-	-	-	(313)	(313)
Effect of foreign currency exchange differences	<u>-</u>	<u>(40)</u>	<u>(26)</u>	<u>-</u>	<u>(66)</u>
Balance at March 31, 2024	<u>\$ 26,757</u>	<u>\$ 59,827</u>	<u>\$ 100,186</u>	<u>\$ 106,747</u>	<u>\$ 293,517</u>
<u>Accumulated depreciation</u>					
Balance at January 1, 2024	\$ 19,755	\$ 36,148	\$ 66,985	\$ -	\$ 122,888
Depreciation expenses	1,130	3,823	5,008	-	9,961
Transfers from assets leased under operating lease	432	-	-	-	432
Effect of foreign currency exchange differences	<u>-</u>	<u>(11)</u>	<u>(3)</u>	<u>-</u>	<u>(14)</u>
Balance at March 31, 2024	<u>\$ 21,317</u>	<u>\$ 39,960</u>	<u>\$ 71,990</u>	<u>\$ -</u>	<u>\$ 133,267</u>
Carrying amount at March 31, 2024	<u>\$ 5,440</u>	<u>\$ 19,867</u>	<u>\$ 28,196</u>	<u>\$ 106,747</u>	<u>\$ 160,250</u>
Carrying amounts at December 31, 2023 and January 1, 2024	<u>\$ 5,449</u>	<u>\$ 21,221</u>	<u>\$ 33,227</u>	<u>\$ 109,351</u>	<u>\$ 169,248</u>

(Continued)

	Machinery and Equipment	Office Equipment	Leasehold Improvement	Equipment Pending Acceptance	Total
<u>Cost</u>					
Balance at January 1, 2023	\$ 14,415	\$ 56,904	\$ 100,251	\$ 122,500	\$ 294,070
Additions	-	1,417	7,530	-	8,947
Transfers from assets leased under operating lease	1,054	-	-	-	1,054
Transfers to assets leased under operating lease	-	-	-	(888)	(888)
Disposals	-	-	(7,530)	-	(7,530)
Effect of foreign currency exchange differences	-	(466)	(268)	-	(734)
Balance at March 31, 2023	<u>\$ 15,469</u>	<u>\$ 57,855</u>	<u>\$ 99,983</u>	<u>\$ 121,612</u>	<u>\$ 294,919</u>
<u>Accumulated depreciation</u>					
Balance at January 1, 2023	\$ 12,322	\$ 31,040	\$ 54,723	\$ -	\$ 98,085
Depreciation expenses	546	3,404	5,001	-	8,951
Transfers from assets leased under operating lease	544	-	-	-	544
Disposals	-	-	(7,530)	-	(7,530)
Effect of foreign currency exchange differences	-	(209)	(113)	-	(322)
Balance at March 31, 2023	<u>\$ 13,412</u>	<u>\$ 34,235</u>	<u>\$ 52,081</u>	<u>\$ -</u>	<u>\$ 99,728</u>
Carrying amount at March 31, 2023	<u>\$ 2,057</u>	<u>\$ 23,620</u>	<u>\$ 47,902</u>	<u>\$ 121,612</u>	<u>\$ 195,191</u>

(Concluded)

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

Machinery and equipment	3 years
Office equipment	3-5 years
Leasehold improvement	3-5 years

b. Assets leased under operating leases

	Machinery and Equipment For the Three Months Ended March 31	
	2024	2023
<u>Cost</u>		
Balance at January 1	\$ 10,957	\$ 8,826
Transfers from equipment pending acceptance used by the Group	2,279	888
Transfers to machinery and equipment used by the Group	<u>(1,553)</u>	<u>(1,054)</u>
Balance at March 31	<u>\$ 11,683</u>	<u>\$ 8,660</u>

(Continued)

	Machinery and Equipment	
	For the Three Months Ended	
	March 31	
	2024	2023
<u>Accumulated depreciation</u>		
Balance at January 1	\$ 1,452	\$ 2,329
Depreciation expenses	1,055	784
Transfers to machinery and equipment used by the Group	<u>(432)</u>	<u>(544)</u>
Balance at March 31	<u>\$ 2,075</u>	<u>\$ 2,569</u>
Carrying amount at January 1	<u>\$ 9,505</u>	<u>\$ 6,497</u>
Carrying amount at March 31	<u>\$ 9,608</u>	<u>\$ 6,091</u>
		(Concluded)

Operating leases relate to lease of machinery and equipment. The lessees do not have bargain purchase options to acquire the assets at the expiry of the lease periods.

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

Machinery and equipment 3 years

13. LEASE ARRANGEMENTS

a. Right-of-use assets

	March 31,	December 31,	March 31,
	2024	2023	2023
<u>Carrying amount</u>			
Buildings	<u>\$ 195,467</u>	<u>\$ 214,370</u>	<u>\$ 53,046</u>
		For the Three Months Ended	
		March 31	
		2024	2023
Additions to right-of-use assets		<u>\$ 188</u>	<u>\$ -</u>
Depreciation charge for right-of-use assets			
Buildings		<u>\$ 18,397</u>	<u>\$ 12,553</u>

b. Lease liabilities

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Carrying amount</u>			
Current	<u>\$ 55,049</u>	<u>\$ 69,555</u>	<u>\$ 34,635</u>
Non-current	<u>\$ 136,947</u>	<u>\$ 140,006</u>	<u>\$ 20,388</u>

Range of discount rates for lease liabilities were as follows:

	March 31, 2024	December 31, 2023	March 31, 2023
Buildings	0.72%-4.46%	0.72%-4.46%	0.72%-1.28%

c. Material lease activities and terms

The Group leases buildings for the use of offices with lease terms of 3 to 5 years. The Group does not have bargain purchase options to acquire the buildings at the end of the lease terms. In addition, the Group is prohibited from lending, subleasing, or transferring all or any portion of the underlying assets without the lessor's consent.

d. Other lease information

	For the Three Months Ended March 31	
	2024	2023
Expenses relating to short-term leases	<u>\$ 1,164</u>	<u>\$ 1,541</u>
Expenses relating to low-value asset leases	<u>\$ 168</u>	<u>\$ 168</u>
Total cash outflow for leases	<u>\$ (20,274)</u>	<u>\$ (16,413)</u>

The Group's leases of certain office equipment and buildings qualify as short-term or 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.

14. INTANGIBLE ASSETS

	Computer Software	Patents	Copyright	Total
<u>Cost</u>				
Balance at January 1, 2024	\$ 2,221	\$ 57,100	\$ 8,248	\$ 67,569
Additions	7	-	-	7
Effect of foreign currency exchange differences	<u>(3)</u>	<u>-</u>	<u>-</u>	<u>(3)</u>
Balance at March 31, 2024	<u>\$ 2,225</u>	<u>\$ 57,100</u>	<u>\$ 8,248</u>	<u>\$ 67,573</u>

(Continued)

	Computer Software	Patents	Copyright	Total
<u>Accumulated amortization</u>				
Balance at January 1, 2024	\$ 1,167	\$ 4,758	\$ 917	\$ 6,842
Amortization expenses	100	2,855	687	3,642
Effect of foreign currency exchange differences	<u>(1)</u>	<u>-</u>	<u>-</u>	<u>(1)</u>
Balance at March 31, 2024	<u>\$ 1,266</u>	<u>\$ 7,613</u>	<u>\$ 1,604</u>	<u>\$ 10,483</u>
Carrying amount at March 31, 2024	<u>\$ 959</u>	<u>\$ 49,487</u>	<u>\$ 6,644</u>	<u>\$ 57,090</u>
Carrying amounts at December 31, 2023 and January 1, 2024	<u>\$ 1,054</u>	<u>\$ 52,342</u>	<u>\$ 7,331</u>	<u>\$ 60,727</u>
<u>Cost</u>				
Balance at January 1, 2023	\$ 1,987	\$ -	\$ -	\$ 1,987
Additions	300	-	-	300
Disposals	(609)	-	-	(609)
Effect of foreign currency exchange differences	<u>(9)</u>	<u>-</u>	<u>-</u>	<u>(9)</u>
Balance at March 31, 2023	<u>\$ 1,669</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,669</u>
<u>Accumulated amortization</u>				
Balance at January 1, 2023	\$ 1,292	\$ -	\$ -	\$ 1,292
Amortization expenses	98	-	-	98
Disposals	(522)	-	-	(522)
Effect of foreign currency exchange differences	<u>(7)</u>	<u>-</u>	<u>-</u>	<u>(7)</u>
Balance at March 31, 2023	<u>\$ 861</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 861</u>
Carrying amount at March 31, 2023	<u>\$ 808</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 808</u>

(Concluded)

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

Computer software	2-5 years
Patents	5 years
Copyright	3 years

15. OTHER ASSETS

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Current</u>			
Prepayments			
Prepayments for insurance	\$ 6,597	\$ 9,120	\$ 4,569
Prepayments for transaction platform management fees for network security	2,974	-	-
Prepayments for software usage fee (Note 29)	1,582	1,655	525
Prepayments for royalty (Note 29)	1,520	1,520	-
Others (Note 29)	<u>2,615</u>	<u>1,885</u>	<u>8,367</u>
	<u>\$ 15,288</u>	<u>\$ 14,180</u>	<u>\$ 13,461</u>
<u>Non-current</u>			
Refundable deposits (Note 29)	\$ 31,047	\$ 30,617	\$ 21,509
Others	<u>828</u>	<u>907</u>	<u>-</u>
	<u>\$ 31,875</u>	<u>\$ 31,524</u>	<u>\$ 21,509</u>

