

美德向邦醫療國際股份有限公司及子公司  
一一一年度及一一〇年度財務報告暨  
會計師複核報告  
(上市之台灣存託憑證用外國公司財務報告)

美德向邦醫療國際股份有限公司及子公司  
 一一一年度及一一〇年度財務報告暨會計師複核報告  
 (上市之台灣存託憑證用外國公司財務報告)

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附 件 一

本國會計師複核報告

美德向邦醫療國際股份有限公司及子公司  
會計師複核報告

美德向邦醫療國際股份有限公司 公鑑：

美德向邦醫療國際股份公司及其子公司民國一一一年度及民國一一〇年度之合併財務報表，業經外國其他會計師查核，並於民國一一二年六月十四日出具無保留意見之查核報告(詳附件五)。隨附美德向邦醫療國際股份有限公司及其子公司民國一一一年度及民國一一〇年度依新台幣換算之合併資產負債表、合併損益表、合併綜合損益表及合併現金流量表暨其相關資訊，業經本會計師依照「第二上市(櫃)公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照審計準則查核，故無法對上開財務報告之整體是否允當表達表示意見。

依本會計師之複核結果，第一段所述美德向邦醫療國際股份有限公司及其子公司民國一一一年度及民國一一〇年度依新台幣換算之合併資產負債表、合併損益表、合併綜合損益表及合併現金流量表暨其相關資訊，並未發現有違反「第二上市(櫃)公司財務報告複核要點」規定而需作大幅修正、調整或再補充揭露之情事。

安永聯合會計師事務所

主管機關核准辦理公開發行公司財務報告

核准簽證文號：金管證審字第 1000002854 號

(92)台財證(六)第 100592 號

林素雯



會計師：

楊智惠



中華民國一一二年六月十五日



附 件 二

按新台幣換算之主要財務報表

民國一〇九年十二月三十一日

單位:美金仟元,新台幣仟元

會計科目	一〇九年十二月三十一日				一〇九年十二月三十一日			
	本集團合併		本公司		本集團合併		本公司	
資產	美金	新台幣	美金	新台幣	美金	新台幣	美金	新台幣
非流動資產								
不動產、廠房及設備	\$45,846	\$1,407,839	\$194	\$5,957	\$32,110	\$986,034	\$184	\$5,650
投資性不動產	2,617	80,363	-	-	2,728	83,771	-	-
出租資產	4,116	126,394	-	-	4,452	136,712	-	-
使用權資產	9,903	304,101	4,701	144,358	8,386	257,517	380	11,669
採用權益法之投資	-	-	28,352	870,633	-	-	28,353	870,664
商譽	709	21,772	-	-	709	21,772	-	-
遞延所得稅資產	2,106	64,671	-	-	33	1,013	12	368
其他非流動資產	8,617	264,611	112	3,439	3,787	116,291	113	3,470
	73,914	2,269,751	33,359	1,024,387	52,205	1,603,110	29,402	891,821
流動資產								
存貨	36,394	1,117,587	3,304	101,459	49,660	1,524,959	2,390	73,392
應收帳款	30,358	932,233	25,870	794,416	42,347	1,300,392	25,785	791,806
其他流動資產	6,102	187,380	2,277	69,922	13,072	401,415	7,672	235,592
應收子公司帳款	-	-	16,925	519,733	-	-	20,518	630,067
按攤銷後成本衡量的金融資產	17,159	526,919	-	-	9,275	284,817	-	-
現金及約當現金	18,122	556,490	3,366	103,362	49,015	1,505,153	15,711	482,453
	108,135	3,320,609	51,742	1,588,892	163,369	5,016,736	72,076	2,213,310
資產總計	\$182,049	\$5,590,360	\$85,101	\$2,613,279	\$215,574	\$6,619,846	\$101,118	\$3,105,131
股東權益與負債								
流動負債								
應付帳款及其他流動負債	6,447	197,974	776	23,829	7,765	238,448	1,482	45,509
租賃負債	575	17,658	129	3,961	988	30,340	139	4,268
短期借款	15,643	480,365	-	-	9,306	285,769	-	-
應付所得稅	2,415	74,160	-	-	2,567	78,827	-	-
	25,080	770,157	905	27,790	20,262	633,384	1,621	49,777
淨流動資產	83,055	2,550,452	50,837	1,561,102	142,743	4,383,352	70,455	2,163,533
非流動負債								
租賃負債	3,335	102,411	187	5,741	5,791	177,830	337	10,349
遞延所得稅負債	391	12,007	13	399	147	4,514	-	-
應計退休金負債	811	24,904	167	5,128	1,075	33,011	240	7,370
其他非流動負債	117	3,593	-	-	28	860	-	-
	4,654	142,915	367	11,268	7,041	216,215	577	17,719
負債合計	29,734	913,672	1,272	39,058	27,667	849,599	2,198	67,496
淨資產	152,315	4,677,288	83,829	2,574,221	187,907	5,770,247	98,920	3,037,635
歸屬母公司股東之權益								
股本	27,471	843,579	27,471	843,579	27,471	843,579	27,471	843,579
減：庫藏股	(2,361)	(72,502)	(2,361)	(72,502)	(2,112)	(64,855)	(2,112)	(64,855)
股本溢價	4,721	144,972	4,721	144,972	4,721	144,972	4,721	144,972
保留盈餘	120,424	3,697,981	53,332	1,637,720	152,291	4,676,552	68,230	2,095,207
再衡量利益	250	7,677	105	3,225	52	1,596	49	1,505
外幣換算調整數	(735)	(22,570)	-	-	2,397	73,607	-	-
其他準備	19	583	561	17,227	394	12,099	561	17,227
	149,789	4,599,720	83,829	2,574,221	185,214	5,687,550	98,920	3,037,635
非控制權益	2,526	77,568	-	-	2,693	82,697	-	-
權益合計	152,315	4,677,288	83,829	2,574,221	187,907	5,770,247	98,920	3,037,635
權益及負債總計	\$182,049	\$5,590,360	\$85,101	\$2,613,279	\$215,574	\$6,619,846	\$101,118	\$3,105,131

註：上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一〇九年十二月三十一日之匯率US\$1=NT\$30.708換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下：

	最高	最低	平均
一一一年度	US\$1:NT\$32.319	US\$1:NT\$27.607	US\$1:NT\$29.852
一一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

董事長：Clement Yang Ker-Cheng



經理人：William Yang Weiyuan



會計主管：James Lin Yi-Ching



美德向邦醫藥國際股份有限公司及子公司

損益表  
(依新加坡財務報告準則編製)

民國一〇一一年一月一日至十二月三十一日

及民國一〇一〇年一月一日至十二月三十一日

(金額除每股盈餘分別以美金及新台幣元外，均以美金仟元，新台幣仟元為單位)

項目	一一一年度				一一〇年度			
	本集團合併		本公司		本集團合併		本公司	
	美金	新台幣	美金	新台幣	美金	新台幣	美金	新台幣
營業收入	\$56,243	\$1,727,110	\$10,816	\$332,138	\$144,155	\$4,426,712	\$69,000	\$2,118,852
營業成本	(59,580)	(1,829,583)	(7,069)	(217,075)	(102,121)	(3,135,932)	(41,745)	(1,281,905)
營業毛利(損)	(3,337)	(102,473)	3,747	115,063	42,034	1,290,780	27,255	836,947
其他收入項目								
其他收入-淨額	2,461	75,572	121	3,716	1,764	54,169	1,233	37,863
財務收入	905	27,791	815	25,026	33	1,013	116	3,563
其他費用項目								
銷售費用	(12,009)	(368,772)	(7,530)	(231,231)	(12,177)	(373,931)	(5,193)	(159,467)
管理費用	(17,723)	(544,238)	(8,507)	(261,233)	(13,845)	(425,152)	(6,635)	(203,748)
財務費用	(951)	(29,203)	(248)	(7,615)	(891)	(27,361)	(46)	(1,413)
稅前淨利(損)	(30,654)	(941,323)	(11,602)	(356,274)	16,918	519,518	16,730	513,745
所得稅利益(費用)	1,391	42,715	(25)	(768)	(408)	(12,529)	-	-
本期淨利(淨損)	\$(29,263)	\$(898,608)	\$(11,627)	\$(357,042)	\$16,510	\$506,989	\$16,730	\$513,745
歸屬於：								
母公司業主權益	\$(28,596)	\$(878,126)	\$(11,627)	\$(357,042)	\$17,342	\$532,538	\$16,730	\$513,745
非控制權益	(667)	(20,482)	-	-	(832)	(25,549)	-	-
本期淨利(淨損)	\$(29,263)	\$(898,608)	\$(11,627)	\$(357,042)	\$16,510	\$506,989	\$16,730	\$513,745
每股盈餘(虧損)歸屬 予母公司業主(美分)								
基本	\$(5.244)	\$(1.610)	\$(2.132)	\$(0.655)	\$3.171	\$0.974	\$3.059	\$0.939
完全稀釋	\$(5.244)	\$(1.610)	\$(2.132)	\$(0.655)	\$3.171	\$0.974	\$3.059	\$0.939

註：上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一〇一一年十二月三十日之匯率US\$1=NT\$30.708換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下：

	最高	最低	平均
一一一年度	US\$1:NT\$32.319	US\$1:NT\$27.607	US\$1:NT\$29.852
一一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

董事長：Clement Yang Ker-Cheng



經理人：William Yang Wei-yuan



會計主管：James Lin Yi-Ching



美德向邦醫藥國際股份有限公司及子公司

綜合損益表

(依新加坡財務報告準則編製)

民國一十一年一月一日至十二月三十一日

及民國一十一年一月一日起至十二月三十一日

單位：美金仟元、新台幣仟元

項目	一一一年度				一一〇年度			
	本集團合併		本公司		本集團合併		本公司	
	美金	新台幣	美金	新台幣	美金	新台幣	美金	新台幣
本期淨利(損)	\$ (29,263)	\$ (898,608)	\$ (11,627)	\$ (357,042)	\$ 16,510	\$ 506,989	\$ 16,730	\$ 513,745
其他綜合利益：								
重分類至損益之項目：								
外幣換算調整數	(3,132)	(96,177)	-	-	(835)	(25,641)	-	-
不再重分類至損益之項目：								
退休金義務再衡量稅後損益	198	6,081	56	1,720	194	5,957	38	1,167
透過其他綜合損益按公允價值衡量之 金融資產未實現損失	(375)	(11,516)	-	-	-	-	-	-
本期綜合(損)益稅後淨額	<u>\$ (32,572)</u>	<u>\$ (1,000,220)</u>	<u>\$ (11,571)</u>	<u>\$ (355,322)</u>	<u>\$ 15,869</u>	<u>\$ 487,305</u>	<u>\$ 16,768</u>	<u>\$ 514,912</u>
綜合損益歸屬於：								
母公司業主權益	\$ (31,905)	\$ (979,738)	\$ (11,571)	\$ (355,322)	\$ 16,701	\$ 512,854	\$ 16,768	\$ 514,912
非控制權益	(667)	(20,482)	-	-	(832)	(25,549)	-	-
本期綜合(損)益稅後淨額	<u>\$ (32,572)</u>	<u>\$ (1,000,220)</u>	<u>\$ (11,571)</u>	<u>\$ (355,322)</u>	<u>\$ 15,869</u>	<u>\$ 487,305</u>	<u>\$ 16,768</u>	<u>\$ 514,912</u>

註：上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一十一年十二月三十日之匯率US\$1=NT\$30.708換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下：

	最高	最低	平均
一一一年度	US\$1:NT\$32.319	US\$1:NT\$27.607	US\$1:NT\$29.852
一一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

董事長：Clement Yang Ker-Cheng



經理人：William Yang Wei-yuan



會計主管：James Lin Yi-Ching





單位:美金仟元

項 目	股本	股本溢價	國外合義務 再衡量利益	外幣換算 調整數	其他準備	庫藏股	非控制權益	權益合計	
<b>本 集 團</b>									
民國一〇一〇年一月一日餘額	\$27,471	\$4,721	\$157,789	\$(142)	\$3,232	\$394	\$-	\$1,025	\$194,490
本期淨利	-	-	17,342	-	-	-	-	(832)	16,510
其他綜合利益	-	-	-	-	-	-	-	-	-
外幣換算調整數	-	-	-	(835)	-	-	-	-	(835)
退休金義務再衡量利益稅後淨額	-	-	-	194	-	-	-	-	194
其他綜合(損)益小計	-	-	-	194	(835)	-	-	-	(641)
綜合(損)益稅後淨額	-	-	17,342	194	(835)	-	(832)	-	15,869
庫藏股買回	-	-	-	-	-	(2,112)	-	-	(2,112)
少數股權投資	-	-	-	-	-	-	2,500	-	2,500
現金股利	-	-	(22,840)	-	-	-	-	-	(22,840)
民國一〇一〇年十二月三十一日餘額	27,471	4,721	152,291	52	2,397	394	(2,112)	2,693	187,907
本期淨利	-	-	(28,596)	-	-	-	-	(667)	(29,263)
其他綜合利益	-	-	-	-	-	-	-	-	-
外幣換算調整數	-	-	-	(3,132)	-	-	-	-	(3,132)
透過其他綜合損益按公允價值衡量之未實現損失	-	-	-	-	(375)	-	-	-	(375)
退休金義務再衡量利益稅後淨額	-	-	-	198	-	-	-	-	198
其他綜合(損)益小計	-	-	-	198	(3,132)	(375)	-	-	(3,309)
綜合(損)益稅後淨額	-	-	(28,596)	198	(3,132)	(375)	-	(667)	(32,572)
庫藏股買回	-	-	-	-	-	(249)	-	-	(249)
少數股權投資	-	-	-	-	-	-	500	-	500
現金股利	-	-	(3,271)	-	-	-	-	-	(3,271)
民國一〇一〇年十二月三十一日餘額	\$27,471	\$4,721	\$120,424	\$250	\$(735)	\$19	\$(2,361)	\$2,526	\$152,315
<b>本 公 司</b>									
民國一〇一〇年一月一日餘額	\$27,471	\$4,721	\$74,340	\$11	\$-	\$561	\$-	\$-	\$107,104
本期淨利	-	-	16,730	-	-	-	-	-	16,730
其他綜合利益	-	-	-	38	-	-	-	-	38
綜合利益稅後淨額	-	-	16,730	38	-	-	-	-	16,768
庫藏股買回	-	-	-	-	-	(2,112)	-	-	(2,112)
現金股利	-	-	(22,840)	-	-	-	-	-	(22,840)
民國一〇一〇年十二月三十一日餘額	27,471	4,721	68,230	49	-	561	(2,112)	-	98,920
本期淨損	-	-	(11,627)	-	-	-	-	-	(11,627)
其他綜合損失	-	-	-	56	-	-	-	-	56
綜合損失稅後淨額	-	-	(11,627)	56	-	-	-	-	(11,571)
庫藏股買回	-	-	-	-	-	(249)	-	-	(249)
現金股利	-	-	(3,271)	-	-	-	-	-	(3,271)
民國一〇一〇年十二月三十一日餘額	\$27,471	\$4,721	\$53,332	\$105	\$-	\$561	\$(2,361)	\$-	\$83,829

董事長: Clement Yang Ker-Cheng



經理人: William Yang Wei-yuan



會計主管: James Lin Yi-Ching



單位：新台幣仟元

項 目	股本	股本溢價	其他權益 其他權益	退休義務 淨額損益	外幣換算 調整數	其他準備	庫藏股	非控制權益	權益合計
<b>本 集 團</b>									
民國一一〇年一月一日餘額	\$843,579	\$144,972	\$4,845,386	\$(4,361)	\$99,248	\$12,099	\$ -	\$31,476	\$5,972,399
本期淨利	-	-	532,538	-	-	-	-	(25,549)	506,989
其他綜合利益	-	-	-	-	-	-	-	-	-
外幣換算調整數	-	-	-	-	(25,641)	-	-	-	(25,641)
退休金義務再衡量利益稅後淨額	-	-	-	5,957	-	-	-	-	5,957
其他綜合(損)益小計	-	-	-	5,957	(25,641)	-	-	-	(19,684)
綜合(損)益稅後淨額	-	-	532,538	5,957	(25,641)	-	-	(25,549)	487,305
庫藏股買回	-	-	-	-	-	-	(64,855)	-	(64,855)
少數股權投資	-	-	-	-	-	-	-	76,770	76,770
現金股利	-	-	(701,372)	-	-	-	-	-	(701,372)
民國一一〇年十二月三十一日餘額	843,579	144,972	4,676,552	1,596	73,607	12,099	(64,855)	82,697	5,770,247
本期淨利	-	-	(878,126)	-	-	-	-	(20,482)	(898,608)
其他綜合利益	-	-	-	-	-	-	-	-	-
外幣換算調整數	-	-	-	-	(96,177)	-	-	-	(96,177)
透過其他綜合損益按公允價值衡量之未實現損失	-	-	-	-	-	(11,516)	-	-	(11,516)
退休金義務再衡量利益稅後淨額	-	-	-	6,081	-	-	-	-	6,081
其他綜合(損)益小計	-	-	-	6,081	(96,177)	(11,516)	-	-	(101,612)
綜合(損)益稅後淨額	-	-	(878,126)	6,081	(96,177)	(11,516)	-	(20,482)	(1,000,220)
庫藏股買回	-	-	-	-	-	-	(7,647)	-	(7,647)
少數股權投資	-	-	-	-	-	-	-	15,353	15,353
現金股利	-	-	(100,445)	-	-	-	-	-	(100,445)
民國一一一年十二月三十一日餘額	\$843,579	\$144,972	\$3,697,981	\$7,677	\$(22,570)	\$583	\$(72,502)	\$77,568	\$4,677,288
<b>本 公 司</b>									
民國一一〇年一月一日餘額	\$843,579	\$144,972	\$2,282,833	\$338	\$ -	\$17,227	\$ -	\$ -	\$3,288,949
本期淨利	-	-	513,745	-	-	-	-	-	513,745
其他綜合利益	-	-	-	1,167	-	-	-	-	1,167
綜合利益稅後淨額	-	-	513,745	1,167	-	-	-	-	514,912
庫藏股買回	-	-	-	-	-	-	(64,855)	-	(64,855)
現金股利	-	-	(701,371)	-	-	-	-	-	(701,371)
民國一一〇年十二月三十一日餘額	843,579	144,972	2,095,207	1,505	-	17,227	(64,855)	-	3,037,635
本期淨損	-	-	(357,042)	-	-	-	-	-	(357,042)
其他綜合損失	-	-	-	1,720	-	-	-	-	1,720
綜合損失總額	-	-	(357,042)	1,720	-	-	-	-	(355,322)
庫藏股買回	-	-	-	-	-	-	(7,647)	-	(7,647)
現金股利	-	-	(100,445)	-	-	-	-	-	(100,445)
民國一一一年十二月三十一日餘額	\$843,579	\$144,972	\$1,637,720	\$3,225	\$ -	\$17,227	\$(72,502)	\$ -	\$2,574,221

註：上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一一一年十二月三十日之匯率US\$1=NT\$30.708換算。  
 最近三年度美元對新台幣匯率最高、最低及平均匯率如下：

	最高	最低	平均
一一一年度	US\$1:NT\$32.319	US\$1:NT\$27.607	US\$1:NT\$29.852
一一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

董事長：Clement Yang Ker-Cheng



經理人：William Yang Weiyuan



會計主管：James Lin Yi-Ching



項 目	一〇一一年度		一〇一〇年度	
	美金	新台幣	美金	新台幣
營業活動之現金流量:				
稅前淨利(損)	\$(30,654)	\$(941,323)	\$16,918	\$519,518
調整項目:				
折舊				
不動產、廠房及設備	3,177	97,559	3,567	109,535
出租資產	1,988	61,048	2,136	65,592
使用權資產	1,128	34,639	819	25,150
投資性不動產	111	3,409	111	3,409
沖銷備抵:				
備抵存貨損失	(158)	(4,852)	(1,841)	(56,533)
應收帳款預期信用減損	(23)	(706)	-	-
負債準備:				
備抵存貨損失	11,748	360,758	3,000	92,124
應收帳款及其他流動資產之預期信用減損	3,795	116,537	19	583
利息費用(借款與租賃負債)	819	25,150	853	26,194
未實現兌換損(益)	(261)	(8,015)	773	23,737
退休金義務變動數	(66)	(2,026)	48	1,474
其他財務成本	132	4,052	38	1,167
利息收入	(642)	(19,715)	(33)	(1,013)
股利收入	(263)	(8,076)	-	-
處分不動產、廠房及設備利益	(165)	(5,067)	(58)	(1,781)
營運資金變動前之營業活動之現金流量	(9,334)	(286,628)	26,350	809,156
(增加)/減少項目:				
按攤銷後成本衡量之金融資產	(7,884)	(242,102)	(4,097)	(125,811)
存貨	886	27,207	2,481	76,187
應收帳款	7,895	242,440	6,506	199,786
其他流動資產	6,778	208,139	2,644	81,192
(減少)項目:				
應付帳款及其他流動負債	(1,691)	(51,927)	(3,083)	(94,673)
遞延租賃收入	(5)	(154)	(9)	(276)
營業活動現金流入(出)	(3,355)	(103,025)	30,792	945,561
支付所得稅	(590)	(18,118)	(650)	(19,960)
支付其他財務成本	(132)	(4,053)	(38)	(1,168)
自借款及應收帳款之利息收取	24	736	-	-
營業活動之淨現金流入(出)	(4,053)	(124,460)	30,104	924,433
投資活動之現金流量				
處分:				
不動產、廠房及設備	180	5,527	72	2,211
出租資產	22	675	50	1,535
其他非流動資產(增加)減少	(5,205)	(159,835)	830	25,488
購置:				
不動產、廠房及設備	(18,105)	(555,968)	(14,094)	(432,799)
出租資產	(1,674)	(51,405)	(2,280)	(70,014)
定期存款及無報價債券投資之利息收取	618	18,978	33	1,014
具報價股權投資之股利收取	263	8,076	-	-
投資活動之淨現金流出	(23,901)	(733,952)	(15,389)	(472,565)
籌資活動之現金流量				
償還長期銀行借款	-	-	(1,478)	(45,386)
支付利息	(423)	(12,990)	(408)	(12,529)
舉借(償還)短期借款	6,337	194,597	(22,297)	(684,696)
支付現金股利	(3,271)	(100,446)	(22,840)	(701,371)
庫藏股買回	(249)	(7,646)	(2,112)	(64,855)
少數股權投資	500	15,354	2,500	76,770
支付租賃負債	(5,459)	(167,635)	(394)	(12,099)
支付租賃負債利息	(396)	(12,160)	(455)	(13,972)
籌資活動之淨現金流出	(2,961)	(90,926)	(47,484)	(1,458,138)
現金及約當現金淨減少	(30,915)	(949,338)	(32,769)	(1,006,270)
期初現金及約當現金	49,015	1,505,153	82,161	2,523,000
現金及約當現金外幣換算影響數	22	675	(377)	(11,577)
期末現金及約當現金	\$18,122	\$556,490	\$49,015	\$1,505,153

註: 上列財務報表之所有資產、負債、股東權益及損益科目金額, 係分別以民國一〇一一年十二月三十日之匯率US\$1=NT\$30.708換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下:

	最高	最低	平均
一一一年度	US\$1:NT\$32.319	US\$1:NT\$27.607	US\$1:NT\$29.852
一一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

附 件 三

依金管會認可之 IFRSs 重編後之主要財務報表  
及財務報表重編說明



美德向邦醫藥國際股份有限公司及子公司  
 中華民國金管會認可之IFRSs重編後合併資產負債表  
 民國一一年十二月三十一日及民國一〇年十二月三十一日



單位：新台幣仟元

資 產		一一年十二月三十一日				一〇年十二月三十一日			
代碼	項 目	依新加坡財務報告 準則編製金額	調整金額增(減)	依中華民國會計原 則編製金額	%	依新加坡財務報告 準則編製金額	調整金額增(減)	依中華民國會計原 則編製金額	%
	流動資產								
1100	現金及約當現金	\$ 556,490	\$ -	\$ 556,490	10	\$ 1,505,153	\$ -	\$ 1,505,153	23
1136	按攤銷後成本衡量之金融資產	526,919	-	526,919	9	284,817	-	284,817	4
1170	應收帳款淨額	932,233	-	932,233	17	1,300,392	-	1,300,392	20
130x	存 貨	1,117,587	-	1,117,587	20	1,524,959	-	1,524,959	23
1470	其他流動資產	187,380	-	187,380	3	401,415	-	401,415	6
11xx	流動資產合計	3,320,609	-	3,320,609	59	5,016,736	-	5,016,736	76
	非流動資產								
1600	不動產、廠房及設備	1,407,839	126,394	1,534,233	27	986,034	136,712	1,122,746	17
1725	出租資產淨額	126,394	(126,394)	-	-	136,712	(136,712)	-	-
1755	使用權資產	304,101	-	304,101	5	257,517	-	257,517	4
1760	投資性不動產淨額	80,363	-	80,363	2	83,771	-	83,771	1
1805	商 譽	21,772	-	21,772	1	21,772	-	21,772	-
1840	遞延所得稅資產	64,671	-	64,671	1	1,013	-	1,013	-
1900	其他非流動資產	264,611	-	264,611	5	116,291	-	116,291	2
15xx	非流動資產合計	2,269,751	-	2,269,751	41	1,603,110	-	1,603,110	24
1xxx	資產總計	\$ 5,590,360	\$ -	\$ 5,590,360	100	\$ 6,619,846	\$ -	\$ 6,619,846	100

註1: 「複核要點」係指金管會101.12.13(101)金管證審字第1010056540號令修正之「第二上市(櫃)公司財務報告複核要點」。

註2: 上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一一年十二月三十日之匯率US\$1=NT\$30.708換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下:

	最高	最低	平均
一一年度	US\$1:NT\$32.319	US\$1:NT\$27.607	US\$1:NT\$29.852
一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

董事長：Clement Yang Ker-Cheng



經理人：William Yang Wei-yuan



會計主管：James Lin Yi-Ching





美德向邦醫藥國際股份有限公司及子公司  
 中華民國金管會認可之IFRSs重編後合併資產負債表(續)  
 民國一一年十二月三十一日及民國一〇年十二月三十一日

單位：新台幣仟元

負債及權益		一一年十二月三十一日				一〇年十二月三十一日			
代碼	項目	依新加坡財務報告 準則編製金額	調整金額增(減)	依中華民國會計原 則編製金額	%	依新加坡財務報告 準則編製金額	調整金額增(減)	依中華民國會計原 則編製金額	%
	流動負債								
2100	短期借款	\$ 480,365	\$ -	\$ 480,365	9	\$ 285,769	\$ -	\$ 285,769	4
2170	應付帳款	55,735	-	55,735	1	140,397	-	140,397	2
2200	其他應付款	142,239	-	142,239	3	98,051	-	98,051	2
2230	本期所得稅負債	74,160	-	74,160	1	78,827	-	78,827	1
2280	租賃負債—流動	17,658	-	17,658	-	30,340	-	30,340	1
21xx	流動負債合計	770,157	-	770,157	14	633,384	-	633,384	10
	非流動負債								
2570	遞延所得稅負債	12,007	-	12,007	-	4,514	-	4,514	-
2580	租賃負債—非流動	102,411	-	102,411	2	177,830	-	177,830	3
2600	其他非流動負債	3,593	-	3,593	-	860	-	860	-
2640	淨確定福利負債	24,904	-	24,904	-	33,011	-	33,011	-
25xx	非流動負債合計	142,915	-	142,915	2	216,215	-	216,215	3
2xxx	負債總計	913,072	-	913,072	16	849,599	-	849,599	13
	權益								
3100	股本	843,579	-	843,579	15	843,579	-	843,579	13
3200	資本公積	145,555	-	145,555	3	157,071	-	157,071	2
3300	保留盈餘	3,705,658	-	3,705,658	65	4,678,148	-	4,678,148	71
3400	其他權益	(22,570)	-	(22,570)	-	73,607	-	73,607	1
3500	庫藏股票	(72,502)	-	(72,502)	(1)	(64,855)	-	(64,855)	(1)
	母公司業主權益合計	4,599,720	-	4,599,720	82	5,687,550	-	5,687,550	86
36xx	非控制權益	77,568	-	77,568	2	82,697	-	82,697	1
3xxx	權益總計	4,677,288	-	4,677,288	84	5,770,247	-	5,770,247	87
	負債及權益總計	\$ 5,590,360	\$ -	\$ 5,590,360	100	\$ 6,619,846	\$ -	\$ 6,619,846	100

註1: 「複核要點」係指金管會101.12.13(101)金管證審字第1010056540號令修正之「第二上市(櫃)公司財務報告複核要點」。

註2: 上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一一年十二月三十日之匯率US\$1=NT\$30.708換算。

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一一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

董事長: Clement Yang Ker-Cheng



經理人: William Yang Weiyuan



會計主管: James Lin Yi-Ching



  
 美德向新陽國際股份有限公司及子公司  
 中華民國金管會認可之IFRS準則綜合損益表  
 民國一〇一一年一月三十一日  
 及民國一〇一〇年十二月三十一日  
 (金額除每股盈餘外均以新台幣千元為單位)

代碼	項 目	一〇一一年度				一〇一〇年度			
		依新加坡財務報告 準則編製金額	調整金額(減)	依中華民國會計原 則編製金額	%	依新加坡財務報告 準則編製金額	調整金額增(減)	依中華民國會計原 則編製金額	%
4100	營業收入	\$ 1,727,110	\$ -	\$ 1,727,110	100	\$ 4,426,712	\$ -	\$ 4,426,712	100
5000	營業成本	(1,829,583)	-	(1,829,583)	(106)	(3,135,932)	-	(3,135,932)	(71)
5900	營業毛利	(102,473)	-	(102,473)	(6)	1,290,780	-	1,290,780	29
6000	營業費用	(913,010)	-	(913,010)	(53)	(799,083)	-	(799,083)	(18)
6900	營業利益	(1,015,483)	-	(1,015,483)	(59)	491,697	-	491,697	11
	營業外收入及支出								
7100	利息收入	27,791	-	27,791	2	1,013	-	1,013	-
7020	其他利益及損失	75,572	-	75,572	5	54,169	-	54,169	1
7050	財務成本	(29,203)	-	(29,203)	(2)	(27,361)	-	(27,361)	(1)
7000	營業外收入及支出合計	74,160	-	74,160	5	27,821	-	27,821	-
7900	稅前淨利	(941,323)	-	(941,323)	(54)	519,518	-	519,518	11
7950	所得稅費用	42,715	-	42,715	2	(12,529)	-	(12,529)	-
8000	本期淨利	(898,608)	-	(898,608)	(52)	506,989	-	506,989	11
	其他綜合損益								
8311	確定福利計畫之再衡量數	6,080	-	6,080	1	5,957	-	5,957	1
8316	透過其他綜合損益按公允價值衡量之權益工具投資	(11,516)	-	(11,516)	(1)	-	-	-	-
8361	國外營運機構財務報表換算之兌換差額	(96,177)	-	(96,177)	(6)	(25,641)	-	(25,641)	(1)
8300	本期其他綜合損益(稅後淨額)	(101,613)	-	(101,613)	(6)	(19,684)	-	(19,684)	-
8500	本期綜合損益總額	\$ (1,000,221)	\$ -	\$ (1,000,221)	\$ (58)	\$ 487,305	\$ -	\$ 487,305	11
	淨利歸屬於：								
8610	母公司業主	\$ (878,126)	\$ -	\$ (878,126)	(51)	\$ 532,538	\$ -	\$ 532,538	12
8620	非控制權益	(20,482)	-	(20,482)	(1)	(25,549)	-	(25,549)	(1)
		\$ (898,608)	\$ -	\$ (898,608)	\$ (52)	\$ 506,989	\$ -	\$ 506,989	11
	綜合損益總額歸屬於：								
8710	母公司業主	\$ (979,739)	\$ -	\$ (979,739)	\$ (57)	\$ 512,854	\$ -	\$ 512,854	12
8720	非控制權益	(20,482)	-	(20,482)	(1)	(25,549)	-	(25,549)	(1)
		\$ (1,000,221)	\$ -	\$ (1,000,221)	\$ (58)	\$ 487,305	\$ -	\$ 487,305	11
	每股盈餘(元)								
9750	基本每股盈餘	\$ (1.610)	\$ -	\$ (1.610)		\$ 0.974	\$ -	\$ 0.974	
9850	稀釋每股盈餘	\$ (1.610)	\$ -	\$ (1.610)		\$ 0.974	\$ -	\$ 0.974	

註1:「複核要點」係指金管會101.12.13(101)金管證審字第1010056540號令修正之「第二上市(櫃)公司財務報告複核要點」。

註2: 上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一〇一一年十二月三十日之匯率US\$1=NT\$30.708換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下:

	最高	最低	平均
一一一年度	US\$1:NT\$32.319	US\$1:NT\$27.607	US\$1:NT\$29.852
一一〇年度	US\$1:NT\$28.610	US\$1:NT\$27.631	US\$1:NT\$28.013
一〇九年度	US\$1:NT\$30.506	US\$1:NT\$28.440	US\$1:NT\$29.567

董事長: Clement Yang Ker-Cheng



經理人: William Yang Weiyan



會計主管: James Lin Yi-Ching





  
 美德向非金融服務股份有限公司子公司  
 中華民國會計師公會公告之IFRS重編後合併現金流量表  
 民國一一一年十二月三十一日  
 及民國一〇九年一月一日至民國一〇九年十二月三十一日

單位：新台幣仟元

代碼	項 目	一〇年度			一一〇年度		
		依新加坡財務報告 準則編製金額	調整金額增(減)	依中華民國會計原 則編製金額	依新加坡財務報告 準則編製金額	調整金額增(減)	依中華民國會計原 則編製金額
AAAA	營業活動之現金流量：						
A10000	稅前淨利	\$ (941,323)	\$ -	\$ (941,323)	\$ 519,518	\$ -	\$ 519,518
	調整項目：						
A20100	折舊費用	196,655	-	196,655	203,686	-	203,686
	備抵存貨損失	355,906	(355,906)	-	35,591	(35,591)	-
	應收帳款預期信用減損	115,831	(115,831)	-	583	(583)	-
A20900	利息費用	25,150	4,052	29,202	26,194	1,167	27,361
	退休金義務變動數	(2,026)	2,026	-	1,474	(1,474)	-
	其他財務成本	4,052	(4,052)	-	1,167	(1,167)	-
A21200	利息收入	(19,715)	-	(19,715)	(1,013)	-	(1,013)
A21300	股利收入	(8,076)	-	(8,076)	-	-	-
A22500	處分不動產、廠房及設備利益	(5,067)	-	(5,067)	(1,781)	-	(1,781)
A24100	未實現外幣兌換損失(利益)	(8,015)	-	(8,015)	23,737	-	23,737
A30000	與營業活動相關之資產/負債變動數：						
	按攤銷後成本衡量之金融資產	(242,102)	242,102	-	(125,811)	125,811	-
A31150	應收帳款淨額(增加)減少	242,440	115,831	358,271	199,786	583	200,369
A31200	存貨增加	27,207	355,906	383,113	76,187	35,591	111,778
A31240	其他流動資產減少	208,139	(154)	207,985	81,192	(276)	80,916
A32150	應付帳款及其他流動負債增加(減少)	(51,927)	-	(51,927)	(94,673)	-	(94,673)
A32240	淨確定福利負債增加(減少)	-	(2,026)	(2,026)	-	1,474	1,474
	遞延租賃收入	(154)	154	-	(276)	276	-
A33000	營運產生之現金流入	(103,025)	242,102	139,077	945,561	125,811	1,071,372
A33100	收取之利息	736	-	736	-	-	-
A33300	支付之利息	(4,053)	-	(4,053)	(1,168)	-	(1,168)
A33500	支付之所得稅	(18,118)	-	(18,118)	(19,960)	-	(19,960)
AAAA	營業活動之淨現金流入	(124,460)	242,102	117,642	924,433	125,811	1,050,244
BBBB	投資活動之現金流量：						
B00040	取得按攤銷後成本衡量之金融資產	-	(242,102)	(242,102)	-	(125,811)	(125,811)
B02700	取得不動產、廠房及設備	(555,968)	(51,405)	(607,373)	(432,799)	(70,014)	(502,813)
B02800	處分不動產、廠房及設備	5,527	675	6,202	2,211	1,535	3,746
	取得出租資產	(51,405)	51,405	-	(70,014)	70,014	-
	處分出租資產	675	(675)	-	1,535	(1,535)	-
B06700	其他非流動資產減少(增加)	(159,835)	-	(159,835)	25,488	-	25,488
B07500	收取之利息	18,978	-	18,978	1,014	-	1,014
B07600	收取之股利	8,076	-	8,076	-	-	-
BBBB	投資活動之淨現金流出	(733,952)	(242,102)	(976,054)	(472,565)	(125,811)	(598,376)
CCCC	籌資活動之現金流量：						
C00100	短期借款(減少)增加	194,597	-	194,597	(684,696)	-	(684,696)
C01700	償還長期借款	-	-	-	(45,386)	-	(45,386)
C04020	租賃本金償還	(179,795)	-	(179,795)	(26,071)	-	(26,071)
C04500	發放現金股利	(100,446)	-	(100,446)	(701,371)	-	(701,371)
C04900	庫藏股票買回成本	(7,646)	-	(7,646)	(64,855)	-	(64,855)
C05600	支付之利息	(12,990)	-	(12,990)	(12,529)	-	(12,529)
C05800	非控制權益變動	15,354	-	15,354	76,770	-	76,770
CCCC	籌資活動之淨現金流出	(90,926)	-	(90,926)	(1,458,138)	-	(1,458,138)
DDDD	匯率變動對現金及約當現金影響數	675	-	675	(11,577)	-	(11,577)
EEEE	本期現金及約當現金淨增加(減少)數	(949,338)	-	(949,338)	(1,006,270)	-	(1,006,270)
E00100	期初現金及約當現金餘額	1,505,153	-	1,505,153	2,523,000	-	2,523,000
E00200	期末現金及約當現金餘額	\$ 556,490	\$ -	\$ 556,490	\$ 1,505,153	\$ -	\$ 1,505,153

註1:「複核要點」係指金管會101.12.13(101)金管證審字第1010056540號令修正之「第二上市(櫃)公司財務報告複核要點」。

註2: 上列財務報表之所有資產、負債、股東權益及損益科目金額，係分別以民國一一一年十二月三十日之匯率US\$1=NT\$30.708換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下：

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董事長：Clement Yang Ker-Cheng



經理人：William Yang Wei-yuan



會計主管：James Lin Yi-Ching



美德向邦醫療國際股份有限公司及子公司

合併財務報表重編說明

民國一一一年十二月三十一日

及民國一一〇年十二月三十一日

一、合併財務報表重編原則

美德向邦醫療國際股份有限公司及子公司(以下簡稱本集團)如附件四所列之民國一一一年度及一一〇年度財務報告，係包括美德向邦醫療國際股份有限公司(以下簡稱本公司)及所有持有表決權股份達 50%以上之被投資公司之合併財務資訊(如附件四譯稱“本集團”)及本公司個別之財務資訊。依新加坡財務報告準則規定，本公司個別財務報表之表達，毋須就持有表決權股份達 20%以上之長期股權投資採權益法評價，而係於編製合併財務報表時，始就未編入合併財務報表者(即持有表決權股份達 20%以上且未達 50%者)採權益法評價，故本公司資產負債表中個別財報資訊之長期股權投資科目採成本法評價，是以本公司個別財務資訊之業主權益總數不等於合併財務資訊之歸屬母公司之業主權益。

本集團依其所屬國暨新加坡法令及財務報告準則編製之主要報表格式，包括合併資產負債表、合併綜合損益表及合併現金流量表，因與我國「證券發行人財務報告編製準則」及「金融監督管理委員會認可之國際財務報導準則、國際會計準則、國際財務報導解釋及解釋公告」(以下簡稱中華民國會計規定)之規定不符，爰依「第二上市(櫃)公司財務報告複核要點」規定，就合併資產負債表、合併綜合損益表及合併現金流量表依中華民國會計規定格式予以重編。

另本集團尚無因適用新加坡財務報告準則與金管會認可之 IFRS 有重大不同，致其影響損益情形重大，而須予以重編第一段所述民國一一一年度及民國一一〇年度合併損益表之情事。

二、中華民國會計規定與新加坡財務報告準則之差異彙總說明

(一)除中華民國與新加坡對主要報表格式規定差異外，所適用會計原則之差異彙總如下：

	中華民國會計規定	新加坡財務報告準則	對重編合併財務報表之影響
合併財務報表	投資公司符合「關係企業合併營業報告書關係企業合併財務報表及關係報告書編製準則」關於控制關係之規定，對被投資公司具控制關係者，亦屬投資公司對被投資公司具有控制能力之情況。	無此類規定。	無

1. 取得他公司過半數之董事席位者。
2. 指派他人獲聘為他公司總經理者。
3. 對他公司依合資經營契約規定，擁有經營權者。
4. 對他公司資金融通金額達他公司總資產之三分之一以上者。
5. 對他公司背書保證金額達他公司總資產之三分之一以上者。

投資性不  
動產

投資性不動產於原始認列時，以公允價值加計取得之交易成本衡量，後續評價時合併公司可採成本模式或公允價值模式衡量。

採公允價值模式衡量時，公允價值係採用收益法評價，並歸類於公允價值層級中之第三等級

投資性不動產係指由業主或融資租賃承租人，以賺取租金收入、資本增值，或兩者兼具為目的，所持有之不動產，而非以使用該不動產來生產或提供商品或服務，或用於管理行政之目的而持有之不動產，亦非企業在正常營運活動中出售所持有之不動產。

首次認列之後，企業可選擇以「成本模式」或「公平價值模式」來衡量此投資性不動產。若選擇「公平價值模式」，公平價值之變動應列入損益表中。

選擇「公平價值模式」衡量時，公平價值模式係以市場資料或可比較銷售對象法衡量，歸類於公允價值層級中之第二等級。

(二) 中華民國及新加坡財務報表表達及其他事項之重大差異彙總說明：

	中華民國會計規定	新加坡財務報告準則	對重編合併財務報表之影響
資產負債表	一般之分類方式，資產係以流動性大小排列，流動性大者在前，流動性小者在後。負債則按到期日的遠近排列，近者在先，遠者在後。權益按永久性大小排列，永久性大者在先，小者在後。	一般分類方式，資產係以非流動性資產在前，流動資產在後。負債及股東權益，係以負債在前，股本及各項準備在後，負債以流動性負債在前，非流動性負債在後。	已依中華民國財務報表規定予以表達揭露
	質押定期存款分類為流動資產項下，並列示為按攤銷後成本衡量之金融資產表達。	質押定期存款列為單行科目。	已依中華民國財務報表規定予以表達揭露
損益表	應區分營業收入、營業成本、營業費用、營業外收入及支出及所得稅費用，分別予以列示，但營業成本及營業費用不能分別列示者，得合併之。	應區分營業收入、聯屬公司利益(損失)、財務成本、所得稅費用、本年度利益(損失)。並列明歸屬予本公司股東及少數股東之本年度利益(損失)。	已依中華民國財務報表規定予以表達揭露。
現金流量表	出租資產增加及攤銷應依性質分類於取得不動產、廠房及設備及折舊科目。其他財務成本及交易成本攤銷之金額應依性質分類於利息費用表達。備抵存貨損失及應收帳款預期信用減損，分別依性質分類於應收帳款及存貨增減項下表達。	出租資產、備抵存貨損失、應收帳款預期信用減損及其他財務成本等分別列示為單行科目。	已依中華民國財務報表規定予以表達揭露。

附 件 四

外國會計師之查核報告暨

財務報表及其相關附註或附表(中譯本)



# 2022 年 報

美德向邦醫療國際股份公司

新加坡證券交易所有限公司凱利板上市公司

本年報由本公司編製，其內容已由本公司保薦人R & T Corporate Services Pte. Ltd.核閱以符合新加坡證券交易所(下稱「新交所」)的相關法令。

本年報未經新交所審閱。新交所對本文件的內容不承擔任何責任，包含本年報內的任何陳述或意見的正確性。

保薦人聯絡人為Evelyn Wee 女士(電話: +65 6232 0724) 和Howard Cheam Heng Haw 先生(電話: +65 6232 0685)。保薦人地址: R & T Corporate Services Pte. Ltd., 9 Straits View, Marina One West Tower, #06-07 Singapore 018937。



MEDTECS INTERNATIONAL CORPORATION LIMITED

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## 集團簡介

美德向邦醫療國際股份有限公司（下稱「本公司」或「美德醫療」）是個人防護裝備（Personal Protective Equipment，簡稱 PPE）的領導廠商及醫療院所後勤整合服務的供應商。在生產 PPE 及工作服的方面擁有長達 30 多年的經驗。本公司及各子公司（下稱「本集團」）於 1989 年設廠營運，並在美國、歐洲及亞太地區穩健紮根。本集團目前在新加坡、台灣、菲律賓、中華人民共和國（下稱「中國」）、柬埔寨、及美國皆有營運據點。本公司於 1999 年 10 月 6 日在新加坡證券交易所的新加坡自動報價與交易系統—自動報價板股市 (Singapore Dealing and Automated Quotation System，簡稱 SESDAQ) 掛牌上市，復自 2010 年 2 月 26 日起轉至實施保薦人制度的凱利板掛牌，由 R & T Corporate Services Pte. Ltd. 擔任其保薦人至今。本集團另於 2002 年 12 月 13 日以台灣存託憑證方式在台灣證券交易所掛牌上市。



總部 台北台灣

本集團業務主要可以分為生產製造、貿易與銷售及提供醫院後勤整合服務三大領域。作為提供醫院、旅館業及製造業各種 PPE、工作服及防護裝備的製造商，本集團擁有多元化的生產基地分布於菲律賓、柬埔寨、台灣及中國，多元據點確保供應不中斷。在貿易與銷售方面，本集團於加拿大、歐洲、日本及美國皆建置物流倉儲中心，與亞馬遜 (Amazon)、DHL 及其他電商、物流平台合作，擴及全球的銷售網路可提升產品分銷能力。在醫院後勤服務方面，本集團主要提供台灣及菲律賓醫院用醫療耗材及 PPE 的租賃、洗滌、配送（合稱 3L 服務）及買賣。本集團已成為台灣地區醫療院所「全方位服務解決方案」的領導廠商，與全台 19 家重要指標醫院簽有服務合約。

過去數年，本集團已將此全方位醫院後勤服務成功擴展至菲律賓 31 家醫院。

本集團致力於捍衛全球人民的健康和安全，讓每個工作者都能平安回家。



杭州津誠有限公司



Medtex Corporation



Medtecs (Cambodia) Corporation Limited



Medtecs (Taiwan) Corporation



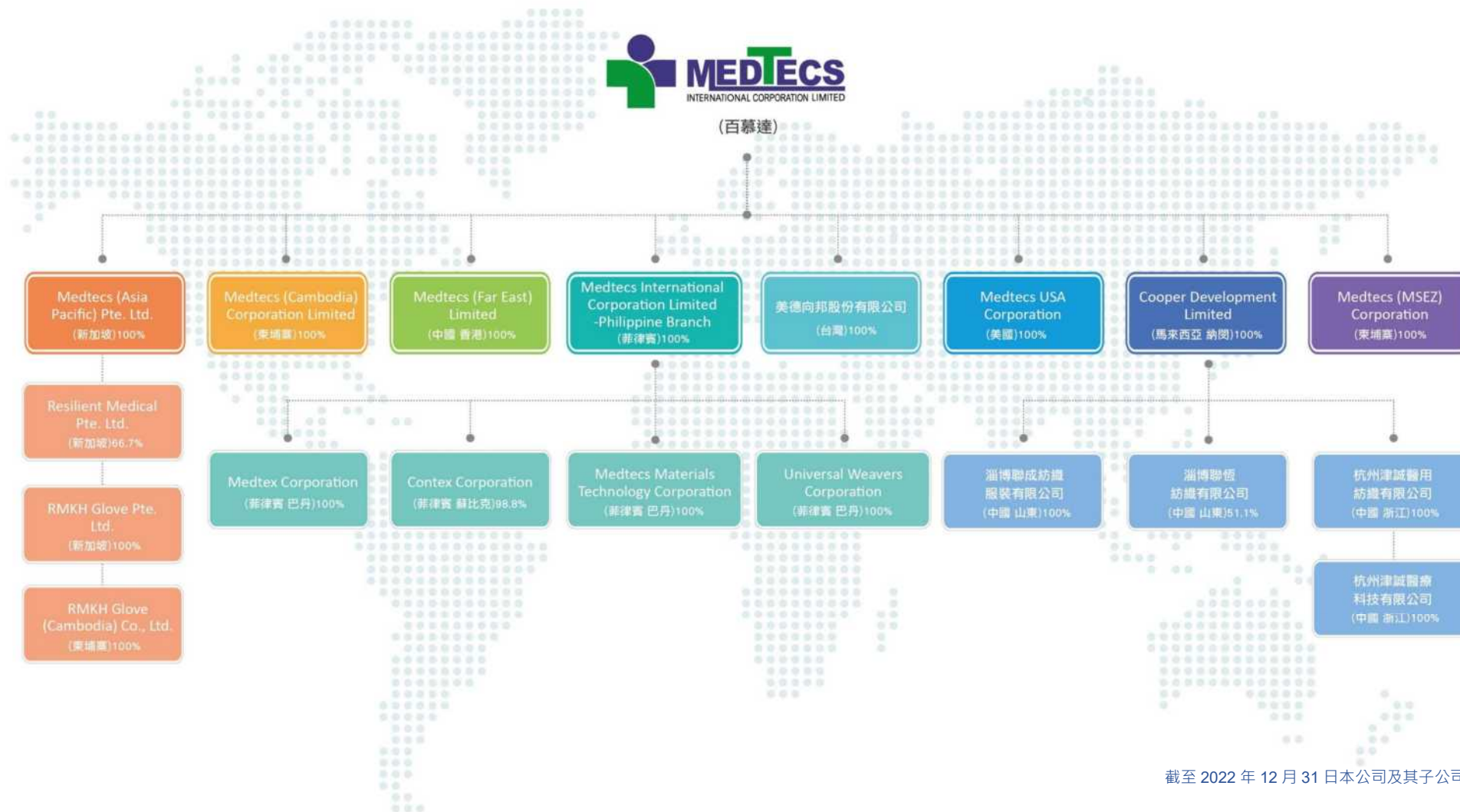
RMKH Glove (Cambodia) Co., Ltd.



集團沿革



集團組織圖



## 致股東報告書

### 各位尊敬的股東：

大家好！本人謹代表本集團，向各位提報截至 2022 年 12 月 31 日止的全年度（下稱「2022 年度」）營運成果，及對 2023 年度的營運展望。

2022 年度為新冠疫情全球大流行的第三年，各界邁向與病毒共存的生活模式。然而，俄烏戰爭的發生，加劇地緣戰爭風險；全球供應鏈重組及通貨膨脹導致各國貨幣政策持續緊縮，在在都提升本集團企業經營的風險與成本。

2022 年度本集團因客戶存貨調整週期拉長、平均銷售價格滑落及手套廠建置成本費用增加，整體營運成果未臻理想。本公司於評估整體產業環境、客戶銷售反饋及整體資產負債狀況後，決定針對價格偏高的存貨及部分應收帳款，分別增提備抵損失，以一次性方式進行打消，此等處理方式雖不利當期損益，但旨在強化本集團未來營運的韌性。

面對 2023 年度，本集團將持續致力採取開源節流並進策略。以提高營運效率為目標，本集團於柬埔寨新建的手套工廠已開始量產。加入此新產品至我們的產品組合後，本集團盈收可望擴增。另外，經過多年探索，本集團評估太陽能及儲能服務項目符合全球可持續發展潮流，已決定進軍綠能市場。有關渠等業務之發展，我們將依照相關期程依規向股東陳報並取得核可。

2023 年 4 月 14 日，本公司已向新加坡證券交易所（下稱「新交所」）申請延後二(2)個月至 2023 年 6 月 30 日召開 2022 年度股東常會（下稱「股東常會」）並於 2023 年 6 月 15 日或之前，發行其 2022 年度報告（下稱「年報」）。本次展延申請主要是會計師事務所，因本公司在菲律賓導入新 ERP 系統，必須增加針對新舊系統期中及年終之實地覆核及因柬埔寨新建的手套工廠所衍生之額外查核工作，導致無法於原期限內完成，因此申請延期。

### 2022 年度的回顧

#### 一、營收下滑因認列虧損

2022 年度，全球個人防護裝備市場因客戶存貨週轉期調整放緩，需求呈現疲弱，本集團主要營收來源的代工業務，全年營收較上年劇減近 70%，本集團總營收則較上年度大幅下降 61%，僅達 5,624 萬美元。另一方面，建造新廠肇致的大額成本費用，一次性提列存貨及應收帳款備抵跌價損失，連袂導致全年度產生稅後淨損 2,926 萬美元。



### 二、資產負債續呈穩健

2022 年度本集團鑑於 PPE 市場價格低迷，及庫存去化遲滯等情況，採取保守穩健原則，增提約 1,170 萬美元之存貨備抵跌價損失，此固不利盈餘表現，但可減降未來庫存去化對損益之不利衝擊，而且建造手套廠之大規模資本支出業已結束，2023 年應不會再發生。

2022 年度本集團因營業活動、投資活動及融資活動產生 3,092 萬美元的流出。儘管如此，期末帳上約當現金仍高達 1,812 萬美元，且本集團財務槓桿比率僅為 10%。未來，若策略奏效使得營收增加並輔以進行中之開源節流措施，本集團營運成果改善可期。

### 三、手套工廠量產

2022 年 9 月 30 日，本集團旗下子公司 RMKH Glove (Cambodia) Co., Ltd.，於柬埔寨曼哈頓經濟特區內設立的醫療等級丁腈手套工廠，順利落成開始量產。

回顧 2021 年度上半年，手套工廠廠區仍是處處蔓草。在廠房興建過程中，疫情籠罩，供應鏈中斷，工程上遭遇的困難無日無之。如今，端賴同仁努力不懈克服重重困難，建廠任務終得順利完成，此也標誌著本集團未來發展的一個重要里程碑。

開幕典禮上，本人向柬埔寨總理高級代表（柬埔寨皇家武裝部隊副總司令兼柬埔寨陸軍總司令洪馬奈博士）、其率領的各級政府代表及與會嘉賓，感謝東國政府對 RMKH 手套廠竣工量產的支持與協助，該廠是柬埔寨第一家醫用級丁腈手套生產基地，亦為本集團歷來最大投資項目，製造的產品既可外銷歐美賺取外匯，又可就近滿足東國當地公衛及醫療等需求。

長期以來，本集團一直是提供醫護人員及民眾，從頭到腳全身防護裝備的全方位製造商，手套工廠之加入，不只是實質擴大本集團製造能量，同時擴展 PPE 產品範圍，有利於本集團成為跨國性採購組織，在亞洲地區的重要合作伙伴，更彰顯本集團面對全球供應鏈重組，所做之重要戰略佈局。

### 2023 年展望

#### 一、把握「中國加一」策略

展望 2023 年度，儘管全球逐漸擺脫新冠疫情的干擾，但全球供應鏈的重組已不可逆，特別是歐美客戶對「中國加一」策略及多元化供應商的要求。本集團因為長期深耕菲律賓與柬埔寨，值此全球供應鏈結構性調整階段，我們的地緣優勢更具意義。我們的手套工廠就是呼應此一趨勢的重要戰略布局，藉由與歐美合作夥伴之結盟，於非中國地區建造最先進的丁腈手套工廠，既擴大我們的產品組合，更強化我們在客戶端供應鏈的關鍵地位。

#### 二、持續強化電商業務

作為 PPE 領導廠商，我們長期為客戶提供優質的代工服務；通過亞馬遜的電子商務平台，我們以自有品牌及相關防護解決方案行銷全球。在 2022 年度，我們的電商業務取得超過 50%



的增長，並獲得亞馬遜評為台灣地區最佳賣家之肯定。我們相信在 2023 年度，電商業務仍將是本集團成長的重要領域。

### 三、不斷擴增產品組合

為滿足不斷變化的市場需求，我們持續擴增產品組合，包括抗病毒噴霧、濕紙巾、家庭保健產品（親水性人工皮膠膜和敷料），及具備人工智能的醫療設備等熱門保健產品。一則反映我們為協助客戶維護健康立下的承諾，另則為開發新市場並減少對單一產品線的依賴，有利於提升業務韌性。

### 四、強化供應鏈管理

為因應全球 PPE 需求下降及現有客戶下單量減少，我們致力加強供應鏈管理，優化需求預測能力，強化與供應商及經銷商的合作關係，以降低庫存過剩或短缺的風險，快速回應客戶需求，俾為未來增長打好基礎。

### 五、永續成長策略 - 再生能源

因應全球再生能源發展的大趨勢，本集團已著眼探索太陽能發電及儲能業務的潛在效益，比如我們正探索在自有廠房安裝太陽能版的可能性，並與策略合作伙伴於菲東兩國尋求再生能源的合作機會。

### 結語

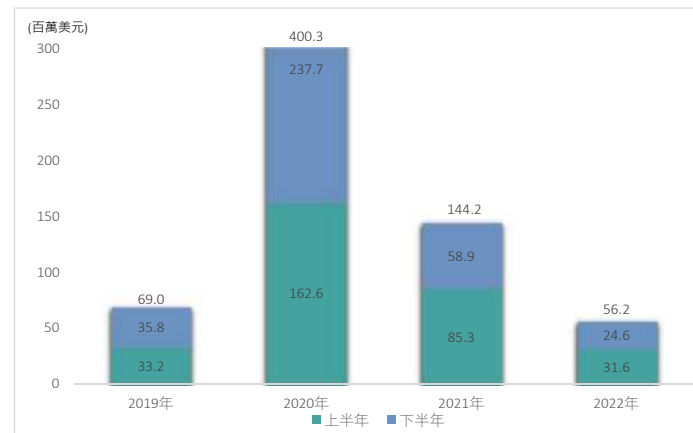
本集團創立逾 34 年，歷經無數的波折與挑戰，迄今仍得邁步向前，最要感謝長期以來股東們的堅定支持，及集團同仁的不懈努力。我們清楚知道集團永續發展不易，唯有兼顧傳承和改變，才能通過時代的考驗。祈請股東們繼續惠予支持，同仁們協力合作，讓美德醫療集團成長茁壯。謝謝！

楊克誠  
董事長

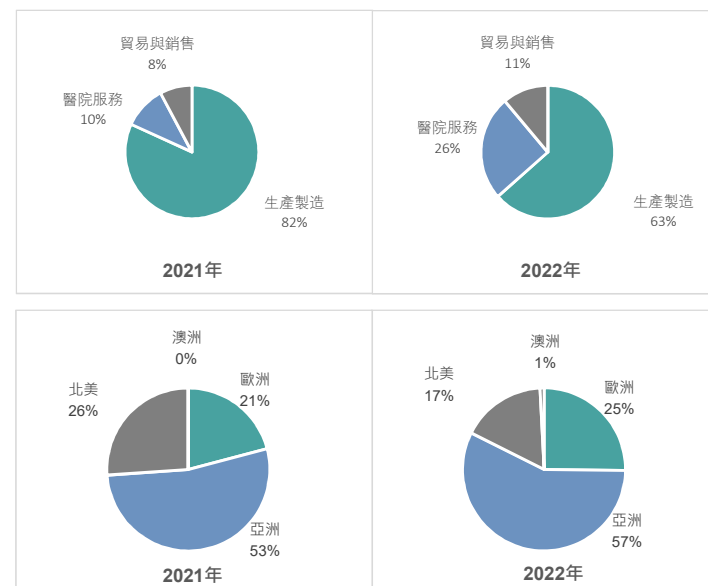
## 財務摘要

2022 年因全球需求和 2021 年非經常性訂單下降的影響，致 2022 年營收下滑。

歷年收入

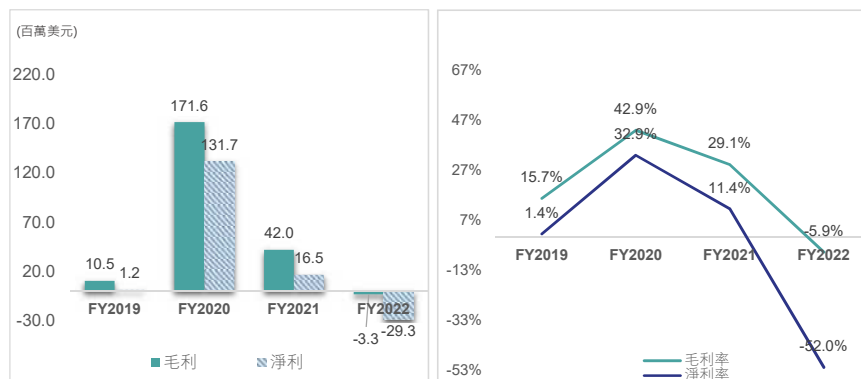


營收組成及區域分布



**2022 年因需求下滑及市場價格走跌，致毛利與淨利下滑**

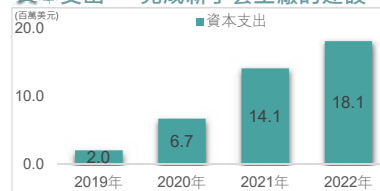
歷年毛利與淨利



- 2022 年的淨利率顯著下降，是由於全球需求和個人防護設備以及口罩的市場價格下降，導致本集團認列備抵存貨跌價損失 1,170 萬美元。
- 本集團持續推動市場行銷工作，以增加電子商務領域的市占率，並通過推出家庭保健產品等現有產品和新產品，吸引更多顧客。這使得本集團得以擴大影響力，並維持在美國亞馬遜等網絡線上營運的優勢。

**財務摘要**
**資產負債表摘要**

(百萬美元)	截至 2022 年 12 月 31 日	截至 2021 年 12 月 31 日
現金及銀行存款	18.1	49.0
存貨	36.4	49.7
- 存貨週轉天數	223	177
應收帳款	30.4	42.3
- 應收帳款天數	197	107
應付帳款	6.4	7.8
- 應付帳款天數	39	28
<b>主要財務比率</b>		
債務權益比率 (債務/權益)	0.2x	0.1x
淨債務權益比率 (淨債務/股本)	n.m.	n.m.

