Merida Industry Co., Ltd. and Subsidiaries

Consolidated Financial Statements for the Years Ended December 31, 2024 and 2023 and Independent Auditors’ Report

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The companies required to be included in the consolidated financial statements of affiliates in accordance with the "Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises" for the year ended December 31, 2024 are all the same as the companies required to be included in the consolidated financial statements of parent and subsidiary companies as prepared in conformity with International Financial Reporting Standard No.10, "Consolidated Financial Statements". The information required to be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Consequently, Merida Industry Co., Ltd. and subsidiaries did not prepare a separate set of consolidated financial statements of affiliates.

Very truly yours,

MERIDA INDUSTRY CO., LTD.

By:

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Michael S. T. Tseng
President

March 13, 2025

Deloitte.

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Merida Industry Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Merida Industry Co., Ltd. and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, based on our audits and the reports of other auditors (refer to the Other Matter section of this report), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2024 is as follows:

Revenue Recognition

The Group's sales revenue mainly comes from the manufacture and sale of bicycles, e-bikes, and bicycle components. Since revenue from the export sales of e-bikes for the year ended December 31, 2024 accounted for a significant proportion of sales revenue, recognition of export sales revenue from the sale of e-bikes has been identified as a key audit matter. For the accounting policies on the recognition of sales revenue, refer to Note 4.

Our audit procedures performed in respect of revenue recognition include the following:

1. We obtained an understanding of and evaluated the design and appropriateness of implementation of the internal controls related to the recognition of sales revenue and the operating procedures and risks related to revenue collection. We also tested the continuous effectiveness of its related procedures during the year.

2. We obtained the sales revenue receipts from the export of e-bikes, sampled the orders, and subsequently recognized the documents and receipt vouchers related to sales revenue and verified the occurrence of the sales revenue recognized.

Other Matter

We did not audit the part of the investments accounted for using equity method that were evaluated in the financial statements of the Group, which is consistent with the U.S. GAAP financial reporting structures. This part has been audited by other accountants in accordance with auditing standards generally accepted in the U.S. We have applied all necessary audit procedures on the conversion adjustments made to the financial statements of the Group, and in our opinion, such financial statements present fairly and are in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China. In our opinion, the amounts relating to the abovementioned adjusted financial statements are based on the reports of other auditors and are the results of additional audit procedures performed in order to meet the relevant requirements of the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. The balance of the long-term investments accounted for using the equity method was NT$15,770,662 thousand and NT$18,653,865 thousand, accounting for 42% and 49% of the Group's consolidated total assets as of December 31, 2024 and 2023, respectively. The share of loss of associates was NT$4,046,255 thousand and NT$711,238 thousand, accounting for 552% and (26%) of the Group's consolidated net income (loss) before tax for the years ended December 31, 2024 and 2023, respectively.

We have also audited the parent company only financial statements of Merida Industry Co., Ltd. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shao-Chun Wu and Done-Yuin Tseng.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 2025

Notice to Readers

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

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

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024		2023	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	$ 3,640,467	10	$ 3,459,041	9
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	57,764	-	204,951	1
Financial assets at amortized cost - current (Notes 4 and 8)	264,238	1	116,866	-
Notes receivable (Notes 4 and 20)	3,593	-	7,154	-
Trade receivables (Notes 4, 9, 20 and 28)	664,139	2	735,258	2
Trade receivables from related parties (Notes 4, 9, 20 and 27)	1,992,473	5	1,562,565	4
Other receivables (Notes 4 and 27)	153,211	-	95,229	-
Inventories (Notes 4, 10 and 28)	10,720,853	28	9,531,937	25
Other current assets (Note 22)	253,219	1	87,375	-
Total current assets	17,749,957	47	15,800,376	41
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 11)	3,400	-	3,400	-
Financial assets at amortized cost - non-current (Notes 4 and 8)	447,860	1	359,255	1
Investments accounted for using the equity method (Notes 4 and 13)	16,023,996	43	18,955,372	50
Property, plant and equipment (Notes 4, 14 and 28)	2,198,395	6	2,304,304	6
Right-of-use assets (Notes 4 and 15)	297,545	1	281,916	1
Intangible assets (Notes 4)	51,164	-	59,974	-
Deferred tax assets (Notes 4 and 22)	323,957	1	305,924	1
Prepayments for equipment	45,366	-	31,460	-
Prepaid investments (Note 12)	315,721	1	-	-
Net defined benefit asset - non-current (Notes 4 and 18)	90,774	-	19,129	-
Other non-current assets (Note 4)	33,697	-	36,089	-
Total non-current assets	19,831,875	53	22,356,823	59
TOTAL	$ 37,581,832	100	$ 38,157,199	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term bank loans (Notes 16 and 28)	$ 6,710,250	18	$ 6,088,998	16
Contract liabilities - current (Notes 4, 20 and 27)	172,832	-	39,391	-
Notes and trade payables	4,105,755	11	2,833,485	8
Trade payables to related parties (Note 27)	43,424	-	64,777	-
Other payables (Notes 17 and 27)	928,940	3	858,383	2
Current tax liabilities (Notes 4 and 22)	295,937	1	767,209	2
Lease liabilities - current (Notes 4 and 15)	39,862	-	51,556	-
Current portion of long-term bank loans (Notes 16 and 28)	337,167	1	268,127	1
Other current liabilities	42,819	-	44,895	-
Total current liabilities	12,676,986	34	11,016,821	29
NON-CURRENT LIABILITIES				
Long-term bank loans (Notes 16 and 28)	911,829	2	1,169,575	3
Deferred tax liabilities (Notes 4 and 22)	3,629,971	10	4,344,688	11
Lease liabilities - non-current (Notes 4 and 15)	53,422	-	30,702	-
Guarantee deposits received	27,626	-	25,077	-
Total non-current liabilities	4,622,848	12	5,570,042	14
Total liabilities	17,299,834	46	16,586,863	43
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION				
Ordinary shares	2,989,838	8	2,989,838	8
Capital surplus	940,458	2	630,152	2
Retained earnings				
Legal reserve	4,116,578	11	3,937,840	10
Special reserve	638,687	2	666,194	2
Unappropriated earnings	10,323,780	27	12,934,212	34
Other equity	286,112	1	(638,687)	(2)
Total equity attributable to owners of the Corporation	19,295,453	51	20,519,549	54
NON-CONTROLLING INTERESTS	986,545	3	1,050,787	3
Total equity	20,281,998	54	21,570,336	57
TOTAL	$ 37,581,832	100	$ 38,157,199	100

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2024		2023	
	Amount	**%**	**Amount**	**%**
SALES (Notes 4, 20 and 27)	$ 29,633,132	100	$ 27,261,117	100
COST OF GOODS SOLD (Notes 10, 21 and 27)	24,252,901	82	22,147,087	81
GROSS PROFIT	5,380,231	18	5,114,030	19
REALIZED (UNREALIZED) GAIN ON TRANSACTIONS WITH ASSOCIATES (Note 4)	(31,581)	-	509,805	2
REALIZED GROSS PROFIT	5,348,650	18	5,623,835	21
OPERATING EXPENSES (Note 21)				
Selling and marketing expenses	1,185,800	4	1,145,441	4
General and administrative expenses	1,129,875	4	1,092,451	4
Total operating expenses	2,315,675	8	2,237,892	8
PROFIT FROM OPERATIONS	3,032,975	10	3,385,943	13
NON-OPERATING INCOME AND EXPENSES				
Interest income (Notes 4 and 27)	106,018	1	111,664	-
Dividend income	2,644	-	2,476	-
Other income (Note 27)	133,018	1	145,318	1
Net foreign exchange gains (Notes 4 and 32)	328,828	1	66,277	-
Gain on fair value changes of financial assets at fair value through profit or loss (Note 4)	6,267	-	14,403	-
Interest expense	(239,817)	(1)	(228,501)	(1)
Other expenses	(37,895)	-	(62,985)	-
Share of loss of associates (Notes 4 and 13)	(4,064,696)	(14)	(684,938)	(3)
Total non-operating income and expenses	(3,765,633)	(12)	(636,286)	(3)
PROFIT BEFORE INCOME (LOSS) TAX	(732,658)	(2)	2,749,657	10
INCOME TAX EXPENSE (Notes 4 and 22)	33,516	-	950,895	3
NET PROFIT (LOSS) FOR THE YEAR	(766,174)	(2)	1,798,762	7

(Continued)

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2024		2023	
	Amount	**%**	**Amount**	**%**
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 18)	$ 62,370	-	$ 123,565	-
Share of the other comprehensive loss of associates accounted for using the equity method	(17,010)	-	(15,291)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	-	-	(12,715)	-
	45,360	-	95,559	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	1,279,799	4	67,898	-
Share of the other comprehensive loss of associates accounted for using the equity method	(302,511)	(1)	(6,162)	-
Income tax related to items that may be reclassified subsequently to profit or loss	(43,902)	-	-	-
	933,386	3	61,736	-
Other comprehensive income for the year, net of income tax	978,746	3	157,295	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 212,572	1	$ 1,956,057	7
NET (LOSS) PROFIT ATTRIBUTABLE TO:				
Owners of the Corporation	$ (699,103)	(2)	$ 1,691,823	6
Non-controlling interests	(67,071)	-	106,939	1
	$ (766,174)	(2)	$ 1,798,762	7
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	$ 271,056	1	$ 1,814,889	7
Non-controlling interests	(58,484)	-	141,168	-
	$ 212,572	1	$ 1,956,057	7

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MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2024		2023	
	Amount	**%**	**Amount**	**%**
EARNINGS (LOSS) PER SHARE (Note 23)				
Basic	$ (2.34)		$ 5.66	
Diluted	$ (2.34)		$ 5.64	

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

(With Deloitte & Touche auditors' report dated March 13, 2025) (Concluded)

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Corporation								
			Retained Earnings (Note 19)			Other Equity			
	Ordinary Shares (Note 19)	Capital Surplus (Note 19)	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Total	Non-controlling Interests (Notes 12 and 24)	Total Equity
BALANCE AT JANUARY 1, 2023	$ 2,989,838	$ 416,290	$ 3,595,669	$ 2,464,786	$ 11,783,296	$ (666,194)	$ 20,583,685	$ 910,934	$ 21,494,619
Appropriation of 2022 earnings									
Legal reserve	-	-	342,171	-	(342,171)	-	-	-	-
Reversal of special reserve	-	-	-	(1,798,592)	1,798,592	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(2,092,887)	-	(2,092,887)	(1,315)	(2,094,202)
Changes in capital surplus from investments in associates accounted for using the equity method	-	213,862	-	-	-	-	213,862	-	213,862
Net profit for the year ended December 31, 2023	-	-	-	-	1,691,823	-	1,691,823	106,939	1,798,762
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	95,559	27,507	123,066	34,229	157,295
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	1,787,382	27,507	1,814,889	141,168	1,956,057
BALANCE AT DECEMBER 31, 2023	2,989,838	630,152	3,937,840	666,194	12,934,212	(638,687)	20,519,549	1,050,787	21,570,336
Appropriation of 2023 earnings									
Legal reserve	-	-	178,738	-	(178,738)	-	-	-	-
Reversal of special reserve	-	-	-	(27,507)	27,507	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	(1,793,903)	-	(1,793,903)	-	(1,793,903)
Changes in capital surplus from investments in associates accounted for using the equity method	-	310,306	-	-	-	-	310,306	-	310,306
Changes in percentage of ownership interests in subsidiaries	-	-	-	-	(11,555)	-	(11,555)	(5,758)	(17,313)
Net loss for the year ended December 31, 2024	-	-	-	-	(699,103)	-	(699,103)	(67,071)	(766,174)
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	45,360	924,799	970,159	8,587	978,746
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	(653,743)	924,799	271,056	(58,484)	212,572
BALANCE AT DECEMBER 31, 2024	$ 2,989,838	$ 940,458	$ 4,116,578	$ 638,687	$ 10,323,780	$ 286,112	$ 19,295,453	$ 986,545	$ 20,281,998