16. OTHER LIABILITIES

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Current</u>			
Other payables			
Payables for salaries or bonuses (including compensation of employees and remuneration of directors and supervisors)	\$ 118,976	\$ 119,059	\$ 66,268
Payables for VAT	42,514	63,316	43,271
Payables for professional fees	23,167	15,622	20,009
Payables for marketing expenses	17,502	18,106	12,444
Payables for cash-settled share-based payment transactions (Note 24)	9,303	15,416	-
Payables for purchase of equipment	312	785	345
Others	<u>10,038</u>	<u>26,159</u>	<u>5,821</u>
	<u>\$ 221,812</u>	<u>\$ 258,463</u>	<u>\$ 148,158</u>
Other liabilities			
Points issuance	\$ 2,292,557	\$ 2,402,160	\$ 2,447,122
Payables for receipts on behalf of others - third-party payment (settled) (Note 29)	3,452,933	1,746,379	1,359,637
Payables for receipts on behalf of others - third-party payment (not settled)	65,629	1,919,441	704,620
Advanced receipts	11,583	11,674	11,971
Refund liabilities	12,191	11,581	9,023
Receipts under custody	<u>13,896</u>	<u>7,395</u>	<u>8,533</u>
	<u>\$ 5,848,789</u>	<u>\$ 6,098,630</u>	<u>\$ 4,540,906</u>

(Continued)

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Non-current</u>			
Payables for cash-settled share-based payment transactions (Note 24)	\$ 18,269	\$ 13,740	\$ 9,474 (Concluded)

17. PROVISIONS

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Current</u>			
Restoration obligation (a)	\$ 8,345	\$ 8,322	\$ -
Employee benefits (b)	<u>9,628</u>	<u>9,680</u>	<u>4,908</u>
	<u>\$ 17,973</u>	<u>\$ 18,002</u>	<u>\$ 4,908</u>
<u>Non-current</u>			
Restoration obligation (a)	\$ 8,425	\$ 8,174	\$ 8,254
Employee benefits (b)	<u>2,627</u>	<u>2,454</u>	<u>1,227</u>
	<u>\$ 11,052</u>	<u>\$ 10,628</u>	<u>\$ 9,481</u>
	Restoration Obligation	Employee Benefits	Total
Balance at January 1, 2024	\$ 16,496	\$ 12,134	\$ 28,630
Additional provisions recognized	-	164	164
Lease modification	188	-	188
Interest expenses	114	-	114
Effect of foreign currency exchange differences	<u>(28)</u>	<u>(43)</u>	<u>(71)</u>
Balance at March 31, 2024	<u>\$ 16,770</u>	<u>\$ 12,255</u>	<u>\$ 29,025</u>
Balance at January 1, 2023	\$ 14,935	\$ 7,798	\$ 22,733
Decrease provisions recognized	-	(1,419)	(1,419)
Lease modification	(6,608)	-	(6,608)
Interest expenses	26	-	26
Effect of foreign currency exchange differences	<u>(99)</u>	<u>(244)</u>	<u>(343)</u>
Balance at March 31, 2023	<u>\$ 8,254</u>	<u>\$ 6,135</u>	<u>\$ 14,389</u>

- a. Pursuant to the lease agreements, the Group shall, at the end of the respective lease terms, restore the leased plant assets to their original condition at the time of the lease. Provisions are recognized based on the present value of the best estimate of future outflow of economic benefits that will be required by the fulfillment of the restoration obligation stated on the lease contracts. The estimate will be reviewed regularly and adjusted according to the use of the plant.

- b. The provision for employee benefits represents accrual of annual leave and vested long service leave entitlements.

18. RETIREMENT BENEFIT PLANS

- a. Defined contribution plan

The Company adopted a pension plan under the Labor Pension Act (LPA), which is a state-managed defined contribution plan. Under the LPA, the Company makes monthly contributions to employees' individual pension accounts at 6% of monthly salaries and wages.

The employees of the subsidiary in South Korea are participants in a retirement benefit plan operated by the South Korean government. The subsidiary is required to allocate a specific proportion of its payroll costs to the retirement benefit plan to provide funding for the plan. The obligation regarding this government-operated retirement benefit plan is limited to making the specified contributions.

- b. Defined benefit plans

For the three months ended March 31, 2024 and 2023, the pension expenses of defined benefit plans were \$21,980 thousand and \$27,588 thousand, respectively, and these were calculated based on the pension cost rate determined by the actuarial calculation on December 31, 2023 and 2022, respectively.

19. EQUITY

- a. Share capital

Ordinary shares

	March 31, 2024	December 31, 2023	March 31, 2023
Shares authorized (in thousands of shares)	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>
Shares authorized	<u>\$ 1,000,000</u>	<u>\$ 1,000,000</u>	<u>\$ 1,000,000</u>
Shares issued and fully paid (in thousands of shares)	<u>60,000</u>	<u>60,000</u>	<u>54,706</u>
Shares issued and fully paid	<u>\$ 600,000</u>	<u>\$ 600,000</u>	<u>\$ 547,065</u>

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

On March 28, 2023, the Company's board of directors resolved to enact the first employee option plan of 2023, with the subscription price set at \$112 per share and the subscription base date set on April 27, 2023. As of the subscription base date, 1,331,750 units of employee share options were exercised. Upon completion of the change registration on May 17, 2023, the share capital was increased to \$560,382 thousand.

The Company's shareholders resolved in the shareholders' meeting on June 28, 2023 to issue 3,962 thousand ordinary shares with a par value of \$10 from capital surplus. On July 17, 2023, the subscription base date was determined by the board of directors to be August 14, 2023, increasing the share capital to \$600,000 thousand.

b. Capital surplus

	March 31, 2024	December 31, 2023	March 31, 2023
May be used to offset a deficit, distributed as cash dividends, or transferred to share capital (Note)			
Issuance of ordinary shares premium	\$ 4,244,545	\$ 4,244,545	\$ 4,574,288
Conversion of employee share options	2,317	2,317	-
Forfeited employee share options	689	689	-
<u>May only be used to offset a deficit</u>			
Share of changes in capital surplus of subsidiaries	38,750	26,329	-
<u>May not be used for any purpose</u>			
Employee share options	<u>37,069</u>	<u>32,092</u>	<u>23,687</u>
	<u>\$ 4,323,370</u>	<u>\$ 4,305,972</u>	<u>\$ 4,597,975</u>

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

A reconciliation of the balance of each class of capital surplus for the three months ended March 31, 2024 and 2023 was as follows:

	Issuance of Ordinary Shares	Conversion of Employee Share Options	Forfeited Employee Share Options	Employee Share Options	Share of Changes in Capital Surplus of Subsidiaries	Total
Balance at January 1, 2024	\$ 4,244,545	\$ 2,317	\$ 689	\$ 32,092	\$ 26,329	\$ 4,305,972
Share-based payment	-	-	-	4,977	12,421	17,398
Balance at March 31, 2024	<u>\$ 4,244,545</u>	<u>\$ 2,317</u>	<u>\$ 689</u>	<u>\$ 37,069</u>	<u>\$ 38,750</u>	<u>\$ 4,323,370</u>
Balance at January 1, 2023	\$ 4,574,288	\$ -	\$ -	\$ 19,123	\$ -	\$ 4,593,411
Share-based payment	-	-	-	4,564	-	4,564
Balance at March 31, 2023	<u>\$ 4,574,288</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 23,687</u>	<u>\$ -</u>	<u>\$ 4,597,975</u>

c. Retained earnings and dividends policy

Under the dividends policy as set forth in the Articles, where the Company made a profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside as legal reserve 10% of the remaining profit, setting aside or reversing a special reserve, and then any remaining profit together with any undistributed retained earnings shall be used by the Company's board of directors as the basis for proposing a distribution plan, which should be resolved in the shareholders' meeting for the distribution of dividends and bonuses to shareholders. For the policies on the distribution of compensation of employees and remuneration of directors and supervisors, refer to compensation of employees and remuneration of directors and supervisors in Note 21(g).

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

The deficit compensation for 2022, which had been resolved by the shareholders in their meeting on June 28, 2023, was as follows:

	For the Year Ended December 31, 2022
Capital surplus used to offset accumulated deficits	<u>\$ 256,427</u>

The appropriation of earnings for 2023, which were proposed by the Company's board of directors on March 28, 2024, was as follows:

	For the Year Ended December 31, 2023
Legal reserve	<u>\$ 48,161</u>

The appropriation of earnings for 2023 will be resolved by the shareholders in their meeting to be held on June 28, 2024.

d. Other equity items

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

	For the Three Months Ended March 31	
	2024	2023
Balance at January 1	<u>\$ 213</u>	<u>\$ -</u>
Recognized for the period		
Exchange differences on the translation of the financial statements of foreign operations	(5)	-
Income tax related exchange differences on the translation of the financial statements of foreign operations	<u>1</u>	<u>-</u>
Other comprehensive income recognized for the period	<u>(4)</u>	<u>-</u>
Balance at March 31	<u>\$ 209</u>	<u>\$ -</u>

- e. Interests attributable to the predecessor under common control

Exchange differences on the net assets of foreign operations

	For the Three Months Ended March 31	
	2024	2023
Balance at January 1	\$ -	\$ 70
Recognized for the period		
Exchange differences on the translation of the financial statements of foreign operations	-	(653)
Income tax related exchange differences on the translation of the financial statements of foreign operations	-	-
Balance at March 31	<u>\$ -</u>	<u>\$ (583)</u>

20. REVENUE

	For the Three Months Ended March 31	
	2024	2023
Revenue from contracts with customers		
Service fee revenue - third-party payment	\$ 1,217,498	\$ 864,601
Financial marketing cooperation	199,910	162,216
System management services revenue	-	70,801
Others	<u>42,226</u>	<u>55,872</u>
	<u>\$ 1,459,634</u>	<u>\$ 1,153,490</u>

- a. Contract information

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

- 1) Service fee revenue

The Group provides third-party payment services. The service fee is directly related to the individual distinguishable payment processing services rendered and thus is recognized when the transaction is processed.

