

GIGAMEDIA Ltd  
Form 20-F  
April 28, 2016  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D. C. 20549

**FORM 20-F**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2015**

**Commission File Number: 000-30540**

**GIGAMEDIA LIMITED**

**(Exact name of registrant as specified in its charter)**

**REPUBLIC OF SINGAPORE**

**(Jurisdiction of incorporation or organization)**

**8 TH FLOOR, NO. 22, LANE 407, SECTION 2 TIDING BOULEVARD, TAIPEI, TAIWAN, R.O.C.**

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

(Address of principal executive offices)

**COLLIN HWANG, Chief Executive Officer**

**8 TH FLOOR, NO. 22, LANE 407, SECTION 2 TIDING BOULEVARD, TAIPEI, TAIWAN, R.O.C.**

**Tel: 886-2-2656-8000; Fax: 886-2-2656-8003**

**Securities registered or to be registered pursuant to Section 12(b) of the Exchange Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
<b>Ordinary Shares</b>	<b>The NASDAQ Stock Market LLC</b>

**Securities registered or to be registered pursuant to Section 12(g) of the Exchange Act: None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**11,052,235 ordinary shares**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this annual report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

U.S. GAAP

International Financial Reporting Standards as issued

Other

by the International Accounting Standards Board

If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<b><u>PART I</u></b>	<b>3</b>
ITEM 1. <u>IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>	3
ITEM 2. <u>OFFER STATISTICS AND EXPECTED TIMETABLE</u>	3
ITEM 3. <u>KEY INFORMATION</u>	3
ITEM 4. <u>INFORMATION ON THE COMPANY</u>	18
ITEM 4A. <u>UNRESOLVED STAFF COMMENTS</u>	31
ITEM 5. <u>OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>	31
ITEM 6. <u>DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>	53
ITEM 7. <u>MAJOR SHAREHOLDERS AND RELATED-PARTY TRANSACTIONS</u>	57
ITEM 8. <u>FINANCIAL INFORMATION</u>	59
ITEM 9. <u>THE OFFER AND LISTING</u>	59
ITEM 10. <u>ADDITIONAL INFORMATION</u>	60
ITEM 11. <u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	67
ITEM 12. <u>DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	67
<b><u>PART II</u></b>	<b>68</b>
ITEM 13. <u>DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>	68
ITEM 14. <u>MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u>	68
ITEM 15. <u>CONTROLS AND PROCEDURES</u>	68
ITEM 16. <u>RESERVED</u>	69
ITEM 16A. <u>AUDIT COMMITTEE FINANCIAL EXPERT</u>	69
ITEM 16B. <u>CODE OF ETHICS</u>	69
ITEM 16C. <u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	70
ITEM 16D. <u>EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u>	70
ITEM 16E. <u>PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u>	70
ITEM 16F. <u>CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANTS</u>	71
ITEM 16G. <u>CORPORATE GOVERNANCE</u>	71
ITEM 16H. <u>MINE SAFETY DISCLOSURE</u>	71
<b><u>PART III</u></b>	<b>71</b>
ITEM 17. <u>FINANCIAL STATEMENTS</u>	71
ITEM 18. <u>FINANCIAL STATEMENTS</u>	71
ITEM 19. <u>EXHIBITS</u>	72

---

**Table of Contents**

**CERTAIN TERMS AND CONVENTIONS**

In this annual report, all references to

- (i) we, us, our, our Company or GigaMedia are to GigaMedia Limited and, unless the context requires otherwise, its subsidiaries, or where the context refers to any time prior to the incorporation of any of its subsidiaries, the businesses which predecessors of the present subsidiaries were engaged in and which were subsequently assumed by such subsidiaries;
- (ii) Shares are to ordinary shares of our Company;
- (iii) Hoshin GigaMedia are to Hoshin GigaMedia Center Inc., a company incorporated under the laws of Taiwan, Republic of China, ( Taiwan or R.O.C. );
- (iv) FunTown are to our Asian online game and service business operated through our two operating subsidiaries, Hoshin GigaMedia and FunTown World Limited, a company incorporated under the laws of the British Virgin Islands;
- (v) GigaMedia Cloud are to GigaMedia Cloud Services Co. Ltd., a company incorporated under the laws of Taiwan;
- (vi) GigaCloud are to the cloud computing services operated through our subsidiary GigaMedia Cloud;
- (vii) FingerRockz are to FingerRockz Co., Ltd., a company incorporated under the laws of Taiwan that develops and publishes mobile games and apps;
- (viii) IAH or IAHGames are to Infocomm Asia Holdings Pte. Ltd., an online game operator, publisher and distributor in Southeast Asia and incorporated under the laws of the Republic of Singapore;
- (ix) Everest Gaming are to Mangas Everest S.A.S, a société par actions simplifiée registered with the Trade and Companies Registry of Paris and organized under the laws of France;
- (x) JIDI are to JIDI Network Technology (Shanghai) Co., Ltd., our wholly owned subsidiary incorporated under the laws of the PRC;
- (xi) Shanghai JIDI are to Shanghai JIDI Network Technology Co., Ltd., a company incorporated under the laws of the PRC; and
- (xii) East Gate are to East Gate Media Contents & Technology Fund L.P., a partnership organized under the laws of the Republic of Korea.

For the purpose of this annual report only, geographical references to China and the PRC are to the People's Republic of China and do not include Taiwan, the Hong Kong Special Administrative Region ( Hong Kong ) and the Macau Special Administrative Region ( Macau ). Except if the context otherwise requires, and for the purpose of this annual report only, references to Greater China include the PRC, Taiwan, Hong Kong and Macau. References to Korea or South Korea are to the Republic of Korea.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

All references in this annual report to U.S. dollar, \$ or US\$ are to the legal currency of the United States; all references to NT dollar or NT\$ to the legal currency of Taiwan; all references to RMB, Rmb or Renminbi are to the legal currency of the PRC; all references to Hong Kong dollar or HK\$ are to the legal currency of Hong Kong; all references to Korean won or KRW are to the legal currency of the Republic of Korea and all references to Singapore dollar or S\$ are to the legal currency of the Republic of Singapore.

We have approximated certain numbers in this annual report to their closest round numbers or a given number of decimal places. Due to rounding, figures shown as totals in tables may not be arithmetic aggregations of the figures preceding them.

**Table of Contents**

**DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

This annual report includes forward-looking statements within the meaning of, and intended to qualify for the safe harbor from liability established by, the United States Private Securities Litigation Reform Act of 1995. These statements, which are not statements of historical fact, may consist of or contain estimates, assumptions, projections and/or expectations regarding future events, which may or may not occur. These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Some of the risks are listed under Item 3, Key Information D. Risk Factors and elsewhere in this annual report. In some cases, you can identify these forward-looking statements by words such as aim, anticipate, believe, estimate, expect, going forward, intend, ought to, plan, p seek, may, might, can, could, will, would, should, shall, is likely to or similar expressions, including their negatives. These fo statements include, without limitation, statements relating to:

our business plan and strategies;

our future business development and potential financial condition, results of operations and other projected financial information;

our ability to manage current and potential future growth;

expected continued acceptance of our revenue model;

our plans for strategic partnerships, licenses and alliances;

our acquisition and strategic investment, and our ability to successfully integrate any past, current, or future acquisitions into our operations;

our ability to protect our intellectual property rights and the security of our customers' information;

the launch of new online games according to our timetable;

expected continued acceptance of our online games, including expected growth of the online games industry, and consumer preferences for our products and services;

the in-house development of new online games;

our plans to license additional games from third parties, and the launch of these new games, including the timing of any such development, licenses or launches, in various geographic markets;

our ability to maintain and strengthen our position as one of the largest online MahJong operators in Taiwan;

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

the potential entry of new competitors in any of our business lines;

changes or stability in certain regulatory environments relating to GigaCloud's operations;

changes in PRC laws and regulations, and future enforcement of those laws and regulations, including laws and regulations relating to Internet usage, advertising over the Internet, Internet content providers, foreign investment and ownership in online business, distribution of dividends and foreign exchange controls;

the outcome of ongoing, or any future, litigation or arbitration; and

our corporate classification by various governmental entities.

These forward-looking statements are based on our own information and on information from other sources we believe to be reliable. Our actual results may differ materially from those expressed or implied by these forward-looking statements as a result of risk factors and other factors noted throughout this annual report, including those described under Item 3, "Key Information" D. Risk Factors and those detailed from time to time in other filings with the United States Securities and Exchange Commission (the "SEC"). We do not guarantee that the transactions and events described in this annual report will happen as described or that they will happen at all. We undertake no obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this annual report or to reflect the occurrence of unanticipated events. Whether actual results will conform to our expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond our control, and reflect future business decisions that are subject to change. Given this level of uncertainty, you are advised not to place undue reliance on such forward-looking statements.



**Table of Contents**

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable, but see Item 6, Directors, Senior Management and Employees A. Directors and Senior Management in this annual report.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION**

**Exchange Rates**

Assets and liabilities reported in our consolidated balance sheets denominated in currencies other than U.S. dollars are translated into U.S. dollars using year-end exchange rates. Income and expense items reported in our consolidated statements of operations denominated in currencies other than U.S. dollars are translated into U.S. dollars using average exchange rates. Certain other operating financial information denominated in currencies other than U.S. dollars, not included in our consolidated financial statements and provided in this annual report, are translated using average exchange rates. We make no representation that any currencies, other than U.S. dollars, could be converted to U.S. dollars at such rate or any particular rates.

**A. Selected Financial Data**

The following selected consolidated balance sheet data as of December 31, 2014 and 2015 and the selected consolidated statement of operations data for the years ended December 31, 2013, 2014 and 2015 have been derived from our audited consolidated financial statements included in Item 18 in this annual report. The selected consolidated balance sheet data as of December 31, 2011, 2012 and 2013, and the selected consolidated statement of operations data for the years ended December 31, 2011 and 2012 have been derived from our audited consolidated financial statements for the years ended December 31, 2011, 2012 and 2013, which are not included in this annual report. The consolidated financial statements have been prepared and presented in accordance with accounting principles generally accepted in the United States of America, or U.S. GAAP. You should read the following selected consolidated financial data in conjunction with Item 5, Operating and Financial Review and Prospects, and the consolidated financial statements and the accompanying notes to those statements included in this annual report.

**Table of Contents**

For the Years Ended December 31,

(in thousands US\$, except for per share data)

	2011	2012	2013	2014	2015
<b>CONSOLIDATED STATEMENTS OF OPERATIONS DATA:</b>					
<b>OPERATING REVENUES</b>					
Asian online game and service revenues	34,367	27,470	14,106	8,199	8,545
Other revenues	0	0	926	1,580	1,706
<b>Total operating revenues</b>	<b>34,367</b>	<b>27,470</b>	<b>15,032</b>	<b>9,779</b>	<b>10,251</b>
<b>COSTS OF REVENUES</b>					
Cost of Asian online game and service revenues	(14,413)	(11,388)	(6,425)	(6,010)	(7,018)
Cost of other revenues	0	0	(1,159)	(1,825)	(1,871)
<b>Total costs of revenues</b>	<b>(14,413)</b>	<b>(11,388)</b>	<b>(7,584)</b>	<b>(7,835)</b>	<b>(8,889)</b>
<b>GROSS PROFIT</b>	<b>19,954</b>	<b>16,082</b>	<b>7,448</b>	<b>1,944</b>	<b>1,362</b>
<b>OPERATING EXPENSES</b>					
Product development and engineering expenses	(1,956)	(1,471)	(1,698)	(892)	(688)
Selling and marketing expenses	(10,079)	(8,377)	(4,815)	(6,708)	(8,655)
General and administrative expenses	(18,101)	(13,384)	(6,324)	(6,378)	(5,759)
Impairment loss on property, plant, and equipment	0	0	0	(28)	(60)
Impairment loss on goodwill	(5,097)	(12,489)	(17,054)	0	0
Impairment loss on intangible assets	(2,583)	(15)	(13,251)	(115)	(5)
Impairment loss on prepaid licensing and royalty fees	(247)	(702)	(2,752)	(1,259)	(4,187)
Termination of proposed acquisition	0	0	0	0	(2,000)
Other	(1,820)	(218)	(41)	(37)	(3)
<b>Total operating expense</b>	<b>(39,883)</b>	<b>(36,656)</b>	<b>(45,935)</b>	<b>(15,417)</b>	<b>(21,357)</b>
Loss from operations	(19,929)	(20,574)	(38,487)	(13,473)	(19,995)
Equity in net earnings (losses) on equity investments - net	(47,869)	234	526	(531)	(600)
Loss from continuing operations	(67,390)	(13,596)	(34,743)	(4,990)	(2,288)
Loss from discontinued operations, net of tax	(4,188)	(2,521)	(318)	0	0
Net loss	(71,578)	(16,117)	(35,061)	(4,990)	(2,288)
Less: Net (income) loss attributable to the noncontrolling interest and subsidiary preferred shares	366	827	281	(165)	45
Net loss attributable to shareholders of GigaMedia	(71,212)	(15,290)	(34,780)	(5,155)	(2,243)
<b>Loss per share (in dollars):</b>					
<b>Basic:</b>					
Loss from continuing operations	(6.18)	(1.26)	(3.40)	(0.48)	(0.20)
Loss from discontinued operations	(0.38)	(0.25)	(0.03)	0	0

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Net loss	(6.56)	(1.51)	(3.43)	(0.48)	(0.20)
Diluted:					
Loss from continuing operations	(6.18)	(1.26)	(3.40)	(0.48)	(0.20)
Loss from discontinued operations	(0.38)	(0.25)	(0.03)	0	0
Net loss	(6.56)	(1.51)	(3.43)	(0.48)	(0.20)

There were no dividends declared in 2011, 2012, 2013, 2014 and 2015.

**Table of Contents**

As of December 31,

(US dollars in thousands except for number of issued shares)

	2011	2012	2013	2014	2015
<b>CONSOLIDATED BALANCE SHEET DATA:</b>					
Total current assets	118,920	85,135	83,331	91,158	74,498
Property, plant and equipment-net	4,288	1,949	1,677	1,663	1,391
Goodwill	28,437	16,934			
Intangible assets-net	15,534	15,675	1,461	222	88
Total assets	191,706	140,394	103,321	108,304	81,195
Total current liabilities	35,658	21,647	14,839	27,337	13,482
Total GigaMedia's shareholders' equity	156,072	118,231	88,448	79,019	65,991
Common shares, no par value, and additional paid-in capital	304,672	304,851	305,072	308,682	308,745
Number of issued shares (in thousands)	10,144	10,144	10,145	11,052	11,052

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**D. Risk Factors****Risks Related to Our Business and Industries**

**We may not be successful in operating and improving our existing online games to satisfy the changing demands and preferences of players.**

The level of demand and market acceptance of our existing online games is subject to a high degree of uncertainty. Our future operating results will depend on numerous factors, many of which are beyond our control. These factors include:

the popularity of existing and new online games operated by us;

the introduction of new online games by us or third parties, competing with or replacing our existing online games;

general economic conditions, particularly economic conditions adversely affecting discretionary consumer spending;

changes in our customer demands and preferences;

regulatory and other risks associated with our operations in Taiwan and Hong Kong;

the availability of other forms of entertainment; and

critical reviews and public tastes and preferences, all of which change rapidly and cannot be predicted.

Our ability to plan for product development and distribution and promotional activities will be significantly affected by how well we anticipate and adapt to relatively rapid changes in consumer tastes and preferences. Currently, a substantial portion of our online games revenue is derived from revenues from PC-based online games including MahJong games and other casual games offered in Taiwan and Hong Kong by FunTown and the licensed massively multi-player online games ( MMO ) games such as Tales Runner, a sports game, and Yume100, a role-playing game. The sub-genre of multi-player role-playing online games ( MMORPG ) is the most popular type of MMO. In recent years, revenues from our PC-based games have been in decline, reflecting the overall shift in player preferences away from PC-based games to browser-based games and mobile games. This decline in the popularity of PC-based online games, and declines in the popularity of online games in general, is likely to adversely affect our business, financial condition and results of operations. To maintain competitiveness of our games, we must regularly invest in enhancing, improving, expanding or upgrading our games. If we fail to do so, revenues generated from our existing games will likely decline.

---

## **Table of Contents**

**As our games are currently accessed primarily through PC and mobile devices, successful development of games for such devices will be imperative if we are to maintain or increase our revenues, and our inability to do so may result in lower growth of or a decline in revenues.**

Devices other than personal computers, such as mobile phones and tablets, are used increasingly to access the Internet. We believe that, for our business to be successful, we will need to develop versions of our existing games, our pipeline games and any future games that work well with such devices. Manufacturers of such devices may establish restrictive conditions for developers of applications to be used on such devices, and as a result our games may not work well, or at all, on such devices. As new devices are released or updated, we may encounter problems in developing versions of our games for use on such devices and we may need to devote significant resources to the creation, support, and maintenance of games for such devices. If we are unable to successfully expand the types of devices on which our existing and future games are available, or if the versions of our games that we create for such devices do not function well or are not attractive to game players, our revenues may fail to grow and may decline.

**The online games market is characterized by rapid technological change, and failure to respond quickly and effectively to new Internet technologies or standards may have a material adverse effect on our business.**

The online games industry is evolving rapidly. Any new technologies and new standards may require increases in expenditures for online game development and operations. In addition, we use internally developed software systems that support nearly all aspects of our billing and payment transactions in our Asian online game and service business. All of our businesses may be adversely affected if we are unable to upgrade our systems effectively to accommodate future traffic levels, to avoid obsolescence or to successfully integrate any newly developed or acquired technology with our existing systems. Capacity constraints could cause unanticipated system disruptions and slower responses, which could adversely affect data transmission and game play. These factors could, among other things, cause us to lose existing or potential users and existing or potential game development partners.

**In operating our Asian online game and service business, we may fail to launch new games according to our timetable, and our new games may not be commercially successful.**

In order for our Asian online game and service business strategy to succeed over time, we will need to license, acquire or develop new online games that can generate additional revenue and further diversify our revenue sources. A number of factors, including technical difficulties, government approvals and game licenses required for launching new games, lack of sufficient game development personnel and other resources, and adverse developments in our relationship with the licensors of our new licensed games could result in delay in launching our new games. Therefore, we cannot assure you that we will be able to meet our timetable for new game launches.

There are many factors that may adversely affect the popularity of our new games. For example, we may fail to anticipate and adapt to future technical trends and new business models, fail to satisfy game player preferences and requirements, fail to effectively plan and organize marketing and promotion activities, fail to effectively detect and prevent programming errors or defects in the games, and fail to operate our new games at acceptable costs. We cannot assure you that our new games will gain market acceptance and become commercially successful. If we are not able to license, develop or acquire additional online games that are commercially successful, our future revenues and profitability may decline.

Due to increased competition among online games operators in Greater China, license fees for online games have increased and most licensors are demanding upfront license fees and guaranteed minimum royalty payments. If any of the new games we license from third parties fails to appeal to players, we may not be able to fully recover upfront and/or minimum royalty licensing costs, which can be significant. As a result, our results of operations and financial condition may be materially and adversely affected.

**Our Asian online game and service business faces intense competition, which may adversely affect our revenues, profitability and planned business expansion.**

The online games market is highly competitive. Online casual game operators in Greater China are currently our primary competitors. We also compete with massively MMORPG operators throughout Greater China. Our major competitors in Taiwan include Gamania Digital Entertainment Co., Ltd. ( Gamania ), Soft-World International Corporation ( Soft-World ), International Games System, Co., Ltd. ( IGS ), UserJoy Technology Co., Ltd. ( UserJoy ) and GodGame Inc. ( GodGame ). Our major competitors in the PRC include Shanda Interactive Entertainment Ltd. ( Shanda ), Giant Interactive Group, Inc. ( Giant ), Changyou.com Limited ( Changyou ), Shanghai Everstar Online Entertainment Co., Ltd. ( Nineyou ), Tencent Holdings Limited ( Tencent ), Perfect World Co., Ltd. ( Perfect World ), Kingsoft Corporation Limited ( Kingsoft ) and Beijing Globalink Computer Technology Co., Ltd. ( Ourgames.com ). In addition, we compete for users against various offline games, such as console games, arcade games and handheld games, as well as various other forms of traditional or online entertainment.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

We expect more online games operating companies to enter the markets where we operate in Greater China, and a wider range of online games to be introduced to these markets, given the relatively low entry barriers to the online games industry and the increasing popularity of Internet-based businesses. Our competitors vary in size and include private and public companies, many of which have greater financial, marketing and technical resources as well as name brand recognition. We intend to continue to enhance our market position through providing competitive products and quality services that meet market trends and users' preferences, as well as strengthening sales effectiveness. As a result of the above, significant competition may reduce the number of our users or the growth rate of our user base, reduce the average number of hours played by our users, or cause us to reduce usage fees. All of these competitive factors could have a material adverse effect on our business, financial condition and results of operations.

---

## **Table of Contents**

**Our results of operations are subject to significant fluctuations. We have incurred operating and net losses in past years, and we may experience losses in the future.**

Our revenues, expenses and results of operations have varied in the past and may fluctuate significantly in the future due to a variety of factors, many of which are beyond our control. In 2013, 2014 and 2015, we incurred operating losses of US\$38.5 million, US\$13.5 million and US\$20.0 million as well as net losses of US\$34.8 million, US\$5.2 million and US\$2.3 million, respectively. Our future profitability will depend to a great extent upon the performance of our Asian online game and service business and the GigaCloud cloud computing business. The key factors affecting our businesses include:

Asian online game and service business: our ability to retain existing users; attract new users and maintain user satisfaction; the pace of rolling out new games or updating existing games by us or our competitors; the amount and timing of operating costs and capital expenditures relating to our business operations and expansion; seasonal trends in Internet use; price competition in the industry; regulatory and other risks associated from our operations in Taiwan and Hong Kong.

Cloud computing business: global economic conditions and general economic conditions of the markets that GigaCloud targets; the availability of the Internet infrastructure; and the technological and other competition from existing and new competitors, our ability to attract new users and maintain user satisfaction; the pace of rolling out new products and services or updating existing offerings by us or our competitors; the amount and timing of operating costs and capital expenditures relating to our business operations and expansion; and regulatory risks associated with our operations in Greater China.

In addition, our operating expenses are based on our expectations of the future demand for our services and are relatively fixed in the short term. We may be unable to adjust spending quickly enough to offset any unexpected demand shortfall. A decrease in revenues in relation to our expenses could have a material and adverse effect on our business, results of operations and financial condition. You should not place undue reliance on our financial guidance, nor should you rely on year-to-year or quarter-to-quarter comparisons of our results of operations as indicators of our future performance and we cannot assure you that we will not experience operating or net losses in future periods.

**Our business strategy, which contemplates growth through acquisitions and strategic investments, exposes us to significant risks.**

We have pursued and may continue to pursue growth through acquisitions and strategic investments. Any acquisition or investment is subject to a number of risks. Such risks include the diversion of management time and resources, disruption of our ongoing business, lack of familiarity with new markets, difficulties in supporting the acquired business, and dilution to existing stockholders if our common stock is issued in consideration for an acquisition or investment, incurring or assuming indebtedness or other liabilities in connection with an acquisition.

We entered into multiple strategic alliances in the past and later recognized related impairment losses on investments and goodwill. We may incur debts in the future upon an acquisition or suffer losses related to impairment of these investments. Any impairment on goodwill and marketable securities and investments in the future may have a negative impact on our financial results. We will continue to examine the merits, risks and feasibility of potential transactions, and expect to explore additional acquisition opportunities in the future. Such examination and exploration efforts, and any related discussions with third parties, may or may not lead to future acquisitions and investments. We may not be able to complete acquiring or investing transactions that we initiate. Our ability to grow through such acquisitions and investments will depend on many factors, including the availability of suitable acquisition candidates at an acceptable cost, our ability to reach agreement with acquisition candidates or investee companies on commercially reasonable terms, the availability of financing to complete transactions and our ability to obtain any required governmental approvals.

We also face challenges in integrating any acquired business. These challenges include eliminating redundant operations, facilities and systems, coordinating management and personnel, retaining key employees, managing different corporate cultures, maintaining the relationship with the suppliers, vendors and/or distributors of acquired businesses, and achieving cost reductions and cross-selling opportunities. There can be no assurance that we will be able to successfully integrate all aspects of acquired businesses. The process of integrating the acquired business may disrupt our business and divert our resources. In addition, the benefits of an acquisition or investment transaction may take considerable time to be fully realized and we cannot assure you that any particular acquisition or investment and the subsequent integration will produce the intended benefits.

**Our business could suffer if we do not successfully manage current growth and potential future growth.**



## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

We are pursuing a number of growth strategies. Some of these strategies relate to services, products or markets in which we lack experience and expertise. Anticipated expansion of our operations will place a significant strain on our management, operation systems and resources. In addition to training and managing our workforce, we will need to continue to develop and improve our financial and management controls and our reporting systems and procedures, including those of acquired businesses. We cannot assure you that we will be able to effectively manage the growth of our operations, and any failure to do so may limit our future growth and materially and adversely affect our business, financial condition and results of operations.

## **Table of Contents**

### **Dependence on network suppliers may adversely affect our operating results.**

Our success depends in part upon the capacity, reliability, and performance of our network infrastructure, including the capacity leased from our Internet bandwidth suppliers. We depend on these companies to provide uninterrupted and error-free service through their telecommunications networks. Some of these providers are also our competitors. We exercise little control over these providers, which increases our vulnerability to problems with the services they provide. We have experienced and expect to continue to experience interruptions or delays in network service. Any failure on our part or the part of our third-party suppliers to achieve or maintain high data transmission capacity, reliability or performance could significantly reduce customer demand for our services and damage our business. As our customer base grows and their usage of telecommunications capacity increases, we will be required to make additional investments in our capacity to maintain adequate data transmission speeds, the availability of which may be limited or the cost of which may be on terms unacceptable to us. If adequate capacity is not available to us as our customers' usage increases, our network may be unable to achieve or maintain sufficiently high data transmission capacity, reliability or performance. In addition, our business would suffer if our network suppliers increased the prices for their services and we were unable to pass along the increased costs to our customers.

### **Our Asian online game and service business depends on the reliability of the network infrastructure and related services provided by ourselves and third parties, which is subject to physical, technological, security and other risks.**

The development and operation of our online networks are subject to physical, technological, security and other risks which may result in interruption in service or reduced capacity. These risks include physical damage, power loss, telecommunications failure, capacity limitation, hardware or software failures or defects and breaches of physical and cybersecurity by computer viruses, system break-ins or otherwise. An increase in the volume of usage of online services could strain the capacity of the software and hardware employed, which could result in slower response time or system failures. We have a variety of backup servers at our primary site to deal with possible system failures. However, we do not have redundant facilities in the event of an emergency. The occurrence of any of these events could result in interruptions, delays or cessation in service to users of our online services, which could have a material adverse effect on our business and results of operations.

While we have implemented industry-standard physical and cybersecurity measures, our network may still be vulnerable to unauthorized access, computer viruses, denial of service and other disruptive problems. Our Internet-based services may be interrupted as a result of the accidental or intentional actions of Internet users, our current and former employees or others. A party that is able to circumvent security measures could misappropriate proprietary information, attack our security and network system, and, perhaps, most importantly, cause interruptions in our operations. We have experienced in the past, and may experience in the future, security breaches and attacks. We may be required to expend significant capital or other resources to protect against the threat of security breaches and attacks or to alleviate problems caused by such actions. There can be no assurance that any measures implemented will not be circumvented in the future. Furthermore, a successful security breach or attack may lead us to incur substantial costs to repair damage or restore data, implement substantial organizational changes and training to prevent future similar attacks and lost revenues and litigation costs due to misused sensitive information, and cause substantial reputational damage.

Our business is also vulnerable to delays or interruptions due to our reliance on infrastructure and related services provided by third parties. End-users of our offerings depend on ISPs and our system infrastructure for access to the Internet games and services we offer. Some of these services have experienced service outages in the past and could experience service outages, delays and other difficulties due to system failures, stability or interruption. For example, in February 2007, an earthquake off the coast of Taiwan, and in March 2011 an earthquake off the north-east coast of Japan, damaged several undersea fiber optic cables linking countries such as Malaysia, Singapore, Australia, Japan, South Korea, China, the United States and Europe, causing disruptions in Internet traffic worldwide. We may lose customers as a result of delays or interruption in service, including delays or interruptions relating to high volumes of traffic or technological problems, which may prevent communication over the Internet and could materially adversely affect our business, revenues, results of operations and financial condition.

### **Any failure to maintain a stable and efficient distribution and payment network could have a material and adverse impact on our Asian online game and service business, financial condition and results of operations.**

Our Asian online game and service business operation relies heavily on a multi-layer distribution and payment network composed of third-party distributors for our sales to, and collection of payment from, our users. As we do not enter into long-term agreements with any of our distributors, we cannot assure you that we will continue to maintain favorable relationships with them. If we fail to maintain a stable and efficient distribution and payment network, our business, financial condition and results of operations could be materially and adversely affected.

In addition, our ability to process electronic commerce transactions depends on bank processing and credit card systems. In order to prepare for certain types of system problems, we have a formal disaster recovery plan. Nevertheless, any system failure, including network, software or hardware failure, which causes a delay or interruption in our e-commerce services could have a material adverse effect on our business,

revenues, results of operations and financial condition.

---

**Table of Contents**

**Undetected programming errors or defects in our software, services and games and the proliferation of cheating programs could materially and adversely affect our Asian online game and service business and the cloud computing business, financial condition and results of operations.**

Our online games and cloud computing software and services may contain undetected programming errors or other defects. These errors or other defects could damage our reputation and subject us to liability. As to online games, parties unrelated to us may develop cheating programs that enable users to acquire superior features for their game characters that they would not have otherwise. Furthermore, certain cheating programs could cause the loss of a character's superior features acquired by a user. The occurrence of undetected errors or defects in our games, and our failure to discover and disable cheating programs affecting the fairness of our game environment, could disrupt our operations, damage our reputation and detract from the game experience of our users. As a result, such errors, defects and cheating programs could materially and adversely affect our business, financial condition and results of operations. If such errors, defects and cheating programs occur in software, services and games we operate, our business operations and, in turn, our business and financial condition, could be materially and adversely affected.

**Operation of pirate game servers and the expenses incurred in protecting our Asian online game and service business operation against unlawful operations through pirate servers may adversely affect our business.**

We face challenges from pirate game servers, which are game servers that operate unauthorized copies of our online games and permit users to play those games without purchasing pre-paid game cards from us. The existence of unauthorized servers may attract game players away from our games and may result in decreases in our revenues. Although we have made efforts to detect and shutdown pirate servers in Greater China, we cannot assure you that such efforts will be successful in eliminating these unauthorized servers. In addition, detailed comparisons of software codes and litigation proceedings are often necessary to enforce the intellectual property rights, whether owned by or licensed by us, which sometimes result in substantial costs. The continued illegal operation of any of our existing games by pirate game servers, or the illegal operation of any of our new games by pirate servers, may materially and adversely affect our business, financial condition and results of operations.

**We may be subject to claims of intellectual property right infringement by third parties, which could subject us to significant liabilities and other costs.**

Our success depends largely on our ability to use and develop our technology and know-how without infringing upon the intellectual property rights of third parties. There has been substantial litigation in the communications, VoIP services, semiconductor, electronics, and related industries regarding intellectual property rights and, from time to time, third parties may claim infringement by us of their intellectual property rights. Our broad range of current technology, including IP telephone systems, digital and analog circuits, software, and semiconductors, increases the likelihood that third parties may claim infringement by us of their intellectual property rights. The validity and scope of claims relating to the intellectual property may involve complex scientific, legal and factual questions and analysis, and tend to be uncertain. If third parties assert copyright or patent infringement or violation of other intellectual property rights against us, we have to defend ourselves in legal or administrative proceedings, which can be costly and time consuming and may significantly divert the efforts and resources of our technical and management personnel. An adverse determination in any such proceedings to which we may become a party could subject us to significant liability to third parties, require us to seek licenses from third parties, and prevent us from selling our products and services. The imposition of liabilities that are not covered by insurance, in excess of insurance coverage or for which we are not indemnified by a content provider, could have a material adverse effect on our business, results of operations and financial condition.

Certain technologies necessary for us to provide our services may, in fact, be patented by other parties either now or in the future. If such technology were held under patent by another person, we would have to negotiate a license for the use of that certain technology. We may not be able to negotiate such a license at a price that is acceptable. The existence of such patents, or our inability to negotiate a license for any such technology on acceptable terms, could force us to cease using such technology and offering products and services incorporating such technology. If we were found to be infringing on the intellectual property rights of any third party in lawsuits or other claims and proceedings that may be asserted against us in the future, we could be subject to liabilities for such infringement, which could be material. We could also be required to refrain from using, manufacturing or selling certain products or using certain processes, either of which could have a material adverse effect on our business and operating results. From time to time, we may receive in the future, notices of claims of infringement, misappropriation or misuse of other parties' proprietary rights. We cannot assure you that we will always prevail in these discussions and actions or that other actions alleging infringement by us of third-party patents will not be asserted or prosecuted against us. Furthermore, lawsuits like these may require significant time and expense to defend, may divert management's attention away from other aspects of our operations and, upon resolution, may have an adverse effect on our business, results of operations, financial condition and cash flows.

**We may need to incur significant expenses to protect our intellectual property rights, and if we are unable to adequately protect our intellectual property rights, our competitive position could be harmed.**

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

We regard our copyrights, service marks, trademarks, trade secrets, patents and other intellectual property as critical to our success. We rely on a combination of copyright and trademark laws, trade secret protection, confidentiality and non-disclosure agreements, and other contractual provisions to protect our proprietary software, trade secrets and similar intellectual property. We have patents, copyrights and trademarks in certain jurisdictions and may apply for further trademark and copyright registrations and additional patents, which may provide such protection in relevant jurisdictions. However, we cannot assure you that our efforts will prove to be sufficient or that third parties will not infringe upon or misappropriate our proprietary rights. Unauthorized use of the intellectual property, whether owned by or licensed to us, could adversely affect our business and reputation.

## **Table of Contents**

The validity, enforceability and scope of protection of intellectual property in Internet-related industries are evolving, and therefore, uncertain. In particular, the laws and enforcement procedures of the PRC, Taiwan, and Hong Kong are uncertain or do not protect intellectual property rights to the same extent as the laws and enforcement procedures of the United States do. We may have to engage in litigation or other legal proceedings to enforce and protect our intellectual property rights, which could result in substantial costs and diversion of our resources, and have a material adverse effect on our business, financial condition and results of operations.

### **Our future results of operations or the growth of our business may suffer if we are unable to maintain satisfactory relationships with the licensors of our online games.**

While we are focused on strengthening our abilities to self-develop casual games, we have historically and may in the future source casual games, advanced casual games and MMOs through licensing from developers in various regions where online game development is relatively established. As of the date of this annual report, we have one licensed MMO in our online game portfolio, including the games we currently offer and the games in the pipeline. We need to maintain stable and satisfactory working relationships with our licensors in order to ensure the continued operation of our licensed online games and our continued access to new online game licenses. We depend on our licensors to provide the necessary technical support for the operation of the licensed games as well as expansion packs and upgrades that sustain continuing interest in the games. Our ability to maintain satisfactory working relationships with our licensors may also influence our ability to license new online games developed by the same or other licensors. If we are unable to maintain satisfactory relationships with our licensors, our financial condition, results of operations, future profitability and growth prospects may be materially and adversely affected.

### **We have a limited operating history in providing cloud computing services, which makes it difficult to predict our future operating results.**

We introduced our first cloud computing services in early April 2013. As a result of our limited operating history, our ability to forecast our future operating results is limited and subject to a number of uncertainties, including our ability to plan for and model future growth. We face risks and uncertainties frequently experienced by growing companies in rapidly changing industries, such as the risks and uncertainties described herein. If our assumptions regarding these risks and uncertainties (which we use to plan our business) are incorrect or change due to changes in our markets, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations and our business could suffer.

### **The success of our cloud computing business is dependent on the growth and public acceptance of our services.**

Our future success in cloud computing depends on our ability to significantly increase revenues generated from our services. In turn, the success of our cloud computing solutions and services depends, among other things, upon future demand for cloud-based communications systems and services. Because the use of our service requires that the user be a subscriber of an existing broadband Internet service, usually provided through a cable or digital subscriber line, or DSL, connection, slow or limited adoption of broadband Internet service could adversely affect the growth of our subscriber base and revenues. Although the number of broadband subscribers in Greater China has grown significantly over the last five years, cloud-based communications services have not yet been adopted by a majority of prospective business customers. To increase the deployment of broadband Internet services from broadband Internet service providers, telephone companies and cable companies must continue to invest in the deployment of high speed broadband networks to residential and business customers, over which we have no control. In addition, networks must improve quality of service for real-time communications, managing effects such as packet jitter, packet loss, and unreliable bandwidth, so that toll-quality service can be consistently provided. Cloud-based communications equipment and services must achieve a similar level of reliability that users of the public switched telephone network, or PSTN, have come to expect from their telephone service, and the cost and feature benefits of cloud-based communications must be sufficient to cause customers to switch away from traditional telephone service providers. We must devote substantial resources to educate customers and end users about the benefits of cloud-based communications solutions, in general, and our services in particular. Substantial, ongoing interaction with our customers in order to train and assist them with the deployment and use of our services over these networks is sometimes required. If any or all of these factors fail to occur, our business may be adversely affected.

### **Our cloud computing business depends on continued and unimpeded access to the Internet by us and our users. Internet access providers and Internet backbone providers may be able to block, degrade or charge for access to or bandwidth use of certain of our products and services, which could lead to additional expenses and the loss of users.**

Our cloud computing solutions and services depend on the ability of our users to access the Internet, and certain of our products require significant bandwidth to work effectively. Currently, this access is provided by companies that have significant and increasing market power in the broadband and Internet access marketplace, including incumbent telephone companies, cable companies and mobile communications companies. Some of these providers offer products and services that directly compete with our own offerings, which give them a significant competitive advantage. Some of these providers have stated that they may take measures that could degrade, disrupt or increase the cost of user

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

access to certain of our products by restricting or prohibiting the use of their infrastructure to support or facilitate our offerings, or by charging increased fees to us or our users to provide our offerings. While others, including some of the largest providers of broadband Internet access services, have committed to not engaging in such behavior, we cannot assure you that they will follow through on their commitments.

---

## **Table of Contents**

### **Intense competition in the markets in which we compete in cloud computing could prevent us from increasing or sustaining our revenue and increasing or maintaining profitability.**

The cloud computing and telecommunications industries are highly competitive. We face intense competition from new cloud service providers, traditional telephone companies, wireless companies, cable companies, competitive local exchange carriers, alternative voice communication providers and independent VoIP providers.

Most of our current and potential competitors, particularly incumbent telephone and cable companies, have longer operating histories, significantly greater resources and name recognition, and a larger base of customers than we have. As a result, these competitors may have greater credibility with our existing and potential customers. They also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion and sale of their products than we can to ours. Our competitors may also offer bundled service arrangements offering a more complete product despite the technical merits or advantages of our products. Competition could decrease our prices, reduce our sales, lower our gross profits or decrease our market share.

We also compete against established alternative voice communication providers and face competition from other large, well-capitalized Internet companies that have recently launched or plan to launch cloud-based services. In addition, we compete with independent cloud service providers. Some of these service providers may choose to sacrifice revenue in order to gain market share by offering their services at lower prices or for free. In order to compete with such service providers, we may have to significantly reduce our prices, which would affect our profitability.

We also are subject to the risk that new technologies may be developed that are able to deliver competing voice services at lower prices, better or more conveniently. Future competition from new technologies could have a material adverse effect on our growth and operating results.

Given the significant price competition in the markets for our products, we are at a significant disadvantage compared to many of our competitors, especially those with substantially greater resources, and therefore may be better able to withstand an extended period of downward pricing pressure. The adverse impact of a shortfall in our revenues may be magnified by our inability to adjust spending to compensate for such shortfall. Announcements of new products and technologies by our competitors or us could cause customers to defer purchases of our existing products, which also could have a material adverse effect on our business, financial condition or operating results.

### **The cloud computing market is subject to rapid technological change, and we depend on new product and service introductions in order to maintain and grow our business.**

Cloud computing solutions and services is an emerging market that is characterized by rapid changes in customer requirements, frequent introductions of new and enhanced products, and continuing and rapid technological advancement. To compete successfully in this emerging market, we must continue to design, develop, manufacture, and sell new and enhanced cloud software products and services that provide increasingly higher levels of performance and reliability at lower cost.

### **Decreasing telecommunications rates and increasing regulatory charges may diminish or eliminate our competitive pricing advantage of our communications offerings, which yield significant savings over traditional phone systems.**

Decreasing telecommunications rates may diminish or eliminate the competitive pricing advantage of our services, while increased regulation and the imposition of regulatory obligations could require us to either increase the retail price for our services, thus making us less competitive, or absorb such costs, thus decreasing our profit margins. International and domestic telecommunications rates have decreased significantly over the last few years in Greater China, and we anticipate these rates will continue to decline in all of the markets in which we do business or expect to do business. Users who select our services to take advantage of the current pricing differential between traditional telecommunications rates and our rates may switch to traditional telecommunications carriers if such pricing differentials diminish or disappear, however, and we will be unable to use such pricing differentials to attract new customers in the future. Continued rate decreases would require us to lower our rates to remain competitive and would reduce or possibly eliminate any gross profit from our services. In addition, we may lose subscribers for our services.

### **We rely on third-party network service providers to originate and terminate substantially all of our public switched telephone network calls.**

We leverage the infrastructure of third-party network service providers to provide telephone numbers, PSTN call termination and origination services, and local number portability for our customers rather than deploying our own network throughout Taiwan. This decision has resulted in lower capital and operating costs for our business in the short term but has reduced our operating flexibility and ability to make timely service



changes. If any of these network service providers cease operations or otherwise terminate the services that we depend on, the delay in switching our technology to another network service provider, if available, and qualifying this new service could have a material adverse effect on our business, financial condition or operating results.

