# CATHAY FINANCIAL HOLDING CO., LTD. FINANCIAL STATEMENTS TOGETHER WITH REVIEW REPORT AS OF MARCH 31, 2002

Name of the company: Cathay Financial Holding Co., Ltd.

Address: No.296, Sec.4, Ren Ai Road, Taipei, Taiwan, R.O.C.

Telephone: 886-2-2708-7698

#### INDEX TO FINANCIAL STATEMENTS

	Page
Review Report	2
Balance Sheet as of March 31, 2002	3
Statement of Income for the three Months ended March 31, 2002	4
Statement of Changes in Stockholders' Equity for the three Months ended March 31, 2002	5
Statement of Cash Flows for the three Months ended March 31, 2002	6
Notes to Financial Statements	7-18

#### REVIEW REPORT

To: BOARD OF DIRECTORS

CATHAY FINANCIAL HOLDING CO., LTD.

We have reviewed the accompanying balance sheet of Cathay Financial Holding Co., Ltd. as of March 31,2002, and the related statement of income, changes in stockholders' equity, and cash flows for the three-month period then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to issue reports based on our review.

We conducted our reviews in accordance with generally accepted auditing standards in the Republic of China. A review of interim financial information consists principally for financial and accounting maters. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements for them to be in conformity with generally accepted accounting principles in the Republic of China.

BDO TAIWAN UNION & CO. Taipei , Taiwan The Republic of China

#### Notice to Readers

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

#### CATHAY FINANCIAL HOLDING CO., LTD.

#### **BALANCE SHEET**

#### (Expressed in thousands of dollars) As of March 31, 2002

	2002	2002
	NT\$	US\$
Assets		
Current Assets		
Cash and cash equivalents (Notes 2, 4)	\$598,948	\$17,113
Short-term investments (Notes 2, 5)	9,570,000	273,429
Tax refund receivable	37	1
Interest receivable	1,371	39
Prepayments	8,100	232
Sub-total	10,178,456	290,814
Funds, Long-Term Investments and Receivable		_
Long-term investments in stocks (Notes 2, 6)	69,522,967	1,986,370
Sub-total	69,522,967	1,986,370
Property and Equipment (Note 2)		
Other Equipment	2,327	66
Less: Accumulated depreciation	(46)	(1)
sub-total	2,281	65
Other Assets		
Temporary payments and suspense accounts	4,417	\$126
Sub-total	4,417	126
Total Assets	\$79,708,121	\$2,277,375
Liabilities & Stockholders' Equity		
Current Liabilities		
Accrued expenses	\$5,521	\$158
Other payable	8,100	231
Sub-total	13,621	389
Total Liabilities	13,621	389
Stockholders' Equity	15,621	307_
Capital stocks:		
Common stock (Note 7)	58,386,158	1,668,176
Capital surplus	,,	, ,
Net assets from merger	23,646,439	675,613
Retained Earnings (Note 8)		3.2,322
Unappropriated retained earnings	4,989,107	142,546
Equity adjustment (Notes 2, 6)	<b>, ,</b>	,
Cumulative translation adjustments	6,659	190
Treasury stock (Notes 2, 10)	(7,333,863)	(209,539)
Total Stockholders' Equity	79,694,500	2,276,986
Total Liabilities and Stockholders' Equity	\$79,708,121	\$2,277,375
		, , , , , , , ,

The accompanying notes are an integral part of these financial statements. (Cathay Financial Holding Co., Ltd. was incorporated on December 31, 2001)

CATHAY FINANCIAL HOLDING CO., LTD.