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

(With Deloitte & Touche auditors' report dated March 13, 2025)

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) before income tax	$ (732,658)	$ 2,749,657
Adjustments for:		
Depreciation expense	294,491	314,906
Amortization expense	21,063	20,214
Expected credit loss recognized on trade receivables	51,647	25,194
Net gain on fair value changes of financial assets at fair value through profit or loss	(6,267)	(14,403)
Interest expense	239,817	228,501
Interest income	(106,018)	(111,664)
Dividend income	(2,644)	(2,476)
Share of loss of associates	4,064,696	684,938
Loss on disposal of property, plant and equipment	1,563	780
Write-down (reversed) of inventories	(37,106)	67,784
Unrealized (realized) gain on transactions with associates	31,581	(509,805)
Unrealized net (gain) loss on foreign currency exchange	(55,971)	77,684
Gain on lease modification	(1,031)	-
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	153,455	312,157
Notes receivable	3,561	(6,995)
Trade receivables	(359,584)	1,444,456
Other receivables	(30,305)	(27,304)
Inventories	(1,120,285)	798,395
Other current assets	(163,776)	196,256
Contract liabilities	132,499	(2,039,258)
Notes and trade payables	1,239,371	(2,936,395)
Other payables	74,503	(167,376)
Other current liabilities	(772)	27,500
Net defined benefit assets	(9,275)	499
Cash generated from operations	3,682,555	1,133,245
Interest received	101,345	91,575
Dividends received	2,644	2,476
Interest paid	(265,540)	(225,901)
Income tax paid	(1,283,540)	(1,263,589)
Net cash generated from (used in) operating activities	2,237,464	(262,194)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	(218,173)	(483,367)
Proceeds from liquidation of investments accounted for using the equity method	-	1,852
Acquisition of property, plant and equipment	(65,119)	(91,452)
Proceeds from disposal of property, plant and equipment	1,964	2,277
Decrease (increase) in refundable deposits	(248)	1,586
Payments for intangible assets	(2,010)	(8,191)

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MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
Payments for right-of-use assets	$ -	$ (688)
Decrease in other non-current assets	893	2,666
Increase in prepayments for equipment	(45,370)	(28,066)
Net cash used in investing activities	(328,063)	(603,383)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term bank loans	610,077	1,046,033
Proceeds from long-term bank loans	81,935	232,188
Repayments of long-term bank loans	(278,238)	(207,331)
Proceeds from guarantee deposits received	2,835	1,628
Repayment of the principal portion of lease liabilities	(71,829)	(62,237)
Dividends paid to owners of the Corporation	(1,793,903)	(2,094,202)
Acquisition of additional interests in subsidiaries	(17,313)	-
Increase in prepayments for investments	(315,721)	-
Net cash used in financing activities	(1,782,157)	(1,083,921)
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	54,182	(16,030)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	181,426	(1,965,528)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	3,459,041	5,424,569
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 3,640,467	$ 3,459,041

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

(With Deloitte & Touche auditors' report dated March 13, 2025) (Concluded)

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

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

1. GENERAL INFORMATION

Merida Industry Co., Ltd. (the “Corporation”) was incorporated in September 1972 in the Republic of China (ROC). It manufactures and sells bicycles and related parts.

Shares of the Corporation have been listed on the Taiwan Stock Exchange (TWSE) since September 1992.

The consolidated financial statements of the Corporation and its subsidiaries (the “Group”) are presented in the Corporation’s functional currency, the New Taiwan dollar.

2. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Corporation’s board of directors on March 13, 2025.

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 endorsed by the FSC for application starting from 2025

New IFRS Accounting Standards	Effective Date Announced by IASB
Amendments to IAS 21 “Lack of Exchangeability”	January 1, 2025 (Note 1)
Amendments to IFRS 9 and IFRS 7 “Amendments to the Classification and Measurement of Financial Instruments” - the amendments to the application guidance of classification of financial assets	January 1, 2026 (Note 2)

Note 1: 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.

Note 2: An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2026. It is permitted to apply these amendments for an earlier period beginning on January 1, 2025. An entity shall apply the amendments retrospectively but is not required to restate prior periods. The effect of initially applying the amendments shall be recognized as an adjustment to the opening balance at the date of initial application. An entity may restate prior periods if, and only if, it is possible to do so without the use of hindsight.

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

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

New IFRS Accounting Standards	Effective Date Announced by IASB (Note)
Annual Improvements to IFRS Accounting Standards - Volume 11	January 1, 2026
Amendments to IFRS 9 and IFRS 7 "Amendments to the Classification and Measurement of Financial Instruments" - the amendments to the application guidance of derecognition of financial liabilities	January 1, 2026
Amendments to IFRS 9 and IFRS 7 "Contracts Referencing Nature-dependent Electricity"	January 1, 2026
Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"	To be determined by IASB
IFRS 17 "Insurance Contracts"	January 1, 2023
Amendments to IFRS 17	January 1, 2023
Amendments to IFRS 17 "Initial Application of IFRS 17 and IFRS 9 - Comparative Information"	January 1, 2023
IFRS 18 "Presentation and Disclosure in Financial Statements"	January 1, 2027
IFRS 19 "Subsidiaries without Public Accountability: Disclosures"	January 1, 2027

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

1) IFRS 18 "Presentation and Disclosure in Financial Statements"

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

- Items of income and expenses included in the statement of profit or loss shall be classified into the operating, investing, financing, income taxes and discontinued operations categories.

- 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.

- 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.

- 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.

2) Amendments to IFRS 9 and IFRS 7 "Amendments to the Classification and Measurement of Financial Instruments" - the amendments to the application guidance of derecognition of financial liabilities

   The amendments mainly stipulate that, when settling a financial liability in cash using an electronic payment system, the Group can choose to derecognize the financial liability before the settlement date if, and only if, the Group has initiated a payment instruction that resulted in:

   - The Group having no practical ability to withdraw, stop or cancel the payment instruction;

   - The Group having no practical ability to access the cash to be used for settlement as a result of the payment instruction; and

   - The settlement risk associated with the electronic payment system being insignificant.

   The Group shall apply the amendments retrospectively but is not required to restate prior periods. The effect of initially applying the amendments shall be recognized as an adjustment to the opening balance at the date of initial application.

Except for the above impact, as of the date the consolidated financial statements were authorized for issue, the Group is continuously assessing the other impacts of the above amended 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

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

b. Basis of preparation

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

   The fair value measurements 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, which 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. Classification of current and non-current assets and liabilities

Current assets include:

1) Assets held primarily for the purpose of trading;

2) Assets expected to be realized within 12 months after the reporting period; and

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

Current liabilities include:

1) Liabilities held primarily for the purpose of trading;

2) Liabilities due to be settled within 12 months after the reporting period; and

3) 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.

d. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Corporation and the entities controlled by the Corporation (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 Corporation and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group’s ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the interests of the Group and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Corporation.

See Note 12, and Tables 7 and 8 following the Notes to Consolidated Financial Statements for detailed information on subsidiaries (including percentages of ownership and main businesses).

e. Foreign currencies

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

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

Non-monetary item denominated in a foreign currency and measured at historical cost is stated at the reporting currency as originally translated from the foreign currency.

For the purpose of presenting consolidated financial statements, the financial statements of the Corporation's foreign operations (including subsidiaries and associates that are prepared using functional currencies which are different from the currency of the Corporation) are translated into the presentation currency, the New Taiwan dollar, as follows: Assets and liabilities are translated at the exchange rates prevailing at the end of the reporting period; and income and expense items are translated at the average exchange rates for the period. The resulting currency translation differences are recognized in other comprehensive income (attributed to the owners of the Corporation and non-controlling interests as appropriate).

f. Inventories

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

g. Investments in associates

An associate is an entity over which the Generally Accepted Accounting Principle has significant influence and which is neither a subsidiary nor an interest in a joint venture.

The Group uses the equity method to account for its investments in associates.

Under the equity method, investments in an associate are initially recognized at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate. The Group also recognizes the changes in the Group's share of the equity of associates.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of an associate at the date of acquisition is recognized as goodwill, which is included within the carrying amount of the investment and is not amortized.

When the Corporation subscribes for additional new shares of an associate at a percentage different from its existing ownership percentage, the resulting carrying amount of the investment differs from the amount of the Group's proportionate interest in the associate. The Group records such a difference as an adjustment to investments with the corresponding amount charged or credited to capital surplus - changes in capital surplus from investments in associates accounted for using the equity method. If the Group's ownership interest is reduced due to its additional subscription of the new shares of the associate, the proportionate amount of the gains or losses previously recognized in other comprehensive income in relation to that associate is reclassified to profit or loss on the same basis as would be required had the investee directly disposed of the related assets or liabilities. When the adjustment should be debited to capital surplus, but the capital surplus recognized from investments accounted for using the equity method is insufficient, the shortage is debited to retained earnings.

When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any carrying amount of the investment accounted for using the equity method and long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognizing its share of further loss, if any. Additional losses and liabilities are recognized only to the extent that the Group has incurred legal obligations, or constructive obligations, or made payments on behalf of that associate.

The entire carrying amount of an investment (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized to the extent that the recoverable amount of the investment subsequently increases.

When the Group transacts with its associate, profits and losses resulting from the transactions with the associate are recognized in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

h. Property, plant and equipment

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

Property, plant and equipment in the course of construction are measured at cost less any recognized impairment loss. Cost includes professional fees and borrowing costs eligible for capitalization. Samples produced when testing whether an item of property, plant and equipment is functioning properly before that asset reaches its intended use are measured at the lower of cost or net realizable value, and any proceeds from selling and the cost are recognized in profit or loss. Such assets are depreciated and classified to the appropriate categories of property, plant and equipment when completed and ready for their intended use.

Except for freehold land which is not depreciated, the depreciation of property, plant and equipment is recognized using the straight-line method. Each significant part is depreciated separately. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effects of any changes in the estimates accounted for on a prospective basis.

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

i. Goodwill

Goodwill arising from the acquisition of a business is measured at cost as established at the date of acquisition of the business less accumulated impairment loss.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units (referred to as "cash-generating units") that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently whenever there is an indication that the unit may be impaired, by comparing its carrying amount, including the attributed goodwill, with its recoverable amount. However, if the goodwill allocated to a cash-generating unit was acquired in a business combination during the current annual period, that unit shall be tested for impairment before the end of the current annual period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then pro rata to the other assets of the unit based on the carrying amount of each asset in the unit. Any impairment loss is recognized directly in profit or loss. Any impairment loss recognized for goodwill is not reversed in subsequent periods.

j. Intangible assets

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

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

k. Impairment of property, plant and equipment, right-of-use assets, and intangible assets other than goodwill

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

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

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

l. Financial instruments

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

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

1) Financial assets

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

a) Measurement categories

Financial assets are classified into the following categories: financial assets at FVTPL, financial assets at amortized cost and investments in equity instruments at FVTOCI.

i. Financial assets at FVTPL

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

Financial assets at FVTPL are subsequently measured at fair value, and any dividends, interest earned and remeasurement gains or losses on such financial assets are recognized in gains or losses. Fair value is determined in the manner described in Note 26.

ii. Financial assets at amortized cost

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

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

ii) The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

i) Purchased or originated credit-impaired financial assets, for which interest income is calculated by applying the credit-adjusted effective interest rate to the amortized cost of such financial assets; and

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

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

i) Significant financial difficulty of the issuer or the borrower;

ii) Breach of contract, such as a default;

iii) It is becoming probable that the borrower will enter bankruptcy or undergo a financial reorganization; or

iv) The disappearance of an active market for that financial asset because of financial difficulties.