---

## Table of Contents

While we believe that relations with our current service providers are good, and we have contracts in place, there can be no assurance that these service providers will be able or willing to supply cost-effective services to us in the future or that we will be successful in signing up alternative or additional providers. New rules in Taiwan may impact charges that regulated telecommunications carriers assess each other for originating and terminating traffic and it is possible that we will be subject to increased charges. This may reduce our profitability and may also increase the retail price of our service, making our service less competitive with other providers of similar calling services. Although we could replace our current providers, if necessary, our ability to provide service to our subscribers could be impacted during this timeframe, and this could have an adverse effect on our business, financial condition or results of operations. The loss of access to, or requirement to change, the telephone numbers we provide to our customers also could have a material adverse effect on our business, financial condition or operating results.

Due to our reliance on these service providers, when problems occur in a network, it may be difficult to identify the source of the problem. The occurrence of hardware and software errors, whether caused by our service or another vendor's products, may result in the delay or loss of market acceptance of our products and any necessary revisions may force us to incur significant expenses. The occurrence of some of these types of problems may seriously harm our business, financial condition or operating results.

**Our physical infrastructure is concentrated in a few facilities and any failure in our physical infrastructure or our inability to handle a growing number of simultaneous calls and other services could lead to significant costs and disruptions and could reduce our revenue, harm our business reputation and have a material adverse effect on our financial results.**

Our leased network and data centers are subject to various points of failure. Problems with cooling equipment, generators, uninterruptible power supply, routers, switches, or other equipment, whether or not within our control, could result in service interruptions for our customers as well as equipment damage. Because our services do not require geographic proximity of our data centers to our customers, our infrastructure is consolidated into a few large facilities. Any failure or downtime in one of our data center facilities could affect a significant percentage of our customers. The total destruction or severe impairment of any of our data center facilities could result in significant downtime of our services and the loss of customer data. Because our ability to attract and retain customers depends on our ability to provide customers with highly reliable service, even minor interruptions in our service could harm our reputation. Additionally, in connection with the expansion or consolidation of our existing data center facilities from time to time, there is an increased risk that service interruptions may occur as a result of server relocation or other unforeseen construction-related issues.

We expect the volume of simultaneous calls to increase significantly as our subscriber base grows. Our systems may not be able to accommodate this additional volume. If we fail to maintain an appropriate level of operating performance, or if our service is disrupted, our reputation could be hurt and we could lose customers, all of which could have a material adverse effect on our business, financial condition or operating results.

Any future service interruptions could:

Cause our customers to seek damages for losses incurred;

Require us to replace existing equipment or add redundant facilities;

Affect our reputation as a reliable provider of hosting services;

Cause existing customers to cancel or elect to not renew their contracts; or

Make it more difficult for us to attract new customers.

Any of these events could materially increase our expenses or reduce our revenue, which would have a material adverse effect on our operating results.

**Increased energy costs, power outages, and limited availability of electrical resources may adversely affect our operating results.**

Our data centers are susceptible to increased costs of power and to electrical power outages. Our customer contracts do not contain provisions that would allow us to pass on any increased costs of energy to our customers, which could affect our operating margins. Any increases in the price of our services to recoup these costs could not be implemented until the end of a customer contract term. Further, power requirements at our data centers are increasing as a result of the increasing power demands of today's servers. Increases in our power costs could impact our operating results and financial condition. Since we rely on third parties to provide our data centers with power sufficient to meet our needs, our data centers could have a limited or inadequate amount of electrical resources necessary to meet our customer requirements. We attempt to limit exposure to system downtime due to power outages by using backup generators and power supplies. However, these protections may not limit our exposure to power shortages or outages entirely. Any system downtime resulting from insufficient power resources or power outages could damage our reputation and lead us to lose current and potential customers, which would harm our operating results and financial condition.

---

## **Table of Contents**

### **We depend on third-party vendors for mobile phones, IP phones, and video cameras, and any delay or interruption in manufacturing by these vendors would result in delayed or reduced shipments to our customers and may harm our business.**

We rely on third-party vendors for mobile phones, IP phones, and video cameras to utilize our services. We currently do not have long-term supply contracts with any of these vendors. As a result, most of these third-party vendors are not obligated to provide products or perform services to us for any specific period, in any specific quantities or at any specific price, except as may be provided in a particular purchase order. The inability of these third-party vendors to deliver IP phones of acceptable quality and in a timely manner, particularly the sole source vendors, could adversely affect our operating results or cause them to fluctuate more than anticipated. Additionally, some of our products may require specialized or high-performance component parts that may not be available in quantities or in time frames that meet our requirements.

### **We could be liable for breaches of security on our web site, fraudulent activities of our users, or the failure of third-party vendors to deliver credit card transaction processing services.**

A fundamental requirement for operating an Internet-based, international communications service and electronically billing our customers is the secure transmission of confidential information and media (such as customers' credit card numbers and expiration dates, personal information and billing addresses) over public networks. Although we have developed systems and processes that are designed to protect consumer information and prevent fraudulent credit card transactions and other security breaches and are not aware of any breaches of security on our websites having occurred, failure to mitigate such fraud or breaches may expose us to litigation and possible liability for failing to secure confidential customer information and could harm our reputation and ability to attract and retain customers, consequently adversely affect our operating results. The law relating to the liability of providers of online payment services is currently unsettled and certain jurisdictions may enact their own rules with which we may not comply. We rely on third-party providers to process and guarantee payments made by our subscribers up to certain limits, and we may be unable to prevent our customers from fraudulently receiving goods and services. Our liability risk will increase if a larger fraction of our transactions involve fraudulent or disputed credit card transactions. Any costs we incur as a result of fraudulent or disputed transactions could harm our business. In addition, the functionality of our current billing system relies on certain third-party vendors delivering services. If these vendors are unable or unwilling to provide services, we will not be able to charge for our services in a timely or scalable fashion, which could significantly decrease our revenue and have a material adverse effect on our business, financial condition and operating results.

### **We may experience losses due to subscriber fraud and theft of service.**

Subscribers may in the future obtain access to our service without paying for monthly service and international toll calls by unlawfully using our authorization codes or by submitting fraudulent credit card information. To date, such losses from unauthorized credit card transactions and theft of service have not occurred. We have implemented anti-fraud procedures in order to control losses relating to these practices, but these procedures may not be adequate to effectively limit all of our exposure in the future from fraud. If our procedures are not effective, consumer fraud and theft of service could significantly decrease our revenue and have a material adverse effect on our business, financial condition and operating results.

### **We depend on our key personnel, and our business and growth prospects may be severely disrupted if we lose their services or are unable to attract new key employees.**

The success of our business is heavily dependent upon the services of our management team and other key personnel who have critical industry experience and relationships that we rely on to implement our business plan. The development, marketing and growth of our services will continue to place a significant strain on our limited personnel, management and other resources. We have experienced substantial turnover among members of our board of directors and senior management team in recent years. Further turnover of directors, senior management or key personnel could harm our business and our growth prospects. In addition, we must successfully integrate all new management and other key personnel into our organization to achieve our operating objectives; failure to do so could adversely affect our business. None of our officers or key employees are bound by employment agreements for any specific term, and we also currently do not maintain key person life insurance policies on any of our employees. The loss of the services of any of our officers or key employees could delay the development and introduction of, and negatively impact our ability to sell our services which could adversely affect our financial results and impair our growth.

### **Our ability to offer services outside Taiwan is subject to different local regulatory environments, which may be unknown, complicated and uncertain.**

Regulatory treatment of cloud computing solutions and services outside Taiwan varies from country to country and often the applicable laws are unclear. We plan to distribute our products and services directly to consumers and through resellers that may be subject to telecommunications regulations in their home countries. Any failure by us or our customers and resellers to comply with these laws and regulations could reduce our

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

revenue and profitability. Some countries may require us to register as a telecommunications provider based on our relationship with local resellers and may subject us to fines or penalties should we fail to do so. In addition, some countries are considering subjecting cloud-based communications services to the regulations applied to traditional telephone companies. Regulatory developments such as these could have a material adverse effect on the use of our services in international locations.

---

## **Table of Contents**

### **Our transactions with related parties may not benefit us and may harm our Company.**

We have entered into several transactions with certain related parties in the past. We believe that we have conducted our related-party transactions on an arm's-length basis and on terms comparable to, or more favorable to us than, similar transactions we would enter into with independent third parties. However, we cannot assure you that all our future transactions with related parties will be beneficial to us. See Item 7, Major Shareholders and Related-Party Transactions in this annual report.

### **We may need additional capital in the future, and it may not be available on acceptable terms.**

The development of our business may require significant additional capital in the future to:

fund our operations;

enhance and expand the range of products and services we offer; and

respond to competitive pressures and perceived opportunities, such as investment, acquisition and international expansion activities. We cannot assure you that additional financing will be available on terms favorable to us, if at all. If adequate funds are not available on acceptable terms, we may be forced to curtail or cease our operations. Moreover, even if we are able to continue our operations, any failure to obtain additional financing could have a material and adverse effect on our business, financial condition and results of operations, and we may need to delay the deployment of our services. See Item 5, Operating and Financial Review and Prospects B. Liquidity and Capital Resources.

### **Our results of operations and financial condition are affected by political stability, as well as the occurrence of natural disasters and epidemics.**

We operate our Asian online game and service business in Greater China. Political unrest, war, acts of terrorism and other instability, as well as natural disasters such as earthquakes and typhoons, which are common in Greater China, can result in disruption to our business or the businesses of our customers. Our business could be adversely affected by natural disasters and the effects of influenza A virus subtypes, such as H1N1 and H5N1, SARS or other epidemics. Any prolonged recurrence of such adverse public health developments in the regions where we operate may have material adverse effects on our business operations. These could include illness and loss of our management and key employees. Natural disasters or outbreak of epidemics may result in a decrease in economic activities or temporary closure of many businesses and disruption in our operations. In addition, other major natural disasters may also adversely affect our business by, for example, causing disruptions of the Internet network or otherwise affecting access to our games.

### **Risks Related to Doing Business in Greater China**

#### **There are currently no clear laws or regulations governing virtual asset property rights, in particular, in Greater China, and therefore, it is not clear what liabilities, if any, online game operators may have in respect of virtual assets.**

In the course of playing online games, some virtual assets, such as special equipment, player experience grades and other features of our users' game characters, are acquired and accumulated. Such virtual assets can be important to online game players. In practice, virtual assets can be lost for various reasons, often through unauthorized use of user identifications by other users and occasionally through data loss caused by delay of network service or by a network crash. Currently there are no clear laws or regulations governing virtual asset property rights, in particular, in Greater China where we operate our Asian online game and service business. As a result, it is unclear under PRC law whether an operator of online games such as us would have any liability (whether in contract, tort or otherwise) for loss of such virtual assets by game players. Based on several judgments regarding the liabilities of online game operators for loss of virtual assets by game players, the PRC courts have generally required online game operators to provide well-developed security systems to protect such virtual assets owned by game players. In the case of a loss of virtual assets, we may be sued by online game players and could be held liable for damages, which may negatively affect our business, financial condition and results of operations.

**There are economic risks associated with doing business in Taiwan, particularly due to the tense relationship between Taiwan and the PRC.**

Our principal executive offices and a significant portion of our assets are located in Taiwan and a major portion of our revenues of Asian online game and service business are derived from our operations in Taiwan. Taiwan, as part of the Republic of China, has a unique international political status. The PRC asserts sovereignty over mainland China and Taiwan and does not recognize the legitimacy of the Taiwan government. Relations between Taiwan and the PRC and other factors affecting the political or economic conditions of Taiwan could also affect our Asian online game and service and GigaCloud businesses.

**Table of Contents**

**Fluctuations in the exchange rates between the U.S. dollar and other currencies in which we conduct our business could adversely affect our profitability.**

The operations of our Asian online game and service business are conducted in NT dollars and Hong Kong dollars and our cloud computing services are conducted in NT dollars. Accordingly, fluctuations in the exchange rates could have a positive or negative effect on our reported results. Generally, an appreciation of NT dollars or Hong Kong dollars against U.S. dollars results in a foreign exchange loss for monetary assets denominated in U.S. dollars, and a foreign exchange gain for monetary liabilities denominated in U.S. dollars. On the contrary, a devaluation of NT dollars, Hong Kong dollars, or Singapore dollars against U.S. dollars results in a foreign exchange gain for monetary assets denominated in U.S. dollars, and a foreign exchange loss for monetary liabilities denominated in U.S. dollars. Given the constantly changing currency exposures and the substantial volatility of currency exchange rates, we cannot predict the effect of exchange rate fluctuations upon future operating results. There can be no assurance that we will not experience currency losses in the future, which could have a material adverse effect on our business, revenues, results of operations and financial condition.



---

**Table of Contents**

**Risks Related to Ownership of our Shares**

**Our Shares are listed on the NASDAQ Capital Market and if we fail to meet the standards for continued listing of our Shares on NASDAQ, the Shares could be delisted from the NASDAQ Stock Market.**

Our Shares are listed on the NASDAQ Capital Market. The NASDAQ Capital Market has several quantitative and qualitative requirements companies must comply with to maintain listing, including a S\$1.00 minimum bid price per share. The trading prices for our Shares in the year 2014 were around the S\$1.00 range and traded below S\$1.00 several times. On January 14, 2015, NASDAQ notified us that the trading price of our Ordinary Shares no longer met the minimum \$1 bid price per share requirement. NASDAQ had first provided the Company an opportunity to regain compliance within 180 days. When the trading price of our Ordinary Shares did not rise above \$1.00 for ten consecutive days during this 180 calendar day period, on July 9, 2015, NASDAQ again accepted, subject to several conditions, including transfer of our listing to the NASDAQ Capital Market, our application for an additional 180 calendar day period, or until January 11, 2016, to regain compliance. If the trading price of our Ordinary Shares still does not rise above \$1.00 by January 11, 2016, and as a result we could not demonstrate our compliance, our Ordinary Shares will be delisted from the NASDAQ Capital Market. Subsequently, it was resolved at an Extraordinary General Meeting of our Company held on December 16, 2015 that we conduct a reverse stock split of our Ordinary Shares at a ratio of 5 to 1. As a result of the reverse stock split, our share price rose above \$1.00 for a consecutive period. We then received the released letter from NASDAQ, which specified that we satisfied the listing requirement, and the matter has thus been concluded.

Although we have regained compliance with \$1.00 minimum bid price listing requirement, there can be no assurance that we will maintain compliance and continue to meet all of the requirements for continued NASDAQ listing. If we fail to comply again in the future, our Shares could still be delisted from NASDAQ, which could have a material adverse effect on our stock prices and our standing with current and future investors.

**The price of our Shares has been volatile historically and may continue to be volatile, which may make it difficult for holders to resell our Shares when desired or at attractive prices.**

The trading price of our Shares has been and may continue to be subject to wide fluctuations. In 2015, the closing prices of our Shares on the NASDAQ Stock Market have ranged from US\$2.25 to US\$4.65 per share, and the closing price on April 15, 2016 was US\$2.79. Our Share price may fluctuate in response to a number of events and factors. In addition, the financial markets in general, and the market prices for Internet-related companies in particular, have experienced extreme volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our Shares, regardless of our operating performance.

**Sizable percentage of our outstanding Shares are beneficially owned by the Koo family, which accordingly has significant influence to the outcome of any corporate transaction or other matters submitted to our shareholders for approval, and their interests may differ from yours.**

As of March 31, 2016, a member of the Koo family beneficially owned 19.54% of our outstanding Shares. Accordingly, a member of the Koo family has significant influence to the outcome of any corporate transaction or other matters submitted to our shareholders for approval, including but not limited to mergers, consolidations, and the power to prevent or cause a change in control. The interests of such member of the Koo family may differ from your interests.

**The ability of our subsidiaries in Taiwan to distribute dividends to us may be subject to restrictions under the laws of Taiwan.**

We are a holding company, and some of our assets constitute our ownership interests in our subsidiaries in Taiwan, including Hoshin GigaMedia, which owns the Taiwan-based operations of our Asian online game and service business. Accordingly, part of our primary internal source of funds to meet our cash needs is our share of the dividends, if any, paid by our subsidiaries, including those in Taiwan. The distribution of dividends to us from these subsidiaries in Taiwan is subject to restrictions imposed by the applicable corporate and tax regulations in these countries, which are more fully described in Item 5, Operating and Financial Review and Prospects B. Liquidity and Capital Resources Dividends from Our Subsidiaries in this annual report. In addition, although there are currently no foreign exchange control regulations which restrict the ability of our subsidiaries in Taiwan to distribute dividends to us, the relevant regulations may be changed and the ability of these subsidiaries to distribute dividends to us may be restricted in the future.

**We are a Singapore company, and because the rights of shareholders under Singapore law differ from those under U.S. law, you may have difficulty in protecting your shareholder rights or enforcing any judgment obtained in the U.S. against us or our affiliates.**

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Our corporate affairs are governed by our memorandum and articles of association and by the applicable laws governing corporations incorporated in Singapore. The rights of our shareholders and the responsibilities of members of our board of directors under Singapore law are different from those applicable to a corporation incorporated in the United States and, therefore, our shareholders may have more difficulty protecting their interests in connection with actions by the management, members of our board of directors or our controlling shareholders than they would as shareholders of a corporation incorporated in the United States.

---

## **Table of Contents**

Our Company is incorporated under the laws of the Republic of Singapore. Many of our directors and senior management reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or any of these persons or to enforce in the United States any judgment obtained in the U.S. courts against us or any of these persons, including judgments based upon the civil liability provisions of the U.S. federal securities laws or any state or territory of the United States. Judgments of the U.S. courts based upon the civil liability provisions of the U.S. federal securities laws may not be enforceable in Singapore courts, and it is unclear whether Singapore courts will enter judgments in original actions brought in Singapore courts based solely upon the civil liability provisions of the U.S. federal securities laws.

### **Anti-takeover provisions under the Singapore Securities and Futures Act (Chapter 289) and the Singapore Code on Take-overs and Mergers may delay, deter or prevent a future takeover or change of control of our Company, which could adversely affect the price of our Shares.**

The Singapore Code on Take-overs and Mergers (the Code), issued pursuant to Section 321 of the Singapore Securities and Futures Act (Chapter 289) regulates the acquisition of ordinary shares of, inter alia, listed public companies and contains certain provisions that may delay, deter or prevent a future takeover or change of control of our Company. Any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting shares in our Company must, except with the prior consent of the Singapore Securities Industry Council (the SIC), extend a takeover offer for the remaining voting shares in our Company in accordance with the provisions of the Code. Likewise, any person holding between 30% and 50% of the voting shares in our Company, either on his own or together with parties acting in concert with him, must, except with the prior consent of the SIC, make a takeover offer in accordance with the provisions of the Code if that person together with parties acting in concert with him acquires additional voting shares in excess of one percent of the total number of voting shares in any six-month period.

Under the Code, an offeror must treat all shareholders of the same class in an offeree company equally. A fundamental requirement is that shareholders in the company subject to the takeover offer must be given sufficient information, advice and time to consider and decide on the offer.

These provisions contained in the Code may discourage or prevent transactions that involve an actual or threatened change of control of our Company. This may harm you because an acquisition bid may allow you to sell your Shares at a price above the prevailing market price.

### **Our shareholders may be subject to Singapore taxes.**

Singapore tax law may differ from the tax laws of other jurisdictions, including the United States. Gains from the sale of our Shares by a person not tax resident in Singapore may be taxable in Singapore if such gains are part of the profits of any business carried on in Singapore. For additional information, see Item 10, Additional Information E. Taxation Singapore Tax Consideration in this annual report. You should consult your tax advisors concerning the overall tax consequences of acquiring, owning or selling the Shares.

### **We may be deemed to be an investment company under the United States Investment Company Act of 1940, which could have a significant negative impact on our results of operations.**

We may be deemed to be an investment company under the United States Investment Company Act of 1940 (the 1940 Act), and may suffer adverse consequences as a result. Generally, the 1940 Act provides that a company is an investment company if the company (i) is, holds itself out as or proposes to be engaged primarily in the business of investing, reinvesting or trading in securities or (ii) is engaged or proposes to engage in the business of investing, reinvesting, owning, holding or trading in securities and owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities or cash items) on an unconsolidated basis. Under the 1940 Act, investment securities include, among other things, securities of non-majority owned businesses. However, a company that is primarily engaged, directly or through wholly-owned subsidiaries, in a business or businesses other than that of investing, reinvesting, owning, holding or trading in securities is not an investment company.

In the past, we disposed of our online gambling business and made several significant investments in online game developers and operators. As a result of these transactions, we have a significant amount of cash and securities. See Item 4, Information on the Company B. Business Overview Gaming Software and Service Business for additional information. Consequently, there is a risk that we could be deemed to be an investment company because our investment securities may be deemed to comprise more than 40% of our total assets (exclusive of U.S. government securities or cash items) on an unconsolidated basis pending investment of disposal proceeds into our businesses.

However, based on our historical and current business activities, our intentions, the manner in which we hold ourselves out to the public, the primary activities of our officers and directors and an analysis of our non-cash assets and income during 2015, the first quarter of 2016 and in

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

prior periods, we believe that the better view is that we are not an investment company. Nevertheless, a part of the determination of whether we are an investment company is based upon the composition and value of our non-cash assets, a significant portion of which are presently comprised of our Strategic Investments. As a result, we could be deemed to be an investment company.

## **Table of Contents**

We intend to continue to conduct our businesses and operations so as to avoid being required to register as an investment company. We have sought opportunities to deploy our capital in a manner which would result in the Company acquiring majority interests in entities or businesses that complement or enhance our remaining businesses or would otherwise assist the Company in achieving our current corporate objectives. We have also limited, and intend to continue to limit, new Strategic Investments to those opportunities which would present excellent opportunities to complement or enhance our remaining businesses or would otherwise assist the Company in achieving our current corporate objectives. If, nevertheless, we were to be required to register as an investment company, because we are a foreign company, the 1940 Act would prohibit us and any person deemed to be an underwriter of our securities from offering for sale, selling or delivering after sale, in connection with a public offering, any security issued by the Company in the United States. Additionally, we may be unable to continue operating as we currently do and might need to acquire or sell assets that we would not otherwise acquire or sell in order to avoid being treated as an investment company as defined under the 1940 Act. We may incur significant costs and management time in this regard, which could have a significant negative impact on our results of operations.

**We may be classified as a passive foreign investment company for U.S. federal income tax purposes. As a result, you may be subject to materially adverse tax consequences with respect to Shares.**

In light of our significant cash balances and portfolio of investment securities, we believe that it is likely that we were classified as a passive foreign investment company, or PFIC, for the taxable year ended December 31, 2015, and we will likely be a PFIC for our current taxable year ending December 31, 2016, unless our share value increases substantially and/or we invest a substantial amount of the cash and other passive assets we hold in assets that produce or are held for the production of non-passive income. In addition, it is possible that one or more of our subsidiaries may be or become classified as a PFIC for U.S. federal income tax purposes. We generally will be classified as a PFIC for any taxable year in which 75% or more of our gross income consists of certain types of passive income or 50% or more of the average quarterly value of our assets (as generally determined on the basis of fair market value) during such year produce or are held for the production of passive income. For this purpose, cash and other assets readily convertible into cash are generally classified as passive and goodwill and other unbooked intangibles associated with active business activities may generally be classified as non-passive.

If we were to be classified as a PFIC in any taxable year during which a U.S. person (as defined in E. Taxation U.S. Tax Considerations Passive Foreign Investment Company ) holds our Shares, such U.S. person may incur significantly increased United States income tax on gain recognized on the sale or other disposition of the Shares and on the receipt of distributions on the Shares to the extent such gain or distribution is treated as an excess distribution under the U.S. federal income tax rules. Furthermore, a U.S. person will generally be treated as holding an equity interest in a PFIC in the first taxable year of the U.S. Person's holding period in which we become a PFIC and subsequent taxable years ( PFIC-Tainted Shares ) even if we cease to be a PFIC in subsequent taxable years. Accordingly, a U.S. person, who acquires our Shares during the current taxable year or subsequent taxable years, should, to the extent an election is available, consider making a mark-to-market election in the first taxable year of such holder's holding period to avoid owning PFIC-Tainted Shares. For more information, see the section entitled E. Taxation U.S. Tax Considerations Passive Foreign Investment Company .

## **ITEM 4. INFORMATION ON THE COMPANY**

### **A. History and Development of Our Company**

Our business was founded as Hoshin GigaMedia in Taiwan in October 1998. For the purpose of a public equity offering, GigaMedia Limited was incorporated in Singapore in September 1999 as a company limited by shares. We acquired 99.99% of equity interest in Hoshin GigaMedia in November 1999 and the remaining 0.01% in October 2002. In more recent years, we have established additional subsidiaries inside and outside Taiwan to conduct parts of our operations.

In February 2000, we completed the initial public offering of our Shares. Our Shares are traded on the NASDAQ Stock Market under the symbol GIGM.

In January 2006, we acquired FunTown, an Asian online game and service business operated in Taiwan and Hong Kong. In 2012, we began internal development of GigaCloud, a cloud computing software business focused on serving SMEs in Greater China. GigaCloud completed development of its first bundle of software and services in March 2013 and began commercial operations in April 2013.

As part of plans to turn around the Company's financial performance, in 2012 we began implementation of a disposal and asset optimization program targeting non-strategic investments and underperforming assets. During 2012, we completed the sale of a remaining 33.66% interest we held in an underperforming legacy online gambling business, Everest Gaming. In 2015, we continued to dispose of underperforming and

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

non-strategic investments. Descriptions of our principal capital expenditures and divestitures and descriptions of acquisitions of material assets are found in our discussion and analysis of financial condition and results of operation and in the notes to our consolidated financial statements included elsewhere in this annual report. See Item 5, Operating and Financial Review and Prospects A. Operating Results Certain Significant Events Affecting Our Results of Operations for 2013, 2014 and 2015 .

There have been no public takeover offers by third parties in respect of our shares or by us in respect of other companies' shares which have occurred during the last and current financial year.

## **Table of Contents**

Our Singapore company registration number is 199905474H. Our principal executive offices are located at 8F, No. 22, Lane 407, Section 2, Tiding Boulevard, Taipei, Taiwan, and our telephone number is 886-2-2656-8000. Our website address is: <http://www.gigamedia.com>. Our agent in the U.S. is Computershare Limited and its office address is located at 480 Washington Blvd. Jersey City, the United States.

### **B. Business Overview**

We are a diversified growth company with online game operations in Taiwan, Hong Kong and Macau and a cloud computing software and services business based in Taipei. We do not utilize variable-interest entities ( VIEs ) in our operations.

In online games, we own 100% of and operate FunTown, a leading online game portal in Taiwan and Hong Kong. FunTown is focused on the high-growth mobile and browser-based casual games market in Asia.

In cloud computing, we own 100% of and operate GigaCloud, a provider of cloud computing solutions and related services focused on the emerging cloud services market for SMEs in Taiwan.

#### **Online Games Business**

##### *Overview*

FunTown is focused on the high-growth mobile and browser-based casual games and social casino games markets in Asia. FunTown has a strong track record of developing and monetizing PC-based casual games and social casino games, including by revenues one of the largest online casino platform in Taiwan. We plan to leverage that as we restructure the business and extend our offerings to mobile and browser-based games and social casino games in select areas and geographies going forward.

Most of our games are operated or expected to be operated under the item-billing revenue model ( Item-Billing ). Under the Item-Billing model, users are able to access the basic functions of a casual online game for free. Players may choose to purchase in-game value-added services as well as in-game virtual items and premium features to enhance the game experience. These services and items allow players to utilize more functions, improve performance and skills, and personalize the appearance of a game character. Game points are consumed as users purchase value-added services and in-game items.

We have experienced seasonality in the form of slower sales of FunTown's online game and service business in the second and third quarters, during which people tend to spend less time indoors and online as daylight hours increase and the weather conditions improve. Typically, our first and fourth quarters have been our strongest revenue periods.

To complement our offerings and strengthen their appeal, we focus on building community-based online platforms that cater to different social networking needs of our users and provide various channels to facilitate communications among them.

We intend to continue to seek growth and enhance our market position in the online games industry by increasing focus on mobile and browser-based games and social casino games and expect to drive growth both organically and via mergers and acquisitions.

##### *Our Games*

Our portfolio of online games includes predominantly PC-based, non-cash gambling or casino casual games, including MahJong and various card and table games. FunTown's offers over 40 PC-based non-cash gambling or casino casual games and one sports game, one web-based RPG and several mobile games. We have also launched one self-developed MahJong game application which uses a web or browser-based technology with no download required and one licensed mobile strategy card game.

##### *MahJong*

MahJong is a traditional and highly popular Chinese title game, which is widely played in Taiwan, Hong Kong, the PRC, Japan, South Korea and many other Asian regions. Similar to poker, MahJong involves skill, strategy, calculation, as well as a certain degree of chance.

Through our FunTown-branded platform, we develop and offer various local versions of MahJong for players in Asia, particularly for those from Taiwan and Hong Kong. To play our online MahJong games, players install the client-end software which can be downloaded free of

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

charge from our game websites. Players can compete with anyone throughout the FunTown network. Our MahJong games are designed for players of all levels of skill and experience. To accommodate various needs of players, we offer different online MahJong rooms based on skill levels or stakes. We believe our online MahJong game site is one of the largest online MahJong networks in Taiwan.

Players may play our online MahJong free of charge. To continue to play on a regular basis and establish a track record inside our online MahJong community, players may choose to purchase game points or game-playing time through various distribution channels, such as convenience stores and computer-based payment processing terminals. By purchasing our game points, players may exchange for virtual currency and deposit into their virtual bank accounts. The virtual currency may be used to play MahJong and other games in the FunTown game site or to purchase in-game virtual items, but may not be redeemed for cash.



## **Table of Contents**

Our PC-based MahJong offering faced strong competition in 2013 from the growth of mobile and browser-based online games, driven by the popularity of social networks and high mobile device usage in our markets. We responded by launching in February 2013 our MahJong game application which uses a web or browser-based technology with no download required. This simplified user sign-in procedures and enabled tighter integration with social networking platforms by allowing users to log into our game directly via their accounts at the social networking platform.

We organize offline events from time to time with a view to attract more players and enhance our leading position in the online MahJong market.

### *Non-cash Gambling or Casino Casual Games*

Through our FunTown-branded platform, we offer various non-cash gambling or casino casual games. These online games are Internet-based and developed through computer simulation and adaptation of non-computer games, which are traditionally played offline. The FunTown platform targets players from different regions, particularly Taiwan and Hong Kong.

We provide many different online card games, which are popular in various regions in Asia. Players can select their desired table based on the level of skill or stakes. These games are designed with online multiplayer features that allow players to compete against one another. We also offer chance-based games, including bingo, lotto, horse racing, Sic-Bo, slots and various simple casual games.

Like online MahJong, players may play our FunTown games for free. They may choose to purchase playing time or virtual currency to play on a continuous and regular basis. Virtual currencies may be used to play all the games in the FunTown game site or to purchase virtual items, but may not be redeemed for cash.

### *MMO*

In Taiwan and Hong Kong, we offer 9 MMORPGs and 3 MMOs of other sub-genre through FunTown. In June 2006, we launched the MMO sports game Tales Runner. Tales Runner is a multi-player obstacle running game in which players compete by running, jumping, dashing and using items. Since the launch, Tales Runner has become one of the most popular online sports games in Hong Kong.

Players download and install client software from our websites, except for browser-based games, where players can play directly from a web browser. Our MMORPG is offered free-of-charge to all players. In order to enhance their online game playing experience, players may purchase virtual items that enhance their characters' performance and game playing experience, or personalize their characters.

In October 2010, we acquired a non-controlling interest in XLGames, an online game developer in Korea, through an investment in XLGames. As a result of the transaction, we received certain strategic rights, including exclusive rights to operate the MMORPG game ArcheAge in Taiwan, Hong Kong, and Macau. XLGames launched the game in Korea in January 2013. However, considering the progressive shift in the gaming sector from PC-based to mobile device-based games, we determined that the carrying amount of our prepaid licensing and royalty fees relating to ArcheAge were not to be fully recoverable. We have accordingly recognized an impairment loss on such prepaid licensing and royalty fees of approximately US\$1.3 million in 2014 and US\$3.0 million in 2015.

In 2014, we launched six MMORPGs. In 2015, we launched another four MMORPGs. In particular, Yume100, which was launched at the end of September 2015, outperformed among the released four MMORPG games. Yume100 is a multi-player story-based game in which players assume game characters and compete to complete challenges, and it primarily targets female players in the age range of 15 to 35 years old. As of the end of 2015, the sales revenues of Yume100 were approximately US\$1.0 million.

### *Game Sources*

#### *In-house development of Non-cash Gambling or Casino Casual Games*

We develop the gambling or casino games offered on FunTown's game platform, including online MahJong, card games, and other simple casual games. Our in-house development enables us to have better control of the game features and allow for seamless integration into our FunTown platform. In order to support product development capabilities and develop our proprietary online games, we intend to expand our browser/mobile-based games and social casino games development capabilities.

#### *Sources of MMORPGs and Mobile Games*

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Historically we have sourced MMORPGs/Mobile Games through licensing from developers in various regions where game development is well established. We monitor each of the United States, South Korean, the PRC, Japanese, Southeast Asia and European markets and maintain communications with a number of leading game development studios to identify and source new online games.

## **Table of Contents**

In selecting games, we evaluate the key factors that indicate the market trend and player demand and interest in the regions where we operate. We believe that our market analysis enables us to better assess the quality, risks, costs and potential returns of the games.

Prior to negotiating a license agreement with a game developer, our game testing team evaluates the game and prepares detailed evaluation reports covering the theme, storyline, in-game culture and environment, character progression, system architecture, game art, design, virtual articles and items.

Based on the results of our evaluation, we may at times enter into a license agreement to operate select games. The cost of licensing games from developers generally consists of an upfront licensing fee, which we normally pay in several installments, and ongoing licensing fees, or royalties, which are equal to a percentage of revenues generated from operation of the game. We may also have to provide certain minimum guarantees in royalties to developers.

In preparing for the commercial launch of each new game, we cooperate with the game developer to localize the game to make it suitable for the target markets where we plan to launch. Once the developer completes the localization and provides the first-built version, we conduct closed beta testing of the game with a select group of users. During the test period, we identify and eliminate any technical problems, assess how likely users will be to play the game regularly over a period of time (referred to as user stickiness), and modify and add certain game features in order to increase user stickiness. The closed beta testing is followed by open beta testing, during which we operate our games under open market conditions and monitor the performance, consistency and stability of operational systems for the game.

Following the commercial launch of a game, we regularly implement improvements and upgrades to our games.

### ***FunTown Platform and Services***

Our FunTown platform provides many online game services for the users to enhance their playing and entertainment experiences, facilitate information communication among them and support the development of a strong player community. These services include:

**Player Clubs.** FunTown offers online club services in its game community. FunTown players can form their own clubs, invite other players with similar interests or skill levels to join, and organize online and offline events for club members. Player clubs complement the strong social features of online games by helping to maintain an online game community.

**Tournaments.** FunTown provides various tournaments for its online MahJong players. After players join a club, they can participate in biweekly online inter-club tournaments. On an annual basis, FunTown organizes large-scale tournaments, in which a large number of players are invited to the tournament premises and compete online via computers.

**Avatars.** To enhance players' overall entertainment experience, FunTown offers many in-game virtual items which may be purchased by players to customize their online personal graphic profiles, or avatars. Players use avatars to create their own unique look while participating in the online community. The virtual items for avatars include facial expressions, clothes and different accessories. These items are particularly popular with younger players, who customize their avatars to establish unique identities and pursue distinct fashions in the online community.

**Friends and Family Messenger.** The FunTown platform has a unique function designed for players' personal contacts, which is similar to the contact list of instant message programs. This enables players to see when their friends and family members are online and invite people in their personal network to play games together.

## **Table of Contents**

**Social Networking.** The FunTown platform provides an online social networking community called FunTown Village, in which players meet each other through their online avatars. In FunTown Village, players can interact and communicate, purchase virtual items, and even get married virtually. FunTown plans to introduce more virtual items within FunTown Village to address the strong social interests of its players and to help increase FunTown's overall appeal as a distinct online game community.

**Customer Services.** FunTown provides support and services to its customers primarily through walk-in customer service centers in Taipei and Hong Kong and e-mails and in-game report system where players can inquire and receive responses from FunTown.

**Other Platforms.** FunTown expects to launch its current online games onto other platforms, including Android platform and Apple's iOS platform and to allow data synchronization between each of these platforms.

### ***Our Marketing***

Our marketing strategy is to capitalize on our established brand names and utilize our diverse distribution networks to retain our existing users and attract new users. We use various qualitative and quantitative market research methods to analyze our target market and to differentiate our product offerings from those of our competitors. We are engaged in a variety of traditional and online marketing programs and promotional activities, including the following:

#### ***In-Game Events and Marketing***

We organize in-game events for our users, which we believe encourages the development of online communication and teamwork among our users and increases user interest in our games. Examples of in-game events include scheduled challenges or competitions for prizes. In addition, we use in-game events to introduce new features of our games.

#### ***Open Beta Testing***

Our open beta testing is conducted under open market conditions. During open beta testing, we do not charge users to play the new game. Open beta testing serves important marketing functions, including instilling initial interests, establishing an initial user base, and generating word-of-mouth publicity to support the following commercial launch of the game.

#### ***Advertisements and Offline Promotions***

We advertise our brand names and our games across a variety of media, including the Internet, television and outdoor advertisements. From time to time we distribute game-related posters, promotional prepaid cards for new users and souvenirs at trade shows, selected Internet cafés and other locations. We have contracted with various Internet café unions directly or via agents to promote our games in Internet cafés. We also conduct events at popular venues to stage exhibitions, distribute software and game content-related merchandise, and interact directly with our users.

#### ***Magazines***

In addition to advertising certain games in various magazines, we also collaborate with certain entertainment magazines for various promotions, including giving away copies of certain games free of charge with each magazine sold.

#### ***New Media Promotion***

In addition to advertising certain games in conventional channels described above, we also collaborate with certain new media channels, for example, with micro-blogging services provided with websites and search engine services.

#### ***Direct Marketing***

We use telemarketing and e-mail correspondence to inform our users of new games, promotions and other game-related services.

### ***Our Distribution and Payment Channels***

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

We sell game points for our online games through various channels. Our distribution and payment channels include:

### *Offline Physical Distribution Channels*

Physical distribution channels include convenience chain stores, gaming and related retail stores, supermarkets and Internet cafés. At these locations, users may purchase pre-paid game cards with varying amounts of game points. Alternatively, users may purchase game packs to play specific games on FunTown.

### *Internet-Based Distribution Channels*

Internet-based distribution channels consist of various websites, including the official website of FunTown. Users may purchase game points through these websites with their credit cards or computer-based payment processing terminals.

## **Table of Contents**

### *Telecommunication Network Operators*

We also distribute game points through cooperation with telecommunication network operators and their service providers. Our cooperating operators and service providers charge the fees to the purchasers' phone bills, which are prepared and collected by the network operators.

### *Payment Aggregators*

We also work with established payment aggregators. These payment aggregators allow users to pay for a variety of products and services, such as mobile phone calls and game points of different game operators, using their pre-paid scratch cards, vouchers or codes printed on receipts.

We sell our game points to distributors at prices lower than the face value of the game points. The costs of distributing game points through Internet-based channels are generally lower than the costs involved in offline distribution of physical game cards. To encourage use of the Internet-based channels and provide more convenience for users, in certain markets we give our users the computer-based payment processing terminals for free so that they can purchase game points online.

### *Our Operation Architecture*

We have a scalable and modular operation architecture that enables us to support and expand our game offerings and services. The architecture consists of several key subsystems, including game services, central user database, billing and payment, online customer service, game telemetry and monitoring. FunTown, has its own unified user account system, which allows players to use a single account to access all FunTown games. Our billing and game management system supports various billing models and deposit options, and is sufficiently flexible to accommodate in-house developed games and licensed games. Our customer service system enables us to assist our players inside and outside the games. Our game telemetry and monitoring system allows us to track our concurrent online users in real time and effectively identify and fix technical problems in our server network.

### *Technology Infrastructure*

Due to the real-time interaction among thousands of users, the stable operation of our online games requires a significant number of servers and a significant amount of connectivity bandwidth. We have developed an extensive technology infrastructure that supports the operation of our online games.

We seek to adapt our infrastructure promptly in response to changing circumstances. This includes operating our games on servers in Macau, Hong Kong, and in the future the PRC.

### *Our Players*

In Taiwan and Hong Kong, as of December 31, 2015, we had an aggregate of about 12.7 million unique registered players of our online games, more than 97% of which were located in Taiwan. As of December 31 2015, we recorded approximately 40,000 active paying players

### *Competition*

Our primary competitors in the Asian online/mobile game and service business are online game operators based in Taiwan and the PRC. Our major competitors in Taiwan include Gamania, Soft-World, IGS, UserJoy and GodGame. Our major competitors in the PRC include Shanda, Giant, Changyou, Nineyou, Tencent, Perfect World, Kingsoft and Ourgames.com.

In addition, we compete for users against various offline games, such as console games, arcade games and handheld games, as well as various other forms of traditional or other online entertainment.

We expect more online games operating companies to enter into the markets where we operate, and a wider range of online games to be introduced to these markets given the relatively low entry barriers to entry in the online games industry. Our competitors vary in size and include private and public companies, many of which have greater financial, marketing and technical resources as well as name recognition. We intend to continue to enhance our market position through providing competitive products and quality services that meet market trends and users preferences, as well as strengthening sales effectiveness.

### *Edge in Korean Game Industry*

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

In August 2010, we entered into a partnership agreement to invest KRW 6 billion (approximately US\$5.1 million) in East Gate, a Korean fund with total assets under management of KRW 34 billion, in return for a 17.65% partnership interest in proportion to our investment, as a limited partner. East Gate is considered an investment company that primarily invests in equity securities of small, medium-sized companies or venture companies (mainly Korean game companies) and provides funding for specific projects (mainly films) of startups or venture companies in return for profit sharing. The term of East Gate's partnership is seven years from its commencement, and may be extended for the maximum of two years by unanimous consent of all partners.

Through the investment in East Gate, we aim to penetrate the Korean game industry with the advantage of local specialists' expertise for potential opportunities of forming strategic alliances with, or merger and acquisition of, Korean game companies.