#### STATEMENT OF INCOME

#### (Expressed in thousands of dollars, except earning per share)

#### For the three Months Ended March 31, 2002

	2002	2002
	NT\$	US\$
Operating Revenues (Note 2)		
Interest income	\$9,933	\$284
Investment income under the equity method-net	4,930,847	140,881
Sub-total	4,940,780	141,165
Operating Gross Profit	4,940,780	141,165
Operating Expenses		
Administrative and general expenses	(98,970)	(2,828)
Operating Income	4,841,810	138,337
Non-Operating Revenues		
Miscellaneous income	8,100	232
Sub-total	8,100	232
Income from Continuing		
Operations before income taxes	4,849,910	138,569
Income Taxes (Notes 2, 9)	(1,913)	(55)
Net Income	\$4,847,997	\$138,514
Earnings Per Share (expressed in dollars) (Note 10)	\$0.85	\$0.02

The accompanying notes are an integral part of these financial statements. (Cathay Financial Holding Co., Ltd. was incorporated on December 31, 2001)

## CATHAY FINANCIAL HOLDING CO., LTD. STATEMENTS OF CASH FLOWS

(Expressed in thousands of dollars)

For the three Months Ended March 31, 2002

2002	2002
NT\$	US\$

Cash Flows from Operating Activities		
Net Income	\$4,847,997	\$138,514
Adjustments:		
Depreciation	46	1
Amortizations	81,378	2,325
Investment income under the equity method-net	5,323,536	152,101
Decrease (increase) in short-term investments	(9,570,000)	(273,429)
Decrease (increase) in tax refund receivable	(37)	(1)
Decrease (increase) in interest receivable	(1,371)	(39)
Decrease (increase) in other accounts receivable	(8,100)	(232)
Increase (decrease) in temporary payments and		
suspense accounts	(4,417)	(126)
Increase (decrease) in accrued expenses	(75,857)	(2,167)
Increase (decrease) in other accounts payable	8,100	232
Net Cash Provided by (Used in) Operating Activities	601,275	17,179
Cash Flows from Investing Activities		
Acquisition of property and equipment	(2,327)	(66)
Net Cash Provided by (Used in) Investing Activities	(2,327)	(66)
Increase(decrease) in Cash and Cash Equivalents	598,948	17,113
Cash and Cash Equivalents at the Beginning of Period	0	0
Cash and Cash Equivalents at the End of Period	\$598,948	17,113
Supplemental Disclosure of Cash Flows Information:		
Income tax paid	\$1,913	\$55

The accompanying notes are an integral part of these financial statements. (Cathay Financial Holding Co., Ltd. was incorporated on December 31, 2001)

## (Expressed in thousands of dollars unless otherwise stated) As of March 31, 2002

#### 1. ORGANIZATION OF BUSINESS SCOPE

CATHAY FINANCIAL HOLDING CO., LTD. (the "Company") was incorporated on December 31, 2001 in Taiwan, pursuant to the provision of the Company Law of the Republic of China ("ROC") from CATHAY LIFE INSRUANCE CO., LTD. by Stock Conversion method. The Company mainly engages in the financial holding business activities.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (1) Cash and Cash Equivalents

Cash includes cash on hand, unrestricted bank deposits, and all highly liquid investments with less than three-month to maturity.

#### (2) Short-term Investments

Marketable equity securities are stated at the lower of cost or market. Stock dividends are treated as an increase in the number of shares. Cost of marketable equity securities sold is determined based on the weighted-average method.

Beneficiary certificates are stated at the lower of cost or market. The cost of beneficiary certificates sold is determined based on the weighted-average cost method.

When market value is obtainable, short-term notes are stated at the lower of aggregate cost or market value. The cost of these notes, interest income, and gain or loss due to maturity or as a result of sales of notes are determined by the specific identification method.

Bonds and convertible bonds are recorded at the lower of cost or aggregate market value. The cost of these bonds sold is determined by the specific identification method.

