



# **SK Holdings Co., Ltd. and its subsidiaries**

Interim condensed consolidated financial statements  
for the six months ended June 30, 2019 and 2018  
with the independent auditor's review report

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Report on review of interim condensed consolidated financial statements

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## **Report on review of interim condensed consolidated financial statements**

### **The Shareholders and Board of Directors SK Holdings Co., Ltd.**

We have reviewed the accompanying interim condensed consolidated financial statements of SK Holdings Co., Ltd. (the “Company”) and its subsidiaries (collectively, the “Group”), which comprise the interim condensed consolidated statement of financial position as of June 30, 2019, and the interim condensed consolidated statements of comprehensive income for the three-month and six-month periods ended June 30, 2019 and 2018, interim condensed consolidated statements of changes in equity and interim condensed consolidated statements of cash flows for the six-month periods then ended, and a summary of significant accounting policies and other explanatory information.

### **Management’s responsibility for the interim condensed consolidated financial statements**

Management is responsible for the preparation and fair presentation of these interim condensed consolidated financial statements in accordance with Korean International Financial Reporting Standards (KIFRS) 1034 *Interim Financial Reporting*, and for such internal control as management determines is necessary to enable the preparation of the interim condensed consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors’ responsibility**

Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

We conducted our review in accordance with the review standards for interim financial statements in the Republic of Korea. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Korean Auditing Standards (KGAAS). Consequently, it does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not presented fairly, in all material respects, in accordance with KIFRS 1034 *Interim Financial Reporting*.

**Other matter**

We have audited the consolidated statement of financial position of the Group as of December 31, 2018, and the related consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended in accordance with KGAAS (not presented herein), and our report dated March 12, 2019 expressed an unqualified opinion thereon. The accompanying consolidated statement of financial position as of December 31, 2018, presented for comparative purposes, is not different, in all material respects, from the above audited consolidated statement of financial position.



August 14, 2019

This review report is effective as of August 14, 2019, the independent auditor's review report date. Accordingly, certain material subsequent events or circumstances may have occurred during the period from the independent auditor's review report date to the time this review report is used. Such events and circumstances could significantly affect the accompanying interim condensed consolidated financial statements and may result in modification to this review report.

# **SK Holdings Co., Ltd. and its subsidiaries**

Interim condensed consolidated financial statements  
for the six months ended June 30, 2019 and 2018

“The accompanying interim condensed consolidated financial statements, including all footnote disclosures, have been prepared by, and are the responsibility of the Group”

Tae-won Chey and Dong-Hyun Jang  
Chief Executive Officers  
SK Holdings Co., Ltd.

**SK Holdings Co., Ltd. and its subsidiaries**  
**Interim condensed consolidated statements of financial position**  
**as of June 30, 2019 and December 31, 2018**

(Korean won in millions and U.S. dollar in thousands)

	Notes	Korean won		Translation into U.S. dollar (Note 2)	
		June 30, 2019 (Unaudited)	December 31, 2018	June 30, 2019 (Unaudited)	December 31, 2018
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	5	₩ 7,691,572	₩ 6,783,035	\$ 6,649,008	\$ 5,863,619
Short-term financial instruments	5, 32	4,204,854	4,218,107	3,634,901	3,646,358
Trade receivables, net	5, 6, 27, 32, 34	10,823,180	10,844,124	9,356,138	9,374,243
Other receivables	5, 27, 31, 34	1,913,747	1,932,335	1,654,346	1,670,414
Inventories, net	7, 32	9,148,954	8,992,740	7,908,847	7,773,807
Short-term investment securities	5, 8, 32, 34	84,291	197,717	72,866	170,917
Other current assets	5, 18, 19, 34	4,265,472	3,872,992	3,687,303	3,348,022
Assets held for sale	29	293,673	287,347	253,867	248,398
Total current assets		<u>38,425,743</u>	<u>37,128,397</u>	<u>33,217,276</u>	<u>32,095,778</u>
Non-current assets:					
Long-term financial instruments	5, 32	7,593	12,549	6,564	10,848
Long-term trade receivables, net	5, 6, 34	16,250	11,373	14,047	9,831
Long-term other receivables	5, 31, 34	331,412	313,213	286,490	270,758
Long-term investment securities	5, 8, 32, 34	2,294,210	2,217,401	1,983,238	1,916,840
Investments in associates and joint ventures	9, 32	21,688,700	19,218,345	18,748,876	16,613,369
Property, plant and equipment, net	10, 32	41,455,188	39,715,921	35,836,089	34,332,573
Right-of-use assets, net	11	3,407,784	-	2,945,871	-
Investment property, net	12, 32	503,819	503,966	435,528	435,655
Goodwill	13	2,594,690	2,379,526	2,242,989	2,056,990
Intangible assets, net	14	13,450,477	13,811,199	11,627,314	11,939,142
Deferred tax assets		698,422	694,690	603,753	600,527
Other non-current assets	5, 18, 19, 27, 34	3,651,267	3,450,411	3,156,351	2,982,720
Total non-current assets		<u>90,099,812</u>	<u>82,328,594</u>	<u>77,887,110</u>	<u>71,169,255</u>
<b>Total assets</b>		<u><b>₩ 128,525,555</b></u>	<u><b>₩ 119,456,991</b></u>	<u><b>\$ 111,104,386</b></u>	<u><b>\$ 103,265,033</b></u>
<b>Liabilities and equity</b>					
<b>Liabilities</b>					
Current liabilities:					
Short-term borrowings	5, 15, 34	₩ 4,213,690	₩ 3,426,330	\$ 3,642,540	\$ 2,961,904
Trade payables	5, 27, 34	8,936,241	9,028,488	7,724,966	7,804,710
Other payables	5, 27, 34	3,576,489	3,468,375	3,091,709	2,998,249
Provisions	16	312,108	352,225	269,803	304,482
Current portion of long-term debt	5, 15, 34	6,230,761	5,024,863	5,386,204	4,343,761
Other current liabilities	5, 18, 19	8,654,817	8,603,819	7,481,688	7,437,603
Liabilities held for sale	29	94,378	103,732	81,585	89,672
Total current liabilities		<u>32,018,484</u>	<u>30,007,832</u>	<u>27,678,495</u>	<u>25,940,381</u>
Non-current liabilities:					
Bonds payable and long-term borrowings	5, 15, 34	31,165,175	28,890,533	26,940,850	24,974,527
Long-term other payables	5, 34	1,576,659	2,011,424	1,362,949	1,738,783
Defined benefit liabilities	17	637,598	420,227	551,174	363,267
Provisions	16	254,836	276,937	220,294	239,399
Deferred tax liabilities		5,548,903	5,491,052	4,796,770	4,746,760
Other non-current liabilities	5, 18, 19, 27, 34	3,900,561	1,471,114	3,371,853	1,271,709
Total non-current liabilities		<u>43,083,732</u>	<u>38,561,287</u>	<u>37,243,890</u>	<u>33,334,445</u>
Total liabilities		<u>75,102,216</u>	<u>68,569,119</u>	<u>64,922,385</u>	<u>59,274,826</u>
<b>Equity</b>					
Equity attributable to owners of the parent:					
Issued capital	1, 20	15,385	15,385	13,300	13,300
Other paid-in capital	20	5,012,792	4,631,955	4,333,326	4,004,110
Retained earnings	20	12,523,798	12,217,319	10,826,243	10,561,306
Other components of equity	20	48,135	(237,143)	41,610	(204,999)
Total equity attributable to owner of the parent		<u>17,600,110</u>	<u>16,627,516</u>	<u>15,214,479</u>	<u>14,373,717</u>
Non-controlling interests		35,823,229	34,260,356	30,967,522	29,616,490
Total equity		<u>53,423,339</u>	<u>50,887,872</u>	<u>46,182,001</u>	<u>43,990,207</u>
<b>Total liabilities and equity</b>		<u><b>₩ 128,525,555</b></u>	<u><b>₩ 119,456,991</b></u>	<u><b>\$ 111,104,386</b></u>	<u><b>\$ 103,265,033</b></u>

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

**SK Holdings Co., Ltd. and its subsidiaries**  
**Interim condensed consolidated statements of comprehensive income**  
**for the three months and six months ended June 30, 2019 and 2018**

(Korean won in millions, except for earnings per share)

	Notes	Korean won			
		June 30, 2019 (unaudited)		June 30, 2018 (unaudited)	
		Three months	Six months	Three months	Six months
<b>Sales</b>	4, 27	₩ 25,147,551	₩ 50,696,860	₩ 24,567,865	₩ 48,577,181
<b>Cost of sales</b>	24, 27	22,763,499	45,872,576	21,757,549	43,107,231
<b>Gross profit</b>		<b>2,384,052</b>	<b>4,824,284</b>	<b>2,810,316</b>	<b>5,469,950</b>
Selling and administrative expenses	21, 24, 27	1,219,219	2,374,030	1,197,303	2,313,058
<b>Operating income</b>	4	<b>1,164,833</b>	<b>2,450,254</b>	<b>1,613,013</b>	<b>3,156,892</b>
Finance income	22	915,574	2,056,592	887,666	1,430,612
Finance costs	22	1,325,353	2,772,054	1,223,429	1,957,062
Gain on investments in associates and joint ventures, net	9	197,368	451,870	1,034,706	1,702,748
Other non-operating income	23	83,288	227,540	137,919	287,727
Other non-operating expenses	23	161,958	243,571	254,531	413,983
<b>Profit from continuing operations before income tax expense</b>	4	<b>873,752</b>	<b>2,170,631</b>	<b>2,195,344</b>	<b>4,206,934</b>
<b>Income tax expense from continuing operations</b>	25	<b>390,175</b>	<b>700,877</b>	<b>621,967</b>	<b>1,214,219</b>
<b>Profit for the period from continuing operations</b>	4	<b>483,577</b>	<b>1,469,754</b>	<b>1,573,377</b>	<b>2,992,715</b>
<b>Gain (loss) from discontinued operation</b>	28	<b>1,332</b>	<b>(3,388)</b>	<b>11,552</b>	<b>147,556</b>
<b>Profit for the period</b>		<b>₩ 484,909</b>	<b>₩ 1,466,366</b>	<b>₩ 1,584,929</b>	<b>₩ 3,140,271</b>
Attributable to:					
Owners of the parent		117,402	577,803	531,361	1,192,500
Non-controlling interests		367,507	888,563	1,053,568	1,947,771
<b>Other comprehensive income (loss):</b>					
Items that will not be reclassified to profit or loss in subsequent periods (net of tax):					
Remeasurement loss on defined benefit plans		(28,388)	(81,429)	(20,000)	(59,132)
Net loss on valuation of financial assets at FVOCI		(19,822)	(22,223)	(10,084)	(55,365)
Items that may be reclassified to profit or loss in subsequent periods (net of tax):					
Equity adjustments of investments in associates and joint ventures		30,165	154,166	159,341	226,050
Gain (loss) on valuation of derivative financial instruments		11,440	16,831	1,415	(2,333)
Net gain on translation of foreign operations		183,509	366,071	265,595	331,486
Net gain (loss) on translation to the presentation currency		-	-	8,114	(3,422)
		176,904	433,416	404,381	437,284
<b>Total comprehensive income for the period</b>		<b>₩ 661,813</b>	<b>₩ 1,899,782</b>	<b>₩ 1,989,310</b>	<b>₩ 3,577,555</b>
Attributable to:					
Owners of the parent		228,751	815,812	809,763	1,476,813
Non-controlling interests		433,062	1,083,970	1,179,547	2,100,742
<b>Earnings per share (Korean won and U.S. dollar):</b>	26				
Basic earnings per share		₩ 2,083	₩ 10,320	₩ 9,498	₩ 21,331
Basic earnings per share from continuing operations		2,073	10,345	9,131	18,538

(Continued)

**SK Holdings Co., Ltd. and its subsidiaries**  
**Interim condensed consolidated statements of comprehensive income**  
**for the three months six months ended June 30, 2019 and 2018 (cont'd)**  
(U.S. dollar in thousands, except for earnings per share)

	Notes	Translation into U.S. dollar (Note 2)			
		June 30, 2019		June 30, 2018	
		Three months	Six months	Three months	Six months
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>Sales</b>	4, 27	\$ 21,738,893	\$ 43,825,086	\$ 21,237,781	\$ 41,992,722
<b>Cost of sales</b>	24, 27	19,677,990	39,654,716	18,808,393	37,264,204
<b>Gross profit</b>		<b>2,060,903</b>	<b>4,170,370</b>	<b>2,429,388</b>	<b>4,728,518</b>
Selling and administrative expenses	21, 24, 27	1,053,958	2,052,239	1,035,013	1,999,531
<b>Operating income</b>	4	<b>1,006,945</b>	<b>2,118,131</b>	<b>1,394,375</b>	<b>2,728,987</b>
Finance income	22	791,471	1,777,828	767,346	1,236,698
Finance costs	22	1,145,706	2,396,312	1,057,598	1,691,789
Gain on investments in associates and joint ventures, net	9	170,615	390,621	894,455	1,471,947
Other non-operating income	23	71,999	196,698	119,225	248,727
Other non-operating expenses	23	140,005	210,556	220,030	357,869
<b>Profit from continuing operations before income tax expense</b>	4	<b>755,319</b>	<b>1,876,410</b>	<b>1,897,773</b>	<b>3,636,701</b>
<b>Income tax expense from continuing operations</b>	25	<b>337,288</b>	<b>605,876</b>	<b>537,662</b>	<b>1,049,638</b>
<b>Profit for the period from continuing operations</b>	4	<b>418,031</b>	<b>1,270,534</b>	<b>1,360,111</b>	<b>2,587,063</b>
<b>Gain (loss) from discontinued operation</b>	28	<b>1,151</b>	<b>(2,929)</b>	<b>9,986</b>	<b>127,556</b>
<b>Profit for the period</b>		<b>\$ 419,182</b>	<b>\$ 1,267,605</b>	<b>\$ 1,370,097</b>	<b>\$ 2,714,619</b>
Attributable to:					
Owners of the parent		101,489	499,484	459,337	1,030,861
Non-controlling interests		317,693	768,121	910,760	1,683,758
<b>Other comprehensive income (loss):</b>					
Items that will not be reclassified to profit or loss in subsequent periods (net of tax):					
Remeasurement loss on defined benefit plans		(24,540)	(70,392)	(17,289)	(51,116)
Net loss on valuation of financial assets at FVOCI		(17,135)	(19,211)	(8,717)	(47,861)
Items that may be reclassified to profit or loss in subsequent periods (net of tax):					
Equity adjustments of investments in associates and joint ventures		26,076	133,270	137,743	195,410
Gain (loss) on valuation of derivative financial instruments		9,889	14,550	1,223	(2,017)
Net gain on translation of foreign operations		158,635	316,451	229,595	286,554
Net gain (loss) on translation to the presentation currency		-	-	7,014	(2,958)
		152,925	374,668	349,569	378,012
<b>Total comprehensive income for the period</b>		<b>\$ 572,107</b>	<b>\$ 1,642,273</b>	<b>\$ 1,719,666</b>	<b>\$ 3,092,631</b>
Attributable to:					
Owners of the parent		197,745	705,232	700,003	1,276,636
Non-controlling interests		374,362	937,041	1,019,663	1,815,995
<b>Earnings per share (Korean won and U.S. dollar):</b>	26				
Basic earnings per share		\$ 1.80	\$ 8.92	\$ 8.21	\$ 18.44
Basic earnings per share from continuing operations		1.79	8.94	7.89	16.03

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



**SK Holdings Co., Ltd. and its subsidiaries**  
**Interim condensed consolidated statements of changes in equity**  
**for the six months ended June 30, 2019 and 2018**  
(Korean won in millions)