---

## **Table of Contents**

### **Cloud Computing Business**

#### ***Overview***

GigaCloud is a provider of cloud computing solutions and related services, which we launched in 2013. The business was founded on the concept of delivering via the Internet, or cloud, integrated tools and services designed to help the enterprises in Greater China effectively manage complex and dynamic operating environments. We provide our customers highly adaptable, accessible and reliable services and tools to manage critical business functions that enable them to optimize their financial and human capital resources.

GigaCloud's mission is to simplify and improve the way the enterprises acquire, deploy and manage their hardware, software, security and data management technology needs. GigaCloud's offerings enable firms to either avoid deployment of a full-scale onsite IT infrastructure or replace an existing company's internal IT infrastructure with an externally managed and hosted IT function. This virtualization of the enterprises can eliminate excess costs and enhance return on investment, promoting the development of boutique businesses that might otherwise find it challenging to compete and grow.

Our initial offerings may be organized into two main product groups:

- a. Communication-oriented services, including hosted private branch exchange (PBX) telephone systems that create private telephone networks within an enterprise, and hosted Internet fax service enabling faxes to be sent via smart devices, as well as similar bundles of privately managed solutions for enterprises that prefer to manage their IT and data in-house; and
- b. Value-added services, including hosted video camera surveillance systems that enable users to view video via smart devices, hosted cloud storage, and other related services.

Our products are intuitive and easy to use, can be deployed rapidly, customized easily and integrated with other platforms and enterprise applications. We deliver our solutions as a service via all the major Internet browsers and on most major mobile device operating systems.

#### **Regulation**

Our business is subject to various laws and regulations in the jurisdictions we operate relating to the telecommunications industry, the internet and the online game industry, and is regulated by various government authorities.

#### **Regulations Relating to Online Games**

##### ***Taiwan***

At present, there is no specific law in Taiwan governing online game services, nor are there any specific licensing requirements imposed on Internet content providers in connection with offering online game services. The National Communications Commission (the NCC) was established in March 2006. In December 2006, the NCC proposed the overhaul of the regulatory framework in the communications and broadcasting sectors by amending the Telecommunications Act, the Radio and Television Act, the Cable Radio and Television Act and the Satellite Radio and Television Act. Pursuant to the original proposal, the legislation at issue would be consolidated into a new legislative Act to be known as the Communications and Broadcasting Act. In December 2008, the NCC announced a change to its policy, stating that it had decided to delay enacting the Communication and Broadcasting Act for two to four years. According to the digital convergence plan adopted by the Executive Yuan in December 2010, digital convergence framework is expected to be approved in 2014 and digital convergence law is expected to be finalized in 2015.

##### ***Rating of Internet Content***

The Regulations for the Rating of Internet Content was abolished by the NCC in 2012. At present, the rating of internet content is governed by Article 46 of the Protection of Children and Youths Welfare and Rights Act (last amended on January 22, 2014), which requires that all internet platform providers adopt their own rules implementing clear and practicable protection measures in accordance with the internet content supervisory institutions engaged by the NCC and other relevant authorities to prevent youth and children from having access to harmful internet contents. An internet platform provider is required to restrict children and youths from having access to internet content upon the relevant



authority's notification that such internet contents may be harmful or that such internet platform provider failed to implement clear and practicable protection measures.

## **Table of Contents**

### *Computer Software Ratings*

The Ministry of Economic Affairs announced in July 2006 the Regulations Governing Computer Software Rating pursuant to the Protection of Children and Youths Welfare and Rights Act, which took effect in January 2007. These regulations were last amended in May 29, 2012 and renamed the Regulations Governing Game Software Ratings. The definition of "game software" and the rating system have been significantly modified in the 2012 amendment. Game software means software that integrates digitalized text, sound, visual effects, music, pictures, images or animation which allows users to operate on electronic devices to achieve certain goals of the game, but excluding software installed upon the "electronic game arcade" as defined in the Electronic Game Arcade Business Regulation Act. Manufacturers, distributors, agents, sellers, rental service operators, disseminators, exhibitors and download providers are responsible for the administration of ratings. There are five ratings: (i) Restricted (allowed for ages 18 and above); (ii) Parental Guidance 15 (allowed for ages 15 and above); (iii) Parental Guidance 12 (allowed for ages 12 and above); (iv) Parent Protection (allowed for ages 6 and above); and (v) General Audience (suitable for all ages). According to the 2012 amendment, game software that uses virtual currency to play simulated MahJong, poker, dice, steel ball, horse racing, roulette, slot machine and other games of similar nature, and the outcome of the games may result in increase or decrease of the virtual currency, must be rated as Parental Protection. If the contents of such game software meet the requirements under the rating criteria for Restricted, Parental Guidance 15 or Parental Guidance 12, such games must be rated accordingly.

### *Online Game Contract Template*

The Ministry of Economic Affairs and the Consumer Protection Commission have published a model contract template which sets out permitted terms and limitations with respect to online game services offered in Taiwan, pursuant to the Consumer Protection Act. The contract template was last amended on December 7, 2010. Generally, consumers should be given at least three days to review such contract. Amendments or changes to fees payable for services offered must be publicly announced at least thirty days prior to such amendment, and notification provided to consumers. Consumer game records must be maintained by each online game operator for a minimum period of thirty days and shall be open to inspection by such consumers. Suspension periods for consumers who have breached the terms of their online game contracts may not exceed a period of seven days. Apart from gifts, the on-line game operator cannot limit the use period of the game points in the on-line game contract. Furthermore, the on-line game operator cannot specify in the on-line game contract that it has the right to interpret the contract terms and conditions.

---

## **Table of Contents**

### *Personal Data Protection Act*

On April 27, 2010, the Legislative Yuan passed a bill to amend the Computer-processed Personal Data Protection Act, which was renamed as the Personal Data Protection Act. Whenever an entity collects personal data from any individual, it shall inform such individual about (i) the name and identity of the collecting entity; (ii) the purpose of collection; (iii) how the collected personal data will be used; (iv) his/her rights; and (v) the consequences of his/her failure to provide the required personal data. If personal data is not provided by individuals, in addition to the information required to be disclosed as described above, the collecting entity shall inform such individual of the source of the data before processing or using the data. In principle, prior consent from the individual is required for use of his/her personal data. These requirements shall be exempted if relevant personal data of the individual (i) is used for public interests; or (ii) is available from the public domain and the interest to be protected is more important than the privacy of such individual. Depending on the gravity of a violation, damages of NT\$500 to NT\$20,000 may be claimed against a person for each violation of the Personal Data Protection Act even if the actual damage cannot be proved. If there is more than one victim in a single violation, the maximum damages would be up to NT\$200,000,000. However, if the interests involved therein exceed NT\$200,000,000, restrictions on maximum amount for damages to be claimed and on minimum amount for damages to be claimed (NT\$500 per person for each violation) shall not apply. This new Personal Data Protection Act will take effect pursuant to the announcement of the Executive Yuan. Given that there may be some delay in the enactment of the enforcement rules, the new Personal Data Protection Act was enacted on October 1, 2012.

### *Singapore*

Presently, there are no laws in Singapore which specifically govern the provision of online gaming. However, depending on the type of games offered and services rendered as part of our online gaming operations, the operations may be subject to regulation under various Singapore legislation. Relevant legislation includes:

the Broadcasting Act (Chapter 28) of Singapore (the Broadcasting Act ) and its subsidiary legislation, which regulates, inter alia, the operation of Internet websites;

the Telecommunications Act (Chapter 323) of Singapore (the Telecommunications Act ) and its subsidiary legislation, which regulates the operation of telecommunications systems and the provision of telecommunications services; and

the Common Gaming Houses Act (Chapter 49) of Singapore (the CGH Act ) and the Betting Act (Chapter 21) of Singapore (the Betting Act ) and subsidiary legislation, which regulate, inter alia, gaming and lotteries.

### *Broadcasting Act*

The Broadcasting Act provides for the general legal framework to regulate media and Internet content and empowers the Media Development Authority ( MDA ) of Singapore with the authority to grant licenses and to regulate and monitor licensees in relation to such media and Internet content. In particular, section 8 of the Broadcasting Act provides that no person shall provide any licensable broadcasting service in or from Singapore without a broadcasting license granted by the Authority (MDA) . A licensable broadcasting service is defined in the Broadcasting Act to include computer on-line services .

The MDA also regulates online services through the Broadcasting (Class License) Notification (the BCLN ). Under the BCLN, VAN computer on-line services (as defined in the BCLN) and computer on-line services that are provided by Internet Content Providers and Internet Service Providers (as such terms are defined in the BCLN) are deemed automatically licensed, and the licensees under the class license must comply with the conditions of the class license under the BCLN. The definition of Internet Content Provider under the BCLN includes any corporation or group of individuals, whether registrable or incorporated under the laws of Singapore, who provides any programme on the World Wide Web through the Internet. A programme is defined under the Broadcasting Act to mean, broadly, any matter the primary purpose of which is to entertain, educate or inform all or part of the public, or any advertising whether commercial or not, excluding any matter that is wholly related to or connected with any private communication.

Pursuant to the BCLN, a licensee must use its best efforts to ensure that its service complies with the codes of practice which may be issued by the MDA from time to time (including the Internet Code of Practice), and is not used for any purpose and does not contain any programme that is against the public interest, public order, national harmony or offends against good taste or decency. Further, licensees must also ensure that its services are not used for, or in furtherance of, certain prohibited activities such as games and lotteries the conduct of which is an offence under

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

the CGH Act, the advertisement or promotion of astrology, geomancy, palmistry or any other type of fortune telling device or the solicitation of prostitution or any other immoral activity.

Under the Internet Code of Practice issued by the MDA, an Internet Content Provider is required to ensure that it does not broadcast via the Internet to users in Singapore, programs which include material that is objectionable on the grounds of public interest, public morality, public order, public security, national harmony or is otherwise prohibited by applicable Singapore laws ( prohibited materials ). The Internet Content Provider is also required to deny access to such prohibited materials that he discovers in the normal course of exercising editorial duties, or is informed about.

---

## **Table of Contents**

### *Telecommunications Act*

The provision and operation of telecommunication services and systems in Singapore is regulated by the Telecommunications Act, which provides the general legal framework for the provision and operation of telecommunication systems and services in Singapore.

Under the Telecommunications Act, all persons who, inter alia, establish, install, maintain, develop or hire a telecommunication system or service within Singapore must be licensed by the Info-communications Development Authority ( IDA ) of Singapore. A telecommunication system is defined as any system used or intended to be used for telecommunications, and telecommunication service is defined as any service for telecommunications but excludes any broadcasting service. Telecommunications is defined as a transmission, emission or reception of signs, signals, writing, images, sounds or intelligence of any nature by wire, radio, optical or other electro-magnetic systems whether or not such signs, signals, writing, images, sounds or intelligence have been subject to rearrangement, computation or other processes by any means in the course of their transmission, emission or reception.

The existing telecommunications licensing framework provides for two broad categories of licenses – facilities based operator ( FBO ) licenses and services based operator ( SBO ) licenses. SBO licenses are, in turn, granted either on an individual or class license basis.

Pursuant to IDA's published guidelines, the telecommunications services which are provided as licensable under an SBO license include store-and-retrieve value-added network services, examples of which include any online information and database retrieval services, online games or electronic chatting services, provided by telecommunication systems, built over and above the telecommunication systems operated by an FBO and accessed through public telecommunication systems or leased circuits, which allow telecommunication traffic between a user and the value-added network or between users.

### *CGH Act and Betting Act*

Depending on the type of games and services being offered, the online gaming operations may also be regulated by the CGH Act and the Betting Act. Generally, the CGH Act and the Betting Act prohibit the operation and patronization of unlicensed common gaming and betting houses as well as ancillary acts. In addition, the CGH Act prohibits the operation of and participation in a public lottery. The offences are wide-ranging in nature and encompass acts by the owner of the website, the player and assisting parties.

The CGH Act generally prohibits the engaging in gaming activities and arguably applies to gaming activities carried out online. In particular, the CGH Act prohibits, among other things, the following: (i) gaming in a common gaming house (as such term is defined in the CGH Act) or a public place; (ii) participation or assistance in any public lottery; (iii) advancing or furnishing money for the purpose of establishing or conducting the business of a common gaming house; and (iv) assisting in any manner in the management of a place kept or used as a common gaming house. Under the CGH Act, gaming is defined as the playing of any game of chance or of mixed chance and skill for money or money's worth. Lottery includes any game, method, device, scheme or competition whereby money or money's worth is distributed or allotted in any manner depending upon or to be determined by chance or lot, whether the same is held, drawn, exercised or managed within or without Singapore. A public lottery is defined as a lottery to which the public or any class of the public has or may have access, and every lottery shall, until the contrary is proved, be deemed to be a public lottery.

The Betting Act generally prohibits betting or wagering on any event or contingency of or relating to any horse-race or any other race, fight, game, sport or exercise, and would arguably also apply where such betting or wagering is conducted online. In particular, the Betting Act prohibits, inter alia, the following: (i) betting or wagering in a common betting-house or with a bookmaker (as such terms are defined in the Betting Act) in any place or by any means; (ii) the receipt (directly or indirectly) of any money or valuable thing for or in respect of any bet or wager on any such event or contingency in a common betting-house or betting information centre (as defined in the Betting Act); (iii) the advancing or furnishing of money for the purpose of establishing or conducting the business of a common betting-house; and (iv) assisting in any manner in the management or in the business of a place kept or used as a common betting-house or betting information centre.

### *Personal Data Protection Act*

Singapore enacted the Personal Data Protection Act (Act 26 of 2012) (the PDPA) to regulate how personal data is handled. The PDPA establishes an overarching data protection framework, setting out baseline rules on the collection, use, disclosure, and protection of personal data by private sector organizations. The PDPA applies to personal data, which means all types of personal data (whether true or not), from which an individual (whether living or deceased) can be identified. The PDPA complements the existing confidentiality obligations under common law, and other statutory requirements which may apply under sector specific rules on confidentiality of information. The PDPA data protection regime is one that is based on the key concepts of:

- (i) Consent Organisations may collect, use or disclose personal data only with the individual's knowledge and consent (with some exceptions);

**Table of Contents**

(ii) Purpose Organisations may collect, use or disclose personal data in an appropriate manner for the circumstances, and only if they have informed the individual of purposes for the collection, use or disclosure; and

(iii) Reasonableness Organisations may collect, use or disclose personal data only for purposes that would be considered appropriate to a reasonable person in the given circumstances.

Examples of data which may be considered personal data under the PDPA include telephone numbers and email addresses.

**Regulations Relating to Cloud Computing**

***Telecommunications Act***

Taiwan's Telecommunications Act and the regulations under the Telecommunications Act establish the framework and govern the various aspects of the Taiwan telecommunications industry, including:

licensing of telecommunications services;

telecommunication numbers;

restrictions on dominant telecommunications service providers;

tariff control and price cap regulation;

accounting separation system;

interconnection arrangements;

bottleneck facilities;

spectrum allocation;

provision of universal services;

equal access;

number portability;

local loop unbundling;

co-location; and

ownership limitations.

The Telecommunications Act also establishes a non-auction pricing system for assignment of radio frequencies.

*Type I and Type II Service Providers*

Under the Telecommunications Act, telecommunications service providers are classified into two categories:

Type I. Type I service providers are providers that install network infrastructure, such as network transmission, switching and auxiliary equipment for the provision of telecommunications services. Type I services include fixed-line services such as local, domestic long distance and international long distance services, as well as interconnection, leased line, ADSL and satellite services and wireless services such as mobile, including 3G mobile, paging, mobile data and trunked radio services.

Type II. Type II service providers are defined as all telecommunications service providers other than Type I service providers. Type II services are divided into special services and general services. Special services include simple resale, VoIP international leased circuit and other services specified by the Ministry of Transportation and Communications before March 1, 2006 or by the NCC from March 1, 2006. General services include any Type II service other than special services.

*Granting of Licenses: Type II*

The Telecommunications Act was amended in 1996 to open the market for all Type II services. Under the Type II Services Regulations, Type II services are divided into special services and general services. Special services include simple resale, VoIP, network telephone service of E.164 and non-E.164 user numbers (IP Phone Numbers), international leased circuit and other services specified by governing authority. General services include any Type II service other than special services. The policy for granting a Type II service license is as follows:

there is no limit on the number of licenses to be issued;

licenses were granted by the Directorate General of Telecommunications before March 1, 2006 and are not granted by the NCC; and

no bidding procedure is required.



## **Table of Contents**

We hold a license to operate general Type II services. Type II service licenses issued before November 15, 2005 are valid for ten years and may be renewed by application made two months prior to the expiration date. Type II service licenses issued or renewed on or after November 15, 2005 are valid for three years and may be renewed during the period commencing two months prior to the expiration date. There is no minimum paid-in capital requirement for Type II service providers. Our license to operate Type II services is valid from March 2013 to March 2016.

### **Dividends from Our Subsidiaries**

Under Singapore tax regulations, foreign-sourced dividend income used for capital expenditures, including investments, and repayment of borrowings, is not deemed as remitted to Singapore and is therefore not taxable.

### **Listing and Offering**

Under NASDAQ Rule 5210(c), as amended ( Rule 5210(c) ), all securities listed on NASDAQ must be eligible for a direct registration program, or DRS, operated by a registered clearing agency, unless the foreign private issuer is prohibited from complying by a law or regulation in its home country. In order to fulfill the direct registration program eligibility requirements, we are required to, among other provisions, amend our constitutional documents to allow for the issue of non-certificated securities.

Our Company is incorporated under the laws of the Republic of Singapore and is subject to the provisions of the Companies Act (Cap.50) of Singapore (the Companies Act ). Under the Companies Act, Singapore-incorporated companies are required to issue physical share certificates to registered shareholders as prima facie evidence of a registered shareholder s title to the Shares and there are no exceptions to or exemptions from this requirement that would enable us to amend our constitutional documents to allow for the issue of non-certificated shares. Therefore, we are not able to comply with the DRS eligibility provisions of Rule 5210(c).

Under the DRS eligibility provisions, as a foreign private issuer, we are allowed to follow our home country practice in lieu of the requirements set out in Rule 5210(c), subject to certain exceptions. We will be relying on this for an exemption from the DRS eligibility requirements under Rule 5210(c). We have informed the NASDAQ Stock Market about our election to comply with the laws of Singapore in lieu of the DRS eligibility provisions of Rule 5210(c).

### **C. Organizational Structure**

We were incorporated in Singapore as a company limited by shares on September 13, 1999. As of the date of this annual report, our principal operating subsidiaries include Hoshin GigaMedia, FunTown World Limited, and GigaMedia Cloud. Hoshin GigaMedia, our wholly-owned subsidiary incorporated in Taiwan, operates our Asian online game and service business in Taiwan. FunTown World Limited, our wholly-owned subsidiary incorporated in the British Virgin Islands, operates our Asian online game and service business in Hong Kong and Macau. GigaMedia Cloud, our wholly-owned subsidiary incorporated in Taiwan, operates our GigaCloud services in Taiwan.

**Table of Contents**

The following organization chart and table set forth our business structure and selected information for each of our principal subsidiaries as of the date of this annual report:

\* Includes our operating subsidiaries or companies holding material investments or contracts only. All subsidiaries are 100% owned unless otherwise indicated.

**Table of Contents**

<b>Entity</b>	<b>Place of Incorporation</b>	<b>Relationship</b>
<b>Held by our Company</b>		
GigaMedia International Holdings Limited	British Virgin Islands	Wholly-owned subsidiary
<b>Held by GigaMedia International Holdings Limited</b>		
GigaMedia Online Entertainment Corp.	Cayman Islands	Wholly-owned subsidiary
Cambridge Entertainment Software Limited	British Virgin Islands	Wholly-owned subsidiary
GigaMedia (HK) Limited	Hong Kong	Wholly-owned subsidiary
<b>GigaMedia(Cayman)Limited</b>		
<b>Held by GigaMedia Online Entertainment Corp.</b>		
FunTown World Limited	British Virgin Islands	Wholly-owned subsidiary
GigaMedia Capital Limited	British Virgin Islands	Wholly-owned subsidiary
GigaMedia Freestyle Holdings Limited	British Virgin Islands	Wholly-owned subsidiary
GigaMedia (Labuan) Limited	Labuan	Wholly-owned subsidiary
Dragon Mark Holdings Limited	British Virgin Islands	Wholly-owned subsidiary
Megabiz Limited	British Virgin Islands	Wholly-owned subsidiary
<b>Held by FunTown World Limited</b>		
FunTown Hong Kong Limited	Hong Kong	Wholly-owned subsidiary
<b>Held by GigaMedia (Labuan) Limited</b>		
Leisure Alliance Sdn. Bhd.	Malaysia	Wholly-owned subsidiary
<b>Held by Leisure Alliance Sdn. Bhd.</b>		
GigaMedia Cloud Services Co. Ltd.	Taiwan	Wholly-owned subsidiary
<b>Held by GigaMedia (Cayman) Limited</b>		
Hoshin GigaMedia Center Inc.	Taiwan	Wholly-owned subsidiary
GigaMedia Development Corporation	Taiwan	Wholly-owned subsidiary (Dormant)
<b>Held by Hoshin GigaMedia Center Inc.</b>		
Gaminfinity Publishing Co. Ltd.	Taiwan	Wholly-owned subsidiary
Play2gether Digital Technology Co. Ltd.	Taiwan	Wholly-owned subsidiary
PerfectPairs Gaming Co. Ltd.	Taiwan	Wholly-owned subsidiary
<b>Held by Giga Development Corporation</b>		
Wen He Investment Ltd.	Taiwan	Wholly-owned subsidiary
<b>Held by Cambridge Entertainment Software Limited</b>		
Cambridge Interactive Development Corporation	U.S.A.	Wholly-owned subsidiary
<b>Held by GigaMedia(HK) Limited</b>		
Shanghai Pontoon Networking Technology Co., Ltd.	China	Wholly-owned subsidiary

**D. Property, Plant and Equipment**

As of April 15, 2016, we leased 28,168 square feet as office premises as our corporate head office in Taipei, Taiwan and 4,831 square feet as office premises for FunTown's office in Hong Kong. In addition, we leased 1,265 square feet of warehouse space in Hong Kong.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

Unless stated otherwise, the discussion and analysis of our financial condition and results of operations in this section apply to our consolidated financial statements as prepared in accordance with U.S. GAAP. You should read the following discussion of our financial condition and results of operations together with the consolidated financial statements and the notes to these statements included elsewhere in this annual report.



---

## **Table of Contents**

### **A. Operating Results**

#### **Overview**

We are a diversified provider of online games and cloud computing services. Our principal businesses are as follows:

Our Asian online game and service business operates a portfolio of online games, primarily targeting online game players across Asia, including Greater China and Southeast Asia.

Our cloud product and service business aims at providing an integrated platform of services and tools for medium to large enterprises in Greater China to increase flexibility, efficiency and competitiveness, as well as bidding for government contracts in Taiwan. The business launched in early April 2013

In 2015, we had total operating revenues of approximately US\$10.3 million, an increase of approximately US\$0.5 million year-over-year, with our FunTown revenues and cloud revenues having increased by approximately US\$0.3 million and US\$0.2 million, respectively. Our total costs and expenses increased by approximately US\$7.0 million year-over-year to US\$30.2 million, primarily due to increased impairment losses recognized during the year, which increased by US\$2.9 million, and a charge of US\$2.0 million for termination of a proposed acquisition. We incurred an operating loss of approximately US\$19.9 million, an increase of approximately US\$5.9 million year-over-year. We recognized a non-operating income of approximately US\$17.3 million, an increase of approximately US\$8.9 million year-over-year, primarily due to an increase of US\$11.3 million year-over-year in gains on sales of marketable securities. We recognized a net loss attributable to us of approximately US\$2.2 million, a loss decrease of approximately US\$2.9 million year-over-over, primarily resulting from the aforementioned increase in non-operating income.

*Asian Online Game and Service Business.* We operate our Asian online game and service business in Taiwan, Hong Kong and Macau through FunTown. We acquired FunTown in January 2006 and consolidated the financial results of FunTown into our consolidated financial statements starting from January 1, 2006. Previously, we operated in the PRC through a variable interest entity, JIDI, until our board of directors approved a plan to liquidate and dissolve JIDI in June 2012. The process of liquidation and dissolution was completed by the end of 2013. In Southeast Asia, we operated through IAHGames. We increased our ownership percentage in IAHGames from 32.26% in 2006 to 80% in 2010 through the acquisition of certain preferred shares and the subscription for new preferred shares and consolidated IAHGames' financial results into our consolidated financial statements starting from July 1, 2010. In July 2012, we entered an agreement to sell a 60% equity ownership interest in IAHGames, and, upon the closing of the transaction, we no longer had a controlling interest and therefore deconsolidated the financial statements of IAHGames and began accounting for our remaining 20% non-controlling equity interest under the equity method. We completed our divestiture of IAHGames in May 2013.

In addition to our majority-controlled subsidiaries, we also entered into strategic alliances with XL Games, Access China, JoyCity Corporation (previously named JC Entertainment Corporation), and East Gate in December 2007, January 2008, September 2009, and August 2010, respectively. XL Games was founded by the creator of a world-renowned online game franchise, focuses on MMORPGs and has studios in Seoul, South Korea and Austin, Texas. Access China is an online game software developer in the PRC. JoyCity is a publicly-listed company which develops online games in Korea. East Gate is a Korean fund which invests in online game businesses and films.

Online casual game operators in Greater China and Southeast Asia are currently our primary competitors. We also compete with MMORPG operators throughout Greater China and Southeast Asia. Given the low barriers to entry in the online game industry and the increasing popularity of Internet-based businesses, there are a large number of potential competitors scattered throughout many different segments of the software and Internet industries. In addition to the aforementioned competitors, traditional entertainment service providers and other entities, many of which have significant financial resources and name brand recognition, may provide online game services in the future, and thus become our competitors.

Faced with our known competitors, and most likely several new competitors which may be established in the near future, we will continue to improve the principal competitive factors that we believe can differentiate our product offerings from those offered by our competitors, including: brand, technology, financial stability and resources, proven track record, independent oversight and transparency of business practices in our industry.

In 2015, our Asian online game and service business generated revenue of approximately US\$8.5 million, gross profit of approximately US\$1.5 million, operating loss of approximately US\$12.7 million, non-operating income of approximately US\$17.3 million, and net loss attributable to us of approximately US\$4.8 million.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

*Cloud Product and Service Business.* We launched a cloud product and service business in April 2013. Our cloud product and service business made its first revenue contributions in the fourth quarter of 2013. In 2015, our cloud and service business generated revenue of US\$1.7 million, a gross loss of US\$0.2 million, and an operating loss of US\$1.2 million.

*Other Business.*

The holding and disposal of our investment in a non-controlling equity interest in the gaming software and service business generated a net gain of US\$2.5 million for the year ended December 31, 2012, which was directly related to the sale of our remaining ownership interest in such business in July 2012. This investment was accounted for under the equity method during 2012 until it was sold.

**Table of Contents****Certain Significant Events Affecting Our Results of Operations for 2013, 2014 and 2015*****Acquisition and Divestiture of IAHGames***

In July 2010, we began consolidating IAHGames, an online game operator, publisher and distributor in Southeast Asia. We acquired IAHGames in order to enhance our position in the online game market in Southeast Asia and strengthen our online entertainment product portfolio. This primary factor among others, contributed to a purchase price in excess of the fair market value of the net tangible assets and intangible assets acquired.

As of December 31, 2010 and 2011, we owned 5,982,230 Class A preferred shares and 1,208,881 Class B preferred shares of IAHGames, which represents a controlling financial interest of 80% of the total outstanding voting rights of IAHGames. The preferred shares (Class A) were convertible into ordinary shares of IAHGames at a conversion rate of 10 Class A shares for 1 ordinary share. The preferred shares (Class B) were convertible into ordinary shares of IAHGames at a conversion rate of 1 Class B share for 1 ordinary share.

In July 2012, we entered into agreements to sell 100% of the shares of Spring Asia, an investment holding company which owns 30% of the shares of Game First International Corporation ( GFI ), to IAHGames, as well as a 60% ownership in IAHGames (with a 20% ownership of IAHGames retained by us) to IAHGames management and Management Capital International Limited, a British Virgin Islands company owned by IAHGames management.

In consideration for sale of IAHGames and Spring Asia, we are to receive US\$3 million in cash consideration in four equal installments, with the first due upon closing, the second due on October 2, 2012, the third due on January 2, 2013 and the fourth due on April 2, 2013. The first installment of US\$750,000 was received upon the closing on August 15, 2012. However, the second, third, and fourth installments were deferred. The payments were collateralized by the shares of Spring Asia. In April 2013, we entered into the IAH Settlement Agreement to settle the deferred Spring Asia purchase price of US\$2.25 million. Under the IAH Settlement Agreement, we also sold all of our remaining shares in IAHGames to MCIL (approximately 20% of IAHGames total issued and outstanding shares) at a purchase price of US\$1 million. The settlement was completed in May 2013 when the deferred payment for the sale of Spring Asia and the amount for the sale of the remaining shares in IAHGames were received in full.

***Divestitures of JIDI and Shanghai JIDI***

In June 2012, our board of directors approved a plan to liquidate and dissolve JIDI, a wholly-owned subsidiary, and Shanghai JIDI. Results for JIDI and Shanghai JIDI operations are reported as discontinued operations for all periods presented. The carrying amounts of the remaining assets and liabilities of JIDI and Shanghai JIDI were not significant to our consolidated financial statements as of December 31, 2012, and we recognized a loss of approximately US\$588,000 in connection with the disposal of property, plant and equipment, which is included within discontinued operations in 2012. The process of liquidation and dissolution was completed by the end of 2013. Summarized financial information for discontinued operations of JIDI and Shanghai JIDI are as follows:

(in US\$ thousands)	2013
Revenue	\$ 0
Loss from discontinued operations before tax	\$ (318)
Income tax expense	
Loss from discontinued operations	\$ (318)

***Acquisition of Wen He Investment Ltd.***

In June 2014, we acquired Wen He Investment Ltd. ( Wen He ), and in doing so acquired Wen He s beneficial ownership in Gamania Digital Entertainment Co., Ltd. ( Gamania ). Gamania is a Taiwanese OTC-traded company, with its common shares traded on Taipei Exchange ( TPEX ). As a result of the acquisition of Wen He, we acquired beneficial ownership of 15 million common shares of Gamania, or approximately 9.5% of Gamania s issued and outstanding common shares, at a cost of approximately US\$17.9 million. At the time of making such acquisition, we intended to establish a strategic business partnership with Gamania. However, the business collaboration model with Gamania had eventually altered to be with no investment involvement. Therefore, in April 2015, we disposed of all our shareholdings in Gamania through block trades

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

on the open market in Taiwan, at an average price slightly higher than the acquisition cost. As a result, we received approximately US\$18 million in cash.

We had elected to account for this investment using the fair value option. Consequently, we measured the investment recognized in our consolidated balance sheets at fair value based on Gamania's quoted share price. The changes in the fair value of this investment were recognized in non-operating income (loss) in our consolidated statements of operations.



---

## **Table of Contents**

### ***Proposed Acquisition of Strawberry Cosmetics***

In June 2015, we entered into a share purchase agreement to acquire a 70% equity interest in Strawberry Cosmetics Holding Limited ( Strawberry Cosmetics ), a global cosmetics e-commerce company for total consideration of approximately US\$93.1 million. The proposed acquisition was then duly approved by the Extraordinary General Meeting of our Company held in early August 2015. The terms of the share purchase agreement were described in a current report on Form 6-K filed by our Company with the SEC on June 26, 2015.

However, in light of the drastic slowdown in global economy and turmoil in stock markets beginning in late August 2015 that resulted in a change in business development strategy on the part of GigaMedia, our board of directors concluded that the mutual termination of the acquisition was in the best interests of GigaMedia stockholders.

Accordingly, in October 2015, our Company entered into a mutual termination agreement with the shareholders of Strawberry Cosmetics to terminate the share purchase agreement, whereby GigaMedia paid US\$2.0 million as consideration for the termination to the shareholders of Strawberry Cosmetics, and the parties, in turn, released each other from any claims they may have in relation to the proposed acquisition. Such termination of the proposed acquisition was described in a current report on Form 6-K filed by our Company with the SEC on October 7, 2015. The termination expense of US\$2.0 million was recognized in operating expenses in our consolidated statements of operations.

### ***Sale of Shares of XL Games***

In 2015, we disposed of our equity security investment in XL Games for consideration of approximately US\$8.6 million, net of transaction costs, and recognized a disposal gain of approximately US\$5.8 million.

### ***Operating results of East Gate***

Based on East Gate's partnership agreement of East Gate, we determined that we have the ability to exercise significant influence over East Gate, and accordingly accounted for our investment under the equity method. In 2013, 2014 and 2015, we recognized equity method income (loss) of approximately US\$526,000, US\$(489,000) and US\$(494,000), respectively, on our investment in East Gate.

### ***Impairment Losses Related to Underperforming Projects in Our Asian Online Game and Service Business and Cloud Product and Service business***

#### **2013 Impairment Losses**

Due to certain underperforming game projects and decreased forecasts within our Asian online game and service business, we recognized an impairment loss of US\$33.1 million in our consolidated financial statements for the year ended December 31, 2013 as follows:

- 1) US\$17.1 million impairment loss on goodwill and US\$12.0 million impairment loss on intangible assets – specifically, trade names and trademarks, originally arising from the acquisition of FunTown. Goodwill and trade names and trademarks from the acquisition of FunTown, which constitutes our Asian online game and service business, were written down to nil as of December 31, 2013, resulting in an impairment charge of US\$29.1 million in 2013, which is included within operating expenses in our consolidated statements of operations. As a result of the further slowdown in the PC-based online game market on which we depend and an unfinished transition of FunTown to new browser/mobile games and social casino games markets, we estimated that the fair value of our Asian online game and service business had decreased and, as a result, impaired the goodwill related to FunTown as of December 31, 2013. The impairment charge was determined by our estimates of future cash flows from the FunTown business which have been reduced due to market conditions and our incomplete transition to new markets, indicating that the original carrying amount of the goodwill from the acquisition of FunTown could not be fully recovered as of December 31, 2013.
- 2) US\$2.8 million impairment loss on prepaid licensing and royalty fees, which related to certain licensed games for which the carrying amounts were determined not to be recoverable due to deferred development progress and remote possibility of commercial launch. Prepaid licensing and royalty fees are valued using a discounted cash flow model, when reasonable grounds exist for projections, to determine fair value, incorporating available market discount information, our estimate for liquidity risk and other cash flow model related assumptions based on unobservable inputs.
- 3) US\$1.3 million impairment loss on intangible assets for capitalized software costs to reflect a full provision relating to certain projects that we have ceased to further develop.



---

## **Table of Contents**

### **2014 Impairment Losses**

We recognized an impairment loss of approximately US\$1.4 million in our consolidated financial statements for the year ended December 31, 2014 as follows:

1) US\$1.3 million impairment loss on prepaid licensing and royalty fees, which related to certain licensed game for which the carrying amount were determined not to be fully recoverable due to the trend of the gaming sector progressively shifting from PC-based to mobile device-based games, resulting in a significant impact to the prospects of PC-based games. Prepaid licensing and royalty fees are valued using a discounted cash flow model, when reasonable grounds exist for projections, to determine fair value, incorporating available market discount information, our estimate for liquidity risk and other cash flow model related assumptions based on unobservable inputs.

2) US\$115,000 impairment loss on intangible assets for capitalized software costs and US\$28,000 impairment loss on property, plant and equipment to reflect the full write-down of the assets relating to certain projects that we have ceased to be utilized.

### **2015 Impairment Losses**

We recognized an impairment loss of approximately US\$4.2 million in our consolidated financial statements for the year ended December 31, 2015 as follows:

1) US\$4.2 million impairment loss on prepaid licensing and royalty fees, which related to certain licensed games for which the carrying amount were determined not to be fully recoverable or of were impacted by the progressive shift in the gaming sector from PC-based to mobile device-based games. Prepaid licensing and royalty fees are first assessed with the commercial viability of the launch plan of the related games, then valued using a discounted cash flow model, when reasonable grounds exist for projections, to determine fair value, incorporating available market discount information, our estimate for liquidity risk and other cash flow model related assumptions based on unobservable inputs.

2) US\$5,000 impairment loss on intangible assets for capitalized software costs and US\$60,000 impairment loss on property, plant and equipment to reflect the full write-down of the assets relating to certain projects that we have ceased to be utilized.

### ***Impairment Losses on Marketable Securities and Investments***

As a result of unsuccessful investments made by previous management in game studios and companies, we recognized impairment losses on marketable securities and investments of US\$1.3 million in 2015. The major impairments are listed below:

1) In 2015 we made an investment in preferred shares of SportsPlus, Inc. ( SportsPlus ) of US\$1 million. As a result of its inability to meet its projections and forecasts, and cash shortage, we fully wrote down our investment in SportsPlus in 2015 to zero.

2) In 2014, we made an investment in common shares of Double2 Network Technology Co., Ltd. ( Double2 ), of US\$667,000. As a result of consecutive and deteriorating losses incurred without encouraging prospects, we wrote down this investment to its estimated fair value of US\$194,000, resulting in an impairment charge of US\$290,000 in 2015.

### **Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations are derived from our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S., or U.S. GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Our significant accounting policies are closed in note 1(c) to our consolidated financial statements. We believe that the following discussion addresses the most critical accounting policies applicable to our Company, which are those that are most important to the portrayal of the financial condition and results of operations of our Company, and require management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

### ***Revenue Recognition***

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Revenues are recognized revenue when persuasive evidence of an arrangement exists, delivery occurs and the customer takes ownership and assumes risks or services are rendered, the sales price is fixed or determinable and collectability is reasonably assured. Sales taxes assessed by governmental authorities on our revenue transactions are presented on a net basis and therefore are excluded from revenues in our consolidated financial statements.

## **Table of Contents**

Our Company has in the past entered into and may in the future enter into multiple-element revenue arrangements, which may include any combination of services, software, and/or products. To the extent that a deliverable in a multiple-element arrangement is subject to specific accounting guidance, whether and/or how to separate multiple deliverable arrangements into separate units of accounting (separability) and how to allocate the arrangement consideration among those separate units of accounting (allocation) for that deliverable is accounted for in accordance with such specific guidance.

In addition to the aforementioned general policies, the following are the specific revenue recognition policies for each major category of revenue.

### *Asian Online Game and Service Revenues*

Asian online game and service revenues are related to our Asian online game and service business that operates play-for-fun games online to players across Asia.

Asian online game revenues are earned through the sale of online game points, prepaid cards, game packs, through the sublicensing of certain games to distributors and through licensing fee revenues. Virtual online game points are sold to distributors or end-users who can make the payments through credit cards, Internet ATMs or telecommunication service operators. Physical prepaid cards and game packs are sold through distributors and convenience stores. Proceeds from sales of physical cards and game packs, net of sales discounts, and online game points are deferred when received and revenue is recognized upon the actual usage of the playing time or in-game virtual items by the end-users; over the estimated useful life of virtual items; or when the sold game points expire and can no longer be used to access the online games or products in accordance with our published game points expiration policy. Sublicensing revenues from the distributors are recognized based on end-users activation to the game system and when the performance obligations have been completed. Licensing fee revenues are recognized when the delivery of licensed products has occurred and the fee is fixed or determinable.

Sales of virtual online game points and licensing fee revenues are reported on a gross basis. In the sales of virtual online game points and game licenses, we act as principal and we have latitude in establishing price. Fixed percentage fees retained by service providers for payment processing related to our online game services are recognized as cost of online game revenues. We report sublicensing revenues on a net basis. In the sublicense agreements, we act as agent and the distributors are responsible for the operating and the marketing.

Asian online game and service revenues also include revenues derived from online advertising arrangements, sponsorship arrangements, or a combination of both. These service arrangements allow advertisers to place advertisements on particular areas of our Company's websites and online game platforms over a stated period of time. Service revenues from online advertising arrangements are recognized ratably over the period of the contract when the collectability is reasonably assured.

### *Other Revenues*

Other revenues include cloud service revenues, which are related to cloud computing services provided by our Company. Revenues are recorded net of discounts. Cloud service revenues are recognized for the period of time for which we provide services to the customers. Customers have a choice of paying either monthly or in advance for a certain period of time, for which they receive corresponding discounts. Our Company recognizes any such advanced payment receipts as other current liabilities and amortizes such revenues over the subscription period.

Revenues from the sales of equipment and other related products are recognized upon acceptance.

### *Deferred Revenues*

Deferred revenues consist mainly of the prepaid income related to our Asian online game and service business. Deferred revenue represents proceeds received relating to the sale of game points and in-game items which are activated or charged to the respective player game account by players, but which have not been consumed by the players or expired. Deferred revenue was US\$1.9 million and US\$1.8 million at December 31, 2014 and 2015, respectively. Pursuant to relevant new requirements in Taiwan, cash amounted to US\$1.5 million and US\$1.0 million as of December 31, 2014 and 2015, respectively, have been deposited in an escrow account in bank as performance bond for the players game points, and are presented as restricted cash in the consolidated balance sheet.

### *Prepaid Licensing and Royalty Fees*

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Our Company, through our subsidiaries, routinely enters into agreements with licensors to acquire licenses for using, marketing, distributing, selling and publishing multi-player online games.

**Table of Contents**

Prepaid licensing fees paid to licensors are capitalized when technological feasibility is achieved, and amortized on a straight-line basis over the shorter of the estimated useful economic life of the relevant online game or license period, which is usually within two to five years. The annual amortization is modified if the amount computed on the ratio of current gross revenues for a game license over the total of current and anticipated future gross revenues for that game license is greater than the amount computed using the straight-line method.

Prepaid royalty fees and related costs are initially deferred when paid to licensors and amortized as operating costs based on certain percentages of revenues generated by the licensee from operating the related online game in the specific country or region over the contract period.

Whenever events or changes in circumstances indicate that the carrying amount of our prepaid licensing and royalty fees may not be recoverable, we test its recoverability by comparing the carrying value of the item in question to its undiscounted cash flows. If the carrying amounts of the related prepayments were determined to be greater than their expected future undiscounted cash flows, the estimated fair values of prepaid licensing and royalty fees are determined based on their discounted cash flows.