**資本支出 - 完成新手套工廠的建設**


(千元美元)	2022 年	2021 年
營運活動之現金流量	(4,053)	30,104
投資活動之現金流量	(23,901)	(15,389)
籌資活動之現金流量	(2,961)	(47,484)
淨現金流入 (流出)	(30,915)	(32,769)

**財務狀況**
**營運概況**

本集團收入從 2021 年度的 1.442 億美元減少 61.0% 至 2022 年度的 5,620 萬美元，主因(1)由於 PPE 和口罩的全球需求和平均銷售價格下降，導致銷售額下滑，(2)現有客戶的庫存過剩和非經常性訂單減少。COVID-19 染疫數的減少和大多數國家防疫措施的放寬，顯著影響大多數關鍵客戶的購買習慣，進而影響營收和毛利率。為了減輕影響，本集團繼續進行營銷努力，利用網絡平台擴大線上銷售，並希望通過家庭保健產品等現有和新產品與更多客戶接觸。我們仍致力於提供高品質的產品，並通過亞馬遜等電子商務平台擴大我們的市場覆蓋範圍。由於 PPE 的需求和毛利下滑以及於 2022 年提列存貨備抵，淨利在 2022 年顯著下降了 277.2%，從 2021 年的 1,650 萬美元淨利變為 2,930 萬美元淨損。

本集團因全球對個人防護裝備的需求減少以及提列備抵存貨跌價準備，導致營收下滑了 61% 至 5,620 萬美元，並產生淨損 2,930 萬美元。

**收入**

製造業務部門由於全球需求下降，導致銷售個人防護裝備和口罩的業績下滑，2022 年度的營收由 2021 年度的 1.179 億美元大幅減少至 3,570 萬美元，減少幅度 69.7%。

醫院服務部門因台灣和菲律賓布服耗用量降低，2022 年度的營收由 2021 年度的 1,500 萬美元小幅下降至 1,430 萬美元，減少 4.4%。經銷部門及其他亦因台灣的需求減少，收入從 2021 年的 1,120 萬減少至 2022 年的 630 萬美元，減少 44.4%。

**獲利能力**

2022 年度需求減少及全球市場個人防護裝備和口罩的平均售價下降，故提列了 1,170 萬美元的存貨備抵損失，導致營業毛利由 2021 年度的 4,200 萬美元大幅減少至 330 萬美元毛損，減少幅度 107.9%。此因素亦導致本集團的毛利率由 2021 年度的正 29.2% 減少至 2022 年度的負 5.9%。若不提列存貨備抵損失，本集團 2022 年的毛利約為 840 萬美元、毛利率 15.0%。

製造業務部門毛利由 2021 年的 3,590 萬美元大幅減少至 2022 年的 560 萬美元毛損，減少幅度 115.6%，主要因全球市場價格下跌，以及在 2022 年提列存貨備抵損失。這也導致製造業務部門的毛利率由 2021 年度的正 30.5% 減少至 2022 年度的負 15.7%，減少 151.5%。

醫院服務部門毛利因菲律賓跟台灣醫院布服耗用的減少，2022 年度的毛利由 2021 年度的毛利 190 萬美元減少至毛利 180 萬美元，減少 8.3%。



經銷部門毛利亦因銷售下滑及提列存貨備抵損失。2022 年度的毛利由 2021 年度的 410 萬美元減少至 48.7 萬美元，減少 88.3%。

其他營業收入受惠於較低的外幣匯兌利益及廢料之出售，由 2021 年的 180 萬美元增加 39.5% 至 2022 年的 250 萬美元。

營業費用由 2021 年的 2,600 萬美元增加至 2022 年的 2,970 萬美元，增加 14.3%，主要因採預期信用損失方法提列備抵應收帳款損失、較高的行銷及折舊費用所致。

因較高的銀行借款，財務費用由 2021 年度的 90 萬美元增加 6.7% 至 2022 年度的 100 萬美元。

2021 年度所得稅費用的 40 萬美元，減少 440.9% 至 2022 年度的所得稅利益 140 萬美元，其可用集團未來可扣除稅額利益增加。

本集團淨利由於因個人防護裝備和口罩的營收和毛利下降，以及提列備抵存貨損失和採預期信用損失方法提列備抵應收帳款損失，導致 2022 年度的淨利由 2021 年度的 1,650 萬美元淨利大幅減少至 2,930 萬美元淨損，減少幅度達 277.2%。

### 現金流量及資產負債表

本集團因給付現金股利、購買庫藏股及柬埔寨手套廠建廠使現金水位減少，故資產總額由 2021 年的 2.155 億美元降至 2022 年的 1.820 億美元，減少 3,360 萬美元。存貨因提列存貨備抵損失，由 2021 年的 4,970 萬美元減少至 2022 年的 3,640 萬美元。應收帳款由 2021 年的 4,230 萬美元下降至 2022 年的 3,040 萬美元，主要是由於收回客戶款項和採預期信用損失方法提列備抵應收帳款損失。不動產、廠房及設備主因柬埔寨建廠完工的手套生產設備而增加，由 2021 年的 3,210 萬美元增加至 2022 年的 4,580 萬美元。

營業活動的現金流出主因當期營業淨損以及將資金用於按攤銷後成本衡量之金融資產，從 2021 年的流入 3,010 萬美元增加至 2022 年的流出 4,100 萬美元。投資活動的現金流出從 2021 年的 1,540 萬美元增加至 2022 年的 2,390 萬美元，主因在柬埔寨建造手套工廠所產生的額外成本、450 萬美元的新長期租賃、在柬埔寨投資 300 萬美元的債券以及增加在台灣的上市股票投資。籌資活動產生的現金流入 300 萬美元主因新增借款，部分被股利發放、支付利息與租賃負債及購買庫藏股所抵銷。

### 營運概況與展望

展望 2023 年，全球正回到 COVID-19 後的正常狀態。然而疫情凸顯了醫療產品的重要性以及像集團這樣的公司在預防疾病和維護全球健康方面的關鍵作用。作為 PPE 的領導廠商，我們通過亞馬遜等電子商務平台，擴大了自有品牌 PPE 和相關防護解決方案在全球市場的滲透率。電子商務將繼續是本集團的關鍵成長領域，隨著我們擴大產品供應和覆蓋範圍，我們將通過電子商務將業務從亞洲、美國拓展到如新加坡的新市場。

本公司的子公司 Resilient Medical Pte. Ltd.，於 2022 年第 4 季在柬埔寨啟用了技術先進的丁腈手套工廠，該工廠的營運進一步豐富了我們的產品組合，並加強了我們在流行病和疾病預防方面的關鍵地位。丁腈手套工廠也加強柬埔寨、菲律賓及中國產品生產能力，我們的目標是成為全球各級政府機關的戰備合作夥伴。

為了擴大我們的客戶群，本集團已開發零售業務(B2C)，並加深其對 Medtecs 和 CoverU 品牌日益增長的消費意識。我們計劃以我們強化的產品組合，通過大規模的零售合作夥伴網絡，尋求合作和特許經營的機會。

隨著與 COVID-19 共存時代的來臨，本公司將專注追求創新及成長之發展策略。為迎合市場多變之需求，本公司已採取多元產品化策略包括即時照護產品如抗病毒噴劑、紙巾、家庭照護產品如痘痘貼、親水膠貼布及敷料，及俱備人工智能之醫療設備等，這些產品及設備主要是為支持與照護客戶之健康，藉由掌握新興市場成長的趨勢並降低對單一化產品之倚賴，以強化公司營運之韌性以迎向並鞏固本公司未來的市場地位，達成本公司長期增長、獲利之績效。

全球 PPE 需求和平均售價下降，加上現有客戶因其庫存過剩和 2021 年的非例行性訂單，導致訂單量減少。為了應對這些挑戰，我們正在加強供應鏈管理，以確保能快速應對需求變化。我們正在改善預測和需求計劃，優化庫存水位，並與供應商和經銷商更緊密地合作。希望透過加強供應鏈管理更好地管理庫存，減少庫存過剩或短缺的風險。這將使我們能夠更快地回應客戶需求，並為未來的增長做好準備。

隨著永續發展的趨勢，待上市規則及股東批准，本公司正在探索進軍再生能源市場的可能性，以發展另一個業務動能，這可能包括但不限於與策略夥伴投資再生能源，以符合將來客戶端對綠色製造的需求。本公司聚焦太陽能電池及電力儲存服務，包括在現有工廠安裝太陽能面板。我們將在適當的時候向股東提供有關我們未來計劃的更多訊息，並獲得必要的股東批准。

雖然面對極具挑戰經營環境，我們相信可以應對上述困難並為股東創造長期價值。

## 製造部門

*製造部門擴大產能以滿足全球需求*

就收入和盈利能力而言，製造部仍然是本公司的主要獲利部門。

在 COVID-19 疫情之後，製造部透過子公司 Resilient Medical Pte. Ltd. 於柬埔寨建成的丁腈手套工廠，有望從擴大的產品品項中受益，以實現產品組合多元化之願景。另外，為強化供應鏈管理以確保產品線靈活性能夠滿足不斷變化的市場需求，本集團亦將接洽供應商暨其他醫療公司探索策略合作及聯盟的機會。

集團也將充分利用全球對我們的醫療及保健產品的提高關注度。我們額外重視品牌推廣和行銷活動，利用品牌知名度大力推行自有品牌 Medtecs 及 CoverU 口罩及 PPE 產品。佈局全球，我們提升了亞馬遜(Amazon)等電子商務平台及零售連鎖店業務，讓消費者更容易買到本公司產品。



我們經由 B2B 及 B2C 的商業模式，強化營運成長，同時積極提升在更多電子商務平台的能見度。此外，我們以長期為政府部門提供 PPE 及口罩常備庫存的經驗為基礎，希望在疫情期間可協助穩定需求並且成為全球抑制傳染病的主要合作夥伴。

## 醫院服務部門

*增強台灣及菲律賓市場佔有率*

醫院服務部一直是本集團穩定的營收來源。我們期望掌握醫療系統將非核心作業委外的趨勢，得以增強在台灣及菲律賓市場能見度及市場佔有率。本集團持續採取成本減降措施以提升利潤。



## 貿易部門

*對醫療保健的重視將有利貿易和銷售部門業務*

貿易部不但是是一個獨立的利潤中心，對其他部門也可發揮輔助效果。本集團希望成為全方位的一站式醫療商品供應商，在醫療產業備受重視之際，本部門擴張可期。

## 研發概況

正式進入後疫情時代，美德除了持續深耕個人防護用品外，亦考量既有銷售通路優勢與商業策略發展，於 2022 年陸續推出醫用紡織品、環境清潔消毒產品與消費保健用品等，持續豐富產品組合與擴大公司的目標客群。

2022 年推出之 PPE 品項包含丁腈手套與 SMMS 防護衣 (Coverall Light)，丁腈手套相較於乳膠手套更具韌性、可耐穿刺、耐磨，可長時間使用，且不會有乳膠過敏之問題，因此可廣泛應用於醫療檢診及食品加工等；而 SMMS 防護衣(Coverall Light)，則可在基礎化學防護下，提供使用者更透氣、舒適的防護衣選擇。

本集團於 2022 年亦陸續推出刷手服、酒精濕巾、防疫酒精、痘貼、水膠體敷料等產品，其刷手服以具有抗菌抑臭、透氣且四面彈特色之布料製作，使醫護人員可在獲得保護時，同時提高穿著舒適度。另痘貼則透過特殊撕除專利與獨立包裝設計，改善市面現有產品使用的不方便性，並減低接觸污染的風險。

在 2022 年，美德持續專注在產品證照取得，包含 2 張美國 510(k)、取得歐盟 MDR 與歐盟 PPER 等認證。美德 IL-4036 是全球第四間取得美國認證的 AAMI Level 4 Isolation gown 產品，同時於 2022 年通過較為嚴苛的新版歐盟法令 MDR 完成產品註冊，以確保本公司產品可持續銷售至歐美地區。

預計在 2023 年將推出市面上壓差最小的立體口罩與可應用於無塵室之防護衣，持續將研發量能著重在產品差異化與產品合規，提升品牌與產品價值。



## 企業社會責任

在過去的三年裡，新冠疫情的影響衝擊世界。作為全球個人防護裝備的領導製造廠商，美德醫療本著「守護天下人的安全與健康」的核心理念，於世界各地持續捐贈個人防護裝備和醫療用品，受援者包括一線醫護人員、學校兒童、老人和其他弱勢團體。同時，我們也致力強化永續三大支柱——環境、社會和治理(ESG)。體認到將 ESG 價值融入公司商業活動的重要性，並進一步履行我們的永續承諾，本公司積極組織講座、培訓、和活動，以加深員工對 ESG 問題的認知。我們努力成為負責任的企業公民，並通過我們的商業實踐和社區參與對世界產生正面影響。

### 臺灣

2022 年 7 月，美德醫療正式啟動防疫物資捐贈計畫，任一有防疫物資需求之單位皆可至美德醫療官網申請所需物資。其中臺北醫學大學山地社會醫療服務團即透過此計畫將美德醫療贊助物資送往偏鄉，攜手挺過疫情。2022 年集團也持續捐贈口罩和 PPE 等防疫物資至各大政府單位、公益團體及社福機構，其中為響應國內外運動賽事的復甦，也捐贈抗病毒噴霧、飛行衣與防護包等防疫物資給中華奧會、拔河運動協會、台灣柔術總會、馬拉松協會等，提供選手們賽事中的安全防護。自 2022 年 7 月起，美德醫療臺北辦公室同仁新增有薪公益假，鼓勵同仁參與志願服務活動；並於 2022 年 12 月 16 日攜手「中華民國有機生活環境教育推廣協會」舉辦全公司淨山活動。此外，臺北辦公室也陸續邀請 NGO 組織舉辦公司內部講座，透過環境保育、氣候變遷與健康飲食等議題，建立集團同仁良好的永續環保觀念。



捐贈口罩給台東政府





捐贈口罩給德蘭啟智中心

### 菲律賓

美德醫療菲律賓通過各式計畫實現集團致力改善社區健康和福祉的承諾。為幫助更多受益者，美德醫療菲律賓與 Alagang Kapatid Foundation, Inc.(AKFI)於 2022 年兩度合作。通過「Protecsyonan ang Kalusugan」計畫，捐贈口罩及菲律賓區口罩部分收入約 96,000 菲律賓披索與 AKFI 受益人。「Protecsyonan ang Kalusugan」計畫成功後，美德醫療和 AKFI 合作「Happy Eskwela」項目，為來自偏遠地區的 500 多名學生提供學習用品和其他必需品，為重新回學校上課做準備。「Happy Eskwela」禮包中包括至少 10 片 Medtecs 口罩。



透過與 Alagang Kapatid Foundation 的「Happy Eskwela」合作計畫，為來自菲律賓偏遠地區的學生提供學習用品和其他必需品。



美德醫療菲律賓也推出「無私貢獻防護設備」(SCOPES)計畫，旨在使本公司捐贈個人防護設備和醫療用品制度化。自 2022 年 10 月啟動以來，該計畫共有 13 名受益人，其中大多數是公立學校學生。口罩捐贈在菲律賓政府下令全面開放公立學校實體授課的情況下尤其及時。

作為 SCOPES 的「耶誕節關愛...關愛兒童和環境」活動的一部分，美德醫療菲律賓馬卡蒂辦公室和巴丹工廠的員工於 2022 年 12 月底準備了由回收鞋盒製作的特殊聖誕禮包分發給 Special Program on Relevant Engagement and Advocacy for the Displaced 以及 SOS



Children's Village – Baatan 資助的 200 名兒童。升級再制的禮包內含美德醫療的兒童口罩和各式巧克力零食。



SCOPES 計畫: San Jose Elementary School

總體而言，美德醫療菲律賓通過 SCOPES 計畫捐贈了 1,860 盒口罩，價值 446,400 菲律賓比索。



### 柬埔寨

我們透過各種活動支持柬埔寨當地社區。為展現我們對教育的變革力量和賦予當地社區力量的信念，2022 年 3 月我們與柬埔寨教育部和聯合國教科文組織(UNESCO)合作，由美德醫療集團贊助了兩名教師，於集團的榜針省工廠為來自榜針省的 43 名學生提供識字培訓，進行總計 480 小時的課程。2022 年 6 月 1 日，為慶祝國際兒童節，我們捐贈了筆記本、鋼筆和

鉛筆等學習用品給洪森小學，約有 400 名學生受益。此外我們持續捐贈現金和口罩。受贈者包含土規部、勞動部等主要政府單位。



## 公司名錄

### 董事會

楊克誠  
董事長・執行董事

楊威遠  
副董事長・執行董事・執行長

Lim Tai Toon  
首席獨立董事

楊小青  
獨立董事

聶建中  
獨立董事

### 審計委員會

Lim Tai Toon  
主席

楊小青  
成員

聶建中  
成員

### 薪酬委員會

聶建中  
主席

楊小青  
成員

Lim Tai Toon  
成員

### 提名委員會

楊小青  
主席

Lim Tai Toon  
成員

聶建中  
成員

楊克誠  
成員

楊威遠  
成員

### 董事會秘書

Abdul Jabbar Bin Karam Din  
公司秘書

Codan Services Limited  
助理秘書

### 股務代理

Boardroom Corporate & Advisory  
Services Pte. Ltd.  
1 Harbourfront Avenue  
Keppel Bay Tower #14-07  
Singapore 098632

### 保薦人

R & T Corporate Services Pte. Ltd.  
9 Straits View #06-07  
Marina One West Tower  
Singapore 018937

專業團隊：

Evelyn Wee Kim Lin  
Howard Cheam Heng Haw

### 百慕達註冊辦公室

Medtecs International Corp. Ltd.  
Tel: +632-817-9000  
Clarendon House 2 Church Street Hamilton  
HM11 Bermuda

### 通訊地址

信義區松高路9號11樓  
台灣台北市 110  
電話：+886-2-2739-2222  
傳真：+886-2-2729-8055  
<http://www.medtecs.com>

### 簽證會計師

集團會計師  
Ernst & Young LLP  
(Ernst & Young Global Limited 的成員機構)  
North Tower Level 18  
1 Raffles Quay  
Singapore 048583

負責合夥人：  
Yong Kok Keong  
(2022年9月29日聘任)

### 子公司會計師

SyCip Gorres Velayo & Co.  
(Ernst & Young Global Limited 的成員機構)  
6760 Ayala Avenue  
1226 Makati City  
Philippines

負責合夥人：  
Alvin M Pinpin  
(2020年11月15日聘任)

### 主要往來銀行

臺灣銀行  
100 台北市中正區重慶南路一段120號

遠東國際商業銀行  
106 臺北市大安區敦化南路二段207號27樓

臺灣土地銀行  
100 台北市中正區館前路46號

台北富邦銀行  
106 臺北市大安區仁愛路四段169號

第一商業銀行  
100 台北市中正區重慶南路一段30號

### 投資者關係

[investor.relations@medtecs.com](mailto:investor.relations@medtecs.com)



## 董事會成員介紹

### 楊克誠 先生

董事長 · 執行董事

(於 1997 年任命為董事，並已於 2021 年重新選任)

楊克誠先生為美德醫療集團董事長，負責企業整體營運管理、策略規劃、產品發展及行銷。楊先生自 1990 年起受任為董事長兼任執行長，直至 2018 年 5 月 2 日卸任集團執行長一職，由楊威遠先生接任。楊克誠先生亦為提名委員會之成員。在楊克誠先生的帶領下，美德醫療已成為全球醫療保健服務供應商，亦是各國醫療供應商、藥廠及醫療機構代工製造之製造商及經銷商。

在創立美德醫療之前，楊克誠先生曾任福益集團副總經理、生暉國際股份有限公司(Shentex Corp)執行長。1986 至 1989 年之間楊克誠先生擔任台灣紡織業同業公會理事長，並曾任蘇比克灣台灣商會主席，目前為中菲經濟協進會以及中東經濟協進會主席，同時也是菲律賓個人防護裝備協會(Confederation of Philippine Manufacturers of PPE)創會會長。

楊克誠先生在紡織工業界有四十多年的經驗，並致力於醫療照護產業中的醫療耗材開發。

### 楊威遠 先生

副董事長 · 執行董事 · 執行長

(於 2013 年任命為董事，並將於 2023 年重新選任)

楊威遠先生於 2013 年 9 月 2 日獲委任為執行董事。

楊威遠先生於 2018 年 5 月 2 日接替楊克誠先生擔任集團執行長一職，並於 2021 年 2 月 26 日任命為本公司的副董事長。

楊先生 2005 年畢業於紐約理工學院，主修電機及電腦工程。

楊先生於 2008 年起擔任杭州津誠醫用紡織有限公司(本集團子公司)總經理，2010 年 7 月 1 日起擔任台灣美德向邦股份有限公司(本集團子公司)總經理，管理行銷、生產、人力資源及財務等部門。

楊先生擁有超過 15 年的紡織業經驗，近年致力於醫用耗材、個人防護用品及醫院服務等醫療保健行業的發展。

### Lim Tai Toon 先生

首席獨立董事 · 審計委員會主席

(於 2010 年任命為董事，並將於 2023 年重新選任)

Lim Tai Toon 先生於 2010 年 10 月 29 日任命為本公司獨立非執行董事，2012 年 5 月 4 日擔任審計委員會主席及首席獨立董事。他同時擔任提名及薪酬委員會委員。

自 1994 年開始，Lim 先生先後任職於數家新加坡證交所掛牌之上市公司，於 REA Ltd (前身為 Superior Fastening Ltd) 擔任財務顧問，於 Eastgate Technology Limited (2006-2009 年) 擔任執行董事，2003 年至 2006 年期間於 Vashion Group Limited (前身為 Startech Electronics Limited) 擔任常務董事，並於 1995 年至 1996 年間在 Ipco International Limited(Corporate Affairs)擔任副總經理。在這些年間，Lim 先生亦創立一軟體開發公司，並於 1996 年至 2000 年間擔任一亞洲公司的中國區執行長。此外，直至 2020 年 Lim 先生在羅浮堡大學擔任兼職講師長達 17 年，並曾是聖經神學研究生院理事會的成員。

目前，Lim 先生擔任一家具有社會影響力公司的創始人，並為 Cuscaden Peak Investment 旗下 Student Castle Property Management Service (英國) 的總經理。Lim 先生也自 2018 年以來擔任 Medinex Ltd 的獨立董事及審計委員會主席。

Lim 先生擁有澳洲 Curtin University of Technology 的資訊工程碩士學位、英國 Henly Management College 的企業管理碩士學位以及新加坡 National University of Singapore 的會計學士學位，並為新加坡特許會計師協會的資深特許會計師。

### 楊小青 女士

獨立董事 · 提名委員會主席

(於 2005 年任命為董事，並已於 2022 年重新選任)

楊小青女士於 2005 年 5 月 1 日開始擔任公司獨立非執行董事，並於 2012 年 8 月 14 日被選為提名委員會主席，並擔任審計和薪酬委員會的成員。

楊女士是贈與亞洲(Give2Asia)副總裁，中國首席代表。她是從事跨國投資和商業發展的嘉勒斯中國集團有限公司的聯合創始人。楊女士一直致力於支持國際企業在中國投資，並具備跨國投資、國際合作發展及合規運營方面的豐富經驗。她一直在中國從事項目開發，且擔任過跨國公司的高級顧問。楊女士曾被中國國務院外國專家局聘請為外國專家。2007 年至 2009 年，楊女士連續三年獲得廣州市最佳外商投資顧問獎。楊女士於 2018 年加入贈與亞洲，在 2020 年新冠疫情期間，帶領贈與亞洲中國團隊協同總部共同組織抗疫馳援，完成了超過一千萬美元的抗疫捐贈。



楊女士擁有中國濟南大學新聞系學士學位，並於 1985 年在美國史丹福大學進修。其後，楊女士在美國麻州 Simmons College 取得 Communications Management & Investor Relations 的碩士學位。

### 聶建中 博士

獨立董事 · 薪酬委員會主席

(於 2019 年 8 月 8 日任命為董事，並已於 2022 年重新選任)

聶建中博士於 2019 年 8 月 8 日起受任為公司獨立董事及薪酬委員會主席，並擔任審計及提名委員會成員。

聶博士目前是淡江大學及國立台北大學的教授。曾任國立政治大學教授。聶博士擁有美國紐約巴魯克學院的金融 MBA 學位。他還擁有美國新澤西州羅格斯大學工業工程碩士學位、經濟學碩士學位及經濟學博士學位。

## 會計年度行事曆

### 📖 2022 年會計年度

公告 2022 全年營運成果

2023 年 2 月 28 日

年度股東常會

2023 年 6 月 30 日 (經新交所批准延期舉辦年度股東常會)

### 📖 2023 年會計年度

公告 2023 上半年度營運成果

2023 年 8 月中旬

公告 2023 全年營運成果

2024 年 2 月最後一個星期



## 公司治理報告

本公司致力於通過遵循良好治理的原則（包括當責、透明及永續），達到及維持本集團高標準的公司治理，將增強投資者的信心並實現長期永續的企業經營。在本公司的各個層面，良好的公司治理可建立並維持適當的文化、價值觀及道德行為標準，有助於在提升長期股東價值時，同時兼顧利害關係人的利益。

本公司已於 2023 年 5 月 31 日，依新交所之規範出版本公司獨立的永續報告。

本報告具體參考新交所於 2018 年 8 月頒布修訂後的公司治理準則（即「2018 年準則」），以描述 2021 年會計年度本公司的公司治理架構及實務。

本公司遵循上市公司治理準則，當我們的做法與準則的建議有所歧異時，將在適當情況下作出說明。

本報告應整體閱讀，而不是根據 2018 年準則內的不同準則單獨閱讀。

本公司已遵循 2018 年準則的原則和方針。如果與準則規定有所不同，我們將酌情就本公司的慣例提供解釋，說明我們如何與有關原則的宗旨和理念保持一致。

### (A) 董事會事務

#### 董事會之職務

*準則 1：企業應設一高效能的董事會，董事會具有責任並與管理階層相互合作以確保公司的長期成功。*

#### 董事會的角色

董事會具有設定戰略方向和設定公司治理方式的雙重作用。這包括在公司的各個層面進行建立適當的文化、價值觀和道德標準。董事會的作用比提供監督更為廣泛，因為組織良好的董事會將促進更全面的討論，從而導致更好的決策和更高的業務績效。董事會還就道德、價值觀和理想的組織文化為本集團定下基調，並確保在本集團內部承擔適當的責任。董事會負責本公司的整體企業管治。

董事會負責本集團的管理工作，其主要角色是保障並提高股東的長期價值，監督集團及轄下機構各項業務及事務的管理，以樹立適當和期望的組織文化，並擔負在公司內部董事會之董事事務。董事會負責核決本集團的策略方向、監察管理表現及檢討本集團的財務結算。此外，董事會直接負責以下事項的決策：

- 核准公司重大決策，如重要之子公司或資產和負債的取得或處分；
- 核准年度預算、重要籌資計畫、資本支出及投資和撤資計畫；
- 核准本集團全年度、半年度財務績效及關係人交易之公告；

- 監視風險管理流程和財務報告、承諾，以及評估內部控制的充分性和有效性，及可能經審計委員會之建議；
- 審視管理階層之績效和核准董事會人選之提名、主要管理階層人選指派，及可能經提名委員會之建議；
- 審視和認可董事會及主要管理階層薪酬之架構；
- 公司政策保持良好的公司治理及業務經營；及
- 對於環境、社會、公司治理等永續發展議題之策略規劃。

董事會每半年對本集團經營的表現及前景，提供股東客觀及易於瞭解的評估報告。

董事是為了公司的最佳利益而客觀行事的受託人，並要求管理階層對營運負責。董事一直客觀地履行受託人的職責和責任，以符合本公司 2022 年會計年度的利益。董事有權向管理階層提出要求，並根據需要向董事提供其他訊息，以做出正確的決定。董事進一步了解，其必須避免自身或個人利益與本集團的利益，有直接或間接或潛在衝突的情況。董事在任何事項上有利益衝突或潛在利益衝突時，將立即在董事會議上宣布，或向董事長或公司秘書發送書面通知，詳細說明其利益衝突，並避免對此事進行任何討論，且放棄參加董事會的任何決定。

董事會其他的應決定事項還包括：

- 董事及主要股東是否涉及利益衝突；
- 重要資產之取得及處分；
- 公司或財務重新組織及股份發行；
- 決議股利及股東報酬；
- 在本公司利害關係人交易政策下需經過董事會核准之事項；及
- 公司秘書的任免。

董事會將監視本集團永續報告，藉著監控環境和社會、公司治理以影響本集團企業之永續發展。

#### 董事委員會

為協助董事會的職責及功能的執行，董事會設立了一系列功能性的委員會，包含審計委員會、薪酬委員會及提名委員會（整體稱作「董事委員會」）。每個董事會委員會均由明確的書面職權範圍規範，包括了每個委員會的組成、職責、權限和當責，詳情請參閱本報告第[]至[]頁。

#### 董事會會議召集及出席

目前董事會每季度召開一次會議，並在必要時召開會議以履行其職責，會議日期由董事事先決定。根據本公司章程，會議得以電話或視訊方式進行，董事會和董事會委員會的決定也可以透過書面通函決議取得。董事會與提名委員會一致認為，董事積極參與了董事會和委員會會議，且每位董事在 2022 年會計年度都為本集團事務投入了足夠的時間和精力。

本年度董事會召集及各董事出席的會議次數如下：

董事	年度股東常會		特別股東會		董事會		審計委員會		薪酬委員會		提名委員會	
	會議次數	出席次數	會議次數	出席次數	會議次數	出席次數	會議次數	出席次數	會議次數	出席次數	會議次數	出席次數
楊克誠	1	1	1	1	4	4	-	-	-	-	4	4
楊威遠	1	1	1	1	4	4	-	-	-	-	4	4
Lim Tai Toon	1	1	1	1	4	4	4	4	4	4	4	4
楊小青	1	1	1	1	4	4	4	4	4	4	4	4
聶建中	1	1	1	1	4	4	4	4	4	4	4	4

### 董事的就職及訓練

董事會將不斷審視其規模，並確定其人數對有效性的影響，並決定合適的規模。提名委員會每年一次評估董事會組成現況，確保成員的專業背景及經驗是合宜的。

提名委員會確保新董事了解其職責和義務，並負責審議董事是否能夠並且已經充分履行了其作為董事的職責。任命董事時，會向其提供正式信函，闡明其職責和義務。新任命的董事將受到保薦人的訪談，並由執行董事長及/或執行長及/或本公司的管理階層作簡報，介紹本集團的業務活動及其戰略方向和公司治理實踐。

董事會深刻認知所有董事必須隨時掌握最新的業務及法律發展的相關資訊，以便能夠有效地為董事會服務並為董事會做出貢獻。所有董事均具有多年的公司治理經驗，並熟悉其作為董事的職責和責任（包括各自的執行、非執行和獨立董事角色）。此外，董事了解本集團的業務，本集團亦提供機會使其發展和維持作為董事的技能和知識，包括參訪本集團的運營據點並與管理階層會面，以增加對本集團業務及策略的了解。

本公司持續向董事提供有關董事職責和責任、公司治理、財務報告準則的變更以及對財務報表有直接影響的問題等方面的情況簡介和更新，以使他們能夠適當地履行其作為董事會或董事會委員會成員的職責。此類持續的簡報和更新的範圍包括行業趨勢發展、治理實踐和發展趨勢的概述，以及與企業有關的治理實踐和法規要求的趨勢變化。

2021年12月15日起，新交所宣布，所有上市之發行公司的董事必須於2022年1月1日起，接受一次永續課程的培訓。董事已於2022年5月31日參與新加坡董事學會(Singapore Institute of Directors)舉辦的ESG基礎課程(Environmental, Social and Governance Essentials course)並完成培訓。

### 資訊取得

為了協助董事會履行職責，管理階層在董事會會議召開之前向董事會提供了完整、充分和及時資訊的管理報告。管理階層歡迎董事就本集團經營或業務的任何方面，向管理階層尋求解釋或澄清及/或召開非正式討論。必要時將為非正式的討論或解釋作出必要的安排。

所有董事在任何時候都可以單獨和獨立地訪問管理階層、本公司秘書及外部顧問(如有必要)，費用由本公司承擔。本公司秘書出席所有董事會會議，並確保遵守董事會程序以及適用於本公司的所有其他規章制度。本公司秘書的任命和罷免需要獲得董事會的批准。

管理階層會密切監控法規的變更，對於與本公司或董事的揭露義務有重要關係的變更，將在董事會會議上向董事進行簡報。

各個委員會的董事和主席，無論是作為一個小組還是個人，都可以在必要時尋求獨立的專業建議，以促進其職責，但由本公司承擔費用。該專業顧問的任命須經董事會批准。

### 董事會的組成與平衡

*準則 2：董事會在組成上具有適當的獨立性和思想和背景的多樣性，以使其能夠做出符合公司最大利益的決策。*

董事會包含五(5)位董事，其中三(3)位是獨立董事。其名單如下：

#### 執行董事

楊克誠 (董事長、執行董事)  
楊威遠 (副董事長、執行董事及執行長)

#### 獨立董事

Lim Tai Toon (首席獨立董事)  
楊小青 (獨立董事)  
聶建中 (獨立董事)

提名委員會不時審視董事會及董事會委員會的規模和組成，以確保其規模合適，並由董事組成適當平衡以及混合著提供技術、知識、經驗和其他方面，如性別和年齡等多樣性，以促進有效的討論和決策。提名委員會認為，考慮到本公司運營的性質和範圍，目前合適的董事會規模為五(5)位董事，其中三(3)位是獨立董事。

當前的董事會由在會計、業務和管理、財務和風險管理方面具有豐富專業知識和經驗的人員組成，他們共同提供滿足公司要求所必須的核心能力。董事對本公司事務以及集體經驗和知識的客觀判斷，對本集團而言是無價的，並可以有益地交流思想和觀點。

根據 2018 年準則第 2.4 條，董事會還於 2020 年通過了董事會成員多元化政策。根據董事會成員多元化政策，提名委員會將在審查董事會的組成、董事的輪換和卸任以及繼任計劃時，考慮多個方面，包括但不限於性別、年齡、國籍、種族、文化背景、教育背景、經驗、技能、知識、獨立性及服務年限。在確定董事會的最佳組成時，將考慮這些差異，並在可能的情況下達到適當的平衡。

本公司目標於 2027 年董事會中女性董事的比例至少達到 40%。此目標反映了集團對領導職位性別多元化的重要性及其在推動創新和決策方面帶來的價值的認可。為實現董事會多元化，本集團將採取以下措施：

- a. 擴大候選人人選：本公司將擴大搜索及招聘流程，以吸引多元化的董事會職位候選人，積極尋找來自不同背景的候選人，包括具有不同性別、年齡、國籍、文化背景、教育背景、經驗、技能及知識的候選人。
- b. 審查董事會任命標準：本公司將徹底審查其董事會任命的標準，確保標準的包容性及公正性。這包括評估董事會職位所需的資格、經驗及技能，辨別是否可能對女性有不同的影響，造成任何阻礙。通過採用更具包容性的標準，本公司將能夠吸引更多廣泛的候選人並建立一個性別更加多元化的董事會。

透過遵守董事會成員多元化政策及積極努力實現既定目標，本公司致力於建立一個多元化及包容性的董事會，以代表更多的利害關係人並支持本公司取得長期成功。

### 董事的獨立性

提名委員會根據 2018 年準則對獨立董事的定義，每年審核每位董事的獨立性。每位董事必須聲明與本公司、其關聯公司、主要股東或高階管理人員（如果有）的關係，這些關係可能會通過填寫和提交「獨立確認書」來影響其獨立性。此類關係在當前和最近一個會計年度，包括董事、其直系親屬或董事及/或其直系親屬擔任董事、主要股東、合夥人（持股比例為 5% 或以上）或執行管理人員與本公司或其任何關聯公司有關係，以及董事與公司的主要股東有直接關係。上述所提的表格是根據準則原則 2 以及新加坡金融管理局、會計和公司監管局以及新加坡交易所於 2018 年 8 月發行的《新加坡審計委員會指南》（第三版）中的定義和準則制定的，要求每位董事評估自己是否認為自己獨立，儘管沒有 2018 年準則中定義的任何關係。

提名委員會認為，根據新交所凱利板上市手冊第 406(3)(d)條的規定（即「凱利板準則」），這三(3)名獨立董事（代表董事會的一半以上）是獨立的，且董事會具有強大而獨立的組成部分，能夠對公司事項進行客觀判斷，尤其是獨立於管理階層，非經由個人或一小群人主導董事會的決策過程。

自 2023 年 1 月 11 日起，並根據凱利板準則第 406(3)(d)(iv)條的規定，如果董事擔任董事的時間累計超過 9 年（無論是上市前或上市後），自 2023 年 1 月 11 日至發行人截至 2023 年

12 月 31 日之財政年度及爾後的年度股東常會結束前（下稱「過渡期」），該董事仍將被視為獨立人士。

對於分別於 2005 年 5 月 1 日及 2010 年 10 月 29 日首次任職之日起在董事會任職九年以上的楊小青女士及 Lim Tai Toon 先生，提名委員會審核了他們於董事會和董事會委員會會議的出席及貢獻（其中楊小青女士及 Lim Tai Toon 先生對各自的評估投了棄權票），並確認楊小青女士及 Lim Tai Toon 先生在過渡期內，可仍被視為獨立人士。

董事會考慮到提名委員會的意見，同意楊小青女士及 Lim Tai Toon 先生在履行本公司董事職責時繼續表現出強烈的獨立性和判斷力。楊小青女士及 Lim Tai Toon 先生將繼續表達自己的觀點、辯論問題、客觀地審查和挑戰管理階層。董事會整體上還考慮並確定，楊小青女士及 Lim Tai Toon 先生隨著時間的推移對本集團的業務和運營有了深刻的見解，並通過其正直、客觀和專業精神為董事會提供了寶貴的貢獻。此外，在對本集團的業務和經營環境有了深入的了解之後，楊小青女士及 Lim Tai Toon 先生為公司提供了非常需要的行業經驗和知識。根據楊小青女士及 Lim Tai Toon 先生的獨立宣言，他們與管理階層之間沒有存在任何關係可能會損害其獨立性。提名委員會和董事會的結論是，在過渡期內楊小青女士及 Lim Tai Toon 先生仍被視為獨立董事。楊小青女士及 Lim Tai Toon 先生已迴避參加關於其獨立性的審議和決定。

董事會在考慮了提名委員會的意見後，對楊小青女士、Lim Tai Toon 先生及聶建中博士仍為獨立董事感到滿意，因為沒有任何關係或情況會干擾每位獨立董事的獨立判斷。

Lim Tai Toon 先生為新加坡籍。因此，本公司符合凱利板準則中，公司董事會至少需有一(1)位新加坡籍獨立董事之相關規定。

非執行董事及/或獨立董事積極參加董事會和董事會委員會的會議。他們憑藉專業知識、經驗和知識，為董事會有效履行其在集團戰略、業務和其他事務上，提供建設性的意見和指導。非執行董事及獨立董事還以建設性的方式挑戰和協助制定戰略方向，並審查管理階層在實現議定目標的績效。此外，他們還監控集團營運的報告。為了促進對管理階層更有效的審查，非執行董事及獨立董事在必要時在沒有管理階層出席的情況下開會討論本集團的事務，並且適當地反饋給董事會及/或董事長。

### 董事長及執行長

**準則 3：董事會領導和管理階層之間的職責分工明確，沒有人擁有不受約束的決策權。**

本集團的董事長為楊克誠先生，並擔任本公司執行長直至 2018 年 5 月 2 日，在發展本集團業務方面發揮了重要作用，並提供本集團強大的領導願景。

作為本集團管理階層繼任計劃的一部分，楊威遠先生自 2018 年 5 月 2 日受任為執行長以替代楊克誠先生，並隨後在本公司章程第 126 條有關任命副董事長的要求之下，於 2021 年 2 月 26 日擔任本公司副董事長，其為楊克誠先生的兒子，楊威遠先生負責本集團的日常營運。



鑑於董事會在良好公司治理中的核心地位，董事長樹立正確的基調至關重要。主席與管理階層磋商後，確定董事會會議的議程，並確保在必要時舉行會議，並在會議期間鼓勵所有董事進行充分而坦率的意見交換，以便從多種意見中受益。

執行長負責管理本集團整體業務及發展。執行長與管理高層一起執行符合董事會制定的戰略決策和目標的計劃，並確保向其餘董事保持最新狀態並了解本集團的業務運營和財務狀況。

董事長和執行長在執行董事會與管理階層的溝通工作上，嚴格要求訊息能達到質、量及時效性。在必要時，召集董事會會議、訂定議程，諮詢董事之意見。董事長和執行長在會議之前檢閱所有的文件，確認董事們收到完整、足夠及最及時的資訊。不論管理階層或任何提出寶貴意見之同仁，皆會受邀至董事會列席報告。董事長和執行長應負責確認本公司在 2018 年準則下運作，並及時有效地與股東溝通。

為了平衡權力分配，Lim Tai Toon 先生自 2012 年 5 月 4 日起擔任首席獨立董事。所有的獨立董事（包含首席獨立董事），每年皆需單獨召集會議討論重大議題，並向董事長及執行長報告。當股東有疑問，通過董事長、執行長或財務長通過常規管道進行聯繫時，未有令人滿意的解決方案，或者這種聯繫不當時，首席獨立董事亦得提供股東直接連繫管道，解答股東疑慮。獨立董事引領所有董事委員會，確保董事會共同決議的獨立性，且不受任何個人或團體的控制。

所有董事會委員會均由獨立董事擔任主席。董事會認為，有足夠的保障和檢查措施以確保董事會的決策過程是獨立的，並且基於集體決策，沒有任何個人或個人群體行使任何相當大的權力或影響力。

### 董事會成員

準則 4：考慮到逐步更新董事會的需要，董事會具有正式且透明的董事任命和重新選任程序。

提名委員會包含主席共有以下五(5)位成員：

楊小青 (主席)  
Lim Tai Toon  
聶建中  
楊克誠  
楊威遠

現有的提名委員會由二(2)位執行董事及三(3)位非執行獨立董事所組成，符合 2018 年準則第 4.2 條的條件。提名委員會了解並確保(i) 如果有利益衝突及/或先前的關係，提名委員會的每位成員必放棄對任何決議案的投票、(ii) 新任/重新任命的董事將進行嚴格的面談以確保他們了解作為董事的義務及 (iii) 逐步審查候選人資格的標準。鑑於以上所述，董事會認為，提名委員會有足夠正式及透明的程序來任命和重新任命董事。

具有書面職權範圍的提名委員會，負責就所有董事會任命和重新任命向董事會提出建議。提名委員會的主要職責範圍如下：

- 提名股東常會改選之董事（或重新任命）及主要經理人，並訂定遴選標準；
- 確保所有董事任命經過適當的程序；
- 定期檢討董事會的架構、人數及組成，並就此向董事會提供必要的調整方案；
- 找出董事會成員在技能、經驗和素質上的缺失，提名或推薦合適的人選來填補這些空缺；
- 決定本公司董事是否能充分履行其職責，特別是當其董事擔任多家公司董事會成員；
- 參照 2018 年準則所載情況，每年檢視各董事的獨立性；
- 對董事會的表現進行評估，並提出客觀的績效標準；及
- 評估董事會整體的績效，並評估個別董事的貢獻。

2022 年會計年度當中，提名委員會舉行了四 (4) 次會議。

在決定任命新董事加入董事會時，提名委員會和董事會考慮多種因素，包括董事會和董事會委員會所需的核心能力、技能和經驗、多樣性、獨立性、利益衝突和時間。

提名委員會負責重新任命董事。在重新任命現有董事的審議中，提名委員會考慮董事的貢獻和績效。評估參數包括出勤率、協調品質和特殊貢獻。

根據本公司章程第 86 條，三分之一 (1/3) 的董事需在每年年度股東常會中輪替卸任，且每位董事應至少每三(3)年退休一次。此外，於 2019 年 1 月 1 日生效的凱利板準則第 720 (4) 條要求所有董事必須至少每三年提交一次重新提名和重新任命。根據本公司章程第 85 條規定，新任命的董事須任職至本公司下屆年度股東常會，並有資格於該年度股東常會上重新選任董事。

在這方面，提名委員會根據凱利板準則第 720 (4) 條及本公司章程第 86 條規定，建議在即將召開的年度股東常會上重新選任以下即將退任及/或重新參選董事的董事：

- 楊威遠
- Lim Tai Toon

提名委員會的每位成員就其自身績效的評估及/或重新提名為董事時，均不提出任何建議或參與任何提名委員會的表決，以及對任何決議案的投票。

提名委員會確信，儘管有些董事具有多個董事會代表，但董事們已給予足夠的時間和精力來關注公司和集團的事務。提名委員會認為，沒有必要對上市公司董事會的代表人數和每位董事的其他主要承諾設置最大限制。在為新董事搜尋和提名過程中，提名委員會必須根據其處置權選擇搜尋公司、個人聯繫方式和建議，盡可能網羅對集團有貢獻的合適人選。

主要董事資料刊載如下：



董事姓名	職務	首次任命日期	重新委任日期	目前任職其他上市公司董事或主席	過去三年任職其他上市公司董事或主席	其他重要承諾	年度股東常會重新委任
楊克誠	董事長、執行董事	1997年11月19日	2021年4月28日	無	無	<ul style="list-style-type: none"> <li>Universal Weavers Corporation</li> <li>Contex Corporation</li> <li>Medtex Corporation</li> <li>Medtecs (Asia Pacific) Pte Ltd</li> <li>Medtecs (Far East) Ltd</li> <li>Medtecs (Taiwan) Corporation</li> <li>Medtecs Materials Technology Corporation</li> <li>Cooper Development Ltd</li> <li>Medtecs (Cambodia) Corporation</li> </ul>	無
楊威遠	執行副董事長、執行董事及執行長	2013年9月2日	2021年4月28日	無	無	<ul style="list-style-type: none"> <li>Medtecs (Taiwan) Corporation</li> <li>Medtecs MSEZ Corp., Ltd</li> <li>Cooper Development Ltd</li> <li>Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd</li> <li>World Join International Ltd.</li> </ul>	依公司章程第86條任期屆滿需重新選任
楊小青	獨立董事	2005年5月1日	2021年4月29日	無	無	Give2Asia	無
Lim Tai Toon	獨立董事首席	2010年10月29日	2022年4月29日	Medinex Ltd	無	<ul style="list-style-type: none"> <li>SPHL PBSA(UK)總經理</li> <li>Food Studio Pvt Lt (斯里蘭卡)</li> <li>Biblical Graduate School of Theology (新加坡)</li> </ul>	依公司章程第86條任期屆滿需重新選任
聶建中	獨立董事	2019年8月8日	2022年4月29日	<ul style="list-style-type: none"> <li>Microtips Technology Inc.</li> <li>Fulltech Fiber Glass Corp.</li> </ul>	無	<ul style="list-style-type: none"> <li>GloLiv Asset Management Ltd</li> <li>私立淡江大學</li> <li>國立台北大學</li> </ul>	無

備註：

董事之學經歷、專業技能、本公司股權及其相關法人及董事職位，可詳閱年報之董事會成員介紹。

凱利板準則第 720(5)條要求資訊如下所示：

姓名	楊威遠	Lim Tai Toon
委任日期	2013年9月2日	2010年10月29日
最近重新委任日期(若適用)	2021年4月28日	2021年4月28日
年齡	40歲	62歲
主要居住國家	台灣	新加坡
董事會對此一委任案之意見(包括理現後、提名委員會已推薦楊威遠先生再次選任本公司之董事。)	在評估楊威遠先生的貢獻及績效表現後，提名委員會已推薦楊威遠先生再次選任本公司之董事。	在評估 Lim Tai Toon 先生的貢獻及績效表現後，提名委員會已推薦 Lim 先生再次選任本公司之董事。
委任是否為執行，若是，其責任範圍	執行，負責本集團的日常營運。	非執行。
職稱(例：首席獨立董事、審計委員會主席、審計委員等)	執行長	審計委員會主席、提名委員會及薪酬委員會成員。
專業資格	美國紐約理工學院電機及電腦工程學士學位	澳洲 Curtin University of Technology 資訊工程碩士學位。 英國 Henly Management College 企業管理碩士學位。 新加坡國立大學會計學士學位。 新加坡特許會計師協會的資深特許會計師。
過年 10 年間之工作經驗及職業	美德向邦股份公司總經理 (2010年迄今)。 本集團執行長 (2018年迄今)。	Medinex Ltd 獨立董事及審計委員會主席 (2018年迄今)。 羅浮堡大學兼職講師教授 (至 2020 年)。
上市發行公司和其子公司之持股	間接持有本公司 3,000,000 股	間接持有本公司 20,000 股
和上市發行人或其子公司現在的董事或管理階層、主要股東有任何親屬關係(包括直系親屬關係)	本公司執行董事長楊克誠先生之子及本公司主要子公司 Medtecs (Taiwan) Corporation 非執行董事長楊素甜女士之子；及本公司法務長楊宛蓓女士之胞弟，其為 Medtecs USA Corporation 及 Medtecs MSEZ Corp Ltd (Cambodia)之董事及 Medtecs (Taiwan) Corporation 董事及主管	無
利益衝突(包括任何競爭業務)	無	無

姓名	楊威遠	Lim Tai Toon
在準則 720(1)下 (按附錄 7H 格式) 已遞交予上市發行人的承諾	是	是
<b>其他主要承諾*，包括董事職位#</b> *「主要承諾」和 2018 年準則中具相同涵義。 # 根據上市準則第 704 (8)條，過去五年中，這些領域不適用委任公告。	<ul style="list-style-type: none"> <li>Medtecs (Taiwan) Corporation</li> <li>Medtecs MSEZ Corp., Ltd</li> <li>Cooper Development Ltd</li> <li>Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd</li> <li>World Join International Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Cuscaden Peak Investment 旗下 Student Castle Property Management Service 總經理 (英國)</li> <li>Food Studio Pvt Ltd (斯里蘭卡)</li> <li>Biblical Graduate School of Theology (新加坡)</li> </ul>
揭露有關委任董事或執行長、總經理、其他同等職級主管之事項如下。  如任何問題的答案為「是」，必須提供詳細資訊。		
(a) 無論在任何時間，在過去十年裡，當其為合夥人時或在其辭去合夥人職務二年內，是否曾在任何時間在任一司法管轄區被依破產法對他或其合夥人提出破產申請？	無	無
(b) 是否在過去的十年期間內的任何時間，曾在任一司法管轄區對其當時擔任企業的董事或同等職務或主要主管或停止董事或同等職務或該企業主要主管二年內，以無力償還為理由提出結束營業或清算該企業或為該企業之商業信託受託人，即商業信託之訴願？	無	無
(c) 對其判決是否有任何不滿意？	無	無
(d) 是否曾經在新加坡或其他地方，被裁定可判處監禁的犯罪行為，涉及欺詐或不誠實的行為，或一直受到可能遭受監禁之刑事法律程序約束 (包括其所知道的任何未判決之刑事訴訟)？	無	無
(e) 是否曾在新加坡或其他地方被裁定犯下罪行，涉及違反與新加坡或其他地方的證券或期貨產業有關的任何法律或監管規定，或這種違約行為一直受到刑事法律程序約束 (包括任何其所知道未判決的刑事法律程序)？	無	無

姓名	楊威遠	Lim Tai Toon
(f) 在過去十年期間的任何時間，在新加坡或其他地方是否有違反新加坡或其他地方的證券或期貨業有關的任何法律或法規要求之判決，或發現其欺詐、虛假陳述或不誠實之行為，或一直受到涉及其個人欺詐指控、失實陳述或不誠實行為之民事訴訟約程序約束 (包括其所知道的任何未判決之民事訴訟)？	無	無
(g) 是否在新加坡或其他地方曾經因違反企業或商業信託有關的資訊或管理而被定罪？	無	無
(h) 是否曾被任何企業取消其董事或同等地位職務 (包括商業信託的受託人) 或其為企業或商業信託直接或間接經營團隊的資格？	無	無
(i) 是否曾被法院、法庭或政府機構的任何命令，判決或裁決為臨時或永久責令不得從事任何類型的商業行為或活動？	無	無
(j) 據其所知，是否曾經在新加坡或其他地方涉及以下事務的管理或行為： (i) 新加坡或其他地方的任何一家公司，因違反公司法法律或監管規定而被調查；	無	無
(ii) 在新加坡或其他地方的任何一個企業 (非公司)，因違反該組織管理法律或監管規定被調查；或	無	無
(iii) 在新加坡或其他地方的信託公司，因違反法律或信託法規監管規定而被調查；	無	無
(iv) 是否有在新加坡或其他地方的企業或信託公司，因違反與證券或期貨行業有關的法律或監管規定而被調查在其擔任公司職務或信託期間涉及所發生的事情？	無	無

姓名	楊威遠	Lim Tai Toon
(k) 是否在新加坡或其他地方目前或過去曾接受過任何調查或紀律處分，或被金融管理局、新加坡或任何其他監管機構、交易所、專業團體或政府機構，予以譴責或發出任何警告？	無	無
僅適用於公告委任董事。		
過往是否有擔任上市公司董事的經驗？	不適用	不適用
若有，請提供前述經驗之細節。	不適用	不適用
若無，請提供擔任上市公司董事職務與責任所參與的培訓課程。請提供相關經驗的細節及提名委員會未依前述證交所規定參與之培訓課程原因。（若適用）	不適用	不適用

### 董事會的效能

準則 5：董事會對其整體以及每個董事會委員會和個別董事的有效性進行正式的年度評估。

提名委員會每年審查評估董事會績效的標準，並向董事會推薦一套客觀的績效標準和流程，以評估整個董事會，每個董事會委員會的獨立性以及主席和董事的貢獻。董事會的每一位個人董事均旨在有效的提高長期股東的價值。依據提名委員會之建議，董事會已成立一項客觀評量作業，以評量董事會整體績效及各個董事個別之效能。

董事會成效之評量標準：包含董事會人數及組成、董事會/委員會/董事的取得資訊容易度、其可信度、決策、執行主要任務時的表現、與管理階層的溝通及各董事的行為標準。這些評量標準已經過董事會核定。董事長和執行長將依評量結果諮詢提名委員會，並建議適當的新任或卸任董事人選。

在這一當中，提名委員會將對各董事進行評量，針對評量結果討論、分析、並提供建議，以提昇董事會的整體成效表現。

董事會與提名委員會意見一致，認為董事會的整體表現令人滿意，董事會各委員會皆有效運作，每位董事都為董事會的整體效力做出了貢獻。在本會計年度的評估過未經外部人協助。

### (B) 薪酬事項

#### 薪酬政策設立程序

準則 6：董事會必須有一項正式且透明的程序決定每一位董事及主要經理人的薪酬，任何董事均不得決定本身之薪酬。

薪酬委員會審查薪酬框架以及每位董事和主要經理人的具體薪酬方案，並向董事會提出建議，並考慮薪酬的所有方面，包括但不限於董事酬金、薪金、津貼、獎金、期權、實物福利和終止條款，以確保公平。

薪酬委員會包含主席共有三(3)位成員，所有成員包含主席皆為獨立董事：

聶建中（主席）（於 2019 年 8 月 8 日委任）

Lim Tai Toon

楊小青

薪酬委員會成員具多年相關經驗並具備相關知識，如果需要並有相關諮詢管道。

薪酬委員會委員依據下列參考條款執行其責任：

- 審視董事薪酬政策的架構，確保董事薪酬具競爭性；
- 評估實施新的股票選擇權計劃以激勵及保留組織內的人才之效益；
- 審核及建議董事會有關下列人員之任命及薪酬水準：董事、執行長、本集團主要經理人及所有與董事或執行長相關的管理人員；
- 與管理階層審核僱用安排，並在區域差異的基礎上，制定集團上一貫的僱用政策；
- 審核本集團之停聘政策制定；
- 在與高級管理層及董事長主席協商後向董事會建議董任何公司之長期激勵政策制定；及
- 審核主要經理人薪酬之提案或建議。

本會計年度薪酬委員會舉行四(4)次會議。

薪酬委員會在 2022 年會計年度沒有尋求外部薪酬顧問的服務。

#### 薪酬的水準與組合

準則 7：董事會和主要經理人的薪酬水準和結構是適當的，並與本公司的持續績效和價值創造相稱，並考慮了本公司的戰略目標。

本公司對個別董事的薪酬規劃有一套正式的標準作業程序。任何董事均不得參與決定其本身薪酬。薪酬規劃時，本公司將參酌相同產業及與公司表現相當之企業的薪資狀況、本集團之相關表現及個別董事的表現。

二(2)位執行董事皆各自與本公司簽屬服務合約。主要經理人和執行董事的薪酬框架包括月薪、年度獎金和津貼。各個執行董事的年度獎金乃參考其表現及價值創造並考慮本公司的策略目標而釐定。本公司於 2012 年更新的員工選擇權施行辦法於 2022 年 5 月 29 日失效。本公司正評估實施新的股票選擇權計畫的效益，以提供董事及主要經理人長期激勵、鼓勵其忠誠度並使其利益與股東利益保持一致。服務合約並無繁瑣的解約條款。董事長及執行長的服務合約是定期合約。

薪酬委員會每年定期審核董事的薪酬，確保執行董事與主要經理人的薪酬能夠符合其對本集團的附加價值及貢獻，並配合本集團的財務狀況及業務需要。本集團董事長與執行長（連同主要經理人）的經營績效也一併由薪酬委員會定期檢討。

非執行董事與本公司並沒有簽定服務合約，其服務時間是依據本公司章程規定。非執行董事領取基本董事費，同時依據其所參與之委員會再領取額外董事費。額外董事費用是依各委員會年度會議召開次數、時間長短及責任輕重為依據計算。總費用須經年度股東常會同意通過。董事會認為，基於上述因素，2022 年會計年度非執行董事的薪酬與貢獻相稱。

### 薪酬的揭露

準則 8：公司透明揭露薪酬政策、薪酬標準與組合、薪酬程序、績效和價值創造之間的關係。

董事、主要經理人（且不是董事或執行長）及為董事 / 執行長之直系親屬的員工的薪酬分述如下：

#### 董事的薪酬

董事姓名	底薪/固定薪資 <sup>(1)</sup> %	變動或績效相關收入/獎金 <sup>(2)</sup> %	董事費 <sup>(3)</sup> %	總計 %	薪酬級距 S\$'000
<b>執行董事</b>					
楊克誠	98%	0%	2%	100%	新加坡幣 500,000 以上
楊威遠	99%	0%	1%	100%	新加坡幣 500,000 以上
<b>獨立董事</b>					
Lim Tai Toon	-	-	100%	100%	新加坡幣 250,000 以下
楊小青	-	-	100%	100%	新加坡幣 250,000 以下
聶建中	-	-	100%	100%	新加坡幣 250,000 以下

<sup>(1)</sup> 底薪包含合約獎金。

<sup>(2)</sup> 變動支付包含績效獎金與分紅。

<sup>(3)</sup> 2022年4月29日年度股東常會經本公司股東核准通過，董事費總金額為新加坡幣284,000元。

#### 未擔任董事或執行長之主要管理階層薪酬

主要經理人姓名 (非董事)	底薪/固定薪資 <sup>(1)</sup> %	變動或績效相關收入/獎金 <sup>(2)</sup> %	總計 %	薪酬級距 S\$'000
林逸清	100%	-	100%	新加坡幣 250,000 以下
Kao Vereak	100%	-	100%	新加坡幣 250,000 以下
涂永棟	100%	-	100%	新加坡幣 250,000 以下
Francisco Ramon Jr.	100%	-	100%	新加坡幣 250,000 以下
端木健良	100%	-	100%	新加坡幣 250,000 以下

<sup>(1)</sup> 底薪包含合約獎金。

<sup>(2)</sup> 變動支付包含績效獎金與分紅。

2018 年準則要求公司以確切的名稱全面披露每位董事和執行長的薪酬。在未披露的情況下，本公司必須提供未披露的原因以及本公司的做法如何確認該原則。

董事會在充分考慮之後，認為全面披露每位董事和執行長的具體薪酬不符合本公司或其利益相關者的最佳利益。董事會在作出此決定時，已特別考慮薪酬事項的商業敏感性和機密性、本集團的相對規模、本集團經營所在的商業環境競爭性，以及該披露的負面影響可能會不利長期吸引和留住本集團董事會的人才。董事會認為，非執行董事及執行董事（為執行長）的薪酬與行業慣例相符。作為替代方案，公司已在新加坡幣 250,000 元的級距內披露了每位董事和執行長的姓名和薪酬。

2022 年會計年度，上述五名主要經理人（非擔任董事或執行長）的薪酬總額為新加坡幣 506,000 元。

2022 年會計年度中，沒有員工是本公司的主要股東、或董事、執行長的直系親屬，主要股東的薪酬亦未超過新加坡幣 150,000 元。

董事和主要經理人（不是董事或執行長）不得享有超出已披露資訊的終止、退休和離職後福利。

#### 股東的核准

董事薪酬已於 2022 年度股東常會中由股東核准通過。董事及執行主管的薪酬架構，亦已由薪酬委員會核准並經董事會核定。董事會認為薪酬架構無需提報股東常會議認可。

### (C) 責任與審計

#### 風險管理及內部控制

準則 9：董事會負責風險管理，並確保管理階層維持健全的風險管理和內部控制體系，以維護公司及其股東的利益。



董事會在審計委員會協助下，應責成經理人設立運作良好的風險管理機制及內部控制制度，以保障股東權益及本集團資產，另須確認本公司為達成組織目標及價值創造，所可能產生之重大風險之性質與範圍。

根據凱利板準則及 2018 年準則中的規定，審計委員會有責任對風險管理機制及內部控制制度之完整有效性，於本集團年度報告內表示意見。

本集團內部控制功能主要在於辨認風險及評估風險管理機制，每年經審計委員會同意之稽核計畫，在於評估本集團之財務、營運、法令遵行及資訊管理作業上之完整有效性。另外，財務報表審計是由外部會計師執行。

不論內部或外部稽核，所有稽核報告均會送交審計委員會，並討論所有重大發現之問題。本集團內部稽核人員會持續且即時修正稽核缺失，並每季向審計委員會報告。

### 執行長及財務長之擔保

董事會已獲得執行長及財務長的書面保證，他們對本公司的風險管理和內部控制系統的充分性和有效性負責：

- a. 本集團財務紀錄均妥善為維護及保存，合理反映 2022 年會計年度本集團經營成果及現況；及
- b. 本集團風險管理及內部控制適當且有效的應付本集團目前業務環境中的重大風險，包括重大財務、營運、法規遵循及資訊管理方面的風險及對策。

檢視管理階層及內外稽核結果，以及執行長與財務長之擔保，董事會及審計委員會認為，本集團截至 2022 年 12 月 31 日止風險管理及內部控制，係適當且有效表達本集團於財務、營運、法規遵循及資訊管理方面的攸關性及重大性，以應對這些風險。

董事會注意到內部控制及風險管理系統提供合理而非絕對的保證，確保本集團不會因任何可合理預見的事件而受到不利影響。董事會及審計委員會認為任何風險及內部控制制度均無法完全除去重大缺失、錯誤決策、人為錯誤、損失、欺詐或其他失控發生的可能。

本集團有關的財務風險載於本年報財務報表附註 32。

### 審計委員會

準則 10：董事會設有審計委員會並書面規定，清楚列明其職權及責任。

審計委員會共有三(3)位成員，全部為獨立董事：

Lim Tai Toon (主席)

楊小青

聶建中

審計委員會的所有成員在金融和工業部門的高階管理職位上都有多年的經驗，並且至少兩名成員 (Lim Tai Toon 和楊小青) 有近期和相關的會計或相關財務管理專業知識或經驗。審計委員會的成員均不是本公司現有審計公司或審計公司的前合夥人或董事。董事會認為，審計委員會成員具有最新和相關的會計及相關財務管理專業知識或經驗，有資格履行其職責。

內部審計職能的主要報告管道是向審計委員會報告，審計委員會還負責監督本集團會計、審計、內部控制和財務實務的品質和完整性，並確定任命、解僱和薪酬等內部審計職能。內部審計職能可以完全獲取本公司的文件、記錄、財產和人員，包括審計委員會。

審計委員會，依職權範圍所授權的職能如下：

- 審查重大的財務報告問題並判斷，以確保公司財務報表以及與公司財務績效有關的所有公告的完整性；
- 在提交給董事會前審閱本集團半年度及年度財務報表，審閱重點：
  - 會計政策：會計政策及事項的重大改變，是否直接影響財務報表表達；
  - 會計準則遵守：是否遵守會計準則、法律和新加坡證券交易所相關規定；
  - 管理階層的決策及估計，是否對本集團造成重大影響；及
  - 外部稽核：包含重大查核調整數，外部稽核提請審計委員會注意的審計意見及任何其他意見；
- 檢討審計計劃及外部稽核的報告；
- 評估外部稽核的成本效益、獨立性及客觀性；
- 檢討內部稽核功能 (包括內部會計控制) 及其程序和結果的適當性；
- 確保管理階層授予內部和外部稽核人員合作的充分性；
- 透過審查內部和外部稽核的書面報告，以及管理階層對查核缺失的回應和改正，以評估本集團包含財務、營運、法規遵循及資訊管理方面，內部控制是否適當且有效；
- 檢視執行長及財務長對財務記錄和財務報表的保證；
- 按照凱利板準則的規定，檢視關係人交易；
- 與外部稽核、其他委員會和管理階層開會，討論這些團體認為應與審計委員會私下討論的任何事項；
- 複核可能對財務報表有重大影響或可能的不當行為的相關事項 (如法規遵循或來自監管機構的報告)；
- 審查內部審計職能的獨立性、有效性和充分性；
- 審查外部稽核人員所提供服務之性質及範圍，並對董事會提出適當之建議；

- 向董事會提出建議(i)建議給股東關於任命和罷免外部審計機構；及(ii)外聘審計的酬金及委條款；
- 審查有關政策和安排，以關注財務報告中可能存在的不當行為或其他事項需要安全提出、獨立調查並適當跟進。本公司公開揭露並明確告知員工舉報政策和舉報此類問題的程序；及
- 其他董事會要求的事項。

本公司已製定吹哨者政策，規定本集團員工就與本公司及其管理階層有關的不當行為以保密方式向本公司舉報的程序。舉報人可以通過指定的電子郵件地址向其直屬主管、人力資源主管或人力資源經理或保密地向公司審計委員會報告他或她的疑慮。如舉報人對寫信感到不自在，他或她可以打電話或秘密會見適當的管理階層，時間和地點由雙方共同決定。根據提出的疑慮或提供的消息的性質所進行的調查可能會按先後順序涉及人力資源部門、地區經理、管理團隊、審計委員會和外部審計師或內部審計師。調查人員將把調查結果傳達給集團董事長或審計委員會，以便他們採取必要的行動。本公司確保對舉報人的身份保密（除非舉報人選擇表明自己的身份），並且舉報人提出的所有問題和進行的往來通信均被視為高度機密。

本公司致力於確保舉報人免受有害或不公平待遇。如果員工根據吹哨者政策提出真誠的疑慮擔憂，他或她不會面臨失去工作或因此而遭受報復或騷擾的風險。如果調查未證實所提出的疑慮，只要員工出於善意行事，本公司不會對員工採取任何行動。審計委員會負責監督舉報政策的執行，其職權範圍包括監督管理吹哨者政策。

審計委員會亦監督會對財報有直接影響的會計政策、標準及議題之擬議變更，並討論重大交易的影響。此外，審計委員會亦向董事會報告本集團之內部控制及風險管理制度之執行情形。

審計委員會被授權在其職權範圍內調查任何事宜，全權邀請任何執行董事或主要經理人出席會議，並以合理的資源，適當地履行其職能。審計委員會也對關係人進行交易審查。審計委員會還對利害關係人交易進行了審查，其詳情載於董事會聲明書中。

審計委員會的每位成員均應迴避與其自身利害相關的決議案的表決。

在本會計年度期間，審計委員會在本集團半年度及全年財務報表公告之前對本集團的財務報表進行了獨立審查。在此過程中，審計委員會考慮了管理層做出和應用的估計、判斷和假設的合理性以及可能對財務報表產生重大影響的任何重大事項。

在審查 2022 年財務報表時，審計委員會還與管理層一起審查了外部會計師報告的以下關鍵審計事項。審計委員會同意管理層就所採用的方法、會計處理及估計以及財務報表中就所提出的此類關鍵審計事項進行的揭露。

關鍵審計事項	審計委員會如何處理關鍵審計事項
存貨估價之評估	<p>審計委員會考慮並評估了管理層應用的估價方法，重點是在識別滯銷及陳舊庫存採用的關鍵假設，並根據生產計劃及預期的未來市場需求評估所需的備抵或減記金額當前市場狀況的變化和最新的發票價格。</p> <p>審計委員會考慮了外部會計師的調查結果，包括他們對庫存估價中應用的估價方法和關鍵假設的適用性的評估。</p> <p>審計委員會對財務報表中揭露的存貨估價過程、所用估價方法的適當性以及適用於存貨的關鍵假設感到滿意。</p>
應收賬款的預期信用損失準備金	<p>審計委員會考慮並評估了管理層應用的估價方法，重點是通過分析應收賬款賬齡、審查歷史信用損失經驗以及考慮管理層根據當前的經濟狀況確定前瞻性調整時使用的數據及訊息。</p> <p>審計委員會考慮了外部會計師的調查結果，包括他們對估價方法的適用性的評估以及在貿易應收賬款的預期信用損失減損評估中應用的關鍵假設。</p> <p>審計委員會對財務報表中揭露的預期信用損失減損過程、所應用的估價方法的適當性以及適用於貿易應收款的關鍵假設感到滿意。</p>
資產、廠房及設備減損評估	<p>審計委員會考慮並評估了管理層採用的估價方法，重點是確定這些資產的可收回金額時採用的關鍵假設。</p> <p>審計委員會考慮了外部會計師的調查結果，包括他們對估價方法適用性的評估以及確定這些資產的可收回金額時所應用的基本關鍵假設。</p> <p>審計委員會對減損審查流程、所應用的估價方法以及對資產、廠房及設備不須減損的評估感到滿意。</p>
對子公司投資的減損評估	<p>審計委員會考慮並評估了管理層採用的估價方法，重點是確定子公司可收回投資金額時採用的關鍵假設。</p> <p>審計委員會考慮了外部會計師的調查結果，包括他們對估價方法適用性的評估以及確定子公司可收回投資金額時所應用的基本關鍵假設。</p> <p>審計委員會對減損審查流程、所應用的估價方法以及對子公司投資不須減損的評估感到滿意。</p>

依照新交所於 2021 年 2 月 12 日對凱利板第 712(2)之修正，本公司於 2022 年 9 月 29 日特別股東會通過委任新加坡安永會計師事務所(下稱「安永新加坡」)執行 2022 年財報之審計。

每年審計委員會均會在經理人席狀況下，與內部稽核及外部審計公司進行會議，以確保審計安排之足夠且充分，亦特別重視審計範圍及品質，以確保外部審計公司的獨立性、客觀性並交換查核意見。

審計委員會審核外部稽核的獨立性。過程中，審計委員會已審查本公司聘請之外部稽核的所有非審計服務內容，認為不會影響其獨立性。審計委員會已審核完畢非審計服務內容並認為此些服務不會影響外部稽核之獨立性。於審計委員會已建議董事會，於即將到來的年度股東常會，依照股東決議，繼續委任外部稽核。

2022 年已付/應付費用	美金千元	佔所有百分比
審計費用 – 安永新加坡	235	49
審計費用 – SyCip Gorres Velayo & Co.	175	37
審計費用 – 安永台灣	29	6
非審計費用 – SyCip Gorres Velayo & Co. 及安永台灣(商定的程序及轉讓定價研究)	38	8
合計	477	100

SyCip Gorres Velayo & Co. (下稱「SGV」) 及安永台灣在 2022 年會計年度提供的非審計服務並不重大 (少於已支付/應付給安永總費用的 50%)。SGV 自 1999 年來擔任本公司的會計師。依照新交所對凱利板第 712(2)之修正，本公司任命安永新加坡為其會計師並執行本集團及本公司的財務報表之審計，並由 SGV 擔任子公司會計師。本公司確認遵循凱利板準則第 712 及 715 條的規範。

審計委員會及董事會考慮了各種因素，包括資源的充足性、審計業務、將被指派審計本公司賬目的專業人員在安永新加坡的經驗以及安永新加坡提交給本公司的審計建議，認為委任安永新加坡符合本集團的審計要求，且不會損害本公司和集團審計的標準及有效性。

因此，審計委員會已向董事會建議在即將舉行的年度股東常會上，茲委託安永新加坡為本公司的集團審計師、SGV 為子公司審計師，敬請股東批准。

## (D) 股東權利及責任

### 股東權利及與股東會的進行

**準則 11：**公司公平公正地對待所有股東，以使他們能夠行使股東權利，並有機會就影響公司的事項發表意見。公司為股東提供業績、地位和前景的合理和可理解的評估。

### 股東參與

**準則 12：**公司定期與股東溝通，並在股東大會和其他對話中促進股東參與，使股東就影響公司的各種事項發表意見。

### 利害人關係參與

**準則 13：**董事會採取包容性方法，考慮並平衡重大利益相關者的需求和利益，這是其總體責任的一部分，以確保實現公司的最佳利益。

### 股東權利和股東會

股東會 (包括年度股東常會) 是與股東對話和互動的重要論壇。本公司對所有股東均給予公平公正的對待，所有股東將收到股東大會的通知和隨附的文件，以使他們能夠在有關會議上行使其權利。所有股東將在相關通知或隨附文件中獲悉有關該次會議投票的規則。

本公司歡迎股東向本公司提出意見，並鼓勵股東參與年度股東常會。本公司薪酬委員會、審計委員會及提名委員會主席，將出席股東常會與股東交流並回答問題，會計師也將到場協助董事回答股東提問。儘管去年只有大部分董事出席了年度股東常會，但未出席的股東已與所有董事討論股東在會議前後會上提出的問題，並提供他們對股東的回應。

根據本公司章程，股東可以親自投票，也可以受兩(2)人以下委託，持委託書參與投票表決。本公司章程對於代理公司持有之委託書，沒有任何條款限制。目前不支持通過郵寄、電子郵件或傳真等方式在股東常會上進行缺席表決。

在會議上，針對基本獨立的問題提出了單獨的決議，除非問題相互依存且相互聯繫以形成一個重要的提案，在這種情況下，本公司將解釋捆綁這些決議的原因，並在通知中揭露其實質性含義。股東會通告中包括的每項特殊業務在適當情況下均附有對決議案的解釋。會議上針對基本獨立的問題進行了單獨的決議。所有決議案均以投票方式進行表決，隨後將公佈詳細結果，特別是表明贊成和反對每項決議案的票數以及各自的百分比。

本公司秘書，在同事協助下，準備股東會並製作會議記錄，會議記錄包括股東的意見及問題，連同董事會及經理人的回應內容。此份會議紀錄將留存並應股東要求，隨時供股東查閱，亦將在會議召開後一(1)個月內儘快於 SGXNET 與本公司的公司網站上發布。

依據凱利板準則規定本公司的持續揭露義務，董事會的政策是及時全面告知所有股東，所有可能對價格產生重大影響或本公司股票的價值的重大變化。董事會認為，本公司已遵守凱利板準則所規定的持續揭露義務，以確保及時公開發布價格或交易敏感訊息，凱利板準則所規定的時間內公佈或發布營業結果和年報。本公司會將年報及年度股東常會通知寄給全體股東，年度股東常會通知亦在報章刊登。



本公司致力於實現可持續的收入和增長，以提高長期股東回報。本公司沒有固定的股利政策，對未來股利發放的形式、頻率、金額，將由董事依照盈餘、財務狀況、營運結果、股本需求、業務狀況、營業計劃和其他因素謹慎評估。

### 股東參與

本公司相信，高標準的資訊揭露是提高公司治理水準的關鍵。本公司半年及全年度的營業結果除了通過 SGXNET 及新聞稿公佈，本公司並於公司網站向股東介紹本公司的發展和新計劃：<http://www.medtecs.com>。本公司目前沒有投資者關係政策，不過股東若有疑問，可以透過郵件信箱：[investor.relations@medtecs.com](mailto:investor.relations@medtecs.com) 與本公司聯繫。

本公司重視與股東的對話。本公司相信與股東保持定期、有效和公平的溝通，並致力於聽取股東的意見並解決他們的擔憂。

### 利害關係人參與

本公司已將重要利害關係人確定為受本集團業務和運營影響的利益相關者，以及那些對本集團業務和運營的成功產生重大影響的利益相關者。這些利害關係人包括股東（包括機構和個人投資者）、客戶、員工、政府和決策者、當地社區、供應商和金融機構。本公司認為，滿足重要利害關係人的反饋和需求對於本集團業務的成功至關重要，亦對於實現永續增長至關重要。本公司通過各種管道與利害關係人互動，以確保本集團的最佳商業利益與利害關係人的需求和利益之間取得平衡。

本集團通過網站 <http://www.medtecs.com>（提供多種本公司及其子公司的溝通管道）、於本公司年度股東常會、公司出版物及公告、貿易展覽、慈善和捐贈等活動，與不同的利害關係人進行互動。2023 年 5 月 31 日發布的企業永續報告中對此參與過程已進行詳細說明。

### (E) 重大合約

2022 年會計年度本公司或任其子公司沒有存續重大合約關係到執行長、董事、或控制股東們的利益。

### (F) 證券的交易

依據凱利板準則，本公司同時參照訂定了一項證券交易的作業細則，並洽悉董事會成員及本集團及本公司主管和職員共同遵行。本作業細則特別規範並提醒，當本公司主管（含董事及相關職員）處理或獲悉對股價有敏感性未揭露的資訊時，禁止投資買賣本公司上市有價證券、或其他有關的上市有價證券。該主管（含董事及相關職員）不得於本公司發布半年度及年度財務資訊前一個月內投資買賣本公司上市有價證券，本公司也不鼓勵本公司主管從事本公司有價證券的短期投資或買賣，並不時提醒注意遵守內部人交易的法律規定。

董事會確認 2022 年會計年度期間，本公司的證券交易均符合凱利板準則第 1204(19)條規定。

### (G) 凱利板保薦人

本公司現已於新加坡證券交易所持續保薦人監督的凱利板掛牌，本公司之持續保薦人為 R & T Corporate Services Ptd. Ltd. (下稱「保薦人」)。2022 年會計年度期間，本公司並沒有支付保薦人非保薦人職責外的任何費用。2022 年會計年度期間，支付保薦人的關連公司 Rajah & Tann Singapore LLP 相關作業費用約新加坡幣 100,800 元。

### (H) 資金使用用途

本公司將定期公布剩餘 1.4 百萬美元的使用情況，其占 2015 年 10 月 15 日私募完成日之所得總淨額 3.9 百萬美元的 35.9%。當剩餘私募所得有重大支付情事時，將根據凱利板準則第 704 (30)條規定。