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

iii. Investments in equity instruments at FVTOCI

On initial recognition, the Group may make an irrevocable election to designate investments in equity instruments as at FVTOCI. Designation as at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in other equity. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments; instead, it will be transferred to retained earnings.

Dividends on these investments in equity instruments are recognized in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

b) Impairment of financial assets

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

The Group always recognizes lifetime expected credit losses (ECLs) for trade receivables. For all other financial instruments, the Group recognizes lifetime ECLs when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECLs.

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

For internal credit risk management purposes, the Group considers the following situations as indication that a financial asset is in default (without taking into account any collateral held by the Group):

i. Internal or external information shows that the debtor is unlikely to pay its creditors.

ii. Financial asset is more than 360 days past due unless the Group has reasonable and corroborative information to support a more lagged default criterion.

The impairment loss of all financial assets is recognized in profit or loss by a reduction in their carrying amounts through a loss allowance account.

c) Derecognition of financial assets

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

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

2) Equity instruments

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

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

The repurchase of the Corporation's own equity instruments is recognized in and deducted directly from equity, and its carrying amounts are calculated based on weighted average by share types. No gain or loss is recognized in profit or loss on the purchase, sale, issuance or cancellation of the Corporation's own equity instruments.

3) Financial liabilities

a) Subsequent measurement

All financial liabilities are measured at amortized cost using the effective interest method.

b) Derecognition of financial liabilities

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

4) Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts.

Derivatives are initially recognized at fair value at the date on which the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately. When the fair value of a derivative financial instrument is positive, the derivative is recognized as a financial asset; when the fair value of a derivative financial instrument is negative, the derivative is recognized as a financial liability.

m. Revenue recognition

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

For contracts where the period between the date on which the Group transfers a promised good or service to a customer and the date on which the customer pays for that good or service is one year or less, the Group does not adjust the promised amount of consideration for the effects of a significant financing component.

Revenue from the sale of goods is recognized as revenue when the goods are delivered to the customer's specific location or when the goods are shipped, because it is the time when the customer has full discretion over the manner of distribution and bears the risks. Trade receivables are recognized concurrently. The transaction price received is recognized as a contract liability until the goods have been delivered to the customer.

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

n. Leases

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

1) The Group as lessor

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

Lease payments (less any lease incentives payable) from operating leases are recognized as income on a straight-line basis over the terms of the relevant leases. Initial direct costs incurred in obtaining operating leases are added to the carrying amounts of the underlying assets and recognized as expenses on a straight-line basis over the lease terms.

2) The Group as lessee

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

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

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

Lease liabilities are initially measured at the present value of the lease payments, which comprise fixed payments. The lease payments are discounted using the interest rate implicit in a lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee's incremental borrowing rate will be used.

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

o. Employee benefits

1) Short-term employee benefits

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

2) Retirement benefits

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

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

p. Taxation

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

1) Current tax

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

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

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

2) Deferred tax

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

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

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

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

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

The Group has applied the exception from the recognition and disclosure of deferred tax assets and liabilities relating to Pillar Two income taxes. Accordingly, the Group neither recognizes nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

3) Current and deferred tax for the year

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

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 the Group develops material accounting 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 judgements, estimates and assumptions uncertainty.

6. CASH AND CASH EQUIVALENTS

	December 31	
	2024	**2023**
Cash on hand	$ 3,219	$ 1,764
Checking accounts and demand deposits	3,489,767	2,930,584
Cash equivalents		
Time deposits with original maturities of 3 months or less	147,481	526,693
	$ 3,640,467	$ 3,459,041
Time deposit interest rate per annum (%)	1.50-4.10	1.8-4.70

7. FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	December 31	
	2024	2023
Financial assets		
Non-derivative financial assets		
Domestic listed shares	$ 57,764	$ 53,200
Mutual funds	-	151,751
	$ 57,764	$ 204,951

8. FINANCIAL ASSETS AT AMORTIZED COST

	December 31	
	2024	2023
Current		
Time deposits with original maturities of more than 3 months	$ 264,238	$ 116,866
Non-Current		
Time deposits with original maturities of more than 3 months	$ 447,860	$ 359,255

9. TRADE RECEIVABLES

	December 31	
	2024	2023
Trade receivables	$ 2,714,206	$ 2,332,234
Less: Allowance for impairment loss	(57,594)	(34,411)
	$ 2,656,612	$ 2,297,823

In principle, the payment term granted to customers is 90 days from the invoice date and D/A or O/A of 60 to 180 days. The Group adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group uses other publicly available financial information or its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored.

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

The Group measures the loss allowance for 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, economic condition of the industry in which the customer operates, as well as the GDP forecasts and industry outlook. The Group determines the expected credit loss rate by reference to the past due days of trade receivables.

The Group writes off a trade receivable when there is information 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 table details the loss allowance of trade receivables of the Group:

	Not Past Due	Past Due Within 3 Months	Total
December 31, 2024			
Expected credit loss rate	0%-1%	3%	
Gross carrying amount	$ 2,673,256	$ 40,950	$ 2,714,206
Loss allowance (Lifetime ECLs)	(56,373)	(1,221)	(57,594)
Amortized cost	$ 2,616,883	$ 39,729	$ 2,656,612
December 31, 2023			
Expected credit loss rate	0%-1%	3%	
Gross carrying amount	$ 2,321,502	$ 10,732	$ 2,332,234
Loss allowance (Lifetime ECLs)	(34,089)	(322)	(34,411)
Amortized cost	$ 2,287,413	$ 10,410	$ 2,297,823

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

	For the Year Ended December 31	
	2024	2023
Balance at January 1	$ 34,411	$ 17,294
Net remeasurement of loss allowance	51,647	25,194
Amounts written off	(27,760)	(8,724)
Foreign exchange differences	(704)	647
Balance at December 31	$ 57,594	$ 34,411

10. INVENTORIES

	December 31	
	2024	2023
Finished goods	$ 6,909,152	$ 6,065,249
Work in process	484,564	396,089
Raw materials and supplies	3,180,579	2,908,027
Inventory in transit	146,558	162,572
	$ 10,720,853	$ 9,531,937

The cost of inventories recognized as cost of goods sold for the years ended December 31, 2024 and 2023 was $24,252,901 thousand and $22,147,087 thousand, respectively. The cost of goods sold for the years ended December 31, 2024 and 2023 included inventory write-downs (reversed) of ($37,106) thousand and $67,784 thousand, respectively. Previous write-downs were reversed because slow moving inventories were sold.

Inventories pledged as collateral for bank borrowings are set out in Note 28.

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	December 31	
	2024	2023
Financial assets - non-current		
Domestic unlisted ordinary shares	$ 3,400	$ 3,400

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

12. SUBSIDIARIES

a. Subsidiaries included in the consolidated financial statements

		Proportion of Ownership (%)	
		December 31	
Investor	Investee	2024	2023
The Corporation	Merida International (B.V.I.) Ltd. ("Merida B.V.I.")	100	100
	Merida & Centurion Germany GmbH (Merida & Centurion)	51	51
	Merida Benelux B.V. ("Merida Benelux")	60	60
	Merida Polska Sp.z.o.o ("Merida Polska")	74	74
	Merida Bicycles Ltd. ("Merida U.K.")	81	81
	Merida Japan Co., Ltd. ("Merida Japan")	90	90
	Merida Norge As. ("Merida Norge") (Note 24)	80	75
Merida B.V.I.	Merida Industry (Hong Kong) Co., Ltd. ("Merida Hong Kong")	100	100
	Merida International (SAMOA) Ltd. ("Merida SAMOA")	70	70
Merida Hong Kong	Merida Bicycle (China) Co., Ltd. ("Merida China")	100	100
	Merida Bicycle (Shandong) Co., Ltd. ("Merida Shandong")	100	100
Merida SAMOA	Merida Bicycle (Jiangsu) Ltd. ("Merida Jiangsu")	100	100
Merida Norge	Merida Sverige AB ("Sverige")	100	100

(Continued)

Investor	Investee	Proportion of Ownership (%) December 31 2024	2023
Merida Japan	Miyata Cycle Co., Ltd. (“Miyata”)	100	100
Merida & Centurion	Merida Europe GmbH	100	100
	Merida R&D Center GmbH	100	100

(Concluded)

Refer to Tables 7 and 8 for the nature of activities, principal places of business and countries of incorporation of the subsidiaries.

On August 12, 2024, the Corporation’s board of directors resolved to purchase 39% of the shares of Merida & Centurion from the shareholder and managing director of Wolfgang Renner for EUR17,273,800. The parties signed the contract on October 16, 2024. In November 2024, the Corporation made a prepayment of EUR 9,000,000 for the investment, however, the transfer of equity has not yet been completed as of December 31, 2024.

b. Details of subsidiaries that have material non-controlling interests

Name of Subsidiary	Proportion of Ownership and Voting Rights Held by Non-controlling Interests (%) December 31 2024	2023
Merida SAMOA	30	30

Summarized financial information in respect of Merida SAMOA and subsidiaries that have material non-controlling interests is set out below. The summarized financial information below represents amounts before intragroup eliminations.

	December 31 2024	2023
Current assets	$ 1,456,894	$ 1,095,290
Non-current assets	614,603	648,084
Current liabilities	(926,829)	(691,882)
Non-current liabilities	(349,576)	(517,896)
Equity	$ 795,092	$ 533,596
Equity attributable to:		
Owners of Merida SAMOA	$ 556,564	$ 373,517
Non-controlling interests of Merida SAMOA	238,528	160,079
	$ 795,092	$ 533,596

	For the Year Ended December 31	
	2024	2023
Revenue	$ 3,545,621	$ 2,882,844
Net profit for the year	$ 230,420	$ 39,784
Other comprehensive income (loss) for the year	(9,696)	(7,948)
Total comprehensive income (loss) for the year	$ 220,724	$ 31,836
Profit attributable to:		
Owners of Merida SAMOA	$ 161,294	$ 27,849
Non-controlling interests of Merida SAMOA	69,126	11,935
	$ 230,420	$ 39,784
Total comprehensive income (loss) attributable to:		
Owners of Merida SAMOA	$ 154,507	$ 22,285
Non-controlling interests of Merida SAMOA	66,217	9,551
	$ 220,724	$ 31,836
Net cash inflow (outflow) from:		
Operating activities	$ 102,057	$ 30,641
Investing activities	(1,851)	(2,678)
Financing activities	(42,516)	37,743
Net cash inflow	$ 57,690	$ 65,706

13. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	December 31	
	2024	2023
Unlisted shares		
Specialized Bicycle Components Holding Company, Inc. (“SBC”)	$ 15,770,662	$ 18,653,865
SAIL & SURF Produktion-und Handelsgesellschaft m.b.H. (“SAIL & SURF”)	121,889	125,431
Merida Bikes SWE, S.A (“Merida Bikes SWE”)	50,857	56,483
Merida Czech s.r.o (“Merida Czech”)	42,818	56,433
Merida Slovakia s.r.o (“Merida Slovakia”)	26,963	26,739
Merida Korea Inc. (“Merida Korea”)	3,587	13,190
Merida Italy S.r.a (“Merida Italy”)	7,220	23,231
	$ 16,023,996	$ 18,955,372

The proportion of ownership and voting rights of investments in associates for the Group was as follows:

	December 31	
	2024	2023
SBC	35%	35%
SAIL & SURF	40%	40%
Merida Bikes SWE	36%	36%
Merida Czech	45%	45%
Merida Slovakia	30%	30%
Merida Korea	40%	40%
Merida Italy	27%	27%

Refer to Table 7 "Information on Investees" following the Notes to Consolidated Financial Statements for the nature of activities, principal place of business and country of incorporation of the Group's associates.

The shareholders resolved in their meeting to liquidate WideDoctor in October 2022, and the liquidation was completed in June 2023, resulting in a return of the capital investment of $1,852 thousand.