	Issued capital	Other paid-in capital	Retained earnings	Other components of equity	Total equity attributable to owners of the parent	Non-controlling interests	Total equity
<b>As of January 1, 2018</b>	₩ 15,385	₩ 4,112,475	₩ 9,837,619	₩ (305,397)	₩ 13,660,082	₩ 32,096,338	₩ 45,756,420
<b>Effect of changes in accounting policies</b>							
<b>As of January 1, 2018 (Restated)</b>	₩ 15,385	₩ 4,112,475	₩ 10,339,874	₩ (346,168)	₩ 14,121,566	₩ 33,368,362	₩ 47,489,928
Total comprehensive income:							
Profit for the period	-	-	1,192,500	-	1,192,500	1,947,771	3,140,271
Remeasurement loss on defined benefit plans	-	-	(28,659)	-	(28,659)	(30,473)	(59,132)
Net loss on valuation of financial instruments at FVOCI	-	-	-	(19,473)	(19,473)	(35,892)	(55,365)
Equity adjustments of investments in associates and joint ventures	-	-	-	165,168	165,168	60,882	226,050
Gain (loss) on valuation of derivative financial instrument	-	-	-	686	686	(3,019)	(2,333)
Net gain on translation of foreign operations	-	-	-	172,676	172,676	158,810	331,486
Net gain (loss) on translation to the presentation currency	-	-	-	(6,085)	(6,085)	2,663	(3,422)
Transaction with shareholders:							
Dividends	-	-	(225,583)	-	(225,583)	(989,719)	(1,215,302)
Consolidated capital transaction	-	(34,430)	-	-	(34,430)	(703,111)	(737,541)
Changes in the scope of consolidation	-	-	-	-	-	(3,944)	(3,944)
Others	-	(4,857)	(1,451)	-	(6,308)	10,835	4,527
<b>As of June 30, 2018 (Unaudited)</b>	₩ 15,385	₩ 4,073,188	₩ 11,276,681	₩ (33,196)	₩ 15,332,058	₩ 33,783,165	₩ 49,115,223
<b>As of January 1, 2019</b>	₩ 15,385	₩ 4,631,955	₩ 12,217,319	₩ (237,143)	₩ 16,627,516	₩ 34,260,356	₩ 50,887,872
<b>Effect of changes in accounting policies</b>							
<b>As of January 1, 2019 (Restated)</b>	₩ 15,385	₩ 4,631,955	₩ 12,212,220	₩ (237,143)	₩ 16,622,417	₩ 34,238,242	₩ 50,860,659
Total comprehensive income:							
Profit for the period	-	-	577,803	-	577,803	888,563	1,466,366
Remeasurement loss on defined benefit plans	-	-	(47,269)	-	(47,269)	(34,160)	(81,429)
Net loss on valuation of financial instruments at FVOCI	-	-	-	(14,484)	(14,484)	(7,739)	(22,223)
Equity adjustments of investments in associates and joint ventures	-	-	-	82,837	82,837	71,329	154,166
Gain (loss) on valuation of derivative financial instrument	-	-	-	(1,098)	(1,098)	17,929	16,831
Net gain on translation of foreign operations	-	-	-	218,023	218,023	148,048	366,071
Transaction with shareholders:							
Dividends	-	-	(225,583)	-	(225,583)	(1,257,050)	(1,482,633)
Consolidated capital transaction	-	381,715	(15,099)	-	366,616	1,377,694	1,744,310
Changes in the scope of consolidation	-	-	-	-	-	367,341	367,341
Others	-	(876)	21,726	-	20,848	13,032	33,880
<b>As of June 30, 2019 (Unaudited)</b>	₩ 15,385	₩ 5,012,792	₩ 12,523,798	₩ 48,135	₩ 17,600,110	₩ 35,823,229	₩ 53,423,339

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**SK Holdings Co., Ltd. and its subsidiaries**  
**Interim condensed consolidated statements of changes in equity**  
**for the six months ended June 30, 2019 and 2018 (cont'd)**  
(U.S. dollar in thousands)

	Issued capital	Other paid-in capital	Retained earnings	Other components of equity	Total equity attributable to owners of the parent	Non-controlling interests	Total equity
<b>As of January 1, 2018</b>	\$ 13,300	\$ 3,555,044	\$ 8,504,166	\$ (264,002)	\$ 11,808,508	\$ 27,745,797	\$ 39,554,305
<b>Effect of changes in accounting policies</b>							
<b>As of January 1, 2018 (Restated)</b>	\$ 13,300	\$ 3,555,044	\$ 8,938,342	\$ (299,246)	\$ 12,207,440	\$ 28,345,402	\$ 41,052,842
Total comprehensive income:							
Profit for the period	-	-	1,030,861	-	1,030,861	1,683,758	2,714,619
Remeasurement loss on defined benefit plans	-	-	(24,774)	-	(24,774)	(26,342)	(51,116)
Net loss on valuation of financial instruments at FVOCI	-	-	-	(16,834)	(16,834)	(31,027)	(47,861)
Equity adjustments of investments in associates and joint ventures	-	-	-	142,780	142,780	52,630	195,410
Gain (loss) on valuation of derivative financial instrument:	-	-	-	593	593	(2,010)	(2,017)
Net gain on translation of foreign operations	-	-	-	149,270	149,270	137,284	286,554
Net gain (loss) on translation to the presentation currency	-	-	-	(5,260)	(5,260)	2,302	(2,958)
Transaction with shareholders:							
Dividends	-	-	(195,006)	-	(195,006)	(855,566)	(1,050,572)
Consolidated capital transaction	-	(29,763)	-	-	(29,763)	(607,807)	(637,570)
Changes in the scope of consolidation	-	(4,199)	(1,254)	-	(5,453)	(3,409)	(3,409)
Others	-	-	-	-	-	9,366	3,913
<b>As of June 30, 2018 (Unaudited)</b>	\$ 13,300	\$ 3,521,082	\$ 9,748,169	\$ (28,697)	\$ 13,253,854	\$ 29,203,981	\$ 42,457,855
<b>As of January 1, 2019</b>	\$ 13,300	\$ 4,004,110	\$ 10,561,306	\$ (204,999)	\$ 14,373,717	\$ 29,616,490	\$ 43,990,207
<b>Effect of changes in accounting policies</b>							
<b>As of January 1, 2019 (Restated)</b>	\$ 13,300	\$ 4,004,110	\$ 10,556,898	\$ (204,999)	\$ 14,369,309	\$ 29,597,373	\$ 43,966,682
Total comprehensive income:							
Profit for the period	-	-	499,484	-	499,484	768,121	1,267,605
Remeasurement loss on defined benefit plans	-	-	(40,862)	-	(40,862)	(29,530)	(70,392)
Net loss on valuation of financial instruments at FVOCI	-	-	-	(12,521)	(12,521)	(6,690)	(19,211)
Equity adjustments of investments in associates and joint ventures	-	-	-	71,609	71,609	61,661	133,270
Gain (loss) on valuation of derivative financial instrument:							
Net gain on translation of foreign operations	-	-	-	(949)	(949)	15,499	14,550
Transaction with shareholders:							
Dividends	-	-	(195,006)	-	(195,006)	(1,086,661)	(1,281,667)
Consolidated capital transaction	-	329,975	(13,052)	-	316,923	1,190,953	1,507,876
Changes in the scope of consolidation	-	-	-	-	-	317,549	317,549
Others	-	(759)	18,781	-	18,022	11,266	29,288
<b>As of June 30, 2019 (Unaudited)</b>	\$ 13,300	\$ 4,333,326	\$ 10,826,243	\$ 41,610	\$ 15,214,479	\$ 30,967,522	\$ 46,182,001

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

**SK Holdings Co., Ltd. and its subsidiaries**  
**Interim condensed consolidated statements of cash flows**  
**for the six months ended June 30, 2019 and 2018**

(Korean won in millions and U.S. dollar in thousands)

		For the six months ended June 30			
		Korean won		Translation into U.S. dollar (Note 2)	
Notes		2019 (Unaudited)	2018 (Unaudited)	2019 (Unaudited)	2018 (Unaudited)
<b>Cash flows from operating activities:</b>					
		₩ 1,466,366	₩ 3,140,271	\$ 1,267,605	\$ 2,714,619
	30	4,485,834	3,108,949	3,877,796	2,687,542
	30	(1,247,203)	(1,628,557)	(1,078,149)	(1,407,812)
		120,142	111,236	103,857	96,158
		(714,021)	(596,794)	(617,238)	(515,901)
		314,228	211,027	271,636	182,423
		(788,461)	(932,628)	(681,588)	(806,214)
<b>Net cash provided by operating activities</b>		<b>3,636,885</b>	<b>3,413,504</b>	<b>3,143,919</b>	<b>2,950,815</b>
<b>Cash flows from investing activities:</b>					
		82,034	1,357,499	70,915	1,173,495
		6,381	43,767	5,516	37,835
		109,455	1,811	94,619	1,566
		253,542	13,061	219,175	11,291
		12,808	9,560	11,072	8,264
		54,521	56,621	47,131	48,946
		14,466	11,783	12,505	10,186
		-	9,580	-	8,281
		(269,629)	(344,275)	(233,082)	(297,610)
		(2,176,489)	(429,728)	(1,881,474)	(371,480)
		(3,187,706)	(2,706,422)	(2,755,624)	(2,339,576)
		(278,344)	(203,484)	(240,615)	(175,902)
		(278,968)	(118,950)	(241,155)	(102,827)
		-	209,970	-	181,509
		(27,763)	(19,557)	(24,000)	(16,906)
<b>Net cash used in investing activities</b>		<b>(5,685,692)</b>	<b>(2,108,764)</b>	<b>(4,915,017)</b>	<b>(1,822,928)</b>
<b>Cash flows from financing activities:</b>					
		669,548	210,707	578,793	182,146
		5,079,610	5,023,518	4,391,087	4,342,599
		-	32,779	-	28,336
		(2,430,369)	(3,688,735)	(2,100,941)	(3,188,740)
		(433,777)	(439,866)	(374,980)	(380,244)
		(404,060)	-	(349,291)	-
		(1,484,816)	(1,215,302)	(1,283,555)	(1,050,572)
		1,942,492	(696,528)	1,679,194	(602,116)
		(39,775)	(29,198)	(34,384)	(25,239)
<b>Net cash provided by (used in) financing activities</b>		<b>2,898,853</b>	<b>(802,625)</b>	<b>2,505,923</b>	<b>(693,830)</b>
<b>Net increase in cash and cash equivalents</b>		<b>850,046</b>	<b>502,115</b>	<b>734,825</b>	<b>434,057</b>
<b>Net foreign exchange effects</b>		<b>58,491</b>	<b>36,100</b>	<b>50,564</b>	<b>31,207</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>6,783,035</b>	<b>7,145,842</b>	<b>5,863,619</b>	<b>6,177,249</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>₩ 7,691,572</b>	<b>₩ 7,684,057</b>	<b>\$ 6,649,008</b>	<b>\$ 6,642,513</b>

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

## **1. Corporate information**

SK Holdings Co., Ltd. (the "Company") was established on April 13, 1991, and is engaged in providing systems integration, software design and development, information processing and consulting services, and is headquartered at 26, Jong-ro, Jongno-gu, Seoul. The Company's ordinary shares have been listed on the Korea Exchange since November 11, 2009.

Resulting from the acquisition of SK Holdings Co., Ltd. by SK C&C Co., Ltd. effective August 1, 2015, the Company added the investment business to its existing operations for the purpose of holding the securities of its subsidiaries. Furthermore, the Company changed its name to its current form as of the acquisition date.

As of June 30, 2019, the issued capital of the Company amounts to ₩15,385 million (including ₩113 million of preferred shares), and the major shareholders are Tae-won Chey, National Pension Service and Ki-won Choi, holding equity ownership of 18.44%, 8.28% and 7.27%, respectively.

## **2. Basis of preparation and summary of significant accounting policies**

### **2.1 Basis of preparation**

The Company prepares statutory interim condensed separate financial statements in the Korean language in accordance with KIFRS 1034 *Interim Financial Reporting* enacted by the *Act on External Audit of Stock Companies*. The accompanying interim condensed separate financial statements have been translated into English from the Korean language financial statements. In the event of any differences in interpreting the financial statements or the independent auditor's review report thereon, the Korean version, which used for regulatory reporting purposes, shall prevail.

The interim condensed separate financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements as of December 31, 2018.

The accompanying interim condensed separate financial statements are stated in Korean won, the currency of the country in which the Company is incorporated and operates. The translation of Korean won amounts into U.S. dollar amounts is included solely for the convenience of readers of the interim condensed separate financial statements and has been made at the rate of ₩1,156.80 to USD 1.00, the basic exchange rate in the Seoul Money Brokerage Service for cable transfers in Korean won on the last business day of the year ended June 30, 2019. Such translations into U.S. dollar should not be construed as representations that the Korean won amounts could be converted into U.S. dollar at that or any other rate.

Pursuant to KIFRS 1027, the interim condensed separate financial statements are accounted for, by parent, investor in an associate or a joint venture on the basis of the direct equity interest rather than on the basis of the reported results and net assets of the investees.

## **2.2 Significant accounting policies**

The accounting policies adopted in the preparation of the interim condensed separate financial statements are consistent with those followed in the preparation of the Company's annual separate financial statements for the year ended December 31, 2018, except for the adoption of new standards and interpretations effective as of January 1, 2019.

### **2.2.1 New and revised KIFRSs adopted in the current period**

The Company has applied amendments to KIFRS issued that are mandatorily effective for accounting periods beginning on or after January 1, 2019.

#### **KIFRS 1019 - *Employee Benefits***

The amendments to KIFRS 1019 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

- Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event
- Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognised in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognised in other comprehensive income. The application of KIFRS 1019 has not had a significant impact on the Company's financial position or management performance.

#### **KIFRS 1028 - *Investments in Associates and Joint Ventures***

The amendments clarify that an entity applies KIFRS 1109 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in KIFRS 1109 applies to such long-term interests. The amendments also clarified that, in applying KIFRS 1109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying KIFRS 1028 Investments in Associates and Joint Ventures. The application of KIFRS 1028 has not had a significant impact on the Company's financial position or management performance.

#### **KIFRS 1109 - *Financial Instruments***

Some pre-payable financial assets that involve negative (-) rewards have been amended to allow them to be measured at amortized cost and the effect of the modification should be recognised in FVPTL, if terms of the financial liability measured at amortized cost has been changed but not removed. The application of KIFRS 1109 has not had a significant impact on the Company's financial position or management performance.

## 2.2.1 New and revised KIFRSs adopted in the current period (cont'd)

### KIFRS 1116 – Leases

KIFRS 1116 *Leases* replaces KIFRS 1017 *Leases*, KIFRS 2104 *Determining whether an Arrangement contains a Lease*, KIFRS 2015 *Operating Leases-Incentives* and KIFRS 2027 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for most leases under a single on-balance sheet model.

Lessor accounting under KIFRS 1116 is substantially unchanged from KIFRS 1017. Lessors will continue to classify leases as either operating or finance leases using similar principles as in KIFRS 1017. Therefore, KIFRS 1116 did not have an impact for leases where the Company is the lessor.

In relation to sale and leaseback transactions, a seller-lessee shall apply the requirements for determining when a performance obligation is satisfied in KIFRS 1115 to determine whether the transfer of an asset is accounted for as a sale of that asset. However, the Company shall not reassess sale and leaseback transactions entered into before the date of initial application.

The Company has applied KIFRS 1116 initially on January 1, 2019 by using the modified retrospective approach. Therefore, the cumulative effect of adopting KIFRS 1116 has recognized as an adjustment to the opening balance of retained earnings as of January 1, 2019 with no restatement of comparative information.

The Company elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying KIFRS 1017 and KIFRS 2104 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases'), and lease contracts for which the underlying asset is of low value ('low-value assets')

The impacts on the separate financial statements from the initial adoption of KIFRS 1116 as of January 1, 2019 are as follows (Korean won in millions):

	Adjustment	
Assets:		
Lease receivables	₩	31,211
Right-of-use assets		67,785
Investment property		666
Long-term lease receivables		39,914
	₩	139,576
Liabilities:		
Lease liabilities	₩	58,645
Provisions		1,882
Long-term lease liabilities		73,803
	₩	134,330
Equity:		
Retained Earnings	₩	5,246

## **2.2.1 New and revised KIFRSs adopted in the current period (cont'd)**

### ① Effects of initial application of IFRS 1116

The Company has lease contracts for various items of land and buildings, tanks, vehicles and so forth. Before the adoption of KIFRS 1116, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Company; otherwise it was classified as an operating lease.

