

EVER SUPREME BIO TECHNOLOGY CO., LTD. AND SUBSIDIARIES

**CONSOLIDATED FINANCIAL STATEMENTS
WITH REPORT OF INDEPENDENT ACCOUNTANTS**

FOR THE YEARS ENDED 31 DECEMBER 2022 AND 2021

Address: 4F., No. 30, Keya Rd., Daya Dist., Taichung City, Taiwan, R.O.C.
Telephone: 886-4-2325-2888

Notice to readers:

The reader is advised that these consolidated financial statements have been prepared originally in Chinese. In the event of a conflict between these financial statements and the original Chinese version or difference in interpretation between the two versions, the Chinese language financial statements shall prevail.

REPRESENTATION LETTER TRANSLATED FROM CHINESE

The entities that are required to be included in the combined financial statements of EVER SUPREME BIO TECHNOLOGY CO., LTD. as of and for the year ended 31 December 2022, under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standard 10 “Consolidated Financial Statements”. In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, EVER SUPREME BIO TECHNOLOGY CO., LTD. and subsidiaries do not prepare a separate set of combined financial statements.

Hereby certified.

EVER SUPREME BIO TECHNOLOGY CO., LTD.

Liu, Chu-Chi
Chairman

13 March 2023

AUDIT REPORT OF INDEPENDENT ACCOUNTANTS

English Translation of a Report Originally Issued in Chinese

To EVER SUPREME BIO TECHNOLOGY CO., LTD.

Opinion

We have audited the accompanying consolidated balance sheets of EVER SUPREME BIO TECHNOLOGY CO., LTD and its subsidiaries (the “Group”) as of 31 December 2022 and 2021, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2022 and 2021, and notes to the consolidated financial statements, including the summary of significant accounting policies (together “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2022 and 2021, and their consolidated financial performance and cash flows for the years ended 31 December 2022 and 2021, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

EVER SUPREME BIO TECHNOLOGY CO., LTD. and its subsidiaries recognized operating revenue of NT\$627,512 thousand in 2022. The Company's principal source of revenue is from providing cell therapy products required by the Special Regulations for Cell Therapy and Gene Therapy Products, selling genetic testing products, providing cell storage services, and technology licensing. The Company recognizes revenue from transactions involving different product types with various transaction models and transaction terms with different sales targets, requiring judgements when determining performance obligation satisfaction and the timing of revenue recognition timing, we therefore considered this a key audit matter.

Our audit procedures include but are not limited to evaluating the appropriateness of the accounting policy related to revenue recognition, performing simple testing to understand the transaction model and testing effectiveness of the internal control established by management with respect to revenue recognition, including reconducting reviews of transaction terms to identify performance obligation and confirm whether revenue was recognized at the timing when control was transferred; selecting samples to perform test of details, reviewing the related certificates to confirm that revenue was recognized at the correct timing; performing cutoff tests for periods before and after the balance sheet date by reviewing related revenue documents of selected samples to verify that revenue was recognized in appropriate periods. We also considered the appropriateness of operating revenue disclosure in Notes 4 and 6 of consolidated financial statements

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Others

We have audited and expressed an unqualified opinion on the parent company only financial statements of EVER SUPREME BIO TECHNOLOGY CO., LTD. as of and for the year ended 31 December 2022.

Chen, Ming Hung

Huang, Zi Ping

Ernst & Young, Taiwan

13 March 2023

Notice to Readers

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

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 EVER SUPREME BIO TECHNOLOGY CO., LTD AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 31 December 2022 and 2021
 (Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	31 December, 2022		31 December, 2021	
		Amount	%	Amount	%
Current assets					
Cash and cash equivalents	4 & 6(1)	\$353,572	18	\$641,104	32
Financial assets measured at amortized cost, current	4 & 6(3)	915,993	47	702,600	35
Notes receivable - related parties, net	4, 6(4), (12) & 7	1,253	-	1,078	-
Accounts receivable, net	4, 6(4) & (12)	36,492	2	7,164	-
Accounts receivable - related parties, net	4, 6(4), (12) & 7	47,195	2	25,421	1
Other receivables	7	879	-	29,604	2
Inventories	4 & 6(5)	88,303	5	56,772	3
Prepayments		6,285	-	2,113	-
Other current assets	7	5,457	-	916	-
Total current assets		1,455,429	74	1,466,772	73
Non-current assets					
Financial assets at fair value through profit or loss, non current	4 & 6(2)	376,370	19	333,274	16
Property, plant and equipment	4, 6(6) & 7	72,508	4	90,992	4
Right-of-use assets	4, 6(13) & 7	17,329	1	34,019	2
Intangible assets	4 & 6(7)	11,947	1	11,142	1
Deferred tax assets	4 & 6(16)	30,320	1	78,195	4
Other non-current assets		9,717	-	8,221	-
Total non-current assets		518,191	26	555,843	27
Total assets		\$1,973,620	100	\$2,022,615	100

(continued)

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 EVER SUPREME BIO TECHNOLOGY CO., LTD AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 31 December 2022 and 2021
 (Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	31 December, 2022		31 December, 2021	
		Amount	%	Amount	%
Current liabilities					
Contract liabilities, current	4, 6(11) & 7	\$89,892	5	\$12,216	1
Notes and accounts payable, net	7	29,077	1	14,995	1
Other payables	7	28,927	1	30,289	1
Current tax liabilities	4 & 6(16)	10,469	1	21,041	1
Lease liabilities, current	4, 6(13) & 7	4,502	-	11,869	1
Other current liabilities	7	873	-	6,095	-
Total current liabilities		<u>163,740</u>	<u>8</u>	<u>96,505</u>	<u>5</u>
Non-current liabilities					
Deferred tax liabilities	4 & 6(16)	3,592	-	3,820	-
Lease liabilities, non-current	4, 6(13) & 7	13,361	1	22,549	1
Other non-current liabilities		757	-	1,955	-
Total non-current liabilities		<u>17,710</u>	<u>1</u>	<u>28,324</u>	<u>1</u>
Total liabilities		<u>181,450</u>	<u>9</u>	<u>124,829</u>	<u>6</u>
Equity					
Capital	6(9)				
Common stock		681,403	35	618,180	31
Capital collected in advance		40	-	-	-
Total capital		<u>681,443</u>	<u>35</u>	<u>618,180</u>	<u>31</u>
Additional paid-in capital	6(9)	872,222	44	1,210,866	60
Retained earnings	6(9)	238,505	12	68,740	3
Total equity		<u>1,792,170</u>	<u>91</u>	<u>1,897,786</u>	<u>94</u>
Total liabilities and equity		<u>\$1,973,620</u>	<u>100</u>	<u>\$2,022,615</u>	<u>100</u>

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 EVER SUPREME BIO TECHNOLOGY CO., LTD AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 For the Years Ended 31 December 2022 and 2021
 (Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the years ended 31 December			
		2022		2021	
		Amount	%	Amount	%
Operating revenues	4, 6(11) & 7	\$627,512	100	\$438,841	100
Operating costs	6(14) & 7	(212,955)	(34)	(193,361)	(44)
Gross profit		414,557	66	245,480	56
Operating expenses	6(14) & 7				
Sales and marketing		(12,069)	(2)	(12,413)	(3)
General and administrative		(28,002)	(5)	(32,724)	(7)
Research and development		(90,691)	(14)	(84,141)	(19)
Total operating expenses		(130,762)	(21)	(129,278)	(29)
Operating income		283,795	45	116,202	27
Non-operating income and expenses	6(15) & 7				
Interest income		9,875	2	2,877	1
Other income		7,353	1	7,391	2
Other gains and losses		(36,410)	(6)	270,969	62
Financial costs	7	(510)	-	(618)	-
Total non-operating income and expenses		(19,692)	(3)	280,619	65
Income from continuing operations before income tax		264,103	42	396,821	92
Income tax expense	4, 5 & 6(16)	(63,389)	(10)	(27,220)	(6)
Net income		200,714	32	369,601	86
Total comprehensive income		\$200,714	32	\$369,601	86
Earnings per share (NTD)	4 & 6(17)				
Basic earnings per share		\$2.95		\$5.45	
Diluted earnings per share		\$2.93		\$5.40	

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 EVER SUPREME BIO TECHNOLOGY CO., LTD AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
 For the years ended 31 December 2022 and 2021
 (Expressed in Thousands of New Taiwan Dollars)

Description	Notes	Capital			Retained Earnings		Total Equity
		Common Stock	Capital collected in advance	Additional paid-in capital	Legal Reserve	Unappropriated Earnings (accumulated deficit)	
Balance as of 1 January 2021		\$562,885	\$32,185	\$486,551	\$ -	\$(300,861)	\$780,760
Net income in 2021		-	-	-	-	369,601	369,601
Total comprehensive income		-	-	-	-	369,601	369,601
Capital injection		53,100	(32,085)	720,153	-	-	741,168
Share-based payment transactions	6(10)	2,195	(100)	3,816	-	-	5,911
Other changes in capital surplus - claim for disgorgement		-	-	346	-	-	346
Balance as of 31 December 2021	6(9)	<u>\$618,180</u>	<u>\$ -</u>	<u>\$1,210,866</u>	<u>\$ -</u>	<u>\$68,740</u>	<u>\$1,897,786</u>
Balance as of 1 January 2022		\$618,180	\$ -	\$1,210,866	\$ -	\$68,740	\$1,897,786
Distribution of 2021 retained earnings:							
Legal reserve		-	-	-	6,874	(6,874)	-
Cash dividends distributed from common stock		-	-	-	-	(30,949)	(30,949)
Stock dividends distributed from additional paid-in capital	6(9)	61,898	-	(61,898)	-	-	-
Cash dividends distributed from additional paid-in capital		-	-	(278,541)	-	-	(278,541)
Net income in 2022		-	-	-	-	200,714	200,714
Total comprehensive income		-	-	-	-	200,714	200,714
Share-based payment transactions	6(10)	1,325	40	1,795	-	-	3,160
Balance as of 31 December 2022	6(9)	<u>\$681,403</u>	<u>\$40</u>	<u>\$872,222</u>	<u>\$6,874</u>	<u>\$231,631</u>	<u>\$1,792,170</u>

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese
 EVER SUPREME BIO TECHNOLOGY CO., LTD AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Years Ended 31 December 2022 and 2021
 (Expressed in Thousands of New Taiwan Dollars)