The aggregate financial information of associates is as follows:

	For the Year Ended December 31	
	2024	2023
The Group's share of:		
Loss for the year	$ (4,064,696)	$ (684,938)
Other comprehensive loss for the year	(319,521)	(21,453)
Total comprehensive income (loss) for the year	$ (4,384,217)	$ (706,391)

14. PROPERTY, PLANT AND EQUIPMENT

	For the Year Ended December 31, 2024						
	Land	Buildings	Machinery and Equipment	Transportation Equipment	Miscellaneous Equipment	Construction in Progress	Total
Cost							
Balance at January 1	$ 479,527	$ 2,836,751	$ 1,279,894	$ 38,528	$ 290,040	$ -	$ 4,924,740
Additions	-	26,113	7,966	1,713	29,327	-	65,119
Disposals	-	(20,820)	(46,290)	(2,706)	(49,900)	-	(119,716)
Reclassifications	-	3,502	16,645	-	-	-	20,147
Effects of foreign currency exchange differences	(58)	61,361	33,887	(1,533)	2,785	-	96,442
Balance at December 31	$ 479,469	$ 2,906,907	$ 1,292,102	$ 36,002	$ 272,252	$ -	$ 4,986,732
Accumulated depreciation							
Balance at January 1	$ -	$ 1,368,597	$ 1,018,867	$ 27,144	$ 205,828	$ -	$ 2,620,436
Additions	-	112,733	69,122	2,260	37,822	-	221,937
Disposals	-	(18,567)	(45,411)	(2,702)	(49,509)	-	(116,189)
Effects of foreign currency exchange differences	-	32,683	27,990	(1,171)	2,651	-	62,153
Balance at December 31	$ -	$ 1,495,446	$ 1,070,568	$ 25,531	$ 196,792	$ -	$ 2,788,337
Carrying amount at December 31	$ 479,469	$ 1,411,461	$ 221,534	$ 10,471	$ 75,460	$ -	$ 2,198,395

	For the Year Ended December 31, 2023						
	Land	Buildings	Machinery and Equipment	Transportation Equipment	Miscellaneous Equipment	Construction in Progress	Total
Cost							
Balance at January 1	$ 479,397	$ 2,795,678	$ 1,293,377	$ 37,099	$ 289,592	$ 8,210	$ 4,903,353
Additions	-	29,499	17,068	5,326	39,242	317	91,452
Disposals	-	(5,970)	(14,872)	(6,379)	(40,597)	(1,495)	(69,313)
Reclassifications	-	7,154	235	-	-	(7,154)	235
Effects of foreign currency exchange differences	130	10,390	(15,914)	2,482	1,803	122	(987)
Balance at December 31	$ 479,527	$ 2,836,751	$ 1,279,894	$ 38,528	$ 290,040	$ -	$ 4,924,740
Accumulated depreciation							
Balance at January 1	$ -	$ 1,263,683	$ 965,615	$ 29,006	$ 199,018	$ -	$ 2,457,322
Additions	-	116,340	81,070	2,303	46,933	-	246,646
Disposals	-	(5,705)	(14,607)	(5,503)	(40,441)	-	(66,256)
Effects of foreign currency exchange differences	-	(5,721)	(13,211)	1,338	318	-	(17,276)
Balance at December 31	$ -	$ 1,368,597	$ 1,018,867	$ 27,144	$ 205,828	$ -	$ 2,620,436
Carrying amount at December 31	$ 479,527	$ 1,468,154	$ 261,027	$ 11,384	$ 84,212	$ -	$ 2,304,304

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

Buildings	
Main buildings	25-60 years
Ancillary work	4-55 years
Machinery and equipment	8-15 years
Transportation equipment	5 years
Miscellaneous equipment	3-15 years

Property, plant and equipment pledged as collateral for bank borrowings are set out in Note 28.

15. LEASE ARRANGEMENTS

a. Right-of-use assets

	December 31	
	2024	2023
Carrying amounts		
Land	$ 206,162	$ 204,560
Buildings	76,125	54,806
Transportation equipment	14,227	20,509
Miscellaneous equipment	1,031	2,041
	$ 297,545	$ 281,916

	For the Year Ended December 31	
	2024	2023
Additions to right-of-use assets	$ 80,936	$ 27,167
Depreciation charge for right-of-use assets		
Land	$ 8,543	$ 9,457
Buildings	51,993	47,353
Transportation equipment	11,122	10,616
Miscellaneous equipment	896	834
	$ 72,554	$ 68,260

Except for the aforementioned additions and recognized depreciation, the Group did not have significant sublease or impairment of right-of-use assets for the years ended December 31, 2024 and 2023.

b. Lease liabilities

	December 31	
	2024	2023
Carrying amounts		
Current	$ 39,862	$ 51,556
Non-current	$ 53,422	$ 30,702

Range of discount rates for lease liabilities was as follows:

	December 31	
	2024	2023
Land	1.73%-6.86%	1.15%-6.86%
Buildings	1.66%-6.35%	1.15%-6.86%
Transportation equipment	0.80%-6.93%	0.80%-6.93%
Miscellaneous equipment	0.80%-6.86%	0.80%-6.86%

c. Material lease-activities and terms

The Group leases certain, land, buildings, transportation equipment, machinery, and miscellaneous equipment for product manufacturing and operational uses with lease terms of 2 to 7 years. According to the lease contract, the Group does not have bargain purchase options to acquire the leasehold land and buildings at the end of the lease terms.

Merida China acquired the right to use land in the Bao An District of Shenzhen City, mainland China for 50 years; Merida Shandong acquired the right to use land from the Dezhou Economic Development Zone in Shandong province for 50 years; Merida Jiangsu acquired the right to use land from the Nantong Economic and Technological Development Zone in Jiangsu province for 50 years. During the period of land use, the lessee enjoys land use rights, income rights, transfer and leasing rights and is responsible for the various taxes and fees payable for the use of the land. The land is used for the construction of production plants, office buildings and staff dormitories.

d. Other lease information

	For the Year Ended December 31	
	2024	2023
Expenses relating to short-term leases	$ 33,268	$ 30,739
Expenses relating to low-value asset leases	$ 1,844	$ 1,656
Total cash outflow for leases	$ (106,941)	$ (94,632)

The Group leases certain office equipment and miscellaneous equipment which qualify as short-term leases and 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.

16. BORROWINGS

a. Short-term bank borrowings

	December 31	
	2024	2023
Unsecured borrowings	$ 6,326,837	$ 5,733,872
Letters of credit - due after 180 days of acceptance	109,144	54,626
Secured borrowings (Note 28)	274,269	300,500
	$ 6,710,250	$ 6,088,998
Rate of interest per annum (%)		
Unsecured borrowings	0.50-9.13	0.50-8.85
Letters of credit	No higher than 1.39	No higher than 0.42
Secured borrowings	5.00-7.67	5.00-9.15

The secured borrowings were secured by the Group’s freehold land, buildings, inventories and trade receivables (refer to Note 28).

b. Long-term bank borrowings

	December 31	
	2024	2023
Unsecured loans		
Bank loans	$ 1,248,996	$ 1,437,702
Less: Current portion	(337,167)	(268,127)
Long-term borrowings	$ 911,829	$ 1,169,575

The bank loans will be due from March 2026 to December 2036. As of December 31, 2024 and 2023, the effective interest rate range of the bank loans was 0.12%-3.80% and 0.12%-5.07% per annum, respectively.

17. OTHER PAYABLES

	December 31 2024	December 31 2023
Payables for salaries and bonuses	$ 224,504	$ 141,419
Payables for compensation of employees	-	154,377
Payables for remuneration of directors	-	66,897
Others	704,436	495,690
	$ 928,940	$ 858,383

18. RETIREMENT BENEFIT PLANS

a. Defined contribution plans

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

Merida & Centurion, Merida Europe GmbH, Merida R&D Center GmbH, Merida Benelux, Merida Polska, Merida U.K., Merida Japan, Miyata, Merida Norge and Sverige do not have established pension plans but pay annuity and certain types of insurance under the local regulations. Merida China, Merida Shandong and Merida Jiangsu pay a basic endowment insurance for its local employees on a monthly basis under the regulations of local governments. The related departments of the local governments have the authority to arrange and pay the employees' pensions. The aforementioned plan belongs to the defined contribution retirement policy.

Merida B.V.I., Merida Hong Kong and Merida SAMOA are holding companies; therefore, these companies are not required to establish a retirement policy.

b. Defined benefit plans

The defined benefit plans adopted by the Corporation in accordance with the Labor Standards Act is operated by the government of the ROC. Pension benefits are calculated on the basis of the length of service and average monthly salaries of the 6 months before retirement. The Corporation contributes amounts equal to 6% of total monthly salaries and wages to a pension fund administered by the pension fund monitoring committee. Pension contributions are deposited in the Bank of Taiwan in the committee's name. Before the end of each year, the Corporation assesses the balance in the pension fund. If the amount of the balance in the pension fund is inadequate to pay retirement benefits for employees who conform to retirement requirements in the next year, the Corporation is required to fund the difference in one appropriation that should be made before the end of March of the next year. The pension fund is managed by the Bureau of Labor Funds, Ministry of Labor (the "Bureau"); the Corporation has no right to influence the investment policy and strategy. According to the regulations for employees' retirement policy, the Corporation reserves 4% of monthly salaries and wages of appointed managers as an employee retirement reserve (recognized as net defined benefit assets).

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

	December 31 2024	December 31 2023
Present value of defined benefit obligation	$ 366,071	$ 430,560
Fair value of plan assets	(456,845)	(449,689)
Net defined benefit assets	$ (90,774)	$ (19,129)

Movements in net defined benefit assets were as follows:

	Present Value of the Defined Benefit Obligation	Fair Value of the Plan Assets	Net Defined Benefit Assets
Balance at January 1, 2024	$ 430,560	$ (449,689)	$ (19,129)
Service cost			
Current service cost	2,441	-	2,441
Net interest expense (income)	5,754	(6,052)	(298)
Recognized in profit or loss	8,195	(6,052)	2,143
Remeasurement			
Return on plan assets (excluding amounts included in net interest)	-	(41,670)	(41,670)
Actuarial (gain) loss			
Changes in financial assumptions	(4,587)	-	(4,587)
Changes in demographic assumptions	497	-	497
Experience adjustments	(16,610)	-	(16,610)
Recognized in other comprehensive income	(20,700)	(41,670)	(62,370)
Contributions from the employer	-	(4,213)	(4,213)
Benefits paid	(51,984)	44,779	(7,205)
Balance at December 31, 2024	$ 366,071	$ (456,845)	$ (90,774)
Balance at January 1, 2023	$ 641,521	$ (537,584)	$ 103,937
Service cost			
Current service cost	4,214	-	4,214
Net interest expense (income)	8,600	(7,200)	1,400
Recognized in profit or loss	12,814	(7,200)	5,614
Remeasurement			
Return on plan assets (excluding amounts included in net interest)	-	(3,636)	(3,636)
Actuarial (gain) loss			
Experience adjustments	(119,929)	-	(119,929)
Recognized in other comprehensive income	(119,929)	(3,636)	(123,565)
Contributions from the employer	-	(5,115)	(5,115)
Benefits paid	(103,846)	103,846	-
Balance at December 31, 2023	$ 430,560	$ (449,689)	$ (19,129)

Through the defined benefit plan under the Labor Standards Act, the Corporation is exposed to the following risks:

1) Investment risk: The plan assets are invested in domestic and foreign equity and debt securities, bank deposits, etc. The investment is conducted at the discretion of the Bureau or under the mandated management. However, in accordance with relevant regulations, the return generated by plan assets should not be below the interest rate for a 2-year time deposit with local banks.

2) Interest risk: A decrease in the government and corporate bond interest rate will increase the present value of the defined benefit obligation; however, this will be partially offset by an increase in the return on the plans' debt investments.