---

## **Table of Contents**

Based on the analysis, we estimated the fair values of certain prepaid licensing and royalty fee assets to be impaired, and recognized impairment charges of US\$2.8 million, US\$1.3 million and US\$4.2 million on prepaid licensing and royalty fees in 2013, 2014 and 2015, respectively.

The impairment losses recognized in 2013, 2014 and 2015 were mainly due to lower than expected performances of products and services or resulted from the uncertain commercial viability of products and services, or from game development that did not successfully pass the testing phase and for which we fully wrote off the contractual value of related fees paid. In 2015, we recognized a US\$4.2 million impairment loss on prepaid licensing fees for certain licensed games that we had determined the carrying amount of which to not be fully recoverable which were impacted by the progressive shift in the gaming sector from PC-based to mobile device-based games, and we believed the commercial launch of such games will generate less cash flows than originally expected, thus we concluded that the prepaid licensing fees were impaired and recognized an impairment loss of US\$4.2 million.

### ***Impairment of Intangible Assets with Indefinite Useful Life***

If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

Our indefinite useful life intangible asset is our trade name, which resulted from the acquisition of FunTown in 2006. We perform an impairment test on our trade name annually on December 31, or more frequently when a triggering event occurs between annual impairment tests.

Late in 2013, due to a slowdown in the PC-based online game market and our new strategy to focus on social online casino games and mobile games in Greater China, we determined that triggering events had occurred requiring us to review our trade name associated with the Asian online game reporting unit, before testing this reporting unit for goodwill impairment. Based on our assessment, the profit margin generated from the Asian online games business was very low compared to our peer companies. The Asian online game business was projected to generate losses in the coming years as it was projected to be negatively impacted by the end of its game life cycles. Our trade name associated with our current gaming platform was considered to have no economic value because it could not contribute profit to us in consideration of our updated strategic plan to reposition our business. The strategic plan would result in a significant transfer of our resources. Meanwhile we have decided to retire the existing trade name at the end of the game life cycles and rebrand many developed games under new platforms unassociated with the existing trade mark. We therefore determined that the fair value of the trade name was zero and recognized an impairment loss of US\$12.0 million in 2013.

### ***Impairment of Long-lived Assets and Intangible Assets with Definite Useful Life***

We review our long-lived assets and intangible assets with definite useful life that are held and used for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The determination of recoverability is based on an estimate of undiscounted cash flows expected to result from the use of the asset and its eventual disposition. The estimate of cash flows is based upon certain assumptions about expected future operating performance. If the sum of the expected undiscounted future cash flows is less than the carrying value, an impairment charge is recognized for the amount that the carrying value of the asset exceeds its fair value, based on the best information available, including discounted cash flow analysis. Prior to evaluating goodwill for impairment, we evaluated our long-lived assets and intangible assets with definite useful life for impairment. We determined that we have two asset groups for impairment testing purposes, one of which is associated with our online game operations, and the other is associated with our cloud services. In 2014 and 2015, we found that the profit margin generated by certain cloud product and service lines was very low, and such product and service lines were projected to generate losses in the coming years. Therefore in strategic consideration of our cloud business plan we decided to reposition our business and fade out such services. And we have decided to retire the long-lived assets and intangible assets related to such products and services. We therefore determined that the fair value of those related long-lived assets and intangible assets was zero and recognized an impairment loss of US\$28,000 and US\$60,000 on property, plant and equipment, and an impairment loss of US\$115,000 and US\$5,000 on intangible assets in 2014 and 2015, respectively.



---

## **Table of Contents**

### ***Impairment of Goodwill***

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. For 2013, we concluded that we had two reporting units, which are the same as our operating segments. Goodwill was assigned to our Asian Online Game reporting unit. In determining whether goodwill is impaired and measuring any loss resulting from the impairment, we first determine whether the fair value of the reporting unit is less than its carrying amount (including goodwill). The fair value of the reporting unit is determined using a discounted cash flows analysis. Second, if the fair value of the reporting unit does not exceed the carrying amount, we recognize an impairment loss for the excess of the carrying amount of the reporting unit goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation and the residual fair value after this allocation is the implied fair value of the reporting unit goodwill. We perform an impairment test on goodwill annually on December 31, or more frequently when a triggering event occurs between annual impairment tests.

We estimated the fair value of the Asian Online Game reporting unit by using the discounted cash flow approach, which uses Level 3 inputs of the fair value hierarchy. Unobservable inputs include, but are not limited to, (1) discount rates; (2) terminal year growth rates; (3) recent operating performance and forecasts; (4) growth anticipated in cash flow; (5) the state of the online game business in the respective geographic area; and (6) trends in average monthly users, paying users, pay rates and average revenue per user.

In 2013, our Asian Online Game reporting unit experienced a slowdown in the PC-based online game market. We also decided to reposition FunTown to focus on market growth in social casino games and browser/mobile games, as we have seen a significant shift in customer demand for these products and expected a corresponding effect to be reflected on the fair value of the Asian Online Game reporting unit. The decrease of total revenue in 2013 reflected an unfinished transition to social casino and mobile games and lower contributions from our currently PC-based online casual games as a result of the continuing shift in player preference for browser/mobile games. Our market capitalization had also fallen below our net book value based on the quoted market price of our common stock for a sustained period of time. Based on these qualitative factors, we determined it was more likely than not the current fair value of this reporting unit may be less than its carrying value, and the related recovery of the remaining goodwill could be impaired. Using the same methodology as in the past to determine the estimated fair value of this reporting unit, our projection for recurring revenue and costs has reflected the uncertain preference in the consumers' perspective. The assumptions used for our 2013 estimated fair value included six-year undiscounted cash flows projections ranging from (US\$4.0) million to US\$2.8 million and a discount rate of 13.0%. The carrying value of our Asian Online Game reporting exceeded its estimated fair value. Thus we performed the second step and determined that the implied fair value of the goodwill was nil compared to its carrying value of US\$17.1 million. Consequently, we recognized a further goodwill impairment charge of US\$17.1 million in 2013. As of December 31, 2014 and 2015, there is no goodwill recognized in our consolidated balance sheets.

### ***Income Taxes***

As part of the process of preparing our consolidated financial statements, our management is required to estimate income taxes and tax bases of assets and liabilities for our Company. This process involves estimating current tax exposure together with assessing temporary differences resulting from differing treatments of items for tax and accounting purposes and the amount of tax credits and tax loss carry-forward. These differences result in deferred tax assets and liabilities, which are included in the consolidated balance sheets. Management must then assess the likelihood that the deferred tax assets will be realized and, to the extent it believes that realization is not more likely than not, a valuation allowance is provided.

The ultimate realization of deferred tax assets and therefore the determination of the valuation allowance are dependent upon the generation of future taxable income by the taxable entity during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of different liabilities, projected future taxable income and tax planning strategies in determining the valuation allowance.

We recognize the effect of income tax positions only if those positions are more likely than not to be sustained. We have to recognize income tax expenses when the possibility of tax adjustments made by the tax authority is greater than 50% in the future period. Changes in income tax recognition or measurement of previous periods are reflected in the period in which the change in judgment occurs.

As of December 31, 2013, 2014 and 2015, we recognized valuation allowances of US\$4.8 million, US\$7.1 million and US\$11.0 million, respectively, on our deferred tax assets to reflect uncertainties related to our ability to utilize these deferred tax assets, which consist primarily of certain net operating loss carryforwards and loss on equity method investment. We considered both positive and negative evidence, including forecasts of future taxable income and our cumulative loss position, and continued to report a valuation allowance against our deferred tax assets as of December 31, 2013, 2014 and 2015. We continue to review all available positive and negative evidence in each jurisdiction and our valuation allowance may need to be adjusted in the future as a result of this ongoing review. Given the magnitude of our valuation allowance, future adjustments to this allowance based on actual results could result in a significant adjustment to our results of operations.



**Table of Contents**

In 2013 the valuation allowance on the deferred tax assets decreased by US\$13.5 million to US\$4.8 million mainly due to the completion of liquidation processes for subsidiaries in Luxembourg and China, resulting in a reversal of US\$16.7 million on deferred tax assets (consisting primarily of operating loss carryforward) and related valuation allowance partially offset by an addition of US\$3.1 million of the valuation allowance to loss carryforward generated from our Taiwan and Hong Kong businesses. In 2014 the valuation allowance on the deferred tax assets increased by US\$2.3 million to US\$7.1 million mainly due to an addition of US\$2.2 million of the valuation allowance to loss carryforward generated from our Taiwan and Hong Kong businesses. In 2015 the valuation allowance on the deferred tax assets increased by US\$3.9 million to US\$11.0 million, mainly due to an addition of US\$2.6 million of the valuation allowance to loss carryforward generated from our Taiwan and Hong Kong businesses.

The effect of the changes of the valuation allowance increased our income tax expense for the years ended December 31, 2013, by US\$3.1 million, and decreased our income tax benefit by US\$2.7 million and US\$4.2 million, for the years ended December 31, 2014 and 2015, respectively.

**Recent Accounting Pronouncements**

The FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, in May 2014. ASU 2014-09 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient quantitative and qualitative information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new standard was originally designated to be effective for annual reporting periods beginning after December 15, 2016. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers, to defer the effective date of ASU 2014-09 by one year. We will implement the provisions of ASU 2014-09 as of January 1, 2018. We expect to determine and disclose the extent of the potential impact of this new standard in our consolidated financial statements for the year ending December 31, 2016.

The FASB issued ASU No. 2016-08, Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net), in March 2016. The amendments in ASU 2016-08 clarify the implementation guidance on principal versus agent considerations. An entity is required to determine whether the nature of its promise for providing goods or services to a customer is to provide the specified good or service itself (as a principal) or to arrange for that good or service to be provided by the other party (as an agent), and accordingly to determine whether to recognize revenue in the gross amount of consideration for the specified good or service transferred to the customer, or to recognize revenue in the amount of any fee or commission for arranging for the specified good or service to be provided by the other party. The guidance includes indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to the customer. The effective date for the amendments in this Update are the same as the effective date of ASU 2014-09, deferred by one year. Our Company will accordingly implement the provisions of ASU 2016-08 as of January 1, 2018. We expect to determine and disclose the extent of the potential impact of this new standard in our consolidated financial statements for the year ending December 31, 2016.

The FASB issued ASU No. 2016-07, Investments – Equity Method and Joint Ventures, in March 2016. The amendments in this Update simplify the transition to the equity method of accounting by eliminating the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, the equity method had to be applied retroactively on a step-by-step basis. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method as of the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method, no retroactive adjustment of the investment is required. For an available-for-sale equity security that becomes qualified for the equity method, the unrealized holding gain or loss in accumulated other comprehensive income is recognized through earnings at the date the investment becomes qualified for use of the equity method. The amendments in this Update are effective for fiscal years beginning after December 15, 2016, and earlier application is permitted. The amendments should be applied prospectively upon their effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. Our Company implements the provisions of ASU 2016-07 as of January 1, 2016. The adoption of this guidance had no impact on our consolidated financial position, results of operations or cash flows.

The FASB issued ASU No. 2016-04, Liabilities – Extinguishments of Liabilities: Recognition of Breakage for Certain Prepaid Stored-value Products, in March 2016. If an entity expects to be entitled to a breakage amount for a liability resulting from the sale of a prepaid stored-value product, the entity shall derecognize the amount related to the expected breakage in proportion to the pattern of rights expected to be exercised by the product holder only to the extent that it is probable that a significant reversal of the recognized breakage amount will not subsequently occur. If an entity does not expect to be entitled to a breakage amount for prepaid stored-value products, the entity shall derecognize the amount related to breakage when the likelihood of the product holder exercising its remaining rights becomes remote. At the end of each period, an entity shall update the estimated breakage amount to represent faithfully the circumstances present at the end of the period and the changes in circumstances during the period. Changes to an entity's estimated breakage amount shall be accounted for as a change in accounting estimate. The amendments in this Update are effective for our financial statements issued for fiscal year beginning January 2018, with early application is

permitted. We have yet to determine the impact of the new standard on our consolidated financial position, results of operations or cash flows.

**Table of Contents**

The FASB issued ASU No. 2016-02, Lease (Topic 842), in February 2016. The guidance in this Update supersedes Topic 840, Leases. The main difference between previous GAAP and Topic 842 is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous GAAP. The core principle of Topic 842 is that a lessee should recognize the assets and liabilities that arise from leases. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. When measuring assets and liabilities arising from a lease, a lessee (and a lessor) should include payments to be made in optional periods only if the lessee is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease. Similarly, optional payments to purchase the underlying asset should be included in the measurement of lease assets and lease liabilities only if the lessee is reasonably certain to exercise that purchase option. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the lease term. The amendments in this Update are effective for our fiscal years beginning January 1, 2019, with early application is permitted. We have yet to determine the impact of the new standard on our current policies for lease.

The FASB issued ASU No. 2016-01, Financial Instruments Overall, in January 2016. The amendments in this Update make targeted improvements as follows:

1. Require equity investments (except those accounted for under the equity method or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.
2. Simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value.
3. Eliminate the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities.
4. Eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet.
5. Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes.
6. Require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.
7. Require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements.
8. Clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets.

The amendments in this Update are effective for our fiscal years beginning January 1, 2018, including interim periods within those fiscal years. Except for under the early application guidance, early adoption of this Update is not permitted. We have yet to determine the impact of the new

standard on our consolidated financial position, results of operations or cash flows.

**Taxation**

Our major tax jurisdictions are located in Taiwan, Hong Kong, and the PRC.

The corporate income tax rate in Taiwan is 17% effective from 2010. In addition to the corporate income tax rate, all retained earnings generated beginning January 1, 1998 by our subsidiaries under Taiwan law and not distributed to us as dividends in the following year are assessed a 10% retained earnings tax. This rule applies primarily to our FunTown online games portal, whose principal operating entities are incorporated under Taiwan law.

---

## **Table of Contents**

On January 1, 2006, the Taiwanese government enacted the Alternative Minimum Tax ( AMT ) Act. Taxes imposed under the AMT Act are supplemental tax payable if the income tax payable pursuant to the R.O.C. Income Tax Act is below the minimum amount prescribed under the AMT Act. The AMT rate for business entities is 10%. The taxable income for calculating the AMT includes most income that is exempted from income tax under various legislation such as tax holidays and investment tax credits. For example, gains on disposal of marketable securities from our Taiwan-based entities were exempt from income tax based on Taiwan tax laws prior to the AMT Act. However, such gains will need to be included for the purpose of calculating the AMT.

The corporate income tax rate in Hong Kong is 16.5%, which applied primarily to our Asian online games operations in Hong Kong.

The statutory enterprise income tax rate in the PRC is 25% unless the entities qualify under certain limited exceptions. Our Asian online games in the PRC applied this income tax rate before we ceased our operations in the PRC.

## **Discussion of Results of Operations**

### ***Factors Affecting Our Performance***

We believe that the following are the principal factors affecting our results of operations:

*Acquisitions and disposals.* We have made several significant acquisitions and dispositions of businesses during the past several years, and may enter into additional acquisition and disposition transactions in the future. Past acquisitions and dispositions have had a significant impact on our results of operations over the past several years, and if we engage in such transactions in the future, the nature, amounts and timing of our revenues, expenses and cash flows and the nature and amounts our assets and liabilities are likely to be materially affected.

*Development of cloud computing and online games industries.* We began developing the cloud computing business in the second half of 2012. The business launched in early April 2013. The cloud computing and online games industries are in relatively early stages of development. We believe that our results of operations are likely to be affected by developments in these industries, including:

the development and regulation of these industries;

our adaptation to technological change, such as the shift towards greater use of mobile phones and tablets for Internet access;

changing consumer preferences, including for mobile games;

legal development affecting these industries; and

general economic conditions in the markets where we or our licensees operate.

*Competition.* Our online games business operates in an extremely competitive industry and our cloud computing business may face strong future industry competition as the cloud computing industry grows in Asia. Our Asian online games business is characterized by rapid technological change and we face significant and intense competition from online game software design houses, application service providers and casual games operators. Our nascent cloud computing business also faces rapid technological change and potential intense future competition from major telecommunication service operators and Internet application providers.

For each of our businesses, we cannot assure you that we will be successful in adapting to technological developments and achieving widespread acceptance of our services before our competitors offer services similar to our current or prospective offerings. As a consequence, we may lose our existing customers and not expand our client base, which would have a material adverse effect on our revenues and financial condition.





**Table of Contents**

The table below presents, for the years indicated, information regarding our revenues, costs and expenses for our consolidated operations.

	For the Year Ended December 31,					
	2013		2014		2015	
	Amount in US\$ thousands	% of total revenues	Amount in US\$ thousands	% of total revenues	Amount in US\$ thousands	% of total revenues
<b>OPERATING REVENUES</b>						
Asian online game and service revenues	14,106	93.8	8,199	83.8	8,545	83.4
Other revenues	926	6.2	1,580	16.2	1,706	16.6
Total operating revenues	15,032	100.0	9,779	100.0	10,251	100.0
<b>COSTS OF REVENUES</b>						
Cost of Asian online game and service revenues	6,425	42.7	6,010	61.4	7,018	68.5
Cost of other revenues	1,159	7.7	1,825	18.7	1,871	18.2
Total costs of revenues	7,584	50.4	7,835	80.1	8,889	86.7
Gross profit	7,448	49.6	1,944	19.9	1,362	13.3
<b>OPERATING EXPENSES</b>						
Product development and engineering expenses	1,698	11.3	892	9.1	688	6.7
Selling and marketing expenses	4,815	32.0	6,708	68.6	8,655	84.4
General and administrative expenses	6,324	42.1	6,378	65.2	5,759	56.2
Impairment loss on property, plant and equipment			28	0.3	60	0.6
Impairment loss on goodwill	17,054	113.5				
Impairment loss on intangible assets	13,251	88.2	115	1.2	5	0.0
Impairment loss on prepaid licensing and royalty fees	2,752	18.3	1,259	12.9	4,187	40.9
Termination of proposed acquisition					2,000	19.5
Other	41	0.2	37	0.4	3	0.0
Total operating expenses	45,935	305.6	15,417	157.7	21,357	208.3
Loss from operations	(38,487)	(256.0)	(13,473)	(137.8)	(19,995)	(175.5)
NON-OPERATING INCOME (EXPENSES), NET	3,805	25.3	8,410	86.0	17,293	168.7
<b>LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>						
TAXES	(34,682)	(230.7)	(5,063)	(51.8)	(2,702)	(26.3)
INCOME TAX BENEFIT (EXPENSE)	(61)	(0.4)	73	0.8	414	4.0
LOSS FROM CONTINUING OPERATIONS	(34,743)	(231.1)	(4,990)	(51.0)	(2,288)	(22.3)
LOSS FROM DISCONTINUED OPERATIONS -NET OF TAX	(318)	(2.1)				
NET LOSS	(35,061)	(233.2)	(4,990)	(51.0)	(2,288)	(22.3)
LESS: NET LOSS (INCOME) ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	281	1.8	(165)	(1.7)	45	0.4
NET LOSS ATTRIBUTABLE TO SHAREHOLDERS OF GIGAMEDIA	(34,780)	(231.4)	(5,155)	(52.7)	(2,243)	(21.9)

The key items included in our consolidated statements of operations are:

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

**OPERATING REVENUES.** Our operating revenues consist of revenues from our current Asian online game and service business and our nascent cloud product and service business. Asian online game and service revenues are related to our online and mobile games business in Asia and are collected through the sale of online game points, pre-paid cards and game packs, and through licensing fee revenues. Cloud service revenues are related to cloud computing services provided by our Company. Revenues are collected in accordance with contracts and through monthly payment or in advance payments with discounts, and are recognized upon acceptance or over periods as services are provided. Revenues from the sales of equipment and other related products are recognized upon acceptance.

---

## **Table of Contents**

**COSTS OF REVENUES.** Costs of revenues consist primarily of online/mobile game and cloud service processing costs, game royalties, bandwidth costs, production costs for prepaid game cards and game packs, amortization of intangible assets, cost of products, customer service department costs, operational department costs, depreciation, maintenance and other overhead expenses directly attributable to the provision of our Asian online game and services and cloud products and services.

**OPERATING EXPENSES.** Operating expenses include product development and engineering expenses, selling and marketing expenses, general and administrative expenses, bad debt expenses and impairment losses.

**NON-OPERATING INCOME (EXPENSES), NET.** Non-operating income and expenses consist of interest income and expenses, gain or loss on sales of marketable securities, foreign exchange gain or loss, income or loss on equity method investments, gain or loss on deconsolidation of business units, impairment loss on marketable securities and investments, unrealized gain or loss for changes in the fair value of our investment in Gamania, and dividend income.

**INCOME TAX EXPENSES (BENEFIT).** Taxes include current income tax in various jurisdictions in which our subsidiaries operate and deferred tax expenses related to temporary tax assets or liabilities that arise due to the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods. Taxes are measured using the tax rates and laws that have been enacted or subsequently enacted as of the date of the financial statements.

**NON-CONTROLLING INTEREST.** Noncontrolling interest represents the portion of net income allocated to the non-controlling voting shares of our majority-owned subsidiaries (FingerRockz through September 2, 2015, and Dragongate Enterprises Limited through March 2014).

### **For the Years Ended December 31, 2015 and 2014**

#### ***Consolidated Results of Operations***

**OPERATING REVENUES.** Operating revenues for 2015 increased by 4.8 percent to US\$10.3 million from US\$9.8 million in 2014. The increase was primarily due to an increase of US\$0.3 million in revenues from the Asian online game and service segment, and an increase of US\$0.2 million in revenues from our cloud service business. The increase in revenues from Asian online games was attributed to a 47% increase in revenue from mobile MMORPG to \$2.8 million in 2015 from \$1.9 million in 2014 as we launched new games in 2015 and our new mobile game business that began operations in 2014 recorded full-year revenues. The increase was partially offset by a 28% decrease in revenue from MahJong and casino casual games to \$3.1 million in 2015 from \$4.3 million in 2014, primarily as a result of shrinking demand for legacy online games.

**COSTS OF REVENUES.** Costs of revenues in 2015 increased by US\$1.1 million, or 13.4 percent, to US\$8.9 million in 2015 from US\$7.8 million in 2014. The increase in costs of revenues, out of proportion to the increase in revenues, mainly reflected increased share of mobile games in product offerings, where mobile games are with higher channel costs, and increased outsourcing development costs for new game titles in FunTown.

**GROSS PROFIT.** Gross profit decreased by 29.9 percent to US\$1.4 million in 2015 from US\$1.9 million in 2014. Gross profit margin was 13.3 percent in 2015 compared with 19.9 percent in 2014, mainly due to FunTown's further turning towards mobile device based games, which typically require higher channel costs, and increased outsourcing development without immediate revenues delivered.

**OPERATING EXPENSES.** Total operating expenses increased by 38.5 percent to US\$21.4 million in 2015 from US\$15.4 million in 2014. The increase in total operating expenses was mainly due to a termination charge of US\$2.0 million for a proposed acquisition in 2015, an increase of US\$2.9 million in impairment losses and an increase of US\$1.9 million, or 28.6 percent in selling and marketing expenses, partially offset by a decrease of US\$0.6 million, or 10.6 percent, in general and administrative operating expenses.

Consolidated product development and engineering expenses decreased by 22.9 percent in 2015 to US\$0.7 million from US\$0.9 million in 2014. This decrease was mainly due to reduced in-house development activities in our Asian online game and service business.

Consolidated selling and marketing expenses increased by 290 percent to US\$8.7 million in 2015 from US\$6.7 million in 2014, primarily due to FunTown's efforts in developing market presences in certain new arenas.

Consolidated general and administrative expenses were US\$5.8 million in 2015 compared to US\$6.4 million in 2014, and consisted mainly of personnel expenses. These costs are generally fixed in nature and are not significantly impacted by revenue fluctuations.



## **Table of Contents**

Termination of proposed acquisition of US\$2.0 million in 2015 was related to a share purchase agreement entered into by GigaMedia in June 2015, which was subsequently terminated in October 2015, for the acquisition of Strawberry Cosmetics, a global cosmetics e-commerce company. The total consideration for the acquisition was approximately US\$93.1 million. Due to the recent and drastic slowdown in the global economy and stock markets that resulted in a change in business development strategy on the part of GigaMedia, in October 2015, GigaMedia entered into a mutual termination agreement with Strawberry Cosmetics to terminate the share purchase agreement. Upon termination, GigaMedia paid US\$2.0 million as consideration for the termination to the shareholders of Strawberry Cosmetics, and the parties, in turn, released each other from any claims they may have in relation to the proposed acquisition.

**OPERATING LOSS.** Operating loss for 2015 was US\$20.0 million as compared to US\$13.5 million in 2014. The US\$6.5 million increase in operating loss was primarily a result of increased impairment losses and selling and marketing expenses and the termination of proposed acquisition in 2015, aggravated by a decrease in gross profit, and partially offset by the decrease in general and administrative expenses.

**NON-OPERATING INCOME, NET.** Non-operating income, net was US\$17.3 million in 2015 compared to income of US\$8.4 million in 2014. The non-operating income, net in 2015 primarily included (1) US\$19.9 million gain on sales of marketable securities, (2) US\$1.3 million impairment loss on investments and (3) US\$600,000 equity method loss in 2015. The non-operating income, net in 2014 primarily included US\$8.6 million gain on sales of marketable securities and US\$531,000 equity method loss in 2014.

Equity method losses were US\$600,000 and US\$531,000 in 2015 and 2014, respectively, primarily on our investment in East Gate. East Gate incurred losses in 2015 and 2014 mainly due to investment and impairment losses on its investments in game companies and profit-sharing rights in film projects, as certain of those investments and the carrying amounts of the rights were determined not to be fully recoverable. The recoverability is determined using various valuation techniques including applying price multiples derived from comparable companies and discounted cash flow model, and third-party independent appraisals, as considered necessary. As the forms of leisure and entertainment became more and more diversified, while a few platform providers such as Google and Apple enjoyed bigger bargaining power through dominating the channels. Those factors significantly suppressed the profit margins of business of online game and other entertainment in recent years. And rapid technology changes also caused the mid- and longer-term game product development exposed to more risks of becoming outdated.

**NET LOSS ATTRIBUTABLE TO GIGAMEDIA.** Net loss attributable to us for 2015 was US\$2.2 million compared to US\$5.2 million in 2014. The decrease reflected the aforementioned factors affecting the increase in non-operating income, net in 2015.

### ***Operating Segment Results***

#### ***Asian Online Game and Service Business***

**SEGMENT REVENUES.** Total segment revenues increased by US\$0.3 million, or 4.2 percent, to US\$8.5 million in 2015 from approximately US\$8.2 million in 2014. Such decrease reflected an approximately US\$0.3 million increase related to FunTown operations in Taiwan and Hong Kong, mainly due to declining demand for legacy online games compensated by increased revenues generated from mobile games.

As of December 31, 2015, FunTown's number of registered users for the PC-based games was 12.7 million, representing a slight increase of 1% compared with the fourth quarter of 2014. In 2015, numbers of registered users for the mobile device-based games varied between games, of which the highest three ranged approximately from 225,000 to 299,000, and active paying accounts ranged from 4,000 to 8,000. The highest number of daily average users ranged approximately from 22,000 to 46,000.

**SEGMENT COSTS OF REVENUES.** Costs of our Asian online game and service segment revenue increased by 16.8 percent to US\$7.0 million in 2015 from US\$6.0 million in 2014. The increase of US\$1.0 million was mainly related to FunTown, primarily due to increased costs of out-sourced development, and as well as license, royalty and amortization costs, which increased in line with revenues.

**SEGMENT GROSS PROFIT.** Segment gross profit decreased by 30.2 percent to US\$1.5 million in 2015 from US\$2.2 million in 2014. Gross profit margin declined to 17.9 percent in 2015, from 26.7 percent in 2014, mainly due to higher channel costs for mobile games and increased out-sourced development costs.

**SEGMENT OPERATING EXPENSES.** Total segment operating expenses increased by US\$3.4 million to US\$14.3 million in 2015 from US\$10.8 million in 2014. The rise was primarily due to an increase in impairment loss of US\$2.9 million related to FunTown and US\$1.9 million increase in selling and marketing expenses, partially offset by decreases of US\$1.2 million in general and administrative expenses in 2015.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Selling and marketing expenses. Selling and marketing expenses increased by US\$1.9 million to US\$8.0 million in 2015 from US\$6.1 million in 2014. The increase reflected increased marketing activities in FunTown in developing market presences in certain new arenas in 2015.

General and administrative expenses. General and administrative expenses incurred in 2015 decreased by US\$1.2 million to US\$1.5 million from US\$2.7 million in 2014. The decrease mainly reflected the lower stock-based compensation expense in 2015 in FunTown compared to 2014 for newly granted options, and completed amortization of certain intangible assets.

**Table of Contents**

Impairment losses. The impairment loss in 2015 was a US\$4.2 million impairment loss on certain prepaid licensing and royalty fees related to certain licensed games within FunTown that we stopped operating or for which the carrying amounts of the prepayments were determined not to be recoverable from their expected future undiscounted cash flows. The impairment loss in 2014 was a US\$1.3 million impairment loss on certain prepaid licensing and royalty fees.

SEGMENT OPERATING LOSS. Segment operating loss in 2015 was US\$12.7 million compared to US\$8.6 million in 2014. The increase in loss was due to the aforementioned factors.

---

## **Table of Contents**

### *Cloud Product and Service Business*

#### SEGMENT REVENUES.

Total segment revenues increased by US\$0.2 million, or 8.0 percent, to US\$1.7 million in 2015 from US\$1.6 million in 2014. Such increase is mainly due to continued marketing efforts into private and public sectors as well.

SEGMENT COSTS OF REVENUES. Costs of our cloud product and service segment revenues increased by 2.6 percent to US\$1.9 million in 2015 from US\$1.8 million in 2014.

SEGMENT GROSS LOSS. Gross loss was US\$0.1 million in 2015 compared to US\$0.2 million in 2014. Gross margin was approximately a negative 9.7 percent in 2015 compared with a negative 15.5 percent in 2014, mainly reflecting the strategy of market-share expansion. Our cloud product and service segment had yet to achieve its economies of scale, but we have narrowed the gap.

SEGMENT OPERATING EXPENSES. Total segment operating expenses decreased by US\$0.2 million to US\$1.1 million in 2015 from US\$1.3 million in 2014. The decrease was primarily due to reduced general and administrative expenses of US\$0.1 million.

Selling and marketing expenses. Selling and marketing expenses increased by US\$0.1 million to US\$0.7 million in 2015 from US\$0.6 million in 2014. The increase reflected increased marketing efforts in developing of presences in certain new arenas.

General and administrative expenses. General and administrative expenses incurred in 2015 decreased by US\$0.1 million to US\$0.2 million from US\$0.4 million in 2014. The decrease was mainly due to rigorous control around expenses.

Impairment loss. Impairment loss incurred in 2015 amounting to US\$0.1 million was mainly on intangible assets for capitalized software costs and equipment that were dedicated to certain product lines that we decided to shift focus from.

SEGMENT OPERATING LOSS. Operating loss in 2015 was US\$1.2 million compared to US\$1.5 million in 2014. The decrease in loss was due to the aforementioned factors.

### **For the Years Ended December 31, 2014 and 2013**

#### *Consolidated Results of Operations*

OPERATING REVENUES. Operating revenues for 2014 declined by 34.9 percent to US\$9.8 million from US\$15.0 million in 2013. The decrease was primarily due to a decrease of US\$5.9 million in revenues from Asian online game and service segment, partially offset by an increase of US\$0.7 million in revenues from cloud service business. The decrease in revenues from Asian online game was attributed to a 39% decrease in revenue from MahJong and casino casual games to US\$4.0 million in 2014 from US\$7.0 million in 2013, primarily as a result of shrinking demand for legacy online games. The decrease was also attributed to a 73% decrease in revenue from PC-based MMORPGs to US\$2.0 million in 2014 from \$7.0 million in 2013, primarily as a result of expiration of the licensing term of a popular online game in late 2013. This decrease was offset by an increase in revenue from mobile MMORPGs due to our new mobile game business that began operations in 2014.

COSTS OF REVENUES. Costs of revenues in 2014 increased by US\$0.3 million, or 3.3 percent, to US\$7.8 million in 2014 from US\$7.6 million in 2013. The increase in costs of revenues, in spite of the decrease in revenues, mainly reflected higher channel costs for mobile games, increased outsourcing development costs for new game titles in FunTown, and increased revenues from our cloud service business.

GROSS PROFIT. Gross profit decreased by 73.9 percent to US\$1.9 million in 2014 from US\$7.4 million in 2013. Gross profit margin was 19.9 percent in 2014 compared with 49.5 percent in 2013, mainly due to FunTown's turning towards mobile device-based games in 2014, which typically require higher channel costs and increased outsourcing development, without immediate revenues. The decrease in consolidated gross profit mainly resulted from FunTown's decreased revenues, aggravated by a narrowed gross profit margin.

OPERATING EXPENSES. Total operating expenses decreased by 66.4 percent to US\$15.4 million in 2014 from US\$45.9 million in 2013. The decrease in total operating expenses was mainly due to a decrease in impairment losses of US\$31.7 million, partially offset by an increase of US\$1.9 million, or 39.3 percent, in selling and marketing operating expenses.



## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Consolidated product development and engineering expenses decreased by 47.5 percent in 2014 to US\$0.9 million from US\$1.7 million in 2013. This decrease was mainly due to reduced in-house development activities in our Asian online game and service business.

Consolidated selling and marketing expenses increased by 39.3 percent to US\$6.7 million in 2014 from US\$4.8 million in 2013, primarily due to the development of marketing presences for certain new arenas in FunTown.

Consolidated general and administrative expenses were US\$6.4 million in 2014 compared to US\$6.3 million in 2013, and consist mainly of personnel expenses. These costs are generally fixed in nature and are not significantly impacted by revenue fluctuations.

---

## **Table of Contents**

**OPERATING LOSS.** Operating loss for 2014 was US\$13.5 million as compared to US\$38.5 million in 2013. The US\$25.0 million decrease in operating loss was primarily a result of decreased impairment losses in 2014, partially offset by the decrease in gross profit and the increase in selling and marketing expenses.

**NON-OPERATING INCOME, NET.** Non-operating income, net was US\$8.4 million in 2014 compared to income of US\$3.8 million in 2013. The non-operating income, net in 2014 primarily included US\$8.6 million gain on sales of marketable securities. The non-operating income, net in 2013 primarily included (1) US\$0.5 million income on equity method investments, (2) US\$1.2 million gain on sales of equity method investments, and (3) US\$1.7 million gain on sales of marketable securities.

Equity method income (losses) were US\$(531,000) and US\$526,000 in 2014 and 2013, respectively, primarily on our investment in East Gate. East Gate incurred losses in 2014 mainly due to investment and impairment losses on its investments in game companies and profit-sharing rights in film projects, as certain of those investments and the carrying amounts of the rights were determined not to be fully recoverable. The recoverability is determined using various valuation techniques including applying price multiples derived from comparable companies and discounted cash flow model, and third-party independent appraisals, as considered necessary. As the forms of leisure and entertainment became more and more diversified, while a few platform providers such as Google and Apple enjoyed bigger bargaining power through dominating the channels. Those factors significantly suppressed the profit margins of business of online game and other entertainment in recent years. And rapid technology changes also caused the mid- and longer-term game product development exposed to more risks of becoming outdated.

**NET LOSS ATTRIBUTABLE TO GIGAMEDIA.** Net loss attributable to us for 2014 was US\$5.2 million compared to US\$34.8 million in 2013. The decrease reflected the aforementioned factors affecting the decrease in the loss from operations and the increase in non-operating income, net in 2014.

### ***Operating Segment Results***

#### ***Asian Online Game and Service Business***

**SEGMENT REVENUES.** Total segment revenues decreased by US\$5.9 million, or 41.9 percent, to US\$8.2 million in 2014 from approximately US\$14.1 million in 2013. Such decrease reflected an approximately US\$5.9 million decrease related to FunTown operations in Taiwan and Hong Kong, mainly due to declining demand for legacy online games, and expiration of the licensing term for a popular online game in late 2013.

As of December 31, 2014, FunTown's number of registered users was 12.5 million, representing a decrease of 30.6% compared with the fourth quarter of 2013. In the fourth quarter of 2014, the number of peak concurrent users was approximately 24,000, and the number of average monthly active paying accounts was about 40,000.

**SEGMENT COSTS OF REVENUES.** Costs of our Asian online game and service segment revenue decreased by 6.5 percent to US\$6.0 million in 2014 from US\$6.4 million in 2013. The decrease reflected a decrease of US\$0.4 million related to FunTown, mainly from license, royalty and amortization costs, in line with decreased revenues and expiration of a certain game license, and partially offset by increased costs for out-sourced development.

**SEGMENT GROSS PROFIT.** Segment gross profit decreased by 71.5 percent to US\$2.2 million in 2014 from US\$7.7 million in 2013. Gross profit margin declined to 26.7 percent in 2014, from 54.5 percent in 2013, mainly due to higher channel costs in 2014 for mobile games and increased out-sourced development costs.

**SEGMENT OPERATING EXPENSES.** Total segment operating expenses decreased by US\$30.5 million to US\$10.8 million in 2014 from US\$41.4 million in 2013. The decrease was primarily due to a decrease in impairment loss of US\$31.8 million related to FunTown and US\$0.7 million in product development and engineering expenses, partially offset by increases of US\$1.6 million in selling and marketing expenses and US\$0.4 million in general and administrative expenses in 2014.

**Selling and marketing expenses.** Selling and marketing expenses increased by US\$1.6 million to US\$6.1 million in 2014 from US\$4.5 million in 2013. The increase reflected increased marketing activities in FunTown to develop market presences for certain new arenas in 2014.

**General and administrative expenses.** General and administrative expenses incurred in 2014 increased by US\$0.4 million to US\$2.7 million from US\$2.3 million in 2013. The increase was mainly due to higher stock-based compensation expense in 2014 in FunTown for newly granted options.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Impairment losses. The impairment loss in 2014 was for a US\$1.3 million impairment loss on prepaid licensing and royalty fees. The impairment losses in 2013 comprised of a US\$17.1 million impairment loss on goodwill that mainly related to the acquisition of FunTown, a US\$12.0 million impairment loss on intangible assets for trade names and trademarks related to FunTown, a US\$1.3 million impairment loss on intangible assets for capitalized software costs, and a US\$2.8 million impairment loss on prepaid licensing and royalty fees.

SEGMENT OPERATING LOSS. Segment operating loss in 2014 was US\$8.6 million compared to US\$33.7 million in 2013. The decrease was due to the aforementioned factors.

## **Table of Contents**

### *Cloud Product and Service Business*

We began developing a new cloud computing business in the second half of 2012. The business launched in April 2013.

#### SEGMENT REVENUES.

Total segment revenues increased by US\$0.7 million, or 70.7 percent, to US\$1.6 million in 2014 from US\$0.9 million in 2013. Such increase is mainly due to expanded marketing efforts in both private and public sectors.

SEGMENT COSTS OF REVENUES. Costs of our cloud product and service segment revenues increased by 57.5 percent to US\$1.8 million in 2014 from US\$1.1 million in 2013.

SEGMENT GROSS LOSS. Gross loss was US\$0.2 million in 2014 as well as in 2013. Gross margin was approximately a negative 15.5 percent in 2014 compared with negative 25.1 percent in 2013, mainly reflecting our strategy of market-share expansion. Our cloud product and service segment has yet to achieve its economies of scale, but we narrowed the gap.

SEGMENT OPERATING EXPENSES. Total segment operating expenses increased by US\$0.3 million to US\$1.3 million in 2014 from US\$1.0 million in 2013. The increase was primarily due to increased marketing efforts along with an impairment loss of US\$0.1 million related to certain product lines within our cloud product and service business from which we had shifted our focus.

Selling and marketing expenses. Selling and marketing expenses increased by US\$0.3 million to US\$0.6 million in 2014 from US\$0.3 million in 2013. The increase reflected increased marketing efforts to develop presences for certain new arenas in 2014.

General and administrative expenses. General and administrative expenses incurred in 2014 decreased by US\$0.1 million to US\$0.4 million from US\$0.5 million in 2013. The decrease was mainly due to rigorous control around expenses.

Impairment loss. Impairment loss incurred in 2014 amounting to US\$0.1 million was mainly on intangible assets for capitalized software costs and equipment that were dedicated to certain product lines from which we had shifted our focus.

SEGMENT OPERATING LOSS. Operating loss in 2014 was US\$1.5 million compared to US\$1.2 million in 2013. The increase was due to the aforementioned factors.

### **B. Liquidity and Capital Resources**

Our principal sources of liquidity in 2015 were cash proceeds from the sales of certain marketable securities. Our cash and cash equivalents are held primarily in U.S. dollars and NT dollars. Our policy with respect to liquidity management is to maintain sufficient cash and cash equivalents to fund operations and strategic transactions, while placing remaining funds in higher yield investment instruments.

Our future cash requirements will depend on a number of factors including:

the rate at which we enter into strategic transactions;

the rate at which we expand our operations and employee base;

the timing of entry into new markets and new services offered;

changes in revenues and cost splits with our business partners;

the rate at which we invest in developing and licensing our products and upgrading and maintaining our network and future technologies; and

the rate at which we grow and monetize our customer bases.

**Table of Contents**

The following table set forth the summary of our cash flows for the years indicated:

(in US\$ thousands)	For the Year Ended December, 31		
	2013	2014	2015
Net cash used in operating activities	\$ (4,305)	\$ (10,838)	\$ (16,845)
Net cash provided by (used in) investing activities	2,954	(16,626)	49,165
Net cash provided by (used in) financing activities	(3,144)	18,825	(12,281)
Exchange difference	565	478	753
Net increase (decrease) in cash and cash equivalents	(3,930)	(8,161)	20,792
Cash and cash equivalents at beginning of year	62,731	58,801	50,640
Cash and cash equivalents at end of year	\$ 58,801	\$ 50,640	\$ 71,432

**OPERATING ACTIVITIES.** In 2015, our net cash used in operating activities was US\$16.8 million; we collected cash of US\$10.2 million from our customers, paid US\$8.4 million for license fees, royalties and channel costs, and paid approximately US\$15.9 million to employees, suppliers and vendors; we also paid a consideration of US\$2.0 million for mutual termination of a proposed acquisition. In 2014, our net cash used in operating activities was US\$10.8 million; we collected cash of US\$10.0 million from our customers, paid US\$7.6 million for license fees, royalties and channel costs, and paid US\$12.8 million to employees, suppliers and vendors. In 2013, our net cash used in operating activities was US\$4.3 million; we collected cash of US\$15.0 million from our customers, paid US\$4.1 million for license fees, royalties and channel costs, and paid US\$15.1 million to employees, suppliers and vendors. The increased net cash outflows reflected declined gross profit in 2015 compared to 2014, and our efforts in bidding for new game licenses, marketing to expand presence and meanwhile streamlining our operations.