	For the years ended 31 December	
	2022	2021
Cash flows from operating activities:		
Net income before income tax	\$264,103	\$396,821
Adjustments to reconcile net income before income tax to net cash provided by operating activities:		
Depreciation	33,834	34,289
Amortization	1,714	1,534
Net loss (gain) of financial assets at fair value through profit or loss	22,704	(261,054)
Interest expense	510	618
Interest income	(9,875)	(2,877)
Dividend income	-	(3,120)
Share-based payments	793	2,140
Loss (Gain) on disposal of property, plant and equipment	1	(11,334)
Gain on lease modification	(12)	(524)
Changes in operating assets and liabilities:		
Decrease in notes receivable	-	435
Increase in notes receivable - related parties	(175)	(1,078)
Increase in accounts receivable	(29,328)	(6,098)
Increase in accounts receivable - related parties	(21,774)	(11,524)
Decrease (Increase) in other receivables	28,889	(27,369)
Increase in inventories	(31,531)	(21,283)
(Increase) Decrease in prepayments	(4,172)	8,342
Decrease (increase) in other current assets	316	(842)
Increase in contract liabilities	77,676	8,092
Increase in accounts payable	14,082	9,957
(Decrease) Increase in other payables	(1,362)	9,348
(Decrease) Increase in other current liabilities	(5,222)	5,875
Cash generated from operations	341,171	130,348
Interest received	9,711	2,877
Dividend received	-	3,120
Interest paid	(510)	(618)
Income tax paid	(31,171)	(39)
Net cash provided by operating activities	<u>319,201</u>	<u>135,688</u>
Cash flows from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(88,200)	(185,205)
Disposal of financial assets at fair value through profit or loss	22,400	225,497
Acquisition of financial assets measured at amortized cost	(213,393)	(356,500)
Acquisition of property, plant and equipment	(3,186)	(1,984)
Disposal of property, plant and equipment	-	28,095
Acquisition of intangible assets	(2,409)	(2,667)
Increase in other non-current-assets	(2,519)	(4,062)
Net cash used in investing activities	<u>(287,307)</u>	<u>(296,826)</u>
Cash flows from financing activities:		
Cash payments for the principal portion of lease liability	(11,105)	(10,022)
Decrease in other non-current liabilities	(1,198)	(1,901)
Capital injection	-	741,168
Exercise of employee stock option	2,367	3,771
Cash dividends paid	(30,949)	-
Dividends paid from additional paid-in capital	(278,541)	-
Claim for disgorgement	-	346
Net cash (used in) provided by financing activities	<u>(319,426)</u>	<u>733,362</u>
Net (decrease) increase in cash and cash equivalents	(287,532)	572,224
Cash and cash equivalents at beginning of period	<u>641,104</u>	<u>68,880</u>
Cash and cash equivalents at end of period	<u>\$353,572</u>	<u>\$641,104</u>

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

EVER SUPREME BIO TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

For the years Ended 31 December 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, unless Otherwise Stated)

1. History and organization

Ever Superme Tech. Co., Ltd. (“the Company”) was incorporated in 2016. The Company’s main business is to research, develop, and manufacture new drugs related to human mesenchymal stem cells and immune cells. The Company completed the supplemental public offering process with the approval of the competent authority on 28 September 2018, and was approved to be listed on the Emerging Stock Market on October 26th, 2018. The Company was listed for trading on the Taipei Exchange (TPEx) on 8 January 2021. The registered address and main operating location of the Company are at 4F, No. 30, Keya Rd, Daya Dist, Taichung City.

2. Date and procedures of authorization of financial statements for issue

The consolidated financial statements of the Company and its subsidiaries (hereinafter referred to as “the Group”) for the years ended 31 December 2022 and 2021 were authorized for issue in accordance with a resolution of the board of directors’ meeting on 13 March 2023.

3. Newly issued or revised standards and interpretations

(1) Changes in accounting policies resulting from applying for the first-time certain standards and amendments

The Group applied for the first time International Financial Reporting Standards, International Accounting Standards, and Interpretations issued, revised or amended which are recognized by Financial Supervisory Commission (“FSC”) and become effective for annual periods beginning on or after 1 January 2022. The adoption of these new standards and amendments had no material impact on the Group.

EVER SUPREME BIO TECHNOLOGY CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(2) Standards or interpretations issued, revised or amended, by International Accounting Standards Board (“IASB”) which are endorsed by FSC, but not yet adopted by the Group as at the end of the reporting period are listed below.

Items	New, Revised or Amended Standards and Interpretations	Effective Date issued by IASB
a	Disclosure Initiative - Accounting Policies – Amendments to IAS 1	1 January 2023
b	Definition of Accounting Estimates – Amendments to IAS 8	1 January 2023
c	Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12	1 January 2023

(a) Disclosure Initiative - Accounting Policies – Amendments to IAS 1

The amendments improve accounting policy disclosures that to provide more useful information to investors and other primary users of the financial statements.

(b) Definition of Accounting Estimates – Amendments to IAS 8

The amendments introduce the definition of accounting estimates and include other amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to help companies distinguish changes in accounting estimates from changes in accounting policies.

(c) Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of IAS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

EVER SUPREME BIO TECHNOLOGY CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

The abovementioned standards and interpretations were issued by IASB and endorsed by FSC so that they are applicable for annual periods beginning on or after 1 January 2023. The standards and interpretations have no material impact on the Group.

(3) Standards or interpretations issued, revised or amended, by IASB which are not endorsed by FSC, and not yet adopted by the Group as at the end of the reporting period are listed below.

Items	New, Revised or Amended Standards and Interpretations	Effective Date issued by IASB
a	IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures” — Sale or Contribution of Assets between an Investor and its Associate or Joint Ventures	To be determined by IASB
b	IFRS 17 “Insurance Contracts”	1 January 2023
c	Classification of Liabilities as Current or Non-current – Amendments to IAS 1	1 January 2024
d	Lease Liability in a Sale and Leaseback – Amendments to IFRS 16	1 January 2024
e	Non-current Liabilities with Covenants – Amendments to IAS 1	1 January 2024

(a) IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures” — Sale or Contribution of Assets between an Investor and its Associate or Joint Ventures

The amendments address the inconsistency between the requirements in IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*, in dealing with the loss of control of a subsidiary that is contributed to an associate or a joint venture. IAS 28 restricts gains and losses arising from contributions of non-monetary assets to an associate or a joint venture to the extent of the interest attributable to the other equity holders in the associate or joint ventures. IFRS 10 requires full profit or loss recognition on the loss of control of the subsidiary. IAS 28 was amended so that the gain or loss resulting from the sale or contribution of assets that constitute a business as defined in IFRS 3 between an investor and its associate or joint venture is recognized in full.

EVER SUPREME BIO TECHNOLOGY CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

IFRS 10 was also amended so that the gains or loss resulting from the sale or contribution of a subsidiary that does not constitute a business as defined in IFRS 3 between an investor and its associate or joint venture is recognized only to the extent of the unrelated investors' interests in the associate or joint venture.

(b) IFRS 17 “Insurance Contracts”

IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects (including recognition, measurement, presentation and disclosure requirements). The core of IFRS 17 is the General (building block) Model, under this model, on initial recognition, an entity shall measure a group of insurance contracts at the total of the fulfilment cash flows and the contractual service margin. The carrying amount of a group of insurance contracts at the end of each reporting period shall be the sum of the liability for remaining coverage and the liability for incurred claims.

Other than the General Model, the standard also provides a specific adaptation for contracts with direct participation features (the Variable Fee Approach) and a simplified approach (Premium Allocation Approach) mainly for short-duration contracts.

IFRS 17 was issued in May 2017 and it was amended in 2020 and 2021. The amendments include deferral of the date of initial application of IFRS 17 by two years to annual beginning on or after 1 January 2023 (from the original effective date of 1 January 2021); provide additional transition reliefs; simplify some requirements to reduce the costs of applying IFRS 17 and revise some requirements to make the results easier to explain. IFRS 17 replaces an interim Standard – IFRS 4 Insurance Contracts – from annual reporting periods beginning on or after 1 January 2023

(c) Classification of Liabilities as Current or Non-current – Amendments to IAS 1

These are the amendments to paragraphs 69-76 of IAS 1 Presentation of Financial statements and the amended paragraphs related to the classification of liabilities as current or non-current.

EVER SUPREME BIO TECHNOLOGY CO., LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(d) Lease Liability in a Sale and Leaseback – Amendments to IFRS 16

The amendments add seller-lessee additional requirements for the sale and leaseback transactions in IFRS 16, thereby supporting the consistent application of the standard.

(e) Non-current Liabilities with Covenants – Amendments to IAS 1

The amendments improved the information companies provide about long-term debt with covenants. The amendments specify that covenants to be complied within twelve months after the reporting period do not affect the classification of debt as current or non-current at the end of the reporting period.

The abovementioned standards and interpretations issued by IASB have not yet endorsed by FSC at the date when the Group's financial statements were authorized for issue, the local effective dates are to be determined by FSC. The new or amended standards and interpretations are expected to have no material impact on the Group.

4. Summary of significant accounting policies

(1) Statement of Compliance

The consolidated financial statements of the Group for the years ended 31 December 2022 and 2021 have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers (“the Regulations”) and International Financial Reporting Standards, International Accounting Standards, and Interpretations developed by the International Financial Reporting Interpretations Committee, which are endorsed by FSC (TIFRSs).

(2) Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments that have been measured at fair value. The consolidated financial statements are expressed in thousands of New Taiwan Dollars (NTD) unless otherwise stated.

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(3) Basis of Consolidation

Preparation principle of consolidated financial statement

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- (a) power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- (b) exposure, or rights, to variable returns from its involvement with the investee, and
- (c) the ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee
- (b) rights arising from other contractual arrangements
- (c) the Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Subsidiaries are fully consolidated from the acquisition date, being the date on which the Group obtains control, and continues to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using uniform accounting policies. All intra-group balances, income and expenses, unrealized gains and losses and dividends resulting from intra-group transactions are eliminated in full.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction.

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Total comprehensive income of the subsidiaries is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

If the Group loses control of a subsidiary, it:

- (a) derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- (b) derecognizes the carrying amount of any non-controlling interest
- (c) recognizes the fair value of the consideration received
- (d) recognizes the fair value of any investment retained
- (e) recognizes any surplus or deficit in profit or loss
- (f) reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss.

(a) The consolidated entities are as follows:

Investor	Subsidiary	Main business	As at	
			31 Dec 2022	21 Dec 2021
The Company	SunSage	Medical	Biotechnology	100% 100%
	International Co., Ltd.		services	
SunSage	TSAI & MURAD		Retail	100% 100%
Medical	BIOTECHNOLOGY		Over-the-counter	
International	INC.		drugs class B and	
Co., Ltd.			Retail Sale of	
			Cosmetics	

(4) Foreign currency transactions

The Group's consolidated financial statements are presented in New Taiwan Dollars (NTD), which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

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Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency closing rate of exchange ruling at the reporting date. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

All exchange differences arising on the settlement of monetary items or on translating monetary items are taken to profit or loss in the period in which they arise except for the following:

- (a) Exchange differences arising from foreign currency borrowings for an acquisition of a qualifying asset to the extent that they are regarded as an adjustment to interest costs are included in the borrowing costs that are eligible for capitalization.
- (b) Foreign currency items within the scope of IFRS 9 *Financial Instruments* are accounted for based on the accounting policy for financial instruments.
- (c) Exchange differences arising on a monetary item that forms part of a reporting entity's net investment in a foreign operation is recognized initially in other comprehensive income and reclassified from equity to profit or loss on disposal of the net investment.

When a gain or loss on a non-monetary item is recognized in other comprehensive income, any exchange component of that gain or loss is recognized in other comprehensive income. When a gain or loss on a non-monetary item is recognized in profit or loss, any exchange component of that gain or loss is recognized in profit or loss.

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(5) Current and Non-current Distinction

An asset is classified as current when:

- (a) The Group expects to realize the asset, or intends to sell or consume it, in its normal operating cycle.
- (b) The Group holds the asset primarily for the purpose of trading.
- (c) The Group expects to realize the asset within twelve months after the reporting period.
- (d) The asset is cash or cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as a current when:

- (a) The Group expects to settle the liability in its normal operating cycle.
- (b) The Group holds the liability primarily for the purpose of trading.
- (c) The liability is due to be settled within twelve months after the reporting period.
- (d) The Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

(6) Cash and cash equivalents

Cash and cash equivalents shall refer to cash, time deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value, including time deposits with original maturities of three months or less.

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(7) Financial Instruments

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

Financial assets and financial liabilities within the scope of *IFRS 9 Financial Instruments* are recognized initially at fair value plus or minus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

A. Financial instruments: Recognition and Measurement

The Group accounts for regular way purchase or sales of financial assets on the trade date.