Finance leases were capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between finance costs and reduction of the lease liability.

In an operating lease, the leased property was not capitalized and the lease payments were recognized as an expense in profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognized under advanced payments and other payables, respectively. Upon adoption of KIFRS 1116, the Company applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which has been applied by the Company.

#### a. Leases previously classified as finance leases

The Company did not change the initial carrying amounts of recognized assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognized under KIFRS 1017). The requirements of KIFRS 1116 was applied to these leases from January 1, 2019.

#### b. Leases previously accounted for as operating leases

The Company recognized right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognized based on the amount equal to the lease liabilities. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Company applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease

Meanwhile, as of January 1, 2019, the lease liability of ₩132,448 million is discounted amount of ₩136,086 million excluding short-term and small asset leases, as of December 31, 2018 by incremental borrowing rate. There are no further identified lease agreements and financial lease liabilities recognized at the prior period.

## **2.2.1 New and revised KIFRSs adopted in the current period (cont'd)**

### **② Summary of new accounting policies**

Set out below are the new accounting policies of the Company upon adoption of KIFRS 1116, which have been applied from the date of initial application:

#### **a. Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

#### **b. Lease liabilities**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

#### **c. Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of buildings, vehicles, and so forth (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below \$5,000). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

#### **d. Significant judgment in determining the lease term of contracts with renewal options**

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company applies judgment in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).



### **2.2.1 New and revised KIFRSs adopted in the current period (cont'd)**

#### **KIFRS 2123 - *Uncertainty over Income Tax Treatment***

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of KIFRS 1012 and does not apply to taxes or levies outside the scope of KIFRS 1012, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Company has to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty should be followed. The amendment has not had a significant impact on the Company's financial position or management performance.

### **2.2.2 New and revised KIFRSs issued, but not yet effective**

The Company has no new and revised KIFRSs that have been issued, but are not yet effective for this accounting periods.

## **3. Significant accounting judgements, estimates and assumptions**

When preparing the interim condensed separate financial statements, management is required to make judgments, estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses. Actual results may be different from those estimates.

Those accounting judgments made by management in the preparation of the interim condensed separate financial statements for the six months ended June 30, 2019, are consistent with those followed in the preparation of the separate financial statements for the year ended December 31, 2018.

**SK Holdings Co., Ltd.**  
**Notes to the interim condensed separate financial statements**  
**June 30, 2019 and 2018 (Unaudited)**

**4. Financial instruments**

**4.1 Financial assets**

Details of financial assets as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019			
	Financial assets at FVTPL	Financial assets at FVOCI	Financial assets at amortized cost	Total
<b>Current assets:</b>				
Cash and cash equivalents	₩ 41,698	₩ -	₩ 18,982	₩ 60,680
Short-term financial instruments	152,364	-	45,220	197,584
Trade receivables (*1)	-	-	341,777	341,777
Other receivables	-	-	1,365	1,365
Accrued income	-	-	182	182
Guarantee deposits	-	-	112	112
Lease receivable	-	-	31,529	31,529
Derivative financial assets	406	-	-	406
	<u>194,468</u>	<u>-</u>	<u>439,167</u>	<u>633,635</u>
<b>Non-current assets:</b>				
Long-term financial instruments	-	-	19	19
Long-term investment securities	268,722	232,216	413	501,351
Long-term loans	-	-	397	397
Guarantee deposits	-	-	21,482	21,482
Long-term lease receivables	-	-	24,070	24,070
Derivative financial assets	175,993	-	-	175,993
	<u>444,715</u>	<u>232,216</u>	<u>46,381</u>	<u>723,312</u>
	<u>₩ 639,183</u>	<u>₩ 232,216</u>	<u>₩ 485,548</u>	<u>₩ 1,356,947</u>

(\*1) Contract assets (unbilled receivables) amounting to ₩171,507million as of June 30, 2019 are not included in the financial instruments.

	December 31, 2018			
	Financial assets at FVTPL	Financial assets at FVOCI	Financial assets at amortized cost	Total
<b>Current assets:</b>				
Cash and cash equivalents	₩ 73,491	₩ -	₩ 50,367	₩ 123,858
Short-term financial instruments	96,271	-	32,220	128,491
Trade receivables (*1)	-	-	354,128	354,128
Other receivables	-	-	1,858	1,858
Accrued income	-	-	118	118
Guarantee deposits	-	-	112	112
Derivative financial assets	34	-	-	34
	<u>169,796</u>	<u>-</u>	<u>438,803</u>	<u>608,599</u>
<b>Non-current assets:</b>				
Long-term financial instruments	-	-	19	19
Long-term investment securities	162,475	232,216	394	395,085
Long-term loans	-	-	397	397
Long-term guarantee deposits	-	-	21,074	21,074
Derivative financial assets	175,993	-	-	175,993
	<u>338,468</u>	<u>232,216</u>	<u>21,884</u>	<u>592,568</u>
	<u>₩ 508,264</u>	<u>₩ 232,216</u>	<u>₩ 460,687</u>	<u>₩ 1,201,167</u>

(\*1) Contract assets (unbilled receivables) amounting to ₩138,098 million as of December 31, 2018 are not included in the financial instruments.

**SK Holdings Co., Ltd.**  
**Notes to the interim condensed separate financial statements**  
**June 30, 2019 and 2018 (Unaudited)**

**4.2 Financial liabilities**

Details of financial liabilities as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019		
	Financial liabilities at FVTPL	Other financial liabilities	Total
<b>Current liabilities:</b>			
Short-term borrowings	₩ -	₩ 670,000	₩ 670,000
Trade payables	-	87,256	87,256
Other payables	-	80,678	80,678
Accrued expenses	-	48,324	48,324
Current portion of long-term debt	-	1,061,457	1,061,457
Leasehold deposits received	-	615	615
Lease liabilities	-	57,647	57,647
Derivative financial liabilities	305	-	305
	<u>305</u>	<u>2,005,977</u>	<u>2,006,282</u>
<b>Non-current liabilities:</b>			
Bonds payable	-	5,238,941	5,238,941
Leasehold deposits received	-	5,578	5,578
Long-term lease liabilities	-	46,978	46,978
Derivative financial liabilities	240,171	-	240,171
	<u>240,171</u>	<u>5,291,497</u>	<u>5,531,668</u>
	<u>₩ 240,476</u>	<u>₩ 7,297,474</u>	<u>₩ 7,537,950</u>
<b>December 31, 2018</b>			
	Financial liabilities at FVTPL	Other financial liabilities	Total
<b>Current liabilities:</b>			
Short-term borrowings	₩ -	₩ 910,000	₩ 910,000
Trade payables	-	116,507	116,507
Other payables	-	98,969	98,969
Accrued expenses	-	67,400	67,400
Current portion of long-term debt	-	1,083,112	1,083,112
Derivative financial liabilities	146	-	146
	<u>146</u>	<u>2,275,988</u>	<u>2,276,134</u>
<b>Non-current liabilities:</b>			
Bonds payable	-	5,134,589	5,134,589
Leasehold deposits received	-	6,210	6,210
Derivative financial liabilities	240,169	-	240,169
	<u>240,169</u>	<u>5,140,799</u>	<u>5,380,968</u>
	<u>₩ 240,315</u>	<u>₩ 7,416,787</u>	<u>₩ 7,657,102</u>

**4.3 Fair values of financial instruments by hierarchy level**

The Company categorized financial instruments measured at fair value based on the inputs to measure the fair value. The level of hierarchy of fair value is as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs are unobservable inputs for the asset or liability.

**SK Holdings Co., Ltd.**  
**Notes to the interim condensed separate financial statements**  
**June 30, 2019 and 2018 (Unaudited)**

**4.3 Fair values of financial instruments by hierarchy level (cont'd)**

Details of fair value of financial instruments by hierarchy level as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019			
	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at FVTPL	₩ 194,062	₩ -	₩ 268,722	₩ 462,784
Financial assets at FVOCI	-	-	232,216	232,216
Derivative financial assets	-	406	175,993	176,399
	<u>₩ 194,062</u>	<u>₩ 406</u>	<u>₩ 676,931</u>	<u>₩ 871,399</u>
Financial liabilities:				
Derivative financial liabilities	₩ -	₩ 309	₩ 240,167	₩ 240,476

  

	December 31, 2018			
	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at FVTPL	₩ 169,762	₩ -	₩ 162,475	₩ 332,237
Financial assets at FVOCI	-	-	232,216	232,216
Derivative financial assets	-	34	175,993	176,027
	<u>₩ 169,762</u>	<u>₩ 34</u>	<u>₩ 570,684</u>	<u>₩ 740,480</u>
Financial liabilities:				
Derivative financial liabilities	₩ -	₩ 146	₩ 240,169	₩ 240,315

Changes in Level 3 financial assets for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended June 30, 2019			
	Beginning Balance	Acquisition	Valuation	Ending balance
Financial assets at FVTPL	₩ 162,475	₩ 105,489	₩ 758	₩ 268,722
Financial assets at FVOCI	232,216	-	-	232,216
Derivative financial assets	175,993	-	-	175,993
	<u>₩ 570,684</u>	<u>₩ 105,489</u>	<u>₩ 758</u>	<u>₩ 676,931</u>

	For the six months ended June 30, 2018					
	Beginning balance	Change of accounting policies	Acquisition	Disposal	Valuation	Ending balance
Financial assets at FVTPL	₩ -	₩ 63,094	₩ 82,707	₩ (500)	₩ 551	₩ 145,852
Financial assets at FVOCI	-	2,374	5,336	-	-	7,710
Financial assets recognized at FVTPL Available-for-sale financial assets	3,015	(3,015)	-	-	-	-
	<u>15,072</u>	<u>(15,072)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>₩ 18,087</u>	<u>₩ 47,381</u>	<u>₩ 88,043</u>	<u>₩ (500)</u>	<u>₩ 551</u>	<u>₩ 153,562</u>

**SK Holdings Co., Ltd.**  
**Notes to the interim condensed separate financial statements**  
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**5. Trade receivables**

Details of trade receivables as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Trade receivables:		
Trade receivables	₩ 342,146	₩ 354,652
Contract assets (unbilled receivable)	<u>171,507</u>	<u>138,098</u>
	513,653	492,750
Allowance for doubtful accounts:		
Trade receivables	<u>(369)</u>	<u>(524)</u>
	<u>₩ 513,284</u>	<u>₩ 492,226</u>

**6. Inventories**

Details of inventories as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>			<u>December 31, 2018</u>		
	<u>Cost</u>	<u>Valuation allowance</u>	<u>Book value</u>	<u>Cost</u>	<u>Valuation allowance</u>	<u>Book value</u>
Raw material	₩ 224	₩ -	₩ 224	₩ 172	₩ -	₩ 172

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**7. Long-term investment securities**

(1) Details of long-term investment securities as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019		December 31, 2018	
	Cost	Book value	Cost	Book value
Financial assets at FVTPL:				
Equity instruments	₩ 90,790	₩ -	₩ 91,439	₩ -
Debt securities (*1)	200,711	214,897	96,360	109,831
Money invested and others	59,021	53,825	57,883	52,644
Financial assets at FVOCI:				
Equity instruments (*2)	234,892	232,216	234,892	232,216
Financial assets at amortized cost:				
Debt securities	394	413	394	394
	<u>₩ 585,808</u>	<u>₩ 501,351</u>	<u>₩ 480,968</u>	<u>₩ 395,085</u>

(\*1) Represents convertible redeemable preference shares of GRAB Holdings Inc., convertible bonds of Socar, Inc. and Kinestral Technologies Inc..

(\*2) The Company applied the irrevocable option to designate the equity instruments held for strategic investment, not for held-for-trading purpose, as items measured at FVOCI.

(2) Details of Long-term investment securities as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019		December 31, 2018	
	Acquisition cost	Book value	Acquisition cost	Book value
Non-marketable equity instruments	₩ 325,682	₩ 232,216	₩ 326,331	₩ 232,216
Debt securities	201,105	215,310	96,754	110,225
Money invested and others	59,021	53,825	57,883	52,644
	<u>₩ 585,808</u>	<u>₩ 501,351</u>	<u>₩ 480,968</u>	<u>₩ 395,085</u>

(3) Changes in long-term investment securities and available-for-sale financial assets for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended	
	June 30, 2019	June 30, 2018
Beginning balance	₩ 395,085	₩ 78,984
Effect of changes in the accounting policies	-	(13,993)
Acquisitions	105,489	88,043
Gain on valuation and interest income	777	551
Disposal	-	(500)
Ending balance	<u>₩ 501,351</u>	<u>₩ 153,085</u>

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**8. Investments in subsidiaries**

(1) Details of investments in subsidiaries as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	Domicile	Principal Business activity	Equity ownership (*1)	June 30, 2019		December 31, 2018
				Acquisition cost	Book value	Book value
SK Innovation Co., Ltd. (*2)	Korea	Resource development	33.40%	₩ 3,072,937	₩ 3,072,937	₩ 3,072,937
SK Telecom Co., Ltd. (*2)	Korea	Mobile	26.78%	5,416,019	5,416,019	5,416,019
		Tele-communication				
SK Networks Co., Ltd. (*2)	Korea	Trading and distribution	39.14%	706,229	706,229	706,229
SKC Co., Ltd. (*2)	Korea	Petrochemicals	41.00%	548,654	548,654	548,654
SK E&S Co., Ltd.	Korea	City gas business	90.00%	2,600,000	2,600,000	2,600,000
SK Engineering & Construction Co., Ltd. (*2)	Korea	Construction	44.48%	545,300	545,300	545,300
SK Siltron Co., Ltd.	Korea	Manufacturing and sales of silicon thin sheet	51.00%	622,606	622,606	622,606
SK Biopharmaceuticals Co., Ltd.	Korea	Life science	100.00%	478,702	478,702	478,702
SK Materials Co., Ltd. (*2)	Korea	Special-gas manufacturing and sales	49.10%	473,335	473,335	473,335
SK Biotek Co., Ltd.	Korea	Life science	100.00%	336,318	336,318	336,318
SK Forest Co., Ltd.	Korea	Landscape construction	100.00%	61,387	61,387	61,387
Plutus Capital NY, Inc. (*3)	USA	Investment	100.00%	564,258	564,258	388,527
SK China Company, Ltd. (*4)	Hong Kong	Consulting and investment	27.42%	557,117	557,117	557,117
Alchemy Acquisition Corp.	USA	Investment	100.00%	526,631	526,631	526,631
Golden Pearl EV Solutions Limited (*3)	Hong Kong	Investment	100.00%	281,360	281,360	657
SK South East Asia Investment Pte. Ltd. (*3,4)	Singapore	Investment	20.00%	224,350	224,350	110,880
Plutus Fashion NY, Inc.	USA	Fashion	100.00%	74,113	74,113	74,113
SK S.E.Asia Pte. Ltd.	Singapore	Investment	100.00%	25,847	25,847	25,847
SK C&C Beijing Co., Ltd.	China	Computer system	100.00%	25,481	25,481	25,481
SK GI Management	Cayman Islands	Investment	100.00%	9,523	9,523	9,523
SK Investment Management Co., Ltd.	Hong Kong	Investment	80.76%	9,201	9,201	9,201
Gemini Partners Pte. Ltd. (*4)	Singapore	Consulting	20.00%	6,018	2,601	2,601
SK MENA Investment B.V. (*4)	Netherlands	Investment	11.54%	5,178	5,178	5,178
SK Latin Americas Investment S.A. (*4)	Spain	Investment	11.54%	5,135	5,135	5,135
SK C&C India Pvt. Ltd.	India	Computer system	100.00%	3,442	382	382
SK Technology Innovation Company (*4)	Cayman Islands	Research and development	2.12%	1,876	1,876	1,876
SK Computer and Communication LLC (*5)	UAE	Computer system	49.00%	380	380	380
S&G Technology	Saudi Arabia	Computer system	51.00%	74	74	74
Saturn Agriculture Investment Co., Ltd.	Hong Kong	Investment	100.00%	12	12	5
				<u>₩17,181,483</u>	<u>₩ 17,175,006</u>	<u>₩ 16,605,095</u>

(\*1) Equity ownership is based on ordinary shares.