**INVESTING ACTIVITIES.** Our net cash provided by investing activities in 2015 was US\$49.2 million. This primarily reflected proceeds from the disposal of our holdings in marketable securities, which totaled US\$42.6 million, net of transaction costs, as well as the release of US\$8.0 million from restricted cash, partially offset by the purchase of equity investment of US\$1 million. Our net cash used in investing activities was US\$16.6 million in 2014. This primarily reflected increased restricted cash of US\$9.0 million for pledged for borrowings from financial institutions and for deposits as performance bond for the players' game points, along with purchases of investments of US\$19.6 million and marketable securities of US\$6.5 million, partly offset by proceeds from disposal of part of our holdings in marketable securities, which totaled US\$18.7 million, net of transaction costs. Our net cash provided by investing activities in 2013 was US\$3.0 million. This reflected the proceeds from the disposal of investments and the disposal of part of our holdings in marketable securities, which totaled US\$6.7 million, net of transaction costs, partially offset by the purchase of marketable securities of US\$2.5 million and capital expenditures of US\$1.5 million.

**FINANCING ACTIVITIES.** Our net cash used in financing activities in 2015 was US\$12.3 million, which was mainly due to net repayments of short-term borrowings of approximately US\$12.3 million. Our net cash provided by financing activities in 2014 was US\$18.8 million, mainly from net proceeds from short-term borrowings of US\$15.2 million and cash inflows from the exercise of stock options of US\$3.6 million. Our net cash used in financing activities in 2013 was US\$3.1 million, which was mainly due to net repayments of short-term borrowings of US\$3.1 million.

We believe that our existing cash, cash equivalents, marketable securities and our ability to renew or increase our short-term borrowings will be sufficient to meet our capital expenditure, debt, and operating cash obligations through 2016. It is our opinion our working capital is sufficient for our present requirements. We continue to seek and review potential merger and acquisition opportunities on an ongoing basis, which may be funded through cash on our balance sheet, proceeds from sales of investments, bank borrowings or equity offerings. We do not believe that any potential merger or acquisition that we may be engaged in would alter our goal of preserving sufficient cash and cash equivalents to fund future operations. We continue to seek and review potential merger and acquisition opportunities on an ongoing basis, which may be funded through cash on our balance sheet, proceeds from sales of investments, bank borrowings or equity offerings. We do not believe that any potential merger or acquisition that we may be engaged in would alter our goal of preserving sufficient cash and cash equivalents to fund future operations.

**Capital Expenditures**

We typically finance our capital expenditures through cash holdings. Our gross capital expenditures in continuing operations for equipment, furniture and fixtures, software, intangible assets and other deferred assets were US\$1.5 million, US\$0.5 million and US\$0.3 million for 2013, 2014, and 2015, respectively. Capital expenditures during 2015 were primarily for capitalized software development and computer hardware

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

equipment for our Asian online game and service business. Our capital expenditure plans for 2016, primarily in software development and computer hardware equipment, will aim to support our lean growth initiatives in our Asian online game and service business and our cloud products and service business. We may adjust the amount of our capital expenditures upward or downward based on cash flow from operations, the progress of our expansion plans, and market conditions.

**Table of Contents**

**Dividends from Our Subsidiaries**

Under Singapore tax regulations, foreign-sourced dividend income used for capital expenditures, including investments, and repayment of borrowings, is not deemed as remitted to Singapore and is therefore not taxable.

In accordance with R.O.C. law, an appropriation for legal reserve amounting to 10% of a company's net profit is required until the reserve equals the aggregate par value of such Taiwan company's issued capital stock. As of December 31, 2013, 2014 and 2015, the legal reserves of Hoshin GigaMedia were approximately US\$3.0 million, US\$3.0 million and US\$3.0 million, respectively. The reserve can only be used to offset a deficit or be distributed as a stock dividend of up to 50% of the reserve balance when the reserve balance has reached 50% of the aggregate paid-in capital of Hoshin GigaMedia.



## **Table of Contents**

### **C. Research, Development, Patents and Licenses, etc.**

We make investments in research and development to keep pace and remain competitive with technology advancements and product development relating to our Asian online game business and our new cloud computing business. For the years 2013, 2014 and 2015, we incurred US\$1.7 million, US\$0.9 million and US\$0.7 million, respectively, in research and development activities.

### **D. Trend Information**

In online games, the entire global business landscape is changing. Driven by the popularity of mobile phones and tablets and social networks, games are rapidly moving from PC-based formats to browser and mobile platforms. This in turn is causing changes in game content, as casual browser and mobile games require light content. In our market, Taiwan, the strongest demand is for casual browser/mobile games.

We are now in the process of extending GigaMedia's PC-based online games platform to browser/mobile light games. This will help us capitalize on the strong growth trends of browser/mobile games, particularly in Asia, and our expertise in casual or light games. We have a strong offering of casual games including Asian card-based games and MahJong and a good track record of developing and monetizing them, especially in the types of games that are most popular – casino games, such as poker, slots and MahJong. We are now leveraging that expertise to transition our game portfolio from client-based games designed for PC usage to browser/mobile games and social casino games for social networks and mobile play.

In cloud computing, the convergence of cloud, social and mobile technologies is transforming how IT services are delivered to consumers and revolutionizing how companies connect internally and externally. Cloud solutions enable firms to either avoid deployment of a full-scale onsite IT infrastructure or replace an existing company's internal IT infrastructure with an externally managed and hosted IT function. This is what is sometimes called "virtualization" of businesses. It is particularly helpful for SMEs as it brings many business benefits, including going to market faster and easier with lower capital expenditures.

Please see Item 3, Key Information – D. Risk Factors and Item 5, Operating and Financial Review and Prospects – A. Operating Results – Certain Significant Events Affecting Our Results of Operations for 2013, 2014, and 2015 for a discussion of the most recent trends in our operating costs and revenues since the end of 2015. In addition, please refer to discussions included in this Item for a discussion of known trends, uncertainties, demands, commitments or events that we believe are reasonable likely to have a material effect on our net operating revenues, income from continuing operations, profitability or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

### **E. Off-Balance Sheet Arrangements**

Other than as disclosed in note 26 to our consolidated financial statements, we currently do not have (a) any obligation under a guarantee contract that has any of the characteristics identified by the FASB Accounting Standards Codification; (b) a retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets; (c) any obligation under a derivative instrument that is both indexed to our Company's own stock and classified in equity, or not reflected, in our Company's statement of financial position; or (d) any obligation, including a contingent obligation, arising out of a variable interest in an unconsolidated entity that is held by, and material to, our Company, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, our Company.

### **F. Tabular Disclosure of Contractual Obligations**

	As of December 31, 2015				
	Payment Due by Period (in US\$ thousands)				
	Within 1 year	1-3 years	3-5 years	>5 years	Total
1. Operating leases	302	53			355
2. License fees*					
3. Minimum guarantees against royalties	1,500				1,500

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Total contractual cash obligations	1,802	53	1,855
------------------------------------	-------	----	-------

\* According to our license contracts, the total license fee payable, assuming all milestones or conditions under such license contracts were met, is US\$5.0 million. Considering game performance, industry environment and business situation, management determined that certain license fees will unlikely become payable and such amount have not been included in the above table.

**Table of Contents**

The initial minimum guarantees against future royalties and license fees are not required to be paid until the licensed games are commercially released or until certain milestones are achieved, as stipulated in the individual license agreements. The remaining minimum guarantees are generally required to be paid within three years subsequent to the commercial release dates of the licensed games.

**G. Safe Harbor**

See Disclosure Regarding Forward-Looking Statements on page 4 of this annual report.

**ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****A. Directors and Senior Management**

The following table sets forth information with respect to our directors and executive officers as of the date of this annual report:

Name	Age	Position	Year Appointed to Current Position
HWANG, Collin	42	Chairman of the Board, Chief Executive Officer, Chief Financial Officer and Director	2015/2012 <sup>1</sup>
HUANG, John Ping Chang	64	Chairman of the Compensation Committee of the Board and Independent Non-Executive Director	2012/2011 <sup>2</sup>
LIU, Nick Chia-En	54	Independent Non-Executive Director	2011 <sup>3</sup>
HONG, Chin Fock (Damian)	67	Independent Non-Executive Director	2013 <sup>4</sup>
TUNG, Casey K.	65	Chairman of the Audit Committee of the Board and Independent Non-Executive Director	2012/2011 <sup>5</sup>
HUANG, Billy Bing-Yuan	58	Independent Non-Executive Director	2013 <sup>6</sup>

- 1 Mr. Collin HWANG was appointed as Chief Executive Officer of our Company on November 26, 2012. Mr. Hwang was appointed as a Director of the Board on November 9, 2012 and also appointed as Chairman of the Board on December 1, 2015 following the resignation of Mr. Mo Na CHIEN, the former Chairman of the Board on the same day.
- 2 Mr. John Ping Chang HUANG was appointed as an Independent Non-Executive Director of the Board on January 31, 2011. He was also appointed as Chairman of the Compensation Committee on November 26, 2012.
- 3 Mr. Nick Chia-En LIU was appointed as an Independent Non-Executive Director of the Board on March 15, 2011. He was also appointed as a member of the Audit Committee on March 15, 2011.
- 4 Mr. Damian HONG was appointed as an Independent Non-Executive Director of the Board on October 31, 2013.
- 5 Mr. Casey K. TUNG was appointed as an Independent Non-Executive Director of the Board on November 24, 2011, and Chairman of the Audit Committee on November 5, 2012. He was also appointed as a member of the Compensation Committee on March 18, 2013.
- 6 Mr. Billy Bing-Yuan HUANG was appointed as an Independent Non-Executive Director of the Board and a member of the Audit Committee on April 18, 2013.

Biographical information with respect to each of our directors and executive officers is set forth below.

**Directors**

COLLIN HWANG is the Chairman of the Board of directors and Chief Executive Officer of our Company. He currently serves as chairman of Datadot Technology Asia & Taiwan, a joint venture in Shanghai and Taipei with Australian-listed Datadot Technology Limited, a world-leading provider of identification technologies. He is also chairman of Taipei-based Cita Investment and Technology Development Co. Ltd., which invests in real estate, equities and business ventures across Asia. Mr. Hwang holds a Master of Transport Management degree from the University of Sydney and a Bachelor of Construction Management degree from the University of New South Wales, Australia.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

JOHN PING CHANG HUANG is an independent non-executive director of our Company. He is also currently the chairman of Taiwan-based Grand Pacific Investment & Development Co., Ltd., as well as the firms Chailease Resources Tech. Co., Ltd., Global Hospitality Group Inc., Beijing He Qiao Property Management Co., Ltd., Yellowstone Security Co., LTD., and CTC Group INC. Mr. Huang holds a Bachelor of Arts degree from Soochow University and a degree of EMBA Program at National Taiwan University in Taiwan. Mr. Huang is the elder brother of Mr. Billy Bing-Yuan Huang.

NICK CHIA-EN LIU is an independent non-executive director of our Company. He was the managing director in Taiwan for a U.S. based game development company. Mr. Liu holds an MBA degree from the Stern School of Business at NYU and a bachelor's degree from the University of Southern California.

**Table of Contents**

CHIN FOCK (DAMIAN) HONG is an independent non-executive director of our Company. He has more than 37 years of experience in taxation and tax law. Damian began his career with the Inland Revenue Authority of Singapore before joining KPMG and working with the firm in various capacities, including post-retirement, for more than two decades. He was also a tax consultant to the law firm Allen & Gledhill in Singapore for 12 years. Damian currently serves as an independent director of Chailease Holding Co Ltd. and Riverstone Holdings Ltd. He also serves as a director of the charities Shared Services for Charities Limited and Binjaitree, as well as a non-executive director of Prima Limited. Mr. Hong lectured on a part-time basis at the Singapore Management University. He earned a bachelor's degree in social science at the University of Singapore and attended an international tax program at Harvard Law School.

CASEY K. TUNG is an independent non-executive director of our Company. Mr. Tung is the principal owner of the accounting offices of Casey Tung in California. Mr. Tung founded the business in 1991, which serves a number of publicly listed companies in Taiwan and in China and practices in the areas of assurance, taxation, and advisory on matters such as mergers and acquisitions, financing, and reorganizations. Mr. Tung is a member of the American Institute of Certified Public Accountants and the California Society of Certified Public Accountants. He holds a Master of Science in Business Administration from California State University, Long Beach and a Bachelor of Commerce degree from Soochow University in Taiwan.

BILLY BING-YUAN HUANG is an independent non-executive director of our Company. He has over 20 years of experience as an executive in the technology/media industry and a proven track record of driving growth. At The Walt Disney Company, where he serves as vice president responsible for the China, Hong Kong and Taiwan markets, he launched Disney Channel and Disney Junior Channel and expanded services to new online media. At Taiwan's Videoland Communications, where he served as vice president from 1996-1998, Mr. Huang implemented a restructuring plan that transformed the business from an old production house into a modern cable television consortium distributing content for global television brands including CNN, Cartoon Network, and Discovery Channel. Prior to that, Mr. Huang was vice president of Fantasmic International, a public relations and advertising firm in Taipei, and held numerous positions with prominent advertising firms in Taipei. Mr. Huang earned a master's degree in mass communication from Texas Tech University and has a bachelor's degree in journalism from Chinese Culture University in Taipei. Mr. Huang is the younger brother of Mr. John Ping Chang Huang.

## B. Compensation

### Compensation of Directors and Executive Officers

For the year ended December 31, 2015, the aggregate cash compensation paid by us to our directors and executive officers was approximately US\$1.0 million. For the information regarding pension and retirement benefits, see note 19 to our consolidated financial statements.

As of December 31, 2015, the total outstanding number of share options granted to our directors and officers was 120,000, of which 66,040 shares were vested and 53,960 shares were unvested. As of the same date, the total number of restricted stock units granted to our directors and officers was zero.

The following table summarizes, as of March 31, 2016, the outstanding options granted under our employee share option plans and equity incentive plans to our directors and executive officers as a group.

<b>Date of Grant</b>	<b>Ordinary Shares Underlying Outstanding Options</b>	<b>Exercise Price (\$/Share)</b>	<b>Date of Expiration</b>
May 20, 2011	8,000	6.25	May 20, 2021
January 5, 2012	4,000	4.0505	January 5, 2022
November 26, 2012	100,000	4.775	November 26, 2022
October 28, 2013	4,000	5.05	October 28, 2023
March 28, 2014	4,000	7.15	March 28, 2024
Total	120,000		

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

All options granted to our directors and executive officers were granted pursuant to the option plans and the equity incentive plans as described under "Employee Share Option Plans and Equity Incentive Plans" below.

---

**Table of Contents**

**Employee Share Option Plans and Equity Incentive Plans**

***2002 Employee Share Option Plan***

At the June 2002 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2002 Employee Share Option Plan (the 2002 Plan ) under which up to 3,000,000 common shares (600,000 shares after reverse share split) of our Company were reserved for issuance. All employees, officers, directors, advisors and consultants of our Company are eligible to participate in the 2002 Plan. The 2002 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the exercise price for the option grants, to determine which eligible individuals are to receive option grants, the time or times when options grants are to be made, the number of shares subject to grant and vesting schedule. The maximum contractual term under the 2002 Plan is approximately 10 years. Termination of employment will not affect rights of exercise under vested options. This Option Plan has expired.

***2004 Employee Share Option Plan***

At the June 2004 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2004 Employee Share Option Plan (the 2004 Plan ) under which up to 7,000,000 common shares (1,400,000 shares after reverse share split) of our Company were reserved for issuance. All employees, officers, directors, advisors and consultants of our Company are eligible to participate in the 2004 Plan. The 2004 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the exercise price for the option grants, to determine which eligible individuals are to receive option grants, the time or times when options grants are to be made and the number of shares subject to grant vesting schedule. The maximum contractual term under the 2004 Plan is 10 years. Options will be forfeited upon termination of employment, unless the relevant award agreement extends the exercisability of the outstanding options.

***2006 Equity Incentive Plan***

At the June 2006 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2006 Equity Incentive Plan (the 2006 Plan ) under which up to 1,000,000 common shares (200,000 shares after reverse share split) of our Company have been reserved for issuance. The 2006 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2006 Plan. The maximum contractual term under the 2006 Plan is 10 years. Options will be forfeited upon termination of employment, unless the relevant award agreement extends the exercisability of the outstanding options. In the event that the employee's employment with or service to our Company is terminated prior to the lapsing of restrictions with respect to any portion of the RSUs, such portion of the RSUs shall become forfeited.

***2007 Equity Incentive Plan***

At the June 2007 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2007 Equity Incentive Plan (the 2007 Plan ) under which up to 2,000,000 common shares (400,000 shares after reverse share split) of our Company have been reserved for issuance. The 2007 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2007 Plan. The maximum contractual term under the 2007 Plan is 10 years. Options will be forfeited upon termination of employment, unless the relevant award agreement extends the exercisability of the outstanding options.

***2008 Equity Incentive Plan***

At the June 2008 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2008 Equity Incentive Plan (the 2008 Plan ) under which up to 1,000,000 common shares (200,000 shares after reverse share split) of our Company have been reserved for issuance. The 2008 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2008 Plan. The maximum contractual term under the 2008 Plan is 10 years. Options will be forfeited upon termination of employment, unless the relevant award agreement extends the exercisability of the outstanding options. All options, RSUs and other share-based awards are expected to be settled by issuing new shares.

***2009 Equity Incentive Plan***

At the June 2009 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2009 Equity Incentive Plan (the 2009 Plan ) under which up to 1,500,000 common shares (300,000 shares after reverse share split) of our Company have been reserved for issuance. The 2009 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2009 Plan. The maximum contractual term under the 2009 Plan is 10 years. Options will be

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

forfeited upon termination of employment, unless the relevant award agreement extends the exercisability of the outstanding options. All options, RSUs and other share-based awards are expected to be settled by issuing new shares.



---

## **Table of Contents**

### ***2010 Equity Incentive Plan***

At the June 2010 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2010 Equity Incentive Plan (the 2010 Plan ) under which up to 1,000,000 common shares (200,000 shares after reverse share split) of our Company have been reserved for issuance. The 2010 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2010 Plan. The maximum contractual term for the options under the 2010 Plan is 10 years. Options will be forfeited upon termination of employment, unless the relevant award agreement extends the exercisability of the outstanding options. All options, RSUs and other share-based awards are expected to be settled by issuing new shares.

### ***Employee Share Purchase Plans***

At the June 2008 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2008 Employee Share Purchase Plan (the 2008 ESPP ) under which up to 200,000 common shares (40,000 shares after reverse share split) of our Company were reserved for issuance. Any person who is regularly employed by our Company or our designated subsidiaries shall be eligible to participate in the 2008 ESPP. Pursuant to the 2008 ESPP, our Company would offer the Shares to qualified employees on favorable terms. Employees are also subject to certain restrictions on the amount that may be invested to purchase the shares and to other terms and conditions of the 2008 ESPP. According to the 2008 ESPP, the plan will be administered by a committee designated by the board of directors.

At the June 2009 Annual General Meeting, the shareholders of our Company approved the GigaMedia Limited 2009 Employee Share Purchase Plan (the 2009 ESPP ) under which up to 200,000 common shares (40,000 shares after reverse share split) of our Company were reserved for issuance. Any person who is regularly employed by our Company or our designated subsidiaries shall be eligible to participate in the 2009 ESPP. Pursuant to the 2009 ESPP, our Company would offer the Shares to qualified employees on favorable terms. Employees are also subject to certain restrictions on the amount that may be invested to purchase the shares and to other terms and conditions of the 2009 ESPP. According to the 2009 ESPP, the plan will be administered by a committee designated by the board of directors.

At the June 2010 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2010 Employee Share Purchase Plan (the 2010 ESPP ) under which up to 200,000 common shares (40,000 shares after reverse share split) of our Company have been reserved for issuance. To be eligible, employees must be regularly employed by us or our designated subsidiaries. Employees are also subject to certain restrictions on the amount that may be invested to purchase the shares and to other terms and conditions of the 2010 ESPP. According to the 2010 ESPP, the plan will be administered by a committee designated by the board of directors.

As of March 31, 2016, none of the 2008 ESPP, the 2009 ESPP or the 2010 ESPP has been administered by our Company.

### **Employment of Executive Officers**

Officers are selected by and serve at the discretion of our board of directors. No executive officer is entitled to any severance benefits upon termination of his or her employment with our Company.

### **C. Board Practices**

Our board of directors is currently comprised of six directors, including five independent non-executive members. Each of our directors is elected by our Company's shareholders or appointed by the directors pursuant to the Memorandum of Association and hold office until such director's successor is elected and duly qualified, or until such director's earlier death, bankruptcy, insanity, resignation or removal. No director is entitled to any severance benefits on termination of his or her service. We have established two committees of the board of directors, including the audit committee and the compensation committee.

Our audit committee currently consists of Casey K. TUNG, Nick Chia-En LIU and Billy Bing-Yuan HUANG. Our audit committee will select and evaluate, on our behalf, the independent public accountants who audit our annual financial statements, and will review and approve the planned scope of our annual audit, subject to the appointment, replacement or removal from office of our independent public accountants as has been approved by our shareholders at our Annual General Meeting. In accordance with our Articles of Association and our audit committee charter, all of the members of our audit committee must be persons who qualify as independent directors under the standards set forth in NASDAQ Rules 5605(c)(2)(A)(i) and (ii) and each of them is able to read and understand fundamental financial statements.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Our compensation committee currently consists of Casey K. TUNG and John Ping Chang HUANG. Our compensation committee reviews and evaluates the compensation and performance of executive officers, our Company's general compensation plans and other employee benefit plans, and performs other duties and responsibilities pursuant to the compensation committee charter. In accordance with our compensation committee charter, all of the members of the compensation committee are qualified independent directors under the standards set forth in NASDAQ Rules 5605(c)(2)(A)(i) and (ii).

**Table of Contents****D. Employees**

In the years ended December 31, 2013, 2014 and 2015, our total employees were 257, 251 and 209, respectively.

As of March 31, 2016, we had a total of 127 employees, excluding part-time and temporary personnel and consultants. Of the total 127 employees as of March 31, 2016, 27 were located at our corporate headquarters, and 100 were employed for our online games business. All 127 employees were in Asia.

**E. Share Ownership****Share Ownership of Directors and Executive Officers**

The table below sets forth information as to our directors and executive officers share ownership in our Company as of March 31, 2016:

Person	Number of Common Shares	Number of Shares Issuable upon exercise of options
HWANG, Collin	636,833	100,000
HUANG, John Ping Chang		*
LIU, Nick Chia-En		*
TUNG, Casey K.		*
HUANG, Bing-Yuan		*
HONG, Chin Fock		*
LEE, Cheng-Shiun		*
Directors and Officers as a group	636,833	120,000

\* Less than 1%

**ITEM 7. MAJOR SHAREHOLDERS AND RELATED-PARTY TRANSACTIONS****A. Major Shareholders**

The following table sets forth information known to us with respect to the ownership of our shares as of March 31, 2016 by each shareholder known by us to own more than 5% of our shares:

Name of Owner	Shares Owned	Percentage of Shares Owned
Champion Allied Limited <sup>(1)</sup>	2,159,999	19.54%
Collin Hwang	636,833	5.76%
Jonathan Honig <sup>(2)</sup>	566,560	5.13%

(1) Through Champion Allied Limited, a British Virgin Islands company, Andre Koo has beneficial ownership of 2,159,999 common shares of our Company.

(2)

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Based on the Schedule 13G filed with the SEC on January 8, 2016, Jonathan Honig has beneficial ownership of 566,560 common shares of our Company as follows:

- i) 392,940 common shares beneficially owned by sole voting power, include 16,240 common shares held by Mr. Honig as UTMA custodian.
- ii) 173,620 common shares beneficially owned by share voting power, include 22,000 common shares held by Titan Multi-Strategy Fund Inc. and 151,620 common shares held by Titan Multi-Strategy Fund Inc. Profit Sharing Plan ( Plan ). Mr. Honig is the President of Titan Multi-Strategy Fund, Inc. and trustee of the Plan, and in such capacities, has voting and dispositive power over the securities held by such entities.

As of March 31, 2016, we had 11,052,235 Shares outstanding, of which 7,688,843 Shares representing 69.57% of our total outstanding Shares were not held by our major shareholders as disclosed above. As of March 31, 2016, one shareholder of record with a registered address in the United States, Cede & Co., nominee of The Depository Trust Company, held 8,724,389 shares.

The amounts and percentages of common shares beneficially owned are reported on the basis of regulations of the SEC, governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed a beneficial owner of securities as to which such person has no economic interest. None of our major shareholders have voting rights different from those of our other shareholders.

**Table of Contents**

**Description of reverse stock split**

A 1-for-5 reverse stock split was approved by GigaMedia shareholders at a special shareholders meeting held on December 16, 2015. The reverse stock split was effective as of December 16, 2015, which resulted in GigaMedia's common stock trading on a split-adjusted basis at market open on December 16, 2015. Upon completion of the reverse stock split, every five shares of common stock owned by a shareholder were combined into one share of common stock, with a proportionate adjustment made to the per-share value of common stock.

**Table of Contents**

**B. Related Party Transactions**

We have engaged from time to time in various transactions with related parties.

Except for the following transactions, we were not a party to any transaction with any related party that did not arise in the ordinary course of business or that was material to us.

**Stock Option Grants and Employee Share Purchase**

See Item 6, Directors, Senior Management and Employees E. Share Ownership.

**C. Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION**

**A. Consolidated Statements and Other Financial Information**

**Financial Statements**

See pages beginning on page F-1 in this annual report.

**Dividend Policy**

We have neither declared nor paid any dividends on our Shares. We anticipate that we will continue to retain any earnings for use in the operation of our business, and we do not intend to pay dividends in the foreseeable future. See Item 10, Additional Information B. Memorandum and Articles of Association Dividends in this annual report.

**B. Significant Changes**

Except as disclosed in this annual report, no significant change has occurred since the date of our consolidated financial statements.

**ITEM 9. THE OFFER AND LISTING**

Not applicable, except for A. Offer and Listing Details 4. Information Regarding the Price History of the Stock and C. Markets as disclosed below.

Our Shares have been listed and traded on the NASDAQ Stock Market since February 18, 2000.

The following table shows, for the periods indicated, the high and low closing prices after adjusted for the reverse share split for our Shares as quoted on the NASDAQ Stock Market.

<u>Year Ending December 31</u>	<b>Common Shares</b>	
	<b>High</b>	<b>Low</b>
	<b>(in US\$)</b>	
2011	\$ 8.00	\$ 4.00

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

2012	\$ 7.45	\$ 4.05
2013	\$ 6.00	\$ 4.65
2014	\$ 8.60	\$ 3.85
2015	\$ 4.65	\$ 2.25

	Common Shares	
	High	Low
<b>Year Ending December 31, 2014</b>	<b>(in US\$)</b>	
First quarter	\$ 8.60	\$ 4.90
Second quarter	\$ 7.05	\$ 5.00
Third quarter	\$ 5.75	\$ 4.10
Fourth quarter	\$ 5.25	\$ 3.85

**Table of Contents**

	Common Shares	
	High	Low
<b>Year Ending December 31, 2015</b>	(in US\$)	
First quarter	\$ 4.65	\$ 3.80
Second quarter	\$ 4.65	\$ 3.50
Third quarter	\$ 4.10	\$ 2.40
Fourth quarter	\$ 3.40	\$ 2.25

	Common Shares	
	High	Low
	(in US\$)	
First quarter of 2016	\$ 3.23	\$ 2.34

	Common Shares	
	High	Low
<b>Monthly Highs and Lows</b>	(in US\$)	
October 2015	\$ 3.00	\$ 2.25
November 2015	\$ 3.35	\$ 2.65
December 2015	\$ 3.40	\$ 2.30
January 2016	\$ 3.23	\$ 2.34
February 2016	\$ 3.10	\$ 2.76
March 2016	\$ 3.10	\$ 2.68
April 2016 (through April 15, 2016)	\$ 2.80	\$ 2.75

**ITEM 10. ADDITIONAL INFORMATION****A. Share Capital**

On December 16, 2015, we conducted a reverse stock split of the Company's ordinary shares at a ratio of 5 to 1 to regain compliance with NASDAQ's \$1.00 minimum bid price listing requirement. Consequently and as of March 31, 2016, an aggregate of 11,052,235 shares of our Company are issued and outstanding.

**B. Memorandum and Articles of Association**

Our current memorandum and articles of association, filed with this annual report, were first adopted on our date of incorporation and have been amended since that date.

There are no limitations imposed by Singapore law or by our Articles of Association on the right of a non-resident or foreign owner to hold or vote the Shares.

**C. Material Contracts**

The following are summaries of our material contracts, other than contracts entered into in the ordinary course of business, for the two years immediately preceding the date of this annual report. However, these summaries may not contain all the information important to you. For more complete information, you should read the entire agreements, which have been included as exhibits to this annual report.

**Sale of IAH**

*Share Purchase Agreement among Infocomm Asia Holdings Pte. Ltd., GigaMedia Asia Pacific Limited, Management Capital International Limited, and Roland Ong Toon Wah dated July 2, 2012, and*



***Share Purchase Agreement among Infocomm Asia Holdings Pte. Ltd., GigaMedia Asia Pacific Limited, Spring Asia Limited and Roland Ong Toon Wah dated July 2, 2012***

On July 2, 2012 GigaMedia Asia, IAH, MCIL, and ROTW entered into a series of agreements whereby GigaMedia Asia agreed to sell to MCIL 1,463,930 Class A shares of IAH (representing 6.48% of the issued and outstanding shares of IAH), 1,208,881 Class B shares of IAH (representing 53.52% issued and outstanding shares), and to IAH 100% of the shares in Spring Asia Limited ( Spring Asia ) held by GigaMedia through IAH. The total purchase price was US\$3 million for the Spring Asia shares, and US\$1.00 for the IAH shares, excluding taxes. All consideration for the Spring Asia shares was to be paid in four equal installments of US\$750,000 through a nine month period. The parties also executed other ancillary agreements on the same date, including the IAH Shareholders Agreement (among MCIL, GigaMedia Asia, ROTW and IAH), Share Charge Agreement (between IAH and GigaMedia Asia), and an Escrow Agreement (among IAH, GigaMedia Asia, and Trident Trust Company (Singapore) Pte. Limited).

**Table of Contents*****Settlement Agreement among Infocomm Asia Holdings Pte. Ltd., Management Capital International Ltd., GigaMedia Asia Pacific Limited, Spring Asia Limited, and Roland Ong Toon Wah dated April 17, 2013***

IAH, MCIL, GigaMedia Asia, Spring Asia, and ROTW entered into a Settlement Agreement, dated April 17, 2013, whereby IAH and/or ROTW agreed to pay GigaMedia Asia on or before May 2, 2013 all of the outstanding Spring Asia purchase price of US\$2.25 million plus interest of US\$8,390. In addition, MCIL will purchase all of the 451,830 IAH ordinary shares held by GigaMedia at a purchase price of US\$1 million on May 2, 2013. All outstanding amounts (including interests) were paid in full on May 7, 2013.

**Sale of XL Games*****Share Purchase Agreement between GigaMedia Capital Limited ( GigaMedia Capital ) and Neowiz Corporation ( Neowiz ) dated August 8, 2012***

On August 8, 2012, GigaMedia Capital entered into a Share Purchase Agreement with Neowiz, whereby GigaMedia Capital sold to Neowiz 400,000 preferred shares of XL Games representing 7.2727% of the total number of issued and outstanding shares of XL Games, at a purchase price of US\$6,889,900. GigaMedia Capital and Neowiz also executed two license agreements, one for GigaMedia Capital to license to Neowiz certain game software for a fee of US\$1.5 million, and the other for Neowiz to grant GigaMedia a non-exclusive license in Taiwan, Hong Kong, Macau and Southeast Asia on certain game software free of any license fee for three years.

***Novation Agreement among Megabiz Limited, Blueark Global Co., Ltd, and Nickelodeon Asia Holdings Pte. Ltd. dated September 24, 2013***

On March 18, 2010, Megabiz Limited ( Megabiz ) and Nickelodeon Asia Holdings Pte. Ltd. ( Nickelodeon ) entered into a Game Development, Publishing and Distribution Agreement (the Game Development Agreement ) whereby Megabiz would acquire the rights from Nickelodeon to develop, publish and distribute in certain territories an online game based upon and branded with SpongeBob SquarePants (the Game ), and Megabiz was to develop the Game with Blueark Global Co., Ltd. ( Blueark ). Pursuant to the Game Development Agreement, we paid an initial development fee of US\$2.5 million and a set-up cost of US\$200,000. To that end, Megabiz also entered into a Developer Agreement on May 10, 2010, with Blueark under which Megabiz would pay Blueark a one-time recoupable (against future royalties) service fee of US\$2 million for joint development of the Game by Blueark and Megabiz.

In light of internal evaluations of the Game and estimated cash flows the Game would generate, our Company decided to impair our prepayments in relation to the Game and to assign the Game Development Agreement to Blueark by way of a Novation Agreement entered into among the three companies on September 24, 2013. A total of US\$2.8 million have been impaired as a result.

***Share Purchase Agreement between Hoshin GigaMedia Center Inc. and Angel Fund (Asia) Investments Limited dated October 30, 2013***

On October 30, 2013, Hoshin GigaMedia Center Inc. ( HGC ) and Angel Fund (Asia) Investments Limited ( Angel Fund ) entered into a Share Purchase Agreement whereby HGC sold all of its shareholdings (a total of 4,978,562 shares, 13.5%) in SoftStar Entertainment Inc. ( SoftStar ) to Angel Fund for US\$2.5 million. Angel Fund also agreed to grant HGC a right of first refusal to subscribe up to 15% of newly issued SoftStar shares or convertible bond in the event of a capital increase by SoftStar.

***Proposed Acquisition of Strawberry Cosmetics******Share Purchase Agreement between GigaMedia Limited and Strawberry Cosmetics Holding Limited dated June 26, 2015***

On June 26, 2015, GigaMedia Limited entered into a share purchase agreement to acquire a 70% equity interest in Strawberry Cosmetics, a global cosmetics e-commerce company. The total consideration payable by the Company for the acquisition was approximately US\$93.1 million. The terms of such share purchase agreement were described in a current report on Form 6-K filed by our Company with the SEC on June 26, 2015.

***Termination Agreement between GigaMedia Limited and Strawberry Cosmetics Holding Limited dated October 7, 2015***

On October 7, 2015, GigaMedia Limited entered into a mutual termination agreement with Strawberry to terminate a share purchase agreement that the parties previously entered into on June 26, 2015 for GigaMedia to acquire a 70% equity interest in Strawberry Cosmetics. Due to the recent and drastic slowdown in global economy and stock market that resulted in a change in business development strategy on the part of GigaMedia, we concluded that the mutual termination of the proposed acquisition was in the best interests of GigaMedia stockholders. In

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

connection with the termination, the parties have entered into a mutual termination agreement, whereby GigaMedia will pay \$2.0 million as consideration for the termination to the shareholders of Strawberry Cosmetics and the parties, in turn, have agreed to release each other from any claims they may have in relation to the proposed acquisition. Such termination of the proposed acquisition was described in a current report on Form 6-K filed by our Company with the SEC on October 7, 2015.

---

## **Table of Contents**

### **Other Material Contracts**

Other material contracts are incorporated by reference to our annual reports for the year ended December 31, 2010, for the year ended December 31, 2011 and for the year ended December 31, 2012 on Form 20-F (File No. 000-30540) and for additional information on our material contracts, see Item 7, Major Shareholders and Related Party Transactions B. Related Party Transactions in this annual report.

### **D. Exchange Controls**

Foreign investment regulations of PRC may affect our ability to retrieve our capital investments in China. Under the current PRC regulations, conversion of Renminbi is permitted in China for routine current-account foreign exchange transactions, including trade and service related foreign exchange transactions, payment of dividends and service of foreign debts. Conversion of Renminbi for most capital-account items, such as direct investments, investments in PRC securities markets and repatriation of investments, however, is still subject to the approval of the State Administration of Foreign Exchange (SAFE) or its local competent branches. Foreign-invested enterprises, such as our PRC subsidiaries, may buy, sell and/or remit foreign currencies for current-account transactions at banks in the PRC with authorization to conduct foreign exchange business by complying with certain procedural requirements, such as presentment of valid commercial documents. For capital-account transactions involving foreign direct investment, foreign debts and outbound investment in securities and derivatives, approval from SAFE or its local competent branches is a pre-condition. Capital investments by foreign-invested enterprises outside the PRC are subject to limitations and requirements in the PRC, such as prior approvals from the Ministry of Commerce, or MOFCOM, SAFE and the National Development and Reform Commission of the PRC.

### **E. Taxation**

#### **Singapore Tax Considerations**

##### *Taxation of Dividends Received by Singapore Resident Shareholders*

On the basis that we are not tax resident in Singapore, dividends paid by us would be taxable in Singapore if they are received in Singapore or if they are considered, in the hands of a particular shareholder, to be derived in Singapore (for example if they constitute the income of a trade or business carried out in Singapore).

Foreign-sourced dividends received by a Singapore resident person on or after June 1, 2003 will be exempt from tax if certain conditions are met. The main conditions to be satisfied for such exemption are that:

the dividends are received from a jurisdiction with a maximum tax rate on the trade or business income of a company of at least 15%; and

the dividends themselves, or the income from which they are paid, have been subject to tax in the foreign jurisdiction or have been exempted from tax under an incentive granted for substantive business activities.

The normal tax rate for corporate profits in Singapore is 17% for the year of assessment 2012 and 2013 (i.e., for the income earned in the financial year or other basis period ended 2011 and 2012 respectively). Resident individuals are subject to tax at progressive rates of up to 20%.

If our shareholders are corporations, our shareholders will be regarded as being tax resident in Singapore if the control and management of our shareholders' business is exercised in Singapore. For example, if the board of directors of a company meets and conducts the business of such company in Singapore, such company would generally be regarded as tax resident in Singapore. An individual will be regarded as being tax resident in Singapore in a year of assessment if, in the preceding year, he was physically present in Singapore or exercised an employment in Singapore (other than as director of a company) for 183 days or more, or if he resides in Singapore.

All foreign-sourced income received in Singapore (except for income received through a partnership in Singapore) on or after January 1, 2004 by tax resident individuals will be exempt from tax.

*Gains on Disposal of Shares*

Singapore does not impose tax on capital gains. However, there are no specific laws or regulations which deal with the characterization of capital gains and hence, gains on disposal of shares may be construed to be of an income nature and subject to Singapore income tax if they arise from or are otherwise connected with the activities which the Inland Revenue Authority of Singapore regards as the carrying on of a trade or business in Singapore. You should consult your tax advisors concerning the Singapore tax consequences of acquiring, owning, selling or otherwise disposing the Shares.

## **Table of Contents**

### ***Stamp Duty***

There is no stamp duty payable in respect of the issuance and holding of our Shares. Where existing shares are acquired in Singapore, stamp duty is payable on the instrument of transfer of the shares at the rate of S\$2.00 for every S\$1,000 or any part thereof, of the consideration for or market value of the shares, whichever is higher. The stamp duty is borne by the purchaser unless there is an agreement to the contrary. Where an instrument is executed outside Singapore, or no instrument of transfer is executed, no stamp duty is payable on the acquisition of existing shares. However, stamp duty would be payable if an instrument of transfer which is executed outside Singapore is received in Singapore.

Under Singapore law, our directors may not register a transfer of our Shares unless the instrument of transfer has been duly stamped.

### ***Singapore Estate Duty***

Estate duty has been abolished for deaths occurring on or after February 15, 2008.

You should consult your tax advisors regarding the non-Singapore estate duty consequences of your ownership of our Shares.

### ***Goods and Services Tax ( GST )***

The sale of our Shares by an investor belonging in Singapore to another person belonging in Singapore is an exempt supply not subject to GST. Any GST directly or indirectly incurred by the investor in respect of this exempt supply would be a cost to the investor.

Where our Shares are sold by a GST-registered investor to a person belonging outside Singapore and that person is outside Singapore when the sale is executed, the sale should generally be considered as a taxable supply subject to GST at zero-rate. Any GST incurred by the investor in the making of such a supply, if the same is a supply in the course of or furtherance of a business, may be fully recoverable from the Comptroller of GST.

Services such as brokerage, handling and clearing services rendered by a GST-registered person to an investor belonging in Singapore in connection with the investor's purchase, sale or holding of our Shares will be subject to GST at the rate of 7%. Similar services rendered to an investor belonging outside Singapore should generally be subject to GST at zero-rate.

## **U.S. Tax Considerations**

### ***U.S. Federal Income Tax Considerations for U.S. Persons***

The following is a discussion of certain U.S. federal income tax considerations for U.S. persons (as defined below) that are investors in Shares. This discussion is based on U.S. federal income tax law as in effect on the date hereof, which is subject to differing interpretations or change, possibly on a retroactive basis. This discussion applies only to U.S. persons that will acquire and hold the Shares as capital assets (generally, property held for investment). This discussion is for general information only and does not address all of the tax considerations that may be relevant to you in light of your particular circumstances or if you are subject to special treatment under the U.S. federal income tax laws, including if you are a:

bank;

broker-dealer;

financial institution or insurance company;

tax-exempt entity;

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

person holding Shares as part of a straddle, hedge, conversion or other integrated investment;

person owning, actually or constructively, 10% or more of the combined voting power of all classes of our stock;

person whose functional currency is not the U.S. dollar;

partnership or a partner of such partnership; or

trader in securities that has elected the mark-to-market method of accounting for securities.