The Group classified financial assets as subsequently measured at amortized cost or fair value through profit or loss considering both factors below:

- (a) the Group's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets measured at amortized cost

A financial asset is measured at amortized cost if both of the following conditions are met and presented as note receivables, trade receivables financial assets measured at amortized cost and other receivables etc., on balance sheet as at the reporting date:

- (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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Such financial assets are subsequently measured at amortized cost (the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount and the maturity amount and adjusted for any loss allowance) and is not part of a hedging relationship. A gain or loss is recognized in profit or loss when the financial asset is derecognized, through the amortization process or in order to recognize the impairment gains or losses.

Interest revenue is calculated by using the effective interest method. This is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for:

- (a)purchased or originated credit-impaired financial assets. For those financial assets, the Group applies the credit-adjusted effective interest rate to the amortized cost of the financial asset from initial recognition.
- (b)financial assets that are not purchased or originated credit-impaired financial assets but subsequently have become credit-impaired financial assets. For those financial assets, the Group applies the effective interest rate to the amortized cost of the financial asset in subsequent reporting periods.

Financial asset measured at fair value through profit or loss

Financial assets were classified as measured at amortized cost or measured at fair value through other comprehensive income based on aforementioned criteria. All other financial assets were measured at fair value through profit or loss and presented on the balance sheet as financial assets measured at fair value through profit or loss.

Such financial assets are measured at fair value, the gains or losses resulting from remeasurement is recognized in profit or loss which includes any dividend or interest received on such financial assets.

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B. Impairment of financial assets

The Group recognizes a loss allowance for expected credit losses on debt instrument investments measured at fair value through other comprehensive income and financial asset measured at amortized cost. The loss allowance on debt instrument investments measured at fair value through other comprehensive income is recognized in other comprehensive income and not reduce the carrying amount in the balance sheet.

The Group measures expected credit losses of a financial instrument in a way that reflects:

- (a) an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes
- (b) the time value of money
- (c) reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions

The loss allowance is measured as follows:

- (a) At an amount equal to 12-month expected credit losses: the credit risk on a financial asset has not increased significantly since initial recognition or the financial asset is determined to have low credit risk at the reporting date. In addition, the Group measures the loss allowance at an amount equal to lifetime expected credit losses in the previous reporting period, but determines at the current reporting date that the credit risk on a financial asset has increased significantly since initial recognition is no longer met.
- (b) At an amount equal to the lifetime expected credit losses: the credit risk on a financial asset has increased significantly since initial recognition or financial asset that is purchased or originated credit-impaired financial asset.

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- (c) For trade receivables or contract assets arising from transactions within the scope of IFRS 15, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.
- (d) For lease receivables arising from transactions within the scope of IFRS 16, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.

At each reporting date, the Group needs to assess whether the credit risk on a financial asset has increased significantly since initial recognition by comparing the risk of a default occurring at the reporting date and the risk of default occurring at initial recognition. Please refer to Note 12 for further details on credit risk.

C. Derecognition of financial assets

A financial asset is derecognized when:

- (a) The rights to receive cash flows from the asset have expired.
- (b) The Group has transferred the asset and substantially all the risks and rewards of the asset have been transferred.
- (c) The Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amount and the consideration received or receivable including any cumulative gain or loss that had been recognized in other comprehensive income, is recognized in profit or loss.

D. Financial liabilities and equity

Classification between liabilities or equity

The Group classifies the instrument issued as a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial liability, and an equity instrument.

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Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The transaction costs of an equity transaction are accounted for as a deduction from equity (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

Compound instruments

The Group evaluates the terms of the convertible bonds issued to determine whether it contains both a liability and an equity component. Furthermore, the Group assesses if the economic characteristics and risks of the put and call options contained in the convertible bonds are closely related to the economic characteristics and risk of the host contract before separating the equity element.

For the liability component excluding the derivatives, its fair value is determined based on the rate of interest applied at that time by the market to instruments of comparable credit status. The liability component is classified as a financial liability measured at amortized cost before the instrument is converted or settled.

For the embedded derivative that is not closely related to the host contract (for example, if the exercise price of the embedded call or put option is not approximately equal on each exercise date to the amortized cost of the host debt instrument), it is classified as a liability component and subsequently measured at fair value through profit or loss unless it qualifies for an equity component. The equity component is assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component. The carrying amount is not remeasured in the subsequent accounting periods. If the convertible bond issued does not have an equity component, it is accounted for as a hybrid instrument in accordance with the requirements under IFRS 9 *Financial Instruments*.

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Transaction costs are apportioned between the liability and equity components of the convertible bond based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

On conversion of a convertible bond before maturity, the carrying amount of the liability component being the amortized cost at the date of conversion is transferred to equity.

Financial liabilities

Financial liabilities within the scope of IFRS 9 *Financial Instruments* are classified as financial liabilities at fair value through profit or loss or financial liabilities measured at amortized cost upon initial recognition.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated as at fair value through profit or loss. A financial liability is classified as held for trading if:

- (a) it is acquired or incurred principally for the purpose of selling or repurchasing it in the near term
- (b) on initial recognition it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking
- (c) it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument)

If a contract contains one or more embedded derivatives, the entire hybrid (combined) contract may be designated as a financial liability at fair value through profit or loss; or a financial liability may be designated as at fair value through profit or loss when doing so results in more relevant information, because either:

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- (a) it eliminates or significantly reduces a measurement or recognition inconsistency; or
- (b) group of financial liabilities or financial assets and financial liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to the key management personnel.

Gains or losses on the subsequent measurement of liabilities at fair value through profit or loss including interest paid are recognized in profit or loss.

Financial liabilities at amortized cost

Financial liabilities measured at amortized cost include interest bearing loans and borrowings that are subsequently measured using the effective interest rate method after initial recognition. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate method amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or transaction costs.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified (whether or not attributable to the financial difficulty of the debtor), such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

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E. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

(8) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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(9) Inventories

Inventories are valued at lower of cost and net realizable value item by item.

Costs incurred in bringing each inventory to its present location and condition are accounted for as follows:

Raw materials – At actual purchase cost, using weighted average method

Finished goods and work in progress – Cost of direct materials and labor and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Rendering of services is accounted in accordance with IFRS 15 and not within the scope of inventories.

(10) Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of dismantling and removing the item and restoring the site on which it is located and borrowing costs for construction in progress if the recognition criteria are met. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of property, plant and equipment were required to be replaced in intervals, the Group recognized such parts as individual assets with specific useful lives and depreciation, respectively. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition provisions of IAS 16 “Property, plant and equipment.” When a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

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Depreciation is calculated on a straight-line basis over the estimated economic lives of the following assets:

Items	Useful Lives
Machinery and equipment	5~10 years
Lab equipment	2~5 years
Office equipment	2~5 years
Other equipment	2~5 years
Leasehold improvements	The shorter of lease terms or economic useful lives

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognized in profit or loss.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate, and are treated as changes in accounting estimates.

(11) Leases

The Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Group assesses whether, throughout the period of use, has both of the following:

- (a) the right to obtain substantially all of the economic benefits from use of the identified asset; and
- (b) the right to direct the use of the identified asset.

For a contract that is, or contains, a lease, the Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract. For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The relative stand-alone price of lease and non-lease components shall be determined on the basis of the price the lessor, or a similar supplier, would charge the Group for that component, or a similar component, separately. If an observable stand-alone price is not readily available, the Group estimates the stand-alone price, maximizing the use of observable information.

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Group as a lessee

Except for leases that meet and elect short-term leases or leases of low-value assets, the Group recognizes right-of-use asset and lease liability for all leases which the Group is the lessee of those lease contracts.

At the commencement date, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate. At the commencement date, the lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable
- (b) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- (c) amounts expected to be payable by the lessee under residual value guarantees
- (d) the exercise price of a purchase option if the Group is reasonably certain to exercise that option
- (e) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease

After the commencement date, the Group measures the lease liability on an amortized cost basis, which increases the carrying amount to reflect interest on the lease liability by using an effective interest method. The Group reduces the carrying amount to reflect the lease payments made.

At the commencement date, the Group measures the right-of-use asset at cost. The cost of the right-of-use asset comprises:

- (a) the amount of the initial measurement of the lease liability
- (b) any lease payments made at or before the commencement date, less any lease incentives received
- (c) any initial direct costs incurred by the lessee
- (d) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease

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For subsequent measurement of the right-of-use asset, the Group measures the right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses. That is, the Group measures the right-of-use asset by applying a cost model.

If the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the Group depreciates the right-of-use asset from the commencement date to the end of the useful life of the underlying asset. Otherwise, the Group depreciates the right-of-use asset from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

The Group applies IAS 36 “Impairment of Assets” to determine whether the right-of-use asset is impaired and to account for any impairment loss identified.

Except for those leases that the Group accounted for as short-term leases or leases of low-value assets, the Group presents right-of-use assets and lease liabilities in the balance sheet and separately presents lease-related interest expense and depreciation charge in the statements of comprehensive income.

For short-term leases or leases of low-value assets, the Group elects to recognize the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis.

(12) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in profit or loss for the year in which the expenditure is incurred.

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The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each financial year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are recognized in profit or loss when the asset is derecognized.

Research and development costs

Research costs are expensed as incurred. Development expenditures, on an individual project, are recognized as an intangible asset when the Group can demonstrate:

- i) The technical feasibility of completing the intangible asset so that it will be available for use or sale
- ii) Its intention to complete and its ability to use or sell the asset
- iii) How the asset will generate future economic benefits
- iv) The availability of resources to complete the asset
- v) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. During the period of development, the asset is tested for impairment annually. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized over the period of expected future benefit.

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A summary of the policies applied to the Group's intangible assets is as follows:

	Technology	Computer
	License	software
Useful lives	10~20 years	2~5 years
Amortization method used	Amortized on a straight- line basis over the estimated useful life	Amortized on a straight- line basis over the estimated useful life
Internally generated or acquired	Acquired	Acquired

(13) Impairment of non-financial assets

The Group assesses at the end of each reporting period whether there is any indication that an asset in the scope of IAS 36 *Impairment of Assets* may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been an increase in the estimated service potential of an asset which in turn increases the recoverable amount. However, the reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

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A cash generating unit, or groups of cash-generating units, to which goodwill has been allocated is tested for impairment annually at the same time, irrespective of whether there is any indication of impairment. If an impairment loss is to be recognized, it is first allocated to reduce the carrying amount of any goodwill allocated to the cash generating unit (group of units), then to the other assets of the unit (group of units) pro rata on the basis of the carrying amount of each asset in the unit (group of units). Impairment losses relating to goodwill cannot be reversed in future periods for any reason.

An impairment loss of continuing operations or a reversal of such impairment loss is recognized in profit or loss.

(14) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

If the obligation is incurred over a period of time, then the recognition of the payable liability will be gradually recognized.

(15) Revenue recognition

The Group's revenue arising from contracts with customers are primarily related to sale of goods and rendering of services. The accounting policies are explained as follows:

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Sale of goods

The Group identifies the performance obligations in customer contracts, allocates the transaction price to each performance obligation, and recognizes revenue when each performance obligation is satisfied. The timing of revenue recognition is at a point in time. The Group manufactures and sells the goods. Sales are recognized when control of the goods is transferred to the customer and the goods are delivered to the customers (the customer obtains the right and carrying value of the goods). The main products of the Group are cell-based preparations and health supplements. Revenue is recognized based on the consideration stated in the contract.

The credit period of the Group's sales of goods is about 50 to 60 days. The trade receivables are recognized when the performance obligations of the customer contract are satisfied, as the Group has an unconditional right to an amount of consideration since that point in time, and only the passage of time is required for the Group to collect the consideration from the customer.

Rendering of services

The Group mainly provides the storage of human biological cells. The pricing of such services is determined by separate negotiations or agreements, and the storage service is provided based on the contract period. As the Group provides storage services during the contract period, which is a performance obligation that is gradually satisfied over time, revenue is recognized on a straight-line basis based on the passage of time.