## 資產明細

租賃資產	所在地	面積 (平方米)	租賃期間 (年)
土地 <sup>(1)</sup>	Srok Kampong Siam Kampong Cham Province, Cambodia	183,267	70 年
廠房	Srok Kampong Siam Kampong Cham Province, Cambodia	40,064	70 年
土地 <sup>(1)</sup>	曼哈頓特別經濟區 Corner Public Road, Thanh Village, Sangkat, Bavet City, Svay Reang Province, Kingdom of Cambodia	75,000	50 年
廠房	曼哈頓特別經濟區 Corner Public Road, Thanh Village, Sangkat, Bavet City, Svay Reang Province, Kingdom of Cambodia	13,146	50 年
辦公室	Khan Toul Kork, Phnom Penh, Cambodia	960	2 年
工業區之土地	7th Street, Phase II Mariveles Bataan, Philippines	17,856	25 年
工業區之土地 <sup>(2)</sup>	SBMA, Olongapo City, Bataan, Philippines	13,124	24 年
工業區之土地	7th Street, Phase II Mariveles Bataan, Philippines	2,756	50 年
工業區之土地	7th Street, Phase II Mariveles Bataan, Philippines	4,248	50 年
工業區之土地	7th Street, Phase I Mariveles Bataan, Philippines	2,980	5 年
工業區之土地	7th Street, Phase II Mariveles Bataan, Philippines	5,000	50 年
辦公室	22/F World Center Building, #330 Sen. Gil Puyat Avenue Bel-air, Makati City, Philippines	742	3 年
廠房及辦公室	山東省淄博市高青縣清河工業園	2,880	3 年
廠房	中國杭州余杭區仁和鎮獐山路 202 號	19,417	20 年
土地 <sup>(1)</sup>	中國杭州余杭區仁和鎮獐山路 202 號	15,333	50 年

<sup>(1)</sup> 持有土地不動產目的係生產製造，且 100% 為本集團所持有。

<sup>(2)</sup> 本不動產係投資用途，已於 2022 年 12 月 31 日資產重估價值合計為 380 萬美元。其合計金額不超過本集團合併有形資產的 15%，或對本集團合併稅前營業淨利的貢獻不超過 15%，更多投資性不動產資訊揭露於本 2022 年年報之財務報表附註 6 中。

## 股權結構表

至 2023 年 5 月 31 日

總發行數量：	549,411,240
發行種類：	普通股
投票權：	舉手表決則一位股東一票； 投票表決則一股代表一票
庫藏股數量：	4,500,000
子公司持股數量：	0

### 持股分配表

股數分配	股東人數	%	持股數量	%
1 - 99	12	0.16	433	0.00
100 - 1,000	516	6.82	319,682	0.06
1,001 - 10,000	4,206	55.61	17,281,081	3.17
10,001 - 100,000	2,805	37.09	159,331,871	29.24
1,000,001 及以上	24	0.32	367,978,173	67.53
合計	7,563	100.00	544,911,240	100.00

### 董事持股

至 2023 年 5 月 31 日

	直接持有	%	間接持有	%
楊克誠 <sup>(a)</sup>	24,673,285	4.53	33,075,198	6.07
楊威遠 <sup>(b)</sup>	-	-	3,000,000	0.55
Lim Tai Toon <sup>(c)</sup>	-	-	20,000	0.004

註：

- (a) 楊克誠經由 South World Investment Ltd. 及 Maybank Kim Eng Securities Pte. Ltd. 分別間接持有 18,506,621 股及 14,568,577 股。
- (b) 楊威遠經由台灣券商開立複委託帳戶，間接持有 3,000,000 股。
- (c) Lim Tai Toon 經由其妻 Wong Lai Kwan 女士間接持有 20,000 股。

### 主要股東持股

至 2023 年 5 月 31 日 (根據主要股東名冊)

	直接持有	%	間接持有	%
楊克誠	24,673,285	4.53	33,075,198	6.07

### 流通在外公眾持有的股份比例

截至 2023 年 5 月 31 日，約 88.85% 的本公司股份（庫藏股、子公司持有及台灣存託憑證不包括在內）為公開持有（定義如凱利板準則）。因此，本公司已遵守凱利板準則第 723 條規定。

## 前二十大股東

至 2023 年 5 月 31 日

	姓名	持股數	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	210,557,965	38.64
2	YANG CLEMENT K C	24,673,285	4.53
3	RAFFLES NOMINEES (PTE.) LIMITED	22,343,854	4.10
4	MAYBANK SECURITIES PTE. LTD.	22,152,577	4.07
5	SOUTH WORLD INVESTMENTS LIMITED	18,506,621	3.40
6	DBS NOMINEES (PRIVATE) LIMITED	11,497,585	2.11
7	IFAST FINANCIAL PTE. LTD.	10,970,500	2.01
8	PHILLIP SECURITIES PTE LTD	8,912,878	1.64
9	UOB KAY HIAN PRIVATE LIMITED	7,613,100	1.40
10	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	5,482,414	1.01
11	OCBC SECURITIES PRIVATE LIMITED	3,276,700	0.60
12	TIGER BROKERS (SINGAPORE) PTE. LTD.	3,217,600	0.59
13	TAN JIN SIANG	2,700,000	0.50
14	HSBC (SINGAPORE) NOMINEES PTE LTD	1,758,890	0.33
15	LIM & TAN SECURITIES PTE LTD	1,529,200	0.28
16	XU YONGSHENG	1,500,000	0.28
17	LIM HUI MEI OR EDWIN GOMEZ	1,500,000	0.28
18	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	1,488,600	0.27
19	LI JIANSHENG	1,405,200	0.26
20	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	1,324,300	0.24
	合計	<b>362,398,269</b>	<b>66.54</b>

本集團於 2002 年 12 月 13 日以台灣存託憑證(TDR)的方式在台灣證券交易所掛牌上市。當時 TDR 發行數量 22,000,000 股。

2004 年 5 月，因股票分割 TDR 增加 4,382,875 股。2009 年 10 月，獲准增加發行 100,000,000 股 TDR 並於台灣證券交易所交易。

截至 2023 年 5 月 31 日，本公司 TDR 總發行數量 205,531,500 股，約當本公司總股數之 37.72%。

## 利害關係人交易

根據凱利板準則第 920(1)條，利害關係人交易未取得一般授權。2022 年進行的利害關係人交易總金額如下：

利害關係人	關係	在審查的財務年度內所有利害關係人交易的總價值 (不包括低於新加坡幣 100,000 元的交易和根據凱利板準則第 920 條在股東授權下進行的交易)	根據凱利板準則第 920 條在股東授權下進行的所有利害關係人交易的總價值 (不包括低於新加坡幣 100,000 元的交易)
Manhattan International Corp.	楊克誠先生為本公司董事長及執行董事，為利害關係人之董事長及單一董事	美金千元	不適用
- 公用及燃料消耗		330	
- 租金及維持費用		149	
- 人事成本		75	
- 其他		372	

本公司面臨的風險金額為\$926,000 美元，此金額佔本集團截至 2022 年 12 月 31 日止會計年度的經審計的合併有形資產淨值約 0.006%。

審計委員會和董事會審查了上述的利害關係人交易，認為該交易按正常的商業條款進行，並不損害公司及少數股東的利益。

## 年度股東常會通知

**美德向邦醫療國際股份有限公司**  
(百慕達註冊成立)

### 股東常會開會通知

美德向邦醫療國際股份有限公司(下稱「本公司」)，謹定於 2023 年 6 月 30 日(星期五)下午 3 點於 Orchid Ball Room, Level B1, Holiday Inn Singapore, Orchard City Centre, 11 Cavenagh Road, Singapore 229616 舉行年度股東常會(下稱「年度股東常會」)，考慮並酌情通過下列事項為普通決議，特此通知各股東：

### 普通事項

- 承認年報  
本公司截至 2022 年 12 月 31 日董事會聲明書和會計師查核簽證之財務報表，以及查核報告，敬請承認。(決議案 1)
- 董事之重新選任  
依本公司章程第 86 條，重新選任任期屆滿且符合資格連任之董事楊威遠先生擔任本公司董事，敬請公決。[見事項說明(i)] (決議案 2)
- 董事之重新選任  
依本公司章程第 86 條，重新選任任期屆滿且符合資格連任之董事 Lim Tai Toon 先生擔任本公司董事，敬請公決。[見事項說明(ii)] (決議案 3)
- 董事酬勞案  
核准支付截至 2023 年 12 月 31 日之財務年度 2023 年度董事酬勞，總計新加坡幣\$284,000，每季支付(2022 年共計新加坡幣\$284,000)，敬請公決。(決議案 4)
- 委任會計案  
茲委託新加坡安永會計師事務所繼續擔任本公司集團會計師、Messrs SyCip Gorres Velayo & Co. 繼續擔任本公司子公司會計師，並授權本公司董事會核定其酬勞，敬請公決。(決議案 5)
- 臨時動議  
進行任何其他應於年度股東常會處理的議案。

### 特別事項

#### 授權發行新股案

- 「依據凱利板準則第806規定，在此授權本公司董事：
  - 於本公司資本額核定額度內發行新股(依權利、紅利或其他方式，包括在本決議有效期間，依董事會制定或授予的任何工具(定義如下)之下可能需要發行的股份，即使本決議授予之授權在發行該等股份時已失效)；及/或
  - 制定或授予可能需要發行新股之要約、協定或選擇權或以其他方式發行可轉換的證券(總稱「標的」)，包含但不限於發行或調整認購權證、公司債或其他可轉換股權的工具，

在此決議有效期間內，董事認為對本公司有利之情況且認為時間、條件、目的、對象及支付方式適當，則：

- (a) 依本決議發行之新股總數（包含依該授權發行標的之應發行股數）不得超過本公司已發行普通股股份總數之100%，不包括庫藏股或子公司所持股（如凱利板準則中所定義）（依以下(b)小段所計算），其中除了依比例發予原股東之新股外，其餘發行之股數（包含依該授權發行標的之應發行股數）不得超過本公司已發行普通股股份總數之50%，不包括庫藏股或子公司所持股（如凱利板準則中所定義）（依以下(b)小段所計算）；
- (b) 為了明定上方(a)小段所述，庫藏股或子公司所持股除外之已發行普通股股份總數之百分比，應基於此次本公司通過此決議案之庫藏股或子公司所持股除外之發行普通股股份總數計算，並就下列事項調整：
- (i) 任何可轉換債券轉換或行使所產生之股數；
- (ii) 通過本決議案之時，行使股票選擇權轉換或股份獎勵計畫之新增股數，並遵守凱利板準則第8章第VIII部份規範；及
- (iii) 任何期後股權之股票股利、合併或分割；
- 根據上述(i)和(ii)小段進行之調整僅適用於此決議案通過後，於債券轉換或行使股票選擇權轉換或股份獎勵計畫產生之新增股數；
- (c) 本公司在經授權執行該決議案時，仍需遵守凱利板準則之規定（除非該規定已被新加坡證券交易所(下稱「新交所」)取消)及本公司章程的約束；及
- (d) 除非本公司於股東常會中廢除或修改本決議，本決議案之授權有效期，至下一屆年度股東常會召開或召集年度股東常會法定或本公司章程訂定之期限，以兩者孰先為準。即使本決議授予之授權在發行該等股份時已失效，本公司董事仍得在本決議有效期間內就其已被授權制定或授予之標的發行新股。」  
[見事項說明(iii)] **(決議案 6)**

#### 更新股份購回授權提案

8. 如下：

- (a) 根據《1981年百慕達公司法》（下稱「百慕達公司法」）及新交所的規範，無論透過下列何種方式，本公司董事可代表本公司行使，購買或以其他方式收購本公司已發行之普通股股份（下稱「普通股」），有關股份購買數額上限百分比(定義如下)及董事依據不同時點決定之買進價格上限(定義如下)：
- (i) 從市場購買，本公司於新交所之交易系統或當時於其他有上市和報價的任何交易所，透過一個或多個正式許可的股票經紀人進行場內購買（即「市場購買」）；及/或
- (ii) 根據新加坡《新加坡1967年公司法》第76C條定義下，以平等准入的方式進行場外購買（即「場外購買」），

且根據新交所之所有相關規章，在此獲得一般及無條件授權與批准（下稱「股份購回授權」）；

- (b) 根據股份購回授權，本公司董事們可於通過此決議之日起至下述期間，執行授權購買及/或收購普通股。該授權的效力，為以下三個期間孰先到者，即失其效力：

- (i) 本公司所舉行之下次年度股東常會日期或法律規定下所舉行之日期（屆時將失效，除非在該年度股東常會上續期）；
- (ii) 本公司依股份購回授權授予之授權，在年度股東常會上做出更改或撤銷（如在下屆年度股東常會前做出此更改或撤銷）；
- (iii) 授權收購本公司股份所規定之最大範圍內購買及/或收購普通股股份的日期；和
- (c) 本公司董事已被授權完成並執行所有適當或必要之符合本決議案相關事項（包含執行所需之文件）。[見事項說明(iv)] **(決議案 7)**

本決議如中：

「平均收盤價格」，意指：

- (i) 市場購買案例，係指本公司以市場購買前的五個交易日，依照新交所或視情況而定當時有上市和報價之其證券交易所，計算之普通股收盤價（定義如下）的平均，或；
- (ii) 場外購買案例，係指本公司於場外提出購買要約日前的五個交易日，依照新交所或視情況而定當時有上市和報價之其證券交易所，計算之普通股收盤價（定義如下）的平均，

並根據凱利板準則，本公司會就市場購買或場外購買之不同方式，依照相關五個市場交易日規範，進行相應調整；

「收盤價格」指在新交所系統交易普通股股份的最後一個成交價格；

「提出要約日期」意指本公司向股東提出購買或收購普通股股份的要約日期，其中亦闡明均等准入下進行場外購買的相關條款；

「交易日」意指新交所開放證券交易的一日；

「最高百分比」，除非本公司於相關期間進行減資，本決議案通過之日，可購回普通股占已發行普通股股份之上限為10.0%。根據百慕達公司法的相關規定，若發生此情況，應將本公司的已發行普通股總股數進行減計，任何被視為庫藏股的普通股股份以及任何子公司股份將不被列入上限10.0%的計算範圍；

「最高價格」，意指有關購買或收購普通股股份之價格（不包括與收購或購買相關費用或因產生之附屬費用，如經紀費、佣金、適用的商品和服務稅、印花稅及清關費及其他（如適用的）相關費用）將由董事決定，且不得超過：

- (i) 就市場購買而言，最高價格不得超過股票平均收盤價格的105.0%；和
- (ii) 根據均等准入下，進行場外購買的，其最高價格不得超過股票平均收盤價格的120.0%；及

「相關期間」，意指本決議案之後，自召開本公司上屆年度股東常會之日起至召開本公司下一屆年度股東常會之日，或依法律規定舉行之日的期間，以較早者為準。

依董事會決議

Abdul Jabbar Bin Karam Din  
董事會秘書  
2023年6月15日新加坡



事項說明:

- (i) 楊威遠先生於重選為本公司董事後，將繼續出任本董事會副董事長、執行董事以及本公司提名委員會成員。有關楊威遠先生的簡介請參閱截至 2022 年 12 月 31 日財政年度之年度報告（以下簡稱《2022 年報》）的「董事會成員介紹」及報告公司治理中的「董事會成員」章節。
- (ii) Lim Tai Toon 先生於重選為本公司董事後，將繼續出任本公司獨立董事、審核委員會主席以及薪酬委員會及提名委員會成員。有關 Lim Tai Toon 先生的簡介請參閱《2022 年報》的「董事會成員介紹」及報告公司治理中的「董事會成員」章節。就凱利板準則第 406(3)(d)(iv) 規定而言，雖 Lim Tai Toon 先生擔任本公司董事的時間累計超過 9 年（無論上市前後），直至本公司截至 2023 年 12 月 31 日之財政年度及爾後的年度股東常會結束前，他仍將被視為獨立人士。
- (iii) 上文第 7 項所提出之決議案 6 通過後，將授權董事在本公司資本額核定額度內發行新股和/或標的（如上定義）。依據決議案 6 可發行之總股數（包含已制定或授予標的之應發行股數），不得超過本公司庫藏股或子公司所持股除外之已發行股份總數的 100%（如凱利板準則中定義），除依比例發予原股東之新股外，其餘發行予股東之股數不得超過本公司庫藏股或子公司所持股除外之已發行股份總數的 50%（包含依據本次決議已制定或授予標的之應發行股數）（如凱利板準則中所定義）。為確定可發行之總股數，庫藏股除外之已發行股份總數之百分比，應基於此次本公司通過決議案 7 之庫藏股或子公司所持股除外之發行股份總數計算（如凱利板準則中定義），並就下列事項調整：(i) 任何可轉換債券轉換或行使所產生之股數；(ii) 符合凱利板準則第八章第八部份規定，於通過決議案 6 之時，行使股票選擇權轉換或股份獎勵計畫之新增股數 (iii) 任何期後之股票股利、合併或分割。根據上述(i)和(ii)進行之調整僅適用於決議案 6 通過後，於債券轉換或行使股票選擇權轉換或股份獎勵計畫產生之新增股數。
- (iv) 上文第 8 項提案所提出之決議案 7 通過後，將更新股份購回授權，授權本公司購買或收購其發行股份。股東先前已於 2022 年 4 月 29 日的年度股東常會上，批准更新股份購回授權。有關更多詳細訊息，請參閱本通告附錄。

附註:

- 本公司年度股東常會訂於 2023 年 6 月 30 日（星期五）下午 3 點（新加坡時間）於 Orchid Ball Room, Level B1, Holiday Inn Singapore, Orchard City Centre, 11 Cavenagh Road, Singapore 229616 舉行。本次年度股東常會將完全以實體方式舉行，故股東不得以電子方式參加年度股東常會。
- 所有文件（包括本年度股東常會開會通知、《2022 年年報》、日期為 2023 年 6 月 15 日的本年度股東常會開會通知附錄以及與年度股東常會有關的委任書）或與年度股東常會相關的資訊已在 SGX 及本公司網站上發布。SGX 網址為：<https://www.sgx.com/securities/company-announcements>，本公司網址為：<http://www.medtecs.com/investor-relations/agg-and-sgm/>。紙本 (A) 保管人委任書、(B) 本年度股東常會開會通知及 (C) 一份索取《2022 年年報》及/或本年度股東常會開會通知附錄中有關更新股份購回授權提案的申請書，將寄遞至保管人及股東。
- 除本公司章程規定外，有權出席年度股東常會並在會上投票的會員有權指定不超過兩(2)名代理人，代替他出席並投票。代理人不必是本公司的成員。
- 名字出現在保管登記並希望在本公司年度股東常會投票（非自然人）的保管人，應填寫保管人委任書，並最遲於 2023 年 6 月 28 日新加坡時間下午 3 點，年度股東常會召開時間之 48 小時前，透過以下方式提交保管人委任書：
  - 以電子方式提交，請傳送電子郵件至 [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com)；或
  - 親自或以郵寄方式提交至本公司於新加坡的服務代理，Boardroom Corporate and Advisory Services Pte Ltd, 地址：1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632。

身為自然人的保管人，若有意親自出席則不須填寫保管人委任書。
- 希望指定代理人出席年度股東常會，並於會上代替投票的股東，應填寫股東委任書，並最遲於 2023 年 6 月 28 日新加坡時間下午 3 點，年度股東常會召開時間之 48 小時前，透過以下方式提交股東委任書：
  - 以電子方式提交，請傳送電子郵件至 [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com)；或

(b) 親自或以郵寄方式提交至本公司於新加坡的服務代理，Boardroom Corporate and Advisory Services Pte Ltd, 地址：1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632。

- 在年度股東常會召開時間之 48 小時前，若保管人的名字並未出現在保管機構提交給本公司的保管登記中，本公司可拒絕其提交的委任書。

個人資料隱私:

保管人或本公司會員通過提交委任書，委任代理人及/或代表於年度股東常會及/或其任何臨時會代表出席、發言及投票，即(i)同意本公司（或其代理人）蒐集、使用及揭露其個人資料，以供本公司（或其代理人）於年度股東常會（包含任何臨時會）所用。所蒐集得個人資料將用於本公司（或其代理人）處理、管理和分析年度股東常會（包含任何臨時會）的會議主席的委任以及名單統計、會議記錄及其他相關的文件，以確保本公司（或其代理人）遵守所有適用法律、上市規則、條例及/或準則（以上統稱「目的」）、(ii)保證在揭露其代理人及/或代表的個人資料前，已事先獲得其代理人及/或代表的許可，本公司（或其代理人）出於目的蒐集、使用及揭露其代理人及/或代表的個人資料及(iii)同意賠償本公司因其違反保證而導致的任何罰款、責任、索賠、要求、損失及損害。

本文件由本公司編製，其內容已由保薦人 R&T Corporate Services Pte. Ltd.（即「保薦人」）核閱以確保符合新加坡交易所（即「新交所」）的相關法令。

本文件未經新交所審閱或核准。保薦人和新交所無承擔本文件內文的責任，包括包含在本文件內的任何陳述或意見的正確性。

保薦人聯絡人為 Evelyn Wee Kim Lin 女士（電話：+65 6232 0724）和 Howard Cheam Heng Haw 先生（電話：+65 6232 0685），地址：R&T Corporate Services Pte Ltd, 9 Straits View, #06-07 Marina One West Tower, Singapore 018937。

## 財務報告



## 董事會聲明書

2022 年 12 月 31 日

(金額除另予註明外，均以美元為單位)

董事會謹就美德向邦醫療國際股份有限公司(以下簡稱「本公司」)暨其子公司(以下合稱「本集團」)截止至 2022 年 12 月 31 日之會計年度，經會計師查核簽證之合併財務報表及其資產負債表、綜合損益表，以及權益變動表說明如下：

### 1. 董事

本公司於報告日董事會之成員如下：

楊克誠 (董事長)  
 楊威遠 (副董事長及執行長)  
 楊小青  
 Lim Tai Toon  
 聶建中

根據新加坡證券交易所上市手冊 B 部分：凱利板第 720(4)條規定，以及根據本公司章程第 86 條規定，任期屆滿董事楊威遠先生與董事 Lim Tai Toon 先生，符合參與選任資格重新選任。

### 2. 安排董事購買股票及債券

除第 6 段所述股票選擇權計劃外，於本年底或本年度任何期間，本公司並未藉由安排購買本公司或其他公司之股票或債券之方式，使董事從中獲利。

### 3. 董事持有公司股票或債券之情形

依本公司之董事持股明細簿記載，截至本年底董事持有本公司及其他聯屬公司(全資子公司除外)之股票或認股權情形如下：

董事名稱	直接持有之股權			間接持有之股權		
	2022 年 1 月 1 日	2022 年 12 月 31 日	2023 年 1 月 21 日	2022 年 1 月 1 日	2022 年 12 月 31 日	2023 年 1 月 21 日
單位：股						
本公司普通股，每股 0.05 元						
楊克誠	24,673,285	24,673,285	24,673,285	33,075,198	33,075,198	33,075,198
楊威遠	-	-	-	1,500,000	3,000,000	3,000,000
Lim Tai Toon	-	-	-	20,000	20,000	20,000

楊克誠先生間接持有股份係分別為經由 South World Investment Ltd. 所持有之 18,506,621 股，以及經由 Maybank Kim Eng Securities Pte. Ltd. 所持有之 14,568,577 股。

楊威遠先生間接持有股份經由台灣經銷商管理的複委託帳戶所持有之 3,000,000 股。

Lim Tai Toon 先生間接持有股份 20,000 股，係由其妻子 Wong Lai Kwan 持有。

在本會計年度結束至 2023 年 1 月 21 日期間，上述在公司的任何權益均未發生變化。

除以上述揭露事項外，於本會計年度結束日時，本公司董事並未持有本公司及其他聯屬公司之股票、股票選擇權、認股權證或債券。

#### 4. 依新加坡證券交易所規定需揭露之其他資訊

除本報「利害關係人交易」章節所揭露外，本公司或聯屬公司於本年度或自上一年度結束後，並無簽訂任何對公司執行長、董事或主要股東有任何利益關係之重大合約。

#### 5. 董事依合約規定取得或可取得之利益

除財務報表附註揭露者外，自上一會計年度結束以來，並無董事藉由本公司或聯屬公司與董事或以董事為重要成員之企業個體簽訂合約以取得重大利益之情事。

#### 6. 股票選擇權

本公司的股票選擇權計劃（以下簡稱「計劃」）於 2012 年 4 月 30 日發行，並於 2022 年 5 月 29 日到期。目前，本公司正在評估發行新的股票選擇權計劃以獎勵和留住組織內人才的效益，其將側重在評估計劃可行性和結構上，若有進一步進展，我們將向所有利害關係人更新進度及細節。

此計劃在到期前係由以下成員負責管理：  
 聶建中 (委員會主席)  
 楊小青  
 Lim Tai Toon

截至財務年度終止日止，本公司或其子公司未授予任何購買未發行股份之選擇權，亦未因行使購買未發行股份之選擇權或權證而發行股份。

#### 7. 審計委員會

審計委員會根據該法案第 201B(5) 節履行其職能如下：

- 審查本公司內部稽核和外部會計師之審計計劃，審查內部稽核對本公司內部會計控制系統是否充分的評價以及本公司管理階層對外部會計師和內部稽核之協助；
- 於呈送董事會之前，審核本集團之半年度公告事項、年度財務報表及會計師查核報告；
- 審查集團重大內部控制系統的適切性與有效性，包含由內部稽核執行之財務、營運、法遵、資訊科技與風險控管面審核。
- 與外部會計師，其他委員會和管理階層，於個別的決策會議討論任何應私下討論的事項；
- 審查對財務報表、相關合規政策和計劃，以及從監管機構收到的任何報告有重大影響的法律和監管事項；
- 審查內部稽核職能的獨立性、有效性和充分性；
- 審查外部會計師的成本效益、獨立性和客觀性；

- 審查外部會計師提供的非審計服務的性質和範圍；
- 對董事會推薦外部會計師，批准外部會計師之報酬，審查其服務範圍與審計結果；
- 向董事會報告審計委員會的行動和會議記錄，並提出審計委員會認為適當的建議；及
- 依照凱利板規定檢視關係人交易。

審計委員會已審核所有由外部會計師提供之非審計服務，同意該服務之性質及範圍未違反外部會計師之獨立性。支付給外部會計師的費用（包括非審計服務費用），請參閱本報財務報表附註 24。審計委員會亦已審核利害關係人交易。

審計委員會於本財務年度召集四次會議。審計委員會在無公司管理階層出席之情況下，每年至少與內部稽核人員及外部會計師進行一次會議。

有關審計委員會之更多細節係於公司治理報告中揭露。

#### 8. 獨立簽證會計師

Ernst & Young LLP 已同意續任本公司下一年度財務報表之簽證會計師。

#### 董事會代表

楊克誠  
董事

楊威遠  
董事

2023 年 6 月 14 日

## 會計師查核報告

截至 2022 年 12 月 31 日之財務年度

致美德向邦醫療國際股份有限公司成員們

### 查核意見

美德向邦醫療國際股份有限公司（以下簡稱“該公司”）及其子公司（以下簡稱“該集團”）之合併財務報表業經本會計師查核竣事。前述財務報表包括該公司及該集團 2022 年 12 月 31 日之資產負債表，暨 2022 年度之綜合損益表、權益變動表、現金流量表，以及財務報表附註與重要會計政策。

依本會計師意見，後附之該集團合併財務報表，暨該公司之資產負債表、綜合損益表及權益變動表，係依照新加坡新加坡財務報告準則（國際）(SFRS(I)s)編製，足以允當表達該集團及該公司截止至 2022 年 12 月 31 日之財務狀況，暨 2022 年度之財務績效、權益變動及現金流量。

### 查核意見之基礎

本會計師係依照新加坡審計準則(SSAs)執行查核工作。本會計師基於該準則下之責任，另說明於「會計師查核財務報表之責任」項下。本會計師查核財務報表係遵循新加坡會計與企業監管局(ACRA)所訂定之“會計人員和會計實體專業行為與道德準則”(ACRA Code)，與該集團保持超然獨立，並達到該準則要求之道德責任標準。本會計師相信，已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

### 關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對審計期間之財務報表最具重大影響之事項。該等事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。對於以下事項，本會計師將提供審計處理之描述。

本會計師履行「會計師查核財務報表之責任」所述之責任，包含該等事項，我們的查核程序旨在有效評估其有無重大不實表達及其所產生之風險。此查核結果可對財務報表所表示之意見提供合理基礎。茲對該等關鍵查核事項敘明如下：

### 存貨價值評估

截至 2022 年 12 月 31 日，該集團存貨為\$36,394,000 美元，約占該集團總資產的 20%。該集團按成本與淨變現價值孰低入帳存貨。必要時，計提備抵存貨跌價損失，對損壞、陳舊及呆滯的存貨進行提列，以將存貨帳面值調減至淨變現價值。

管理階層審閱存貨庫齡報告以識別呆滯及陳舊存貨，然後根據生產計劃及預期未來市場需求，因應當前市場狀況及最新發票價格變動而估計計提備抵金額。識別呆滯及陳舊存貨及評估所需計提備抵或減損金額，涉及重大判斷及估計。鑑於管理階層的評估涉及重大判斷，將備抵存貨跌價損失的估計識別列為關鍵查核事項。

針對上述關鍵查核事項，我們執行了以下查核程序，其中包括：

- 通過審查選定庫存的性質，來評估庫存備抵呆滯損失的金額，並与管理階層討論評估備抵金額的依據是否充分；
- 檢查集團是否已根據集團政策計提存貨備抵跌價損失；
- 在抽樣的基礎上測試存貨報告的完整性，以得出可依據存貨報告來評估存貨報備抵損失的結論；
- 在我們的盤點觀察期間，觀察並詢問管理階層是否發現任何已識別的過時或呆滯庫存；和
- 考慮到會計年度之後類似存貨的銷售，對選定的存貨項目進行淨變現價值測試。

我們還評估了相關附註揭露的充分性。有關呆滯存貨評估備抵的相關揭露載於財務報表附註 2.15 和附註 13，與陳舊和呆滯存貨備抵相關的估計不確定性，其主要來源在財務報表附註 3(b)中揭露。

### 預期信用損失法提列備抵應收帳款損失

截至 2022 年 12 月 31 日，集團擁有來自第三方客戶和業務夥伴的應收帳款\$30,358,000 美元，占其總資產的 17%。客戶的信用狀況可能會受到具體和/或宏觀經濟狀況的影響，導致應收帳款逾期或合約資產的可收回性存在不確定性。該集團採用簡化方法，並根據所有應收款項的整個存續期預期期間計算預期信用減損損失(“ECL”)。

這涉及重大判斷，因為預期信用損失必須反映有關過去事件、當前狀況和未來狀況預測的訊息。鑑於應收帳款的重要性，以及減損評估涉及的重大判斷和估計，我們將其識別為關鍵查核事項。

針對上述關鍵查核事項，我們執行了以下查核程序，其中包括：

- 了解集團的信貸政策和信貸評估程序以及與監控應收帳款相關的控制措施；
- 通過分析應收帳款帳齡、回顧歷史信用損失經驗，以及考慮管理階層根據當前經濟狀況，確定前瞻性調整所使用的數據和訊息，評估管理階層在建立預期信用損失減損模型時使用的假設；
- 通過獲取客戶在資產負債表日後的收款證據，審查重要和長期應收帳款的可收回性。對於長期逾期未收回的債權，我們與管理階層討論了他們對這些應收帳款的預期信用損失的評估。在適用的情況下，我們審查了客戶的付款歷史以及該集團與客戶之間關於預期結算的通訊；和

- 獲得選定樣品的應收帳款確認書。對於未答覆，我們執行了替代查核程序，係通過檢查支持銷售和出貨的文件，或通過以銀行通知或等同形式的收據和銀行對帳單作為擔保，來檢查期後收款。

我們還評估了相關附註揭露的充分性。有關應收帳款預期信用損失和信用風險管理過程的相關揭露，載於財務報表附註 2.13、附註 14 和附註 32(d)。與預期信用損失估計應收帳款損失不確定性的主要來源，在財務報表附註 3(b)中揭露。

### 不動產、廠房及設備的減損評估

截至 2022 年 12 月 31 日，集團的不動產、廠房及設備(PPE)的帳面值約為\$45,846,000 美元，佔其總資產的 25%。管理階層每年檢討該等資產的帳面值，以評估是否存在減損跡象，若存在該等跡象，則估計有關資產的可收回金額。

對於存在減損損象的現金產生單位(“CGUs”)，管理階層已編制使用價值計算以評估不動產、廠房及設備的可收回金額。該評估要求管理階層對編制預測時使用的假設作出重大判斷。所採納之主要假設為年收入成長率、終端增長率、預測毛利率及折現率。COVID-19 大流行的影響進一步提高了做出此類假設時的估計不確定性水準。鑑於不動產、廠房及設備的重要性以及評估該等資產的可收回金額涉及的重大判斷和估計，我們將不動產、廠房及設備的減損識別為關鍵查核事項。

針對上述關鍵查核事項，我們執行了以下查核程序，其中包括：

- 審查管理階層對不動產、廠房及設備減損指標的評估，以及管理階層依相應指標用於估算使用價值的方法；
- 在考慮 COVID-19 的狀況和條件後，通過與歷史趨勢和管理階層核准的最新預算，以及其他可用訊息進行比較，評估預測中使用的關鍵假設(例如年收入成長率和預測毛利率)的合理性；
- 審閱管理層對不動產、廠房及設備使用壽命合理性的評估；
- 讓我們的內部估值專家參與，協助我們評估預測中使用的折現率和終端增長率的合理性；和
- 考慮到由 COVID-19 的狀況和條件所引起的總體經濟前景，依關鍵假設變化對可收回金額進行了敏感性分析。

我們還評估了相關附註揭露的充分性。相關揭露包含在財務報表附註 2.11 和附註 6 中。與非金融資產減損相關的估計不確定性的主要來源在財務報表附註 3(b)中披露。



### 對子公司投資的減損評估

截至 2022 年 12 月 31 日，公司對子公司投資的帳面價值約為 \$28,352,000 美元，佔其總資產的 33%。管理階層每年對子公司投資的帳面價值進行審閱，以評估是否存在減損跡象。如果存在減損跡象，則估計相關資產的可收回金額。

對於存在減損跡象的子公司，管理階層已編制現金流量預測，以評估各子公司的可收回金額。該評估所採納之主要假設為年收入增長率、終端增長率、預測毛利率及折現率。鑑於對子公司投資的重要性以及減損評估涉及的重大判斷和估計，我們將對子公司投資的減損列為關鍵查核事項。

針對上述關鍵查核事項，我們執行了以下查核程序，其中包括：

- 審查了管理階層對子公司投資減損跡象的評估，以及管理階層在出現跡象時估計使用價值的方法；
- 通過與歷史趨勢和管理階層批准的最近預算以及其他可用訊息的比較，評估預測中使用的年收入增長率和預測毛利率等關鍵假設的合理性；
- 讓我們的內部估值專家參與，協助我們評估預測中使用的折現率和終端增長率的合理性； 和
- 考慮到總體經濟前景，依關鍵假設變化對可收回金額進行了敏感性分析。

我們還評估了相關附註揭露的充分性。相關揭露載於財務報表附註 2.11 和附註 9。與非金融資產減值相關的估計不確定性的主要來源在財務報表附註 3(b)中揭露。

### 其他事項

截至 2021 年 12 月 31 日止本集團及本公司之合併財務報表由 Messrs Sycip Gorres Velayo & Co 會計師事務所查核，他們在 2022 年 3 月 28 日的報告中，於這些財務報表表達無保留意見。

### 其他資訊

管理階層對其他資訊負責。其他資訊包括年度報告中包含的訊息，但不包括財務報表和我們的審計報告。

我們對財務報表的意見不涵蓋其他資訊，我們不對此發表任何形式的確信結論。

關於我們對財務報表的審計，我們的責任是了解其他資訊，並在此過程中，考慮其他資訊是否與財務報表或我們在審計中獲得之認知，存在重大不一致，或者看起來可能存在重大錯誤陳述。如果根據我們所執行的工作，得出其他資訊存在重大錯誤陳述之結論，我們有責任呈報該事實。有鑑於此，我們沒有任何需要呈報的。

### 管理階層和董事對財務報表的責任

管理階層負責依據 SFRS(I) 的規定準備財務報表，以提供真實與公正的觀點，並負責設計和維護足以為資產提供合理保證的內部會計控制制度，防止因未經授權使用或處置而造成損失；交易已得到適當授權，並在必要時進行記錄，以允許編制真實且公允的財務報表，並維持資產的責任制。

在編制財務報表時，管理階層負責評估本集團的持續經營能力，在適用的情況下揭露與持續經營有關的事項並使用持續經營會計基礎，除非管理階層打算清算本集團或停止本集團營運，或者在別無選擇的狀況下。

董事的職責包括監督本集團的財務報告流程。

### 會計師查核財務報表之責任

本會計師查核財報表之目的，係對財務報表整體是否存有導因於舞弊或錯誤之重大不實表達，取得合理確信，並出具查核報告。合理確信係指高度確信，惟依照一般公認審計準則執行之查核工作，無法保證必然發現財務報表存有重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總，可合理預期將影響財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師係依照新加坡審計準則(SSAs)執行查核工作，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

- 辨認財務報表導因於舞弊或錯誤之重大不實表達並評估風險；設計及執行相應之審計程序，並取得足夠及適切之查核證據以作為出具意見之基礎。由舞弊導致的重大不實表達其風險高於單純的錯誤，舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或逾越內部控制，因此未必能發現由舞弊導致的重大不實表達。
- 對與查核攸關之內部控制取得必要之了解，以設計當時情況下適當之查核程序，惟其目的非對該集團內部控制之有效性表示意見。
- 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
- 依據所取得之查核證據，對管理階層採用繼續經營假設之會計處理，以及使該集團繼續經營能力可能產生重大疑慮之事件或情況是否存在重大不確定性，做出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒財務報表使用者注意財務報表之相關揭露，或於該揭露係屬不充分時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎，惟未來事件或情況係有可能導致該集團不再具有繼續經營之能力。
- 評估財務報表的整體表達，結構和內容，以及財務報表是否已允當表達相關交易和事件。
- 本會計師對合併財務報表所表示之意見，係已經由該集團的財務資訊或營業活動中，取得充足及適當之查核依據。我們負責指導、監督和完成該集團的查核，並對查核意見負責。

本會計師與董事就溝通，其中包括查核計劃的範圍和時間以及重大的查核發現，包括在查核過程中任何可能造成內部控制的重大缺失。

我們亦向董事提供會計師所遵循會計師職業道德規範中，有關獨立性之聲明，並溝通所有可能被認為會影響會計師獨立性之事項，以及相關的保障措施。

本會計師與董事溝通屬財務報表最重大之關鍵查核事項，並於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中揭露特定事項，因可合理預期其所產生之負面影響大於所增進之公共利益。

### 其他法律和法規要求的報告

本會計師認為，根據 1967 年公司法(以下簡稱“法案”)的規定，我們作為在新加坡註冊成立子公司的會計師，其已依公司法要求的會計和其他記錄，已按照該法案的規定妥善保存。

作為此會計師查核意見報告之會計師為 Kok Keong Yong。

**Ernst & Young LLP**  
新加坡註冊會計師

2023 年 6 月 14 日

## 資產負債表

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

2022 及 2021 年 12 月 31 日

(單位：美金千元)

	附註	本集團		本公司	
		2022	2021	2022	2021
<b>資產</b>					
<b>非流動資產</b>					
不動產、廠房及設備	6	45,846	32,110	194	184
投資性不動產	7	2,617	2,728	-	-
出租資產	8	4,116	4,452	-	-
使用權資產	29	9,903	8,386	4,701	380
採用權益法之投資	9	-	-	28,352	28,353
商譽	10	709	709	-	-
遞延所得稅資產	25	2,106	33	-	12
其他非流動資產	12	8,617	3,787	112	113
		<u>73,914</u>	<u>52,205</u>	<u>33,359</u>	<u>29,042</u>
<b>流動資產</b>					
存貨	13	36,394	49,660	3,304	2,390
應收帳款	14	30,358	42,347	25,870	25,785
其他流動資產	15	6,102	13,072	2,277	7,672
應收子公司帳款	11	-	-	16,925	20,518
按攤銷後成本衡量之金融資產	16	17,159	9,275	-	-
現金及約當現金	16	18,122	49,015	3,366	15,711
		<u>108,135</u>	<u>163,369</u>	<u>51,742</u>	<u>72,076</u>
<b>資產總計</b>		<u>182,049</u>	<u>215,574</u>	<u>85,101</u>	<u>101,118</u>

(請參閱財務報表會計政策及附註)

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

資產負債表 (續)

2022 及 2021 年 12 月 31 日

(單位：美金千元)

	附註	本集團		本公司	
		2022	2021	2022	2021
<b>股東權益與負債</b>					
<b>流動負債</b>					
應付帳款及其他流動負債	17	6,447	7,765	776	1,482
租賃負債	29	575	988	129	139
短期借款	18	15,643	9,306	-	-
應付所得稅		2,415	2,567	-	-
		<u>25,080</u>	<u>20,626</u>	<u>905</u>	<u>1,621</u>
<b>淨流動資產</b>		<u>83,055</u>	<u>142,743</u>	<u>50,837</u>	<u>70,455</u>
<b>非流動負債</b>					
租賃負債	29	3,335	5,791	187	337
遞延所得稅負債	25	391	147	13	-
應計退休金負債	21	811	1,075	167	240
其他非流動負債		117	28	-	-
		<u>4,654</u>	<u>7,041</u>	<u>367</u>	<u>577</u>
<b>負債合計</b>		<u>29,734</u>	<u>27,667</u>	<u>1,272</u>	<u>2,198</u>
<b>淨資產</b>		<u>152,315</u>	<u>187,907</u>	<u>83,829</u>	<u>98,920</u>

(請參閱財務報表會計政策及附註)

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

資產負債表 (續)

2022 及 2021 年 12 月 31 日

(單位：美金千元)

附註	本集團		本公司	
	2022	2021	2022	2021
<b>歸屬於母公司業主之權益</b>				
股本	4	27,471	27,471	27,471
減：庫藏股	4	(2,361)	(2,112)	(2,112)
股本溢價		4,721	4,721	4,721
保留盈餘	5	120,424	152,291	53,332
再衡量利益		250	52	105
外幣換算調整數	5	(735)	2,397	-
其他準備	5	19	394	561
		149,789	185,214	83,829
非控制權益	9	2,526	2,693	-
<b>權益合計</b>		<b>152,315</b>	<b>187,907</b>	<b>98,920</b>
<b>權益及負債總計</b>		<b>182,049</b>	<b>215,574</b>	<b>85,101</b>

(請參閱財務報表會計政策及附註)

## 合併綜合損益表

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

2022 及 2021 年 1 月 1 日至 12 月 31 日

(單位：美金千元)

附註	本集團		本公司	
	2022	2021	2022	2021
營業收入	19	56,243	144,155	10,816
營業成本	24	(59,580)	(102,121)	(7,069)
<b>營業毛利 (損)</b>		<b>(3,337)</b>	<b>42,034</b>	<b>3,747</b>
<b>其他收入項目</b>				
其他收入-淨額	20	2,461	1,764	121
財務收入	22	905	33	815
<b>其他費用項目</b>				
銷售費用	24	(12,009)	(12,177)	(7,530)
管理費用	24	(17,723)	(13,845)	(8,507)
財務費用	23	(951)	(891)	(248)
		(29,263)	(29,263)	(29,263)
<b>稅前淨利 (損)</b>	24	<b>(30,654)</b>	<b>16,918</b>	<b>(11,602)</b>
所得稅利益 (費用)	25	1,391	(408)	(25)
<b>本期淨利 (淨損)</b>		<b>(29,263)</b>	<b>16,510</b>	<b>(11,627)</b>
<b>歸屬於：</b>				
母公司業主權益		(28,596)	17,342	(11,627)
非控制權益		(667)	(832)	-
<b>本期淨利 (淨損)</b>		<b>(29,263)</b>	<b>16,510</b>	<b>(11,627)</b>
<b>每股盈餘 (虧損) 歸屬予母公司業主 (美分)</b>				
	26			
- 基本		(5.244)	3.171	
- 完全稀釋		(5.244)	3.171	

(請參閱財務報表會計政策及附註)

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

合併綜合損益表 (續)

2022 及 2021 年 1 月 1 日至 12 月 31 日

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
本期淨利(損)	(29,263)	16,510	(11,627)	16,730
其他綜合利益：				
重分類至損益之項目：				
外幣換算調整數	(3,132)	(835)	-	-
不再重分類至損益之項目：				
退休金義務再衡量損益稅後淨額	198	194	56	38
透過其他綜合損益按公允價值衡量之金融資產未實現損失 (FAFVOCI)	(375)	-	-	-
本期綜合(損)益稅後淨額	(32,572)	15,869	(11,571)	16,768
綜合損益歸屬於：				
母公司業主權益	(31,905)	16,701	(11,571)	16,768
非控制權益	(667)	(832)	-	-
本期綜合(損)益稅後淨額	(32,572)	15,869	(11,571)	16,768

(請參閱財務報表會計政策及附註)

## 權益變動表

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

2022 及 2021 年 1 月 1 日至 12 月 31 日

(單位：美金千元)

2022 本集團	股本	保留盈餘	退休金 義務 再衡量 損益	外幣換算調 整數	其他準備	庫藏股	非控制權益	權益 合計	
	(附註 4)	股本溢價	(附註 5)	(附註 21)	(附註 5)	(附註 4)	(附註 9)		
2022 年 1 月 1 日	27,471	4,721	152,291	52	2,397	394	(2,112)	2,693	187,907
本期淨利	-	-	(28,596)	-	-	-	(667)	(29,263)	
其他綜合利益									
外幣換算調整數	-	-	-	-	(3,132)	-	-	(3,132)	
FAFVOCI 之未實現損失	-	-	-	-	-	(375)	-	(375)	
退休金義務再衡量利益 稅後淨額	-	-	-	198	-	-	-	198	
其他綜合(損)益小計	-	-	-	198	(3,132)	(375)	-	(3,309)	
綜合(損)益稅後淨額	-	-	(28,596)	198	(3,132)	(375)	-	(667)	(32,572)
庫藏股買回(附註 4)	-	-	-	-	-	(249)	-	(249)	
少數股權投資	-	-	-	-	-	-	500	500	
現金股利(附註 27)	-	-	(3,271)	-	-	-	-	(3,271)	
2022 年 12 月 31 日	27,471	4,721	120,424	250	(735)	19	(2,361)	2,526	152,315

(請參閱財務報表會計政策及附註)



美德向邦醫療國際股份有限公司  
 (設立於百慕達)  
 及子公司

權益變動表 (續)

2022 及 2021 年 1 月 1 日至 12 月 31 日

(單位：美金千元)

2021 本集團	股本		保留盈餘 (附註 5)	退休金 義務 再衡量 損益	外幣換算調 整數	其他準備 (附註 5)	庫藏股 (附註 4)	非控制權益 (附註 9)	權益 合計
	(附註 4)	股本溢價		(附註 21)	(附註 5)				
2021 年 1 月 1 日	27,471	4,721	157,789	(142)	3,232	394	-	1,025	194,490
本期淨利	-	-	17,342	-	-	-	-	(832)	16,510
其他綜合利益									
外幣換算調整數	-	-	-	-	(835)	-	-	-	(835)
退休金義務再衡量利益 稅後淨額	-	-	-	194	-	-	-	-	194
其他綜合(損)益小計	-	-	-	194	(835)	-	-	-	(641)
綜合(損)益稅後淨額	-	-	17,342	194	(835)	-	-	(832)	15,869
庫藏股買回(附註 4)	-	-	-	-	-	-	(2,112)	-	(2,112)
少數股權投資	-	-	-	-	-	-	-	2,500	2,500
現金股利(附註 27)	-	-	(22,840)	-	-	-	-	-	(22,840)
2021 年 12 月 31 日	27,471	4,721	152,291	52	2,397	394	(2,112)	2,693	187,907

(請參閱財務報表會計政策及附註)

 美德向邦醫療國際股份有限公司  
 (設立於百慕達)  
 及子公司

權益變動表 (續)

2022 及 2021 年 1 月 1 日至 12 月 31 日

(單位：美金千元)

本公司	股本		保留盈餘 (附註 5)	退休金義務 再衡量損益	其他準備	保留盈餘小 計	庫藏股 (附註 4)	權益合計
	(附註 4)	股本溢價		(附註 21)	(附註 5)			
2021 年 1 月 1 日	27,471	4,721	74,340	11	561	74,912	-	107,104
本期淨利	-	-	16,730	-	-	16,730	-	16,730
其他綜合利益	-	-	-	38	-	38	-	38
綜合利益稅後淨額	-	-	16,730	38	-	16,768	-	16,768
庫藏股買回(附註 4)	-	-	-	-	-	-	(2,112)	(2,112)
現金股利(附註 27)	-	-	(22,840)	-	-	(22,840)	-	(22,840)
2021 年 12 月 31 日 及 2022 年 1 月 1 日	27,471	4,721	68,230	49	561	68,840	(2,112)	98,920
本期淨損	-	-	(11,627)	-	-	(11,627)	-	(11,627)
其他綜合利益	-	-	-	56	-	56	-	56
綜合(損)益稅後淨額	-	-	(11,627)	56	-	(11,571)	-	(11,571)
庫藏股買回(附註 4)	-	-	-	-	-	-	(249)	(249)
現金股利(附註 27)	-	-	(3,271)	-	-	(3,271)	-	(3,271)
2022 年 12 月 31 日	27,471	4,721	53,332	105	561	53,998	(2,361)	83,829

(請參閱財務報表會計政策及附註)

## 合併現金流量表

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

2022 及 2021 年 1 月 1 日至 12 月 31 日

(單位：美金千元)

	附註	2022	2021
<b>營業活動之現金流量</b>			
稅前淨利 (損)		(30,654)	16,918
調整項目：			
折舊			
不動產、廠房及設備	6	3,177	3,567
出租資產	8 和 24	1,988	2,136
使用權資產	29	1,128	819
投資性不動產	7	111	111
沖銷備抵			
備抵存貨損失	13	(158)	(1,841)
應收帳款預期信用減損	14	(23)	-
負債準備：			
備抵存貨損失	13	11,748	3,000
應收帳款及其他流動資產之預期信用減損	24	3,795	19
利息費用 (借款與租賃負債)	23	819	853
未實現兌換損(益)		(261)	773
退休金義務變動數		(66)	48
其他財務成本	23	132	38
利息收入	22	(642)	(33)
股利收入		(263)	-
處分不動產、廠房及設備利益	20	(165)	(58)
營運資金變動前之營業活動之現金流量		(9,334)	26,350
(增加) / 減少項目：			
按攤銷後成本衡量之金融資產		(7,884)	(4,097)
存貨		886	2,481
應收帳款		7,895	6,506
其他流動資產		6,778	2,644
減少項目：			
應付帳款及其他流動負債		(1,691)	(3,083)
遞延租賃收入		(5)	(9)
營業活動之現金流入 (出)		(3,355)	30,792
支付所得稅		(590)	(650)
支付其他財務成本		(132)	(38)
自借款及應收帳款之利息收取		24	-
營業活動之淨現金流入 (出)		(4,053)	30,104

(請參閱財務報表會計政策及附註)

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

合併現金流量表 (續)

2022 及 2021 年 1 月 1 日至 12 月 31 日

(單位：美金千元)

	附註	2022	2021
<b>投資活動之現金流量</b>			
處分：			
不動產、廠房及設備	6	180	72
出租資產		22	50
其他非流動資產 (增加) 減少		(5,205)	830
購置：			
不動產、廠房及設備	6	(18,105)	(14,094)
出租資產	8	(1,674)	(2,280)
定期存款及無報價債券投資之利息收取	22	618	33
具報價股權投資之股利收取	22	263	-
投資活動之淨現金流出		(23,901)	(15,389)
<b>籌資活動之現金流量</b>			
償還長期銀行借款		-	(1,478)
支付利息	23	(423)	(408)
舉借 (償還) 短期借款		6,337	(22,297)
支付現金股利		(3,271)	(22,840)
庫藏股買回	4	(249)	(2,112)
少數股權投資		500	2,500
支付租賃負債	29	(5,459)	(394)
支付租賃負債利息	29	(396)	(455)
籌資活動之淨現金流出		(2,961)	(47,484)
<b>現金及約當現金淨減少</b>		(30,915)	(32,769)
<b>期初現金及約當現金</b>	16	49,015	82,161
現金及約當現金外幣換算影響數		22	(377)
<b>期末現金及約當現金</b>	16	18,122	49,015

(請參閱財務報表會計政策及附註)

## 財務報表附註

美德向邦醫療國際股份有限公司  
(設立於百慕達)  
及子公司

2022年12月31日  
(金額除另予註明外，均以美元為單位)

### 1. 公司概况

美德向邦醫療國際股份有限公司(下稱「本公司」或「母公司」)為設立於百慕達並駐於菲律賓·掛牌於新加坡證券交易所-凱利板上市之有限責任公司。

本公司之登記地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。2022年本公司已將主要營業地點更改為 22/F The World Center Building, #330 Sen. Gil Puyat Avenue Bel-air, Makati City, Philippines。

本公司主要從事醫療耗材、器具、醫療紡織用品以及丁腈手套之生產及銷售。有關各子公司之主要業務，詳述於財務報表附註9。

### 2. 重要會計政策之彙總說明

#### 2.1 編製基礎

本公司及其子公司(合稱「本集團」)之合併財務報表，以及本公司資產負債表、綜合損益表和權益變動表，係依照新加坡財務報告準則(國際)(Singapore Financial Reporting Standards (International), “(SFRS(I)s”))編製。

本財務報表，除以下揭露者外，係按歷史成本編製。

本財務報表以美元為表達單位，除另予註明外，表格中之金額均四捨五入至千美元。

#### 2.2 採用新的和修訂的標準和解釋

所採用的會計政策與上一個會計年度的會計政策一致，但在本會計年度，本集團已採用所有與本集團相關並在2022年1月1日或之後開始生效的新準則和經修訂的準則。採用這些準則對本集團的財務績效或狀況沒有任何重大影響。

#### SFRS(I)於2022年1月1日或之後開始的年度期間生效

以下準則和解釋於2022年1月1日或之後開始的年度期間生效：

- 修訂 SFRS(I)3 企業合併：觀念架構之索引
- SFRS(I)1-16 之修訂-不動產、廠房與設備-達到預定使用狀態前之價款
- 修訂 SFRS(I)1-37 負債準備、或有負債及或有資產：虧損性合約-履行合約之成本
- SFRS(I) - 2018-2020 之年度改善

### 2. 重要會計政策之彙總說明(續)

#### 2.3 已發佈但未生效的準則

本集團尚未採用已發佈但未生效的準則如下闡明：

內容	開始適用日期
SFRS(I) 之修訂-財務報表表達和 SFRS(I) 實務聲明書 2 之修訂-會計政策之揭露	2023年1月1日
SFRS(I) 1-8 之修訂-會計政策、會計估計變動及錯誤：會計估計之定義	2023年1月1日
SFRS(I) 1-12 之修訂-與單一交易所產生之資產及負債有關之遞延所得稅	2023年1月1日
SFRS(I) 1-1 之修訂-財務報表表達：負債分類為流動或非流動負債	2024年1月1日
SFRS(I) 16 之修訂-租賃：售後租回中之租賃負債	2024年1月1日
SFRS(I) 1-1 之修訂-財務報表表達：具合約條款之非流動負債	2024年1月1日
SFRS(I)10 合併財務報表和 SFRS(I)1-28 之修訂-投資者與其關聯企業或合資間之資產出售或投入	日期待決定

董事們預期以上列示之準則適用未來於首次適用年度對財務報表無重大影響。

#### 2.4 子公司及合併政策

##### a) 子公司

子公司係指受本集團控制之被投資公司。當本集團參與被投資者而承擔變動對價或對該等變動對價享有權利，且透過其對被投資者之權力有能力影響該等報酬時，本集團對該被投資者具控制力。

在本公司單獨財務報表中，係以投資成本減去累計減損損失列示對子公司之投資。本公司僅於子公司分派於收購日後累積之盈餘時，認列投資收益，超出之部分，視為投資成本之返還。

##### b) 合併財務報表之編製政策

合併財務報表之組成係包括本公司及合併子公司於同一財務報導日之財務報表。對於類似之交易及相同之事項，皆採用一致的會計政策。

所有因內部交易所產生之未結清餘額、損益及未實現損益及集團內部之股利將全數予以沖銷。

本集團自取得控制力之日起，將具控制力之子公司列入合併財務報表，並自喪失控制力之日起，將其排除於合併財務報表編製個體外。

淨利或淨損及其他綜合損益項下的各項組成，仍應歸屬至集團母公司權益項下以及非控制股權，即使導致非控制權益產生借餘。

對子公司之持股的變化如未造成控制力的喪失，則作為股東權益的調整；若集團喪失對子公司的控制力時，則：

- i. 將該子公司之資產(包含商譽)與負債以控制權喪失日之帳面價值除列；
- ii. 將非控制權益之帳面價值除列；
- iii. 將累積換算調整數從股東權益中除列；
- iv. 認列收取對價之公允價值；
- v. 認列剩餘投資之公允價值；
- vi. 認列所有相關的盈餘或虧損為損益；
- vii. 重新分類集團先前認列之其他綜合損益至損益科目或保留盈餘。

## 2. 重要會計政策之彙總說明 (續)

### 2.4 子公司及合併政策 (續)

#### c) 企業合併與商譽

企業合併係依購買法入帳。因企業合併所產生之可辨認資產及負債係依取得當時之公允價值予以衡量。併購相關之成本於發生當期認列為費用。

本集團決定併購企業係當取得一系列的活動和資產，包含投入和實質過程，能共同對於其創造產出的能力有顯著貢獻時。如果這些取得的過程對於持續產出而言至關重要，那麼取得的投入中必須包括一個具有必要技能、知識或經驗的組織人力，或者這些投入必須對於持續產出有顯著貢獻且被認為是獨特或稀有的，或在沒有重大成本、努力或延誤的情況下不被取代而有能力持續產出。

當本集團併購一家企業時，會根據合約條款、經濟環境和相關條件，評估被承擔的資產和負債的適當分類和指定。這包括由被收購方在主合約中嵌入式衍生工具的分離。

任何將被移轉至被併購公司之或有對價亦會以併購日之公允價值認列。分類為權益的或有對價不會被重新評估。其後續結算係以權益處理。分類為金融工具並在 SFRS(I) 9 金融工具範圍內的資產或負債的或有對價，係以公允價值衡量，其公允價值的變動按照 SFRS(I) 9 規定在損益表中予以認列。其他未在 SFRS(I) 9 範圍內的或有對價，於每個資產負債表日按公允價值進行衡量，公允價值的變動在損益表中予以認列。

對每一併購，本集團得選擇將具有所有權益，及於清算時依比例對淨資產享有權利之非控制權益，依收購日公允價值認列或按被收購者可辨認淨資產所享有之比例份額衡量之。除其他 SFRS(I) 準則另有規定者外，皆以併購日之公允價值衡量非控制權益之其他組成部分。

於企業購併時，如支付價款大於該公司可辨認資產及負債之淨公允價值、被收購者之非控制權益及先前擁有被收購者權益公允價值合計數，其差額則列為商譽。

商譽係依據附註 2.10 之會計政策予以入帳。本集團因企業購併取得之可辨認資產及負債及之淨公允價值超過支付價款部分，應視為廉價購買利益於併購日認列於損益項目。

商譽之原始認列係以成本衡量，續後則以成本扣除累計減損損失之餘額衡量。

為進行減損測試，於企業合併中取得之商譽，自取得日起，分配給集團內預期受益之現金產生單位，不論其他因收購取得之資產及負債是否歸屬於該單位。

商譽所屬之現金產生單位，不論有無減損跡象，於每年定期進行減損測試。減損之判定係評估與商譽有關之各現金產生單位 (或現金產生單位之群組) 之可回收金額。

### 2.5 非控制權益之交易

非控制權益係指非直接或間接歸屬於本公司股東之子公司權益。

母公司對子公司所有權益之變動，未導致喪失控制者，應作為權益交易處理。在此情況下，應調整控制權益與非控制權益以反映該子公司相對利益之變動。收取或支付價款之公允價值與非控制權益調整金額間之差異數應認列為權益項目並歸屬於本公司權益。

## 2. 重要會計政策之彙總說明 (續)

### 2.6 功能性貨幣及外幣

#### a) 功能性與財報表達幣別

合併財務報表均以美元為單位，此亦係本公司功能性貨幣及財務報表表達之幣別。本集團內各子公司依規定自行評估其功能性貨幣，並以該功能性貨幣衡量財務報表。

管理階層依據本公司營運之主要經濟環境決定功能性貨幣為美元，因為本公司銷售價格及提供貨物及勞務所產生成本，包括主要之營業費用，多受美元匯率波動影響。

外幣交易係依本公司及子公司使用之功能性貨幣予以衡量並依交易日之匯率予以換算作為入帳基準。至資產負債表日尚未收取或償付之貨幣性資產及負債係依資產負債表日之匯率予以衡量。非貨幣性項目以歷史成本衡量並依初始交易日之匯率予以換算作為入帳基準。以公允價值衡量之非貨幣性項目，係以公允價值決定日之匯率予以衡量。

#### b) 外幣換算及餘額計算

本集團的合併財務報表以美元編製，亦為母公司的功能貨幣，並在初始認列時以功能性貨幣予以衡量並依交易日之匯率予以換算作為入帳基準。以外幣計價的貨幣性資產和負債以資產負債表日的匯率進行轉換。以外幣計價且以歷史成本衡量的非貨幣性項目，則使用初始交易日期的匯率進行轉換。

因結清貨幣性項目或於資產負債表日因貨幣性項目換算所產生之兌換差異係認列於損益表項下。

## 2.7 關係人

關係人定義如下：

(a) 個人若有下列情況之一，則該個人或個人之近親與本集團及本公司為關係人：

- i. 對本公司具控制或聯合控制；
- ii. 對本公司具有重大影響力；或
- iii. 為本集團或本公司或本公司之母公司主要管理階層之成員；

(b) 個體若符合下列情況之一，則與本集團及本公司為關係人：

- i. 該個體與本公司為同一集團之成員 (意指母公司、子公司及兄弟公司間彼此具有關係)。
- ii. 該個體為另一個體之關聯企業或合資 (或為某集團某成員之關聯企業或合資，和另一個體亦為該集團之成員)。
- iii. 兩個體均為相同第三方之合資。
- iv. 一個體為第三方之合資且另一個體為該第三方合資之關聯企業。
- v. 該個體係為本公司或與本公司有關係之個體之員工福利所設之退職後福利計畫。若本公司即為前述計畫，則主辦雇主亦與本公司有關係。
- vi. 該個體受(a)所列舉之個人控制或聯合控制。
- vii. 於(a)(i)所列舉之個人對該個體具重大影響或為該個體 (或該個體之母公司) 主要管理階層之成員。



**2. 重要會計政策之彙總說明 (續)**
**2.8 不動產、廠房及設備**
**a) 認列與衡量**

所有不動產、廠房及設備，包含在建工程皆以取得成本入帳。

不動產、廠房和設備的原始成本包括其購買價格、進口關稅、稅金以及將資產達到其預期使用狀態的任何直接歸屬成本。資產投入營運後產生的支出，例如維護和修理成本，通常從產生的收入中扣除。在可以明確證明支出係使用某項不動產、廠房和設備，其獲得的未來經濟效益超出其最初評估的績效標準，在此情況下，支出可以被資本化為不動產、廠房和設備之附加成本。

除在建工程外，不動產、廠房及設備入帳後係以成本減除累計折舊及累計減損損失衡量。在達到可使用狀態前，在建工程不予計提折舊。

**b) 折舊**

不動產、廠房及設備係以直線法按其估計耐用年限計提折舊，租賃建築物及改良物則按租賃期間與耐用年限較短者計提折舊。不動產、廠房及設備之估計耐用年限如下：

	耐用年限
建物及改良物	5 - 30
機器設備	10 - 15
辦公設備	3 - 10
租賃改良物	3 - 10
運輸設備	5 - 10

當有具體情況顯示不動產、廠房及設備之帳面價值無法回收時，將檢視該不動產、廠房及設備有無減損。

不動產、廠房及設備的殘值、耐用年限及折舊提列方式於每個會計年度均會重新評估，以確保其價值、使用期間及折舊提列方式係與之前預估不動產、廠房及設備所含之未來經濟效益之預期消耗型態一致。

**c) 後續支出**

除經常性維護或修理支出列為當期費用外，若不動產、廠房及設備之後續支出可合理評估且對於本集團具有未來經濟效益，則該支出應予增列於不動產、廠房及設備之帳面價值中，該後續支出包括符合認列基礎之更換零件成本。其他後續支出於發生年度認列為費用。

**d) 處分**

不動產、廠房及設備在處分時，或預期未來之使用或處分將無法替本集團帶來經濟效益時予以沖銷，出售價款淨額與資產淨帳面值間之差異列為當期之損益。

**2. 重要會計政策之彙總說明 (續)**
**2.9 投資性不動產**

投資性不動產係指為賺取租金或資本增值或兩者兼具，而為本集團持有或融資租賃之不動產，而非用於商品或勞務之生產或提供，或供管理目的；或正常營業使用。投資性不動產包含已完成的投資性不動產和正在建造或開發，以供未來作為投資性不動產使用之不動產。當符合投資性不動產之定義及標準時，營業租賃之不動產會重分類為投資性不動產且帳列融資租賃。

投資性不動產應按其成本進行原始衡量，交易成本應該包含於其中。當該投資性不動產發生重置成本，且該成本符合規定時，應將該成本包含於該投資性不動產之帳面價值中。

初始認列後，投資性不動產按成本減累計折舊及累計虧損衡量。折舊按直線法在 10-48 年的估計可使用年限或租賃期間（以較短者為準）內計算。

當投資性不動產被處分或永久不再使用且不預期處分該不動產能帶來未來經濟效益時，則將該投資性不動產除列，因處分投資性不動產取得價款淨額與資產淨帳面值間之差異列為當期損益。

當用途發生變化時，係以業主自用之結束或向另一方的經營租賃開始為證明。

當用途發生變化時，將進行從投資性不動產轉移的處理。若自投資性不動產轉移至自用不動產，續後會計處理係以用途改變之日，按公允價值評估其成本。若以自用不動產轉移至投資性不動產，續後係於用途改變之日，按不動產、廠房及設備之相同政策處理。

**2.10 無形資產**
**商譽**

企業於企業合併時所產生之商譽，係以成本衡量。嗣後，該商譽係以成本減除累計減損損失予以衡量。商譽須至少每年（或當事件發生或情況變更致該商譽帳面價值可能發生減損時）進行減損評估。

為進行減損測試，企業合併所取得之商譽應自取得日起分攤至預計能享受合併綜效的各個現金產生單位，無論被合併對象之資產或負債是否有分配至這些現金產生單位。

商譽所屬之現金產生單位每年（或當有減損跡象時）必須比較個別現金產生單位（或現金產生單位群組）的帳面價值與可回收金額，以評估是否有減損損失。

當現金產生單位的可回收金額低於帳面價值時，減損損失應立即認列至當期損益項下。商譽之減損損失一經認列，嗣後不得迴轉。

當商譽屬於一個現金產生單位的一部分，並且單位內的一部分營運被處分時，在決定處分營運的收益或損失時，與被處分營運相關聯的商譽會被包括在處分營運的帳面價值內，據以計算處分損益。前述情形下處分之商譽金額係以被處分營運部分與留存在現金產生單位之公允價值比例計算之。

自 2005 年 1 月 1 日起，因取得之國外營運機構而產生之商譽及其公允價值之調整，視為外國營運機構之資產及負債，以外國營運機構之功能性貨幣認列，並依附註 2.6 中所載之會計政策換算。

於 2005 年 1 月 1 日之前所取得之國外營運機構之商譽及其公允價值之調整，視為本公司之資產及負債，並以取得日當時之美元匯率認列。

## 2. 重要會計政策之彙總說明 (續)

### 2.11 非金融資產之減損

本集團於每一資產負債表日評估資產是否有減損跡象。當有減損跡象，或需於年度進行減損測試時，本集團估計該資產之可回收金額。

持續經營的資產減損損失，會根據資產的功能，分類在相應的費用類別中，認列於損益表；若係經重估且計入其他綜合損益項下之資產產生減損，該減損損失亦應認列於其他綜合損益項下且最高不超過先前重估的金額。

應於資產負債表日評估是否有證據顯示於以前年度所認列之減損損失，可能已不存在或減少（商譽除外）。若有此跡象存在，應重新評估資產或現金產生單位之可回收金額，若可回收金額之估計增加時，減損應予迴轉，惟迴轉金額不可超過資產在未認列減損損失情況下之帳面價值。除非此資產係以重估價值入帳（其迴轉之金額視為重估之增值），資產減損損失之迴轉應列於損益科目。

### 2.12 金融工具

#### a) 金融資產

##### i) 認列和衡量

金融資產在僅當主體成為工具合約條款的一方時才予以認列。

若資產能產生與其他資產大部分獨立之現金流量，則其可回收金額係取下列兩者中較高者：(1)資產使用價值，或(2)現金產生單位公允價值扣除銷售成本。並且通常是針對單一資產進行評估，除非該資產不會產生與其他資產或資產組合極大程度上無關的現金流入。

如資產或現金產生單位之帳面價值大於可回收金額，則須認列減損損失，將帳面價值調整至可回收金額。在評估使用價值時，係以該資產預計未來之現金流量折算其現值，折現率係能反應目前市場對時間價值及特定資產風險之稅前折現率。若可行時，在決定公允價值扣除銷售成本時，應考慮最近市場行情。假設無類似交易，則使用適當的評價模式。該計算需考量評價乘數、公開交易市場成交價以及其他可取得之公允價值參數。

本集團係以各現金產生單位為基準編製之預算來作為減損測試之計算基礎。前述之預算通常是五年期間的預算資料。若有長於五年的情形，則會計算長期成長率並將之運用在第六年之後的預計現金流量計算上。

在原始認列時，本集團衡量在公允價值下的金融資產，至於非透過損益衡量公允價值的金融資產者，交易成本是為直接可歸屬取得的金融資產成本。金融資產的交易成本以公允價值通過損益衡量列於損益表之費用。

應收帳款按本集團預期客戶有權對價換取或移轉商品或服務代價之金額衡量，不包括代第三方收取的金額，若應收帳款於原始認列時未含重大財務組成項目。

##### ii) 後續衡量

#### 債務工具投資

債務工具的後續衡量取決於本集團管理資產的經營模式及資產的合約現金流量特徵。債務工具分類的三個衡量類別是按攤銷後成本衡量、透過其他綜合損益按公允價值衡量(FVOCI)、透過損益按公允價值衡量(FVPL)。

## 2. 重要會計政策之彙總說明 (續)

### 2.12 金融工具 (續)

#### a) 金融資產 (續)

##### ii) 後續衡量 (續)

#### 債務工具投資(續)

持有金融資產以收取合約現金流量者，其現金流量為完全支付本金及利息者應按攤銷後成本衡量。金融資產是以有效利率法衡量攤銷後成本減除減損，當資產除列或減損時通過攤銷程序，認列利得或損失於損益表中。

該會計政策主要適用於本集團及本公司的無報價債券投資、現金及約當現金、按攤銷後成本衡量之金融資產、應收帳款及其他應收款項，員工借支、存出保證金。會計政策也適用於本公司應收帳款-子公司。