(\*2) SK Innovation Co., Ltd. and 5 others were classified as investments in subsidiaries as the Company is able to exercise de facto control. The remaining voting rights of SK Innovation Co., Ltd. and five other companies are widely dispersed, and the Company's voting rights are sufficient to give it power.

(\*3) During the current period, the Company invested additional ₩280,703, ₩175,731 and ₩113,470 million in Golden Pearl EV Solutions Limited, Plutus Capital NY, Inc. and SK South East Asia Investment Pte. Ltd., respectively.

(\*4) Classified as investments in subsidiaries as control can be exercised using indirect equity ownership through the Company's subsidiaries.

(\*5) As the Company acquired voting rights of shares (51%), it classified SK Computer and Communication LLC as the Company's subsidiaries.

(2) Fair value of marketable investments in subsidiaries as of June 30, 2019 is as follows (Korean won in millions):

	June 30, 2019
SK Innovation Co., Ltd.	₩ 4,910,522
SK Telecom Co., Ltd.	5,600,647
SK Networks Co., Ltd.	491,543
SKC Co., Ltd.	609,444
SK Materials Co., Ltd.	766,941

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**9. Investments in associates and joint ventures**

Details of investments in associates and joint ventures as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	Domicile	Principal business activity	Equity ownership	June 30, 2019			December 31, 2018
				Acquisition cost	Book value	Book value	Book value
Investments in associates:							
Socar. Inc. (*1)	Korea	Rental of cars	22.21%	₩ 91,800	₩ 91,800	₩ 91,800	₩ 91,800
SMCore Inc.	Korea	Manufacturing and sales of automated logistics system	26.60%	39,419	39,419	39,419	39,419
Begas Co., Ltd. (*1, 2)	Korea	Management consulting	17.86%	5,000	5,000	5,000	5,000
THiRA-UTECH Co., Ltd. (*2)	Korea	Service manufacturing	17.54%	4,200	4,200	4,200	4,200
ACRYL Inc. (*1, 2)	Korea	Information service	17.14%	2,500	2,500	2,500	2,500
Daehan Kanggun BcN Co., Ltd. (*3, 4)	Korea	Wired communication	0.67%	58	-	-	58
ESR Cayman Limited (*2)	Cayman Island	Investment	12.52%	493,627	493,627	493,627	493,627
Turo Inc. (*1, 2)	USA	Rental of cars	5.16%	39,728	39,728	39,728	39,728
9352-7281 Quebec Inc.	Canada	Investment	40.09%	31,558	31,558	31,558	31,558
SES Holdings Pte. Ltd. (*2, 5, 6)	Singapore	Investment	12.80%	28,791	28,791	-	-
Solid Energy Systems Corp. (*5)	USA	New material related to battery	-	-	-	-	28,791
FSK Holdings Co., Ltd.	Hong Kong	IT service	30.00%	11,937	11,937	11,937	11,937
Kinestral Technologies Inc. (*2, 6)	USA	Manufacturing discolored glass	4.66%	8,498	8,498	-	-
Mozido Corfire, Inc. (*2)	USA	System consulting	19.94%	6,767	-	-	-
Visible Patient S.A.S(*2,6)	France	Manufacturing related to medicine	13.51%				
				<u>2,929</u>	<u>2,929</u>	<u>-</u>	<u>-</u>
				<u>766,812</u>	<u>759,987</u>	<u>748,618</u>	<u>-</u>
Investments in joint ventures:							
Hana Land Chip PEF 33 (*3)	Korea	Real estate	13.51%	₩ 40,000	₩ 40,000	₩ 40,000	₩ 40,000
Socar Mobility Malaysia, SDN BHD.	Malaysia	Rental of cars	60.00%	<u>14,189</u>	<u>14,189</u>	<u>14,189</u>	<u>14,189</u>
				<u>54,189</u>	<u>54,189</u>	<u>54,189</u>	<u>54,189</u>
				<u>₩ 821,001</u>	<u>₩ 814,176</u>	<u>₩ 802,807</u>	<u>-</u>

(\*1) It is the equity share that takes preferred stock with voting rights into consideration.

(\*2) As the Company is able to exercise significant influence over the entity although its ownership interests is less than 20%, the investment in the entity was classified as investments in associates.

(\*3) The investment in the entity was classified as investments in associates and joint ventures based on the indirect ownership interest of the Company's subsidiary.

(\*4) The impairment loss was recognized for all stock value during the current period.

(\*5) The Company acquired shares of SES Holdings Pte. Ltd. through a comprehensive share exchange with shares of Solid Energy Systems Corp. (a subsidiary of SES Holdings Pte)

(\*6) During the current period, the Company newly acquired the investee.



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**10. Property, plant and equipment**

(1) Details of property, plant and equipment as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019			December 31, 2018		
	Acquisition cost	Accumulated depreciation	Book value	Acquisition cost	Accumulated depreciation	Book value
Land	₩ 80,909	₩ -	₩ 80,909	₩ 84,251	₩ -	₩ 84,251
Buildings	317,619	(50,333)	267,286	323,400	(47,757)	275,643
Structures	9,348	(935)	8,413	8,780	(749)	8,031
Vehicles	7,759	(2,643)	5,116	7,504	(2,479)	5,025
Furniture and fixtures	327,410	(233,709)	93,701	325,244	(221,061)	104,183
Construction-in-progress	18,240	-	18,240	17,670	-	17,670
	<u>₩ 761,285</u>	<u>₩ (287,620)</u>	<u>₩ 473,665</u>	<u>₩ 766,849</u>	<u>₩ (272,046)</u>	<u>₩ 494,803</u>

(2) Details of changes in property, plant and equipment for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended June 30, 2019					
	Beginning balance	Acquisition	Depreciation	Disposal	Transfer(*1)	Ending balance
Land	₩ 84,251	₩ -	₩ -	₩ -	₩ (3,342)	₩ 80,909
Buildings	275,643	-	(4,450)	-	(3,907)	267,286
Structures	8,031	-	(186)	-	568	8,413
Vehicles	5,025	255	(164)	-	-	5,116
Furniture and fixtures	104,183	6,453	(16,925)	(10)	-	93,701
Construction-in-progress	17,670	8,105	-	-	(7,535)	18,240
	<u>₩ 494,803</u>	<u>₩ 14,813</u>	<u>₩ (21,725)</u>	<u>₩ (10)</u>	<u>₩ (14,216)</u>	<u>₩ 473,665</u>

(\*1) This includes replacements from construction-in-progress to the main property, plant and equipment account or investment property.

	For the six months ended June 30, 2018					
	Beginning balance	Acquisition	Depreciation	Disposal	Transfer	Ending balance
Land	₩ 169,505	₩ -	₩ -	₩ -	₩ -	₩ 169,505
Buildings	368,741	-	(7,582)	-	-	361,159
Structures	7,357	-	(151)	-	-	7,206
Vehicles	5,384	-	(189)	-	-	5,195
Furniture and fixtures	107,884	12,857	(16,664)	(151)	26	103,952
Construction-in-progress	12,787	16,022	-	-	(26)	28,783
	<u>₩ 671,658</u>	<u>₩ 28,879</u>	<u>₩ (24,586)</u>	<u>₩ (151)</u>	<u>₩ -</u>	<u>₩ 675,800</u>

**11. Right-of-use assets and lease liabilities**

(1) Details of right-of-use assets as of June 30, 2019 are as follows (Korean won in millions):

	Acquisition cost	Accumulated depreciation	Book value
Land and buildings	₩ 57,051	₩ (6,880)	₩ 50,171
Vehicles	4,383	(806)	3,577
Machinery	183	(30)	153
Furniture and fixtures	333	(28)	305
	<u>₩ 61,950</u>	<u>₩ (7,744)</u>	<u>₩ 54,206</u>

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**11. Right-of-use assets and lease liabilities (cont'd)**

(2) Changes in right-of-use assets for the six months ended June 30, 2019 are as follows (Korean won in millions):

	For the six months ended June 30, 2019					
	Beginning balance	Change of accounting policies	Increase	Depreciation	Others (*1)	Ending balance
Land and buildings	₩ -	₩ 64,375	₩ 3,357	₩ (14,050)	₩ (3,511)	₩ 50,171
Vehicles	-	2,802	1,819	(828)	(216)	3,577
Machinery	-	183	-	(30)	-	153
Furniture and fixtures	-	425	51	(92)	(79)	305
	₩ -	₩ 67,785	₩ 5,227	₩ (15,000)	₩ (3,806)	₩ 54,206

(\*1) The amounts include adjustments of the right-to-use assets according to the remeasurement of the lease liabilities

(3) Changes in lease liabilities for the six months ended June 30, 2019 are as follows (Korean won in millions):

	For the six months ended June 30, 2019					
	Beginning Balance	Change of accounting policies	Increase	Interest expenses	Decrease (payment)	Ending balance
Lease liabilities	₩ -	₩ 132,448	₩ 5,227	₩ 1,221	₩ (29,736)	₩ 104,625

(\*1) The amounts include the details of the re-measurement of the lease liabilities for lease changes in existing leases

The Company recognized lease payments of ₩2,309 million in relation to short-term lease and ₩804 million in relation to small asset lease during this period.

**12. Investment property**

(1) Details of investment properties as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019			December 31, 2018		
	Acquisition cost	Accumulated depreciation	Book value	Acquisition cost	Accumulated depreciation	Book value
Land	₩ 3,342	₩ -	₩ 3,342	₩ -	₩ -	₩ -
Buildings	21,350	(2,120)	19,230	9,810	(1,457)	8,353
	₩ 24,692	₩ (2,120)	₩ 22,572	₩ 9,810	₩ (1,457)	₩ 8,353

(2) Changes in investment properties for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended June 30, 2019				
	Beginning balance	Account policy changes (*1)	Depreciation	Transfer (*2)	Ending balance
Land	₩ -	₩ -	₩ -	₩ 3,342	₩ 3,342
Buildings	8,353	666	(663)	10,874	19,230
	₩ 8,353	₩ 666	₩ (663)	₩ 14,216	₩ 22,572

(\*1) Consist of replacements from right-of-use asset that meets the definition of investment property according to the first application of KIFRS 1116

(\*2) This includes replacements from Property, plant and equipment to investment property

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**12. Investment property (cont'd)**

	For the six months ended June 30, 2018			
	Beginning balance	Acquisition	Depreciation	Ending balance
Land	₩ 31,395	₩ -	₩ -	₩ 31,395
Buildings	₩ 8,779	-	(213)	₩ 8,566
	<u>₩ 40,174</u>	<u>₩ -</u>	<u>₩ (213)</u>	<u>₩ 39,961</u>

**13. Intangible assets**

(1) Details of intangible assets as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019				December 31, 2018			
	Acquisition cost	Accumulated amortization	Accumulated impairment	Book value	Acquisition cost	Accumulated amortization	Accumulated impairment	Book value
Development costs	₩ 134,122	₩ (66,786)	₩ (5,086)	₩ 62,250	₩ 122,214	₩ (59,135)	₩ (5,086)	₩ 57,993
Memberships	55,720	-	(13,648)	42,072	54,191	-	(13,648)	40,543
Brand-related assets	1,975,000	-	-	1,975,000	1,975,000	-	-	1,975,000
Others	38,950	(6,925)	-	32,025	37,086	(4,924)	-	32,162
	<u>₩ 2,203,792</u>	<u>₩ (73,711)</u>	<u>₩ (18,734)</u>	<u>₩ 2,111,347</u>	<u>₩ 2,188,491</u>	<u>₩ (64,059)</u>	<u>₩ (18,734)</u>	<u>₩ 2,105,698</u>

(2) Changes in intangible assets for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended June 30, 2019					
	Beginning Balance	Acquisition	Depreciation	Disposal	Transfer	Ending balance
Development costs	₩ 57,993	₩ 12,493	₩ (7,651)	₩ -	₩ (585)	₩ 62,250
Memberships (*1)	40,543	1,550	-	(21)	-	42,072
Brand-related assets (*1)	1,975,000	-	-	-	-	1,975,000
Others	32,162	1,864	(2,001)	-	-	32,025
	<u>₩ 2,105,698</u>	<u>₩ 15,097</u>	<u>₩ (9,652)</u>	<u>₩ (21)</u>	<u>₩ (585)</u>	<u>₩ 2,111,347</u>

	For the six months ended June 30, 2018				
	Beginning balance	Acquisition	Depreciation	Disposal	Ending balance
Development costs	₩ 48,397	₩ 13,202	₩ (6,034)	₩ (2,939)	₩ 52,626
Memberships (*1)	38,790	4,198	-	(2,061)	40,927
Brand-related assets (*1)	1,975,000	-	-	-	1,975,000
Others	28,112	6,238	(1,470)	(192)	32,688
	<u>₩ 2,090,299</u>	<u>₩ 23,638</u>	<u>₩ (7,504)</u>	<u>₩ (5,192)</u>	<u>₩ 2,101,241</u>

(\*1) Membership and brand-related assets are classified as intangible assets with infinite useful lives and are not amortized.

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**14. Borrowings and bonds payable**

(1) Short-term borrowings

Details of short-term borrowings as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

Description	Financial institution	Interest rate (%)	June 30, 2019		December 31, 2018	
Working capital loan	Shinhan Bank	2.50	₩	120,000	₩	200,000
Working capital loan	NH Bank	2.97		50,000		-
Working capital loan	Woori Bank	-		-		150,000
Working capital loan	Industrial & Commercial Bank of China	-		-		60,000
Commercial paper	KB Securities	1.88		100,000		200,000
Commercial paper	NH Investment & Securities	1.86		100,000		100,000
Commercial paper	SK Securities	1.86		100,000		-
Commercial paper	Korea Investment & Securities	1.87, 1.88		200,000		200,000
			₩	<u>670,000</u>	₩	<u>910,000</u>

(2) Bonds payable

Details of bonds payable as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

Issuance number	Interest rate (%)	Maturity	Security	June 30, 2019		December 31, 2018	
257-2nd	3.36	2019-08-27	Unsecured	₩	100,000	₩	100,000
258-2nd	3.35	2019-10-19	Unsecured		100,000		100,000
259-2nd	3.34	2020-06-03	Unsecured		100,000		100,000
260-2nd	3.84	2020-09-06	Unsecured		100,000		100,000
261-2nd	3.97	2020-12-03	Unsecured		100,000		100,000
262-1st	-	2019-02-12	Unsecured		-		150,000
262-2nd	3.68	2021-02-12	Unsecured		100,000		100,000
263-1st	-	2019-05-30	Unsecured		-		150,000
263-2nd	3.36	2021-05-30	Unsecured		100,000		100,000
264-1st	3.04	2019-08-05	Unsecured		80,000		80,000
264-2nd	3.25	2021-08-05	Unsecured		170,000		170,000
265-2nd	2.45	2019-12-02	Unsecured		100,000		100,000
265-3rd	2.66	2021-12-02	Unsecured		100,000		100,000
266-1st	2.26	2020-02-06	Unsecured		150,000		150,000
266-2nd	2.39	2022-02-06	Unsecured		100,000		100,000
269-2nd	-	2019-06-14	Unsecured		-		150,000
270-2nd	3.39	2019-11-02	Unsecured		50,000		50,000
270-3rd	3.80	2022-11-02	Unsecured		50,000		50,000
271-2nd	3.34	2020-02-27	Unsecured		100,000		100,000
272-3rd	3.92	2020-08-30	Unsecured		60,000		60,000
273-1st	-	2019-03-25	Unsecured		-		100,000
273-2nd	3.79	2021-03-25	Unsecured		100,000		100,000
273-3rd	4.26	2024-03-25	Unsecured		100,000		100,000
274-2nd	2.17	2020-09-30	Unsecured		150,000		150,000
274-3rd	2.34	2022-09-30	Unsecured		80,000		80,000
275-2nd	2.52	2020-12-07	Unsecured		120,000		120,000
275-3rd	2.66	2022-12-07	Unsecured		60,000		60,000
276-2nd	2.02	2021-03-07	Unsecured		120,000		120,000
276-3rd	2.26	2023-03-07	Unsecured		150,000		150,000
277-2nd	1.93	2021-06-01	Unsecured		120,000		120,000
277-3rd	2.16	2023-06-01	Unsecured		120,000		120,000
277-4th	2.43	2026-06-01	Unsecured		60,000		60,000
278-2nd	1.65	2021-09-07	Unsecured		110,000		110,000
278-3rd	1.80	2023-09-07	Unsecured		110,000		110,000
279-1st	1.96	2020-03-06	Unsecured		90,000		90,000
279-2nd	2.34	2022-03-06	Unsecured		190,000		190,000
279-3rd	2.58	2024-03-06	Unsecured		120,000		120,000
280-1st	1.99	2020-06-01	Unsecured		90,000		90,000
280-2nd	2.39	2022-06-01	Unsecured		200,000		200,000