- 2) Financial marketing cooperation

The Group provides financial marketing services. Financial marketing cooperation is recognized when services are provided.

- 3) System management service revenue

The Group provides platform development and maintenance related to third-party payment services. Revenue from the rendering of services is recognized upon satisfaction of the service conditions.

b. Contract balances

	March 31, 2024	December 31, 2023	March 31, 2023	January 1, 2023
Trade receivables (Note 9)	<u>\$ 311,139</u>	<u>\$ 234,511</u>	<u>\$ 247,381</u>	<u>\$ 177,366</u>
Trade receivables from related parties	<u>\$ 14,890</u>	<u>\$ 20,259</u>	<u>\$ 39,121</u>	<u>\$ 51,936</u>
Contract liabilities - current	<u>\$ 261,225</u>	<u>\$ 210,829</u>	<u>\$ 86,669</u>	<u>\$ 106,579</u>

21. NET PROFIT

a. Interest income

	For the Three Months Ended March 31	
	2024	2023
Bank deposits	\$ 16,544	\$ 8,743
Others	<u>54</u>	<u>-</u>
	<u>\$ 16,598</u>	<u>\$ 8,743</u>

b. Other income

	For the Three Months Ended March 31	
	2024	2023
Rental income	\$ 137	\$ 137
Others	<u>47</u>	<u>12</u>
	<u>\$ 184</u>	<u>\$ 149</u>

c. Other gains and losses

	For the Three Months Ended March 31	
	2024	2023
Net foreign exchange gains (losses)	\$ 6,520	\$ (133)
Profit from lease modification (Note 29)	-	4,633
Gain on disposal of property, plant and equipment	57	-
Loss on disposal of intangible assets	-	(87)
Others	<u>-</u>	<u>(118)</u>
	<u>\$ 6,577</u>	<u>\$ 4,295</u>

Net foreign exchange gains (loss):

	For the Three Months Ended March 31	
	2024	2023
Foreign exchange gains	\$ 10,165	\$ 4,334
Foreign exchange losses	<u>(3,645)</u>	<u>(4,467)</u>
Net foreign exchange gains (loss)	<u>\$ 6,520</u>	<u>\$ (133)</u>

d. Finance costs

	For the Three Months Ended March 31	
	2024	2023
Interest on lease liabilities	\$ 2,045	\$ 207
Other finance costs	<u>114</u>	<u>26</u>
	<u>\$ 2,159</u>	<u>\$ 233</u>

e. Depreciation and amortization

	For the Three Months Ended March 31	
	2024	2023
Depreciation expenses	\$ 29,413	\$ 22,288
Less: Expense allocation (Note 29)	<u>(4,570)</u>	<u>(3,614)</u>
	<u>\$ 24,843</u>	<u>\$ 18,674</u>
An analysis of depreciation by function		
Operating expenses	<u>\$ 24,843</u>	<u>\$ 18,674</u>
Amortization expenses	\$ 3,642	\$ 98
Less: Expense allocation (Note 29)	<u>(12)</u>	<u>(19)</u>
	<u>\$ 3,630</u>	<u>\$ 79</u>
An analysis of amortization by function		
Operating costs	\$ 3,542	\$ -
Operating expenses	<u>88</u>	<u>79</u>
	<u>\$ 3,630</u>	<u>\$ 79</u>

f. Employee benefits expense

	For the Three Months Ended March 31	
	2024	2023
Short-term employee benefits	\$ 197,733	\$ 173,956
Post-employment benefits		
Defined contribution plan	5,552	5,185
Defined benefit plans	21,980	27,588
Share-based payments (Note 24)		
Equity-settled	17,398	8,891
Cash-settled	(1,521)	4,057
Other employee benefits	<u>14,840</u>	<u>3,862</u>
Total employee benefits expenses	255,982	223,539
Less: Expense allocation (Note 29)	<u>(83,722)</u>	<u>(101,129)</u>
	<u>\$ 172,260</u>	<u>\$ 122,410</u>
An analysis of employee benefits expense by function		
Operating costs	\$ 76,475	\$ 45,436
Operating expenses	<u>95,785</u>	<u>76,974</u>
	<u>\$ 172,260</u>	<u>\$ 122,410</u>

g. Compensation of employees and remuneration of directors and supervisors

According to the Company's Articles, the Company accrues compensation of employees and remuneration of directors and supervisors at rates of no less than 1% and no higher than 1%, respectively, of net profit before income tax, compensation of employees, and remuneration of directors and supervisors. But if the Company still has accumulated deficits, it shall first set aside an amount to offset of the deficits.

The Company did not accrue compensation of employees and remuneration of directors and supervisors for the three months ended March 31, 2023 due to the accumulated deficits.

The compensation of employees and the remuneration of directors for the three months ended March 31, 2024 is as follows:

Accrual rate

	For the Three Months Ended March 31, 2024
Compensation of employees	1%
Remuneration of directors	-

Amount

	For the Three Months Ended March 31, 2024
Compensation of employees	<u>\$ 2,638</u>
Remuneration of directors	<u>\$ -</u>

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

The Company did not accrue compensation of employees and remuneration of directors and supervisors for the years ended December 31, 2022 due to the accumulated deficits.

The compensation of employees and the remuneration of directors and supervisors for the years ended December 31, 2023, which was approved by the Company's board of directors on March 28, 2024 is as follows:

Accrual rate

	For the Year Ended December 31, 2023
Compensation of employees	1.01%
Remuneration of directors and supervisors	-

Amount

	For the Year Ended December 31, 2023
Compensation of employees	<u>\$ 6,142</u>
Remuneration of directors and supervisors	<u>\$ -</u>

There is no difference between the actual amounts of compensation of employees and remuneration of directors and supervisors paid and the amounts recognized in the consolidated financial statements for the years ended December 31, 2023 and 2022.

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

22. INCOME TAXES

a. Income tax recognized in profit or loss

Major components of income tax expense are as follows:

	For the Three Months Ended March 31	
	2024	2023
Current income tax		
In respect of the current period	\$ 98,010	\$ -
Deferred income tax		
In respect of the current period	<u>(42,834)</u>	<u>40,577</u>
Income tax expense recognized in profit or loss	<u>\$ 55,176</u>	<u>\$ 40,577</u>

b. Income tax recognized in other comprehensive income

	For the Three Months Ended March 31	
	2024	2023
<u>Deferred tax</u>		
In respect of the current year		
Translation of foreign operations	<u>\$ (1)</u>	<u>\$ -</u>

c. Income tax assessments

As of March 31, 2024, the Group had no pending tax litigation cases. The income tax returns of the Company before March 31, 2022 have been assessed by the tax authorities.

23. EARNINGS PER SHARE

	Unit: NT\$ Per Share	
	For the Three Months Ended March 31	
	2024	2023
Basic earnings per share	<u>\$ 3.46</u>	<u>\$ 2.18</u>
Diluted earnings per share	<u>\$ 3.32</u>	<u>\$ 2.18</u>

The weighted average number of shares outstanding used for the earnings per share computation was adjusted retroactively for the issuance of bonus shares on August 14, 2023. The basic and diluted earnings per share adjusted retrospectively for the three months ended March 31, 2023 were as follows:

	Before Retrospective Adjustment	After Retrospective Adjustment
Basic earnings per share	<u>\$ 2.33</u>	<u>\$ 2.18</u>
Diluted earnings per share	<u>\$ 2.33</u>	<u>\$ 2.18</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 Period

	For the Three Months Ended March 31	
	2024	2023
Profit for the period attributable to owners of the Company	\$ 207,862	\$ 127,519
Profit for the period attributable to the predecessor under common control	<u> -</u>	<u> 2,557</u>
Profit for the period	<u>\$ 207,862</u>	<u>\$ 130,076</u>
Earnings used in the computation of basic earnings per share and diluted earnings per share	<u>\$ 207,862</u>	<u>\$ 127,519</u>

Weighted Average Number of Ordinary Shares Outstanding (In Thousands of Shares)

	For the Three Months Ended March 31	
	2024	2023
Weighted average number of ordinary shares used in the computation of basic earnings per share	60,000	58,574
Effect of potentially dilutive ordinary shares		
Employee share options (Note)	2,531	-
Compensation of employees	<u> 14</u>	<u> -</u>
Weighted average number of ordinary shares used in the computation of diluted earnings per share	<u>62,545</u>	<u>58,574</u>

Note: For the three months ended March 31, 2023, due to the lack of a dilutive effect, it is excluded from the computation of diluted earnings per share.

The Company may settle the compensation of employees in cash or shares; therefore, the Company assumes that the entire amount of the compensation will be settled in shares, and the resulting potential shares will be 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. SHARE-BASED PAYMENT ARRANGEMENTS

a. Employee share option plan of the parent company

In order to attract and retain professional personnel for the Group and incentivize employee morale to create profits for both the Company and its shareholders, the intermediate parent company, Z Holdings Corporation, which was renamed LY Corporation from October 2023 onward, through resolutions of the board of directors, enacted terms and conditions for the issuance of employee share option plans. The following employee share options were issued to employees of the Group:

Grant Date	Granted Units	Exercise Prices (In JPY)
March 31, 2021	1,259,600	¥ 481
April 28, 2020	1,043,400	298
July 29, 2019	370,125	298

Qualified employees of the parent company and its subsidiaries were granted options in the intermediate parent company, Z Holdings Corporation, which was renamed LY Corporation from October 2023 onward. Each option entitles the holder to subscribe for 1,175 ordinary shares of the parent company. The options granted are valid for 9 to 10 years and exercisable at certain percentages after the second to fifth anniversary of the grant date. The performance of the share option is delivered by the parent company by issuing new shares. For any subsequent changes in the parent company's share capital, the exercise price is adjusted accordingly.