#### 權益工具投資

權益工具投資原始認列時非以交易為持有目的，本集團得不可撤銷地選擇將其後續的公允價值變動計入其他綜合損益中，且不得在後續重分類至損益表。此類投資的股利，當本集團確立收到該款項的權利時，須認列於損益表下。若本集團未選擇將其後續變動的公允價值認列於其他綜合損益中，則公允價值變動將在損益中予以認列。

##### iii) 金融資產除列

當資產收取現金流量的合約權利失效時，金融資產應被除列。在金融資產完全除列時，債務工具的帳面金額和收取之報酬和過去被認列於其他綜合損益下累積利得或損失之差額，認列於損益表下。

#### b) 金融負債

##### i) 原始認列和衡量

金融負債僅在本集團成為金融工具合約條款的一方時才予以認列。本集團在原始認列時決定其金融負債的分類。

所有金融負債原始依公允價值認列，至於非透過損益衡量公允價值的金融負債者，直接歸屬於交易成本。

##### ii) 後續衡量

在原始認列後，金融負債不以透過損益按公允價值衡量，而隨後採有效利率法的攤銷後成本衡量。當負債被除列通過攤銷程序時，認列利得與損失於損益表下。

##### iii) 除列

當負債的責任被免除或取消、失效時，金融負債則被除列。在除列時，帳面金額和支付代價的差異被認列於損益表下。

## 2. 重要會計政策之彙總說明 (續)

### 2.13 金融資產的減損

本集團對所有非透過損益表按公允價值衡量及財務保證合約之債務工具認列預期信用損失準備。預期信用損失基於根據合約到期的合約現金流量與本集團預期收到之間的差額，以原始有效利率的近似值貼現。預期的現金流量包括持有抵押品的出售或其他與合約條款密不可分的信用增強措施的現金流量。

預期信用損失有兩階段之認列。自原始認列後，信用曝險和信用風險未有顯著增加，預期信用風險提供了有可能在未來 12 個月違約事項導致的信用風險。無論違約時間為何，自原始認列後信用風險有顯著增加之信用曝險額，都將在剩餘之曝險期間就預期的信用損失認列損失準備（存續期間的預期信用風險）。

對於應收帳款，本集團適用簡化方法計算預期信用風險。因此，本集團未追蹤信用風險改變，而是在每個報告日根據存續預期信用損失確認損失準備。本集團已建立計算基礎是依照歷史信用風險經驗，並按債務人特定的前瞻性因素和經濟環境做調整。

債務工具透過其他綜合損益按公允價值衡量，本集團採用低信用風險簡化。在每個報告日期，本集團使用所有合理且可支持的信息來評估債務工具是否被認為具有低信用風險，這些信息無需過度成本或努力即可獲得。在做評估時，本集團對債務工具的內部信用等級再評價。另外，當合約付款逾期超過一個月時，本集團考慮信用風險是為顯著增加。

當合約付款逾期超過 4 個月時，本集團將考慮金融資產之違約。然而，特定的情況下，在未考慮本集團持有的未償合約金額於增強任何信用之前，當內部或外部訊息顯示本集團可能無法收回全部未償合約金額時，本集團係可能認定該金融資產違約。而當未有合理預期可收回合約之現金流量時，金融資產會被認列損失。

### 2.14 現金與約當現金及按攤銷後成本衡量之金融資產

現金及約當現金係包括庫存現金、銀行存款及可隨時變現且無重大風險之短期高流動性投資，包含自投資日起三個月內到期之投資，也包括因本集團現金管理之主要需求所產生之銀行透支項目。

按攤銷後成本衡量之金融資產包括到期日超過 90 天和最多一年的貨幣市場存款，並按相應的短期投資利率賺取收益。另一方面，係依借款合同要求存放於帳戶持有人名下的存款，該存款在特定期間內無法隨時提存；根據存款條件，此類存款通常可獲取固定之利息收入並且屬於流動性質。

### 2.15 存貨

存貨係以成本與淨變現價值孰低法評價。存貨成本包括為使存貨達到可供銷售之狀態及地點之一切支出，詳述如下：

- 原料 - 實際進貨成本，採加權平均成本法
- 製成品及在製品 - 係依直接原料及直接人工，及以正常產能分攤但不包含借款成本之製造費用。

若有存貨損壞或呆滯情形時，將調整備抵存貨損失科目以反應其淨變現價值。

淨變現價值係指在正常情況下，估計售價減除至完工尚須投入之成本及必要之銷售費用後淨額。

## 2. 重要會計政策之彙總說明 (續)

### 2.16 各項準備

各項準備之認列，係當本集團因過去事件結果影響而有現時義務，此支付義務係很有可能以本集團之經濟資源予以償付，且該償付金額可予以合理估計。

各項準備需於每個資產負債表日檢視並予以調整以反應至目前最佳之估計。當非屬很有可能以經濟資源償付該負債時，應予迴轉該項準備。當貨幣時間價值之影響重大時，需以當期稅前折現率予以折現以反映該負債之風險。折現後，其嗣後隨時間經過所增列之準備應認列為財務成本。

### 2.17 借款成本

除不動產、廠房及設備之取得、建造或製造之利息予以資本化外，其餘之利息支出應於發生時認列為當年度費用。當取得或建造資產之支出已開始且借款成本已經發生，則開始資本化。當資產已達可使用或可供銷售狀態，則停止資本化。借款成本包括利息以及公司因借款而發生之其他成本。

### 2.18 借款

借款係依公允價值減除交易成本後金額入帳。遞延交易成本係為取得專案借款產生成本，依有效利率法於借款期間攤銷入帳。

附息借款續後依攤銷後成本衡量。所得收益（扣除交易成本）與贖回價值之差異，將借款期間使用有效利率法於損益中認列。於資產負債表日後 12 個月內到期之借款（包括原始借款條款為 12 月以上且已於資產負債表日後及財務報告交付日前完成長期性之再融資或展期者）係為一年內到期之短期借款。其他償付期限在一年以上者之借款，係為長期借款，於資產負債表中表達於非流動負債項下。

### 2.19 員工福利

#### a) 確定福利退休金計劃

本集團係採用確定福利退休金計劃，其適用於大部份本集團於菲律賓正式聘用之員工，該退休金計劃於菲律賓並未實際提撥。就本集團之確定福利退休金計劃而言，退休金成本係以預計單位信託福利法(projected unit credit method)予以計算。本方法反應於評價日員工提供之勞務以及公司關於未來員工薪資之假設。退休金費用之組成包括當期服務成本以及利息成本。再衡量損益於發生當期認列於其他綜合損益。

當計劃修正發生時，不論是否為既得，前期服務成本應認列為費用。

確定福利負債為確定福利義務之現值減未認列之前期服務成本。

#### b) 確定提撥計劃

本集團根據當地法令參加當地退休金計劃。特別是本集團於新加坡及台灣營運之子公司提撥至中央公積金局(Central Provident Fund scheme)，為一確定提撥之退休金計劃。根據退休金計劃於提供服務期間所提撥之金額，認列為當期費用。

#### c) 員工未休假獎金

因員工犧牲休假所產生之未休假獎金，應認列為負債。截至資產負債表日之應計員工未休假獎金，應予以估列。

2. 重要會計政策之彙總說明 (續)

2.19 員工福利 (續)

d) 離職福利

離職福利係以支付離職金方式使員工提早退休或自請離職。本集團認列離職福利，係根據不可取消之詳細計劃給與同意終止聘僱關係之員工離職金；或以提供離職金方式鼓勵員工自動離職。

當有鼓勵員工自動離職之情形，離職金之計算係根據預計自願離職員工人數決定。應付離職金於資產負債表日 12 個月後到期者，需予以折算現值。

2.20 租賃

本集團評估合約是否為租賃合約或包含租賃性質，即評估該合約是否包含一段時間內對特定資產之使用權，以換取對價

a) 承租人

除短期租賃和低價值資產之租賃外，本集團對所有租賃採用單一認列和衡量方法。本集團認列代表租賃付款義務的租賃負債和代表相關租賃資產使用權的使用權資產。

使用權資產

本集團於租賃開始日 (即相關資產可供使用之日) 認列使用權資產。使用權資產按成本減去任何累計攤銷和減值損失後的金額進行衡量，並針對租賃負債的任何重新衡量進行調整。使用權資產的成本包括已確認的租賃負債金額、已發生的原始直接成本以及在開始日期或之前支付的租賃款項減除已收到的任何租賃獎勵。使用權資產在租賃期與資產的估計耐用年限兩者中較短的期間 (2 至 50 年內) 內按直線法攤銷。

如果租賃資產的所有權在租賃期末轉移至本集團，或成本已反映在購買權利上，則使用資產的估計耐用年限計算折舊。使用權資產也受到減損的影響。減損的會計政策在附註 2.11 中披露。

租賃負債

於租賃開始日，本集團認列按租賃期內的租賃付款現值衡量租賃負債。租賃付款包括固定付款 (包括固定付款減去應收的任何租賃獎勵)、依指數或利率而變動的租賃付款、以及以殘值擔保支付的預期付款。租賃付款還包括了集團預期會行使購買權的履約價格。以及如果本集團行使購買權而終止合約所產生的罰款。變動的租賃於一段期間發生的款項，不依指數或利率而定，則認列為費用 (除非因用於生產存貨的成本)。

在計算租賃付款的現值時，因為租賃中隱含的利率難以確定，本集團在租賃開始日使用增額借款利率。在開始日期之後，租賃負債金額之增加以反映利息的增加，並減少所支付的租賃付款金額。此外，如果租賃內容修改、期限發生變化、租賃付款額發生變化 (例如，用於確定此類租賃的指數或利率發生變化而導致的未來付款發生變化) 或購買相關資產權利的評估中發生改變，則租賃負債的帳面價值需重新衡量。

短期租賃和低價值資產租賃

本集團將短期租賃確認豁免適用於其機器設備的短期租賃 (自開始日起租賃期為 12 個月或更短且不包含購買權利的租賃)。低價值資產認列豁免的租賃亦適用於被認為是低價值的辦公設備租賃。短期租賃的租賃付款和低價值資產的租賃在租賃期內按直線法確認為費用。

2. 重要會計政策之彙總說明 (續)

2.20 租賃 (續)

b) 出租人

本集團將未實質轉移租賃資產所有權有關之風險及報酬之租賃視為營業租賃。本集團之投資性不動產因營業租賃而發生之租金收入於租賃期間內按直線法入帳。協商和安排營業租賃所發生的初始直接成本計入租賃資產的帳面價值，並在租賃期內按與租金收入相同的基準認列。或有租金在賺取期間認列為收入。

應付保證金

應付保證金按攤銷後成本衡量。應付保證金是指在本集團的投資性不動產簽訂相應的租賃合約時，從各個承租人收取的保證金。租賃合約終止時，本集團收到的保證金將退還給承租人，並減去未付的租金、罰款和維修損壞賠償的扣除額 (若有)。相關租賃合約的期限通常超過十二個月。

2.21 出租資產

出租資產以成本衡量，主要為醫療用被服，並以直線法按五年攤銷。

出租資產於被處分，或永久不再使用且不預期處分該資產能帶來未來經濟效益時，予以除列。報廢或處分出租資產時，其產生之相關利益或損失認列於當期損益。

2.22 收入認列

收入乃根據本集團預期就交付將承諾貨品或服務轉讓予客戶而有權獲得的報酬衡量，不包括代表第三方收取的金額。

收入的認列為當本集團通過向客戶轉讓承諾商品或服務，即客戶獲得商品或服務的控制權來履行履約義務時。履約義務可以在某個時間點或隨著時間的推移而得到滿足。認列收入金額為分配至履約義務的金額。

以下的銷貨認列條件必需同時符合，始能認列收入：

a) 銷貨收入

收入在當商品送抵客戶時和滿足所有驗收標準時認列。收入金額的認列是按估計交易價格，其包含合約價格，扣除折預估的數量折扣，並根據預期的退貨進行調整。根據本集團類似情況合約的經驗，變動對價通常受限制，且累積已認列收入有高度可能性不會發生重大回轉，當這些與變動對價相關的不確定性接著消除時，才將變動對價計入交易。



## 2. 重要會計政策之彙總說明 (續)

### 2.22 收入認列 (續)

#### a) 銷貨收入 (續)

本集團將預期應付的交易折扣量和因預期退貨所應退還的款項視為退款負債而予以認列。另外，本集團對收回的退貨認列相關資產，其金額是根據商品之前的帳面金額減收回商品的預期成本，做為銷貨成本相應的調整項。

在每一報告日結束時，本集團更新估計成交價的評估，包括評估變動對價判斷是否被限制。對應金額的調整是依該期間收入的成交價改變。本集團亦會根據其對退貨情況的預期變化，更新其回收退貨權益的衡量。

當以其他方式確認的資產其攤銷年限為一年以下時，本集團已選擇採用實務變通方法來將取得合約之增額成本認列為費用。

#### b) 服務收入

醫療服務與管理服務之收入係於服務提供完成時予以認列。

隨著客戶同時接收和使用本集團提供的利益，提供醫院服務的義務隨著時間的推移而得到滿足。本集團根據轉移給客戶的價值衡量履約義務的情況。本集團將適用實施開立發票方法的權利，使本集團可以依發票作為認列收入之依據，其金額為可直接符合迄今企業績效對客戶的價值。

#### c) 租金收入

租金收入係透過投資性不動產之營業租賃而產生，其於租賃期間內依直線法攤銷。在租期內給與承租人之優惠，亦依直線法在租期內認列為租金收入之減項。

#### d) 利息收入

利息收入係採有效利率法認列。

### 2.23 稅賦

#### a) 當期所得稅

本年度及以前年度之當期所得稅資產和負債係依可能由自稅務主管機關收到之退稅款或支付予稅務主管機關之稅款來衡量。用來計算所得稅費用之稅率及相關法規係以資產負債表日已頒布或實質上已頒布者為基準。

所得稅費用應於發生當期認列為費用，除非該所得稅費用與損益項目無關，例如其他綜合損益或股東權益項目。本公司定期評估所得稅申報情形，若有相關稅務法令尚不確定之情形，則提列適當之所得稅準備。

## 2. 重要會計政策之彙總說明 (續)

### 2.23 稅賦 (續)

#### b) 遞延所得稅

遞延所得稅係以負債法計算截至資產負債表日止，所有資產及負債項目其帳面價值與課稅基礎不同所產生之暫時性差異。

所有應課稅暫時性差異皆應認列為遞延所得稅負債，但下列情形除外：

- 遞延所得稅負債係商譽原始認列或非因企業合併交易所產生，且在交易日未影響會計淨利或課稅淨利或淨損之資產或負債；及
- 有關投資子公司之應課稅暫時性差異其迴轉時間可由本集團控制，且於可預見之未來將不會迴轉。

除了下列情況外，所有可減除暫時性差異、以前年度未使用之所得稅抵減及虧損扣抵應在未來很有可能產生足夠之課稅所得以回收該暫時性差異、所得稅抵減及虧損扣抵之範圍內認列：

- 非屬於企業合併交易，且於交易當時既不影響會計利潤亦不影響課稅所得（損失）之資產或負債原始認列所產生之可減除暫時性差異有關；及
- 與投資子公司、關聯企業及合資權益所產生之可減除暫時性差異有關，僅於可預見之未來很有可能迴轉且迴轉當時有足夠之課稅所得以供該暫時性差異使用之範圍內認列。

遞延所得稅資產之帳面金額係於每一資產負債表日重新檢視，並於非很有可能足額課稅所得可供所有或部分遞延所得稅資產回收之範圍內予以調減，原未認列為遞延所得稅資產者，亦於每一資產負債表日予以重新評估，並在未來很有可能產生課稅所得以供遞延所得稅資產回收之範圍內認列。

遞延所得稅資產及負債，以預期未來遞延所得稅資產實現或負債清償年度之稅率衡量，該稅率並以報導日已頒布或實質上已頒布之稅率及相關法規為基礎衡量。

與損益項目無關之遞延所得稅則不認列為損益項目，而列為其他綜合損益或直接列為股東權益項下；與企業合併相關之遞延所得稅則視為合併商譽調整項目。

遞延所得稅資產與負債僅於當期所得稅資產及當期所得稅負債之抵銷具有法定強制權，且遞延所得稅係屬同一納稅主體並由同一稅捐機關課徵時才予以互抵。

#### c) 銷售稅

除下述外，收入、費用及資產係以扣除銷售稅後之淨額認列：

- 因購買資產或勞務所產生之銷售稅無法由稅捐機關退回時，所支付之銷售稅視為資產取得成本或費用項目之一部分；及
- 應收及應付款係以包含銷售稅之金額表達。

可自稅捐機關收回或應付予稅捐機關之銷售稅淨額，於資產負債表中為構成應收款或應付款項之一部分。

### 2.24 股本及股票發行成本

股本按股份面額列示，超過面額的所得款項（如有）認列為股本溢價。

因發行新股所增加之成本列於權益項下股本之減項。

## 2. 重要會計政策之彙總說明 (續)

### 2.25 庫藏股

重新取得的自有權益工具 (庫藏股) 按成本認列並自權益中扣除。購買、銷售、發行或註銷本集團擁有的自身權益工具，其損益不予計入。帳面價值與對價 (如重新發行) 之任何差異於股本溢價中認列。

### 2.26 部門別資訊

為管理之目的，本集團以全球為基礎劃分為三個主要區域部門，並按此劃分基礎揭露部門別資訊。

部門之收入、費用及經營成果 (包括各區域部門與營運部門) 均包括部門間之相互交易。部門間之交易係以公平交易為則為基礎。

### 2.27 股利

現金股利在被授權進行股利分配後認列為負債，且不再由公司自主決定分配。該股利分配在股東批准後即被授權。相對應的金額直接認列在權益項下。

### 2.28 或有事項

或有負債係指：

- a) 指因過去的事件而可能產生的義務，其存在只能由一個或多個不確定的未來事件 (不在本集團完全控制範圍內的) 的發生與否來確認；
- b) 起因於過去事件而產生之現時義務，但因下列原因而未認列：
  - i. 不太可能經由經濟資源之流出，以免除該現時義務係；
  - ii. 該現時義務之金額無法可靠衡量

### 2.29 期後事項

期後事項係提供有關本集團於資產負債表日 (調整事項) 財務狀況之額外資訊，並將其反應至財務報表中。期後事項非為調整事項，當其為重大時將揭露於財務報表附註中。

### 2.30 公允價值衡量

公允價值係指於衡量日，市場參與者間在有序序之交易中出售資產所能收取或移轉負債所需支付之價格。

公允價值衡量假設出售資產或移轉負債之交易發生於下列市場之一：

- 該資產或負債之主要市場；或
- 若無主要市場，該資產或負債之最有利市場。

集團於衡量日必須能進入主要 (或最有利) 市場。

企業應使用市場參與者為資產或負債定價時會使用之假設，以衡量該資產或負債之公允價值，假設該等市場參與者依其經濟最佳利益為之。

非金融資產之公允價值衡量，考量市場參與者將該資產以最高及最佳使用方式，或藉由將該資產出售予會將該資產以最高及最佳使用方式之另一市場參與者，而產生經濟效益之能力。

## 2. 重要會計政策之彙總說明 (續)

### 2.30 公允價值衡量 (續)

集團採用在該等情況下，以合適且有足夠資料可取得之評價技術，衡量公允價值，並最大化攸關且可觀察輸入值之使用，及最小化不可觀察輸入值之使用。

為增進一致性及可比性，將於財務報表中以公允價值衡量或揭露之資產及負債，以對整體公允價值衡量重大之最低輸入值等級，將用以衡量公允價值之評價技術輸入值歸類為三等級：

第一等級：相同資產或負債於活絡市場之公開報價 (未經調整)。

第二等級：除第一等級之公開報價外，以屬於該資產或負債直接 (亦即價格) 或間接 (亦即由價格推導而得) 可觀察之輸入值推導公允價值。

第三等級：評價技術並非以可觀察市場資料為基礎之資產或負債之輸入值 (不可觀察之輸入值) 推導公允價值。

對於經常性確認的資產和負債，集團應於資產負債表日，對整體公允價值衡量重大之最低輸入值等級，重新評估其分類，以判定是否有等級間之移轉。

針對經常性公允價值衡量，本公司管理階層將決定其政策與流程，如投資性不動產。

外部估價師參與投資性不動產的評估。外部估價師的參與由管理階層每年決定。選任的標準包括市場知識、聲譽、獨立性以及是否維持專業標準。在與集團的外部估價師討論後，管理階層決定針對每種情況使用哪種估價技術和投入。

根據公司會計政策，管理階層在每個資產負債表日分析需要重新衡量或評估的資產與負債價值之變動。對於此分析，管理階層藉由將評價計算的合約及其他相關文件，來驗證最新評價中所應用的主要投入。

管理階層亦將每項資產和負債的公允價值變動，與相關外部來源進行比較，以確定該變動是否合理。

就公允價值揭露的目的而言，本集團已根據資產或負債的性質、特徵和風險，及上述公允價值的等級，確立了資產和負債的類別。

### 2.31 每股盈餘

基本每股盈餘，係考量該年度宣告之股票股利及行使之認股權後，以歸屬於股東之年度合併淨利除以年度加權平均流通在外普通股股數。

稀釋每股盈餘，係以歸屬於股東之年度合併淨利，除以母公司年度加權平均流通在外普通股股數加上因轉換而可能發行之普通股之加權平均股數。本集團未有具稀釋效果之潛在普通股。

### 3. 重大會計科目判斷與估計

在編製集團合併財務報表時，需運用估計、針對未來予以假設及判斷等方法。上述估計、假設及判斷將影響收入及費用、資產、負債之金額及其揭露，以及或有負債之揭露。關於這些假設與估計之不確定性，可能造成對未來資產及負債金額產生重大調整。

對本集團財務報表產生重大影響之會計政策，管理階層所做出重要判斷如下：

#### a) 適用會計政策之重要判斷

決定租賃合約條款具有延長選擇權

本集團確定租賃期為租賃的不可撤銷期，以及在合理確定地可以行使的前提下，附有延長租賃期的選擇，或可以肯定地確定不行的前提下，依選擇權終止租賃。

本集團有幾份包括延長選擇權的租賃合約。本集團評估是否可以合理確信是否行使選擇權來延長租賃期間。也就是說，它考慮了所有因素，並創造了經濟誘因去執行延長。在起始後，本集團會重新評估租賃期限，是否在其控制範圍內存在重大事件或情況變化，以及影響其行使或不行使選擇權的能力（例如：建造重大租賃改良或重大的租賃資產客製）。

本集團在某些土地租賃的租賃期中將延長選擇權，因為這將使本集團避免為尋找其他營業地點而產生額外費用。然而，其餘土地租賃並不包括延期選擇權，因為需要承租人與出租人雙方同意，因此本集團無法合理地行使選擇權。

截至 2022 年 12 月 31 日，大約有 \$9,000,000 美元 (2021: \$9,800,000 美元) 的潛在未來 (未貼現) 現金流出 (將分別在 26 到 51 年內到期) 尚未計入租賃負債，因為無法合理地確定租賃將被延長。

#### b) 估計不確定性之主要來源

於資產負債表日，對未來一會計年度內的資產及負債金額可能產生重大調整之假設及估計之不確定性，具有重大之風險，以下列示相關之假設及估計。

本集團之財務報表是根據可取得之假設和估計的參數所編製。然而，現有情況和對未來發展的假設可能會因市場變化或本集團無法控制的情況而發生變化。該些改變發生時將反映於假設中。

### 3. 重大會計科目估計、判斷與假設 (續)

#### b) 估計不確定性之主要來源 (續)

##### i) 投資子公司、商譽、不動產、廠房及設備、投資性不動產及出租資產之減損

本集團至少每年確定商譽是否減損。對於投資子公司、不動產、廠房及設備、投資性不動產及出租資產，本集團於每個報告日評估該資產是否存在減損跡象。如果出現任何跡象，或需要對資產進行年度減損測試，本集團將估計該資產的可收回金額。資產的可收回金額為資產或現金產生單位的公允價值減去處置成本與其使用價值兩者中的較高者。可收回金額是針對單項資產而確定的，除非該資產不會產生在很大程度上獨立於其他資產或資產組合的現金流入。當資產或現金產生單位的帳面價值超過其可收回金額時，該資產被視為減損並減記至其可收回金額。

截至 2022 年 12 月 31 日止，本集團持有的投資性不動產及出租資產不存在可能發生減損跡象。

在估計使用價值時，本集團需要估計來自現金產生單位的預期未來現金流量，並選擇合適的折現率以計算該等現金流量的現值。在確定公允價值減去處置成本時，會考慮近期的市場交易。如果無法識別此類交易，則使用適當的估值模型。這些計算是通過估值倍數或其他可用的公允價值指標來證實。於 2022 年 12 月 31 日，本集團及本公司資產帳面價值明細如下：

	(單位：美金千元)	
	2022	2021
<b>本集團</b>		
商譽	709	709
不動產、廠房及設備	45,846	32,110
<b>本公司</b>		
不動產、廠房及設備	194	184
投資子公司	28,352	28,353

於 2022 年對子公司的投資提列 \$1,000 美元的減損。商譽、不動產、廠房和設備、投資性不動產和出租資產均未提列減損。有關投資子公司、商譽、不動產、廠房和設備、投資性不動產和出租資產減損，請參閱附註 6 至 10。

##### ii) 所得稅費用

複雜之稅務法規及解釋函令及未來課稅所得在時間及金額方面存在不確定性。由於長期性已存在合約協議之性質及複雜度，致實際結果與先前假設產生差異，可能有必要於未來調整原已紀錄之應付所得稅。

在正常營運下，有一些交易及其所得稅之決定具有不確定性。本集團以各國稅務機關可能核定之金額加以合理估計所得稅，應付所得稅金額之估計係依據各種因素，如以往稅務機關核定數及稅務法令解釋上之差異。依公司所在國家之不同，此類稅務法令解釋之差異可能發生在不同議題上。若最後核定結果與原始估列數產生差異時，該差異將影響核定當年度之所得稅費用及遞延所得稅。

本集團於 2022 年 12 月 31 日的應付所得稅餘額為 \$2,415,000 美元 (2021: \$2,567,000 美元)。本公司於 2022 年 12 月 31 日的應付所得稅餘額為 \$0 美元 (2021 年: \$0 美元)。

**3. 重大會計科目估計、判斷與假設 (續)**
**b) 估計不確定性之主要來源 (續)**
**iii) 遞延所得稅**

對於留抵的課稅損失很有可能與課稅利益相抵時，此暫時性差異認為遞延所得稅資產。可認列之遞延所得稅資產金額係根據產生應稅所得之時點與金額並配合未來稅賦規劃，由管理階層運用重大判斷而決定。

本集團結轉了\$1,400,000 美元 (2021 年: \$1,900,000 美元) 的課稅損失。這些損失與位於菲律賓的子公司 Medtecs Materials Technology Corporation (MMTC) 有關。該子公司有虧損歷史，故且不得用於抵消其他子公司其他地方的課稅所得。MMTC 無任何應納稅暫時性差異，也沒有任何可以部分支持將這些損失確認為遞延所得稅資產的可用稅務規劃機會。

本集團 2022 年 12 月 31 日止之遞延所得稅資產及遞延所得稅負債餘額分別為\$2,106,000 美元 (2021 年: \$33,000 美元) 及\$391,000 美元 (2021 年: \$147,000 美元)。本公司 2022 年 12 月 31 日之遞延所得稅資產及遞延所得稅負債餘額分別為\$0 美元 (2021 年: \$12,000 美元) 及\$13,000 美元 (2021 年: \$0 美元)。請參閱附註 25。

**iv) 應收帳款的預期信用損失準備**

本集團使用計提模型計算應收帳款的預期信用損失。提撥的比率是依照各種客戶群組合其相似的損失模式的逾期天數。

計提模型最初是依本集團歷史觀察所得違約率。本集團未來將依前瞻性訊息做校準調整歷史信用損失經驗。在每一報告日，更新歷史違約率和分析後的前瞻性估計也會改變。

由歷史觀察違約率和預測經濟情況 (國內生產毛額成長率和國民收入成長率、主要收入淨額利率、消費者物價指數、通貨膨脹率) 預期信用損失之間相關的評估是為重大之估計。預期信用損失金額對環境變化及預測之經濟情況尤為敏感。本集團歷史信用損失經驗和預測之經濟情況或許也非代表未來客戶之實際違約。有關本集團應收帳款的預期信用損失資訊揭露於附註 14。

本集團應收帳款帳面價值於 2022 年 12 月 31 日為\$30,358,000 美元 (2021 年: \$42,347,000 美元)。本集團認列之預期信用損失於 2022 年為\$3,591,000 美元 (2021 年: \$19,000 美元)。本公司應收帳款帳面價值於 2022 年 12 月 31 日為\$25,870,000 美元 (2021 年: 25,785,000 美元)。本公司提列應收帳款預期信用損失準備為\$2,738,000 美元 (2021 年: \$0 美元)。

**v) 不動產、廠房及設備、投資性不動產以及出租資產之預計耐用年限**

本集團依據不動產、廠房及設備、投資性不動產以及出租資產之預期使用期間來訂定其耐用年限。本集團每年持續根據資產使用狀況、內部技術衡量、技術變更、環境及同業標準來評估不動產、廠房及設備、投資性不動產以及出租資產之耐用年限是否適當。前開因素之改變可能對於本集團未來之營運結果有重大影響。

本集團於 2022 年 12 月 31 日之不動產、廠房及設備、投資性不動產以及出租資產淨帳面價值分別為\$45,846,000 美元 (2021 年: \$32,110,000 美元)、\$2,617,000 美元 (2021 年: \$2,728,000 美元) 及\$4,116,000 美元 (2021 年: \$4,452,000 美元)。本公司於 2022 年 12 月 31 日之不動產、廠房及設備淨帳面價值為\$194,000 美元 (2021 年: \$184,000 美元)。請參閱附註 6、7 及 8。

**3. 重大會計科目估計、判斷與假設 (續)**
**b) 估計不確定性之主要來源 (續)**
**vi) 備抵存貨跌價損失**

本集團在考慮存貨與生產期間和市場狀況直接相關的成本基礎上，為存貨生產的每個階段，確定共同成本的分配基礎和完工百分比。

當呆滯或其他因素導致存貨淨變現價值低於成本時，本集團即對存貨提列備抵存貨跌價損失。呆滯情形係依存貨實際狀況及公司內部狀況判斷，當存貨已無法出售時，即提列呆滯損失。存貨跌價損失帳列銷貨成本項下並沖減該存貨至淨變現價值。除了按特定呆滯存貨項目提列備抵呆滯損失外，尚依據存貨之庫齡評估提列。本集團確信已合理評估存貨跌價損失水準。本集團每月評估存貨狀況。前述之評估結果會增加或減少費用或存貨成本總額。

本集團於 2022 年 12 月 31 日存貨帳面價值為\$36,394,000 美元 (2021: \$49,660,000 美元)。存貨跌價損失訊息請參閱附註 13。

**vii) 估計租賃的增額借款利率**

本集團無法直接觀察租賃內含的利率，因此，本集團使用其增額借款利率來衡量租賃負債。增額借款利率是本集團為在相似的經濟環境中獲得與使用權資產具有相似價值的資產，而需要在相似期限和相似擔保下借款所必須支付的利率。因此，增額借款利率反映了本集團“必須支付”的金額，當沒有可參考的利率或需要對其進行調整，以反映租賃條款和條件時，需要進行估算。本集團使用可觀察到的數據 (例如市場利率) 並需要進行某些特定項目的估算 (例如本集團的獨立信用評等) 來估算增額借款利率。

本集團於 2022 年 12 月 31 日的租賃負債金額為\$3,910,000 美元 (2021: \$ 6,779,000 美元)。請參閱附註 29。

**4. 股本及庫藏股**

(單位: 美金千元)

	2022	2021
<b>額定股本</b>		
- 普通股 1,000,000,000 股，每股 \$0.05 美元	50,000	50,000
<b>實收股本</b>		
1 月 1 日及 12 月 31 日		
- 普通股 549,411,240 股，每股 \$0.05 美元	27,471	27,471

本公司僅發行普通股，普通股每股依 \$0.05 美元發行，每股均有一表決權。若經本公司宣告且經股東會決議通過，股東可享有配發本公司股利之權利。



## 4. 股本及庫藏股 (續)

## 庫藏股

	2022		2021	
	股數千股	美金千元	股數千股	美金千元
1月1日	3,000	2,112	-	-
取得庫藏股				
- 1,500,000 股，每股\$0.166 美元				
- 3,000,000 股，每股\$0.704 美元	1,500	249	3,000	2,112
12月31日	4,500	2,361	3,000	2,112

## 5. 保留盈餘和其他準備

## a) 保留盈餘

保留盈餘包含本集團業主權益所占累積盈餘並扣除股息。

(單位：美金千元)

	本集團	
	2022	2021
保留盈餘來自：		
本公司	53,332	68,230
子公司	67,092	84,061
	120,424	152,291

## b) 累積換算調整數

累積換算調整數係用以記錄因海外子公司及聯屬公司之財務報表 (其功能性貨幣與本集團之功能性貨幣不同) 轉換時，所產生之換算差異。

(單位：美金千元)

	本集團	
	2022	2021
1月1日	2,397	3,232
國外營運機構財務報表換算淨影響數	(3,132)	(835)
12月31日	(735)	2,397

## c) 其他準備

本公司於2014年發行新股以取得子公司美德向邦股份有限公司(MTC)的非控制股權。取得成本超過淨資產之公允價值部分，認列於資產負債表權益項下之其他準備科目。

## 5. 不動產、廠房及設備

(單位：美金千元)

本集團	建築物及改良	機器設備與		租賃改良	運輸設備	在建工程	合計
		其他設備	辦公設備				
<b>成本：</b>							
2021年1月1日	24,304	38,267	3,100	4,418	1,337	-	71,426
增添	221	2,700	427	236	277	10,233	14,094
處分	-	(513)	(5)	-	(36)	-	(554)
重分類	502	(20)	(500)	18	-	-	-
換算調整數	212	46	(9)	18	20	-	287
2021年12月31日及							
2022年1月1日	25,239	40,480	3,013	4,690	1,598	10,233	85,253
增添	132	6,549	187	91	332	10,814	18,105
處分	(51)	(3,819)	(44)	-	(29)	-	(3,943)
重分類	13,207	5,295	30	134	57	(18,723)	-
換算調整數	(977)	(511)	(661)	(44)	(34)	-	(2,227)
2022年12月31日	37,550	47,994	2,525	4,871	1,924	2,324	97,188
<b>累計折舊：</b>							
2021年1月1日	12,791	30,796	1,669	4,010	661	-	49,927
當年度提列之折舊	1,279	1,770	284	38	196	-	3,567
處分	(25)	(478)	(5)	-	(32)	-	(540)
換算調整數	(41)	(39)	120	145	4	-	189
2021年12月31日及							
2022年1月1日	14,004	32,049	2,068	4,193	829	-	53,143
當年度提列之折舊	836	1,593	401	148	199	-	3,177
處分	(51)	(3,819)	(44)	-	(14)	-	(3,928)
重分類	299	(299)	-	-	-	-	-
換算調整數	(338)	(300)	(365)	(25)	(22)	-	(1,050)
2022年12月31日	14,750	29,224	2,060	4,316	992	-	51,342
<b>帳面價值：</b>							
2021年12月31日	11,235	8,431	945	497	769	10,233	32,110
2022年12月31日	22,800	18,770	465	555	932	2,324	45,846

## 5. 不動產、廠房及設備 (續)

## 減損評估

本公司 2022 年 12 月 31 日對不動產、廠房及設備進行了減損測試，因該等投資存在減損跡象。現金產生單位的可收回金額係根據管理階層確認之涵蓋五年期間財務預算現金流量預測，計算其使用價值而釐定。以下假設是基於管理階層對本集團在各國營運的合理估計：

	2022
收入成長率	3.0% – 8.0%
終端增長率	1.0% – 3.0%
稅前折現率	9.6% – 18.2%

\*以前年度並無減損跡象，因此上述表格無可比較比率。

## 用於計算使用價值的主要假設

管理階層為不動產、廠房及設備進行減損測試所採用的現金流量預測的主要假設如下：

## a) 預期銷貨毛利

預期銷貨毛利係依據管理階層的擴張策略，且參考歷史利潤率及預期成長率，並預期於預計期間內因效率的提升而增長。

## b) 收入成長率

預期收入成長率係根據管理階層針對現金產生單位長期之平均成長率估計。

## c) 終端增長率

預期終端增長率係依據已發表的產業研究，且不超過與現金產生單位相關產業之長期平均增長率。

## d) 稅前折現率

稅前折現率係反應管理階層對於各現金產生單位風險之估計。此為管理階層評估營運績效及未來投資方案之指標。在決定各個現金產生單位之折現率時，係依現金產生單位特定情況計算，並考量加權平均資本成本 (WACC) 所得出。WACC 同時考量負債及權益成本，權益之成本係集團之投資者對投資之預期報酬，而負債之成本則係集團有義務償還之附息借款成本。現金產生單位特定風險則採用個別beta因子而納入，此beta因子係依據每年公開之市場資料評估而得。

## 假設改變之敏感性分析

如果收入成長率及終端增長率下降或稅前折現率增加至以下比率，預期可回收金額與帳面金額幾乎一致。

	2022
收入成長率	0% – 7.0%
終端增長率	0% – 0.7%
稅前折現率	10.4% – 19.0%

## 6. 不動產、廠房及設備 (續)

(單位：美金千元)

本公司	建築物及改良	機器設備與辦公設備	租賃改良	運輸設備	在建工程	合計
成本:						
2021 年 1 月 1 日	2,457	3,484	10	50	–	6,001
增添	1	54	–	–	100	155
2021 年 12 月 31 日及 2022 年 1 月 1 日	2,458	3,538	10	50	100	6,156
增添	–	28	14	25	34	101
重分類	–	–	134	–	(134)	–
2022 年 12 月 31 日	2,458	3,566	158	75	–	6,257
累計折舊::					–	
2021 年 1 月 1 日	2,450	3,444	7	50		5,951
當年度提列之折舊	4	15	2	–	–	21
2021 年 12 月 31 日及 2022 年 1 月 1 日	2,454	3,459	9	50	–	5,972
當年度提列之折舊	4	40	43	4	–	91
2022 年 12 月 31 日	2,458	3,499	52	54	–	6,063
帳面價值:						
2021 年 12 月 31 日	4	79	1	–	100	184
2022 年 12 月 31 日	–	67	106	21	–	194

## 質押資產

截至 2022 年 12 月 31 日，帳面價值為 \$4,900,000 美元 (2021 年：\$5,500,000 美元) 之不動產、廠房及設備用以抵押貸款情形，請詳閱附註 18。

## 處分不動產、廠房及設備

2022 年，本集團以 \$180,000 美金出售了總帳面價值為 \$15,000 美元不動產、廠房和設備，並認列 \$165,000 美元的處分利益於損益表中其他收入項下 (請參閱附註 20)。

## 7. 投資性不動產

(單位：美金千元)

	本集團	
	2022	2021
成本：		
1月1日及12月31日	5,465	5,465
累計折舊：		
1月1日	2,737	2,626
當年度提列折舊	111	111
12月31日	2,848	2,737
12月31日淨帳面價值	2,617	2,728
損益表：		
租金收入(附註29)	613	613
折舊		
投資性不動產(附註24)	(111)	(111)
使用權資產	(12)	(12)
維修及修繕	(9)	(9)
稅務及證照	(11)	(13)
保險	(3)	(4)
	467	464

本集團投資性不動產位於菲律賓No. 7 corners of Argonaut Highway, Efficiency Avenue and Duty street, within Subic Bay Gateway Park, Subic Bay Freeport Zone, Olongapo City, Zambales。係以賺取租金為目的持有之建築物及其改良物。本集團投資性不動產並無變現之限制，亦無契約義務購買、建造或發展、修繕或改善投資性不動產。

## 投資性不動產評價

截至2022年和2021年12月31日，投資性不動產係以成本減除累計折舊及累計減損表達。本集團之投資性不動產係由具有認可及相關專業資格的獨立估價師衡量公允價值。所用評價技術和輸入數據的詳情揭露於財務報表附註33。

投資性不動產之總公允價值係以收益法評估。收益法係由估價師通過將預期的未來收益轉換為當前財產價值，來得出其價值指標。2022年收益法中使用的12.3% (2021年：9.9%) 折現率將“預期的未來收益”評估為當前資產價值，是根據堆疊法計算的。截至2022年12月31日，根據投資性不動產的最高和最佳用途，其公允價值達到\$3,774,000美元 (2021: \$4,285,000美元)。對整體公允價值衡量等級分類，該公允價值係屬第三等級 (對公允價值衡量具有重要意義的最低輸入水準係可直接或間接觀察到的估值技術)。

## 8. 出租資產

(單位：美金千元)

	本集團	
	2022	2021
成本：		
1月1日	9,652	7,828
增添	1,674	2,280
沖銷	-	(17)
處分	(793)	(439)
12月31日	10,533	9,652
累積攤銷：		
1月1日	5,200	3,470
當年度攤銷費用	1,988	2,136
沖銷	-	(17)
處分	(771)	(389)
12月31日	6,417	5,200
12月31日淨帳面價值	4,116	4,452

## 9. 投資子公司

投資子公司包含：

(單位：美金千元)

	本公司	
	2022	2021
未上市股票，以成本入帳	28,369	28,369
備抵減損損失	(17)	(16)
	28,352	28,353

## 9. 投資子公司 (續)

(a) 本集團截至 12 月 31 日所持有之子公司明細如下：

子公司名稱	主要營業活動	創立及營業之所在地	本公司之持股比例		本公司投資成本	
			2022	2021	2022	2021
			%	%	美金千元	美金千元
<b>本公司直接持有</b>						
Universal Weavers Corporation (UWC) <sup>(a)</sup>	生產及銷售紡織布料	菲律賓	100.0	100.0	5,863 <sup>(b)</sup>	5,863 <sup>(b)</sup>
Contex Corporation (CC) <sup>(a)</sup>	銷售醫療用紡織用品、病人服、枕頭、床單、手術服以及轉租業務	菲律賓	98.8 <sup>(a)</sup>	98.8 <sup>(a)</sup>	1,854	1,854
美德向邦股份有限公司 (MTC) <sup>(b)</sup>	製造、出租、銷售及配送醫療耗材及提供醫院洗滌服務	臺灣	100.0 <sup>(b)</sup>	100.0 <sup>(b)</sup>	7,569 <sup>(b)</sup>	7,569 <sup>(b)</sup>
Medtex Corporation <sup>(a)</sup>	製造及銷售彈性繃帶及織帶及其他成衣產品	菲律賓	100.0	100.0	474 <sup>(b)</sup>	474 <sup>(b)</sup>
Medtecs (Cambodia) Corporation Limited (MCCL) <sup>(c)</sup>	製造醫療耗材及採購服務	柬埔寨	100.0	100.0	2,038 <sup>(b)</sup>	2,038 <sup>(b)</sup>
Medtecs (Asia Pacific) Pte. Ltd. (MAP) <sup>(d)</sup>	銷售紡織面料及其他同性質之紡織產品	新加坡	100.0	100.0	1,241 <sup>(k)</sup>	1,241 <sup>(k)</sup>
Medtecs Materials Technology Corporation (MMTC) <sup>(a)</sup>	生產、租賃及銷售紡織面料及其他同性質之紡織製成品及相關醫療產品及提供醫院洗滌服務	菲律賓	100.0	100.0	2,021	2,021
Medtecs MSEZ Corp., Ltd. (MMSEZ) <sup>(e)</sup>	生產紡織及不織布面料	柬埔寨	100.0 <sup>(l)</sup>	100.0 <sup>(l)</sup>	3,370	3,370
Medtecs USA Corporation <sup>(f)</sup>	生產及供應個人防護裝備及醫療保健產品	美國	100.0 <sup>(m)</sup>	100.0 <sup>(m)</sup>	100	100
Medtecs (Far East) Limited <sup>(f)</sup>	銷售紡織品及其他同性質之紡織產品	香港特別行政區	100.0	100.0	— <sup>(r)</sup>	1
Cooper Development Limited <sup>(e)</sup>	控股公司	馬來西亞	100.0	100.0	3,822 <sup>(b)</sup>	3,822 <sup>(b)</sup>

## 9. 投資子公司 (續)

(a) 本集團截至 12 月 31 日所持有之子公司明細如下：

子公司名稱	主要營業活動	創立及營業之所在地	本公司之持股比例		本公司投資成本	
			2022	2021	2022	2021
			%	%	美金千元	美金千元
<b>透過子公司間接持有</b>						
杭州津誠醫用紡織有限公司(津誠) <sup>(e)</sup>	生產及銷售紡織品及其他相關醫療產品	中華人民共和國	100.0	100.0	—	—
淄博聯恆紡織有限公司(聯恆) <sup>(f)</sup>	生產及銷售紡織品	中華人民共和國	51.1 <sup>(f)</sup>	51.1 <sup>(f)</sup>	—	—
淄博聯成紡織服裝有限公司 <sup>(f)</sup>	生產及銷售紡織品	中華人民共和國	100.0	100.0	—	—
Resilient Medical Pte. Ltd. (RMPL) <sup>(d)</sup>	生產及供應個人防護裝備及醫療保健產品	新加坡	66.7 <sup>(n)</sup>	70.6 <sup>(n)</sup>	—	—
RMKH Glove Pte. Ltd. (RMKH Glove) <sup>(d)</sup>	生產及供應個人防護裝備及醫療保健產品	新加坡	66.7 <sup>(o)</sup>	70.6 <sup>(o)</sup>	—	—
RMKH Glove (Cambodia) Co., Ltd. (RMKH Cambodia) <sup>(e)</sup>	手套生產及銷售	柬埔寨	66.7 <sup>(p)</sup>	70.6 <sup>(p)</sup>	—	—
杭州津誠醫療科技有限公司(津誠科技) <sup>(e)</sup>	銷售衛生用品、醫療設備和一次性醫療用品	中華人民共和國	100.0 <sup>(q)</sup>	100.0 <sup>(q)</sup>	—	—
					28,352	28,353

(a) 由Sycip, Gorres, Velayo &amp; Co. (Ernst &amp; Young Global成員)查核。

(b) 由安永台灣查核。

(c) 由Ernst &amp; Young (Cambodia) Ltd查核。

(d) 由Ernst &amp; Young LLP, Singapore查核。

(e) 由其他會計事務所查核。

(f) 在註冊成立的國家不需要法定審計。

(g) 部分股權係由少數股東持有，其持有總比例約為實收股本總額之1.2%。

(h) 部分股權係由少數股東持有，其持有總比例約為實收股本總額之7.6%，並於2014年由本公司取得。

(i) 部分股權係由少數股東持有，其持有總比例約為實收股本總額之48.9%。

(j) 包括給與子公司員工之以權益交割員工認股權，視為對子公司投資之增加。

(k) 包括因子公司持續虧損所提列備抵減損損失\$16,000美元。

(l) 2020年由本公司董事會批准以總投資成本\$3,370,000美元的價格收購MMSEZ(前身為MTC的全資子公司)的所有股份。

(m) 2020年成立新子公司：Medtecs USA Corporation，投資成本為\$100,000美元，佔該子公司100%的股權。

(n) MAP於2021年1月18日成立RMPL。在公告同期，第三方公司與MAP簽訂合資協議，成為RMPL股東。截至2022年12月31日，MAP與合資方實收股本總額合計\$9,000,000美元(2021年：\$8,500,000美元)，分別\$6,000,000美元及\$3,000,000美元(2021年：分別為\$6,000,000美元及\$2,500,000美元)。部分股權係由少數股東持有，其持有總比例約為實收股本總額之33.3%(2021年：29.4%)。

(o) RMPL於2021年3月16日成立RMKH Glove，為全資子公司，實收股本總額為\$2,000,000美元。

(p) RMKH Glove於2021年12月1日成立RMKH Glove Cambodia，為全資子公司，實收股本總額為\$2,500,000美元。

(q) 杭州津誠醫用紡織於2021年10月14日成立杭州津誠醫療科技有限公司，為全資子公司，實收股本總額為人民幣\$500,000元。

(r) 因無營運已全數提列備抵減損損失。



## 8. 投資子公司 (續)

## (b) 具重大非控制權益之子公司權益

	少數股東所持有的權益比率		財務報表日之累積非控制權益	
	2022 %	2021 %	2022 美金千元	2021 美金千元
聯恆	48.9%	48.9%	367	367
RMPL 及其子公司	33.3%	29.4%	2,214	2,401

## (c) 具重大非控制權益之子公司權益之財務摘要

以下具有非控制權益之子公司的財務摘要係根據SFRS (1) 編制的，並根據取得的公允價值調整和本集團會計政策的差異進行了修改。

## 資產負債表摘要

(單位：美金千元)

	聯恆		RMPL 及其子公司	
	2022	2021	2022	2021
非流動資產	-	-	22,218	12,496
流動資產	750	750	3,335	10,048
非流動負債	-	-	(4,211)	(2,642)
流動負債	-	-	(14,692)	(11,736)
淨資產	750	750	6,650	8,166
歸屬於非控制權益之淨資產	367	367	2,214	2,401

## 綜合損益表摘要

(單位：美金千元)

	聯恆		RMPL 及其子公司	
	2022	2021	2022	2021
營業收入	-	-	-	-
本年度虧損，以綜合(損)益稅後淨額表達	-	(716)	(2,016)	(335)
歸屬於 NCI 綜合(損)益總額	-	(350)	(671)	(98)

## 現金流量表摘要

(單位：美金千元)

	聯恆		RMPL 及其子公司	
	2022	2021	2022	2021
營業活動	-	-	(834)	11,680
投資活動	-	-	(8,458)	(10,133)
籌資活動	-	-	50	8,500
現金及約當現金增加(減少)數	-	-	(9,242)	10,047

## 9. 投資子公司 (續)

## (d) 減損評估

本公司 2022 年 12 月 31 日對子公司投資進行了減損測試，因該等投資存在減損跡象。現金產生單位的可收回金額係根據管理階層確認之涵蓋五年期間財務預算現金流量預測，計算其使用價值而釐定。以下假設是基於管理階層對本集團在各國營運的合理估計：

	菲律賓	柬埔寨	中國
收入成長率	3.0%	5.0%	8.0%
終端增長率	3.0%	5.0%	2.3%
稅前折現率	11.4% – 14.4%	12.2% – 18.2%	11.1%

## 用於計算使用價值的主要假設

管理階層為對子公司投資進行減損測試所採用的現金流量預測的主要假設如下：

## e) 預期銷貨毛利

預期銷貨毛利係依據管理階層的擴張策略，且參考歷史利潤率及預期成長率，並預期於預計期間內因效率的提升而增長。

## f) 收入成長率

預期收入成長率係根據管理階層對現金產生單位長期之平均成長率估計。

## g) 終端增長率

預期終端增長率係依據已發表的產業研究，且不超過與現金產生單位相關產業之長期平均增長率。

## h) 稅前折現率

稅前折現率係反應管理階層對於各子公司投資風險之估計。此為管理階層評估營運績效及未來投資方案之指標。在決定各子公司投資之折現率時，係依各子公司投資具體情況計算，並考量加權平均資本成本(WACC)所得出。WACC 同時考量負債及權益成本，權益成本係集團之投資者對投資之預期報酬，而負債成本則係集團有義務償還之付息借款成本。對子公司投資特定風險則採用個別beta因子而納入，此beta因子係依據每年公開之市場資料評估而得。

## 假設改變之敏感性分析

假設收入成長率和終端增長率依照下表被調降或稅前折現率被調高，估計可回收金額幾乎等於帳面金額。

	菲律賓	柬埔寨	中國
收入成長率	0%	0% – 1%	5.3%
終端增長率	0%	0% – 0.9%	0%
稅前折現率	11.4% – 14.4%	12.9% – 19.0%	11.5%

**10. 商譽**

(單位：美金千元)

	本集團	
	2022	2021
1月1日及12月31日	709	709

因企業合併所產生之商譽已分攤至下列各現金產出單位，作為減損測試之基礎：

(單位：美金千元)

	2022	2021
	製造部門	198
醫院服務部門	511	511
12月31日	709	709

**減損評估**

現金產生單位之可收回金額係以經管理階層核准之五年期現金流量預測為基礎。管理階層基於現行營運模式及對中國和臺灣地區之擴展計劃基礎上，依下述關鍵假設評估現金產生單位之可收回金額：

	收入成長率 %	終端增長率 %	稅前折現率 %
<b>2022</b>			
製造部門	7.0 – 10.0	1.0	9.6
醫院服務部門	7.0 – 10.0	1.0	9.6
<b>2021</b>			
製造部門	8.0	8.0	12.2
醫院服務部門	8.0	8.0	8.3

**用於計算使用價值之主要假設**

以下為管理階層進行商譽減損測試時對於現金流量預測之重大假設：

**a) 預計銷貨毛利**

預計銷貨毛利係依據管理階層的擴張策略，且參考歷史利潤率及預期成長率，並預期於預計期間內因效率的提升而增長。

**b) 收入成長率**

預期收入成長率係根據管理階層針對現金產生單位長期之平均成長率估計。

**c) 終端增長率**

預期終端增長率係依據已發表的產業研究，且不超過與現金產生單位相關產業之長期平均增長率。

**d) 市場占有率假設**

市場份額假設非常重要，因為管理階層評估在預算期間內，現金產生單位相對於競爭對手之市場占有率變化。

**10. 商譽 (續)**
**e) 稅前折現率**

稅前折現率係反應管理階層對於各現金產生單位風險之估計。此為管理階層評估營運績效及未來投資方案之指標。在決定各個現金產生單位之折現率時，係依現金產生單位特定情況計算，並考量加權平均資本成本 (WACC) 所得出。WACC 同時考量負債及權益成本，權益之成本係集團之投資者對投資之預期報酬，而負債之成本則係集團有義務償還之附息借款成本。現金產生單位特定風險則採用個別beta因子而納入，此beta因子係依據每年公開之市場資料評估而得。

**假設改變之敏感性分析**
**製造部門**

假設收入成長率和終端增長率依照下表被調降或稅前折現率被調高，估計可回收金額幾乎等於帳面金額。

	2022	2021
收入成長率	7.0% – 9.0%	5.6%
終端增長率	0.7%	1.7%
稅前折現率	10.8%	13.2%

**醫院服務部門**

假設收入成長率和終端增長率依照下表被調降或稅前折現率被調高，估計可回收金額幾乎等於帳面金額。

	2022	2021
收入成長率	6.6% – 8.6%	4.2%
終端增長率	0%	3.5%
稅前折現率	12.2%	9.2%

**11. 應收子公司帳款**

(單位：美金千元)

	本公司	
	2022	2021
應收子公司帳款 (交易)	2,795	8,917
應收子公司帳款 (非交易)	14,130	11,601
	16,925	20,518

對子公司之應收帳款 (交易) 係無擔保、免息，且依約定期間支付。

對子公司之應收帳款 (非交易) 係公司向 RMPL 提供資助其建設活動之預付款項，這些款項係無擔保，以年利率 7% 計息，且依約定期間支付。

## 12. 其他非流動資產

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
具報價權益投資	3,361	1,843	-	-
無報價債券投資	3,000	-	-	-
押金	1,121	610	92	93
存出保證金	557	712	-	-
其他	578	622	20	20
	<u>8,617</u>	<u>3,787</u>	<u>112</u>	<u>113</u>

## 具報價權益投資

本集團已考慮投資的性質、特點和風險以及公允價值衡量所屬的公允價值層級。

本集團在第一層級下按公允價值衡量且其變動計入其他綜合損益，其估價技術基於相同資產或負債在活躍市場的報價。

## 無報價債券投資

在財政年度期間，本集團投資\$3,000,000美元的柬埔寨政府未上市政府債券，其期限為3年，利率為5.5%。集團以攤銷成本計量其對債券的投資，對於無法觀察到的輸入的報價市場價格、估值或報價，其公允價值根據評價層次中的第3級進行披露。詳細資訊請參閱附註33。

## 押金

押金係租賃協議和公用事業消耗協議之可退還押金，將在合約期間結束時退還給本集團。

## 存出保證金

存出保證金係向台灣醫院客戶提供之保證金，作為在服務合約期限內提供服務的保證，並於合約期間結束後退還。

其他包括高爾夫會員證及其他長期投資。

## 12. 存貨

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
<b>成本：</b>				
在途存貨	2,510	1,129	2,190	-
原料	27,925	26,578	-	12
在製品	2,198	5,434	-	12
物料及零件備品	972	2,679	-	1
製成品	18,536	18,001	3,027	2,365
	<u>52,141</u>	<u>53,821</u>	<u>5,217</u>	<u>2,390</u>
<b>淨變現價值：</b>				
在途存貨	2,424	1,129	1,445	-
原料	21,545	25,150	-	12
在製品	777	5,512	-	12
物料及零件備品	961	2,613	-	1
製成品	10,687	15,256	1,859	2,365
	<u>36,394</u>	<u>49,660</u>	<u>3,304</u>	<u>2,390</u>
<b>成本與淨變現價值孰低</b>	<u>36,394</u>	<u>49,660</u>	<u>3,304</u>	<u>2,390</u>

本集團於2022年度因營運認列的存貨成本為\$32,316,000美元(2021年：\$64,269,000美元)(請參閱附註24)。存貨於提列備抵呆滯損失後以淨變現價值表達。年度備抵存貨損失變動情況如下：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
1月1日	4,161	3,002	-	-
當年度費用	11,748	3,000	1,913	-
沖銷	(158)	(1,841)	-	-
換算差異	(4)	-	-	-
12月31日	<u>15,747</u>	<u>4,161</u>	<u>1,913</u>	<u>-</u>

由於全球市場上個人防護設備和口罩的平均售價在 COVID-19 疫情結束時出現急劇下降，導致存貨成本下降至其淨變現價值，本集團和本公司於2022年分別認列存貨備抵損失\$11,748,000美元和\$1,913,000美元。此外，本集團還認列\$101,000美元之滯銷和滯留庫存備抵存貨損失(2021年：\$0美元)。

## 12. 應收帳款

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
應收帳款				
製造	31,473	38,896	28,608	25,785
醫院服務	2,253	2,232	-	-
經銷及其他	426	1,454	-	-
	34,152	42,582	28,608	25,785
減：備抵預期信用減損損失	(3,794)	(235)	(2,738)	-
應收帳款合計	30,358	42,347	25,870	25,785
加：現金及約當現金及定期存款(附註 16)	35,281	58,290	3,366	15,711
其他流動資產(附註 15)	6,102	13,072	2,277	7,672
應收帳款-關係人(附註 11)	-	-	16,925	20,518
其他非流動資產(附註 12)	8,617	3,787	112	113
減：預付款(附註 15)	(846)	(1,420)	(568)	(762)
應收稅款(附註 15)	(944)	(970)	-	-
預付貨款淨額(附註 15)	(2,664)	(6,145)	(773)	(2,881)
具報價權益投資(附註 12)	(3,361)	(1,843)	-	-
押金及存出保證金(附註 12)	(1,678)	(1,322)	(92)	(93)
其他(附註 12)	(578)	(622)	(20)	(20)
按攤銷後成本之金融資產合計	70,287	105,174	47,097	66,043

應收帳款係屬無息，且通常於 1 至 4 個月到期，因與公允價值相近，故以原始交易金額認列。

截至 12 月 31 日止，以外幣計價之應收帳款列示如下：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
菲律賓披索	339	576	-	-
人民幣	51	263	-	-
新台幣	2,333	1,930	-	-

預期信用減損損失(“ECLs”)

依存續期間計算應收帳款的備抵預期信用減損損失變動情況如下：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
1 月 1 日	235	220	-	-
當年度費用	3,591	19	2,738	-
沖銷	(23)	-	-	-
換算差異	(9)	(4)	-	-
12 月 31 日	3,794	235	2,738	-

在 2022 年，本集團和本公司分別增額認列備抵預期信用損失 \$3,591,000 美元和 \$2,738,000 美元，其中包含逾期應收款項和根據管理階層評估客戶收款能力之備抵損失。

## 13. 其他流動資產

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
預付貨款	2,918	6,195	1,027	2,931
預付款	846	1,420	568	762
員工借支	165	62	28	23
應收稅款	944	970	-	-
其他保證金	107	414	107	8
其他應收款	1,376	4,061	801	3,998
減：備抵預期信用損失	(254)	(50)	(254)	(50)
	6,102	13,072	2,277	7,672

預付貨款項係支付供應商未來一年內所需交付貨物。在 2022 年，由於管理階層評估長期預付款將無法收回，本集團直接沖銷 \$1,500,000 美元之預付貨款 (2021 年：\$0 美元)。

其他應收款包括應收租賃款及其他應收非關係人款項。

其他保證金包括預計在 12 個月內收回之工程保證金及可退還保證金。

截至 12 月 31 日止，以外幣計價之其他流動資產列示如下：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
人民幣	1,248	274	-	-
菲律賓披索	303	599	38	333
新台幣	709	1,734	-	-
新加坡幣	9	314	-	-

## 14. 現金及約當現金及按攤銷後成本衡量之金融資產

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
庫存現金	2,815	43	2,771	1
銀行存款	9,262	48,972	595	15,710
定期存款	23,204	9,275	-	-
	35,281	58,290	3,366	15,711
減：到期日大於 3 個月不上 1 年以內之按攤銷後成本衡量之金融資產(包含已質押之定存)	(17,159)	(9,275)	-	-
	18,122	49,015	3,366	15,711

本集團及本公司銀行餘額按照銀行存款浮動利率計算利息。



**16. 現金及約當現金及按攤銷後成本衡量之金融資產 (續)**

本集團的按攤銷後成本衡量之金融資產總額為\$833,000美元(2021年: \$777,000美元)·已提供作為銀行信貸額度及短期貸款額度之擔保品。此類按攤銷後成本衡量之金融資產提取需經銀行核准透支額度·截至2022年12月31日·本集團未使用信貸額度總額為\$53,000,000美元·這些定存係以美金及菲律賓披索計價並計息·其年利率為1.75%–5.25%(2021年: 0.08%–3.6%)。

截至12月31日止·以外幣計價之現金與約當現金列示如下:

(單位: 美金千元)

	本集團		本公司	
	2022	2021	2022	2021
菲律賓披索	4,866	3,485	43	44
新台幣	3,451	3,351	2,770	–
新加坡幣	683	15,444	134	7,124
人民幣	685	692	–	–
歐元	7	52	1	52

本集團和本公司從定期存款中獲得的利息收入分別為\$453,000美元(2021年: \$33,000美元)和\$26,000美元(2021年: \$4,000美元)。

**17. 應付帳款及其他流動負債**

(單位: 美金千元)

	本集團		本公司	
	2022	2021	2022	2021
應付帳款	1,815	4,572	199	600
其他流動負債:				
其他應付款	2,660	1,427	553	857
應計營運費用	1,972	1,766	24	25
應付帳款及其他流動負債合計	6,447	7,765	776	1,482
加: 租賃負債(附註29)	3,910	6,779	316	476
短期借款(附註18)	15,643	9,306	–	–
減: 應付政府機構稅款	(191)	(1,156)	(19)	(163)
攤銷後成本之金融負債合計	25,809	22,694	1,073	1,795

應付帳款係無抵押、免息·且於一年內支付。

其他應付款包括應付政府機構款項和客戶預付款項。

截至12月31日止·以外幣計價之應付帳款及其他流動負債列示如下:

(單位: 美金千元)

	本集團		本公司	
	2022	2021	2022	2021
新台幣	1,178	2,341	–	–
人民幣	1,515	1,034	–	–
菲律賓披索	1,065	1,372	78	357

**18. 短期借款**

(單位: 美金千元)

	加權平均 有效利率(年)	到期日	本集團	
			2022	2021
新台幣借款				
- 無擔保	2.04%	2023	978	3,889
- 擔保	1.80%	2023	14,665	5,417
當期計息短期借款總額			15,643	9,306

不動廠、廠房及設備和定期存款的帳面價值分別為\$4,900,000美元和\$833,000美元(2021年: 分別為\$5,500,000美元和\$777,000美元)(請參閱附註6和16)·作為本集團之擔保短期借款分別為金額\$14,665,000美元(2021年: \$5,417,000美元)。

短期借款係指本集團營運週轉金提取金額·具有短期性質·其付款期限為2至6個月·到期後可續借·本集團已於2023年3月到期續借總額\$15,000,000美元之銀行借款。

來自籌資活動之負債調節表列示如下:

(單位: 美金千元)

	2021年12月31日		非現金變化	
	/ 2022年1月1日	淨現金流量	其他	2022年12月31日
短期借款	9,306	6,337	–	15,643
租賃負債	6,779	(5,855)	2,986	3,910
應計利息	19	(423)	404	–
總計	16,104	59	3,390	19,553

	2020年12月31日		非現金變化	
	/ 2021年1月1日	淨現金流量	其他	2021年12月31日
長期借款				
- 流動	1,250	(1,250)	–	–
- 非流動	228	(228)	–	–
短期借款	31,603	(22,297)	–	9,306
租賃負債	3,544	(849)	4,084	6,779
應計利息	24	(408)	403	19
總計	36,649	(25,032)	4,487	16,104

**長期借款**

- 流動	1,250	(1,250)	–	–
- 非流動	228	(228)	–	–
短期借款	31,603	(22,297)	–	9,306
租賃負債	3,544	(849)	4,084	6,779
應計利息	24	(408)	403	19
總計	36,649	(25,032)	4,487	16,104

“其他”係指非流動之長期借款隨時間經過而重分類以及租賃負債的新增及調整。

## 19. 營業收入

## 收入細分

(單位：美金千元)

本集團	製造		醫院服務		經銷及其他		合計	
	2022	2021	2022	2021	2022	2021	2022	2021
主要地域市場								
北美	9,610	37,642	-	-	-	-	9,610	37,642
亞太地區	11,513	50,233	14,312	14,971	6,251	11,247	32,076	76,451
歐洲	14,343	30,062	-	-	-	-	14,343	30,062
澳洲	214	-	-	-	-	-	214	-
	<u>35,680</u>	<u>117,937</u>	<u>14,312</u>	<u>14,971</u>	<u>6,251</u>	<u>11,247</u>	<u>56,243</u>	<u>144,155</u>
合約收入								
製造收入	35,680	117,937	-	-	-	-	35,680	117,937
醫院服務收入	-	-	14,312	14,971	-	-	14,312	14,971
經銷及其他收入	-	-	-	-	6,251	11,247	6,251	11,247
	<u>35,680</u>	<u>117,937</u>	<u>14,312</u>	<u>14,971</u>	<u>6,251</u>	<u>11,247</u>	<u>56,243</u>	<u>144,155</u>
轉移商品或服務								
的時間								
於某個時間點認列	35,680	117,937	-	-	5,638	10,634	41,318	128,571
隨時間逐步認列	-	-	14,312	14,971	613	613	14,925	15,584
	<u>35,680</u>	<u>117,937</u>	<u>14,312</u>	<u>14,971</u>	<u>6,251</u>	<u>11,247</u>	<u>56,243</u>	<u>144,155</u>

截至2022年12月31日經銷及其他部門下的 Contex Corporation 賺得租金收入金額為\$612,501美元 (2021年：\$612,501美元)，請參閱附註29。

截至 2022 年 12 月 31 日，來自集團製造部門主要客戶的收入約占集團總收入的 36% (2021 年: 30%)。

本公司客戶之營業收入細分如下：

(單位：美金千元)

本公司	2022	2021
主要地域市場		
北美	7,329	17,714
亞太地區	3,273	51,286
澳洲	214	-
	<u>10,816</u>	<u>69,000</u>
合約收入		
製造收入	10,816	69,000
轉移商品或服務的時間		
於某個時間點認列	10,816	69,000

## 18. 其他收入-淨額

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
外幣兌換利益(損失)	830	25	(159)	42
租金收入	213	46	601	-
處分利益(損失)	165	58	(430)	461
下腳收入	630	698	-	-
保險理賠利益	78	-	78	-
其他收入-長期未償負債迴轉	42	704	3	704
其他	503	233	28	26
	<u>2,461</u>	<u>1,764</u>	<u>121</u>	<u>1,233</u>

其他包含便利津貼、管理費、餐廳租金、雜項收入和其他營業收入。

## 21. 員工福利

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
人事費用				
薪資支出	25,437	31,313	4,189	3,509
確定福利計劃及其他相關費用	1,368	1,388	48	53
	<u>26,805</u>	<u>32,701</u>	<u>4,237</u>	<u>3,562</u>

人事費用包含董事酬勞，請參閱附註 28(b)。

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
人事費用				
銷貨成本	17,282	24,851	29	67
管理費用	7,188	6,305	3,292	3,072
銷售費用	2,335	1,545	916	423
	<u>26,805</u>	<u>32,701</u>	<u>4,237</u>	<u>3,562</u>

其他員工福利包含 MTC 之確定提撥計畫。台灣勞工退休金條例自 2005 年 7 月 1 日起施行，並採確定提撥制。實施後員工得選擇適用「勞動基準法」有關之退休金規定，或適用該條例之退休金制度並保留適用該條例前之工作年資。對適用該條例之員工，本公司每月負擔之員工退休金提撥率，不得低於員工每月薪資百分之六。

## 退休金計劃

退休金計劃適用於大部份本集團於菲律賓正式聘用之員工。退休金係依據最近一個月薪資的特定比例以及服務年資計算。董事會定期複核其適當性，以確定年底之帳列金額與 SFRS(I) 1-19 之規定無重大差異。

依目前之法律架構，菲律賓 Republic Act 7641 及 Retirement Pay Law，在集體協議及其他協議之退休福利不少於法律規定之前提下，若私人企業並未訂定退休金計畫，應設置退休給付之準備。惟該法並未規定最低應提撥之金額。

## 21. 員工福利 (續)

截至 2022年12月31日之退休金計劃最新的獨立精算評估，獨立精算師依 SFRS(I) 1-19 並按預計單位精算成本法編製。

退休福利費用認列於損益表組成如下列示：

	(單位：美金千元)			
	本集團		本公司	
	2022	2021	2022	2021
當期服務成本	74	95	18	23
利息成本	49	41	11	10
福利金費用淨額	123	136	29	33

截至 2022年，本集團及本公司在確定福利計畫下所認列之應計退休金負債分別為 \$811,000美元 (2021年: \$1,075,000美元) 及 \$167,000美元 (2021年: \$240,000美元)。本集團管理階層仍在規劃關於退休基金之計劃。

未提撥之確定福利義務現值變動如下：

	(單位：美金千元)			
	未提撥之應計退休金負債			
	本集團		本公司	
	2022	2021	2022	2021
1月1日	1,075	1,221	240	276
當期服務成本	74	95	18	23
利息成本	49	41	11	10
支付之福利	(35)	(28)	(29)	(15)
換算調整數	(89)	(60)	(17)	(16)
再衡量利益淨額	(263)	(194)	(56)	(38)
12月31日	811	1,075	167	240