For some rendering of services contracts, part of the consideration was received from customers upon signing the contract, and the Group has the obligation to provide the services subsequently. Accordingly, these amounts are recognized as contract liabilities. The period between the transfers of contract liabilities to revenue is usually within one year, thus, no significant financing component arose.

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(16) Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset. When the grant relates to an expense item, it is recognized as income over the period necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

Where the Group receives non-monetary grants, the asset and the grant are recorded gross at nominal amounts and released to the statement of comprehensive income over the expected useful life and pattern of consumption of the benefit of the underlying asset by equal annual installments. Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as additional government grant.

(17) Post-employment benefits

All employees of the Company and its domestic subsidiaries are entitled to a pension plan that is managed by an independently administered pension fund committee. Fund assets are deposited under the committee's name in the specific bank account and hence, not associated with the Company and its domestic subsidiaries. Therefore, fund assets are not included in the Group's consolidated financial statements.

For the defined contribution plan, the Company and its domestic subsidiaries will make a monthly contribution and recognize expenses for the current period of no less than 6% of the monthly wages of the employees subject to the plan.

(18) Share-based payment transactions

The cost of equity-settled transactions between the Group and its employees was measured at the fair value of the equity instruments on the grant date. The fair value of the equity instruments is determined by using an appropriate pricing model.

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The cost of equity-settled transactions is recognized, together with a corresponding increase in other capital reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The income statement expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

No expense is recognized for awards that do not ultimately vest, except for equity-settled payment transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled payment transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

The cost of restricted stocks issued is recognized as salary expense based on the fair value of the equity instruments on the grant date, together with a corresponding increase in other capital reserves in equity, over the vesting period. The Group recognized unearned employee salary which is a transitional contra equity account; the balance in the account will be recognized as salary expense over the passage of vesting period.

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(19) Income Tax

Income tax expense (profit) is the aggregate amount included in the determination of profit or loss for the period in respect of current income tax and deferred income tax.

Current income tax

Current income tax assets and liabilities for the current period and prior periods are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss.

The income tax for undistributed earnings is recognized as income tax expense in the subsequent year when the distribution proposal is approved by the Shareholders' meeting.

Deferred income tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- A. Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- B. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and any unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- A. Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- B. in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity. Deferred tax assets are reassessed at each reporting date and are recognized accordingly.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

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5. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumption and estimate could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and assumptions

A. Accounts receivables—estimation of impairment loss

The Group estimates the impairment loss of accounts receivables at an amount equal to lifetime expected credit losses. The credit loss is the present value of the difference between the contractual cash flows that are due under the contract (carrying amount) and the cash flows that expects to receive (evaluating forward looking information). However, as the impact from the discounting of short-term receivables is not material, the credit loss is measured by the undiscounted cash flows. Where the actual future cash flows are lower than expected, a material impairment loss may arise. Please refer to Note 6 for more details.

B. Inventories

Estimates of net realizable value of inventories take into consideration that inventories may be damaged, become wholly or partially obsolete, or their selling prices have declined. The estimates are based on the most reliable evidence available at the time the estimates are made. Please refer to Note 6 for details.

C. The fair value of financial instruments

Where the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using valuation techniques including the income approach (for example the discounted cash flow model) or market approach. Changes in assumptions about these factors could affect the reported fair value of the financial instruments. Please refer to Note 12 for more details.

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D. Share-based payment transaction

The Group measures the cost of equity-settled payment transactions with employees based on the fair value of the equity instruments at the grant date. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected useful life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 6.

E. Income Tax

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective group's/company's domicile.

Deferred tax assets are recognized for all carryforward of unused tax losses and unused tax credits and deductible temporary differences to the extent that it is probable that taxable profit will be available or there are sufficient taxable temporary differences against which the unused tax losses, unused tax credits or deductible temporary differences can be utilized. The amount of deferred tax assets determined to be recognized is based upon the likely timing and the level of future taxable profits and taxable temporary differences together with future tax planning strategies.

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6. Contents of significant accounts

(1) Cash and cash equivalents

	As of	
	31 December 2022	31 December 2021
Demand deposits	\$353,502	\$641,014
Cash on hand	70	90
Total	\$353,572	\$641,104

(2) Financial assets at fair value through profit or loss

	As of	
	31 December 2022	31 December 2021
Financial assets designated at fair value through profit or loss – non-current:		
Unlisted companies' stocks	\$376,370	\$333,274
 Current	\$ -	\$ -
Non-current	376,370	333,274
Total	\$376,370	\$333,274

Financial assets at fair value through profit or loss were not pledged.

(3) Financial assets measured at amortized cost - current

	As of	
	31 December 2022	31 December 2021
Bank deposits - time deposits	\$915,993	\$702,600

The Group classified certain financial assets as financial assets measured at amortized cost. Please refer to Note 12 for more details on credit risk. Aforementioned financial assets measured at amortized cost- current were not pledged.

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(4) Notes receivable and accounts receivables, net

	As at	
	31 December 2022	31 December 2021
Accounts receivable	\$36,492	\$7,164
Less: allowance for doubtful debts	-	-
Subtotal	<u>36,492</u>	<u>7,164</u>
Notes receivable from related parties	1,253	1,078
Accounts receivable from related parties	47,195	25,421
Less: allowance for doubtful debts	-	-
Subtotal	<u>48,448</u>	<u>26,499</u>
Total	<u><u>\$84,940</u></u>	<u><u>\$33,663</u></u>

Notes receivable and accounts receivable were not pledged.

Accounts receivables are generally on 50-60day terms. The total carrying amount as of 31 December 2022 and 2021 were \$84,940 and \$33,663, respectively. Please refer to Note 6(12) for more details on loss allowance of accounts receivable for the years ended 2022 and 2021 and Note 12 for more details on credit risk management.

(5) Inventories

	As at	
	31 December 2022	31 December 2021
Raw materials	\$24,425	\$13,065
Supplies	4,687	647
Work in progress	35,842	28,905
Finished goods	19,084	13,070
Commodity inventory	4,265	1,085
Total	<u>\$88,303</u>	<u>\$56,772</u>

The cost of inventories recognized in expenses amounted to \$212,955 for the year ended 31 December 2022, including the loss from valuation of inventories in the amount of \$7,883.

The cost of inventories recognized in expenses amounted to \$193,361 for the year ended 31 December 2021, including the reversal of the write-down of inventories of \$3,725. The inventory recovery gain was generated due to the elimination of the factors that caused the inventory write-down in the past.

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(6) Property, plant and equipment

	Machinery and equipment	Lab equipment	Office equipment	Other equipment	Leasehold improvement	Total
Cost:						
As of 1 January 2022	\$21,259	\$3,363	\$6,045	\$51,976	\$63,900	\$146,543
Additions	-	-	612	1,241	1,333	3,186
Disposals	-	-	(23)	-	-	(23)
Reclassification	-	-	-	913	-	913
As of 31 December 2022	<u><u>\$21,259</u></u>	<u><u>\$3,363</u></u>	<u><u>\$6,634</u></u>	<u><u>\$54,130</u></u>	<u><u>\$65,233</u></u>	<u><u>\$150,619</u></u>
Depreciation and impairment:						
As of 1 January 2022	\$10,511	\$2,552	\$4,275	\$22,209	\$16,004	\$55,551
Depreciation	3,417	647	1,379	10,468	6,671	22,582
Disposals	-	-	(22)	-	-	(22)
As of 31 December 2022	<u><u>\$13,928</u></u>	<u><u>\$3,199</u></u>	<u><u>\$5,632</u></u>	<u><u>\$32,677</u></u>	<u><u>\$22,675</u></u>	<u><u>\$78,111</u></u>

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	Machinery and equipment	Lab equipment	Office equipment	Other equipment	Leasehold improvement	Total
Cost:						
As of 1 January 2021	\$45,859	\$3,363	\$5,791	\$49,509	\$63,635	\$168,157
Additions	-	-	332	1,257	265	1,854
Disposals	(24,600)	-	(78)	-	-	(24,678)
Reclassification	-	-	-	1,210	-	1,210
As of 31 December 2021	<u>\$21,259</u>	<u>\$3,363</u>	<u>\$6,045</u>	<u>\$51,976</u>	<u>\$63,900</u>	<u>\$146,543</u>
Depreciation and impairment:						
As of 1 January 2021	\$12,696	\$1,906	\$2,857	\$12,338	\$9,252	\$39,049
Depreciation	5,678	647	1,471	9,871	6,752	24,419
Disposals	(7,864)	-	(53)	-	-	(7,917)
As of 31 December 2021	<u>\$10,510</u>	<u>\$2,553</u>	<u>\$4,275</u>	<u>\$22,209</u>	<u>\$16,004</u>	<u>\$55,551</u>
Net carrying amount:						
As of 31 December 2022	<u><u>\$7,331</u></u>	<u><u>\$164</u></u>	<u><u>\$1,002</u></u>	<u><u>\$21,453</u></u>	<u><u>\$42,558</u></u>	<u><u>\$72,508</u></u>
As of 31 December 2021	<u><u>\$10,749</u></u>	<u><u>\$810</u></u>	<u><u>\$1,770</u></u>	<u><u>\$29,767</u></u>	<u><u>\$47,896</u></u>	<u><u>\$90,992</u></u>

The abovementioned property, plant and equipment were not pledged.

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(7) Intangible assets

	Computer Software	Technology License	Total
Cost:			
As of 1 January 2022	\$3,250	\$12,100	\$15,350
Addition	909	1,500	2,409
As of 31 December 2022	<u>\$4,159</u>	<u>\$13,600</u>	<u>\$17,759</u>
Amortization and impairment:			
As of 1 January 2022	\$2,170	\$2,038	\$4,208
Amortization	816	788	1,604
As of 31 December 2022	<u>\$2,986</u>	<u>\$2,826</u>	<u>\$5,812</u>
Net carrying amount:			
As of 31 December 2022	<u>\$1,173</u>	<u>\$10,774</u>	<u>\$11,947</u>
As of 1 January 2022	<u>\$1,080</u>	<u>\$10,062</u>	<u>\$11,142</u>
	Computer Software	Technology License	Total
Cost:			
As of 1 January 2021	\$3,083	\$9,600	\$12,683
Addition	167	2,500	2,667
As of 31 December 2021	<u>\$3,250</u>	<u>\$12,100</u>	<u>\$15,350</u>
Amortization and impairment:			
As of 1 January 2021	\$1,486	\$1,298	\$2,784
Amortization	684	740	1,424
As of 31 December 2021	<u>\$2,170</u>	<u>\$2,038</u>	<u>\$4,208</u>
Net carrying amount:			
As of 31 December 2021	<u>\$1,080</u>	<u>\$10,062</u>	<u>\$11,142</u>
As of 1 January 2021	<u>\$1,597</u>	<u>\$8,302</u>	<u>\$9,899</u>

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Intangible asset amortization expenses are summarized as follows:

	For the years ended 31 December	
	2022	2021
Operating expenses	\$1,604	\$1,424

Intangible assets were not pledged. Please refer to Note 9(1~19) Commitments and contingencies for more details on technology license.

(8) Post-employment benefits

Defined contribution plan

The Group adopts a defined contribution plan in accordance with the Labor Pension Act of the R.O.C. Under the Labor Pension Act, the Group will make monthly contributions of no less than 6% of the employees' monthly wages to the employees' individual pension accounts. The Group has made monthly contributions of 6% of each individual employee's salaries or wages to employees' pension accounts.

Expenses under the defined contribution plan for the years ended 31 December 2022 and 2021 were \$3,214 and \$3,474 , respectively.

(9) Equity

A. Common stock

As of 1 January 2021 the Company's authorized capital was \$880,000, divided into 56,289 thousand shares with par value of \$10 each and the paid-in capital were \$562,885.