#### (3) Long - Term Investments

#### A. Long-term Investments in Stocks

Long-term investments in listed companies for which the Company's ownership interest is less than 20% of the voting stocks, and lacks significant operational influence, are stated at the lower of cost or market value. Unrealized loss thereon is reflected as a reduction of shareholders' equity. Long-term investments in unlisted companies, for which the Company's ownership interest accounted for less than 20% of the common stocks, are stated at cost. However, when there is evidence showing that a decline in market value of such investment is not temporary and is already less than cost, the market value becomes the new cost basis and the difference is accounted for as if it were a realized loss, and included in the determination of net income. Stock dividends are not recognized as income but treated as an increase in the number of shares held. Upon sales of long-term investments (accounted for under cost method), the difference between the weighted-average cost and sales price is used to compute the resulting gain or loss.

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

Investments in equity securities are accounted for under the equity method where the Company's ownership interest is 20% or more of the voting shares and has significant operational influence.

If changes occurs in the capital structure of the invested companies causing an increase or decrease of stocks, and the Company can no longer maintain its original shares of interest, adjustments will be dealt with in the capital surplus and long-term equity investments accounts. If there is any deficiency in the capital surplus account, the difference will be debited to the retained earnings account.

The cost of the disposal of an investment is determined by the weighted-average method.

Transactions with affiliated companies: Unrealized intercompany gains or losses are eliminated under the equity method. Gains or losses from sales of depreciable assets between the subsidiary and the Parent Company are amortized to income over the assets, economic service lives. Gains or losses from other types of inter-company transactions are recognized when realized.

#### B. Long-Term Investments in Bonds

Long-term investments in bonds should be accounted for at cost, and any premium or discount should be amortized based on a reasonable and systematic basis.

#### (4) Property and Equipment

Property and equipment are carried at cost. Improvements and major renovation of properties are capitalized, while repairs and maintenances are expensed immediately. Upon disposal of an item of property and equipment, the related cost and accumulated depreciation are removed from the accounts.

Depreciation on depreciable assets are recognized on a straight-line method, based on the useful lives prescribed by the Executive Yuan. When the economic useful lives have expired, properties and equipment, which are still in use, are depreciated based on the residual value.

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

#### (5) Foreign-currency Transactions

#### A. Translations of Foreign Currency Transactions

Foreign-currency transactions are recorded in New Taiwan Dollars at the rates of exchange in effect when the transactions occurred. Gains or losses resulting from adjustments or settlements of foreign currency assets and liabilities are credited or charged to income. Year-end foreign currency assets and liabilities are translated at year-end exchange rate, and resulting gains or losses are credited or charged to current income.

#### B. Translation of Foreign Subsidiaries' Statements

Financial statements of foreign subsidiaries accounted for by the equity method are translated into New Taiwan Dollars as follows: All assets and liabilities denominated in foreign currencies are translated into New Taiwan Dollars at the exchange rate ruling on the balance sheet date. Stockholders' equity items are translated on the historical rate basis except the beginning balance of retained earnings, which is posted directly from the balance of the last year. Statements of income items are translated by the weighted-average exchange rate for the year. Differences arising from a translation are reported as "Cumulative Translation Adjustments" in the section of stockholders' equity as a separate item.

When the financial statements of the foreign operation are translated into domestic currency, the foreign currency financial statements should be first converted into the functional currency if the foreign currency is not the functional currency. This process will have the same result was if the transaction is recorded in the functional currency from the beginning. The exchange gain or loss from the conversion will be recognized in the current period because it affects directly the cash flows of the foreign operation.

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

#### (6) Income Taxes

The Company adopted SFAS Statement No. 22, "Accounting for Income Taxes", which requires inter-period and intra-period taxes allocations in addition to computing current period income tax payable (refund). Furthermore, it requires recognition of deferred income tax liabilities on future taxable temporary differences, and deferred income tax assets on future deductible temporary differences, prior year's loss carry-forwards and investment tax credits. The realization of deferred income tax assets is further assessed and a valuation allowance, if needed, is provided accordingly. Adjustment of prior year's income tax expense is recorded as current period income tax expense in the year of adjustment.