This discussion does not address any U.S. state, local or non-United States tax considerations, or any U.S. federal estate, gift or alternative minimum tax considerations.

As used in this discussion, the term "U.S. person" means:

an individual who is a citizen or resident of the United States;

a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created in or organized under the laws of the United States or any political subdivision thereof;

an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or

---

**Table of Contents**

a trust if (1) it is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (2) it has otherwise elected to be treated as a U.S. person under the Internal Revenue Code.

If a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) holds Shares, the tax treatment of a partner in such partnership will generally depend upon the status of the partner and the activities of the partnership. If you are a partner in a partnership holding Shares, you are urged to consult your tax advisor as to the particular U.S. federal income tax consequences of an investment in the Shares that are applicable to you.

You are urged to consult your tax advisor concerning the particular U.S. federal, state, local and non-United States income and other tax considerations regarding the ownership and disposition of the Shares, including the application of the passive foreign investment company rules discussed below. Investors should carefully review the discussion below under *Passive Foreign Investment Company*.

***Passive Foreign Investment Company***

Due to the price of our Shares during 2015 and the composition of our assets (in particular, the retention of a large amount of cash and our significant portfolio of investment securities), we believe that it is likely that we were classified as a passive foreign investment company ( PFIC ), for United States federal income tax purposes, for the taxable year ended December 31, 2015, and that we will likely be a PFIC for our current taxable year ending December 31, 2016 unless our share value increases substantially and/or we invest a substantial amount of the cash and other passive assets we hold in assets that produce or are held for the production of non-passive income. In general, we will be classified as a PFIC for any taxable year if either (i) 75% or more of our gross income for such year is passive income or (ii) 50% or more of the average quarterly value of our assets (as generally determined on the basis of fair market value) produce or are held for the production of passive income. For this purpose, cash and assets readily convertible into cash are generally classified as passive and goodwill and other unbooked intangibles associated with active business activities may generally be classified as non-passive. We will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation more than 25% (by value) of whose stock is owned, directly or indirectly, by us.

If we are classified as a PFIC for any taxable year during which you hold Shares, and unless you make a mark-to-market election (as described below), you will generally be subject to special tax rules that have a penalizing effect, regardless of whether we remain a PFIC, on (i) any excess distribution that we make to you (which generally means any distribution received by you in a taxable year that is greater than 125% of the average annual distributions received by you in the three preceding taxable years or your holding period for the Shares, if shorter), and (ii) any gain realized on the sale or other disposition, including a pledge, of our Shares. Under the PFIC rules:

such excess distribution or gain will be allocated ratably over your holding period for the Shares;

such amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we are classified as a PFIC (a pre-PFIC year ) will be taxable as ordinary income;

such amount allocated to each prior taxable year, other than a pre-PFIC year, will be subject to tax at the highest tax rate in effect applicable to you for that year; and

an interest charge generally applicable to underpayments of tax will be imposed on the tax attributable to each prior taxable year, other than the current taxable year or a pre-PFIC year.



## **Table of Contents**

As an alternative to the foregoing rules, a holder of marketable stock in a PFIC may make a mark-to-market election, provided that the Shares are regularly traded on a qualified exchange. Although we believe that, based on the current level of trading activity of our Shares on the NASDAQ Capital Market, the Shares should qualify as being regularly traded on a qualified exchange, no assurance can be given that the Shares will continue to be readily tradable on a qualified exchange in the United States. If you make this election, you will generally (i) include in gross income for each taxable year the excess, if any, of the fair market value of your Shares at the end of the taxable year over the adjusted tax basis of the Shares and (ii) deduct as an ordinary loss the excess, if any, of the adjusted tax basis of the Shares over the fair market value of the Shares at the end of the taxable year, but only to the extent of the amount previously included in income as a result of the mark-to-market election. Your adjusted tax basis in the Shares would be adjusted to reflect any income or loss resulting from the mark-to-market election. If you make a mark-to-market election in respect of a corporation classified as a PFIC and such corporation ceases to be classified as a PFIC, you will generally not be required to take into account the gain or loss described above during any period that such corporation is not classified as a PFIC. If you make a mark-to-market election, any gain you recognize upon the sale or other disposition of Shares will be treated as ordinary income and any loss will be treated as ordinary loss, but such loss will only be treated as ordinary to the extent of the net amount previously included in income as a result of the mark-to-market election. In the case of a U.S. person who has held Shares during any taxable year in which we are classified as PFIC and continues to hold such Shares (or any portion thereof), and who is considering making a mark-to-market election, special tax rules may apply relating to purging the PFIC taint of such Shares. If a U.S. Holder makes a mark-to-market election, the tax rules that apply to distributions by corporations which are not PFICs would apply to distributions, except that the reduced tax rate applicable to qualified dividend income (as discussed below in Dividends) would not apply.

Because a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a U.S. person may continue to be subject to the PFIC rules with respect to such U.S. person's indirect interest in any investment held by us that is treated as an equity interest in a PFIC for United States federal income tax purposes.

We do not intend to provide U.S. persons with the information necessary to permit U.S. persons to make qualified electing fund elections, which, if available, would result in tax treatment different from (and generally less adverse than) the general tax treatment for PFICs described above.

Each U.S. person who holds an interest in a PFIC is required to file an annual report containing such information as the U.S. Treasury may require. In addition, if a U.S. person holds Shares in any year in which we are a PFIC, such holder will be required to file Internal Revenue Service Form 8621 regarding distributions received on the Shares, any gain realized on the disposition of the Shares, and any reportable election. You are urged to consult your tax advisor regarding the application of the PFIC rules, including the possibility of making a mark-to-market election.

### ***Taxation of Dividends***

Except as discussed above with respect to the passive foreign investment company tax rules, the amount of distributions you receive on your Shares (other than certain pro rata distributions of our Shares or rights to subscribe for Shares) will generally be reported as dividend income to you if the distributions are made from our current or accumulated earnings and profits as calculated according to U.S. federal income tax principles. Because we do not intend to determine our earnings and profits on the basis of U.S. federal income tax principles, any distribution paid will generally be reported as a dividend for U.S. federal income tax purposes. You will include such dividends in your gross income as ordinary income on the day you actually or constructively receive them. The amount of any distribution of property other than cash will be the fair market value of such property on the date it is distributed. A non-corporate recipient of dividend income will generally be subject to tax on dividend income from a qualified foreign corporation at a reduced United States federal tax rate rather than the marginal tax rates generally applicable to ordinary income, so long as certain holding period requirements are met. A non-U.S. corporation generally will be considered to be a qualified foreign corporation (i) if it is eligible for the benefits of a comprehensive tax treaty with the United States which the Secretary of Treasury of the United States determines is satisfactory for purposes of this provision and which includes an exchange of information program or with respect to any dividend it pays on stock which is readily tradable on an established securities market in the United States and (ii) the corporation is not a PFIC and is not treated as a PFIC with respect to you for the taxable year in which the dividend was paid and the preceding taxable year. There is currently no tax treaty in effect between the United States and Singapore. Although the Shares are currently tradable on the NASDAQ Capital Market, which is an established securities market in the United States, no assurance can be given that the Shares will continue to be readily tradable on an established securities market in the United States. U.S. corporate holders will generally not be eligible for the dividends received deduction allowed to corporations.

The amount of any distribution paid in a currency other than the U.S. dollar will equal the U.S. dollar value of the foreign currency you receive, calculated by reference to the exchange rate in effect on the date you actually or constructively receive the distribution, regardless of whether the foreign currency is actually converted into U.S. dollars. If you do not convert the foreign currency you receive as a dividend on the date of receipt, you will have a basis in such foreign currency equal to its U.S. dollar value on the date of receipt. Any gain or loss you realize when you subsequently sell or otherwise dispose of such foreign currency generally will be ordinary income or loss from sources within the United States

for U.S. foreign tax credit limitation purposes.

---

## **Table of Contents**

Dividends on Shares will generally be treated as foreign source income for U.S. foreign tax credit purposes and generally will constitute passive category income. A U.S. person may be eligible, subject to a number of complex limitations, to claim a foreign tax credit in respect of any foreign withholding taxes imposed on dividends received on Shares. A U.S. person who does not elect to claim a foreign tax credit for foreign tax withheld may instead claim a deduction for U.S. federal income tax purposes, in respect of such withholding, but only for a year in which such holder elects to do so for all creditable foreign income taxes. The rules governing U.S. foreign tax credits are complex. Accordingly, you are urged to consult your tax advisor regarding the availability of a U.S. foreign tax credit under your particular circumstances.

### ***Sale or Other Disposition of Shares***

Except as discussed above with respect to the passive foreign investment company tax rules, a U.S. person generally will recognize capital gain or loss for U.S. federal income tax purposes upon a sale or other disposition of Shares in an amount equal to the difference between the amount realized from the sale or disposition and the holder's adjusted tax basis in the Shares. Such gain or loss generally will be long-term (taxable at a reduced rate for individuals) if, on the date of sale or disposition, the Shares were held by the holder for more than one year and will generally be treated as gain or loss from U.S. sources for foreign tax credit purposes. The deductibility of a capital loss may be subject to limitations. You are urged to consult your tax advisor regarding the consequences if a foreign withholding tax is imposed on a disposition of Shares, including the availability of the foreign tax credit under your particular circumstances.

### ***Backup Withholding and Information Reporting***

U.S. persons may be subject to information reporting to the Internal Revenue Service with respect to dividends on and proceeds from the sale or other disposition of our Shares. Dividend payments with respect to our Shares and proceeds from the sale or other disposition of our Shares are not generally subject to United States backup withholding (provided that certain certification requirements are satisfied). You are advised to consult your tax advisor regarding the application of the United States information reporting and backup withholding rules to your particular circumstances.

Individuals who are U.S. person, and who hold specified foreign financial assets, including stock of a non-U.S. corporation that is not held in an account maintained by a U.S. financial institution, whose aggregate value exceeds US\$50,000 during the tax year, may be required to attach to their tax returns for the year certain specified information. An individual who fails to timely furnish the required information may be subject to a penalty. Each U.S. person who is an individual is advised to consult its tax advisor regarding its reporting obligations under this legislation.

## **F. Dividends and Paying Agents**

Not applicable.

## **G. Statements by Experts**

Not applicable.

## **H. Documents on Display**

The SEC allows us to incorporate by reference the information we file with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference in this annual report is considered to be part of this annual report. We therefore incorporate by reference in Item 19 of this annual report certain exhibits, which we filed with the SEC in prior filings. You may read and copy this annual report, including the exhibits incorporated by reference in this annual report, at the public reference room maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. Additional information may also be obtained over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov).

You may also request a copy of our SEC filings, at no cost, upon written request to our investor relations department at 8th Floor, No. 22, Lane 407, Section 2, Tiding Boulevard, Taipei 11492, Taiwan R.O.C, or by e-mail to: [IR@Gigamedia.com](mailto:IR@Gigamedia.com). A copy of each report submitted in accordance with applicable U.S. law is also available for public review at our principal executive offices.

## Edgar Filing: GIGAMEDIA Ltd - Form 20-F

As a foreign private issuer, we are exempt under the Securities Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements, and our executive officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Securities Exchange Act. In addition, we will not be required under the Securities Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Securities Exchange Act.

### **I. Subsidiary Information**

Not applicable.

---

**Table of Contents**

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk of loss related to adverse changes in market prices, including interest rates and foreign exchange rates, of financial instruments. We are exposed to various types of market risks in the normal course of business, including changes in interest rates and foreign currency exchange rates.

**Foreign Currency Risk**

Our subsidiaries conduct most of their business transactions in their own measurement currencies; therefore the foreign currency risks derived from operations are not significant. However, we hold some assets or liabilities in foreign currencies other than measurement currency and the value of these assets and liabilities are subject to foreign currency risks resulting from fluctuations in exchange rates between the foreign-denominated currency and the measurement currency. We have not used hedging transactions to reduce our exposure to exchange rate fluctuations; however, we may choose to do so in the future. For more information on foreign currency translations for our financial reporting purposes, see note 1(b) to our audited consolidated financial statements beginning on page F-1 in this annual report.

As of December 31, 2015, we had bank deposits of approximately US\$4.7 million denominated in foreign currencies other than measurement currencies of the entities holding such assets. These assets are subject to foreign currency exchange risk. We recognized a realized foreign exchange loss of approximately US\$670,000 and unrealized foreign exchange gain of approximately US\$273,000 in the year ended December 31, 2015.

Based on the sensitivity analysis of our exposure to foreign currency exchange rate risk related our bank deposits and available-for-sale marketable securities which were denominated in a foreign currency other than functional currencies of the entities holding such assets, a hypothetical 10% change in the exchange rate between the U.S. dollar and the underlying currencies of those instruments subject to foreign currency exchange rate risk would result in a change of 0.7% in our total equity as of December 31, 2015.

**Interest Rate Risk**

Our exposure to interest rates relates primarily to our short-term loans from various banks. As of December 31, 2015, we had approximately US\$6.1 million of short-term loans, with a weighted average interest rate of approximately 1.89 %. Based on our sensitivity analysis with respect to our short-term loans, we have no significant exposure to fluctuations in interest rates. We have not entered into any interest rate swaps, caps or hedge contracts to modify our exposure to interest rate fluctuations.

We did not include a quantitative tabular disclosure regarding the foreign currency risk and the interest rate risk. As noted above, we believe that the magnitude of selected hypothetical changes to such market risks on the consolidated financial statements is not significant. However, we cannot assure you that we will not be affected by these risks in the future.

**Other Market Risks**

We are also exposed to other market risks, which are mainly derived from our investments. Changes in the stock price, performance or net asset value of the companies that we invested and investment funds might have significant impact on our financial positions or operating results.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

**Table of Contents**

**PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

**A. Material Modification to the Instruments Defining the Rights of Security Holders**

None.

**B. Material Modification to the Rights of Registered Securities by Issuing or Modifying or any Other Class of Securities**

None.

**C. Withdrawal or Substitution of a Material Amount of the Assets Securing any Registered Securities**

Not applicable.

**D. Change of Trustees or Paying Agents for any Registered Securities**

None.

**E. Use of Proceeds**

Not applicable.

**ITEM 15. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and our chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined by Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act) as of December 31, 2015. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, in designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, rather than absolute, assurance of achieving the desired control objectives, and management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based upon that evaluation, and taking into account the foregoing, our chief executive officer and chief financial officer have concluded that, as of December 31, 2015, our disclosure controls and procedures were effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act was recorded, processed, summarized and reported on a timely basis, and these controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act was accumulated and communicated to our management, including our chief executive officer and chief

financial officer, as appropriate to allow timely decisions regarding required disclosure.

**Management's Annual Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined by Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States ( US GAAP ). Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP and that receipts and expenditures are being made only in accordance with authorizations of our management and directors and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of the effectiveness of internal control to future periods are subject to the risk that controls may become inadequate because of changes in conditions, and that the degree of compliance with the policies or procedures may deteriorate.

---

## **Table of Contents**

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO 2013 ) in Internal Control – Integrated Framework. Based on our assessment using those criteria, our management has concluded that our internal control over financial reporting as of December 31, 2015 was effective.

### **Attestation Report of the Independent Registered Public Accounting Firm**

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting, as we are a non-accelerated filer exempted from section 404(b) of the Sarbanes-Oxley Act.

### **Changes in Internal Control Over Financial Reporting**

During the year ended December 31, 2015, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 16. RESERVED**

#### **ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Mr. Casey K. TUNG, an independent director and member of our audit committee, is the audit committee financial expert.

#### **ITEM 16B. CODE OF ETHICS**

We have adopted a code of ethics, as defined in Item 16B of Form 20-F. Our code of ethics applies to our chief executive officer, chief financial officer and persons performing similar functions, as well as to our directors, other officers, employees and consultants. The code of ethics was amended on December 19, 2005, May 10, 2006 and February 13, 2009 in order to conform certain provisions in it with our newly adopted anti-fraud policy. The code of ethics was also amended on April 30, 2010 to incorporate non-competition and non-solicitation provisions and on March 18, 2014 to change certain titles within our Company and update email addresses. The full text of our code of ethics is available on our website, [www.gigamedia.com](http://www.gigamedia.com) If we further amend any provisions of our code of ethics that apply to our chief executive officer, chief financial officer or persons performing similar functions, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address. We will also provide any person without charge a copy of our code of ethics upon written request to our investor relations department at 8 th Floor, No. 22, Lane 407, Section 2, Tiding Boulevard, Taipei 114, Taiwan R.O.C., or by e-mail to: [IR@Gigamedia.com](mailto:IR@Gigamedia.com).

On December 19, 2005, our board of directors adopted an anti-fraud policy for the purpose of preventing fraud schemes, including fraudulent financial reporting misappropriation of assets, any fraud committed by senior management, and information technology fraud. According to our anti-fraud policy, our audit committee is responsible for monitoring the implementation of our anti-fraud policy and procedures, and an anti-fraud taskforce is assigned by our audit committee to be responsible for the anti-fraud hotline management, risk assessment, complaint investigation and resolution, and reporting to our chief executive officer, chief financial officer and audit committee.

On May 10, 2006, our audit committee adopted a whistleblower program pursuant to our anti-fraud policy. The whistleblower program enables all employees to know how and when to use the whistleblower hotline and communicate or report, on a confidential or anonymous basis, without fear of retribution, concerns related to wrongdoings or violations, and ensures that all reported incidents are properly investigated.

On April 30, 2010, our board of directors adopted a non-competition provision under which all of our employees, consultants, officers and directors may not participate, invest, license, employ or being employed, or cooperate with any company or entity engaged in a line of business which may be competitive with the business of the Company within three months after termination of their employment of the Company, except in cases where the local law or the contract states otherwise. The Company may take legal actions against such employees, consultants, officers or directors in the event that non-competition obligations are being violated. An amended non-solicitation provision was also adopted, under which all our employees, consultants, officers and directors may not, during their employment or within twelve months after termination of the employment, directly or indirectly, solicit, entice, or attempt to approach, solicit or entice any of the other employees of the Company or its



affiliates to terminate the employment.

**Table of Contents****ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table summarizes the aggregate fees billed to us by KPMG for the fiscal year ended December 31, 2015.

For the Years Ended December 31	2014 (in US\$)	2015 (in US\$)
Audit Fees	204,600	222,000
Audit-Related Fees	0	0
Tax Fees	15,400	33,000
All Other Fees	0	0

**A. Audit Fees**

Audit fees consist of fees billed for the annual audit of our consolidated financial statements. Audit fees also include fees for services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

**B. Tax Fees**

Tax fees include fees billed for tax compliance services, including the preparation of original and amended tax returns, and tax advisory services.

**C. Audit Committee Pre-Approval Policies and Procedures**

In May 2005, we adopted our audit committee charter. Consistent with the SEC's policies regarding auditor independence, our audit committee is directly responsible for the appointment, compensation, retention and oversight of the work of auditors engaged to provide us with audit, review or attest services. Our audit committee has sole discretion to review and pre-approve the appointment of auditors and to set their fees for the performance of audit and non-prohibited non-audit services in accordance with the Sarbanes-Oxley Act of 2002 and the SEC rules and regulations promulgated thereunder, subject to the appointment, replacement or removal from office of our independent public accountants as approved by our shareholders at our Annual General Meeting.

The appointment of our independent registered public accounting firm, KPMG, as well as the scope of each audit, audit-related or non-prohibited, as well as any non-audit services provided pursuant to such appointment, and our auditors' fees for all such services, were approved by our audit committee.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

On May 20, 2011, our board of directors approved a US\$11 million share repurchase program of GigaMedia's common stock. Under the terms of the share repurchase program, GigaMedia could repurchase up to US\$11 million worth of its issued and outstanding shares during the period starting from June 1, 2011 to November 30, 2011. The repurchases could be made from time to time on the open market at prevailing market prices pursuant to a Rule 10b5-1 plan, subject to restrictions relating to volume, pricing and timing. The timing and extent of any repurchases depended upon market conditions, the trading price of GigaMedia's shares and other factors. This share repurchase program was implemented in a manner consistent with market conditions, in the interests of our shareholders, and in compliance with GigaMedia's securities trading policy and relevant Singapore and U.S. laws and regulations. During 2011, repurchases under this program amounted to approximately 5.6 million shares at a cost of US\$6.0 million. All of the treasury shares under this program were cancelled by the end of 2011. We did not have any share repurchases in 2014 and 2015.

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

<b>Period</b>	<b>Total Number of Shares</b> (adjusted for the share reverse)	<b>Average Price Paid per Shares</b> (adjusted for the share reverse)	<b>Total Number of Shares Purchased as Part of Publicly Announced Program</b> (adjusted for the share reverse)	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program</b>
June 2011 (from June 1, 2011)	277,470	\$ 6.26	277,470	\$ 9,263,633
July 2011	151,655	\$ 6.31	151,655	\$ 8,306,977
August 2011	200,297	\$ 5.01	200,297	\$ 7,302,783
September 2011	300,766	\$ 4.49	300,766	\$ 5,951,085
October 2011	194,244	\$ 4.97	194,244	\$ 4,986,272
November 2011 (ended November 30, 2011)	0	\$	0	\$ 4,986,272

**Table of Contents****ITEM 16F. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANTS**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE****Summary of Significant Differences in Corporate Governance Practices**

Our Shares are currently listed on the NASDAQ Stock Market and, for so long as our securities continue to be listed, we will remain subject to the rules and regulations established by NASDAQ as being applicable to listed companies. Under NASDAQ Rule 5615(a)(3), a foreign private issuer such as our Company may follow its home country practice in lieu of the requirements of the NASDAQ Rule 5600 Series, with certain exceptions, provided that it discloses each requirement that it does not follow and describes the home country practice followed in lieu of such requirements. In addition, NASDAQ has amended its Rule 5615(a)(3) to permit foreign private issuers to follow certain home country corporate governance practices without the need to seek an individual exemption from NASDAQ. However, a foreign private issuer must disclose in its annual report filed with the SEC each requirement it does not follow and the alternative home country practice it does follow.

We are incorporated under the laws of Singapore. We currently comply with the specifically mandated provisions of NASDAQ Rule 5615(a)(3). We are currently exempt from the DRS eligibility provisions of NASDAQ Rule 5255(c) as we are not allowed to issue of non-certificated securities under Singapore law. See Item 9, "The Offer and Listing" in this annual report. We have elected to voluntarily comply with other requirements of NASDAQ Rule 5615(a)(3) in all material aspects, notwithstanding that our home country does not mandate compliance; although we may in the future determine to cease voluntary compliance with those provisions of NASDAQ Rule 5615(a)(3).

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

**PART III****ITEM 17. FINANCIAL STATEMENTS**

Not applicable.

**ITEM 18. FINANCIAL STATEMENTS**

Our consolidated financial statements and the reports thereon by our independent registered public accounting firms listed below are attached hereto as follows:

	<b>Page</b>
(a) Reports of Independent Registered Public Accounting Firms	F-2
(b) Consolidated Balance Sheets as of December 31, 2014 and 2015	F-3 F-4
(c) Consolidated Statements of Operations for the years ended December 31, 2013, 2014 and 2015	F-5
(d) Consolidated Statements of Comprehensive Loss for the years ended December 31, 2013, 2014 and 2015	F-6
(e) Consolidated Statements of Changes in Equity for the years ended December 31, 2013, 2014 and 2015	F-7
(f) Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2014 and 2015	F-8 F-9
(g) Notes to the consolidated financial statements	F-10 F-77

**Table of Contents****ITEM 19. EXHIBITS**

<b>EXHIBIT</b>	<b>INDEX</b>
1.1	Amended Memorandum and Articles of Association of our Company, incorporated by reference to Exhibit 1.1 to our annual report for the year 2013 on Form 20-F filed with the SEC on April 30, 2014
4.1	Share Purchase Agreement among Infocomm Asia Holdings Pte. Ltd., GigaMedia Asia Pacific Limited, Management Capital International Limited, and Roland Ong Toon Wah dated July 2, 2012, incorporated by reference to Exhibit 10.1 to our annual report for the year 2012 on Form 20-F filed with the SEC on April 30, 2013
4.2	Share Purchase Agreement among Infocomm Asia Holdings Pte. Ltd., GigaMedia Asia Pacific Limited, Spring Asia Limited and Roland Ong Toon Wah dated July 2, 2012, incorporated by reference to Exhibit 10.2 to our annual report for the year 2012 on Form 20-F filed with the SEC on April 30, 2013
4.3	Share Purchase Agreement between GigaMedia Capital Limited and Neowiz Corporation dated August 8, 2012, incorporated by reference to Exhibit 10.3 to our annual report for the year 2012 on Form 20-F filed with the SEC on April 30, 2013
4.4	Novation Agreement among Megabiz Limited, Blueark Global Co., Ltd, and Nickelodeon Asia Holdings Pte. Ltd. dated September 24, 2013, incorporated by reference to Exhibit 4.4 to our annual report for the year 2013 on Form 20-F filed with the SEC on April 30, 2014
4.5	Share Purchase Agreement between Hoshin GigaMedia Center Inc. and Angel Fund (Asia) Investments Limited dated October 30, 2013, incorporated by reference to Exhibit 4.5 to our annual report for the year 2013 on Form 20-F filed with the SEC on April 30, 2014
8.1*	List of Subsidiaries See Item 4, Information on the Company C. Organization Structure
11.1	Code of Ethics, as last amended by the board of directors on April 30, 2010, incorporated by reference to Exhibit 11.1 to our annual report for the year 2013 on Form 20-F filed with the SEC on April 30, 2014
12.1*	Certification by our Chief Executive Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act
12.2*	Certification by our Chief Financial Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act
13.1*	Certification by our Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2*	Certification by our Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of KPMG, Independent Registered Public Accounting Firm
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith

**Table of Contents**

**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**GIGAMEDIA LIMITED**

By: /s/ Collin Hwang  
Collin Hwang

Chief Executive Officer

Date: April 28, 2016

**Table of Contents**

**GIGAMEDIA LIMITED AND SUBSIDIARIES**

**Index to Consolidated Financial Statements**

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated balance sheets as of December 31, 2014 and 2015</u>	F-3
<u>Consolidated statements of operations for the years ended December 31, 2013, 2014 and 2015</u>	F-5
<u>Consolidated statements of comprehensive loss for the years ended December 31, 2013, 2014 and 2015</u>	F-6
<u>Consolidated statements of changes in equity for the years ended December 31, 2013, 2014 and 2015</u>	F-7
<u>Consolidated statements of cash flows for the years ended December 31, 2013, 2014 and 2015</u>	F-8
<u>Notes to consolidated financial statements</u>	F-10

F-1

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

GigaMedia Limited:

We have audited the accompanying consolidated balance sheets of GigaMedia Limited and subsidiaries (the Company ) as of December 31, 2014 and 2015, and the related consolidated statements of operations, comprehensive loss, changes in equity, and cash flows for each of the years in the three year period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly in all material respects, the financial position of GigaMedia Limited and subsidiaries as of December 31, 2014 and 2015, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2015 in conformity with U.S. generally accepted accounting principles.

/S/ KPMG

Taipei, Taiwan (the Republic of China)

April 28, 2016



**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2014 AND 2015

(in thousands of US dollars)

	December 31	
	2014	2015
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents (Note 10)	\$ 50,640	\$ 71,432
Marketable securities - current (Note 11)	29,340	4
Accounts receivable - net (Note 12)	1,298	1,246
Prepaid expenses	564	545
Restricted cash (Notes 10 and 16)	8,991	1,000
Other current assets (Note 13)	325	271
Total Current Assets	91,158	74,498
Marketable debt securities - noncurrent (Note 14)	4,744	
Equity investments (Note 15)	5,781	4,524
<b>PROPERTY, PLANT AND EQUIPMENT</b>		
Land and buildings	1,141	1,100
Information and communication equipment	3,903	3,783
Office furniture and fixtures	176	166
Leasehold improvements	123	116
Other	72	
	5,415	5,165
Less: Accumulated depreciation and amortization	(3,752)	(3,774)
	1,663	1,391
INTANGIBLE ASSETS - NET (Note 7)	222	88
<b>OTHER ASSETS</b>		
Refundable deposits	302	272
Prepaid licensing and royalty fees (Note 8)	4,383	239
Other (Note 19)	51	183

Total Other Assets	4,736	694
TOTAL ASSETS	\$ 108,304	\$ 81,195

(Continued)

F-3

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS - (Continued)

DECEMBER 31, 2014 AND 2015

(in thousands of US dollars, except share data)

	December 31	
	2014	2015
<b>LIABILITIES &amp; EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Short-term borrowings (Note 16)	\$ 18,641	\$ 6,093
Accounts payable	771	320
Accrued compensation	796	759
Accrued expenses (Note 17)	3,465	3,037
Deferred revenue	1,946	1,750
Other current liabilities (Note 18)	1,718	1,523
<b>Total Current Liabilities</b>	<b>27,337</b>	<b>13,482</b>
<b>OTHER LIABILITIES</b>		
Accrued pension liabilities (Note 19)		
Other (Notes 20 and 24)	1,938	1,722
<b>Total Other Liabilities</b>	<b>1,938</b>	<b>1,722</b>
<b>Total Liabilities</b>	<b>29,275</b>	<b>15,204</b>
<b>EQUITY (Note 21)</b>		
<b>GigaMedia Shareholders' Equity:</b>		
Common shares, no par value, and additional paid-in capital; issued and outstanding 11,052 thousand shares in 2014 and 2015	308,682	308,745
Accumulated deficit	(218,176)	(220,419)
Accumulated other comprehensive loss	(11,487)	(22,335)
<b>Total GigaMedia shareholders' equity</b>	<b>79,019</b>	<b>65,991</b>
Noncontrolling interest	10	
<b>Total Equity</b>	<b>79,029</b>	<b>65,991</b>

COMMITMENTS AND CONTINGENCIES (Note 26)

TOTAL LIABILITIES AND EQUITY	\$ 108,304	\$ 81,195
------------------------------	------------	-----------

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

F-4

**Table of Contents**

**GIGAMEDIA LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(in thousands of US dollars, except for earnings per share amounts)

	2013	2014	2015
<b>OPERATING REVENUES</b>			
Asian online game and service revenues	\$ 14,106	\$ 8,199	\$ 8,545
Other revenues	926	1,580	1,706
	15,032	9,779	10,251
<b>COSTS OF REVENUES</b>			
Cost of Asian online game and service revenues	(6,425)	(6,010)	(7,018)
Cost of other revenues	(1,159)	(1,825)	(1,871)
	(7,584)	(7,835)	(8,889)
<b>GROSS PROFIT</b>	<b>7,448</b>	<b>1,944</b>	<b>1,362</b>
<b>OPERATING EXPENSES</b>			
Product development and engineering expenses	(1,698)	(892)	(688)
Selling and marketing expenses	(4,815)	(6,708)	(8,655)
General and administrative expenses	(6,324)	(6,378)	(5,759)
Impairment loss on property, plant and equipment (Note 9)		(28)	(60)
Impairment loss on goodwill (Notes 6 and 9)	(17,054)		
Impairment loss on intangible assets (Note 9)	(13,251)	(115)	(5)
Impairment loss on prepaid licensing and royalty fees (Notes 8 and 9)	(2,752)	(1,259)	(4,187)
Termination of proposed acquisition (Note 4)			(2,000)
Other (Note 12)	(41)	(37)	(3)
	(45,935)	(15,417)	(21,357)
<b>LOSS FROM OPERATIONS</b>	<b>(38,487)</b>	<b>(13,473)</b>	<b>(19,995)</b>
<b>NON-OPERATING INCOME (EXPENSES)</b>			
Interest income	238	682	333
Gain on sales of marketable securities (Notes 11 and 14)	1,739	8,621	19,939
Interest expense	(49)	(243)	(182)
Foreign exchange gain (loss), net	45	(556)	(397)
Equity in net earnings (losses) on equity investments- net (Note 15)	526	(531)	(600)

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Impairment loss on investments (Note 9)			(1,290)
Gain on sale of equity method investments (Note 5)	1,220		
Other (Note 5)	86	437	(510)
	3,805	8,410	17,293
<b>LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>(34,682)</b>	<b>(5,063)</b>	<b>(2,702)</b>
<b>INCOME TAX (EXPENSE) BENEFIT (Note 24)</b>	<b>(61)</b>	<b>73</b>	<b>414</b>
<b>LOSS FROM CONTINUING OPERATIONS</b>	<b>(34,743)</b>	<b>(4,990)</b>	<b>(2,288)</b>
<b>LOSS FROM DISCONTINUED OPERATIONS - NET OF TAX (Note 5)</b>	<b>(318)</b>		
<b>NET LOSS</b>	<b>(35,061)</b>	<b>(4,990)</b>	<b>(2,288)</b>
<b>LESS: NET LOSS (INCOME) ATTRIBUTABLE TO THE NONCONTROLLING INTERESTS</b>	<b>281</b>	<b>(165)</b>	<b>45</b>
<b>NET LOSS ATTRIBUTABLE TO SHAREHOLDERS OF GIGAMEDIA</b>	<b>(\$ 34,780)</b>	<b>(\$ 5,155)</b>	<b>(\$ 2,243)</b>
<b>NET LOSS ATTRIBUTABLE TO SHAREHOLDERS OF GIGAMEDIA</b>			
Loss from continuing operations - net of tax	(\$ 34,462)	(\$ 5,155)	(\$ 2,243)
Loss from discontinued operations - net of tax	(318)		
	(\$ 34,780)	(\$ 5,155)	(\$ 2,243)
<b>LOSS PER SHARE ATTRIBUTABLE TO GIGAMEDIA</b>			
Basic:			
Loss from continuing operations	(\$ 3.40)	(\$ 0.48)	(\$ 0.20)
Loss from discontinued operations	(0.03)		
Net loss	(\$ 3.43)	(\$ 0.48)	(\$ 0.20)
Diluted:			
Loss from continuing operations	(\$ 3.40)	(\$ 0.48)	(\$ 0.20)
Loss from discontinued operations	(0.03)		
Net loss	(\$ 3.43)	(\$ 0.48)	(\$ 0.20)
<b>WEIGHTED AVERAGE SHARES USED TO COMPUTE LOSS PER SHARE ATTRIBUTABLE TO GIGAMEDIA SHAREHOLDERS (Note 2)</b>			
Basic	10,144	10,785	11,052
Diluted	10,144	10,785	11,052

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

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS  
FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015  
(in thousands of US dollars)

	<b>2013</b>	<b>2014</b>	<b>2015</b>
NET LOSS	(\$ 35,061)	(\$ 4,990)	(\$ 2,288)
OTHER COMPREHENSIVE INCOME (LOSS) - NET OF TAX:			
Unrealized gain on marketable securities	6,437	906	8,553
Realized gain on marketable securities reclassified into income	(1,739)	(8,621)	(19,939)
Defined benefit pension plan adjustment	15		
Foreign currency translation adjustments	57	(171)	538
	4,770	(7,886)	(10,848)
COMPREHENSIVE LOSS	(30,291)	(12,876)	(13,136)
COMPREHENSIVE (INCOME) LOSS ATTRIBUTABLE TO THE NONCONTROLLING INTERESTS	287	(163)	45
COMPREHENSIVE LOSS ATTRIBUTABLE TO GIGAMEDIA SHAREHOLDERS	(\$ 30,004)	(\$ 13,039)	(\$ 13,091)

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

Table of Contents

GIGAMEDIA LIMITED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015  
(in thousands of US dollars and shares, except per share amounts)

	GIGAMEDIA SHAREHOLDERS						Total
	Common shares and additional Shares	paid-in capital Amount	Accumulated deficit (Note 22)	Accumulated other comprehensive income (loss)	Noncontrolling interest		
Balance as of January 1, 2013	10,144	304,851	(178,241)	( 8,379)	(338)		117,893
Issuance of common shares from exercise of stock options and RSUs	1	2					2
Stock-based compensation		219					219
Acquisition of FingerRockz					478		478
Net loss			( 34,780)		(281)		(35,061)
Other comprehensive income (loss)				4,776	(6)		4,770
Balance as of December 31, 2013	10,145	305,072	( 213,021)	( 3,603)	(147)		88,301
Issuance of common shares from exercise of stock options and RSUs	907	3,593					3,593
Stock-based compensation		17					17
Liquidation of Dragongate Enterprises Ltd.					(6)		(6)
Net income (loss)			( 5,155)		165		(4,990)
Other comprehensive loss				( 7,884)	(2)		(7,886)
Balance as of December 31, 2014	11,052	308,682	( 218,176)	(11,487)	10		79,029
Stock-based compensation		63					63
Deconsolidation of FingerRockz (Note 5)					35		35
Net loss			( 2,243)		(45)		(2,288)
Other comprehensive loss				( 10,848)			(10,848)
Balance as of December 31, 2015	11,052	\$ 308,745	(\$ 220,419)	(\$ 22,335)			\$ 65,991

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





**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015  
(in thousands of US dollars)

	2013	2014	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	(\$ 35,061)	(\$ 4,990)	(\$ 2,288)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	408	306	294
Amortization	1,907	1,211	245
Stock-based compensation	219	21	65
Gain on sales of equity method investments	(1,220)		
Impairment loss on property, plant and equipment		28	60
Impairment losses on goodwill	17,054		
Impairment losses on intangible assets	13,251	115	5
Impairment losses on prepaid licensing and royalty fees	2,752	1,259	4,187
Provision for bad debt expenses	37	37	3
Losses (gains) on disposals of property, plant and equipment	4	(2)	
Gains on sales of marketable securities	(1,739)	(8,621)	(19,939)
Equity in net (earnings) losses on equity investments - net	(526)	531	600
Impairment losses on marketable securities and investments			1,290
Other	(141)	(306)	(48)
Net changes in:			
Accounts receivable	767	692	47
Prepaid expenses	52	186	17
Other current assets	708	(260)	82
Accounts payable	854	(407)	(451)
Accrued expenses	(2,223)	848	(396)
Accrued compensation	(853)	416	(28)
Other current liabilities	(1,017)	(711)	(267)
Accrued pension liabilities / Prepaid pension assets	(111)	(215)	(64)
Prepaid licensing and royalty fees	1,026	(976)	(43)
Deferred income tax liabilities			(216)
Other	(453)		
Net cash used in operating activities	(4,305)	(10,838)	(16,845)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Decrease (increase) in restricted cash		(8,991)	7,991
Cash dividends received from investees		247	

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Proceeds from disposals of marketable debt securities	3,419	18,692	42,583
Divestiture of business, net of cash transferred			(78)
Purchases of property, plant and equipment	(225)	(420)	(158)
Proceeds from disposals of property, plant and equipment	35	2	23
Proceeds from disposals of businesses, net of transaction costs	3,258		
Purchases of marketable securities	(2,460)	(26,042)	
Purchase of cost method investments			(1,000)
Purchases of intangible assets	(1,227)	(110)	(112)
Acquisitions, net of cash acquired	73		
Decrease (increase) in refundable deposits	86	3	27
Other	(5)	(7)	(111)
Net cash provided by (used in) investing activities	2,954	(16,626)	49,165

(Continued)

F-8

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS - (Continued)

## FOR THE YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(in thousands of US dollars)

	2013	2014	2015
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net proceeds from (repayments of) short-term borrowings	(3,146)	15,232	(12,281)
Cash received from the exercise of stock options	2	3,593	
Net cash provided by (used in) financing activities	(3,144)	18,825	(12,281)
Net foreign currency exchange differences on cash and cash equivalents	565	478	753
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(3,930)</b>	<b>(8,161)</b>	<b>20,792</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>62,731</b>	<b>58,801</b>	<b>50,640</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>\$ 58,801</b>	<b>\$ 50,640</b>	<b>\$ 71,432</b>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>			
Interest paid during the year	\$ 53	\$ 237	\$ 190
Income tax paid (refunded) during the year	(\$ 285)	(\$ 84)	\$ 44

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

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

Notes To Consolidated Financial Statements

December 31, 2013, 2014 AND 2015

**NOTE 1. Principal Activities, Basis of Presentation, and Summary of Significant Accounting Policies**

***(a) Principal Activities***

GigaMedia Limited (referred to hereinafter as GigaMedia, our Company, we, us, or our) is a diversified provider of online and mobile games and cloud computing services, with headquarters in Taipei, Taiwan.

Our Asian online game and service business operates a suite of play-for-fun online games and provides related services, mainly targeting online and mobile game players across Asia, including Greater China and Southeast Asia.

Our cloud business aims at providing an integrated platform of services and tools for medium-to-larger enterprises in Greater China to increase flexibility, efficiency and competitiveness, as well as in bidding for government contracts in Taiwan.

On December 16, 2015, the Extraordinary General Meeting of our Company approved to effect a reverse share split of our Ordinary Shares by a ratio of five to one. We executed reverse splits of the issued and outstanding shares including but not limited to common shares, shares granted by employee plans, options, restricted stock awards, and units, warrants and convertible or exchange securities, effective at the open of the market on December 16, 2015. Based upon the Reverse Share Split Scheme, proportionate adjustments are generally required to be made to the per share exercise price and the number of shares issuable upon the exercise or conversion of all outstanding options. These consolidated financial statements reflect retroactive effect to such reverse split and all share and per share amounts have been adjusted accordingly.

***(b) Basis of Presentation***

The accompanying consolidated financial statements of our Company have been prepared in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ).

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

*(c) Summary of significant accounting policies*

*Principles of Consolidation*

The consolidated financial statements include the accounts of GigaMedia and subsidiaries after elimination of all significant inter-company accounts and transactions. In addition, the accounts of our Company's variable-interest entities are included in the consolidated financial statements. (See Note 3, "Variable-Interest Entities", for additional information.) The accounting policies for other less than majority-owned investments are described in Note 1 below within the paragraphs headed "Marketable Securities" and "Investments".

*Foreign Currency Translation and Transactions*

Assets and liabilities denominated in non-U.S. dollars are translated to U.S. dollars at year-end exchange rates. Income and expense items are translated at average rates of exchange prevailing during the year. Cumulative translation adjustments resulting from this process are charged or credited to other comprehensive income. Gains and losses on foreign currency transactions are included in other income and expenses.