Before the initial listing of the stock on the OTC market, the Company, through the resolution of the board of directors, has approved to set 6 January 2021 as the capital increase date. A total of 5,310 thousand common shares were issued, 10 thousand shares of employee share options were converted to common shares, and the registration process was completed and approved by the competent authority on 14 January 2021.

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From 1 January to 31 December 2021, 210 thousand shares of employee share options were converted to common shares. The Company's board of directors resolved to set 2 November 2021 as the capital increase date for the issuance of new shares. The registration process was completed and approved by the competent authority on 12 November 2021.

From 1 January to 30 June 2022, 80 thousand shares of employee share options were converted to common shares. The Company's board of directors resolved to set 7 March 2022 as the capital increase date for the issuance of new shares. The registration process was completed and approved by the competent authority on 14 March 2022.

On April 21, 2022, the appropriations of earnings for the year ended 2021 and issuance of new shares from capital surplus were resolved by the shareholders' meeting. The Company allocated \$61,898 from capital surplus to issue 6,190 thousand common shares at a par value of \$10 per share. The record date for the allocation of the new shares was 27 May 2022. The registration process was completed and approved by the competent authority on 1 June 2022 and the distribution date was 24 June 2022.

From 1 January to 30 November 2022, 53 thousand shares of employee share options were converted to common shares. The Company's board of directors resolved to set 7 November 2022 as the capital increase date for the issuance of new shares. The registration process was completed and approved by the competent authority on 10 November 2022.

As of 31 December 2022, the Company's authorized capital was \$880,000, divided into 88,000 thousand shares with par value of \$10 each, and the paid-in capital were \$681,403, divided into 68,140 thousand shares with par value of \$10 each. Each share has one voting right and a right to receive dividends.

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B. Capital surplus

	As of	
	31 December 2022	31 December 2021
Additional paid-in capital	\$863,436	\$1,200,575
Employee stock option	8,440	9,945
Claim for disgorgement	346	346
Total	\$872,222	\$1,210,866

According to the Company Act, the capital reserve shall not be used except for making good the deficit of the company. When a company incurs no loss, it may distribute the capital reserves related to the income derived from the issuance of new shares at a premium or income from endowments received by the company. The distribution could be made in the form of cash or dividend shares to its shareholders in proportion to the number of shares being held by each of them.

C. Legal reserve

According to the Company Act, the Company's after-tax earnings are required to first offset against any deficit, and 10% of the balance shall be set aside as legal reserve. The legal reserve can be used to make good the deficit of the Company. When the Company incurs no loss, it may distribute the portion of legal reserve which exceeds 25% of the issued capital by issuing new shares or by cash in proportion to the number of shares being held by each of the shareholders.

D. Distribution of retained earnings and dividend policies

According to the Company's Articles of Incorporation, current year's earnings, if any, shall be distributed in the following order:

- (a) Income tax obligation
- (b) Offsetting accumulated deficits, if any
- (c) Legal reserve at 10% of net income after tax
- (d) Special reserve in compliance with the Company Act or Securities and Exchange Act
- (e) The distribution of the remaining portion, if any, will be recommended by the Board of Directors and resolved in the shareholders' meeting

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According to the Company Act, the Company needs to set aside amount to legal reserve unless where such legal reserve amounts to the total paid-in capital. The legal reserve can be used to make good the deficit of the Company. When the Company incurs no loss, it may distribute the portion of legal reserve which exceeds 25% of the paid-in capital by issuing new shares or by cash in proportion to the number of shares being held by each of the shareholders.

Details of the 2022 and 2021 earnings distributions and dividends per share as approved and resolved by the board of directors' meeting on 13 March 2023, and the board of directors' meeting and shareholders' meeting on 21 April 2022, respectively, are as follows:

	Appropriation of earnings		Dividend per share (in dollars)	
	2022	2021	2022	2021
Legal reserve	\$20,071	\$6,874		
Cash dividends—common stock	<u>136,289</u>	<u>30,949</u>	\$2	\$0.5
Total	<u>\$156,360</u>	<u>\$37,823</u>		

The issuance of new shares from capital surplus of \$61,898 was resolved by the board of directors' meeting on 13 March 2023.

The Company resolved to distribute the cash dividends of \$278,541 from capital surplus at \$4.5 per share and transfer capital surplus of \$61,898 to issue new share for capital increase on the shareholders' meeting on 21 April 2022.

(10) Share-based payment plans

Certain employees of the Group are entitled to share-based payment as part of their compensations; services are provided by the employees in return for the equity instruments granted. These plans are accounted for as equity-settled share-based payment transactions.

A. Share-based payment plan for employees

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On 28 September 2018, the Group was authorized by the Securities and Futures Bureau of the FSC to issue employee share options with a total number of 1,400 thousand units. Each unit entitles an optionee to subscribe for one share of the Group's common shares. The optionee may exercise the options in accordance with certain schedules as prescribed by the plan starting 2 years from the grant date. Settlement upon the exercise of the options will be made through the issuance of new shares by the Group.

The fair value of the share options is estimated at the grant date using Black-Scholes option valuation model, taking into account the terms and conditions upon which the share options were granted.

The contractual term of each option granted is 6 years. There are no cash settlement alternatives. The Group did not have practices of cash-settled share-based payment transaction.

As of 31 December 2022, the relevant details of the aforementioned share-based payment plans were as follows:

Grant date	Total number of share options granted (in thousands)	Exercise price of share options (in dollars)
29 August 2018	1,400	\$18

The following table lists the inputs to the model used for the aforementioned plan:

	Share-based payment plan
Dividend yield (%)	- %
Expected volatility (%)	32.24%
Risk-free interest rate (%)	0.68%
Expected option life (Years)	4.38
Weighted average share price (\$)	\$32.62
Option pricing model	Black-Scholes option valuation model

The expected useful life of the share options is based on historical data

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and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the useful life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

The following table contains further details on the share-based payment plan for the years ended 2022 and 2021:

	2022		2021	
	Number of share options outstanding (in thousands)	Weighted average exercise price of share options (in dollars)	Number of share options outstanding (in thousands)	Weighted average exercise price of share options (in dollars)
Outstanding at beginning of period	640	\$18	859	\$18
Granted	-	-	-	-
Forfeited	-	-	(9)	-
Exercised	(137)	18	(210)	18
Expired	-	-	-	-
Outstanding at end of period	<u>503</u>	18	<u>640</u>	18
Exercisable at end of period	503	18	640	18
For share options granted during the period, weighted average fair value of those options at the measurement date (NT\$)		\$-		\$-

The information on the outstanding share options as of 31 December 2022 is as follows:

	Range of exercise price (in dollars)	Weighted average remaining contractual life (Years)
As at 31 December 2022 share options outstanding at the end of the period	\$18	1.663

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B. The expense recognized for employee services received for the years ended 31 December 2022 and 2021, is shown in the following table:

	For the years ended 31 December	
	2022	2021
Total expense arising from equity-settled share-based payment transactions	\$793	\$2,140

(11) Operating revenue

	For the years ended 31 December	
	2022	2021
Sale of goods	\$477,948	\$384,939
Storage service	90,040	40,569
Technology licensing	59,524	13,333
Total	\$627,512	\$438,841

A. Disaggregation of revenue

	For the years ended 31 December	
	2022	2021
Timing of revenue recognition:		
At a point in time	\$537,472	\$402,879
Over time	90,040	35,962
Total	\$627,512	\$438,841

B. Current contract liabilities

	As of		
	31 December	31 December	1 January
	2022	2021	2021
Sale of goods	\$29,486	\$6,273	\$4,124
Others	60,406	5,943	-
Total	\$89,892	\$12,216	\$4,124

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The significant changes in the Group's balances of contract liabilities for the years ended 31 December 2022 and 2021 are as follows:

	For the years ended	
	31 December	
	2022	2021
The opening balance transferred to revenue	\$12,216	\$4,124
Increase in receipts in advance during the period (excluding the amount incurred and transferred to revenue during the period)	89,892	12,216

C. Transaction price allocated to unsatisfied performance obligations

As of 31 December 2022, there was no need to provide relevant information of the unsatisfied performance obligations as the contract terms with customers about the sales of goods are all shorter than one year.

D. Assets recognized from costs to fulfil a contract

None.

(12) Expected credit losses

There were no expected credit losses as of 31 December 2022 and 2021.

Please refer to Note 12 for more details on credit risk.

The Group measures the loss allowance of its trade receivables (including note receivables and trade receivables) at an amount equal to lifetime expected credit losses. The assessment of the Group's loss allowance as of 31 December 2022 and 2021 was as follows:

A. The Group considers the grouping of trade receivables by counterparties' credit rating, by geographical region and by industry sector, and its loss allowance is measured by using a provision matrix, details are as follows:

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As of 31 December 2022

	Overdue					Total
	Not yet due (note)	<=90 days	91-180 days	181-365 days	>=365 days	
Gross carrying amount	\$84,790	\$150	\$ -	\$ -	\$ -	\$84,940
Loss rate	0%	0%	20%	50%	100%	
Lifetime expected credit losses	-	-	-	-	-	-
Per book	<u>\$84,790</u>	<u>\$150</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$84,940</u>

As of 31 December 2021

	Overdue					Total
	Not yet due (note)	<=90 days	91-180 days	181-365 days	>=365 days	
Gross carrying amount	\$32,232	\$1,431	\$ -	\$ -	\$ -	\$33,663
Loss rate	0%	0%	20%	50%	100%	
Lifetime expected credit losses	-	-	-	-	-	-
Per book	<u>\$32,232</u>	<u>\$1,431</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$33,663</u>

(13) Leases

A. Group as a lessee

The Group mainly leases buildings. The lease terms range from 2 to 10 years. The Group's leases' effect on the financial position, financial performance and cash flows are as follows:

(a) Amounts recognized in the balance sheet

(i) Right-of-use asset

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The carrying amount of right-of-use assets

	As at 31 December	
	2022	2021
Buildings	\$17,329	\$34,019

For the years ended 31 December 2022 and 2021, the Group's additions to right-of-use assets amounted to \$2,363 and \$8,538, respectively.

(ii) Lease liabilities

	As of 31 December	
	2022	2021
Current	\$4,502	\$11,869
Non-Current	13,361	22,549
Total	\$17,863	\$34,418

Please refer to Note 6(15)(d) for the interest on lease liabilities recognized for the years ended 31 December 2022 and 2021 and refer to Note 12(5) Liquidity risk management for the maturity analysis for lease liabilities.

B. Amounts recognized in the statement of profit or loss

Depreciation charge for right-of-use assets

	For the years ended	
	31 December	
	2022	2021
Buildings	\$11,252	\$9,870

C. Income and costs relating to leasing activities

	For the years ended	
	31 December	
	2022	2021
The expenses relating to short-term leases	\$392	\$381

D. Cash outflow related to lessee and lease activity

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For the years ended 31 December 2022 and 2021, the Group's total cash outflows for leases amounted to \$12,007 and \$9,363, respectively.

(14)Summary statement of employee benefits, depreciation and amortization expenses by function for the years ended 31 December 2022 and 2021:

Nature	Function	For the years ended 31 December				
		2022			2021	
		Operating costs	Operating expenses	Total amount	Operating costs	Operating expenses
Employee benefits expense						
Salaries		\$16,600	\$48,576	\$65,176	\$20,856	\$50,450
Labor and health insurance		3,674	2,770	6,444	3,877	2,997
Pension		1,787	1,427	3,214	1,921	1,553
Director's remuneration		-	1,194	1,194	-	1,185
Other employee benefits expense		1,599	1,307	2,906	1,790	1,324
Depreciation		16,624	17,210	33,834	14,919	19,370
Amortization		-	1,714	1,714	-	1,534
						1,534

According to the Articles of Incorporation, 1%~3% of profit of the current year is distributable as employees' compensation and no higher than 2% of profit of the current year is distributable as remuneration to directors. However, the accumulated losses shall have been covered. The Company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation in the form of shares or in cash; and in addition, thereto a report of such distribution is submitted to the shareholders' meeting. Information on the Board of Directors' resolution regarding the employees' compensation and remuneration to directors and supervisors can be obtained from the "Market Observation Post System" on the website of the TWSE.