截至 12月31日止退休金福利之主要精算假設為：

	本集團		本公司	
	2022	2021	2022	2021
折現率	7.02% - 7.10%	4.91% - 4.98%	7.10%	4.98%
薪資成長率	5.0%	5.0%	5.0%	5.0%

各年度歷史調整揭露如下：

	(單位：美金千元)				
	本集團				
	2022	2021	2020	2019	2018
未提撥之確定福利義務	811	1,075	1,221	927	585
計畫負債精算假設變動之調整數	(233)	(221)	267	133	(150)
計畫負債之經驗調整	(30)	27	(119)	110	(26)
本公司					
	2022	2021	2020	2019	2018
未提撥之確定福利義務	167	240	276	225	133
計畫負債精算假設變動之調整數	(55)	(45)	42	53	(33)
計畫負債之經驗調整	-	7	(29)	17	(30)

## 21. 員工福利 (續)

2022年12月31日重大假設定量敏感度分析如下：

假設	敏感程度	確定福利義務影響數	
		本集團	本公司
		增加 (減少) 美金千元	增加 (減少) 美金千元
折現率	+0.5%	(45)	(11)
	-0.5%	41	11
未來薪資增加	+2%	209	49
	-2%	(161)	(38)

以上敏感性分析係根據報導期間結束日關鍵假設之合理變動推估其對確定福利義務之影響。敏感性分析基於關鍵假設的變化，同時保持所有其他假設不變。敏感性分析可能不代表確定福利義務的實際變化，因為假設的變化不太可能相互獨立發生。

截至 2022年12月31日止，預期未來未提撥確定福利計畫義務如下：

	(單位：美金千元)	
	本集團	本公司
未來 12 個月內 (次年度報導期間)	37	-
一年以上至五年	101	29
五年以上至十年	631	64
十年以上至十五年	1,604	368
十五年以上至二十年	1,636	510
二十年以上	3,674	1,337
	7,683	2,308

於財務報導期間結束日之平均確定福利計畫義務期間為 18.5年(2021年：19年)。

## 20. 財務收入

	(單位：美金千元)			
	本集團		本公司	
	2022	2021	2022	2021
利息收入：				
- 定期存款	453	33	26	4
- 無報價債券投資	165	-	-	-
- 放款及應收款項	24	-	24	-
- 關係人	-	-	765	112
股利收入來自具報價權益投資	263	-	-	-
財務收入合計	905	33	815	116

## 21. 財務費用

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
利息費用：				
- 向非關係人貸款	423	398	208	10
- 租賃負債 (附註 29)	396	455	36	33
其他財務成本	132	38	4	3
財務費用合計	951	891	248	46

其他財務成本包含：銀行貸款手續費、資金調度、收付款及其他相關成本。

## 22. 稅前淨利 (損)

稅前淨利 (損) 係包括下列項目：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
<b>銷售成本及服務</b>				
銷貨成本	20,568	61,269	5,111	41,665
備抵存貨呆滯損失 (附註 13)	11,748	3,000	1,913	-
人事費用 (附註 21)				
- 薪資	16,188	23,729	14	39
- 退休金費用	94	117	13	25
- 其他員工福利	1,000	1,005	2	3
折舊費用				
- 不動產、廠房及設備 (附註 6)	1,868	2,239	-	1
- 投資性不動產 (附註 7)	111	111	-	-
- 出租資產攤銷 (附註 8)	1,988	2,136	-	-
- 使用權資產攤銷 (附註 29)	125	78	2	2
營業租賃費用 (附註 29)	219	401	-	-
<b>銷售費用</b>				
人事費用 (附註 21)				
- 薪資	2,206	1,435	907	418
- 退休金費用	7	4	4	1
- 其他員工福利	122	106	5	5
運費	5,916	6,457	4,181	2,738
廣告費用	2,123	1,444	2,123	1,444
佣金支出	192	644	191	572
專業費用	124	558	-	-

## 24. 稅前淨利 (損) (續)

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
<b>管理費用</b>				
人事費用 (附註 21)				
- 薪資	7,043	6,149	3,268	3,053
- 確定福利計劃及其他相關費用	145	156	24	19
備抵預期信用損失 (附註 14 和 15)	3,795	19	2,942	-
折舊費用				
- 不動產、廠房及設備 (附註 6)	1,309	1,328	91	21
- 使用權資產攤銷 (附註 29)	1,003	741	177	68
營業租賃費用 (附註 29)	195	139	21	44
審計服務				
- 集團會計師	235	175	148	66
- 子公司會計師	204	53	55	-
非審計服務				
- 集團會計師	-	42	-	10
- 子公司會計師	38	-	32	-
文書處理費	154	122	105	76
專業費用				
- 本公司顧問	212	93	205	86
- 建築顧問	118	52	-	-
- 其他顧問和保留費用	496	507	370	351

## 23. 所得稅額扣抵/(費用)

## a) 所得稅費用之主要組成項目

截至 12 月 31 日所得稅扣抵 (費用) 之主要組成項目如下：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
當期所得稅費用	499	442	-	-
遞延所得稅費用：				
暫時性差異	(1,890)	(34)	25	-
所得稅費用(扣抵)				
損益之認列	(1,391)	408	25	-



## 25. 所得稅額扣抵/(費用) (續)

## b) 所得稅費用和稅前淨利之關係

截至 2022 年及 2021 年 12 月 31 日之所得稅費用/(扣抵)與稅前淨利/(淨損)乘以適用稅率後金額之調節如下：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
稅前淨利 (損)	(30,654)	16,918	(11,602)	16,730
相關利益 (損失) 稅額 (以母公司適用稅率計算)	-	-	-	-
調整項目：				
高稅率對柬埔寨的影響	(1,918)	180	-	-
高稅率對菲律賓的影響	(299)	(165)	(198)	(33)
高稅率對台灣的影響	218	159	-	-
高稅率對中國的影響	5	-	-	-
不可減除之費用	(48)	36	26	29
未認列遞延所得稅資產變動	346	147	186	-
換算調整數	276	52	11	-
未使用稅額扣抵	23	-	-	-
最終稅的其他所得	(5)	-	-	-
其他	11	(1)	-	4
認列於損益項下所得稅費用(扣抵)	(1,391)	408	25	-

## c) 遞延所得稅資產及負債

本集團及本公司截至 12 月 31 日之遞延所得稅資產如下：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
應計項目	-	12	-	12
換算調整數	(5)	13	-	(2)
租賃負債超過使用權資產部分	11	8	-	2
未使用稅額扣抵	2,100	-	-	-
	2,106	33	-	12

未對MMTC之課稅損失\$1,400,000美元(2021年:\$1,900,000美元)而產生之暫時性差異而認列之遞延所得稅資產。其可用於2023年至2025年的未來課稅所得。係預期未來無足夠的課稅所得足以扣抵遞延所得稅資產利益。

## 25. 所得稅額扣抵/(費用) (續)

## c) 遞延所得稅資產及負債 (續)

遞延所得稅負債

本集團及本公司之遞延所得稅負債，主要係來自匯兌差異，分別為\$326,000美元(2021年:\$147,000美元)及\$13,000美元(2021年:\$0美元)。2022年，集團對於退休金負債之淨評估增值，認列遞延所得稅負債，金額為\$65,000美元(2021年:\$0美元)。

截至2022年及2021年12月31日，與集團子公司投資相關之暫時性差異，未認列遞延所得稅負債。本集團決定於可預見之未來，不分配子公司之未分配盈餘。

本集團在2022年或2021年向其股東支付的股息不會產生任何所得稅影響。

## d) 其他事項

本公司係設立於百慕達之免稅公司，故本公司之收入及資本利得不列入百慕達課稅範圍。

集團位於菲律賓之子公司及分支機構，係登記於經濟特區，故享有租稅之優惠，如：以5%之優惠稅率課徵菲律賓之所有國稅及地方稅，進口僅在經濟特區內使用之原物料、資本設備、家用及個人物品享免稅之優惠等。該經濟特區於2010年，依 Republic Act (RA) No. 9728.轉換為自由港區。原登記於經濟特區之公司，在新法案下，集團位於菲律賓之子公司及分支機構，依RA No. 7916 均符合直接登記於自由港區之優惠資格。

在柬埔寨之子公司，須以課稅所得之百分之二十或總收入之百分之一孰高者，支付所得稅。

本公司支付股利予股東並無所得稅之影響。

## 26. 每股盈餘/(虧損)

計算本年度基本每股盈餘/(虧損)及完全稀釋每股盈餘/(虧損)之資料列示如下：

(單位：美金千元)

	本集團	
	2022	2021
歸屬予本公司普通股股東之淨利 (損) 據以計算基本及稀釋每股盈餘	(28,596)	17,342
	股數	股數
加權平均流通在外普通股股數用以計算每股盈餘(單位：千股)：	545,286	546,911
每股盈餘/(虧損)(單位：美分)	(5.244)	3.171

每股盈餘之計算

基本每股盈餘之計算係以歸屬予本公司普通股股東之淨利除以本公司排除庫藏股之加權平均流通在外普通股股數。

稀釋每股盈餘的計算方法為：歸屬於母公司普通股股東的淨利(經可轉換特別股利息調整後)除以本年加權平均流通在外普通股股數加上在將所有具有稀釋性的潛在普通股轉換為普通股之本年度加權平均流通在外普通股股數。

**26. 每股盈餘/(虧損) (續)**

2022 年及 2021 年因該股票選擇權具反稀釋效果，故不作任何調整。自資產負債表日至財務報表完成日，並無任何影響普通股或潛在普通股之其他交易。

**27. 股利**

2022 年 5 月 27 日，董事會向截至 2022 年 6 月 16 日止之股東名冊記載之股東宣布分配每股普通股 \$0.0060 美元現金股利（不含稅）。現金股利於 2022 年 7 月 13 日支付，金額為 \$3,271,000 美元（2021 年：\$22,840,000 美元）。

**28. 重大關係人交易**
**a) 關係人交易**

除已於財務報表其他附註說明者外，本集團與關係人間之重大交易列示如下：

	(單位：美金千元)	
	本公司	
	2022	2021
收入：		
銷貨 - 子公司	2,962	25,116
成本及費用：		
進貨 - 子公司	4,610	39,886

截至 2022 年 12 月 31 日止，本集團除了與關係人存在租賃協議外，沒有其他相關交易，請參閱附註 29。

**b) 主要管理階層之酬勞**

主要管理階層薪酬（包括執行董事的薪酬）組成：

	(單位：美金千元)	
	本集團	
	2022	2021
董事費用*	208	215
薪酬獎金	2,858	2,497
確定福利計劃及其他相關費用	18	25
	3,084	2,737
包括執行董事的董事薪酬：		
- 本公司	2,539	2,232
- 子公司	-	-
	2,539	2,232

\*包括子公司董事費 \$3,000 美元 (2021 年：\$4,000 美元)。

主要管理階層人員之酬勞係由薪酬委員會考量個人績效及市場趨勢後予以決定。

在 2022 年和 2021 年沒有向主要管理人員授予解僱福利或其他長期僱員福利。

**29. 租賃**
集團為出租人

本集團依據合約，出租布服予簽約之醫院。其租賃服務契約之期間為一至五年，且可根據雙方協議進行續租。租賃收入之計價單位係以布服使用數量為主，因此未來最低租賃收入無法實際衡量。

截至 2022 年 12 月 31 日，本集團就建築物及其改良物簽訂營業租賃協議。截至 2022 年 12 月 31 日止，本集團於 2022 年 12 月 31 日結束之財務報導期間，認列營業租賃收入為 \$612,501 美元（2021 年：\$612,501 美元）。在租賃終止時，承租人未支付租金可由保證金中退還或扣抵，而該保證金截至 2022 年 12 月 31 日的金額為 \$63,552 美元（2021 年：\$59,132 美元）。在營業租賃起始日，保證金本金金額超過其公允價值，將其列為“遞延租賃收入”。於 12 月 31 日，遞延租賃收入區分流動和非流動列示如下：

	(單位：美金千元)	
	本集團	
	2022	2021
遞延租賃收入-流動	5	5
遞延租賃收入-非流動	23	28
	28	33

報導期間結束時，透過營業租賃於未來可收取之最低租賃收入如下：

	(單位：美金千元)	
	本集團	
	2022	2021
一年以內	627	615
超過一年至五年以內	3,155	3,266
超過五年	-	517
	3,782	4,398

集團為承租人

本集團與本公司已就土地及建築物訂立租賃協議，其租賃期間為 2 至 50 年。該租賃條款不限制本集團在股利、額外債務或其他租賃方面的活動。

本集團亦有若干租期為十二個月或以下且價值較低的租賃。本集團對這些租賃採用“短期租賃”和“低價值資產租賃”以認列豁免。

於 2022 年，本集團簽訂一份辦公場所租賃協議，符合使用權資產認列條件，認列金額為 \$461,000 美元（2021 年：\$1,148,000 美元）。

於 2022 年，本集團亦與 Manhattan International Corp. (MIC) 簽訂一份土地租賃協議 50 年，其中本集團一名董事擔任其董事（附註 28）。本集團於 2022 年分別認列使用權資產和租賃負債相關攤銷費用 \$143,000 美元（2021 年：\$132,000 美元）和利息費用增加 \$106,000 美元（2021 年：\$154,000 美元）。截至 2022 年 12 月 31 日，相關使用權資產和租賃負債分別為 \$4,400,000 美元（2021 年：\$2,700,000 美元）和 \$0 美元（2021 年：\$2,600,000 美元）。

## 29. 租賃 (續)

## a) 使用權資產

(單位:美金千元)

	本集團		本公司	
	2022	2021	2022	2021
1月1日	8,386	5,573	380	77
新增	2,680	3,636	4,500	373
折舊	(1,128)	(819)	(179)	(70)
外幣兌換調整	(35)	(4)	-	-
12月31日	9,903	8,386	4,701	380

## b) 租賃負債

(單位:美金千元)

	本集團		本公司	
	2022	2021	2022	2021
1月1日	6,779	3,544	476	211
新增	2,680	3,636	-	373
利息增加(附註 23)	396	455	36	33
租賃負債付款	(5,855)	(849)	(155)	(141)
其他調整	(90)	(7)	(41)	-
12月31日	3,910	6,779	316	476
租賃負債 – 流動	575	988	129	139
租賃負債 – 非流動	3,335	5,791	187	337

其他調整係外匯兌換。租賃負債的到期日分析請詳見附註 32。

## c) 利益或損失金額

(單位:美金千元)

	本集團		本公司	
	2022	2021	2022	2021
使用權資產折舊 (附註 24)	1,128	819	179	70
租賃負債利息費用 (附註 23)	396	455	36	33
短期及低價值資產之營業租賃費用 (附註 24)	414	540	21	44
利益或損失金額	1,938	1,814	236	147

在財務報導期間，集團對租賃(包括短期和低價值資產租賃)的現金流出為\$6,269,000 美元(2021年: \$1,389,000 美元)。

## 30. 或有負債

## 或有資產

2021年11月12日，本公司委託一家律師事務所追回預付供應商款\$822,000美元。於2022年1月20日，公司啟動仲裁程序，因其未能向公司支付任何款項。於2022年10月25日，公司獲得有利之仲裁判決，總對價為\$966,000美元。額外的\$144,000美元仲裁判決在2022年12月31日會計年度尚未得到確認。因收到對價不確定性，並且取決於對供應商仲裁判決執行結果。

## 31. 集團部門資訊

## 報告格式

因考量本集團之風險和報酬率受不同之產品和服務所影響，主要部門別報告格式採營運部門別為主。次要的報告格式則為地區別。營運部門分別依據提供產品及服務之性質來組織和管理。因個別部門代表針對不同市場提供不同的產品及服務之策略性營運單位。

## 營運部門別資訊

製造業務部門製造各種醫療耗材，包括病人布服、拋棄式手術用口罩、鞋套和手術衣、護墊、成人紙尿褲、編織毛毯、床單及醫療繃帶。這些醫療耗材主要銷售給位在美國及歐洲之大型醫療產品經銷商、藥商和醫療集團。

醫院服務部門提供布服洗滌及租賃服務予將非核心業務外包之醫院。

經銷及其他部門主要負責銷售 MEDTECS 品牌之醫療耗材予醫院、藥局及其他亞太地區之使用者。本集團同時利用這些通路，銷售其他品牌之醫療用品和器材，如輪椅、導管、呼吸器及血壓器。

## 地區別資訊

本集團之地區別分類係根據本集團資產之所在地。銷售予外部客戶則係依客戶所在地之地區來揭露。

## 分攤基礎及移轉訂價

各部門之營運結果、資產和負債包括可直接歸屬該部門及可依合理比例來分攤之項目。未分攤之項目主要包括總部之資產、所得稅費用、遞延所得稅資產及負債、短期借款及其相關費用。各部門之收入、費用和營運結果包含部門間之移轉交易。這些部門間移轉交易將於編製合併報表時予以沖銷。

## 31. 集團部門資訊 (續)

## (a) 集團部門資訊

截至 2022 年及 2021 年 12 月 31 日，本集團部門資訊的收入、營運結果及其他資訊、資產、負債及其他部門別資訊如下表所示：

(單位：美金千元)

2022	製造業務	醫院服務	經銷及其他	本集團
營業收入				
非關係人	35,680	14,312	6,251	56,243
關係人	26,757	—	—	26,757
收入合計	62,437	14,312	6,251	83,000
沖銷	(26,757)	—	—	(26,757)
	35,680	14,312	6,251	56,243
營運結果	(30,739)	403	(272)	(30,608)
財務費用				(951)
財務收入				905
所得稅利益				1,391
本期淨損				(29,263)
總資產	162,732	16,295	3,022	182,049
總負債	29,399	274	61	29,734
其他部門別資訊:				
資本支出	16,354	1,751	—	18,105
折舊及攤銷	3,757	2,536	111	6,404
備抵存貨損失	10,984	—	764	11,748
備抵應收帳款預期信用損失及其他流動資產	3,795	—	—	3,795
其他非現金支出-淨額	327	—	—	327

## 31. 集團部門資訊 (續)

## (a) 集團部門資訊 (續)

(單位：美金千元)

2021	製造業務	醫院服務	經銷及其他	本集團
營業收入				
非關係人	117,937	14,971	11,247	144,155
關係人	56,641	—	—	56,641
收入合計	174,578	14,971	11,247	200,796
沖銷	(56,641)	—	—	(56,641)
	117,937	14,971	11,247	144,155
營運結果	14,683	413	2,680	17,776
財務費用				(891)
財務收入				33
所得稅費用				(408)
本期淨利				16,510
總資產	196,393	15,047	4,134	215,574
總負債	27,376	234	57	27,667
其他部門別資訊:				
資本支出	12,328	1,766	—	14,094
折舊及攤銷	4,386	2,136	111	6,633
備抵存貨損失	3,000	—	—	3,000
備抵應收帳款預期信用減損損失	10	9	—	19
其他非現金支出-淨額	450	—	—	450



## 31. 集團部門資訊 (續)

## (b) 地區別資訊

截至 2022 年及 2021 年 12 月 31 日，本集團部門資訊的收入和資本支出、資產資訊如下表所示：

(單位：美金千元)					
2022	北美	亞太地區	歐洲	澳洲	本集團
營業收入					
非關係人	9,610	32,076	14,343	214	56,243
關係人	-	26,757	-	-	26,757
收入合計	9,610	58,833	14,343	214	83,000
沖銷	-	(26,757)	-	-	(26,757)
	9,610	32,076	14,343	214	56,243
營運結果	(5,230)	(17,456)	(7,806)	(116)	(30,608)
財務費用					(951)
財務收入					905
所得稅利益					1,391
本期淨損					(29,263)
總資產	353	180,622	1,074	-	182,049
總負債	-	29,734	-	-	29,734
其他部門別資訊：					
資本支出	-	18,105	-	-	18,105
折舊及攤銷	-	6,404	-	-	6,404
備抵存貨損失	-	11,748	-	-	11,748
備抵應收帳款預期信用減損損失及其他流動資產	-	3,795	-	-	3,795
其他非現金支出-淨額	-	327	-	-	327

## 31. 集團部門資訊 (續)

## (b) 地區別資訊 (續)

(單位：美金千元)

2021	北美	亞太地區	歐洲	本集團
營業收入				
非關係人	37,642	76,451	30,062	144,155
關係人	-	56,641	-	56,641
收入合計	37,642	133,092	30,062	200,796
沖銷	-	(56,641)	-	(56,641)
	37,642	76,451	30,062	144,155
營運結果	4,642	9,427	3,707	17,776
財務費用				(891)
財務收入				33
所得稅費用				(408)
本期淨利				16,510
總資產	6,391	206,574	2,609	215,574
總負債	-	27,667	-	27,667
其他部門別資訊：				
資本支出	-	14,094	-	14,094
折舊及攤銷	-	6,633	-	6,633
備抵存貨損失	-	3,000	-	3,000
備抵應收帳款預期信用損失	-	19	-	19
其他非現金支出-淨額	-	450	-	450

## 32. 財務風險管理目標及政策

本集團主要金融工具包含現金及銀行存款、定期存款、銀行借款及長期借款。這些金融工具主要係為了本集團的營運籌措資金。本集團因其營運產生各種其他金融資產及負債，如應收帳款、應付帳款、應收聯屬公司及法人股東款、其他流動資產及其他流動負債。

本集團持有之金融工具之主要風險為利率風險(包括公允價值變動風險及現金流量變動風險)、流動性風險、外幣匯兌風險及信用風險。董事會已複核並核准之下列相關風險控制政策：

## a) 利率風險

利率風險係本集團及本公司持有之金融工具，因市場利率變動造成其公允價值或未來現金流量波動之風險。

本集團之利率風險主要來自短期借款。本集團的政策是通過使用固定利率和浮動利率之借款組合，獲取最優惠之利率，同時不增加其外幣風險暴露。

閒置資金存放於信譽良好之銀行。

**32. 財務風險管理目標及政策 (續)**
**a) 利率風險 (續)**

有關本集團利率風險資訊亦揭露於本集團財務報表附註 - 短期借款項下，請參閱附註 18。

截至 2022 年 12 月 31 日止，本集團之借款中無採用固定借款利率 (2021 年: 無)。

下表係本集團及本公司具利率風險且於一年內到期之金融工具帳面金額：

(單位：美金千元)

	本集團		本公司	
	2022	2021	2022	2021
<b>固定利率</b>				
約當現金	6,045	-	-	-
按攤銷後成本衡量之金融資產	17,159	9,275	-	-
<b>浮動利率</b>				
現金及銀行存款	9,262	48,972	595	15,710
短期借款	(15,643)	(9,306)	-	-

本集團和本公司並無超過 1 年以上到期之金融工具。

**利率風險敏感性分析**

經管理階層評估，在其他變數保持不變的情況下，對於利率合理可能之變動，對於本集團和本公司稅前虧損（通過浮動利率借款利息費用之影響）以及股權影響，分別為 2022 年的 \$15,000 美元 (2021 年: \$24,000 美元)。

除已影響損益者外，並無其他因素影響本集團與本公司之股東權益。

**b) 流動性風險**

流動性風險係本集團或本公司因資金短缺致使債務償付困難之風險。本集團及本公司面臨之流動性風險主要來自金融資產與金融負債配置之不一致。在管理流動性風險方面，本集團之管理階層監控並維持營運所需之現金及約當現金在適當水準，以降低現金流量發生變動之影響。本集團之目的係維持銀行借款暨資金運用之持續性及靈活性。額外的短期資金需求，則透過短期銀行借款支應。截至 2022 年 12 月 31 日止，本集團約 100% (2021 年: 100%) 債務將在一年內到期。

**32. 財務風險管理目標及政策 (續)**
**b) 流動性風險 (續)**

截至報表日止，本集團及本公司依據合約所載之金融資產與金融負債之到期情形如下：

(單位：美金千元)

2022 本集團	總帳面金額	要求即付	1 年以下	1 至 5 年	5 年以上	合計
<b>未折現之金融資產:</b>						
現金及約當現金	18,122	12,078	6,044	-	-	18,122
按攤銷後成本衡量之金融資產	17,159	-	17,159	-	-	17,159
應收帳款-淨額	30,358	20,942	9,416	-	-	30,358
其他流動資產 <sup>1</sup>	1,648	-	1,648	-	-	1,648
其他非流動資產 <sup>2</sup>	3,000	-	-	3,000	-	3,000
未折現金金融資產合計	70,287	33,020	34,267	3,000	-	70,287
<b>未折現金金融負債:</b>						
短期借款	15,643	-	15,643	-	-	15,643
應付帳款及其他流動負債 <sup>3</sup>	6,256	6,256	-	-	-	6,256
租賃負債	3,910	-	830	1,817	10,660	13,307
未折現金金融負債合計	25,809	6,256	16,473	1,817	10,660	35,206
未折現金金融資產(負債)淨額	44,478	26,764	17,794	1,183	(10,660)	35,081

1: 排除預付款、應收稅款及預付貨款(淨額)

2: 係無報價債券投資

3: 排除對政府之應付稅款

## 32. 財務風險管理目標及政策 (續)

## b) 流動性風險 (續)

(單位：美金千元)

2022

本公司

	總帳面金額	要求即付	1年以下	1至5年	5年以上	合計
<b>未折現金融資產:</b>						
現金及約當現金	3,366	3,366	-	-	-	3,366
應收帳款	25,870	22,723	3,147	-	-	25,870
其他流動資產 <sup>1</sup>	936	-	936	-	-	936
應收帳款-子公司	16,925	16,925	-	-	-	16,925
未折現金融資產合計	47,097	43,014	4,083	-	-	47,097
<b>未折現金融負債:</b>						
應付帳款及其他流動負債 <sup>2</sup>	757	757	-	-	-	757
租賃負債	316	-	138	227	611	976
未折現金融負債合計	1,073	757	138	227	611	1,733
未折現金融資產(負債)淨額	46,024	42,257	3,945	(227)	(611)	45,364

1: 排除預付款及預付貨款(淨額)

2: 排除對政府之應付稅款

## 32. 財務風險管理目標及政策 (續)

## b) 流動性風險 (續)

(單位：美金千元)

2021

本集團

	總帳面金額	要求即付	1年以下	1至5年	5年以上	合計
<b>未折現金融資產:</b>						
現金及約當現金	49,015	49,015	-	-	-	49,015
按攤銷後成本衡量之金融資產	9,275	-	9,275	-	-	9,275
應收帳款(淨額)	42,347	20,795	21,552	-	-	42,347
其他流動資產 <sup>1</sup>	4,537	-	4,537	-	-	4,537
未折現金融資產合計	105,174	69,810	35,364	-	-	105,174
<b>未折現金融負債:</b>						
短期借款	9,306	-	9,306	-	-	9,306
應付帳款及其他流動負債 <sup>2</sup>	6,609	6,609	-	-	-	6,609
租賃負債	6,779	-	909	2,554	11,702	15,165
未折現金融負債合計	22,694	6,609	10,215	2,554	11,702	31,080
未折現金融資產(負債)淨額	82,480	63,201	25,149	(2,554)	(11,702)	74,094

1: 排除預付款、應收稅款及預付貨款(淨額)

2: 排除對政府之應付稅款

## 32. 財務風險管理目標及政策 (續)

## b) 流動性風險 (續)

(單位：美金千元)

 2021  
本公司

	總帳面金額	要求即付	1年以下	1至5年	5年以上	合計
<b>未折現金融資產：</b>						
現金及約當現金	15,711	15,711	-	-	-	15,711
應收帳款	25,785	9,369	16,416	-	-	25,785
其他流動資產 <sup>1</sup>	4,029	-	4,029	-	-	4,029
應收帳款-子公司	20,518	20,518	-	-	-	20,518
未折現金融資產合計	66,043	45,598	20,445	-	-	66,043
<b>未折現金融負債：</b>						
應付帳款及其他流動負債 <sup>2</sup>	1,319	1,319	-	-	-	1,319
租賃負債	476	-	150	248	819	1,217
未折現金融負債合計	1,795	1,319	150	248	819	2,536
未折現金融資產(負債)淨額	64,248	44,279	20,295	(248)	(819)	63,507

1: 排除預付款、應收稅款及預付貨款(淨額)

2: 排除對政府之應付稅款

## 32. 財務風險管理目標及政策 (續)

## c) 匯率風險

本集團因銷售或採購而產生的交易貨幣風險係以本集團各個體各自的功能性貨幣以外的幣別計價，主要包含菲律賓披索、新台幣、人民幣、新加坡幣以及歐元。這些交易計價外幣主要為美元。本集團約 42% (2021 年: 19%) 之銷貨係以外幣計價，而近 40% (2021 年: 31%) 之成本係以本集團內各子公司個別之功能性貨幣計價。本集團於資產負債表日的應收帳款和應付帳款餘額亦存在類似風險。

本集團和本公司還持有以外幣計價之現金和定期存款，用於營運資金所需。於資產負債表日，這些外幣餘額主要以新台幣、新加坡幣和歐元計價。

本集團於國外營運機構的淨投資也暴露在外幣匯兌之風險，包含台灣與中國。

外幣風險敏感性分析

管理階層評估外幣合理可能變動範圍，在其他變數不變下，菲律賓披索、人民幣、新台幣、新加坡幣以及歐元匯率變動(相對於美元)造成本集團及本公司稅前淨損益之敏感度分析如下：

(單位：美金千元)

	本集團	
	2022 對稅前淨利 (損) 之影響	2021 對稅前淨利 (損) 之影響
<b>菲律賓披索</b>		
升值 9.3% (2021: 6.2%)	267	194
貶值 9.3% (2021: 6.2%)	(221)	(171)
<b>人民幣</b>		
升值 9.5% (2021: 2.6%)	(77)	(2)
貶值 9.5% (2021: 2.6%)	63	2
<b>新台幣</b>		
升值 10.8% (2021: 1.4%)	(1,331)	85
貶值 10.8% (2021: 1.4%)	1,071	(88)
<b>新加坡幣</b>		
升值 0.03% (2021: 1.5%)	(1)	229
貶值 0.03% (2021: 1.5%)	1	(222)

## d) 信用風險

信用風險係因客戶或金融工具之交易對方無法履行合約義務而產生財務損失之風險。

本集團的目標係追求持續性的收入成長，並同時最小化因信用風險導致之損失。本集團僅與被認可且具有良好信用之第三者交易。根據本集團之規定，所有要求以信用條件來交易之客戶，皆須經過信用審核。另外，應收帳款之餘額須定期監控，故本集團之壞帳比例並不重大。以外幣作為交易幣別之交易，除了執行長之特別核准外，皆不得以信用條件來交易。

至於其他金融資產如現金及約當現金及其他應收款(含關係人交易)之信用風險，主要來自於交易對方無法履行合約義務之風險，其最大的信用風險等於各金融資產之帳面價值。

由於本集團僅與被認可且有良好信用之第三者交易，並無抵押之需要。



## 32. 財務風險管理目標及政策 (續)

## d) 信用風險 (續)

## 應收帳款

本集團依損失預估矩陣為所有應收款項衡量存續期間之預期信用損失。備抵損失提撥率考量客戶歷史逾期月份違約率。截至2022年及2021年12月31日的預期信用損失評估係包含對經濟環境預測等前瞻性資訊。以下概述使用預估矩陣對本集團應收款項的信用風險資訊。

(單位：美金千元)

## 2022

## 本集團

	當期	超過 1 個月	超過 2 個月	超過 3 個月	超過 4 個月	合計
帳面價值總額	6,143	598	9,799	1,489	16,123	34,152
備抵損失提列	-	-	-	-	(3,794)	(3,794)
	6,143	598	9,799	1,489	12,329	30,358

## 2021

## 本集團

	當期	超過 1 個月	超過 2 個月	超過 3 個月	超過 4 個月	合計
帳面價值總額	20,842	2,333	2,674	274	16,459	42,582
備抵損失提列	-	-	-	-	(235)	(235)
	20,842	2,333	2,674	274	16,224	42,347

## 信用風險集中之資訊

本集團持續監控對各國家與各產業之應收帳款組合以決定信用風險之集中程度。本集團之應收帳款於資產負債表日之信用風險集中之程度列於下表：

(單位：美金千元)

	本集團			
	2022		2021	
	金額	占總額之比率	金額	占總額之比率
<b>按地區別</b>				
北美	353	1%	6,391	15%
歐洲	1,074	4%	2,609	6%
亞太地區	28,931	95%	33,347	79%
	30,358	100%	42,347	100%
<b>按部門別</b>				
製造業務	27,707	91%	38,718	91%
醫療服務	2,245	8%	2,175	5%
經銷及其他	406	1%	1,454	4%
	30,358	100%	42,347	100%

除 4% 之應收帳款 (2021 年: 4%) 集中於本集團之三大主要客戶外，並無其他重大之信用風險集中之情況。該三大客戶之營收占本集團營收之 36% (2021 年: 30%)。

## 32. 財務風險管理目標及政策 (續)

## d) 信用風險 (續)

於資產負債表日：

- 本集團之應收帳款中，\$1,300,000 美元 (2021 年: \$1,500,000 美元) 來自位於北美及歐洲之三大主要客戶。
- 本集團及本公司之應收帳款及其他應收款中，來自於集團外之關係人餘額為 \$0 美元 (2021 年: \$0 美元)。

## 信用品質

本集團之未逾期且未減損之金融資產經評估其品質良好，可回收且無信用損失。高品質之金融資產係指其可實現性是可確保的。

未逾期亦未減損之金融資產 (包括各種債務及保證金) 係來自信用良好之債務人。現金及銀行存款及定期存款存放於經董事會核准且有信譽之金融機構。

已逾期或已減損之金融資產之資訊，請參閱附註 14。

## 33. 資產和負債的公允價值

## a) 公允價值層級

本集團使用公允價值之評價技術輸入值對公允價值衡量進行分類，如下所示：

第一等級：於衡量日可取得之相同資產或負債於活絡市場之公開報價 (未經調整)。

第二等級：除第一等級之公開報價外，以屬於該資產或負債直接 (亦即價格) 或間接 (亦即由價格推導而得) 可觀察之輸入值推導公允價值。

第三等級：評價技術並非以可觀察市場資料為基礎之資產或負債之輸入值 (不可觀察之輸入值) 推導公允價值。

## b) 金融工具之帳面價值接近公允價值

管理當局決定以資產負債表上之帳面價值，包括現金及約當現金、按攤銷後成本衡量之金融資產、應收款-子公司、應收帳款、其他流動資產、應付帳款、其他流動負債、短期銀行借款，應屬估計公允價值之合理基礎，因為大多是短期性質的或經常重新定價。

## c) 以公允價值衡量並揭露公允價值的資產和負債

以下表格提供了本集團資產的公允價值衡量層級。截至2022年和2021年12月31日，本集團沒有以公允價值衡量的負債，亦未在財務報表中揭露其公允價值。

**33. 資產和負債的公允價值 (續)**
**c) 以公允價值衡量並揭露公允價值的資產和負債 (續)**

截至2022年及2021年12月31日止資產之公允價值層級：

(單位：美金千元)

2022	衡量日	公允價值衡量			
		合計	第 1 等級	第 2 等級	第 3 等級
<b>按公允價值衡量之資產</b>					
上市股權投資 (附註 12)	2022 年 12 月 31 日	3,361	3,361	-	-
<b>按公允價值揭露之資產</b>					
投資性不動產(附註 7)	2022 年 12 月 31 日	3,774	-	-	3,774
債券投資(附註 12)	2022 年 12 月 31 日	3,195	-	-	3,195
<b>2021</b>					
2021	衡量日	公允價值衡量			
		合計	第 1 等級	第 2 等級	第 3 等級
<b>按公允價值衡量之資產</b>					
上市股權投資 (附註 12)	2021 年 12 月 31 日	1,843	1,843	-	-
<b>按公允價值揭露之資產</b>					
投資性不動產(附註 7)	2021 年 12 月 31 日	4,285	-	-	4,285

2022 年及 2021 年間無第 1 等級及第 2 等級之間的移轉，亦沒有轉第 3 等級之移入或轉出。

**34. 資本管理**

本集團資本管理之主要目標係為維持良好之信用評等及健全之資本比率以支持營運活動並追求股東權益極大化。

本集團管理並調整其資本結構以因應經濟情況之改變。本集團藉由支付股東股利、償還股本及發行新股之方式維持及調整資本結構。本集團資本結構之目的、政策及程序於 2022 年度及 2021 年度並未有改變。

本集團透過槓桿比率 (即負債淨額除以資本總額加上負債淨額) 監控資本。本集團之政策係為維持該比率低於 60.0%。負債淨額為短期借款、應付帳款及其他流動負債減除現金、銀行存款及定期存款。資本則為歸屬於母公司股東之權益。

(單位：美金千元)

	本集團	
	2022	2021
短期借款	15,643	9,306
應付帳款及其他流動負債	6,447	7,765
減：現金及約當現金及按攤銷後成本衡量之金融資產	(35,281)	(58,290)
	(13,191)	(41,291)
歸屬本公司股東之權益	149,789	185,214
<b>股本及負債淨額</b>	<b>136,598</b>	<b>143,923</b>
<b>槓桿比率</b>	<b>(9.7%)</b>	<b>(28.7%)</b>

**35. 前期數字**

上一年度的比較數據係由 Messrs Sycip Gorres Velayo &amp; Co 的註冊會計師事務所審計。

**36. 授權財務報表之發布**

2022 年度之財務報告於 2023 年 6 月 14 日經董事會同意通過後發布。



2022美德醫療集團年報 版權所有

如欲索取年報，請載明姓名、聯絡電話和收件地址發送電郵至：[investor.relations@medtecs.com](mailto:investor.relations@medtecs.com)

#### 百慕達

##### **Medtecs International Corporation Limited**

Clarendon House 2 Church Street, Hamilton HM11, Bermuda  
+886-2-2739-2222

#### 柬埔寨

##### **Medtecs (Cambodia) Corporation Limited**

No. 52, Street 606 Corner Street 311, Village 8,  
Sangkat Boeng Kat 2 Khan Toul Kork,  
Phnom Penh, Cambodia  
+855-023-866-6659

#### 中國

##### **杭州津誠醫用紡織有限公司**

311107 中國杭州市余杭區仁和鎮獐山路202號  
+86-571-8639-6888

#### 菲律賓

##### **Medtecs International Corporation Limited – Philippine Branch**

The World Centre, 22nd Floor #330 Sen. Gil Puyat Ave.,  
Makati City 1227, Philippines  
+632-817-9000

#### 新加坡

##### **Medtecs (Asia Pacific) Pte. Ltd.**

138 Cecil Street, #13-02 Cecil Court, Singapore 069538  
+65-6534-9293

#### 台灣

##### **美德向邦股份有限公司**

11073 台北市信義區松高路9號11樓  
+886-2-2739-2222

#### 美國

##### **Medtecs USA Corporation**

1390 Market Street, Suite 200, San Francisco, California 94102, USA  
+1-800-829-4933



附 件 五

外國會計師之查核報告暨

財務報表及其相關附註或附表(原文)





# 2022 Annual Report

## Medtecs International Corporation Limited

A Corporation listed on the Catalist Board of the Singapore Exchange Securities Trading Limited

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R & T Corporate Services Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange").

This document has not been examined or approved by the Exchange. The Exchange assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

The contact persons for the Sponsor are Ms Evelyn Wee (Telephone Number: +65 6232 0724) and Mr. Howard Cheam Heng Haw (Telephone Number: +65 6232 0685), R & T Corporate Services Pte. Ltd., at 9 Straits View, Marina One West Tower, #06-07 Singapore 018937.



MEDTECS INTERNATIONAL CORPORATION LIMITED

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## Corporate Profile

Medtecs International Corporation Limited (the “Company” or “Medtecs”) is a leading supplier and distributor of personal protective equipment (“PPE”) and provider of logistics services to healthcare institutions with over 30 years of experience in the manufacturing of PPE and workwear. The Company and its subsidiaries (collectively, the “Group”) commenced operations in 1989 and has since established a strong presence in the United States, Europe and Asia Pacific. The Group has offices and facilities spanning across Asia including Singapore, Taiwan, the Philippines, the People’s Republic of China (“China”), Cambodia and the United States of America. The Company was listed on the Singapore Dealing and Automated Quotation System (SESDAQ) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 6 October 1999 and transitioned to sponsor-supervised regime on Catalyst with R & T Corporate Services Pte. Ltd. as its continuing sponsor on 26 February 2010. The Group’s Taiwan Depository Receipts (“TDR”) have been listed on the Taiwan Stock Exchange (“TWSE”) since 13 December 2002.



Headquarters – Taipei, Taiwan

The Group’s main lines of business include manufacturing, trading and distribution, and providing integrated hospital services. As a manufacturer of a wide range of PPE, workwear apparels and protective coverings for hospitals and manufacturing industries, the Group maintains diversified manufacturing facilities and production lines in the Philippines, Cambodia, Taiwan and China and the United States to reduce supply chain disruptions. For our trading and distribution business, the Group has logistics and warehousing centers in Canada, Europe, Japan and the United States and is working with Amazon, DHL and other e-commerce and logistics services providers to optimise our distribution efficiency. As a hospital services provider, the Group provides hospitals in Taiwan and the Philippines with integrated services which include rental and laundry of linens, management of laundry facilities, hospital automation, as well as procurement solutions for the hospital’s PPE and medical devices needs. In Taiwan, the Group is currently the dominant total solutions provider for such hospital services, with a customer base of 19 hospitals.

The Group has also successfully expanded its hospital service in the Philippines, covering 31 hospitals.

The Group is dedicated to safeguarding the health and safety of people worldwide.



Medtecs (Taiwan) Corporation



Medtex Corporation



Medtecs (Cambodia) Corporation Limited



Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd.



RMKH Glove (Cambodia) Co., Ltd.

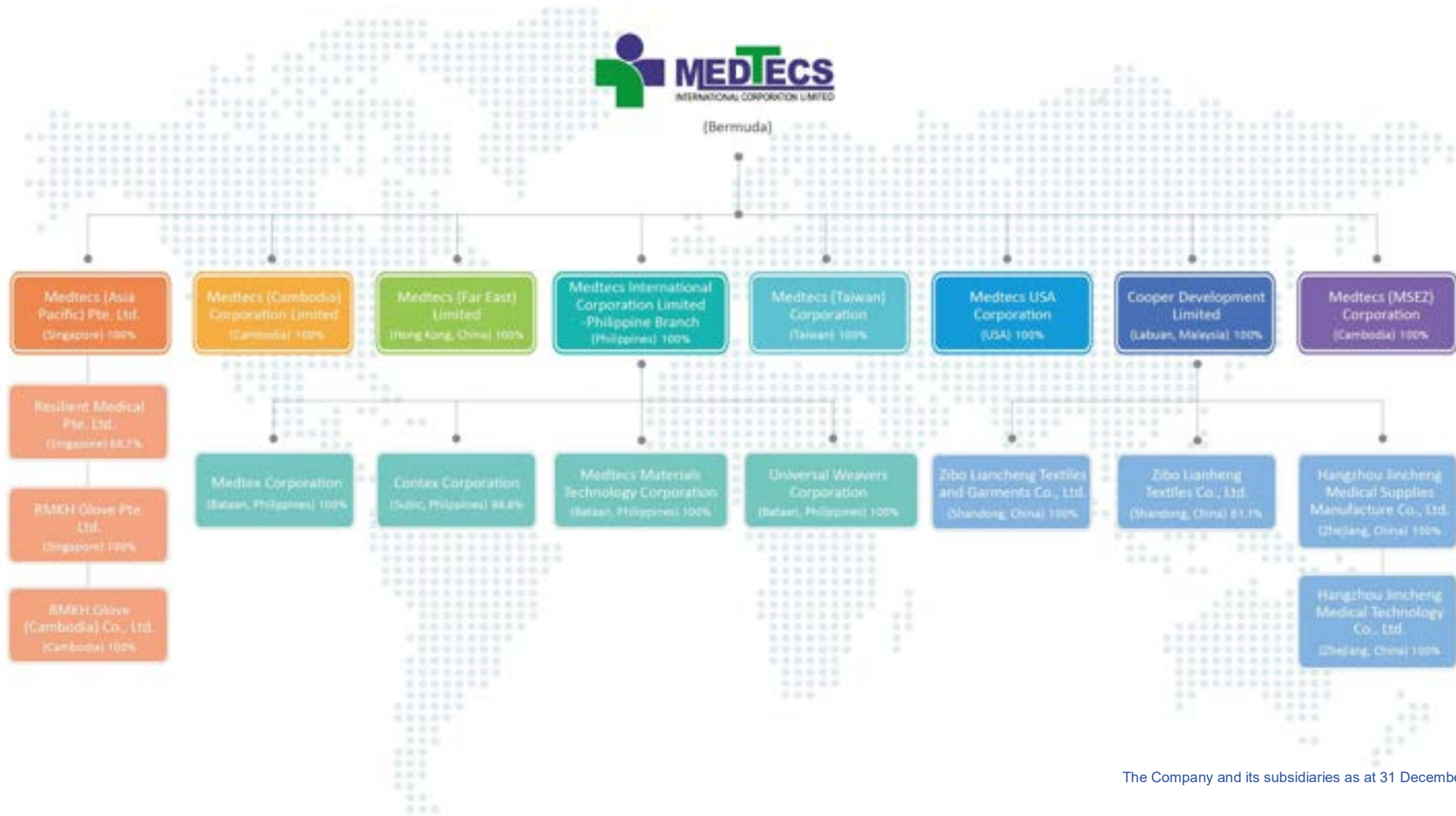


# Corporate Milestones





# Corporate Structure



The Company and its subsidiaries as at 31 December 2022

## Chairman's Message

### Dear Shareholders,

I am pleased to present to you the operational and financial results of the Group for the financial year ended 31 December ("FY") 2022, as well as the Group's 2023 outlook.

In FY2022, which marked the third year of the COVID-19 pandemic, the world began to adapt to living with the virus. However, the ongoing Russo-Ukrainian War has increased geopolitical risks, while countries around the world are tightening monetary policies due to restructured global supply chains and inflation. These factors have led to elevated operational risks and costs to the Group.



In FY2022, the prolonged inventory correction cycle from our customers, a decline in average selling price, and increased costs in the construction of the glove factory adversely affected the Group's overall financial performance. After assessing the industry environment, customer feedback and overall balance sheet position, the Company decided to recognise provisions for inventory loss and expected credit loss on receivables. While this decision had a negative impact on the Group's near-term profitability, it was made with an aim to strengthening the Group's future operations.

Looking ahead to 2023, the Group remains dedicated to adopting strategies to implementing cost-saving measures and pursuing new revenue streams. With a focus on enhancing operational efficiency, our newly-inaugurated glove factory in Cambodia has begun mass production. The Group expects growth in earnings generated by this new addition to our product portfolio in the years to come. In addition, the Company is evaluating the benefits of solar power and energy storage services to align with global sustainability trends. We will provide further information on our plans as they develop and seek the necessary approvals from shareholders at the appropriate juncture.

On 14 April 2023, the Company applied to the Singapore Exchange Securities Trading Limited ("SGX-ST") for a two-month extension on its reporting deadlines for FY2022, seeking to hold its annual general meeting ("AGM") by 30 June 2023 and to issue its annual report by 15 June 2023. The extension application was submitted due to anticipated delays in the completion of the Company's audit by the auditors. The delay stemmed from the implementation of a new Enterprise Resource Planning ("ERP") system in the Philippines, additional reconciliation procedures, and the setup of a new glove factory in Cambodia. On 25 April 2023, the SGX-ST informed the Company it had no objection to the Company's

application for an extension of time to hold its AGM by 30 June 2023 with regard to compliance with Rule 707(1) of the Catalyst Rules

### The Year FY2022 In Review

#### Decline in Revenue Due to Recognised Loss

In FY2022, the Group faced headwinds as global demand for personal protective equipment ("PPE") declined amongst our customer base due to prior stockpiling. The Original Product Manufacturing division, the Group's main source of revenue, saw a steep decline of nearly 70% in full-year revenue compared to the previous year. This decline, coupled with the significant costs incurred in the construction of the new glove factory, our one-time inventory provision and accounts receivable to offset the loss of price decline, resulted in a significant decline of 61% from the previous year, generating a total revenue of US\$56.24 million. These factors have combined to generate an after-tax net loss of US\$29.26 million for the year.

#### Balance Sheet Remains Stable

We faced a challenging business environment in FY2022 due to the decline in global demand and average selling price ("ASP") of PPE, as well as lower orders from our existing clients from oversupply in their inventories. We adopted a conservative approach and recognised an inventory provision amounting to US\$11.7 million in preparation against possible loss from market price decline. While the approach is not favourable for near-term profitability, it can minimise adverse impact inventory obsolescence in future. Moreover, with the construction of the glove factory now completed, such large capital expenditure is not expected in 2023.

FY2022 saw the Group utilising cash of US\$30.92 million for its operating, investing, and financing activities. Nonetheless, the Group's cash position remained robust at US\$18.12 million at the end of FY2022, with a low financial leverage ratio of only 10%. Looking ahead, the Group is committed to implementing measures to increase revenue and reduce costs, which is expected to drive improved financial performance.

#### Mass Production of the Glove Factory

On 30 September 2022, the Group's subsidiary, RMKH Glove (Cambodia) Co., Ltd, completed construction of a medical-grade nitrile glove factory in Manhattan Special Economic Zone in Cambodia and commenced mass production on the same day.

Looking back on the first half of FY2021, the site of the factory was initially an overgrown land. The Group encountered various challenges during the construction due to the pandemic and disruptions in the supply chain. Our colleagues worked hard to overcome the obstacles, and today, we celebrate the successful completion of the factory, which marks a significant milestone in the Group's future growth.

At the opening ceremony, I expressed my gratitude to HE. Dr. Hun Manet (Deputy Commander in Chief of Royal Cambodian Armed Forces and Commander in Chief of the Cambodian Army), High Representative of the Cambodian Prime Minister, Samdech Techo Hun Sen, and other high-ranking officials from the government of Cambodia for their support and assistance in the mass production of RMKH's glove factory. The factory is the first of its kind to manufacture medical-grade nitrile gloves in Cambodia, as well as the Group's largest investment project to date. We are proud to be able to fulfil both local and overseas health and medical needs.

The Group has long been recognised as the go-to provider of head-to-toe personal protection for the public and health care professionals. The addition of the glove factory not only increases the Group's production capacity but also expands the Medtecs' product offering. This marks the start of the Group's future expansion strategy to become the first multi-national group purchasing organisation in Asia, highlighting the Group's strategic planning in the face of global supply chain restructuring.

## Outlook for 2023

### Capitalising on the China Plus One Strategy

Looking ahead to 2023, while the disruptions caused by the pandemic are gradually coming to an end, the global supply chain has been permanently reshaped. Customers, particularly those in Europe and the United States, now seek supplier diversification driven by the China Plus One strategy. With our deep roots in the Philippines and Cambodia, our geographical advantages are more significant than ever amid the restructuring of the global supply chain. Our glove factory was a crucial strategic response to this trend. By forming an alliance with European and American partners, we have built a state-of-the-art nitrile glove factory outside of China, which will not only expand our product portfolio, but will also further strengthen our key position in the supply chain.

### Continuing to Strengthen E-Commerce Business

As a leading provider of PPE, we have long established a strong reputation for delivering high-quality Original Equipment Manufacturing ("OEM") service to our customers. Our market penetration of own-brand PPE and related protective solutions in the global market has expanded through e-commerce platforms like Amazon. In FY2022, our E-commerce business grew by over 50% and we are proud to have been ranked amongst the Best Sellers in Taiwan on Amazon. We believe that in FY2023, E-commerce will remain a key growth area for the Group.

### Expanding Product Mix

As market demands continue to evolve, we have taken steps to diversify our product portfolio to include in-demand healthcare items like anti-viral disinfectants, wipes, home healthcare products such as acne patches, hydrocolloid bandages and dressings, as well as medical devices with AI capabilities. These initiatives reflect our commitment to

supporting customer health and enhancing our business resilience by tapping into emerging market trends and reducing dependence on a single product category.

### Enhancing Supply Chain Management

The Company acknowledges the challenges posed by the decline in global demand of PPE and lower orders from existing clients. In response, we are proactively enhancing our supply chain management to ensure we can respond quickly to changes in demand. We are improving our forecasting and demand planning, optimizing inventory levels, and establishing close partnerships with suppliers and distributors. Through better inventory management we will reduce the risk of overstocking or stock shortages, enabling us to be more responsive to customer needs and position ourselves for growth in the future.

### Renewable Energy as Sustainable Growth Strategy

To keep pace with global sustainability trends, the Company has set its sights on exploring the potential benefits of solar power and energy storage services. As part of the effort, we are currently exploring the possibility of installing solar panels in our existing factories and pursuing renewable energy opportunities in collaboration with strategic partners in Cambodia and the Philippines.

### Acknowledgement

Since our establishment 34 years ago, the Group has weathered numerous challenges. We are grateful to our dedicated employees, customers, and shareholders for their unwavering trust and support, which have allowed us to keep moving forward. We are fully aware that achieving corporate sustainability is no easy task. Only by giving consideration to both experience and change can we pass the test of the times. We ask for your ongoing support, understanding, and trust in our vision. Together, we will continue to navigate the ever-changing business landscape and emerge even stronger. Thank you for believing in Medtecs.

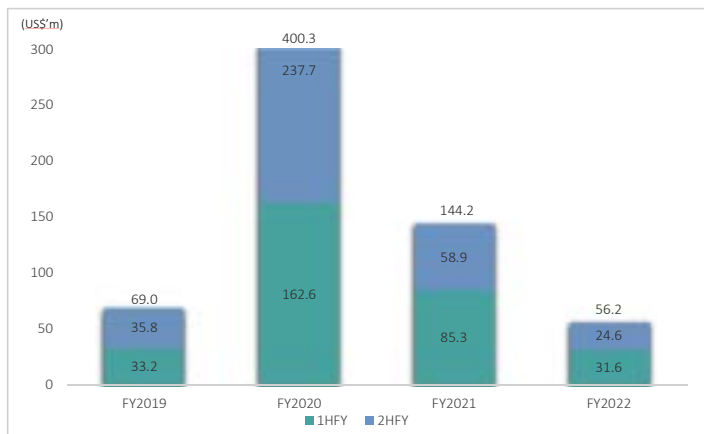


Clement, Yang Ker-Cheng  
Chairman

# Financial Highlights

Revenues declined in FY2022 following decline in global demand and non-recurring orders from FY2021

Historical Revenue

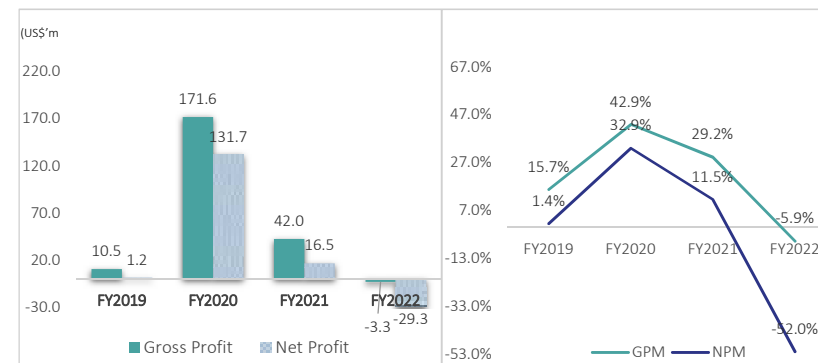


Revenue Breakdown by Business Segment and Geography



FY2022 noted decline in profits and margins from lower demand and decline in market prices

Historical Profits and Margins



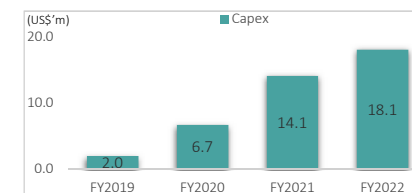
- Significant decrease in profit margins in 2022 was due to the decline in global demand and market prices of personal protective equipment and facemasks, resulting for the Group to recognise provision for inventory losses amounting to US\$11.7 million.
- The Group continued with its marketing efforts to increase its online e-commerce presence to engage more customers with existing and new products such as home healthcare items. This allowed the Group to expand its reach and maintain its leverage on its online operations like Amazon US.

## Financial Position

### Balance Sheet Highlights

(US\$m)	As at 31 Dec 22	As at 31 Dec 21
Cash and cash equivalents	18.1	49.0
Inventories	36.4	49.7
- Inventory days	223	177
Account Receivables	30.4	42.3
- AR days	197	107
Account Payables	6.4	7.8
- AP days	39	28
<b>Key Ratios</b>		
Debt / Equity (x)	0.2x	0.1x
Net Debt / Equity (x)	n.m.	n.m.

### Capex level – To complete construction of new glove factory



(US\$'000)	FY2022	FY2021
Cashflow from operating activities	(4,053)	30,104
Cashflow from investing activities	(23,901)	(15,389)
Cashflow from financing activities	(2,961)	(47,484)
Net cash outflow	(30,915)	(32,769)



## Financial Review

### Business Overview

The Group's revenue decreased by 61.0% to US\$56.2 million in FY2022 from US\$144.2 million in FY2021 due to (1) lower sales arising from a decline in global demand and ASP of PPE and facemasks and (2) lower orders from our existing clients from oversupply in their inventories and non-recurring orders from FY2021. Such global trends and a decrease in recorded COVID-19 cases and easing of COVID-19 prevention measures in most countries has significantly affected the buying habits of most of our key customers, which has in turn affected our revenues and margins. To mitigate the impact, the Group continued with its marketing effort to increase its online e-commerce presence with the hope to engage more customers with existing and new products such as home healthcare items. We remain committed to delivering high-quality products and expanding our reach through e-commerce platforms like Amazon. Net profit decreased significantly by 277.2% to US\$29.3 million net loss in FY2022 from US\$16.5 million net profit in FY2021, due to lower demand for the Group's PPE and lowered margins as well as an increase in inventory provisions in FY2022.

*The Group revenues declined by 61% to US\$56.2 million and generated a net loss of US\$29.3 million on drop in global demand of PPEs and provisions from inventory*

### Revenue

Revenue from the Original Product Manufacturing ("OPM") division decreased by 69.7% to US\$35.7 million in FY2022 from US\$117.9 million in FY2021 due to lower sales of PPEs and facemasks arising from a decline in global demand.

Revenues from Hospital Services division decreased slightly by 4.4% to US\$14.3 million in FY2022 from US\$15.0 million in FY2021 due to decreased linen consumption in Taiwan and Philippines. Revenues from Distribution and Others decreased by 44.4% to US\$6.3 million in FY2022 from US\$11.2 million in FY2021 due also to lower demand in Taiwan.

### Profitability

The Group's gross profit decreased significantly by 107.9% to US\$3.3 million gross loss in FY2022 from US\$42.0 million gross profit in FY2021 arising from lower sales demand and recognition of provision for inventory losses amounting to US\$11.7 million following the decline in ASPs of PPEs and facemasks in the global market. This led to a decrease in the Group's gross profit margins to a negative 5.9% in FY2022 from a positive 29.2% in FY2021. Without the provision for inventory losses, the Group's gross profit would be approximately US\$8.4 million with gross margins of 15.0% in FY2022.

Gross profit from the OPM division decreased significantly by 115.6% to US\$5.6 million gross loss in FY2022 from US\$35.9 million gross profit in FY2021 due to lower sales and inventory losses from low global market prices of products and inventory provisions in FY2022. This also resulted in the gross profit margins of the OPM division to decline by 151.5% to negative 15.7% in FY2022 from positive 30.5% in FY2021.

Hospital Services division gross profit decreased by 8.3% to US\$1.8 million in FY2022 from US\$1.9 million in FY2021 arising from lower linen consumption in Taiwan and Philippine hospitals.

Gross profit from Trading, Distribution and Others division decreased by 88.3% to US\$487,000 in FY2022 from US\$4.1 million in FY2021 due also to lower sales and inventory losses from lower ASPs.

Other operating income net increased by 39.5% to US\$2.5 million in FY2022 from US\$1.8 million in FY2021 from foreign exchange gains and scrap sales.

Distribution, selling and administrative expenses increased by 14.3% to US\$29.7 million in FY2022 from US\$26.0 million in FY2021 from expected credit losses on receivables derived from aging and higher marketing and depreciation costs.

Financial expenses increased by 6.7% to US\$1.0 million in FY2022 from US\$0.9 million in FY2021 due to higher bank borrowings.

Income tax expenses decreased by 440.9% to US\$1.4 million income tax benefit in FY2022 from US\$0.4 million income tax expense in FY2021 arising from future taxable deductions of the Group.

Net profit decreased significantly by 277.2% to US\$29.3 million net loss in FY2022 from US\$16.5 million net profit in FY2021 due to lower sales and margins for PPE and facemasks and provisions for inventory losses and expected credit losses on receivables derived from aging.

### Cash Flow and Statements of Financial Position

Total assets of the Group decreased by US\$33.6 million to US\$182.0 million in FY2022 from US\$215.6 million in FY2021 due primarily to decrease in cash from payments of cash dividends, purchase of treasury shares, and construction costs from the glove factory in Cambodia. Inventories also decreased to US\$36.4 million in FY2022 from US\$49.7 million in FY2021 as a result of the provision for inventory losses. Trade receivables decreased to US\$30.4 million in FY2022 from US\$42.3 million in FY2021 mostly from collections from customers and provision for expected credit losses. Property, plant and equipment increased to US\$45.8 million in FY2022 from US\$32.1 million in FY2021 as a result of the completion of the glove production facility constructed in Cambodia.

The Group had an operating cash outflow of US\$4.1 million in FY2022 as compared to operating cash flows of US\$30.1 million generated in FY2021, attributable to the new operation loss for the period and commitment of cash towards fixed deposits. Cash outflow for investing activities increased to US\$23.9 million in FY2022 from US\$15.4 million in FY2021, mainly attributable to the additional cost incurred from construction of the glove factory in Cambodia and bonds amounting to US\$3.0 million acquired by the Group in Cambodia and increase in quoted equity investments in Taiwan. Cash outflow from financing activities of US\$3.0 million came from payments of cash dividends, interest and lease liabilities and purchase of treasury shares, partially offset by new bank borrowings.

## Business Outlook and Prospects

Looking ahead to 2023, the world is returning to a state of normalcy post COVID-19. However, the pandemic has highlighted the importance of healthcare products and the crucial role companies like Medtecs play in disease prevention and safeguarding global health. As a leading provider of PPE, we have expanded our market penetration of own-brand PPE and related protective solutions in the global market through e-commerce platforms like Amazon. E-commerce will remain a key growth area of the Group as we expand product offering and our reach from Asia, USA to new markets such as Singapore through E-commerce.

The Company's subsidiary, Resilient Medical Pte. Ltd., has recently inaugurated its technologically-advanced nitrile glove factory in Cambodia in Q42022. Commencement of operations at the factory has further diversified our product portfolio and will strengthen our position as a key player in pandemic and disease prevention. The nitrile glove factory complements our current production capacity in Cambodia, Philippines and China as we pursue more stockpiling business for government projects worldwide.

To broaden our customer base, the Group has expanded into business-to-consumer (“**B2C**”) services and is leveraging the increased consumer awareness for its Medtecs and CoverU brands. We plan to seek collaboration and franchising opportunities for our enhanced portfolio of products through our extensive network of retail partners.

As the world adapts to living with COVID-19, the Group is focused on pursuing growth opportunities to future-proof our market position. To meet changing needs of the market, we have started to diversify our product portfolio to include in-demand healthcare items like anti-viral disinfectants, wipes, home healthcare products such as acne patches, hydrocolloid bandages and dressings, as well as medical devices with AI capabilities. These initiatives aim to support customer health and enhance our business resilience by tapping into emerging market trends and reducing dependence on a single product category.

The Company recognises the challenges posed by the decline in global demand and ASP of PPE, coupled with lower orders from existing clients due to oversupply in their inventories and non-recurring orders from FY2021. In response, we are enhancing our supply chain management to ensure we can respond quickly to changes in demand. We are improving our forecasting and demand planning, optimizing inventory levels, and working more closely with suppliers and distributors. By enhancing our supply chain management, we hope to manage our inventory better and reduce the risk of overstocking or stock shortages. This will enable us to be more responsive to customer needs and position us for growth in the future.

Meanwhile, to keep pace with sustainability trends, subject to listing rules and shareholders' approval, the Company is exploring the possibility of foraying into the renewable energy market to develop another growth driver. This may include investing in renewable energy together with external strategic partners to meet the requests from our clients for more green manufacturing in the future. We intend to focus on evaluating the merits of solar power and energy storage services, including installation of solar panels in our existing factories. More information on our future plans will be provided to, and requisite approvals will be obtained from, shareholders at the appropriate juncture if and when these proposals materialise.

Despite the challenging business environment, we remain confident in our ability to navigate these conditions and deliver long-term value for our shareholders.

## Manufacturing

*Manufacturing remains the dominant segment in the Group in terms of revenue and profitability.*



Post COVID-19, the manufacturing operations look to benefit from the expanded product base with the completion of the nitrile glove factory in Cambodia through its subsidiary, Resilient Medical Pte. Ltd. The Group is also entering strategic partnership and alliances with suppliers to enhance its supply chain management to ensure flexibility on changing demands in our product lines.

The Group will also leverage on the heightened awareness of our healthcare and safety products globally. We have also invested in branding and marketing initiatives to develop and promoted the “Medtecs” and “CoverU” brands for both facemasks and PPEs and will leverage on the brand. We have boosted our E-commerce sites like Amazon and retail chains to make our products more accessible globally.

We have tapped the business-to-business and B2C business models to channel the growth in our operations and are working to expand our presence in more e-commerce platforms. We are working on having long-term PPE and facemask stockpiling arrangement with governments and hospital groups to provide stability in demand and be the lead partner in abating infectious diseases globally.

## Hospital Services

Our Hospital Services division provides us with a stable source of income. We are looking to strengthen our market presence and grow our market share in both Philippines and Taiwan with more hospitals outsourcing trend for non-core hospital operations over the region. We are also undertaking cost-reduction procedures to optimise margins on this segment.



## Trading and Distribution and Others

Our trading and distribution business is critical to the Group not only as a stand-alone profit center but also provides auxiliary support to our other divisions. The Group aims to be one-stop total solutions healthcare provider and the heightened awareness on the healthcare industry has boosted this division.

## Research and Development

In 2022, Medtecs continued to innovate and invest in research and development to create better healthcare solutions. In the fourth quarter of 2022, we started to manufacture nitrile gloves in our fully automated glove factory in Cambodia. Nitrile gloves are known for exceptional durability, tear-resistance, and longevity, and are a suitable alternative for individuals with latex allergies. They are ideal for use in medical examination and food processing settings.

Another new product is Coverall Light, which offers basic chemical protection and is designed for enhanced breathability and comfort, and a great addition to our existing PPE collection.

We also launched a range of products aimed at providing enhanced levels of comfort and protection for various occupational settings, such as scrub suits, alcohol wipes, acne patches and hydrocolloid dressings. Our OMO acne patches boast greater application convenience compared to conventional products on the market, while also reducing the risk of cross contamination with its unique peel-and-stick design and individual packaging.

We continue to prioritise the acquisition of product certifications, including two US FDA 510(k) clearances, EU Medical Device Regulation (MDR), and EU Personal Protective Equipment Regulation (“PPER”) certifications. Our IL-4036 isolation gown is one of 4 products in the world to have attained AAMI Level 4 certification in the United States. We plan to complete registration for these products under the newly implemented, more stringent EU MDR in 2023 to ensure continued market access in Europe and the United States.

Looking ahead to 2023, we anticipate launching 3D masks with the least pressure differential and protective clothing suitable for use in cleanroom environments. Our research and development efforts will continue to be directed towards product differentiation with a focus on enhancing the value of our brand and products.



## Corporate Social Responsibility

The world has been working to overcome the pandemic for the past three years. In line with our vision to better the world’s health for everyone, everywhere, Medtecs has been donating PPE and medical supplies worldwide, with recipients ranging from frontline workers, school children to the elderly and other vulnerable communities who needed us the most. At the same time, we are fully committed to the three pillars of sustainability - Environmental, Social, and Governance (“ESG”) - and recognises the importance of integrating these values into our business practices. To further our commitment, we have been organizing lectures, training sessions and activities for our employees to deepen their knowledge and understanding of ESG issues. We strive to be a responsible corporate citizen and make a positive impact on the world through our business practices and community involvement.

### Taiwan

In July 2022 we officially launched our Medical Supply Donation Program. This program allows any organisation in need of medical supplies to apply for essential medical supplies through our official website. The Taipei Medical University Mountain Social Medical Service Team, for example, has used the program to send Medtecs supplies to remote areas to support those affected by the pandemic. We continued to donate masks and other PPE items to various government units, public welfare groups, and non-profits. For example, we donated anti-viral spray, flight suits, and health kits to the Chinese Olympic Committee, Tug-of-War Sports Association, Taiwan Jiu-Jitsu Association, and Marathon Association to help protect the athletes’ health when they traveled for competitions.



Mask donation to Taitung County Government



To further our commitment to community engagement, we have implemented a paid volunteer leave policy for our employees in Taiwan, allowing them to use their paid time off to volunteer at qualified non-governmental organisations (“NGOs”) or non-profit organisations. On December 16, 2022, we partnered with “Taiwan Organic Lifestyle and Environmental Education Promotion Association” to organise a company-wide mountain clean-up. Throughout the year, the Taipei office collaborated with various NGOs to provide lectures on topics such as environmental conservation, climate change, and healthy and sustainable eating in order to foster a stronger understanding of sustainable practices among our staff.



Mask donation to St. Theresa Opportunity Center

### Philippines

Through its various initiatives, Medtecs Philippines demonstrated the Group’s commitment to bettering the health and well-being of the community we operate in. To help reach wider recipients, Medtecs Philippines collaborated with the Alagang Kapatid Foundation, Inc. (“AKFI”) twice in 2022. Via the “Protecsyonan ang Kalusugan” program, a cash donation of Php96,000, which was raised from proceeds of Medtecs face masks sales, as well Medtecs face masks went to different AKFI beneficiaries in the country. Following the success of the “Protecsyonan ang Kalusugan” program, Medtecs and AKFI teamed up through the “Happy Eskwela” project to serve more than 500 students from remote communities by providing them with school supplies and other essentials to prepare for the reopening of face-to-face

classes in August 2022. Provision of at least 10 Medtecs face masks per student were included in the Happy Eskwela pack.



Happy Eskwela Project with Alagang Kapatid Foundation to donate school supplies and other essentials to students from remote communities in the Philippines





In 2022, Medtecs Philippines introduced the Selfless Contribution of Protective Equipment to Society (“SCOPES”) program, which is designed to institutionalise the Company’s donation of PPEs and medical supplies. Since its launch in October, the program has had a total of 13 beneficiaries, mostly public school students who received our kids face masks. This was especially timely as the government ordered the full implementation of face-to-face classes for public schools.