*Use of Estimates*

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Management bases its estimates on historical experience and also on assumptions that it believes are reasonable. Management assesses these estimates on a regular basis; however, actual results could differ from those estimates. Significant items subject to such estimates and assumptions include but not limit to the useful lives of property, plant and equipment; allowances for doubtful accounts; the valuation of deferred tax assets, long-lived assets, inventory, investments and share-based compensation; and accrued pension liabilities, income tax uncertainties and other contingencies. We believe the critical accounting policies listed below affect significant judgments and estimates used in the preparation of the financial statements.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Revenue Recognition***

***General***

Revenues are recognized when persuasive evidence of an arrangement exists, delivery occurs and the customer takes ownership and assumes risks or services are rendered, the sales price is fixed or determinable and collectability is reasonably assured.

Sales taxes assessed by governmental authorities on our revenue transactions are presented on a net basis and therefore are excluded from revenues in our consolidated financial statements.

***Multiple-Element Arrangements***

Our Company enters into multiple-element revenue arrangements, which may include any combination of services, software, and/or products. To the extent that a deliverable in a multiple-element arrangement is subject to specific accounting guidance, whether and/or how to separate multiple deliverable arrangements into separate units of accounting (separability) and how to allocate the arrangement consideration among those separate units of accounting (allocation) for that deliverable is accounted for in accordance with such specific guidance.

In addition to the aforementioned general policies, the following are the specific revenue recognition policies for each major category of revenue.

***Asian Online Game and Service Revenues***

Online game revenues are earned through the sale of online game points, prepaid cards, game packs, through the sublicensing of certain games to distributors and through licensing fee revenues. Virtual online game points are sold to distributors or end-users who can make the payments through credit cards, Internet ATMs or telecommunication service operators. Physical prepaid cards and game packs are sold through distributors and convenience stores. Proceeds from sales of physical cards and game packs, net of sales discounts, and online game points are deferred when received and revenue is recognized upon the actual usage of the playing time or in-game virtual items by the end-users; over the estimated useful life of virtual items; or when the sold game points expire and can no longer be used to access the online games or products in accordance with our published game points expiration policy. Sublicensing revenues from the distributors are recognized based on end-users' activation to the game system and when the performance obligations have been completed. Licensing fee revenues are recognized when the delivery of licensed products has occurred and the fee is fixed or determinable.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Sales of virtual online game points and licensing fee revenues are reported on a gross basis. In the sales of virtual online game points and game licenses, we act as principal and we have latitude in establishing price. Fixed percentage fees retained by service providers for payment processing related to our online game services are recognized as cost of online game revenues. We report sublicensing revenues on a net basis. In the sublicense agreements, we act as agent and the distributors are responsible for the operating and the marketing.

Online game and service revenues also include revenues derived from online advertising arrangements, sponsorship arrangements, or a combination of both. These service arrangements allow advertisers to place advertisements on particular areas of our Company's websites and online game platforms over a stated period of time. Service revenues from online advertising arrangements are recognized ratably over the period of the contract when the collectability is reasonably assured.

**Cloud Product and Service Revenues**

Cloud service revenues are related to cloud computing services provided by our Company. Revenues are recorded net of discounts. Cloud service revenues are recognized upon acceptance for project services provided, or for the period of time for which we provide services to the customer. Customers of subscriptions have a choice of paying either monthly or in advance for a certain period of time, for which they receive corresponding discounts. Our Company records any such advanced payment receipts as other current liabilities and amortizes such revenues over the subscription period.

Revenues from the sales of equipment and other related products are recognized upon acceptance.

**Deferred Revenues**

Deferred revenues consist mainly of the prepaid income related to our Asian online game and service business. Deferred revenue represents proceeds received relating to the sale of game points and in-game items which are activated or charged to the respective player game account by players, but which have not been consumed by the players or expired. Deferred revenue is credited to profit or loss when the game points and in-game items are consumed or expired. Pursuant to relevant new requirements in Taiwan, as of December 31, 2014 and 2015, cash totaling \$1.5 million and \$1 million, respectively, has been deposited in an escrow account in a bank as a performance bond for the players' game points, and is included within restricted cash in the consolidated balance sheets.



**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Prepaid Licensing and Royalty Fees***

Our Company, through our subsidiaries, routinely enters into agreements with licensors to acquire licenses for using, marketing, distributing, selling and publishing multi-player online games.

Prepaid licensing fees paid to licensors are amortized on a straight-line basis over the shorter of the estimated useful economic life of the relevant online game or license period, which is usually within two to five years. The annual amortization is modified if the amount computed on the ratio of current gross revenues for a game license over the total of current and anticipated future gross revenues for that game license is greater than the amount computed using the straight-line method.

Prepaid royalty fees and related costs are initially deferred when paid to licensors and amortized as operating costs based on certain percentage of revenues generated by the licensee from operating the related online game in the specific country or region over the contract period.

***Fair Value Measurements***

Our Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. We determine fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

Our Company generally determines or calculates the fair value of financial instruments using quoted market prices in active markets when such information is available; otherwise we apply appropriate present value or other valuation techniques, such as discounted cash flow analyses, incorporating adjusted available market discount rate information and our Company's estimates for non-performance and liquidity risk. These techniques rely extensively on the use of a number of assumptions, including the discount rate, credit spreads, and estimates of future cash flows. (See Note 9, Fair Value Measurements, for additional information.)

***Cash Equivalents***

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and so near to their maturity that they present relatively insignificant risk from changes in interest rates. Commercial paper, negotiable certificates of deposit, time deposits and bank acceptances with original maturities of three months or less are considered to be cash equivalents. Pledged time deposits are excluded from cash and cash equivalents for purposes of the consolidated statements of cash flows.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Marketable Securities***

Our Company's investments in marketable securities are classified either as available-for-sale or trading. For the marketable securities classified as available-for-sale, the investments are stated at fair value with any unrealized gains or losses reported in accumulated other comprehensive income (loss) within equity until realized. For the marketable security classified as trading, we recognize the changes of the fair value of the investment in our consolidated statements of operations.

Other-than-temporary impairments, if any, are charged to non-operating expense in the period in which the loss occurs. In determining whether an other-than-temporary impairment has occurred, our Company primarily considers, among other factors, the length of the time and the extent to which the fair value of an investment has been at a value less than cost. When an other-than-temporary loss is recognized, the fair value of the investment becomes the new cost basis of the investment and is not adjusted for subsequent recoveries in fair value. Realized gains and losses also are included in non-operating income and expense in the consolidated statements of operations. (See Note 9, Fair Value Measurements, for additional information.)

***Investments***

Equity investments in non-publicly traded securities of companies over which our Company has no ability to exercise significant influence are accounted for under the cost method.

For equity investments accounted for as available-for-sale or trading, cash dividends are recognized as investment income. Stock dividends are recognized as an increase in the number of shares held and do not affect investment income. The cost per share is recalculated based on the new total number of shares.

For equity investments accounted under equity method, stock dividends received from investees as a result of appropriation of net earnings and additional paid-in capital are recognized as an increase in the number of shares held and do not affect investment income. The cost per share is recalculated based on the weighted-average method. Cash dividends are accounted for as a reduction to the carrying value of the investment.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Equity investments in companies over which our Company has the ability to exercise significant influence but does not hold a controlling financial interest are accounted for under the equity method. We recognize our share of the earnings or losses of the investee. Under the equity method, the difference between the cost of the acquisition and our Company's share of the fair value of the net identifiable assets is recognized as goodwill and is included in the carrying amount of the investment. When our Company's carrying value in an equity method investee is reduced to zero, no further losses are recorded in our consolidated financial statements unless our Company guaranteed obligations of the investee or has committed to additional funding. When the investee subsequently reports income, our Company will not record its share of such income until it equals the amount of its share of losses not previously recognized.

Unrealized losses that are considered other-than-temporary, if any, are charged to non-operating expenses. Realized gains and losses, measured against carrying amount, are also included in non-operating income and expenses. (See Note 9, Fair Value Measurements, for additional information.)

***Receivables***

Accounts receivable are recorded at the invoiced amount and do not bear interest. Amounts collected on accounts receivable are included in net cash provided by operating activities in the consolidated statements of cash flows. Our Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and our customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Property, Plant and Equipment***

Property, plant and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is recorded on a straight-line basis over useful lives that correspond to categories as follows:

Categories	Years
Buildings	50
Information and communication equipment	2 to 5
Office furniture and equipment	3 to 5
Leasehold improvements	3 to 5

Leasehold improvements are amortized over the shorter of the term of the lease or the economic useful life of the assets. Improvements and replacements are capitalized and depreciated over their estimated useful lives, while ordinary repairs and maintenance are expensed as incurred.

We have entered into agreements to lease certain of our Company's land and buildings to a third party under operating leases, which were renewed in September and October 2013, and which expire no later than September 2016. As of December 31, 2014 and 2015, the carrying amount of the land and buildings under lease was \$1.1 million and \$1.1 million, respectively. The rental income under the operating lease amounted to \$74 thousand, \$73 thousand and \$69 thousand for 2013, 2014 and 2015, respectively. The minimum rental income to be received under this operating lease is \$8 thousand through February 2016.

***Business Acquisitions***

Our Company accounts for its business acquisitions using the acquisition method. Under this method, our Company recognizes and measures the identifiable assets acquired, the liabilities assumed and any noncontrolling interest at their acquisition-date fair values, with limited exceptions. Acquisition-related costs are generally expensed as incurred.

***Intangible Assets and Goodwill***

Intangible assets with finite lives are amortized by the straight-line method over their estimated useful lives, typically three years. Intangible assets with indefinite useful lives are not amortized. Goodwill is not amortized.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Impairment of Intangible Assets, Goodwill and Long-Lived Assets***

Goodwill is reviewed for impairment annually or sooner when circumstances indicate an impairment may exist, using a fair-value approach at the reporting unit level. A reporting unit is the operating segment, or a business, which is one level below that operating segment (the component level) if discrete financial information is prepared and regularly reviewed by management at the segment level. Components are aggregated as a single reporting unit if they have similar economic characteristics. In connection with our goodwill impairment test, we first assess qualitative factors as a basis for determining whether it is necessary to perform the two-step goodwill impairment test.

If the two-step goodwill impairment test is required, first, the fair value of the reporting unit is compared with its carrying amount (including goodwill). If the fair value of the reporting unit is less than its carrying amount, an indication of goodwill impairment exists for the reporting unit and the entity must perform step two of the impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation and the residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Fair value of the reporting unit is determined using a discounted cash flow analysis. If the fair value of the reporting unit exceeds its carrying amount, step two does not need to be performed.

Intangible assets with indefinite useful lives are tested for impairment at the reporting unit level, at least annually, or whenever events or changes in circumstances indicate that the carrying value of an asset might not be recoverable from its related future discounted cash flows. Impairment is measured as the difference between the carrying amounts and the fair value of the assets, and is recognized as a loss from operations. In connection with our impairment test for the intangible assets with indefinite useful lives, we first assess qualitative factors as a basis for determining whether it is necessary to perform the quantitative impairment test.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Long-lived assets other than goodwill and intangible assets not being amortized are reviewed for impairment at least annually or whenever events or changes in circumstances indicate that the carrying value of an asset might not be recoverable from its related future undiscounted cash flows. If such assets are considered to be impaired, the impairment to be recognized is measured by the extent to which the carrying amount of the assets exceeds the fair value of the assets. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary. When impairment is identified, the carrying amount of the asset is reduced to its estimated fair value, and is recognized as a loss from operations. (See Note 9, Fair Value Measurements, for additional information.)

***Software Cost***

Costs to develop our Asian online game products are capitalized after technological feasibility has been established, and when the product is available for general release to customers, costs are expensed. Costs incurred prior to the establishment of technological feasibility are expensed when incurred and are included in product development and engineering expenses. Capitalized amounts are amortized using the straight-line method, which is applied over the estimated useful economic life of the software, typically three years. The annual amortization is modified if the amount computed using the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product is greater than the amount computed using the straight-line method.

We capitalize certain costs incurred to purchase or to internally create and implement internal-use computer software, which includes software coding, installation, testing and certain data conversion. These capitalized costs are amortized on a straight-line basis over the shorter of the useful economic life of the software or its contractual license period, which is typically three years.

***Product Development and Engineering***

Product development and engineering expenses primarily consist of research compensation, depreciation and amortization, and are expensed as incurred.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Advertising***

Direct-response advertising costs incurred in relation to the acquisition or origination of a customer relationship are capitalized and deferred. The deferred costs are recognized as expense in the consolidated statements of operations over the estimated lives of customer relationships. Costs of broadcast advertising are recorded as expenses as advertising airtime is used. Other advertising expenditures are expensed as incurred.

Advertising expenses incurred in 2013, 2014 and 2015 totaled \$676 thousand, \$888 thousand and \$3.1 million, respectively. As of December 31, 2014 and 2015, prepaid advertising amounted to \$12 thousand and \$5 thousand, respectively.

***Leases***

Leases for which substantially all of the risks and rewards of ownership remain with the leasing company are accounted for as operating leases. Payments made under operating leases, net of any incentives received by our Company from the leasing company, are charged to the consolidated statements of operations on a straight-line basis over the lease periods.

Leases are classified as capital leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. Assets held under capital leases are recognized as assets of our Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a lease obligation. Lease payments are apportioned between finance charges and a reduction of the lease obligation in order to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

***Share-Based Compensation***

Share-based compensation represents the cost related to share-based awards granted to employees. We measure share-based compensation cost at the grant date, based on the estimated fair value of the award. Share-based compensation is recognized for the portion of the award that is ultimately expected to vest, and the cost is amortized on a straight-line basis (net of estimated forfeitures) over the vesting period. Our Company estimates the fair value of stock options using the Black-Scholes valuation model. The cost is recorded in operating costs and operating expenses in the consolidated statements of operations on the date of grant based on the employees' respective function.



**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

For shares and stock options granted to non-employees, we measure the fair value of the equity instruments granted at the earlier of the performance commitment date or when the performance is completed.

***Retirement Plan and Net Periodic Pension Cost***

Under our defined benefit pension plan, net periodic pension cost, which includes service cost, interest cost, expected return on plan assets, amortization of unrecognized net transition obligation and gains or losses on plan assets, is recognized based on an actuarial valuation report. We recognize the funded status of pension plans and non-pension post-retirement benefit plans (retirement-related benefit plans) as an asset or a liability in the consolidated balance sheets.

Under our defined contribution pension plans, net periodic pension cost is recognized as incurred.

***Income Taxes***

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between financial reporting and tax bases of assets and liabilities. We recognize the investment tax credit associated with the purchase of intangible assets and technology, research and development expenditures, employee compensation and certain equity investments using the flow-through method. Deferred tax assets and liabilities are measured using the enacted tax rate and laws that will be in effect when the related temporary differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amount that will more-likely-than-not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences and loss carryforwards become deductible.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

In addition, we recognize the financial statement impact of a tax position when it is more-likely-than-not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is measured at the largest amount that is greater than a 50 percent likely of being realized upon settlement. Interest and penalties on an underpayment of income taxes are reflected as income tax expense in the consolidated financial statements.

The Financial Accounting Standards Board ( FASB ) has issued Accounting Standards Update ( ASU ) No. 2015-17, *Income Taxes: Balance Sheet Classification of Deferred Taxes*. This ASU eliminates the requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will be required to classify all deferred tax assets and liabilities as noncurrent. Our Company applied the amendments in the ASU No. 2015-17 prospectively, effective January 1, 2015, to classify all deferred tax assets and liabilities as noncurrent. Prior periods were not retrospectively adjusted.

***Loss Per Share***

Basic loss per share is computed by dividing the net loss attributable to common shareholders for the period by the weighted average number of common shares outstanding during the period. Diluted earnings loss per share is computed by dividing the net loss for the period by the weighted average number of common shares and potential common shares outstanding during the period. Potential common shares, composed of incremental common shares issuable upon the exercise of warrants and options in all periods, are included in the computation of diluted loss per share to the extent such shares are dilutive. Diluted loss per share also takes into consideration the effect of dilutive securities issued by subsidiaries. In a period in which a loss is incurred, only the weighted average number of common shares issued and outstanding is used to compute the diluted loss per share, as the inclusion of potential common shares would be anti-dilutive. Therefore, for the years ended December 31, 2013, 2014 and 2015, basic and diluted loss per share are the same.

---

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Noncontrolling Interest***

Noncontrolling interest in the equity of a subsidiary is accounted for and reported as equity. Changes in our Company's ownership interest in a subsidiary that do not result in deconsolidation are accounted for as equity transactions. Any retained noncontrolling equity investment upon the deconsolidation of a subsidiary is initially measured at fair value.

***Segment Reporting***

We use the management approach in determining reportable operating segments. The management approach considers the internal organization and reporting used by our Company's chief operating decision maker for making operating decisions, allocating resources and assessing performance as the source for determining our operating segments. Our Company's chief operating decision maker ( CODM ) has been identified as the Chief Executive Officer.

Segment profit and loss is determined on a basis that is consistent with how our Company reports operating loss in its consolidated statements of operations. Our Company does not report segment asset information to the CODM. Consequently, no asset information by segment is presented. There are no intersegment transactions.

***Discontinued Operations***

Discontinued operations are reported when a component of an entity either has been disposed of, or is classified as held for sale, and (a) represents a separate major line of business or geographical area of operations, (b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or (c) is a subsidiary acquired exclusively with a view to resale. Discontinued operations are presented separately in the accompanying consolidated statements of operations and prior period financial statements are revised to present discontinued operations retrospectively.

***(d) Recent Accounting Pronouncements Not Yet Adopted***

The FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, in May 2014. ASU 2014-09 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient quantitative and qualitative information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new standard was originally designated to be effective for annual reporting periods beginning after December 15, 2016. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers*, to defer the effective date of ASU 2014-09 by one year. Our Company will implement the provisions of ASU 2014-09 as of January 1, 2018. We expect to determine and disclose the extent of the potential impact of the new standard in our consolidated financial statements for the year ended December 31, 2016.



**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The FASB issued ASU No. 2016-08, *Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, in March 2016. The amendments in ASU 2016-08 clarify the implementation guidance on principal versus agent considerations. An entity is required to determine whether the nature of its promise for providing goods or services to a customer is to provide the specified good or service itself (as a principal) or to arrange for that good or service to be provided by the other party (as an agent), and accordingly to determine whether to recognize revenue in the gross amount of consideration for the specified good or service transferred to the customer, or to recognize revenue in the amount of any fee or commission for arranging for the specified good or service to be provided by the other party. The guidance includes indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to the customer. The effective date for the amendments in this Update are the same as the effective date of ASU 2014-09, deferred by one year. Our Company will accordingly implement the provisions of ASU 2016-08 as of January 1, 2018. We expect to determine and disclose the extent of the potential impact of the new standard in our consolidated financial statements for the year ended December 31, 2016.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 2. LOSS PER SHARE**

The following table provides a reconciliation of the denominators of the basic and diluted per share computations:

(in thousand shares)	2013	2014	2015
<b>Weighted average number of outstanding shares</b>			
Basic	10,144	10,785	11,052
Effect of dilutive securities			
Employee share-based compensation			
<b>Diluted</b>	<b>10,144</b>	<b>10,785</b>	<b>11,052</b>

Options to purchase 230 thousand, 137 thousand and 0 thousand shares of common stock were not included in dilutive securities for the years ended December 31, 2013, 2014 and 2015, respectively, as the effect would be anti-dilutive.

**NOTE 3. VARIABLE-INTEREST ENTITIES****Shanghai JIDI**

In order to comply with foreign ownership restrictions and to hold the necessary licenses required, through June 2012 we had operated our Asian online game and service business in the People's Republic of China ( PRC ) through our VIE, Shanghai JIDI. We had no ownership interest in Shanghai JIDI and relied on a series of contractual arrangements that were intended to give us effective control over Shanghai JIDI. Those contractual arrangements were duly executed and the share pledge agreements were registered with local government authority in compliance with PRC legal requirements. Therefore, we effectively controlled Shanghai JIDI, and were the primary beneficiary of Shanghai JIDI. Shanghai JIDI held an Internet Content Provider ( ICP ) license, an Internet cultural operation license and an Internet publishing license. In June 2012, our board of directors approved a plan to dispose of Shanghai JIDI. As a result, Shanghai JIDI's operations have been accounted for as discontinued operations. (See Note 5, "Divestitures", for additional information.) In May 2013, we were notified by the competent authority that Shanghai JIDI had completed the dissolution procedures and was duly deregistered.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

For the period from January to May 2013, Shanghai JIDI was pending official notification of deregistration and generated no revenue and incurred no profit or loss.

**NOTE 4. ACQUISITIONS**

**Strawberry Cosmetics**

On June 26, 2015, we entered into a share purchase agreement to acquire a 70% equity interest in Strawberry Cosmetics Holding Limited ( Strawberry Cosmetics ), a global cosmetics e-commerce company with a total consideration of approximately \$93.1 million. The proposed acquisition was then duly approved by the Extraordinary General Meeting of our Company held on August 5, 2015.

However, in light of the drastic slowdown in global economy and turmoil in stock markets beginning in late August 2015 that resulted in a change in business development strategy on the part of GigaMedia, our board of directors concluded that the mutual termination of the acquisition was in the best interests of GigaMedia stockholders.

Accordingly, in October 2015, our Company entered into a mutual termination agreement with the shareholders of Strawberry Cosmetics to terminate the share purchase agreement, whereby GigaMedia paid US\$2.0 million consideration to the shareholders of Strawberry Cosmetics and the parties, in turn, released each other from any claims relating to the proposed acquisition. The payment was reported in operating expenses in our consolidated statements of operations.

**FingerRockz**

On October 18, 2013, we subscribed in cash to 405 thousand new common shares of FingerRockz Co., Ltd. ( FingerRockz ), which represents a controlling financial interest of 51.6 percent of the ownership; thereupon we began consolidating FingerRockz. FingerRockz is a mobile game developer and publisher in Taiwan, and we acquired it purposely to enhance our research and development capabilities for mobile games. This primary factor among others, contributed to a purchase price in excess of the fair value of the net identifiable assets acquired and liabilities assumed, and intangible assets. In the acquisition, the most appealing asset to our Company was FingerRockz's creative team. Because the assembled workforce was not an identifiable asset to be recognized separately from goodwill, the value attributed to it was subsumed into goodwill. The goodwill related to this acquisition is not expected to be deductible for tax purpose.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The following table summarizes the consideration paid for the acquisition and the amounts of estimated fair value of the assets acquired and liabilities assumed at the acquisition date.

(In US\$ thousands)	Amount
<b>Consideration and noncontrolling interest:</b>	
The consideration transferred	\$ 510
The fair value of noncontrolling interest in FingerRockz	478
	\$ 988
<b>Identifiable assets acquired and liabilities assumed:</b>	
Cash, receivables and other current assets	\$ 585
Customer contracts	67
Payables and other current liabilities	(160)
Net	492
Goodwill	496
	\$ 988



Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The following unaudited pro forma results of operations for the years ended December 31, 2013 are presented as if the acquisition had been consummated on January 1, 2013:

(in US\$ thousands, except for loss per share)	For the years ended December 31, 2013 (unaudited)
Net revenues	\$ 15,040
Net loss attributable to GigaMedia shareholders	\$ (34,845)
Basic and diluted loss per share	\$ (3.44)

The above unaudited pro forma information does not reflect any incremental direct costs, including any restructuring charges to be recorded in connection with the acquisition, or any potential cost savings that may result from the consolidation of certain operations of our Company or FingerRockz. Accordingly, the unaudited pro forma financial information above not necessarily indicative the actual results that would have occurred had the acquisition of FingerRockz been combined during the periods presented, nor it necessarily indicative of future consolidated results of operations.

**NOTE 5. DIVESTITURES**FingerRockz

In September 2015, we entered into an agreement to sell all the ownership for a consideration of NT\$1 we held in FingerRockz to its management. Upon the closing of the agreement, we deconsolidated the results of FingerRockz operations.

The deconsolidation gain was as follows:

(In US\$ thousand)	Amount
The fair value of consideration received and receivable, net of any transaction costs	\$
The carrying amount (credit balance) of FingerRockz at the date of deconsolidation	(37)

Gain on deconsolidation of FingerRockz	\$ 37
--	-------

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

IAHGames

In July 2012, we entered into agreements to sell a 60 percent ownership in IAHGames, together with the sale of a 100 percent ownership in Spring Asia Limited ( Spring Asia ), which has a 30 percent interest in Game First International Corporation ( GFI ), to IAHGames management and Management Capital International Limited ( MCIL ), a British Virgin Islands company owned by IAHGames management. We retained a 20 percent ownership in IAHGames. Upon the closing of the agreements, we deconsolidated the results of IAHGames operations and began accounting for our remaining 20 percent interest under the equity method.

Our Company accounted for the deconsolidation of and the retained noncontrolling investment in IAHGames in August 2012 at fair value.

In consideration for the sale of IAHGames and Spring Asia, we were to receive \$3 million in cash. The consideration was to be collected in four equal installments, with the first due upon closing, the second due in October 2012, the third due in January 2013 and the fourth due in April 2013. The payments were collateralized by the shares of Spring Asia and were only released from the escrow in proportion to the payment made upon each installment. The first installment of \$750 thousand was received upon the closing on August 15, 2012. However, the buyer had defaulted on the remaining three installments. Considering the uncertainty as to the collectability of the remaining three installments, we had deferred the disposal gain of \$211 thousand against the consideration installments receivable of \$2,250 thousand as of December 31, 2012. The deferred gain was determined as follows:

(In US\$ thousand)	Amount
The fair value of consideration received and receivable, net of any transaction costs, plus	\$ 3,000
The fair value of the 20% retained noncontrolling investment in IAH at the date of deconsolidation	
	3,000
The carrying amount (credit balance) of IAHGames at the date of deconsolidation	(14,536)
Net receivables due to GigaMedia from IAHGames waived upon the closing of the sale	17,542
Other comprehensive income component of equity related to IAHGames at the date of the deconsolidation	(217)
	2,789

Deferred gain on deconsolidation of IAHGames	\$	211
--	----	-----

F-30

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

On April 17, 2013, we entered into a settlement agreement with IAHGames, IAHGames management, and MCIL. Pursuant to the settlement agreement, either IAHGames or IAHGames management was to pay us \$2,258 thousand, which included interest, to fulfill IAHGames obligation under the aforementioned sale of ownership in Spring Asia. In addition, MCIL was to purchase all of our remaining shares in IAHGames for a consideration of \$1,000 thousand. The payments were received in May 2013. Upon the receipt of these payments, the above deferred gain and disposal gain for the remaining shares which totaled approximately \$1.2 million, was recognized as non-operating income.

JIDI Network Technology (Shanghai) Co., Ltd. ( JIDI )

In June 2012, our board of directors approved a plan to liquidate and dissolve JIDI, a wholly-owned subsidiary, and Shanghai JIDI, a VIE controlled through a series of contractual arrangements.

Results for JIDI and Shanghai JIDI operations are reported as discontinued operations for all periods presented. The carrying amounts of the remaining assets and liabilities, if any, of JIDI and Shanghai JIDI were not significant to our consolidated financial statements as of December 31, 2013. The process of liquidation and dissolution was completed by the end of 2013. Summarized financial information for discontinued operations of JIDI and Shanghai JIDI are as follows:

(in US\$ thousands)	2013
Revenue	\$
Loss from discontinued operations before tax	\$(318)
Income tax expense	
Loss from discontinued operations	\$(318)

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 6. GOODWILL**

The following table summarizes the changes to our Company's goodwill:

(In US\$ thousands)	2013
Balance at beginning of year	\$ 16,934
Acquisition - FingerRockz (Note 4)	496
Impairment charge - FunTown and FingerRockz (Note 9)	(17,054)
Translation adjustment	(376)
Balance at end of year	\$

By the acquisition of FingerRockz in 2013, we obtained its mobile platform development experience which constituted an important complement to FunTown's R&D capacity in mobile games. We reassigned its role and developed our estimates of future cash flows from mobile games accordingly. Therefore, for the purpose of testing goodwill for impairment, we determined FingerRockz to be an integral part of FunTown with respect to determining reporting unit, and goodwill arising from the acquisition of FingerRockz was reassigned to FunTown.

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 7. INTANGIBLE ASSETS - NET**

The following table summarizes our Company's intangible assets, by major asset class:

(In US\$ thousands)	December 31, 2015		
	Gross carrying amount	Accumulated amortization	Net
<u>With finite-life intangible assets</u>			
Capitalized software development cost	\$ 775	\$ 687	\$ 88

(In US\$ thousands)	December 31, 2014		
	Gross carrying amount	Accumulated amortization	Net
<u>With finite-life intangible assets</u>			
Capitalized software development cost	\$ 2,503	\$ 2,300	\$ 203
Customer relationships	5,757	5,757	
Other	71	52	19
	\$ 8,331	\$ 8,109	\$ 222

Intangible assets with finite lives are amortized over their estimated useful lives, typically 3 years, with the overall weighted-average life of 3.0 years.

For the years ended December 31, 2013, 2014 and 2015, total amortization expense of intangible assets were \$1.9 million, \$1.2 million and \$236 thousand, respectively, which includes amortization of capitalized software development costs of \$1.2 million, \$494 thousand and \$217 thousand. As of December 31, 2015, based on the current amount of intangibles subject to amortization, the estimated amortization expense for each of the following years is as follows:

(In US\$ thousands)	Amount
2016	\$ 71
2017	14
2018	3

F-33



**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 8. PREPAID LICENSING AND ROYALTY FEES**

The following table summarizes changes to our Company's prepaid licensing and royalty fees:

(in US\$ thousands)	2013	2014	2015
Balance at beginning of year	\$ 8,644	\$ 4,666	\$ 4,383
Addition	14	1,498	1,801
Amortization and usage	(706)	(264)	(1,743)
Exchange difference	(216)	(258)	(15)
Impairment charges (Note 9)	(3,070)	(1,259)	(4,187)
Balance at end of year	\$ 4,666	\$ 4,383	\$ 239

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 9. FAIR VALUE MEASUREMENTS**

The following table presents the carrying amounts and estimated fair values of our Company's financial instruments at December 31, 2014 and 2015.

(in US\$ thousands)	2014		2015	
	Carrying amount	Fair value	Carrying amount	Fair value
<b><u>Financial assets</u></b>				
Cash and cash equivalents	\$ 50,640	\$ 50,640	\$ 71,432	\$ 71,432
Marketable securities - current	29,340	29,340	4	4
Accounts receivable	1,298	1,298	1,246	1,246
Restricted cash	8,991	8,991	1,000	1,000
Marketable debt securities - noncurrent	4,744	4,744		
Refundable deposits	302	302	272	272
<b><u>Financial liabilities</u></b>				
Short-term borrowings	18,641	18,641	6,093	6,093
Accounts payable	771	771	320	320
Accrued compensation	796	796	759	759
Accrued expenses	3,465	3,465	3,037	3,037

The carrying amounts shown in the table are included in the consolidated balance sheets under the indicated captions.

The fair values of the financial instruments shown in the above table as of December 31, 2014 and 2015 represent the amounts that would be received to sell those assets or that would be paid to transfer those liabilities in an arm's length transaction between market participants at that date. Those fair value measurements maximize the use of observable inputs. In situations where there is little market activity for the asset or liability at the measurement date, the fair value measurement reflects our Company's own judgments about the assumptions that market participants would use in pricing the asset or liability. Those judgments are developed by us based on the best information available in the circumstances, including expected cash flows and appropriately risk-adjusted discount rates, available observable and unobservable inputs.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Cash and cash equivalents, accounts receivable, restricted cash, accounts payable, accrued compensation and expenses, and short-term borrowings: The carrying amounts, at face value or cost plus accrued interest, approximate fair value because of the short maturity of these instruments.

Marketable securities: Open-end fund, debt and equity securities are measured using quoted market prices at the reporting date multiplied by the quantity held. Redeemable preferred shares are measured using valuation techniques.

Refundable deposits: Measurement of refundable deposits with no fixed maturities is based on carrying amounts.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**Significant Unobservable Inputs**

The table below presents the ranges of significant unobservable inputs used to value our Company's level 3 financial instruments. These ranges represent the significant unobservable inputs that were used in the valuation of each type of financial instrument. These inputs are not representative of the inputs that could have been used in the valuation of any one financial instrument. Accordingly, the ranges of inputs presented below do not represent uncertainty in, or possible ranges of, fair value measurements of our level 3 financial instruments.

<b>Level 3 Financial Instruments</b>	<b>Valuation Technique</b>	<b>Range of Significant</b>
		<b>Unobservable</b>
	<b>Significant Unobservable Inputs by</b>	<b>Inputs as of December</b>
		<b>2014</b>
Debt securities Preferred shares with redemption rights	Price/Sales per share ratio for selective comparable companies	2.0 times ~ 14.0 times
	Discount for lack of marketability	25%

**Assets and Liabilities that are Measured at Fair Value on a Recurring Basis**

Our Company has segregated all financial assets and liabilities that are measured at fair value on a recurring basis (at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date in the table below.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Assets and liabilities measured at fair value on a recurring basis are summarized as below:

(in US\$ thousands)	Fair Value Measurement Using			Year Ended December 31, 2015
	Level 1	Level 2	Level 3	
<b>Assets</b>				
Cash equivalents - time deposits	\$	\$ 6	\$	\$ 6
Restricted cash - time deposits		1,000		1,000
Marketable securities - current				
Equity securities	4			4
	\$ 4	\$ 1,006	\$	\$ 1,010

(in US\$ thousands)	Fair Value Measurement Using			Year Ended December 31, 2014
	Level 1	Level 2	Level 3	
<b>Assets</b>				
Cash equivalents - time deposits	\$	\$ 12,112	\$	\$ 12,112
Restricted cash - time deposits		8,991		8,991
Marketable securities - current				
Open-end fund	318			318
Equity securities	29,022			29,022
Marketable securities - noncurrent				
Debt securities			4,744	4,744
	\$ 29,340	\$ 21,103	\$ 4,744	\$ 55,187

Our Company's accounting policy is to recognize transfers between levels of the fair value hierarchy on the date of the event or change in circumstances that caused the transfer. There were no transfers into or out of Level 1 for the years ended December 31, 2014 and 2015.

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Level 1 and 2 measurements:

Cash equivalents time deposits and restricted cash time deposits are convertible into a known amount of cash and are subject to an insignificant risk of change in value. Certain marketable securities are valued using a market approach based on the quoted market prices of identical instruments when available, or other observable inputs such as trading prices of identical instruments in inactive markets. The fair values of the marketable equity securities that have publicly quoted trading prices are valued using those observable prices, unless adjustments are required to available observable inputs.

In 2013, 2014 and 2015, we recognized unrealized gains of \$4.7 million, \$101 thousand and \$4.8 million, respectively, on marketable securities valued using market observable inputs, which are included in other comprehensive income.

Level 3 measurements:

For assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2014 and 2015, a reconciliation of the beginning and ending balances are presented as follows:

(in US\$ thousands)	Marketable Securities - Debt Securities	
	2014	2015
Balance at beginning of year	\$ 3,939	\$ 4,744
Total gains or (losses) (realized/unrealized) included in earnings		(2,017)
included in other comprehensive income	805	
Sale		(2,727)
Balance at end of year	\$ 4,744	\$
The amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	\$	\$

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Realized and unrealized gains (or losses) included in the consolidated financial statements for 2013, 2014 and 2015 for assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) are reported in the consolidated financial statements as follows:

(in US\$ thousands)	Gain on sales of marketable securities	Impairment loss on marketable securities and investments
<b>Total gains (losses) included in earnings</b>		
for 2013	\$ 985	\$
for 2014		
for 2015	5,845	
<b>Change in unrealized gains (losses) relating to assets still held at the reporting date</b>		
for 2013	\$ 1,212	\$
for 2014	805	
for 2015		

The fair values of the marketable debt and equity securities are derived using a discounted cash flow method with unobservable inputs or adopting a market approach using observable inputs of guideline public companies that market participants would use in pricing the securities. The discounted cash flow method incorporates adjusted available market discount rate information and our Company's estimates of liquidity risk, and other cash flow model related assumptions.

**Assets and Liabilities that are Measured at Fair Value on a Nonrecurring Basis**

Assets and liabilities measured at fair value on a nonrecurring basis include measuring impairment when required for long-lived assets. For GigaMedia, long-lived assets measured at fair value on a nonrecurring basis include investments accounted for under the equity method and cost method, property, plant, and equipment, intangible assets, prepaid licensing and royalty fees, and goodwill.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Assets and liabilities measured at fair value on a nonrecurring basis that were determined to be impaired as of December 31, 2014 and 2015 are summarized as below:

(in US\$ thousands)	Fair Value measurement Using			Year Ended December 31, 2015	Total Impairment Losses
	Level 1	Level 2	Level 3		
Assets					
(a) Investments - Cost-method	\$	\$	\$	\$	\$ 1,000
(a) Investments - Equity-method			188	188	290
(b) Property, plant and equipment - Information and communication equipment					60
(c) Intangible assets - Capitalized software cost					5
(d) Prepaid licensing and royalty fees					4,187
Total	\$	\$	\$ 188	\$ 188	\$ 5,542

(in US\$ thousands)	Fair Value measurement Using			Year Ended December 31, 2014	Total Impairment Losses
	Level 1	Level 2	Level 3		
Assets					
(b) Property, plant and equipment - Information and communication equipment	\$	\$	\$	\$	\$ 28
(c) Intangible assets - Capitalized software cost					115
(d) Prepaid licensing and royalty fees			3,033	3,033	1,259
Total	\$	\$	\$ 3,033	\$ 3,033	\$ 1,402



**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(a) Impairment losses on certain cost method and equity method investments which were determined to be impaired: In 2015, certain cost method investments with carrying amounts of \$1.0 million were fully written down to zero, resulting in an impairment charge of \$1.0 million, and an equity method investment with a carrying amount of \$478 thousand was written down to its estimated fair value of \$188 thousand, resulting in an impairment charge of \$290 thousand. The impairment charges are included in non-operating expenses within impairment loss on marketable securities and investments in the consolidated statements of operations.

Cost method and equity method investments are measured at fair value on a nonrecurring basis when declines in fair value are determined to be other-than-temporary, using other observable inputs such as trading prices of similar classes of the stock or using discounted cash flows, incorporating adjusted available market discount rate information and our Company's estimates for liquidity risk.

(b) Impairment losses on certain property, plant, and equipment which were determined to be impaired: In 2014 and 2015, we recognized an impairment loss of \$28 thousand and \$60 thousand against our information and communication equipment. The impairment charges are included in operating expenses within impairment losses on property, plant and equipment in the consolidated statements of operations. The impairment charge for the equipment was related to servers used for certain product and service lines within our cloud product and service business for which the carrying amount was determined not to be recoverable from its related future undiscounted cash flows. This equipment was valued using unobservable inputs such as discounted cash flows, incorporating adjusted available market discount rate information and our Company's estimates for liquidity risk, and other cash flow model - related assumptions.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(c) Impairment losses on certain intangible assets which were determined to be impaired:

In 2014 and 2015, certain capitalized and prepaid software development costs for our cloud product and service business were fully written down, resulting in impairment charges of \$115 thousand and \$5 thousand, included in operating expenses within impairment loss on intangible assets in the consolidated statements of operations. The impairment charge is for certain product lines within our cloud product and service business that we decided to shift focus from, and as a result, we recorded a full impairment of the carrying value of the assets related to these items.

(d) Impairment losses on certain prepaid licensing and royalty fees which were determined to be impaired:

In 2014 and 2015, certain prepaid licensing and royalty fees were written down to \$3.0 million and \$0, respectively, resulting in impairment charges of \$1.3 million and \$4.2 million, respectively. This impairment is included in operating expenses in the consolidated statements of operations. The impairment charges for the prepaid licensing and royalty fees related to certain licensed games within our Asian online game and service business that we stopped operating or for which the carrying amounts of the related assets were determined not to be recoverable from their expected future undiscounted cash flows. The licensing fee games and related royalties are re-valued on when impairment exists, using unobservable inputs such as discounted cash flows, incorporating adjusted available market discount rate information and our Company's estimates for liquidity risk, along with other cash flow model related assumptions.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 10. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Cash and savings accounts	\$ 38,529	\$ 71,426
Time deposits	21,102	1,006
<b>Total cash and cash equivalents</b>	<b>59,631</b>	<b>72,432</b>
Less: Cash restricted as collateral and performance bond	(8,991)	(1,000)
<b>Cash and cash equivalents reported on the consolidated statements of cash flows</b>	<b>\$ 50,640</b>	<b>\$ 71,432</b>

As of December 31, 2014, cash amounting to \$1.5 million has been deposited in an escrow account in a bank as a performance bond for our players' game points, and certain time deposits amounting to \$7.5 million have also been pledged as collateral for borrowings from financial institutions. As of December 31, 2015, cash amounting to \$1.0 million has been deposited in an escrow account in a bank as a performance bond for our players' game points. These deposits are restricted and are included in restricted cash in the consolidated balance sheets.

We maintain cash and cash equivalents, as well as restricted cash, in bank accounts with major financial institutions with high credit ratings located in the following jurisdictions:

(in US\$ thousands)	December 31	
	2014	2015
Taiwan	\$ 49,829	\$ 69,879
Hong Kong	2,178	1,120
China	6,055	16
Singapore	1,418	1,417
Others	151	
	<b>\$ 59,631</b>	<b>\$ 72,432</b>



**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 11. MARKETABLE SECURITIES - CURRENT**

Marketable securities - current consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Equity securities	\$ 29,022	\$ 4
Open-end fund	318	
	\$ 29,340	\$ 4

As of December 31, 2014 and 2015, the balances of unrealized gains for marketable securities - current were \$9.4 million and \$3 thousand, respectively. During 2013, 2014 and 2015, realized gains from the disposal of marketable securities - current amounted to \$754 thousand, \$8.8 million, and \$14.1 million, respectively. The costs for calculating gains on disposal were based on each security's average cost.