3) Salary risk: The present value of the defined benefit obligation is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the present value of the defined benefit obligation.

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

	December 31	
	2024	**2023**
Discount rate	1.60%	1.40%
Expected rate of salary increase	2.25%	2.25%

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

	December 31	
	2024	**2023**
Discount rate		
0.50% increase	$ (11,037)	$ (13,762)
0.50% decrease	$ 11,661	$ 14,563
Expected rate of salary increase		
0.50% increase	$ 11,533	$ 14,373
0.50% decrease	$ (11,025)	$ (13,721)

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

	December 31	
	2024	**2023**
Expected contributions to the plans for the next year	$ 4,257	$ 4,253
Average duration of the defined benefit obligation	6.3 years	6.7 years

19. EQUITY

a. Ordinary shares

	December 31	
	2024	2023
Number of shares authorized (in thousands)	350,000	350,000
Shares authorized	$ 3,500,000	$ 3,500,000
Number of shares issued and fully paid (in thousands)	298,984	298,984
Shares issued	$ 2,989,838	$ 2,989,838

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

b. Capital surplus

	December 31	
	2024	2023
May be used to offset a deficit, distributed as cash dividends, or transferred to share capital (Note)		
Issuance of ordinary shares	$ 416,290	$ 416,290
May only be used to offset a deficit		
Changes in capital surplus from investments in associates accounted for using the equity method	524,168	213,862
	$ 940,458	$ 630,152

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

c. Retained earnings and dividends policy

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

According to the dividends policy of the Corporation, the total dividends distributed shall be 10% to 80% of the distributable retained earnings of the current year. In addition, cash dividends distributed should be at least 10% of the total dividends distributed.

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

The appropriations of earnings and earnings per share approved in the shareholders' meetings in June 2024 and 2023, respectively, were as follows:

	Appropriation of Earnings		Dividends Per Share (NT$)	
	For the Year Ended December 31		For the Year Ended December 31	
	2023	2022	2023	2022
Legal reserve	$ 178,738	$ 342,171		
Reversal of special reserve	(27,507)	(1,798,592)		
Cash dividends	1,793,903	2,092,887	$ 6.0	$ 7.0

The appropriation of earnings for 2024, which was proposed by the Corporation's board of directors on March 13, 2025, was as follows:

	Appropriation of Earnings	Dividends Per Share (NT$)
Legal reserve	$ -	
Reversal of special reserve	(638,687)	
Cash dividends	1,195,935	$ 4

The appropriation of earnings for 2024 will be resolved by the shareholders in their meeting to be held on June 25, 2025.

20. REVENUE

	For the Year Ended December 31	
	2024	2023
Revenue from contracts with customers		
Revenue from sale of goods	$ 29,633,132	$ 27,261,117

a. Contract balances

	December 31, 2024	December 31, 2023	January 1, 2023
Notes and trade receivables	$ 2,660,205	$ 2,304,977	$ 3,847,507
Contract liabilities - current	$ 172,832	$ 39,391	$ 2,079,008

b. Disaggregation of revenue

Refer to Note 34 for information about the disaggregation of revenue.

21. NET PROFIT FROM CONTINUING OPERATIONS

a. Employee benefits expense, depreciation and amortization expenses

	Operating Costs	Operating Expenses	Total
For the Year Ended December 31, 2024			
Short-term employee benefits	$ 1,016,680	$ 888,876	$ 1,905,556
Post-employment benefits			
Defined contribution plans	53,086	45,415	98,501
Defined benefit plans	910	1,233	2,143
Other employee benefits	35,863	44,097	79,960
Depreciation expense	158,482	136,009	294,491
Amortization expense	452	20,611	21,063
For the Year Ended December 31, 2023			
Short-term employee benefits	1,068,611	861,780	1,930,391
Post-employment benefits			
Defined contribution plans	49,036	40,541	89,577
Defined benefit plans	4,140	1,474	5,614
Other employee benefits	38,649	104,817	143,466
Depreciation expense	178,585	136,321	314,906
Amortization expense	2	20,212	20,214

b. Employees' compensation and remuneration of directors

According to the Corporation's Articles of Incorporation, the Corporation accrued employees' compensation and remuneration of directors at rates of no less than 5% and no higher than 5%, respectively, of net profit before income tax, employees' compensation, and remuneration of directors. The compensation of employees and remuneration of directors were not accrued because of the pre-tax net loss of the years ended December 31, 2024. The employees' compensation and remuneration of directors for the years ended December 31, 2023, which were approved by the Corporation's board of directors on March 14, 2024, are as follows:

	For the Year Ended December 31 2023	
Cash	Accrual Rate	Amount
Employees' compensation	6%	$ 154,377
Remuneration of directors	2.6%	66,897

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

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

Information on the employees' compensation and remuneration of directors resolved by the Corporation's board of directors is available at the Market Observation Post System website of the TWSE.

22. TAXES

a. Major components of tax expense recognized in profit or loss

	For the Year Ended December 31	
	2024	2023
Current tax		
In respect of the current year	$ 853,718	$ 863,159
Income tax on unappropriated earnings	-	139,262
Adjustments for prior years	(42,791)	53,520
	810,927	1,055,941
Deferred tax		
In respect of the current year	(777,411)	(105,046)
Income tax expense recognized in profit or loss	$ 33,516	$ 950,895

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

	For the Year Ended December 31	
	2024	2023
Income tax expense calculated at the statutory rate	$ 139,912	$ 773,444
Nondeductible expenses in determining taxable income	8,506	4,287
Tax-exempt income	(1,734)	(3,340)
Income tax on unappropriated earnings	-	139,262
Unrecognized deductible temporary differences	(3,399)	4,582
Utilization of loss carryforwards	(66,978)	(20,860)
Adjustments for prior years' tax	(42,791)	53,520
Income tax expense recognized in profit or loss	$ 33,516	$ 950,895

The Income Tax Act in the ROC is 20%. The tax rate applicable to the subsidiaries in China is 25%; the tax amounts generated from other districts are calculated by the tax rates applicable in each relevant district.

b. Current tax assets and liabilities

	December 31	
	2024	2023
Current tax assets		
Advance income tax (recognized as other current assets)	$ 3,434	$ 3,217
Current tax liabilities		
Income tax payable	$ 295,937	$ 767,209

c. Changes in deferred tax assets and liabilities

	For the Year Ended December 31, 2024				
	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Exchange differences	Closing Balance
Deferred tax assets					
Temporary differences					
Unrealized intercompany profit	$ 197,666	$ 15,826	$ -	$ -	$ 213,492
Defined benefit obligations	4,840	(500)	-	-	4,340
Unrealized impairment loss on assets	12,498	33	-	(1)	12,530
Unrealized provision for loss on inventories	71,642	(20,689)	-	-	50,953
Unrealized foreign currency exchange losses	19,278	(6,421)	-	(398)	12,459
Loss carryforwards	-	28,861	-	(443)	28,418
Other	-	1,806	-	(41)	1,765
	$ 305,924	$ 18,916	$ -	$ (883)	$ 323,957
Deferred tax liabilities					
Temporary differences					
Investments accounted for using the equity method	$ 4,243,754	$ (775,304)	$ -	$ -	$ 3,468,450
Reserve for land revaluation increment tax	100,934	-	-	-	100,934
Unrealized foreign currency exchange gains	-	14,926	-	(66)	14,860
Exchange differences on translation of the financial statements of foreign operations	-	-	43,902	-	43,902
Other	-	1,883	-	(58)	1,825
	$ 4,344,688	$ (758,495)	$ 43,902	$ (124)	$ 3,629,971

	For the Year Ended December 31, 2023				
	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Exchange differences	Closing Balance
Deferred tax assets					
Temporary differences					
Unrealized intercompany profit	$ 259,955	$ (62,289)	$ -	$ -	$ 197,666
Defined benefit obligations	17,565	(10)	(12,715)	-	4,840
Unrealized impairment loss on assets	12,498	-	-	-	12,498
Unrealized provision for loss on inventories	25,018	46,624	-	-	71,642
Unrealized foreign currency exchange losses	7,021	12,257	-	-	19,278
	$ 322,057	$ (3,418)	$ (12,715)	$ -	$ 305,924

(Continued)

	For the Year Ended December 31, 2023				
	Opening Balance	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Exchange differences	Closing Balance
Deferred tax liabilities					
Temporary differences					
Investments accounted for using the equity method	$ 4,352,218	$ (108,464)	$ -	$ -	$ 4,243,754
Reserve for land revaluation increment tax	100,934	-	-	-	100,934
	$ 4,453,152	$ (108,464)	$ -	$ -	$ 4,344,688

(Concluded)

d. Deductible temporary differences and unused loss carryforwards for which no deferred tax assets have been recognized

	December 31	
	2024	2023
Loss carryforwards	$ 598,613	$ 831,811
Deductible temporary differences	59,504	82,025
	$ 658,117	$ 913,836

e. Income tax assessments

The income tax returns of the Corporation through 2022 have been assessed by the tax authorities.

f. Pillar Two income tax legislation

Merida Japan, Miyata, Merida & Centurion, Merida Europe GmbH, Merida R&D Center GmbH, Merida Benelux, Merida Norge, Sverige and Merida U.K. are registered in Japan, Germany, Netherlands, Norway, Sweden, and United Kingdom, respectively. The Pillar Two Income Tax Act has come into effect in these regions. Under this Act, the aforementioned subsidiaries are required to pay a top-up tax in their country of registration on profits taxed below the effective rate of 15%, or their ultimate parent Corporation's country may claim primary taxing rights under the Pillar Two rules. However, since these countries complied with the transitional safe harbor provisions in 2024, there was no related income tax impact.

Merida Hong Kong Co. and Merida Poland Co. are registered in Hong Kong and Poland, where the Pillar Two Income Tax Act has been legislated or substantively enacted, with an effective date of January 1, 2025. As the Act had not yet come into effect as of the balance sheet date, there was no related current income tax impact on the consolidated Corporation.

The Group continues to assess the impact of the Pillar Two income tax legislation on its financial performance.

23. EARNINGS (LOSS) PER SHARE

	Net Profit (Loss) Attributable to Owners of the Corporation	Number of Shares	Earnings (Loss) Per Share (NT$)
For the Year Ended December 31, 2024			
Basic and diluted loss per share			
Net loss available to ordinary shareholders of the parent	$ (699,103)	298,983,800	$ (2.34)
For the Year Ended December 31, 2023			
Basic earnings per share			
Profit for the year attributable to owners of the Corporation	$ 1,691,823	298,983,800	$ 5.66
Effect of potentially dilutive ordinary shares:			
Employees' compensation	-	1,248,217	
Diluted earnings per share			
Profit for the year attributable to owners of the Corporation plus effect of potentially dilutive ordinary shares	$ 1,691,823	300,232,017	$ 5.64

The Group may settle compensation paid to employees in cash or shares; therefore, the Group 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. Because of the net loss after tax in 2024, they are anti-dilutive and excluded from the computation of diluted loss per share if employee compensation is added potential common stock impact.

24. EQUITY TRANSACTIONS WITH NON-CONTROLLING INTERESTS

In December 2024, the Corporation acquired a 5% equity stake in Merida Norge from Bike Holding AS (Other Related Party) for NT$17,313 thousand, increasing its shareholding from 75% to 80%.

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

25. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to shareholders through the optimization of the debt and equity balance. The capital structure of the Group consists of net debt (borrowings offset by cash and cash equivalents) and equity attributable to owners of the Corporation (comprising issued capital, reserves, retained earnings and other equity).

Key management personnel of the Group reviews the capital structure on an annual basis. As part of this review, the key management personnel considers 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 number of dividends paid to shareholders, the number of new shares issued or repurchased, and the amount of new debt issued or existing debt redeemed.

26. FINANCIAL INSTRUMENTS

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

The carrying amounts of the Group's financial assets and liabilities that are not measured at fair value approximated their fair values.