SCOPES program - Cecilio Apostol Elementary School



SCOPES program – San Jose Elementary School

In December, Medtecs Philippines’ employees from both the Makati office and Bataan factory shared their time and talent to prepare special holiday gift packs made from recycled shoe boxes. These upcycled shoeboxes contained Medtecs’ kids face masks and chocolate treats as part of SCOPES’ “Christmas is Caring... for the Children and the Environment” initiative. These gift packs were distributed to 200 children from the Special Program on Relevant Engagement and Advocacy for the Displaced and the SOS Children’s Village – Bataan.

Overall, through SCOPES, Medtecs Philippines donated 1,860 boxes of facemasks worth 446,400 Philippine pesos.



### Cambodia

In Cambodia, we continued efforts to support the local community in 2022 through various initiatives. In furtherance of our belief in the transformative power of education and empowering the local community, we teamed up with the Ministry of Education and UNESCO to provide literacy training to 43 students from Kompong Cham province, with two teachers sponsored by Medtecs Group and a total of 480 hours of lessons conducted at our Kampong Cham factory in March 2022. On June 1, 2022, in celebration of Children’s Day, we donated notes, pens and pencils and other school supplies to the students of Hun Sen Primary School, benefiting roughly 400 children. We also donated cash as well as face masks to those in need. These donations were well received and greatly appreciated by the recipients, including the Ministry of Land Management, Urban Planning & Construction, the Ministry of Labor, and other key government units.



## Corporate Directory

### Board of Directors

Clement Yang Ker-Cheng  
*Chairman · Executive Director*

William Yang Weiyuan  
*Deputy Chairman · Executive Director · Chief Executive Officer*

Lim Tai Toon  
*Lead Independent Director*

Carol Yang Xiao-Qing  
*Independent Director*

Nieh Chien-Chung  
*Independent Director*

### Audit Committee

Lim Tai Toon  
*Chairman*

Carol Yang Xiao-Qing  
*Member*

Nieh Chien-Chung  
*Member*

### Remuneration Committee

Nieh Chien-Chung  
*Chairman*

Carol Yang Xiao-Qing  
*Member*

Lim Tai Toon  
*Member*

### Nominating Committee

Carol Yang Xiao-Qing  
*Chairman*

Lim Tai Toon  
*Member*

Nieh Chien-Chung  
*Member*

Clement Yang Ker-Cheng  
*Member*

William Yang Weiyuan  
*Member*

### Company Secretaries

Abdul Jabbar Bin Karam Din  
*Company Secretary*

Codan Services Limited  
*Assistant Company Secretary*

### Share Transfer Agent

Boardroom Corporate & Advisory Services Pte. Ltd.  
*1 Harbourfront Avenue  
Keppel Bay Tower #14-07  
Singapore 098632*

### Sponsor

R & T Corporate Services Pte. Ltd.  
*9 Straits View #06-07  
Marina One West Tower  
Singapore 018937*

Registered Professionals:  
Evelyn Wee Kim Lin  
Howard Cheam Heng Haw

### Registered Office in Bermuda

Medtecs International Corp. Ltd.  
*Tel: +632-817-9000  
Clarendon House 2 Church Street Hamilton  
HM11 Bermuda*

### Correspondence

11F, No. 9, SongGao Rd., Xinyi District  
Taipei City 110, Taiwan  
*Tel: +886-2-2739-2222  
Fax: +886-2-2729-8055  
<http://www.medtecs.com>*

### Auditors

**Lead Auditor**  
Ernst & Young LLP  
*(A Member Firm of Ernst & Young Global Limited)  
North Tower Level 18  
1 Raffles Quay  
Singapore 048583*

Partner in Charge:  
Yong Kok Keong  
*(From 29 September 2022)*

**Component Auditor**  
SyCip Gorres Velayo & Co.  
*(A Member Firm of Ernst & Young Global Limited)  
6760 Ayala Avenue  
1226 Makati City  
Philippines*

Partner in Charge:  
Alvin M Pinpin  
*(From 15 November 2020)*

### Principal Bankers

Bank of Taiwan  
*No. 120, Sec. 1, Chongqing South Rd.,  
Zhongzheng Dist., Taipei City 100, Taiwan*

Far Eastern International Bank  
*27F, No.207, Sec.2, Dunhua S. Road,  
Daan District, Taipei City 106, Taiwan*

Land Bank of Taiwan  
*No.46, Guancian Rd., Zhongzheng District,  
Taipei City 100, Taiwan*

Taipei Fubon Bank  
*No. 169, Sec. 4, Ren'ai Road,  
Daan District, Taipei City 106, Taiwan*

First Commercial Bank  
*No.30, Sec. 1, Chongqing South Rd.,  
Zhongzheng Dist., Taipei City 100, Taiwan*

### Investor Relations

[investor.relations@medtecs.com](mailto:investor.relations@medtecs.com)



## Profile of the Board of Directors

### Mr Clement Yang Ker-Cheng

Chairman · Executive Director

*(Appointed as Director in 1997, and re-elected in 2021)*

Mr Clement Yang Ker-Cheng is the Chairman of the Company. He oversees the overall management, strategic planning, product development and marketing of the Group. He was the Chief Executive Officer of the Group's operations since 1990 until 2 May 2018 when Mr William Yang Weiyuan took over as the Company's Chief Executive Officer. Mr Clement Yang is a member of the Nominating Committee. Under his leadership, the Medtecs Group has grown into an integrated healthcare services provider and original product manufacturer of a wide range of medical consumables for large multinational healthcare distributors, pharmaceutical companies and hospital groups around the globe.

Prior to founding the Medtecs Group, Mr Clement Yang served as senior vice-president of the Fu-I Industrial Group of companies, and the chief executive officer of Shentex Corporation. From 1986 to 1989, he was director of Taiwan Cotton Weavers Association. Mr Clement Yang was president of the Taiwanese Business Association of Subic Bay and now serves as Chairman of the Cambodia and Philippines committees of the Chinese-Philippine Business Council as well as the Founding Chairman of the Confederation of Philippine Manufacturers of PPE.

Mr Clement Yang has more than forty years of experience in the textile manufacturing industry, with majority of those years devoted to the development of medical consumables for the healthcare industry.

### Mr William Yang Weiyuan

Deputy Chairman · Executive Director · Chief Executive Officer

*(Appointed as Director in 2013 and subject to re-election in 2023)*

Mr William Yang Weiyuan was appointed as an Executive Director on 2 September 2013. Mr William Yang was appointed as the Company's Chief Executive Officer, in place of Mr Clement Yang, on 2 May 2018 and was subsequently appointed as the Company's Deputy Chairman on 26 February 2021.

Mr William Yang graduated from New York Institute of Technology with a degree in Electrical and Computer Engineering in 2005. He is the General Manager of the Company's wholly-owned subsidiaries, namely Medtecs (Taiwan) Corporation since 1 July 2010 and Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd. since 2008. As General Manager of two subsidiaries, he takes an active role in the marketing, production, human resources and finance departments.

Mr William Yang has over 15 years of experience in the textile industry, with majority of those years devoted to developments of medical textile products, personal protective equipment, and hospital service for the healthcare industry.

### Mr Lim Tai Toon

Lead Independent Director · Audit Committee Chairman

*(Appointed as Director in 2010 and subject to re-election in 2023)*

Mr Lim Tai Toon was appointed as an Independent Director of the Company on 29 October 2010 and Chairman of the Audit Committee and Lead Independent Director on 4 May 2012. He is also a member of the Nominating and Remuneration Committees.

Mr Lim spent the earlier part of his career with the Singapore Armed Forces before embarking on a broad and varied financial and business career. Since 1994, Mr Lim had worked in a number of SGX listed companies; as financial advisor of REA Ltd (formerly known as Superior Fastening Ltd), as executive director of Eastgate Technology Limited (2006 to 2009), managing director of Vashion Group Limited (formerly known as Startech Electronics Limited) from 2003 to 2006 and vice-president (corporate affairs) of Ipco International Limited (1995 to 1996). Between those years, Mr Lim also founded a software development company and was based in China as Country chief executive officer for an Asian company from 1996 to 2000. In addition, Mr Lim served as adjunct lecturer with Loughborough University for 17 years till 2020 and was a council member of BGST.

Currently, Mr Lim is a co-founder of a group of missional companies with focus on social impact and the General Manager of Student Castle Property Management Service (UK) with Cuscaden Peak Investment. He is also an independent director and AC Chairman of Medinex Ltd Since 2018.

Mr Lim holds a Master of Business (Information Technology) from Curtin University of Technology (Australia), Master of Business Administration from Henly Management College (United Kingdom) and Bachelor of Accountancy from National University of Singapore (Singapore). He is a Fellow Chartered Accountant of The Institute of Singapore Chartered Accountants.

### Ms Carol Yang Xiao-Qing

Independent Director · Nominating Committee Chairman

*(Appointed as Director in 2005 and re-elected in 2022)*

Ms Carol Yang Xiao-Qing was appointed as an Independent Director of the Company on 1 May 2005 and Chairman of the Nominating Committee on 14 August 2012. She is a member of the Audit and Remuneration Committees.

Ms Yang is Vice President and China Chief Representative of Give2Asia. She is the co-founder of Galaxaco China Group LLC., which is an International Investment Advisory and



Development Firm. Ms Yang has been working to support international corporations investing in China. Ms Yang has extensive experience in inbound investments, international business developments, and state regulatory matters. She has been engaged in hands-on project development in China and has served as senior advisor to multinational companies. Ms Yang was once employed as a foreign expert by the State Council of China. For three years in a row from 2007 to 2009, Ms Yang received the award for Best Foreign Investment Advisor from the City of Guangzhou. Ms Yang joined Give2Asia in 2018. In 2020, she led the China team to actively support China's efforts to respond to the COVID-19 outbreak and completed donations worth more than 10 million U.S Dollars.

Ms Yang holds a Bachelor of Arts in Journalism from Jinan University, People's Republic of China. She also attended Stanford University on a Communications Fellowship in 1985. Subsequently, Ms Yang received her Master of Arts in Communications Management & Investor Relations from Simmons College in Massachusetts.

### Dr Nieh Chien-Chung

Independent Director · Remuneration Committee Chairman  
(Appointed as Director on 8 August 2019 and re-elected in 2022)

Dr Nieh Chien-Chung was appointed as an Independent Director of the Company on 8 August 2019 and Chairman of the Remuneration Committee on 8 August 2019. He is a member of the Audit and Nominating Committees.

Dr Nieh is currently a professor of Tamkang University and National Taipei University. He was also formerly a professor in National Cheng-Chi University. Dr Nieh holds an MBA in Finance in Baruch College, New York, USA. He also holds an MSc in Industrial Engineering, an MA in Economics and a PhD in Economics in Rutgers University, New Jersey, USA.

## Financial Calendar

### FY 31 December 2022

*Announcement of Full Year Results*

28 February 2023

*Annual General Meeting*

On 30 June 2023 (with an extension of time to hold AGM granted from the SGX-ST)

### FY 31 December 2023

*Announcement of Half Year Results*

Middle of August 2023

*Announcement of Full Year Results*

Last week of February 2024

## Report on Corporate Governance

Medtecs is committed to achieving and maintaining a high standard of corporate governance within the Group by embracing the tenets of good governance, including accountability, transparency and sustainability, which will engender investor confidence and achieve long-term sustainable business performance. Good corporate governance establishes and maintains an appropriate culture, values and ethical standards of conduct at all levels of the Company, which helps to enhance long-term shareholder value whilst taking into account the interests of other stakeholders.

The Company has published its Sustainability Report as a standalone report on 31 May 2023, in line with the requirements on sustainability reporting prescribed by the SGX-ST.

This report describes the corporate governance framework and practices of the Company that were in place during FY2022 with specific reference made to the principles and provisions of the revised Code of Corporate Governance (the "2018 Code") issued in August 2018, which forms part of the continuing obligations of the Company under the listing rules of the SGX-ST.

This Report should be read as a whole, instead of being read separately under the different principles of the 2018 Code.

The Company has complied in all material aspects with the principles and provisions of the 2018 Code. When there are variations from the provisions under the 2018 Code, we have provided our explanations in relation to the Company's practices as to how our practices are consistent with the aim and philosophy of the principles in question, when appropriate.

### (A) BOARD MATTERS

#### **Board's Conduct of its Affairs**

*Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

#### **Role of the Board of Directors (the "Board")**

The Board has the dual role of setting strategic direction, and of setting the company's approach to governance. This includes establishing an appropriate culture, values and ethical standards of conduct at all levels of the Company. The role of the Board is broader than that of providing oversight as a well-constituted Board would foster more complete discussions, leading to better decisions and enhanced business performance. The Board also sets the tone for the Group in respect of ethics, values and desired organisation culture, and ensure proper accountability within the Group. The Board is responsible for the overall corporate governance of the Company.

The Board assumes responsibility for stewardship of the Group and is primarily responsible for the protection and enhancement of long-term value and returns for the shareholders. Through the Board's supervision of the management of the business and affairs of the Group, the Board is able to set the appropriate and desired organisational culture and ensures proper accountability within the Company. The Board is also responsible for providing corporate direction, monitoring managerial performance and reviewing financial results of the Group. In addition, the Board is directly responsible for decision making in respect of the following matters:

- a. approve the business strategies including significant acquisition and disposal of subsidiaries or assets and liabilities;
- b. approve the annual budgets, major funding proposals, significant capital expenditures and investment and divestment proposals;
- c. approve the release of the Group's half year and full year financial results and interested person transactions;
- d. oversee the processes for risk management, financial reporting and compliance, and evaluate the adequacy and effectiveness of internal controls, as may be recommended by the Audit Committee ("AC");
- e. review the performance of management, approve the nomination to the Board and appointment of key management personnel ("KMP"), as may be recommended by the Nominating Committee ("NC");
- f. review and endorse the framework of remuneration for the Board and KMP, as may be recommended by the Remuneration Committee ("RC");
- g. corporate policies in keeping with good corporate governance and business practice; and
- h. consider sustainability issues, e.g. environmental, social and governance factors, as part of the strategic formulation.

The Board provides shareholders with a balanced and understandable assessment of the Group's performance, position and prospects on a half-yearly basis.

The Directors are fiduciaries who act objectively in the best interests of the company and hold Management accountable for performance. The Directors are of the view that they have objectively discharged their duties and responsibilities at all times as fiduciaries in the interest of the Company for FY2022. Directors are entitled to request from Management and should be provided with additional information as needed to make informed decisions. The Directors further understand that they must avoid situations in which their own personal or business interests directly or indirectly conflict or potentially conflict with the interest of the Group. Where a Director has a conflict or potential conflict of interest in relation to any matter, he will immediately declare his interest at the meeting of the Directors or send a written notice to the Chairman and/or Company Secretary, setting out the details of his interest and the conflict and recuse himself from any discussions on the matter and abstain from participating in any Board decision.

Other matters which specifically require the full Board's decision are those involving, *inter alia*:

- conflict of interests for a substantial shareholder or a Director;
- material acquisitions and disposals of assets;
- corporate or financial restructuring and share issuances;
- dividends and other returns to shareholders;
- matters which require the Board's approval as specified under the Company's interested person transactions policy; and
- the appointment and removal of the company secretary.

The Board will oversee the Group's sustainability reporting framework by monitoring the environment, social and governance issues that impact the Group's sustainability of its business.

### Board Committees

To assist the Board in the execution of its responsibilities, the Board has established Board committees, namely the AC, the NC and the RC (collectively, the "**Board Committees**"), each of which functions within clearly defined terms of reference and operating procedures which are reviewed on a regular basis. Each Board Committee is formed by clear written terms of reference, setting out the composition, duties, authority and accountabilities of each committee, which have also been detailed in this report on pages 40 to 58.

### Board Meetings and Attendance

The Board meets on a quarterly basis and whenever necessary for the discharge of their duties. Dates of the Board meetings are normally set by the Directors well in advance. Telephonic attendance and conference audio-visual communication at Board and Board Committee meetings are allowed under the Company's Bye-Laws. Decisions of the Board and Board Committees may also be obtained through circular resolutions. The Board with the concurrence of the NC is of the view that the Directors have actively participated in Board and committee meetings, and that each Director has dedicated sufficient time and attention to the affairs of the Group for FY2022, regardless of their other board representations.

The number of meetings held by the Board and Board Committees and attendance thereat during the past financial year are as follows:

DIRECTORS	AGM		SGM		BOARD		AC		RC		NC	
	No. of Meetings	Attended	No. of Meetings	Attended	No. of Meetings	Attended	No. of Meetings	Attended	No. of Meetings	Attended	No. of Meetings	Attended
Clement Yang Ker-Cheng	1	1	1	1	4	4	-	-	-	-	4	4
William Yang Welyuan	1	1	1	1	4	4	-	-	-	-	4	4

Lim Tai Toon	1	1	1	1	4	4	4	4	4	4	4	4
Carol Yang Xiao-Qing	1	1	1	1	4	4	4	4	4	4	4	4
Dr Nieh Chien-Chung	1	1	1	1	4	4	4	4	4	4	4	4

### Induction and Training of Directors

The Board will constantly examine its size and, with a view to determining the impact of its number upon effectiveness, decide on what it considers an appropriate size for the Board. The composition of the Board will be reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise and experience.

The NC ensures that new Directors are aware of their duties and obligations and is tasked with deliberating whether a Director is able to and has been adequately carrying out his/her duties as a Director. At the time of their appointment, Directors are provided with formal letters setting out their duties and obligations. Newly appointed Directors will be interviewed by the Sponsor and be given briefings by the Executive Chairman and/or the Chief Executive Officer ("**CEO**") and/or management of the Company on the business activities of the Group and its strategic directions and corporate governance practices.

The Board recognises that it is important that all Directors remain updated with the business and legal developments so as to be able to serve effectively on, and contribute to, the Board. All Directors have many years of corporate experience and are familiar with their duties and responsibilities as Directors (including their respective roles as executive, non-executive and independent directors). In addition, the Directors understand the Group's business and are provided with opportunities to develop and maintain their skills and knowledge as Directors at the expense of the Company, including visits to the Group's operational facilities and to meet with management in order to gain a better understanding of the Group's business operations.

The Directors are provided with continuing briefings and updates in areas such as Directors' duties and responsibilities, corporate governance, changes in financial reporting standards and issues which have a direct impact on financial statements, so as to enable them to properly discharge their duties as Board or Board Committee members. The scope of such continuous briefings and updates includes overview of industry trends and developments, governance practices and developing trends, and changes in trends in governance practices and regulatory requirements pertaining to the business.

On 15 December 2021, the SGX-ST announced that all directors of listed issuers are to undergo a one-time training on sustainability from 1 January 2022. The Directors had attended the Environmental, Social and Governance Essentials course conducted by the Singapore Institute of Directors on 31 May 2022.

### Access to Information

To assist the Board in fulfilling its responsibilities, the management provides the Board with a management report containing complete, adequate and timely information prior to the Board meetings. The management welcomes Directors to seek explanations or clarifications from and/or convene informal discussions with the management on any aspect of the Group's operations or business. Necessary arrangements will be made for informal discussions or explanations as and when required.

All Directors have separate and independent access to the management, the Company Secretary and external advisers (where necessary) at all times, at the Company's expense. The Company Secretary attends all Board meetings and ensures that Board procedures and all other rules and regulations applicable to the Company are complied with. The appointment and removal of the Company Secretary are subject to the Board's approval.

Changes to regulations are closely monitored by management and for changes which have an important bearing on the Company or the Directors' disclosure obligations. The Directors are briefed during Board meetings.

The Directors and the chairmen of the respective committees, whether as a group or individually are able to seek independent professional advice as and when necessary, in furtherance of their duties at the Company's expense. The appointment of such professional advisor is subject to approval by the Board.

### Board Composition and Balance

*Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.*

The Board consists of five (5) Directors, of whom three (3) are independent. The list of Directors is as follows:

#### Executive Directors

Clement Yang Ker-Cheng	(Chairman, Executive Director)
William Yang Weiyan	(Deputy Chairman, Executive Director and CEO)

#### Independent Directors

Lim Tai Toon	(Lead Independent Director)
Carol Yang Xiao-Qing	(Independent Director)
Dr Nieh Chien-Chung	(Independent Director)

The size and composition of the Board and the Board committees are reviewed from time to time by the NC to ensure that they are of an appropriate size and comprise Directors who as a group provide the appropriate balance and mix of skills, knowledge, experience and other aspects of diversity such as gender and age so as to foster effective discussions and decision making. The NC is of the view that the current Board size of five (5) Directors, of

whom three (3) are Independent Directors, is appropriate and effective for the time being, taking into account the nature and scope of the Company's operations.

The current Board comprises persons with diverse expertise and experience in accounting, business and management, finance and risk management who as a group provide core competencies necessary to meet the Company's requirements. The Directors' objective judgment on corporate affairs and collective experience and knowledge are invaluable to the Group and allows for the useful exchange of ideas and views.

While the Board is of the view that the present combination of skills, talents, experience and diversity of its directors serves the needs and plans of the Company, as detailed above, the Board acknowledges that improvements to Board diversity are an ongoing process and the Board is fully committed to continue to ensure that the Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company. Pursuant to provision 2.4 of the 2018 Code, the Board has also adopted the [Board Diversity Policy](#) in 2020. Under the Board Diversity Policy, the NC will, in reviewing the Board's composition, rotation and retirement of Directors and succession planning, consider a number of aspects, including but not limited to gender, age, nationalities, ethnicity, cultural background, educational background, experience, skills, knowledge, independence and length of service. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately.

By 2027, the Company aims to have a minimum representation of 40% women directors on the board. This target reflects the Group's recognition of the importance of gender diversity in leadership positions and the value it brings in driving innovation and decision-making. To achieve diversity on the board, the Group will undertake the following initiatives:

- a. Broaden the candidate pool: The Company will expand the search and recruitment process to attract a diverse range of candidates for board positions. This will involve actively seeking candidates from different backgrounds, including those with diverse gender, age, nationalities, cultural background, educational background, experience, skills, and knowledge.
- b. Review the board appointment criteria: The Company will conduct a thorough review of its board appointment criteria to ensure they are inclusive and unbiased. This includes examining the qualifications, experiences, and skills required for board positions to identify any potential barriers that may disproportionately affect women. By adopting more inclusive criteria, the Company will be better positioned to attract a wider range of candidates and create a more gender-diverse Board.

By adhering to the Board Diversity Policy and actively working towards achieving the established targets, the Company is committed to creating a diverse and inclusive Board that reflects the broader stakeholder base and supports the Company's long-term success.



### Independence of Directors

The NC reviews the independence of each Director on an annual basis based on the 2018 Code's definition of what constitutes an independent director. Each Director is required to declare their relationships with the Company, its related corporations, its substantial shareholders or its officers (if any) which may affect his/her independence through the completion and submission of a 'Confirmation of Independence' form. Such relationships include business relationships which the Director, his/her immediate family member, or an organisation in which the Director and/or his/her immediate family member is a director, substantial shareholder, partner (with 5% or more stake) or executive officer has with the Company or any of its related corporations and the director's direct association with a substantial shareholder of the company, in the current and immediate past financial year. The said form, which is drawn up based on the definitions and guidelines set forth in Principle 2 of the 2018 Code and the Guidebook for Audit Committees in Singapore (Third Edition) issued by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange in August 2018, requires each Director to assess whether he/she considers himself/herself independent despite not having any relationships identified in the 2018 Code.

The NC is of the view that the three (3) independent directors (who represent more than half of the Board) are independent under Rule 406(3)(d)) of the Listing Manual Section B: Rules of Catalyst of the SGX-ST (the "**Rules of Catalyst**"), and that there is a strong and independent element on the Board which is able to exercise objective judgment on corporate matters independently, in particular, from management, and that no individual or small group of individuals dominate the Board's decision-making process.

Effective from 11 January 2023 and pursuant to Rule 406(3)(d)(iv) of the Rules of Catalyst, a director will not be independent if he has been a director for an aggregate period of more than 9 years (whether before or after listing). Such director will continue to be considered independent between 11 January 2023 and until the conclusion of the issuer's annual general meeting for financial year ending on or after 31 December 2023 (the "**Transitional Period**").

In respect of Ms. Carol Yang Xiao-Qing and Mr Lim Tai Toon, who have served on the Board for more than nine years from the date of their first appointment on 1 May 2005 and 29 October 2010 respectively, the NC has reviewed (with Ms. Carol Yang Xiao-Qing and Mr Lim Tai Toon abstaining in relation to their respective assessments) based on, amongst others, their attendance and contributions at meetings of the Board and Board Committees and confirmed that Ms. Carol Yang Xiao-Qing and Mr Lim Tai Toon may continue to be considered independent during the Transitional Period.

Taking into account the views of the NC, the Board concurs that Ms Carol Yang Xiao-Qing and Mr Lim Tai Toon continue to demonstrate strong independence in character and judgment in the discharge of their responsibilities as the Directors of the Company. Ms Carol

Yang Xiao-Qing and Mr Lim Tai Toon have continued to express their individual viewpoints, debated issues and objectively scrutinised and challenged the management. Ms Carol Yang Xiao-Qing and Mr Lim Tai Toon have sought clarification and amplification as they deemed required, including through direct access to the Group's employees. The Board as a whole has also considered and determined that Ms. Carol Yang Xiao-Qing and Mr Lim Tai Toon have, over time, developed significant insights into the Group's business and operations and provided valuable contributions to the Board through their integrity, objectivity and professionalism notwithstanding their years of service. Further, having gained in-depth understanding of the business and operating environment of the Group, Ms Carol Yang Xiao-Qing and Mr Lim Tai Toon provide the Company with much needed experience and knowledge of the industry. Based on the declaration of independence from Ms Carol Yang Xiao-Qing and Mr Lim Tai Toon, they have no association with the management that could compromise their independence. The NC and the Board have concluded that Ms. Carol Yang Xiao-Qing and Mr Lim Tai Toon continue to be considered as independent directors during the Transitional Period. Ms Carol Yang Xiao-Qing and Mr Lim Tai Toon have abstained from participating in the deliberation and decision on their independence.

The Board, after taking into account the NC's views, is satisfied that Ms Carol Yang Xiao-Qing, Mr Lim Tai Toon and Dr Nieh Chien-Chung remain as independent directors as there are no relationships or circumstances which could interfere, or could reasonably be perceived to interfere with the exercise of independent business judgment of each independent director.

Mr Lim Tai Toon is resident in Singapore. Hence, the Company is in compliance with the Rules of Catalyst which requires that there should at least be one (1) independent director who is residing in Singapore.

The Non-Executive Directors ("**NEDs**") and/or the independent directors ("**IDs**") participate actively in Board and Board Committees meetings. With their professional expertise, experience and knowledge, they provide constructive advice and guidance for effective discharge by the Board of its principal functions over the Group's strategies, businesses and other affairs. The NEDs and/or IDs also constructively challenge and aid the development of directions on strategy as well as review the performance of the management in achieving agreed goals and objectives. In addition, they also monitor the reporting of the Group's performance. To facilitate a more effective check on the management, the NEDs and/or IDs meet and discuss on the Group's affairs without the presence of the management where necessary, and the chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

### Chairman and CEO

*Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.*

The Group's Chairman is Mr Clement Yang Ker-Cheng, who was also the CEO of the Company until 2 May 2018, and who plays an instrumental role in developing the business of the Group and has also provided the Group with strong leadership vision.

As part of the Group's management succession plan, Mr William Yang Weiyuan, son of the Chairman, Mr. Clement Yang Ker-Cheng, was appointed as the CEO of the Company with effect from 2 May 2018 and subsequently as the Deputy Chairman on 26 February 2021 to comply with the requirement under Bye-Law 126 of the Company's Bye-Laws that a Deputy Chairman be appointed. Mr. William Yang Weiyuan is mainly responsible for the day-to-day operations of the Group.

Given the centrality of the Board to good corporate governance, it is fundamental that the Chairman sets the right tone. The Chairman, in consultation with Management, sets the agenda for Board meetings and ensures that meetings are held when necessary, and during such meetings encourages a full and frank exchange of views from all Directors so that debates benefit from the full diversity of views.

The CEO is responsible for the management of the overall business and development of the Group. The CEO together with senior Management execute plans which are in line with the strategic decisions and goals set out by the Board and ensures that the remaining Directors are kept updated and informed of the Group's business operations and financial position.

Both the Chairman and the CEO exercise control over the quality, quantity and timelines of information flow between the Board and the management. They ensure that Board meetings are held when necessary and set the Board meeting agenda in consultation with the Directors. The Chairman and the CEO review the Board papers before they are presented to the Board, and they ensure that Board members are provided with complete, adequate and timely information. Management staff who prepared the papers, or who can provide additional insight into the matters to be discussed, are invited to present the papers or participate in the Board meeting at the relevant time. The Chairman and the CEO are responsible for ensuring effective communication with shareholders and the Company's compliance with the 2018 Code.

To ensure an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision making, Mr Lim Tai Toon was appointed as Lead Independent Director of the Company with effect from 4 May 2012. Shareholders with concerns may contact him directly, when contact through the normal channels via the Chairman, the CEO or the Chief Financial Officer ("CFO") has failed to provide satisfactory resolution, or when such contact is inappropriate. All the Independent Directors, including the Lead Independent Director, meet annually without the presence of other Executive and Non-Independent Directors to discuss matters of significance which are then reported to the Chairman and the CEO accordingly.

All the Board committees are chaired by the Independent Directors. The Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision making by the Board is independent and based on collective decisions without any individual or group of individuals exercising any considerable concentration of power or influence.

### **Board Membership**

*Principle 4: The Board has a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.*

The NC comprises the following five (5) members:

Carol Yang Xiao-Qing (Chairman)  
 Lim Tai Toon  
 Dr Nieh Chien-Chung  
 Clement Yang Ker-Cheng  
 William Yang Weiyuan

The existing NC comprises five (5) Directors, of which two (2) are Executive Directors and three (3) are Non-Executive Independent Directors. The Lead Independent Director is also a member of the NC. In addition, the NC is cognisant of and ensures that (i) each member of the NC abstains from voting on any resolutions if there is any conflict of interest and/or prior relationship (ii) rigorous interviews are conducted with incoming/re-appointed Directors to ensure they are aware of their obligations as a Director and/or and (iii) it progressively reviews the criteria for candidacy. In view of the above, the Board is of the view that there is a sufficiently formal and transparent process for the appointment and re-appointment of the Directors.

The NC, which has written terms of reference, is responsible for making recommendations to the Board on all Board appointments and re-appointments. The key terms of reference of the NC are as follows:

- to identify candidates and review all nominations for the appointment or re-appointment of members of the Board, the managing director of the Group, and to determine the selection criteria;
- to ensure that all Board appointees undergo an appropriate induction programme;
- to regularly review the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- to identify gaps in the mix of skills, experience and other qualities required in an effective Board and to nominate or recommend suitable candidates to fill these gaps;
- to decide whether a Director is able to and has been adequately carrying out his duties as a Director of the Company, particularly where the Director has multiple board representations;

- to review the independence of each Director annually, having regard to the circumstances set forth in the 2018 Code;
- to decide how the Board's performance may be evaluated and propose objective performance criteria for the Board's approval; and to evaluate the effectiveness of the Board as a whole and assess the contribution by each individual Director, to the effectiveness of the Board.

For the financial year under review, the NC held four (4) meetings.

When deciding on the appointment of new Directors to the Board, the NC and the Board consider a variety of factors, including the core competencies, skills and experience that are required on the Board and Board Committees, diversity, independence, conflicts of interest and time commitments.

The NC is responsible for the re-appointment of Directors. In its deliberations on the re-appointment of existing Directors, the NC takes into consideration the Directors' contribution and performance. The assessment parameters include attendance as well as the quality of intervention and special contribution.

Pursuant to Bye-Law 86 of the Company's Bye-Laws, one-third (1/3) of the Directors shall retire from office by rotation at each AGM and each Director shall retire at least once every three (3) years. In addition, Rule 720(4) of the Rules of Catalist which came into effect on 1 January 2019 requires that all directors must submit themselves for re-nomination and re-appointment at least once every three years. A newly appointed Director is required by Bye-Law 85 of the Company's Bye-Laws to hold office until the following AGM of the Company and shall be eligible for re-election at that AGM.

In this respect, the NC has recommended that the following Directors, in pursuant of Rule 720(4) of the Rules of Catalist and Bye-Law 86 of the Company's Bye-Laws, who are retiring and/or up for re-election at the forthcoming AGM, be re-elected as Directors:

- William Yang Weiyuan
- Lim Tai Toon

Each member of the NC abstains from making any recommendations and/or participating in any deliberation of the NC and from voting on any resolution, in respect of the assessment of his own performance or re-nomination as a Director.

The NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company and Group, notwithstanding that some of the Directors have multiple board representations. The NC is of the view that it would not be necessary to put a maximum limit on the number of listed company board representations and other principal commitments of each Director. In its search and nomination process for new Directors, the

NC has, at its disposal, search companies, personal contacts and recommendations, to cast its net as wide as possible for the right candidates.

Key information on the Directors is set out below:

Name of Director	Position	Date of first appointment as a Director	Date of last re-appointment as a Director	Present Directorships or chairmanships in other listed companies	Directorships or chairmanships held over the preceding three years in other listed companies	Other principal commitments	Due for re-appointment at the AGM
Clement Yang Ker-Cheng	Chairman, Executive Director	19 November 1997	28 April 2021	None	None	<ul style="list-style-type: none"> <li>• Universal Weavers Corporation</li> <li>• Contex Corporation</li> <li>• Medtex Corporation</li> <li>• Medtecs (Asia Pacific) Pte Ltd</li> <li>• Medtecs (Far East) Ltd</li> <li>• Medtecs (Taiwan) Corporation</li> <li>• Medtecs Materials Technology Corporation</li> <li>• Cooper Development Ltd</li> <li>• Medtecs (Cambodia) Corporation</li> </ul>	No
William Yang Weiyuan	Deputy Chairman, Executive Director and Chief Executive Officer	2 September 2013	28 April 2021	None	None	<ul style="list-style-type: none"> <li>• Medtecs (Taiwan) Corporation</li> <li>• Medtecs MSEZ Corp., Ltd</li> <li>• Cooper Development Ltd</li> <li>• Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd</li> <li>• World Join International Ltd.</li> </ul>	Retirement by rotation (Bye-Law 86)
Carol Yang Xiao-Qing	Independent Director	1 May 2005	29 April 2022	None	None	Give2Asia	No
Lim Tai Toon	Lead Independent Director	29 October 2010	28 April 2021	Medinex Ltd	None	<ul style="list-style-type: none"> <li>• General Manager, Student Castle Property Management Service (UK) with Cuscaden Peak Investment</li> <li>• Food Studio Pvt Ltd (Sri Lanka)</li> <li>• Biblical Graduate School of Theology (Singapore)</li> </ul>	Retirement by rotation (Bye-Law 86)
Dr Nieh Chien-Chung	Independent Director	8 August 2019	29 April 2022	<ul style="list-style-type: none"> <li>• Microtips Technology Inc.</li> <li>• FullTech Fiber Glass Corp.</li> </ul>	None	<ul style="list-style-type: none"> <li>• GloLiv Asset Management Ltd</li> <li>• Tamkang University</li> <li>• National Taipei University</li> </ul>	No

Note:

The details of Directors' credentials including working experience, academic and professional qualifications, shareholding in the Company and its related corporations and directorships can be found in the Board of Directors and Directors' report sections of the annual report.

The information required under Rule 720(5) of the Rules of Catalyst is set out below:

Name of person	William Yang Weiyuan	Lim Tai Toon
Date Of Appointment	2 September 2013	29 October 2010
Date of last re-appointment (if applicable)	28 April 2021	28 April 2021
Age	40 years old	62 years old
Country Of Principal Residence	Taiwan	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	After assessing Mr William Yang's contribution and performance, the NC has recommended that Mr William Yang be re-elected as Director of the Company.	After assessing Mr Lim Tai Toon's contribution and performance, the NC has recommended that Mr Lim be re-elected as Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive. Responsible for day-to-day operations of the Group.	Non-Executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Chief Executive Officer	Chairman of AC, a Member of the NC and the RC.
Professional Qualifications	Bachelor's Degree in Electrical and Computer Engineering from New York Institute of Technology.	Master of Business (Information Technology) from Curtin University of Technology (Australia).  Master of Business Administration from Henly Management College (United Kingdom).  Bachelor of Accountancy from National University of Singapore (Singapore).  Fellow Chartered Accountant of The Institute of Singapore Chartered Accountants.
Working experience and occupation(s) during the past 10 years	GM of Medtecs (Taiwan) Corporation since 2010.  CEO of the Group since 2018.	Independent director and AC Chairman of Medinex Ltd since 2018.  Adjunct lecturer of Loughborough University till 2020.
Shareholding interest in the listed issuer and its subsidiaries	Deemed interest in 3,000,000 ordinary shares in the capital of the Company.	Deemed interest in 20,000 ordinary shares in the capital of the Company.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Son to Mr. Clement Yang Ker-Cheng, Executive Chairman of the Company; and son to Ms Sherry Chen Su-Tien, Non-Executive Chairman of Medtecs (Taiwan) Corporation, a principal subsidiary of the Company; and brother to Ms Wan Chien Yang, general counsel of the Company, a director of Medtecs USA Corporation and Medtecs MSEZ Corp Ltd (Cambodia) and supervisor and director of Medtecs (Taiwan) Corporation.	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

Name of person	William Yang Weiyuan	Lim Tai Toon
Other Principal Commitments* including Directorships#	<ul style="list-style-type: none"> <li>Medtecs (Taiwan) Corporation</li> <li>Medtecs MSEZ Corp., Ltd</li> <li>Cooper Development Ltd</li> <li>Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd</li> <li>World Join International Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>General Manager, Student Castle Property Management Service (UK) with Cuscaden Peak Investment</li> <li>Food Studio Pvt Ltd (Sri Lanka)</li> <li>Biblical Graduate School of Theology (Singapore)</li> </ul>
* "Principal Commitments" has the same meaning as defined in the 2018 Code.		
# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8) (for the past 5 years)		
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, general manager or other officer of equivalent rank.		
If the answer to any question is "yes", full details must be given.		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal	No	No



Name of person	William Yang Weiyuan	Lim Tai Toon
proceedings (including any pending criminal proceedings of which he is aware) for such breach?		
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-  (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No

Name of person	William Yang Weiyuan	Lim Tai Toon
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Disclosure applicable to the appointment of Director only.		
Any prior experience as a director of an issuer listed on the Exchange?	N.A.	N.A.
If Yes, please provide details of prior experience.	N.A.	N.A.
If No, Please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.  Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N.A.	N.A.

### Board Performance

*Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.*

The NC reviews the criteria for evaluating the Board's performance and recommends to the Board a set of objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, each Board committee separately as well as the contribution by the Chairman and each individual Director to the Board with a view to enhancing effectiveness to promote long-term shareholders' value. Based on the recommendations of the NC, the Board has established processes for evaluating the effectiveness of the Board as a whole and of each Board committee separately.

The performance criteria for the evaluation includes an evaluation of the size and composition of the Board and the respective Board committees, the Board/committee/Directors' access to information, accountability, Board/committee

processes, Board/committee performance in relation to discharging its principal responsibilities, communication with management and standards of conduct of the Directors thereto. The Chairman and the CEO would then act on the results of the performance evaluation, and where appropriate, propose new members to be appointed to the Board or seek the resignation of Directors, in consultation with the NC.

In the course of the year, the NC has assessed the performance of individual Directors by preparing a questionnaire to be completed by each Director, which were then collated and the findings were analyzed and discussed with a view to implementing certain recommendations to further enhance the effectiveness of the Board.

The Board, with the concurrence of the NC, is of the view that the performance of the Board as a whole is satisfactory, the Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board. No external facilitator was used in the evaluation process for the financial year under review.

## **(B) REMUNERATION MATTERS**

### ***Procedures for Developing Remuneration Policies***

*Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

The RC reviews and makes recommendations to the Board on a framework of remuneration as well as specific remuneration packages for each Director and KMP to and considers all aspects of remuneration including but not limited to Directors' fees, salaries, allowances, bonuses, options, benefits-in-kind and termination terms, to ensure they are fair.

The RC comprises the following three (3) members, all of whom, including the RC Chairman are Independent Directors:

Dr Nieh Chien-Chung (Chairman) (Appointed on 8 August 2019)  
 Lim Tai Toon  
 Carol Yang Xiao-Qing

The members of the RC have many years of corporate experience. In addition, the RC has access to expert professional advice on remuneration matters as and when necessary.

The members of the RC carry out their duties in accordance with the terms of reference which include, amongst others, the following:

- to review Directors' fees to ensure that they are at sufficiently competitive levels;
- to assess the benefits of implementing a new share option scheme to incentivise and retain talent within the organisation.

- to review and advise the Board on the terms of appointment and remuneration of its members, CEO, KMP of the Group and all managerial staff who are related to any of the Directors or the CEO;
- to review the terms of the employment arrangements with management so as to develop consistent group wide employment practices subject to regional differences;
- to review the Group's obligations arising in the event of termination of the Executive Directors' and KMP's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.
- to recommend to the Board in consultation with senior management and the Chairman of the Board, any long term incentive scheme; and
- to review and approve any proposals or recommendations relating to KMPs' remuneration.

For the financial year under review, the RC held four (4) meetings.

There being no specific necessity, the RC did not seek the service of an external remuneration consultant in FY2022.

### ***Level and Mix of Remuneration***

*Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

The Company adopts a formal procedure for the fixing of the remuneration packages of individual Directors. No Director is involved in deciding his own remuneration. In setting remuneration packages, the Company takes into account pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of individual Directors.

Each of the two (2) Executive Directors has signed a service contract and the compensation framework for the KMP and the Executive Directors comprises monthly salaries, annual bonuses and allowances. Each Executive Director's annual bonus is determined with reference to the performance and value creation taking into account the strategic objectives of the Company. The Company's Share Option Scheme, last renewed in 2012, has lapsed on 29 May 2022. The Company is currently assessing the benefits of implementing a new share option scheme to provide long-term incentive for Directors and KMP to encourage loyalty and align the interest of the Directors and KMP with those of the shareholders. None of the service contracts has onerous removal clauses. Each of the Chairman's and the CEO's service contracts has a fixed appointment period.

Annual review of the remuneration of Executive Directors and KMP is also carried out by the RC to ensure that the remuneration of the Executive Directors and KMP is appropriate to attract, retain and motivate the directors to provide good stewardship of the Company and KMP to successfully manage the Company for the long term, and that such

remuneration are commensurate with their performance and value-add to the Group, giving due regard to the financial and commercial health and business needs of the Group. The performance of the Chairman and the CEO (along with that of other KMP) is reviewed periodically by the RC.

The NEDs have no service contracts with the Company and their terms are specified in the Bye-Laws. NEDs are paid a basic fee for serving as a Director and an additional fee for serving on any of the Board Committees. In determining the quantum of such fees, factors such as frequency of meetings, time spent and responsibilities of Directors are taken into account. Such fees are subject to the approval of the shareholders as a lump sum payment at the AGM. The Board is of the view that the remuneration of the NEDs for FY2022 is appropriate to the level of contribution based on the factors above.

### Disclosure on Remuneration

*Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.*

The breakdown of remuneration of the Directors, the top KMPs (who are not also Directors or the CEO) and employees who are immediate family members of a Director/CEO is set out below:

#### Remuneration of Directors

Names of Directors	Based/fixed salary <sup>(1)</sup> %	Variable or performance related income/bonus <sup>(2)</sup> %	Director's fee <sup>(3)</sup> %	Total %	Remuneration Bands S\$'000
<b>Executive Directors</b>					
Clement Yang Ker-Cheng	98%	-	2%	100%	S\$500,000 and above
William Yang Weiyuan	99%	-	1%	100%	S\$500,000 and above
<b>Independent Directors</b>					
Lim Tai Toon	-	-	100%	100%	Below S\$250,000
Carol Yang Xiao-Qing	-	-	100%	100%	Below S\$250,000
Dr Nieh Chien-Chung	-	-	100%	100%	Below S\$250,000

<sup>(1)</sup> Base salary includes contractual bonus.

<sup>(2)</sup> Variable payment includes performance bonus and profit sharing.

<sup>(3)</sup> Approved by shareholders of the Company as a lump sum of S\$284,000 at the AGM held on 29 April 2022.

#### Remuneration of Top Five Key Management Personnel who are not Directors or the CEO

Names of key executives (who are not Directors)	Based/fixed salary <sup>(1)</sup> %	Variable or performance related income/bonus <sup>(2)</sup> %	Total %	Remuneration Bands S\$'000
James Lin Yi-Ching	100%	-	100%	Below S\$250,000
Kao Vereak	100%	-	100%	Below S\$250,000
Thomas Tu	100%	-	100%	Below S\$250,000
Francisco Ramon Jr.	100%	-	100%	Below S\$250,000
Duanmu Jianliang	100%	-	100%	Below S\$250,000

<sup>(1)</sup> Base salary includes contractual bonus.

<sup>(2)</sup> Variable payment includes performance bonus and profit sharing.

The 2018 Code requires companies to fully disclose the remuneration of each individual Director and the CEO on a named basis in exact quantum. In the event of non-disclosure, the Company is required to provide reasons for such non-disclosure and how the Company's practices confirm to the principle.

After much deliberation, the Board is of the view that full disclosure of the specific remuneration of each individual Director and the CEO is not in the best interests of the Company or its stakeholders. In arriving at this decision, the Board had taken into consideration, *inter alia*, the commercial sensitivity and confidential nature of remuneration matters, the relative size of the Group, the competitive business environment in which the Group operates in, and the negative impact such disclosure may have on the Group in attracting and retaining talent at the Board level on a long-term basis. The Board is of the view that the remuneration of the Non-Executive Directors and the Executive Directors (including the Chairman and CEO), is in line with industry practice. As an alternative, the Company has disclosed the name and remuneration of each individual Director and the CEO within bands of S\$250,000.

The aggregate of total remuneration paid to the top five KMP (who are not Directors or the CEO) in FY2022 was S\$506,000.

There was no employee who is a substantial shareholder of the Company or an immediate family member of a Director or the CEO or a substantial shareholder and whose remuneration exceeded S\$150,000 during FY2022.

There are no termination, retirement and post-employment benefits that may be granted to Directors and KMP (who are not Directors or the CEO) that may be granted over and above what has been disclosed.

#### Approval of Shareholders

Directors' fees for FY2022 were approved by shareholders at the AGM convened in 2022. The remuneration framework for Executive Directors and KMP has been approved by the

RC and endorsed by the Board. The Board considers that the remuneration framework need not be approved by the shareholders.

## (C) ACCOUNTABILITY AND AUDIT

### **Risk Management and Internal Controls**

*Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.*

The Board, with the assistance from the AC, is responsible for the overall governance of risk by ensuring that the management maintains sound systems of risk management and internal controls to safeguard shareholders' interest and the Group's assets, and for determining the nature and extent of the significant risks which the Company is willing to take in achieving strategic objectives and value creation.

The AC is responsible for making the necessary recommendations to the Board such that an opinion regarding the adequacy and effectiveness of the risk management and internal control systems of the Group can be made by the Board in the annual report of the Company according to requirements in the Rules of Catalist and the 2018 Code.

On an annual basis, the Group's internal audit function prepares an audit plan taking into consideration risks identified and assessed from the risk management system. This risk-based audit plan is approved by the AC and audits are conducted to assess the adequacy and effectiveness of the Group's internal control systems in addressing financial, operational, compliance and information technology controls, and risk management system. In addition, material control weaknesses over financial reporting, if any, are highlighted by the external auditors in the course of the statutory audit.

All audit findings and recommendations made by the internal and external auditors are reported to the AC and significant findings are discussed at the AC meetings. The Group's internal audit function follows up on all recommendations to ensure timely remediation of audit issues and reports the status to the AC every quarter. The AC, having reviewed the adequacy of the Group's internal control systems, is satisfied that effective internal controls were put in place and supported by a sound internal audit process and is of the view that the Group's internal audit function is independent, effective and adequately resourced.

### **Assurance from the CEO and the CFO**

The Board has received written assurance from the CEO, CFO and key personnel who are responsible regarding the adequacy and effectiveness of the Company's risk management and internal control systems that:

- a. the financial records of the Group have been properly maintained and the financial statements for FY2022 give a true and fair view of the Group's operations and finances; and
- b. the risk management and internal control systems in place within the Group are adequate and effective in addressing the material risks in the Group in its current business environment including material financial, operational, compliance and information technology risks.

Based on the reviews conducted by the management and findings from both the internal and external auditors throughout the financial year, as well as the assurance from the CEO and the CFO, the Board with the concurrence of the AC, is of opinion that the Group's internal controls in addressing financial, operational, compliance and information technology risks as well as the Group's risk management system which the Group considers relevant and material to its operations were adequate and effective as at 31 December 2022.

The Board notes that the systems of internal controls and risk management provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen. Furthermore, the Board also acknowledges that no systems of internal controls and risks management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, fraud or other irregularities.

Financial risks relating to the Group are set out in Note 32 to the Financial Statements of this annual report.

### **Audit Committee**

*Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.*

The AC comprises the following three (3) members, all of whom are Independent Directors:-

Lim Tai Toon (Chairman)  
 Carol Yang Xiao-Qing  
 Dr Nieh Chien-Chung

All members of the AC have many years of experience in senior management positions in both financial and industrial sectors, and at least two members, namely Lim Tai Toon and Carol Yang Xiao-Qing have recent and relevant accounting or related financial management expertise or experience, and none of the members of the AC are former partners or directors of the Company's existing auditing firm or auditing corporation. The Board is of the view that the AC members, having recent and relevant accounting and related financial management expertise or experience, are appropriately qualified to discharge their responsibilities.

The primary reporting line of the internal audit function is to the AC, which also oversees the quality and integrity of the accounting, auditing, internal controls and financial practices



of the Group as well as determines the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has full access to the Company's documents, records, properties and personnel, including the AC.

The Audit Committee performs the following delegated functions in accordance with its terms of reference:

- reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the company and any announcements relating to the company's financial performance;
- reviews the half-yearly announcements and annual financial statements and the auditors' report on the annual financial statements of the Group before they are presented to the Board, focusing on:
  - significant changes in accounting policies and issues which have a direct impact on financial statements and presentation of the financial statements;
  - compliance with accounting standards, legal and the SGX-ST requirements;
  - management judgments and estimates that may have a material impact on the Group; and
  - findings of the external auditors, including significant audit adjustments and any other matters which the external auditors would like to bring to the attention of the AC;
- reviews the audit plans and scope of audit examination of the external auditors;
- evaluates the cost effectiveness, independence and objectivity of external auditors;
- reviews the adequacy of the internal audit function (including the internal accounting controls) and the scope and results of the internal audit procedures;
- ensures the adequacy of the co-operation given by management to the internal and external auditors;
- evaluates the adequacy and effectiveness of the internal control systems including financial, operational, compliance and information technology controls, and risk management of the Group by reviewing written reports from the internal and external auditors, and the management's responses and actions to correct any deficiencies;
- reviewing the assurance from the CEO and the CFO on the financial records and financial statements;
- reviews interested person transactions in accordance with the requirements of the Rules of Catalist;
- meets with the internal and external auditors, other committees, and the management to discuss any matters that these groups believe should be discussed privately with the AC;
- reviews legal and regulatory matters that may have a material impact or a possible impropriety on the financial statements, related compliance policies and programmes and any reports received from regulators;
- reviews the independence, effectiveness and adequacy of the internal audit function;

- reviews the nature and extent of non-audit services provided by external auditors; reports actions and minutes of the AC to the Board of Directors with such recommendations as the AC considers appropriate;
- making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
- reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately follows up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns; and
- considers other matters as requested by the Board.

The Company has in place a [whistle-blowing policy](#) which sets out the procedures for employees of the Group to, in confidence, make a report to the Company on misconduct or wrongdoing relating to the Company and its officers. A whistle-blower may report his or her concerns to his or her immediate supervisor, the HR Supervisor or HR Manager or confidentially to the Company's Audit Committee through a designated email address. If the whistle-blower is not comfortable about writing in, he or she can telephone or meet the appropriate officer in confidence at a time and location to be determined together. Depending on the nature of the concern raised or information provided, the investigation conducted may involve, in order of succession, the HR Department, the Country Manager, the Executive Committee, the Audit Committee and the external auditors or internal auditor. The investigating officer(s) will communicate the findings of the investigation(s) to the Chairman or the Audit Committee for their necessary action. The Company ensures that the identity of the whistle-blower is kept confidential (unless the whistle-blower chooses to identify himself or herself) and all concerns raised and communications made by the whistleblower are considered highly confidential.

The Company is committed to ensuring protection of the whistle-blower against detrimental or unfair treatment. If an employee raises a genuine concern under the whistle-blowing policy, he or she will not be at risk of losing his or her job or suffering from retribution or harassment as a result. If the concern raised is not confirmed by the investigation, no action will be taken against the employee provided that he or she acts in good faith. The Audit Committee is responsible for overseeing the implementation of the whistle-blowing policy and its terms of reference include the oversight and monitoring of whistle-blowing.

The AC also monitors proposed changes in accounting policies, standards and issues which have a direct impact on financial statements and discusses the accounting implications of major transactions. In addition, the AC advises the Board on the adequacy and effectiveness of the Group's internal controls and risk management systems, and the contents and presentation of its reports.

The AC is authorised to investigate any matter within its terms of reference and has full access to the management and also full discretion to invite any Executive Director or KMP to attend its meetings, as well as reasonable resources to enable it to discharge its function properly. The AC has also conducted a review of interested person transactions, details of which are set out in the Directors' Statements.

Each member of the AC shall abstain from voting on any resolutions in respect of matters he/she is interested in.

In the course of the financial year, the AC carried out independent reviews of the financial statements of the Group before announcements of the Group's half-year and full-year results were released. In the process, the AC considered the reasonableness of estimates, judgements and assumptions made and applied by management and any significant matters which would have a material impact on the financial statements.

In its review of the financial statements for FY2022, the AC also reviewed together with management, the following key audit matters ("KAMs") reported by the external auditor. The AC had concurred with management on the methodologies, accounting treatments and estimates adopted, as well as the disclosures made in the financial statements, in respect of such KAMs raised. This should be read in conjunction with the Independent Auditor's Report for FY2022.

KAMs	How the KAMs were addressed by AC
Assessment of inventory valuation	<p>The AC considered and evaluated the valuation technique applied by management, focusing on the key assumptions applied in identifying the slow-moving and obsolete inventories and assessing the amounts of allowance or write down required based on the production plan and expected future market demand as a result of changes in current market conditions and the latest invoice prices.</p> <p>The AC considered the findings of the external auditor, including their assessment of the suitability of the valuation technique and key assumptions applied in the inventory valuation.</p> <p>The AC was satisfied with the inventory valuation process, appropriateness of the valuation technique applied and key assumptions applied for the inventory as disclosed in the financial statements.</p>
Allowance of expected credit losses ("ECL") for trade receivables	<p>The AC considered and evaluated the valuation technique applied by management, focusing on the key assumptions applied in establishing the ECL impairment model through analysis of receivables ageing, review of historical credit loss</p>

	<p>experiences and consideration of data and information used by management in determining the forward-looking adjustments based on current economic condition.</p> <p>The AC considered the findings of the external auditor, including their assessment of the suitability of the valuation technique and key assumptions applied in the ECL impairment assessment for trade receivables.</p> <p>The AC was satisfied with the ECL impairment process, appropriateness of the valuation technique applied and key assumptions applied for the trade receivables as disclosed in the financial statements.</p>
Impairment assessment on property, plant and equipment	<p>The AC considered and evaluated the valuation technique applied by management, focusing on the key assumptions applied in the determination of the recoverable amount of these assets.</p> <p>The AC considered the findings of the external auditor, including their assessment of the suitability of the valuation methodology and underlying key assumptions applied in determining the recoverable amount of these assets.</p> <p>The AC was satisfied with the impairment review process, the valuation methodology applied and the assessment that no impairment in property, plant and equipment was required.</p>
Impairment assessment on investments in subsidiaries.	<p>The AC considered and evaluated the valuation technique applied by management, focusing on the key assumptions applied in the determination of the recoverable amount of investment in subsidiaries.</p> <p>The AC considered the findings of the external auditor, including their assessment of the suitability of the valuation methodology and underlying key assumptions applied in determining the recoverable amount of the investment in subsidiaries.</p> <p>The AC was satisfied with the impairment review process, the valuation methodology applied and the assessment that no impairment in investment in subsidiaries was required.</p>

In compliance with the amendments made to the Catalist Rules 712(2) on 12 February 2021, the Company had appointed Ernst & Young LLP ("EY Singapore") as its auditor for FY2022 at the Company's SGM held on 29 September 2022.

Annually, the AC meets with the internal auditors and the external auditors separately in the absence of the management to review the adequacy of audit arrangements, with particular emphasis on the scope and quality of their audits, the independence and objectivity of the external auditors and the observations of the auditors.

The AC has reviewed the independence of the external auditors through discussion with the external auditors as well as by reviewing the non-audit services by the Company's independent external auditors, as set out below and the nature and extent of such services would prejudice independence of the external auditors. The AC has recommended to the Board that the external auditors be re-appointed for the ensuing year subject to shareholders' approval at the forthcoming AGM.

Fees paid/payable FY2022	(\$'000)	% of total
Audit fees - EY Singapore	235	49
Audit fees - SyCip Gorres Velayo & Co.	175	37
Audit fees - Ernst & Young Taiwan	29	6
Non-audit fees - SyCip Gorres Velayo & Co. and Ernst & Young Taiwan (Agreed upon procedures and transfer pricing study)	38	8
<b>Total</b>	<b>477</b>	<b>100</b>

The non-audit services rendered by SyCip Gorres Velayo & Co. ("**SGV**") and Ernst & Young Taiwan during FY2022 were not substantial (less than 50% of the aggregate fees paid/payable). SGV had been the Company's auditor since year 1999. In compliance with the amendments made to the Catalist Rules 712(2), the Company had appointed EY Singapore as its auditor to audit the financial statements of the Company and the Group, with SGV participating as a component auditor. The Company confirms its compliance with the Catalist Rules 712 and 715.

The AC and Board, having taken into consideration various factors, including the adequacy of the resources, the audit engagements, and the experience of EY Singapore of the professional staff who will be assigned to audit the Company's accounts, and EY Singapore's audit proposal submitted to the Company, are satisfied that the appointment of EY Singapore meets the audit requirements of the Group and will not compromise the standard and effectiveness of the audit of the Company and the Group.

The AC has accordingly recommended to the Board the re-appointment of EY Singapore as the lead auditor of the Company, with SGV as the component auditor, at the forthcoming AGM, subject to shareholders' approval.

## (D) SHAREHOLDER RIGHTS AND ENGAGEMENT

### **Shareholder Rights and Conduct of General Meetings**

*Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.*

### **Engagement with Shareholders**

*Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.*

### **Engagement with Stakeholders**

*Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

### **Shareholder rights and shareholder meetings**

General meetings (including AGMs) are important forums for dialogue and interaction with shareholders. All shareholders are treated fairly and equitably by the Company and all shareholders will receive the notice of the general meeting and the accompanying documents in order to enable them to exercise their rights at the relevant meeting. All shareholders will be informed in the relevant notice or accompanying documents the rules governing voting at such meeting.

Further, the Company welcomes the views of the shareholders on matters concerning the Company and encourages shareholders' participation at the AGM. The chairmen of the AC, NC and RC of the Company are present at the general meetings to answer questions from the shareholders. The external auditors are also present to assist the Directors in addressing any relevant queries by shareholders. All Board members had attended the general meeting via live webcast last year, and provided their inputs on the questions submitted by the shareholders in advance of the general meeting.

Under the Bye-Laws of the Company, shareholders can vote in person or by proxy through the appointment of not more than two (2) proxies to attend and vote on their behalf at general meetings of shareholders. There is no limit on the number of proxies that can be appointed by nominee companies. Voting in absentia at the general meetings by electronic means is supported.

Separate resolutions are proposed for substantially separate issues at the meeting, unless the issues are interdependent and linked so as to form one significant proposal, in which case the Company will explain the reasons for bundling the resolutions and disclose the material implications in the notice of the general meeting. Each item of special business included in the notice of the general meeting is accompanied, where appropriate, by an explanation for the proposed resolution. All resolutions are voted by poll, following which the detailed results showing, *inter alia*, the number of votes cast for and against each resolution and the respective percentages will be announced.

The Company Secretary, with the assistance of his representatives, prepares minutes of shareholders' meetings. These minutes are available to shareholders upon request, and such minutes which record substantial comments or queries from shareholders and responses from the Board and the management are released via SGXNET and will be published on the Company's corporate website as soon as practicable after such meetings and in any case, within one (1) month from the date of the general meeting.

In line with the continuing disclosure obligations of the Company pursuant to the Rules of Catalist, the Board's policy is that all shareholders should be informed in a comprehensive manner and on a timely basis of all material developments that would be likely to materially affect the price or value of the Company's shares. The Board is of the view that the Company has been compliant with the continuing disclosure obligations under the Rules of Catalist in ensuring that price and/or trade sensitive information is publicly released on a timely basis, and financial results and annual reports are announced or issued within the period stipulated under the Rules of Catalist and applicable laws. All shareholders of the Company receive the annual report and notice of AGM. The notice of AGM is also advertised in the newspapers.

The Company is committed to achieving sustainable income and growth to enhance long-term shareholder return. The Company does not have a fixed policy on the declaration of dividends. The form, frequency and amount of future dividends declared will depend on earnings, general financial position, results of operation, capital requirements, cash flow, general business condition, or development plans and other factors as the Directors may, in their absolute discretion, deem appropriate.

### Engagement with shareholders

The Company believes that a high standard of disclosure is key to raising the level of corporate governance. Apart from the SGXNET announcements released on the half and full year results and news releases and its annual report and minutes of its general meetings, the Company updates shareholders on its corporate developments and new initiatives through its corporate website at <http://www.medtecs.com>. The Company currently does not have an investor relations policy. However, the shareholders can contact the Company with questions via [investor.relations@medtecs.com](mailto:investor.relations@medtecs.com), which has been made available on the Company's corporate website.

The Company values dialogue sessions with its shareholders. The Company believes in regular, effective and fair communication with shareholders and is committed to hearing shareholders' views and addressing their concerns.

### Engagement with stakeholders

The Company has identified material stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the success of the Group's business and operations. Such stakeholders include shareholders (including institutional and individual investors), customers, employees, government and policy-makers, local communities, suppliers, and financial institutions. The Company considers that addressing the feedback and needs of the material stakeholders is essential to the success of the Group's business as well as integral to achieving sustainable growth. For more on how the Company identifies material stakeholder groups, as well as the Company's strategy and key areas of focus in terms of stakeholder engagement, please refer to the Company's Sustainability Report for FY2022 which has been published on 31 May 2023. The Company engages its stakeholders through various channels to ensure that the best business interests of the Group are balanced against the needs and interests of its stakeholders.

The Group engages with their different stakeholders through their website at <http://www.medtecs.com> (which provides for various communication channels to the Company and its subsidiaries), at the Company's annual general meeting, through corporate publications and announcements, trade shows, charities and donations among others. Detailed explanation on this engagement process has been provided in the Sustainability Report published by the Company on 31 May 2023.

## (E) MATERIAL CONTRACTS

There were no material contracts entered into by the Company or any of its subsidiaries involving the interests of the CEO, each of the Directors or controlling shareholders, which are either still subsisting at the end of FY2022 or if not subsisting, entered into since the end of the previous financial year ended 31 December 2021.

## (F) DEALING IN SECURITIES

In line with the Rules of Catalist, the Company has adopted and implemented its own internal compliance code on dealing in securities. This has been made known to Directors, officers and staff of the Company and of the Group. In particular, it has been highlighted that it is an offence to deal in the Company's securities when the officers (Directors and employees) are in possession of unpublished material price sensitive information in relation to those securities. Dealings in the Company's securities are prohibited one month prior to the announcement of the Company's half year and full year results. The officers are also discouraged from dealing in the Company's securities based on short-term considerations.



The Company provides window periods for dealing in the Company's securities and issues reminders that the law on insider trading is applicable at all times.

The Board confirms that for FY2022, the Company has complied with Rule 1204(19) of the Rules of Catalist on dealing in securities.

### (G) CATALIST SPONSOR

The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The continuing sponsor of the Company is R & T Corporate Services Pte. Ltd. (the "**Sponsor**"). There was no non-sponsor fee paid by the Company to the Sponsor during FY2022. The amount of fees paid to Rajah & Tann Singapore LLP, an affiliate of R & T Corporate Services Pte. Ltd., for work done in FY2022, was approximately S\$100,800.

### (H) USE OF PLACEMENT PROCEEDS

The Company will make periodic announcements on the utilisation of the remaining US\$1.4 million, representing 35.9% of the net proceeds of US\$3.9 million from the private placement which was completed on 15 October 2015, as and when such remaining proceeds are materially disbursed pursuant to Rule 704(30).

## List of Properties

DESCRIPTION	LOCATION	AREA (in sq m)	TENURE OF LEASE (yrs)
Land <sup>(1)</sup>	Srok Kampong Siam Kampong Cham Province, Cambodia	183,267	70 years
Factory Building	Srok Kampong Siam Kampong Cham Province, Cambodia	40,064	70 years
Land <sup>(1)</sup>	Manhattan Special Economic Zone, Corner Public Road, Thanh Village, Sangkat, Bavet City, Svay Reang Province, Kingdom of Cambodia	75,000	50 years
Factory Building	Manhattan Special Economic Zone, Corner Public Road, Thanh Village, Sangkat, Bavet City, Svay Reang Province, Kingdom of Cambodia	13,146	50 years
Office Space	Khan Toul Kork, Phnom Penh, Cambodia	960	2 years
Industrial Lot	7th Street, Phase II Mariveles Bataan, Philippines	17,856	25 years
Industrial Lot <sup>(2)</sup>	SBMA, Olongapo City, Bataan, Philippines	13,124	24 years
Industrial Lot	7th Street, Phase II Mariveles Bataan, Philippines	2,756	50 years
Industrial Lot	7th Street, Phase II Mariveles Bataan, Philippines	4,248	50 years
Industrial Lot	7th Street, Phase I Mariveles Bataan, Philippines	2,980	5 years
Industrial Lot	7th Street, Phase II Mariveles Bataan, Philippines	5,000	50 years
Office Space	22F, The World Centre, 330 Sen. Gil J. Puyat Ave., Makati City, Philippines	742	3 years
Factory and Office Building	Qinghe Economic Park, GaoQing County, Zibo City, Shandong, China	2,880	3 years
Factory Building	202 Zhangshan Road, Renhe Town, Yuhang District, Hangzhou, China	19,417	20 years
Land <sup>(1)</sup>	202 Zhangshan Road, Renhe Town, Yuhang District, Hangzhou, China	15,333	50 years

(1) The land properties are all held for manufacturing purposes and are 100% owned by the Group.

(2) This property is held for investment purposes. The property has been revalued as of valuation date, 31 December 2022, and the value amounts to an aggregate of US\$3.8 million. The aggregated value of these properties do not represent more than 15% of the consolidated net tangible assets of the Group or contribute to more than 15% of the consolidated pre-tax operating profit of the Group. Further information related to the investment property is disclosed in Note 6 of the financial statements of this FY2022 annual report.

## STATISTICS OF SHAREHOLDINGS

MEDTECS INTERNATIONAL CORPORATION LIMITED  
AS AT 31 MAY 2023

Number of shares issued:	549,411,240
Class of shares:	Ordinary shares
Voting Rights:	On a show of hands, 1 vote for each member On a poll, 1 vote for each ordinary share
No. of treasury shares:	4,500,000
Subsidiary holdings:	Nil

### Distributions of Shareholdings

<u>SIZE OF SHAREHOLDINGS</u>	<u>NO. OF SHAREHOLDERS</u>	<u>%</u>	<u>NO. OF SHARES</u>	<u>%</u>
1 - 99	12	0.16	433	0.00
100 - 1,000	516	6.82	319,682	0.06
1,001 - 10,000	4,206	55.61	17,281,081	3.17
10,001 - 1,000,000	2,805	37.09	159,331,871	29.24
1,000,001 AND ABOVE	24	0.32	367,978,173	67.53
<b>TOTAL</b>	<b>7,563</b>	<b>100.00</b>	<b>544,911,240</b>	<b>100.00</b>

### Shareholdings of Directors

AS AT 31 May 2023

	<u>Direct Interest</u>	<u>%</u>	<u>Deemed Interest</u>	<u>%</u>
Clement Yang Ker-Cheng <sup>(a)</sup>	24,673,285	4.53	33,075,198	6.07
William Yang Weiyuan <sup>(b)</sup>	-	-	3,000,000	0.55
Lim Tai Toon <sup>(c)</sup>	-	-	20,000	0.004

Notes:

- Clement Yang Ker-Cheng is deemed to be interested in 18,506,621 shares and 14,568,577 shares held by South World Investment Ltd. and Maybank Kim Eng Securities Pte. Ltd., respectively.
- William Yang Weiyuan is deemed to be interested in 3,000,000 shares acquired through his sub-brokerage account maintained with a Taiwan brokerage house.
- Lim Tai Toon is deemed to be interested in 20,000 shares held by his wife, Mdm Wong Lai Kwan.

### Substantial Shareholders

AS AT 31 May 2023 (based on the Register of Substantial Shareholders)

	<u>Direct Interest</u>	<u>%</u>	<u>Deemed Interest</u>	<u>%</u>
Clement Yang Ker-Cheng	24,673,285	4.53	33,075,198	6.07

### Percentage of Shareholdings in Public's Hands

As at 31 May 2023, approximately 88.85% of the total number of issued shares in the capital of the Company (excluding any treasury shares and subsidiary holdings as well as the TDRs) are held in the hand of the public as defined in the Rules of Catalist. Accordingly, the Company has complied with Rule 723 of the Rules of Catalist.

## TWENTY LARGEST SHAREHOLDERS

AS AT 31 MAY 2023

<u>NO.</u>	<u>NAME</u>	<u>NO. OF SHARES</u>	<u>%</u>
1	CITIBANK NOMINEES SINGAPORE PTE LTD	210,557,965	38.64
2	YANG CLEMENT K C	24,673,285	4.53
3	RAFFLES NOMINEES (PTE.) LIMITED	22,343,854	4.10
4	MAYBANK SECURITIES PTE. LTD.	22,152,577	4.07
5	SOUTH WORLD INVESTMENTS LIMITED	18,506,621	3.40
6	DBS NOMINEES (PRIVATE) LIMITED	11,497,585	2.11
7	IFAST FINANCIAL PTE. LTD.	10,970,500	2.01
8	PHILLIP SECURITIES PTE LTD	8,912,878	1.64
9	UOB KAY HIAN PRIVATE LIMITED	7,613,100	1.40
10	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	5,482,414	1.01
11	OCBC SECURITIES PRIVATE LIMITED	3,276,700	0.60
12	TIGER BROKERS (SINGAPORE) PTE. LTD.	3,217,600	0.59
13	TAN JIN SIANG	2,700,000	0.50
14	HSBC (SINGAPORE) NOMINEES PTE LTD	1,785,890	0.33
15	LIM & TAN SECURITIES PTE LTD	1,529,200	0.28
16	XU YONGSHENG	1,500,000	0.28
17	LIM HUI MEI OR EDWIN GOMEZ	1,500,000	0.28
18	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	1,448,600	0.27
19	LI JIANSHENG	1,405,200	0.26
20	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	1,324,300	0.24
<b>TOTAL</b>		<b><u>362,398,269</u></b>	<b><u>66.54</u></b>

The Group's TDRs were listed on the Taiwan Stock Exchange on 13 December 2002. The number of TDRs issued at that time was 22,000,000.