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The Company estimated the amounts of the employees' compensation and directors' remuneration based on the profit of current year and recognized as salary expenses. If the board of directors resolves to distribute employees' compensation through stock, the number of stocks is calculated based on the closing price one day prior to the date of the meeting. The difference between the estimation and the resolution will be recognized as profit or loss of the subsequent year.

Based on the profit as of 31 December 2022, the Company estimated the employees' compensation and remuneration to directors for the year ended of 31 December 2022 to be 1% and 0% of profit, respectively. The employees' compensation and remuneration to directors for the year ended of 31 December 2022 amounted to \$3,864 and \$0, respectively. The employees' compensation and remuneration to directors and supervisors for the year ended of 31 December 2021 amounted to \$3,423

and \$0, respectively. The aforementioned amounts were recognized as employee benefits expense.

A resolution was passed at the board meeting held on 7 March 2022 to distribute \$3,423 and \$0 as the employee compensation and remuneration to directors and supervisors of 2021, respectively. There were no material differences between the estimated amount and the actual distribution of the employee compensation and remuneration to directors and supervisors for the year ended 31 December 2021.

(15) Non-operating income and expenses

A. Interest income

	For the years ended	
	31 December	
	2022	2021
Financial assets measured at amortized cost	\$9,875	\$2,877

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B. Other income

	For the years ended	
	31 December	
	2022	2021
Dividend income	\$-	\$3,120
Others	7,353	4,271
Total	\$7,353	\$7,391

C. Other gains and losses

	For the years ended	
	31 December	
	2022	2021
(Losses) gains on financial assets at fair value through profit or loss (Note)	\$(5,697)	\$261,054
Gains on disposal of lease improvements	12	524
Gains (losses) on disposal of property, plant and equipment	(1)	11,334
Losses on foreign currencies exchanged	(30,724)	
Impairment loss of non-financial asset	-	(1,943)
Total	\$(36,410)	\$270,969

Note:

- Balances were arising from financial assets measured at fair value through profit or loss, including valuation adjustment and gain (loss) on Disposal.

D. Finance costs

	For the years ended	
	31 December	
	2022	2021
Interest on lease liabilities	\$510	\$618

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(16) Income tax

The major components of income tax expense(income) for the years ended 31 December 2022 and 2021 are as follows:

A. Income tax expense (income) recognized in profit or loss

	For the years ended 31 December	
	2022	2021
Current income tax expense:		
Current income tax charge	\$16,015	\$21,080
Adjustments in respect of current income tax of prior periods	(273)	-
Deferred tax expense (income):		
Deferred tax expense (income) relating to origination and reversal of temporary differences	(7,909)	4,558
Deferred tax expense (income) relating to origination and reversal of tax loss and tax credit	55,556	1,582
Total income tax expense	<u>\$63,389</u>	<u>\$27,220</u>

B. Reconciliation between tax expense and the product of accounting profit multiplied by applicable tax rates is as follows:

	For the years ended 31 December	
	2022	2021
Accounting profit before tax from continuing operations	<u>\$264,103</u>	<u>\$396,821</u>
Tax at the domestic rates applicable to profits in the country concerned	\$52,821	\$85,682
Tax effect of revenues exempt from taxation	3,625	(51,883)
Tax effect of expenses not deductible for tax purposes	19	-
Tax effect of deferred tax assets/liabilities	8,664	-
Adjustments in respect of current income tax of prior periods	(273)	-
Other adjustments according to tax law	(1,467)	(6,583)
Corporate income surtax on undistributed retained earnings	-	4
Total income tax expense recognized in profit or loss	<u>\$63,389</u>	<u>\$27,220</u>

C. Deferred tax assets (liabilities) related to the following:

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(a) For the year ended 31 December 2022

	Balance as at 1 January	Recognized in profit or loss	Balance as at 31 December
Temporary difference			
Employee benefits	\$80	\$(40)	\$40
Revaluations of financial assets (liabilities) at fair value through profit or loss	(3,820)	228	(3,592)
Provision for allowance to reduce inventories to market value	496	1,576	2,072
Unrealized exchange losses	-	6,145	6,145
Unused taxable losses	<u>77,619</u>	<u>(55,556)</u>	<u>22,063</u>
Deferred income tax income		\$(47,647)	
Net deferred income tax assets	<u>\$74,375</u>		<u>\$26,728</u>
Reflected in balance sheet as follows:			
Deferred tax assets	<u>\$78,195</u>		<u>\$30,320</u>
Deferred tax liabilities	<u>\$(3,820)</u>		<u>\$(3,592)</u>

(b) For the year ended 31 December 2021

	Balance as at 1 January	Recognized in profit or loss	Balance as at 31 December
Temporary difference			
Employee benefits	\$120	\$(40)	\$40
Revaluations of financial assets (liabilities) at fair value through profit or loss	(46)	(3,774)	(3,820)
Provision for allowance to reduce inventories to market value	1,240	(744)	496
Unused taxable losses	<u>79,201</u>	<u>(1,582)</u>	<u>77,619</u>
Deferred income tax income		\$(6,140)	
Net deferred income tax assets	<u>\$80,515</u>		<u>\$74,375</u>
Reflected in balance sheet as follows:			
Deferred tax assets	<u>\$80,561</u>		<u>\$78,195</u>
Deferred tax liabilities	<u>\$(46)</u>		<u>\$(3,820)</u>

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D. The assessment of income tax return

The assessment of income tax return	
The Company	Assessed and approved up to 2020
SunSage Medical International Co., Ltd.	Assessed up to 2021 (Note)
TSAI & MURAD BIOTECHNOLOGY INC.	Assessed and approved up to 2020

Note: SunSage Medical International Co., Ltd. was established and registered on 5 February 2021.

(17) Earnings per share

Basic earnings per share amounts are calculated by dividing the net profit for the years attributable to ordinary equity holders of the parent entity by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the parent entity (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

	For the years ended 31 December	
	2022	2021
(a) Basic earnings per share		
Net income attributable to ordinary shareholders of the parent (in thousands of NT\$)	\$200,714	\$369,601
Weighted average number of ordinary shares outstanding for basic earnings per share (in thousands)	68,091	67,817
Basic earnings per share (NT\$)	\$2.95	\$5.45
(b) Diluted earnings per share		

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	For the years ended 31 December	
	2022	2021
Net income attributable to ordinary shareholders of the parent after dilution (in thousands of NT\$)	\$200,714	\$369,601
Weighted average number of ordinary shares outstanding for basic earnings per share (in thousands) (Note)	68,091	61,628
Effect of dilution:		
Employee stock options (in thousands)	457	603
Employee compensation – stock (in thousands)	14	13
Weighted average number of ordinary shares outstanding after dilution (in thousands)	<u>68,562</u>	<u>68,445</u>
Diluted earnings per share (NT\$)	<u>\$2.93</u>	<u>\$5.40</u>

Note: The aforementioned weighted average number of outstanding shares has been retrospectively adjusted up to the date of financial statement approval by the number of shares for the distribution of stock dividends by the Company.

(C) There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of the financial statements.

7. Related party transactions

Nature of relationship of the related parties

Name of the related party	Nature of relationship of the related parties
China Medical University	Substantive related party
China Medical University Hospital	Substantive related party
Asia University	Substantive related party
Asia University Hospital	Substantive related party
Tainan Municipal An-Nan Hospital	Substantive related party
China Medical University Hsinchu Hospital	Substantive related party
China Medical University Beigang Hospital	Substantive related party
China Medical University Hospital, Taipei Branch	Substantive related party
New Far Easten Obgyn Hospital	Substantive related party
Mamamia clinic	Substantive related party
Ever Fortune. AI Co., Ltd.	Substantive related party

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(1) Significant transactions with related parties

(a) Sales

	For the years ended 31 December	
	2022	2021
China Medical University Hospital	\$322,112	\$197,556
Asia University Hospital	32,542	24,859
China Medical University Hsinchu Hospital	24,677	9,738
Tainan Municipal An-Nan Hospital	10,156	4,238
New Far Eastern Obgyn Hospital	4,407	4,243
Other	10,175	13,338
Total	\$404,069	\$253,972

(b) Operating costs

	For the years ended 31 December	
	2022	2021
China Medical University Hospital	\$18,978	\$16,512
China Medical University	3,899	1,223
Other	-	148
Total	\$22,877	\$17,883

(c) Operating expenses

	For the years ended 31 December	
	2022	2021
China Medical University Hospital	\$9,791	\$6,113
China Medical University	1,415	908
Other	63	69
Total	\$11,269	\$7,090

(d) Notes receivable

	As of	
	31 December 2022	31 December 2021
New Far Eastern Obgyn Hospital	\$1,050	\$994
Mamamia clinic	203	84
Total	\$1,253	\$1,078

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(e) Accounts receivable

	As of	
	31 December	31 December
	2022	2021
China Medical University Hospital	\$37,614	\$20,796
Tainan Municipal An-Nan Hospital	4,499	2,417
China Medical University Hsinchu Hospital	2,515	618
New Far Eastern Obgyn Hospital	1,141	1,120
Other	995	470
Total	\$46,764	\$25,421

(f) Other receivables

	As of	
	31 December	31 December
	2022	2021
China Medical University Hospital	\$ -	\$29,500

(g) Other current assets

	As of	
	31 December	31 December
	2022	2021
Ever Fortune. AI Co., Ltd.	\$ -	\$500

(h) Contract liabilities

	As of	
	31 December	31 December
	2022	2021
China Medical University Hospital	\$53,501	\$5,943
Asia University Hospital	10,628	5,066
China Medical University Hsinchu Hospital	-	1,143
Total	\$64,129	\$12,152

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(i) Notes payable

	As of	
	31 December 2022	31 December 2021
China Medical University	\$ -	<u>\$911</u>

(j) Accounts payable

	As of	
	31 December 2022	31 December 2021
China Medical University Hospital	\$588	<u>\$781</u>

(k) Other payables

	As of	
	31 December 2022	31 December 2021
China Medical University Hospital	\$2,800	\$3,323
China Medical University	1,177	1,452
Other	581	6
Total	<u>\$4,558</u>	<u>\$4,781</u>

(l) Other current liabilities

	As of	
	31 December 2022	31 December 2021
China Medical University Hospital	\$ -	<u>\$5,714</u>

(m) Lease - related parties

(i) Right-of-use assets

	As of	
	31 December 2022	31 December 2021
China Medical University Hospital	\$ -	<u>\$6,094</u>

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(ii) Lease liabilities

	As of	
	31 December	31 December
	2022	2021
China Medical University Hospital	\$ -	\$6,107

(iii) Interest expenses

	For the years ended	
	31 December	
	2022	2021
China Medical University Hospital	\$55	\$125

(n) Properties' transaction

(i) For the years ended 31 December 2022 and 2021, the details of obtaining the technology licensing from related parties were as follows:

	For the years ended	
	31 December	
	2022	2021
China Medical University	\$ -	\$2,000

(ii) For the year ended 31 December 2022, the details of selling fixed assets to related parties were as follows:

None

(iii) For the year ended 31 December 2021, the details of selling fixed assets to related parties were as follows:

	Net Book	Proceeds from	Gain
	Value	disposal	on Disposal
	2022	2021	2021
Ever Fortune. AI Co., Ltd.	\$16,736	\$28,095	\$11,359

(o) Key management compensation

	For the years ended	
	31 December	
	2022	2021
Short-term employee benefits	\$6,766	\$7,720

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8. Assets pledged as security

None.