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**14. Borrowings and bonds payable (cont'd)**

Issuance number	Interest rate (%)	Maturity	Security	June 30, 2019	December 31, 2018
280-3rd	2.67	2024-06-01	Unsecured	110,000	110,000
281-1st	1.90	2019-08-04	Unsecured	100,000	100,000
281-2nd	2.40	2022-08-04	Unsecured	130,000	130,000
281-3rd	2.62	2024-08-04	Unsecured	70,000	70,000
282-1st	2.47	2020-10-25	Unsecured	70,000	70,000
282-2nd	2.79	2022-10-25	Unsecured	150,000	150,000
282-3rd	2.86	2024-10-25	Unsecured	80,000	80,000
283-1st	2.88	2023-02-27	Unsecured	150,000	150,000
283-2nd	2.99	2025-02-27	Unsecured	60,000	60,000
283-3rd	3.26	2028-02-27	Unsecured	100,000	100,000
284-1st	2.87	2023-06-08	Unsecured	170,000	170,000
284-2nd	3.01	2025-06-08	Unsecured	60,000	60,000
284-3rd	3.09	2028-06-08	Unsecured	100,000	100,000
285-1st	2.36	2023-09-06	Unsecured	150,000	150,000
285-2nd	2.47	2025-09-06	Unsecured	60,000	60,000
285-3rd	2.55	2028-09-06	Unsecured	120,000	120,000
286-1st	2.20	2021-11-29	Unsecured	130,000	130,000
286-2nd	2.37	2023-11-29	Unsecured	100,000	100,000
287-1st	2.17	2024-02-27	Unsecured	150,000	-
287-2nd	2.23	2026-02-27	Unsecured	70,000	-
287-3rd	2.35	2029-02-27	Unsecured	80,000	-
288-1st	1.81	2024-06-04	Unsecured	170,000	-
288-2nd	1.83	2026-06-04	Unsecured	60,000	-
288-3rd	1.87	2029-06-04	Unsecured	110,000	-
				<u>6,300,000</u>	<u>6,210,000</u>
				398	7,701
				<u>(1,061,457)</u>	<u>(1,083,112)</u>
				<u>₩ 5,238,941</u>	<u>₩ 5,134,589</u>

Addition: premium on bonds payable  
Less: current portion

(3) The Company's bonds payable repayment schedule as of June 30, 2019 is as follows (Korean won in millions):

Year ending	Amount of repayment
July 1, 2019 ~ June 30, 2020	₩ 1,060,000
July 1, 2020 ~ June 30, 2021	1,140,000
July 1, 2021 ~ June 30, 2022	1,000,000
July 1, 2022 ~ June 30, 2023	1,060,000
July 1, 2023 and thereafter	<u>2,040,000</u>
	<u>₩ 6,300,000</u>

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**15. Provisions**

Changes in provisions for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended June 30, 2019				
	Beginning balance	Change of accounting policies (*1)	Increase	Decrease	Ending balance
Provision for service warranties	₩ 3,038	₩ -	₩ 1,271	₩ (2,835)	₩ 1,474
Other	166	1,882	216	(194)	2,070
	<u>₩ 3,204</u>	<u>₩ 1,882</u>	<u>₩ 1,487</u>	<u>₩ (3,029)</u>	<u>₩ 3,544</u>
	For the six months ended June 30, 2018				
	Beginning balance	Increase	Decrease	Ending balance	
Provision for service warranties	₩ 4,988	₩ 1,495	₩ (4,197)	₩ 2,286	
Buildings	2,961	226	(189)	2,998	
	<u>₩ 7,949</u>	<u>₩ 1,721</u>	<u>₩ (4,386)</u>	<u>₩ 5,284</u>	

The Company estimates a provision for service warranties for revenue from projects based on historical claim rates and past experiences. Meanwhile, other provisions consist of restructuring liabilities and provision for losses. If the underlying asset must be restored to its original value after the expiration of the contract period based on the lease contract, the restoration obligation is recognized as the present value of the estimated cost of removing, dismantling, and repairing the facility. In the event that future losses are expected to be incurred with respect to an ongoing project, the Company recognised the expected loss as provision for losses immediately.

**16. Defined benefit liabilities**

(1) Defined contribution plans

The Company partly operates a defined contribution plan for certain employees. The expenses related to the defined contributions plans recognized for the six months ended June 30, 2019, were ₩29 million.

(2) Defined benefit plans

Those employees selecting the defined benefit plans shall be paid fixed amounts upon retirement, where certain conditions are met. In addition, the Company uses the projected unit credit method based on actuarial assumptions for the defined obligation and plan assets.

(3) Details of defined benefit liabilities as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019	December 31, 2018
Present value of defined benefit obligation	₩ 340,528	₩ 297,845
Fair value of plan assets	(252,222)	(253,442)
	<u>₩ 88,306</u>	<u>₩ 44,403</u>

**SK Holdings Co., Ltd.**  
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**16. Defined benefit liabilities (cont'd)**

(4) Changes in the defined benefit liabilities for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended June 30, 2019		
	Present value of defined benefit obligation	Fair value of plan assets	Total
Beginning balance	₩ 297,845	₩ (253,442)	₩ 44,403
Provision for pension benefits:			
Current service cost	17,363	-	17,363
Net interest expense (income)	3,474	(3,211)	263
Re-measurement:			
Return on plan assets (excluding amounts included in net interest expense)	-	1,043	1,043
Actuarial changes arising from changes in financial assumptions	12,689	-	12,689
Experience adjustments	12,068	-	12,068
Contributions by employer directly to plan assets	-	(3,000)	(3,000)
Benefit paid	(5,657)	7,900	2,243
Others	2,746	(1,512)	1,234
Ending balance	<u>₩ 340,528</u>	<u>₩ (252,222)</u>	<u>₩ 88,306</u>

	For the six months ended June 30, 2018		
	Present value of defined benefit obligation	Fair value of plan assets	Total
Beginning balance	₩ 254,398	₩ (215,599)	₩ 38,799
Provision for pension benefits:			
Current service cost	15,579	-	15,579
Net interest expense (income)	3,583	(3,293)	290
Re-measurement:			
Return on plan assets (excluding amounts included in net interest expense)	-	1,438	1,438
Actuarial changes arising from changes in financial assumptions	(1,018)	-	(1,018)
Experience adjustments	6,035	-	6,035
Contributions by employer directly to plan assets	-	(500)	(500)
Benefit paid	(9,603)	9,768	165
Others	4,840	(1,117)	3,723
Ending balance	<u>₩ 273,814</u>	<u>₩ (209,303)</u>	<u>₩ 64,511</u>

**SK Holdings Co., Ltd.**  
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**17. Other assets and liabilities**

(1) Details of other assets as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Current assets:		
Accrued income	₩ 182	₩ 118
Advanced payments	4,182	8,476
Prepaid expenses	27,739	11,793
Guarantee deposits	112	112
Lease receivables	31,529	-
Derivative financial assets	406	34
Others	242	79
	<u>₩ 64,392</u>	<u>₩ 20,612</u>
Non-current assets:		
Long-term financial instruments	₩ 19	₩ 19
Long-term loans	397	397
Long-term guarantee deposits	21,482	21,074
Long-term lease receivables	24,070	-
Derivative financial assets	175,993	175,993
Others	127	127
	<u>₩ 222,088</u>	<u>₩ 197,610</u>

(2) Details of other liabilities as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Current liabilities:		
Leasehold deposits received	₩ 615	₩ -
Advance received	155,757	63,774
Withholdings	24,147	38,348
Income tax payable	59,988	122,873
Lease liabilities	57,647	-
Derivative financial liabilities	305	146
	<u>₩ 298,459</u>	<u>₩ 225,141</u>
Non-current liabilities:		
Leasehold deposits received	₩ 5,578	₩ 6,210
Long-term lease liabilities	46,978	-
Derivative financial liabilities	240,171	240,169
Long-term employee benefits	10,140	10,100
	<u>₩ 302,867</u>	<u>₩ 256,479</u>

**18. Derivative financial assets and liabilities**

The Company has entered into foreign currency forward contracts to manage fluctuations in currency exchange rates relating to its contracts denominated in foreign currencies, and has entered total return swap contracts with certain of subsidiaries' common share investors and others. Details of assets and liabilities after valuation as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>		<u>December 31, 2018</u>	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
Forward contract	₩ 406	₩ 309	₩ 34	₩ 146
Total return swap contract (see Note 29)	175,993	240,167	175,993	240,169
	<u>₩ 176,399</u>	<u>₩ 240,476</u>	<u>₩ 176,027</u>	<u>₩ 240,315</u>



**SK Holdings Co., Ltd.**  
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**19. Equity**

**19.1 Issued capital**

Details of issued capital as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Number of shares authorized for issued	400,000,000	400,000,000
Per share (Korean won)	₩ 200	₩ 200
Number of shares issued:		
Ordinary shares	70,360,297	70,360,297
Preferred shares	566,135	566,135
Issued capital:		
Ordinary shares	₩ 15,272	₩ 15,272
Preferred shares	113	113
	<u>₩ 15,385</u>	<u>₩ 15,385</u>

The Company retired 6,000,000 shares of its treasury shares (par value: ₩1,200 million) in 2015 by reducing retained earnings, which resulted in a difference between total par value of ordinary shares and issued capital.

**19.2 Other paid-in capital**

Details of other paid-in capital as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Paid-in surplus (*1)	₩ 5,605,831	₩ 5,605,831
Treasury shares (*2)	(904,493)	(904,493)
Stock option	3,387	2,807
Others	(292,892)	(292,892)
	<u>₩ 4,411,833</u>	<u>₩ 4,411,253</u>

(\*1) During the year ended December 31, 2015, the Company repurchased treasury stocks of ₩3,369,310 million from merger with SK Holdings Co., Ltd. which was recognized as a contra-equity account of additional paid-in capital.

(\*2) As of June 30, 2019, treasury stock consists of those acquired to increase the enterprise value and to stabilize share price (3,514,276 ordinary shares), and those acquired from repurchase of shares from dissenting shareholders on business combination and shares arising from odd lot shares (11,021,674 ordinary shares and 1,818 preferred shares) during the merger in 2015.

**19.3 Retained earnings**

Details of retained earnings as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Legal reserve (*1)	₩ 7,693	₩ 7,693
Voluntary reserve	62,896	65,230
Unappropriated retained earnings	9,528,786	8,670,604
	<u>₩ 9,599,375</u>	<u>₩ 8,743,527</u>

**SK Holdings Co., Ltd.**  
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**19.3 Retained earnings (cont'd)**

(\*1) In accordance with the *Korean Commercial Code*, an amount equal to at least 10% of cash dividends is required to be appropriated as a legal reserve until the reserve equals 50% of issued capital. The legal reserve may not be utilized for cash dividends but may only be used to offset a deficit, if any, or be transferred to issued capital through approval at the general meeting of the shareholders.

**19.4 Other components of equity**

Details of other components of equity as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Loss on financial assets at FVOCI	₩ (2,029)	₩ (2,029)

**19.5 Stock option**

Upon resolution by the shareholders' meeting and board of directors, the Company established a stock option program that entitles key management personnel an option to purchase ordinary shares. The terms and conditions related to the grants of the stock options granted under the share option program are as follows:

	<u>1-1</u>	<u>1-2</u>	<u>1-3</u>
Grant date	2017-03-24		
Types of shares to be issued	Ordinary shares		
Grant method	Reissue of treasury shares, but if the stock option's exercise price is lower than the stock's real price (evaluated based on exercise date), the Company may settle the difference in cash or with treasury stock equivalent to the difference amount.		
Number of shares (shares)	41,429	41,430	41,431
Exercise price (Korean won)	₩ 226,290	₩ 244,400	₩ 263,950
Contractual life of options	2019.03.25 ~2022.03.24	2020.03.25 ~2023.03.24	2021.03.25 ~2024.03.24
Vesting conditions	2 year service from the grant date	3 year service from the grant date	4 year service from the grant date

A share compensation expense recognized during the current reporting period amounts to ₩580 million (accumulated share compensation expense: ₩3,387 million), and the remaining share compensation expense to be recognized in the later periods amounts to ₩900 million.

The Company used the binomial option pricing model, and the inputs used in the measurement of the fair values at the grant date of the share-based payment plans are as follows:

	<u>1-1</u>	<u>1-2</u>	<u>1-3</u>
Risk-free interest rate	1.86%	1.95%	2.07%
Option life	5 Years	6 Years	7 Years
Expected price (Closing price on the preceding day in Korean won)	₩ 236,000	₩ 236,000	₩ 236,000
Expected volatility	16.78%	16.78%	16.78%
Rate of returns	1.60%	1.60%	1.60%
Exercise price (Korean won)	₩ 226,290	₩ 244,400	₩ 263,950
Fair value per share (Korean won)	₩ 38,317	₩ 34,200	₩ 30,962

**SK Holdings Co., Ltd.**  
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**20. Operating revenues**

(1) Details of operating revenues for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Revenue from contracts with customers:				
IT service (*1)	₩ 405,400	₩ 793,870	₩ 370,335	₩ 706,904
Trademark usage income	78,514	137,426	70,751	117,370
Others	121	246	-	-
	<u>484,035</u>	<u>931,542</u>	<u>441,086</u>	<u>824,274</u>
Revenue from other sources:				
Dividend income	120,291	1,174,759	-	759,437
Rental income	504	1,302	11,539	23,142
	<u>120,795</u>	<u>1,176,061</u>	<u>11,539</u>	<u>782,579</u>
Total	<u>₩ 604,830</u>	<u>₩ 2,107,603</u>	<u>₩ 452,625</u>	<u>₩ 1,606,853</u>

(\*1) Includes contract revenue of ₩493,962 and ₩388,865 million recognized from the cost-based input method for the six months ended June 30, 2019 and 2018.

(2) Details of revenue from contracts with customers for the three month and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Revenue from contracts with customers:				
IT service	₩ 405,400	₩ 793,870	₩ 370,335	₩ 706,904
Trademark usage income	78,514	137,426	70,751	117,370
Others	121	246	-	-
	<u>₩ 484,035</u>	<u>₩ 931,542</u>	<u>₩ 441,086</u>	<u>₩ 824,274</u>
Geographical location:				
Korea	₩ 462,892	₩ 891,984	₩ 422,326	₩ 791,716
Asia	13,426	29,378	14,354	25,376
Europe	7,235	9,328	2,708	3,475
North America	482	852	1,698	3,707
	<u>₩ 484,035</u>	<u>₩ 931,542</u>	<u>₩ 441,086</u>	<u>₩ 824,274</u>

Timing of revenue recognition:				
Recognized at a point in time	₩ 29,655	₩ 45,855	₩ 18,658	₩ 51,015
Recognized over a period	<u>454,380</u>	<u>885,687</u>	<u>422,428</u>	<u>773,259</u>
	<u>₩ 484,035</u>	<u>₩ 931,542</u>	<u>₩ 441,086</u>	<u>₩ 824,274</u>

(3) Details of contract assets, contract liabilities related to revenue from contracts with customers as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	June 30, 2019	December 31, 2018
Contract assets from IT service contract	₩ 171,507	₩ 138,098
Contract liabilities from IT service contract (*1)	88,135	63,753

(\*1) The amount recognized as revenue in the current period in relation to the contract liabilities in the beginning of the current term is ₩53,085 million and there is no revenue recognized in the current period in relation to the performance obligation satisfied in the prior term.