Due to organizational restructuring, the intermediate parent company, Z Holdings Corporation, was merged with LINE Corporation and other companies within the Group in October 2023. Following the merger, LINE Corporation and other companies within the Group were dissolved, and Z Holdings Corporation was the surviving company, which was renamed LY Corporation.

Information on employee share options was as follows:

	For the Three Months Ended March 31, 2024					
	Granted on March 31, 2021		Granted on April 28, 2020		Granted on July 29, 2019	
Employee Share Options	Number of Options	Weighted- average Exercise Price (In JPY)	Number of Options	Weighted- average Exercise Price (In JPY)	Number of Options	Weighted- average Exercise Price (In JPY)
Balance at January 1	1,310,125	¥ 481	1,053,975	¥ 298	437,100	¥ 298
Options granted	-	-	-	-	-	-
Options transferred-in	14,100	481	18,800	298	-	-
Options forfeited	-	-	(12,925)	298	-	-
Options exercised	-	-	(2,350)	298	-	-
Balance at March 31	<u>1,324,225</u>	481	<u>1,057,500</u>	298	<u>437,100</u>	298
Options exercisable, end of the period	<u>276,125</u>	481	<u>520,525</u>	298	<u>200,925</u>	298

For the Three Months Ended March 31, 2023						
	Granted on March 31, 2021		Granted on April 28, 2020		Granted on July 29, 2019	
	Number of Options	Weighted-average Exercise Price (In JPY)	Number of Options	Weighted-average Exercise Price (In JPY)	Number of Options	Weighted-average Exercise Price (In JPY)
Employee Share Options						
Balance at January 1	1,214,950	¥ 481	962,325	¥ 298	351,325	¥ 298
Options granted	-	-	-	-	-	-
Options forfeited	(3,525)	481	(2,350)	298	(8,225)	298
Options exercised	-	-	(1,175)	298	(1,175)	298
Balance at March 31	<u>1,211,425</u>	481	<u>958,800</u>	298	<u>341,925</u>	298
Options exercisable, end of the period	<u>-</u>	-	<u>41,125</u>	298	<u>10,575</u>	298

Information on outstanding options was as follows:

	March 31, 2024	December 31, 2023	March 31, 2023
Range of exercise price (in JPY)	¥298-¥481	¥298-¥481	¥298-¥481
Weighted-average remaining contractual life (in years)	5.91 years	6.16 years	7.02 years

Options granted as above are priced using the binomial option pricing model, and the inputs to the model are as follows:

	Grant Date	Grant Date	Grant Date
	March 31, 2021	April 28, 2020 (Note)	July 29, 2019 (Note)
Grant-date share price (in JPY)	¥550.6	¥550.6	¥550.6
Exercise price (in JPY)	¥481	¥298	¥298
Expected volatility	35.33%	36.48%	36.48%
Expected life (in years)	9.62	8.28	8.28
Expected dividend yield	1.010%	1.010%	1.010%
Risk-free interest rate	0.075%	0.017%	0.017%

Note: Since the original ultimate parent company, NAVER Corporation, was merged with SoftBank Group Corp. in March 2021, the fair value of related employee share options was re-measured on March 31, 2021, and compensation costs were recognized based on the re-measured fair value of employee share options since that date.

Compensation costs recognized were \$5,443 thousand and \$5,821 thousand for the three months ended March 31, 2024 and 2023, respectively.

b. Employee share option plan of the Company

On March 28, 2023, the Company's board of directors resolved to approve the first, second and third employee stock option issuance and subscription plan for fiscal year 2023, which approved the issuance of the following employee stock options to the employees of the Company and its subsidiaries who meet certain criteria, respectively:

Terms	Authorized Units	Exercise Prices (NT\$)
First of 2023	1,727,750	\$ 112
Second of 2023	1,827,750	112
Third of 2023	1,914,500	112

The above employee stock options may be issued in one or several installments within one year after the resolutions of the board of directors, with the actual grant dates determined by the chairman. Each option entitles the holder to the right to subscribe for one ordinary share of the Company.

In accordance with the first employee share option plan of 2023, the options were vested immediately on the date of grant. The stock option is exercisable by the stock option holder within one month from the date of grant and is deemed to be forfeited after the expiration of the period.

In accordance with the second employee share option plan of 2023, the stock options are valid for 10 years. The stock option holders may exercise the stock option in accordance with the plan after the third anniversary of the grant date.

In accordance with the third employee share option plan of 2023, the stock options are valid for 10 years. The stock option holders may exercise the stock option in accordance with the plan after the third to fifth anniversary of the grant date at certain percentages.

The performance of the share option is delivered by the Company by issuing new shares. For any subsequent changes in the Company's share capital, the exercise price is adjusted accordingly.

Information on employee share options was as follows:

Employee Share Options	For the Three Months Ended March 31, 2024							
	First of 2023		Second of 2023			Third of 2023		
	Number of Options	Weighted- average Exercise Price (NT\$)	Number of Options	Weighted- average Exercise Price (NT\$)	Number of Options	Weighted- average Exercise Price (NT\$)		
Balance at January 1	-	\$ -	1,798,250	\$ 104.60	Note	1,394,000	\$ 104.60	Note
Options granted	-	-	-	-	-	-	-	-
Options forfeited	-	-	(9,000)	104.60	Note	-	-	-
Options exercised	-	-	-	-	-	-	-	-
Options expired	-	-	-	-	-	-	-	-
Balance at March 31	-	-	<u>1,789,250</u>	104.60	Note	<u>1,394,000</u>	104.60	Note
Options exercisable, end of the period	-	-	-	-	-	-	-	-

For the Three Months Ended March 31, 2023						
Employee Share Options	First of 2023		Second of 2023		Third of 2023	
	Number of Options	Weighted-average Exercise Price (NT\$)	Number of Options	Weighted-average Exercise Price (NT\$)	Number of Options	Weighted-average Exercise Price (NT\$)
Balance at January 1	-	\$ -	-	\$ -	-	\$ -
Options granted	1,727,750	112.00	50,000	112.00	547,000	112.00
Options forfeited	-	-	-	-	-	-
Options exercised	-	-	-	-	-	-
Options expired	-	-	-	-	-	-
Balance at March 31	<u>1,727,750</u>	112.00	<u>50,000</u>	112.00	<u>547,000</u>	112.00
Options exercisable, end of the period	<u>1,727,750</u>	112.00	<u>-</u>	-	<u>-</u>	-
Weighted-average fair value of options granted (\$)	<u>\$ 1.74</u>		<u>\$ 48.81</u>		<u>\$ 50.24</u>	

Note: The exercise prices have been adjusted to account for the issuance of bonus shares.

Information on outstanding options was as follows:

	March 31	
	2024	2023
Range of exercise price (NT\$)	\$104.60	\$112.00
Weighted-average remaining contractual life (in years)	9.28 years	2.62 years

Options granted as above are priced using the Black-Scholes pricing model, and the inputs to the model are as follows:

Employee Share Option Plan of the Company			
Granted on March 28, 2023			
	First of 2023	Second of 2023	Third of 2023
Grant-date share price (NT\$)	\$104.84	\$104.84	\$104.84
Exercise price (NT\$)	\$112	\$112	\$112
Expected volatility	50.36%	48.45%	47.64%-48.45%
Expected life (in years)	0.04	6.50	6.50-7.50
Expected dividend yield	0.00%	0.00%	0.00%
Risk-free interest rate	0.94%	1.15%	1.15%-1.16%

Employee Share Option Plan of the Company			
	Granted on July 3, 2023		Granted on October 31, 2023
	Second of 2023	Third of 2023	Third of 2023
Grant-date share price (NT\$)	\$107.32	\$107.32	\$106.97
Exercise price (NT\$)	\$112	\$112	\$104.6
Expected volatility	48.63%	47.33%-48.63%	46.39%-47.65%
Expected life (in years)	6.50	6.50-7.50	6.50-7.50
Expected dividend yield	0.00%	0.00%	0.00%
Risk-free interest rate	1.11%	1.11%-1.14%	1.26%-1.27%

Compensation cost recognized were \$11,955 thousand and \$3,070 thousand for the three months ended March 31, 2024 and 2023, respectively.

c. Cash-settled share-based payments of the parent company

In August 2022, Z Holdings Corporation, which was renamed LY Corporation from October 2023 onward issued a plan for share-based payments with employee reward points. The cash-settled share-based payments of the plan apply to employees of the Group. This plan aims to reward all employees of Z Holdings Corporation, which was renamed LY Corporation from October 2023 onward, and its controlled subsidiaries who meet certain conditions. The share-based payments will be settled in cash when the vesting conditions are fulfilled.

The Group recorded compensation costs in respect of cash-settled share-based payments of \$(1,521) thousand and \$4,057 thousand for the three months ended March 31, 2024 and 2023, respectively. As of March 31, 2024, December 31, 2023 and March 31, 2023, the Group recorded liabilities of \$27,572 thousand, \$29,156 thousand and \$9,474 thousand, respectively, under other payables and other non-current liabilities. Refer to Note 16.