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

The Group's financial assets at FVTPL and financial assets at FVTOCI are measured at fair value using Level 1 inputs. There were no transfers between Levels 1 and 2 in the current and prior years.

c. Categories of financial instruments

	December 31	
	2024	**2023**
Financial assets		
Financial assets at FVTPL	$ 57,764	$ 204,951
Financial assets at amortized cost	7,157,199	6,345,242
Financial assets at FVTOCI - equity instruments	3,400	3,400
Financial liabilities		
Financial liabilities at amortized cost	13,064,991	11,308,422

The balances include financial assets at amortized cost, which comprise cash and cash equivalents, notes and trade receivables, other receivables and refundable deposits.

The balances of financial liabilities above include financial liabilities measured at amortized cost, which comprise short-term and long-term bank borrowings, notes and trade payables, other payables, current portion of long-term borrowings and guarantee deposits received.

d. Financial risk management objectives and policies

The Group's major financial instruments include equity investments, trade receivables, trade payables, borrowings, and lease liabilities. The Group's corporate treasury function provides services to the business, coordinates access to 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), credit risk and liquidity risk.

The Group sought to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives was governed by the Group's policies approved by the board of directors and compliance with policies and exposure limits was reviewed according to the internal control policies on a continuous basis.

a) Market risk

The Group's activities exposed it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group entered into forward foreign exchange forward contracts to hedge the exchange rate risk arising on imports and exports.

i. Foreign currency risk

The Group has foreign currency denominated sales and purchases, which expose the group to foreign currency risk. Exchange rate exposures were managed within approved policy parameters utilizing foreign exchange forward contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are set out in Note 32.

Sensitivity analysis

The Group was mainly exposed to the USD.

Assuming a 1% increase in the NTD against the USD, the pre-tax profit for the years ended December 31, 2024 and 2023 would have increase in pre-tax loss by $38,111 thousand and decreased in pre-tax profit by $33,113 thousand, respectively. 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.

ii. Interest rate risk

The Group is exposed to interest rate risk because entities in the Group borrowed funds at both fixed and floating interest rates.

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

	December 31	
	2024	**2023**
Fair value interest rate risk		
Financial assets	$ 859,579	$ 1,002,814
Financial liabilities	2,145,238	2,445,886
Cash flow interest rate risk		
Financial assets	3,470,279	2,902,044
Financial liabilities	5,907,292	5,163,072

Sensitivity analysis

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

If interest rates had been 0.25% higher and all other variables were held constant, for the years ended December 31, 2024 and 2023, the Group would increase in pre-tax loss by $6,093 thousand and decreased in pre-tax profit by $5,653 thousand, respectively.

b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. As at the end of the reporting period, the Group's maximum exposure to credit risk which would cause a financial loss to the Group due to the failure of counterparties to discharge an obligation and financial guarantees provided by the Group could arise from:

i. The carrying amount of the respective recognized financial assets as stated in the balance sheets.

ii. The maximum amount the entity would have to pay if the financial guarantee is called upon, irrespective of the likelihood of the guarantee being exercised.

The Group's concentration of credit risk was mainly from customer A, which accounted for 50% and 47% of the total trade receivables as of December 31, 2024 and 2023, respectively.

c) Liquidity risk

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

The Group relies on bank borrowings as a significant source of liquidity. As of December 31, 2024 and 2023, the Group had available unutilized bank loan facilities of $15,129,670 thousand and $14,159,042 thousand, respectively.

Liquidity and interest rate risk table 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. Specifically, bank loans with a repayment on demand clause were included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities were based on the agreed upon repayment dates.

	On Demand or Less than 1 Year	**1-2 Years**	**More than 2 Years**
December 31, 2024			
Non-interest bearing liabilities	$ 5,078,119	$ -	$ -
Lease liabilities	43,437	35,880	20,046
Variable interest rate liabilities	5,071,463	308,658	527,171
Fixed interest rate liabilities	1,975,954	21,858	54,142
	$ 12,168,973	$ 366,396	$ 601,359

	On Demand or Less than 1 Year	1-2 Years	More than 2 Years
December 31, 2023			
Non-interest bearing liabilities	$ 3,756,645	$ -	$ -
Lease liabilities	53,975	21,280	10,788
Variable interest rate liabilities	4,051,459	296,774	814,839
Fixed interest rate liabilities	2,305,666	27,496	30,466
	$ 10,167,745	$ 345,550	$ 856,093

Further information on the maturity analysis of the above financial liabilities was as follows:

	Less than 1 Year	1-5 Years	5-10 Years
December 31, 2024			
Lease liabilities	$ 43,437	$ 55,926	$ -
Variable interest rate liabilities	5,071,463	589,515	246,314
Fixed interest rate liabilities	1,975,954	76,000	-
	$ 7,090,854	$ 721,441	$ 246,314
December 31, 2023			
Lease liabilities	$ 53,975	$ 32,068	$ -
Variable interest rate liabilities	4,051,459	804,461	307,152
Fixed interest rate liabilities	2,305,666	57,962	-
	$ 6,411,100	$ 894,491	$ 307,152

27. TRANSACTIONS WITH RELATED PARTIES

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

a. Related Party Categories/Names

Related Party	Relationship with the Group
SBC Group	Associate
SAIL & SURF	Associate
Merida Bikes SWE	Associate
Merida Czech	Associate
Merida Slovakia	Associate
Merida Korea	Associate
Merida Italy	Associate
Cheng Shin Rubber Industry Co., Ltd. (“Cheng Shin”)	Other

(Continued)

Related Party	Relationship with the Group
Cheng Shin Rubber (Xiamen) Ind., Ltd. (“Cheng Shin (Xiamen)”)	Other
Tianjin Tafeng Rubber Industry Co., Ltd. (“Tianjin Tafeng”)	Other
Wolfgang Renner	Other

(Concluded)

b. Sales of goods

Related Party Category/Name	For the Year Ended December 31 2024	2023
Associates		
SBC Group	$ 12,442,585	$ 13,012,660
Others	1,197,898	1,255,700
	$ 13,640,483	$ 14,268,360

The selling price and gross profit of the products that the Group sells to related parties are quoted based on the differences in the products and the acceptance of the market. The quoted price is different from that of OEM products.

c. Purchase of goods

Related Party Category	For the Year Ended December 31 2024	2023
Other related parties	$ 276,809	$ 246,806
Associates	88,620	38,807
	$ 365,429	$ 285,613

The purchase price is quoted based on market prices.

d. Other income (classified as subtraction of cost of goods sold)

Related Party Category/Name	For the Year Ended December 31 2024	2023
Associates		
SBC Group	$ 23,497	$ 433,270

It is the subsidy amount from associates.

e. Contract liabilities - advance receipts

Related Party Category/Name	December 31 2024	2023
Associates		
SBC Group	$ 110,839	$ 15,116

f. Receivables from related parties

Related Party Category/Name	December 31 2024	December 31 2023
Trade receivables		
Associates		
SBC Group	$ 1,355,386	$ 1,106,418
Others	637,087	456,147
	$ 1,992,473	$ 1,562,565
Other receivables		
Associates		
SBC Group	$ 5,355	$ 6,115
Others	4,487	2,514
	$ 9,842	$ 8,629

g. Payables to related parties

Related Party Category	December 31 2024	December 31 2023
Trade payables		
Other related parties	$ 39,828	$ 46,739
Associates	3,596	18,038
	$ 43,424	$ 64,777

h. Loans from related parties

Related Party Category/Name	December 31 2024	December 31 2023
Other payables		
Other related parties		
Wolfgang Renner	$ 293,604	$ -

i. Other transactions with related parties

1) Interest income

Related Party Category/Name	For the Year Ended December 31 2024	For the Year Ended December 31 2023
Associates		
SBC Group	$ 19,184	$ 40,336
Others	13,191	8,877
	$ 32,375	$ 49,213

The Corporation receives interest from overdue trade receivables at an interest rate agreed upon in the terms of the transactions.

2) Other income

Related Party Category/Name	For the Year Ended December 31 2024	2023
Associates		
SBC Group	$ 19,964	$ 23,338

j. Remuneration of key management personnel

	For the Year Ended December 31 2024	2023
Short-term employee benefits	$ 29,207	$ 104,052
Post-employment benefits	564	532
	$ 29,771	$ 104,584

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

28. ASSETS PLEDGED AS COLLATERAL OR FOR SECURITY

The following assets were provided as collateral for bank borrowings:

	December 31 2024	2023
Inventories	$ 405,884	$ 494,657
Trade receivables	47,883	82,009
Property, plant and equipment	26,771	32,448
	$ 480,538	$ 609,114

29. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNIZED COMMITMENTS

In addition to those disclosed in other notes, significant commitments and contingencies of the Group as of December 31, 2024 and 2023 were as follows:

a. As of December 31, 2024 and 2023, unused letters of credit for purchases of raw materials amounted to approximately $232,359 thousand and $424,515 thousand, respectively.

b. Unrecognized commitments were as follows:

	December 31 2024	2023
Acquisition of property, plant and equipment	$ 5,000	$ 6,033

c. Product liability insurance

The Corporation purchased product liability insurance over the products manufactured by the Corporation and its subsidiaries. The insured amount of the sales in USA and Canada is USD$4,000 thousand and it covers accidents happening after September 18, 2000. The maximum indemnity claims for the single original cause of a liability is USD$3,000 thousand. The insured amount for sales, other than those within the USA and Canada, is USD$1,000 thousand, and covers accidents happening after January 7, 1999. The maximum indemnity claims for the single original cause of a liability is USD$1,000 thousand.

30. SIGNIFICANT LOSSES FROM DISASTERS

No such incident.

31. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

No such incident.

32. SIGNIFICANT ASSETS AND LIABILITIES DENOMINATED IN FOREIGN CURRENCIES

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

	December 31, 2024			December 31, 2023		
	Foreign Currency	**Exchange Rate**	**Carrying Amount**	**Foreign Currency**	**Exchange Rate**	**Carrying Amount**
Financial assets						
Monetary items						
USD	$ 145,359	32.785	$ 4,765,595	$ 127,930	30.705	$ 3,928,091
JPY	621,374	0.2099	130,426	659,067	0.2172	143,149
Non-monetary items						
Investments accounted for using the equity method						
USD	481,639	32.785	15,790,535	607,930	30.705	18,666,491
EUR	7,069	34.14	241,336	7,185	33.98	244,146
Financial liabilities						
Monetary items						
USD	29,115	32.785	954,535	20,089	30.705	616,833
JPY	1,921,237	0.2099	403,268	1,602,346	0.2172	348,030

The Group is mainly exposed to the USD. The following information was aggregated by functional currencies of group entities, and the exchange rates between respective functional currencies and the presentation currency are disclosed. The significant (realized and unrealized) foreign exchange gains (losses) were as follows:

	For the Year Ended December 31			
	2024		2023	
Foreign Currency	**Exchange Rate**	**Net Foreign Exchange Gains (Losses)**	**Exchange Rate**	**Net Foreign Exchange Gains (Losses)**
NTD	1(NTD:NTD)	$ 351,310	1(NTD:NTD)	$ 28,840
RMB	4.454(RMB:NTD)	(31,186)	4.396(RMB:NTD)	(4,260)
EUR	34.74(EUR:NTD)	9,079	33.70(EUR:NTD)	38,722
		$ 329,203		$ 63,302

33. SEPARATELY DISCLOSED ITEMS

a. Information about significant transactions and investees:

1) Financing provided to others. (Table1)

2) Endorsements/guarantees provided. (Table 2)

3) Marketable securities held (excluding investments in subsidiaries and associates). (Table 3)

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. (None)

6) Disposal of individual real estate at prices of at least NT$300 million or 20% of the paid-in capital. (None)

7) Total purchases from or sales to related parties amounting to at least NT$100 million or 20% of the paid-in capital. (Table 4)

8) Receivables from related parties amounting to at least NT$100 million or 20% of the paid-in capital. (Table 5)

9) Trading in derivative instruments.