Deferred income tax assets and liabilities are classified as current or noncurrent in accordance with the underlying assets or liabilities. Deferred income taxes not relating to assets or liabilities are classified as current or noncurrent based on the length of the expected realizable or reversible period.

As per Article 49 of Financial Holding Company Law, in the case of the company holding the exceeding of 90% of issued shares of its native subsidiaries, the company can be selected as the taxpayer as the shareholding is over 12 months within a taxable year and files the income tax returns with 10% tax of undistributed retained earnings to Tax Authority Under the Income tax Law.

Prior year's income tax adjustment, if it is a change in an accounting estimate, then should be recorded as an adjustment year's income tax expense.

The additional 10% income tax on undistributed earnings is recognized as expense on the date of the shareholders' meeting.

#### (7) Capital Expenditure Expenses

Expenditure is capitalized and amortized over its useful life if it involves a significant amount and benefits future periods. Otherwise, it is expensed in the year of expenditure.

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

#### (8) Treasury Stock

The Company uses the cost method to account for treasury stock. Under the cost method, the treasury stock account is debited for the cost of the shares purchased. When the disposal price of treasury stock is greater than the cost, the difference is credited to capital surplus-treasury stock. If the disposal price is lower than cost, the difference is debited to capital surplus from similar treasury stock. If the capital surplus-treasury stock account is insufficient to cover the excess of the cost over the price, retained earnings should be debited for the remaining amount. The book value of each share of treasury stock is equal to its weighted-average value and is calculated according to its reason for purchase.

When treasury stock is retired, capital surplus and common stock are debited according to the ratio of retiring treasury stock to total issued stock. When the book value of the retiring treasury stock is higher than the sum of its par value and capital surplus, the difference is debited to capital surplus-treasury stock. If the capital surplus-treasury stock account is insufficient to cover the difference, retained earnings should be debited for the remaining amount. When the book value of the retiring treasury stock is lower than the sum of its par value and capital surplus, the difference is credited to capital surplus-treasury stock.

Pursuant to (91) Tai-Tsai-Cheng (3) #108164 of Securities & Exchange Commission under Ministry of Finance:

- 1.As per Article 38 of Financial Holding Company Law, it strictly forbids cross shareholding. Before transforming into the subsidiary of the Financial Holding Company, the financial institution shall redeem or buy its shares back in accordance with Article 28-2 Item 1 Paragraph 1 & 2 of Securities & Exchange Law, and reference to Article 28-2 of Securities & Exchange Law and Article 31 of Financial Holding Company Law, the prescribed period for shares converted into Financial Holding Company will be three years long at most. Shares remained overdue shall be treated as unissued shares of the Financial Holding Company.
- 2. As the shares possessed by the Subsidiary are deemed as the Company's treasury stocks, the Subsidiary shall comply with Article 28-2 of treasury stocks of the Securities & Exchange Law.

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

#### 3. CHANGES IN ACCOUNTING AND ITS EFFECTS: None

#### 4. CASH AND CASH EQUIVALENTS

	March	March 31	
	2002(NT\$)	2002(US\$)	
Petty cash	\$22	\$1	
Cash in banks	71,099	2,031	
Time deposits	100,000	2,857	
Cash equivalents	427,827	12,224	
Total	\$598,948	\$17,113	

#### **5. SHORT-TERM INVESTMENTS**

	March 31	
	2002(NT\$)	2002(US\$)
Beneficiary certificates	\$9,570,000	\$273,429
Less: Cash equivalents		
Allowance for valuation		
loss	(0)	(0)
Total	\$9,570,000	\$273,429

#### **6. LONG-TERM INVESTMENTS**

	March 31	
	2002(NT\$)	2002(US\$)
Name of Investee	Book Value	Book Value
Under the equity method:		
Cathay Life Insurance Co., Ltd.	\$69,516,308	\$1,986,180
Add/(Less): Cumulative		
translation adjustments	6,659	190
Total	\$69,522,967	\$1,986,370