25. BUSINESS COMBINATION UNDER COMMON CONTROL

In July 2023, the Company acquired 100% interest in LINE Pay Plus Corporation from LINE Biz Plus Corporation with a payment of ₩8,800,000 thousand as consideration in order to expand the business and enhance operational efficiency. The transaction is a business combination under common control; therefore, the comparative information of the prior period in the consolidated financial statements is restated as if the combination had already occurred.

a. Subsidiaries acquired

Subsidiary	Principal Activity	Date of Acquisition	Proportion of Voting Equity Interests Acquired (%)
LINE Pay Plus Corporation	System platform development and maintenance	July 3, 2023	100

b. Consideration transferred

	LINE Pay Plus Corporation
Cash	<u>\$ 207,792</u>

c. Net assets at the date of acquisition

	LINE Pay Plus Corporation
Current assets	
Cash and cash equivalents	\$ 238,812
Trade and other receivables	133,626
Other current assets	6,473
Non-current assets	
Plant and equipment	16,169
Other non-current assets	10,146
	(Continued)

**LINE Pay Plus
Corporation**

Current liabilities	
Trade and other payables	\$ (60,024)
Other current liabilities	(8,369)
Non-current liabilities	
Net defined benefit liabilities	(281,687)
Other non-current liabilities	<u>(16,891)</u>
	<u>\$ 38,255</u>
	(Concluded)

d. The impact of the business combination under common control

**LINE Pay Plus
Corporation**

Consideration paid	\$ 207,792
Less: Carrying amount of the acquired net assets	<u>(38,255)</u>
The impact recognized in equity	<u>\$ 169,537</u>

The amount of the consideration paid that exceeds the carrying amount is adjusted to capital surplus from issued ordinary shares.

e. The impact of retrospective restatement for the three months ended March 31, 2023

Consolidated balance sheet on March 31, 2023

Items	As Originally Stated	Impact	Restated
Current assets	\$ 9,632,042	\$ 340,150	\$ 9,972,191
Non-current assets	<u>308,829</u>	<u>24,800</u>	<u>333,630</u>
Total effect on assets	<u>\$ 9,940,871</u>	<u>\$ 364,950</u>	<u>\$ 10,305,821</u>
Current liabilities	\$ 4,891,652	\$ 69,314	\$ 4,960,966
Non-current liabilities	<u>33,087</u>	<u>272,255</u>	<u>305,342</u>
Total effect on liabilities	<u>\$ 4,924,739</u>	<u>\$ 341,569</u>	<u>\$ 5,266,308</u>
Share capital	\$ 547,065	\$ -	\$ 547,065
Capital surplus	4,597,975	-	4,597,975
Retained earnings	(128,908)	-	(128,908)
Other equity	<u>-</u>	<u>-</u>	<u>-</u>
Owners of the Company	5,016,132	-	5,016,132
Interests attributable to the predecessor under common control	<u>-</u>	<u>23,381</u>	<u>23,381</u>
Total effect on equity	<u>\$ 5,016,132</u>	<u>\$ 23,381</u>	<u>\$ 5,039,513</u>

Consolidated statement of comprehensive income for the three months ended March 31, 2023

Item	As Originally Stated	Impact	Restated
Operating revenue	\$ 1,082,689	\$ 70,801	\$ 1,153,490
Operating costs	(722,044)	(47,688)	(769,732)
Operating expenses	(200,582)	(25,477)	(226,059)
Non-operating income and expenses	8,033	4,921	12,954
Income tax expense	<u>(40,577)</u>	<u>-</u>	<u>(40,577)</u>
Total effect on net profit for the period	127,519	2,557	130,076
Total effect on other comprehensive income for the period, net of income tax	<u>-</u>	<u>(653)</u>	<u>(653)</u>
 Total effect on total comprehensive income for the period	 <u>\$ 127,519</u>	 <u>\$ 1,904</u>	 <u>\$ 129,423</u>
 Impact on net profit attributable to:			
Owners of the Company	\$ 127,519	\$ -	\$ 127,519
Interests attributable to the predecessor under common control	<u>-</u>	<u>2,557</u>	<u>2,557</u>
	<u>\$ 127,519</u>	<u>\$ 2,557</u>	<u>\$ 130,076</u>
 Impact on total comprehensive income attributable to:			
Owners of the Company	\$ 127,519	\$ -	\$ 127,519
Interests attributable to the predecessor under common control	<u>-</u>	<u>1,904</u>	<u>1,904</u>
	<u>\$ 127,519</u>	<u>\$ 1,904</u>	<u>\$ 129,423</u>
 Impact on earnings per share (Unit: NT\$ per share)			
Basic earnings per share	<u>\$2.18</u>		<u>\$2.18</u>
Diluted earnings per share	<u>\$2.18</u>		<u>\$2.18</u>

26. CASH FLOW INFORMATION

a. Non-cash transactions

For the three months ended March 31, 2024 and 2023, the Group entered into the following non-cash investing activities which were not reflected in the statements of cash flows:

As of March 31, 2024, December 31, 2023 and March 31, 2023, the Group had not yet paid for the acquisition of property, plant and equipment at amounts of \$312 thousand, \$785 thousand and \$345 thousand, respectively, which were recorded under other payables.

b. Changes in liabilities arising from financing activities

For the three months ended March 31, 2024

	Opening Balance	Cash Flows	Non-cash Changes			Others	Closing Balance
			Lease Modification	Interest Expenses	Change in Exchange Rates		
Lease liabilities	<u>\$ 209,561</u>	<u>\$ (16,897)</u>	<u>\$ -</u>	<u>\$ 2,045</u>	<u>\$ (668)</u>	<u>\$ (2,045)</u>	<u>\$ 191,996</u>

For the three months ended March 31, 2023

	Opening Balance	Cash Flows	Non-cash Changes			Others	Closing Balance
			Lease Modification	Interest Expenses	Change in Exchange Rates		
Lease liabilities	<u>\$ 74,121</u>	<u>\$ (14,497)</u>	<u>\$ (4,443)</u>	<u>\$ 207</u>	<u>\$ (158)</u>	<u>\$ (207)</u>	<u>\$ 55,023</u>

27. 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 stakeholders through the optimization of the debt and equity balance.

The capital structure of the Group consists of equity of the Company (comprising issued capital, reserves, retained earnings/accumulated deficits and other equity).

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

28. FINANCIAL INSTRUMENTS

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

The carrying amounts of financial assets and financial liabilities recognized in the consolidated financial statements which are not measured at fair value, approximate their fair value, or the fair value of such assets and liabilities cannot be reliably measured.

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

1) Fair value hierarchy

March 31, 2024

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Oversea unlisted shares	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 213</u>	<u>\$ 213</u>

December 31, 2023

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Overseas unlisted shares	\$ <u> -</u>	\$ <u> -</u>	\$ <u> 214</u>	\$ <u> 214</u>

March 31, 2023

	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL				
Overseas unlisted shares	\$ <u> -</u>	\$ <u> -</u>	\$ <u> 211</u>	\$ <u> 211</u>

There were no transfers between Levels 1 and 2 for the three months ended March 31, 2024 and 2023.

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

For the three months ended March 31, 2024

Financial Assets	Financial Assets at FVTPL Equity Instruments
Balance at January 1, 2024	\$ 214
Effect of foreign currency exchange differences	<u> (1)</u>
Balance at March 31, 2024	\$ <u> 213</u>

For the three months ended March 31, 2023

Financial Assets	Financial Assets at FVTPL Equity Instruments
Balance at January 1, 2023	\$ 218
Effect of foreign currency exchange differences	<u> (7)</u>
Balance at March 31, 2023	\$ <u> 211</u>

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

In this approach, the value of net asset measured at fair value in the most recent financial statements of the investee and a liquidity discount parameter are considered in order to derive the fair value of the shares.

c. Categories of financial instruments

	March 31, 2024	December 31, 2023	March 31, 2023
<u>Financial assets</u>			
FVTPL			
Mandatorily classified as at FVTPL	\$ 213	\$ 214	\$ 211
Financial assets at amortized cost (1)	12,245,947	12,137,657	9,972,616

Financial liabilities

Financial liabilities at amortized cost (2)	5,958,632	6,200,771	4,695,688
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- 1) The balances include financial assets at amortized cost, which comprise cash and cash equivalents, financial assets at amortized cost, trade receivables, trade receivables from related parties, other receivables (excluding tax refund receivables), other receivables from related parties, other financial assets and refundable deposits.
- 2) The balances include financial liabilities at amortized cost, which comprise trade payables, trade payables to related parties, other payables (excluding payables for salaries or bonus, payables for VAT and payable for cash-settled share-based payments transactions), other payables to related parties, and other current liabilities (excluding advanced receipts, refund liabilities and receipts under custody).

d. Financial risk management objectives and policies

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

The corporate treasury function reports regularly to the Group's management, which monitors risks and policies implemented to mitigate risk exposures.

1) Market risk

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

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

a) Foreign currency risk

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities (including those eliminated on consolidation) at the end of the year are set out in Note 32.

Sensitivity analysis

The Group is mainly exposed to the USD and JPY.

The following table details the Group's sensitivity to a 1% increase and decrease in the functional currency of each entity in the group against the relevant foreign currencies. The sensitivity rate used when reporting foreign currency risk internally to key management personnel and representing management's assessment of the reasonably possible change in foreign exchange rates is 1%. A positive number below indicates an increase in pre-tax profit associated with the functional currency of each entity in the group strengthening 1% against the relevant currency. For a 1% weakening of the functional currency of each entity in the group against the relevant currency, there would be an equal and opposite impact on pre-tax profit, and the balances below would be negative.

	<u>USD Impact</u>		<u>JPY Impact</u>	
	<u>For the Three Months Ended</u>		<u>For the Three Months Ended</u>	
	<u>March 31</u>		<u>March 31</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Profit or loss	\$ (534)	\$ (8)	\$ 272	\$ 685

The above result was mainly attributable to the exposure on outstanding bank deposits, receivables and payables in USD and JPY that were not hedged at the end of the period.