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**20. Operating revenues (cont'd)**

(4) Details of profit variation by changes of accounting estimates related to the cost-based input method contracts as of June 30, 2019 are as follows (Korean won in millions):

	Change in estimated construction revenue	Change in estimated cost	Impact on current period profit (loss)	Impact on future period profit (loss)
IT Service contracts (*1)	₩ 21,741	₩ 21,836	₩ (616)	₩ 521

(\*1) For the purpose of KIFRS 1108 *Operating Segments*, the Company has a single reportable segment and therefore need not separately disclose the business segment.

Impact on profit of current and future period has been calculated by the estimated costs based on the situations which occurred from the inception of IT service contract to current reporting period and the estimated revenue as of current reporting period. Estimated cost and revenue can be changed in the future period.

(5) Contracts applying the cost-based input method to measure the percentage-of-completion with total contract revenue exceeding prior year's operating income by more than 5% as of June 30, 2019 are as follows (Korean won in millions):

For the six months ended June 30, 2019									
Business division	Construction	Contract date	Due date	Percentage of completion	Total amount	Net amount	Total amount	Provision for losses	
ICT business	The K project	2019. 01	2020. 10	19.72%	₩ 7,888	-	₩ -	₩ -	-

**21. Operating expenses**

Details of operating expenses for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Material costs	₩ 28,325	₩ 54,927	₩ 17,493	₩ 48,686
Outsourcing costs	192,005	372,755	171,034	323,478
Salaries	97,535	170,884	82,072	153,861
Provision for pension benefits	7,608	17,065	7,662	16,909
Depreciation	18,386	36,820	12,028	23,813
Rents	587	1,277	10,250	20,650
Communications	4,688	9,376	5,208	10,678
Employee welfare benefits	13,763	27,019	11,881	24,841
Commissions	15,617	31,031	7,808	14,972
Education and training	5,751	9,746	4,017	7,306
Research and development	11,834	22,262	5,767	14,737
Office management	8,495	18,156	11,935	21,743
Travel	3,392	6,694	4,168	7,595
Others	18,130	31,930	20,838	33,927
Total	₩ 426,116	₩ 809,402	₩ 372,161	₩ 723,196

**SK Holdings Co., Ltd.**  
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**22. Expenses classified based on nature of expense**

Details of classification based on nature of expenses for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Material costs	₩ 28,308	₩ 55,072	₩ 17,492	₩ 48,820
Outsourcing costs	192,444	373,194	171,350	323,858
Salaries	101,435	181,687	84,189	162,131
Provision for pension benefits	8,089	17,837	7,998	17,557
Depreciation and amortization	23,405	46,973	15,810	32,046
Rents	587	1,277	10,251	20,651
Communications	4,740	9,466	5,209	10,679
Employee welfare benefits	14,467	28,308	12,448	25,997
Commissions	19,110	34,605	7,808	14,974
Education and training	5,868	9,932	4,092	7,449
Office management	8,495	18,156	11,935	21,743
Travel	3,427	6,794	4,179	7,647
Others	15,741	26,101	19,400	29,644
Total	<u>₩ 426,116</u>	<u>₩ 809,402</u>	<u>₩ 372,161</u>	<u>₩ 723,196</u>

**23. Finance income (costs) and other non-operating income (expenses)**

**23.1 Finance income and costs**

Details of finance income and costs for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Financial income:				
Interest income	₩ 2,070	₩ 3,774	₩ 1,812	₩ 3,113
Gain on foreign currency transactions	1,480	2,260	465	1,884
Gain on foreign currency translation	284	661	1,155	1,199
Gain on valuation of FVTPL measured at fair value	366	758	(1,059)	558
Gain on valuation of derivative instruments	259	406	181	194
Gain on transactions of derivative instruments	291	360	60	850
Total	<u>₩ 4,750</u>	<u>₩ 8,219</u>	<u>₩ 2,614</u>	<u>₩ 7,798</u>
Financial costs:				
Interest expenses	₩ 44,665	₩ 92,008	₩ 41,374	₩ 84,342
Loss on foreign currency transactions	1,658	2,138	2,127	2,904
Loss on foreign currency translation	379	432	66	153
Loss on valuation of FVTPL measured at fair value	-	-	3,208	3,208
Loss on valuation of derivative instruments	174	501	785	1,970
Loss on transactions of derivative instruments	158	331	242	325
Total	<u>₩ 47,034</u>	<u>₩ 95,410</u>	<u>₩ 47,802</u>	<u>₩ 92,902</u>

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**23.2 Other non-operating income and expenses**

Details of other non-operating income and expenses for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Other non-operating income:				
Gain on disposal of investments in subsidiaries	₩ -	₩ -	₩ 6,249	₩ 198,440
Gain on disposal of property, plant and equipment	1	8	1	4
Gain on disposal of intangible assets	-	-	463	518
Others	1,292	1,629	1,166	1,285
Total	₩ 1,293	₩ 1,637	₩ 7,879	₩ 200,247
Other non-operating expenses:				
Loss on disposal of investments in subsidiaries	₩ -	₩ -	₩ 290	₩ 6,538
Loss on impairment of investments in associates and joint ventures	58	58	-	-
Loss on disposal of property, plant and equipment	-	4	-	121
Loss on disposal of intangible assets	-	1	-	101
Donations	10,552	10,665	5,682	12,284
Others	1,220	1,728	597	836
Total	₩ 11,830	₩ 12,456	₩ 6,569	₩ 19,880

**24. Income taxes**

The Company calculated corporate income tax expense by adding the current period adjustments to the accumulated interim tax expense, reflecting deferred tax expense (income) due to changes in temporary differences and considering adjustments not related to the interim profit or loss.

Effective tax rates for the six months ended June 30, 2019 and 2018 were 8.70% and 12.18%, respectively.

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**25. Earnings per share**

(1) Basic earnings per share for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions, except per share information):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Net income	₩ 50,629	₩ 1,095,741	₩ 65,090	₩ 894,839
Less: Preferred share dividends	(1,136)	(1,707)	(1,136)	(1,707)
Net income attributable to ordinary share owners of the Company	₩ 49,493	₩ 1,094,034	₩ 63,954	₩ 893,132
Weighted-average number of issued shares outstanding (*1)	55,824,347	55,824,347	55,824,351	55,824,351
Basic earnings per share (In Korean Won)	₩ 887	₩ 19,598	₩ 1,146	₩ 15,999

(\*1) Weighted-average number of issued shares represents the number of shares less treasury shares from the total number of issued shares of ordinary share.

The weighted-average number of issued shares outstanding for the three months and six months ended June 30, 2019 and 2018 are as follows:

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Weighted-average number of shares outstanding	70,360,297	70,360,297	70,360,297	70,360,297
Weighted-average number of treasury shares	(14,535,950)	(14,535,950)	(14,535,946)	(14,535,946)
Weighted-average number of issued shares outstanding	55,824,347	55,824,347	55,824,351	55,824,351

(2) Basic earnings per share from continuing operations

Basic earnings per share from continuing operations for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions, except per share information):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Net income attributable to ordinary shares	₩ 49,493	₩ 1,094,034	₩ 63,954	₩ 893,132
Less: gain from discontinued operations	-	-	(32,977)	(30,865)
Gain from continuing operations attributable to ordinary shares	₩ 49,493	₩ 1,094,034	₩ 30,977	₩ 862,267
Weighted-average number of Issued shares outstanding	55,824,347	55,824,347	55,824,351	55,824,351
Basic earnings per share from continuing operations (In Korean Won)	₩ 887	₩ 19,598	₩ 555	₩ 15,446

**SK Holdings Co., Ltd.**  
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(3) Basic earnings per share from discontinued operations

Basic earnings per share from discontinued operations for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions, except per share information):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Gain from discontinued operations	₩ -	₩ -	₩ 32,977	₩ 30,865
Weighted-average number of issued shares outstanding	<u>55,824,347</u>	<u>55,824,347</u>	<u>55,824,351</u>	<u>55,824,351</u>
Basic earnings per share from discontinued operations (In Korean won)	<u>₩ -</u>	<u>₩ -</u>	<u>₩ 591</u>	<u>₩ 553</u>



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**26. Transactions with related parties**

Details of significant transactions with related parties for the six months ended June 30, 2019 and 2018, and significant balances with related parties as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

(1) The subsidiaries of the Company as of June 30, 2019, are as follows:

Ultimate controlling party	Subsidiary
Subsidiary (total 275)	Tae-won, Chey and related parties SK Innovation Co., Ltd., SK Energy Co., Ltd., Netruck Co., Ltd., Jeju United FC Corporation, Happydidim Co., Ltd., SK Energy Road Investment Co., Ltd., SK Energy Hong Kong Co., Ltd., Shandong SK Hightech Oil Co., Ltd., SK Energy Road Investment (HK) Co., Ltd., Ningbo SK Baoying Asphalt Storage Co., Ltd., Hefei SK Baoying Asphalt Co., Ltd., Chongqing SK Asphalt Co., Ltd., SK Asphalt (Shanghai) Co., Ltd., SK Global Chemical Co., Ltd., SK Global Chemical (China) Holding Co., Ltd., SK Global Chemical International Trading (Shanghai) Co., Ltd., SK Golden Tide Plastics (Yantai) Co., Ltd., SK Global Chemical International Trading (Guangzhou) Co., Ltd., SK Global Chemical Americas, Inc., SK Primacor Americas LLC, SK Primacor Europe, S.L.U., SK Saran Americas LLC, SK Global Chemical China Co., Ltd., SK Global Chemical Japan Co., Ltd., SK Global Chemical Singapore Pte. Ltd., SK Global Chemical Investment Hong Kong Ltd., Ningbo SK Performance Rubber Co., Ltd., SK Incheon Petrochem Co., Ltd., SK Trading International Co., Ltd., SK Energy International Pte. Ltd., SK Energy Europe, Ltd., SK Energy Americas, Inc., SK Terminal B.V., SK Lubricants Co., Ltd., Yubase Manufacturing Asia Corporation, SK Energy Lubricants (Tianjin) Co., Ltd., PT. Patra SK, SK Lubricants Americas, Inc., SK Lubricants Europe B.V., SK Lubricants Japan Co., Ltd., SK Lubricants & Oils India Pte. Ltd., Iberian Lube Base Oils S.A., SK Lubricants Russia LLC, SK ie technology Co., Ltd., SK Mobile Energy Co., Ltd., SK Innovation Insurance (Bermuda), Ltd., SK USA, Inc., Blue Dragon Energy Co., Ltd., SK Battery Hungary Kft., SK Battery America, Inc., SK Battery Manufacturing Kft., SK Hi-Tech Battery Battery Materials (Jiang Su) Co., Ltd., SK Hi-tech Battery Materials Poland Sp. Zo.o., Jiangsu SK Battery Certification Center, Happykium Co., Ltd., SK E&P Company, SK E&P America, Inc., SK Plymouth, LLC, SK Permian, LLC, SK E&P Operations America, LLC, SK Nemaha, LLC, SK Telecom Co., Ltd., SK Telink Co., Ltd., SK Telink Vietnam Co., Ltd., SK Broadband Co., Ltd., Home&Service Co., Ltd., SK stoa Co., Ltd., PS&Marketing Corp., Serviceace Co., Ltd., Service Top Co., Ltd., Network O&S Co., Ltd., K-Net Culture & Contents Venture Fund, One store Co., Ltd., SK Communications Co., Ltd., SK Planet Co., Ltd., 11Street Co., Ltd., Life and Security Holdings Co., Ltd., ADT Caps Co., Ltd., Capstek Co., Ltd., ADT Security Co., Ltd., Quantum Innovation Private Equity Joint Venture I, SK Infosec Co., Ltd., Incross Co., Ltd., Infra Communications Co., Ltd., SK M & Service Co., Ltd., SK Planet Japan, K.K., SKP Global Holdings Pte. Ltd., SKP America, LLC, SK Telecom China Holdings Co., Ltd., SK Global Healthcare Business Group, Ltd., SKT Americas Inc., YTK Investment Ltd., Atlas Investment Ltd., SK Telecom Innovation Fund, L.P., SK Telecom China Fund I L.P., SK Telecom TMT Investment Corp., Dreamuscompany Co., Ltd. (formerly, iriver Co., Ltd.), iriver Inc., iriver Enterprise Ltd., iriver China Co., Ltd., Dongguan iriver Electronics Co., Ltd., groovers Japan Co., Ltd., Life Design Company Japan Inc., SK telecom Japan Inc., id Quantique Ltd, id Quantique LLC, FSK L&S Co., Ltd., FSK L&S(Shanghai) Co., Ltd., SK Networks Co., Ltd., SK Networks Service Co., Ltd., SK Pinx Co., Ltd., SK Rent-A-car Service Co., Ltd., SK Magic Co., Ltd., SK Magic Service Co., Ltd., SK Magic Vietnam Company Limited, SK Networks Retail Malaysia Sdn. Bhd., Mokgam Service, AJ Rent-A-car Co., Ltd., SK Networks (China) Holdings Co., Ltd., Liaoning SK Networks Real Estate Development Co., Ltd., Shenyang SK Bus Terminal Co., Ltd., SK Networks (Liaoning) Logistics Co., Ltd., SK Networks (Dandong) Energy Co., Ltd., Shenyang SK Networks Energy Co., Ltd., SK (GZ FreeZone) Co., Ltd., SK Networks (Shanghai) Co., Ltd., POSK (Pinghu) Steel Processing Center Co., Ltd., SK Networks Hong Kong Ltd., SK (Guangzhou) Metal Co., Ltd., SK Networks (Xiamen) Steel Processing Center Co., Ltd., SK Networks Japan Co., Ltd., SK Networks Deutschland GmbH, Daiyang SK Networks SAN. VE TIC. Ltd. STI, SK Networks Resources Australia Pty. Ltd., SK Networks Middle East FZE, SK Brasil Ltda, SK Networks Trading Malaysia Sdn Bhd, SK Networks America Inc., SK Networks Brasil Intermediacao De Negocios Ltda., Networks Tejarat Pars, SKC Co., Ltd., Woori Fine