**NOTE 12. ACCOUNTS RECEIVABLE - NET**

Accounts receivable consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Accounts receivable	\$ 1,354	\$ 1,275
Less: Allowance for doubtful accounts	(56)	(29)
	\$ 1,298	\$ 1,246

The following is a summary of the changes in our Company's allowance for doubtful accounts during the years ended December 31, 2013, 2014 and 2015:

(in US\$ thousands)	2013	2014	2015
Balance at beginning of year	\$ 130	\$ 55	\$ 56
Additions: Provision for bad debt expense	37	37	3
Less: Write-offs	(109)	(33)	(28)

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Translation adjustment	(3)	(3)	(2)
Balance at end of year	\$ 55	\$ 56	\$ 29

F-45

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 13. OTHER CURRENT ASSETS**

Other current assets consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Loans receivable - current	27	64
Less: Allowance for loans receivable - current	(27)	(28)
Other	325	235
	\$ 325	\$ 271

The following is a reconciliation of changes in our Company's allowance for loans receivable - current during the years ended December 31, 2013, 2014 and 2015:

(in US\$ thousands)	2013	2014	2015
Balance at beginning of year	\$ 3,437	\$ 3,394	\$ 27
Less: Writes-offs		(3,359)	
Less: Reversal for collection of bad debt	(54)		2
Translation adjustment	11	(8)	(1)
Balance at end of year	\$ 3,394	\$ 27	\$ 28

**NOTE 14. MARKETABLE DEBT SECURITIES - NONCURRENT**

Marketable debt securities - noncurrent consist of the following:

(in US\$ thousands)	December 31, 2014
Available-for-sale securities	
Debt securities	\$ 4,744





**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Our Company's marketable securities - noncurrent were invested in convertible preferred shares and were classified as available-for-sale securities.

We had considered and determined whether our investments in preferred shares were in-substance common shares which should be accounted for under the equity method. Given that our convertible preferred shares had substantive redemption rights and thus did not meet the criteria of in-substance common shares, we had accounted for them as debt securities.

As of December 31, 2014 and 2015, the balances of unrealized gains for marketable securities - noncurrent were \$2.0 million and \$0, respectively. During 2013, 2014 and 2015, realized gains (losses) from the disposal of marketable securities - non-current amounted to \$985 thousand, (\$171) thousand and \$5.8 million, respectively. Gains (losses) on disposal were based on the security's average cost.

**NOTE 15. EQUITY INVESTMENTS**

Equity investments consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Investments accounted for under the equity method	\$ 5,781	\$ 4,524

Our Company's investments accounted for under the equity method primarily consist of the following: (a) from July 2012 to May 2013, a 20 percent equity interest investment in Infocomm Asia Holdings Pte Ltd. ( IAHGames ), an online game operator, publisher and distributor in Southeast Asia (See Note 5 Divestitures , for additional information); (b) an 17.65 percent equity interest investment in East Gate Media Contents & Technology Fund ( East Gate ), a Korean Fund Limited Partnership that invests in online game businesses and films; and (c) a 22.86 percent equity interest investment in Double2 Network Technology Co., Ltd. ( Double2 ), a Taiwanese company that mainly engaged in development of causal gaming software.

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

In July 2012, we entered into agreements to sell a 60 percent ownership in IAHGames to IAHGames management and Management Capital International Limited ( MCIL ), a British Virgin Islands company owned by IAHGames management. As we only retained a 20 percent ownership in IAHGames, upon the closing of the agreements, we deconsolidated the results of IAHGames operations and began accounting for our remaining 20 percent interest under the equity method up to May 2013 when we sold the remaining interest in IAHGames to IAHGames management and MCIL. (See Note 5, Divestitures for additional information.)

East Gate

Our Company has an 17.65 percent interest in East Gate, a Korean fund partnership. We account for our investment in this limited partnership under the equity method accounting since we have the ability to exercise significant influence over partnership operating and financial policies based on the terms of the partnership agreement.

East Gate is considered an investment company that primarily invests in: (1) Equity securities of small, medium-sized companies or venture companies, mainly Korean game companies, and (2) funding for specific projects, mainly Korean films, of an entrepreneur or venture company in return for the rights to a future revenue stream from the income generated by the entrepreneur or venture company from the film and related products.

Summarized U.S. GAAP financial information of East Gate as of December 31, 2014 and 2015, and for the years ended December 31, 2013, 2014 and 2015 is presented below (in US\$ thousands):

	2014	2015	
Investments and other related assets	\$ 25,567	\$ 21,833	
Other assets	4,365	3,212	
<b>Total assets</b>	<b>\$ 29,932</b>	<b>\$ 25,045</b>	
Total liabilities	\$ 533	\$ 478	
<b>Total net assets of the fund</b>	<b>\$ 29,399</b>	<b>\$ 24,567</b>	
	2013	2014	2015
Investment and related income	\$ 10,735	\$ 8,351	\$ 5,419
Impairment loss		(480)	
Other costs and expenses	(7,755)	(10,642)	(8,219)

Net income (loss)	\$ 2,980	\$ (2,771)	\$ (2,800)
-------------------	----------	------------	------------

F-48

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 16. SHORT-TERM BORROWINGS**

As of December 31, 2014 and 2015, short-term borrowings totaled \$18.6 million and \$6.1 million, respectively. These amounts were borrowed from certain financial institutions. The annual interest rates on these borrowings ranged from 1.35 percent to 1.95 percent for 2014 and from 1.81 percent to 1.90 percent for 2015. The maturity dates fell in January and July 2015 as of December 31, 2014, and fell in January, February and May 2016 as of December 31, 2015. As of December 31, 2014 and 2015, the weighted-average interest rate on total short-term borrowings was 1.72 percent and 1.89 percent, respectively.

As of December 31, 2014 and 2015, the total amount of unused lines of credit available for borrowing under these agreements was approximately \$1.1 million and \$12.9 million, respectively.

We pledged certain time deposits as collateral for borrowings from financial institutions. The pledged time deposits amounted to \$7.5 million and \$1 million as of December 31, 2014 and 2015, respectively, and are included in restricted cash in the consolidated balance sheets.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 17. ACCRUED EXPENSES**

Accrued expenses consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Accrued outsourced development	\$ 838	\$ 52
Accrued professional fees	603	865
Accrued royalties	308	313
Accrued advertising expenses	613	811
Accrued incentive to distributors	71	63
Accrued director compensation and liability insurance	155	238
Other	877	695
	\$ 3,465	\$ 3,037

**NOTE 18. OTHER CURRENT LIABILITIES**

Other current liabilities consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Income taxes payable	\$ 1,542	\$ 1,252
Other	176	271
	\$ 1,718	\$ 1,523

**NOTE 19. PENSION BENEFITS**

Our Company and our subsidiaries have defined benefit and defined contribution pension plans that cover substantially all of our employees.

***Defined Benefit Pension Plan***

We have a defined benefit pension plan in accordance with the Labor Standards Law of the Republic of China (R.O.C.) for our employees located in Taiwan, covering substantially all full-time employees for services provided

prior to July 1, 2005, and employees who have elected to remain in the defined benefit pension plan subsequent to the enactment of the Labor Pension Act on July 1, 2005. Under the defined benefit pension plan, employees are entitled to a lump sum retirement benefit upon retirement equivalent to the aggregate of 2 months pensionable salary for each of the first 15 years of service and 1 month s pensionable salary for each year of service thereafter subject to a maximum of 45 months pensionable salary. The pensionable salary is the monthly average salary or wage of the final six months prior to approved retirement.

F-50

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

We use a December 31 measurement date for our defined benefit pension plan. As of December 31, 2014 and 2015, the accumulated benefit obligation amounted to \$196 thousand and \$153 thousand, respectively, and the funded status of prepaid pension assets amounted to \$45 thousand and \$109 thousand, respectively. The fair value of plan assets amounted to \$303 thousand and \$310 thousand as of December 31, 2014 and 2015, respectively. The accumulated other comprehensive income amounted to \$0 and \$0 as of December 31, 2014 and 2015, respectively. The net periodic benefit cost (income) for 2013, 2014 and 2015 amounted to (\$77) thousand, (\$199) thousand and (\$58) thousand, respectively.

F-51

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The following table sets forth the plan's benefit obligations, fair value of plan assets, and funded status at December 31, 2014 and 2015:

(in US\$ thousands)	December 31	
	2014	2015
Benefit Obligation	\$ 258	\$ 201
Fair value of plan assets	303	310
	\$ (45)	\$ (109)
Amounts recognized in the balance sheet consist of:		
Noncurrent liabilities (assets)	\$ (45)	\$ (109)
Accumulated other comprehensive income		
Net amount recognized	\$ (45)	\$ (109)
Amounts recognized in accumulated comprehensive income consist of:		
Unrecognized net gain	\$	\$

For the years ended December 31, 2014 and 2015, the net period pension cost consisted of the following:

(in US\$ thousands)	December 31	
	2014	2015
Service cost	\$ 15	\$
Interest cost	9	5
Expected return on plan assets	(6)	(6)
Amortization of prior service cost		
Amortization of net loss		
Curtailment gain	(217)	(57)
	\$ (199)	\$ (58)





**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Weighted average assumptions used to determine benefit obligations for 2014 and 2015 were as follows:

	December 31	
	2014	2015
Discount rate	2.00%	1.875%
Rate of compensation increase	1.50%	1.50%

Weighted average assumptions used to determine net periodic benefit cost for end of fiscal year were as follows:

	2014	2015
Discount rate	2.00%	2.00%
Rate of return on plan assets	2.00%	2.00%
Rate of compensation increase	1.50%	1.50%

Management determines the discount rate and rate of return on plan assets based on the yields of twenty year ROC central government bonds which is in line with the respective employees remaining service period and the historical rate of return on the above mentioned Fund mandated by the ROC Labor Standard Law.

We have contributed an amount equal to 2 percent of the salaries and wages paid to all qualified employees located in Taiwan to a pension fund (the Fund). The Fund is administered by a pension fund monitoring committee (the Committee) and deposited in the Committee's name in the Bank of Taiwan. Our Company makes pension payments from our account in the Fund unless the Fund is insufficient, in which case we make payments from internal funds as payments become due. We seek to maintain a normal, highly liquid working capital balance to ensure payments are made timely.

We expect to make a contribution of \$7 thousand to the Fund in 2016. We expect to make benefit payments of \$1 thousand from 2016 to 2020 and \$1 thousand from 2021 to 2025.

***Defined Contribution Pension Plans***

We have provided defined contribution plans for employees located in Taiwan and Hong Kong. Contributions to the plans are expensed as incurred.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**Taiwan**

Pursuant to the new Labor Pension Act enacted on July 1, 2005, our Company has a defined contribution pension plan for our employees located in Taiwan. For eligible employees who elect to participate in the defined contribution pension plan, we contribute no less than 6 percent of an employee's monthly salary and wage and up to the maximum amount of NT\$9 thousand (approximately \$274), to each of the eligible employees' individual pension accounts at the Bureau of Labor Insurance each month. Pension payments to employees are made either by monthly installments or in a lump sum from the accumulated contributions and earnings in employees' individual accounts.

**Hong Kong**

According to the relevant Hong Kong regulations, we provide a contribution plan for the eligible employees in Hong Kong. We must contribute at least 5 percent of the employees' total salaries. For this purpose, the monthly relevant contribution to their individual contribution accounts is subject to a cap of HK\$1.5 thousand (approximately \$194). After the termination of employment, the benefits still belong to the employees in any circumstances.

The total amount of defined contribution pension expenses pursuant to our defined contribution plans for the years ended December 31, 2013, 2014, and 2015 were \$357 thousand, \$364 thousand, and \$318 thousand, respectively.

**NOTE 20. OTHER LIABILITIES - OTHER**

Other liabilities consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Deferred tax liabilities (Note 24)	\$ 1,928	\$ 1,712
Other	10	10
	\$ 1,938	\$ 1,722

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 21. EQUITY**

In accordance with Singapore law, the holders of ordinary shares that do not have par value, are entitled to receive dividends as declared from time to time and are entitled to one vote per share at the general meeting of our company. All shares rank equally with regard to our company's residual assets. In addition, we are not required to have a number of authorized common shares to be issued.

A 1-for-5 reverse stock split was approved by our shareholders at a special shareholders meeting held on December 16, 2015. The reverse stock split was effective as of December 16, 2015, which resulted in our common stock trading on a split-adjusted basis at market open on December 16, 2015. Upon completion of the reverse stock split, every five shares of common stock owned by a shareholder were combined into one share of common stock, with a proportionate adjustment made to the per-share value of common stock.

In accordance with R.O.C. law, an appropriation for legal reserve amounting to 10 percent of a company's net profit is required until the reserve equals the aggregate par value of such Taiwan company's issued capital stock. As of December 31, 2014 and 2015, the legal reserves of Hoshin GigaMedia Center Inc. ( Hoshin GigaMedia ) were \$3.0 million for each period. The reserve can only be used to offset a deficit or be distributed as a stock dividend of up to 50 percent of the reserve balance when the reserve balance has reached 50 percent of the aggregate paid-in capital of Hoshin GigaMedia.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 22. COMPREHENSIVE INCOME**

The accumulated balances for each classification of other comprehensive income are as follows:

(in US\$ thousands)	Foreign currency items	Unrealized gain on securities	Pension and post retirement benefit plans	Accumulated other comprehensive income (loss)
Balance at January 1, 2013	\$ (22,770)	\$ 14,406	\$ (15)	\$ (8,379)
Net current period change	(801)	6,437	15	5,651
Reclassification adjustments for gains reclassified into income	864	(1,739)		(875)
Balance at December 31, 2013	(22,707)	19,104		(3,603)
Net current period change	(176)	906		730
Reclassification adjustments for gains reclassified into income	7	(8,621)		(8,614)
Balance at December 31, 2014	(22,876)	11,389		(11,487)
Net current period change	(118)	8,553		8,435
Reclassification adjustments for gains reclassified into income	656	(19,939)		(19,283)
Balance at December 31, 2015	\$ (22,338)	\$ 3	\$	\$ (22,335)

There were no significant tax effects allocated to each component of other comprehensive income for the years ended December 31, 2013, 2014 and 2015.

**NOTE 23. SHARE-BASED COMPENSATION**

The following table summarizes the total stock-based compensation expense recognized in our consolidated statements of operations:

(in US\$ thousands)	2013	2014	2015
Cost of online game and service revenues	\$	\$	\$

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Product development & engineering expenses			
Selling and marketing expenses			
General and administrative expenses	219	21	65
Total stock-based compensation expense reported in continuing operations	\$ 219	\$ 21	\$ 65
Total stock-based compensation expense reported in discontinued operations, net of tax	\$	\$	\$

F-56

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

There were no significant capitalized stock-based compensation costs at December 31, 2014 and 2015. There was no recognized stock-based compensation tax benefit for the years ended December 31, 2014 and 2015, as our Company recognized a full valuation allowance on net deferred tax assets as of December 31, 2014 and 2015.

*(a) Overview of Stock-Based Compensation Plans*

***2002 Employee Share Option Plan***

At the June 2002 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2002 Employee Share Option Plan (the 2002 Plan ) under which up to three million common shares of our Company have been reserved for issuance. All employees, officers, directors, supervisors, advisors, and consultants of our Company are eligible to participate in the 2002 Plan. The 2002 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the exercise price for the option grants, the eligible individuals who are to receive option grants, the time or times when options grants are to be made, the number of shares subject to grant and the vesting schedule. The maximum contractual term for the options under the 2002 Plan is 10 years. This plan and all the grants have expired by the end of 2014.

***2004 Employee Share Option Plan***

At the June 2004 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2004 Employee Share Option Plan (the 2004 Plan ) under which up to 1.4 million common shares of our Company have been reserved for issuance. All employees, officers, directors, supervisors, advisors, and consultants of our Company are eligible to participate in the 2004 Plan. The 2004 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the exercise price for the option grants, the eligible individuals who are to receive option grants, the time or times when options grants are to be made, the number of shares subject to grant and the vesting schedule. The maximum contractual term for the options under the 2004 Plan is 10 years.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***2006 Equity Incentive Plan***

At the June 2006 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2006 Equity Incentive Plan (the 2006 Plan ) under which up to 200 thousand common shares of our Company have been reserved for issuance. The 2006 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2006 Plan. The maximum contractual term for the options under the 2006 Plan is 10 years.

***2007 Equity Incentive Plan***

At the June 2007 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2007 Equity Incentive Plan (the 2007 Plan ) under which up to 400 thousand common shares of our Company have been reserved for issuance. The 2007 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2007 Plan. The maximum contractual term for the options under the 2007 Plan is 10 years.

***2008 Equity Incentive Plan***

At the June 2008 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2008 Equity Incentive Plan (the 2008 Plan ) under which up to 200 thousand common shares of our Company have been reserved for issuance. The 2008 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2008 Plan. The maximum contractual term for the options under the 2008 Plan is 10 years.

***2008 Employee Share Purchase Plan***

At the June 2008 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2008 Employee Share Purchase Plan (the 2008 ESPP ) under which up to 40 thousand common shares of our Company were reserved for issuance. Any person who is regularly employed by our Company or our designated subsidiaries shall be eligible to participate in the 2008 ESPP. Pursuant to the 2008 ESPP, our Company would offer the shares to qualified employees on favorable terms. Employees are also subject to certain restrictions on the amount that may be invested to purchase the shares and to other terms and conditions of the 2008 ESPP. The 2008 ESPP is administered by a committee designated by the board of directors. As of December 31, 2015, no shares have been subscribed by qualified employees under the 2008 ESPP.



**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***2009 Equity Incentive Plan***

At the June 2009 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2009 Equity Incentive Plan (the 2009 Plan ) under which up to 300 thousand common shares of our Company have been reserved for issuance. The 2009 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2009 Plan. The maximum contractual term for the options under the 2009 Plan is 10 years.

***2009 Employee Share Purchase Plan***

At the June 2009 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2009 Employee Share Purchase Plan (the 2009 ESPP ) under which up to 40 thousand common shares of our Company have been reserved for issuance. To be eligible, employees must be regularly employed by us or our designated subsidiaries. Employees are also subject to certain restrictions on the amount that may be invested to purchase the shares and to other terms and conditions of the 2009 ESPP. The 2009 ESPP is administered by a committee designated by the board of directors. As of December 31, 2015, no shares have been issued to employees under the 2009 ESPP.

***2010 Equity Incentive Plan***

At the June 2010 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2010 Equity Incentive Plan (the 2010 Plan ) under which up to 200 thousand common shares of our Company have been reserved for issuance. The 2010 Plan is administered by a committee designated by the board of directors. The committee as plan administrator has complete discretion to determine the grant of awards under the 2010 Plan. The maximum contractual term for the options under the 2010 Plan is 10 years.

**Table of Contents**

GIGAMEDIA LIMITED AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***2010 Employee Share Purchase Plan***

At the June 2010 annual general meeting of shareholders, the shareholders of our Company approved the GigaMedia Limited 2010 Employee Share Purchase Plan (the 2010 ESPP ) under which up to 40 thousand common shares of our Company have been reserved for issuance. To be eligible, employees must be regularly employed by us or our designated subsidiaries. Employees are also subject to certain restrictions on the amount that may be invested to purchase the shares and to other terms and conditions of the 2010 ESPP. The 2010 ESPP is administered by a committee designated by the board of directors. As of December 31, 2015, no shares have been issued to employees under the 2010 ESPP.

F-60

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Summarized below are the general terms of our stock-based compensation plans, for which awards have been granted as of December 31, 2015.

Stock-Based compensation plan	Granted awards	Vesting schedule	Options exercise price	RSUs grant date fair value
2002 plan	600,000	immediately upon granting	(expired)	
2004 plan	1,575,037 <sup>(1)</sup>	immediately upon granting to four years	\$7.15~\$12.35	
2006 Plan	256,716 <sup>(2)</sup>	immediately upon granting to four years	\$3.85~\$83	\$14.55~\$80.05
2007 Plan	671,057 <sup>(3)</sup>	immediately upon granting to four years	\$4.9885~\$90.85	\$12.35~\$76.75
2008 Plan	200,000	immediately upon granting to six years	\$12.35~\$21.2	
2009 Plan	500,000 <sup>(4)</sup>	immediately upon granting to four years	\$4.775~\$12.35	
2010 Plan	440,000 <sup>(5)</sup>	three years	\$4.0505~\$5.7	

- (1) The granted awards, net of forfeited or canceled shares, were within reserved shares of 1,400 thousand common shares.
- (2) The granted awards, net of forfeited or canceled shares, were within reserved shares of 200 thousand common shares.
- (3) The granted awards, net of forfeited or canceled shares, were within reserved shares of 400 thousand common shares.
- (4) The granted awards, net of forfeited or canceled shares, were within reserved shares of 300 thousand common shares.
- (5) The granted awards, net of forfeited or canceled shares, were within reserved shares of 200 thousand common shares.

Options and Restricted Stock Units ( RSUs ) generally vest over the schedule described above. Certain RSUs provide for accelerated vesting if there is a change in control. All options and RSUs are expected to be settled by issuing new shares.

***(b) Options***

In 2013, 2014 and 2015, approximately 1 thousand, 907 thousand and 0 options were exercised, and cash received from the exercise of stock options was approximately \$2 thousand, \$3.6 million and \$0, respectively, which resulted in no significant tax benefit realized on a consolidated basis.

F-61

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Our Company uses the Black-Scholes option-pricing model to estimate the fair value of stock options granted to employees on the grant date. The following table summarizes the assumptions used in the model for options granted during 2014 and 2015:

	2014	2015
Option term (years)	5.9	5.75
Volatility	58.75%~59.27%	49.239%
Weighted-average volatility	59%	49%
Risk-free interest rate	1.968%~2.065%	1.506%
Dividend yield	0%	0%
Weighted-average fair value of option granted	\$3.41	\$1.80

Option term. The expected term of the options granted represents the period of time that they are expected to be outstanding. Our Company estimates the expected term of options granted based on historical experience with grants and option exercises.

Expected volatility rate. An analysis of historical volatility was used to develop the estimate of expected volatility.

Risk-free interest rate. The risk-free interest rate is based on yields of U.S. Treasury bonds for the expected term of the options.

Expected dividend yield. The dividend yield is based on our Company's current dividend yield.

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Option transactions during the last three years are summarized as follows:

	2013		2014		2015			
	Weighted Avg. Exercise Price	No. of Shares (in thousands)	Weighted Avg. Exercise Price	No. of Shares (in thousands)	Weighted Avg. Exercise Price	No. of Shares (in thousands)	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Balance at January 31	\$ 9.85	1,841	\$ 9.75	1,844	\$ 20.30	626		
Options granted	5.45	124	6.15	66	3.85	12		
Options exercised	3.95	(1)	3.95	(907)				
Options Forfeited / canceled / expired	6.40	(120)	5.65	(377)	5.31	(21)		
Balance at December 31	\$ 9.75	1,844	\$ 20.30	626	\$ 20.51	617	\$ 4.18	
Exercisable at December 31	\$ 10.80	1,514	\$ 23.35	519	\$ 21.28	586	\$ 3.95	
Vested and expected to vest at December 31	\$ 9.75	1,844	\$ 20.30	626	\$ 20.51	617	\$ 4.18	

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between GigaMedia's closing stock price on the last trading day of 2015 and the fair value of the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had they exercised their options on December 31, 2015. This amount changes based on the fair market value of GigaMedia's stock. The total intrinsic value of options exercised for the years ended December 31, 2013, 2014, and 2015 were \$1 thousand, \$1,855 thousand, and \$0, respectively.

As of December 31, 2015, there was approximately \$18 thousand of unrecognized compensation cost related to nonvested options. That cost is expected to be recognized over a period of 0.75 years.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The following table sets forth information about stock options outstanding at December 31, 2015:

Exercise price	Options outstanding		Option currently exercisable	
	No. of Shares (in thousands)	Weighted average contractual life remaining	Exercise price	No. of Shares (in thousands)
Under \$5	116	7.12 years	Under \$5	104
\$5~\$50	378	4.11 years	\$5~\$50	359
\$50~\$100	123	1.65 years	\$50~\$100	123
	617			586

**(c) RSUs**

The fair value of RSUs is determined and fixed on the grant date based on our stock price. No RSUs were granted during the years ended December 31, 2013, 2014 and 2015.

As of December 31 2014 and 2015, there was no unrecognized compensation cost related to nonvested RSUs. Our Company received no cash from employees as a result of employee stock award vesting and the forfeiture of RSUs during 2013, 2014 and 2015.

**NOTE 24. INCOME TAXES**

Income (loss) from continuing operations before income taxes by geographic location is as follows:

(in US\$ thousands )	2013	2014	2015
Taiwan operations	\$ (33,077)	\$ (13,158)	\$ (13,177)
Non-Taiwan operations	(1,605)	8,095	10,475
	\$ (34,682)	\$ (5,063)	\$ (2,702)





**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The components of income tax expense (benefit) from continuing operations by taxing jurisdiction are as follows:

( in US\$ thousands )	2013	2014	2015
<b>Taiwan:</b>			
Current	\$ (131)	\$ (74)	\$ (198)
Deferred	379		
	\$ 248	\$ (74)	\$ (198)
<b>Non-Taiwan:</b>			
Current	\$ (187)	\$ 1	\$
Deferred			(216)
	\$ (187)	\$ 1	\$ (216)
<b>Total current income tax benefit</b>	<b>\$ (318)</b>	<b>\$ (73)</b>	<b>\$ (198)</b>
<b>Total deferred income tax expense (benefit)</b>	<b>\$ 379</b>	<b>\$</b>	<b>\$ (216)</b>
<b>Total income tax expense (benefit)</b>	<b>\$ 61</b>	<b>\$ (73)</b>	<b>\$ (414)</b>

Our ultimate parent company is based in Singapore.

A reconciliation of our effective tax rate related to continuing operations to the statutory tax rate in Taiwan, where our major operations are based, is as follows:

	2013	2014	2015
Taiwan statutory rate, including taxes on income and retained earnings	23.85%	23.85%	23.85%
Foreign tax differential	(3.71%)	42.23%	183.28%
Tax-exempt income in foreign jurisdictions	3.12%	0.00%	2.71%
Non-deductible items - impairment charges on goodwill	(11.73%)	0.00%	0.00%
Non-deductible items - bad debts	0.00%	(5.16%)	(57.91%)
Other non-deductible expenses	0.00%	0.00%	(17.47%)
Changes in unrecognized tax benefits	(4.12%)	(3.15%)	6.84%

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Adjustment for prior year payable	0.54%	1.81%	0.00%
Change in valuation allowance	(8.83%)	(52.97%)	(130.14%)
Other	0.70%	(5.16%)	4.17%
Effective rate	(0.18%)	1.45%	15.33%

The expense (benefit) for income taxes attributable to discontinued operations was \$0 for each of the years ended December 31, 2013, 2014 and 2015, respectively.

F-65

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Significant components of our deferred tax assets consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Net operating loss carryforwards	\$ 5,895	\$ 8,475
Prepaid licensing and royalty fees	369	1,035
Investments		814
Intangible assets and goodwill	509	282
Share-based compensation	242	271
Property, plant and equipment	6	91
Other	126	57
	7,147	11,025
Less: valuation allowance	(7,147)	(11,025)
Deferred tax assets - net	\$	\$

As of December 31, 2014, \$0 of the net deferred tax assets were reported as current and included in other current assets on the balance sheet.

Significant components of our deferred tax liabilities consist of the following:

(in US\$ thousands)	December 31	
	2014	2015
Investment in affiliated companies, principally due to undistributed income	\$ 1,928	\$ 1,712

As of December 31, 2014, \$1.9 million of deferred tax liabilities were reported as non-current deferred tax liabilities and included in other liabilities.

Our Company applied the amendments in the ASU No. 2015-17 prospectively, effective January 1, 2015, and classified all deferred tax assets and liabilities as noncurrent accordingly. Prior periods were not retrospectively adjusted.



Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

A reconciliation of the beginning and ending amounts of our valuation allowance on deferred tax assets for the years ended December 31, 2013, 2014 and 2015 are as follows:

(in US\$ thousands)	2013	2014	2015
Balance at beginning of year	\$ 18,333	\$ 4,754	\$ 7,147
Subsequent utilization of valuation allowance	(7)		
Additions to valuation allowance	3,063	2,682	4,185
Divestitures	(16,616)		
Exchange differences	(19)	(289)	(307)
Balance at end of year	\$ 4,754	\$ 7,147	\$ 11,025

Under ROC Income Tax Acts, the tax loss carryforward in the preceding ten years would be deducted from income tax for Taiwan operations. The Statutory losses would be deducted from undistributed earnings tax and were not subject to expiration from Taiwan operations.

As of December 31, 2015, we had net operating loss carryforwards available to offset future income, shown below by major jurisdictions:

Jurisdiction	Amount	Expiring year
Hong Kong	12,092	indefinite
Taiwan	27,167	2020~2025
	39,259	

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**Unrecognized Tax Benefits**

A reconciliation of the beginning and ending amount of unrecognized tax benefits (excluding the effects of accrued interest) for the years 2013, 2014 and 2015 are as follows:

(in US\$ thousands)	2013	2014	2015
Balance at beginning of year	\$ 4,202	\$ 8,798	\$ 8,287
Current year increase (decrease)	4,173		
Increase (decrease) related to prior year tax positions	375		(185)
Settlement			(6,830)
Exchange differences	48	(511)	(69)
Balance at end of year	\$ 8,798	\$ 8,287	\$ 1,203

As of December 31, 2013, 2014 and 2015, there were \$8.8 million, \$8.3 million and \$1.2 million of unrecognized tax benefits that if recognized would affect the effective tax rate. As of December 31, 2013, 2014 and 2015, \$6.7 million, \$6.4 million and \$0 million of the total unrecognized tax benefit were presented as a reduction of a deferred tax asset that, if recognized, would be offset by a valuation allowance.

There were no interest and penalties related to income tax liabilities recognized for the years ended December 31, 2013, 2014 and 2015.

Our major tax paying components are all located in Taiwan. As of December 31, 2015, the income tax filings in Taiwan have been examined for the years through 2013, but we have filed appeals for the 2009, 2011, 2012 and 2013 tax filings.

In 2013, 2014 and 2015, our unrecognized tax benefits were related to amortization of goodwill and intangible assets resulting from the acquisition of FunTown in 2006. The income tax authority has made decisions on the amortization for our tax filings through 2013. We have filed appeals against the unfavorable parts of the decision regarding these amortization adjustments, pending further response from the tax authority.

The amount of unrecognized tax benefits may increase or decrease in the future for various reasons such as current year tax positions, expiration of statutes of limitations, litigation, legislative activity, or other changes in facts regarding realizability. Taiwanese entities are customarily examined by the tax authorities and it is reasonably possible that a future examination may result in positive or negative adjustment to our unrecognized tax benefit within the next 12 months.



**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

**NOTE 25. RELATED-PARTY TRANSACTIONS**

During 2014 and 2015, we have outsourced certain development of software to Double2 Network Technology Co., Ltd., an equity-method investee. The operating costs amounted to \$113 thousand and \$108 thousand for the years ended December 31, 2014 and 2015, respectively.

**NOTE 26. COMMITMENTS AND CONTINGENCIES****Commitments*****(a) Operating Leases***

We rent certain properties which are used as office premises under lease agreements that expire at various dates through 2017. The following table sets forth our future aggregate minimum lease payments required under these operating leases, as of December 31, 2015:

(in US\$ thousands)	Amount
2016	302
2017	53
	<b>\$ 355</b>

Rental expense for operating leases amounted to \$1.0 million, \$1.0 million and \$909 thousand for the years ended December 31, 2013, 2014 and 2015, respectively.



**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***(b) License Agreements***

We have contractual obligations under various license agreements to pay the licensors license fees and minimum guarantees against future royalties. The following table summarizes the committed license fees and minimum guarantees against future royalties set forth in our significant license agreements as of December 31, 2015.

(in US\$ thousands)	License fees	Minimum guarantees against future royalties	Total
<b>Minimum required payments:</b>			
In 2016	\$	\$ 1,500	\$ 1,500
After 2016	5,000		5,000
	\$ 5,000	\$ 1,500	\$ 6,500

The initial minimum guarantees against future royalties and license fees are not required to be paid until the licensed games are commercially released or until certain milestones are achieved, as stipulated in the individual license agreements. The remaining minimum guarantees are generally required to be paid within three years subsequent to the commercial release dates of the licensed games.

**Contingencies**

We are subject to legal proceedings and claims that arise in the normal course of business. Currently there are no outstanding claims or litigations against us.

**NOTE 27. SEGMENT, PRODUCT, GEOGRAPHIC AND OTHER INFORMATION**

We currently have two operating segments: an Asian online game and service business segment, and a cloud service business segment. The Asian online game and service business segment mainly derives its revenues from recognizing the usage of game playing time or in-game items by the end-users. The cloud service business segment mainly derives its revenues from providing cloud products and services to medium-to-larger enterprises as well as public sectors.

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

Financial information for each operating segment was as follows for the years ended December 31, 2013, 2014, and 2015:

(in US\$ thousands)	Asian online game and service	Cloud service business	Total
<b>2013:</b>			
Net revenue from external customers	\$ 14,106	\$ 926	\$ 15,032
Loss from operations	\$ (33,677)	\$ (1,218)	\$ (34,895)
Share-based compensation	\$ (225)	\$ 69	\$ (156)
Impairment loss on intangible assets	\$ 13,251	\$	\$ 13,251
Impairment loss on prepaid licensing and royalty fees	\$ 2,752	\$	\$ 2,752
Impairment loss on goodwill	\$ 17,054	\$	\$ 17,054
Interest income	\$ 9	\$	\$ 9
Interest expense	\$ 8	\$	\$ 8
Gain on sales of marketable securities	\$ 1,739	\$	\$ 1,739
Foreign exchange gain	\$ 236	\$	\$ 236
Gain on equity method investments - net	\$ 526	\$	\$ 526
Depreciation	\$ 336	\$ 8	\$ 344
	\$ 1,862	\$ 42	\$ 1,904

Amortization, including  
intangible assets

Income tax expense	\$	150	\$	78	\$	228
--------------------	----	-----	----	----	----	-----

F-71

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(in US\$ thousands)	Asian online game and service	Cloud service business	Total
<b>2014:</b>			
Net revenue from external customers	\$ 8,199	\$ 1,580	\$ 9,779
Loss from operations	\$ (8,639)	\$ (1,510)	\$ (10,149)
Share-based compensation	\$ 93	\$ 7	\$ 100
Impairment loss on property, plant and equipment	\$	\$ 28	\$ 28
Impairment loss on intangible assets	\$	\$ 115	\$ 115
Impairment loss on prepaid licensing and royalty fees	\$ 1,259	\$	\$ 1,259
Interest income	\$ 31	\$	\$ 31
Interest expense	\$ 243	\$	\$ 243
Gain on sales of marketable securities - net	\$ 8,792	\$	\$ 8,792
Foreign exchange gain (loss)	\$ (306)	\$	\$ (306)
Gain (loss) on equity method investments - net	\$ (531)	\$	\$ (531)
Depreciation	\$ 239	\$ 28	\$ 267
Amortization, including intangible assets	\$ 1,124	\$ 71	\$ 1,195
Income tax expense (benefits)	\$ (92)	\$	\$ (92)

Table of Contents

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(in US\$ thousands)	Asian online game and service	Cloud service business	Total
<b>2015:</b>			
Net revenue from external customers	\$ 8,545	\$ 1,706	\$ 10,251
Loss from operations	\$ (12,735)	\$ (1,240)	\$ (13,975)
Share-based compensation	\$ 6	\$ (23)	\$ (17)
Impairment loss on property, plant and equipment	\$	\$ 60	\$ 60
Impairment loss on intangible assets	\$	\$ 5	\$ 5
Impairment loss on prepaid licensing and royalty fees	\$ 4,187	\$	\$ 4,187
Interest income	\$ 12	\$	\$ 12
Interest expense	\$ 128	\$ 1	\$ 129
Gain on sales of marketable securities - net	\$ 19,939	\$	\$ 19,939
Foreign exchange gain (loss)	\$ (145)	\$	\$ (145)
Gain (loss) on equity method investments - net	\$ (600)	\$	\$ (600)
Impairment loss on marketable securities and investments	\$ 1,290	\$	\$ 1,290
Depreciation	\$ 233	\$ 40	\$ 273
Amortization, including intangible assets	\$ 212	\$ 32	\$ 244
Income tax expense (benefits)	\$ (14)	\$	\$ (14)

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

The reconciliations of segment information to GigaMedia's consolidated totals are as follows:

(in US\$ thousands)	2013	2014	2015
<b>Loss from operations:</b>			
Total segments	\$ (34,895)	\$ (10,149)	\$ (13,975)
Adjustment*	(3,592)	(3,324)	(6,020)
Total GigaMedia consolidated	\$ (38,487)	\$ (13,473)	\$ (19,995)
<b>Share-based compensation</b>			
Total segments	\$ (156)	\$ 100	\$ (17)
Adjustment*	375	(79)	82
Total GigaMedia consolidated	\$ 219	\$ 21	\$ 65
<b>Impairment loss on property, plant and equipment:</b>			
Total segments	\$	\$ 28	\$ 60
Adjustment*			
Total GigaMedia consolidated	\$	\$ 28	\$ 60
<b>Impairment loss on intangible assets:</b>			
Total segments	\$ 13,251	\$ 115	\$ 5
Adjustment*			
Total GigaMedia consolidated	\$ 13,251	\$ 115	\$ 5
<b>Impairment loss on prepaid licensing and royalty fees:</b>			
Total segments	\$ 2,752	\$ 1,259	\$ 4,187
Adjustment*			
Total GigaMedia consolidated	\$ 2,752	\$ 1,259	\$ 4,187
<b>Interest income:</b>			
Total segments	\$ 9	\$ 31	\$ 12
Adjustment*	229	651	321

Edgar Filing: GIGAMEDIA Ltd - Form 20-F

Total GigaMedia consolidated	\$	238	\$	682	\$	333
------------------------------	----	-----	----	-----	----	-----

**Interest expense:**

Total segments	\$	8	\$	243	\$	129
----------------	----	---	----	-----	----	-----

Adjustment*		41				53
-------------	--	----	--	--	--	----

Total GigaMedia consolidated	\$	49	\$	243	\$	182
------------------------------	----	----	----	-----	----	-----

**Gain (loss) on sales of marketable securities - net:**

Total segments	\$	1,739	\$	8,792	\$	19,939
----------------	----	-------	----	-------	----	--------

Adjustments*				(171)		
--------------	--	--	--	-------	--	--

Total GigaMedia consolidated	\$	1,739	\$	8,621	\$	19,939
------------------------------	----	-------	----	-------	----	--------

**Foreign exchange gain (loss):**

Total segments	\$	236	\$	(306)	\$	(145)
----------------	----	-----	----	-------	----	-------

Adjustments*		(191)		(250)		(252)
--------------	--	-------	--	-------	--	-------

Total GigaMedia consolidated	\$	45	\$	(556)	\$	(397)
------------------------------	----	----	----	-------	----	-------

F-74

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

(in US\$ thousands)	2013	2014	2015
<b>Gain (loss) on equity method investments - net:</b>			
Total segments	\$ 526	\$ (531)	\$ (600)
Adjustment*			
Total GigaMedia consolidated	\$ 526	\$ (531)	\$ (600)
<b>Impairment loss on marketable securities and investments:</b>			
Total segments	\$	\$	\$ 1,290
Adjustment*			
Total GigaMedia consolidated	\$	\$	\$ 1,290
<b>Depreciation:</b>			
Total segments	\$ 344	\$ 267	\$ 273
Adjustments*	64	39	21
Total GigaMedia consolidated	\$ 408	\$ 306	\$ 294
<b>Amortization:</b>			
Total segments	\$ 1,904	\$ 1,195	\$ 244
Adjustments*	3	16	1
Total GigaMedia consolidated	\$ 1,907	\$ 1,211	\$ 245
<b>Income tax expense (benefit):</b>			
Total segments	\$ 228	\$ (92)	\$ (14)
Adjustments*	(167)	19	(400)
Total GigaMedia consolidated	\$ 61	\$ (73)	\$ (414)

\* Adjustment items include corporate and certain back-office costs and expenses not attributable to any specific segment. As of December 31, 2013, 2014 and 2015, the compensation related was approximately \$2.1 million, \$1.7 million and \$1.3 million, respectively; professional fees was approximately \$125 thousand, \$174 thousand and \$587 thousand, respectively. The termination charge of proposed acquisition of \$2.0 million in 2015 is also included in the adjustments.



F-75

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Major Product Lines***

Revenues from the Company's major product lines are summarized as follow:

(in US\$ thousands)	2013	2014	2015
MahJong and casino casual games	\$ 7,065	\$ 4,301	\$ 3,113
PC massively multiplayer online games	6,968	1,908	1,670
Mobile role playing games		1,914	2,807
Other games and game related revenues	73	76	955
Cloud computing services	926	1,580	1,706
	\$ 15,032	\$ 9,779	\$ 10,251

***Major Customers***

No single customer represented 10 percent or more of GigaMedia's consolidated total net revenues in any period presented.

**Table of Contents**

## GIGAMEDIA LIMITED AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## YEARS ENDED DECEMBER 31, 2013, 2014 AND 2015

***Geographic Information***

Revenues by geographic area are attributed by country of the server location. Revenue from by geographic region is as follows:

(in US\$ thousands)				
Geographic region / country	2013	2014	2015	
Taiwan	\$ 11,793	\$ 7,413	\$ 6,889	
Hong Kong	3,239	2,366	3,362	
	\$ 15,032	\$ 9,779	\$ 10,251	

Net tangible long-lived assets by geographic region are as follows:

(in US\$ thousands)		December 31,		
Geographic region / country	2013	2014	2015	
Taiwan	\$ 1,657	\$ 1,641	\$ 1,320	
Hong Kong	20	22	71	
	\$ 1,677	\$ 1,663	\$ 1,391	

**NOTE 28. SUBSEQUENT EVENTS*****Divestiture of PerfectPairs***

In January 2016, we disposed of PerfectPairs Gaming Co., Ltd. ( PerfectPairs ), a Taiwan-based subsidiary of our Asian online game and service business operations, by selling 100% of PerfectPairs shares to two Taiwanese individuals unrelated to our Group for total cash considerations approximating \$746 thousand. Upon the disposal, we deconsolidated PerfectPairs and recognized a disposal gain of approximately \$797 thousand in 2016.

***Disposal of Owned Office Premises***

In January 2016, we entered into disposal agreements to sell certain office premises which were not used for our principal business to several counterparties unrelated to our Group, for total cash considerations approximating \$1.8 million. The closing of the disposals occurred in March 2016. Upon the closing, we recognized disposal gains of approximately \$673 thousand.

F-77