9. Significant Contingent Liabilities and Unrecognized Commitments

- (1) The Group has signed a licensing agreement with China Medical University for the evaluation of the application of dendritic cell tumor vaccine-based immunotherapy for patients with malignant glioblastoma and the prediction of the survival rate of patients with malignant glioblastoma after treatment. The Group will pay the licensing fees in stages according to the agreement, with a total payment of \$10,000. In the future, the Group will also pay a certain percentage of the derived benefits based on its sales performance. As of 31 December 2022, the Group has paid \$1,000 for licensing fees.
- (2) The Group has signed a licensing agreement with China Medical University for dendritic cell tumor vaccines and their preparation methods. The Group will pay the licensing fees in stages according to the agreement, with a total payment of \$10,000 . In the future, the Group will also pay a certain percentage of the derived benefits based on sales performance. As of 31 December 2022, the Group has paid \$1,000 in licensing fees.
- (3) The Group has signed a licensing agreement with China Medical University for the use of IGF1R-expressing stem cells for the treatment of brain injury and the application of stem cells. The Group will pay the licensing fees in stages according to the agreement, with a total payment of \$10,000 . In the future, the Group will also pay a certain percentage of the derived benefits based on its sales performance. As of 31 December 2022, the Group has paid \$8000 in licensing fees.
- (4) The Group has signed a licensing agreement with China Medical University for the use of IGF1R-expressing stem cells for the treatment of myocardial infarction and the application of stem cells. The Group will pay the licensing fees in stages according to the agreement, with a total payment of \$10,000. In the future, the Group will also pay a certain percentage of the derived benefits based on its sales performance. As of 31 December 2022, the Group has paid \$1,7000 in licensing fees.

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- (5) The Group has signed a licensing agreement with the Academia Sinica for the transplantation of human umbilical cord mesenchymal stem cells into the brains of mice suffering stroke, with the aim of repairing both structural and functional damage. The Group will pay the licensing fees in stages according to the agreement, with a total payment of \$8,500. In the future, the Group will also pay a certain percentage of the derived benefits based on its sales performance. As of 31 December 2022, the Group has paid \$2,0000 in licensing fees.
- (6) The Group has signed a licensing agreement with China Medical University for the therapeutic application of mesenchymal stem cells in multiple sclerosis treatment. The Group will pay the licensing fees in stages according to the agreement, with a total payment of \$10,000. In the future, the Group will also pay a certain percentage of the licensing fees based on its sales performance. As of 31 December 2022, the Group has paid \$700 in licensing fees.
- (7) The Group has signed a licensing agreement with China Medical University for the use of HLA-G chimeric antigen receptors, nucleic acids, HLA-G chimeric antigen receptor expression plasmids, and HLA-G chimeric antigen receptor-expressing cells, as well as their use in the treatment of breast cancer. The total licensing fee is \$10,000. In the future, the Group will also pay the derived benefits in stages according to the terms of the agreement. As of 31 December 2022, the Group has paid \$2,300 in licensing fees.
- (8) The Group has signed a licensing agreement with China Medical University for the composition and process of connecting immune-modulating antibodies to nano-fucoidan drugs. The total licensing fee is \$12,000. In the future, the Group will also pay the derived benefits in stages according to the terms of the agreement. As of 31 December 2022, the Group has paid \$300 in licensing fees.
- (9) The Group has signed a licensing agreement with China Medical University for genetically engineered and modified mesenchymal stem cell therapy for cancer treatment. The total licensing fee is \$10,000. In the future, the Group will also pay the derived benefits in stages according to the terms of the agreement. As of 31 December 2022, the Group has paid \$300 in licensing fees.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

- (10) The Group has signed a licensing agreement with China Medical University for the HLA-G Chimeric Antigen Receptor (CAR) Cell Therapy Platform (including pending patents). The total licensing fee is \$60,000. In the future, the Group will also pay the derived benefits in stages according to the terms of the agreement. As of 31 December 2022, the Group has paid \$2,000 in licensing fees.
- (11) The Group has signed a licensing agreement with China Medical University for the cellular therapy biochip and its manufacturing method. The total licensing fee is \$9,000. In the future, the Group will also pay the derived benefits in stages according to the terms of the agreement. As of 31 December 2022, the Group has paid \$1,000 in licensing fees.
- (12) The Group has entered into a commissioned research contract with QPS-QUALITIX CLINICAL RESEARCH CO., LTD., with a total contract price of \$52,437. As of 31 December 2022, the Group has paid \$30,726, recognized as services expense.
- (13) The Group has signed a service contract with Clinipace, Inc. with a total contract price of \$6,211. As of 31 December 2022, the Group has paid \$5,696.
- (14) The Group has signed a contract with China Medical University Hospital for commissioned clinical trials with a total contract price of approximately \$54,126. As of 31 December 2022, the Group has paid \$28,934.
- (15) The Group has signed a contract with Chang Gung Memorial Hospital (Linkou Branch) for commissioned clinical trials with a total contract price of approximately \$18,382. As of 31 December 2022, the Group has paid \$10,264.
- (16) The Group has signed a contract with Kaohsiung Chang Gung Memorial Hospital for commissioned clinical trials with a total contract price of approximately \$9,034. As of 31 December 2022, the Group has paid \$1,101.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(17) The Group has signed a contract with Tri-Service General Hospital of National Defense Medical Center for commissioned clinical trials with a total contract price of approximately \$5,604. As of 31 December 2022, the Group has paid \$300.

(18) The Group has signed a laboratory maintenance contract with Solaris Biotechnology Co., Ltd. for operational needs. The total contract price is \$1,470 . As of 31 December 2022, the Group has paid \$953.

(19) The Group has entered into a commissioned research contract with Pantrone consulting Co. Ltd., with a total contract price of \$2,540. As of 31 December 2022, the Group has paid \$1,176.

10. Losses due to major disasters

None.

11. Significant subsequent events

None.

12. Others

(1) Categories of financial instruments

	As of	
	31 December 2022	31 December 2021
<u>Financial Assets</u>		
Financial assets at fair value through profit or loss:		
Mandatorily measured at fair value through profit or loss	\$376,370	\$333,274
Financial assets measured at amortized cost:		
Cash and cash equivalents (excluding cash on hand)	353,502	641,014
Financial assets measured at amortized cost	915,993	702,600
Notes and accounts receivable	84,940	33,663
Other receivables	879	29,604
Subtotal	1,355,314	1,406,881
Total	\$1,731,684	\$1,740,155

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

	As at	
	31 December 2022	31 December 2021
<u>Financial Liabilities</u>		
Financial liabilities at amortized cost:		
Accounts payable	\$29,077	\$14,995
Other payables	28,927	30,289
Lease liabilities	17,863	34,418
Total	<u>\$75,867</u>	<u>\$79,702</u>

(2) Financial risk management objectives and policies

The Group's principal financial risk management objective is to manage the market risk, credit risk and liquidity risk related to its operating activates. The Group identifies measures and manages the aforementioned risks based on the Group's policy and risk appetite.

The Group has established appropriate policies, procedures and internal controls for financial risk management. Before entering into significant transactions, due approval process by the board of directors and audit committee must be carried out based on related protocols and internal control procedures. The Group complies with its financial risk management policies at all times.

(3) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of the changes in market prices. Market prices comprise currency risk, interest rate risk and other price risk (such as equity instrument).

In practice, it is rarely the case that a single risk variable will change independently from other risk variable, there is usually interdependencies between risk variables. However, the sensitivity analysis disclosed below does not take into account the interdependencies between risk variables.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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Foreign currency risk

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expenses are denominated in a different currency from the Group's functional currency).

The Group has certain foreign currency receivables to be denominated in the same foreign currency with certain foreign currency payables; therefore, natural hedge is received. As a result, they are not hedged by the Group.

The foreign currency sensitivity analysis of the possible change in foreign exchange rates on the Group's profit is performed on significant monetary items denominated in foreign currencies as at the end of the reporting period. The Group's foreign currency risk is mainly related to the volatility in the exchange rates for USD. The information of the sensitivity analysis is as follows:

When NTD strengthens/weakens foreign currency USD by 1%, the profit for the years ended 31 December 2022 and 2021 decreases/increases by \$6,106 and \$434, respectively.

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 Group's exposure to the risk of changes in market interest rates relates primarily to the Group's investments at variable interest rates. Due to the fact that the Group has not engaged in any financing activities related to borrowing, there is no risk of fluctuation in future cash flows caused by changes in market interest rates that would affect the effective interest rate of borrowings.

Equity price risk

The fair value of the Group's unlisted equity securities is susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's board of directors shall review and approve all decisions on equity investments.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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Please refer to Note 12(9) for sensitivity analysis information of other equity instruments or derivatives that are linked to such equity instruments whose fair value measurement is categorized under Level 3.

(4) Credit risk management

Credit risk is the risk that a counterparty will not meet its obligations under a contract, leading to a financial loss. The Group is exposed to credit risk from operating activities (primarily for trade receivables and notes receivables) and from its financing activities, including bank deposits and other financial instruments.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit limits are established for all customers based on their financial positions, ratings from credit rating agencies, historical experiences, prevailing economic condition and the Group's internal rating criteria, etc. Certain customer's credit risk will also be managed by taking credit enhancing procedures, such as requesting for prepayment or insurance.

As at 31 December 2022 and 2021, receivables from top ten customers represented 89% and 85% of the total accounts receivables of the Group, respectively. The credit concentration risk of other accounts receivables is insignificant.

Credit risk of bank deposits, fixed income securities and other financial instruments is managed by the Group's treasury department in accordance with the Group's policy. The Group only transacts with counterparties approved by the internal control procedures, which are banks and financial institutions, companies and government entities with good credit rating. Consequently, there is no significant credit risk for these counter parties.

(5) Liquidity risk management

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash and cash equivalents. The table below summarizes the maturity profile of the Group's financial liabilities based on the contractual undiscounted payments and contractual maturity. The payment amount includes the contractual interest. The undiscounted payment relating to borrowings with variable interest rates is extrapolated based on the estimated interest rate yield curve as at the end of the reporting period.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Non-derivative financial liabilities

	<u>Less than 1 year</u>	<u>2 to 3 years</u>	<u>4 to 5 years</u>	<u>>= 5 years</u>	<u>Total</u>
<u>As of 31 December 2022</u>					
Accounts payable	\$29,077	\$ -	\$ -	\$ -	\$29,077
Other payables	28,927	- -	- -	- -	28,927
Lease liabilities	4,882	9,073	8,541	4,415	26,911
<u>As of 31 December 2021</u>					
Accounts payable	\$14,995	\$ -	\$ -	\$ -	\$14,995
Other payables	30,289	- -	- -	- -	30,289
Lease liabilities	10,825	8,436	8,346	8,490	36,097

(6) Reconciliation of liabilities arising from financing activities

Reconciliation of liabilities for the year ended 31 December 2022:

	Lease liabilities	Other non-current liabilities	Total liabilities from financing activities
As of 1 January 2022	\$34,418	\$1,955	\$36,373
Cash flows	(11,105)	(1,198)	(12,303)
Non-cash changes	<u>(5,450)</u>	- -	<u>(5,450)</u>
As of 31 December 2022	<u><u>\$17,863</u></u>	<u><u>\$757</u></u>	<u><u>\$18,620</u></u>

Reconciliation of liabilities for the year ended 31 December 2021:

	Lease liabilities	Other non-current liabilities	Total liabilities from financing activities
As of 1 January 2021	\$43,209	\$3,856	\$47,065
Cash flows	(10,640)	(1,901)	(12,541)
Non-cash changes	<u>1,849</u>	- -	<u>1,849</u>
As of 31 December 2021	<u><u>\$34,418</u></u>	<u><u>\$1,955</u></u>	<u><u>\$36,373</u></u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(7) Fair value of financial instruments

A. The methods and assumptions applied in determining the fair value of financial instruments:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used by the Group to measure or disclose the fair values of financial assets and financial liabilities:

- (a) The carrying amount of cash and cash equivalents and other current liabilities approximate their fair value due to their short maturities.
- (b) Fair value of equity instruments without market quotations (including private placement of listed equity securities, unquoted public company and private company equity securities) is estimated using the market method valuation. Techniques based on parameters such as prices based on market transactions of equity instruments of identical or comparable entities and other relevant information (for example, inputs such as discount for lack of marketability, P/E ratio of similar entities and Price-Book ratio of similar entities).