**26. Transactions with related parties (cont'd)**

Subsidiary (total 275)	Subsidiary
	Chem Co., Ltd., SK Telesys Co., Ltd., Techdream Co., Ltd., SKC Infra Service Co., Ltd., SKC Solmics Co., Ltd., Solmics Taiwan Co., Ltd., Solmics Shanghai Co., Ltd., SKC-Eco Solution Co., Ltd., SKC (Jiangsu) High tech Plastics Co., Ltd., SKC, Inc., SKC Europe GmbH, SK Bioland Co., Ltd., Bioland Biotec Co., Ltd., Bioland Haimen Co., Ltd., SKC Hi-Tech&Marketing Co., Ltd., SKC Hi-Tech&Marketing (Suzhou) Co., Ltd., SKC Hi-Tech&Marketing Taiwan Co., Ltd., SKC Hi-Tech&Marketing Polska SP.Z.O.O, SKC Hi-Tech&Marketing USA LLC, SKC PU Specialty Co., Ltd., SKC (Nantong) PU Specialty Co., Ltd, SKC-ENF Electronic Materials Ltd., SKC(Nantong) Semiconductor Materials Technology, Co., Ltd., SE (Jiangsu) Electronic Materials Co., Ltd., SK E&S Co., Ltd., Kangwon City Gas Co., Ltd., Yeongnam Energy Service Co., Ltd., Ko-one Energy Service Co., Ltd., Narae Energy Service Co., Ltd., Pusan City Gas Co., Ltd., Jeonbuk Energy Service Co., Ltd., Chonnam City Gas Co., Ltd., Chungcheong Energy Service Co., Ltd., Paju Energy Service Co., Ltd., Wiryae Energy Service Co., Ltd., Yeosu Energy Service Co., Ltd., SK E&S Hong Kong Co., Ltd., SK E&S Australia Pty. Ltd., SK E&S Ameriacas, Inc., SK E&S LNG, LLC, DewBlaine Energy, LLC, CAILIP Gas Marketing, LLC, Rnes Holdings, LLC, Storage Solution Holdings, LLC, Caes, LLC, Prism Energy International Pte., Ltd., Fajar Energy International Pte. Ltd., Prism Energy International Hong Kong Ltd., PT SK E&S Nusantara, SK E&S Dominicana S.R.L., SK Engineering & Construction Co., Ltd., Seosuwon Development Company, SK TNS Co., Ltd., SKEC Nanjing Co., Ltd., SKEC (Thai), Ltd., Thai Woo Ree Engineering Co., Ltd., SKEC Anadolu, LLC, SK E&C Betek Corporation, Mesa Verde RE Ventures, LLC, SKEC Consultores Ecquador, S.A., Sunlake Co., Ltd., SK Holdco Pte. Ltd., SK Materials Co., Ltd., SK Materials Japan Co., Ltd., SK Materials Taiwan Co., Ltd., SK Materials (Jiangsu) Co., Ltd., SK Materials (Xian) Co., Ltd., SK Airgas Co., Ltd., SK Tri Chem Co., Ltd., SK Showa Denko Co., Ltd., SK Siltron Co., Ltd., SK Siltron America, Inc., SK Siltron Japan, Inc., Happy Chaeum Co., Ltd., SK Biopharmaceuticals Co., Ltd., SK Life Science, Inc., SK Biotek Co., Ltd., SK Biotek Ireland Limited, SK Biotek USA, Inc., SK S.E.Asia Pte. Ltd., Essencore Limited, Essencore (Shenzhen) Limited, SK China Company, Ltd., SKY Property Mgmt (Beijing) Co., Ltd., SK Bio Energy Hong Kong Co., Ltd., SK Property Investment Management Co., Ltd., SK Industrial Development China Co., Ltd., Shanghai SKY Real Estate Development Co., Ltd., SK China Investment Management Co., Ltd., SK International Agro-Products Logistics Development Co., Ltd., SK Auto Service Hong Kong Co., Ltd., SK (Shenyang) auto rental Co., Ltd., SK (Beijing) auto rental Co., Ltd., SK Rent-A-Car (Qingdao) Co., Ltd., Skyline Auto Financial Leasing Co., Ltd., SK Financial Leasing Co., Ltd., SK China (Beijing) Co., Ltd., SKY Property Management Ltd., SKY Investment Co., Ltd., SK China Real Estate Co., Ltd., SK China Creative Industry Development Co., Ltd., SK C&C Beijing Co., Ltd., SK C&C Chengdu Co., Ltd., SK C&C India Pvt. Ltd., S&G Technology, Saturn Agriculture Investment Co., Limited, SK Investment Management Co., Ltd., SK Semiconductor Investments Co., Ltd., SK Computer and Communication LLC, Gemini Partners Pte. Ltd., Solaris Partners Pte. Ltd., SK GI Management, SK MENA Investment B.V., SK Latin America Investment S.A., Plutus Capital NY, Inc., Hudson Energy NY, LLC, Hudson Energy NY II, LLC, Hudson Energy NY III, LLC, Plutus Fashion NY, Inc., Wonderland NY, LLC, Atlas NY LLC, SK Technology Innovation Company, SK South East Asia Investment Pte.Ltd., SK Investment Vina I Pte. Ltd., SK Investment Vina II Pte. Ltd., Alchemy Acquisition Corp., Abrasax Investment Inc., Fine Chemicals Holdings Corp., AMPAC Fine Chemicals, LLC, AMPAC Fine Chemicals Texas, LLC, AMPAC Fine Chemicals Virginia, LLC, Golden Pearl EV Solutions Limited, SK Forest Co., Ltd.

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**26. Transactions with related parties (cont'd)**

(2) Details of transactions with the related parties for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

		June 30, 2019			
		Sales (*1)		Purchase (*2)	
	Company name	Three months	Six months	Three months	Six months
Subsidiary	SK Innovation Co., Ltd.	₩ 27,897	₩ 249,112	₩ 462	₩ 921
	SK Energy Co., Ltd.	25,977	47,247	-	-
	SK Global Chemical Co., Ltd.	7,482	14,212	-	-
	SK Incheon Petrochem Co., Ltd.	6,619	11,652	-	-
	SK Lubricants Co., Ltd.	3,500	6,350	-	-
	SK Battery Hungary Kft.	6,309	6,309	-	-
	SK Engineering & Construction Co., Ltd.	7,474	23,470	1,739	1,739
	SKC Co., Ltd.	2,815	20,985	-	-
	SK E&S Co., Ltd.	4,190	612,891	-	-
	SK Biopharmaceuticals Co., Ltd.	2,619	3,557	-	-
	SK Infosec Co., Ltd.	916	2,017	3,639	6,681
	SK C&C Beijing Co., Ltd.	7,198	10,234	2,287	3,689
	SK S.E.ASIA Pte. Ltd.	113,920	113,920	-	-
	SK Networks Co., Ltd.	10,978	32,461	523	2,456
	SK Telecom Co., Ltd.	81,934	359,250	8,845	16,974
	SK Broadband Co., Ltd.	23,684	47,048	2,020	4,055
	SK Planet Co., Ltd.	4,378	9,386	59	286
	SK Matrics Co., Ltd.	1,724	22,172	-	-
	SK Siltron Co., Ltd.	4,469	8,087	-	-
	Others	20,578	34,857	2,553	5,884
Other related parties	Hana Land Chip PEF 33	-	1,666	8,593	17,187
	SK hynix Inc.	118,414	214,262	3,821	8,021
	SK hynix Semiconductor (China) Ltd.	3,415	11,484	91	91
	Happynarae Co., Ltd.	214	678	2,173	5,338
	Others	2,809	4,945	3,689	7,256
Others	SK Gas Co., Ltd.	2,735	6,077	-	-
	Others	640	3,823	-	-
Total		₩ 492,888	₩ 1,878,152	₩ 40,492	₩ 80,578

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		June 30, 2018			
		Sales (*1)		Purchase (*2)	
Company name		Three months	Six months	Three months	Six months
Subsidiary	SK Innovation Co., Ltd.	₩ 21,804	₩ 239,684	₩ 470	₩ 927
	SK Energy Co., Ltd.	29,589	49,666	-	7
	SK Global Chemical Co., Ltd.	8,371	14,851	-	-
	SK Incheon Petrochem Co., Ltd.	6,763	10,894	-	3
	SK Lubricants Co., Ltd.	3,726	6,599	-	-
	SK Engineering & Construction Co., Ltd.	6,535	13,415	-	1
	SKC Co., Ltd.	3,168	19,170	-	-
	SK E&S Co., Ltd.	3,476	244,488	-	-
	SK Biopharmaceuticals Co., Ltd.	711	1,018	-	-
	SK Infosec Co., Ltd.	1,066	18,027	4,227	8,020
	SK C&C Beijing Co., Ltd.	77	232	3,920	5,312
	SK S.E.ASIA Pte. Ltd.	-	78,979	-	-
	SK Networks Co., Ltd.	10,123	32,593	648	3,245
	SK Telecom Co., Ltd.	91,204	355,224	3,961	6,725
	SK Broadband Co., Ltd.	33,042	60,469	2,305	4,847
	SK Planet Co., Ltd.	3,418	7,404	306	328
	SK Matrics Co., Ltd.	1,316	20,376	-	-
	SK Siltron Co., Ltd.	2,537	4,493	-	-
	Others	19,643	37,242	1,585	3,867
Other related parties	Hana Land Chip PEF 33	-	1,660	8,593	17,187
	SK hynix Inc.	100,343	166,923	48	94
	SK hynix Semiconductor (China) Ltd.	11,234	16,561	-	28
	Happynarae Co., Ltd.	1,640	2,276	1,983	2,853
	Others	100	852	968	1,435
Others (*3)	SK Gas Co., Ltd.	4,086	7,250	-	-
	Others	8,630	15,914	425	661
Total		₩ 372,602	₩ 1,426,260	₩ 29,439	₩ 55,540

(\*1) Consists of dividends income received from subsidiaries and others, trademark usage income, rental income and others.

(\*2) Consists of rental expenses, outsourcing costs and others.

(\*3) Although, not designated as related parties as defined in paragraph 9 of KIFRS 1024, the entity is designated as related parties based on the resolution made by the Securities and Futures Commission that conglomerate affiliates designated by the Fair Trade Commission are related parties based on the substance of relation as regulated by paragraph 10 of KIFRS 1024.

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**26. Transactions with related parties (cont'd)**

(3) Details of outstanding balances of receivables and payables with the related parties as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

		June 30, 2019					
		Receivables			Payables		
Company name		Trade receivables	Other receivables	Total	Trade payables	Other payables	Total
Subsidiary	SK Innovation Co., Ltd.	₩ 18,677	₩ 56,351	₩ 75,028	₩ -	₩ 10,269	₩ 10,269
	SK Energy Co., Ltd.	3,660	-	3,660	-	5,603	5,603
	SK Global Chemical Co., Ltd.	1,408	1,418	2,826	-	4,681	4,681
	SK Incheon Petrochem Co., Ltd.	772	-	772	-	2,417	2,417
	SK Lubricants Co., Ltd.	646	-	646	-	4,343	4,343
	SK Battery Hungary Kft.	2,163	-	2,163	-	1,230	1,230
	SK Engineering & Construction Co., Ltd.	3,752	-	3,752	-	29	29
	SKC Co., Ltd.	1,866	-	1,866	-	150	150
	SK E&S Co., Ltd.	2,180	-	2,180	-	-	-
	SK Biopharmaceuticals Co., Ltd.	993	-	993	-	37	37
	SK Infosec Co., Ltd.	786	44	830	1,004	2,802	3,806
	SK C&C Beijing Co., Ltd.	2,662	-	2,662	6	73	79
	SK Networks Co., Ltd.	4,728	1,033	5,761	1	2,855	2,856
	SK Telecom Co., Ltd.	41,008	357	41,365	1,087	6,414	7,501
	SK Broadband Co., Ltd.	25,260	-	25,260	592	203	795
	SK Planet Co., Ltd.	5,066	-	5,066	-	32	32
	SK Materials Co., Ltd.	465	964	1,429	-	181	181
	SK Siltron Co., Ltd.	5,503	-	5,503	-	331	331
	Others	11,311	321	11,632	160	5,070	5,230
	Other related parties	Hana Land Chip PEF 33	-	5,983	5,983	-	59,150
SK hynix Inc.		205,440	8,494	213,934	-	50,153	50,153
SK hynix Semiconductor (China) Ltd.		24,887	-	24,887	-	3,508	3,508
Others (*1)	Happynarae Co., Ltd.	2,482	-	2,482	141	1,584	1,725
	Others	2,893	144	3,037	1,391	1,348	2,739
	SK Gas Co., Ltd.	436	-	436	-	1	1
	Others	1,267	-	1,267	-	-	-
		<u>₩ 370,311</u>	<u>₩ 75,109</u>	<u>₩445,420</u>	<u>₩ 4,382</u>	<u>₩ 162,464</u>	<u>₩166,846</u>

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**26. Transactions with related parties (cont'd)**

		December 31, 2018					
		Receivables			Payables		
Company name		Trade	Other	Total	Trade	Other	Total
		receivables	receivables		payables	payables	
Subsidiary	SK Innovation Co., Ltd.	₩ 23,492	₩ 562	₩ 24,054	₩ -	₩ 11,293	₩ 11,293
	SK Energy Co., Ltd.	7,014	-	7,014	-	4,344	4,344
	SK Global Chemical Co., Ltd.	557	-	557	-	3,095	3,095
	SK Incheon Petrochem Co., Ltd.	1,079	-	1,079	-	1,747	1,747
	SK Lubricants Co., Ltd.	20	-	20	-	2,062	2,062
	SK Engineering & Construction Co., Ltd.	3,226	-	3,226	-	149	149
	SKC Co., Ltd.	1,652	-	1,652	-	40	40
	SK E&S Co., Ltd.	1,994	-	1,994	-	139	139
	SK Biopharmaceuticals Co., Ltd.	432	-	432	-	37	37
	SK Infosec Co., Ltd.	1,057	-	1,057	897	3,006	3,903
	SK C&C Beijing Co., Ltd.	7,407	-	7,407	456	2,473	2,929
	SK Networks Co., Ltd.	2,800	20	2,820	-	735	735
	SK Telecom Co., Ltd.	87,991	352	88,343	511	12,723	13,234
	SK Broadband Co., Ltd.	51,360	-	51,360	418	966	1,384
	SK Planet Co., Ltd.	7,326	-	7,326	-	199	199
	SK Materials Co., Ltd.	796	458	1,254	-	176	176
	SK Siltron Co., Ltd.	4,073	-	4,073	-	39	39
	Others	13,597	320	13,917	1,339	8,778	10,117
Other related parties	Hana Land Chip PEF 33	-	5,983	5,983	-	-	-
	SK hynix Inc.	160,789	-	160,789	-	8,880	8,880
	SK hynix Semiconductor (China) Ltd.	11,717	-	11,717	-	779	779
	Happyarae Co., Ltd.	2,031	-	2,031	453	634	1,087
	Others	457	139	596	1,095	1,280	2,375
Others (*1)	SK Gas Co., Ltd.	2,839	-	2,839	-	13	13
	Others	1,837	-	1,837	114	133	247
		<u>₩ 395,543</u>	<u>₩ 7,834</u>	<u>₩403,377</u>	<u>₩ 5,283</u>	<u>₩ 63,720</u>	<u>₩ 69,003</u>

(\*1) Although, not designated as related parties as defined in paragraph 9 of KIFRS 1024, the entity is designated as related parties based on the resolution made by the Securities and Futures Commission that conglomerate affiliates designated by the Fair Trade Commission are related parties based on the substance of relation as regulated by paragraph 10 of KIFRS 1024.

(4) Compensation for key management personnel of the Company for the three months and six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	June 30, 2019		June 30, 2018	
	Three months	Six months	Three months	Six months
Salaries	₩ 2,903	₩ 5,782	₩ 2,442	₩ 4,884
Provision for pension benefits	366	1,808	343	1,646
Share compensation expense	198	580	397	794
Total	<u>₩ 3,467</u>	<u>₩ 8,170</u>	<u>₩ 3,182</u>	<u>₩ 7,324</u>

Key management consists of registered executives who are responsible for the planning, operation and control of the Company's business activities.

(5) Details of significant transactions with related parties in relation to the investments for the six months ended June 30, 2019 are as follows (U.S. dollars in thousands):

	Currency	Amount	Transactions
Golden Pearl EV Solutions Limited	USD	245,497	Share capital increase
Plutus Capital NY, Inc.	USD	154,000	Share capital increase
SK South East Asia Investment Pte. Ltd.	USD	100,000	Share capital increase

(6) Guarantees provided to related parties are described in Note 29.

**27. Discontinued operations**

(1) Details of discontinued operations

In accordance with a resolution of the Board of Directors on November 17, 2017, the Company elected to sell Encar used car sales business, and the sale was completed on April 3, 2018. As of June 30, 2019, Encar used car sales business is classified as disposal groups and discontinued operations.

(2) Income and expenses from the discontinued operation for the six months ended June 30, 2018 are as follows (Korean won in millions):

	<u>For the six months ended June, 2018</u>	
	<u>Encar used car sales business</u>	
Revenue (*1)	₩	321,306
Expenses		281,262
Loss before income tax expense		(40,044)
Income tax expenses		9,179
Gain from discontinued operations		30,865

(\*1) Revenue for the six months ended June 30, 2018 includes gain on disposal of discontinued operations of ₩71,825 million.