The Group's sensitivity to USD increased during the current period mainly due to the increase in net assets in USD; its sensitivity to JPY decreased during the current period mainly due to the decrease in net liabilities in JPY.

b) Interest rate risk

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

	<u>March 31,</u>	<u>December 31,</u>	<u>March 31,</u>
	<u>2024</u>	<u>2023</u>	<u>2023</u>
Fair value interest rate risk			
Financial assets	\$ 778,000	\$ 277,000	\$ 27,000
Financial liabilities	208,766	226,057	63,277
Cash flow interest rate risk			
Financial assets	8,175,808	8,432,299	8,260,910

Sensitivity analysis

The sensitivity analysis below was determined based on the Group's exposure to interest rates for both derivative and non-derivative instruments at the end of the period. For floating rate liabilities, the analysis was prepared assuming the amount of each liability outstanding at the end of the period was outstanding for the whole year. A 1% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's pre-tax profit for the three months ended March 31, 2024 and 2023 would have increased/decreased by \$20,440 thousand and \$20,652 thousand, respectively, which was mainly a result of the Group's exposure to interest rates of demand deposits and other financial assets.

The Group's sensitivity to interest rates decreased during the current period mainly due to the decrease in floating rate financial assets.

c) Other price risk

The Group was exposed to equity price risk through its investments in equity securities. Equity investments are held for strategic rather than for trading purposes, the Group does not actively trade these investments.

Sensitivity analysis

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

If equity prices had been 1% higher/lower, pre-tax profit for the three months ended March 31, 2024 and 2023 would have both increased/decreased by \$2 thousand as a result of the changes in fair value of financial assets at FVTPL.

The Group's sensitivity to investments in equity securities has not changed significantly from the prior period.

2) Credit risk

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

In order to minimize credit risk, the management of the Group is responsible for determining credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue receivables. In addition, the Group reviews the recoverable amount of each individual debt at the end of the year to ensure that adequate allowance is made for possible irrecoverable amounts.

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.

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

The following table details the Group's remaining contractual maturities for its non-derivative financial liabilities with agreed upon repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities from the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

To the extent that interest flows are at floating rates, the undiscounted amount was derived from the interest rate curve at the end of the period.

March 31, 2024

	On Demand or Less than 1 Month	1 Month to 3 Months	3 Months to 1 Year	1-5 Years
Non-interest bearing liabilities	\$ 3,666,075	\$ -	\$ -	\$ -
Lease liabilities	<u>6,324</u>	<u>12,648</u>	<u>43,115</u>	<u>147,813</u>
	<u>\$ 3,672,399</u>	<u>\$ 12,648</u>	<u>\$ 43,115</u>	<u>\$ 147,813</u>

December 31, 2023

	On Demand or Less than 1 Month	1 Month to 3 Months	3 Months to 1 Year	1-5 Years
Non-interest bearing liabilities	\$ 3,798,611	\$ -	\$ -	\$ -
Lease liabilities	<u>6,336</u>	<u>12,673</u>	<u>51,691</u>	<u>158,885</u>
	<u>\$ 3,804,947</u>	<u>\$ 12,673</u>	<u>\$ 51,691</u>	<u>\$ 158,885</u>

March 31, 2023

	On Demand or Less than 1 Month	1 Month to 3 Months	3 Months to 1 Year	1-5 Years
Non-interest bearing liabilities	\$ 2,248,566	\$ -	\$ -	\$ -
Lease liabilities	<u>2,924</u>	<u>5,848</u>	<u>26,314</u>	<u>20,467</u>
	<u>\$ 2,251,490</u>	<u>\$ 5,848</u>	<u>\$ 26,314</u>	<u>\$ 20,467</u>

29. TRANSACTIONS WITH RELATED PARTIES

The parent company of the Company is LINE Financial Corporation, which held 65.84%, 68.35% and 70.01% of the ordinary shares of the Company as of March 31, 2024, December 31, 2023 and March 31, 2023, respectively.

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

a. Related party name and category

<u>Related Party Name</u>	<u>Related Party Category</u>
Taipei Fubon Commercial Bank Co., Ltd.	The Company's shareholder
Union Bank of Taiwan Co., Ltd.	The Company's shareholder
SoftBank Group Corp.	Ultimate parent company
LY Corporation (Note 1)	Intermediate parent company
LINE Financial Corporation (Note 2)	Parent company
LINE Pay Corporation	Fellow subsidiary
IPX Corporation	Fellow subsidiary
LINE Plus Corporation	Fellow subsidiary
LY Communications Corporation	Fellow subsidiary
LINE NEXT Corporation	Fellow subsidiary
LINE Biz Plus Corporation	Fellow subsidiary
LINE Taiwan Limited	Fellow subsidiary
LINE Friends Taiwan Limited	Fellow subsidiary
NAVER Corporation	The Company acts as its associate
NAVER Cloud Corporation	Related party in substance
JDW Co., Ltd. (Note 3)	Related party in substance
Choco Media Co., Limited	Related party in substance
LINE Bank Taiwan Limited	Related party in substance
N Tech Service Corporation	Related party in substance
NAVER I&S Corporation	Related party in substance
NAVER Financial Corporation	Related party in substance
NAVER Connect Foundation	Related party in substance
inComms Corporation	Related party in substance
SNOW Corporation	Related party in substance

Note 1: Due to organizational restructuring, Z Holdings Corporation merged with LINE Corporation and other companies within the Group in October 2023. Following the merger, LINE Corporation and other companies within the Group were dissolved, and Z Holdings Corporation was the surviving company, which was renamed LY Corporation. The rights and obligations of the Group and the original parent company, LINE Corporation, are assumed by LY Corporation.

Note 2: LINE Financial Plus Corporation was renamed LINE Financial Corporation in October 2023.

Note 3: Due to changes in percentage of ownership, the Group's original fellow subsidiary, JDW Co., Ltd., became a related party in substance in September 2023. The related party transactions for the three months ended March 31, 2023 are disclosed based on the above new related party category.

b. Operating revenue

Related Party Category/Name	Nature	For the Three Months Ended March 31	
		2024	2023
Intermediate parent company			
LY Corporation	Service fee revenue (1)	\$ 64,285	\$ 53,300
Fellow subsidiaries			
LINE Pay Corporation	System management services revenue (2)	-	70,801
Others	Service fee revenue (4)	6,896	5,896
	Others	1,142	2,225
The Company's shareholders	Service fee revenue (4)	4,658	2,340
	Financial marketing cooperation (3)	26,978	32,810
	Others	1,623	543
Related parties in substance	Service fee revenue (4)	5,897	6,233
	Others	<u>213</u>	<u>253</u>
		<u>\$ 111,692</u>	<u>\$ 174,401</u>

- 1) The Company entered into a LINE Points business agreement with LINE Corporation (it was renamed LY Corporation from October 2023 on) on September 4, 2017. The service fee revenue is charged based on the usage ratio of LINE Points according to the contract.
- 2) The subsidiary, LINE Pay Plus Corporation, provided manpower support services related to software development and maintenance of the payment system for LINE Pay Corporation. The service expense is charged monthly based on the agreed-upon rate per hour worked. In July 2023, the agreement was terminated.
- 3) The Company entered into business collaboration agreements with related parties. Based on the agreements, the Company shall recognize financial cooperation marketing revenue for providing promotion services for co-branded cards issued by banks.
- 4) The Company entered into platform operator service agreements with related parties. Based on the agreements, the Company shall recognize service fee revenue for providing third-party payment services. The service fee revenue is charged based on a fixed rate of the transaction amount of third-party payments.

The transaction prices and credit terms with related parties are in accordance with the agreements.

c. Operating costs

Related Party Category/Name	Nature	For the Three Months Ended March 31	
		2024	2023
Fellow subsidiaries			
LINE Pay Corporation	System management service cost (1)	\$ 11,358	\$ 93,016
Others	Others	-	7,711
The Company's shareholders			
Taipei Fubon Commercial Bank Co., Ltd.	Service fee cost (2)	1,479	190,685
Union Bank of Taiwan Co., Ltd.	Service fee cost (2)	64,652	35,039
Related party in substance	System management service cost	<u>5,288</u>	<u>2,251</u>
		<u>\$ 82,777</u>	<u>\$ 328,702</u>

1) In 2019, the Company entered into a management service agreement with LINE Pay Corporation. Under the agreement, LINE Pay Corporation will provide services related to the development, maintenance and operation of the payment system, hardware and software. The agreement is in effect from January 1, 2019 until September 21, 2023, and will be extended automatically upon expiration of the contract if there are no objections. The fee is calculated on a cost basis based on the transaction volume of LINE Pay service plus an 8% markup and an additional system usage license fee of 1% of the monthly service fee revenues of the Company. Because the Company acquired patents of the payment system from LINE Pay Corporation, the Company entered into a supplementary agreement with LINE Pay Corporation in August 2023, under which the calculation of fees will be changed to a 5.5% markup on the cost of services rendered by LINE Pay Corporation. The fee is recognized as operating cost or operating expense based on its nature.

2) Service fee costs were computed based on transaction amounts and agreed-upon service fee rates.