In May 2004, an additional 4,382,875 TDRs were issued because of a stock split. In October 2009, an additional tranche of 100,000,000 TDRs was issued and traded on the Taiwan Stock Exchange.

As at 31 May 2023, the total number of TDRs issued by the Company is 205,531,500, representing approximately 37.72% of the total number of shares in the capital of the Company.

## Interested Person Transactions

No general mandate has been obtained for interested person transactions pursuant to Rule 920(1) of the Rules of Catalist. The aggregate value of interested person transactions carried out during FY2022 are as follows:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Rules of Catalist) (S\$'000)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Rules of Catalist (excluding transactions less than \$100,000) (S\$'000)
Manhattan International Corp.	Mr Clement Yang, the Chairman and an Executive Director of the Company, is the chairman and sole director of the interested person	US\$'000	N.A.
- Utility and fuel consumption		330	
- Rent and maintenance fees		149	
- Personnel costs		75	
- Others		372	

The amount at risk to the Company of US\$926,000 represented approximately 0.006% of the audited consolidated net tangible assets of the Group for the financial year ended 31 December 2022.

The Audit Committee and the Board have reviewed the interested person transactions above and are of the opinion that the transaction was carried out on normal commercial terms, and is not prejudicial to the interests of the Company and its minority shareholders.

## Notice of Annual General Meeting

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
(Incorporated in Bermuda)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Medtecs International Corporation Limited (the "**Company**") will be held at Orchid Ball Room, Level B1, Holiday Inn Singapore, Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on Friday, 30 June 2023 at 3.00 p.m. to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions for the following purposes:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr William Yang Weiyuan, a Director retiring from office by rotation pursuant to Bye-Law 86 of the Company's Bye-Laws and being eligible for re-election. [See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Lim Tai Toon, a Director retiring from office by rotation pursuant to Bye-Law 86 of the Company's Bye-Laws and being eligible for re-election. [See Explanatory Note (ii)] **(Resolution 3)**
4. To approve the payment of Directors' fees of S\$284,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears. (2022: S\$284,000) **(Resolution 4)**
5. To re-appoint Ernst & Young LLP as the Company's lead auditor and Messrs SyCipGorresVelayo & Co. as the Company's component auditor, and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

#### SHARE ISSUE MANDATE

7. "That pursuant to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:
  - (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise (including shares as may be required to be issued pursuant to any Instrument (as defined below) made or granted by the Directors while this Resolutions is in force notwithstanding that the authority

conferred by this Resolution may have ceased to be in force at the time of issue of such shares); and/or

- (ii) make or grant offers, agreements or options or otherwise issue convertible securities (collectively, "**Instruments**") that may or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to such authority) does not exceed one hundred per cent. (100%) of the total number of issued shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury shares of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be offered other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to such authority) does not exceed fifty per cent. (50%) of the total number of issued shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury shares of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury shares shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities;
  - (ii) new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

provided that adjustments in accordance with sub-paragraphs (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) and the Bye-laws for the time being of the Company; and
- (d) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law or by the Bye-Laws of the Company to be held, whichever is the earlier, except that the Directors of the Company shall be authorised to allot and issue shares



pursuant to any Instrument made or granted by the Directors while this Resolution was in force notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of issue of such shares." [See Explanatory Note (iii)] **(Resolution 6)**

**PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

8. That:

(a) for the purposes of the Companies Act 1981 of Bermuda ("**Bermuda Companies Act**") and otherwise in accordance with the rules and regulations of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases through the SGX-ST's trading system, or as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchases**"); and/or
- (ii) off-market purchases in accordance with an equal access scheme as defined in Section 76C of the Singapore Companies Act 1967 of Singapore ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate to purchase and/or acquire Shares may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held (whereupon it will lapse, unless renewed at such AGM);
- (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company at a general meeting (if so varied or revoked prior to the next AGM); or
- (iii) the date on which the purchases and/or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and

(c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. [See Explanatory Note (iv)] **(Resolution 7)**

In this Resolution:

**"Average Closing Price"** means:

- (i) in the case of a Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or

- (ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs during such five Market Days period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

**"Closing Market Price"** means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources;

**"date of the making of the offer"** means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

**"Market Day"** means a day on which the SGX-ST is open for trading in securities;

**"Maximum Percentage"** means that number of issued Shares representing 10.0% of the issued Shares as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Bermuda Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered by the capital reduction. Any Shares which are held as treasury shares and any subsidiary holdings will be disregarded for purposes of computing the 10.0% limit;

**"Maximum Price"** in relation to a Share to be purchased or acquired, means the purchase price (excluding related or ancillary expenses in respect of the purchase or acquisition such as brokerage, commission, applicable goods and services tax, stamp duties and clearance fees and other related expenses (where applicable)) to be paid for a Share will be determined by the Directors, provided that such purchase price must not exceed:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares; and

**"Relevant Period"** means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution.

By Order of the Board

Abdul Jabbar Bin Karam Din  
Company Secretary

Singapore, 15 June 2023

## Explanatory Notes:

- (i) Mr William Yang Weiyuan, upon re-election as a Director of the Company, will remain as the Deputy Chairman and Executive Director of the Board and a member of the Nominating Committee of the Company. The profile of Mr William Yang Weiyuan can be found under the sections entitled "Board of Directors" and "Board Membership" in the report on Corporate Governance in the Annual Report for the financial year ended 31 December 2022 ("Annual Report 2022").
- (ii) Mr Lim Tai Toon, upon re-election as a Director of the Company, will remain as an Independent Director, the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee of the Company. The profile of Mr Lim Tai Toon can be found under the sections entitled "Board of Directors" and "Board Membership" in the report on Corporate Governance in the Annual Report 2022. As Mr Lim Tai Toon has been a director of the Company for an aggregate period of more than nine years (whether before or after listing), he will continue to be considered independent for the purposes of Rule 406(3)(d)(iv) of the Catalyst Rules until the conclusion of the Company's next annual general meeting for the financial year ending on or after 31 December 2023.
- (iii) Ordinary Resolution 6 proposed in item 7 above, if passed, is to authorise the Directors to allot and issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued shares excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares of the Company, with a sub-limit of fifty per cent. (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Catalyst Rules) and treasury shares of the Company will be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Catalyst Rules) and treasury shares of the Company at the time of the passing of Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. The adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of Resolution 6.
- (iv) Ordinary Resolution 7 proposed in item 8 above, if passed, is to renew the Share Purchase Mandate to enable the Company to purchase or acquire its issued shares. Shareholders had previously approved the renewal of the Share Purchase Mandate at the last Annual General Meeting of the Company that was held on 29 April 2022. Please refer to the Appendix to this Notice of Annual General Meeting for more details.

## Notes:

- The Annual General Meeting ("AGM") of the Company will be held, in a wholly physical format, at Orchid Ball Room, Level B1, Holiday Inn Singapore, Orchard City Centre, 11 Cavenagh Road, Singapore 229616, on Friday, 30 June 2023 at 3.00 p.m. There will be no option for shareholders to participate in the AGM virtually.
- All documents (including this Notice of AGM, the Annual Report 2022, the Appendix to this Notice of AGM dated 15 June 2023, and proxy forms) or information relating to the AGM are published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.medtecs.com/investor-relations/aggm-and-sgm/>. **Printed copies of (a) the CDP Proxy Form (b) this Notice of AGM and (c) a Request Form for the printed copies of the Annual Report 2022 and/or the Appendix to this Notice of AGM in relation to the proposed renewal of the share purchase mandate, will be despatched to Depositors and shareholders.**
- Save as provided in the Bye-Laws, a member entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- A Depositor (who is not a natural person) whose name appears in the Depository Register and who wishes to attend and vote at the AGM, should complete the CDP Proxy Form and submit the duly completed CDP Proxy Form to the Company **by 3.00 p.m. on 28 June 2023**, being not less than forty-eight (48) hours before the time appointed for holding the AGM, in the following manners:

- (a) if by electronic communication, via email to [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com); or

- (b) if sent personally or by post, be lodged at the office of the Singapore Share Transfer Agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

A Depositor who is a natural person need not complete the CDP Proxy Form if he/she intends to attend in person.

- If a shareholder wishes to appoint a proxy/proxies to attend the AGM and vote on his/her/its behalf, the shareholders' Proxy Form must be completed and submitted to the Company by **3.00 p.m. on 28 June 2023**, being not less than forty-eight (48) hours before the time appointed for holding the AGM, in the following manners:
  - if by electronic communication, via email to [medtecs@boardroomlimited.com](mailto:medtecs@boardroomlimited.com); or
  - if submitted personally or by post, be lodged at the office of the Singapore Share Transfer Agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.
- In the case of Depositors whose names are not shown in the records of the Depository as at forty-eight (48) hours before the time appointed for holding the AGM as supplied by the Depository to the Company, the Company may reject such proxy form submitted to the Company.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Depositor or a member of the Company (i) consents to the collection, use and disclosure of the Depositor's or the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Depositor or the member discloses the personal data of the Depositor's or the member's proxy(ies) and/or representative(s) to the Company (or its agents), the Depositor or the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Depositor or the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Depositor's or the member's breach of warranty.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R&T Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**").

This document has not been examined or approved by the Exchange. The Exchange assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

The contact persons for the Sponsor are Ms Evelyn Wee (Telephone Number: +65 6232 0724) and Mr. Howard Cheam Heng Haw (Telephone Number: +65 6232 0685), R&T Corporate Services Pte. Ltd., at 9 Straits View, Marina One West Tower, #06-07 Singapore 018937.

## Financial Statements



## Directors' Statement

FOR THE YEAR ENDED 31 DECEMBER 2022  
(Amounts in United States dollars unless otherwise stated)

The directors are pleased to present their report to the members together with the audited consolidated financial statements of Medtecs International Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position, statement of comprehensive income and statement of changes in equity of the Company for the financial year ended 31 December 2022.

### 1. Directors

The directors of the Company in office at the date of this report are:

Clement Yang Ker-Cheng (Chairman)  
William Yang Weiyuan (Deputy Chairman and Chief Executive Officer)  
Carol Yang Xiao-Qing  
Lim Tai Toon  
Nieh Chien-Chung

Pursuant to Rule 720(4) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist (the "Rules of Catalist"). And in accordance with Bye-Law 86 of the Company's Bye-Laws, William Yang Weiyuan and Lim Tai Toon retire by rotation and, being eligible, offer themselves for re-election.

### 2. Arrangements to enable directors to acquire shares and debentures

Except as described in paragraph 6, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose object is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

### 3. Directors' interests in shares or debentures

According to the register of directors' shareholdings, the following directors, who held office at the end of the financial year, had interests in the share capital and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

Name of directors	Direct interest			Deemed interest		
	At 1 January 2022	At 31 December 2022	At 21 January 2023	At 1 January 2022	At 31 December 2022	At 21 January 2023
<i>Ordinary shares of the Company at par value of US\$0.05 each</i>						
Clement Yang Ker-Cheng	24,673,285	24,673,285	24,673,285	33,075,198	33,075,198	33,075,198
William Yang Weiyuan	-	-	-	1,500,000	3,000,000	3,000,000
Lim Tai Toon	-	-	-	20,000	20,000	20,000

Clement Yang Ker-Cheng is deemed to be interested in 18,506,621 shares, and 14,568,577 shares, held by South World Investment Ltd. and Maybank Kim Eng Securities Pte. Ltd., respectively.

William Yang Weiyan is deemed to be interested in 3,000,000 Shares acquired through his sub-brokerage account maintained with a Taiwan brokerage house.

Lim Tai Toon is deemed to be interested in 20,000 Shares held by his wife, Mdm. Wong Lai Kwan.

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2023.

Except as disclosed in this report, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year or at the end of the financial year.

#### 4. Other information required by the SGX-ST

Save as disclosed in the section entitled "Interested Person Transactions" in this annual report, no material contracts to which the Company or any subsidiary is a party and which involve the interests of the Chief Executive Officer, each director or controlling shareholder, subsisted at the end of the financial year or have been entered into since the end of the previous financial year.

#### 5. Directors' contractual benefits

Except as disclosed in the financial statements, since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

#### 6. Share options

The Company's Share Option Scheme (the "**Scheme**"), issued on 30 April 2012, has lapsed on 29 May 2022. The Company is currently assessing the benefits of implementing a new share option scheme to incentivise and retain talent within the organisation. The focus will be on examining the feasibility and structure of the proposed scheme, if any. As we make progress in this endeavor, we will provide further updates to keep all stakeholders informed.

The committee in charge of administering the Scheme, before it lapsed, consists of:

Nieh Chien-Chung (Chairman)

Carol Yang Xiao-Qing

Lim Tai Toon

As at the end of the financial year, no options to take up unissued shares of the Company or its subsidiaries were granted, and no shares were issued by virtue of the exercise of options or warrant to take up unissued shares of the Company or its subsidiaries.

#### 7. Audit Committee

The Audit Committee ("AC") carried out its functions, including the following:

- Reviews the audit plans of internal and external auditors of the Company and review the internal auditors' evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Company's management to the external and internal auditors;
- Reviews the half yearly announcements and annual financial statements and the auditors' report on the annual financial statements of the Group before submission to the Board of Directors ("BOD");
- Reviews the adequacy and effectiveness of the Group's material internal control systems, including financial, operational, compliance and information technology controls, and risk management via reviews carried out by the internal auditors;
- Meets with the external auditors, other committees and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;
- Reviews legal and regulatory matters that they have a material impact on the financial statements, related compliance policies and programmes and any report received from regulator;
- Reviews the independence, effectiveness and adequacy of the internal audit function;
- Reviews the cost effectiveness and the independence and objectivity of the external auditors;
- Reviews the nature and extent of non-audit services provided by the external auditors;
- Recommends to the Board of Directors the external auditors to be nominated, approves the compensation of the external auditors and reviews the scope and results of the audit;
- Reports actions and minutes of meetings of the AC to the BOD with such recommendations as the AC considers appropriate; and
- Reviews interested person transactions in accordance with the requirements of the Rules of Catalyst.

The AC, having reviewed all non-audit services provided by the external auditors to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditors. Fees (including fees for non-audit services) paid to external auditors may be found in Note 24 of the financial statements of the annual report. The AC has also conducted a review of interested person transactions.

The AC convened four meetings during the year. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

#### 8. Independent Auditor

The independent auditor, Ernst & Young LLP, has expressed its willingness to accept re-appointment.

**On behalf of the Board of Directors:**

**CLEMENT YANG KER-CHENG**

Director

**WILLIAM YANG WEIYUAN**

Director

14 June 2023



## Independent Auditor's Report

For the financial year ended 31 December 2022

To the Board of Directors of Medtecs International Corporation Limited

### Opinion

We have audited the consolidated financial statements of Medtecs International Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2022, the statements of comprehensive income and the statements of changes in equity of the Group and the Company and the consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position, statement of comprehensive income and the statement of changes in equity of the Company are properly drawn up in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the financial performances and changes in the equity of the Group and the Company, and consolidated cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matters below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

#### Assessment of inventory valuation

The Group had \$36,394,000 of inventories as of 31 December 2022, representing 20% of its total assets. The Group records its inventories at the lower of cost and net realisable value. Where necessary, allowances for inventory obsolescence are provided and write downs are made for damaged, obsolete and slow-moving inventories to adjust the carrying amount of the inventories to their net realisable values.

Management reviews the inventory ageing report to identify slow-moving and obsolete inventories and then estimates the amount of allowance based on the production plan and expected future market demand as a result of changes in current market conditions and the latest invoice prices. Significant judgement and estimation

are involved in identifying the slow-moving and obsolete inventories and assessing the amounts of allowance or write down required. Given the significant judgement involved in management's assessment, the estimation of the allowance for inventory obsolescence is identified as a key audit matter.

We have performed the following audit procedures, amongst others, in response to the above-mentioned key audit matter:

- Evaluated the amount of allowance for inventory obsolescence established by reviewing the nature of the selected inventory and discussed with management their basis for the assessment on the adequacy of allowance for inventory obsolescence;
- Checked that the Group has provided for allowance for inventory obsolescence in accordance with the Group policy;
- Tested the integrity of the inventory reports, on a sampling basis, in order to conclude that the inventory reports can be relied upon for the assessment of allowance for inventory obsolescence;
- Observed and inquired management for any identified obsolete or slow-moving inventories during our stocktake observation; and
- Performed net realisable value testing on selected inventory items, considering sale of similar inventories subsequent to the financial year.

We also assessed the adequacy of the relevant notes disclosure. The related disclosures on the allowance for obsolete and slow-moving inventories assessment are included in Note 2.15 and Note 13 to the financial statements. The key sources of estimation uncertainty in relation to allowance for obsolete and slow-moving inventories are disclosed in Note 3(b) to the financial statements.

#### Allowance of expected credit losses for trade receivables

The Group has \$30,358,000 of trade receivables from third-party customers as of 31 December 2022, representing 17% of its total assets. The credit worthiness of customers may be impacted by specific and/or macro-economic conditions, resulting in overdue trade receivables or uncertainty in recoverability of contract assets. The Group applied the simplified approach and calculated expected credit losses ("ECL") based on lifetime expected losses on all trade receivables.

This involves significant judgement as the ECL must reflect information about past events, current conditions and forecasts of future conditions. Given the materiality of the trade receivables and significant judgement and estimations involved in the impairment assessment, we have identified this as key audit matter.

We have performed the following audit procedures, amongst others, in response to the above-mentioned key audit matter:

- Obtained an understanding of the Group's credit policies and credit assessment procedures and the controls relating to the monitoring of trade receivables;
- Evaluated management's assumptions used in establishing the ECL impairment model through analysis of receivables ageing, review of historical credit loss experiences and consideration of data and information used by management in determining the forward-looking adjustments based on current economic condition;
- Reviewed the collectability of material and long aged trade receivables by way of obtaining evidence of receipts subsequent to the balance sheet date from the customers. For long overdue debts without subsequent collection, we discussed with management on their assessment of the ECL for these trade receivables. Where applicable, we reviewed customers' payment history and correspondences between the Group and the customers on expected settlement; and
- Obtained trade receivables confirmations for selected samples. For non-replies, we performed alternative audit procedures by checking to supporting sales and delivery documents or checking subsequent cash settlements by vouching to receipts in the form of bank advices or equivalent and bank statements.

We also assessed the adequacy of the relevant notes disclosure. The related disclosures on the ECL for trade receivables and credit risk management process are included in Note 2.13, Note 14 and Note 32(d) to the financial statements. The key sources of estimation uncertainty in relation to ECL for trade receivables are disclosed in Note 3(b) to the financial statements.

#### *Impairment assessment on property, plant and equipment*

As at 31 December 2022, the carrying amount of the Group's property, plant and equipment amounted to \$45,846,000, representing 25% of its total assets. The carrying amount of these assets are reviewed annually by management to assess whether there are indicators of impairment and if there are such indicators, an estimate is made for the recoverable amount of the asset concerned.

For cash generating units ("CGUs") where there are indicators impairment, management has prepared value-in-use computations in assessing the recoverable amounts of the property, plant and equipment. This assessment required management to exercise significant judgement over the assumptions used in the preparation of the forecast. The key assumptions adopted are the annual revenue growth rate, terminal growth rate, forecasted gross margins and discount rate. The impact of COVID-19 pandemic has further elevated the level of estimation uncertainty in making such assumptions. Given the materiality of the property, plant and equipment, and significant judgement and estimation involved in assessing the recoverable amount of these assets, we have identified the impairment of property, plant and equipment as a key audit matter.

We have performed the following audit procedures, amongst others, in response to the above-mentioned key audit matter:

- Reviewed management's assessment of indicators of impairment of property, plant and equipment and the methodology used by management to estimate value-in-use when indicators are present;
- Assessed the reasonableness of key assumptions such as annual revenue growth rate and forecasted gross margins used in the forecast by comparing to historical trend and the latest budgets approved by management and other available information, after considering the status and condition of COVID-19;
- Reviewed management's assessment on the reasonableness of the useful lives of property, plant and equipment;
- Involved our internal valuation specialists to assist us in assessing the reasonableness of the discount rate and terminal growth rate used in the forecast; and
- Performed sensitivity analysis of the recoverable amounts to changes in the key assumptions taking into consideration the general economic outlook arising from the status and condition of COVID-19.

We also assessed the adequacy of the relevant notes disclosure. The related disclosures are included in Note 2.11 and Note 6 to the financial statements. The key sources of estimation uncertainty in relation to impairment of non-financial assets are disclosed in Note 3(b) to the financial statements.

#### *Impairment assessment on investments in subsidiaries*

As at 31 December 2022, the Company has investments in subsidiaries with carrying values of \$28,352,000, representing 33% of its total assets. The carrying amount of the investment in subsidiaries are reviewed annually by management to assess whether there are indicators of impairment and if there are such indicators, an estimate is made for the recoverable amount of the asset concerned.

For those subsidiaries where there are indicators of impairment, management has prepared cash flow forecasts to assess the recoverable amounts of the respective subsidiaries. This assessment requires management to make judgements over certain key inputs for the forecasts in relation to annual revenue growth rate, terminal growth rate, forecasted gross margins and discount rate. Given the materiality of the investments in subsidiaries and significant judgement and estimation involved in the impairment assessment, we have identified the impairment of investments in subsidiaries as a key audit matter.

We have performed the following audit procedures, amongst others, in response to the above-mentioned key audit matter:

- Reviewed management's assessment of indicators of impairment of the investments in subsidiaries and the methodology used by management to estimate value-in-use when indicators are present;
- Assessed the reasonableness of key assumptions such as annual revenue growth rate and forecasted gross margins used in the forecast by comparing to historical trend and the latest budget approved by management and other available information;
- Involved our internal valuation specialists to assist us in assessing the reasonableness of the discount rate and terminal growth rate used in the forecast; and

- Performed sensitivity analysis of the recoverable amount to changes in the key assumptions taking into consideration the general economic outlook.

We also assessed the adequacy of the relevant notes disclosure. The related disclosures are included in Note 2.11 and Note 9 to the financial statements. The key sources of estimation uncertainty in relation to impairment of non-financial assets are disclosed in Note 3(b) to the financial statements.

#### **Other matters**

The financial statements of the Company and the Group for the year ended 31 December 2021 were audited by Messrs SyCip Gorres Velayo & Co., whose report dated 28 March 2022 expressed an unmodified opinion on those financial statements.

#### **Other Information**

Management is responsible for other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of Management and Directors for the Financial Statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Group's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 SSAs 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 financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors 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 the directors 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 the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period 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.

#### Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the provisions of the Companies Act 1967 (the "Act") to be kept by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Yong Kok Keong.

**Ernst & Young LLP**  
Public Accountants and  
Chartered Accountants  
Singapore

14 June 2023

## Statements of Financial Position

### MEDTECS INTERNATIONAL CORPORATION LIMITED (Incorporated in Bermuda) AND ITS SUBSIDIARIES

**AS AT 31 DECEMBER 2022**  
(Amounts in United States dollars)

Note	Group		Company		
	2022	2021	2022	2021	
	\$'000	\$'000	\$'000	\$'000	
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	6	45,846	32,110	194	184
Investment property	7	2,617	2,728	–	–
Assets held for leasing	8	4,116	4,452	–	–
Right-of-use assets	29	9,903	8,386	4,701	380
Investment in subsidiaries	9	–	–	28,352	28,353
Goodwill	10	709	709	–	–
Deferred tax assets	25	2,106	33	–	12
Other non-current assets	12	8,617	3,787	112	113
		<u>73,914</u>	<u>52,205</u>	<u>33,359</u>	<u>29,042</u>
<b>Current assets</b>					
Inventories	13	36,394	49,660	3,304	2,390
Trade receivables	14	30,358	42,347	25,870	25,785
Other current assets	15	6,102	13,072	2,277	7,672
Due from subsidiaries	11	–	–	16,925	20,518
Fixed deposits	16	17,159	9,275	–	–
Cash and cash equivalents	16	18,122	49,015	3,366	15,711
		<u>108,135</u>	<u>163,369</u>	<u>51,742</u>	<u>72,076</u>
<b>Total assets</b>		<u>182,049</u>	<u>215,574</u>	<u>85,101</u>	<u>101,118</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
 (Incorporated in Bermuda)  
**AND ITS SUBSIDIARIES**
**STATEMENTS OF FINANCIAL POSITION (continued)**
**AS AT 31 DECEMBER 2022**  
 (Amounts in United States dollars)

	Note	Group		Company	
		2022	2021	2022	2021
		\$'000	\$'000	\$'000	\$'000
<b>Equity and liabilities</b>					
<b>Current liabilities</b>					
Trade payables and other current liabilities	17	6,447	7,765	776	1,482
Lease liabilities	29	575	988	129	139
Loans and borrowings	18	15,643	9,306	–	–
Income tax payable		2,415	2,567	–	–
		<u>25,080</u>	<u>20,626</u>	<u>905</u>	<u>1,621</u>
<b>Net current assets</b>		<u>83,055</u>	<u>142,743</u>	<u>50,837</u>	<u>70,455</u>
<b>Non-current liabilities</b>					
Lease liabilities	29	3,335	5,791	187	337
Deferred tax liabilities	25	391	147	13	–
Pension benefit obligation	21	811	1,075	167	240
Other non-current liabilities		117	28	–	–
		<u>4,654</u>	<u>7,041</u>	<u>367</u>	<u>577</u>
<b>Total liabilities</b>		<u>29,734</u>	<u>27,667</u>	<u>1,272</u>	<u>2,198</u>
<b>Net assets</b>		<u>152,315</u>	<u>187,907</u>	<u>83,829</u>	<u>98,920</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
 (Incorporated in Bermuda)  
**AND ITS SUBSIDIARIES**
**STATEMENTS OF FINANCIAL POSITION (continued)**
**AS AT 31 DECEMBER 2022**  
 (Amounts in United States dollars)

	Note	Group		Company	
		2022	2021	2022	2021
		\$'000	\$'000	\$'000	\$'000
<b>Equity attributable to equity holders of the Company</b>					
Share capital	4	27,471	27,471	27,471	27,471
Less: Treasury shares	4	(2,361)	(2,112)	(2,361)	(2,112)
Share premium		4,721	4,721	4,721	4,721
Revenue reserves	5	120,424	152,291	53,332	68,230
Remeasurement gains		250	52	105	49
Foreign currency translation reserves	5	(735)	2,397	–	–
Other reserves	5	19	394	561	561
		<u>149,789</u>	<u>185,214</u>	<u>83,829</u>	<u>98,920</u>
<b>Non-controlling interests</b>	9	<u>2,526</u>	<u>2,693</u>	<u>–</u>	<u>–</u>
<b>Total equity</b>		<u>152,315</u>	<u>187,907</u>	<u>83,829</u>	<u>98,920</u>
<b>Total equity and liabilities</b>		<u>182,049</u>	<u>215,574</u>	<u>85,101</u>	<u>101,118</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.



## Statements of Comprehensive Income

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
(Incorporated in Bermuda)  
AND ITS SUBSIDIARIES

**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**  
(Amounts in United States dollars)

	Note	Group		Company	
		2022	2021	2022	2021
		\$'000	\$'000	\$'000	\$'000
<b>Revenue</b>	19	56,243	144,155	10,816	69,000
Costs of sales and services	24	(59,580)	(102,121)	(7,069)	(41,745)
<b>Gross (loss)/profit</b>		(3,337)	42,034	3,747	27,255
<b>Other items of income</b>					
Other income - net	20	2,461	1,764	121	1,233
Financial income	22	905	33	815	116
<b>Other items of expense</b>					
Distribution and selling expenses	24	(12,009)	(12,177)	(7,530)	(5,193)
Administrative expenses	24	(17,723)	(13,845)	(8,507)	(6,635)
Financial expenses	23	(951)	(891)	(248)	(46)
<b>(Loss)/profit before tax</b>	24	(30,654)	16,918	(11,602)	16,730
Income tax credit/(expense)	25	1,391	(408)	(25)	–
<b>Net (loss)/profit for the year</b>		(29,263)	16,510	(11,627)	16,730
<b>Attributable to:</b>					
Equity holders of the Company		(28,596)	17,342	(11,627)	16,730
Non-controlling interests		(667)	(832)	–	–
<b>Net (loss)/profit for the year</b>		(29,263)	16,510	(11,627)	16,730
(Loss)/earnings per share attributable to the equity holders of the Company (cents per share)	26				
- basic		(5.244)	3.171		
- fully diluted		(5.244)	3.171		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
(Incorporated in Bermuda)  
AND ITS SUBSIDIARIES

**STATEMENTS OF COMPREHENSIVE INCOME (continued)**

**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**  
(Amounts in United States dollars)

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Net (loss)/profit for the year	(29,263)	16,510	(11,627)	16,730
Other comprehensive income:				
<i>Items that will be reclassified to profit or loss:</i>				
Translation adjustments	(3,132)	(835)	–	–
<i>Items that will not be reclassified to profit or loss:</i>				
Remeasurement gains on retirement benefit obligation, net of tax	198	194	56	38
Unrealized loss on financial assets at fair value through other comprehensive income ("FAFVOCI")	(375)	–	–	–
<b>Total comprehensive (loss)/income for the year, net of tax</b>	(32,572)	15,869	(11,571)	16,768
<b>Attributable to:</b>				
Equity holders of the Company	(31,905)	16,701	(11,571)	16,768
Non-controlling interests	(667)	(832)	–	–
<b>Total comprehensive (loss)/income for the year, net of tax</b>	(32,572)	15,869	(11,571)	16,768

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

## Statements of Changes in Equity

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
(Incorporated in Bermuda)  
AND ITS SUBSIDIARIES

**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**  
(Amounts in United States dollars)

2022 Group	Share capital	Share premium	Revenue reserves	Remeasurement gains on retirement benefit obligations	Foreign currency translation reserves	Other reserves	Treasury shares	Non-controlling interests	Total equity
	(Note 4) \$'000	\$'000	(Note 5) \$'000	(Note 21) \$'000	(Note 5) \$'000	(Note 5) \$'000	(Note 4) \$'000	(Note 9) \$'000	\$'000
<b>Opening balance at 1 January 2022</b>	27,471	4,721	152,291	52	2,397	394	(2,112)	2,693	187,907
Net loss for the year	-	-	(28,596)	-	-	-	-	(667)	(29,263)
<u>Other comprehensive income</u>									
Foreign currency translation reserves	-	-	-	-	(3,132)	-	-	-	(3,132)
Unrealized losses on FAFVOCI	-	-	-	-	-	(375)	-	-	(375)
Remeasurement gains on retirement benefit obligation, net of tax	-	-	-	198	-	-	-	-	198
Other comprehensive income/(loss) for the year	-	-	-	198	(3,132)	(375)	-	-	(3,309)
Total comprehensive (loss)/income for the year, net of tax	-	-	(28,596)	198	(3,132)	(375)	-	(667)	(32,572)
Purchase of treasury shares (Note 4)	-	-	-	-	-	-	(249)	-	(249)
Minority investment	-	-	-	-	-	-	-	500	500
Cash dividends (Note 27)	-	-	(3,271)	-	-	-	-	-	(3,271)
<b>Closing balance at 31 December 2022</b>	27,471	4,721	120,424	250	(735)	19	(2,361)	2,526	152,315

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
(Incorporated in Bermuda)  
AND ITS SUBSIDIARIES

**STATEMENTS OF CHANGES IN EQUITY (continued)**

**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**  
(Amounts in United States dollars)

2021 Group	Share capital	Share premium	Revenue reserves	Remeasurement gains on retirement benefit obligations	Foreign currency translation reserves	Other reserves	Treasury shares	Non-controlling interests	Total equity
	(Note 4) \$'000	\$'000	(Note 5) \$'000	(Note 21) \$'000	(Note 5) \$'000	(Note 5) \$'000	(Note 4) \$'000	(Note 9) \$'000	\$'000
<b>Opening balance at 1 January 2021</b>	27,471	4,721	157,789	(142)	3,232	394	-	1,025	194,490
Net profit for the year	-	-	17,342	-	-	-	-	(832)	16,510
<u>Other comprehensive income</u>									
Foreign currency translation reserves	-	-	-	-	(835)	-	-	-	(835)
Remeasurement gain on retirement benefit obligation, net of tax	-	-	-	194	-	-	-	-	194
Other comprehensive income/(loss) for the year	-	-	-	194	(835)	-	-	-	(641)
Total comprehensive income/(loss) for the year, net of tax	-	-	17,342	194	(835)	-	-	(832)	15,869
Purchase of treasury shares (Note 4)	-	-	-	-	-	-	(2,112)	-	(2,112)
Minority investment	-	-	-	-	-	-	-	2,500	2,500
Cash dividends (Note 27)	-	-	(22,840)	-	-	-	-	-	(22,840)
<b>Closing balance at 31 December 2021</b>	27,471	4,721	152,291	52	2,397	394	(2,112)	2,693	187,907

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
 (Incorporated in Bermuda)  
**AND ITS SUBSIDIARIES**
**STATEMENTS OF CHANGES IN EQUITY (continued)**
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

(Amounts in United States dollars)

Company	Remeasurement gains on retirement benefit obligations							Total Equity
	Share capital (Note 4)	Share premium	Revenues reserves (Note 5)	Other reserves (Note 21)	Other reserves (Note 5)	Total Revenue reserves (Note 4)	Treasury shares (Note 4)	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Opening Balance at 1 January 2021</b>	27,471	4,721	74,340	11	561	74,912	–	107,104
Net income for the year	–	–	16,730	–	–	16,730	–	16,730
Other comprehensive income for the year	–	–	–	38	–	38	–	38
Total comprehensive income for the year, net of tax	–	–	16,730	38	–	16,768	–	16,768
Purchase of treasury shares (Note 4)	–	–	–	–	–	–	(2,112)	(2,112)
Cash dividends (Note 27)	–	–	(22,840)	–	–	(22,840)	–	(22,840)
<b>Balance at 31 December 2021 and 1 January 2022</b>	27,471	4,721	68,230	49	561	68,840	(2,112)	98,920
Net loss for the year	–	–	(11,627)	–	–	(11,627)	–	(11,627)
Other comprehensive income for the year	–	–	–	56	–	56	–	56
Total comprehensive (loss)/income for the year, net of tax	–	–	(11,627)	56	–	(11,571)	–	(11,571)
Purchase of treasury shares (Note 4)	–	–	–	–	–	–	(249)	(249)
Cash dividends (Note 27)	–	–	(3,271)	–	–	(3,271)	–	(3,271)
<b>Closing balance at 31 December 2022</b>	27,471	4,721	53,332	105	561	53,998	(2,361)	83,829

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**Consolidated Cash Flow Statement**
**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
 (Incorporated in Bermuda)  
**AND ITS SUBSIDIARIES**
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

(Amounts in United States dollars)

	Note	2022 \$'000	2021 \$'000
<b>Operating activities</b>			
(Loss)/profit before tax		(30,654)	16,918
Adjustments for:			
Depreciation:			
Property, plant and equipment	6	3,177	3,567
Assets held for leasing	8 and 24	1,988	2,136
Right-of-use assets	29	1,128	819
Investment property	7	111	111
Write-off of provision for:			
Inventory losses	13	(158)	(1,841)
Expected credit losses on receivables	14	(23)	–
Provision for:			
Inventory losses	13	11,748	3,000
Expected credit losses on receivables and other current assets	24	3,795	19
Interest expense on loans and lease liabilities	23	819	853
Unrealized currency translation (gains)/ losses		(261)	773
Net changes in pension benefits obligation		(66)	48
Other finance costs	23	132	38
Interest income	22	(642)	(33)
Dividend income from quoted equity investments		(263)	–
Gain on disposal of property, plant and equipment	20	(165)	(58)
Operating cash flows before changes in working capital		(9,334)	26,350
(Increase)/decrease in:			
Fixed deposits		(7,884)	(4,097)
Inventories		886	2,481
Trade receivables		7,895	6,506
Other current assets		6,778	2,644
Decrease in:			
Trade payables and other current liabilities		(1,691)	(3,083)
Deferred lease income		(5)	(9)
Cash flows from operations		(3,355)	30,792
Income taxes paid		(590)	(650)
Other finance cost paid		(132)	(38)
Interest received from loans and receivables		24	–
Net cash flows (used in)/generated from operating activities		(4,053)	30,104

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
 (Incorporated in Bermuda)  
**AND ITS SUBSIDIARIES**
**CONSOLIDATED CASH FLOW STATEMENT (continued)**
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

(Amounts in United States dollars)

	Note	2022 \$'000	2021 \$'000
<b>Investing activities</b>			
Proceeds from disposal of:			
Property, plant and equipment	6	180	72
Assets held for leasing		22	50
(Increase)/decrease in other non-current assets		(5,205)	830
Purchases of:			
Property, plant and equipment	6	(18,105)	(14,094)
Assets held for leasing	8	(1,674)	(2,280)
Interest received from fixed deposit and investment in unquoted bond	22	618	33
Dividend received from quoted equity investments	22	263	–
		(23,901)	(15,389)
<b>Financing activities</b>			
Repayment of term loans			
		–	(1,478)
Interest paid on loans and borrowings	23	(423)	(408)
Net proceeds from/(payment of) loans and borrowings		6,337	(22,297)
Cash dividends paid		(3,271)	(22,840)
Purchase of treasury shares	4	(249)	(2,112)
Minority investment		500	2,500
Principal payments of lease liabilities	29	(5,459)	(394)
Interest payments of lease liabilities	29	(396)	(455)
		(2,961)	(47,484)
<b>Net decrease in cash and cash equivalents</b>			
		(30,915)	(32,769)
<b>Cash and cash equivalents at 1 January</b>	16	49,015	82,161
Effects of currency translation on cash and cash equivalents		22	(377)
		18,122	49,015
<b>Cash and cash equivalents at 31 December</b>	16		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

## Notes to the Financial Statements

**MEDTECS INTERNATIONAL CORPORATION LIMITED**  
 (Incorporated in Bermuda)  
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(Amounts in United States dollars unless otherwise stated)

**1. CORPORATE INFORMATION**

Medtecs International Corporation Limited (the “Company” or the “Parent”) is a limited liability company, which is domiciled in the Philippines, incorporated in Bermuda and is listed on the Catalyst board of the Singapore Exchange Securities Trading Limited (SGX-ST).

The Company’s registered office is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. In 2022, the Company has changed its principal place of business to 22/F The World Center Building, #330 Sen. Gil Puyat Avenue Bel-air, Makati City, Philippines.

The principal activities of the Company are manufacturing and selling of medical supplies and equipment and woven and knitted medical textile products and nitrile gloves. The principal activities of the subsidiaries are set out in Note 9 to the financial statements.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**
**2.1 Basis of preparation**

The consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) and the statement of financial position, statements of comprehensive income and statements of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)s).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in United States dollars (US\$) and all values in the tables are rounded to the nearest thousand (\$'000) unless otherwise indicated.

**2.2 Adoption of new and amended standards and interpretations**

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are relevant to the Group and are effective for annual financial periods beginning on or after 1 January 2022. The adoption of these standards did not have any material effect on the financial performance or position of the Group.

**SFRS(I) effective for annual period beginning on or after 1 January 2022**

The following standards and interpretations are effective for the annual period beginning on or after 1 January 2022:

- Amendments to SFRS(I) 3 *Business Combinations*: Reference to the Conceptual Framework
- Amendments to SFRS(I) 1-16 *Property, Plant and Equipment*: Proceeds before Intended Use
- Amendments to SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets*: Onerous Contracts-Cost of Fulfilling a Contract
- Annual Improvements to SFRS(I)s 2018-2020



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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**
**2.3 Standards issued but not yet effective**

The Group has not adopted the following standards and interpretation that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) and SFRS(I) Practice Statement 2: Disclosure of Accounting Policies	1 January 2023
Amendments to SFRS(I) 1-8 Definition of Accounting Estimates	1 January 2023
Amendments to SFRS(I) 1-12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements</i> : Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to SFRS(I) 16 <i>Leases</i> : Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to SFRS(I) 1-1 <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 10 <i>Consolidated Financial Statements</i> and SFRS(I) 1-28 <i>Investments in Associates and Joint Ventures</i> : Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

**2.4 Subsidiaries and basis of consolidation**
**a) Subsidiaries**

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed or has rights to the variable returns from its involvement with the investee and has the ability to affect those returns through the power over the investee.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses. The Company recognizes income from investment only to the extent that the Company receives distribution from accumulated profits of the subsidiary arising after the date of acquisition. Distributions received in excess of such profits are regarded as a recovery of investment and are recognized.

**b) Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full on consolidation.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**
**2.4 Subsidiaries and basis of consolidation (continued)**
**b) Basis of consolidation (continued)**

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- i. derecognises the asset (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- ii. derecognises the carrying amount of any non-controlling interest;
- iii. derecognises the cumulative translation differences recorded in equity;
- iv. recognises the fair value of the consideration received;
- v. recognises the fair value of any investment retained;
- vi. recognises any surplus or deficit in profit or loss;
- vii. re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

**c) Business combinations and goodwill**

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of SFRS(I) 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with SFRS(I) 9. Other contingent consideration that is not within the scope of SFRS(I) 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.4 Subsidiaries and basis of consolidation (continued)**

**c) Business combinations and goodwill (continued)**

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another SFRS(I).

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill.

The accounting policy for goodwill is set out in Note 2.10. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

**2.5 Transactions with non-controlling interest**

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

**2.6 Functional and foreign currency**

**a) Functional and presentation currency**

The Group's consolidated financial statements are expressed in US\$, which is also the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using the functional currency.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.6 Functional and foreign currency (continued)**

**a) Functional and presentation currency (continued)**

The management has determined the currency of the primary economic environment in which the Company operates to be the US\$. Sales prices and major costs of providing goods and services including major operating expenses are primarily influenced by the fluctuation of the US\$.

Transactions in foreign currencies are measured in the respective functional currencies of the individual companies within the Group and are recorded on initial recognition in the functional currencies at exchange rates approximating those prevailing at transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate of exchange prevailing at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined.

**b) Foreign currency translations and balances**

The Group's consolidated financial statements are presented in USD, which is also the parent company's functional currency and recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

**2.7 Related parties**

A related party is defined as follows:

- (a) A person or close member of that person's family is related to the Group and Company if that person:
  - i. Has control or joint control over the Company;
  - ii. Has significant influence over the Company; or
  - iii. Is a member of the key management personnel of the Group or Company or of a parent of the Company.
- (b) An entity is related to the Group and the Company if any of the following condition applies:
  - i. The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - iii. Both entities are joint venture of a third entity and the other entity is an associate of the third entity.
  - iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - v. The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
  - vi. The entity is controlled or jointly controlled by a person identified in (a).
  - vii. A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.7 Related parties (continued)**

- (c) An entity is related to the Group and the Company if any of the following condition applies:
- i. The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - iii. Both entities are joint venture of a third entity and the other entity is an associate of the third entity.
  - viii. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - ix. The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
  - x. The entity is controlled or jointly controlled by a person identified in (a).
  - xi. A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

**2.8 Property, plant and equipment**

**a) Recognition and measurement**

All items of property, plant and equipment, including construction in progress, are initially recorded at cost.

The initial cost of property, plant and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the assets have been put into operation, such as the cost of maintenance and repairs, are normally charged against income as incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment.

Subsequent to recognition, property, plant and equipment, except construction in progress, are measured at cost, less accumulated depreciation and any accumulated impairment losses. Construction in progress is not depreciated until such time that the relevant assets are ready for use.

**b) Depreciation**

Property, plant and equipment are depreciated using the straight-line method over their estimated useful lives. Leasehold buildings and improvements are depreciated over the term of the lease or the life of the asset, whichever is shorter. The estimated useful lives of property, plant and equipment are as follows:

	<u>Years</u>
Buildings and improvements	5 - 30
Machinery, equipment and others	10 - 15
Furniture, fixtures and equipment	3 - 10
Leasehold improvements	3 - 10
Transportation equipment	5 - 10

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.8 Property, plant and equipment (continued)**

**b) Depreciation (continued)**

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable.

The residual values, useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate, to ensure that the values, period and method of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

**c) Subsequent expenditure**

Subsequent expenditure, excluding the cost of day-to-day servicing, relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits will flow to the Group and the cost can be reliably measured.

Such expenditure includes the cost of replacing part of such property, plant and equipment when the cost is incurred, if the recognition criteria are met. Other subsequent expenditure is recognised as an expense in the profit and loss accounts during the year in which it is incurred.

**d) Disposal**

An item of property, plant and equipment is derecognised 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 calculated as the difference between the net disposal proceeds and the carrying amount of the item is included in the profit and loss accounts in the year the asset is derecognised.

**2.9 Investment properties**

Investment properties are properties that are either owned by the Group or leased under a finance lease in order to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or service, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of investment properties is met and they are accounted for as finance lease.

Investment properties are initially measured at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met.

Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and accumulated impairment loss. Depreciation is computed on a straight-line basis over the estimated useful life of 10-48 years or term of the lease, whichever is shorter.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.9 Investment properties (continued)**

Investment properties are derecognised when either they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property calculated as the difference between the net disposal proceeds and the carrying amount of the item is recognised in profit or loss in the year of retirement or disposal.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

**2.10 Intangible assets**

**Goodwill**

Goodwill acquired in a business combination is initially measured at cost. Following initial recognition, goodwill is measured at cost, less any accumulated impairment losses. Goodwill is reviewed for impairment, annually or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether assets or liabilities of the acquiree are assigned to those units.

The cash-generating unit to which goodwill has been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in the profit and loss accounts. Impairment losses recognised for goodwill are not reversed in subsequent periods.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit retained.

Goodwill and fair value adjustments arising on the acquisition of foreign operations on or after 1 January 2005 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2.6.

Goodwill and fair value adjustments which arose on acquisitions of foreign operations before 1 January 2005 are deemed to be assets and liabilities of the Company and are recorded in US\$ at rates prevailing at the date of acquisition.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.11 Impairment of non-financial assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

Impairment losses of continuing operations are recognised in the profit and loss accounts in those expense categories consistent with the function of the impaired asset, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

For asset excluding goodwill, assessment is made at each reporting date as to whether there is any indication that previously recognised 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 recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognised previously. Such reversal is recognised in the profit and loss accounts unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

**2.12 Financial instruments**

**a) Financial assets**

**i) Initial recognition and measurement**

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

An asset's recoverable amount is the higher of an asset's or cash generating unit's 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 group of assets.

Where the carrying amount of an asset or cash generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money paid and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are covering generally a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.



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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**
**2.12 Financial instruments (continued)**
**a) Financial assets (continued)**

## i) Initial recognition and measurement (continued)

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

## ii) Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVPL"). The Group only has debt instruments at amortised cost.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

This accounting policy applies primarily to the Group's and Company's investment in unquoted bond, cash and cash equivalents, fixed deposits, trade and other receivables, advances to employees, and refundable deposits. The accounting policy also applies to the Company's due from subsidiaries.

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI which will not be reclassified subsequently to profit or loss. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

## iii) Derecognition of financial assets

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**
**2.12 Financial instruments (continued)**
**b) Financial liabilities**

## i) Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

## ii) Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

## iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

**2.13 Impairment of financial assets**

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For financial assets at fair value through OCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers that there has been a significant increase in credit risk when the contractual payments are more than 1 month past due.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.13 Impairment of financial assets (continued)**

The Group considers a financial asset in default when contractual payments are 4 months past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

**2.14 Cash and cash equivalents and fixed deposits**

Cash and cash equivalents comprise cash on hand, demand deposits and short-term, highly-liquid investments that are readily convertible to known amounts of cash, with maturities of up to three months from date of acquisition, and that are subject to an insignificant risk of changes in values. These also include bank overdrafts that form an integral part of the Group's cash management.

Fixed deposits consist of money market placements with maturity dates of more than 90 days and up to one year and earn at the respective short-term investment rates. On the other hand, other fixed deposits also refer to loan arrangements where specific amount of fund is placed on deposit under the name of the account holder. Fixed deposits cannot be withdrawn for a specified period of time and usually earn a fixed interest according to the terms and conditions that govern the loan which is usually current in nature.

**2.15 Inventories**

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and conditions are accounted for as follows:

- Raw materials: purchase costs on a weighted average costing method.
- Finished goods and work-in-progress: costs of direct materials on a weighted average costing method and labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value. Net realisable 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.

**2.16 Provisions**

Provisions are recognised 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 the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of the reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risk specific to the liability. When discounting is used, the increase in provision due to passage of time is recognised as a finance cost.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.17 Borrowing costs**

Borrowing costs are recognised in the profit and loss accounts as incurred, except to the extent that they are capitalised. Borrowing costs are capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and the borrowing costs are incurred. Borrowing costs are capitalised until the assets are ready for their intended use or sale. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**2.18 Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Deferred transaction costs represent costs incurred to obtain project financing. Deferred transaction costs are amortized, using the effective interest rate method, over the lives of the related long-term debt.

Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit and loss accounts over the period of the borrowings using the effective interest rate method. Borrowings which are due to be settled within 12 months after the end of the reporting period are presented as current borrowings even though the original term was for a period longer than 12 months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the end of the reporting period and before the financial statements are authorised for issue. Other borrowings due to be settled more than 12 months after the end of the reporting period are presented as "Term loans" under non-current liabilities in the balance sheets.

**2.19 Employee benefits**

**a) Defined benefits pension plans**

The Group operates defined benefits pension plans. The pension benefits in the Philippines are unfunded and non-contributory covering substantially all the regular employees of the Group's subsidiaries in the Philippines. Pension benefit expense is actuarially determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries. Pension benefit expense includes current service cost and interest cost. Remeasurement gains and losses are recognised under other comprehensive income in the period in which they occur.

The past service cost is recognised as an expense when the plan amendment occurs regardless of whether they are vested.

The defined benefit liability is the aggregate of the present value of the defined benefit obligation reduced by past service cost not yet recognised.

**b) Defined contribution plans**

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the subsidiaries in the Group operating in Singapore and Taiwan make contributions to the Central Provident Fund scheme, a defined contribution pension scheme. Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.19 Employee benefits (continued)**

**c) Employee leave entitlement**

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. An estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

**d) Termination benefits**

Termination benefits are payable when employment is terminated before the normal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminate the employment of current employees according to a detailed plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

In the case of an offer made to encourage voluntary redundancy, the measurement of termination benefits is based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after end of the reporting period are discounted to present value.

**2.20 Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**(a) As lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities representing the obligations to make lease payments and ROU assets representing the right to use the underlying leased assets.

**Right-of-use assets**

The Group recognises ROU assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). ROU assets are measured at cost, less any accumulated amortisation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of ROU assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. ROU assets are amortised on a straight line basis over the shorter of the lease term and the estimated useful lives of the assets which ranges from 2 to 50 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.11.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.20 Leases (continued)**

**(a) As lessee (continued)**

**Lease liabilities**

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

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

**Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases of machinery (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

**(b) As lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising from operating leases on the Group's investment properties is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

**Deposits payables**

Deposits payables are measured at amortised cost. Deposits payables refer to security deposits received from various tenants upon inception of the respective lease contracts on the Group's investment properties. At the termination of the lease contracts, the security deposits received by the Group are returned to tenants, reduced by unpaid rental fees, penalties and/or deductions from repairs of damaged leased properties, if any. The related lease contracts usually have a term of more than twelve months.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.21 Assets held for leasing**

Assets held for leasing are carried at cost and consist mainly of medical clothes and quilts. These are amortised on a straight-line basis over five years.

Assets held for leasing are derecognised either when they have been disposed of or when the assets are permanently withdrawn from use and no future economic benefit is expected from the assets' disposal. Any gains or losses on the retirement or disposal of assets held for leasing are recognised in the profit and loss accounts in the year of retirement or disposal.

**2.22 Revenue recognition**

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

The following specific recognition criteria must also be met before revenue is recognised:

**a) Sale of goods**

Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. The amount of revenue recognised is based on the estimated transaction price, which comprises the contractual price, net of the estimated volume discounts and adjusted for expected returns. Based on the Group's experience with similar types of contracts, variable consideration is typically constrained and is included in the transaction only to the extent that it is a highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Group recognises the expected volume discounts payable to customer where consideration have been received from customers and refunds due to expected returns from customers as refund liabilities. Separately, the Group recognises a related asset for the right to recover the returned goods, based on the former carrying amount of the good less expected costs to recover the goods, and adjusts them against cost of sales correspondingly.

At the end of each reporting date, the Group updates its assessment of the estimated transaction price, including its assessment of whether an estimate of variable consideration is constrained. The corresponding amounts are adjusted against revenue in the period in which the transaction price changes. The Group also updates its measurement of any asset for the right to recover returned goods for changes in its expectations about returned goods.

The Group has elected to apply the practical expedient to recognise the incremental costs of obtaining a contract as an expense when incurred where the amortisation period of the asset that would otherwise be recognised is one year or less.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.22 Revenue recognition (continued)**

**b) Rendering of services**

Hospital services and management fees are recognised as earned when the service is rendered.

The obligation to provide the hospital services are obligation satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group. The Group measures the satisfaction of the performance obligation based on the value transferred to the customer. The Group will apply the right to invoice practical expedient that allows the Group to recognize revenue as invoiced which is the amount that corresponds directly with the value to the customer of the entity's performance to date.

**c) Rental income**

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

**d) Interest income**

Interest income is recognised using the effective interest rate method.

**2.23 Taxes**

**a) Current income tax**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in the profit and loss accounts except to the extent that the tax relates to items recognised outside the profit and loss accounts, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**b) Deferred tax**

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.



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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.23 Taxes (continued)**

**b) Deferred tax (continued)**

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

- 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; and
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences carry-forward benefits of unused tax credits and 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 benefits of unused tax credits and unused tax losses can be utilised except:

- 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; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised 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 utilised.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each end of the reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or when the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

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

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.23 Taxes (continued)**

**c) Sales tax**

Revenues, expenses and assets are recognised net of the amount of sales tax, except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

**2.24 Share capital, share premium and share issue expenses**

Share capital is stated at par value of the share. Proceeds received in excess of par value, if any, is recognized as share premium in equity.

Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

**2.25 Treasury shares**

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in the share premium.

**2.26 Segment reporting**

For management purposes, the Group is organised on a world-wide basis into three major geographical segments. The divisions are the basis on which the Group reports its primary segment information.

Segment revenues, expenses and results include transfers between geographical segments and between business segments. Such transfers are accounted for on an arm's-length basis.

**2.27 Dividends**

Cash dividends will be recorded as a liability when the distribution is authorised, and the distribution is no longer at the discretion of the Company. The distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.28 Contingencies**

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
  - i. it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - ii. the amount of obligation cannot be measured with sufficient reliability.

**2.29 Events after the reporting period**

Post year-end events that provide additional information about the Group's financial position at the end of the reporting period (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

**2.30 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:

- In the principal market for the asset or liability, or
- 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 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 act 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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**2.30 Fair value measurement (continued)**

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for recurring fair value measurement, such as investment properties.

External valuers are involved for valuation of investment properties. Involvement of external valuers is decided upon annually by management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information the valuation computation to contracts and other relevant documents.

Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**2.31 Earnings per share**

Basic earnings per share are computed by dividing consolidated net income for the year attributable to the equity holders of the Company by the weighted average number of common shares issued and outstanding during the year, after giving retroactive effect for any stock dividends declared and stock rights exercised during the year.

Diluted earnings per share amounts are calculated by dividing the consolidated net income for the year attributable to the equity holders of the parent by the weighted average number of common shares outstanding during the year plus the weighted average number of common shares that would be issued for outstanding common stock equivalents. The Company does not have dilutive potential common shares.

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**3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**

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 each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

Management has made the following judgement in the process of applying the Group's accounting policies that have significant effects on the amounts recognized in the financial statements.

**a) Judgments made in applying accounting policies**

Determination of lease term of contracts with extension options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension options. The Group applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to extend the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the extension. After the commencement date, the Group reassesses the lease term whether there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend (e.g. construction of significant leasehold improvements or significant customisation to the leased asset).

The Group included the extension options in the lease term for the leases of certain land as it will entail additional cost for the Group to look for other locations for their operations. However, the extension option for lease of a remaining land is not included as part of the lease term because it is not reasonably certain for the Group to exercise the option as the extension requires a mutual agreement between the lessee and the lessor.

As at 31 December 2022, potential future (undiscounted) cash outflows of approximately \$9,000,000 (2021: \$9,800,000), which will mature within 26 to 51 years, have not been included in lease liabilities because it is not reasonably certain that the leases will be extended.

**b) Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Impairment of investments in subsidiaries, goodwill, property, plant and equipment, investment property and assets held for leasing

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**3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)**
**b) Key sources of estimation uncertainty (continued)**

i) Impairment of investments in subsidiaries, goodwill, property, plant and equipment, investment property and assets held for leasing

The Group determines whether goodwill is impaired at least on an annual basis. For investments in subsidiaries, property, plant and equipment, investment property and assets held for leasing, the Group and Company assess, at each reporting date, whether there is an indication that the asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group and Company estimate the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

As at 31 December 2022, there is no impairment indicator that the investment property and assets leasing held by the Group may be impaired.

In estimating the value in use requires the Group and Company to make estimates of the expected future cash flows from the cash-generating unit incorporating the forecasted revenue growth rate and terminal growth rate and also to choose a suitable discount rate in order to calculate the present value of those cash flows. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators. The breakdown of carrying amounts of the Group and Company's assets as at 31 December are presented as follow:

	2022 \$'000	2021 \$'000
<b>Group</b>		
Goodwill	709	709
Property, plant and equipment	45,846	32,110
<b>Company</b>		
Property, plant and equipment	194	184
Investments in subsidiaries	28,352	28,353

An impairment of \$1,000 was made against investments in subsidiaries in 2022. No impairment was charge in goodwill, property, plant and equipment, investment property and assets held for leasing. Further details of the impairment of investments in subsidiaries, goodwill, property, plant and equipment, investment property and assets held for leasing are discussed in Notes 6 to 10.

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**3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)**
**b) Key sources of estimation uncertainty (continued)**

## ii) Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given 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 provisions 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 relevant tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective company's domicile.

The carrying amount of the Group's income tax payable as at 31 December 2022 was \$2,415,000 (2021: \$2,567,000). The carrying amount of the Company's income tax payable as at 31 December 2022 was nil (2021: nil).

## iii) Deferred taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

The Group has \$1,400,000 (2021: \$1,900,000) of tax losses carried forward. These losses relate to Medtecs Materials Technology Corporation (MMTC), its subsidiary located in Philippines that have history of losses, and may not be used to offset taxable income elsewhere in the subsidiaries. MMTC neither has any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets.

The carrying amount of the Group's recognized deferred tax assets and deferred tax liabilities as at 31 December 2022 were \$2,106,000 (2021: \$33,000) and \$391,000 (2021: \$147,000), respectively. The carrying amount of the Company's recognized deferred tax assets and deferred tax liabilities as at 31 December 2022 were nil (2021: \$12,000) and \$13,000 (2021: nil), respectively. More details are given in Note 25.

## iv) Provision for expected credit losses (ECLs) of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on months past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

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**3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)**
**b) Key sources of estimation uncertainty (continued)**

## iv) Provision for expected credit losses (ECLs) of trade receivables (continued)

The assessment of the correlation between historical observed default rates, forecast economic conditions (gross domestic product growth rates, gross national income growth rates, net primary income rates, consumer price index and inflation rates) and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 14.

The carrying amount of trade receivables of the Group as at 31 December 2022 are \$30,358,000 (2021: \$42,347,000). The Group recognised provision for ECL amounting to \$3,591,000 in 2022 (2021: \$19,000). The carrying amount of the Company's trade receivables as at 31 December 2022 were \$25,870,000 (2021: \$25,785,000). The Company recognized provision for ECL amounting to \$2,738,000 (2021: nil).

## v) Useful lives of property, plant and equipment, investment property and assets held for leasing

The Group estimates the useful lives of its property, plant and equipment, investment property and assets held for leasing based on the period over which the assets are expected to be available for use. The Group reviews annually the estimated useful lives of the property, plant and equipment, assets held for leasing and investment property based on factors that include asset utilisation, internal technical evaluation, technological changes, environmental and anticipated use of the assets tempered by related industry benchmark information. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned.

The carrying amount of the Group's property, plant and equipment, investment property and assets held for leasing as at 31 December 2022 were \$45,846,000 (2021: \$32,110,000), \$2,617,000 (2021: \$2,728,000) and \$4,116,000 (2021: \$4,452,000), respectively. The carrying amount of the Company's property, plant and equipment as at 31 December 2022 was \$194,000 (2021: \$184,000). More details are given in Notes 6, 7 and 8.

## vi) Allowance for inventory obsolescence

The Group establishes a basis of the allocation of common costs and percentage of completion for each stage of production of inventories upon taking into consideration of the cost directly related to the production and market conditions existing during the period.

The Group recognises provision for inventory losses when the net realisable values of inventory items become lower than cost due to obsolescence or other causes. Obsolescence is based on the physical and internal condition of inventory items. Obsolescence is also established when inventory items are no longer marketable. Obsolete goods, when identified, are charged to costs and are written down to its net realisable value. The Group reviews on a monthly basis the condition of its inventories. The assessment of the condition of the inventory items either increases or decreases the expenses or total inventory costs.

The carrying amount of the Group's inventories as at 31 December 2022 were \$36,394,000 (2021: \$49,660,000). The information about the allowance for inventory obsolescence is disclosed in Note 13.



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**3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)**
**b) Key sources of estimation uncertainty (continued)**

- vii) Estimating the incremental borrowing rate of the leases

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use (ROU) assets in a similar economic environment. The incremental borrowing rate therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the Group's stand-alone credit rating).

The Group's lease liabilities amounted to \$3,910,000 as at 31 December 2022 (2021: \$6,779,000) (Note 29).

**4. SHARE CAPITAL AND TREASURY SHARES**

	Group and Company	
	2022 \$'000	2021 \$'000
<b>Authorised</b>		
- 1,000,000,000 ordinary shares of \$0.05 each	50,000	50,000
<b>Issued and paid up</b>		
As at 1 January and 31 December		
- 549,411,240 ordinary shares of \$0.05 each	27,471	27,471

The Company has only one class of shares: ordinary shares of \$0.05 each, with each share carrying one vote, without restriction. The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and subsequently approved by the shareholders.

**Treasury Shares**

Treasury shares are ordinary shares of the Company that are purchased and held by the Company and are presented as a component within shareholders' equity.

	2022		2021	
	No. of shares '000	\$'000	No. of shares '000	\$'000
At 1 January	3,000	2,112	-	-
Acquisition of treasury shares				
- 1,500,000 shares at \$0.166 each	1,500	249	3,000	2,112
- 3,000,000 shares at \$0.704 each				
At 31 December	4,500	2,361	3,000	2,112

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**5. REVENUE AND OTHER RESERVES**
**a) Revenue reserves**

The revenue reserves include accumulated profits attributable to the Group's equity holders and reduced by dividends.

	Group	
	2022 \$'000	2021 \$'000
Revenue reserves are retained by:		
Company	53,332	68,230
Subsidiaries	67,092	84,061
	120,424	152,291

**b) Foreign currency translation reserves**

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

	Group	
	2022 \$'000	2021 \$'000
At 1 January	2,397	3,232
Net effect of exchange differences arising from translation of financial statements of foreign operations	(3,132)	(835)
At 31 December	(735)	2,397

**c) Other reserves**

In 2014, the Company shares were issued in consideration of the acquisition of the non-controlling interest of Medtecs (Taiwan) Corporation (MTC). The excess of the consideration over the fair value of the net assets acquired was recorded in "Other reserves" under the equity section of the statements of financial position.

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**6. PROPERTY, PLANT AND EQUIPMENT**

Group	Buildings and improvements	Machinery, equipment and others	Furniture, fixtures and equipment	Leasehold improvements	Transportation equipment	Construction in progress	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Cost:</b>							
As at 1 January 2021	24,304	38,267	3,100	4,418	1,337	–	71,426
Additions	221	2,700	427	236	277	10,233	14,094
Disposals	–	(513)	(5)	–	(36)	–	(554)
Reclassification	502	(20)	(500)	18	–	–	–
Exchange differences	212	46	(9)	18	20	–	287
As at 31 December 2021 and 1 January 2022	25,239	40,480	3,013	4,690	1,598	10,233	85,253
Additions	132	6,549	187	91	332	10,814	18,105
Disposals	(51)	(3,819)	(44)	–	(29)	–	(3,943)
Reclassification	13,207	5,295	30	134	57	(18,723)	–
Exchange differences	(977)	(511)	(661)	(44)	(34)	–	(2,227)
As at 31 December 2022	37,550	47,994	2,525	4,871	1,924	2,324	97,188
<b>Accumulated depreciation:</b>							
As at 1 January 2021	12,791	30,796	1,669	4,010	661	–	49,927
Depreciation charge for the year	1,279	1,770	284	38	196	–	3,567
Disposals	(25)	(478)	(5)	–	(32)	–	(540)
Exchange differences	(41)	(39)	120	145	4	–	189
As at 31 December 2021 and 1 January 2022	14,004	32,049	2,068	4,193	829	–	53,143
Depreciation charge for the year	836	1,593	401	148	199	–	3,177
Disposals	(51)	(3,819)	(44)	–	(14)	–	(3,928)
Reclassifications	299	(299)	–	–	–	–	–
Exchange differences	(338)	(300)	(365)	(25)	(22)	–	(1,050)
As at 31 December 2022	14,750	29,224	2,060	4,316	992	–	51,342
<b>Net carrying amount:</b>							
As at 31 December 2021	11,235	8,431	945	497	769	10,233	32,110
As at 31 December 2022	22,800	18,770	465	555	932	2,324	45,846

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**6. PROPERTY, PLANT AND EQUIPMENT (continued)**
Impairment assessment

The Company has performed impairment assessment on its property, plant and equipment as at 31 December 2022 as there are impairment indicators that these assets are impaired. The recoverable amounts of the property, plant and equipment are determined based on the value in use calculations using cash flow projections from financial budgets approved by management covering a five-year period. The following assumptions were based on management's reasonable estimates of the Group's operations:

	2022
Revenue growth rates	3.0% - 8.0%
Terminal growth rates	1.0% - 3.0%
Pre-tax discount rates	9.6% - 18.2%

\* There were no impairment indicators identified in prior years. Hence, no comparative figures were presented in the table above.

**Key assumptions used for value-in-use calculation**

The following describes management's key assumptions on the cash flow projections to undertake impairment testing of property, plant and equipment:

 a) Budgeted gross margins

Gross margins are based on a mix of historical margins and expected rates improvements based on management's growth strategies. These are increased over the budget period for anticipated efficiency improvements.

 b) Revenue growth rates

The forecasted revenue growth rates are based on management's estimate of the long-term average growth relevant to the assets.

 c) Terminal growth rates

The forecasted terminal growth rates are based on published industry research and do not exceed the long term average growth rate for the industries relevant to the assets.

 d) Pre-tax discount rates

Discount rates reflect management's estimate of the risks specific to these assets. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. In determining appropriate discount rates for these assets, reference has been given to the specific circumstances of the assets and derived from their weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Risk specific to these assets is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

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**6. PROPERTY, PLANT AND EQUIPMENT (continued)**
Impairment assessment (continued)
**Sensitivity to changes in assumptions**

If the revenue growth rates and terminal growth rates have been decreased to the following rates or pre-tax discount rates have been increased to the following rates, the estimated recoverable amount would be almost equal to the carrying amount.

	2022
Revenue growth rates	0% - 7.0%
Terminal growth rates	0% - 0.7%
Pre-tax discount rates	10.4% - 19.0%

Company	2022					Total \$'000
	Buildings and improvements \$'000	Machinery, furniture, fixtures and equipment \$'000	Leasehold improvements \$'000	Transportation equipment \$'000	Construction in progress \$'000	
<b>Cost:</b>						
As at 1 January 2021	2,457	3,484	10	50	–	6,001
Additions	1	54	–	–	100	155
As at 31 December 2021 and 1 January 2022	2,458	3,538	10	50	100	6,156
Additions	–	28	14	25	34	101
Reclassifications	–	–	134	–	(134)	–
As at 31 December 2022	2,458	3,566	158	75	–	6,257
<b>Accumulated depreciation:</b>						
As at 1 January 2021						
	2,450	3,444	7	50	–	5,951
Depreciation charge for the year	4	15	2	–	–	21
As at 31 December 2021 and 1 January 2022	2,454	3,459	9	50	–	5,972
Depreciation charge for the year	4	40	43	4	–	91
As at 31 December 2022	2,458	3,499	52	54	–	6,063
<b>Net carrying amount:</b>						
As at 31 December 2021	4	79	1	–	100	184
As at 31 December 2022	–	67	106	21	–	194

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**6. PROPERTY, PLANT AND EQUIPMENT (continued)**
Assets pledged as security

As of 31 December 2022, there were property, plant and equipment with carrying amount of \$4,900,000 (2021: \$5,500,000) that were mortgaged to secure various loans as disclosed in Note 18.

Disposals of property, plant and equipment

In 2022, the Group sold property, plant and equipment with a total net carrying amount of \$15,000 for a cash consideration of \$180,000. The gain on disposals of \$165,000 were recognized as part of the other income in the statement of profit or loss (Note 20).

**7. INVESTMENT PROPERTY**

	Group	
	2022 \$'000	2021 \$'000
<b>Cost:</b>		
As at 1 January and 31 December	5,465	5,465
<b>Accumulated depreciation:</b>		
As at 1 January	2,737	2,626
Depreciation charge for the year	111	111
As at 31 December	2,848	2,737
Net carrying amount as at 31 December	2,617	2,728
<b>Profit and loss account:</b>		
Rental income (Note 29)	613	613
Depreciation charge of:		
Investment property (Note 24)	(111)	(111)
Right-of-use asset	(12)	(12)
Repairs and maintenance	(9)	(9)
Taxes and licenses	(11)	(13)
Insurance	(3)	(4)
	467	464

The Group's investment property includes building and building improvements located in No. 7 corners of Argonaut Highway, Efficiency Avenue and Duty street, within Subic Bay Gateway Park, Subic Bay Freeport Zone, Olongapo City, Zambales, Philippines that are held to earn rentals. The Group have no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

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**7. INVESTMENT PROPERTY (continued)**
Valuation of investment property

Investment property is stated at cost less accumulated depreciation and any accumulated impairment losses as at 31 December 2022 and 2021. A fair valuation of the investment properties was performed by an independent appraiser with recognized and relevant professional qualification. Details of valuation techniques and inputs used are disclosed in Note 33 to the financial statements.