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

(1) Changes in long-term investments under the equity method are summarized as follows:

	For the three Months ended March 31	
	2002(NT\$)	2002(US\$)
Balance at the beginning of year	\$74,839,844	\$2,138,281
Add/(less):		
Investment income under equity		
method recognized increment of		
investment	4,930,847	140,881
Cash dividends received	(10,254,383)	(292,982)
Balance of March 31	\$69,516,308	\$1,986,180

- (2) The Company, in the first quarter of year 2002, issued the report of the investee company, Cathay Life Insurance Co., Ltd. reviewed by CPA with qualified opinions due to the potential adjustments, except for the long-term investments in the amount of NT\$ 664,700 under the equity method, cumulative translation adjustment in the amount of NT\$ 6,659 and investment losses in the amount of 3,294 which were in accordance with unreviewed report of its investee companies. However, as the Company considered there is no significant effect on the potential adjustments, it recognized its income / loss on investments in accordance with the financial statements of Cathay Life Insurance Co., Ltd. previously reviewed by CPA.
- (3) As of March 31, 2002, the Company didn't provide collateral or guarantee on long-term investments.

#### 7. COMMON STOCK

As of March 31, 2002, the number of authorized and outstanding shares was 5,838,615,765, at a par value of NT\$10 dollars.

#### 8. RETAINED EARNINGS

#### (1) Legal Reserve

Pursuant to the Company Law, 10% of the annual after-tax net income of the Company must be appropriated as legal reserve until such retention equals to the paid-in capital. The legal reserve can only be used to cover deficits and not be

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

distributed as cash dividends. However, if the total accumulated legal reserve is greater than 50% of the issued share capital, up to 50% of such excess can be converted to share capital.

#### (2) Unappropriated Retained Earnings

As stipulated in the Company's Articles of Incorporation, the restrictions and sequences for distributing annual net income are as follows:

- (a) Paying income tax;
- (b) Covering previous deficits;
- (c) Appropriating 10% of the remaining net income as legal reserve;
- (d) Distributing dividends;
- (e) Bonus to employees at 0.01% to 0.05% of the remaining net income;
- (f) Appropriation of any of the remainder of the retained earnings as proposed by the board of directors and approved by the stockholders.
- (3) Beginning 1998, since the implementation of income tax for corporations combining into individuals' income tax, the un-appropriated retained earnings for the Company in those years which do not distribute to its shareholders will be imposed 10% income tax and then can be retained without further tax imposition.

#### 9. ESTIMATED INCOME TAXES

(1) Income tax expenses for the three months ended March 31, 2002 is estimated as follows:

	For the three Months ended March 31	
	2002(NT\$)	2002(US\$)
Income Tax for Accounting Income	\$4,849,910	\$138,569
Add(Less):		
Interest Income of Tax on a		
Separate Basis	(9,565)	(273)
Investment Income	(4,930,847)	(140,881)
Taxable Income	(90,502)	(2,585)
Times: Taxes Rate; Less: Progressive		
Difference	25%-10	
Sub-Total	0	0
Add: Tax on a Separate Basis	1,913	55
Income Taxes	\$1,913	\$55

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

(2) The Company's deferred income tax assets and liabilities as of March 31, 2002 is as follows:

	March 31	
	2002(NT\$)	2002(US\$)
A. Total deferred income tax assets	\$0	\$0
Total deferred income tax liabilities	0	0
B. Deferred income tax assets- current	0	0
Deferred income tax liabilities-current	0	0
Net deferred tax assets - current	\$0	\$0
C. Net deferred tax assets- noncurrent	\$0	\$0
Deferred tax liabilities-noncurrent	0	0
Net deferred tax assets - noncurrent	\$0	\$0

The Company was incorporated on December 31,2001 and hadn't income tax return up at present.