B. Fair value of financial instruments measured at amortized cost

The carrying amounts of the Group's financial instruments measured at amortized cost approximate their fair value.

C. Fair value measurement hierarchy for financial instruments

Please refer to Note 12(9) for fair value measurement hierarchy for financial instruments of the Group.

(8) Derivative instruments

As at 31 December 2022 and 2021, the Group did not hold any derivative instruments.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

(9) Fair value measurement hierarchy

A. Fair value measurement hierarchy

All asset and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole. Level 1, 2 and 3 inputs are described as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 - Unobservable inputs for the asset or liability

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization at the end of each reporting period.

B. Fair value measurement hierarchy of the Group's assets and liabilities

The Group does not have assets that are measured at fair value on a non-recurring basis. Fair value measurement hierarchy of the Group's assets and liabilities measured at fair value on a recurring basis is as follows:

As of 31 December 2022

	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at fair value through profit or loss:				
Stocks	\$334,131	\$ -	\$42,239	\$376,370

As of 31 December 2021

	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets at fair value through profit or loss:				
Stocks	\$225,495	\$ -	\$107,779	\$333,274

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

Transfers between Level 1 and Level 2 during the period

For the years ended 31 December 2022 and 2021, there were no transfers of fair value measurements between Level 1 and Level 2.

The detail movement of recurring fair value measurements in Level 3

Reconciliation for fair value measurements in Level 3 of the fair value hierarchy for movements during the period is as follows:

	Assets	
	At fair value through profit or loss	
	Stocks	
	2022	2021
Beginning balances	\$107,779	\$112,512
Acquisition	88,200	123,200
Disposal/settlements	(22,400)	(165,399)
Reclassification	(141,400)	(50,250)
Amount recognized in profit or loss (presented in “other profit or loss”)	10,060	87,716
Ending balances	<u>\$42,239</u>	<u>\$107,779</u>

Recognized as profit (loss) above, the gain from financial assets still held by the Group as of 31 December 2022 and 2021 was \$10,060 and \$87,716, respectively

Information on significant unobservable inputs to valuation

Description of significant unobservable inputs to valuation of recurring fair value measurements categorized within Level 3 of the fair value hierarchy is as follows:

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As of 31 December 2022

	Valuation techniques	Significant unobservable inputs	Quantitative information	Relationship between inputs and fair value	Sensitivity of the inp to fair value
Financial assets:					
At fair value through profit or loss					
Stocks	Market approach	Volatility of the stock price	109.64%	The higher the volatility of the stock price, the higher the fair value of the stocks	10% increase (decrease) in the volatility of the stock price would result in increase (decrease) in the Group's profit or loss in the amount of \$2,725 and \$ (2,349), respectively.

As at 31 December 2021

	Valuation techniques	Significant unobservable inputs	Quantitative information	Relationship between inputs and fair value	Sensitivity of the input to fair value
Financial assets:					
At fair value through profit or loss					
Stocks	Market approach	Volatility of the stock price	109.64%	The higher the volatility of the stock price, the higher the fair value of the stocks	10% increase (decrease) in the volatility of the stock price would result in increase (decrease) in the Company's profit or loss by \$8,895 and \$(8,486), respectively.

Valuation process used for fair value measurements categorized within Level
3 of the fair value hierarchy

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(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

The Group's finance department is responsible for validating the fair value measurements and ensuring that the results of the valuation are in line with market conditions, based on independent and reliable inputs which are consistent with other information, and represent exercisable prices. The department analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies at each reporting date.

(10) Significant assets and liabilities denominated in foreign currencies

Information regarding the significant assets and liabilities denominated in foreign currencies is listed below:

As of						
31 December 2022			31 December 2021			
	Exchange			Exchange		
Foreign currency	rate	NTD	Foreign currency	rate	NTD	
<u>Financial assets</u>						
<u>Monetary item:</u>						
USD	\$19,875	30.72	\$610,560	\$1,567	27.68	\$43,375

The net exchange loss of monetary financial assets for the years ended 31 December 2022 and 2021 were \$30,724 and \$336, respectively.

(11) Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize the shareholders' value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust dividend payment to shareholders, return capital to shareholders or issue new shares.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Expressed in Thousands of New Taiwan Dollars unless Otherwise Specified)

13. Other disclosures

(1) Information on significant transactions

- A. Financing provided to others for the year ended 31 December 2022: None
- B. Endorsement/Guarantee provided to others for the year ended 31 December 2022: None.
- C. Marketable securities held (not including subsidiaries, associates and joint ventures) as of 31 December 2022:

Held Company Name	Marketable Securities Type and Name		Relationship with the Company	Financial statement accounts	As of December 31, 2022			
					Share / Units	Carrying Value	Percentage of ownership	Fair Value
Ever Supreme Bio Technology Co., Ltd.	Stock	Ever Fortune. AI CO., Ltd.	Related party	Financial assets at fair value through profit or loss, non-current	1,500,000	\$106,575	1.67%	\$106,575
Ever Supreme Bio Technology Co., Ltd.	Stock	ACEPODIA, INC.	Non-related party	Financial assets at fair value through profit or loss, non-current	1,478,470	42,239	1.54%	42,239
Ever Supreme Bio Technology Co., Ltd.	Stock	Shine-On BioMedical Co., Ltd	Related party	Financial assets at fair value through profit or loss, non-current	3,600,000	227,556	8.37%	227,556
				Total		<u>\$376,370</u>		

- D. Individual securities acquired or disposed of with accumulated amount exceeding the lower of \$300 million or 20% of the capital stock for the year ended 31 December 2022: None
- E. Acquisition of individual real estate with amount exceeding the lower of \$300 million or 20% of the capital stock for the year ended 31 December 2022: None

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F. Disposal of individual real estate with amount exceeding the lower of \$300 million or 20% of the capital stock for the year ended 31 December 2022: None

G. Related party transactions for purchases and sales amounts exceeding the lower of \$100 million or 20% of the capital stock for the year ended 31 December 2022:

Company Name	Related party	Nature of Relationship	Transaction Details				Abnormal Transaction Terms Different From Regular Transactions		Notes/Accounts Receivable (Payable)		Remark
			Purchase /Sales	Amount	% to Total	Payment Term	Unit price	Payment Term	Ending Balance	% to Total	
Ever Supreme Bio Technology Co., Ltd.	China Medical University Hospital	Substantive related party	Sales	\$261,068	41.60%	60 days	Similar to general terms and conditions	Similar to general terms and conditions	\$36,286	43.36%	

H. Receivables from related parties with amounts exceeding the lower of \$100 million or 20% of capital stock as of 31 December 2022: None

I. Financial instruments and derivative transactions: None.

J. The business relationship, significant transactions and amounts between parent company and subsidiaries: None.

(2) Information on investees:

Investee company names, locations, main businesses and products, original investment amount, investment as of 31 December 2022, net income (loss) of the investee company and investment income (loss) recognized as of 31 December 2022 (excluding investees in Mainland China):

Investor company	Investee company	Location	Main businesses and products	Original Investment Amount		Balance at The End of Period			Net income (loss) of investee company	Investment income (loss) recognized	Note
				Ending balance	Beginning balance	Number of shares	Percentage of ownership (%)	Book value			
The Company	Shine-On BioMedical Co., Ltd	Taiwan	Biotechnology services	\$100,000	\$100,000	10,000,000	100%	\$163,473	\$60,496	\$60,496	Subsidiary

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Investor company	Investee company	Location	Main businesses and products	Original Investment Amount		Balance at The End of Period			Net income (loss) of investee company	Investment income (loss) recognized	Note
				Ending balance	Beginning balance	Number of shares	Percentage of ownership (%)	Book value			
Shine-On BioMedical Co., Ltd	TSAI & MURAD BIOTECHNOLOGY INC.	Taiwan	Retail Over-the-counter drugs class B and Retail Sale of Cosmetics	\$21,000	\$21,000	1,700,000	100%	\$79,648	\$57,184	\$57,184	Subsidiary

(3) Information on investments in Mainland China

None.

(4) Major Shareholder Information

Name of major shareholder	Shares	Number of shares held	Shareholding ratio
AnnJi Pharmaceutical Co., Ltd		10,662,603	15.64%
Center Laboratories, Inc.		8,872,500	13.02%

14. Operating segment information

(1) For the purpose of operation, the Group operates in a single industry segment by different strategic segments, and they are classified into two segments as follows:

- A. Cell Preparation Business Unit: Primarily engaged in the research, development, manufacture, and sales of various new drugs and cell preparations.
- B. Other Operating Business Unit: Primarily engaged in the sales of other health products and related businesses.

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Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured based on accounting policies consistent with those used in the consolidated financial statements. On the other hand, financial costs, financial income, and income taxes are managed on a group basis and are not allocated to operating segments.

Transfer prices between operating segment are on an arm's length basis in a manner similar to transactions with third parties.

Information of the reportable segments' profit and loss are listed as follows:

(a) For the year ended 31 December 2022

	Cell Preparation Business	Other Operating Business	Adjustment and eliminations	Consolidated
Revenue:				
External customers	\$491,263	\$136,249	\$ -	\$627,512
Inter-segment	-	1,447	(1,447)	-
Total revenue	\$491,263	\$137,696	\$(1,447)	\$627,512
 Segment profit	 \$310,271	 \$71,513	 \$(117,681)	 \$264,103

(b) For the year ended 31 December 2021

	Cell Preparation Business	Other Operating Business	Adjustment and eliminations	Consolidated
Revenue:				
External customers	\$353,625	\$48,016	\$ -	\$438,841
Inter-segment	-	187	(187)	-
Total revenue	\$353,625	\$48,203	\$(187)	\$438,841
 Segment profit	 \$418,689	 \$39,738	 \$(61,606)	 \$396,821

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The related information of operating segment assets and liabilities as at 31 December 2022 and 2021 are listed as follows:

Segment Assets:	Cell		Other		Consolidated
	Preparation Business	Operating Business	Adjustments and eliminations		
31 December 2022	<u>\$2,103,672</u>	<u>\$113,499</u>	<u>\$(243,551)</u>		<u>\$1,973,620</u>
31 December 2021	<u>\$2,132,759</u>	<u>\$70,518</u>	<u>\$(180,662)</u>		<u>\$2,022,615</u>

Segment Liabilities:	Cell		Other		Consolidated
	Preparation Business	Operating Business	Adjustments and eliminations		
31 December 2022	<u>\$148,029</u>	<u>\$33,851</u>	<u>(430)</u>		<u>\$181,450</u>
31 December 2021	<u>\$105,204</u>	<u>\$19,625</u>	<u>\$ -</u>		<u>\$124,829</u>

(c) No reconciliations of revenue, profit or loss, assets, liabilities and other material items of reportable segments are needed.