The Corporation has no outstanding forward contracts as of December 31, 2024 and 2023.

10) Intercompany relationships and significant intercompany transactions. (Table 6)

11) Information on investees. (Table 7)

b. Information on investments in mainland China:

1) Information on any investee company in mainland China, showing the name, principal business activities, paid-in capital, method of investment, inward and outward remittance of funds, ownership percentage, net income of investees, investment income or loss, carrying amount of the investment at the end of the period, repatriations of investment income, and limit on the amount of investment in the mainland China area. (Table 8)

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:

a) The amount and percentage of purchases and the balance and percentage of the related payables at the end of the period. (Table 4)

b) The amount and percentage of sales and the balance and percentage of the related receivables at the end of the period. (Table 4)

c) The amount of property transactions and the amount of the resultant gains or losses. (None)

d) The balance of negotiable instrument endorsements, guarantees or pledges of collateral at the end of the year and their purposes. (Table 2)

e) The highest balance, the end of year balance, the interest rate range, and total current period interest with respect to financing of funds. (Table 1)

f) Other transactions that have a material effect on the profit or loss for the period or on the financial position, such as the rendering or receipt of services. (None)

c. Information of major shareholders:

List of all shareholders with ownership of 5% or greater showing the names and the number of shares and percentage of ownership held by each shareholder. (Table 9)

34. SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance focuses on the location of operations. The Group focuses on the manufacture and sale of bicycles and bicycle components. The Group’s reportable segments are determined by products manufactured and the location of sales as follows:

1. Domestic operations - products manufactured and sold in Taiwan

2. Asia operations - products manufactured and sold in China, Hong Kong and Japan

3. Europe operations - products sold in Europe

a. Analysis of reportable segments

	For the Year Ended December 31, 2024				
	Domestic Operations	Asia Operations	Europe Operations	Reconciliation and Elimination	Total
Revenue					
Revenue from external customers	$14,829,194	$ 9,662,956	$ 5,140,982	$ -	$29,633,132
Inter-segment revenue	3,386,352	576,809	219,145	(4,182,306)	-
Interest income	85,815	42,452	5,533	(27,782)	106,018
Share of profit (loss) of associates accounted for using the equity method	(3,196,932)	-	-	(867,764)	(4,064,696)
Total revenue	$15,104,429	$10,282,217	$ 5,365,660	$ (5,077,852)	$25,674,454
Interest expenses	$ 84,424	$ 31,228	$ 144,602	$ (20,437)	$ 239,817
Depreciation and amortization	115,206	105,208	95,140	-	315,554
Income tax expense	(230,414)	307,814	(43,884)	-	33,516
Segment profit and loss	(699,103)	1,108,706	(308,012)	(867,765)	(766,174)
Assets					
Investments accounted for using the equity method	19,723,131	-	-	(3,699,135)	16,023,996
Non-current assets	21,189,242	1,323,845	761,394	(3,766,563)	19,507,918
Segment assets	32,474,178	5,691,760	5,762,681	(6,346,787)	37,581,832
Segment liabilities	13,178,725	2,326,449	3,934,018	(2,139,358)	17,299,834

	For the Year Ended December 31, 2023				
	Domestic Operations	Asia Operations	Europe Operations	Reconciliation and Elimination	Total
Revenue					
Revenue from external customers	$15,626,709	$ 6,541,071	$ 5,093,337	$ -	$27,261,117
Inter-segment revenue	4,382,077	1,131,126	164,768	(5,677,971)	-
Interest income	104,640	22,121	10,490	(25,587)	111,664
Share of profit of associates accounted for using the equity method	117,261	-	-	(802,199)	(684,938)
Total revenue	$20,230,687	$ 7,694,318	$ 5,268,595	$ (6,505,757)	$26,687,843
Interest expenses	$ 96,230	$ 29,940	$ 123,662	$ (21,331)	$ 228,501
Depreciation and amortization	125,867	112,503	96,750	-	335,120
Income tax expense	659,855	213,789	77,251	-	950,895
Segment profit and loss	1,691,823	712,503	196,634	(802,198)	1,798,762

(Continued)

	For the Year Ended December 31, 2023				
	Domestic Operations	Asia Operations	Europe Operations	Reconciliation and Elimination	Total
Assets					
Investments accounted for using the equity method	$ 22,372,342	$ -	$ -	$ (3,416,970)	$ 18,955,372
Non-current assets	23,487,602	1,287,609	760,085	(3,484,397)	22,050,899
Segment assets	32,875,659	5,230,198	6,086,891	(6,035,549)	38,157,199
Segment liabilities	12,356,110	2,410,697	3,939,203	(2,119,147)	16,586,863

(Concluded)

Non-current assets do not include assets that are classified as deferred tax assets.

b. Information about major customers

	For the Year Ended December 31			
	2024		2023	
Name	Amount	%	Amount	%
Customer A	$12,442,585	42	$13,012,660	48

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

FINANCING PROVIDED TO OTHERS
FOR THE YEAR ENDED DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars and Foreign Currencies)

No.	Lender	Borrower (Note 4)	Financial Statement Account	Related Party	Highest Balance for the Period	Ending Balance	Actual Amount Borrowed	Interest Rate (%)	Nature of Financing	Business Transaction Amounts	Reasons for Short-term Financing	Allowance for Impairment Loss	Collateral		Financing Limit for Each Borrower	Aggregate Financing Limit
													Item	Value		
0	The Corporation	Merida Benelux	Other receivables from related parties	Yes	$ 78,665	$ 32,785	$ 32,785	5.6-6.3	For short-term financing needs	$ -	Operating capital	$ -	-	$ -	$ 7,718,181 (Note 1)	$ 9,647,726 (Note 2)
1	Merida Shandong	Merida Jiangsu	Other receivables from related parties	Yes	RMB 80,000	RMB 80,000	-	2.33	For short-term financing needs	-	Operating capital	-	-	-	RMB 184,126 (Note 3)	RMB 184,126 (Note 3)

Note 1: 40% of the net assets of the Group in their latest financial statements.

Note 2: 50% of the net assets of the Group in their latest financial statements.

Note 3: 40% of the net assets of Merida Shandong in their latest financial statements.

Note 4: Significant intercompany accounts and transactions have been eliminated.

TABLE 2

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

ENDORSEMENTS/GUARANTEES PROVIDED
FOR THE YEAR ENDED DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars and Foreign Currencies)

No.	Endorser/Guarantor	Endorsee/Guaranteed Party		Limits on Endorsement/ Guarantee Given on Behalf of Each Party (Note 1)	Maximum Amount Endorsed/ Guaranteed During the Period	Outstanding Endorsement/ Guarantee at the End of the Period	Actual Borrowing Amount	Amount Endorsed/ Guaranteed by Collateral	Ratio of Accumulated Endorsement/ Guarantee to Net Equity in Latest Financial Statements (%)	Aggregate Endorsement/ Guarantee Limit (Note 2)	Endorsement/ Guarantee Given by Parent on Behalf of Subsidiaries	Endorsement/ Guarantee Given by Subsidiaries on Behalf of Parent	Endorsement/ Guarantee Given on Behalf of Companies in Mainland China
		Name	Relationship										
0	The Corporation	Merida U.K.	Subsidiary	$ 5,788,635	EUR 500 GBP 6,000	EUR - GBP 6,000	- GBP 5,872	$ -	1.28	$ 9,647,726	Yes	-	-
		Merida & Centurion	Subsidiary	5,788,635	EUR 32,900	EUR 32,300	EUR 21,200	-	5.71	9,647,726	Yes	-	-
		Merida & Norge	Subsidiary	5,788,635	USD 2,500	USD 2,500	USD 1,000	-	0.42	9,647,726	Yes	-	-
		Merida Benelux	Subsidiary	5,788,635	USD 1,000	USD 1,000	USD -	-	0.17	9,647,726	Yes	-	-
		Merida Jiangsu	Third-tier subsidiary	5,788,635	RMB280,000	RMB220,000	RMB127,367	-	5.11	9,647,726	Yes	-	Yes
		Merida China	Third-tier subsidiary	5,788,635	RMB100,000	RMB100,000	RMB 10,000	-	2.32	9,647,726	Yes	-	Yes

Note 1: 30% of the net assets of the Corporation in their previous year’s financial statements.

Note 2: 50% of the net assets of the Corporation in their previous year’s financial statements.

TABLE 3

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

MARKETABLE SECURITIES HELD
DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars)

Holding Company Name	Type and Name of Marketable Securities	Relationship with the Holding Company	Financial Statement Account	December 31, 2024			
				Number of Shares (In Thousands)	Carrying Amount	Percentage of Ownership (%)	Fair Value (Note 3)
The Corporation	Share capital						
	Leechi Enterprises Co., Ltd.	-	Financial assets at FVTPL - current	113	$ 1,562	-	$ 1,562
	Cheng Shin	The Corporation's chairman is their director	Financial assets at FVTPL - current	1,146	56,202	-	56,202
	Merida Benelux (Note 1)	-	Financial assets at FVTOCI - non-current	2,749	89,220	-	89,220
	SR Suntour Inc.	-	Financial assets at FVTOCI - non-current	110	3,000	-	3,000
	Taifong Golf Course	-	Financial assets at FVTOCI - non-current	30	400	-	400
	Long Jee Holdings Pte. Ltd. (Note 2)	-	Financial assets at FVTOCI - non-current	330	-	2	-

Note 1: The preference shares investments have been eliminated.

Note 2: Long Jee Holdings Pte. Ltd. was resolved to be dissolved and liquidated at the shareholder's meeting on July 2024. As of December 31, 2024, the liquidation has not yet been completed.

Note 3: Refer to Note 26 for information on the fair values.

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

TOTAL PURCHASES FROM OR SALES TO RELATED PARTIES AMOUNTING TO AT LEAST NT$100 MILLION OR 20% OF THE PAID-IN CAPITAL
FOR THE YEAR ENDED DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars and Foreign Currencies)

Company Name	Related Party (Note)	Relationship	Transaction Details				Abnormal Transaction		Notes/Trade Receivables (Payables)		Note
			Purchases/Sales	Amount	% of Total	Payment Terms	Unit Price	Payment Terms	Ending Balance	% of Total	
The Corporation	SBC Group	Associate	Sales	$ (12,442,585)	(68)	O/A 60 days	$ -	-	$ 1,355,386	34	
	Merida & Centurion	Subsidiary	Sales	(1,072,898)	(6)	T/T 14 days or O/A 150 days	-	-	514,603	13	
	Merida Jiangsu	Third-tier subsidiary	Sales	(994,516)	(5)	O/A 90 days	-	-	264,617	7	
	Merida U.K.	Subsidiary	Sales	(367,560)	(2)	O/A 120 days	-	-	157,442	4	
	Merida Bikes SWE	Associate	Sales	(325,279)	(2)	T/T 14 days or O/A 120 days	-	-	115,356	3	
	SAIL & SURF	Associate	Sales	(276,292)	(2)	T/T 14 days or O/A 180 days	-	-	125,994	3	
	Merida Polska	Subsidiary	Sales	(259,733)	(1)	O/A 150 days	-	-	358,071	9	
	Merida Benelux	Subsidiary	Sales	(256,678)	(1)	O/A 180 days	-	-	214,130	5	
	Merida Norge	Subsidiary	Sales	(245,054)	(1)	T/T 14 days or O/A 120 days	-	-	144,902	4	
	Merida Korea	Associate	Sales	(222,588)	(1)	T/T 14 days or O/A 120 days	-	-	80,165	2	
	Merida Italy	Associate	Sales	(199,072)	(1)	O/A 120 days	-	-	239,128	6	
	Merida Japan	Subsidiary	Sales	(149,564)	(1)	O/A 120 days	-	-	24,693	1	
	Merida Czech	Associate	Sales	(127,159)	(1)	T/T 14 days or O/A 150 days	-	-	62,244	2	
	Merida Jiangsu	Third-tier subsidiary	Purchases	323,293	2	T/T 30 days	-	-	-	-	
	Merida China	Third-tier subsidiary	Purchases	230,315	1	T/T 90 days	-	-	(56,893)	(1)	
Merida Jiangsu	Merida Shandong	Associate	Sales	RMB (640,040)	(81)	T/T 90 days	-	-	RMB 27,674	92	
Merida China	Merida Shandong	Associate	Sales	RMB (108,599)	(49)	T/T 90 days	-	-	RMB 4,986	29	

Note: Significant intercompany accounts and transactions have been eliminated.