(3) Details of cash flows relating to discontinued operation for the six months ended June 30, 2018 are as follows (Korean won in millions):

	<u>For the six months ended June 30, 2018</u>	
	<u>Encar used car sales business</u>	
Cash flows from operating activities	₩	24,976
Cash flows from investing activities		209,661
Cash flows from financing activities		(16)

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**28. Cash flow information**

(1) Details of non-cash adjustments for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended	
	June 30, 2019	June 30, 2018
Provision for pension benefits	₩ 17,626	₩ 16,487
Depreciation	37,388	25,375
Amortization	9,652	7,825
(Reversal of) bad debt expenses	(155)	117
Provision for service warranties	1,487	3,024
Interest expenses	92,008	84,342
Loss on foreign currency translation	432	157
Loss on valuation of derivative instruments	501	1,970
Loss on valuation of financial assets measured at FVTPL	-	3,208
Loss on disposal of investments in associates and joint ventures	-	6,538
Loss on impairment of investments in associates and joint ventures	58	-
Loss on disposal of property, plant and equipment	4	126
Loss on disposal of intangible assets	1	101
Share compensation expense	580	794
Income tax expense	104,450	113,211
Gain on disposal of discontinued operations	-	(71,825)
Dividends income	(1,174,759)	(759,437)
Interest income	(3,774)	(3,165)
Gain on foreign currency translation	(661)	(1,199)
Gain on valuation of derivative instruments	(406)	(194)
Gain on valuation of financial assets measured at FVTPL	(758)	(558)
Gain on disposal of investments in associates and joint ventures	-	(198,440)
Gain on disposal of property, plant and equipment	(8)	(11)
Gain on disposal of intangible assets	-	(518)
Others	(424)	49
	<u>₩ (916,758)</u>	<u>₩ (772,023)</u>



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**28. Cash flow information (cont'd)**

(2) Details of working capital adjustments for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended	
	June 30, 2019	June 30, 2018
Trade receivables	₩ (20,832)	₩ 71,357
Other receivables	475	(7,562)
Inventories	(52)	18,309
Advanced payments	4,294	(6,712)
Lease receivables	16,155	-
Prepaid expenses	(15,889)	(16,107)
Trade payables	(29,273)	(51,393)
Advance received	91,982	(2,837)
Withholdings	(14,203)	(4,642)
Other payables	(16,938)	(22,777)
Accrued expenses	(16,615)	(8,629)
Leasehold deposits received	(18)	(27)
Provisions	(2,688)	(5,367)
Retirement benefits paid	(2,911)	(3,961)
Plan assets	3,388	7,345
Others	(681)	665
	<u>₩ (3,806)</u>	<u>₩ (32,608)</u>

(3) Details of significant non-cash transactions for the six months ended June 30, 2019 and 2018 are as follows (Korean won in millions):

	For the six months ended	
	June 30, 2019	June 30, 2018
Account reclassification of investment instruments from changes in accounting policies	₩ -	₩ 75,179
Account reclassification of lease receivables from changes in accounting policies	(71,125)	-
Account reclassification of lease liabilities from changes in accounting policies	132,448	-
Transfer of long-term bonds payable to current-portion	530,741	552,556
Payables regarding the acquisition of property, plant and equipment and intangible assets	(1,356)	4,717

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**29. Commitments and contingencies**

(1) Guarantees provided by others for the Company's obligations and indebtedness as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions, USD in thousands):

	Currency	June 30, 2019	December 31, 2018
Seoul Guarantee Insurance	KRW	401	1,071
Korea Software Financial Cooperative	KRW	282,829	244,882
The Export-Import Bank of Korea	USD	1,225	1,225
Korea Trade Insurance Corporation	USD	1,217	695

(2) Pending litigation

There are no major pending litigations as of June 30, 2019.

(3) Significant commitments

- 1) SK Innovation Co., Ltd., SK Energy Co., Ltd., SK Global Chemical Co., Ltd., SK Lubricants Co., Ltd., SK Incheon Petrochem Co., Ltd., SK Trading International Co., Ltd. and SK ie technology Co., Ltd. are collectively responsible for any obligations arising before the spin-off on July 1, 2007. The Company and SK Biopharmaceuticals Co., Ltd. are collectively responsible for any obligations that occurred before the spin-off on April 1, 2011.
- 2) The Company entered into a contract to lease the headquarters building from National Agricultural Cooperative Federation ("NACF"), the trustee of Hana Asset Management Co., Ltd. Under the terms of the lease, the lease period is until March 27, 2021, and the Company has the preemptive right to purchase the building at the fair value when the lessor elects to dispose the property.
- 3) The Company holds IT outsourcing and IT system maintenance agreements to provide hardware and information systems maintenance, and development service entered into between the Company and the affiliates of SK Group and others.
- 4) The Company entered into a contract with Gyeonggi province on May 31, 2011 to purchase land located in Pangyo Land Development District. The total agreement amount is ₩82,964 million (the Company's portion: ₩45,536 million (54.9%)), which will be used for the construction of urban infrastructure facilities ("designated purpose" of the land). The contract includes requirements to be complied with and restrictions in transfer of ownership of the land. Should there be non-compliance, the contract may be terminated or cancelled.

**29. Commitments and contingencies (cont'd)**

- 5) The Company entered into total return swap contracts regarding the issuance of ordinary shares of SK Shipping Co., Ltd. and sale of old shares. The details are as follows.

	Subscription of new shares	Sale of existing shares
Investor	Special Situation 1 <sup>st</sup> Fund and others	Corporate Turnaround 1 <sup>st</sup> Fund
Number of shares	6,548,672	4,808,259
Contract date	April 11, 2017	May 11, 2017
Expiry date	April 10, 2022	May 10, 2022
Settlement	The Company and the investors settle the amount that deducts the issue price from the net selling price in cash. If the amount is positive, the investor shall pay to the Company, and if the amount is negative, the Company shall pay to the investor. In case where the sale is not complete, the selling price of the shares is considered to be 0.	
Premium	The Company shall pay to the investors the amount equivalent to 3.14% of the total shares held by investors annually. When the investor receives dividends on the shares held, the amount shall be paid to the Company.	
Call option	The Company has the right to purchase the shares held by the investors at the issued price of the ordinary shares with certain level of additional charges.	

- 6) The Company entered into total return swap contracts with ordinary share investors of SK Siltron Co., Ltd., one of the subsidiaries. The details are as follows.

	Total return swap
Investor	Warmachine Sixth Co., Ltd. and others
Number of shares	13,140,440
Contract date	August 25, 2017
Expiry date	August 24, 2022
Settlement	The Company and the investors settle the amount that deducts the issue price from the net selling price in cash. If the amount is positive, the investor shall pay to the Company, and if the amount is negative, the Company shall pay to the investor. In case where the sale is not complete, the selling price of the shares is considered to be 0.
Premium	The Company shall pay 0.5% of the initial contract amount on the closing date of the transaction and shall pay to the investors the amount equivalent to 3.20% of the total shares held by investors annually. When the investor receives dividends on the shares held, the amount shall be paid to the Company.
Call option	On a three-month basis from the closing date of sale (“the quarterly payment day”), the Company has the right to purchase the shares held by the investors at the initial contract price of the ordinary shares with certain level of additional charges.

**29. Commitments and contingencies (cont'd)**

- 7) The Company entered into total return swap contracts with ordinary share investors of SK E&S Co., Ltd., one of the subsidiaries. The details are as follows.

	Total return swap
Investor	MD Prime 1st Co., Ltd. and others
Number of shares	4,640,199
Contract date	November 14, 2017
Expiry date	November 13, 2022
Settlement	The Company and the investors settle the amount that deducts the issue price from the net selling price in cash. If the amount is positive, the investor shall pay to the Company, and if the amount is negative, the Company shall pay to the investor. In case where the sale is not complete, the selling price of the shares is considered to be 0.
Premium	The Company shall pay to the investors the amount equivalent to 3.07% of the total shares held by investors annually. When the investor receives dividends on the shares held, the amount shall be paid to the Company.
Call option	On the premium payment date and on a three-month basis between the date on which the resolution is made by the Board of Directors with regards to designation of IPO supervisor and the submission date of demand of preliminary assessment for listing ("the quarterly payment day"), the Company has the right to purchase the shares held by the investors at the initial contract price of the ordinary shares with certain level of additional charges.

- 8) The Company entered into a cash deficiency support agreement with Hudson Energy NY, LLC, a subsidiary of Plutus Capital NY, Inc., to lend funds for the shortfall of payment for loans and credit limit of USD 226,000 thousand.
- 9) SK E&S LNG, LLC, one of the subsidiaries, is scheduled to be provided with liquefaction service amounting to 115 million MMBtu per year for 20 years from FLNG Liquefaction 3, LLC, Which plans to operate natural gas liquefaction plants in Texas starting from 2019. As of June 30, 2019, SK E&S Co., Ltd., one of the subsidiaries, is responsible for performance guarantee in case of SK E&S LNG, LLC's inability to make payments for service or for claims against breach of obligation. In regard to this, the Company provides performance guarantee for SK E&S Co., Ltd.'s guarantee.
- 10) As of June 30, 2019, the Company provides contract performance guarantees for SK Shipping Co., Ltd.'s BBCHP ship acquisition. However, considering the fair value of SK Shipping Co., Ltd.'s ship provided as collateral for the BBCHP contract, the Company believes that there is no actual guarantee amount.
- 11) The Company entered into a cash deficiency support agreement with Abrasax Investment Inc., a subsidiary of Alchemy Acquisition Corp., which is a subsidiary of the Company, to lend funds for the shortfall of payment for loans and credit of up to USD 315,000 thousand.
- (4) The Company has provided 7 blank checks and 11 blank notes as collateral in relation to sales and other transactions as of June 30, 2019.

### 30. Financial risk management

The principal financial liabilities of the Company comprise borrowings, bonds payable, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. Further, the Company has various financial assets, including trade and other receivables that are directly related to its operations.

#### 30.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprise three types of risk: interest rate, foreign currency and other price.

##### 30.1.1 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings, The Company's risk hedging activities are evaluated periodically in order to consider the status of interest rates and degree of risk aversion and fulfill optimal risk hedging strategies. The Company does not believe the fluctuation in market interest rate other than those mentioned above has a material impact on its financial statements.

##### 30.1.2 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The exposure to the risk of changes in foreign exchange rates relates primarily to selling and purchasing. The Company manages its foreign currency risk periodically.

Significant monetary assets and liabilities denominated in foreign currencies as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions, and USD, EUR and Others in thousands):

	Currency	June 30, 2019		December 31, 2018	
		Foreign currencies	Korea won equivalent	Foreign currencies	Korea won equivalent
Assets	USD	31,580	₩ 36,532	11,114	₩ 12,426
	EUR	754	992	1,326	1,695
	Others		8,639		8,650
			₩ 46,163		₩ 22,771
Liabilities	USD	2,022	₩ 2,339	2,546	₩ 2,847
	EUR	-	-	9	11
	Others		289		956
			₩ 2,628		₩ 3,814

Should the exchange rate of the aforementioned currencies fluctuate by 10%, the effects on income before income tax expense would be as follows (Korean won in millions):

	June 30, 2019		December 31, 2018	
	Increase by 10%	Decrease by 10%	Increase by 10%	Decrease by 10%
Increase (decrease) in income before tax expense	₩ 4,354	₩ (4,354)	₩ 1,896	₩ (1,896)

### 30.1.3 Other price risk

Other price risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market prices other than from interest rate risk and foreign currency risk. The Company has not determined that the effect of changes in other price would have materially affected the Company.

### 30.2 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment assets.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk as of June 30, 2019 and December 31, 2018 are as follows and for cash and cash equivalents, credit risk exposure is low (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Short-term and long-term financial instruments	₩ 197,603	₩ 128,510
Trade receivables	341,777	354,128
Other receivables	1,365	1,858
Accrued income	182	118
Long-term investment securities	269,135	162,869
Short-term and long-term guarantee deposits	21,594	21,186
Short-term and long-term lease receivable	55,599	-
Short-term and long-term loan	397	397
Financial derivatives asset	176,399	176,027
	<u>₩ 1,064,051</u>	<u>₩ 845,093</u>

#### 30.2.1 Trade and other receivables

Customer credit risk is managed by each business unit subject to the Company's established policies, procedures and control related to customer credit risk management. Credit quality of the customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance.

Maximum exposure to credit risk at the reporting date is the book value of each class of financial assets. The Company apply a simple method that recognizes lifetime expected credit losses as a provision for losses on account receivables and other receivables. To measure expected credit losses, trade receivables and contract assets were separated by credit risk characteristics and past due dates.

#### 30.2.2 Other financial assets

Credit risk arising from other financial assets consists of long-term and short-term financial instruments, occurrence of trade opponent arising from the bankruptcy, etc. In this case, the credit risk exposure of the Company will be the same as the book value of the maximum applicable financial instruments. On the other hand, the management of the Company's credit rating, because it is excellent to deal with financial institutions, is judged to have limited impact on the credit risk of the financial institutions of the Company.

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**30.3 Liquidity risk**

Liquidity risk refers to the risk that the Company may default on the contractual obligations that become due. The Company manages its risk to a shortage of funds using a recurring liquidity planning tool.

The contractual maturity of financial liabilities as of June 30, 2019 is as follows. Amounts include interests paid and presented at gross amounts (Korean won in millions):

	<u>Book value</u>	<u>Contractual cash flow</u>	<u>Less than 3 months</u>	<u>3-12 months</u>	<u>1-5 years</u>	<u>More than 5 years</u>
Borrowings	₩ 670,000	₩ 672,072	₩ 672,072	₩ -	₩ -	₩ -
Bonds payable	6,300,398	6,826,311	320,561	904,836	4,498,980	1,101,934
Financial derivatives liabilities	240,476	240,476	305	-	240,171	-
Trade accounts payable	87,256	87,256	87,256	-	-	-
Lease liabilities	104,625	108,221	15,156	44,252	46,624	2,189
Other liabilities	135,195	135,195	110,387	19,230	5,578	-
	<u>₩ 7,537,950</u>	<u>₩ 8,069,531</u>	<u>₩ 1,205,737</u>	<u>₩ 968,318</u>	<u>₩ 4,791,353</u>	<u>₩ 1,104,123</u>

**30.4 Capital management**

The fundamental goal of capital risk management is to maintain a solid financial structure. In addition, as the Company is a holding company, it should maintain a debt ratio of less than 200% under Article 8 of *Monopoly Regulations and Fair Trade Law*. The debt ratio is calculated as total liabilities divided by total equity.

The Company maintains a debt ratio of 58.38% as of June 30, 2019. The maturity of the debt is dispersed in the long-term and the borrowings mainly consist of long-term bonds, which do not present significant risks for unexpected payment for debts.

The Company's debt ratio as of June 30, 2019 and December 31, 2018 are as follows (Korean won in millions):

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
Total liabilities	₩ 8,187,376	₩ 8,208,532
Total equity	14,024,564	13,168,136
Debt ratio	58.38%	62.34%

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**31. Business combination**

(1) Details of significant information related to merger for the six months ended June 30, 2018 are as follows:

	Details
Existing company after the acquisition	SK Holdings Co., Ltd.
Extinct company after the acquisition	SK Maritime Co., Ltd.
Effective date	March 1, 2018
Registration date	March 5, 2018
Purpose	Management efficiency
Ratio of acquisition	Ordinary shares of SK Holdings Co., Ltd. : ordinary shares of SK Maritime Co., Ltd. = 1.0000000:0.0000000

(2) Details of adjustments related to merger for the six months ended June 30, 2018 are as follows (Korean won in millions):

	Amount
Consideration transferred:	₩ 332,400
Identifiable assets and liabilities:	
Current assets	100
Cash and cash equivalents	4
Other receivables	96
Non-current assets	21,696
Long-term investment securities	37
Investments in subsidiaries	21,659
Net assets	21,796
Capital surplus:	310,604

**32. Subsequent events**

**32.1 Interim dividend**

The Company declared to pay interim dividend in accordance with the resolution of the Board of Directors on July 23, 2019 as follows:

	Details
Amount of interim dividend	₩1,000 per share (total amount of dividend: ₩56,389 million)
Ratio of dividend to market value	0.4% (ordinary shares), 0.7% (preferred shares)
Basic date for dividend	June 30, 2019
Date of dividend payment	Within August 22, 2019 by Commercial Act Article 464-2 (1)