The transaction prices and credit terms with related parties conform to regular business practice and are not different from those with unrelated parties.

d. Receivables from related parties

Line Item	Related Party Category/Name	March 31, 2024	December 31, 2023	March 31, 2023
Trade receivables				
Fellow subsidiaries				
	LINE Pay Corporation	\$ -	\$ -	\$ 23,330
	Others	748	1,301	1,426
The Company's shareholders				
	Taipei Fubon Commercial Bank Co., Ltd.	10,965	15,634	11,321
	Others	<u>3,177</u>	<u>3,324</u>	<u>3,044</u>
		<u>\$ 14,890</u>	<u>\$ 20,259</u>	<u>\$ 39,121</u>

(Continued)

Line Item	Related Party Category/Name	March 31, 2024	December 31, 2023	March 31, 2023
Other receivables - third-party payment (unappropriated)	The Company's shareholders			
	Taipei Fubon Commercial Bank Co., Ltd.	\$ 19,187	\$ 65,084	\$ 253,242
	Union Bank of Taiwan Co., Ltd.	<u>206,088</u>	<u>215,998</u>	<u>57,124</u>
		<u>\$ 225,275</u>	<u>\$ 281,082</u>	<u>\$ 310,366</u>
Other receivables - points issued	Fellow subsidiary			
	LINE Taiwan Limited	\$ 120,749	\$ 152,884	\$ 209,567
	The Company's shareholders			
	Taipei Fubon Commercial Bank Co., Ltd.	56,550	86,428	90,503
	Union Bank of Taiwan Co., Ltd.	43,512	30,583	23,401
	Related party in substance	<u>441</u>	<u>-</u>	<u>-</u>
		<u>\$ 221,252</u>	<u>\$ 269,895</u>	<u>\$ 323,471</u>
Other receivables - others	Fellow subsidiary	<u>\$ 65,702</u>	<u>\$ 96,070</u>	<u>\$ 43,165</u>

(Concluded)

The outstanding trade and other receivables from related parties are unsecured. For the three months ended March 31, 2024 and 2023, no impairment loss was recognized on trade and other receivables from related parties.

e. Payables to related parties (excluding loans from related parties)

Line Item	Related Party Category/Name	March 31, 2024	December 31, 2023	March 31, 2023
Trade payables	Fellow subsidiaries			
	LINE Pay Corporation	\$ 36,009	\$ 23,558	\$ 88,100
	LINE Taiwan Limited	21,470	20,613	12,434
	Others	-	-	4,804
	Related party in substance			
	N Tech Service Corporation	<u>2,690</u>	<u>2,981</u>	<u>1,494</u>
		<u>\$ 60,169</u>	<u>\$ 47,152</u>	<u>\$ 106,832</u>

(Continued)

Line Item	Related Party Category/Name	March 31, 2024	December 31, 2023	March 31, 2023
Other payables	Intermediate parent company	\$ 124	\$ 124	\$ 733
	Fellow subsidiaries			
	LINE Pay Corporation	27,233	17,278	17,711
	LINE Plus Corporation	341	84	16,154
	Others	60	276	226
	The Company acts as its associate	39	1,733	-
	Related party in substance	1,627	2,082	2,351
	The Company's shareholders	<u>-</u>	<u>-</u>	<u>16</u>
		<u>\$ 29,424</u>	<u>\$ 21,577</u>	<u>\$ 37,191</u>
Payables for receipts on behalf of others - third-party payment (settled) (classified as other current liabilities)	Intermediate parent company	\$ 16,014	\$ 20,848	\$ 65,005
	Fellow subsidiaries	42,314	43,434	142,119
	Related party in substance	<u>14,155</u>	<u>4,291</u>	<u>3,799</u>
		<u>\$ 72,483</u>	<u>\$ 68,573</u>	<u>\$ 210,923</u> (Concluded)

The outstanding trade and other payables to related parties are unsecured.

f. Prepayments

Related Party Category/Name	March 31, 2024	December 31, 2023	March 31, 2023
Intermediate parent company			
LY Corporation	\$ 983	\$ 878	\$ 418
Fellow subsidiary			
IPX Corporation	1,520	1,520	-
Related party in substance	<u>35</u>	<u>60</u>	<u>-</u>
	<u>\$ 2,538</u>	<u>\$ 2,458</u>	<u>\$ 418</u>

g. Acquisition of property, plant and equipment

Related Party Category/Name	Purchase Price	
	For the Three Months Ended March 31	
	2024	2023
Fellow subsidiary	<u>\$ 169</u>	<u>\$ -</u>

h. Lease arrangements

Line Item	Related Party Category/Name	March 31, 2024	December 31, 2023	March 31, 2023
Lease liabilities	Parent company LINE Financial Corporation	<u>\$ 171,608</u>	<u>\$ 180,476</u>	<u>\$ -</u>

Related Party Category/Name	For the Three Months Ended March 31	
	2024	2023
<u>Interest expense</u>		
Parent company LINE Financial Corporation	\$ 1,969	\$ -
Related party in substance SNOW Corporation	<u>-</u>	<u>32</u>
	<u>\$ 1,969</u>	<u>\$ 32</u>
<u>Lease expense</u>		
Related party in substance	<u>\$ -</u>	<u>\$ 384</u>

The subsidiary leased the right-of-use assets of office buildings from its parent company and related party in substance in August 2023 and February 2022, respectively. The lease terms of the two contracts were 5 years and 1.5 years, respectively; the rental is based on similar assets' market rental rates and fixed lease payments are paid monthly. However, in March 2023, the subsidiary terminated its lease agreement with a related party in substance in advance, recognizing a gain on lease modification of \$4,633 thousand, which was recorded under other gains and losses.

Lease expenses included expenses relating to short-term leases.

i. Others

Line Item	Related Party Category/Name	March 31, 2024	December 31, 2023	March 31, 2023
Refundable deposits	Parent company LINE Financial Corporation	\$ 19,454	\$ 19,523	\$ -
	Related party in substance SNOW Corporation	<u>-</u>	<u>-</u>	<u>10,500</u>
		<u>\$ 19,454</u>	<u>\$ 19,523</u>	<u>\$ 10,500</u>

Line Item	Related Party Category/Name	For the Three Months Ended	
		2024	2023
Marketing expenses	Fellow subsidiaries	\$ <u>100</u>	\$ <u>152</u>
Management service expenses	Intermediate parent company (1)	\$ 878	\$ 1,616
	Fellow subsidiaries		
	LINE Pay Corporation (c)	9,142	19,083
	Others	386	182
	Related party in substance	<u>1,858</u>	<u>1,674</u>
		<u>\$ 12,264</u>	<u>\$ 22,555</u>
Other management expenses	Intermediate parent company	\$ 1,440	\$ 883
	Parent company	122	-
	Fellow subsidiaries	149	-
	The Company acts as its associate	264	-
	Related party in substance	<u>1,028</u>	<u>653</u>
		<u>\$ 3,003</u>	<u>\$ 1,536</u>
Research and development expenses	Fellow subsidiaries		
	LINE Plus Corporation (2)	\$ -	\$ 16,273
	Related party in substance	<u>921</u>	<u>-</u>
		<u>\$ 921</u>	<u>\$ 16,273</u>

- 1) In 2017, the Company entered into a management service agreement with LINE Corporation (it was renamed LY Corporation from October 2023 on). Under the agreement, LY Corporation shall provide services related to the use and maintenance of LINE POINTS system for a period of one year, which will be automatically extended upon expiration of the agreement if there are no objections. The fee is calculated on the basis of a monthly fee of ¥1,755 thousand. In September 2023, the Company acquired the copyright of LINE POINTS system and the management service agreement was re-signed. The calculation of the fee changed to ¥40 thousand and ₩6,145 thousand per month, and the Company shall pay the US dollar equivalents.
- 2) On January 1, 2021, the Company entered into a service agreement with LINE UP Corporation. Under the agreement, LINE UP Corporation shall provide LINE Pay application development and maintenance services. The service expense is charged monthly based on the actual hours spent. From August 2022 on, LINE Plus Corporation continued to provide the services as LINE UP Corporation was merged with LINE Plus Corporation. Since LINE Pay Plus Corporation was established in April 2023, the service has been provided by since then.
- 3) The Company paid \$7,018 thousand and \$13,305 thousand, respectively, to LY Corporation for the three months ended March 31, 2024 and 2023 for transactions conducted by consumers to purchase products from LINE STORE using LINE Points whose costs are borne by the Company.

4) The subsidiary shared manpower with its fellow subsidiary, LINE Biz Plus Corporation, and received \$90,070 thousand and \$114,890 thousand for the three months ended March 31, 2024 and 2023, respectively. The expense is recognized as operating cost or operating expense based on its nature.

j. Remuneration of key management personnel

	For the Three Months Ended March 31	
	2024	2023
Short-term employee benefits	\$ 10,387	\$ 9,627
Post-employment benefits	247	269
Share-based payments		
Equity settlement	4,120	981
Cash settlement	(114)	1,048
Other employee benefits	<u>725</u>	<u>865</u>
	<u>\$ 15,365</u>	<u>\$ 12,790</u>

The remuneration of directors and key executives, as determined by the board of directors, is based on the performance of individuals and market trends.

30. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

	March 31, 2024	December 31, 2023	March 31, 2023
Financial assets at amortized cost - current			
Restricted time deposits	\$ -	\$ -	\$ 26,000
Financial assets at amortized cost - non-current			
Restricted time deposits	27,000	27,000	1,000
Other financial assets - current			
Trust account deposit	<u>2,824,555</u>	<u>2,195,467</u>	<u>1,338,451</u>
	<u>\$ 2,851,555</u>	<u>\$ 2,222,467</u>	<u>\$ 1,365,451</u>

31. SIGNIFICANT UNRECOGNIZED COMMITMENTS

In April 2024, the Group signed an office lease for a land use rights investment and development project located at Plot 15, Jingmao Section, Nangang District, Taipei City. The lease term is 10 years. Starting November 1, 2025, the estimated monthly rent will be \$5,825 thousand, and the actual monthly rent will be calculated based on the amount specified in the issued title deed.

32. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

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

March 31, 2024

	Foreign Currency	Exchange Rate	Carrying Amount
<u>Financial assets</u>			
Monetary items			
USD	\$ 3,225	31.967 (USD:NTD)	\$ 103,095
USD	5,128	1,346.8 (USD:KRW)	163,931
<u>Financial liabilities</u>			
Monetary items			
USD	6,683	31.967 (USD:NTD)	213,635
JPY	128,785	0.211 (JPY:NTD)	27,190

December 31, 2023

	Foreign Currency	Exchange Rate	Carrying Amount
<u>Financial assets</u>			
Monetary items			
USD	\$ 6,211	30.715 (USD:NTD)	\$ 190,780
USD	4,868	1,289.4 (USD:KRW)	149,516
<u>Financial liabilities</u>			
Monetary items			
USD	5,700	30.715 (USD:NTD)	175,085
JPY	150,656	0.217 (JPY:NTD)	32,753

March 31, 2023

	Foreign Currency	Exchange Rate	Carrying Amount
<u>Financial assets</u>			
Monetary items			
USD	\$ 3,741	30.484 (USD:NTD)	\$ 114,042
USD	765	1,303.8 (USD:KRW)	23,330
<u>Financial liabilities</u>			
Monetary items			
USD	4,479	30.484 (USD:NTD)	136,565
JPY	298,437	0.230 (JPY:NTD)	68,482

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

Foreign Currency	For the Three Months Ended March 31			
	2024		2023	
	Exchange Rate	Net Foreign Exchange Gains (Losses)	Exchange Rate	Net Foreign Exchange Gains (Losses)
USD	31.448 (USD:NTD)	\$ (274)	30.395 (USD:NTD)	\$ (501)
USD	1,318.0 (USD:KRW)	6,329	1,263.3 (USD:KRW)	308
JPY	0.212 (JPY:NTD)	452	0.230 (JPY:NTD)	(60)

33. SEPARATELY DISCLOSED ITEMS

a. Information on significant transactions:

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

b. Information on investees (Table 6)

c. Information on investments in mainland China

- 1) Information on any investee company in mainland China, showing the name, principal business activities, paid-in capital, method of investment, inward and outward remittance of funds, ownership percentage, net income of investees, investment income or loss, carrying amount of the investment at the end of the year, repatriations of investment income, and limit on the amount of investment in the mainland China area (None)

- 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 (None):
- a) The amount and percentage of purchases and the balance and percentage of the related payables at the end of the year.
 - b) The amount and percentage of sales and the balance and percentage of the related receivables at the end of the year.
 - c) The amount of property transactions and the amount of the resultant gains or losses.
 - d) The balance of negotiable instrument endorsements or guarantees or pledges of collateral at the end of the year and the purposes.
 - e) The highest balance, the ending balance, the interest rate range, and total current period interest with respect to financing of funds.
 - f) Other transactions that have a material effect on the profit or loss for the year or on the financial position, such as the rendering or receipt of services.

34. SEGMENT INFORMATION

The Group determines operating segments based on management reports presented to management (the chief operation decision maker) for the purpose of decision making, assessment of performance and resource allocation. The Group only has a single operating segment, which engages in third-party payment business.

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

MARKETABLE SECURITIES HELD

MARCH 31, 2024

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

Holding Company Name	Type and Name of Marketable Securities	Relationship with the Holding Company	Financial Statement Account	March 31, 2024				Note
				Number of Shares	Carrying Amount	Percentage of Ownership (%)	Fair Value	
LINE Pay Plus Corporation	<u>Stocks</u> BravoBeaver Daegu Corp.	Non-related parties	Financial assets at FVTPL - noncurrent	900	\$ 213	1	\$ 213	Note 1

Note 1: There were no restrictions on the use of assets due to providing collateral, pledging loans, or other contractual obligations for the period ending March 31, 2024.

Note 2: Please refer to Table 6 for information on investees.

Note 3: The highest ownership percentage indicated in the above table was equal to the ownership percentage as of March 31, 2024. In addition, such investments are not collateralized or secured.

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

**ACQUISITION OF INDIVIDUAL REAL ESTATE AT COSTS OF AT LEAST NT\$300 MILLION OR 20% OF THE PAID-IN CAPITAL
MARCH 31, 2024**

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

Buyer	Property	Event Date	Transaction Amount	Payment Status	Counterparty	Relationship	Information on Previous Title Transfer If Counterparty Is A Related Party				Pricing Reference	Purpose of Acquisition	Other Terms
							Property Owner	Relationship	Transaction Date	Amount			
The Company	Right-of-use asset - office for investment and development project on land use rights at Plot 15, Jingmao Section, Nangang District, Taipei City	Board resolution date: November 21, 2023 Transaction signing date: April 12, 2024	\$ 625,022 (Note 1)	- (Note 2)	Taiwan Life Insurance Co., Ltd.	Non-related parties	-	-	-	\$ -	Real estate appraisal report	For operational use	-

Note 1: The value of the right-of-use asset is estimated based on the monthly rental rate.

Note 2: The lease term begins on May 1, 2025; therefore, the consideration has not yet been paid.

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

TOTAL PURCHASES FROM OR SALES TO RELATED PARTIES AMOUNTING TO AT LEAST \$100 MILLION OR 20% OF THE PAID-IN CAPITAL FOR THE THREE MONTHS ENDED MARCH 31, 2024
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Buyer/Seller	Related Party	Relationship	Transaction Details				Abnormal Transaction		Notes/Accounts Receivable (Payable)		Note
			(Purchase)/Sale	Amount	% to Total	Payment Terms	Unit Price	Payment Terms	Ending Balance	% to Total	
The Company	LINE Pay Plus Corporation	Subsidiary	System management service costs	\$ 126,068	12	30 days of an invoice issued	In accordance with the agreement	-	\$ (127,497)	(66)	Note 3
LINE Pay Plus Corporation	The Company	Parent company	System management service revenue	(147,767) (Note 1)	(100)	30 days of an invoice issued	In accordance with the agreement	-	149,445 (Note 2)	100	Note 3

Note 1: Operating costs of \$126,068 thousand and research and development expenses of \$21,699 thousand were recognized by the Company.

Note 2: Trade payables to related parties of \$127,497 thousand and other payables to related parties of \$21,948 thousand were recognized by the Company.

Note 3: The transaction has been eliminated through consolidation.

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

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

MARCH 31, 2024

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

Company Name	Related Party	Relationship	Ending Balance	Turnover Rate	Overdue		Amounts Received in Subsequent Period (Note 1)	Allowance for Impairment Loss	
					Amount	Action Taken			
The Company	Union Bank of Taiwan Co., Ltd.	The Company's shareholder	Other receivables	\$ 249,600	-	\$ -	-	\$ 249,600	\$ -
			Trade receivables	3,177	11.14	-	-	3,177	-
	LINE Taiwan Limited	Fellow subsidiary	Other receivables	120,749	-	-	-	120,749	-
			Trade receivables	748	4.46	-	-	748	-
LINE Pay Plus Corporation	The Company	Parent company	Trade receivables	149,445 (Note 2)	4.19	-	-	-	-

Note 1: It refers to the post-period payment collection status after the period ended on May 24, 2024.

Note 2: The transaction has been eliminated through consolidation.

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

**INTERCOMPANY RELATIONSHIPS AND SIGNIFICANT INTERCOMPANY TRANSACTIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2024
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

No.	Investee Company	Counterparty	Relationship	Transaction Details			
				Financial Statement Accounts	Amount (Note 5)	Payment Terms	% of Total Sales or Assets (Note 2)
1	LINE Pay Plus Corporation	The Company	The subsidiary to the parent company	System management service revenue	\$ 147,767 (Note 3)	Monthly settlements of an invoice issued, and the payment is based on actual hours worked	10
				Trade receivables	149,445 (Note 4)		1

Note 1: The Company and the subsidiaries listed on the table are coded according to the following rules:

- a. The Company is coded "0".
- b. The subsidiaries are coded consecutively beginning from "1" in the order presented in the table above.

Note 2: In calculating the ratio of transaction amounts to total consolidated revenue or total assets, if they pertain to balance sheet items, they are calculated as the year-end balance divided by the total consolidated assets. If they pertain to income statement items, they are calculated as the accumulated amount for the period divided by the total consolidated revenue.

Note 3: Operating costs of \$126,068 thousand and research and development expenses of \$21,699 thousand were recognized by the Company.

Note 4: Trade payables to related parties of \$127,497 thousand and other payables to related parties of \$21,948 thousand were recognized by the Company.

Note 5: The transaction has been eliminated through consolidation.

Note 6: The table above includes significant intercompany transactions with amounts exceeding \$10,000 thousand.

LINE PAY TAIWAN LIMITED AND SUBSIDIARIES

**INFORMATION ON INVESTEEES
FOR THE THREE MONTHS ENDED MARCH 31, 2024
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

Investor Company	Investee Company	Location	Main Businesses and Products	Original Investment Amount		As of March 31, 2024			Net Income (Loss) of the Investee	Share of Profit (Loss)	Note
				March 31, 2024	December 31, 2023	Number of Shares	%	Carrying Amount			
The Company	LINE Pay Plus Corporation	Korea	System platform development and maintenance	\$ 207,792	\$ 207,792	200,000 (Note 1)	100.00	\$ 105,881 (Note 2)	\$ 35,595	\$ 35,595 (Note 2)	Subsidiary

Note 1: The highest ownership percentage indicated in the above table is equal to the ownership percentage as of March 31, 2024. In addition, such investments are not collateralized or secured.

Note 2: The transaction has been eliminated through consolidation.