TABLE 5

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT$100 MILLION OR 20% OF THE PAID-IN CAPITAL
DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars and Foreign Currencies)

Company Name	Related Party (Note)	Relationship	Financial Statement Account	Ending Balance	Turnover Rate	Overdue		Amounts Received in Subsequent Period	Allowance for Impairment Loss
						Amount	Actions Taken		
The Corporation	SBC Group	Associate	Trade receivables from related parties	$ 1,355,386	10.11	$ 267	Enhanced collection	$ 1,355,386	$ -
			Other receivables from related parties	5,355	-	-	-	5,355	-
	Merida & Centurion	Subsidiary	Trade receivables from related parties	514,603	1.81	-	-	61,251	-
			Other receivables from related parties	6,951	-	-	-	753	-
	Merida Polska	Subsidiary	Trade receivables from related parties	358,071	0.71	55,085	Enhanced collection	-	-
	Merida Jiangsu	Third-tier subsidiary	Trade receivables from related parties	264,617	4.48	-	-	250,195	-
			Other receivables from related parties	25,068	-	-	-	-	-
	Merida Italy	Associate	Trade receivables from related parties	239,128	1.01	24,872	Enhanced collection	30,732	1,840
	Merida Benelux	Subsidiary	Trade receivables from related parties	214,130	1.32	14,125	Enhanced collection	46,049	-
			Other receivables from related parties	37,068	-	-	-	33,706	-
	Merida U.K.	Subsidiary	Trade receivables from related parties	157,442	2.79	3,279	Enhanced collection	32,613	-
	Merida Norge	Subsidiary	Trade receivables from related parties	144,902	1.74	-	-	43,853	-
			Other receivables from related parties	1,913	-	-	-	579	-
	SAIL & SURF	Associate	Trade receivables from related parties	125,994	2.41	-	-	38,618	633
	Merida Bikes SWE	Associate	Trade receivables from related parties	115,356	3.87	-	-	65,700	580
			Other receivables from related parties	1,634	-	-	-	880	-
	Merida Shandong	Third-tier subsidiary	Other receivables from related parties	231,037	-	-	-	-	-
Merida Jiangsu	Merida Shandong	Associate	Trade receivables from related parties	RMB 27,674	23.88	-	-	RMB 27,674	-

Note: Significant intercompany accounts and transactions have been eliminated.

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

INTERCOMPANY RELATIONSHIPS AND SIGNIFICANT INTERCOMPANY TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars and Foreign Currencies)

No.	Investee Company	Counterparty	Relationship (Note 1)	Transaction Details			
				Financial Statement Account	Amount (Note 2)	Payment Terms	% of Total Sales or Assets
0	The Corporation	Merida & Centurion	1	Sales	$ 1,072,898	T/T 14 days or O/A 150 days	4
		Merida Jiangsu	1	Sales	994,516	O/A 90 days	3
		Merida U.K.	1	Sales	367,560	O/A 120 days	1
		Merida Polska	1	Sales	259,733	O/A 150 days	1
		Merida Benelux	1	Sales	256,678	O/A 180 days	1
		Merida Norge	1	Sales	245,054	T/T 14 or O/A 120 days	1
		Merida Japan	1	Sales	149,564	O/A 120 days	1
		Merida Jiangsu	1	Cost of goods sold	323,293	T/T 30 days	1
		Merida China	1	Cost of goods sold	230,315	T/T 90 days	1
1	Merida Jiangsu	Merida Shandong	2	Sales	RMB 640,040	T/T 90 days	10
2	Merida China	Merida Shandong	2	Sales	RMB 108,599	T/T 90 days	2

Note 1: Flow of transactions numbered as follows: (1) From parent company to subsidiary; (2) From subsidiary to subsidiary.

Note 2: This transaction has been eliminated.

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

INFORMATION ON INVESTEES
FOR THE YEAR ENDED DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars and Foreign Currencies)

Investor Company	Investee Company (Note 2)	Location	Main Businesses and Products	Original Investment Amount		As of December 31, 2024			Net Income (Loss) of the Investee	Share of Profit (Loss)	Note
				December 31, 2024	December 31, 2023	Number of Shares (In Thousands)	%	Carrying Amount			
The Corporation	Share capital										
	SBC	Delaware, United States of America	Design, development, manufacture and sale of bicycles	$ 887,013	$ 887,013	3,410	35	$ 15,770,662	USD(356,084)	$ (4,046,255)	
	Merida B.V.I.	British Virgin Islands	International investment	1,362,597	1,362,597	42,500	100	3,061,868	USD 34,306	1,101,642	Subsidiary
	Merida & Centurion	Stuttgart, Germany	Sale of bicycles	103,725	103,725	-	51	501,510	EUR (6,256)	(110,855)	Subsidiary
	Merida Polska	Gliwice, Poland	Sale of bicycles and bicycle components	113,170	113,170	-	74	38,449	PLN (3,810)	(22,217)	Subsidiary
	Merida Norge	Lysaker, Norway	Sale of bicycles	168,772	151,459	211	80	40,265	NOK (10,479)	(22,913)	Subsidiary
	SAIL & SURF	Strobl, Austria	Sale of bicycles	116,195	116,195	-	40	121,889	EUR 217	3,770	
	Merida Czech	Brno, Czech Republic	Sale of bicycles	21,042	21,042	-	45	42,818	CZK (9,692)	(5,885)	
	Merida Bikes SWE	Madrid, Spain	Sale of bicycles	18,646	18,646	1	36	50,857	EUR 11	141	
	Merida Slovakia	Partizanska, Slovakia	Sale of bicycles	40	40	-	30	26,963	EUR 40	419	
	Merida Japan	Kanagawa, Japan	Sale of bicycles	118,875	118,875	2	90	(28,635)	JPY (292,610)	(55,857)	Subsidiary
	Merida Italy	Reggio Emilia, Italy	Sale of bicycles	19,011	19,011	559	27	7,220	EUR (880)	(8,342)	
	Merida Benelux	Beekbergen, Netherlands	Sale of bicycles	65,400	65,400	766	60	(51,782)	EUR (330)	(6,877)	Subsidiary
	Merida U.K.	Nottingham, United Kingdom	Sale of bicycles	40,309	40,309	482	81	57,043	GBP (454)	(15,159)	Subsidiary
	Merida Korea	Seoul, Republic of Korea	Sale of bicycles	10,598	10,598	77	40	3,587	KRW(897,493)	(8,544)	
Merida B.V.I.	Share capital										
	Merida Hong Kong	Hong Kong	International investment and trade	USD 27,087	USD 27,087	202,800	100	USD 76,484	HKD 228,451	(Note 1)	Indirectly owned subsidiary
	Merida SAMOA	Samoa	International investment	USD 24,500	USD 24,500	24,500	70	USD 16,976	USD 7,175	(Note 1)	Indirectly owned subsidiary
Merida Norge	Share capital										
	Sverige	Gothenburg, Sweden	Sale of bicycles	NOK 814	NOK 814	-	100	NOK 2,477	SEK (7,951)	(Note 1)	Indirectly owned subsidiary
Merida & Centurion	Share capital										
	Merida Europe GmbH	Stuttgart, Germany	Brand promotion and cycling team management	EUR 25	EUR 25	-	100	EUR 1,903	EUR 149	(Note 1)	Indirectly owned subsidiary
	Merida R&D Center GmbH	Stuttgart, Germany	Design and development of bicycles	EUR 25	EUR 25	-	100	EUR 528	EUR 76	(Note 1)	Indirectly owned subsidiary
Merida Japan	Share capital										
	Miyata	Kanagawa, Japan	Sale of bicycles	JPY 62,371	JPY 62,371	-	100	JPY (135,530)	JPY (70,784)	(Note 1)	Indirectly owned subsidiary

Note 1: Not applicable.

Note 2: Significant intercompany accounts and transactions have been eliminated.

MERIDA INDUSTRY CO., LTD. AND SUBSIDIARIES

INFORMATION ON INVESTMENTS IN MAINLAND CHINA
FOR THE YEAR ENDED DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars and Foreign Currencies)

Investee Company	Main Businesses and Products	Paid-in Capital	Method of Investment	Accumulated Outward Remittance for Investment from Taiwan as of January 1, 2024	Remittance of Funds		Accumulated Outward Remittance for Investment from Taiwan as of December 31, 2024	Net Income of the Investee	% Ownership of Direct or Indirect Investment	Investment Gain (Note 1)	Carrying Amount as of December 31, 2024 (Note 1)	Accumulated Repatriation of Investment Income as of December 31, 2024
					Outward	Inward						
Merida China	Manufacture and sale of bicycles	$ 402,600 (USD 12,280)	The investment was made through a corporation established in a third country, which, in turn, invested in companies located in mainland China	$ 363,487 (USD 11,087)	$ -	$ -	$ 363,487 (USD 11,087)	$ 11,755	100	$ 11,755	$ 377,089	$ 2,051,259 (USD 62,567)
Merida Shandong	Manufacture and sale of e-bikes and bicycles	524,560 (USD 16,000)	The investment was made through a corporation established in a third country, which, in turn, invested in companies located in mainland China	524,560 (USD 16,000)	-	-	524,560 (USD 16,000)	928,516	100	928,516	2,061,573	1,754,817 (USD 53,525)
Merida Jiangsu	Manufacture and sale of e-bikes and bicycles	1,147,475 (USD 35,000)	The investment was made through a corporation established in a third country, which, in turn, invested in companies located in mainland China	540,953 (USD 16,500)	-	-	540,953 (USD 16,500)	227,242	70	159,069	521,039	-

Accumulated Outward Remittance for Investments in Mainland China as of December 31, 2024	Investment Amounts Authorized by the Investment Commission, MOEA	Upper Limit on the Amount of Investment Stipulated by the Investment Commission, MOEA
$ 1,429,000 (USD 43,587)	$ 1,498,766 (USD 45,715) (Note 2)	$ 12,169,198 (Note 3)

Note 1: The investment gain and carrying amount as of December 31, 2024 are recognized according to the financial statements audited by the Corporation’s independent auditors.

Note 2: The amount includes the upper limit of the investment amount for Merida China of USD13,215 thousand, USD 16,000 thousand for Merida Shandong and USD16,500 thousand for Merida Jiangsu.

Note 3: Amounts are based on the upper limit of the investment amount regulated by the “Regulation for Screening of Application to Engage in Technical Cooperation in Mainland China”.

TABLE 9

MERIDA INDUSTRY CO., LTD.

INFORMATION OF MAJOR SHAREHOLDERS
DECEMBER 31, 2024

Name of Major Shareholder	Shares	
	Number of Shares	Percentage of Ownership (%)
Michael S.T. Tseng	48,664,715	16.27

Note: The information of major shareholders presented in this table is provided by the Taiwan Depository & Clearing Corporation based on the number of ordinary shares and preferred shares held by shareholders with ownership of 5% or greater, that have been issued without physical registration (including treasury shares) by the Corporation as of the last business day for the current quarter. The share capital in the consolidated financial statements may differ from the actual number of shares that have been issued without physical registration because of different preparation basis.