#### (3) Tax imputation related information:

	March 31	
	2002(NT\$)	2002(US\$)
Balance of imputation credit account	\$3,419,491	\$97,700
	March 31	
Imputation credit account ratio	29.55%	

#### (4) The undistributed retained earnings:

	March	March 31		
Year	2002(NT\$)	2002(US\$)		
After 1998	\$137,135	\$3,918		

Undistributed retained earnings after 1998, the amount hadn't consist of the three months ended March 31,2002.

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

#### 10. EARNINGS PER SHARE

	For the three Months ended March 31		
	2002(NT\$)	2002(US\$)	
Net income before income taxes (a)	\$4,849,910	\$138,569	
Net income after income taxes (b)	4,847,997	138,514	
Year-end outstanding number of shares	5,838,615,765	5,838,615,765	
Weighted average outstanding number of shares(c)	5,681,688,765	5,681,688,765	
Before tax earnings per share (Dollars) (a) / (c)	\$0.85	\$0.02	
After tax earnings per share (b)/(c)	\$0.85	\$0.02	

The changes of the above weighted-average outstanding number of shares are shown below:

	March 31, 2002
Shares as of March 31,2002	5,838,615,765
Less: Treasury stock	(156,927,000)
Total	5,681,688,765

- **10. RELATED PARTY TRANSACTIONS**: None
- 11. ASSETS PLEDGED OR MORTGAGED: None
- 12. SIGNIFICANT COMMITMENTS AND CONTINGENT LIABILTIES: None.
- 13. SIGNIFICANT DISASTER LOSSES: None
- 14. SIGNIFICANT SUBSEQUENT EVENETS
  - (1) As Ministry of Finance approved the shares transferred from the Company, Tong Tai Insruance Co., Ltd. and Cathay United Bank to Cathay Financial Holding Co., the Company agreed to exchange stock shares fixed the basis dated on 22<sup>nd</sup> April, 2002

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

(i.e. the Company issued new shares in the amount of 257,257,053 for listed on Taiwan Stock Exchange). The ratio of stock conversion agreed among the parties is 1 to 4.5 to 6.

(2) On 9th April 2002, the Directors' Meeting resolved to issue overseas convertible corporate bonds for fund collection of domestic / overseas incorporation and business integration, and the maximum amount is limited to US\$ 1 billion The authorized president to determine the issue information including the issue Board of Directors, amount, time, price and any other related matter considering the market competition.

#### 15. OTHER SIGNIFICANT EVENTS

#### (1) DISCLOSURE OF PENSION INFORMATION

According to the R.O.C. SFAS NO. 23 "Interim Financial Reporting and Disclosure", the interim financial statements are not required to follow the principles outlined in the R.O.C. SFAS NO. 18 "Accounting for Pensions".

#### (2) DERIVATIVE FINANCIAL RELATED INSTRUMENTS

- 1. Derivative Financial Related Instruments: None.
- 2. Non-Derivative Financial Instruments Related Information:

Except for the items listed in the following table, as of March 31, 2002, the book value of the non-derivative instruments is the same to their market values.

	March 31, 2002			
	Book Value		Fair Value	
Item	NT\$	US\$	NT\$	US\$
Short-term investments	\$9,570,000	\$273,429	\$9,603,231	\$274,378

- (3) **GREAT CONTRACT:** None.
- (4) PRESENTATION OF FINANCIAL STATEMENTS: None.
- (5) OTHER: None

#### 16. INFORMATION FOR INVESTMENT IN MAINLAND CHINA: None

#### 17. SEGMENT FINANCIAL INFORMATION:

(Expressed in thousands of dollars unless otherwise stated)

As of March 31, 2002

According to the R.O.C. SFAS NO.23 "Interim Financial Reporting and Disclosures", the interim financial statements are not required to follow the principles outlined in the R.O.C. SFAS NO 20 "Disclosures of Segment Financial Information".