Aggregate fair value of the investment property was determined using the income approach. Income approach is a method in which the appraiser derives an indication of value for income producing property by converting anticipated future benefits into current property value. During the current financial year, the discount rate of 12.3% (2021: 9.9%) used under the income approach for valuing anticipated future benefits into current property value is computed under the "Built-Up" method. As of 31 December 2022, fair market value of the investment property, which is based on its highest and best use, amounted to \$3,774,000 (2021: \$4,285,000). The fair value is categorized under Level 3 (valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable) fair value hierarchy.

**8. ASSETS HELD FOR LEASING**

	Group	
	2022 \$'000	2021 \$'000
<b>Cost:</b>		
As at 1 January	9,652	7,828
Additions	1,674	2,280
Written off	–	(17)
Disposals	(793)	(439)
As at 31 December	10,533	9,652
<b>Accumulated depreciation:</b>		
As at 1 January	5,200	3,470
Amortisation charge for the year	1,988	2,136
Written off	–	(17)
Disposals	(771)	(389)
As at 31 December	6,417	5,200
Net carrying amount as at 31 December	4,116	4,452

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**9. INVESTMENTS IN SUBSIDIARIES**

Investments in subsidiaries comprise:

	Company	
	2022 \$'000	2021 \$'000
Unquoted equity shares, at cost	28,369	28,369
Less: Impairment loss	(17)	(16)
	<u>28,352</u>	<u>28,353</u>

(a) The Group has the following subsidiaries as at 31 December:

Name	Principal activities	Country of incorporation and place of business	Percentage of equity held by the Company		Cost of investment by the Company	
			2022 %	2021 %	2022 \$'000	2021 \$'000
<b>Held by the Company</b>						
Universal Weavers Corporation (UWC) <sup>(a)</sup>	Manufacturing and trading of woven and knitted fabrics	Philippines	100.0	100.0	5,863 <sup>(i)</sup>	5,863 <sup>(i)</sup>
Contex Corporation (CC) <sup>(a)</sup>	Trading of hospital textiles and garments, pillow cases, bed sheets, gowns and apparel, and subleasing activities	Philippines	98.8 <sup>(a)</sup>	98.8 <sup>(a)</sup>	1,854	1,854
Medtecs (Taiwan) Corporation (MTC) <sup>(b)</sup>	Manufacturing, leasing, marketing and distribution of medical consumables and provision of hospital laundry services	Republic of China	100.0 <sup>(b)</sup>	100.0 <sup>(b)</sup>	7,569 <sup>(i)</sup>	7,569 <sup>(i)</sup>
Medtex Corporation <sup>(a)</sup>	Manufacturing and sale of elastic bandages, garters and other garment products	Philippines	100.0	100.0	474 <sup>(i)</sup>	474 <sup>(i)</sup>
Medtecs (Cambodia) Corporation Limited (MCCL) <sup>(c)</sup>	Manufacturing of medical consumables and provision of procurement services	Cambodia	100.0	100.0	2,038 <sup>(i)</sup>	2,038 <sup>(i)</sup>
Medtecs (Asia Pacific) Pte. Ltd. (MAP) <sup>(d)</sup>	Sale of woven and knitted fabrics and other made-up articles of textile products	Singapore	100.0	100.0	1,241 <sup>(k)</sup>	1,241 <sup>(k)</sup>
Medtecs Materials Technology Corporation (MMTC) <sup>(a)</sup>	Manufacturing, leasing and trading of woven and knitted fabrics, other made-up articles of textile, medical and healthcare related products, and provision of hospital laundry services	Philippines	100.0	100.0	2,021	2,021
Medtecs MSEZ Corp., Ltd. (MMSEZ) <sup>(c)</sup>	Manufacturing of woven and non-woven fabric	Cambodia	100.0 <sup>(i)</sup>	100.0 <sup>(i)</sup>	3,370	3,370
Medtecs USA Corporation <sup>(l)</sup>	Manufacturing and supplying of personal protective equipment and healthcare products	United States of America (USA)	100.0 <sup>(m)</sup>	100.0 <sup>(m)</sup>	100	100



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**9. INVESTMENTS IN SUBSIDIARIES (continued)**

Name	Principal activities	Country of incorporation and place of business	Percentage of equity held by the Company		Cost of investment by the Company	
			2022	2021	2022	2021
			%	%	\$'000	\$'000
<b>Held by the Company (continued)</b>						
Medtecs (Far East) Limited <sup>(f)</sup>	Sale of woven and knitted fabrics and other made-up articles of textile products	Hong Kong Special Administrative Region	100.0	100.0	— <sup>(f)</sup>	1
Cooper Development Limited <sup>(e)</sup>	Investment holding	Malaysia	100.0	100.0	3,822 <sup>(i)</sup>	3,822 <sup>(i)</sup>
<b>Held through subsidiaries</b>						
Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd. (Jinchen) <sup>(e)</sup>	Manufacturing and trading of woven and non-woven medical consumables	People's Republic of China	100.0	100.0	—	—
Zibo Lianheng Textiles Co., Ltd. (Lianheng) <sup>(f)</sup>	Manufacturing and trading of woven fabrics	People's Republic of China	51.1 <sup>(i)</sup>	51.1 <sup>(i)</sup>	—	—
Zibo Liancheng Textiles & Garments Co. Ltd. <sup>(f)</sup>	Manufacturing and trading of woven fabrics	People's Republic of China	100.0	100.0	—	—
Resilient Medical Pte. Ltd. (RMPL) <sup>(e)</sup>	Manufacturing and supplying of personal protective equipment and healthcare products	Singapore	66.7 <sup>(n)</sup>	70.6 <sup>(n)</sup>	—	—
RMKH Glove Pte. Ltd. (RMKH Glove) <sup>(d)</sup>	Manufacturing and supplying of personal protective equipment and healthcare products	Singapore	66.7 <sup>(o)</sup>	70.6 <sup>(o)</sup>	—	—
RMKH Glove (Cambodia) Co., Ltd. (RMKH Cambodia) <sup>(c)</sup>	Manufacturing and sale of gloves	Cambodia	66.7 <sup>(p)</sup>	70.6 <sup>(p)</sup>	—	—
Hangzhou Jincheng Medical Technology Co., Ltd. (Jinchen Technology) <sup>(e)</sup>	Sale of hygiene products, medical equipment and disposable medical supplies	People's Republic of China	100.0 <sup>(q)</sup>	100.0 <sup>(q)</sup>	—	—
					28,352	28,353

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**9. INVESTMENTS IN SUBSIDIARIES (continued)**

- <sup>(a)</sup> Audited by Sycip, Gorres, Velayo & Co. (Member of Ernst & Young Global)
- <sup>(b)</sup> Audited by Ernst & Young, Taiwan
- <sup>(c)</sup> Audited by Ernst & Young (Cambodia) Ltd
- <sup>(d)</sup> Audited by Ernst & Young LLP, Singapore
- <sup>(e)</sup> Audited by other accounting firms
- <sup>(f)</sup> No statutory audit is required in the country of incorporation
- <sup>(g)</sup> Certain shares are held by non-controlling interests which are equivalent to 1.2% of the total paid-up capital.
- <sup>(h)</sup> Certain shares held by non-controlling interests which are equivalent to 7.6% of the total paid-up capital were acquired by the Company in 2014.
- <sup>(i)</sup> Certain shares are held by non-controlling interests which are equivalent to 48.9% of the total paid up capital.
- <sup>(j)</sup> Includes equity-settled share options granted to employees of the subsidiaries which were regarded as capital contribution to the subsidiaries.
- <sup>(k)</sup> Includes allowance for impairment of \$16,000 as this subsidiary had been previously making losses.
- <sup>(l)</sup> In 2020, the Board approved for the acquisition by the Company of all shares of MMSEZ, previously MTC's wholly owned subsidiary, for a total investment cost of \$3,370,000.
- <sup>(m)</sup> In 2020, Medtecs USA Corporation has been incorporated with an investment cost of \$100,000, representing 100% shareholdings of the subsidiary.
- <sup>(n)</sup> MAP has incorporated RMPL on 18 January 2021. On the same announcement date, MAP has entered into a joint venture agreement with a third-party company to govern their relationship as shareholders over RMPL. As of 31 December 2022, MAP and the third-party company have a total subscribed and paid-up capital amounting to \$6,000,000 and \$3,000,000 (2021: \$6,000,000 and \$2,500,000), respectively, for the \$9,000,000 (2021: \$8,500,000) total issued capital of RMPL. This represents certain shares are held by non-controlling interests which are equivalent to 33.3% (2021: 29.4%) of the total paid-up capital.
- <sup>(o)</sup> On 16 March 2021, RMPL had incorporated RMKH Glove as its wholly owned subsidiary with an issued and paid-up capital of \$2,000,000.
- <sup>(p)</sup> On 1 December 2021, RMKH Glove incorporated RMKH Cambodia as its wholly owned subsidiary with an issued and paid-up capital of \$2,500,000.
- <sup>(q)</sup> On 14 October 2021, Jinchen had incorporated Hangzhou Jincheng Medical Technology Co., Ltd. as its wholly owned subsidiary, with total paid-up capital of RMB500,000.
- <sup>(r)</sup> Fully impaired as this subsidiary had not been operating already.
- (b) Interests in subsidiaries with material non-controlling interests:

	Proportion of ownership interest held by material non-controlling interests		Accumulated material non-controlling interest at end of reporting period	
	2022	2021	2022	2021
	%	%	\$'000	\$'000
Lianheng	48.9%	48.9%	367	367
RMPL and subsidiaries	33.3%	29.4%	2,214	2,401

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**9. INVESTMENTS IN SUBSIDIARIES (continued)**

(c) Summarised financial information of subsidiaries with material non-controlling interests

The following summarised financial information for the subsidiaries with non-controlling interests are prepared in accordance with SFRS(I)s, modified for fair value adjustments on acquisition and differences in the Group's accounting policies.

**Summarized statements of financial position**

	Lianheng		RMPL and subsidiaries	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Non-current assets	–	–	22,218	12,496
Current assets	750	750	3,335	10,048
Non-current liabilities	–	–	(4,211)	(2,642)
Current liabilities	–	–	(14,692)	(11,736)
<b>Net assets</b>	750	750	6,650	8,166
<b>Net assets attributable to NCI</b>	367	367	2,214	2,401

**Summarized statements of comprehensive income**

	Lianheng		RMPL and subsidiaries	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Revenue	–	–	–	–
Loss for the year, representing total comprehensive loss (net of tax)	–	(716)	(2,016)	(335)
Total comprehensive loss allocated to NCI	–	(350)	(671)	(98)

**Summarized statements of cash flows**

	Lianheng		RMPL and subsidiaries	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Operating	–	–	(834)	11,680
Investing	–	–	(8,458)	(10,133)
Financing	–	–	50	8,500
Net (decrease)/increase in cash and cash equivalents	–	–	(9,242)	10,047

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**9. INVESTMENTS IN SUBSIDIARIES (continued)**

(d) Impairment assessment

The Company has performed impairment assessment on its investments in subsidiaries as at 31 December 2022 as there are impairment indicators that these investments are impaired. The recoverable amounts of the investments are determined based on the value in use calculations using cash flow projections from financial budgets approved by management covering a five-year period. The following assumptions were based on management's reasonable estimates of the Group's operations in respective countries:

	Philippines	Cambodia	China
<b>Key assumptions</b>			
Revenue growth rates	3.0%	5.0%	8.0%
Terminal growth rates	3.0%	5.0%	2.3%
Pre-tax discount rates	11.4%-14.4%	12.2%-18.2%	11.1%

**Key assumptions used for value-in-use calculation**

The following describes management's key assumptions on the cash flow projections to undertake impairment testing of investment in subsidiaries:

 a) Budgeted gross margins

Gross margins are based on a mix of historical margins and expected rates improvements based on management's growth strategies. These are increased over the budget period for anticipated efficiency improvements.

 b) Revenue growth rates

The forecasted revenue growth rates are based on management's estimate of the long-term average growth relevant to the investments in subsidiaries.

 c) Terminal growth rates

The forecasted terminal growth rates are based on published industry research and do not exceed the long term average growth rate for the industries relevant to the investment in subsidiaries.

 d) Pre-tax discount rates

Discount rates reflect management's estimate of the risks specific to each investment in subsidiaries. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. In determining appropriate discount rates for each investment in subsidiaries, reference has been given to the specific circumstances of the investment in subsidiaries and derived from their weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Risk specific to the investment in subsidiaries is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

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**9. INVESTMENTS IN SUBSIDIARIES (continued)**

(d) Impairment assessment (continued)

Sensitivity to changes in assumption

If the revenue growth rates and terminal growth rates have been decreased to the following rates or pre-tax discount rates have been increased to the following rates, the estimated recoverable amount would be almost equal to the carrying amount.

	Philippines	Cambodia	China
Revenue growth rates	0%	0% -1%	5.3%
Terminal growth rates	0%	0% - 0.9%	0%
Pre-tax discount rates	11.4% - 14.4%	12.9% - 19.0%	11.5%

**10. GOODWILL**

As at 1 January and 31 December

	Group	
	2022	2021
	\$'000	\$'000
As at 1 January and 31 December	709	709

Goodwill acquired through business combinations has been allocated to the CGU, for impairment testing as follows:

	2022	2021
	\$'000	\$'000
Manufacturing	198	198
Hospital services	511	511
	709	709

Impairment assessment

The recoverable amounts of the CGUs are determined based on the value in use calculations using cash flow projections from financial budgets approved by management covering a five-year period. For the purpose of estimating the recoverable amounts of the CGUs, management had used the following key assumptions for the cash flow projections given its existing business model and expansion of its distribution channel in China and Taiwan:

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**10. GOODWILL (continued)**
Impairment assessment (continued)

	Revenue growth rates %	Terminal growth rates %	Pre-tax discount rates %
<b>2022</b>			
Manufacturing	7.0 – 10.0	1.0	9.6
Hospital services	7.0 – 10.0	1.0	9.6
<b>2021</b>			
Manufacturing	8.0	8.0	12.2
Hospital services	8.0	8.0	8.3

**Key assumptions used for value-in-use calculation**

The following describes management's key assumptions on the cash flow projections to undertake impairment testing of goodwill:

 a) Budgeted gross margins

Gross margins are based on a mix of historical margins and expected rates improvements based on management's growth strategies. These are increased over the budget period for anticipated efficiency improvements.

 b) Revenue growth rates

The forecasted revenue growth rates are based on management's estimate of the long-term average growth relevant to the cash-generating unit.

 c) Terminal growth rates

The forecasted terminal growth rates are based on published industry research and do not exceed the long term average growth rate for the industries relevant to the cash-generating unit.

 d) Market share assumptions

Market share assumptions are important because management assesses how the cash-generating unit's position relative to its competitors might change over the budget period.

 e) Pre-tax discount rates

Discount rates reflect management's estimate of the risks specific to each cash-generating unit. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. In determining appropriate discount rates for each cash-generating unit, reference has been given to the specific circumstances of the cash-generating units and derived from their weighted average cost of capital. The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Risk specific to the cash-generating unit is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

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**10. GOODWILL (continued)**
Impairment assessment (continued)
**Sensitivity to changes in assumptions**
*Manufacturing*

If the revenue growth rates and terminal growth rates have been decreased to the following rates or pre-tax discount rates have been increased to the following rates, the estimated recoverable amount would be almost equal to the carrying amount.

	2022	2021
Revenue growth rates	7.0% - 9.0%	5.6%
Terminal growth rates	0.7%	1.7%
Pre-tax discount rates	10.8%	13.2%

*Hospital services*

If the revenue growth rates and terminal growth rates have been decreased to the following rates or pre-tax discount rates have been increased to the following rates, the estimated recoverable amount would be almost equal to the carrying amount.

	2022	2021
Revenue growth rates	6.6% - 8.6%	4.2%
Terminal growth rates	0%	3.5%
Pre-tax discount rates	12.2%	9.2%

**11. DUE FROM SUBSIDIARIES**

	Company	
	2022	2021
	\$'000	\$'000
Due from subsidiaries (trade)	2,795	8,917
Due from subsidiaries (nontrade)	14,130	11,601
	<u>16,925</u>	<u>20,518</u>

Amounts due from subsidiaries (trade) are unsecured, non-interest bearing and are payable upon demand.

Amounts due from subsidiaries (nontrade) pertain to advances made by the Company to RMPL for funding its construction activities, which are unsecured, interest bearing at 7% per annum and are also payable upon demand.

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**12. OTHER NON-CURRENT ASSETS**

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Quoted equity investments	3,361	1,843	–	–
Investment in unquoted bond	3,000	–	–	–
Deposits	1,121	610	92	93
Guarantee deposit	557	712	–	–
Others	578	622	20	20
	<u>8,617</u>	<u>3,787</u>	<u>112</u>	<u>113</u>

Quoted equity investments

The Group has considered the nature, characteristics and risks of investment as well as the level of the fair value hierarchy within which the fair value measurement is categorized.

The Group measured its quoted equity investments at fair value through other comprehensive income under Level 1 of the valuation hierarchy and its valuation techniques is based on quoted market prices in active markets for identical assets or liabilities.

Investment in unquoted bond

During the financial year, the Group has invested in unquoted government bonds from Cambodian government amounting to \$3,000,000 with a term of 3 years and interest rate of 5.5%. The Group measured its investment in unquoted bond at amortised cost and for which the fair value is disclosed based on unobservable inputs for the quoted market prices, valuations or quotes under Level 3 of the valuation hierarchy. Details are presented under Note 33.

Deposits

Deposits pertain to refundable deposits from lease agreement and utility consumption agreements, which will be refunded to the Group at the end of term of the contract.

Guarantee deposit

Guarantee deposit pertains to deposits given to hospital clients in Taiwan as guarantee to perform services during the term of the service contracts, which will be refunded to the Group at the end of the term of the contract.

Others include golf club membership and other long-term investments.



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**13. INVENTORIES**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
At cost:				
Goods-in-transit	2,510	1,129	2,190	–
Raw materials	27,925	26,578	–	12
Work-in-progress	2,198	5,434	–	12
Supplies and spare parts	972	2,679	–	1
Finished goods	18,536	18,001	3,027	2,365
	<u>52,141</u>	<u>53,821</u>	<u>5,217</u>	<u>2,390</u>
At net realisable value:				
Goods-in-transit	2,424	1,129	1,445	–
Raw materials	21,545	25,150	–	12
Work-in-progress	777	5,512	–	12
Supplies and spare parts	961	2,613	–	1
Finished goods	10,687	15,256	1,859	2,365
	<u>36,394</u>	<u>49,660</u>	<u>3,304</u>	<u>2,390</u>
At lower of cost or net realisable value	<u>36,394</u>	<u>49,660</u>	<u>3,304</u>	<u>2,390</u>

The Group's inventories charged to operations in 2022 were \$32,316,000 (2021: \$64,269,000) (Note 24). Inventories are stated at net realisable value ("NRV") after allowance for inventory obsolescence. Movements in the allowance for inventory losses during the year are as follows:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
As at 1 January	4,161	3,002	–	–
Charge for the year	11,748	3,000	1,913	–
Written off	(158)	(1,841)	–	–
Exchange differences	(4)	–	–	–
As at 31 December	<u>15,747</u>	<u>4,161</u>	<u>1,913</u>	<u>–</u>

In 2022, the Group and the Company recognized a provision for inventory obsolescence amounting to \$11,748,000 and \$1,913,000, respectively, arising from the inventory write-down of cost to its NRV, following the steep decline in average selling prices of PPE and face masks in the global market at the end of the COVID-19 pandemic. In addition, the Group also recognized provision amounting to \$101,000 (2021: nil) for slow and non-moving inventories.

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**14. TRADE RECEIVABLES**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Trade receivables				
Manufacturing	31,473	38,896	28,608	25,785
Hospital services	2,253	2,232	–	–
Distribution and Others	426	1,454	–	–
	<u>34,152</u>	<u>42,582</u>	<u>28,608</u>	<u>25,785</u>
Less: Allowance for expected credit losses ("ECLs")	(3,794)	(235)	(2,738)	–
Total trade receivables	<u>30,358</u>	<u>42,347</u>	<u>25,870</u>	<u>25,785</u>
Add: Cash and cash equivalents and fixed deposits (Note 16)	35,281	58,290	3,366	15,711
Other current assets (Note 15)	6,102	13,072	2,277	7,672
Due from subsidiaries (Note 11)	–	–	16,925	20,518
Other non-current assets (Note 12)	8,617	3,787	112	113
Less: Prepayments (Note 15)	(846)	(1,420)	(568)	(762)
Tax receivables (Note 15)	(944)	(970)	–	–
Advances to supplier – net (Note 15)	(2,664)	(6,145)	(773)	(2,881)
Quoted equity investments (Note 12)	(3,361)	(1,843)	–	–
Deposits and guarantee deposit (Note 12)	(1,678)	(1,322)	(92)	(93)
Others (Note 12)	(578)	(622)	(20)	(20)
Total financial assets carried at amortised cost	<u>70,287</u>	<u>105,174</u>	<u>47,097</u>	<u>66,043</u>

Trade receivables are non-interest bearing and are generally on 1 to 4 months' term. They are recognised at their original invoice amounts, which represent fair values on initial recognition.

Trade receivables denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Philippine peso	339	576	–	–
Renminbi	51	263	–	–
New Taiwan dollar	2,333	1,930	–	–

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**14. TRADE RECEIVABLES (continued)**
*Expected credit losses ("ECLs")*

The movement in allowance for ECLs of trade receivables computed based on lifetime ECL are as follows:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
As at 1 January	235	220	-	-
Charge for the year	3,591	19	2,738	-
Written off	(23)	-	-	-
Exchange differences	(9)	(4)	-	-
As at 31 December	3,794	235	2,738	-

In 2022, the Group and the Company recognized a provision for ECL amounting to \$3,591,000 and \$2,738,000, respectively, arising from specific provisions on aged receivables and general provisions from management's assessment on collectability to its customers based on historical default rates.

**15. OTHER CURRENT ASSETS**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Advances to suppliers	2,918	6,195	1,027	2,931
Prepayments	846	1,420	568	762
Advances to employees	165	62	28	23
Tax receivables	944	970	-	-
Other deposits	107	414	107	8
Sundry receivables	1,376	4,061	801	3,998
Less: Allowance for ECL	(254)	(50)	(254)	(50)
	6,102	13,072	2,277	7,672

Advances to suppliers are payments to suppliers for future deliveries of inventories that are to be liquidated within a year. In 2022, the Group has written off \$1,500,000 of advances to suppliers due to management's assessment that the aged advances will no longer be collectible (2021: nil).

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**15. OTHER CURRENT ASSETS (continued)**

Sundry receivables include rent receivables and claims from third parties.

Other deposits include a construction bond and refundable deposit expected to be collected within 12 months.

Other current assets denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Renminbi	1,248	274	-	-
Philippine peso	303	599	38	333
New Taiwan dollar	709	1,734	-	-
Singapore dollar	9	314	-	-

**16. CASH AND CASH EQUIVALENTS AND FIXED DEPOSITS**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Cash in hand	2,815	43	2,771	1
Cash at bank	9,262	48,972	595	15,710
Fixed deposits	23,204	9,275	-	-
	35,281	58,290	3,366	15,711
Less: Fixed deposits with maturity of more than 3 months but less than 1 year (inc. pledged fixed deposits)	(17,159)	(9,275)	-	-
	18,122	49,015	3,366	15,711

Bank balances of the Group and of the Company earns interest at floating rates based on bank deposit rates.

Fixed deposits of the Group amounting to \$833,000 (2021: \$777,000) are pledged in connection with credit facilities granted by banks and short-term maturing loans. In addition, the withdrawal of such fixed deposits is subject to the banks' approval in connection with overdraft facilities, which the Group has total unused credit facilities amounting to \$53,000,000 as of 31 December 2022 (2021: \$54,000,000). The fixed deposits are denominated in US\$ and PHP and earn annual interest ranging from 1.75% to 5.25% (2021: 0.08% to 3.6%).

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**16. CASH AND CASH EQUIVALENTS AND FIXED DEPOSITS (continued)**

The cash and bank balances denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Philippine peso	4,866	3,485	43	44
New Taiwan dollar	3,451	3,351	2,770	–
Singapore dollar	683	15,444	134	7,124
Renminbi	685	692	–	–
Euros	7	52	1	52

Interest income earned by the Group and Company from fixed deposits amounted to \$453,000 (2021: \$33,000) and \$26,000 (2021: \$4,000), respectively.

**17. TRADE PAYABLES AND OTHER CURRENT LIABILITIES**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Trade payables	1,815	4,572	199	600
<u>Other current liabilities:</u>				
Other creditors	2,660	1,427	553	857
Accrued operating expenses	1,972	1,766	24	25
Total trade and other current liabilities	6,447	7,765	776	1,482
Add: Lease liabilities (Note 29)	3,910	6,779	316	476
Loans and borrowings (Note 18)	15,643	9,306	–	–
Less: Tax payables to government institutions	(191)	(1,156)	(19)	(163)
Total financial liabilities carried at amortised cost	25,809	22,694	1,073	1,795

Trade payables are unsecured, non-interest bearing and are payable within one year.

Amounts due to other creditors include payable to government institutions and advances from customers.

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**17. TRADE PAYABLES AND OTHER CURRENT LIABILITIES (continued)**

Trade payables and other current liabilities denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
New Taiwan dollar	1,178	2,341	–	–
Renminbi	1,515	1,034	–	–
Philippine peso	1,065	1,372	78	357

**18. LOANS AND BORROWINGS**

	Weighted average effective interest rate (per annum)	Maturity	Group	
			2022 \$'000	2021 \$'000
New Taiwan Dollar (NTD) loans				
- Unsecured	2.04%	2023	978	3,889
- Secured	1.80%	2023	14,665	5,417
Total current interest-bearing loans and borrowings			15,643	9,306

Property, plant and equipment and fixed deposits with carrying amounts of \$4,900,000 and \$833,000, respectively (2021: \$5,500,000 and \$777,000, respectively) (Notes 6 and 16) are used to secure the loans and borrowings of the Group amounting to \$14,665,000 (2021: \$5,417,000).

The loans and borrowings pertain to withdrawn amount from the revolving credit line of the Group, which are short-term in nature, have payment terms from 2 to 6 months and can be renewed upon maturity. In March 2023, the Group has renewed its bank loans amounting to \$15,000,000 upon maturity.

A reconciliation of liabilities arising from financing activities is as follows:

	31 December 2021/ 1 January 2022 \$'000	Net cash flows \$'000	Non-cash changes	
			Others \$'000	31 December 2022 \$'000
Loans and borrowings	9,306	6,337	–	15,643
Lease liabilities	6,779	(5,855)	2,986	3,910
Accrued interest	19	(423)	404	–
Total	16,104	59	3,390	19,553

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**18. LOANS AND BORROWINGS (continued)**

A reconciliation of liabilities arising from financing activities is as follows: (continued)

	Non-cash changes			
	31 December 2020/ 1 January 2021 \$'000	Net cash flows \$'000	Others \$'000	31 December 2021 \$'000
Term loans	1,250	(1,250)	–	–
- noncurrent	228	(228)	–	–
Loans and borrowings	31,603	(22,297)	–	9,306
Lease liabilities	3,544	(849)	4,084	6,779
Accrued interest	24	(408)	403	19
<b>Total</b>	<b>36,649</b>	<b>(25,032)</b>	<b>4,487</b>	<b>16,104</b>

The 'others' column relates to reclassification of non-current portion of loans and borrowings and lease liabilities due to passage of time.

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**19. REVENUE**
**Disaggregation of revenue**

Group	Manufacturing		Hospital Services		Distribution and Others		Total	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
<b>Primary geographical markets</b>								
North America	9,610	37,642	–	–	–	–	9,610	37,642
Asia Pacific	11,513	50,233	14,312	14,971	6,251	11,247	32,076	76,451
Europe	14,343	30,062	–	–	–	–	14,343	30,062
Australia	214	–	–	–	–	–	214	–
	<b>35,680</b>	<b>117,937</b>	<b>14,312</b>	<b>14,971</b>	<b>6,251</b>	<b>11,247</b>	<b>56,243</b>	<b>144,155</b>

**Revenue from contracts**

Revenue from manufacturing	35,680	117,937	–	–	–	–	35,680	117,937
Revenue from hospital services	–	–	14,312	14,971	–	–	14,312	14,971
Revenue from distribution and others	–	–	–	–	6,251	11,247	6,251	11,247
	<b>35,680</b>	<b>117,937</b>	<b>14,312</b>	<b>14,971</b>	<b>6,251</b>	<b>11,247</b>	<b>56,243</b>	<b>144,155</b>

**Timing of transfer of goods or services**

At a point in time	35,680	117,937	–	–	5,638	10,634	41,318	128,571
Over time	–	–	14,312	14,971	613	613	14,925	15,584
	<b>35,680</b>	<b>117,937</b>	<b>14,312</b>	<b>14,971</b>	<b>6,251</b>	<b>11,247</b>	<b>56,243</b>	<b>144,155</b>

Contex Corporation earned rental revenue for the financial year ended 31 December 2022 amounting to \$612,501 (2021: \$612,501) included under Distribution and others segment (Note 29).

Revenues from major customer of the Group's Manufacturing segment represent approximately 36% for the year ended 31 December 2022 (2021: 30%) of the Group's total revenues.



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**19. REVENUE (continued)**

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Company	2022	2021
	\$'000	\$'000
<b>Primary geographical markets</b>		
North America	7,329	17,714
Asia Pacific	3,273	51,286
Australia	214	–
	<u>10,816</u>	<u>69,000</u>
<b>Revenue from contracts</b>		
Revenue from manufacturing	<u>10,816</u>	<u>69,000</u>
<b>Timing of transfer of goods or services</b>		
At a point in time	<u>10,816</u>	<u>69,000</u>

**20. OTHER INCOME - NET**

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Foreign exchange gain/(loss)	830	25	(159)	42
Rent income	213	46	601	–
Gain/(loss) on disposals	165	58	(430)	461
Scrap sales	630	698	–	–
Gain from insurance claims	78	–	78	–
Other income from reversal of long-outstanding liabilities	42	704	3	704
Others	503	233	28	26
	<u>2,461</u>	<u>1,764</u>	<u>121</u>	<u>1,233</u>

Others include facilitation grant, administration fee and canteen rental and various miscellaneous and operating income generated, among others.

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**21. EMPLOYEE BENEFITS**

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
<b>Personnel expenses</b>				
Wages, salaries and bonus	25,437	31,313	4,189	3,509
Defined benefit plans and other social expenses	1,368	1,388	48	53
	<u>26,805</u>	<u>32,701</u>	<u>4,237</u>	<u>3,562</u>

Personnel expenses include amounts disclosed as directors' remuneration in Note 28(b).

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
<b>Personnel expenses</b>				
Cost of sales	17,282	24,851	29	67
Administrative expenses	7,188	6,305	3,292	3,072
Distribution and selling expenses	2,335	1,545	916	423
	<u>26,805</u>	<u>32,701</u>	<u>4,237</u>	<u>3,562</u>

The other employee benefits include the expenses related to the defined contribution plan of MTC. The Labor Pension Act (the "Act") in Taiwan, which provides for a new defined contribution plan, took effect on 1 July 2005. Employees already covered by the Labor Standard Law (the "Law") can choose to remain to be subject to the pension mechanism under the Law or to be subject to the Act. Under the Act, the rate of the employer monthly contribution to the pension fund should be at least 6% of the employee's monthly wages.

**Pension plan**

This relates to the amount of pension benefit expense provided for the subsidiaries and the branch in the Group operating in the Philippines covering substantially all its regular employees. Retirement benefits under the plan are based on a percentage of latest monthly salary and years of credited service. The directors review the pension benefits expense with sufficient regularity such that the amount recorded does not differ materially from the amount to be recorded in compliance with SFRS(I) 1-19 at the end of the year.

Under the existing regulatory framework, Republic Act 7641 of the Philippines, Retirement Pay Law, a provision for retirement pay is required to qualified private sector employees in the absence of any retirement plan in the entity, provided however, that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

The latest independent actuarial valuation of the plan was as of 31 December 2022 prepared by an independent actuary, and is determined using the projected unit credit actuarial cost method in accordance with SFRS(I) 1-19.

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**21. EMPLOYEE BENEFITS (continued)**
**Pension plan (continued)**

The components of the pension benefit expense recognised in the profit and loss accounts are as follows:

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Current service cost	74	95	18	23
Interest cost	49	41	11	10
Net benefit expense	123	136	29	33

The amount recognised in the balance sheet arising from the Group's and the Company's unfunded obligation in respect of its defined benefit plan in 2022 were \$811,000 (2021: \$1,075,000) and \$167,000 (2021: \$240,000), respectively. The management of the Group is still contemplating on a scheme to fund the pension plan.

Changes in the present value of the unfunded defined benefit obligations are as follows:

	Unfunded pension plan			
	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
As at 1 January	1,075	1,221	240	276
Current service cost	74	95	18	23
Interest cost	49	41	11	10
Benefits paid	(35)	(28)	(29)	(15)
Translation adjustment	(89)	(60)	(17)	(16)
Net remeasurement gain	(263)	(194)	(56)	(38)
As at 31 December	811	1,075	167	240

The principal actuarial assumptions as at 31 December used to determine pension benefits are as follows:

	Group		Company	
	2022	2021	2022	2021
Discount rate	7.02% - 7.10%	4.91% - 4.98%	7.10%	4.98%
Salary increase rate	5.0%	5.0%	5.0%	5.0%

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**21. EMPLOYEE BENEFITS (continued)**
**Pension plan (continued)**

The history of experience adjustments are as follows:

	Group				
	2022	2021	2020	2019	2018
	\$'000	\$'000	\$'000	\$'000	\$'000
Unfunded defined benefit obligation	811	1,075	1,221	927	585
Change in assumption adjustments on plan liabilities	(233)	(221)	267	133	(150)
Experience adjustments on plan liabilities	(30)	27	(119)	110	(26)

	Company				
	2022	2021	2020	2019	2018
	\$'000	\$'000	\$'000	\$'000	\$'000
Unfunded defined benefit obligation	167	240	276	225	133
Change in assumption adjustments on plan liabilities	(55)	(45)	42	53	(33)
Experience adjustments on plan liabilities	-	7	(29)	17	(30)

A quantitative sensitivity analysis for significant assumption as at 31 December 2022 is as shown below:

Assumptions	Sensitivity Level	Impact on defined benefit obligation	
		Group	Company
		(Decrease)/Increase	(Decrease)/Increase
		\$'000	\$'000
Discount rates	+0.5%	(45)	(11)
	-0.5%	41	11
Future salary increases	+2%	209	49
	-2%	(161)	(38)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a key assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

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**21. EMPLOYEE BENEFITS (continued)**
**Pension plan (continued)**

The following payments are expected contributions to the defined benefit plan obligation in future years as at 31 December 2022:

	Group \$'000	Company \$'000
Within the next 12 months (next annual reporting period)	37	–
More than 1 year to 5 years	101	29
More than 5 years to 10 years	631	64
More than 10 years to 15 years	1,604	368
More than 15 years to 20 years	1,636	510
More than 20 years	3,674	1,337
	7,683	2,308

The average duration of the defined benefit plan obligation at the end of the reporting period is 18.5 years (2021: 19.0 years).

**22. FINANCIAL INCOME**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Interest income from:				
- Fixed deposits	453	33	26	4
- Investment in unquoted bond	165	–	–	–
- Loan and receivables	24	–	24	–
- Subsidiaries	–	–	765	112
Dividend income from quoted equity investments	263	–	–	–
Total financial income	905	33	815	116

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**23. FINANCIAL EXPENSES**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Interest expense on:				
- Loans from third parties	423	398	208	10
- Lease liabilities (Note 29)	396	455	36	33
Other finance costs	132	38	4	3
Total financial expenses	951	891	248	46

Other finance costs include bank charges for loans, transfers of funds, payments and collections, and other related costs.

**24. (LOSS)/PROFIT BEFORE TAX**

The following items have been included in arriving at (loss)/profit before tax:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
<b>Cost of sales and services</b>				
Cost of goods sold	20,568	61,269	5,111	41,665
Provision for inventory obsolescence (Note 13)	11,748	3,000	1,913	–
Personnel expenses (Note 21)				
- wages, salaries and bonus	16,188	23,729	14	39
- defined benefit plans	94	117	13	25
- other social expenses	1,000	1,005	2	3
Depreciation				
- property, plant and equipment (Note 6)	1,868	2,239	–	1
- investment property (Note 7)	111	111	–	–
- assets held for leasing (Note 8)	1,988	2,136	–	–
- right-of-use assets (Note 29)	125	78	2	2
Operating lease expenses (Note 29)	219	401	–	–
<b>Distribution and selling expenses</b>				
Personnel expenses (Note 21)				
- wages, salaries and bonus	2,206	1,435	907	417
- defined benefit plans	7	4	4	1
- other social expenses	122	106	5	5
Freight-out expenses	5,916	6,457	4,181	2,738
Advertising expenses	2,123	1,444	2,123	1,444
Commission expenses	192	644	191	572
Professional fees	124	558	–	–

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**24. (LOSS)/PROFIT BEFORE TAX (continued)**

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
<b>Administrative expenses</b>				
Personnel expenses (Note 21)				
- wages, salaries and bonus	7,043	6,149	3,268	3,053
- defined benefit plans and other social expenses	145	156	24	19
Provision for ECL (Notes 14 and 15)	3,795	19	2,942	-
Depreciation				
- property, plant and equipment (Note 6)	1,309	1,328	91	21
- right-of-use assets (Note 29)	1,003	741	177	68
Operating lease expenses (Note 29)	195	139	21	44
Auditor remuneration:				
Audit services				
- auditor of the Company	235	175	148	66
- other auditor of the Company	204	53	55	-
Non-audit services				
- auditor of the Company	-	42	-	10
- other auditor of the Company	38	-	32	-
Documentation and handling costs	154	122	105	76
Professional fees:				
- corporate secretaries	212	93	205	86
- construction consultant	118	52	-	-
- other consultant and retainer fees	496	507	370	351

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**25. INCOME TAX CREDIT/(EXPENSE)**
**a) Major components of income tax (credit)/expense**

The major components of income tax (credit)/expense for the years ended 31 December are:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
<b>Current tax expense</b>	499	442	-	-
<b>Deferred tax expense:</b>				
Origination and reversal of temporary differences	(1,890)	(34)	25	-
<b>Income tax (credit)/expense recognized in the profit and loss</b>	<b>(1,391)</b>	<b>408</b>	<b>25</b>	<b>-</b>

**b) Relationship between tax expense and accounting (loss)/profit**

The reconciliation between the tax (credit)/expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rates for the years ended 31 December 2022 and 2021 are as follows:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
(Loss)/profit before tax	(30,654)	16,918	(11,602)	16,730
Tax on relevant profits/(losses) at the Parent Company's statutory rate	-	-	-	-
Adjustments:				
Effect of higher tax rates in Cambodia	(1,918)	180	-	-
Effect of higher tax rates in Philippines	(299)	(165)	(198)	(33)
Effect of higher tax rates in Taiwan	218	159	-	-
Effect of higher tax rates in China	5	-	-	-
Non-deductible expenses	(48)	36	26	29
Movement of unrecognized deferred tax assets	346	147	186	-
Translation adjustment	276	52	11	-
Unutilized tax losses	23	-	-	-
Other income subjected to final tax	(5)	-	-	-
Others	11	(1)	-	4
<b>Income tax (credit)/expense recognised in profit and loss</b>	<b>(1,391)</b>	<b>408</b>	<b>25</b>	<b>-</b>



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**25. INCOME TAX CREDIT/(EXPENSE) (continued)**
**c) Deferred tax assets and liabilities**

Deferred tax assets for the Group and the Company as at 31 December relate to the following:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Accruals	–	12	–	12
Translation adjustments	(5)	13	–	(2)
Excess of lease liability over right-of-use assets	11	8	–	2
Unutilized tax losses	2,100	–	–	–
	2,106	33	–	12

No deferred tax assets were recognised for the temporary differences arising from MMTC's tax losses amounting to \$1,400,000 (2021: \$1,900,000), which can be applied to future taxable income from 2023 to 2025, as it is not probable that sufficient taxable profit will be available against which the benefits of the deferred tax assets can be utilised.

Deferred tax liabilities

The Group's and the Company's deferred tax liabilities, which arise mostly from exchange differences, amounted to \$326,000 (2021: \$147,000) and \$13,000 (2021: nil), respectively. In 2022, the Group has recognized a deferred tax liability amounting to \$65,000 (2021: nil) for the net remeasurement gain of pension liability.

The temporary differences associated with investments in the Group's subsidiaries, for which as at 31 December 2022 and 2021, a deferred tax liability has not been recognised in the periods presented. The Group has determined that the undistributed profits of its subsidiaries will not be distributed in the foreseeable future.

There are no income tax consequences attached to the payment of dividends in either 2022 or 2021 by the Group to its shareholders.

**d) Other matters**

The Company is an exempted company incorporated in Bermuda and as such, the income and capital gains of the Company are not subjected to tax in Bermuda.

Certain subsidiaries and the branch of the Group operating in the Philippines are registered as economic zone enterprises enjoying incentives such as a 5% special tax rate on gross margin earned after the tax holiday in lieu of all Philippine national and local taxes, and tax and duty-free importation of raw materials, capital equipment, household and personal items for use solely within the economic zone area. In 2010, the economic zone was converted into a freeport zone by virtue of the Republic Act (RA) No. 9728. Under the new law, existing enterprises within the ecozone are eligible to register as freeport enterprises with option to avail of existing incentives under RA No. 7916. The subsidiaries and the branch registered with the freeport zone and availed of the existing incentives.

In Cambodia, the tax on profit ("ToP") is the higher of 20% of taxable income or a minimum tax of 1% of total revenue. There are no income tax consequences attaching to payment of dividends by the Company to its shareholders.

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**26. (LOSS)/EARNINGS PER SHARE**

The following tables reflect the profit and loss accounts and share data used in the computation of basic and diluted (loss)/earnings per share for the years ended 31 December:

	Group	
	2022 \$'000	2021 \$'000
Net (loss)/profit attributable to ordinary equity holders of the Company used in the computation of basic and diluted EPS	(28,596)	17,342
Weighted average number of ordinary shares used to compute earnings per share ('000)	545,286	546,911
(Loss)/earnings per share (cents)	(5.244)	3.171

Earnings per share (EPS) computation

The basic earnings per share (EPS) is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares (excluding treasury shares) outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent (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.

In 2022 and 2021, there was no adjustment since the effects of the share options are anti-dilutive for the financial period presented. There have been no other transactions involving ordinary shares or potential ordinary shares since the reporting date and before the completion of these financial statements.

**27. DIVIDENDS**

On 27 May 2022, the Board of Directors issued a notice on the declaration of cash dividends amounting to \$0.0060 per ordinary share (tax not applicable) to shareholders of record as of 16 June 2022. The cash dividends were paid on 13 July 2022 amounting to \$3,271,000 (2021: \$22,840,000).

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**28. SIGNIFICANT RELATED PARTY TRANSACTIONS**
**a) Transactions with related parties**

In addition to the related parties information disclosed elsewhere in the financial statements, the following are the significant transactions between the Group and related parties that took place at terms agreed between the parties during the financial year:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
<b>Income:</b>				
Sales to related parties	–	–	2,962	25,116
<b>Costs and expenses:</b>				
Purchases from related parties	–	–	4,610	39,886
Operating expenses from related parties	926	–	–	–

Other than the above, the Group has no other related party transactions except for the lease agreement with a director related company as mentioned in Note 29.

**b) Compensation of key management personnel**

Key management personnel compensation (including executive director's remuneration) comprised:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Director's fee*	208	215	205	211
Wages, salaries and bonus	2,858	2,497	2,858	2,497
Defined benefit plans and other social expenses	18	25	18	25
	<u>3,084</u>	<u>2,737</u>	<u>3,081</u>	<u>2,733</u>
Comprise directors' remunerations for executive directors of:				
- the Company	2,539	2,232	2,539	2,232
- the subsidiaries	–	–	–	–
	<u>2,539</u>	<u>2,232</u>	<u>2,539</u>	<u>2,232</u>

\*Include directors' fee for directors of subsidiaries amounting to \$3,000 (2021: \$4,000)

The remuneration of key management personnel are determined by the Remuneration Committee having regard to the performance of individuals and market trends.

There are no termination benefits or other long-term employee benefits granted to key management personnel in 2022 and 2021.

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**29. LEASES**
Group as lessor

The Group leases its linens under its hospital services. The lease term for each hospital service contract is between one to five years renewable by agreement of the parties. The rate per hospital is based on their consumption and the future minimum lease is not practically determinable.

As at 31 December 2022, the Group entered into operating lease agreement in respect of a building and its improvements. Operating lease income recognised in the profit and loss accounts of the Group for the financial year ended 31 December 2022 is \$612,501 (2021: \$612,501). Security deposit to be refunded and/or to be applied to unpaid rent of the lessee upon termination of the lease as at 31 December 2022 amounted to \$63,552 (2021: \$59,132). The excess of the principal amount of the security deposit over its fair value, at the inception date of the operating lease, is presented as 'Deferred lease income'. Current and non-current portion of the deferred lease income as at 31 December are as follows:

	Group	
	2022 \$'000	2021 \$'000
Deferred lease income - current	5	5
Deferred lease income - non-current	23	28
	<u>28</u>	<u>33</u>

Future minimum rental receivable under the operating lease at the end of the reporting period are as follows:

	Group	
	2022 \$'000	2021 \$'000
Not later than one year	627	615
Later than one year but not later than five years	3,155	3,266
Later than five years	–	517
	<u>3,782</u>	<u>4,398</u>

Group as lessee

The Group and the Company have entered into lease agreements in respect of land and building, with lease terms ranging from 2 to 50 years. The lease terms do not contain restrictions on the Group's activities concerning dividends, additional debts or further leasing.

The Group also has certain leases with lease terms of 12 months or less and with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

In 2022, the Company also entered into a land lease agreement with Manhattan International Corp. (MIC) for 50 years of which one of the directors of MIC is a director of the Company (Note 28). The Group recognized amortisation expense of \$143,000 (2021: \$132,000) and interest expense accretion of \$106,000 (2021: \$154,000) related to the right-of-use assets and lease liabilities, respectively. As at 31 December 2022, the related right-of-use assets and lease liability amounted to \$4,400,000 (2021: \$2,700,000) and nil (2021: \$2,600,000), respectively.

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**29. LEASES (continued)**
Group as lessee (continued)

In 2022, the Company also entered into a land lease agreement with Manhattan International Corp. (MIC) for 50 years of which one of the directors of MIC is a director of the Company (Note 28). The Group recognized amortisation expense of \$143,000 (2021: \$132,000) and interest expense accretion of \$106,000 (2021: \$154,000) related to the right-of-use assets and lease liabilities, respectively. As at 31 December 2022, the related right-of-use assets and lease liability amounted to \$4,400,000 (2021: \$2,700,000) and nil (2021: \$2,600,000), respectively.

**a) Right-of-use assets**

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
As at 1 January	8,386	5,573	380	77
Additions	2,680	3,636	4,500	373
Depreciation	(1,128)	(819)	(179)	(70)
Foreign currency exchange adjustment	(35)	(4)	–	–
As at 31 December	9,903	8,386	4,701	380

**b) Lease liabilities**

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
As at 1 January	6,779	3,544	476	211
Additions	2,680	3,636	–	373
Accretion of interest (Note 23)	396	455	36	33
Payment of lease liabilities	(5,855)	(849)	(155)	(141)
Foreign currency exchange adjustment	(90)	(7)	(41)	–
As at 31 December	3,910	6,779	316	476
Current	575	988	129	139
Non-current	3,335	5,791	187	337

The maturity analysis of lease liabilities is disclosed in Note 32.

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**29. LEASES (continued)**
Group as lessee (continued)
**c) Amounts recognised in profit or loss**

	Group		Company	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Depreciation of right-of-use assets (Note 24)	1,128	819	179	70
Interest expense on lease liabilities (Note 23)	396	455	36	33
Operating lease expenses related to short term and low value leases (Note 24)	414	540	21	44
Total amount recognised in profit or loss	1,938	1,814	236	147

During the financial year, the Group has total cash outflows for leases (including short-term and leases of low value assets) of \$6,269,000 (2021: \$1,389,000).

**30. CONTINGENT LIABILITIES**
Contingent assets

On 12 November 2021, the Company engaged a legal firm to recover an advance to a supplier amounting to \$822,000. On 20 January 2022, the Company commenced an arbitral proceeding against the supplier, as it failed to make any payment to the Company. On 25 October 2022, the arbitral award was obtained in favor of the Company for a total consideration amounting to \$966,000. The additional arbitral award of \$144,000 has not been recognized during the financial year 31 December 2022, as the receipt of the consideration is not virtually certain and it is dependent on the aggregate result of the enforcement of the arbitral award against the supplier.

**31. GROUP SEGMENTAL REPORTING**
**Reporting format**

The primary segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products and services produced. Secondary information is reported geographically. The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

**Business segments**

The *manufacturing segment* produces and sub-contracts a wide range of medical consumables, including patients' apparels, disposable surgical masks, boot covers and surgical gowns, underpads, adult diapers, crochet blankets, bed linens and medical bandages. These medical consumables are supplied to large medical multinational corporation distributors, pharmaceutical companies and hospital groups in the USA and Europe.

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**31. GROUP SEGMENTAL REPORTING (continued)**
**Business segments (continued)**

The *hospital services segment* provides laundry and leasing services to various hospitals that are outsourcing its non-critical functions.

The *distribution and others segment* is involved in the marketing of Medtecs-branded medical consumables to hospitals, pharmacies and other end users in Asia Pacific and through online channels. The Group also leverages on its distribution network to market other branded medical supplies and equipment such as wheel chairs, syringes, nebulizers and blood pressure monitors.

**Geographical segments**

The Group's geographical segments are based on the location of the Group's assets. Sales to external customers disclosed in geographical segments are based on the geographical location of its customers.

**Allocation basis and transfer pricing**

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, income tax and deferred tax assets and liabilities, loans and borrowings and related expenses. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated upon consolidation.

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**31. GROUP SEGMENTAL REPORTING (continued)**
**(a) Business segments**

The following table presents revenue, results and other information, assets, liabilities and other segment information regarding the Group's business segments for the years ended 31 December 2022 and 2021.

2022	Manufacturing	Hospital	Distribution	Group
	\$'000	services	and others	
Revenue				
Third parties	35,680	14,312	6,251	56,243
Related parties	26,757	–	–	26,757
Total revenues	62,437	14,312	6,251	83,000
Eliminations	(26,757)	–	–	(26,757)
	35,680	14,312	6,251	56,243
Results	(30,739)	403	(272)	(30,608)
Financial expenses				(951)
Financial income				905
Income tax benefit				1,391
Net loss for the year				(29,263)
Total assets	162,732	16,295	3,022	182,049
Total liabilities	29,399	274	61	29,734
<i>Other segment information:</i>				
Capital expenditure	16,354	1,751	–	18,105
Depreciation and amortization	3,757	2,536	111	6,404
Provision for inventory losses	10,984	–	764	11,748
Provision for ECL on receivables and other current assets	3,795	–	–	3,795
Other non-cash expenses - net	327	–	–	327



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**31. GROUP SEGMENTAL REPORTING (continued)**
**(a) Business segments (continued)**

2021	Manufacturing \$'000	Hospital services \$'000	Distribution and others \$'000	Group \$'000
Revenue				
Third parties	117,937	14,971	11,247	144,155
Related parties	56,641	–	–	56,641
Total revenues	174,578	14,971	11,247	200,796
Eliminations	(56,641)	–	–	(56,641)
	117,937	14,971	11,247	144,155
Results	14,683	413	2,680	17,776
Financial expenses				(891)
Financial income				33
Income tax expense				(408)
Net profit for the year				16,510
Total assets	196,393	15,047	4,134	215,574
Total liabilities	27,376	234	57	27,667
<i>Other segment information:</i>				
Capital expenditure	12,328	1,766	–	14,094
Depreciation and amortization	4,386	2,136	111	6,633
Provision for inventory losses	3,000	–	–	3,000
Provision for ECL on receivables	10	9	–	19
Other non-cash expenses - net	450	–	–	450

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**31. GROUP SEGMENTAL REPORTING (continued)**
**(b) Geographical segments**

The following table presents revenue, capital expenditure and certain assets information regarding the Group's geographical segments as at and for the years ended 31 December 2022 and 2021.

2022	North America \$'000	Asia Pacific \$'000	Europe \$'000	Australia \$'000	Group \$'000
Revenue					
Third parties	9,610	32,076	14,343	214	56,243
Related parties	–	26,757	–	–	26,757
Total revenues	9,610	58,833	14,343	214	83,000
Eliminations	–	(26,757)	–	–	(26,757)
	9,610	32,076	14,343	214	56,243
Results	(5,230)	(17,456)	(7,806)	(116)	(30,608)
Financial expenses					(951)
Financial income					905
Income tax benefit					1,391
Net loss for the year					(29,263)
Total assets	353	180,622	1,074	–	182,049
Total liabilities	–	29,734	–	–	29,734
<i>Other segment information:</i>					
Capital expenditures	–	18,105	–	–	18,105
Depreciation and amortization	–	6,404	–	–	6,404
Provision for inventory losses	–	11,748	–	–	11,748
Provision for ECL on receivables and other current assets	–	3,795	–	–	3,795
Other non-cash expenses - net	–	327	–	–	327

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**31. GROUP SEGMENTAL REPORTING (continued)**
**(b) Geographical segments (continued)**

2021	North America \$'000	Asia Pacific \$'000	Europe \$'000	Group \$'000
Revenue				
Third parties	37,642	76,451	30,062	144,155
Related parties	–	56,641	–	56,641
Total revenues	37,642	133,092	30,062	200,796
Eliminations	–	(56,641)	–	(56,641)
	37,642	76,451	30,062	144,155
Results	4,642	9,427	3,707	17,776
Financial expenses				(891)
Financial income				33
Income tax expense				(408)
Net profit for the year				16,510
Total assets	6,391	206,574	2,609	215,574
Total liabilities	–	27,667	–	27,667
<i>Other segment information:</i>				
Capital expenditures	–	14,094	–	14,094
Depreciation and amortization	–	6,633	–	6,633
Provision for inventory losses	–	3,000	–	3,000
Provision for ECL on receivables	–	19	–	19
Other non-cash expenses - net	–	450	–	450

**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments are cash and bank balances, fixed deposits, bank loans and term loans. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as, trade receivables, trade payables, due from an affiliated company and corporate shareholder, other current assets and other current liabilities, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risks (both fair value and cash flow), liquidity risk, foreign currency risk and credit risk. The directors review and agree policies and procedures for managing each of these risks and they are summarised below.

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**a) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in the market interest rates.

The Group's exposure to interest rate risk arises primarily from loans and borrowings. The Group's policy is to obtain the most favorable interest rates available using a mix of fixed and variable rate debts without increasing its foreign currency exposure.

Surplus funds are placed with reputable banks.

Information relating to the Group's interest rate exposure is also disclosed in the notes on the Group's loans and borrowings (Note 18).

The following tables set out the carrying amounts of the Group's and the Company's financial instruments that are exposed to interest rate risk and have maturity of within one year:

	Group		Company	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
<b>Fixed rate</b>				
Cash equivalents	6,045	–	–	–
Fixed deposits	17,159	9,275	–	–
<b>Floating rate</b>				
Cash and bank balances	9,262	48,972	595	15,710
Loans and borrowings	(15,643)	(9,306)	–	–

The Group and Company did not have any financial instruments with maturity beyond 1 year.

Sensitivity analysis for interest rate risk

The impact on the sensitivity to a reasonably possible change in interest rates based on management's assessment, with all other variables held constant, of the Group's loss before tax and of the Company's loss before tax (through the impact of interest expense on floating rate loans and borrowings) and the Group's and Company's equity is \$15,000 in 2022 (2021: \$24,000).

There is no other impact on the Group's and the Company's equity other than those already affecting income.

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**b) Liquidity risk**

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of financial assets and liabilities.

In the management of liquidity risk, the Group monitors and maintains a level of cash and bank balances deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings and debentures. Additional short-term funding is obtained from short-term bank loans. As at 31 December 2022, 100% (2021: 100%) of the Group's debt will mature in less than one year.

The table summarises the maturity profile of the Group's and Company's financial assets and financial liabilities at the end of the reporting period based on contractual repayment obligations:

2022 Group	Total carrying value	On demand	< 1 year	1 - 5 years	> 5 years	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Undiscounted financial assets:</b>						
Cash and cash equivalents	18,122	12,078	6,044	–	–	18,122
Fixed deposits	17,159	–	17,159	–	–	17,159
Trade receivables - net	30,358	20,942	9,416	–	–	30,358
Other current assets <sup>(1)</sup>	1,648	–	1,648	–	–	1,648
Other non-current assets <sup>(2)</sup>	3,000	–	–	3,000	–	3,000
<b>Total undiscounted financial assets</b>	<b>70,287</b>	<b>33,020</b>	<b>34,267</b>	<b>3,000</b>	<b>–</b>	<b>70,287</b>
<b>Undiscounted financial liabilities:</b>						
Loans and borrowings	15,643	–	15,643	–	–	15,643
Trade payables and other current liabilities <sup>(3)</sup>	6,256	6,256	–	–	–	6,256
Lease liabilities	3,910	–	830	1,817	10,660	13,307
<b>Total undiscounted financial liabilities</b>	<b>25,809</b>	<b>6,256</b>	<b>16,473</b>	<b>1,817</b>	<b>10,660</b>	<b>35,206</b>
<b>Total net undiscounted financial assets/(liabilities)</b>	<b>44,478</b>	<b>26,764</b>	<b>17,794</b>	<b>1,183</b>	<b>(10,660)</b>	<b>35,081</b>

(1) Excluding prepayments, tax receivables and advances to suppliers - net.

(2) Pertaining to investment in unquoted bonds.

(3) Excluding tax payables to government institutions.

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**b) Liquidity risk (continued)**
**2022**

Company	Total carrying value	On demand	< 1 year	1 - 5 years	> 5 years	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Undiscounted financial assets:</b>						
Cash and cash equivalents	3,366	3,366	–	–	–	3,366
Trade receivables - net	25,870	22,723	3,147	–	–	25,870
Other current assets <sup>(1)</sup>	936	–	936	–	–	936
Due from subsidiaries	16,925	16,925	–	–	–	16,925
<b>Total undiscounted financial assets</b>	<b>47,097</b>	<b>43,014</b>	<b>4,083</b>	<b>–</b>	<b>–</b>	<b>47,097</b>
<b>Undiscounted financial liabilities:</b>						
Trade payables and other current liabilities <sup>(2)</sup>	757	757	–	–	–	757
Lease liabilities	316	–	138	227	611	976
<b>Total undiscounted financial liabilities</b>	<b>1,073</b>	<b>757</b>	<b>138</b>	<b>227</b>	<b>611</b>	<b>1,733</b>
<b>Total net undiscounted financial assets/(liabilities)</b>	<b>46,024</b>	<b>42,257</b>	<b>3,945</b>	<b>(227)</b>	<b>(611)</b>	<b>45,364</b>

(1) Excluding prepayments and advances to suppliers - net.

(2) Excluding tax payables to government institutions.

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**b) Liquidity risk (continued)**
**2021**

<b>Group</b>	Total carrying value \$'000	On demand \$'000	< 1 year \$'000	1 - 5 years \$'000	> 5 years \$'000	Total \$'000
<b>Undiscounted financial assets:</b>						
Cash and cash equivalents	49,015	49,015	–	–	–	49,015
Fixed deposits	9,275	–	9,275	–	–	9,275
Trade receivables - net	42,347	20,795	21,552	–	–	42,347
Other current assets <sup>(1)</sup>	4,537	–	4,537	–	–	4,537
<b>Total undiscounted financial assets</b>	<b>105,174</b>	<b>69,810</b>	<b>35,364</b>	<b>–</b>	<b>–</b>	<b>105,174</b>
<b>Undiscounted financial liabilities:</b>						
Loans and borrowings	9,306	–	9,306	–	–	9,306
Trade payables and other current liabilities <sup>(2)</sup>	6,609	6,609	–	–	–	6,609
Lease liabilities	6,779	–	909	2,554	11,702	15,165
<b>Total undiscounted financial liabilities</b>	<b>22,694</b>	<b>6,609</b>	<b>10,215</b>	<b>2,554</b>	<b>11,702</b>	<b>31,080</b>
<b>Total net undiscounted financial assets/(liabilities)</b>	<b>82,480</b>	<b>63,201</b>	<b>25,149</b>	<b>(2,554)</b>	<b>(11,702)</b>	<b>74,094</b>

<sup>(1)</sup> Excluding prepayments and advances to suppliers - net.

<sup>(2)</sup> Excluding tax payables to government institutions.

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**b) Liquidity risk (continued)**
**2021**

<b>Company</b>	Total carrying value \$'000	On demand \$'000	< 1 year \$'000	1 - 5 years \$'000	> 5 years \$'000	Total \$'000
<b>Undiscounted financial assets:</b>						
Cash and cash equivalents	15,711	15,711	–	–	–	15,711
Trade receivables - net	25,785	9,369	16,416	–	–	25,785
Other current assets <sup>(1)</sup>	4,029	–	4,029	–	–	4,029
Due from subsidiaries	20,518	20,518	–	–	–	20,518
<b>Total undiscounted financial assets</b>	<b>66,043</b>	<b>45,598</b>	<b>20,445</b>	<b>–</b>	<b>–</b>	<b>66,043</b>
<b>Undiscounted financial liabilities:</b>						
Trade payables and other current liabilities <sup>(2)</sup>	1,319	1,319	–	–	–	1,319
Lease liabilities	476	–	150	248	819	1,217
<b>Total undiscounted financial liabilities</b>	<b>1,795</b>	<b>1,319</b>	<b>150</b>	<b>248</b>	<b>819</b>	<b>2,536</b>
<b>Total net undiscounted financial assets/(liabilities)</b>	<b>64,248</b>	<b>44,279</b>	<b>20,295</b>	<b>(248)</b>	<b>(819)</b>	<b>63,507</b>

<sup>(1)</sup> Excluding prepayments and advances to suppliers - net.

<sup>(2)</sup> Excluding tax payables to government institutions.

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**c) Foreign currency risk**

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of the Group entities, primarily, Philippine Peso (PHP), Renminbi (RMB), New Taiwan Dollar (NTD) and Singapore Dollar (SGD). The foreign currencies in which these transactions are denominated are mainly US\$. Approximately 42% (2021: 19%) of the Group's sales are denominated in foreign currencies whilst almost 40% (2021: 31%) of costs are denominated in the respective functional currencies of the Group entities. The Group's trade receivables and trade payable balances at the end of the reporting period have similar exposures.

The Group and the Company also hold cash and fixed deposits denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances are mainly in NTD and SGD.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including Taiwan and People's Republic of China (PRC).

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's and the Company's profit/(loss) before tax to a reasonably possible change in the PHP, RMB, NTD, SGD and EUR exchange rates (against US\$), with all other variables held constant. The reasonably possible change was computed based on management assessment.

	Group	
	2022 \$'000	2021 \$'000
	Effect on profit/(loss) before tax	Effect on profit/(loss) before tax
<b>PHP</b>		
Strengthened 9.3% (2021: 6.2%)	267	194
Weakened 9.3% (2021: 6.2%)	(221)	(171)
<b>RMB</b>		
Strengthened 9.5% (2021: 2.6%)	(77)	(2)
Weakened 9.5% (2021: 2.6%)	63	2
<b>NTD</b>		
Strengthened 10.8% (2021: 1.4%)	(1,331)	85
Weakened 10.8% (2021: 1.4%)	1,071	(88)
<b>SGD</b>		
Strengthened 0.03% (2021: 1.5%)	(1)	229
Weakened 0.03% (2021: 1.5%)	1	(222)

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**d) Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and credit-worthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Chief Executive Officer.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and bank balances and other receivables (including related party balances), the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these financial instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to months past due. The loss allowance provision as at 31 December 2022 and 2021 is determined as follows, the expected credit losses below also incorporate forward looking information such as forecast of economic conditions. Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix.

2022 Group	Current	> 1 month	> 2 months	> 3 months	> 4 months	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Gross carrying amount	6,143	598	9,799	1,489	16,123	34,152
Loss allowance provision	–	–	–	–	(3,794)	(3,794)
	6,143	598	9,799	1,489	12,329	30,358
<b>2021 Group</b>						
	Current	> 1 month	> 2 months	> 3 months	> 4 months	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Gross carrying amount	20,842	2,333	2,674	274	16,459	42,582
Loss allowance provision	–	–	–	–	(235)	(235)
	20,842	2,333	2,674	274	16,224	42,347



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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**d) Credit risk (continued)**
Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables at end of the reporting period is as follows:

	Group			
	2022		2021	
	\$'000	% of total	\$'000	% of total
<b>By region:</b>				
North America	353	1%	6,391	15%
Europe	1,074	4%	2,609	6%
Asia Pacific	28,931	95%	33,347	79%
	<u>30,358</u>	<u>100%</u>	<u>42,347</u>	<u>100%</u>
<b>By segment:</b>				
Manufacturing	27,707	91%	38,718	91%
Hospital services	2,245	8%	2,175	5%
Distribution and others	406	1%	1,454	4%
	<u>30,358</u>	<u>100%</u>	<u>42,347</u>	<u>100%</u>

The Group has no significant concentrations of credit risk, except for 4% (2021: 4%) of trade debts relating to three major customers of the Group. Revenues from these three customers constitute about 36% (2021: 30%) of the Group's turnover.

At the end of the reporting period, approximately:

- \$1,300,000 (2021: \$1,500,000) of the Group's trade receivables were due from three major customers located in North America and Europe.
- Nil (2021: nil) of the Group's and Company's trade and other receivables were due from related parties outside the Group, while nil (2021: nil) of the Company's trade and other receivables were balances with related parties outside the Group.

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**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**
**d) Credit risk (continued)**
Credit quality

The credit quality of the Group's financial assets that are neither past due nor impaired are considered to be of high grade quality and expected to be collectible without incurring any credit losses. High grade financial assets are those financial assets whose realisability is assured.

Financial assets (including sundry debtors and deposits) that are neither past due nor impaired are due from creditworthy debtors with good payment record with the Group. Cash and cash equivalents and fixed deposits are entered into with reputable financial institutions duly approved by the directors.

Information regarding financial assets that are either past due or impaired is disclosed in Note 14.

**33. FAIR VALUE OF ASSETS AND LIABILITIES**
**a) Fair value hierarchies**

The Group categorises fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities that can be accessed 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 (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**b) Financial instruments whose carrying amounts approximate fair values**

Management has determined that the carrying amounts of cash and cash equivalents, fixed deposits, due from subsidiaries, trade receivables, other current assets, trade payables and other current liabilities and bank loans based on their notional amounts, reasonably approximate their fair values because these are mostly short-term in nature or are repriced frequently.

**c) Assets and Liabilities measured at fair value and for which fair values are disclosed**

The following table provides the fair value measurement hierarchy of the Group's assets. The Group has no liabilities which are measured at fair value nor which fair values are disclosed in the financial statements as at 31 December 2022 and 2021.

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**33. FAIR VALUE OF ASSETS AND LIABILITIES (continued)**
**c) Assets and Liabilities measured at fair value and for which fair values are disclosed (continued)**
**Fair value measurement hierarchy for assets as at 31 December 2022 and 2021:**

2022	Date of valuation	Fair value measurement using			
		Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Assets measured at fair value</b>					
Listed equity investments (Note 12)	31 December 2022	3,361	3,361	–	–
<b>Assets for which fair values are disclosed</b>					
Investment property (Note 7)	31 December 2022	3,774	–	–	3,774
Investment in unquoted bonds (Note 12)	31 December 2022	3,195	–	–	3,195
2021	Date of valuation	Fair value measurement using			
		Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Assets measured at fair value</b>					
Listed equity investments (Note 12)	31 December 2021	1,843	1,843	–	–
<b>Assets for which fair values are disclosed</b>					
Investment property (Note 7)	31 December 2021	4,285	–	–	4,285

There has been no transfer between Level 1 and Level 2 and no transfer into or out of Level 3 during the financial years ended 31 December 2022 and 2021.

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**34. 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 maximise shareholder 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 the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2022 and 2021.

The Group monitors capital using a gearing ratio, which is net debt divided by the sum of total capital and net debt. The Group's policy is to keep the gearing ratio below 60.0%. The Group includes within net debt, loans and borrowings, trade payables and other current liabilities, less cash and bank balances and fixed deposits. Capital includes equity attributable to the equity holders of the Company.

	Group	
	2022 \$'000	2021 \$'000
Loans and borrowings	15,643	9,306
Trade payables and other current liabilities	6,447	7,765
Less: Cash and cash equivalents and fixed deposits	(35,281)	(58,290)
	(13,191)	(41,291)
Equity attributable to the equity holders of the Company	149,789	185,214
<b>Capital and net debt</b>	<b>136,598</b>	<b>143,923</b>
<b>Gearing ratio</b>	<b>(9.7%)</b>	<b>(28.7%)</b>

**35. COMPARATIVE FIGURES**

Prior year's comparative figures were audited by Messrs Sycip Gorres Velayo & Co.

**36. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE**

The financial statements for the year ended 31 December 2022 were authorised for issue in accordance with a resolution by the Board of Directors on 14 June 2023.



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#### Bermuda

**Medtecs International Corporation Limited**  
Clarendon House 2 Church Street, Hamilton HM11, Bermuda  
+886-2-2739-2222

#### Cambodia

**Medtecs (Cambodia) Corporation Limited**  
No. 52, Street 606 Corner Street 311, Village 8,  
Sangkat Boeng Kat 2 Khan Toul Kork,  
Phnom Penh, Cambodia 120408  
+855-023-866-6659

#### China

**Hangzhou Jincheng Medical Supplies Manufacture Co., Ltd.**  
202 Zhangshan Road, Yuhang District, Hangzhou, China 311107  
+86-571-8639-6888

#### Philippines

**Medtecs International Corporation Limited – Philippine Branch**  
The World Centre, 22nd Floor #330 Sen. Gil Puyat Ave.,  
Makati City 1227, Philippines  
+632-817-9000

#### Singapore

**Medtecs (Asia Pacific) Pte. Ltd.**  
138 Cecil Street, #13-02 Cecil Court, Singapore 069538  
+65-6534-9293

#### Taiwan

**Medtecs (Taiwan) Corporation**  
11F, No.9, SongGao Rd., Xinyi Dist., Taipei City 110, Taiwan  
+886-2-2739-2222

#### United States

**Medtecs USA Corporation**  
1390 Market Street, Suite 200, San Francisco, California 94102, USA  
+1-800-829-4933

